

**SUNNEN STATION
PHASE II URBAN DEVELOPMENT PLAN
MAPLEWOOD, MISSOURI**

**SUBMITTED BY:
SUNCO, LLC
A Missouri limited liability company**

**PREPARED BY:
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7700 Forsyth Boulevard, Suite 1800
St. Louis, Missouri 63105**

SUBMITTED November ____, 2015

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I. OVERVIEW

This Phase II Urban Development Plan (“Development Plan”) has been prepared and submitted to the City of Maplewood, Missouri (the “City”) by Sunco, LLC, a Missouri limited liability company (the “Developer”), pursuant to Chapter 353 of the Revised Statutes of Missouri, as amended (“Chapter 353”). References in this Development Plan are sometimes made to that certain Urban Development Plan submitted to the City on October 24, 2011 which was approved by the City on December 13, 2011 by Ordinance No. 5646 (the “Initial Plan”).

Purpose

The purpose of the Initial Plan was to undertake Phase I of the Initial Plan, as further described in **Section III.D** below and in the Initial Plan. This Development Plan amends the Initial Plan by providing for the development of a mixed use development project on approximately 21 acres of land in the City (the “353 Area”) as such 353 Area is depicted in Exhibit 1 and further described on Exhibit 2, each of which is attached hereto and incorporated herein by reference. The 353 Area is substantially similar to the 353 Area described in the Initial Plan with the addition of certain parcels or portions of parcels which are themselves blighted under Chapter 353 (the “Additional Parcels”). The Additional Parcels were found to be blighted by the Additional Parcels Blight Analysis (defined below). The location and identity of the Additional Parcels are noted on Exhibit 1. The blight study of substantially all of the 353 Area was attached to the Initial Plan as Exhibit 2; the Analysis for Designation as a Blighted Area Under the Provisions of Chapter 353 an Area to be Amended to the Sunnen Station Redevelopment Area is attached to this Development Plan as Exhibit 3 (the “Additional Parcels Blight Analysis”). This Development Plan is intended to carry out Phase II of the Initial Plan.

Project Feasibility

Phase I of the Initial Plan has been successfully completed by the Developer without the use of eminent domain.

The feasibility of Phase II and the implementation of this Development Plan depend on several factors, including (i) market conditions, (ii) demand from other targeted users, (iii) the strategic positioning and repositioning of Sunnen Products Company (“Sunnen”), and (iv) the status of the proposed transportation-related improvements adjacent to the 353 Area that may have a substantial impact thereon.

II. REQUEST FOR FINDINGS AND DETERMINATIONS

With respect to the 353 Area, the Developer respectfully requests that the City grant the Developer all of the rights, powers and immunities provided pursuant to Chapter 353, and for the City to convey to Developer, for the agreed upon fair market value thereof, the City-Owned Parcels (herein defined) to the extent not already conveyed to the Developer, and to vacate to Developer all streets or rights of way in the 353 Area, to the extent not already vacated. In addition, the Developer requests that the City find and declare that:

1. The Development Plan conforms to the comprehensive plan of the City.
2. The 353 Area has been designated as a “redevelopment area” on a master plan for the City.

3. The City confirm its earlier finding that the 353 Area is a “blighted area” as that term is defined in Chapter 353, that the clearance, redevelopment, replanning, rehabilitation or reconstruction thereof is necessary for the public convenience and necessity, and the Additional Parcels themselves are blighted.
4. The size of the 353 Area is sufficient to allow redevelopment in an efficient and economically satisfactory manner.
5. The Development Plan is practical and workable.
6. Approval of the Development Plan is necessary for the preservation of the public peace, property, health, safety, morals, and welfare.
7. If any relocation of businesses or residents were necessary, the relocation plan described in **Section III.C** and the benefits to be provided pursuant to the relocation plan are adequate for all affected parties.
8. The Developer has complied with the applicable requirements of Chapter 353.

III. DEVELOPMENT PLAN

Description of the 353 Area. The 353 Area is depicted in Exhibit 1 and further described on Exhibit 2.

Property Acquisition. Except for City-Owned Parcels and streets and rights of way, the Developer or its related and affiliated entities are the owners of record of all of the parcels of real property within the 353 Area necessary for its redevelopment as of the date of this Development Plan. As noted above, the Developer is requesting the City convey such City-Owned Parcels to Developer and to vacate the streets and rights of way to Developer. As used in this Development Plan, “City-Owned Parcels” means the following parcels of ground and any other parcels within the 353 Area later determined to be owned by the City: 3001 Coleman Ave. (County ID 21J111771); 7800 Flora Ave. (County ID 21J111809); and 3033 Laclede Station Road (County ID 21J111854).

Housing and Business Relocation; Relocation Plan. There are no residences or businesses in the 353 Area that are expected to be displaced by the redevelopment, and therefore, it is not expected that any persons will be eligible for relocation benefits pursuant to state law. In the event that such persons do reside or operate businesses within the 353 Area and are displaced by the redevelopment, this Development Plan hereby adopts and incorporates herein the relocation procedures set forth in Section 523.205 of the Revised Statutes of Missouri, as amended (the “Relocation Policy”). Further, to the extent reasonably necessary, the Developer will engage a relocation specialist approved by the City to perform relocation activities in accordance with the Relocation Policy and applicable state law.

Redevelopment Project. The Redevelopment Project contemplated by the Initial Plan was expected to be implemented in two (2) phases:

- Phase I - The initial phase of redevelopment of the 353 Area (“Phase I”) consisted of the work necessary to prepare the 353 Area for redevelopment, including demolition and removal of existing buildings, grading, and environmental remediation. Phase I is complete. Developer elected not to

demolish the building at 2834 Bartold Avenue as the same is being used for office space; it is anticipated that this building will be demolished as part of Phase II and the redevelopment of the portion of the 353 Area on which the building is located.

- Phase II - The second phase of redevelopment of the 353 Area (“Phase II”) is anticipated to be consistent with Option B described in the Initial Plan. Presently, Phase II of the Redevelopment Project proposed by this Development Plan contemplates some or all of the following uses:
 - New, market rate apartments and senior citizen residential complexes;
 - Commercial and retail uses that comply with the City’s zoning codes and any rezoning of the 353 Area as a Planned Unit Development (“PUD”), including restaurants, quick service food establishments, and gasoline stations/convenience stores;
 - New car dealerships; and
 - Office and service uses.

The Developer shall retain the right to substitute other uses that are compatible with the City’s PUD classification for any of the foregoing uses. The Developer may propose additional uses for the 353 Area that are not listed above and the Developer and the City shall use best efforts and cooperate to cause the amendment of this Development Plan to incorporate such selection as further set forth in **Section III.P** and **Section III.Q** below.

Proposed Housing. Developer is proposing that Phase II include the potential use of the 353 Area for new, market rate apartments.

Building Renovation. No building renovation is expected in connection with Phase II.

Amenities. No amenities are currently planned for the 353 Area in connection with Phase II.

Property for Public Agencies. The Developer will not donate any property to public agencies in connection with Phase II.

Zoning Changes. The Developer is asking that the 353 Area be rezoned to a “Planned Unit Development” by the City to accommodate the proposed uses.

Street Changes. In connection with Phase II, the Developer is requesting the vacation of existing streets and rights of way by the City to the extent not already vacated. Flora Avenue will be reconfigured as will Bartold Avenue. A new traffic signal will be installed at Hanley Road and reconfigured Flora Avenue. Presently, Developer anticipates that the City will need to vacate all or a portion of the following streets in the 353 Area in connection with the redevelopment of the 353 Area and reconfiguration of Bartold Avenue and Flora Avenue: portions of Bartold Avenue, portions of Flora Avenue, portions of Laclede Station Road, Coleman Avenue, and various unnamed alleys in the 353 Area.

Utility Changes. Phase II will involve utility relocation and installation.

L. Management. The names and addresses of those person(s) who will be active in or associated with the management of Phase II for at least one year from the date of approval of this Development Plan are:

Sunco LLC: c/o Cozad Commercial Real Estate, Ltd.
16 Sunnen Drive, Suite 164
St. Louis, Missouri 63143
Attn: GT Cozad, III

Right of Assignment of Development Plan. The Developer shall have the right to assign its rights in Phase II and the Development Plan to an affiliate without approval by the City, and to other assignees, so long as such other assignees give assurances reasonably satisfactory to the City that the intention and purposes of Phase II and the Development Plan will be carried out.

Sale of Property. The Developer shall have the right to sell or transfer the real property within the 353 Area to any other person or entity, whether related or unrelated to the Developer; provided, however that any subsequent owner must comply with the terms of this Development Plan to receive any benefits that are or may be conferred herein.

Termination of Plan. This Development Plan shall terminate upon the earlier of: (i) 15 full calendar years after the date that the tax abatement described below becomes effective for the last portion of the 353 Area to be redeveloped, or (ii) January 31, 2041. Following termination of this Development Plan, the property within the 353 Area may be owned and operated free from any conditions, restrictions or provisions of Chapter 353.

Amendments to the Development Plan. This Development Plan may be amended from time to time as necessary and as provided by Chapter 353 to incorporate certain updated project information including but not limited to the final concept plans for Phase II and an adjustment to the boundaries of the 353 Area to accommodate the development thereof, provided that any amendment shall be approved by an ordinance adopted by the City Council.

Tax Abatement. Chapter 353 permits tax abatement for a period of up to 25 years after substantial completion of a project and title to the project being transferred through a Chapter 353 redevelopment corporation, with 100% abatement for the first 10 years, and 50% abatement for the next 15 years. The Developer hereby requests that the City grant tax abatement on the 353 Area of 100% for the first 10 years and 50% for the next 5 years after the date that tax abatement first becomes effective for each portion of the 353 Area to be redeveloped, on a project by project basis. The Developer will work with the City to publish such notices, prepare such tax impact statements, and follow such other procedures as are required under Chapter 353 and Ordinance No. 5460 adopted by the City on March 11, 2008 (the "Procedures Ordinance").

IV. REQUEST FOR LEGISLATIVE ACTION

The Developer respectfully requests that the City take the following action:

1. Confirm its earlier determination that the 353 Area is blighted pursuant to Chapter 353 and that the Additional Parcels are themselves blighted;
2. Confirm that the 353 Area has been designated as a "redevelopment area" on a master plan for the City;

3. Approve Phase II and this Development Plan, including tax abatement, as set forth above; and
4. Select the Developer to implement Phase II and the Development Plan.

V. PROCEDURAL REQUIREMENTS

The Developer has, concurrent with the submission of this Development Plan, complied with the following:

1. Additional Parcels Blight Analysis. A summary of the then existing conditions and blight study of the 353 Area was prepared by Peckham Guyton Albers & Viets, Inc. (“PGAV”), dated October 20, 2011, revised December 1, 2011, and attached as Exhibit 2 to the Initial Plan, and supported a conclusion that the 353 Area was a “blighted area” pursuant to Chapter 353. The Additional Parcels Blight Analysis attached to this Development Plan as Exhibit 3, also prepared by PGAV and dated as of July 3, 2015, supports a conclusion that the Additional Parcels to be added to the 353 Area are themselves blighted.
2. Publication of Notice to General Public. Pursuant to the Procedures Ordinance, the City has published notice of a public hearing in a paper of general circulation within the City not less than fifteen (15) days prior a public hearing to be held on November 24, 2015 at 7:30 PM, for the stimulation of comment by those to be affected by this Development Plan.
3. Notice and Written Statement to Political Subdivisions. Written notices, including a tax impact statement, were sent (or are to be mailed) to affected political subdivisions as required by Chapter 353 and the Procedures Ordinance in connection with the Developer’s request for tax abatement, providing not less than fifteen (15) days’ notice of a public hearing to be held on November 24, 2015 at 7:30 PM where such political subdivisions shall have the right to be heard on such grant of tax abatement or exemption.

**EXHIBIT 1
Depiction of 353 Area**

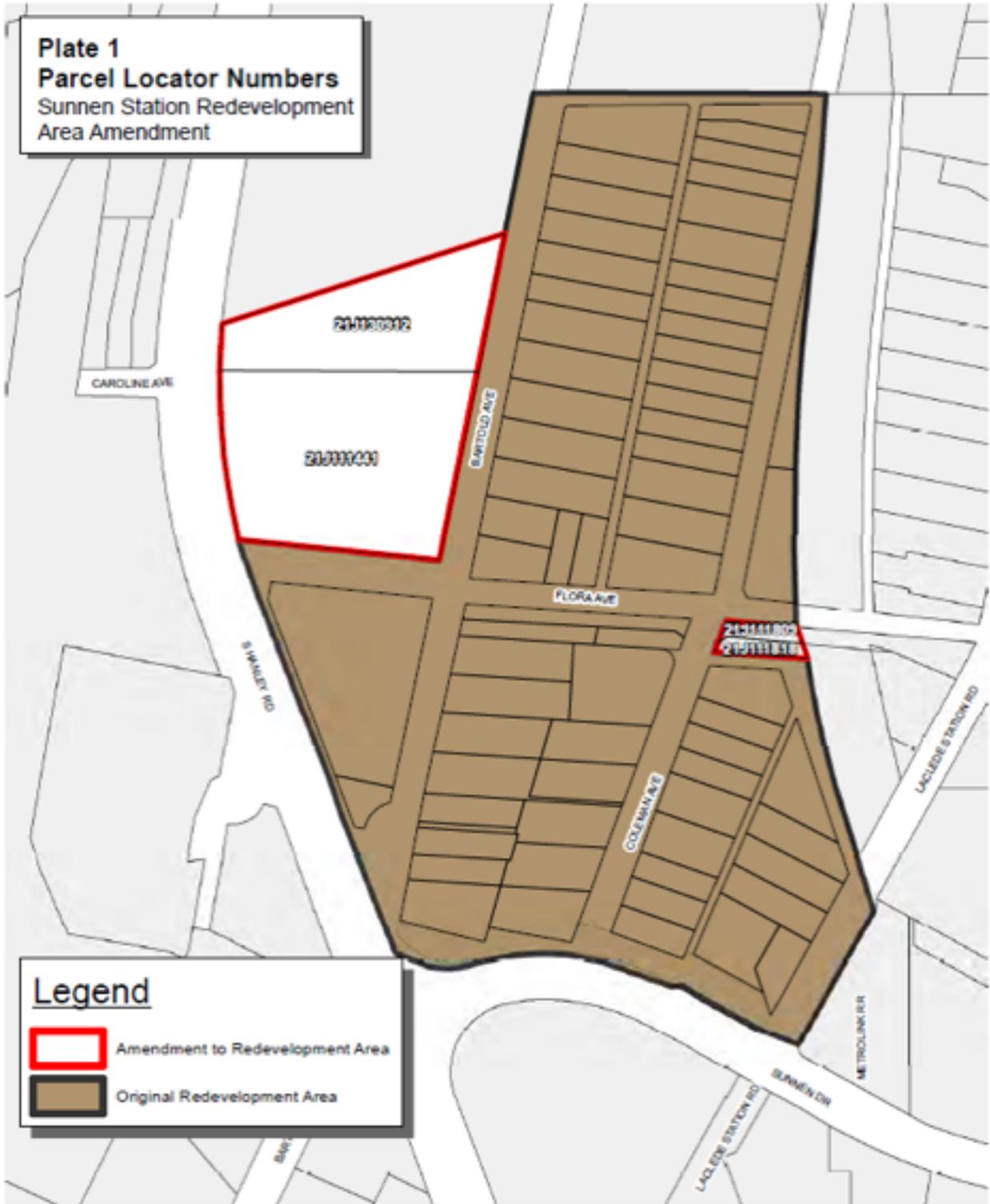
The following are the Additional Parcels. They appear outlined in red on the following two plates.

Additional Parcels

County ID	Property Address		Owner	Owner Address			
21J111441	7915 FLORA AVE	6314 3	Sunnen Products Co.	7910 Manchester Rd.	St. Louis	MO	63143
*21J130912	2750 S. HANLEY RD	6314 3	Sunnen Products Co.	7910 Manchester Rd.	St. Louis	MO	63143
*21J111809	7800 FLORA AVE	6314 3	City of Maplewood	7601 Manchester Rd.	St. Louis	MO	63143
*21J111818	3011 LACLEDE STATION RD	6314 3	Sunquad LP	7910 Manchester Rd.	St. Louis	MO	63143

***353 Area only includes portions of these parcels**

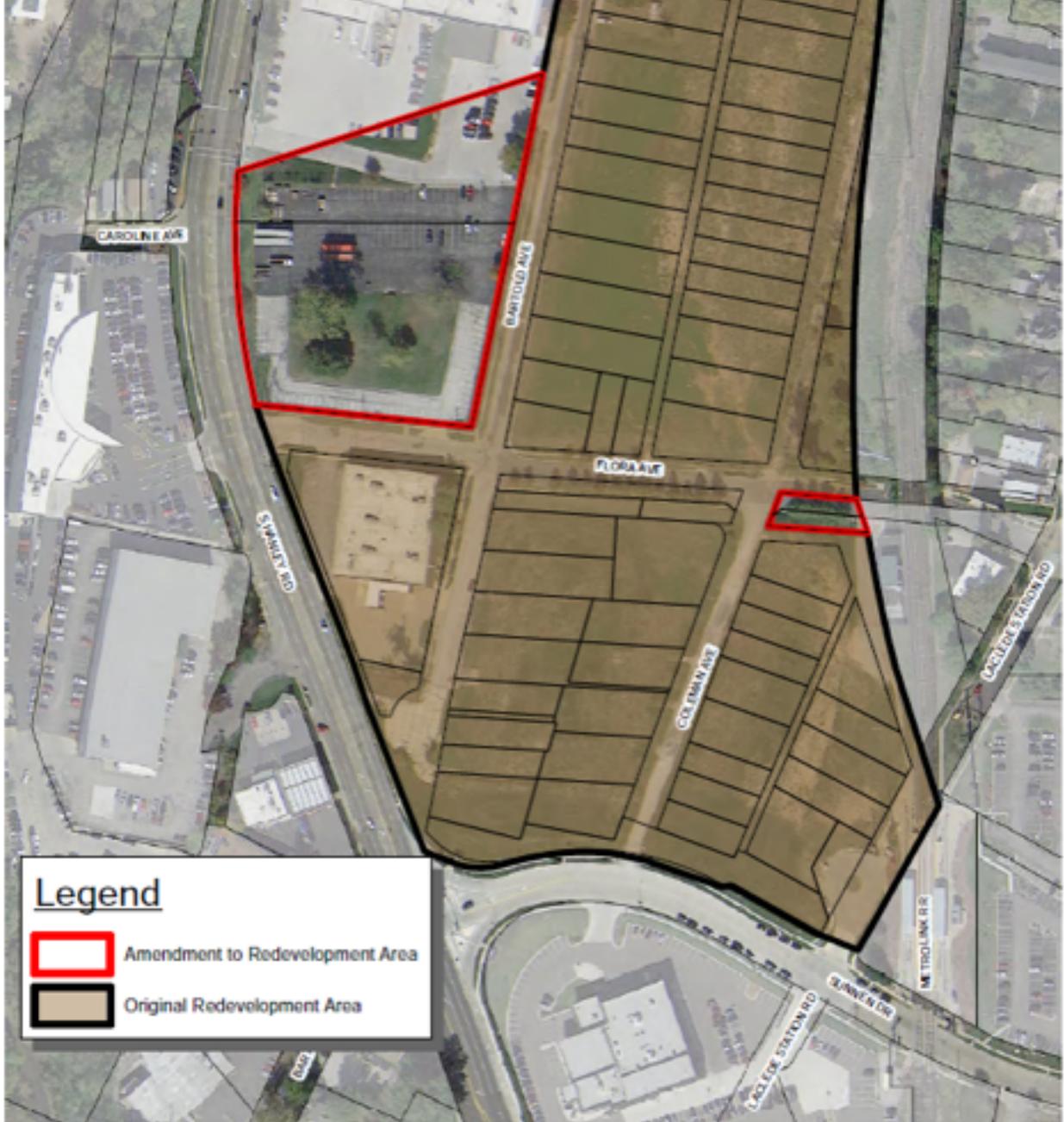
Plate 1
Parcel Locator Numbers
 Sunnen Station Redevelopment
 Area Amendment



April 2015



Plate 2
Boundary Map
Sunnen Station Redevelopment
Area Amendment



Legend

-  Amendment to Redevelopment Area
-  Original Redevelopment Area



April 2015



**EXHIBIT 2
DESCRIPTION OF 353 AREA**

PROPERTY DESCRIPTION

A tract of land being all of Lot 4A of the "Sunquad Subdivision Seventh Amended Plat" as recorded in Plat Book 360, Page 373 of the St. Louis County Records, part of the "Resubdivision of Block 5 of Maplewood Heights" as record in Plat Book 7, page 94, Part of Lots 22 - 24 of "C.S. Rannel's Subdiviosn" as recorded in Deed Book 485, Page 396, Part of Lots 1 and 5 of "Boenecke's Subdivision" as recorded in Plat Book 8, Page 13, part of "Hyatt's Subdivision" as recorded in Plat Book 2, Page 67, part of "F.W. Hinterthuer's Subdivision" as recorded in Plat Book 1, Page 82, part of "Laclede's Subdivision" as recorded in Plat Book 7, Page 83 (City of St. Louis records) and part of "Resubdivision of Blocks 1, 2, 3 & 4 of Maplewood Heights" as recorded in Plat Book 7, Page 9, all being part U.S. Surveys 2844 and 2939 and part of Fractional Section 27 in Township 45 North, Range 6 East of the Fifth Principal Meridian, City of Maplewood, St. Louis County, Missouri and being more particularly described as follows:

BEGINNING at the intersection of the Western right-of-way line of Laclede Station Road with the Northern right-of-way line of Sunnen Drive; thence along said Northern right-of-way line of Sunnen Drive the following: North 60 degrees 54 minutes 26 seconds West, 151.93 feet to a point; thence along a curve to the left having a radius of 386.00 feet, an arc length of 301.69 feet, the chord of which bears North 83 degrees 17 minutes 52 seconds West, a chord distance of 294.07 feet to a point; thence along a curve to the right having a radius of 110.00 feet, an arc length of 163.26 feet, the chord of which bears North 63 degrees 10 minutes 11 West, a chord length of 148.68 feet to a point on the Eastern right-of-way line of South Hanley Road; thence along said Eastern right-of-way line of South Hanley Road North 20 degrees 39 minutes 03 seconds West, 523.41 feet to a point; thence along a curve to the right having a radius of 886.64 feet, an arc length of 68.31 feet, the chord of which bears North 18 degrees 26 minute 38 seconds West, a chord length of 68.29 feet to a point; thence South 89 degrees 55 minutes 28 seconds West, 9.89 feet to a point; thence in a Northerly direction along a curve to the right having a radius of 914.30 feet, and arc length of 335.10 feet, the chord of which bears North 05 degrees 08 minutes 27 seconds West, a chord length of 333.22 feet to a point; thence leaving said Eastern right-of-way line of South Hanley Road North 84 degrees 08 minutes 05 seconds East, 37.65 feet to a point; thence North 72 degrees 42 minutes 40 seconds East, 411.62 feet to a point; thence in a Northerly direction along a curve to the right having a radius of 390.00 feet, an arc length of 75.10 feet, the chord of which bears South 05 degrees 44 minutes 29 seconds West, a chord length of 74.98 feet to a point on the Western line of Bartold Avenue; thence along said Western right-of-way line North 11 degrees 15 minutes 28 seconds East, 146.26 feet to a point; thence leaving said Western right-of-way line South 78 degrees 44 minutes 32 seconds East, 50.00 feet to the Northwest corner of Lot 1 of "Resubdivision of Blocks 1, 2, 3 &4 of Maplewood Heights", a subdivision filed for record in Plat Book 7, Page 9 of the St. Louis County Records; thence along the Northern line of said subdivision South 89 degrees 45 minutes 18 seconds East, 381.21 feet to a point on the Western line of the former St. Louis Belt and Terminal Railroad right-of-way; thence along said Western line the following: in a southerly direction along a curve to the right having a radius of 1382.70 feet, an arc length of 136.58 feet, the chord of which bears South 03 degrees 21 minutes 18 seconds West, a chord length of 136.52 feet to a point; thence South 06 degrees 11 minutes 05 seconds West, 295.12 feet to appoint; thence along a curve to the left having a radius of 1482.69 feet, an arc length of 706.73 feet, the chord of which bears South 07 degrees 28 minutes 14 seconds East, a chord length of 700.05 feet to a point on the Western right-of-way line of the aforesaid Laclede Station Road; thence along said Western right-of-way line of Laclede Station Road South 28 degrees 53 minutes 29 seconds West, 102.58 feet to a point; thence South 60 degrees 56 minutes 44 seconds East, 4.41 feet to a point; thence South 28 degrees 53 minutes 29 seconds West, 204.46 feet to the Point of beginning and containing 925,977 square feet or 21.257 acres more or less as per calculation by Stock & Associates Consulting Engineers, Inc. during April, 2015.

EXHIBIT 3
Additional Parcels Blight Analysis
[Follows]