

Exhibit A
Major PUD Modification Application
REVISED 12/6/21

The purpose of this document is to set forth various factors that should accompany the application for a Major PUD Modification with the city of Springdale, Ohio (the “City”) on behalf of MSC PH JV, LLC (the “Applicant”). The Applicant presently has various Purchase and Sale Agreements (the “PSA’s”) in place to acquire, on or around March 1, 2022, the following assets:

- **Tri-County Mall** – 1.288 million square foot existing mall located on 71.766-Acres of land in the City (the “TC Mall”);
- **Macy’s Parcel** – 219,961 square foot existing big box, standalone facility which is an outparcel to the TC Mall and is located on 4.36-Acres of land in the City (the “Macy’s Parcel”);
- **Sears Parcel** – Approximate 200,000 square foot existing big box and automotive stand-alone building which is a part and inclusive of the TC Mall square footage, and is located on approximately 8-Acres of land (which is included in the TC Mall acreage) in the City (the “Sears Parcel”); and
- For purposes of this Application, the TC Mall, Macy’s Parcel and Sears Parcel shall collectively be referred to herein as the “Properties.”

In connection with the Application, the Applicant is seeking a Major PUD Modification from the existing TC Mall site and use, to a multi-structure, multi-phase, mixed-use development, that consists of residential, office, retail, food and beverage, entertainment, recreation, fitness, education and other general business and infrastructure uses (the “Proposed Project”). In connection with the overall TC Mall repurposing, the Applicant has engaged a third-party architectural firm, and they have assisted in the overall programming and high-level site plan for the Proposed Project (the “Concept Design”) that is to be a part of the Application. Although the Concept Design is preliminary and subject to modification based on market, economic and other circumstances, an initial draft of the Concept Design can be found in **Attachment 1**.

As part of the Application, certain aspects of the Proposed Project and Concept Design are as follows:

Proposed Phasing – Attached as **Attachment 2** is the suggested phasing plan for the Proposed Project. Although the phasing plan appears to be reasonable given today’s market and economic climate, it is subject to change in timing and phasing as a result of any future swing or change in the market circumstances or economic climate.

Green Space- Attached as **Attachment 3** is a high-level green space plan for the Proposed Project. As can be seen, it is estimated that the Concept Plan will incorporate at least 15% of green space. Although these plans are very preliminary and subject to a number of factors, anything that would be designed and submitted in the future would be subject to the then-current City Code and Building Design Standards.

Properties Re-Use- Attached as **Attachment 4** is a high-level and preliminary re-use plan of the Properties. Of course, it is envisioned that the majority of the Properties will be demolished down to the basic core shell and structure, it is the intent of the Applicant to alter the historical mall use into that which has been

described as the Proposed Project. Although these plans are very preliminary and subject to a number of factors, anything that would be designed and submitted in the future for either development or demolition, would be subject to the then-current City Code and Building Design Standards.

Residential Characteristics- The Proposed Project is being created based on the market conditions which is to deliver a large proportion of residential units to attract new residents into the city of Springdale. Although these plans are very preliminary and subject to a number of factors, anything that would be designed and submitted in the future would be subject to the then-current City Code and Building Design Standards. Nevertheless, the density for the residential uses has been programed based on the following characteristics:

- **Number of Building Structures-** Maximum of 20 residential buildings;
- **Number of Units-** Maximum of 2,600 residential units; and
- **Building Heights-** Maximum building height of 810-stories.

Parking Infrastructure- It is the intent of the Applicant to develop the Proposed Project based on a concept of “live, work, play, shop & recreate” design. As such, certain factors such as ride-share, electric vehicles, alternative vehicles, i.e., scooters, the walkability of the Proposed Project, etc., will be given consideration when determining the number of parking spaces required. Therefore, it is not envisioned that the parking requirements will be consistent with other, more legacy developments, due to the lack of a demand or requirement for a vehicle. Nevertheless, the following are the characteristics to factor into the parking infrastructure:

- **Existing Structured Parking Assets-** The Concept Plan provides for the Applicant to preserve and leverage the existing parking structures which currently contain approximately 3,100 combined spaces (the “**Current Garages**”). However, during the planning stages, the Applicant may determine, for engineering or other reasons, that the Current Garages may need to be altered or destroyed. Nevertheless, it is the Applicant’s desire to keep such Current Garages in the overall parking inventory;
- **Future Structured Parking Assets-** In addition to the Current Garages, the Applicant intends to incorporate additional surface and structured parking assets as part of the future development assets; and
- **On-Street Parking-** During the initial phases of the Proposed Project, the Properties will continue to maintain TC Mall surface parking, prior to such areas being affected by the demolition. However, as the multiple phases are commenced, the level of surface parking shall decline, and the aggregate structured parking shall rise accordingly. In the aggregate (surface, street, structure and Current Garages), the Applicant will adhere to the City Code and Building requirements for parking, which are subject to variance at the discretion of the Planning Commission.

Retail, Entertainment and Restaurant Uses- It is the intent of the Applicant to develop the Proposed Project based on a concept of “live, work, play, shop & recreate” design. However, given the uncertainties and economic forces adversely affecting traditional retail, it is believed that the Design Concept will incorporate a disproportionately lesser amount of retail, when compared to food and beverage, entertainment and lifestyle activities designed to activate the Proposed Project. Although these plans are very preliminary and subject to a number of factors, anything that would be designed and submitted in the future would be subject to the then-current City Code and Building Design Standards. Nevertheless, it

is envisioned that the following shall be the characteristics of the Retail, Entertainment and Restaurant Uses:

- **Number of Building Structures-** Maximum of 230 Retail, Entertainment and Restaurant^[MV1] buildings;
- **Number of Units-** Maximum of 3600,000 square feet of Retail, Entertainment and Restaurant; and^[MV2]
- **Building Heights-** Maximum building height of 2 stories and generally at the street level.

Fitness Assets – The Proposed Project incorporates various fitness related assets. Although these plans are very preliminary and subject to a number of factors, anything that would be designed and submitted in the future would be subject to the then-current City Code and Building Design Standards. Nevertheless, the Proposed Project program has been programed based on the following characteristics:

- **Number of Building Structures** - Maximum of 2 potential fitness related assets;
- **Number of Square Feet** - Maximum of 12200,000 square feet; and
- **Building Heights** - Maximum building height of 2-stories.

Office Uses- The Proposed Project is being created based on the market conditions, which is based on the fact that a number of office buildings are presently vacant and have unfilled office stock within the City. As such, it is not the Applicant's design to build and program much by way of new office space. However, the Properties currently have the Mall and Dillard's Big Box locations, which have approximately 400,000 square feet of leasable space within such structures. It is the Applicant's desire to use such vacant space as potential uses, that may very well include general office, education, medical or similar uses. Although these plans are very preliminary and subject to a number of factors, anything that would be designed and submitted in the future would be subject to the then-current City Code and Building Design Standards. Consequently, the density for the residential uses has been programed based on the following characteristics:

- **Number of Building Structures-** Maximum of 35 potential office buildings;
- **Number of Square Feet-** Maximum of 59750,000 square feet; and^[MV3]
- **Building Heights-** Maximum building height of 5-stories.

Hospitality Uses - The Proposed Project is being created based on the premise that the activity in the development will create a magnet for a limited-service hospitality asset. It is the Applicant's desire to secure a hospitality flag that is consistent with the limited-service use, and notwithstanding the current desire, the actual brand, operator, flag, etc. will be determined based on future economic, market and demand factors. Anything that would be designed and submitted in the future would be subject to the then-current City Code and Building Design Standards. Nevertheless, the Proposed Project program has been programed based on the following characteristics:

- **Number of Building Structures** - Maximum of 2 potential hospitality assets;
- **Number of Square Feet** - Maximum of 400 room keys; and

- **Building Heights** - Maximum building height of 5-stories.

Drainage Requirements - In connection with the City's Drainage Design requirements, the following is the current and proposed hydrology impacts of the Proposed Design:

- **Current Drainage System** - The current drainage system being used within the Properties is a combination of in-line drainage and two cisterns which are used to hold and detain water, prior to using the parking lot surface as additional detention;
- **Future Drainage System** – It is anticipated that the future drainage system will continue to be a combination of in-line drainage and two cisterns which will be used to hold and detain water. Of course, any additional improvements determined as a result of drainage studies will be completed in compliance with the City's Code and Building Design standards, subject to any permitted various determined by the Planning Commission.
- **Drainage Impacts** – The Proposed Project incorporates substantially more pervious green space, when compared to the current TC Mall situation. As a result of the impervious to pervious changes from the current concrete parking lot situation to a more “green space” situation, it stands to reason that the drainage impact of the Concept Design will only serve to improve the drainage for the Proposed Project.

Traffic Impact Requirements - In connection with the City's Traffic Impact Assessment requirements, the following is the current and proposed arterial and traffic flow impacts of the Proposed Design:

- **Current Drainage System** - The current on-site and off-site traffic design are that of a ring-road surrounding the perimeter of the TC Mall, and the number of curb cuts, traffic signals, stop signs, right-turn only access, etc. that exist, have been previously prepared, studied, engineered and installed for the eventual holiday peak shopping season;
- **Future Arterial System and Traffic Impacts** – Attached as **Attachment 5** is the proposed arterial plan for the Proposed Project. Prior to the submittal of any final plans, specification or applications for any Proposed Project-related building permits, the Applicant will perform an analysis to determine the most efficient flow of vehicular, pedestrian or bicycle traffic patterns. Of course, any additional alterations or proposed changes that are determined because of these studies will be completed and submitted in compliance with the City's Code and Building Design standards, subject to any permitted various determined by the Planning Commission. Additionally, any existing curb cuts, traffic lights, right-turn only access, etc. will remain in place and the Proposed Project will not alter these penetrations into either Kemper Road and Princeton Pike Road; and
- **Traffic Impacts** – It is the belief of the Applicant that the traffic impact of the Proposed Project will be such that the peak flows of traffic will be substantially less than that which was designed for the “holiday peak” shopping traffic of the TC Mall. The Applicant will secure a Traffic Impact Analysis that meets the requirements of the City's Code and Building Design Standards prior to the submittal for any building or construction permits, and the Applicant will comply with such City requirements, subject to any variance or modification determined by the Planning Commission.