

**CITY OF SOUTH EUCLID
 BUILDING DEPARTMENT
 1349 SOUTH GREEN ROAD
 SOUTH EUCLID, OHIO 44121
 216-381-0400 / FAX: 216-291-4951**



APPLICATION FOR REZONING TO THE SOUTH EUCLID PLANNING COMMISSION

(Fee: \$700)

Date Thursday, January 6, 2011

We (I), the undersigned, do hereby respectfully make application for Rezoning in the City of South Euclid and in support of this application, the following facts are shown:

- The property sought for rezoning is located at NW corner of East Antisdale Rd. and Warrensville Center Rd., as depicted on Exhibit A and A-1 (eastern 40.72 acres).
 And known as lot(s) number N/A Permanent Parcel No. 704-27-001.
 It has a frontage of 1,315 feet and depth of 1,350 feet. (area to be rezoned)
- The property sought for rezoning is owned by FISE LLC
 Evidenced by deed from Oakwood Club Corp. recorded in Volume Currently not available
 Page Currently not available Cuyahoga County Map Records. Instrument No. 201012291053
- It is proposed that the property will be put to the following specific use: (Describe in detail)
National tenant anchored retail development with additional opportunities for national, regional, and local retailers and restaurants. The development will be a model for low-impact, sustainable design including stream preservation, native plantings, drip irrigation, LEED certified buildings, LED parking lot lighting, etc. as discussed in the Executive Summary.
- It is proposed that the following buildings will be constructed:
Approximately 325,000 square feet of multi-tenant retail buildings of varying size.
- Attached is a copy of the County Tax Map, which shows my (our) property and other surrounding properties. Also attached is a legal description of the property being sought to be rezoned.

(Obtain from the Office of the County Recorder.)

[Handwritten Signature]
 Signature of Applicant *

25333 Cedar Road, Suite 300
 Address of Applicant

Lyndhurst, Ohio 44124
 City, State, Zip Code

(216) 381-2900
 Phone

(216) 381-2901
 Fax

* If the applicant is not the owner of the property, the application must be accompanied by an "Agent's Authorization" from the owner(s) indicating their approval to make this application.

ACTION BY THE PLANNING COMMISSION:

Date of Public Hearing _____

Approved _____ Disapproved _____

Date of Vote _____

ACTION BY CITY COUNCIL

Date of Public Hearing _____

Approved _____ Disapproved _____

Date of Vote _____

EXECUTIVE SUMMARY

Rezoning Application
61.84 Acres – Oakwood Golf Club
South Warrensville Center Road
South Euclid, Ohio 44121

Overview

First Interstate Properties, Ltd. is a local developer that has developed approximately Four Million square feet of Class A retail shopping center space throughout Northeastern Ohio. It has acquired approximately 61.84 acres in South Euclid, the entire portion of the former Oakwood Golf Club that is located in South Euclid, Ohio. The company is proposing that the front approximately 41 acres of this parcel be rezoned to C-3 to accommodate an approximately 325,000 square foot multi-tenant retail shopping complex. The Company is simultaneously offering to sell the balance, approximately 21 acres, to the City of South Euclid for \$1.00 in order to create a permanent green space for the community. This 21 acre parcel would be restricted as undeveloped green space to be owned by the City of South Euclid. The company would make a donation to the City of South Euclid in conjunction with its acquisition of the green space in order to allow the City to make certain improvements to the green space as it so desires. It will also provide access to the green space from East Antisdale Road and build a small parking area as improvements. The green space would also be utilized to assist with low-impact development practices using state of the art bioswale/bioretenion improvements that would model current feasible best practices in storm water management serving the project.

In the event this rezoning is approved by the City of South Euclid in a timely fashion, the construction of the shopping center complex could begin as early as the late summer/early fall of 2011. The shopping center complex would involve a capital investment in the City of South Euclid of approximately \$45 Million Dollars, depending on the ultimate tenants and outlot buildings. Further, the retail stores and restaurants, upon completion and opening, would generate in excess of 400 full-time equivalent jobs and an annualized overall payroll of approximately \$12 Million. An independent report on job creation is currently being prepared by the Greater Cleveland Partnership.

Green Sustainable Design

Over the course of the past decade, there has been significant advancement in thinking and design processes to allow for large-scale commercial development to be undertaken utilizing best management practices and sustainable design that can blend the needs of commercial users and sustainable design in economically feasible balance. Further, the company is aware of the City of South Euclid's overall branding effort in the development of its "Green Neighborhoods" initiative. Finally, the company has developed a sound reputation in Northeastern Ohio for its implementation of best practices in shopping center design over the course of the past 20 years as they have evolved; and the company is the largest redeveloper of Brownfield land in the city of

Cleveland, Ohio having completed more than 150 acres of Brownfield redevelopment over the course of the past five years.

The overarching design element for the design of this project will be to design and construct this shopping center complex utilizing the most advanced best management practices available which are economically and technically feasible in Northeastern Ohio incorporating sustainable development design. All buildings within the shopping center complex will be LEED Certified buildings. Further, the low-impact non-building area site improvements for the shopping center complex will incorporate sustainable design principals that set this development project apart from any other shopping center complex built to date in Northeastern Ohio. The site improvement features will focus on sustainability through energy efficiency LED parking lot light technology, bioretention or low impact practices in storm water management including the development of a variety of bioswales/bioretention for storm water management, utilization of native species, drip irrigation systems (which in certain areas may be supplied by roof drainage harvesting), no chemical fertilization, preservation of the existing stream traversing the front corners of the property, significant native planting green space across approximately 40% of the frontage along Warrensville Center Road, and a small experimental section of permeable parking lot pavement. We will also ensure that the project connects to the concept of walkable neighborhoods through installing sidewalks (none exist presently), bike racks, and an RTA pull-off for accessible public transportation.

Upon completion, the project will be a model of sustainable design concepts that can be a showcase for other similar projects that might be under consideration throughout the region. It will support and enhance the City of South Euclid's "branding" as a progressive community that is actively creating economic development and it's Green Neighborhood Initiative.

Economic Development

As stated above, this project would result in an investment of approximately \$45 Million Dollars in South Euclid. The shopping center complex of this scale provides ongoing real estate tax revenue to the local school system (which in this case is the Cleveland Heights – University Heights School System). Assuming an ultimate valuation of \$45 Million Dollars, the annual real estate taxes would exceed \$1.7 Million Dollars – of which approximately \$1.1 Million Dollars would go the Cleveland Heights-University Heights School District, \$250,000 to the City of South Euclid, \$100,000 to the library system and \$300,000 to Cuyahoga County.

Most important, the retail and restaurant establishments will create at least 400 FTE jobs representing a payroll of approximately \$12 Million Dollars to supplement the income tax base in the City of South Euclid. These jobs provide opportunity for both full-time employment by residents of the community as well as part-time first job opportunities for high school and college students – often providing the first work experience and training opportunity to prepare youth for long-term employment.

Finally, the investment of capital into a new commercial facility will spawn additional investment and confidence in the business climate in South Euclid and the additional green space will attract residents and supporting service businesses to the community.

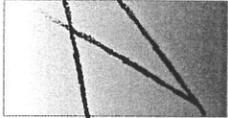
Creating a Long-Term Community Asset

The shopping center complex, to be known as Oakwood Commons, will prove to be a long-term community asset for the City of South Euclid. First, preserving 21 acres of green space in a densely populated inner-ring suburb for utilization by residents of the community in perpetuity. This green space will be an amenity for current and future generations of South Euclid residents and an irreplaceable community asset. Second, all off site improvements required to serve the shopping center will be provided by the Company including but not limited to all necessary utility connections, all road improvements and any traffic signalization adjustments. To be clear, First Interstate is not seeking any form of public subsidy or assistance in the development of this project.

Additionally, implementation of the green design standards mentioned above support the City's effort to brand itself through its green neighborhoods and sustainability concepts as well as provide convenient, affordable value-oriented goods and services for residents of South Euclid – including college students whom the city is looking to attract and who are extremely budget conscious.

Finally, convenient necessity based value retail stores and restaurants enhance the overall viability of the neighborhoods in which they are located. They attract residents that are convenience based shoppers who are attracted to residences that are close to the stores they prefer to shop at and the restaurants they prefer to dine at. Large scale shopping centers also attract additional collateral development as they serve as a critical mass that attracts customers and other collateral commercial development. In this case, the addition of Oakwood Commons to the Cedar Warrensville based existing retail will draw additional retail to that district helping to boost the Cedar Center project in South Euclid as well as filling in vacancy in the University Square project. Retailers are attracted to critical mass and operate with a "follow the leader" type mentality. This project, when combined with the current development in the Cedar Warrensville area, as well as Severance Town Center, will enhance the reach of the area as a regional shopping district as it will begin to approach the critical mass of 1.5 million square feet in total-an industry recognized threshold for creation of "regionality".

Finally, the overall amenities associated with the frontage of the project on Warrensville center road will transform a no mans land into a vibrant part of the fabric of the streetscape along Warrensville Center in South Euclid. The fencing that has closed off this land to the community will be removed. Sidewalks and an RTA pull off bus stop will be installed. The project will be bicycle friendly. Green frontage with native species will be visible from the roadway with a new large well designed shopping center that will say by its quality that the residents of South Euclid and surrounding inner ring suburbs are invited, respected and valued customers of the national retail and restaurant community that so often is limited in presence to the outer ring ex-urban locations.



NEFF
& ASSOCIATES

Civil Engineers + Landscape Architects + Planners + Surveyors

Legal Description
Re-Zoning Area
File No. 13404-LD004
January 4, 2011
Page 1 of 2

EXHIBIT "A1"

Situated in the City of South Euclid, County of Cuyahoga, State of Ohio and known as being part of Original Euclid Township, Lot Nos. 23 and 24, Tract No. 2 and is further bounded and described as follows:

Beginning at a 5/8" iron pin found at the intersection of the center line of Warrensville Center Road (86 feet wide) with the center line of Cedar Road (70 feet wide). Thence North $00^{\circ}-34'-38''$ West, along said center line of Warrensville Center Road, a distance of 1830.92 feet to a Northeasterly corner of The Rapid Transit Land Co's Subdivision No. 17A as shown by the recorded plat in Volume 81 of Maps, Page 32 of Cuyahoga County Records. Thence North $89^{\circ}-52'-17''$ West, along a Northerly line of said Rapid Transit Land Co's Subdivision No. 17A, a distance of 43.00 feet to the Westerly right of way line of said Warrensville Center Road and the principal place of beginning of the land herein described;

- Course 1 Thence North $89^{\circ}-52'-17''$ West, continuing along said Northerly line of The Rapid Transit Land Co's Subdivision No. 17A, a distance of 1357.39 feet to the intersection of the Southerly prolongation of the Easterly right of way line of Andrews Road (20 feet wide);
- Course 2 Thence North $00^{\circ}-25'-43''$ East, along said Southerly prolongation and along said Easterly right of way line of Andrews Road, a distance of 1319.46 feet to a Northwesterly corner of the aforesaid City of South Euclid;
- Course 3 Thence South $89^{\circ}-40'-23''$ East, along a Northerly line of said City of South Euclid, a distance of 1338.79 feet to the aforesaid Westerly right of way line of Warrensville Center Road;
- Course 4 Thence South $00^{\circ}-03'-46''$ East, along said Westerly right of way line of Warrensville Center Road, a distance of 502.25 feet to an angle point therein;

Legal Description
Re-Zoning Area
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Page 2 of 2

Course 5 Thence South $00^{\circ}-34'-38''$ East, continuing along said Westerly right of way line of Warrensville Center Road, a distance of 812.63 feet to the principal place of beginning and containing 40.7198 Acres (1,773,754 Square Feet) of land according to a survey made by Thomas J. Neff, Jr. Registered Surveyor No. 7065-Ohio in November of 2010.

The subject premises being the same land conveyed to the Oakwood Club by deed recorded in Volume 1485, Page 228 of Cuyahoga County Records.

The basis of bearings for the premises surveyed is North $89^{\circ}-56'-50''$ East as the Northerly line of said Original Lot No. 24, Tract No. 2 and a Southerly right of way line of said Blanche Road as evidenced in the Taylor Heights Allotment as shown by the recorded plat in Volume 61 of Maps, Page 15 of Cuyahoga County Records.

Be the same more or less, but subject to all legal highways and easements of record.

EXECUTIVE SUMMARY

TMS Engineers, Inc. has been retained by First Interstate Properties, Ltd. to prepare a Traffic Impact Study for the proposed construction of a retail development in the City of South Euclid, Cuyahoga County, Ohio. The site is located at the west side of Warrensville Center Road just north of the East Antisdale Road intersection.

The proposed development will consist of approximately 319,464 square feet of retail center. Access for the proposed development is expected to be provided at two locations along Warrensville Center Road where one will align with existing intersection at Stonehaven Road and another is to be located near the south property line for deliveries. The center is expected to be fully open in 2012.

The proposed development will generate additional traffic which may impact the area roadways. This traffic impact study presents an assessment of the impact of the traffic generated by the proposed development on the existing road network adjacent to the site. The results of the analysis have been used to determine what improvements if any will be required to handle the traffic which will be associated with this use.

The proposed development is expected to generate the following average hourly traffic in the peak periods after construction the development:

ITE TRIP GENERATION			TRIP ENDS			
ITE Code	Description	BUILDING SIZE	Peak Hour Between 7-9 AM (Enter/Exit)		Peak Hour Between 4-6 PM (Enter/Exit)	
820	Shopping Center	319,464 (sf)	186	119	679	706
	<i>Passer-by Trip Reduction</i>	0.28	0	0	-189	-197
TOTAL NEW TRIPS			306		999	

Recommended Improvements to Serve Existing Conditions

It was determined that all existing intersections within the study area currently operate with acceptable levels of service under the peak hour 2010 existing conditions. Therefore, no improvement were found to be justified to serve existing conditions.

Recommend Improvements to Serve Future Conditions without the Development

It was determined that all existing intersections within the study area are expected to operate with acceptable levels of service in the future under the peak hour 2012 no-build conditions. Therefore, no improvement were found to be justified to serve future conditions.

Recommended Improvements to Mitigate the Traffic Associated with the Development

The intersection of Warrensville Center Road and Stonehaven Road / Main Development Access Drive were determined to require the following improvements to allow the intersection to operate with acceptable levels-of-service under the peak hour 2012 build conditions:

- Construct two exclusive northbound left turn lanes on Warrensville Center Road
- Construct exclusive southbound left and right turn lanes on Warrensville Center Road
- Construct traffic signal control for the intersection and interconnect to the existing traffic signal at Warrensville Center Road and East Antisdale Road.

Warrensville Center Road & Development Southern Access

- Install stop sign control on the access drive approach.

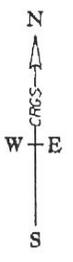
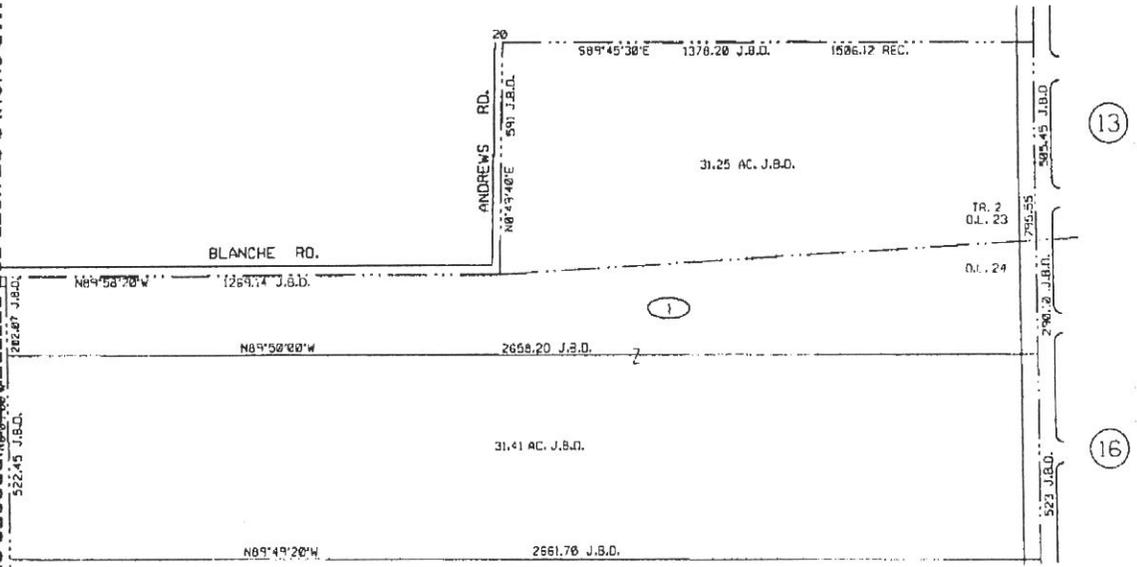
Conclusion

Based upon the results of the analysis in this study, it can be seen that *with the recommended build improvements*, the development traffic can be accommodated without impacting the area roadway network.

ENTIRE PAGE IN CLEVELAND HTS. SCHOOL DISTRICT

CLEVELAND HTS. MAP 683

THIS MAP SHOULD BE USED FOR REFERENCE PURPOSES ONLY. NO LIABILITY IS ASSUMED FOR THE ACCURACY OF THE DATA SHOWN. PARCELS MAY NOT COMPLY WITH LOCAL SUBDIVISION ORDINANCES.



APRIL 1986 REV SED:



SOUTH EUCLID MAP 704

Description: Cuyahoga, OH Assessor Map 704.27 Page: 1 of 1
Order: 3 Comment:

14

Permanent 704-27-001
Parcel #:

Type Instrument: Limited Warranty	Date: 12/29/2010 3:52:00 PM
Tax District #: 3330	Tax List Year: 2010
Grantor: Oakwood Club Corp	Land Use Code: 4630
Grantee: FISE LLC	Land Value: 860,200
Balance Assumed: \$ 0.00	Building Value: 0
Total Consideration: \$ 1,800,000.00	Total Value: 860,200
Conv. Fee Paid: \$ 7,200.00	Arms Length Sale: UNKNW
Transfer Fee Paid: \$ 0.50	Rcpt: E-12292010-14
Fee Paid by: MILLMAN ALND TITLE	Inst #: 480419
Exempt Code:	Check #: 8391

CUYAHOGA COUNTY RECORDER
LILLIAN J GREENE - 5
DEED 12/29/2010 3:58:59 PM
201012291053

David R. Reinos
CUYAHOGA COUNTY AUDITOR

NTY DEED
302.07

KNOW ALL MEN BY THESE PRESENTS THAT The Oakwood Club aka The Oakwood Club Company aka Oakwood Club aka Oakwood Country Club, an Ohio not for profit corporation, the Grantor, claiming title by or through instrument recorded as Volume 1485, Page 228, Cuyahoga County Recorder's Office, for valuable consideration thereunto given, and for the sum of Ten Dollars (\$10.00) received to its full satisfaction of FISE LLC, an Ohio limited liability company, the Grantee, whose tax mailing address will be 25333 Cedar Road, Suite 300, Cleveland, Ohio 44124, does:

GIVE, GRANT, BARGAIN, SELL AND CONVEY unto said Grantee, its successors and assigns, with limited warranty covenants, the following described premises, situation in the City of South Euclid, County of Cuyahoga, and State of Ohio:

SEE EXHIBIT A ATTACHED HERETO.

SUBJECT, HOWEVER, TO THE ENCUMBRANCES, RESERVATIONS AND EXCEPTIONS, IF ANY, SET FORTH ON EXHIBIT B, ATTACHED HERETO.

Permanent Parcel No. 704-27-001

TO HAVE AND TO HOLD the above premises, with the appurtenances thereunto belonging, unto the said Grantee, and its separate successors and assigns forever.

IN WITNESS WHEREOF, the Grantor has hereunto set its hand the 20 day of December, 2010.

Millman Land Title Agency LLC
1742 Georgetown Rd Ste H Hudson OH 44236
Order No 09-0240 dn

Grantor:
The Oakwood Club aka The Oakwood Club Company aka Oakwood Club aka Oakwood Country Club, an Ohio not for profit corporation
By: *Stuart Kline*
Its: President

STATE OF OHIO :
 : ss
CUYAHOGA COUNTY :

Before me a Notary Public in and for said State and County, personally appeared the above named The Oakwood Club aka The Oakwood Club Company aka Oakwood Club aka Oakwood Country Club, an Ohio not for profit corporation, by Stuart Kline, its President who acknowledged that he did sign the foregoing instrument for and on behalf of said corporation, and that the same is the free act and deed of said corporation and the free act and deed of him personally and as such officer.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Beachwood, Ohio, this 20th day of December, 2010.

Nina M. Humes
Notary Public
My Commission Expires: April 18, 2012

NINA M. HUMES
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 4/18/12

This instrument was prepared by:

John E. Mellyn, Jr., Esq.
Hahn Loeser & Parks LLP
200 Public Square, Suite 2800
Cleveland, OH 44114



Legal Description
P.P.N. 704-27-001
File No. 13404-LD001
November 19, 2010
Page 1 of 2

Situated in the City of South Euclid, County of Cuyahoga, State of Ohio and known as being part of Original Euclid Township, Lot Nos. 23 and 24, Tract No. 2 and is further bounded and described as follows:

Beginning at a 5/8" iron pin found at the intersection of the center line of Warrensville Center Road (86 feet wide) with the center line of Cedar Road (70 feet wide). Thence North $00^{\circ}-34'-38''$ West, along said center line of Warrensville Center Road, a distance of 1830.92 feet to a Northeasterly corner of The Rapid Transit Land Co's Subdivision No. 17A as shown by the recorded plat in Volume 81 of Maps, Page 32 of Cuyahoga County Records. Thence North $89^{\circ}-52'-17''$ West, along a Northerly line of said Rapid Transit Land Co's Subdivision No. 17A, a distance of 43.00 feet to the Westerly right of way line of said Warrensville Center Road and the principal place of beginning of the land herein described;

- Course 1 Thence North $89^{\circ}-52'-17''$ West, continuing along said Northerly line of The Rapid Transit Land Co's Subdivision No. 17A, a distance of 2619.33 feet to the Northwesterly corner thereof and an Easterly line of the Taylor Heights Allotment as shown by the recorded plat in Volume 61 of Maps, Page 15 of Cuyahoga County Records;
- Course 2 Thence North $00^{\circ}-11'-56''$ West, along said Easterly line of the Taylor Heights Allotment, a distance of 724.74 feet to a 1" iron pin found at the Northwesterly corner of the aforesaid Original Lot No. 24, Tract No. 2 and an interior corner of Blanche Road (25 feet wide);
- Course 3 Thence North $89^{\circ}-56'-50''$ East, along the Northerly line of said Original Lot No. 24, Tract No. 2 and a Southerly right of way line of said Blanche Road, distance of 1269.91 feet to a drill hole found in old fence post foundation at the intersection with the Easterly right of way line of Andrews Road (20 feet wide);
- Course 4 Thence North $00^{\circ}-25'-43''$ East, along said Easterly right of way line of Andrews Road, a distance of 590.70 feet to a Northwesterly corner of the aforesaid City of South Euclid;

Legal Description

P.P.N. 704-27-001

File No. 13404-LD001

November 19, 2010

Page 2 of 2

- Course 5 Thence South $89^{\circ}-40'-23''$ East, along a Northerly line of said City of South Euclid, a distance of 1338.79 feet to the aforesaid Westerly right of way line of Warrensville Center Road;
- Course 6 Thence South $00^{\circ}-03'-46''$ East, along said Westerly right of way line of Warrensville Center Road, a distance of 502.25 feet to an angle point therein;
- Course 7 Thence South $00^{\circ}-34'-38''$ East, continuing along said Westerly right of way line of Warrensville Center Road, a distance of 812.63 feet to the principal place of beginning and containing 61.8400 Acres (2,693,749 Square Feet) of land according to a survey made by Thomas J. Neff, Jr. Registered Surveyor No. 7065-Ohio in November of 2010.

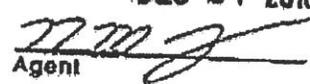
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Be the same more or less, but subject to all legal highways and easements of record.

ROBERT KLAIBER P.E., P.S.
Legal Description complies with
Cuyahoga County Conveyance
Standards and is approved for
transfer.

DEC 27 2010


Agent



SITE DATA

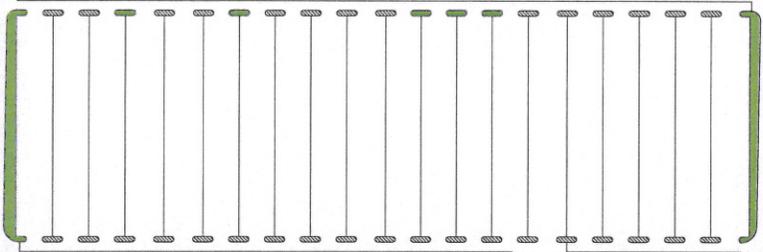
EASTERN PORTION REZONED C-3
 WESTERN PORTION NO ZONING CHANGE
 TOTAL ACREAGE

40.72 ACRES
 21.12 ACRES
 61.84 ACRES

PERMANENT UNDEVELOPED
 GREENSPACE FOR COMMUNITY
 OWNERSHIP AND USE

RECONSTRUCTION
 MANAGEMENT
 AREA

BUILDING
 ENVELOPE
 LIMITS

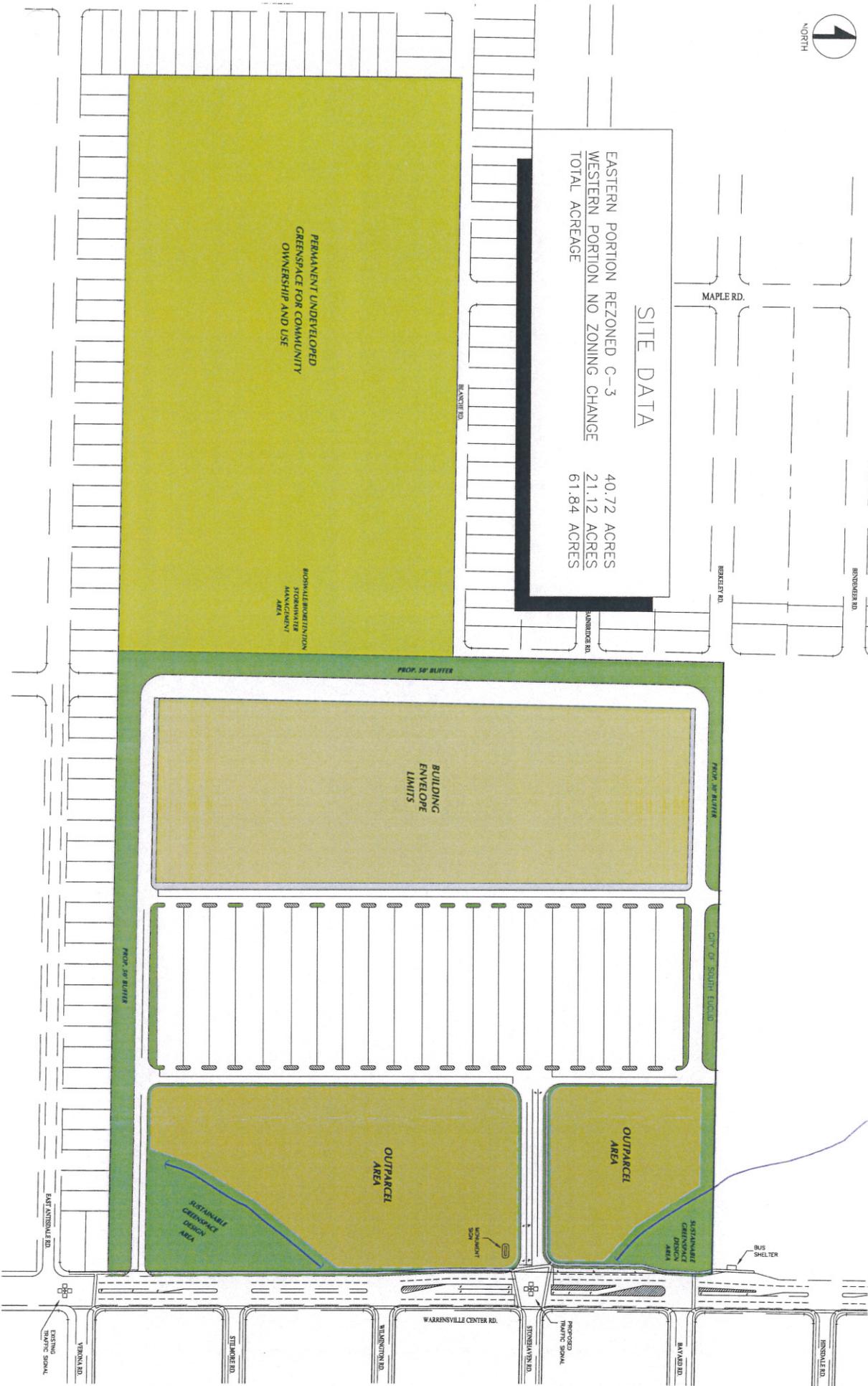


OUTPARCEL
 AREA

SUSTAINABLE
 GREENSPACE
 DESIGN
 AREA

OUTPARCEL
 AREA

SUSTAINABLE
 GREENSPACE
 DESIGN
 AREA



Date:
01/05/11

Approx. Scale:
None

SECS
P13.DWG

SITE PLAN

OAKWOOD COMMONS
 SOUTH EUCLID, OHIO



The Offices at Legacy Village
 25333 Cedar Road, Suite 300
 Lyndhurst, Ohio 44124