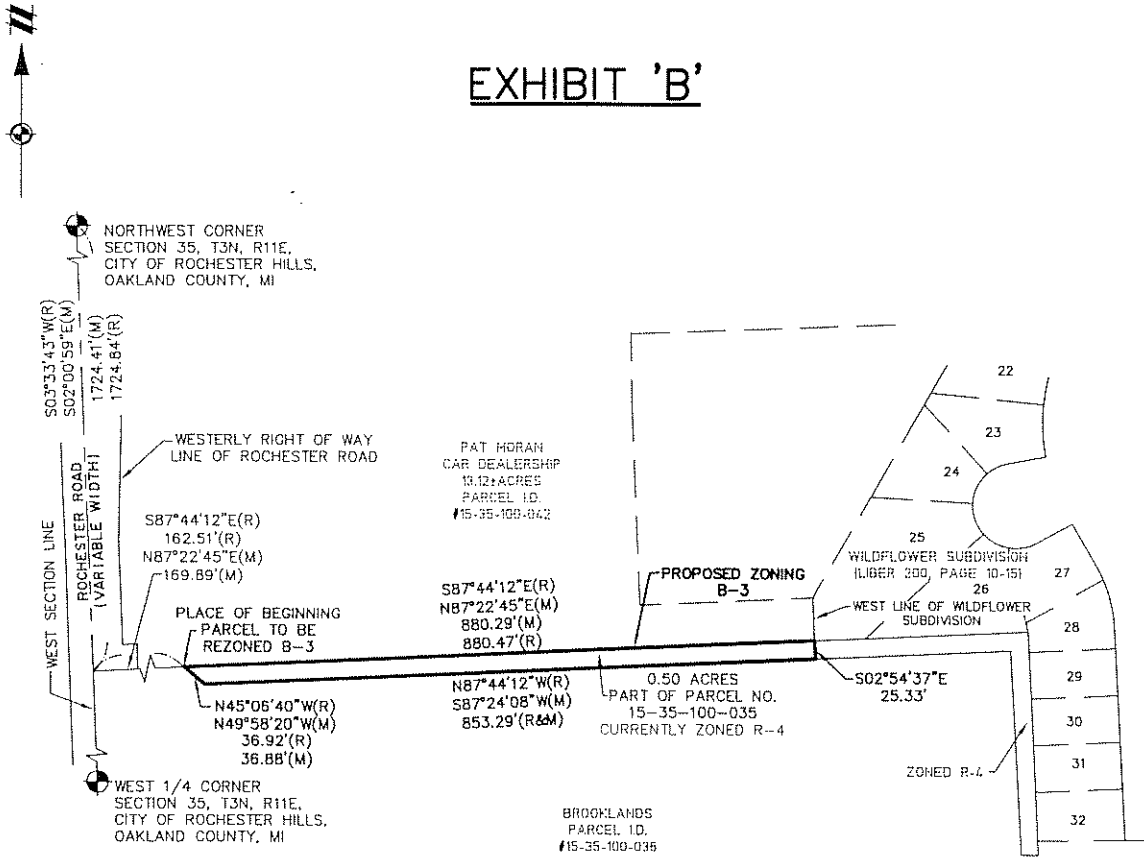


EXHIBIT 'B'



Legal Description Parcel No. 15-35-100-035

A parcel of land located in the Northwest 1/4 of Section 35, Town 3 North, Range 11 East, City of Rochester Hills, Oakland County Michigan, described as: Commencing at the Northwest corner of said Section 35; thence S02°00'59"E 1724.41 feet (Recorded as S03°33'43"W 1724.84 feet) along the West line of said section 35; thence N87°22'45"E 169.89 feet (Recorded as S87°44'12"E 162.51 feet) for a **Place of Beginning**; thence continuing N87°22'45"E 880.29 feet (Recorded as S87°44'12"E 880.47 feet); thence N87°34'47"E 297.89 Feet (Recorded as S87°37'47"E 297.83 feet to the West line of Wildflower Subdivision as recorded in Liber 200, Page 10-15 Oakland County Records; thence S02°33'02"E 291.59 feet (Recorded as S02°19'22"W 292.08 feet) along said line of Wildflower Subdivision; thence S03°18'54"E 19.76' (Recorded as S01°51'30"W 19.21 feet); thence S89°54'39"W 23.97 feet (Recorded as N85°18'00"W 23.90 feet); thence N03°00'10"W 285.39 feet (Recorded as N01°51'30"E 285.33 feet); thence S87°34'44"W 271.94 feet (Recorded as N87°37'47"W 271.79 feet); thence S87°24'08"W 853.29 feet (Recorded as N87°44'12"W); thence N49°58'20"W 36.88 feet (Recorded as N45°06'40"W 36.92 feet) to the **Place of Beginning**, containing 0.84 acres of land, more or less. Subject to easements, conditions, restrictions and exceptions, if any.

Legal Description Proposed B-3 Zoning

A parcel of land located in the Northwest 1/4 of Section 35, Town 3 North, Range 11 East, City of Rochester Hills, Oakland County, Michigan described as: Commencing at the Northwest corner of said section 35; thence S02°00'59"E 1724.41 feet (Recorded as S03°33'43"W 1724.84 feet) along the West line of said section 35; thence N87°22'45"E 169.89 feet (Recorded as S87°44'12"E 162.51 feet) for a **Place of Beginning**; thence continuing N87°22'45"E 880.47 feet (Recorded as S87°44'12"E 880.47 feet) to the West line of Wildflower Subdivision as Recorded in Liber 200, Pages 10-15, Oakland County Records; thence S02°54'37"E 25.33 feet; thence S87°24'08"W 853.29 feet (Recorded as S87°44'12"W); thence N49°58'20"W 36.88 feet (Recorded as N45°06'40"W 36.92 feet) to the **Place of Beginning**, containing 0.50 acres of land, more or less. Subject to easements, conditions, restrictions and exceptions, if any.

CLIENT LOWE'S HOME CENTERS, INC.	ATWELL-HICKS	
BOUNDARY SKETCH OF PARCEL TO BE REZONED B-3	Engineering • Surveying • Planning Environmental • Water/Wastewater	
	8 6 6 8 5 0 4 2 0 0 www.atwell-hicks.com MICHIGAN ILLINOIS OHIO	
SECTION 35 TOWN 3 NORTH, RANGE 11 EAST CITY OF ROCHESTER HILLS OAKLAND COUNTY	JOB: 05000184.20	CAD 05000184BS08
SCALE: 1 INCH = 200 FEET	DR. LKP	CH. BAK
	BOOK -	PG. -
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	FILE NO. XXX	

sumer population than served by the B-1 local business district and the B-2 general business district and so are mapped typically in shopping center locations characterized by establishments so grouped as to generate larger volumes of vehicular and pedestrian traffic.

(Ord. No. 200, art. IXA(art. 10), preamble, 10-29-1986)

Sec. 138-567. Principal uses permitted.

In the B-3 shopping center business districts, no building, structure or land shall be used and no building or structure shall be erected except for one or more of the following specified uses, unless otherwise provided in this chapter:

- (1) Any retail business or service establishment permitted in B-1 and B-2 districts, except nursery schools, day nurseries, and child care centers, if any of the three uses includes an outdoor play area, subject to the regulations applicable in sections 138-568, 138-569 and 138-570 of this division.
- (2) All retail businesses, service establishments or processing uses as follows:
 - a. Any retail business whose principal activity is the sale of new merchandise in any enclosed building.
 - b. Any service establishment of an office-showroom or workshop nature of an electrician, decorator, dressmaker, tailor, shoemaker, baker, printer, upholsterer, or an establishment doing radio, television or home appliance repair, photographic reproduction, and similar establishments that require a retail adjunct and no more objectionable character than such, subject to the provision that no more than five persons shall be employed at any time in the fabrication, repair and other processing of goods. The uses allowed in this subsection shall not include establishments such as muffler, shock absorber or brake replacement businesses.
 - c. Restaurants or other places serving food or beverage, except those having the character of a drive-in as defined in this chapter.
- (3) Office buildings of any of the following occupations: executive, administrative, professional, accounting, writing, clerical, stenographic and sales.
- (4) Bus passenger stations.
- (5) New car office, sales or showroom, including customer service center. Any bump shop operation shall be subject to planning commission approval and must be incidental to the main business and must be screened.
- (6) Commercially used outdoor recreational space for adults' or children's amusement parks, carnivals, rebound tumbling facilities, miniature golf courses, and golf driving ranges, subject to the following:
 - a. All lighting shall be shielded from adjacent residential districts.
 - b. Parking areas shall be provided off the road right-of-way and shall be fenced with a four-foot, six-inch wall or fence where adjacent to the use.
 - c. Children's amusement parks must be fenced on all sides with a four-foot, six-inch wall or fence.
 - d. Rebound tumbling facilities must be fenced on all sides used for trampoline activity. Such fence shall be no less than six feet high. Pits shall not exceed four feet in depth, shall be drained at all times and shall be filled with earth to grade when the use is discontinued. All manufacturer's specifications for spacing, safety and construction shall be complied with.
 - e. No loudspeaker or public address system shall be used except by the written consent of the city council where it is deemed that no public nuisance or disturbance will be established.

- (7) Indoor theaters.
 - (8) Banquet halls and/or conference centers.
 - (9) Health or exercise clubs.
 - (10) Wireless telecommunication facilities.
 - (11) Accessory buildings and accessory uses customarily incidental to the permitted uses in this section.
 - (12) Other uses similar to the uses in this section.
- (Ord. No. 200, § 950(10.00), 10-29-1986; Ord. No. 200-53, § 3; Ord. No. 200-66, § 6; Ord. No. 200-74, § 1; Ord. No. 200-93, § 2; Ord. No. 200-97, § 5; Ord. No. 200-98, § 2)

Sec. 138-568. Conditional uses.

The following uses may be permitted by the city council in B-3 shopping center business districts after the review and recommendation of the planning commission and after a site plan review and subject, further, to such other reasonable conditions which, in the opinion of the planning commission and city council, are necessary to provide adequate protection to the neighborhood and to abutting properties:

- (1) Open-air business uses when developed in a planned relationship with the B-3 district as follows:
 - a. Retail sales of plant material not grown on the site and sales of lawn furniture, playground equipment, and other garden supplies, provided, further, that such uses shall be located at the exterior of the B-3 district.
 - b. Recreational space providing children's or adults' amusement parks and other similar recreation when part of a planned development, provided, further, that such use shall be located at the exterior of a B-3 district. Such recreation space shall be fenced on all sides with a four-foot, six-inch-high fence or wall, and such use shall be located at least 200 feet from the intersection of any two streets.
- (2) Bowling alleys, when located at least 100 feet from any front, rear or side yard of any residential lot in an adjacent residential district.
- (3) Temporary buildings and uses for construction purposes for a period not to exceed one year.
- (4) Outdoor sales space for exclusive sale of secondhand automobiles, travel trailers, recreational vehicle sales or mobile homes subject to the following:
 - a. All lighting shall be shielded from adjacent residential districts.
 - b. Ingress and egress to the outdoor sales area shall be at least 60 feet from the intersection of any two streets.
 - c. An obscuring wall or fence four feet six inches in height must be provided when abutting or adjacent districts are zoned for residential use.
 - d. No major repair or major refinishing shall be done on the lot.
- (5) Hotel, motel and residential inn subject to the following:
 - a. No guest shall rent a unit at a motel or hotel for more than 30 days within any 12 consecutive months. This subsection shall not apply to residential inns.
 - b. Each unit shall contain not less than 250 square feet of floor area.
 - c. When reviewing developments complying with the requirements in this subsection, consideration shall be given to the effect created by the proposed use on existing and potential development patterns within the area. The construction of a hotel/motel or residential inn shall not conflict with and/or disrupt reasonable vehicular, pedestrian, building and user patterns characteristic of a planned commercial area and the principal uses permitted in this division.

- (6) Veterinary hospitals or clinics, provided all activities are conducted within a totally enclosed building.
- (7) Publicly owned buildings and public utility buildings.
- (8) Automotive service centers, only when physically attached and incidental to another permitted nonautomotive retail use that is part of a larger planned shopping center. Freestanding automotive service centers shall not be allowed in the B-3 zoning district.
- (9) Restaurants or other establishments serving food or beverage and having a drive-up or drive-through service facility where patrons are served in their vehicles, subject to the following requirements:
 - a. Minimum lot area of one acre, exclusive of existing public road right-of-way, and minimum lot width of 150 feet at a required building setback line shall be provided. When the restaurant or other establishment is not on a separately owned lot, but is part of a larger development, such as but not limited to a shopping center, the area to be developed for the restaurant or other establishment shall meet these requirements.
 - b. The site shall directly abut a major thoroughfare of 120 feet or greater as indicated on the city master thoroughfare plan.
 - c. The location and design of driveways providing vehicular ingress to and egress from the site shall promote safety and convenience of vehicular and pedestrian traffic both within the site and on adjoining streets.
 - d. On-site vehicle and pedestrian traffic circulation shall be provided in a manner that ensures safety and efficiency.
 - e. Vehicle queuing spaces 18 feet long and ten feet wide for drive-up facilities shall be provided as follows:
 - 1. A minimum of ten spaces shall be provided for the order station and the service station queuing lane.

- 2. The lane containing the queuing spaces shall be separate and distinct from other access drives and maneuvering lanes for parking spaces. The queuing space lane shall have a clear width of ten feet and shall be physically separated from access drives, maneuvering lanes and parking spaces with a landscaped area five feet wide with raised curbs on all sides.

- (10) Accessory buildings and accessory uses customarily incidental to the conditional uses in this section.
 - (11) Other uses similar to the uses in this section.
 - (12) Sale and service of food outdoors, provided such use is incidental to a similar principal use indoors and adjacent and adjoining to the principal use.
- (Ord. No. 200, § 951(10.01), 10-29-1986; Ord. No. 200-29; Ord. No. 200-53; Ord. No. 200-75, § 3)

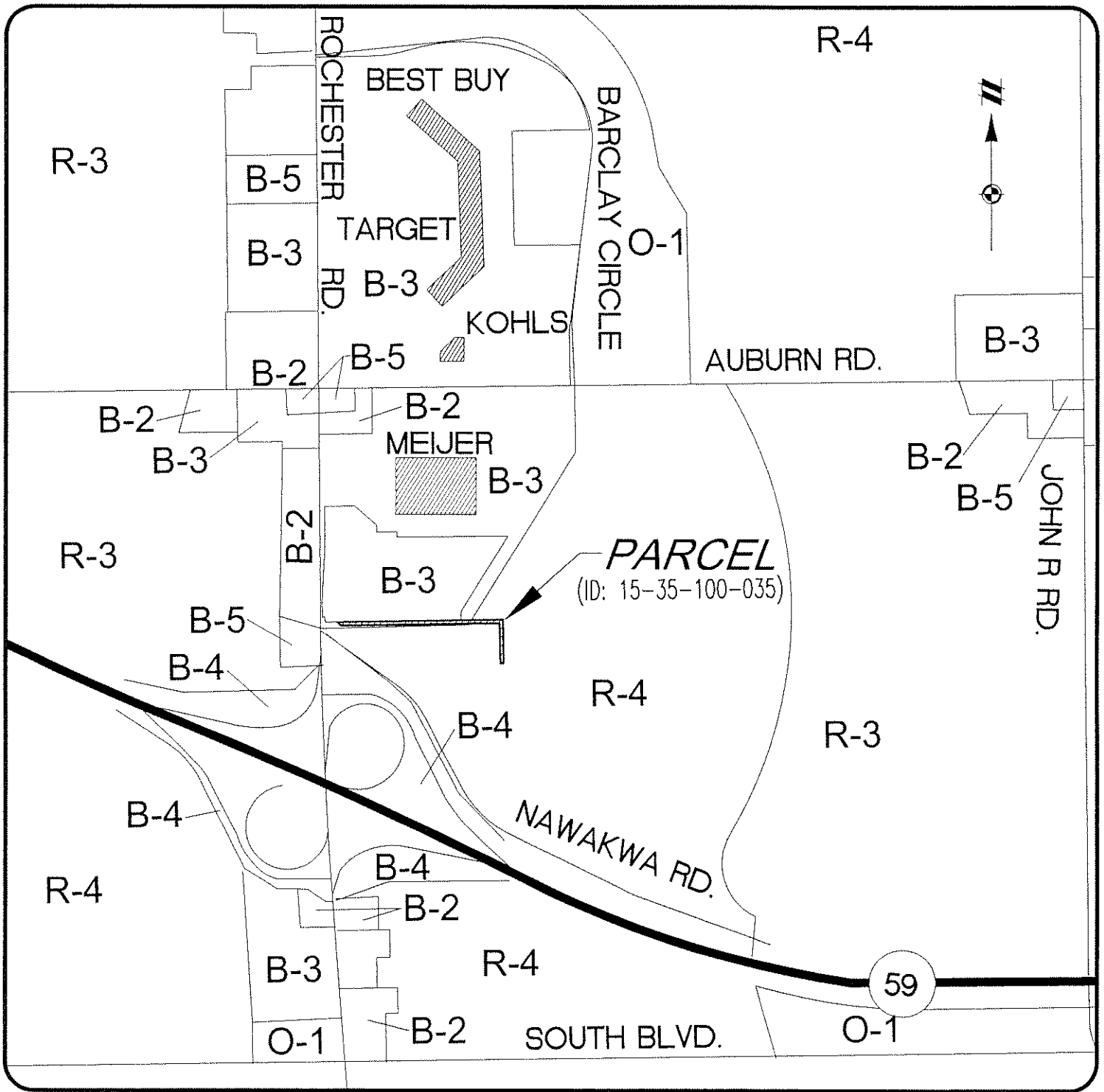
Sec. 138-569. Required conditions.

In B-3 shopping center business districts, all uses shall be subject to the following conditions:

- (1) All business establishments shall be retail or service establishments dealing directly with consumers. All goods produced on the premises shall be sold at retail on the premises where produced.
 - (2) All business, servicing or processing, except for off-street parking and loading and outdoor dining, shall be conducted within a completely enclosed building.
 - (3) Outdoor storage according to the requirements of subsection 138-1068(3) pertaining to performance standards for open storage.
- (Ord. No. 200, § 952(10.02), 10-29-1986; Ord. No. 200-75, § 4)

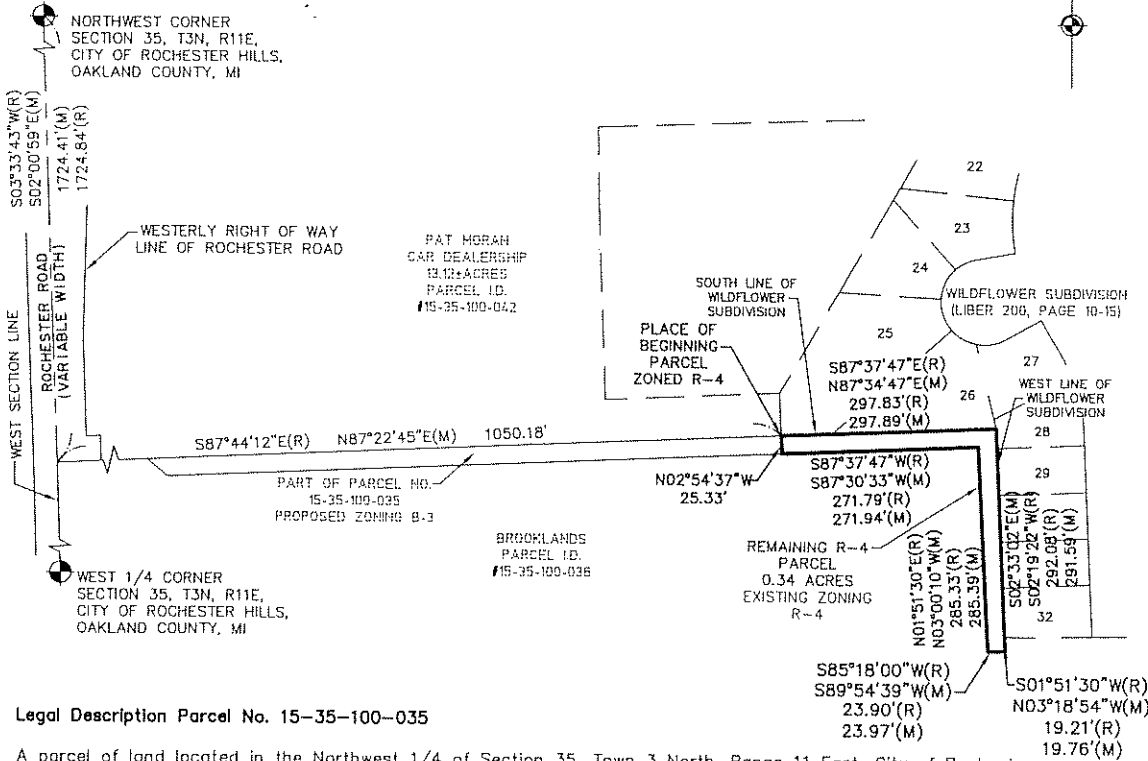
Sec. 138-570. Area and bulk requirements.

For area and bulk requirements in B-3 shopping center business districts, see sections 138-



VICINITY MAP - 1" = 1000'

EXHIBIT 'B'



Legal Description Parcel No. 15-35-100-035

A parcel of land located in the Northwest 1/4 of Section 35, Town 3 North, Range 11 East, City of Rochester Hills, Oakland County Michigan, described as: Commencing at the Northwest corner of said Section 35; thence S02°00'59"E 1724.41 feet (Recorded as S03°33'43"W 1724.84 feet) along the West line of said section 35; thence N87°22'45"E 169.89 feet (Recorded as S87°44'12"E 162.51 feet) for a **Place of Beginning**; thence continuing N87°22'45"E 880.29 feet (Recorded as S87°44'12"E 880.47 feet); thence N87°34'47"E 297.89 Feet (Recorded as S87°37'47"E 297.83 feet) to the West line of Wildflower Subdivision as recorded in Liber 200, Page 10-15 Oakland County Records; thence S02°33'02"E 291.59 feet (Recorded as S02°19'22"W 292.08 feet) along said line of Wildflower Subdivision; thence S03°18'54"E 19.76' (Recorded as S01°51'30"W 19.21 feet); thence S89°54'39"W 23.97 feet (Recorded as N85°18'00"W 23.90 feet); thence N03°00'10"W 285.39 feet (Recorded as N01°51'30"E 285.33 feet); thence S87°34'44"W 271.94 feet (Recorded as N87°37'47"W 271.79 feet); thence S87°24'08"W 853.29 feet (Recorded as N87°44'12"W); thence N49°58'20"W 36.88 feet (Recorded as N45°06'40"W 36.92 feet) to the **Place of Beginning**, containing 0.84 acres of land, more or less. Subject to easements, conditions, restrictions and exceptions, if any.

Remaining R-4 Legal Description

A parcel of land located in the Northwest 1/4 of Section 35, Town 3 North, Range 11 East, City of Rochester Hills, Oakland County, Michigan described as: Commencing at the Northwest corner of said Section 35, thence S02°00'59"E 1724.41 feet (Recorded as S03°33'43"W 1724.84 feet) along the West line of said section 35; thence N87°22'45"E 1050.18 feet (Recorded as S87°44'12"E) to the West line of Wildflower Subdivision as Recorded in Liber 200, Pages 10-15, Oakland County Records and the **Place of Beginning**; thence N87°34'47"E 297.89 feet (Recorded as S87°37'47"E 297.83 feet) along the South line of said Wildflower Subdivision; thence S02°33'02"E 291.59 feet (Recorded as S02°19'22"W 292.08 feet) along the West line of said Wildflower Subdivision; thence N03°18'54"W 19.76 feet (Recorded as S01°51'30"W 19.21 feet); thence S89°54'39"W 23.97 feet (Recorded as S85°18'00"W 23.90 feet); thence N03°00'10"W 285.39 feet (Recorded as N01°51'30"E 285.33 feet); thence S87°30'33"W 271.94 feet (Recorded as N87°37'47"W 271.79 feet); thence N02°54'37"W 25.33 feet to the **Place of Beginning**, containing 0.34 acres of land, more or less. Subject to easements, conditions, restrictions and exceptions, if any.

CLIENT
LOWE'S HOME CENTERS, INC.

BOUNDARY SKETCH OF
PARCEL TO REMAIN
ZONED R-4

SECTION 35 TOWN 3 NORTH, RANGE 11 EAST
CITY OF ROCHESTER HILLS
OAKLAND COUNTY

SCALE: 0 100 200
1 INCH = 200 FEET

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DR.	LKP	CR.	BAK
BOOK	--	PG.	--
SHEET	2 OF 2	DATE:	10-19-05
FILE NO.	XXX		

TO: CITY OF ROCHESTER HILLS

Rochester Avon Properties, LLC, as Tax Sale Purchaser of Parcel No. 15-35-100-035, being vacant land in Rochester Hills, Michigan, understands and agrees that Lowe's Home Centers, Inc. ("Lowe's) may rezone all or such portion of said property as Lowe's deems appropriate from its current ~~R-3~~ zoning classification to B-3 zoning.

R-4
R.D.R.

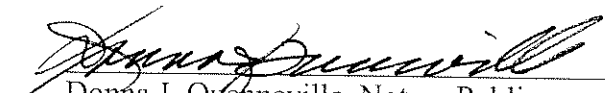
ROCHESTER AVON PROPERTIES, LLC,
a Michigan limited liability company

By: 
Richard D. Rattner
Its: Sole Member

DATED: October 12, 2005

STATE OF MICHIGAN)
) SS:
COUNTY OF OAKLAND)

Be it known that on this 12th day of October 2005, before me a notary public in and for said county and state, personally appeared **RICHARD D. RATTNER** known to be the person described in and who executed the above, and acknowledged the same to be his free act and deed.


Donna J. Quenneville, Notary Public,
County of Oakland, State of Michigan.
My Commission Expires: 10/20/2007
(Acting in Oakland County)