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## INTEROFFICE MEMORANDUM

**TO:** Rebecca B. Bridgett, Ed.D., County Administrator  
Eugene Lauer, Economic Development Director  
Barbara Holtz, County Attorney  
Deborah Hudson, Director of Fiscal and Administrative Services

**THRU:** Roy Hancock, Interim Director of Planning & Growth Management 

**FROM:** Steven Ball, Planning Director, AICP, LEED AP 

**DATE:** July 26, 2011

**SUBJECT:** Waldorf Urban Design Study Areas (WUDS), Funding Options

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This memo serves as follow up to my memo of February 28, 2011 memo (copy attached for your background and files) and to provide additional information and notes from a meeting held on July 21, 2011 regarding potential establishment of a Redevelopment Authority for Charles County. While the primary focus of such an agency would be to implement the Waldorf Urban Design Study (WUDS), it could also address redevelopment issues for areas such as Hughesville, Benedict and Port Tobacco; all of which have various redevelopment issues of concern and opportunities.

- Direction was provided to set a meeting with the County Attorney, Planning Director, Economic Development Director and the Fiscal and Administrative Services Director to verify and document the legal authority and process for establishment of a Redevelopment Authority or Redevelopment Agency pursuant to Maryland law. It was suggested to review Prince Georges County and Howard County for similar agencies. A meeting has been set for August 4<sup>th</sup>.
- Discussion was held regarding various incentive programs such as Enterprise Zones, "HUB" districts and Sustainable Communities. The Economic Development Director is to research and provide additional information on Enterprise Zones, HUD districts. The Planning Director will provide information on the Sustainable Communities designation.
- Composition and options for a Redevelopment Authority were discussed, from a board which is all public members, to one which is all private sector members to a combination of such. The Planning Director noted his work with the Town of La Plata as a member of their "Vision Implementation Team". A copy of their Articles of Incorporation and By-Laws are attached for your review.
- Additional recommendations based on this research and meetings will be forthcoming.



# ARTICLES OF INCORPORATION

OF

## LA PLATA TOWN CENTRE CORPORATION

I, the subscriber, David M. Jenkins, whose address is Post Office Box 2268, La Plata, Maryland 20646, being at least 18 years of age, do hereby form this Corporation under the general laws of the State of Maryland.

*FIRST:* The name of the corporation (hereinafter referred to as "Corporation") is:

### LA PLATA TOWN CENTRE CORPORATION

*SECOND:* The purposes of the Corporation are as follows:

1. To serve as a clearing-house, representative, promoter, organizer, operator and advocate for activities and functions for the improvement, betterment and revitalization of business and civic interests and concerns for a Town Centre area in the downtown area, as defined by the Corporation from time to time, of the incorporated township of La Plata, Maryland; to provide a forum for civic and business issues, agendas, problems and concerns related to the Town Centre; to arrange for publicity or other information about goods, activities, attractions, products and services available in the Town Centre area; to attract visitors, patrons and other customers to the Town Centre area; to hire, retain, employ, contract, fire and release employees and contractors to advance the purposes of the Corporation; to seek government, private, semi-private, and quasi-government grants, loans and other funds to advance the purposes of the Corporation; to deal and act on behalf of the businesses and citizens who are the members of the Corporation in furtherance of the purposes of the Corporation; to participate in similar business and civic associations, and to join organizations of similar business and civic associations; to act in concert with the Town government of the Town of La Plata, and its agencies and employees, toward the pursuit of a Town Centre revitalization and promotion project in the Town Centre area of the Town of La Plata designated by the Corporation from time to time; to work in concert with the Town government of the Town of La Plata, and its agencies and employees, toward the pursuit of the goals and purposes of the Corporation; to organize, pursue, manage, participate in and/or coordinate, one or more joint ventures or partnerships, which may include public and/or private concerns and entities, in connection with the pursuit of the La Plata Town Centre project; and to acquire and/or develop and manage and operate real property, if deemed appropriate by the Corporation, in connection with the Town Centre project.

2. Consistent with the above purposes, to exercise any and all corporate and general powers of a Maryland corporate entity as set forth in Maryland corporation law.

*THIRD:* The address of the principal office of the Corporation in the State of Maryland is 305 Queen Anne Street, Post Office Box 2268, La Plata, Maryland 20646.



*FOURTH:* The name and address of the resident agent of the Corporation in the State of Maryland is David M. Jenkins, 305 Queen Anne Street, La Plata, Maryland 20646. Said resident agent is a citizen of the State of Maryland and actually resides therein.

*FIFTH:* The Corporation is a non-stock corporation under Title 5, Subtitle 2 of the Maryland Annotated Code, Corporations and Associations Article.

*SIXTH:* The Corporation has no power to issue common stock.

*SEVENTH:* The Corporation will have a Board of Directors of no less than seven (7) persons and no more than eleven (11) persons. Until the initial organizational meeting of the Corporation, David M. Jenkins shall serve as the Organizational Director of the Corporation. At the initial organizational meeting of the Corporation, the Corporation shall elect, by its initial members, at least seven (7), but no more than eleven (11), members of the Board of Directors. Qualifications and criteria for membership in the Corporation and for service as a member of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

*EIGHTH:* The Corporation does not contemplate financial profit through its activities and purposes. The Corporation is organized exclusively to pursue, promote and improve the La Plata Town Centre project (as defined by the Corporation from time to time), as a membership organization made up of the Town's government, individuals, organizations, businesses and entities who share a common interest in the betterment, improvement and revitalization of downtown La Plata, and the organization and operation of the Corporation shall, at all times, be consistent with the qualification criteria of the Internal Revenue Code, for a tax exempt organization under Section 501(c)(6) of the Internal Revenue Code.

*NINTH:* No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation consistent with Section 501(c)(6) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal tax under Section 501(c)(6) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

*TENTH:* Upon any dissolution of the Corporation, the assets of the Corporation shall be distributed to one or more entities with purposes and functions qualifying for exempt status under Section 501(c)(6) of the Internal Revenue Code, or corresponding sections of any future Federal tax code.

*ELEVENTH:* No director or officer of the Corporation shall be liable to the Corporation for money damages in any legal action, administrative proceeding, or the like, except: (i) to the extent that it is proven that such director or officer actually received an



improper benefit or profit in money, property or services, or (ii) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in any such proceeding based upon a finding that such director or officer's action or failure to act was the result of active and deliberate dishonesty or intentionally wrongful, willful or malicious. The Corporation shall indemnify and hold harmless its officers and directors (and their agents and employees) against any and all claims, actions, demands, costs, expenses (including attorney's fees through all appeals), damages and losses, of any kind or nature, arising from, or in any way related to, any allegation, claim, legal proceeding or administrative proceeding, related to any act or omission concerning the activities of the Corporation, unless the officer or director against whom any such allegations or claims are made, or legal or administrative proceedings are directed, is found by a court of competent jurisdiction to have been involved in an intentional or willful wrongdoing, or to have acted in a grossly negligent or grossly reckless manner, and, in either case, such conduct is a direct cause of the claim, liability, loss, cost or damage in question.

*TWELFTH:* Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the members of the Board of Directors.

**IN WITNESS WHEREOF,** I have signed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2010, and I acknowledge the same to be my act, and that, to the best of my knowledge, information and belief, all matters and facts stated herein are true and correct, in all material respects, and that this statement is made under penalties of perjury, and I hereby consent to act as Maryland Resident Agent for the Corporation.

**RESIDENT AGENT AND ORGANIZER:**

\_\_\_\_\_  
David M. Jenkins

**[NOTARY ON FOLLOWING PAGE]**



STATE OF MARYLAND  
COUNTY OF \_\_\_\_\_

I HEREBY CERTIFY that on this \_\_\_\_\_ day of \_\_\_\_\_, 2010, before me, the subscriber, a Notary Public of the State of Maryland in and for the state and county aforesaid, personally appeared David M. Jenkins, known to be or satisfactorily proven to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and notarial seal.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

**AFTER FILING RETURN TO:**

Stephen H. Scott, Esq.  
Chapman, Bowling & Scott, P.A.  
Post Office Box 610  
La Plata, Maryland 20646



BYLAWS

OF

LA PLATA TOWN CENTRE CORPORATION

(EIN: \_\_\_\_\_)

Adopted: \_\_\_\_\_, 2010

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OF  
LA PLATA TOWN CENTRE CORPORATION

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## LA PLATA TOWN CENTRE CORPORATION

### BYLAWS

#### ARTICLE I – NAME AND PRINCIPAL OFFICE

**Section 1. Name and Principal Office of Corporation.** The name of this corporation shall be La Plata Town Centre Corporation (hereinafter referred to as the “Corporation”). The principal office shall be determined from time to time by the Board of Directors of the Corporation. The initial principal office of the Corporation is 305 Queen Anne Street, Post Office Box 2268, La Plata, Maryland 20646.

#### ARTICLE II – PURPOSES

**Section 1. Purposes.** The purposes for which the Corporation is organized are as set forth in its Articles of Incorporation, including to stimulate, promote, energize and participate in the La Plata, Maryland Town Centre project, through design (improving the appearance and planning for the long term health of the Town Centre); economic restructuring (supporting the Town Centre economy); organization (encouraging cooperation and building business and civic leadership in the community); and promotion (creating a positive image for the Town Centre by promoting the Town Centre as an exciting place to live, work, do business, visit, shop and/or invest); to receive, administer and distribute funds in connection with any activities or functions related to the purposes of the Corporation; to promote, organize, operate and/or coordinate one or more joint ventures, partnerships or other ventures, which may include public and/or private participation, in pursuit of the La Plata Town Centre project; to acquire and/or develop and manage and operate real property, if deemed appropriate by the Corporation in connection with the Town Centre project; and to act in concert with the La Plata Town government and its agencies and employees, in the pursuit of the La Plata Town Centre project and the purposes and goals of the Corporation. The Corporation shall also have the general and specific purposes set forth in the Articles of Incorporation of the Corporation.

- a. The Corporation is also formed for the purposes of conducting any and all activities incident and necessary to the aforementioned purposes, which shall not jeopardize the Corporation’s income tax exemption pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as now in force or hereafter amended.
- b. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its exempt purposes.

- c. Notwithstanding any other provision in the Articles of Incorporation of the Corporation, or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Service Code (or the corresponding Section of any future Federal tax code).
- d. The Corporation shall not be authorized to issue capital stock. Upon the dissolution of the Corporation, assets shall be distributed only in such fashion as is consistent with Section 501(c)(6) organizations as defined in the Internal Revenue Service Code (or the corresponding section of any future federal tax code).
- e. The "Town Centre" area of La Plata shall be the geographic area as is defined from time to time by the Board of Directors of the Corporation, as approved by the La Plata Town government.

### ARTICLE III – GEOGRAPHIC FOCUS AREA

The primary geographic focus area for the activities of the Corporation shall be a designated town Centre area in the Central Business District or downtown area of the incorporated township of La Plata, in Charles County, Maryland, as defined and identified by the Corporation through its Board of Directors from time to time. The Town Centre focus area of the Corporation shall be as approved by the La Plata Town government. In addition, nothing in the Articles of Incorporation or the Bylaws of the Corporation, and nothing in the Corporation's purposes, shall be deemed to abrogate, amend or in any way adversely affect the legislative, administrative and/or governmental authority of the La Plata Town government. Further, the geographical focus of the Corporation, and the purposes and activities of the Corporation, shall, at all times, be consistent with the Comprehensive Land Use Plan of the Town of La Plata dated effective October, 2009, and the La Plata Downtown Plan dated March, 2001, as the same may be amended, from time to time.

### ARTICLE IV – BOARD OF DIRECTORS

**Section 1. General Powers.** The affairs of the Corporation shall be managed by its Board of Directors in accordance with the provisions of applicable law, the Articles of Incorporation, and these Bylaws. The Corporation shall have no authority to act in such a way as to violate the Corporation's income tax exemption under Section 501(c)(6) (or any successor section) of the Internal Revenue Code.

**Section 2. Composition of the Board.** The Board of Directors shall be composed of not less than seven (7) and not more than eleven (11) members, as determined by the Board. Additional non-voting Honorary Board members may be elected from time to time as determined by the Board. The Board shall be composed of individuals who own real estate, directly or

indirectly, reside, own or operate a business, have a business interest, have a civic interest, have a governmental interest, or otherwise have a substantive financial or civic interest, in the Central Business District of La Plata. If there arises a question as to eligibility for Board membership, the matter shall be conclusively determined by a majority vote of the disinterested members of the Board. In addition to the foregoing, the Board shall, at all times, contain: (i) one member who shall be the mayor or a member of the Town Council of the Town of La Plata; (ii) one member who is an employee or official of the Charles County government; (iii) one member who shall be either a member of the Board of Directors of the Charles County Chamber of Commerce or a member of the Board of Directors, employee or official of the Charles County Economic Development Department or equivalent Charles County office or agency; (iv) one member who is a member of the Bar of the State of Maryland and whose office is located within the corporate limits of the Town of La Plata; (v) one member who is on the Board of Directors, or is a member, of the La Plata Business Owners Association; (vi) one member who is a property owner within the Town Centre geographic focus area of the Corporation; and (vii) one member who holds a certification from the American Institute of Certified Planners.

**Section 3. Terms.** The organizational director shall be David M. Jenkins, as set forth in the Articles of Incorporation of the Corporation. As soon as the organizational director deems appropriate, the Corporation shall have an initial annual meeting of its members and/or organizers. For purposes of the initial organization of the Corporation, the organizers of the Corporation shall be the La Plata Town government, and the members of the Vision Team appointed by the La Plata Town government. At the first annual meeting, the La Plata Town government shall appoint four (4) members of the Board of Directors, and the La Plata Vision Team shall appoint three (3) members of the Board of Directors. From the initial Board of Directors appointed at the organizational meeting of the Corporation, two (2) members of the Board shall serve for a term of one (1) year each, two (2) members of the Board shall serve for a term of two (2) years each, and three (3) members of the Board shall serve for a term of three (3) years each. Thereafter, the Directors elected shall each be elected to serve three (3) year terms. There is no limit on the number of consecutive terms that Directors may serve. In the event of the death, resignation, retirement, removal or disqualification of a director during the elected term of office, the director's successor shall be elected by a majority of the remaining Board to serve until the expiration of the term of the predecessor. While Directors shall hold over until their successors are elected, the elected successor's three (3) year term shall run from the date that the successor should have been elected in the absence of holding over. At the initial organizational meeting, the Town government of the Town of La Plata shall appoint one (1) member to serve for one (1) year, one (1) member to serve for two (2) years, and two (2) members to serve for three (3) years. The balance of the Directors shall be appointed/elected by the Vision Team.

**Section 4. Election of Directors.** After the initial annual meeting of the Corporation, Directors shall be elected at any annual or special meeting of the members by a vote of a majority of the members present at the meeting. The election of the Directors shall be a part of the business of each annual meeting of the members. Nominations may be made by the La Plata

Town government, any Board member, or by any member of the Corporation, and may be presented to the Board prior to or during any meeting at which the Directors are elected.

**Section 5. Removal.** The Directors, by majority vote, may remove directors from office at any time, with or without cause. If a director is removed, a new director may be elected to fill the vacancy at the same meeting by a majority of the remaining Board members.

**Section 6. Resignation.** A director may resign at any time by communicating such resignation to the Board of Directors, its presiding officer, or to the Corporation. The resignation is effective when communicated, unless the notice specifies a later effective date or subsequent event upon which it will be effective.

**Section 7. Vacancies.** A vacancy occurring in the Board of Directors may be filled by a majority of the remaining Directors at any regular meeting or special meeting of the Board. Nominations may be made by any Board member, or by a member of the Corporation, and may be presented to the Board prior to or during any meeting at which the vacancy will be filled.

**Section 8. Interest Policy.** Any director, officer, or key employee of the Corporation who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval or ratification, shall make a prompt and full disclosure of his or her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the Corporation's interest. The Board shall take such steps as are necessary to ensure the undertaking of any such transaction would not disqualify the Corporation from its tax exempt status. The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate in (other than to present factual information or to respond to questions), the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining whether a quorum is present, but may be counted on when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

## **ARTICLE V – MEETINGS OF DIRECTORS**

**Section 1. Annual Meeting.** The annual meeting of the Board of Directors shall be held in the month of August of each year, for the purpose of electing officers of the Corporation and the transaction of such other business as may be properly brought before the meeting. If the annual meeting is not held as designated by these Bylaws, a substitute annual meeting may be scheduled by the Board of Directors, and such meeting shall be designated and treated for all purposes as the annual meeting.

**Section 2. Regular Meetings.** Meetings of the Board of Directors shall be held at least quarterly at such time and place as may be determined by the Board, but may be changed for reasons approved by the President. A regular meeting may be suspended if a quorum is not anticipated.

**Section 3. Special Meetings.** Special meetings of the Board of Directors may be called at the request of the President, or any directors who constitute one-third (1/3) or more of the total number of Directors, or by the La Plata Town government.

**Section 4. Notice of Meetings.** Notice of the place, day and hour of every regular and special meeting shall be given to each director, either: (i) by notice in writing mailed to him, postage prepaid, not later than ten (10) days before the day set for the meeting and addressed to him at his last known post office address according to the records of the Corporation; or (ii) by fax, or email at least five (5) days before the time and place set for the meeting.

**Section 5. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at all meetings to the Board of Directors, but, if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting. The act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, or by the Articles of Incorporation, or by these Bylaws. For quorum purposes, any Director may participate in a meeting, and shall be considered present, by telephone, by internet, or by other electronic means whereby the Director can hear and be heard by the persons physically present and is able to participate.

**Section 6. Voting.** At all meetings of the directors, every director entitled to vote at the meeting shall have one (1) vote. Such vote may be either in person or by proxy, appointed by an instrument in writing subscribed by such director or his or her duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had, and all questions shall be decided, by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation or by these Bylaws.

If the Chairman of the meeting shall so determine, a vote by secret ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of all of the directors entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and be taken in charge, and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the President.

Section 7. Action Without Meeting. The Board may vote on issues outside the context of a meeting by means of telephone, email, or other communication facilitated by any officer or employee of the Corporation.

Action taken by a majority of all of the directors or members of a committee without a meeting is, nevertheless, Board or committee action if written consent to the action in question is signed by original or facsimile by all of the directors or members of the committee, as the case may be, and filed with the Minutes of the proceeding of the Board or committee, whether done before or after the action is taken.

Section 8. Electronic Communication. Any meeting or vote utilizing electronic communication (email, conference telephone, video conferencing, etc.) shall be deemed valid, so long as original or facsimile signatures are thereafter placed among the Minutes of the Board.

Section 9. Director Orientation. All new members of the Board of Directors shall participate in an orientation program familiarizing themselves with the goals and objectives of the Corporation and with their responsibilities.

Section 10. Procedure. All meetings of the Board of Directors and all committees of the Corporation shall be conducted in accordance with Roberts Rules of Order, current edition.

## ARTICLE VI - COMMITTEES

Section 1. Standing Committees. This Corporation shall have at least four (4) standing committees, which shall be titled: (1) Design, (2) Economic Restructuring, (3) Promotion, and (4) Organization. The Design, Economic Restructuring, Promotion and Organization committees shall consist of not less than three (3) members, and shall include a member of the Board of Directors of the Corporation. Each committee shall have a chairperson appointed by the Board, who shall be responsible for directing and coordinating the affairs of the committee. The purposes of each standing committee are as follows: (a) Design means getting the Town Centre into top physical shape. Capitalizing on its best assets - such as historic buildings and pedestrian-oriented streets - is just part of the story. An inviting atmosphere, created through attractive window displays, parking areas, building improvements, street furniture, signs, sidewalks, street lights, and landscaping, conveys a positive visual message about the commercial district and what it has to offer. Design activities also include instilling good maintenance practices in the commercial district, enhancing the physical appearance of the commercial district by rehabilitating historic buildings, encouraging appropriate new construction, developing sensitive design management systems, and long-term planning; (b) Economic Restructuring strengthens a community's existing economic assets while expanding and diversifying its economic base. The Town Centre program helps sharpen the competitiveness of existing business owners and recruits compatible new businesses and new economic uses to build a commercial district that responds to today's consumers' needs. Converting unused or underused commercial space into economically productive property also helps boost the profitability of the district; (c) Promotion

sells a positive image of the commercial district and encourages consumers and investors to live, work, shop, play and invest in the Town Centre. By marketing a district's unique characteristics to residents, investors, business owners and visitors, an effective promotional strategy forges a positive image through advertising, retail promotional activity, special events, and marketing campaigns carried out by local volunteers. These activities improve consumer and investor confidence in the district and encourage commercial activity and investment in the area; and (d) Organization involves getting everyone working toward the same goal and assembling the appropriate human and financial resources to implement a Town Centre revitalization program. A governing board and standing committees make up the fundamental organizational structure of the volunteer-driven program. Volunteers are coordinated and supported by a paid program director as well. This structure not only divides the workload and clearly delineates responsibilities, but also builds consensus and cooperation among the various stakeholders. The Board of Directors may further define the purposes of each standing committee.

**Section 2. Executive Committee.** The Executive Committee shall be composed of the four (4) officers, all standing committee chairs, and the immediate past president, and shall have and exercise the authority and policies established by the Board of Directors in the management of the Corporation.

**Section 3. Ad Hoc Committees.** The Board of Directors, by resolution adopted by a majority of directors in office, may designate or appoint one (1) or more ad hoc committees in addition to the above-named standing committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors at a meeting at which a quorum is present. The designation and appointment of any such committees, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any individual director, or any responsibility imposed upon them by law or by these Bylaws.

## **ARTICLE VII – OFFICERS**

**Section 1. Titles.** The Officers of the Corporation shall be President, Vice-President, Treasurer and Secretary, and those Officers shall act and perform duties inherent to the elected position. The Board of Directors may choose to also elect a Chairman of the Board of Directors.

**Section 2. Election and Term.** The Officers of the Corporation shall be elected by the Board of Directors at the annual meeting of the Board. Each officer shall serve for a term of one (1) year. Up to three (3) consecutive terms may be served in the President and Vice-President position. Other officer positions may be consecutively served for an indefinite period of time.

**Section 3. President.** The President shall serve as the chief elected officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and control the day-to-day management of the Corporation in accordance with these Bylaws. The President shall preside at meetings of the Board of Directors, unless there is a Chairman of the Board, in which case the Chairman of the Board shall preside over meetings of the Board of Directors. The

President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. In general, the President shall perform all duties incident to the office of the President and such other duties as may be assigned by the Board of Directors from time to time. The President shall provide to the Board of Directors on a periodic basis, which shall be at least annually, a statement as to the status of the day-to-day operation of the business and affairs of the Corporation, including, but not limited to, assets and liabilities of the Corporation.

**Section 4. Vice President.** The Vice President shall exercise the powers of the President during the President's absence or inability to act. Any action taken by a Vice President in the performance of the duties of the President shall be presumptive evidence of the absence or inability to act of the President at the time the action was taken. The Vice President shall have such other powers and perform such other duties as may be assigned by the Board of Directors.

**Section 5. Treasurer.** The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Directors. Checks are to be signed by the Treasurer, unless otherwise provided, in accordance with these Bylaws. The Treasurer shall provide monthly reports to the Board of Directors as to the financial condition of the Corporation, including, but not limited to, an income statement indicating the income, expenses and cash flow of the Corporation, and a balance sheet indicating the assets and liabilities of the Corporation.

**Section 6. Secretary.** The Secretary shall sign such instruments as may require the signature of the Secretary, and in general, shall perform all duties incident to the office of Secretary, and such other duties as may be assigned from time to time by the President or the Board of Directors.

**Section 7. Executive Director.** The Board of Directors may employ an Executive Director, who shall administer the daily operations of the Corporation. If an Executive Director is employed, the Executive Director shall be responsible for coordinating the implementation of the Corporation's policies and projects and such other duties as the Board of Directors may require. The Executive Director shall receive for his or her services, such compensation as may be determined by the directors. Personnel policies governing hiring, selection, removal and other personnel issues shall be governed by the Corporation's personnel policies. These personnel policies shall be adopted by a majority of the Board of Directors. If an Executive Director is not employed, the duties and functions of an Executive Director shall be apportioned among, and accomplished by, the officers of the Corporation.

## **ARTICLE VIII – MEMBERSHIP**

**Section 1. Members.** Any business, governmental agency, entity, association, firm,

company, group, organization or individual interested in supporting and/or participating in the purposes of the Corporation may become a member by filing an application in such form as the Board of Directors shall prescribe, and subject to the payment of dues as the Board of Directors may establish.

**Section 2. Dues.** The Board of Directors shall establish annual dues as it deems appropriate. Such establishment of dues shall include method of payment, payment date(s), collection procedures, and application procedures.

**Section 3. Resignation.** Any member may resign from membership in the Corporation upon giving written notice thereof to the Secretary. Such resignation shall specify the effective date thereof. Members who resign from membership shall not be entitled to any refund of dues previously paid.

**Section 4. Meetings.** The members of the Corporation shall meet as often as the Board of Directors shall deem necessary and/or appropriate. There shall be at least one (1) annual meeting of the members of the Corporation in August of each year. At the annual meeting of the Corporation, the Board of Directors shall report to the members on the business and affairs of the Corporation, and, if the term of any Board member has expired, the members shall elect a replacement Board member. At the annual meeting of the members, the presence, in person or by proxy, of at least twenty-five percent (25%) of the total number of members of the Corporation, shall constitute a quorum for the conduct of business. As to any election of directors or any other matter brought before the members for a vote, the members shall act by the majority vote of the members present in person or by proxy at a meeting of the members at which a quorum is present, with each member to have one vote in the business and affairs brought before the membership. The Board of Directors, by majority vote, shall have the right to bring any matter, issue, question or concern to the members for their vote and/or ratification. Any member who has not paid dues at the time of the meeting, shall not be considered a member in good standing, and shall not be permitted to vote on any matter brought before the members. Notices of meetings of members and the conduct of meetings of members shall be governed by the provisions applicable to the Board of Directors set forth above in these Bylaws.

## **ARTICLE IX – INDEMNIFICATION**

**Section 1. Definitions.** As used in this Article IX, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the “Indemnification Section”), shall have the same meanings as provided in the Indemnification Section.

**Section 2. Indemnification of Directors and Officers.** The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by, and in accordance with, the Indemnification Section.

**Section 3. Indemnification of Employees and Agents.** With respect to an employee or agent, other than a director or officer of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding, to the extent permitted by, and in accordance with, the Indemnification Section.

## **ARTICLE X – GENERAL PROVISIONS**

**Section 1. Seal.** The Seal of the Corporation shall bear the name of the Corporation and the letters "Maryland" and the year 2010.

**Section 2. Waiver of Notice.** A director, or other person entitled to receive a notice required to be given under the provisions of these Bylaws, the Articles of Incorporation or by applicable law, may waive such notice by signing a written waiver, whether before or after the date and time stated in the notice. The waiver shall be filed with the Minutes or corporate records of the Corporation. A director's attendance at or participation in a meeting, waives any required notice to that director of the meeting, unless the director at the beginning of the meeting (or promptly upon arrival), objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

**Section 3. Bank Accounts.** Such Officers or agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to deposit any funds of the Corporation in such banks or trust companies as shall, from time to time be designated by the Board of Directors, and such Officers or agents as from time to time shall be authorized by the Board of Directors, may withdraw any or all of the funds of the Corporation so deposited; any such bank or trust company may act upon checks, drafts or other instruments or orders for the payment of money drawn against the account or in the name or behalf of this Corporation, and made or signed by such Officers or agents; and each bank or trust company with which funds of the Corporation are so deposited, is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn, made, or signed by Officers or agents in the manner so designated by the Board of Directors, until written notice of the revocation of the authority of such Officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall, from time to time, be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature of the Officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the persons by whom checks, drafts and other instruments or orders for payment of money shall be signed, as hereinabove provided in this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice President, and countersigned by the Secretary or Treasurer of the Corporation.

**Section 4. Loans.** Such Officers or agents of the Corporation, as from time to time shall be designated by the Board of Directors, shall have authority to effect loans, advances or other forms of credit at any time or times for the Corporation from such banks, trust companies,

institutions, corporation, firms or persons as the Board of Directors, shall from time to time designate; and for such loans, advances or other forms of credit, to make, execute and deliver, one or more notes, acceptances or written obligations of the Corporation on such terms, and with such provisions, as such Officers or agents shall deem proper. There shall, from time to time, be certified to each bank, trust company, institution, corporation, firm or person so designated, the signatures of the Officers or agents so authorized; and each such bank, trust company, institution, corporation, firm or person is authorized to rely upon such certificates, until written notice of the revocation by the Board of Directors of the authority of such Officers or agents shall be delivered to such bank, trust company, institution, corporation, firm or person.

**Section 5. Bond.** The Board of Directors may, by resolution, require any or all Officers, agents or employees of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned upon the faithful performance of the duties of their offices or positions, and to comply with such other conditions as may from time to time be required by the Board.

**Section 6. Fiscal Year.** The fiscal year of the Corporation shall be a twelve (12) month period ending June 30 of each year.

**Section 7. Amendments.** These Bylaws may be amended or repealed and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors at any meeting of the Board; provided that no such action shall be taken if it would in any way adversely affect the Corporation's qualifications under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law. Notice of the meeting shall have been given which states that the purpose, or one of the purposes of the meeting, is to consider a proposed amendment to the Bylaws, and includes a copy or summary of the proposed amendment, or states the general nature of the amendment. Such notice may be waived as provided in these Bylaws or Maryland law.

**CERTIFICATION:**

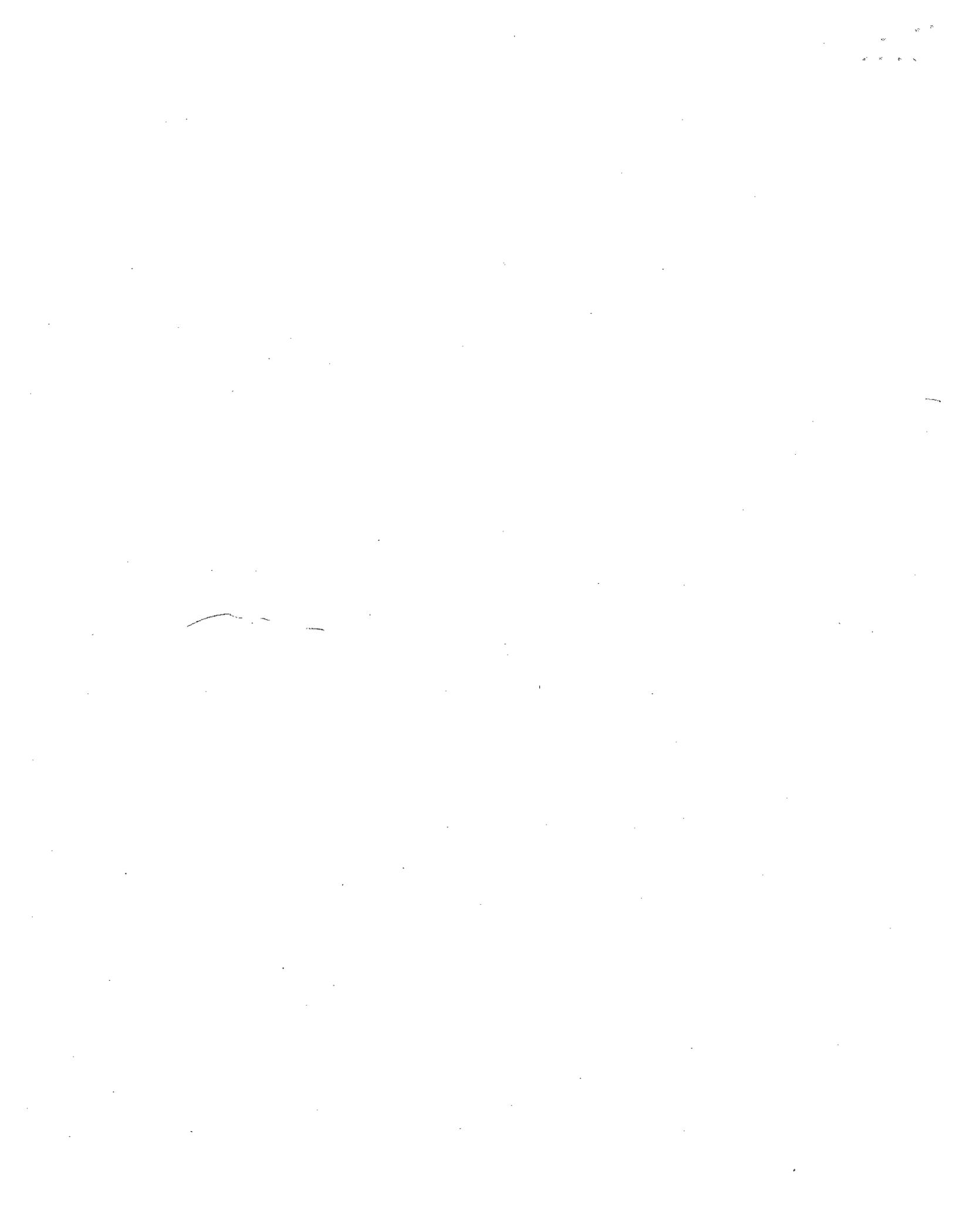
I HEREBY CERTIFY that the foregoing are the true, correct and complete Bylaws adopted by the Corporation at its organizational meeting held on \_\_\_\_\_, 2010, and, as of this date, the Bylaws have not been modified or amended.

**LA PLATA TOWN CENTRE CORPORATION**

By: \_\_\_\_\_

Name: \_\_\_\_\_, Secretary

Date: \_\_\_\_\_, 2010





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## INTEROFFICE MEMORANDUM

**TO:** County Commissioners

**THRU:** Rebecca B. Bridgett, Ed.D., County Administrator

**THRU:** Melvin C. (Chuck) Beall, Jr., P.E, Director of Planning & Growth Management *MSB*

**FROM:** Steven Ball, Planning Director, AICP, LEED AP *SB*

**DATE:** February 28, 2011

**SUBJECT:** Waldorf Urban Design Study Areas (WUDS), Funding Options

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**Background:** A briefing on this project was provided to the County Commission on February 1, 2011. At that time staff reviewed various funding options. This memo is transmitted to provide additional information on funding and management for your consideration for the redevelopment of the Waldorf Urban Design Study area.

In June of 2010 the County completed an analysis with the assistance of Martin/Alexiou/Bryson consulting firm on various transportation improvement costs associated with the Waldorf Urban Design Study Area (WUDS). As a part of that analysis, various examples of redevelopment projects were cited in the report along with their associated funding mechanisms with each of those projects (See Exhibit "A").

Redevelopment projects can be funded in a variety of ways. However, some common threads are noted. This includes: a) the use of targeted funding mechanisms such as tax increment financing; b) an active partnership between local government and a developer; c) some capital investment by a public entity; d) a management entity to focus on and implement the project.

In order to continue our efforts to implement the Waldorf Urban Design Study Area, a dedicated funding source should be considered. Tax Increment Financing (TIF) districts enable the incremental value of property revenues to be targeted to a particular development district. It works by establishing the taxable values of all the properties within a district boundary at a point in time. After that, as investments for redevelopment occur, the property values rise. The incremental increase in taxable values generated over time is the revenue used and targeted for funding additional projects for redevelopment within the district boundary. Considering the current economic market conditions and that property assessments are generally low, this is an ideal time to set the district boundary in order to capture the incremental values. As the economy changes in the future property values will increase and those revenues will be available for redevelopment projects. Including the adjacent properties within a

tax increment financing district would also provide a potentially large tax revenue stream to be targeted for projects within the WUDS area.

In addition, establishing a redevelopment agency would provide the opportunity to focus on activities within the project boundary, work with developers in the future on various partnership proposals and make the best use of targeted funds for particular projects. Therefore, staff recommends the following:

**Staff Recommendation:**

1. Direct PGM staff to work with Legal and Fiscal, Administrative Services staff to present to the Commissioners a formal resolution for adoption of a Tax Increment Finance (TIF) development district as illustrated on the attached draft map.
2. Consider formation of a formal Redevelopment Agency to be charged with implementation of the WUDS, project management and financial management of revenues and grant sources. Direct staff to investigate options and report back on various options for types of boards, membership, organizational structure and rules of procedure.

The following project list was derived from the report listed above and provided as a summary of sample redevelopment projects. A more detailed description of each of these projects is included in Exhibit "A" of this memo.

***Silver Spring Town Center***

- Public & private partnership investments were included in the project
- A major anchor tenant was secured
- A Business Improvement District was formed as a management entity
- A property tax surcharge was instituted
- Public parking structures and revenues were managed for the project
- An enterprise zone tax with associated tax breaks was formed
- An expedited review process was initiated
- Public revenues were invested with conditions on return of investment over 10 years

***Annapolis Town Center (Parole)***

- Designed as a town center –growth management, sub area plan
- The site was purchased by a single developer
- No direct public financial contributions were included in the project
- Various public infrastructure investments were included to help meet level of service
- A special taxing district and parking authority was approved, but is not active

***Owings Mills Town Center***

- A Maryland Economic Development Corp. (MEDC) was formed to build parking garages
- A Tax Increment Financing (TIF) district was used for financing and issuing bonds
- TIF also used to fund maintenance and operation of garages
- Baltimore County formed separate TIF to aid in financing

***Savage MARC Station***

- MTA owned the redevelopment project site
- RFP's were solicited for development
- TIF was used to finance public infrastructure

- Some difficulties were noted in using TIF funds for non-county owned projects
- House Bill 300 allows use of TIF's for various public entities MDOT

***Waldorf Urban Design Study Area (WUDS)- Consultant notes***

- Project site should preferably be owned by the local government
- Parcel assemblage might prove to be an issue.
- TOD-appropriate zoning is needed (This was completed in 2010)
- Flexible funding options are needed such as: TIF, Special Taxing Districts, bonds.
- Initial public investments are needed such as acquiring land and properties, making public improvements, paying predevelopment costs and paying for inclusionary housing.
- An active transit station is needed, in the meantime work to expand commuter bus service along the US 301 corridor.
- Effective management entity is needed to oversee all the issues and operational details that will ensue.
- Recommended: TIF – future revenue source for projects; General Obligation Bonds – catalyst project; and partnership with developers or other public agencies.

**Exhibits:**

Exhibit "A": Excerpts from the Waldorf Urban Transportation Improvement Plan

Exhibit "B": Tax Increment Financing (TIF) Enabling Legislation.

Exhibit "C": County Guidelines for Tax Increment Financing (TIF) Areas

Exhibit "D": Staff recommended Development District Boundary Map for the Waldorf Urban Design Study Area (WUDS), Tax Increment Financing (TIF) District.

c: Roger Fink, County Attorney  
 Deborah Hudson, Director of Fiscal & Administrative Services  
 David Eicholtz, Chief of Budget  
 Jason Groth, Chief of Resource, Infrastructure Management  
 Cathy Thompson, Community Services Program Manager  
 Amy Blessinger, Planner III



EXHIBIT "A"  
(SECTIONS 1 & 2 OF THE STUDY)

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# Waldorf Urban Transportation Improvement Plan

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June, 2010

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Martin/Alexiou/Bryson, P.C.

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**Acknowledgements**

This report was completed as part of the Metropolitan Washington Council of Governments (MWCOC) Transportation/Land-Use Connections (TLC) program.

Charles County

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## Executive Summary

Charles County has recently completed the Waldorf Urban Design Study (WUDS), identifying the downtown area of Waldorf as a key location for redevelopment with the ultimate goal of creating a mixed-use, transit-oriented development. Although the WUDS outlines a conceptual transportation network to support the urban design strategy, Charles County desired to have a clearer picture of how such a development might be realized and what infrastructure will be necessary to catalyze redevelopment and at what cost.

This study offers several case studies of large mixed-use and transit-oriented developments across Maryland. The studies focus in particular on key financing mechanisms and the degree of public participation. Key takeaways include:

1. The project site should preferably be owned by the local government (or a transit agency) – in the case of Waldorf, none of the land is owned by the local government and parcel assemblage might prove to be an issue.
2. TOD-appropriate zoning has to be adopted by the local government – Charles County has already approved appropriate zoning allowing for mixed-use development conforming to TOD standards.
3. Flexible funding options should be considered to ensure the project's success – private developers have been willing to finance and build TODs in Maryland, but are most eager to do so when flexible funding tools such as TIF, special taxing districts, land value, and bonds are offered to them.
4. The role of transit should not be underestimated – one crucial component that is missing from Waldorf when compared to the cited case studies is an active transit station. However, the WUDS calls for either a light rail or bus rapid transit stops in the proposed TOD project area in downtown Waldorf.
5. Effective management of the district is important for the long-term success – as redevelopment occurs, it will be important that there is an entity to oversee all the issues and operational details that will ensue.

Overall, the WUDS identifies some 8.75 miles of improved and new roadways that will need to be built at an estimated cost of \$75 million dollars. This includes \$32 million for improvements to Waldorf Urban Major Collector roadway projects, nearly \$20 million for Waldorf Urban Minor Collector roadway projects, \$14 million for Waldorf Urban Local Roads projects, and over \$8 million for Waldorf Alley/Service Street/Private projects.

This study identifies three key projects to help catalyze development:

- Leonardtown Road
- Old Washington Road

- Acton Lane

Together these improvements represent nearly \$16 million in roadway improvement costs alone (not including costs to acquire right-of-way or improve utilities within the corridor). While state assistance may be available for improvements along Leonardtown Road and portions of Old Washington Road, it is likely that the county will have to bear nearly all these costs if these projects are used as catalysts and constructed in advance of substantial private sector redevelopment of the area. While redevelopment will certainly occur within the area, without public investment, it is unlikely that development of the quality or density envisioned by the WUDS will occur in the short term.

Financing these improvements, particularly in the short term and in the current economic climate, will likely require a mix of solutions. Creating a tax increment financing (TIF) district prior to substantial redevelopment will maximize the potential future revenue available for district improvements. While the funds will likely be insufficient in the short term for all of the identified improvements, it would represent a sizable potential revenue stream to cover high-dollar future investments such as structured parking or transit stations. A TIF would likely be supplemented by a special assessment district and/or general obligation bonds to meet the public component of the investment. It is anticipated that many of the improvements identified in the WUDS will be completed as public-private partnerships or wholly by private entities.

Going forward, it will be important for the county to secure financing for the publicly funded improvements as well as to ensure that a management entity and other support structures are in place to oversee and promote development within the district. With careful planning and targeted improvements, it should be possible to transform the Downtown Waldorf Vision Plan into reality.

## 1. Introduction

### Study Background, Purpose and Need

Charles County in recently completed the Waldorf Urban Design Study (WUDS). The WUDS was the outcome of the 2004 Subarea Plan and the 2006 Comprehensive Plan that identified Waldorf as a prime candidate for urban redevelopment. The major goals of the WUDS are to create an attractive urban center in Waldorf centered on two major activity centers: Waldorf Central Zone and Acton Urban Center Zone (as shown in Figure 1.1). This part of Waldorf, as envisioned by the WUDS, would feature a mixed-use, higher-density, walkable downtown with a unique sense of place; high-capacity, light rail transit; attractive, functional streets; public parks and open spaces; and pedestrian/bicycle facilities.

Although the WUDS outlines a conceptual transportation network to support the urban design strategy, it is important that Charles County have a better understanding of the necessary components that will make the successful transit, roadway, and pedestrian networks prior to the expenditure of public funds in support of the WUDS. In addition, in order to make the plan successful, an implementation strategy for the construction of facilities including prioritizing the improvements proposed in the WUDS is necessary.

### Description of WUDS

The WUDS embraces Maryland's Smart Growth principles by providing an alternative vision for Waldorf that would counter suburban sprawl in Charles County. By transforming the study area into an effective mixed-use downtown center, through the incorporation of transit-oriented development (TOD) principles, the WUDS will enable downtown Waldorf to be walkable and human-scaled.

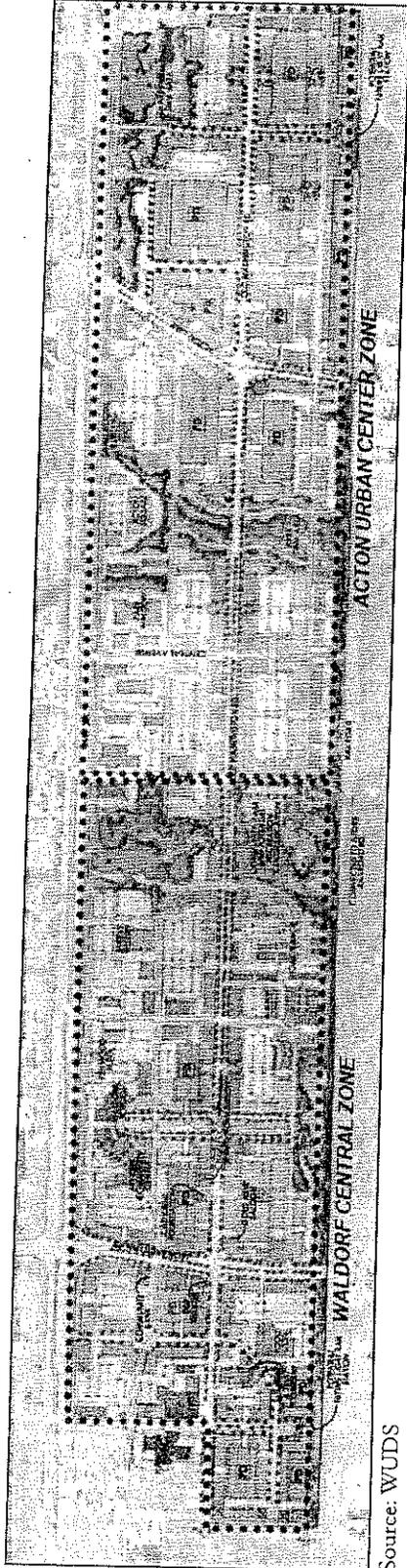
The WUDS proposes creating two main activity centers based on two different zoning districts in the redeveloped area: the Acton Urban Center Zone and Waldorf Central Zone (see Figure 1.1). The former is planned as a high density development node transitioning to the latter, which would be a medium-density commercial and civic district. The WUDS outlines the design elements that these two nodes will require to be successful, including:

- Land use pattern and mix: mixed-use development – envisioned as retail or commercial uses on the ground floor, with office, residential or civic uses on the upper levels
- Public realm: streetscape improvements along all street corridors, a new town square/plaza envisioned as a multi-purpose outdoor space; a series of greenways; and few small private pocket parks
- Roadway network and street hierarchy: analyzed in more detail in Section 4, the existing street network will have to be upgraded and new linkages will be needed. The roadway network hierarchy will consist of:
  - Arterial highways: US 301/MD 5 Business

- Waldorf Urban Major Collectors: Type A (Acton Lane), and Type B (Old Washington Road)
- Waldorf Urban Minor Collectors: Holly Lane, Central Avenue, Holly Tree Avenue extended, new east-west roadways providing access to future light rail transit stations
- Waldorf Urban Local Roads: Terrace Drive and new east-west and north-south grid connections
- Service Streets and Alleys
- Future roadway capacity LOS upgrades:
  - Acton Lane upgrade to Waldorf Urban Major Collector
  - Old Washington Road upgrade to Waldorf Urban Major Collector
  - Holly Lane extension
  - Holly Tree Avenue extension
- Transit: as envisioned in the WUDS, downtown Waldorf would have to be served by both local as well as regional transit services. The Maryland Transit Administration (MTA) conducted a study examining routing alternatives that would link Waldorf with the Branch Avenue Washington Metropolitan Area rapid transit Metro station. The MTA envisioned either Bus Rapid Transit or Light Rail Transit serving the corridor, and the WUDS prefers the latter, with two proposed light rail stations around downtown Waldorf, as shown in Figure 1.2. The WUDS also recommended strengthening future transit options in Waldorf by constructing a multi-modal Transportation Center in downtown Waldorf, connecting express bus service to Washington D.C. with the proposed Transportation Center, and offering a new shuttle service in the revitalized downtown.
- Parking: initially new development would be served by surface parking but as development density increases, structured parking will become feasible. Shared parking will be encouraged in downtown Waldorf.
- Pedestrians and Bicyclists: the following improvements are envisioned: sidewalks along all roadways; a bicycle depot at the proposed Transportation Center; bicycle racks at all major public parking locations; a floating lane bicycle lane on Acton Lane and Old Washington Road; share-the-road facilities on Holly Lane, Holly Tree Avenue, Central Avenue, Terrace Drive, and all Waldorf Urban Local Roads; shared path along the greenway adjacent to the railroad tracks.

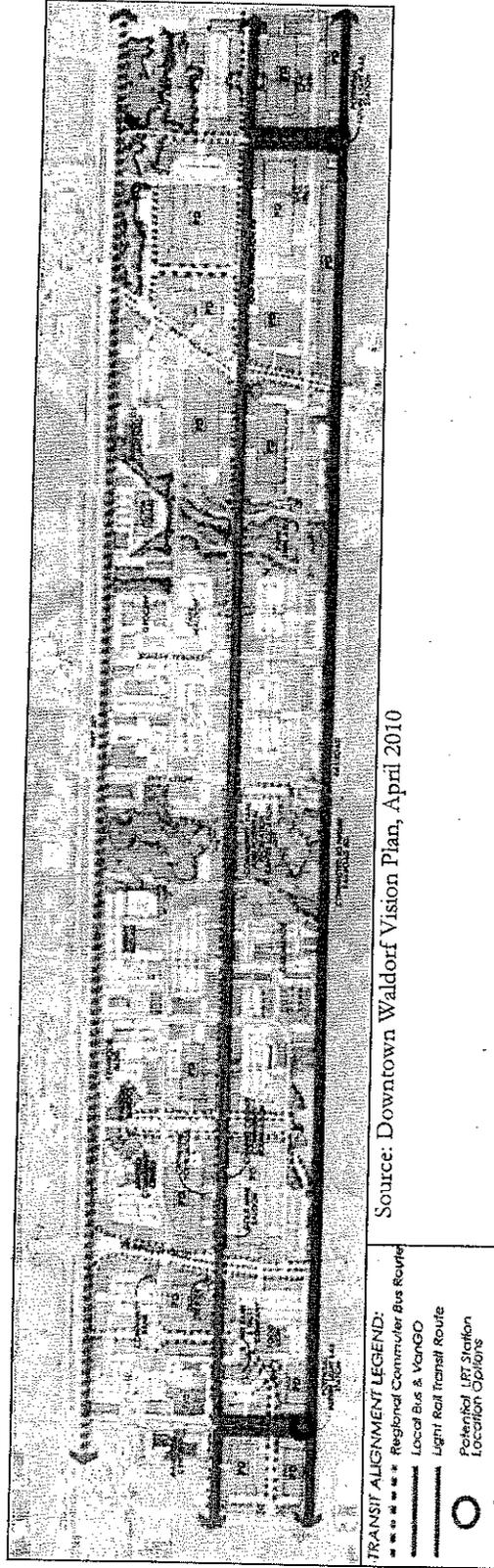
Finally, the WUDS offered some implementation ideas, with an understanding that the plan cannot become reality without both public sector investment and private sector incentives. The WUDS noted that the proposed roadway network should serve as a guide for future improvements to downtown Waldorf.

Figure 1.1 Proposed Waldorf Central Zone and Acton Urban Center Zone



Source: WUDS

Figure 1.2 Proposed Transit Alignment in downtown Waldorf



### **Purpose of this Report**

The WUDS has laid out an ambitious plan for the revitalization of downtown Waldorf. While the TOD design guidelines will ensure that the new activity centers ultimately achieve the vision of the WUDS, it is unclear how much of the initial transportation infrastructure will require public investment to entice both developers and the public to the centers. The purpose of this report is to estimate costs of the proposed transportation improvements, prioritize those projects, and develop an implementation plan.

The key tasks this report is focused on include:

- Verification of the transportation recommendations in the current plans;
- Identification of lynchpin or catalyst improvements necessary for the realization of the Vision Plan;
- Estimation of project costs;
- Prioritization of improvements to roadway, pedestrian, bicycle and transit networks;
- Identification of likely funding sources, public and private, and recommendations for how resources of multiple entities could be combined to complete projects; and
- Completion of an implementation plan.

## 2. What Makes a Successful Transit-Oriented Redevelopment District?

The WUDS envisions the redevelopment of downtown Waldorf into a transit-oriented development node in the region. Transit-Oriented Development (TOD) is a type of development that places emphasis on transit and transit-friendly urban environment. It is also known by other names, such as transit village, transit-supportive development, and transit-friendly design. Peter Calthorpe, one of the first scholars to introduce the modern concept of TOD, defined TOD in his book *The Next American Metropolis: Ecology, Community, and the American Dream* as “moderate and high-density housing, along with complementary public uses, jobs, retail and services, concentrated in mixed-use developments at strategic points along the regional transit systems.” According to the Maryland Department of Transportation, “Transit Oriented Development is an approach that promotes growth around a place with relatively higher density with a mixture of residential, employment, shopping and civic uses that are located within an easy walk of a bus or rail transit center. The development design gives preference to the pedestrians and bicyclists, and may be accessed by automobiles.”

The same agency also cites specific features that make a given TOD project successful:

- Pedestrian-friendliness: a connected grid of streets that are easy to navigate; wide sidewalks, well-marked crosswalks, good lighting and narrow streets to slow car traffic; attractive landscaping and public spaces, interesting architecture;
- Transit station serves a focus point of the development: cluster of the development’s tallest buildings right around the transit station, with the density of development tapering off farther out;
- Limited number of parking spaces through appropriate parking management techniques;
- High-quality transit service that includes, wherever possible, access to buses and rail.

Given that the existing development lacks most of these qualities, it is important to have a clear vision and supportive policies to ensure that redevelopment in the district is supportive of the long term vision. The following section provides examples of several successful TODs that might resemble the proposed revitalized downtown Waldorf. A key point of focus is the public involvement in the redevelopment and how it was financed.

### Redevelopment Case Studies

#### Silver Spring Town Center TOD, Maryland

##### *History*

Silver Spring has successfully used TOD to revitalize its downtown. It began in 1998, when Montgomery County planners and private developers targeted just four square blocks for downtown

redevelopment. They coordinated public and private funding for projects around the existing Metro and MARC stations. The resulting 22-acre Downtown Silver Spring town center promised to bring new shops, theaters, a civic building, parking garages, a public square, and townhouses to downtown Silver Spring, with connections to the transit station and the existing pedestrian streets and sidewalks. The initial project has been very successful and it stimulated a surge



of new development in downtown Silver Spring: between 2000 and 2010, public (\$423 million) and private investment (\$1.37 billion) was estimated to reach \$1.8 billion. Downtown Silver Spring has become a magnet for economic activity, linking new businesses and jobs with a growing residential market. Old and new residents have enjoyed walking access to a cluster of shops, offices, parks and, perhaps most importantly, the Metro train station.

### *Financing*

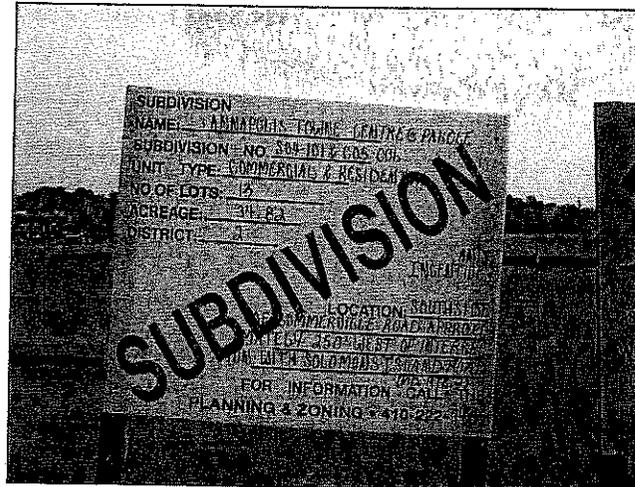
The initial project, the \$367 million town center, was funded with public and private capital. Montgomery County dedicated \$187 million to infrastructure improvements, including roads, streetscapes, utilities, and a parking garage; and Foulger-Pratt, the private developer, invested about \$180 million to build the retail structures. The project's corporate anchors, the American Film Institute and Discovery Communications, were crucial to bringing in other businesses to downtown Silver Spring. Discovery, for one, brought 1,500 employees to downtown, encouraged employees to patronize downtown establishments, and designated 65 percent of their property as public green-space.

The City of Silver Spring created a Silver Spring Urban District in the vicinity of the Metro train station. The entity acts as a business improvement district (BID), providing additional services within the boundary and is supported primarily through a property tax surcharge. The district also oversees public parking operations and receives income from these operations. In addition, the county created an Enterprise Zone offering property tax credits on any new expansions, renovations, ongoing improvements, management, or capital improvements to downtown streetscape and downtown businesses. Income tax credits are also given to businesses with newly hired employees. To further promote development, the county created a "green tape" team in concert with a unified resource center to provide a "one stop shop" for assistance with permitting, business licenses and other aspects of development in the district. The initial town center was designed to return the public investment portion on the town center project within 10 years. After 10 years the city will deed the property to the developer.

## Annapolis Town Centre (Parole Growth Management Area), Maryland

### History

The Annapolis Town Centre Parole is located in Anne Arundel County in the unincorporated Parole area adjacent to Annapolis. The mixed-use development is situated at the intersection of I-97 and US 50 adjacent to a regional employment center, including a regional mall, hospital and high concentrations of county and state employees. The Annapolis Town Centre is the former site of the Parole Plaza Shopping Center built in the early 1960s and closed in the 1990s. Although Wal-Mart intended to build one of its stores on site, the intention never materialized and the area had remained vacant for more than a decade.



Anne Arundel County legislation in the 1990s designated the Parole Growth Management Area to focus commercial, employment and high-density residential development. In April 2002 the Irwin L. Greenberg Commercial Corporation, a Baltimore based developer, purchased Parole Plaza for about \$26 million with plans to transform the former Parole Shopping Center into a \$300 to \$400 million mix of retail stores, residential units, and eventually offices. In 2005, the 33-acre mixed-use redevelopment project in the Parole area of Annapolis was approved with 650,000 feet of retail space, 90,000 square feet of office space, 900 residential units, and a full-service hotel. Today, this development has grown to include nearly 2 million square feet of retail, office, hotel, and residential floor space and represents a private investment of over \$500 million.



### Financing

The Annapolis Town Centre Parole received no direct public investment from Anne Arundel County – the developer was responsible for all needed improvements, including constructing additional roadway connections to the project area. Separately, though, the county undertook several infrastructure improvements projects in the area which addressed many of the existing

system constraints. By initiating and funding these improvements, the number and cost of facilities which might otherwise have been subject to adequate public facilities requirements was minimized

for the developer. Concurrent with the initial subarea plans was a proposal for special taxing district or parking authority in the TOD area, but it is currently not active.

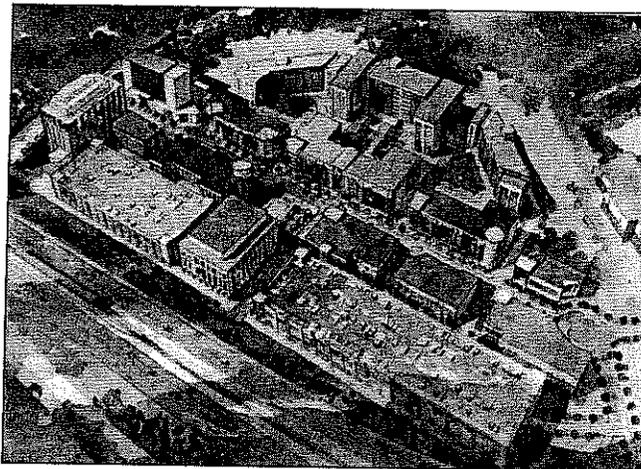
### **Owings Mills Town Center TOD, Maryland**

#### ***History***

Owings Mills Town Center is a 46 acre TOD located on the former MTA parking lot site in Baltimore County. The TOD is adjacent to Owings Mills Metro Station and I-795. The Request for Proposals (RFP) was issued by MDOT/MTA in 2000, and a long-term lease agreement for a TOD development was signed in 2005. David S. Brown was chosen as lead developer of this mixed-use TOD featuring 230,000 square feet retail, 1 million square feet office space, 75,000 square feet of restaurants, 500 residential units, a 250 room hotel and 100,000 square feet reserved for a community college and library. In terms of parking, the project will include 11,000 spaces in five garages. The first garage was delivered in 2007. Target delivery date for the first commercial tenants was 2009 and it was met. The construction of the remaining garages, community college, and library had also begun at the end of 2009. The total value of the investment in the project is estimated at \$1 billion.

#### ***Financing***

Owings Mills Town Center TOD benefited from two recent financing mechanisms. In the summer of 2009, legislation was passed to allow the Maryland Economic Development Corporation (MEDCO) to finance and own the two additional garages. The TOD at Owings Mills requires a tax-increment financing (TIF) arrangement to complete construction of a commuter garage. Maryland DOT advised that Baltimore County could not issue bonds for this project due to its limited debt capacity. Pursuant to the new legislation, Baltimore County was able to use a bond issued by MEDCO through a TIF arrangement. The county could also use revenues from the special taxing district for maintenance and operation of the garage. Around the same time, Baltimore County enacted the TIF ordinance further strengthening the project's financing options.



### **Savage MARC Station TOD, Maryland**

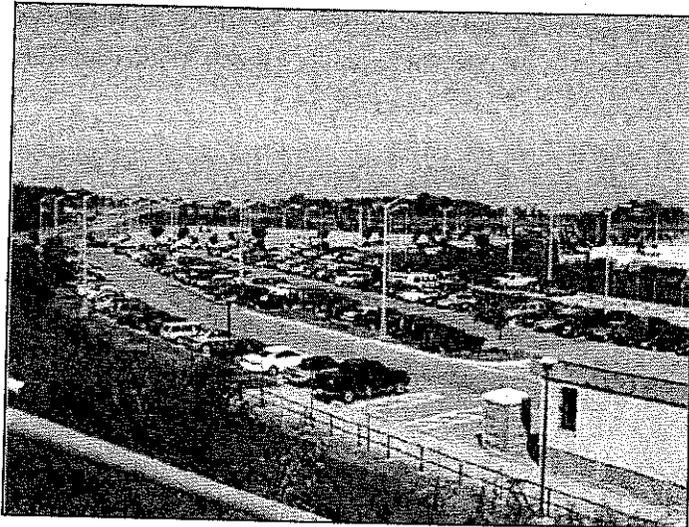
#### ***History***

Savage MARC Station is a 12 acre TOD located in Howard County, Maryland. Akin to the Owings Mills Town Center described above, Savage TOD is located on a former MTA parking lot site. The project is adjacent to the Savage MARC train station (hence its name). The Request for Proposals (RFP) was issued by MDOT/MTA in 2006. The project was approved in February of 2008, and has

attracted \$200 million in private investment initially. The Petrie-Ross Ventures development team has plans for 85,000 square feet of new retail space, 260 multi-family residential units, and 235,000 square feet of office space. Parking-wise, the project includes a 5-level parking structure with 700 spaces for MARC commuters. The work on the commuter garage began at the end of 2009. When completed, this particular TOD is estimated to generate about \$8 million in state and local tax annually.

### ***Financing***

Savage MARC Station TOD, just like Owings Mills Town Center TOD, has utilized TIF to finance the project's public infrastructure component – a parking structure. In February 2008, a TIF agreement was reached between Howard County and the developer and in spring of 2009 Howard County passed a countywide TIF ordinance. Howard County will fund the costs of the garage through the issuance of \$17 million in TIF bonds. Notably, originally Howard County could not guarantee a TIF bond with special taxing district revenues for this garage since it is not a county-owned asset. The Maryland House Bill 300: *Tax Increment Financing and Special Taxing Districts - Transit-Oriented Development* however, will enable Howard County to use special taxing district revenues for projects owned by MDOT or any other applicable public entity.



### **Application to Waldorf**

All the developments described above were selected as case studies because they are located in Maryland and are generally similar in size and intent to Charles County's TOD in downtown Waldorf. There are some lessons to be learned from Waldorf's neighbors in Maryland:

1. Project site should preferably be owned by the local government (or a transit agency, considering the importance of transit in TOD application). In the case of Waldorf, none of the land is owned by the local government and parcel assemblage might prove to be an issue.
2. TOD-appropriate zoning has to be adopted by the local government – Charles County has already approved appropriate zoning allowing for mixed-use development conforming to TOD standards.
3. Flexible funding options should be considered to ensure project's success – private developers have been willing to finance and build TODs in Maryland, but are most eager to do so when

flexible funding tools such as TIF, Special Taxing Districts, land value, and bonds are offered to them. The case studies TOD have used those financing options to ensure their visions become reality. Although the initial public investment can be considerable, when the cost of acquiring the land and properties, making public improvements, paying predevelopment costs and paying for inclusionary housing is accounted for, flexible financing tools such as TIF in Savage in Owings Mills or Special Taxing District in Silver Spring have placed a lot of the burden of financing those TOD projects on private developers, rather than the public sector and local, county, and state government. In the end, what these Maryland case studies show is that downtown Waldorf TOD has a great chance of succeeding, particularly if flexible financing options are offered to developers.

4. The role of transit should not be underestimated – one crucial component that is missing from Waldorf when compared to the cited case studies is an active transit station – however, the plan calls for either a light rail or bus rapid transit stops in the proposed TOD project area in downtown Waldorf. The county is actively working with the MTA to pursue such service, in the meantime working to expand commuter bus service along the US 301 corridor.

5. Effective management of the district is important for the long-term success – as redevelopment occurs, it will be important that there is an entity to oversee all the issues and operational details that will ensue. This ranges from refining design standards to overseeing capital improvements. As there will not be a single private redeveloper that could oversee many of these details, it will be important that the county establish such an entity. At first, it may simply be a working committee of staff and outside representatives. In most cases, this will become the entity overseeing the business improvement district. Silver Spring offers insight into how a fully-developed support structure might exist.

EXHIBIT "B"

Provided by:

Council of Development Finance Agencies  
Online Resource Database

[www.cdfa.net](http://www.cdfa.net)

Date: April 1, 2006



## Maryland Tax Increment Financing Act

ARTICLE 41. GOVERNOR -- EXECUTIVE AND ADMINISTRATIVE  
DEPARTMENTS  
TITLE 14. LOCAL ECONOMIC AND COMMUNITY DEVELOPMENT  
PROGRAMS.  
SUBTITLE 2. TAX INCREMENT FINANCING ACT.

### § 14-201. Title

This subtitle, consisting of § 14-201 through § 14-214, may be known as the Tax Increment Financing Act.

### § 14-202. Definitions

(a) In general. -- In this subtitle the following words have the meanings indicated, unless the context clearly indicates another or different meaning or intent.

(b) Act. -- "Act" means the Tax Increment Financing Act.

(c) Adjusted assessable base. -- "Adjusted assessable base" means, for real property that qualifies for a farm or agricultural use under § 8-209 of the Tax-Property Article, the fair market value of the property without regard to its agricultural use assessment as of January 1 of that year preceding the effective date of the resolution creating the development district under § 14-206 of this subtitle.

(d) Assessable base. -- "Assessable base" means the total assessable base of all real property in a development district subject to taxation as determined by the Supervisor of Assessments.

(e) Assessment ratio. --

(1) "Assessment ratio" means any real property tax assessment ratio, however designated or calculated, which is used or applied under applicable general law in determining the assessable base.

(2) "Assessment ratio" includes the assessment percentage as provided under § 8-103 (c) of the Tax-Property Article.

(f) Bonds or bond. --

(1) "Bonds" or "bond" means any revenue bonds or bond, notes or note, or other similar instruments or instrument issued by any municipality or county pursuant to and in accordance with this subtitle.

(2) "Bonds" or "bond" includes any revenue bond, notes or note, or other similar instruments or instrument issued by the revenue authority of Prince George's County.

(g) Chief executive officer. -- "Chief executive officer" means the president, chairman, mayor, or other chief executive officer of a municipality or county.

(h) County. -- "County" means one of the 23 counties of Maryland.

(i) Development. -- "Development" includes new development, redevelopment, revitalization, and renovation.

(j) Development district. -- "Development district" means a contiguous area designated by a resolution.

(k) Original assessable base. -- "Original assessable base" means the assessable base as of January 1 of that year preceding the effective date of the resolution creating the development district under § 14-206 of this subtitle.

(l) Original full cash value. -- "Original full cash value" means the dollar amount which is determined by dividing the original assessable base by the assessment ratio used to determine the original assessable base.

(m) Original taxable value. -- "Original taxable value" means for any tax year the dollar amount that is the lesser of:

(1) The product of the original full cash value times the assessment ratio applicable to that tax year;

(2) The original assessable base; or

(3) If an adjusted assessable base applies, then the "original taxable value" is the adjusted assessable base.

(n) Tax increment. -- "Tax increment" means for any tax year the amount by which the assessable base as of January 1 preceding that tax year exceeds the original taxable value divided by the assessment ratio used to determine the original taxable value.

(o) Tax year. -- "Tax year" means the period from July 1 of a calendar year through June 30 of the next calendar year.

**§ 14-203. Bonds to finance development of industrial, commercial or residential area authorized; Baltimore City excepted**

In addition to whatever other powers it may have and notwithstanding any limitation of law, any municipality or county may borrow money by issuing and selling bonds, at any time and from time to time, for the purpose of financing the development of an industrial, commercial, or residential area. This subtitle is self-executing and it shall not be necessary for any such municipality or county to effect any amendment of its charter in order to exercise the powers granted hereunder. This subtitle does not apply in Baltimore City.

**§ 14-204. Payment of bonds**

Bonds shall be payable from the special fund described in § 14-206 (3) (ii) of this subtitle and the governing body of the issuer may also pledge its full faith and credit or establish sinking funds, establish debt service reserve funds, or pledge other assets and revenues towards the payments of the principal and interest.

**§ 14-205. Application of bond proceeds**

(a) In general. -- Except as provided in subsection (b) of this section, all proceeds received from any bonds issued and sold pursuant to this subtitle shall be applied solely for:

(1) The cost of purchasing, leasing, condemning, or otherwise acquiring land or other property, or an interest in them, in the designated development district area or as necessary for a right-of-way or other easement to or from the development district area;

(2) Site removal;

(3) Surveys and studies;

(4) Relocation of businesses or residents;

(5) Installation of utilities, construction of parks and playgrounds, and other necessary improvements including streets and roads to, from, or within the development district, parking, lighting, and other facilities;

(6) Construction or rehabilitation of buildings provided that such buildings are to be devoted to a governmental use or purpose;

(7) Reserves or capitalized interest;

(8) Necessary costs of issuing bonds; and

(9) Payment of the principal and interest on loans, money advanced, or indebtedness incurred by a county or municipality, for any of the purposes set out in this section.

(b) Prince George's County. -- In addition to the authority granted in subsection (a) of this section, all proceeds received from any bonds issued and sold by Prince George's County or the revenue authority of Prince George's County pursuant to this subtitle may be applied for:

(1) Convention centers, conference centers, and visitors' centers;

(2) Maintenance of infrastructure improvements, convention centers, conference centers, and visitors' centers; and

(3) Marketing the development district facilities and other improvements.

#### **§ 14-206. Conditions precedent to issuance of bonds**

Before issuing these bonds, the governing body of the issuer shall:

(1) Designate by resolution a contiguous area within its jurisdiction as a "development district". If the governing body of a county designates an area which is wholly or partly within the corporate limits of a municipality, a resolution of the governing body of the municipality, approving the district, is also required to establish the district.

(2) Receive from the supervisor of assessments a certification as to the amount of the original assessable base, or if applicable, the adjusted assessable base.

(3) Pledge that until the bonds have been fully paid or thereafter, the property taxes on real property within the development district shall be divided as follows:

(i) That portion of the taxes which would be produced by the rate at which taxes levied each year by or for a municipality or county upon the original taxable value shall be allocated to and when collected paid into the funds of the respective taxing bodies in the same manner as taxes by or for the taxing bodies on all other property are paid.

(ii) That portion of the taxes representing the levy on the tax increment that would normally be paid to the issuing body shall be paid into a special fund to be applied in accordance with the provisions of § 14-208. This yield shall not be considered as county or municipal taxes for the purposes of any constant yield tax limitation or State or local restriction, except for tax revenues received from residential properties in Prince George's County. No State real property taxes may be paid into the special fund.

### **§ 14-207. Resolution creating special fund**

The governing body of any county or municipality may adopt a resolution creating a special fund described in § 14-206 (3) (ii) of this subtitle with respect to a development district, even though no bonds authorized by this subtitle have been issued by such county or municipality with respect to that development district or are then outstanding. The taxes allocated to such special fund by § 14-206 (3) (ii) of this subtitle shall thereafter be paid over to such special fund, as long as such resolution remains in effect. Any taxes that could have been allocated to the special fund authorized by § 14-206 (3) (ii) of this subtitle and that have actually been set aside for that purpose, after July 1, 1980, by a county or municipality in its budget may be placed in the special fund created after that date under this section or under § 14-206 (3) (ii) of this subtitle.

### **§ 14-208. Uses of special fund; issuance of general obligation bond**

(a) Uses of special fund when no bonds outstanding. -- When no bonds authorized by this subtitle are outstanding with respect to a development district and the governing body of the county or municipality so determines, moneys in the special fund for that development district created pursuant to § 14-206(3) (ii) of this subtitle may be:

- (1) Used for any of the purposes described in § 14-205 of this subtitle;
- (2) Accumulated for payment of debt service on bonds subsequently issued under this subtitle;
- (3) Used to pay or to reimburse the county or municipality for debt service which the county or municipality is obligated to pay or has paid (whether such obligation is general or limited) on bonds issued by the State of Maryland, any agency, department, or political subdivision thereof, or the revenue authority of Prince George's County, the proceeds of which have been used for any of the purposes specified in § 14-205 of this subtitle; or
- (4) Paid to the county or municipality to provide funds to be used for any legal purpose as may be determined by the county or municipality.

(b) Restrictions on use of special funds. -- When any bonds authorized by this subtitle are outstanding with respect to a development district and the governing body of the county or municipality so determines, moneys in the special fund for that development district created pursuant to § 14-206 (3) (ii) of this subtitle may be used as provided in subsection (a) of this section in any fiscal year by the county or municipality, but only to the extent that:

- (1) The amount in such special fund exceeds the unpaid debt service payable on such bonds in such fiscal year and is not restricted so as to prohibit the use of such moneys; and
- (2) Such use is not prohibited by the ordinance authorizing the issuance of such bonds.

(c) Compliance with charter requirements. -- The issuance of general obligation bonds pursuant to this section shall comply with appropriate county or municipal charter requirements.

**§ 14-209. Agreements to pay revenue from taxes on tax increment into special fund**

(a) In general. -- A county or municipality which is not the issuing body may pledge, by written agreement, that its property taxes levied on the tax increment shall also be paid into the special fund. Such agreements shall be between the governing bodies of a county and a municipality. They shall run to the benefit of and be enforceable on behalf of any bondholder.

(b) Prince George's County. -- Prince George's County may pledge that hotel rental tax revenues shall also be paid into the special fund.

**§ 14-210. Ordinance authorizing bonds**

(a) Required; mandatory provisions. -- In order to implement the authority conferred upon it by this subtitle to issue bonds, the governing body of any county or municipality shall adopt an ordinance which:

(1) Specifies and describes the proposed undertaking and states that it has complied with § 14-206 of this subtitle;

(2) Specifies the maximum principal amount of bonds to be issued; and

(3) Specifies the maximum rate or rates of interest the bonds are to bear.

(b) Additional provisions. -- The ordinance described in § 14-207 of this subtitle may itself specify and prescribe, or may authorize its finance board, by resolution or ordinance, or its chief executive officer, by executive order, to specify and prescribe any of the following as it deems appropriate to effect the financing of the proposed undertaking:

(1) The actual principal amount of the bonds to be issued;

(2) The actual rate or rates of interest the bonds are to bear;

(3) The manner in which and the terms upon which the bonds are to be sold;

(4) The manner in which and the times and places that the interest on the bonds is to be paid;

(5) The time or times that the bonds may be executed, issued, and delivered;

(6) The form and tenor of the bonds and the denominations in which the bonds may be issued;

(7) The manner in which and the times and places that the principal of the bonds is to be paid, within the limitations set forth in this subtitle;

(8) Provisions pursuant to which any or all of the bonds may be called for redemption prior to their stated maturity dates; or

(9) Such other provisions not inconsistent with this subtitle as shall be determined by such legislative body to be necessary or desirable to effect the financing of the proposed undertaking.

(c) Referendum. -- Neither the ordinance authorizing the bonds referred to herein, nor any ordinance, resolution, or executive order passed or adopted in furtherance thereof, nor the bonds themselves, shall be subject to any referendum by reason of any other State or local law, except that an ordinance authorizing the pledge of the full faith and credit of a county or municipality to the payment of principal and interest on bonds issued pursuant to this subtitle shall be subject to any applicable provisions for referendum.

#### **§ 14-211. Exemption of bonds from taxation**

The principal amount of the bonds, the interest payable thereon, their transfer, and any income derived therefrom, including any profit made in the sale or transfer thereof, shall be exempt from taxation by the State of Maryland and by the several counties and municipalities of this State but shall be included, to the extent required under Title 8, Subtitle 2 of the Tax-General Article, in computing the net earnings of financial institutions.

#### **§ 14-212. Nature and incidents of bonds**

(a) Form of bond; deemed "securities". -- All bonds may be in bearer form or in coupon form or may be registrable as to principal alone or as to both principal and interest. Each of the bonds shall be deemed to be a "security" within the meaning of § 8-102 of the Commercial Law Article, whether or not it is either one or a class or series or by its terms is divisible into a class or series of instruments.

(b) Signing and sealing. -- All bonds shall be signed manually or in facsimile by the chief executive officer of the municipality or county, and the seal of the municipality or county shall be affixed thereto and attested by the clerk or other similar administrative officer of the county or municipality. If any officer whose signature or countersignature appears on the coupons ceases to be such officer before delivery of the bonds, his signature or countersignature shall nevertheless be valid and sufficient for all purposes the same as if he had remained in office until delivery.

(c) Maturity. -- All bonds shall mature not later than 40 years from their date of issuance.

(d) Sale. -- All bonds shall be sold in such manner, either at public or private sale, and upon such terms as the governing body of the municipality or county or the board of directors of an authority deems best. Any contract for the acquisition of property may provide that payment shall be made in bonds. Bonds shall not be subject to the provisions of §§ 9, 10, and 11 of Article 31 of the Annotated Code of Maryland, as amended from time to time.

**§ 14-213. Acquisition of property by eminent domain**

This subtitle may not be construed to authorize any municipality or county to acquire any property by eminent domain.

**§ 14-214. Taxation of leased property in development district**

Whenever the county or municipality, as lessor, leases its property within the development district, the property shall be assessed and taxed in the same manner as privately owned property, and the lease or contract shall provide that the lessee shall pay taxes or payments in lieu of taxes upon the assessed value of the entire property and not merely the assessed value of the leasehold interest.

## **POLICY GUIDELINES FOR TAX INCREMENT FINANCING (TIF) AREAS**

Funding infrastructure is a significant challenge to the smart and managed growth of Charles County. The purpose of designating Tax Increment Financing (TIF) Areas is to provide another tool for the Board of County Commissioners to finance public infrastructure in commercial, industrial and residential projects. It is intended that TIFs would be used as part of an overall funding package for projects that benefit citizens and add significant income and property tax revenues to Charles County.

These Guidelines have been prepared for the purpose of evaluating the feasibility of TIF as a mechanism to fund public infrastructure improvements in connection with private developer projects. The authority to make legislative findings and determinations necessary for a particular project is vested solely in the Board of County Commissioners of Charles County (BOCC). A TIF is not a right under Maryland or Charles County law and meeting any guidelines set forth herein shall not create a right or entitlement for applicant(s).

### **General Guidelines**

Because tax increment financing districts are essentially a dedicated funding technique utilizing general fund revenues for funding capital projects, the financial tests utilized are tied to the existing County debt affordability guidelines. However, because the purpose of creating a district is to generate economic development which will enhance County revenues beyond the debt service requirements, and because County property tax revenues beyond the increment generated within the district are not pledged to support the debt, the County's debt affordability guidelines will take into consideration the distinction between general County debt and tax increment debt.

These guidelines relate to specific developer proposed projects. Any proposed development project that intends to utilize tax increment financing must be in concert with the County's Comprehensive Plan and, in the case of commercial or industrial projects, provide significant new permanent employment opportunities with family-supporting wages for the County's citizens. The proposed improvements to be financed shall be public infrastructure improvements that should not solely benefit the specific development project or constitute a basic requirement of the specific development project in order to satisfy a local, state, or federal regulation. Eligible improvements should be an enhancement with public benefits beyond the particular development. The administrative costs of any proposed developer project shall be borne by the developer. An upfront deposit to cover County expenses for evaluation of any application will be required, together with a written commitment from the developer to pay the County's expenses related to the proposed TIF, including outside consultant and attorneys fees.

### **Development Project Proposal**

Any development project that intends to utilize a TIF to finance public improvements must be able to demonstrate that the incremental real property tax revenues generated by the development project will be sufficient to pay the principal and interest of any debt issue according to the proposed debt service schedule of the debt offering. The proposed development project should also demonstrate an ability to generate additional County property tax revenues in excess of any debt service requirements of the TIF by at least 50% such that no more than 50%

of incremental taxes are required to pay debt service. The developer must also demonstrate that the project is economically feasible, has one or more specific public benefits, and has a high likelihood of being successful.

### **Application for Tax Increment Financing**

Application for Tax Increment Financing should be made to the Director of the Economic Development Department (EDD). An application form is available from the EDD. The project will be evaluated by the Fiscal Services Director, EDD Director, the Director of Public Facilities, the Planning and Growth Management Director and the County Administrator as well as other appropriate professionals. This review team will recommend approval, denial or revised terms of the TIF.

The Application form, which is attached to these guidelines, will require: a detailed description of the entire project including zoning, ownership and current and planned land use; detailed project schedule; regulatory approvals needed; a detailed description of the public improvements proposed to be funded by the TIF; demonstrated economic feasibility of the project including projected net new jobs and wages; and a reasonable estimate that incremental property tax revenues will be sufficient to cover principal and interest on any debt issue and generate excess property tax revenues over the debt service by at least 50%.

An initial application fee of \$2,500 is submitted with the application and an additional \$7,500 fee will be required if the project is approved for TIF financing. In addition, the developer will be required to provide a written commitment to pay the County's expenses related to the proposed TIF, including outside consultant and attorneys fees.

### **Due Diligence**

A due diligence investigation performed by the County or its agents must confirm information regarding the developer's demonstrated ability to complete the project as well as the property owners, and the prospective occupants of the project. The investigation shall also include a review of the developer's and property owner's financial resources to sustain the project.

### **Credit Enhancement**

A development project that is selected to utilize tax increment financing to build necessary public improvements shall utilize a credit enhancement mechanism for the debt issued in order to protect the County's taxpayers and fiscal reputation. The credit enhancement provided can take the form of a third party guaranty satisfactory to the County, a special taxing district legally tied and coincident to the development project which is generating the need for the public improvements, a letter of credit, posting of satisfactory collateral, bond insurance, or other credit enhancement vehicle that is satisfactory to the County.

### **Issue Limitations**

Because tax increment financings are to be self-supporting and offer the further protection of a credit enhancement mechanism, the impact of tax increment financings on the County's overall debt affordability is mitigated. Accordingly, the County's debt affordability guidelines should take into account these mitigating factors of tax increment financings, when

they are included in the County's overall debt affordability determination. However, TIF's do not require the full faith and credit of County.

In total, the outstanding debt represented by tax increment financings should not be greater than 0.5% of the County's assessable base, nor represents more than 15% of the outstanding tax supported debt. The annual debt service on tax increment financing should represent no more than 0.75% of the total of general fund operating revenue and tax increment district revenue. Maturities of tax increment debt shall be limited to no more than 30 years and the average life of any individual issue shall be no longer than 60% of its longer maturity.

The County's established maximum total debt ratio guidelines for County's general obligations, tax increment obligations, and special taxing district obligations are as follows:

GF Debt Service/GF Revenue = 8%

The source of these debt ratios is the County's Debt Affordability model. The Debt Affordability model is subject to periodic reviews and can change over time. The debt ratios in this policy are therefore subject to the debt ratios as determined by the County's Debt Affordability model.

#### **Administration and Review**

These policy guidelines shall be reviewed annually during the preparation of the annual budget. A set-up fee and the annual administration fee may be revised and applied as appropriate.



# CHARLES COUNTY GOVERNMENT

## Request for Proposals (RFP)

### Waldorf Urban Design Study Implementation Infrastructure Needs Assessment and Phase I Development Analysis

#### SPECIAL PROVISIONS

#### 1. GENERAL

##### A. Project Description

The Charles County Department of Planning and Growth Management is seeking proposals from qualified consulting firms to assist Charles County in developing an implementation plan for the water, sewer, stormwater, and structured parking, infrastructure to serve the development/re-development of the downtown Waldorf area and to analyze and recommend the potential for a first phase of development within the overall redevelopment plan area. Therefore, this RFP is divided into two separate parts, first to analyze, estimate cost and prioritize the overall infrastructure needs within the entire redevelopment area, and secondly, to propose a phase I development plan that would serve as a catalyst for redevelopment and initiate redevelopment activity within the study area.

##### B. Background

The subject plan is needed to bring the Waldorf Urban Design Study (WUDS), Design Guidelines and recently adopted zoning to fruition. In order for the re-development of the 300+ acre area that is encompassed in the WUDS boundary to occur, the key infrastructure improvements must be determined, both in terms of general location and necessary capacity.

On April 13, 2010, the Charles County Commissioners approved new regulations for the Waldorf Urban Design Study including (each attached):

- a). A Vision Plan;
- b). Design Guidelines;
- c). Zoning Text Amendments;
- d). Rezoning of the Project Area – Including 2 New Zoning Districts;

As part of the County's Comprehensive Plan and overall growth management strategy, the Development District was created to focus growth in specific areas and various intensities, while preserving the rural character of the remainder of the County. Within the Development District, the Waldorf Sub-Area is the most intensely developed area in the County and clearly the major potential growth center for future large-scale planned developments. The focus of the Sub-Area Plan is to concentrate mixed-use development in Waldorf, supported by the necessary infrastructure, housing densities, recreational amenities, economic

development, and organizational layout, in a transit oriented design. In an effort to bring the 2004 Waldorf Sub-Area Plan to fruition, Charles County has developed the Waldorf Urban Design Study (WUDS), creating specific architectural and site design guidelines, road design standards, and high-density zoning regulations. The purpose of the WUDS is to develop Waldorf as a high-density, pedestrian friendly, transit oriented population center, focused around a multi-modal transportation network. The plan was adopted by the County Commissioners in 2009, and the associated implementation documents were adopted in April 2010 as noted above.

The Waldorf Plans were developed to guide the development pattern within Waldorf, and focus growth within the urban core, supported by infrastructure, under Smart Growth Principles. More detailed information on the Waldorf Sub-Area Plan, Waldorf Urban Design Study, and associated design guidelines can be found on the following Charles County websites:

*Waldorf Sub-Area Plan*

[www.charlescounty.org/pgm/planning/plans/commplanning/waldorbsub/default.htm](http://www.charlescounty.org/pgm/planning/plans/commplanning/waldorbsub/default.htm)

*Waldorf Urban Design Study Vision Plan, Design Guidelines, and Zoning*

[www.charlescounty.org/pgm/planning/plans/commplanning/waldorbsub/waldorfurban/default.htm](http://www.charlescounty.org/pgm/planning/plans/commplanning/waldorbsub/waldorfurban/default.htm)

In order to make the WUDS come to fruition, it was recognized that several infrastructure overhauls and enhancements would be needed. As a first step, the County worked with the Metropolitan Washington Council of Governments and a consultant to develop the Waldorf Urban Transportation Improvement Plan. This plan designates needed capacity and network improvements, designates priority of investments, and examines funding expenditure mechanisms to pay for them, including public-private partnerships. The Waldorf Urban Transportation Improvement Plan can be found on the Charles County website:

[http://www.charlescounty.org/pgm/planning/plans/commplanning/waldorbsub/waldorfurban/transp\\_imprv\\_plan.pdf](http://www.charlescounty.org/pgm/planning/plans/commplanning/waldorbsub/waldorfurban/transp_imprv_plan.pdf)

The next logical implementation plan must apply the same basic principles to the water, wastewater, and stormwater needs and demands of the WUDS, in order to bring the planned development/re-development to fruition.

C. Geographic Limits of the Project

The limits of the project are generally the Waldorf Urban Design Study Boundary, with the general understanding that some of the specified infrastructure improvements will be necessary outside of the WUDS Boundary (such as off-site improvements). See Figure 1 in the referenced WUDS Vision Plan document (*web link*) above.

## 2. SCOPE OF SERVICES

### A. **PART I: WUDS Infrastructure Needs Assessment – Scope of Work**

Item 1 – Infrastructure Assessment - Technical assistance is requested to aid Charles County in evaluating the adequacy of the existing infrastructure pertaining to water, wastewater, stormwater, and determine future infrastructure improvements needed based on the proposed densities in the WUDS, and associated zoning. In addition, the County is seeking assistance in determining location and necessary size of one or more structured parking facilities to serve the WUDS area. All of the above infrastructure analysis must also include a cost estimate for each improvement in the current year dollars for construction.

The improvements should be based on the demand created by the WUDS and the associated zoning. County Planners and Engineers will work with the consultant to develop demand/generation numbers for water and wastewater flows consistent with the planned WUDS densities. These improvements should include any off-site improvements such as water or sewer line upgrades, pump station upgrades, water pressure improvements, etc. Structured Parking demand should also be based on the WUDS densities and the location should be based on proximity to areas of greatest need or demand.

- a. Water - Specific to water infrastructure, the consultant must apply the above referenced demand quantities to determine distribution line sizes needed to serve the designated service area (see attached mapping). The analysis should include associated infrastructure needs such as any necessary increases in storage or other means of potential water pressure issues from increased demand or from multi-story buildings (see WUDS documents to determine potential building heights in various areas). The consultant should utilize the Charles County Water and Sewer Ordinance to determine design requirements.
- b. Sewer - Specific to wastewater infrastructure, the consultant must apply the above referenced demand quantities to determine the collection line sizes as needed to serve the designated service area. As with the water infrastructure needs analysis, the consultant must determine the size of the collection lines needed in each portion of the service area, as well as any associated infrastructure improvements. These improvements may consist of new or upgraded sewage pump stations, outfall replacements, gravity or force main replacements, etc.
- c. Stormwater - Specific to stormwater infrastructure, the consultant will need to determine the regional demand within the WUDS and any reasonable adjacent areas, and determine the most logical and cost-effective means of conveyance to a treatment and/or discharge facility. It is envisioned that regional

stormwater facilities will be necessary to accommodate the planned development within the WUDS area. The WUDS documents also designated conceptual areas of regional stormwater treatment with the integration of public open space and recreational amenities. In addition the consultants for the WUDS completed a technical memorandum to initially evaluate the needs and demand for stormwater collection and treatment within the designated boundary (attached). The stormwater design principles and concepts used in other successful urban re-development areas should be applied to this project if found relevant. In addition, the consultant must apply the Charles County Stormwater Management Ordinance to all design concepts, which incorporates the 2007 Maryland Stormwater Management Act updates known as Environmental Site Design or *ESD*. The Consultant must work with County staff to determine if the County's National Pollution Discharge Elimination System (NPDES) retro-fit funds can be applied to the project as well as help meet the County's 10% retro-fit goal for the current state permit.

- d. Parking Infrastructure - Specific to parking infrastructure, the consultant must apply the WUDS densities to determine the appropriate size and location of a public and/or private structured parking facility. The consultant should consider the variations in intensity of surrounding zoning in locating the facilities in order to serve the greatest number of citizens, patrons, and work force. To complete this evaluation, the consultant is expected to develop logical boundaries of a "service area" for each parking facility based on the habits of parking garage users (using industry standards), and the distance they would be comfortable walking from the garage to their point of destination. This analysis should also include an evaluation of sites to determine the most beneficial sites for businesses, residents, and proximity to the future rail transit line and stations (see link below to Maryland Transit Administration's Southern Maryland Transit Corridor Alignment Study).

<http://mta.maryland.gov/projects/smtcorridorstudy.cfm>

Please note that the proposed rail station locations in the MTA Study are approximate logical locations, but may be flexible if proper justification is warrants their relocation.

- e. Geothermal Heat Pump Exchange Systems - Charles County is currently under contract and working with a geothermal consulting firm to study the feasibility of utilizing community or neighborhood geothermal heat pump design and delivery systems on a county wide basis. This geothermal feasibility report will provide a review of the land use and development patterns established in the Waldorf Urban Design Study (WUDS) area (as well as other parts of the county) in relation to opportunities to utilize geothermal exchange systems for heating and cooling of structures within communities. Although the geothermal report may not be completed prior to the work for this WUDS infrastructure analysis project, the scope of work for

this infrastructure analysis must include considerations for the inclusion and placement of the potential geothermal infrastructure within County or State right-of-way. To accomplish this task, the Consultant should review the use of geothermal heat pump systems and infrastructure with the County's current geothermal consultant. This portion of the WUDS infrastructure analysis should identify opportunities, constraints and general cost estimates for utilizing such a system for the WUDS area should this technology be a feasible alternative for the redevelopment area.

- f. Fiber Optic Voice & Data Infrastructure – The consultant will also be required to coordinate with local fiber and cable providers to have them evaluate the existing infrastructure and provide a breakdown of the future improvements planned. This exercise is needed to coordinate the planning of those improvements with the other infrastructure types referenced in Items 'a' through 'e' listed above, and allowing the County to consider their future plans in the WUDS area. This may include space needs within the public right-of-way, both on utility pole placement areas and underground real estate.
  
- g. Layout Plan/Spacing Needs Analysis – In addition to the determination of demand and future sizing of the water, wastewater, and stormwater infrastructure within the designated WUDS zones, the consultant will also be required to determine the spacing needs/standards and layout plan for fiber optic lines, and the proposed geothermal heat pump exchange pipes or conduit for the WUDS area. The consultant will not be required to design the fiber optic networks or the proposed geothermal heat pump exchange line systems, but will be required to determine the spacing standards and layout plan to eliminate conflicts between these different types of infrastructure and determine their real-estate needs. The associated space needs and layout plans must be used to compare to the existing and proposed public right-of-ways (generally through public roads) and determine if additional right-of-way will be needed.

The location of all proposed infrastructure (except structured parking) should be located within existing public right-of-way or in designated areas as illustrated on the plan, wherever possible. However, the consultant should work with County staff to determine the most practical means of water, wastewater, and stormwater infrastructure layout as it pertains to operations and maintenance. In the case where the existing public right-of-way is not conducive to this goal, a collaborative evaluation of the alternatives should be discussed with the County staff to reach a decision.

All proposed improvements must include general cost estimates for engineering design, right-of-way acquisition, and for construction in current year dollars. In addition to the infrastructure improvements and associated costs, conceptual graphics which illustrate the backbone systems and components of each system should be included in the report. For each of the infrastructure systems, a

conceptual graphic which clarifies the pieces of the system as it relates to the whole should be included. Note: The scope of work is not to provide construction detail designs, but only to designate infrastructure needs, location and general costs. Actual design and construction drawings will be developed at a later time based on decisions for the location and costs of Phase I and future phases of development.

Item 2 – The consultant must also designate the key infrastructure projects in Item 1 (above) that will be necessary to initiate the development/re-development of the WUDS area and prioritize them. These key projects must be prioritized in order of greatest need and logical order (such as receiving infrastructure of a sewer pump station).

Item 3 – Following the determination of the water, wastewater, and stormwater improvements needed to accomplish the goals the WUDS, and their priority, the consultant will need to determine which improvements are most likely to be public improvements, and which improvements should be built by private developers. The consultant will also need to prepare an evaluation of funding mechanisms to pay for the recommended improvements. While in many cases the County funded improvements will be funded through the County Capital Improvement Program (CIP), there are several other means of private funding and investments, including ways to make public-private partnerships work to accomplish the goal of the WUDS. The consultant should review the Waldorf Urban Transportation Improvement Plan for reference, specific to this item (see link to this document referenced above in Section 1.B.). The benefits and shortcomings of each option should be evaluated with regard to this application.

Item 4 – Finally, following the above tasks designating the size, location, and funding these infrastructure facilities, the consultant should designate key pieces of land necessary to purchase or to assemble by the County or a developer in order to implement the infrastructure improvements designated in this plan. As the County begins to plan future capital projects to implement the plan, this report will be used to consider expenditure of public funds to assist in development of the plan as well as direct developers where investments are required.

The consultant should provide a list of pertinent experience in analyzing and costing infrastructure needs as well as the project team and project manager taking the lead on the project. A schedule should also be provided and a cost estimate for the various parts of the project and to complete the project.

## **B. PART II: WUDS Proposed Phase I Development Analysis - Scope of Work**

The Consultant will need to propose a Phase I implementation strategy for the construction of facilities considered to be a “catalyst” for the implementation of the plan. This particular task is considered to be next necessary step prior design

and construction under the public investment considerations. The consultant will work on the items which are described below.

Specific consultant work items include:

1. Develop an alternative analysis of three development options for a Phase I development project within the Waldorf Urban Design Study (WUDS) area to serve as an economically successful Phase I. Include generalized conceptual maps, graphics and location of proposed development and infrastructure. The maps do not need to show exact building footprints but should be generalized land use maps and associated density or intensity of uses proposed and identifiable infrastructure location. The alternative sizes of Phase I can vary, but it is generally anticipated that the first phase will be no larger than 10-20% of the entire redevelopment area or 30-60 acres, but could be smaller.

The Phase I development should be based on a review of the Waldorf Urban Design Study (WUDS) documents and consistent with the anticipated patterns of an urban, mixed use, pedestrian friendly development as envisioned by the study.

2. Include a cost benefit analysis of each of the options, development costs and anticipated tax revenues.
3. Phase I should also review property ownership maps and consider and discuss the difficulty or opportunity in assembling property in order to readily achieve the goals as illustrated in the options. The properties within the redevelopment area are privately owned at this time (Property maps will be made available by the County to the consultant).
4. Recommend funding mechanisms or cost sharing partnerships in order to achieve the project completion. Include specific items to be funded by the private sector and the public sector.
5. Using the findings of Part I above, the Waldorf Urban Transportation Improvement Plan, and the Waldorf Urban Design Study, the Consultant should create a list of key public infrastructure needed to fulfill the proposed Phase I, including such items as necessary: water, sewer, stormwater, road improvements, parks, and open space. Determine if structured parking analyzed in Part I of this Study is a necessary key component of Phase I, and if so, determine what parking infrastructure is needed for Phase I. Considerations should also be given as to how Phase I can be integrated into a future, and potentially more intensive, transit oriented development as envisioned by the overall WUDS and the Southern Maryland Transit Corridor Alignment Study.

6. Identify potential type of anchor developments and/or tenant mix necessary for the proposed phase I, including any potential for institutional uses. Discuss and analyze the importance of an anchor tenant to the project.
7. Demonstrate how the Phase I development design will integrate into the community (and especially the US 301 Highway Corridor), and invite travelers and the general public to visit the project and spur interest in the overall redevelopment area.
8. Include projected revenue estimates based on increased assessed values over time for each of the three Phase I options.
9. Document any other pertinent work items for a financially successful Phase I project including recommendations for project management.
10. Produce a final report that documents the three alternatives, include maps and graphics and recommendations for Phase I for the County Commissioners to consider.

### **3. MEETINGS & PRESENTATIONS**

The Consultant will begin the process with an internal meeting to discuss the scope of services with staff to clarify objectives and milestones. Monthly progress meetings, or as otherwise directed by the project schedule will be held with County staff to review the project and make necessary decisions. Some meetings may be conducted via conference call, but in-person meetings will be needed also. This will include a preparation meeting with staff prior to the presentation to the County Commissioners.

The Consultant will present the findings of the report to the County Commissioners at a briefing and respond to questions. The Consultant will be expected to prepare the power-point presentation for the County Commissioners and will be reviewed and edited by County staff. A second meeting with the County Commissioners may be needed if directed.

### **4. DELIVERABLES**

The consultant shall submit a Draft Document including overall infrastructure needs analysis with cost estimates for implementation and development alternatives analysis report for a proposed first phase of development, including key infrastructure phasing recommendations and cost estimates.

#### **A. First Draft Document**

The Consultant will prepare a draft report to include maps and graphics for the items above.

B. Second Draft Document

The second draft document shall incorporate edits based on all comments submitted by County staff or provide a response regarding why the edits should not be made as directed or recommended.

C. Final Options Analysis Report

The report should be prepared based on comments received by County Planning staff after the second draft review. Final revisions, if any, as directed by the County Commissioners will be made and included in the final report after the County Commissioners briefing and submitted to the County with all required copies, including all specified digital files and presentation materials, such as display boards.

5. DIGITAL FILES

Digital files should be submitted in Microsoft Word and Adobe PDF format for text and/or tables and figures, and Microsoft Excel for spreadsheets and database files. Any mapping products should be submitted in ESRI ArcGIS and Adobe PDF formats. The County will not convert files from other file formats. Submissions should be made in the aforesaid formats only. All files shall be submitted by email and provided on 2 CDs.

6. RESOURCES, SCHEDULE, COST PROPOSAL, COUNTY ASSISTANCE, AND INVOICING

A. Resources

The County will provide all necessary/available resources to the Consultant awarded this contract including relevant digital files and previous studies including the completed Waldorf Urban Design Study and associated support documents. The County will also make all County ArcGIS shapefiles available to the Consultant to include, but not limited to, recent aerial photography, topography with planimetric data, land use, zoning, streams, watersheds, DNR wetlands, roadway centerlines, property parcel data (current parcel data is scanned/rubber-sheeted maps, rather than geo-referenced polygons). If needed, the County also has a calibrated water model in KY Pipe 2000, Version 2.

B. Schedule

The consultant shall submit a realistic project schedule beginning from the "Notice to Proceed" to submission of the follow-up/survey materials to County staff no longer than two weeks after the initial kick-off meeting. The schedule must include progress meetings as well as the benchmarks/dates for each of the document submissions listed in the Request for Proposals and is subject to approval by County staff.

C. Cost Proposal

The Consultant should provide a detailed cost breakdown for their staff time and materials necessary for the completion of this project. The cost should be listed for additional work that was not identified under this Scope of Services description. This may include, but is not limited to, additional cost related to staff time and materials for any additional meetings.

Total proposal shall include a list of team members to be assigned to the project, their credentials and experience. Following the submission and review of the proposal, personal interviews may be scheduled. Please limit resume and information on other related projects completed to those persons who will be directly involved in the project and those projects that are similar to this study. The Consultant must identify the project coordinator or project manager who will be the County's primary contact for the project.

D. County Assistance to the Consultant

The overall responsibility of the contract will be with the Chief of Resource & Infrastructure Management. The Infrastructure Analysis and infrastructure phasing plan will be managed by the Chief of Resource & Infrastructure Management. The Phase I Development Analysis and Plan will be managed by the County Planning Director. The County staff will assist the consultant in the scheduling all necessary meetings.

E. Invoicing and Payment

The consultant shall submit invoices for payment along with a project status summary, list of work completed under that invoice, and percentage completion table to the Chief of Resource & Infrastructure Management. The invoice shall include a breakdown of all changes or alterations to planned services under the contract. The County may withhold ten percent (10%) of the total contact payment pending completion of services.

**\*\*\*End of SPECIAL PROVISIONS\*\*\***