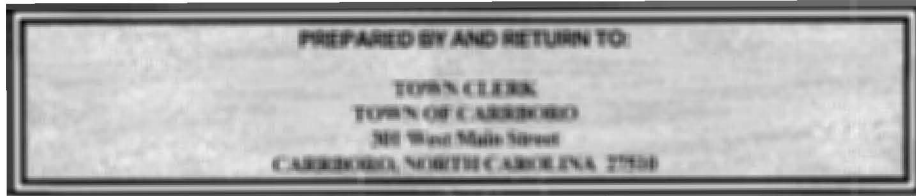




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FILED Joyce H. Pearson
Register of Deeds, Orange Co., NC
Recording Fee: \$32.00
NC Real Estate TX: \$.00



FOR MULTIPLE PIN SHEET
SEE BOOK 4817 PAGE 156



ORANGE COUNTY NORTH CAROLINA

TOWN OF CARRBORO CONDITIONAL USE PERMIT GRANTED (300 East Main Street project)

On the date(s) listed below, the Board of Aldermen of the Town of Carrboro met and held a public hearing to consider the following application:

APPLICANT: Main Street Properties of Chapel Hill, LLC
OWNER: Main Street Properties of Chapel Hill, LLC
PROPERTY LOCATION (Street Address): 200, 208, 300, 300-G, 304, 400 and 404 East Main Street and 104 Boyd Street
TAX MAP, BLOCK, LOT(S): 7.92.A.1, 7.92.A.5, 7.92.A.5A, 7.92.A.11, 7.92.A.12, 7.92.A.8, 7.92.A.9, 7.92.D.19 7.92.A.10 RH per phone
PROPOSED USE OF PROPERTY: To allow for construction of multiple five-story commercial buildings and associated infrastructure at and around 300 East Main Street.
CARRBORO LAND USE ORDINANCE USE CATEGORY: Building Site – 2.110, 2.111, 2.120, 2.150 (in B-1(c) portion only); Office. Service and similar uses: 3.110, 3.120, 3.130, 3.150 3.250; Educational, Cultural, Religious, etc: 5.110, 5.120, 5.130, 5.200, 5.310, 5.320, 5.400; Recreation, Amusement, Entertainment: 6.110, 6.121, 6.122, 6.130, 6.140, 6.221, 6.222; Restaurants, Bars, Nightclubs: 8.100, 8.200, 8.500, 8.600; Emergency Services: 13.100; Public and Semi-Public Facilities: 15.100, 15.700; Open Air Markets and Horticultural Sales: 19.100; Temporary structure or parking lot used in connection with construction project or other non-recurring purpose: 23.000; Combination Use: 27.000; Satellite Parking Lot: 10.100
MEETING DATES: August 26, September 16, September 30, 2008

Having heard all the evidence and arguments presented at the hearing, the Board finds that the application is complete, that the application complies with all of the applicable requirements of the Carrboro Land Use Ordinance for the development proposed, and that therefore the application to



make use of the above described property for the purpose indicated is hereby approved, subject to all applicable provisions of the Land Use Ordinance and the following conditions:

1. The applicant shall complete the development strictly in accordance with the plans submitted to and approved by this Board, a copy of which is filed in the Carrboro Town Hall. Any deviations from or changes in these plans must be submitted to the Development Review Administrator in writing and specific written approval obtained as provided in Section 15-64 of the Land Use Ordinance.
2. If any of the conditions affixed hereto or any part thereof shall be held invalid or void, then this permit shall be void and of no effect.
3. That both Phase A and Phase B construction plans must include a note referencing that the entire project is now regulated under one Conditional Use Permit.
4. That Use Classification 18.100 be removed from the list of permissible uses.
5. That the Board of Aldermen finds it acceptable to orient the parking deck either east-west or in the alternate north-south direction, along with related changes to the drive aisle area (i.e.: inclusion of a small traffic circle and drop-off area in front of the hotel).
6. That the applicant agrees to extend the east-west leg of Boyd Street to a new entrance / exit on Main Street, as shown on the CUP plans. In doing so, the applicant must coordinate filing a plat offering the necessary additional right-of-way to the Town of Carrboro, prior to construction plan approval. Final design details for both the existing leg and newly-proposed leg of Boyd Street are subject to approval by the Public Works Department during the construction plan review and shall incorporate necessary elements from Town plans and specifications. If the applicant is unable to coordinate the filing of a plat dedicating the necessary right-of-way to the Town prior to construction plan approval, then the applicant agrees to subject the project to an additional public hearing via the CUP Major Modification process, so that further consideration may be given to the associated changes to traffic patterns.
7. Prior to construction plan approval, the applicant shall replace the currently-shown handicap accessible ramp detail with a detail conforming to NCDOT roadway standard specifications for handicap ramp curb cut/sidewalk connections within public right-of-way (i.e.: two ramps per radius, 90-degrees from one another, instead of one ramp per radius).
8. That the applicant must obtain approval from Public Works for the final location for tree-containing grates and the tree species proposed along Main Street, prior to construction plan approval.
9. That the applicant must obtain approval from Public Works for the final details for brick-edged sidewalks to be included along both Main Street and Boyd Street, in accordance with Town specifications.
10. That the applicant must obtain a driveway permit from both Public Works (for Boyd Street) and NCDOT prior to construction plan approval. In granting the driveway permit, the Town encourages NCDOT to require the improvements mentioned in 'TIA recommendation #2,' consider requiring the improvements mentioned in 'TIA recommendation #1' (both reiterated in the '12/05/07 TIA Memorandum'), and to discuss their final list of requirements with the Town of Carrboro Transportation Planner to ensure compatibility with the Carrboro Downtown Traffic Circulation Study.
11. That the applicant must obtain approval for a construction traffic control plan from both Public Works and NCDOT prior to construction plan approval.
12. That the Board of Aldermen finds that 843 parking spaces are sufficient to serve the development. This finding is based on information provided by the applicant regarding the proposed mix of uses and expected shared use of spaces, which should result in the development having sufficient parking at all times except 6-9 PM Friday and Saturday evenings when a majority of the property is leased. This finding of a sufficient number of spaces also is subject to and dependent on the applicant's willingness to retain and utilize a valet parking company during times when a parking shortage exists. The valet



parking company is expected to utilize space within the parking deck in such a manner that an additional 47 parking spaces may be realized, as per the information submitted by the applicant stating that it is possible to gain this number of spaces. The obligation to utilize a valet parking company, in accordance with the terms explained herein, shall be a continuing, binding part of the CUP unless the Board of Aldermen agrees to modify this condition based on future circumstances.

13. Prior to issuance of each building permit, the applicant must present to the Town evidence showing that sufficient parking will be constructed concurrent with the proposed building, in accordance with the parking spreadsheet data included in the CUP plans. The certificate of occupancy for each building will not be issued until such parking is complete unless the applicant demonstrates that the parking deficit can be addressed by a parking valet company in the same manner described in CUP condition #12. In such a situation, the obligation to utilize a valet parking company shall be a continuing, binding part of the CUP until the necessary number of parking spaces are provided unless the Board of Aldermen agrees to modify this condition based on future circumstances.
14. That the applicant agrees to include at least 80 bicycle parking spaces. The spaces must be dispersed throughout the project with at least 25% located proximate to the front entrances of buildings, and with at least half of the spaces located in a covered location to shield bicycles from weather elements.
15. That except as required in the condition below relating to the residential property along Boyd Street on the southeast side of the site, the Board of Aldermen finds that no screening requirements are imposed on this project because the Board desires to foster a pedestrian-friendly atmosphere in the downtown area among other factors relative to the property lines and further finds that integration of this project with the neighboring property on the eastern side would be diminished were screening required between the two sites.
16. That the applicant shall consider suggestions made by the Environmental Planner prior to construction plan approval related to finding possible additional or alternate locations for shade trees.
17. That prior to construction plan approval for Phase A the applicant must fully analyze and survey the existing storm drain system all the way to the outlet and modify elements of the underground detention system if necessary based on associated findings.
18. That the applicant must incorporate an appropriate filter or similar type device into the proposed swirl-type vault system, upon such device being reasonably available, in order to increase the percentage of TSS removal associated with the stormwater device.
19. That the applicant shall provide to the Zoning Division, prior to issuance of the first Certificate of Occupancy for the project or before the release of a bond if some features are not yet in place at the time of the recording of the first Certificate of Occupancy for the project, Mylar and digital as-builts for the stormwater features of the project. Digital as-builts shall be in DXF format and shall include a base map of the whole project and all separate plan sheets. As-built DXF files shall include all layers or tables containing storm drainage features. Storm drainage features will be clearly delineated in a data table. The data will be tied to horizontal controls.
20. That the developer shall include a detailed stormwater system maintenance plan, specifying responsible entity and schedule. The plan shall be subject to approval by the Town Attorney and shall include scheduled maintenance activities for each unit in the development, (including cisterns, sand filters, swirl-systems, etc), performance evaluation protocol, and frequency of self-reporting requirements (including a proposed self-reporting form) on maintenance and performance. The plan and supporting documentation shall be submitted to Town engineer and Environmental Planner for approval prior to construction plan approval. Upon approval, the plans shall become an ongoing obligation of the property owners.
21. That the applicant must obtain approval from OWASA for the final design related to water and sewer easements prior to construction plan approval, particularly related but not limited to including a 20-foot easement around the meter vault in Phase A, as



referenced on OWASA's May 16, 2007 letter, plus ensuring that OWASA easements are free from certain unallowable encroachments.

22. That the applicant shall present for approval the final architectural details for buildings D, E and F in accordance with the approval process established in the ordinance at the time such approval is sought. If the approval authority is the Appearance Commission, the architectural plans shall nevertheless be reviewed by the Board of Aldermen.
23. That the applicant must submit fire flow calculations and receive approval of the calculations from the Town Engineer and OWASA prior to construction plan approval.
24. That the applicant obtains all necessary temporary and permanent easements, encroachment agreements, or similar legal instruments prior to construction plan approval.
25. That prior to construction plan approval, the applicant must receive a 'transportation facility' permit from NCDENR.
26. That prior to construction plan approval, the applicant must provide to the Town evidence that the ArtsCenter retains perpetual access rights, parking rights, solid waste facilities rights, etc, consistent with the existing reciprocal operating agreement with Main Street Properties governing access and parking. If, subsequent to the issuance of the CUP, both parties agree to a new reciprocal operating agreement, then such agreement shall supersede the existing agreement with respect to this condition.
27. That the construction plans show a catch basin including the phrase 'dump no waste, drains to Jordan Lake.
28. That a covered bus shelter be required with a custom design.
29. That lighting be allowed to spill over onto the railroad in order to increase safety in this area to the extent permitted under the Land Use Ordinance.
30. The Board asked that the developer provide an 8-foot wide sidewalk between the railroad right-of-way and Roberson Street if possible.
31. That the hotel shall include the following water conservation measures: the use of Sloan Flushmate IV high efficiency toilets 1.0gal / 3.8 Liter per flush (or equivalent device) in all guest rooms and public restrooms; use of low consumption urinals in public restrooms; use of low consumption faucets in all guest rooms and public restrooms delivering 0.5 gallons per minute as opposed to 2.5 gallons per minute; use of low consumption shower heads in all guest rooms; and use of circulation pumps in main hot water line to make hot water available quickly at all faucets. The building permit application for the hotel building must include evidence sufficient to show that the building design adheres to this CUP condition.
32. That the applicant agrees to include on the construction plans a vegetative and/or fence screen in the southeast corner of the site (adjacent to the residences on Boyd Street) sufficient to meet the LUO's Type A description.
33. That the applicant must regularly water Boyd Street during construction, using OWASA reclaimed water, to reduce dust, erosion, etc potentially caused by heavy vehicles.
34. That the applicant agrees to place bollards at all entrances to the pedestrian plaza where vehicles travel adjacent to the area so as to create a physical barrier between the plaza and vehicle travel lanes. A detail drawing and spacing for the bollards shall be shown on the construction plans.
35. That prior to construction plan approval, the applicant, Town staff, and NCDOT will agree to a construction traffic management plan to include adequate signage to address pedestrian and bicycle flow along Main Street as well as vehicular traffic.
36. That during construction the applicant shall keep posted, on site in a conspicuous location, contact information including a phone number that citizens may call at any time with concerns about construction of the project.



37. That the applicant agrees to identify on the construction plans an at-grade pedestrian connection to the south, at 105/107 Padgette Lane, that is handicap accessible.
38. That the applicant is encouraged to lease to locally-owned businesses and businesses receiving funds from the Town's revolving loan fund.
39. That the applicant must maintain, at a minimum, an amount of vegetation on site consistent with the planting plan on Sheet L100 of the CUP plans. It is recognized that the species and types of plantings may change over time due to availability, but at no time may the amount of plantings fall below what is represented in the planting table.
40. That the Appearance Commission approves an alternative design for buildings B and C in accordance with the designs and details included in the CUP plans. Per the plans, the glazing shall not be reduced below 64% on ground floor and 28.3% for upper floors for Building B and 69% on ground floor and 26.8% for upper floors for Building C.
41. That the Appearance Commission shall conduct a courtesy-level review of the final architectural details and materials choices for buildings B and C prior to issuance of a building permit.
42. That the applicant shall strive to reduce heat-island effects by including plantings on a minimum of 10% of the pedestrian plaza area with a minimum of 20% canopy, as well as including shade trees and cool paving materials.
43. That the applicant also shall strive to reduce heat-island effects by using high-reflectance paving materials in lieu of dark brick or asphalt. In addition, the applicant shall strive to provide shading devices to reduce heat on building surfaces and pavements and use solar-reflective roofing materials.
44. That the applicant shall involve a LEED accredited professional with the ongoing design of the project and will use as many green building techniques as possible in their plans (for example: low impact design and development, resource efficiency, energy efficiency, water conservation and reuse, indoor environmental quality, homeowner education, etc.) and that the applicant shall utilize the LEED Green and Sustainable Buildings Checklist as a means of quantifying its contribution to sustainability.
45. That the applicant shall include at least one shower in multi-tenant office buildings for office tenant use. Accordingly, the building permit plans for each building containing multi-tenant office space must include at least one shower facility before the building permit may be issued.
46. That the applicant shall incorporate passive solar space heating and cooling principals into building design as consistent with the site plan.
47. That the applicant agrees to continue to explore solar power options, especially for hot water.
48. That the applicant agrees to provide some bicycle racks on the sidewalk in the public right-of-way along East Main Street as long as the Town of Carrboro and NCDOT agree with the request, and that the applicant agrees to phase in the installation of bike racks as construction progresses rather than waiting until all construction is complete.
49. That the applicant agrees that the central pedestrian walkway is closed to non-emergency vehicular traffic.
50. That distinctive paving material shall be used in pedestrian areas of the 300 E. Main project and these materials shall continue south and lead into The Butler condominium project.
51. That where pedestrian links from 300 E. Main to The Butler condominiums cross vehicular ways the crosswalks shall be distinctively marked and raised.



This permit shall automatically expire within two years of the date of issuance if the use has not commenced or less than 10 percent (10%) of total cost of construction has been completed or there has been non-compliance with any other requirements of Section 15-62 of the Carrboro Land Use Ordinance.

All street construction on those streets proposed for acceptance by the Town of Carrboro shall be certified by an engineer. Engineering certification is the inspection by the developer's engineer of the street's subgrade, base material, asphalt paving, sidewalks and curb and gutter, when used. The developer's engineer shall be responsible for reviewing all compaction tests that are required for streets to be dedicated to the town. The developer's engineer shall certify that all work has been constructed to the town's construction specifications.

If this permit authorizes development on a tract of land in excess of one acre, nothing authorized by the permit may be done until the property owner properly executes and returns to the Town of Carrboro the attached acknowledgment of the issuance of this permit so that the town may have it recorded in the Orange County Registry.

NORTH CAROLINA

ORANGE COUNTY

IN WITNESS WHEREOF, the Town of Carrboro has caused this permit to be issued in its name, and the undersigned being all of the property above described, do hereby accept this Conditional Use Permit, together with all its conditions as binding upon them and their successors in interest.



THE TOWN OF CARRBORO

ATTEST:

Sarah C. Williamson (SEAL)
Town Clerk

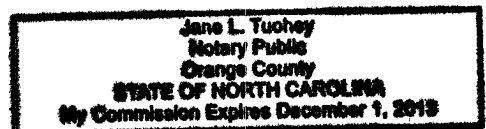
BY Stewart
Town Manager

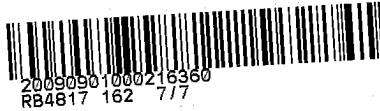
I, Jane L. Tuohy Notary Public in and for said County and State, do hereby certify that Sarah C. Williamson, Town Clerk for the Town of Carrboro, personally came before me this day and being by me duly sworn says each for himself that she knows the corporate seal of the Town of Carrboro and that the seal affixed to the foregoing instrument is the corporate seal of the Town of Carrboro, that Steven E. Stewart, Town Manager of said Town of Carrboro and Sarah C. Williamson, Town Clerk for the Town of Carrboro subscribed their names thereto; that the corporate seal of the Town of Carrboro was affixed thereto, all by virtue of a resolution of the Board of Aldermen, and that said instrument is the act and deed of the Town of Carrboro.

IN WITNESS THEREOF, I have hereunto set by hand and notarial seal this the 14 day of August, 2009.

Jane L. Tuohy (SEAL)
Notary Public

My Commission Expires: 12-1-2013





We, Main Street Properties of Chapel Hill, LLC, owners, do hereby acknowledge receipt of this Conditional Use Permit. The undersigned owners do further acknowledge that no work may be done pursuant to this permit except in accordance with all of its conditions and requirements and that this restriction shall be binding upon them and their successors in interest.

MAIN STREET PROPERTIES OF CHAPEL HILL, LLC

BY: *[Signature]*
Laura Van Sant, Managing Member

NORTH CAROLINA

ORANGE COUNTY

I, Jane L. Tuohy, a Notary Public in and for said County and State, certify that Laura Van Sant personally came before me this day and acknowledged that she is Managing Member of Main Street Properties of Chapel Hill, LLC and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by her as Managing Member on behalf of Main Street Properties of Chapel Hill, LLC thereof all by authority duly given.

WITNESS my hand and notarial seal this the 13 day of July, 2009.

Jane L. Tuohy
Notary Public

My Commission Expires: 12-1-2013

(Not valid until fully executed and recorded)

