

# 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.

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

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*

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 III(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 III(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.

*iana and numbers of dwellings units, since many of the purposes 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

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

#### 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

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.

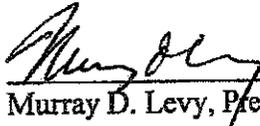
D. Based on the above findings, the proposed Planned Development Zone is proper for the comprehensive and systematic development of the county, is capable of accomplishing the purposes of this zone, is in substantial compliance with the Comprehensive Plan and is compatible with the surrounding area.

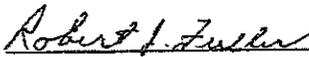
ORDER

Based upon the above Findings and Conclusions, it is, this 27<sup>th</sup> 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.

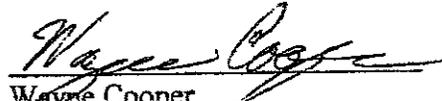
COUNTY COMMISSIONERS OF CHARLES  
COUNTY, MARYLAND

  
Murray D. Levy, President

  
Robert J. Fuller

  
William Daniel Mayer

  
Allan R. Smith

  
Wayne Cooper

ATTEST:

  
Linda C. Rollins, Clerk

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

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 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 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 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.

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
Checkpoint 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
Checkpoint 2	72	97	46	300	125,000	60,000	90,063	515	215,063
9	30	32	50					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
Checkpoint 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 office 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 supersede the requirements in Condition D.2 which states that the operating revenue from the development will exceed the County's operating expenses.