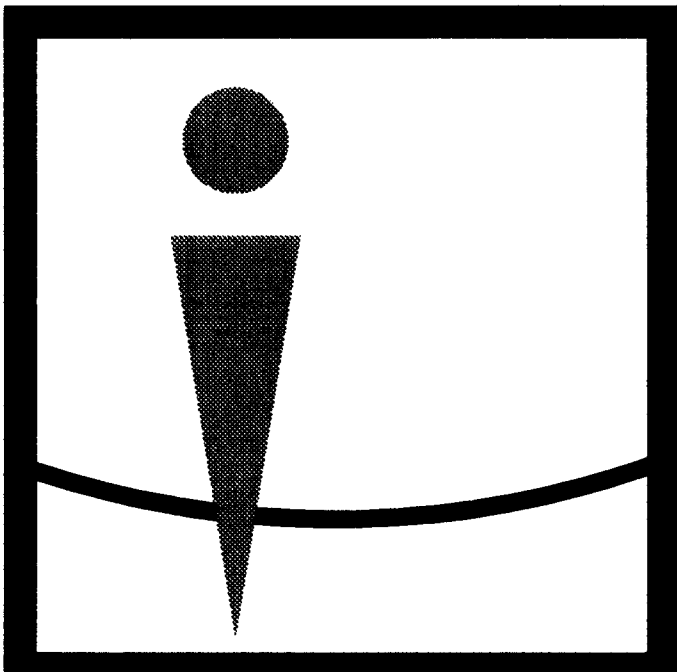




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Ayrsley

New Urban Mixed Use
Community

2008 - xxx

CHARLOTTE, NORTH CAROLINA

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FOR PUBLIC HEARING
PETITION NUMBER
2008 - xxx

A-2

AYRSLEY
Technical Data Sheet Notes
for Petition #2007-021
Regarding portions of I-485 Retail Mixed Use Village,
all of the Office Mixed Use Village and
portions of the Residential Mixed Use Village
March 28, 2007

OVERVIEW/BACKGROUND

Reference is made to that certain Rezoning Petition #2000-146 regarding the Ayrsley Mixed Used Community located in the southeast quadrant of I-485 and N.C. Highway 49 (S. Tryon Street) in Charlotte, North Carolina. Petition #2000-146 provided for the creation of four (4) interconnected "alliances" known as the I-485 Retail Mixed Use Village, the Westinghouse Retail Mixed Use Village, the Office Mixed Use Village and the Residential Mixed Use Village and set forth the permitted uses for and development standards governing such villages. Reference is also made to Rezoning Petition #2001-132 that provided for the reclassification of portions of the Ayrsley property from the Commercial Center (CC) District to the Mixed Use Development District - Optional (MUDD-O) and the addition of certain parcels containing 5.733 acres (Rezoning Area A), 5.318 acres (Rezoning Area B) and 4.481 acres (Rezoning Area C) respectively as part of the I-485 Retail Mixed Use Village, all as set forth on the rezoning plan approved as part of Petition #2001-132. Petition #2001-132 superseded Petition #2000-146 only with respect to the I-485 Retail Mixed Use Village and the Office Mixed Use Village; Petition #2000-146 continued to govern the Residential Mixed Use Village and the Westinghouse Retail Mixed Use Village. It is noted that portions of the I-485 Retail Mixed Use Village as set forth on Petition #2001-132 and portions of the Residential Mixed Use Village as set forth on Petition #2000-146 are excluded from the I-485 Retail Mixed Use Village and the Residential Mixed Use Village for the purposes of this Petition #2005-153. Those portions of the I-485 Retail Mixed Use Village and those portions of the Residential Mixed Use Village not included on the Technical Data Sheet for this Petition #2005-153 shall remain governed by Petition #2001-132 and Petition #2000-146, respectively.

Pursuant to this Petition #2007-021, Petitioner desires to provide for certain modifications to the development standards and site element aspects of that portion of the I-485 Retail Mixed Use Village included within this Petition, the Office Mixed Use Village and that portion of the Residential Mixed Use Village included within this Petition.

Accordingly, these Technical Data Sheet Notes form a part of the Technical Data Sheet for this Petition #2007-021 in connection with development associated with that portion of the I-485 Retail Mixed Use Village included within this Petition (hereinafter referred to as the "I-485 Retail Mixed Use Village"). IT IS UNDERSTOOD THAT AS TO THAT PORTION OF THE I-485 RETAIL MIXED USE VILLAGE INCLUDED IN THIS PETITION, THIS PETITION AND THESE TECHNICAL DATA SHEET NOTES SUPERSEDE ALL PRIOR REZONING PETITIONS, INCLUDING WITHOUT LIMITATION PETITION #2001-132 AND PETITION #2007-021.

Reference to the Technical Data Sheet herein shall include these Technical Data Sheet Notes. Development of the portion of the property identified on the Technical Data Sheet as the I-485 Retail Mixed Use Village, and the individual components to be located thereon will be governed by the conditions of the Technical Data Sheet (including these Technical Data Sheet Notes) and those plans and drawings incorporated therein by reference and the applicable provisions of the City of Charlotte Zoning Ordinance in existence as of the date of approval of this Petition (the "Ordinance").

As stated the Ayrsley project consists of the following four (4) interconnected "alliances" - (i) the I-485 Retail Mixed Use Village as described in Section 1 below, (ii) the Westinghouse Retail Mixed Use Village as described in Section 1 below, (iii) the Office Village as described in Section 2 below, and (iv) the Residential Mixed Use Village as described in Section 3 below (each a "Village" and collectively the "Community" or the "Site"). PROVIDED, HOWEVER, AS STATED ABOVE DEVELOPMENT OF PORTIONS OF THE I-485 RETAIL MIXED USE PROPERTY NOT SHOWN ON THE TECHNICAL DATA SHEET SHALL REMAIN GOVERNED BY PETITION #2001-132, AND PORTIONS OF THE RESIDENTIAL MIXED USE PROPERTY NOT SHOWN ON THE TECHNICAL DATA SHEET AND THE WESTINGHOUSE RETAIL MIXED USE VILLAGE REMAIN GOVERNED BY REZONING PETITION #2000-146.

Section 1. I-485 Retail Mixed Use Village

For the purposes of this Petition, the Community includes, among other Villages, the I-485 Retail Mixed Use Village portion of the Community that encompasses an area of approximately 72.28 acres generally located between Interstate 485 on the northeast, Highway 49 (South Tryon Street) on the northwest, and the existing creek to the east and south as generally depicted on the Technical Data Sheet (the "I-485 Retail Mixed Use Village"). For the purposes of setting for certain MUDD-Optional variations for signage, the I-485 Retail Mixed Use Village includes the Entertainment Signage District and the Interstate Home/Office/Retail District, each as generally depicted on the Technical Data Sheet.

(a) The I-485 Retail Mixed Use Village may be developed for any uses (including accessory uses) which are permitted by right or under prescribed conditions under the Ordinance for the Mixed Use Development District Optional (MUDD-O) in accordance with the standards of that district, the restrictions set forth in the Technical Data Sheet and the MUDD-Optional provisions set forth in Section 5 below. The development of the I-485 Retail Mixed Use Village shall be further governed by the General Standards set forth in Section 4 hereof. (b) The total Floor Area (as hereinafter defined) which may be developed within the I-485 Retail Mixed Use Village (excluding areas of Floor Area of 1,322,500 square feet of Floor Area, of which no more than 347,500 square feet of Floor Area shall be developed for retail uses excluding entertainment/theatre uses). In addition, the I-485 Retail Mixed Use Village may include up to 425 hotel rooms (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

For the purposes of the development limitations set forth in these Development Standards, the term "Floor Area" or "Floor area" shall mean and refer to the sum of the gross horizontal areas of each floor of the principal building, and any accessory buildings or structures on the Site measured from the outside of the exterior walls or from the center line of the walls; provided, however, such term shall not include any surface or structured parking facilities, or related access areas, areas used for building and equipment access (such as stairs, elevator shafts and maintenance crawl spaces), or areas devoted to uses and structures accessory to residential uses on the Site; provided, further, areas devoted to outdoor dining are not intended to be included in the calculation of Floor Area.

(c) Residential units and office square footage may be incorporated into the I-485 Retail Mixed Use Village so long as the maximum aggregate number of residential units for the entire Community does not exceed 1,605 dwelling units or the maximum amount of office square footage for the entire Community does not exceed 1,360,000 square feet of Floor Area (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

(d) Hotels may be incorporated into the I-485 Retail Mixed Use Village so long as the total number of rooms for hotels on the entire Site does not exceed 425 (subject to adjustment up to a maximum of 550 rooms in accordance with the conversion rights set forth in Section 4(b) below).

(e) The public or private roads located within the I-485 Retail Mixed Use Village as depicted on the Technical Data Sheet, provided, however, Petitioner shall be entitled to modify the final location of the public or private roads on the Site in connection with final site and building design and development during the marketing, development and construction phases of the project, subject to the reasonable approval and consent of the Planning Department, and the Charlotte Department of Transportation with respect to material changes. The provisions of this Section 1(e) are not intended to limit the provisions of Part 8.5 of the Ordinance regarding development standards and review by the Planning Department in connection with development in a Mixed Use Development District-Optional (MUDD-O).

Section 2. Office Mixed Use Village (Not Included in this Petition)

The Office Mixed Use Village portion of the Community encompasses an area of approximately 10.13 acres and is generally bounded on the north by the common boundary with property owned by Prologis, on the east by Pioneer Avenue and on the west and south by the existing creek and the Residential Village, as generally depicted on the Technical Data Sheet.

(a) The Office Mixed Use Village may be developed for any use (together with permitted accessory uses) which are permitted by right or under prescribed conditions under the Mixed Use Development District - Optional (MUDD-O) and may also be used for such support retail and restaurant uses as described in Section 2(d) below, in accordance with the standards of that district, the restrictions set forth in the Technical Data Sheet and the MUDD-Optional provisions set forth in Section 5 below. The development of the Office Mixed Use Village shall be further governed by the General Standards set forth in Section 4 hereof.

(b) The total Floor Area for buildings located in the Office Mixed Use Village may not exceed 450,000 square feet of office/retail uses and may include up to 180 residential units (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

(c) Residential units may be incorporated into the buildings on the Office Mixed Use Village as long as the maximum number of residential units for the entire Site does not exceed 1,605 dwelling units (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

(d) Support retail (including without limitation restaurants) may be incorporated as a mixed use component in the Office Mixed Use Village so long as such uses are limited to the ground floor only and so long as the maximum square footage of retail uses for the entire Site does not exceed 347,500 square feet of Floor Area (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

(e) The public or private roads located within the Office Mixed Use Village as depicted on the Technical Data Sheet shall be located in a modified grid system substantially in the manner generally depicted on the Technical Data Sheet, provided, however, Petitioner shall be entitled to modify the final location of the public or private roads on the Site in connection with final site and building design and development during the marketing, development and construction phases of the project, subject to the reasonable approval and consent of the Planning Department and the Charlotte Department of Transportation with respect to any material changes. The provisions of this Section 2(e) are not intended to limit the provisions of Part 8.5 of the Ordinance regarding development standards and review by the Planning Department in connection with development in a Mixed Use Development District-Optional (MUDD-O).

(f) Office Mixed Use Village land can be substituted for Residential Village land, and vice-versa, as long as the Residential Village acreage does not exceed 55 acres and the Office Mixed Use Village does not exceed 12 acres.

Section 3. Residential Mixed Use Village

The Residential Mixed Use Village is generally located south and west of the Office Mixed Use Village to Pioneer Avenue, as generally depicted on the Technical Data Sheet.

(a) The Residential Village may be developed for any use (including any accessory use) which is permitted by right or under prescribed conditions in the Mixed Use Development District (MUDD), in accordance with the standards of that district and the restrictions set forth in the technical Data Sheet. The development of the Residential Mixed Use Village shall be further governed by the General Standards set forth in Section 4 hereof.

(b) The total number of dwelling units which may be constructed within the Residential Mixed Use Village may not exceed 1,605 (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

Office and retail uses may be allowed on the ground floor of residential buildings within the Residential Mixed Use Village so long as the maximum mixed use square footage of office for the Site does not exceed 1,360,000 square feet of Floor Area and the maximum square footage of retail on the Site does not exceed 347,500 square feet of Floor Area (subject to adjustment in connection with the conversion rights set forth in Section 4(b) below).

(c) A variety of housing types and densities may be developed within the Residential Mixed Use Village. (d) Residential Mixed Use Village land may be substituted for land within the Mixed Use Office Village, and vice-versa, as long as the total area of the Residential Mixed Use Village does not exceed 55 acres and the total area of the Office Mixed Use Village does not exceed 12 acres.

(e) The public or private roads located within the Residential Mixed Use Village as depicted on the Technical Data Sheet shall be located in a modified grid system substantially in the manner generally depicted on the Technical Data Sheet, provided, however, Petitioner shall be entitled to modify the final location of the public or private roads on the Site in connection with final site and building design and development during the marketing, development and construction phases of the project, subject to the reasonable approval and consent of the Planning Director and the Charlotte Department of Transportation with respect to any material changes. The provisions of this Section 3(e) are not intended to limit the provisions of Part 8.5 of the Ordinance regarding development standards and review by the Planning Department in connection with development in Mixed Use Development Districts (MUDD).

Section 4. General Development Standards

The following general development standards shall apply to the development (the "Development") of the Community in addition to those restrictions set forth in Sections 1, 2 and 3 above:

(a) This Development is intended to enable the development of a mixed use community composed of office, retail (including, without limitation, restaurant), single and multi-family residential, hotel, theatre, institutional and service uses. All Development will adhere to the restrictions and provisions contained in the Ordinance, including permitted uses, prescribed uses, accessory uses, setbacks, height and area restrictions, screening, parking, signage, landscaping, etc., and in Sections 1, 2, 3, 4 and 5 of the Technical Data Sheet. The exact details of configuration, placement and screening of buildings, including without limitation parking areas, parking lots, parking decks, driveways, etc.) shall be established during the design, development and construction phases and shall be governed by the requirements of the Ordinance and the Technical Data Sheet (including without limitation the maximums for floor area, rooms and units set forth herein); r gene

(b) The Petitioner will not exceed the overall maximum square footage and unit/room calculations for each Proposed Use Type shown on the legend for the Technical Data Sheet but can adjust the percentages for any individual mixed use building, and for each Village in the manner described in the Technical Data Sheet Notes to accommodate development and market demand. The Petitioner may place retail and residential uses within buildings contemplated for office use in order to further the mixed use nature of the site. Retail floor areas located within office buildings will not be counted toward the overall allowed retail floor area for the Community as long as the accessory/support retail in the office building does not exceed 20% of the total building area. The maximum number of hotel rooms of 425 shown in the legend for the Technical Data Sheet may be increased to a total of 550 rooms provided that there is a reduction in either (i) the total square feet of office space in the Community at the rate of 300 square feet per room, (ii) the total square footage of theatre space in the Community at the rate of 100 square feet per room, or (iii) the office space or theatre space based on some combination of (i) and (ii). Office square footage on the Site may be substituted for (a) hotel square footage at the rate of one room for 300 square feet, and (y) for retail or theatre square footage at a one square foot to one square foot rate, and the maximum square footage of office space on the Site shown on the legend to the Technical Data Sheet may be increased accordingly.

(c) No more than one (1) individual tenant or owner shall occupy the ground floor of a single building or space for retail use of greater than 130,000 square feet of Floor Area. Other individual retail tenants shall not occupy greater than 60,000 square feet of Floor Area on the ground floor for their respective premises. For the purposes of these development limitations, retail use shall not be deemed to include entertainment and/or theatre uses.

(d) Notwithstanding any other provisions of the Technical Data Sheet to the contrary, except as set forth in the next sentence with respect to the Westinghouse Retail Mixed Use Village governed by Petition #2000-146, no fast food restaurants with drive-through windows or gas station/convenience stores will be allowed on the Site. As provided in Petition #2000-146, the Westinghouse Retail Mixed Use Village may include up to one (1) gas station/convenience store.

(e) In addition to the development in the immediately preceding bulle (Q), 65,000 square feet of theatre space and an additional 225 hotel rooms (for full buildout of 425 hotel rooms) may be permitted;

provided, however, it is understood that a minimum of 300 residential units must be developed prior to or contemporaneously with the development described in this Phase II and shall include residential units permitted pursuant to Petition #2004-____143, said development to be evidenced by certificates of occupancy for the buildings (but not individual units) required to provide such units.

III. Phase III Improvements: completion of (i) the improvements described in items I.A., I.B. and II. above, (ii) the addition of a northbound right-turn lane on Highway 49 into the Site as shown on Figure F to the 12/11/01 Phasing Summary, and (iii) the improvements to the I-485 ramps as shown in Figure F to the 12/11/01 Phasing Summary, will permit the following development in addition to the development permitted by items I.A., I.B. and II. above:

• An amount of additional retail, office and residential development, which when added to the development completed in connection with the Phase I.A., I.B. and II. Improvements described in items I.A., I.B. and II. above, would result in entering and exiting traffic to and from the Site in amounts not to exceed the Entering Traffic Threshold of 990 and the Exiting Traffic Threshold of 980 based on the following formula:
- Entering Traffic Threshold:
[(____,000 square feet of Office) x 1.23] +
[(____,000 square feet of Retail) x 1.77] +
[(____ Residential Units x .69] shall result in an Entering Traffic Threshold of < 990; and
- Exiting Traffic Threshold:
[(____,000 square feet of Office) x 1.68] +
[(____,000 square feet of Retail) x 1.91] +
[(____ Residential Units x .23] shall result in an Exiting Traffic Threshold of < 980.

Now in addition to the development in the immediately preceding bulle (Q), 65,000 square feet of theatre space and an additional 225 hotel rooms (for full buildout of 425 hotel rooms) may be permitted;

provided, however, it is understood that a minimum of 300 residential units must be developed prior to or contemporaneously with the development described in this Phase II and shall include residential units permitted pursuant to Petition #2004-____143, said development to be evidenced by certificates of occupancy for the buildings (but not individual units) required to provide such units.

III. Phase III Improvements: completion of (i) the improvements described in items I.A., I.B. and II. above, (ii) the addition of a northbound right-turn lane on Highway 49 into the Site as shown on Figure F to the 12/11/01 Phasing Summary, and (iii) the improvements to the I-485 ramps as shown in Figure F to the 12/11/01 Phasing Summary, will permit the following development in addition to the development permitted by items I.A., I.B. and II. above:

• An amount of additional retail, office and residential development, which when added to the development completed in connection with the Phase I.A., I.B. and II. Improvements described in items I.A., I.B. and II. above, would result in entering and exiting traffic to and from the Site in amounts not to exceed the Entering Traffic Threshold of 1,510 and the Exiting Traffic Threshold of 1,750 based on the following formula:
- Entering Traffic Threshold:
[(____,000 square feet of Office) x 1.23] +
[(____,000 square feet of Retail) x 1.77] +
[(____ Residential Units x .69] shall result in an Entering Traffic Threshold of < 1,510; and
- Exiting Traffic Threshold:
[(____,000 square feet of Office) x 1.68] +
[(____,000 square feet of Retail) x 1.91] +
[(____ Residential Units x .23] shall result in an Exiting Traffic Threshold of < 1,750;

provided, however, it is understood that a minimum of 600 residential units must be developed prior to or contemporaneously with the development described in this Phase III, said development to be evidenced by the issuance of certificates of occupancy for the buildings (but not individual units) required to provide for such units.

IV. Phase IV: The balance of the development permitted by this Technical Data Sheet shall be permitted after completion of the improvements described in Items I.A., I.B., II and III above without any further roadway improvements.

In connection with each request for a building permit and upon completion of construction of buildings associated with the permitted development described in items I.A., I.B., II and III above, the Petitioner shall submit to CDOT a summary setting forth the square footage amounts of the development by type completed on the Site, the square footage amounts of the development by type for which the Petitioner is requesting a building permit, and the calculations of the Entering Traffic Threshold and the Exiting Traffic Threshold resulting from the existing and the proposed development, in order to ensure compliance with the above-referenced phasing requirements. CDOT shall communicate to the Petitioner and applicable representatives of Mecklenburg County Building Standards Department, CDOT's acceptance or rejection of the accounting summary and the resulting compliance or lack of compliance with the Entering Traffic Threshold and the Exiting Traffic Threshold promptly upon receipt by CDOT of all such information reasonably necessary to verify such compliance.

For the purposes of the calculations of the permitted development described above, the amount of permitted development set forth for a specific use may be increased above the amounts shown to the extent that the amount of actual development for other uses is less than the amounts shown, in accordance with the following conversion ratios: office square footage may be substituted for unused hotel rooms at the rate of one room for 1,250 square feet of office space; office square footage may be substituted for unused retail or theatre square footage at the rate of 1 square foot to 1 square foot; retail square footage may be substituted for unused office square footage at the rate of 1 square foot to 1 square foot; retail square footage may be substituted for unused hotel rooms at the rate of 1 unit for 300 square feet; residential dwelling units may be substituted for office or retail space at the rate of 1 unit for 1,250 square feet; and residential units may be substituted for hotel square footage at the rate of 1 unit for 1 room.

(2) It is understood that certain roadway improvements associated with the Whitehall Drive Connection located across N.C. Highway 49 from the Site including, without limitation the eastbound right turn lane on Whitehall Park Drive, may not be accommodated by the existing right-of-way of Whitehall Park Drive. If the roadway improvements to Whitehall Park Drive located across N.C. Highway 49 from the Site cannot be located within the existing right-of-way of Whitehall Park Drive, the Charlotte Department of Transportation shall cooperate, at no cost to the City, with the Petitioner in connection with an easement or acquisition of such portion of the adjacent private property (including the exercise of eminent domain) as may be necessary to ensure completion of such roadway improvements. The Petitioner agrees to exercise reasonable efforts to obtain an easement or other agreement from the applicable property owner to permit the completion of the Whitehall Park Drive improvements located across N.C. Highway 49 from the Site. If the Petitioner is unable to do so after the exercise of reasonable efforts or the Petitioner or CDOT encounters delays in the acquisition of any needed right-of-way for such improvements, the Petitioner shall be entitled to implement minor adjustments in the design of the Whitehall Park Drive improvements, subject to the reasonable approval of CDOT, in connection with the development and occupancy of the development permitted in Phases I.A., I.B. and II as described in items I.A., I.B. and II. above in Section 4(G)(4) above.

(3) No building permits will be issued with respect to improvements to be located within the I-485 Retail Mixed Use Village until the on-site portion of the Whitehall Drive Connection or the Alternative Whitehall Drive Connection has been offered for dedication.

(4) The Petitioner agrees to (i) bear any costs associated with modifications to the traffic signal at the Whitehall Drive Connection and (ii) share up to one-half (1/2) of the costs associated with installation of a traffic signal at the Pioneer Drive/Westinghouse Boulevard intersection (provided that the Petitioner's share of such cost shall not exceed \$20,000).

(5) It is understood that the NCDOT has expressed a willingness to include certain roadway improvements, described above and in the TIS as the Petitioner's responsibility, as part of the NCDOT's planned improvements to NC Highway 49. Accordingly, certain of the roadway improvements listed as the Petitioner's responsibility herein and in the TIS may be undertaken by the NCDOT; provided, however, this shall not eliminate the responsibility of the Petitioner to complete the improvements contemplated herein or in the TIS as the Petitioner's responsibility if the NCDOT fails to complete the improvements.

(a) Future amendments to the Technical Data Sheet (including the Technical Data Sheet Notes) involving any portion of the Community may be applied for by the then owner or owners of the parcel or parcels involved in accordance with Chapter 6 of the Ordinance.

(b) The development plan established under the Technical Data Sheet (including the Technical Data Sheet Notes) shall, unless amended in the manner provided herein, be binding upon and inure to the benefit of the Petitioner and each of the owners of any portion of the Site, and their respective heirs, executors, personal representatives, successors in interest and assigns.

(c) Upon application for building permits, the following requirements will be met:
• Except as set forth in the MUDD-Optional provisions of Section 5 below, development must conform to the Charlotte Subdivision Regulations, Chapter 20 of the City Code.
• Standard 2-6" curb and gutter, associated storm drainage and 4-foot sidewalk along property frontage on Pioneer Avenue and 5-foot sidewalk on South Tryon Street.
• Stormwater detention facilities in accordance with Drainage Detention Ordinance, a portion of Appendix A of the City Code.
• Grading permit in accordance with Chapter 18 of the City Code.
• Driveway permits in accordance with Chapter 18 of the City Code.
• Development must conform to the Surface Water Improvement Management Plan (SWIM) and Stream Buffer Implementation Guidelines of November 1999.
• Easement agreement for improvements within the South Tryon Street right of way, a North Carolina Department of Transportation maintained roadway.

(q) (1) Subject to applicable engineering approvals, Petitioner agrees to construct the following roads to provide access to the Site: (i) the access road at the intersection of Highway 49 across from Whitehall Park Drive as depicted on the Technical Data Sheet to be called Ayrsley Town Boulevard (the "Whitehall Drive Connection") or in the alternative an access road at the intersection of Highway 49 across from Whitehall Park Drive in a location and design acceptable to the Planning Department and Charlotte Department of Transportation (the "Alternative Whitehall Drive Connection"); (ii) the access road connecting the intersection of Cambridge Beltway Drive and Highway 49 with the Site as depicted on the Technical Data Sheet (the "Cambridge Beltway Drive Connection"); (iii) the access road connecting the Site with Westinghouse Boulevard as depicted on the Technical Data Sheet (the "Westinghouse Boulevard Connection"); and (iv) a minimum of two (2) internal access roads connecting the Site to Pioneer Drive with one such access to be located within 500 feet of the Pioneer Drive/Westinghouse Boulevard intersection as depicted on the Technical Data Sheet (the "Pioneer Drive/Westinghouse Connection") and the other such access to be located either in the location shown as Pioneer Connection Alternative A or Pioneer Connection Alternative B as depicted on the Technical Data Sheet (the "Pioneer Drive Alternative Connections"); together with the Pioneer Drive/Westinghouse Connection referred to as the "Pioneer Drive Connections"; it being understood that such roadway improvements relate to those specified as the Developer's responsibilities by the Traffic Information Study prepared by Kubilina Transportation Group, Inc. dated as February 28, 2000 (the "2/28/00 TIS"), as supplemented by Executive Summary dated as of March, 2000 (the "3/00 Executive Summary") and as further supplemented by phasing summary letter dated as of December 11, 2001 (the "12/11/01 Phasing Summary") and collectively with the 2/28/00 TIS and the 3/00 Executive Summary referred to as the "TIS"). It is understood that any other roads or streets, not described in items (i) through (iv) above, that provide access to and from the Site or adjoining properties from and to Highway 49, Pioneer Drive or Westinghouse Boulevard shown on any portion of the Site Plan are for illustrative purposes and are not required to be completed as part of this Rezoning Petition.

(2) Reference is made to that certain Schematic Circulatory Parking Scheme set forth as Detail A on the Technical Data Sheet regarding access to that certain parcel located at the intersection of proposed Ayrsley Town Boulevard and Highway 49 (South Tryon Street) (the "South Tryon Corner Parcel"). Petitioner agrees that (i) the point of access from the South Tryon Corner Parcel to Ayrsley Town Boulevard and to the driveway that intersects with Highway 49 (South Tryon Street) across from the existing Petro Express shall be located in substantially the same manner as depicted on Detail A and (ii) the driveway and parking design for the South Tryon Corner Parcel shall ensure a circuitous connection from the access points described in item (i) above to avoid straight line access to and from such access points. It is understood that the driveway/parking areas and building locations shown on Detail A are an example of an acceptable circuitous design as described above, but the exact details of configuration, placement and size of the driveway/parking areas and buildings on the South Tryon Corner Parcel shall be established during design, development and construction phases. Without limiting the foregoing, the South Tryon Corner Parcel may be developed for a single user or multiple users in a single building or multiple buildings provided that the access points and circuitous driveway/parking areas requirements described above are satisfied in a manner reasonably acceptable to CDOT.

Except as set forth below in this paragraph, the Community shall be developed in certain phases tied to the completion of certain roadway improvements as described below such that no final certificates of occupancy will be issued with respect to improvements to be located within the I-485 Retail Mixed Use Village, the Office Mixed Use Village and the Residential Mixed Use Village unless and until the roadway improvements described below in items I.A., I.B., II. and IV. have been completed in connection with the following described development in the specified amounts (together with associated parking and accessory uses):

I.A. Phase IA Improvements: completion of the on-site improvements to provide a connection from the Site to Whitehall Park Drive as shown in Figure C to the 12/11/01 Phasing Summary will permit the following development:
• 75,000 square feet of retail space, plus
• 50,000 square feet of office space, plus
• 350 residential dwelling units.

I.B. Phase IB Improvements: completion of (i) the improvements described in item I.A. above, (ii) an additional northbound left-turn lane on Highway 49 at Whitehall Park Drive into the Site, (iii) an additional northbound through-lane on Highway 49 from Ayrsley Town Boulevard to I-485, and (iv) remarking of the existing pavement on Whitehall Park Drive to provide an exclusive left-turn lane (to the extent feasible within existing pavement widths), all as shown in Figure D to the 12/11/01 Phasing Summary, will permit the following development in addition to the development permitted in item I.A. above (which when combined with development permitted in item I.A. above will result in permitted development for all Phase I.A. and I.B. Improvements as shown in the [] below):

• 140,000 square feet of retail space [for total Phase I.A. and I.B.], plus
• 225,000 square feet of office space [for total Phase I.A. and I.B.], plus
• 200 hotel rooms [for total Phase I.A. and I.B.], plus
• Residential units of 4000 for Phase IA and IB.

II. Phase II Improvements: completion of (i) the improvements described in items I.A. and I.B. above, (ii) a right-in/right-out connection to Highway 49 at the Cambridge Beltway Drive Connection (i.e., south of the full access location at Whitehall Park Drive) as shown as Access "B" on Figure E to the 12/11/01 Phasing Summary, and (iii) the improvements associated with either the Pioneer Drive Alternative A Connection or the Pioneer Drive Alternative B Connection as shown on Figure E to the 12/11/01 Phasing Summary will permit the following development in addition to the development permitted by items I.A. and I.B. above:

• An amount of additional retail, office and residential development, which when added to the development completed in connection with the Phase I.A. and I.B. Improvements described in items I.A. and I.B. above, would result in entering and exiting traffic to and from the Site in amounts not to exceed the Entering Traffic Threshold of 990 and the Exiting Traffic Threshold of 980 based on the following formula:

- Entering Traffic Threshold:
[(____,000 square feet of Office) x 1.23] +
[(____,000 square feet of Retail) x 1.77] +
[(____ Residential Units x .69] shall result in an Entering Traffic Threshold of < 990; and
- Exiting Traffic Threshold:
[(____,000 square feet of Office) x 1.68] +
[(____,000 square feet of Retail) x 1.91] +
[(____ Residential Units x .23] shall result in an Exiting Traffic Threshold of < 980.

Now in addition to the development in the immediately preceding bulle (Q), 65,000 square feet of theatre space and an additional 225 hotel rooms (for full buildout of 425 hotel rooms) may be permitted;

provided, however, it is understood that a minimum of 300 residential units must be developed prior to or contemporaneously with the development described in this Phase II and shall include residential units permitted pursuant to Petition #2004-____143, said development to be evidenced by certificates of occupancy for the buildings (but not individual units) required to provide such units.

III. Phase III Improvements: completion of (i) the improvements described in items I.A., I.B. and II. above, (ii) the addition of a northbound right-turn lane on Highway 49 into the Site as shown on Figure F to the 12/11/01 Phasing Summary, and (iii) the improvements to the I-485 ramps as shown in Figure F to the 12/11/01 Phasing Summary, will permit the following development in addition to the development permitted by items I.A., I.B. and II. above:

• An amount of additional retail, office and residential development, which when added to the development completed in connection with the Phase I.A., I.B. and II. Improvements described in items I.A., I.B. and II. above, would result in entering and exiting traffic to and from the Site in amounts not to exceed the Entering Traffic Threshold of 1,510 and the Exiting Traffic Threshold of 1,750 based on the following formula:

- Entering Traffic Threshold:
[(____,000 square feet of Office) x 1.23] +
[(____,000 square feet of Retail) x 1.77] +
[(____ Residential Units x .69] shall result in an Entering Traffic Threshold of < 1,510; and
- Exiting Traffic Threshold:
[(____,000 square feet of Office) x 1.68] +
[(____,000 square feet of Retail) x 1.91] +
[(____ Residential Units x .23] shall result in an Exiting Traffic Threshold of < 1,750;

provided, however, it is understood that a minimum of 600 residential units must be developed prior to or contemporaneously with the development described in this Phase III, said development to be evidenced by the issuance of certificates of occupancy for the buildings (but not individual units) required to provide for such units.

IV. Phase IV: The balance of the development permitted by this Technical Data Sheet shall be permitted after completion of the improvements described in Items I.A., I.B., II and III above without any further roadway improvements.

In connection with each request for a building permit and upon completion of construction of buildings associated with the permitted development described in items I.A., I.B., II and III above, the Petitioner shall submit to CDOT a summary setting forth the square footage amounts of the development by type completed on the Site, the square footage amounts of the development by type for which the Petitioner is requesting a building permit, and the calculations of the Entering Traffic Threshold and the Exiting Traffic Threshold resulting from the existing and the proposed development, in order to ensure compliance with the above-referenced phasing requirements. CDOT shall communicate to the Petitioner and applicable representatives of Mecklenburg County Building Standards Department, CDOT's acceptance or rejection of the accounting summary and the resulting compliance or lack of compliance with the Entering Traffic Threshold and the Exiting Traffic Threshold promptly upon receipt by CDOT of all such information reasonably necessary to verify such compliance.

For the purposes of the calculations of the permitted development described above, the amount of permitted development set forth for a specific use may be increased above the amounts shown to the extent that the amount of actual development for other uses is less than the amounts shown, in accordance with the following conversion ratios: office square footage may be substituted for unused hotel rooms at the rate of one room for 1,250 square feet of office space; office square footage may be substituted for unused retail or theatre square footage at the rate of 1 square foot to 1 square foot; retail square footage may be substituted for unused office square footage at the rate of 1 square foot to 1 square foot; retail square footage may be substituted for unused hotel rooms at the rate of 1 unit for 300 square feet; residential dwelling units may be substituted for office or retail space at the rate of 1 unit for 1,250 square feet; and residential units may be substituted for hotel square footage at the rate of 1 unit for 1 room.

(2) It is understood that certain roadway improvements associated with the Whitehall Drive Connection located across N.C. Highway 49 from the Site including, without limitation the eastbound right turn lane on Whitehall Park Drive, may not be accommodated by the existing right-of-way of Whitehall Park Drive. If the roadway improvements to Whitehall Park Drive located across N.C. Highway 49 from the Site cannot be located within the existing right-of-way of Whitehall Park Drive, the Charlotte Department of Transportation shall cooperate, at no cost to the City, with the Petitioner in connection with an easement or acquisition of such portion of the adjacent private property (including the exercise of eminent domain) as may be necessary to ensure completion of such roadway improvements. The Petitioner agrees to exercise reasonable efforts to obtain an easement or other agreement from the applicable property owner to permit the completion of the Whitehall Park Drive improvements located across N.C. Highway 49 from the Site. If the Petitioner is unable to do so after the exercise of reasonable efforts or the Petitioner or CDOT encounters delays in the acquisition of any needed right-of-way for such improvements, the Petitioner shall be entitled to implement minor adjustments in the design of the Whitehall Park Drive improvements, subject to the reasonable approval of CDOT, in connection with the development and occupancy of the development

Ayrley Commercial Signage Criteria

For the purposes of modifying the allowable MUDD signage criteria, the petitioner is seeking flexibility in the Entertainment District and Corporate District as outlined on Sheet A-1 (01 Rezoning Plan). The two Districts seeking flexibility are delineated with hatching and cross-hatching and referred to as "Entertainment Mixed-Use Signage District" and "Interstate/Office/Hotel/Retail Mixed-Use District". For the purpose of this signage criterion, they will be referred to as Entertainment District (ED) and Corporate District (CD).

The Entertainment District of Ayrley is located in the Northwest quadrant and has frontage on South Tryon St. (US Hwy 49) and Interstate 485. Many of the businesses will require good visibility and signage opportunities from both vehicular arteries in order to be sustainable. As it is the intent of Ayrley to give the appearance of being built over a period of time, the various buildings strive to have differing architectural styles, characters and personalities. The petitioner is seeking the same flexibility in signage packages. Every building in the district will have its own signage package, reflecting the character of the specific building. Each building will adhere to the overall criteria outlined in this section in terms of number of signs, size, location and lighting. An exciting signage system will identify Ayrley and the tenants as a signature urban retail/entertainment venue and create a sense of place.

- Computer programmable LED Systems with full color, full matrix display.
- Full color outdoor video display.
- Blade signs.
- Decorative signs.
- Fabricated letters, symbols and/or logos.
- Message centers including ticker tape type moving messages.
- Signs with moveable parts.
- Marquee signs.
- Movie posters, signs and/or banners.
- Changeable copy signs.
- Video type projection messages from either direct projection or rear screen projection.
- Digitally printed vinyl signs wrapped around a supporting structure.
- Murals/artwork.

The Corporate District of Aynley is located in the Northeast quadrant of Aynley and has over 1,600 linear feet of frontage on Interstate 485. Many businesses attracted to the CD will require good visibility and ample signage opportunities. Flexibility in signage will be necessary to sustain this District, even though the petitioner is seeking less variations from Chapter 13 than in the ED. This District will continue the Vision of building with different styles, characters and personalities but will be more corporate in nature. The CD will be composed of mid-rise office structures, hotels, parking structures, dense residential and retail. Each building will have a signage package to further restrict the allowable signage and preserve the character of the individual building. An exciting signage system will identify the Aynley Corporate District as a signature corporate venue and create a sense of place.

- Computer programmable LED Systems with full color, full matrix display.
- Blade signs.
- Decorative signs.
- Fabricated letters, symbols and/or logos.
- Message centers including ticker tape type moving messages.
- Signs with moveable parts.
- Movie type projected images from either direct projection or rear screen projection.
- Murals/artwork.

<u>ENTERTAINMENT DISTRICT</u>	Maximum Height of Signage	Max allowable signage area/tenant
0 - 5,000 sq. ft.	24"	30 sq. ft.
5,000 - 15,000 sq. ft.	30"	50 sq. ft.
15,000 - 40,000 sq. ft.	36"	100 sq. ft.
Over 40,000 sq. ft.	48"	200 sq. ft.

<u>CORPORATE DISTRICT</u>	Maximum Height of Signage	Max allowable signage area/tenant
<i>Internal Streets:</i>		
0 - 5,000 sq. ft.	18"	25 sq. ft.
5,000 - 15,000 sq. ft.	24"	30 sq. ft.
15,000 - 40,000 sq. ft.	30"	40 sq. ft.
Over 40,000 sq. ft.	36"	55 sq. ft.
<i>Interstate 485 Frontage:</i>		
0 - 5,000 sq. ft.	30"	50 sq. ft.
5,000 - 15,000 sq. ft.	36"	75 sq. ft.
15,000 - 40,000 sq. ft.	42"	100 sq. ft.
Over 40,000 sq. ft.	48"	200 sq. ft.

<u>DETACHED SIGNS</u>	Max allowable signage area
	150 sq. ft.

2) In No case shall the signage exceed 10% of the exterior wall surface

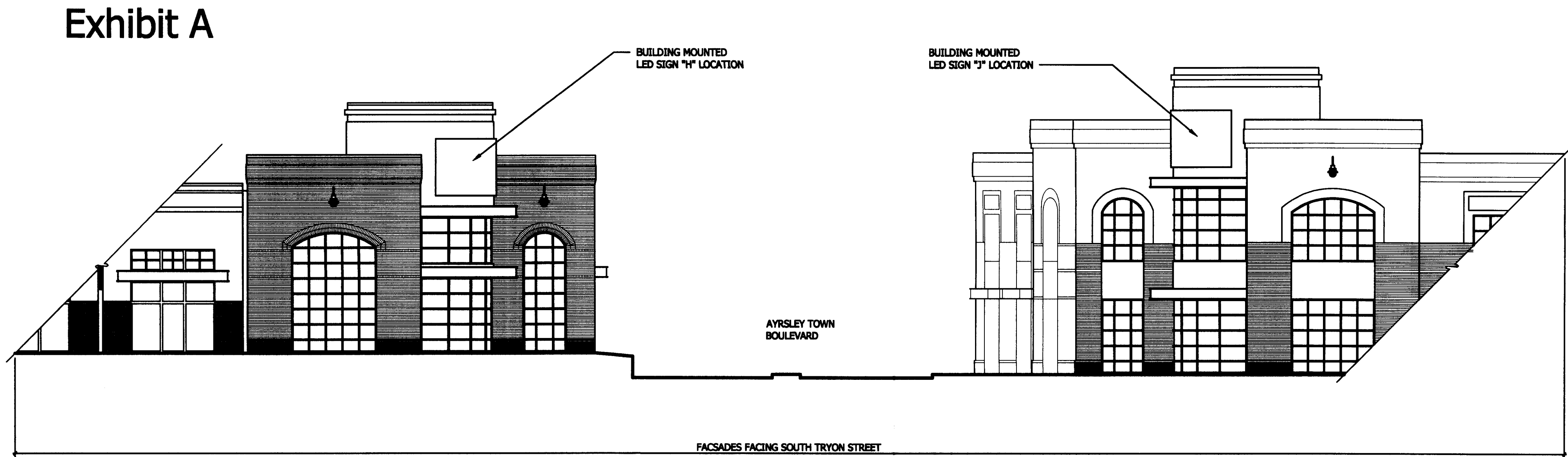
4) Wall signage may not project above the building parapet, but may be located on any architectural feature such as a tower, spire or any other three dimensional architectural element.

6) Signage on awnings or canopies will be calculated as part of the maximum allowable signage area.

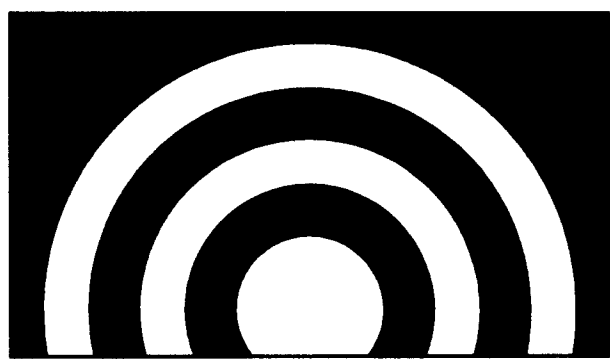
8) Artwork, such as but not limited to murals, may be painted directly onto the building facades.

9) Although building or site lighting is not considered signage under the Ordinance, these provisions recognize that lighting will be a key design element of the project. Any type of lighting, such as but not limited to accent lighting, Tivoli type lighting, neon lights, flashing lights, colored lights, attached lighting, major or minor projecting lighting, light beams of any color and lampost lighting may be utilized in the ED. Any lighting on the Site shall not be calculated as part of the maximum allowable wall signage area noted above.

SEE ATTACHED CONTINUATION SHEET FOR ENTITLEMENTS AND COMPLETED ENTITLEMENTS



2010 south tryon street suite 1a
charlotte north carolina 28203
voice • 7 0 4 . 3 3 2 . 1 6 1 5 5
fax • 7 0 4 . 3 3 2 . 0 1 1 7 7
web • w w w . o d a r c h . c o m m



Ayrsley

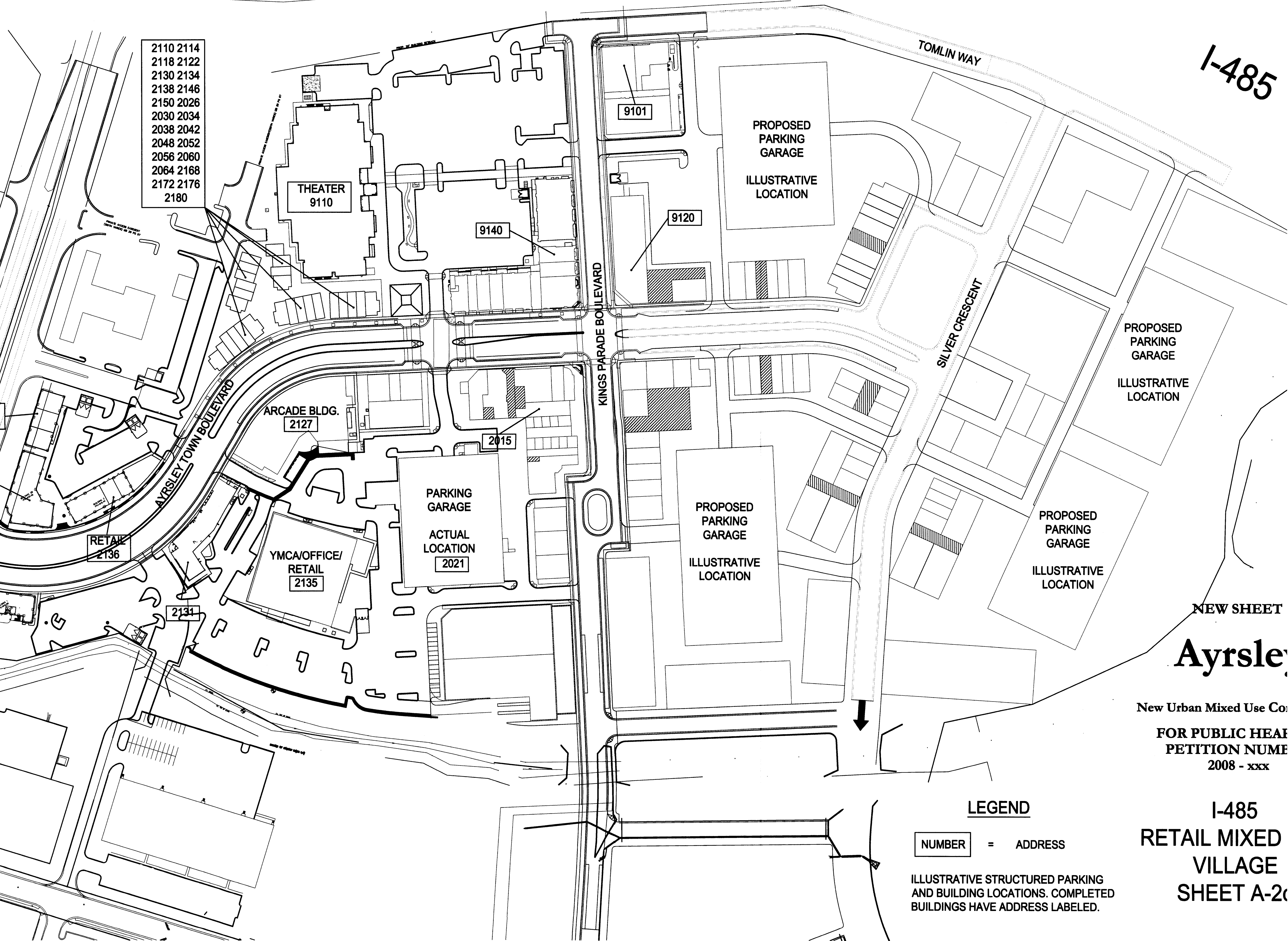
CHARLOTTE, NORTH CAROLINA

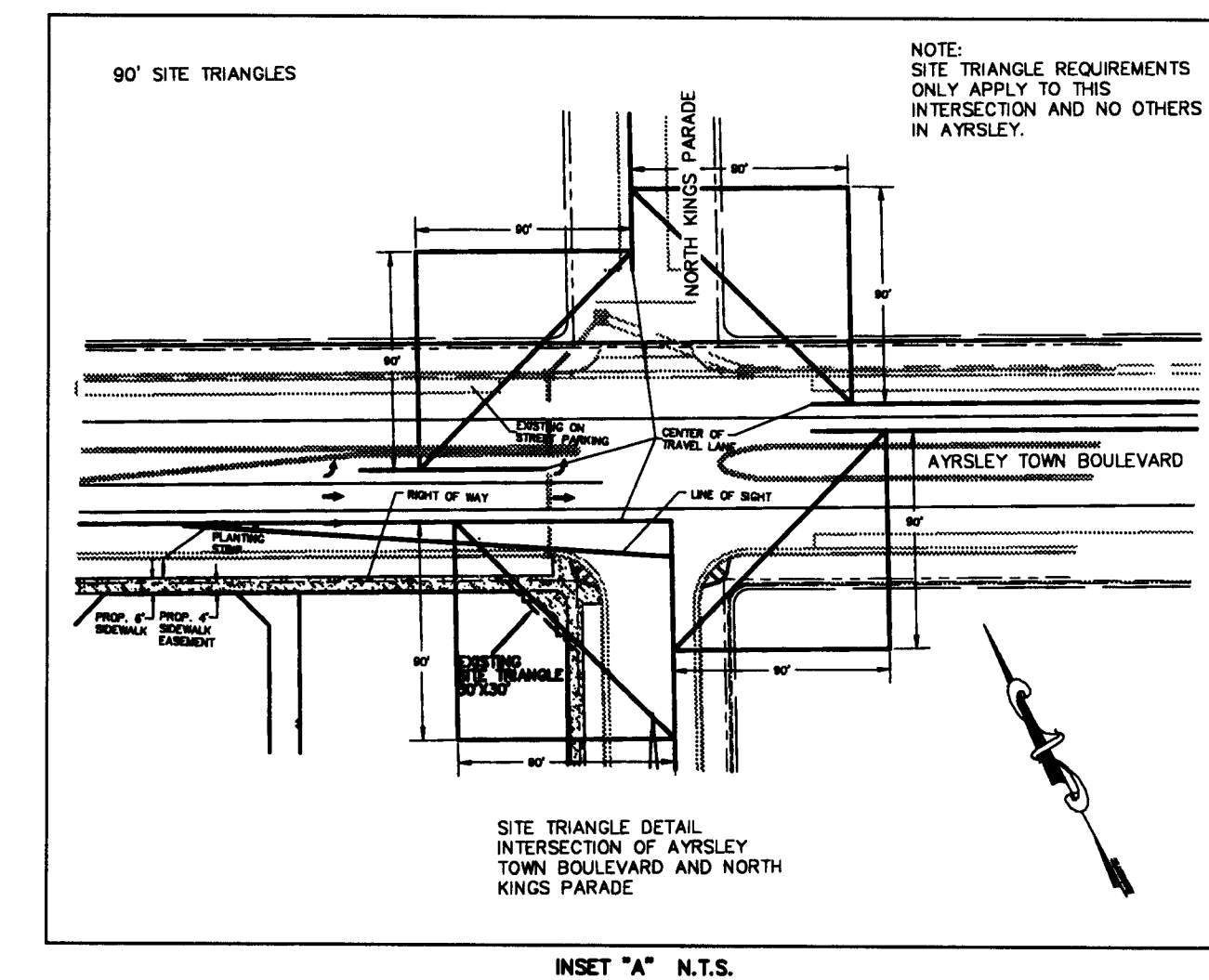
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A-2b

I-485

I-485





A-3

ROADWAY ADJUSTMENTS
AND CLARIFICATIONS
PRELIMINARY
DO NOT USE FOR CONSTRUCTION

DATE: _____

WIDENING WHITEHALL PARK DRIVE WILL BE COMPLETED BY THE APPLICANT WITHIN 12 MONTHS AFTER 150,000 SQUARE FEET OF LEASED OFFICE SPACE IS OCCUPIED. APPLICANT WILL ADVISE CHARLOTTE DEPARTMENT OF TRANSPORTATION 60 DAYS PRIOR TO LEASING THE 150,000 SQUARE FEET OF OCCUPIED OFFICE SPACE.

