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Proposed Development Concept

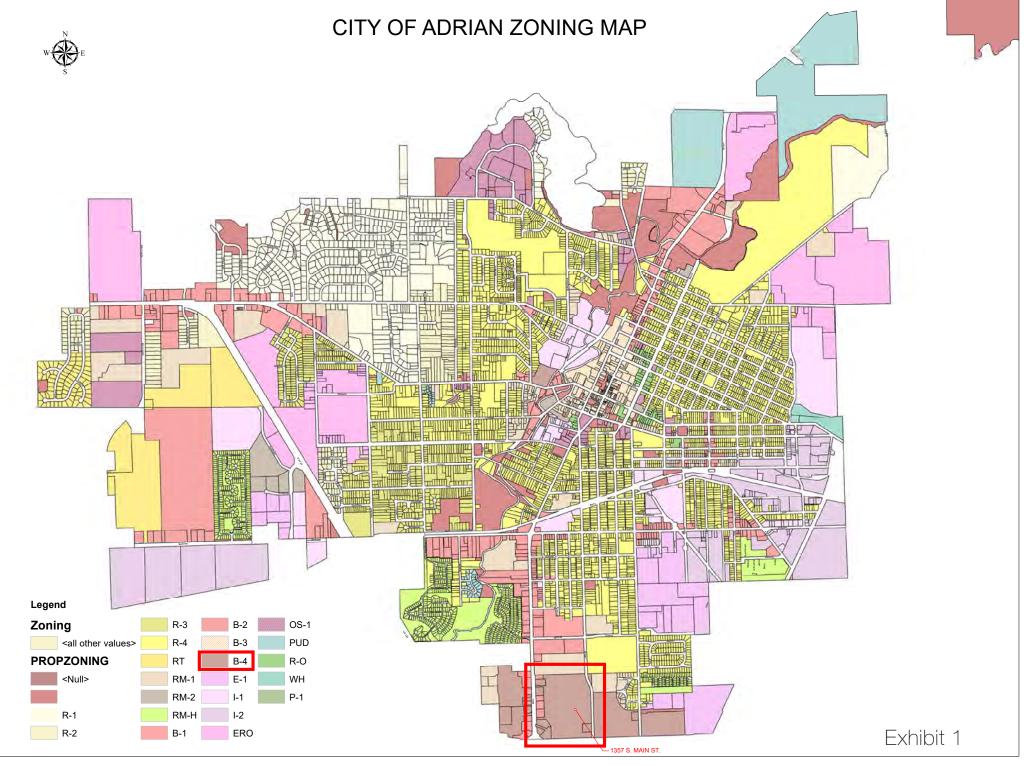
This application for Planned Unit Development zoning and Preliminary Site Plan approval applies to 34.74 acres of developed land (hereinafter referred to as the "Site") located at the northeast quadrant of the intersection of South Main St. (M-52) and US-223 in the city of Adrian, Ml. The property is bordered to the north by developed land, to the west by South Main St. (M-52), to the south by US-223 and to the east by South Winter St. and contains the Adrian Mall.

Currently, the Site is zoned 'B-4' Planned Unit Shopping Center, as shown in Exhibit 1: Existing Zoning Map. The site contains the former Adrian Mall, condemned in June 2020 and retailers Hobby Lobby, Ollie's Bargain Outlet, Buffalo Wild Wings, and Dunham's Sports, as shown in Exhibit 2. The intention is to create a Planned Unit Development that governs the entirety of the Development Area, as defined in Exhibit 3: Development Areas.

The boundaries of Development Areas 'A', 'B', 'D', 'E', and 'G' shown in Exhibit 3 remain conceptual in nature. The boundary for Development Area 'C' has been provided as part of this application. The proposed development concept for Areas 'A', 'B', 'C', 'D', and 'E' is to create standalone restaurants or permitted businesses on individual outparcels. These may be developed as their own phases, subject to Site Plan Review and Approval, or may remain as parking in service of the retail development. Development Area 'C' is proposed as a fast food restaurant. The proposed development concept for Area 'G' is a residential development consisting of up to two hundred (200) market-rate studio, one-bedroom, and two-bedroom units with adjacent parking. These may be developed as their own phase, subject to Site Plan Review and Approval, or may remain as parking in service of the retail development or as greenspace. The boundaries and availability of parcels in Areas 'A', 'B', 'C', 'D', 'E', and 'G' are subject to change as plans for the Site advance past conceptual stages.

The boundary of Development Area 'F' has been provided as part of this application. The proposed





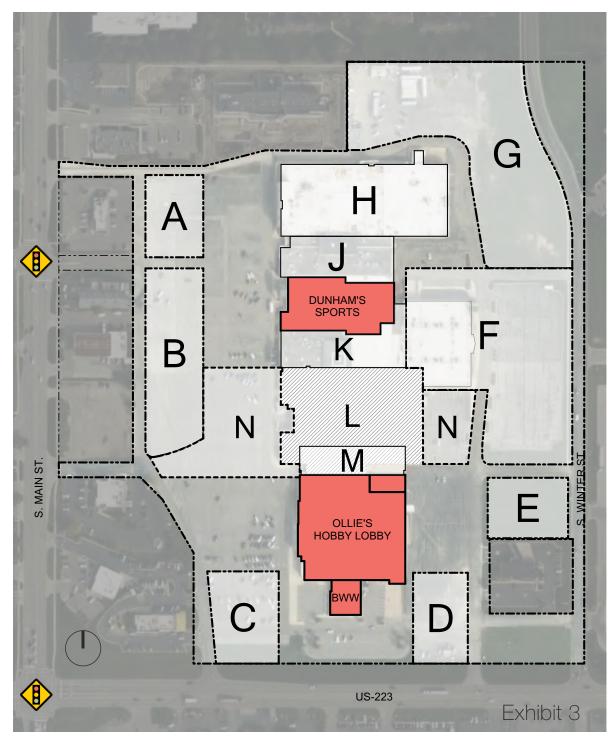
development concept for Area 'F' is a worship and community space for NewLife Church. This project, subject to Site Plan Review and Approval and Building Permit Application, is expected to renovate approximately 38,600 square feet of the former Elder Beerman anchor tenant at the Adrian Mall and maintain or improve the existing parking lot within Area 'F'.

The boundary of Development Area 'H' is conceptual in nature but is intended to encompass the former JCPenney anchor tenant at the Adrian Mall. The proposed development concept for Area 'H' is a self-storage facility. The facility may house a variety of unit sizes and will be required to have unit access via internal corridors rather than solely relying on outward-facing garage door access. Attractive lighting and storefront openings will be required on the façade facing South Main Street. Flexibility to develop big box retail within Area 'H' is desired. In the event that Area 'H' is developed as retail, additional parking will be needed in either Development Areas 'A' and 'B' or in Development Area 'G' to support the use.

The boundary of Development Area 'J' is conceptual in nature but is intended to encompass the former Adrian Mall between the former JCPenney and Dunham's Sports. The proposed development concept for Area 'J' is multi-tenant retail, restaurant, or office renovation. This Area is intended to receive a new roof in 2022 in order to prevent deterioration and preserve the existing structure.



Exhibit 2: Existing Site



The boundary of Development Areas 'K' and 'L' are conceptual in nature but are intended to encompass the former Adrian Mall between Dunham's Sports and Ollie's. Due to deterioration, Area 'L', pending a Demolition Permit, will be demolished. A new façade is intended to be built at the southern boundary of Area 'K'. The development concept for Area 'K' is multi-tenant retail and restaurant space within the structure of the former Adrian Mall. Areas 'L' and 'N' are intended to be redeveloped as vehicular and pedestrian circulation space (hereinafter referred to as "The Boulevard"). The Boulevard is intended to provide central parking, landscape, and amenity space between Areas 'K' and 'M'. The proposed development concept for Area 'M' is a new multi-tenant retail and restaurant space, serviced from the east side with primary facades facing north and west. Engineering, utility plans, street improvements, landscaping plans, and floor plans will be provided when plans for these Development Areas advance beyond conceptual stages.

Areas outside the Development Areas are existing uses, intended to remain. As parking areas are refinished and restriped, a two-way ninety-degree parking standard is intended to be adopted. Renovated or redeveloped areas will be subject to Site Plan Review and Approval, as applicant does not propose an exception from ordinances governing development unless expressly mentioned within this PUD document. This PUD is submitted to establish a conceptual site plan with designation of development areas, allocation of uses, and development standards and conditions for each phase of development. The goal of the guidelines outlined in this document is to ensure that the Site is developed as a community-oriented, revitalized destination within the City of Adrian.



Development Standards

Gross Land Area: 34.74 acres

Permitted Uses:

- a) Area Wide Uses by Right, limited to Storm Detention Facility, Open Space Landscape Buffering, Street Signage, Thoroughfare and Utility Lines;
- b) Off-Street Parking Areas;
- c) Any retail business or service establishment permitted in a B-1/B-4 District;
- d) Auto Wash, Auto Reconditioning, Auto Cleaning;
- e) Fast-Food Restaurant;
- f) Professional or Business Offices;
- g) Multiple-Family dwellings up to four-stories with or without some portion of uses available for transient lodging, limited to Area 'G';
- h) Mini-Warehouses, limited to Area 'H';
- i) Churches and Worship Halls;
- j) Business Signs, Outdoor Advertising and Billboards, limited to Business Signs advertising the project and the business and activities located on the Site;
- k) And uses customarily accessory to permitted principal uses*

*Outdoor Special Events – Outdoor special events may be permitted. Outdoor special events may include, but are not limited to, outdoor music, sale of alcoholic beverages, erection of tents and other activities customarily associated with festivals, sidewalk sales, charity run/walks, and other similar outdoor events.

Maximum Building Floor Area: 300,000 SF

Maximum Building Coverage: 35% of net lot area







Minimum Building Setbacks:

a) From north boundary of Site
b) From east boundary of Site
c) From south boundary of Site
d) From west boundary of Site
e) From interior lot line*
30 feet
20 feet
20 feet
10 feet

*if subdivided, standalone building. No setback required in Development Areas 'H', 'J', 'K', 'M', and west side of Area 'F'

Maximum Building Height: 60 feet

Off-Street Parking: Per City Code for applicable Use Unit where new

sites are developed

Minimum Landscape Area: 30% of net lot area for Multi-Family Dwelling Use

10% of net lot area for Other Uses

Exhibits 4, 5, 6, and 7 provide conceptual renderings for the massing of the project.



Exhibit 4

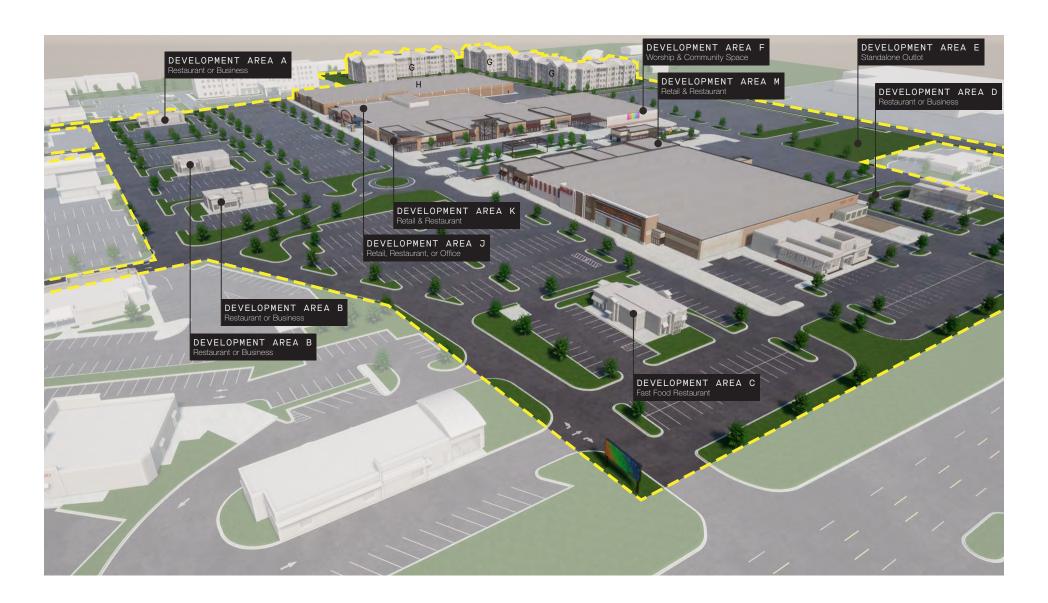


Exhibit 5





Exhibit 7



Built Form Guidelines

a) Base of Building

- i. Maintain a consistent edge at the building base to create an inviting streetscape environment, except for setbacks that create inviting open spaces. Provide variety in facade treatments along the sidewalk for visual interest.
- ii. Buildings within the Boulevard zone will relate to a consistent streetscape experience.
- iii. When service areas are located within a building base, incorporate architectural screens consistent with the building facade.

b) Height and Massing

- i. Taller buildings will be designed with consideration of orientation, views, and sunlight exposure.
- ii. To preserve access to light, a minimum separation of 30' between taller buildings is required.
- iii. Buildings will be delineated with building steps, recesses and setbacks to divide the facade into smaller masses consistent with context and the pedestrian scale.
- iv. If balconies are provided, they should be integrated with the architecture of the building facade.

c) Materials

- i. The aesthetic quality and durability of materials is to support and promote the quality of the development.
- ii. Design all building facades considering the composition and architectural expression of the building as a whole.
- iii. Promote architectural and urban design, sustainability, innovation, longevity, and creative expression with visionary design and high-quality materials.



Exhibit 8: Boulevard Zone

- iv. Colors and finishes of the materials will reinforce the character of the development, and will draw from the architectural heritage of the City of Adrian.
- v. Buildings will not be clad with low-quality materials or materials with low aesthetic value such as unfinished CMU, or residential-type thin brick, vinyl or metal siding. Where EIFS is used, a durable base material such as masonry should be placed at grade.
- vi. Buildings will employ architectural materials consistent with contemporary building practices, such as high-quality wall systems in glass, metal, masonry, architectural concrete, or hardwood.
- vii. The finish and detailing of building materials is to be consistent with the intent for architectural quality throughout the PUD.

Exhibit 8 shows the Boulevard Zone.

Exhibits 9, 10, 11, 12 and 13 provide conceptual renderings for the project, streetscape, and amenities within the Boulevard Zone.



Exhibit 9: Development Area 'K'



Exhibit 10: Development Area 'F' Patio Looking West



Exhibit 11: The Boulevard Looking West



Exhibit 12: Boulevard Amenity Space



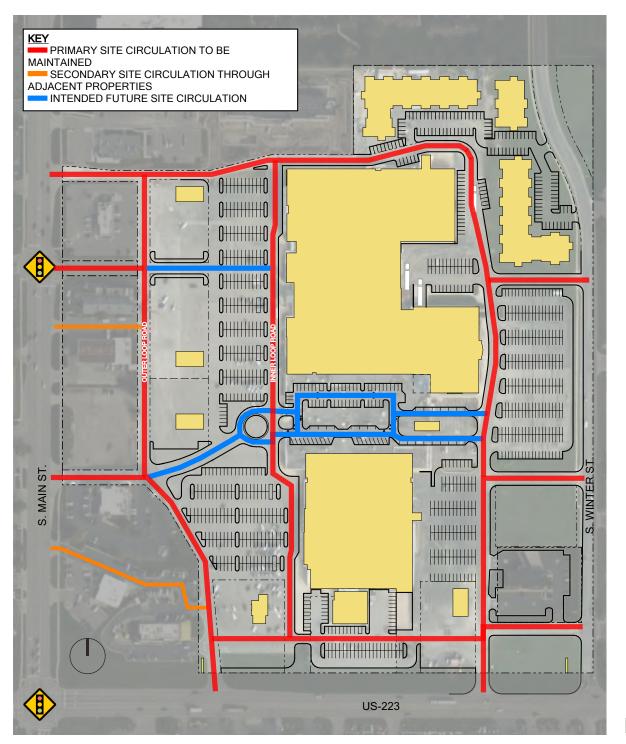
Exhibit 13: The Boulevard Looking East



Access and Circulation

The primary points of access to the Site, as shown in Exhibit 14, are provided from the east, south, and west edges of the site. These existing curb cuts and private roadways are intended to remain in place. Development Areas have been proposed to take advantage of existing internal circulation provided by the "loop" road and to promote efficient distribution of traffic into and out of the Site and surrounding developable properties. New internal roads and reconfigured parking fields shall be designed to promote the safe passage of vehicles and pedestrians. Roads and drive aisles shall be defined by raised curbs with adjacent walkways or landscaping. Entry points to the Site should be designed to establish a sense of arrival and may include monument sign elements in an architectural style similar to the building(s).

Intended future circulation as provided by the Boulevard shall cater to the pedestrian experience. Sidewalks, courtyards, plazas, green spaces, and other amenities shall be strategically integrated with the Boulevard development to enhance walkability and create a community-oriented atmosphere. Sidewalks interior to the Site will connect any public sidewalks to the Boulevard center where feasible.



Landscaping and Screening

The landscape for the Site will be an integral component of the character and quality of the design. Not only will the landscaping details add to the visual appeal of the development, but they will help in spatial definition and effective site circulation. All landscaping features throughout the Planned Unit Development shall meet the requirements and standards of City of Adrian Zoning Ordinance Section 4.9.4.

Open spaces within the development shall be enhanced with amenities including, but not limited to, benches, tables, chairs, landscaping, playgrounds, and bicycle racks. All landscape details will be complementary with the architectural design of the buildings and other amenities. Opportunities to provide shaded walkways and seating areas will be optimized throughout the Site. Landscaping will not create any isolated areas and will, instead, allow clear views throughout the Site. Landscaping shall also include a variety of plant species to provide a mixture of heights and colors throughout the year.

Where Development Areas abut residential developments, screening fences or berms are proposed to enhance privacy and reduce light spillover. Service areas, where newly constructed, shall also be screened by a decorative wall or other means, including landscaping, where feasible. The height of the screen feature shall be sufficient to screen service vehicles, utilities, receptacles, and other ancillary equipment.

Signage

The development's signage will brand, inform, and direct visitors to the Site. Signage placement will consider project architectural features and unique building forms and details to enhance, complement, and create balance in the overall building design. Signage illumination will provide a soft, even lighting effect and utilize an environmentally-friendly low voltage/LED standard throughout the development.

A variety of high-quality materials and finishes, including automotive grade paints, brushed and polished metals, textured materials, and patina finishes will ensure a sense of durability and a high level of design. In conjunction with and in addition to signage permitted by City of Adrian Zoning Ordinance, the following sign types shall be permitted:

- a) Pylon Sign
- b) Monument Sign
- c) Wall Sign
- d) Project/Construction Sign
- e) Light Pole Banner Sign
- f) Informational Sign
- g) Pole Sign
- h) Free-Standing Sign

The Exhibit 15 Signage Table provides a brief description of each of the sign types. The Pylon or Monument Project Identification Sign characterized in the table may utilize LED digital message technology. The table is intended to apply to signage for the private roadways and Development Areas 'F', 'H', 'J', 'K', and 'M'



Exhibit 15: Signage Table

| Sign | Туре | Location Where Signs are Permitted | Number of Signs | Maximum Copy Area per Face (square feet) | Maximum Height (feet above grade) | Illumination |
|---|------------------------------------|---|-------------------------------|--|--|---|
| Project Identification | Pylon (double- sided face) | Entry from US 223 or S. Main St. | 2 | 750 (LED digital message is separate – TBD) | 35 | Internally illuminated. Structure to be illuminated with external ground up lights. |
| Project Identification | Monument (double-sided face) | - | 1 at each entrance roadway | 150 | 15 | Internally illuminated. Structure to be illuminated with external ground up lights. |
| Tenant | Wall | Building Façade Features and Exterior Walls | - | 20% of exterior building wall surface area | - | Internally illuminated, routed push- through / individual channel letters with either face or halo illumination or a combination of both |
| Delivery/Service Area Identification | Pole/Wall | At delivery/service entrances | 2 per service area | 9 | 9 | Non-illuminated reflective vinyl |
| Project/ Construction* | - | - | 3 | 150 | 35 | Non-illuminated |
| Informational | - | - | As needed | 40 | - | Non-illuminated |

Note: Number of Signs, Maximum Copy Area per Face, and Maximum Heights for each type of sign listed in the table are approximations only and are subject to further review as formal plans for the development progress.

^{*} During the period of construction, but in no event exceeding 18 months per Project, a maximum of three advertising signs advertising the construction of the improvements may be erected on the perimeter street frontage of the Development Area. Illumination, if any, shall be by constant light.

Lighting

The lighting scheme at the development will complement the architectural style of the buildings and also be coordinated with the style of the street furniture, creating a consistent theme and look throughout. The types of lighting anticipated are as follows:

- a) Parking Field Illumination Light standards not to exceed 35 feet in height and shall be hooded and directed downward. A photometric analysis will be performed to confirm lighting levels at the north property boundaries adjacent to residential and hotel functions are zero.
- b) Walkway Illumination Pedestrian-scale vertical lamps will be distributed along the Boulevard walkways to visually enhance the pedestrian experience and increase user safety.
- c) Building Illumination As desired, wall sconces and additional building-mounted lights will be placed at piers that separate retail units and corners of buildings. These lights shall be directed downward where appropriate.



8

Subdivision

Division of lots may occur by approved Site Condominium application, in accordance with City of Adrian regulations. Subdivision may be subject to further approval by City of Adrian Planning Commission as a minor amendment to the PUD establishing acceptable use and confirming the existence of any necessary cross-parking and mutual access easements.



Detailed Site Plan Review

Development Areas as shown in Exhibit 3 may be developed concurrently or in separate phases as determined by market forces and the project's developer. No building permit shall be issued until a Planned Unit Development detailed site plan of the proposed improvements has been submitted to the City of Adrian and approved as being in compliance with the development concept and the development standards.

Platting Requirements

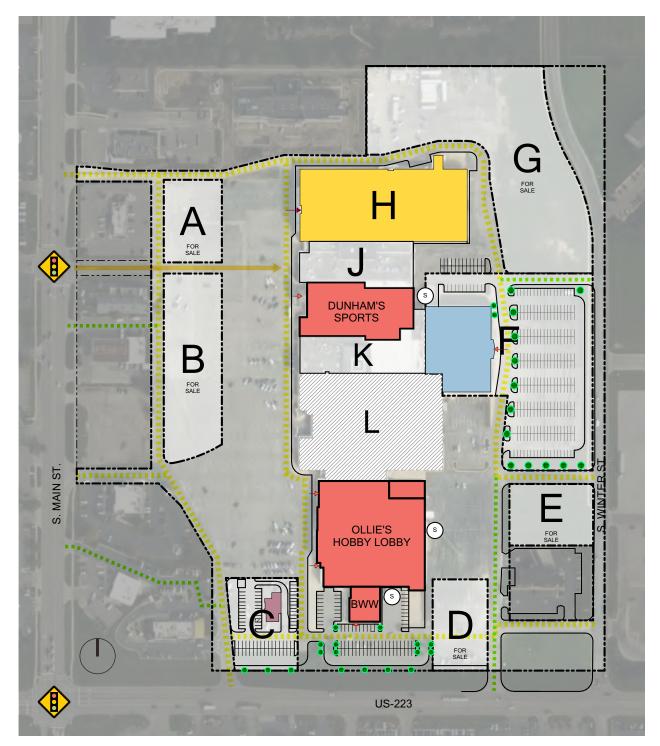
Development Areas as shown in Exhibit 3 may be developed concurrently or in separate phases as determined by market forces and the project's developer. No building permit shall be issued until the development phase for which a permit is sought has been included in a Site Condominium plat submitted to and approved by City of Adrian Planning Commission and duly filed of record. The required plat shall include covenants of record implementing the development standards of the Planned Unit Development conceptual site plan, and the City of Adrian shall be a beneficiary thereof.

Tentative Schedule of Development

Development of the project is anticipated to begin in the Fall of 2022, assuming market conditions permit, and proceed in phases. The following phases are conceptual.



- Offer all Development Areas for Sale or Leased Development
- Submit Site Condominium plats for Development
 Areas with Intent-to-Purchase Agreements
 - Development Area 'F' NewLife Church
 - Development Area 'C' Confidential Fast-Food Restaurant
- Stabilize Development Area 'J' with a new roof
- Begin Former Adrian Mall abatement and demolition at Area 'L'
 - Interior demolition and clearing first
 - Exterior demolition follows stabilization and new exterior envelope for Area 'F' and Area 'K'
- Sell or Lease two additional Development Areas in order to provide capital for Phase 2



 Construct Boulevard and access road through the property (Development Areas 'L' and 'N')

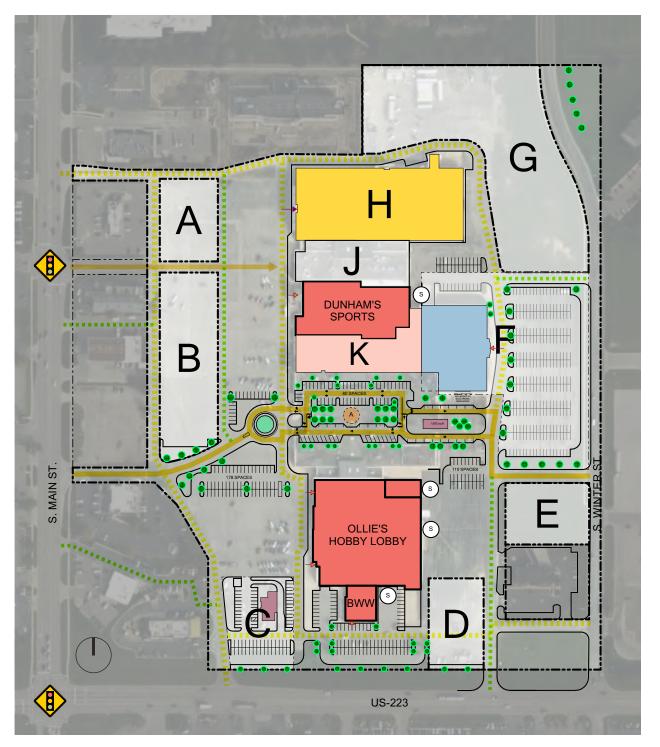
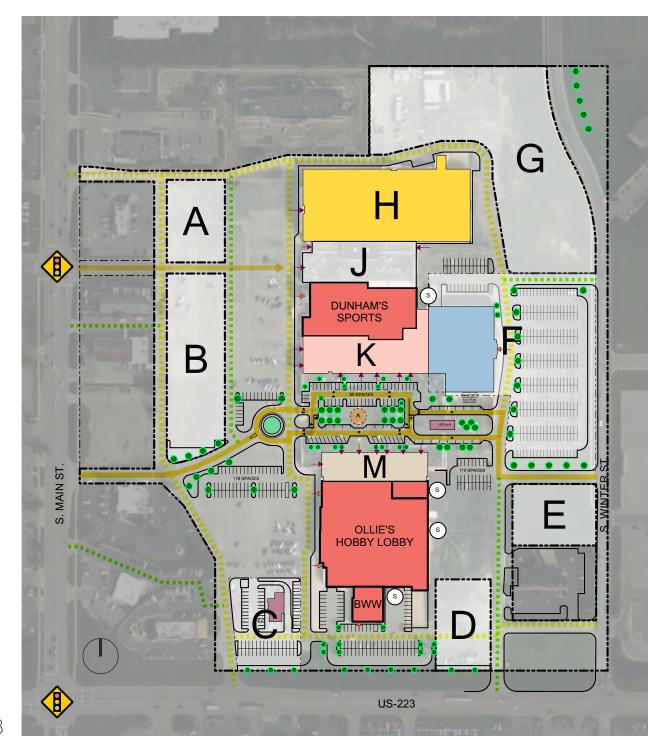
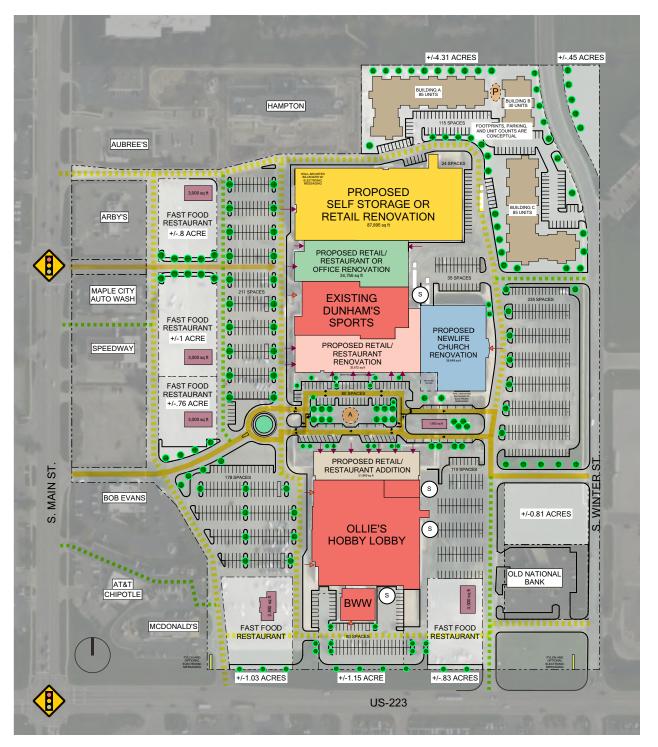


Exhibit 17

 Construct new retail and restaurant developments on the north and south sides of the Boulevard (Development Areas 'K' and 'M')

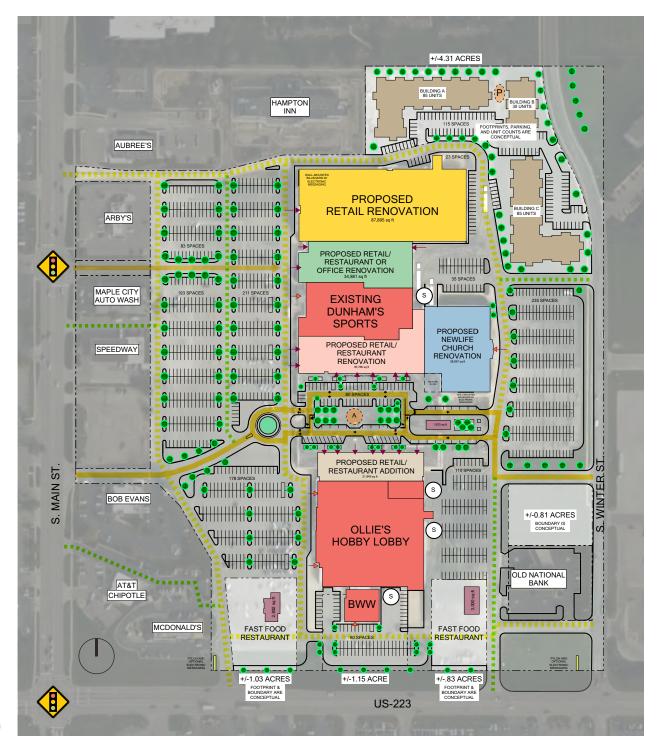


- Renovate Development Area 'J' as required
- Repave, restripe, and landscape balance of parking field as needed
- Exhibit 19 represents a conceptual full build out if Development Area 'H' is built as Self Storage (Mini-Warehouse)
- Exhibits 20 & 21 represent two conceptual scenarios showing Development Area 'H' as Retail, a more intense use that requires more parking



Phase 04_A

 Exhibit 20 represents Development Area 'H' as Retail, a more intense use that requires more parking, provided in Development Areas 'A' and 'B'



Phase 04_B

 Exhibit 21 represents Development Area 'H' as Retail, a more intense use that requires more parking, provided in Development Area 'G'

