



VISTAFIELD

Introduction to Governing Documents

Relating to
The Vista Field Declaration of Covenants, Conditions and Restrictions
and to
The Vista Field Declaration of Covenants, Conditions and Restrictions
for Commercial Property

THE PORT OF KENNEWICK (the "Port") executes this Introduction to Governing Documents for Vista Field on the 2 day of November , year of 2023 .

HISTORY AND DESIGN

History of the Site. The Vista Field Airport, which began operations in the 1940s, was an auxiliary field for training naval aviators located at the nearby Naval Air Station Pasco during World War II. In the decades after, it served as a public use airport. In 1991, the Port purchased the airport and surrounding lands from the City of Kennewick and took over its management.

Faced with declining use of the airfield, the Port in 2012 opened public discussion of the airport's future, including concepts for redevelopment as a mixed-use community led by the design firm, Duany Plater-Zyberk & Company (DPZ). After substantial stakeholder input over a six-month period, the Port Commission unanimously decided in 2013 that closure and redevelopment of the Vista Field Airport was in the community's best interest.

Vision. The 103-acre site is located in the City of Kennewick at the geographic and commercial heart of the Tri-Cities, Washington, next to the region's sports and convention venues. It is envisioned to have active areas used day and evening for living, working, recreating and entertaining. While subject to change, these uses may include:

- Public and quasi-public open spaces, ranging from small pocket parks to a large central plaza for recreation and entertainment.

- Nearly 1,100 residential units, including single family homes, condominium and apartments.
- Approximately 750,000 square feet of retail, office, service and entertainment, most of it in Vista Field's Town Center.

The City crafted the Urban Mixed Use (UMU) zoning district and adjusted other land use regulations to allow mixed-use, pedestrian-friendly development as envisioned in the 2017 City and Port-adopted Vista Field Master Plan (the "Master Plan").

Master Plan. The Master Plan lays out the overall design and development concept for Vista Field. It is subject to change and refinement during development and is not guaranteed. A legal description of the 103 acres of land, known as the Master Plan Area, is attached as Exhibit A to this Introduction. The Master Plan Area may be modified as provided in the Vista Field Declaration described below.

Due to its history as an airfield, the site is long and relatively narrow. The Master Plan currently shows a main street and a parallel, secondary pedestrian-oriented street running the length of the site. These two very different streets weave around one another, with utility alleys running parallel to both. The proposed Town Center is at the physical center of the plan.

Projects designed by DPZ interweave residential and commercial uses in a compact form, unlike more typical mixed-use projects that separate homes from businesses. Uses may be mixed within a single building, sometimes known as live/work units, that may have an office or shop at street level and living space above. This tight interconnection between uses directly influences the form of governance of Vista Field.

GOVERNANCE STRUCTURE

Two Governing Documents. The governance structure was developed after thorough examination of the master plan for Vista Field, experience with other DPZ-designed projects, discussions with Port and DPZ staff, and review of applicable Washington law, and resulted in the preparation of two governing documents:

1. The **Vista Field Declaration of Covenants, Conditions and Restrictions** (the "Vista Field Declaration"), which establishes the common interest community to be known as Vista Field and applies to all property within Vista Field (with each individually owned piece of land known as a "Parcel"), and
2. The **Vista Field Declaration of Covenants, Conditions and Restrictions for Commercial Property** (the "Commercial Declaration"), which applies only to commercial Parcels and the commercial portions of mixed-use Parcels within Vista Field.

The Vista Field Declaration and the Commercial Declaration (together, the "Declarations") are recorded immediately following this Introduction. Both concern the development of the Master Plan Area and its long-term operation as a vibrant mixed-use area in the City.

Independent Operation. Even though the Vista Field Declaration affects the entire common interest community, and the Commercial Declaration applies only to its commercial and mixed-use properties, the Vista Field Declaration is not a master declaration as that term is generally

used. The two Declarations and the associations they create have separate purposes and are intended to operate independently.

VISTA FIELD DECLARATION

Purpose. The Vista Field Declaration provides for the establishment of a property owners' association (the "Vista Field Association") to manage and maintain those parts of Vista Field that are used by the entire community. Known as Common Elements, these are owned, managed and/or controlled by the Vista Field Association and include certain streets, open space, water features and other facilities and grounds. Some streets will be dedicated to the public and are not part of the Common Elements. Limited Common Elements are owned, managed and/or controlled by the Association but serve only certain Parcels that have the right to use such Limited Common Elements, such as an alley.

Phasing. With the recording of the Vista Field Declaration and submission of the first phase, Vista Field is officially created as a common interest community. Additional land may be added in phases. The Port, known in the documents as the "Founder," may, but is not required to, add any part of the Master Plan Area, in any order. Once land is added to the Vista Field Declaration, it is subject to its terms, including the requirement to pay assessments.

As each phase is created, a supplemental declaration will be recorded, making the additional property part of the Vista Field community that is subject to the Vista Field Declaration.

No portion of the Master Plan Area shall be part of Vista Field or subject to the Vista Field Declaration or the Commercial Declaration until added as a phase by a supplemental declaration.

Washington Uniform Common Interest Ownership Act. The Vista Field Declaration is written to comply with the Washington Uniform Common Interest Ownership Act (as amended, the "Act"). The Act, which was enacted in 2018, applies to common interest communities that include residential property. In the event of any conflict between the Vista Field Declaration and the Act, the Act shall govern and control.

Vista Field Association Membership. Members of the Vista Field Association include all Parcel owners within Vista Field, both residential and commercial. The Declaration allows the Founder to retain control of the Association for the longest period permitted under the Act.

Allocated Interests. The Declaration states a formula to assign to each Parcel an Allocated Interest as required by the Act. The Allocated Interest for a Parcel determines both its share of the assessments and its voting rights. Most residential Parcels are assigned the same assessment per dwelling unit. However, dwelling units of smaller than 1000 square feet and units in apartment buildings pay slightly less. Allocated Interests for commercial space is based on square footage. Parcels that include both residential and commercial space combine the formulas to determine the Parcel's Allocated Interest.

Maintenance Zones. Maintenance Zones are smaller areas within Vista Field that share Limited Common Elements or that require other specialized shared maintenance, such as a landscaped courtyard that is part of a bungalow court. They are a flexible tool to tailor services and cost allocation to particular areas within the community as they are developed. The Maintenance Zone concept allows the Association to provide this additional maintenance and bill the cost to the benefited owners.

Design Review. All new construction and modification of existing buildings are subject to design review. Design review is reserved to the Founder during the entire Development Period, defined in the Declaration as six months after the Founder neither owns a total of at least one acre of land in the Master Plan Area nor holds any Parcels for sale in the normal course of business, but no later than 75 years. A Town Architect will work with applicants and their architects and to review plans. At the end of the Development Period, the review rights for residential property is automatically assigned to the Association, while review rights for commercial and the commercial portion of mixed-use Parcels is assigned to the Commercial Association described below.

Effect of Declaration on Commercial Property. Like residential owners, commercial property owners pay assessments for the maintenance of Common Elements that serve the entire community. However, the Vista Field Association is not responsible for maintaining primarily commercial space or regulating businesses. Instead, the Commercial Declaration, a separate document summarized below, governs the operation of commercial property and the commercial portions of mixed-use property wherever located in Vista Field.

COMMERCIAL DECLARATION

Purpose. The Commercial Declaration provides for the establishment of a Commercial Association, which has three primary purposes:

- *Maintenance:* The Commercial Association will be responsible for maintenance of the commercial common areas, such as plazas, landscaping and street furniture.
- *Management:* The Commercial Association will oversee and regulate businesses' use of shared space, and may regulate some aspects of business operation, such as hours of operation. It may also participate in such services as shared parking arrangements, sanitation and security.
- *Promotion:* The Commercial Association's Marketing Director may promote Vista Field for the mutual benefit of all businesses, including advertising, special event programming, seasonal decoration and other promotional activities.

Application only to Commercial Property. The Commercial Declaration applies to all commercial property anywhere within Vista Field, plus the commercial portion of mixed-use buildings. Any residential Parcel and any residential portions of mixed-use Parcels within Vista Field will be automatically excluded. If the use of the Parcel is later changed to commercial, it becomes subject to the Commercial Declaration as uses change. The reverse is also true; commercial property or any portion of a Parcel that is converted to residential use will no longer be subject to the Commercial Declaration.

Commercial Association. All commercial property owners within Vista Field will be members of the Commercial Association and pay assessments based on Assigned Value. As provided in the Commercial Declaration, Assigned Value is based on the appraised value of a commercial Parcel or the commercial portion of a mixed-use property as determined by the Benton County Tax Assessor.

The Commercial Declaration is not subject to the Washington Uniform Common Interest Ownership Act. The documents allow the Founder to choose how long it operates and controls the Commercial Association.

Implementation and Phasing. The Commercial Declaration is recorded at the same time as the Vista Field Declaration and becomes effective at the same time. As phases are added to the Vista Field Declaration, commercial Parcels and the commercial portions of mixed-use Parcels within the additional property will automatically become subject to the Commercial Declaration.

This document is a summary. Further information about specific terms is contained in the Declarations. In the event of a conflict between this Introduction and the Declarations, the Declarations shall govern and control.

The Port has executed this summary of the Vista Field Declaration and Commercial Declaration and caused it to be recorded in the public records.

WITNESSES:

[Signature]
[Signature]

PORT OF KENNEWICK

By:

[Signature]
Tim Arntzen its _____ CEO

ACKNOWLEDGEMENT

STATE OF Washington

) ss.

COUNTY OF Benton

I certify that I know or have satisfactory evidence that Tim Arntzen is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as CEO of PORT OF KENNEWICK, to be the free and voluntary act of such parties for the uses and purposes mentioned in this instrument.

DATED: 11-15-2023.

[Signature]
(Signature of Notary)

BRIDGETTE SCOTT STATE OF WASHINGTON NOTARY PUBLIC Commission # 148150 COMMISSION EXPIRES JUNE 1, 2026

(Legibly Print or Stamp Name of Notary)

Notary public in and for

the state of: Washington

Residing at: Richland

My appointment expires: 06-01-2026