



**To:** MAYOR and COUNCIL

**Agenda Item #:** VII. C.

**From:** Bill Neuendorf *Bill Neuendorf*  
Economic Development Manager

**Action**   
**Discussion**   
**Information**

**Date:** November 4, 2013

**Subject:** Amendment to Redevelopment Agreement with Simon Properties – Southdale Center

**Action Requested:**

Authorize the Amendments to the Redevelopment and Easement Agreements.

**Information / Background:**

On April 18, 2012, the City of Edina and Edina HRA entered into the Southdale Redevelopment Agreement with Southdale Limited Partnership (aka Simon Properties, the mall owner). The owner subsequently completed the required improvements and, in fact, exceeded the minimum obligations of the agreement. Since the execution of the Redevelopment Agreement, the mall owner has split the ownership of the property among two closed related business entities. This ownership transfer was done to accommodate the development of the One Southdale Place apartments located at the southeast corner of the property.

Since the shopping mall and apartments are owned and financed separately, the mall owner requests that the One Southdale Place apartments be removed from the scope of the Southdale Redevelopment Agreement and related Assessment Agreement.

After review, staff and legal counsel concur that this amendment maintains the spirit of the original agreement and results in no negative impact to the City of Edina or Edina HRA. All obligations, including minimum assessment levels, become the exclusive burden of the remaining Southdale Center property.

It is recommended that the City of Edina approve and authorize the attached amendments.

**Attachments:**

- (1) Amendment to Redevelopment Agreement and Memorandum of Redevelopment Agreement (9 pages) and (2) Amendment to Easement Agreement (9 pages)

**AMENDMENT TO REDEVELOPMENT AGREEMENT  
AND MEMORANDUM OF REDEVELOPMENT AGREEMENT**

THIS AMENDMENT TO REDEVELOPMENT AGREEMENT AND MEMORANDUM OF REDEVELOPMENT AGREEMENT (this “Amendment”) is made and entered into as of \_\_\_\_\_, 2013, by and among SOUTHDALE CENTER, LLC, a Delaware limited liability company (“Southdale”), ONE SOUTHDALE PLACE, LLC, a Delaware limited liability company (the “Residential Developer”), the HOUSING AND REDEVELOPMENT AUTHORITY FOR THE CITY OF EDINA, MINNESOTA, a body corporate and politic organized and existing under the Constitution of laws of the State of Minnesota (the “Authority”), and the CITY OF EDINA, MINNESOTA, a Minnesota statutory city (the “City”).

**RECITALS**

A. Southdale Limited Partnership, a Delaware limited partnership (the “Original Developer”), the Authority and the City entered into that certain Southdale Redevelopment Agreement dated as of April 18, 2012, a Memorandum of which was recorded with the Hennepin County, Minnesota, Registrar of Titles Office on June 29, 2012 as Document No. T4968728 (the “Agreement”).

B. Southdale has acquired the Mall Property (as defined below) and Residential Developer has acquired the Residential Parcel (as defined below) from the Original Developer.

C. The parties hereto desire to amend the Agreement so that the provisions hereof apply only to that real property owned by Southdale that is used and improved as Southdale Shopping Center.

NOW, THEREFORE, in consideration of the foregoing, and the mutual agreements contained herein and other good and valuable consideration by each of the parties hereto acknowledged, the parties hereto hereby agree as follows:

1. Exhibit A to the Agreement is hereby deleted in its entirety and replaced with Exhibit A-1 attached hereto. References in the Agreement to the “Property” shall hereinafter refer only to the real property legally described on Exhibit A-1 attached hereto (the “Mall Property”).

2. The property legally described on Exhibit B attached hereto (the “Residential Parcel”) is hereby released from, and shall no longer be subject to, the Agreement. The Residential Parcel is depicted on Exhibit C attached hereto.

3. Except as expressly amended herein, the terms of the Agreement are unmodified and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

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**EXHIBIT A-1**

**THE MALL PROPERTY**

Tract A, Registered Land Survey No. 1815, Hennepin County, Minnesota.

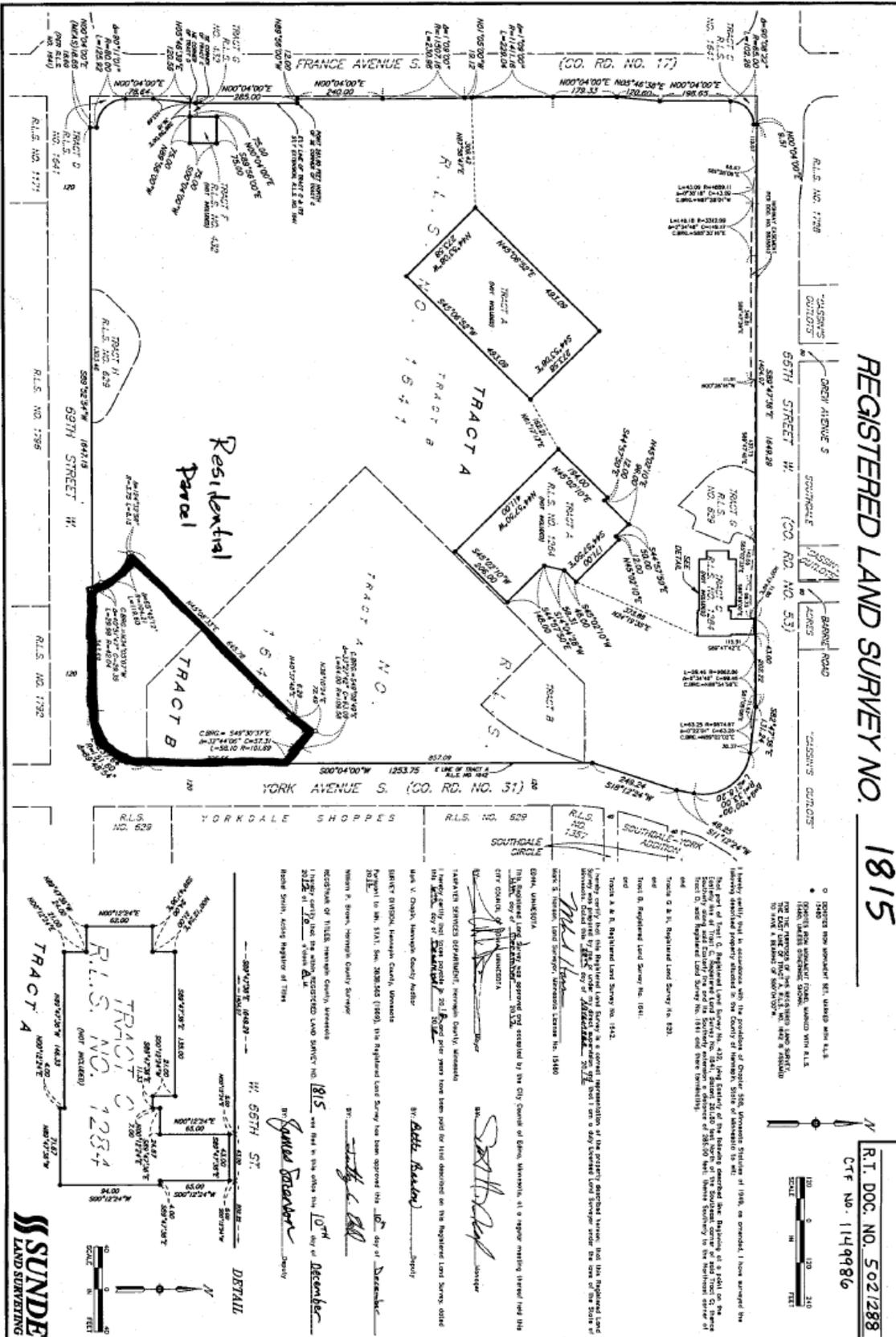
**EXHIBIT B**

**THE RESIDENTIAL PARCEL**

Tract B, Registered Land Survey No. 1815, Hennepin County, Minnesota.

EXHIBIT C

SITE PLAN IDENTIFYING THE RESIDENTIAL PARCEL



REGISTERED LAND SURVEY NO. 1815

R.T. DOC. NO. 5021288  
 CTF No. 1149986

- SOURCE FOR UNCORRECTED BEARINGS WITH ALL

I hereby certify that I am a duly qualified and sworn-in surveyor of the State of Minnesota, and that I have surveyed the above described property and that the same is correctly shown on this plan. I have also surveyed the adjacent property of the City of Minneapolis, and the same is correctly shown on this plan. I have also surveyed the adjacent property of the City of Minneapolis, and the same is correctly shown on this plan.

*[Signature]*  
 Surveyor

*[Signature]*  
 City Engineer



## **AMENDMENT TO EASEMENT AGREEMENT**

THIS AMENDMENT TO EASEMENT AGREEMENT (this “Amendment”) is made and entered into as of \_\_\_\_\_, 2013, by and among SOUTHDALE CENTER, LLC, a Delaware limited liability company (“Southdale”), ONE SOUTHDALE PLACE, LLC, a Delaware limited liability company (“Residential Developer”), the CITY OF EDINA, MINNESOTA, a Minnesota statutory city (the “City”), and the METROPOLITAN COUNCIL, a public corporation and political subdivision of the State of Minnesota (the “Met Council”).

### **RECITALS**

A. Southdale Limited Partnership, a Delaware limited partnership (the “Original Developer”) and the City entered into that certain Easement Agreement for construction, maintenance and use of public transit improvements dated as of October 19, 2012, which instrument was recorded with the Hennepin County, Minnesota, Registrar of Titles Office on January 10, 2013 as Document No. T5031980 (the “Original Agreement”). Pursuant to that certain Delegation of Easement Rights and Responsibilities for Construction, Operation and Maintenance and Use of Public Transit Improvements dated February 19, 2013, and recorded with the Hennepin County, Minnesota, Registrar of Titles Office on March 25, 2013 as Document No. T05062785 (the “Delegation”), the City delegated to the Metropolitan Council, a public corporation and political subdivision of the State of Minnesota, its rights and obligations under the Original Agreement.

B. The Original Agreement and the Delegation shall hereinafter be collectively referred to as the “Agreement”.

C. Southdale has acquired the Mall Property (as defined below) and Residential Developer has acquired the Residential Parcel (as defined below) from the Original Developer.

D. The parties hereto desire to amend the Agreement so that the provisions thereof apply only to that real property owned by Southdale that is used and improved as Southdale Shopping Center.

NOW, THEREFORE, in consideration of the foregoing, and the mutual agreements contained herein and other good and valuable consideration by each of the parties hereto acknowledged, the parties hereto hereby agree as follows:

1. Exhibit A to the Agreement is hereby deleted in its entirety and replaced with Exhibit A-1 attached hereto. References in the Agreement to the “Mall Property” shall hereinafter refer only to the real property legally described on Exhibit A-1 attached hereto.

2. The property legally described on Exhibit B attached hereto (the “Residential Parcel”) is hereby released from, and shall no longer be subject to, the Agreement. The Residential Parcel is depicted on Exhibit C attached hereto.

3. Except as expressly amended herein, the terms of the Agreement are unmodified and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

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**EXHIBIT A-1**

**THE MALL PROPERTY**

Tract A, Registered Land Survey No. 1815, Hennepin County, Minnesota.

**EXHIBIT B**

**THE RESIDENTIAL PARCEL**

Tract B, Registered Land Survey No. 1815, Hennepin County, Minnesota.

