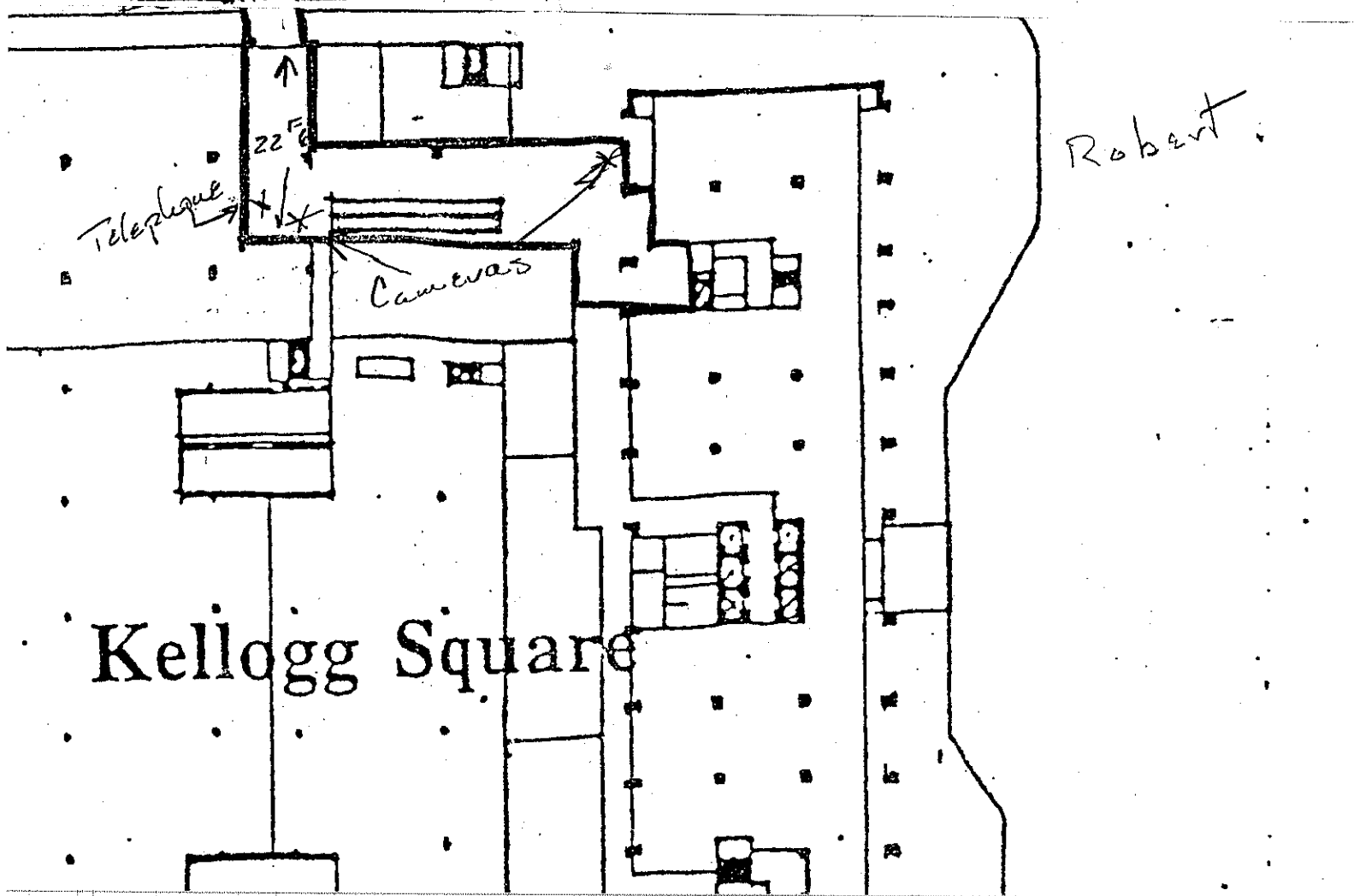
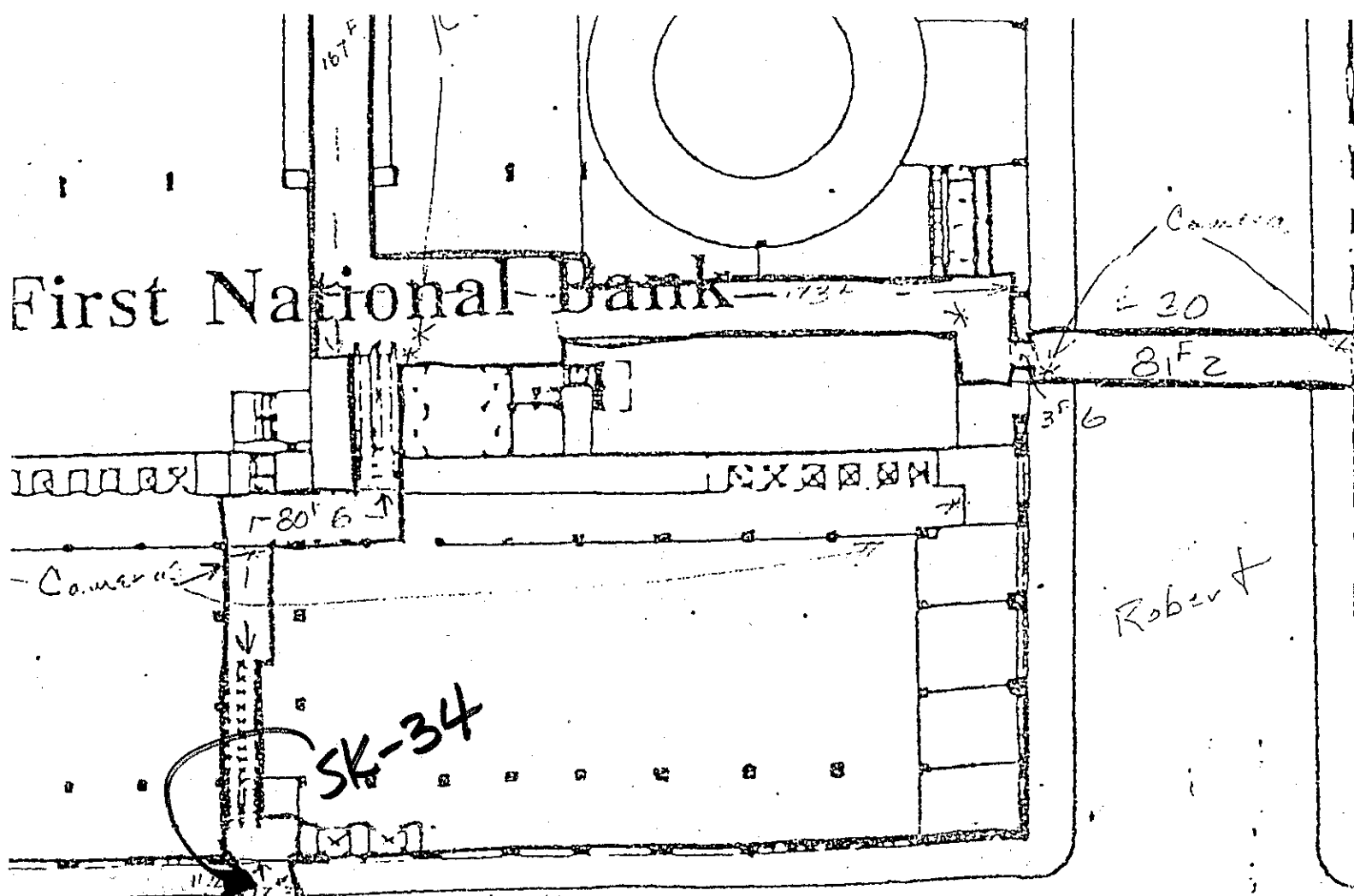


First National Bank



Kellogg Square

		BLDG 1st Nat'l Bank	BLDG Kellogg Square
MAINTENANCE			
Cleaning			
	Doors	X	X
	Interior windows	X	
	Exterior windows	X	
	Floors (sweep, mop, wax)	X	
	Metal trim, base (dust, remove wax)	X	
	Below ramping	X	
	Clean light fixtures	X	
	Replace light bulbs & Ballasts	X July-Dec.	X Jan-June
	Change HVAC filters	X	
Repair/Replace			
	Doors	X	X
	Windows	X	X
	Floors (terrazzo, carpeting)	X	X
	Roof/Ceiling	X	X
	Painting, interior	X	X
	Painting, exterior	X	X
OPERATIONS			
	HVAC/Mechanical		X
	Lighting/Electrical		X
INSURANCE			
	Casualty insurance/Public liability	X	X
	Surety Bond		
SURVEILLANCE			
		X	X
SIGNAGE			
		X	X

NOTE: Above should reflect the property responsible for performing the maintenance item or service for the skyway bridge.

Building First National Bank Building
 Contact Guy L. LaBarre
 Address 332 Minnesota Street, Suite W120
Saint Paul, MN 55101

Building Kellogg Square
 Contact Lana Augst
 Address 111 East Kellogg Blvd., Suite 140
Saint Paul, MN 55101

Phone 612-225-3665

Phone 612-227-9224

Signature *Guy L. LaBarre*
 Date 2/4/95

Signature *Lana Augst*
 Date 1/19/95

Please submit completed and signed form to: Kathryn Ter Horst
 Department of PED
 1300 City Hall Annex
 25 West Fourth Street
 Saint Paul, MN 55102

CONTRACT FOR
SALE OF LAND FOR PRIVATE REDEVELOPMENT

THIS AGREEMENT, consisting of this Part I and Part II (Form HUD-6209B, 4-66) annexed hereto and made a part hereof and the ten (10) Schedules attached hereto (which Part I, Part II and said Schedules are together hereinafter called "Agreement"), made on or as of the 12th day of June, 1969, by and between the Housing and Redevelopment Authority of the City of Saint Paul, Minnesota, a public body corporate (which, together with any successor public body or officer hereafter designated by or pursuant to law, is hereinafter called "Agency" and sometimes "Authority"), established pursuant to the Municipal Housing and Redevelopment Act, Chapter 487, Laws 1947 of the State of Minnesota (hereinafter called "Urban Renewal Act") and having its office at 421 Wabasha Street, in the City of Saint Paul (hereinafter called "City"), State of Minnesota, and Kellogg Square Company, a Limited Partnership, organized and existing under the laws of the State of Minnesota (hereinafter called "Redeveloper") and having an office for the transaction of business at 600 Pioneer Building, in the City of Saint Paul, County of Ramsey, and State of Minnesota,

or imposed upon any improvements upon Parcel 2 for any tax year commencing prior to 1971.

SECTION 11. REDEVELOPMENT OBJECTIVES AND REQUIREMENTS.

Attached hereto, marked "Schedule I", and hereby incorporated herein by reference are the Redevelopment Objectives and Requirements of the Housing and Redevelopment Authority of the City of Saint Paul, Minnesota relating to Block J, ~~and further attached hereto, marked "Schedule J" and incorporated herein by reference is the General Policy Statement-Pedestrian Concourse System, Downtown Urban Renewal Project-Minnesota R-20.~~

SECTION 12. INTERPRETATIONS.

In the event of any conflict between any of the provisions of Part II and any of the provisions of Part I, the provisions of Part I shall govern and control.

SECTION 13. COUNTERPARTS.

This Agreement is executed in ten (10) counterparts, each of which shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Agency has caused the Agreement to be duly executed in its name and behalf by its Chairman and its seal to be hereunto duly affixed and attested by its Assistant Secretary, and the Redeveloper

GENERAL POLICY STATEMENT - PEDESTRIAN CONCOURSE SYSTEM
DOWNTOWN URBAN RENEWAL PROJECT - MINNESOTA R-20

(Revised September, 1967)

HOUSING AND REDEVELOPMENT AUTHORITY
OF THE CITY OF SAINT PAUL, MINNESOTA
421 North Wabasha Street
St. Paul, Minnesota 55102

HOUSING AND REDEVELOPMENT AUTHORITY
OF THE CITY OF SAINT PAUL, MINNESOTA
421 North Wabasha Street
St. Paul, Minnesota 55102

GENERAL POLICY STATEMENT - PEDESTRIAN CONCOURSE SYSTEM
DOWNTOWN URBAN RENEWAL PROJECT - MINNESOTA R-20

(Revised September, 1967)

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A. GENERAL DESCRIPTION --

Blocks A thru K, inclusive, will be developed to include an upper level pedestrian concourse system at approximately the grade elevation of Wabasha Street. As used herein, the term "concourse system" is inclusive, and encompasses the following: (1) concourse corridors, (2) node points in the concourse corridors including one major node central to each block, generally at the point where several concourse corridors intersect, and (3) certain vertical access facilities connecting the concourse corridors to public streets or other public property, and (4) bridges spanning streets. The primary purpose of the concourse system is to divert pedestrians from the minimal width street level sidewalks, enabling pedestrian traffic to move in an enclosed environment protected from adverse weather and vehicles. The concourse system is expected to significantly reduce pedestrian-vehicle conflicts at street level, particularly during periods of peak traffic, thereby permitting a smoother flow of vehicular traffic and greater safety for the pedestrian. This separation of pedestrian and vehicles has permitted the City to reduce roadway widenings to a minimum, and to also provide narrower sidewalks than would ordinarily be provided, thereby leaving a maximum amount of land available for redevelopment.

Another important benefit of the concourse system is the opportunity afforded redevelopers to provide shop and office space abutting the concourse. In the use of such shop space, the public will be unhindered by adverse weather conditions and traffic, thereby promoting the desirability of shopping and doing business in the Project buildings and contributing to the economic strength of Downtown Saint Paul. The concourse system, through the efforts of the Redevelopers, also may contain sculpture, water displays, artwork, and other elements contributing to the esthetic and cultural enrichment of the citizens of the City, thereby becoming the focus of activity in the Downtown area.

The concourse system will be developed at Authority expense, except for those portions running through existing buildings to remain. All segments developed by the Authority, and those segments privately developed which constitute a link in the concourse system, will be built on public property or contained within public easements granted by the redevelopers or owners. The Redevelopers may participate in the construction of the

concourse system, and may construct extensions of the concourse system at their own expense. The general location of the concourse system, including concourse corridors, nodes, vertical access facilities, and bridges to be developed by the Authority as creditable non-cash local grants-in-aid are shown on the attached map.

The concourse system will be entirely enclosed and capable of being heated and cooled to a temperature comparable to that maintained in office and retail areas. The term "enclosed" shall mean protected from the weather, though the area of the concourse system need not necessarily be confined by its own walls. The concourse corridors and bridges to be developed by the Authority will be constructed at a width of approximately 12'-0", with a larger area to be developed at nodal points. Those segments passing through existing improvements to remain will also be at a width of approximately 12'-0", except where in the judgment of the Authority, physical limitations of existing buildings such as column spacing, fixed vertical element locations, window opening, etc., render achievement of a 12'-0" width impractical or would constitute an undue hardship on the owner. In such instances, a lesser width may be allowed.

B. DESIGN PREMISES AND CONSIDERATIONS --

Incorporation of a public concourse system into private redevelopment presents some unique implications for both the public and the redevelopers. With recognition of the public and private interests involved in the concourse system, certain premises have been established related to the concourse system, and these premises are basic to the regulations and design criteria or considerations established for the concourse system, as set forth in succeeding sections. These premises are as follows:

1. The success, that is, the degree of utilization, of the concourse system will be directly related to the convenience and comfort it affords pedestrians in the Project Area.
2. Any and all public expenditures for the concourse system must be limited only to those improvements that are of public benefit. While adjacent redevelopers may derive peripheral benefit from a public concourse abutting their properties, no segment of the concourse system or its facilities that are of primary

benefit to private interests can be constructed with public monies. Public monies may be expended only for segments within easements granted to the public.

3. The concourse system must have a design identity of its own, distinguishing it from other areas with public access within abutting buildings as an aid to the citizen in finding his way throughout the system. Further, where public funds are expended for the concourse system, it must be possible to readily identify those areas publically provided so that the citizen is cognizant of his right to use such areas.
4. The concourse system must possess directional clarity, and be accessible, identifiable, and continuous. At the same time, it must not form an incompatible intrusion into the architecture of the various buildings through which it will pass.
5. The concourse system must functionally and visually help to unify the Project Area. It should be urban in character, and should provide a variety of spacial experiences; it should not be of monolithic design throughout its length. The concourse system should possess a variety of floor to ceiling heights, and abut spaces of varying design and activities. Nevertheless, it must still possess enough common elements to provide the directional clarity, continuity and identity required.

C. CONCOURSE SYSTEM ELEMENTS --

The concourse system will consist of essentially four elements:

-- Concourse corridors will run through the block from property line to property line, both within redevelopers' structures, and extending outside of redevelopers' structures to the property line in instances where the redeveloper's structure is set back from the property line. The primary public purpose of such concourse corridors is the accommodation of pedestrian travel from point to point, and as such, a width of approximately 12'-0" is established for such elements.

-- Nodes are the points of intersection of several concourse corridors, and/or the location of a vertical access facility. At

such points, pedestrian traffic is likely to be heavier and moving in varying directions, directional decisions are made, and other activities may be occurring. Therefore, a wider-than-12-foot concourse area will be required at one major node in each block, and may be necessary at other nodes.

- Bridges span streets between property lines and perform essentially the same public function as concourse corridors; therefore, the bridges will be built with a clear width of 12'-0".
- Vertical access facilities in the form of either stairs or escalators provide access to the concourse nodes and corridors, and the bridges, from the street. Both ends of each bridge must be provided with a vertical access facility, or a concourse corridor giving access to a vertical access facility located reasonably close to the end of the bridge.

Data relative to each of these elements follows:

1. Concourse Corridors

(a) Outside Redevelopers' Improvements

Where concourse corridors are constructed outside of the redeveloper's structure, the Authority will be responsible for payment for the actual construction costs of such elements, including sub-structure necessary to support such elements. The Authority will pay actual construction costs of such elements where, in the determination of the Authority, such concourse construction outside of redevelopers' improvements is necessary because redevelopers' improvements are set back from the property line in order to satisfy setback or coverage limitations, or otherwise achieves overall design standards for the Downtown Urban Renewal Project. In other instances, the Authority contribution for such segments will be limited to actual construction costs up to \$20 per square foot, as established for concourse segments within redevelopers' improvements.

In paying for such concourse segments outside of redevelopers' improvements, the Authority will pay

for substructure necessary to support such segments, except at the point where such segment abuts the re-developers improvements at the concourse floor level, at which point the redeveloper must provide increased structure in its improvements in order to aid in support of such segments. Where such concourse segments are built over basement level improvements constructed by the redeveloper, such basement level improvements must be designed to support the concourse segment above, with the Authority payment for substructure extending only from the top of the basement structure up to the concourse level.

All improvements for such segments that are the responsibility of the Authority must be located within public property, or within easements granted to the public without consideration by the redeveloper.

(b) Within Redeveloper's Improvements

Where concourse corridors are located within the redeveloper's structural improvements, the Authority will be responsible for paying for the actual separated square foot costs of building such elements, up to a maximum of \$20 per square foot, as adjusted.* Such segments must clearly possess a design identity and character separating them from abutting private areas, and the function of such segments, in the determination of the Authority, must be primarily oriented to the public purpose of accommodating pedestrian travel in the concourse system. Corridors that are solely or primarily integral to the use of abutting private building areas will not be eligible for Authority financial participation.

The maximum limitation on Authority expenditures of \$20 per square foot, as adjusted for such concourse segments, will not include the costs of certain fixtures in the concourse to be provided by the Authority, including signs, graphic materials, or other elements of fur-

* See Section E following for method of cost adjustment.

niture. The method to be used in determining the Authority's financial participation in construction of concourse corridors is set forth in Section D.

2. Concourse Nodes

At one location, generally central to each block, the Authority will be responsible for construction of a major node point. Such a node will occur at the point where several concourse corridors intersect and/or a principal vertical access facility is located. The size and configuration of the node will be dependent upon the number of concourse corridors intersecting, its location within the Project and the overall concourse system, and the amount and nature of anticipated pedestrian activity within the node. The node must be large enough to accommodate anticipated pedestrian activity and to constitute a special area of importance within the overall concourse system. Since the node will constitute a major element in the pedestrian orientation sequence, the Authority will place within the node certain elements of graphics and furniture, and will require the use of certain materials, as specified in succeeding sections.

Secondary nodes may also occur in some instances in certain blocks, especially at points of vertical access to the street. Where appropriate, in the determination of the Authority, such areas may also be developed as nodes, and have a width wider than the normal 12 feet appropriate for concourse corridors.

The Authority will be responsible for paying for the actual separate square foot costs of building such major and secondary nodes up to a maximum of \$20 per square foot, as adjusted. Such nodes must clearly possess a design identity and character separating them from abutting private areas, and in the determination of the Authority, must be primarily oriented to the public purpose of accommodating pedestrian travel in the concourse system, including orientation, direction changes, and congregation, or vertical movement to street level. Nodes or concourse corridor segments that are solely or primarily integral to the use of abutting private building areas will not be eligible for Authority financial participation.

The maximum limitation on Authority expenditures of \$20 per square foot, as adjusted, for nodes will not include the costs of certain fixtures in the node provided by the Authority, including signs, graphic materials, and other elements of furniture. The method to be used in determining the Authority's financial participation in construction of nodes is set forth in Section D.

3. Bridges

(a) Interior Street Bridges

Where the concourse spans streets between project blocks, the Authority will be responsible for the construction of a pedestrian bridge with a clear inside width of 12'-0". Such bridges are presently programmed for the following locations:

- Crossing 6th St. between Cedar and Minnesota Sts.
- Crossing 6th St. between Minnesota and Robert Sts.
- Crossing 5th St. between Minnesota and Robert Sts.
- Crossing 4th St. between Minnesota and Robert Sts.
- ~~---~~ Crossing 4th St. between Robert and Jackson Sts.
- Crossing Cedar St. between 5th and 6th Sts.
- Crossing Minnesota St. between 6th and 7th Sts.
- Crossing Minnesota St. between 5th and 6th Sts.
- Crossing Robert St. between 6th and 7th Sts.
- Crossing Robert St. between 5th and 6th Sts.
- Crossing Robert St. between 4th and 5th Sts.

These bridges will be built by the Authority and will be 100% creditable to the project, provided that they connect to an acceptable segment of the basic concourse system giving access to a public street or other public property, as further elaborated in Sections C-4 and H of this document, and further, that they are located entirely within the Project. Unless special circumstances warrant a change, bridges will be of a consistent design throughout the Project Area, consisting basically of exposed steel vierendeel trusses painted deep brown, with terrazzo floors and an egg-crate grid luminous ceiling.

(b) Boundary Street Bridges

If, in the judgment of the Authority, the basic concept of the pedestrian concourse system will be strengthened by extension of the system into blocks adjacent to the project, the Authority will be responsible for the construction of 12'-0" wide bridges spanning project boundary streets. Such assumption of responsibility by the Authority assumes a willingness on the part of the property owner on the non-project side of the street to receive the bridge and provide the necessary vertical access to the non-project end of the bridge from the adjacent public street. Prior to the letting of a construction contract, funds equal to 50% of the cost of such boundary street bridges must be made available to the Authority from the non-project property owner, the redeveloper, or other sources, and the Authority will be responsible for contracting for the construction of such bridges. Such bridges will be creditable to the project, provided that they connect to an acceptable segment of the basic concourse system, giving access to a public street or other public property within the affected project block, and access to a public street or other public property is assured within the connected non-project block.

(c) Multi-Function Bridges

While the Authority commitment is limited to a bridge of 12'-0" inside width, intended to accommodate pedestrians traversing the concourse system, the Authority recognizes that the concept of the concourse system may be better realized by incorporating the pedestrian movement function within a multi-purpose structure spanning the streets. Where appropriate, such structures will be permitted by the Authority, subject to the securing of air rights from the City. Where such structures encompass other functions and/or a wider-than-12-foot concourse, the Authority will be financially responsible for costs on the following basis:

(1) Project (Interior) Street Bridges: The Authority contribution will be limited to a corridor of 12 feet width, and for each square foot thereof, the Authority will pay the lesser of the square-foot construction cost as delineated in Section D following, or the square foot costs of building a normal bridge of 12'-0" inside width.

(2) Boundary Street Bridge: The Authority financial responsibility will be limited to one-half of the amount that would be committed for an interior street bridge. In all instances, facilities for which the Authority will make a financial commitment must be located on public property or within a public easement, as further detailed in Section H.

(d) Bridge Structure and Services

While the Authority will be responsible for bridge construction, as noted above, the redeveloper or property owner at each end of the bridge will be responsible for provision of structural support within its building for accommodation of the bridge. The Authority will not be financially responsible for such increased structure to support the bridge, nor will the Authority build independent support for the bridge at each end.

Construction of all bridges will include interior lighting fixtures and wiring, air conditioning ducts, heat distribution facilities, and any other necessary mechanical and electrical facilities, with the Authority being responsible for provision of such facilities. The redeveloper will connect the mechanical and electrical systems of its buildings to the bridges and supply to the bridge facilities the

necessary heat, cooled air, and electrical power from the mechanical and electrical systems of its buildings. Where a bridge connects the improvements of one redeveloper or building owner with that of another redeveloper or building owner, each party so connected may be responsible for sharing the cost of providing the required mechanical services to the bridge. Such a cost-sharing agreement must be reached by the affected parties and submitted to the Authority for its approval prior to the start of bridge construction.

4. Vertical Access Facilities

Vertical access between the concourse and street level will be required throughout the concourse system. Generally, vertical access must be provided at or near each end of the bridges crossing streets, and may also be required at other locations within the system. Vertical access facilities include stairs or escalators (elevators serving more than the concourse level will not be considered as meeting the requirement for vertical access), with escalators being required at the principal points of access to the concourse system.

Where appropriate to concourse function, the Authority will be financially responsible for vertical access facilities, including escalators, in the equivalent number and approximate locations as indicated on the accompanying map. Authority costs for each pair of escalators will be limited exclusively to the actual installed costs of the escalator unit (excluding building structure for escalator support), or \$75,000 - whichever is the lesser. The maximum Authority expenditure of \$75,000 is subject to adjustment as set forth in Section E.

D. COST DETERMINATION METHODS --

In order to determine the actual concourse costs for which the Authority will be responsible, the redeveloper shall submit construction cost data in the following manner:

1. The cost per square foot of providing the basic building shell for the building in which the concourse is located shall be determined. This cost may include such items as excavation, foundation, structural frame, floor and ceiling structure, etc. It also may include mechanical systems which in part serve the concourse. It may not include site improvements, interior partitions and finishes, land cost, architect's or other fees, or other costs not integral to the basic building shell.
2. The cost per square foot for the interior finishes and partitions which comprise and delineate the concourse area shall be determined. Such costs for finishes may include floor and ceiling coverings, lighting fixtures and other components actually within the area of the concourse. Where partitions delineate the public concourse from abutting private building areas, one half the cost of the partition, expressed as a cost per square foot of concourse defined, may be included.

The total of these two cost-per-square-foot determinations shall be the amount for which the Authority will be responsible for each square foot of concourse area, up to a maximum of \$20 per square foot, as adjusted.

E. CONSTRUCTION COST ADJUSTMENT --

The maximum Authority expenditure of \$20 per square foot for concourse corridor and node construction, and the \$75,000 for escalator expenditures, and the maximum amount for stair expenditures, will be adjusted quarterly using the "Engineering News Record" Building Cost Index for Minneapolis as of June, 1966, as the base figure (655). The date upon which a redeveloper enters into a construction contract for all or a part of the concourse system shall be used in determining the Building Cost Index in effect and the applicable maximum limits shall be adjusted accordingly.

F. DESIGN AND MATERIALS REQUIREMENT --

In order to achieve the design identity, continuity, and ease of orientation necessary if the concourse system is to function effectively, the Authority has established certain design and materials requirements for the concourse system. The design of the concourse system within each block shall adhere to these requirements.

1. Concourse System Symbol:

The Authority has developed a graphic symbol for the concourse system. Such symbol shall be used only where approved by the Authority. The symbol shall be used at the exterior of all grade-level building entrances that provide direct access to the concourse. It shall also be used as approved by the Authority, in other building areas, together with arrows or other directional indicators, to indicate the location of the concourse system.

2. Concourse System Graphics:

Graphics will play a vital role in orientation in the concourse system, and through consistency of design and placement will also constitute a vital element in achieving concourse system identity. The Authority will be responsible for the design and location of all concourse system graphics; the types of graphics and general location criteria are as follows:

(a) Directional Signs

Directional signs will be the largest and most conspicuous signs in the concourse system. They will be used to give directions to streets and to major buildings in the concourse system. All directional signs will be attached to concourse ceilings (or suspended from the ceilings, depending on ceiling height), will be perpendicular to the axis of the concourse area in which they are located, and will be the only such signs to be mounted in this manner. The most important of such signs will be illuminated.

(b) Identification or Information Signs

Identification or information signs will be used to identify the principal uses, areas, or services occurring adjacent to the concourse. Such signs will be used to identify such things as elevators to major structures, exits to bus stops or taxi stands, and also to identify the location of such facilities as public telephones or rest rooms, restaurants, etc. Such signs will be affixed to the side walls of the

concourse or they may occur as free-standing elements where appropriate. When affixed to side walls of corridors, certain of these signs may project from the walls perpendicularly to the axis of the concourse segment in which they are located, if such method of display is appropriate.

(c) Graphic Panel

Within the major node to be located centrally within the block, the Authority will provide a graphic panel, measuring about 8'-0" x 8'-0", which will form a central element in the orientation process. Each graphic panel, while consistent in format, general location, and nature of content, will be individually related in specific content to the block in which it is located. Graphic panels may portray in semi-abstract form the major building in that block, or the major uses, or in some other manner present graphic information specifically related to the block in which it is located as an aid to the pedestrian in instantly relating to his surroundings and location within the concourse system.

(d) Maps and Route Directories

Wall-mounted or free-standing maps and route directions of the concourse system will be placed in prominent locations at the head of vertical access facilities, within nodes, or in other appropriate locations so that the pedestrian may, together with the directional signs, determine the concourse route to be used in order to arrive easily and quickly at a desired location.

3. Concourse Equipment

In order to achieve added prominence and identity for the major node to be developed in each block (see Section C-2 above), certain items of equipment will be provided by the Authority in each of these major nodes. Such equipment, through consistency

of design format and occurrence, is intended to further distinguish node points from other building areas, and provide for a multiplicity of activities complementary to the basic purpose of the concourse system. Such equipment will include benches, trash receptacles, and where appropriate, planter boxes. All such equipment, together with the graphic panel and other graphics, as noted above, will be permanently affixed to the concourse floor (or walls). The location of such equipment in node areas will be determined by the Authority, based on analysis of expected traffic patterns within the node and to adjacent private areas. The redeveloper, with the approval of the Authority, is encouraged to provide other items of equipment for location in node areas, such as sculpture, decorative fountains, public telephones, drinking fountains, kiosks for display of material of public interest, newspaper stands, etc. The Authority has developed prototype designs for certain of these elements, and must retain approval of any other elements to be placed within the concourse system.

4. Concourse Floor Materials

All concourse bridges to be built by the Authority will contain terrazzo floors of a brown and grey chip in a dark matrix (Venice Art Marble V-1036, or equivalent), herein referred to as "concourse terrazzo." The Authority will require the use of concourse terrazzo in all or a major portion of the node to be developed central to each block of the concourse system. Such use of a constant material in each bridge and central node will establish a repetitive rhythm of spaces that will aid in achieving identity and continuity for the concourse system. In concourse corridors running between bridges and nodes, other floor materials may be used, though a consistency of floor material for concourse corridors must be maintained throughout each building. Concourse terrazzo and the concourse corridor floor material may not be used, unless changed in color tone or texture, in private non-concourse building areas in proximity to the concourse where such use would tend to obscure the identification of concourse materials with concourse areas. If the

redeveloper chooses to use carpet or other non-permanent flooring material for concourse corridors, the redeveloper must agree to replace such carpet with new carpet or other material matching as closely as possible the original in color and texture at such intervals as may be determined by the Authority or the City.

5. Concourse Ceilings and Lighting

Concourse ceilings shall be of the same materials throughout any one building. Minimum ceiling height shall be 8'-0", and no signs or other graphics other than as specified in Section F-2-a above shall be fastened to or suspended from the ceiling. Lighting fixtures shall be recessed or attached in immediate proximity to the ceiling; hanging or pendant fixtures will not be permitted. Luminous ceilings are permitted. Artificial lighting intensity shall be a minimum of 50 f.c. at every point along the floor. The artificial lighting shall be supplied with electricity in such manner that the interruption of service on any circuit inside the building will not result in total interruption of the required lighting. Where adjacent private building areas are open to the concourse, a differentiation in ceiling treatment, height, light level, and/or light color shall be achieved. At nodes and at other locations where ceiling-mounted directional signs are to be located, additional lighting and/or outlets shall be provided to accent such graphic material.

6. Concourse System Walls

Where the concourse system is defined by walls or partitions separating the concourse from adjacent private building areas, such walls may be of a design and function consistent with the use and architectural design of such private building areas. Exceptions will be required at wall areas where graphic panels, maps, route directories, or other concourse-related graphic material is to be located. Concourse system walls shall be of durable, easily maintainable, finished materials. Where shop signs, department identification signs, or other permanent graphics not related to concourse graphics as specified in Section F-2 above are required, they shall be located on and/or

parallel to concourse walls at a height between 7'-0" and 9'-0" above the floor, except signs painted on shop windows may occur at other heights consistent with good design practices. No signs, except as specified for concourse-related graphics (Section F-2-b above) may project from concourse walls.

7. Colors

Concourse-related signs and other graphics will employ a specific color scheme throughout the concourse system. Non-concourse related signs and graphics in proximity to the concourse utilizing the same color scheme as concourse-related graphics will not be permitted.

G. CONCOURSE SYSTEM LOCATED WITHIN EXCLUDED PROPERTIES --

Where the concourse system is to be built within excluded properties that are to be substantially redeveloped by their present owners as a part of redevelopment of abutting project land, the terms and conditions governing concourse system construction set forth in this document shall apply in their entirety to those properties substantially redeveloped. "Substantially Redeveloped" means a substantial new building program for a significant portion of the excluded property by the owner, with the programmed redevelopment of such excluded property as a part of a building program utilizing such excluded property and abutting property purchased from the Authority.

Where the concourse system is to pass through excluded properties to remain substantially unchanged, the Authority will be responsible only for the construction of bridges spanning the streets (exclusive of bridge support), provided that the owner of such excluded property to be so connected is completely responsible, at no expense to the Authority, for the development of a satisfactory concourse system and vertical access facilities running through his excluded property. The nature of the concourse system and vertical access facilities constructed by the owner will be as described herein, with variations permitted where physical limitations of existing buildings prevent the accomplishment of all the criteria. When the concourse system to be developed by the owner within such excluded property connects one Authority-constructed bridge with another Authority-constructed bridge, the area of such concourse must be within

a public easement granted by the owner. Further, the required vertical access facilities must be in public easements granted by the owner and give access at the ground floor through a public easement to a public street or other public property. Owners of such excluded property so connected to the concourse system will have the same responsibility for bridge structural support and mechanical and electrical services to bridges as set forth in Section C-3-d above.

H. EASEMENT REQUIREMENTS --

In order to assure public return for the public investment made in development of the concourse system in the Downtown Urban Renewal Project, all areas of the concourse system must be located either on public property or within public easements granted without consideration by the redeveloper or property owner. Such easements shall be coterminous with the designated areas of concourse corridors and nodes, and vertical access facilities, and shall also extend on the ground floor from the foot of vertical access facilities to a public sidewalk or other public property giving access to a public sidewalk. Such easements shall be required for both those concourse system elements for which the Authority is financially responsible and those elements constituting a link in the basic system for which private parties may be responsible. An example of the latter instance would be a privately developed concourse in excluded property which connects two concourse bridges built by the Authority.

The easements will be in form satisfactory to the Authority and the City and will be limited to the life of the improvements constituting the concourse system. The easements will grant to the public the right of use of the concourse system for purposes of ingress and egress and pedestrian transit without limitation, except for such reasonable rules and regulations regarding closing parts or all of the concourse system within the redeveloper's or owner's structural improvements during non-business hours as dictated by security requirements of the buildings through which the concourse passes. The rules and regulations governing hours of availability shall be based essentially on the demand for access to the various segments of the concourse system, and shall be satisfactory in form to the Authority and as may be approved by the City

as reasonable police measures.

Subject to the following conditions, the redeveloper or owner shall have the right at any time to change the locations of such easements, and the easements shall so provide, on the condition that new easements are granted which permit the continuity of the pedestrian concourse system, and the Redeveloper or owner installs a new pedestrian concourse on the new easement area at the redeveloper's or owner's sole cost and expense.

In the event the redeveloper or owner elects to substitute a new easement location, it will submit to the Authority (or the City as the assignee of the Authority's interest) the description thereof, the plans and specifications therefor, and proof of ability to pay and method of payment therefor for the approval of the Authority, which approval shall not be unreasonably withheld. The Authority or the City shall have one hundred eighty (180) days after the submission in which to approve or reject the submission. If the Authority or the City rejects the submission, it must do so in writing within the one-hundred-eighty-day period and in such writing set forth in detail the valid reasons for such rejection. In the event the Authority or the City fails to reject the submission within said one-hundred-eighty-day period, the Authority's or the City's consent shall be conclusively presumed. The Authority or the City shall not be required to approve any change in easement location unless the easement to be submitted therefor contains at least the same area and dimensions of the existing easement, and the improvements thereon are of the same character, quality, and functional characteristics of the initial concourse, including replacement of signs, graphics, and furniture provided in the original concourse. When the Authority approves the substitution as aforesaid, the parties shall then join in the execution and delivery of an amendatory agreement in recordable form which designates the substitute location and terminates the easement over the old location effective upon completion of the construction of the new pedestrian concourse. The rights reserved to the Authority under this subsection shall continue to and until the closeout of the Downtown Urban Renewal Area Project - MINN. R-20, and thereafter shall enure to the benefit of the City.

I. METHOD OF AUTHORITY PAYMENT --

As conditions to the expenditure of Authority monies for concourse sys-

tem construction, preliminary plans and cost estimates therefor will be submitted for approval by the Authority and in no event shall the Authority provide monies under the provisions of this document for improvements which are not clearly identifiable as part of the pedestrian concourse system. Plans submitted by the redeveloper for approval by the Authority shall indicate all materials and finishes used in the concourse system, and shall clearly indicate the architectural manner in which the concourse system is clearly separated from abutting private building areas where the concourse occurs within the redeveloper's building. The Authority will make certain additions to such drawings, including signs and other graphics, furniture, and other elements consistent with achieving identity and design continuity for each segment of the concourse system. The cost estimates provided by the redeveloper at this time will include the estimated square foot cost of the building shell and the estimated square foot costs of all finishes integral to the area of the concourse system, as set forth in Section D above. Such cost information shall also include estimated costs for approved vertical access facilities to the concourse. The Authority will review such drawings and cost data, and upon Authority approval, such drawings and data will be submitted by the Authority to the Department of Housing and Urban Development for concurrence as to the eligibility for non-cash grant-in-aid credit for the subject segment of the concourse system.

Upon approval by the Authority of the concourse system layout and design, and concurrence as to eligibility, the Authority will enter into a contract with the redeveloper for construction of the subject segment of the concourse system. Such contract between the Authority and redeveloper will include the granting of easements by the redeveloper for all portions of the concourse system as specified in Section H above. The Authority will let contracts for normal 12' width bridge construction, and the Authority or the redeveloper will let contracts for concourse corridors at 12' width occurring outside the redeveloper's structural improvements. Where a wider-than-12-foot bridge is constructed, or where the concourse corridors, nodes, and vertical access facilities are located within the redeveloper's improvements, the redeveloper will let the construction contract for such bridge or concourse system elements, with the Authority retaining control and super-

vision over construction of interiors in that portion of the structure comprising the concourse and for which the Authority is financially responsible. Separate bid prices (except for the building shell) must be received for those items for which the Authority will be financially responsible. Authority payments to the contractor for such portion of the construction costs will be timed on a percent-of-work-completed basis, as per normal construction procedure.

J. CONCOURSE SYSTEM OPERATION AND MAINTENANCE --

As hereinbefore provided, the Authority will construct the pedestrian concourse system, to be located on public property or within public easements. As such, a proprietary obligation for operation, maintenance, repair, and replacement of the concourse system will rest with the Authority, and with the City of Saint Paul at such time as the concourse system is dedicated to the City. Nevertheless, the Authority will require as part of the contract for sale of land for redevelopment that the redeveloper or building owner assumes the full responsibility for the operation, maintenance, repair and replacement for all segments of the concourse-system located within its property, and for bridges over streets abutting its property, and carry out such operation, maintenance, repair and replacement at its own expense without cost to the Authority or the City. In the event that the redeveloper or owner fails to operate, maintain, repair or replace the concourse system or any part thereof to a reasonable standard, the City may perform such operations and assess all costs incurred in so doing against the redeveloper in accord with the normal procedures for assessments related to sidewalk maintenance, repair, and replacement in the City of Saint Paul.

Where concourse bridges connect the property of one redeveloper with that of another, the redevelopers may share equally, or on whatever other basis as mutually agreeable to both, in the operation, maintenance, repair and replacement costs. Such agreement must be submitted to the Authority for approval prior to commencement of bridge construction.

Where the concourse system is privately developed within existing buildings exempted from acquisition and is connected to other blocks by Authority-constructed bridges, the same procedure and obligation for operation, maintenance, repair and replacement costs as stated above for

Authority-financed concourse segments shall be applicable. Such terms shall be set forth in a contract with such owners, and such contract shall be executed prior to the Authority construction of bridges connecting to such exempted property.