

**JOYCE H. PEARSON
REGISTER OF DEEDS
ORANGE COUNTY, NC**

NORTH CAROLINA
ORANGE

I do hereby certify this to be a true copy of the attached document filed and recorded in the
aforesaid county as evidence by Instrument Number

20080303000050020 in Book No. RB 4471 Page No. 30 and consists of 6 page/s.

Witness my hand and Official seal this 3rd day of March 2008.

Joyce H. Pearson
Register of Deeds

By : *Lois K. Berry* Deputy

SEAL

**Orange County Register Of Deeds
Joyce H. Pearson
P.O.Box 8181
Hillsborough, NC 27278**

20080303000050020 PRMIT
Bk:RB4471 Pg:30
03/03/2008 02:40:17 PM 1/6

FILED Joyce H. Pearson
Register of Deeds, Orange Co, NC
Recording Fee: \$44.00
NC Real Estate TX: \$.00

JB



Handwritten initials: HP

Prepared by: Phil Mason, Chapel Hill Planning Department



TOWN OF CHAPEL HILL
405 MARTIN LUTHER KING JR BLVD
CHAPEL HILL, NC 27514
(919) 968-2728

ORANGE COUNTY

NORTH CAROLINA

SPECIAL USE PERMIT MODIFICATION

KNOW ALL MEN BY THESE PRESENTS, that the undersigned property owner(s), Federal Realty Investment Trust, having applied to the Town of Chapel Hill for a Special Use Permit Modification of the existing Special Use Permit, approved by the Chapel Hill Board of Aldermen October 7, 1974, said modification was granted by the Town of Chapel Hill on November 6, 2006, the terms of which are as follows:

NAME OF PROJECT: Starbucks at Eastgate Shopping Center

NAME OF DEVELOPER: Federal Realty Investment Trust

DESCRIPTION OF PREMISE

LOCATION: A portion of Eastgate Shopping Center, in the northern part of the site and located at 1810 East Franklin Street, Chapel Hill, NC 27514

ORANGE COUNTY PARCEL
IDENTIFIER NUMBER: 9799-25-5527

Handwritten initials: Jh.

DESCRIPTION OF DEVELOPMENT

NET LAND AREA: 19,336 sq. ft.

MAXIMUM FLOOR AREA: 1,920 sq. ft. (existing)

MAXIMUM # OF PARKING SPACES: 23

MINIMUM # OF BICYCLE SPACES: 12



Land Use Intensity	
Net Land Area	19,336 s.f.
Total # of Buildings	1 (existing)
Maximum Floor Area	1,920 s.f. (existing)
Maximum Impervious Surface Area	18,033 s.f.
Maximum # of Parking Spaces	23
Minimum # of Bicycle Spaces	12

3. Compliance With State and Federal Floodplain Regulations: That the applicant shall comply with State and federal regulations pertaining to redevelopment in the federally regulated floodplain and floodway. That the applicant shall provide 1) certification by a licensed professional engineer for dry flood proofing or 2) elevation of the structure, to provide structural protection to 18 inches above base flood elevation, or 3) certification by a licensed appraiser to verify that no substantial improvement to the structure is proposed. That the applicant shall provide certification, subject to Town Manager approval in pre-construction and post-construction conditions, prior to issuance of a Zoning Compliance Permit and Certificate of Occupancy, respectively.

Transportation

4. Eastgate Shopping Center Drive Vehicular Access Easement: That the applicant shall provide a recorded 35-foot wide public vehicular access easement to the Town of Chapel Hill. The easement shall extend approximately 310 feet to the southeast on Eastgate Shopping Center Drive from the intersection of East Franklin Street, to be approved by the Town Manager prior to the issuance of a Zoning Compliance Permit.
5. Right-In/Right Out Vehicular Access: That the applicant shall provide right-turn in/right-turn out access to East Franklin Street, including a raised concrete pork chop driveway design. The plans shall be approved by NCDOT and the Town Manager prior to the issuance of a Zoning Compliance Permit.
6. Vehicular Parking: That the applicant shall provide a maximum of 23 vehicular parking spaces, including 2 handicapped parking spaces. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
7. Bicycle Parking: That the applicant shall provide 6 inverted 'U'-type bicycle racks to accommodate 12 bicycles, on the north side of the building. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
8. East Franklin Street Sidewalk Extension: That the applicant shall provide a Town standard 10-foot wide sidewalk, with 30-inch curb and gutter, extending approximately 100 linear feet along the East Franklin Street frontage to the west side of the driveway. That the applicant shall also provide Town Standard handicapped ramps on both sides of the driveway, adjacent to the striped crosswalk, connecting the sidewalk segments. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
9. Sidewalk between Site's Parking Area and Eastgate Shopping Center Drive: That the applicant shall provide a Town standard 5-foot wide sidewalk, approximately 45 linear feet, connecting Eastgate Shopping Center Drive and the site's parking area. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
10. Side walk connecting Eastgate Mall and Eastgate Shopping Center Drive: That the applicant shall provide a 5-foot wide sidewalk on the south side of Eastgate Shopping Center Drive, for approximately 15 linear feet, connecting the existing sidewalk on the main portion of Eastgate Shopping Center to the required speed table/stripped pedestrian crosswalk. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
11. Side walk along frontage on Eastgate Shopping Center Drive: That the applicant shall provide a Town standard 5-foot wide sidewalk, with 30-inch curb and gutter, for approximately 155 linear feet on the north side of the Eastgate Shopping Center Drive. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
12. Striped Pedestrian Crosswalk-East Franklin Street Access: That the applicant shall provide a Town standard striped crosswalk across the East Franklin Street driveway. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
13. Striped Pedestrian Crosswalk-Parking Area: That the applicant shall provide a Town standard striped crosswalk across the parking area to the coffee shop entrance. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
14. Striped Pedestrian Crosswalk-Eastgate Shopping Center Drive Access: That the applicant shall provide a Town standard striped



- 17. Cross walk Signage: That the applicant shall provide “yield to pedestrians” signs in both directions at the Eastgate Shopping Center Drive crosswalk. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
- 18. Parking Lot Standards: That all parking lots, drive aisles and parking spaces shall be designed to Town standards, subject to Town Manager approval, prior to the issuance of a Zoning Compliance Permit.
- 19. East Franklin Street Bus Stop Improvements: Subject to NCDOT approval, the applicant shall provide bus stop improvements for the existing bus stop located on the East Franklin Street frontage, including a concrete pad behind the sidewalk, a shelter, bench and trash can, and electricity for electronic signage and lighting, designed to Town Standard, prior to issuance of a Certificate of Occupancy. An NCDOT encroachment agreement shall be provided and site plans approved by NCDOT and the Town Manager, prior to the issuance of a Zoning Compliance Permit.
- 20. NCDOT Encroachment Agreement Approval: That for all work authorized by NCDOT, the applicant shall provide an encroachment agreement, approved by the North Carolina Department of Transportation (NCDOT), for any work proposed in the NCDOT right-of-way, including bus-stop improvements, sidewalks, driveways, landscaping, and the like, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.
- 21. Transportation Management Plan: That the applicant shall prepare and obtain Town Manager approval of a Transportation Management Plan prior to issuance of a Zoning Compliance Permit. The required components of the Transportation Management Plan shall include:
 - a. Quantifiable traffic reduction goals and objectives;
 - b. Provisions for designation of a Transportation Coordinator;
 - c. Provision for an annual Transportation Survey and Annual Report to the Town Manager;
 - d. Ridesharing incentives;
 - e. Public transit incentives; and
 - f. Other measures subject to approval by the Town Manager.

Landscaping and Architecture

- 22. Required Buffers: That the following landscape buffer be provided; and if any existing vegetation is to be used to satisfy the buffer requirements, the vegetation will be protected by fencing from adjacent construction:

Required Landscape Buffers

Location	Buffers Widths
Northern Boundary (East Franklin Street frontage)	5'-20' Variable-Width Alternate Type 'D' External Buffer
Southern Boundary (Eastgate Shopping Center Drive)	0'-80' Variable-Width Buffer
Eastern Boundary (adjacent to Brueggers Bagels)	None

- 23. East Franklin Street Frontage Alternate Landscape Buffers: That the applicant shall provide a 5 to 20-foot alternate type “D” variable width external landscape buffer along the East Franklin Street frontage, subject to Community Design Commission approval, prior to issuance of a Zoning Compliance Permit. Plans for supplemental plantings in the public right-of-way shall be approved by the Town Manager and NCDOT prior to issuance of a Zoning Compliance Permit.
- 24. Eastgate Shopping Center Drive Landscape Buffers: That the applicant shall provide a 0 to 80-foot type “D” variable width internal buffer along Eastgate Shopping Center Drive. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
- 25. Building Landscape Buffers: That the applicant shall provide a 5-foot wide landscape buffer around the building, according to Section 5.9.6(a) of the Land Use Management Ordinance. The plans shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
- 26. Landscape Protection Plan: That a detailed Landscape Protection Plan, clearly indicating which rare and specimen trees shall be removed and preserved, critical root zones of all rare and specimen trees, significant tree stands, detail of protective fencing and construction parking and materials staging/storage areas, and including Town standard landscaping protection notes, shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
- 27. Landscape Plan and Landscape Maintenance Plan: That a detailed Landscape Plan including a Landscape Maintenance Plan, shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit. The landscape plan shall indicate the size



near the southwest corner of the building. These plantings shall be shown on a revised Landscape Plan, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.

32. Replace Butter fly Bush With Approved Non-Invasive Plant Species: That the applicant shall replace Butterfly Bush and any other invasive species, with non-invasive species selected from the approved plant list in the Chapel Hill Design Manual, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.
33. Building Elevations: That the Community Design Commission shall approve building elevations, lighting, including the location and screening of all HVAC/Air Handling Units for this project, prior to issuance of a Zoning Compliance Permit.
34. Lighting Plan: That the Community Design Commission shall approve a lighting plan for this site and shall take additional care during review to ensure that the proposed lighting plan will minimize 1) upward light pollution and 2) offsite spillage of light, prior to issuance of a Zoning Compliance Permit.

Environment

35. Stormwater Management Plan: That prior to the issuance of a Zoning Compliance Permit the applicant shall submit a Stormwater Management Plan for review and approval by the Town Manager. The plan shall include low-impact stormwater management solutions and best management practices, such as bio-retention, pervious pavements, underground storage, infiltration trenches, vegetative swales and similar techniques.

The plan shall be based on the 1-year, 2-year, and 25-year frequency, 24-hour duration storms, where the post-development stormwater run-off rate shall not exceed the pre-development rate and the post-development stormwater runoff volume shall not exceed the pre-development volume for the local 2-year frequency, 24-hour duration storm event. Engineered stormwater facilities shall also remove 85% total suspended solids and treat the first inch of precipitation utilizing NC Division of Water Quality design standards.

36. Storm Drainageway Easement: That all stormwater management improvements, outside public right-of-way, shall be located inside reserved storm drainageway easements per Town guidelines. The recorded plat shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
37. Stormwater Operations and Maintenance Plan: That the applicant shall provide a Stormwater Operations and Maintenance Plan for all engineered stormwater facilities. We recommend that the plan include the owner's financial responsibility and include the maintenance schedule of the facilities to ensure that it continues to function as originally intended and shall be approved by the Town Manager, prior to the issuance of a Zoning Compliance Permit.
38. State or Federal Approvals: That any required State or Federal permits or encroachment agreements must be approved by the appropriate agencies and copies of the approved permits be submitted to the Town Manager prior to the issuance of a Zoning Compliance Permit.
39. Erosion Control: That a detailed soil erosion and sedimentation control plan, including provision for monitoring and maintenance of facilities and modifications of the plan if necessary, be approved by the County Erosion Control Officer and the Town Manager prior to issuance of a Zoning Compliance Permit. That a performance guarantee shall be provided, if more than one acre of land is disturbed, in accordance with Section 5-97.1 of the Town Code of Ordinances prior to issuance of any permit to begin land-disturbing activity.
40. Silt Control: That the applicant takes appropriate measures to prevent and remove the deposit of wet or dry silt on adjacent paved roadways.

Utility and Service

41. Solid Waste Management Plan: That a Solid Waste Management Plan, including provisions for private waste and recycling collection, and for managing and minimizing construction debris, shall be approved by the Town Manager prior to issuance of a Zoning Compliance Permit.
42. Solid Waste Final Plan Details: That final plans shall include dimensioned details as well as appropriate signage and lighting for the refuse area, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit. That final plans shall also include the following notes:
 - a. Prior to demolition or construction activity on the site the applicant shall hold a deconstruction assessment conference with the County's Solid Waste staff prior to issuance of a demolition permit.
 - b. Prior to any demolition or construction activity on site the applicant shall hold a pre-demolition/pre-construction



which demonstrates that flows meet the minimum requirements of the Town Design Manual, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.

Miscellaneous

- 46. Construction Management Plan: That the applicant shall provide a Construction Management Plan, indicating how construction vehicle traffic will be managed, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.
- 47. Traffic and Pedestrian Control Plan: That the applicant shall provide a Traffic Management Plan for movement of motorized and non-motorized vehicles on any public street that will be disrupted during construction, including detour information and a pedestrian management plan indicating how pedestrian movements will be safely maintained, subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.
- 48. Open Burning: That the open burning of trees, limbs, stumps and construction debris associated with this development is prohibited.
- 49. Detailed Plans: That final detailed site plans, grading plans, utility/lighting plans, stormwater management plans (with hydrologic calculations), landscape plans and landscape maintenance plans be approved by the Town Manager prior to issuance of a Zoning Compliance Permit, and that such plans conform to the plans approved by this application and demonstrate compliance with all applicable conditions and the design standards of the Land Use Management Ordinance and the Design Manual.
- 50. As-Built Plans: That as-built plans in DWF binary format using State plane coordinates, shall be provided for street improvements and all other existing or proposed impervious surfaces prior to issuance of the first Certificate of Occupancy.
- 51. Certificates of Occupancy: That no Certificates of Occupancy shall be issued until all required public improvements are completed; and that a note to this effect shall be placed on the final plat.

That if the Town Manager approves a phasing plan, no Certificates of Occupancy shall be issued for an individual phase until all required public improvements for that phase are complete; no Building Permits for any phase shall be issued until all public improvements required in previous phases are completed to a point adjacent to the new phase, and if applicable a note to this effect shall be placed on the final plan and/or plat.

- 52. Construction Sign: That the applicant shall post a construction sign that lists the property owner's representative and telephone number, the contractor's representative and telephone number, and a telephone number for regulatory information at the time of issuance of a Building Permit, prior to the commencement of any land disturbing activities. The construction sign design shall be in accordance with Section 5.14.3(g) of the Land Use Management Ordinance. The sign design is subject to Town Manager approval, prior to issuance of a Zoning Compliance Permit.
- 53. Continued Validity: That continued validity and effectiveness of this approval is expressly conditioned on the continued compliance with the plans and conditions listed above.
- 54. Non-severability: That if any of the above conditions is held to be invalid, approval in its entirety shall be void.

ORANGE COUNTY



NORTH CAROLINA

IN WITNESS WHEREOF, the Town of Chapel Hill has caused this instrument to be executed in its name as evidence of the issuance of said permit, and the undersigned being all of the property owners of the property above described, have executed this instrument in evidence of their acceptance of said Starbucks at Eastgate Shopping Center Special Use Permit as covenant running with the land.

TOWN OF CHAPEL HILL

BY: [Signature]
Roger L. Stancil, Town Manager *RDR*

PM

ATTEST:

[Signature]
Sabrina Oliver, Town Clerk



ORANGE COUNTY

NORTH CAROLINA

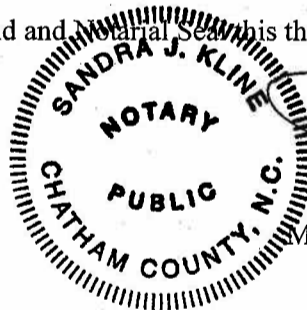
I, Sandra J Kline, a Notary Public in and for said County and State do

hereby certify that Roger L Stancil, Town Manager of the Town of Chapel Hill,

and Sabrina M. Oliver, Town Clerk, duly sworn says each for himself that he knows the corporate seal of the Town of Chapel Hill and that the seal affixed to the foregoing instrument is the corporate seal of the Town of Chapel Hill, that said instrument is the act and deed of the Town of Chapel Hill.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal this the

18th day of February, 2008.



[Signature]
Notary Public

My commission expires: 12.05.09

ACCEPTED:

Federal Realty Investment Trust *AWC*

By: [Signature]
Don Wood, President & CEO

~~Montgomery~~
~~ORANGE COUNTY~~

~~Maryland~~
~~NORTH CAROLINA~~

I certify that the following person personally appeared before me this day, acknowledging to me that he signed the foregoing document, on behalf of the Federal Realty Investment Trust, a Maryland real estate investment trust: Don Wood, as President and CEO of Federal Realty Investment Trust.

[Signature]