

Page 2

Add the following definition:

10. **Gross Floor Area** means the total enclosed floor area of all floors of a building (including mezzanines), measured from the exterior faces of exterior walls and from the center line of walls separating buildings, including basements, lobbies, common areas, elevator shafts, stairwells, mechanical or equipment rooms, common corridors, building amenity areas, storage areas, enclosed garages, attics (whether or not a floor has actually been laid, providing structural headroom of 6'6" or more) and any other fully enclosed spaces of the building, whether leased to tenants or not. Gross Floor Area shall exclude rooftops, plazas, covered walkways, covered parking areas, outdoor dining or market areas, balconies, porches, terraces, loading docks, roof overhangs and any other non-enclosed areas (whether covered by a roof or not).

Page 7

Delete the disclaimer at the bottom of the page

Page 10

Under the Retail Use Area, delete the subsections numbered below and replace with the following:

14. Daycare centers if located on Lane Parke Road or Park Lane Court South;
33. Personal fitness trainers and studios, health clubs, spas, dance/yoga studios and similar facilities;
37. Physical therapists if located on Lane Parke Road or Park Lane Court South;
41. Shoe repair shops if located on Lane Parke Road or Park Lane Court South;
44. Theaters for the performing arts if located on Lane Parke Road or Park Lane Court South;

Under the Retail Use Area, delete the subsections numbered below:

24. Gymnasiums;
31. Neuromuscular therapists;

Add the following to the end of the Retail Use Area section:

Within areas designated Retail Use Area, if located on Main Street, Jemison Lane, Culver Road or Montevallo Road, the following conditional uses may be permitted within Lane Parke, but only with the prior written approval of the city council:

1. Daycare centers;
2. Physical therapists;
3. Shoe repair shops;
4. Theaters for the performing arts

Page 11

Replace #8 under Inn/Commercial Use Area with the following:

At any time following the date that is three (3) years following approval of this PUD Application, any use permitted in the Residential Use Area, provided however, in the event the Inn/Commercial Use Area is used as residential dwelling units, the Inn/Commercial Use Area shall not include more than forty (40) residential units;

Replace #4 under Residential Use Area with the following:

Amenities, improvements, storage and mechanical uses ancillary to residential dwelling units, including but not limited to a pool, gym, laundry/cleaning services and recreational facilities;

Page 12

Insert at the end of the opening paragraph:

In no event shall the ratio of Net Leasable Area to Gross Floor Area for any Use Area or Parcel exceed 1 to 1.15.

Page 15

Replace the first bullet point under the header "Building Designs, Locations and Sizes" with the following:

- The Illustrative Master Plan and the Three Dimensional Conceptual Renderings included in Appendix C are designed to show the general location of building footprints, public improvements, other development features and the relationships between those features. It is not intended to show precise details nor exact sizes, locations or design features of

Lane Parke. The Illustrative Master Plan and the Three Dimensional Conceptual Renderings included in Appendix C are not final engineering drawings, and features may be (and are expected to be) modified as final designs are developed pursuant to the Pattern Book and the Design Review Process. Examples of such modifications include the following:

- Building layouts may be modified to meet tenant needs;
- Building footprints may shift;
- Buildings may be separated to provide for pedestrian passages, access between buildings, useable courtyard or landscaping space, or other outdoor spaces;
- The location of private streets and parking spaces may be adjusted in accordance with final building layouts; and
- Footprint details (such as corners, angles, bays, and like features) may vary.

However, with respect to any such modifications, (i) the Permitted Density, which includes the Net Leasable Area Per Land Use and the Net Leasable Area Per Parcel, shall not be exceeded, (ii) the buildings and structures shall comply in all respects with the limitations established by the Pattern Book, and (iii) the location of Primary and Secondary Frontages shall not change, and the private streets shall comply in all respects with the limitations established by the Parking, Access and Traffic Plan, and (iv) the Total Parking Supply shall not be reduced.

Replace the section titled "Design Review" with the following:

Design Review

In connection with the preparation of schematic design documents for any building(s), the Project Owner shall submit to the zoning officer (as defined in the City Code) schematic design drawings (site plan, floor plans and elevations of the buildings therein) ("Preliminary Plans") for review and comment relative to compliance with the Design Standards. The zoning officer shall have the right to consult with the Design Committee for guidance on whether the Preliminary Plans comply with the Design Standards. Upon written request of the zoning officer, the Project Owner shall present the Preliminary Plans to the Design Committee at a regularly scheduled meeting of the Design Committee and cooperate with any subsequent inquiries of the Design Committee. The zoning officer will notify the Project Owner in writing within 30 days of the last to occur of the submittal of the Preliminary Plans or the Project Owner's presentation to the Design Committee if said Preliminary Plans do not comply with the Design Standards, which written notice shall include a description of why the Preliminary Plans are not in compliance with the Design Standards.

Prior to commencing construction on any building within Lane Parke, the Project Owner shall apply for a building permit in accordance with the requirements of Section 109-40 through Section 109-46 of the City Code. The zoning officer shall have the right to consult with the Design Committee to determine if the final plans for any building comply with the Design Standards.

The provisions of the foregoing two (2) paragraphs shall be referred to herein as the "Design Review Process").

Page 21

Insert at Bottom:

SERVICE AREA REQUIREMENTS

All service areas, loading areas and waste containers shall be either screened from view from any Primary Frontage or Secondary Frontage or wholly enclosed within the structure. Screening walls and materials shall be designed and constructed with materials compatible to that of the principal structure and, to the extent practical, landscape elements shall be incorporated to provide additional screening.

Page 23

Revise graphic as follows:

Highlight Lane Park Road, Culver Road and Montevallo road in purple to designate as Primary Frontages

Revise legend as follows:

Park Lane Court South (portion west of Main Street)

Page 49

Insert following the end of the fourth (4th) sentence:

Multiple Architectural Styles shall, when appropriate, be applied to the façades of any Street-Front Building that occupies the length of a block in order to create architectural diversity (taking into consideration the architectural diversity of surrounding buildings).

Page 86

Insert new paragraph following the end the third (3rd) paragraph:

Sidewalks on Primary Frontages shall be between eight (8) and twelve (12) feet wide, except that the sidewalks located on that portion of Lane Park Road north of Park Lane Court South shall be between six (6) and twelve (12) feet wide. Sidewalks on Secondary Frontages and Private Frontages shall be between six (6) and twelve (12) feet wide except that sidewalks in the Residential Use Area shall be a minimum of five (5) feet wide in accordance with the Residence G Standards.

2. DEFINED TERMS & SITE LEGEND

As used in this PUD Application, the following terms are defined as follows:

1. **Architectural Styles** means the Architectural Styles more particularly described in the Pattern Book.
2. **Building Typologies** means the permitted building types and specifications designated as Building Typologies and more particularly described in the Pattern Book.
3. **City** means the City of Mountain Brook, Alabama.
4. **City Code** means The Code of the City of Mountain Brook, Alabama.
5. **City Council** means the City Council of the City of Mountain Brook, Alabama.
6. **Design Committee** means the City's village design review committee as defined in the City Code.
7. **Design Review Process** means the Design Review Process described in Section 9 of this PUD Application.
8. **Design Standards** means the Design Standards set forth in Section 9 of this PUD Application.
9. **Evson Parcel** means that portion of the Property owned by Evson, Inc., an Alabama limited liability company, and more particularly described in Section 20 of this PUD Application.
10. **Gross Floor Area** means the total enclosed floor area of all floors of a building (including mezzanines), measured from the exterior faces of exterior walls and from the center line of walls separating buildings, including basements, lobbies, common areas, elevator shafts, stairwells, mechanical or equipment rooms, common corridors, building amenity areas, storage areas, enclosed garages, attics (whether or not a floor has actually been laid, providing structural headroom of 6'6" or more) and any other fully enclosed spaces of the building, whether leased to tenants or not. Gross Floor Area shall exclude rooftops, plazas, covered walkways, covered parking areas, outdoor dining or market areas, balconies, porches, terraces, loading docks, roof overhangs and any other non-enclosed areas (whether covered by a roof or not).
11. **Illustrative Master Plan** means the Illustrative Master Plan included in Section 4 of this PUD Application.
12. **Jemison Lane** means the proposed right of way identified as Jemison Lane on the Site Legend set forth on Page 3.
13. **Landscape Standards** means the Landscape Standards set forth in the Landscaping, Parks and Open Space Plan included in Section 10 of this PUD Application.
14. **Lane Parke** means the Property and all improvements, public and private, to be constructed on the Property in accordance with the Lane Parke Plan.
15. **Lane Parke Plan** means the plans for Lane Parke submitted for review pursuant to this PUD Application.
16. **Lighting and Screening Standards** means the Lighting and Screening Standards set forth in the Lighting and Screening Plan included in Section 11 of this PUD Application.
17. **Local Business District Standards** means the regulations and standards set forth in Sections 129-191 through 129-197 of the City Code as in effect as of January 1, 2012.
18. **Main Street** means the proposed right of way identified as Main Street on the Site Legend set forth on Page 3.
19. **Master Association** means any Master Association created in connection with the Master Declaration of Restrictions and Easements more particularly described in Section 16 of this PUD Application.
20. **Net Leasable Area** means the total enclosed floor area designed for the exclusive use of an occupant, including any basements, but excluding lobbies, common areas, elevator shafts, stairwells, mechanical or equipment rooms, common corridors, building amenity areas, storage areas, garages, covered parking areas, loading docks and any other areas not set aside for the exclusive use of occupants of the building. Unless otherwise noted in this PUD Application, all references to "square feet", "square foot" or "square footage" shall refer to the number of square feet of Net Leasable Area.
21. **Optional City Parking Level** means the Optional City Parking Level as described in Section 9 of this PUD Application.
22. **Parcel** means the corresponding parcel of land identified as Parcel "1 – 10" on the Site Legend set forth on Page 3, or any other legal parcel of land within Lane Parke now existing or created in the future by a Preliminary or Final Subdivision Plat submitted in connection with the development of Lane Parke.
23. **Parking Structure** shall mean the parking structure identified as the "Parking Structure" on the Illustrative Master Plan, or any other parking structure approved to be constructed in accordance with the Lane Parke Plan.
24. **Park Lane Court North** means the proposed right of way identified as Park Lane Court North on the Site Legend set forth on Page 3.
25. **Park Lane Court South** means the proposed right of way identified as Park Lane Court South on the Site Legend set forth on Page 3.
26. **Pattern Book** means the Pattern Book included in Section 9 of this PUD Application.
27. **Permitted Density** means the total number of square feet of Net Leasable Area permitted to be constructed within Lane Parke, as more particularly set forth in Section 7 of this PUD Application.
28. **Phase(s)** means any one or more of the phases of anticipated construction, consisting of a Residential Phase, a Grocery/Commercial Phase, a Retail Phase and an Inn Phase, each as more particularly described and shown in Section 15 of this PUD Application.
29. **Planning Commission** means the Planning Commission of the City of Mountain Brook, Alabama.
30. **Property** means the real property more particularly described in Section 20 of this PUD Application that is to be re-zoned to a Planned Unit Development District.
31. **Project Owner** means Evson, Inc., an Alabama corporation, and its successors and/or assigns.
32. **PUD Application** means this document, all schedules and exhibits attached hereto or provided in connection herewith, and all amendments and modifications hereto.
33. **Ray Building** means the building identified as the "Ray Building" on the Illustrative Master Plan.
34. **Ray Parcel** means that portion of the Property currently owned by RC Limited, LLC, an Alabama limited liability company, and more particularly described in Section 20 of this PUD Application.
35. **Regulating Plan** means the Regulating Plan more particularly described in the Pattern Book.
36. **Residence G Standards** means the regulations and standards for the Residence G Residential District set forth in Sections 129-531 through 129-535 of the City Code as in effect as of January 1, 2012.
37. **Shared Parking Analysis** means the Shared Parking Analysis as defined in Section 13 of this PUD Application.
38. **Shared Parking Assumptions** means the square footages assigned to each category of uses within Lane Parke that serve as the basis upon which the Shared Parking Analysis was made, as particularly described in Section 13 of this PUD Application.
39. **Shared Parking Opinion** means a Shared Parking Opinion as defined in Section 13 of this PUD Application.
40. **Total Parking Supply** means the Total Parking Supply as defined in Section 13 of this PUD Application.
41. **Unit** means any condominium unit created on any Parcel or within any Unit located on the Property.





6. PERMITTED LAND USES

PERMITTED USES

Multiple uses shall be permitted within Lane Parke including retail, hospitality, office, service, residential, green space, parking and municipal uses, as more particularly set forth below.

Lane Parke is divided into each of the following Use Areas, the location and boundaries of which are shown in Section 5 on Page 9. All uses are permitted by right unless (i) expressly limited or conditioned herein or (ii) the square footage of any specific use would exceed the Shared Parking Assumption for such specific use, as outlined in Section 13, in which case such specific use shall be conditioned upon the delivery by Project Owner of a Shared Parking Opinion confirming that the parking demand created by such specific use shall not exceed the Total Parking Supply.

Retail Use Area. Within areas designated Retail Use Area, the following uses are permitted by right:

1. Antique stores;
2. Appliances and electronic goods and equipment;
3. Arts and crafts stores;
4. Bakeries selling food from the premises;
5. Banks and financial services firms;
6. Barber shops (limited to one);
7. Bars, pubs and other establishments primarily engaged in the sale of alcoholic beverages for on-site consumption;
8. Bookstores;
9. Bridal shops;
10. Business offices and professional offices, provided however, that business offices or professional offices may only be located in space with frontage along Lane Park Road;
11. Clothing stores;
12. Coffee shops;
13. Computer and electronics stores;
14. Daycare centers if located on Lane Parke Road or Park Lane Court South;
15. Dry cleaning establishments where no laundering or cleaning is done on the premises;
16. Electronic and electrical repair shops;
17. Fitness centers;
18. Florist shops;
19. Furniture stores;
20. Garden and lawn stores;
21. General merchandise stores, including full-line department stores;
22. Gift shops;
23. Grocery stores;
24. Hardware stores;
25. Ice cream parlors;
26. Interior design shops that include the on-site exchange of merchandise for general consumers;
27. Jewelry stores;
28. Liquor, wine and/or spirits stores;
29. Meat, seafood, vegetable and fruit markets;
30. Parcel delivery and packaging stores;
31. Personal fitness trainers and studios, health clubs, spas, dance/yoga studios and similar facilities;
32. Pet shops;
33. Pharmacies;
34. Photography studios;
35. Physical therapists if located on Lane Parke Road or Park Lane Court South;

36. Rental and sale of electronic media and related items;
37. Restaurants, cafes, cafeterias and delicatessens, provided however, that the Shared Parking Assumptions shall not apply to restaurant, cafeteria or delicatessen uses that are ancillary to a primary use within the Inn/Commercial Use Area or the Retail Use Area (such as a delicatessen within a grocery store);
38. Shipping and wrapping of packages and sale of related items;
39. Shoe repair shops if located on Lane Parke Road or Park Lane Court South;
40. Shoe stores;
41. Sporting goods stores;
42. Theaters for the performing arts if located on Lane Parke Road or Park Lane Court South;
43. Travel agents;
44. United States Post Office;
45. Variety stores;
46. Streets, rights of way, service roads, access ways and drive aisles;
47. Sidewalks and pedestrian passage ways;
48. Drive through facilities, if implemented in accordance with the Design Standards;
49. Accessory uses customarily incidental to the uses permitted in the Retail Use Area;
50. Any other business that provides for the display and on-site exchange of merchandise for general consumers that is not otherwise prohibited under the City Code;
51. Streets, rights of way, service roads, access ways and drive aisles (both public and private); and
52. Sidewalks and pedestrian passage ways.

Within areas designated Retail Use Area, if located on Main Street, Jemison Lane, Culver Road or Montevallo Road, the following conditional uses may be permitted within Lane Parke, but only with the prior written approval of the city council:

1. Daycare centers;
2. Physical therapists;
3. Shoe repair shops;
4. Theaters for the performing arts

Office/Commercial Use Area. Within areas designated Office/Commercial Use Area, the following uses are permitted by right:

1. Any use permitted in the Retail Use Area;
2. Business offices and professional offices, provided however, that no business offices or professional offices located on any Parcel other than the Ray Parcel (Parcel 9) shall be located on the first (1st) floor of a building;
3. Interior design shops;
4. Public and private parking structures;
5. Commercial uses ancillary to the operation of a parking structure, such as administrative space for parking structure management and valet services, an automobile wash/detail service and storage space;
6. Streets, rights of way, service roads, access ways and drive aisles (both public and private); and
7. Storage, back office support, mechanical or other uses ancillary to any primary use permitted under the Retail Use Area, Office/Commercial Use Area, Inn/Commercial Use Area, Residential Use Area or Public Use Area.



Inn/Commercial Use Area. Within areas designated Inn/Commercial Use Area, the following uses are permitted by right:

1. Inns, bed and breakfast establishments and hotels, provided however, in no event shall such use include more than one-hundred (100) rooming units;
2. Administrative office uses;
3. Meeting/conference uses ancillary to the operation of a full service inn;
4. Kitchen and catering services for use in connection with meeting/conference uses and for the provision of room service;
5. Commercial uses ancillary to the operation of a full service inn, including salons, pool, spas, gym, laundry/cleaning services, valet services, concierge services and other amenities;
6. Newsstands, gift shops, galleries, shops selling sundry items, coffee shops or shops selling food items for carry out only located within an inn, bed and breakfast establishment or hotel;
7. Any use permitted in the Retail Use Area, provided however, that (i) the square footage of Net Leasable Area devoted primarily to uses permitted within the Retail Use Area shall not exceed the Permitted Density and (ii) no more than one (1) sit-down, full service restaurant shall be permitted in the Inn/Commercial Use Area;
8. At any time following the date that is three (3) years following approval of this PUD Application, any use permitted in the Residential Use Area, provided however, in the event the Inn/Commercial Use Area is used as residential dwelling units, the Inn/Commercial Use Area shall not include more than forty (40) residential units;
9. Streets, rights of way, service roads, access ways and drive aisles (both public and private); and
10. Sidewalks and pedestrian passage ways.

Residential Use Area. Within areas designated as Residential Use Area, the following uses are permitted by right:

1. Residential dwelling units, provided however, the Residential Use Area shall not include more than two-hundred seventy-six (276) residential units;
2. Enclosed garages and covered parking;
3. Leasing and sales offices;
4. Amenities, improvements, storage and mechanical uses ancillary to residential dwelling units, including but not limited to a pool, gym, laundry/cleaning services and recreational facilities;
5. Streets, rights of way, service roads, access ways and drive aisles (both public and private); and
6. Sidewalks and pedestrian passage ways.

Open Space Use Area. Within areas designated Open Space Use Area, the following uses are permitted by right:

1. Parks;
2. Playgrounds;
3. Green space;
4. Trails;
5. Outdoor dining areas;
6. Amenities, valet services, pavilions, amphitheaters and accessory structures ancillary to the foregoing uses; and
7. Special events, including festivals, parades, races, assemblies, gatherings and other events permitted under the City Code provided such special events are sponsored and the sponsor thereof satisfies all requirements of the City Code with respect to thereto.

Public Use Area. Within areas designated Public Use Area, the following uses are permitted by right:

1. Streets, rights of way, service roads, access ways and drive aisles (both public and private);
2. Sidewalks and pedestrian passage ways;
3. Special events, including festivals, parades, races, assemblies, gatherings and other events permitted under the City Code, provided such special events are sponsored and the sponsor thereof satisfies all requirements of the City Code with respect to thereto; and
4. Sidewalk vending and kiosk operations located on sidewalks and other pedestrian passage ways, provided that (except for special events for which a separate permit is obtained pursuant to the City Code):
 - a. there shall be no more than five (5) sidewalk vending or kiosk locations within Lane Parke;
 - b. such vending or kiosk site operations shall be conducted from a fixed location (though nothing herein shall prevent any vending or kiosk structure from having wheels or otherwise being capable of being transported);
 - c. the location of such vending or kiosk site shall not lead to or cause significant congestion or blocking of pedestrian traffic;
 - d. all items or services to be sold must be a permitted use under the Retail Use Area;
 - e. the design of any vending or kiosk structure has been approved by the Design Committee; and
 - f. the operator of such vending or kiosk site shall have obtained a business license pursuant to the City Code and shall otherwise be in compliance with all applicable provisions of the City Code.



7. PERMITTED DENSITY

PERMITTED DENSITY

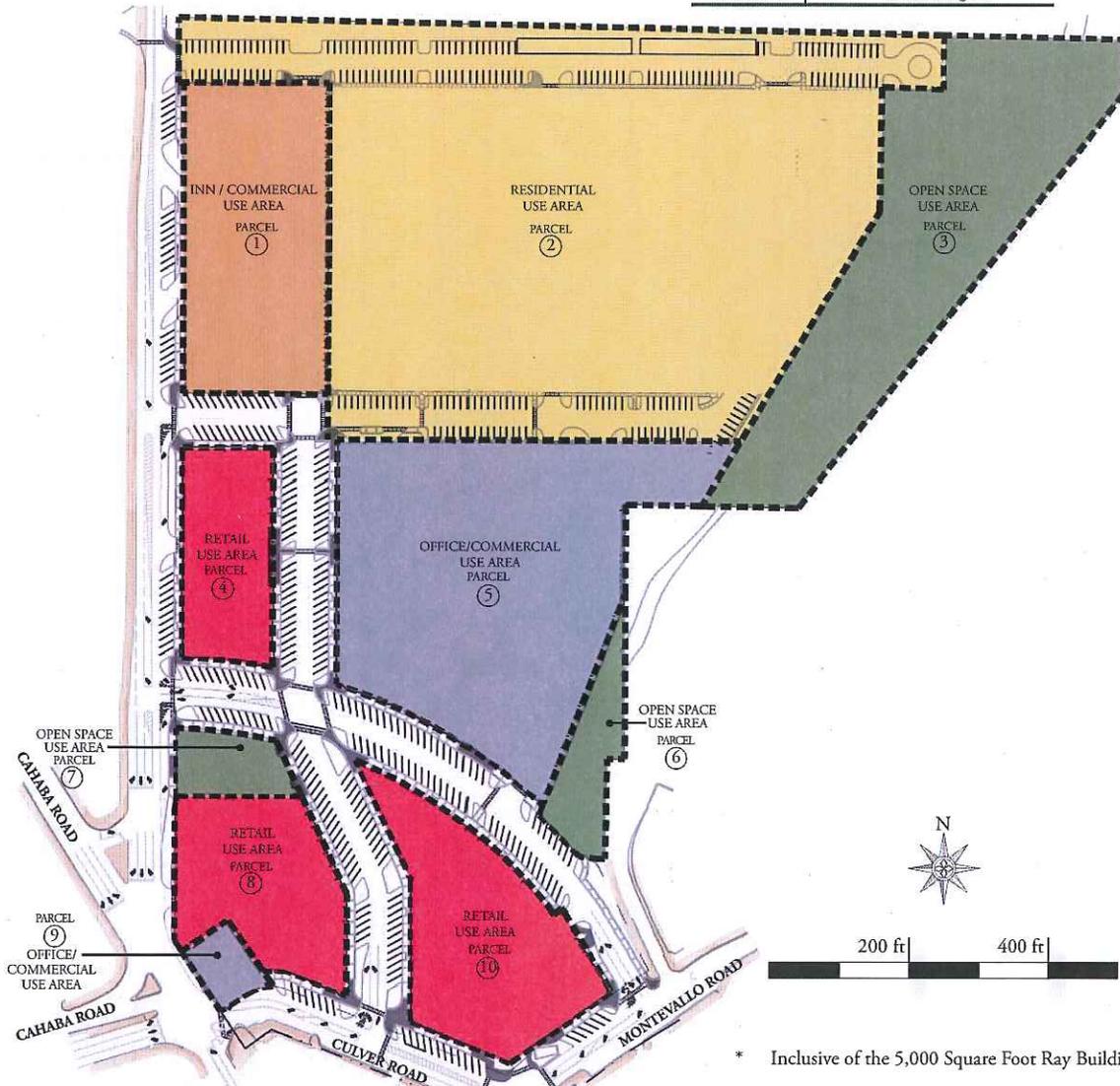
The density of land uses within Lane Parke shall not exceed (collectively, the "Permitted Density"): (i) with respect to each Use Area, the Maximum Square Footage Per Land Use set forth in Table 1 below, as adjusted for the Programming Allowance, and (ii) with respect to each Parcel, the Maximum Square Footage Per Parcel set forth in Table 2 below. The Maximum Square Footage Per Land Use set forth in Table 1 below for the Retail Use Area and the Office/Commercial Use Area may each increase by up to 5% based upon the final programming requirements of building occupants provided that the incremental parking demand resulting from such increase shall not exceed the Total Parking Supply, as determined by a Shared Parking Opinion (the "Programming Allowance"). In no event shall the ratio of Net Leasable Area to Gross Floor Area for any Use Area or Parcel exceed 1 to 1.15.

TABLE 1 - NET LEASABLE AREA PER LAND USE

USE AREA	MAXIMUM NET LEASABLE AREA
1. RETAIL USE AREA	112,500 SF
2. OFFICE/COMMERCIAL USE AREA	OFFICE: 30,000 SF*
	RETAIL: 47,000 SF
3. INN/COMMERCIAL USE AREA	INN: 99,000 SF
	RETAIL: 6,500 SF
4. RESIDENTIAL USE AREA	303,600 SF
TOTALS	598,600 SF

TABLE 2 - NET LEASABLE AREA PER PARCEL

PARCEL	MAXIMUM NET LEASABLE AREA
PARCEL 1	105,500 SQ FT
PARCEL 2	303,600 SQ FT
PARCEL 3	0 SQ FT
PARCEL 4	36,700 SQ FT
PARCEL 5	88,500 SQ FT
PARCEL 6	0 SQ FT
PARCEL 7	0 SQ FT
PARCEL 8	37,650 SQ FT
PARCEL 9	5,000 SQ FT
PARCEL 10	46,200 SQ FT



* Inclusive of the 5,000 Square Foot Ray Building.



8. BASE ZONING DISTRICT STANDARDS

BASE ZONING DISTRICT STANDARDS

The base zoning district for Parcel 1 and Parcels 3 – 10 shall be the Local Business District Standards and the Village Overlay Standards.

The base zoning district for Parcel 2 shall be the Residence G Standards and the Village Overlay Standards.

The buildings and uses within Lane Parke shall generally comply with the Local Business District Standards, the Residence G Standards and the Village Overlay Standards, as applicable, except as specifically set forth herein.

Because the Project Owner will be creating a new street network with unique Design Standards applied to multiple uses, deviations from the base zoning district standards are needed to provide sufficient flexibility to achieve the goals of the Village Master Plan and the Development Objectives of Lane Parke, as outlined in this PUD Application.

Notwithstanding anything contained herein or in the City Code to the contrary, the following deviations from the Local Business District Standards, the Residence G Standards and the Village Overlay Standards shall be permissible within Lane Parke:

	BASE ZONING DISTRICT STANDARDS	LANE PARKE PLAN	REASON FOR DEVIATION
USES			
Uses	Uses permitted in the Residence G Standards and the Local Business District Standards	See Section 6 for the Permitted Uses in Lane Parke.	By integrating a new street network, new parking infrastructure, better pedestrian connections and better traffic circulation through a comprehensive plan, the existing residential and commercial uses can be combined, and new, compatible uses introduced, in an efficient manner that avoids negative impacts on surrounding areas and satisfies the objectives of the Village Master Plan.
DENSITY			
Residential	12 units per acre per floor.	See Section 7 for the Permitted Density.	Lane Parke has been designed to provide sufficient parking,
Commercial	Limited by parking and height requirements.	See Section 7 for the Permitted Density.	traffic circulation and green space to serve the increased density.
BUILDING TYPOLOGIES			
Building Typologies	Allows Street-Front, Free-Standing and Stacked Flat Buildings	Introduces Grocery, Inn, Parking Structure and Residential Typologies and building limitations for each.	Additional typologies are required to accommodate the proposed uses in Lane Parke.
REGULATING PLAN			
Regulating Plan	See existing regulating plan in the Village Overlay Standards.	See new Regulating Plan for Lane Parke on pages 22 and 23.	Lane Parke, is establishing a new and different street network than contemplated in the existing regulating plan.
HEIGHT OF BUILDINGS			
Parapet	2-4'	Minimum 3'	To ensure all rooftop equipment is hidden from view.
Residential	Maximum 3 stories / 46' Pitched roofs allowed up to 16'	Maximum 4 stories / 66' Pitched roofs allowed up to 20'	In the locations of the Inn Building and Residential Buildings, these heights are consistent with the height increases contemplated by the Village Master Plan. The additional allowed heights are mitigated by their location well removed from the core of the Village, the design features required by the Design Standards and the Open Space Requirements.
Inn	Maximum 3 stories / 46' Pitched roofs allowed up to 20'	Maximum 4 stories / 66'	New building typology.
FIRST STORY HEIGHT (INTERNAL)			
Street-Front	12' Minimum	May exceed 18' in height provided that such first story internal building heights shall not exceed 30'	To accommodate the required specifications of proprietors occupying more than one story
Free-Standing	18' Maximum		
REQUIRED GROUND FLOOR ELEVATION			
Street-Front	0-1'	Not applicable along Montevallo Road and Culver Road	The construction of topography and drainage improvements within Lane Parke will dictate the ground floor elevation heights to mitigate flood risk.
Free-Standing			
REQUIRED FRONT BUILDING LINE			
Free-Standing	10-25'	Minimum 5'	To more closely align Free-Standing Buildings with Street-Front Buildings and create a more consistent street edge.
Residential	22-26'	Minimum 10'	To allow for smaller scale buildings with greater spacing between structures, and to provide a center courtyard for the addition of green space and amenities.
Additional deviations		Front building lines along streets and rights of way may vary in accordance with the Design Standards	To enhance architectural character and visual interest along the street front.
		Front building line requirements shall not apply to drive aisles; access points to the public parking structure as generally depicted in the Illustrative Master Plan; and canopies, porte cocheres, balconies and other similar building overhangs	To allow for efficient vehicular travel and convenient access to parking within the Lane Park Plan.
SIDE YARD SETBACKS			
Free-Standing	10% of Lot width or 10', whichever is less	5'	To more closely align Free-Standing Buildings with Street-Front Buildings and create a more consistent street edge.
Residential	10% of Lot width or 10', whichever is less	5'	To allow for smaller scale buildings with greater spacing between structures, and to provide a center courtyard for the addition of green space and amenities.
MINIMUM REAR YARD SETBACK			
Free-Standing	10'	5'	To allow more building frontage on lots restricted in size by utility easements and drainage/floodway easements.
Residential	20'	10'	To allow for smaller scale buildings with greater spacing between structures, and to provide a center courtyard for the addition of green space and amenities.



BASE ZONING DISTRICT STANDARDS

REQUIRED LOT WIDTH & MINIMUM LOT DEPTH			
Free-Standing	60' width	Not Applicable	Lane Parke will be divided into Parcels as identified on Page 3 of this PUD Application. The Design Standards and Illustrative Master Plan contemplate buildings and structures being oriented with respect to such Parcels, so minimum lot widths and depths are not necessary.
Street-Front	25' width		
Residential	60' width; 100' depth		
STREET WALL			
Street-Front	Street wall to cover 90-100% of a lot	Not applicable to drive aisles and access points to the public parking structure	To allow for efficient vehicular travel and convenient access to parking within the Lane Parke Plan.
Residential	Street wall to cover 65-100% of a lot	Not Applicable	To allow for smaller scale buildings with greater spacing between structures, and to provide a center courtyard for the addition of green space and amenities.
PRIMARY ENTRANCES			
Primary Entrances	One (1) primary entrance to be located every 50' of street frontage on Primary Frontages	Exceptions permissible with respect to tenants occupying in excess of 4,000 square feet of space that require single point entry	To accommodate the requirements of larger tenants in the Lane Parke Plan.
FACADE PROJECTIONS			
Free-Standing	Bay windows and balconies may extend up to 5' from the facade, but may not extend over front building line.	Bay windows and balconies may extend up to 3' over the front building line.	To allow for more variation on buildings that preserve a tight street edge.
PARKING, VEHICLE AND PEDESTRIAN ACCESS STANDARDS			
Parking Quantity	Retail-5 per 1,000; Service-5 per 1,000; Office-4 per 1000; Residential-2 per dwelling unit plus visitor spaces	Parking quantity and access will be implemented in accordance with the Parking, Access and Traffic Plan included in Section 13 of this PUD application	Parking quantities incorporate shared use reductions, as allowed by the Village Overlay Standards.
Parking Design	Parking for all residential uses shall be located in the rear of any residential building, and no parking shall be permitted in any front yard or side yard; allowance for visitor parking in front of any building if located on -street and available for public use	Parking design for the Residential Use Area will be implemented in accordance with the Parking, Access and Traffic Plan included in Section 13 of this PUD application, which does not forbid parking in front or side yards	This will allow for multiple, yet smaller and more discreet, parking fields and is necessary to provide a center courtyard for the addition of green space and amenities. The location of the Residential Buildings away from the commercial core of Lane Parke and the Village mitigates the aesthetic impacts of parking areas within front and side yards.
Vehicle Access Limitations	Vehicle access to all lots shall be limited according to frontage type on the applicable Building and Development Regulating Plan	The limitation on vehicle access to buildings for both Primary and Secondary Frontages shall not apply to drive aisles and access points to the public parking structure, as generally depicted in the Illustrative Master Plan	To allow for efficient vehicular travel and convenient access to parking within the Plan, so service areas will be located in accordance with the Parking, Access and Traffic Plan in Section 15 of this PUD Application.
Drive-through Facilities	Drive-through facilities may be permitted only where ingress and egress is provided from a Secondary or Access Street as identified in the Master Plan	Drive-through facilities shall be permissible in three (3) locations in accordance with the Design Standards	The Design Standards comply with the spirit of the Village Overlay Standards but specific streets in the Lane Parke Plan vary from the layout in the Village Master Plan.
SERVICE YARDS			
Service Yards	Residence G Standards and Local Business District Standards require service yards to be located at the rear of the buildings and specify size and material requirements	Does not require service yards to be at the rear and dictates that service yards be screened from view (see Design Standards)	Some of the buildings in the Lane Parke Plan do not have a rear yard and will have streets on all sides. Accordingly, service areas shall be located in accordance with the Parking, Access and Traffic Plan and screened in accordance with the Design Standards.
MATERIAL SPECIFICATIONS			
Standards	All buildings shall have one primary material covering at least 70% of building facades	The primary material for Residential Buildings may consist of less than 70% coverage of the building facades	To break up the scale of this larger (up to 4-story) building type.
Building Materials	Primary Materials and Secondary Materials do not include the use of painted brick	Allows for the use of painted brick	To provide greater variety without compromising the aesthetic of Mountain Brook Village.
SIDEWALK WIDTH			
Sidewalk Width	Sidewalks on primary streets shall be 8-12' wide	The sidewalk on the section of Lane Parke Road north of Park Lane Court South shall be 6' minimum	This sidewalk will not support retail traffic and will serve as a transition to residential areas north of Lane Parke.

Additional notes:

- Utilities. The Building Typology requirements do not apply where utility easements and drainage/floodway easements prohibit the ability to conform.
- Ray Building. To the extent the Ray Building does not comply with the Village Overlay Standards, the Local Business District requirements or the Design Standards in any respect, no alterations to the Ray Building shall be required and the Ray Building may remain as currently constructed as a legal non-conforming structure. Any future material exterior alterations or renovations to the Ray Building shall conform to the appropriate Architectural Style set forth in the Pattern Book.
- Design Standards. The Design Standards are hereby incorporated herein by reference and any provisions thereof not expressly identified above that deviate from the Village Overlay Standards, the Residence G Standards or the Local Business District regulations shall be permissible. To the extent any provisions of the Design Standards are inconsistent with the provisions of the Village Overlay Standards, the Residence G Standards or the Local Business District regulations, the Design Standards shall control.
- Parking Design. The requirements related to Parking Design shall not apply, as parking and access will be implemented in accordance with the Parking, Access and Traffic Plan included in Section 13 of this PUD Application.



The standards set forth in this Section 9 shall apply to the design of buildings within Lane Parke and shall be collectively referred to as the “Design Standards”.

Plans, diagrams, illustrations and photographs have been included in Section 4 and in this Section 9 for purposes of reference and example (the “Design Examples”). Final locations of buildings and private streets, and the final designs, features and number of buildings may vary from those depicted in the Design Examples, but only to the extent such final designs are consistent with the Design Standards.

BUILDINGS

The design, orientation and architectural styling of buildings and façades in Lane Parke shall be in accordance with the Pattern Book included in this Section 9 on Pages 17 – 84 (the “Pattern Book”).

The section of the Pattern Book entitled General Design Guidelines, Regulating Plan & Building Typologies governs the orientation, massing, height and transparency of buildings and façades in, and establishes open space requirements for, Lane Parke. The Pattern Book provides the following Building Typologies that are permissible within Lane Parke: (i) Street-Front Buildings, (ii) Free-Standing Buildings, (iii) Residential Buildings, (iv) an Inn Building, (v) Parking Structure and (vi) Grocery Building. The Regulating Plan set forth on Page 22 designates the Building Typology that can be constructed within each Parcel within Lane Parke.

The section of the Pattern Book entitled Architectural Styles governs the architectural styling of each of the buildings and facades to be constructed within Lane Parke. The Pattern Book establishes the following Architectural Styles that are permissible within Lane Parke: (i) Village Romantic, (ii) Southern Mercantile, (iii) Birmingham Classic and (iv) Village Mid-Century. The design of each building or façade shall conform to the guidelines established in the Pattern Book for the designated Architectural Style.

PARKING STRUCTURE

The Parking Structure shall be designed in accordance with the Parking Structure Building Typology and shall generally conform to the following:

The Parking Structure shall be designed in a manner such that, except for views through access points to the Parking Structure, no substantial portion of any vehicle parked on the top level thereof shall be visible from ground level on Main Street, Jemison Lane, Culver Road or Lane Park Road.

The Parking Structure shall contain bicycle racks conveniently located to encourage bicycle use.

As described in this PUD Application, the Parking Structure is designed to have three (3) parking levels, one (1) level on grade and two (2) levels above grade. At the request of the City, on terms mutually acceptable to the City and the Project Owner, the Project Owner will agree to construct, in accordance with the Design Standards (the “Optional City Parking Level”), an additional third (3rd) above grade level on the Parking Structure.

BUILDING DESIGNS, LOCATIONS AND SIZES

The following changes in the designs, locations and sizes of buildings shall be permissible by right:

- The Illustrative Master Plan and the Three Dimensional Conceptual Renderings included in Appendix C are designed to show the general location of building footprints, public improvements, other development features and the relationships between those features. It is not intended to show precise details nor exact sizes, locations or design features of Lane Parke. The Illustrative Master Plan and the Three Dimensional Conceptual Renderings included in Appendix C are not final engineering drawings, and features may be (and are expected to be) modified as final designs are developed pursuant to the Pattern Book and the Design Review Process. Examples of such modifications include the following:
 - Building layouts may be modified to meet tenant needs;
 - Building footprints may shift;
 - Buildings may be separated to provide for pedestrian passages, access between buildings, useable courtyard or landscaping space, or other outdoor spaces;
 - The location of private streets and parking spaces may be adjusted in accordance with final building layouts; and
 - Footprint details (such as corners, angles, bays, and like features) may vary.

However, with respect to any such modifications, (i) the Permitted Density, which includes the Net Leasable Area Per Land Use and the Net Leasable Area Per Parcel, shall not be exceeded, (ii) the buildings and structures shall comply in all respects with the limitations established by the Pattern Book, and (iii) the location of Primary and Secondary Frontages shall not change, and the private streets shall comply in all respects with the limitations established by the Parking, Access and Traffic Plan, and (iv) the Total Parking Supply shall not be reduced.

- The square footage of space constructed within Lane Parke may be less than the total square footage proposed by the Illustrative Master Plan.
- Changes in building design to accommodate drive through facilities in accordance with the section of these Design Standards titled “Drive Through Facilities” set forth below.
- Changes in the location of surface parking spaces, provided the Total Parking Supply is provided.
- The construction of below grade basement space under any building provided that adequate parking is provided to accommodate any increases in usable space pursuant to the Parking, Access and Traffic Plan.
- Upon election by the City, the construction of the Optional City Parking Level in accordance with the Design Standards.



DRIVE THROUGH FACILITIES

Drive through facilities may be designed and constructed as amenities to first floor retail or commercial space in the following locations (i) within Parcel 10 along Jemison Lane, (ii) within Parcel 5 along Park Lane Court South, and (iii) within Parcel 8, provided however, that such drive through facilities may only service the following uses: banks/financial institutions, pharmacies (including pharmacies ancillary to another primary use), dry-cleaners, coffee shops and specialty food related concepts not included within the fast-food restaurant category such as bakeries, delicatessens and stores offering the sale of ice cream, yogurt and/or smoothies. Fast-food restaurant uses may not utilize drive through facilities.

The size and design of buildings and storefronts may vary from the sizes and designs shown in the Illustrative Master Plan and in the Parking, Access and Traffic Plan to accommodate the inclusion of or changes to drive-through facilities as permitted by these Design Standards.

DESIGN REVIEW

In connection with the preparation of schematic design documents for any building(s), the Project Owner shall submit to the zoning officer (as defined in the City Code) schematic design drawings (site plan, floor plans and elevations of the buildings therein) ("Preliminary Plans") for review and comment relative to compliance with the Design Standards. The zoning officer shall have the right to consult with the Design Committee for guidance on whether the Preliminary Plans comply with the Design Standards. Upon written request of the zoning officer, the Project Owner shall present the Preliminary Plans to the Design Committee at a regularly scheduled meeting of the Design Committee and cooperate with any subsequent inquiries of the Design Committee. The zoning officer will notify the Project Owner in writing within 30 days of the last to occur of the submittal of the Preliminary

Plans or the Project Owner's presentation to the Design Committee if said Preliminary Plans do not comply with the Design Standards, which written notice shall include a description of why the Preliminary Plans are not in compliance with the Design Standards.

Prior to commencing construction on any building within Lane Parke, the Project Owner shall apply for a building permit in accordance with the requirements of Section 109-40 through Section 109-46 of the City Code. The zoning officer shall have the right to consult with the Design Committee to determine if the final plans for any building comply with the Design Standards.

The provisions of the foregoing two (2) paragraphs shall be referred to herein as the "Design Review Process".

DESIGN REVIEW — SIGNAGE AND AWNINGS

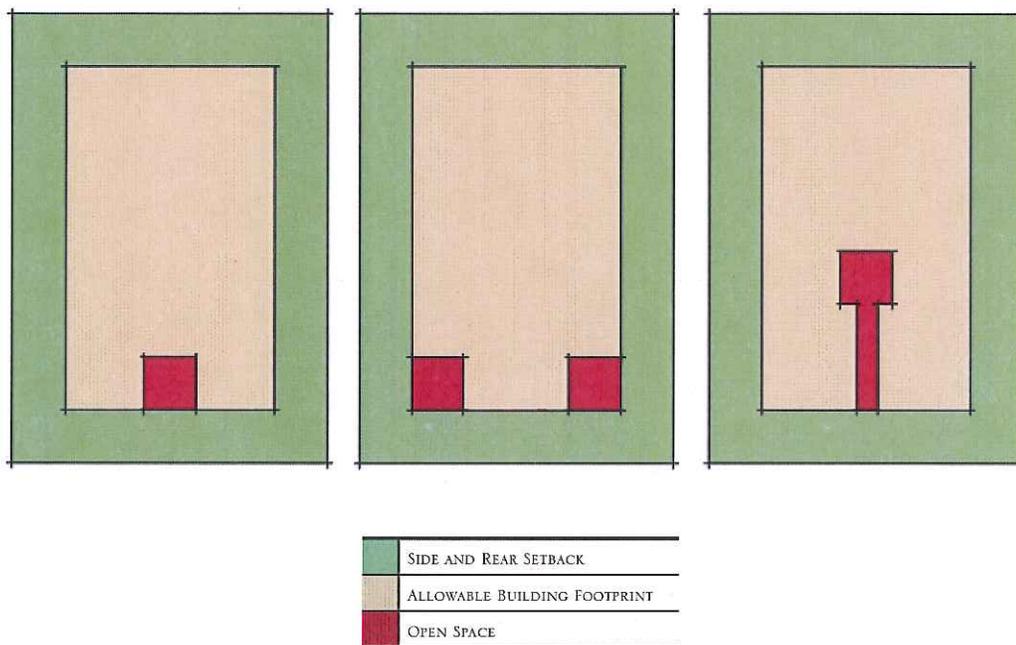
The Project Owner shall submit a final signage plan (based upon the Signage Plan included in Section 12 of this PUD Application) to the Design Committee for review and approval as a Master Sign Plan in accordance with the requirements of Section 121, Division 3, of the City Code and each business within Lane Parke, prior to erecting any signs or awnings, shall submit an application for a sign permit in accordance with the requirements of Section 121, Division 2, of the City Code.



OPEN SPACE REQUIREMENTS

These open space requirements are intended to create functional civic amenities within Lane Parke in exchange for increased density:

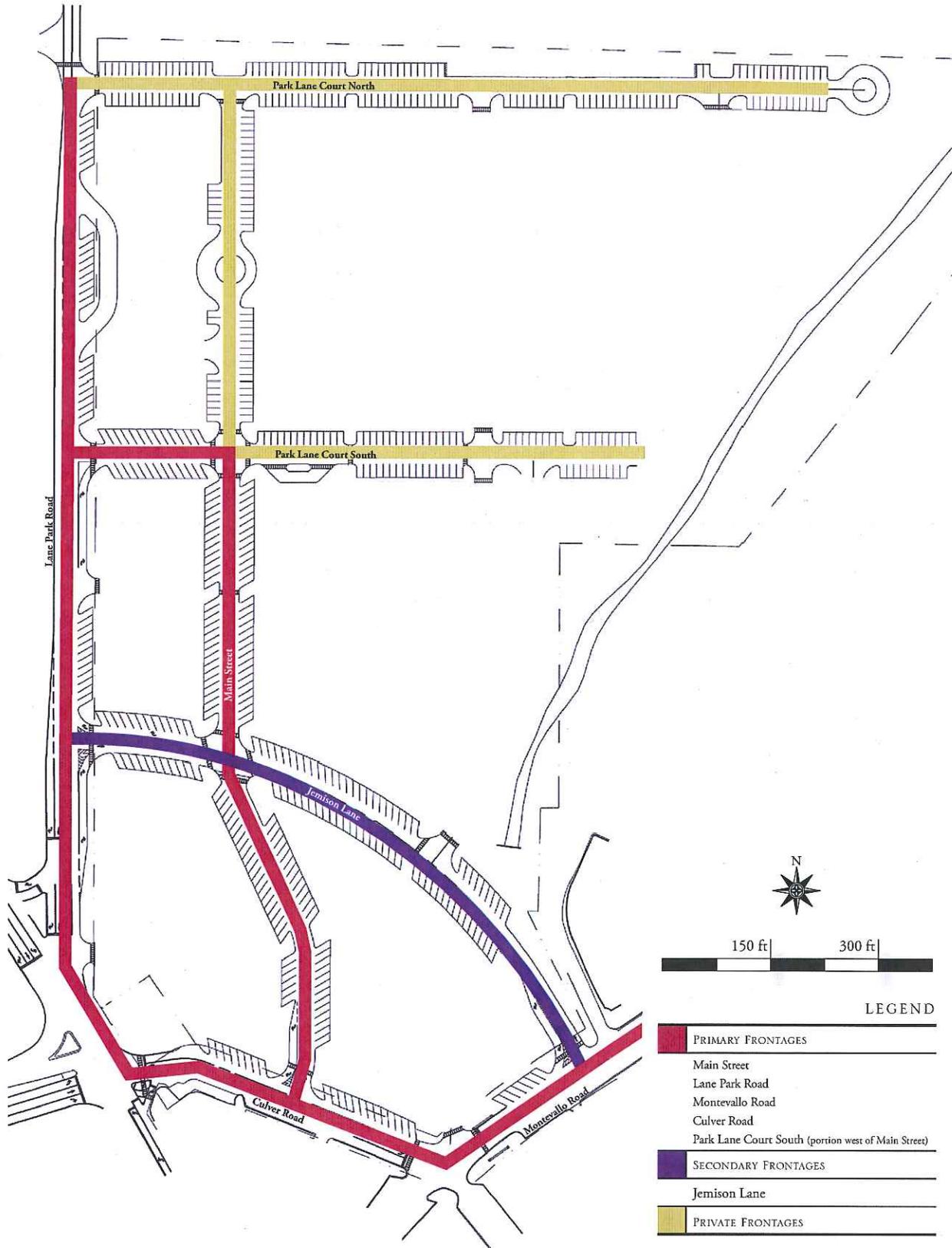
- Open space shall be in addition to any required setbacks and must occur in the otherwise allowable building footprint.
- Open space shall not include parking areas, service areas, or site utility areas.
- The open space requirements are as follows:
 - Ground level non-residential use: no requirement
 - Upper level non-residential use: 10% of upper level square footage
 - Residential uses: 100 square feet per dwelling unit
- Alternately, the open space requirement may be fulfilled by creating a public park or plaza equal to the square footage of the total required open space of Lane Parke instead of distributing the open space among the buildings and facades of individual commercial spaces.
- All open space for non-residential uses shall be directly accessible from the building frontage or a passage that breaks the facade, in one of the configurations illustrated below:

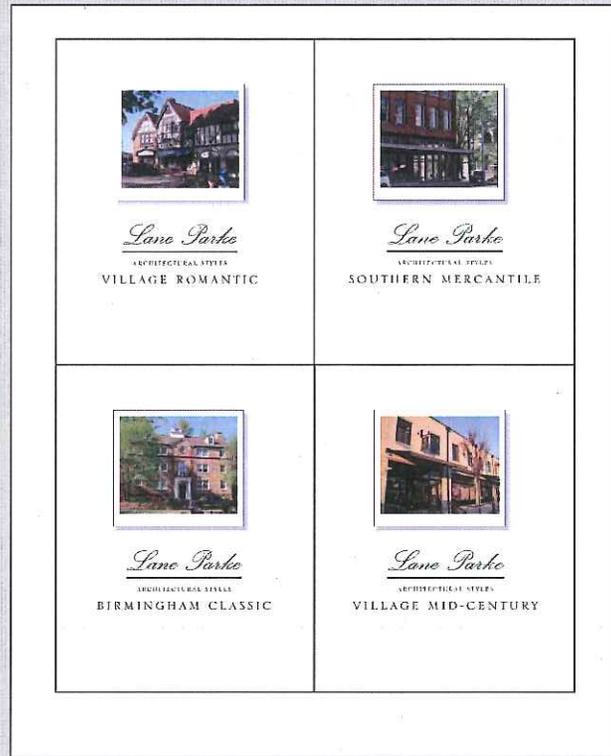


SERVICE AREA REQUIREMENTS

All service areas, loading areas and waste containers shall be either screened from view from any Primary Frontage or Secondary Frontage or wholly enclosed within the structure. Screening walls and materials shall be designed and constructed with materials compatible to that of the principal structure and, to the extent practical, landscape elements shall be incorporated to provide additional screening.



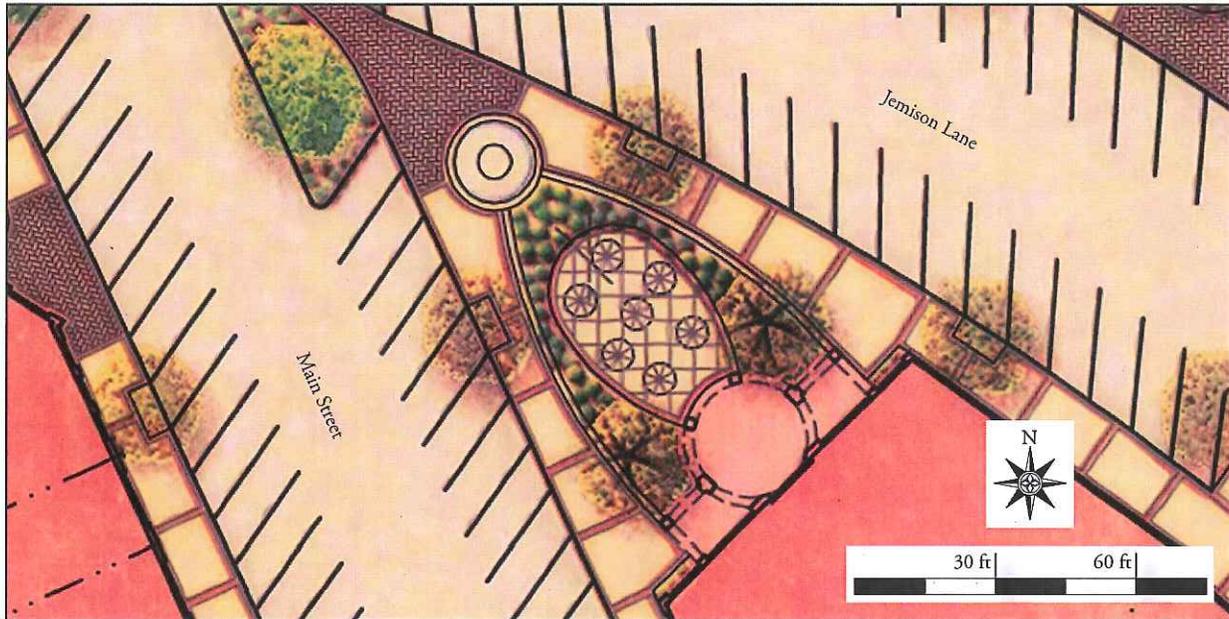




Lane Parke

ARCHITECTURAL STYLES

Each building or façade within Lane Parke shall be designed in accordance with one or more of the following Architectural Styles: (i) Village Romantic, (ii) Southern Mercantile, (iii) Birmingham Classic and (iv) Village Mid-Century. The design of each building, façade, store space or residential space shall conform to the guidelines established herein for the designated Architectural Style, including the Identifying Features and Design Concepts, which must be approved in accordance with the Design Review Process. Multiple Architectural Styles may be applied to the following Building Typologies: (i) Street-Front Buildings, (ii) Free-Standing Buildings, (iii) Residential Buildings, (iv) Inn Building, (v) a Parking Structure, and (vi) Grocery Building. Multiple Architectural Styles shall, when appropriate, be applied to the façades of any Street-Front Building that occupies the length of a block in order to create architectural diversity (taking into consideration the architectural diversity of surrounding buildings). For each Architectural Style, example photographs and illustrations have been included as reference material, provided however, such Design Examples shall not be construed as final designs, nor shall such Design Examples be construed to require the incorporation of any particular design element represented therein. Final designs may vary from such Design Examples provided such designs substantially conform to the guidelines established for the designated Architectural Style. The standards for each Architectural Styles shall control over any conflicting provisions of the Village Overlay Standards, the Local Business District Standards or the Residence G Standards.



HARDSCAPES

Sidewalk, curb and paving designs, patterns and materials located on Primary Frontages and Secondary Frontages shall be compatible and consistent with the designs, patterns and materials of sidewalks, curbs and paving currently existing in the Village. The scale will be pedestrian friendly and encourage flow throughout the village. Enhanced design features may be permitted in accordance with the following:

All walkways located on Primary Frontages and Secondary Frontages will carry out the general theme of paving in the Village. Sidewalk corners at street intersections located on Primary Frontages and Secondary Frontages will have the same wood mold brick in a diagonal herringbone pattern with flat rowlock and soldier border as currently used. This will provide a seamless transition from the existing urban fabric to the new construction.

Beyond the corners, the sidewalks located on Primary Frontages and Secondary Frontages will be paved in concrete using the same scored running bond pattern, with the wood mold brick border. Stone accents will be used in a field of brick in special areas, such as drop off for the inn, plazas, pocket parks, some of the anchor stores and all corners at intersections located on Primary Frontages and Secondary Frontages.

Sidewalks on Primary Frontages shall be between eight (8) and twelve (12) feet wide, except that the sidewalks located on that portion of Lane Park Road north of Park Lane Court South shall be between six (6) and twelve (12) feet wide. Sidewalks on Secondary Frontages and Private Frontages shall be between six (6) and twelve (12) feet wide except that sidewalks in the Residential Use Area shall be a minimum of five (5) feet wide in accordance with the Residence G Standards.

Streets will be paved in asphalt with concrete curb and gutter.

IDENTIFYING FEATURES

1. PEDESTRIAN FRIENDLY
2. A FIELD OF WOOD MOLD BRICK USED AT CORNERS ON PRIMARY FRONTAGES AND SECONDARY FRONTAGES.
3. SCORED BUFF CONCRETE WITH WOOD MOLD BRICK BANDS FOR ACCENT ALONG PRIMARY FRONTAGES AND SECONDARY FRONTAGES.
4. STONE ACCENTS AND STAINED CONCRETE USED AT SPECIAL ENTRANCES AND PLAZAS.
5. SMOOTH TRANSITION OF MATERIALS FROM EXISTING MOUNTAIN BROOK VILLAGE



Brick Crosswalks



Scored Buff Concrete with Brick Bands

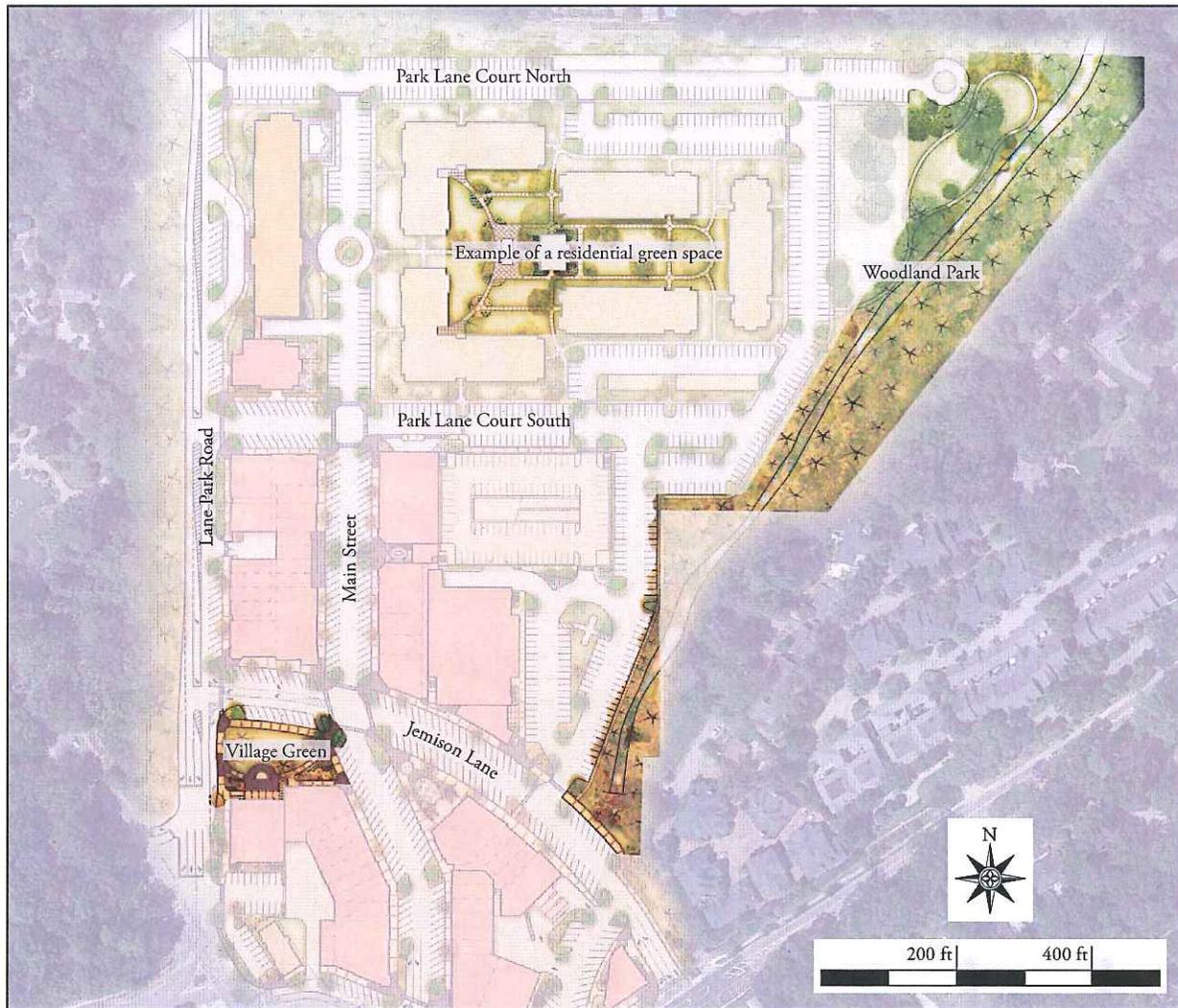


Brick at Sidewalk Corners



Special Stone Surfaces





OPEN SPACE, STORM WATER MANAGEMENT AND ACTIVE CONNECTIVITY

Open space within Lane Parke shall include the Village Green, the Woodland Park, residential green space and numerous pocket parks and spaces of passage.

It is the goal to manage stormwater leaving the site and improve water quality. Maximizing water percolation into the ground is key to the management of the amount of runoff in a development. Lane Parke will strive to use a number of techniques like bioretention or raingardens, pervious paving in strategic locations and infiltration swales to assist in the percolation of water into the ground. All these methods filter the water and improve water quality.

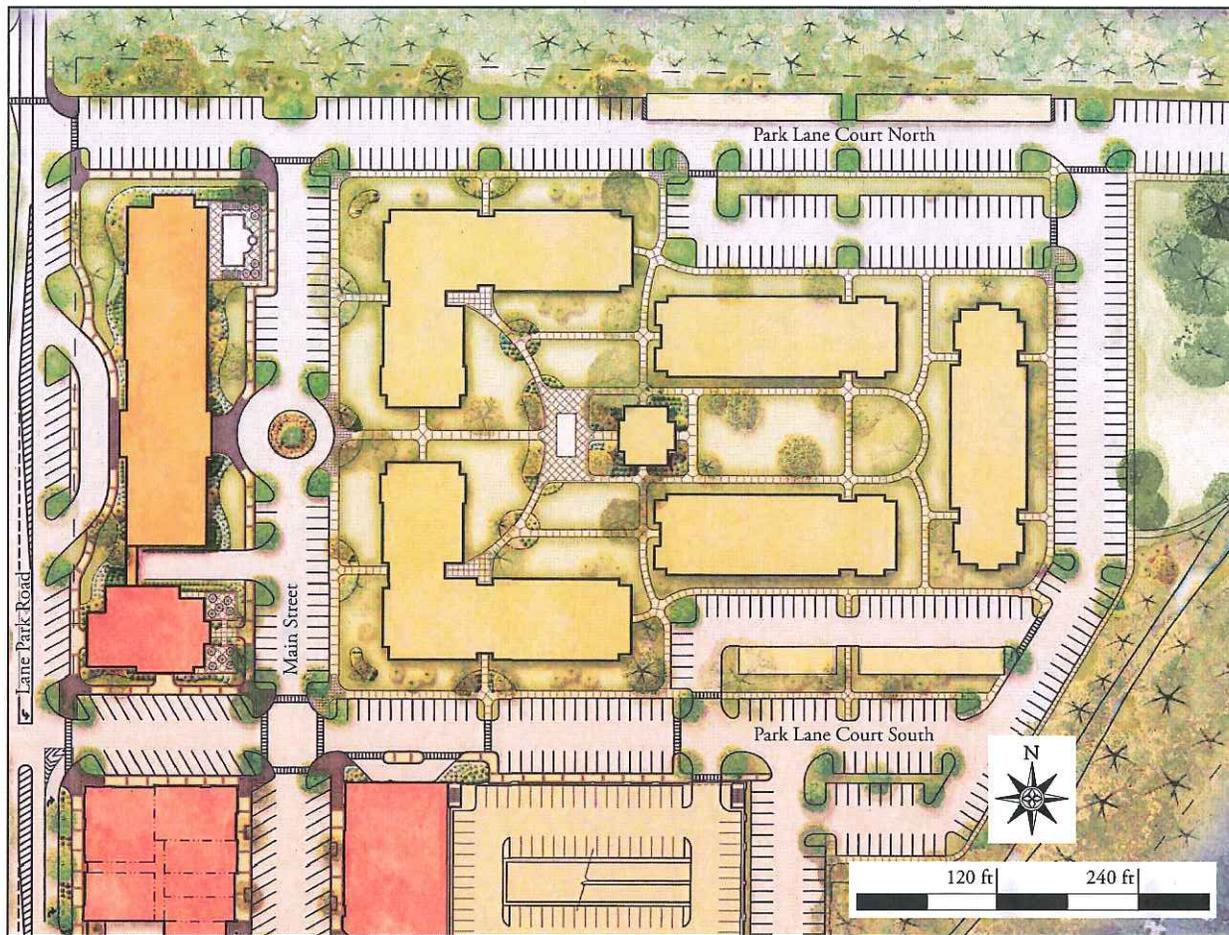
All parks and public spaces are connected by a walkway system providing linkage to streetscapes and beyond to the Village and adjacent neighborhoods.

These walkways will complement the existing network identified in the Mountain Brook Pedestrian Master Plan and beyond providing linkage to the proposed greenways and trails of the Our One Mile Greenway Master Plan for Jefferson County.

IDENTIFYING FEATURES

1. VILLAGE GREEN
2. WOODLAND PARK
3. RESIDENTIAL GREEN SPACE
4. ACTIVE CONNECTIVITY WITH THE MOUNTAIN BROOK
5. INNOVATIVE STORM WATER MANAGEMENT
6. TREE LINED STREETS





RESIDENTIAL GREEN SPACE

Residential green space will be located around the inn, residences, creek and as buffer to parking areas in accordance with the Open Space Requirements. These areas are pedestrian friendly with connectivity to all retail spaces, parks and to the Village beyond. Selected existing shade trees of good health have been identified to be protected and incorporated in the new landscape. These mature specimens mixed with new plantings will create a quiet and mature look for the residences. A diverse selection of native shade trees, evergreen and flowering accent trees will be used throughout the area.

The canopy will blend in with the surrounding canopies of adjacent residential neighborhoods and the Birmingham Botanical Gardens across the street. Shrubs and groundcover will provide seasonal interest with a varied texture and color palette. Native plants will be incorporated to provide interest for local birds and wildlife.

The lawn will also be designed with bioretention infrastructure aiding storm water to percolate in the ground thus minimizing storm water runoff. Overflow will travel to Woodland Park for another opportunity of infiltration before reaching the creek.

IDENTIFYING FEATURES

1. QUIET AND PEDESTRIAN FRIENDLY
2. PEDESTRIAN CONNECTIVITY TO RETAIL SPACES, PARKS AND BEYOND
3. A DIVERSE SELECTION OF NATIVE SHADE TREES
4. EVERGREEN AND FLOWERING ACCENT TREE
5. VARIED PALETTE OF SHRUBS AND GROUND COVER FOR SEASONAL INTEREST
6. SELECTED HEALTHY EXISTING TREES PROTECTED



WOODLAND PARK

The Woodland Park will be located as shown on the Illustrative Master Plan and shall be completed by the completion of construction of the Residential Phase.

Plantings within the natural area will include riparian plants for creek stabilization and indigenous trees planted beyond the creek (similar to the eastern slope to bring that canopy type throughout the Woodland Park and reminiscent to the canopy at the Botanical Gardens to the west of Lane Park Road). Native plant massing will be used throughout and with areas of native shrubs, groundcover and wildflowers.

Walking paths, similar to the Jemison Trail, will connect the Village with the natural areas and designated areas for wildlife observation, picnics and informal gathering and walks. These paths via the walkway system will connect with the existing Mountain Brook trail system. The exposed creek will be reminiscent to a rock lined mountain stream with natural plantings.

Plants will be watered initially for stabilization only. Long term irrigation will not be used. Bioretention will be used to handle storm water overflow and filter toxins present before entering Watkins Branch.

IDENTIFYING FEATURES

1. NATIVE TREE CANOPY
2. TRAILS
3. CONNECTIVITY WITH MOUNTAIN BROOK TRAIL SYSTEM
4. NATIVE PLANTS AND WILDFLOWERS
5. WILDLIFE OBSERVATION
6. COMPLEMENTS ADJACENT EXISTING TREE CANOPIES
7. OCCASIONAL SEATING