



BROOKLYN VILLAGE NORTH | | BROOKLYN VILLAGE SOUTH

MASTER DEVELOPER SOLICITATION PROPOSAL RESPONSE

MARCH 4, 2016

SUBMITTED TO:
MECKLENBURG COUNTY SOLICITATION
TEAM

SUBMITTED BY:
BK PARTNERS LLC





EVEN HOTEL C

ENTRANCE

Spices

EVEN HOTEL C



**BROOKLYN VILLAGE AND WALTON PLAZA
MASTER DEVELOPER SOLICITATION
MECKLENBURG COUNTY, NORTH CAROLINA
MARCH 6, 2016**

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BK PARTNERS LLC





March 4, 2016

HR&A Advisors, Inc.
ATTN: Mecklenburg County Solicitation Team
99 Hudson Street, 3rd Floor
New York, New York 10013

RFP Response: Brooklyn Village and Walton Plaza Redevelopment

To the Evaluation Team:

Conformity Corporation is proud to have been chosen as one three finalists invited to submit a proposal on the Brooklyn Village and Walton Plaza Master Developer Solicitation. Since December, Conformity has been engaged in an effort to produce a plan that will honor the history of the Second Ward, and to put together a team that will demonstrate its respect for this past by creating a vibrant contribution to Charlotte's future.

Conformity is now happy to submit a proposal for this important project with an outstanding team of partners and advisors. The Peebles Corporation will be the Managing General Partner of BK Partners, LLC (BK Partners). With an outstanding track record of successful and innovation developments, Peebles is the largest minority-owned real estate developer in the United States. Peebles' portfolio totals more \$ 5 billion across 6 million square feet and is made up of residential, commercial, retail and hotel properties in gateway cities across United States. Peebles is known for undertaking difficult, complicated projects and particularly for the extraordinary commitment that it makes to increasing economic prosperity across the board. You will see this reflected in our Charlotte commitment to Minority/Women/Small Business Enterprises. The company brings a national perspective on best practices in urban development to the people of Mecklenburg County.

Our team is rounded out by the presence of an international design firm, Stantec, with a local Charlotte office in Ayrley. Stantec is a publically-traded company with over 16,000 employees globally. Again, Conformity has reached out to a company that can bring global, best-practices to Mecklenburg County.

BK Partners will execute this project in a timely and professional manner. Our goal is to create a vibrant urban walkable village, Brooklyn Village North (formerly Brooklyn Village) and an iconic entryway into the Stonewall corridor at Brooklyn

Village South (formerly Walton Plaza). We will do this by:

- » Designing, building and operating over 2.3 million square feet of new development in Brooklyn Village North and Brooklyn Village South;
- » More than tripling the required number of affordable homes;
- » Committing to a Minority/Women/Small Business Enterprises goal of 35% of contracted dollars;
- » Creating 2,960 temporary jobs during construction and 2,719 permanent
- » Paying the County a total of \$33.7 million;
- » Creating a new dedicated open space connection, Myers Passage, that traverses the entirety of both sites, drawing in the Aquatic Center, the Second Ward High School site and the neighborhood; and
- » Creating an active park in the Second Ward worthy of taking its place among the existing active parks in every other Ward.

As you will see, we have put together a team of outstanding local, regional and national participants to execute this vision. Building on Conformity's strong local presence and extensive local knowledge, we believe that BK Partners' proposal couples local practice with national context, creating a new neighborhood and district for the City and the County.

We look forward to a discussion with you on our proposal and thank you for the opportunity to be part of the next transformative action in the history of Mecklenburg County.

Sincerely yours,

Monte Ritchey
Conformity Corporation

(704) 334-5516

R. Donahue Peebles
The Peebles Corporation

(212) 355-1655

Jeffrey Simon
Stantec Consulting
Services, Inc.

(617) 654-6010

BK PARTNERS LLC





EXECUTIVE SUMMARY

EXECUTIVE SUMMARY

The development team of The Peebles Corporation, Conformity Corporation and Stantec Consulting Services, Inc. have come together to form the entity BK Partners LLC (BK Partners) for the express purpose of purchasing the Brooklyn Village and Walton Plaza parcels from Mecklenburg County and developing the parcels as Brooklyn Village North and Brooklyn Village South. BK Partners LLC will work together to provide the County with two mixed-use developments that restore the vibrancy of this Second Ward Community breathing new life into the area. The members of BK Partners is acutely aware of the complicated and emotional history associated with the property. In the Conformity Corporation RFQ response we lay out many of those themes.

The question then is how best to recognize and honor the past and address some of these issues while looking to the future?

OUR VISION STATEMENT

The BK Partners began its work by seeking to understand the Second Ward's past. We reached out to historians and neighborhood associations. Brooklyn Village encompassed a much larger area than the two sites we are working on, but vibrancy, and a dearth of activity is what describes the history of the area. Our vision is to bring vibrancy back to this area of Charlotte.

Myers Passage

Residents, neighbors, employees of the public buildings on Third Street and visitors come to Brooklyn Village North, will be greeted by a strong new connection across the Second Ward, Meyers Passage. Tracing the historical path of the original Meyers Street in the Second Ward, we have recreated a gracious passageway that leads from the Third Street breezeway in the Courts building, across Third Street to the new Second Ward Park and continues straight across the Village. It then traverses MLK Jr. Boulevard and continues past the newly-renovated Aquatic Center continuing across Stonewall to the Village South location. Myers Passage terminates at the top of Village South at Alexander Street, but leaves open the possibility of a future connection to the other side of I-77 should the plan for this connection be implemented.

M/WBE Commitment – A Commitment to Economic Opportunity

The Peebles Corporation is recognized as one of the nation's leading privately held, entirely minority-owned real estate development companies. We are driven by projects that directly impact the community, and have succeeded by understanding the needs of the communities in which we build. Our fundamental goal is to be transformational – to create environments of economic opportunity for minorities and women in business by using our company and projects as the vehicles for change.

Since founding the company more than 30 years ago, our diverse team of executives, partners and contractors, has been reflective of our core beliefs. We have continuously engaged M/WBE companies and broken down barriers to entry all while delivering transformational results in major American gateway cities. Most recently, Chairman and CEO R. Donahue Peebles was named 'Developer of the Year' by the Women Builders Council of New York for his commitment to promoting diversity in the real estate, design and construction industries.

We believe that the diversity of Charlotte should be reflected in economic participation. Charlotte's population recently exceeded 800,000 of which approximately 35% of Charlotteans are African American and 13% are Hispanic. Nearly 50% of Charlotte's population is comprised of minority individuals with diverse backgrounds. As such BK Partners aims to exceed an M/WBE participation goal of 35% across all facets of the Project including design, construction and operation.

To that end, BK Partners met with the Second Ward High School National Alumni Foundation ("SWHNAF") to discuss how we can work to achieve a shared vision of social justice through economic opportunity. The Team is committed to engaging M/WBE sub-consultants and will work with consultants, such as Yellow Duck (a 100% M/WBE firm) to identify qualified sub-consultants in the Charlotte market. Furthermore, we will require our sub-consultants provide job training programs to build skill and create an upward economic ladder.

PROJECT OBJECTIVES

The two parcels, Walton Plaza and Brooklyn Village, are underutilized in the City of Charlotte. The two sites offer a little more than 16 acres of land with tremendous opportunity for development. Bob Walton Plaza will be rebranded as Brooklyn Village South and offers a variety of mixed uses. We envision this site as the gateway to uptown Charlotte with an iconic office tower as its anchor, providing all the amenities of the thriving and expanding business community of Charlotte. The site will also have an extended stay hotel and a variety of retail uses from a pharmacy to exercise studios.

Brooklyn Village, which we have rebranded Brooklyn Village North, will come alive as a true urban village that the City of Charlotte has yet to enjoy within Uptown. With a diverse mix of uses and a significant area of open space, the site offers everything a city professional would need. It presents a destination for commuters leaving the city in the evening and a place to go on the weekends to shop, eat and play.

We created a high-quality program that is buildable in a thoughtful and phased manner. We will enhance our program presented here through an extensive stakeholder engagement process, a process that has already begun. Our program has been developed with an eye toward the rich history of the area through discussions with local

community groups. Stakeholder input will continue to guide us and inform our plan.

DEVELOPMENT TEAM AND QUALIFICATIONS

Our development team embraces the opportunity to create a new neighborhood and enhance the skyline of Charlotte through Conformity Corporation's shortlisting during the requests for qualifications process in November 2015. Upon notification and receipt of the request for proposal, Monte Ritchey of Conformity reached out to The Peebles Corporation as a preeminent development firm in the country. Simultaneously, he reached out to Stantec Consulting Services, Inc.'s Charlotte office for their planning, engineering and architecture services. The three firms joined together to become BK Partners, LLC. BK Partners has created a team that can design, develop and deliver an innovative phased project.

Our team is a dynamic mix of local talent and national resources. Conformity has been in business in Charlotte for more than 20 years while Peebles has an outstanding 30 year track record of projects nationally. Stantec, with over 250 offices, has been in Charlotte for years. This diversity of experience creates a team with national development experience and indepth local knowledge.

We have established an extensive advisory team for this project that also couples local knowledge with national resources, such as Retail Advisory Services and CBRE, Preferred Parking and The Car Park, as well as other familiar faces to Charlotte. Tom Hanchett of History South and Julianne McCollum have great depth of insight into the historical aspects and real estate market.

Horizontal & Vertical Improvements Overview

The proposed development program totals over 2.3 million square feet and \$683 million in total project costs to be delivered in three phases over ten years.

We will design and deliver over 1.6 acres of public open space, which will be activated by cultural and retail amenities. To lead this effort, we have engaged ColeJenest & Stone, one of Charlotte's leading landscape designers and a key contributor to the 2020 Center City Vision Plan. Further horizontal improvements include roughly 2,300 linear feet of new roadways and utilities on Brooklyn Village North and 600 linear feet of new roadways and utilities on Brooklyn Village South. We have also budgeted \$5 million for the possible relocation of the culvert on Brooklyn Village North. Please refer to Horizontal Improvement Program for further information.

Brooklyn Village is designed to capture the same vibrant energy that

characterized the historic “work-live-play” Brooklyn neighborhood. The comprehensive program includes a well-balanced mix of uses comprised of 680,000 SF of class A office space, 1,070 residential rental units (10% affordable at 80% AMI), 173 condominiums, 250,000 SF of active ground-floor retail, a 150-key urban format extended-stay hotel and 130-key “wellness” boutique hotel. Brooklyn Village will be a 21st century walkable urban enclave that attracts and accommodates a diverse group of residents, employers, retailers, restaurateurs, Charlotteans seeking a unique shopping and dining experience along with business and leisure travelers.

Affordable Housing Requirement

BK Partners has chosen to move forward with no commitment of public dollars for affordable housing. We believe that the most respectful and effective way to increase the supply of housing to those at 80% of AMI is to simply include the housing as part of an overall rental housing plan.

At the same time, we believe in a strong commitment to this goal, and we have therefore more than tripled the required number of affordable units.

The BK Partners plan proposes 107 affordable units, financed, constructed and operated in the same manner as the market rate units.

In essence, we have chosen to subsidize the affordable units ourselves, demonstrating commitment with our own action. We have included the affordable units in the overall project budget and proforma, both on the construction and the operating side. By doing this, we believe that we are setting a new standard for an inclusionary policy that makes great homes available to a broad spectrum of renters.

Economic Impact

The economic impacts of Brooklyn Village are far reaching. BK Partners engaged BJH to analyze temporary and permanent economic impacts of this proposal. Economic impacts were measured for employment, earnings and output. Based on worker per square foot trends, BJH projects the creation of 2,960 temporary jobs during construction phases, and 2,719 permanent jobs at stabilization. By applying an Mecklenburg County economic impact multiplier to the employment numbers, BJH estimates an output of over \$825 million and earnings of over \$435 million during the construction phases alone. Ongoing output and earnings estimates are over \$650 million and \$305 million respectively. In addition, the proposed project contemplates private investment of over \$23 million for public uses such as contributions to the horizontal improvements, the Second Ward Park and cultural space. Please refer to the BJH economic impact report in the appendix for further detail.

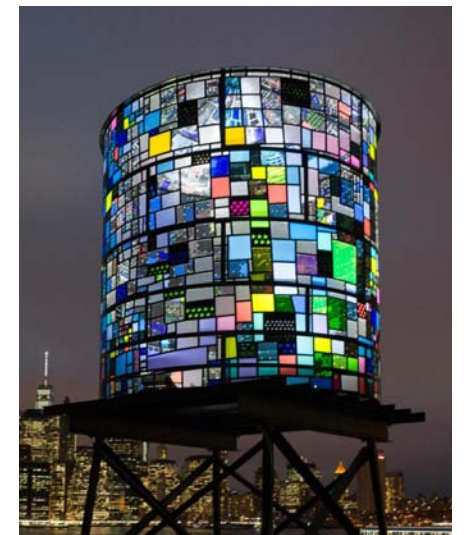
Deal Structure and Program Delivery

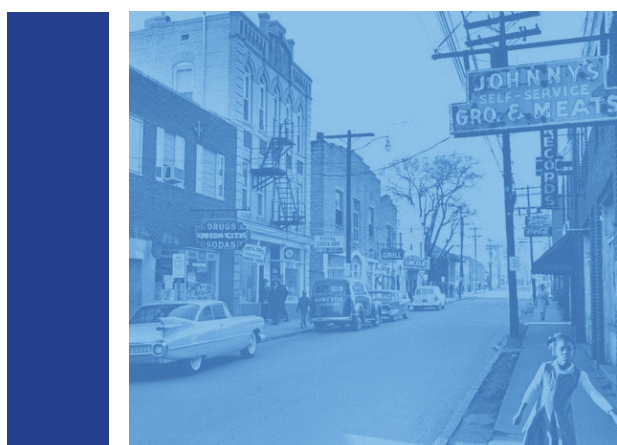
The Team is proud to offer Mecklenburg County a purchase price of \$33,700,000 based on the residual land value. Our financial offer



contemplates no public dollars. To demonstrate good faith, we propose to fund a fully refundable deposit of \$200,000 upon selection and an additional \$1 million upon execution of definitive transaction documents. Please refer to the Financial Offer and Deal Structure Proposal section for further information on the proposed deal structure.

In addition, we are providing the County with horizontal infrastructure improvements, a state-of-the art Second Ward Park and cultural space for a total value of approximately \$23,130,000. Together with the land sale proceeds, the County will realize \$56,830,000 in public benefit improvements.

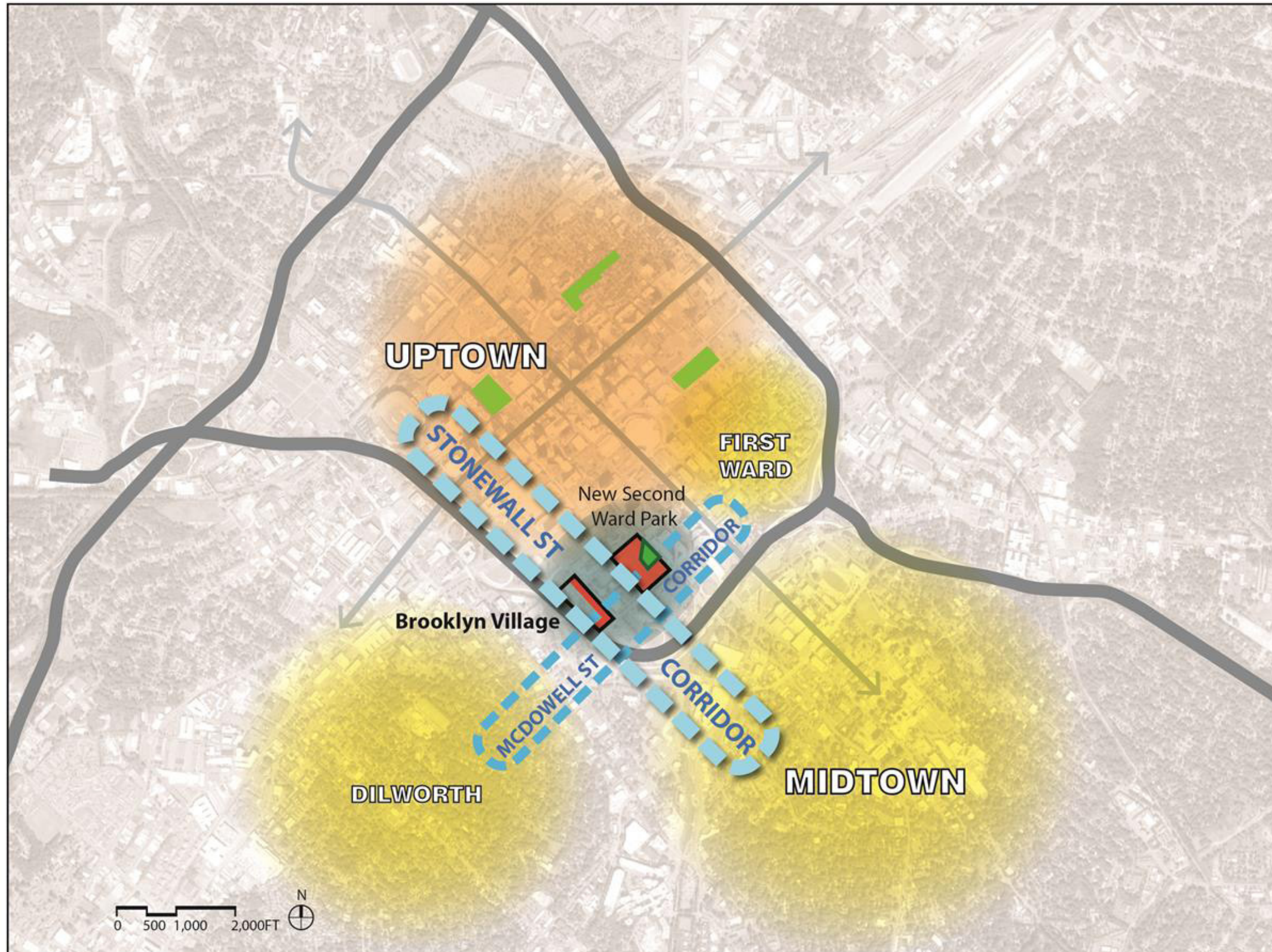




PROJECT VISION & DESCRIPTION

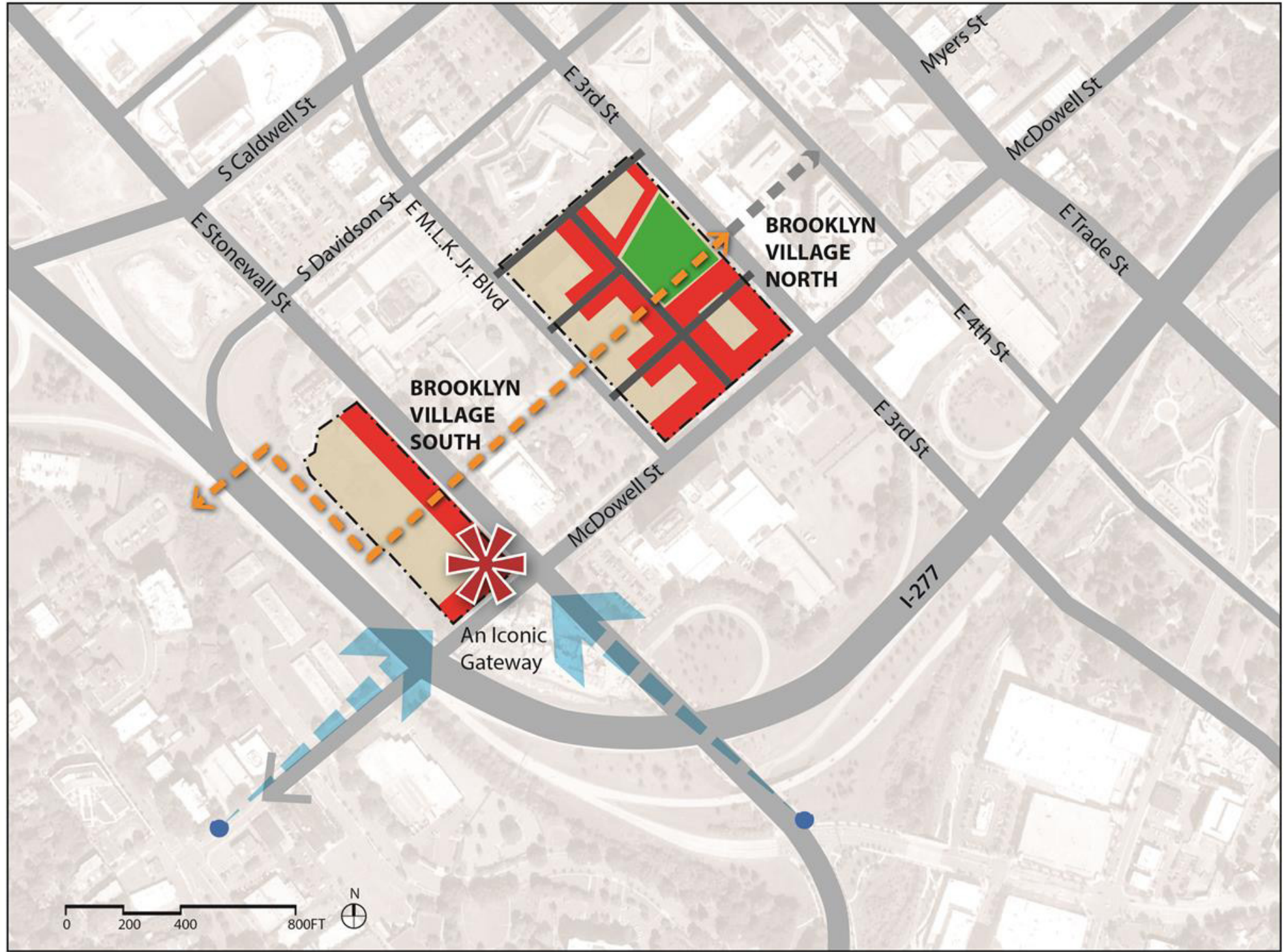


An Urban Village for Metropolitan Charlotte



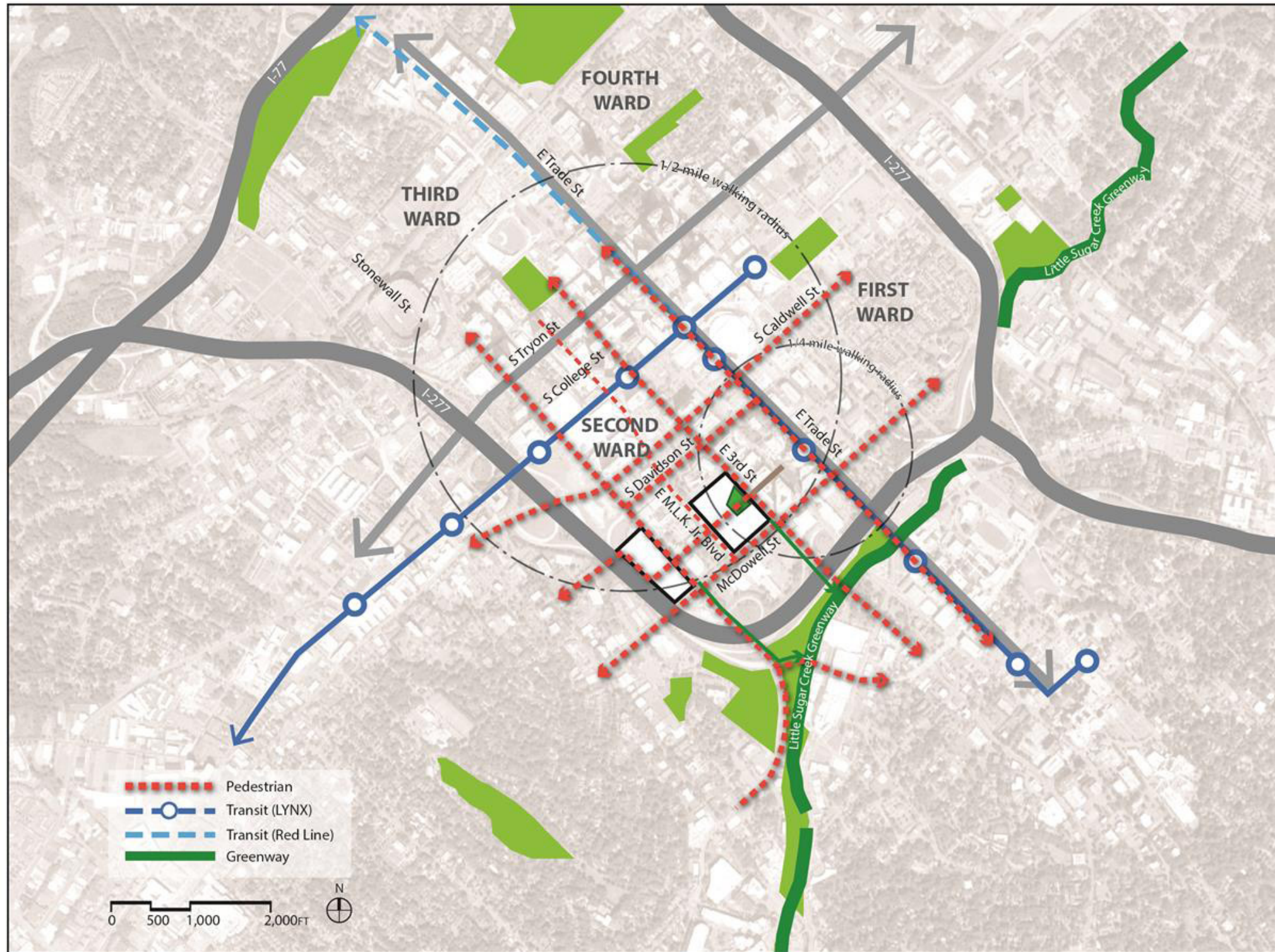
Brooklyn Village:

- A center city destination and walkable boulevard connections
- A new heart for the Second Ward with a new Second Ward Park



Brooklyn Village:

- 1) A Walkable mix of live, work, play culture activities;
- 2) Animated Stonewall and McDowell St;
- 3) An iconic gateway;



A new Brooklyn Village connected socially, economically to center city and the region

1. PROJECT VISION AND DESCRIPTION

To best serve Mecklenburg County, the City of Charlotte, and the Brooklyn Village/Ward 2 Neighborhood, our vision for this project has expanded from our initial submission of qualifications. Our team has grown to incorporate partners with expertise across disciplines ranging from design to finance in order to develop a project that is beautiful, functional, and feasible. The expanded plan addresses the history and legacy of Brooklyn Village, while proposing a program that allows for an improved offering price. We are no longer including the Second Ward High School tract in our proposal, but respecting that it will be developed in the future; we will work to make quality planning decisions where our property faces it. The underlying goal of our planning process has been and remains the following – address and respect the history of the Second Ward, and work to establish a meaningful place for the residents of Charlotte. By carefully thinking through the programmatic elements for these sites and considering phasing we are pleased to present our updated plan for Brooklyn Village and Walton Plaza – rebranded as Brooklyn Village North and Brooklyn Village South respectively.

A.) VISION STATEMENT

“To create a livable and memorable neighborhood in the heart of the city through mixed land uses, diverse architecture and housing types, unique infrastructure and a hierarchy of open spaces. These components will combine to welcome and support a diverse population of with varied ages races and socio-economic backgrounds.”

The Second Ward Master Plan's "Vision Statement" is difficult to improve upon. The 2020 Center City Vision Plan incorporates the visions established in the Second Ward Master Plan and advances them. Following suit, BK Partners has honored the plan's aspirations. Combining the objectives of the RFP with those of the Second Ward Master Plan and the 2020 Center City Vision Plan, BK Partners honed in on three main goals and objectives: 1) Urban Planning 2) Cultural, Social, and Civic and 3) Economic .

Urban Planning Goals

The County's desire for high quality architecture, planning and a variety of housing options is shared by BK Partners. Our team is supported by an enormous base of talent including Stantec Inc., a leading global design firm, along with the local expertise of Phil Freelon's Group at Perkins+Will, designer of the Harvey B. Gantt Center for African American Arts + Culture, and Cole Jenest & Stone, a key contributor to the 2020 Center City Vision Plan. The collaboration of talented urban planners, architects and landscape designers has resulted in a vibrant and dense urban village that provides a variegated pedestrian experience through the juxtaposition of complimentary scales, style and uses.



Expanding on the design of the buildings, we've focused largely on the creation of a transformational open space. The Second Ward Park will be distinct from the existing ward parks in that it is more intimate in scale, it is flanked with active uses and it is anchored by a cultural pavilion that memorializes the past, captures the present and celebrates the future of the Brooklyn neighborhood. The park is traversed by Myers Passage, an engaging and thoughtfully considered pedestrian pathway that will funnel life and connectivity throughout the site. We will work in concert with artists, former Brooklyn residents and the Parks and Recreation Department to formalize the concept design. The park will not only serve as Second Ward's primary open space, but also as a canvas for the interpretation of Brooklyn's history.

The creation of Myers Passage is a strategy that addresses the connectivity issues on the site today. Recreating Alexander Street and adding other streets makes our development walkable for pedestrians. The site plan, coupled with superb architecture, will have a gravitational effect, pulling from the Metropolitan, the Little Sugar Creek Greenway, Cherry, Elizabeth, Myers Park and Dilworth.

As you move through Brooklyn Village North and South, a wide variety of services and products are available. And along the way the experience is pleasant and manageable. We've reduced traditional block sizes to bring the entire neighborhood scale down to human level. Along the Stonewall and McDowell frontage of Brooklyn Village South the buildings are held back from the more caustic road conditions. We have broken down the current superblock to improve the experience of visitors and daily users alike. With over 40 unique retailers, service providers and restaurants, each carefully curated, every office tenant, resident or visitor will have diverse urban

experience in a relaxed, quality setting. Many of our retail offerings open onto the Second Ward Park adding tremendous energy to the space. We plan to engage in a separate and highly focused design process aimed at bringing together a series of complementary restaurants that will further activate the space into the evening hours. The Second Ward Park will be programmed with activities including movie nights and safe harbor areas for food trucks.

Active and safe spaces do not start with empty parking lots and/or structures. Within our submittal, you'll find a remarkable amount of detail related to parking and our "deep dive" on the topic. We've worked to provide adequate parking while remembering that Brooklyn Village is placed within walking distance to three different transit sources in the CBD of the country's 17th largest city.

More importantly, to be true to the spirit of modern urban life, we can't let the car play the determinate role that has characterized the past.

CULTURAL, SOCIAL AND CIVIC GOALS

BK Partners believes that many of the best opportunities in Brooklyn are tied to its past. The members of the BK Partners are acutely aware of the complicated and sometimes emotional history associated with the two sites. In the Conformity Corp's RFO response we lay out many of those themes. The question today is how best to recognize and honor the past and address some of these issues while looking to the future.

Our team has spent meaningful and highly educational time with past residents of Brooklyn and graduates of the Second Ward High School. We've retained historians and outreach experts. We've met with The Second Ward High School National Alumni Foundation ("SWHSNAF") and other community leaders. We have every confidence that BK Partners is the group most completely engaged in this regard and we have learned a lot through these burgeoning relationships. What we have heard over and over again from former Brooklyn residents relates to the community's desire to insure that Brooklyn, its community of people and the Second Ward High School are remembered. Our team plans to engage the SWHSNAF throughout the design process and incorporate their collection of historic photos and memorabilia into the cultural space in our proposal. Done properly, this relationship will pay great dividends for the City, the County, BK Partners and the individuals affected by the Urban Renewal that occurred in Brooklyn.

In our plan we present housing for rent, both market-rate and affordable, as well as condominiums for sale. A total of 5 different housing opportunities, each uniquely designed.

The Second Ward Park in Brooklyn Village features art work which recalls the many churches lost to demolition. Churches are a regular theme in dialogue with former Brooklyn residents. We will also feature installations that celebrate the original configuration of Brooklyn. In-ground and permanent, similar installations have been used to great effect in places like the District Six Museum in Cape Town, South Africa and the Freedom Trail in Boston, MA. Durable, simple and without melancholy, these installations eloquently acknowledge the past.

With an eye toward creating economic opportunity, we also look forward to the creation of an Entrepreneurial Institute sponsored by the Peebles Corporation. "The Entrepreneurial Institute", to be established in partnership with an existing charter school, will offer a number of opportunities to minority youth in the form of business management literacy, internships, career counselling and guidance. This idea was presented directly by Peebles Corp Chairman, Don Peebles, during a SWHSNAF board meeting. The Peebles Corporation funds a similar academic program in Washington, D.C. that was instituted to expose minority children to the merits of entrepreneurship.

BK Partners will actively listen before and during the development of the Brooklyn Village sites. Our efforts will be deliberate and purposeful with the community as active partner. Doing so insures that the development is genuine. Brooklyn Village improves by way of the

inclusion of its former residents combined with the best thinking of our assembled team of professionals.

ECONOMIC GOALS

We are confident that we've developed a master plan that will be well received by the market, responds to its urban context, with density, sensitive planning and quality design. The plan is economically viable and is not contingent upon public funding. In order to create a "destination" and vibrant neighborhood, we planned phase one so that it would have sufficient critical mass and be well absorbed in the market. Phase one also includes critical horizontal improvements and the creation of the Second Ward Park. As a result, phase one is the largest of the three phases, which justifies the largest upfront payment to the County.

SUMMARY

Our vision is the County's vision. Our plan is one that will generate economic opportunity, honoring the past by creating the future.

APPROACH TO AFFORDABLE HOUSING

This quote from Charlotte Magazine's February 2016 issue highlights the growing problem of income inequality that is particularly evident in areas like Charlotte where high growth, typically a beneficial circumstance, presents stresses and fractures in the housing market that creates enormous challenges.

There are simply not enough houses of all types, and there are certainly not enough affordable homes. This is a local and national problem that deserves attention and perseverance.

BK Partners has a design and a program to address the housing issues of those families living on the maximum of 80% of the federal Department of Housing and Urban Development's Average Mean Income (AMI) for the Charlotte area. We will do this simply by incorporating this reduced rental stream into the overall economics of Brooklyn Village North. And we will keep that commitment for at least 15 years.

Who are people making 80% of AMI in Charlotte? Take a look at the following chart from a recent report done by the UNC Charlotte Urban Institute:

Here is a table for this area that is found in the report:

BK Partners proposal attacks this situation in two ways. First, we are increasing the overall housing market in Charlotte by 1,243. This total is made up of 1,070 rental units and 173 condominiums. This large an increase will help relieve some of the burgeoning pressure that has led to the situation pointed out in the Charlotte Magazine article and in the report done by the UNC Charlotte Urban Institute.

Second, while the RFP requirement for affordable units is for just 30 homes, BK Partners is proposing to more than triple this number to fully 10% of all of the rental units. By providing 107 units of affordable homes in Brooklyn Village North, mixed throughout the market-rate rental properties, BK Partners will provide 107 families with safe, decent and affordable homes.

Our approach is simple: A mixed-income village requires a mix of units. A mixed-income village requires excellence in design across the board, for all units. And a mixed-income village requires excellence in management, again across the board, and again for all units.

Low Income (51% to 80%) (\$53,750 for a family of four)	
Occupation	Mean Wage
Firefighters	\$34,930
Office and Administrative Support Occupations	\$35,620
Police, Fire, and Ambulance Dispatchers	\$35,630
Emergency Medical Technicians and Paramedics	\$36,260
Community Health Workers	\$36,960
Correctional Officers and Jailers	\$36,970
Kindergarten Teachers, Except Special Education	\$42,440
Installation, Maintenance, and Repair Occupations	\$45,030
Police and Sheriff's Patrol Officers	\$48,150
Postal Service Mail Carriers	\$51,590

To execute this approach we have added to our team an outstanding local management company with a distinguished track record of managing mixed-income properties. Grubb Properties, a company with a 53-year history of outstanding management, will manage all of the homes in Brooklyn Village North and Brooklyn Village South. This 100% board and employee-owned company operates in seven states in the southeast.

Affordable homes will be completely integrated among all of the rental homes. Grubb Properties, two of whose projects were awarded the Merit Award from Multifamily Executive for "Mixed Income Project of the Year," manages projects ranging from Hope VI properties to fully mixed-income communities. The company brings a level of customer services, attention to detail, rigorous maintenance and preservation of the asset to the team. Although the company has wide reach and an extensive geography, its closest current project to the Brooklyn Village locations is on Elizabeth Avenue right in Charlotte.

All people and all residents of Brooklyn Village North and South will have the benefit of this excellent property management company. Whether living in a market-rate home in one of the Brooklyn Village South apartment buildings or a unit reserved for those at 80% of Average Mean Income, the quality of design, construction and management will be the same.



B.) VERTICAL DEVELOPMENT PROGRAM

Brooklyn Village is designed to capture the same vibrant energy that characterized the historic Brooklyn neighborhood. The comprehensive program includes a well-balanced mix of uses comprised of residential rental apartments, condominiums, office space, hotel and retail.

Residential Rentals

There are four (4) residential rental buildings in Brooklyn Village North & South:

- 256-unit building located on "Block A" at the corner of S. McDowell Street and E. 3rd Street. Totals 6 stories and is anchored by a 48,600 SF retail base and structured parking garage.
- 231-unit building located on "Block E" along MLK Jr. Boulevard, pierced by the Myers Street Passage. Totals 6 stories and is anchored by 19,900 SF of inline retail and will share parking with "block F."
- 188-unit building located on "Block F" at the intersection of Alexander Street and MLK Jr. Boulevard. It is designed as stacked townhomes, totals 6 stories and wraps a stacked parking garage with 9,700 SF of inline retail at the base.
- 395-unit building located on "Block H" along Stonewall Street. It features two towers. The west tower totals 12 stories and the east tower totals 6 stories. It sits atop a 14,300 SF retail base and structured parking garage.

The residential rentals are designed to target millennials, empty nesters and creative-class residents who want to live in Uptown Charlotte and take advantage of living within walking distance to work, daily necessities and entertainment. The units will incorporate various amenities including 24-hour concierge and security, bike storage, contemporary lobbies and outdoor terraces with grills and seating, pet parks, bike storage and fitness centers. The market leasing assumptions have been underwritten taking into account the targeted demographic and the current performance at comparable properties:

	Highrise	Midrise	Affordable
Average Unit Size	764 SF	730 SF	741 SF
Average Monthly Rent	\$1,850	\$1,650	\$975
Average Monthly Rent/ SF	\$2.42	\$2.27	\$1.32
Other Income ¹	\$100	\$100	\$25
Absorption	20 units per mo.	20 units per mo.	Pre-leased
Stabilized Occupancy	95.0%	95.0%	100.0%

¹ Includes: Parking, Application and Pet Fees and RUBS Income

The lease-up schedule was projected in coordination with Grubb Properties. Based on comparable projects they own, operate and manage in the market, we anticipate leasing 28-30 units per month during the peak season (April – August) and 9-10 units per

Brooklyn Village North				
USE		Units	GSF	NSF
Apartments		675 units	607,700	490,831
	Market Rate	626 units		
	Affordable	49 units		
Condominiums		173 units	224,200	190,570
Retail			145,300	138,035
Office			174,100	153,208
Hotel		130 keys	74,200	57,876
Cultural			3,700	3,700
Parking Spaces		1,348 spaces		
	Structured Parking	1,230 spaces		
	Street Parking	118 spaces		
Brooklyn Village North Total			1,229,200	1,034,220

Brooklyn Village South				
USE		Units	GSF	NSF
Apartments		395 units	355,100	301,835
	Market Rate	346 units		
	Affordable	49 units		
Retail			106,800	101,460
Office			506,600	476,204
Hotel		130 keys	111,300	86,814
Parking Spaces		964 spaces		
	Structured Parking	931 spaces		
	Street Parking	33 spaces		
Brooklyn Village South Total			1,079,800	966,313
Brooklyn Village North & South Total			2,309,000	2,000,533

month during the slower months (November – March). This forecasts an average lease-up velocity of 20 units per month. The affordable units will be pre-leased by Grubb Properties, which will qualify tenants in advance of project delivery.

Condominium

There is one (1) condominium building in Brooklyn Village North:

- 178 condominiums located on “Block B” along E. 3rd Street adjacent to the Second Ward Park. It totals 15 stories and is anchored by a 15,800 SF retail base and a structured parking garage. The units will feature unobstructed views of the Charlotte skyline.

	Condominium
Average Unit Size	1,100 SF
Average Sales \$/SF	\$300
Average Gross Unit Price	\$330,000
Absorption	22 units per mo.

The average unit size and gross unit price was determined in consultation with several top brokers in the Charlotte market, currently selling condominiums of a variety of types in the CBD.

Office

There are three (3) office buildings in Brooklyn Village North and South:

- 68,300 SF located on “Block C” along E 3rd Street adjacent to the Second Ward Park, with 2,700 SF of cultural space in the lobby. Totals 4 stories and will attract smaller office-users with creative professionals.
- 105,800 SF located on “Block D” at the corner of S. McDowell Street and MLK Jr. Boulevard. It occupies the ground floor and floors 7- 10 of the southern tower. It sits atop 5 stories of stacked parking and shares a retail base with the northern tower, occupied by the EVEN hotel.
- 506,600 SF located on “Block G” at the “gateway” corner of S. McDowell Street and Stonewall Street. It will total 22 stories and be anchored by a lead tenant that is looking for a state-of-the-art headquarters in Uptown Charlotte. It enjoys high visibility from I-277 and proximity to Brooklyn Village North and The Metropolitan retail center. It will be anchored by a complimentary 76,000 SF retail tenant and a subgrade parking garage.

The marketing leasing assumptions were derived in consultation with CBRE's Charlotte-based office leasing and investment sales team. Due to the lack of available new inventory in the CBD with large, flexible floor plates to accommodate contemporary open floor plans, we project our office properties will command very competitive rates.

	Block C	Block D	Block G
Floor Plate	21,300 SF	25,900	25,000 SF
Average Annual Rent/SF	\$29.50	\$29.50	\$34.00
Annual Escalations	3.0%	3.0%	3.0%
Tenant Improvements \$/SF	\$45.00	\$45.00	\$55.00
Stabilized Occupancy	92.0%	92.0%	92.0%
Average Lease Term	10 years	10 years	10 years

Hotel

There are two (2) hotels in Brooklyn Village North and South:

- 130-key “wellness” boutique hotel, the EVEN, located on “Block D” at the corner of S. McDowell Street and MLK Jr. Boulevard. It occupies the northern tower and totals 6 stories. The hotel attracts business travelers that desire to stay balanced while “on the road.” It will feature a full-service Cork & Kale restaurant that will also be open to the public.
- 150-key extended stay hotel, the Staybridge, located on “Block I” along Stonewall Street. It will total 6 stories and share a parcel with 16,500 SF of retail and a structured parking garage. It will attract business travelers, athletes visiting the Mecklenburg County Aquatic Center and patients traveling for medical treatment at nearby leading hospital centers.

	EVEN	Staybridge
ADR	\$140.00	\$120.00
Stabilized Average Occupancy	77.0%	82.0%
RevPar	\$114.37	\$104.39

The hotel revenue projections were derived in partnership with IHG and are based on STR reports of comparable properties, as well as an in-depth understanding of the company's brand performance both nationally and locally.

Retail

There is a total of approximately 250,000 SF of retail in Brooklyn Village North & South:

- There are 3 anchor tenants on “Blocks A, D, & G,” which will occupy spaces ranging from 40,000 – 76,000 SF. All the “big-box” tenants are located along S. McDowell Street and will have ample parking for shoppers, but also benefit from residents and day-time office users within walking distance.
- The remainder of the blocks are lined with ground-floor inline retailers, which will benefit from the Village's foot-traffic and be carefully curated by a team of leading retail advisors, as well as, community input.

Brooklyn Village North is designed to attract an eclectic array of boutique retailers that will thrive in the more intimate scale of the village setting. While, Brooklyn Village South will attract larger, national brands that will benefit from the heavily trafficked Stonewall Street, with traffic counts of over 32,000 vehicles per day, and highway visibility. The market leasing assumptions were derived in partnership with our retail advisory team including CBRE Grossman Retail Advisors, Jennifer Stanton and Legacy Real Estate Advisors.

	Anchor Tenants	Inline Tenants
Average Rental Rate(N-NN) / SF	\$20.00	\$46.50 ¹
Stabilized Average Occupancy	90.0%	90.0%
Lease Term	20 years	10 years
Escalations	5% bump, every 10 years	3% annual bumps
Tenant Improvements	\$60.00	\$50.00

¹ Blended rate to reflect range of tenants including full-service restaurants at \$70/SF to M/WBE tenants at sub \$40/SF

RETAIL DEVELOPMENT PROGRAM

Brooklyn Village – a Second Ward “urban village” within Uptown Charlotte – designed, developed and leased to celebrate its neighborhood’s history and diverse culture and population. A walkable neighborhood rich with authentic eateries, boutique shops, urban residential amenities, and distinct retail and entertainment anchors, organized along streets designed for strolling, dining and gathering. An urban respite organically anchored by park space, public art and unique open-space features, integrated into a residential, shopping and dining experience.

For the Brooklyn Village resident and worker, breakfast and brunch eateries, specialty fitness concepts (ie. Cycling studio, yoga, crossfit training) and “necessity retail” services (dry cleaning, optical, cosmetics, salon/spa and health care) will fulfill everyday needs. The intimate scale of Brooklyn Village versus competitive retail centers within the trade area is a key differentiator. Retailers and restaurants within the Village will generally be smaller in size, authentic, and approachable. Except for destination anchors critical to attracting desired specialty retail, ‘big-box’ retail will not be the main focus of the retail leasing strategy within the “urban village” portion of the development.

Larger format retail uses will be considered within the mixed-use development on Brooklyn Village South that abuts I-277 and fronts along Stonewall and McDowell. As a compliment to the supermarket shopping experience offered in surrounding retail centers, including the new, planned Whole Foods in the immediate vicinity, Brooklyn Village will offer an authentic, specialty grocer – ‘farm-to-aisle’



produce and meats, prepared foods, and craft beer/wine sales in an approachable, neighborhood setting.

For the local resident or regional visitor to Brooklyn Village North, retail merchants will include:

- local businesses of all types that have loyally provided its products and services to the city through decades of transition,
- the entrepreneur with a qualified business plan seeking a boutique retail or restaurant opportunity,
- recognizable urban brands seeking an authentic “high-street” experience,
- chef-driven eateries spanning all price ranges, cultures and ethnicities, and
- venues celebrating the city’s love of music and art and passion for sports and entertainment.

This includes traditional retail, smaller in scale, from apparel, jewelry and home appliances and accessories, to sporting goods and gifts. Civic and cultural space, from art galleries to temporary non-profit and incubator concepts, will tenant the Village. From recognizable brands to incubator brands developed and opened at Brooklyn Village North by the local entrepreneur, Brooklyn Village North appropriately will be home to one of Charlotte’s most unique and desired collection of retail and eateries.

To assure long-term viability and to best establish Brooklyn Village as a regional draw within the City, unique, anchor retail and entertainment will be programmed. Within Uptown Charlotte, “mall-type” properties (Epicentre, Metropolitan, etc.) are tenanted by recognizable retail brands drawing regional traffic to a traditional consumer experience. Brooklyn Village North will also draw regionally but its merchandising mix will be anchored by retail and entertainment uncommon to the area. Cultural music, performance and arts venues, “food hall” and other culinary establishments, and sports-themed, interactive venues – all potentially in partnership with local teams and associations – will be targeted. Mainstream retail anchors that are not currently operating within the immediate area will be considered, so long as they are uses complimentary to the boutique mix of merchants within the Village and those living in the area.

The overall Brooklyn Village leasing initiative will be a collaborative team effort led by local Charlotte-based leasing specialists, Retail Advisory Services and Legacy Real Estate Advisors, with tremendous relationships and connection to local businesses, entrepreneurs, and restaurateurs. CBRE Retail, the nation’s most prominent real estate advisory firm with offices throughout the country including downtown Charlotte, with depth and experience in cities throughout the country leasing and advising on mixed-use developments, will provide critical perspective and national retail relationships to assure Brooklyn Village is receiving maximum retail exposure and consideration.

The CBRE Advisory Team is led by Jeremy Grossman, one of seven CBRE professionals across the country who specialize in urban mixed-use leasing and development. Mr. Grossman will manage a team of CBRE professionals, both local to Charlotte and around the country, who specialize in research, leasing, marketing and other services relevant to complex urban mixed-use development.

To determine the appropriate mix and type of retail in a project like Brooklyn Village, the combination of local market real estate experience coupled with in-depth research is required. The ultimate goal of creating a unique consumer experience at Brooklyn Village through unique retail, dining, and entertainment requires research both local to Charlotte, and as important, in markets across the country where similar urban mixed-use redevelopments have been successfully executed. Understanding consumer demands within the trade area, retail trends, and current retail expansion is essential.

The retail leasing initiative will also be shared with the community. In partnership with Yellow Duck Marketing, through both online social media and neighborhood resources, community residents will be provided an opportunity to share thoughts on prospective retailers, retail needs within the neighborhood, or the registration of interest in opening a retail store or eatery within the Village. Community involvement will be an integral component throughout the leasing and development process.

CBRE and Jennifer Stanton of Retail Advisory Services have worked together to create a leasing and merchandising strategy that is supported by both market demand and research. As indicated in the Retail Gap reports presented in the Appendix, whether analyzing retail demand within a defined radius ring or within a specific drive-time of Brooklyn Village, very specific retail categories are proven to be in demand. The reports display total expenditures per retail category within a defined area compared to retail sales potential.

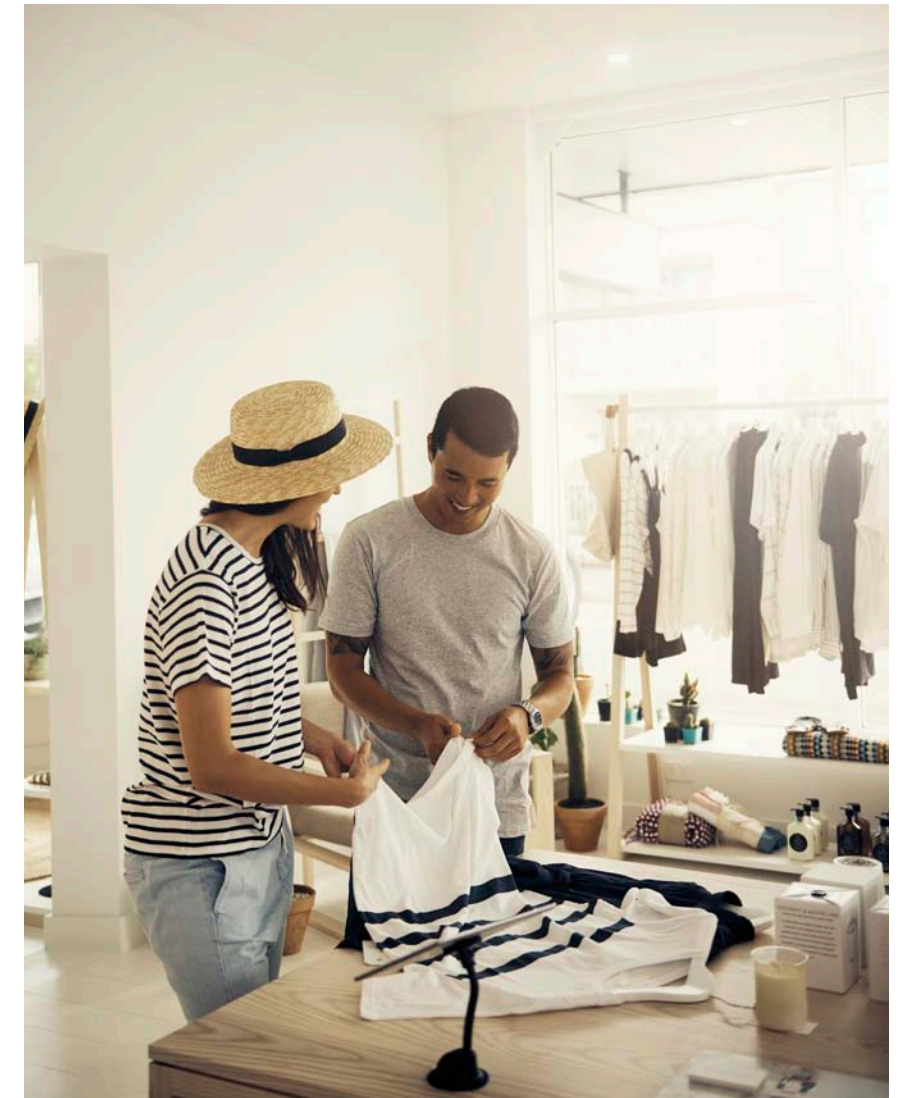
The list below identifies notable retail categories in demand within a five, and ten minute drive-time and three-mile ring of Brooklyn Village (businesses may include local, regional, and national, minority and non-minority ownership):

- Food & Drinking Establishments
- Home Furnishing Stores
- Kitchenware
- Hardware & Appliance Stores
- Health & Personal Care Stores
- Boutique Men's Clothing Stores
- Boutique Women's Clothing Stores
- Jewelry, Luggage and Leather Goods Stores
- Sporting Goods Stores
- Boutique Book and Music Stores

Brooklyn Village has the opportunity and responsibility to deliver an authentic urban shopping and culinary experience. Through creative planning and design, and a thorough local and national retail leasing initiative, residents and guests will enjoy the most unique and celebrated mix of retail and eateries. The Village will be a destination enjoyed by all ages and ethnicities for years to come.



**AN URBAN RESPITE ORGANICALLY
ANCHORED BY PARK SPACE, PUBLIC ART
AND UNIQUE OPEN-SPACE FEATURES,
INTEGRATED INTO A RESIDENTIAL,
SHOPPING AND DINING EXPERIENCE.**



MULTIFAMILY DEVELOPMENT AND MANAGEMENT PROGRAM

MULTIFAMILY MANAGEMENT PLAN

Grubb Properties is assisting BK Partners with the multifamily development program. Grubb is a vertically integrated real estate operating company with a footprint that extends across seven states in the Southeast. For the Brooklyn Village project program, they will organize and compensate team members to drive performance at the property level while employing best management practices across our entire operations platform.

To support our multifamily team Grubb will employ a full suite of in-house capabilities that includes information technology, human resources, marketing, project management, safety, training, construction and investment services. The company operates market rate apartments under two nationally trademarked brands – Sterling Apartments, a workforce housing brand that focuses primarily on residents in the 80% to 120% of median income profile; and Link Apartments, a Class A apartment brand focused on providing high-value apartment homes in strong urban in-fill locations at compelling rental rates to residents.

In addition, the company will develop and manage affordable or rent qualified housing. Grubb developed Seigle Point Apartment Homes, a Hope VI affordable housing community in Charlotte, NC in a partnership with the Charlotte Mecklenburg Housing Authority and The Communities Group. In this same project, Grubb Properties built Seigle Point Townhomes, a 31-unit affordable town home community. Both projects were awarded in 2010 the Merit Award from Multifamily Executive for “Mixed Income Project of the Year”. Grubb’s capability in operating this variety of unit types is directly matched to the Brooklyn Village project. We have included several representative pages from their corporate marketing material in the appendix.

LETTERS OF INTEREST

We have received two letters of interest at this time and attached.

MacFarlane Partners has provided real estate investment management services to institutional investors since 1987, building an impressive track record that spans multiple market cycles and a broad range of investment strategies, property sectors and capital structures. Over the past two decades, the firm has worked extensively in acquiring stabilized real estate assets, developing new projects, rehabilitating and repositioning existing properties, taking over underperforming portfolios, and managing assets to higher value. MacFarlane Partners focuses exclusively on investments that promote smart growth, urban revitalization and sustainability in urban and high-density suburban submarkets of select Global Pathway Cities – like Charlotte - within the United States.

The other letter of interest is from the InterContinental Hotels Group (IHG). IHG is a global company with 9 hotel brands – EVEN Lifestyle Hotel and Staybridge Suites as potential brands for the Brooklyn Village project. The EVEN branded is suited for the Brooklyn Village North parcel catering to today's trend in healthy living, while the Staybridge brand is appropriate for the business community requiring extended stay. Both hotels offering are expected to have 150 keys.



February 26, 2016

Ms. Amelia Patt
Associate Director
The Peebles Corporation
745 Fifth Avenue, Suite 1610
New York, NY 10151

Three Ravinia Drive
Suite 100
Atlanta, GA 30346-2149
www.ihg.com

Dear Ms. Patt:

Thank you for introducing the InterContinental Hotels Group (“IHG”) to the potential Staybridge Suites Hotel development opportunity in Uptown Charlotte. We are very interested in the Charlotte market and believe a Staybridge Suites hotel will thrive on the unmet demand for modern extended-stay hotels in Uptown Charlotte.

This non-binding letter is to inform you of IHG’s interest in franchising and managing a 150 room Staybridge Suites hotel with The Peebles Corporation. The Staybridge Suites Urban Solution, an adaptation of our Staybridge Suites prototype, is designed to offer a more scalable footprint for true urban areas. The Charlotte Staybridge Suites will be located within your proposed Brooklyn Village West mixed use development along E. Stonewall Street. This unique “gateway” location will attract all Uptown visitors. Located only 5 -10 minutes from the Novant Health Presbyterian and at Carolina Medical Centers, it will offer convenience and comfort to patients traveling for medical needs. Directly across the street from the Mecklenburg County Aquatic Center, it will most certainly cater to visiting athletes as well.

We believe this development would make an excellent addition to the Staybridge Suites global brand portfolio. As previously indicated, next steps will include submission of a signed Franchise Disclosure Document and a completed Staybridge Suites franchise application. Every application is subject to review and approval by IHG’s Franchise Approval Committee.

Please feel free to call me (919-417-2840) or e-mail me (mike.horgan@ihg.com) with any questions.

Thank you again for your interest in STAY Hotels and IHG. We wish you the best of luck with the RFP and look forward to working with you and your team on this exciting development.

Sincerely,

Michael F. Horgan
Regional Director
Franchise Sales & Development



*IHG Rewards Club not applicable to Kimpton® Hotels and Restaurants, to be included at a future date



February 22, 2016

Ms. Amelia Patt
Associate Director
The Peebles Corporation
745 Fifth Avenue, Suite 1610
New York, NY 10151

Dear Ms. Patt:

Thank you for introducing the InterContinental Hotels Group ("IHG") to the potential EVEN Hotel development opportunity in Uptown Charlotte. We are very interested in the Charlotte market and believe the EVEN Hotel lifestyle brand would complement the vibrant urban village you are aiming to create through the brand's focus of wellness and fitness.

This non-binding letter is to inform you of IHG's interest in franchising and managing a 150 room EVEN Lifestyle Hotel with The Peebles Corporation. The hotel will be located within your proposed Brooklyn Village mixed use development along S. McDowell Street. We believe this development would make an excellent addition to EVEN global brand portfolio.

As previously indicated, next steps will include submission of a signed current Franchise Disclosure Document and a completed EVEN Hotel franchise application. Every application is subject to review and approval by IHG's Franchise Approval Committee.

Please feel free to call me (770-604-5486) or e-mail me (rick.cunningham@ihg.com) with any questions.

Thank you again for your interest in EVEN Hotels and IHG. I look forward to working with you and your team on this exciting development.

Sincerely,

Rick Cunningham
Regional Vice President
IHG - Upscale Franchise Development



InterContinental Hotels Group PLC Registered in England No.5134420 Registered Office: Broadwater Park, Denham, Buckinghamshire UB9 5HR



March 2, 2016

Mr. R. Donahue Peebles
Chairman & CEO
The Peebles Corporation
745 5th Avenue, Suite 1610
New York, NY 10151

Re: Letter of Intent for the proposed equity funding for the Acquisition and Development of Walton Plaza & Brooklyn Village, Charlotte, Mecklenburg County, NC

Dear Don,

MacFarlane Partners has reviewed the executive summary of The Peebles Corporation's response to the Walton Plaza and Brooklyn Village development sites located in the Second Ward neighborhood of Charlotte, NC (the "RFP") and analyzed the financial merits of developing the property into approximately 2.2 million square feet of mixed-use improvements comprised of residential, retail, office and hotel uses, to be completed over three phases (the "Development").

As such, should The Peebles Corporation win the RFP, the following principal terms would apply to MacFarlane Partners' funding for the first phase of the Development:

Investor	MacFarlane Partners is a real estate investment management firm that manages \$3.5 billion in assets on behalf of some of the world's largest pension plans and institutions. Founded in 1987, the firm is recognized as a pioneer of the urban investment concept among institutional real estate managers and focuses exclusively on investing in properties that promote smart growth, urban revitalization and sustainability in select metropolitan areas of the U.S. It is headquartered in San Francisco, with regional offices in Los Angeles and Washington, D.C.
Developer	Formation of a special purpose bankruptcy-remote company incorporated in the State of Delaware or similar directly owned and controlled by The Peebles Corporation and MacFarlane Partners (the "Partnership").
Equity	Equity financing of approximately \$100,000,000 to be utilized for the acquisition, pre-development and construction of the first phase of the Development. This assumes a total project cost of approximately \$300,000,000.
Distributions	Distributions of net cash flow, net sales proceeds, and net financing proceeds shall be distributed to the Partnership as follows based on an 80% / 20% capital contribution from MacFarlane Partners and The Peebles Corporation, respectively: <ul style="list-style-type: none"> ❖ First to the Partnership, pro rata (based on respective capital contributions) until each has received an IRR of 12% ❖ Thereafter, 40% to MacFarlane Partners and 60% to The Peebles Corporation.

201 Spear Street, 14th Floor, San Francisco, CA 94105
415.356.2500 tel 415.356.2599 fax www.macfarlanepartners.com



**Financing/
Bonding**

The parties will pursue market rate construction financing. The Peebles Corporation must obtain a performance bond from the general contractor/construction management firm to ensure the successful completion of the Development.

Ownership

Fee simple ownership of the Property and Development. The terms and conditions outlined above will be subject to (i) completion of due diligence items customary for such a transaction to MacFarlane Partners' sole satisfaction, and (ii) there not having occurred a material adverse condition or material adverse change in or affecting the capital and credit markets, the Property, or The Peebles Corporation.

This LOI is expressly nonbinding, and MacFarlane Partners assumes no liabilities or legal obligations the contemplated Development or the contents of this LOI. Any obligation of MacFarlane Partners will only arise upon the execution of the negotiated partnership/ funding agreements that must be acceptable to MacFarlane Partners in its sole discretion.

Sincerely,

MacFarlane Partners



Victor B. MacFarlane



UMUD AND UMUD-O ZONING

We have conducted a detailed zoning analysis for both Brooklyn Village North and Brooklyn Village South.

Brooklyn Village South is governed by the requirements of the Uptown Mixed Use District (UMUD). This is a zoning district that is designed to create a lively mix of uses all contributing to the environment of a modern urban downtown. There is great flexibility in a number of important areas including density, height and uses.

Brooklyn Village North is covered by the Uptown Mixed Use District – Optional designation. This zoning provision allows for creative approaches to development that may not otherwise comply with the already forgiving requirements of the UMUD zoning.

However, we have designed both locations to comply in nearly all requirements, with the UMUD zoning. Depending on the final design and discussions with local officials, we may need minor relief in areas such as signage.

It is our team’s belief that for Brooklyn Village South, this will create an iconic location for a new office tower at the corner of Stonewall and McDowell Streets, a unique opportunity for a large format retailer and many smaller retailers, complimented by a new residential address and an extended-stay hotel. Concurrently, a new urban village neighborhood at Brooklyn Village North will contribute an entirely new living, shopping, dining and recreational experience for Charlotteans. The addition of a modern upscale boutique hotel, a mix of residential offerings and a leisurely street level mix of local shops and restaurants will all work together to draw residents and visitors to this new location.

BK Partners’ plan complies with the requirements of the UMUD zoning. There are a number of general and specific requirements and areas of compliance, including:

- Uses permitted by right
 - Multi-family and planned multi-family development
 - Retail sales
 - Professional business and general offices
 - Hotels
 - Services
 - Temporary buildings and storage of materials in conjunction with construction
 - Outside open market
 - Shopping centers

- Parking – all parking and parking structures comply
 - Off-street parking as an accessory use
 - Structured parking decks
 - All parking is in compliance with Streetscape Standards
- Setbacks
 - All minimum setbacks are met or exceeded, including the distance from the curb, planting strips doorswings and other requirements
- Streetscape design standards will conform to the required “streetscape plan”
 - Decorative paving to animate the pedestrian scale will be designed to complement the overall experience and will be submitted for approval
 - Materials and designs are chosen to “animate and enliven the streetscape”
 - Ground floors are activated on most street frontages
 - Solid areas of ground floors are decorative with local artist installations and designed architectural motifs
 - Special pedestrian-scale paving and design is used at the cross road connecting MLK Blvd to create a “walkable passage” feel
 - Multiple entrances are provided from all sidewalks and open spaces
 - No cars in the structured parking decks are visible from the street
 - Signs and banners will comply
 - Outdoor furniture plans comply
 - An extensive tree planting plan that meets or exceeds the requirements for the Tree Planting Program will be submitted for approval
 - The project development budget includes all required maintenance for streetscape elements
 - All residential and hotel uses comply with the requirements for reflective surfaces and the office buildings are designed to mitigate any glare issues
 - Requirements for the protection of street right-of-way are incorporated and will be discussed and approved by the

Charlotte Department of Transportation and Charlotte-Mecklenburg Planning Commission staff

- Doorways are recessed and meet the size requirements
- Building facades are deliberately varied, interesting, attractive and designed to be distinctive in both daytime and nighttime conditions. Materials, colors and designs all work together to create an extension of Charlotte that will draw visitors, workers and hotel guests to the Brooklyn West
- Urban Open Space requirements for seating and for public open space are exceeded and all of the Open Space is accessible from the street
 - The 1.6 acres of Open Space will be provided with approximately 700 feet of seating with fixed benches, seatwalls around landscape areas and loose seating
 - Automatic irrigation systems are provided for in the development budget
 - A tree planting plan meeting the requirements for Urban Open Spaces will be submitted
 - Maintenance of the spaces is included in the development budget
- First Floor Retail requirements are met
 - Individual entrances to retail tenants is provided
 - All buildings meet or exceed the requirement of 50% of the first floor being devoted to retail
- Parking and Loading Standards are all met or exceeded and approval of parking plans will be sought

All of the standards and requirements of the UMUD Zoning District have been applied to both the Brooklyn Village North and the Brooklyn Village South locations. Through boldly creative approaches to design, materials, colors, fenestration and the overall height and massing of buildings, Brooklyn Village South will be a lively gateway to and extension of Uptown Charlotte and its exploding Stonewall corridor while Brooklyn Village North will create a live, work and play pedestrian-defined environment. Exceedingly high standards, professional execution and creative place-making will all combine to define Charlotte's newest neighborhoods.



PARKING

BK Partners has been guided by a few overriding principles as applied to its plan for parking. First, we need to provide parking sufficient for each use. Residential, office and retail users, for example, each have different parking needs. A vibrant retail and residential village needs sufficient parking not only for residents, but for visitors as well.

Second, and to some degree this is really first, we are guided by a commitment to create a community that recognizes what we believe are significant and long-lasting changes both in demographics and in the lifestyle that will be desired for the foreseeable future. The day of the car-dominated city is quickly diminishing. The Huffington Post report that "Less than 70 percent of 19-year-olds now have one, down from 87 percent two decades ago."

As this tectonic shift reverberates through the urban environment, this means that the demand for cars, and therefore for parking, falls as well. A modern urban lifestyle one where a car is a convenience, not a necessity. It's one where communities, once built around wide boulevards, superhighways and enormous parking structures, are now built around shared lifestyles, health choices and a walk-to-work culture.

BK Partners is providing 964 parking spaces on the Brooklyn Village South parcel and 1,348 spaces on the Brooklyn Village North parcel, for a total of 2,312 spaces. Of those spaces 141 are on-street and 2,171 units are parked in a variety of structures spread across both sites. On-street parking is not used for the convenience of retail users, but as traffic calming influences to keep cars moving slowly through a village street.

To arrive at these numbers, BK Partners has worked with Jeff Wolfe of The Car Park Inc., a nationally known parking analyst, and Roger Stacks of Preferred Parking, Charlotte's largest local operator of parking. Mr. Wolfe's report is attached.

We have looked in depth at the required parking, done extensive projections on usage, overlap and sharing. Our parking plan will be dominated by a few characteristics:

- We have located parking to be convenient for users;
- No parking space, with the exception of on-street parking, is visible from the street;
- We have designed screening to be attractive and effective;
- We are incorporating advanced technology in all parking structures and approaches
- We are putting in place an aggressive parking management plan that will make the most effective use of every space for day/night efficiencies.

Our supporting data for the studies that we have undertaken create an understanding of the parking requirements, by use, down to the hour. The outcome is the maximum utilization of each individual space. Where necessary we've been careful not to undermine the needs of retail, restaurant and other particularly demanding uses, but to create the kind of modern urban environment that this program envisions.

We will support our strategy further with active on-site management, 24 hours a day, cutting edge software that develops an "understanding" of the parking, and staffing as necessary; both in the form of "gate attendants" and valet. Several important national trends underpin our thinking:

- The advent of a sharing society (Uber).
- That the number of licensed drivers in every age group continues to fall.
- The number of vehicles purchase continues to fall.
- The demand for public transportation continues to grow while the demand for parking continues to decline. Brooklyn village provides returns on the public's transportation investment by gently nudging transit ridership and limiting the number of vehicle miles travelled.

Please see the Executive Summary and Charts from the report that we commissioned from The Car Park, Inc. on parking.

Charlotte is succeeding in its efforts to deliver a truly urban context. This city continues to offer more and more transportation options and greatly improved walkability. Brooklyn Village is another such improvement.

The Car Park has prepared the following parking demand analysis for the proposed Brooklyn Village North and Brooklyn Village South Tract developments in Charlotte, North Carolina. Drawing on our past experience of all types and sizes of parking facilities and our extensive experience developing parking solutions in urban environments, we are confident in the results of our study and the ability of the development to provide the proper amount of parking spaces.





EXECUTIVE SUMMARY

The Car Park has prepared the following parking demand analysis for the proposed Brooklyn Village and Boundary Tract developments in Charlotte, North Carolina. Drawing on our past experience of all types and sizes of parking facilities and our extensive experience developing parking solutions in urban environments, we are confident in the results of our study and the ability of the development to provide the proper amount of parking spaces.

The scope of the analysis incorporates those building densities as provided on the project plan. The report includes the following primary areas of study:

- Shared parking methodology;
- Forecast of parking demand;
- Recommended supply of parking;

Based on tested parking demand models, the required peak hour parking demand for Brooklyn Village will be 1,167 spaces and peak hour demand for Boundary Tract will be 1,295 spaces. The recommendations for the parking supply specified will allow for sufficient parking so as to allow for safe and efficient vehicular and pedestrian traffic flows both outside and interior to the parking facilities.

Our model is based on an urban setting, taking an aggressive approach to parking management utilization with the understanding that large quantities of parking are not desirable nor is building excess parking realistic or economical.

If the two parcels are considered separately, there is no ability to use the peak and non-peak times that may differ from one parcel to other to reduce the overall supply of parking. Thus the two parcels together require 2,462 spaces.

We believe combining both parking facilities, at certain times and with certain user groups, is possible to reduce the total number of spaces. The peak parking occurs at the Boundary Tract parcel at 11:00 AM weekdays in May. Conversely, peak parking demand occurs at the Brooklyn Village parcel at 7:00 PM during the weekends in August. This is because Brooklyn Village has a large proportion of the development utilized by residential, condominiums and a hotel with peak demand on evenings and weekends. Our recommendation is to shift office parkers from Boundary Tract to the Brooklyn Village parking facility. Based on our model and knowledge of parking demand and operations, the Boundary Tract garage can be reduced by 112 spaces. This will reduce the Boundary Tract space count from 1,295 to 1,183. The total space count for both facilities is then reduced from 2,462 to 2,352 spaces.

This report represents a preliminary baseline shared demand analysis of parking

3/2/2016

for the proposed development. The purpose of this study is to provide a parking supply estimate with assumptions for peak hour demand, shared parking and potential for the use of alternate modes of transportation. We understand that as the project evolves, refinements to the attached models will be required. These adjustments will be applied in future phases of the parking study as decisions are made and contracts are executed.

The study represents the opinions and professional judgment of The Car Park. Every reasonable effort has been made to ensure that the data contained in this study reflects the most accurate and timely information possible and they are believed to be reliable. This study is based on estimates, assumptions, and other information reviewed and evaluated by The Car Park from its meetings with the client, the client's representatives, and our general knowledge of the parking industry. No responsibility is assumed for inaccuracies in reporting by the client, the client's representatives or any other data source used in preparing this study. Unforeseen changes in economic or other factors could have an impact on the conclusions presented.

PROJECT DESCRIPTION & APPLICATION OF SHARED PARKING

The building and land use densities are described in Exhibit 1.

The concept of shared parking is defined in the Urban Land Institute Shared Parking, Second Edition as the use of parking spaces to serve two or more individual land uses without conflict or encroachment. The ability to share parking spaces is the result of two conditions:

- Variations in the accumulation of vehicles by hour, by day, or by season the individual land uses and;
- Relationships among the land uses that result in visiting multiple land uses on the same auto trip.

By virtue of these land uses (i.e. office, retail, hotel, restaurants and residential), this project certainly meets the criteria for a shared parking program. Therefore, its generated parking demand shall be calculated using the established principles of shared parking for such integrated land uses.

DEFINITION OF TERMS

Several terms used in this report have unique meanings when used within this type of analysis. To help clarify these terms and enhance understanding by the reader, definitions for some of these terms are presented below:

- Gross Leasable Area (GLA) – The portion of the total building that is available for use by the public. This area is less common areas, such as corridors, stairs, lobbies, elevators, mechanical spaces and so on.
- Institute of Transportation Engineers (ITE) – The international educational and scientific association of transportation professionals who facilitate the

Page 2

3/2/2016

application of technology and scientific principles to research, planning, functional design, implementation, operation, policy development and management for any mode of transportation.

- Modal Split – The percentage of travelers to the development using a particular mode of transportation. In the case of this study, a 100% modal split indicates only cars being used to access the development, and a 0% modal split indicates only public transportation and/or walking being used to access the development.
- Captive – indicates the number of users who are visiting multiple destinations per automobile trip (e.g. staying at hotel and visiting the retail or restaurants).
- Occupancy – The number of parking spaces occupied by vehicles. This information is gathered by performing parked vehicle counts in each sub-area located within the study area.
- Parking Demand – The number of spaces required by various user groups and visitors to the subject property.
- Peak Hour – The peak hour represents the busiest hour of the day for parking demand.
- s.f. – Square feet.
- Synergy Reduction – The reduction of required parking caused by the combined effects of the non-captive and modal split.
- Urban Land Institute (ULI) – Non-profit organization whose stated mission is "to provide leadership in the responsible use of land and in creating and sustaining thriving communities worldwide".

WHY SHARED PARKING IS NEEDED

It is important for a development of such magnitude to have an adequate parking supply. The developer wishes to strike a balance between constructing excess parking that never gets utilized, or not building enough parking and causing an inconvenience to both the patrons and the surrounding neighbors of the development. Shared parking has been proven to successfully predict the peak parking demand that the development will experience in its lifetime, therefore providing the developer and the community with a tested model for determining the necessary parking demand.

There are certain parking realities that must be faced: the cost of land on which parking will be located, the cost of building structured parking, the maintenance costs of structured parking, and the potential revenue that is lost by utilizing this land to supply parking instead of on a revenue-generating use. Also, with structured parking, it is nearly impossible to re-develop areas allocated to parking that are not being utilized. Once the parking spaces are built in a parking garage, this "land" cannot be converted to a different use that will generate revenues and taxes. Therefore, it is vital to accurately predict the peak parking demand for the development and meet that demand without significantly exceeding it.

Page 3

Brooklyn Village South
Development Parameters

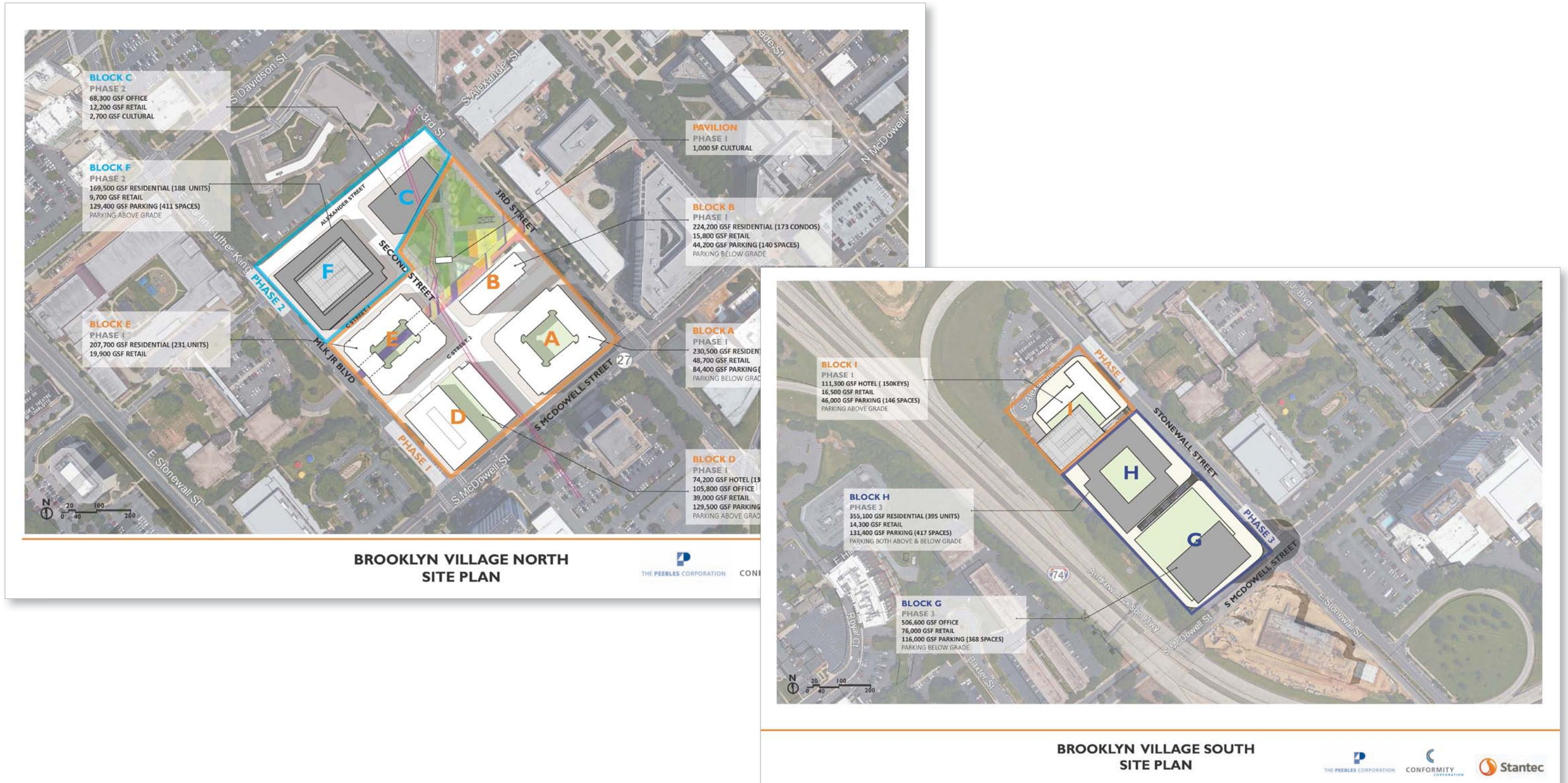
Building Components	Size	Demand Indice (Design)				Mixed-Use %				Modal Split				Absolute Peak Hour Demand				Code		Demand Indice (Peak Hour)			
		Weekday		Weekend		Weekday		Weekend		Weekday		Weekend		Weekday		Weekend				Weekday		Weekend	
		Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening
Hotel	150 Keys	0.50	0.50	0.50	0.50	100%	100%	100%	100%	70%	70%	80%	80%	53	53	60	60	150	1 Per Room	0.35	0.35	0.40	0.40
Residential	395 Keys	0.75	0.75	0.75	0.75	100%	100%	100%	100%	100%	100%	100%	100%	276	290	261	273	650	1.5 Per Unit	0.70	0.74	0.66	0.69
Retail Big Box	50,000 Sq. Ft.	5.00	5.00	5.00	5.00	50%	75%	75%	75%	90%	90%	90%	90%	101	68	152	152	317	1 Per 250 sq. ft.	2.03	1.35	3.04	3.04
Retail In Line	51,765 Sq. Ft.	4.00	4.00	4.00	4.00	50%	75%	75%	75%	90%	90%	90%	90%	84	56	126	126	155	1 Per 250 sq. ft.	1.62	1.08	2.43	2.43
Restaurant - Limited	5,209 Sq. Ft.	5.00	5.00	5.00	5.00	50%	75%	75%	75%	90%	90%	90%	90%	12	18	18	18	38	1 Per 75 sq. ft.	2.25	3.38	3.38	3.38
Restaurant - Full Service	0 Sq. Ft.	10.00	10.00	10.00	10.00	50%	75%	75%	75%	90%	90%	90%	90%	0	0	0	0	197	1 Per 75 sq. ft.	0.00	0.00	0.00	0.00
Office	506,000 Sq. Ft.	2.00	1.10	0.50	0.50	100%	100%	100%	100%	100%	100%	100%	100%	921	132	240	120	13	1 Per 300 sq. ft.	1.82	0.26	0.48	0.24
TOTAL														1446	616	856	748	1520					

Brooklyn Village North
Development Parameters

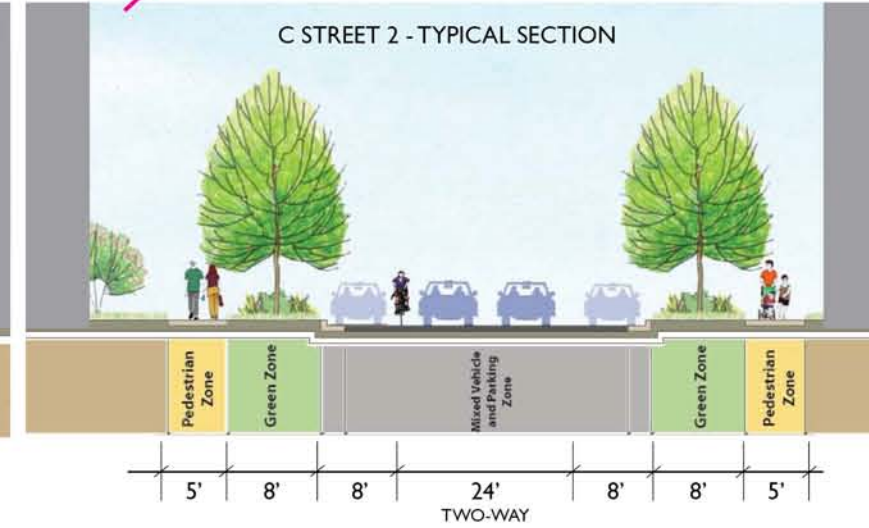
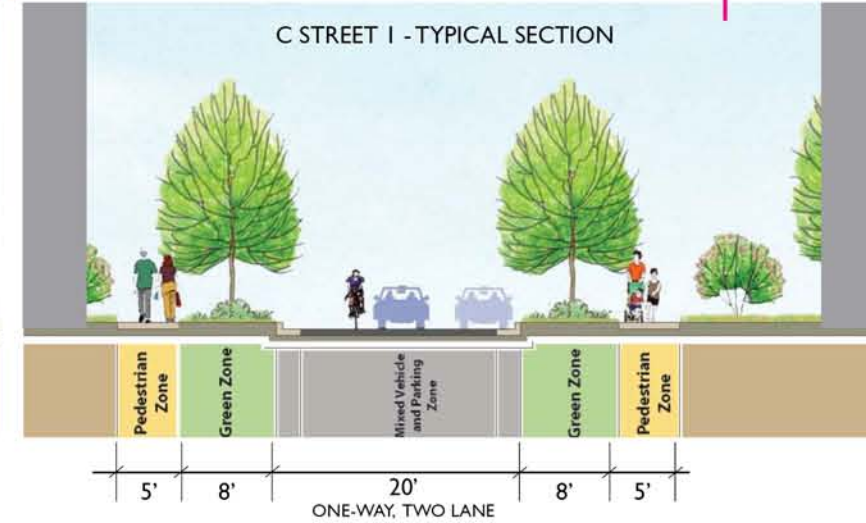
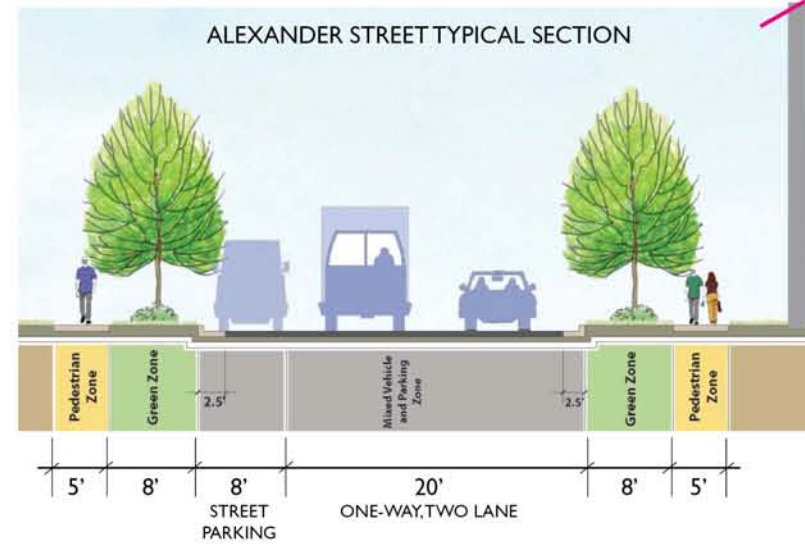
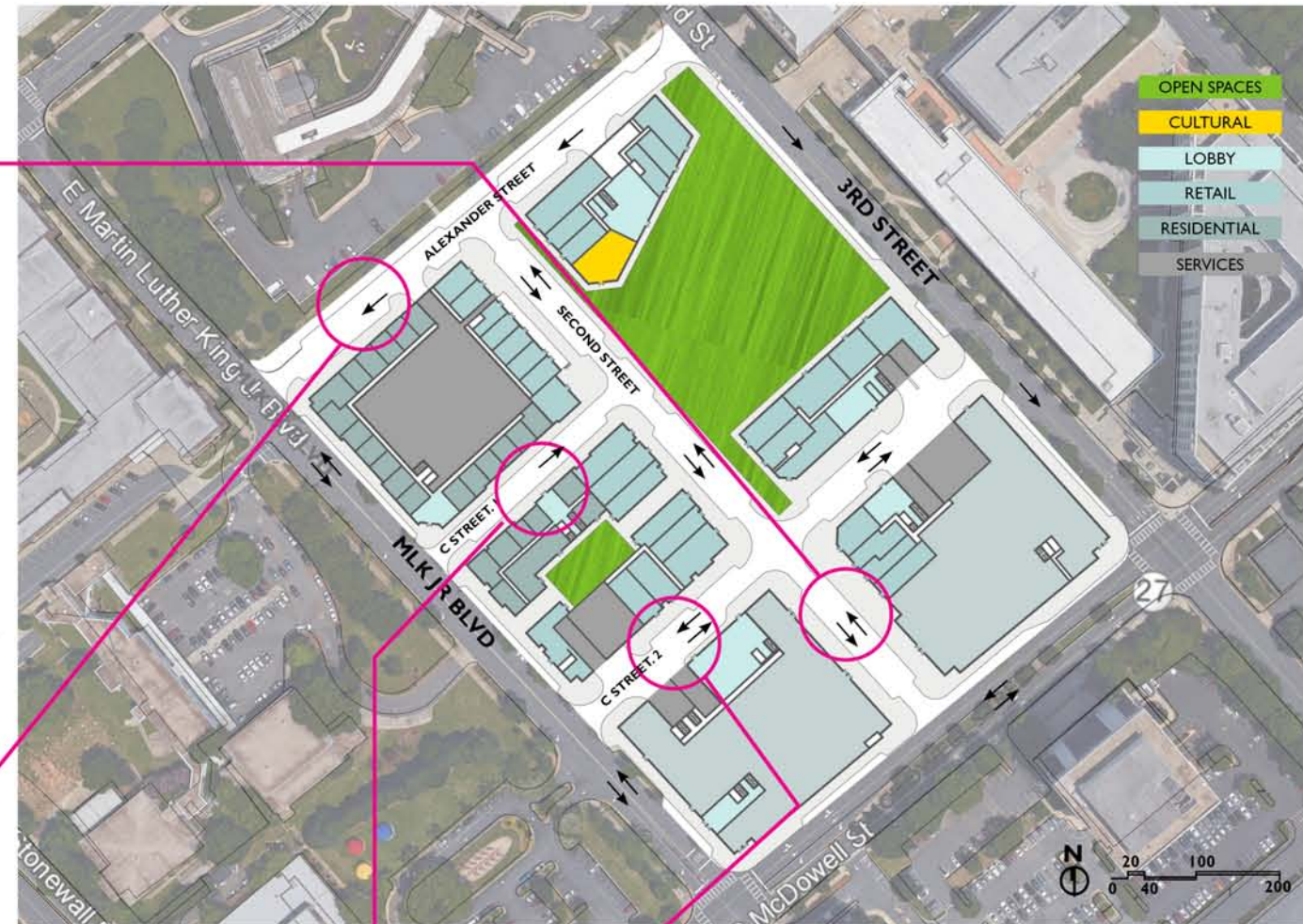
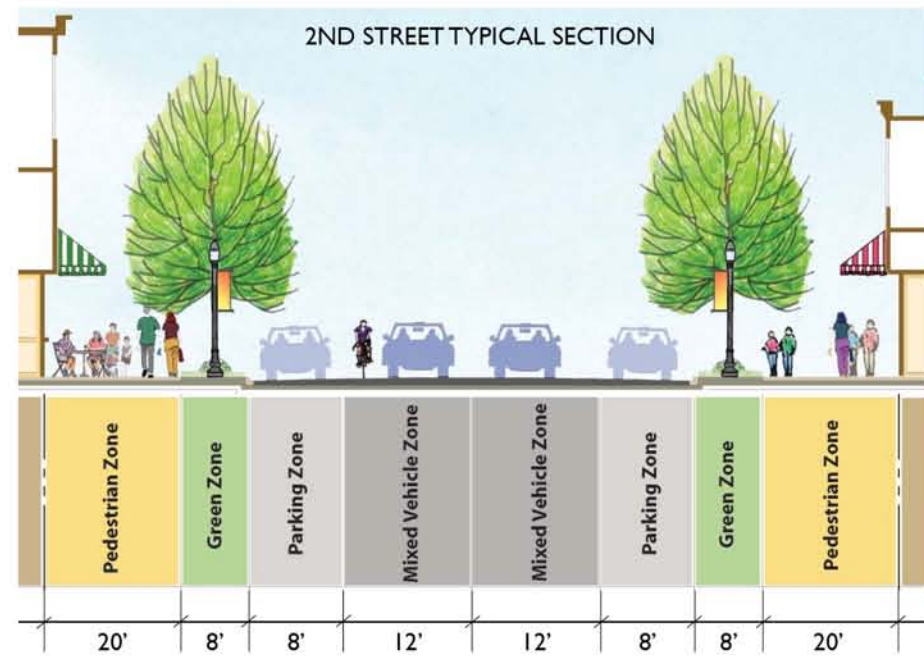
Building Components	Size	Demand Indice (Design)				Mixed-Use %				Modal Split				Absolute Peak Hour Demand				Code		Demand Indice (Peak Hour)			
		Weekday		Weekend		Weekday		Weekend		Weekday		Weekend		Weekday		Weekend				Weekday		Weekend	
		Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening	Day	Evening
Hotel	150 Keys	0.50	0.50	0.50	0.50	100%	100%	100%	100%	70%	70%	80%	80%	53	53	60	60	150	1 Per Room	0.35	0.35	0.40	0.40
Residential	585 Keys	0.75	0.75	0.75	0.75	100%	100%	100%	100%	100%	100%	100%	100%	408	430	386	404	877	1.5 Per Unit	0.70	0.74	0.66	0.69
Condominium	168 Units	1.25	1.25	1.25	1.25	100%	100%	100%	100%	100%	100%	100%	100%	185	206	185	193	252	1.5 Per Unit	1.10	1.23	1.10	1.15
Retail Big Box	80,900 Sq. Ft.	5.00	5.00	5.00	5.00	50%	75%	75%	75%	90%	90%	90%	90%	164	109	246	246	323	1 Per 250 sq. ft.	2.03	1.35	3.04	3.04
Retail In Line	38,790 Sq. Ft.	4.00	4.00	4.00	4.00	50%	75%	75%	75%	90%	90%	90%	90%	63	42	94	94	155	1 Per 250 sq. ft.	1.62	1.08	2.43	2.43
Restaurant - Limited	5,540 Sq. Ft.	5.00	5.00	5.00	5.00	50%	75%	75%	75%	90%	90%	90%	90%	12	19	19	19	74	1 Per 75 sq. ft.	2.25	3.38	3.38	3.38
Restaurant - Full Service	27,700 Sq. Ft.	10.00	10.00	10.00	10.00	50%	75%	75%	75%	90%	90%	90%	90%	125	187	187	187	369	1 Per 75 sq. ft.	4.50	6.75	6.75	6.75
Office	174,000 Sq. Ft.	2.00	1.10	0.50	0.50	100%	100%	100%	100%	100%	100%	100%	100%	317	45	83	41	670	1 Per 300 sq. ft.	1.82	0.26	0.48	0.24
TOTAL														1326	1091	1259	1244	2870					

C.) HORIZONTAL IMPROVEMENT PROGRAM

Below are the site plans BK Partners has developed. The plans carefully illustrate the dedicated open space, roadways, pedestrian amenities, parking and a variety of vertical development information. Following those are representative typical sheet sections to provide a perspective view of the horizontal improvements.



TYPICAL STREET SECTION



STREET SECTIONS REFERENCED FROM CHARLOTTE MECKLENBURG COUNTY URBAN STREET DESIGN GUIDELINES (USDG, 2007), SECTION DIAGRAM NOT TO SCALE

UTILITIES

To recreate the neighborhood energy and activity that once characterized the area, our masterplan anticipates significant site work on the Brooklyn Village North site in order to create a more level pedestrian connection between the 3rd Street edge and Martin Luther King Boulevard. The existing 20' drop the site will be filled and graded to help us create a new active open space connection. In addition to the new crossroads running perpendicular to 3rd Street, we will be creating a new pedestrian route from City Hall to Stonewall Street that we are calling Myer's passage along the original path of Myer's Street which once connected the larger Brooklyn Village neighborhood.

To do all this, we have anticipated, planned and budgeted for new utilities connections and subsurface roadway infrastructure to both service the new neighborhood water, sewer and electrical needs as well as mitigate stormwater runoff and the adverse effects of new development density on existing City infrastructure. We anticipate stormwater runoff to be detained on-site in engineered below grade detention structures and we have planned for roadway and site utility designs to be in accordance with City and State requirements. The Stantec Charlotte office is very familiar with these requirements and has done extensive work in the area.

Existing Brooklyn Village Stormwater Culvert

Our Plan shows the Block C office building straddling the culvert location at the east end of the site. We recognize this may not be possible and we have included \$5 million, which is our engineer's estimate, to relocate the culvert to 3rd and McDowell.

Our design and engineering teams have worked with city engineers in other markets to accommodate and protect mission-critical city infrastructure elements on numerous occasions. In the case of Brooklyn Village, our masterplan has positioned both roadways and buildings on locations that avoid impact to the existing underground stormwater culvert for the majority of its length. We have planned to provide supportive excavation elements during construction to both protect the culvert and aid in future access to it should it be required. Our survey and civil engineering teams will use both sonar and selective test-pits to accurately determine the edges and heights of the culvert prior to schematic design, and will conduct an internal digital examination of the culvert to assess the stability of the infrastructure prior to the commencement of construction.

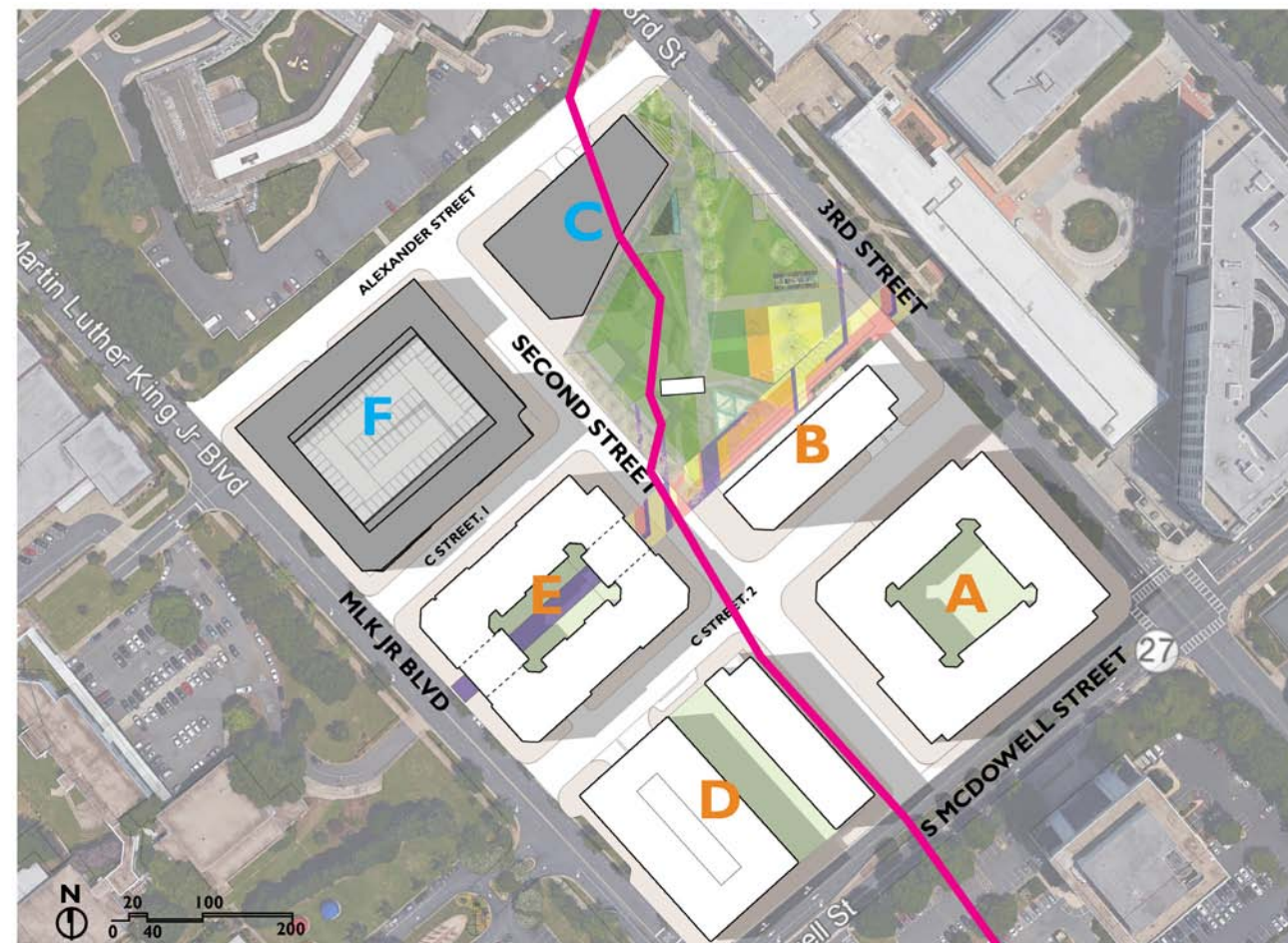
We would also like to talk with the County about an alternative. Our plan would be to work with local authorities to build a new leg to the culvert and relocate the portion at the west end of the site. As mentioned earlier, our pro-forma includes budget to cover for a complete relocation. We believe that reengineering portions should work within our allowance.

The Block C office building includes both restaurant and civic functions at its base and acts as both a gateway entrance to the new Second

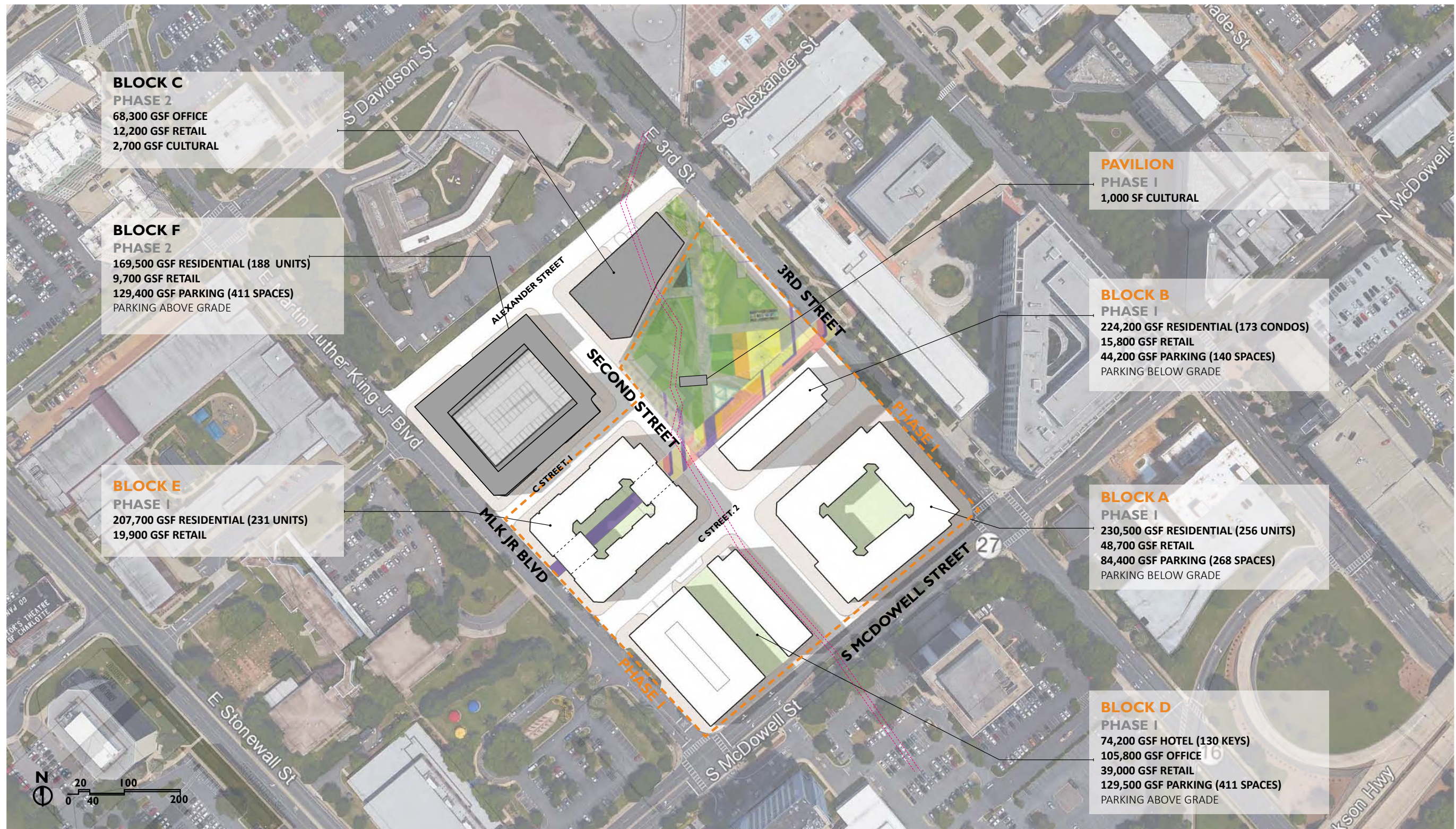
Ward Park as well as a backdrop for the open space activities, including a large screen outdoor movie theater. The restaurants and the cultural space located at the corner of the building closest to the interior road, support and animate the energy of the park which we feel is critical. The existing culvert location in this area of the site limits the protective and supportive function supplied by Block C.

We would like to discuss the possibility of using a technique that has been used before, either by creating a two story 35' open air or internal clear space over the line of the culvert as it passes below the building, or by creating an accessible 10' clear tunnel structure on either side of the culvert allowing for both inspection and access. Both of these alternatives are methods used in urban conditions for other similar new construction situations. Therefore, we would like to work with the City to either relocate the westernmost portion of the culvert, or redesign the edges of Block C to avoid the culvert in this location.

However if the County and City prefer, we are willing to relocate the culvert and have budgeted funds sufficient to accomplish this.



**BROOKLYN VILLAGE NORTH
CULVERT**



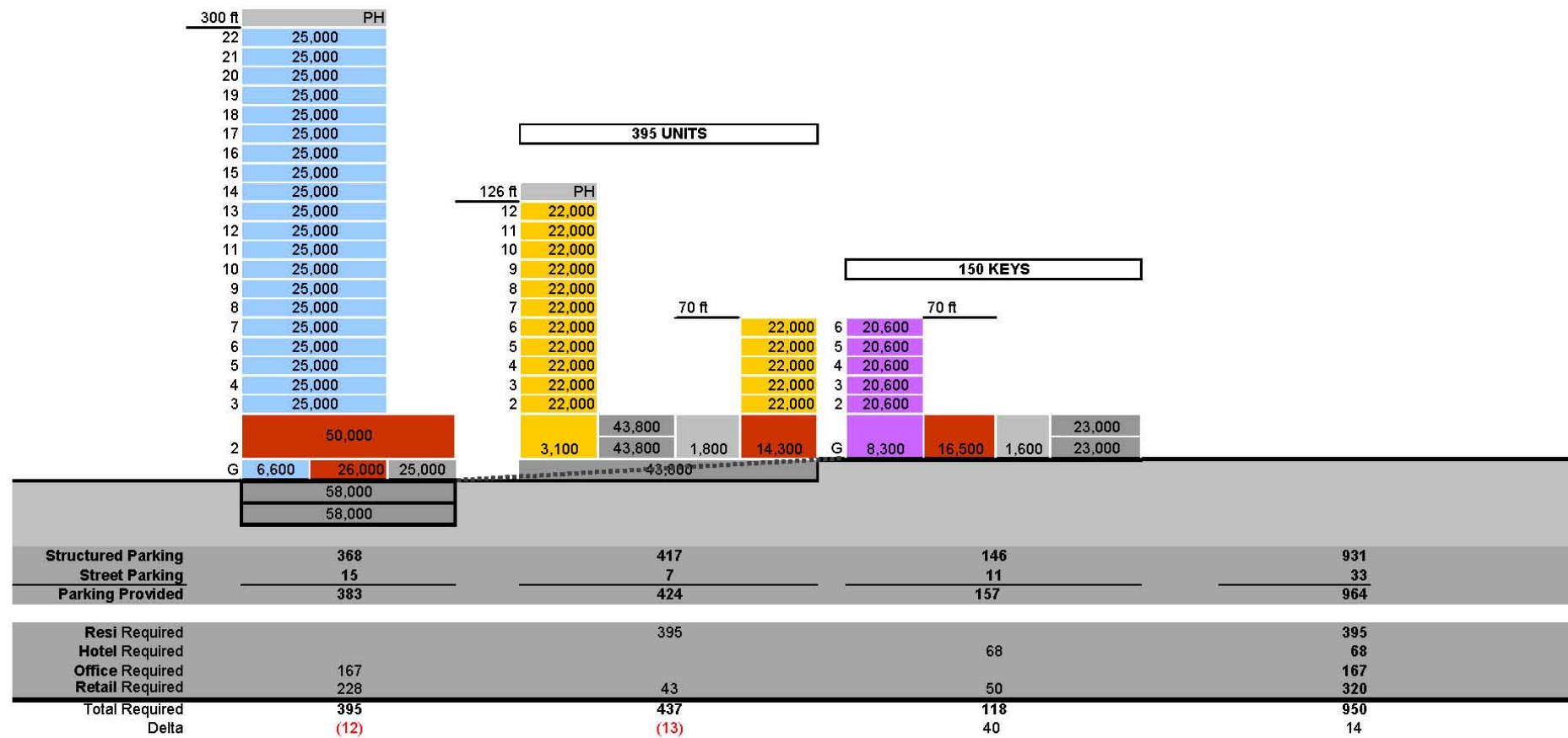
BROOKLYN VILLAGE NORTH SITE PLAN



D.) ARCHITECTURAL CONCEPT

PROJECT AREA AND USE STACKING PLAN

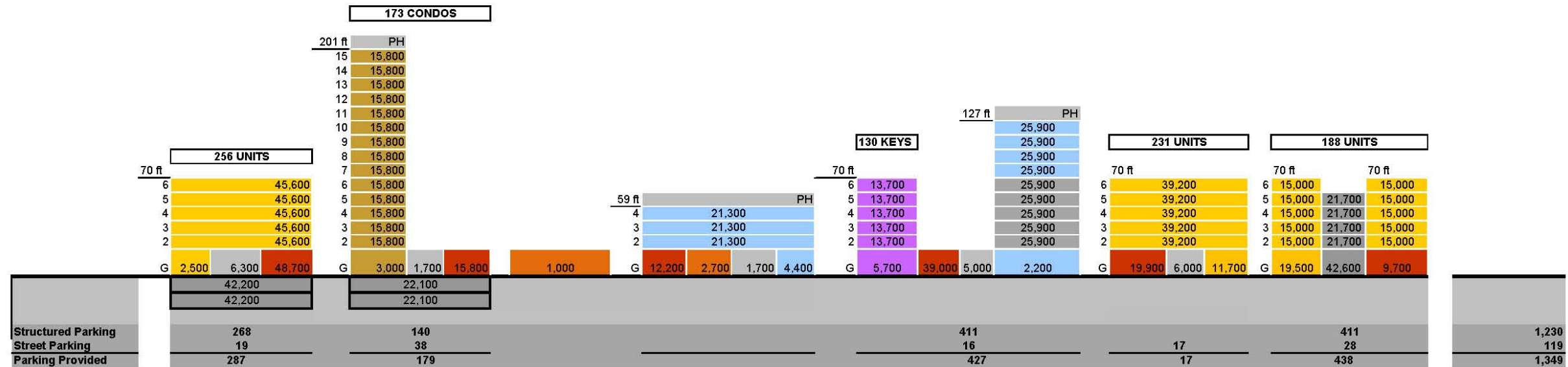
Brooklyn Village South Project Stacking Diagram



Block	G	H	I	TOTAL
Gross Area	723,600	502,600	175,400	1,401,600
RETAIL	76,000	14,300	16,500	106,800 8%
RESIDENTIAL		355,100		355,100 28%
OFFICE	506,600			506,600 40%
HOTEL			111,300	111,300 9%
GARAGE	116,000	131,400	46,000	177,400 14%
F.A.R. Area	582,600	500,800	173,800	1,257,200 100%
SITE Area				217,800
SITE F.A.R.				5.77

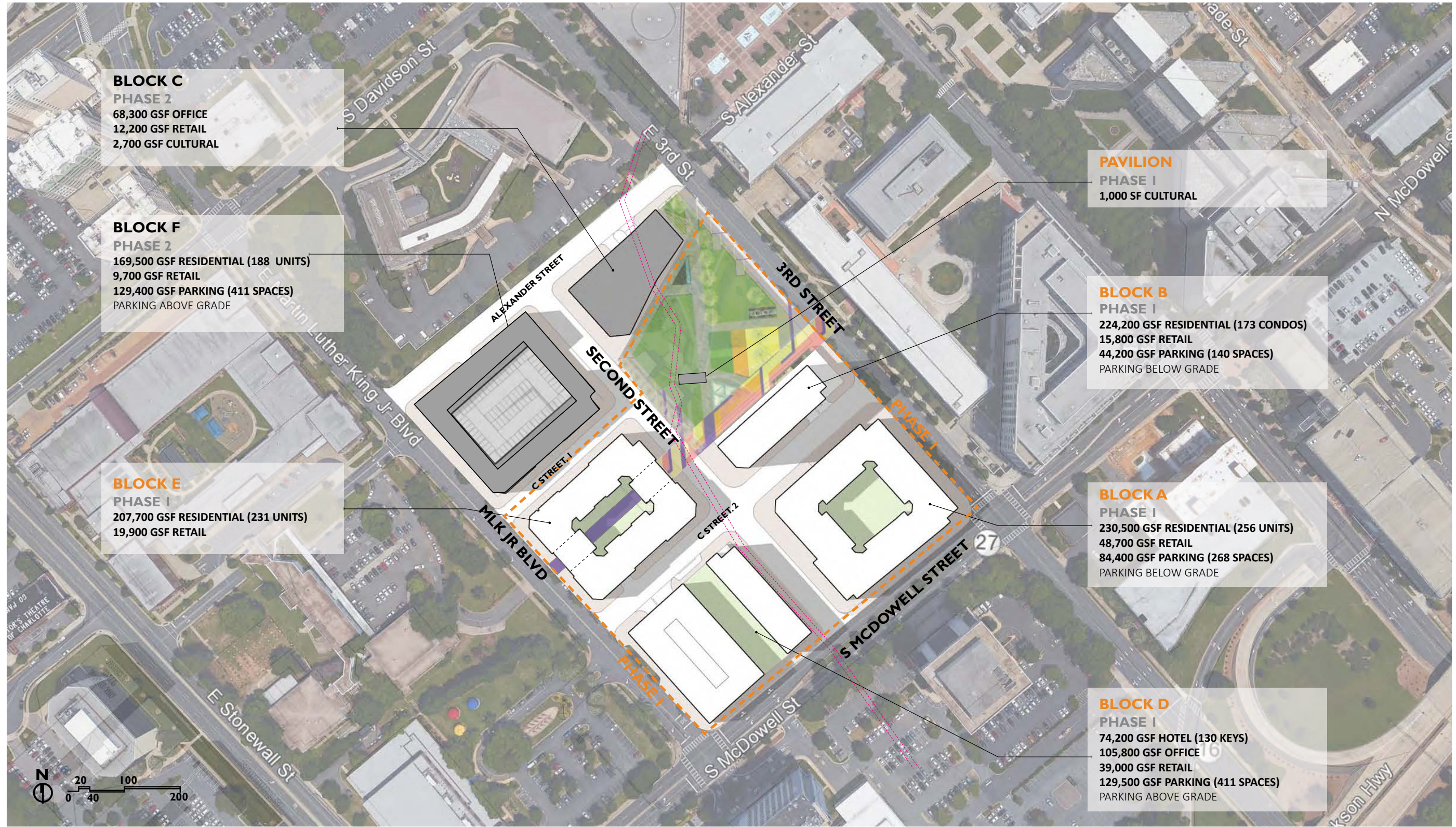
PROJECT AREA AND USE STACKING PLAN

Brooklyn Village North Project Stacking Diagram



Block	A	B	PAVILION	C	D	E	F	TOTAL
Gross Area	369,900	285,900	1,000	84,900	353,500	233,600	308,600	Gross Area 1,637,400
RETAIL	48,700	15,800		12,200	39,000	19,900	9,700	RETAIL FAR 145,300 10%
RESIDENTIAL	230,500	224,200				207,700	169,500	RESIDENTIAL FAR 831,900 56%
OFFICE				68,300	105,800			OFFICE FAR 174,100 12%
CULTURAL			1,000	2,700				CULTURAL 3,700 0.2%
HOTEL					74,200			HOTEL FAR 74,200 5%
GARAGE	84,400	44,200			129,500		129,400	GARAGE FAR 258,900 17%
F.A.R. Area	279,200	240,000	1,000	83,200	348,500	227,600	308,600	TOTAL F.A.R. Area 1,488,100 100%
								SITE Area 492,228
								SITE F.A.R. 3.02

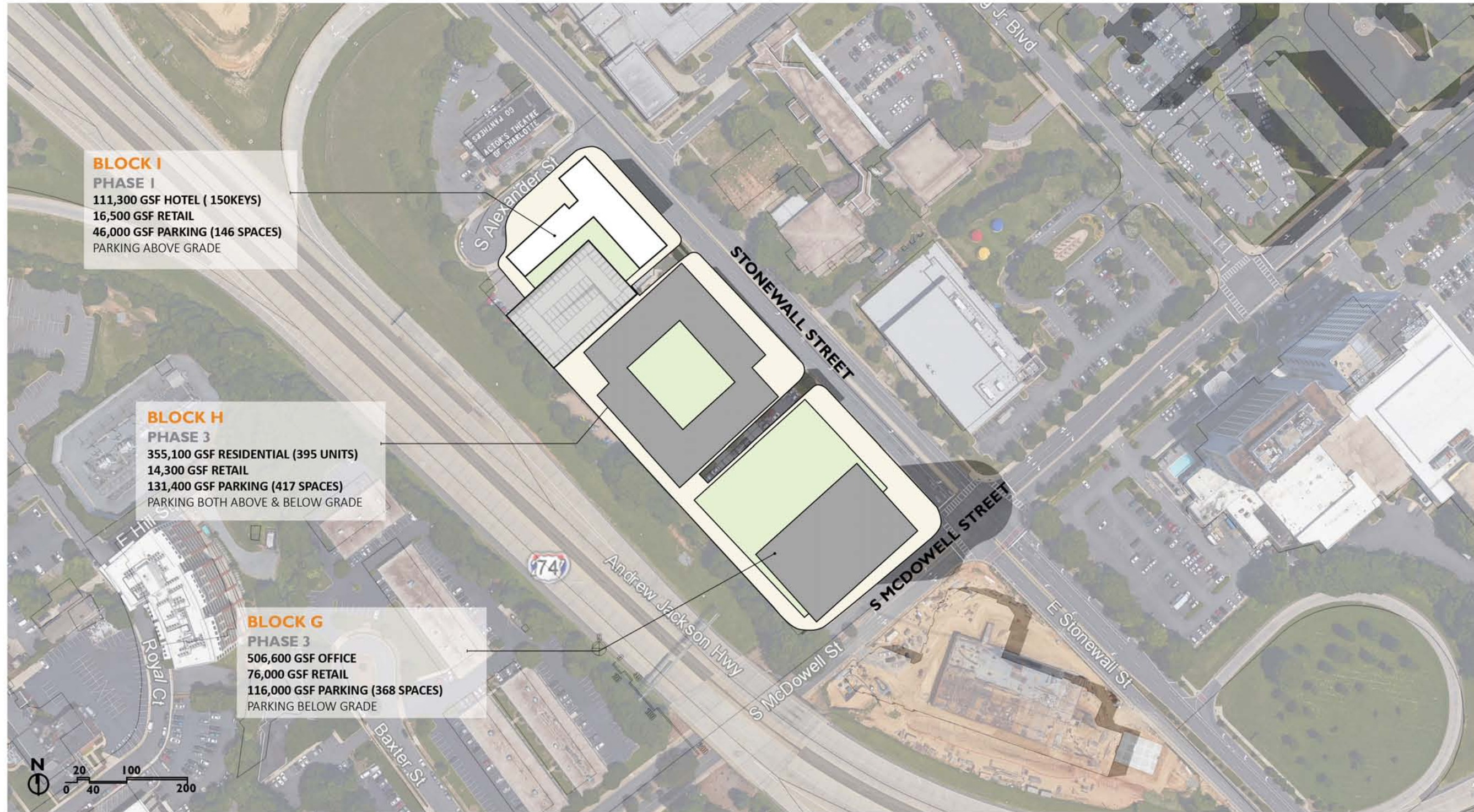
SITE PLAN INDICATING USES AND RELATED SQUARE FOOTAGE BY BLOCK & PARKING



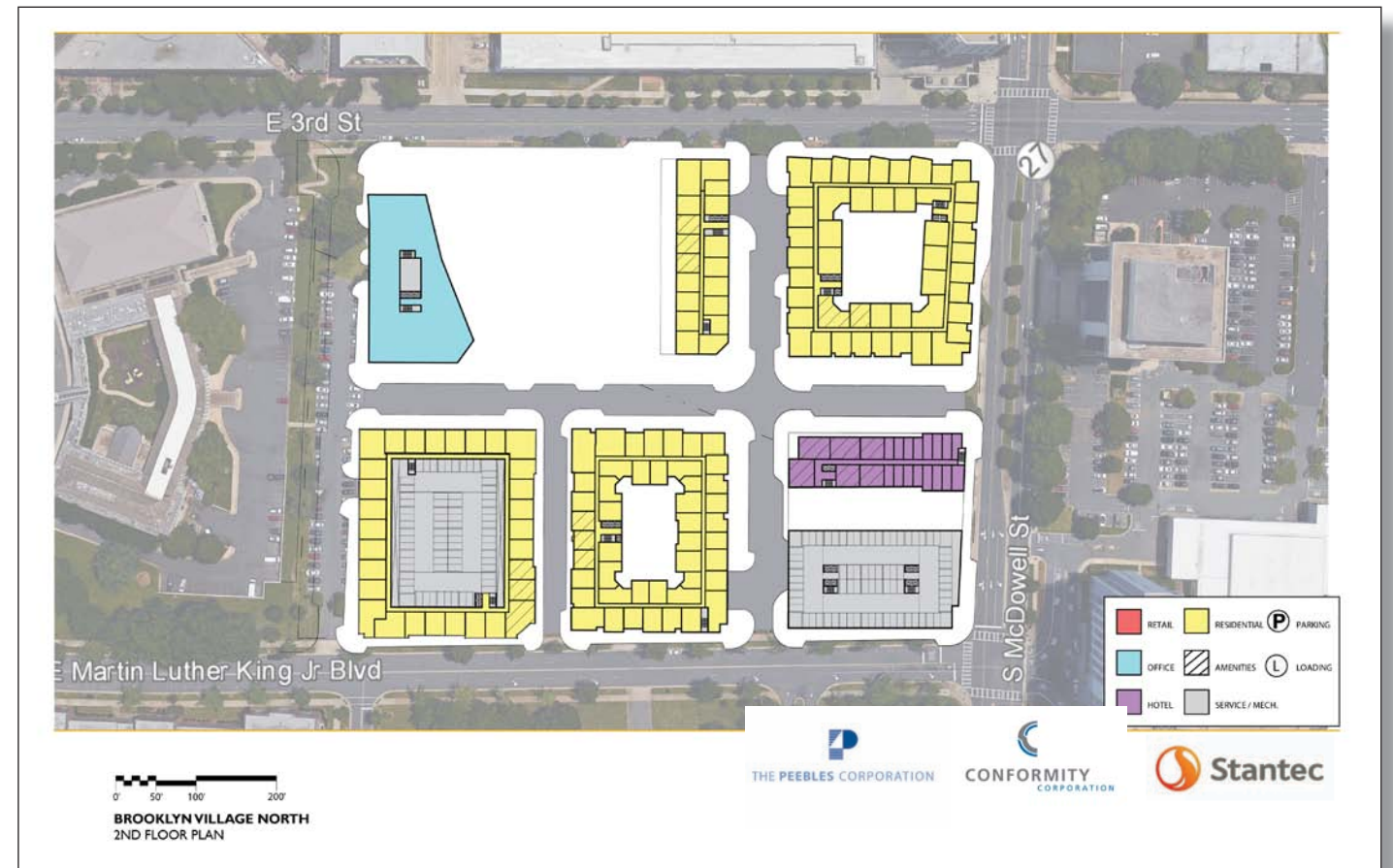
BROOKLYN VILLAGE NORTH SITE PLAN



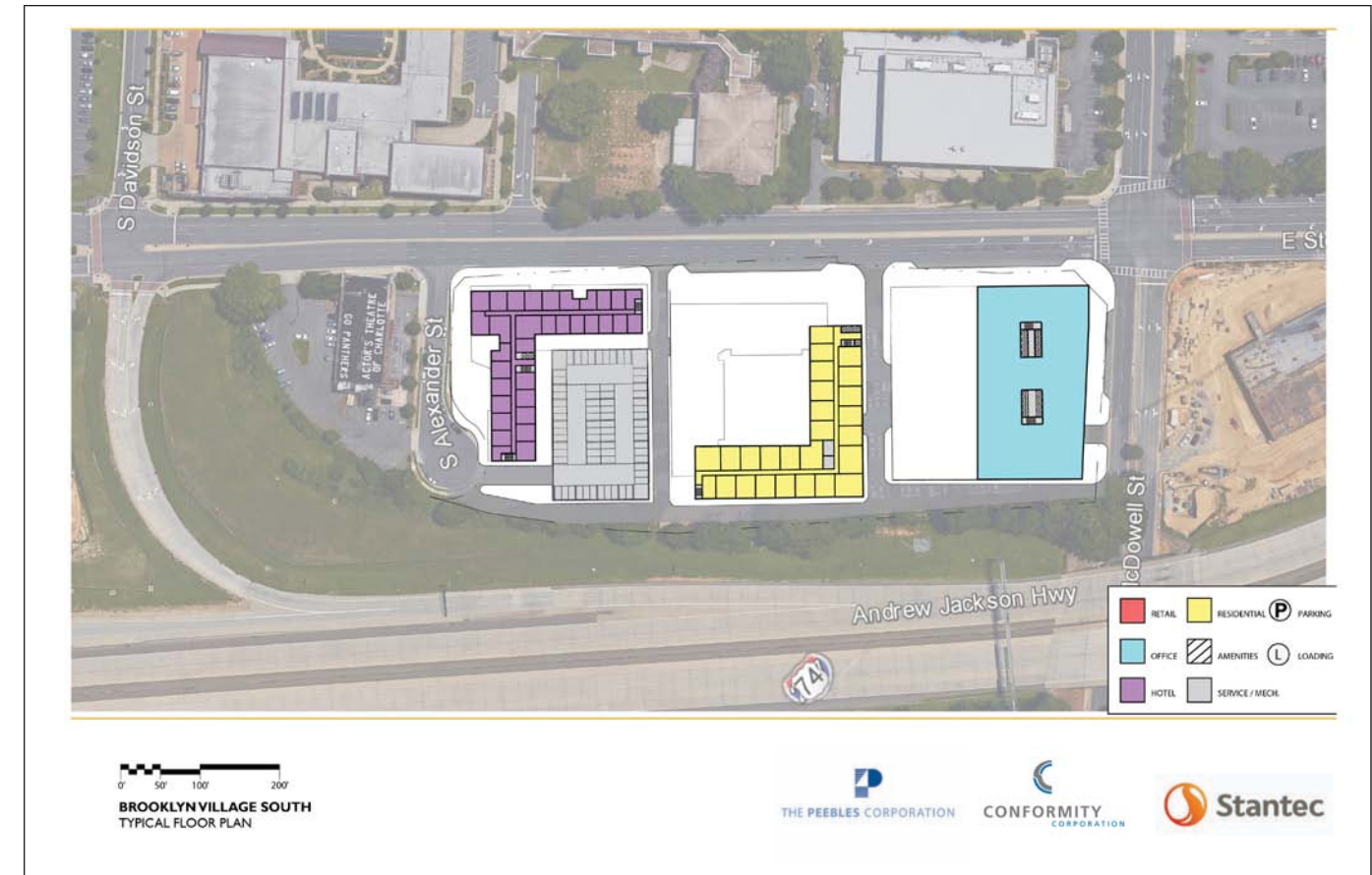
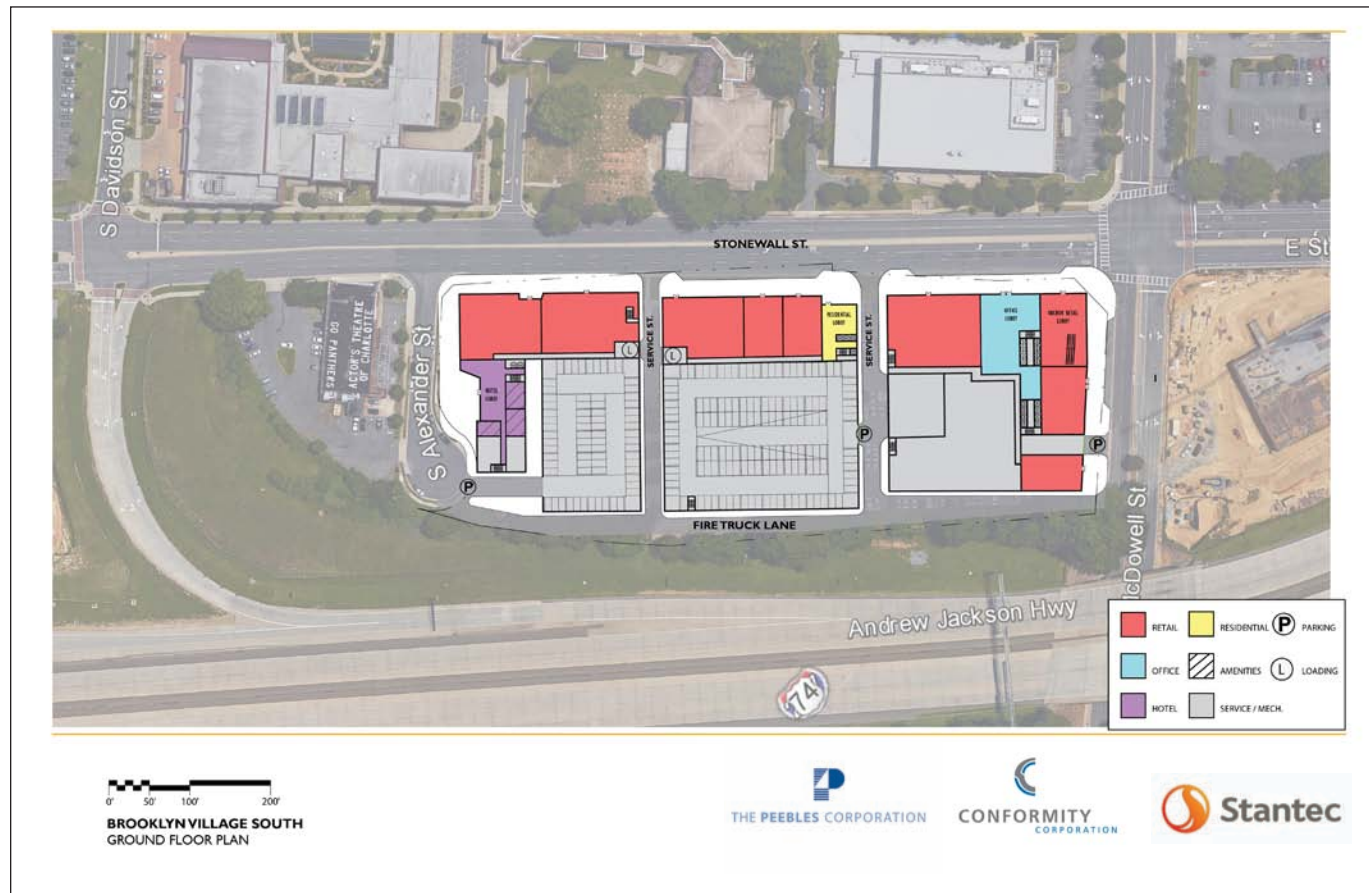
SITE PLAN INDICATING USES AND RELATED SQUARE FOOTAGE BY BLOCK & PARKING



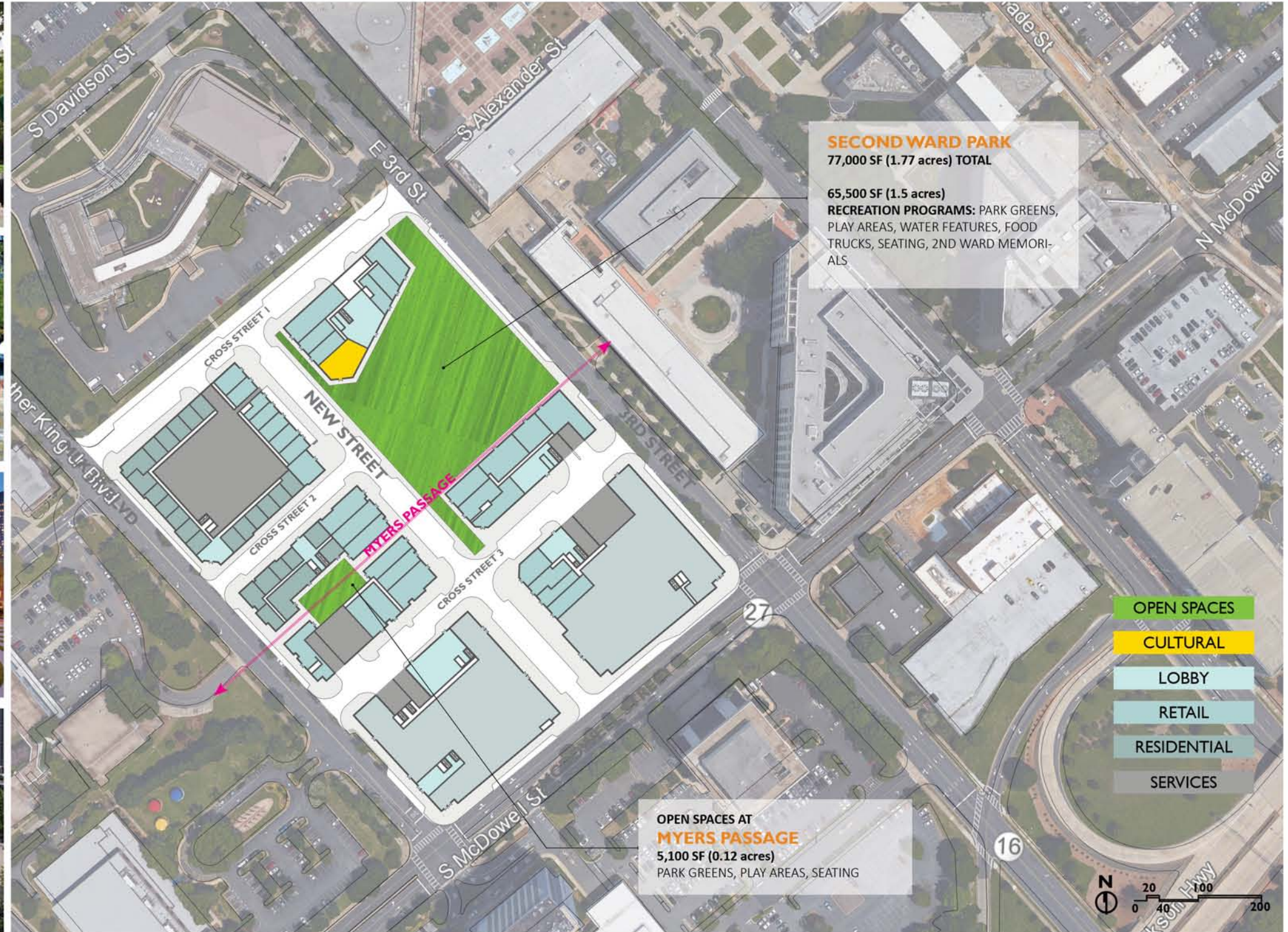
PROJECT FLOOR PLANS - BROOKLYN VILLAGE NORTH



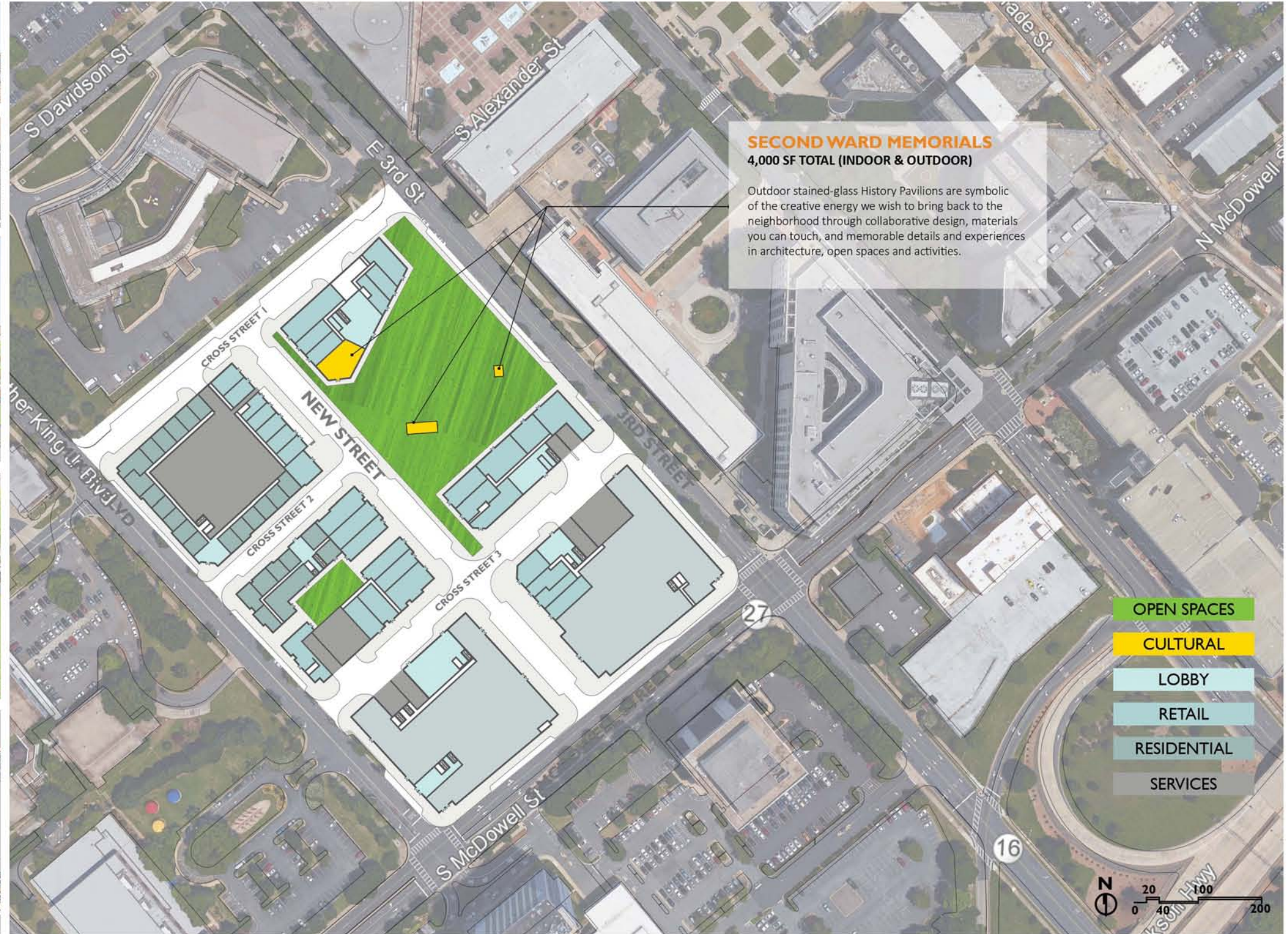
PROJECT FLOOR PLANS - BROOKLYN VILLAGE SOUTH



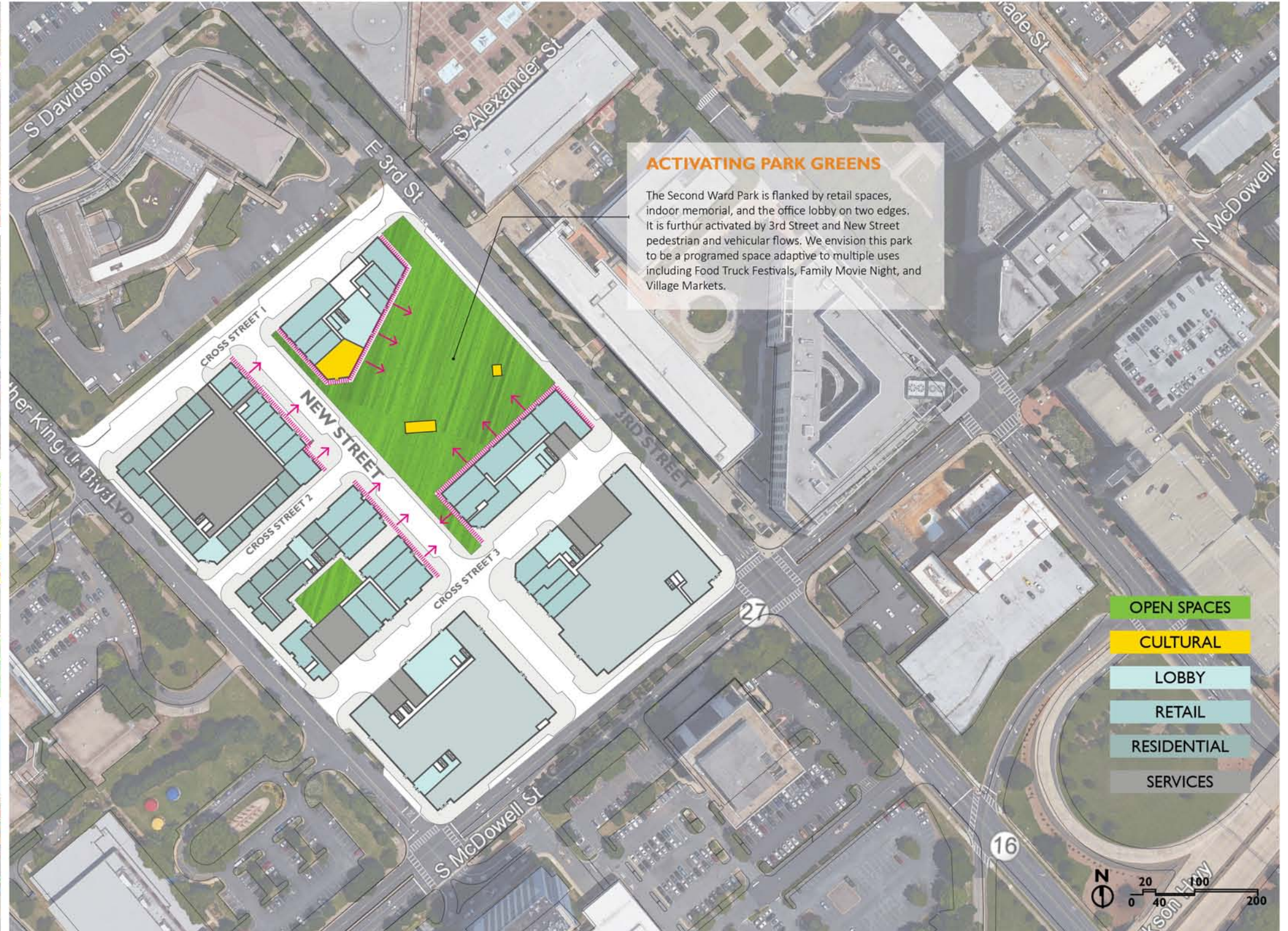
OPEN SPACE DIAGRAM - SECOND WARD PARK AND MYERS PASSAGE



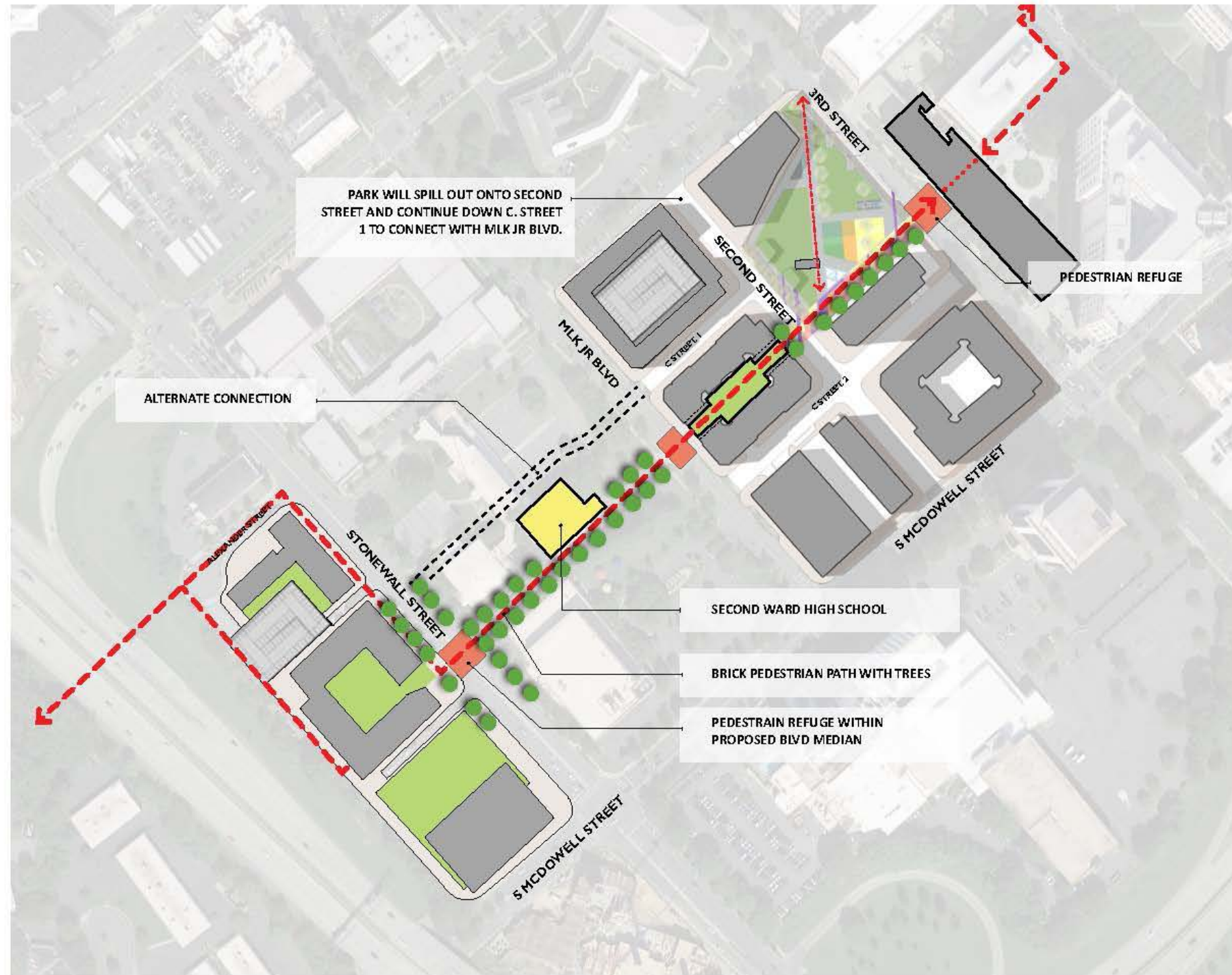
OPEN SPACE DIAGRAM - SECOND WARD MEMORIALS



OPEN SPACE DIAGRAM - ACTIVATING PARK GREENS



OPEN SPACE DIAGRAMS - SECOND WARD PARK AND MYERS PASSAGE



Myers Passage

Myers Passage unifies Second Ward as pedestrian corridor connecting a series of public spaces from I-277 to Trade Street where it eventually connects to Myers Street at the edge of Uptown's 1st Ward. Myers Street continues across 1st Ward as a north/south axis from Trade to 7th street reconnecting 1st and 2nd Ward as they once were in the original city grid.

Through a deliberate and purposeful reconnection of the historic city grid, Myers Passage pays homage to the vibrant neighborhood that once stood by following the alignment of the original Myers Street axis. Midblock crossings along Third Street, M.L.K. Jr. Boulevard, and Stonewall Street create meaningful visual and pedestrian connections. The passage aligns the proposed 2nd Ward Park along Third Street, the transformed Walton Plaza and the historic Second Ward High School Gym. Myers Passage is a critical axis with regards to the historical context of Brooklyn Village providing unifying connectivity between both project sites and all of Second Ward. Moving through the heart of the Government District along the edge of the proposed 2nd Ward Park and a unique courtyard connection through Block E, Myers Passage is a vital link from Trade Street, home of the street car and the East/West transit corridor for Uptown. A link envisioned as a variety of unique experiences including retail, restaurants, open space, public art and sustainable urban design. Connecting the historic past, the present, and the promising future of 2nd Ward, Myers Passage will activate Brooklyn Village as an experience unique to Uptown Charlotte for generations to come.

BROOKLYN VILLAGE MYERS PASSAGE

PERSPECTIVE VIEWS - BROOKLYN VILLAGE NORTH



PERSPECTIVE VIEWS - BROOKLYN VILLAGE NORTH



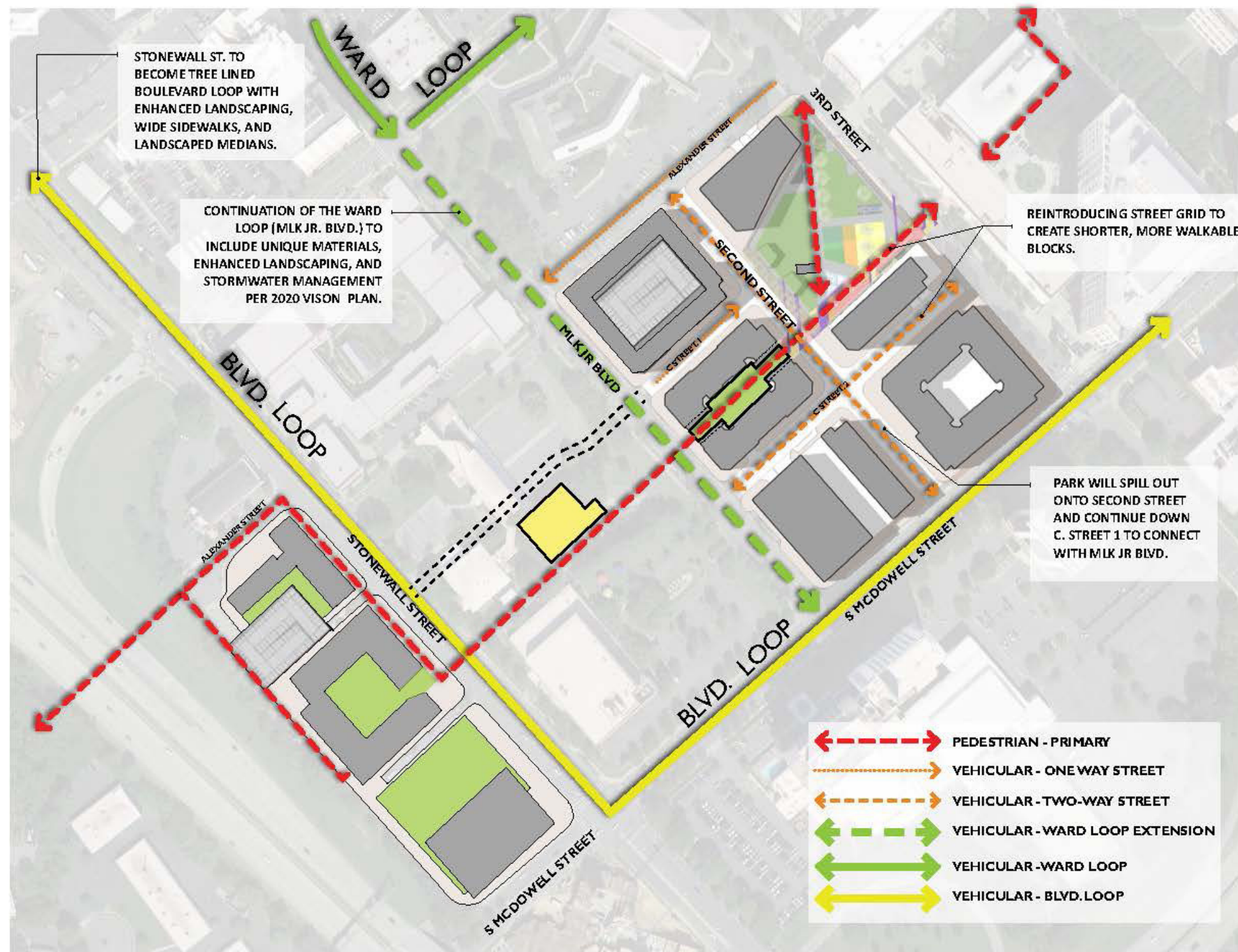
PERSPECTIVE VIEWS - BROOKLYN VILLAGE SOUTH



LANDSCAPE DIAGRAMS - SECOND WARD PARK



OPEN SPACE DIAGRAMS - BROOKLYN VILLAGE CIRCULATION



BROOKLYN VILLAGE PEDESTRIAN AND VEHICULAR CIRCULATION

PROJECT HISTORY, STORY AND CONCEPT INSPIRATION AND HISTORY PAVILLION & MUSEUM DESCRIPTION

The future of the Brooklyn Village North and Brooklyn Village South parcels will be shaped by a mix of civic aspiration and disconcerting history.

As Charlotte Center City Vision 2020 notes, Uptown's revival "has not been by chance." Credit goes far beyond the changing demographics and shifts to the knowledge economy that is breathing new life into many downtowns. A nationally-admired combination of inspired planning, strategic partnerships, and key investments by both public and private sectors have shaped a dynamic urban core that has spurred economic growth, enhanced quality of life, and slowed the pace of sprawl across the region. A widely circulated anecdote describes a Wells Fargo executive visiting Charlotte during the Great Recession and reporting back that Uptown made the region highly competitive as a 21st century financial center. This assessment reflected the robust building boom and strong work force that preceded the Recession. Years of collective dedication and collaborative leadership placed greater emphasis on the a high level of urban amenity. Funded by both the public and private sectors, contributed to a diversity of uses, people, and culture that marked Charlotte's urban core distinctive.

Uptown's success has built a solid foundation for growth. As Uptown expands to the north and east, the Second Ward Neighborhood Plan's Vision calls for "... a livable and memorable urban neighborhood in the heart of the city through mixed land uses, diverse architecture and housing types, unique infrastructure and a hierarchy of open spaces... to welcome and support a diverse population with varied ages, races and socio-economic backgrounds." It is critical to interpret the vision in the context of the Second Ward's unsettled history since World War II. It began with racial segregation in the midst of widespread urban decline, continues with urban "removal" cloaked as urban renewal, followed by inaction that left these two parcels vacant for decades, and culminates today in a new era of urban renaissance which brings unparalleled opportunities for the Second Ward and these parcels.

The significant recent investment targeted to Stonewall Street has brought the next step in Center City's growth to the edge of the Brooklyn Village North and Brooklyn Village South parcels. We fully embrace the 2020 Vision Plan's underlying goal that Center City grow as "...a viable and livable community whose extraordinary built environment, interconnected tapestry of neighborhoods and thriving businesses create a memorable and sustainable place."

Our mission is not to create two "developments," no matter how visible or immediately profitable, but to focus on the more fundamental job



ENGAGED COMMUNITY

of city-building—which offers far greater long-term civic and economic value. We have shaped our mission by integrating the Vision Plan’s goal with what we have learned from our conversations with those who once called Brooklyn home. Our mission, defined by five core principles:

1. Honor the historic Second Ward’s heritage as a genuine, living story with housing, public spaces, public art, work opportunities and other qualities that will give Brooklyn a meaningful role in the lives of a diversity that define 21st century Charlotte.
2. Complement the towering scale and bustling public spaces that define “Trade and Tryon” with environments that enhance Center City as a place that is both “intimate” and “cosmopolitan.”
3. Create a notable, innovative public realm that adds to Center City’s existing parks and squares to create a new gathering place for the Second Ward and make Charlotte one of America’s “greenest, most sustainable and healthy cities.”
4. Build a diverse, livable new neighborhood that reinforces Charlotte “as the heart of the [greater] Charlotte community” and a place “where people live and work who seek to spur innovation, think creatively and build their futures.”
5. Develop sufficient economic value to achieve these principles by pursuing the best of 21st century urbanism including walkability, diversity of uses and people, a public realm that fosters community, sustainability, and similar values.



PRINCIPLES	BROOKLYN VILLAGE NORTH A MIXED-USE URBAN NEIGHBORHOOD (BROOKLYN VILLAGE)	BROOKLYN VILLAGE SOUTH A GATEWAY AND CONNECTION (WALTON PLAZA)
HONOR THE HISTORIC SECOND WARD'S HERITAGE AS A GENUINE, LIVING STORY	<p>Our Approach to Brooklyn Village's design is an inter-woven tapestry of buildings and landscape that celebrate the area's rich history while embracing the present and future of its community. It is a dynamic collection of interconnected spaces and programs knitted into the immediate context of the site and extending out and linking into neighboring communities. The design draws inspiration from the distinct attributes and history of the district; particularly the historic, thriving Brooklyn community that once existed and is now lost as a consequence of previous urban renewal efforts. The experiences in the public and open areas within, between, and around the buildings honor this history with continuous, respectful reminders of this legacy, the people, and their stories.</p> <ul style="list-style-type: none"> The interior public areas and landscape are flexible and inviting – promoting and accommodating a connected, learning experience throughout the entire ground plane. Our intent is to engage the Second Ward community in telling its story and to bring this story to life with interpretive and interactive public art and curated exhibits. 	<ul style="list-style-type: none"> Our new Second Ward Park will house History Pavilions, creative gestures that capture both the spirit of the past and the energy moving forward. The glass Pavilions are anchored beneath by maps in the ground surface depicting the layout and scale of old Second Ward homes. We have dedicated museum space at the ground level of our signature office building fronting the Second Ward Park. Here, we seek to honor and remember the history (the "neighborhood, residents, street names, history, architecture, and important businesses and public facilities" as stated in the solicitation overview) and reaffirm the hope for the future. We have created "Myers Passage", an energetic pedestrian link that pays homage to the vibrant neighborhood that once stood by and follows the alignment of the original Myers Street axis. The architectural expression of particular building types draws inspiration from the deep historical context. The built form embody's these aspirations, rather than merely accommodating them. We intend to recapture the lost energy, spirit, and flavor of the past Brooklyn neighborhood by programming the park with the music, art, food and other living elements of the Second Ward's cultural heritage. Promote economic diversity by creating 107 units of affordable housing
COMPLEMENT "TRADE AND TRYON" WITH ENVIRONMENTS THAT ARE BOTH "INTIMATE" AND "COSMOPOLITAN."	<ul style="list-style-type: none"> Create an urban neighborhood Main Street with an intimate scale animated by a mix of smaller, unique food and shopping Complement with quieter residential side streets A Second Ward Park programmed and designed to offer a wide spectrum of experiences ranging from quiet reflection, to interactive public art and events that invite the city to the Second Ward 	<ul style="list-style-type: none"> Build an iconic gateway office tower at Stonewall and McDowell whose design celebrates Uptown's vitality, innovative spirit and unique stature as a leading US financial center and headquarters city for global corporations Expand Uptown's stock of notable office buildings designed to attract major US and global employers Emphasize Stonewall's stature as an essential part of Uptown's signature boulevard loop
BUILD A DIVERSE, LIVABLE NEW NEIGHBORHOOD	<ul style="list-style-type: none"> Develop the critical mass and diverse mix of live/work/play/culture that uses a variety of building types and scales to create not a development but a distinctive 24/7 urban neighborhood: <ul style="list-style-type: none"> Build sufficient density to provide the people and disposable income necessary to support life on the street and the kind of uniquely walkable destination that will attract people from across the region including the balance of housing units and office square footage will mean that roughly 1,000 people will live and another 1,000 work in the new neighborhood—day and night, weekday and weekend energizing Brooklyn which will in turn be supplemented by thousands more who will come every day... drawn by a unique walkable environment, Second Ward Park...and 80,000SF of "medium box" retailers Break the superblock scale with Main Street and variety of side streets...programmed, scaled and designed to promote walkability Offer a quality of life that appeals to an educated, creative workforce and contributes to downtown as a compelling location for employers ranging from young start-ups to Fortune 500 leaders 	<ul style="list-style-type: none"> Program and design the site to emphasize Uptown character and continuity along Stonewall <ul style="list-style-type: none"> Locate office, housing, and a hotel on the block Provide a variety of building scales and types to emphasize its urban, Uptown character Provide a retail destination at Stonewall and McDowell to draw pedestrians from Uptown and Midtown.
CREATE A NOTABLE, INNOVATIVE PUBLIC REALM	<ul style="list-style-type: none"> Build a new Ward Two Park <ul style="list-style-type: none"> Programmed and designed to invite the spectrum of people who live, work and visit the Second Ward and those whose roots lie in the Second Ward Organize the village around a "Main Street" and inviting side streets, a programmed and designed grid of streets animated by sounds, sights, and smells that awaken human senses Framed with architecture that celebrates human scale and conveys its diversity, vitality, and fun Planned to emphasize its walkable, urban character by locating parking out of sight from public streets, either below-ground or lined with space occupied by people Focused around a unique urban space in which a great urban park and walkable Main Street, where a lively present and rich history, come together 	<ul style="list-style-type: none"> Program and design Stonewall Street to celebrate its role as a critical link in Uptown's boulevard loop and to Midtown (and compensate for one-sided pedestrian activation) <ul style="list-style-type: none"> Face Stonewall with a mix of office, housing, and hotel lobbies together with food and retail to animate a walkable street Design a streetscape that provides continuity with blocks to the west and emphasizes the street's role as a gateway and connection with interactive public art Hide parking from public view Take full advantage of the Brooklyn Village South site's highway visibility and proximity to Midtown to create a gateway that celebrates Uptowns vitality and stature
DEVELOP SUFFICIENT ECONOMIC VALUE TO PURSUE THE BEST OF 21ST CENTURY URBANISM	<ul style="list-style-type: none"> Unlock the financial feasibility of greater density by mixing uses and establishing a shared parking strategy that meets market place requirements while reducing total parking on the sites Take advantage of the juncture of regional highway visibility and walkable urban character to locate "medium boxes" with regional appeal facing 24, 277, and McDowell that in turn anchor walkable retail along Stonewall and the new Brooklyn Main Street 	<ul style="list-style-type: none"> Mix rental housing to speed absorption...and development...with for-sale housing to appeal to a broad Uptown market Facilitate incorporation of higher cost/value, high rise construction by planning the Brooklyn site so this housing can be phased in as development creates value without undercutting Brooklyn's ability early-on to compete as an amenity-rich, unique walkable environment

Architectural Materials and Design Vocabulary

We look forward to a community engagement and outreach process that will help us create the best architectural and urban design guidelines to support the active 'neighborhood village' concept we described earlier. While we have not yet had the opportunity to meet extensively with the community on this current proposed plan, it is our belief that the architecture of the newly revived district should reflect the scale and energy of a thriving community. In our sketch renderings, we have created building styles that can accommodate active restaurant and retail functions at their bases in a variety of sizes and types. Concurrently we provide residential buildings that have a base, middle and top that read in 'vertical slices' like 'freestanding buildings or row houses' that have grown over time. Bays and balconies in a variety of architectural styles look down on the streets and animate the facades of each building with interest, detail, and energy.

Our palette of materials is currently warm and inviting with occasional splashes of color and opportunities for art installations and architectural and artistic collaborations with the community.

We have asked our landscape architects to create an exciting and colorful ground-plane that can be recognized from the air, connecting the activity at the center of the Brooklyn Village site out to its edges and beyond. When you step on the sidewalks, or drive past the crosswalks, or fly over the City, you will feel the excitement of an 'artful' neighborhood through bright landscapes, green roofs, patterned walkways and active, designed parks, courtyards and open spaces.

Our stained-glass History Pavilions are symbolic of the creative energy we wish to bring back to the neighborhood through collaborative design, materials you can touch, and memorable details and experiences in architecture, open spaces and activities.



CREATIVE INSPIRATION

STAKEHOLDER ENGAGEMENT AND MARKETING STRATEGY

When the 1,007 residents were displaced from Brooklyn in the early 1960s, their voices were lost in the winds of history. Throughout the development process, we seek to give them back their voice and hear from the variety of stakeholders who have history or interest in the Brooklyn area. We have gone to great lengths to build a research and outreach strategy. From the first day our team considered the RFQ, we worked to connect with many of these former residents, including meeting with several Second Ward High School alumna. We have not stopped the engagement process.

Our team, including Peebles Chairman Don Peebles and Conformity Corp President Monte Ritchey and Stantec's Jeffrey Simon, enjoyed meeting Mayor Jennifer Roberts and collecting her suggestions about the potential for the site, including her thoughts on affordable housing and other ideas on the vision.

On February 18, Don Peebles, Monte Ritchey and Amelia Patt presented BK Partners to the SWHSNAF at their alumni house. We listened to their concerns and proposed various ways to work together to achieve shared visions.

The list of stakeholders with an interest in the efforts of BK Partners Developers, LLC on the subject sites is long and varied. We've worked to connect with many of them from the earliest stages. Starting with the first day our team considered the RFQ, we've continued nonstop since.

Preliminary Outreach Targets:

Displaced Residents, Schools & Churches

- Second Ward High School National Alumni Foundation/Board of Directors*
- Vermelle Diamond Ely (Founder Second Ward HS National Alumni Foundation/Graduate of Second Ward)*
- Mary Jones (President Second Ward High School National Alumni Foundation)*
- Arthur Griffin (Former Chair BOE/Retired Rand McNally Ed. Consultant)*
- Price Davis (An early Second Ward HS Student++/92 years Old)*
- Kathryn Frye (Historian/Educator/Consultant/Director "A Colored School" Documentary)*

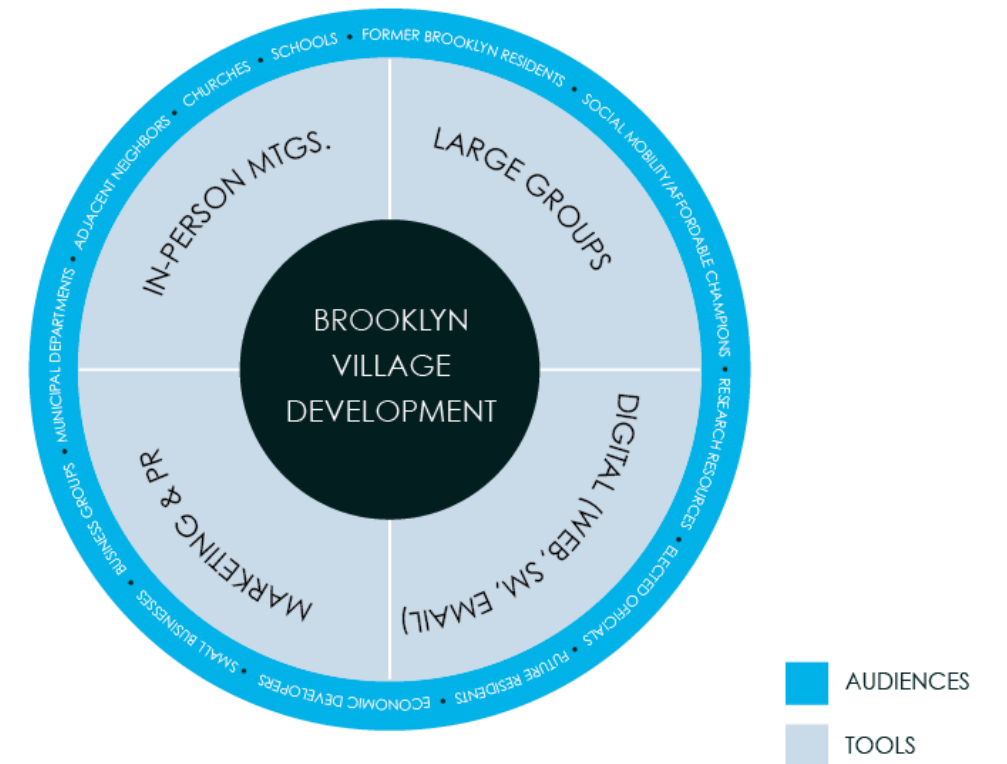
- Obie Blackwell (Second Ward High School Graduate)*
- Gwendolyn Lucas (Second Ward High School Graduate/ Board Member Alumni Foundation)*
- Leonard Miller (Second Ward High School Graduate)*
- First Baptist Church/West – Formerly in Second Ward
- Friendship Missionary Baptist Church – was on Brevard St.
- St. Paul's Baptist Church – was on Stonewall St.
- Vernon Herron (former resident)

Research Resources

- The Charlotte Mecklenburg Historic Landmarks Commission*
- The Public Library and the Spangler-Robinson Carolinas Room*
- The Atkins Library Special Collections at UNCC *
- The Charlotte History Museum
- Harvey B. Gantt Center for African American Arts and Culture
- The Levine Museum Of the New South
- UNCC Charlotte Center City – academic conversation (David Walters of Architecture)
- Mary Newsom (UNCC Urban Institute)
- Johnson C Smith University
- Ron Carter (President/Johnson C. Smith University)
- Amy Rogers (Historian)
- Fannie Flono (Author "Thriving in the Shadows"/Editorial Columnist 30 yrs/CLT Observer)

Neighbors potentially impacted by construction/have interest in the site

- Parks and Recreation Department – Aquatic Center & Park Design*
- Charlotte Mecklenburg Schools/Board of Education – neighbor*
- First Baptist Church - neighbor
- United Way - neighbor/ social mobility
- The Metro School - neighbor
- Jewish Federation of Charlotte - Holocaust memorial
- Le Meridien, Sheraton, Hampton Inn, Fairfield Inn & Suites



Other Stakeholders

- Mayor Jennifer Roberts*
- Alma Adams, current 12th congressional district representative*
- Charlotte Mecklenburg Planning Department*
- Foundation for the Carolinas*
- CharMeck Stormwater*
- CDOT*
- Tuesday Morning Breakfast Meeting*
- CATS – To ensure public transportation is accessible to all residents
- Charlotte Center City Partners - they have a vested interest in the success of Center City
- Charlotte Mecklenburg Housing Partnership – conversations about affordability
- The Charlotte Housing Authority – conversations about affordability
- The Arts and Science Council - to integrate public art representing the history of Brooklyn
- Charlotte Lab School & The Community School of Davidson – charter schools to understand best practices on site
- Moore Place/Urban Ministry Center
- Socialserve.com
- Charlotte Business Inclusion Program - to encourage MWBE subcontractors/consultants
- Metrolina Minority Contractors Association - to identify potential subs in development phase
- Charlotte Chamber of Commerce
- CRVA
- Charlotte-Mecklenburg Opportunity Task Force - focused on social mobility
- Hugh McColl
- Harry Jones

*denotes already in contact

This list is not exhaustive, but it provides some insight into the work we have undertaken to date along with a vision of where we are headed. BK Partners recognize that we can, should and will do more to ensure that all voices are heard. We will achieve this primarily by being in contact with more people than the public process mandates.

STAKEHOLDER ENGANGEMENT MARKETING STRATEGY FLOW CHART

	PROPOSAL	AWARD	DESIGN PROCESS	REZONING PROCESS	DEVELOPMENT	POST-CONSTRUCTION
STAKEHOLDER RESEARCH	■	■	■	■		
INDIVIDUAL & SMALL GROUP MEETINGS	■	■	■	■	■	
COMMUNITY MEETINGS & CHARRETTES		■	■	■	■	
INFORMATIONAL WEBSITE		■	■	■	■	■
ONLINE TOOLS / SURVEYS				■	■	■
PUBLIC EVENTS / REUNION						■

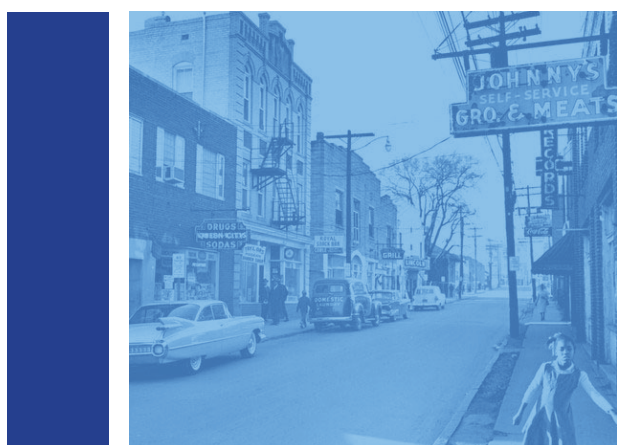
Memorials in Place Today and Plans for Them

There are two monuments existing on the Brooklyn Village North parcel, currently. One of them is memorial to those lost during the Holocaust. The other is a Bronze Statue created and placed in honor the Reverend Doctor Martin Luther King.

Our outreach team is already working with Charlotte's Jewish Federation in an effort to identify an alternative location. They are quite receptive. Today the memorial "... is not a place where anybody will go to. It's hidden in a place where nobody ever goes." We look forward to working with Jewish Community and others to identify a location that suitably honors and recognizes victims of The Holocaust. Our team member, Yellow Duck, has already undertaken the effort.

We've worked to respect the placement of the statue honoring Dr. King. Today we believe it will fall within the Myer's Passage walkway, where it will be more visible than ever. BK Partners believes this to be an excellent outcome, but that is not really a judgment we can make. The statue was commissioned, funded and placed by a Committee specially formed for that purpose. Whether moved or not, BK Partners will identify the appropriate group(s) to speak with and then do so.

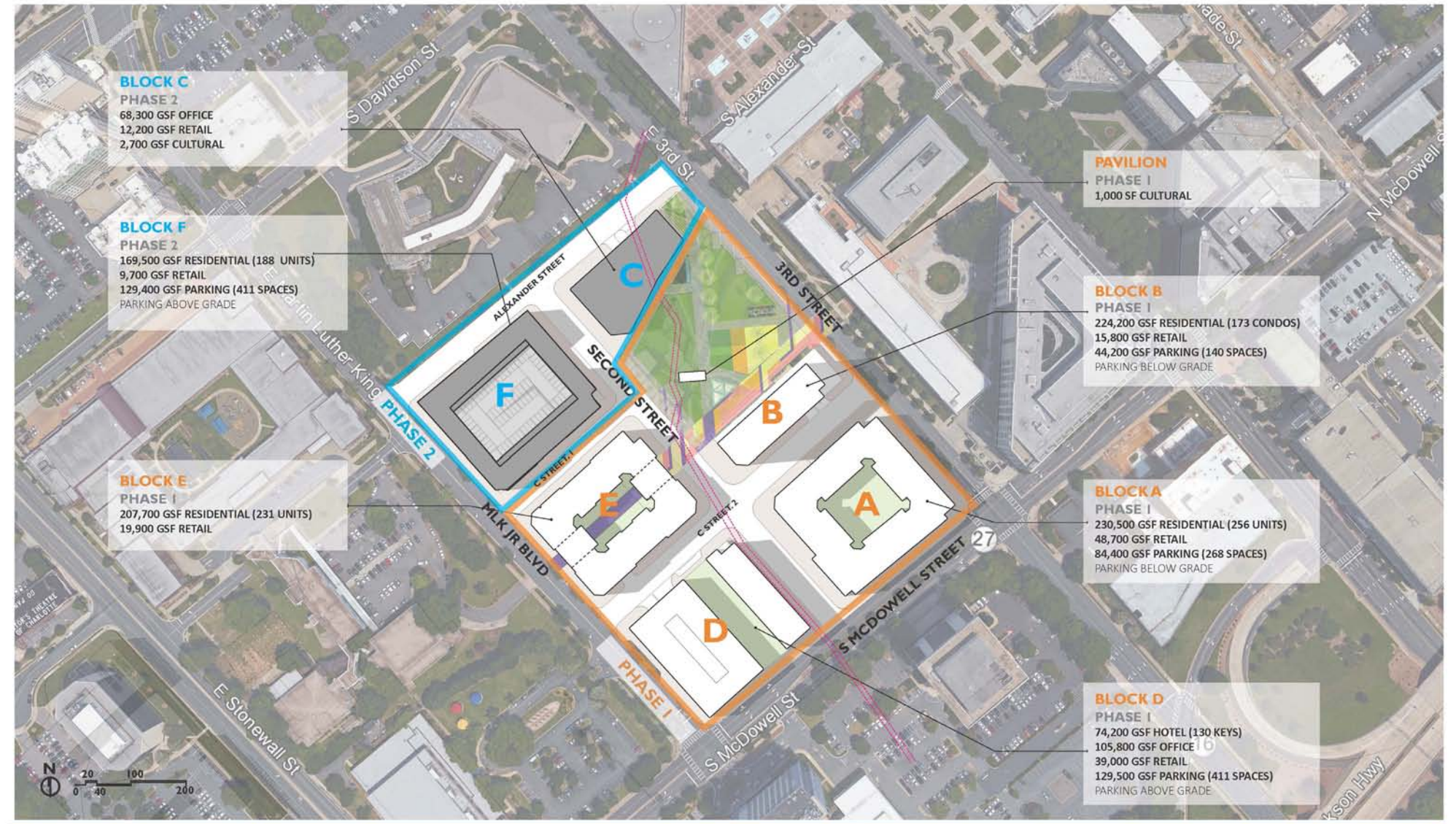




DEVELOPMENT PHASING & SCHEDULE

DEVELOPMENT PHASING AND SCHEDULE

Program Phasing			
Phase 1			
USE		Units	GSF NSF
Apartments		487 units	438,200 363,706
	Market Rate	438 units	
	Affordable	49 units	
Condominiums		173 units	224,200 190,570
Retail			139,900 132,905
Office			105,800 93,104
Hotel		280 keys	185,500 144,690
Cultural			1,000 1,000
Parking Spaces		1,066 spaces	
	Structured Parking	965 spaces	
	Street Parking	101 spaces	
Phase 1 Total			1,094,600 925,975
Phase 2			
USE		Units	GSF NSF
Apartments		188 units	169,500 127,125
	Market Rate	169 units	
	Affordable	19 units	
Retail			21,900 20,805
Office			68,300 60,104
Cultural			2,700 2,700
Parking Spaces		439 spaces	
	Structured Parking	411 spaces	
	Street Parking	28 spaces	
Phase 2 Total			262,400 210,734
Phase 3			
USE		Units	GSF NSF
Apartments		395 units	355,100 301,835
	Market Rate	356 units	
	Affordable	40 units	
Retail			90,300 85,785
Office			506,600 476,204
Parking Spaces		807 spaces	
	Structured Parking	785 spaces	
	Street Parking	22 spaces	
Phase 3 Total			952,000 863,824
TOTAL			2,309,000 2,000,533



**BROOKLYN VILLAGE NORTH
SITE PLAN**

DEVELOPMENT PHASING AND SCHEDULE

Timing Assumptions	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026
RFP Submission											
Interviews, Selection, Deposit											
Development Agreement Negotiations											
Due Diligence											
Lease Execution											
Pre-Development											
Conditional Site Plan Approval Process											
Phase 1 - Permits											
Phase 1 - Construction											
Phase 1 - Stabilization											
Phase 2 - Permits											
Phase 2 - Construction											
Phase 2 - Stabilization											
Phase 3 - Permits											
Phase 3 - Construction											
Phase 3 - Stabilization											



**BROOKLYN VILLAGE SOUTH
SITE PLAN**



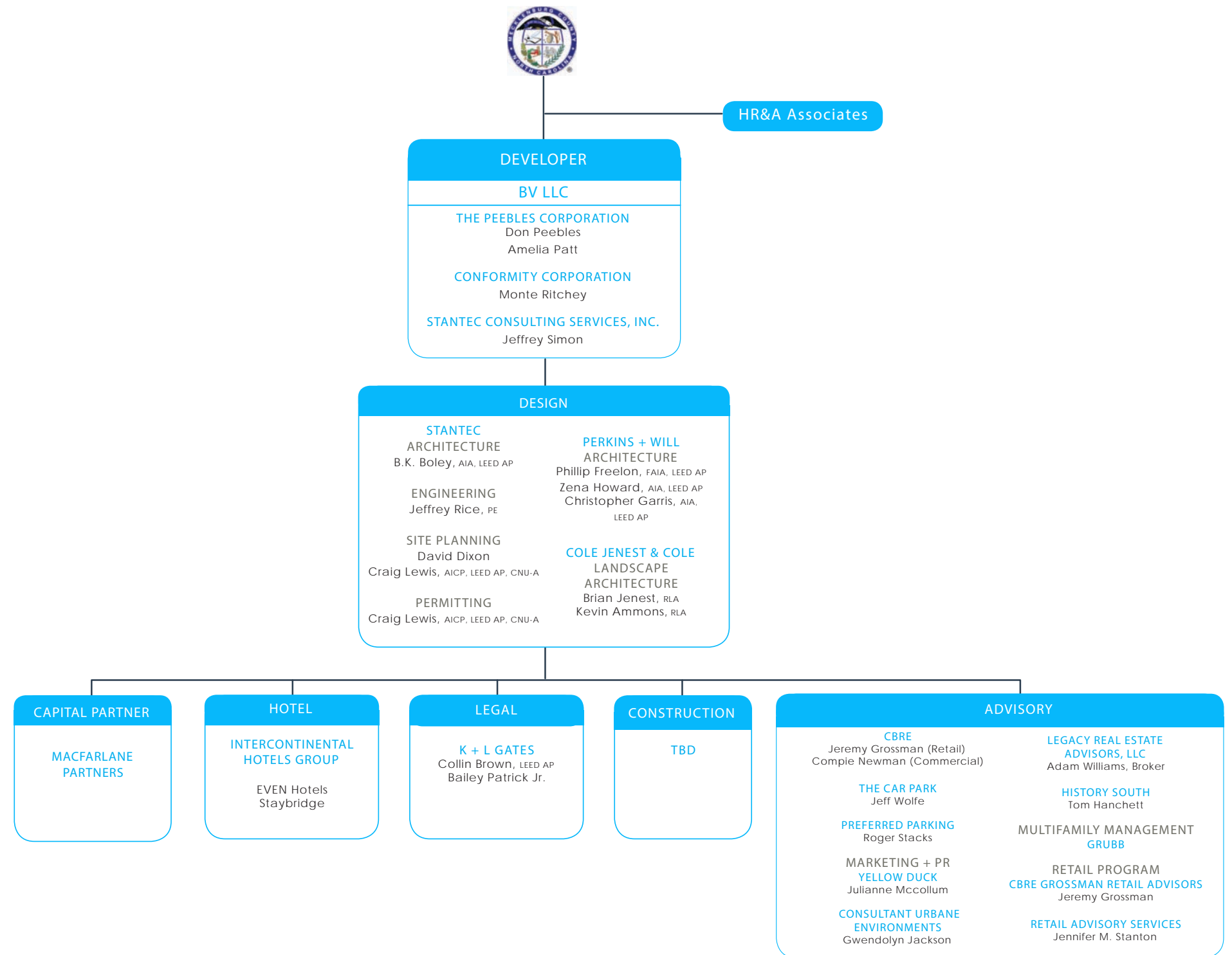
DEVELOPMENT TEAM AND QUALS

DEVELOPMENT TEAM AND QUALIFICATIONS

The team is committed, experienced and enthusiastic about the opportunity to create a future for a part of the City of Charlotte. This team offers an achievable, phased development with a variety of uses to create community. The team brings together one of the best urban practitioners nationally, the Peebles Corporation, with a Charlotte company of great achievement and distinction, Conformity Corp. The third member of the team Stantec, brings a global design perspective with a local presence.

In pairing a local organization with a national one developer, we provide Mecklenburg County with immediate resources and a depth of experience. Local retail expert well known to Charlotte, Jennifer Stanton will work with Jeremy Grossman of CBRE. Ms. Stanton understands the Charlotte market and Mr. Grossman brings national resources of CBRE. Pairing Roger Stack of Charlotte's Preferred Parking with consultant Jeff Wolfe offers national statistics and trend with a local application of real parking needs. Phil Freelon of Perkins&Will, and Stantec architects, headed by BK Boley will combine broad brush design with the right touch of local flair to create a great village feel. Yellow Duck Marketing the premier real estate marketing company in Charlotte is also on the team.

THIS TEAM PRIDES ITSELF ON ITS COMMUNITY FOCUS AND OUTREACH. DURING THE RFQ AND RFP PROCESS WE MADE EFFORTS TO EMBED TEAM MEMBERS IN THE COMMUNITY TO SEEK OUT THE CHARACTER AND FABRIC OF THE NEW SECOND WARD.



DEVELOPMENT TEAM

THE PEEBLES CORPORATION- LEAD DEVELOPER

The Peebles Corporation (Peebles) was founded by R. Donahue Peebles, in Washington D.C. in 1983. Today, with offices located in New York City and Miami, Peebles is the largest minority-owned real estate development company having acquired and developed a multi-billion dollar portfolio of mixed-use development, including luxury hotels, high-rise residential and class-A commercial properties over the course of its history. Peebles' portfolio consists of completed and current developments totaling 6 million square feet and more than \$5 billion across the country in cities such as Washington DC, Philadelphia, San Francisco, New York, Boston, Las Vegas, Miami, and Miami Beach.

Peebles is driven by projects that directly impact the community. Each of the firm's completed developments has succeeded by understanding the needs of the neighborhood in which it is located. Peebles demonstrates the capacity to develop a signature mixed-use development to include 107 units of affordable housing, office, residential, commercial, a 150-key hotel(s) with complimentary uses to activate the streetscape and fully utilize the potential of the development sites. The Developer is enthusiastic about the prospect of delivering a premier project that will enhance and return the vibrant, mixed-use neighborhood that was once in Second Ward.

Peebles has a long-standing and successful track record of investing in major American gateway cities across multiple property types and through several economic cycles. Additionally, the firm has established a successful record with public/private partnerships in which it develops underutilized publically owned real property assets to maximize value and transform communities. In 2013, Peebles acquired 108 Leonard, the largest single-building sale in New York City government history. Redevelopment plans for the 420,000 square foot Tribeca landmark including residential condominiums, retail and a dedicated community space.

In January 2015, Peebles was selected by the Massachusetts Department of Transportation (MassDOT) and the Massachusetts Bay Transportation Authority (MBTA) to oversee the design and development of Turnpike Air Rights Parcel 13 in Boston's Back Bay

neighborhood at the corner of Massachusetts Avenue and Boylston Street. This project is particularly challenging in that it requires the developer to perform the duties of Construction Manager/Project Manager of The Hynes Convention Center Green Line Station in Boston's Back Bay neighborhood. Mr. Peebles targeted Boston as a strategic market not only because of the City's strong real estate market fundamentals driven by a thriving economy, but also because of its diverse population much like the renaissance Charlotte is enjoying.

As a 100% owned minority firm, Peebles is equally committed to affording business opportunities to minority- and women-owned businesses and individuals (M/WBEs) throughout the development, financing, design, construction and operation of the Project. For more than 30 years, Peebles has lead the cause of M/WBE advancement by creating opportunities in each phase of the development process.

The firm's project history demonstrates the financial and technical capacity to execute large-scale projects with a high degree of complexity. Although our firm has experienced significant growth since inception, we are guided by our CEO and Chairman's founding principal -to develop projects that are transformative. The following is a representative listing of similar projects.

// DREAM BIG,
BUILD ON
A SOLID
FOUNDATION //

-R. Donahue
Peebles



108 LEONARD STREET, NEW YORK, NY

- Luxury Condominium and Retail Development
- Total Project Cost. 500,000,000
- Project Size. 420,000-square-feet/125 condominiums
- Expected Completion. 2018
- Adaptive reuse of a historic structure
- Community Improvement
- A portion of the project will be dedicated to community space

The Clock Tower Building, originally the home office of the New York Life Insurance Company, was built between 1894 and 1899. Designed by world renowned architects McKim, Mead & White, the building retains many of New York Life's original interior spaces, including a marble lobby, a 13-story stair hall, a banking hall, executive offices, and the clock tower machinery room. The building was added to the National Register of Historic Places in 1982 and both the exterior and interior were designated New York City landmarks in 1987. Peebles is converting the current landmark building into a project with 125 luxury condominiums, community space, high-end retail and on-site parking with completion is expected in 2018. The building will feature an exquisite rooftop lounge with full amenities.

This historical landmark building will keep its exquisite beaux-art façade, and will remain a visual boon for its thriving lower Manhattan location, while serving community needs by maximizing the use of the space. Included in the project will be a community space, which the city of New York will control and tenant. The city plans to lease the space to a not-for-profit Downtown Community Television Center that offers low cost film making equipment rental and film classes. This transaction was the largest disposition ever undertaken by the New York City Economic Development Corporation in the city's history.





PARCEL 13 – HYNES STATION, BOSTON, MA

- Landmark Transit-Oriented Mixed-Use Development
- Design includes universally accessible, state-of-the-art \$45 million Hynes MBTA Station, fully compliant with the American Disabilities Act
- 15% on-site affordable housing
- Total Project Cost: \$350,000,000
- Project Size: 400,000-square-feet
- Expected completion: Horizontal Development: 2019; Vertical Development: 2021
- Stantec Consulting Services, Inc. is a design team member

The Peebles Corporation was selected to develop a critical intersection in Boston's historic Back Bay neighborhood. Dubbed The Viola Back Bay in homage to the adjacent Berklee College of Music, the proposed 400,000-square-foot landmark development will feature a 156-key lifestyle hotel, 88 condominiums, 85 class-A residential rental apartments, and 23,000 square feet of retail. The transformative project aims to link the Back Bay and Fenway neighborhoods and reinvigorate the Newbury/Boylston Street corridors with its distinctive design and diverse mix of uses. The project will also include a new, universally accessible, state-of-the-art Hynes Convention Center MBTA Station.

The Peebles Corporation engaged the community and key stakeholders early on to develop a design that seamlessly integrated the building into context. Peebles worked with a team of local design and engineering professionals with deep expertise in design, permitting and construction of complex projects in Boston. The Viola was favored by residents largely due to its compliance with existing zoning, demonstrated by its adherence to the 120 foot height limit, while maximizing the horizontal coverage of the 54,500 square foot parcel. The building's terra cotta façade treatment will blend well with the existing tones and texture in historic neighborhood, yet have enough character and variation to overcome the monolithic potential of such a sizeable development.



THE RESIDENCES AT BATH CLUBS, 5937 COLLINS AVENUE, MIAMI BEACH, FL

- Luxury Condominiums
- Construction Value: \$230,000,000
- Project Size: 675,000 square feet
- Year Completed: 2005

Peebles was able to stand out at a competitive bidding process that was marketed internationally by CBRE because it took the seller's needs into consideration. When the Bath Clubs was forced to sell its property due to insurmountable debts, TPC engaged the 160 members of the club to identify what they wanted. The answer was to allow the Bath Club to continue to exist at its beloved beachside location, rather than declare bankruptcy.

With the Bath Club, Peebles aimed to creatively fuse modern development with historic renovation. The property sits on a 5-acre land parcel located on the oceanfront of Miami Beach within an AE flood zone. The project prominently features exacting renovation of the historic Bath Club for use as a premier event space. The historic property is juxtaposed to an adjacent high-rise, luxury residential property with 112 condominiums and six Mediterranean-style oceanfront villas. All residences include private or semi-private elevators and floor-to-ceiling "walls of glass." Each of the six large villas features a private infinity-edge pool and direct beach access.





5TH & I STREETS, WASHINGTON, DC

- Hotel and Branded Residences
- Total Project Cost: \$155,000,000
- Project Size: 250,000-square-feet, 150 keys, 34 residences
- Expected Completion: 2018
- 61 affordable units at 60% AMI

Similar to our approach to the Mecklenburg County RFQ/RFP process, during the bidding process, Peebles cooperated closely with elected officials, and numerous agencies such as the Office of the Deputy Mayor for Planning and Economic Development to understand the project more deeply. The property will integrate the development with the broader community, and capitalize on the neighborhood scenery in order to contribute and enhance a vibrant, environmentally responsible community. In addition, Peebles is developing workforce housing in an under-developed east side of the Anacostia River, into family-friendly recreation areas.

This 250,000-square-foot mixed use project is located in Washington D.C.'s dynamic and vibrant Mount Vernon Triangle. The plan, a 12-story 150-key SLS Boutique Hotel with 34 branded residences and various world-class amenities and entertainment offerings, will build on the neighborhood's vibrant culture with its unique combination of luxury and purpose.

The ground floor experience will consist of retail and main entrances to the building. The ground floor space will accommodate a high-end restaurant with both indoor and outdoor seating. The building will boast 8 stories of hotel floors. Situated on top of a hotel base, the 34 branded condominium residences will be located on floors 9 through 12. These residences will assimilate into the surrounding community, while bringing a unique aspect of luxury.



**IN PARTNERSHIP WITH 100%
MWBE AFFORDABLE
HOUSING FIRM BASED
IN WASHINGTON DC**



OVERTOWN BLOCK 45 & 55, MIAMI, FL

- Mixed-Use, Transit-Oriented Development
- Total Project Cost: \$150,000,000
- Project Size: 900,000-square-feet
- Expected Completion: 2019

The Peebles Corporation, along with local partner BACH Real Estate, was awarded the right to develop the site by demonstrating its ability to engage key stakeholders, meet the community's needs, anticipate the seller's preferences, and coordinate closely with district agencies towards achieving shared goals. Peebles combined significant capital, an expertly qualified team, and community outreach to bring Overtown a dynamic and usable space. The sites were acquired through public solicitation from one of Miami's Community Redevelopment Agency ("CRA").

Located in the historic Overtown section of Downtown Miami, the site is within a 2-mile radius of Brickell Financial District and the Wynwood Arts District. It is also adjacent to Amtrak's new All Aboard Florida rail station and corporate offices. The total assemblage includes two parcels totaling 7.5-acres with as of right development potential for over 2.5 million square feet. Phase one will include the simultaneous development of two towers. The development program includes approximately 528 apartments, 40,000 square feet of retail, 50,000 square feet of office space and a 126-key select-service hotel. The project will be positioned as "affordable luxury" with high-quality amenities, modest unit sizes and attractive rents.

**THE PROJECT WILL CREATE NEW
INFRASTRUCTURE/ROADWAY
AND BUILD AROUND THE
COMMUNITY'S DESIRE FOR
MORE CENTRALIZED PROPERTIES
INCLUDING PEDESTRIAN PLAZAS,
PUBLIC ART, AND LANDSCAPED
WALK WAYS.**



1801 VINE STREET, PHILADELPHIA, PA

- Adaptive reuse of historic family court building with murals to highlight the property's emblematic role in local civic pride and excellence
- Total Project Cost. \$115,000,000
- Project Size. 230,000-square-feet/216-key hotel
- Expected Completion. 2018

In partnership with the City of Philadelphia, and local developer P+A, Peebles is redeveloping a historically significant property known as The Judge Nicholas A. Cipriani Family Court building. Peebles and P+A's proposal was the only plan that did not propose erecting a tower on a historic beaux-art masterpiece. This will be the largest minority-owned hotel in the City of Philadelphia, advancing the city's minority business participation goals. The project was attractive to local municipalities, as it will create 135 permanent jobs and over 300 construction jobs, and increase tax revenues via city wage tax, real estate tax, and use and occupancy tax.

The award-winning proposed development features a 216-key, full-service hotel to be operated by a leading hotel management company under a luxury brand. The completed property will feature a ground floor restaurant, as well as a rooftop restaurant and lounge. It also boasts event and meeting room space, state-of-the-art spa and fitness center, and neighborhood friendly food and beverage retail while integrating into the existing plaza, feature enhanced landscaping, lighting and seating, as well as a flexible event space for commercial use.

THE PROJECT WILL FEATURE A HOSPITALITY HIGH SCHOOL TRAINING PROGRAM THAT PROVIDES LIVING-WAGE JOB OPPORTUNITIES.



THE ROYAL PALM RESORT, 1545 COLLINS AVENUE, MIAMI BEACH, FL

- Adaptive reuse of a historic structure
- Luxury Lifestyle Hotel
- Construction Value: \$85,000,000
- Project Size: 393-Keys
- Year Completed: 2002
- Year Sold: 2005. At the time of sale, it was the highest price paid for a hotels on Miami Beach at \$127,500,000.

In the mid- 1990s, there was a black tourism boycott of Greater Miami. In an effort to encourage tourism and right past wrongs, the City of Miami Beach created an incentive program for African American developers, including- setting aside the Royal Palm hotel for teams with significant minority stakeholders. After a competitive RFP process, the Peebles' team was awarded the project. Peebles was awarded the project through careful consideration of community stakeholders' needs and the strategic pursuit of the adjoining parcel. Peebles was under contract to purchase the adjacent parcel at the time of the bid—the ability to create a larger hotel gave the team a competitive advantage, both in terms of achieving the City's policy objectives and a higher land value.

Directly overlooking the Atlantic Ocean along the world famous Collins Avenue in the heart of South Beach, the Royal Palm was designed by world-renowned Arquitectonica. The design combined two restored Art Deco Hotels and created a balanced atmosphere of an intimate boutique hotel while being the Beach's largest hotel.

LINCOLN PLACE, 17TH STREET & WASHINGTON AVENUE, MIAMI BEACH, FL

- Commercial Office, Retail and Parking
- Public/Private partnership with the City of Miami Beach
- Construction Value: \$43,500,000
- Project Size: 200,000 square foot
- Year Completed: 2002

Steps away from the most active retail corridor in Miami, the Lincoln was designed by Arquitectonica and features below-grade parking, ground-floor retail and class-A office space. Peebles along with its partner, Scott Robbins, acquired The Lincoln through a formal RFP process conducted by the City of Miami Beach. Peebles was awarded the project through a public RFP process in which revitalization and increased tourism to Lincoln Road was the paramount concern. The Peebles team brought a unique mixture of political dexterity and development expertise –analyzing the market, ascertaining the inefficiencies and collaborating with policymakers to act in response to the community’s needs, by providing much need parking facilities at nearly 700 new spaces.



2100 MARTIN LUTHER KING DRIVE, AVENUE, SE WASHINGTON, D.C.

- Tenants include District of Columbia’s Department of General Services (or “DGS”), which occupies over 80% of the building and Bank of America
- Construction Value: \$8,200,000
- Project Size: 100,000 square feet
- The project was delivered 125 under budget and two months ahead of schedule
- Year Completed: 1990 – demonstrates success over a period of decades

Peebles led the acquisition, partnership formation and lease negotiations with the District of Columbia government. This 100,000-SF office building was Peebles’ first public-private venture. The property is located in Southeast, Washington D.C. along Martin Luther King Jr. Avenue, approximately one half mile from the Anacostia Metro Station. The building was the first new commercial development in Anacostia in decades. Built in an economically blighted section of Washington, D.C., the building has been credited with contributing to the economic revitalization of the area. The building was featured on the Parade of Mayors Tour as an example of excellent urban renewal.



COURTYARD BY MARRIOTT CONVENTION CENTER, 900 F STREET, NW WASHINGTON, DC

- Adaptive reuse of a historic structure
- Construction Value: \$25,000,000
- Project Size: 188-Keys
- Year Completed: 1997

TPC bought 900 F Street in Washington, D.C., a former bank on the registry of historic places, from the Redevelopment Land Corporation. During the course of design and construction Peebles coordinated closely with elected officials and numerous District agencies including the Historic Preservation and Renewal Board. One of the first savings banks in Washington D.C., the building dates back to 1890 and is on the National Register of Historic Places. Peebles designed and executed the complicated historic renovation of the structure, which has allowed the building to retain its original charm. This 135,000-SF hotel is located in Washington D.C.'s East End submarket, which has gained significant momentum in recent years as the center of gravity has shifted east of the White House. This investment represents Peebles' acumen in preempting market movements. While at the time of acquisition 9th & F Streets was on the fringe, today the property enjoys a prime location across the street from the National Portrait Gallery.

THE CONVERSION INTO THE 188-KEY COURTYARD BY MARRIOTT HOTEL AND CONVENTION CENTER HAS RESULTED IN THE HOTEL BEING RANKED #1 IN PERFORMANCE FOR TWO CONSECUTIVE YEARS AMONG COURTYARD HOTELS WORLDWIDE.

CONFORMITY – LOCAL DEVELOPER

Conformity Corporation was formed in 1993 by Monte Ritchey, its President. Conformity Corp is a boutique firm, small in size, but heavily invested in the Charlotte community. The company is highly regarded for its willingness and ability to attack complex deals requiring a deep understanding of entitlement, land development, building code and other regulations. Conformity Corp has time and again taken on very difficult conditions and later delivered top notch results for its investors, the communities in which it works and the municipality at large.

Tenacity, inclusiveness and the ability to uniquely communicate intent to a variety of constituencies and stakeholders has been the difference.

Conformity Corp has for over a decade been involved in a wide variety of professional organizations, including ULI, ICSC, The Congress for New Urbanism, local, state and national Realtor Associations and more. The group's work has been recognized again and again by a wide variety of organization including:

- The American Institute of Architects
- American Society of Landscape
- Charlotte Center City Partners
- The Counselors of Real Estate
- Preservation North Carolina and others

Conformity Corp has been called a “demonstrator”, often times delivering what others simply cannot or will not. Conformity cuts through regulation, solves communication hurdles and invests in professional listening with neighborhoods and others who are often emotionally invested in the company's activities. Fortune 500, institutional capital, local private capital and local government have all enjoyed success by way of partnering with our team.

Across 20 years of development and over \$200M in development, Conformity's work continues to stand apart from the crowd.

Today, Conformity continues to grow. The firm represents capital originating in Canada, Singapore, the Cayman Islands as well as its long standing local partners. All this investment has landed in Charlotte, NC. All of it within 3 miles of Trade and Tryon at the heart of Charlotte.

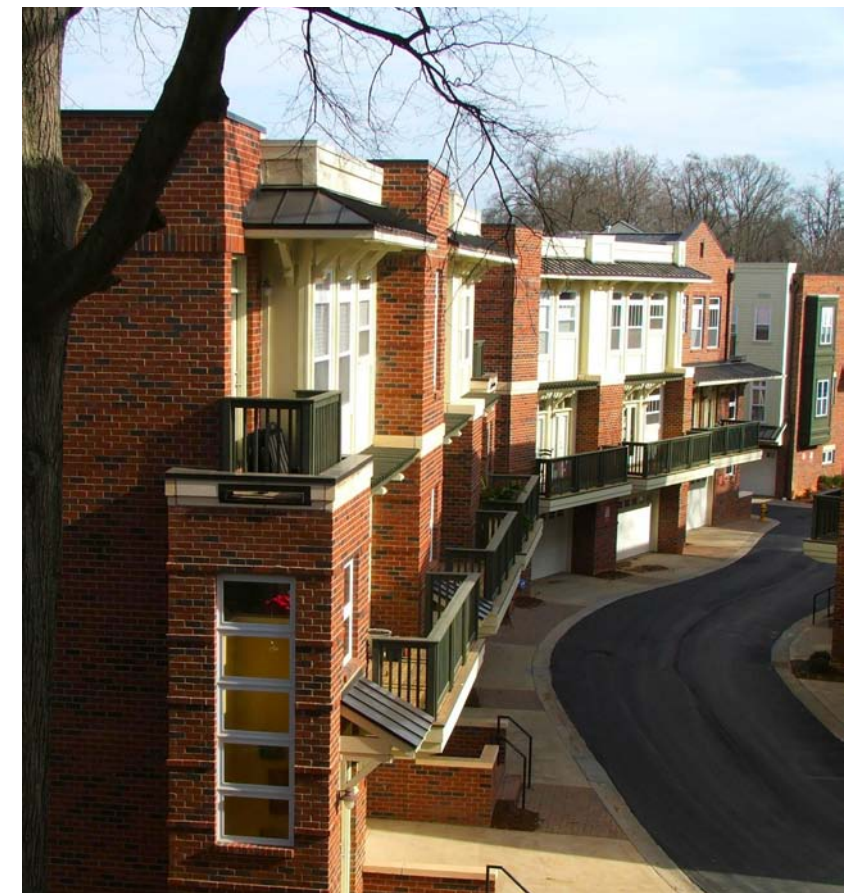
Conformity Corp is Charlotte's local partner.



ELIZABETH VILLAGE

Project Location:	The Elizabeth Neighborhood Charlotte, NC
Project Size:	60,000 SF on 1.4 acres
Program Description:	41 units (33 New & 8 Historic)
Phasing:	1
Completion Date:	6/2005
Public Sector Involvement:	None
Total Project Costs:	\$4.4 Million
Financing Structure:	Bank Debt & Developer Equity, plus one partner

Elizabeth Village features approximately 60,000 SF of both preserved and newly constructed housing on roughly 1.4 acres. A technically challenging development, Conformity overcame numerous design and entitlement issues to bring the project to market. The result is a development that successfully blends urban living within the fabric of the traditional neighborhood. The development's superior design and location resulted in a 100% sellout before the project was completed.





RUTZLER

Project Location:	The Elizabeth Neighborhood Charlotte, NC
Project Size:	20,000 SF on .6 acres
Program Description:	Historic conversion of apartments to condominiums
Phasing:	1
Completion Date:	5/2006
Public Sector Involvement:	Tax Credits
Total Project Costs:	\$3.8 Million
Financing Structure:	Bank Debt

The Rutzler is a circa 1928 structure that now houses 18 newly converted residential condominium units. Formerly an apartment building, the structure comprises nearly 20,000 SF in Charlotte's Elizabeth National Historic District. The building boasts magnificent High Renaissance architecture and original finishes such as three-over-one windows, crystal door hardware, tile floors, hardwoods and cast iron tubs. Conformity used NC State Tax Credits to help fund the project, and served as both developer and general contractor.





SOUTHBOROUGH

Project Location:	South End/Dilworth Charlotte, NC
Project Size:	110,000 SF on 2.1 acres
Program Description:	Full size Lowe's Home Improvement Center, 28,000 SF Office/Restaurant.
Phasing:	5
Completion Date:	7/2009
Public Sector Involvement:	Infrastructure Grant of \$10,000
Total Project Costs:	\$82 Million
Financing Structure:	Bank Debt Guaranteed by Lowe's \$670,000 Equity (All Conformity)

Southborough is an innovative urban village unlike any other in the Southeast. Convenient to two new light rail stations, the project combines the "industrial chic" energy of Charlotte's South End district with the calm elegance of the historic Dilworth neighborhood. Four different housing options offer the buyer a choice that perfectly fits their unique lifestyle. A 24,000 SF mixed use building compliments the project's residential components, the two elements blending seamlessly into the existing environment to form a richly textured urban community. Throughout Southborough, innovative architecture combines with meticulous site planning to create an experience that is destined to capture national attention.



THE WILLIAMSON

Project Location:	The Elizabeth Neighborhood Charlotte, NC
Project Size:	30,000 SF on .56 acres
Program Description:	22 units of housing and 5,000 SF of office fully integrated
Phasing:	1
Completion Date:	12/2001
Public Sector Involvement:	None
Total Project Costs:	\$4.1 Million
Financing Structure:	Bank Debt & \$600K Equity

The Williamson represents mixed-use urban development and land use at its best. The development contains nearly 30,000 SF of office and residential space on only .56 acres of land. Conformity moved from a "notice to proceed" to a certificate of occupancy in less than 12 months, and sellout was completed the following quarter. The project blends perfectly with the urban and historic nature of the neighborhood, prompting the American Institute of Architects to present Conformity with an AIA Merit Award.

STANTEC – DESIGN DEVELOPER/EQUITY PARTNER

LEAD DESIGNER

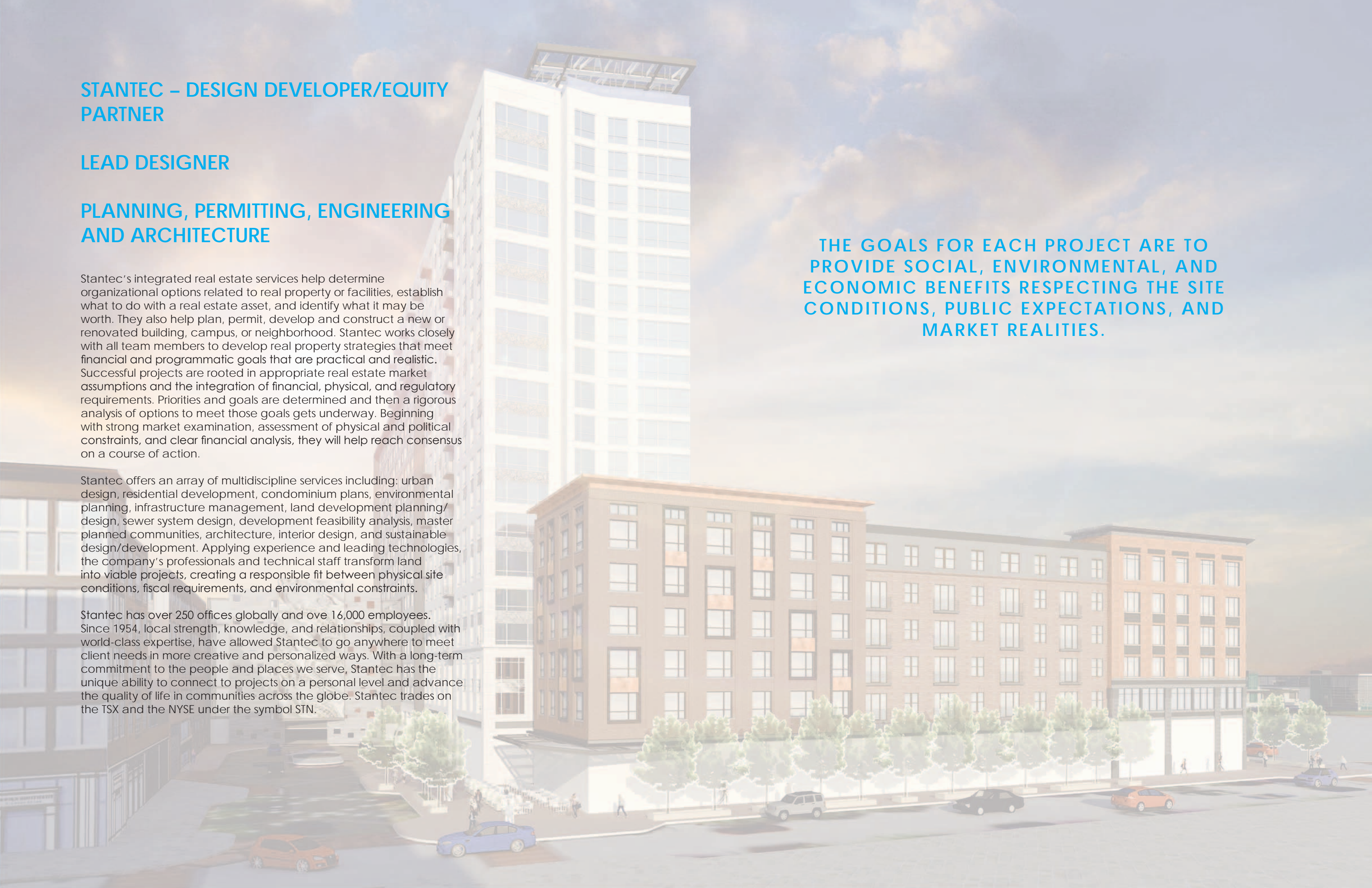
PLANNING, PERMITTING, ENGINEERING AND ARCHITECTURE

Stantec's integrated real estate services help determine organizational options related to real property or facilities, establish what to do with a real estate asset, and identify what it may be worth. They also help plan, permit, develop and construct a new or renovated building, campus, or neighborhood. Stantec works closely with all team members to develop real property strategies that meet financial and programmatic goals that are practical and realistic. Successful projects are rooted in appropriate real estate market assumptions and the integration of financial, physical, and regulatory requirements. Priorities and goals are determined and then a rigorous analysis of options to meet those goals gets underway. Beginning with strong market examination, assessment of physical and political constraints, and clear financial analysis, they will help reach consensus on a course of action.

Stantec offers an array of multidiscipline services including: urban design, residential development, condominium plans, environmental planning, infrastructure management, land development planning/design, sewer system design, development feasibility analysis, master planned communities, architecture, interior design, and sustainable design/development. Applying experience and leading technologies, the company's professionals and technical staff transform land into viable projects, creating a responsible fit between physical site conditions, fiscal requirements, and environmental constraints.

Stantec has over 250 offices globally and over 16,000 employees. Since 1954, local strength, knowledge, and relationships, coupled with world-class expertise, have allowed Stantec to go anywhere to meet client needs in more creative and personalized ways. With a long-term commitment to the people and places we serve, Stantec has the unique ability to connect to projects on a personal level and advance the quality of life in communities across the globe. Stantec trades on the TSX and the NYSE under the symbol STN.

THE GOALS FOR EACH PROJECT ARE TO PROVIDE SOCIAL, ENVIRONMENTAL, AND ECONOMIC BENEFITS RESPECTING THE SITE CONDITIONS, PUBLIC EXPECTATIONS, AND MARKET REALITIES.



WALKABLE WATERFRONT DISTRICT, TAMPA, FLORIDA

Stantec's master plan transforms more than 40 acres dominated by parking lots into Tampa's first mixed-use, walkable downtown district. Fusing wellness, urban amenities, culture, and community, the developer aims to create a nationally prominent destination that functions first and foremost as a lively and distinctive urban neighborhood. The master plan gathers an unusual range of activities within a five-minute walking radius: more than 3,000 housing units; 1,200,000SF of offices; 500,000SF of retail; 1,000 hotel rooms; a new medical school for the University of South Florida; and a major museum, all integrated into a walkable network of landscaped streets, parks, and squares.

A new street network tames an existing high-volume arterial as part of a larger strategy of creating a diverse environment that invites residents and visitors to stroll along a main street lined with unique shops and restaurants. The street connects to Channelside, the walkable heart of a busy food, entertainment, and sports scene anchored by the Tampa Bay Lightning's arena. An animated civic square, dotted with interactive art and lined with a rich mix of hotels, cafés, stores and maker spaces, faces the arena. On the far end of the plaza a staircase—inspired by Rome's "Spanish Steps"—follows a cascading freshwater fountain down to a waterfront park, rebuilt as a series of lush outdoor "rooms." Each has a distinct theme or function, from interpreting local history to promoting active exercise to encouraging quiet reflection to hosting organized games—and the park offers multiple vantage points for watching boat traffic moving in and out of the port. Next to the park, the ground floors of new hotels bring new life to a little-used street with outdoor cafés and restaurants that open onto the sidewalk.





UNION SQUARE DEVELOPMENT, SOMERVILLE, MASSACHUSETTS

With a new transit connection coming into Union Square, Stantec is working on a plan that will drive business and economy without driving out the residents. Years before new service would join Somerville's Union Square to Boston's light rail system, city officials began thinking. They wanted to use redevelopment of key parcels near the station to jump-start high-quality development in the neighborhood.

The team took to the streets of Union Square, a diverse, energetic and, funky community, to get a read on the unique look and feel of the place. They ran workshops that brought developers and community members together, starting a conversation about how redevelopment could create jobs at all skill levels, slash environmental impacts, and increase revenue to the city—while keeping Union Square fun, affordable, and distinctive.

The plan uses mixed-income housing to ensure that current residents can stay in the square. It adds mixed-use buildings to generate the activity that supports new and existing businesses, and puts local artists in charge of street furniture, public art, and signage. The flavor of Union Square will remain as distinct as its signature maple-bacon doughnuts. With other strategies like district utilities and green roofs, we don't just aim to make a great place to live and work, we aim to build a new model for how urban communities can develop without losing their roots.



BRYANT PARK MASTER PLAN, CHARLOTTE, NORTH CAROLINA

Stantec's master plan for the reconfigured and expanded Bryant Park strengthens the community through a new connectivity with surrounding neighborhoods, a new social center with the size and flexibility to be a central gathering space and host special events, weekend farmers markets, and community celebrations, as well as enhanced opportunities for active and passive recreation.

Bryant Park, one of Charlotte's original parks, has not been significantly improved since the 1950s. With growth of the city center and plans for redevelopment in the area surrounding the park, along with the expansion of the park from 7 to 15 acres, the community and Mecklenburg County Park and Recreation needed a master plan to create a park that serves a host of community needs.

To create such a plan, Stantec looked beyond the project site to understand the needs of the surrounding community. As such, Bryant Park will become a hub of connectivity for the surrounding neighborhoods with open and porous edges. An internal greenway along Stewart Creek and a network of sidewalks provide new connections between neighborhoods, restaurants, and offices.

The expanded program for passive and active recreation offers recreation opportunities from walks through the woods to field sports and even Charlotte's first skate plaza, a wheel friendly area integrated into the park as streetscape theater along the park's most urban corner.

Creative solutions helped overcome numerous challenges. For example, although Stewart Creek bisects the park, we designed bridges to create strong connections across the creek. Because the park is small for its programming load, we developed a second, dual use field that will accommodate traditional sports and function as a civic green. Our client wanted to preserve the iconic stone walls at the baseball field, so we shifted and reoriented the field and repurposed the stone walls as frame work for gardens adjacent to the baseball field. Paying homage to the historic use of stone, new park structures include stone elements as well.



ASSEMBLY ROW - BLOCK 6, SOMERVILLE, MASSACHUSETTS

Once the site of a Ford Motor Company assembly plant, Assembly Row is a new mixed-use neighborhood anchored by a residential tower, Montaje, and a low-rise building, BeSix.

This vibrant mixed-use residential development, the first high-rise tower in the complex, is located at the center of Assembly Row's Main Street and is surrounded by restaurants, shops, boutiques and businesses. The project features storefronts that run continuously along the six story base of the building which will be built of brick and ornamental steel details reminiscent of mill buildings in the area. A 20-story modern white residential tower behind the Main Street facades will be a landmark of the complex and feature spectacular views of Boston and Somerville. Directly adjacent to a new MBTA Orange Line Station and with nearly 450 rental units, bicycle parking and a 670-car garage, the project will serve as an integral part of the Assembly Row's revitalization. The project is currently under construction.



CITY OF CHARLOTTE NEIGHBORHOOD IMPROVEMENT PROJECTS, CHARLOTTE, NORTH CAROLINA

Stantec was awarded four contracts under the City of Charlotte's Neighborhood Improvement Program. Stantec provided storm design, flood studies, roadway enhancements, replacement of watermains, and streetscape improvements for the West Boulevard, Todd Park, Westover Hills, and Wesley Heights Neighborhood Improvement Projects. From planning through construction inspection, Stantec was involved in all aspects of these projects.

Design requirements included surveying the existing sewer, underground utilities, utility and roadway right-of-ways, property lines, sidewalks, curbs, gutters, and landscaping. Where applicable, additional survey cross-sections were needed for flood study design.



**THE CITY OF CHARLOTTE AND STANTEC
WORKED TOGETHER TO REVITALIZE THESE
OLDER NEIGHBORHOODS. THROUGH
TEAMWORK, CITIZEN INVOLVEMENT, AND
PRIDE THESE NEIGHBORHOODS ARE NOW A
BETTER PLACE TO CALL HOME.**



PENDLETON TRACT MASTER PLAN, CLEMSON, SOUTH CAROLINA

The plan brings new mobility options to village residents, workers, and visitors and to the campus by introducing two new bridges—one for a multi-use trail and one to carry a new street over an active rail corridor. A public-private partnership between Pacolet-Milliken Enterprises and the City of Clemson jointly funded the planning process.

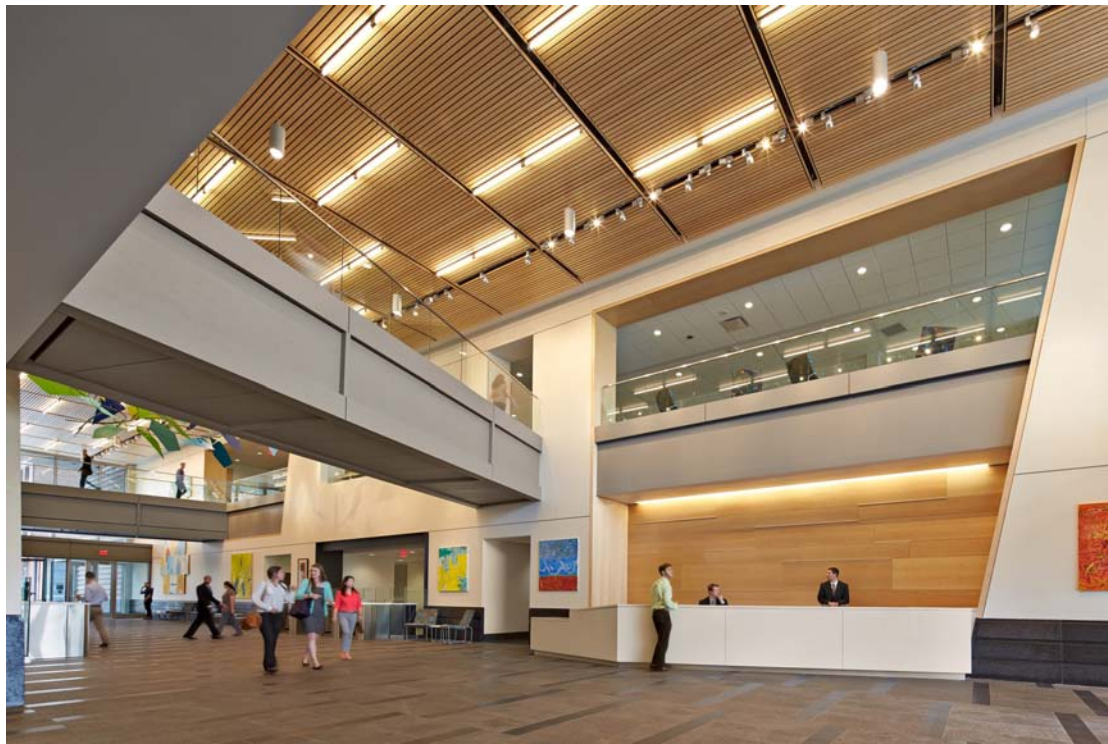
Stantec conducted a week-long charrette with hundreds of stakeholders and residents to figure out the answer. Based on input from the charrette, our multi-disciplinary team is preparing a master plan for 354 acres that creates a new gateway into the city and ties the city more directly to the Clemson University campus, downtown Clemson, and the Pendleton Town Square.

With a focus on sustainability and high-quality design, the plan defines a mixed-use, urban village surrounded by walkable, urban neighborhoods. It also preserves a significant amount of undeveloped land as integrated open space. The village will have approximately 1,400 housing units, a medical office, movie theater, hotel, and more than 100,000 square feet of stores and restaurants built around a piazza. The open space will tie these homes and businesses to a planned regional greenway, and the plan assures that all homes will lie within a three-minute walk of parks and natural areas. Existing stream channels will be restored to improve downstream water quality in the existing impaired Eighteen Mile Creek.



ONE CHANNEL CENTER, BOSTON, MASSACHUSETTS

Boston's Innovation District is an engine for the city's 21st century economy steeped in history. The design of One Channel Center weaves contemporary architecture among neighboring brick warehouses to signal a path forward for this emerging neighborhood. Divided by a folded glass element that identifies a public art gallery and pedestrian path, the building features two masonry sides clad in textured red and brown precast concrete resembling terracotta. Vibrant colored glass panels punctuate the façade and hint at the whirling activity of this headquarters for a high tech financial service company. Adjoining a new 1.2-acre public park, One Channel Center incorporates strategic sustainable design practices to achieve LEED Silver certification.





CARPENTER'S UNION, BOSTON, MASSACHUSETTS

The New England Regional Council of Carpenters Headquarters is the new home of the Council and the Apprentice Training Center with a contemporary approach that represents its vision for the future. The building was articulated to satisfy two requirements: a bold, dynamic presence towards the highway, and a scaled down façade towards the adjacent residential neighborhood. The residential side also showcases a one and a half story transparent pavilion that accommodates the difference in levels between the street and the building's floors allowing for views from the street into the project highlighting the sense of transparency and welcoming the public. The purposeful blend of modern architecture and media with the traditional craftsmanship of the Carpenters will create a dynamic new face of NERCC.



DESIGN TEAM

While Stantec remains the lead architect for design for Brooklyn Village, we have engaged the Charlotte office of Perkins&Will to work collaboratively with the Design team. Perkins&Will brings intense local knowledge and a history of outstanding designs.

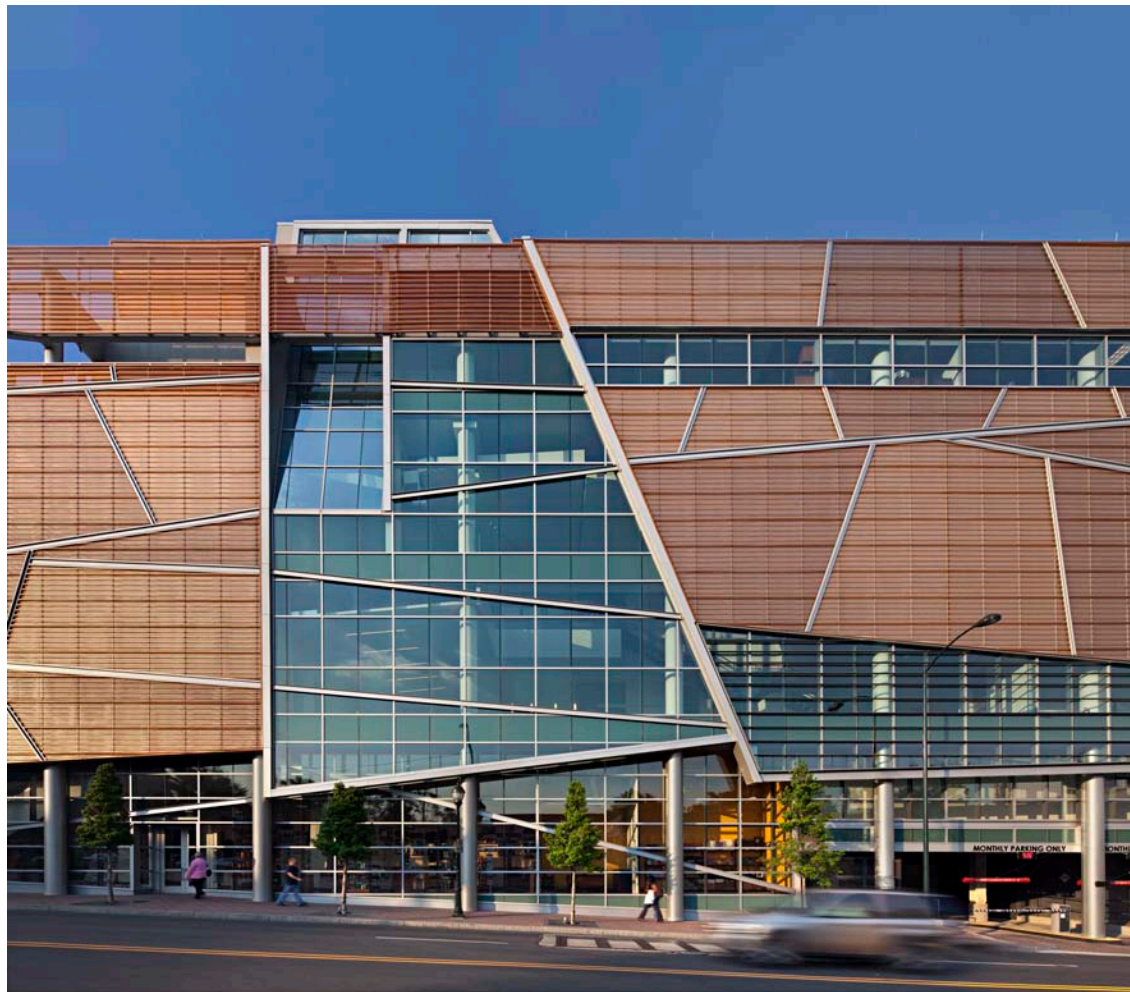
PERKINS+WILL LOCAL ARCHITECT

The North Carolina practice of Perkins+Will features a collaborative team of over 70 client-focused professionals who are intricately tied to the fabric and culture of their region working on projects locally, nationally, and internationally. This practice, established in 1988 in Charlotte and 2000 in Research Triangle Park, functions cohesively and has earned a reputation for innovation and design excellence in cultural, healthcare, science and technology, education, corporate, commercial, and civic projects. In March of 2014, The Freelon Group Architects joined forces with Perkins+Will, resulting in the increase of one of North Carolina's largest and most award-winning architecture and design practices.

The Perkins+Will vision is to bring the highest quality of design, technical support and delivery of services to all their clients. They have a reputation of developing long-lasting relationships with their clients. Long-term client relationships and repeat assignments have made their practice a major force in the region for the design of outstanding projects that transform lives and enhance communities. Project experience:



Tenley / Friendship Library



HARVEY B. GANTT CENTER FOR AFRICAN-AMERICAN ARTS + CULTURE

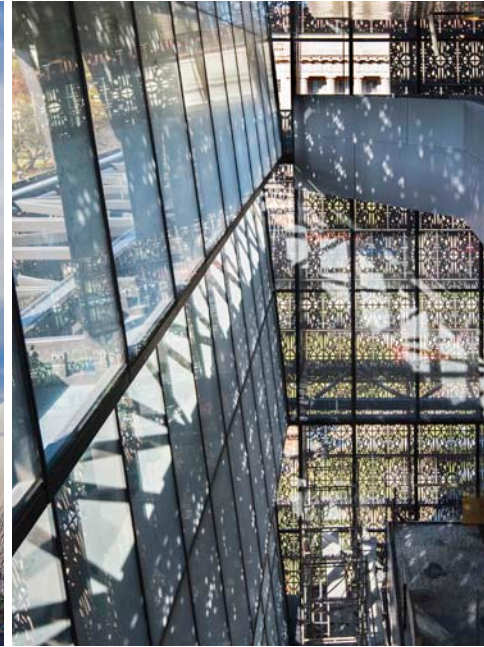
Location: Charlotte, North Carolina
Completion Date: October 2009
Construction Cost: \$18.8 million
Size: 46,500 square feet

Awards: 2012 Urban Land Institute Global Award Excellence (as a part of the Levine Center for the Arts development)
2011 Metal Construction Association Chairman's Award Institutional Category
2010 AIA North Carolina Honor Award

The Gantt Center celebrates the contributions of African Americans to our nation's culture and serves as a vital resource in Charlotte for music, dance, theater, visual and film arts, arts education, literature, and community outreach. The Center draws design inspiration from the historic Myers School that once stood nearby in the Brooklyn neighborhood, a thriving African-American community that was eventually displaced by expansion of the central business district. The school's prominent exterior staircases inspired its byname, the Jacob's Ladder School. The Center's stairs and escalators, together with the articulation of the central atrium, pay tribute to Jacob's Ladder, linking the building to its historic context.

The 46,500 SF building is situated on a 50-foot by 400-foot tract of land. The site is positioned directly above car and truck access ramps that lead to below-grade parking for the adjacent high-rise, mixed-use development. The main lobby's placement on the second floor allows vehicles to use the access ramps without interrupting the logical flow of the building's interior space. This dynamic subsurface vehicular activity and the exaggerated linear proportions of the site provided a great opportunity for a powerful architectural response to the building's program and physical context.

The exterior façade of the Center is inspired by African textile designs and African-American quilting patterns. Perforated metal panels are "stitched" together by diagonal steel channels, with windows provided in areas needing daylight. The pattern continues on the north side of the building, which will eventually about future development.



SMITHSONIAN INSTITUTION NATIONAL MUSEUM OF AFRICAN AMERICAN HISTORY AND CULTURE*

Location: Washington, D.C.
Completion date: Estimated 2016
Construction Cost: \$385 million
Size: 397,000 SF on 10 levels
(5 above and 5 below ground)

In April of 2009 following an international design competition, the team of Freelon Adjaye Bond/ SmithGroup (FAB/S) was selected by the Smithsonian Institution as the designers for the National Museum of African American History and Culture to be located on the Mall in Washington, DC. The primary architectural idea for the museum is the crown or corona form. Reaching toward the sky, the bronze clad corona expresses faith, hope and resiliency. Internal to the building, the corona forms a perimeter zone which surrounds the primary galleries. Daylight enters this zone through patterned openings in the bronze cladding and through skylights. At night, the corona glows, presenting stunning views of the museum from a variety of vantage points in and around the Mall.

Below the corona, visitors enter the museum through a grand "porch" at south (National Mall) side of the building while a second-ary entrance is provided on the north (Constitution Ave.) side. The landscape is an integral part of the threshold experience, establishing the site as a critical component of the design while providing perim-eter security and sustainable storm water management. The Central Hall is the primary public space within the building and the point of orientation to the museum's offerings.

The Freelon Group leads the design team as Architect of Record, and has contractual responsibility for overseeing the project from start to finish. The Freelon Group manages a team of 32 consultants, including the three other architecture firms that make up the design team, ensuring the design adheres to the Smithsonian's program and vision.

*This project is included in this submittal as representative experience of Philip G. Freelon, FAIA and Zena Howard, AIA prior to joining Perkins and Will.



INTERNATIONAL CIVIL RIGHTS CENTER & MUSEUM HISTORIC PRESERVATION AND RENOVATION

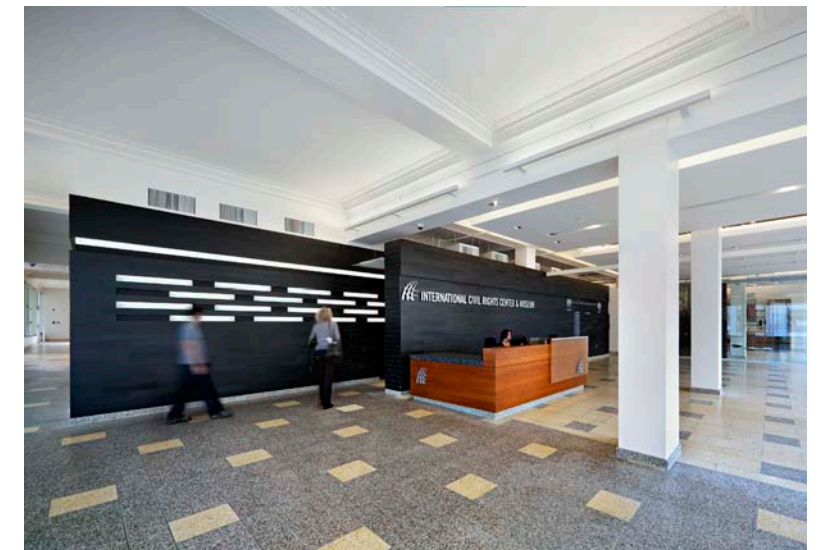
Location: Greensboro, North Carolina
Completion Date: February 2010
Construction Cost: \$8.2 Million
Size: 45,000 square feet
AWARDS: 2010 AIA North Carolina Tower Award for historic preservation and adaptive reuse in renovation, restoration or rehabilitation of a historic structure

On February 1st, 1960, four young African-American men from North Carolina A&T State University entered the F.W. Woolworth department store in downtown Greensboro, North Carolina, and sat down at the lunch counter reserved for white customers. What followed was a movement that has had a resounding impact across decades and around the world.

The Woolworth building and the lunch counter became the flashpoint for the "sit-in" movement, a crucial element of the growing Civil Rights Movement in the United States. The architectural elements of that space—important historical artifacts—have been restored to form the framework and nucleus of the exhibits at the International Civil Rights Center & Museum, which stands on its former site.

The design team worked with the North Carolina State Historic Preservation Office to identify the significant building elements that would be restored in the new museum. The lunch counter, the art deco staircase that leads to the gallery space and lecture hall on the lower level, the plaster-coffered ceilings and the terrazzo floors were all restored and incorporated into the design. Newly constructed elements of the project, while clearly differentiated from the existing architecture, complement and support the historic structures.

The spacious lobby includes a glass-enclosed museum shop, a reception counter and a slate wall accented with inset horizontal lighting. This composition creates a contrast with the historic architecture, providing a clearly delineated path down the escalator to the immersive exhibit spaces on the lower level. The visitor experience culminates with a return to the main level, where the restored lunch counter is presented. Here, the multi-media driven exhibit puts the historic sit-in into context and offers patrons the opportunity for reflection.



DISTRICT OF COLUMBIA PUBLIC LIBRARY TENLEY-FRIENDSHIP LIBRARY

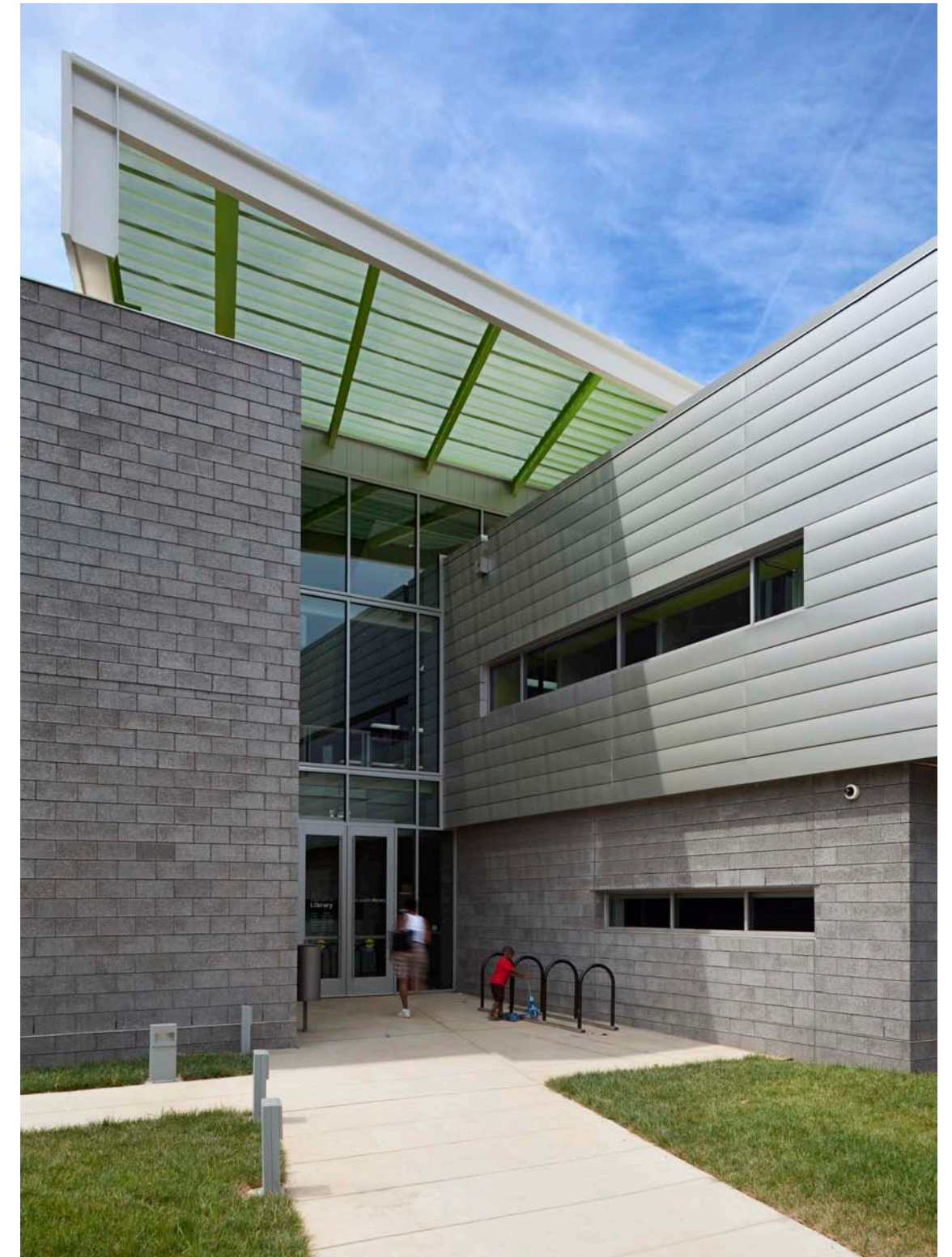
Perkins+Will (Lead Designer and Architect of Record) in association with R.McGhee Associates (Associate Architect)

Location: Washington, DC
Completion Date: January 2011
Construction Cost: \$10.9 million
Size: 21,472 square feet
leed® Gold
Awards: 2012 AIA DC Award of Excellence in Architecture
2012 AIA South Atlantic Region (SAR) Honor Award
2012 AIA Triangle Honor Award
2012 AIA Triangle Gail Lindsey Award for Sustainable Architecture
2012 Architectural Lighting Design Award
2011 AIA North Carolina Honor Award

Inspired by the image of an open book, the design of the District of Columbia's Tenley-Friendship neighborhood library explores the contrasts of opacity and transparency. The building's windowless exterior on the south and west sides wraps and protects the library, like the cover of a book. In contrast, the north and east elevations of the building exhibit a transparent, visually porous skin, welcoming pedestrians traveling along Wisconsin Avenue and Albemarle Street. Perforated vertical fins along the length of these facades allow for shading while reinforcing openness and accessibility. This approach provides the reading rooms and stack areas with diffused natural light and minimal glare.

The 23,000 SF library is a two-story building with a partial third floor containing mechanical space and a roof terrace/garden. The "active and fast" elements of the program are located on the first floor, while the "slower and quieter" areas are on the second floor. Enclosed elements such as the workroom, toilets, and meeting rooms are located to the west side of the plan, allowing the eastern half to remain open, with high ceilings in the stack and seating areas. A double-height atrium with a monumental stair serves as the nexus for all building circulation.





DISTRICT OF COLUMBIA PUBLIC LIBRARY ANACOSTIA LIBRARY

Perkins+Will (Lead Designer and Architect of Record) in association with R.McGhee Associates (Associate Architect)

Location: Washington, D.C.
 Completion Date: June 2010
 Construction Cost: \$10.3 million
 Size: 22,348 square feet
 leed® Gold Certified

Awards:

- 2013 AIA/ALA Library Building Award
- 2012 AIA NC Honor Award
- 2012 AIA DC Award of Merit in Architecture
- 2012 IIDA/ALA Library Int. Design Award
- 2011 AIA Triangle Honor Award
- 2011 Architectural Lighting Design Award
- 2010 AIA NC Committee on the Environment Award

The small-scale residential context provided the inspiration for the design of this new branch library, located in a low-income, underserved neighborhood in Washington, D.C. The project not only fulfilled programmatic needs but also provided a stimulus for community pride and economic development.

The residential scale is reflected in the library design as a series of pavilions for program areas that require enclosure: the children's

program room, the young adults' area, support spaces, and public meeting rooms. The remainder of the ground-level plan is high, open space for the main reading room, stacks, computers,

and public seating areas. A large green roof structure provides shelter over all program areas.

Community input was also a key part of the design process. Users made it clear they wanted an open, welcoming building. The large front plaza invites pedestrians to come in, and the floor-to-ceiling glass on all sides provides passersby a clear view into the building. In addition, the building and site work together as a classroom for sustainable features and education about ecological systems, including a rain garden.

DEVELOPMENT FINANCE INITIATIVE TOWN OF DAVIDSON REDEVELOPEMENT

LOCATION: Davidson, North Carolina
completion date: TBD
Construction Cost: TBD
size: 5-acre site
210,000 square feet of mixed-use program

The Town of Davidson and the Development Finance Initiative (DFI) of UNC Chapel Hill requested a masterplanning study to explore how to best develop the Town's downtown surface parking lots to bring retail, offices, and residences back to Main Street. The study included several test-fits of program on the site, and a further development of two distinct options through Davidson's public process. Financial feasibility driven by DFI helped inform massing strategies that addressed the Town's needs and zoning restraints. The proposed development creates a public green within the parcel to complete existing links and activate the site's interior, punctuating the space with a plaza at the south end. A new 'market street' runs perpendicular through the site, showcasing Farmer's Market activities. The mixed-use blocks on either side of the market street replace an aging town hall and wrap retail around parking decks on the ground floor. Apartments, offices, and a boutique hotel occupy the upper stories of the development.



**A NEW MIXED-USE DEVELOPMENT
TRANSFORMING 5 ACRES OF UNDERUTILIZED
PROPERTY INTO THE HEART OF THE TOWN'S
VIBRANT COMMUNITY LIFE.**



COLE JENEST & STONE

Striking a balance between art and science, Cole Jenest & Stone offers a fresh, innovative approach to land planning, landscape architecture, civil engineering and urban design. Our creativity is rooted in collaboration.

We share the vision of our Clients, and together we build environments to stand the test of time - beautifully.

Finding solutions to complex design and implementation challenges, Cole Jenest & Stone draws upon 26 years of expertise in both public and private sectors. We specialize in a diversity of site design disciplines to ensure successful results, results as cost-effective as they are technically and aesthetically pleasing.

We have a unique niche in the land planning development industry. Clients know us, depend on us, and turn to us again and again. We consider their success our greatest reward.





GATEWAY VILLAGE & GARDENS CHARLOTTE, NORTH CAROLINA

Client: Bank of America + Cousins Properties, Inc.
Architect: Duda/Paine Architects + HKS Architects, Inc.
Size: 1.5 acres + 1,110,000 SF
Services: Civil Engineering + Landscape Architecture + Urban Design

ColeJenest & Stone provided landscape architecture and civil engineering services for the development of a five-block, mixed use urban village in downtown Charlotte. The projects consisted of two office buildings and ground floor retail totaling 1,110,000 SF, 2,700-car parking deck wrapped with multi-family residential, and a centerpiece garden connecting the two main office buildings. ColeJenest & Stone was responsible for the civil engineering and landscape architecture aspects of seven overall projects, including streetscape, coordinating the site and garden design, managing and implementing the artist's vision for the water feature, urban engineering and providing site Construction Documents.



THE GREEN AT WELLS FARGO CHARLOTTE, NORTH CAROLINA

Client: Wells Fargo
Architect: Wagner-Murray Architects
Size: 1.5 acres
Services: Civil Engineering + Landscape Architecture + Urban Design

The Green at Wells Fargo is a 1.5 acre landscaped park atop a four-level parking structure and situated in a mixed-use development integrating retail shops and residential condominiums. The urban park includes seating, public art, water features, gathering spaces and significant open lawn areas and is surrounded by shops, restaurants and housing. It is adjacent to Three Wells Fargo Center and is bounded by College and South Tryon Streets and includes a total of approximately 60,000 square feet of retail and office space. ColeJenest & Stone was responsible for all detailed site design. The most significant aspect of the park is the literary artistic theme for public art. Six artists created nine individual art projects located throughout the park to provide function, interaction and aesthetic enhancement to the park experience.



ADVISORY TEAM

CBRE, through a global, full-service real estate serve platform, CBRE is able to uncover the intelligence and insights needed to predict and analyze changes in the dynamic and shifting retail landscape. Coupled with the deep experience of the firm's professionals in each market, they tackle the most complex retail challenges and develop solutions that enhance competitive advantage. The firm's specialists in local offices around the world allow us to serve all clients, including local and international property developers, institutions and property trusts, retailers, and private retail investors and owners.

Retail Advisory Services. Jennifer M. Stanton of Retail Advisory Services provides site selection, development and investment strategies, asset management, merchandising, leasing, research, marketing plans, presentations and management services, acquisition due diligence, and brokerage for investors, owners, lenders, retailers, developers and communities throughout the US. Jennifer has a rigorous understanding of the patterns of demographics, market demand and economic environment always comes first. Building realistic project goals and creating opportunities from every resource of what can work. Market knowledge, competitive insight and project experience are the platform for creative quality and effective leadership in action.

Parking

The Car Park Inc.'s team of industry professionals provides clients with more than fifty years of combined experience enabling them to offer the most comprehensive parking solution in the industry. The Car Park offers its clients a complete parking solution from Feasibility and Demands Analysis to Facility Design and Audit. The Car Park has assisted many clients with reviewing current and future parking demand related to the client's specific project. After determining these projections, we are able to build an economic model to determine the project feasibility prior to initiating design. The Car Park also works with teams to deliver a complete design/build solution for our clients. This service includes every facet of the process from development of the initial facility design to providing the equipment and graphics of the facility. The Car Park has also provided creative and innovative solutions to meet the financial needs of individual clients.

Roger Stacks, Preferred Parking. Originally founded as Friendly Parking Service in 1961 by the Stacks family in Charlotte, NC with one 34 space surface parking lot, Preferred Parking Service has served the Carolinas region for over 50 years. In 1967 Friendly

pioneered the first bank drafts for monthly parking. In 1986 Friendly Parking changed its name to Preferred Parking Service. Preferred Parking boasts the longest employee retention average of any parking company in our region. With the average tenure for each employee exceeding 6 years, Preferred's team has an unmatched level of industry experience and expertise.

Real Estate Marketing Strategies

Yellow Duck Marketing is a Charlotte-based boutique marketing agency that provides integrated solutions to developers and real estate owners in the Charlotte region and across the country. The agency is certified WBE/SBE with North Carolina's HUB office and the City of Charlotte's Business INCLUSION program.

Yellow Duck Marketing understands real estate and has a proven track record, advising companies such as Crosland Southeast, Childress Klein, Aston Properties and Marsh Properties on contentious rezoning matters that require community buy-in. They have a variety of traditional, digital and guerilla tools in our toolbelt to assist with market research, community meeting facilitation, project/building/street naming, tenanting, events and ongoing communications.

The agency also has extensive experience working with affordable housing clients, including Laurel Street Residential and the Charlotte Housing Authority. In particular, Yellow Duck worked on mixed-income communities Highland Grove in Richmond, VA., Brenner Crossing in Salisbury, NC, Montcross in Belmont, NC, and Park Terrace in High Point, through all phases of development, gathering community input, meeting with stakeholders, as well as creating and executing strategic marketing and communications.

Yellow Duck Marketing has strong relationships with several media outlets such as the Charlotte Business Journal, Observer, Mecklenburg Times, WFAE and television journalists who typically report on new development and governmental matters. The agency was profiled in Mecklenburg Times and named "THE" marketing firm for real estate and Charlotte Agenda named YDM one of the PR "game changers."

Multi-Family Management Program

Grubb Properties

The company was originally founded by Robert Grubb in 1963 as

a single family home builder operating in redline neighborhoods where it provided seller financing at no mark-up to families otherwise blocked from purchasing their own home. The company migrated into multifamily investment and commercial investment in the following decades and today manages over 5,300 apartment units and approximately 2.5 million square feet of commercial property. The company has completed over \$2.0 Billion in real estate transactions in the past decade with over \$800 million in new investment this cycle since 2009.

Multifamily property management has been a core business for the company and an important tool toward maximizing the value of the assets the company has been entrusted with and often invested in. To support our multifamily team we have a full suite of in-house capabilities that include information technology, human resources, marketing, project management, safety, training, construction and investment services. The company has a range of experience with development and management of affordable or rent qualified housing. In 2008, it developed Seigle Point Apartment Homes, a Hope VI affordable housing community in Charlotte, NC in a partnership with the Charlotte Mecklenburg Housing Authority and The Communities Group. In this same project, Grubb Properties built Seigle Point Townhomes, a 31-unit affordable town home community. Both projects were awarded in 2010 the Merit Award from Multifamily Executive for "Mixed Income Project of the Year".

Legal

K&L Gates

Founded in 1957, the Charlotte office of K&L Gates provides global, integrated resources to local, national and international companies across a broad range of disciplines. The office and lawyers are consistently recognized by U.S. News-Best Lawyers® and Chambers USA as leaders in a number of legal service areas, including Corporate, Mergers & Acquisitions, Environmental, Litigation, and Real Estate.

Charlotte serves as a major financial, distribution and transportation hub and is the second largest banking center in the United States. With an eye toward providing legal services to clients across a variety of industries and in all stages of growth, the firm's Charlotte office offers full-service capabilities backed by the global reach of our offices on five continents.

KEY PERSONNEL

DEVELOPER TEAM

THE PEBBLES CORPORATION

R. Donahue Peebles - CEO

Recognized as one of the most successful entrepreneurs in the nation, R. Donahue Peebles is Founder, Chairman and CEO of The Peebles Corporation, one of the country's few national privately held real estate investment and development companies with a multi-billion dollar portfolio of projects in New York, Washington D.C., Philadelphia, Boston, Miami and Miami Beach. In addition to his role as CEO of The Peebles Corporation, Mr. Peebles is a top-selling author (The Peebles Principles and The Peebles Path to Real Estate Wealth), a regular guest on CNN, CNBC and FOX, and a highly sought-after speaker who has addressed educational, business and professional audiences across the United States. Mr. Peebles is an avid supporter of mentoring to expose youth to the value of entrepreneurship, as well as an active political supporter and fundraiser for local, state and federal campaigns of both major parties.

Amelia E. Patt - Project Director

Amelia E. Patt has robust investment and analytical experience along with an architecture and design background. Her primary responsibilities include sourcing, underwriting and closing new development deals for The Peebles Corporation. In addition to her role on new investments, Ms. Patt oversees the schematic design and entitlement process for Peebles' 390,000 square foot ground-up development in Boston's Back Bay neighborhood.

Ms. Patt establishes and implements development project financial goals, budgets and schedules and monitors performance on an ongoing basis. In addition, she has the responsibility of building and managing relationships with governmental and quasi-governmental agencies, Co-GPs and LP partners, business groups, consultants, civic and professional organizations. Ms. Patt conducted transaction negotiations with Massachusetts Department of Transportation and the Massachusetts Bay Transportation Authority for a \$400 million mixed-use development (residential, hotel and retail) and \$45 million transit station renovation.

CONFORMITY CORPORATION

Monte Richey - President

Monte Richey is a 20 plus year veteran of the Real Estate business and is expert in urban infill development, land use and entitlements, and historic preservation. Mr. Richey brings operating experience as well; owning and managing construction, property management and development companies. Mr. Richey has been honored by ULI, AIA, ASLA, The Counselors of Real Estate, Preservation North Carolina, Charlotte Center City Partners and others while completing projects in partnership with Private Capital, Fortune 500 clients and through Public/

Private partnerships.

Laura Nightengale

Laura Nightengale currently holds the position of Director of Operations and Finance with the Conformity Corporation. Throughout her 10 years with Conformity, Ms. Nightengale has utilized her knowledge and experience in finance and operations encompassing real estate development, construction, and property management. Ms. Nightengale is engaged in financial modeling, forecasting, and due diligence for development, acquisitions and dispositions of real estate assets. She has orchestrated operational activities and processes that have contributed to measurable improvements in effectiveness, efficiency and profitability across Conformity's multiple service lines. Throughout her tenure with Conformity, she has successfully participated and supervised the accounting and finance functions for over \$250M in development and real estate transactions, from predevelopment stages through construction and completion.

Jeffrey Simon - Senior Principal

Mr. Simon is a senior real estate professional with extensive experience both in the public and private sectors. Most recently, he serves as Massachusetts' Assistant Secretary of Transportation for Real Estate where he was involved in the development of the state's portfolio of landmark projects, transit-oriented development, air rights development and surplus property on and over highways, subways, commuter rail stations and other transit facilities. Prior to his work for the state, Mr. Simon was the Director of the Massachusetts Recovery and Reinvestment Office, and Director of Infrastructure Investment for the Commonwealth of Massachusetts, overseeing the \$7.4 billion implementation of the federal stimulus program. Reporting to the Governor and the Secretary of Administration and Finance, the stimulus program ran across nearly all of state government.

Before his appointment by the Governor, Mr. Simon was in private development with Lend Lease Public Partnerships, formerly Actus Lend Lease, including the positions of President and Executive Chairman. In that role he oversaw the creation of master-planned communities and public/private partnerships, constructing, owning and managing over 44,000 homes across the US.

DESIGN TEAM

STANTEC CONSULTING SERVICES, INC. – ARCHITECTURE, PLANNING, PERMITTING, ENGINEERING

David Dixon – Lead Urban Planner

Mr. Dixon has led a wide range of significant projects in North America for public, private, and institutional clients. His commitment to enhancing quality of life and economic opportunity for urban communities is a consistent theme in all his work. Mr. Dixon speaks frequently throughout the country on a range of urban design issues, including smart growth, downtown revitalization, integrating a new generation of urban growth into historic urban environments, and sustainable mixed-income neighborhoods. An advocate for many aspects of community-building, he is especially known for initiating a national dialogue - through lectures, commentary, and the organization of two national conferences - on density as an essential tool for revitalizing urban communities. He has chaired the American Institute of Architects' (AIA) Regional and Urban Design Committee and its National Sustainability Task Force. A recipient of many project awards from groups such as the Congress for the New Urbanism and the Society for College and University Planning, in 2007 Mr. Dixon received the AIA's highest honor for achievement in the public sphere, the Thomas Jefferson Award for Public Architecture. His book Urban Design for an Urban Century: Shaping More Livable, Equitable, and Resilient Cities, which he co-wrote with Lance J Brown FAIA, was published by Wiley in 2014.

B.K. Boley, AIA, LEED AP – Lead Architect

Mr. Boley leads projects with a passion for design excellence and sustainability. Driven by attention to design quality at every scale, he delivers beautiful architecture, urban design and campus planning. By embracing both innovation and practicality, Mr. Boley guides a creative process that consistently results in distinctive award-winning solutions.

Craig Lewis, AICP, LEED AP, CNU-A – Local Urban Designer

Mr. Lewis has over 20 years of experience implementing the principles of Smart Growth, new urbanism, and sustainability through comprehensive community planning, form-based codes, urban design, downtown redevelopment, public/private partnerships, mixed-use infill and neighborhood design. He previously served as the Assistant Town Manager for the Town of Cornelius, NC and as a planner with the City of Belmont, NC. He is an engaging and informative speaker and skilled public facilitator.

Jeffrey A. Rice, P.E. – Lead Engineer

Mr. Rice has over 18 years of experience in the land development and engineering field. As Sector Leader for Community Development in the Southeast, Mr. Rice is responsible for providing project managers with the tools and resources needed to complete successful projects. His typical responsibilities range from single project support to practice wide decision-making for business development, marketing, contract agreements, quality control and financial performance within the firm. Mr. Rice actively engages with clients and staff to deliver projects focused on meeting the client's needs. His project experience has ranged from structural engineering to residential and commercial site design services involving the new construction, expansion, and redevelopment of a variety of residential and commercial projects. The services provided include site assessment, concept planning, master planning, detailed design of grading, stormwater management, water distribution systems, sanitary sewer collection systems, erosion and sedimentation control, utility and lighting coordination, construction specifications, and bid/construction administration.

PERKINS+WILL - ARCHITECTURE

Philip G. Freelon, FAIA, LEED AP BD+C - ROLE

Mr. Freelon and The Freelon Group, Inc. joined forces with Perkins+Will in March of 2014 where he serves as the Managing and Design Director of the North Carolina Practice. He leads both Perkins+Will North Carolina offices in Research Triangle Park and Charlotte. Mr. Freelon comes to Perkins+Will as an important member of the firmwide leadership team and has joined the Board of Directors. He has over 30 years of experience in both project design and management and is widely recognized for his skills in managing and guiding public engagement.

Zena Howard, AIA, LEED AP

Ms. Howard has over 20 years of experience as an architect and project leader with a career focused on private and public institutions, museum and cultural facilities, libraries, and higher education facilities. More specifically, her experience includes diverse buildings and clients with specialized and unique design goals such as environmentally sensitive artifact exhibit areas, historically and culturally significant buildings and locations, and sustainable design in pursuit of LEED certification and other high performance building goals. Ms. Howard is a Principal and Shareholder with the North Carolina practice of Perkins+Will and is a member of the firm's global Diversity + Inclusion Council.

Christopher Garris, AIA, LEED AP

Mr. Garris joined the Perkins+Will firm in 2003, rising from Project Designer to Associate Principal in 2012. With over 23 years experience, he is a

strong voice for design excellence within the North Carolina practice, having contributed to many of the firm's noted design projects. Mr. Garris has design experience within a number of building types including commercial headquarters, corporate office, science + technology, higher education, cultural, and transportation facilities. Mr. Garris' broad experience enables him to combine creative design concepts with details of advanced building technology, ensuring that each design is thoroughly considered and executed. He is keenly aware of the role quality design can play in championing client values.

COLEJENEST & STONE – LANDSCAPE ARCHITECTURE

Brian C. Jenest, RLA is co-founder and Managing Principal of Cole Jenest & Stone and has experience in all aspects of master plan development, property evaluation, public review and input processes and detailed site development. He has participated in several award-winning projects throughout the southeast and has collaborated on numerous national design competitions. He has participated in a variety of large-scale master planning projects, including The Henry C. Chambers Waterfront Park, Gateway Gardens at Gateway Village and The Green at Wells Fargo, The Quarter, a mixed-use development in downtown Charlotte, the West Raleigh Centennial Arena Urban Master Plan, and the mixed-use Davidson Bay Development at Lake Norman. Mr. Jenest has 30 years of planning, design and management skills to produce successful and cost effective projects. His extensive experience with public review agencies will provide invaluable leadership in the development of the project.

Kevin C. Ammons, RLA serves as manager for ColeJenest & Stone's Charlotte office on a variety of public and private projects in many sectors including: commercial/retail; residential (single and multifamily); civic (parks, athletic fields and public infrastructure and industrial. As a landscape architect with the firm, Mr. Ammons has worked on all aspects of projects including rezoning plans, master planning, planting design, hardscape design and Construction Documents. His work also includes compiling due diligence reports, grading and storm drainage design and sedimentation/erosion control planning.

ADVISORY TEAM

URBANE ENVIRONMENTS

Gwendolyn Jackson, Consultant, Urbane Environments – Urbane Environments specializes in destination branding and marketing strategies for small businesses, commercial and retail centers and niche events and venues. UE develops major public events, conceptualizes and implements redevelopment initiatives with emphasis around urban

retail, corridors, as well as community engagement campaigns.

Ms. Jackson is the Strategic Branding Executive for Urbane Environments. She believes in the evolution of urban communities to be progressive and creative environments for determining and repositioning places to become, and remain vital and significant for future generations. She is a concept and strategic planner for urban community and economic development and redevelopment for small, medium and large scale projects. Since 1995 she has been creating essential collaborations with diverse communities, public institutions, private business, and local municipal government providing destination development, and branding and marketing planning for mixed use projects in metropolitan, commercial and residential areas.

LEGACY REAL ESTATE ADVISORS, LLC

Adam M. Williams, Broker, started with Legacy Real Estate Advisors, LLC early in 2006. Mr. Williams focuses on listing and selling large land tracts for development and long term diversification strategies as well as being a full service broker in the uptown and surrounding areas. He has a strong focus on community redevelopment and believes that Charlotte's upcoming premier neighborhoods and commercial districts are being discovered and cultivated today.

Dr. Tom Hanchett is a community historian based in Charlotte since 1981. He studied the city's older neighborhoods — including Brooklyn— for the Charlotte Mecklenburg Historic Landmarks Commission, then went on to author an in-depth study of the Queen City's growth and segregation: *Sorting Out the New South City* (UNC Press). Educated at Cornell, University of Chicago and UNC Chapel Hill, he writes widely on Southern, urban and African American history. He has garnered national attention for work on the financing of early shopping malls (called "groundbreaking" by Malcolm Gladwell in *The New Yorker*), on recent immigrant foodways, and on the African American schools of the Rosenwald Fund. In Charlotte he is best known for his long-time association with Levine Museum of the New South; his COURAGE exhibition on school desegregation was named best in the U.S. and honored at the White House. *Charlotte Magazine* named him a 2015 - 2016 Charlottean of the Year.

PARKING

THE CAR PARK INC.

Jeff Wolfe, president of The Car Park, Inc. of Boise, Idaho, and recently

served a two-year term as Chairman of the Board of the National Parking Association (NPA). He is now the Immediate Past Chair. Mr. Wolfe is an advocate for research, technology, industry best practices and for a proactive approach to parking training programs and advocacy on key policy, parking and transportation issues. Mr. Wolfe believes the parking industry is converging as all parking professionals seek expertise, efficiency and effectiveness in managing their operations and that the shared knowledge between specialties and public and private sector professionals enhances the success of the industry. Mr. Wolfe leads an independently owned, commercial parking company with more than 100 parking facilities, 120 employees and management operations in Idaho, Virginia, Nebraska, Virginia and Kansas. Previously, he served as a senior vice president with Central Parking System. He has significant experience with operations management, mergers & acquisitions, equity parking consulting, financial management, employee training & development, and market development.

PREFERRED PARKING

The son of the original owners, **Roger Stacks** joined the company in 1984, purchasing the company from his family in 1989. Under his leadership Preferred has grown to operate more than 60 locations across the region. With more than 250 full and part-time experienced associates, Preferred Parking is poised to support the region through its continuing development. Roger's unique experiences and insight into the past, present and future of the parking industry are the core of Preferred's operating philosophy. He has guided the company to new stages of expansion and service. Increasing revenue in excess of 250%, He has successfully leased, managed and purchased property in uptown Charlotte with a constant focus on client satisfaction. Embracing technology he has pioneered the development of automated receivables programs, customized databases, computerized enforcement systems, ParkMaster parking management software, as well as an award-winning website.

K&L GATES – LEGAL ADVISORS

Collin Brown of K&L Gates focuses his practice on land use, zoning and governmental relations. He represents land owners and developers on a wide range of development projects, including commercial, mixed-use, office and transportation, and is engaged in development projects from the rezoning stage through the issuance of building permits and enforcement issues that arise during the life of a development. Mr. Brown regularly works with local Boards of Adjustment, City Councils, County Commissions, and other local governmental bodies on behalf of clients seeking approvals or opposing local government decisions relating to zoning, permitting, changes of use, variances, annexations, special use permits, site plans, subdivisions and right-of-way abandonments. He has obtained entitlements for some of the largest and most sophisticated development projects in the Charlotte region. Mr. Brown is also a LEED Accredited Professional. He was the first North Carolina attorney to earn this credential.

Bailey Patrick, Jr. focuses his practice on land use and zoning, corporate law and estate planning. He actively represents real estate developers and other clients involved with rezoning requests, subdivision matters, and requests for variances and permits. Mr. Patrick is consistently listed nationally in Best Lawyers in America, Government Relations Law, Land Use & Zoning Law, Real Estate Law specifically for his expertise in land use and zoning law. He is also a regular on the North Carolina Super Lawyers list regionally. Finally he is recognized as one of Charlotte's preeminent lawyers in Land Use/Zoning. Several critical projects include the rezoning for City Park, mixed-use development on former Charlotte Coliseum site at Tyvola Road/Billy Graham Parkway, Morrocroft Mixed Use Development at SouthPark, the Piper Glen Mixed Use Development and Stonecrest Shopping Center rezonings on the Rea Road Extension at the Outer Beltway, Ballantyne Mixed Use Development rezoning for the Southeast Mecklenburg County, and the NorthCross Mixed Use Development rezoning at Sam Furr Road at I-77 and US 21.

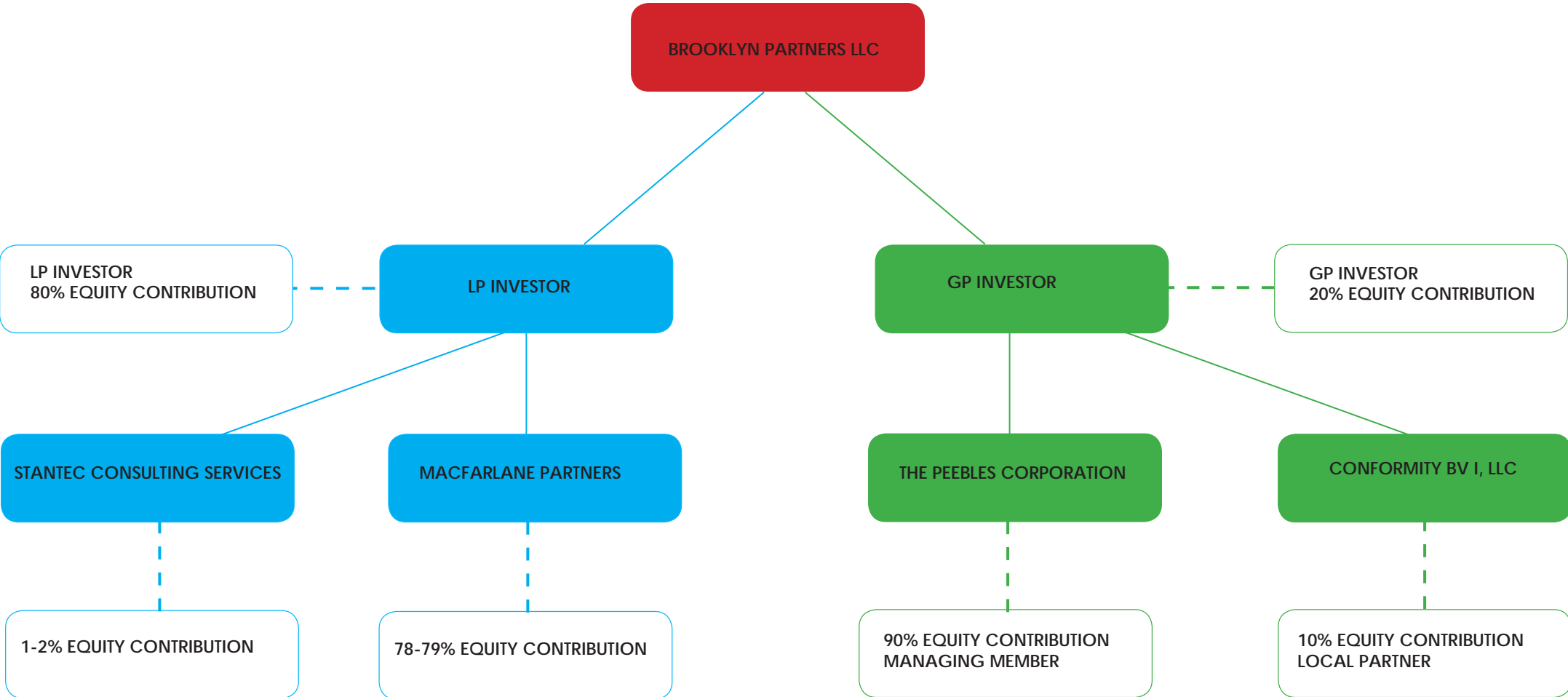
CBRE

Jeremy Grossman. Mr. Grossman specializes in urban and suburban retail leasing, national development consulting, and specialty retail/restaurant representation on behalf of CBRE/New England Retail, formerly CBRE/Grossman Retail Advisors, and has over 20 years of retail real estate experience. His years of experience directing leasing activity on the ownership side of the business have resulted in vast regional, national and international retail relationships. This expertise uniquely qualifies Jeremy to represent current national and international property owners, retailers and restaurants in their retail strategy and execution in Boston, New England and throughout the country.

Mr. Grossman currently represents several of the City of Boston's most prolific mixed-use developments including Fan Pier along Boston's waterfront, 501 Boylston Street in the Back Bay, and many other prominent urban and suburban locations. Mr. Grossman represents CBRE nationwide as an exclusive member of the Corporate Client Development Team, assisting leasing and development initiatives nationwide, including The District Detroit, a multi-billion dollar redevelopment of the downtown mixed-use district in Detroit, MI.

Compton (Compie) Newman has been in the commercial real estate finance business for over 23 years. He began his career as a construction lender with First Union in Charlotte and entered the mortgage banking business with Capital Advisors in 1996. Mr. Newman managed RBC Capital Advisors (formerly Capital Advisors) from 2004 to 2007. He was a co-managing director of the North Carolina office of NorthMarq Capital from 2007 until 2010 when he joined CBRE to place debt and equity for commercial real estate projects and has been active in land sale transactions. He has placed over \$3 billion in real estate capital over his career. Significant assignments include One Wells Fargo Center \$175,000,000, Charlotte Plaza/Carillon \$141,500,000, North Hills Mall \$105,000,000, Rotunda/Morrocroft Centre \$80,000,000, Coliseum Centre \$58,000,000, Beacon Industrial Portfolio \$58,000,000 and EpiCentre \$50,000,000.

D. BK PARTNERS TEAMING STRUCTURE



E. COMMITMENT OF KEY PEOPLE

The BK Partners team is fully ready and committed to undertaking this exciting project. The time commitment of key individuals to the project will be especially significant at the beginning of the project, negotiating agreements and fulfilling all of the pre-development tasks. Each company intends to employ additional staff as the project enters the pre-construction phase, and to staff the project on a fulltime basis as it moves into the more active phase of pre-development, design development and construction and marketing.

The status of the other commitments of the major team members are the following:

Peebles Corporation

Don Peebles – Mr. Peebles is the Chairman and CEO of Peebles Corporation and will be actively involved in the Brooklyn Village project. At this time, his intention is to commit at least 40% of his time to this project in order to ensure that the project begins in the most favorable, professional and timely manner. It is expected that after the project progresses, his involvement will decrease to 20% as new staff comes on and assumes its responsibilities.

Current commitments for Mr. Peebles include:

Project: 1801 Vine Street
Location: Philadelphia
Time Commitment: 20%

Project: 5th and I Street hotel/condo project (pre-development)
Location: Washington, DC
Time Commitment: 20%

Project: Turnpike Parcel 13 mixed-use project
Location: Boston
Time Commitment: 20%

Amelia Patt - Ms. Patt is the Project Director of the Brooklyn Village Project for Peebles Corporation. It is Ms. Patt's intention to devote 80% of her time to the Brooklyn Village project in its initial phases, decreasing to 60% as the project enters the construction phase.

Current commitments for Ms. Patt include:

Project: Turnpike Parcel 13 mixed-use project
Location: Boston
Time Commitment: 50%

Conformity Corporation

Monte Ritchey – Mr. Ritchey is the President of Conformity Corporation. He intends to devote 90% of his time to the Brooklyn Village project at start-up, again decreasing as new staff is hired.

Mr. Ritchey's current commitments include:

Project: Virgate I and Virgate II, land development, Virgate I is 90% completed, Virgate II is 9 lots
Staffed entirely by others
Location: Charlotte
Time Commitment: 10%

Project: 7th Street Shopping Center , rehab
Location: Charlotte
Time Commitment: 10%

Stantec

Stantec is a global design firm that is part of the development team. Stantec will have responsibility for design, with supporting responsibilities on development issues.

Jeffrey Simon – Mr. Simon is a Senior Principal in the Program and Project Delivery unit of the company. He intends to devote 60% of his time to the Brooklyn Village project, particularly in the beginning phase of development. He intends to decrease that time to 25% as the Stantec need transitions from his responsibilities for initiating projects and assembling project teams to the design role that Stantec will have in the Brooklyn Village project.

BK Boley – Mr. Boley is the Director of Design for the Brooklyn Village project. He oversees all aspects of design, especially the architectural components. His intention is to devote 60% of his time to the project in the initial phase and as design elements transition into design development and working drawings, to remain as Director of Design at a 20% time commitment. He currently works on a variety of design projects.

David Dixon – Mr. Dixon is Director of Urban Design – Mr. Dixon oversees the planning and urban design aspects of Brooklyn Village. His intention is to devote 50% of his time to the initial phases of the project, decreasing to 20% as the planning aspects are completed and the project moves into construction. He currently works on a variety of urban design projects.



FINANCIAL OFFER AND DEAL STRUCTURE

FINANCIAL OFFER AND DEAL STRUCTURE PROPOSAL

a. Financial Offer

BK Partners is proud to offer Mecklenburg County a purchase price of \$33,700,000 based on the residual land value.

In addition, we are providing the County with horizontal infrastructure improvements, a state-of-the art Second Ward Park and cultural space, totaling \$23,130,000 in public benefit improvements.

Together with the land proceeds, the County will realize \$56,830,000 in total value from the transaction.

The land proceeds will be paid to the County in three lump-sums as follows:

- Phase 1: \$15,000,000
- Phase 2: \$3,800,000
- Phase 3: \$13,900,000

Upon selection we will fund a good faith deposit of \$200,000 and an additional \$1,000,000 upon execution of a definitive development agreement and/or purchase agreement. The deposits shall remain fully refundable until the completion of an acceptable due diligence period, receipt of site plan approval, entitlements and building permits. The \$1,200,000 deposit shall be credited against the first lump-sum payment for phase 1.

b. Financial Statements

Please see the financial statements of Peebles and Stantec at the end of this document.

Conformity's financial statements to be submitted as a confidential separate package.

c. Deal Structure and Program Delivery

The Project is economically feasible on a standalone basis. BK Partner's financial offer is not conditioned upon any public participation. The costs of horizontal improvements, The Second Ward Park and the affordable housing has been subsidized by the fair market value of the land.

The Team welcomes the opportunity to discuss public participation, where the County and/or City of Charlotte would like to see greater public benefit improvements and have identified available funding sources.

e. Financing Plan (Sources)

Financing Stability

In its more than 30-year history, Peebles has financed, constructed and completed every project which it has begun development. Neither The Peebles Corporation, its principals, any of its affiliate entities nor any of its assets have experienced voluntary or involuntary bankruptcy or foreclosure.

The firm's project history demonstrates the financial and technical capacity to execute large-scale projects with a high degree of complexity. Although our firm has experienced significant growth since inception, we are guided by our CEO & Chairman's founding principal –to develop projects that are transformative.

We are confident, given our professional experience and market understanding, in our ability to fully finance the development with financial resources that are customarily available for commercial real estate.

Most recently, Peebles met the financial capacity requirements established by MassDOT/MBTA for the Parcel 13 – Hynes Station project in Boston, MA and requirements established by The New York City Economic Development Corporation (NYCEDC) for 108 Leonard in New York, NY which have total development budgets of \$350 million and \$500 million, respectively.

Financing Plan

The total project costs are approximately \$683 million, of which approximately \$300 million are incurred in phase 1. It is anticipated that the Project will be funded with a mixture of debt and equity. We have assumed approximately \$444 million or 65% of total project costs will be funded by debt and \$239 million or 35% of total project costs will be funded

D. PRO FORMA

Brooklyn Village North & South: Project Proforma

Period:	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16
Year:	Jan-16	Jan-17	Jan-18	Jan-19	Jan-20	Jan-21	Jan-22	Jan-23	Jan-24	Jan-25	Jan-26	Jan-27	Jan-28	Jan-29	Jan-30	Jan-31
Cash flow from operations																
Phase 1																
Net operating income	-	-	-	-	-	13,530,001	18,829,115	19,670,984	20,196,677	20,738,018	21,469,329	22,043,384	22,634,535	23,243,293	23,870,184	24,706,990
less: senior debt service	-	-	-	-	-	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)	(13,947,492)
Phase 1: cash flows after senior debt service	-	-	-	-	-	(417,491)	4,881,622	5,723,492	6,249,185	6,790,526	7,521,836	8,095,892	-	-	-	-
Phase 2																
Net operating income	-	-	-	-	-	-	-	4,056,749	6,102,853	6,281,150	6,464,749	6,653,807	6,848,488	7,048,960	7,255,397	7,467,976
less: senior debt service	-	-	-	-	-	-	-	(4,520,632)	(4,520,632)	(4,520,632)	(4,520,632)	(4,520,632)	(4,520,632)	(4,520,632)	(4,520,632)	(4,520,632)
Phase 2: cash flows after senior debt service	-	-	-	-	-	-	-	(463,882)	1,582,221	1,760,519	1,944,117	2,133,175	-	-	-	-
Phase 3																
Net operating income	-	-	-	-	-	-	-	-	-	18,544,005	25,434,434	26,137,487	26,861,529	27,607,189	28,375,114	29,331,696
less: senior debt service	-	-	-	-	-	-	-	-	-	(18,840,322)	(18,840,322)	(18,840,322)	(18,840,322)	(18,840,322)	(18,840,322)	(18,840,322)
Phase 3: cash flows after senior debt service	-	-	-	-	-	-	-	-	-	(296,316)	6,594,113	7,297,166	-	-	-	-
Net operating income after debt service	-	-	-	-	-	(417,491)	4,881,622	5,259,609	7,831,406	8,254,728	16,060,066	17,526,233	-	-	-	-
Refinancing proceeds																
Phase 1																
Gross refinancing proceeds	-	-	-	-	-	216,513,452	-	-	-	-	-	-	-	-	-	-
less: transaction costs	1.0%	-	-	-	-	(2,165,135)	-	-	-	-	-	-	-	-	-	-
construction liabilities	-	-	-	-	-	(194,919,812)	-	-	-	-	-	-	-	-	-	-
Phase 1: net refinance proceeds	-	-	-	-	-	19,428,506	-	-	-	-	-	-	-	-	-	-
Phase 2																
Gross refinancing proceeds	-	-	-	-	-	-	-	70,175,884	-	-	-	-	-	-	-	-
less: transaction costs	1.0%	-	-	-	-	-	-	(701,759)	-	-	-	-	-	-	-	-
construction liabilities	-	-	-	-	-	-	-	(45,478,212)	-	-	-	-	-	-	-	-
Phase 2: net refinance proceeds	-	-	-	-	-	-	-	23,995,913	-	-	-	-	-	-	-	-
Phase 3																
Gross refinancing proceeds	-	-	-	-	-	-	-	-	-	292,467,132	-	-	-	-	-	-
less: transaction costs	1.0%	-	-	-	-	-	-	-	-	(2,924,671)	-	-	-	-	-	-
construction liabilities	-	-	-	-	-	-	-	-	-	(203,769,421)	-	-	-	-	-	-
Phase 3: net refinance proceeds	-	-	-	-	-	-	-	-	-	85,773,040	-	-	-	-	-	-
Total net refinance proceeds	-	-	-	-	-	19,428,506	-	23,995,913	-	85,773,040	-	-	-	-	-	-
Sale proceeds																
Phase 1																
Gross condo sale proceeds	-	-	-	-	-	66,881,984	-	-	-	-	-	-	-	-	-	-
less: transaction costs	6.0%	-	-	-	-	(4,012,919)	-	-	-	-	-	-	-	-	-	-
Net condo sale proceeds	-	-	-	-	-	62,869,065	-	-	-	-	-	-	-	-	-	-
Gross sale proceeds	-	-	-	-	-	-	-	-	-	-	-	360,965,754	-	-	-	-
less: transaction costs	2.0%	-	-	-	-	-	-	-	-	-	-	(7,219,315)	-	-	-	-
senior liabilities	-	-	-	-	-	-	-	-	-	-	-	(190,412,788)	-	-	-	-
Phase 1: net sale proceeds	-	-	-	-	-	62,869,065	-	-	-	-	-	163,333,651	-	-	-	-
Phase 2																
Gross sale proceeds	-	-	-	-	-	-	-	-	-	-	-	113,983,960	-	-	-	-
less: transaction costs	2.0%	-	-	-	-	-	-	-	-	-	-	(2,279,679)	-	-	-	-
senior liabilities	-	-	-	-	-	-	-	-	-	-	-	(64,441,625)	-	-	-	-
Phase 2: net sale proceeds	-	-	-	-	-	-	-	-	-	-	-	47,262,656	-	-	-	-
Phase 3																
Gross sale proceeds	-	-	-	-	-	-	-	-	-	-	-	411,797,236	-	-	-	-
less: transaction costs	2.0%	-	-	-	-	-	-	-	-	-	-	(8,235,945)	-	-	-	-
senior liabilities	-	-	-	-	-	-	-	-	-	-	-	(278,848,677)	-	-	-	-
Phase 3: net sale proceeds	-	-	-	-	-	-	-	-	-	-	-	124,712,614	-	-	-	-
Total net sale proceeds	-	-	-	-	-	62,869,065	-	-	-	-	-	335,308,921	-	-	-	-

by equity contributions from both general partner and limited partner investors.

Equity

The Project's required equity amount is approximately \$239 million, with a phase 1 equity amount of approximately \$105 million.

BK Partners intends to partner with institutional equity investors and has received a preliminary letter of interest from MacFarlane Partners. MacFarlane Partners is a real estate investment management firm that manages \$3.5 billion in assets on behalf of some of the world's largest pension plans and institutions. Founded in 1987, the firm is recognized as a pioneer of the urban investment concept among institutional real estate managers and focuses exclusively on investing in properties that promote smart growth, urban revitalization and sustainability in select metropolitan areas of the U.S.

In conformance with the requirements of the RFP, The Peebles Corporation has provided sufficient financial information to demonstrate its capacity to fund 100% of the \$33.7 million purchase price. Without regard for MacFarlane's or other institutional equity, BK Partners has additional capacity to fund 100% of the pre-development costs through construction commencement. The contemplated structure is an 80% limited partner interest. Please refer to the MacFarlane's Letter of Interest for more detailed terms and structure. The balance of the equity will be provided by BK Partners.

Debt

The required debt amount is approximately \$444 million, with a phase 1 debt amount of approximately \$195 million.

The Peebles Corporation has never defaulted on its financial obligations, and therefore enjoys consistently strong credit ratings. Given its reputation and success, The Peebles Corporation consistently attracts leading financial institutional as capital partners, such as Goldman Sachs, Deutsche Bank, Bank of America, Wells Fargo, Union Bank and Apollo Financial Group.

Most recently, The Peebles Corporation successfully financed 108 Leonard that has a total project cost of \$500 million. Peebles invested approximately \$100 million in equity and in February 2016 closed a \$334 million construction loan led by Bank of America. A portion of the loan was syndicated to Wells Fargo and Union Bank. Apollo Financial Group provided \$66 million in mezzanine financing.

For Brooklyn Village, the Team intends to work with a leading debt placement advisory firm such as CBRE to source the most competitive loan structure and rates at the time of financing. CBRE's Debt and Structured Finance group placed \$39.4 billion in commercial real estate loans nationally in 2015. The Charlotte office was responsible for the placement of \$911.6 million in 2015.

Given our existing relationships and track record, we are confident that we will successfully capitalize the Project with the most competitive capital sources available.

Sources & Uses

Outlined below is our projected sources and uses for the Project:

f. Financing Approach for Affordable Housing (Sources)

The affordable housing has been subsidized by the fair market value of the land.

g. Long-Term Ownership and Management

The Team strongly believes in the strength of the economic fundamentals that support Charlotte's projected growth over the near and long-term. As such, the Team intends to retain long-term ownership of the Project and benefit from the healthy stream of income, as well as, anticipated appreciation in land value.

The Peebles Corporation maintains ownership of its first development, 2100 MLK, a 100,000 SF office building completed in 1990 that is located in Washington, DC. Today, 2100 MLK is occupied by its original anchor tenant, the District of Columbia's Department of General Services,

which recently exercised an option to renew its long-term lease. Peebles also maintains ownership of the Courtyard by Marriott Convention Center at 900 F Street in the East End of Washington, DC. The successful adaptive reuse of the historic building and subsequent first-class management has resulted in the hotel being ranked no. 1 in performance for two consecutive years among Courtyard Hotels Worldwide.

Conformity Corporation owns and manages its developments totaling 170,000 SF in Charlotte across five properties.



February 19, 2016

HR&A Advisors, Inc.
ATTN: Mecklenburg County Solicitation Team
99 Hudson Street, 3rd Floor
New York, New York 10013

Re: Brooklyn Village and Walton Plaza Master Developer Solicitation Request for
Proposal –Financial Documentation

To Whom It May Concern:

The Deering Companies, LLC ("Deering") is a business consulting and real estate advisory firm serving leading real estate companies, banks, institutions and private clients. Our firm provides solutions that include accounting, executive outsourcing, corporate finance, asset management and transaction services. Deering has had a relationship with The Peebles Corporation ("Peebles" or the "Company") for nearly 9 years.

It is our understanding that Peebles, along with The Conformity Corporation and Stantec Inc. (together with Peebles or the Company, the "Development Team"), is seeking to enter into a development agreement or purchase of the Walton Plaza and Brooklyn Village development sites located in the Second Ward neighborhood of Charlotte, NC. It is anticipated that Development Team will develop up to 2 million square feet of mixed-use improvements comprised of residential, retail, office and hotel uses, to be completed over three phases.

It also is our understanding based upon information presented by the Development Team that the first phase of the development will cost approximately \$300 million and will be financed with approximately 65-75% debt and 25-35% equity. We also understand that Peebles will be responsible for up to 100% of the equity commitment or approximately \$75 - \$100 million.

Based on financial documentation provided by Peebles as of the date of this letter, Deering Companies can confirm that Peebles and/or its affiliated entities have sufficient financial resources including equity and liquidity to perform its obligations under the above referenced financial structure.

The Peebles Corporation is an S-Corporation and R. Donahue Peebles, Chairman & Chief Executive Officer, is the sole shareholder. Due to this structure, the Company's financial documentation is highly sensitive material that my client would be willing to share with the necessary parties during an in person meeting. I understand you have offices in New

DEERING COMPANIES
5021 SW 28th Lane | Miami FL 33135
t 305 444 9500 | f 305 448 2141 | deeringcompanies.com



York City and would welcome the opportunity to share further financial documentation at your offices upon request.

Please call me at (305) 458-8565 or email at ipadron@deeringcompanies.com if you have any questions.

Regards,

Irving Padron, CPA
President

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Design distinction, client interaction, team excellence!
Rajat Shanker, Senior Associate, Dubai, United Arab Emirates

Consolidated Financial Statements

For the Years Ended December 31, 2015, and 2014

As a publically traded company, Stantec's full financial report is available on line at the following address:

<http://www.stantec.com/content/dam/stantec/files/investor-relations/2016/2015-annual-report.pdf>

We have provided an abbreviated financial statement in an effort to conserve paper.

Management Report

The annual report, including the consolidated financial statements and Management's Discussion and Analysis (MD&A), is the responsibility of the management of the Company. The consolidated financial statements were prepared by management in accordance with International Financial Reporting Standards. Where alternative accounting methods exist, management has chosen those it considers most appropriate in the circumstances. The significant accounting policies used are described in note 4 to the consolidated financial statements. Certain amounts in the financial statements are based on estimates and judgments relating to matters not concluded by year-end. The integrity of the information presented in the financial statements is the responsibility of management. Financial information presented elsewhere in this annual report has been prepared by management and is consistent with the information in the consolidated financial statements.

The board of directors is responsible for ensuring that management fulfills its responsibilities and for providing final approval of the annual consolidated financial statements. The board has appointed an Audit and Risk Committee comprising four directors; none are officers or employees of the Company or its subsidiaries. The Audit and Risk Committee meets at least four times each year to discharge its responsibilities under a written mandate from the board of directors. The Audit and Risk Committee meets with management and with the external auditors to satisfy itself that it is properly discharging its responsibilities; reviews the consolidated financial statements, MD&A, and Independent Auditors' Report; and examines other auditing and accounting matters. The Audit and Risk Committee has reviewed the audited consolidated financial statements with management and discussed the quality of the accounting principles as applied and the significant judgments affecting the consolidated financial statements. The Audit and Risk Committee has discussed with the external auditors the external auditors' judgments of the quality of those principles as applied and the judgments noted above. The consolidated financial statements and MD&A have been reviewed by the Audit and Risk Committee and approved by the board of directors of Stantec Inc.

The consolidated financial statements have been examined by the shareholders' auditors, Ernst & Young LLP, Chartered Professional Accountants. The Independent Auditors' Report outlines the nature of their examination and their opinion on the consolidated financial statements of the Company. The external auditors have full and unrestricted access to the Audit and Risk Committee, with or without management being present.

Management's Annual Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting. The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards. Management conducted an evaluation of the effectiveness of the system of internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework). Based on this evaluation, management concluded that the Company's system of internal control over financial reporting was effective as at December 31, 2015.

Ernst & Young LLP, which has audited the consolidated financial statements of the Company for the year ended December 31, 2015, has also issued a report on the effectiveness of the Company's internal control over financial reporting.

As permitted by published guidance of the U.S. Securities and Exchange Commission (SEC), management's evaluation of and conclusions on the effectiveness of internal control over financial reporting did not include the internal controls of Dessau Inc.; VI Engineering, LLC; VA Consulting, Inc.; Fay, Spofford & Thorndike, Inc.; and the Infrastructure Americas Division of Kellogg Brown & Root Services, Inc., acquisitions which are included in the Company's 2015 consolidated financial statements. The aggregate assets acquired were \$129.2 million, representing 5.5% of the Company's total assets as at December 31, 2015. The gross revenue earned from their dates of acquisition to December 31, 2015, constituted 5.2% of the Company's gross revenue for the year ended December 31, 2015.

Bob Gomes, P.Eng.
President & CEO
February 24, 2016

Dan Lefavre, FCMA
Executive Vice President & CFO
February 24, 2016

Independent Auditors' Report of Registered Public Accounting Firm

To the Board of Directors and Shareholders of Stantec Inc.:

We have audited the accompanying consolidated financial statements of Stantec Inc., which comprise the consolidated statements of financial position as at December 31, 2015 and 2014, and the consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the years ended December 31, 2015 and 2014, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Stantec Inc. as at December 31, 2015 and 2014, and its financial performance and its cash flows for the years ended December 31, 2015 and 2014 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Other Matter

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Stantec Inc.'s internal control over financial reporting as at December 31, 2015, based on the criteria established in *Internal Control — Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework), and our report dated February 24, 2016, expressed an unqualified opinion on Stantec Inc.'s internal control over financial reporting.

Chartered Professional Accountants
Edmonton, Canada
February 24, 2016

Independent Auditors' Report on Internal Control over Financial Reporting

(Under the standards of the Public Company Accounting Oversight Board (United States))

To the Board of Directors and Shareholders of Stantec Inc.:

We have audited Stantec Inc.'s internal control over financial reporting as at December 31, 2015, based on criteria established in *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) (the COSO criteria). Stantec Inc.'s management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS). A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As indicated in the accompanying Management's Annual Report on Internal Control over Financial Reporting, management's assessment of and conclusion on the effectiveness of internal control over financial reporting did not include the internal controls of Dessau Inc.; VI Engineering, LLC; VA Consulting, Inc.; Fay, Spofford & Thorndike, Inc.; and the Infrastructure Americas Division of Kellogg Brown & Root Services, Inc. which are included in the 2015 consolidated financial statements of Stantec Inc. The total assets acquired from these specified acquisitions represented 5.5% of Stantec Inc.'s consolidated total assets at December 31, 2015 and 5.2% of Stantec Inc.'s consolidated gross revenue for the year then ended not subject to management's assessment of and conclusion on the effectiveness of internal control over financial reporting. Our audit of internal control over financial reporting of Stantec Inc. also did not include an evaluation of the internal control over financial reporting of these specified acquisitions.

In our opinion, Stantec Inc. maintained, in all material respects, effective internal control over financial reporting as at December 31, 2015, based on the COSO criteria.

We also have audited, in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States), the consolidated statements of financial position of Stantec Inc. as at December 31, 2015 and 2014, and the consolidated statements of income, comprehensive income, shareholders' equity and cash flows for the years ended December 31, 2015 and 2014, and our report dated February 24, 2016, expressed an unqualified opinion thereon.

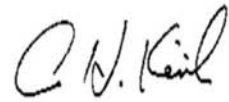
Chartered Professional Accountants
Edmonton, Canada
February 24, 2016

Consolidated Statements of Financial Position

<i>(In thousands of Canadian dollars)</i>	Notes	December 31 2015 \$	December 31 2014 \$
ASSETS			
Current			
Cash and cash equivalents	8	67,342	153,704
Cash in escrow	8	8,646	-
Trade and other receivables	9	570,577	431,751
Unbilled revenue	33	228,970	192,310
Income taxes recoverable		19,727	11,171
Prepaid expenses		29,022	23,425
Other financial assets	14	27,108	32,056
Total current assets		951,392	844,417
Non-current			
Property and equipment	10	158,085	152,707
Goodwill	11	966,480	760,631
Intangible assets	12	138,079	97,243
Investments in joint ventures and associates	13	4,467	4,975
Deferred tax assets	25	11,254	7,972
Other financial assets	14	112,122	91,696
Total assets		2,341,879	1,959,641
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current			
Trade and other payables	15	352,199	300,293
Billings in excess of costs	33	109,159	96,082
Long-term debt	16	133,055	53,172
Provisions	17	22,878	10,796
Other financial liabilities		2,601	2,773
Other liabilities	18	12,162	11,953
Total current liabilities		632,054	475,069
Non-current			
Long-term debt	16	232,301	256,093
Provisions	17	62,572	51,596
Deferred tax liabilities	25	21,256	23,773
Other financial liabilities		2,748	2,547
Other liabilities	18	67,688	64,318
Total liabilities		1,018,619	873,396
Shareholders' equity			
Share capital	21	289,118	276,698
Contributed surplus	21	15,788	13,490
Retained earnings		852,725	735,917
Accumulated other comprehensive income		165,629	60,140
Total shareholders' equity		1,323,260	1,086,245
Total liabilities and shareholders' equity		2,341,879	1,959,641

See accompanying notes

On behalf of Stantec Inc.'s Board of Directors



Aram Keith, PE, FASCE, Director



Bob Gomes, P.Eng., Director

Consolidated Statements of Income

<i>(In thousands of Canadian dollars, except per share amounts)</i>	Notes	2015 \$	2014 \$
Years ended December 31			
Gross revenue		2,877,245	2,529,918
Less subconsultant and other direct expenses		503,562	454,607
Net revenue		2,373,683	2,075,311
Direct payroll costs	27	1,081,088	936,918
Gross margin		1,292,595	1,138,393
Administrative and marketing expenses	7,21,27	988,571	846,148
Depreciation of property and equipment	10	45,880	38,698
Amortization of intangible assets	12	37,853	24,252
Net interest expense	26	10,929	8,515
Other net finance expense	26	3,308	3,083
Share of income from joint ventures and associates	13	(2,048)	(2,419)
Foreign exchange gain		(273)	(425)
Other income	28	(3,232)	(2,659)
Income before income taxes		211,607	223,200
Income taxes	25		
Current		61,527	59,728
Deferred		(6,298)	(1,026)
Total income taxes		55,229	58,702
Net income for the year		156,378	164,498
Earnings per share			
Basic	29	1.66	1.76
Diluted	29	1.65	1.74

See accompanying notes

Consolidated Statements of Comprehensive Income

Years ended December 31	2015	2014
<i>(In thousands of Canadian dollars)</i>	\$	\$
Net income for the year	156,378	164,498
Other comprehensive income (All items may be reclassified to net income in subsequent periods)		
Exchange differences on translation of foreign operations	108,965	46,266
Net unrealized gain on available-for-sale financial assets	31	2,913
Net realized gain on available-for-sale financial assets transferred to income	(4,466)	(635)
Realized exchange difference on sale of a subsidiary	882	-
Income tax effect on available-for-sale financial assets	77	(40)
Other comprehensive income for the year, net of tax	105,489	48,504
Total comprehensive income for the year, net of tax	261,867	213,002

See accompanying notes

Consolidated Statements of Shareholders' Equity

	Shares Outstanding (note 21)	Share Capital (note 21)	Contributed Surplus (note 21)	Retained Earnings	Accumulated Other Comprehensive Income	Total
<i>(In thousands of Canadian dollars, except shares outstanding)</i>	#	\$	\$	\$	\$	\$
Balance, January 1, 2014	93,152,264	262,573	12,369	606,056	11,636	892,634
Net income				164,498		164,498
Other comprehensive income					48,504	48,504
Total comprehensive income				164,498	48,504	213,002
Share options exercised for cash	683,994	10,587				10,587
Share-based compensation expense			4,659			4,659
Reclassification of fair value of share options previously expensed		3,538	(3,538)			-
Dividends declared				(34,637)		(34,637)
Balance, December 31, 2014	93,836,258	276,698	13,490	735,917	60,140	1,086,245
Net income				156,378		156,378
Other comprehensive income					105,489	105,489
Total comprehensive income				156,378	105,489	261,867
Share options exercised for cash	599,640	9,480				9,480
Share-based compensation expense			5,238			5,238
Reclassification of fair value of share options previously expensed		2,940	(2,940)			-
Dividends declared (note 21)				(39,570)		(39,570)
Balance, December 31, 2015	94,435,898	289,118	15,788	852,725	165,629	1,323,260

See accompanying notes

Consolidated Statements of Cash Flows

Years ended December 31		2015	2014
<i>(In thousands of Canadian dollars)</i>	Notes	\$	\$
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES			
Cash receipts from clients		2,967,720	2,599,190
Cash paid to suppliers		(1,023,416)	(871,696)
Cash paid to employees		(1,664,563)	(1,438,417)
Interest received		2,377	2,422
Interest paid		(11,048)	(8,662)
Finance costs paid		(2,651)	(2,654)
Income taxes paid		(73,211)	(75,667)
Income taxes recovered		10,311	2,705
Cash flows from operating activities	30	205,519	207,221
CASH FLOWS FROM (USED IN) INVESTING ACTIVITIES			
Business acquisitions, net of cash acquired	7	(203,461)	(123,713)
Cash held in escrow	8	(8,646)	-
Dividend distributions from investments in joint ventures and associates	13	2,931	2,472
Purchase of investments held for self-insured liabilities		(7,487)	(19,597)
Decrease in investments and other assets		4,922	3,531
Proceeds from lease inducements		560	8,884
Purchase of intangible assets		(3,591)	(3,365)
Purchase of property and equipment		(38,084)	(42,706)
Proceeds on disposition of property and equipment		462	176
Cash flows used in investing activities		(252,394)	(174,318)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES			
Repayment of bank debt		(135,854)	(136,823)
Proceeds from bank debt		135,758	140,320
Repayment of acquired bank indebtedness	7	(1,986)	-
Payment of finance lease obligations		(13,360)	(5,174)
Proceeds from issue of share capital		9,480	10,587
Payment of dividends to shareholders	21	(38,334)	(33,641)
Cash flows used in financing activities		(44,296)	(24,731)
Foreign exchange gain on cash held in foreign currency		4,809	2,502
Net (decrease) increase in cash and cash equivalents		(86,362)	10,674
Cash and cash equivalents, beginning of the year		153,704	143,030
Cash and cash equivalents, end of the year	8	67,342	153,704

See accompanying notes

Index to the Notes of the Consolidated Financial Statements

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Locations



Canada

Calgary, Alberta
Edmonton, Alberta
Fort McMurray, Alberta
Grande Prairie, Alberta
Lethbridge, Alberta
Medicine Hat, Alberta
Red Deer, Alberta
Burnaby, British Columbia
Kamloops, British Columbia
Kelowna, British Columbia
Quesnel, British Columbia
Sidney, British Columbia
Surrey, British Columbia
Terrace, British Columbia
Vancouver, British Columbia

Victoria, British Columbia
Winnipeg, Manitoba
Fredericton, New Brunswick
Moncton, New Brunswick
Saint John, New Brunswick
Corner Brook,
Newfoundland and Labrador
Happy Valley-Goose Bay,
Newfoundland and Labrador
St. John's,
Newfoundland and Labrador
Yellowknife, Northwest Territories
Halifax, Nova Scotia
Sydney, Nova Scotia
Iqaluit, Nunavut

Barrie, Ontario
Guelph, Ontario
Hamilton, Ontario
London, Ontario
Markham, Ontario
Mississauga, Ontario
North Bay, Ontario
Ottawa, Ontario
Sudbury, Ontario
Toronto, Ontario
Waterloo, Ontario
Windsor, Ontario
Charlottetown,
Prince Edward Island
Amos, Québec

Gatineau, Québec
Laval, Québec
Langueuil, Québec
Montréal, Québec
Québec City, Québec
Rimouski, Québec
Rouyn-Noranda, Québec
Saint-Félicien, Québec
Saint-Laurent, Québec
Sainte-Anne-des-Monts, Québec
Trois-Rivières, Québec
Val-d'Or, Québec
Regina, Saskatchewan
Saskatoon, Saskatchewan
Whitehorse, Yukon

United States

Birmingham, Alabama
Anchorage, Alaska
Fairbanks, Alaska
Juneau, Alaska
Wasilla, Alaska
Phoenix, Arizona
Tempe, Arizona
Tucson, Arizona
Bakersfield, California
Camarillo, California
Fresno, California
Irvine, California
Long Beach, California
Los Gatos, California
Pasadena, California
Petaluma, California
Redlands, California
Rocklin, California
Sacramento, California
San Diego, California
San Francisco, California
San Luis Obispo, California
Santa Barbara, California
Santa Maria, California
Thousand Oaks, California
Van Nuys, California
Walnut Creek, California
Boulder, Colorado
Denver, Colorado
Fort Collins, Colorado
Hartford, Connecticut
New Haven, Connecticut
Washington, District of Columbia
Bonita, Florida
Coral Gables, Florida
Deerfield Beach, Florida
Fort Myers, Florida

Jacksonville, Florida
Miami, Florida
Naples, Florida
Orlando, Florida
Panama City, Florida
Sarasota, Florida
Tallahassee, Florida
Tampa, Florida
West Palm Beach, Florida
Atlanta, Georgia
Macon, Georgia
Honolulu, Hawaii
Boise, Idaho
Chicago, Illinois
Lombard, Illinois
Springfield, Illinois
Indianapolis, Indiana
Waterloo, Iowa
Kansas City, Kansas
Lexington, Kentucky
Louisville, Kentucky
Baton Rouge, Louisiana
New Orleans, Louisiana
Scarborough, Maine
Topsham, Maine
Baltimore, Maryland
Germantown, Maryland
Laurel, Maryland
Boston, Massachusetts
Burlington, Massachusetts
Hyannis, Massachusetts
Northampton, Massachusetts
Quincy, Massachusetts
Ann Arbor, Michigan
Berkeley, Michigan
Detroit, Michigan
Lansing, Michigan

Rochester, Minnesota
St. Cloud, Minnesota
St. Paul, Minnesota
Jackson, Mississippi
Vicksburg, Mississippi
St. Louis, Missouri
Butte, Montana
Elko, Nevada
Las Vegas, Nevada
Reno, Nevada
Auburn, New Hampshire
Bedford, New Hampshire
Mount Laurel, New Jersey
Rochelle Park, New Jersey
Wall Township, New Jersey
Albany, New York
Binghamton, New York
Buffalo, New York
Hauppauge, New York
New York, New York
Rochester, New York
Charlotte, North Carolina
Raleigh, North Carolina
Winston-Salem, North Carolina
Bismarck, North Dakota
Fargo, North Dakota
Cincinnati, Ohio
Cleveland, Ohio
Columbus, Ohio
Logan, Ohio
Sylvania, Ohio
Toledo, Ohio
Grants Pass, Oregon
Portland, Oregon
Butler, Pennsylvania
Canonsburg, Pennsylvania
Mechanicsburg, Pennsylvania

Philadelphia, Pennsylvania
Pittsburgh, Pennsylvania
Plymouth Meeting, Pennsylvania
State College, Pennsylvania
West Chester, Pennsylvania
Wyomissing, Pennsylvania
Charleston, South Carolina
Columbia, South Carolina
Chattanooga, Tennessee
Nashville, Tennessee
Arlington, Texas
Austin, Texas
Dallas, Texas
Houston, Texas
Plano, Texas
San Antonio, Texas
Salt Lake City, Utah
Sandy, Utah
St. George, Utah
South Burlington, Vermont
Charlottesville, Virginia
Fairfax, Virginia
Fredericksburg, Virginia
Glen Allen, Virginia
Reston, Virginia
Richmond, Virginia
Roanoke, Virginia
Williamsburg, Virginia
Bellevue, Washington
Seattle, Washington
Spokane, Washington
Charleston, West Virginia
Fairmont, West Virginia
Green Bay, Wisconsin
Madison, Wisconsin
Milwaukee, Wisconsin

International

St. Michael, Barbados
Doha, Qatar
Dammam, Saudi Arabia

Abu Dhabi, United Arab Emirates
Dubai, United Arab Emirates
London, United Kingdom

Shareholder Information

Head Office
200, 10160 - 112 Street
Edmonton AB T5K 2L6
Canada
Ph: (780) 917-7000
Fic: (780) 917-7330
ir@stantec.com

Transfer Agent
Computershare
Calgary, Alberta

Auditor
Ernst & Young LLP
Chartered Professional Accountants
Edmonton, Alberta

Principal Bank
Canadian Imperial Bank of Commerce

Securities Exchange Listing
Stantec shares are listed on the
Toronto Stock Exchange and the
New York Stock Exchange under
the symbol STN.



MISCELLANEOUS PROJECT REQUIREMENTS



MISCELLANEOUS PROJECT REQUIREMENTS

a. Americans with Disabilities Act (ADA) Compliance

BK Partners, LLC will comply with the Americans with Disabilities Act (ADA) which prohibits discrimination on the basis of a disability. Mecklenburg County will make reasonable accommodations in all programs to enable participation by an individual with a disability who meets essential eligibility requirements. Mecklenburg County programs will be available in the most integrated setting for each individual. If any accommodations are necessary for participation in any program or services, participants are encouraged to notify County Staff.

b. Minority/Women/Small Business Enterprise

As the lead developer of BK Partners LLC, TPC is recognized as one of the nation's leading privately held, entirely minority-owned real estate development companies. They are driven by projects that directly impact the community, and have succeeded to a great extent by understanding the needs of the communities in which we build. Their fundamental goal is to be transformational – to create environments of economic opportunity for minorities and women in business by using our company and projects as the vehicles for change.

Since founding the company more than 30 years ago until today, their diverse team of executives, partners and contractors, has been reflective of our core beliefs. They have continuously engaged M/WBE companies and broken down barriers to entry all while delivering transformational results in major American gateway cities.

Most recently, Chairman and CEO R. Donahue Peebles was named 'Developer of the Year' by the Women Builders Council of New York for his commitment to promoting diversity in the real estate, design and construction industries. Other notable acknowledgements include the 'Hennessy Privilege Award' for extraordinary community contributions, Rainbow PUSH Coalition's 'Dr. Martin Luther King, Jr. Leadership Award', One Hundred Black Men of New York's 'Corporate Citizen 12 Award', and the Florida Builders Association's 'Community Leadership and Advancement Award', among others.

The BK Partners LLC team believes that the diversity of Mecklenburg County should be reflected in economic participation. In addition to the Prime Developer being 100% minority owned, we aim to maximize M/WBE participation across all facets of the project, including building operations. We have a shared understanding of the County's social mission and seek to achieve it in all of our business practices.

TPC and BK Partners LLC has made a commitment to meet a 35% M/W/SBE goal on this project through a concerted effort of teaming partners and local contractors, workforce and training programs associated with the development of Brooklyn Village North and Brooklyn Village South.

c. Insurance and Indemnity Requirements

BK Partners LLC will conform to specific insurance and indemnity requirements of the Mecklenburg County prior to completion of a contract with the County. In addition, BK Partners understands that to the extent permitted by law the Respondent will indemnify and save harmless Mecklenburg County, its agents and employees and assigns from and against all loss, cost damages, expense and liability caused by sickness and disease to any person; or damage or destruction to property, real or personal; arising from the negligent acts, errors, or omissions of the Respondent in the performance of professional services provided to the County.

BK Partners LLC will purchase and maintain during the life of our agreement with the County the following insurance with an insurance company acceptable to Mecklenburg County, as well as be authorized to do business in the State of North Carolina:

Automobile:

Bodily injury and property damage liability covering all owned, non-owned, and hired automobiles for limits of not less than \$1,000,000 each person/ \$1,000,000 each occurrence.

Comprehensive General Liability:

Bodily injury and property damage liability insurance as shall protect the Respondent from claim of bodily injury or property damage which arises from operations of this contract. The amounts of such insurance shall not be less than \$1,000,000 bodily injury and property damage liability each occurrence/aggregate. This insurance shall include coverage for product/completed operations and contractual liability assumed under the indemnity provision of this contract. Mecklenburg County shall be listed as an "Additional Insured."

Consultant's Professional Liability:

In a limit of not less than \$1,000,000.

Workers' Compensation and Occupational Disease Insurance:

Coverage A - Worker's Compensation: Meeting the statutory requirements of the State of North Carolina.

Coverage B - Employer's Liability: \$100,000 each accident / \$100,000 disease - each employee / \$500,000 disease - policy limits.

d. E-Verify

Pursuant to NCGS §153A-449(b) and NCGS § 64-26(a), BK Partners LLC, as an Employer/Contractor transacting business in the State of north Carolina and employs more than 25 employees in this State will verify the work eligibility status of all newly hired employees through the E-verify program.



APPENDIX A



R. DONAHUE PEEBLES

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

ASSOCIATIONS

Congressional Black Caucus Foundation, Chairman of the Board of Directors
YMCA of Greater New York, Member of the Board of Directors
Miami-Dade County Mayor Gimenez's Business Roundtable, Member
Phi Beta Sigma Fraternity, Inc., Honorary Member
National Finance Committee of President Barack Obama, Two-time Former Member
Greater Miami Convention and Visitors Bureau, Former Chairman

SUMMARY

Recognized as one of the most successful entrepreneurs in the nation, R. Donahue Peebles is Founder, Chairman and CEO of The Peebles Corporation, one of the country's few national privately held real estate investment and development companies with a multi-billion dollar portfolio of projects in New York, Washington D.C., Philadelphia, Boston, Miami and Miami Beach.

In addition to his role as CEO of The Peebles Corporation, Mr. Peebles is a top-selling author (The Peebles Principles and The Peebles Path to Real Estate Wealth), a regular guest on CNN, CNBC and FOX, and a highly sought-after speaker who has addressed educational, business and professional audiences across the United States.

Mr. Peebles is an avid supporter of mentoring to expose youth to the value of entrepreneurship, as well as an active political supporter and fundraiser for local, state and federal campaigns of both major parties.

SELECT AWARDS

- "Developer of the Year" by the Women Builders Council of Greater New York
- "The Business Trailblazers and Titans of Black America: 40 most powerful African Americans in business" by Black Enterprise
- "Entrepreneur of the Year" at the Best of Black Business Awards
- "Entrepreneur of the Year" from the South Florida Business Journal
- "Entrepreneur of the Year" by the Miami-Dade Chamber of Commerce
- National Executive Service Corps Award for "Outstanding Service to the Non-Profit Community"
- Honored by Miami-Dade Career Specialist Association for Dedication to Career Enhancement
 - "Reginald F. Lewis Award" for Entrepreneurship
 - "Entrepreneur of the Year" presented by Rev. Jesse Jackson at the 11th annual Wall Street Project Economic

Summit

- Inducted into the Martin Luther King International Board of Renaissance Leaders Hall of Fame at Morehouse College

DEVELOPMENTS

The Peebles Corporation is known for its transformative residential, commercial and mixed-use developments in major American gateway cities.

Select signature developments include 2100 Martin Luther King, Jr. in Washington, D.C., which has been credited with contributing to the area's economic revitalization; the Courtyard by Marriott Hotel and Convention Center in D.C., a top-performer among Courtyard Hotels; The Royal Palm Hotel, one of the first nationally branded hotels on South Beach; and luxury condominium, The Residences at The Bath Club, in conjunction with his restoration of the historic Bath Club, the oldest social club in the southeast United States.

In 2013, Peebles acquired 346 Broadway for \$160 million in what was the largest single-building sale in New York City government history. Development plans for the Renaissance Revival landmark and former New York Life Insurance Building include luxury condominiums.

In 2014, Peebles was selected to redevelop Fifth and Eye, a parcel in Washington, D.C.'s burgeoning Mount Vernon Triangle neighborhood, into a nearly 250,000-square-foot project to include a boutique hotel, branded residences and more. As part of Peebles' transformative plan, the company will develop workforce housing in an under-developed area east of the Anacostia River, as well as two parks into family-friendly recreation areas.

In 2015, the Massachusetts Bay Transportation Authority and Massachusetts Department of Transportation chose Peebles for the development of a critical intersection in Boston's historic Back Bay neighborhood. Plans for the proposed \$330 million, 390,000-square-foot project – Peebles' first in Boston – include a hotel, condominiums, rental apartments, retail, and a Hynes MBTA station.

In addition, Peebles is currently developing 1801 Vine Street, the historic neo-classical former courthouse on Philadelphia's Logan Circle into a hotel, which will be the first major hotel in Center City to be developed by a minority-owned firm. Miami and Miami Beach projects include a 900,000-square-foot mixed-use project in Downtown Miami and The Bath Club Estates, a super-luxury condo development consisting of just 13 custom residences on the Atlantic Ocean.



AMELIA E. PATT

ASSOCIATE DIRECTOR

EDUCATION

MSRED – Real Estate Development, Columbia University GSAPP

BA (with Distinction) – English Literature, University of Michigan

ACADEMIA

Adjunct Faculty – Real Estate Development, Capstone Course, Columbia University GSAPP

SUMMARY

Amelia E. Patt has robust investment and analytical experience along with an architecture and design background. Her primary responsibilities include sourcing, underwriting and closing new development deals for The Peebles Corporation. In addition to her role on new investments, Ms. Patt oversees the schematic design and entitlement process for Peebles' 390,000 square foot ground-up development in Boston's Back Bay neighborhood.

Ms. Patt establishes and implements development project financial goals, budgets and schedules and monitors performance on an on-going basis. In addition, she has the responsibility of building and managing relationships with governmental and quasi-governmental agencies, Co-GPs and LP partners, business groups, consultants, civic and professional organizations. Ms. Patt conducted transaction negotiations with Massachusetts Department of Transportation (MDOT) and the Metropolitan Bay Transit Authority (MBTA) for a \$350 million mixed-use development (residential, hotel and retail) and \$45 million transit station renovation.

EXPERIENCE

CLARION PARTNERS, Washington, DC. Clarion is a real estate investment manager with \$38.1 billion in assets under management and 200+ institutional investors both domestic and international. As Senior Analyst in Acquisitions Group, Ms. Patt was part of a three person team responsible for acquiring over \$500 million of real property assets. She was directly responsible for the underwriting, management of due diligence and closing workflow for three transactions totaling \$353 million across 18 properties that closed within a six month period. Representative transactions include a \$128 million acquisition of a 275,000 sq. ft. mixed-use, trophy quality property with 303 rental apartments (8.5% affordable at 80% AMI), an 80,000 sq. ft. urban-format

Walmart, and 9,400 sq. ft. of street-level retail in Washington, DC in close proximity to Union Station. Ms. Patt was primarily responsible for a \$115 million acquisition of a 1.5 million sq. ft. industrial portfolio with 8 warehouse-distribution / light-manufacturing buildings, 1 Research & Development facility and 1 double-story office complex, along with 9 land parcels in the Research Triangle Park, in Durham, NC.

JONES LANG LASALLE, New York, NY. JLL is a publicly-traded, global professional services and investment management company specializing in real estate. As an Analyst in the Real Estate Investment Banking Group, Ms. Patt was responsible for underwriting and analyzing over 50 institutional real estate deals in the New York City metropolitan area. Ms. Patt projected property-level cash flows for 100+ real estate assets in the NYC metro area for loan sizing and pricing, and modeled distribution waterfall returns for on-going negotiations between client (GP) and potential LPs of joint-venture to develop 618 senior housing apartments in age-restricted communities throughout the Northeast. She also assisted in obtaining a \$100 MM acquisition loan on behalf of Beacon Capital, with L&L Holdings to finance the sale lease-back with Bank of America for the 31-story office tower located at 222 Broadway in Lower Manhattan. Another impressive origination was the \$95 MM in permanent financing on behalf of Curtis Partners with JP Morgan, which provided a floating rate loan for the well-located, class A asset occupied by the General Services Administration in Philadelphia, PA.

AVANT CAPITAL PARTNERS, Greenwich, CT. Avant Capital is a boutique investment bank and direct lender providing first mortgage bridge loans secured by commercial real estate with a primary focus in the New York City metropolitan area and a secondary focus in Boston and Washington, DC. During Ms. Patt's time as an Analyst, her completed transactions included 104-106 South Street, a \$15 million equity placement for the recapitalization of a historic property in a rapidly gentrifying Seaport neighborhood of New York, NY.





CHRIS LENG SMITH

DEVELOPMENT DIRECTOR - NORTHEAST

EDUCATION

MBA – Finance, International Business, Columbia Business School
BA (Honors) – Engineering, Cambridge University

ASSOCIATIONS

Urban Land Institute, Member

SUMMARY

Chris Leng Smith is responsible for the overall execution and day-to-day management of The Peebles Corporation's developments in the Northeastern and mid-Atlantic United States. Prior to joining the company, Mr. Leng Smith was Senior Vice President with the New York City Economic Development Corporation (NYCEDC) where he led the structuring and negotiation of public-private partnerships and transactions for more than 2.5 million square feet of developments including Flushing Commons, the Battery Maritime Building, and Coney Island, to name a few.

Before NYCEDC, Mr. Leng Smith managed the financial analysis, project planning, market positioning, design, and preliminary leasing of more than \$5 billion of world-class domestic and international real estate projects as Senior Director of Tishman Speyer and Vice President of AIG Global Real Estate Investment Corp. Mr. Leng Smith began his career as a resident engineer and engineering project manager on large-scale renovation and construction projects in New York, Trinidad, Malaysia, and London.

EXPERIENCE

NYC ECONOMIC DEVELOPMENT CORPORATION, New York, NY. As Senior Vice President, Mr. Leng Smith managed team responsible for the execution of large, mixed-use, public-private developments on behalf of the City of New York. Responsibilities included taking projects through the City's politically sensitive Uniform Land Use Review Procedure. Projects for which he negotiated the sale of, agreements for redevelopment and/or disposition of land included Flushing Commons, Battery Maritime Building, Coney Island, Brooklyn Army Terminal, Brooklyn Academy of Music, and Broadway Plaza.

TISHMAN SPEYER, New York, NY. As Senior Director, Mr. Leng Smith managed development projects in China totaling more than 12 million square feet of residential, office and mixed-use as a value add partner and bridge between US functional experts and the local development teams. He managed all aspects of projects from financial analysis and project planning to market positioning, design, and preliminary leasing. He also modified development

plans to accommodate changing markets and enhanced returns by reducing development costs and increasing building efficiencies.

AIG GLOBAL REAL ESTATE INVESTMENT CORPORATION, New York, NY. As Vice President, Mr. Leng Smith managed renovation and development of world-class domestic and international office, retail, residential and hotel properties. He was responsible for analyzing potential markets, underwriting investments as well as hiring and overseeing on-site construction managers. During this time, he managed the negotiation, underwriting, structuring, renovation, and design of nearly \$1 billion of property in Asia, UK, Eastern Europe, Puerto Rico, Connecticut and Vermont.

SAKS FIFTH AVENUE, New York, NY. As Director of Real Estate Administration, Mr. Leng Smith administered and controlled a \$50 million capital program for new construction and renovation of 45 stores.

COOPERS & LYBRAND, MANAGEMENT CONSULTING SERVICES, New York, NY. As Senior Consultant, Mr. Leng Smith conducted financial analyses and evaluated real estate acquisition/ disposition plans, market economics, site selection and transaction structuring. Clients included Massachusetts Turnpike Authority, U.S. Department of Housing & Urban Development, Columbia University, Olympia & York, Cleveland Public Library and Chemical Bank.

SELECT PROJECT EXPERIENCE

ATLANTIC STATION LAND DEVELOPMENT, Atlanta, GA. Joint Project Leader responsible for underwriting plus direct oversight of financing, design, construction and land sales in association with local partner. Completed initial underwriting then managed procurement of infrastructure contractor to complete remediation, road construction and 7,000 space parking garage. Worked with legal team to develop organizational documents. Financing structure included TAD bonds negotiated with City. Project handed over to local team at 95% completion of infrastructure plus construction of approx. 1,200 residential units by others.

ATLANTIC STATION MIXED-USE, Atlanta, GA. Joint Project Leader responsible for underwriting plus direct oversight of financing, leasing, design and construction in association with local partner. Underwrote development of 800,000 sf life-style retail center with residential units and offices above. Managed design using conceptual architect and local production architect. Oversaw retail leasing by brokerage team. With local team managed construction on top of infrastructure parking. Sold residential space to investor prior to start of construction.

JIANGWAN NEW TOWN, Shanghai, China. Bridge and value add partner between US functional experts and the local development team. Oversaw development of 10 million-square-foot, \$3 billion master plan and initial construction sequencing plan.

LONDON NEW HEADQUARTERS, London, England. Located site and negotiated purchase of land lease and new 125 year ground lease. Completed underwriting and managed design and construction of base building and tenant fit-out. Negotiated all associated contracts including those with design team and contractor. Completed building on time and within budget.

SAN JUAN MARRIOTT RENOVATION, San Juan, Puerto Rico. Project Leader for renovation of guest rooms, meeting rooms and ballroom, plus plumbing stacks of resort hotel. Took over project after completion of design. Located off-island contractor and negotiated AIA based construction contract. Contractor completed work on time and within budget despite work being added after opening of mechanical chases. Coordinated purchase of new FF&E utilizing procurement agent.

SOUTHTRUST OFFICE BUILDING, Atlanta, GA. Completed underwriting plus managed design and tenant lease negotiations. Directed local team overseeing construction. Building was sold 6 months after completion for more than double the development cost.



DANIEL ROBINSON

DEVELOPMENT DIRECTOR - NORTHEAST

EDUCATION

BA – Economics, Concentration in Real Estate Finance, The Wharton School of The University of Pennsylvania

SUMMARY

Dan Robinson is responsible for executing The Peebles Corporation's development projects in the Northeast and Mid-Atlantic United States. Prior to joining the company, Mr. Robinson directed development and operations for partnerships of Angelo, Gordon & Co. and Belvedere Capital. His responsibilities included leading broad project teams and working closely with all stakeholders to achieve mutually beneficial outcomes.

In his more than 15 years in the industry, Mr. Robinson has stewarded more than \$1.5 billion in real estate investment and development activity. His project experience includes the acclaimed Printing House condominium redevelopment in Manhattan's West Village, as well as the redevelopment of a 450,000-square-foot residential portfolio in Queens, New York. Mr. Robinson also directed the turnaround of a distressed 2,600-key hotel portfolio.

EXPERIENCE

THE PRINTING HOUSE WEST VILLAGE, New York, NY, As Project Director, Mr. Robinson supervised the luxury transformation of The Printing House following acquisition of 103 of the condominium's 184 residential units and managed the reconfiguration and redevelopment of 105,000 square feet of residential floor area, extensive renovations to building common areas, and the development of adjacent luxury townhomes.

VALUE PLACE HOTEL PORTFOLIO, Various Locations, As Portfolio Director, Mr. Robinson directed operating strategy for an economy extended stay hotel portfolio (22 hotels, 2,641 keys) from time of acquisition through the portfolio sale. Responsibilities included rate management, optimization of demand segments, cost control initiatives, direct marketing platforms, and new acquisitions.

BIRCHWOOD RESIDENTIAL PORTFOLIO, New York, NY. As Project Director, Mr. Robinson supervised the redevelopment of a 506-unit, \$150 million portfolio of cooperative apartments, comprised of five projects in Manhattan and Queens. He managed all aspects of operations, including unit and common area renovations, marketing strategies, contract negotiations, and unit closings.

GLENMONT CAPITAL MANAGEMENT, LLC, New York, NY. As Analyst, Mr. Robinson conducted financial analysis and due diligence for property-level and company-level investments involving the

acquisition of more than \$500 million of real estate assets located throughout the United States. Diverse asset types included hotel, retail, multifamily, industrial, student housing and land.

BELVEDERE CAPITAL MANAGEMENT, LLC. New York, NY. As Analyst, Mr. Robinson's transaction experience included the recapitalization/sale of Chelsea Market. Asset management responsibilities included review of retail and office lease proposals and oversight of construction and tenant improvement expenditures.



GREGORY P. COLA

DIRECTOR OF ACQUISITIONS AND INVESTMENTS

EDUCATION

MS – Real Estate Finance & Investment, New York University
BA- Business Administration, Accounting, Hofstra University

SUMMARY

Gregory P. Cola is responsible for sourcing, structuring, closing and monitoring The Peebles Corporation's real estate development and investment portfolio. In his decade of experience in real estate acquisition, Mr. Cola has analyzed several billion dollars' worth of institutional properties throughout the United States.

Prior to The Peebles Corporation, Mr. Cola worked as an advisor with Red Stone Partners, where he identified and analyzed prospective opportunistic joint venture multifamily debt and equity investments, as well as led asset management and institutional reporting for the company's \$200 million equity and mezzanine loan portfolio. Previously, Mr. Cola was engaged in all aspects of the acquisition process with TGM Associates L.P., where he led underwriting for the company's \$400 million value-added fund. He has also served as a Senior Real Estate Consultant at PricewaterhouseCoopers, and began his career with Deloitte & Touche in its Audit and Assurance practice.

EXPERIENCE

REDSTONE PARTNERS, New York, NY. As an Advisor, Mr. Cola sourced and analyzed prospective opportunistic joint venture multifamily debt and equity investments as well as organized, structured, and closed bond-financed multifamily financing facilities. He was also responsible for overseeing the asset management and institutional reporting of Red Stone's \$200M equity and mezzanine loan portfolio, consisting of more than 3,500 apartment units nationwide.

TGM ASSOCIATES L.P., New York, NY. Mr. Cola was involved in all aspects of the acquisitions process. He was primarily responsible for analyzing prospective multifamily acquisitions nationwide for TGM's \$400 million value-added fund performing complex financial modeling, market analysis, physical site inspections, and due diligence. Additionally, he worked with TGM's asset management team to improve the strategy of the current portfolio and to increase operating efficiency.

PRICEWATERHOUSE COOPERS, New York, NY. As a Senior Real Estate Consultant, Mr. Cola strategically advised institutional clients on real estate transaction, valuations, and due diligence assignments.



MONTE RITCHEY

PRESIDENT

EDUCATION

BA – Economics, Concentration in Real Estate Finance, The Wharton School of The University of Pennsylvania

SUMMARY

Mr. Ritchey has been a dedicated student and practitioner in the urban development space for over 20 years.

After being nominated to West Point by US House Representative John P. Murtha and receiving 1 of 20 nominations provided by Pennsylvania Senator Arlen Specter, Mr. Ritchey elected instead to pursue engineering at Penn State.

Starting in the insurance business, Mr. Ritchey was introduced to professional sales by AON Risk Services and was quickly promoted into management after which he was relocated to North Carolina to manage a territory in Eastern North Carolina.

Shortly thereafter Mr. Ritchey joined Shoe Show, Inc and relocated to Charlotte, his last “proper” employment.

Mr. Ritchey incorporated Conformity Corp (Conformity), after striking a deal with the North Carolina Department of Transportation (NCDOT) to help reduce the impact of Interstate 74 through historic areas of Charlotte, NC. Mr. Ritchey brought together competing interests in the NC Department of Cultural Resources and NCDOT, identified solutions and executed on those solutions with grant money provided by the State, along with conventional financing and private equity. Improved infrastructure, forward going maintenance commitments among parties and the physical relocation of many historic structures were highlights of the negotiated solution. Conformity Corp and its public partners received awards for “Public Policy Innovation”.

Over the next few years, Mr. Ritchey completed several tax advantaged historic restoration projects, became a licensed general contractor and brokered approximately \$30 M in transactions of various types between 1993 and 1999.

In 2000, Mr. Ritchey launched the Williamson, Conformity's first ground up development. He then purchased the Carolina School Supply building which he converted from warehouse to office.

Since then, Mr. Ritchey has completed nearly a dozen tax-advantaged rehab projects and a number of complex land

assemblies and developments. He is expert in the area of entitlements, having appeared before City Council to present half of a dozen projects over the last 15 years. He also was active in the market for tax credit applications .

A culmination of the first 20 years of work was undertaken in 2006 when Mr. Ritchey and his team were selected by Lowe's Home Improvement, headquartered just outside Charlotte, NC to enter a teaming relationship with Lowe's. Lowe's had speculatively purchased 12 acres of property at the edge of Charlotte's most organized and highly visible historic neighborhood, Dilworth. The site was also within one half mile of two transit stations. After publically introducing its proposal, Lowe's was unable to secure entitlements. Conformity was selected to vision, entitle and develop a mixed-use development which ultimately contained a full size Lowe's Home Improvement Store along with 110,000 SF of housing, structured parking and 30,000 SF of office and retail. This project, Southborough, would become a “Featured Project” of the Urban Land Institute. It is the first horizontally integrated housing around large format retail in the nation. Many awards followed this project and today Southborough is the firm's premier development.

Mr. Ritchey's body of work has led to his involvement with the Architecture Program at The University of North Carolina in Charlotte where he serves on juries judging the work of architecture students. He has participated in the ULI's Advisory services, lending insight on Treasure Island off San Francisco's coast, the main street of Niagara Falls, NY, several regional shopping malls in TX and transit planning in Charleston.

He has also built the Midwood International and Cultural Center, a 42,000 SF public private non-profit center that is home to 16 organizations including Grameen Bank, the International House, The Light Factory and others. Charlotte Mecklenburg Schools and Conformity Corp partnered to make the Center a reality.

Conformity today enjoys a reputation as a developer of high quality projects sensitive to local issues and concerns. Because of this success, Mr. Ritchey is held in high regard in the Charlotte real estate development community and Conformity name has come to be associated with innovative real estate project and extensive commitment to community.



LAURA NIGHTINGALE

DIRECTOR OF OPERATIONS & FINANCE

Laura Nightingale currently holds the position of Director of Operations and Finance with the Conformity Corporation. Throughout her 10 years with Conformity, Ms. Nightingale has utilized her knowledge and experience in finance and operations encompassing real estate development, construction, and property management. Ms. Nightingale leads the Conformity accounting team in providing strategic direction, analysis, and financial reporting for Conformity, numerous equity stakeholders, private capital, and institutional lenders. Ms. Nightingale is engaged in financial modeling, forecasting, and due diligence for development, acquisitions and dispositions of real estate assets.

Ms. Nightingale has orchestrated operational activities and processes that have contributed to measurable improvements in effectiveness, efficiency and profitability across Conformity's multiple service lines. Ms. Nightingale spearheaded ongoing system and procedural implementations and upgrades to support short-term and long-range strategic goals for the firm.

Throughout her tenure with Conformity, Ms. Nightingale has successfully participated and supervised the accounting and finance functions for over \$250M in development and real estate transactions, from predevelopment stages through construction and completion.

Prior to joining Conformity Corp, Ms. Nightingale served as an accountant for Longley Jones, one of the largest management companies in New York State, specializing in commercial office complexes, medical facilities, and apartment communities. Ms. Nightingale holds her Bachelors of Science in Accounting and is a Certified Real Estate Professional Administrator.



JEFFREY SIMON

SENIOR PRINCIPAL

EDUCATION

Master of City Planning, Harvard University, Graduate School of Design, Cambridge, Massachusetts, 1975

Bachelor of Arts, Urban and Environmental Studies, Case Western Reserve University, Cleveland, Ohio, 1972

School of Business, Executive Education Program, Columbia University, New York, New York, 2007

Wharton School of Business, Executive Education Program, University of Pennsylvania, Philadelphia, Pennsylvania, 2007

Franklin Covey Executive Leadership Summit, Residential Leadership Training Program, Franklin Covey Executive Leadership Summit, Salt Lake City, Utah, 2006

SUMMARY

Jeffrey is a senior real estate professional with extensive experience both in the public and private sectors. Most recently, he serves as Massachusetts' Assistant Secretary of Transportation for Real Estate where he was involved in the development of the state's portfolio of landmark projects, transit-oriented development, air rights development and surplus property on and over highways, subways, commuter rail stations and other transit facilities.

Prior to his work for the state, Jeffrey was the Director of the Massachusetts Recovery and Reinvestment Office, and Director of Infrastructure Investment for the Commonwealth of Massachusetts, overseeing the \$7.4 billion implementation of the federal stimulus program. Reporting to the Governor and the Secretary of Administration and Finance, the stimulus program ran across nearly all of state government.

Before his appointment by the Governor, Jeffrey was in private development with Lend Lease Public Partnerships, formerly Actus Lend Lease, including the positions of President and Executive Chairman. In that role he oversaw the creation of master-planned communities and public/private partnerships, constructing, owning and managing over 44,000 homes across the US.

He also served as the President of Simon Properties, a small private real estate development services firm in Boston active in condominium and subdivision development. Jeffrey began his development experience working on the redevelopment of

closed military bases, serving as Executive Director of the Massachusetts Government Land Bank.

MEMBERSHIPS

Member, New England Advisory Board, Urban Land Institute

Member of the National Advisory Board, Past President, Association of Defense Communities

Volunteer, Member of the Board of Directors, YouthBuild Boston

EXPERIENCE

Mixed Use Buildings

Boston Marine Industrial Park*, Boston, Massachusetts

Oversaw the early redevelopment planning, acquisition and financing of this former Navy/Army facility. Today the BMIP is a 191-acre mixed-use site on the South Boston Waterfront, dedicated to marine-related uses.

Master Planned Communities

Southside*, St. Davids, Bermuda

As the first CEO of the newly-created Bermuda Land Development Corporation, oversaw planning and implementation of this 1,000-acre former naval air station into a mixed-use industrial, commercial, residential and recreation property.

Fort Devens Redevelopment*, Harvard, Ayer and Shirley, Massachusetts

As the first Project Director, took possession of the property from the US Army. Negotiated acquisition documents, oversaw all reuse planning, oversaw required legislative effort, all initial planning and the complete master planning of this 5,000-acre former Army base. Stood up first implementing operational organization to run the property and oversaw the approval by 3 towns of the master plan.

Admiral's Hill*, Chelsea, Massachusetts

Planning, acquisition, initial development and financing of the former Chelsea Naval Hospital. Now a residential community.

Residential Development

Parcel 1B*, Boston, Massachusetts

Negotiated workout plan for residential/hotel property. Negotiated takeover agreement with new developer, Related Beal, to get stalled project moving.

Hospitality

Daniels Head, Somerset Village*, Bermuda

Conversion of a former Canadian Forces Base to an eco-tourism property now known as 9 Beaches.

Procurement Management and Purchasing Services Morgans Point*, Southampton, Bermuda

As the first CEO of the newly-created Bermuda Land Development Corporation, responsible for planning, conceiving and running an international developer competition for a new golf/sailing resort on this former US Navy annex in Bermuda. Selected an international team, headed negotiation team for development agreement and documents.

Legal Team Support

Haymarket Parcel 9*, Boston, Massachusetts

Oversaw analysis and selection of developer resulting from RFP. Negotiated development agreement with Normandy Partners for this new hotel including a permanent home for the 100-year-old Haymarket pushcarts.

David Taylor Research Center*, Carderock, Maryland

As part of the successful developer team that bid on and won this project, responsible for local and county interface and negotiation of development agreement.

Master Planning

Master Planned Military Housing Communities*, Various

As Owner, oversaw the competitive procurement, design and construction and long term property management of master planned family housing communities including homes, community centers, recreational facilities and infrastructure on the following active military bases:

- MCB Camp Lejeune, Jacksonville, North Carolina: 4,295 homes
- MCAS New River, Jacksonville, North Carolina: 349 homes
- NCAS Cherry Point, Havelock, North Carolina: 1,538 homes
- MCAS Beaufort, Beaufort, North Carolina: 1,183 homes
- Marine Corps Recruit Depot Parris Island and Beaufort Naval Hospital: 313 homes
- Stewart Terrace, Stewart NY: 171 homes
- Westover Communities, Chicopee, MA: 124 homes

Urban Mixed Use Development

Turnpike Parcel 12*, Boston, Massachusetts

Air rights development over Mass turnpike. Oversaw selection of Weiner/Samuels Team as developer, lead and completed negotiations on new retail/residential building.



B.K. BOLEY, AIA, LEED AP

SENIOR PRINCIPAL/PROJECT ARCHITECT

EDUCATION

Bachelor of Architecture, Carnegie Mellon University, Pittsburgh, Pennsylvania, 1988

Master of Architecture and Urban Design, Berlage Institute, Rotterdam, The Netherlands, 1996

SUMMARY

B.K. leads projects with a passion for design excellence and sustainability. Driven by attention to design quality at every scale, he delivers beautiful architecture, urban design and campus planning. By embracing both innovation and practicality, B.K. guides a creative process that consistently results in distinctive award-winning solutions.

Some of his recent industry recognition for the The Tree House Residence Hall at Massachusetts College of Art and Design includes 2013 CTBUH Best Tall Building Americas Finalist and others. This building has become a staple along the Avenue of the Arts in Boston.

REGISTRATIONS

Registered Architect #8310, Commonwealth of Massachusetts

CERTIFICATIONS

LEED Accredited Professional

PROFESSIONAL AFFILIATIONS

Member, American Institute of Architects

Member, Boston Society of Architects

EXPERIENCE

Seaport Square Master Plan, Boston, Massachusetts

Residential - 2,500 units

Office - 1,500,000 sf

Parking - 6,500 cars

Hotel - 700-keys

Retail/Restaurant - 1,250,000 sf

Open Space - 2 acres

LEED Silver ND

1010 Park Avenue, Minneapolis, Minnesota

Mixed use master plan

Church Street Master Plan, New Haven, Connecticut

Crosstown Hotel Mixed-Use Development, Boston, Massachusetts
Parking Garage - 650 cars

Hotel - 175 keys

Retail - 30,000 sf 100 Acres Mixed Use Master Plan, Boston, Massachusetts

One Greenway, Boston, Massachusetts

312 residential units

135 - car structured parking

5,800 sf retail

Parcel 24, Boston, Massachusetts

312 residential units

135 - car structured parking

5,800 sf retail

Pier 4, Boston, Massachusetts

369 residential units

254 - car structured parking

10,000 sf retail

Waterplace, Providence, Rhode Island

193 residential units

475 - car structured parking

16,000 sf retail

311 Summer Street, Boston, Massachusetts

60,000 sf

495 Network Center Repositioning, Tewksbury, Massachusetts

750,000 sf

ADD Inc Corporate HQ, Boston, Massachusetts

LEED CI Platinum

BCEC Headquarter Full Service Hotel Planning, Boston, Massachusetts

1,200 keys

BCEC Limited Service Hotel Planning, Boston, Massachusetts

500 keys

Boston Convention Center Expansion Plan, Boston, Massachusetts

Brighton Landing New Balance World Headquarters, Boston, Massachusetts
425,000 sf office

Cambridge Discovery Park, Cambridge, Massachusetts
800,000 Master plan in Alewife Urban Wilds
200,000 Office Building for Smithsonian Astrophysical Observatory

CarMax New Home Office, Richmond, Virginia

1,500,000 sf

LEED Silver

Cisco Systems Regional Campus, Boxborough, Massachusetts
1,200,000 sf

HDG Mansur Seaport Masterplan, Boston, Massachusetts

Lafayette Corporate Center Repositioning, Boston, Massachusetts
600,000 sf office

Nexus Green Roundtable Headquarters, Boston, Massachusetts
LEED Gold

One Channel Center, Boston, Massachusetts
525,000 sf office

Rome National Music Auditorium w/Renzo Piano Building Workshop, Rome, Italy

Sun Microsystems Campus Plan, Merrimack, New Hampshire
1,000,000 sf office space

Tufts University 574 Boston Avenue Renovation, Medford, Massachusetts
Research & Classroom space - 100,000 sf

Wayland Business Center Repositioning, Wayland, Massachusetts
400,000 sf office

Fidelity Foundation, Boston, Massachusetts
2,000 sf Conference Center Renovations

1350 Boylston Street, Boston, Massachusetts
200 residential units
90 - car structured parking



DAVID DIXON, FAIA

SENIOR PRINCIPAL/SITE PLANNING LEAD

EDUCATION

Bachelor of Arts, Wesleyan University, Middletown, Connecticut, 1969

Master of Architecture, University of Pennsylvania, Philadelphia, Pennsylvania, 1972

Master of Urban Design, Harvard University, Cambridge, Massachusetts, 1974

SUMMARY

David has led a wide range of significant projects in North America for public, private, and institutional clients. His commitment to enhancing quality of life and economic opportunity for urban communities is a consistent theme in all his work. David speaks frequently throughout the country on a range of urban design issues, including smart growth, downtown revitalization, integrating a new generation of urban growth into historic urban environments, and sustainable mixed-income neighborhoods. An advocate for many aspects of community-building, he is especially known for initiating a national dialogue - through lectures, commentary, and the organization of two national conferences - on density as an essential tool for revitalizing urban communities. He has chaired the American Institute of Architects' (AIA) Regional and Urban Design Committee and its National Sustainability Task Force. A recipient of many project awards from groups such as the Congress for the New Urbanism and the Society for College and University Planning, in 2007 David received the AIA's highest honor for achievement in the public sphere, the Thomas Jefferson Award for Public Architecture. His book *Urban Design for an Urban Century: Shaping More Livable, Equitable, and Resilient Cities*, which he co-wrote with Lance J Brown FAIA, was published by Wiley in 2014.

CERTIFICATIONS

LEED Accredited Professional

PROFESSIONAL AFFILIATIONS

2006 chair of the AIA's Regional and Urban Design Committee, co-facilitator of AIA's National Roundtables on Sustainable Design, American Institute of Architects

2003 President; Director, Civic Initiative for a Livable New England; Chair, Barr Foundation Transportation Planning Initiative, Boston Society of Architects

SELECT AWARDS

2010 APA North Carolina Outstanding Planning Award, Asheville Downtown Master Plan, Asheville, North Carolina

2011 Congress for the New Urbanism Charter Award, DC Streetcar Land Use Study Washington, DC

2011 International Downtown Association Pinnacle Award, Wichita Downtown Revitalization Master Plan, Wichita, Kansas

2012 Congress for the New Urbanism Honorable Mention, Dublin Bridge Street Corridor Plan, Dublin, Ohio

2013 Congress for the New Urbanism Honorable Mention, East Franklinton Creative Community District Revitalization Plan, Columbus, Ohio

EXPERIENCE

Assembly Square Redevelopment Plan*, Somerville, Massachusetts
Plan to transform a 145-acre former factory complex into a mixed-use, transit-oriented urban neighborhood three miles from downtown Boston. Integrates more than 4,000,000 SF of housing and retail, office and R&D space into a network of blocks and squares that reflects the city's historic block patterns.

Union Square Development, Somerville, Massachusetts
Served as the principal-in-charge and urban design director. The project involves creating a plan for transit oriented development in conjunction with a new transit connection to Union Square.

Asheville Downtown Master Plan*, Asheville, North Carolina
Master plan to help the community shape new growth in ways that preserve Asheville's character, create a shared vision for downtown over 20 years and enable the community to understand opportunities, tools, and choices for achieving this vision.

Roswell Town Square/Atlanta Street Corridor Study*, Roswell, Georgia
Corridor- improvement plan for a historic community outside of Atlanta. Challenges included balancing walkability with significant vehicular traffic, neighborhood revitalization, and improving connectivity within the community's historic heart.

Northwest Neighborhood Strategic Development Plan*, West Palm Beach, Florida
An urban design strategy to enhance and encourage commercial, retail, and housing development in the Northwest neighborhood of West Palm Beach, the city's historic African American neighborhood. Identified critical development locations and created guidelines to direct redesign and enhancement of commercial development, pedestrian linkages, vehicular corridors, and open spaces. Guidelines and recommendations are based upon feasible, real-world opportunities to enhance capital investment, promote employment for area residents, expand the local tax base, and attract new

business.

Miami Parks and Public Spaces Master Plan*, Miami, Florida
Innovative master plan for parks and public spaces in an era of renewed investment and redevelopment in the City of Miami. Based on an unprecedented program of public participation, the plan creates a linked system that provides aesthetic, recreational and environmental benefits to residents, neighborhoods, the city and the region.

Braddock East Plan*, Alexandria, Virginia
Plan for redeveloping four aging public housing sites in the Braddock Road Station neighborhood and rebuilding them as mixed-income, transit-oriented housing that maintains the full public housing unit count. Planning involved examining a knot of interrelated issues: public housing resident needs; long-term public and affordable housing goals and opportunities across the city; urban design; development feasibility; appropriate mix of mixed-income units; political considerations; and other factors.

Park Heights Neighborhood Master Plan*, Baltimore, Maryland
A neighborhood master plan and implementation strategy to revitalize a West Baltimore neighborhood with more than 30,000 residents. The plan includes more than 2,000 units of desperately needed mixed-income housing, strengthens connections between vital open space resources, and returns more than 1,000 vacant parcels to productive use. It is expected to unlock more than \$500 million of private investment, including redevelopment of Pimlico Race Course.

CHASE Planning and Economic Development Strategy*, Washington, DC
Planning for the Congress Heights-Anacostia-St. Elizabeths area of Ward 8 in DC to create a shared vision for future development. Funded by a HUD Community Challenge Planning Grant, this project identifies a strategy for leveraging public and private investments and identify gaps and opportunities for development. Special attention focuses on workforce development, retail/commercial revitalization, redevelopment opportunity sites, affordable housing, and transportation.

Clifton Corridor Urban Design Guidelines*, Atlanta, Georgia
Assistance to the Clifton Community Partnership, created by Emory University, to develop a comprehensive, consensus-based community development, preservation and transportation plan for the campus and its surroundings, including mixed-use redevelopment strategies for industrial, strip-retail and other underutilized sites around the university.



CRAIG LEWIS, CICP, LEED AP, CNU-A

SITE PLANNING & PERMITTING

EDUCATION

Bachelors of Arts in Political Science, University of North Carolina at Charlotte, Charlotte, North Carolina, 1992

Master of Public Administration, University of North Carolina at Charlotte, Charlotte, North Carolina, 1995

ASSOCIATIONS

LEED Accredited Professional, U.S. Green Building Council

Certified Planner, Congress for the New Urbanism

Certified Planner #014662, American Institute of Certified Planners

AWARDS

2010 Forty Under 40 - Class of 2010 (Charlotte Business Journal)

2013 Outstanding Sustainability Leader, Sustain Charlotte

SUMMARY

Craig has over 20 years of experience implementing the principles of Smart Growth, new urbanism, and sustainability through comprehensive community planning, form-based codes, urban design, downtown redevelopment, public/private partnerships, mixed-use infill and neighborhood design. He previously served as the Assistant Town Manager for the Town of Cornelius, NC and as a planner with the City of Belmont, NC. He is an engaging and informative speaker and skilled public facilitator.

EXPERIENCE

The Woodlands at Davidson Neighborhood Master Plan*, Davidson, North Carolina

Lawrence Group created the master plan for this conservation neighborhood in the rural area of Davidson, NC. The plan protects large stands of hardwood forest along with wetlands and stream corridors. A trail system and common open space provide wonderful amenities to residents and visitors. Lawrence Group continues to assist the developer through the Architectural Review process. The firm also helped the developer through the process of becoming the first Certified Wildlife Friendly Development in the State of North Carolina through a newly established program between the North Carolina Wildlife Federation, the North Carolina Wildlife Resources Commission and the American Society of Landscape Architects. Each resident is also encouraged to certify their backyard as a wildlife habitat and is required to use native vegetation around their homes.

The Woodlands at Davidson, Architectural and Site Development Review Services, Davidson, North Carolina

Located approximately three miles southeast of the downtown area, The Woodlands is a 56 home neighborhood that mingles a variety of housing types and lot sizes within an exciting neighborhood tapestry woven with the natural environment.

The neighborhood has been designed around over 24 acres of carefully conserved open space including a 1+ acre neighborhood green, a community orchard, meandering streamside trails, and conserved hardwood forest areas. The homesites have been selected to ensure that no resident is more than a 2 minute walk from a greenway or park along a highly connected pedestrian path system.

In addition, the neighborhood is intended to serve as a model of ecological sustainability with the preservation of significant hardwood trees, the protection of creeks and wetlands, and the preservation of existing paths for woodland creatures. We hope to extend this ethos of sustainability to each lot with a strong desire for energy-efficient home design, natural stormwater filtration and drainage, wildlife habitat protection, and the use of drought resistant, environmentally-friendly landscaping materials and practices.

Downtown Master Plan, Spartanburg, South Carolina

This Downtown Master Plan serves to weave the basic assets of the City into a tightly-knit tapestry. The focus was on filling in the numerous small-scale gaps with highly-detailed mixed-use buildings that enliven the sidewalks with ground level activity such as shops and restaurants and provide opportunities for employment and housing on the upper floors. The future of Spartanburg is full of opportunity and this Master Plan seeks to restore its historic prominence while adapting it for the next century. The Lawrence Group calibrated the Smart Code (v 8.0), a model form-based code, for replacement of the existing codes and standards in the downtown area.

Downtown Plan*, Pineville, North Carolina

(Could also be considered Urban Codes) The plan included the detailed study of expanded civic buildings, infill opportunities, redevelopment studies for various parcels, streetscaping, signage, marketing and branding, an improved transportation and circulation network, and provision for a light rail station and related amenities for the Charlotte Area Transit System. Subsequent to the plan, The Lawrence Group developed a form-based code to implement the Plan through zoning. The project was completed using a 5 day public planning and design charrette in 2005.

Troutman Town and Country Plan*, Troutman, North Carolina
A Master Plan was completed in 2002 for a compact, rural community in the Charlotte Metropolitan Region along I-77. The Plan calls for the preservation and expansion of the historic town core, the improvement of the transportation network including a priority on greenways and urban trails, and the preservation of the rural boundary using a variety of regulatory and market-driven tools. (10 square miles)

Downtown Master Plan*, Huntersville, North Carolina

The plan included the detailed study of the creation of a new town plaza anchored by new and expanded civic buildings, infill opportunities, redevelopment studies for various parcels, streetscaping, signage, marketing and branding (including a new Town logo), an improved transportation and circulation network, an expanded farmer's market, and provision for a commuter rail station and related amenities for the Charlotte Area Transit System. The project was completed using a 5 day public planning and design workshop.

Boundary Street Project Implementation and Management*, Beaufort, South Carolina (Project Manager/Principal)

The Boundary Street Redevelopment District is a nationally significant transportation initiative that demonstrates the value of creating livable communities through strategic infrastructure investments. Located in the City of Beaufort (South Carolina), the Boundary Street Redevelopment District is organized around four (4) primary themes: Complete Streets, Improved Mobility Options, Retrofitting Suburbia, Enhanced Connectivity.

With the original master plan created by Dover Kohl back in 2006, The Lawrence Group recently assisted the City in preparing a grant application for Federal Tiger III funding to make the vision a reality. The City was awarded \$12.5 million dollars to help implement the project. This is part of a larger implementation/administration strategy the City began in partnership with The Lawrence Group back in 2011. The Office of Civic Investment was developed as a public-private partnership between the City and The Lawrence Group to assist in the implementation of the Comprehensive Plan (completed by The Lawrence Group in 2008) along with the long-term work plan of the Beaufort Redevelopment Commission. This office manages a transparent and aggressive work program that brings efficiency and organization to achieve Beaufort's goals for the future. The Lawrence Group is currently managing the Boundary Street Project including all the federal forms for the City.



JEFFREY RICE, PE

ENGINEERING LEAD

EDUCATION

Bachelor of Science in Civil Engineering, North Carolina State University, Raleigh, North Carolina, 1997

SUMMARY

Jeff has over 18 years of experience in the land development and engineering field. As Sector Leader for Community Development in the Southeast, Jeff is responsible for providing project managers with the tools and resources needed to complete successful projects. His typical responsibilities range from single project support to practice wide decision-making for business development, marketing, contract agreements, quality control and financial performance within the firm. Jeff actively engages with clients and staff to deliver projects focused on meeting the client's needs. His project experience has ranged from structural engineering to residential and commercial site design services involving the new construction, expansion, and redevelopment of a variety of residential and commercial projects. The services provided include site assessment, concept planning, master planning, detailed design of grading, stormwater management, water distribution systems, sanitary sewer collection systems, erosion and sedimentation control, utility and lighting coordination, construction specifications, and bid/construction administration.

REGISTRATIONS

Professional Engineer #39082, Professional Engineers of North Carolina

Professional Engineer #29202, State of South Carolina

Professional Engineer #31521, State of Alabama

Certified Design Professional #29447, Georgia Soil and Water Conservation Commission

Professional Engineer #30490, State of Georgia

MEMBERSHIPS

Member, American Society of Civil Engineers

Member, American Consulting Engineers Council

Member Representative, Society of American Military Engineers, Savannah Post

EXPERIENCE

Village Walk Subdivision*, Highlands, North Carolina.
Prepared site development engineering plans for combined single and multi-family development. Construction documents included pavement design, storm sewer/drainage design, erosion control, water service extension, low pressure sewer collection system, and Army Corps of Engineers wetland fill and stream impact plans. This design had to incorporate a high-density combination of town homes and cottages within the confines of a creek, designated wetlands, and a restrictive town ordinance. All were achieved while preserving the integrity of the surrounding environment within the Town of Highlands, North Carolina.

Diamond Creek Clubhouse*, Banner Elk, North Carolina
Prepared site development engineering plans for the Diamond Creek Golf Community Clubhouse. This evolving project involved close communication with the architect and owner to create a rustic and undisturbed environment tucked away in the beautiful landscape of Avery County, NC.

Charlotte Comprehensive Neighborhood Improvement Plan - West Trade/Rozzelles Ferry Tom Hunter Streetscape, Charlotte, North Carolina
Stantec provided storm design, flood studies, roadway enhancements, replacement of watermains, and streetscape improvements for the West Trade/Rozzelle Ferry Tom Hunter Streetscape, West Boulevard, Todd Park, Westover Hills, and Wesley Heights Neighborhood Improvement Projects. From planning through construction inspection, Stantec was involved in all aspects of these projects. Design requirements included surveying the existing sewer, underground utilities, utility and roadway right-of-ways, property lines, sidewalks, curbs, gutters, and landscaping. Where applicable, additional survey cross-sections were needed for flood study design. The City of Charlotte and Stantec worked together to revitalize these older neighborhoods. Through teamwork, citizen involvement, and pride these neighborhoods are now a better place to call home.

The Station at Antiquity, Cornelius, North Carolina
Site planning with design of grading, storm drainage, road and storm profiles, water quality, and all supporting engineering calculations for this four story urban apartment complex. The project was developed as part of a 60+ acres mixed-use master planned development.

Town of Cornelius Arts Center, Cornelius, North Carolina
Preliminary planning, site design and feasibility studies for a proposed Arts Center to serve the Town as part of the expanded town center development along the future commuter rail line.

The Vineyards at Lake Wylie, Charlotte, North Carolina
Design and site planning including grading, storm drainage, road and storm profiles, water quality, and all supporting engineering calculations for this 201 plus acres of residential development in Charlotte. The development has a mix of residential components.

Inman Mill Redevelopment, Inman, South Carolina
Providing site design and civil engineering services for the renovation of a historic mill building conversion for residential loft and apartment units.
Villages of Mecklenburg, Huntersville, North Carolina
Complete project from site design and rezoning to final design and construction documents. Design included planning, grading, storm drainage, road and storm profiles, water quality, and all supporting engineering calculations for this senior living facility.

Harris Teeter at Antiquity, Cornelius, North Carolina
Project responsibilities encompassed rezoning phase through final design and construction documents. The project includes five retail buildings in the complex, associated roadway infrastructure and a signature 53,000 sf Harris Teeter grocery store.

Dutchmans Creek, Gaston County, North Carolina
Planning and site design for a 600 acre mixed-use development with commercial uses and a range of residential product lines.

Meriway Pointe, York County South Carolina
Planning and design with entitlements for a 212 mixed-use development adjacent to Lake Wylie. The project included environmental services, transportation improvements, planning, landscape architecture and civil engineering services.

Seaborn Greene Apartments, Bamberg, South Carolina
Site development and civil engineering for a boutique multi-family development.

Callaway South Industrial Park, LaGrange, Georgia
Stantec's commitment to client service resulted in successful land planning for the expansion of the LaGrange Industrial Park. Stantec provided land planning services to the LaGrange Development Authority, which resulted in an agreement with Sewon America, Inc., a Korean based automotive parts supplier. During the negotiations with Sewon America, Mr. Rice worked with DAL to provide preliminary site plans, technical assistance, and construction cost estimates for the prospective site and buildings.



PERKINS
+WILL

PHILIP G. FREELON, FAIA, LEED AP® BD+C

PRINCIPAL / MANAGING AND DESIGN DIRECTOR

EDUCATION

Loeb Fellowship, Harvard University, 1990
Masters of Architecture, Massachusetts Institute of Technology, 1977
Bachelor of Environmental Design, Architecture, North Carolina State University, 1975

SUMMARY

Phil Freelon and The Freelon Group, Inc. joined forces with Perkins+Will in March of 2014 where he serves as the Managing and Design Director of the North Carolina Practice. He leads both Perkins+Will North Carolina offices in Research Triangle Park and Charlotte. Phil comes to Perkins+Will as an important member of the firmwide leadership team and has joined the Board of Directors. He has over 30 years of experience in both project design and management and is widely recognized for his skills in managing and guiding public engagement.

REGISTRATIONS

Architect: North Carolina (#3266), 1979
Florida (#AR92223), 2004
Washington, D.C. (#ARC101064), 2007
Virginia (#0401006454), 1987
Texas (#8012-7), 2006
Maryland (#12450), 2006
Louisiana (#6091), 2004
South Carolina (#AR7357), 2006
Pennsylvania (#RA405320), 2010
Massachusetts (#31492), 2011
Illinois (#001021723), 2012
California (#c28950), 2002

CERTIFICATIONS

LEED Accredited Professional
professional affiliations
American Institute of Architects (AIA) Fellow
National Council of Architectural Registration Board (NCARB)
US Commission of Fine Arts (CFA)
National Organization of Minority Architects (NOMA)
U.S. Green Building Council (USGBC)
Building Enclosure Council (BEC)

EXPERIENCE

Smithsonian Institution National Museum of African American History and Culture, Washington, DC

Vancouver Art Museum, Museum Planning, Vancouver, British Columbia

Shraman South Asian, Museum and Learning Center Design Competition, Dallas, Texas

Mississippi Civil Rights Museum, Jackson, Mississippi

National Center for Civil and Human Rights, Atlanta, Georgia

Harvey B. Gantt Center for African-American Arts + Culture Concept Planning Study, Charlotte, North Carolina

NC State University, Gregg Museum of Art and Design Site Feasibility Study and Design Services, Raleigh, North Carolina

Reginald F. Lewis Museum of Maryland African American History & Culture, Baltimore, Maryland

Historic Emancipation Park, Houston, Texas

Museum of the African Diaspora (MoAD), San Francisco, California

City of Raleigh, Lake Johnson Boathouse & Water Activities Center, Raleigh, North Carolina

Durham County Libraries: East Regional, North Regional, South Regional, Durham, North Carolina

Durham Station Transportation Center, Durham, North Carolina

District of Columbia Public Libraries: Tenley-Friendship Library; Anacostia Library
Martin Luther King, Jr. Memorial Library; Planning Study; and Martin Luther King, Jr. Memorial Library Digital Commons, Washington, DC

Atlanta-Fulton Public Library System, Auburn Avenue Research Library, Expansion and Major Renovation, Northwest Library, Atlanta, Georgia

Columbia College Chicago Library, Chicago, Illinois

New Castle County, Route 9 Library, New Castle, Delaware

Morgan State University, Center for the Built Environment and Infrastructure Studies (CBEIS), Baltimore, Maryland

Elizabeth City State University, Willie and Jacqueline Gilchrist, Education and Psychology Complex, Elizabeth City, North Carolina

North Carolina A&T State University, General Classroom, Greensboro, North Carolina

South Carolina State University, Engineering/Computer Science Complex, Orangeburg, South Carolina

North Carolina Central University, Biomanufacturing Research Institute and Technology Enterprise Facility, Durham, North Carolina

University of North Carolina/Elizabeth City State University, Pharmacy School Doctor of Pharmacy Partnership Program, Elizabeth City, North Carolina

NC Dept. of Health & Human Services, Central Regional Hospital, Butner, North Carolina

New Cherry Hospital, Goldsboro, North Carolina

New Broughton Hospital, Morganton, North Carolina

Durham Solid Waste Operations Facility, Durham, North Carolina

Departments of Public Health, Mental Health, and Social Services, Durham County Human Services Complex, Durham, North Carolina

Emma Willard School Framework Plan, Troy, New York

Charlotte Housing Authority, Hall House Development Plan, Charlotte, North Carolina

Raleigh-Durham International Airport, Terminal 1 Renovation, Parking Structure Phases I-III, Raleigh, North Carolina

Lord Corporation, Phase I Office Building, Headquarters and Boardroom, Cary, North Carolina

The Freelon Group, Research Triangle Park Office, Durham, North Carolina



PERKINS
+ WILL

ZENA HOWARD, AIA, LEED AP

PRINCIPAL / PROJECT ARCHITECT

EDUCATION

Bachelor of Science in Architecture, University of Virginia, 1988

REGISTRATIONS

Architect: New York (#026335), 1997

CERTIFICATIONS

LEED Accredited Professional

MEMBERSHIPS

American Institute of Architects (AIA)

US Green Building Council (USGBC)

National Organization of Minority Architects (NOMA)

North Carolina State University School of Architecture Advisory Board

University of Virginia Alumni Association Board of Managers

SUMMARY

Zena has over 20 years of experience as an architect and project leader with a career focused on private and public institutions, museum and cultural facilities, libraries, and higher education facilities. More specifically, her experience includes diverse buildings and clients with specialized and unique design goals such as environmentally sensitive artifact exhibit areas, historically and culturally significant buildings and locations, and sustainable design in pursuit of LEED certification and other high performance building goals. Zena is a Principal and Shareholder with the North Carolina practice of Perkins+Will and is a member of the firm's

global Diversity + Inclusion Council.

EXPERIENCE

Smithsonian Institution, National Museum of African American History and Culture,* Washington, DC

International Civil Rights Center & Museum, Greensboro, North Carolina

Lucy Craft Laney, Museum of Black History, Augusta, Georgia
Durham County Libraries, Durham, North Carolina
East Regional
North Regional
South Regional

District of Columbia Public Library, Washington, DC
Tenley-Friendship Library
Anacostia Library

Department of Public Health, Mental Health, and Social Services,
Durham County Human Services Complex, Durham, North Carolina

Durham Technical Community College, New Student Services and Classroom Building, Durham, North Carolina



PERKINS
+ WILL

CHRISTOPHER H. GARRIS, AIA, LEED AP®

ASSOCIATE PRINCIPAL / SENIOR PROJECT DESIGNER

EDUCATION

Bachelor of Architecture,
North Carolina State University, 1992

Bachelor of Environmental Design in Architecture, North Carolina
State University, 1991

SUMMARY

Chris joined the Perkins+Will firm in 2003, rising from Project Designer to Associate Principal in 2012. With over 23 years experience, he is a strong voice for design excellence within the North Carolina practice, having contributed to many of the firm's noted design projects. Chris has design experience within a number of building types including commercial headquarters, corporate office, science + technology, higher education, cultural, and transportation facilities.

Chris' broad experience enables him to combine creative design concepts with details of advanced building technology, ensuring that each design is thoroughly considered and executed. He is keenly aware of the role quality design can play in championing client values.

REGISTRATIONS

Architect: North Carolina (#7175), 1995

CERTIFICATIONS

LEED Accredited Professional

PROFESSIONAL AFFILIATIONS

American Institute of Architects (AIA)
US Green Building Council (USGBC)

EXPERIENCE

Higher Education
North Carolina A&T State University
General Academic Classroom Building
Greensboro, North Carolina

East Carolina University
Mendenhall Student Center &
Ledonia Wright Cultural Center
Programming and Concept Design
Greenville, North Carolina

NC State University Thomas Hall Renovation, Raleigh, North Carolina

University of Maryland Eastern Shore, Engineering, Aviation, Computer &
Mathematical Sciences Building, Princess Anne, Maryland

South Carolina State University, School of Science and Engineering
Technology, Orangeburg, South Carolina

NC Dept. of Health & Human Services, New Broughton Hospital,
Morganton, North Carolina

Departments of Public Health, Mental Health, and Social Services
Durham, County Human Services Complex, Durham, North Carolina

Union County, Human Services Complex, Monroe, North Carolina

Town of Davidson, Downtown Redevelopment Masterplan, Davidson,
North Carolina

Emma Willard School Framework Plan, Troy, New York

Massachusetts Institute of Technology, Main Group Technical Capacity
Study, Department of Mathematics Building II Space and Utilization
Study, Cambridge, Massachusetts

Mississippi Civil Rights Museum, Jackson, Mississippi

Harvey B. Gantt Center for African American Arts + Culture Concept
Planning Study, Charlotte, North Carolina

Puppetry Museum Competition, Atlanta, Georgia

North Carolina Museum of History, Entry + Atrium Concept Visioning,
Raleigh, North Carolina

Wake Forest University, Z Smith Reynolds Library Concept Study, Winston-
Salem, North Carolina

Tulane University, Amistad Research Center, New Orleans, Louisiana

District of Columbia Public Library Martin Luther King Jr. Memorial Library
Design Services, Washington, DC

Orange County Public Library, Southern Branch, Public Engagement
and Preliminary Programming, Carrboro, North Carolina
Charlotte Douglas International Airport, Concourse A-North Expansion,
Charlotte, North Carolina

Raleigh-Durham International Airport, Terminal 1 Renovation, Raleigh,
North Carolina

Triangle Transit Authority, Durham Station, Durham, North Carolina

Durham Station Transportation Center, Durham, North Carolina

South Carolina State University, James E. Clyburn University
Transportation Center, Orangeburg, South Carolina

North Carolina Electric Membership Cooperative, Office Expansion,
Raleigh, North Carolina

Piedmont Electrical Membership Cooperative, Office Expansion,
Hillsborough, North Carolina

Merck, Operations Support Facility Phase II Expansion, Durham, North
Carolina

Lord Corporation, Phase I Office Building
Cary, North Carolina

Mysis (now Allscripts), Office Up-Fit 1, Raleigh, North Carolina

AV Metro 1, Office Building, Raleigh, North Carolina



BRIAN JENEST, RLA

PRINCIPAL / LANDSCAPE ARCHITECT

EDUCATION

Bachelor of Environmental Design in Landscape Architecture, North Carolina State University, College of Design, 1979

REGISTRATIONS

Registered Landscape Architect: North Carolina

MEMBERSHIPS

Member, American Society of Landscape Architects
Member, North Carolina American Society of Landscape Architects
Board of Advisors, Charlotte Chamber of Commerce
Executive Committee Member, Urban Land Institute
Charlotte Business Roundtable
Davidson Town Board

SUMMARY

Brian Jenest is co-founder and Managing Principal of ColeJenest & Stone and has experience in all aspects of master plan development, property evaluation, public review and input processes and detailed site development. He has participated in several award-winning projects throughout the southeast and has collaborated on numerous national design competitions. He has participated in a variety of large-scale master planning projects, including The Henry C. Chambers Waterfront Park, Gateway Gardens at Gateway Village and The Green at Wells Fargo, The Quarter, a mixed-use development in downtown Charlotte, the West Raleigh Centennial Arena Urban Master Plan, and the mixed-use Davidson Bay Development at Lake Norman. Mr. Jenest has 30 years of planning, design and management skills to produce successful and cost effective projects. His extensive experience with public review agencies will provide invaluable leadership in the development of the project.

EXPERIENCE

2010 Charlotte Center City Vision Plan, Charlotte, NC

Autumn Hall, Wilmington, NC

Birkdale Village, Huntersville, NC

City Park, Charlotte, NC

Cornelius TOD, Cornelius, NC

Downtown Mooresville Master Plan, Mooresville, NC

Langtree at the Lake, Mooresville, NC

Mission Valley Village, Raleigh, NC

South Tryon Area Master Plan, Charlotte, NC Trevi Village, Charlotte, NC

University City Design Competition, Charlotte, NC

Wesley Heights Master Plan, Charlotte, NC

West End Master Plan, Charlotte, NC

Ritz Carlton, Charlotte, NC

Time Warner Master Plan, Charlotte, NC

Kingsley Master Plan, Fort Mill, SC

VanLandingham Estate Master Plan, Charlotte, NC

Albemarle City Hall, Albemarle, NC Brevard Streetscape, Asheville, NC

Cabarrus County Justice Center, Concord, NC

Charlotte Federal Courthouse, Charlotte, NC

Charlotte Area Transit System/North Corridor Commuter Rail Project, Mecklenburg/Iredell County, NC

Central Business District Plan, Statesville, NC

CMPD Eastway Division Headquarters, Charlotte, NC

Cornelius Police Department, Cornelius, NC
Downtown Rocky Mount Streetscape, Rocky Mount, NC

Gaston Multimodal Transportation Study, Gastonia, NC

The Green at Wells Fargo, Charlotte, NC

Federal Reserve Bank Plaza, Charlotte, NC

Henry C. Chambers Waterfront Park, Beaufort, SC

Huntersville Police Station, Huntersville, NC

Mecklenburg County Courthouse, Charlotte, NC

Morgan Square, Spartanburg, SC

Mount Pleasant Waterfront Park, Mount Pleasant, SC

North Carolina History Center, New Bern, NC

N. Tryon Street Redevelopment Plan, Charlotte, NC

Pack Square Park and Streetscape, Asheville, NC

Peace Street Streetscape, Raleigh, NC

Time Warner Cable Arena, Charlotte, NC

2027 Comprehensive Plan, Knightdale, NC

Town of Mint Hill, Mint Hill, NC

U.S. National Whitewater Center, Charlotte, NC





KEVIN AMMONS, RLA

PRINCIPAL / LANDSCAPE ARCHITECT

EDUCATION

Bachelor of Environmental Design in Landscape Architecture, Clemson University

Bachelor of Science in Ceramic Engineering, Clemson University

SUMMARY

Kevin serves as manager for ColeJenest & Stone's Charlotte office on a variety of public and private projects in many sectors including: commercial/retail; residential (single and multifamily); civic (parks, athletic fields and public infrastructure and industrial). As a landscape architect with the firm, Mr. Ammons has worked on all aspects of projects including rezoning plans, master planning, planting design, hardscape design and Construction Documents. His work also includes compiling due diligence reports, grading and storm drainage design and sedimentation/erosion control planning. He has extensive computer skills including AutoCAD, Sketchup, Adobe Photoshop and M-Color.

REGISTRATIONS

Registered Landscape Architect, North Carolina, South Carolina

MEMBERSHIPS

Member, American Society of Landscape Architects

Member, Urban Land Institute

EXPERIENCE

Davidson NE Quadrant, Davidson, NC Greyson Ridge Rezoning, Charlotte, NC

One University Place Rezoning, Charlotte, NC

Mission Hospital Landscape, Asheville, NC

City of Albemarle Town Hall, Albemarle, NC

City of Spartanburg Master Plan, Spartanburg, SC

Griffith Street Master Plan, Davidson, NC

Henry C. Chambers Waterfront Park, Beaufort, SC

Jesse Helms Park, Monroe, NC

Morgan Square, Spartanburg, SC

Robbins Park Phase I, Cornelius, NC

U.S. National Whitewater Center, Charlotte, NC

Westmoreland Athletic Complex, Cornelius, NC

CATO Distribution Center, Charlotte, NC

CATO Headquarters Expansion & Open Space, Charlotte, NC

Eastway Crossings, Business District Rezoning & US Food Expansion, Charlotte, NC

Huntersville Market, Huntersville, NC

Publix Shops at Southline, Charlotte, NC

Appalachian State Sanford Mall, Boone, NC

Davidson College Athletic Center, Davidson, NC

Guilford Technical Community College Master Plan, Greensboro, NC

Spartanburg Community College Master Plan, Spartanburg, SC

UNC Asheville Governors Village Renovation Landscape, Asheville, NC

UNC Asheville New Residence Hall Landscape, Asheville, NC

UNC Charlotte Walkway, Charlotte, NC

Antiquity Heights, Charlotte, NC

Audrey Kell, Charlotte, NC

Audrey Woods, Charlotte, NC

Bailey's Glenn Subdivision Rezoning and Construction Document Package, Cornelius, NC

Bailey's Glenn Apartment, Cornelius, NC

Bailey Road Extension, Road and Utility Extension, Cornelius, NC

Bailey Forest Subdivision, Master Planning and Rezoning, Cornelius, NC

Baxter Village Magnolia Building & Sunview Building, Fort Mill, SC

Camden Southline, Charlotte, NC

Carmel and Colony Townhomes, Charlotte, NC

Huntersville Gateway Rezoning, Huntersville, NC

Johnston Road Residential, Charlotte, NC

Legacy Cornelius, Cornelius, NC

Madison Square at Northlake, Charlotte, NC
Northlake Residential Rezoning, Charlotte, NC

Post Wade, Raleigh, NC

Rosewood, Charlotte, NC

The Crossings at Seigle Point, Charlotte, NC
The Mint, Charlotte, NC

The Park AS-1, Huntersville, NC

The Preserve at Robbins Park Subdivision Rezoning, Cornelius, NC

Waterlynn Ridge, Mooresville, NC



JENNIFER STANTON

DIRECTOR OF OPERATIONS & FINANCE

EDUCATION

Faculty Appointments

Visiting Scholar/Executive in Residence Winthrop University, 2012-2013.

Associate Professor Appointments held at Johnson & Wales, Elizabethtown College, and State University of Pennsylvania. Guest lecturer at UNCC, University of South Carolina, Purdue University.

- 2008 Licensed Active North Carolina Real Estate Broker
- 1998 MIT Real Estate Development - Continuing Education Certificate
- 1987 Purdue University - Ph.D. & MS - Consumer Behavior & Retail Management (Alumni Award, 2001)
- 1983 State University of New York - B.S. Psychology/Sociology/Communication

Retail Advisory Services provides site selection, development & investment strategies, asset management, merchandising, leasing, research, marketing plans, presentations and management services, acquisition due diligence, and brokerage for investors, owners, lenders, retailers, developers and communities throughout the US. Jennifer Meoli Stanton served as Vice President of Strategic Planning for Trammell Crow Company and the Director of Market Planning and Research for Faison Enterprises.

JMS Assignment Descriptions:

- Site selection and expansion strategies for retailers, developers and investors.
- Expertise on uses and size of commercial phases as part of development teams.
- Presentations for location site planning and approval.
- Marketing to investors, end users, community stakeholders and financial partners.
- Merchandising strategy, deal terms and timing for leasing and sale.
- Consumer, market, and competitive research.
- Communication and marketing implementation.
- Project naming, media relations, creative, photography and copywriting.
- Asset advisory to direct leasing, management, marketing and budget decisions.
- Training, development and topic specific presentations for development teams.
- Brokerage and leasing services for tenants and landlord clients.

- Due diligence for financial institutions, investors, developers, and retailers.
- Commercial project management for capital investment.

APPROACH

Market analysis, competitive research and industry knowledge are the three areas of expertise that guide every project assignment. A rigorous understanding of the patterns of demographics, market demand and economic environment always comes first. Building realistic project goals and creating opportunities from every resource of what can work. Market knowledge, competitive insight and project experience are the platform for creative quality and effective leadership in action.

CLIENTS

Retail Advisory Service clients include developers, owners, capital investors, municipalities, community neighborhood organizations, retailers, brokers, commercial property leasing and management companies, universities, and business owners; Clients include:

- Newland Communities
- Compass Rose Associates
- The Town of Davidson
- Capital Broadcasting Company
- Lat Purser & Associates
- Faison Enterprises
- Tupelo Honey Cafe
- Green Opportunities
- Union County Development Partners
- Sylakama
- City of Charlotte
- Seymour Chamber of Commerce
- Rams Head Entertainment
- Wellendorf Trust
- Mecklenburg County ABC Board
- Waterstone Asset Management
- White Duck Taco Shop
- Green Sage Cafe
- The Farmery
- Clear Springs Development Corporation
- The Mint Museum
- The Littlejohn Group
- DaVinci Development Cooperative

SERVICE

- ULI - World Trade Center/Lower Manhattan, San Pedro, CA & Key West, FL Panels. National Commercial and Retail Development Councils, Charlotte Executive Committee, Board of Directors, Program Chair, Leadership Initiatives.
- NAOIP- Mixed Use Development Council, BOMA Research Council
- National Conference Invited Speaking Engagements - ICSC, ULI, NARIEM, AHMA, AMS, ACRA
- Board of Directors – Mecklenburg County ABC, Hand Made in America, Goodwill Industries, Charlotte Folk Society
- Richard A Feinberg Endowment for Research & Teaching – Established for Purdue University
- Volunteer -Charlotte Mecklenburg Schools, Hospice, Mint Hill Historical Society, Cherryfest, Theatre Charlotte
- Warren Wilson College -2009 Spencer -Bryant Scholarship Competition Winner



GWENDOLYN JACKSON

CONSULTANT / ECONOMIC DEVELOPMENT AND REDEVELOPMENT PLANNER

EDUCATION

Bachelor of Arts, Corporate Communications (Marketing Concentration), Queens University of Charlotte, NC

ENGAGEMENT

I am involved in my community with after school enrichment programs, developmental tennis in urban centers, and cultural historic preservation.

SUMMARY

I named my consulting service Urbane Environments because I push for the evolution of urban communities to be progressive and creative environments for determining and repositioning places to become, and remain, vital and significant for future generations. I am a concept and strategic planner for urban community and economic development and redevelopment for small, medium and large scale projects. Since 1995 I have been creating essential collaborations with diverse communities, public institutions, private business, and local municipal government. I provide Destination Development and Branding and Marketing planning for mixed use projects in metropolitan, commercial and residential areas. I have gathered experience in urban infill construction, neighborhood revitalization projects, special designated and use areas including historic, businesses, urban colleges and universities, civic and recreational. I've worked with municipalities to develop infrastructure partnerships and stakeholder consortiums. I work with developers and other entities to create collaborations that result in small, medium and large scale initiatives to create new development destinations and also to transform distressed urban communities into vibrant, safe destination neighborhoods.

EXPERIENCE

Since 2010 I have been Project Manager for Goler CDC's redevelopment project in downtown Winston-Salem's Innovation Quarter Goler Heights district. The completed urban infill redevelopment projects include New Town Homes (6 new for sale market rate pre-sold) Mud Pies Child Development Center, Goler AME Zion Family Life Center, upcoming planned and approved construction of 110 work force housing apartments, Goler Manor Senior Apartment Building, The Lofts apartments and Truliant Credit Union.

In 2004 I received a Fellowship and was a member of the founding cohort of the Center for Urban Redevelopment Excellence CURE sponsored by the University of Pennsylvania. The Fellowship allowed me the opportunity to learn large scale urban redevelopment as a Development Manager with the Integral Group in Atlanta for 2 years on their HOPE VI at the former Peabody Apartments. As a part of the Fellowship I received training and experience in Real Estate Development, Lender & Equity Investor Financing; Metropolitan Policy

Programs, Local Markets Community Economic Development. At the Integral Group, LLC, I was part of the development team for the initial HOPE VI redevelopment by the Public Housing Authority in Columbus, Georgia. Peabody Apartments redevelopment became Ashley Station, a three-phase project and resulted in 304 mixed income rental units, 26 Single Family homes and 29,000 sf of retail and office space in an area very close to Columbus State University.

From 1995 – 2004 I was the Government Affairs & Community Liaison for the Northwest Corridor Community Development @ Johnson C. Smith University in the 2 mile commercial and residential area now known as Historic West End. I developed and maintained public and private partnerships to support more than 70 units of affordable, rehab and new housing construction. I developed the resources and collaborations for two major market studies– the Historic West End Urban Vision Plan, and the Urban Land Institute (ULI) West Trade Economic Development Plan. I implemented major re-branding campaigns for this historical area now known as the Historic West End.



JEFF WOLFE

PRESIDENT / PREFERRED PARKING EXPERT

MEMBERSHIPS

Wolfe has held national Board of Directors roles since 1998. Most recently, he served on the Executive Committee as chair-elect and vice chair. Wolfe just completed his tenure as Chair of NPA's Governance Committee and led a two-year, association wide effort to see member input to modernize NPA's governance structure.

He has been active in NPA Board leadership since 1998. His company was recognized as the Boise, Idaho Small Business of the Year in 2011. He is a board member of the Boise Downtown Association. Wolfe received a bachelor's degree from the University of Kansas and serves on its Alumni Association Board.

EXPERIENCE

Jeff Wolfe, president of The Car Park, Inc. of Boise, Idaho, was elected to a two-year term as Chairman of the Board of the National Parking Association (NPA) on Oct. 15, 2012. Wolfe will serve as Chairman of the Board of this national trade group representing the parking industry, which was established in 1951.

Wolfe is an advocate for research, technology, industry best practices and for a proactive approach to parking training programs and advocacy on key policy, parking and transportation issues. Wolfe believes the parking industry is converging as all parking professionals seek expertise, efficiency and effectiveness in managing their operations and that the shared knowledge between specialties and public and private sector professionals enhances the success of the industry.

Wolfe is an advocate for the thousands of private owners and operators, valet companies, colleges and universities, municipalities, medical centers, airports, equipment manufacturers and distributors and consultants who hold NPA membership. Wolfe, working with the Board of Directors will establish the vision, strategic plan and industry efforts to elevate the profile of parking best practices and to elevate business, community, industry and government outreach around the economic and policy issues facing the parking industry today.

Wolfe leads an independently owned, commercial parking company with more than 100 parking facilities, 120 employees and management operations in Idaho, Virginia, Nebraska, Virginia and Kansas. Previously, he served as a senior vice president with Central Parking System. He has significant experience with operations management, mergers & acquisitions, equity parking consulting, financial management, employee training & development, and market development.



JULIANNE McCOLLUM

MARKETING & PR CONSULTANT

EDUCATION

B.A., Consumer Sciences, Purdue University

M.B.A. Wake Forest University

SUMMARY

Julianne started Yellow Duck Marketing in 2011 with the desire to create a company that's both responsible and passionate about marketing. After leaving her job as Vice President of Marketing & Technology for a top 25 mixed-use real estate developer and property management firm with a \$2 billion portfolio, she started working on her first Yellow Duck Marketing project from her home and built the company to over 25 clients in a year. Julianne has almost 20 years of professional experience in marketing, public relations, web development, market research and technology. She earned her BA in Consumer Sciences from Purdue University, her MBA from Wake Forest University and is a proud Leadership Charlotte alumna.

Julianne's body of work includes launching over 75 websites totaling over 5,000+ pages of content. She has been responsible for managing corporate brands as well as their public relations through both expansion and consolidation. She is passionate about consumer experience and making things as intuitive and relevant as possible for the customer. She is energized by helping organizations develop strategies to grow or focus their business.

Julianne currently serves on the Catawba Lands Conservancy board of directors as Marketing Chair, the Marketing Committees for 24 Hours of Booty and Children & Family Services Center and was formerly on the FreeMoreWest Business Association board of directors. She is also a proud graduate of Leadership Charlotte Class 27.

EXPERIENCE

Yellow Duck Marketing is a Charlotte-based boutique marketing agency that provides integrated solutions to developers and real estate owners in the Charlotte region and across the country. The agency is certified WBE/SBE with North Carolina's HUB office and the City of Charlotte's Business INClusion program.

Founder Julianne McCollum leans on two decades of marketing experience leading branding, marketing and sales for a \$2 billion company. Since establishment of Yellow Duck Marketing five years ago, her team has continued to work on multiple projects throughout the country for over 60 clients including countless real estate clients. Yellow Duck Marketing helps developers create a new brand by providing naming options, logos, distinctive collateral, promotional pieces and signage options, as well as digital marketing efforts such as websites, email, social media and public relations, including hosting community meetings to get stakeholder input.

Yellow Duck Marketing understands real estate and has a proven track record, advising companies such as Crosland Southeast, Childress Klein, Aston Properties and Marsh Properties on contentious rezoning matters that require community buy-in. We have a variety of traditional, digital and guerilla tools in our toolbelt to assist with market research, community meeting facilitation, project/building/street naming, tenanting, events and ongoing communications.

The agency also has extensive experience working with affordable housing clients, including Laurel Street Residential and the Charlotte Housing Authority. In particular, Yellow Duck worked on mixed-income communities Highland Grove in Richmond, Va., Brenner Crossing in Salisbury, N.C., Montcross in Belmont, N.C., and Park Terrace in High Point, through all phases of development, gathering community input, meeting with stakeholders, as well as creating and executing strategic marketing and communications.

Yellow Duck Marketing has strong relationships with several media outlets such as the Charlotte Business Journal, Observer, Mecklenburg Times, WFAE and television journalists who typically report on new development and governmental matters. The agency was profiled in Mecklenburg Times and named "THE" marketing firm for real estate and Charlotte Agenda named YDM one of the PR "game changers."



CBRE | New England

JEREMY GROSSMAN

SENIOR VP / RETAIL REAL ESTATE ADVISORY

EDUCATION

Syracuse University, BS Degree, School of Management & S.I. Newhouse School of Communication

REGISTRATIONS

Registered Landscape Architect: North Carolina

MEMBERSHIPS

Member – International Council of Shopping Centers (ICSC)

Executive Board Member – Gateways

Volunteer Life Skills Coach – The Arc of Greater Plymouth

SUMMARY

Jeremy specializes in urban and suburban retail leasing, national development consulting, and specialty retail/restaurant representation on behalf of CBRE/New England Retail, formerly CBRE/Grossman Retail Advisors, and has over 20 years of retail real estate experience. His years of experience directing leasing activity on the ownership side of the business have resulted in vast regional, national and international retail relationships. This expertise uniquely qualifies Jeremy to represent current national and international property owners, retailers and restaurants in their retail strategy and execution in Boston, New England and throughout the country.

Mr. Grossman currently represents several of the City of Boston's most prolific mixed-use developments including Fan Pier along Boston's waterfront, 501 Boylston Street in the Back Bay, and many other prominent urban and suburban locations. Additionally, Jeremy represents CBRE nationwide as an exclusive member of the Corporate Client Development Team, assisting leasing and development initiatives nationwide, including The District Detroit, a multi-billion dollar redevelopment of the downtown mixed-use district in Detroit, MI.

In addition to his role as Senior Vice President/Partner at CBRE/NE Retail, Jeremy serves as a Board of Trustees member with the non-profit organization, Gateways, based in Greater Boston and is an active volunteer & life skills coach with the Arc of Greater Plymouth, working closely with children and adults with developmental disabilities. He is a member of the International Council of Shopping Centers and past Chair of New England's annual retail conference.

Prior to joining CBRE/NE Retail, Jeremy served as Director of Real Estate–New England at Federal Realty Investment Trust based in Rockville, MD where he managed the leasing activity for Federal's Northeast Portfolio totaling more than two million square feet.

From 1999 through October 2006 Jeremy served as Vice President of Leasing at Boston-based Samuels & Associates. His management and leasing responsibilities included acquisition due diligence, new development merchandising strategies, and new lease deal generation and negotiation, having leased over 1.2 million square feet of space during his time with the company.

REPRESENTATIVE CLIENTS

The Abbey Group

All Aboard Florida, Miami, FL

Amorino

Mario Batali's B&B Hospitality Group (Eataly)

Boston Properties

Clarion Partners

City of Boston

Dress Barn

The Fallon Company

Federal Realty Investment Trust

Invesco Real Estate

LaSalle Partners

Miniluxe

Mt. Vernon Company

Nordblom

Olympia Development, Detroit, MI

PAUL bakery

Pebblebrook Hotel Trust

Smith & Wollensky

Shreve, Crump & Low

Simpson Housing/Development

Street-Works

TIAA-CREF

Todd English Enterprises

Ty Law's Launch



CBRE | New England

COMPIE NEWMAN

SENIOR VP / COMMERCIAL REAL ESTATE ADVISORY

EDUCATION

Graduate, United States Naval Academy

Graduate, United States Naval Flight School

REGISTRATIONS

Licensed North Carolina Real Estate Broker

COMMUNITY ENGAGEMENT

Meineke Car Care Bowl, Board of Advisors, 2002-2008

Charlotte Country Club Tennis Committee, Chairman, 2002-2010

Charlotte Latin School Strategic Planning, Council Member, 2003-2004

Charlotte Latin School, Board of Trustees, 2005-2011

Chairman, Buildings and Grounds Committee, 2006-2011

SUMMARY

Compie has been in the commercial real estate finance business for over 23 years. He began his career as a construction lender with First Union in Charlotte in 1989 and entered the mortgage banking business with Capital Advisors in 1996. Compie managed RBC Capital Advisors (formerly Capital Advisors) from 2004 to 2007. He was a co-managing director of the North Carolina office of NorthMarq Capital from 2007 until 2010 when he joined CBRE to place debt and equity for commercial real estate projects and has been active in land sale transactions. He has placed over \$3 billion in real estate capital over his career. Prior to his real estate career, Mr. Newman was a naval aviator flying P-3C Orions.

EXPERIENCE

One Wells Fargo Center \$175,000,000

Charlotte Plaza/Carillon \$141,500,000

North Hills Mall \$105,000,000

Rotunda/Morrocroft Centre \$80,000,000

Coliseum Centre \$58,000,000

Beacon Industrial Portfolio \$58,000,000

EpiCentre \$50,000,000



K&L GATES

COLLIN BROWN

LEGAL ADVISORY - REAL ESTATE LAND USE, PLANNING, AND ZONING

EDUCATION

M.P.A., Georgia State University, 2005, (Concentration in Planning and Economic Development)

J.D., Wake Forest University School of Law, 2003, (Wake Forest Law Review, Senior Notes and Comments Editor)

B.A., University of Mississippi, 1999

ADMISSIONS

Bar of North Carolina

MEMBERSHIPS

Member, American Bar Association

Member, Charlotte Chamber of Commerce, Land Use Committee

Mecklenburg County Bar Association

Member, North Carolina State Bar Association

Board Chairman and Member, Piedmont Public Policy Institute

Real Estate Building Industry Coalition

Member, Rotary Club of Charlotte, Member Urban Land Institute (ULI)

AWARDS

Charlotte Business Journal, 2016 "40 Under 40" Award

SUMMARY

Collin focuses his practice on land use, zoning and governmental relations. He represents land owners and developers on a wide range of development projects, including commercial, mixed-use, office and transportation, and is engaged in development projects from the rezoning stage through the issuance of building permits and enforcement issues that arise during the life of a development.

Collin regularly works with local Boards of Adjustment, City Councils, County Commissions, and other local governmental bodies on behalf of clients seeking approvals or opposing local government decisions relating to zoning, permitting, changes of use, variances, annexations, special use permits, site plans, subdivisions and right-of-way abandonments. He has obtained entitlements for some of the largest and most sophisticated development projects in the Charlotte region.

Collin is a LEED Accredited Professional (LEED AP), a distinction he earned through the Green Building Certification Institute. As a LEED AP, he has a thorough understanding of green building practices and principles, as well as the LEED Rating System. He was the first North Carolina attorney to earn this credential.

REPRESENTATIVE CLIENTS

Representation of a full-service real estate company in the rezoning of an 194 acre former golf course site in Charlotte, NC, for the development of over 1,000,000 square feet of commercial uses, 1,000 residential units and a variety of civic and institutional uses. Article may be viewed here.

Representation of a real estate developer in the rezoning of a project site for the development of a 27- story office tower and hotel in Uptown Charlotte, NC. Article may be viewed here.

Representation of a real estate developer in the rezoning of a 2.65 acre infill site in Charlotte, NC, for the development of a mixed-use project with up to 35,000 square feet of commercial space. Article may be viewed here.

Representation of a real estate developer and an independent real estate company in the rezoning of a 3.65 acre property in the SouthPark area of Charlotte, NC, for the development of a seven-story building with two hotels. Article may be viewed here.

Representation of a real estate, oil and gas, and other natural resources company in the rezoning of 2.77 acres in the Dilworth area of Charlotte, NC, for the development of as many as 380 apartments, up to 25,000 square feet of commercial space and 10,000 square feet of residential support services. Article may be viewed here.

Representation of a real estate developer in the rezoning of 8 acres in the SouthPark area of Charlotte, NC, for the development of 398 rental units. Article may be viewed here.

Representation of a real estate developer in the rezoning of 19 acres south of Ballantyne, NC, for the development of a 281-unit apartment project. Article may be viewed here.

Representation of a non-profit real estate developer in the rezoning of 10 acres in the NoDa area of Charlotte, NC, for a transit-oriented development which was the first TOD rezoning approved along the Blue Line extension. Article may be viewed here (subscription required).

Representation of a real estate developer in the rezoning of 8 acres in the Cotswold area of Charlotte, NC, for the development of an assisted living and memory-care community. Article may be viewed here.

Representation of a manufacturer in the rezoning of a 10 acre infill site to accommodate the expansion of an industrial operation.

Representation of an outdoor advertising company to obtain a text amendment to a zoning ordinance to allow for digital billboards. Representation of various national homebuilding companies in obtaining approvals for new single- family developments throughout Mecklenburg, Cabarrus, Iredell, Lincoln and Union counties.

Representation of the City of Charlotte and the City of Charlotte Zoning Board in an appellate case in which the petitioner alleged a single-family home exceeded the zoning height requirement. The decision was favorably reversed. *Meier v. City of Charlotte, et al.* (N.C. Ct. App).



BAILEY PATRICK, JR.

LEGAL ADVISORY - REAL ESTATE LAND USE, PLANNING, AND ZONING

EDUCATION

J.D., University of North Carolina at Chapel Hill School of Law, 1960, (with Honors; North Carolina Law Review, Associate Editor; Order of the Coif; Phi Eta Sigma)

B.S., University of North Carolina, 1957, (Business Administration)

ADMISSIONS

Bar of North Carolina

MEMBERSHIPS

Former member of Section Council, North Carolina Bar Association, Zoning, Planning and Land Use Section

Former member, Charlotte Chamber of Commerce, Board of Directors

Past Senior Warden and Former of Vestry member, Christ Episcopal Church

Former member, Florence Crittenton Home, Board of Directors

Former member, Mercy Hospital, Board of Directors

Former member, Museum of Art, Board of Directors

Former member, The Piedmont Public Policy Institute, Board of Directors

Former member, UNC Health Care System, Board of Directors

Advisory Board, former member, University of North Carolina at Charlotte, M.B.A. (Real Estate)

AWARDS

Best Lawyers in America, Government Relations Law, Land Use & Zoning Law, Real Estate Law, 1989-2016

Selected to the North Carolina Super Lawyers list, Land Use/ Zoning, Super Lawyers Magazine, 2006-2008 Legal Elite,

Business North Carolina Magazine, 2002, 2003, 2005-2007

Charlotte's Best Lawyers, Real Estate, Charlotte Magazine, 2001

Top Lawyers Corporate Counsel, 2010-2011

Top Attorneys in North Carolina, 2008

SUMMARY

Bailey focuses his practice on land use and zoning, corporate law and estate planning. He actively represents real estate developers and other clients involved with rezoning requests, subdivision matters, and requests for variances and permits.

REPRESENTATIVE CLIENTS

City Park, mixed-use development on former Charlotte Coliseum site, Tyvola Road/Billy Graham Parkway rezoning

Belgate/IKEA Multiple Use Center, University Area rezoning

Northlake Mall rezoning

SouthPark Mall rezoning

Lowe's Home Center's Central Charlotte mixed-use project rezoning

The Sanctuary – an 1,800-acre Mixed Use Development – Lake Wylie, SC

Specialty Shoppes on the Park Shopping Center rezoning – South Park

Morrocroft Mixed Use Development – SouthPark

Arboretum, Phase Two rezoning – NC 51 at Providence Road

Piper Glen Mixed Use Development and Stonecrest Shopping Center

rezonings – Rea Road Extension at the Outer Beltway

Ballantyne Mixed Use Development rezoning – Southeast Mecklenburg County

NorthCross Mixed Use Development rezoning – Sam Furr Road at I-77 and US 21

Franklin Square Shopping Center Project- Gastonia, NC

LakePointe II Office Park rezoning – Billy Graham Parkway/Tyvola Road

The Commons at Chancellor Square Mixed Use Development rezoning – NC 49 and W.T. Harris Boulevard

Sycamore Commons Shopping Center rezoning – Matthews, NC
Piedmont Town Center Mixed Use Development rezoning – SouthPark

Morrison Mixed Use Development rezoning –SouthPark

McKee Farms Mixed Use Development rezoning – Weddington and McKee Road, Matthews, NC

The Galleria Mixed Use Development rezoning – Monroe Road and Sardis Road North

Old Towne Shopping Center Rezoning – Carmel and Quail Hollow Road rezoning

Carolina Pavilion Shopping Center – US 521 South and I-485 rezoning

Whitehall Mixed Use Development – NC 49 South and I-485 rezoning

Cypress of Charlotte Retirement Community development – Park Road and Park South Drive rezoning

Blakeney Mixed Use Development rezoning – Ardrey Kell Road and Rea Road

THOMAS W. HANCHETT, PH.D.

HISTORY SOUTH

EDUCATION

UNIVERSITY OF NORTH CAROLINA, CHAPEL HILL
Ph.D. Degree 1993: U.S. history (urban, southern, African American).

UNIVERSITY OF CHICAGO
M.A. Degree 1986: urban studies.

CORNELL UNIVERSITY
B.A. Degree 1978: history major, architecture minor.

ACADEMIC AWARD

CATHERINE BAUER WURSTER PRIZE for best article 1995 - 1997
Awarded by the Society for American City and Regional Planning History for "US Tax Policy & the Shopping Center Boom of the 1950s and 1960s," American Historical Review (October 1996).

BEST DISSERTATION AWARDS -- 1993
In Urban History, presented by Urban History Association.
In Southern Studies, presented by St. George Tucker Society.

SELECTED PUBLICATIONS

"A Salad Bowl City: The Food Geography of Charlotte, NC," in John T. Edge, Elizabeth Englehart & Ted Ownby, *The Larder: Food Studies Methods from the American South* (U Georgia Press, 2013).

"An Idea-Based Exhibit: Platform for Participation," in Bix Gabriel, et al, *Museums of Ideas: Commitment and Conflict* (Museums, Etc., Edinburgh, Scotland, 2011).

"Salad Bowl Suburbs: A History of Charlotte's East Side and South Boulevard Immigrant Corridors" in Heather Smith, ed., *Charlotte NC: Global Evolution of a New South City* (U Georgia Press, 2010).

LEGACY: The Myers Park Story, Mary Kratt co-author, rev.ed.

(Charlotte: Duke Mansion, 2009).
"Urban Planning," "Charlotte," "Shout Bands," "Beverages," *New Ency. Southern Culture* (UNC Press, 2008).

"The South's Love Affair with Soft Drinks," in John Shelton Reed, ed., *Cornbread Nation 4: The Best of Southern Food Writing* (U Georgia Press, 2008).

SORTING OUT THE NEW SOUTH CITY: Race, Class & Urban Devel. in Charlotte (UNC Press, 1998).

"US Tax Policy & the Shopping Center Boom of '50s -'60s," *American Historical Review* (October 1996).

"The Rosenwald Schools and Black Education in North Carolina," *NC Historical Review* (October 1988).

RELEVANT EXPERIENCE

LEVINE MUSEUM OF THE NEW SOUTH, Charlotte, NC 28202 Historian, 1999 - present

Curator for "NUEVOlution: Latinos and the New South," 2015 national traveling exhibit in partnership with Atlanta History Center and Birmingham Civil Rights Institute. Co-wrote major grants: American Alliance of Museums "Innovation Lab"; Knight Foundation. Coauthored "Working with Latino Partners: Seven Insights," *AASLH History News*, Summer 2013.

Lead writer for exhibit "Para Todos Los Ninos: Fighting Segregation in California," on display 2010 at Museum of Tolerance, Los Angeles, then two versions traveling on west and east coasts.

Grant-writer/concept developer for Newcomer Project exploring Charlotte's diverse cultures, opened 2009. Lead writer on \$400k Knight Foundation grant, \$149k IMLS grant, \$80k Foundation for Carolinas grant. Host/producer of public TV special. Assistant curator of exhibit "Changing Places," honored by American Assoc. of Museums 2010 as one of four top exhibits in US.

Curator for "Purses, Platforms & Power: Women Changing Charlotte in the 1970s," March 2005 - January 2006. Winner of national AASLH Award of Merit. Named best new exhibit over \$100,000 in southeastern US by South East Museums Conference. Also curated a 2000 square foot version installed 2007 - 2013 in Wachovia/Wells Fargo

Atrium, uptown Charlotte.

Curator for "COURAGE: The Carolina Story that Changed America," on Brown v Board 50th Anniversary. Initial version ran 2004 at Levine, 2005 at McKissick in Columbia, SC, permanently at Johnson C. Smith University in Charlotte starting 2012. Received national attention including *Newsweek*, won the top national awards from AASLH and American Assoc. of Museums, honored at White House by First Lady. Small version touring South Africa, 2005-present. Also curated a 4000 square foot edition for U.S. travel 2008-present including Atlanta History Center, Harlem's Schomburg Black Hist. Center, Museum of Tolerance - Los Angeles.

Project Director/curator for \$1.5m NEH-supported permanent exhibit "Cotton Fields to Skyscrapers: Charlotte and the Carolina Piedmont in the New South," opened October 2001. Named best new exhibit over \$1m in southeastern US by South East Museums Conference.

Curator for Levine exhibits "Comic Stripped: A Revealing Look at Southern Stereotypes in Cartoons," Sept 2007 - April 2008; "John Nolen: Neighborhood-Maker," May 2005 - May 2007; "Pen & Ink Politics: Thomas Nast's Reconstruction-Era Cartoons," Dec 2002 - Sept 2003 and others. Editor for many installations including "Boots on the Ground" (looking back at Iraq War, 2012) and "Without Sanctuary" (lynching photographs, 2013).

Television producer-writer-and/or scholar, "New South Crossings" television series exploring diverse Musical traditions in Charlotte, WTVI public television 2007 - 2008; "Hometown Stories: African-Americans' Journey in Charlotte Mecklenburg," WTVI 2005; "Lessons from the Lunchcounter," WTVI 2004, named the year's top documentary by the National Association of Black Journalists.

Project-planner/host for concerts and major public programs including "GospelShout!" annual concerts 2003-present; "Sit-Ins to Eat-ins" city-wide commemoration of Charlotte's 1963 restaurant desegregation; "Bluegrass Meets Mariachi" & "Bluegrass Meets Bolero" concerts for Charlotte Folk Society 2010-12.



APPENDIX B



MEMORANDUM

To: Amelia Patt, Peebles Corporation
From: Kei Hayashi, BJH Advisors
Date: March 2, 2016
Re: Brooklyn Village, Charlotte, Mecklenberg County, North Carolina

Peebles Corporation engaged BJH to analyze temporary and permanent economic impacts for its mixed-use, three phased Brooklyn Village Proposal to Mecklenberg County, North Carolina. Economic impacts are measured in the following three categories:

- Employment
- Earnings; and
- Output or spending

Direct Employment

Based on the project program and budget provided by Peebles, as well as primary research regarding recent worker per square foot trends in the commercial office, retail and hotel sectors, BJH estimates the following direct temporary (construction impacts are measured in worker-years) and permanent employment for the Brooklyn Village project:

Brooklyn Village Total Employment Impacts		
Total Temporary Worker-Years		
Budget	2016 \$	Direct Empl. Projection
Hard Costs	\$ 490,541,894	2,859
FF&E	\$ 14,195,000	101
	<u>\$ 504,736,894</u>	<u>2,960</u>
Total Permanent Jobs		
Proposed Use	NSF	Employment Projection
Apartments	792,666	10
Condominiums	190,570	2
Retail	243,060	243
Office	632,894	2,301
Hotel	144,690	126
Mechanical	305,120	12
Parking	2053 spaces	24
	<u>2,309,000</u>	<u>2,719</u>

More detailed employment impacts by phase are provided in the Appendix.

Other Impacts

From the estimate of direct employment above, as well as primary research of wages in North Carolina, BJH estimates the earnings and output of the project during construction and on an ongoing basis. Once all three major economic impacts are derived, BJH applies Implan multipliers to the direct impacts to obtain indirect and induced impacts for both temporary and permanent activities, and across use types (e.g. office, retail, hotel, and building maintenance) for the permanent activities. The appendix contains more detailed tables for temporary impacts (by Phase) and for permanent impacts (by use or activity).

The table below shows the construction worker-years, earnings and total output associated with all phases of the project. The columns represent direct, indirect and induced effects, as well as a total column.

Temporary Construction Impacts, Total over all Phases				
<i>(in 2016 \$s)</i>				
Phase 1	Direct Construction Effects	Indirect Effects	Induced Effects	Total Dir. + Multiplier
Construction Budget/Output (a)	\$ 504,736,894	\$ 175,964,556	\$ 145,410,207	\$ 826,111,657
Earnings (b)	\$ 252,368,447	\$ 105,879,637	\$ 79,683,719	\$ 437,931,804
Employment (c)	2,960	1,439	1,166	5,564

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Notes:

a) Does not include soft costs, escalation, or entitlement pursuit costs that are accounted for in the multiplier effects.

b) Assumes labor accounts for 50% of costs. Labor costs, including benefits, during one worker year is assumed to be 1.5*annual wages or \$36,790 in 2014 escalated to 2016.

c) Estimate provides number of person-years during construction period for both Project construction and FF&E labor.

The table below shows the permanent jobs, earnings and total output associated with all phases of the project and all activity types. The columns represent direct, indirect and induced effects, as well as a total column.

Summary of Permanent Operating Impacts				
<i>(in 2016 \$s)</i>				
	Direct Effects	Indirect Effects	Induced Effects	Total Dir. + Multiplier
Output	\$ 364,312,874	\$ 144,212,452	\$ 145,694,456	\$ 654,219,781
Earnings	\$ 193,218,926	\$ 57,541,154	\$ 54,283,642	\$ 305,043,722
Employment	\$ 2,695	\$ 1,019	\$ 1,199	4,912

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Privately Funded Public Projects

In addition, to generating the economic impacts, Peebles' proposed project contemplates private investment for several categories of public uses. The table below details those uses and their estimated costs.

Brooklyn Village Public Uses, Privately Funded

All Three Phases

Budgeted Uses	2016 \$	\$ Total SF
Brooklyn Foundation	\$ 1,000,000	\$ 0.43
Parking Improvements	\$ 82,247,857	\$ 35.06
Roadways, Utilities Culvert Relocaiton	\$ 10,835,995	\$ 4.62
Second Ward Park	\$ 7,959,741	\$ 3.39
Affordable Housing	\$ 7,930,235	\$ 3.38
	<u>\$ 109,973,828</u>	<u>\$ 46.88</u>

Appendix: Detailed Impact Tables

Employment impacts by Phase are shown below.

Brooklyn Village Selected Uses by Phase								
Temporary Impacts - Phase 1			Temporary Impacts - Phase 2			Temporary Impacts - Phase 3		
Budgeted Uses	2016 \$	Direct Empl. Projection	Budget	2016 \$	Direct Empl. Projection	Budget	2016 \$	Direct Empl. Projection
Hard Costs	\$ 213,504,734	1,755	Hard Costs	\$ 50,005,341	199	Hard Costs	\$ 227,031,819	905
FF&E	\$ 10,420,000	88	FF&E	\$ 775,000	3	FF&E	\$ 3,000,000	12
	<u>\$ 223,924,734</u>	<u>1,840</u>		<u>\$ 50,780,341</u>	<u>202</u>		<u>\$ 230,031,819</u>	<u>917</u>
Permanent Impacts - Phase 1			Permanent Impacts - Phase 2			Permanent Impacts - Phase 3		
Proposed Use	NSF	Employment Projection	Proposed Use	NSF	Employment Projection	Proposed Use	NSF	Employment Projection
Apartments	363,706	5	Apartments	127,125	2	Apartments	301,835	4
Condominiums	190,570	2	Condominiums	-	-	Condominiums	-	-
Retail	133,905	134	Retail	23,370	23	Retail	85,785	88
Office	95,220	348	Office	81,470	224	Office	476,204	1,732
Hotel	144,690	126	Hotel	-	-	Hotel	-	-
Mechanical	188,509	6	Mechanical	50,435	2	Mechanical	88,176	4
Parking	985 spaces	8	Parking	411 spaces	8	Parking	677 spaces	8
	<u>1,094,600</u>	<u>627</u>		<u>262,400</u>	<u>258</u>		<u>952,000</u>	<u>1,833</u>

Program and Budget Source: Peebles Corp., 2016

Notes:

(a) Does not include employees related to residential square footages.

(b) Employment Calculations:

Retail SF/Worker	1,000.00
Office SF/Worker	275.00
Hotel SF/Worker	1,150.00
Associated Building Workers	24.29
Parking Workers	8.00

The following series of tables provides details of temporary and permanent impacts (employment, earnings and output).

Temporary Construction Impacts by Phase

(in 2016 \$s)

	Direct Construction	Indirect	Induced	Total
	Effects	Effects	Effects	Dir. + Multiplier
Phase 1				
Construction Budget/Output (a)	\$ 223,924,734	\$78,066,051.49	\$ 64,510,723	\$ 366,501,508
Earnings (b)	\$ 111,962,367	\$46,973,125.87	\$ 35,351,400	\$ 194,286,893
Employment (c)	1,840	895	724.68	3,459

	Direct Construction	Indirect	Induced	Total
	Effects	Effects	Effects	Dir. + Multiplier
Phase 2				
Construction Budget/Output (a)	\$ 50,780,341	\$17,703,362.40	\$ 14,629,364	\$ 83,113,068
Earnings (b)	\$ 25,390,171	\$10,652,290.65	\$ 8,016,784	\$ 44,059,245
Employment (c)	202	98	79.73	381

	Direct Construction	Indirect	Induced	Total
	Effects	Effects	Effects	Dir. + Multiplier
Phase 3				
Construction Budget/Output (a)	\$ 230,031,819	\$80,195,141.94	\$ 66,270,120	\$ 376,497,081
Earnings (b)	\$ 115,015,910	\$48,254,220.93	\$ 36,315,536	\$ 199,585,667
Employment (c)	917	446	361.19	1,724

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Notes:

- a) Does not include soft costs, escalation, or entitlement pursuit costs that are accounted for in the multiplier effects.
- b) Assumes labor accounts for 50% of costs. Labor costs, including benefits, during one worker year is assumed to be 1.5*annual wages or \$36,790 in 2014 escalated to 2016.
- c) Estimate provides number of person-years during construction period for both Project construction and FF&E labor.

TYPE I) Refers to gross receipts. The output multiplier for the Construction industry is	1.3486263
TYPE I) Refers to total earnings. The direct-effects earnings multiplier for the Construction industry is	1.41954388
TYPE I) Refers to total number of jobs created. The direct-effects employment multiplier for the Construction industry is	1.486089858
TYPE II) Refers to gross receipts. The output multiplier for the Construction industry is	1.6367174
TYPE II) Refers to total earnings. The direct-effects earnings multiplier for the Construction industry is	1.73528747
TYPE II) Refers to total number of jobs created. The direct-effects employment multiplier for the Construction industry is	1.879888191

Permanent Operating Impacts from New Retail Operations

(in 2016 \$s)

	Direct	Indirect	Induced	Total
	Effects	Effects (b)	Effects (b)	Dir. + Multiplier
Output (a)	\$ 20,327,194	\$ 8,016,694	\$ 7,523,539	\$ 35,867,427
Earnings	\$ 10,059,731	\$ 2,794,815	\$ 2,804,215	\$ 15,658,761
Employment	243	40	52	336

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Notes:

- a) Output derived using multiplier analysis
- b) Indirect and induced impacts estimated for Mecklenberg County

T1) Refers to total output. The final-demand output multiplier for Retail Trade (4A000) is	1.3943827
T1) Refers to total earnings. The final-demand earnings multiplier for retail trade is	0.632381709
T1) Refers to total earnings. The direct-effect earnings multiplier for retail trade is	1.27782201
T1) Refers to total number of jobs created. The direct-effect employment multiplier for retail trade is	1.166205076
T2) Refers to total output. The final-demand output multiplier for Retail Trade (4A000) is	1.7645046
T2) Refers to total earnings. The final-demand earnings multiplier for retail trade is	0.770335588
T2) Refers to total earnings. The direct-effect earnings multiplier for retail trade is	1.55657849
T2) Refers to total number of jobs created. The direct-effect employment multiplier for retail trade is	1.380469927

Permanent Operating Impacts from Office Using Employment

(in 2016 \$s)

	Direct	Indirect	Induced	Total
	Effects	Effects (b)	Effects (b)	Dir. + Multiplier
Output (a)	\$ 330,392,261	\$ 130,535,372	\$ 134,289,819	\$ 595,217,452
Earnings (c)	\$ 178,653,376	\$ 52,505,420	\$ 50,042,567	\$ 281,201,362
Employment	2,301	932	1,112	4,346

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Notes:

- a) Output derived using multiplier analysis
- b) Indirect and induced impacts estimated for Mecklenberg County

T1) Refers to total output. The final-demand output multiplier for Professional Scientific & Technical (48) is	1.3950921
T1) Refers to total earnings. The final-demand earnings multiplier for Professional Scientific & Technical (48) is	0.699649546
T1) Refers to total earnings. The direct-effect earnings multiplier for Professional Scientific & Technical (48) is	1.29389548
T1) Refers to total number of jobs created. The direct-effect employment multiplier for Professional Scientific & Technical (48) is	1.404890205
T2) Refers to total output. The final-demand output multiplier for Professional Scientific & Technical (48) is	1.8015478
T2) Refers to total earnings. The final-demand earnings multiplier for Professional Scientific & Technical (48) is	0.851113645
T2) Refers to total earnings. The direct-effect earnings multiplier for Professional Scientific & Technical (48) is	1.57400531
T2) Refers to total number of jobs created. The direct-effect employment multiplier for Professional Scientific & Technical (48) is	1.888216348

Permanent Operating Impacts from Hotel Operations

(in 2016 \$\$)

	Direct Effects	Indirect Effects (b)	Induced Effects (b)	Total Dir. + Multiplier
Output (a)	\$ 11,779,898	\$ 4,995,342	\$ 3,365,914	\$ 20,141,153
Earnings	\$ 3,883,983	\$ 1,948,277	\$ 1,254,054	\$ 7,086,314
Employment	126	31	24	181

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Notes:

a) Output derived using multiplier analysis

b) Indirect and induced impacts estimated for Mecklenberg County

T1) Refers to total output. The final-demand output multiplier for hotels and motels (7211A0) is	1.4240565
T1) Refers to total earnings. The final-demand earnings multiplier for hotels and motels is	0.495102768
T1) Refers to total earnings. The direct-effect earnings multiplier for hotels and motels is	1.50161833
T1) Refers to total number of jobs created. The direct-effect employment multiplier for hotels and motels is	1.248776939
T2) Refers to total output. The final-demand output multiplier for hotels and motels (7211A0) is	1.7097902
T2) Refers to total earnings. The final-demand earnings multiplier for hotels and motels is	0.601559932
T2) Refers to total earnings. The direct-effect earnings multiplier for hotels and motels is	1.82449681
T2) Refers to total number of jobs created. The direct-effect employment multiplier for hotels and motels is	1.44227396

Permanent Operating Impacts from Building Operations

(in 2016 \$\$)

	Direct Effects	Indirect Effects (b)	Induced Effects (b)	Total Dir. + Multiplier
Output (a)	\$ 1,813,521	\$ 665,044	\$ 515,184	\$ 2,993,749
Earnings	\$ 621,837	\$ 292,643	\$ 182,805	\$ 1,097,285
Employment	24	15	10	50

Sources: Implan I-RIMS, 2014 Multipliers for Mecklenberg County; BJH, 2016

Notes:

a) Output derived using multiplier analysis

b) Indirect and induced impacts estimated for Mecklenberg County

T1) Refers to total output. The final-demand output multiplier for Facilities Support Services (561200) is	1.3667141
T1) Refers to total earnings. The final-demand earnings multiplier for Facilities Support Services (561200) is	0.50425632
T1) Refers to total earnings. The direct-effect earnings multiplier for Facilities Support Services (561200) is	1.47061036
T1) Refers to total number of jobs created. The direct-effect employment multiplier for Facilities Support Services (561200) is	1.632887316
T2) Refers to total output. The final-demand output multiplier for Facilities Support Services (561200) is	1.6507935
T2) Refers to total earnings. The final-demand earnings multiplier for Facilities Support Services (561200) is	0.60505766
T2) Refers to total earnings. The direct-effect earnings multiplier for Facilities Support Services (561200) is	1.76458683
T2) Refers to total number of jobs created. The direct-effect employment multiplier for Facilities Support Services (561200) is	2.051363879



APPENDIX C



RETAIL OVERVIEW

BROOKLYN VILLAGE :: CHARLOTTE, NC

prepared by: Jeremy Grossman
Senior Vice President/Partner
jeremy.grossman@cbre.com

RETAIL OVERVIEW

BROOKLYN VILLAGE :: CHARLOTTE, NC

Brooklyn Village – a Second Ward “urban village” within Uptown Charlotte designed, developed and leased to celebrate its neighborhood’s history and diverse culture and population. A walkable neighborhood rich with authentic eateries, boutique shops, urban residential amenities, and distinct retail and entertainment anchors, organized along streets designed for strolling, dining and gathering. An urban respite organically anchored by park space, public art and unique open-space features, integrated into a residential, shopping and dining experience.



For the Brooklyn Village resident and worker, breakfast and brunch eateries, specialty fitness concepts (ie. cycling studio, yoga, crossfit training) and “necessity retail” services (dry cleaning, optical, cosmetics, salon/spa and health care) will fulfill everyday needs. The intimate scale of Brooklyn Village versus competitive retail centers within the trade area is a key differentiator. Retailers and restaurants within the Village will generally be smaller in size, authentic, and approachable. Except for destination anchors critical to attracting desired specialty retail, ‘big-box’ retail will not be the main focus of the retail leasing strategy within the “urban village” portion of the development. Larger-format retail uses will be considered within the mixed-use development on Brooklyn Village South that abuts 277

and fronts along Stonewall and McDowell. As a compliment to the supermarket shopping experience offered in surrounding retail centers, including the new, planned Whole Foods in the immediate vicinity, Brooklyn Village will offer an authentic,

CBRE

specialty grocer – ‘farm-to-aisle’ produce and meats, prepared foods, and craft beer/wine sales in an approachable, neighborhood setting.

For the local resident or regional visitor to Brooklyn Village, retail merchants will include local businesses of all types that have loyally provided its products and services to the city through decades of transition, the **entrepreneur** with a qualified business plan seeking a boutique retail or restaurant opportunity, recognizable urban brands seeking an authentic “high-street” experience, chef-driven eateries spanning all price-ranges, cultures and ethnicities, and venues celebrating the city’s love of music and art and passion for sports and entertainment. This includes traditional retail, smaller in scale, from apparel, jewelry and home appliances and accessories, to sporting goods and gifts. Civic and cultural space, from art galleries to temporary non-profit and incubator concepts, will tenant within the Village. From recognizable brands to incubator brands developed and opened at Brooklyn Village by the local entrepreneur, Brooklyn Village appropriately will be home to one of Charlotte’s most unique and desired collection of retail and eateries.



To assure long-term viability and to best establish Brooklyn Village as a regional draw within the City, unique, anchor retail and entertainment will be programmed. Within Uptown Charlotte, “mall-type” properties (Epicentre, Metropolitan, etc.) are tenanted by recognizable retail brands drawing regional traffic to a traditional consumer experience. Brooklyn Village will also draw regionally but its merchandising mix will be anchored by retail and entertainment uncommon to the area. Cultural music, performance and arts venues, “food hall” and other culinary establishments, and sports-themed, interactive venues – all potentially in partnership with local teams and associations – will be targeted. Mainstream retail

CBRE

anchors that are not currently operating within the immediate area will be considered, so long as they are uses complimentary to the boutique mix of merchants within the Village and those living in the area.

The Brooklyn Village leasing initiative will be a collaborative team effort led by local Charlotte-based leasing specialists, Retail Advisory Services and Legacy Real Estate Advisors, with tremendous relationships and connection to local businesses, entrepreneurs, and restaurateurs. CBRE, the nation’s most prominent real estate advisory firm with offices throughout the country including downtown Charlotte, with depth and experience in cities throughout the country leasing and advising on mixed-use developments, will provide critical perspective and national retail relationships to assure Brooklyn Village is receiving maximum retail exposure and consideration. The CBRE Advisory Team is led by Jeremy Grossman, one of seven CBRE professionals across the country who specialize in urban mixed-use leasing and development. Jeremy will manage a team of CBRE professionals, local to Charlotte and around the country, who specialize in research, leasing, marketing and other services relevant to complex urban mixed-use development. With local and national attention to retail leasing, the very best of retail, dining and entertainment will be exposed to Brooklyn Village.



The retail leasing initiative will also be shared with the community. In partnership with Yellow Duck Marketing, through both online social media and neighborhood resources, community residents will be provided an opportunity to share thoughts on prospective retailers, retail needs within the neighborhood, or the registration of interest in opening a retail store or eatery within the Village.

Community involvement will be an integral component throughout the leasing and development process.

To determine the appropriate mix and type of retail in a project like Brooklyn Village, the combination of local market real estate experience coupled with in-depth research is required. The ultimate goal of creating a unique consumer experience at Brooklyn Village through unique retail, dining, and entertainment requires research both local

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to Charlotte, and as important, in markets across the country where similar urban mixed-use redevelopments have been successfully executed. Understanding consumer demands within the trade area, retail trends, and current retail expansion is essential. CBRE & Retail Advisory Services have worked together to create a leasing and merchandising strategy that is supported by both market demand and research. As presented in the Retail Gap reports attached to this Overview, whether analyzing retail demand within a defined radius ring or within a specific drive-time of Brooklyn Village, very specific retail categories are proven to be in demand. The reports display total expenditures per retail category within a defined area compared to retail sales potential.

The list below identifies notable retail categories in demand within a five (5), ten (10) minute drive-time and three-mile ring of Brooklyn Village (businesses may include local, regional, and national, minority and non-minority ownership):

- Food & Drinking Establishments
- Home Furnishing Stores
- Kitchenware
- Hardware & Appliance Stores
- Health & Personal Care Stores
- Boutique Men's Clothing Stores
- Boutique Women's Clothing Stores
- Jewelry, Luggage and Leather Goods Stores
- Sporting Goods Stores
- Boutique Book and Music Stores

Brooklyn Village has the opportunity and responsibility to deliver an authentic urban shopping and culinary experience. Through creative planning and design, and a thorough local and national retail leasing initiative delivering to its residents and guests the most unique and celebrated mix of retail and eateries, the Village will be a destination enjoyed by all ages and ethnicities for years to come.



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RETAIL GAP (STORE TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 5 MINUTES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
TOTAL EXPENDITURES (Including Food & Drinking Places)	\$1027.3	\$1928.2	\$-900.9
MOTOR VEHICLE & PARTS			
Motor Vehicle & Parts Dealers	\$197.6	\$126.9	\$70.8
Automotive Dealers	\$162.2	\$104.5	\$57.7
Other Motor Vehicle Dealers	\$19.6	\$4.6	\$15.0
Automotive Parts, Accessories, & Tire Stores	\$15.9	\$17.8	\$-1.9
FURNITURE			
Furniture & Home Furnishings Stores	\$22.3	\$28.0	\$-5.7
Furniture Stores	\$11.9	\$9.4	\$2.6
Home Furnishing Stores	\$10.3	\$18.6	\$-8.3
ELECTRONICS & APPLIANCE			
Electronics & Appliance Stores	\$21.6	\$22.9	\$-1.3
Appliance, Television, and Other Electronics Stores	\$16.8	\$16.8	\$0.0
Household Appliances Stores	\$2.7	\$4.8	\$-2.1
Radio Television and Other Electronics Stores	\$14.0	\$12.0	\$2.1
Computer and Software Stores	\$4.4	\$1.5	\$2.9
Camera & Photographic Equipment Stores	\$0.5	\$4.6	\$-4.1
BUILDING & GARDEN SUPPLY			
Building Material & Garden Equipment & Supply Dealers	\$106.4	\$234.7	\$-128.3
Building Material & Supply Dealers	\$91.2	\$234.3	\$-143.0
Home Centers	\$37.9	\$21.6	\$16.3
Paint and Wallpaper Stores	\$1.5	\$5.3	\$-3.7
Hardware Stores	\$9.3	\$9.2	\$0.1
Other Building Materials Dealers	\$42.5	\$198.3	\$-155.8
Lumberyards	\$16.8	\$74.2	\$-57.4
Lawn and Garden Equipment and Supplies Stores	\$15.2	\$0.4	\$14.7
Outdoor Power Equipment Stores	\$4.8	\$0.0	\$4.8
Nursery and Garden Centers	\$10.4	\$0.4	\$9.9
FOOD & BEVERAGE			
Food & Beverage Stores	\$116.7	\$62.0	\$54.7
Grocery Stores	\$70.6	\$49.2	\$21.3
Supermarkets and Other Grocery Stores	\$65.8	\$47.7	\$18.2
Convenience Stores	\$4.7	\$1.6	\$3.2
Specialty Food Stores	\$8.5	\$2.9	\$5.6
Beer, Wine, & Liquor Stores	\$37.7	\$9.9	\$27.8

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RETAIL GAP (STORE TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 5 MINUTES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
HEALTH & PERSONAL CARE			
Health & Personal Care Stores	\$49.6	\$76.9	\$-27.3
Pharmacies and Drug Stores	\$39.7	\$67.3	\$-27.6
Cosmetics, Beauty Supplies and Perfume Stores	\$3.4	\$1.1	\$2.3
Optical Goods Stores	\$2.1	\$1.8	\$0.3
Other Health and Personal Care Stores	\$4.4	\$6.7	\$-2.3
GASOLINE			
Gasoline Stations	\$92.7	\$68.9	\$23.8
Gasoline Stations with Convenience Stores	\$66.9	\$64.6	\$2.3
Other Gasoline Stations	\$25.8	\$4.3	\$21.5
CLOTHING			
Clothing & Clothing Accessories Stores	\$53.4	\$90.4	\$-37.0
Clothing Stores	\$25.6	\$23.3	\$2.3
Men's Clothing Stores	\$1.3	\$4.0	\$-2.7
Women's Clothing Stores	\$5.9	\$13.3	\$-7.4
Children's and Infants' Clothing Stores	\$1.3	\$1.5	\$-0.2
Family Clothing Stores	\$13.8	\$2.0	\$11.7
Clothing Accessories Stores	\$1.2	\$1.2	\$-0.1
Other Clothing Stores	\$2.3	\$1.3	\$0.9
Shoe Stores	\$3.7	\$5.5	\$-1.8
Jewelry, Luggage, & Leather Goods Stores	\$24.1	\$61.6	\$-37.5
Jewelry Stores	\$22.1	\$61.6	\$-39.5
Luggage & Leather Goods Stores	\$2.0	\$0.0	\$2.0
SPORTS, BOOKS AND MUSIC			
Sporting Goods, Hobby, Book, & Music Stores	\$21.7	\$24.5	\$-2.8
Sporting Goods, Hobby, & Musical Instrument Stores	\$18.2	\$12.6	\$5.6
Sporting Goods Stores	\$9.6	\$5.9	\$3.7
Hobby, Toys and Games Stores	\$5.1	\$3.4	\$1.7
Sew, Needlework, Piece Goods Stores	\$1.4	\$1.3	\$0.2
Musical Instrument and Supplies Stores	\$2.1	\$2.1	\$0.0
Book, Periodical, & Music Stores	\$3.4	\$11.8	\$-8.4
Book Stores and News Dealers	\$3.0	\$11.7	\$-8.7
Book Stores	\$2.7	\$7.3	\$-4.6
News Dealers and Newsstands	\$0.3	\$4.3	\$-4.0
Prerecorded Tape, Compact Disc, and Record Stores	\$0.5	\$0.2	\$0.3

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RETAIL GAP (STORE TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 5 MINUTES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
GENERAL MERCHANDISE			
General Merchandise Stores	\$111.5	\$58.3	\$53.2
Department Stores excluding leased depts.	\$49.3	\$36.8	\$12.5
Other General Merchandise Stores	\$62.2	\$21.4	\$40.7
MISCELLANEOUS			
Miscellaneous Store Retailers	\$28.2	\$46.0	\$-17.8
Florists	\$1.0	\$7.5	\$-6.5
Office Supplies, Stationery, & Gift Stores	\$14.0	\$21.2	\$-7.2
Office Supplies and Stationery Stores	\$6.9	\$8.3	\$-1.4
Gift, Novelty, and Souvenir Stores	\$7.0	\$12.9	\$-5.8
Used Merchandise Stores	\$2.4	\$6.5	\$-4.1
Other Miscellaneous Store Retailers	\$10.8	\$10.7	\$0.2
NON-STORE			
Non-store Retailers	\$89.6	\$328.5	\$-238.8
FOOD SERVICE AND DRINKING			
Foodservice & Drinking Places	\$115.9	\$760.4	\$-644.5
Full-service Restaurants	\$53.2	\$191.3	\$-138.1
Limited-service Eating Places	\$45.4	\$174.5	\$-129.1
Special Foodservices	\$12.5	\$360.0	\$-347.6
Drinking Places - Alcoholic Beverages	\$4.9	\$34.6	\$-29.7
GAFO	\$244.5	\$245.2	\$-0.8
General Merchandise Stores	\$111.5	\$58.3	\$53.2
Clothing & Clothing Accessories Stores	\$53.4	\$90.4	\$-37.0
Furniture & Home Furnishings Stores	\$22.3	\$28.0	\$-5.7
Electronics & Appliance Stores	\$21.6	\$22.9	\$-1.3
Sporting Goods, Hobby, Book, & Music Stores	\$21.7	\$24.5	\$-2.8
Office Supplies, Stationery, & Gift Stores	\$14.0	\$21.2	\$-7.2

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RETAIL GAP (STORE TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 5 MINUTES



NAME	LATITUDE	LONGITUDE
	35.218742	-80.837314

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RETAIL GAP (STORE TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 10 MINUTES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
TOTAL EXPENDITURES			
(Including Food & Drinking Places)	\$3377.0	\$6078.1	\$-2,701.1
MOTOR VEHICLE & PARTS			
Motor Vehicle & Parts Dealers	\$607.6	\$1091.9	\$-484.3
Automotive Dealers	\$498.6	\$918.5	\$-419.9
Other Motor Vehicle Dealers	\$61.3	\$41.9	\$19.4
Automotive Parts, Accessories, & Tire Stores	\$47.8	\$131.5	\$-83.7
FURNITURE			
Furniture & Home Furnishings Stores	\$68.8	\$163.6	\$-94.7
Furniture Stores	\$36.7	\$88.9	\$-52.2
Home Furnishing Stores	\$32.1	\$74.6	\$-42.5
ELECTRONICS & APPLIANCE			
Electronics & Appliance Stores	\$66.9	\$61.1	\$5.8
Appliance, Television, and Other Electronics Stores	\$52.1	\$49.7	\$2.4
Household Appliances Stores	\$8.7	\$10.7	\$-2.0
Radio Television and Other Electronics Stores	\$43.4	\$39.0	\$4.4
Computer and Software Stores	\$13.3	\$6.7	\$6.6
Camera & Photographic Equipment Stores	\$1.5	\$4.7	\$-3.2
BUILDING & GARDEN SUPPLY			
Building Material & Garden Equipment & Supply Dealers	\$337.5	\$572.0	\$-234.5
Building Material & Supply Dealers	\$288.1	\$568.4	\$-280.3
Home Centers	\$119.8	\$105.7	\$14.1
Paint and Wallpaper Stores	\$4.7	\$15.6	\$-10.9
Hardware Stores	\$30.4	\$48.8	\$-18.4
Other Building Materials Dealers	\$133.2	\$398.3	\$-265.1
Lumberyards	\$50.6	\$149.0	\$-98.4
Lawn and Garden Equipment and Supplies Stores	\$49.3	\$3.6	\$45.7
Outdoor Power Equipment Stores	\$15.3	\$1.3	\$14.0
Nursery and Garden Centers	\$34.1	\$2.3	\$31.8
FOOD & BEVERAGE			
Food & Beverage Stores	\$417.8	\$270.8	\$147.0
Grocery Stores	\$262.5	\$227.3	\$35.2
Supermarkets and Other Grocery Stores	\$245.1	\$215.8	\$29.3
Convenience Stores	\$17.4	\$11.5	\$5.9
Specialty Food Stores	\$31.8	\$7.9	\$23.9
Beer, Wine, & Liquor Stores	\$123.5	\$35.6	\$87.9

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BROOKLYN VILLAGE 10 MINUTES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
HEALTH & PERSONAL CARE			
Health & Personal Care Stores	\$183.8	\$355.3	\$-171.5
Pharmacies and Drug Stores	\$147.6	\$309.9	\$-162.3
Cosmetics, Beauty Supplies and Perfume Stores	\$12.9	\$25.0	\$-12.1
Optical Goods Stores	\$7.0	\$6.8	\$0.2
Other Health and Personal Care Stores	\$16.4	\$13.7	\$2.7
GASOLINE			
Gasoline Stations	\$321.1	\$275.1	\$46.0
Gasoline Stations with Convenience Stores	\$233.7	\$238.9	\$-5.2
Other Gasoline Stations	\$87.4	\$36.2	\$51.2
CLOTHING			
Clothing & Clothing Accessories Stores	\$166.8	\$539.1	\$-372.2
Clothing Stores	\$86.6	\$185.2	\$-98.6
Men's Clothing Stores	\$4.3	\$11.6	\$-7.4
Women's Clothing Stores	\$19.3	\$51.9	\$-32.6
Children's and Infants' Clothing Stores	\$5.1	\$11.3	\$-6.2
Family Clothing Stores	\$46.7	\$93.2	\$-46.5
Clothing Accessories Stores	\$3.8	\$8.5	\$-4.7
Other Clothing Stores	\$7.5	\$8.7	\$-1.2
Shoe Stores	\$13.3	\$27.2	\$-13.9
Jewelry, Luggage, & Leather Goods Stores	\$66.9	\$326.7	\$-259.8
Jewelry Stores	\$60.5	\$308.4	\$-247.9
Luggage & Leather Goods Stores	\$6.4	\$18.3	\$-11.9
SPORTS, BOOKS AND MUSIC			
Sporting Goods, Hobby, Book, & Music Stores	\$67.7	\$88.2	\$-20.6
Sporting Goods, Hobby, & Musical Instrument Stores	\$58.3	\$62.6	\$-4.4
Sporting Goods Stores	\$31.1	\$39.1	\$-7.9
Hobby, Toys and Games Stores	\$16.3	\$12.8	\$3.5
Sew, Needlework, Piece Goods Stores	\$4.5	\$2.2	\$2.4
Musical Instrument and Supplies Stores	\$6.3	\$8.6	\$-2.3
Book, Periodical, & Music Stores	\$9.4	\$25.6	\$-16.2
Book Stores and News Dealers	\$8.0	\$23.6	\$-15.6
Book Stores	\$7.2	\$19.2	\$-12.0
News Dealers and Newsstands	\$0.9	\$4.4	\$-3.5
Prerecorded Tape, Compact Disc, and Record Stores	\$1.4	\$2.0	\$-0.6

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BROOKLYN VILLAGE 10 MINUTES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
GENERAL MERCHANDISE			
General Merchandise Stores	\$392.0	\$612.7	\$-220.6
Department Stores excluding leased depts.	\$171.3	\$319.0	\$-147.7
Other General Merchandise Stores	\$220.7	\$293.7	\$-73.0
MISCELLANEOUS			
Miscellaneous Store Retailers	\$90.6	\$114.1	\$-23.5
Florists	\$3.2	\$12.1	\$-8.9
Office Supplies, Stationery, & Gift Stores	\$43.3	\$41.0	\$2.2
Office Supplies and Stationery Stores	\$20.7	\$14.9	\$5.8
Gift, Novelty, and Souvenir Stores	\$22.6	\$26.2	\$-3.6
Used Merchandise Stores	\$7.3	\$24.9	\$-17.6
Other Miscellaneous Store Retailers	\$36.8	\$36.1	\$0.7
NON-STORE			
Non-store Retailers	\$297.6	\$638.5	\$-341.0
FOOD SERVICE AND DRINKING			
Foodservice & Drinking Places	\$358.8	\$1295.7	\$-936.8
Full-service Restaurants	\$163.1	\$429.4	\$-266.3
Limited-service Eating Places	\$141.6	\$338.4	\$-196.8
Special Foodservices	\$38.9	\$443.8	\$-404.9
Drinking Places - Alcoholic Beverages	\$15.2	\$84.0	\$-68.8
GAFO			
GAFO	\$805.5	\$1505.6	\$-700.2
General Merchandise Stores	\$392.0	\$612.7	\$-220.6
Clothing & Clothing Accessories Stores	\$166.8	\$539.1	\$-372.2
Furniture & Home Furnishings Stores	\$68.8	\$163.6	\$-94.7
Electronics & Appliance Stores	\$66.9	\$61.1	\$5.8
Sporting Goods, Hobby, Book, & Music Stores	\$67.7	\$88.2	\$-20.6
Office Supplies, Stationery, & Gift Stores	\$43.3	\$41.0	\$2.2

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RETAIL GAP (STORE TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 10 MINUTES



NAME	LATITUDE	LONGITUDE
□	35.218742	-80.837314

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CBRE
RETAIL GAP (PRODUCT TYPE)

BROOKLYN VILLAGE
CHARLOTTE, NC

BROOKLYN VILLAGE 3 MILES

	Expenditures in \$M	Retail Sales in \$M	Gap in \$M
Total Expenditures (Including Food & Drinking Places)	\$1889.8	\$2797.0	\$-907.2
Alcoholic Drinks	\$10.7	\$37.3	\$-26.7
All Other Merchandise	\$104.8	\$216.7	\$-112.0
Audio Equipment, Musical Instruments, and Supplies	\$17.5	\$18.5	\$-1.0
Automotive Fuels	\$125.5	\$89.7	\$35.7
Automotive Lubricants	\$1.9	\$3.3	\$-1.4
Books	\$39.7	\$58.2	\$-18.5
Cars, Trucks, and Other Powered Transportation	\$312.8	\$196.5	\$116.4
Children's Wear	\$29.5	\$19.1	\$10.4
Cigarettes, and Tobacco & Smokers' Accessories	\$46.0	\$42.9	\$3.2
Computer Hardware, Software and Supplies	\$37.4	\$44.1	\$-6.6
Curtains, Draperies, Blinds, Slipcovers etc.	\$22.1	\$28.7	\$-6.6
Drugs, Health Aids, and Beauty Aids	\$177.6	\$349.2	\$-171.6
Flooring & Floor Coverings	\$9.2	\$28.7	\$-19.6
Footwear	\$31.4	\$37.1	\$-5.7
Furniture and Sleep Equipment	\$36.6	\$42.0	\$-5.4
Groceries and Other Foods	\$272.5	\$304.8	\$-32.3
Hardware Tools, and Plumbing and Electrical Supplies	\$9.2	\$35.6	\$-26.4
Jewelry	\$35.8	\$97.5	\$-61.6
Kitchenware and Home furnishings	\$35.2	\$70.1	\$-34.9
Lumber and Building Materials	\$5.3	\$22.8	\$-17.5
Major Household Appliances	\$9.6	\$18.5	\$-8.9
Meals and Snacks	\$177.5	\$735.2	\$-557.8
Men's Wear	\$47.3	\$38.9	\$8.4
Optical Goods	\$7.3	\$7.2	\$0.0
Packaged Liquor, Wine, Beer	\$52.8	\$20.8	\$32.0
Paint and Sundries	\$2.6	\$8.0	\$-5.4
Paper and Related Products	\$16.2	\$12.7	\$3.5
Pet Foods, and Pet Supplies	\$18.2	\$15.1	\$3.1
Photographic Equipment & Supplies	\$5.6	\$10.1	\$-4.5
Sewing, Knitting, and Needlework Goods	\$2.5	\$1.9	\$0.6
Small Electric Appliances	\$3.6	\$5.1	\$-1.5
Soaps, Detergents, and Household Cleaners	\$4.3	\$4.3	\$0.0
Sporting Goods	\$21.2	\$22.1	\$-0.8
Televisions, Video Recorders, Video Cameras	\$19.1	\$18.4	\$0.7
Toys, Hobby Goods, and Games	\$32.4	\$31.2	\$1.2
Women's, Juniors', and Misses' Wear	\$77.3	\$78.3	\$-1.0

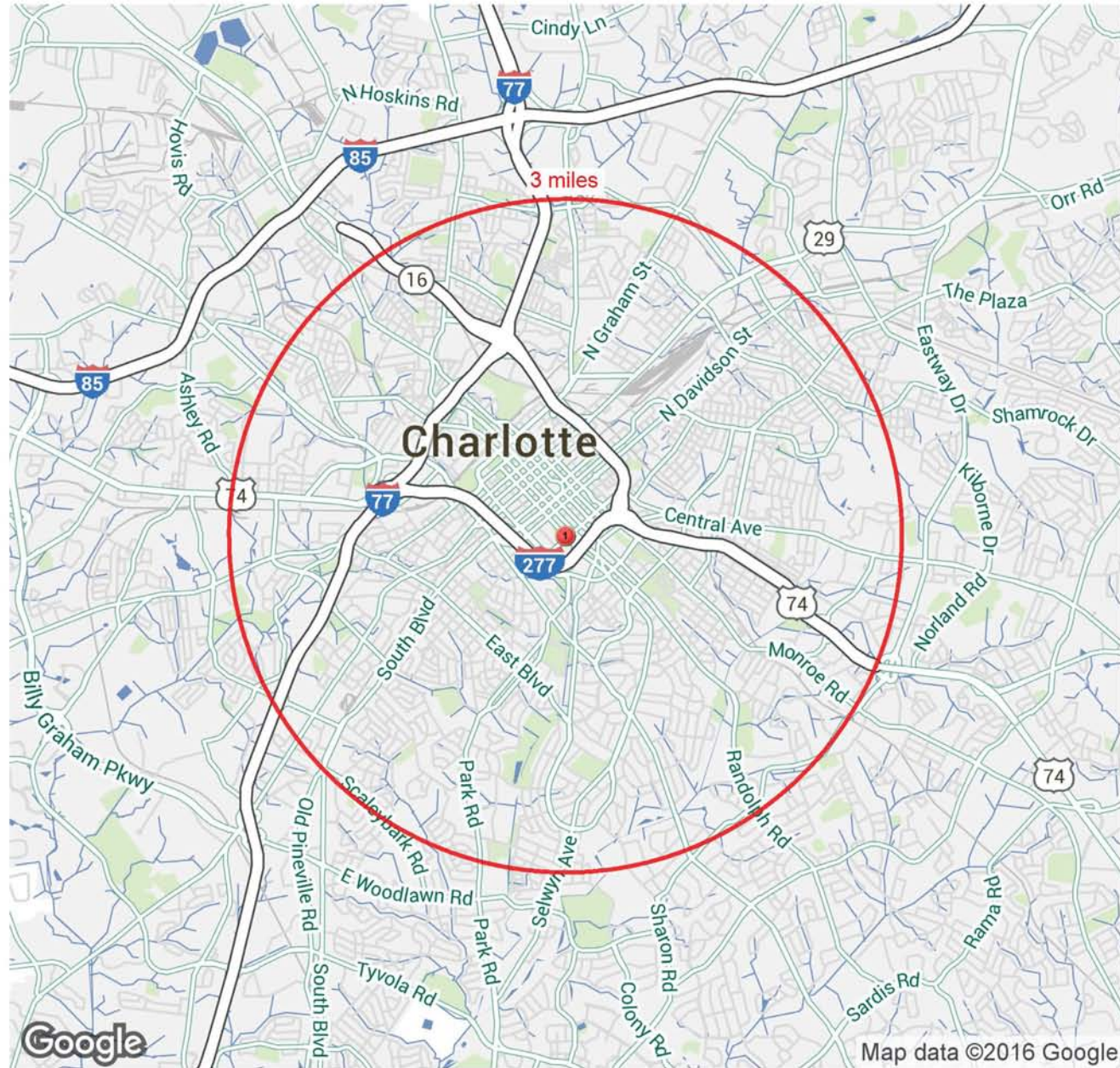
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RETAIL GAP (PRODUCT TYPE)

BROOKLYN VILLAGE CHARLOTTE, NC

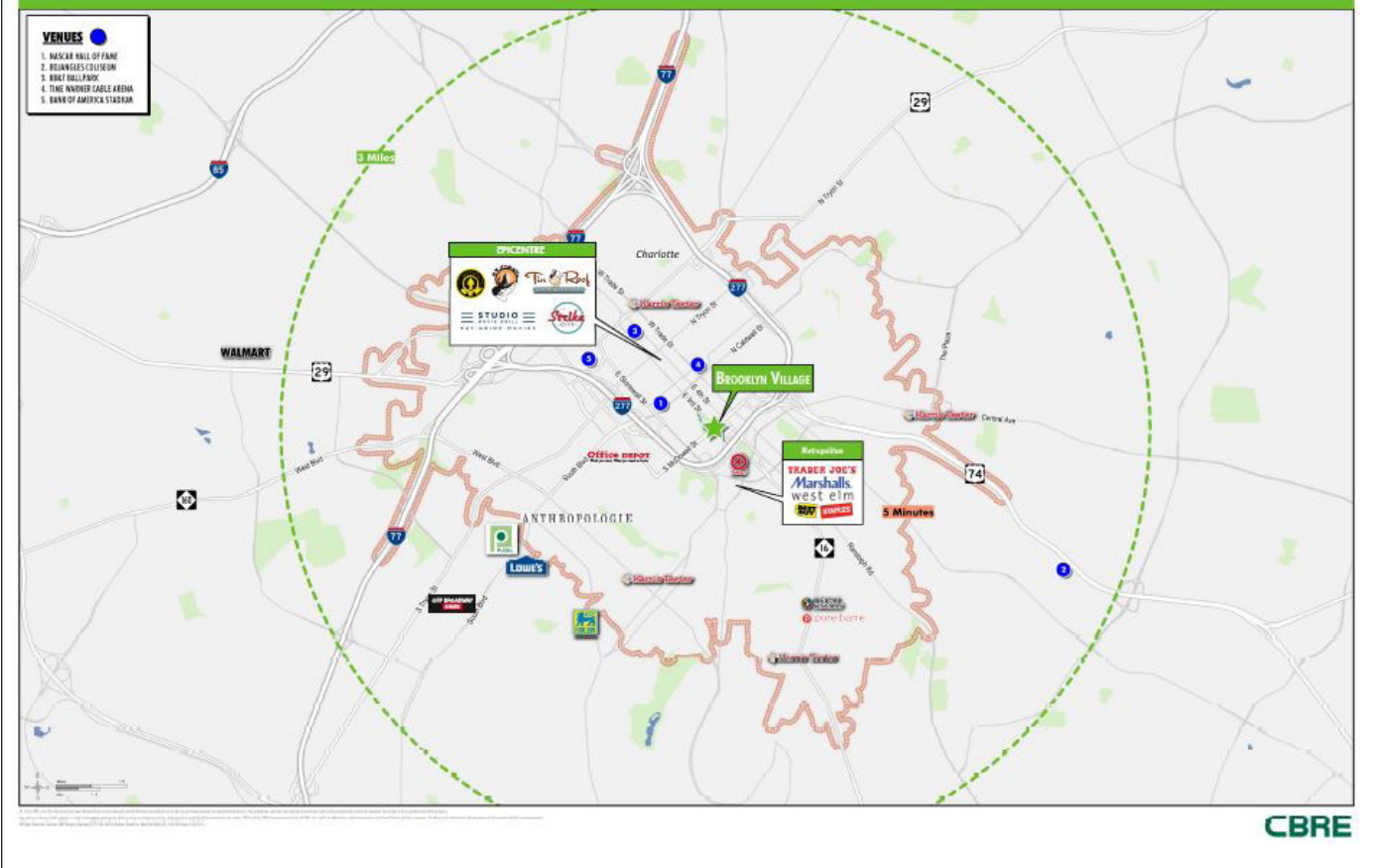
BROOKLYN VILLAGE 3 MILES



NAME	LATITUDE	LONGITUDE
1	35.218742	-80.837314

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BROOKLYN VILLAGE CHARLOTTE, NC



CBRE•URBAN RETAIL CASE STUDY THE FERDINAND

RETAIL CONSULTATION

THE FERDINAND

Roxbury, Massachusetts



CLIENT



REFERENCE:

Roger Mann
Special Assistant to the Chief Planner
City of Boston
Boston Redevelopment Authority
617.513.0584 (c)

CHALLENGE

- Act as a retail leasing consultant assisting the City of Boston on the procurement of tenants for the street-level retail space at the new Boston Public Schools headquarters. Present vision and strategy in public meetings
- Perform canvassing of Dudley Square and other Boston neighborhoods, to recruit local tenants along with connecting with regional prospects to encourage response to the Tenant RFP as part of an outreach effort to attract the best occupants for the retail space
- Advise on tenant proposals – review the proposals received and advise on the retail type, experience, operating model, financial management strength and relative capital capacity and responsiveness

SOLUTION & RESULTS

- Worked with the City of Boston to develop a Request for Proposal (RFP) for the retail opportunities, including issues of minimum rents, appropriate terms, and form of lease
- Attended bi-weekly meetings with the City of Boston team members to discuss status, proposals, marketing and tenant interest
- Responsible for the creation, production and dissemination of marketing materials including a rebranding of the building back to its historical name “The Ferdinand,” along with print and electronic marketing brochures and email blasts
- Attended multiple community workshops and public hearings that allowed interested retailers to learn more about the RFP process and provided prospects access to business planning and financial advisory resources in the community
- Reviewed and advised City and Tenant Selection Committee on all proposals, including feedback regarding retail type, experience, operating model, financial strength and relevancy of use at the project based on the study’s findings and industry trends
- Utilizing CBRE’s initial input on leasing strategy, extensive marketing and leasing effort, and continued advisement role throughout the public RFP process, the City of Boston and Ferdinand Tenant Selection Committee selected the tenant mix for the Ferdinand redevelopment Project
- The mix included a blend of qualified local and regional tenants,

PROFESSIONAL PROFILE



Jeremy Grossman
Senior Vice President/ Partner,
Retail Brokerage

jeremy.grossman@cbre-
ne.com
T: +1 617 912 6861
C: +1 617 9010857

Representative Clients:

- The Abbey Group
- All Aboard Florida, Miami, FL
- Amorino
- Mario Batali’s B&B Hospitality Group (Fatahy)
- Boston Properties
- Clarion Partners
- City of Boston
- Dress Barn
- The Fallon Company
- Federal Realty Investment Trust
- Invesco Real Estate
- LaSalle Partners
- Minituxe
- Mt. Vernon Company
- Nordblom
- Olympia Development, Detroit, MI
- PAUL bakery
- Pebblebrook Hotel Trust
- Smith & Wollensky
- Shreve, Crump & Low
- Simpson Housing/Development
- Street-Works
- TIAA-CREF
- Todd English Enterprises
- Ty Law’s Launch

CB Richard Ellis – N.E. Partners, LP, a CBRE Joint Venture

Jeremy specializes in urban and suburban retail leasing, national development consulting, and specialty retail/restaurant representation on behalf of CBRE/New England Retail, formerly CBRE/Grossman Retail Advisors, and has over 20 years of retail real estate experience. His years of experience directing leasing activity on the ownership side of the business have resulted in vast regional, national and international retail relationships. This expertise uniquely qualifies Jeremy to represent current national and international property owners, retailers and restaurants in their retail strategy and execution in Boston, New England and throughout the country.

Mr. Grossman currently represents several of the City of Boston’s most prolific mixed-use developments including Fan Pier along Boston’s waterfront, 501 Boylston Street in the Back Bay, and many other prominent urban and suburban locations. Additionally, Jeremy represents CBRE nationwide as an exclusive member of the Corporate Client Development Team, assisting leasing and development initiatives nationwide, including The District Detroit, a multi-billion dollar redevelopment of the downtown mixed-use district in Detroit, MI.

In addition to his role as Senior Vice President/Partner at CBRE/NE Retail, Jeremy serves as a Board of Trustees member with the non-profit organization, Gateways, based in Greater Boston and is an active volunteer & life skills coach with the Arc of Greater Plymouth, working closely with children and adults with developmental disabilities. He is a member of the International Council of Shopping Centers and past Chair of New England’s annual retail conference.

Prior to joining CBRE/NE Retail, Jeremy served as Director of Real Estate–New England at Federal Realty Investment Trust based in Rockville, MD where he managed the leasing activity for Federal’s Northeast Portfolio totaling more than two million square feet.

From 1999 through October 2006 Jeremy served as Vice President of Leasing at Boston-based Samuels & Associates. His management and leasing responsibilities included acquisition due diligence, new development merchandising strategies, and new lease deal generation and negotiation, having leased over 1.2 million square feet of space during his time with the company.

PROFESSIONAL AFFILIATIONS

- Member – International Council of Shopping Centers (ICSC)
- Executive Board Member – **Gateways**
- Volunteer Life Skills Coach – The Arc of Greater Plymouth

EDUCATION

- Syracuse University, BS Degree, School of Management
& S.I. Newhouse School of Communication

CBRE | New England



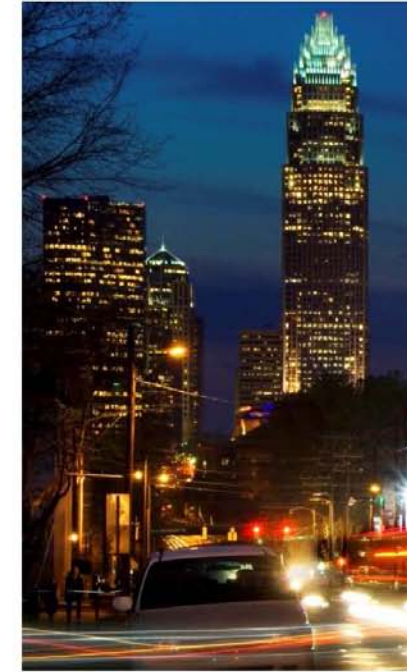
APPENDIX D



MULTIFAMILY MANAGEMENT SERVICES



ABOUT GRUBB PROPERTIES



Vision Statement

Working together
To enhance life and community
Through the creation and management
of
Exceptional real estate environments.

Mission Statement

Our primary focus is to maximize the
performance of the assets in which we
have been entrusted.

Company Highlights, Profile, & Services

- Multi-Generational Real Estate Family Company
- Over 50 years in Business Since 1963
- 100% Employee and Board Owned
- Vertically Integrated Real Estate Operating Company, with expertise in Acquisitions & Dispositions, Property Management, Asset Management, Investment, Leasing, Development Project Management, and Construction
- Southeast Operating Footprint (North Carolina, South Carolina, Georgia, Tennessee, Florida, Virginia, Mississippi)
- 2.5M SF of Commercial Assets Under Management
- Over 5,000 Multifamily Units Under Management or in Development



Grubb Team

Senior Team

The success of the company and the individual assets owned and managed are directly related to the 197 employees. The leadership team who has been working together for over a decade has a combined 200+ years of industry experience.



W. Clay Grubb
Chairman & CEO
Joined Grubb in 1993



M. Scott Brown
President
Joined Grubb in 1995



Todd Williams
Executive Vice President
Joined Grubb in 2005



Dan Schumacher
Senior Vice President
Joined Grubb in 2011



Jonathan Nance
Senior Vice President
Joined Grubb in 1997



Rob Miller
Senior Vice President
Joined Grubb in 2005



Kay Allen
Senior Vice President
Joined Grubb in 2004



Stella Walton
Senior Vice President
Joined Grubb in 2014



Lynette Vander Heyden
Regional Manager
Joined Grubb in 2011



Laura White
Multifamily Marketing
Joined Grubb in 2015



Lawrie Myers
Training/Transition
Joined Grubb in 2014



Ron Cox
Maintenance & Safety
Joined Grubb in 2015



Property Management Profile



Chairman & CEO
Charlotte, North Carolina

Close to \$2 billion in acquisitions and development under Clay's leadership

Two National Green Building Standard Certifications for Link Apartments® in NC and VA

Recipient of the Lex Marsh Award, the Greater Charlotte Apartment Association's highest honor, and the

Young Bishop Award from Virginia Episcopal School, the top honor for an alumnus under 40

W. Clay Grubb

Grubb Properties, Inc. (GPI) is a fully integrated organization with operations including development, acquisition, renovation and management. The company specializes in multi-family residential housing and commercial office properties. GPI was founded in Lexington, North Carolina in 1963. Clay started working at the company at age 12, specializing in residential mortgage collection, and directly saw the impacts of the recession on the industry in the late 1970s and 1980s. This experience greatly influenced GPI's strategy of expanding rapidly when coming out of recessionary periods and contracting during peak times.

Grubb Properties has evolved to become one of North Carolina's premier real-estate firms with more than 200 employees. The company oversees a portfolio of approximately 5,000 multi-family properties and more than 2 million square feet of office and retail space. The company maintains offices in Charlotte, Cary, and Lexington.

Professional Highlights

Clay Grubb leads the long-term, strategic vision for Grubb Properties and plays an active role in all investment decisions. Under his leadership, Grubb Properties successfully transformed from a family-owned business to an employee- and board-owned company. Clay has overseen the launch of eight private equity fund programs to provide capital investment for acquisitions and development, including five funds that have acquired and developed over \$800 million of new real estate since 2010.

Mr. Grubb received his law degree from The University of North Carolina School of Law and his Bachelor of Science in Management from the A. B. Freeman School of Business at Tulane University, with a concentration in finance and a second major in economics.

Professional and Civic Organizations

- Chairman of the Board for the Grubb Real Estate Preservation Foundation
- Chairman of the University of North Carolina at Charlotte's Real Estate Advisory Board
- Board of Directors for Aym Technologies
- Board of Trustees for the Children's Defense Fund in Washington, DC, where he chairs the National Freedom School Advisory Committee
- Past chairman of Freedom School Partners Board of Directors
- Past president of the Greater Charlotte Apartment Association
- Past chairman of the board for the Mint Museum of Craft + Design
- Past member of the Mint Museum Board of Trustees
- Past member of the Kenan-Flagler School of Business Real Estate Advisory Board
- Past member of North Carolina's Environmental Defense Fund Board
- Past member of Queens University's Presidential Advisory Board
- Past member, Executive Committee for Queens University's Learning Society
- Past member of the Board of Trustees for the NC Dance Theatre
- Member of Young Presidents Organization, served as North Carolina Forum Chair for five years
- Member of the Urban Land Institute



ROUND TRIP INVESTMENTS SINCE 2010



Newcastle North and South
Office & Lab – Durham, NC
Purchase price: \$4,000,000
Disposition price: \$29,250,000
Unlevered IRR = 83.52%
Unlevered Equity Multiple = 2.53x



Lenovo Campus
Office Campus – RTP, NC
Purchase price: \$26,000,000
Disposition price: \$127,000,000
Unlevered IRR = 95.08%
Unlevered Equity Multiple = 1.65x



Arlington & Concorde
Apartments – Chattanooga, TN
Purchase price: \$5,900,000
Disposition price: \$11,000,000
IRR = 52.18%
Equity Multiple = 1.83x



Sterling TownCenter
Apartments – Raleigh, NC
Cost basis: \$32,905,970
Disposition price: \$40,000,000
IRR = 42.51%
Equity Multiple = 2.42x



Sterling Steele Creek
Apartments – Charlotte, NC
Purchase price: \$36,500,000
Disposition price: \$49,700,000
IRR = 37.39%
Equity Multiple = 2.44x



Sterling Forest
Apartments – Raleigh, NC
Purchase price: \$10,015,000
Disposition price: \$16,250,000
IRR = 13.78%
Equity Multiple = 2.01x



Quarterside
Apartments – Charlotte, NC
Purchase price: \$24,850,000
Disposition price: \$31,200,000
IRR = 37.65
Equity Multiple = 2.01x



3135 Springbank
Office – Charlotte, NC
Purchase price: \$1,900,000
Disposition price: \$2,400,000
IRR = ∞
Equity Multiple = 141.46x

Confidential & Proprietary



M. Scott Brown



President
Grubb Properties
Cary, North Carolina

Scott directly oversees all company operations for Multifamily, Commercial & Healthcare, Project Management & Construction, and Investments. He brings over 26 years of industry expertise, and has completed 300 projects valued in excess of \$500 million over his career across a broad range of asset classes and construction types. In 2014 he was awarded the Monsignor Griffin award from the Raleigh Diocese for Extraordinary Support. Scott joined the company in 1995 after 9 years with Armada Hoffer, a top 300 ENR firm, and opened their NC office serving as its senior team member for 6 years.

Scott is a graduate of the University of North Carolina's Kenan-Flagler Business School Senior Executive Institute and received his undergraduate degree from the University of Maryland at Baltimore

Lynette Vander Heyden



Regional Manager
Grubb Properties
Cary, North Carolina

Lynette is currently responsible for the Raleigh and Fayetteville, North Carolina and Savannah, Georgia Multifamily Portfolio. She was formerly responsible for Greensboro Village Lofts. With twenty plus years of experience in the multifamily housing industry, she has a strong understanding of Revenue Optimization and Expense Control. She has been successful in leasing up new properties as well as repositioning value-add assets to stabilization. She has a strong understanding of search engine optimization and marketing. Lynette is a former board member of the Chicago Apartment Association, and she also holds her ARM™ accreditation with IREM. Lynette has been with Grubb Properties for four years.





Ron Cox



Maintenance &
Grubb Properties
Cary, North Carolina

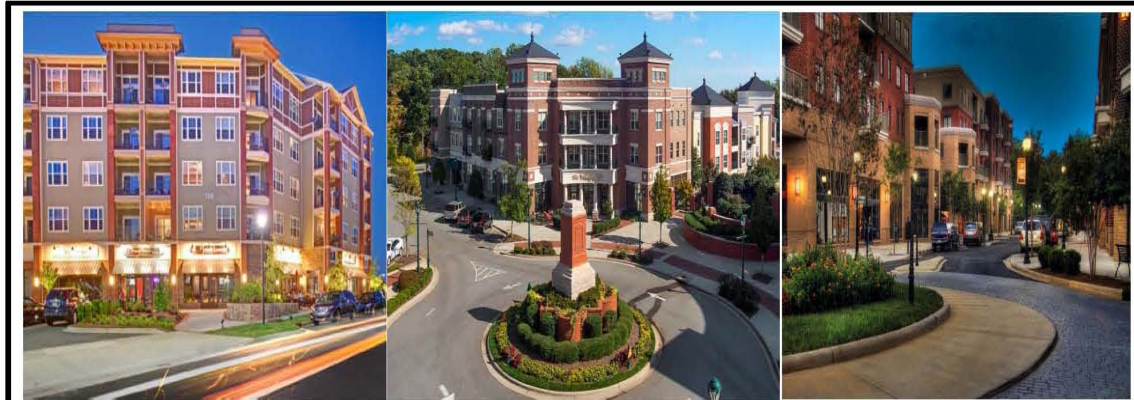
An industry expert with 17 years of successful experience in the Multi Family Industry specifically Facilities. He has been a Director of Maintenance for the last 8 years. Ron is currently serving on the Education Committee for the Triangle Apartment Association and enjoys the opportunity to work with others to help grow and advance careers.

Mixed-Use Track Record

Grubb Properties has managed several mixed use communities which include retail, office space and multi-family housing. Here is a list of the following:

- Morrison
- Village Loft and shopping center
- Langtree Apartments and commercial space
- Glen Lenox Apartments and shopping center
- Latta Pavilion

The multi-family team has worked with various commercial management companies in such aspects as parking coordination, event management, and securing leases for commercial spaces.



Langtree Lake
Norman
 Mooresville, NC

Village Lofts
Greensboro, NC

Morrison
Charlotte, NC

- Class A, 300 Units
- 50,000 SF Retail
- Currently 98% occupied
- Grubb assumed management in May 2015 at 82% occupied and stabilized in 5 weeks at 93%.

- Class A, 113 Units
- 185,000 SF Retail
- Grubb managed apartments alongside retail manager, Koury Corporation
- Leased up in 12 months to 97% occupancy

- Class A, 214 Units and 80 condos
- 131,418 SF Retail
- Grubb developed retail, apartments and condos
- Grubb managed apartments alongside retail manager

Mixed-Use Track Record



<p>Glen Lennox Chapel Hill, NC</p>	<p>Latta Pavilion Charlotte, NC</p>
<ul style="list-style-type: none"> •Class B, 440 Units •26,091 SF Retail •Currently 93.41% occupied 	<ul style="list-style-type: none"> •Class A, 161Units •101 Condos •35,000 SF Office Space

Product Type & Quality – Overall management



Currently Grubb Properties manages a wide variety of multifamily assets which include high-rise, mid-rise, garden-style and mixed use. Below is a sample of our products.



SkyHouse Uptown I & II
Charlotte, NC
•672 Units



LangTree at Lake Norman
Mooresville, NC
•300 Units



Sterling Town Center
Raleigh, NC
•339 Units



Link Apartments Brookstown
Winston- Salem, NC
■ 205 Units



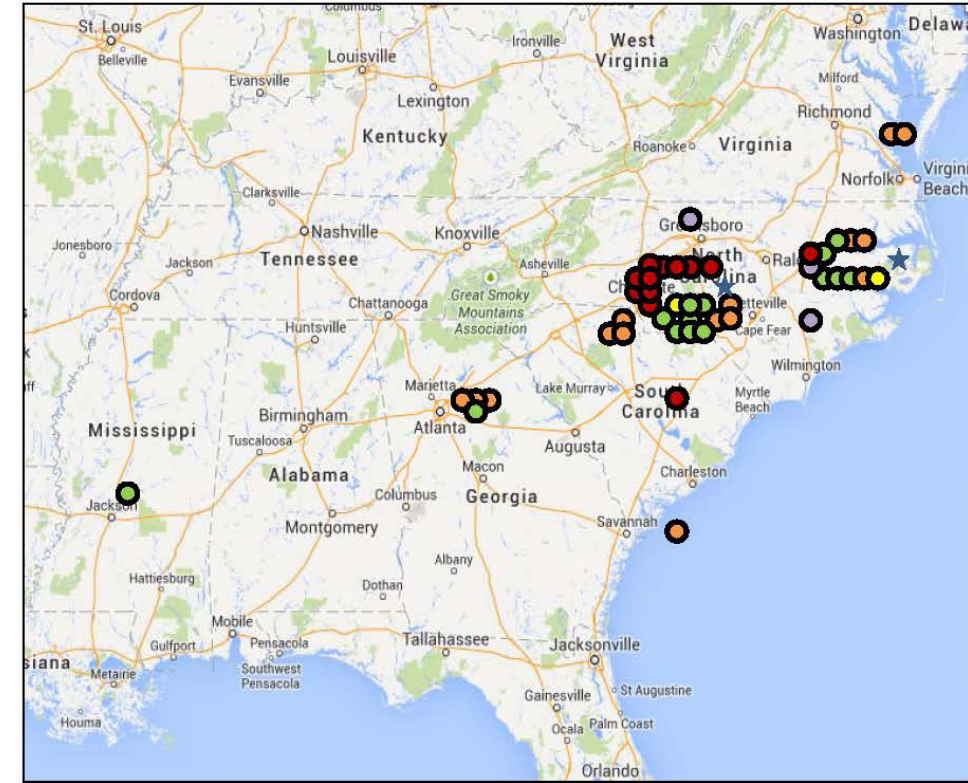
Link Apartments Manchester
Richmond, VA
■ 187 Units



Link Apartments Glenwood South
Raleigh, NC
■ 203 Units

I have lived at Link Apartments since June and I can honestly say that the staff here far exceeds any other management group I've ever encountered as a tenant. They are friendly, kind and extremely motivated to keep Link a great place to live." Link Apartments Manchester resident, Richmond, Va.

Portfolio Summary



Multifamily	# of Properties	# of Units
● Owned – Residential	13	2,880
● Under Development – Residential	4	1,090
● Managed – Residential	4	1,337
Total	21	5,307

Commercial	# of Properties	Sq. Ft.
● Owned – Commercial	14	1,385,643
● Managed – Commercial	12	1,109,573
Total	26	2,495,216

★ Corporate Office Locations



Matrix of Current Portfolio

Property	City	State	# of Units
Own			
Sterling Magnolia	Charlotte	NC	174
Link Apartments Manchester	Richmond	VA	187
Sterling Beaufont	Richmond	VA	312
Link Apartments Brookstown	Winston-Salem	NC	205
Glen Lennox	Chapel Hill	NC	440
Sterling Glenwood	Raleigh	NC	254
Sterling Collier Hills	Atlanta	GA	120
Sterling Vinings	Atlanta	GA	106
Sterling Oaks	Atlanta	GA	184
Sterling Bluff	Savannah	GA	216
Beacon Ridge	Greenville	SC	144
Sterling Pelham	Greenville	SC	422
Sterling Westchester	Greenville	SC	116
Total: 13			2,880
3rd Party			
Sterling Steele Creek	Charlotte	NC	456
LangTree	Moorseville	NC	300
Sterling Town Center	Raleigh	NC	339
The Enclave at Pamalee	Fayetteville	NC	242
Total 4			1,337
Development			
SkyHouse I	Charlotte	NC	336
SkyHouse II	Charlotte	NC	336
Link Apartments Glenwood South	Raleigh	NC	203
Link Apartments West End	Greenville	SC	215
Total 4			1,090
Total Properties: 21			Total Units: 5,307

Previously Managed Properties - Past 5 Years

Property	City	State	# of Units
Village Lofts	Greensboro	NC	213
Sterling Forest	Raleigh	NC	174
Whetstone Apartments	Durham	NC	203
Sterling Morrison	Charlotte	NC	214
Park South Apartments	Charlotte	NC	136
Quarterside Apartments	Charlotte	NC	184
Arlington East & Concorde Apartments	Chattanooga	TN	238



Sustainability at Grubb Properties



Grubb Properties takes the “Going Green Initiative” seriously and understands the impact it has on our daily lives. We have partnered with ideallygreen, which is a department of HD Supply, to implement energy and water-saving best practices and procedures. Using ideallygreen will help streamline the project coordination and administrative aspects for all of our commercial and multifamily properties. This benefit will allow us to make sure our onsite teams are focused on keeping tenants and residents informed during the process. Our goal for 2016 is to reduce overall energy consumption by 15% and will provide a basis for capital project expenses moving forward.

Initial details are:

- Provide cost analysis on upgrading all incandescent light bulbs to Energy Star LED or CFL bulbs.
- Provide cost analysis on installing 1.5 gpm aerators in bathroom and kitchen faucets.
- Providing cost analysis on installing 1.75 gpm shower heads.
- Bulbs/Aerators and Shower Heads will be installed in house after purchase/receipt of management.
- Identifying opportunities for photocells and lighting upgrades.

Another focus in our going green initiative is **pest control**. Our goal is to reduce pest problems by using strategies which are cost effective while keeping our tenants safe from harsh chemicals. The use of foggers, bombs, organophosphate or chlorinated hydrocarbons pesticides should not be permitted. A checklist of items will be provided to our pest control companies and a quarterly review will take place to track issues and responses.

Green cleaning is an ongoing process as we encourage our cleaners and housekeepers to use green certified cleaning products. Tracking will be done during our quarterly visits.

Waste Reduction and Recycling are in place both internally at our cooperate locations and at our commercial and multifamily properties. All tenants and employees are educated on the locations of all recycling centers and are encouraged to participate in this initiative. For employees, their participation is reviewed annually. On site, typical pickup is based on pressure gauges and fullness of compactors in order to reduce trip charges and multiple unnecessary pickups. We will provide the following to prospective tenants:

- Provide and educate tenants on recycling areas and encourage them to recycle.
- Provide easy and accessible locations to tenants for ease of use.
- Capital projects that require replacement of large items such as carpet and cabinets will be removed and sent to a nearby collection facility for reuse/recycling.

In a majority of our communities personal recycling containers are provided and picked up.





Vacant units will have the following:

- Thermostats set to 60 degrees heat/80 degrees cooling.
- Analog thermostats are being replaced with digital thermostats for more accurate readings.
- Water Heaters turned down to lowest setting.
- Refrigerators turned to most efficient setting.

All properties will have quarterly inspections to check the following:

- Possible or active leaks and repair.
- HVAC filter change and inspection.
- Smoke and CO detectors inspected and replaced, if needed.
- Window and door seals checked for efficiency.
- Lighting deficiencies and other areas of opportunities.

Commercial and Multifamily Common areas and offices will have the following:

- Photocells installed to keep energy consumption down and less usage of lights.
- Thermostats with lock boxes and programs set to keep tenants and residents from tampering.

Grubb Properties also encourages active lifestyles by educating tenants on the use of stairs versus elevators. We have several communities with bike storage to promote the use of cycling instead of using vehicles. We promote a smoke free environment by having designated smoking areas in beautifully landscaped courtyards and have some smoke free communities.

When awarded Revolution Mill we will have the same process as our other properties we own or manage.

- An initial visual inspection of the entire property interior and exterior.
- Detailed scope and analysis on opportunities for sustainability.
- Cost analysis for upgrades and savings after install.
- Quarterly inspections of the entire facility to ensure we are being as efficient as possible.

Recognition:

- National Green Building Standard Certification (NGBS)
 - Link Apartments Manchester
 - Link Apartments Brookstown
- Grubb Properties works with its owners and investors to achieve either LEED or Energy Star recognition. In 2015 three properties were awarded this recognition.
 - 7001 Development Drive – LEED Gold
 - 8001 Development Drive – LEED Gold
 - 525 N. Tryon St. – Energy Star label year 2015



Grubb Properties References

Rickie Paley -Investor

E-mail: rickiepale@aol.com

Phone: (212) 838-6464

- Link Apartments Brookstown
- Link Apartments Glenwood South
- Sterling Oaks
- Sterling Bluff
- Sterling Westchester
- Sterling Magnolia

Richard LaValley- Owner, LaValley, Lavalley, Todak & Schaefer Co., LPA

Email: dick.lavalleyjr@lavalley-law.com

Phone: (704) 997-2620

- LangTree at Lake Norman

Arthur Samet-CEO Samet

Email: asamet@sametcorp.com

Phone: (704) 697-2125

- The Enclave at Pamalee

LINK DEVELOPMENT STRATEGY

Geography & Locations

- Southeast metropolitan markets with high household formation and positive job growth where the company currently operates or has deep expertise.
- High barrier-to-entry submarkets with access to employment centers and retail services.
- Strong drive-by visibility with documented daily traffic volumes.
- Transit oriented or walk-able infill locations with close proximity to employment, cultural facilities, entertainment and other amenities.

Target Investment Criteria

- Wood frame construction either wrapping pre-cast parking garage or in podium configuration using either Type III or Type V construction for the housing portion.
- Lower average unit size than comparable properties with greater mix of studio and 1 bedroom units. All 2 bedroom units are roommate plans with bed/bath parity. No units larger than 2 bedroom.

Apartment Development Strategy	
Geography	• Southeast metropolitan markets
Demographics	<ul style="list-style-type: none"> • High household formation • Positive job growth with access to employment centers and retail services • Strong daily traffic volumes • Transit oriented or walk-able locations • Designed toward the "millennial generation" or "echo boomers" under the age of 35 that will generate substantial renter demand over the next decade.



Link Apartments Brookstown
Winston-Salem, NC

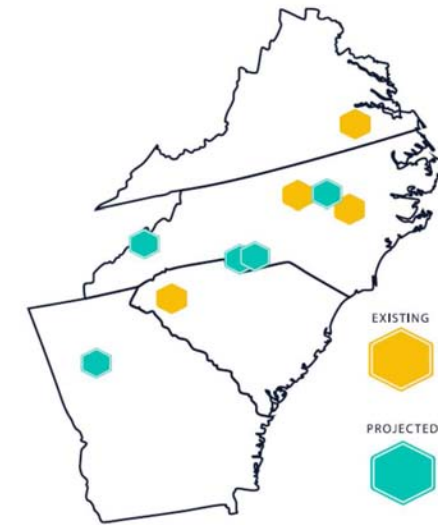


Confidential & Proprietary

URBAN BRAND – LINK APARTMENTS

- In existing, proven, urban neighborhoods
- Transit oriented
- Lifestyle within walking distance
- Located in close proximity to:
 - Restaurants, coffee houses, nightlife
 - Work, school
 - Friends, Other millennials
- Creates a social hub in vibrant communities
- High quality unit features
- Large modern common amenity spaces
- Competitive rents

Existing and Projected Link Apartments Sites



EXISTING

PROJECTED

Confidential & Proprietary



LINK APARTMENTS



Link Apartments Manchester
Richmond, VA

- Residential Units: 187
- Parking spaces: 222
- Total Cost: \$22.2M
- Fully stabilized, 97% occupied



Link Apartments Brookstown
Winston-Salem, NC

- Residential Units: 205
- Parking spaces: 246
- Total Cost: \$27.1M
- Project delivered under budget
- Fully stabilized, with an 11 month lease-up period (4 months earlier than proforma)



Link Apartments Glenwood South
Raleigh, NC

- Residential Units: 204
- Parking spaces: 245
- Total Cost: \$36.6M
- Currently in lease-up
- First units delivered 1/16, with 33 units pre-leased



Link Apartments West End
Greenville, SC

- Residential Units: 215
- Parking spaces: 278
- Total Cost: \$37.4M
- Site work cost savings realized
- First units projected to deliver 8/16



Confidential & Proprietary

APPENDIX E



Required Brand Design Features Exterior



WOODEN CANOPY: Trespa material wooden canopy in lieu of port cochere. Canopy overhangs drive-up and continues to entry

WOOD & GLASS AT HUMAN LEVEL: Trespa material & storefront glass on walls near garden and entry

GARDEN: Brand designed garden with trellises, pavers, plantings, fire pit and activity space

ICONIC SIGNAGE: Brand pylon sign and building signage; Colored brand bars integrated into full height of building using metal panels (fin-like or flat versions)

STAIRS: Stairs highlighted using glass and trespa; externally lit

GREEN WALL: Ambius green wall at entry, in vestibule and extending into lobby (200 SF)

BUILDING MATERIAL COLORS: EIFS, Metallic EIFS and paint in brand color palate



◀ MAIN MENU



BRAND

PROMISE

enabling wellness in travel

GUIDING PRINCIPLES

Healthy-Minded
 Energetic
 Revitalizing
 Natural
 Modern
 Straightforward

COMPONENTS

keep active	accomplish more	rest easy	eat well
Active Insights Fitness on Your Terms	Remote Control Connect the Dots	Rest Assurance Sleep Fuel Mind and Spirit	Simple. Natural. Good. Trust Yourself Good to Go

HALLMARKS

FEATURES

service and product standards



◀ MAIN MENU



Required Brand Design Features Interior – Common Space

GYM: 1200+ SF gym with natural light, brand design & equipment package, adjacent to welcome island, translucent greenery wall

WELLNESS WALL: Millwork piece with digital screen and space for newspapers, magazines, postings, etc.

TERRARIUM SCREENS: Brand millwork pieces to hold terrariums throughout lobby

WATER WALL: Brand millwork pieces with wood slats, gobo lighting and vessels to hold signature flavored waters

STAIRS: All stairs finished (paint, floor, lighting) and not just concrete; Feature stair exits inside hotel with large open glass wall from lobby

BRAND HEART OF HOUSE: Seating spaces, lockers, restrooms and employee showers

BRAND FFE PACKAGE including all seating areas & technology

FLEX ROOM: 350 SF meeting room with storage usable for group classes AM/PM

COCKPIT KITCHEN: 120 SF space, with all brand identified equipment, adjacent to marketplace. Additional back kitchen & storage required

F&B MARKET PLACE: Brand design millwork and tables, coffee experience, cold case, orange juicer and tablet ordering stations

WELCOME ISLAND: Brand designed island for check-in functions



[◀ MAIN MENU](#)



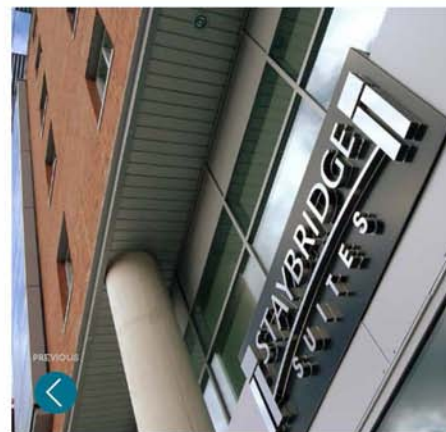
Distinctive building & garden entry

- Wooden canopy offers openness and light – wood used at primary guest touch-points only
- Colored & metallic EIFS used elsewhere
- Stairway highlighted as beacon
- Guests pass through a garden area when entering
- Garden area offers relaxing space, eating space & place for outdoor activities



[◀ MAIN MENU](#)

BRAND OVERVIEW



BRAND POSITIONING

Staybridge Suites® is the upscale extended stay brand that provides a warm, home-like experience for guests who spend a good bit of time away from home. The brand strives to meet both the physical and emotional needs of comfort to create a unique and authentic sense of home-like belonging. When guests experience Staybridge Suites, it's the brand's intent for guests to feel totally comfortable, like a member of the family, and not just a guest.



BRAND FACTS

- Staybridge Suites® launched in 1997
- Development cost advantage
- 50% of guests stay 5+ nights proving the success of the operating model
- Low ratio of staff to guests for increased operating margins
- Stays driven by local business
- Focused guest services
- Distinctive brand amenities drive premium room rates



BRAND HALLMARKS

- Spacious suites with fully-equipped kitchens
 - Deluxe studio
 - One-bedroom
 - Two-bedroom/two-bath
- Swimming Pool, Sport Court, and BBQ Pavilion
- Complimentary Wireless Internet
- Complimentary breakfast buffet
- Complimentary 24-hour fitness center
- Complimentary guest laundry facilities
- The Pantry 24-hour convenience store
- Welcoming fireplace in the Great Room
- The Social Evening Receptions
- Outdoor Living Room
- Free local phone calls
- 24-hour Business Center



FOOD & BEVERAGE

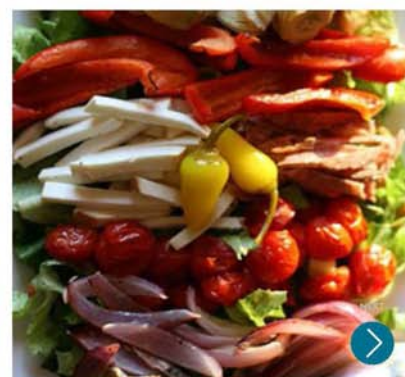
Complimentary Breakfast Buffet – A complimentary breakfast buffet is provided daily in the “Great Room” area.

Breakfast stations include:

- Bakery & Bread
- Fresh Fruit
- Egg and Meat Entrees
- Hot and Cold Cereals
- Waffle Station
- Hot and Cold Beverages, including Wolfgang Puck Coffee

The Social Evening Receptions. A concept featuring a rotating menu of customizable “small plate” entrees each paired with a signature salad.

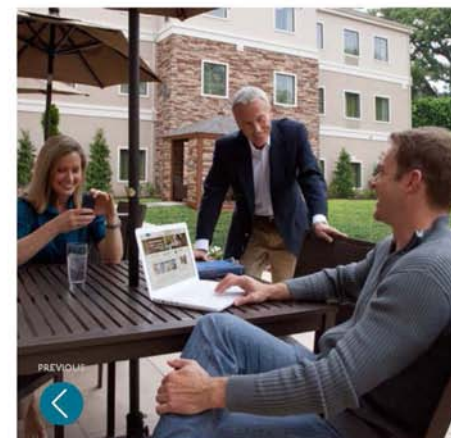
- Tuesday – Thursday 5:30p – 7:30p
- Differentiating as no competitor is currently using this concept.
- Easy to implement with full control and customization of ingredients.
- Greater guest participation in a social environment.



CONSUMER DEMOGRAPHICS

- 50% of guests stay 5+ nights
- 80% Business
- 68% male / 32% female
- Ages 35-49 years
- College educated, earning over \$100K a year
- Market Segment Profile – ideal for travelers seeking a residential-style hotel
 - Corporate
 - Relocation
 - Government
 - Professional Services Markets

Source: 2005 Staybridge Suites® Segmentation Study



URBAN SOLUTION

- Designed for true urban areas:
 - Highly walkable area
 - No surface parking
 - Sidewalk fronted
 - Densely populated
- Smaller guest room footprint makes development more scalable:
 - Urban studio has 13% smaller footprint than a standard studio
 - Urban 1-bedroom has 25% smaller footprint than the standard 1-bedroom
- Consumer validated:
 - Room space appropriate for urban areas
 - Delivers the Staybridge Suites experience
- Vista design scheme



PREVIOUS



NEXT



OPERATING MODEL





BK PARTNERS LLC



THE PEBBLES CORPORATION



CONFORMITY
CORPORATION

