

DATE: 27 FEBRUARY 2017
 DESIGNED BY:
 DRAWN BY:
 CHECKED BY:
 Q.C. BY:
 SCALE: AS SHOWN
 PROJECT #: 1016320

REVISIONS:
 1. 04-12-2017 - 2ND REZONING SUBMITTAL
 2. 05-18-2017 - 3RD REZONING SUBMITTAL
 3. 06-19-2017 - 4TH REZONING SUBMITTAL
 4. 07-24-2017 - 5TH REZONING SUBMITTAL
 5. 07-28-2017 - 6TH REZONING SUBMITTAL

SHEET #:
RZ-00

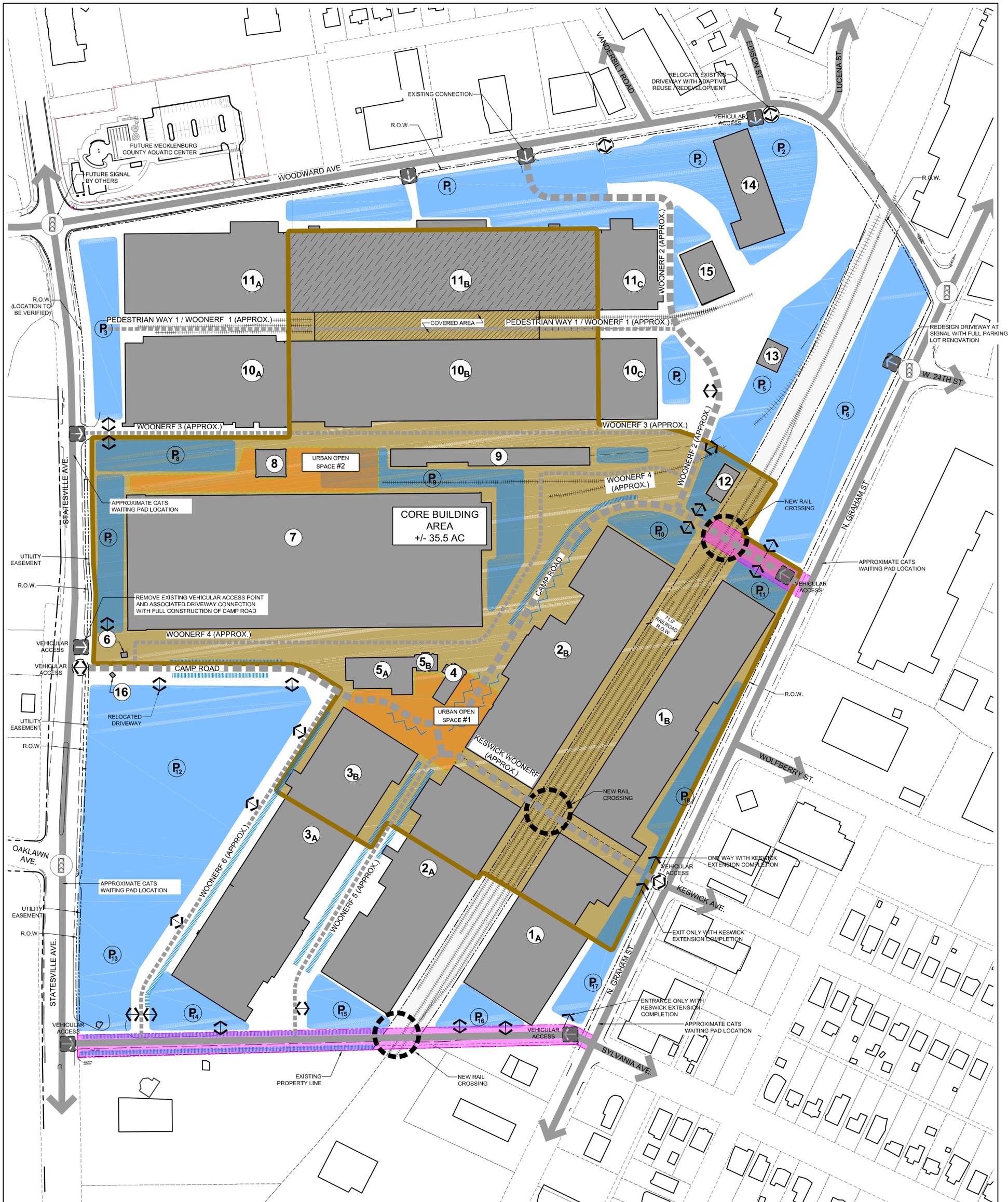
CAMP NORTH END | REZONING
MIXED USE + INDUSTRIAL REHAB DEVELOPMENT
 ATCO PROPERTIES & MANAGEMENT
 CONTEXT MAP

PETITION NO. 2017-054



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 NC Engineering Firm License # C-0658



SITE DEVELOPMENT DATA:
 -ACREAGE: 272 ACRES
 -TAX PARCEL IDS: 07903101, 07903102, 07903103, 07903104, 07903105, AND 07903106
 -EXISTING ZONING: I-2
 -PROPOSED ZONING: UMUD-O
 -EXISTING USES: VACANT, INDUSTRIAL, WAREHOUSE AND OFFICE
 -PROPOSED USES: USES PERMITTED BY RIGHT AND UNDER PRESCRIBED CONDITIONS IN UMUD ZONING DISTRICT AND BY THE OPTIONAL PROVISIONS IN THE NOTES, TOGETHER WITH ACCESSORY USES AS ALLOWED IN THE UMUD ZONING DISTRICT, ALL AS MORE SPECIFICALLY DESCRIBED AND LIMITED/RESTRICTED IN NOTES SECTION 3
 -MAXIMUM GROSS SQUARE FEET OF DEVELOPMENT: SEE WITH RESPECT TO THE DEVELOPMENT LEVELS AS DESCRIBED IN SECTION 3 IN THE NOTES.
 -MAXIMUM BUILDING HEIGHT: 180 FEET IN HEIGHT AS TO NEW BUILDINGS (AS DEFINED BELOW) PORTIONS OF THE SITE, AND UP TO 90 FEET IN HEIGHT ABOVE EXISTING GROUND FLOOR SLAB FOR EXISTING BUILDINGS (AS DEFINED BELOW) PORTION OF THE SITE, BUILDING HEIGHT FOR NEW BUILDINGS WILL BE MEASURED AS DEFINED IN THE ORDINANCE.
 -PARKING: AMOUNTS AS REQUIRED BY THE ORDINANCE FOR THE UMUD ZONING DISTRICT AS MODIFIED IN THE OPTIONAL PROVISIONS IN THE NOTES.

Table 3.e Development Levels

NON-RESIDENTIAL USES	Existing	Total thru Phase 1	Total thru Phase 2	Total thru Phase 3
Industrial/Light Industrial/Other Uses*	1,240,000 sf	530,000 sf	275,000 sf	65,000 sf
EDEE**		30,000 sf	60,000 sf	80,000 sf
Retail/Personal Services		20,000 sf	65,000 sf	200,000 sf
Office		450,000 sf	760,000 sf	1,500,000 sf
Hospitality/Hotel***				
TOTAL	1,240,000 sf	1,030,000 sf	1,160,000 sf	1,845,000 sf

* Industrial/Light Industrial/Other Uses under Phases 1, 2 and 3 include uses that are not accounted for under the other listed uses listed; it is contemplated that such Industrial/Light Industrial/Other Uses will be reduced over time as reflected above. ** EDEE includes drinking establishments. *** Hospitality/Hotel uses allowed per conversion rights.

Multi-Family Residential

	250 units	600 units	1,500 units
CONVERSION TABLE			

CONVERSION TABLE

	Beginning Total	Date of Conversion	Description	Amended Total
Industrial Light Industrial/Other Uses*	65,000			
EDEE**	80,000			
Retail/Personal Services	200,000			
Office	1,500,000			
Hospitality/Hotel***				

Conversion Summary:
 Conversion of Commercial Uses: 1 sq ft of non-office commercial for 1 sq ft of office, not to exceed a 30% increase from base entitlement
 Conversion of Residential and Hotel: 1 housing unit for 1 hotel room, not to exceed an increase of 300 units or rooms from base entitlement
 Conversion of Hotel & Commercial: 500 sq feet of commercial for 1 hotel room not to exceed an increase of 300 rooms (in addition to the 300 rooms possible from the Residential and Hotel conversion) or 150,000 sq feet of additional commercial above base entitlements
 Conversion of Light Industrial and Office Uses: 1 sq ft of office uses for 1.5 sq ft of light industrial uses, not to exceed a 30% increase from base entitlement

- URBAN OPEN SPACE
- PROPOSED FUTURE PUBLIC ROW
- EXISTING SURFACE PARKING FIELD
- POTENTIAL PARALLEL ON-STREET PARKING
- PROPOSED ANGLED OR HEAD-IN ON-STREET PARKING
- CORE BUILDING AREA
- POTENTIAL MULTIMODAL CONNECTIONS (WOONERF)
- POTENTIAL PRIVATE CONNECTIONS (WITH PUBLIC ACCESS EASEMENT)
- PUBLIC ROW (REFER TO ROW FOR PUBLIC STREET SECTIONS)
- POTENTIAL PARKING FIELD CONNECTIONS / DRIVEWAYS (FINAL MOVEMENT TO BE DETERMINED (UNLESS SHOWN/NOTED))
- POTENTIAL VEHICULAR ACCESS (FINAL MOVEMENT TO BE DETERMINED (UNLESS SHOWN/NOTED))
- EXISTING VEHICULAR ACCESS (DRIVEWAYS) (FINAL MOVEMENT TO BE DETERMINED (UNLESS SHOWN/NOTED))
- EXISTING SIGNAL (OR PROPOSED AS LABELED)

NOTES:
 1. THE PLAN SHOWN IS INTENDED TO BE REVIEWED IN COLOR.
 2. THE IMAGES SHOWN ARE ILLUSTRATIVE TO SHOW GENERAL INTENT, CHARACTER, RELATIONSHIPS OF USES, CIRCULATION, AND BUILDING CONFIGURATION FOR THE PURPOSES OF REZONING. FINAL CONSTRUCTION MAY VARY BASED ON UNFORESEEN FIELD CONDITIONS.
 3. REFER TO SECTIONS AND NOTES FOR PRIVATE STREET SETBACK AND ROW INFORMATION.

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CAMP NORTH END | REZONING MIXED USE + INDUSTRIAL REHAB DEVELOPMENT

ATCO PROPERTIES & MANAGEMENT

TECHNICAL DATA SHEET

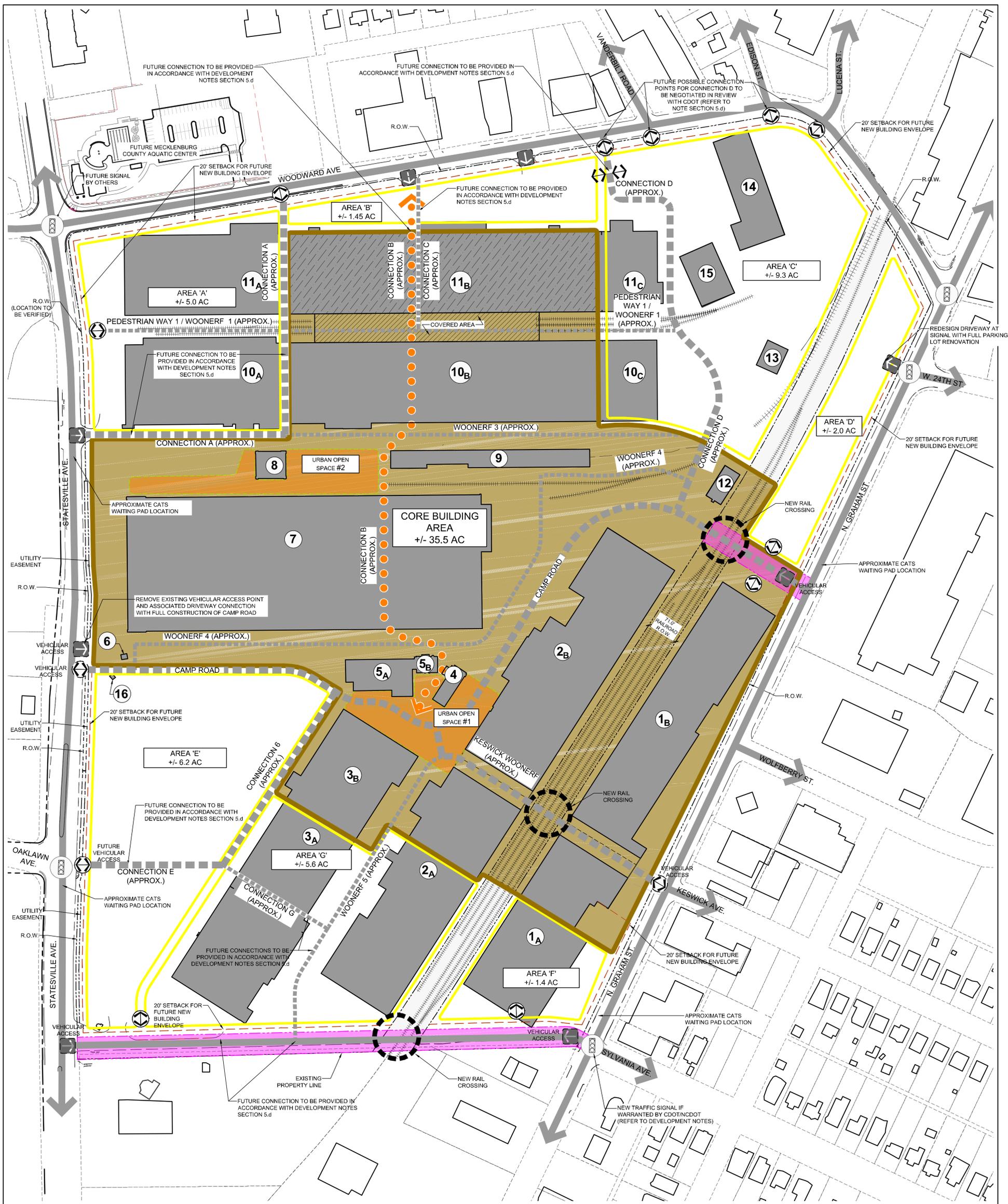
PETITION NO. 2017-054

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- DEVELOPMENT AREAS
- URBAN OPEN SPACE
- PROPOSED FUTURE PUBLIC ROW
- CORE BUILDING AREA
- POTENTIAL MULTIMODAL CONNECTIONS (WOONERF)
- POTENTIAL PRIVATE CONNECTIONS (WITH PUBLIC ACCESS EASEMENT)
- PUBLIC ROW (REFER TO ROW FOR PUBLIC STREET SECTIONS)
- POTENTIAL PARKING FIELD CONNECTIONS / DRIVEWAYS (FINAL MOVEMENT TO BE DETERMINED (UNLESS SHOWN/NOTED))
- POTENTIAL VEHICULAR ACCESS (FINAL MOVEMENT TO BE DETERMINED (UNLESS SHOWN/NOTED))
- EXISTING VEHICULAR ACCESS (DRIVEWAYS) (FINAL MOVEMENT TO BE DETERMINED (UNLESS SHOWN/NOTED))
- EXISTING SIGNAL (OR PROPOSED AS LABELED)
- 20' SETBACK FOR FUTURE BUILDING ENVELOPE (AS NOTED)

NOTES:
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CAMP NORTH END | REZONING MIXED USE + INDUSTRIAL REHAB DEVELOPMENT

ATCO PROPERTIES & MANAGEMENT

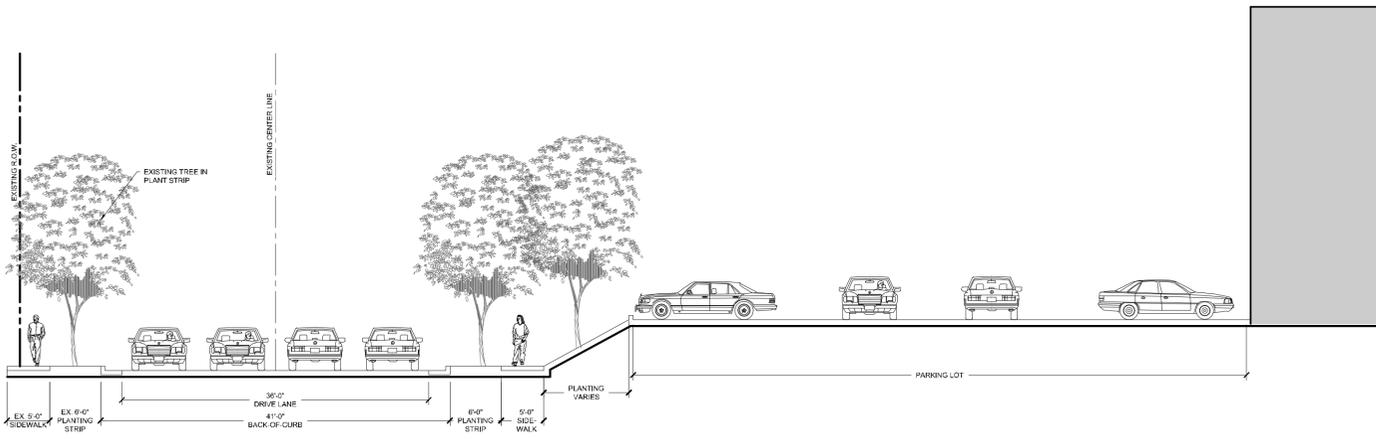
TECHNICAL DATA SHEET - FUTURE BUILD OUT

PETITION NO. 2017-054

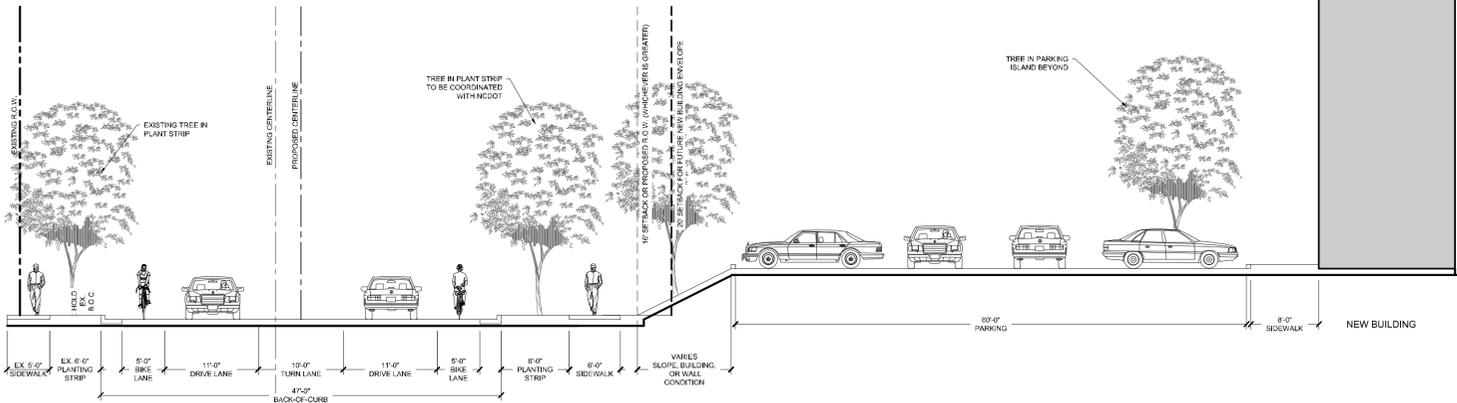
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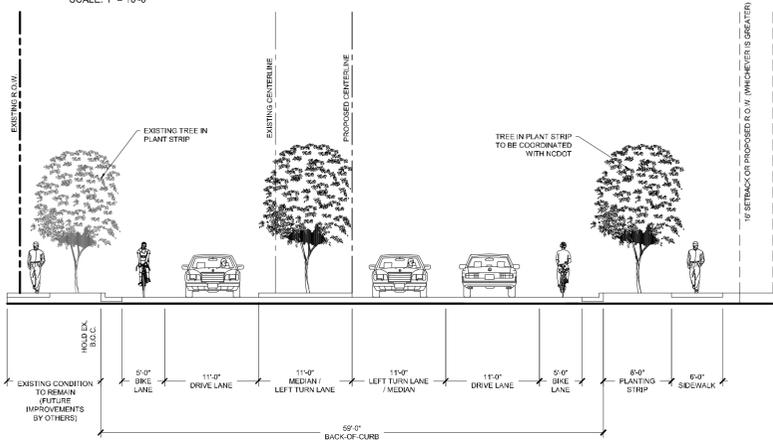
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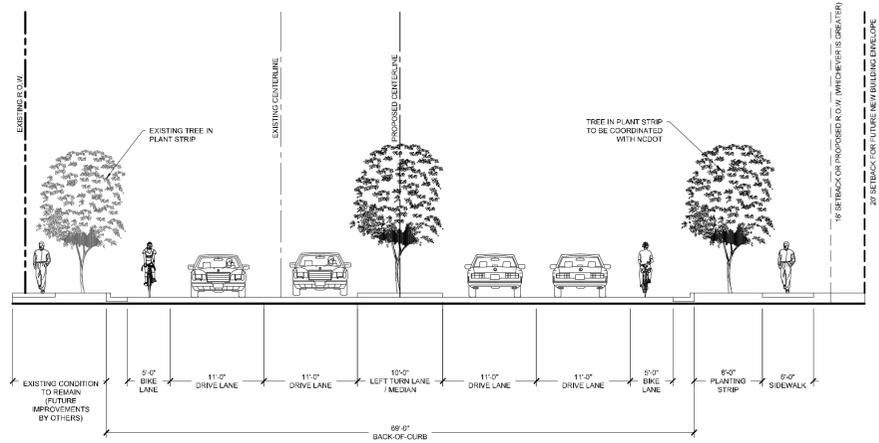
STATESVILLE AVENUE - EXISTING CONDITION
SCALE: 1" = 10'-0"



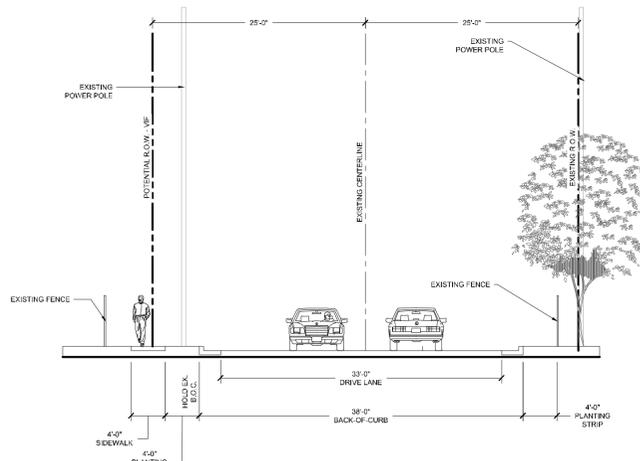
STATESVILLE AVENUE - PROPOSED CONDITION (TYPICAL)
SCALE: 1" = 10'-0"



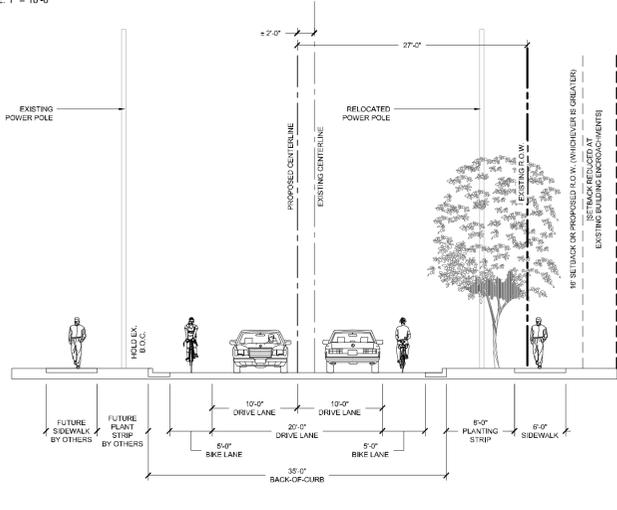
STATESVILLE AVENUE - PROPOSED TURNING CONDITION (AT OAKLAWN)
SCALE: 1" = 10'-0"



STATESVILLE AVENUE - PROPOSED ALTERNATIVE CROSS SECTION (TYPICAL)
SCALE: 1" = 10'-0"

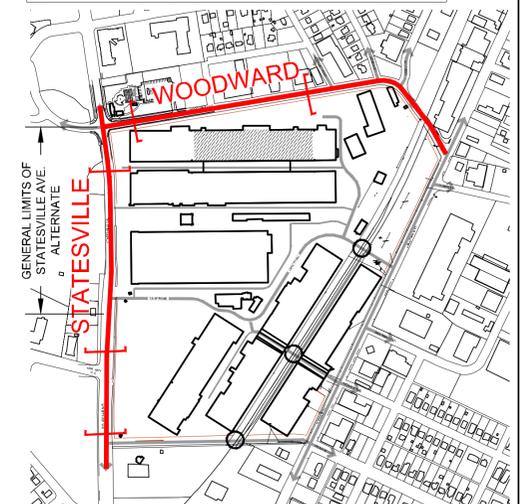


WOODWARD AVENUE - EXISTING CONDITION
SCALE: 1" = 10'-0"



WOODWARD AVENUE - PROPOSED CONDITION
SCALE: 1" = 10'-0"

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 3. FINAL CROSS SECTION DESIGN AND ANY SPECIAL CONDITIONS WILL BE COORDINATED WITH MULTIPLE ENTITIES (C.D.O.T, N.C.D.O.T, PLANNING, ETC.) DURING PERMITTING FOR CONSTRUCTION AND/OR THROUGH C.I.P. ENGINEERING AND PLANNING EFFORTS.
 4. TREES TO BE COORDINATE WITH URBAN FORESTRY/ARBORIST' DURING LAND DEVELOPMENT PER TREE MOU.



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CAMP NORTH END | REZONING MIXED USE + INDUSTRIAL REHAB DEVELOPMENT

ATCO PROPERTIES & MANAGEMENT

SECTIONS - STATESVILLE AND WOODWARD

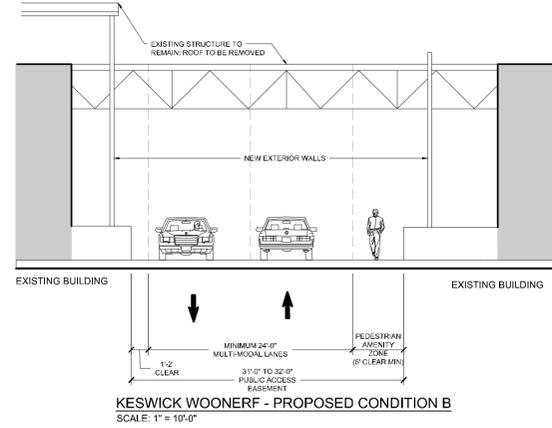
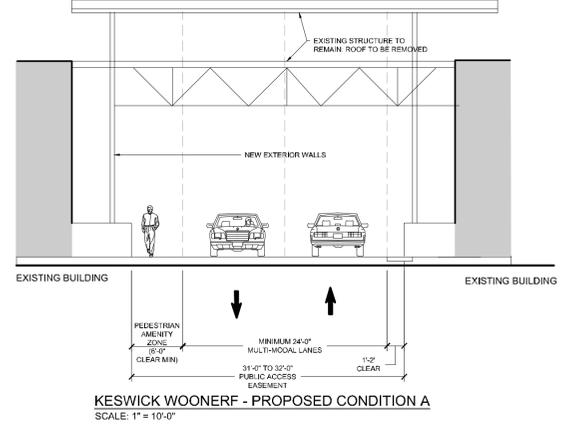
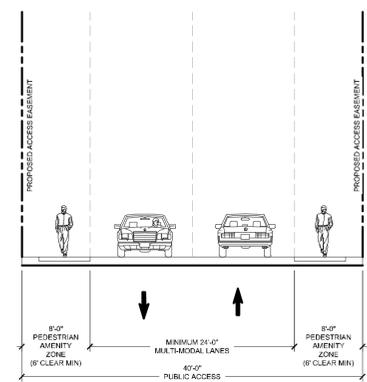
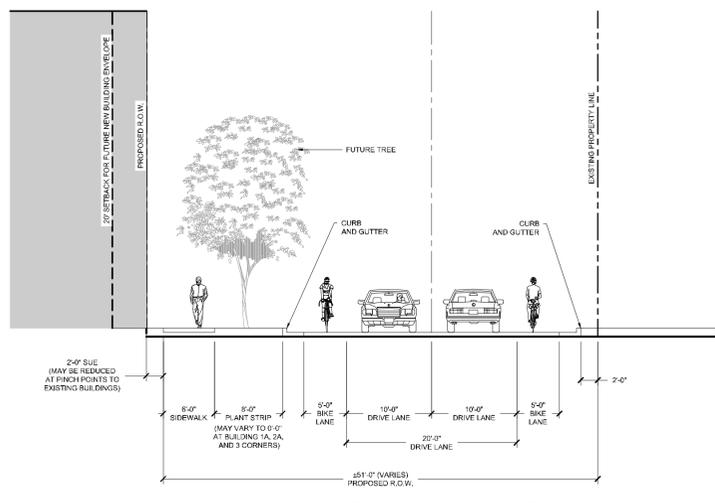
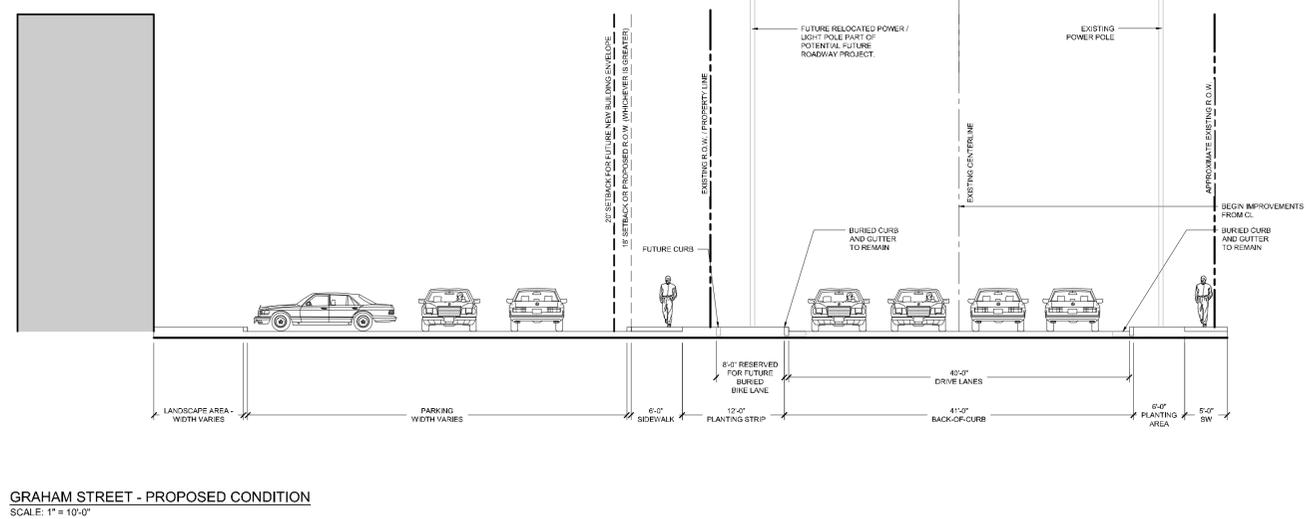
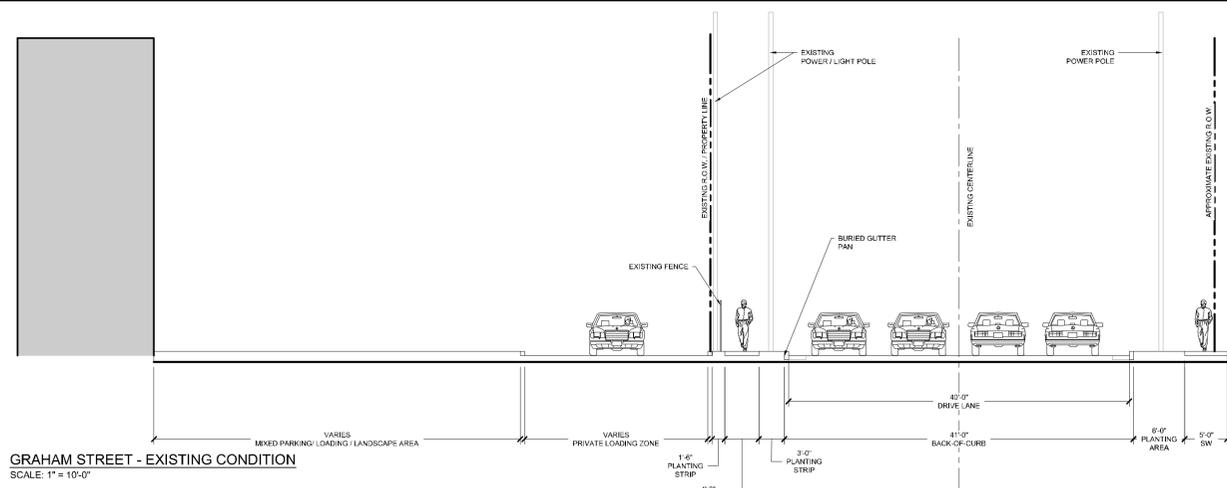
PETITION NO. 2017-054



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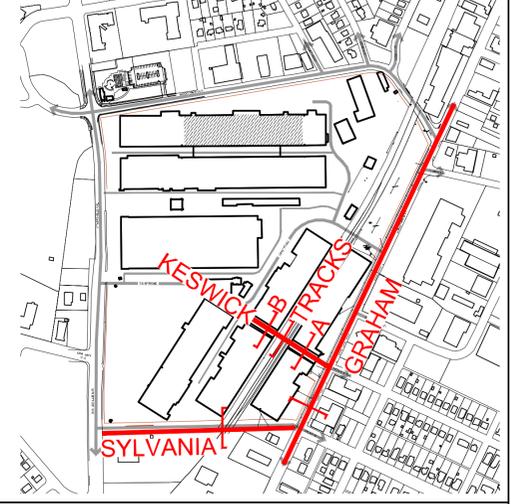
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RZ-03

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*NOTE ALL RAILROAD (RR) CROSSINGS AND SECTION DESIGN ARE SUBJECT TO NORFOLK SOUTHERN DESIGN APPROVAL AND POSSIBLY OTHER APPLICABLE AGENCIES.

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 4. TREES TO BE COORDINATE WITH URBAN FORESTRY/ARBORIST DURING LAND DEVELOPMENT PER TREE MOU.



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SHEET #:
RZ-04

- REVISIONS:**
1. 04-12-2017 - 2ND REZONING SUBMITTAL
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CAMP NORTH END | REZONING
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SECTIONS - GRAHAM AND SYLVANIA

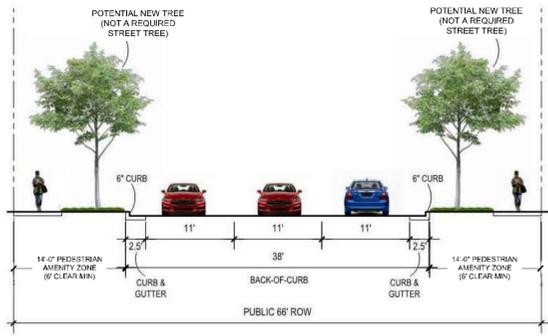
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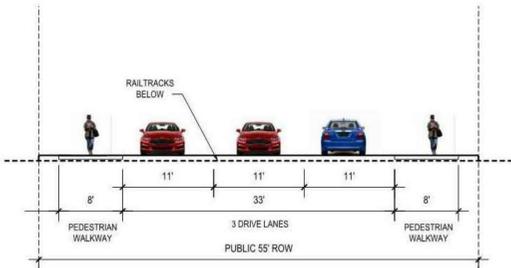
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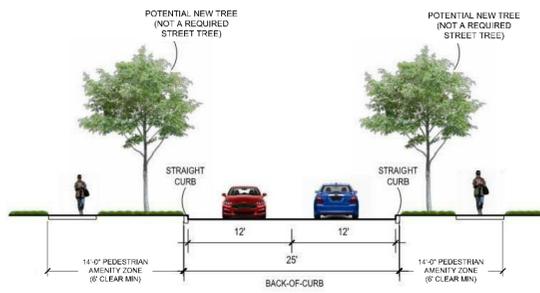


CAMP ROAD - SECTION A

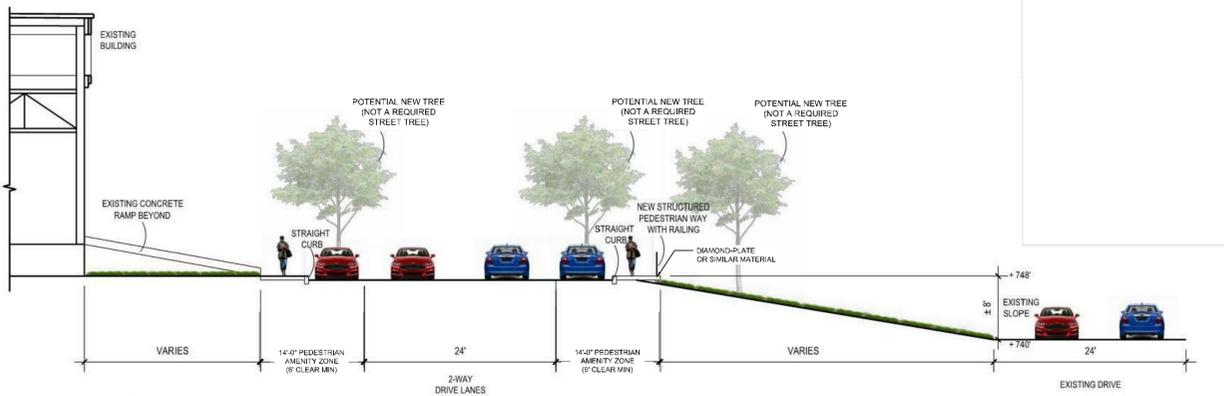


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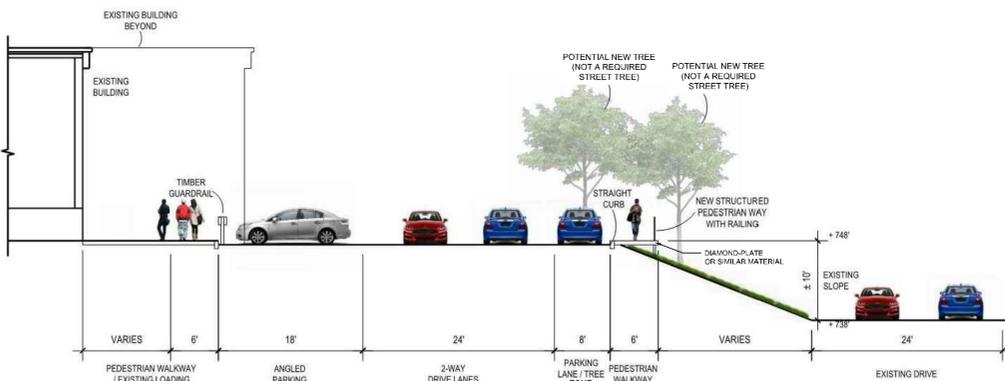
CAMP ROAD - SECTION B



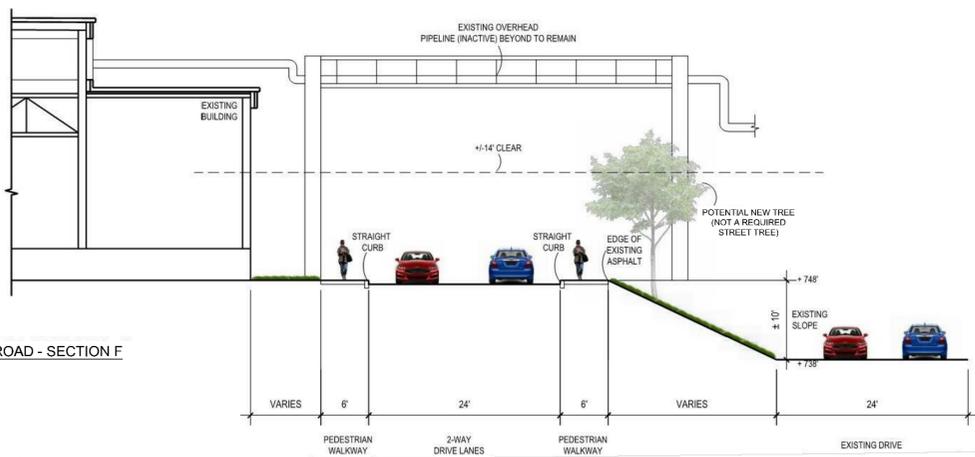
CAMP ROAD - SECTION C



CAMP ROAD - SECTION D

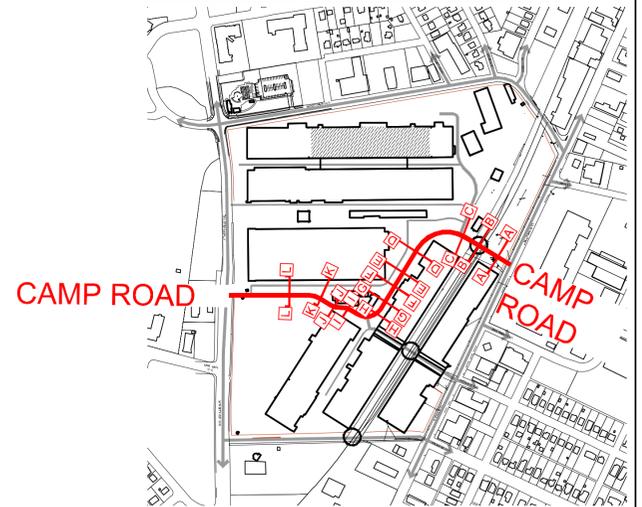


CAMP ROAD - SECTION E



CAMP ROAD - SECTION F

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 SECTIONS - CAMP ROAD

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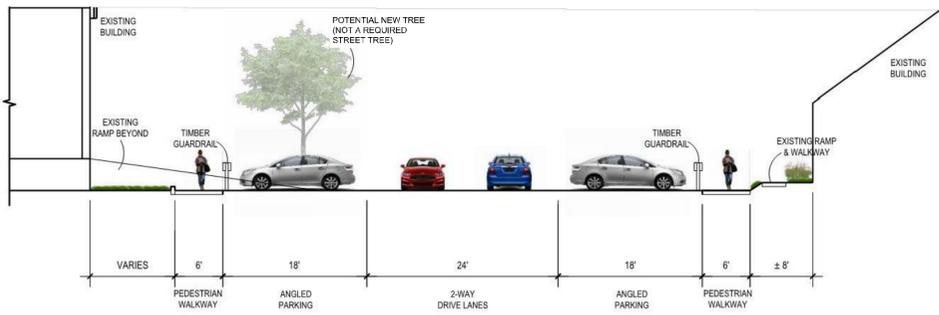
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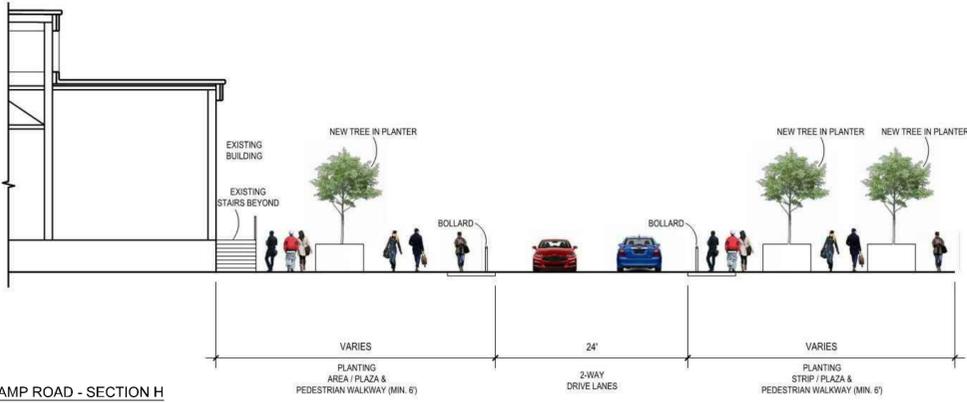
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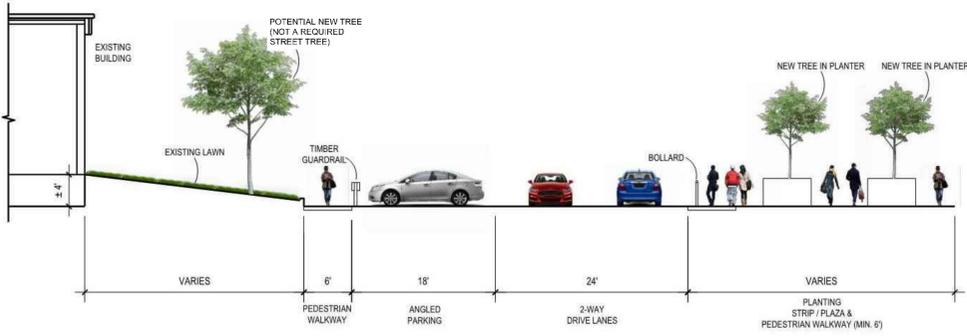
SHEET #:
RZ-05



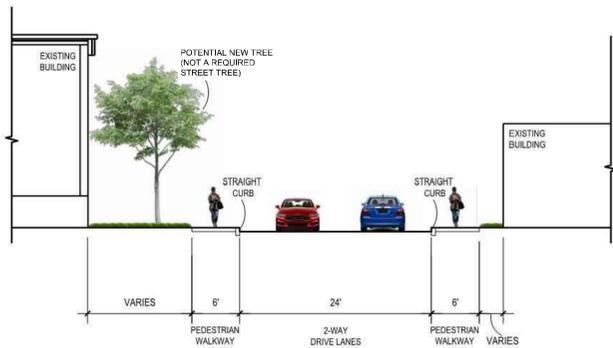
CAMP ROAD - SECTION G



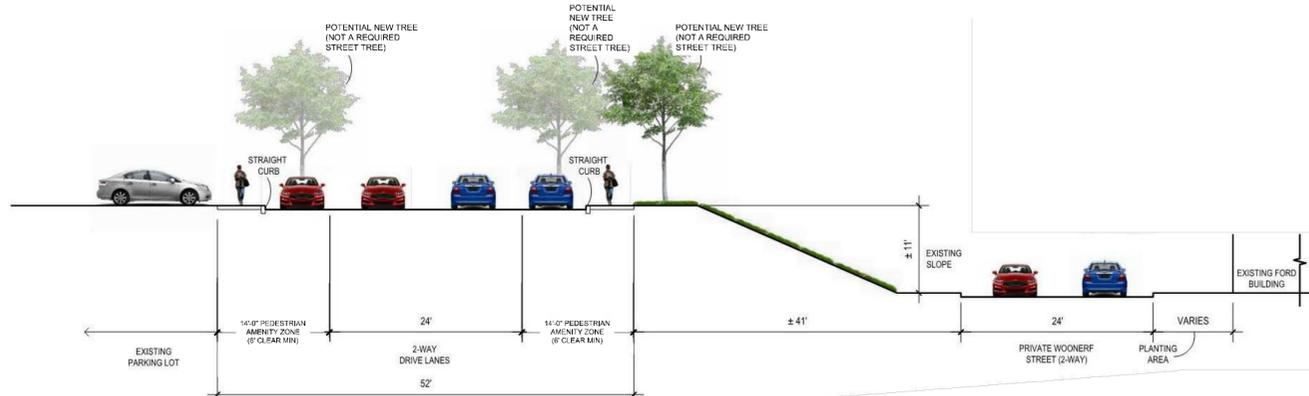
CAMP ROAD - SECTION H



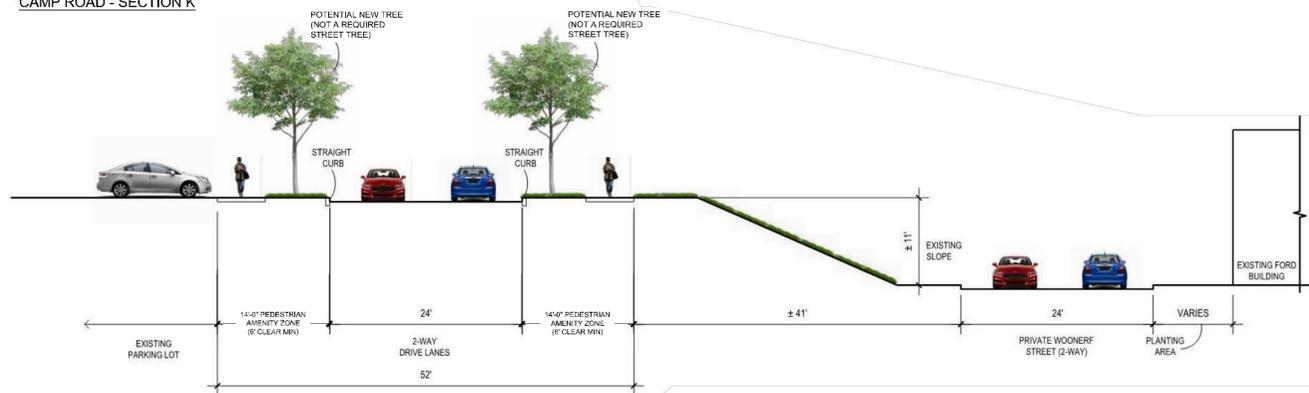
CAMP ROAD - SECTION I



CAMP ROAD - SECTION J

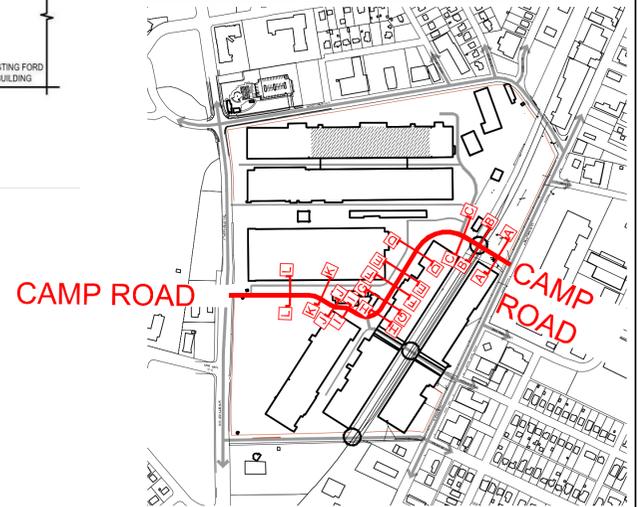


CAMP ROAD - SECTION K



CAMP ROAD - SECTION L

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 4. TREES TO BE COORDINATE WITH URBAN FORESTRY/ARBORIST DURING LAND DEVELOPMENT PER TREE MOU.



DATE: 27 FEBRUARY 2017
 DESIGNED BY:
 DRAWN BY:
 CHECKED BY:
 Q.C. BY:
 SCALE: AS SHOWN
 PROJECT #: 1016320

- REVISIONS:
1. 04-12-2017 - 2ND REZONING SUBMITTAL
 2. 05-18-2017 - 3RD REZONING SUBMITTAL
 3. 06-19-2017 - 4TH REZONING SUBMITTAL
 4. 07-24-2017 - 5TH REZONING SUBMITTAL
 5. 07-28-2017 - 6TH REZONING SUBMITTAL

CAMP NORTH END | REZONING
MIXED USE + INDUSTRIAL REHAB DEVELOPMENT
 ATCO PROPERTIES & MANAGEMENT
 SECTIONS - CAMP ROAD

PETITION NO. 2017-054

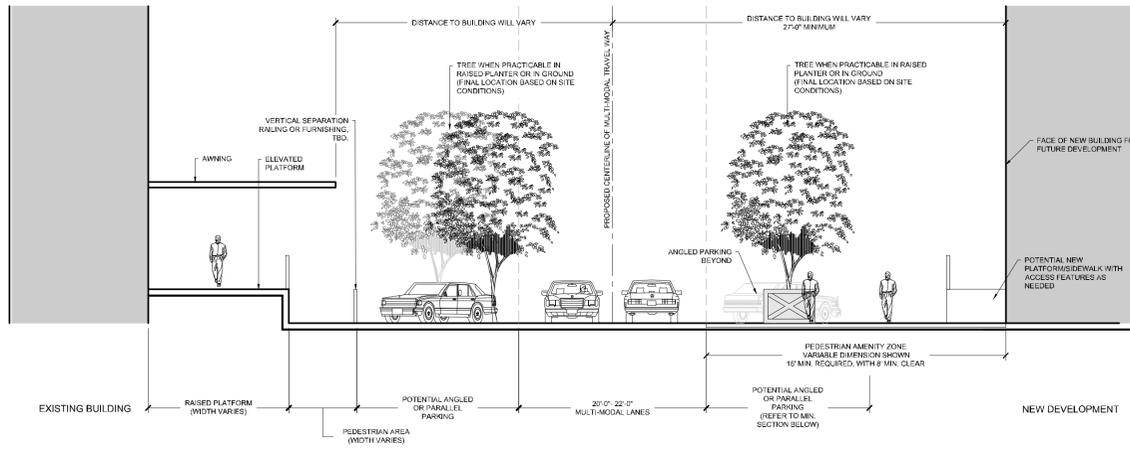
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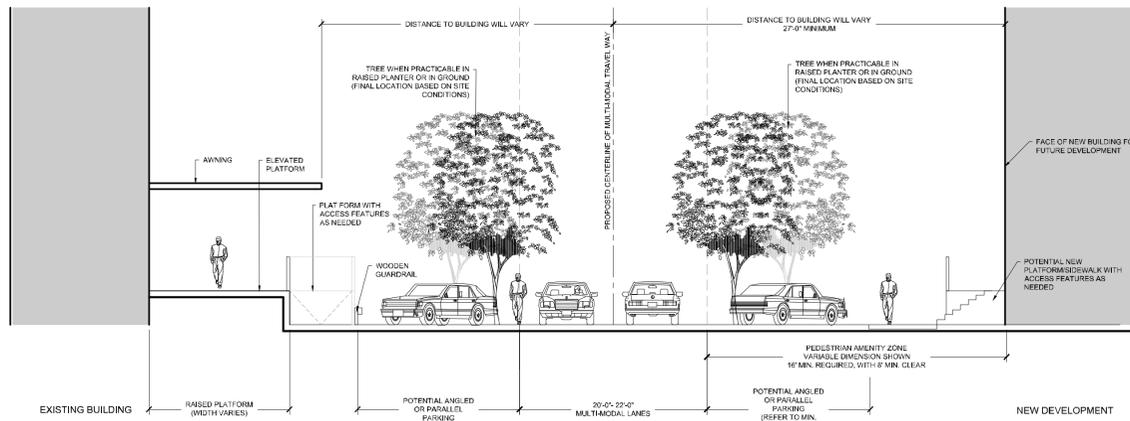
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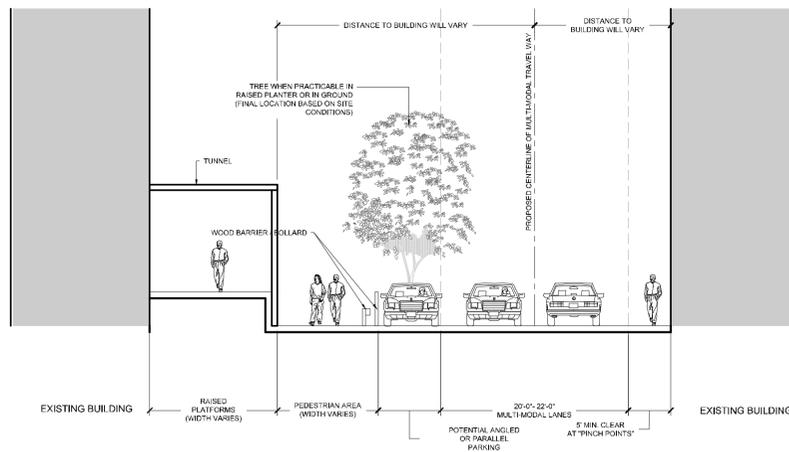
SHEET #:
RZ-06



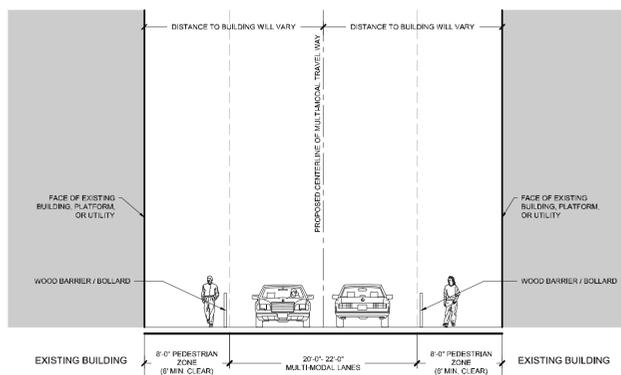
WOONERF - ILLUSTRATIVE SECTION (EXISTING AND NEW DEVELOPMENT)



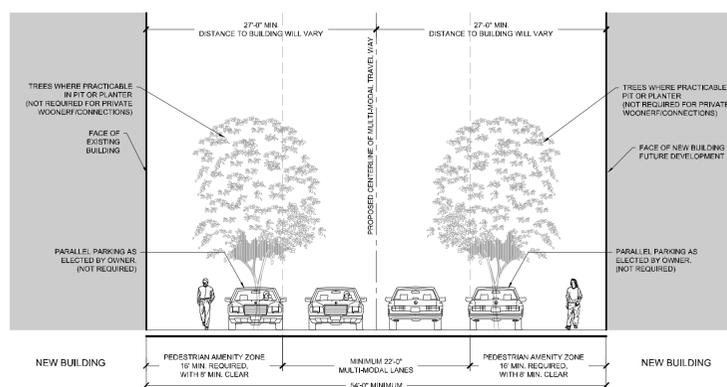
WOONERF - ILLUSTRATIVE SECTION (EXISTING AND NEW DEVELOPMENT)



WOONERF - ILLUSTRATIVE SECTION (EXISTING DEVELOPMENT / ADAPTIVE RE-USE)

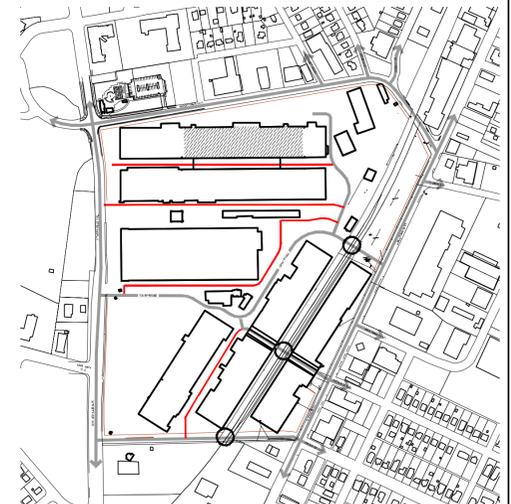


WOONERF - MINIMUM SECTION (EXISTING DEVELOPMENT / ADAPTIVE RE-USE)



WOONERF - MINIMUM SECTION (W/ NEW DEVELOPMENT)

- NOTES:
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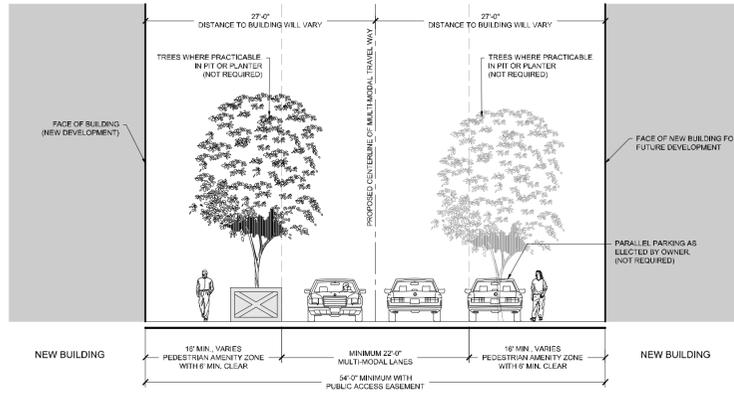
CAMP NORTH END | REZONING
MIXED USE + INDUSTRIAL REHAB DEVELOPMENT
 ATCO PROPERTIES & MANAGEMENT
 SECTIONS - WOONERF

PETITION NO. 2017-054



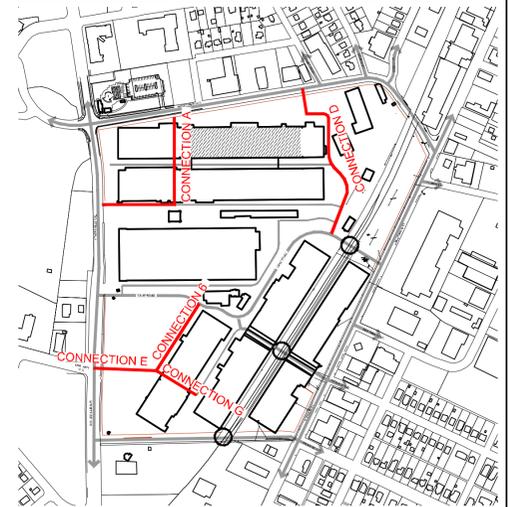
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MINIMUM CONNECTION A, D, E, G, AND #6 STANDARDS
ILLUSTRATIVE SECTION FOR NEW DEVELOPMENT (AS SHOWN ON RZ-02)

- NOTES:
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DATE: 27 FEBRUARY 2017
DESIGNED BY:
DRAWN BY:
CHECKED BY:
Q.C. BY:
SCALE: AS SHOWN
PROJECT #: 1016320

- REVISIONS:
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SHEET #:
RZ-08

CAMP NORTH END | REZONING
MIXED USE + INDUSTRIAL REHAB DEVELOPMENT
ATCO PROPERTIES & MANAGEMENT
OTHER CONNECTIONS

PETITION NO. 2017-054

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CHARLOTTE, NC

Camp Landowner, LP
REGO PARK, NY 11375
97-77 QUEENS BOULEVARD SUITE 1103
704-906-4586

CIP & SUGGESTED CONCEPTUAL IMPROVEMENTS

SCALE: 1" = 250'

PROJECT #: 654-001
DRAWN BY: MARY REIS
CHECKED BY:

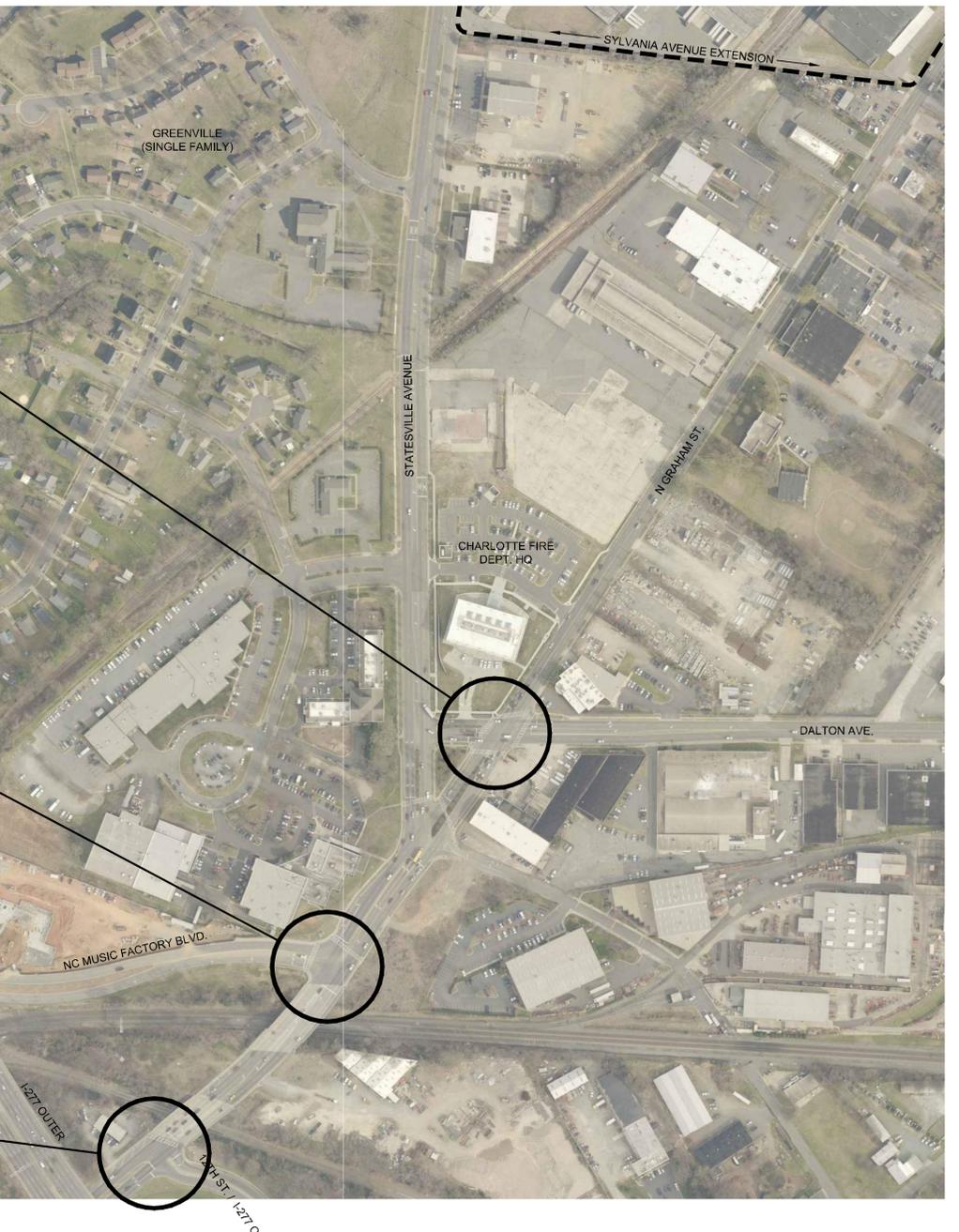
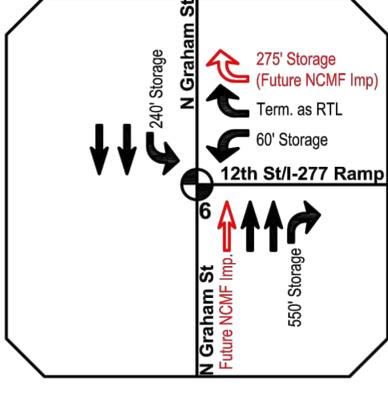
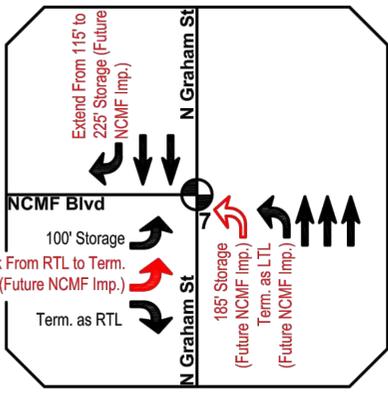
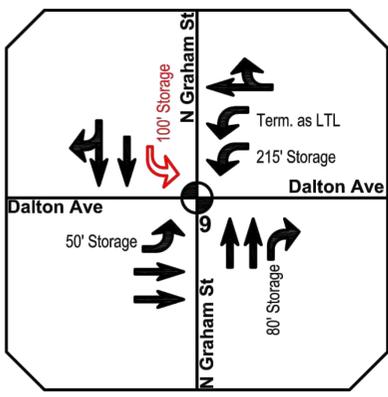
MAY 2017

REVISIONS:
1. 06/21/17 Rev. Sylvania/Keswick curb the



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Exhibit 1



DATE: 27 FEBRUARY 2017
DESIGNED BY:
DRAWN BY:
CHECKED BY:
Q.C. BY:
SCALE: NOT TO SCALE
PROJECT #: 1016320

SHEET #:
RZ-TIA

REVISIONS:
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**CAMP NORTH END | REZONING
MIXED USE + INDUSTRIAL REHAB DEVELOPMENT**
ATCO PROPERTIES & MANAGEMENT
TRAFFIC IMPACT ANALYSIS

PETITION NO. 2017-054

Site Development Data:
Acreage: 77.2 acres
-Tax Parcel #: 07903101, 07903102, 07903103, 07903104, 07903105, and 07903106
-Existing Zoning: I-2
-Proposed Zoning: UMUD-O
-Existing Uses: Vacant, Industrial, Warehouse and Office
-Proposed Uses: Uses permitted by right and under prescribed conditions in UMUD zoning district and by the Optional Provisions below, together with accessory uses as allowed in the UMUD zoning district, all as more specifically described and limited/restricted below in Section 3.
-Maximum Gross Square Feet of Development: See with respect to the Development Levels as described in Section 3 below.
-Maximum Building Height: 180 feet in maximum height as to New Buildings (as defined below) portions of the Site (and lower heights for New Buildings within the Core Existing Building Area, if any, resulting from casual and other circumstances described in Section 3 below), and up to 75 feet in height above existing ground floor slab for Existing Buildings (as defined below) portion of the Site, building height for New Buildings will be measured as defined in the Ordinance.
-Parking: Amounts as required by the Ordinance for the UMUD zoning district as modified by the Optional Provisions below.

1. General Provisions:
a. **Site Location.** These Development Standards, the Technical Data Sheet of Sheet RZ-1 and other graphics set forth in attached Sheets from this rezoning plan (collectively referred to as the "Rezoning Plan") associated with the Rezoning Petition filed by ATCO ("Petitioner") for an approximately 72 acre site located between Statesville Avenue and Graham Street south of Woodward Avenue (the "Site").

b. **Overview/Nature of Redevelopment.** Redevelopment/development of the Site as contemplated by the Rezoning Plan involves both (i) an innovative, adaptive reuse of significant portions of the existing industrial/distribution buildings (e.g. Existing Buildings, as defined below) that were constructed as early as the 1920s and (ii) construction of New Buildings (as defined below) in areas where Existing Buildings do not now exist and in certain areas of the Site where Existing Buildings do exist but are not located within the Core Existing Building Area (as defined below). The overall redevelopment to be known as "Camp North End" seeks to resurrect and continue the legacy of innovation of this unique property by transforming the historical industrial distribution components into a vibrant destination and vehicle for economic mobility. The Rezoning Plan contemplates a dynamic mix of retail, food and beverage, creative office, craft/light industrial production, creative lab, community programming, film studios, entertainment venues, educational uses and other commercial and high industrial related uses, and possible lodging and multi-family residential uses - many of which will occupy in an adaptive reuse format the Existing Buildings as defined below, and some will occupy New Buildings (as defined below) located in certain designated areas on the Site. The Rezoning Plan reflects the need for creativity and flexibility in compliance with land use regulations by way of UMUD Optional Provisions and other regulatory allowances in order to create the innovative and unique place sought for the City's Applied Innovation Corridor, among other community planning instruments.

c. **Zoning District Ordinance.** Development of the Site will be governed by the Rezoning Plan as well as the applicable provisions of the City of Charlotte Zoning Ordinance (the "Ordinance") for the UMUD-O zoning district. Unless the Rezoning Plan establishes more stringent standards the regulations established under the Ordinance, the UMUD-O zoning classification shall govern the Site, subject to the Optional Provisions set forth below.

d. **Development Within Existing Buildings & New Buildings.**
(i) It is acknowledged that the existing buildings located on the Site as generally depicted and identified on Sheet RZ-01, Sheet RZ-02 and Sheet RZ-03 of the Rezoning Plan (each an "Existing Building") and collectively the "Existing Buildings") consist of 11.24 million square feet of space and in the recent past over 90% of such Existing Buildings space has been used for a combination of distribution, light industrial and office related uses.
(ii) Given the size and scale of the Site, portions of the Site occupied by the Existing Buildings will be developed for Adaptive Uses (as defined in Section 1.1 below) in a combined effort to meet and create market demand together with limited Development/Site Elements as are permitted and described below in Section 3.e. In addition, as more particularly described in Sections 3.4 and 3.e. below, new buildings may be built on portions of the Site unoccupied by Existing Buildings and located outside the "Core Existing Buildings Area" and portions of the Existing Buildings located outside of the "Core Existing Buildings Area" may be demolished to allow for construction of new buildings on the Site (reference to such new buildings collectively the "New Buildings" and each a "New Building"). The "Core Existing Buildings Areas" are generally depicted within the "yellow outlined/brown areas" on Sheet RZ-02 such that those areas for New Buildings ("New Building Development Areas") may only take place outside of the Core Existing Building Areas, except for such limited Development/Site Elements as set forth in Section 3.e. that do not exist within the Core Existing Buildings located within the Core Existing Building Areas. The boundaries of the "yellow outlined/brown areas" designating the Core Existing Buildings Area and the New Building Development Areas may be subject to minor adjustments reasonably approved either as part of the Urban Review process or administrative site plan amendment process, and as set forth in Section 3.4. below; provided that at least 814,000 square feet of gross floor area within the Existing Buildings located within the Core Existing Buildings Area shall remain on the Site (subject to reduction due to fire, casualty or similar events and subject to potential limitations associated with Building 11 and Building 4, as described below in Section 3.c.).

e. **Graphics and Alterations.** The schematic depictions of the uses, parking areas, sidewalks, structures and buildings (including without limitation Existing Buildings or New Buildings, together "buildings"), driveways, and other development matters and site elements (collectively the "Development/Site Elements") as may be set forth on the Rezoning Plan should be reviewed in conjunction with the provisions of these Development Standards. The layout, locations, sizes and formulations of the Development/Site Elements depicted on the Rezoning Plan are graphic representations of the Development/Site Elements proposed. Changes to the Rezoning Plan not anticipated by the Rezoning Plan will be reviewed and approved as allowed by Section 6.207 of the Ordinance. Since the project has not undergone the design development and construction phases, it is intended that this Rezoning Plan provide for flexibility in allowing some alterations or modifications from the graphic representations of the Development/Site Elements. Therefore, there may be instances where minor modifications will be allowed without requiring the Administrative Amendment Process per Section 6.207 of the Ordinance. These instances would include changes to graphics if they are:
(i) expressly permitted by the Rezoning Plan (it is understood that if a modification is expressly permitted by the Rezoning Plan it is deemed a minor modification for the purposes of these Development Standards); or
(ii) minor and don't materially change the overall design intent depicted on the Rezoning Plan.

The Planning Director will determine if such minor modifications are allowed per this amended process, and if it is determined that the alteration does not meet the criteria described above, the Petitioner shall then follow the Administrative Amendment Process per Section 6.207 of the Ordinance; in each instance, however, subject to the Petitioner's appeal rights set forth in the Ordinance.

f. **Number of Buildings Principal and Accessory.** Given the phased master planned nature of the Site, Petitioner is not required to set forth the number of the buildings and structures on the Site, and the total number of such buildings or structures to be developed on the Site shall not be limited.

g. **Planned/Unified Development.** The Site and Development Areas within the Site shall be viewed as a planned/unified development plan as to the elements and portions of the Site generally depicted on the Rezoning Plan for the Site and such Development Areas. As such, side and rear yards, buffers, building height separation standards, FAR requirements, and other similar zoning standards will not be required internally between improvements and other Development/Site Elements located within the Site or an applicable Development Area. Furthermore, the Petitioner and/or owner of any portion of the Site reserves the right to subdivide the Site into lots within the interior of the portion of the Site or within a Development Area without regard to any such internal separation standards and FAR requirements, provided, however, all such separation standards along the exterior boundary of the Site shall be adhered to. In addition, all FAR requirements will be regulated by any development limitations set forth in this Rezoning Plan for the Plan Site as a whole and not individual portions, Development Areas or lots located therein.

h. **Five Year Vested Rights.** Per Section 1.110 of the Ordinance and N.C.G.S. Section 160A-385.1, due to the scale, size and master planning nature of the development & its timing, and the level of investment, among other factors, this Petition includes vesting of the Rezoning Plan and conditional zoning districts for a five (5) year period, but such provisions shall not limit any other vested rights at common law or otherwise.

i. **Definitions & Clarifications.** In addition to certain defined terms set forth in other portions of the Development Standards, the following apply to certain definitions, and the definitions of such defined terms set forth herein shall control over definitions of such terms that may be set forth in the Ordinance:

- (i) **Gross Floor Area Clarification.** When determining the maximum development levels set forth in this Rezoning Plan, the term gross floor shall exclude mechanical spaces, crawl spaces, elevator shafts and similar areas as well as any surface or structured parking facilities (including, without limitation, corridors and elevators within such facilities), enclosed loading dock/service areas, and outdoor dining and gathering areas whether on the roof of the building or at street level.
- (ii) **Personal Services.** The terms "personal services uses" and/or "personal services" (whether capitalized or not) will mean and refer to uses that primarily provide or sell a service to customers versus the selling of goods together with associated accessory uses. A personal service use may also sell products or merchandise but the sale of products and merchandise is typically ancillary. Examples of Personal Service uses include but are not limited to: beauty salons and barber shops, artist studios and galleries, Yoga and exercise studios, fitness and wellness facilities, nail salons, martial art training studios, laundries and dry cleaning establishments, locksmiths, funeral homes and the like.
- (iii) **Limited Service Restaurant.** A "Limited Service Restaurant" or "limited service restaurant" (whether capitalized or not) shall mean a restaurant with no more than 3,000 square feet of gross floor area serving primarily items such as coffee, ice cream, yogurt, juices, bagels, muffins, pastries, sandwiches and similar foods that do not require on-premise cooking of food (other than heating and the baking of premixed dough), together with associated accessory uses.
- (iv) **Urban Open Space.** References to the term "Urban Open Space" (whether capitalized or not) shall have the meaning ascribed to such term in the Ordinance as modified pursuant to the Optional Provisions in Section 2 below and in Section 7 below.
- (v) **EDEE Uses.** References to the term "EDEE" shall mean "Eating Drinking Entertainment Establishments" as defined in the Ordinance together with associated accessory uses.
- (vi) **Commercial Uses.** References to the term "Commercial Uses" or "Commercial Uses" (whether capitalized or not) shall mean office uses, retail uses, EDEE uses and personal services uses, and the term "non-office commercial uses" or "Non-office Commercial Uses" (whether capitalized or not) shall mean retail uses, EDEE uses and personal services uses together with associated accessory uses.
- (vii) **Industrial/Light Industrial/Other Uses.** References to the term "Industrial/Light Industrial/Other Uses" or "Industrial/Light Industrial/Other Uses" (whether capitalized or not) shall mean all such uses permitted by right or under prescribed conditions under the UMUD zoning district other than the Commercial Uses, hotel/lodging uses, and multi-family residential uses, together with associated accessory uses (it is understood that the defined term Industrial/Light Industrial/Other Uses is intended to capture permitted uses beyond industrial or light industrial uses that are not Commercial Uses, hotel/lodging uses and multi-family uses; for instance institutional uses are captured by such term).
- (viii) **Adaptive Reuse.** Reference to the term "Adaptive Reuse" (whether capitalized or not) is intended to describe Redevelopment for the reuse of as much of an Existing Building as practical and as permitted by applicable building regulation codes. The reuse will marry the spirit of the original architecture with anticipated sympathetic architectural intervention such as, but not limited to renovations, repairs, upgrades to mechanical systems and otherwise, partial demolitions, minor expansions (not resulting in an increase of greater than 5% of the ground floor footprint or 2,000 square feet of gross floor area of the ground floor footprint, nor an increase in the maximum height of 90 feet of the applicable Existing Building), and/or establishment of passageways, patios, entries, connectivity, new fenestration, facade treatments, roof replacement and removal.
- (ix) **Active Ground Floor Use.** Reference to the term "Active Ground Floor Use" (whether capitalized or not) shall mean retail, Personal Services, business services, EDEE, residential uses, galleries, office, lobbies, meeting areas, instructional venues, financial services, hotel lobby, leasing offices, lounges, exercise facilities, amenity areas, institutional and/or similar uses.
- (x) **Private Connections.** Reference to the term "Private Connections" (whether capitalized or not) shall include private streets, private connections, owner's and other connections as more particularly described on Sheet RZ-02.

2. Optional Provisions under UMUD:
a. **Intent/Context.** The Site is part of the Center City 2020 Vision Plan, Central District Plan, Applied Innovation Corridor and Smart District planning areas that place an emphasis on adaptive reuse, innovative development and maintaining space and opportunities for industrial uses that can be integrated into the area with residential, Commercial Uses and Light Industrial Uses. As noted in Section 3.4 below, the intent of the Adaptive Reuse portion of the Site and this project, variations from the standards associated with many of the existing Development/Site Elements. This will require flexibility in the application of and variations from certain UMUD standards to preserve portions of the existing Development/Site Elements while incorporating New Buildings and connectivity throughout the Site.
b. **Specific Identified Optional Provisions.** While UMUD provides many exemptions for the Existing Buildings and does not require renovated or rehabilitated structures to comply with the setback requirements or urban open space, the following UMUD-Optional Provisions (the "Optional Provisions" or "optional provisions") shall apply to existing and new development taking place on the Site:

Ordinance Section	Standard Setback	Deviation/Rationale
9.905(2)	Setbacks shall be established on public and private streets as generally depicted on Sheets RZ-03-07 but in response to existing utilities, parking, existing buildings, site constraints and/or similar features Existing Buildings shall be exempt from setback requirements. New Buildings will adhere to 20 foot setbacks measured from existing or future back of curb on public and private streets as further defined in Section 6 of these Development Standards. A 16 foot setback as measured from the edge of travel lane shall be provided for New Buildings on owners', but New Buildings of greater than 75 feet in height on owners' shall either have a setback of 20 feet, or shall have a setback of 16 feet provided that the New Building will have a vertical setback at least 10 feet deep that is located between 30 feet and 60 feet of the height of the New Building.	
9.905(2)	Utilities	Existing utilities in the setback may remain so long as they do not obstruct the sidewalk.
9.906.10	Utilities shall not be required to be placed underground as part of development/redevelopment.	

Ordinance Section	Standard	Deviation/Rationale
9.906(2)(b)	Structured Parking Facilities	Design standards for structured parking facilities are defined in Section 6.e of these Development Standards. Decorative louvers, grillwork, or panels shall be utilized to screen cars from view on all facades facing public streets and facing Connections A, E and G as generally depicted on <u>Sheet RZ-02</u> . Proposed parking deck(s) in Area "C" generally depicted on <u>Sheet RZ-02</u> shall be permitted without addressing transparency requirements set forth in 6.e (viii), unless grading and/or significant site work is completed and creates an opportunity for a relationship between the applicable parking deck building and the proposed Connection D, in which case, applicable design standards shall be adhered to.
9.906(2)(c)	Screening	Existing areas located on the Site as generally depicted on Sheet RZ-01 that are used for surface parking, structures and facilities for trash, storage, loading, and other outdoor equipment do not need to be screened from streets or pedestrian circulation areas. Screening for New Building improvements shall adhere to the UMUD screening standards except that the Planning Director or designee, in his or her discretion, may allow deviations from these standards when site conditions dictate flexibility associated with existing adjacent buildings as in keeping with the design ingredients associated with adjacent Existing Buildings so as to render screening requirements of limited utility.
9.906(2)(e)	Signage	Signs that vary from the UMUD standards shall be permitted as set forth in Section 8 below.
9.906(2)(j)	Building Entrances	Doorways do not need to be recessed into the building on existing Buildings.
9.906(4)(a-i)	Urban Open Space	Urban Open Space is not required by Ordinance for Existing Buildings or any new uses within such Existing Buildings. When open space is provided as a requirement of office development or as amenity for the Site as part of the development for New Buildings, it will be developed as defined in Section 6.4(iii) of these Development Standards in lieu of the standards set forth in Section 9.906(4)(a.-i.) of the Ordinance. The intent is to provide open space that will maintain and build upon the unique character of the parcels and tracks with a systematic and formulaic approach than prescribed in Section 9.906.
9.907(1)(a-e)	Parking Standards	By Ordinance, existing floor area in Existing Buildings is exempt from parking requirements of this section and no such parking requirements shall apply to uses within Existing Buildings. Existing parking locations for Existing Buildings and parking locations, parking may be provided a distance on Site of more than 1,600 feet from new uses. New Buildings shall meet the UMUD parking ratio standards.
9.907(2)	Loading Standards	Loading may be provided at a distance on Site of more than 1,600 feet from new uses, and from other uses to the extent deemed appropriate by the Planning Director by CDOT and Planning during the design development review process.

3. Permitted Uses; Development Levels; Conversion Rights.

a. **Permitted Uses Generally.** The Site may be developed with uses permitted by right and under prescribed conditions in the UMUD zoning district together with accessory uses as allowed in the UMUD zoning district, in accordance with the Optional Provisions set forth above AND EXCEPT as noted below in Sections 3.b., 3.c., 3.d., 3.e., and 3.f.
b. **Permitted Uses Under Prescribed Conditions.** The following principle uses are permitted as described below and under the prescribed conditions for such uses that are set forth in the Ordinance:
(i) Retail sales for automobiles (new and used), feed, fences and fence materials, packaged fertilizer, motorcycles, motorcycles and trucks within a completely enclosed building limited to Development Areas A, B, and C, as generally depicted on Sheet RZ-02.
(ii) Extremotermis, funeral homes and embalming, laundries and dry cleaning establishments and locksmiths and gunsmiths limited to Development Areas A, B, and C as generally depicted on Sheet RZ-02.
(iii) Drive-in windows as part of an accessory part of a principal structure designed to be completely internal to the building.
(iv) Outdoor sales accessory, subject to the regulations of the Zoning Ordinance Section 12.417 limited to Development Areas A, B, and C as generally depicted on Sheet RZ-02.
(v) Beneficial fill permitted from within the overall Site and as associated with Brownfield Remediation and related regulations.
c. **Prohibited Uses.** The following uses are not permitted: animal crematoriums, jails, land clearing and inert debris landfills (but not to exclude on-site reuse of soils), crematory facilities, petroleum storage, and uses with drive through window facilities except as allowed as noted in subsection b.(iii) above.
d. **New Building Areas.** Sheet RZ-02 generally depicts the New Building Development Areas as those portions of the Site outlined in yellow in such construction of new Buildings and associated development, in lieu of all or a portion of an Existing Building or associated Development/Site Elements. Development within the New Building Development Areas may include demolition of all or portions of the Existing Buildings that are located outside of the Core Existing Buildings Area. Minor adjustments to the boundary of the New Building Development Areas and the Core Existing Buildings Area are permitted as may be reasonably approved as part of the Urban Review process or the administrative site plan amendment process; provided that at least 814,000 square feet of gross floor area within the Existing Buildings located within the Core Existing Buildings Area shall remain on the Site (subject to reduction due to fire, casualty or similar events and subject to potential limitations associated with Building 11 and Building 4, as described below in Section 3.c.).
In the event that Existing Buildings located within the Core Existing Buildings Area are reduced due to fire, casualty or similar events or portions of all of Buildings 11B and 4 cannot be preserved as described below in Section 3.c. below, replacement development for New Buildings shall take place in accordance with provisions of this Rezoning Plan that govern New Building Development except that the maximum height of such New Buildings associated with replacement development within the Core Existing Buildings Area shall be as follows: (i) the height of such New Buildings shall not exceed the height of Buildings 11B, 11C, and 3B shall not exceed 150 feet and (ii) the height of other New Buildings that replace other Existing Buildings within the Core Existing Buildings Area shall not exceed 100 feet.
e. **Core Existing Building Area: Special Provisions for Buildings 11B & 4.** The Existing Buildings located within the Core Existing Buildings Area, as may be subject to minor adjustments as described above, may be developed for Adaptive Reuses (as defined above in Section 1) and portions of the Core Existing Buildings Area that are not Existing Buildings may be redeveloped with Development/Site Elements to include, without limitation, single story New Buildings, kiosks and trailers (whether temporary or permanent in nature), open space areas and other such Development/Site Elements, each of which are intended to activate and provide pedestrian scale energy within such portions of the Core Existing Buildings Area; provided, however, any such New Building, trailers or similar structures located within the Core Existing Buildings Area shall not exceed one story and 35 feet in height (excluding rooftop activities and structures) and shall not contain greater than 4,000 square feet of ground floor gross floor area.
Petitioner agrees to use diligent good faith efforts to preserve Existing Building 4 and the portion of Existing Building 11B located within the Core Existing Buildings Area for Adaptive Reuses, but it is acknowledged that these portions of the Existing Buildings have been occupied for uses in the past and are otherwise in such condition from a structural, environmental and/or odor standpoint that preservation may not be possible. Accordingly, if after Petitioner's exercise of diligent good faith efforts to preserve such Existing Buildings as described above, a third party engineer licensed in North Carolina certifies that portions or all of Existing Building 4 and/or Existing Building 11B located within the Core Existing Buildings Area cannot reasonably be used for Adaptive Reuses, then such portions of these Existing Buildings may be redeveloped for New Buildings and associated development subject to compliance with the provisions of this Rezoning Plan governing New Building Development, subject to and in accordance with Section 3.d. below regarding building height.

Table 3.e Development Levels

	Existing	Total thru Phase 1	Total thru Phase 2	Total thru Phase 3
NON-RESIDENTIAL USES				
Industrial/Light Industrial/Other Uses*	1,240,000 sf	530,000 sf	275,000 sf	65,000 sf
EDEE **		30,000 sf	60,000 sf	80,000 sf
Retail/Personal Services		20,000 sf	65,000 sf	200,000 sf
Office		450,000 sf	760,000 sf	1,500,000 sf
Hospitality/Hotel ***				
TOTAL	1,240,000 sf	1,030,000 sf	1,160,000 sf	1,845,000 sf

* Industrial/Light Industrial/Other Uses under Phases 1, 2 and 3 include uses that are not accounted for under the other listed uses listed; it is contemplated that such Industrial/Light Industrial/Other Uses will be reduced over time as reflected above. ** EDEE includes drinking establishments. *** Hospitality/Hotel uses allowed per conversion rights.

	250 units	600 units	1,500 units
Multi-Family Residential			

g. **Conversion of Commercial Uses.** Retail, EDEE, and Personal Services uses ("non-office commercial uses") may exceed the applicable development levels set forth in Section c. above by up to 30% and office commercial uses may exceed the applicable development level specifications by up to 30% by converting non-office commercial uses into office commercial uses and vice versa at a ratio of 1.5 square foot of gross floor area of such non-office commercial uses to 1.0 square foot of office commercial uses so converted. In such event the total gross floor area of commercial uses (office and non-office) allowed shall not exceed the total specified amount as a result of such conversions, rather only the mix of such uses shall change but not by greater than 30%. The conversions described above are in addition to other conversions set forth herein. The conversions and resulting development levels shall be set forth in the Chart/Summary set forth on Sheet RZ-02, as the same shall be updated in connection with administrative amendments described in subsection k below.
h. **Conversion of Hotel Rooms & Residential Units.** Hotel rooms may be developed within the Site by converting residential dwelling units into hotel rooms at the rate of one (1) residential unit so converted into one (1) hotel room, up to a maximum of 300 hotel rooms created in the aggregate within the Site by such conversion. The conversions described above are in addition to other conversions set forth herein. The conversions and resulting development levels shall be set forth in the Chart/Summary set forth on Sheet RZ-02, as the same shall be updated in connection with administrative amendments described in subsection k below.
i. **Conversion of Hotel Rooms, Multifamily Units & Commercial Uses.** Hotel rooms and additional multifamily residential units may be developed within the Site by converting commercial uses (e.g. office, retail, EDEE and Personal Services) into hotel rooms or multifamily units at the rate of 500 square feet of gross floor area of such commercial uses so converted into one (1) hotel room added or one (1) multifamily unit so added, up to a maximum of 300 hotel rooms and/or multifamily units created in the aggregate by such conversion, and additional commercial uses may be developed by converting hotel rooms or multifamily units into commercial uses at the rate of one (1) hotel room or one (1) multifamily unit so added so converted into 500 square feet of gross floor area of commercial uses so created up to a maximum of 300 hotel rooms or multifamily units so converted in the aggregate. The conversions described above are in addition to other conversions set forth herein. The conversions and resulting development levels shall be set forth in the Chart/Summary set forth on Sheet RZ-02, as the same shall be updated in connection with administrative amendments described in subsection k below.
j. **Conversion of Light Industrial Uses & Office Uses.** Light Industrial uses (for the purposes of this subsection shall be as defined in the Ordinance) and office uses may exceed the applicable development levels set forth in Section f. above by up to 30% by converting such office uses into Light Industrial uses at the rate of 1.0 square foot of gross floor area of office use so converted to 1.5 square foot of gross floor area of Light Industrial uses created and vice-versa for the conversion of Light Industrial uses into office uses. The conversions described above are in addition to other conversions set forth herein. The conversions and resulting development levels shall be set forth in the Chart/Summary set forth on Sheet RZ-02, as the same shall be updated in connection with administrative amendments described in subsection k below.
k. **Written Requests & Records for Conversions; Administrative Amendments.** Prior to any conversions of entitlement pursuant to subsections 3.g., h., i and j above, the Petitioner or owner of the portion of the Site involved in the conversion under request shall provide to the Planning Department a written request for such conversion as well as an updated Entitlement Summary, including the applicable Conversions Levels. Petitioner or owner of the portion of the Site involved in the conversion shall also provide to CDOT a trip generation summary based on the ITE manual reflecting transportation adequacy associated with the conversion. Furthermore, the results of such conversions shall be evidenced by an administrative site plan amendment and the Chart/Summary described above.

4. Transportation Related Aspects

1. Transportation Evaluation Assessment & Improvements.
a. **Context/Transportation Evaluation & Assessment.** The ±72 acre Site is currently zoned I-2 and contains ±1.24 Million square feet of floor area in the Existing Buildings on the Site, which have been and many of which currently are occupied for industrial/distribution and other active uses. In addition, the existing I-2 zoning allows currently "by right" a broad range of commercial uses (including without limitation retail, EDEE, office and similar uses) in addition to the industrial/distribution and other active uses that have been operating on the site for years. Accordingly, the existing I-2 zoning and uses currently result in significant level of existing or allowed by right vehicular trips to and from the Site by way of the existing street network located in the area.
b. **Interim Entitlement.** It is understood that development existing as of the date of approval of this Rezoning shall be included within the development levels for permitted uses set forth in Section 3.f. and Table 3.f. for the purposes of references to Phase I Development, Phase II Development, Phase III Development, any sub-phases of the same, or other entitlement calculations regulating the timing of transportation improvements.

c. **Access to Site.** Access to the Site will be from Graham Street, Statesville Avenue, Woodward Avenue, and Sylvania Avenue as generally depicted on the Rezoning Plan. Petitioner shall cooperate with CDOT, and as applicable NCDOT, for adjustments to the existing points of access to and from the Site as may be appropriate to preserve traffic safety and operations. Any such adjustments shall be considered in conjunction with actual redevelopment taking place in close proximity to the applicable access point and thereby having a material impact on the traffic safety and operations associated with the access in question. Where practicable, new or reconstructed access points will comply with appropriate design standards, but it is expressly understood that in light of the Adaptive Reuse portion of the Site and this project, variations from design standards will be needed and the parties agree to work in good faith to address such standards on a case by case basis. In connection with the above-referenced adjustments to the access to and from the Site, Petitioner shall deliver to CDOT, and as applicable NCDOT, proposed plans for the proposed access and driveways to adjacent public streets to be used on an interim basis as development takes place on the Site prior to completion of the Phase I Development.

d. **Internal Streets; Connectivity/Pedestrian Features; Adjacent External Streetscape Improvements.** Reference is made to Section 5 below regarding the installation of internal streets, connectivity/pedestrian features and streetscape improvements associated with adjacent external public streets. In addition to other transportation improvements referenced in this Section 4.1, Petitioner shall comply with the provisions of Section 5 regarding such internal connectivity/pedestrian and streetscape installations within the timelines set forth for substantial completion of such improvements described therein, such installations to include: without limitation the extensions of Camp Road from Graham Street to Statesville Avenue and Sylvania

Avenue from Graham Street to Statesville Avenue in the manner set forth therein.

e. **Phase I Development.** There are no off-site transportation improvements required for the Phase I level of development set forth in Section 3.f. and on Table 3.f. (the "Phase I Development") provided that: (i) the Petitioner shall cooperate with CDOT (and as applicable NCDOT) with respect to adjustments/refinements to points of access to and from the Site as described above in subsection c. above; (ii) the Petitioner shall comply with the provisions of Sections 5.d. and e. regarding such internal connectivity/pedestrian and streetscape installations within the timelines set forth for substantial completion of such improvements described therein, such installations to include without limitation the extensions of Camp Road from Graham Street to Statesville Avenue in the manner set forth therein; and (iii) unless earlier completed, prior to the issuance of the certificate of occupancy for the last component of gross floor area of the Phase I Development, Petitioner shall cause the split driveway accesses on Statesville Avenue at Camp Road to be consolidated and reconstructed to provide a 100 foot minimum stem length and a single entry/exit point onto Statesville Avenue.

f. **Phase II Development.** There are no off-site transportation improvements required for the Phase II level of development set forth in Section 3.f. and on Table 3.f. (the "Phase II Development") the Phase II provided that: (i) the Petitioner shall cooperate with CDOT (and as applicable NCDOT) with respect to adjustments/refinements to points of access to and from the Site as described in subsection c. above; and (ii) the Petitioner shall comply with the provisions of Section 5.d. and e. regarding such internal connectivity/pedestrian and streetscape installations within the timelines set forth for substantial completion of such improvements described therein, such installations to include without limitation the extensions of Camp Road from Graham Street to Statesville Avenue and Sylvania Avenue from Graham Street to Statesville Avenue in the manner set forth therein.

Coordination with NCDOT on NCDOT Phase II TIA. Petitioner will work with NCDOT to ensure compliance with approved roadway improvements that are set forth in the separate Transportation Impact Study dated as of July, 2017 required by NCDOT as part of the NCDOT access permit review/approval process as relates to access locations along Statesville Avenue and Graham Street which are NCDOT maintained roads.

g. **Phase III Development/Sub-phases & Phase III Improvements.** It is understood that the roadway improvements (the "Phase III Improvements") associated with the Phase III level of development (e.g. full build-out) set forth in Section 3.f. and on Table 3.f. (the "Phase III Development") are subject to further review and approval by CDOT (or as applicable NCDOT) in the form of appropriate transportation analysis consisting of the TIA and supplements thereto, or future transportation impact studies or technical transportation memoranda (together "transportation analysis"), and as a result adjustments may be needed to such Phase III Improvements. It is further acknowledged that the Phase III Development and the associated Phase III Improvements may be undertaken in sub-phases within the Phase III Development. The appropriate sub-phases and adjustments to the overall Phase III Improvements for the entire Phase III Development and/or sub-phases may be allowed administratively subject to review and approval by CDOT (or as applicable NCDOT) of appropriate transportation analysis. Such adjustments and/or sub-phases resulting from approval of appropriate transportation analysis may result in alternative improvements being deemed suitable to address transportation adequacy. Approval by NCDOT as referenced herein shall only be applicable to the extent necessary per customary approval practice of NCDOT. It is understood, however, that all roadway improvements for the major Phase III phase, or sub-phases, as may be adjusted as set forth above, are required to be completed prior to the issuance of the first certificate of occupancy for development within such Phase III major phase, or each sub-phase, as applicable, that is approved by CDOT (or as applicable NCDOT) per appropriate transportation analysis.

Railroad Crossings. It is further understood that the Phase III Improvements are based on a TIA that assumed certain access points to and through the Site are to cross over railroad at grade crossings associated with a non-functioning but reserved railroad line as generally depicted on the Rezoning Plan, and such at grade crossings are subject to approval by Norfolk & Southern Railroad. It is therefore further acknowledged that should the at grade railroad crossings for either Sylvania Avenue or Camp Road not be opened prior to the issuance of the first certificate of occupancy for the Phase III Development, additional transportation analysis and review time will be required to determine the impact and any applicable transportation mitigation for study intersections identified in the original and any subsequent TIAs as shall be reasonably appropriate based on customary transportation analysis methodology. Petitioner acknowledges that no activity shall occur within the railroad right of way without the written approval from Norfolk and Southern Railroad.

Installation by Others. As set forth in more detail in Section 4.1.1. below, the Phase III Improvements, as the same may be required for the transportation analysis conducted by the Petitioner, or its assigns, or by others, such as any required Phase III Improvements must be completed prior to issuance of the first certificate of occupancy for development within such Phase III Development major phase, or each sub-phase, as applicable, that is approved by CDOT (and as applicable NCDOT) per appropriate transportation analysis.

Statesville Avenue "Road Diet". Without limiting the generality of the foregoing, additional traffic analysis and review time will be required prior to substantial for permitting of Phase III Development, and/or sub-phases, to confirm the Statesville Avenue "road diet" cross-section modifications as generally depicted on Sheet RZ-03. In this regard, the limits of applicable roadway improvements may be extended south of the Site frontage, and adjustments may be needed to the related intersection improvements (as described below) along the Statesville Avenue road frontage and additional improvements may be required at the confluence area of the Graham Street/Statesville Avenue/Dalton Road. If it is determined after good faith efforts to seek approval that the proposed Statesville Avenue "road diet" cannot be supported by CDOT and/or NCDOT, Petitioner will fund, scope, submit and coordinate the review of this additional transportation analysis, including concept designs, with CDOT and NCDOT (as applicable) and such evaluation shall include Statesville Avenue in its existing four-lane condition to identify appropriate turn lane locations as well as additional right of way along the Site frontage as generally depicted in the "Statesville Avenue Proposed Condition (Alternative)" on Sheet RZ-03. Such alternative condition shall accommodate street widening for appropriate left turn lanes, 5 foot non-buffered bike lanes on both sides of Statesville Avenue, an 8 foot planting strip and a 6 foot sidewalk. It is acknowledged that Petitioner should account for a period of 120 days for the review in connection with the Petitioner's permitting schedule for the Phase III Development, and any applicable sub-phases.

The following is the description of the Phase III Improvements to be substantially completed as part of the Phase III Development, or sub-phases, as the same may be adjusted per the transportation analysis as described above; an illustration of such Phase III Improvements is generally depicted on Sheet RZ-TIA and the numbers for items below correspond to those set forth on such illustration:

1. **Statesville Avenue & Atandt Avenue (signalized)**
 - Install a 2nd northbound left turn lane on Statesville Avenue with 150 feet of storage (pavement re-mark)
 - Modify traffic signal to accommodate new lane configuration, interconnect cables, and pedestrian facilities.
2. **Statesville Avenue & Oaklawn Avenue/Oaklawn Avenue Extension (signalized)**
 - Modify the existing northbound left turn lane on Statesville Avenue to an off-set left turn lane with 215 feet of storage and an appropriate taper
 - Construct an off-set southbound left turn lane on Statesville Avenue with 225 feet of storage and an appropriate taper within the existing median
 - Modify the existing eastbound right turn lane on Oaklawn Avenue to a combined thru-right turn lane
 - Construct Oaklawn Avenue Extension with one entering lane and two exit lanes (a dedicated left turn lane and a combined thru-right turn lane with 100 feet of storage)
 - Remove one northbound/southbound thru lane on Statesville Avenue and add a bike lane in each direction (but only upon approval of the Statesville Avenue road diet)
 - Modify traffic signal to accommodate new lane configuration, interconnect cables, and pedestrian facilities.
3. **N. Graham Street & Dalton Avenue (signalized)**
 - Construct a southbound left turn lane on N. Graham Street with 100 feet of storage and appropriate taper (which will require a minor amount of roadway widening on the west side of N. Graham Street)
 - Modify traffic signal to accommodate new lane configuration, interconnect cables and pedestrian facilities.
10. **N. Graham Street & Sylvania Avenue/Sylvania Avenue Extension. (recommended signalization)**
 - Install a traffic signal, including interconnect cables and pedestrian facilities, with left turn permitted/protected phasing on the N. Graham Street legs of the intersection upon request of Petitioner and when reasonably justified by NCDOT and CDOT
 - Construct a northbound left turn lane on N. Graham Street with 160 feet of storage and an appropriate taper
 - Construct a southbound left turn lane on N. Graham Street with 140 feet of storage and a 90-foot taper (back-to-back with the northbound left turn lane at intersection #11 described in the next segment)
 - Strip the existing westbound right turn lane on Sylvania Avenue to one entering and two exit lanes (a dedicated left turn lane and a combined thru-right turn lane with 100 feet of storage)
 - Construct Sylvania Avenue Extension with one entering lane and two exit lanes (a dedicated left turn lane and a combined thru-right turn lane with 140 feet of storage). Requires shift from existing driveway location to align with existing leg of Sylvania.
11. **N. Graham Street & Keswick Avenue/Keswick Avenue Extension (unsignalized)**
 - Construct a northbound left turn lane on N. Graham Street with 145 feet of storage and a 70-foot taper (back-to-back with the southbound left turn lane at intersection #10 described in the previous segment)
 - Construct a southbound left turn lane on N. Graham Street with 50 feet of storage and an appropriate taper
 - Modify the existing Graham Street westbound combined left-right turn lane on Keswick Avenue to a combined thru-left-right turn lane
 - Construct Keswick Avenue Extension with one entering lane and one exit lane (a dedicated left turn lane with 125 feet of storage and a combined thru-right exit lane)
15. **Statesville Avenue & Existing Cemetery Driveway/Proposed Access "A" (unsignalized)**
 - Provide a southbound left turn lane on Statesville Avenue with 135 feet of storage (within the proposed two-way left-turn lane)
 - Provide a northbound left turn lane on Statesville Avenue with 125 feet of storage (within the proposed two-way left-turn lane)
 - Remove one northbound/southbound thru lane on Statesville Avenue and add a bike lane in each direction (but only upon approval of the Statesville Avenue road diet)
 - Construct Proposed Access "A" with one entering lane and one exit lane
 - Modify existing Cemetery Driveway's left turn to a combined thru-left turn lane
16. **Statesville Avenue & Proposed Access "B" (unsignalized)**
 - Provide a southbound left turn lane on Statesville Avenue with 150 feet of storage (within the proposed two-way left-turn lane)

II. Standards, Phasing, Other Provisions & CATS Bus Pads.

a. CDOT Standards; Improvements by Others. Any of the foregoing public roadway improvements will be subject to the standards and criteria of CDOT and NCDOT (as it relates to the roadway improvements within its applicable road system authority). It is understood that such improvements may be undertaken by the Petitioner, or assigns, by other parties/developers, by governmental bodies and/or in conjunction with other development or public roadway projects taking place within the transportation area. Accordingly, references to "Petterioner," or "Petterioner or assigns" in this Section 4 may include such other third parties, and a listing of required improvements to take place does not mean that the Petitioner is exclusively responsible for such improvements. The applicable regulations, however, for Phase III Improvements, or sub-phases, must be satisfied prior to issuance of the applicable certificates of occupancy associated with the same regardless of which party is involved in such development or commits to make such improvements, unless adjusted in accordance with the provisions of this Section 4.

b. Communication; Record-Keeping/Tracking. Petitioner, or assigns, shall provide such communication and approvals related to the improvements to be done and completed as CDOT shall reasonably request so as to properly track the Phase I Development Levels, Phase II Development Levels and Phase III Development Levels and associated Phases III Improvements for record keeping purposes. CDOT, Planning Director, or designee, and Petitioner, its successors and assigns, may mutually agree on appropriate notice and record-keeping procedures in the future as part of an administrative amendment.

c. Substantial Completion. Reference to "substantial completion" or "substantially completed" for the improvements as set forth in the provisions of Section 4.1 above, as the same may be adjusted, shall mean completion of the Phase III Improvements in accordance with the standards set forth in Section 4.1a above provided, however, in the event certain non-essential roadway improvements (as reasonably determined by CDOT) are not completed at the time that the Petitioner seeks to obtain a certificate of occupancy for building(s) on the Site in connection with related development phasing described above, then CDOT will instruct applicable authorities to allow the issuance of certificates of occupancy for the applicable buildings, and in such event the Petitioner may be asked to post a letter of credit or a bond for any improvements not in place at the time such a certificate of occupancy is issued to secure completion of the applicable improvements.

d. Right-of-way Availability. It is understood that some of the public roadway improvements referenced in Section 4.1 above may not be possible without the acquisition of additional right of way. Such right of way may be acquired by governmental bodies as part of customary roadway projects funded by such governmental bodies or as part of the CIP or similar governmental efforts; if not, then in such event after the exercise of diligent good faith efforts over a minimum of a 60 day period, the Petitioner is unable to acquire any land necessary to provide for any such additional right of way upon commercially reasonable terms, then CDOT, the City of Charlotte Engineering Division or other applicable agency, department or governmental body agree to proceed with acquisition of any such land. In such event, the Petitioner shall reimburse the applicable agency, department or governmental body for the cost of any such acquisition including compensation paid by the applicable agency, department or governmental body for any such land and the expenses of such proceedings. Furthermore, in the event public roadway improvements referenced in Section 4.1 above are delayed because of delays in the acquisition of additional right of way, then such delay extends beyond the time that the Petitioner seeks to obtain a certificate of occupancy for building(s) on the Site in connection with related development phasing described above, then CDOT will instruct applicable authorities to allow the issuance of certificates of occupancy for the applicable buildings; provided, however, Petitioner continues to exercise good faith efforts to complete the applicable roadway improvements; in such event the Petitioner may be asked to post a letter of credit or a bond for any improvements not in place at the time such a certificate of occupancy is issued to secure completion of the applicable improvements. It is understood that the above provisions are not to be construed as a limitation on the general rights of the City or State of North Carolina, in its discretion, to acquire or condemn right of way needed for installation of public streets, which, unless agreed otherwise, shall not require reimbursement by the Petitioner, or assigns.

e. Alternative Improvements; Design Changes. The Phase III Improvements, as adjusted, are anticipated to take place over the long term development horizon contemplated by this Rezoning Plan. As a result, changes in circumstances or conditions (e.g. increased transit service and the like) may arise as to the ability or advisability of the construction of the roadway improvements. In addition, certain design changes or alternative roadway improvements may make sense under future circumstances. Accordingly, it is understood that the roadway improvements may be altered with alternate improvements, design changes or other adjustments upon approval by CDOT (and, as applicable, NCDOT). The above-referenced adjustments or design changes may be approved administratively upon CDOT's approval and shall be documented in accordance with the process set forth in Section 4.1b above.

f. Public Rights of Way Dedications. Subject to and in accordance with other provisions of this Section 4, the Petitioner shall dedicate and convey in fee simple to the City all new rights of way and/or sidewalk utility easements located on Petitioner's property that are needed for the public street transportation improvements set forth in Section 4.1. Such public street rights of way shall be set at two feet behind back of sidewalk where feasible. Petitioner shall also adhere to the provisions of Section 5.b regarding documenting of public access easements for those private connectivity/pedestrian features generally depicted on [Sheet RZ-02].

g. CATS Bus Pads. Petitioner shall install two (2) concrete bus pads to serve CATS bus service along Statesville Avenue and along Graham Street. Petitioner shall work with CATS to determine the locations of such bus pads taking into consideration Site conditions such as abrupt top changes and the like. These bus pads shall be installed as development occurs next to the areas where the bus pads are to be installed.

5. Internal/External Streets, Streetscape & Pedestrian Mobility.

a. Context. The following provisions address the approach to the design of the internal streets, streetscape and pedestrian mobility in a manner that recognizes the unique site conditions and Adaptive Reuse nature of the development. These provisions are set forth with the understanding that the provisions of Section 3.d. (New Building Areas) and Section 3.e. (Core Existing Building Areas) shall be complied with, including, without limitation, the commitment that no less than 81,000 square feet of gross floor area within the Existing Buildings located within the Core Existing Buildings Area shall remain in place (subject to adjustments due to fire, casualty or similar events and subject to potential limitations associated with Buildings 11 and 4 as described above in Section 3.c.) as part of redevelopment of such Existing Buildings for Adaptive Reuse (as defined above in Section 1).

b. Connectivity/Mobility Plan Generally. Reference is made to [Sheet RZ-02] which sets forth the conceptual connectivity and mobility plan for private and limited public streets that are internal to the Site and that connect to external public streets as well as the design approach to streetscape and pedestrian mobility features (collectively the "connectivity/pedestrian features"). As such, connectivity/pedestrian features shall include a combination of sidewalks, gathering places and multi-modal connections, some of which may be woonerf-style connections that support the historical warehouse district and proposed Adaptive Reuse character of the project, and others of which may be more traditional in format if the character of the adjacent development is more typical of traditional development patterns. These connectivity/pedestrian features are anticipated to be privately owned and maintained provided that certain portions of the vehicular connections described below and generally depicted on [Sheet RZ-02] will have public access easements that will be documented upon completion of the applicable installation; such public access easements shall extend from the back of pedestrian path to pedestrian path for those vehicular paths that are internal to the Site. The location of such connectivity/pedestrian features shall be illustrated and diagrammatic since the same will be more concretely planned and developed as part of the design development and construction phases of the project when development sites/parcels and/or redevelopment of buildings occurs.

c. Installation of Connectivity/Pedestrian Features Generally.

(i) Except as set forth in the provisions of Section 4 above and subsection 5.d. and e. below regarding the installation of specialty connectivity/pedestrian features, the installation of such connectivity/pedestrian features generally depicted on [Sheet RZ-02] shall be installed as redevelopment, including Adaptive Reuse of the Existing Buildings, occurs as may be necessary to ensure appropriate vehicular and/or pedestrian access to the redevelopment site in question or such portion of the Existing Buildings being redeveloped for such Adaptive Reuse; provided, however, subject to the more specific provisions of subsection d. below, only such connectivity/pedestrian features that are in close proximity to such redevelopment site or Adaptive Reuse location or that are so required to ensure such vehicular and/or pedestrian access thereto shall be required at the time of the applicable redevelopment.

(ii) It is understood that the routes for such connectivity/pedestrian features, including without limitation streets, pedestrian connections to external public streets and internal streets, driveways and woonerfs generally depicted on [Sheet RZ-02], may be adjusted as reasonably necessary to address site constraints such as abrupt changes in topography, implications arising from the railroad conditions, brownfields regulations and the like.

(iii) Except as provided below in this Section 5, (X) the new internal driveway/vehicular access/connection to the Camp Road/Statesville Avenue intersection shall be designed for 100 feet of storage (Y) the new internal driveway/vehicular access/connection to the Connection E/Statesville Avenue/Oaklawm intersection shall be designed for 150 feet of storage, and (Z) the new internal driveway/vehicular access/connection to the Connection D/Woodward intersection and to the Camp Road/Graham Street intersection shall be designed for 75 feet of storage; provided, however, certain portions of the Site contain "pinch points" resulting from tight to the building driveways and the like that are likely to affect the width of streetscape and related improvements, as such the Petitioner, CDOT and Planning will work cooperatively to adjust specific conditions as appropriate.

d. Specific Connectivity/Pedestrian Features Provisions. The following provisions shall govern the design and installation of certain specific connectivity/pedestrian features described below and generally depicted on [Sheet RZ-02]. To the extent of a conflict between the general provisions of subsection c. above and the more specific provisions of this subsection d., this subsection d. shall control, but subsection c. shall control for those connectivity/pedestrian features not set forth or referenced below.

(i) Interim Driveway Conditions. Current conditions of the Site reflect driveways that provide internal connections to adjacent public streets such as Statesville Avenue, Woodward Avenue, and Graham Street and driveways that provide internal connections to various Development/Site Elements within the Site. It is understood that such external and internal driveways may stay in their current form and design, subject to appropriate refurbishing or pavement surface to ensure public safety until such time that the contemplated connectivity/pedestrian features generally depicted on [Sheet RZ-02] are installed per the requirements of this Section 5 or the more specific provisions of Section 4.i.e. regarding access to the Site and material traffic safety and operational needs.

(ii) Statesville Avenue & Graham Street Connections. As generally depicted on [Sheet RZ-02] but subject to the other provisions of this subsection d. dealing with specific street and woonerf connections to Statesville Avenue and Graham Street (other than Sylvania Avenue), those streets that are proposed to connect to Statesville Avenue and Graham Street shall reflect a more customary street cross-section for the portion of such street located with 75 feet of the intersection with such public streets with the understanding that the cross-section/profile may become more innovative and tight/urban in nature in areas located more internal to the Site.

(iii) Urban Open Space #1. In the event that the portion of Existing Buildings 2A, 2B, 3B, 5A or 5B located adjacent to the proposed urban open space area located within the internal portion of the Site as generally depicted and designated as "Urban Open Space #1" on [Sheet RZ-02] is redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition), then such Urban Open Space #1 and accompanying pedestrian features and improvements (to the extent not already completed) shall be installed prior to the issuance of the certificate of occupancy for the applicable portion of such Existing Buildings being redeveloped for Adaptive Reuse.

(iv) Urban Open Space #2. In the event that the portion of Existing Buildings 7, 8, 9, 10A or 10B located adjacent to the proposed urban open space area located within the internal portion of the Site as generally depicted and designated as "Urban Open Space #2" on [Sheet RZ-02] is redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition), then such Urban Open Space #2 and accompanying pedestrian features and improvements (to the extent not already completed) shall be installed prior to the issuance of the certificate of occupancy for the applicable portion of such Existing Buildings being redeveloped for Adaptive Reuse.

(v) Installation of Camp Road. Subject to approval by Norfolk & Southern Railroad of the crossing over the currently abandoned railroad line generally depicted on [Sheet RZ-02] and the provisions of the paragraph entitled "Outside Date of Full Installation of Camp Road" below in this subsection, (i) the portion of Camp Road extending from Graham Street into the Site and connecting to and through Urban Open Space #1 as generally depicted on [Sheet RZ-02] shall be installed (if not already installed) prior to issuance of certificates of occupancy for greater than 50% of the floor area within Building 2B or Building 7 being redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition), and (ii) the balance of Camp Road (if not already installed) extending from the Urban Open Space #1 to Statesville Avenue as generally depicted on [Sheet RZ-02] shall be installed prior to issuance of certificates of occupancy for greater than 75% of the floor area within Building 7 being redeveloped for Adaptive Reuse or issuance of a certificate of occupancy for the first New Building to be located within Area E that is adjacent to the proposed right of way of Camp Road. In addition, if the portions of Camp Road extension described in item (i) above or (ii) above occur prior to the extension of the other such item (i) or (ii) above, appropriate orderly vehicular circulation acceptable to CDOT and the Planning Director, or designee, shall be provided to ensure that vehicles can return back to Graham Street or Statesville Avenue, as applicable. The general cross-section for portions of Camp Road are set forth on [Sheets RZ-05 & 06] but such portions of such cross-sections may be adjusted with the approval of CDOT and the Planning Director, or designee, as reasonably necessary to address site constraints such as abrupt changes in topography, implications arising from the railroad conditions, brownfields regulations and the like. As indicated, the above commitments are subject to approval of the applicable railroad crossings near Graham Street. Furthermore, at such time that Camp Road is extended to Statesville Avenue as described above, the adjacent access that are in close proximity to Camp Road shall be consolidated into Camp Road and Camp Road shall contain a 100 foot minimum stem length from its intersection point at Statesville Avenue.

Outside Date of Full Installation of Camp Road Upon Railroad Crossing Approval: Notwithstanding the foregoing to the contrary, if the full extension of Camp Road from Graham Street to Statesville Avenue has not been installed pursuant to the above provisions and the written approval of the railroad crossing at Camp Road has been secured from Norfolk & Southern Railroad, then Petitioner shall complete such full extension of Camp Road no later than the September 30, 2023, or such later date that is within 8 months after receipt of written approval of the railroad crossing. If Petitioner fails to comply with the terms of the preceding sentence, it must deposit with the City a letter of credit or bond securing the amount equal to 1.1X the estimated cost of providing such full extension of Camp Road, and Petitioner shall promptly take such actions as may be necessary to complete such full extension. Furthermore, upon Petitioner's failure to comply with the terms of this subparagraph regarding the full extension of Camp Road, the City may exercise appropriate action to complete such extension including exercising rights to pay for such costs using the letter of credit/bond provided by Petitioner and Petitioner shall allow the City to access the Site for this purpose. In the event the City enforces the letter of credit/bond referenced above, it shall proceed with completion of the required improvements and Petitioner shall be relieved of its obligations in connection therewith and may proceed in due course with development of the Site.

(vi) Connection A - Woodward/Statesville Connectivity Network. In the event that greater than fifty percent (50%) of each portion of Building 10A and Building 11A located within Area A as generally depicted on [Sheet RZ-02] is developed for "New Buildings (as opposed to Adaptive Reuse of Existing Buildings)", the conceptual private streets/connections/woonerfs shown within Area A that provide vehicular and pedestrian connectivity to Statesville Avenue and Woodward Avenue as so depicted shall be installed in order to provide for such connectivity; it is understood that such connectivity shall at a minimum provide for the setback dimensions and form generally depicted and referenced as "Minimum Connection A Standards" on [Sheet RZ-08], unless CDOT and the Planning Director, or designee, otherwise approve different such standards in response to site constraints such as abrupt changes in topography, implications arising

from the railroad conditions, brownfields regulations or otherwise as deemed appropriate so as to introduce innovative or new streetscape design features. It is understood that upon such development of New Buildings within Area A, an applicable portion of the Connection A as generally depicted within Area A on [Sheet RZ-02] shall be reserved so as to avoid New Buildings from preventing the installation in full of Connection A when required as set forth above.

(vii) Connection B - "Spine" Pedestrian Connection through Existing Buildings to Urban Open Space #1; Keswick Connection. Prior to completion of redevelopment for Adaptive Use of greater than 50% all gross floor area of Building 7 and greater than 50% of the same for the portion of Building 10B located within the Core Existing Building Area, the pedestrian open space feature generally depicted on [Sheet RZ-02] as "Connection B" shall be installed with a 16 foot total pedestrian clear zone within such Buildings thereby connecting to connectivity/pedestrian features such as the woonerfs between Building 10B and Buildings 9 and 7, and between Building 7 and Buildings 5A, 5B, and 4, then connecting to Urban Open Space #1, all as generally depicted on [Sheet RZ-02]. Furthermore, at such time as greater than 50% of the gross floor area of that portion of Building 11B located within the Core Existing Building Area is redeveloped for Adaptive Reuse, or as may be permitted by Section 3.e. above such portion of Building 11B is redeveloped for New Buildings, the portion of the pedestrian connection described as "Connection B" shall be installed so as to provide for a continued connection to Woodward Avenue. Similarly, once the portions of Buildings 2A, 2B, 1A and 1B located adjacent to the pedestrian/woonerf connection generally depicted on [Sheet RZ-02] and identified as the "Keswick Woonerf" are redeveloped for Adaptive Use such pedestrian/woonerf connection shall be further extended to Graham Street, subject to the approval of the applicable railroad crossing. It is acknowledged that the Keswick Woonerf may be located within an open air roof enclosed area.

(viii) Connection C - North/South Connection to Woodward across Building 11. Upon the redevelopment for Adaptive Reuse of all of the portion of Building 11A located within the Core Existing Building Area and within Area B, or as may be permitted by Section 3.e. above such portion of Building 11B is redeveloped for New Buildings, a woonerf connection shall be installed to connect Woodward Avenue to the woonerf located between Buildings 10B and 11B and if such woonerf between Buildings 10 and 11 has not yet been installed it shall be installed at such time.

(ix) Connection D - North/South Connection from Camp Road to Woodward Avenue. Upon the demolition of Buildings 14 and 15 and the development of the portions of Area C with New Buildings in lieu of Buildings 14 and 15, a private street connectivity extending from Camp Road to Woodward Avenue as generally depicted on [Sheet RZ-02] shall be installed prior to issuance of the first Certificates of Occupancy associated with such New Building Development. It is understood that such connectivity shall at a minimum provide for the setback dimensions and form generally depicted and referenced as "Minimum Connection D Standards" on [Sheet RZ-08], unless CDOT and the Planning Director, or designee, otherwise approve different such standards in response to site constraints such as abrupt changes in topography, implications arising from the railroad conditions, brownfields regulations or otherwise as deemed appropriate such as to introduce innovative or new streetscape design features.

(x) Transportation Analysis for 24th Street & Woodward. As part of the CIP, if applicable, or before Buildings 13, 14, or 15 are redeveloped and demolished for New Buildings or other portions of Area C (other than portions within Existing Buildings 10C and 11C) or Area D are developed, Petitioner will cooperate with CDOT, and as applicable NCDOT, to evaluate with appropriate transportation analysis an alternative alignment for the intersection of Woodward Avenue, Graham Street and West 24th Street. The cost of such transportation analysis shall be incurred in connection with the CIP or other public sector transportation planning matters, or if not included in such CIP the Petitioner shall bear a portion or all of the cost of such transportation analysis up to the amount of \$10,000. Petitioner shall work in good faith to consider appropriate realignments, but in no event shall any such realignment result in a material adverse effect on the Petitioner's ability to develop Areas C and D (including as well tree bank planting areas and the like), nor shall Petitioner be responsible for the cost of any such resulting roadway improvements.

(xi) Connection E & Other Area E Connections. The following connectivity/pedestrian features shall be reserved and installed within Area E in accordance with the following provisions:

(A) The potential street connection from Statesville Avenue across from its intersection with Oaklawm Avenue as generally depicted within Area E on [Sheet RZ-02] and identified as "Connection E" thereon shall be reserved so as to avoid New Buildings from preventing its connection internal as shown, but it shall not be required to be installed until New Buildings located adjacent to such proposed street within Area E are installed to occupy greater than 50% of the gross floor area of Building 3A is redeveloped for New Buildings, whereupon such Connection E shall be connected to the diagonal street shown within Area E and identified as "Connection G"; furthermore, in such event and if practicable Connection G shall be installed to extend to "Woonerf 5" located between Building 3A and Building 2A, and such Woonerf 5 shall then be extended on to the proposed extension of Sylvania Avenue, as generally depicted on [Sheet RZ-02] at such time that Sylvania Avenue is extended to the form of such Connection E and Connection G, and such Connection E shall at a minimum provide for the setback dimensions and form generally depicted and referenced as "Minimum Connection E & G Standards" on [Sheet RZ-08], unless CDOT and the Planning Director, or designee, otherwise approve different such standards in response to site constraints such as abrupt changes in topography, implications arising from the railroad conditions, brownfields regulations or otherwise as deemed appropriate such as to introduce innovative or new streetscape design features.

(B) Connection 6. The diagonal private street within Area E as identified as "Connection 6" and as generally depicted on [Sheet RZ-02] shall be installed prior to development of greater than 50% of the floor area of that portion of Building 3A is redeveloped for Adaptive Reuse or redeveloped for New Buildings, and such private street shall connect to Camp Road and to the proposed extension of Sylvania Avenue as applicable at the time of such installations.

(xii) Installation of Pedestrian Ways/Woonerfs. In addition to the provisions above regarding installation of woonerf features, the following shall apply, subject to adjustments reflecting then-existing industrial/distribution uses in the areas referenced for installation:

- (A) Pedestrian Way #1/Woonerf #1. In the event that a portion of Building 10 or Building 11 that has frontage on the Pedestrian Way #1/Woonerf #1 as generally depicted on [Sheet RZ-02] as "Pedestrian Way #1/Woonerf #1" is redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition), then a portion of such Pedestrian Way #1/Woonerf #1 shall be installed to connect such redeveloped for Adaptive Use portion of such Buildings to internal private streets, driveways and/or parking areas, as applicable.
- (B) Woonerf #3. In the event that a portion of Building 10B and Building 10C that has frontage on Woonerf #3 as generally depicted on [Sheet RZ-02] is redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition), then a portion of such Woonerf #3 shall be installed to connect such redeveloped for Adaptive Use portions of Building 10B and Building 10C to internal private streets, driveways, and/or parking areas.
- (C) Woonerf #4. In the event that a portion of Building 7 that has frontage on Woonerf #4 as generally depicted on [Sheet RZ-02] is redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition), then a portion of such Woonerf #4 shall be installed to connect such redeveloped for Adaptive Use portion of Building 7 to internal private streets, driveways, and/or parking areas.
- (D) Woonerf #5. In the event that a portion of Building 2A, Building 3A or Building 3B that has frontage on the Woonerf #5 as generally depicted on [Sheet RZ-02] is redeveloped for Adaptive Reuse (but not triggered upon reuse by a tenant or user in predominantly "as-is" condition) or as to Building 3A or Building 2A such portions of the Buildings are redeveloped for New Buildings, and Woonerf #5 has not already been installed, then a portion of such Woonerf #5 shall be installed to connect such redeveloped portion to internal private streets, driveways, and/or parking areas.

c. Streetscape Improvements for Exterior Streets/Roads: Sylvania Extension.

(i) Generally. Reference is made to [Sheets RZ-03 & RZ-04] for proposed streetscape improvements to be undertaken with respect to Site edges adjacent to Statesville Avenue, Woodward Avenue, Graham Street, the existing portion of Sylvania Avenue and the proposed extension of Sylvania Avenue. It is contemplated that the streetscape improvements described therein will be completed as part of the Phase III Improvements requirements referenced in Section 4.1 above, and they are not required as part of the Phase I Development nor Phase II Development, except that such streetscape improvements shall be completed and subject to the approval of the Planning Director, or designee, and CDOT during the design development phase associated with the Phase III Development and Phase III Development Improvements.

(ii) Installation as to New Buildings Sites. With respect to redevelopment for New Buildings located within Area A and Area E along Statesville Avenue, and Area C and Area D along Woodward Avenue and Graham Street, for New Building development sites having more than 100 feet of road frontage along such roads, Petitioner will install the applicable streetscape improvements generally depicted on [Sheets RZ-03 & 04] prior to issuance of the first certificate of occupancy for such New Building.

(iii) Special Considerations. In addition, the special site and regulatory conditions and Adaptive Reuse nature of the development contemplated by this Rezoning Petition may dictate that adjustments be made to the cross-sections and streetscape improvements design for such Phase III Improvements set forth on [Sheets RZ-03 and RZ-04] and such adjustments may be made in coordination with and subject to the approval of the Planning Director, or designee, and CDOT during the design development phase associated with the Phase III Development and Phase III Development Improvements.

(iv) Similarly, reference is made to the Tree Ordinance Alternative Compliance MOU (as defined below) by which in light of the special site and regulatory conditions and the Adaptive Reuse nature of the development the Petitioner shall comply with alternative compliance provisions as to "Perimeter Tree Planting". Accordingly, adjustments may be made to the cross-sections and streetscape improvements design set forth on [Sheets RZ-03 and RZ-04] in connection with the Tree Ordinance Alternative Compliance MOU as relates to the Phase III Improvements.

(v) Extension of Sylvania Avenue. Subject to the provisions of the paragraph entitled "Outside Date of Installation of Sylvania Extension" below in this subsection, Sylvania Avenue shall be extended east from Graham Street to Statesville Avenue as generally depicted on [Sheet RZ-02] upon the occurrence of both the approval for construction of the railroad crossing on Sylvania Avenue by Norfolk & Southern Railroad and redevelopment for Adaptive Reuse or redevelopment for New Buildings of greater than 50% of Buildings 2A or 3B; provided however, it is understood that as to streetscape improvements related to the Sylvania Avenue extension, such improvements will be made along the northerly right of way margin as part of development of the Site but not on the southerly margin until the property south of the Site is developed at which time such southerly streetscape improvements shall be installed by the then owner of such property. It is understood that the form of the Sylvania Avenue extension shall at a minimum be as generally depicted and referenced as "Minimum Sylvania Connection Standards" on [Sheet RZ-04], unless CDOT and the Planning Director, or designee, otherwise approve different such standards in response to site constraints such as abrupt changes in topography, implications arising from the railroad conditions, brownfields regulations or otherwise as deemed appropriate such as to introduce innovative or new streetscape design features.

Outside Date of Installation of Sylvania Avenue Extension Railroad Crossing Approval: Notwithstanding the foregoing to the contrary, if the Sylvania Avenue extension to include the northerly but not necessarily the southerly streetscape improvements from Graham Street to Statesville Avenue has not been installed pursuant to the above provisions and the written approval of the railroad crossing at Sylvania Avenue has been secured from Norfolk & Southern Railroad, then Petitioner shall complete such extension of Sylvania Avenue no later than September 30, 2022, or such later date that is within 8 months of receipt of written approval of the railroad crossing. If Petitioner fails to comply with the terms of the preceding sentence and the Sylvania Avenue extension was not included in the CIP, Petitioner must deposit with the City a letter of credit or bond securing the amount equal to 1.1X the estimated cost of providing such extension of Sylvania Avenue, and Petitioner shall promptly take such actions as may be necessary to complete such full extension unless the same is slated for installation by the City pursuant to the CIP. Furthermore, upon Petitioner's failure to comply with the terms of this subparagraph regarding Sylvania Extension, the City may exercise appropriate action to complete such extension including exercising rights to pay for such costs using the letter of credit/bond provided by Petitioner and Petitioner shall allow the City to access the Site for this purpose. In the event the City enforces the letter of credit/bond referenced above, it shall proceed with completion of the required improvements and Petitioner shall be relieved of its obligations in connection therewith and may proceed in due course with development of the Site.

6. Design Standards and Setbacks;

a. Buffer/Yards, Screening & Open Space: (i) Above-ground backflow preventers will be screened from public view and will be located outside of the required setbacks per this conditional plan. (ii) Dumpster areas and recycling areas will be enclosed by a solid wall or fence with one side being a decorative gate. The wall or fence used to enclose the dumpster will be architecturally compatible with the building materials and colors used on the principal building. (iii) A minimum of 1.5 acres of open space shall be provided in the areas as generally depicted as Urban Open Space #1 and Urban Open Space #2 on [Sheet RZ-02], 10,000 square feet of the Urban Open Space shall be provided prior to issuance of Certificates of Occupancy for greater than 200,000 gross floor area of office uses, and such Urban Open Space shall be used to meet the open space requirements for office uses in New Buildings. Urban Open Space shall include a minimum of two (2) of the following: design landscape planters, seat wall benches, outdoor dining, displays of art, water features, play amenities, specialty fountains, mobile seating, informal furnishings or other similar features or amenities that encourage people to gather. The balance of the required Urban Open Space shall be provided prior to issuance of Certificates of Occupancy for the first buildings within the Phase II Development.

b. Existing Buildings. The following standards shall apply to all Adaptive Reuses of the Existing Buildings: (i) Renovated Existing Building(s) shall have fenestration through vision glass, doors or active outdoor spaces along 30% of the building side that fronts the public right-of-way or private street between two (2) feet and eight (8) feet of the ground floor. If the building architecture or site prohibits meeting the above condition, Planning Director or designee may approve alternative approach. (ii) Utilities associated with existing buildings or adaptive reuse of existing buildings may remain in their current form, location and/or be replaced in like kind in a comparable manner.

c. New Buildings. The following standards shall apply to all New Buildings constructed on the Site: (i) New Buildings fronting Statesville Avenue and Woodward Avenue shall not have parking between the building and the street. Parking shall be permitted to the side of the building. (ii) New Buildings fronting Graham Street and Sylvania Avenue may have parking, maneuvering and loading between the building and the street limited to six (6) bay (Open Bay) provision. (iii) The heights of New Buildings shall be adjusted to be compatible with the height of existing buildings and existing streets and facing Connections A, E and G as generally depicted on [Sheet RZ-02].

(iv) Proposed parking deck(s) shall meet the design standards of Section 6.c.(viii) below except for parking decks located in Area "C" generally depicted on [Sheet RZ-02] which shall be permitted without addressing transportation and active ground floor use requirements set forth in (viii) below, unless grading and/or significant site work is completed and creates an opportunity for a relationship between the applicable parking deck building and the proposed Connection D, in which case, applicable design standards shall be addressed. (v) The heights of New Buildings shall not exceed 180 feet except that New Buildings that are constructed within the Core Existing Buildings Area as replacements for Existing Buildings shall adhere to the height provisions set forth in Section 3.d. New Buildings located on and fronting Woodward Avenue, Statesville Avenue, Graham Street and Sylvania Avenue taller than 75 feet will have a building step-back at least 10 feet deep that is located between 30 feet and 60 feet of the height of the building. This standard does not apply to New Buildings developed at the center of the Site that are not located on the setback of the above noted streets, provided that New Buildings of greater than 75 feet in height located along

woonerfs shall either have a setback of 29 feet, or a setback of 16 feet provided that the building will have a building step-back of at least 10 feet that is located between 30 feet and 60 feet of the height of the building.

(vi) New Buildings principally for residential uses ("Residential Buildings") will have a four (4) foot transition zone between the sidewalks or a multi-use trail provided along public streets or proposed private connections (excluding pedestrian connections) generally depicted on [Sheet RZ-02]. The principle building will not be allowed to be located in the four (4) foot transition zone, however, stoops, porches, steps, rails, and similar items may be located within the transition zone. (vii) Residential Building(s) entrances shall be at or slightly above grade (individual unit entrances will be located a minimum of one (1) to two (2) feet above grade), and shall be highly visible and architecturally treated as prominent pedestrian entrances through a combination of at least five (5) of the following features: (1) decorative pedestrian lighting/sconces; (2) architectural details carried through to upper stories; (3) covered porches, canopies, awnings or shutshades; (4) archways; (5) transom windows; (6) terraced or raised planters that can be utilized as cat walls; (7) common outdoor seating enhanced with specialty details, paving, landscaping or water features; (8) double doors; (9) stoops or stairs; and/or (10) contrasting pavement from primary sidewalk.

(viii) New Buildings with non-residential facades (excluding parking decks located in Development Area C as set forth above) fronting on public streets or private connections (excluding pedestrian connections) generally depicted on [Sheet RZ-02] shall include: x. a minimum of 60% transparent glass between two feet (2') and eight feet (8') on the first floor and y. Active Ground Floor Uses along 50% of the length of the New Buildings' frontage with a minimum depth of 18'; subject to appropriate deviations resulting from physical Site constraints and/or compatible orientation with Existing Buildings. By illustration only, a New Building does not have to meet the transparency or active ground floor use standards along a private connection if the New Building would be orienting to an Existing Building service area or "back of house" area, or there is not a direct relationship between the New Building and the adjacent streets or private connections, excluding pedestrian connections, due to significant grade differences. Shadow boxes or window graphics may be utilized behind transparent glass to screen bathrooms, back of house or kitchens, but may not exceed more than 20% of the total required building transparency requirement. Multi-story buildings shall have a minimum upper story transparency of 20% per floor.

(ix) The scale and massing of multi-tenant non-residential or Residential Buildings longer than 150 feet along a street or proposed private connections, excluding pedestrian connections, generally depicted on [Sheet RZ-02] shall be minimized by utilizing a combination of the following options: (1) varied roof lines through the use of stoops, modulated buildings heights, gables, dormers or innovative architectural solutions; (2) building corners to provide visual interest at the pedestrian level as well as to differentiate roof lines or highlight ground floor uses; (3) horizontal and vertical variations in wall planes; and/or (4) architectural protrusion; and/or (5) architectural recess or projections with a minimum offset of 15 feet by 15 feet that extends the full height of the building.

(x) Principle entrances for all of the New Buildings will be connected via a sidewalk to adjacent public streets or proposed private connections, excluding pedestrian connections, generally depicted on [Sheet RZ-02]. (xi) Between the New Buildings and the principal sidewalk, there shall be a transition zone of 4 feet. For such uses the transition zone may be a wider sidewalk, artwork, outdoor dining, artwork, bike racks, and landscaping or streetscape amenities. (xii) With respect to New Buildings, utilities shall be screened and shall not be visible from the public streets; this includes, mechanical and electrical equipment, utility meters, dumpsters, and backflow preventers. Above ground utilities for New Buildings on public streets shall be out of the setback, and shall be located either to the side or rear of a building. Utilities are permitted in the setback if they are underground. No permanent fencing shall be located between the building and the public street subject to the Planning Director or designee's approval.

d. Setbacks: Existing Buildings shall be exempt for setback requirements. New Buildings will adhere to a 20 foot setback measured from existing or future back of curb on public and private streets; provided, however, the setback along Statesville Avenue shall reflect the more intrusive setback condition between the cross-section associated with the Statesville Avenue Road Diet and the Alternative Statesville Avenue Cross-section described in Section 4.1 above. Provided however that if the less intrusive scheme is built, the setback shall be 20' from such curb. A 16 foot setback as measured from the edge of travel lane shall be provided for New Buildings on woonerfs provided that New Buildings taller than 75 feet fronting such woonerfs shall have a setback of 20 feet, or a setback of 16 feet provided that the building will have a building step-back at least 10 feet deep that is approximate to the predominate height of the historic Existing Buildings on the Site.

7. Environmental Features:

- a. The Petitioner shall comply with the Charlotte City Council approved Post Construction Ordinance. b. The Site will comply with the Tree Ordinance, provided, however, such compliance may be in accordance with that certain Memorandum of Understanding regarding alternative compliance dated _____, 2017 (the "Tree Ordinance Alternative Compliance MOU") whereby certain matters regarding alternative compliance with the Tree Ordinance provisions based on the unique nature of this project development. c. The Petitioner shall comply with the Charlotte City Council approved Post Construction Ordinance. d. The UMUD signage standards shall be met and allow a signage system for the Site that accounts for the unique nature of this project mixed use project consisting of Adaptive Reuses of the most of the Existing Buildings in a large urban setting and helps to create a vibrant sense of place while encouraging and connectivity among uses. Accordingly, all signage associated with the Site shall conform to Section 13.108(a) of the Ordinance with the exception of the following Optional Provisions that allow variations to such standards:

- a. Optional Provision: Allowable Sign Types. As an Optional Provision, allowable signage types may include all detached and attached signs permitted under Chapter 13 of the Ordinance together with the following additional signage types: - computer programmable L.E.D. systems with full-color, full-matrix and/or digital display; - full color outdoor video display; - signs with moveable parts (signs with parts that revolve, adjust, are interactive or are similar in nature to artwork); - movie type projected images from either direct projection or rear screen projection; - murals/artwork; - sculpture/signs; - landscape wall signs (landscape walls are low walls associated with landscape features or amenity areas); - banners hung on a supporting structure or above a pedestrian or vehicular connection on public streets or proposed connections; - water towers & shipping container and accessory structure signs; and - other such signs having substantially the same characteristics as the foregoing or developed in response to innovative technology; b. Optional Provision: Applicability Visible Signs/Internal Signs. The following Optional Provisions governing signs set forth in subsections c., d. and e. below shall apply only to those signs ("Visible Signs") that are visible from the existing public rights of way at grade and within 300' of the existing back of curb on Sylvania Avenue, Statesville Avenue, Graham Street and Woodward Avenue. Except as limited by the provisions of subsection a. above, all other allowable signs visible ("Internal Signs") from the existing public rights of way at grade and within 300' of the existing back of curb on Sylvania Avenue, Statesville Avenue, Graham Street and Woodward Avenue shall be permitted without regard to the provisions of subsections c., d. and e. below nor the provisions of Section 13.108(a) of the Ordinance.

c. Optional Provision: Visible Building and Wall Signs. The following Optional Provisions shall apply to all Visible Signs (but not Internal Signs) that are building and wall signs which shall refer to all signs located on projecting or extending from and/or located on the parapet wall or roof of a building. This includes, without limitation, all signage on walls, parapets, roofs, awnings or canopies, project identification, marquee, display, directional or address information greater than five square feet, and/or window graphics subject to the site limitations set forth below.

- (i) The maximum aggregate amount of signage area per building side for all types of wall signs shall not exceed the lesser of: (A) square footage equal to three (3) X (times) the linear foot length of the building's public or private street frontage per building side (i.e. a building has a street frontage of 1,000 linear feet then the maximum square footage for this item (i) shall be 3,000 square feet), or (B) 20,000 square feet. (ii) The maximum size of each individual wall sign, excluding digital display or LED signs referenced in item (i) above, shall be 300 square feet, except that each building wall may have one (1) such sign in greater than 300 feet but not to exceed up to 550 square feet, subject to the aggregate maximum size limitations per wall set forth in item (i) above. (iii) Digital display or LED wall signs may be up to [150] square feet in size, subject to the aggregate maximum size limitations per wall set forth in item (i) above. (iv) Signage may project from a building face up to 5 feet and may extend above and/or beyond the parapet or roof of a building by 5 feet, provided that such projecting signs are over 9 feet in height above grade measured from the base of the sign. The area of projecting signs and the parapet or (except as set forth below) the roof mounted signs shall be included within and calculated as part of the maximum aggregate area and the size per individual sign limitations set forth in items (i) and (ii) above. A projecting sign may be located on any building wall. One roof mounted sign is permitted per building but does not count toward the maximum aggregate sign area set forth in item (i) above.

d. Optional Provision: Visible Detached Signs. The following Optional Provisions shall apply to all Visible Signs (but not Internal Signs) that are detached signs, which shall refer to all ground mounted and/or free standing signs as well as signage applied to accessory structures, shipping containers, landscape walls or similar structures, subject to the site limitations set forth below.

- (i) The maximum height for large detached signs shall be twenty-five (25') feet and the maximum size of such detached signs shall not exceed 250 square feet. The maximum number of large detached signs shall not exceed eight (8) such signs nor greater than three (3) such detached signs on any such street. Such detached signs may be placed in the required setbacks as long as they do not block sidewalks. (ii) The maximum height for small detached signs shall be ten (10') feet and the maximum size of such detached signs shall not exceed 50 square feet. The maximum number of small detached signs permitted in the aggregate shall not exceed eight (8) such signs nor greater than three (3) such detached signs on any such street. Such detached signs may be placed in the required setbacks as long as they do not block sidewalks.

Building Area Tracking Table				
Building No.	Existing Building Area	Date of Adjustment	Description	Adjusted Building Area
Example.	169,721 sf	d/m/y	Divide Building 1 to 1a and 1. For Keswick Connection	158,000 sf
1	169,721 sf			
2	216,883 sf			
3	136,835 sf			
4	3,320 sf			
5	13,083 sf			
6	781 sf			
7	245,739 sf			
8	4,216 sf			
9	17,173 sf			
10	227,581 sf			
11	227,743 sf			
12	3,252 sf			
13	3,139 sf			
14	21,631 sf			
15	10,045 sf			
16	86 sf			
Total	1,301,228 sf		New Total	

CONVERSION TABLE				
	Beginning Total	Date of Conversion	Description	Amended Total
Industrial Light Industrial/Other Uses*	65,000			
EDEE **	80,000			
Retail/Personal Services	200,000			
Office	1,500,000			
Hospitality/Hotel ***				

Conversion Summary:
 Conversion of Commercial Uses: 1 sq ft of non-office commercial for 1 sq ft of office, not to exceed a 30% increase from base entitlement
 Conversion of Residential and Hotel: 1 housing unit for 1 hotel room, not to exceed an increase of 300 units or rooms from base entitlement
 Conversion of Hotel & Commercial: 500 sq feet of commercial for 1 hotel room not to exceed an increase of 300 rooms (in addition to the 300 rooms possible from the Residential and Hotel conversion) or 150,000 sq feet of additional commercial above base entitlements
 Conversion of Light Industrial and Office Uses: 1 sq ft of office uses for 1.5 sq ft of light industrial uses, not to exceed a 30% increase from base entitlement

DATE: 27 FEBRUARY 2017
 DESIGNED BY:
 DRAWN BY:
 CHECKED BY:
 Q.C. BY:
 SCALE: AS SHOWN
 PROJECT #: 1016320

REVISIONS:

- 4. 07-24-2017 - 5TH REZONING SUBMITTAL
- 5. 07-28-2017 - 6TH REZONING SUBMITTAL
- .
- .
- .
- .

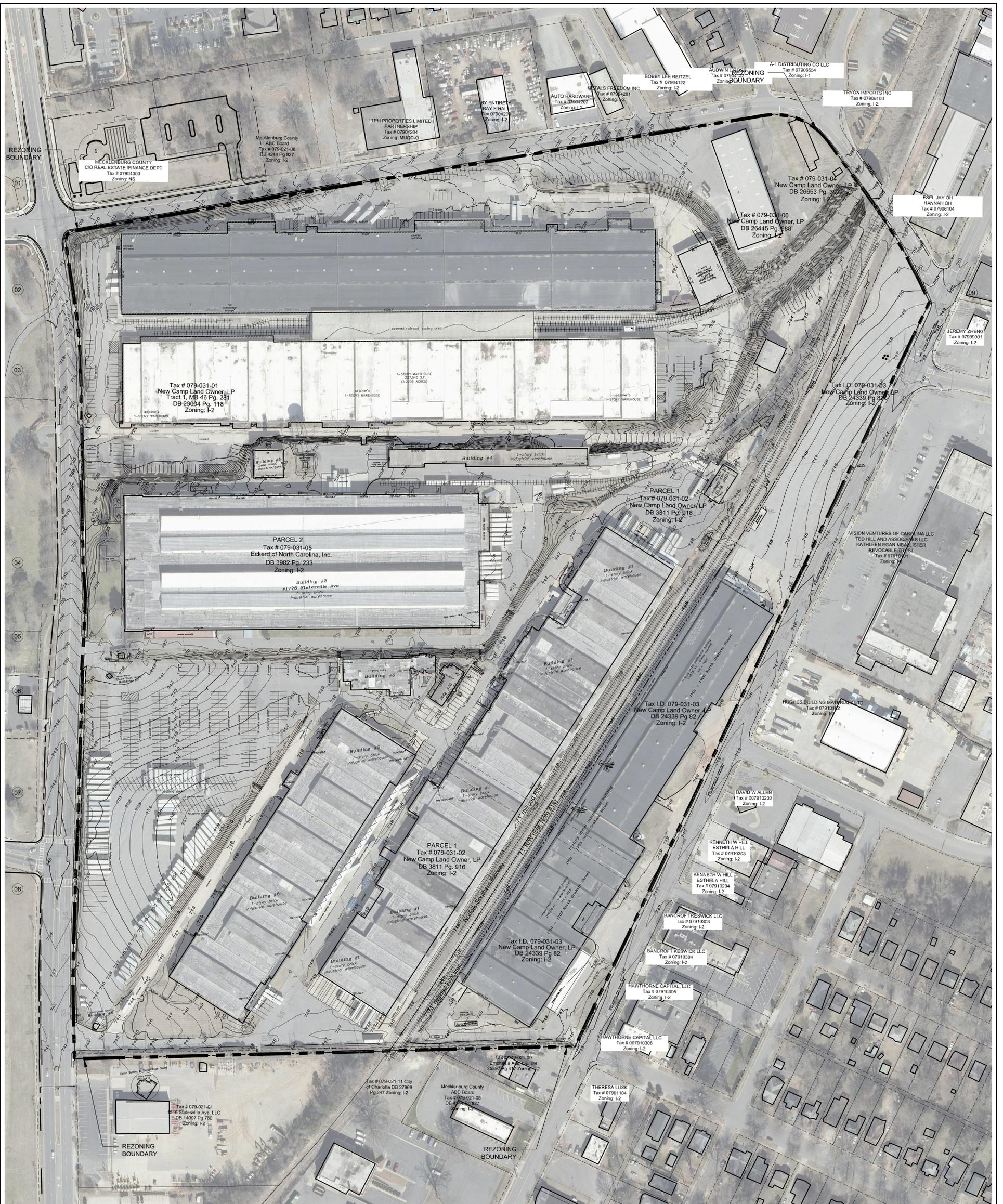
SHEET #:
RZ-N3

**CAMP NORTH END | REZONING
 MIXED USE + INDUSTRIAL REHAB DEVELOPMENT**
 ATCO PROPERTIES & MANAGEMENT
 DEVELOPMENT TRACKING SHEET

PETITION NO. 2017-054



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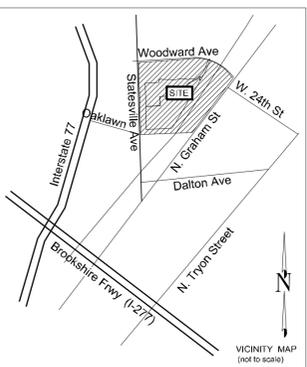
ADJACENT OWNERSHIP LISTINGS*

- | | |
|---|--|
| <p>1. CHARLOTTE-MECKLENBURG HOUSING PARTNERSHIP INC
Tax # 07510543
Tax # 07510537
Zoning: NS</p> <p>2. HEBREW CEMETERY
Tax # 07510528
Zoning: R-8</p> <p>3. HEBREW CEMETERY ASSOC OF CLT
Tax # 07510620
Zoning: B-1</p> <p>4. HEBREW BENEVOLENT SOCIETY OF THE CITY OF CHARLOTTE
Tax # 07510613
Zoning: B-1</p> <p>5. HEBREW CEMETERY ASSOC OF CHAR
Tax # 07510611
Zoning: B-1</p> <p>6. JETT ACQUISITIONS LLC
Tax # 07510607
Zoning: B-1</p> | <p>7. JETT ACQUISITIONS LLC
Tax # 07510602
Zoning: B-1</p> <p>8. TDC GREENVILLE LLC
Tax # 07844101
Zoning: B-1</p> <p>9. END SPOT HOLDINGS II LLC
Tax # 07909944
Zoning: I-2</p> |
|---|--|

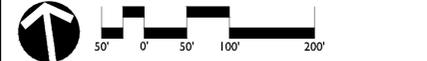
*ADDITIONAL OWNERSHIP INFORMATION SHOWN ON PLAN

SITE INFORMATION

SITE AREA	71.81 ACRES (+/- 3,127,825.80 SQFT)
TAX PARCEL(S) INCLUDED WITHIN THE AREA TO BE REZONED	07903101, 07903102, 07903103, 07903104, 07903105, 07903106
EXISTING ZONING	INDUSTRIAL DISTRICT (I-2)
EXISTING USES	WAREHOUSE, VACANT
PROPERTY OWNERS	NEWCAMP LANDOWNER LP 97-77 QUEENS BOULEVARD, SUITE 1103 REGO PARK, NY, 11374



NOTES:
EXISTING CONDITION PLAN DERIVED FROM VARYING SOURCES (I.E. MULTIPLE SURVEYS, GIS, AERIAL RECONNAISSANCE, AND SITE OBSERVATIONS). ACTUAL SITE AND/OR CONTEXT CONDITIONS MAY VARY. TO THE FULL KNOWLEDGE OF THE PETITIONER ALL KNOWN EXISTING EASEMENTS AND ROW RESERVATIONS ARE SHOWN.



DATE: 27 FEBRUARY 2017
DESIGNED BY:
DRAWN BY:
CHECKED BY:
Q.C. BY:
SCALE: AS SHOWN
PROJECT #: 1016320

REVISIONS:
1. 04-12-2017 - 2ND REZONING SUBMITTAL
2. 05-18-2017 - 3RD REZONING SUBMITTAL
3. 06-19-2017 - 4TH REZONING SUBMITTAL
4. 07-24-2017 - 5TH REZONING SUBMITTAL
5. 07-28-2017 - 6TH REZONING SUBMITTAL

CAMP NORTH END | REZONING
MIXED USE + INDUSTRIAL REHAB DEVELOPMENT
ATCO PROPERTIES & MANAGEMENT
EXISTING CONDITIONS

PETITION NO. 2017-054

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