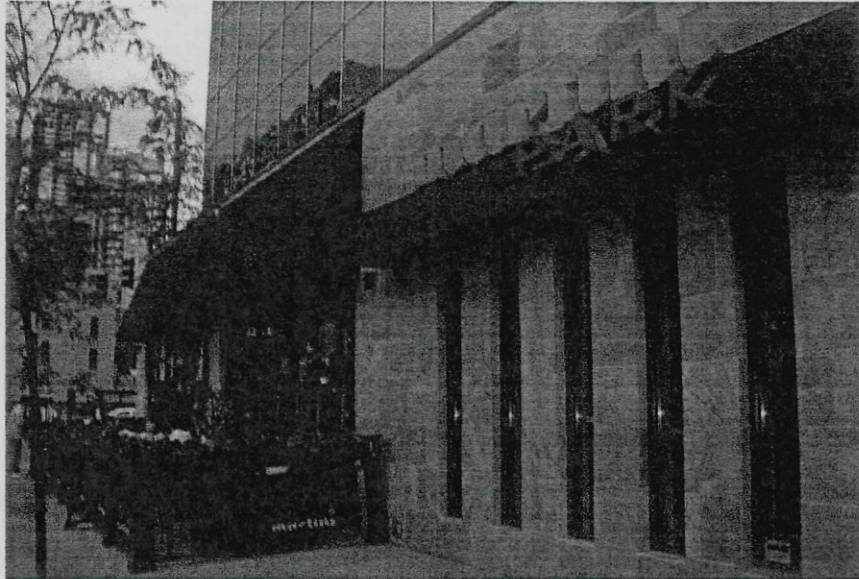


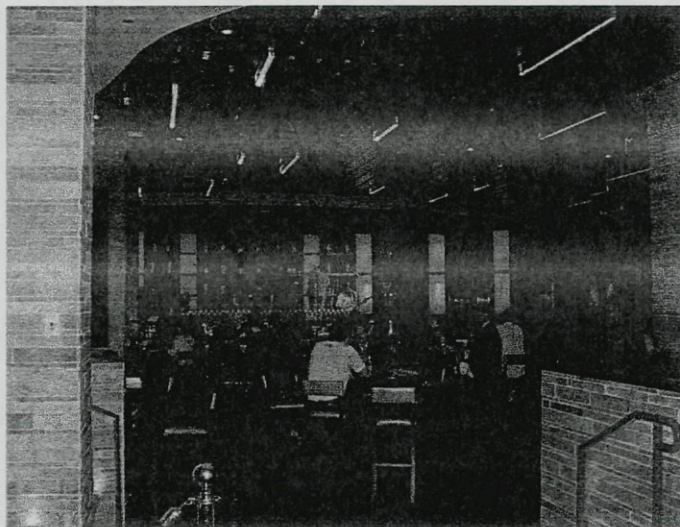
Martini Park
BAR AND LIVE ENTERTAINMENT
USE PERMITS PROJECT NARRATIVE

Updated August 1, 2008



Martini Park's outdoor patio enlivens its Chicago streetscape.

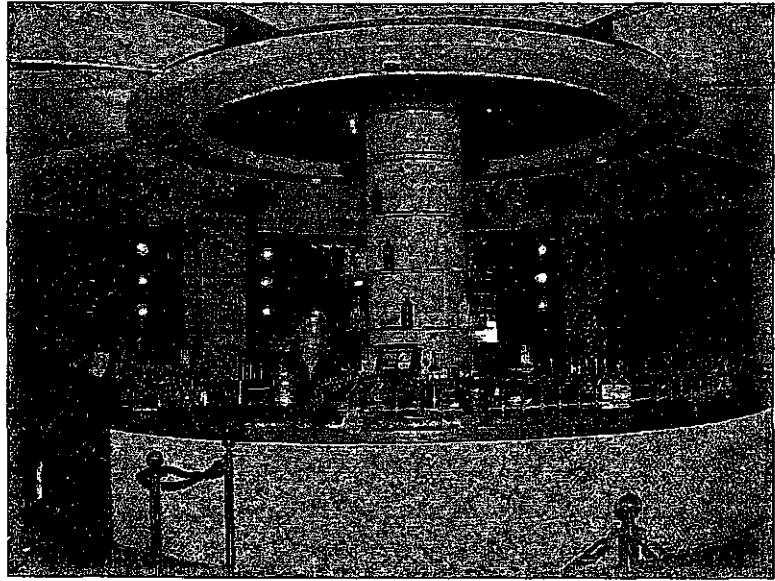
Martini Park is a restaurant and cocktail lounge venue new to the Valley that is coming to the Scottsdale Quarter mixed-use project on Scottsdale Road between Butherus and Greenway-Hayden. Martini Park is requesting approval of both bar and live entertainment use permits at its proposed location in the Phase One Building J at the northeast corner of 72nd and Butherus Drive. The building is currently under construction.



Martini Park's live band and DJ entertain patrons with familiar pop/rock selections.

Martini Park's innovative dining and entertainment concept attracts clientele in their 30's, and older, who enjoy an evening out but are looking for a more sophisticated ambiance rather than the usual loud and raucous lounge scene. Martini Park features highly-acclaimed cuisine, signature martinis/cocktails and live entertainment with a variety of contemporary lite "adult" music. A live band will perform sets of recognizable pop and rock favorites from a centrally located elevated stage. A DJ will offer similar selections between band sets. The live band and DJ music is intended to be played at a reasonable volume for listening, dancing and conversation.

Martini Park will include several distinct environments: guests can enjoy live music and dancing in the main room, chat in the intimate round bar area, or socialize in the patio areas. Approximately 9,100 square feet of space including a patio bar area with both indoor and outdoor seating, a main room with a stage bar, flexible dance floor area and seating, as well as a round bar with seating and a DJ booth, are planned. There will also be approximately 800± square feet of outdoor patio area.



The eye-catching "round bar" offers an inviting place to mingle and chat.



The "patio bar" provides patrons another choice for gathering at Martini Park.

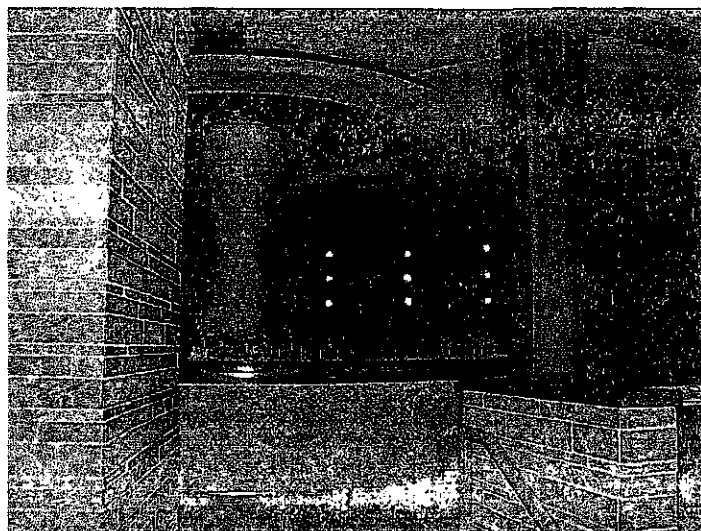
Structured parking adjacent to and above the Martini Park space, which serves Phase One of the Scottsdale Quarter project, will provide the required parking for Martini Park. Based on the DRB approved Project Master Site Plan and Parking Summary dated 07-12-07, and stamped approved on 08-23-07, which calculates "bar/nightclub" uses at 1 car/50 SF, 175 spaces are required. The Scottsdale Shared Parking Model which supports this requirement is included with this use permit submittal. Even if the parking requirement were based on occupancy with a 2.5 calculation factor, ample parking is available to accommodate this primarily nighttime use.

Martini Park's elegant and exclusive ambiance has been created to attract the well-dressed, mostly professional, set who are looking to socialize and dine in a truly distinctive setting with live entertainment and dancing. Designed by world-renowned architect Jeffrey Beers, the lounge features glamorous and dramatic lighting and decor that appeal to the more mature "in crowd," who have previously not been offered this type of alternative nightlife venue. The Martini Park menu offers creative small plate items designed for sharing and munching over the course of the evening, making dining an integral part of the Martini Park experience.



Signature chandeliers reflect Martini Park's specialty.

The Scottsdale Quarter is planned to be a high-end, mixed-use, regional urban district with places for people to live, work and play. Martini Park is exactly the type of upscale restaurant/entertainment use envisioned as part of the Scottsdale Quarter "play" mix. Scottsdale Quarter residents, along with those in the Kierland development across Scottsdale Road, will be the kind of clientele targeted by Martini Park. Phase One of the Scottsdale Quarter consists of 139,876 SF of retail/restaurant uses, including the Martini Park space along with 141,969 SF of office uses along Scottsdale Road. Building J is a 60-ft. tall, 38,264 sq. ft. building containing ground floor retail, restaurant and parking. The structured parking consists of 3 sub-levels, a ground level and 4 levels above grade and can accommodate 1,314 cars. Martini Park will have access to this adjacent structured parking and is intended to enhance the vibrancy and day-night appeal of the Scottsdale Quarter.



Martini Park's décor creates a trendy, upscale ambiance.

Martini Park Bar and Live Entertainment Use Permits Meet all Ordinance Criteria

Satisfaction of Bar Use Permit Criteria

Sec. 1.403. [C.1] *Bars, cocktail lounges, and/or after hours establishments.*

1. The use shall not disrupt existing balance of daytime and nighttime uses.

Martini Park will be located in the Scottsdale Quarter just off Scottsdale Road within the vicinity of the Scottsdale Airpark, in a commercial and industrial area with a mix of employment, shopping, dining and residential uses. The Scottsdale Quarter was designed to provide a balance of daytime and nighttime uses, including specifically “bar/nightclub” uses. The primary hours of operation for the proposed Martini Park bar and live entertainment use will be after normal retail and office hours and will thus not conflict with but rather augment daytime uses.

2. The use shall not disrupt pedestrian-oriented daytime activities.

Martini Park is expected to operate Monday through Saturday from 4:00 PM to 2:00 AM and will provide exactly the daytime – nighttime mix of activities envisioned for the Scottsdale Quarter and its residents. Martini Park adds an intended nighttime activity and takes advantage of the mix of uses and pedestrian orientation of the Scottsdale Quarter.

3. If the site is located within the downtown overlay district then:

Not applicable.

4. If the use is located within five hundred (500) feet of a residential use or district then:

- a. The use shall not adversely impact residential uses.
- b. The use shall provide methods of buffering residential uses.

The Scottsdale Quarter will ultimately include residential units along with a hotel, in Phase Three. These units are well-separated from Martini Park and buffered by commercial buildings between Martini Park and the planned residential units. Both the Martini Park entry and west patio are five hundred (500) feet away from the proposed condominiums and are oriented to the west, facing away from these residential uses. Residents who come to live in the Scottsdale Quarter will be choosing that location knowing its mixed-use context and wanting the urban life-style, dining and nightlife it affords. Martini Park is being designed to be a good neighbor to Scottsdale Quarter residents and to mitigate any potential adverse impacts. The closest other residential uses are located over 1,600 feet away to the northwest, at the Mark Taylor luxury apartment community located at 71st Street and Kierland Boulevard (City of

Phoenix); the next closest residences are near 71st Street and Acoma Drive (City of Phoenix). Any noise emanating from the site will be mitigated by building design and buffered by the distance separation as well as the retail and commerce park development located at the northwest and southwest corners of Scottsdale Road and Greenway.

5. An active management and security plan shall be created, approved, implemented, maintained, and enforced for the business.

The Security, Maintenance and Operations Plan has been submitted.

6. The applicant shall provide, with the application for a conditional use permit, a written exterior refuse control plan which must be approved by the planning and development department staff as complying with the written guidelines of the department.

The Security, Maintenance and Operations Plan, with Plan of Operation and Service Areas Plan Addenda, which includes exterior refuse control, is being submitted as part of the application as required. The site plan shows a designated Trash Compactor for Building J and Martini Park use at ground level within the parking structure.

7. The applicant shall demonstrate how noise and light generated by the use shall be mitigated.

The updated Acoustics Letter analyzes noise impacts and addresses the land use context and acceptable noise levels in this mixed-use area in relatively close proximity to the airport and surrounded by commercial and Airpark uses. No amplification equipment is proposed to be installed in the outdoor patio area, which is located now only on the west internal to the Scottsdale Quarter project. Martini Park is surrounded on three sides by the rest of the Scottsdale Quarter mixed-use development. To the north of Martini Park is a parking structure and additional commercial retail/office buildings. To the east are another retail tenant and a series of buildings within Scottsdale Quarter, including condominiums on the eastern perimeter of the project several hundred feet away. Then across the street farther to the east are office/industrial buildings. To the south across Butherus are additional office/industrial buildings. To the west are Scottsdale Quarter commercial retail/office buildings, Scottsdale Road and the Kierland mixed-use development with additional shopping/dining/entertainment uses. In this context the sound levels associated with Martini Park are consistent with the context and character of the area, particularly since Martini Park is generally operating when the office/industrial buildings to the south of Butherus and across the street from Scottsdale Quarter to the east would be closed. Martini Park is not in the middle of a quiet residential neighborhood but rather in the middle of a mixed-use area planned to include employment, retail, dining and entertainment uses.

The Master Lighting Plan for the Scottsdale Quarter, including Building J and the Martini Park space, was approved by the DRB as Case No. 10-DR-2007#2, on June 5, 2008. The Master Lighting Plan also complies with Sec. 7.600 of the Zoning Ordinance and provides adequate security lighting to provide for public safety under the City's Policy for Exterior and Site Lighting Design Principles. The landlord's lighting consultant has confirmed that the combination of building and pole light levels approved in the Scottsdale Quarter Master Lighting Plan meets the City's minimum requirements.

8. The applicant shall demonstrate that the use shall meet required parking and shall not exceed capacity for traffic in the area.

Building J contains ground level retail and restaurant uses and a multi-level parking garage that can accommodate 1,314 cars. The bar and live entertainment required parking of 175 cars based upon the approved Scottsdale Quarter development which calculated 1:50 spaces for "bar/nightclub" uses can be adequately served by the on-site parking. A parking requirement based upon the occupancy factor can also easily be accommodated. The DRB approved Project Master Site Plan and Shared Parking Model are included with this application. Also included are the City's Traffic Impact Analysis Summary contained in the zoning approval for the Scottsdale Quarter, which confirms that capacity is not exceeded by traffic generated from the approved Scottsdale Quarter uses, and the Desman Associates Shared Parking Analysis contained in the DRB approval for the Scottsdale Quarter.

9. After hours establishments must maintain a valid after hours establishment license.

No after hours use is proposed.

Satisfaction of Live Entertainment Use Permit Criteria

Sec. 1.403 J. *Live entertainment.*

1. The site plan shall demonstrate that:
 - a. Buffering by a wall and/or landscaping will be provided in a manner which physically separates and restricts access from the establishment and its required parking area to residential districts.

The Scottsdale Quarter approved Project Master Site Plan demonstrates the required separation and buffering from residential uses within the Scottsdale Quarter. There are no residential districts in the vicinity of Martini Park.

- b. All patron entrances will be well lit and clearly visible to patrons from the parking lot or a public street.

The Master Lighting Plan for the Scottsdale Quarter approved by the DRB in Case No. 10-DR-2007#2, on June 5, 2008, shows ample lighting of the entrance to Martini Park which is clearly visible from the adjacent streets and parking structure. The Scottsdale Quarter Master Lighting Plan approved in 10-DR-2007#2 provides two (2) building mounted shielded down lights at the Martini Park entry. The entry is further identified by glass entry doors and a glass entry corner façade which provide additional illumination of the entry in accordance with Sec. 1.403.J.1.b's requirement of providing a well-lit and identifiable entry.

2. The applicant has provided written evidence that all sound resulting from business activities will be contained within the building, except where external speakers are permitted.

The updated Acoustics Letter analyzes noise impacts and addresses the land use context and acceptable noise levels in this mixed-use area in relatively close proximity to the airport and surrounded by commercial and Airpark uses. No amplification equipment is proposed to be installed in the outdoor patio area, which is located now only on the west internal to the Scottsdale Quarter project. Martini Park is surrounded on three sides by the rest of the Scottsdale Quarter mixed-use development. To the north of Martini Park is a parking structure and additional commercial retail/office buildings. To the east are another retail tenant and a series of buildings within Scottsdale Quarter, including condominiums on the eastern perimeter of the project several hundred feet away. Then across the street farther to the east are office/industrial buildings. To the south across Butherus are additional office/industrial buildings. To the west are Scottsdale Quarter commercial retail/office buildings, Scottsdale Road and the Kierland mixed-use development with additional shopping/dining/entertainment uses. In this context the sound levels associated with Martini Park are consistent with the context and character of the area, particularly since Martini Park is generally operating when the office/industrial buildings to the south of Butherus and across the street from Scottsdale Quarter to the east would be closed. Martini Park is not in the middle of a quiet residential neighborhood but rather in the middle of a mixed-use area planned to include employment, retail, dining and entertainment uses.

3. The applicant has provided a written public safety plan which the city police and fire departments have approved as complying with the written guidelines of the Planning and Development Department.

The Security, Maintenance and Operations Plan designed to satisfy this requirement has been submitted as part of this application.

4. The applicant has provided a written lighting plan which addresses exterior lighting on and surrounding the property, in accordance with section 7.600 of the zoning ordinance and with the public safety plan guidelines.

The Master Lighting Plan for the Scottsdale Quarter approved by the DRB in Case No. 10-DR-2007#2, on June 5, 2008, depicts the exterior lighting for Martini Park which complies with Ordinance and public safety plan requirements. The Master Lighting Plan also complies with Sec. 7.600 of the Zoning Ordinance and provides adequate security lighting to provide for public safety under the City's Policy for Exterior and Site Lighting Design Principles. The landlord's lighting consultant has confirmed that the combination of building and pole light levels approved in the Scottsdale Quarter Master Lighting Plan meets the City's minimum requirements.

5. The applicant shall provide a written exterior refuse control plan which must be approved by the Planning and Development Department staff as complying with the written guidelines of the department, prior to the issuance of a business license. The review will be conducted as provided in Section 1.305.

The Security, Maintenance and Operations Plan, which includes exterior refuse control, is being submitted as part of the application as required. The site plan shows a designated Trash Compactor Room for Building J and Martini Park use at ground level within the parking structure.

6. The applicant has provided a floor plan which identifies the areas for the primary use and for ancillary functions, which include but are not limited to patron dancing areas and/or stages for performances.

The floor plan with these areas identified is included in this application, including dancing/stage areas.

7. If access to the establishment is from a street other than one classified by the General Plan as minor collector or greater, or classified by the downtown General Plan as local street or greater, the applicant has provided a traffic analysis which complies with transportation planning department written guidelines. The plan shall demonstrate to the satisfaction of the transportation department that the level of service on all streets accessed by the use shall meet the standard set by the city.

The Access Plan Evaluation by Kimley-Horn dated June 6, 2005, and contained in the rezoning approval for the Scottsdale Quarter site, is included with this application.

8. If the Zoning Administrator determines that a study is necessary the applicant shall provide a parking study which complies with the written guidelines of the Planning and Development Department.

The Shared Parking Model Study, from the rezoning approval of the Scottsdale Quarter, and the Desman Shared Parking Analysis, from the DRB approval of the Scottsdale Quarter, are both included with this application.

9. The applicant has provided any additional information required by city staff in order to evaluate the impacts of the proposed use upon the area.

All required checklist items have been submitted.

10. The following operational standards must be met by the use throughout its operation:
 - a. All external doors shall be closed but not locked during business hours.
 - b. No external speakers will be permitted on the premises of a use permitted under this section, which is located within five hundred (500) feet of a residential district.
 - c. The applicant/operator shall comply with all plans approved as provided herein.

Acknowledged.

The proposed use permits also meet the general use permit criteria in Sec.1.401.

- A. That the granting of such conditional use permit will not be materially detrimental to the public health, safety or welfare. In reaching this conclusion, the Planning Commission and the City Council's consideration shall include, but not be limited to, the following factors:
 1. Damage or nuisance arising from noise, smoke, odor, dust, vibration or illumination.

Martini Park is located within a regional mixed-use district in a commercial and industrial area and has been designed to mitigate noise, lighting and other impacts of the use.

The updated Acoustics Letter analyzes noise impacts and addresses the land use context and acceptable noise levels in this mixed-use area in relatively close proximity to the airport and surrounded by commercial and Airpark uses. No amplification equipment is proposed to be installed in the outdoor patio area, which is located now only on the west internal to the Scottsdale Quarter project. Martini Park is surrounded on three sides by the rest of the Scottsdale Quarter mixed-use development. To the north of Martini Park is a parking structure and additional commercial retail/office buildings. To the east are another retail tenant and a series of buildings within Scottsdale Quarter, including condominiums on the eastern perimeter of the project several hundred feet away. Then across the street farther to the east are office/industrial buildings. To the south across Butherus are additional office/industrial buildings. To the west are Scottsdale Quarter commercial retail/office buildings, Scottsdale Road and the Kierland mixed-use development with additional shopping/dining/entertainment uses. In this context the sound levels associated with Martini Park are consistent with the context and character of the area, particularly since Martini Park is generally operating when

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A Pollution Control Device with a grease-scrubber function will be used as part of odor control. The use will therefore not create any damage or nuisance arising from the listed impacts.

2. Impact on surrounding areas resulting from an unusual volume or character of traffic.

The Martini Park use was planned as part of the Scottsdale Quarter mix of uses, and the traffic impacts of all proposed uses were evaluated in the rezoning and DRB approvals. There are therefore no unusual or unanticipated traffic impacts from the use.

- B. The characteristics of the proposed conditional use are reasonably compatible with the types of uses permitted in the surrounding areas.

The Martini Park use is an appropriate one in the Scottsdale Quarter mixed-use project and is compatible with the surrounding larger commercial area along this segment of Scottsdale Road.

- C. The additional conditions specified in Section 1.403, as applicable, have been satisfied.

[See above verification of satisfaction of additional bar and live entertainment conditions.]

31 July 2008



John Racanelli
johnracanelli@racanellidevelopment.com
Martini Park
Cc Lynne Lagarde llagarde@ecllaw.com

Subject: Acoustics
Martini Park, Scottsdale
SMW Project 8134

Dear John,

This letter will respond to the City of Scottsdale's letter of 3 July to Lynne Lagarde, Earl Curley & Lagarde, regarding Ordinance Related Issues for the proposed Martini Park, Scottsdale facility (Re: 15-UP-2008, 16-UP-2008 Martini Park); in particular, Section Zoning 2 and 3.

Zoning 2. (Outdoor Speakers)

We understand there will be no outdoor loudspeakers used for sound amplification of music or speech at the Martini Park facility.

Zoning 3 (Acoustics)

Previous acoustical sound levels and documentation is acknowledged regarding expected outdoor noise levels in the vicinity of the Martini Park venue. This paragraph requests a response to the "standard stipulation for noise levels associated with a bar/live entertainment use" as noted in the following paragraph:

"No amplification equipment shall be installed in the outdoor patio. No noise generated from this use, including the outdoor patio, shall exceed noise levels of ambient noise consistent with the use and character of the area during the corresponding hours of operation, as determined by City staff."

Noise disturbance is typically identified with residential areas, where people might be enjoying the peace and tranquility of their home, or sleeping in the evening. As the evening time gets later, the ambient noise (resulting from traffic/vehicles and general sounds created in the outside environment) typically decreases. Non-sensitive areas would typically include commercial office, retail, and industrial buildings.

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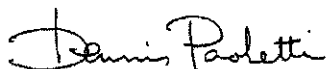
In typical urban or suburban environments near heavily trafficked arterials, the ambient noise level might be in the range of 65-80 decibels ("A" scale; hence dBA).

With all of the doors to the outside closed, and music playing inside, the expected sound level outside of Martini Park would be approximately 65-75 dBA, controlled by the traffic ambient, and would not be noticeable. With all of the Nano doors open to the patio, the exterior sound level would be approximately 80-85 dBA within about 15-20 ft. from the building, and would be inaudible approximately 60-80 ft. away.

We understand that Martini Park is surrounded on three sides by the Scottsdale Quarter mixed use development consisting of a parking structure to the north, and commercial, retail and office buildings (including some industrial buildings to the south across Butherus) on all other sides. None of these buildings (to our knowledge) are considered noise-sensitive; and none are expected to be occupied in the late evening hours when Martini Park is in operation. We understand there is a planned condominium project hundreds of feet to the east of the Martini Park facility. These residential and hotel buildings would either not have line-of-sight to the Martini Park facility, would be shielded by other intervening buildings, or would be too far away to be impacted by the Martini Park operations.

If you have any questions, please do not hesitate to call.

Sincerely Yours,
Shen Milsom & Wilke Inc



Dennis Paoletti Principal FAIA