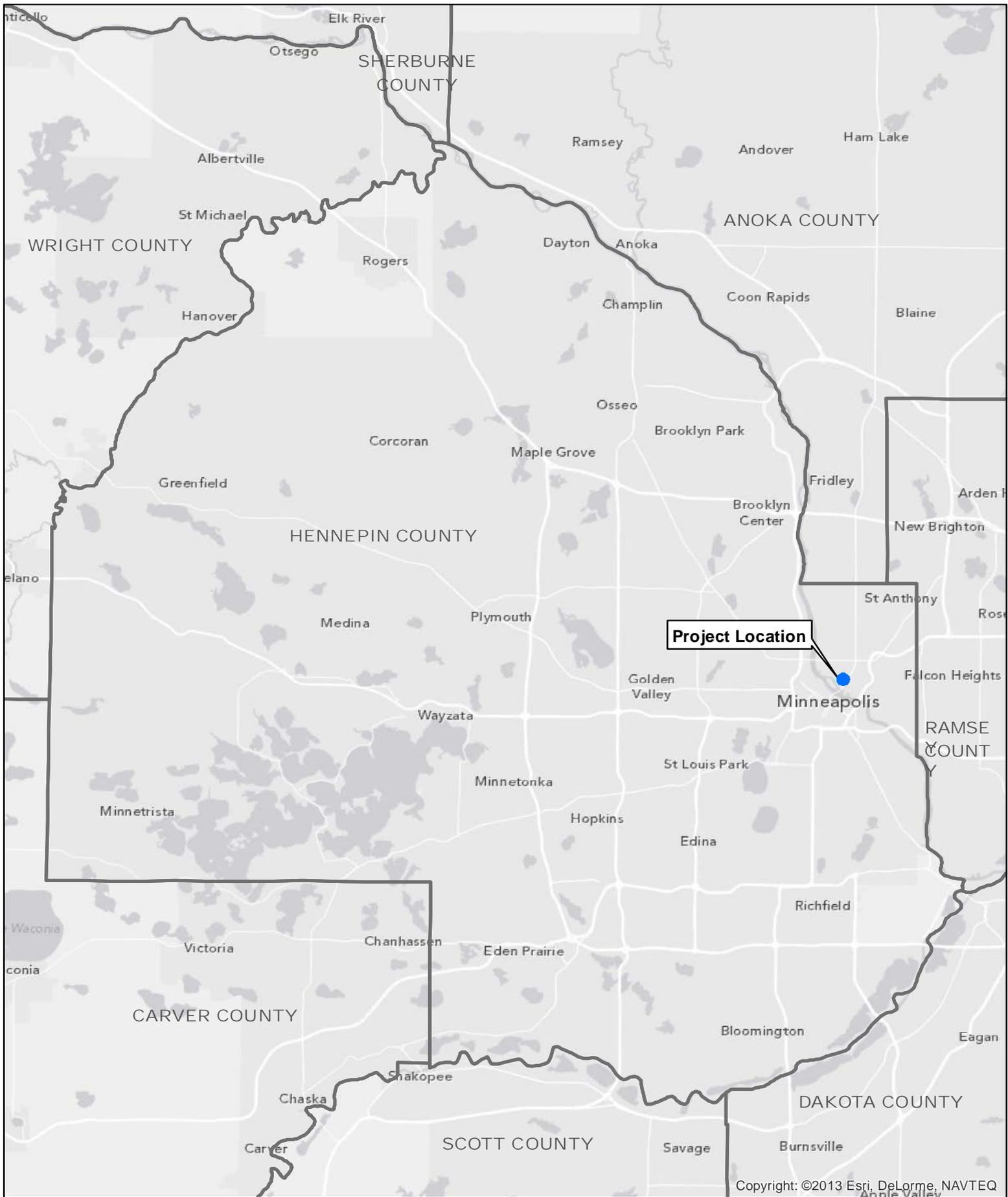


FIGURES



Copyright: ©2013 Esri, DeLorme, NAVTEQ

Figure 1. County Map

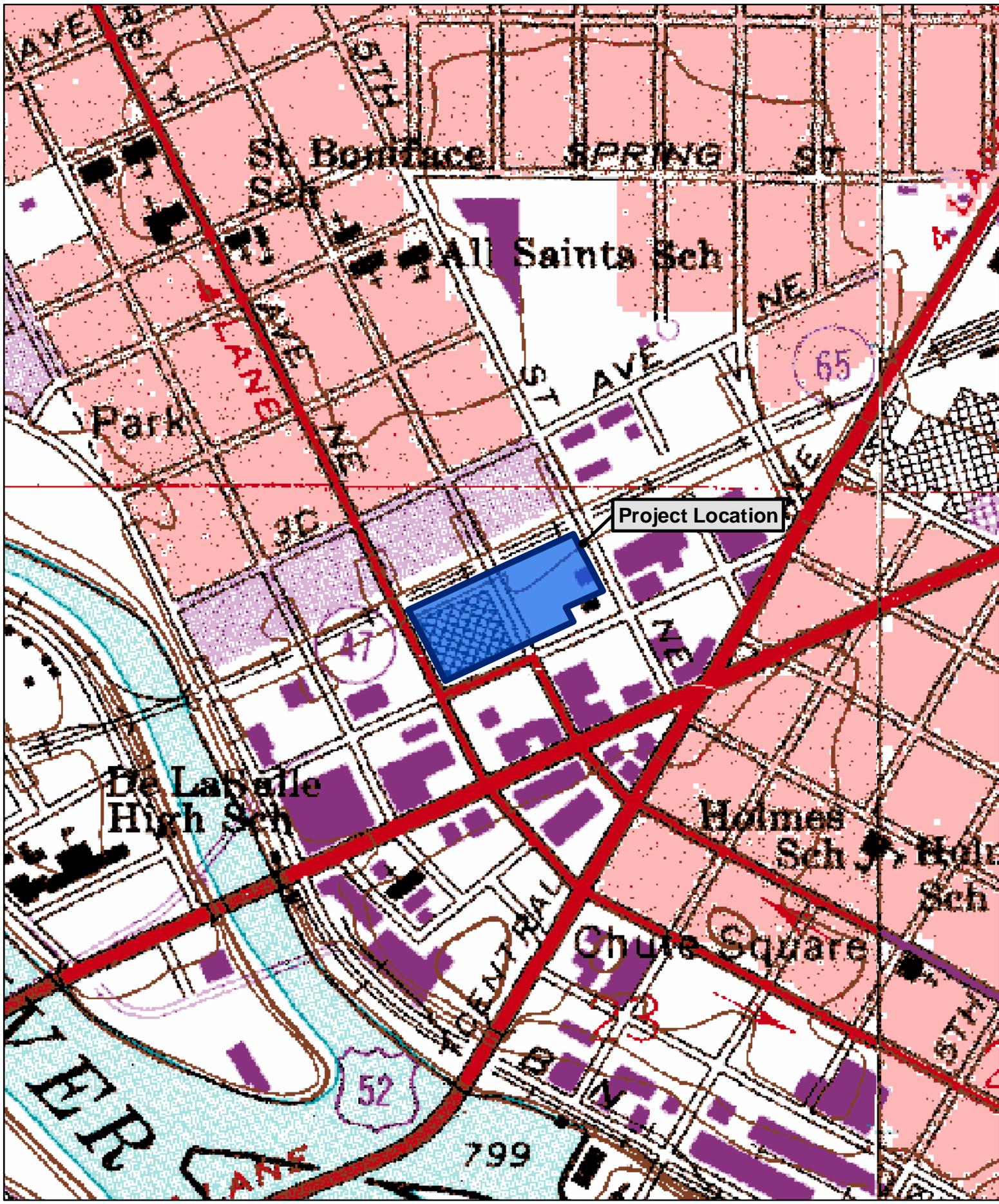


Figure 2. USGS 7.5 Minute Topographical Map

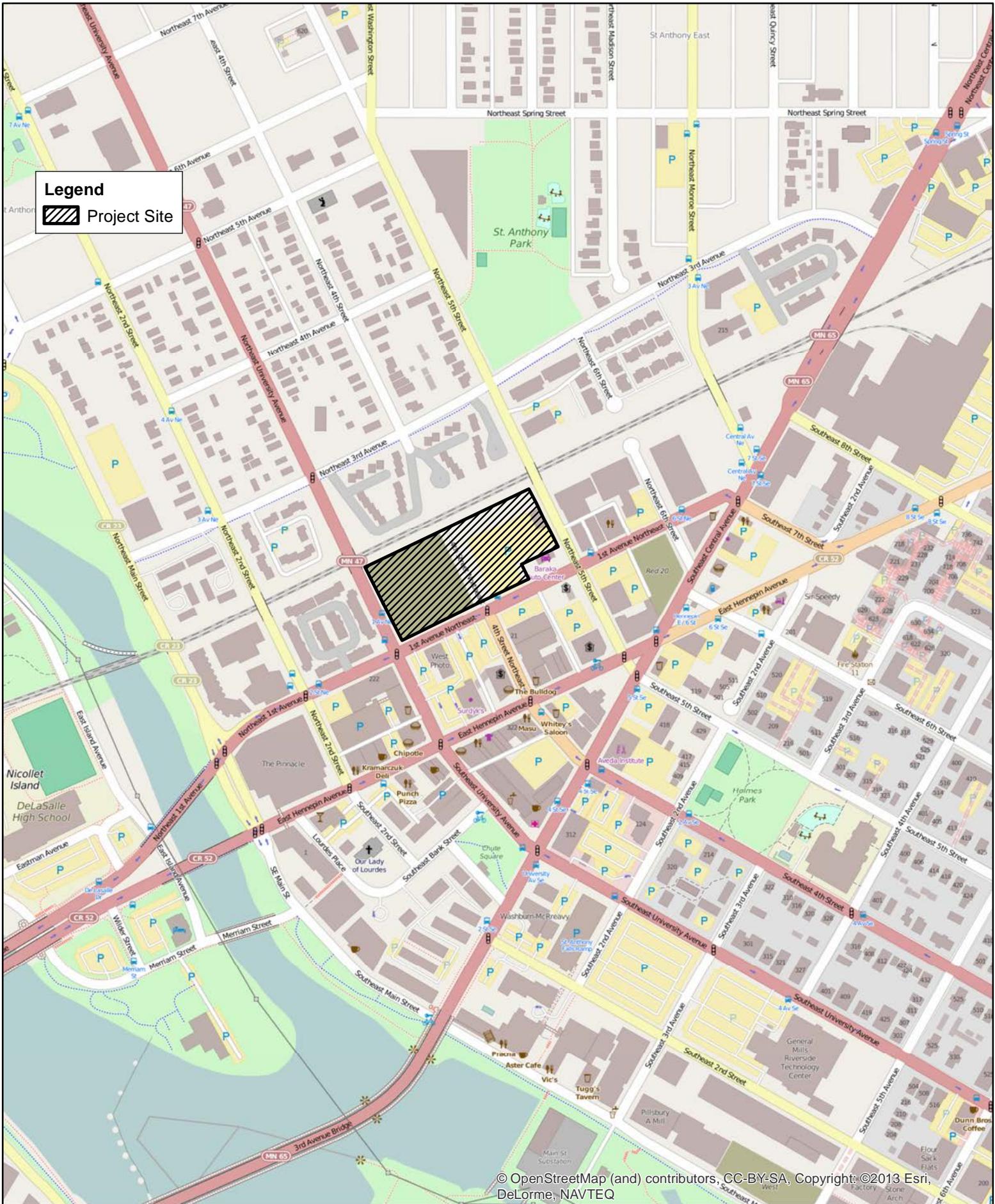


Figure 3. Project Vicinity

Superior Plating Redevelopment
Environmental Assessment Worksheet





Figure 4. Project Site

Superior Plating Redevelopment
Environmental Assessment Worksheet

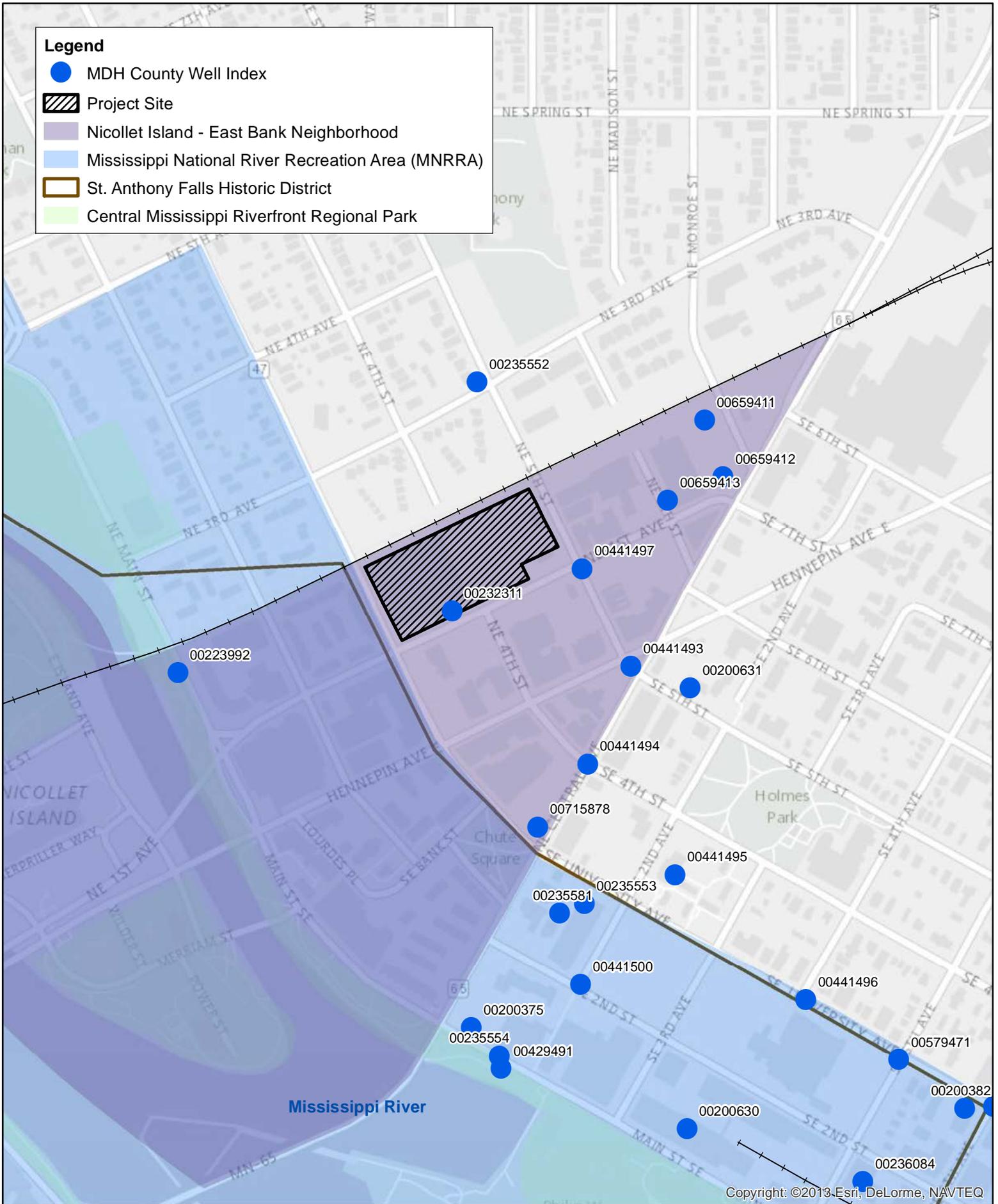


Figure 5. Environmental Resources

Superior Plating Redevelopment
Environmental Assessment Worksheet



APPENDIX A

PEDESTRIAN PERSPECTIVES



SECONDARY LOBBY ON UNIVERSITY



CORNER @ UNIVERSITY AND 1ST



RETAIL ARCADE



LOOKING WEST ALONG 1ST

PEDESTRIAN PERSPECTIVES



RESTAURANT @ 1ST AND 4TH



RESTAURANT - SERVICE DRIVE EXIT - LOBBY

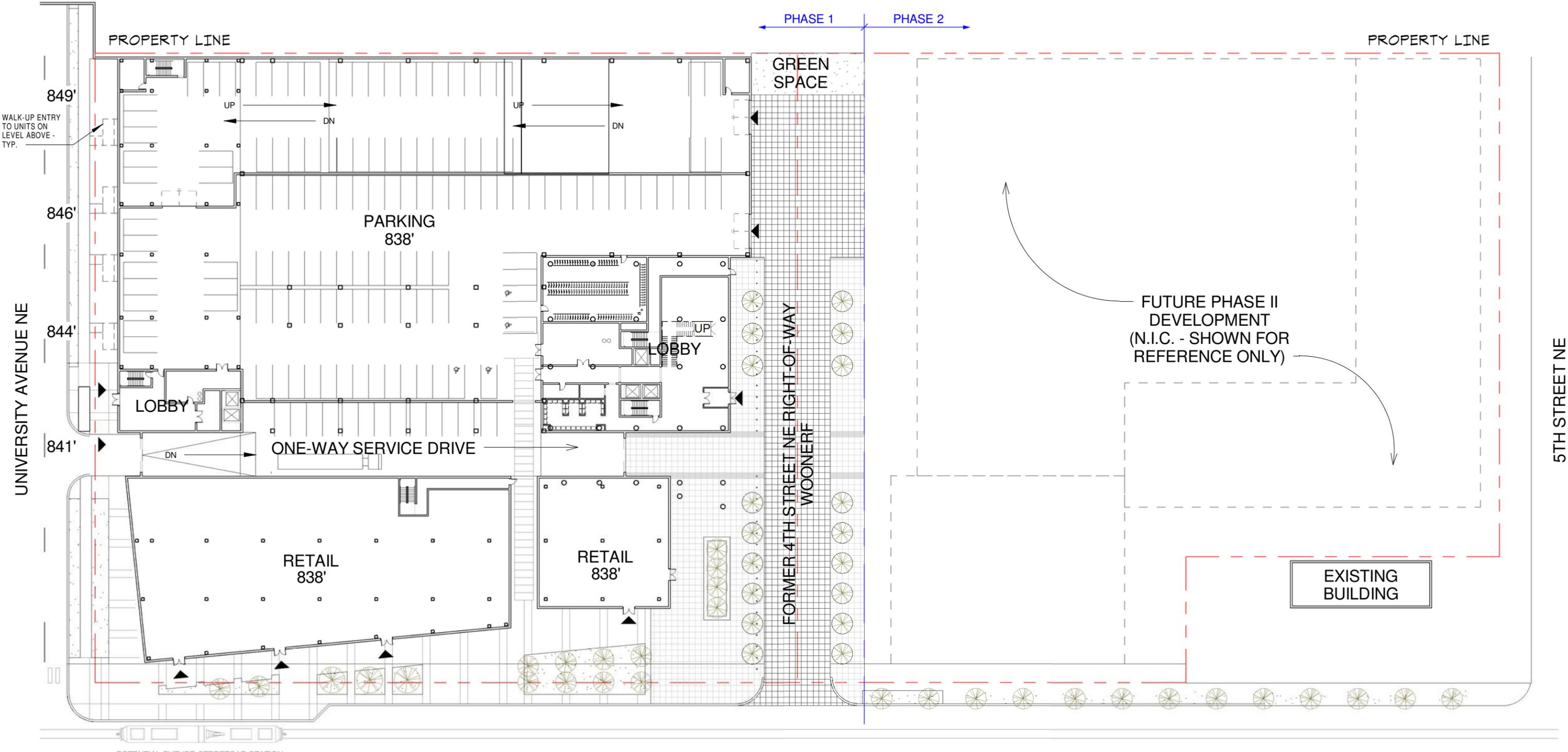


VIEW OF 1ST AVE FACADE



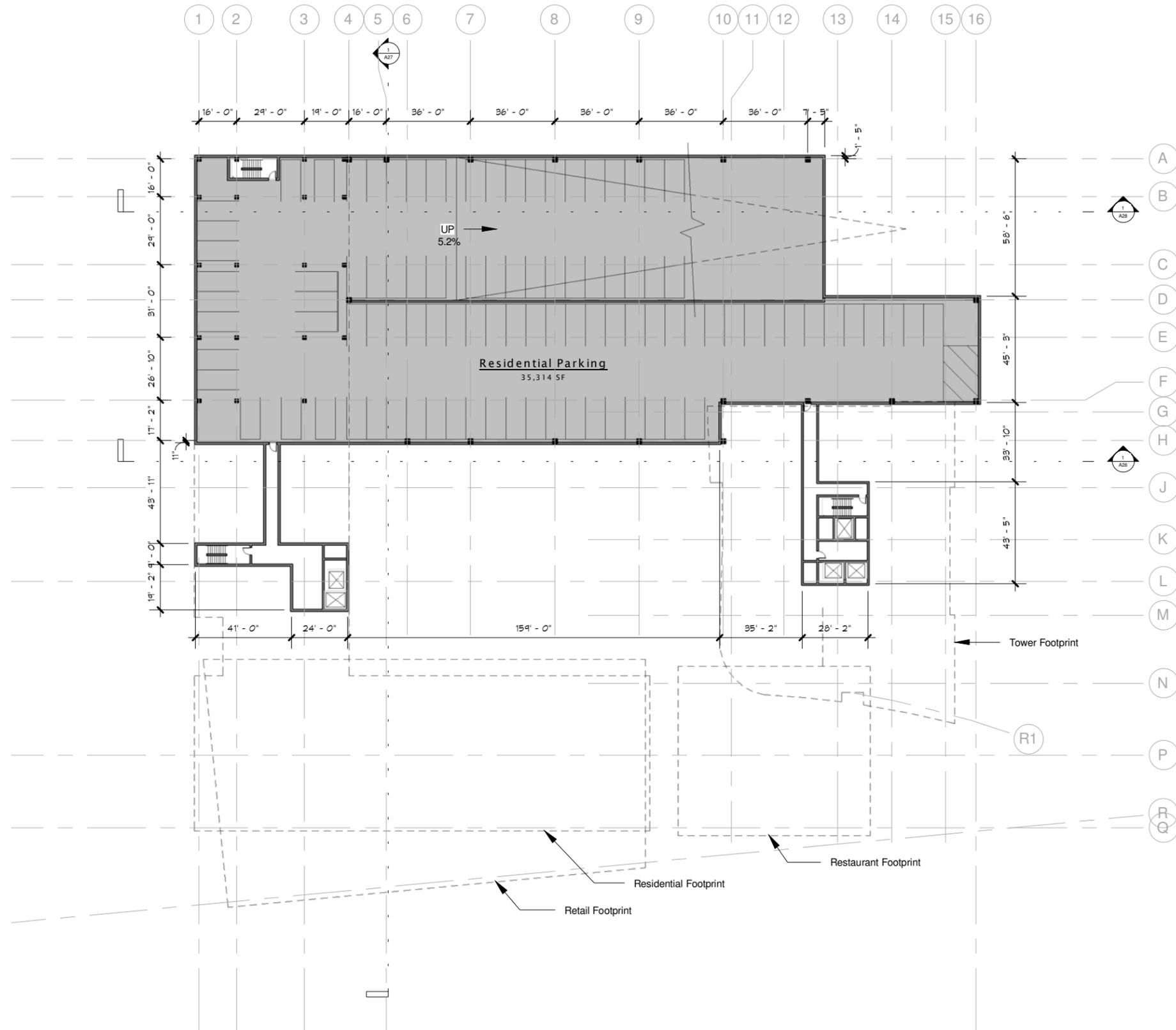
PRIMARY RESIDENTIAL LOBBY

EXISTING BNSF RAILROAD



Scale: 1" = 50'-0"

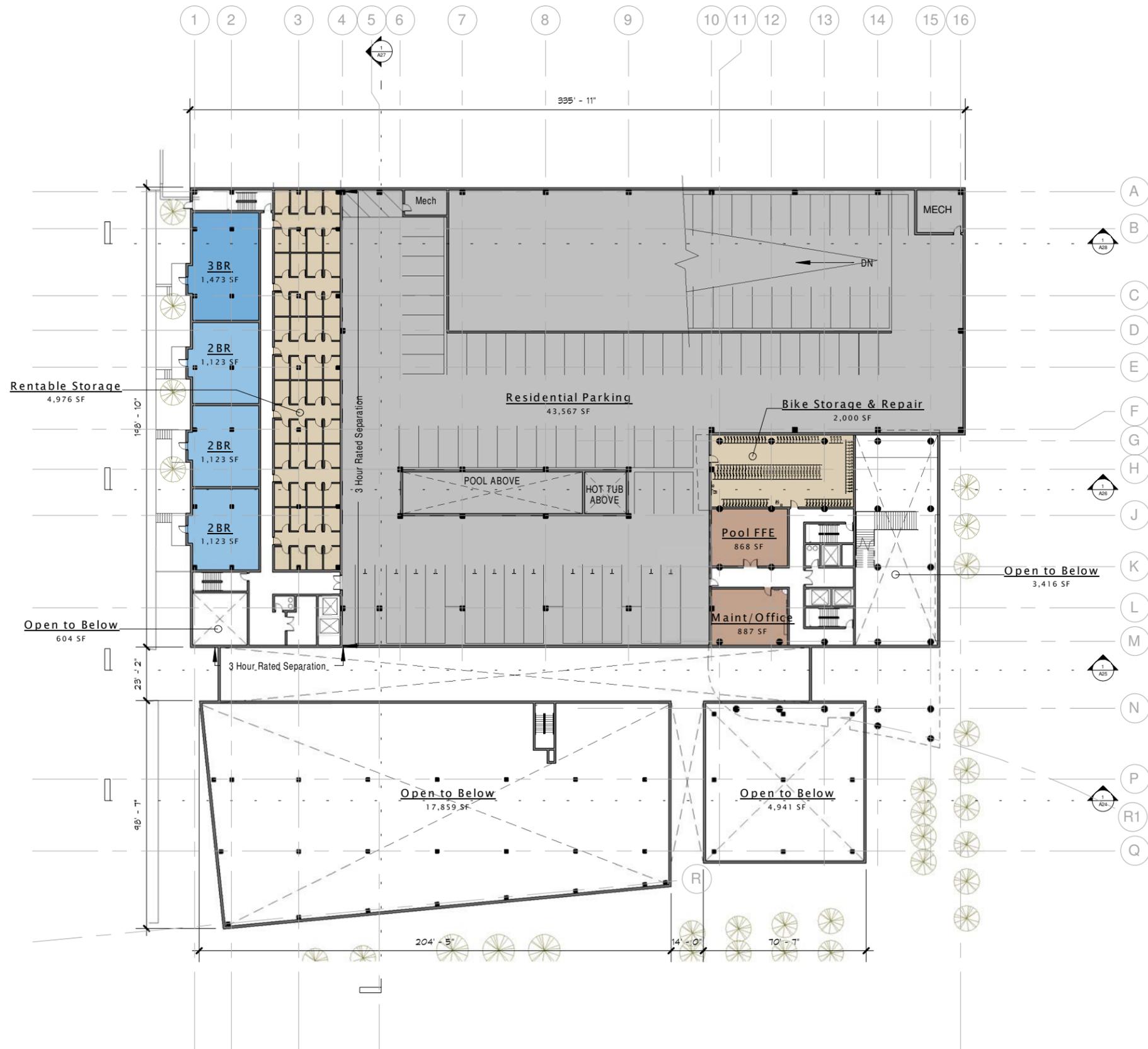




Scale: 1" = 50'-0" 



Scale: 1" = 50'-0" 



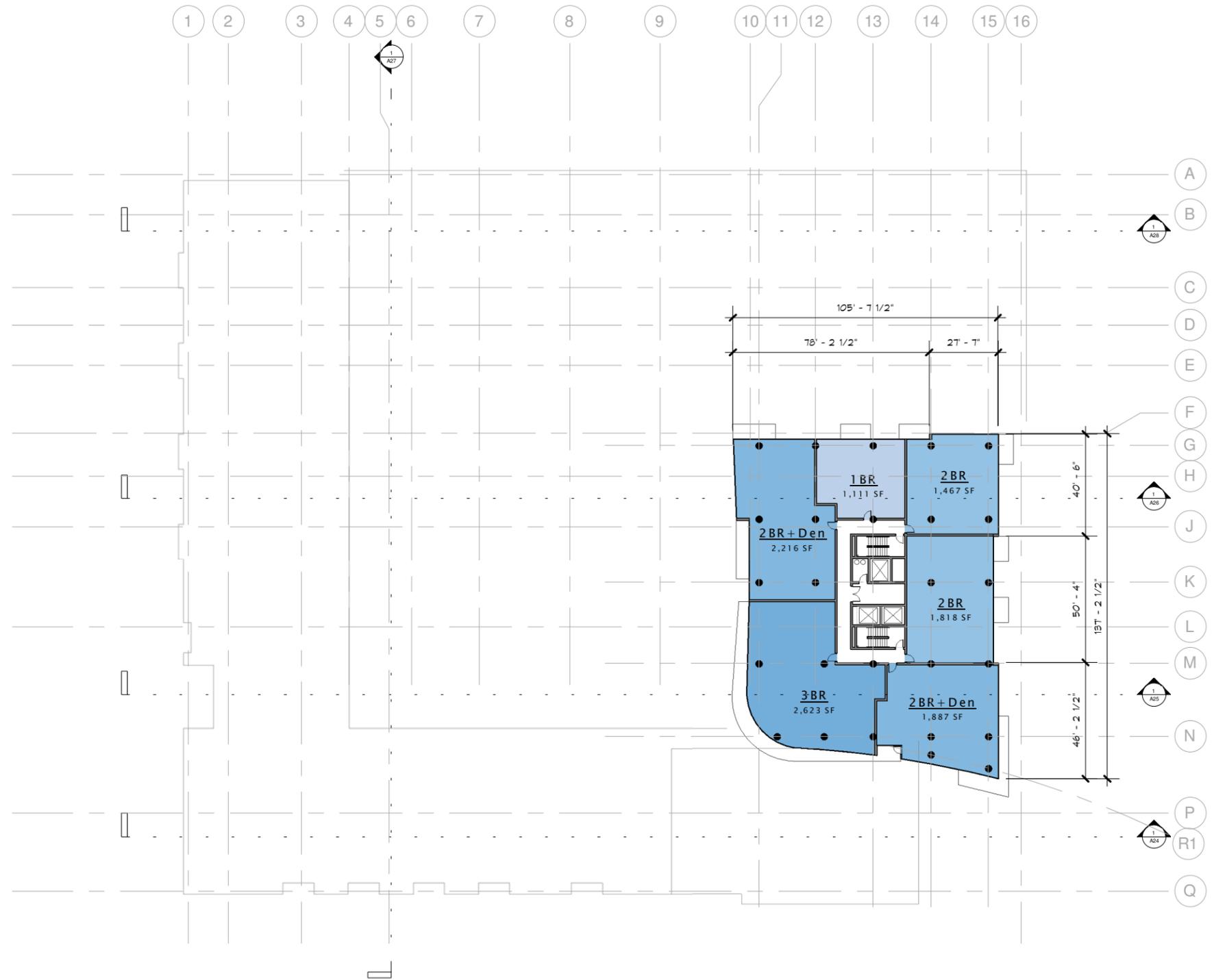
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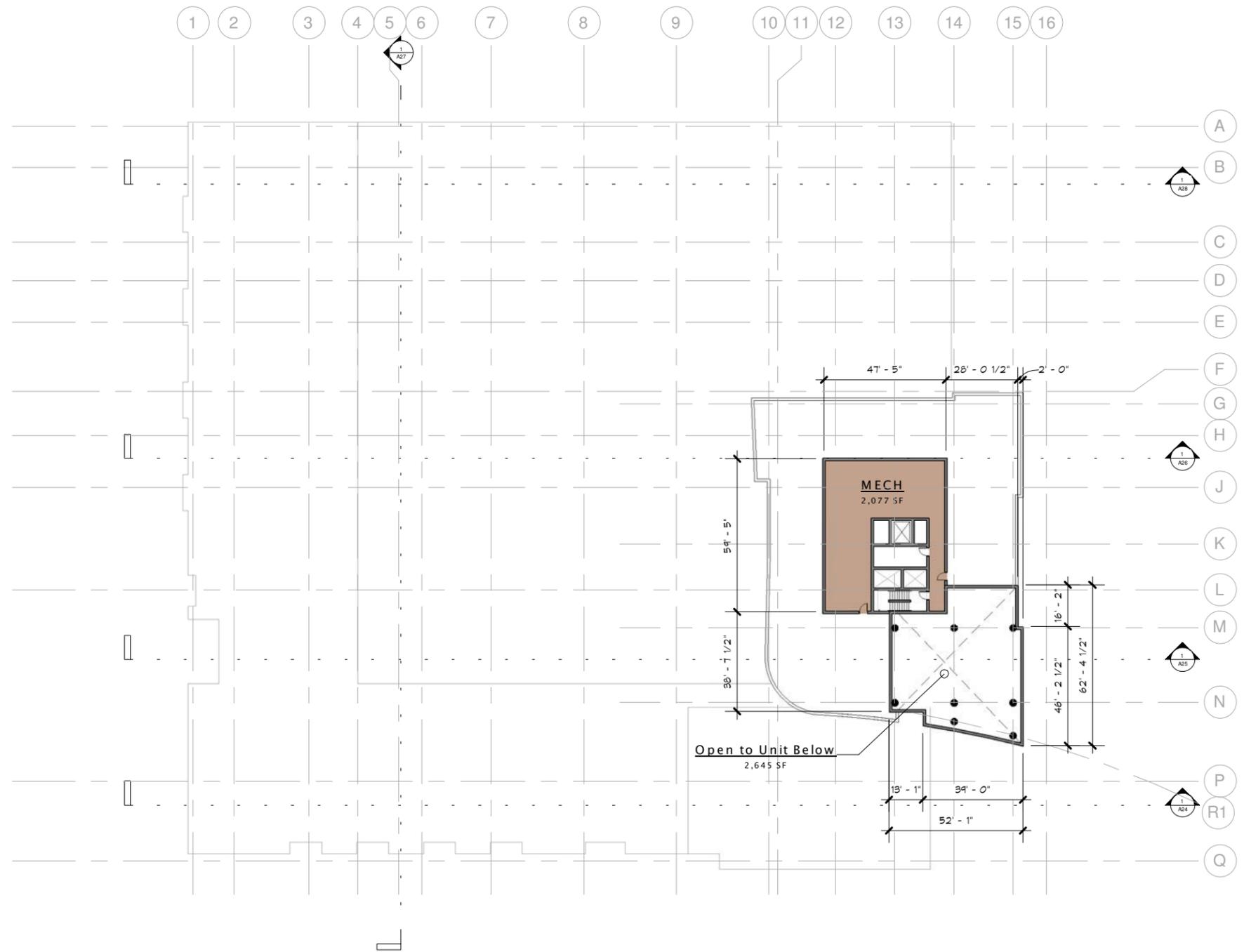
Scale: 1" = 50'-0" 



Scale: 1" = 50'-0" 



Scale: 1" = 50'-0" 



Scale: 1" = 50'-0" 

APPENDIX B

Map 1.1b: Existing Land Use

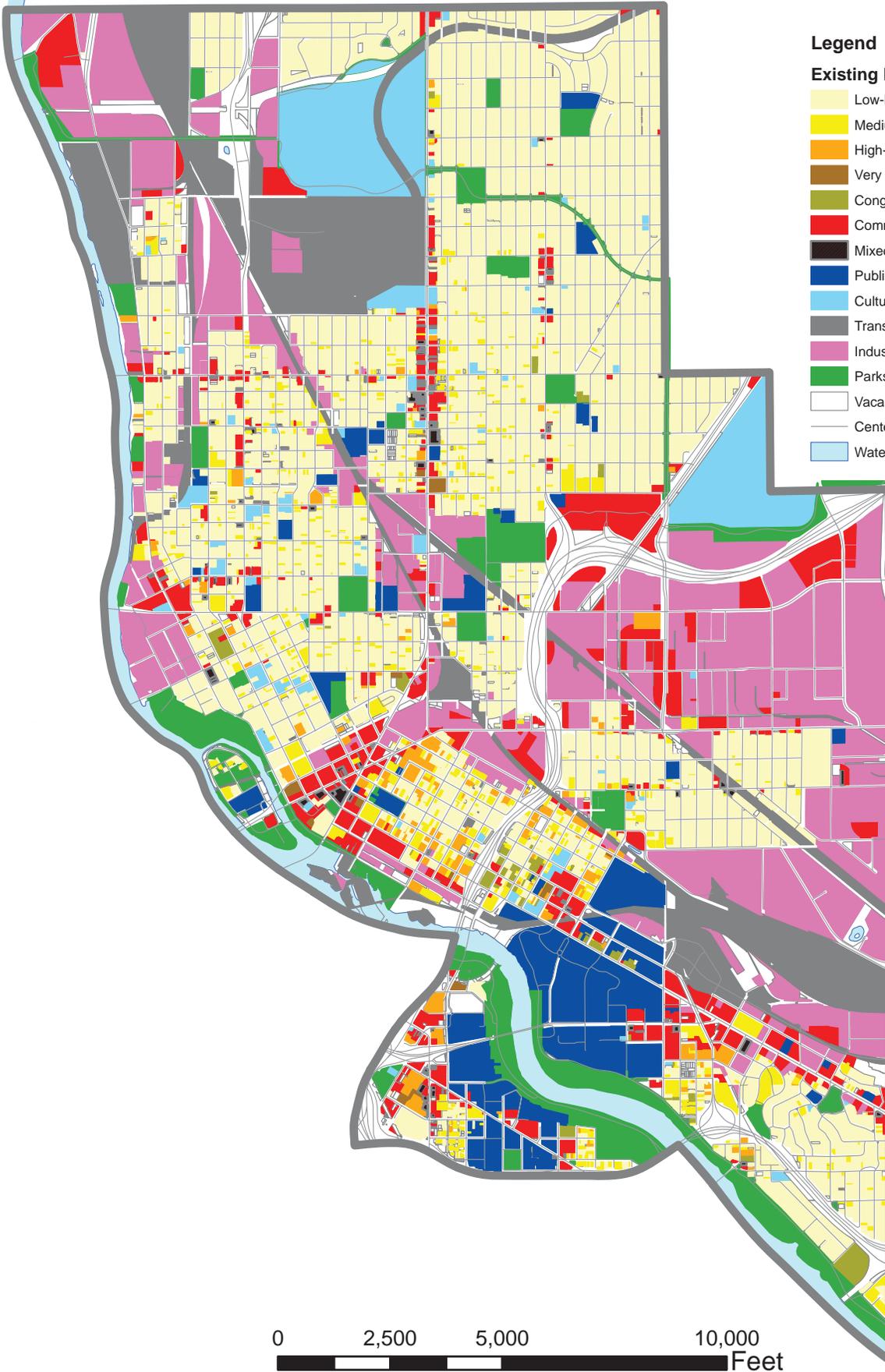
East Sector



Legend

Existing Land Use

- Low-Density Housing (up to 20 DU/acre)
- Medium-Density Housing (20-50 DU/acre)
- High-Density Housing (50-120 DU/acre)
- Very High-Density Housing (>120 DU/acre)
- Congregate Living
- Commercial
- Mixed Use
- Public/Institutional
- Cultural/Entertainment
- Transportation/Communication/Utilities
- Industrial
- Parks/Open Space
- Vacant
- Centerline
- Water



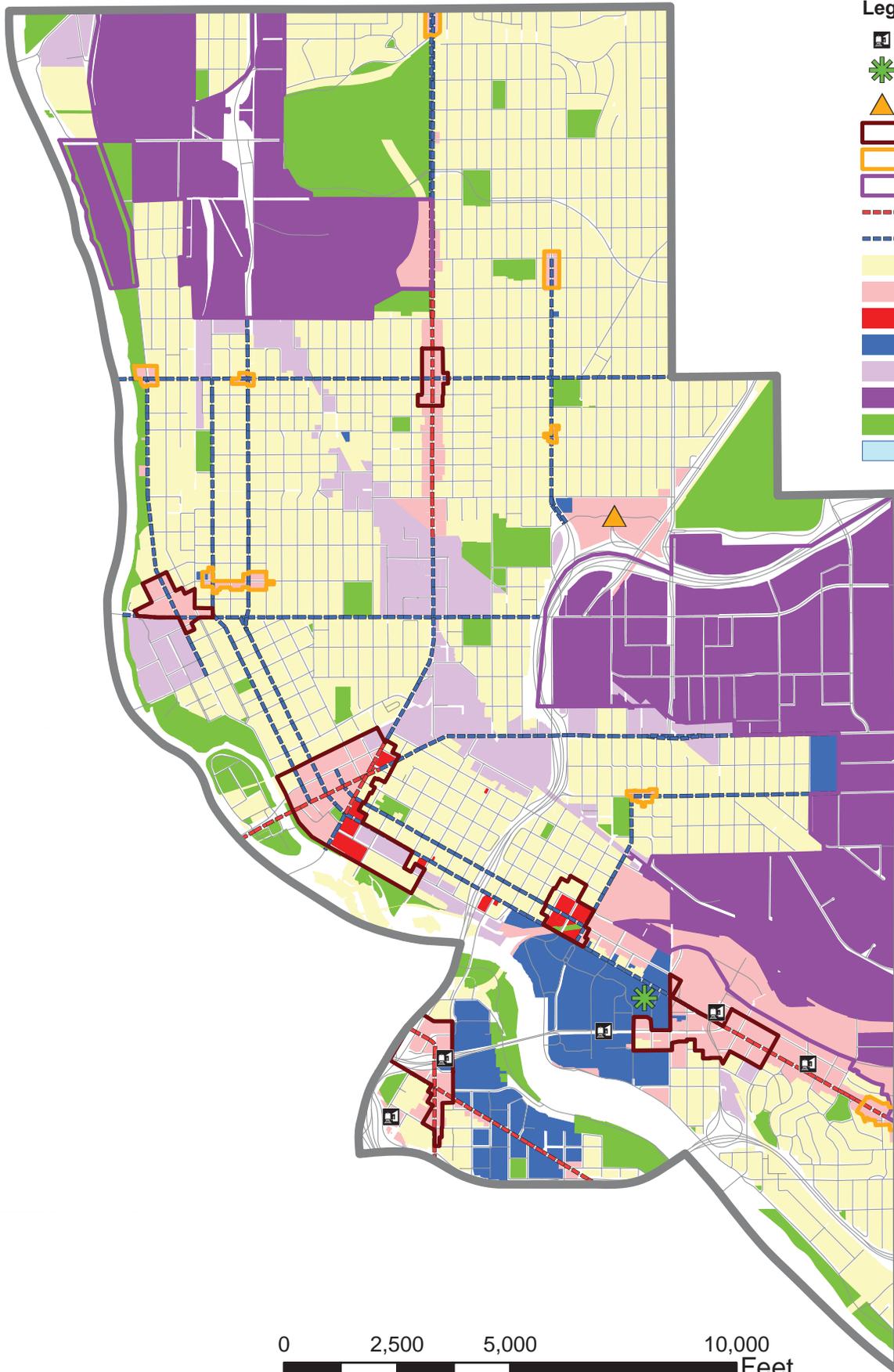
Source:
City of
Minneapolis

Created by:
Minneapolis Community
Planning and Economic
Development Department
Planning Division
Adopted by City Council
October 2, 2009



Map 1.2b: Future Land Use

East Sector



- Legend**
- Transit Station
 - Growth Center
 - Major Retail Center
 - Activity Center
 - Neighborhood Commercial Node
 - Industrial Employment District
 - Commercial Corridor
 - Community Corridor
 - Urban Neighborhood
 - Mixed Use
 - Commercial
 - Public and Institutional
 - Transitional Industrial
 - Industrial
 - Parks and Open Space
 - Water

Urban neighborhood contains a range of residential densities, with a limited amount of other uses appropriate in a residential setting.

For more details on categories, see narrative in land use chapter.

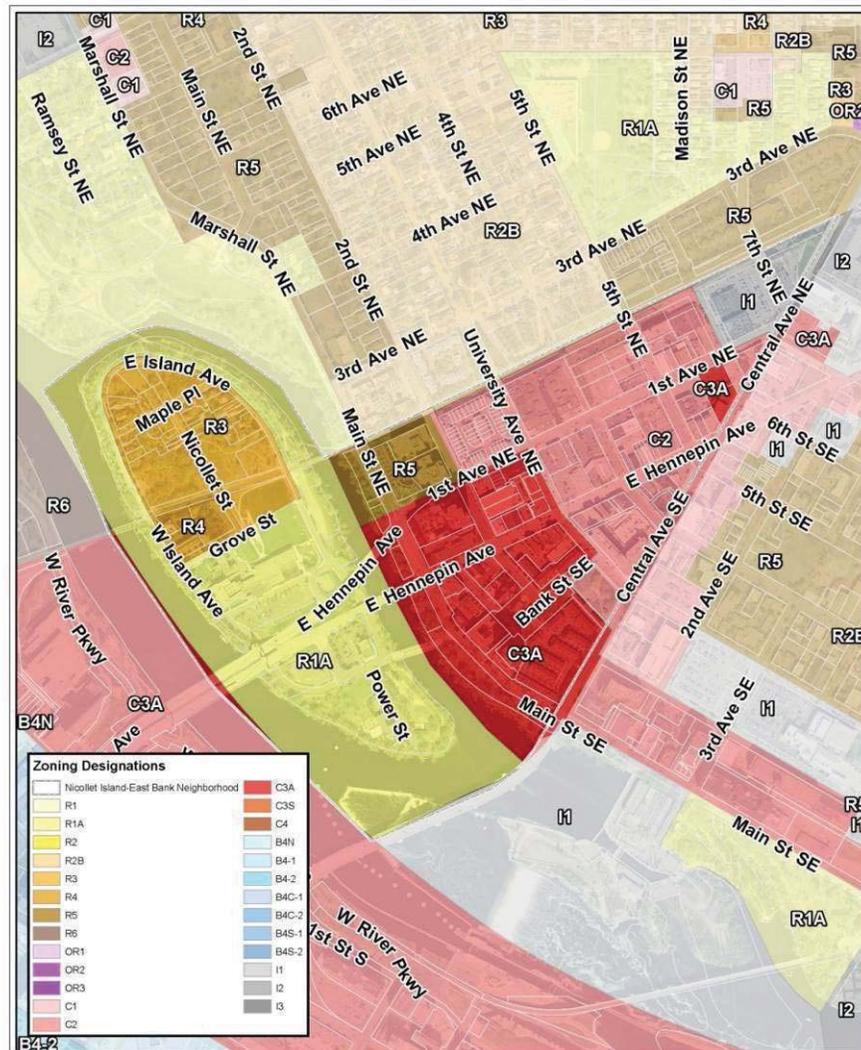


Source:
City of
Minneapolis

Created by:
Minneapolis Community
Planning and Economic
Development Department
Planning Division
Adopted by City Council
October 2, 2009
Amended August 16, 2011



**Figure 2-3
Current Zoning (2014)**



Three specialized overlay districts – the St. Anthony Falls Historic District (Figure 2-4A), the Mississippi River Critical Area Shore Land Overlay (Figure 2-4B), and Pedestrian Oriented Overlay District (Figure 2-5) – apply to parts of the neighborhood. In addition, Nicollet Island and the more-westerly lands in the East Bank lie within the Mississippi National River and Recreation Area (Figure 2-4C); National Park Service regulations pertain to those lands within the area that are owned by the National Park Service/Department of Interior.



**Figure 2-2
Future Land Use Plan, Proposed**

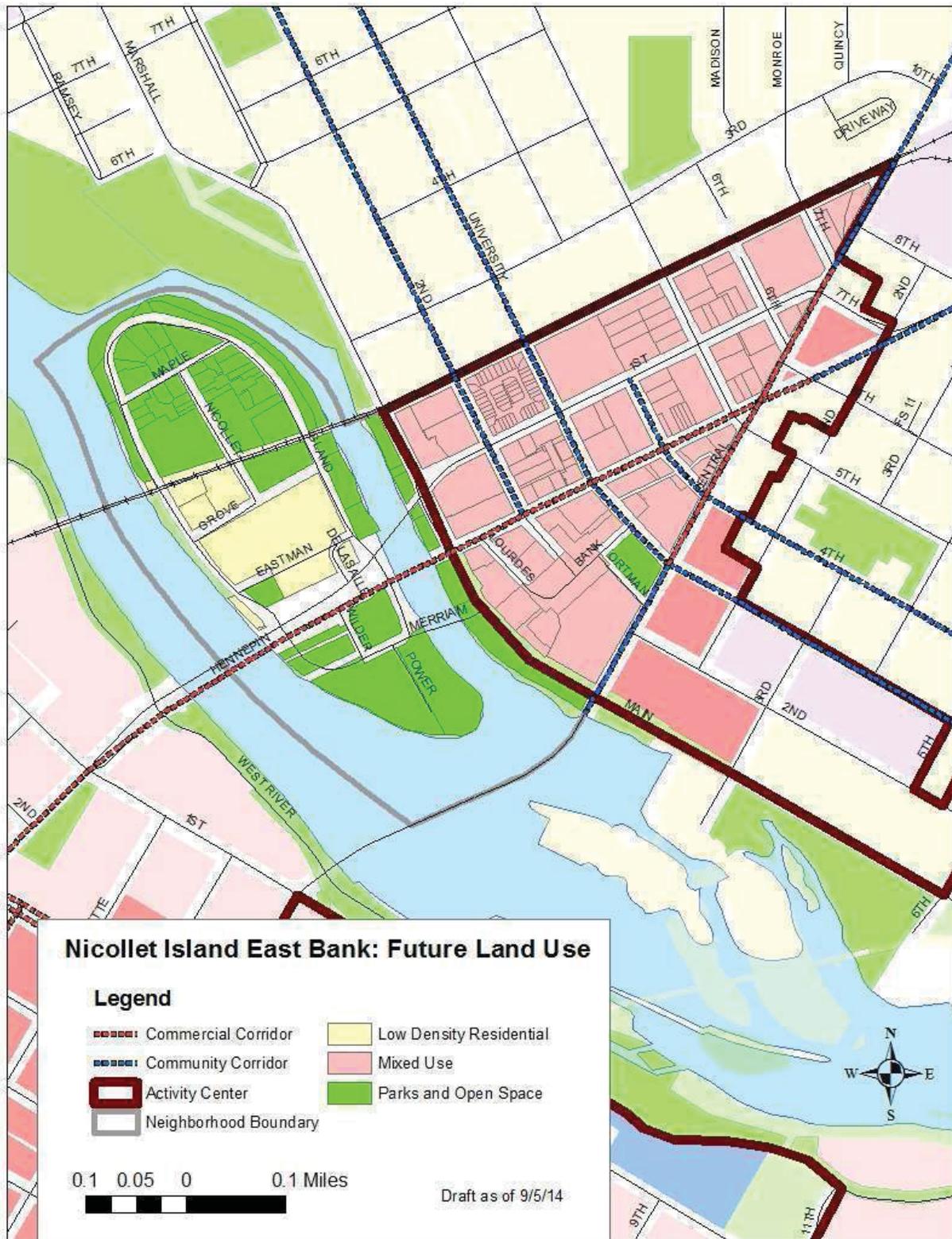


Figure 2-5
Existing and Proposed Pedestrian Overlay District



APPENDIX C

STATE OF MINNESOTA
MINNESOTA POLLUTION CONTROL AGENCY

In the Matter of Response Actions)	
Under the Minnesota Environmental)	
Response and Liability Act, Minn. Stat.)	AMENDMENT TO
Ch. 115B, at the Former Superior Plating)	AMENDED AND RESTATED
Property in the City of Minneapolis,)	VOLUNTARY RESPONSE
Hennepin County, Minnesota)	ACTION AGREEMENT

I. RECITALS

A. This Amendment (“Amendment”) is entered into pursuant to the authority vested in the Minnesota Pollution Control Agency (“MPCA”) and the Commissioner of the MPCA (“Commissioner”) by the Land Recycling Act of 1992, as amended (“LRA”), and by the Minnesota Environmental Response and Liability Act (“MERLA”), Minn. Stat. §§ 115B.01 to 115B.24, and amends the Amended and Restated Voluntary Response Action Agreement, dated November 27, 2013, by and between First and University Investor LLC (“FUI”) and the MPCA (“VRAA”). The VRAA as amended by this Amendment is referred to herein as the “Agreement.”

B. This Amendment relates to the former Superior Plating property at 315 1st Avenue Northeast, Minneapolis, Minnesota, which is legally described in Revised Exhibit A to this Amendment (the “Property”).

C. MPCA required that FUI complete certain additional work pertaining to stormwater management at the Property as described in the Stormwater Management Plan, Exhibit D attached hereto, (the “Stormwater Work”). FUI has proposed to remove the Leachate Collection System (“LCS”) berm and make other modifications to the LCS as described in the LCS Transition and LCS Berm Removal Plan, Exhibit E attached hereto, (the “LCS Modifications”).

D. FUI has agreed to complete the Stormwater Work as part of the remedial action to obtain a Certificate of Completion for the First Phase (as defined in Section XXIII.C of the VRAA, as amended herein) in accordance with Section XXIII.A and this Amendment, and has agreed to perform the LCS Modifications to assist the MPCA to assume responsibility for the cost and operation of the LCS that is described in Exhibit E hereto, both in accordance with the terms and conditions of this Amendment.

NOW, THEREFORE, in consideration of the mutual obligations undertaken by the parties herein, the parties agree as follows:

II. SCOPE OF AMENDMENT

A. Actions to be Performed by FUI. Section VI.A of the VRAA is hereby deleted in its entirety and replaced by the following:

A. FUI agrees to perform the following actions pursuant to this Agreement:

1. FUI shall implement and complete the Approved VRAP.
2. FUI shall implement the Stormwater Work in accordance with the Stormwater Management Plan (Exhibit D). FUI shall keep MPCA informed of its efforts and its progress in completing such work.
3. FUI shall implement the LCS Modifications in accordance with the LCS Transition and LCS Berm Removal Plan (Exhibit E). FUI shall keep MPCA informed of its efforts and its progress in completing such work.
4. After completing installation of the polyethylene cover described in the Stormwater Management Plan, FUI shall certify in writing to the MPCA that such work has been completed in accordance with the Stormwater Management Plan. Within 5 business days after FUI's certification, MPCA shall

inspect the polyethylene cover and inform FUI of any deficiencies with the installation. FUI shall take steps, consistent with the intent of the Stormwater Management Plan (Exhibit D), to correct any deficiencies found.

5. After completing the LCS Modifications, FUI shall submit to the MPCA for review and approval a report stating that such work has been completed in accordance with the LCS Transition and LCS Berm Removal Plan (Exhibit E) and describing in reasonable detail the manner in which the work was completed.

6. FUI shall reimburse the MPCA's costs as provided in Section XXI of this Agreement; provided, however, FUI will not be responsible for MPCA's costs to delist the Site, to obtain access to BNSF property to operate or install the LCS, or to fulfill MPCA's other obligations under the LCS Transition and LCS Berm Removal Plan, as described in Section VI.B.1, 2 and 3 of this Agreement.

B. Actions to be Performed by MPCA. Section VI.B of the VRAA is hereby deleted in its entirety and replaced by the following:

B. The MPCA agrees to perform the following actions pursuant to this Agreement:

1. The MPCA shall issue a Certificate of Completion and delist or partially delist the Site in accordance with Section XXIII of this Agreement, as amended by Section VI.B.6 below.

2. From and after the effective date of this Amendment, MPCA shall diligently pursue and use best efforts (including the use of all means available to the MPCA) to make all necessary arrangements, including obtaining access to the

adjoining property owned by BNSF Railway Company (“BNSF”), by agreement or by other available means within its authority, for MPCA to assume as soon as possible, in accordance with the LCS Transition and LCS Berm Removal Plan (including MPCA’s assumption of responsibility in phases and the related timeframes stated therein), ownership and operation of the LCS. The MPCA shall keep FUI informed of its efforts and its progress in making such arrangements.

3. In accordance with the LCS Transition timelines (Phase I and Phase II) in the LCS Transition and LCS Berm Removal Plan, MPCA shall assume all responsibility for the LCS, including ownership and operation and maintenance of the LCS, and storage, treatment and disposal of water collected by the LCS, and all costs associated therewith under MPCA’s authority in Minn. Stat. § 115B.17 to conduct response actions relating to the Superior Plating Superfund Site (Site).

4. Effective on the Transfer Date, as defined in the LCS Transition and LCS Berm Removal Plan, FUI hereby conveys and quitclaims to the MPCA all of FUI’s right, title and interest in and to the LCS, except for the generator and storage tanks that are leased and used by FUI in its operation of LCS, and MPCA hereby accepts all such right, title and interest on the Transfer Date. After the Transfer Date, FUI shall have no responsibility whatsoever for the LCS.

5. The MPCA acknowledges that FUI has submitted the Final RAP Implementation Report, dated October 2014, and MPCA agrees that such report is complete and will be approved upon receipt of evidence that the Environmental Covenant (as defined in Section XXIII.A of this Agreement) has been recorded in accordance with Section XXIII.A of this Agreement. Within five (5) business days

after receiving such evidence, the MPCA will execute and issue the RAP Implementation Report approval letter, an unsigned copy of which is attached hereto as Exhibit F.

6. Within five (5) business days after FUI has submitted certification to the MPCA that the polyethylene cover has been installed and any deficiencies have been corrected in accordance with Section VI.A.4 of this Agreement, MPCA will execute and issue the Certificate of Completion for the First Phase (as defined in Section XXIII.C), an unsigned copy of which is attached hereto as Exhibit G. Nothing shall be required of FUI in order to obtain the Certificate of Completion other than (i) the certification that the cover has been installed in accordance with the Stormwater Management Plan and Section VI.A.4 of this Agreement, and (ii) submittal of evidence that the Environmental Covenant in Revised Exhibit C attached hereto has been recorded in accordance with Section XXIII.A of this Agreement.

C. Groundwater Remediation. Section VI.C.1 is hereby deleted in its entirety and replaced by the following:

1. FUI shall not be required to operate or pay the expenses of operating the south groundwater remediation (pump and treat) system, and the groundwater monitoring system for more than five (5) years after the completion of the soil remediation on Block 16 of the Property as provided in the Approved VRAP. The soil remediation is complete when the MPCA signs the RAP Implementation Report Approval Letter (Exhibit F to this Agreement).

D. Assignment by FUI. FUI may assign all or any portion of its rights, and delegate all or any portion of its duties, under the VRAA (as amended herein) in accordance with Section II.C

of the VRAA, whereupon FUI shall be released from its obligations under the VRAA to the extent of such assignment and delegation.

E. Legal Description of the Property. Exhibit A to the VRAA, the legal description of the Property, is replaced by Revised Exhibit A, the revised legal description of the Property. All references in the Agreement to Exhibit A are changed to Revised Exhibit A.

F. Exhibits.

1. Exhibits D, E, F and G referenced in this Amendment are attached hereto and made a part hereof. Exhibit B is attached to the VRAA; there is no Exhibit B attached hereto.

2. Exhibit C (Form of Environmental Covenant) to the VRAA is replaced by Revised Exhibit C (Environmental Covenant and Easement), which is attached hereto and made a part hereof.

3. Exhibit A (legal description of the Property) to the VRAA is replaced by Revised Exhibit A (revised legal description of the Property), which is attached hereto and made a part hereof.

III. NO OTHER AMENDMENTS

Except as amended by this Amendment, the VRAA shall continue in full force and effect.

IV. FUTURE AMENDMENTS

Any amendments, in order to be effective, shall be in writing and executed by the parties hereto.

V. EFFECTIVE DATE; SIGNATURE IN COUNTERPART

This Amendment may be executed in counterparts, and the separate counterparts together shall constitute a single, integrated agreement. The effective date of this Amendment shall be the later of the dates that the Commissioner and FUI execute this Amendment.

[Remainder of this page intentionally left blank]

BY THEIR SIGNATURES BELOW, THE UNDERSIGNED REPRESENT THAT THEY HAVE AUTHORITY TO BIND THE PARTIES THEY REPRESENT, THEIR AGENTS, SUCCESSORS, AND ASSIGNS.

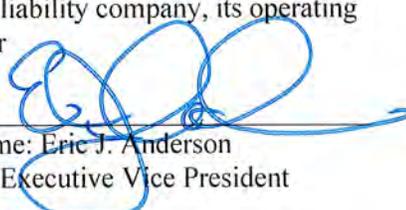
IT IS SO AGREED:

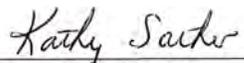
**FIRST AND UNIVERSITY INVESTOR
LLC**

**MINNESOTA POLLUTION CONTROL
AGENCY**

By: First and University Holdings LLC, a
Delaware limited liability company, its sole
member

By: CCGS Acquisition, LLC, a Delaware
limited liability company, its operating
member

By: 
Name: Eric J. Anderson
Its: Executive Vice President



Kathy Sather, Delegate of the Commissioner
Director
Remediation Division
Minnesota Pollution Control Agency

DATE: November 26, 2014

DATE: November 24, 2014

REVISED EXHIBIT A

Legal Description of the Property

Parcel 1:

All of Block 16, Saint Anthony Falls, together with all that part of Fourth Street Northeast vacated by Resolution 88R-312 adopted August 12, 1988, filed October 28, 1988, as Document No. 5470142.

Hennepin County, Minnesota

Parcel 2:

Lots 2, 3, 4, 5, 6, 7, 8, 9 and 10, Block 13, Saint Anthony Falls.

Hennepin County, Minnesota

REVISED EXHIBIT C

Environmental Covenant

(See following 32 pages)

ENVIRONMENTAL COVENANT AND EASEMENT

This Environmental Covenant and Easement ("Environmental Covenant") is executed pursuant to the Uniform Environmental Covenants Act, Minn. Stat. ch. 114E (2012) ("UECA") in connection with an environmental response project approved by the Minnesota Pollution Control Agency ("MPCA").

1. Grantor and Property Description.

A. Owner and Legal Description of Property.

First and University Investor LLC, a Delaware limited liability company ("FUI") is the fee owner of certain real property located at 315 1st Avenue NE in Minneapolis, Hennepin County, Minnesota, shown on Exhibit 1 and legally described on Exhibit 2 (hereinafter the "Property").

B. Grantor.

FUI is the Grantor of this Environmental Covenant.

2. Grant of Covenant; Covenant Runs With The Land.

Grantor does hereby Covenant and Declare that the Property shall be subject to the Activity and Use Limitations and associated terms and conditions set forth in this Environmental Covenant including the Easement in Paragraph 9, and that these Activity and Use Limitations and associated terms and conditions constitute covenants which run with the Property and which shall be binding on Grantor, its heirs, successors and assigns, and on all present and future Owners of the Property and all persons who now or hereafter hold any right, title or interest in the Property. Subject to Paragraph 14.D, an Owner is bound by this Environmental Covenant during the time when the Owner holds fee title to the Property. Any other person that holds any right, title or interest in or to the Property is bound by this Environmental Covenant during the time the person holds the right, title or interest. Subject to Paragraph 14.D, an Owner ceases to be bound by this Environmental Covenant when the Owner conveys fee title to another person, and any other person that holds any right, title or interest in or to the Property ceases to be bound when the person conveys the right, title or interest to another person.

3. Environmental Agency; Grantee and Holder of Environmental Covenant; Acceptance of Interest in Real Property.

A. Environmental Agency.

The MPCA is the environmental agency with authority to approve this Environmental Covenant under UECA.

B. Grantee and Holder; Acceptance of Interest in Property.

The MPCA is the Grantee and Holder of the interest in real property conveyed by this Environmental Covenant. MPCA has authority to acquire an interest in real property, including an Environmental Covenant, for response action purposes under Minn. Stat. § 115B.17, subd. 15. MPCA's signature on this Environmental Covenant constitutes approval of this Environmental Covenant under UECA and acceptance of the interest in real property granted herein for purposes of Minn. Stat. § 115B.17, subd. 15.

4. Environmental Response Project.

The Property is the location of releases or threatened releases of hazardous substances, or pollutants or contaminants that are addressed by an environmental response project under the MPCA Voluntary Investigation and Cleanup ("VIC") Program, as described in the RAP (defined below). Pursuant to Minn. Stat. § 115B.175, subd. 2, the MPCA is requiring that FUI enter into an agreement meeting the requirements of Minn. Stat. Chapter 114E (the UECA) for environmental response projects. MPCA has determined that an Environmental Covenant is needed for the Property because of the presence and potential exposure to residual contamination, the presence of ground water contamination, and the presence of monitoring wells on the Property.

5. Statement of Facts.

A. Facts about the Release and Response Actions.

i. Nature and Scope of the Releases. The former Superior Plating building, which was constructed in the 1890s, was originally used as a streetcar barn and repair facility. Superior Plating Company began using the building in 1956 for metal plating operations and operated as a metal painting, finishing, and electroplating facility on the Property from the mid-1950s until 2012. The operations included metal degreasing using chlorinated solvents, painting, and cadmium, chromium, nickel, and zinc plating lines.

Historical releases to the soil and groundwater had been identified beneath the building through investigations dating back to 1983. These investigations identified volatile organic compounds (VOCs) including trichloroethylene (TCE), plating metals including chromium, cadmium, and nickel, and cyanide in the site soils and groundwater beneath the Property. Off-site investigations also identified impacts to the groundwater from metals and VOCs.

According to previous reports and interviews with plant personnel, chemicals from Superior Plating's metal plating process had been allowed to flow from the plating tanks onto and through the wooden plank flooring within the building to be collected by sub-floor concrete trenches. It is believed that these plating

wastes impacted the soil beneath the building through cracks and other perforations in the concrete subfloor.

The Superior Plating site was included on the Minnesota Permanent List of Priorities in 1985. Additional information regarding historical investigations and response actions at the site are contained in the Minnesota Decision Document and Amended Minnesota Decision Document for the site, and other records on file with the MPCA. Additional investigation and remediation of the Property have been undertaken by FUI under the MPCA's Voluntary Investigation and Cleanup (VIC) Program in preparation for redevelopment of the Property.

ii. Response Actions Taken to Address the Releases. A Response Action Plan prepared by Wenck Associates, Inc., File #2753-01-05, dated April 2012, was approved by MPCA in a letter dated May 9, 2012. The approved plan was subsequently amended by letter from CRA, dated November 7, 2013, and approved by MPCA in a letter dated November 20, 2013 (such plan, as amended and approved, hereinafter the "RAP").

The RAP activities included the demolition of the former Superior Plating building and removal of on-site soils that were determined to be above the RAP cleanup criteria from beneath the building and above the bedrock. The RAP defined the soil cleanup criteria as the Soil Reference Values (SRVs) for residential use, as defined by MPCA. The planned soil excavation areas were defined within the RAP based upon the results of previous investigations completed at the Property. Soils determined to exceed their respective Resource Conservation and Recovery Act (RCRA) metals criteria, making the soil a characteristically hazardous waste, were to be treated to render the material as a non-hazardous waste and removed from the Property for off-site disposal. The RAP also included the provision for site security (fencing) following the building demolition and soil removal.

The excavation, treatment, and off-site disposal of soils exceeding the RAP cleanup criteria on Parcel 1 of the Property as defined on Exhibit 2 attached hereto ("Parcel 1") were completed in June 2014. The Property was secured with fencing in June 2014.

After excavation of soil, it was determined that residual plating waste on the surface of the bedrock and within the bedrock and the West Wall Soils (as defined below) was a source for contamination of stormwater ponding at the Property. To minimize infiltration of contaminated stormwater, the MPCA requested that FUI remove and dispose of the water. In addition, the bedrock surface and the north wall were power washed and brushed to remove some of the contamination from the bedrock and a heavily contaminated bedrock outcrop was removed. A stormwater management plan (Exhibit 5) was developed to place a cover over the Stormwater Management Area (as defined below) and the West Wall Soils to prevent infiltration of stormwater to contaminated bedrock and groundwater and to collect and manage stormwater from the Stormwater Management Area until buildings, pavement or similarly impervious surfaces are constructed over the Stormwater Management Area (as defined below).

iii. Residual Contamination. Based upon the excavation areas defined in the RAP and the confirmatory sampling results, it is believed that no residual soil contamination exceeding residential SRVs exists on Parcel 1, except under a portion of the west wall of the former Superior Plating building where (unlike the remainder of the wall) the wall does not extend to bedrock, including the adjacent soils in the one-foot wide strip between such west wall and the west property line. This portion of the wall and adjacent soils is approximately 80 feet wide (long), approximately 3 to 5 feet high and approximately 3 to 4 feet thick, and is depicted on Exhibit 1, attached hereto, as the "West Wall Soils". At this time, "urban fill" exceeding the RAP cleanup criteria remains on Parcel 2 of the Property as described on Exhibit 2, attached hereto, ("Parcel 2"). The groundwater beneath and beyond the Property is contaminated with volatile organic compounds and metals. The bedrock in the Stormwater Management Area and the West Wall Soils are contaminated with plating wastes, most predominantly chromium.

iv. Ongoing Operation, Maintenance, or Monitoring of Response Actions. At this time, a groundwater pump and treat system (MW-7 system) is located off-site, approximately one-block south of the Property. The system is operated continuously, extracting impacted groundwater, pre-treating the extracted water through ultraviolet (UV) and hydrogen peroxide prior to discharge to the sanitary sewer system under a permit from Metropolitan Council Environmental Services. Operation of the MW-7 groundwater treatment system is governed by a Voluntary Response Action Agreement, as amended, (VRAA) between FUI and the MPCA.

Groundwater monitoring is conducted three times per year by sampling groundwater monitoring wells located on and near the Property. Three of the wells (MW-1, MW-3, MW-4) are located within the Property boundary, while MW-2 is located just north of the Property within the railroad right-of-way. The locations of the monitoring wells are shown on Exhibit 1. The groundwater monitoring program is also governed by the VRAA. The groundwater monitoring wells are inspected each sampling round and repairs conducted as needed.

A second remediation system is a Leachate Collection System (LCS) located off-site on property adjacent to the Property. The location of the LCS is shown on Exhibit 6. The LCS is a shallow groundwater collection system consisting of buried lateral groundwater collection lines that gravity float toward a central manhole sump. The collected water is currently pumped from the sump by a diesel powered generator located on the Property through aboveground lines from the sump to tanks currently located on the Property. The water in the tanks is currently treated and discharged to the sanitary sewer after obtaining approval in each instance from Metropolitan Council Environmental Services (MCES). FUI has requested a Special Discharge Permit from MCES for the continued discharge of this water to the sanitary sewer. Operation of the LCS is governed by the VRAA between FUI and the MPCA.

B. Facts Constitute Affidavit under Minn. Stat. § 115B.16, subd. 2.

The facts stated in Paragraph 5.A. are stated under oath by the person signing this Environmental Covenant on behalf of the Grantor, to such person's actual knowledge and based solely on reports prepared by others and on file with the MPCA, and are intended to satisfy the requirement of an affidavit under Minn. Stat. § 115B.16, subd. 2. In the event of a material change in any facts stated in Paragraph 5.A. requiring the recording of an additional affidavit under Minn. Stat. § 115B.16, subd. 2, the additional affidavit may be made and recorded without amending this Environmental Covenant.

6. Definitions.

The terms used in this Environmental Covenant shall have the meanings given in UECA, and in the Minnesota Environmental Response and Liability Act (MERLA), Minn. Stat. § 115B.02. In addition, the definitions in this Paragraph 6 apply to the terms used in this Environmental Covenant.

A. "Commissioner" means the Commissioner of the Minnesota Pollution Control Agency, the Commissioner's successor, or other person delegated by the Commissioner to act on behalf of the Commissioner.

B. "MPCA" means the Minnesota Pollution Control Agency, an agency of the State of Minnesota, or its successor or assign under any governmental reorganization.

C. "Owner" means a person that holds fee title to the Property and is bound by this Environmental Covenant as provided in Paragraph 2. When the Property is subject to a contract for deed, both the contract for deed vendor and vendee are collectively considered the Owner.

D. "Political Subdivision" means the county, and the statutory or home rule charter city or township, in which the Property is located.

E. "Property" means the real property described in Paragraph 1 of this Environmental Covenant.

F. "Restricted Area" means (1) the portion of Parcel 1 of the Property depicted on Exhibit 1 hereto as the West Wall Soils; (2) all of Parcel 2 of the Property; and (3) the bedrock beneath the Stormwater Management Area in Parcel 1 of the Property depicted on Exhibit 1 hereto as the Stormwater Management Area. The "Restricted Area" is shown on Exhibit 1 attached hereto.

G. "Stormwater Management Area" means the portion of Parcel 1 of the Property depicted on Exhibit 1 hereto as the Stormwater Management Area.

H. "West Wall Soils" means the portion of Parcel 1 of the Property depicted on Exhibit 1 hereto as the West Wall Soils.

7. Activity and Use Limitations.

The following Activity and Use Limitations shall apply to the Property:

A. Use Limitations.

Parcel 2 shall be used only for restricted commercial or industrial purposes. Restricted commercial use is use of the property for commercial purposes where access or occupancy by non-employees is less frequent or is restricted.

B. Activity Limitations.

The following activities on the Property are prohibited except as provided in Paragraph 8:

- i. Except for purposes of conducting groundwater monitoring in accordance with the RAP, or otherwise as approved by the MPCA in writing, in advance, there shall be no extraction of ground water from beneath the Property for any purpose and no installation of any wells, borings, trenches or drains which could be used to extract such ground water.
- ii. There shall be no disturbance, removal or interference with the operation of any of the groundwater monitoring wells located on or beneath the Property without the advance, written approval of the MPCA. The approximate locations of these monitoring wells are depicted on Exhibit 1.

The following activities within the Restricted Area are prohibited except as provided in Paragraph 8:

- iii. Except in accordance with the requirements of the RAP, or otherwise with MPCA approval as provided in Paragraph 8, there shall be no disturbance or alteration of the soils within Parcel 2 of any nature whatsoever, specifically including, but not limited to, grading, excavation, boring, drilling or construction; provided, however, that nothing herein shall restrict sampling of soils and/or bedrock as part of an environmental and/or geotechnical investigation. Parcel 2 is legally described in Exhibit 2 and shown on Exhibit 1 hereto.
- iv. Except in accordance with the requirements of the RAP, or otherwise with MPCA approval as provided in Paragraph 8, there shall be no disturbance or alternation of the West Wall Soils of any nature whatsoever, specifically including, but not limited to, grading, excavation, boring, drilling or construction; provided, however, that nothing herein shall restrict sampling of the West Wall Soils and/or bedrock as part of an environmental and/or geotechnical investigation.
- v. There shall be no disturbance or alteration of the contaminated bedrock within the Stormwater Management Area without MPCA approval as provided in Paragraph 8; provided, however, that nothing herein shall restrict construction of improvements within the

Stormwater Management Area, subject to obtaining MPCA approval as provided in Paragraph 8, and provided further that nothing herein shall restrict sampling of soils and/or bedrock as part of an environmental and/or geotechnical investigation. The Stormwater Management Area is shown on Exhibit 1.

The use limitation in Paragraph 7.A. and the activity limitations in Paragraph 7.B.iii. shall be deemed released and of no force and effect when the soils within Parcel 2 have been remediated in accordance with the RAP, or otherwise to the written satisfaction of the MPCA. The activity limitations in Paragraph 7.B.iv. shall be deemed released and of no force and effect when the West Wall Soils have been remediated in accordance with the RAP, or otherwise to the written satisfaction of the MPCA. At such time or times, upon Owner's request, this Environmental Covenant shall be amended in writing, in recordable form, to reflect that such limitations have been released and are no longer in effect. In the event of any such request to amend this Environmental Covenant, Owner and the MPCA shall use best efforts to complete such amendment within 45 days after Owner submits its request. Such amendment notwithstanding, issuance by the MPCA of a Certificate of Completion for Parcel 2 shall be deemed conclusive evidence that soils within the Parcel 2 have been remediated and such limitations have been released and are no longer in effect.

C. Affirmative Obligations of Owner.

The Activity and Use Limitations imposed under this Environmental Covenant include the following affirmative covenants and obligations:

- i. Owner shall implement vapor mitigation during construction of any building on the Property in accordance with the vapor mitigation requirements in Exhibit 3, unless otherwise approved by the MPCA Commissioner in writing.
- ii. Owner shall investigate and remediate the West Wall Soils as part of the redevelopment of Parcel 1 of the Property in accordance with the RAP.
- iii. Owner shall continue to implement the Stormwater Management Plan (Exhibit 5 to this Environmental Covenant) on Parcel 1 of the Property until new buildings, pavement and/or similarly impervious surfaces are constructed on the Stormwater Management Area that act as a barrier to infiltration of stormwater to the contaminated bedrock in the Stormwater Management Area.
- iv. Owner shall continue to operate and maintain the Leachate Collection System (LCS) in accordance with the LCS Transition and LCS Berm Removal Plan (Exhibit 6 to this Environmental Covenant) (except to the extent that the disposal of water is transitioned to MPCA in accordance with Phase I of the LCS Transition section of such Plan) until MPCA takes over full operation of the LCS in accordance with Phase 2 of the LCS Transition section of the LCS Transition and LCS Berm Removal Plan.

v. As part of the redevelopment of the Property, Owner shall construct buildings, pavement and/or similarly impervious surfaces over the Stormwater Management Area, shown on Exhibit 1, where contamination remains on the surface of and within the bedrock, unless otherwise approved by the MPCA in advance, in writing.

8. Prior MPCA Approval Required For Activities Limited Under Environmental Covenant.

A. Approval Procedure.

Any activity subject to limitation under Paragraph 7.B. shall not occur without the prior written approval of the Commissioner. The Commissioner's approval may include conditions which the Commissioner deems reasonable and necessary to protect public health or welfare or the environment, including submission to and approval of a contingency plan for the activity. Within 60 days after receipt of a written request for approval to engage in any activities subject to a limitation under Paragraph 7.B., the MPCA shall respond, in writing, by approving such request, disapproving such request, or requiring that additional information be provided. A lack of response from the Commissioner shall not constitute approval by default or authorization to proceed with the proposed activity.

B. Emergency Procedures.

Owner shall follow the procedures set forth in this Paragraph 8.B. when an emergency requires immediate excavation affecting contaminated soil or other media in the Restricted Area to repair utility lines or other infrastructure on the Property, or to respond to other types of emergencies (e.g., fires, floods):

i. Notify the Minnesota Duty Officer, or successor officer, immediately of obtaining knowledge of such emergency conditions; the current phone numbers for the Duty Officer are 1-800-422-0798 (Greater Minnesota only); 651-649-5451 (Twin Cities Metro Area and outside Minnesota); fax (any location) 651-296-2300 and TDD 651-297-5353 or 800-627-3529.

ii. assure that the persons carrying out the excavation limit the disturbance of contaminated media to the minimum reasonably necessary to adequately respond to the emergency;

iii. assure that the persons carrying out the excavation prepare and implement a site-specific health and safety plan for excavation and undertake precautions to minimize exposure to workers, occupants and neighbors of the Property to contaminated media (e.g., provide appropriate types of protective clothing for workers conducting the excavation, and establish procedures for minimizing the dispersal of contaminated dust); and

iv. assure preparation and implementation of a plan to restore the Property to a level that protects public health and welfare and the environment. The plan must be submitted to and approved by the MPCA prior to implementation of the plan, and a follow-up report must be submitted to MPCA after implementation so that the MPCA can determine whether protection of the public health and welfare and the environment has been restored.

9. Easement; Right of Access to the Property.

i. Owner grants to the MPCA, the City of Minneapolis (“City”), and County of Hennepin (“County”) an easement to enter the Property from time to time, to inspect the Property and to evaluate compliance with the Activity and Use Limitations and Affirmative Obligations set forth in Paragraph 7. In addition, for the purpose of evaluating compliance, Owner grants to the MPCA the right to take samples of environmental media such as soil, ground water, surface water, and air, and to install, maintain and close borings, probes, wells or other structures necessary to carry out the sampling.

ii. Owner further grants to the MPCA an easement to enter the Property to operate, maintain and monitor response actions on the Property connected to the MPCA-approved response action project, to take further response actions deemed reasonable and necessary by the MPCA to protect public health and welfare and the environment from the Identified Release of hazardous substances or pollutants or contaminants, and to dismantle and close such response actions including closure of monitoring wells in accordance with State law and rules.

iii. Owner further grants to the MPCA an easement to enter the Property over then-existing driveways, parking areas and walkways for the purpose of access to the Leachate Collection System, which is located on adjacent property owned by BNSF Railway Company (“BNSF”).

iv. Owner further grants to the MPCA (and will grant to Xcel Energy in a separate easement document, time being of the essence) an easement to install and maintain temporary electricity, including power poles and/or lines, on a 20-foot wide strip of land located on Parcel 2 of the Property adjacent to and parallel with Vacated 4th Street Northeast or another location mutually acceptable to Owner and MPCA (the “Temporary Electrical Easement”), in order to bring electricity from 1st Avenue Northeast to the Leachate Collection System located on BNSF property. After installation of such electrical infrastructure, Owner may arrange with Xcel Energy, after consultation with the MPCA, to relocate such infrastructure and easement at Owner’s cost without interrupting power to the Leachate Collection System. This easement will continue until 30 days following Owner’s installation of and making available to the MPCA on Parcel 1 of the Property an alternative electricity connection point for the Leachate Collection System as part of the redevelopment of Parcel 1 of the Property. At such time, the MPCA and/or Xcel Energy shall remove all temporary poles, lines and related infrastructure from the Property at no cost to Owner.

v. Owner further grants to the MPCA an easement to lay a temporary, flexible hose across the Property within the Temporary Electrical Easement, or other location agreed to between Owner and the MPCA, in order to discharge treated water from the Leachate Collection System on adjacent property owned by BNSF to the sanitary sewer line at 1st Avenue Northeast and Vacated 4th Street Northeast. This easement will continue until 30 days following Owner’s installation of and making available to the MPCA on Parcel 1 of the Property an

alternative sanitary sewer connection point for the Leachate Collection System as part of the redevelopment of Parcel 1 of the Property. At such time, the MPCA shall remove all such temporary hose from the Property at no cost to Owner.

vi. The MPCA, the City and the County, and their employees, agents, contractors and subcontractors, may exercise the rights granted under this Paragraph 9 at reasonable times and with reasonable notice to the then-current owner, conditioned only upon showing identification or credentials by the persons seeking to exercise those rights, provided that (i) the exercise of such rights shall not interfere with or delay construction activities on the Property or otherwise impair the ability of Owner or future owners to construct and operate new buildings or other improvements on the entire Property when and to the extent permitted by applicable laws and Section 7 of this Environmental Covenant, (ii) such parties shall restore any damage to the Property (including the polyethylene cover installed pursuant to the stormwater management plan and other temporary or permanent improvements) caused by their activities, and (iii) such parties shall not cause or permit any lien on the Property in connection with their activities.

vii. Each party (Owner and the MPCA) shall be responsible for its own acts and the results thereof to the extent authorized by law and shall not be responsible for the acts of the other party and the results thereof. The State's liability shall be governed by the provisions of the Minnesota Tort Claims Act, Minn. Stat. §§ 3.732, et seq., and other applicable law. The MPCA will require that its contractors include Owner as an additional insured on the insurance policies carried by MPCA's contractors in connection with activities on the Property and will provide copies of certificates of insurance to Owner.

viii. Except as expressly and specifically provided in this Paragraph 9 with respect to installing infrastructure for supplying electricity to the LCS and laying flexible hose to discharge treated water from the LCS to the sanitary sewer, the rights granted herein do not include the right to relocate or construct on the Property any portion of the existing or future Leachate Collection System. Neither do such rights include, except as authorized by Owner or future owners in a separate writing, the right to use any portion of the Property in connection with operation and maintenance of the LCS (except for access as provided above), or the right of vehicular access from the Property to the BNSF property after Owner has constructed new buildings or other improvements on the Property. Prior to and during such construction activities, the MPCA and its employees, agents, contractors and subcontractors shall coordinate with Owner concerning vehicular access from the Property to the BNSF property.

10. Duration; Amendment or Termination of Environmental Covenant.

A. Duration of Environmental Covenant.

This environmental covenant is perpetual as provided in Minn. Stat. § 114E.40 (a).

B. Amendment or Termination by Consent.

i. This Environmental Covenant may be amended or terminated in writing by the Owner and the MPCA. An amendment is binding on the Owner but does not affect any other interest in the Property unless the person holding that interest has consented to the amendment or agreed to waive its right to consent.

ii. The Grantor of this Environmental Covenant agrees that, upon conveying fee title to the Property to any other person, the Grantor waives the right to consent to amendment or termination of this Environmental Covenant.

C. Termination, Reduction of Burden, or Modification by MPCA.

The MPCA may terminate, reduce the burden of, or modify this Environmental Covenant as provided in Minn. Stat. § 114E.40.

11. Disclosure in Property Conveyance Instruments.

Notice of this Environmental Covenant, and the Activity and Use Limitations and Compliance Reporting Requirements set forth in Paragraphs 7 and 18 of this Environmental Covenant, shall be incorporated in full or by reference into all instruments conveying an interest in and/or a right to use the Property (e.g., easements, mortgages, leases). The notice shall be substantially in the following form:

THE INTEREST CONVEYED HEREBY IS SUBJECT TO AN ENVIRONMENTAL COVENANT UNDER MINN. STAT. CH. 114E, DATED _____, RECORDED IN THE OFFICIAL PROPERTY RECORDS OF HENNEPIN COUNTY, MINNESOTA AS DOCUMENT NO. _____.

12. Recording and Notice of Environmental Covenant, Amendments and Termination.

A. The Original Environmental Covenant.

Within 30 days after the MPCA signs and delivers to Grantor this Environmental Covenant, the Grantor shall record this Environmental Covenant in the office of the County Recorder or Registrar of Titles of Hennepin County.

B. Termination, Amendment or Modification.

Within 30 days after MPCA signs and delivers to Owner any termination, amendment or modification of this Environmental Covenant, the Owner shall record the amendment, modification, or notice of termination of this Environmental Covenant in the office of the County Recorder or Registrar of Titles of Hennepin County.

C. Providing Notice of Covenant, Termination, Amendment or Modification.

Within 30 days after recording this Environmental Covenant, the Grantor shall transmit a copy of the Environmental Covenant in recorded form to:

- i. the MPCA;
- ii. each person holding a recorded interest in the Property;

- iii. each person in possession of the Property; and
- iv. the environmental officer of each political subdivision in which the Property is located.

Within 30 days after recording a termination, amendment or modification of this Environmental Covenant, the Owner shall transmit a copy of the document in recorded form to the persons listed in items i to iv above.

13. Notices to Grantor and Environmental Agency.

A. Manner of Giving Notice.

Any notice required or permitted to be given under this Environmental Covenant is given in accordance with this Environmental Covenant if it is placed in United States first class mail postage prepaid; or deposited cost paid for delivery by a nationally recognized overnight delivery service; or transmitted by facsimile if followed by mailed notice or overnight delivery as above required.

B. Notices to the Grantor.

Notices to the Grantor shall be directed to:

First and University Investor LLC
c/o CCGS Acquisition, LLC
800 Washington Avenue N., Suite 690
Minneapolis, MN 554013
Attention: Eric J. Anderson

With copy to:

Robert F. Devolve, Esq.
Stinson Leonard Street
150 South 5th Street, Suite 2300
Minneapolis, MN 55402

C. Notices to MPCA.

All notices, including reports or other documents, required to be submitted to the MPCA shall reference the VIC Project Number and be submitted to:

Minnesota Pollution Control Agency
Voluntary Investigation and Cleanup Program
Project No. VP28000
520 Lafayette Road North, 5th Floor
St. Paul, MN 55155-4194

14. Enforcement and Compliance.

A. Civil Action for Injunction or Equitable Relief.

This Environmental Covenant may be enforced through a civil action for injunctive or other equitable relief for any violation of any term or condition of this Environmental Covenant, including violation of the Activity and Use Limitations under Paragraph 7 and denial of Right of Access under Paragraph 9. Such an action may be brought by:

- i. the MPCA;
- ii. a political subdivision in which the Property is located; or
- iii. a person whose interest in the Property or whose collateral or liability may be affected by the alleged violation.

B. Additional Rights of Enforcement by MPCA.

In addition to its authority under subparagraph A of this Paragraph 14, the MPCA may enforce this Environmental Covenant using any remedy or enforcement measure authorized under UECA or other applicable law, including remedies pursuant to Minn. Stat. §§ 115.071, subds. 3 to 5, or 116.072.

C. No Waiver of Enforcement.

Failure or delay in the enforcement of this Environmental Covenant shall not be considered a waiver of the right to enforce, nor shall it bar any subsequent action to enforce, this Environmental Covenant.

D. Former Owners And Interest Holders Subject to Enforcement.

Subject to any applicable statute of limitations, an Owner, or other person holding any right, title or interest in or to the Property that violates this Environmental Covenant during the time when the Owner or other person is bound by this Environmental Covenant remains subject to enforcement with respect to that violation regardless of whether the Owner or other person has subsequently conveyed the fee title, or other right, title or interest, to another person.

E. Other Authorities of MPCA Not Affected.

Nothing in this Environmental Covenant affects MPCA's authority to take or require performance of response actions to address releases or threatened releases of hazardous substances or pollutants or contaminants at or from the Property, or to enforce a consent order, consent decree or other settlement agreement entered into by MPCA, or to rescind or modify a liability assurance issued by MPCA, that addresses such response actions.

15. Administrative Record.

Subject to the document retention policy of the MPCA, reports, correspondence and other documents which support and explain the environmental response project for the Property are

maintained by the MPCA Voluntary Investigation and Cleanup Program at the MPCA's office at 520 Lafayette Road in Saint Paul, Minnesota in the files maintained for Voluntary Investigation and Cleanup Program Project No. VP28000.

16. Representations and Warranties.

Grantor hereby represents and warrants to the MPCA and any other signatories to this Environmental Covenant that, at the time of execution of this Environmental Covenant:

- A. Every fee owner of the Property has been identified;
- B. Grantor holds fee simple title to the Property which is:

Subject to the interests and encumbrances identified in Exhibit 4 to this Environmental Covenant.

- C. Grantor has authority to grant the rights and interests and carry out the obligations provided in this Environmental Covenant;

- D. Nothing in this Environmental Covenant materially violates, contravenes, or constitutes a default under any agreement, document or instrument that is binding upon the Grantor; and

- E. Except as otherwise directed by MPCA, Grantor has obtained, from each person holding an interest and encumbrance in the Property identified in Exhibit 4, a Subordination Agreement, or other agreement satisfactory to the Commissioner, assuring that such person is bound by this Environmental Covenant and that this Environmental Covenant shall survive any foreclosure or other action to enforce the interest. Such an agreement may include a waiver of that person's right to consent to any amendment of this Environmental Covenant. No such agreements were required by the MPCA for this Environmental Covenant.

17. Governing Law.

This Environmental Covenant shall be governed by and interpreted in accordance with the laws of the State of Minnesota.

18. Compliance Reporting.

The Owner shall submit to MPCA on an annual basis a written report confirming compliance with the Activity and Use Limitations provided in Paragraph 7 and summarizing any actions taken pursuant to Paragraph 8 of this Environmental Covenant. Reports shall be submitted on the first July 1 that occurs at least six months after the effective date of this Environmental Covenant, and on each succeeding July 1 thereafter.

Owner shall notify the MPCA as soon as possible of any actions or conditions that would constitute a breach of the Activity and Use Limitations in Paragraph 7.

19. Notice of Conveyance of Interest in Property.

Owner shall provide written notice to MPCA within 30 days after any conveyance of fee title to the Property or any portion of the Property. The notice shall identify the name and contact information of the new Owner, and the portion of the Property conveyed to that Owner.

20. Severability.

In the event that any provision of this Environmental Covenant is held by a court to be unenforceable, the other provisions of this Environmental Covenant shall remain valid and enforceable.

21. Effective Date.

This Environmental Covenant is effective on the date of acknowledgement of the signature of the MPCA.

[Remainder of page intentionally left blank]

THE UNDERSIGNED REPRESENTATIVE OF THE GRANTOR REPRESENTS AND CERTIFIES THAT HE/SHE IS AUTHORIZED TO EXECUTE THIS ENVIRONMENTAL COVENANT.

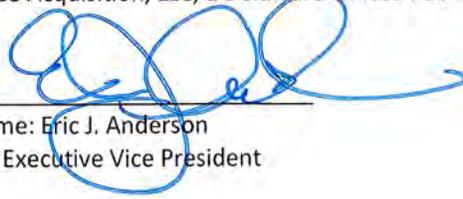
IN WITNESS WHEREOF, THIS INSTRUMENT HAS BEEN EXECUTED ON THE DATES INDICATED BELOW:

FOR THE GRANTOR:

FIRST AND UNIVERSITY INVESTOR LLC

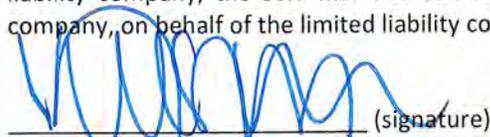
By: First and University Holdings LLC, a Delaware limited liability company, its sole member

By: CCGS Acquisition, LLC, a Delaware limited liability company, its operating member

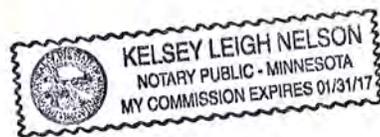
By: 
Name: Eric J. Anderson
Its: Executive Vice President

State of Minnesota)
) ss.
County of Hennepin)

On November 24, 2014, this instrument was acknowledged before me, and the facts stated herein were affirmed, by Eric J. Anderson, Executive Vice President of CCGS Acquisition, LLC, a Delaware limited liability company, the operating member of First and University Holdings LLC, a Delaware limited liability company, the sole member of First and University Investor LLC, a Delaware limited liability company, on behalf of the limited liability company.



Notary Public



FOR THE ENVIRONMENTAL AGENCY AND HOLDER:

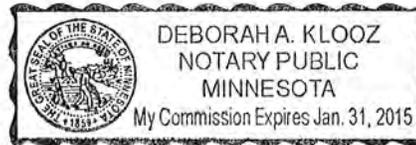
MINNESOTA POLLUTION CONTROL AGENCY

By Kathryn J Sather (signature)
Kathryn J. Sather
Director
Remediation Division
Delegate of the Commissioner of the
Minnesota Pollution Control Agency

State of Minnesota)
) ss.
County of Ramsey)

This instrument was acknowledged before me on November 26, 2014, by Kathryn J Sather, Director, Remediation Division, a delegate of the Commissioner of the Minnesota Pollution Control Agency, a state agency, on behalf of the State of Minnesota.

Deborah A KlooZ (signature)
Notary Public



THIS INSTRUMENT WAS DRAFTED BY
AND WHEN RECORDED RETURN TO:

Stinson Leonard Street LLP (RFD)
150 South Fifth Street, Suite 2300
Minneapolis, MN 55402

EXHIBIT 1
 Depiction of Property, Restrictive Area and Monitoring Wells

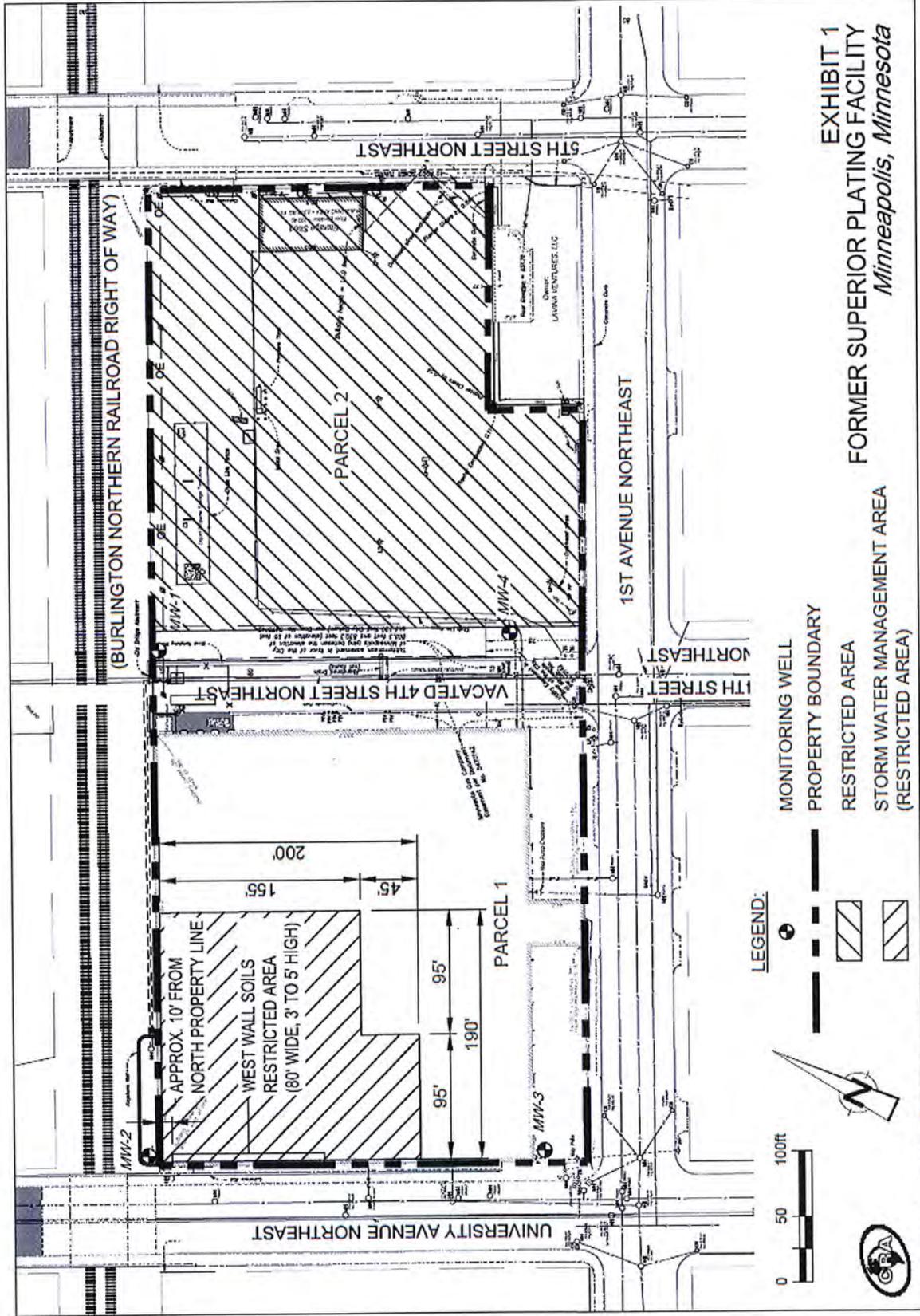


EXHIBIT 1
 FORMER SUPERIOR PLATING FACILITY
 Minneapolis, Minnesota

EXHIBIT 2

Legal Description

Parcel 1:

All of Block 16, Saint Anthony Falls, together with all that part of Fourth Street Northeast vacated by Resolution 88R-312 adopted August 12, 1988, filed October 28, 1988, as Document No. 5470142.

Hennepin County, Minnesota

Parcel 2:

Lots 2, 3, 4, 5, 6, 7, 8, 9 and 10, Block 13, Saint Anthony Falls.

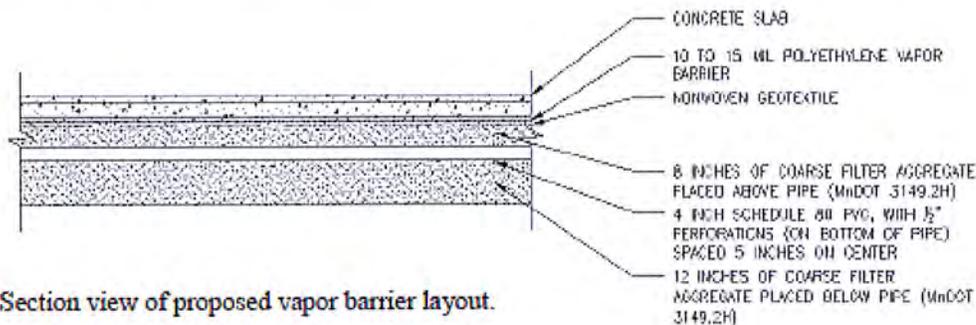
Hennepin County, Minnesota

EXHIBIT 3

Vapor Mitigation

4.8 VAPOR MITIGATION

The proposed vapor barrier concept incorporates a system of 4-inch polyethylene piping placed beneath of the base floor slab on grade (as shown below) beneath structures constructed on Block 13. It is anticipated that these 4-inch pipes can be spaced every 40 feet in order to create a grid of coverage beneath the slab. The grid of piping will connect to two 6-inch riser pipes that should be directed to a roof vent. The actual location of these riser pipes will not be specified until the building design is final.



As shown in the figure above, a 10 to 15 mil polyethylene vapor barrier is being proposed. In order to assist against damage due to construction of the overlying concrete slab, it is suggested that a nonwoven geotextile be placed underneath of the vapor barrier. This will help protect the vapor barrier against puncture from the underlying aggregate.

Also shown in the figure above, 8-inches of coarse filter aggregate should be placed between the base of the concrete slab and the top of the 4-inch collection pipes. This is proposed to avoid cracking of either the pipe or the slab. In addition to the aggregate placed above the pipe, 12 inches of coarse filter aggregate will be placed between the pipe base and the underlying fill soils in order to allow potential vapor to be collected and vented. This aggregate will also allow moisture in the soil to move downward and away from the collection pipe.

A geotextile may be desired at the base of the above-discussed section (above the underlying fill soils) to avoid particle migration. This can be determined during the design phase of the project as this is only related to settlement and slab support, not gas migration. It is noted that if a geotextile is used, it will not impair the upward migration of VOCs.

EXHIBIT 4

Encumbrances

1. Easements for utility purposes, including a subterranean easement in favor of the City of Minneapolis, reserved in Resolution 88R-312 adopted August 12, 1988, as Document No. 5470142 (Parcel 1 – vacated street).
2. Minerals and mineral rights reserved by the State of Minnesota as contained in State Deed, dated November 12, 1946, recorded December 4, 1946 as Document No. 2412792 (Parcel 2 – Lots 2 and 3).
3. Minerals and mineral rights reserved by Burlington Northern Railroad Company, a Delaware corporation, in Quitclaim Deed dated September 25, 1996, recorded November 8, 1996 as Document No. 6659991 (Parcel 2 – Lots 5 and 6 and adjacent portion of vacated street).
4. Covenants and conditions, including covenant regarding drainage facilities, contained in Quitclaim Deed dated September 25, 1996, filed November 8, 1996, as Document No. 6659991 (Parcel 2 – Lots 5 and 6 and adjacent portion of vacated street).

EXHIBIT 5

Stormwater Management Plan

[See following 4 pages]

Stormwater Management Plan
Parcel 1 of the Former Superior Plating Property
315 1st Avenue Northeast
Minneapolis, Minnesota

Introduction

The following Stormwater Management Plan (“Plan”) will be implemented on Parcel 1 of the Former Superior Plating Property at 315 1st Avenue Northeast, Minneapolis (“Property”) to address concerns of the Minnesota Pollution Control Agency (“MPCA”) regarding the infiltration of precipitation and snow melt (hereinafter “stormwater”) within the area of exposed contaminated bedrock on Parcel 1 of the Property (the “Stormwater Management Area”) and regarding stormwater contact with the West Wall Soils (discussed below), following implementation of the Response Action Plan (“RAP”).

The MPCA requires as part of the remedial action that infiltration of stormwater to the exposed contaminated bedrock in the Stormwater Management Area and stormwater contact with the West Wall Soils be addressed. The Stormwater Management Area and the West Wall Soils are shown on the attached Figure 1. This interim Plan is intended to address stormwater that would otherwise be impacted by residual plating wastes in the bedrock surfaces and in the West Wall Soils that were not required to be removed during implementation of the RAP. This Plan is intended to address MPCA’s concern that if stormwater is not substantially inhibited from coming in contact with the bedrock in the Stormwater Management Area and the West Wall Soils, the water would infiltrate into the bedrock, and eventually flow into groundwater and the Leachate Collection System (LCS). The intent of this Plan is to prevent to the maximum extent practicable, as part of the remedial action, stormwater from coming in contact with contaminated bedrock and West Wall Soils and infiltration into bedrock and groundwater, by installing and maintaining a polyethylene cover over the contaminated bedrock in the Stormwater Management Area and over the West Wall Soils, and by collecting and disposing of stormwater, all in accordance with this Plan.

Stormwater Installation Plan

A layer of black polyethylene sheeting (“polyethylene”) with a minimum thickness of 10 mil will be placed over the bedrock in the Stormwater Management Area and the exposed soil area of the West Wall Soils to provide a cover and to promote drainage of stormwater away from the exposed bedrock and the West Wall Soils. The polyethylene will be extended to the top of the excavation walls and anchored with sandbags or equivalent means. The location where the polyethylene will be installed is shown on Figure 1. The polyethylene will be overlapped in a downgradient fashion to prevent stormwater from reaching under the polyethylene. To the extent practicable, the polyethylene will be installed so that there are no overlaps of seams where there is a potential for ponding of stormwater in the Stormwater Management Area to occur. The overlaps may be treated with an adhesive to better secure the overlapped polyethylene from wind damage. The polyethylene will also be ballasted with sandbags or other equivalent means to secure the polyethylene from wind damage and to prevent stormwater from seeping under the polyethylene. If the polyethylene is installed during winter conditions, Owner will (i) remove snow to the maximum extent practicable from the Stormwater Management Area and West Wall Soils prior to placement of the poly cover and will also clear snow from the tops of walls and the west sidewalk to create a better condition to ballast the poly cover, and (ii) shall do a full inspection of the polyethylene cover in the spring, in addition to the inspections required under this Plan, to ensure that the polyethylene is providing cover in the Stormwater Management Area and the West Wall Soils and shall promptly make repairs of any damage and make other changes consistent with the intent of this Plan to ensure coverage over the Stormwater Management Area and the West Wall Soils to prevent infiltration of stormwater to bedrock and groundwater.

Stormwater Operation and Maintenance Plan

Rainwater generally flows toward the north toward a “trench” present in the bedrock along the north building wall, and toward the easternmost extent of the excavation area, referred to as “Section 12”. These two areas are separated by a building wall. Staff gauges will be installed at the lowest point in the bedrock trench along the north wall and in section 12 with a mark indicating when accumulated stormwater has reached an elevation of 9 inches above the bedrock floor. The Owner of the Property (“Owner”) will inspect the Stormwater Management Area, and if the accumulated stormwater level exceeds the staff gauge mark in either area, or if green or yellow tinted stormwater is observed on top of the polyethylene (each such condition, a “Pumping Condition”), the accumulated stormwater will be pumped by the Property Owner and placed into temporary storage tanks for eventual disposal in accordance with the Disposal of Collected Stormwater requirements below. Routine inspections will include visual observation for damage to the polyethylene and to ensure that the polyethylene is providing cover in the Stormwater Management Area and the West Wall Soils. The Owner promptly will take action to repair damage to the polyethylene and make other changes consistent with the intent of this Plan to ensure coverage by the polyethylene over the Stormwater Management Area and West Wall Soils. Unless otherwise approved in writing by the MPCA, Owner shall perform such inspections at least every 14 days, but in any event will perform such inspections within 24 hours after any rainfall of 0.5" in a 24-hour period.

The Owner shall keep records of inspections of the Stormwater Management Area and West Wall Soils, including the date and results of the inspection, whether green or yellow tinted stormwater is observed on the top of the polyethylene, the date and amount of all stormwater pumped, problems identified, the date and a description of repairs made, and all analytical results of sampling of stormwater. The Owner shall submit copies of the inspection records and analytical data to the MPCA monthly.

If green or yellow tinted stormwater is observed on top of the polyethylene, the Owner will investigate to determine the cause, propose to the MPCA reasonable changes, consistent with the intent of this Plan, to prevent this from occurring in the future, and implement the MPCA approved changes.

Although the majority of the rain water will flow toward Section 12 and the north trench area, there will be shallow puddles of water created over the polyethylene. These puddles will exist due to undulations in the bedrock surface. Any green or yellow tinted stormwater in these puddles will be collected and disposed of in accordance with this Plan. Stormwater that is not green or yellow tinted in these puddles will be allowed to evaporate.

Stormwater will generally be collected by means of a vacuum truck, submersible pumps, or trash pumps, depending on the conditions on Parcel 1 of the Property. The collected water that is not green or yellow tinted can be transferred for temporary storage to a frac tank or other tank that complies with applicable legal requirements. Water that is green or yellow tinted must be stored and/or treated in a tank that complies with MPCA and Hennepin County requirements for storage of hazardous waste.

Disposal of Collected Stormwater

The collected stormwater will be sampled and, assuming Metropolitan Council Environmental Services (MCES) issues the Special Industrial Discharge Permit requested by FUI and currently pending approval, if the water quality meets the discharge limits under such permit, the collected stormwater will be discharged to the on-site sanitary sewer. If sampling of the collected stormwater indicates that the permit discharge limits are not met, the stormwater will be pre-treated in the storage tank and then re-sampled. Once the treated stormwater meets the permit discharge criteria, it will then be discharged to the sanitary sewer. If

the stormwater is not able to be discharged to the sanitary sewer, the stormwater will be taken off site for management in accordance with the sample results.

Schedule

Unless otherwise approved by the MPCA in writing, Owner will use all reasonable efforts to complete implementation of the Stormwater Installation Plan, above, of this Plan within 30 days after the effective date of the Agreement. The parties acknowledge that a prospective purchaser of the Property is currently performing geotechnical and/or environmental testing in the Stormwater Management Area and the parties agree that such work should be completed before the polyethylene is installed in order to prevent damage to the polyethylene. Owner will use all reasonable efforts to cause the prospective purchaser to complete the testing in a timeframe that would allow implementation of the Stormwater Installation Plan within the 30-day period agreed to herein.

Until the Stormwater Installation Plan is completed, Owner shall continue to pump stormwater from the Stormwater Management Area and dispose of the stormwater in accordance with the Disposal of Collected Stormwater section above. After the Stormwater Installation Plan is completed, Owner shall implement the Stormwater Operation and Maintenance Plan. Although collection and discharge of stormwater may be limited and may not be feasible during freezing weather, stormwater will be collected and disposed of during any periods of thaw.

Implementation of the Plan will continue until buildings, pavement or similarly impervious surfaces have been constructed over the Stormwater Management Area. It is expected that the future development of Parcel 1 of the Property will be such that the Stormwater Management Area will be covered by such impervious surfaces, unless otherwise approved in writing by the MPCA.

The obligations of Owner pursuant to this Plan will run with the Property pursuant to the Environmental Covenant and become obligations of future owners of the Property until the Stormwater Management Area is covered by impervious surfaces as provided above, unless otherwise approved in writing by the MPCA.

If construction of buildings, pavement or similarly impervious surfaces over the Stormwater Management Area has not commenced within 18 months following completion of the installation of the polyethylene under this Plan, the MPCA and the Owner will further discuss a permanent remedial action to prevent infiltration of stormwater to contaminated bedrock.

FUI and/or subsequent owners of the Property may propose modifications to this Plan by request to the MPCA, but no such modifications shall be made unless approved in writing by the MPCA.

FIGURE 1
Proposed Stormwater Management Plan

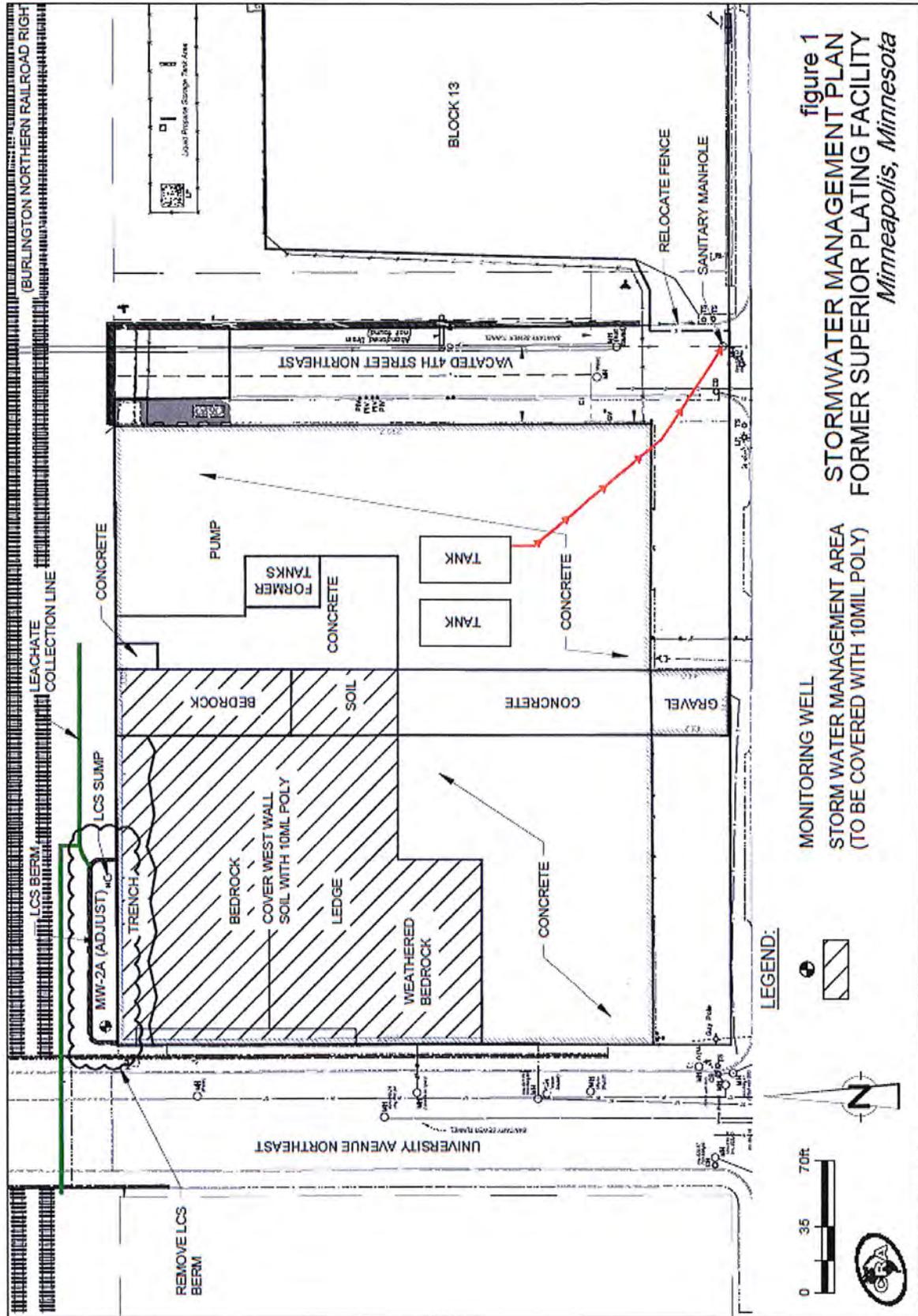


figure 1
STORMWATER MANAGEMENT PLAN
FORMER SUPERIOR PLATING FACILITY
Minneapolis, Minnesota

78048-40(MISC001)CH-BU001 NOV 20/2014

EXHIBIT 6

LCS Transition and LCS Berm Removal Plan

[See following 5 pages]

LCS Transition and LCS Berm Removal Plan
Former Superior Plating Property
315 1st Avenue Northeast
Minneapolis, Minnesota

Background

The Leachate Collection System (LCS) for the Former Superior Plating Property at 315 1st Avenue North, Minneapolis (Property) is an off-site, shallow groundwater collection system consisting of a buried lateral groundwater collection line that gravity flows toward a central manhole sump. Collected water is currently pumped from the sump on a float-activation controlled set of pumps through a double-cased line to tanks located on the Property. The water contained in the tanks historically was hauled off-site for disposal, but currently is treated to reduce contaminant concentrations to below discharge criteria and disposed to the sanitary sewer system after obtaining approval in each instance from Metropolitan Council Environmental Services (MCES). FUI has requested a Special Discharge Permit from MCES for continued discharge of the treated water to the sanitary sewer system.

The LCS has been continuously operated by First and University Investor LLC (FUI) since acquisition of the Property in June 2012. Several modifications to the pumping and storage system have been made over time to accommodate the demolition of the building on the Property and the soil remediation activities.

Description of System Components

The LCS is currently comprised of three essential components: collection line and sump, pumping system and water conveyance piping, and storage tanks. The LCS is depicted on the attached Figures 1 and 2.

Collection Line and Sump

The LCS collection system consists of a perforated pipe that is located on the BNSF Railway Company (BNSF) property to the north of the Property and extends approximately 100 feet to the east of the LCS sump, and 150 feet to the west, ending at the western side of the University Avenue bridge. The collection line is located approximately 3 feet below grade and is inclined toward the centrally located LCS sump on the BNSF property. The LCS sump consists of a concrete manhole with cast iron cover with steps allowing access into the sump. The LCS sump is located within a raised area constructed of granular fill against the north wall of the former Superior Plating building, with anchor block forming the outer wall to a height of 6 to 7 feet above the surrounding grade. This "LCS Berm" was constructed as a weep collection system because surface weeps from the former Superior Plating building were observed at the time of system construction in 1994.

LCS Pumping and Conveyance System

Water collected in the LCS sump is pumped from the sump through two, float-controlled pumps into a force main (hose) that is contained within a 4-inch PVC sealed pipe to the storage tanks located on the Property. The pumping system is set-up with a primary pump with a larger secondary pump that would be activated if the LCS sump accumulates more water than the primary pump can handle. The containment pipe is designed such that leaks of the forcemain piping would be contained and would flow back into the LCS sump. The pumps are powered by a diesel-fired generator located on the Property. There is currently no electricity connected to the LCS. Water discharged to the sanitary sewer is discharged from the tanks to the sanitary sewer on 1st Avenue Northeast.

Water Storage System

FUI has winterized the LCS pumping and water storage system and has installed two polyethylene 1,500-gallon tanks, with secondary containment, on the Property for storage of any water that is pumped from the LCS during the winter. The tanks are not equipped with tank level monitors, but are inspected and measured on a daily basis. Prior to winterizing the system, two steel 20,000-gallon tanks (frac tanks) were located on the Property and used to store or treat the water pumped from the LCS. The tanks were valved and connected to each other, providing 40,000 gallons of storage capacity (the "Frac Tank System"). Owner will remove the polyethylene tanks and reinstall a Frac Tank System (two 20,000 gallon tanks that meet MPCA and Hennepin County requirements for treatment and storage of hazardous waste) on or before March 1, 2015, or earlier if thawing conditions are occurring or are expected. Owner will ensure that the water storage system, including the tanks and secondary containment, complies with MPCA and Hennepin County requirements for storage of hazardous waste and will make necessary changes, if any, within 30 days after the effective date of the Amendment to Amended and Restated Voluntary Response Action Agreement (VRAA Amendment).

LCS Transition

FUI and any subsequent owner of the Property (Owner) will continue to operate and maintain the LCS (except to the extent that disposal of the water is transitioned to the MPCA in accordance with Phase 1 below) until MPCA assumes responsibility for the LCS as provided under Phase 2 of this LCS Transition and LCS Berm Removal Plan (Plan). MPCA will assume responsibility for the LCS in two phases:

Phase 1

Within 5 business days after certification by FUI or a subsequent owner of the Property (Owner) to the MPCA of installation of the polyethylene cover as described in the Stormwater Management Plan (Exhibit D to the VRAA Amendment), MPCA will inspect the polyethylene cover and inform Owner of any deficiencies with the installation. Owner will take steps, consistent with the intent of the Stormwater Management Plan, to correct any deficiencies found. Within 30 calendar days after Owner's certification of installation of the polyethylene cover, MPCA will take over the disposal of water collected from the LCS, including arranging for disposal, preparation of manifests, and signing of manifests, and all costs associated with such disposal. Owner will allow the MPCA to use the tanks to treat the water and allow access to discharge the water to the sanitary sewer. Prior to MPCA taking responsibility of the LCS water disposal, Owner will dispose of the remaining water in the tanks. Owner will continue to operate and maintain all other aspects of the LCS system, including making repairs and conducting inspections. Owner will notify MPCA when a sufficient amount of water has accumulated in the tanks to justify treating and disposing of the waste. The responsibility for operation and maintenance of the other aspects of the LCS system, including the tank system, will remain with Owner during this phase, including reporting and recovery of releases from the LCS and disposal and payment for disposal costs associated with any releases, (except to the extent that such releases are caused by MPCA or its contractors as part of MPCA's LCS water disposal).

Phase 2

Effective on the date ("Transfer Date") that is 90 calendar days after the first date when both of the following have been fulfilled: (1) MPCA and BNSF have signed an access agreement, or MPCA otherwise obtains access, to allow MPCA access to the BNSF property to modify and operate the LCS, and (2) FUI has completed the LCS Berm Removal and Related Modifications section below, MPCA will assume full

ownership and complete control and responsibility for the LCS, including inspections, operation, maintenance, repairs, water disposal, and reporting, and all associated costs; provided, however, that if such 90-day period has passed and Owner has not yet installed the polyethylene cover as required by the Stormwater Installation Plan section of Exhibit D (the Stormwater Management Plan), then the Transfer Date shall be the 14th business day after installation of such cover has been completed (including correction of any deficiencies identified by MPCA's inspection under Section II.A.A.4 of the VRAA Amendment). At that time, Owner will remove the water storage tanks and the diesel-powered generator (leased equipment) from the Property. MPCA will assume ownership of the other components of the LCS. MPCA will use all available means to obtain access to the BNSF property, time being of the essence.

LCS Berm Removal and Related Modifications

To assist MPCA in its assumption of the operational responsibilities of the LCS, Owner will remove the aboveground portions of the LCS berm down to the elevation of the surrounding grade. The LCS berm no longer serves any functional purpose. Removal of the LCS berm will not affect the ability to collect or pump water from the LCS sump and will provide MPCA with an area to construct a future treatment or storage system if desired by MPCA. Because the LCS berm is located off-site on adjacent BNSF property, Owner will obtain access from BNSF for demolition of the LCS berm and, if necessary, MPCA will assist Owner in discussions and negotiations with BNSF to obtain access.

Owner will remove the LCS berm and the section of the north building foundation wall that supports it from the building side of the area to provide a better working space and for loading of materials for disposal. Owner will profile the materials removed from the LCS berm to determine the proper management for disposal and will manage the material in accordance with the profile.

Owner will adjust the elevation of the concrete manhole to bring the upper manhole rim near the new grade elevation. The piping system for conveyance of the pumped water from the sump will be adjusted accordingly. Groundwater monitoring well MW-2A is also located within the LCS berm, and Owner will adjust the monitoring well elevation accordingly and survey the elevation.

A new security fence will be installed in the approximate location of the demolished section of the LCS berm wall, which will be tied into the remaining north wall to the east and the fenced gate to the west (along the adjoining sidewalk between the Property and the University Avenue bridge).

Owner will pay for all of the costs of LCS berm removal and related modifications described above. The removal of the LCS berm and related modifications described above will commence as soon as practicable after Owner obtains property access from BNSF.

Owner may propose modifications to this plan by request to the MPCA, but no such modifications shall be made unless approved in writing by the MPCA.

FIGURE 1
Site Plan

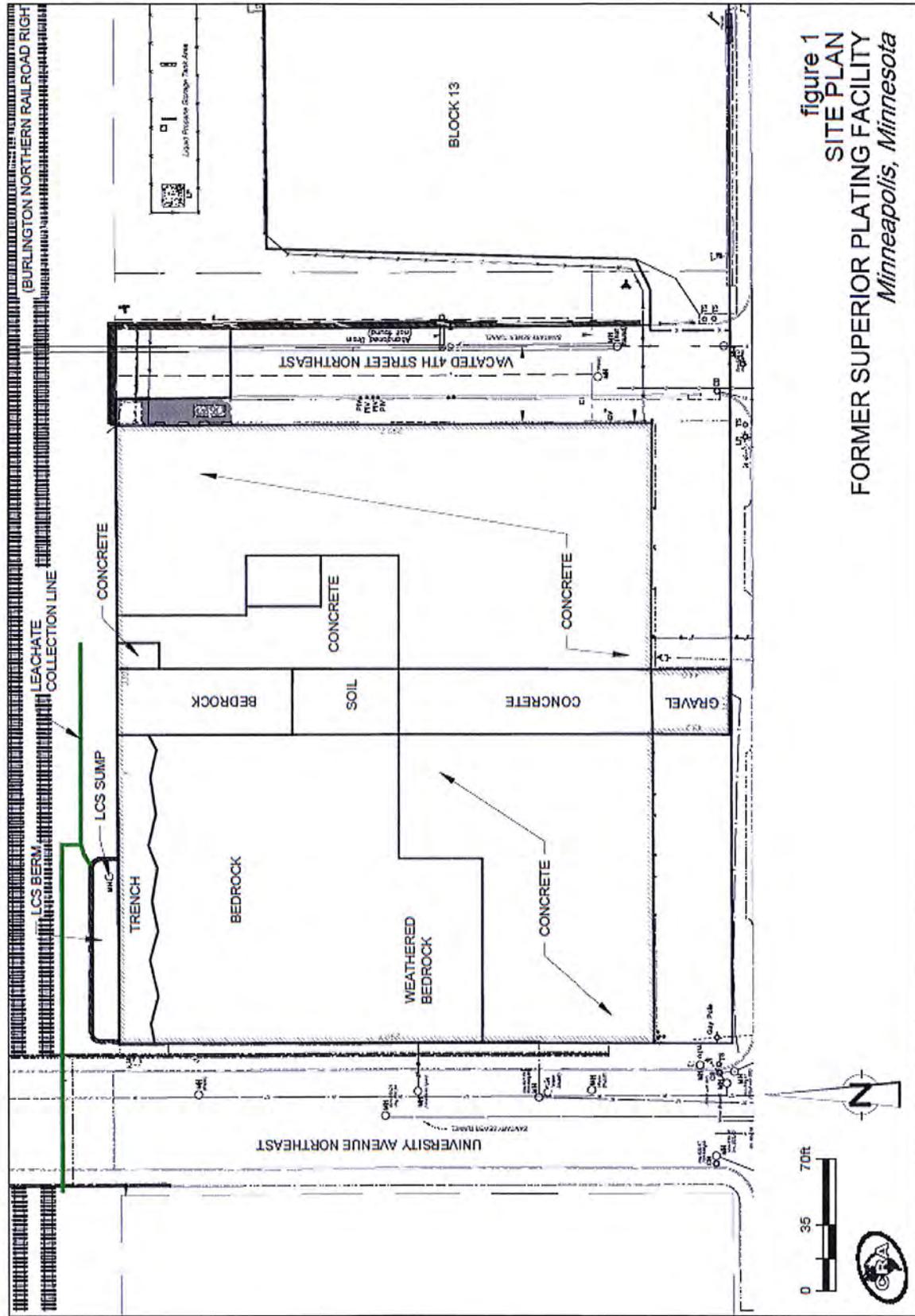


figure 1
SITE PLAN
FORMER SUPERIOR PLATING FACILITY
Minneapolis, Minnesota

FIGURE 2
Leachate Collection System Layout

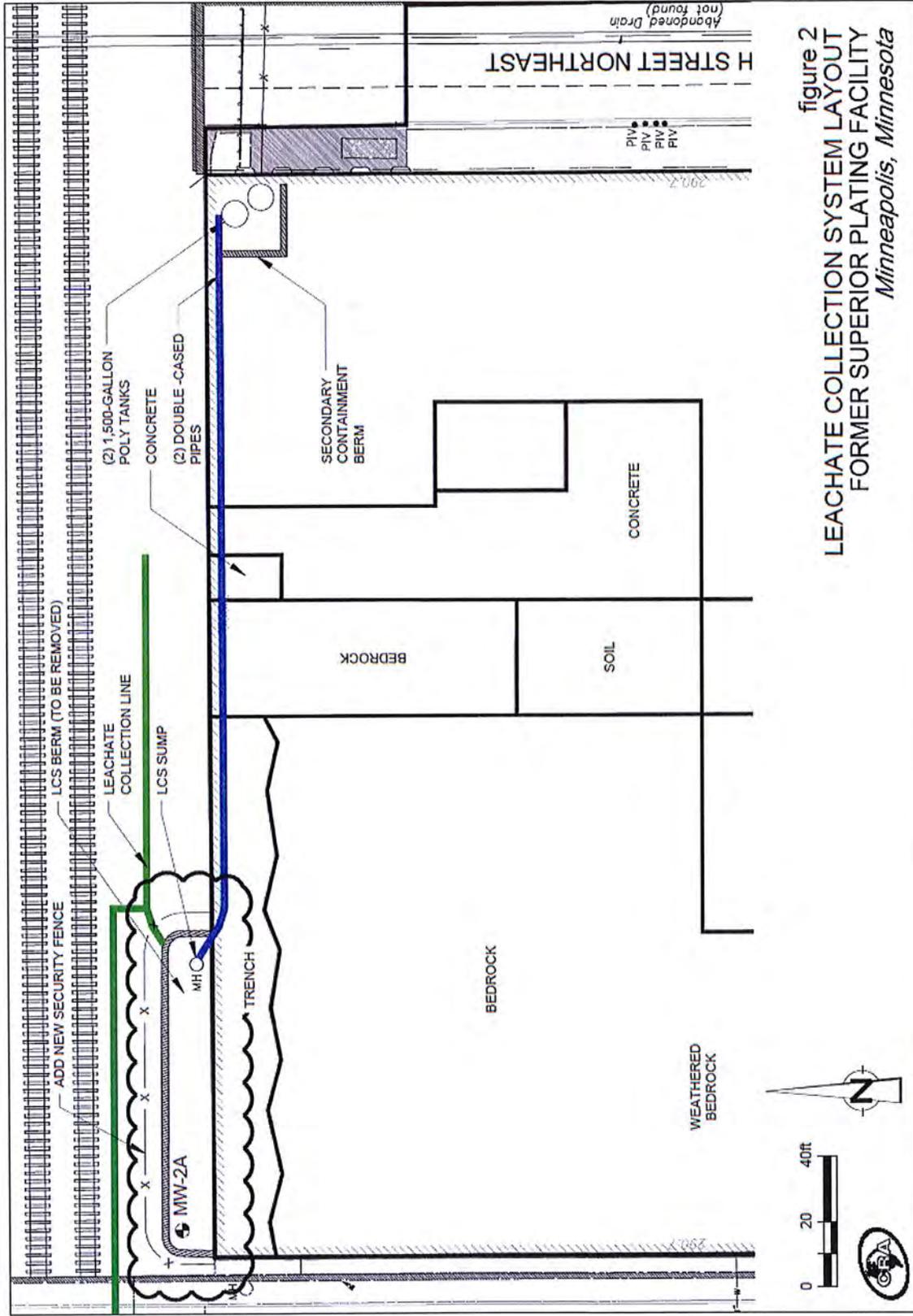


figure 2
LEACHATE COLLECTION SYSTEM LAYOUT
FORMER SUPERIOR PLATING FACILITY
Minneapolis, Minnesota

EXHIBIT D

Stormwater Management Plan

(See following 4 pages)

Exhibit D

Stormwater Management Plan
Parcel 1 of the Former Superior Plating Property
315 1st Avenue Northeast
Minneapolis, Minnesota

Introduction

The following Stormwater Management Plan (“Plan”) will be implemented on Parcel 1 of the Former Superior Plating Property at 315 1st Avenue Northeast, Minneapolis (“Property”) to address concerns of the Minnesota Pollution Control Agency (“MPCA”) regarding the infiltration of precipitation and snow melt (hereinafter “stormwater”) within the area of exposed contaminated bedrock on Parcel 1 of the Property (the “Stormwater Management Area”) and regarding stormwater contact with the West Wall Soils (discussed below), following implementation of the Response Action Plan (“RAP”).

The MPCA requires as part of the remedial action that infiltration of stormwater to the exposed contaminated bedrock in the Stormwater Management Area and stormwater contact with the West Wall Soils be addressed. The Stormwater Management Area and the West Wall Soils are shown on the attached Figure 1. This interim Plan is intended to address stormwater that would otherwise be impacted by residual plating wastes in the bedrock surfaces and in the West Wall Soils that were not required to be removed during implementation of the RAP. This Plan is intended to address MPCA’s concern that if stormwater is not substantially inhibited from coming in contact with the bedrock in the Stormwater Management Area and the West Wall Soils, the water would infiltrate into the bedrock, and eventually flow into groundwater and the Leachate Collection System (LCS). The intent of this Plan is to prevent to the maximum extent practicable, as part of the remedial action, stormwater from coming in contact with contaminated bedrock and West Wall Soils and infiltration into bedrock and groundwater, by installing and maintaining a polyethylene cover over the contaminated bedrock in the Stormwater Management Area and over the West Wall Soils, and by collecting and disposing of stormwater, all in accordance with this Plan.

Stormwater Installation Plan

A layer of black polyethylene sheeting (“polyethylene”) with a minimum thickness of 10 mil will be placed over the bedrock in the Stormwater Management Area and the exposed soil area of the West Wall Soils to provide a cover and to promote drainage of stormwater away from the exposed bedrock and the West Wall Soils. The polyethylene will be extended to the top of the excavation walls and anchored with sandbags or equivalent means. The location where the polyethylene will be installed is shown on Figure 1. The polyethylene will be overlapped in a downgradient fashion to prevent stormwater from reaching under the polyethylene. To the extent practicable, the polyethylene will be installed so that there are no overlaps of seams where there is a potential for ponding of stormwater in the Stormwater Management Area to occur. The overlaps may be treated with an adhesive to better secure the overlapped polyethylene from wind damage. The polyethylene will also be ballasted with sandbags or other equivalent means to secure the polyethylene from wind damage and to prevent stormwater from seeping under the polyethylene. If the polyethylene is installed during winter conditions, Owner will (i) remove snow to the maximum extent practicable from the Stormwater Management Area and West Wall Soils prior to placement of the poly cover and will also clear snow from the tops of walls and the west sidewalk to create a better condition to ballast the poly cover, and (ii) shall do a full inspection of the polyethylene cover in the spring, in addition to the inspections required under this Plan, to ensure that the polyethylene is providing cover in the Stormwater

Management Area and the West Wall Soils and shall promptly make repairs of any damage and make other changes consistent with the intent of this Plan to ensure coverage over the Stormwater Management Area and the West Wall Soils to prevent infiltration of stormwater to bedrock and groundwater.

Stormwater Operation and Maintenance Plan

Rainwater generally flows toward the north toward a “trench” present in the bedrock along the north building wall, and toward the easternmost extent of the excavation area, referred to as “Section 12”. These two areas are separated by a building wall. Staff gauges will be installed at the lowest point in the bedrock trench along the north wall and in section 12 with a mark indicating when accumulated stormwater has reached an elevation of 9 inches above the bedrock floor. The Owner of the Property (“Owner”) will inspect the Stormwater Management Area, and if the accumulated stormwater level exceeds the staff gauge mark in either area, or if green or yellow tinted stormwater is observed on top of the polyethylene (each such condition, a “Pumping Condition”), the accumulated stormwater will be pumped by the Property Owner and placed into temporary storage tanks for eventual disposal in accordance with the Disposal of Collected Stormwater requirements below. Routine inspections will include visual observation for damage to the polyethylene and to ensure that the polyethylene is providing cover in the Stormwater Management Area and the West Wall Soils. The Owner promptly will take action to repair damage to the polyethylene and make other changes consistent with the intent of this Plan to ensure coverage by the polyethylene over the Stormwater Management Area and West Wall Soils. Unless otherwise approved in writing by the MPCA, Owner shall perform such inspections at least every 14 days, but in any event will perform such inspections within 24 hours after any rainfall of 0.5" in a 24-hour period.

The Owner shall keep records of inspections of the Stormwater Management Area and West Wall Soils, including the date and results of the inspection, whether green or yellow tinted stormwater is observed on the top of the polyethylene, the date and amount of all stormwater pumped, problems identified, the date and a description of repairs made, and all analytical results of sampling of stormwater. The Owner shall submit copies of the inspection records and analytical data to the MPCA monthly.

If green or yellow tinted stormwater is observed on top of the polyethylene, the Owner will investigate to determine the cause, propose to the MPCA reasonable changes, consistent with the intent of this Plan, to prevent this from occurring in the future, and implement the MPCA approved changes.

Although the majority of the rain water will flow toward Section 12 and the north trench area, there will be shallow puddles of water created over the polyethylene. These puddles will exist due to undulations in the bedrock surface. Any green or yellow tinted stormwater in these puddles will be collected and disposed of in accordance with this Plan. Stormwater that is not green or yellow tinted in these puddles will be allowed to evaporate.

Stormwater will generally be collected by means of a vacuum truck, submersible pumps, or trash pumps, depending on the conditions on Parcel 1 of the Property. The collected water that is not green or yellow tinted can be transferred for temporary storage to a frac tank or other tank that complies with applicable legal requirements. Water that is green or yellow tinted must be stored and/or treated in a tank that complies with MPCA and Hennepin County requirements for storage of hazardous waste.

Disposal of Collected Stormwater

The collected stormwater will be sampled and, assuming Metropolitan Council Environmental Services (MCES) issues the Special Industrial Discharge Permit requested by FUI and currently pending approval,

if the water quality meets the discharge limits under such permit, the collected stormwater will be discharged to the on-site sanitary sewer. If sampling of the collected stormwater indicates that the permit discharge limits are not met, the stormwater will be pre-treated in the storage tank and then re-sampled. Once the treated stormwater meets the permit discharge criteria, it will then be discharged to the sanitary sewer. If the stormwater is not able to be discharged to the sanitary sewer, the stormwater will be taken off site for management in accordance with the sample results.

Schedule

Unless otherwise approved by the MPCA in writing, Owner will use all reasonable efforts to complete implementation of the Stormwater Installation Plan, above, of this Plan within 30 days after the effective date of the Agreement. The parties acknowledge that a prospective purchaser of the Property is currently performing geotechnical and/or environmental testing in the Stormwater Management Area and the parties agree that such work should be completed before the polyethylene is installed in order to prevent damage to the polyethylene. Owner will use all reasonable efforts to cause the prospective purchaser to complete the testing in a timeframe that would allow implementation of the Stormwater Installation Plan within the 30-day period agreed to herein.

Until the Stormwater Installation Plan is completed, Owner shall continue to pump stormwater from the Stormwater Management Area and dispose of the stormwater in accordance with the Disposal of Collected Stormwater section above. After the Stormwater Installation Plan is completed, Owner shall implement the Stormwater Operation and Maintenance Plan. Although collection and discharge of stormwater may be limited and may not be feasible during freezing weather, stormwater will be collected and disposed of during any periods of thaw.

Implementation of the Plan will continue until buildings, pavement or similarly impervious surfaces have been constructed over the Stormwater Management Area. It is expected that the future development of Parcel 1 of the Property will be such that the Stormwater Management Area will be covered by such impervious surfaces, unless otherwise approved in writing by the MPCA.

The obligations of Owner pursuant to this Plan will run with the Property pursuant to the Environmental Covenant and become obligations of future owners of the Property until the Stormwater Management Area is covered by impervious surfaces as provided above, unless otherwise approved in writing by the MPCA.

If construction of buildings, pavement or similarly impervious surfaces over the Stormwater Management Area has not commenced within 18 months following completion of the installation of the polyethylene under this Plan, the MPCA and the Owner will further discuss a permanent remedial action to prevent infiltration of stormwater to contaminated bedrock.

FUI and/or subsequent owners of the Property may propose modifications to this Plan by request to the MPCA, but no such modifications shall be made unless approved in writing by the MPCA.

FIGURE 1
Proposed Stormwater Management Plan

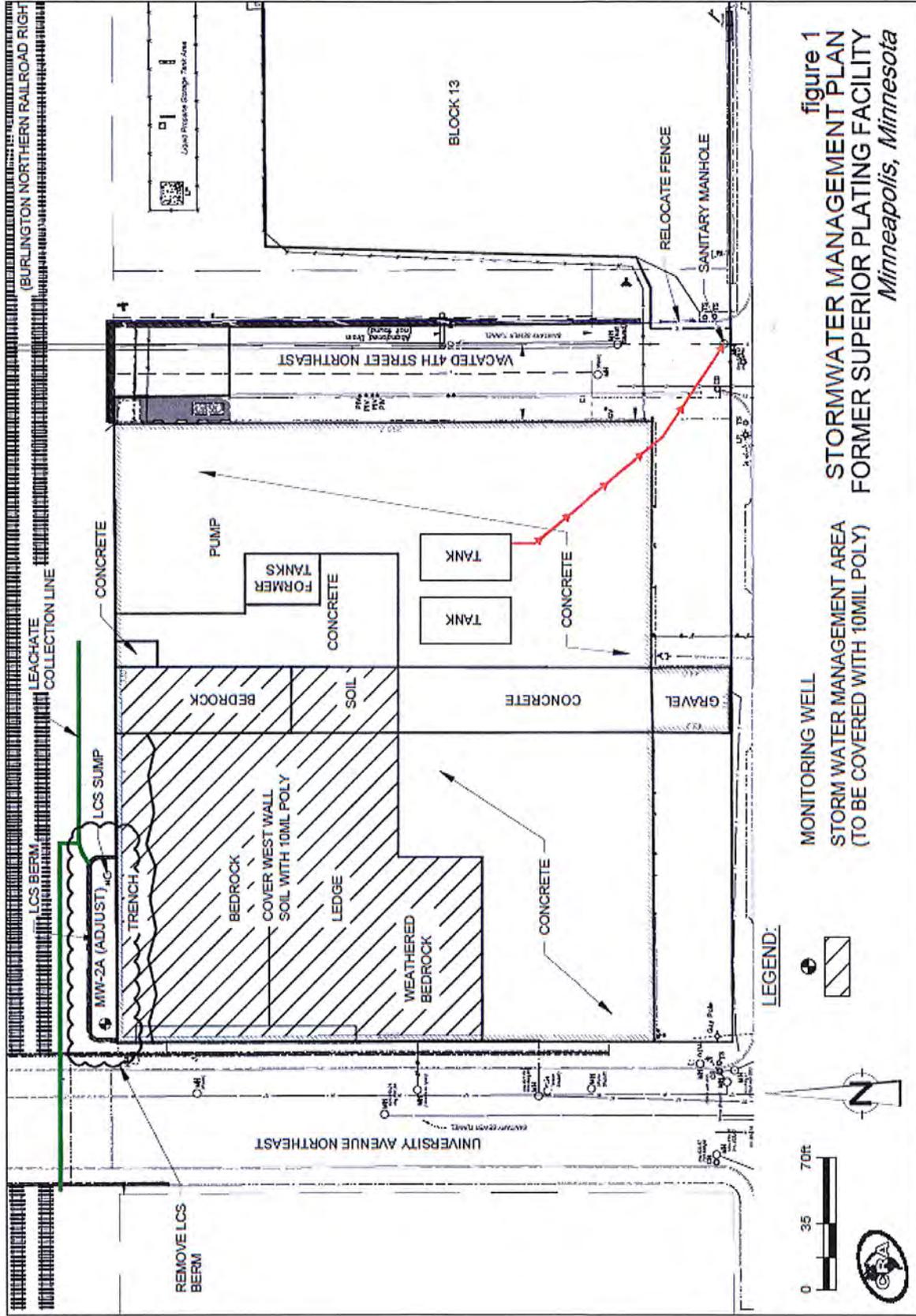


figure 1
STORMWATER MANAGEMENT PLAN
FORMER SUPERIOR PLATING FACILITY
Minneapolis, Minnesota

EXHIBIT E

LCS Transition and Berm Removal Plan

(See following 5 pages)

Exhibit E

LCS Transition and LCS Berm Removal Plan Former Superior Plating Property 315 1st Avenue Northeast Minneapolis, Minnesota

Background

The Leachate Collection System (LCS) for the Former Superior Plating Property at 315 1st Avenue North, Minneapolis (Property) is an off-site, shallow groundwater collection system consisting of a buried lateral groundwater collection line that gravity flows toward a central manhole sump. Collected water is currently pumped from the sump on a float-activation controlled set of pumps through a double-cased line to tanks located on the Property. The water contained in the tanks historically was hauled off-site for disposal, but currently is treated to reduce contaminant concentrations to below discharge criteria and disposed to the sanitary sewer system after obtaining approval in each instance from Metropolitan Council Environmental Services (MCES). FUI has requested a Special Discharge Permit from MCES for continued discharge of the treated water to the sanitary sewer system.

The LCS has been continuously operated by First and University Investor LLC (FUI) since acquisition of the Property in June 2012. Several modifications to the pumping and storage system have been made over time to accommodate the demolition of the building on the Property and the soil remediation activities.

Description of System Components

The LCS is currently comprised of three essential components: collection line and sump, pumping system and water conveyance piping, and storage tanks. The LCS is depicted on the attached Figures 1 and 2.

Collection Line and Sump

The LCS collection system consists of a perforated pipe that is located on the BNSF Railway Company (BNSF) property to the north of the Property and extends approximately 100 feet to the east of the LCS sump, and 150 feet to the west, ending at the western side of the University Avenue bridge. The collection line is located approximately 3 feet below grade and is inclined toward the centrally located LCS sump on the BNSF property. The LCS sump consists of a concrete manhole with cast iron cover with steps allowing access into the sump. The LCS sump is located within a raised area constructed of granular fill against the north wall of the former Superior Plating building, with anchor block forming the outer wall to a height of 6 to 7 feet above the surrounding grade. This "LCS Berm" was constructed as a weep collection system because surface weeps from the former Superior Plating building were observed at the time of system construction in 1994.

LCS Pumping and Conveyance System

Water collected in the LCS sump is pumped from the sump through two, float-controlled pumps into a force main (hose) that is contained within a 4-inch PVC sealed pipe to the storage tanks located on the Property. The pumping system is set-up with a primary pump with a larger secondary pump that would be activated if the LCS sump accumulates more water than the primary pump can handle. The containment pipe is designed such that leaks of the forcemain piping would be contained and would flow back into the LCS sump. The pumps are powered by a diesel-fired generator located on the Property. There is currently no electricity connected to

the LCS. Water discharged to the sanitary sewer is discharged from the tanks to the sanitary sewer on 1st Avenue Northeast.

Water Storage System

FUI has winterized the LCS pumping and water storage system and has installed two polyethylene 1,500-gallon tanks, with secondary containment, on the Property for storage of any water that is pumped from the LCS during the winter. The tanks are not equipped with tank level monitors, but are inspected and measured on a daily basis. Prior to winterizing the system, two steel 20,000-gallon tanks (frac tanks) were located on the Property and used to store or treat the water pumped from the LCS. The tanks were valved and connected to each other, providing 40,000 gallons of storage capacity (the "Frac Tank System"). Owner will remove the polyethylene tanks and reinstall a Frac Tank System (two 20,000 gallon tanks that meet MPCA and Hennepin County requirements for treatment and storage of hazardous waste) on or before March 1, 2015, or earlier if thawing conditions are occurring or are expected. Owner will ensure that the water storage system, including the tanks and secondary containment, complies with MPCA and Hennepin County requirements for storage of hazardous waste and will make necessary changes, if any, within 30 days after the effective date of the Amendment to Amended and Restated Voluntary Response Action Agreement (VRAA Amendment).

LCS Transition

FUI and any subsequent owner of the Property (Owner) will continue to operate and maintain the LCS (except to the extent that disposal of the water is transitioned to the MPCA in accordance with Phase 1 below) until MPCA assumes responsibility for the LCS as provided under Phase 2 of this LCS Transition and LCS Berm Removal Plan (Plan). MPCA will assume responsibility for the LCS in two phases:

Phase 1

Within 5 business days after certification by FUI or a subsequent owner of the Property (Owner) to the MPCA of installation of the polyethylene cover as described in the Stormwater Management Plan (Exhibit D to the VRAA Amendment), MPCA will inspect the polyethylene cover and inform Owner of any deficiencies with the installation. Owner will take steps, consistent with the intent of the Stormwater Management Plan, to correct any deficiencies found. Within 30 calendar days after Owner's certification of installation of the polyethylene cover, MPCA will take over the disposal of water collected from the LCS, including arranging for disposal, preparation of manifests, and signing of manifests, and all costs associated with such disposal. Owner will allow the MPCA to use the tanks to treat the water and allow access to discharge the water to the sanitary sewer. Prior to MPCA taking responsibility of the LCS water disposal, Owner will dispose of the remaining water in the tanks. Owner will continue to operate and maintain all other aspects of the LCS system, including making repairs and conducting inspections. Owner will notify MPCA when a sufficient amount of water has accumulated in the tanks to justify treating and disposing of the waste. The responsibility for operation and maintenance of the other aspects of the LCS system, including the tank system, will remain with Owner during this phase, including reporting and recovery of releases from the LCS and disposal and payment for disposal costs associated with any releases, (except to the extent that such releases are caused by MPCA or its contractors as part of MPCA's LCS water disposal).

Phase 2

Effective on the date ("Transfer Date") that is 90 calendar days after the first date when both of the following have been fulfilled: (1) MPCA and BNSF have signed an access agreement, or MPCA otherwise obtains access, to allow MPCA access to the BNSF property to modify and operate the LCS, and (2) FUI

has completed the LCS Berm Removal and Related Modifications section below, MPCA will assume full ownership and complete control and responsibility for the LCS, including inspections, operation, maintenance, repairs, water disposal, and reporting, and all associated costs; provided, however, that if such 90-day period has passed and Owner has not yet installed the polyethylene cover as required by the Stormwater Installation Plan section of Exhibit D (the Stormwater Management Plan), then the Transfer Date shall be the 14th business day after installation of such cover has been completed (including correction of any deficiencies identified by MPCA's inspection under Section II.A.A.4 of the VRAA Amendment). At that time, Owner will remove the water storage tanks and the diesel-powered generator (leased equipment) from the Property. MPCA will assume ownership of the other components of the LCS. MPCA will use all available means to obtain access to the BNSF property, time being of the essence.

LCS Berm Removal and Related Modifications

To assist MPCA in its assumption of the operational responsibilities of the LCS, Owner will remove the aboveground portions of the LCS berm down to the elevation of the surrounding grade. The LCS berm no longer serves any functional purpose. Removal of the LCS berm will not affect the ability to collect or pump water from the LCS sump and will provide MPCA with an area to construct a future treatment or storage system if desired by MPCA. Because the LCS berm is located off-site on adjacent BNSF property, Owner will obtain access from BNSF for demolition of the LCS berm and, if necessary, MPCA will assist Owner in discussions and negotiations with BNSF to obtain access.

Owner will remove the LCS berm and the section of the north building foundation wall that supports it from the building side of the area to provide a better working space and for loading of materials for disposal. Owner will profile the materials removed from the LCS berm to determine the proper management for disposal and will manage the material in accordance with the profile.

Owner will adjust the elevation of the concrete manhole to bring the upper manhole rim near the new grade elevation. The piping system for conveyance of the pumped water from the sump will be adjusted accordingly. Groundwater monitoring well MW-2A is also located within the LCS berm, and Owner will adjust the monitoring well elevation accordingly and survey the elevation.

A new security fence will be installed in the approximate location of the demolished section of the LCS berm wall, which will be tied into the remaining north wall to the east and the fenced gate to the west (along the adjoining sidewalk between the Property and the University Avenue bridge).

Owner will pay for all of the costs of LCS berm removal and related modifications described above. The removal of the LCS berm and related modifications described above will commence as soon as practicable after Owner obtains property access from BNSF.

Owner may propose modifications to this plan by request to the MPCA, but no such modifications shall be made unless approved in writing by the MPCA.

FIGURE 1
Site Plan

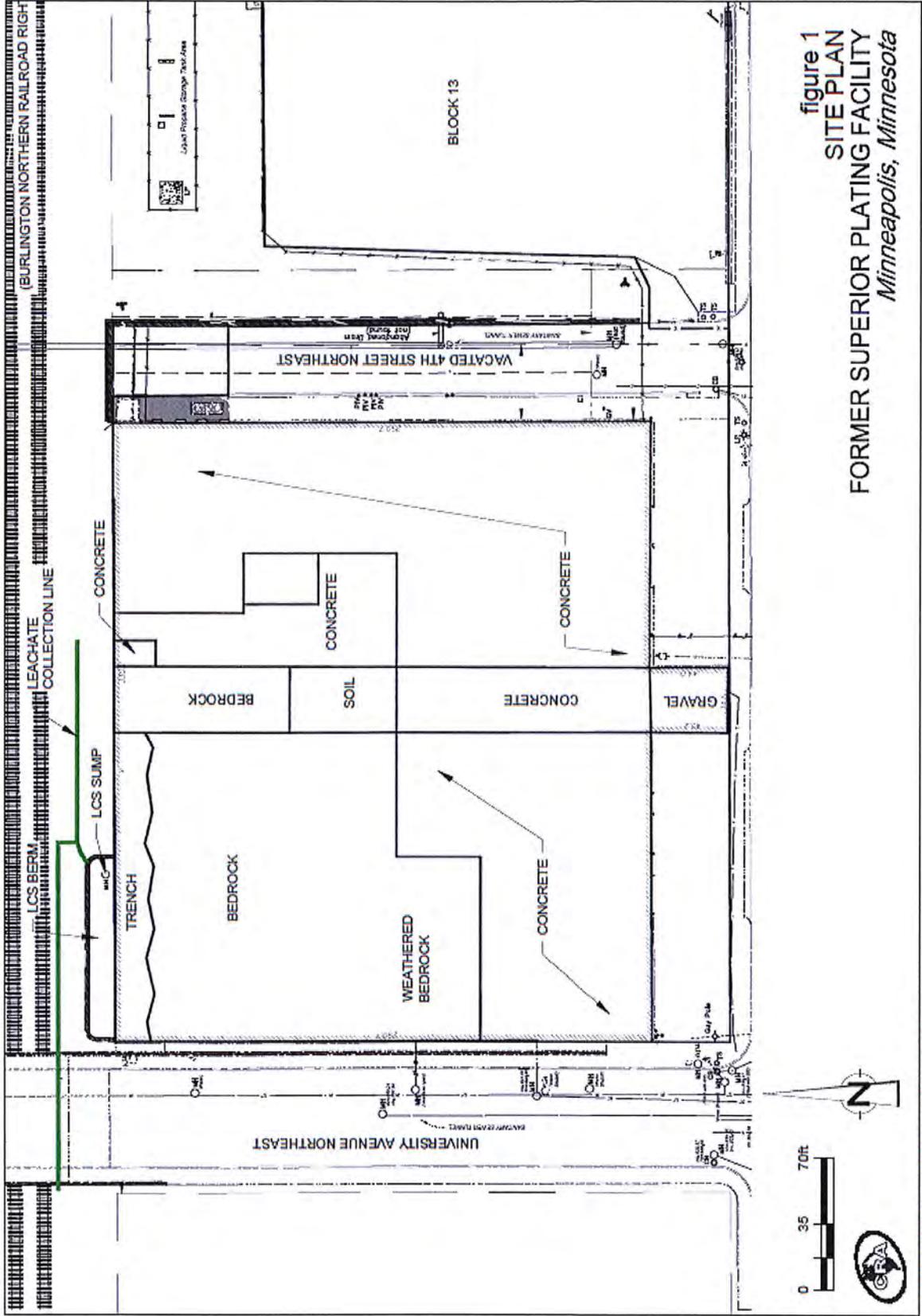


figure 1
SITE PLAN
FORMER SUPERIOR PLATING FACILITY
Minneapolis, Minnesota

78046-40(MISC001)CH-BU003 NOV 14/2014

FIGURE 2
Leachate Collection System Layout

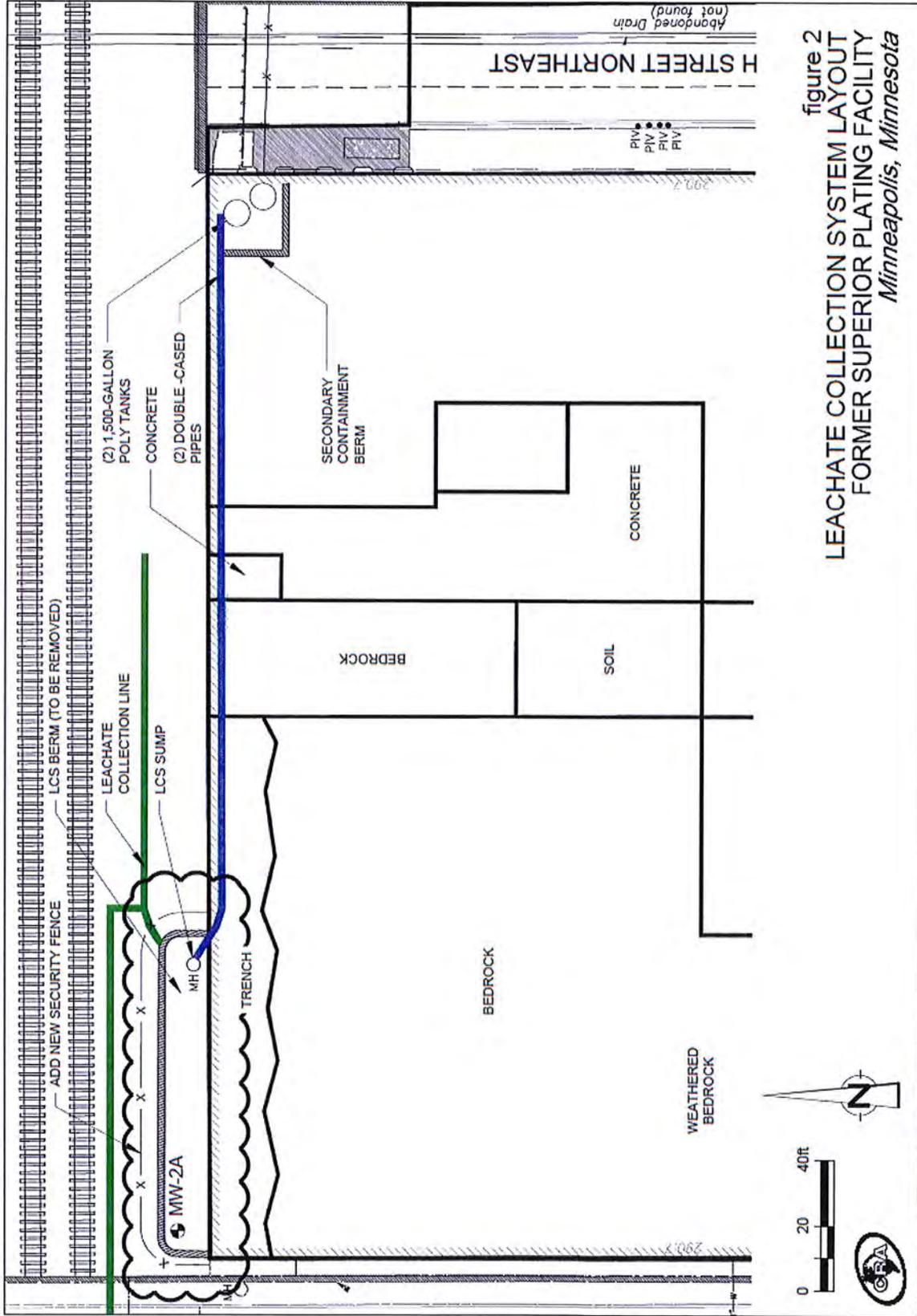


figure 2
LEACHATE COLLECTION SYSTEM LAYOUT
FORMER SUPERIOR PLATING FACILITY
Minneapolis, Minnesota

78046-40(MISC001)CI-BU005 NOV 21/2014

EXHIBIT F

RAP Implementation Report Approval Letter

(See following 3 pages)



Minnesota Pollution Control Agency

520 Lafayette Road North | St. Paul, Minnesota 55155-4194 | 651-296-6300
800-657-3864 | 651-282-5332 TTY | www.pca.state.mn.us | Equal Opportunity Employer

December 17, 2014

Mr. Eric J. Anderson, Executive Vice President
First and University Investor LLC
800 Washington Avenue North #690
Minneapolis, Minnesota 55401

RE: Superior Plating Site #2, 315 1st Ave NE, Minneapolis
MPCA VIC Project ID#: VP28000
PIN Numbers: 23-029-24-120090, 23-029-24-12-0182, 23-029-24-12-0083, 23-029-24-12-0084,
23-029-24-12-0085, 23-029-24-12-0080, 23-029-24-12-0079, 23-029-24-12-0078
Approval of Response Action Plan Implementation

Dear Mr. Anderson:

The Minnesota Pollution Control Agency (MPCA) Brownfields staff in the Voluntary Investigation and Cleanup (VIC) Programs has reviewed the report entitled Response Action Plan Implementation Report dated December 2014 prepared and submitted on your behalf by Conestoga-Rovers & Associates (CRA) for the Superior Plating Site (the Site) located at the address listed above hereinafter referred to as the RAP Implementation Report (RAP Implementation Report).

The RAP Implementation Report describes the completed response action activities on parcel 1 of the Property completed in accordance with the Response Action Plan prepared by Wenck Associates, Inc., File #2753-01-05, dated April 2012, which was approved by the MPCA in a letter dated May 9, 2012. The approved plan was subsequently amended by a letter from CRA, dated November 7, 2013, and approved by MPCA in a letter dated November 20, 2013 (such plan, as amended and approved, hereinafter the "RAP").

Response Action Plan Summary of Completed Activities. The RAP activities included the demolition of the former Superior Plating building and removal of on-site soils that were determined to be above the RAP cleanup criteria from beneath the building and above the bedrock. The RAP defined the soil cleanup criteria as the Soil Reference Values (SRVs) for residential use, as defined by MPCA. The planned soil excavation areas were defined within the RAP based upon the results of previous investigations completed at the Site. Soils determined to exceed their respective Resource Conservation and Recovery Act (RCRA) metals criteria, making the soil a characteristically hazardous waste, were to be treated to render the material as a non-hazardous waste and removed from parcel 1 of the Site for off-site disposal. The RAP also included the provision for parcel 1 site security (fencing) following the building demolition and soil removal.

The excavation, treatment, and off-site disposal of soils exceeding the RAP cleanup criteria on Parcel 1 of the Site was completed by June 2014. Parcel 1 was secured with fencing in June 2014.

After excavation of soil, it was determined that residual plating waste on the surface of the bedrock and within the bedrock and the West Wall Soils was a source for contamination of stormwater ponding at parcel 1 of the Site. To prevent infiltration of contaminated stormwater, the MPCA requested that you remove and dispose of the water. In addition, the bedrock surface and the north wall were power washed and brushed to remove some of the contamination from the bedrock and a heavily contaminated bedrock outcrop was removed. In addition, a stormwater management plan was developed to place a cover over the Stormwater Management Area and the

West Wall Soils to prevent infiltration of stormwater to contaminated bedrock and groundwater and to collect and manage stormwater from the Stormwater Management Area until buildings, pavement or similarly impervious surfaces are constructed over the Stormwater Management Area.

Ongoing Operation, Maintenance, or Monitoring of Response Actions. At this time, a groundwater pump and treat system (MW-7 system) is located off-site, approximately one-block south of the Site. The system is operated continuously, extracting impacted groundwater, pre-treating the extracted water through ultraviolet (UV) and hydrogen peroxide prior to discharge to the sanitary sewer system under a permit from Metropolitan Council Environmental Services. Operation of the MW-7 groundwater treatment system and necessary monitoring of the groundwater is governed by a Voluntary Response Action Agreement, as amended, (VRAA) between First and University Investor (FUI) and the MPCA.

Based on the review of the RAP Implementation Report, it is hereby approved, subject to the following conditions:

1. Upon development, a vapor barrier is required beneath any on-site building in accordance with VIC guidance and the VRAA or vapor barrier and passive vent system shall be installed under the on-site building(s).
2. Imported soil shall be from a native source and/or meet the MPCA's criteria for Unregulated Fill. Excess fill targeted for off-site reuse that does not meet Unregulated Fill criteria may not be reused off-site at the discretion of the contractor or other project personnel.
3. Any contaminated soils removed from the site must be treated or disposed of by a method approved by the MPCA. Contaminated soils transported to an approved landfill must be in compliance with all state and local permits. The applicant must notify MPCA staff when contaminated soils are initially transported and where soils will be disposed of prior to disposal. Please include all transportation and handling manifests for such soils within a final report.
4. Stormwater will continue to be managed in accordance with the approved Stormwater Management Plan for parcel 1 of the Site and the VRAA.
5. FUI shall continue to operate the MW-7 groundwater treatment system and monitor groundwater in accordance with the RAP for the Site and the VRAA.

This letter is subject to the disclaimers found in Attachment A. If you have any questions about this letter, please contact myself at 651-757-2753 and gerald.stahnke@state.mn.us or Candace Sykora, hydrogeologist, at 651-757-2773 and candace.sykora@state.mn.us.

Sincerely,



Gerald Stahnke, Project Manager
Site Remediation & Redevelopment Section
Remediation Division
GS/CS:jmp

Attachment

cc: Steve Voss, CRA
Thomas Frame, City of Minneapolis
Mike Risse, Hennepin County
Doug Beckwith, MPCA-Duluth
Candace Sykora, MPCA

ATTACHMENT A
DISCLAIMERS
SUPERIOR PLATING SITE VP28000

1. Reservation of Authorities

The MPCA Commissioner reserves the authority to take any appropriate actions with respect to any release, threatened release, or other conditions at the Site. The MPCA Commissioner also reserves the authority to take such actions if the voluntary party does not proceed in the manner described in this letter or if actions taken or omitted by the voluntary party with respect to the Site contribute to any release or threatened release, or create an imminent and substantial danger to public health and welfare.

2. No MPCA Assumption of Liability

The MPCA, its Commissioner and staff do not assume any liability for any release, threatened release or other conditions at the Site or for any actions taken or omitted by the voluntary party with regard to the release, threatened release, or other conditions at the Site, whether the actions taken or omitted are in accordance with this letter or otherwise.

3. Letter Based on Current Information

All statements, conclusions and representations in this letter are based upon information known to the MPCA Commissioner and staff at the time this letter was issued. The MPCA Commissioner and staff reserve the authority to modify or rescind any such statement, conclusion or representation and to take any appropriate action under his authority if the MPCA Commissioner or staff acquires information after issuance of this letter that provides a basis for such modification or action.

4. Disclaimer Regarding Use or Development of the Site

The MPCA, its Commissioner and staff do not warrant that the Site is suitable or appropriate for any particular use.

5. Disclaimer Regarding Investigative or Response Action at the Site

Nothing in this letter is intended to authorize any response action under Minn. Stat. § 115B.17, subd. 12.

EXHIBIT G

Certificate of Completion

(See following 10 pages)



Minnesota Pollution Control Agency

520 Lafayette Road North | St. Paul, Minnesota 55155-4194 | 651-296-6300

800-657-3864 | 651-282-5332 TTY | www.pca.state.mn.us | Equal Opportunity Employer

December 19, 2014

Mr. Eric J. Anderson, Executive Vice President
First and University Investor LLC
800 Washington Avenue North #690
Minneapolis, MN 55401

RE: Superior Plating Site, 315 1st Ave NE, Minneapolis
MPCA VIC Project ID#: VP28000
Certificate of Completion

Dear Mr. Anderson:

The Minnesota Pollution Control Agency (MPCA) staff in the Voluntary Investigation and Cleanup (VIC) Program are pleased to send the enclosed Commissioner's Certificate of Completion of Response Actions Under the Land Recycling Act of 1992, As Amended (Certificate of Completion).

If you have any questions about the contents of this letter, please contact me at 651-757-2753.

Sincerely,

A handwritten signature in black ink, appearing to read "Gerald J. Stahnke".

Gerald J. Stahnke
Project Manager
Site Remediation and Redevelopment Section
Remediation Division

GJS:jmp

Enclosure

cc: Steve Voss, CRA
Thomas Frame, City of Minneapolis
Doug Beckwith, MPCA, Duluth Office
Candace Sykora, MPCA
Rob Devolve, Stinson, Leonard Street

**STATE OF MINNESOTA
POLLUTION CONTROL AGENCY**

**Commissioner's Certificate
of Completion of Response Actions
Under the Land Recycling Act of 1992, As Amended**

Whereas, First and University Investor LLC (FUI) has undertaken response actions pursuant to Minn. Stat. § 115B.175 (the Land Recycling Act of 1992, as amended) at Parcel 1 of the Superior Plating site, VP28000 site, located at 315 1st Ave NE, Minneapolis, MN and further described in a legal description in Exhibit A to this CERTIFICATE, hereinafter referred to as the Site (Site) and as shown on the map in Exhibit D to this CERTIFICATE; and

Whereas, FUI submitted a Voluntary Response Action Plan (comprised of the documents and reports listed as 1 through 9 in Exhibit B (page B-3) of this CERTIFICATE) including an Investigation Report (comprised of the documents and reports listed as 1 through 36 in Exhibit B (pages B-1 and B-2) of this CERTIFICATE), to the Minnesota Pollution Control Agency (MPCA) under Minn. Stat. § 115B.17, subd. 14, governing review of voluntary investigation and response actions; and

Whereas, in accordance with Minn. Stat. §§ 115B.17 subd. 14, and 115B.175, the Commissioner of the MPCA (Commissioner) or the Commissioner's delegate has determined that the Investigation Report adequately identified and evaluated the nature and extent of the releases and threatened releases at or from the Site; and

Whereas, the Commissioner or the Commissioner's delegate has approved a Voluntary Response Action Plan (comprised of documents 1 through 9 in Exhibit B of this CERTIFICATE) including the response actions determined by the Commissioner or the Commissioner's delegate to be necessary to protect public health and welfare, and the environment, from releases or threatened releases of hazardous substances, pollutants, or contaminants at or from the Site, as described in Exhibit C of this CERTIFICATE; and

Whereas, FUI and the MPCA Commissioner have entered into the Amended and Restated Voluntary Response Action Agreement dated the 27th day of November 2013, and an Amendment thereto dated November 26, 2014 (as amended, the VRAA), pursuant to which FUI will 1.) perform operation and maintenance of the groundwater monitoring network and pump & treat system in accordance with the VRAA, as more particularly described therein, and 2.) comply with the Environmental Covenant (defined below) for the Site, as more particularly described therein; and

Whereas, First and University has completed the response actions set forth in the approved Voluntary Response Action Plan, including the actions necessary to carry out any reuse or development of the Site in a manner that protects public health and welfare and the environment.

Now, Therefore, pursuant to Minn. Stat. § 115B.175, subd. 5,

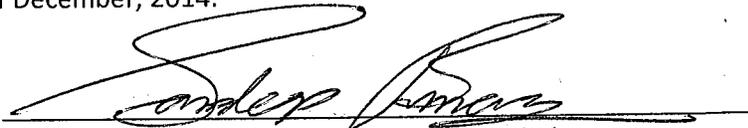
The COMMISSIONER OF THE MINNESOTA POLLUTION CONTROL AGENCY CERTIFIES UNDER MINN. STAT. § 115B.175 (THE LAND RECYCLING ACT OF 1992, AS AMENDED), THAT RESPONSE ACTIONS HAVE BEEN COMPLETED AS SET FORTH IN THE APPROVED VOLUNTARY RESPONSE ACTION PLAN FOR THE SITE.

Upon issuance of this CERTIFICATE, the persons qualified for protection under Minn. Stat. § 115B.175, subd. 6, are entitled to protection from liability under Minn. Stat. §§ 115B.01 to 115B.18, to the extent provided in the Land Recycling Act of 1992, as amended. The protection from liability provided under Minn. Stat. § 115B.175, does not apply to any person excluded from that protection under Minn. Stat § 115B.175, subd. 7.

This CERTIFICATE and the protection from liability under the Land Recycling Act of 1992, as amended, referred to in this CERTIFICATE apply to releases and threatened releases at the Site which were not required to be removed or remediated, or are in the process of being remediated under the Approved Voluntary Response Action Plan, conditioned upon compliance by FUI with the Voluntary Response Action Agreement, and compliance by the owner of the Site and the successors and assigns of the owner with the Environmental Covenant and Easement (Environmental Covenant), both as approved and executed by the MPCA and FUI. The Environmental Covenant was recorded with the Hennepin County Recorder's Office and the Hennepin County Registrar of Titles Office on December 2, 2014, as document numbers 10141317 and 05217981, respectively.

Nothing in this CERTIFICATE or in the Land Recycling Act of 1992, as amended, affects the authority of the MPCA or the MPCA Commissioner to exercise any powers or duties under Minn. Stat §§ 115B.01 to 115B.18, or other law with respect to any release or threatened release at the Site, or the right of the MPCA or the MPCA Commissioner to seek any relief available under those sections against any person who is not entitled to protection from liability under the Land Recycling Act of 1992, as amended, with respect to such release or threatened release.

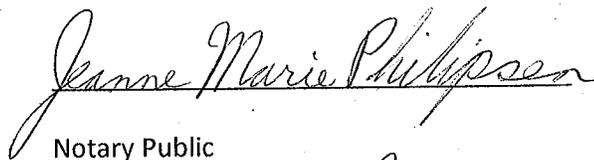
SIGNED AND CERTIFIED this 19 day of December, 2014.



Sandeep R. Burman, Delegate of the Commissioner
Manager
Remediation Division
Minnesota Pollution Control Agency

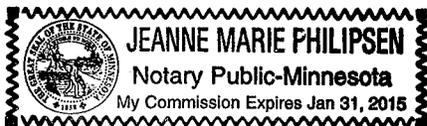
STATE OF MINNESOTA)
) ss.
COUNTY OF RAMSEY)

The foregoing was acknowledged before me this 19 day of December, 2014, by Sandeep R. Burman, pursuant to delegation by John Linc Stine, Commissioner of the Minnesota Pollution Control Agency, a state agency, on behalf of the State of Minnesota.



Notary Public

My Commission Expires Jan. 31, 2015



**EXHIBIT A
LEGAL DESCRIPTION
SUPERIOR PLATING
MPCA VIC PROJECT NUMBER VP28000**

Parcel 1:

All of Block 16, Saint Anthony Falls, together with all that part of Fourth Street Northeast vacated by Resolution 88R-312 adopted August 12, 1988, filed October 28, 1988, as Document No. 5470142.

Hennepin County, Minnesota

Property Identification Numbers 23-029-24-120090, 23-029-24-12-0182, 23-029-24-12-0083,
23-029-24-12-0084, 23-029-24-12-0085, 23-029-24-12-0080, 23-029-24-12-0079 and 23-029-24-12-0078

EXHIBIT B
SITE DOCUMENTS
SUPERIOR PLATING
MPCA VIC PROJECT NUMBER VP28000

Investigation Reports

1. Remedial Investigation Report - Subsurface Exploration Report, Superior Plating, Inc. Site, Minneapolis, MN, dated March 25, 1983, prepared by Soil Exploration Company (SEC).
2. Additional Subsurface Exploration for Chemical Contamination, Superior Plating, Inc., dated May 12, 1983, prepared by SEC.
3. Remedial Investigation, Subsurface Contamination Investigation, Superior Plating, Inc. Site, Minneapolis, MN, dated August 3, 1983, prepared by SEC.
4. Subsurface Contamination Investigation, Superior Plating, Inc., dated August 3, 1983, prepared by SEC.
5. Groundwater Investigation Work Plan, Superior Plating, Inc., dated February 24, 1984, prepared by Barr Engineering (Barr).
6. Specifications for Monitoring Well Installations, Superior Plating Site, Minneapolis, MN, dated June 1984, prepared by Barr.
7. Remedial Investigation/Feasibility Study, Superior Plating, Inc., Minneapolis, MN, dated August 1987, prepared by Barr.
8. Bidding Documents, Platteville Formation and St. Peter Sandstone Monitoring Well Installation, Superior Plating, Inc., Minneapolis Plating Site, dated September 1988, prepared by Barr.
9. Remedial Investigation Report, Supplemental Investigation, Superior Plating, Inc., Minneapolis, MN, dated January 1989, prepared by Barr.
10. Supplemental Investigation, Superior Plating, Inc., dated January 1, 1989, prepared by Barr.
11. Remedial Investigation Report, Supplemental Investigation, Superior Plating, Inc., Minneapolis, MN, dated January 1989, prepared by Barr.
12. Remedial Design/Remedial Action Work Plan, Superior Plating, Inc., dated April 1, 1991, prepared by Barr.
13. Remedial Design/Remedial Action Work Plan Appendix C Attachment 6, Superior Plating, Inc., dated April 1, 1991, prepared by Barr.
14. Groundwater Pumpout System and Treatment Vault, Superior Plating, Inc., dated September 1, 1991, prepared by Barr.
15. Groundwater Pumpout System and Treatment Vault, Superior Plating, Inc., dated October 1991, prepared by Barr.

16. Preliminary Assessment/Visual Site Inspection, Final Report, Superior Plating, Inc., Minneapolis, MN, dated March 10, 1992, prepared by U.S. Environmental Protection Agency - PRC Environmental Management, Inc.
17. Soils Remedial Investigation, Superior Plating, Inc., dated September 1992, prepared by Barr.
18. 1990-92 Groundwater Monitoring Report, Superior Plating, Inc., dated May 1, 1993, prepared by Barr.
19. QAPP, Superior Plating, Inc., dated September 1, 1993, prepared by Barr.
20. QAPP, Superior Plating, Inc., dated April 1, 1994, prepared by Barr.
21. 1993 Groundwater Monitoring Report, Superior Plating, Inc., dated April 1, 1994, prepared by Barr.
22. Groundwater Remedial Action Evaluation Report, Superior Plating, Inc., dated July 1, 1994, prepared by Barr.
23. 1995 Annual Monitoring Report, Superior Plating, Inc., dated April 1, 1996, prepared by Barr.
24. 1996 Annual Monitoring Report, Superior Plating, Inc., dated April 1, 1997, prepared by Barr.
25. 1998 Annual Report, Superior Plating, Inc., dated June 8, 1998, prepared by Barr.
26. 1998 Annual Monitoring Report, Superior Plating, Inc., dated May 1, 1999, prepared by Barr.
27. 1999 Annual Monitoring Report, Superior Plating, Inc., dated April 1, 2000, prepared by Barr.
28. 2000 Annual Monitoring Report, Superior Plating, Inc., dated April 1, 2001, prepared by Barr.
29. 2001 Annual Monitoring Report, Superior Plating, Inc., dated May 1, 2002, prepared by Barr.
30. 2001 Annual Monitoring Report, Summary of Monitoring Results, Superior Plating Site, dated May 2002, prepared by Barr.
31. 2002-2003 Annual Monitoring Report, summary of Monitoring Results, Superior Plating Site, Minneapolis, MN, dated August 2003, prepared by Barr.
32. 2003-2004 Annual Monitoring Report, Summary of Monitoring Results, Superior Plating Site, Minneapolis, MN, dated May 2004, prepared by Barr.
33. 2004-2005 Annual Monitoring Report, Superior Plating, Inc., dated May 27, 2005, prepared by Barr.
34. 2005-2006 Annual Monitoring Report Summary of Monitoring Results, Superior Plating Site, Minneapolis, MN, dated May 1, 2006, prepared by Barr.
35. Phase I Environmental Site Assessment, Former Superior Plating, 315 1st Avenue NE, Minneapolis, Minnesota, dated December 2011, prepared by Wenck Associates, Inc. (Wenck).
36. Limited Phase II Investigation Work Plan, Former Superior Plating, 315 1st Avenue NE, Minneapolis, Minnesota, dated December 2011, prepared by Wenck.

Voluntary Response Action Plan and Response Action Implementation

1. Risk-Based Site Characterization and Sampling Guidance, September 1998, Minnesota Pollution Control Agency (MPCA).
2. Limited Phase II Investigation Report, Former Superior Plating Facility, 315 1st Avenue NE, Minneapolis, Minnesota, prepared for Superior Plating Company, dated February 2012, prepared by Wenck.
3. Response Action Plan, Former Superior Plating Facility, 315 1st Avenue NE, Minneapolis, Minnesota, prepared for CCGS Acquisition, LLC and CCGS Finance, LLC, dated April 2012, prepared by Wenck.
4. Waste Characterization Sampling Plan - Building Materials, Former Superior Plating Site, letter to Gerald Stahnke (MPCA) from Steven Voss [Conestoga-Rovers & Associates, Inc. (CRA)], dated September 20, 2013.
5. Revised Proposed Amendments - Response Action Plan, Former Superior Plating Site, letter to Gerald Stahnke (MPCA) from Steven Voss (CRA), dated November 7, 2013.
6. Proposed Amendments to Approved Response Action Plan, Superior Plating Site, 315 1st Avenue NE, Minneapolis, letter from Gerald Stahnke (MPCA) to Eric J. Anderson [First and University Investor LLC (FUI)], dated November 20, 2013.
7. Waste Characterization Sampling - Building Materials, Superior Plating Site, 315 1st Avenue NE, Minneapolis, letter from Candace Sykora (MPCA) to Eric J. Anderson (FUI), dated November 20, 2013.
8. Amended & Restated Voluntary Response Action Agreement, Former Superior Plating Property, dated November 27, 2013.
9. Response Action Plan Implementation Report – Block 16, Former Superior Plating Facility, Minneapolis, Minnesota, dated December 2014, prepared by CRA.
10. Amendment to Amended & Restated Voluntary Response Action Agreement, Former Superior Plating Property, dated November 26, 2014.

EXHIBIT C
SITE SUMMARY
SUMMARY OF THE IDENTIFIED RELEASES AND RESPONSE ACTION IMPLEMENTATION
FORMER SUPERIOR PLATING SITE

Summary of Identified Releases

The former Superior Plating building, which was constructed in the 1890s, was originally used as a streetcar barn and repair facility. Superior Plating Company began using the building in 1956 for metal plating operations and operated as a metal painting, finishing, and electroplating facility on the Property from the mid-1950s until 2012. The operations included metal degreasing using chlorinated solvents, painting, and cadmium, chromium, nickel, and zinc plating lines.

Historical releases to the soil and groundwater had been identified beneath the building through investigations dating back to 1983. These investigations identified volatile organic compounds (VOCs) including trichloroethylene (TCE), plating metals including chromium, cadmium, and nickel, and cyanide in the site soils and groundwater beneath the Property. Off-site investigations also identified impacts to the groundwater from metals and VOCs.

According to previous reports and interviews with plant personnel, chemicals from Superior Plating's metal plating process had been allowed to flow from the plating tanks onto and through the wooden plank flooring within the building to be collected by sub-floor concrete trenches. It is believed that these plating wastes impacted the soil beneath the building through cracks and other perforations in the concrete subfloor.

The Superior Plating site was included on the Minnesota Permanent List of Priorities in 1985. Additional information regarding historical investigations and response actions at the site are contained in the Minnesota Decision Document and Amended Minnesota Decision Document for the site, and other records on file with the MPCA. Additional investigation and remediation of the Property have been undertaken by FUI under the MPCA's Voluntary Investigation and Cleanup (VIC) Program in preparation for redevelopment of the Property.

Summary of Response Action Implementation

A Response Action Plan prepared by Wenck Associates, Inc., dated April 2012, was approved by MPCA in a letter dated May 9, 2012. The approved plan was subsequently amended by letter from Conestoga-Rovers & Associates, Inc., dated November 7, 2013, and approved by MPCA in a letter dated November 20, 2013 (such plan, as amended and approved, hereinafter the "RAP").

The RAP activities included the demolition of the former Superior Plating building and removal of on-site soils that were determined to be above the RAP cleanup criteria from beneath the building and above the bedrock. The RAP defined the soil cleanup criteria as the Soil Reference Values (SRVs) for residential use, as defined by MPCA. The planned soil excavation areas were defined within the RAP based upon the results of previous investigations completed at the Property. Soils determined to exceed their respective Resource Conservation and Recovery Act (RCRA) metals criteria, making the soil a characteristically hazardous waste, were to be treated to render the material as a non-hazardous waste and removed from the Property for off-site disposal. The RAP also included the provision for site security (fencing) following the building demolition and soil removal.

The excavation, treatment, and off-site disposal of soils exceeding the RAP cleanup criteria on Parcel 1 of the Property were completed in June 2014. The Property was secured with fencing in June 2014.

After excavation of soil, it was determined that residual plating waste on the surface of the bedrock and within the bedrock and an area of soil beneath the western building foundation wall was a source for contamination of stormwater ponding at the Property. To minimize infiltration of contaminated stormwater, the MPCA requested that FUI remove and dispose of the water. In addition, the bedrock surface and the north wall were power washed and brushed to remove some of the contamination from the bedrock and a heavily contaminated bedrock outcrop was removed. A stormwater management plan was developed to collect and manage stormwater from the excavation until buildings, pavement or similarly impervious surfaces are constructed over the exposed bedrock surface.

Based upon the excavation areas defined in the RAP and the confirmatory sampling results, it is believed that no residual soil contamination exceeding residential SRVs exists on Parcel 1, except under a portion of the west wall of the former Superior Plating building where (unlike the remainder of the wall) the wall does not extend to bedrock, including the adjacent soils in the one-foot wide strip between such west wall and the west property line. This portion of the wall and adjacent soils is approximately 80 feet wide (long), approximately 3 to 5 feet high and approximately 3 to 4 feet thick.

APPENDIX D



Community Planning &
Economic Development

Development Services

250 South 4th Street - Room 300
Minneapolis MN 55415

Office 612 673-3000 or 311
Fax 612 370-1416
TTY 612 673-2157

July 22, 2013

Leonard Street and Deinar
Attn: Eric Galatz
150 S. 5th Street, Suite 2300
Minneapolis, MN 55402

RE: Demolition of Historic Resource Application – Superior Plating Facility - 315 1st Avenue Northeast, (BZH-27768)

Dear Mr. Galatz:

At the July 9, 2013, Heritage Preservation Commission (HPC) meeting, the HPC voted to approve your Demolition of Historic Resource Application to allow for the demolition of the Superior Plating facility (formerly the East Side Station) with the following conditions:

315 1st Avenue Northeast, Superior Plating (BZH #27768, Ward 3) (Farrar)

Leonard Street and Deinar, on behalf of First and University Investors, LLC, has submitted a Demolition of Historic Resource application. The Demolition of Historic Resource application is to allow for the demolition of the East Side Station, the former Superior Plating facility, located on the property at 315 1st Avenue Northeast. The property is not currently locally or nationally designated. The property was included in a 2011 historic reconnaissance survey of the central core of the city, which did not specifically identify the building as potentially historic, but did identify the adjacent area (including a portion of the site) as a potential historic district.

Action: The Heritage Preservation Commission adopted staff findings and **approved** the Demolition of Historic Resource to allow for the demolition of the existing building located on the property at 315 1st Avenue Northeast subject to the following mitigation condition(s):



1. As mitigation for the demolition of the Superior Plating facility (formerly the East Side Station), a photographic recordation (prior to the demolition) of the property shall be prepared and submitted to staff that is in accordance with the guidelines of the Minnesota Historic Property Record.
2. As mitigation for the demolition of the Superior Plating facility (formerly the East Side Station), the applicant shall incorporate an interpretative element into any future redevelopment of the site that provides the history of the building and surrounding area.

Aye: Faucher, Hunter Weir, Lackovic, Larsen, L. Mack, R. Mack

Nay: Stade

Absent: Haecker

Motion Passed

The actions were not appealed during the 10-day appeal period which ended on July 19, 2013.

The Heritage Preservation Commission decision is valid for a period of two years from the date of the decision (July 9, 2015) during which time the appropriate permits must be obtained. The zoning administrator, upon written request, may for good cause shown grant up to a one (1) year extension to this time limit. Please contact me if you have any questions. I can be reached at (612) 673-3594 or via email at Rebecca.farrar@minneapolismn.gov.

Sincerely,



Becca Farrar-Hughes
Senior City Planner

Payne, Ashley

From: Thomas Cinadr <thomas.cinadr@mnhs.org>
Sent: Friday, October 17, 2014 6:16 AM
To: Haase, Rachel
Subject: Re: File Search Request - Superior Plating Redevelopment
Attachments: Archaeology.rtf; Historic.rtf

THIS EMAIL IS NOT A PROJECT CLEARANCE.

This message simply reports the results of the cultural resources database search you requested. The database search produced results for only previously known archaeological sites and historic properties. Please read the note below carefully.

Archaeological sites and historic properties were identified in a search of the Minnesota Archaeological Inventory and Historic Structures Inventory for the search area requested. **Reports containing the results of the search are attached.**

The result of this database search provides a listing of recorded archaeological sites and historic architectural properties that are included in the current SHPO databases. Because the majority of archaeological sites in the state and many historic architectural properties have not been recorded, important sites or structures may exist within the search area and may be affected by development projects within that area. Additional research, including field survey, may be necessary to adequately assess the area's potential to contain historic properties.

If you require a comprehensive assessment of a project's potential to impact archaeological sites or historic architectural properties, you may need to hire a qualified archaeologist and/or historian. If you need assistance with a project review, please contact Kelly Gragg-Johnson in Review and Compliance @ 651-259-3455 or by email at kelly.graggjohnson@mnhs.org.

The Minnesota SHPO Survey Manuals and Database Metadata and Contractor Lists can be found at <http://www.mnhs.org/shpo/survey/inventories.htm>

SHPO research hours are 8:30 AM – 4:00 PM Tuesday-Friday.

The Office is closed on Mondays.

Tom Cinadr
Survey and Information Management Coordinator
Minnesota State Historic Preservation Office
Minnesota Historical Society
345 Kellogg Blvd. West
St. Paul, MN 55102

651-259-3453

On Thu, Oct 16, 2014 at 5:44 PM, <Rachel.Haase@kimley-horn.com> wrote:

Tom,

We are preparing an Environmental Assessment Worksheet for the redevelopment of the former Superior Plating site in Minneapolis, Minnesota. I am writing to request a database search for the site located in the NW ¼ of the NE ¼ of Township 29N, Range 24W, Section 23 (see the attached project location figure). The proposed project would redevelop the former Superior Plating site as a mixed use residential and commercial development. Minneapolis Community Planning and Economic Development staff had found that the Superior Plating building met at least one of the local designation criteria for a historic resource, but the Historic Preservation Commission voted to approve the demolition application (see attached letter).

Please let me know if you have any questions or need additional information.

Thank you,

Rachel Haase

Rachel Haase

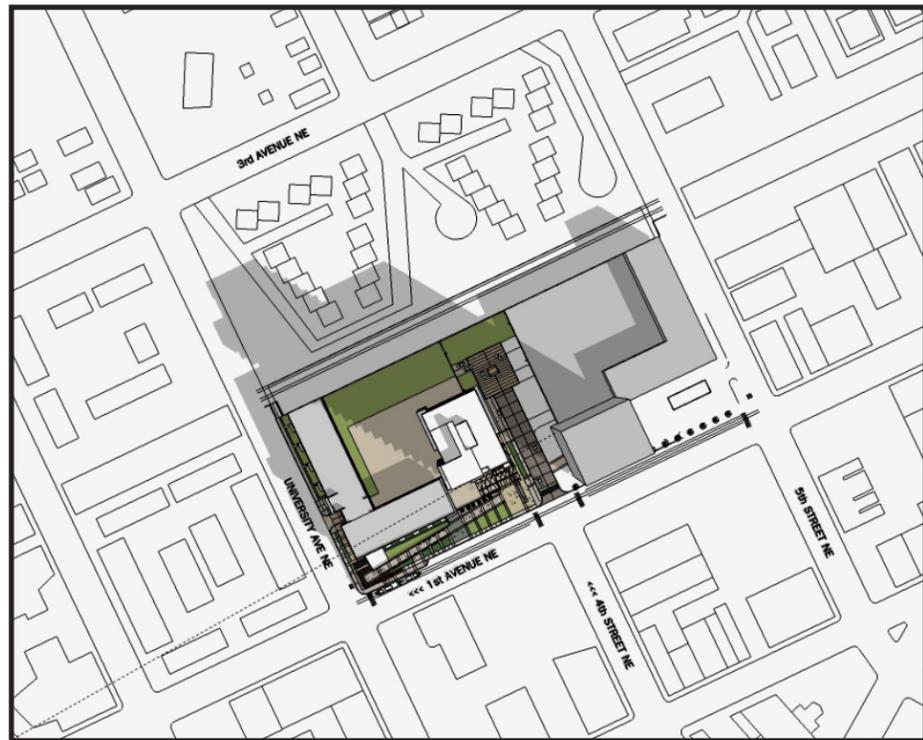
Kimley-Horn | 2550 University Avenue W, Suite 238N, Saint Paul, MN 55114

Direct: 651 643 0412 | Mobile: 402 304 1585

Connect with us: [Twitter](#) | [LinkedIn](#) | [Facebook](#) | [YouTube](#)

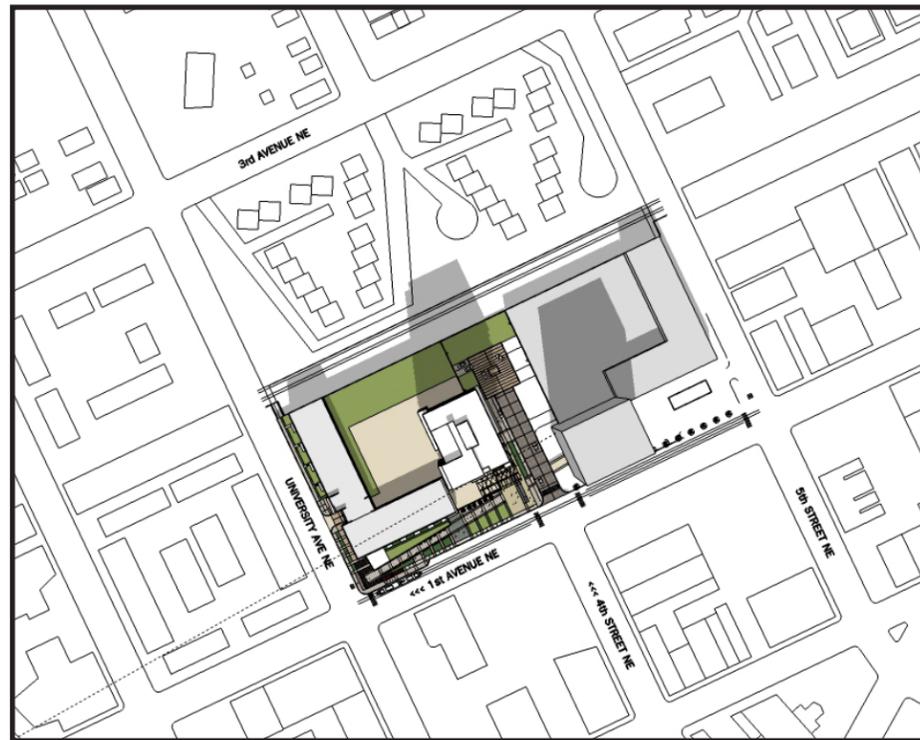
Proud to be one of FORTUNE magazine's 100 Best Companies to Work For

APPENDIX E



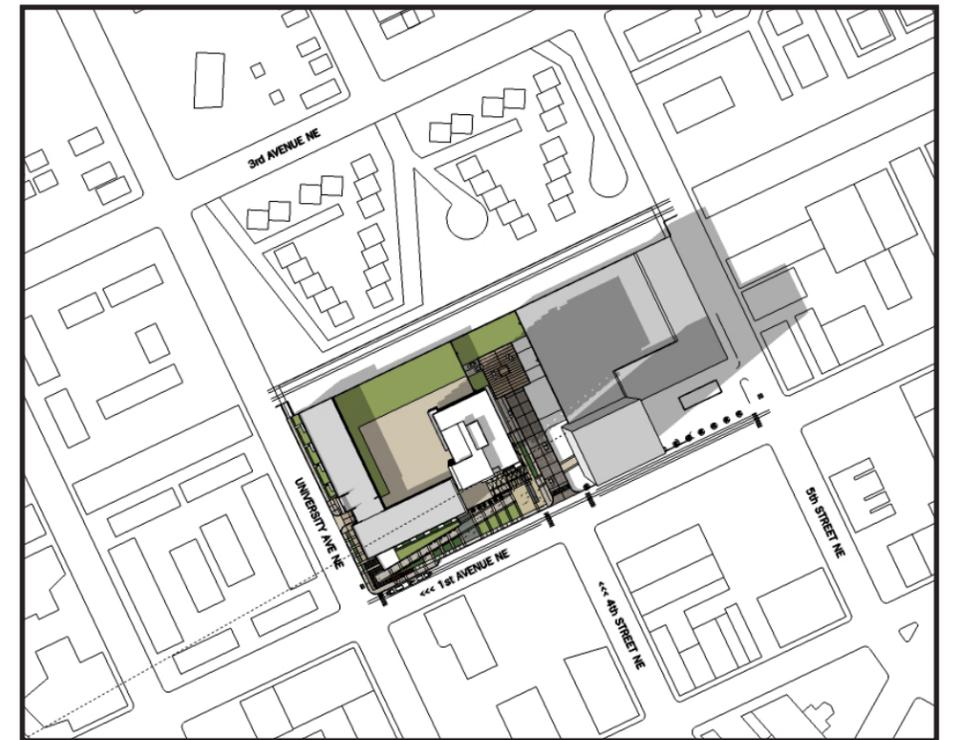
MARCH/SEPTEMBER

9 AM



MARCH/SEPTEMBER

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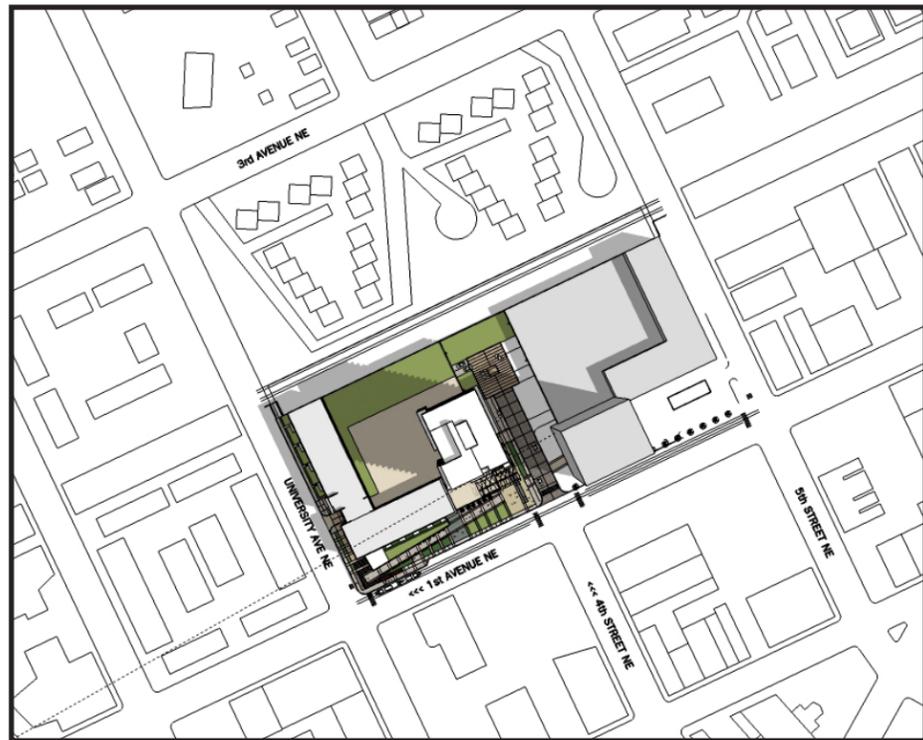


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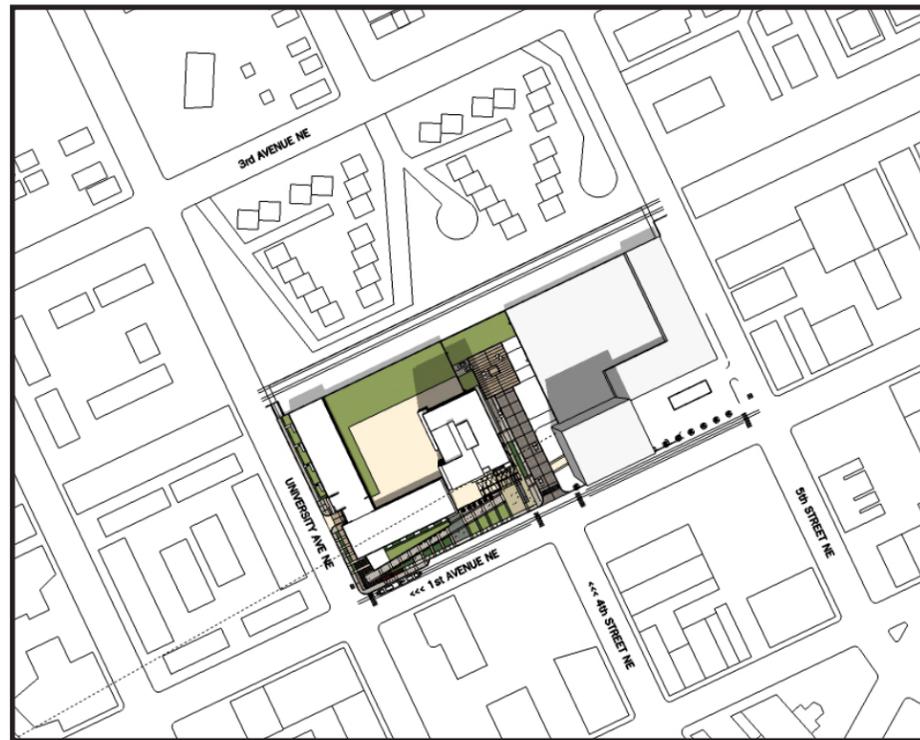


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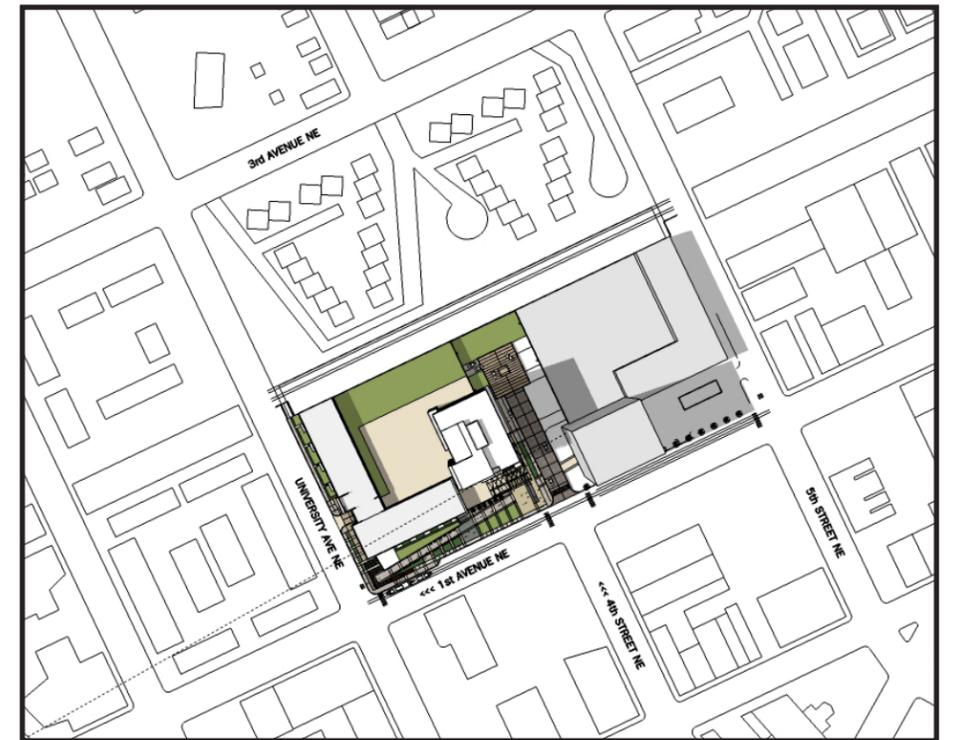
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JUNE

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SHADOW STUDY



DECEMBER

9 AM



DECEMBER

12 PM



DECEMBER

3 PM



SHADOW STUDY

APPENDIX F



TRAVEL DEMAND MANAGEMENT PLAN

SUPERIOR PLATING SITE

MINNEAPOLIS, MINNESOTA

Prepared for:

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1.0 BACKGROUND

Lennar Multifamily Investors, LLC (Lennar) is proposing to redevelop the former Superior Plating site in Minneapolis, which is located at University Avenue NE and 1st Avenue NE. The site is located within the Nicollet Island/East Bank Neighborhood and is in the proximity of several other mixed-use developments. **Figure 1-1** shows the project location.

The site consists of eight parcels and is currently owned by First & University Investors. The project is located on a designated superfund site, which has been partially remediated by the current owner. Remediation consisted of building demolition and disposal along with removal of contaminated soil down to the bedrock in northwestern corner of the site. The majority of the building structure has been removed on Parcel 1. A portion of the concrete building slab is still in place and will be removed prior to redevelopment of the site. Parcel 2 is primarily covered in impervious surface including a storage building and a small area of overgrown vegetation.

Redevelopment plans for the site are for a mixed-use development including both residential and commercial uses, constructed in two phases. Phase 1 assumes up to 260 residential units and, 26,000 square feet of commercial space. Phase 2 assumes up to 490 additional residential units and 49,000 square feet of additional commercial space

Vehicular access to and from the site will be provided at the intersection of 4th Street NE and 1st Avenue NE. One-way access to the site will also be provided from University Avenue for service vehicles during off-peak hour, and up to 14 employee parking stalls (See **Figure 1-2**). The first phase will include the building and improvements west of the proposed access drive (previously vacated 4th Street NE) and is anticipated to start in 2015, with assumed completion in 2017. The second phase is anticipated to begin construction in 2017, with assumed completion in 2019.

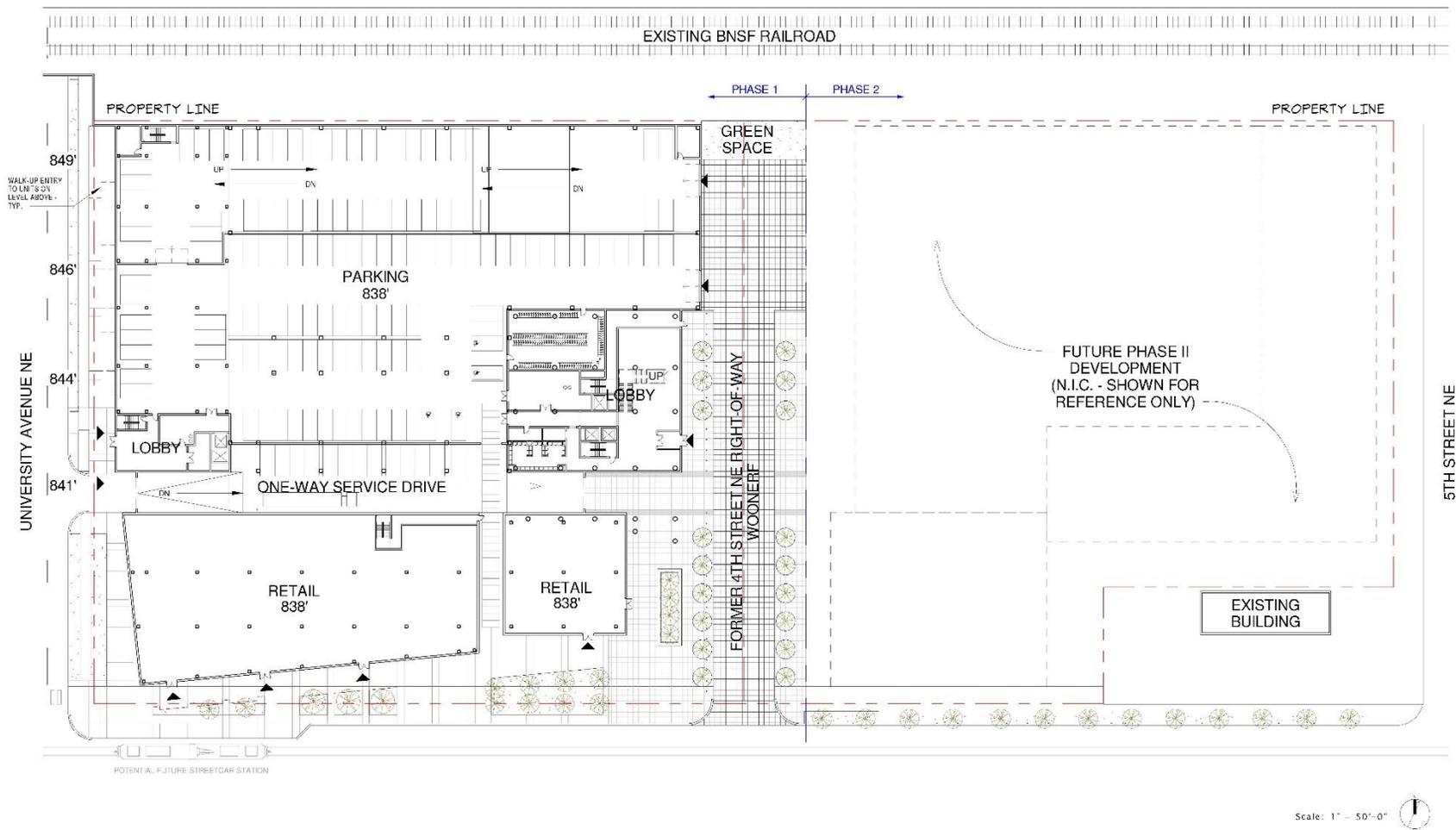


Figure 1-2: Project Site Plan

CITY OF MINNEAPOLIS TRANSPORTATION GOALS

The following policies for transportation are included in Chapter 2 of the Minneapolis Plan for Sustainable Growth, adopted by the Minneapolis City Council on October 2, 2009:

Policy 2.1: Encourage growth and reinvestment by sustaining the development of a multi-modal transportation system.

Policy 2.2: Support successful streets and communities by balancing the needs of all modes of transportation with land use policy.

Policy 2.3: Encourage walking throughout the city by ensuring that routes are safe, comfortable, pleasant, and accessible.

Policy 2.4: Make transit a more attractive option for both new and existing riders.

Policy 2.5: Ensure that bicycling throughout the city is safe, comfortable and pleasant.

Policy 2.6: Manage the role and impact of automobiles in a multi-modal transportation system.

Policy 2.7: Ensure that freight movement and facilities throughout the city meet the needs of the local and regional economy while remaining sensitive to impacts on surrounding land uses.

Policy 2.8: Balance the demand for parking with objectives for improving the environment for transit, walking and bicycling, while supporting the city's business community.

Policy 2.9: Promote reliable funding and pricing strategies to manage transportation demand and improve alternative modes.

Policy 2.10: Support the development of a multi-modal Downtown transportation system that encourages an increasingly dense and vibrant regional center.

Policy 2.11: Minneapolis recognizes the economic value of Minneapolis-St. Paul International Airport and encourages its healthy competition to reach global markets in an environmentally responsible manner.

Based on these goals, previous TDMPs in the area, availability of transit and bicycle infrastructure and the location of the development, the developer has identified the following mode split goals for the project:

Table 1-1. Project Mode Split Goals

Mode	Mode Split Goal
Auto	70%
Transit	20%
Bike/Walk	10%

TRAVEL DEMAND MANAGEMENT GOALS

In an effort to work toward these goals, the City of Minneapolis requires the preparation of a Travel Demand Management Plan (TDMP) for all non-residential development or additions over 100,000 square feet or more of gross floor area or any development or redevelopment projects deemed to have a potential substantial traffic impact.

This TDMP details the proposed project (both Phase 1 and Phase 2), including the site's design, location, and proposed amenities that will foster the use of alternate transportation modes by residents, employees, and patrons. It also references the anticipated traffic and parking changes and any potential impacts of these changes, as discussed in the EAW. Finally, the plan outlines specific mitigation strategies that Lennar will sign on behalf of the future residential and retail tenants. These strategies are intended to reinforce the land use selected, site design, and amenities proposed to encourage use of alternate modes of travel, enhance pedestrian friendliness, and create a balance between all users of the local transportation system.

2.0 ZONING AND LAND USES

The existing primary zoning of the site is C2 for both blocks.

The City of Minneapolis describes the C2 district as follows:

“The C2 Neighborhood Corridor Commercial District is established to provide an environment of retail sales and commercial services that are larger in scale than allowed in the C1 District and to allow a broader range of automobile related uses. In addition to commercial uses, residential uses, institutional and public uses, parking facilities, limited production and processing and public services and utilities are allowed.”

The site is also directly adjacent to a Pedestrian Oriented Overlay District. The boundary of the PO Overlay District is located to the west, across University Avenue.

The City of Minneapolis describes the Pedestrian Oriented Overlay District as follows:

“The PO Pedestrian Oriented Overlay District is established to preserve and encourage the pedestrian character of commercial areas and to promote street life and activity by regulating building orientation and design and accessory parking facilities, and by prohibiting certain high impact and automobile-oriented uses.”

3.0 PEDESTRIAN, BICYCLE, AND TRANSIT

PEDESTRIAN

As noted, the site is located within in the Nicollet Island/East Bank Neighborhood, which is a walkable, mixed-use area. The site is also directly adjacent to a Pedestrian-Oriented Overlay District, which has its western boundary on University Avenue. The proximity to local businesses and restaurants has the potential to decrease the amount of vehicular trips entering and leaving the site. The current proposal shows the construction of new sidewalks along 1st Avenue NE, as well as improved pedestrian accommodations on site along the extension of 4th Street NE north of 1st Avenue NE. This will provide a direct connection to the existing sidewalk network throughout the neighborhood. There are many restaurants and amenities located near the site, which will decrease the need for residents to drive.

The northern, southern, and eastern legs at the proposed site access (1st Avenue NE and 4th Street NE) currently have flashing pedestrian walk/don't walk signals. The developer plans to add crosswalk striping the pedestrian crosswalk crossing the site access, or the northern leg of the intersection.

BICYCLE

The site is well-situated to promote bicycling as a viable mode of transportation, due in large part to the bike lanes located on several of the surrounding roads. **Figure 3-1** shows the existing bicycle infrastructure accessible from the site, including bike lanes, paved trails, and Nice Ride stations.

To promote bicycle use, the developer plans to integrate secure bicycle storage space into the parking garage. The developer plans to include at least one enclosed bike storage space for every two dwelling units, as well as 15 external bicycle loops on-site for retail use.



Figure 3-1. Bicycle Infrastructure Superior Plating Redevelopment TDMP

Figure 3-1: Bicycle Infrastructure

TRANSIT

Transit service in the project area is widely available, with numerous Metro Transit bus routes. **Figure 3-2** shows the project area with all current transit routes displayed. Three Metro Transit bus routes stop adjacent to the site, while three additional routes stop one block away and five additional routes stop two blocks away. Details for each route are provided below.

Adjacent Routes

Route 4 is a local bus route between New Brighton and the Southtown Shopping Center in Bloomington, via Northeast Minneapolis, downtown Minneapolis, and Southwest Minneapolis. The route operates at a frequency between 7 and 30 minutes, depending on the time of day, from approximately 4:30 a.m. to 1:30 a.m. Monday through Friday and 4:30 a.m. to 2:00 a.m. on Saturdays and Sundays.

Route 61 is a local bus route between downtown St. Paul and downtown Minneapolis, via Hennepin Avenue, Larpenteur Avenue, Arlington Avenue, and Arcade Street. The route operates at a frequency between 15 and 60 minutes, depending on the time of day, from approximately 5:00 a.m. to 11:30 p.m. Monday through Friday and from 6:30 a.m. to 7:30 p.m. on Saturdays.

Route 824 is a limited stop route between Northtown Mall in Blaine and downtown Minneapolis, via Columbia Heights and Spring Lake Park. The route operates three trips in the peak-direction during the peak-period, Monday through Friday.

Routes One Block Away

Route 6 is a local bus route between Stadium Village Green Line Station in Minneapolis and Southdale Shopping Center in Edina, via Hennepin Avenue and Southwest Minneapolis. The route operates at a frequency between 4 and 60 minutes, depending on the time of day, from approximately 4:30 a.m. to 2:30 a.m. Monday through Saturday and from 5:30 a.m. to 1:30 a.m. on Sundays.

Route 11 is a local bus route from Columbia Heights Transit Center to South Minneapolis, via downtown Minneapolis. The route operates at a frequency between 12 and 60 minutes, depending on the time of the day, from approximately 4:30 a.m. to 1:30 a.m., seven days a week.

Route 141 is a limited stop route between New Brighton and downtown Minneapolis, via St. Anthony and Northeast Minneapolis. The route operates at a frequency between 20 and 30 minutes, Monday through Friday, during the peak period in the peak direction.

Routes Two Blocks Away

Route 10 is a local route between Northtown Mall in Blaine and downtown Minneapolis, via Spring Lake Park, Fridley, Hilltop, Columbia Heights, and Northeast Minneapolis. The route operates at a frequency between 7 and 30 minutes, depending on the time of day, from approximately 4:30 a.m. to 2:30 a.m., seven days a week.

Route 17 is a local route between Northeast Minneapolis and the Ramsgate Apartment Complex in Hopkins, via downtown Minneapolis, Uptown Minneapolis, and St. Louis Park. The route operates at a frequency between 5 and 30 minutes, depending on the time of day, from approximately 5:00 a.m. to 2:00 a.m., seven days a week.

Route 25 is a local route between the Northtown Mall in Blaine and either downtown Minneapolis or Southwest Minneapolis, via Mounds View, Fridley, New Brighton, St. Anthony, and Northeast Minneapolis. On weekdays, the route operates at a frequency between 20 and 60 minutes, depending on the time of day, from approximately 5:00 a.m. to 7:00 p.m. On Saturdays, the route operates at a frequency of 90 minutes from 8:00 a.m. to 7:00 a.m.

Route 59 is a limited stop route between Coon Rapids and downtown Minneapolis, via Blaine, Spring Lake Park, Fridley, Columbia Heights, and Northeast Minneapolis. The route operates at a frequency between 10 and 30 minutes, Monday-Friday, in the peak period and in the peak direction.

Route 825 is a limited stop route between New Brighton and downtown Minneapolis, via Northeast Minneapolis. Some trips operate further to/from either Fridley or Blaine and Mounds View. The route operates at a frequency between 10 and 20 minutes, Monday-Friday, in the peak direction during the peak period.

Modern Streetcar

The Nicollet-Central Modern Streetcar is currently proposed to operate on the east (left) side of 1st Avenue, however, designs have not been finalized. Metro Transit has no plans to modify its bus service based on the modern streetcar. The bus stop will be accommodated by the design of this project since the stop is adjacent to the site. Accommodations will also be made for the final configuration and layout of the streetcar stop and infrastructure as necessary.

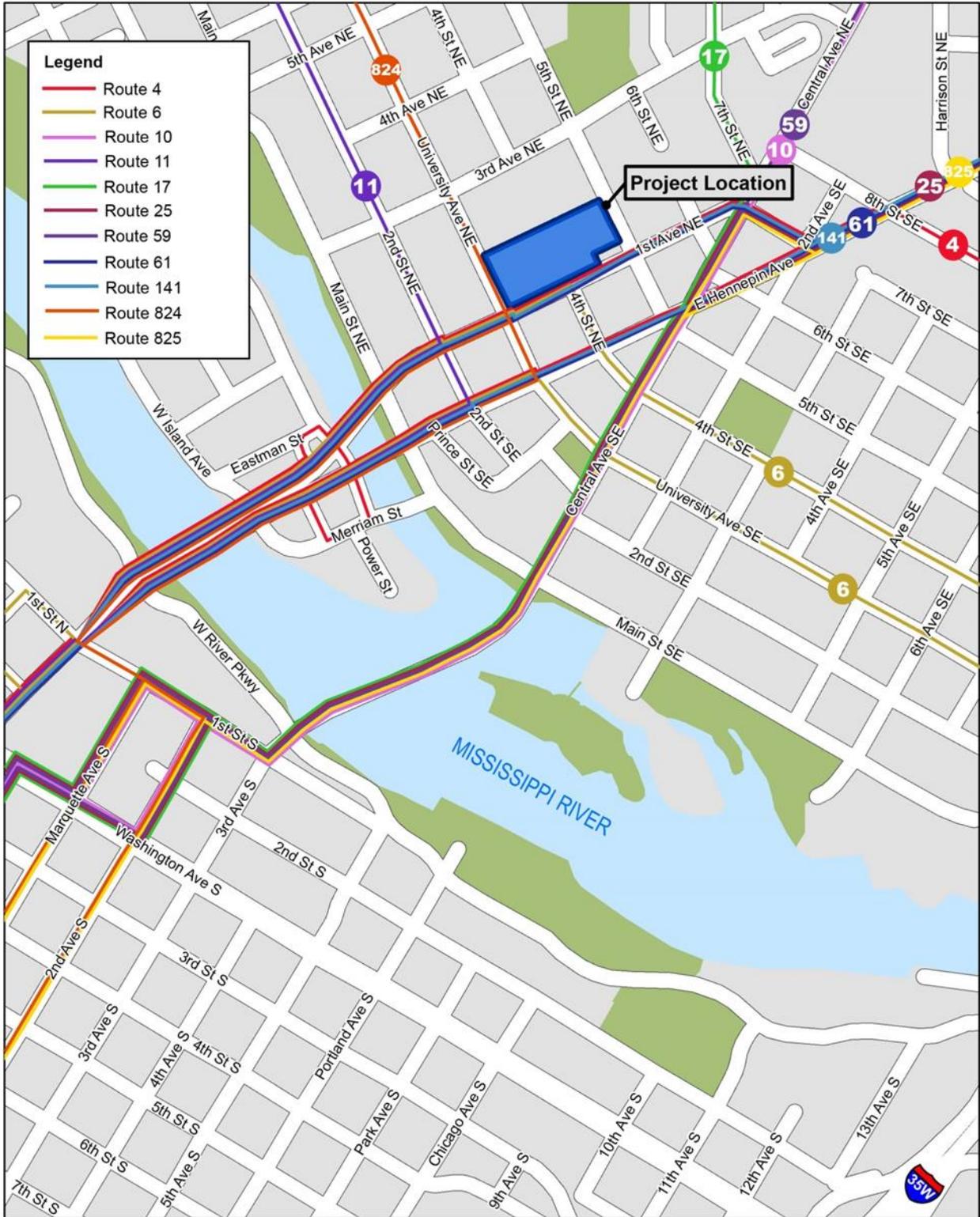


Figure 3-2. Transit Routes
Superior Plating Redevelopment TDMP

Figure 3-2: Transit Routes Within Two Blocks of Site

4.0 PARKING/LOADING

EXISTING SITE

Since the site has been excavated and cleaned, there is no parking currently existing on the site. There are currently 19 on-street parking stalls available adjacent to the site on 1st Avenue NE and 15 stalls available on 5th Street NE.

REDEVELOPED SITE

PARKING

The site is currently located in the C2 zoning district. According to Chapter 541, Off-Street Parking and Loading, within the Minneapolis Code of Ordinances, a minimum of 1 space per dwelling unit and 1 space per 500 square feet of gross floor area (GFA) of general retail in excess of 4,000 square feet must be provided. For restaurants, the requirement is slightly greater, requiring 1 space per 500 square feet of GFA up to 2,000 SF plus 1 space per 300 square feet of GFA in excess of 2,000 square feet.

Multiple parking incentives outlined in the Minneapolis Code of Ordinances Chapter 541 may apply to the proposed development. The parking incentives and their potential parking requirement reductions are described in the following sections.

Shared Parking Incentive (Minneapolis Code of Ordinances Chapter 541.190)

Because two land uses are jointly providing off-street parking and their peak hours of operation do not overlap, shared parking reductions may be applied to the minimum parking requirement. The minimum parking requirement is taken as the maximum combined required parking occupancy based on the hourly demand of the two land uses.

Transit Incentive (Minneapolis Code of Ordinances Chapter 541.200)

Since multi-family housing will be developed on the site, if it is located within 300 feet of a transit stop with midday service headways of thirty minutes or less in each direction, the minimum parking requirement may be reduced by 10 percent.

Bicycle Incentive (Minneapolis Code of Ordinances Chapter 541.220)

If the number of bicycle parking spaces provided by the retail development is equal to or greater than 25 percent of the required automobile spaces for the retail development, the minimum retail parking requirement may be reduced by 10 percent, or one space, whichever is greater, but not less than four bicycle parking spaces.

In addition to the parking analysis conducted based on the City of Minneapolis's Code of Ordinances, a shared parking analysis was conducted using parking generation methodology from the Institute of Transportation Engineers (ITE) and Urban Land Interests (ULI). Hourly parking demand percentages for each land use were taken from the ULI Shared Parking Handbook, Second Edition. Parking demand ratios for Shopping Center (Code 820) and Low/Mid-Rise Apartment (Code 221) land uses were taken from the ITE Parking Generation Handbook, Fourth Edition. The shared parking, transit, and bicycle incentive reductions from the Minneapolis Code of Ordinances, Chapter 541, were applied to the generated parking values. The total shared parking peak demand based on the ITE and ULI methodology

is 971 spaces, assumed sharing of spaces between uses on site. However, it should be noted that estimated demands from both ITE and ULI are derived from suburban observations, and likely significantly overestimate demand in a dense urban area. This analysis is therefore presented as a conservative estimate for comparison purposes only. The results of the ITE/ULI shared parking analysis are provided in the appendix of this TDMP.

The developer's provided number of parking stalls is expected to meet the minimum parking requirements of the City of Minneapolis. Residential parking will be at an overall ratio of approximately 1.0 space per unit, and retail parking is expected to meet the minimum requirement after reductions for parking incentives, depending on the types of commercial uses on site (e.g. retail, restaurant, restaurant with entertainment). An example calculation of parking demand and proposed supply (assuming full construction of both Phase 1 and Phase 2) is included in the appendix to this TDMP.

5.0 TRAFFIC OPERATIONS

An analysis of the potential traffic impacts associated with the proposed development site was completed, including both Phase 1 and Phase 2. The assumptions, methodology, results, and recommended improvements are detailed in this section. The following intersections were analyzed for traffic impacts:

- 1st Avenue NE and University Avenue NE
- 1st Avenue NE and 4th Street NE (future site access)
- 1st Avenue NE and 5th Street NE

The traffic conditions at these intersections were analyzed under three scenarios during the PM peak hour of traffic using Synchro 8 and SimTraffic 8:

- 2014 Existing Conditions
- Future Year (2020) No-Build Conditions
- Future Year (2020) Full-Build Conditions

Street types listed below are based on the street types defined in *Access Minneapolis*.

EXISTING TRAFFIC CONDITIONS

1st Avenue NE is a three-lane east-west A-minor arterial street adjacent to the development site. It is part of a one-way pair with Hennepin Avenue NE, and is located in the Northeast Minneapolis Riverfront District. 1st Avenue NE serves as a gateway to downtown Minneapolis for the Northeast Minneapolis and University of Minnesota neighborhoods. The posted speed limit is 30 mph within the study area, and there are multiple business access points along the south side of the street. The 2013 annual average daily traffic (AADT) volume on 1st Avenue NE in the vicinity of the development was 10,255 vehicles per day according to data provided on the City of Minneapolis Transportation Data Management System. The count station was located between 4th and 5th Street NE. On-street parking is permitted in the study area on both sides of the roadway between 4th Street NE and 5th Street NE, and only on the south side of the roadway between 4th Street NE and University Avenue NE.

University Avenue NE is a two-way north-south undivided A-minor arterial street that extends from Otter Lake Road in Blaine to Lafayette Road in Saint Paul. In the vicinity of the site, University Avenue NE has four lanes (two in each direction) with a posted speed limit of 30 mph. The 2013 AADT volume on University Avenue NE was 14,581 vehicles per day to the north of 1st Avenue NE, and 11,658 vehicles per day to the south of 1st Avenue NE according to data provided on the City of Minneapolis

Transportation Data Management System. Parking is allowed on both sides of the roadway to the south of 1st Avenue NE, and multiple business access points are also present in this section. The intersection of 1st Avenue NE and University Avenue NE is signalized.

4th Street NE is a one-way north-south A-minor arterial street that stems from University Avenue to the southeast of the site and runs parallel to University Avenue until it terminates at the former Superior Plating site. This intersection will serve as the main access point to the proposed development, while the other access point on University Avenue NE will only be used by service vehicles during off-peak hours as well as parking access for up to 14 staff stalls. 4th Street NE has three lanes that taper into two at the intersection with 1st Avenue NE. The posted speed limit is 30 mph, and on-street parking is permitted on both sides of the roadway within the study area. The 2013 AADT volume on 4th Street NE was 9,272 vehicles per day between 1st Avenue NE and Hennepin Avenue according to data provided on the City of Minneapolis Transportation Data Management System. The intersection of 1st Avenue NE and 4th Street NE is signalized, and currently has restricted access to the northern leg of the intersection through use of a gate.

5th Street NE is a two-way north-south roadway that extends from 26th Avenue NE in Northeast Minneapolis to 25th Avenue SE near TCF Stadium on the University of Minnesota campus. 5th Street NE is a two-lane (one in each direction) roadway with a posted speed limit of 30 mph. The 2013 AADT volume on 5th Street NE was 2,394 vehicles per day between 1st Avenue NE and Hennepin Avenue according to data provided on the City of Minneapolis Transportation Data Management System. There are adjacent on-street parking lanes separated from the traveled way by a bike lane in both directions to the south of 1st Avenue NE, but a bike lane is only present in the northbound direction to the north of 1st Avenue NE. The intersection of 5th Street NE and 1st Avenue NE is two-way stop controlled, with free movements on 1st Avenue NE. The existing lane geometry for each of the study intersections is provided in **Figure 5-1**.

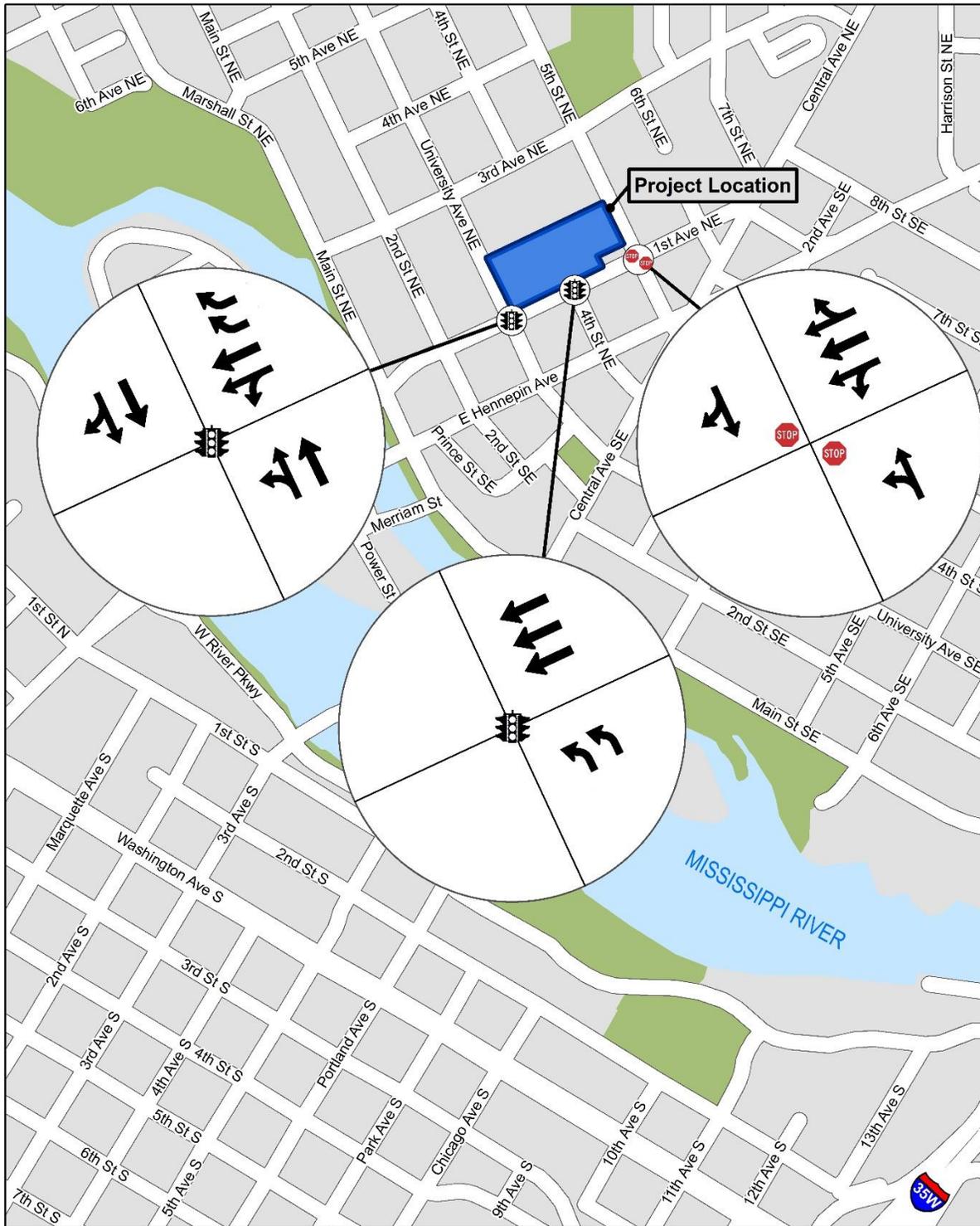


Figure 5-1. Existing (2014) Lane Geometry
Superior Plating Redevelopment TDM

Figure 5-1: Existing (2014) Lane Geometry

EXISTING TRAFFIC VOLUMES

To analyze traffic operations at the three study intersections, turning movement counts were obtained via the City of Minneapolis Transportation Data Management System. The network PM peak hour of the three intersections was determined along with the network peak 15 minute period. The network peak hour was determined to occur from 4:30 p.m. to 5:30 p.m., and the average peak hour factor for all three intersections was calculated to be 0.97.

The turning movement counts at the intersection of 1st Avenue NE and 5th Street NE included an anomaly 15 minute period at 5:00 p.m. During this 15 minute period, all volumes were reported as zero. In order to correct this error, the average percent change from the 4:45 p.m. period to the 5:00 p.m. at the intersection of 1st Avenue NE and 4th Street NE was determined. This average percent change in volume was then applied to the volumes at 1st Avenue NE and 5th Street NE to get an estimate of the turning movement volumes during the 5:00 p.m. 15 minute period.

To determine the 2014 existing turning movement volumes, the turning movement counts were grown from their base year by an annual exponential growth rate of 0.5 percent. This growth rate was determined based on guidance provided by the City of Minneapolis. The turning movement counts at the intersections of 1st Avenue NE and University Avenue NE as well as 1st Avenue NE and 4th Street NE were gathered on April 17th, 2013, and were therefore grown by one year. The turning movement counts at the intersection of 1st Avenue NE and 5th Street NE were gathered on July 24th, 2012, and were therefore grown two years. The grown turning movement volumes were then rounded to the nearest multiple of 5 before balancing volumes between intersections.

Once the 2014 peak hour turning movement volumes were determined, the volume balances between intersections were analyzed. A large imbalance of greater than 500 vehicles was present between the intersection of 1st Avenue NE and 4th Street NE and the intersection of 1st Avenue NE and 5th Street NE. This imbalance was created by a greater amount of vehicles departing from the intersection of 1st Avenue NE and 5th Street NE than were arriving at the westbound approach of 1st Avenue NE and 4th Street NE. By analyzing the surrounding intersections of 1st Avenue NE and University Avenue NE, 1st Avenue NE and 4th Street NE, and the upstream intersection of 1st Avenue NE and Central Avenue SE (also gathered on April 17th, 2013), it was determined that the imbalance resulted from inconsistent turning movement volumes at 1st Avenue NE and 5th Street NE. The imbalance was resolved by reducing the westbound through, northbound left, and southbound right turning movement volumes at 1st Avenue NE and 5th Street NE proportionally in order to reflect the traffic patterns exhibited at the surrounding intersections.

Minor additional adjustments were made to the turning movement volumes in order to achieve volume balance between links in the network. The final 2014 Existing Conditions scenario turning movement volumes for the PM peak hour are provided in **Figure 5-2**.



Figure 5-2. Existing (2014) Turning Movement Volumes
Superior Plating Redevelopment TDMP

Figure 5-2: Existing (2014) PM Peak Hour Turning Movement Volumes

TRIP GENERATION

The trip-generating potential of the proposed residential and retail components of the development was calculated using equations contained in the Institute of Transportation Engineers (ITE) *Trip Generation Manual*, Ninth Edition.

Because the proposed development consists of retail and residential land uses, some of the total site trips for each development are anticipated to originate from the other land use on the development (i.e. some of the retail trips are made by people originating from the residential development). This was accounted for using internal capture reductions from the Institute of Transportation Engineers (ITE) *Trip Generation Handbook, Second Edition*. All values for trip generation provided in the following sections include internal capture reductions (approximately 8 percent overall external trip reduction).

Standard ITE trip rates were used to develop the gross new trips generated by the site. Reductions were then applied to the trips generated for each land use to account for multimodal utilization. The City of Minneapolis Code of Ordinances requirements for parking were used as a guideline to determine the reductions for transit and bicycle use. A 10 percent reduction was applied to all trips to account for multimodal utilization to both uses. All values for trip generation provided in the following sections include this assumed multimodal reduction. As these reductions do not fully reflect the mode split goal for the site, the traffic analysis can be considered conservative; overall demands will likely be lower than analyzed.

The “Apartment” land use (code 220) was assumed for the proposed residential units. The fitted equation was used for calculation of trips generated by the apartment land use due to the high R^2 value. The proposed residential development is set to have 750 dwelling units, which equates to 265 generated external trips entering the site and 140 generated external trips exiting the site during the weekday PM peak hour.

The “Specialty Retail Center” land use (code 826) was assumed for the proposed retail space, which may include “quality apparel, hard goods, and services, such as real estate offices, dance studios, florists and small restaurants” according to ITE. The average rate was used to calculate the trips generated by the specialty retail center land use due to the low R^2 value. The proposed retail development is set to be 75,000 square feet, which equates to 80 generated external trips entering the site and 100 generated external trips exiting the site during the weekday PM peak hour.

Trips generated from the PM peak hour were used for this traffic analysis. During the AM peak hour, total site trips are expected to be approximately 30 to 40 percent less than during the PM peak hour. Additionally, total AM background traffic is approximately 25 percent lower compared to the PM peak hour. **Table 5-1** summarizes the AM peak hour trip generation. The total combined trip generation between both land uses equates to 95 trips entering and 280 trips exiting the site during the weekday AM peak hour. **Table 5-2** summarizes the total volume of new traffic anticipated to be generated by the proposed redevelopment. The total combined trip generation between both land uses equates to 305 trips entering the site and 215 trips exiting the site during the weekday PM peak hour.

Table 5-1: AM Peak Hour Trip Generation

Code	Land Use Description	Units	No.	Net New Trips		
				Total Enter	Total Exit	Total PM Trips
826	<u>Retail</u> Specialty Retail Center	1,000 sq. ft.	75	25	20	45
220	<u>Residential</u> Apartment	Dwelling Units	750	70	260	330
				95	280	375

Table 5-2: PM Peak Hour Trip Generation

Code	Land Use Description	Units	No.	Net New Trips		
				Total Enter	Total Exit	Total PM Trips
826	<u>Retail</u> Specialty Retail Center	1,000 sq. ft.	75	70	90	160
220	<u>Residential</u> Apartment	Dwelling Units	750	235	125	360
				305	215	520

TRIP DISTRIBUTION

The trip distribution for the site-generated traffic is shown in **Figure 5-3**. This distribution is based on the current traffic patterns in the area, and was developed following the current proportions of total intersection traffic used by each movement. Current traffic patterns show equal traffic volumes at the westbound approach and northbound approach of 1st Avenue NE and 4th Street NE. To follow the existing traffic pattern, site trips were distributed approximately equally between the westbound right turning movement and proposed northbound through movement at this intersection. A map displaying the site generated trip assignment is provided in **Figure 5-4**.



Figure 5-3. Site Trip Distribution
Superior Plating Redevelopment TDMP

Figure 5-3: Site Trip Distribution

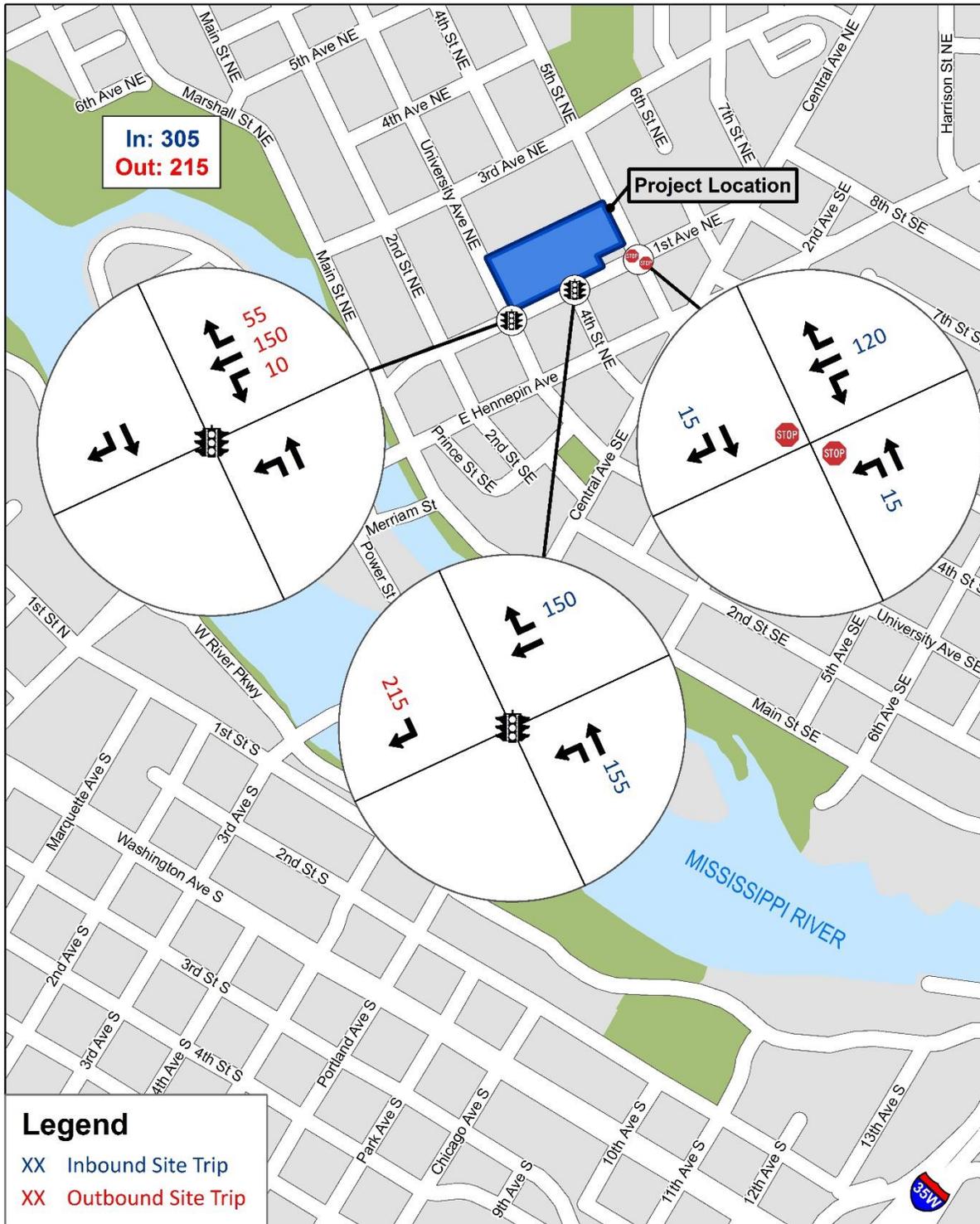


Figure 5-4: Site Trip Assignment

PROJECTED FUTURE TRAFFIC CONDITIONS

In order to analyze traffic operations in the future, the 2014 peak hour turning movement volumes were grown using an annual exponential background growth rate of 0.5 percent. The Full-Build analysis year was assumed to be one year following full lease of the site (2019), resulting in a Full-Build analysis year of 2020. Signal timing parameters provided by the City of Minneapolis were unadjusted between the 2014 Existing Conditions scenario and the Future Year (2020) No-Build scenario. The grown Future Year (2020) No-Build turning movement volumes are provided in **Figure 5-5**.

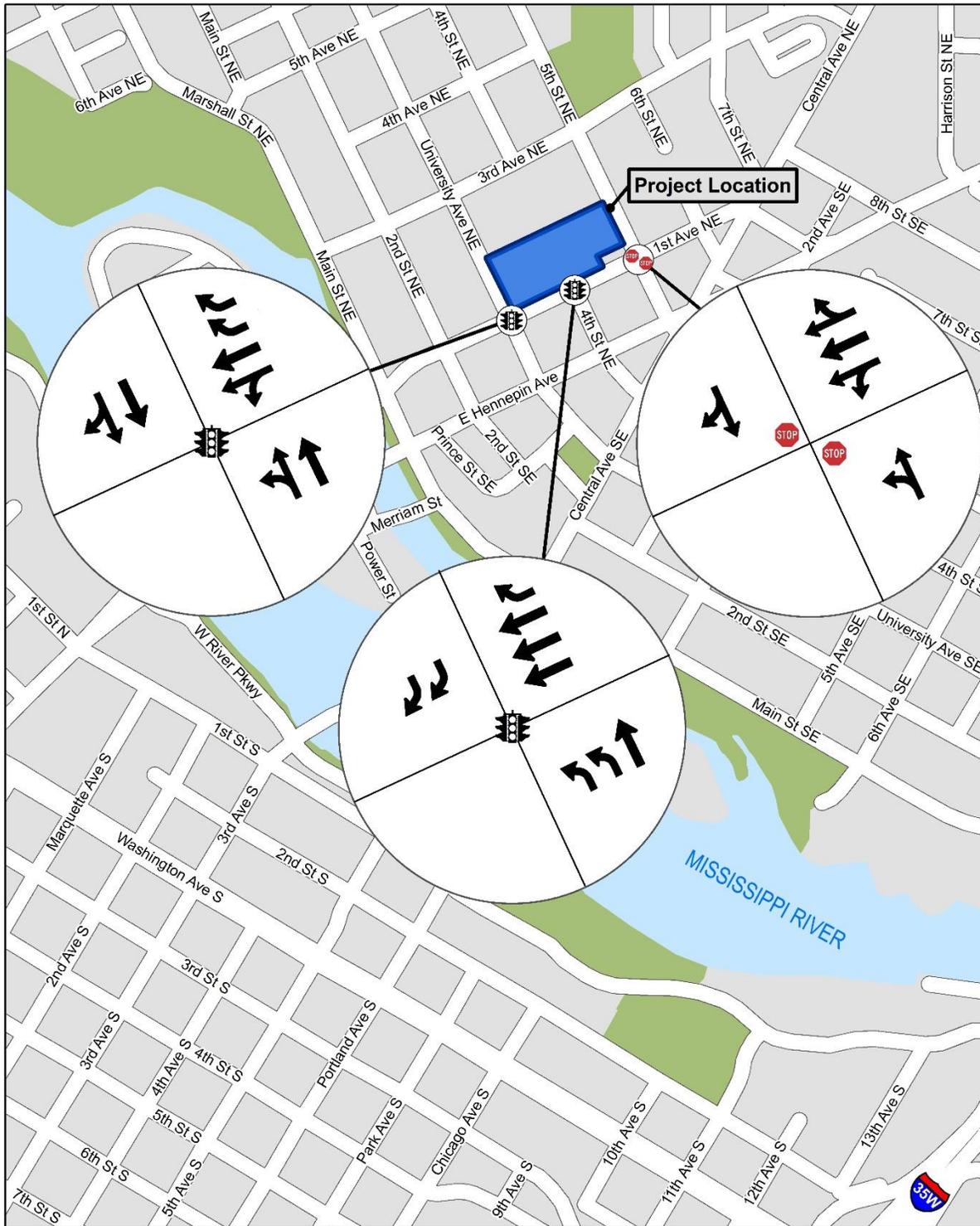
FUTURE YEAR (2020) FULL-BUILD CONDITIONS

Changes in lane geometry and signal timing parameters were implemented into the Future Year (2020) Full-Build scenario to accommodate for the added access to the development site. All geometric changes were made to the intersection of 1st Avenue NE and 4th Street NE only. These changes include converting the existing striped lane drop taper to an exclusive through lane at the northbound approach. Dual right turn lanes were added to the southbound approach departing the site, and signal phasing was changed such that the southbound right and northbound left turning movements operate independently. Right turns on red were restricted for the southbound right, and likewise, left turns on red were restricted for the northbound left movement to eliminate potential conflicts between the movements. Additionally, the offset was altered to improve the coordination between signals on 1st Avenue NE and improve vehicle progression along the one-way corridor. It was assumed that on-street parking will be provided in front of the development along the north side of 1st Avenue NE, creating a limited storage area for westbound right turns at 1st Avenue NE and University Avenue NE and at 1st Avenue NE and 4th Street NE. The on-street parking was assumed to be half of the segment length between University Avenue NE and 4th Street NE and between 4th Street NE and 5th Street NE, creating right turn storage areas of approximately 150 feet when parking is occupied. The proposed future year (2020) lane geometry is displayed in **Figure 5-6**. The grown Future Year (2020) Full-Build scenario turning movement volumes are provided in **Figure 5-7**.



Figure 5-5. 2020 No-Build Turning Movement Volumes
Superior Plating Redevelopment TDMP

Figure 5-5: Future Year (2020) No-Build Turning Movement Volumes



Kimley»Horn

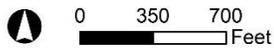


Figure 5-6. Proposed 2020 Full-Build Lane Geometry
Superior Plating Redevelopment TDMP

Figure 5-6: Proposed Future Year (2020) Full-Build Lane Geometry



Figure 5-7. 2020 Full-Build Turning Movement Volumes
Superior Plating Redevelopment TDM

Figure 5-7: Future Year (2020) Full-Build Turning Movement Volume

ANALYSIS RESULTS

Models of each scenario were developed using Synchro, and then delay and queuing were evaluated for each scenario using an average of five simulations using SimTraffic. The 2014 Existing Conditions scenario was first analyzed to provide an understanding of current traffic operations. Next, the Future Year (2020) No-Build scenario was analyzed to provide an understanding of potential delay and queuing resulting from background traffic growth alone, not including the additional trips generated by the development site. Traffic signal timings were assumed to be optimized in the Future Year (2020) No-Build scenario. Finally, the Future Year (2020) Full-Build scenario was analyzed to determine potential improvements to maintain acceptable traffic operations within the vicinity of the site. Traffic signal timings were optimized and the roadway changes required for access to the development site were implemented in the Future Year (2020) Full-Build scenario.

2014 EXISTING CONDITIONS RESULTS

All intersections operate at a level of service (LOS) C or better under the 2014 Existing Conditions scenario. The intersection of 1st Avenue NE and University Avenue NE operates at an overall intersection LOS C, with the northbound left movement operating at LOS E with 61 seconds of delay. The intersection of 1st Avenue NE and 4th Street NE operates at an overall intersection LOS B. The stop-controlled intersection of 1st Avenue NE and 5th Street NE operates acceptably with the stop-controlled through movements operating at LOS C.

The most significant queue occurs at the intersection of 1st Avenue NE and University Avenue NE in the westbound shared left-through lane. The 95th percentile queue for this movement is expected to extend 380 feet, or approximately 15 vehicles. This queue produces spillback into the upstream intersection of 1st Avenue NE and 4th Street NE.

Table 5-3: 2014 Existing Conditions SimTraffic Summary – PM Peak Hour Delay

Intersection	Control	Approach	Operations by Movement						Overall Intersection	
			Left		Through		Right		Delay (sec/veh)	LOS
			Delay (sec/veh)	LOS	Delay (sec/veh)	LOS	Delay (sec/veh)	LOS		
1st Ave & University Ave	Signal	EB	-	-	-	-	-	-	22.1	C
		WB	14.4	B	13.5	B	6.3	A		
		NB	60.7	E	49.3	D	-	-		
		SB	-	-	40.9	D	27.2	C		
1st Ave & 4th St/Site Access	Signal	EB	-	-	-	-	-	-	19.1	B
		WB	-	-	25.3	C	-	-		
		NB	13.0	B	-	-	-	-		
		SB	-	-	-	-	-	-		
1st Ave & 5th St	TWSC	EB	-	-	-	-	-	-	2.9	A
		WB	0.5	A	0.8	A	0.5	A		
		NB	15.1	C	17.5	C	-	-		
		SB	-	-	16.3	C	7.1	A		

Table 5-4: 2014 Existing Conditions SimTraffic Summary – PM Peak Hour Queuing

Intersection	Control	Approach	Queue Length by Movement					
			Left		Through		Right	
			Storage	95th %	Storage	95th %	Storage	95th %
1st Ave & University Ave	Signal	EB	-	-	-	-	-	-
		WB	330	380	330	380	330	215
		NB	330	250	330	250	-	-
		SB	-	-	-	180	-	170
1st Ave & 4th St/Site Access	Signal	EB	-	-	-	-	-	-
		WB	-	-	340	290	-	-
		NB	320	235	-	-	-	-
		SB	-	-	-	-	-	-
1st Ave & 5th St	TWSC	EB	-	-	-	-	-	-
		WB	345	45	345	45	345	30
		NB	320	80	320	80	-	-
		SB	-	-	-	65	-	65

FUTURE YEAR (2020) NO-BUILD RESULTS

Signal timings were assumed to be optimized in the Future Year (2020) No-Build scenario. This scenario is expected to operate similarly to the 2014 Existing Conditions scenario. The intersection of 1st Avenue NE and University Avenue NE is anticipated to operate at an overall intersection LOS C, with the northbound left movement operating at LOS E (64 seconds of delay per vehicle). The intersection of 1st Avenue NE and 4th Street NE is anticipated to operate at an overall intersection LOS C. The stop-controlled intersection of 1st Avenue NE and 5th Street NE is anticipated to operate acceptably with the stop-controlled through movements operating at LOS C.

As in the 2014 Existing Conditions scenario, the most significant queue is expected to occur at the intersection of 1st Avenue NE and University Avenue NE in the westbound shared left-through lane. As in the 2014 Existing Conditions scenario, this queue is expected to create vehicle spillback into the upstream intersection of 1st Avenue NE and 4th Street NE.

Table 5-5: 2020 No-Build Conditions SimTraffic Summary – PM Peak Hour Delay

Intersection	Control	Approach	Operations by Movement						Overall Intersection	
			Left		Through		Right		Delay (sec/veh)	LOS
			Delay (sec/veh)	LOS	Delay (sec/veh)	LOS	Delay (sec/veh)	LOS		
1st Ave & University Ave	Signal	EB	-	-	-	-	-	-	22.7	C
		WB	15.8	B	14.7	B	6.0	A		
		NB	64.1	E	51.0	D	-	-		
		SB	-	-	39.5	D	27.7	C		
1st Ave & 4th St/Site Access	Signal	EB	-	-	-	-	-	-	20.8	C
		WB	-	-	28.7	C	-	-		
		NB	12.8	B	-	-	-	-		
		SB	-	-	-	-	-	-		
1st Ave & 5th St	TWSC	EB	-	-	-	-	-	-	3.2	A
		WB	0.6	A	1.0	A	0.6	A		
		NB	14.6	B	17.4	C	-	-		
		SB	-	-	18.9	C	7.6	A		

Table 5-6: 2020 No-Build Conditions SimTraffic Summary – PM Peak Hour Queuing

Intersection	Control	Approach	Queue Length by Movement					
			Left		Through		Right	
			Storage	95th %	Storage	95th %	Storage	95th %
1st Ave & University Ave	Signal	EB	-	-	-	-	-	-
		WB	330	395	330	395	330	215
		NB	330	240	330	240	-	-
		SB	-	-	-	180	-	175
1st Ave & 4th St/Site Access	Signal	EB	-	-	-	-	-	-
		WB	-	-	340	300	-	-
		NB	320	230	-	-	-	-
		SB	-	-	-	-	-	-
1st Ave & 5th St	TWSC	EB	-	-	-	-	-	-
		WB	345	60	345	60	345	45
		NB	320	80	320	80	-	-
		SB	-	-	-	75	-	75

FUTURE YEAR (2020) FULL-BUILD RESULTS

All intersections are expected to operate at LOS D or better under the Full-Build traffic conditions. The southbound right at 1st Avenue NE and 4th Street NE exiting the development site is anticipated to operate at LOS E, with 67 seconds of delay per vehicle. The intersection of 1st Avenue NE and University Avenue NE is anticipated to operate at LOS C, which is a slight improvement in delay from the No-Build scenario due to traffic signal optimization. The intersection of 1st Avenue NE and 4th Street NE is anticipated to operate at LOS D due to the addition of site traffic at the intersection. The intersection of 1st Avenue NE and 5th Street is anticipated to continue operating acceptably with the stop-controlled northbound through

and left movements operating at LOS D and the stop-controlled southbound through movement operating at LOS C.

The southbound right turn at 1st Avenue NE and 4th Street NE will serve as the exit for the development site. The 95th percentile queue at this approach is expected to extend 185 feet, or approximately seven vehicles long. This will not produce any impacts on the traffic network. As in the 2020 No-Build scenario, the westbound queues at the intersection of 1st Avenue NE and University Avenue NE are expected queue to produce vehicle spillback into the intersection of 1st Avenue NE and 4th Street NE. This spillback is expected to occur less than five percent of the time during the PM peak hour. Even with slightly increased queue lengths under the 2020 Build scenario, however, 95th percentile queue lengths at the most upstream intersection, 1st Avenue NE and 5th Street NE, is expected to remain unchanged compared to the 2020 No Build condition.

Overall, the effects of vehicle spillback are not expected to have a significant impact, and all of the movements affected by vehicle spillback are anticipated to operate with acceptable levels of service.

Table 5-7: 2020 Full-Build Conditions SimTraffic Summary – PM Peak Hour Delay

Intersection	Control	Approach	Operations by Movement						Overall Intersection	
			Left		Through		Right		Delay (sec/veh)	LOS
			Delay (sec/veh)	LOS	Delay (sec/veh)	LOS	Delay (sec/veh)	LOS		
1st Ave & University Ave	Signal	EB	-	-	-	-	-	-	20.4	C
		WB	16.3	B	16.6	B	7.2	A		
		NB	48.9	D	39.2	D	-	-		
		SB	-	-	31.2	C	21.6	C		
1st Ave & 4th St/Site Access	Signal	EB	-	-	-	-	-	-	35.8	D
		WB	-	-	49.8	D	14.8	B		
		NB	22.2	C	17.2	B	-	-		
		SB	-	-	1.4	A	67.2	E		
1st Ave & 5th St	TWSC	EB	-	-	-	-	-	-	4.5	A
		WB	1.0	A	1.3	A	0.8	A		
		NB	28.2	D	29.1	D	-	-		
		SB	-	-	24.9	C	12.6	B		

Table 5-8. 2020 Full-Build Conditions SimTraffic Summary – PM Peak Hour Queuing

Intersection	Control	Approach	Queue Length by Movement					
			Left		Through		Right	
			Storage	95th %	Storage	95th %	Storage	95th %
1st Ave & University Ave	Signal	EB	-	-	-	-	-	-
		WB	330	405	330	410	330	390
		NB	330	235	330	235	-	-
		SB	-	-	-	165	-	155
1st Ave & 4th St/Site Access	Signal	EB	-	-	-	-	-	-
		WB	-	-	340	355	340	205
		NB	320	330	320	135	-	-
		SB	-	-	-	-	290	185
1st Ave & 5th St	TWSC	EB	-	-	-	-	-	-
		WB	345	55	345	60	345	60
		NB	320	120	320	120	-	-
		SB	-	-	-	80	-	80

RECOMMENDED MITIGATION MEASURES

As part of the development of the site, two geometric and signal improvements are recommended to maintain acceptable operations at the intersection of 1st Avenue NE and 4th Street NE:

- Dual right turn lanes departing the site at 1st Avenue NE and 4th Street NE, converting the taper for the northbound approach to a through lane
- Additional signal heads on the northbound and southbound approaches, corresponding to the lane geometry modifications.

In addition to the geometric and signal modifications necessary to allow access to and from the site, the following improvements should be implemented at the intersection of 1st Avenue NE and 4th Street NE to minimize project-related transportation impacts.

- Restripe the pedestrian crossing on the southbound approach from the site.
- Restrict right-turn-on-red from the site to minimize conflicts with the northbound left turning movement.
- Restrict left-turn-on-red on the northbound approach to minimize conflicts with southbound site traffic.
- Update the offset at the intersection of 1st Avenue NE and 4th Street NE to accommodate the revised phasing.

With the recommended improvements, traffic operations under the Future Year (2020) Full-Build conditions are expected to operate acceptably. The mitigations will also minimize the potential for vehicle spillback into upstream intersections.

6.0 TRAVEL DEMAND MANAGEMENT STRATEGIES

The purpose of this TDMP is to assist the City of Minneapolis to achieve their overall transportation goals as they relate specifically to the Superior Plating redevelopment site, by managing and minimizing the vehicle trips generated by the development.

This section outlines specific travel demand management strategies to be implemented by Lennar. The strategies detail the duties of Lennar in addressing the transportation issues cited in this document.

Lennar, by accepting the responsibility of implementing the items below for the retail and residential portion of the development, desires to help the City of Minneapolis achieve their goal of enhancing the local transportation system by lowering peak hour demand, helping to achieve a balance in the needs of all users of the transportation system.

STRATEGY COMMITMENTS

Lennar and its tenants specifically commit to the implementation of the following measures for residential and retail portions of the project:

1. At least one highly visible or otherwise frequently traveled corridor on site will include a kiosk designed to share transit, bicycle, Nice Ride, and Commuter Connection information.
2. A small packet of multi-modal information (either printed, digital, or both) will be given to each new tenant upon signing a lease and moving in.
3. All retail tenants will provide a flyer in each new employee's paperwork outlining the multi-modal options around the site.
4. Rebuild sidewalks impacted by construction with ADA-compliant tactile truncated dome curb ramps, facilitating use by all pedestrians.
5. Maintain clear sidewalks along 1st Avenue NE.
6. Commit to work with a car sharing service (such as Hour Car, Zipcar, or Car2Go) in analyzing the feasibility of a station being located in the new parking ramp.
7. Provide bike friendly accommodations by providing secure and easily accessible bike storage at a rate of at least one per every two dwelling units.

7.0 APPENDIX

- A. Parking Analysis
- B. SimTraffic Reports

Parking Calculation Example

City of Minneapolis Parking Requirements						
General Land Use Classification	Weekdays			Weekends		
	2:00 a.m.— 7:00 a.m.	7:00 a.m.— 6:00 p.m.	6:00 p.m.— 2:00 a.m.	2:00 a.m.— 7:00 a.m.	7:00 a.m.— 6:00 p.m.	6:00 p.m.— 2:00 a.m.
Retail sales and services	0%	90%	80%	0%	100%	60%
	0	128	114	0	142	85
Residential	100%	60%	100%	100%	75%	90%
	750	450	750	750	563	675
Total Parking Spaces	750	578	864	750	705	760

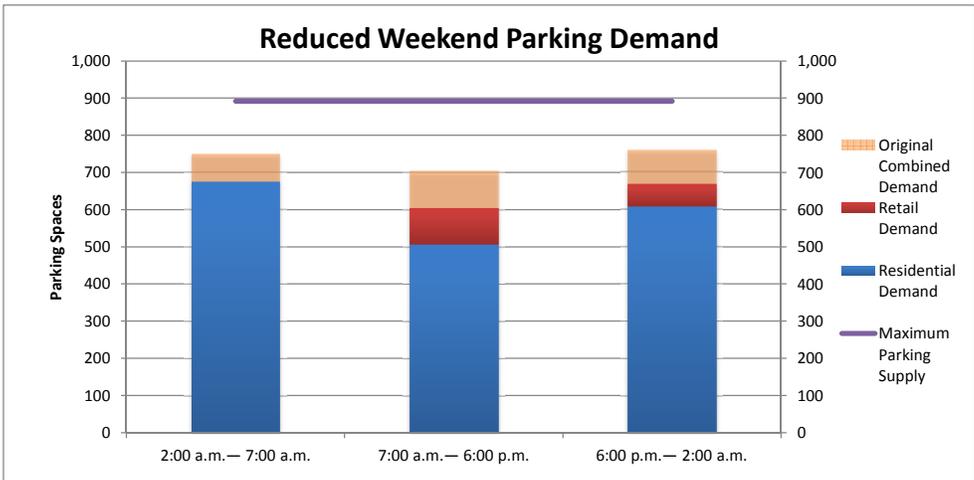
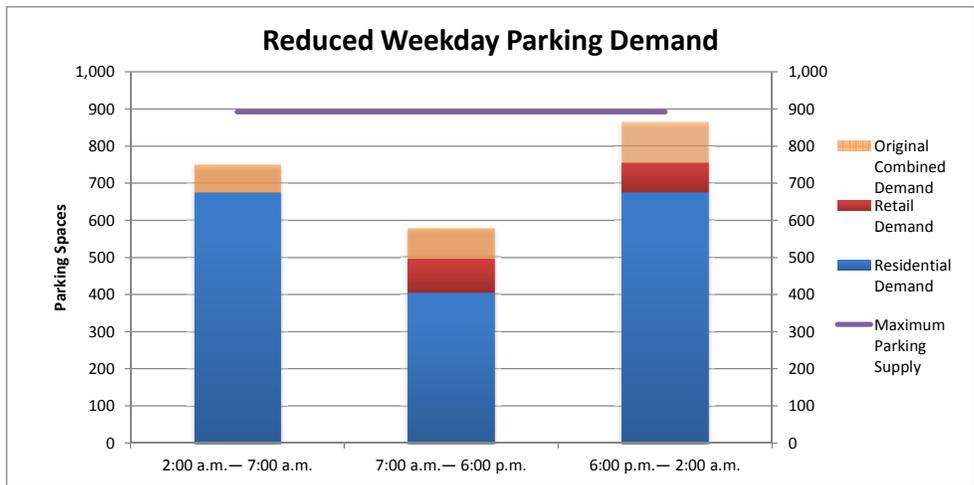
REDUCED

General Land Use Classification	Weekdays			Weekends		
	2:00 a.m.— 7:00 a.m.	7:00 a.m.— 6:00 p.m.	6:00 p.m.— 2:00 a.m.	2:00 a.m.— 7:00 a.m.	7:00 a.m.— 6:00 p.m.	6:00 p.m.— 2:00 a.m.
Retail sales and services	0%	90%	80%	0%	100%	60%
	0	90	80	0	100	60
Residential	100%	60%	100%	100%	75%	90%
	675	405	675	675	506	608
Total Parking Spaces	675	495	755	675	606	668

Shopping Center Sq. Ft.	Shopping Center Requirement	Residential Units	Residential Requirement	Estimated Shopping Center Spaces	Estimated Residential Spaces
75,000	1 per 500 sq. ft.	750	1 per unit	142	750

	Shopping Center	Residential
Shared Parking Reduction	28	0
Transit Reduction	0	75
Bicycle Reduction	14	0

Combined Parking Supply	Reduced Parking Peak Demand
892	775

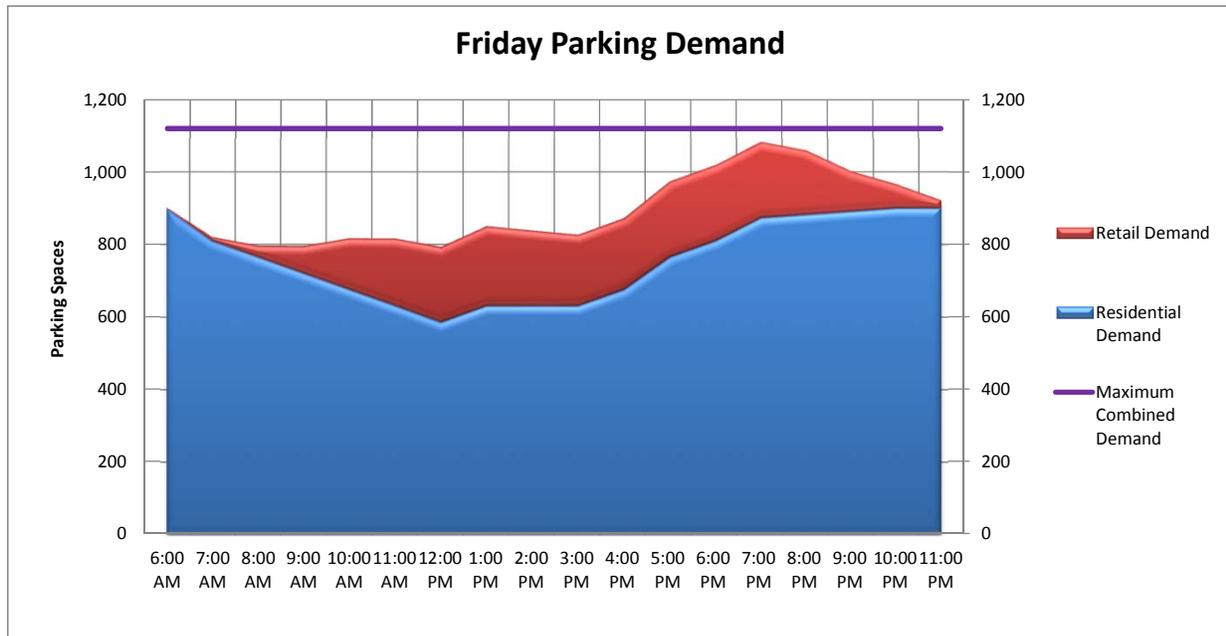


ITE/ULI Shared Parking Analysis

Shared Parking Analysis					
Time	Shopping Center Demand Percentage ¹	Shopping Center Demand	Residential Demand Percentage ²	Residential Demand	Friday Total Demand
	Friday	Friday	Weekday	Weekday	
6:00 AM	1%	2	100%	900	902
7:00 AM	5%	11	90%	810	821
8:00 AM	15%	33	85%	765	798
9:00 AM	35%	77	80%	720	797
10:00 AM	65%	143	75%	675	818
11:00 AM	85%	187	70%	630	817
12:00 PM	95%	209	65%	585	794
1:00 PM	100%	221	70%	630	851
2:00 PM	95%	209	70%	630	839
3:00 PM	90%	198	70%	630	828
4:00 PM	90%	198	75%	675	873
5:00 PM	95%	209	85%	765	974
6:00 PM	95%	209	90%	810	1019
7:00 PM	95%	209	97%	873	1082
8:00 PM	80%	176	98%	882	1058
9:00 PM	50%	110	99%	891	1001
10:00 PM	30%	66	100%	900	966
11:00 PM	10%	22	100%	900	922
12:00 AM	-	-	100%	900	-

Shopping Center Sq. Ft.	Shopping Center Demand Ratio (ITE) ³	Residential Units	Residential Demand Ratio (ITE) ⁴	Estimated Shopping Center Spaces	Estimated Residential Spaces
75,000	2.94	750	1.2	221	900

Combined Parking Supply	Shared Parking Peak Demand
1121	971



¹ULI's "Shared Parking, Second Edition", Table 2-5 (Page 16); weekday guest demand (Shopping Center-Typical) based on percentage of peak demand

²ULI's "Shared Parking, Second Edition", Table 2-5 (Page 16); weekday resident demand (Residential) based on percentage of peak demand

³ITE's "Parking Generation - Fourth Edition"; Land Use 820 - Shopping Center

⁴ITE's "Parking Generation - Fourth Edition"; Land Use 221 - Low/Mid-Rise Apartment

3: 5th St NE & 1st Ave NE Performance by movement

Movement	WBL	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.2	0.2	0.1	0.1	0.0
Total Del/Veh (s)	0.5	0.8	0.5	15.1	17.5	16.3	7.1	2.9

6: 4th St NE/Superior Plating & 1st Ave NE Performance by movement

Movement	WBT	NBL	All
Denied Del/Veh (s)	0.0	0.0	0.0
Total Del/Veh (s)	25.3	13.0	19.1

9: University Ave NE & 1st Ave NE Performance by movement

Movement	WBL	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Del/Veh (s)	14.4	13.5	6.3	60.7	49.3	40.9	27.2	22.1

12: 1st Ave NE Performance by movement

Movement	WBT	All
Denied Del/Veh (s)	1.0	1.0
Total Del/Veh (s)	0.5	0.5

14: 4th St NE Performance by movement

Movement	NBT	All
Denied Del/Veh (s)	1.0	1.0
Total Del/Veh (s)	0.5	0.5

15: University Ave NE Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.4	0.0	0.2
Total Del/Veh (s)	0.3	1.8	1.1

18: University Ave NE Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.0	0.3	0.1
Total Del/Veh (s)	1.3	0.5	1.1

Total Network Performance

Denied Del/Veh (s)	0.8
Total Del/Veh (s)	35.8

Queuing and Blocking Report
Existing Conditions

1/21/2015

Intersection: 3: 5th St NE & 1st Ave NE

Movement	WB	WB	WB	NB	SB
Directions Served	LT	T	TR	LT	TR
Maximum Queue (ft)	55	54	45	101	82
Average Queue (ft)	12	8	7	47	36
95th Queue (ft)	43	34	32	82	63
Link Distance (ft)	448	448	448	392	441
Upstream Blk Time (%)					
Queuing Penalty (veh)					
Storage Bay Dist (ft)					
Storage Blk Time (%)					
Queuing Penalty (veh)					

Intersection: 6: 4th St NE/Superior Plating & 1st Ave NE

Movement	WB	WB	WB	NB	NB
Directions Served	T	T	TR	L	LT
Maximum Queue (ft)	307	310	289	267	294
Average Queue (ft)	165	161	137	132	141
95th Queue (ft)	288	283	261	213	235
Link Distance (ft)	357	357	357	382	382
Upstream Blk Time (%)		0			
Queuing Penalty (veh)		0			
Storage Bay Dist (ft)					
Storage Blk Time (%)					
Queuing Penalty (veh)					

Intersection: 9: University Ave NE & 1st Ave NE

Movement	WB	WB	WB	WB	NB	NB	SB	SB
Directions Served	LT	T	R	R	LT	T	T	TR
Maximum Queue (ft)	365	365	315	198	274	262	200	195
Average Queue (ft)	243	235	83	56	183	150	122	103
95th Queue (ft)	379	376	216	130	252	228	181	169
Link Distance (ft)	341	341	341	341	380	380	363	363
Upstream Blk Time (%)	2	2	0					
Queuing Penalty (veh)	9	9	1					
Storage Bay Dist (ft)								
Storage Blk Time (%)								
Queuing Penalty (veh)								

3: 5th St NE & 1st Ave NE Performance by movement

Movement	WBL	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.2	0.1	0.2	0.1	0.0
Total Del/Veh (s)	0.6	1.0	0.6	14.6	17.4	18.9	7.6	3.2

6: 4th St NE/Superior Plating & 1st Ave NE Performance by movement

Movement	WBT	NBL	All
Denied Del/Veh (s)	0.0	0.0	0.0
Total Del/Veh (s)	28.7	12.8	20.8

9: University Ave NE & 1st Ave NE Performance by movement

Movement	WBL	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Del/Veh (s)	15.8	14.7	6.0	64.1	51.0	39.5	27.7	22.7

12: 1st Ave NE Performance by movement

Movement	WBT	All
Denied Del/Veh (s)	1.2	1.2
Total Del/Veh (s)	0.6	0.6

14: 4th St NE Performance by movement

Movement	NBT	All
Denied Del/Veh (s)	1.1	1.1
Total Del/Veh (s)	0.7	0.7

16: University Ave NE Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.3	0.0	0.2
Total Del/Veh (s)	0.7	1.8	1.3

18: University Ave NE Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.0	0.3	0.1
Total Del/Veh (s)	1.3	0.8	1.1

Total Network Performance

Denied Del/Veh (s)	0.9
Total Del/Veh (s)	37.8

Queuing and Blocking Report
2020 No Build PM

1/22/2015

Intersection: 3: 5th St NE & 1st Ave NE

Movement	WB	WB	WB	NB	SB
Directions Served	LT	T	TR	LT	TR
Maximum Queue (ft)	82	84	68	88	90
Average Queue (ft)	13	12	10	47	39
95th Queue (ft)	59	55	43	79	74
Link Distance (ft)	435	435	435	392	441
Upstream Blk Time (%)					
Queuing Penalty (veh)					
Storage Bay Dist (ft)					
Storage Blk Time (%)					
Queuing Penalty (veh)					

Intersection: 6: 4th St NE/Superior Plating & 1st Ave NE

Movement	WB	WB	WB	NB	NB
Directions Served	T	T	TR	L	LT
Maximum Queue (ft)	317	325	304	239	247
Average Queue (ft)	181	175	154	132	140
95th Queue (ft)	301	298	275	214	228
Link Distance (ft)	357	357	357	357	357
Upstream Blk Time (%)	0	0	0		
Queuing Penalty (veh)	1	1	1		
Storage Bay Dist (ft)					
Storage Blk Time (%)					
Queuing Penalty (veh)					

Intersection: 9: University Ave NE & 1st Ave NE

Movement	WB	WB	WB	WB	NB	NB	SB	SB
Directions Served	LT	T	R	R	LT	T	T	TR
Maximum Queue (ft)	376	368	322	182	253	253	208	199
Average Queue (ft)	247	250	82	55	182	151	125	105
95th Queue (ft)	395	391	216	122	241	223	180	175
Link Distance (ft)	341	341	341	341	357	357	328	328
Upstream Blk Time (%)	3	3	0					
Queuing Penalty (veh)	14	13	0					
Storage Bay Dist (ft)								
Storage Blk Time (%)								
Queuing Penalty (veh)								

3: 5th St NE & 1st Ave NE Performance by movement

Movement	WBL	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.2	0.2	0.1	0.2	0.0
Total Del/Veh (s)	1.0	1.3	0.8	28.2	29.1	24.9	12.6	4.5

6: 4th St NE/Superior Plating & 1st Ave NE Performance by movement

Movement	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Del/Veh (s)	49.8	14.8	22.2	17.2	1.4	67.2	35.8

9: University Ave NE & 1st Ave NE Performance by movement

Movement	WBL	WBT	WBR	NBL	NBT	SBT	SBR	All
Denied Del/Veh (s)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Total Del/Veh (s)	16.3	16.6	7.2	48.9	39.2	31.2	21.6	20.4

12: 4th St NE Performance by movement

Movement	NBT	All
Denied Del/Veh (s)	1.5	1.5
Total Del/Veh (s)	1.0	1.0

14: 1st Ave NE Performance by movement

Movement	WBT	All
Denied Del/Veh (s)	1.5	1.5
Total Del/Veh (s)	0.6	0.6

16: Superior Plating Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.0	0.2	0.1
Total Del/Veh (s)	0.9	0.6	0.8

17: University Ave NE Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.4	0.0	0.2
Total Del/Veh (s)	0.6	1.7	1.1

20: University Ave NE Performance by movement

Movement	NBT	SBT	All
Denied Del/Veh (s)	0.0	0.3	0.1
Total Del/Veh (s)	1.2	0.6	1.0

Intersection: 3: 5th St NE & 1st Ave NE

Movement	WB	WB	WB	NB	SB
Directions Served	LT	T	TR	LT	TR
Maximum Queue (ft)	88	100	94	150	105
Average Queue (ft)	13	12	15	60	43
95th Queue (ft)	54	53	58	118	80
Link Distance (ft)	460	460	460	392	441
Upstream Blk Time (%)					
Queuing Penalty (veh)					
Storage Bay Dist (ft)					
Storage Blk Time (%)					
Queuing Penalty (veh)					

Intersection: 6: 4th St NE/Superior Plating & 1st Ave NE

Movement	WB	WB	WB	WB	NB	NB	NB	SB	SB
Directions Served	T	T	T	R	L	L	T	R	R
Maximum Queue (ft)	358	358	363	155	395	380	178	204	167
Average Queue (ft)	247	235	227	105	211	220	65	115	79
95th Queue (ft)	352	346	354	204	325	332	135	184	151
Link Distance (ft)	353	353	353		404	404	404	300	300
Upstream Blk Time (%)	1	1	1		0	0			
Queuing Penalty (veh)	5	5	4		0	1			
Storage Bay Dist (ft)				150					
Storage Blk Time (%)			24	1					
Queuing Penalty (veh)			37	3					

Intersection: 9: University Ave NE & 1st Ave NE

Movement	WB	WB	WB	WB	NB	NB	SB	SB
Directions Served	LT	T	R	R	LT	T	T	TR
Maximum Queue (ft)	365	376	355	154	249	226	185	172
Average Queue (ft)	282	289	188	60	159	121	102	84
95th Queue (ft)	403	411	390	123	234	204	165	157
Link Distance (ft)	328	328	328		357	357	327	327
Upstream Blk Time (%)	3	4	1					
Queuing Penalty (veh)	24	31	7					
Storage Bay Dist (ft)				150				
Storage Blk Time (%)			1	0				
Queuing Penalty (veh)			2	0				