DELIVERED NOV 20 2025

CITY OF MIDDLEBURG HEIGHTS, OHIO

Ordinance No. 2025- 83

Introduced By: Mayor Matthew Castelli

AN ORDINANCE
APPROVING THE SOUTHLAND MIXED USE PROJECT STAGE 2 PMU DEVELOPMENT PLAN AND AUTHORIZING THE MAYOR TO ENTER INTO A DEVELOPMENT AGREEMENT WITH TDR MANAGEMENT CO. LLC

WHEREAS, the Planning Commission recommended approval, with conditions, of the Southland Mixed Use Project Stage 2 Planned Mixed Use Development, 6875 Smith Road through 6879 Smith Road, in accordance with Zoning Code Section 1137.08(d)(3)(B); and

WHEREAS, pursuant to Middleburg Heights Zoning Code Section 1137.08(d)(3)(C), City Council shall act on the Preliminary PMU Development Plan application by holding a public hearing, and following the public hearing, approve, disapprove, or modify the Preliminary PMU Development Plan in conformance with regulations, standards, criteria, and purpose presented by this zoning code; and

WHEREAS, City Council has duly considered the factors for consideration of the Preliminary PMU Development Plan as required by Section 1137.08(d)(4) of the Middleburg Heights Zoning Code; and

WHEREAS, City Council, after conducting a public hearing and considering all factors and applying the standards promulgated in Section 1137.08 of the Middleburg Heights Zoning Code, City Council hereby approves the Southland Mixed-Use Project Stage 2 PMU Development Plan application and authorizes the Mayor or the Mayor's designee to enter into a PMU Planned Mixed Use Development Agreement with TDR Management Co. LLC as attached hereto as "Exhibit A", subject to any additional suggestions and/or recommendations by the City's Planning Consultant.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF MIDDLEBURG HEIGHTS, STATE OF OHIO, AS FOLLOWS:

Section 1: That City Council hereby approves the Southland Mixed-Use Project Stage 2 PMU Development Plan, including the waivers requested, as recommended to City Council by the Planning Commission.

Section 2: That the Mayor or the Mayor's designee is hereby authorized to enter into a PMU Planned Mixed Use Development Agreement with TDR Management Co. LLC, a copy of which is attached hereto as "Exhibit A", subject to any additional suggestions and/or recommendations by the City's Planning Consultant.

Section 3: It is hereby found and determined that all formal actions of this Council concerning and relating to the passage of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council and any of its committees that resulted in such formal actions were in meetings open to the public, in compliance with all legal requirements, including Chapter 107 of the Middleburg Heights Code and Section 121.22 of the Ohio Revised Code.

Passed: 11/25/25

David Bortolotto
President of Council

Attest: M. Meola
Clerk of Council

Approved On: 12-1-25

Matt Castitt
Mayor

Presented to Mayor: 11/26/25

	Yea	Nay
Bortolotto	X	
Ali	ABSENT	
Sage	X	
Meany	X	
McGregor	X	
Ference	X	
Zakel	X	

I, MaryAnn Meola Clerk of the Council of the City of Middleburg Hts., Ohio, hereby certify that Ord. 2025-83 adopted by the Council of the City of Middleburg Hts., on 11/25/25 was posted for a period of fifteen days, beginning 12/3/25 and remained so posted for fifteen days at the two posting places as designated by Charter.

MaryAnn Meola
Clerk

CERTIFICATE

I, MaryAnn Meola Clerk of Council of the City of Middleburg Heights, Ohio, do hereby certify that the foregoing is a true and accurate copy of Ord. 2025-83 passed on the 25th day of November 20 25 by said Council.

MaryAnn Meola
Clerk of Council

SOUTHLAND MIXED-USE PROJECT
PLANNED MIXED USE (PMU) DISTRICT
DEVELOPMENT AGREEMENT

THIS PMU PLANNED MIXED USE DEVELOPMENT AGREEMENT (the "Agreement") is made and entered into as of this _____ day of _____, 2025, by and between **TDR Management Co. LLC** ("TDR") with a mailing address of 2211 Medina Road, Suite 100, Medina, Ohio 44256 and **THE CITY OF MIDDLEBURG HEIGHTS, OHIO** (the "City") with a mailing address of 15700 Bagley Road, Middleburg Heights, Ohio 44130.

1. **Recitals.**

(A) TDR applied to the City for a Stage 2 PMU Development Plan review for a proposed mixed-use redevelopment of the existing site located at 6875 - 6879 Smith Road, Middleburg Heights, Ohio 44130 (the "Project" site) and further being identified in the legal description provided in Attachment #1.

(B) TDR has obtained a favorable recommendation from the Middleburg Heights Commission on the Stage 2 PMU Development Plan subject to the conditions set forth in this Agreement and the conditions set forth in the Memorandum from the City Engineering Department dated September 20, 2025, attached hereto and incorporated herein by reference as Attachment #2.

(C) The parties desire to enter into this Agreement to memorialize the substantive conditions governing this PMU Agreement as provided for in zoning code section 1137.08(g).

(D) The Middleburg Heights zoning code §1137.08(h) provides for the deviation from the strict application of the applicable zoning code standards when it is shown that the development will result in a more efficient use of land and creating a development project featuring upgraded quality, amenities and operational features beyond what could be achieved under a non-PMU zoning process.

(E) Based upon the PMU waiver request by TDR, the final Stage 3 PMU civil engineering site drawings shall be reviewed by the Administration to ensure that all applicable site design requirements have been satisfied.

2. **Scope of Application for this Agreement.**

(A) This Agreement shall serve as the PMU Agreement for the entire Project area as specifically delineated in the Stage 2 PMU Development Plan, Building Renderings (as defined below, and provided that such Building Renderings are included in this Agreement solely for the purpose of demonstrating design layout intent on the quality of materials and finishes, are not represented as final designs and are subject to final design with similar or better materials and finishes) and all other associated PMU documents as approved by City Council. For reference purposes, the approved Stage 2 PMU site plan sheet is provided in Attachment #3, and the current interior and exterior building renderings are attached hereto and incorporated herewith as Attachment #4 (the "Building Renderings").

(B) This Agreement shall provide guidelines that affect the overall Project area. All documentation referring to the proposed Project as submitted with the Stage 2 PMU Development Plan application and all subsequent document submissions shall be incorporated into and made a part of this Agreement along with any and all documents entered into the record at the PMU Public Hearings before the Middleburg Heights Planning Commission and City Council including, but not limited to (subject to the replacement of prior submissions in subsequent public hearings): The proposed Project layout, building elevation styles and floorplans, exterior material selections, and Project amenities (such elevation styles, exterior materials selections and amenities are included in this Agreement solely for the purpose of demonstrating design layout intent on the quality of materials, finishes, and amenities, are not represented as final designs and are subject to final design with similar or better materials, finishes and amenities); provided that the interior of the residential units shall contain luxury vinyl plank flooring, stainless steel appliances, modern lighting and plumbing fixtures, hard surface countertops (such as quartz, granite, marble or other similar materials), and other features consistent with same or similarly situated luxury apartments located in Ohio.

(C) All Project improvements and proposed land uses upon the Project site shall strictly conform to the PMU regulations, any applicable conditions set forth in this Agreement, and any other applicable zoning code standards, unless specifically waived by this Agreement.

(D) PMU Plan Modifications. Any deviations from the provisions set forth in this Agreement or changes to the approved Stage 2 or Stage 3 PMU Development Plan, not accounted for herein, shall require TDR to follow the PMU plan modification procedure as set forth in zoning code section 1137.08(d)(8).

3. PMU Waivers

(A) TDR has requested certain PMU waivers as identified in the waiver request letter dated _____, attached here and incorporated herein as Attachment #5 (the "Waiver Letter"). The requested PMU waivers are hereby granted consistent with Zoning Code Section 1137.08(h) specifically based upon the Waiver Letter, as approved by City Council. Any modification to an approved PMU waiver, or request to grant a new PMU waiver shall follow the PMU plan modification procedure as set forth in zoning code section 1137.08(d)(8). City Council has exclusive authority to grant PMU waiver requests.

4. Land Use Regulations

(A) Purpose and Applicability. The following land use regulations shall apply to the PMU Project site and run with the land. The land use matrix chart provided for in Zoning Code Section 1129.07 shall not apply to this PMU Project site unless otherwise provided for herein. Zoning Code Section 1129.11 "Substantially Similar Uses" shall not apply to this PMU Project site. Any modifications to these land use regulations shall require the exclusive approval of City Council, unless otherwise provided for in this Agreement.

(1) Any and all documents of record providing for land use Restrictions applicable to the Project site shall be incorporated into this PMU Agreement by reference.

(2) Any and all restrictions enumerated in the City of Middleburg Heights Ordinance No. 2024-55 and its Exhibits, including the Purchase and Sale agreement by and between Brixmore GA Southland Shopping Center LLC, a Delaware limited liability company as Seller, and City of Middleburg Heights, Ohio an Ohio Municipal Corporation as Purchaser dated on or about July 23, 2024.

(B) Permitted Land Uses. The land uses provided for in this section 4(B) shall be the only uses permitted on the ground level floor of the project site, unless otherwise provided for in this Agreement, and any permitted land use shall be subject to the Land Use Regulations listed above in Item 4(A) (1) & (2). Such uses shall only be permitted to be located on the ground level floor only. Any land use noted as "conditional" shall be considered a "conditional land use" and all applicable substantive and procedural requirements and conditions, as provided for in Zoning Code Chapter 1143 titled "Conditional Use Standards," shall apply.

(1) Boutique Retailer
(2) General Office
(3) Professional Activities
(4) Medical, Dental, Vision Office
(5) Apparel and Shoe Sales
(6) Bakery and/or Pastry Shop
(7) Bar or Cocktail Lounge
(8) Banks and Financial Institutions
(9) Health Club, Physical Training, Barre and/or Pilates Studio
(10) Physical Therapy and/or Chiropractic Services
(11) Outdoor Dining
(12) Pet Grooming (conditional)
(13) Photography Studio
(14) Florist and/or Gift Shop
(15) Restaurant
(16) Limited Service/Fast Casual Restaurant and/or Café
(17) Brew Pub, Microbrewery, Microdistillery, Microwinery
(18) Upscale/Casual Elegant Restaurant
(19) Ice Cream Shop
(20) Automated Teller Machine (indoor)
(21) Multi-Family dwelling units (as shown on the Stage 2 PMU plan set)
(22) Indoor recreation establishments may be considered on a case-by-case basis and shall require exclusive approval from City Council
(23) Any outdoor accessory land use not identified in the Stage 2 PMU plan set must be reviewed and considered as a Minor PMU modification
(24) Personal Service Establishments not listed above may be considered on a case-by-case basis and shall require exclusive approval from City Council.

(C) Prohibited Land Uses. If a land use is not listed as permitted in the list above, it shall be deemed to be prohibited within the Project site. In order to clarify certain land use prohibitions, the following additional land uses shall be expressly prohibited within the Project site.

(1) Those prohibited land uses identified in Zoning Code Sections 1129.07(b) and 1137.08(b)(1)(A-M).
(2) Secondhand Stores

(3) Automotive Sales, Service and Related Vehicular Uses
(4) Recreational or Medical Marijuana Dispensary or other facility
(5) Tobacco Retailer
(6) Tattoo Parlor / Body Piercing Establishment
(7) Any Drive-Through Facilities
(8) Day Care Facilities
(9) Small Box Discount Store
(10) Any use not permitted pursuant to 4(A)(1) & (2) above.

(D) Mandatory Land Uses. Two (2) of the three (3) following land uses shall be required to be located within the Project site.

(1) Boutique Retailer
(2) Ice Cream Shop
(3) Upscale/Casual Elegant Restaurant

(E) Supplemental Land Use Definitions. The definitions found in Chapter 1161 of the Zoning Code shall apply to any land use term identified in this PMU Agreement, unless modified by this Agreement. The following additional definitions shall apply to the land use terms provided for in this Agreement.

(1) Boutique Retailer. Small specialized store that offers a curated selection of unique, high-quality products, often focused on a specific niche or theme, such as fashionable clothing, or accessories.

(2) Ice Cream Shop. A retail establishment engaged in the sale of ice cream and related desert products featuring indoor and/or outdoor tables for on-site food consumption.

(3) Professional Activities. Office uses and related indoor spaces for such professional services as are provided by lawyers, architects, and engineers, and similar professions. Medical offices shall not be included in this definition.

(4) Small Box Discount Store. A retail establishment that sells a combination and variety of convenience shopping goods and consumer shopping good and continuously offers a majority of the items in their inventory for sale at a price generally less than $10.00 per item.

(5) Upscale/Casual Elegant Restaurant. An upscale/casual elegant restaurant shall have the following characteristics: Sit down service only with waiter/waitress table service, above average food price points, stainless steel (or equivalent) silverware, no plastic or Styrofoam plates or cups except for servicing take-out orders and a liquor permit for on-site consumption of alcohol.

5. Miscellaneous

(A) This Agreement shall bind and inure to the benefit of the parties hereto and their respective successors and assigns. The parties agree that the specific conditions set forth in this Agreement shall be wholly enforceable against all subsequent purchasers and/or users of the Project or any portion thereof. Compliance with the approved Stage 2 PMU Development Plan and associated documents shall be controlled by those applicable standards set forth in the Middleburg Heights Zoning Code unless specified otherwise

herein. All requirements set forth in this Agreement and all approved plan and associated documents shall be deemed to run with the land. The City acknowledges and agrees that TDR has the right to assign this Agreement to an affiliated single purpose entity for the purposes of the financing, construction and operation of the Project.

(B) Failure to comply with the Stage 2 PMU Development Plan and all other associated documents, may result in zoning violation enforcement actions provided for in the Middleburg Heights Zoning Code and any other applicable remedy provided in the Zoning Code or Codified Ordinances of the City of Middleburg Heights. The City shall also retain the right to pursue any other means of enforcement of the Stage 2 PMU Development Plan and this Agreement as provided under Ohio State Law.

(C) If one or more of the provisions contained in this Agreement is held by a court of competent jurisdiction to be invalid, illegal, unconstitutional, or unenforceable in any respect, that invalidity, illegality, unconstitutionality or unenforceability shall not affect any other provision. This Agreement shall be construed as if the invalid, illegal, unconstitutional, or unenforceable provision had never been contained herein.

(D) This Agreement constitutes the sole and entire Agreement between the parties, their successors, and assigns and no modification hereof shall be binding unless set forth in writing signed by the parties. This Agreement shall be governed under the laws of the State of Ohio.

(E) TDR shall cause this fully executed PMU Agreement and any subsequent PMU Agreement amendments to be properly recorded at the Cuyahoga County Recorder's Office prior to the building permit being granted for the Project site. TDR shall provide the City with written evidence of recordation as a condition of issuance of the Project's building permit.

[Signatures appear on the following page]

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed in their names by their respective duly authorized representatives on the date first written above.

TDR MANAGEMENT CO. LLC

By: _____

Name: _____

Title: _____

THE CITY OF MIDDLEBURG HEIGHTS, OHIO

By: _____

Name: Matthew Castelli

Title: Mayor

Approved as to substance and form:

By: _____
Santo Incorvaia
City of Middleburg Heights Law Director

STATE OF OHIO)
)SS:
COUNTY OF CUYHOGA)

SWORN to and SUBSCRIBED in my presence by the said Matthew Castelli, Mayor of the CITY OF MIDDLEBURG HEIGHTS, OHIO on this 2nd day of December, 2025.

_____
Notary Public

LISA McFADDEN
Notary Public, State of Ohio
My Commission Expires
May 10, 2029

STATE OF OHIO)
)SS:
COUNTY OF CUYAHOGA)

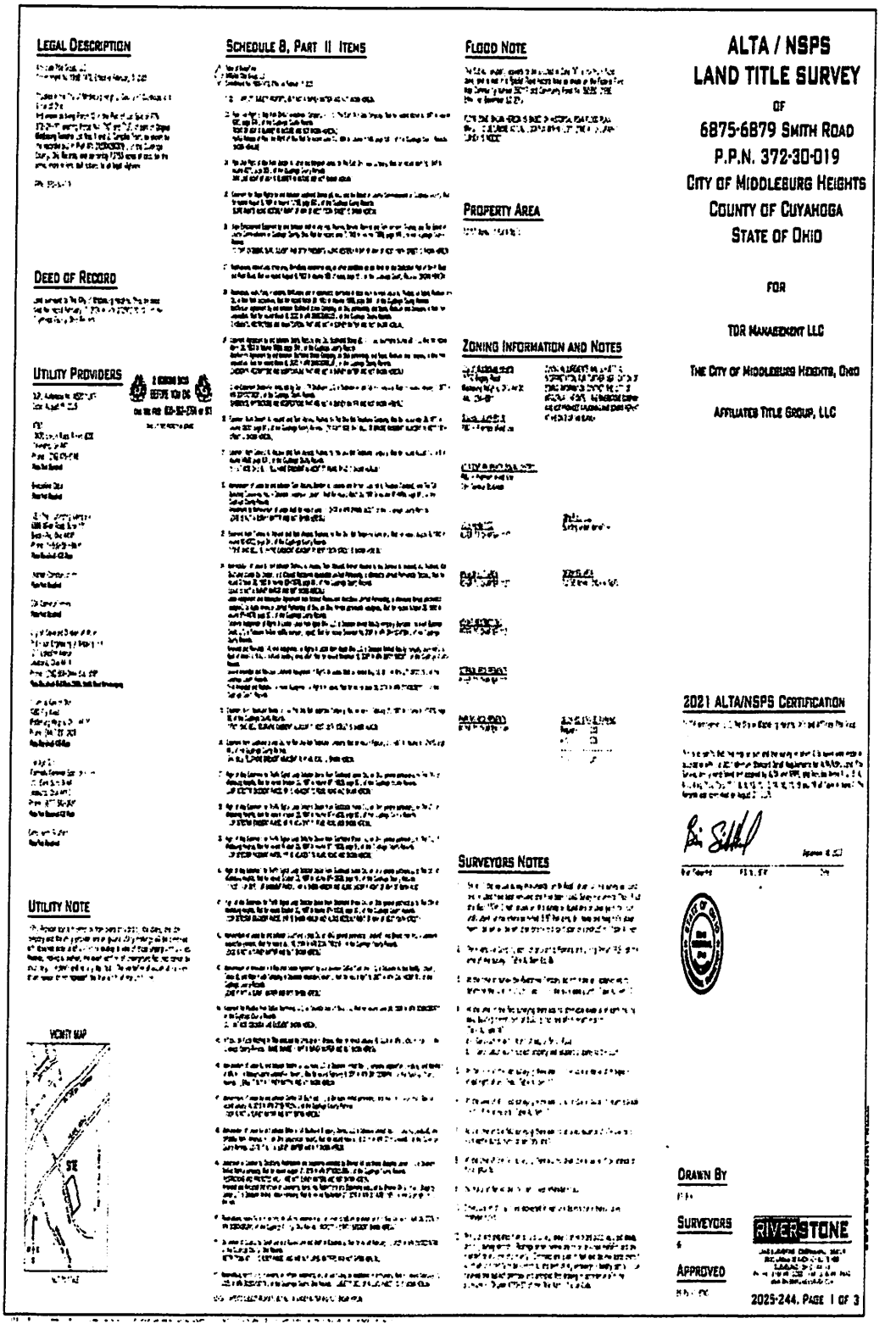
SWORN to and SUBSCRIBED in my presence by the said _____, _____ of TDR Management Co. LLC on this _____ day of _____, 2025.

_____
Notary Public

ATTACHMENT #1

(Legal Description of the "Project" site)

Also provided on Sheets 5 - 8 of the Stage 2 PMU plan set.



LEGAL DESCRIPTION

DEED OF RECORD

UTILITY PROVIDERS

UTILITY NOTE

VICINITY MAP

SCHEDULE B, PART II ITEMS

FLOOD NOTE

PROPERTY AREA

ZONING INFORMATION AND NOTES

SURVEYORS NOTES

ALTA / NSPS
LAND TITLE SURVEY
OF
6875-6879 SMITH ROAD
P.P.N. 372-30-019
CITY OF MIDDLEBURG HEIGHTS
COUNTY OF CUYAHOGA
STATE OF OHIO

FOR

TDR MANAGEMENT LLC

THE CITY OF MIDDLEBURG HEIGHTS, OHIO

AFFILIATED TITLE GROUP, LLC

2021 ALTA/NSPS CERTIFICATION

DRAWN BY

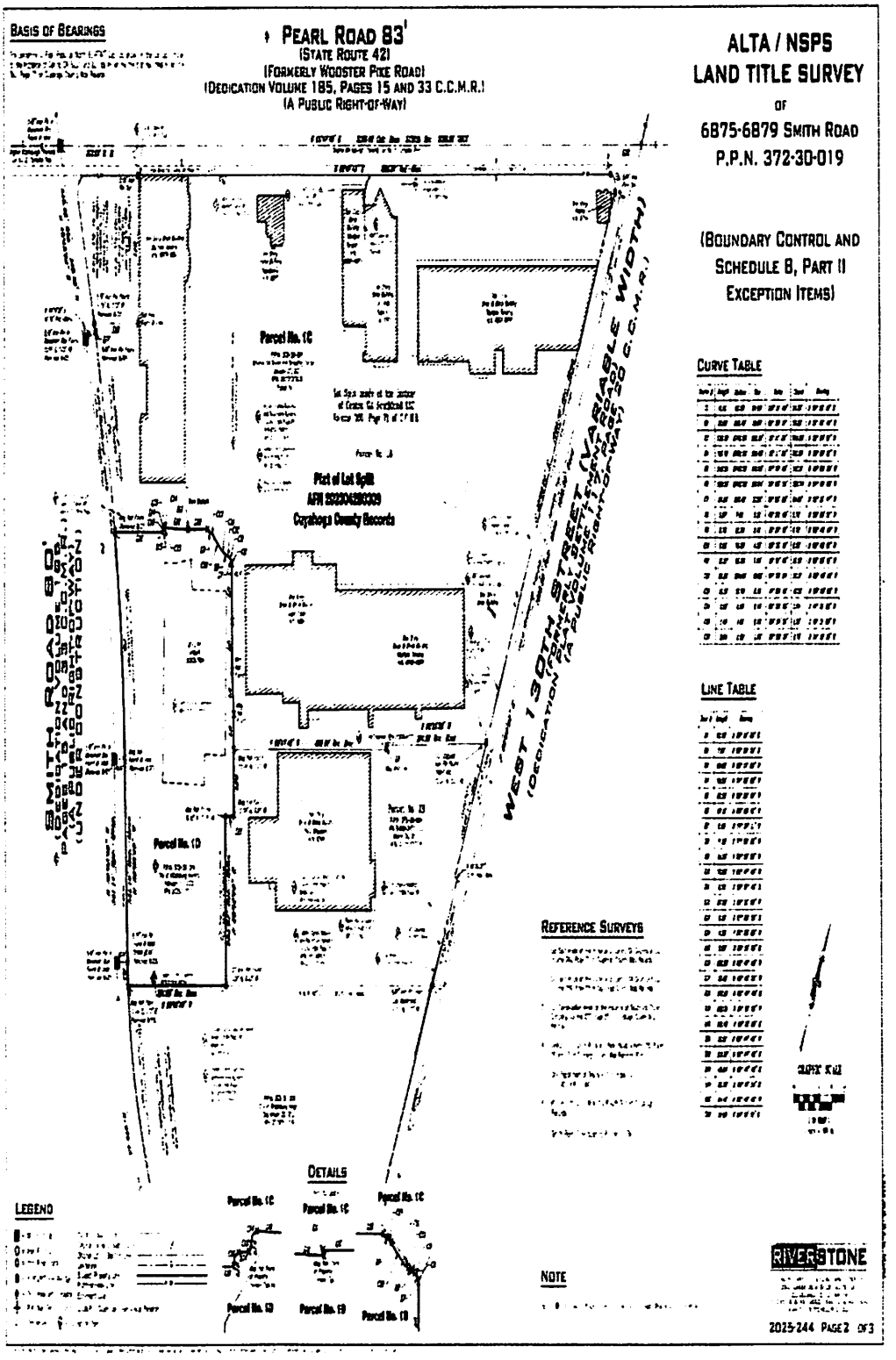
SURVEYORS

APPROVED

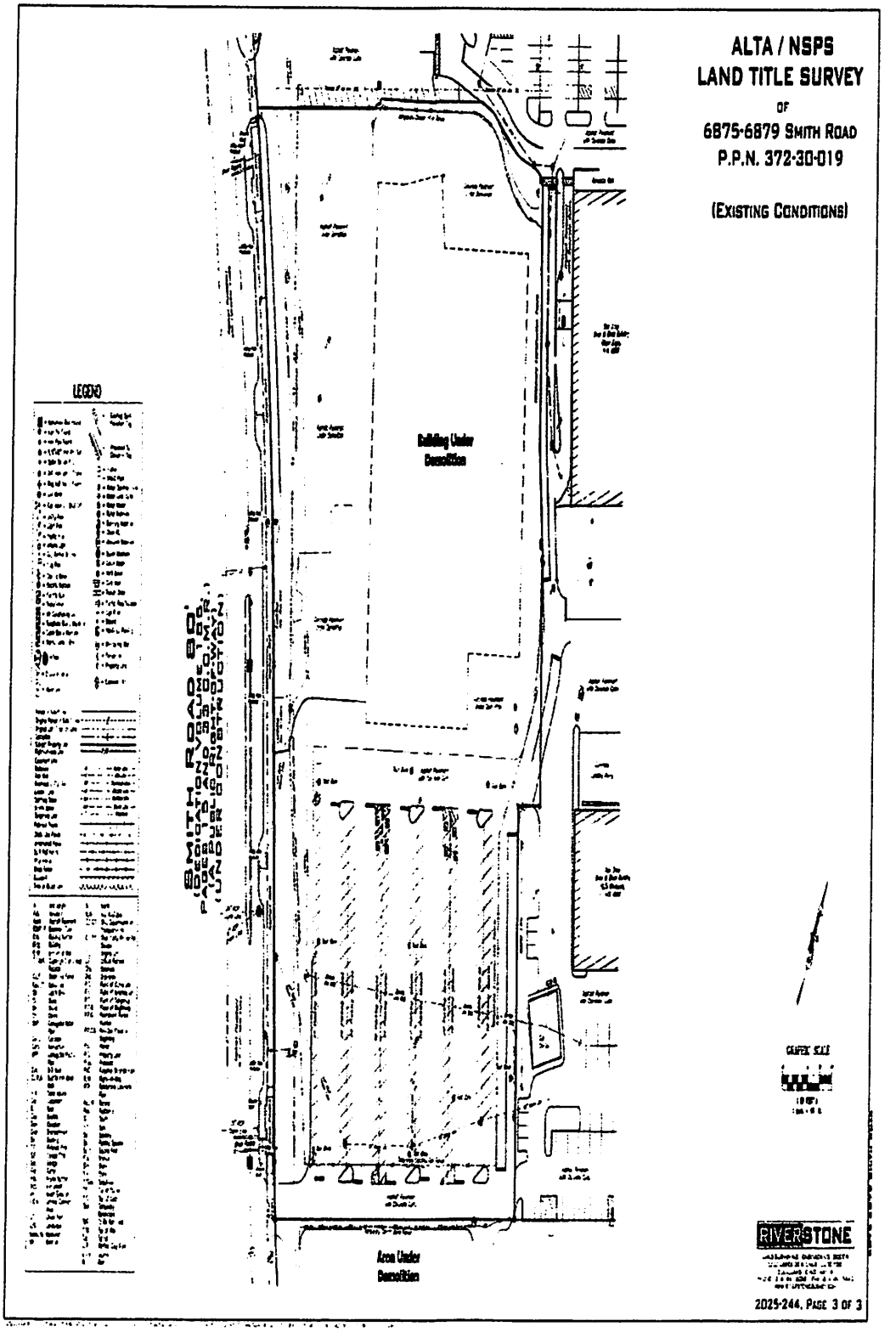
RIVERSTONE

2025-244, PAGE 1 OF 3

ATTACHMENT #1 *(continued)*
(Legal Description of the "Project" site)
Also provided on Sheets 5 - 8 of the Stage 2 PMU plan set.



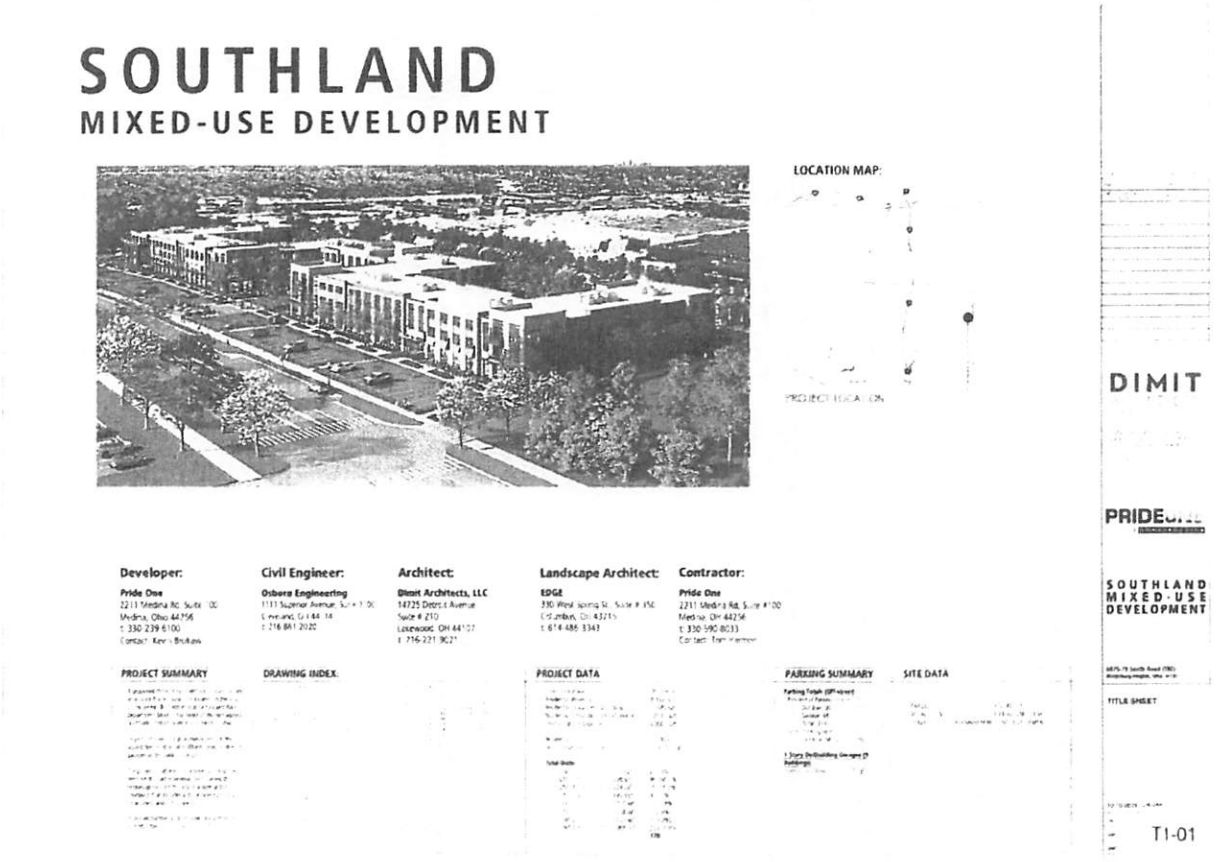
ATTACHMENT #1 *(continued)*
(Legal Description of the "Project" site)
Also provided on Sheets 5 - 8 of the Stage 2 PMU plan set.



ATTACHMENT #2

PMU Stage 2 Site Plan Set

This Stage 2 PMU site plan sheet (below) is included as a reference only. The approved Stage 2 PMU Development Plan Set and all submitted other documents and information, as approved by City Council, shall be incorporated, by reference, into this PMU Agreement as Attachment #2.



ATTACHMENT #3

TDR Management PMU Waiver Request Letter

ATTACHMENT #4
Building Renderings