WAL-MART

APPLICATION

FOR

SPECIAL EXCEPTION

Prepared by:

The Faux Group, Inc.
2200 Somerville Road
Suite 200
Annapolis, MD 21401

1st Submission - January 2014

2nd Submission - August 2014

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Special Exception Application

Charles County Board of Appeals
c/o Zoning Officer, Department of Planning and Growth Management
Post Office 2150, La Plata, Maryland 20646

For Office Use Only

BOA Permit #

Docket File # assigned

Staff Initials

Application is hereby made for approval of the Special Exception hereinafter described.

I. APPLICANT INFORMATION

Waldorf Restaurant, Inc.
Applicant Name

P.O. Box 2000
Address

Gambrills, MD 21054
City, State and Zip Code

(301) 651-7883
Daytime Phone Number

Page Wyrough/Agent
Interest of Applicant (Contract Purchaser/Agent/Owner)

II. DESCRIPTION OF REQUESTED SPECIAL EXCEPTION

The applicant petitions for the following Special Exception, pursuant to Article XXV of the Charles County Zoning Ordinance, dated October 1, 1992, as amended: (Choose one)

A. First Time Application.

Section 297-212.6.01.150 - Zoning Ordinance (Retail sales greater than 100,000 sq.ft.on one floor)
Use Number and Description from Section 63 of the Zoning Ordinance.

B. _____ Enlargement, _____ Extension, or _____ Modification of existing special exception. (Check one)

Number and name of existing Special Exception.

C. Renewal of existing special exception.

Number and name of existing Special Exception

III. PROPERTY DESCRIPTION

Mattawoman Drive & Crain Highway (U.S.Rte. 301)
Site Address/Street Location

TOD	HC-Highway Corridor	Mixed Use
Base Zone Classification	Overlay Districts	Comprehensive Plan Designation(s)
No	W3/S3	TM8/G6/Par's17,26,254,339,588 Par17:06-058655/26:06-058663/254:06-031161 339:06-025633/588:06-055257
Located in CBCA?	Water Category/Sewer Category	Tax Map, Grid, Parcel(s) / Tax Account Identification #
20.01		YES
Acreage or square feet subject to Special Exception		Is the property part of a larger recorded parcel?

IV. PROPERTY MAPS

The application shall include a Property Map which includes the following information:

A. Record plat of the property, if applicable, or survey plat of the property, 18" x 24" in size, with the boundaries For which the special exception is sought, outlined in red.
B. Bearing and distances of all property lines, north arrow, and drawing scale.
C. Names and widths of all adjacent streets and roads.
D. Limits of all easements on or adjacent to property.
E. Location of adjacent parcels, tract or lots within one hundred (100) feet of the property.

V. SITE PLAN

The application shall include a site plan adequate to demonstrate that the proposed use will conform to applicable standards, including those listed in Article XIII: "Minimum Standards for Special Exceptions and Uses Permitted with Conditions" and Article XXV, Section 415 of the Zoning Ordinance. The site plan shall depict streams, other significant environmental features, existing structures and paved areas.

VI. CONSISTENCY WITH THE ZONING ORDINANCE AND WITH COUNTY PLANS

A. The application shall include a written statement and adequate evidence to demonstrate that the proposed use will conform to applicable standards, including those listed in Article XIII: "Minimum Standards for Special Exceptions and Uses Permitted with Conditions" and Article XXV, Section 415 of the Zoning Ordinance.

B. The application shall include information which demonstrates that the proposed use is consistent with the Charles County Comprehensive Plan, Comprehensive Water and Sewerage Plan, Capital Improvement Program, and other applicable County Plans.

VII. ADJACENT PROPERTY OWNERSHIP

The application shall provide the names and addresses of all adjoining and confronting (directly across any County or State Road) property owners of the entire parcel for which the Special Exception is requested.

VIII. OWNER INFORMATION

The applicant shall include the name, mailing address, and signature of each record owner of the property for which the Special Exception is being sought. If owned by a corporation, the application must be signed by such officers as are empowered to act for the corporation.

Waldorf Restaurant, Inc.	Chaney Properties Inc
Owner Name	Owner Name
P.O. Box 2000	P.O. Box 2000
Street Address	Street Address
Gambrills, MD 21054	Gambrills, MD 21054
City, State & Zip Code	City, State & Zip Code
/Agent	/Agent
Signature	Signature

Attach additional sheets if necessary.

IX. APPLICANT'S INSTRUCTIONS AND SIGNATURE

A. Submit twelve (12) copies of the application and twelve (12) copies of each attachment, including property maps and site plans.

B. Failure to provide the required information with the application may result as delay and, in certain cases, return of the application to the applicant.

C. The Zoning Officer may, upon written request, waive certain requirements listed herein in the case of unique situations.

D. The applicant hereby certified that this application for a variance is complete and that the information provided is correct.

/Agent 1-24-2014

Signature of Applicant Date

Chaney Enterprises

December 18, 2013

Department of Planning and Growth Management
Charles County
200 Baltimore St.
La Plata, MD 20646

Re: Application for Special Exception – Waldorf Station

To whom it may concern:

The undersigned does hereby appoint Richard R. Page Wyrough, Esq. as its agent and attorney in fact with respect to the referenced application.

Said agent is authorized and empowered in the name and on behalf of the Waldorf Restaurant, Inc. and under its corporate seal to execute and deliver documents in the name and on behalf of the company in connection with said application.

Said agent is empowered to agree to such changes, modifications or amendments in the documents to be signed by in the name of the company as it may from time to time deem to be in the best interest of the company, and his execution of such documents with any such changes, modifications and amendments shall be deemed conclusively to be in the best interests of the company and all such changes modifications and amendments shall be binding upon the company.

Very truly yours,
Waldorf Restaurant, Inc.

Donna Chaney Bunn
President

Chaney Enterprises

December 18, 2013

Department of Planning and Growth Management
Charles County
200 Baltimore St.
La Plata, MD 20646

Re: Application for Special Exception – Waldorf Station

To whom it may concern:

The undersigned does hereby appoint Richard R. Page Wyrough, Esq. as its agent and attorney in fact with respect to the referenced application.

Said agent is authorized and empowered in the name and on behalf of the Chaney Properties, Inc. and under its corporate seal to execute and deliver documents in the name and on behalf of the company in connection with said application.

Said agent is empowered to agree to such changes, modifications or amendments in the documents to be signed by in the name of the company as it may from time to time deem to be in the best interest of the company, and his execution of such documents with any such changes, modifications and amendments shall be deemed conclusively to be in the best interests of the company and all such changes modifications and amendments shall be binding upon the company.

Very truly yours,
Chaney Properties, Inc.

Francis H. Chaney, II
President

Chaney Enterprises

December 18, 2013

Department of Planning and Growth Management
Charles County
200 Baltimore St.
La Plata, MD 20646

Re: Application for Special Exception – Waldorf Station

To whom it may concern:

The undersigned does hereby appoint Richard R. Page Wyrough, Esq. as its agent and attorney in fact with respect to the referenced application.

Said agent is authorized and empowered in the name and on behalf of the Southstar Limited Partnership and under the corporate seal of its general partner to execute and deliver documents in the name and on behalf of the partnership in connection with said application.

Said agent is empowered to agree to such changes, modifications or amendments in the documents to be signed by in the name of the partnership as it may from time to time deem to be in the best interest of the partnership, and his execution of such documents with any such changes, modifications and amendments shall be deemed conclusively to be in the best interests of the partnership and all such changes modifications and amendments shall be binding upon the partnership.

Very truly yours,
Chaney Brothers, Inc., General Partner
Southstar Limited Partnership

Donna Chaney Bunn
Vice President

ADJACENT PROPERTY OWNERSHIP
Wal-Mart Special Exception

TM 8, P 588 Waldorf Restaurant Inc PO Box 2000 Gambrills, MD 21054	TM 8, P 221 Waldorf Restaurant Inc PO Box 2000 Gambrills, MD 21054
TM 8, P 587 Southstar Limited Partnership PO Box 2000 Gambrills, MD 21054	TM 8, P 621 SMO, Inc. PO Box 2810 La Plata, MD 20646
TM 8, P 25 Hendifar Properties, LLC 419 N Bundy DR Los Angeles, CA 90049	TM 8, P 692 McDonald's Corporation PO Box 182571 Columbus, OH 43218

Project Team

Walmart Special Exception

Owner(s)	**Waldorf Restaurant, Inc & Chaney Properties, Inc.** P.O. Box 2000 Gambrills, MD 21054 **Page Wyrough/ Agent** (301) 651-7883 (ph) wyroughlegal@aol.com
Applicant	**Waldorf Restaurant, Inc.** P.O. Box 2000 Gambrills, MD 21054 **Page Wyrough/ Agent** (301) 651-7883 (ph) wyroughlegal@aol.com
Planning/Zoning Consultant	**The Faux Group, Inc.** 2200 Somerville Rd, Suite 200 Annapolis, MD 21401 **Patricia L. Faux, President** (410) 295-6517 (ph) pfaux@fauxgroup.com
Legal/Zoning Consultant	**Gibbs and Haller** 1300 Caraway Court, Suite 102 Largo, Maryland 20774 **Edward C. Gibbs, Jr, Partner** (301) 306-0033 (ph) egibbs@gibbshaller.com
Development Consultant	**Ramon Benitez** (301) 332-8531 (ph) info@permitmonkey.com
Master Planner's/Engineers	**Bohler Engineering** 16701 Melford Blvd, Suite 310 Bowie, MD 20715 **Dan Duke, Principal** (301)809-4500 (ph) dduke@bohlereng.com

PGM# VSC14-0008

WALMART #1717-08

C-182-SGL-NO

184,015 S.F. ± (BUILDING GROSS FLOOR AREA)

8,452 S.F. ± (GARDEN CENTER FLOOR AREA)

FFE=198.00 ±

GRAPHIC SCALE

(IN FEET)
1 inch = 60 ft.

LEGEND

PROPOSED SANITARY STR. NUMBER	A
PROPOSED STORM STR. NUMBER	11
PARKING SPACE COUNT	8
PROPOSED MATTAWOMAN HIKER/BIKER TRAIL CENTERLINE	
LIMITS OF CLEARING AND GRADING	
PROPOSED WATERLINE	W W W
PROPOSED SANITARY SEWER	
STORM SEWER	18" RCP
PROPOSED UNDERGROUND STORMWATER/BMP VAULT	
PROPOSED MICRO BIO-RETENTION AREA	
PROPOSED 5' PERVIOUS CONCRETE SIDEWALK	
100' OFFSET FOR SPECIAL EXCEPTION BOUNDARY	
CROSSWALK	

CHARLES COUNTY GOVERNMENT
Department of Planning and Growth Management
Development Services Department

GRADING		CONSTRUCTION		AS-BUILTS
ROADS		CONSTRUCTION		AS-BUILTS
STORM DRAINAGE		CONSTRUCTION		AS-BUILTS
STORMWATER MANAGEMENT		CONSTRUCTION		AS-BUILTS
WATER		CONSTRUCTION		AS-BUILTS
SEWER		CONSTRUCTION		AS-BUILTS
OTHER		CONSTRUCTION		AS-BUILTS

DATE:

Conditions and/or Remarks:

THIS PERMIT EXPIRES ON: / /

I HEREBY CERTIFY THAT THESE DOCUMENTS WERE PREPARED OR APPROVED BY ME, AND THAT I AM A DULY LICENSED PROFESSIONAL ENGINEER UNDER THE LAWS OF THE STATE OF MARYLAND, LICENSE NO. 42769 EXPIRATION DATE: 12-18-2014

STATE OF MARYLAND — TARIQ ABBOUSHI — PROFESSIONAL ENGINEER

REVISIONS

NO.	DESCRIPTION	BY	DATE

Bowman CONSULTING

Bowman Consulting Group, Ltd.
14020 Thunderbolt Place Suite 300
Chantilly, Virginia 20151

Phone: 703-464-1000
Fax: 703-481-9720
www.bowmanconsulting.com
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SPECIAL EXCEPTION PLAN

WALMART #1717-08
SPECIAL EXCEPTION PLAN
MATTAWOMAN DRIVE & CRAIN HIGHWAY, WALDORF, MARYLAND 20601
COMMERCIAL DEVELOPMENT
TAX MAP 0008, GRID 0006 - PARCELS 0026, 0017, 0254, 0339, 0588
DEED 181/166, 726/104, 182/159, 158/293, 2930/180
6TH ELECTION DISTRICT — CHARLES COUNTY, MD

SCALE:	1" = 60'
DRAWN BY:	CDL
CHECKED BY:	DJH
JOB NO.:	4613-01-001
DATE:	AUGUST 2014
FILE NO.:	
SHEET	4 OF 13

PGM# VSC14-0008

METES AND BOUNDS DESCRIPTION
PROPOSED WAL-MART PARCEL

PART TO THE LANDS OF
WALDORF RESTAURANT, INC.
LIBER 181 FOLIO 166
LIBER 728 FOLIO 104
AND
WALDORF RESTAURANT, INCORPORATED
LIBER 2630 FOLIO 180
AND
THE FLAMINGO CORPORATION
LIBER 182 FOLIO 159
AND
SOUTHSTAR LIMITED PARTNERSHIP
LIBER 1734 FOLIO 495
AND
CHANEY PROPERTIES, INC.
LIBER 158 FOLIO 293
6TH ELECTION DISTRICT
CHARLES COUNTY, MARYLAND

BEGINNING AT A REBAR WITH CAP FOUND MARKING THE INTERSECTION OF THE DIVISION LINE BETWEEN THE LANDS OF MCDONALD'S CORPORATION (LIBER 992 FOLIO 137) ON THE NORTH, AND THE LANDS OF WALDORF RESTAURANT, INC. (LIBER 181 FOLIO 166) ON THE SOUTH, WITH THE WESTERLY RIGHT-OF-WAY LIMITS OF CRAIN HIGHWAY – U.S. RTE. 301(VARIABLE WIDTH RIGHT-OF-WAY), THENCE WITH SAID WESTERLY RIGHT-OF-WAY LIMITS;

1. 141.67 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 3719.72 FEET, A CENTRAL ANGLE OF 02° 10' 56", AND A CHORD BEARING AND DISTANCE OF SOUTH 40° 42' 17" WEST, 141.66 FEET, THENCE DEPARTING SAID WESTERLY RIGHT-OF-WAY LIMITS, AND WITH A DIVISION LINE BETWEEN THE SAID LANDS OF WALDORF RESTAURANT, INC. (LIBER 181 FOLIO 166) ON THE NORTH, AND THE LANDS OF YADEGAR LIVING TRUST (LIBER 4888 FOLIO 26) ON THE SOUTH, THE FOLLOWING TWO COURSES AND DISTANCES;

2. NORTH 50° 09' 38" WEST, 230.52 FEET TO AN IRON PIPE FOUND, THENCE;

3. CONTINUING, SOUTH 85° 17' 01" WEST, 16.18 FEET, THENCE DEPARTING SAID DIVISION LINE, AND WITH A LINE THROUGH THE SAID LANDS OF WALDORF RESTAURANT, INC. (LIBER 181 FOLIO 166);

4. NORTH 49° 00' 50" WEST, 43.17 FEET, THENCE CONTINUING WITH SAID THROUGH LINE, AND WITH A LINE THROUGH THE LANDS OF WALDORF RESTAURANT, INC. (LIBER 728 FOLIO 104);

5. SOUTH 40° 33' 24" WEST, 462.81 FEET, THENCE CONTINUING WITH SAID THROUGH LINE, AND WITH A LINE THROUGH THE LANDS OF CHANEY PROPERTIES, INC. (LIBER 158 FOLIO 293);

6. SOUTH 80° 54' 01" WEST, 65.37 FEET, THENCE CONTINUING WITH SAID LINE THROUGH THE LANDS OF CHANEY PROPERTIES, INC.;

7. NORTH 45° 53' 15" WEST, 113.34 FEET, THENCE CONTINUING WITH SAID THROUGH LINE, AND WITH A LINE THROUGH THE LANDS OF THE FLAMINGO CORPORATION (LIBER 182 FOLIO 159), THE FOLLOWING THREE COURSES AND DISTANCES;

8. 104.98 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 273.29 FEET, A CENTRAL ANGLE OF 22° 00' 33", AND A CHORD BEARING AND DISTANCE OF NORTH 34° 58' 59" WEST, 104.34 FEET, THENCE;

9. CONTINUING, NORTH 21° 42' 35" WEST, 126.96 FEET, THENCE;

10. CONTINUING, 69.95 FEET ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 105.14 FEET, A CENTRAL ANGLE OF 38° 07' 13", AND A CHORD BEARING AND DISTANCE OF NORTH 38° 33' 07" WEST, 68.67 FEET, THENCE CONTINUING WITH SAID THROUGH LINE AND WITH A LINE THROUGH THE LANDS OF WALDORF RESTAURANT, INCORPORATED (LIBER 2630 FOLIO 180);

11. NORTH 57° 31' 48" WEST, 189.58 FEET, THENCE CONTINUING WITH SAID LINE THROUGH THE LANDS OF WALDORF RESTAURANT, INCORPORATED (LIBER 2630 FOLIO 180), THE FOLLOWING SEVEN COURSES AND DISTANCES;

12. NORTH 11° 13' 20" WEST, 27.63 FEET, THENCE;

13. CONTINUING, 23.62 FEET ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 976.00 FEET, A CENTRAL ANGLE OF 01° 23' 12", AND A CHORD BEARING AND DISTANCE OF NORTH 32° 37' 31" EAST, 23.62 FEET, THENCE;

14. CONTINUING, NORTH 31° 55' 53" EAST, 527.37 FEET, THENCE;

15. CONTINUING, 703.28 FEET ALONG THE ARC OF A CURVE TO THE RIGHT, HAVING A RADIUS OF 876.00 FEET, A CENTRAL ANGLE OF 45° 59' 56", AND A CHORD BEARING AND DISTANCE OF NORTH 54° 55' 51" EAST, 684.54 FEET, THENCE;

16. CONTINUING, SOUTH 55° 06' 24" EAST, 27.63 FEET, THENCE;

17. CONTINUING, SOUTH 08° 47' 56" EAST, 81.69 FEET, THENCE;

18. CONTINUING, 390.08 FEET ALONG THE ARC OF A CURVE TO THE LEFT, HAVING A RADIUS OF 530.00 FEET, A CENTRAL ANGLE OF 42° 10' 11", AND A CHORD BEARING AND DISTANCE OF SOUTH 29° 53' 02" EAST, 381.33 FEET, THENCE CONTINUING WITH SAID THROUGH LINE AND WITH A LINE THROUGH THE LANDS OF SOUTHSTAR LIMITED PARTNERSHIP (LIBER 1734 FOLIO 495);

19. CONTINUING, SOUTH 50° 58' 07" EAST, 163.94 FEET TO A POINT ON THE DIVISION LINE BETWEEN THE LANDS OF COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND (LIBER 388 FOLIO 155) ON THE NORTH, AND THE SAID LANDS OF SOUTHSTAR LIMITED PARTNERSHIP (LIBER 1734 FOLIO 495) ON THE SOUTH, THENCE WITH SAID DIVISION LINE;

20. SOUTH 46° 45' 19" EAST, 29.65 FEET TO THE INTERSECTION OF SAID DIVISION LINE, WITH THE DIVISION LINE BETWEEN THE SAID LANDS OF WALDORF, INCORPORATED (LIBER 1734 FOLIO 495) ON THE WEST, AND THE SAID LANDS OF MCDONALD'S CORPORATION ON THE EAST, THENCE WITH SAID DIVISION LINE, AND CONTINUING WITH THE SAID DIVISION LINE BETWEEN THE LANDS OF WALDORF RESTAURANT, INC. (LIBER 181 FOLIO 166) ON THE WEST, AND THE LANDS OF MCDONALD'S CORPORATION ON THE EAST;

21. SOUTH 38° 58' 21" WEST, 427.29 FEET, THENCE CONTINUING WITH THE SAID DIVISION LINE BETWEEN THE LANDS OF WALDORF RESTAURANT, INC. (LIBER 181 FOLIO 166) ON THE WEST, AND THE LANDS OF MCDONALD'S CORPORATION ON THE EAST, THE FOLLOWING TWO COURSES AND DISTANCES;

22. SOUTH 53° 43' 16" WEST, 30.51 FEET, THENCE;

23. CONTINUING, SOUTH 48° 31' 39" EAST, 196.37 FEET TO THE PLACE OF BEGINNING.

CONTAINING 870,580 SQUARE FEET OR 19.986 ACRES

BEING PART OF THE PROPERTY ACQUIRED BY WALDORF RESTAURANT, INC. FROM EDNA K. FENWICK, WIDOW AND MARGARET A. FENWICK, WIDOW, BY DEED DATED APRIL 13TH, 1966 AND RECORDED IN LIBER 181 FOLIO 166 AMONG THE LAND RECORDS OF CHARLES COUNTY, MARYLAND.

BEING PART OF THE PROPERTY ACQUIRED BY THE WALDORF RESTAURANT, INC. FROM GRACE W. CHANEY FUSS AND GRACE W. CHANEY, PERSONAL REPRESENTATIVE OF THE ESTATE OF EUGENE CHANEY, BY DEED DATED JULY 21ST, 1980 AND RECORDED IN LIBER 728 FOLIO 104 AMONG THE LAND RECORDS OF CHARLES COUNTY, MARYLAND.

BEING PART OF THE PROPERTY ACQUIRED BY WALDORF RESTAURANT, INCORPORATED FROM EMBASSY DAIRY, INC., BY DEED DATED AUGUST 19TH, 1998 AND RECORDED IN LIBER 2630 FOLIO 180 AMONG THE LAND RECORDS OF CHARLES COUNTY, MARYLAND.

BEING PART OF THE PROPERTY ACQUIRED BY THE FLAMINGO CORPORATION FROM ALLEN D. FENWICK AND EVANGELINE C. FENWICK, HIS WIFE AND MARGARET A. FENWICK, WIDOW, BY DEED DATED MAY 27TH, 1966 AND RECORDED IN LIBER 182 FOLIO 159 AMONG THE LAND RECORDS OF CHARLES COUNTY, MARYLAND.

BEING PART OF THE PROPERTY ACQUIRED BY SOUTHSTAR LIMITED PARTNERSHIP FROM WALDORF RESTAURANT, INC., BY DEED DATED DECEMBER 23RD, 1992 AND RECORDED IN LIBER 1734 FOLIO 495 AMONG THE LAND RECORDS OF CHARLES COUNTY, MARYLAND.

BEING PART OF THE PROPERTY ACQUIRED BY CHANEY PROPERTIES, INC. FROM EUGENE CHANEY AND GRACE CHANEY, BY DEED DATED JANUARY 29TH, 1962 AND RECORDED IN LIBER 158 FOLIO 293 AMONG THE LAND RECORDS OF CHARLES COUNTY, MARYLAND.

I HEREBY CERTIFY THAT THE METES AND BOUNDS DESCRIPTION HEREIN WAS PREPARED BY ME PERSONALLY OR UNDER MY DIRECTION AND THAT THIS DESCRIPTION AND ANY SURVEY WORK REFLECTED HEREIN WAS PREPARED IN COMPLIANCE WITH COMAR 09.13.06.12.

STATE OF MARYLAND
ROBERT C. HARR, JR.
PROFESSIONAL LAND SURVEYOR
No. 21587

03/04/14

ROBERT C. HARR, JR. DATE
MARYLAND PROFESSIONAL LAND SURVEYOR NO. 21587
EXPIRATION DATE: JANUARY 16, 2015

A.6 SITE PLAN

Provided under separate cover in large format 18 x 24”

BEFORE THE BOARD OF APPEALS FOR CHARLES COUNTY, MARYLAND
STATEMENT OF JUSTIFICATION IN SUPPORT OF SPECIAL EXCEPTION
APPLICATION/WALDORF STATION

The applicant for this Special Exception is Waldorf Restaurants Inc. ("Waldorf" or "Applicant"). Pursuant to this application, Waldorf requests the approval of a special exception which would authorize the construction and operation of a retail sales establishment greater than 100,000 square feet and located on one floor pursuant to the provisions of Section 297-212.6.01.150 of the Charles County Zoning Ordinance ("Zoning Ordinance").

THE PROJECT

This Special Exception Application is requested for a parcel of land which is part of a much larger proposed mixed-use development known as Waldorf Station[1]. In 2004, the Board of County Commissioners ("County Commissioners") of Charles County, Maryland, pursuant to the enactment of Bill No. 2004-08 on October 27, 2004, approved a rezoning of numerous parcels from various zoning classifications including the Community Commercial, Cental Business, General Industrial and High Density Residential Zones to the Transit Oriented Development ("TOD") Zone. A copy of this Order is marked Exhibit "A" and attached hereto. The properties involved in the rezoning consisted of Parcel 1 as depicted on Tax Map 3, Parcels 3, 17, 26, 221, 249, 254, 287, 339, 587, 588 and 588 as depicted on Tax Map 8, and Parcel 59 as depicted on Tax Map 9. In total, the property involved in the rezoning comprised approximately 141± acres. In combination, the parcels comprising Waldorf Station present an irregularly shaped assemblage and may be found situated on both the east and west sides of US Rt. 301 at the extreme northern boundary of Charles County where it meets Prince George's County. Parcels included in Waldorf Station and located to the west and northwest of US Rt. 301 comprise approximately 87 acres and parcels located on the east and southeast side of US Rt. 301 consists of approximately 54 acres of land. The TOD Zone has its purpose the location and integration of a mix of uses at high densities including residential, commercial, industrial, recreational and/or institutional uses.

Pursuant to an Amended Decision and Order dated December 8, 2009, and enacted by the County Commissioners, an amendment to the TOD Zone for the Waldorf Station project was approved. The action of the County Commissioners in 2009 amended a number of the conditions attached to the original approval order of 2004. A copy of this Order is marked Exhibit "B" and attached hereto.

[1]Originally, the project was known as Waldorf Crossing. At the time of General Development Plan ('GDP") approval, the name was changed to Waldorf Station.

As approved, the TOD Zone for the Waldorf Station project authorized a mix of uses including varying types of residential units, commercial retail space, commercial office space and a hotel. Various open space areas as well as active recreational facilities were also approved.

As amended in 2009, the Waldorf Station project was approved for a maximum of 798 residential dwelling units of varying types. In addition, a maximum of 453,000 square feet of commercial uses were permitted with a maximum retail commercial component of 226,500 square feet. The balance of the approved maximum commercial square footage would be allocated to non-retail commercial uses. The development was proposed and approved to be divided into "Districts" or "Neighborhoods" within the overall Waldorf Station project. Development within each District was subject to varying thresholds of uses. Phasing and sequencing of development was also regulated, as is typical in large mixed-use projects.

GENERAL DEVELOPMENT PLAN

Step 2 in the TOD Zone approval process requires the submission, review and approval of a General Development Plan ("GDP"). The GDP consists of a text document and a conceptual site plan drawing showing division lines for the various Districts, points of vehicular access and internal circulation, and types and quantities of various uses. Three Districts (A, B and C) were approved for Waldorf Station. The Waldorf Station GDP was approved by the Charles County Planning Commission on December 17, 2012. The GDP approval maintained the development cap of 798 residential units and 453,000 square feet of commercial development. A copy of a letter dated December 26, 2012 from the Department of Planning and Growth Management evidencing the approval of the GDP is marked Exhibit "C" and attached hereto. Also attached as Exhibit "D" is a copy of the approved GDP drawing. Public road access is proposed to be provided to Waldorf Station from points along US Rt. 301 including Mattawoman Drive, Substation Road and from a new road to be constructed and known as Western Parkway. In addition, access will be provided through private access driveways. All of these access points, as well as internal circulation driveways, are shown depicted on the approved GDP.

THE PROPERTY

The property forming the subject matter of this special exception application is located within that section of the Waldorf Station project located on the west/northwest side of US Rt. 301. Specifically, it is depicted as District A on Sheet 2 of 6 of the GDP plan package and which is titled "General Development Plan (West)". It may more particularly be described as Parcels 17, 26, 254, 339 and

588, appearing on Tax Map 8, Grid 6. A Preliminary Subdivision Plan for the Waldorf Station project has been filed, but has not yet been approved. On that proposed Preliminary Subdivision Plan, the area of the proposed special exception application is identified as proposed Lot 5. It comprises 20+ acres (the "Property"). A legal description for this Property is provided. The Property is bounded on the west by proposed Western Parkway, on the south by a proposed private driveway, on the east by another proposed private driveway, and on the north by a proposed extension of Mattawoman Drive from US Rt. 301 to intersect with Western Parkway. The section of Western Parkway which is shown bounding on the Property's western edge is not yet constructed. The same is true with the private driveways. Mattawoman Drive is partially constructed from US Rt. 301 in a westerly direction generally to a point approximately 300 feet from US Rt. 301. The Property is presently improved with the Waldorf Restaurant and Motel, an abandoned warehouse building, a former dairy plant structure currently housing a church known as "New Community Church of God" and a building which currently houses an auto auction facility.

THE NEIGHBORHOOD

The Applicant submits that the appropriate neighborhood to be considered in this case is bounded on the north and northwest by the Mattawoman Creek (Charles County/Prince George's County boundary line), on the south, southwest and southeast by Acton Lane and on the east by Mattawoman-Beantown Road (Maryland Route 5). The northern portion of the neighborhood is dominated by the Waldorf Station project. The major transportation artery impacting the neighborhood is US Rt. 301 which is a dualized multi-lane interstate carrying traffic in a north/south direction. Old Washington Road (Maryland Route 925) runs parallel to US Rt. 301 through a portion of the neighborhood before it terminates at Substation Road. Finally, Mattawoman-Beantown Road (Maryland Route 5) also runs generally in a north/south direction and joins US Rt. 301 at the northern terminus of the neighborhood.

As indicated above, certain improvements presently exist on the Property. In addition, there are numerous other improvements on the Waldorf Station project and within the neighborhood. On the west side of US Rt. 301 and within the Waldorf Station project (from north to south) is the Chaney office building, which is situated on the north side of Mattawoman Drive on future lot 6. To the west of the Chaney Building are athletic fields and beyond that wooded areas. Immediately south and fronting on the west side of US Rt. 301 is the site of a former Exxon station which is presently being dismantled. Beyond that to the south is a McDonald's Restaurant and an auto import facility.Farther south on future lot 4 is a small

apartment building. Beyond the improvements presently located within District A, are a number of diverse commercial retail and service uses including gas stations, a Sam's Club, a Home Depot, automotive facilities, offices, a car rental facility and a mini-storage facility. A residential apartment complex, as well as a mobile home park are also found situated among the commercial uses. To the west and along Pierce Road is the Marabella Delight residential subdivision containing single-family detached homes. Farther south and west are the single family detached subdivisions of Holly Tree, Northwood and Oxford Oaks.

On the east side of US Rt. 301 and within the Waldorf Station project, again proceeding from the north, is a Sunoco gas station, Pinefeld Center (a retail commercial enclave containing numerous retail and service uses), a liquor store, another retail commercial shopping center, a truck facility, an electrical substation and a BB&T Bank. These uses terminate at Substation Road, the southern boundary of the Waldorf Station project. Farther south and also fronting on the east side of US Rt. 301 and within the neighborhood, are a number of other retail and service commercial uses including fast food restaurants, liquor stores, an auto dealership, and various warehouse uses. Significantly, within the neighborhood is an existing Walmart retail store which is situated generally in the northeast quadrant of the intersection of Acton Lane and US Rt. 301.

The balance of the neighborhood consists of single-family detached residential uses located within the White Oak Village subdivision and another subdivision known as Meadows at White Oak, all of which are located to the east/southeast of White Oak Drive, which runs generally in a north/south direction just east of Old Washington Road. Farther to the southeast is the Idlewood Trailer Park. Finally, in the extreme southern portion of the neighborhood is the Acton Lane Industrial Center.

The neighborhood may accurately be described as being dominated by intense commercial development along both sides of US Rt. 301. These uses are typical of development which has occurred within the Waldorf area along US Rt. 301 for many years. All of the existing uses within the Waldorf Station project will ultimately be razed as new improvements are approved and proceed to construction.

THE SPECIAL EXCEPTION USE

Waldorf is requesting approval of a special exception which will allow a Walmart retail super store ("Walmart") to be constructed on the Property. This proposed Walmart will be a one-story, building consisting of slightly in excess of 184,000 square feet and an approximate 8,452 square foot open air garden center. The business

will feature a variety of retail uses including, but not limited to, a grocery store section, a pharmacy, optometry services, a clothing section, a toy department, a gardening center (referenced above), an automotive facility and a food tenant, among other uses. The owner and operator of the facility will be Walmart Inc. As noted above, Walmart Stores Inc. presently owns and operates an existing Walmart facility situated in the northeast quadrant of the intersection of US Rt. 301 and Acton Lane, just west of Old Washington Road. That facility operates within a building comprising approximately 100,000 square feet of floor space. Upon completion of the construction of the new Walmart, the existing Walmart facility will close and all operations will be centralized in the new and larger super Walmart which will offer an expanded scope of goods and services to the community. The new Walmart proposed to be constructed within Waldorf Station will address the needs of a growing population in the immediate Waldorf area and within Charles County in general.

As can be seen from elevations filed with this application, the proposed new Walmart will be oriented within District A so that the front of the store faces US Rt. 301. Access to the Walmart will be gained from a proposed private access driveway directly off of US Rt. 301 which will provide for right-in/right-out turning movements. This private access road will be situated roughly at the mid-point of the District A frontage on US Rt. 301. Two other access points into Walmart will be available via an extension of existing Mattawoman Drive and through the construction of a second private access road which will also intersect with US Rt. 301 and also provide for right-in/right-out turning movements. Vehicles proceeding southbound on US Rt. 301 will be able to enter the Walmart site at one of the three driveway locations shown depicted on the site plan. Vehicles leaving the site and proceeding south can exit through any one of the three driveway entrances. Patrons exiting the site and desiring to proceed north on US Rt. 301 will exit via Mattawoman Drive where a full turning movement and median break exists. Turning movements at this location are controlled by an existing traffic signal.

As depicted in the elevations, the exterior of the proposed Walmart will be constructed almost exclusively of masonry products. The facade will feature a combination of quik-brik and split-faced block. The building facade will also feature articulation and detailing on all four sides of the building; the visual appearance of a two story building and dimensioned wall articulations so as to create depth and visual interest. These articulations occur at approximately every forty feet and incorporate wall plane projections and recesses; parapet articulation providing variation in the roof line Other features include two main entrances with full-height clear glass as dominant elements of the front elevation; screening of mechanical equipment with raised, articulated parapets and cornices; and,

traditional materials, including brick, stone, and synthetic stucco in a traditional, natural color palette to harmonize with other buildings in the WSTOD. Various components of the Walmart operation will be featured through these areas which appear much as storefronts within a town center layout. The storefronts include canopies, architectural detailing, plantings, seating, and trellises to add pedestrian friendly character. Many of the facade articulations will feature EIFS cornice treatments which will frame extensive storefront spandrel glass panels to provide greater architectural interest. The overall effect will be to create a town center look while maintaining all of the components of the Walmart experience within a single building. All parking will be provided via a surface parking lot. Interior landscape islands will be provided and all parking spaces and aisle widths will conform to design requirements as specified by the Zoning Ordinance and the approved Waldorf Station Design Code. Loading areas, as well as access to the motor vehicle repair facility which will be part of this Walmart, are all oriented to the rear of the building.

COMPLIANCE WITH ZONING ORDINANCE PROVISIONS

As noted above, a request to conduct a retail sales operation greater than 100,000 square feet on a single floor requires the grant of a special exception. Pursuant to Section 297-409(A)(2), the Board of Appeals is authorized to convene hearings and render final decisions on applications for special exception uses. The general criteria which an applicant must satisfy in order to obtain approval of a special exception are set forth in Section 297-415(H) of the Zoning Ordinance. That section sets forth nine general requirements. A point-by-point analysis of how this application complies with these criteria follows:

SPECIAL EXCEPTION CRITERIA
SECTION 297-415(H)

The Board of Appeals shall grant a special exception when, from a preponderance of the evidence of record, the proposed use:

Section 297-415(H)(1):
Will not be detrimental to or endanger the public health, safety and general welfare.

A special exception use is .a conditional use as opposed to one permitted as a matter of right. However, by virtue of making the use conditionally permissible, the local legislative body is deemed to have established a presumption that the special exception use

will be compatible within the neighborhood and will not have an adverse impact. Crestwell v. Baltimore Aviation Serv., Inc., 257 Md. 712, 719, (1970), Schultz v. Pritts, 291 Md. 1, 11 (1981).

In reviewing the instant application, it must be noted initially that the Walmart special exception being requested contains numerous and varied retail and service commercial elements which will provide needed services to the public. It is located within an area which has been rezoned to a floating zone, the TOD Zone, which has among its purposes, the integration of high density residential, commercial, industrial, recreational and/or institutional uses. Therefore, it is apparent that the Walmart use is one which would be envisioned in the TOD Zone. Further, the proposed Walmart facility has been selectively cited to be located in District A on the west side of US Rt. 301. The building will be set back substantially from US Rt. 301, a highly traveled multi-lane vehicular thoroughfare divided by a median, and which carries thousands of daily vehicular trips. To the rear, it is buffered by the Western Parkway, also a multi-lane transportation facility to be constructed within a 100 foot wide right-of-way and divided by a median. Farther to the west is unimproved vacant land which is heavily wooded and includes the Mattawoman Creek. Adequate and safe access to the site is being proposed via public and private driveways. Required onsite parking is being provided and attention has been devoted to architectural details as well as pedestrian circulation onsite.

Finally, it is important to note that an existing Walmart facility presently exists within the neighborhood just south of the Property. This existing Walmart has provided needed goods and services to the residents of Charles County for many years and has functioned without any adverse impact to the neighborhood or the general area.

The preparation of the site plan and elevations filed with this application has been undertaken after a thorough and comprehensive review and analysis of both the Property and the surrounding and adjacent neighborhood. All applicable development requirements and bulk regulations of the Zoning Ordinance have been addressed within the site plan in order to ensure no adverse impact. Further, this Walmart is a retail use which is proposed to be located within the approved GDP in an area allocated for retail uses. The density of the proposed Walmart (slightly in excess of 184,000 square feet) is well within the approved density cap for retail uses within the GDP.

In view of all of the above, the Applicant submits it is clear

that the grant of this special exception will not be detrimental to or endanger the public health, safety or general welfare.

Section 297-415(H)(2)
Is a permissible special exception in the zone.

This use is permitted in the TOD zone.

Section 297-415(H)(3)
Will not be detrimental to the use, peaceful enjoyment, economic value or development of surrounding properties or the general neighborhood.

For the most part, the analysis provided in response to Section 297-415 (H) (1) immediately above has equal application to this criterion. In addition, however, it should be noted that the proposed Walmart will be located along US Rt. 301 which has been intensely developed with commercial uses on both its east and west sides. Again, situating this use on an 20 acre parcel comprising District A within the GDP allows for it to be sensitively sited in such a manner as to be setback from but partially visible from US Rt. 301 while, at the same time, not causing an adverse impact either visually or from a transportation standpoint. The uses being proposed within this Walmart are similar in nature to many of the uses provided within individual buildings to be removed. Several new and existing buildings will be sited in front of the Walmart on small parcels along the US Rt. 301 frontage. They will partially screen the Walmart from Route 301 and complement its use. Providing numerous retail and service commercial uses within a single building and as part of a larger cluster as this Walmart proposes will actually enhance the TOD community and diminish adverse impact by reducing the number of vehicular trips and providing a synergy through the integration of different uses within the same structure. Patrons will be able to visit the Walmart site and shop for a wide array of goods and services instead of having to visit numerous individual locations which would create increased vehicle trips and require additional customer time.

As depicted in the elevations and on the site plan, the building will incorporate sound architectural design techniques and high-quality building materials. Generous landscaping has been provided as well as required screening in order to ensure no adverse impact to surrounding properties or the general neighborhood. Finally, it must be noted that the special exception use being proposed on the Property is part of a large mixed use project which proposes intensified commercial and residential development in the immediate vicinity. The Property is internal to the WSTOD site and

therefore directly abuts only TOD zoned land. In view of these facts, the proposed Walmart will not be detrimental to the use, peaceful enjoyment, economic benefit or development of surrounding properties, or the general neighborhood.

Section 297-415(H)(4)

Complies with the standards and requirements set forth in Article XIII.

Article XIII, Section 297-210(A) (B) (C)and(D) of the Charles County Zoning Ordinance provides the General Provisions necessary for approving Special Exceptions. Article XIII, Section 297-212, Subsection 6.01.150(A)(B) provides the specific conditions and requirements which need to be met for "Retail sales greater than 100,000 square feet on one floor" to be approved. Because these provisions are contained within Article XIII, they will be analyzed prior to reviewing the remaining provisions of Section 297-415(H).

Article XIII Provisions
Sections 297-210 and 297-212

297-210(A): This article contains the minimum conditions for each special exception (SE) and minimum requirements for each use permitted with conditions (PC) that are listed in the Table of Permissible Uses. These conditions and requirements supplement the base requirements for the zone in which the proposed use is located. All minimum conditions and requirements listed in this article shall be contained on a site plan submitted with the zoning permit or special exception applications.

A site plan has been submitted as part of this Special Exception application. As previously stated, Section 297212, Subsection 6.01.150 of the Charles County Zoning Ordinance lists the minimum conditions and minimum requirements referenced in 297-210(A) for "Retail sales greater than 100,000 square feet on one floor".

Section 297-212 Subsection 6.01.150 (A) and (B)

The Charles County Zoning Ordinance in Section 297212 Subsection 6.01.150 (A) and (B) sets forth the specific requirements applicable to retail sales over 100,000 square feet in a one story building. It provides that this use is permitted by special exception in the CC, CB, MX, TOD and PUD Zones subject to

the following:

A) *Site Design* and exterior *architectural plans shall be reviewed and approved by SDARB upon the granting of a special exception by the Board subject to the following minimum site design and architectural design standards:*

1) *Facades greater than one hundred feet in length, measured horizontally, shall incorporate wall plane projections or recesses with minimum two foot depth, and in sufficient number to reduce the unbroken massing into lengths of approximately 40 feet or less along all sides of the building.*

2) *The building design along any* public street *shall have arcades, display windows, entry areas, awnings or other such features along no less than 60% of its horizontal length.*

3) *Building facades must include no fewer than two of the following elements:*

   (a) *Color Change*
   (b) *Texture Change*
   (c) *Wall offsets, reveals or projecting ribs*

4) *The roof design shall provide variations in roof lines and add interest to, and reduce* the *massive scale of, large buildings. Roofs shall include two or* more *roof planes. Parapet walls shall be architecturally treated to avoid a plain, monotonous look.*

5) *Mechanical equipment shall be screened to views in all directions. If roof mounted, the screen shall be designed to conform architecturally to the design of the building either with varying planes or with parapet walls.*

6) *Loading docks, outdoor storage must be screened from adjacent properties, and materials, textures, colors and design of fences, walls and screening shall be compatible with on-site development, adjacent properties, and the neighborhood.*

7) *Areas for outdoor sales of products may be permitted* if *they are extensions of the sales floor into which*

patrons are allowed free access. Such areas shall be incorporated into the overall design of the building, and the landscaping shall be permanently defined and screened with walls and/or fences. Materials, colors and design of screening walls and/or fences shall conform with those used as predominant materials and colors on the building. If such areas are to be covered, then the covering shall be similar in materials and colors to those that are predominantly used on the building façade. Outdoor sales areas shall be considered as part of the gross floor areas of the retail establishment. Outdoor storage of products in an area where customers are not permitted is prohibited. This prohibition includes outdoor storage sheds and containers.

8) Pedestrian sidewalks, no less than eight feet in width, shall be provided along the full length of the building along any façade featuring a customer entrance, and along any façade abutting public parking areas. Such sidewalks shall be located at least six feet from the facade of the building to provide planting beds for foundation landscaping except where features such as display windows, arcades or entryways are part of the façade.

9) All internal pedestrian walkways shall be distinguished from driving surfaces through the use of durable, low-maintenance surface materials such as pavers, bricks, or scored concrete to enhance pedestrian safety and comfort.

The architectural elevations and site plans are provided here. A final set of architectural elevations and plans will be submitted for formal SDAR review after this special exception has been approved. It should be noted that the County SDAR staff reviews and approves all site designs and architectural plans for the Waldorf Station TOD in accord with the approved GDP for the project and in accord with the approved Design Code for the Waldorf Station TOD.

In addition, the specific development criteria have been met and satisfied as evidenced by the provided architectural elevations and plans. For example, building facades include projections and recesses at the required intervals in order to ensure that there is no appearance of unbroken massing. The building has been attractively and aesthetically designed so as to include extensive storefront spandrel glass panels, awnings and other distinctive architectural

features including cornice treatments and attractive fencing features. Building facades have multiple but compatible color combinations and texture changes. The roof has been designed so as to provide roof line variation and to incorporate parapet treatments in order to screen rooftop mechanical equipment. Loading docks are located to the rear of the building and masonry screen walls of materials that match the building are proposed. Pedestrian ways of sufficient width are provided. Where they pass through vehicular areas they will use decorative paving. In summary, all of the site and architectural treatments as required by this section have either been met or exceeded.

B) Any building which is expanded to 100,000 square feet or more on one floor shall be subject to a special exception and shall meet the requirements stated in Subsection 6.01.150 (A) above.

As previously indicated, the applicant will meet the requirements listed above in Subsection 6.01.150 (A).

297-210 (B): In addition to the general criteria set forth in this article for each special exception, when a use is designated SE in the Table of Permissible Uses, the Board of Appeals shall find that the requested SE use at the proposed location will not adversely affect neighboring, vicinal or abutting properties; will be compatible with the existing character or future planned development of the surrounding area; and will conform to the minimum requirements contained in each of the special exceptions listed in this article.

The proposed Walmart is proposed as part of an approved GDP in a mixed use project located within a TOD Zone. The project was approved for up to 226,500 sq/ft of retail development. With this Walmart, the Applicant is proposing slightly in excess of 184,000 sq/ft of retail development. Walmart's architectural features and construction materials will also be controlled by a design code that was approved as part of the overall GDP. The Property consists of an interior lot within the Waldorf Station project. In addition, substantial analysis has previously been presented hereinabove dispositively confirming that the proposed Walmart will have no adverse impact and will be compatible with abutting properties and the general neighborhood. In view of all of the above, more than sufficient facts exist in order to conclude that the proposed special exception will not adversely affect neighboring, vicinal or abutting properties and will be compatible with the existing character or future plan development of the surrounding area.

297-210(C):Buildings over five stories. A special exception must be obtained for a building to be above five stories or 60 feet in height subject to the following: principal structures may be erected to a height not exceeding 10 stories or 120 feet when the required side and rear yards are each increased by at least one foot for each additional foot of building height above the height restrictions for that zone, except where prohibited as an obstruction to air navigation. In considering such special exceptions, the Board shall take into account the impacts, if any, on the views from the Portico of Mount Vernon.

This provision is not applicable as the Walmart will be a 40' feet tall one-story structure, with the appearance of a second floor.

297-210 (D):The uses in 297-212 are classified by a number which coincides to the numerical reference in the Table of Permissible Uses for that designated use. The specific uses are alphabetized in the following section and also refer to the numbering system contained in the permissible use table.

This use is numbered as 6.01.150.

Section 297-415(H)(5)
Will cause no objectionable impact from traffic, noise, type of physical activity, fumes, odors, dust or glare.

The approval order of 2004 as well as the amendment in 2009 rezoning the Waldorf Station project to the TOD Zone contained numerous provisions addressing transportation considerations. Additionally, transportation conditions are also found in the GDP approval. The developer is providing dedicated right-of-way for widenings along US Rt. 301 as well as the right-of-way for the extension of Western Parkway. In addition, the developer will be required to extend Mattawoman Drive through the area adjacent to District A and District B on the west side of US Rt. 301 where they intersect with Western Parkway within a 60' wide right-of-way. As discussed earlier, safe and convenient access will be provided into the Walmart site by means of Mattawoman Drive and two private access roadways. Specific transportation conditions appear in the approval orders for the TOD Zone and the GDP. In addition, the developer is required to satisfy the adequate public facilities test for transportation at the time of preliminary subdivision plan approval. As noted earlier, a preliminary subdivision plan has been filed and is currently pending. Finally, an area comprising 7,100 square feet has been reserved in close proximity to the Property for the required

pedestrian overpass to cross over US Rt.301. This reservation area appears in the extreme southeast corner of District A.

The development of this site is required to conform to the requirements of COMAR noise regulations. As such, noise may not be generated which exceeds 65 dBA at the boundaries of the site for receiving residential properties. A corresponding daytime decibel level of 67 dBA for receiving commercial properties must also be maintained. To the extent it may be applicable, nighttime noise levels for receiving residential and commercial properties must be maintained at 55 dBA and 62 dBA respectively. The Applicant will conform to these standards.

Since the proposed Walmart will not be undertaking any manufacturing operations, the impact of any fumes or odors is negligible. The facility will be constructed in conformance with all building codes and will utilize state-of-the-art ventilation systems. The operation does not inherently produce dust. The parking compound will be paved with asphalt and consequently no dust will be generated by vehicles visiting the site. Finally, lighting will be installed in such a manner as to ensure that safe lighting is directed downward onto the site and that there will be no impacts onto off site properties from lighting glare.

Section 297-415(11)(6)

Will provide adequate utilities, water, sewer or septic system, access roads, storm drainage and/or other necessary public facilities and improvements. If a use requires an adequate public facilities review by the Planning Commission, such review shall be made a condition of the granting of the special exception by the Board.

The project will provide adequate utilities, water, sewer, access roads, storm drainage and/or other necessary public facilities and improvements as part of its building permit process. All utilities will be installed at the property owner's expense and will be in compliance with all applicable federal, state and local regulations.

Section 297-415(H)(7)

Will provide adequate ingress and egress and be so designated as to minimize traffic congestion in the public streets.

The Applicant is proposing three (3) ingress/egress points, from US Rte. 301 at separate locations into the Property. In addition, two (2) additional points of access will be available from Western Parkway once that roadway is constructed. This will provide

proper traffic circulation and minimize congestion.

Section 297-415(H)(8)
Is in accordance with the objectives of the Charles County Comprehensive Plan.

The Walmart retail superstore is to be located on Lot 5 in District A, within a project known as Waldorf Station. Waldorf Station has an approved General Development Plan (GDP). The Waldorf Station project is recommended for Mixed Use development pursuant to the Charles County Comprehensive Plan's "Land Use Concept Plan"(Figure 3-2). Waldorf Station *was* rezoned to the TOD Zone for a mix of uses and densities associated with those uses. Conformance to the Comprehensive Plan was found to exist at the time of rezoning. District A is approved for 220,000 square feet of retail development. The proposed Walmart retail store is slightly in excess of 184,000 square feet, well below the allowed commercial retail development density allocated as part of the approved GDP for District A. Transportation systems as well as adequate public water and sewer capacity exist to support the project. Walmart is also a strong contributor to the County's economic base through property taxes and job creation.

Chapter 3 of the Charles County Comprehensive Plan describes the vision for land use and growth management within Charles County.

The goals and objectives of this element of the plan are as follows:

3.1 Concentrate the majority of future growth in areas of the County already served or proposed to be served with public water and sewer. Direct 75% of future growth to the Mattawoman sewer service area and the Towns of Indian Head and La Plata.

The proposed Waldorf Station development is wholly located within the 'Development District' as detailed in the Charles County Comprehensive Plan. It is also located in a Mixed Use District which is described in the Comprehensive Plan as the area of Charles County where residential, employment, and service uses should be concentrated. The boundaries of the approved GDP for Waldorf Station generally coincide with the Mattawoman sewer service area. The Walmart retail store will be located in an area designated for commercial uses, future growth and for public water and sewer service.

3.2 Designate areas of the County dominated by agricultural and forest cover for rural development densities, agricultural use and conservation.

This is not applicable.

3.3 Provide services for surrounding rural and agriculture areas in existing villages while protecting their unique character.

This is not applicable.

3.4 Protect environmentally sensitive areas in using the County's abundant waterfront. Guide development away from areas vulnerable to natural hazards.

This is not applicable.

3.5 Concentrate commercial uses primarily in the currently developed portions of the Mattawoman watershed and in the towns of La Plata and Indian Head, and secondarily in the development districts and village centers rather than sprawling along the County's major roads.

Waldorf Station is located in the developed portion of the Mattawoman watershed. The Walmart retail store will be located within the Waldorf Station project on a parcel that currently is improved with a warehouse and a church. It represents a redevelopment site. This lot within the Waldorf Station project is approved for 220,000 sq/ft of retail use. The proposed Walmart retail store is only slightly above 184,000 sq/ft., well below the approved amount.

3.6 Encourage future industrial and office uses to locate in and near existing office and industrial areas in Waldorf (including St. Charles), in White Plains, near the Pomonkey Airport, in the Towns and adjacent to the Harry Nice Bridge.

This is not applicable.

3.7 Concentrate major community centers and facilities in and near the County's towns and the Mattawoman sewer service area; and provide community services in other areas in response to need based on growth.

This is not applicable.

3.8 Ensure that the amount and rate of development occurring in the designated Development District is consistent with the County's ability to provide public facilities and services.

As previously detailed the Walmart retail superstore will be located on Lot 5, which is approved for up to 220,000 square feet of

retail development as part of the Waldorf Station GDP. The Waldorf Station project is located within a designated Development District. This project is also located in a priority funding area with infrastructure to accommodate the density approved in the Comprehensive Plan. Public facilities and services were considered before approving the Waldorf Station development and the intensity of different uses within the project. The development of the Walmart retail store is consistent with Charles County's ability to provide public facilities and services.

3.9 Assure that the required infrastructure and facility improvements are planned and provided for in a timely, cost effective and efficient manner.

The infrastructure that is necessary for the development of the Walmart retail store is planned and will be provided for in a timely, cost effective and efficient manner. Western Parkway and an extension of Mattawoman Drive will be constructed to enhance the transportation system. The Western Parkway has been included in the County's Capital Improvements Program. This roadway will provide significant benefits to the Waldorf Station project and to Charles County. Utilities will be installed at the property owner's expense in accordance with all applicable federal, state and local regulations.

3.10 Concentrate future active recreation facilities in and near the County's major development centers; and establish open space on sensitive environmental lands as a means of preserving them.

The Property includes a small environmentally sensitive stream area which will be preserved as open space.

3.11 Direct the form of commercial and industrial development to urban mixed-use form or park and campus like form as opposed to linear or corridor form along County roadways.

As a use within the larger mixed use WSTOD, the Walmart retail superstore will be a good example of these development principles. Although it will have an entrance onto Route 301 the store will be located behind existing and planned retail development. Together the super store and these frontage buildings will replace existing vacant buildings along Route 301 thus preventing new retail sprawl along the frontage of County roadways.

3.12 Require residential development to be efficient, serviceable and designed to protect and retain portions of open space that will assure protection of sensitive resources.

Although this is not residential development it should be noted

that Walmart is a leader in protecting sensitive resources such as land and water:

- All urinals in new stores use only 1/8 of a gallon of water per flush which reduces water use by 87%
- All sinks use sensor activated faucets which reduce water usage by 75% compared to 1992 EPA standards
- These and other water saving measures are estimated to possibly save up to 530,000 gallons of water annually at this Walmart store.

Through recycling efforts at prior stores, Walmart has saved countless amounts of solid waste from being dumped into landfills including:

- 182 million pounds of loose plastic
- 18.9 million pounds of plastic hangers
- 12.4 million pounds of office paper
- 1.3 million pounds of aluminum

3.13* Coordinate on *regional issues by nurturing good working relationships with the State, with neighboring jurisdictions especially Calvert, Prince George's and St. Mary's Counties and with the Towns of Indian Head and LaPlata.

This is not applicable.

The Charles County Comprehensive Plan also details the following `Land Use Planning Policies' which are of particular interest to the Walmart retail store.

i) Implement a land use plan which strongly* and *clearly limits growth to desired types at desired locations and desired intensities.

The Charles County land use plan focuses development and growth in the location selected for the Walmart retail store. Charles County's Comprehensive Plan has designated this area as a mixed use development district. Lot 5 is the parcel on which the Walmart will be developed and it is part of a larger project that is zoned for transit oriented development. Lot 5 is approved for up to 220,000 sq/ft of retail development however the Walmart retail store is only proposing slightly in excess of 184,000 sq/ft of retail development, well below the approved development amount. The type of use, location and intensity are compatible with the approved GDP and the land use plan put forward in the Comprehensive Plan.

The commercial intensity proposed for this Property will fulfill the Comprehensive Plan's guidance for mixed use districts - that of a compact, well-designed, pedestrian-friendly environment". It will be consistent with the amount of the development rights approved by the County Commissioners for this WSTOD at the time of the Master Plan approval. The Master Plan approved rights will yield a net average commercial intensity of 0.20 FAR on the WSTOD lots designated for commercial use. The Walmart Super store will yield an FAR of 0.22 on the Property.

To create a significantly more compact design than is typical for big box sites in the county, the site plan includes 22% less parking than allowed by County Code. The reduction eliminates the need for approximately 0.6 acres (or 26,000 SF) of surface parking.

ii) Coordinate the use of the land use map, the zoning map, the capital improvements plan and the Comprehensive Water and Sewer Plan with one another in terms of districts, locations and planned expansions to assure growth management efforts are cohesive.

The land use map and the zoning map both designate the Walmart retail store as an appropriate use in this location. The planned capital improvements such as the Western Parkway, improvements to Route 301, the extension of Mattawoman Drive and the approved access to public water and sewer assure cohesive growth management efforts.

iii) Use land use controls, including architectural review and other ordinances, to implement standards for development which improve its quality regardless of the district in which development may occur.

The Walmart retail super store will be subject to the architectural guidelines imposed upon the Waldorf Station project as part of its approval. These design standards will ensure quality development that works in harmony with its surrounding uses.

iv) Protect residential zones from incompatible activities and land uses in order to ensure comfortable and safe living environments.

The Walmart retail super store will be bounded on its northern, southern and eastern boundaries by commercial uses. It will not impact any existing residential development outside the WSTOD or any residentially zoned land.

v) Use the development guidance system to permit designation of

planned residential and mixed use communities in the development district.

The Walmart retail super store is a located within the Waldorf Station development which is a mixed use community. The Waldorf Station project is within the Charles County 'Development District', is zoned for transportation oriented development and is located in a mixed use development district per the Charles County Land Use Concept Plan.

vi)* Consider amendments to the *land use plan and zoning maps* to *accommodate the expansion* of *incorporated towns provided:

This is not applicable.

vii)* Protect *the County's major economic bases by encouraging future land uses* that *are* compatible *with their continued viability and growth; and discouraging land uses* that *negatively impact their* ability to *remain a major component* of the *traditional economic base.

The proposed Walmart retail store is going to be a relocation of an existing Walmart retail store from another location in Charles County. The new Walmart will be a larger store with the ability to meet the expanding needs and demands of the citizens of Charles County. The larger store will continue to be a strong and positive force in the traditional Charles County economic base.

Chapter 4 of the Charles County Comprehensive Plan outlines the `Goals and Objectives' for economic development in Charles County. The overall goal is to:

"Maintain a viable economy which* protects the *County's traditional economic base and which encourages* further *investment diversification and expansion to offer a* broad *range* of employment *and business opportunities responsive* to *citizen needs."(p.4-2)

The Comprehensive Plan lists several objectives which the Walmart retail store helps to accomplish.

4.2 Strengthen the County's economic base through improvement of existing businesses and industry.

The Walmart retail store is the relocation of an existing Walmart from the same general area of the County. The new Walmart

will represent a stronger economic force as its expansion will allow it to meet the increasing needs of its customers

4.7 Stimulate development in locations identified on the Land Use Plan Map and at a scale consistent with the Plan in order to broaden the County's tax base, create new jobs and improve the overall quality of life of the County's citizens and communities.

As previously detailed, the proposed location of the Walmart retail store is consistent with the Comprehensive Plan's "Land Use Concept Plan". The improved Walmart will be able to better meet the needs of the citizens of Charles County and will help improve the overall quality of life within Charles County by continuing to give citizens access to quality, affordable merchandise, pharmaceuticals, clothing and food as well as being a good neighbor and environmental advocate. The improved and expanded Walmart may create new jobs as it will require more employees than it's smaller existing store.

4.8 Continue to develop incentives for commercial corridor revitalization which promotes infilling of business uses and as a consequence, protects environmentally sensitive areas and prime agricultural land.

The proposed location for the Walmart retail super store is on property that is currently developed with the former Waldorf Restaurant and Motel, an abandoned warehouse building, a former dairy plant structure now housing a church known as "New Community Church of God" and a building which currently houses an auto auction facility. . The site will be redeveloped for the Walmart. The site has direct access onto Route 301 and as part of the Waldorf Station project will contribute to the revitalization of this portion of the Route 301 corridor.

The Walmart retail super store will be a significant economic engine within Charles County. It will produce jobs and tax revenue. It will help revitalize this portion of the Route 301 corridor and it will continue to be a friend to the environment and an industry leader in its green initiatives.

The proposed site plan will protect sensitive environmental areas. The current development on the Property provides little or no surface water quality protection to the Mattawoman Watershed as it was developed prior to the establishment of storm water regulations. Re-development on the Property will introduce up to date protections consistent with current County and State storm water regulations.

Section 297-415(H)(9)

Conforms to the applicable regulations of the zone in which it is located and to the special requirements established for the specific use.

As can be seen from a review of the site plan and architectural elevations and plans provided in support of this application, the proposed Walmart development will conform to all applicable regulations contained in the Charles County Zoning Ordinance for both the TOD Zone in general and the requested special exception use in particular.

A Administrative Zoning Determination will permit the applicant to build a significantly smaller parking lot than is typical for a big box store. The requested 22% reduction in parking is more consistent with the superstore function and its location within a transit oriented mixed use development and will result in a more compact development. A decision on this by the Planning and Zoning Officer is pending.

PURPOSES OF TRANSIT ORIENTED DEVELOPMENT ZONE SECTION 297-11

Section 297-111(A) of the Zoning Ordinance states

> ***"It is the purpose of the Transit Oriented Development (TOD) zone to establish standards for the implementation of the Comprehensive Plan recommendations for comprehensively planned developments which will promote the integrated development of high-density transit- oriented development along major transportation arteries where transit opportunities exist and in the vicinity of existing or planned transit stops in a manner that will support existing or future public transportation systems."***

Both the approved Waldorf Station TOD Master Plan and approved GDP have been found to meet this general purpose statement as well as the 16 additional purposes below. This special exception request will comply with these purposes as follows.

The retail uses proposed as part of this special exception request are needed elements of the planned integrated mixed use development strategy of the Waldorf Station project. They will support transit and pedestrian activity in the TOD and in the surrounding area. As the national case studies referenced

in the County's 2010 Transit Study indicate, grocery stores and other community retail uses located within easy walking distance of transit, residences and businesses are a key part of promoting walking and transit use especially for commuters either originating or arriving at the site. Further as case studies from around the country demonstrate, customers and employees of this business (Walmart) generate ridership and pedestrian activity when the use is located near high frequency transit lines and in pedestrian oriented areas.

The proposed intensity of the Walmart use proposed for this site is consistent with the overall amount of commercial development approved for the Waldorf Station TOD by the County Commissioners at the time of the TOD approval as well as the intensity assigned to this District in the GDP. As the Staff findings note in the GDP, the County Commissioners did not approve a higher intensity of commercial uses for this TOD.

Additional purposes of the TOD Zone are:

(1) To integrate high-density residential, commercial, industrial, recreation and/or institutional uses into a community designed around a transit oriented theme. (See above)

(2) To provide a more flexible approach to the development of land situated adjacent to existing or future public transportation corridors and/or system. (See above)

(3) To implement the Comprehensive Plan and other County plans and policies in a manner and to a degree more closely compatible with said County plans and policies than is possible under base zones. (See above)

(4) To encourage the reduction of trips and travel time between home and the workplace by developing a community that is transit-supportive and pedestrian friendly.

Walmart retail super stores attract customers who appreciate a one stop shopping destination that enables them to make many purchases in one trip. This consolidated approach to shopping helps to reduce the number of trips and the travel time households need for daily, weekly and monthly shopping purposes. Walmart customers are typically the same segment of the population that uses transit in greatest numbers. Customers include nearby workers coming for lunch, commuters buying dinner at the deli on their walk home, seniors arriving on biweekly van pools etc. Walmart shoppers utilize public transportation consistent with the general population in the store's area. This typically ranges from 10-30% of the population based on national averages and the quality and frequency of the transit services available.

In recent years, Walmart has been growing in many urban and transit oriented areas. It has established many new transit-oriented and green initiatives that more fully support pedestrian, bike, and public transportation to their stores and are developing others on an ongoing basis. For example Walmart as an organization offers financial incentives to their employees to use transit by providing a means for them to purchase passes through Walmart with pre-tax dollars.

The goods and services of this store will support the buying needs of the local Waldorf Station TOD and the greater Waldorf community. While larger purchases may require a vehicle to transport, the super store will not be focused on large bulk sales that make it difficult for people to depart via transit, bikes or on foot. Further, this Walmart site will provide several design features that are transit-supportive and pedestrian friendly such as:

- Ample on site sidewalk and Hiker Biker trail connections to other lots within the TOD, to the planned Western Parkway Hiker Biker trail, the US Rt. 301 pedestrian over-pass location.
- A covered bus stop/waiting area for County van/buses on-site
- Foot bridge connection to the nearby planned Waldorf Station TOD Park and Ride lot
- Bike parking near the door for employees and customers along with locker rooms for associates to help make bike riding more practical.

(5) To encourage the effective and viable use of public and other major transportation systems.

Walmart will make effective use of the regional transportation access and improvements planned as a part of this TOD and the transit services planned by the County. Traffic flows for the store have been carefully planned as part of the overall TOD and a truck management plan will be created if needed to manage truck traffic flows.

The proposed development is located between two significant road systems, US Rt. 301 and the to-be-constructed Western Parkway. Walmart will have direct access to US Rt. 301 and will access the Western Parkway via the proposed Mattawoman Drive extension. The subject site has easy access to both of these roads allowing for effective and viable use of major transportation

systems.

The Mattawoman Beantown Light Rail Station is to be constructed directly across Rt. 301 from Walmart. There will be a footbridge over Rt. 301 which will allow transit riders and residents living on the eastern side of Rt. 301 convenient pedestrian access to the Walmart store. The proximity to the light rail station makes pedestrian patronage safe and easy.

(6) To provide appropriate treatment of historic structures, sites and vistas, as reflected in the Comprehensive Plan.

There are no designated historic structures features, sites or vistas affected by the proposed development. The applicant has met with the County's Historic Preservation Commission (HPC). They have voluntarily agreed to provide the HPC with certain information on the history of the former dairy plant; to allow the HPC to collect certain artifacts from the former Waldorf Restaurant /Motel before its demolition; and to include an historic interpretive sign on this Property regarding the history of motel in the area's "Little Las Vegas".

(7) To provide for the expansion or relocation of existing county businesses and to enhance the county's tourism industry.

The proposed development is the relocation of an existing county business. The relocation is necessary to expand the store to meet the increasing demand from shoppers. Ultimate redevelopment of the existing Walmart location will further enhance the tax base of Charles County as it is adjacent to another of the County's planned transit stations and is within the county's WURC district

(8) To reduce traffic congestion by encouraging the use of mass transit, public transportation, park and ride facilities and other major transportation systems, etc.

As previously described, the proposed development is located between two significant road systems, US Rt. 301 and the future Western Parkway. Walmart will have direct access to US Rt. 301 and will access the Western Parkway via the Mattawoman Drive extension. The Property has easy access to both of these major transportation systems.

The proposed development will promote the use of existing and future public transit. The site is currently served by four existing bus routes. The site plan will be designed to

coordinate with and accommodate these stops and/or transfer points. Coordination with Van-Go and other transit operators will occur during site plan review and solutions will be approved by the County. The pedestrian connections are provided to connect the super store to existing and future transit stops.

As noted above, The proposed development will help promote the development of and use of the County's future public transit corridor. The Mattawoman Beantown Light Rail Station is planned directly across US Rt. 301 from the proposed Walmart. It is designated in County plans as a "walk-up station". There will be a footbridge over US Rt. 301 which will allow transit riders and residents living on the eastern side of US Rt. 301 with convenient pedestrian access to the store. In the near term improvements are planned to be constructed at the intersection of Route 301 and Mattawoman Drive to allow pedestrians and cyclists to cross Route 301 at grade.

(9) To require the orderly, staged construction of large scale, comprehensively planned, multi-use centers at locations consistent with the Comprehensive Plan.

The proposed development is a portion of the commercial component in the approved GDP. It lies within a large scale 141 acre TOD Zone. It is part of the first of three orderly development stages (districts) planned for this mixed use center. These prior approvals analyzed and found the subject site to be consistent with the Comprehensive Plan.

(10) To ensure that the development is architecturally integrated by requiring an internal policy mechanism, such as a design code or an architectural review board.

A detailed Design Code has been approved for the Waldorf Station TOD. The proposed Walmart will comply with the approved Design Code.

(11) To provide, where appropriate, a wider variety of housing types integrated into the overall multi-use project as a method of directing growth within appropriate areas and reducing urban sprawl within rural areas.

This is not applicable to the subject application.

(12) To ensure internal compatibility of residential and nonresidential uses by providing a suitable residential

environment that is enhanced by the commercial, recreational, employment and institutional amenities within the multi-use project.

Waldorf Station is a high density mixed use project blending, residential, commercial, and institutional uses around a mass transit node. The proposed Walmart development represents a portion of the commercial uses within the project and with its significant retail offerings (clothes, food, toys, pharmacy etc...) it will give residents of Waldorf Station easy pedestrian access to a large inventory of necessary everyday consumer items. In addition, the project has an approved Design Code which demands that all uses within the project blend together in an appealing and compatible manner.

(13) To encourage high-density residential and high density commercial development within existing urban core areas where necessary public infrastructure exists or is readily available.

This location has significant commercial development currently in place along with appropriate infrastructure which is either existing or planned in order to accommodate high density development. This project has easy and convenient access to mass transit and major roadways. It is a high density commercial use with a development intensity that meets the criteria established in the approved GDP. The proposed intensity of the special exception proposed for the Property is consistent with the overall amount of commercial development approved for the Waldorf Station TOD by the County Commissioners at the time of approval as well as to the intensity assigned to District A in the GDP by the Planning Commission.

(14) To foster prosperous and viable communities, including commercial, residential and mixed use components that are of an enhanced design and structural quality which will result in property values that will be sustained over time.

As previously discussed the GDP was approved with a Design Code that this project will adhere to.

(15) To create economic development through business retention and attraction of predominantly high paying career opportunities with limited retail development.

As previously discussed, this project is a relocation and expansion of an existing Walmart from another location in the neighborhood. This relocation will allow the County to retain an important business that generates significant revenue and jobs for

Charles County. In addition, the approved GDP authorizes a maximum of 453,000 square feet of commercial use with no more than 226,500 square feet allocated to retail uses. The balance of non-retail commercial space will be developed with other uses which will generate additional economic development opportunities for the County.

(16) To conform to design principles that are compatible with urban, mixed use areas, including:

(A) Development of an attractive, pedestrian-friendly built environment.

The site plan has been carefully planned to be part of the overall planned WSTOD pedestrian and hiker/biker network. The Walmart Super store is also planned as a coordinated element in the larger building cluster that makes up the west side of the TOD. The SE site plan and building orientation is designed to provide pedestrians with short, pleasant routes to and from these other buildings which will be largely concentrated on lots to the north, south and west of the super store structure. The site design was carefully chosen to ensure that pedestrians need not traverse large surface parking lot to reach these other buildings. The site includes attractive ample streetscapes along the store façade public areas and several links to onsite public areas and the site edges. Improvements for a pedestrian crossing will be provided at the intersection of Pullman Place and Mattawoman Drive.

There will also be a controlled pedestrian crossing at the intersection of Route 301 and Mattawoman Drive to allow pedestrians and cyclists to cross Route 301 at grade. In addition a footbridge is planned in the future over US Rt. 301 allowing pedestrians easy access to the Property from the mass transit station and residential communities on the eastern side of US Rt. 301. There will also be extensive hiker/biker trails incorporated into the community. Finally, the Walmart site will incorporate safe pedestrian circulation throughout pursuant to the use of marked walkways and street/parking lots and transit stations.

(B) Establishment of design standards that will result in superior architecture and site design; and

The GDP for the site has an approved architectural Design Code which the applicant will comply with. This Design Code ensures that the project will be constructed utilizing superior architectural standards and that the project will blend harmoniously with the community. The elevations filed with this application demonstrate conformance to the approved Design Code.

(C) Incorporation of lands for public and private parks, landscape amenities and open space for a range of activities.

The Walmart site plan features 54,425 square feet of outdoor urban amenity areas including two usable public spaces and a wide streetscape area. It has hiking and biking trails as well.. Over six acres of the site will be preserved as open space. These form a coordinated part of a larger network of open spaces and amenity areas in the overall WSTOD.

VII: Conclusion

As demonstrated herein and in the accompanying application package, the proposed Special Exception meets the requirements of the Zoning Ordinance and is in conformance with the goals and objectives of the Comprehensive Plan and approved Waldorf Station TOD Master Plan as well as the approved GDP for Waldorf Station. Furthermore, the applicant has demonstrated compliance with the legal standards for approval of a Special Exception as mandated by Charles County. Therefore, based upon the information contained within this application and the testimony that will be presented at the public hearing, the Applicant respectfully requests that the proposed Special Exception for this Walmart store be approved.

EXHIBIT A

Attachment A

Decision and Order

Waldorf Crossing
Planned Development Zone Application PDZA #00-07
Transit Oriented Development (TOD) Zone

After a public hearing on the proposed Planned Development Zone Amendment Application PDZA #00-07 held on February 5, 2002, having considered the entire record made at such hearing, including all testimony, documents, and exhibits offered therein by way of oral, written, or referenced material and in light of matters of public record of which official notice has been taken, the County Commissioners of Charles County, Maryland, hereby make the following Findings of Fact and Conclusions of Law applicable to and in disposition of the proposed Planned Development Zone Amendment Application 00-07.

Findings

1. The applicant, Southstar Limited Partnership, a Limited Liability company, requests approval of a local map amendment to change the zoning of the property described below from the current Central Business (CB) Zone, Community Commercial (CC) Zone, General Industrial (IG) Zone, and Residential High Density (RH) Zone to the TOD, Transit Oriented Development Zone.

2. The subject property is located at the entranceway to Charles County, along U.S. Route 301. The Waldorf Crossing property is located at the northern limits of the County and is bisected by U.S. Route 301. Mattawoman Creek and the Charles-Prince George County Line bound the northwest portion of the subject property and U.S. Route 301 on the southeast. The southeast portion of the subject property is bounded on the east by the Maryland Route 5, bounded on the southeast by Substation Road and bounded on the west by U.S. Route 301. The property is located on Tax Map 3, Parcel 1, Tax Map 8, Parcels 3, 17, 25, 26, 59, 221, 249, 254, 287, 287, 339, 350, 587, and 588. The subject property described is also referred to as the Waldorf Crossing project.

3. The subject property is located on both sides of U.S. Route 301, at the northern boundary of the County. The northwest parcels contain approximately 87 acres. The southeast portion of Waldorf Crossing contains approximately 54 acres of undeveloped land.

4. The County Commissioners considered the Staff Report to the Planning Commission dated August 27, 2001.

5. The County Commissioners considered the recommendations contained in the Planning Commission's Report to the County Commissioners dated November 26, 2001.

6. The submitted TOD Zone application and master plan are consistent with the Charles County Comprehensive Plan based on the following specific findings:

Growth Management and Land Use

A. The proposed TOD Zone is wholly located within the Development District which is a Planning District identified in the plan as the area of the County where residential, employment, and service uses should be concentrated. The boundaries of the district generally coincide with the Mattawoman sewer service area. According to the plan, this area should accommodate 70 to 75 percent of the County's population growth to the year 2010. The TOD Zone request known as Waldorf Crossing is proposing a transit-oriented, mixed use community, designed to integrate residential, employment, and commercial uses in a comprehensively planned and environmentally manner, that is designed around a transit-oriented theme identified on the Master Plan are generally consistent with the type, density, and character of development addressed in the *Comprehensive Plan.*

B. The proposed TOD Zone is wholly located within the Urban Core which is a Planning District identified in the plan as an area of high-density suburban or urban centers and denser residential forms near major highway and rail corridors including garden apartment and mid-rise apartment development. The project is located off of the Route 301 Corridor and it is estimated that the project will be developed with a mix of apartments, condominiums, townhouse units, single family detached units, offices, retail stores, and recreational uses.

C. As per the Land Use Concept Plan, this site is located predominantly in the Commercial and Business District. Transit Oriented Development is intended for this Comprehensive Plan district. The community is located in a priority funding area with infrastructure to accommodate the density approved in the Comprehensive Plan.

D. The Highway Corridor Overlay Zone is designed to protect and improve the appearance along the highway corridor and to insure buffering, landscaping, lighting, and signage. The proposed TOD Zone falls within the limits of the

required 500 feet overlay zone and will have to comply with the additional design requirements.

E. The Transportation Plan includes park and ride lots and a future light rail station in the general vicinity of the one proposed as part of this planned community.

F. The proposed TOD Zone is consistent with the purposes of the more specific land use designations of Community Mixed Use Area and Waldorf Gateway Activity Center as described in the adopted Waldorf Sub-Area Plan.

Economic Development

Refer to Findings 14, 27, 28, and 29.

Transportation/Community Facilities and Services

G. The County has identified a conceptual alignment for Western Parkway which would transect the western portion of the proposed development. This project has been included in the County's Capital Improvements Program. The construction of this roadway will provide significant benefits to the proposed TOD project and to the County.

Refer to Findings 12, 15 through 19.

Housing

H. An element of the *Comprehensive Plan* calls for the development to provide a broad range of housing for all County residents. Waldorf Crossing is providing a wide variety of housing types. The applicant is proposing a mix of single family dwellings, apartments, condominiums, and townhouse units. All housing units will be governed by an architectural design code.

Natural Resource Protection

I. Known natural resources within the property have been identified such as non-tidal wetlands, streams, 100-year floodplains, and resource protection zones. Non-tidal wetlands and streams have been field delineated, flagged and surveyed. The floodplains has been determined based on aerial topography, which was field verified by information contained in the Madwoman Floodplain Management Study. However, the staff believes that a "water feature" on the site does exist and should be protected from development on the Southern Section of the project.

J. The approximately 34 acres fall within the Resource Protection Zone (RPZ) for the northwestern portion. Waldorf Crossing is proposing to limit the activities within the RPZ to be in accordance with the provisions of the Charles County Zoning Ordinance. All required buffers for the Resource Protection Zone would be provided.

K. The Comprehensive Plan establishes a goal to conserve remaining wooded areas in the County, require new plantings to decrease erosion, and enhance stream bank stabilization. The applicant used forest stand characteristics to determine which forested areas and significant trees should be retained. There are 34 acres of contiguous forest in the northwest portion of the property. The southwestern portion of Waldorf Crossing contains approximately 60 percent forest cover, mainly within the center portion of the site.

L. Based upon a statement presented by the applicant, no known rare or endangered species habitat exists on or adjacent to the property.

Agricultural Preservation/Historic/Cultural Preservation

M. There are no known historic structures located on the property thought to be fifty years or older. The existing Waldorf Hotel was constructed during the 1960's. It will be determined during the development process as to whether to redevelop or make an adaptive re-use of existing structures.

Recreation and Preservation of Open Space

Refer to Findings 35 and 36.

Consistency with the purpose statement of the TOD Zone

The following findings relate to the consistency of the application and Master Plan with the purpose statement of the TOD, Transit Oriented Development Use Zone District listed in Section 297-111 of the *Zoning Ordinance.*

(a) *Purpose. It is the purpose of the Transit Oriented Development (TOD) Zone to establish standards for the implementation of the Charles County Comprehensive Plan recommendations for comprehensively planned development which will promote the integrated development of high density transit-oriented development along major transportation arteries where transit opportunities exist and in the vicinity of existing or planned transit stops in a manner that will support existing or future public transportation systems.*

7. Finding. The proposed Master Plan for Waldorf Crossing has provided a transit-oriented theme that provides a public transit area adjacent to both U.S. Route 301 and the existing rail line. Adjacent to the public transit area the applicant has proposed an area for a mix of transit and retail uses. The applicant has offered to provide 1.8 acre park and ride facilities on both the east and west sides of U.S. Route 301. A pedestrian trail system has been proposed that will integrate the residential areas with public transit and commercial uses.

Section 111 (a)I. To integrate high-density residential, commercial, industrial, and/or institutional uses into a community designed around a transit-oriented theme.

8. Finding. The proposed mix of residential and commercial uses have been integrated into the Master Plan in order to support the transit-oriented theme of the community. By providing park and ride facilities on both sides of U.S. Rt. 301 and the bus transit on the east the applicant has incorporated the transit-oriented theme. The applicant has proposed an extensive pedestrian trail system linking the residential and commercial area of the project. However, due to the divisive nature of U.S. Route 301, the pedestrian linkage in not made between the north and south sides of the development. The linkage must be made by bus transit. The Applicant will provide land area for the construction of a pedestrian crossing to be completed by the County or State governments.

Section 111 (a)ii. To provide a more flexible approach to the development of land situated adjacent to existing or future public transportation corridors and/or systems.

9. Finding. With the proposed TOD zone the applicant is able to provide a flexible approach to design the Master Plan. Under the base zone the applicant does not have the flexibility to integrate the commercial and residential uses. The Master Plan has an integrated plan that provides a more flexible approach to the commercial and residential uses adjacent to the future public transportation than the base zoning allows.

Section 111 (a)iii. To implement the Comprehensive Plan and other County plans and policies in a manner and to a degree more closely compatible with said County plans and policies than are possible under base zone.

10. Finding. The Master Plan has implemented many of the goals and objectives of the Charles County Comprehensive Plan. The Master Plan promotes the use of alternative forms of transportation. Waldorf Crossing also protects natural resources while providing recreational areas and concentrating the growth in the Urban Core and where the public facilities exist. (See Finding 6 for complete findings regarding the Comprehensive Plan)

Section 111 (a)iv. To encourage the reduction of trips and travel time between home and the work place by developing a community that is transit-supportive and pedestrian friendly.

11. Finding. The applicant is proposing a pedestrian system that will allow the residential neighborhood access to both the designated transit area and park and ride facilities. Along with the retail, Waldorf Crossing provides the opportunity to work and live within one community. Since the Master Plan does not show pedestrian linkage to adjoining areas, the final design of the pedestrian system will be done at the time of the General Development Plan.

Section 111 (a)v. To encourage the effective and viable use of public transit and other major transportation systems.

12. Finding The use of public transit and carpooling is encouraged by the provision a park and ride facilities and a bus transit stop which can serve as a transit hub in the northern part of the County. The applicant has also provided an additional parcel for future expansion of the transit area as usage increases and additional forms of transit are provided. This area could accommodate future rail transit. The Applicant will provide the necessary right of way for Western Parkway through the property which will facilitate the construction of that facility and enhance the County's overall transportation system.

Section 111 (a)vi. To provide appropriate treatment of historic structures, sites, and vistas, as reflected in the Comprehensive Plan.

13. Finding. The applicant is proposing to create a gateway into Charles County with the redevelopment of existing structures. Additionally, the Master Plan provides for protected space open along the Mattawoman Creek in which the proposed Mattawoman Trail will be located. The applicant is will also provide a site suitable for the County to construct an entrance facility /parking area for the Mattawoman Trail, as well as portion of the trail adjacent to the development..

    There are no known historic structures located on the property thought to be fifty years or older. The existing Waldorf Hotel was constructed during the 1960's. It will be determined during the development process as to whether to redevelop or make an adaptive re-use of existing structures.

Section 111 (a)vii. To provide for the expansion or relocation of existing County businesses and to enhance the County's tourism industry.

14. Finding. Waldorf Crossing will provide opportunities for the expansion or relocation of expansion of existing County businesses with a highly visible and accessible location.

The enhancement of the County's tourism industry will be promoted by the open space along the Mattawoman Trail, public recreation, entertainment, and hospitality uses.

Section 111(a)viii. To reduce traffic congestion by encouraging the use of mass transit, public transportation, park and rides facilities, and other major transportation systems, etc.

15. Finding. The applicant proposes to create a road and pedestrian system that will utilize the proposed transit facilities. Creating the road and pedestrian system with centrally located commercial and residential uses will likely cause the reduction in traffic congestion on the surrounding road network.

16. Finding. The distance between U.S. 301 and the first developer proposed crossover and traffic circle on Western Parkway would be less than 600 feet. The county standard for safe distance between crossovers or between a main intersection and a crossover is 1500 feet. Further, it is possible that the stacking of cars at the Rt 301 interchange/intersection would interfere with the main access to the proposed development.

17. Finding. The Applicant offered dedication for right of way for Western Parkway consistent with the approved County design. The fee simple dedication of the right of way at no cost to the County will be made when needed by the County to complete the section of Western Parkway within the time frames established by the County's Capital Improvement Program.

18. Finding. The Commissioners received comments from the State Highway Administration (SHA) Planning and Engineering Section relative to the "Master Plan" amended November 11, 2003. It was their opinion that the proposed extension of Western Parkway into Prince George's County on an alignment roughly parallel to U.S. 301 will have less impact to the wetlands associated with the Mattawoman Creek. Such an extension could help to relieve some congestion on U. S. 301 by removing local traffic and providing access to businesses, consistent with access management goals the SHA and County have worked together to achieve.

19. Finding. SHA identified a need for additional right of way required to accommodate the proposed U.S. 301 upgrade Alternative 1A in the area of the Waldorf Crossing project.

Section 111(a)ix. To require the orderly, staged construction of large scale, comprehensively planned, multi-use centers at locations consistent with the Comprehensive Plan.

20. Finding. The applicant has proposed a phasing plan to promote the orderly staged construction of this project. The development phasing is tied to the buildout for residential and non-residential as mutually agreed upon by the County and Applicant.

Section 111(a)x. To encourage transit-oriented development on a large scale in terms of area of land and numbers of dwellings units, since many of the purposed of this zone can best be realized only with said large scale development which offers opportunities for a wider range of related residential, commercial, employment, institutional and recreational uses.

21. Finding. The Master Plan has a total of 140 acres, which shows conceptually a wide range of residential, commercial, employment, and recreational uses. There needs to be better assurance that the mix of residential, commercial, employment, institutional and recreational uses will be provided in a planned, orderly phased manner.

Section 111(a)xi. To ensure that the development is architecturally integrated by requiring an internal policy mechanism, such as a design code or an architectural review board.

22. Finding. Section 111(g) of the Zoning Ordinance requires that the applicant submit a Design Code that is consistent with the County's Site Design Architectural Guidelines. The Design Code will be submitted to the County at the General Development Plan stage. The Applicant has not addressed the issue of a permanent architectural review board; however, the development would be subject to the minimum standards and guidelines adopted by the County, as well as the approved design code specific to the project.

Section 111(a)xii. To provide, where appropriate, a wider variety of housing types integrated into the overall multi-use projects as a method of directing growth within appropriate areas and reducing urban sprawl within rural area.

23. Finding. Waldorf Crossing is located within the Urban Core of the Development District, which the Comprehensive Plan has indicated as the location for high density to reduce urban sprawl within the rural area. Waldorf Crossing is proposing a wide variety of housing types throughout the development with approximately 75 percent in high density townhouse, condominium, and apartment type dwellings.

Section 111(a)xiii. To ensure internal compatibility of residential and non-residential uses by providing a suitable residential environment that is enhanced by the commercial, recreational, employment and institutional amenities within the multi-use projects.

24. Finding. Waldorf Crossing will provide a wide variety of housing types. The exact location of the housing types will be determined during the General Development Plan. The exact Architecture and design will be implemented with the Site Design and Architectural Design Code and the Architectural Review Board. Landscaping and buffers will be provided between residential and non-residential uses to ensure a transition between the different uses.

Section 111(a)xiv. To encourage high-density residential and high intensity commercial development within existing urban core areas where necessary public infrastructure existing or is readily available.

25. Finding. Waldorf Crossing is located at the entrance to Charles County where infrastructure exists within the Urban Core. However, improvements to the existing infrastructure in addition to those cited within these findings maybe required during the General Development Plan, subdivision, site plan and engineering plan stages of approval.

Section 111(a)xv. To foster prosperous and viable communities, both commercial and residential, that is of an enhanced design and structural quality, which will result in property values that will be sustained over time.

26. Finding. During the General Development Plan stage of the project the applicant will be required to submit a Site Design and Architectural Design Code to ensure a high quality project. The General Development Plan and Design Code will reflect the site design and architectural principles illustrated in the document entitled "Waldorf Crossing: Gateway to Historic Charles County" and submitted November 18, 2003. The Applicant testified that the exhibits and illustrations contained in this document shall be fully representative of the buildings and homes that will be constructed within the TOD Zone. Further, it is understood that the design and quality of the residential and commercial buildings will fully meet the intent of the stated purposes of the Transit Oriented Development (TOD) Zone and be consistent with that the Commissioners experienced on their site visit with the Applicant to other projects in Montgomery County and that the selling prices will exceed the conservative estimates of value used only for the purpose of assessing the fiscal impact of the project.

Section 111(a)xvi. To create economic development through business retention and attraction of predominantly high paying career opportunities with limited retail development.

27. Finding. The current Master Plan and supporting documents propose 164,000 square feet of Office Space, 60,000 square feet of hotel space and 229,000 square feet of Retail Space. A method of assuring that high quality office space will be developed concurrently with the development of work force housing is needed. The Applicant and the County need to agree on an approach to insure that the retail and residential development will not out pace the development of opportunities for high paying, career oriented jobs.

28. The Fiscal Impact Study does not address the quality of jobs in terms of salary. It assumes that the jobs will equal the average salary for jobs currently located in Charles

County. The initial non-residential development is proposed to be retail jobs which are not generally found to be high paying career oriented nature.

29. The fiscal impact assessment was prepared by Dean D. Bellas of Urban Analytics and Stephen S. Fuller of George Mason University's School of Public Policy. The fiscal impact report, prepared June 2004, cited a net annual benefit of $877,331 to the County's operating budget at full buildout of the project. This positive revenue flow to the County is clearly the result of the percentage of retail and office space projected which has zero expenditures for education being attributed to it on the balance sheet. The proportional rate of commercial to residential buildout particularly in the early years could shift the revenue/expenditure ratio to the negative if the non-residential growth does not keep pace with the residential.

Proposed Master Plan

30. The application includes a Master Plan, which indicates the general pattern of development and mix of land uses. The revised Master Plan dated November 4, 2003 indicates the following future land uses in a series of land bays: Waldorf Crossing will contain 30.3 acres of residential uses, 22.8 acres of retail/hospitality/office, and 28.0 acres of a mixture of office, retail and residential uses labeled as Opportunity/Mixed Use to correspond to the draft Waldorf Sub-Area Plan.

31. The land use designations lack a meaningful description in order to effectively implement the Master Plan. Specific uses associated with the land use designations need to be established at the General Development Plan stage of approval.

Intensity and Mix of Residential Uses/Commercial

32. The Application indicates the following mix of residential units, office, retail, and hospitality uses:

Single family detached dwellings	123 units
Townhouses	129 units
Condominium/Apartments	546 units
Retail	229,000 sq. ft.
Office	164,000 sq. ft.
Hotel	60,000 sq. ft.

33. The intensity of residential and non-residential uses stated in the application was used to evaluate the impacts of the proposed development.

34. Based on the Application's scoring on the Development Guidance System, the proposed residential densities and non-residential intensities proposed are within the those indicated by the performance of the project.

Open Space and Pedestrian Circulation

35. The applicant identifies approximately 39.3 acres of the 140-acre site is protected open space. The Master Plan indicates that the applicant has provided 1.8 acres of Community Open Space. Open space includes wetland areas, retained forest area, tennis courts, hiker/biker trails, walking trails, tot lots, and picnic areas. The applicant is proposing to create a theme for the recreational use with the proposed Office/Entertainment area. The Master Plan also reflects the proposed Mattawoman Trail as planned by the County. The Applicant is proposing to provide a site suitable for the County to construct an entrance facility /parking area, as well as constructing the portion of the Mattawoman Trail directly serving the proposed development. A total of 37.6 acres will remain in permanent open space, including the majority of wetlands and the adjacent Mattawoman Stream Valley.

36. The applicant is proposing to provide recreational amenities within the residential neighborhoods that are suitable for the communities needs. The applicant is also proposing a community pedestrian system to link the neighborhoods with the active recreational amenities.

Neighborhood Compatibility

37. The area surrounding within a 1-mile radius of the site contains a total of 2,180 acres. There are a total of 640 areas within the radius, which is currently undeveloped. The total amount of developed area within the 1-mile radius is 1,540 acres. The applicant has determined that 71% of the surrounding area within the 1 mile radius is currently developed.

38. The Mattawoman Creek and the Charles-Prince George's County bound the site on the north. U.S. Route 301 bisects the northeastern portion of the property. The Maryland Route 5 bound the southeast portion of the subject property on the east. Across from Maryland Route 5 is the existing Pinefield Neighborhood. Substation Road also bound the property on the southeast across from single family detached homes.

Adequate Public Facilities

39. Article VII, Section 103(v) of the Charles County Zoning Ordinance requires that a Master Plan application for a Planned Development Zone must provide a preliminary

analysis of the potential impact on County public facilities. The following findings relate to the adequacy of public facilities not previously stated.

A. Roads

The project will be required to meet the following objective of the Comprehensive Plan: "Required land developers to pay for any alterations, improvements, or additions to public roads and other facilities that will be needed to support the proposed development".

The Charles County Zoning Ordinance in Article VII, Section 103(v) requires that an application for a Planned Development Zone must provide a preliminary analysis of the impact of the proposal on public facilities such as road...and any measures proposed to address these impacts. The applicant currently provides only a discussion of trip generations. However, it is necessary to identify the projected trip distributions, and a determination of future road classifications for existing and proposed roads so that improvements by the developer may be identified and road standards for proposed roads may be determined.

B. Schools

The residential portion of Waldorf Crossing will be subject to the Charles County School Allocation Policy. Once the Planning Commission has approved the Preliminary Subdivision Plan for Waldorf Crossing, the preliminary plans will be placed on the School Allocation Waiting List. Currently, Waldorf Crossing falls within the Thomas Stone High School District.

C. Water

The project is exempt from the requirements of Section 260 of the Zoning Ordinance as it will be connecting to the County-operated public water system. The Water Service Category for Waldorf Crossing are W-1 and W-3 per the Charles County Water and Sewer Comprehensive Plan Maps.

D. Sewerage Facilities

Adequate sewerage facilities are planned for the site as part of the Madwoman sewer service area. The Sewer Service Category for Waldorf Crossing are S-1, S-3, and S-3 DEV per the Charles County Water and Sewer Comprehensive Plan Maps.

E. Fire and EMS

There is no adverse impact to Fire and Emergency Services. The Waldorf Fire Station is located on Maryland Route 925, south of Maryland Route 5 , within approximately 2.5 miles of the project. The subject site is within the recommended five-minute travel time.

F. Police/Public Safety

Waldorf Crossing is adjacent to the new District 3 Station located at the Old Maryland State Police Barracks, on Sub-Station Road.

G. Parks and Recreation

Refer to findings 35 and 36.

Conclusions of Law

The facts found herein qualify the Petitioner for the requested zoning reclassification and Zoning Map Amendment from the current Central Business (CB) Zone, Community Commercial (CC) Zone, General Industrial (IG) Zone, and Residential High Density (RH) Zone to the Transit Oriented Development (TOD) Zone for the following reasons:

A. The County Commissioners' findings support the granting of a local map amendment under Article XXI of the Charles County Zoning Ordinance. Such findings regarding the proposed zoning reclassification are determined by the County Commissioners as sufficient to show that the application with those Conditions of Approval set forth in Attachment B, meet the requirements of:

i. consistency with the Charles County Comprehensive Plan;

ii. the technical requirements of the Charles County Zoning Ordinance;

iii. the Purposes of the TOD Zone;

iv. Neighborhood Compatibility;

v. the following matters enumerated in Section 4.05 of Article 66 B of the Annotated Code of Maryland: considerations of population change, availability of public facilities,

present and future transportation patterns, and compatibility with existing and proposed development in the area; and

vi. Development Guidance System scoring; Zoning Ordinance, Section 297-106 (B)

B. The conditions shown on Attachment B will remain in full force and effect over the life of the development; and

C. The future development and planning of development within the TOD Zone will be consistent with the Master Plan hereby approved and filed in the permanent records of Charles County Planning Growth and Management.

D. Based on the above findings, the proposed Planned Development Zone is proper for the comprehensive and systematic development of the county, is capable of accomplishing the purposes of this zone, is in substantial compliance with the Comprehensive Plan and is compatible with the surrounding area.

ORDER

Based upon the above Findings and Conclusions, it is, this 27th day of October, 2004, by the County Commissioners of Charles County, Maryland,

ORDERED, that the above captioned petition is hereby GRANTED with those Conditions of Approval set forth in Attachment B.

COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND

Murray D. Levy, President

Robert J. Fuller

William Daniel Mayer

Allan R. Smith

Wayne Cooper

ATTEST:

Linda C. Rollins, Clerk

Attachment B

Conditions of Approval

Planned Development Zone Amendment #00-07

Waldorf Crossing Transit Oriented Development

The following conditions are necessary to ensure that the floating zone approval and Master Plan are consistent with the *Charles County Comprehensive Plan*, the requirements of Article VII of the *Charles County Zoning Ordinance*, and representations of the Applicant regarding the Development Guidance System.

A. Conditions Relating to Environmental Protection and Recreation

1. During the General Development Plan stage of the project, final field identification of all wetlands, streams, floodplains, and the Resource Protection Zone should be finalized as set forth in Appendix A of the Zoning Ordinance.

2. The applicant should construct the portion of the Mattawoman Trail which is adjacent to Waldorf Crossing. The location and cross section standard for this trail shall be mutually agreed to by and between the Applicant, the Planning Commission, and all pertinent review and permitting agencies at the time of approval of the General Development Plan. The Applicant shall propose a phasing plan for the construction of the Mattawoman Trail during the General Development Plan stage of the project. This phasing plan shall generally propose construction of the trail concurrent with the development of parcels within Waldorf Crossing which are contiguous to the trail.

3. To ensure the provision of adequate recreation facilities, the General Development Plan must indicate the distribution of the major recreational facilities throughout the residential pods, as well as pedestrian facilities which provide convenient access to such facilities. A phasing plan for these facilities will also be provided along with the General Development Plan. At a minimum the recreational facilities shall meet the standards for a cluster development as set forth in Figure XIV-3 of the Zoning Ordinance and Article XI of the Subdivision Regulations.

B. Conditions Relating to Transportation

1. The comprehensive pedestrian and bicycle circulation systems which provides adequate and safe connections between residential, employment, recreational, shopping, and transit

centers must be shown on the General Development Plan. Finally, the pedestrian crossing of the railroad will be designed with signal lights or signage as may be required.

2. The Developer shall comply with the requirements of the Adequate Public Facilities (APF) section of the Charles County Zoning Ordinance at the time of preliminary subdivision plan and site plan approval. If mitigation improvements are required, these improvements shall be identified and shall become a condition of approval of the preliminary subdivision plan or site plan. The provision of the park and ride facilities will be appropriately considered as part of the mitigation required under the APF provisions.

3. Although shown conceptually on the Master Plan, the location of all roads and all road access points on U.S. Route 301, on Maryland Route 5, on Substation Road, and internally, will be determined at the General Development Plan stage (Step 2). Access points on Western Parkway will be evaluated as part of the development of the County's Access Management Plan for that facility. Consideration will be given for providing safe and convenient north and south traffic movements for the properties adjoining the parkway.

4. Prior to the approval of a General Development Plan for the proposed development, the feasibility of locating the currently envisioned traffic circle on Western Parkway must be determined. The feasibility study must be approved by the County Commissioners and the State Highway Administration. The feasibility study shall address, at a minimum, safe vehicle access to the western portion of the TOD project including consideration for the stacking of vehicles on Western Parkway accessing the Rt. 301 Interchange.

5(a) A conceptual alignment for a future extension of Western Parkway and a parallel crossing of the Mattawoman Creek through the Waldorf Crossing property is shown on the Master Plan. Within 90 days after the 100% completion of the Western Parkway design and after final approval of the rezoning of the Waldorf Crossing property to the TOD Zone, the Applicant (all references to the "Applicant" shall include its heirs, successors and assigns) shall dedicate to the County (at no cost) the right-of-way for the Western Parkway extension through the subject property, provided that the alignment for this roadway shall have been finalized to the mutual satisfaction of the applicant, the County and the State Highway Administration, and further provided that the right-of-way width shall not exceed 120 feet. Failure to resolve the alignment for Western Parkway shall not prevent the applicant from commencing development of that portion of the Waldorf Crossing property on the east side of US Rte 301. For purposes of this condition, final approval of the rezoning shall mean final approval by the Board of County Commissioners, with no appeal(s) having been filed by any party which is not an entity of the Applicant to any court of competent jurisdiction; or, if such appeal(s) have been filed by any party which is not an entity of the Applicant, the final disposition of said appeal(s) having occurred such that the original approval of the County Commissioners including these conditions is undisturbed.

5(b) Notwithstanding anything herein to the contrary (including the provisions of paragraph 5(a) hereinabove), the Applicant retains an absolute right to require compensation by the State Highway Administration and/or Charles County exclusive of those right of way dedications required by the Zoning Ordinance, Road Ordinance or Subdivision Regulations, except as specified herein, for any of the following:

The acquisition of any right-of-way other than the right-of-way for Western Parkway as described in paragraph 5(a) hereinabove; any taking which occurs to the balance of the Waldorf Crossing property and/or development as a result of either the acquistion of any unforeseen right of way not described in paragraph 5 (a) above for the Western Parkway or as a result of any additional taking by the State Highway Administration or Charles County. The applicant's right to claim compensation for any such taking shall include, the elimination of any existing access points to any State and/or County roadways, and any resulting or severance damages to the balance of the property retained in the ownership of the applicant which may be impacted as a result of actions by the State Highway Administration and/or Charles County.

6. The park and ride site for Phase I (the eastern portion of the site) shall be a minimum of 1.8 acres. The park and ride site for Phase II (the western portion of the site) shall also be a minimum of 1.8 acres. The location for this park and ride site shall be determined at the time of approval of the General Development Plan.

7. To better integrate the east and west side of the proposed Transit Oriented Development, the Applicant shall show a viable location, designed to the mutual satisfaction of the Applicant and the Department of Planning and Growth Management, on the General Development Plan for a pedestrian crossover which meets the design criteria as may be required by the State Highway Administration. The Applicant shall reserve the necessary land area in the chosen location for the duration of the project. At completion, the Applicant may petition the County Commissioners for the release of the reservation if there is no final design along with full funding by Charles County and/or the State of Maryland to construct the pedestrian crossover.

C. Conditions Relating to Land Use and Design

1. As part of the General Development Plan stage (Step 2), the following details must be submitted to ensure that the transition from residential to commercial is adequate. This will be achieved through the following:

   a. strict compliance with the buffer requirements of the Charles County Zoning Ordinance.

b. a conceptual architectural design code to ensure compatibility between commercial and residential uses. The final architectural design code shall be approved at the time of preliminary subdivision plan and/or site plan approval.

2. The General Development Plan should include general descriptions of land use types proposed for the land pods. The Plan shall offer a mix and arrangement of land uses, as well as a layout and design of streets, streetscapes, public activity spaces and buildings designed to: promote pedestrian and other use of the transit stop, foster maximum pedestrian activity and street life, minimizing disruptions from vehicular traffic and parking. The level of detail of this information shall be determined by the informational requirements for a General Development Plan contained in Appendix A of the Zoning Ordinance.

3. The General Development Plan and Design Code will reflect the site design and architectural principles illustrated in the document entitled "Waldorf Crossing: Gateway to Historic Charles County" and submitted November 18, 2003 and the European style town center designs submitted July 30, 2004. The exhibits and illustrations contained in these documents shall be fully representative of the buildings and homes that will be constructed within the TOD Zone. The Site Design and Architectural Review Board is charged with assuring that these design and construction elements are achieved for the project. Further, it is the expectation that the design and quality of the residential and commercial buildings will fully meet the intent of the stated purposes of the Transit Oriented Development (TOD) Zone; and, that which the Commissioners experienced on their site visit with the Applicant to other projects; and, that the selling prices will exceed the conservative estimates of value used only for the purpose of assessing the fiscal impact of the project.

4. The quality of the apartments and condominium flats allowed will be assured by a general adherence to the floor plans, square footage of floor area and amenity package as submitted by the Applicant and incorporated as part of Attachment A, Decision and Order. Further, 60 percent of the units will offer dual master suites as indicated to accommodate dual owners or shared tenancy. The number of three bedroom apartments and condominium flats shall be limited. No more than 7.5 percent of these combined units may be built with three bedrooms. No four bedroom apartments or condominium flats shall be constructed. Finally, no one bedroom units shall be less than 830 square feet. Fifteen percent of the total number of apartment and condominium units may be two bedroom units between 970 square feet and 1,100 square feet in floor area. All other two bedroom units shall be not less than 1,100 square feet in floor area.

5. The quality of the Townhouse units allowed will be assured by a general adherence to the floor plans and square footage of floor area as submitted by the Applicant and incorporated as part of Attachment A, Decision and Order. The minimum square footage of habitable floor space shall be 2000 square feet.

6. The quality of the Single Family dwelling units allowed will be assured by a general adherence to the floor plans and square footage of floor area as submitted by the Applicant and incorporated as part of Attachment A, Decision and Order. The minimum square footage of habitable floor space shall be 2500 square feet.

D. Conditions Related to Economic Development

1. As an assurance that the economic development objectives of the project are achieved, public infra-structure (i.e. water mains, sewer mains, public roads and sidewalks and storm drainage systems) shall be provided by the developer in accordance with the commercial/industrial absorption analysis provided by the applicant as part of the Fiscal Impact Study. A public infrastructure phasing plan to serve the Business/Commercial development parcels must be submitted with the General Development Plan. The development parcels will be considered served when public facilities are made accessible to the land areas identified on the phasing plan. Accessibility does not mean that public facilities need to be made available internally to the identified land areas. The Phasing Plan shall be designed to achieve the non-residential development targets contained in Table 1 attached.

2. The residential mix and number of units built shall be directly proportional to the square footage of non-residential development as illustrated in Table 1 attached. The residential permits shall not exceed the corresponding square footage of office development shown for the established 4 year checkpoints as shown on Table 1 attached. This will insure that the revenues will always exceed expenditures and that the appropriate mix of land uses will be maintained to support the TOD objectives. The Applicant shall present a report to the County annually to evaluate consistency with the buildout schedule. The development phasing for the buildout for residential and non-residential will require that County's ongoing revenues will always exceed County operating expenses. The Applicant must provide the first annual report demonstrating compliance with this requirement one year from the approval of the first residential occupancy. The fiscal impact component of the report must meet the criteria established in Condition 3 below. The Commissioners and the Applicant shall meet to review any issues that may arise over time and work cooperatively to resolve these issues.

3. Fiscal impact studies shall be conducted in accordance with the following criteria.

   a. The study methodology will be the case study-marginal cost approach similar to the approach used by Urban Analytics Inc. submitted as part of the application for the TOD Zone or another approach which is generally accepted among members of the public finance profession which is acceptable to the County.

b. If not otherwise available, the latest level of service indicators, affected capital facility needs, operating expenses and revenue mechanisms will be obtained through interviews with appropriate County departments.

c. The study will include, to the degree available, all actual data to determine the most current impact of the development, as well as projected impacts.

d. The study will estimate the fiscal impact on County operating revenues and expenditures of the (1) current development and (2) the projected fiscal impacts of the remaining phases of development.

3. No less than 50 percent of the building square footage of the non-residential development shall be used for office, hotel and employment uses (non-retail). Further, the marketing plans and programs of the developer shall be directed to attracting companies within the, then current, targeted industries identified by the Charles County Economic Development Commission (EDC). The targeted industries that have currently been established by the County and the EDC are: information technology and other similar high-tech businesses; financial services; architectural, engineering and management services; manufacturing; health care services; professional offices; and, other uses that may meet with the concurrence of the EDC. The applicant must provide an annual report demonstrating compliance with this requirement one year from the approval of the first residential occupancy and every year thereafter.

4. The average nonretail salaries of employees in the TOD zone must meet or exceed the employment salary standard that is 80 percent of the State's average weekly wage rate excluding the weekly wage rate for retail employment as published by the State of Maryland. The applicant must provide an annual report demonstrating compliance with this requirement one year from the approval of the first residential occupancy and every year thereafter.

5. To further insure that the economic development objectives are met, the sales price of all residential units will be within the highest 20 percent of new housing for comparable types and square footage being built in Charles County during the specified year. The applicant must provide an annual report demonstrating compliance with this requirement one year from the approval of the first residential occupancy and every year thereafter.

Table 1
Planned Absorption Schedule
Waldorf Crossing
Charles County, Maryland

Year	Units SF	Units TH	Units Condo-minium	Units Apts.	Sq. Ft. Retail	Sq. Ft. Hotel	Sq. Ft. Office	Total Units Residential	Total Sq. Ft. Non-Residential
1					70,000				70,000
2	5	12			15,000			17	15,000
3	30	40			15,000			70	15,000
4	17	25	24		15,000		16,000	66	31,000
Checkpt 1	52	77	24	0	115,000		16,000	153	131,000
5			22	50	10,000			72	10,000
6				200				200	
7				50				50	
8	20	20		0			74,063	40	74,063
Checkpt 2	72	97	46	300	125,000		90,063	515	215,063
9	30	32	50			60,000		112	60,000
10	21		50		20,000			71	20,000
11			50		20,000			50	20,000
12			50		20,000			50	20,000
Checkpt 3	123	129	246	300	185,000	60,000	90,063	798	335,063
13					15,000		74,063		89,063
14					15,000				15,000
15					14,200				14,200
16									0.00
total	123	129	246	300	229,200	60,000	164,126	798	453,326

Notes:

1. This is a minimum absorption schedule over a 16-year development period. Actual absorption subject to market conditions; however, residential Units may not exceed the corresponding square footage for offuce use at identified checkpoints.

2. Square footage of non-residential development represent completed area at Use and Occupancy permit issuance. Commencement of planning design and construction will occur in advance of scheduled completion.

3. This Planned Absorption Schedule shall not supercede the requirements in Condition D.2 which states that the operating revenue from the development will exceed the County's operating expenses.

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EXHIBIT B

Amended Decision and Order
Waldorf Crossing
Planned Development Zone # 00-07
Transit Oriented Development (TOD) Zone

After a public hearing held on above captioned revised Conditions of Approval for the Planned Development Zone Amendment, PDZA #00-07, held on November 17, 2009, having considered the entire record made at such hearing, including all testimony, documents, and exhibits offered therein by way of oral, written, or referenced material and in light of matters of public record of which official notice has been taken, the County Commissioners of Charles County, Maryland, hereby make the following Findings of Fact and Conclusions of Law applicable to and in disposition of the revised Planned Development Zone Amendment #00-07.

FINDINGS

1. The applicant, St. John's Properties, the developer and representative of Chaney Properties, Inc., Waldorf Restaurant, Inc. and Southstar Limited Partnership, seeks to amend the Conditions of Approval set forth in the County Commissioners' Decision and Order in the above captioned matter, dated October 27, 2004.

2. The Subject Property is located at the entranceway to Charles County, along U.S. Route 301. The Waldorf Crossing property is located at the northern limits of the County and is bisected by U.S. Route 301. Mattawoman Creek and the Charles-Prince George County Line bound the northwest portion of the Subject Project and U.S. Route 301 on the

southeast. The southeast portion of the subject property is bounded on the east by the Maryland Route 5, bounded on the southeast by Substation Road and bounded on the west by U.S. Route 301. The Subject Property is located on Tax map 3, Parcel 1, Tax Map 8, Parcels 3, 17, 25, 26, 59, 221, 249, 254, 287, 339, 350, 587, and 588.

3. The Subject Property is located on both sides of U.S. Route 301. The northwestern parcels contain approximately 87 acres. The southeastern portion of Waldorf Crossing contains approximately 54 acres.

4. The Planning Commission held a public meeting on January 26, 2009. The record was held open until March 12, 2009. The meeting was advertised on January 9, 2009 and January 14, 2009 in the *Maryland Independent*, a newspaper of general circulation within Charles County, Maryland.

5. Based upon comments from the public, and questions raised by members of the Planning Commission, the Applicant, in consultation with Planning staff, submitted modified "Conditions of Approval." Planning staff recommended approval of the modified "Conditions of Approval."

6. On August 17, 2009, the Planning Commission held a worksession on the proposed Amendment and the modified "Conditions of Approval." The Planning Commission voted to recommend the County Commissioners approve the modified "Conditions of Approval."

7. The County Commissioners held a public hearing on the modified "Conditions of Approval" on November 17, 2009. The record was held open until December 4, 2009. No additional testimony was received

during the open record period.

8. The County Commissioners held a worksession on the modified "Conditions of Approval" on December 8, 2009.

8. The County Commissioners find that modified "Conditions of Approval," as integrated in Attachment A, a copy of which is attached hereto and incorporated by reference, do not alter its Findings of Fact and Conclusions in its Decision and Order dated October 27, 2004.

9. The modified "Conditions of Approval" are consistent with the Comprehensive Plan, the goals and objectives of the Transit Oriented Development (TOD) Zone as set forth in §297-111 of the Charles County Zoning Ordinance and is compatible with the surrounding neighborhood.

10. The modified "Conditions of Approval" strengthen the project known as "Waldorf Crossing Planned Development Zone # 00-07" and aid in the realization of viable, orderly, attractive and self-sustaining transit oriented development.

ORDER

Based upon the above Findings and Conclusions, it is, this 8th day of December, 2009, by the County Commissioners of Charles County, Maryland,

ORDERED, that the above captioned petition is hereby GRANTED with those Conditions of Approval set forth in Attachment A.

COUNTY COMMISSIONERS OF
CHARLES COUNTY, MARYLAND

Wayne Cooper, President

Edith J. Patterson, Vice President

Reuben B. Collins, II

Samuel N. Graves, Jr.

Gary V. Hodge

ATTEST:

Denise Ferguson, Clerk

Attachment A

Conditions of Approval

Planned Development Zone Amendment #00-07

Waldorf Crossing Transit Oriented Development

The following conditions are necessary to ensure that the floating zone approval and Master Plan are consistent with the *Charles County Comprehensive Plan*, the requirements of Article VII of the *Charles County Zoning Ordinance*, and representations of the Applicant regarding the Development Guidance System.

A. **Conditions Relating to Environmental Protection and Recreation**

1. During the General Development Plan stage of the project, final field identification of all wetlands, streams, floodplains, and the Resource Protection Zone should be finalized as set forth in Appendix A of the Zoning Ordinance.

2. The applicant should construct the portion of the Mattawoman Trail which is adjacent to Waldorf Crossing. The location and cross section standard for this tail shall be mutually agreed to by and between the Applicant, the Planning Commission, and all pertinent review and permitting agencies at the time of approval of the General Development Plan. The Applicant shall propose a phasing plan for the construction of the Mattawoman Trail during the General Development Plan stage of the project. This phasing plan shall generally propose construction of the trail concurrent with the development of parcels within Waldorf Crossing which are contiguous to the trail.

3. To ensure the provision of adequate recreation facilities, the General

Development Plan must indicate the distribution of the major recreational facilities throughout the residential pods, as well as pedestrian facilities which provide convenient access to such facilities. A phasing plan for these facilities will also be provided along with the General Development Plan. At a minimum the recreational facilities shall meet the standards for a cluster development as set forth in Figure XIV-3 of the Zoning Ordinance and Article XI of the Subdivision Regulations.

B. Conditions Relating to Transportation

1. The comprehensive pedestrian and bicycle circulation systems which provides adequate and safe connections between residential, employment, recreational, shopping, and transit centers be shown on the General Development Plan. Finally, the pedestrian crossing of the railroad will be designed with signal lights or signage as may be required.

2. The Developer shall comply with the requirements of the Adequate Public Facilities (APF) section of the Charles County Zoning Ordinance at the time of [preliminary subdivision plan and site plan approval. If mitigation improvements are required, these improvements shall be identified and shall become a condition of approval of the preliminary subdivision plan or site plan. The provision of the park and ride facilities will be appropriately considered as part of the mitigation required under APF provisions.

3. Although shown conceptually on the Master Plan, the location of all roads and all road access points on U.S. Route 301, on Maryland Route 5, on Substation Road, and internally, will be determined at the General Development Plan stage (Step 2). Access points on Western Parkway will

be evaluated as part of the development of the County's Access Management Plan for that facility. Consideration will be given for providing safe and convenient north and south traffic movements for the properties adjoining the parkway.

4. Prior to the approval of a General Development Plan for the proposed development, the feasibility of locating the currently envisioned traffic circle on Western Parkway must be determined. The feasibility study must be approved by the County Commissioners and the State Highway Administration. The feasibility study shall address, as a minimum, safe vehicle access to the western portion of the TOD project including consideration for the stacking of vehicles on Western Parkway accessing the Route 301 Interchange.

5(a). A conceptual alignment for a future extension of Western Parkway and a parallel crossing of the Mattawoman Creek through the Waldorf Crossing property is shown on the Master Plan. Within 90 days after the 100% completion of the Western Parkway design and after final approval of the rezoning of the Waldorf Crossing property to the TOD Zone, the Applicant (all references to the "Applicant" shall include its heirs, successors and assigns) shall dedicate to the County (at no Cost) the right-of-way for the Western Parkway extension through the subject property, provided that the alignment for this roadway shall have been finalized to the mutual satisfaction of the applicant, the County and the State Highway Administration, and further provided that the right-of-way width shall not exceed 120 feet. Failure to resolve the alignment for Western Parkway shall not prevent the applicant from commencing development of that portion of the Waldorf Crossing property on the east side of US Rte. 301. For purposes of this condition, final approval of the rezoning shall mean

final approval by the Board of County Commissioners with no appeal(s) having been filed by any party which is not an entity of the Applicant to any court of competent jurisdiction; or, if such appeal(s) have been filed by any party which is not an entity of the Applicant, the final disposition of said appeals(s) having occurred such that the original approval of the County Commissioners including these conditions is undisturbed.

5(b). Notwithstanding herein to the contrary (including the provisions of paragraph 5(a) hereinabove), the Applicant retains an absolute right to require compensation by the State Highway Administration and/or Charles County exclusive of those right of way dedications required by the Zoning Ordinance, Road Ordinance or Subdivision Regulations, except as specified herein, for any of the following:

The acquisition of any right-of-way other than the right-of-way for Western Parkway as described in paragraph 5(a) herinabove; any taking which occurs to the balance of the Waldorf Crossing property and/or development as a result of either the acquisition of any unforeseen right of way not described in paragraph 5(a) above for the Western Parkway or as a result of any additional taking by State Highway Administration or Charles County. The applicant's right to claim compensation for any such taking shall include, the elimination of any existing access points to any State and/or County roadways, and any resulting or severance damages to the balance of the property retained in the ownership of the applicant which may be impacted as a result of actions by the State Highway Administration and/or Charles County.

6. The site shall provide a minimum of 198 parking spaces which can be used for park and ride purposes that shall be located in no more than two

(2) contiguous areas within the site. Shall these spaces be combined into a single structured parking facility, that facility shall be located in the central land bay of the project, that being the area bounded by Route 301 on the west and existing CSX rail tracks on the east. The applicant shall reserve the land necessary for the construction of a pedestrian bridge over Route 301 to connect the western side of the project to the centralized transit hub. The applicant/developer shall not be responsible for the funding or construction of such a bridge. The location for the park and ride site(s) shall be determined at the time of approval of the General Development Plan.

7. To better integrate the east and west side of the proposed Transit Oriented Development, the Applicant shall show a viable location, designed to the mutual satisfaction of the Applicant and the Department of Planning and Growth Management, on the General Development Plan for a pedestrian crossover which meets the design criteria as may be required by the State Highway Administration. The Applicant shall reserve the necessary land area in the chosen location for the duration of the project. At completion, the Applicant may petition the County Commissioners for the release of the reservation if there is no final design along with full funding by Charles County and/or the State of Maryland to construct the pedestrian crossover.

C. Conditions Relating to Land Use and Design

1. As part of the General Development Plan state (Step 2), the following details must be submitted to ensure that the transition from residential to commercial is adequate. This will be achieved through the following:

a. strict compliance with the buffer requirements of the Charles County Zoning Ordinance.

b. conceptual architectural design code to ensure compatibility between commercial and residential uses. The final architectural design code shall be approved at the time of preliminary subdivision plan and/or site plan approval.

2. The General Development Plan should include general descriptions of land use types proposed for the land pods. The Plan shall offer a mix and arrangement of land uses, as well as a layout and design of street, streetscapes, public activity spaces and buildings designed to: promote pedestrian and other use of the transit stop, foster maximum pedestrian activity and street life, minimizing disruptions from vehicular traffic and parking. The level of detail of this information shall be determined by the informational requirements for a General Development Plan contained in Appendix A of the Zoning Ordinance.

3. The General Development Plan and Design Code will reflect the site design and architectural principles illustrated in the document entitled "Waldorf Crossing: Gateway to Historic Charles County" as submitted on November 18, 2003. The design and quality of the residential and commercial buildings will fully meet the purposes and intent of the Transit Oriented Development (TOD) Zone as outlined in the Charles County Zoning Ordinance. As a condition of Step 2 of the Development Guidance System process, a Design Code shall be prepared that specifically address not only the architectural and urban design principles, but specifically notes the goals of the Charles County TOD Zone. The intent of this is to purposefully include and make very clear specific measurable design

parameters that can be vetted out through the General Development Plan and Design Code process to ensure a level of community design quality and integration of uses that will ensure success of the project, its constituent parts and be a true transit oriented community.

4. The quality of the apartments and condominium flats allowed will be assured by a general adherence to the package as submitted by the Applicant as part of the General Development Plan and Design Code. The specific unit mixture of one bedroom (1BR), two bedroom (2BR) and three bedroom (3BR) apartments and condominiums shall be based on the market conditions at the time of General Development Plan and Design Code review and shall be approved by the County working cooperatively with applicant to ensure that the purposes and goals of the Master Plan and GDP are met. Minimum unit size shall be per the Charles County Zoning Ordinance. The suggested ranges of unit types for the project are as follows:

1BR: 45-50%
2BR: 40-45%
3BR: 5-10%
4BR: Not permitted

5. The quality of the townhouse units allowed will be assured by a general adherence to the floor plans, square footage of floor area and amenity package as submitted by the Applicant as part of the General Development Plan and Design Code. The specific square footage of the townhouse units shall be based on the market conditions at the time of the General Development Plan and Design Code Review. The minimum townhome size shall be per the Charles County Zoning Ordinance.

D. Conditions Related to Economic Development

1. Public infrastructure (i.e. water mains, sewer mains, public roads, sidewalks, and storm drainage systems) shall be provided by the Developer to accommodate with the ultimate build out of the site. The infrastructure improvements shall be constructed in general accordance with the schedules as outlined in the Fiscal Impact Study (refer to D.3). Charles County will be responsible for the construction of Western Parkway.

2. In order to achieve a balanced development schedule, the residential mix and number of units built shall have a proportional relation to the square footage of non-residential development. In addition to this overall goal of not overburdening the project by disproportionately developing one use over the others a way to ensure that this project develops in accordance with the TOD zoning principles and is economically sustainable is through the creation of "districts" or neighborhoods within the project. This will allow for a measured and flexible development process that will be responsive to both market and staff needs. The final number of "districts" shall be determined at the time of the General Development Plan submission. The County and the applicant shall work cooperatively through the General Development Plan process to establish specific development parameters concerning type and intensity of sues as well as the specific district designations/locations based on the following general district development principles:

   a. Each district shall have varying thresholds of development uses that will outline both an overall cap and range of uses and product

types.

b. Each product type within a district shall have a range – minimum and maximum units or square footage allowed.

c. The individual development numbers for each of the districts shall not exceed the overall development cap for the project of 798 residential units and 453,000 SF of commercial development.

d. Each district shall have more than one use, though of necessity it is recognized that certain districts may be more "weighted" towards one use than others.

e. Districts shall generally be developed in sequence and development may proceed on one district only after eight-five (85) percent of the first district is achieved/completed. If this agreed to percentage is not met at the time of the applicant wishing to begin development on a subsequent district, approval by staff is required prior to commencement of development on the subsequent district.

f. Authority to grant actions outside of district development principles A-F lies solely with the County Commissioners.

3. Fiscal impact studies shall be conducted in accordance with the following criteria.

a. The study methodology will be the:

1. Case study-marginal cost approach similar to the approach used by

Urban Analytics Inc. submitted as part of the application for the TOD Zone;

2. Standard input-output techniques incorporated with standard real estate assumptions regarding the cost of construction approach used by RESI Research & Consulting, Townson University submitted as part of the Master Plan Condition of Approval Amendment Request;

3. Or another approach which is generally accepted among members of the public finance profession which is acceptable to the County.

b. If not otherwise available, the latest level of service indicators, affected capital facility needs, operating expenses and revenue mechanisms will be obtained through interviews with appropriate County departments.

c. The study will include, to the degree available, all actual data to determine the most current impact of the development, as well as projected impacts.

d. The study will estimate the fiscal impact on County operating revenues and expenditures of the (1) current development and (2) projected fiscal impacts of the remaining phases of development.

A Fiscal Impact Study will be provided at the beginning of the development process for each district showing that the project and specific district will not be a burden on the tax basis. No less than 50 percent of the building square footage of the non-residential development shall be used for office, hotel and employment uses (non-retail). This requirement

shall apply to the project as a whole, and not to the individual districts. Further, the marketing plans and programs of the Developer shall be directed to attracting companies within the then current marketing industries identified by the Charles County Economic Development Department (EDD). The target industries that have currently been established by the County in the EDD are: information technology and other similar high tech businesses, financial services, architectural engineering and management services, manufacturing, health care services, professional offices and other uses that may meet with the concurrence of the EDD.

4. Economic Analysis will be provided at the beginning of the development process for each district showing that the project and specific district will not be a burden on the tax basis. The marketing plans and programs of the Developer shall be directed to attracting companies within the then current marketing industries identified by the Charles County Economic Development Department (EDD). The Applicant will meet on a yearly basis with the Economic Development Department to review the nonresidential tenant mix as it relates to the County's economic development goals and objectives for this transit oriented district. Failure to meet the County Economic Development goals in any district may result in specific requirements for commercial uses within subsequent district.

5. To insure that the County's housing objectives are met, the Applicant shall set aside a minimum of 10%, not to exceed 20%, of the total number of dwelling units for the entire project as affordable dwelling units. Affordable housing can be rented or purchased by households earning between 30 to 80 percent of the Charles County Median Family Income as

determined annually by the US Department of Housing and Urban Development. At the beginning of each development process for each district, the Applicant shall report on the number of affordable housing units planned for said district.

EXHIBIT C

Charles County Government
DEPARTMENT OF PLANNING & GROWTH MANAGEMENT

CHARLES COUNTY COMMISSIONERS

Candice Quinn Kelly, *President*
Reuben B. Collins, II, Esq., *Vice President*
Ken Robinson
Debra M. Davis, Esq.
Bobby Rucci

Mark Belton
County Administrator

Peter Aluotto, AICP
Director

December 26, 2012

Mr. Rennie Friedman, P.E.
Bohler Engineering
16900 Science Drive
Suite 104
Bowie, MD 20715

Dear Rennie:

At the December 17, 2012 Planning Commission meeting, with a vote of 6-1, the Step two: General Development Plan for Waldorf Crossing Planned Development Zone (PDZA 00-07) and Design Code was approved with the following conditions:

1. Any disturbances to the Resource Protection Zone (RPZ), which do not comply with Article XI of the Zoning Ordinance, such as parking areas, require that the applicant apply for a variance to be approved by the Charles County Board of Appeals. A valid (unexpired Jurisdictional Determination by the U.S. Army Corps of Engineers shall be submitted with all RPZ variance applications. If disturbances to a stream, wetland or wetland buffer is proposed, a permit issued jointly by the Maryland Department of the Environment and the U.S. Army Corps of Engineers is required.

2. The applicant will construct the portion of the Mattawoman Hiker-Biker Trail that runs parallel to Western Parkway from the intersection of Western Parkway and Route 301 to where the Parkway meets the proposed Residential Area C-West concurrent with the construction of the Parkway by the County.. At this point, the applicant will provide a fifty (50) foot wide easement to the County to construct a scenic hiker-biker trail that meanders closer to the creek to the edge of the property, within the Mattawoman Stream Valley. Location of this easement is to be shown on the preliminary plan, with final placement to be shown at time of final plat.

3. The applicant shall provide at least one trailhead and associated parking for the Mattawoman Trail to be located on the western side of Western Parkway within Residential District C-West. The location of this trailhead and parking area shall be shown on the Preliminary Plan.

4. The applicant shall design and install a minimum of two (2) interpretive signs about the Mattawoman Creek along the portion of the trail parallel to Western Parkway and one interpretive sign at the trailhead. The signs are to be installed upon completion of the Hiker-Biker Trail along Western Parkway.

5. Per Condition #4 under Conditions Relating to Land Use and Design of the Decision and Order (PDZA #00-07), the apartment unit mixture, based upon discussion between the applicant and the County, will be as follows:

   - 1 Bedroom 30% to 50%
   - 2 Bedrooms 40% to 62%
   - 3 Bedrooms 5% to 18%
   - 4 Bedrooms 0%

   Any changes to this mixture will require the applicant to provide an updated market analysis for review and approval of the Director of Planning.

6. Per Condition 2(e) under Conditions Related to Economic Development (PDZA #00-07), districts shall generally be developed in sequence and development may proceed on one district only after eight-five (85) percent of the first district is achieved/completed. If this agreed to percentage is not met at the time of the applicant wishing to begin development on a subsequent district, approval by staff is required prior to commencement of development on the subsequent district. The term "achieved/completed" shall be defined as eighty-five (85) percent of the minimum thresholds of the uses approved in one district, per the development program and phasing chart as shown on the General Development Plan, Development Services Permit(s) have been issued and construction has commenced.

7. Per Condition #3 under Conditions Related to Economic Development, a fiscal impact study shall be conducted per the requirements of the Condition #3 of the PDZA #00-07 at the beginning of each district prior to development.

8. In all districts, the applicant is to provide information to staff regarding the number of housing units being counted towards the 10-20% affordable housing goal per Condition #5 under Conditions Related to Economic Development (PDZA #00-07). The applicant is to coordinate the determination of the affordable housing units with the Charles County Community Services.

9. The Planning Commission evaluation of the form of the proposed development as it complies with the Master Plan and General Development Plan, with associated conditions, shall be performed with the review of individual Preliminary Plans of Subdivision.

10. If the Western Parkway project is no longer fully funded in the current Capital Improvement Program at the time that the first building permit for the West Village is applied for, the applicant must demonstrate

to the Planning Commission that the transportation and pedestrian plan can still provide adequate access and circulation to the site and meet the Purpose Statement in the *Zoning Ordinance.*

11. A conceptual layout of the park and ride lots shall be included with the submission of the Preliminary Plan to insure that the areas set aside will accommodate the minimum number of parking spaces and will be coordinated with the surrounding proposed land uses. The land area identified for the park and rides shall be shown on the Preliminary Plan as the approximate area to be reserved for County and /or State use that will facilitate transit services within the project. These identified areas will be coordinated with County and State staff to secure the property for transit facility use.

12. The applicant will reserve the right-of-way needed to accommodate the planned light rail alignment as shown on the central land bay on the GDP. The identified area will be coordinated with County and State staff to secure the property for transit facility use.

13. The planned bike and pedestrian connections must be completed concurrent with the initiation of the development of each adjoining development District as shown on the District Plan incorporated as part of the GDP approval.

14. Concurrent with the upgrade of Mattawoman Drive extension and the development of District A-West consistent with the adopted Staging Plan included as part of the GDP, pedestrian accommodations as approved by the State Highway Administration will be provided by the applicant at the intersection of U.S. 301 and proposed Mattawoman Drive, West.

15. Notwithstanding representations regarding improvements to the receiving road network for Substation Road shown on the GDP, the Planning Commission will evaluate the improvements to Substation Road at preliminary plan stage. The staging of these improvements will be determined with the approval of the Preliminary Plan of Subdivision when more specific information is available regarding the land uses and phasing.

16. All Conditions of Approval for the Master Plan (PDZA #00-07) shall remain in effect. Any changes to these conditions will require approval of both the Planning Commission and the Charles County Commissioners.

17. The approval of this Step 2: General Development Plan shall expire after five (5) years from the date of Planning Commission action, if construction in the form of footings for buildings has not yet begun.

18. All future preliminary subdivision plans, as well as all final plat approvals are contingent upon compliance with all applicable County, State, and Federal regulations, including, but not limited to, these local regulations: Charles County Zoning Ordinance, Road Ordinance, Stormwater Management Ordinance, Forest Conservation Ordinance and Floodplain Ordinance as they are in effect at the at the time of application. Also, any future plans and plats will be subject to the Master Plan and General Development Plan (GDP) as approved.

19. The GDP contains a development program that specifies the land uses, densities, intensities and amount of development for each phase (east and west sides of US 301) for the entire project. The applicant used this data to determine the total aggregate number of vehicle trips associated with the entire project. In order to determine what road improvements would be necessary for the development project, the applicant developed trip assignments for the surrounding transportation network. Based on the review of the Applicant's June 22, 2012 Traffic Impact Analysis, the vehicle trips assigned to each roadway in the analysis, and the 60% SHA Road Improvement Drawings and Access Permit Plan, County staff finds the following:

    a. The proposed improvements to the State Highway Administration (SHA) Facilities and the associated interconnection to County Roads (lane configurations) are found to be adequate;

    b. The intersection of Western Parkway Phase III and US 301 will reflect the improvements shown in the SHA Access Permit Plan stamped 10-5-2012.

    c. The location of the access points onto Western Parkway, as shown in the GDP, has been found to be acceptable.

    d. Consistent with the Charles County Zoning Ordinance Section 297-257 E, and Section 3.2 vi of the Adequate Public Facilities Manual, all future developments in the surrounding area shall consider the traffic volumes shown in the Waldorf Crossing GDP and Traffic Impact Analysis as "background traffic" in order to preserve the roadway capacity afforded by the improvements provided by this project.

    e. The location of intersections with State roads, as described in the Waldorf Crossing GDP, are approved. The configuration of the intersections under state jurisdiction as described in the SHA application and 60% design are found to be acceptable. The locations of the proposed intersections to County Roads from the Waldorf Crossing Development are approved, and detailed design will be assessed during the subsequent Preliminary Plan and Site Plan phases.

    f. Consistent with the December 8, 2009 County Commissioner Order, Appendix A, Condition B.2, the requirements of the Adequate Public Facilities section of the Charles County Zoning Ordinance will be applied during the subsequent Preliminary Plan and Site Plan phases.

The applicant may now proceed with any Preliminary Plan or Site Development Plan which shall be reviewed with any of the conditions of approval of either the Master Plan or the General Development Plan. A stamped copy of the General Development Plan has been included with this approval.

Please let me know if you have any questions.

Sincerely,

Shelley Wagner

Shelley Wagner, AICP
Program Manager
Subdivision and Site Plan Review

Enclosure

CC: Pat Faux, The Faux Group, 2200 Somerville Road, Ste. 200, Annapolis, MD 21401
Page Wyrough, Esq., Chaney Enterprises, P.O. Box 548, Waldorf, MD 20601

EXHIBIT D

CHARLES COUNTY PLANNING COMMISSION
ZONING # PDZA 00-07
MASTER PLAN DATE OF APPROVAL: 10/27/04
AMENDED DECISION AND ORDER DATE OF APPROVAL: 12/08/09

GENERAL DEVELOPMENT PLAN
WALDORF CROSSING

FOR

Chaney Enterprises

LOCATION OF SITE

U.S. ROUTE 301 AND MATTAWOMAN BEANTOWN RD
TAX MAP 3, PARCEL 1; TAX MAP 8 PARCELS 3, 17, 25, 26, 59, 221, 249, 254, 287, 339, 350, 587 AND 588
6TH ELECTION DISTRICT
WALDORF, CHARLES COUNTY, MARYLAND

STANDARD DRAWING LEGEND

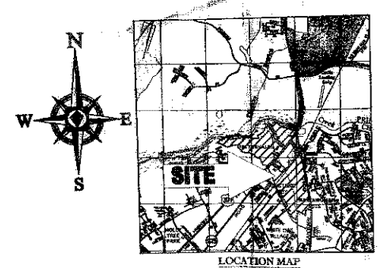
FOR ENTIRE PLAN SET (NOT TO SCALE)

EXISTING NOTE	TYPICAL NOTE TEXT	PROPOSED NOTE
	UNSITE PROPERTY LINE / FLOW LINE	
	ROCK/BORING PROPERTY LINE / INTERIOR PARCEL LINE	
	EASEMENT LINE	
	SILTSACK LINE	
	CONCRETE CURB & GUTTER (CURB AND GUTTER: SPILL CURB, TRANSITION CURB, REINFORCED CURB AND GUTTER)	
	UTILITY POLE WITH LIGHT	
	POLE LIGHT	
	TRAFFIC LIGHT	
	UTILITY POLE	
	TYPICAL LIGHT	
	ACORN LIGHT	
	TYPICAL SIGN	
	PARKING COUNTS	
	CONTOUR LINE	123
	SPOT ELEVATIONS	EX 118.00 / EC 118.00 / PC 118.00
	SANITARY LABEL	SAN 8
	STORM LABEL	
	SANITARY SEWER LATERAL	S
	UNDERGROUND WATER LINE	W
	UNDERGROUND ELECTRIC LINE	E
	UNDERGROUND GAS LINE	G
	OVERHEAD WIRE	OH
	UNDERGROUND TELEPHONE LINE	T
	UNDERGROUND CABLE LINE	C
	STORM SEWER	
	SANITARY SEWER MAIN	
	HYDRANT	
	SANITARY MANHOLE	
	STORM MANHOLE	
	WATER METER	
	WATER VALVE	
	GAS VALVE	
	GAS METER	
	TYPICAL END SECTION	
	HEADWALL OR ENDWALL	
	YARD INLET	
	CURB INLET	
	CLEAN OUT	
	ELECTRIC MANHOLE	
	TELEPHONE MANHOLE	
	ELECTRIC BOX	
	ELECTRIC PEDESTAL	
	MONITORING WELL	
	TEST PIT	
	BENCHMARK	
	BORING	

STANDARD ABBREVIATIONS

FOR ENTIRE PLAN SET

AC	ACRES	PVC	POLYVINYL CHLORIDE PIPE
ADA	AMERICANS WITH DISABILITY ACT	PVI	POINT OF VERTICAL INTERSECTION
ARCH	ARCHITECTURAL	PVT	POINT OF VERTICAL TANGENCY
BC	BOTTOM OF CURB	R	RADIUS
BF	BASEMENT FLOOR	RCP	REINFORCED CONCRETE PIPE
BK	BLOCK	R/W	RIGHT OF WAY
BL	BASELINE	S	SLOPE
BLDG	BUILDING	SAN	SANITARY SEWER
BM	BUILDING BENCHMARK	SF	SQUARE FEET
CF	CUBIC FEET	STA	STATION
CL	CENTERLINE	STM	STORM
CMP	CORRUGATED METAL PIPE	TBR	TO BE REMOVED
CONC	CONCRETE	TC	TOP OF CURB
CY	CUBIC YARDS	TPF	TREE PROTECTION FENCE
DEC	DECORATIVE	TW	TOP OF WALL
DEP	DEPRESSED	TYP	TYPICAL
DIP	DUCTILE IRON PIPE	UG	UNDERGROUND
ELEV	ELEVATION	VIF	VERIFY IN FIELD
EP	EDGE OF PAVEMENT	W	WIDE
ES	EDGE OF SHOULDER	WL	WATER LINE
EW	END WALL	+	PLUS OR MINUS
EX	EXISTING	°	DEGREE
FES	FLARED END SECTION	Ø	DIAMETER
FF	FINISHED FLOOR	#	NUMBER
FH	FIRE HYDRANT		
FG	FINISHED GRADE		
G	GRADE		
GF	GARAGE FLOOR (AT DOOR)		
GH	GRADE HIGHER SIDE OF WALL		
GL	GRADE LOWER SIDE OF WALL		
GR	GRATE		
GV	GATE VALVE		
HDPE	HIGH DENSITY POLYETHYLENE PIPE		
HP	HIGH POINT		
HOR	HORIZONTAL		
HW	HEADWALL		
INV	INVERT/SECTION		
MW	MITER		
LF	LINEAR FOOT		
LOC	LIMITS OF CLEARING		
LOD	LIMITS OF DISTURBANCE		
LP	LOW POINT		
MAX	MAXIMUM		
MIN	MINIMUM		
MH	MANHOLE		
MJ	MECHANICAL JOINT		
OC	ON CENTER		
PA	POINT OF ANALYSIS		
PC	POINT CURVATURE		
PCC	POINT OF COMPOUND CURVATURE, CURB RETURN		
PI	POINT OF INTERSECTION		
POG	POINT OF GRADE		
PROP	PROPOSED		
PT	POINT OF TANGENCY		
PTCR	POINT OF TANGENCY, CURB RETURN		



LOCATION MAP
COPYRIGHT ADC THE MAP PEOPLE
PERMIT USE NO. 20021504
SCALE: 1"=2000'

APPLICANT
WALDORF RESTAURANT, INC.
10440 MATTAWOMAN DRIVE
WALDORF, MD 20601
CONTACT: MR. STEVE KOUKOS
PHONE (301) 870-8100

PREPARED BY

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Phone: (301) 809-4500
Fax: (301) 809-4501
www.BohlerEngineering.com

CONTACT: RENNIE FRIEDMAN, P.E.

SHEET INDEX

SHEET TITLE	SHEET NUMBER
COVER SHEET	1
GENERAL DEVELOPMENT PLAN (WEST)	2
GENERAL DEVELOPMENT PLAN (EAST)	3
EXHIBITS	4-9

REFERENCES:

THIS PLAN IS BASED ON DIGITAL CAD DRAWINGS PREPARED BY:

1. AB CONSULTANTS, INC., ENTITLED: ANDTWRD.DWG, WLSTMP3.DWG, TOPWTP2.DWG, EOWWTP2.DWG.
2. LOCKERMAN ROYSE ASSOCIATES, INC., ENTITLED: TOPOGRAPHY.DWG (DATED MARCH, 2001), ENVIRONMENT1.DWG (DATED OCTOBER, 2001), ENVIRONMENT 3.DWG (DATED SEPTEMBER, 2002), ENVIRONMENT4.DWG (DATED NOVEMBER, 2002), ENVIRONMENT5.DWG (DATED NOVEMBER, 2002), ENVIRONMENT6.DWG (DATED NOVEMBER, 2002), ENVIRONMENT7.DWG (DATED NOVEMBER, 2002).
3. BARNETT FLEMING, INC., COMMISSIONED OCTOBER 5, 1998, ENTITLED: HAGER_METALS_AND_WILSON WALKWAY.DWG, WILSON 1.DWG, WILSON 2A.DWG, LAYWIRE1.DWG, WILSON PRELIMINARY IMPACTS_1.DWG, 2A_OVERRIDE.DWG, PRELIMINARY IMPACTS_1A.DWG, 1A_OVERRIDE.DWG, MB_WILSON, WESTCHANNEL_WILSON, EASTCHANNEL_WILSON.
4. AMERICAN LAND CONCEPTS, ENTITLED: WALDORF CROSSINGS8_COMBINED_ID_FINES.DWG, AS RECEIVED IN AN EMAIL FROM NICOLE SPITSER WITH AMERICAN LAND CONCEPTS ON JUNE 17, 2010.
5. PHOTOGRAMMETRIC DATA SERVICES, INC., ENTITLED: CHARLES COUNTY, MARYLAND, TOPOGRAPHIC MAP, SHEETS 8B, MAP NO. 8345-02, DATE OF PHOTOGRAPHY: APRIL 19, 1992.
6. PRINCE GEORGE'S COUNTY, GIS INFORMATION FOR BLOCK 221/0007, AS RECEIVED ON A CD FROM PRINCE GEORGE'S COUNTY LABELED VOS 97/007, ON AUGUST 26, 2009.
7. BOHLER ENGINEERING, ENTITLED: WALDORF CROSSING, CHANGE SHEET - ULE NTE, 301 & MATTAWOMAN BEANTOWN ROAD - MD NTE, 6.4TH ELECTION DISTRICT, CHARLES COUNTY, MARYLAND, PROJECT NO.: 09072202B, DATED 2/20/12

THIS PLAN IS BASED ON DOCUMENTS ENTITLED:

8. CHARLES COUNTY, MARYLAND, CHARLES COUNTY SANITARY DISTRICT, INC., WALDORF SANITARY DISTRICT, PRESSURE ONE, MATTAWOMAN AND SUB-STATION ROAD WATER SANITARY DISTRICT, PREPARED BY: JOHNSON AND WILLIAMS, CONSULTING ENGINEERS, WASHINGTON D.C. AND STAUNTON, VIRGINIA, HUD PROJECT NO. WG-MD-70, DATED 3/08/78, AS-BUILT INFORMATION ADDED 1984- AND 1989A.
9. MARYLAND DEPARTMENT OF TRANSPORTATION, STATE HIGHWAY ADMINISTRATION, PLANS OF PROPOSED HIGHWAY - MED RELOCATED, MATTAWOMAN BEANTOWN ROAD - MD 206, FROM MDI 10 US 301/MD5, STAGE 1 - CONSTRUCTION, PREPARED BY: GARRETT R. BURNS INC., FEDERAL AID PROJECT NO. AC-NHS CM-9TF-0-38002(18) & (U), CONTRACT NO. CH-592-622-011, DATED 11/20/85, LAST REVISED 11/05/86.
10. FAIRFIELD SECTIONS 1 & 5, CHARLES COUNTY, MARYLAND, PREPARED BY: BRADFORD SANEITZ & ASSOCIATES, INC, PROJECT NO. 86-604, DATED 5/1986, LAST REVISED 8/1986.
11. WASHINGTON GAS PLANS - 36-INCH, MAP - WG-0165, DATED 12/04/2007, AND TERRISE, MAP - WG-0200B, DATED 11/21/2006, PREPARED BY WASHINGTON GAS LIGHT CO.
12. SMECO ELECTRIC PLANS, PREPARED BY SMECO. EXISTING UTILITY POLE LOCATIONS ARE APPROXIMATE.
13. SOUTHERN MARYLAND TRANSIT CORRIDOR PRESERVATION STUDY PLANS PREPARED BY: JACOBS, DRAWING NO. 09 - 17, 084 - 16, SHEETS 10-35 OF 86, DATED AUGUST 2005.

GENERAL NOTES:

1. SITE AREA: APPROXIMATELY 141 ACRES
2. ZONING: THE SITE IS ZONED TOD (TRANSIT ORIENTED DEVELOPMENT)
3. PROVIDE UL BUILDING ARCHITECTURE AND LANDSCAPING PLANS SHALL BE SUBMITTED FOR CHARLES COUNTY SITE DESIGN & ARCHITECTURAL REVIEW (SDAR) FOR APPROVAL PRIOR TO BEGINNING PERMIT ISSUANCE IN ACCORDANCE WITH THE SUBMITTED DESIGN GUIDELINES STATED IN SECTION 2 OF THE CHARLES COUNTY ARCHITECTURAL DESIGN GUIDELINES AND STANDARDS (ADGS) - COUNTY STAFF SHALL REVIEW FOR CONFORMANCE WITH THE APPROVED WALDORF CROSSING DESIGN GUIDELINES AND STANDARDS, AND THE CHARLES COUNTY ZONING ORDINANCE. SUBA REVIEW SHALL BE REQUIRED FOR EACH PRODUCT TYPE WITHIN EACH DISTRICT (M, B, & C). THIS INCLUDES THE RESIDENTIAL UNITS (APARTMENTS, CONDOMINIUMS, TOWNHOUSES, AFFORDABLE UNITS), COMMERCIAL (RETAIL (NON-RETAIL), AND INSTITUTIONAL/CIVIC PRODUCT TYPES.
4. THE APPLICANT AGREES TO WORK WITH THE COUNTY TO DETERMINE A LOCATION FOR A FUTURE WELL SITE WHEN REQUESTED BY THE COUNTY IN THE FUTURE, OR AT THE TIME OF SUBMITTAL OF THE SITE PLAN. THE LOCATION SHALL BE EXACTLY AGREED BY CHANEY AND BE LOCATED IN AN OPEN SPACE OR OTHER AREA THAT WILL NOT IMPACT THE SITE'S DEVELOPMENT LAYOUT AND CAPACITY
5. BICYCLE PARKING WILL BE PROVIDED BY THE APPLICANT AT THE PARK AND RIDE FACILITIES

APPROVED
12/17/12

PROFESSIONAL CERTIFICATION
I HEREBY CERTIFY THAT THESE DOCUMENTS WERE PREPARED OR APPROVED BY ME, AND THAT I AM A DULY LICENSED PROFESSIONAL ENGINEER UNDER THE LAWS OF THE STATE OF MARYLAND, LICENSE NO. 18881, EXPIRATION DATE: 6/16/2012

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• STATE COLLEGE, PA
• WEST CHESTER, PA

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NOT APPROVED FOR CONSTRUCTION

PROJECT NO.:	09072202B
DRAWN BY:	BLB
CHECKED BY:	TMF
DATE:	12/04/12
SCALE:	AS NOTED
CAD FILE:	GDP

PROJECT:
WALDORF CROSSING
FOR
Chaney Enterprises
LOCATION OF SITE
MATTAWOMAN BEANTOWN ROAD AND US GRAIN HIGHWAY
ROUTE 301 CHARLES COUNTY
WALDORF, MARYLAND

BOHLER ENGINEERING
16900 SCIENCE DRIVE , SUITE 104
BOWIE, MARYLAND 20715
Phone (301) 809-4500
Fax (301) 809-4501
www.BohlerEngineering.com

R. F. FRIEDMAN
PROFESSIONAL ENGINEER
No. 18881
12-07-12

SHEET TITLE
COVER SHEET

SHEET NUMBER:
1
OF 9

REV 4

REVISIONS

REV	DATE	COMMENT	BY
1	03/17/12	U.S. ENGINEER CONDITIONS OF APPROVAL	AWM
2	05/03/12	PGC COUNTY COMMENTS	AWM
3	07/27/12	PGC COUNTY COMMENTS	AWM
4	09/24/12	PGC COUNTY COMMENTS	AWM

MATCHLINE SEE SHEET 3

WALDORF CROSSING DEVELOPMENT PROGRAM & PHASING CHART

	WALDORF CROSSING TOD		DISTRICT A		DISTRICT B		DISTRICT C	
GROSS TRACT AREA	141 acres +/-							
	Max	Min	Max	Min	Max	Min	Max	Min
PRODUCT TYPES								
Residential Units	750		480	200	250	100	400	200
Apartments & Condominiums			480	200			400	200
Townhouses					250	100		
Affordable Units (very low)		10%						
Commercial (GSF)	425,000		250,000	250,000	275,000	50,000	100,000	100,000
Retail (SF)	225,000		125,000	125,000	0	50,000	50,000	0
Non-Retail (SF)	225,000		125,000	0	50,000	0	50,000	50,000
Institutional/Civic (SF)	25%	5%	5,000	0	10,000	5,000	15,000	5,000

Notes:

1) The gross acreage for the division of real estate shall include road access (public or private).

2) Districts shall generally be developed in sequence and development may proceed on a subsequent district only after eighty-five (85) percent of the minimum thresholds of the area approved in the first district have secured a Development Section Permit(s) and construction has commenced. If the minimum thresholds are met and at the time the applicant desires to begin construction on a subsequent district, approval to proceed is conditioned prior to the commencement of construction on the subsequent district. The process of entitlement for subsequent districts, including but not limited to Preliminary Plan of Subdivision, Record Plat, and Site Plan may proceed and does not be prejudiced by this condition.

3) Approximately could a required prior to commencement of construction in a subsequent district if the phase defined this phase shall be considered to have commenced. Staff may approve minor adjustments to the approved district delineation to allow some location changes for the approved development program.

4) Further intensification within the TOD may occur in any district that has already begun. For example - should the commercial building spaces be calculated, added development may be placed in that area.

5) The number of districts to established by this ZDP is three (3). A ZDP amendment is required to change the number of districts.

6) In order to preserve locational flexibility, programmatic ranges are set for each district and a maximum programmatic number is set for the overall site. Site/Dev programs shall be monitored via a spreadsheet that prepared by the master developer at each development approval stage to ensure that the overall development totals are not exceeded.

7) Density, placement, and therefore phasing, of any open space, civic uses, and affordable units will be determined at Site Plan approval.

8) Institutional/Civic/and use requirements may be met by either interior building space or land area.

9) See section 1.2.3 of the Waldorf Crossing Design Guidelines & Standards for a description of the land use product types.

10) Building use designations shall be established at the time of building permit approval for purposes of program reviews.

11) The Development Program shall include the pre-existing office building in District B - and located at the intersection of Mattawoman Drive and Route 301.

12) The applicant will work with those property owners of parcels abutting the central parcel who wish to cross their indentureport plan around the light rail station.

WESTERN PARKWAY PHASE III-B
TYPICAL SECTION
NOT TO SCALE

*NOTE:
SOUTH OF PROPOSED HIKER / BIKER TRAIL EASEMENT SHALL BE 8' CONCRETE SIDEWALK.
NORTH OF PROPOSED HIKER / BIKER TRAIL EASEMENT TO BE 10' CONCRETE HIKER / BIKER TRAIL.

LEGEND

- ROUTE 301 UPGRADE RIGHT-OF-WAY
- ZONING BOUNDARY
- EXISTING WETLANDS
- WETLAND BUFFER
- 100-YR FLOODPLAIN
- RESOURCE PROTECTION ZONE
- EXISTING CONTOUR
- PROPOSED CONTOUR
- EXISTING WATERLINE
- PROPOSED WATERLINE
- EXISTING SANITARY SEWER
- PROPOSED SANITARY SEWER
- EXISTING OVERHEAD LINE
- EXISTING GAS LINE
- EXISTING UNDERGROUND ELECTRIC LINE
- EXISTING STORM DRAIN
- PROPOSED MATTAWOMAN HIKER/BIKER TRAIL CENTERLINE
- PROPOSED STORM DRAIN
- PROPOSED PAVEMENT
- PROPOSED SIDEWALK
- PARK AND RIDE LOCATIONS

NOTES:

1. A CONCRETE TRAIL WITH A 10' CROSS SECTION WILL BE CONSTRUCTED ALONG THE WESTERN PARKWAY ALIGNMENT AS PER THE ROADWAY SECTION PREVIOUSLY ON WESTERN PARKWAY ALIGNMENT. THE ALIGNMENT OF THE TRAIL WILL BE DETERMINED BY THE SHA, LOCATION FOR THE TRAIL IS SHOWN. THE FINAL ALIGNMENT WILL BE DETERMINED BY THE COUNTY AS PART OF THEIR CIP ENGINEERING/SITE PLANNING AND APPROVAL EFFORT.
2. LOCATION OF PROPOSED 30' EASEMENT FOR MATTAWOMAN HIKER / BIKER TRAIL IS CONCEPTUAL. TRAIL TO BE CONSTRUCTED BY MATTAWOMAN TRAIL PROGRAM. ALTERNATE LOCATION FOR MATTAWOMAN TRAIL PROGRAM TO BE DETERMINED BY THE COUNTY. LOCATION OF LOCAL EASEMENT AT WIDGETS PLACE IS NOT LOCATED IN THE HIKER / BIKER TRAIL EASEMENT, CONSTRUCTION OR MAINTENANCE OF LOCAL EASEMENT IS THE COUNTY'S RESPONSIBILITY.
3. THE WESTERN PARKWAY ACCESS MANAGEMENT TABLE (FIGURE 5) DEPICTS BOND ORDINANCE, TABLE 1-13 (SEE NOTE 1) WHICH SHOWS THE ACCESS POINTS FOR THE WESTERN PARKWAY PHASE III-B ACCESS POINTS, AS SHOWN, ARE BASED ON THE CURRENT LAYOUT. A MODIFICATION TO THE ACCESS POINTS MAY BE REQUIRED AS PART OF THE WESTERN PARKWAY PHASE III-B DESIGN/SITE/LEAD PROCESS.

BOHLER ENGINEERING
CIVIL & CONSULTING ENGINEERS
ARCHITECTS
ENVIRONMENTAL CONSULTANTS
PROJECT MANAGERS

REVISIONS

NO.	DATE	COMMENT	BY
1	02/17/12	PER AMENDED CONDITION of APPROVAL	AMW
2	06/25/12	PER COUNTY COMMENTS	AMW
3	01/21/13	PER COUNTY COMMENTS	AMW
4	08/24/16	PER COUNTY COMMENTS	AMW

NOT APPROVED FOR CONSTRUCTION

PROJECT: WALDORF CROSSING
FOR
Chaney Enterprises
LOCATION OF SITE
MATTAWOMAN BEANTOWN ROAD AND US CRAIN HIGHWAY ROUTE 301 CHARLES COUNTY WALDORF, MARYLAND

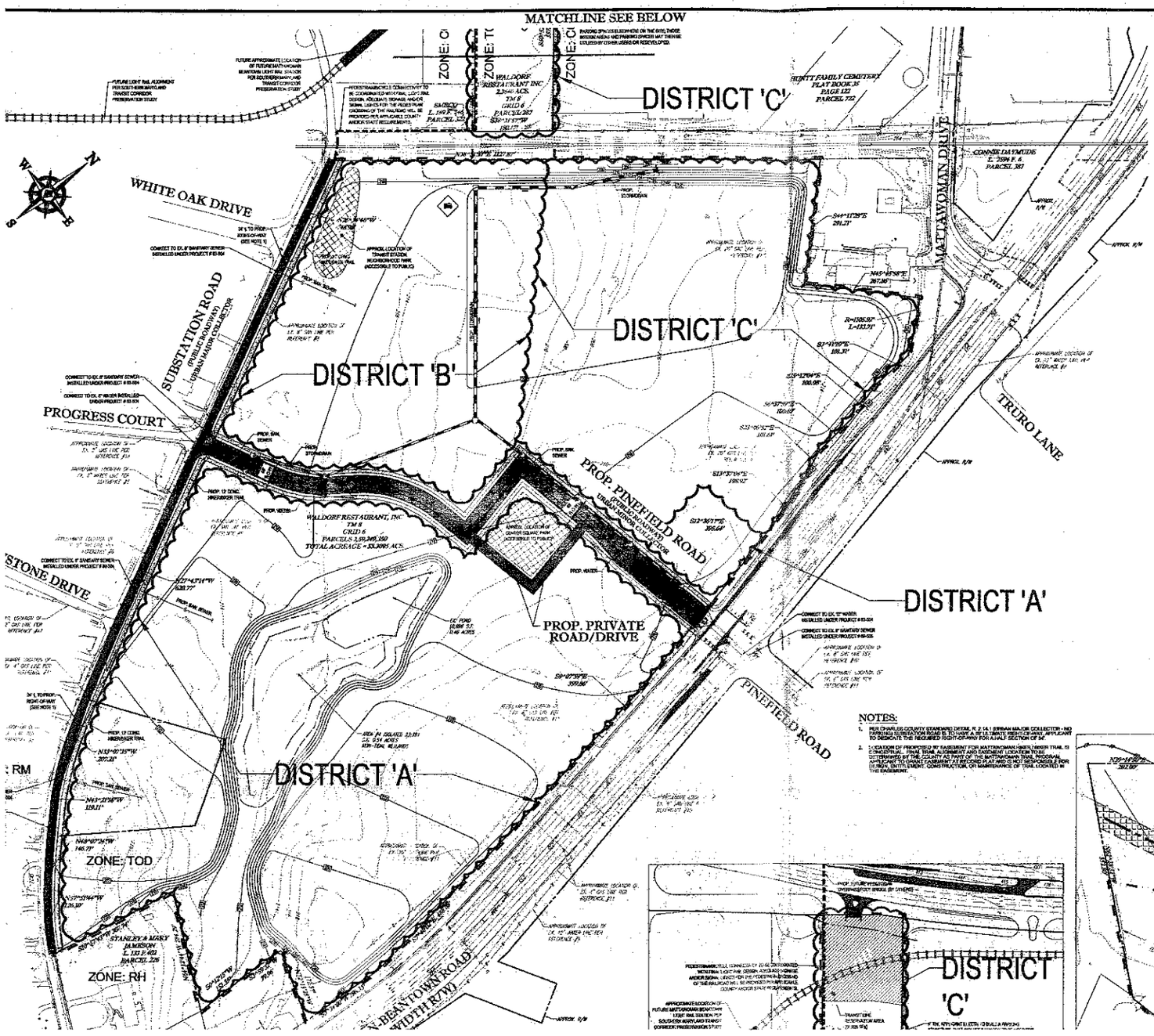
BOHLER ENGINEERING
15000 SCIENCE DRIVE, SUITE 104
BOWIE, MARYLAND 20715
Phone: (301) 809-4500
Fax: (301) 809-4501
www.BohlerEngineering.com

R.B. FRIEDMAN
PROFESSIONAL ENGINEER
8-07-12

SHEET TITLE
GENERAL DEVELOPMENT PLAN (WEST)

SHEET NUMBER: 2 OF 6

REV 4



LEGEND

- ROUTE 301 UPGRADE RIGHT-OF-WAY
- ZONING BOUNDARY
- EXISTING WETLANDS
- WETLAND BUFFER
- 100-YR. FLOODPLAIN
- RPZ — RESOURCE PROTECTION ZONE
- EXISTING CONTOUR
- 180 — PROPOSED CONTOUR
- EXISTING WATERLINE
- PROPOSED WATERLINE
- EXISTING SANITARY SEWER
- PROPOSED SANITARY SEWER
- EXISTING OVERHEAD LINE
- EXISTING GAS LINE
- EXISTING UNDERGROUND ELECTRIC LINE
- EXISTING STORM DRAIN
- PROPOSED STORM DRAIN
- PROPOSED PAVEMENT
- PROPOSED SIDEWALK
- PARK AND RIDE LOCATIONS

WALDORF CROSSING DEVELOPMENT PROGRAM & PHASING CHART

	WALDORF CROSSING TOD		DISTRICT A		DISTRICT B		DISTRICT C	
GROSS TRACT AREA	145 acres +/-							
	Max	Min	Max	Min	Max	Min	Max	Min
PRODUCT TYPES								
Residential Units	799		499	249	250	150	450	250
Apartments & Condominiums			420	220			400	200
Townhomes					220	120		
Affordable Units (any type)		10%						
Commercial (SF)	455,000		200,000	150,000	225,000	80,000	180,000	120,000
Retail (SF)	136,500		220,000	150,000	50,000	0	50,000	0
Non-Retail (SF)	226,500		125,000	0	200,000	80,000	200,000	80,000
Institutional/Civic (SF)	10%	5%	5,000	0	10,000	2,000	15,000	3,000

Notes:

1) The areas listed for the districts do not include road areas (public or private)

2) Districts must generally be developed in sequence and development may proceed on a subsequent district only after eighty-five (85) percent of the maximum thresholds of the uses contained in the first district have received a Development Services Provider and Construction has commenced. If the minimum thresholds are not met at the time the applicant desires to begin construction on a subsequent district, approval by staff is required prior to the commencement of construction on the subsequent district. The process of entitlement for subsequent districts, including but not limited to Preliminary Plan of Subdivision, Record Plat, and Site Plan may proceed and shall not be delayed by this condition.

3) Approval by staff is required prior to commencement of construction in a subsequent district if the above defined 85% threshold has not been met. Staff may approve minor adjustments to the approved district deliverables to allow minor location changes for the approved district development program.

4) Further information about the 85% rule can be found in the plan that has already begun. For example - should the commercial parking spaces be relocated, added development may be placed in that area.

5) The number of districts as established by the CDP is three (3). A SDP amendment is required to change the number of districts.

6) In order to preserve location flexibility, programmatic ranges are set for each district and a maximum programmatic number is set for the overall site. District programs shall be monitored via a takedown chart prepared by the master developer at each development approval state to ensure that the overall development totals are not exceeded.

7) District placement, and therefore phasing, of any open space, club uses, and affordable units will be determined at Site Plan approval.

8) Institutional/Civic land use may be used for either interior building space or land area.

9) See section 2.2.5 of the Waldorf Crossing Design Guidelines & Standards for a description of the land use product types.

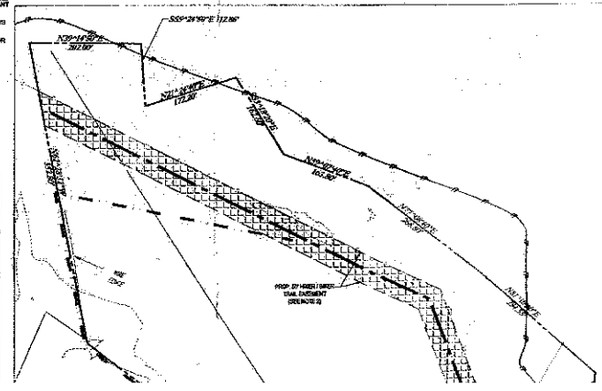
10) Building use designations shall be established at the time of building permit approval for purposes of program reviews.

11) The Development Program shall include the anchoring office building in District B - most likely at the intersection of Mattawoman Drive and Route 301.

12) Financing will work with those property owners of parcels abutting the central parcel who wish to coordinate redevelopment plans around the light rail station.

NOTES:

1. PER CHARLES COUNTY STANDARD DETAIL R. 2.14.1 (URBAN MAJOR COLLECTOR - NO PARKING SUBSTATION ROAD IS TO HAVE A 95' (+/-) WIDE RIGHT-OF-WAY. APPLICANT TO DEDICATE THE REQUIRED RIGHT-OF-WAY FOR A FULL SECTION OF M.
2. LOCATION OF PROPOSED 80' EASEMENT FOR MATTAWOMAN BIKE/HIKER TRAIL IS CONCEPTUAL. FINAL TRAIL ALIGNMENT AND EASEMENT LOCATION TO BE DETERMINED BY THE COUNTY AS PART OF THE MATTAWOMAN TRAIL PROGRAM. DEVELOPER TO GRANT EASEMENT AT RECORD PLAT AND IS NOT RESPONSIBLE FOR ALIGNMENT, EASEMENT, CONSTRUCTION, OR MAINTENANCE OF TRAIL LOCATED IN THE EASEMENT.



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REVISIONS

REV	DATE	COMMENT	BY
1	02/11/12	PER INFRAMEC CONDITION OF APPROVAL	AMM
2	05/23/12	PGC COUNTY COMMENTS	AMM
3	07/27/12	PGC COUNTY COMMENTS	AMM
4	08/24/12	PGC COUNTY COMMENTS	AMM

NOT APPROVED FOR CONSTRUCTION

PROJECT No. M0072005.03
DRAWING No. SK-08
CHECKED BY: RBF
DATE: 12/11/07
SCALE: 1"=100'
CAD I.D. GSG

PROJECT
WALDORF CROSSING
FOR
Chaney Enterprises

LOCATION OF SITE
MATTAWOMAN BEANTOWN ROAD AND US GRAIN HIGHWAY
ROUTE 301 CHARLES COUNTY
WALDORF, MARYLAND

BOHLER ENGINEERING
16900 SCIENCE DRIVE, SUITE 194
BOWIE, MARYLAND 20715
Phone: (301) 809-4500
Fax: (301) 809-4501
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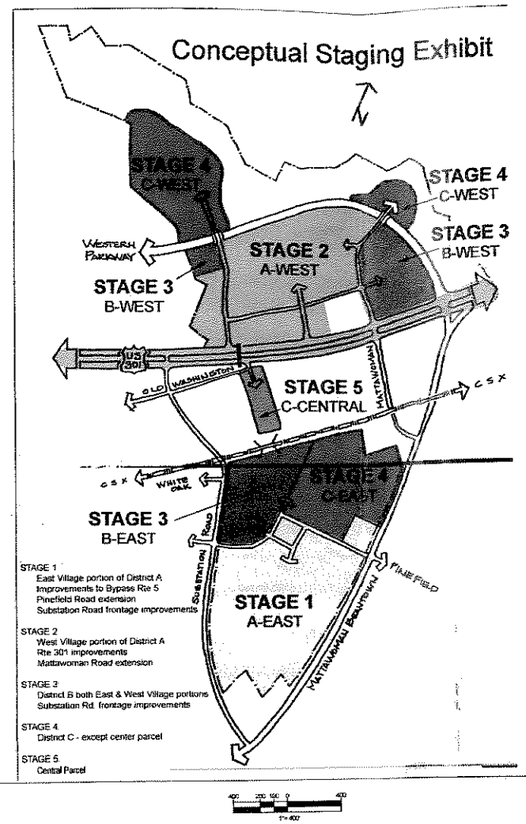

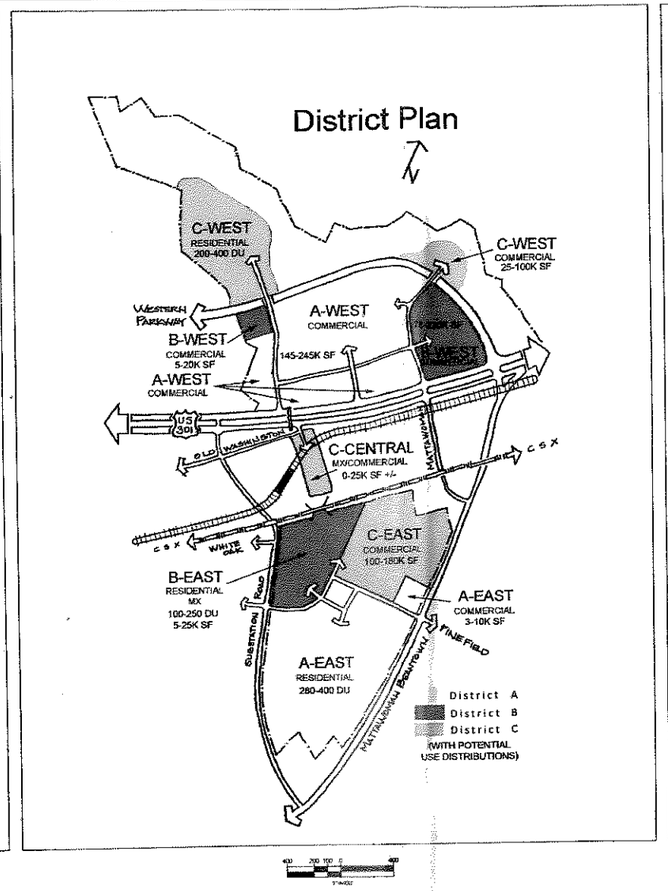

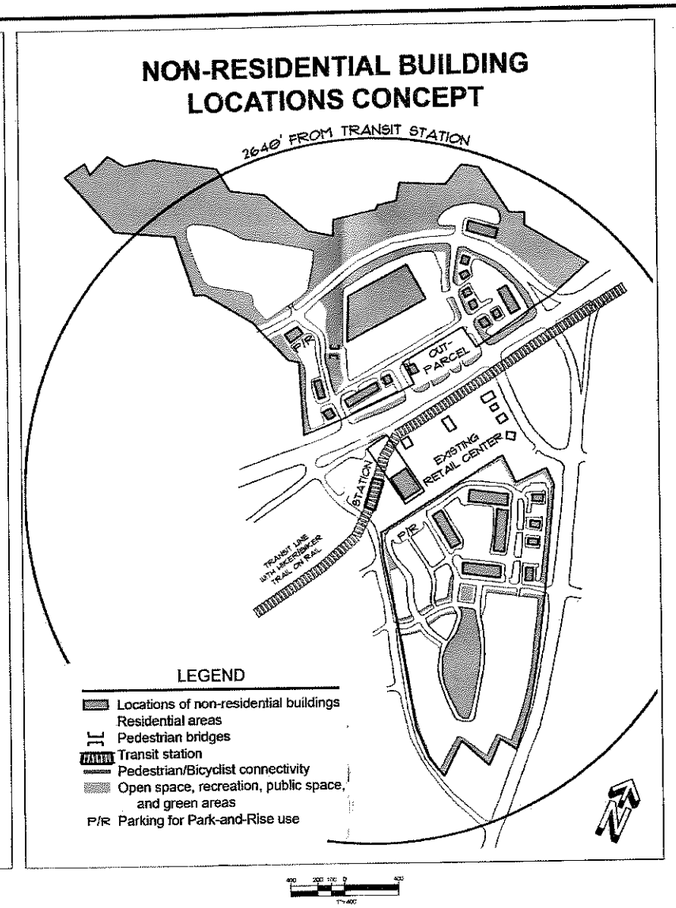

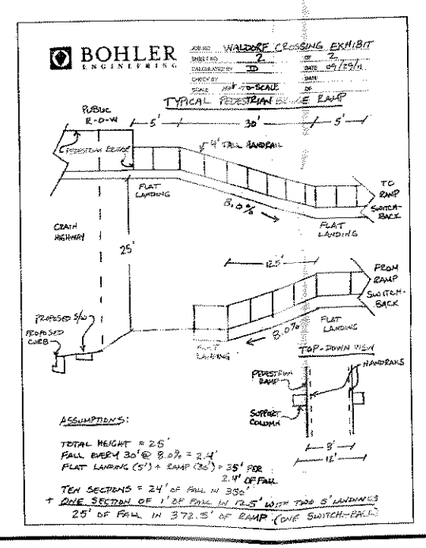

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ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS

REVISIONS

REV.	DATE	COMMENT	BY
1	02/27/12	NON-AMENDED CONDITIONS OF APPROVAL	RBF
2	03/23/12	PER COUNTY COMMENTS	RBF
3	03/27/12	PER COUNTY COMMENTS	RBF
4	05/24/12	PER COUNTY COMMENTS	RBF

THE FOX GROUP

THE FULL DIGITAL DRAWING REQUIRED BY THE CITY OF WALDORF FOR SUBMITTAL OF THE CAMPUS SURVEY INCLUDED IN THE STATE PLANE COORDINATE SYSTEM, NAD 83/91, MARYLAND, THE DISTRICT OF COLUMBIA AND DELAWARE (US) - SPC

NOT APPROVED FOR CONSTRUCTION

PROJECT No. B0372020.00
DRAWN BY RM
CHECKED BY: RBF
DATE: 12/21/11
SCALE: 1" = 400'
CAD I.D.: SEE

PROJECT:
WALDORF CROSSING
FOR
Chaney Enterprises

LOCATION OF SITE
MATTAWOMAN BEANTOWN ROAD AND US CRAIN HIGHWAY
ROUTE 301 CHARLES COUNTY
WALDORF, MARYLAND

BOHLER ENGINEERING
16900 SCIENCE DRIVE, SUITE 104
BOWIE, MARYLAND 20715
Phone: (301) 809-4500
Fax: (301) 809-4501
www.BohlerEngineering.com

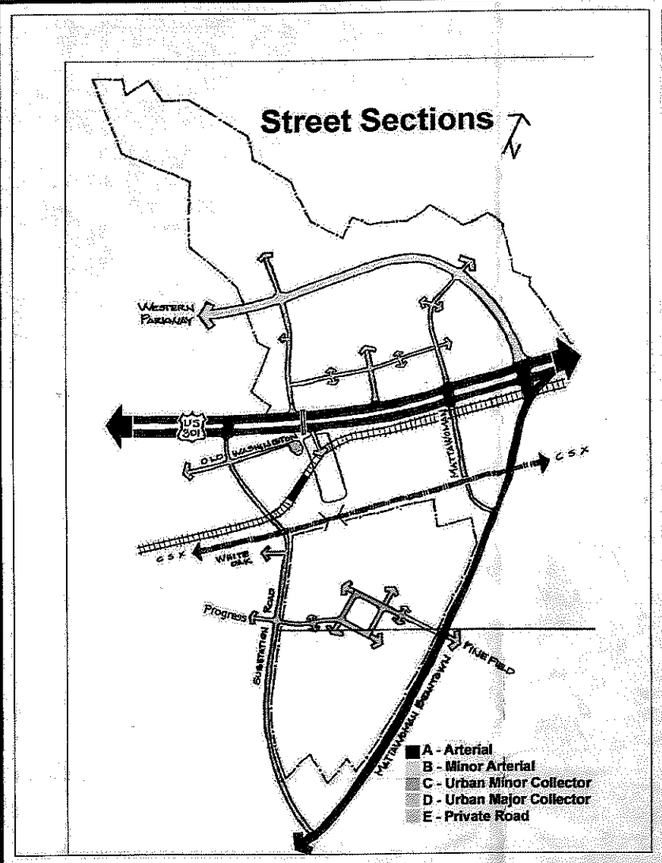
R. B. FRIEDMAN
PROFESSIONAL ENGINEER
No. 32071
04-19-12

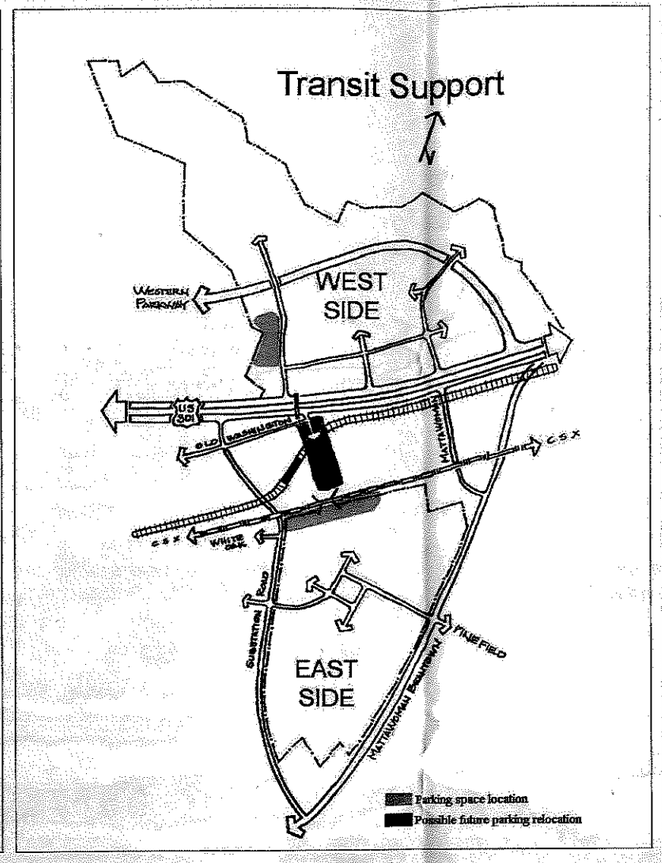
SHEET TITLE:
EXHIBITS

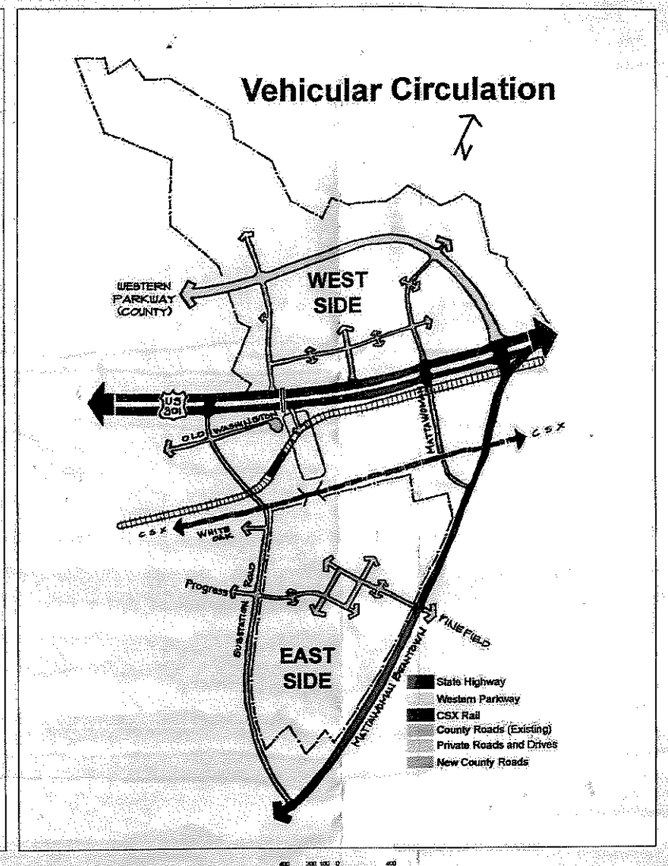
SHEET NUMBER:
4
OF 6

REV 4

PROFESSIONAL CERTIFICATION
I HEREBY CERTIFY THAT THESE DOCUMENTS WERE PREPARED OR APPROVED BY ME, AND THAT I AM A DULY LICENSED PROFESSIONAL ENGINEER UNDER THE LAWS OF THE STATE OF MARYLAND. LICENSE NO. 32071 EXPIRATION DATE 6/30/2012







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SURVEYORS
PROJECT MANAGERS
ENVIRONMENTAL CONSULTANTS
LANDSCAPE ARCHITECTS

CORPORATE OFFICES
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REVISIONS

REV	DATE	COMMENT	BY
1	02/01/12	PER AMENDED CONDITIONS OF APPROVAL	AMM
2	05/22/12	PER COUNTY COMMENTS	AMM
3	07/27/12	PER COUNTY COMMENTS	AMM
4	08/29/12	PER COUNTY COMMENTS	AMM

FOX GROUP

THE FOLLOWING SERVICES HAVE BEEN NOTIFIED OF THIS PROJECT: EXCAVATORS ASSOCIATION, OR ANY PERSON PREPARING TO DIG OR DISTURB THE EARTH'S SURFACE, ANYWHERE IN THE STATE OF MARYLAND, WASHINGTON, THE DISTRICT OF COLUMBIA AND VIRGINIA, MISS UTILITY, 1-800-257-7777 OR 1-800-552-7001 (DC) 1-800-552-7001 (MD) 1-800-552-7001 (VA) 1-800-257-7777 (DE) 1-800-552-8355

NOT APPROVED FOR CONSTRUCTION

PROJECT No: M60-FA08-02
DRAWN BY: RHB
CHECKED BY: RBF
DATE: 12/21/07
SCALE: 1" = 400'
CAD I.D.: EDM

PROJECT:
WALDORF CROSSING
FOR
Chaney Enterprises

LOCATION OF SITE:
MATTAWOMAN BEANTOWN ROAD AND US CRAIN HIGHWAY ROUTE 301 CHARLES COUNTY WALDORF, MARYLAND

BOHLER ENGINEERING
18000 SCIENCE DRIVE, SUITE 104
BOWIE, MARYLAND 20715
Phone: (301) 809-4500
Fax: (301) 809-4501
www.BohlerEngineering.com

R. B. FRIEDMAN
PROFESSIONAL ENGINEER

SHEET TITLE:
EXHIBITS

SHEET NUMBER:
5
OF 6

REV 4

PROFESSIONAL CERTIFICATION:
I, BRIAN B. FRIEDMAN, HEREBY CERTIFY THAT THESE DOCUMENTS WERE PREPARED OR APPROVED BY ME, AND THAT I AM A DULY LICENSED PROFESSIONAL ENGINEER UNDER THE LAWS OF THE STATE OF MARYLAND LICENSE NO. 42815 EXPIRATION DATE: 6/30/2012

NOTICE TO CONTRACTOR
IT IS THE RESPONSIBILITY OF THE CONTRACTOR TO INSURE ALL OF THE DIMENSIONS AND RESTRICTIONS ASSOCIATED WITH THIS PROJECT. THE INFORMATION SHOWN HEREON IS PROVIDED TO ASSIST THE CONTRACTOR TO ACHIEVE THE PROJECT DESIGN INTENT. THE CONTRACTOR SHALL VERIFY ALL DIMENSIONS AND CONDITIONS IN THE FIELD AND REPORT ANY DISCREPANCIES TO THE ENGINEER IMMEDIATELY. COMMENCEMENT OF CONSTRUCTION SHALL BE THE CONTRACTOR'S ACCEPTANCE OF THE PROJECT DESIGN AS FEASIBLE, COMPLETE AND ACCEPTANCE OF FULL RESPONSIBILITY BY THE CONTRACTOR TO COMPLETE THE PROJECT AS FEASIBLE AS DEPICTED. THE DRAWINGS AND/OR ALL SPECIFICATIONS INCLUDED.

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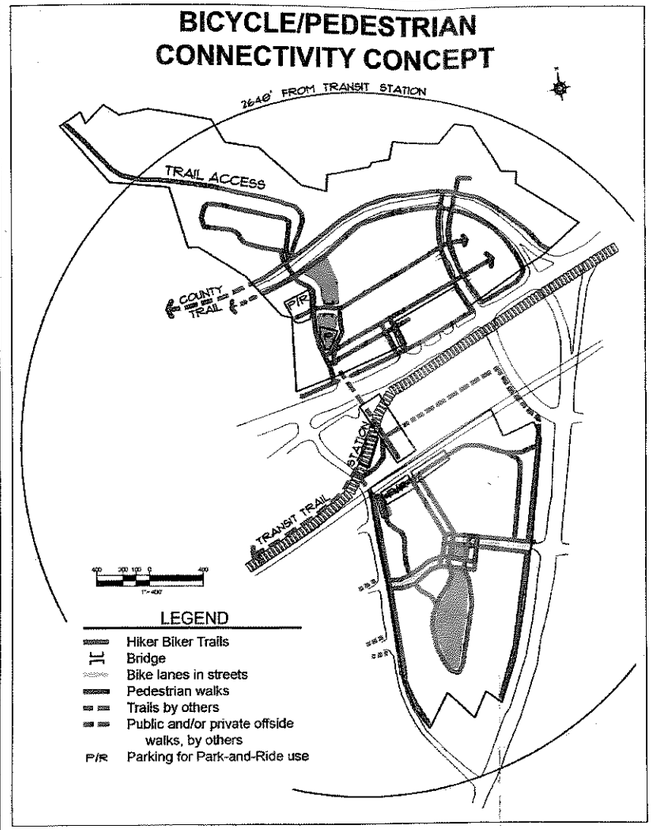
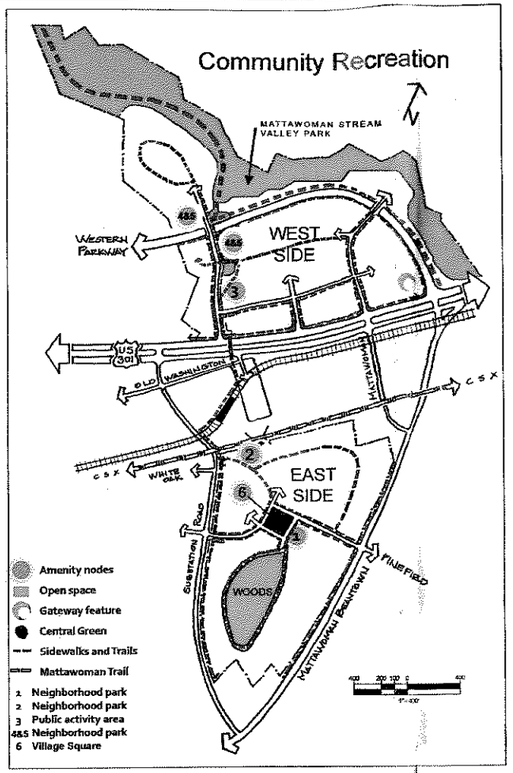
BICYCLE/PEDESTRIAN CONNECTIVITY CONCEPT

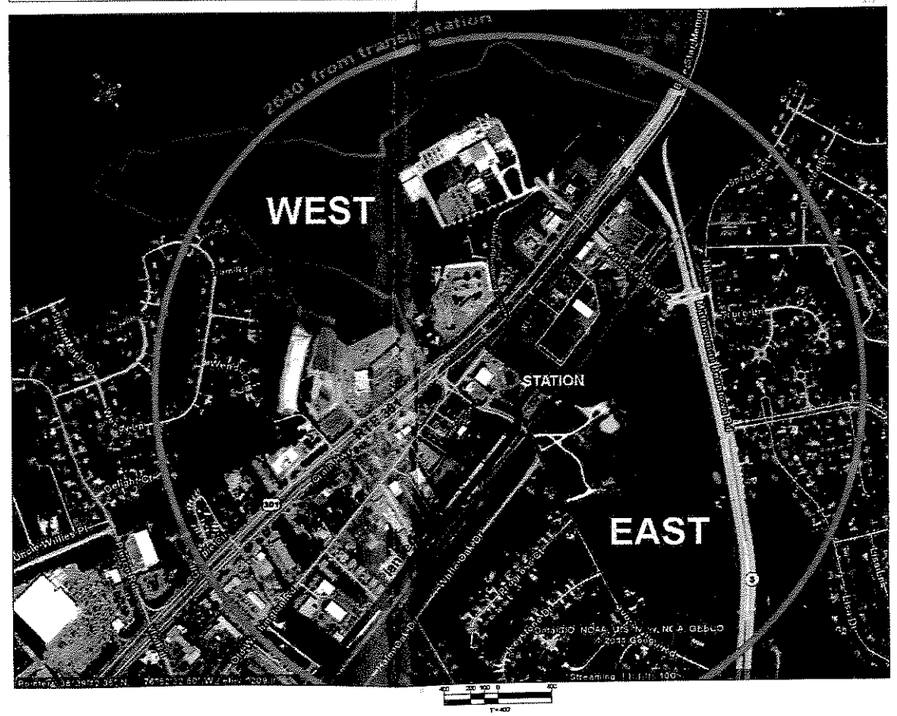




Preliminary WCTOD Master Plan Program for Outdoor Recreation

Minimum Required Outdoor Recreational Program				Preliminary Master Plan Program for Outdoor Recreation				
Guidelines Per Capacity Survey, Article XIV-3				Total	Approximate Program By District			
Facilities (1) (2) (4)	Min. supply rate	Req. # for 156 units			West	E	C	Notes
Tennis courts (2) (3) (4) (5)	1 per 50 units	3		11	10	1	1	
Active playfields (2) (3) (4) (5) (7)	1 per 100 units	1.5		4.5	3	1.5	1	8 alpha may be combined into larger gathering
Ball fields or similar, dual recreation and play fields	1 per 200 units	0.75		2.5	2	0.5		program, this to be determined at site plan
Fitness trail or walking trail (2)	1 per 250	0.6		2	2			trail fitness trail & course
Fitness trail or walking trail (2)	1 per 500	0.3		1	1			program this to be determined at site plan
Tennis or basketball courts (2) (3) (4) (5)	1 per 500	0.3		1	1			
Tot lot (2) (3) following:	1 per 500	0.3		2		1	1	Mattawoman Park at C & O tot lot area in a
paved tot lot						1	1	gazebo plaza at MF-Gold Project
swimming pool								
soccer, football or baseball field								
hockey rink								
Minimum open land area for recreation per sub-division regs	AS ABO							
10 ft per unit	47,800							as determined at site plan
Min. 600 sf per street with structural element	600				205	200	200	min. area added per phase

1) Per code, other facilities that are commonly-used in scale may be substituted or substituted
Example: the prescribed tot lot in Exhibit C is a signature facility.
2) Maximum size 500 square feet - combined shell will be granted for larger structures for private community gathering spaces such as group picnic pavilions.
3) Consideration will be given for the area and length of the journey in counting parts



BOHLER ENGINEERING

REVISIONS

REV	DATE	COMMENT	BY
1	02/07/12	PER AMENDED CONDITIONS OF APPROVAL	RWW
2	03/29/12	PER COUNTY COMMENTS	RWW
3	07/02/12	PER COUNTY COMMENTS	RWW
4	09/24/12	PER COUNTY COMMENTS	RWW

THE FOUX GROUP

NOT APPROVED FOR CONSTRUCTION

PROJECT No: M00-026-02
DRAWN BY: RWW
CHECKED BY: RBF
DATE: 12/21/07
SCALE: 1"=400'
CAD I.D.: EH

PROJECT:
WALDORF CROSSING
FOR
Chaney Enterprises

LOCATION OF SITE
MATTAWOMAN BEANTOWN ROAD AND US ORAIN HIGHWAY ROUTE 301 CHARLES COUNTY WALDORF, MARYLAND

BOHLER ENGINEERING
16960 SCIENCE DRIVE, SUITE 104
BOWIE, MARYLAND 20715
Phone: (301) 809-4500
Fax: (301) 809-4501
www.BohlerEngineering.com

R. B. FRIEDMAN
PROFESSIONAL ENGINEER

SHEET TITLE:
EXHIBITS

SHEET NUMBER:
6
OF 6

REV 4

C.1 WAL-MART ARCHITECTURAL/ELEVATION SKETCHES

Provided under separate cover in large format 18 x 24"