1. CALL TO ORDER

2. APPROVAL OF MINUTES

3. PUBLIC HEARINGS

3.I. RZ-04-2020 - Ruther Glen Road 80, LLC C/O Thompson Development LLC; Carmel Church Station, LLC; And Caroline 40, LLC, Owner/Applicant

   **RZ-04-2020 - Ruther Glen Road 80, LLC c/o Thompson Development LLC; Carmel Church Station, LLC; and Caroline 40, LLC, Owner/Applicant:** Request a Rezoning from PMUD, Planned Mixed Use Development, (with a density of 8.2 dwellings per acre [8,659 units] and 3.16 million square feet of office, commercial, and industrial space) to M-1 Industrial (no specified density), on tax map number 82-17-A and 82-17-B (Land Bay G), consisting of 79 acres, more or less. The properties are located between I-95 and Route 652 (Ruther Glen Road), north of the CSX Railroad right of way, Mattaponi Voting District. The 2030 Comprehensive Plan designates this area as being located within the Carmel Church Community Plan as Heavy Industrial/Office Industrial. **Proposed Use:** Industrial. The purpose of the rezoning is to remove the 500,000 sf industrial limitation and remove the parcels from the General Land Use Plan, Phasing Plan, Proffers and the Carmel Church Development Regulations of RZ-08-2009

   Documents:

   **PC PACKET RZ-04-2020 AUG 27 2020.PDF**

3.II. RZ-05-2020 – Carmel Church Station, LLC; Caroline 40, LLC; Caroline 544, LLC; Caroline 225, LLC; Carmel Church Station Towne Center, LLC, Owner/Applicant

   **RZ-05-2020 – Carmel Church Station, LLC; Caroline 40, LLC; Caroline 544, LLC; Caroline 225, LLC; Carmel Church Station Towne Center, LLC, Owner/Applicant:** Request a Rezoning from PMUD, Planned Mixed Use Development (with a density of 8.2 dwellings per acre [8,659 units] and 3.16 million square feet of office, commercial, and industrial space) to PMUD, Planned Mixed Use Development, (with a density of 8.2 dwellings per acre [8,659 units] and 3.16 million square feet of office, commercial, and industrial space) on tax maps 82-A-89A; 82-9-A; 82-12-A/B; 82-18-A; 82-18-B; 92-A-27; 92A-27C; 92-A-31; 92-A-32; 92-A-33; 92-A-34; 92-A-35; 92-A-48; 92-A-49; 92-3-B2, 92-3-C, consisting of 980 acres, more or less. The properties are generally located on the immediate east and west sides of I-95, south of Route 207, and north of the North Anna River in the Reedy Church Voting District. The 2030 Comprehensive Plan designates this area as being located within the Carmel Church Urban Development Area as Planned Mixed Use. The purpose of this rezoning is to amend Carmel Church Station Development Regulations previously approved with RZ-08-2009, dated June 8, 2010, to modify Article 3.7, Administration, to extend the time for which a site plan for development of the project may be submitted

   Documents:

   **PC PACKET RZ-05-2020 AUG 27 2020.PDF**

4. ANY AND ALL MATTERS
5. ADJOURNMENT

6. WORKSESSION

6.I. Utility Scale Solar - Proposed Text Amendment(S)
    A WORKSESSION ON THE PROPOSED TEXT AMENDMENT(S) FOR UTILITY SCALE SOLAR FACILITIES WILL BE HELD AFTER ADJOURNMENT OF THE REGULAR MEETING.
STAFF REPORT

CAROLINE COUNTY PLANNING COMMISSION AUGUST 27, 2020 REGULAR MEETING

CASE NUMBER: RZ-04-2020
CASE NAME: Carmel Church Station
LOCATION: The properties are located between I-95 and Route 652 (Ruther Glen Road), north of the CSX Railroad right of way
TAX MAP: 82-17-A and 82-17-B
ZONING: PMUD, Planned Mixed Use Development
ACREAGE: 79 +/-
DISTRICT: Mattaponi
COMP PLAN: This parcel is located within the Carmel Church Community Plan as Heavy Industrial/Office Industrial.

REQUEST:

The Applicant is seeking to rezone two parcels from PMUD to M-1, Industrial. The purpose of the rezoning is to remove the 500,000 SF limitation on the amount of industrial development and remove the parcels from the General Land Use Plan, Phasing Plan, Proffers and the Carmel Church Development Regulations of RZ-08-2009.

AGENCY & DEPARTMENT COMMENTS

VDOT: NEW TRAFFIC IMPACT ANALYSIS MAY BE REQUIRED
UTILITIES: NO COMMENTS ON REZONING
ENVIRONMENTAL: NO COMMENTS ON REZONING

NOTE: DUE TO THE EXPEDITED NATURE OF THE REQUEST, COMMENTS WERE ONLY SOLICITED FROM VDOT, PUBLIC UTILITIES & ENVIRONMENTAL.
DISCUSSION

IN JUNE 2010, THE BOARD OF SUPERVISORS APPROVED RZ-08-2009 THAT REZONED OVER 1,000 ACRES IN THE SOUTHWESTERN AREA OF THE COUNTY TO PLANNED MIXED USE DEVELOPMENT. THE PROJECT, CARMEL CHURCH STATION (CCS), INCLUDED A MIX OF RESIDENTIAL, BUSINESS AND INDUSTRIAL DEVELOPMENT (ATTACHMENT 1). THE MAJORITY OF THE ACREAGE IS LOCATED WEST OF I-95, GENERALLY BOUNDED BY ROUTE 207, ROUTE 1 AND THE HANOVER COUNTY LINE. HOWEVER, TWO PARCELS (79 ACRES TOTAL) DEDICATED TO COMMERCIAL/INDUSTRIAL USES WERE LOCATED ON THE EAST SIDE OF I-95 PHYSICALLY SEPARATED FROM THE BULK OF THE DEVELOPMENT. DEVELOPMENT OF THIS ACREAGE IS CAPPED AT 500,000 SQUARE FEET, ALTHOUGH ADJUSTMENTS CAN BE MADE SUBJECT TO MEETING CERTAIN PARAMETERS OF THE PHASING PLAN, PROFFERS AND THE CARMEL CHURCH DEVELOPMENT REGULATIONS. THE SUBJECT PROPERTY IS IDENTIFIED AS LAND BAY G IN THE GDP/PHASING PLAN ADOPTED WITH RZ 08-2009, WHICH IS INCLUDED AS ATTACHMENT 2 FOR YOUR REFERENCE.

THE COUNTY CURRENTLY HAS A 600,000 SF INDUSTRIAL PROSPECT FOR THE SUBJECT PROPERTY. THE SIZE AND IMMEDIACY OF THE PROSPECT EXCEEDS THE ABILITY TO LOCATE THE PROSPECT ON THE PROPERTY IN A TIMELY MANNER, GIVEN THE AMOUNT OF WORK AND LEAD TIME NECESSARY TO MEET THE PROVISIONS OF THE PMUD ZONING. THE APPLICANT IS REQUESTING A REZONING OF THE TWO PARCELS FROM PMUD TO M-1 INDUSTRIAL. IF APPROVED, THE REZONING WOULD REMOVE 79 ACRES FROM THE CARMEL CHURCH STATION PROJECT. THE PARCELS WOULD NO LONGER BE GovernED BY THE GENERAL LAND USE PLAN, PHASING PLAN, PROFFERS OR DEVELOPMENT REGULATIONS APPROVED WITH RZ-08-2009, THEREBY REMOVING THE 500,000 SF CAP ON INDUSTRIAL DEVELOPMENT FOR THE SUBJECT PARCELS.

AT THE AUGUST 11TH MEETING, THE BOARD OF SUPERVISORS APPROVED AN EXPEDITED PUBLIC HEARING PROCESS FOR THIS REQUEST.

COMPREHENSIVE PLAN

THE CAROLINE COUNTY COMPREHENSIVE PLAN IDENTIFIES THIS AREA AS HEAVY INDUSTRIAL/OFFICE INDUSTRIAL WITHIN THE CARMEL CHURCH COMMUNITY PLAN. REZONING FROM PMUD TO M-1 WOULD STILL BE CONSISTENT WITH THE PLAN.

PROFFERS

NO PROFFERS HAVE BEEN SUBMITTED WITH THE REZONING REQUEST AT THIS TIME. THERE ARE A NUMBER OF USES IN M-1 THAT THE COUNTY MAY NOT DEEM DESIRABLE AT THIS LOCATION.

THE COUNTY STANDS TO LOSE SEVERAL POTENTIALLY BENEFICIAL PROFFERS AVAILABLE TO IT UNDER THE PRESENT PMUD ZONING WITH A REZONING TO M-1, WHICH ARE HIGHLIGHTED IN YELLOW OF THE RZ 08-2009 PROFFER STATEMENT (ATTACHMENT 1).

SPECIFICALLY, UNDER UTILITIES (PAGE 6), THE LOOPS AND PUMP STATIONS PROFFER STATES:

LOOPS AND PUMP STATIONS: ANY INTERCONNECTIONS OF WATER LINES AND INSTALLATION OF PUMPING STATION(S) AND OTHER ELEMENTS OF CONNECTION INTO THE COUNTY UTILITIES WHICH MEET APPROVAL OF THE CAROLINE COUNTY PUBLIC UTILITIES DEPARTMENT SHALL BE INSTALLED BY THE OWNER/APPLICANT OR HIS AGENTS AT THE OWNER/APPLICANT’S EXPENSE.
While the elimination of this proffer does not in and of itself obligate the County to extend public utilities to the subject properties, it potentially places the County in the position of obligating to a utility extension as an economic development incentive, in lieu of holding the property owner/developer responsible, thereby resulting in a cost to the County.

Under the Fiscal section (page 17), the Road Improvement Fees proffer states:

Road Improvement Fee: In addition to the above proffers, the Owner/Applicant agrees to a cash proffer in the amount of $0.35 per square foot of industrial and commercial space at the time of building permit issuance. Such contribution shall be retained in a dedicated account and used for road improvements in the Carmel Church community.

A 500,000 SF facility at $0.35/sf equates to a $175,000 cash proffer solely dedicated to transportation, which could be leveraged with other revenue sources to undertake significant transportation improvements in the Carmel Church area, as contemplated with the CCS rezoning. This revenue source will be lost with this zoning amendment.

However, the amount and type of industrial development may result in additional tax revenues to the County that offsets the lost revenue or additional incentives that the County may offer, such as projects with a significant machinery/tools/equipment investment. Such calculations have not been provided for the current site prospect.

Economic Development Director Gary Wilson has provided comments justifying the elimination of these proffers in support of industrial development of this site. His comments are included as Attachment 3.
PLANNING & DEVELOPMENT APPLICATION
DEPARTMENT OF PLANNING & COMMUNITY DEVELOPMENT
233 WEST BROADDUS AVENUE
BOWLING GREEN, VA 22427
(804) 633-4303
WWW.CO.CAROLINE.VA.US

DATE SUBMITTED: 8/3/2020

CASE NUMBER: RZ-05-2020

*NOTE: AN APPLICATION SHALL NOT BE DEEMED OFFICIALLY FILED UNTIL ALL REQUIRED PLANS, PLATS, FEES AND SUPPORTING DOCUMENTATION ARE SUBMITTED TO THIS DEPARTMENT.

1. TYPE OF REQUEST

☒ REZONING: FROM PMUD TO M1

☒ PROFFER AMENDMENT RZ-08-2009

☐ SITE PLAN: _____MAJOR _____MINOR

☐ ADMINISTRATIVE APPEAL

☐ COMP. PLAN AMENDMENT

☐ SUBDIVISION (MAJOR)

☐ PRELIMINARY ☐ FINAL ☐ CONCEPT

☐ SUBDIVISION (OTHER)

☐ MINOR ☐ BLA/VACATION ☐ FAMILY

2. PROPERTY INFORMATION

TAX MAP NUMBER see Attachment A

CURRENT ZONING PMUD

ACREAGE OF REQUEST 79

TOTAL ACREAGE 79

PHYSICAL ADDRESS/LOCATION Land Bay G is located on the east side of I-95 and north of the CSX Railroad right-of-way. It is approximately 1500' south of the I-95 interchange with Route 207 on the west side of Route 652 with approximately 800' of frontage on Route 652

VOTING DISTRICT

UTILITIES: ☒ PUBLIC ☐ PRIVATE ☐ EXISTING ☐ NEW
3. APPLICANT / OWNER INFORMATION

OWNER OF RECORD:
Carmel Church Station, LLC and Caroline 40, LLC
NAME
c/o Litt Thompson, 10001 Patterson Avenue, South, Suite 200
MAILING ADDRESS
Richmond, Virginia 23233
MAILING ADDRESS
804.422.0001
PHONE NUMBER
litt@virginiallandinvestments.com
E-MAIL

APPLICANT:
Same
NAME
MAILING ADDRESS
MAILING ADDRESS
PHONE NUMBER
E-MAIL

AGENT/DEVELOPER/ENGINEER:
Daniel K. Slone
NAME
Vertical Vision PLC
MAILING ADDRESS
6210 Shelter Cove Circle, Chesterfield, VA 23112
MAILING ADDRESS
804.363.8465
dan@verticalvision.legal
PHONE NUMBER
E-MAIL

MAIN POINT OF CONTACT:
Litt Thompson
NAME
See information for owner
MAILING ADDRESS
MAILING ADDRESS
PHONE NUMBER
E-MAIL
4. I/we read this completed application, understand its intent and freely consent to its filing. The information provided is accurate to the best of my/our knowledge. I understand that the County may approve, conditionally approve, or deny the request for which I am applying. Furthermore, I grant permission to the Department of Planning and Community Development and other authorized government agents to enter the property and make such investigations as they deem necessary to evaluate the request.

Owner Signature: [Signature]

Agent/Applicant Signature: [Signature]

Owner's Name: LUT THOMPSON

Agent/Applicant Name: [Name]

Date: 7-31-2020

Date: [Date]

**Fee Schedule**

**Rezoning**

BASE FEE + (79 X $50) = $3950

**Proffer Amendment**

BASE FEE + (1 X $100) = $100

**Special Exception**

BASE FEE + (X $50) = [Total]

**Site Plan: Major**

BASE FEE X ACREAGE $/ACRE = [Total]

**Site Plan: Minor**

$400 X ACREAGE $/ACRE = [Total]

**Comp Plan Amendment**

BASE FEE X NUMBER OF REQUESTS = [Total]

**Variance/Adm. Appeal**

BASE FEE X NUMBER OF REQUESTS = [Total]

**Subdivision: Minor**

$250 - MINOR $200 - BLA $100 - VACATION = [Total]

$200 + $50 PER NEW LOT - FAMILY

**Subdivision: Major**

BASE FEE + (X $50) = [Total]

**Concept Plan**

$250 X NUMBER OF REQUESTS = [Total]

**Other**

X NUMBER OF REQUESTS = [Total]

CHECK #: 41168

□ CASH □ CHARGE

RECEIPT #: 523134

Review By / Comments: Thompson

[Signature]

3 2018
Attachment A

Rezoning request:

Rezone 79 acres, Land Bay G in the PMUD (Tax Parcels 82-17-A and 82-17-B), from PMUD to M1, Industrial

Proffer revision:


Carmel Church Station Development Regulations: 3.7 is hereby amended to provide:

Applicant shall continue to have the authority to submit a site plan for any portion of the Property. No portion of the Property shall be developed, and no building permit may be issued for the Property until after the first site plan for any portion of the Property shall have been submitted. Submittal of such site plan shall be deemed to bring these proffers into compliance with Section 5(e) of Article XI, Division 1.
Caroline County, Virginia

Board of Supervisors

June 28, 2010

Rezoning Request: RZ-08-2009
Applicant: Carmel Church Station

County of Caroline, To-Wit:

At a regular meeting of the Caroline County Board of Supervisors on Tuesday, June 8, 2010, in the Community Services Center, Auditorium, located at 17202 Richmond Turnpike, Milford, Virginia, at the hour of 7:30 p.m.

Present

D.M. "Maxie" Rozell, Jr., Chairman
Floyd Thomas, Vice-Chairman
Wayne A. Acors
Bobby Popowicz
Jeff Sili

On motion by Supervisor Popowicz, seconded by Supervisor Acors, the following rezoning was approved subject to subject to the following modifications to the PUD and general zoning and subdivision regulations:

1.) Sections 2 through 10 of Division 3 of Article XI of the Zoning Ordinance are hereby superseded by the provisions of the GLP, the Phasing Plan, the Proffers, and the Carmel Church Station Development Regulations.

2.) For any other general zoning and/or subdivision regulation that is inconsistent with a provision specifically addressed in the GLP, the Phasing Plan, the Proffers, and/or the Carmel Church Station Development Regulations, the GLP, Phasing Plan, Proffers, and/or Development Regulation(s) shall control.

3.) Any water and/or wastewater distribution treatment facilities approved by the Director of Public Works for the Development shall be deemed to be found consistent with the Comprehensive Plan pursuant to Virginia Code § 15.2-22232.A

“Committed To Service, Dedicated To The People”

212 North Main Street, P. O. Box 447, Bowling Green, Virginia 22427
(804)633-5380 – Telephone     (804)633-4970 – Fax

www.visitcaroline.com
R7-08-2009 – Virginia Land Investments, LLC, Applicant: Request a rezoning of approximately 1,059.3 acres, variously zoned, to PMUD, Planned Mixed Use Development (with a proposed density of 8.2 dwellings per acre [8,659 units] and 3.16 million square feet of office, commercial, and industrial space). Proposed Use: A mixed use, transit oriented development that is proposed to include a train station and other multi-modal facilities, space for retail/commercial, offices, government agencies, hospitals, universities, hotels, recreational uses, light industry, many types of residential development, and parkland. The properties included in the application are identified as follows:

A. The following tax parcels currently zoned RP, Rural Preservation (with a density of one dwelling unit per ten acres of land): #82-A-89A, Owner, Caroline 225 LLC (1.84 acres); #82-12-A, Owner, Caroline 225 LLC (2.41 acres); #92-A-48, Owner, Caroline 40 LLC (38 acres); #92-A-49, Owner, Caroline 40 LLC (2 acres); #92-A-27, Owner, Caroline 544 LLC (116.60 acres); a portion of #92-A-46, Owner, Ruth O. Beverly (10 acres), and #92-A-31, Owner, Virginia Land Investments LLC (4.18 acres);

B. The following tax parcels currently zoned M-1, Industrial (no specified density): #92-3-B2, Owner, Caroline 544 LLC (3.38 acres); #92-3-C, Owner, Caroline 544 LLC (23.08 acres); #92-A-33, Owner, Caroline 544 LLC (63.33 acres); #92-A-32, Owner, Caroline 544 LLC (16.07 acres); #92-A-27C, Owner, Caroline 544 LLC (3.52 acres); #82-18-A, Owner, Caroline 544 LLC (43.51 acres); #82-9-A, Owner, Caroline 225 LLC (253.24 acres); and #82-17-A, Owner, Ruther Glen Road 80 LLC (79.44 acres);

C. The following parcel currently zoned M-1, Industrial (no specified density) and RP, Rural Preservation (with a density of one dwelling unit per ten acres of land): #92-A-35, Owner, Caroline 544 LLC (398.70 acres).

The properties included in the application are generally located on the immediate east and west sides of I-95, south of Route 207, and north of the North Anna River. The properties, which are designated on the General Land Plan filed with the application as Land Bays A through H (formerly designated as Land Bays 1, 2, 3A, 3B, 4, 5, and 6), are specifically located as follows:

A. Land Bay A is located west of I-95 approximately 1500' south of the I-95 interchange with Route 207, south of the terminus of the access road into the Flying J located south of Route 207 (Rogers Clark Boulevard) and north of the CSX Railroad right-of-way. Land Bay A is also located to the east of the termination points of Buzzards Bottom Road and Bear Lane.

B. Land Bay B has approximately 800' of frontage on Route 1 and is located approximately 7200' south of the intersection
of Route 1 and Route 207. The Land Bay is east of Route 1 and west of the CSX Railroad right-of-way at the terminus of Route 749 (Pennsylvania Avenue). Land Bay B is also located to the east of the termination point of Route 748 (Opal Lane).

C. Land Bay C is located to the east of Land Bay B and generally west of Land Bays D and E. The CSX Railroad right-of-way forms the western boundary of Land Bay C.

D. Land Bay D is bounded on the east by I-95, approximately 5000' south of the I-95 interchange with Route 207, on the north by the CSX Railroad right-of-way, on the west by Land Bay C, and the south by Land Bay E.

E. Land Bay E is bounded on the east by I-95, approximately 10,000' south of the I-95 interchange with Route 207, on the north by Land Bays C and D, on the west by the CSX Railroad right-of-way, and on the south by Land Bay F.

F. Land Bay F is located immediately north of the North Anna River on Route 1 with about 3000' of frontage and west of I-95. Land Bay F has approximately 2500' of frontage on the North Anna River. Land Bay F is bounded on the north by Land Bay E.

G. Land Bay G is located on the east side of I-95 and north of the CSX Railroad right-of-way. Land Bay G is approximately 1500' south of the I-95 interchange with Route 207 on the west side of Route 652 (Ruther Glen Road) with approximately 800' of frontage on Route 652.

H. Land Bay H is located on the east side of I-95 (adjacent to portions of Land Bays D and E) and south of the Holly Ridge Estates subdivision. The Land Bay is on the west side of Route 652 (Ruther Glen Road). The access to Land Bay H is located approximately 8000' south of the Route 652/Route 207 intersection.

Both the 2006 – 2026 Comprehensive Plan and recently adopted 2030 Comprehensive Plan identify the subject areas as being located in the Carmel Church Community Plan of the Primary Growth Area, designated as Planned Mixed Use – Village Core, with a density of 10 – 15 dwelling units with a potential of 9,800 to 14,700 dwelling units, and those portions located east of I-95 and north of the railroad being designated as Heavy Industrial and Office/Industrial for Planned Industrial Area with no designated density.

Voting yea: Acors, Popowicz, Rozell, Thomas.
Voting nay: Sili.
CARAMEL CHURCH STATION

Proffers
Rezoning Application
Planned Mixed Use Development (PMU)

Virginia Land Investments, LLC, pursuant to the authority granted to it by Caroline 225 LLC c/o Thompson Development LLC, Caroline 40 LLC, Caroline 544 LLC c/o Thompson Development LLC, Ruther Glen Road 80 LLC c/o Thompson Development LLC, Virginia Land Holding 17 LLC c/o Thompson Development LLC, and Virginia Land Investments LLC, fee simple owners ("Owner/Applicant") of the property (the "Property") which is the subject of rezoning application RZ-08-2009 (the "Application"), hereby voluntarily proffer that in the event the Property, having the Tax Map References set forth on Exhibit A, and consisting in total of 1,059 acres +/-, is rezoned by the Board of Supervisors of Caroline County (the "Board") to Planned Mixed Use Development ("PMU"), in substantial accordance with the Application submitted to the County of Caroline, Virginia, dated as of September 18, 2009, and the General Land Plan ("GLP") initially prepared by Bury+Partners, dated as of July 7, 2009, (amended February 24, 2010) then the development of the Property shall be in substantial conformance with the following conditions (the "Proffers") which are voluntarily tendered by the Owner/Applicant pursuant to Section 15.2-2303, of the 1950 Code of Virginia, as amended (the "Code"). These Proffers shall remain applicable to the development of the Property unless and until the amendment or deletion of these Proffers shall be approved by the Board upon application by the Owner/Applicant or its successor or assigns.

GENERAL:

Conformance with Application. The Property shall be developed in substantial conformance with the Application, including the General Land Plan (the "GLP") attached as Exhibit B, and the designated phasing as set forth on the GLP (the "Phasing Plan"). References in these Proffers to the "Land Bays" as a group or individually are references to the areas marked as Land Bays on the GLP.

Recording. The Owner/Applicant will record this proffer statement in the Caroline County Clerk's Office within thirty (30) days of the last to occur:

(i) receiving the notice from the Department of Planning and Community Development of the final approval of the Zoning Application;
(ii) the expiration of the period for appeal of the zoning approval of the Property without the filing of an appeal, or
(iii) if any appeal is filed, the completion of any judicial determinations in connection with such appeal.

Notwithstanding the foregoing, such proffer statement must be filed before any County permit or approval will be issued in connection with the Property.
Successors and Assigns. These Proffers shall be binding upon the heirs, executors, administrators, assigns and successors in interest of the Owner/Applicant. The owners of record of the Property, and the Applicant, do hereby voluntarily proffer all of the conditions stated above, which conditions shall have the effect specified in Section 15.2-2303 of the Code.

Modifications/Amendments. Except as otherwise stated herein, modifications/amendments to these Proffers may only be initiated by the Owner/Applicant, or its successor(s) or assign(s). No other entity is authorized to initiate changes to these Proffers that effect the Property or the obligations or rights of the Owner/Applicant, except that a third-party purchaser may initiate an amendment to these Proffers provided the amendment does not effect the rights and/or obligations of the Owner/Applicant.

Proffer Violations. Any violation of these Proffers by the Owner/Applicant shall preclude the issuance of building permits on portions of the Property owned by the Owner/Applicant or identified successors, but shall not impact individual parcels previously conveyed to third parties for development. Similarly, uncured violations by third party owners shall not be deemed violations by the Owner/Applicant nor interfere with the issuance of building permits on the Property still owned by the Owner/Applicant or identified successors, but shall preclude issuance of building permits on such properties unless such prohibition is specifically waived in writing by the Director of Planning.

Exhibits. The Exhibits attached to these Proffers are incorporated herein by reference.

Definitions. As used herein, the following terms shall mean as follows:

(1) Dwelling Unit (DU): A dwelling unit.

(2) Land Bay: An area of land identified on the GLP and including Land Bays A-H.

(3) (SF): Square Feet.

(4) The Carmel Church Station Regulations (the "Regulations"): the Code of regulations adopted by the Board as part of its approval of the Application, and which control the development of the Property.

(5) Clear glass: A person 2’ from the outside of the glass could reasonably read a price tag on an item 2’ inside the glass.
Density: The following are maximum densities for the specified uses permitted in an identified Land Bay. If a use is allowed in the Land Bay, but no maximum density is provided, then the density shall be established through the use of the Regulations. Hotel density is expressed as a number of rooms (units) and is in addition to the "commercial/service" density. Portions of such hotels that are available for use by the public, such as a full service restaurant, shall be subject to the commercial/service density limitations.

A. Land Bay A
   (i) Residential Uses (from Appendix A of the Carmel Church Station Development Regulations, Table (A)): 1,930 DU
   (ii) Commercial/Service Uses (from Appendix A Table (C)): 723,800 SF

B(1). Land Bay B and C (with Multimodal)
   (i) Residential Uses (from Appendix A Table (A)): 2,360 DU
   (ii) Commercial/Service Uses (from Appendix A Table (C)): 763,800 SF
   (iii) Hotel: 250 Units

B(2). Land Bay B and C (with Multimodal including Rail)
   (i) Residential Uses (from Appendix A Table (A)): 4,130 DU
   (ii) Commercial/Service Uses (from Appendix A Table (C)): 1.4 Million SF
   (iii) Hotel: 1,000 Units

C. Land Bay D
   (i) Residential Uses (from Appendix A Table (A)): 1,575 DU
   (ii) Commercial/Services (from Appendix A Table (C)): 499,200 SF

D. Land Bay E
   (i) Residential Uses (from Appendix A Table (A)): 500 DU
   (ii) Commercial/Services (from Appendix A Table (C)): 10,000 SF
E. Land Bay F
   (i) Commercial/Services (from Appendix A Table (C)): 10,000 SF (within Riverside Park)
   (ii) Commercial/Services (from Appendix A Table (C)): 10,000 SF (outside of Riverside Park)
   (iii) Residential Uses (from Appendix A Table (A)): 262 DU

F. Land Bay G
   (i) Commercial/Service or Light Industrial (from Table 1(C)): 500,000 SF

G. Land Bay H
   (i) Residential Uses (from Table 1(A)): 262 DU
   (ii) Commercial/Service (from Table 1(C)): 10,000 SF

H. Commercial/Service and Residential density from Land Bay B and C can be shifted into such portion of another Land Bay (except Land Bay F) within one half mile of a constructed train station, the normal pedestrian shed for a transit oriented development.

COVENANTS, CONDITIONS AND RESTRICTIONS:

CC&R's. The Owner/Applicant shall prepare and record with respect to the Property certain Covenants, Conditions and Restrictions ("CC&R's") providing for coordinated development of said Property in accord with these Proffers, the GLP, the Regulations, the Design Code (as defined herein), the Caroline County Zoning Ordinance and the Caroline County Subdivision Ordinance. The CC&R's shall provide for a process for the review of the design and placement of each structure on the Property (other than any public or utility structure not bound by the CC&R's), and shall provide that the applicant for a building permit for such structure shall not request such permit until receipt of a determination by the Property's architectural approval body (the "Approval Body") that the proposed structure conforms to the GLP, the Regulations, the applicable Regulatory Plan, and any applicable standards set forth in the Design Code (as defined below). The Owner/Applicant shall not be held responsible for the issuance of any building permit(s) without prior approval by the Approval Body. The CC&R's shall be enforced by the Owner/Applicant or the property owners' association(s) established below.

Home Owner and Commercial Associations. The Owner/Applicant shall prepare and record certain property owner declarations creating home owner and commercial owner associations which shall be responsible for the maintenance of the common areas on the Property, as well as such other duties as the Owner/Applicant shall determine. These documents
shall provide the County with the ability to perform maintenance and obtain payment for such performance in the event that the associations fail to maintain an area or facility open to the public and the County provides such maintenance if the County so desires.

Review and Approval. The Owner/Applicant shall submit the initial CC&R’s and the initial association declarations to the County Planning Director for the sole purpose of reviewing for compliance with these Proffers. If the Owner/Applicant has not been notified otherwise within 15 business days of such submittal, the documents shall be deemed approved.

Design and Review. While the Owner/Applicant recognize that the Regulations provide, among other things, minimum development standards, the Owner/Applicant does not intend that the Regulations will provide detailed architectural guidelines or requirements for the Development. Similarly, while important generalities for such items as landscaping, signage or lighting are provided in the Regulations in order to establish the very different character of this development, important details of design have not been finalized.

Prior to the development of Phase I, Owner/Applicant shall convene a "design charrette" to develop a set of detailed guidelines and standards for the entire project (the "Design Code"). The design charrette will include the input of the Owner/Applicant, the Applicant's architect, builders, Caroline County Supervisors, Planning Commissioners, citizens and County staff. The resulting Design Code will be reviewed and approved by the County Director of Planning in conjunction with the Site Plan approval for Phase I. The Director of Planning may seek input from the Planning Commission as he deems necessary.

The Design Code shall establish detailed standards and guidelines for the Development related to architecture, signage, lighting, landscaping and streets, over and above any such standards or regulations required by County regulations. The Design Code is intended to ensure that the Development adheres to the transit oriented development structure and is developed in accordance with the Application, these Proffers, the Carmel Church Station Regulations, the Comprehensive Plan and the Community Plan. In addition, as part of the development of the Design Code, the County may impose additional conditions on any use if, at the time of the approval of this rezoning request, the use was a conditional use under Article XI (Planned Unit Developments) of the Caroline County Zoning Ordinance.

Owner/Applicant shall pay for reasonable costs (not to exceed $10,000) of an architect to attend and participate in the charrette on the County’s behalf and assist the County in its review of the Design Code. Such architect shall provide input and review but will not draft the standards.

Owner/Applicant shall pay for reasonable costs (not to exceed $50,000) of such registered design professionals as the County deems necessary to review, on its behalf, and assist the County regarding plans submitted by Owner/Applicant for utility service in connection with the site.
UTILITIES:

**Water and Sewer Installation.** County water and sewer service on the Property shall be installed by the Owner/Applicant or his agents at the Owners/Applicant's expense.

**Loops and Pump Stations.** Any interconnections of water lines and installation of pumping station(s) and other elements of connection into the County utilities which meet approval of the Caroline County Public Utilities Department shall be installed by the Owner/Applicant or his agents at the Owner/Applicant's expense.

**Phasing Utilities.** All such installations shall proceed in accordance with the Water and Wastewater Plan described below provided pursuant to these Proffers.

**Reduction of Needs.** The Owner/Applicant shall explore the fiscal and physical feasibility of different approaches to reducing the potable water needs of development on the Property as well as the amount of waste water generated from uses on the Property. Such exploration may include mandatory water efficiency devices, utilization of reuse water and purple pipe, waste water mining, storm water harvest, or similar mechanisms. As a result of such study, Owner/Applicant shall develop a Water and Waste Water Plan which will describe the measures to be taken, the anticipated capacity needs associated with each phase, and a phasing plan for the utilities. If necessary, the Owner/Applicant and the County may enter into a contract addressing the creation, ownership, operation and financing of such improvements as well as the creation of any districts necessary.

**Modeling.** The Owner/Applicant shall submit an engineered water model for the Carmel Church Station project to the County Department of Public Utilities for review and approval at time of submission of the first preliminary site plan for the development. The Department of Public Utilities may require that reasonable and necessary modification be made to the water model before it is approved. Once approved, the site will be developed in accordance with the water model, and no building permits shall be granted until the water model is approved.

**Service.** The Property shall utilize the County water supply and sanitary systems (subject to the steps taken to reduce needs) provided there are sufficient connections and capacity to meet the Property's requirements. If there are insufficient connections and/or capacity, then the Owner/Applicant shall have the right, but not the obligation to install such components as are necessary to create sufficient capacity for the Property in or to be added to the County system. Such components shall be subject to the County's review and approval, which shall not be unreasonably withheld or delayed. The Owner/Applicant understands
that there may be times when the County cannot meet the utility requirements of the Property because of timing of improvements, construction or fiscal constraints. The County and the Owner/Applicant shall work together to achieve the development goals of the Community Plan without financial burdens to the County taxpayers.

**TRANSPORTATION:**

Traffic Studies. Because of the scale of the development of the Property, the difficulty of anticipating the actual impact of a multimodal facility and the significant change in assumptions resulting from the construction of a train station, the traffic and transportation studies for the project must be phased. A traffic impact analysis ("TIA") for Phase 1A has been submitted to the County, and has been reviewed by VDOT, and approved by the County in connection with the request for zoning. Other than the development encompassed in Phase 1A, no subdivision and/or development of the Property shall occur unless and until a TIA for that section has been approved by the County.

Necessary Improvements. The Owner/Applicant shall provide the easements for construction, sight distances, turn lanes, and deceleration lanes on the Property or in connection with the Property entrances as and when prescribed, by the traffic studies in order to maintain a LOS D as required by VDOT. The Owner/Applicant shall construct all road improvements internal to the Property and at any of its three planned entrances along Route 1 or its planned entrance at Route 207, as and when prescribed by the TIA. To the extent such study shows that development of the Property Phase causes the need for such improvements.

Roadway Standards. The roads shown on the GLP are conceptual and generally located to illustrate the likely layout of the principal internal connections, their intersections with Routes 1 and 207 and the desired railway crossings. The Owner/Applicant will utilize TND Road Standards adopted by Caroline County, to design and construct the roads in the Development, if such standards are adopted. In the absence of such enactment, then the Owner/Applicant shall use the street standards set forth in the Regulations, modified as necessary to allow the acceptance of such streets for public ownership and maintenance. All roads, except for alleys, lanes, and service roads, within the Property, shall be public, with curb lanes, gutter, and sidewalk. If approved by VDOT, the Owner/Applicant may retain the sidewalk and provide for its maintenance and the maintenance of street trees through the homeowner and commercial associations.

Private Roads.

A. Service roads, lanes and alleys shall be private and maintained by the homeowner or commercial association.
B. A road maintenance agreement shall be recorded in the Office of the Circuit Court Clerk of Caroline County for each phase of the Property which contains private roads. Such agreement shall be recorded together with the approved Subdivision plat and a copy of the recorded instrument shall be provided to the County before the release of the final bond.

Interparcel Connections. All other interparcel connections shown on the GLP shall be constructed to the Property line and phased as shown in the Phasing Plan, as updated from time to time and confirmed in connection with the Site Plan and Subdivision approval for any Phase. In the event that the entrance to the Property from Rt. 207 is relocated due to VDOT and/or the County concerns, then Owner/Applicant agrees to support such relocation and utilize the relocated entrance provided that (i) such entrance is provided and extends to the Property and to the road (if any) created by Owner/Applicant for connection, and (ii) that such relocated entrance provides access to the Property at least comparable to the current entrance to Rt. 207.

MultiModal Center:

A. A "multimodal" transportation center provides for the movement of passengers and cargo by more than one method of transport. Utilizing the commercial association or another public or non-profit organization (the "Operator") the Owner/Applicant shall create and operate a multimodal center on the Property. Initially this center will revolve around a "park and ride" parking lot as part of Phase 1A. The park and ride facility will be available while it is reasonably utilized, but may be subject to reasonable fees and may share parking with commercial or civic uses.

B. A permanent facility, integrated with the train station, will be located in Land Bay B or C following commencement of development in these Land Bays and will replace the facility in Land Bay A.

C. The Operator shall operate programs to encourage transportation other than by single occupancy vehicles. Based on fiscal viability and the goal of reducing vehicular miles traveled, the Operator shall assess, and where appropriate implement, programs for:

(i) community bicycle programs,

(ii) ride share programs,

(iii) van programs,

(iv) "Zip Car" or similar shared vehicle programs,
(v) support programs for pedestrians, bicyclists and other forms of alternative transportation,

(vi) Fredericksburg Regional Transit (FRED), GRTC or other service providers to provide service from the Property to the nearest VRE station or

(vii) other bus programs as appropriate

D. Parking for the permanent facility may be integrated with parking for the train station or commercial or civic uses.

E. The Owner/Applicant will construct the parking areas, any bus or van stops, and appropriate facilities for the operation of the facility.

F. The Owner/Applicant may transfer or cause the transfer of such facilities to a government agency or separate non-profit for the continued operation of such facilities.

G. The development shall be designed for internal bus routes, which shall be created as justified by demand and financial feasibility.

SITE DEVELOPMENT AND PHASING:

Phasing Plan.

A. All development shall occur in sequential phases, beginning with Phase 1, as shown on the Phasing Plan. However, because actual phasing will be significantly impacted by the specific mass transportation options available to the site and the then current market for different commercial and residential products, the Owner/Applicant may seek to amend the Phasing Plan, from time to time, by filing a request to amend the Phasing Plan with the Caroline County Director of Planning. The Planning Director shall forward the request, which may include, without limitation, the amendment of phase boundaries, to the Planning Commission, which may approve the request provided it does not substantially modify the existing Phasing Plan. Significant modifications to the Phasing Plan, as determined by the Planning Commission, shall be submitted to the Board for approval, and as required by law.

B. Development following Site Plan and Subdivision Plat approval may occur in a portion of a Phase, and one Phase does not have to be complete before another is begun, provided completion of the earlier phase is being diligently pursued by the Owner/Applicant.

Phasing Traffic Studies. For purposes of phasing traffic studies, a phase shall be the area brought forward for Subdivision or Site Plan (if not
already covered by a Subdivision Plan) approval, and, if requested by the Owner/Applicant, additional areas likely to be developed in conjunction with the area subject to the approval.

Regional Park. Although the Regional Park is included in Phase I, Owner/Applicant shall not be required to provide more than an initial parking area for this park (20 cars) until the 100th building permit is issued and shall not be required to extend utilities to the commercial area of the Park until development of the phase adjoining the Regional Park is commenced.

Phasing the Core. Until completion of the train station and commencement of its operation as a rail stop, if Owner/Applicant includes any portion of the core in a phase proposed for development then such portion shall be designed to achieve not less than 12 dwelling units per acre over the complete period of build-out of such phase.

Coordinating Commercial. Until the Train Station has commenced its operation as a rail stop, no subdivision plan for any Phase or sub-phase of the Property shall be approved unless the total approved subdivision and/or site plans for the Property, including the proposed subdivision plan, include not less than 120 square feet of Commercial/Service Uses from Appendix A, Table (B), (C), (D – provided such entity is not eligible for reduced real estate taxes as a not-for-profit entity), (E) or (F) per dwelling unit (the "Required Commercial Area"). Additionally, until the rail stop at the proposed Train Station has received necessary state and/or federal approvals for operation, and funding for the construction of the Train Station has been identified and secured, except for Phase 1(A), no subdivision plan for a Phase or sub-phase which contains residential dwelling units shall be approved by the County unless, at least, improved pad sites and/or structures have been built in the Required Commercial Area.

DRAINAGE AND STORMWATER MANAGEMENT:

Grading. The Property has significant topographic irregularities. The Owner/Applicant will tailor grading to the designs for each approved Site Plan and Subdivision Plat, and to the extent feasible, will avoid "mass grading." If topsoil is stripped from the Property, topsoil will be replaced in the appropriate areas in accordance with then current Erosion and Sediment Control Standards.

Storm Water Management.

A. Storm water on the Property will be managed through a number of different techniques, including, without limitation, storm water harvesting, low impact development ("LID") techniques, bio swales, constructed wetlands, water features and other similar approaches, in addition to, and to the extent practicable in lieu of, conventional storm water management techniques.
B. Storm water management facilities may be located on private property, on common areas owned by the home owner 
association or commercial association, or on property owned by 
public entities when permitted by such entities, provided that all 
such facilities shall be subject to easements allowing for 
inspection and maintenance. The homeowner or commercial 
association shall be responsible for maintenance and upkeep of 
the facilities located in the common areas and for providing or 
overseeing the maintenance of facilities located on private or 
public property. The Owner/Applicant shall provide such 
maintenance until the responsible association is created.

C. The Owner/Applicant shall record a stormwater maintenance 
agreement in the office of the Caroline County Clerk and a copy of 
the recorded instrument shall be provided to Caroline County 
befor e bond release.

D. The Owner/Applicant shall provide evidence that the Property is 
registered with the Virginia Department of Conservation and 
Recreation for all applicable stormwater discharge permit(s). 
Should there be conflicts or discrepancies between Caroline 
County and Virginia stormwater requirements, the more stringent 
requirements will govern.

RECREATION AND OPEN SPACE:

Setbacks.

A. The Property shall include a 100 foot setback for residential uses 
along I-95.

B. The Property shall include a 100 foot setback along Route One as 
specified in the ordinances of Caroline County.

C. Other than along the access road route, Land Bay H shall have a 
25 foot setback/natural buffer along the sides of the parcel not 
facing I-95.

Open Space.

A. Open space will be provided in the forms set forth in the 
Regulations.

B. The open space on the Property shall, at minimum include the 
following:

(i) The full RPA's in Land Bay A, B, D, E, F and H, subject to 
road crossings, trails, utility crossings, permitted
recreational facilities such as boat facilities, and storm water management facilities,

(ii) The minimum required RPA in Land Bay C reflecting such reductions as may be necessary and approved by Caroline County (and subject to any necessary state approvals) in order to construct the train station, the track expansion and other associated improvements, utility crossings and the roads and other connections and storm water management facilities,

(iii) Eighty acres within Land Bay F adjacent to the North Anna River, except for the Cultural Resource Center, an Eco Tourism/Trail Head Center Restaurant and Store, utilities, an HOA storage facility, and other facilities described in these Proffers, and including trails and recreation facilities,

(iv) 19 acres in Land Bay D, in addition to any RPA stream buffer, but including any permanently protected buffer created in the setback along I-95,

(v) 6.75 acres in Land Bay B, in addition to any RPA stream buffer, but including any permanently protected buffer created in the setback along Route One,

(vi) 9.5 acres in Land Bay C, in addition to any stream buffer within 50 feet of the stream centerline,

(vii) In Land Bay A and E, 12.5% of the Land Bay area, not including any RPA stream buffer, but including any permanently protected buffer created in the setback along I-95, and

(viii) In Land Bay H 25% of the Land Bay area, including any stream buffers and any permanently protected buffer created in the setbacks along I-95.

C. Prior to commencing a new phase of the development, Owner/Applicant shall cause all open space in the prior phase, including land otherwise subject to an open space easement, and which were identified in approved Regulating Plans, Site Plans or Subdivision Plans as permanent open space, to the property owners’ association.

3. Recreation Facilities.

A. The Owner/Applicant shall establish a bike and walking trail in Land Bay F. At a minimum such trail shall connect to Land Bay E, Route 1, the likely site of the Cultural Resources Center, the river
and some portion of the historic/archaeological resources within Land Bay F.

B. The Owner/Applicant shall establish a point along the river for canoe and kayak put-in and take-out. Such facility may be accessed by a service road.

C. The Owner/Applicant shall create a system of private facilities and community facilities through such organizations as the YMCA or shared public facilities, such that every resident on the Property has access to a pool, access to a gymnasium providing exercise equipment, access to a reasonable number of basketball, volleyball and tennis courts, and access to playgrounds, provided within the boundaries of the Property which on normal days of usage have sufficient capacity for all desired users. In lieu of meeting this standard for the first 500 DU, the Owner/Applicant shall contribute $50,000 to the construction of a YMCA facility within ten miles of the Property. Such contribution shall be made within ninety days of the passage of the period of appeal of approval of this zoning matter or appeal of any court case filed in connection with such approval without appeal.

Architectural Standards:

1. The Owner/Applicant proffers the following Architectural Standard to apply in all Transect Zones.

   a. Where streetscreens (defined in the Regulations) are required, sight-distance, safety and lighting will be considered when determining their location and height.

   b. For residential uses, doors and windows that operate as sliders shall be prohibited along the front of any such building facing a principal street.

   c. If a material other than wood, metal, glass, stone, brick or masonry is to be utilized as exterior facade finishing material, the materials will be from a list approved as part of the Design Code.

   d. Fences along principal or secondary streets (defined in the Regulations) shall be made of painted wood or equivalent composite material, wrought iron, brick or stone. Knee walls and/or retaining walls will be concrete or stucco covered.

   e. Flat roofs will be enclosed by parapets a minimum of 42 inches high, or as otherwise necessary to conceal mechanical equipment, but not to exceed 60". Individual roof screening or louvers may be provided to screen any roof top equipment.
f. Mechanical equipment, whether on the ground or the roof of a building, will be screened so as not to be visible from any street other than alleys and lanes.

2. The Owner/Applicant proffers the following Architectural Standards to apply in specific Transect Zones.

a. T3 Transect Zones

(i) Wall materials on residential buildings shall only be combined horizontally on each façade horizontally, with the heavier material generally below the lighter. Building wall materials for non-residential use or mixed uses may be combined vertically or horizontally.

(ii) All openings, including porches, galleries, arcades and windows, with the exception of storefront windows, shall be square or vertical in proportion.

(iii) Openings above the first story (as seen from the principal street) shall not exceed fifty (50) percent of the total building wall area, with each façade being calculated independently.

(iv) Pitched roofs, if provided, shall be symmetrically sloped no less than 5:12, except that porches and attached sheds will be sloped no less than 2:12.

b. T4 Transect Zones

(i) Wall materials on residential buildings shall only be combined horizontally on each façade horizontally, with the heavier material generally below the lighter. Building wall materials for non-residential use or mixed uses may be combined vertically or horizontally.

(ii) Doors and windows that operate as sliders are prohibited along principal or secondary street frontage.

(iii) Pitched roofs, if provided, shall be symmetrically sloped no less than 5:12, except that porches and attached sheds will be sloped no less than 2:12.

c. T5 Transect Zones

(i) Building wall materials will be only be combined horizontally on each façade, with the heavier generally below the lighter.

(ii) All openings, including porches, galleries, arcades and windows, with the exception to storefronts, shall be squared or vertical in proportion.
(iii) Openings above the 1st floor along principal or secondary street frontage will not exceed 50% of the total building wall area, with each façade being calculated independently.

(iv) Where identified on the Regulating Plan (defined in the Regulations) the facades for retail uses fronting along the principal street will be detailed as storefronts and glazed with clear glass no less than 70% of the area between 3' and 7' of the 1st floor along the street frontage only.

(v) Streetscreens shall be located coplanar with the building façade and built with the same materials as the façade.

(vi) Architectural elements added to a streetscreen will match the same architectural elements of the façade.

(vii) Doors and windows that operate as sliders are prohibited along all street frontage.

(viii) Flat roofs shall be enclosed by parapet walls or slope roofs. Pitched roofs shall be symmetrically sloped no less than 5:12, except that porches and attached structures (sheds) may be no less than 2:12.

(ix) Outdoor storage shall be screened from view of any principal street by a streetscreen. Outdoor storage shall be screened from view of any other street or the first floor of any adjoining property.

d. T6 Transect Zones

(i) Residential building wall materials may be combined on each façade only horizontally, with the heavier generally below the lighter.

(ii) All openings, including porches, galleries, arcades and windows, with the exception to storefronts, shall be squared or vertical in proportion.

(iii) Openings above the 1st floor along principal or secondary street frontage shall not exceed 50% of the total building wall area, with each façade being calculated independently.

(iv) Where identified on the Regulating Plan (as defined in the Regulations) the facades for retail uses fronting along the principle street shall be detailed as storefronts and glazed with clear glass no less than 70% of the area between 3' and 7' of the 1st floor along the street frontage only.

(v) Streetscreens shall be located coplanar with the building façade and built with the same materials as the façade.
(vi) Architectural elements added to a streetscreen shall match the same architectural elements of the façade.

(vii) Doors and windows that operate as sliders are prohibited along all street frontage.

(viii) Flat roofs shall be enclosed by parapet walls or slope roofs. Pitched roofs shall be symmetrically sloped no less than 5:12, except that porches and attached structures (sheds) may be no less than 2:12.

(ix) Outdoor storage shall be screened from view of any principal street by a streetscreen. Outdoor storage shall be screened from view of any other street or the first floor of any adjoining property.

e. Special District Transect Zones

(i) Building wall materials may be combined on each façade only horizontally, with the heavier generally below the lighter.

(ii) All openings, including porches, galleries, arcades and windows, with the exception to storefronts, shall be squared or vertical in proportion.

(iii) All sides of the building shall be of the same material as the primary facade.

(iv) Where identified on the Regulating Plan (as defined in the Regulations) the facades for retail uses fronting along the principal street shall be detailed as storefronts and glazed with clear glass no less than 70% of the area between 3’ and 7’ of the 1st floor along the street frontage only.

(v) Streetscreens shall be located coplanar with the building facade and built with the same materials as the facade.

(vi) Architectural elements added to a streetscreen shall match the same architectural elements of the facade.

(vii) Doors and windows that operate as sliders are prohibited along all principal or secondary street frontage.

(viii) Flat roofs shall be enclosed by parapet walls or slope roofs. Pitched roofs shall be symmetrically sloped no less than 5:12, except that porches and attached structures (sheds) may be no less than 2:12.

(ix) Outdoor storage shall be screened from view of any principal street by a streetscreen. Outdoor storage shall be screened from view of any other street or the first floor of any adjoining property.
(x) Mechanical equipment, including elevator penthouses, shall be screened from view from all streets.

(xi) Antennas or microwaves used for communication or telecommunication purpose shall be screened from view from all streets including streets that are not within the TND. Mitigated measures are taken in a way to blend antennas for telecommunication purposes with the building material or roof-top landscaping.

(xii) All buildings shall provide equal entrance features for the side of the building facing the principal street and the parking area.

FISCAL:

Cash Proffer. In addition to the above proffers, the Owner/Applicant agrees to a cash proffer in the amount of $5,500.00 per dwelling unit due at the time of building permit issuance, up to a maximum of $36,500,000 total dollars; provided, however, that such maximum shall be lowered to $25,000,000 ($36.5 million and $25 million shall be referred to as the "Maximums"), if 2,000,000 SF of commercial/service development has been achieved (but in no circumstance shall Owner/Applicant be entitled to any refund of amounts paid in excess of the maximum). Provided, however, that the Maximums set forth in this provision shall be reviewed every five (5) years following the issuance of the first building permit in connection herewith and adjusted up or down to reduce the cash proffer per residential unit amount once the revenues from the Project provide a sufficient flow of taxes and fees to pay (i) the on-going costs of services made necessary by the Project, and (ii) create adequate capital funds to construct capital improvements necessary to provide such services to the project and taking into account any special areas, service areas or districts, tax increment areas or commercial development authorities that have been created in connection with the Property, including but not limited to the Service District defined below. Necessary capital improvements shall be those improvements defined under the County's proffer policy as normally resulting from a development project unless shown by Owner/Applicant to be inapplicable.

Road Improvement Fee. In addition to the above proffers, the Owner/Applicant agrees to a cash proffer in the amount of $0.35 per square foot of industrial and commercial space at the time of building permit issuance. Such contribution shall be retained in a dedicated account and used for road improvements in the Carmel Church community.

Adjustments to Fees. The cash proffer of $5,500.00 per dwelling unit and $0.35 per square foot of industrial and commercial space shall be adjusted annually on the anniversary date of the rezoning approval based on the Consumer Price Index (CPI) for the Commonwealth of Virginia as
determined by the U.S. Department of Labor Statistics as provided in Section 15.2-2303.3 of the Code.

**Designations of Area.** Owner/Applicant supports designation of the Property and surrounding area as an "Urban Development Area" (UDA) pursuant to Virginia Code §15.2-2223.1 et seq. Owner/Applicant will not oppose such designation in the future. Notwithstanding anything to the contrary herein, nor any implication created by the Proffers presented herein, the Owner/Applicant supports the establishment of a "road impact fee service area" pursuant to Virginia Code §15.2-2317 et seq to include the Property and adjusted to give credit for Owner/Applicant's Road Improvement Fee and other Proffered expenditures for the multimodal facility, train station and parking, track expansion and transportation programs, as provided by law. Upon request by the County, the Owner/Applicant will agree to the creation of a service district (the "Service District"), which Service District shall encompass and include the entire Property, for the financing of infrastructure and/or other capital costs necessitated by the development of the Property that are not otherwise paid pursuant to these Proffers.

**Library Fee.** In order to assist in meeting the academic and intellectual needs of residents of the Property the Owner/Applicant shall contribute $50,000 to construction of a library in the same district as the Property. Such contribution shall be made within ninety days of the passage of the period of appeal of approval of this zoning matter or appeal of any court case filed in connection with such approval without appeal.

**LAND FOR COUNTY/PUBLIC USE:**

**Regional Park.** The Owner/Applicant shall dedicate eighty acres of Land Bay F adjacent to the North Anna River, except for (i) a ten acre parcel (and access thereto) for operation of the Ecotourism Center and storage of boats and large vehicles and parking for residents of the Property (ii) such portions required for operation of utility substations, pump stations or other similar facilities and (iii) a parcel not to exceed three (3) acres for yard waste composting (from the Project and the Park), to the County for operation as a public park. The Owner/Applicant shall retain an easement for access to and use of the bike and walking trails and the boat put-in/take-out site as well as the right to locate utility equipment providing service to the Property within this area and dedicate the land in connection therewith to the necessary utilities. Use of the dedicated land shall be limited to use as a public park, except that at the discretion of the County, a portion of the park not exceeding seven (7) acres, may be used as a Cultural Amenity Center.

**Library and Auxiliary Government Offices.** The Owner/Applicant shall provide the County with a lot in Land Bay A, included in the first Phase of development of the Property for the location of a library and/or an auxiliary County Government building.
The portion of the lot for the County Government building and/or library shall be not less than 75' wide and 100' deep. The building placed on such lot by the County shall be not less than two stories.

If the County determines that it would prefer to locate the County offices and library in the T6 portion of the Property then the Owner/Applicant will work with the County to identify an appropriate location for a combined facility of the County Offices and the library, but because the density of such area is significantly higher, such space shall be a portion of another building or a structure will be designed for subsequent expansion and the Owner/Applicant shall retain the air rights for such structure.

**Government Parcel.** When requested by the County (but without cost for subdivision approval) the Owner/Applicant shall provide the County with a Parcel in Land Bay H of approximately forty (40) acres. The location and configuration of such parcel shall be subject to the reasonable approval of the County and the Owner/Applicant and result in a usable parcel without cutting off or rendering unusable the balance of Land Bay H. Such parcel may be used for:

- County offices
- Library
- Community Center
- SPCA or animal rescue facility
- District waste transfer station
- An Elementary or Middle School
- Recreational facilities

Utilities and roads shall be extended to the boundary of such site at the same time Owner/Applicant extends them to other development within Land Bay H. If the County desires extension of such roads and utilities prior to that time, such extension shall be at the County’s cost and the Owner/Applicant and the County shall work together to identify a mutually acceptable location for such utilities and road. If the school building is certified as not less than LEED Gold and utilizes a façade reasonably approved by the Owner/Applicant then the Owner/Applicant will donate $15,000 toward the school’s construction.

"County offices" may include a fire station. If the County determines that it would prefer to locate an elementary school in the T6 portion of the Property then the Owner/Applicant will work with the County to identify an appropriate location for the school, but because the density of such area is significantly higher, such space may be a portion of another building or a structure will be designed for subsequent expansion and the Owner/Applicant shall retain the air rights for such structure. The parties will identify 10 acres of the Property committed to the County as the "Government Parcel" and it will be released to the Owner/Applicant in return for the T6 space.
Train Station. To the extent necessary from the Property owned by the Owner/Applicant, and not sufficiently accommodated by properties already in the railroad right-of-way, the Owner/Applicant shall provide the County with land sufficient to construct a train station and a platform on each side of the tracks or between the tracks as generally located and shown on the GLP. The Owner/Applicant shall retain the air rights for such lot and any building constructed thereon shall be designed to accommodate the use of such right.

Train Station Parking. Upon the construction of the train station proposed on the GLP, the Owner/Applicant shall provide area for the surface parking of not less than 250 automobiles for the multimodal facilities, including the train station. The Owner/Applicant shall be entitled to provide such parking through easements and may reconfigure such parking, move the parking, and/or provide it as part of structured parking, as the Owner/Applicant deems necessary for the development of the Property. Capital for improvements of such parking, as well as operations and maintenance, may be recovered through the charge of reasonable parking fees, comparable to those charged at other parking facilities serving train stations. Such parking facilities may be separated from the station by any natural area required to be preserved in the vicinity of the train station and not more than one block of other uses having commercial uses on their first floor.

Track Right-of-Way. If the Track Dedication Conditions, as defined and listed below, have been satisfied, then the Owner/Applicant shall dedicate sufficient land immediately adjacent to the existing rail right-of-way, to make up the difference between the land currently in the right-of-way and the minimum reasonably necessary to accommodate three through tracks and a fourth by-pass track on the Property to the standards described in the DRPT Amtrak Station Area Planning and Land Use Analysis for Carmel Church Station dated as of August 2008. The “Track Dedication Conditions” shall be:

(i) The Property will have been designated by all applicable Federal, State, CSX, and Amtrak authorities as a site for a train station;

(ii) Funding for constructing all necessary tracks, including the by-pass track shall be within the control of an entity that has committed to such construction;

(iii) All necessary studies, including any required environmental studies and ridership studies, shall have been completed and conclude that the use of the Property as a train station is legal and appropriate;

(iv) CSX shall have granted the right for the three overhead public road crossings, together with crossing rights for any utilities that cannot reasonably be accommodated within such crossings, in exchange
for abandonment of the current surface crossing on the Property and without cost to the Owner/Applicant, and

(v) The Owner/Applicant shall be entitled to retain from such conveyance the necessary rights to construct and dedicate the necessary fee simple or easement rights for the three public road crossings and utility crossings.

AFFORDABLE HOUSING:

Affordable Housing. Not less than five percent of the dwelling units in any Land Bay providing residential dwelling units shall be initially offered for sale or rent at a purchase price or rental such that an individual earning the median wage earned by a school teacher or sheriff's office employee in Caroline County would qualify for a mortgage for such purchase or rental with the minimum deposits or down payment required by lenders normally providing such financing in Caroline County.

To the extent exemption elements of the Regulations dealing with architectural requirements is necessary in order to meet the requirements of this section, such exemption from the County shall be provided so long as:

(i) the elements to be exempted are identified as part of the design guidelines and standards developed at the charrette;
(ii) such exemption is limited to the extent necessary to meet the requirements of this section, and
(iii) the units to which such exemptions is applicable shall be integrated with other housing so that there is not a separate "section" of affordable housing.

Owner/Applicant
Virginia Land Investments LLC

By [Signature]
State of Virginia

County of Henrico, to wit:

I, Elizabeth H. Dwight, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that Thomas P. Thompson whose name is signed to the foregoing Proffers, has acknowledged the same before me in my County and State as aforesaid.

GIVEN under my hand the 9th day of June, 2010.

/Elizabeth H. Dwight/ Notary Public

My Commission Expires: 3-31-11
<table>
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<tr>
<th>Phase</th>
<th>Land Bays</th>
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<th>Commercial/Lt Industrial SF</th>
<th>Hotel Rooms*</th>
<th>Transect (See Definitions below)</th>
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<td>T6 w/in Core; w/in LB E: T6 or T5 w/in Core; T4 (for first block beyond Core); T3</td>
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<tr>
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<td>C</td>
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<tr>
<td>6</td>
<td>B</td>
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<tr>
<td>9</td>
<td>H</td>
<td>140</td>
<td>524</td>
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<td>Totals</td>
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<td>2,663,000</td>
<td>500,000</td>
<td>1,000</td>
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</tr>
</tbody>
</table>

### NOTES AND DEFINITIONS

*Hotel rooms in Phase 3 can be postponed to a later phase. Phases 4, 5, 6 can be accelerated into a prior phase or postponed until later phases.

**T1. Natural Zone:** Consists of mostly undeveloped lands, largely maintained in untended conditions, though such areas may be subject to management plans for programs including biological restoration, proper forest management or the elimination of invasive species.

**T2. Rural Zone:** Consists of lands in open or cultivated state or sparsely settled. These include woodlands, agricultural lands, grasslands and regulated or dedicated athletic fields and golf courses.

**T3. Suburban Zone:** Consists of low density suburban residential areas, allowing home occupations as generally permitted under the ordinances of Caroline County. Planting is naturalistic with setbacks relatively deep. Blocks may be large and the roads irregular to accommodate natural conditions.

**T4. General Urban Zone:** Consists of a mixed-use but primarily residential urban fabric. It has a wide range of building types: single family, patio and townhouses. Setbacks and landscaping are variable. Streets typically define medium-sized blocks.

**T5. Urban Center Zone:** Consists of higher density mixed-use building types that accommodate retail, offices, townhouses and multifamily. T5 has a tight network of streets with wide sidewalks, regular street tree planting and buildings set close to the frontages.

**T6. Urban Core Zone:** Consists of the highest density, with the greatest variety of uses, and civic buildings of regional importance. It may have larger blocks; streets have regular street tree planting and buildings set close to the frontage.

**Special Districts:** Consists of larger structures for commercial industrial, civic or recreation uses. The uses may serve more than the development. The uses may be appropriate for development which is in close proximity to a major transportation network.
CARMEL CHURCH STATION DEVELOPMENT REGULATIONS

ARTICLE 1 Purpose and Intent.

Virginia Land Investment LLC pursuant to its own ownership and authority granted to it by Caroline 225 LLC, Caroline 40 LLC, Caroline 544 LLC, Ruther Glen Road 80 LLC and Virginia Land Holding 17 LLC, (the “Owner”) is proposing to rezone 1,059.3 +/- acres (the “Property”) from Rural Preservation (RP) and Manufacturing (M-1) to Planned Mixed Use Development (PMUD). The Owner intends to develop the Property as a transit oriented, mixed use development (the “Development”), that will include up to 8,659 residential units, 3.16 million square feet of commercial office and retail space, and light industry, 1,000 hotel rooms and a one hundred twenty acre regional riverfront park.

In order to develop the Property as requested by the Owner, and in a manner consistent with the 2030 Caroline County Comprehensive Plan (the “Plan”), and the Carmel Church Community Plan, dated January 23, 2007, the Board of Supervisors (the “Board”) has determined that substantial modifications from the County’s PUD and general regulations, as permitted by Article XI of the Caroline County Zoning Ordinance (the “Zoning Ordinance”), are necessary. These modifications, collectively entitled the “Carmel Church Development Regulations” (the “Regulations”), shall set forth the requirements for the consideration, approval, and development of the Property, to ensure that the public purpose of Caroline County Zoning Ordinance and the Caroline County Subdivision Ordinance will be satisfied to at least an equivalent degree.

ARTICLE 2 Definitions of specific terms.

2.1 Bike Station(s); Scooter Station(s). A long term storage facility for bicycles and/or scooters and which may also offer bike rental and/or repair.

2.2 Campus. An arrangement of buildings and grounds such that multiple buildings may be on a single parcel, but whether on one or multiple parcels, buildings are organized and relate to one another through their relationship with common open spaces rather than street fronts. Hospitals, colleges, research parks, government installations and corporate offices frequently use campus designs for their buildings.

2.3 Civic Buildings and Uses. A building or area that may be a common place of destination or gathering for the purpose of providing education, entertainment, fraternalism, worship, or community services to the public such as, but not limited to libraries, cultural centers, museums, center for the arts, town square, post offices, places of worship, community centers, fire stations with community rooms, and schools (public or private).

2.4 Dwelling, accessory. An ancillary dwelling with limited use as a family member apartment, guest house (for occasional visits by family or friends), or maid’s quarters. Not for rental separate from house.
(i) An accessory dwelling shall not exceed the lesser of twenty-five (25) percent of the total gross floor area (gfa) of the principal dwelling unit or 750 square feet gfa.

(ii) There shall be no more than one accessory dwelling per lot.

(iii) When an accessory building is located in the principal dwelling, the entry to the unit and its design shall be such that the appearance of the building shall remain one-family residence.

(iv) An accessory dwelling shall have the same address as the principal dwelling.

(v) This term shall not include a carriage house.

2.5 *Dwelling, carriage house.* A dwelling unit with no more than two (2) bedrooms located above a detached garage on the same lot as a principal dwelling with access by an alley or lane. Not more than 750 square feet gross floor area ("GFA"). May be rented separately from principle building only when principle building is occupied by the owner.

2.6 *Dwelling, quadruple-attached.* One of four (4) attached buildings which are used as single-family dwellings, and which are all located side by side, or with two (2) buildings side by side and two (2) buildings directly behind them. The buildings shall be located on adjoining lots, and separated from each other by a solid wall extending from the lowest floor to the roof and from any other building by space on all other sides.

2.7 *Dwelling, semi-detached.* One of two (2) attached buildings which are used as single-family dwellings and which are all located side by side on adjoining lots, and separated from each other by a solid wall extending from the lowest floor to the roof, and from any other building by space on all other sides.

2.8 *Dwelling, three-family.* A building containing three (3) dwelling units, with two (2) of the dwelling units arranged side by side and situated either above or below the third dwelling unit. If these share a common entrance, this is deemed a multi-family dwelling.

2.9 *Dwelling, triple-attached.* One of three (3) attached buildings which are used as single-family dwellings, located side by side on adjoining lots, separated from each other by a solid wall extending from the lowest floor to the roof and from any other building by space on all other sides.

2.10 *Land Bay.* The areas identified as "land bays" on the General Land Plan for the Development.

2.11 *Live-work unit.* A building containing a commercial unit and a dwelling unit and defined as a "live-work unit" in the International Building Code. The dwelling unit shall be located above the commercial unit. The occupant of the single-family unit does not have to be the owner/occupant of the commercial unit. The floor area for each type of unit, commercial or single-family, excludes any stairs or hallways used to access the unit.
2.12 **Multifamily.** A structure containing more than four dwelling units, without regard to whether such units are rented (e.g., apartments) or owned (e.g., condominiums).

2.13 **Pedestrian Shed.** An area generally encompassing a five or ten minute walking distance to a designated destination point, such as a park, transit hub, civic building, restaurant, cafe, etc. The maximum length of a pedestrian shed is a circle with a radius of one thousand three hundred and twenty (1,320) feet (the approximate distance of a leisurely five-minute walk), except that the maximum radius of a pedestrian shed on a train station based transit hub is two thousand six hundred forty (2,640) feet (the approximate distance of a ten-minute walk).

2.14 **Primary Building.** The main building on a parcel as determined by its greater size, centralized or destination location and/or enhanced architectural features as compared to other buildings on the parcel.

2.15 **Principal Pedestrian Entrance.** The main point of access for pedestrians into a building.

2.16 **Principal Street.** Where a structure fronts on two streets, the principal street is the street designed, planned, and/or constructed to handle greater projected volumes of travel. If both streets meet this requirement, then the principal street will be assigned based on the number of Principal Pedestrian Entrances facing the street along the block frontage of the building.

2.17 **Regulating Plan.** A development plan that identifies the criteria set forth in Section 3.4 for each phase, or portion thereof, of the Development.

2.18 **Riverside Park.** The regional park located in Land Bay F adjacent to the North Anna River.

2.19 **Sign, directional.** An on-premises sign designed to direct customers to an entrance, drive-through facility or parking area. The directional sign shall not exceed two and one-half (2 ½) feet in height.

2.20 **Sign, tenant.** A wall sign or directory to identify more than one (1) tenant or business located within a building in which the tenant or business does not have a direct/independent entrance to a street and its primary entrance is through the principal entrance to the building. The sign shall be located near the principal entrance to the building and along any secondary entrance from a parking area. This term shall not include a business sign.

2.21 **Street.** A vehicle throughway other than an alley or lane.

2.22 **Streetscape.** A design term that includes all of the elements which constitute the physical makeup of a street and which include, but are not limited to building frontage, street paving, street furniture, landscaping (including trees and other plantings), awnings and marquees, signs and lighting.
2.23 Streetscreens. A wall between 3.5 and 8 feet in height and constructed of material matching or complementing adjacent building façades.

2.24 Transect Zone. A specific area with its own development requirements as set forth in this Code, and including, but not limited to, density, lot size, open space, types of uses and parking requirements and which include the following designations:

(1) T1, Natural Zone

Mostly undeveloped lands, largely maintained in untended conditions, though such areas may be subject to management plans for programs including biological restoration, proper forest management or the elimination of invasive species.

(2) T2, Rural Zone

Lands in open or cultivated state or sparsely settled. These include woodlands, agricultural lands, grasslands and regulated or dedicated athletic fields and golf courses.

(3) T3, Suburban Zone

Low density suburban residential areas, with naturalistic plantings and setbacks relatively deep. Blocks may be large and the roads irregular to accommodate natural conditions.

(4) T4, General Urban Zone

Mixed-use but primarily urban residential. It has a wide range of building types, including single family and townhouses. Setbacks and landscaping are variable. Streets typically define medium-sized blocks.

(5) T5, Urban Center Zone

Higher density mixed-use building types that accommodate retail, office, townhouse and multifamily uses. Characterized by a tight network of streets with wide sidewalks, regular street tree planting and buildings set close to the frontages.

(6) T6, Urban Core Zone

The highest density, with the greatest variety of uses, and civic buildings of regional importance. Having larger blocks and streets with regular street tree plantings and buildings set close to the frontage.
(7) Special Districts

Having larger structures for commercial industrial, civic or recreation uses, and uses which may serve more than the Development. The uses may be appropriate for development which is in close proximity to a major transportation network.

2.25 *Townhouse.* Single family housing units of at least two stories connected with other units via party walls but with each unit located on a separate lot. The unit may or may not be accompanied by shared ownership of parking spaces or rights in common areas.

2.26 *VDOT.* Means the Virginia Department of Transportation.

2.27 *Village Architect.* A licensed professional qualified to review and approve design concepts and standards as they apply to the design code, proffers and design charrette created by this document.

2.28 *Vista Termination.* A location at the axial conclusion of a thoroughfare. A building identified on a Regulating Plan as being located at a Vista Termination shall be designed to complement the view along the axis though its articulation, elevation and/or location.

**ARTICLE 3 Administration.**

3.1 Except as expressly permitted herein, no use shall be initiated nor shall any building or structure be constructed, extended enlarged or used on the Property unless in conformance with these Regulations.

3.2 The Property shall be developed in substantial conformance to the Zoning Application, dated September 18, 2009 as amended, including, but not limited to the General Land Plan prepared by Bury+Partners, dated July 7, 2009, as amended (the "GLP"), and the Phasing Plan shown thereon.

3.3 No Land Bay or portion thereof shall be developed until a Regulating Plan, meeting the requirements of these Regulations has been submitted to the County. Once the Regulating Plan is deemed approved by the Director of Planning, the Regulating Plan shall be reviewed and approved by the Planning Commission.

3.4 Contents of a Regulating Plan.

Every Regulating Plan must include the following information for the area proposed for development (unless such information is otherwise being provided to the County through a Subdivision Plan simultaneously submitted to the County in connection with development of such area):

(1) Identified location and layout of all transect zones, including the boundaries lines thereof;
(2) The anticipated area of all Pedestrian Sheds and confirmation that each
dwelling component is in at least one Pedestrian Shed;

(3) The proposed traffic circulation pattern, including but not limited to all
Primary Streets;

(4) Identification of all Open Park Spaces;

(5) Identification of any Vista Terminations, including the Civic Building and
Uses, or other uses proposed at the end of the thoroughfare;

(6) A landscape plan that meets the criteria set forth in Article 11 and also
addresses the use of green roofs or green walls;

(7) Identification of criteria required by the Design Code as set forth in Article
13;

(8) Identification of building functions and uses, applicable build-to-lines and
allowed encroachments and the landscape elements of the subject portion
of the Development.

(9) A plan or report indicating the extent, timing and estimated cost of all on-
site and off-site improvements including but not limited to, roads, water,
sewer, sanitary sewer, and drainage facilities necessary to construct the
proposed development;

(10) A traffic impact analysis.

3.5 In reviewing and deciding whether to approve a Regulating Plan, the Planning
Commission may consider whether the Regulating Plan alone, or together with the
Subdivision Plan, meets the following criteria:

(1) Whether the Regulating Plan meets the purpose(s) and goals of the
Comprehensive Plan and the Community Plan as dated at the date of filing
the application for this zoning.

(2) Whether the Regulating Plan satisfies the public purposes of the Caroline
County Zoning Ordinance and the Caroline County Subdivision Ordinance
to at least an equivalent degree.

(3) Whether the proposed development is compact, pedestrian-oriented and of
a mixed-use.

(4) Whether ordinary activities of daily living will occur within walking
distance of most dwellings.
(5) Whether the network of thoroughfares shown on the plan are interconnectively designed to disperse and reduce the length of automobile trips.

(6) Whether there are a range of housing types and price levels to accommodate diverse ages and incomes.

(7) Whether appropriate building densities and land uses are provided within walking distance of public transit stops.

(8) Whether civic, institutional, and/or commercial activities are embedded in a village core and not isolated in remote single-use complexes.

(9) When a school is part of the development, whether the school is sized and located to enable children to walk or bicycle to and from the school.

(10) Whether there are a range of open spaces including parks, squares, and playgrounds distributed within the development, and whether appropriate measures exist to protect such spaces in perpetuity.

(11) Whether buildings and landscaping contributes to the physical definition of the thoroughfares as civic places.

(12) Whether the architecture and landscape design are in character with the local climate, topography, history and building practice.

(13) Whether buildings are energy efficient.

(14) Whether civic buildings and public gathering places are provided in locations that reinforce community identity.

(15) Whether civic buildings and uses are distinctive and appropriate for their role.

(16) The relationship and transition between the development proposed by the Regulating Plan and adjacent development(s) and properties.

3.6 After a Regulating Plan has been approved by the Planning Commission, no development or subdivision of any area included in a Regulating Plan may occur until a Site Plan (meeting the criteria of Article XV, Section 14 of the Zoning Ordinance), or a Subdivision Plat (meeting Section 4 of the Subdivision Ordinance) has been approved for such area by the Planning Commission or Planning Department as required by ordinance.

3.7 Notwithstanding any other provision of Article XV, Section 14 of the Zoning Ordinance, two permitted extensions of time allowed under Section 5(e), of Division 1, Article XI of the Zoning Ordinance are hereby granted such that the first site plan for the Property shall be submitted within three (3) years after the date of the zoning approval of the Property pursuant to Zoning Application #_______.

7
ARTICLE 4 Uses and Development Criteria.

4.1 Uses Generally

The uses authorized in the Development and their location are set forth in Appendix A. Should additional by-right or conditional uses be added to the PMU District [Section Article XI, Division 3] of the Zoning Ordinance, such uses shall be permitted as authorized and located in Table 4.1, subject to these Regulations, and other applicable laws.

Table 4.1

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<th>PMU Use Categories</th>
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<tr>
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<td>A and D</td>
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<tr>
<td>By Right PMU Commercial/Service</td>
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</tr>
<tr>
<td>PMU Residential Conditional</td>
<td>Yes</td>
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<tr>
<td>PMU Commercial/Service Conditional</td>
<td>Yes</td>
</tr>
<tr>
<td>By Right Planned Shopping Center</td>
<td>Yes</td>
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<tr>
<td>By Right Planned Industrial Park</td>
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</tr>
<tr>
<td>Planned Industrial Park Conditional</td>
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</table>

4.2 Transect Zones

Each Land Bay shall be developed utilizing Transect Zones. Each Land Bay shall have the following transect designations, arrayed generally as indicated on the GLP, however final transect designation for any Land Bay or portion thereof shall be shown on the Regulating Plan:

(1) Land Bay A and D

(a) Generally T5, however up to 49% of the net developable area may be T4, except that single family detached dwellings shall not be permitted.
(b) At such time as the building permit is issued for the construction of the Train Station shown on the GLP (the "Train Station") is issued, those portions of Land Bay A and Land Bay D within one half mile of the Train Station indicated as the TOD core on the GLP may be designated and developed as T6.

(2) **Land Bay B and C**

(a) T5 except that the following uses shall not be permitted:

i. single family detached dwellings

ii. cemeteries

iii. electric and natural gas/propane substations

iv. manufacture, processing, and fabrication of products, machinery or components

v. contractor's equipment storage yard

vi. airports

vii. truck terminals (other than bus or other public conveyance)

(b) At such time as the building permit for the construction of the Train Station is issued, then all of Land Bay B and C shall be re-designated and developed as T6, and densities from Land Bay A and D may be transferred into this area, resulting in an equivalent density reduction in the initiating Land Bay (A and/or D).

(3) **Land Bay E**

(a) T3, except that the following uses shall not be permitted:

i. cemeteries (except as accessory uses)

ii. electric and natural gas/propane substations

iii. manufacture, processing, and fabrication of products, machinery or components

iv. contractor's equipment storage yard

v. airports

vi. truck terminals (other than bus or other public conveyance)
(b) The following uses may only occur within one-half mile of the area designated for the proposed Train Station:

(i) bed and breakfast
(ii) churches and other places of worship
(iii) cemeteries (as accessory uses to churches and other places of worship)
(iv) family apartments
(v) efficiency apartments
(vi) colleges and universities
(vii) assisted living facility (adult)

(c) Property within one block of the boundary of Land Bays C and D may be designated as T4.

(d) At such time as the building permit for the construction of the Train Station is issued, those portions of Land Bay E within one half mile of the Train Station may be designated T6 or T5, and densities from Land Bay A and/or D may be transferred into this area, resulting in an equivalent density reduction in the initiating Land Bay (A and/or D).

(4) **Land Bay F**

(a) Outside of the area designated as Riverside Park on the GLP ("Riverside Park"), the same uses allowed in Land Bay E, are allowed subject to the same limitations.

(b) Within Riverside Park, only the following T1 uses shall be permitted:

(i) utility services including, without limitation pump stations, electric and natural gas/propane substations;
(ii) recycling and yard waste management facilities;
(iii) public parks with recreational facilities including without limitation, bike trails, hiking trails, playgrounds, boating facilities, an amphitheater and similar public recreational elements;
(iv) buildings, structures and educational facilities related to historical, natural history and archaeological elements of the region's history;
(v) storage facilities for boats, recreational vehicles, travel
trailers and similar large-scale items, and
(vi) a single facility, not exceeding 10,000 SF, which may
include a restaurant, a retail store (including food) and/or a
convenience store, without gasoline pumps.

(5) **Land Bay G**

Special District with all uses permitted as shown on Appendix A.

(6) **Land Bay H**

(a) T3 except that the following uses shall not be permitted:

(i) cemeteries

(ii) colleges and universities

(iii) temporary construction yards and recycling facilities

(iv) all Commercial/Service Uses (Tables C&E) except (1)
restaurants, (2) retail stores, including food, and (3) convenience stores,
without gasoline pumps, shall be permitted.

(b) T2 for preserved open spaces

(c) Multifamily units over or within the same structures
as Commercial Retail/Office uses are permitted.

4.3 **Transect and Use Specific Regulations**

The following regulations shall apply to all specific transects and uses as identified in
Table 4.1 and shown in Appendix A. In addition, as part of the development of the
Design Code, as set forth in Article 12 of these regulations, the County may impose
additional conditions on any use if, at the time of the approval of this rezoning
request, the use was a conditional use under Article XI (Planned Unit Developments)
of the Caroline County Zoning Ordinance.

**Table 4.3 Additional Restrictions and Limitations for Specific Uses.**

<table>
<thead>
<tr>
<th>Transect Zone/Use</th>
<th><strong>T3</strong></th>
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<th><strong>T5, T6, SD-C</strong></th>
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<td>Residential per Appendix Table</td>
<td>Accessory dwelling must be under the same ownership as principal and not</td>
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</tr>
<tr>
<td>(A)</td>
<td>exceed 750 square feet.</td>
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<tr>
<td>Transect Zone/Use</td>
<td>T3</td>
<td>T4</td>
<td>T5, T6, SD-C</td>
</tr>
<tr>
<td>-----------------------------------------</td>
<td>--------------------------------------------------------------------</td>
<td>--------------------------------------------------------------------</td>
<td>--------------------------------------------------</td>
</tr>
<tr>
<td>Lodging per Appendix Table (B)</td>
<td>1. Food service permitted only from 6:30a.m. to 11:00a.m.</td>
<td>1. Food service permitted from 7:00a.m. to 10:00p.m. only. Lodging for greater than 12 rooms prohibited.</td>
<td>No restrictions on food service</td>
</tr>
<tr>
<td></td>
<td>2. Additional parking required for dwelling (one per unit)</td>
<td>2. Additional parking required for dwelling (one per unit)</td>
<td></td>
</tr>
<tr>
<td>Office per Appendix Table (C)</td>
<td>Additional parking required for dwelling (none required for live-work unit if parking available on street otherwise one per outside employee) (home occupations-as required under the Zoning Code)</td>
<td>Additional parking required for dwelling (none required for live-work unit if parking available on street otherwise one per outside employee) (home occupations-as required under the Zoning Code)</td>
<td></td>
</tr>
<tr>
<td>Commercial/Industrial Uses per Appendix Table (E)</td>
<td>1. The building area available for Retail Use is restricted to one (1) corner location at the first story for each 300 dwelling units.</td>
<td>1. The building area available for Retail Use is limited to corner locations, and not more than one (1) per block.</td>
<td>2. Restaurants are restricted to no more than 40 seats.</td>
</tr>
<tr>
<td></td>
<td>2. Restaurants are restricted to no more than 20 seats.</td>
<td>2. Restaurants are restricted to no more than 40 seats.</td>
<td></td>
</tr>
</tbody>
</table>

**ARTICLE 5  General Requirements.**

5.1 *Specific requirements for all Transect Zones*

(a) The requirements of this Article shall apply to development within all Transect Zones, except as otherwise set forth herein. Modification or deviation from these requirements may be approved as part of the approval of a proposed Regulating Plan so long as such modification is consistent with the criteria set forth in Section 3.5 and the Comprehensive Plan.

(b) Except in Special District Transect Zones and where campus and/or multifamily uses with approved street orientation are allowed, no more
than one (1) principal building and one (1) accessory building or carriage	house shall be permitted per lot.

(c) All lots shall front on a new or existing, state maintained street, except that
lots may front on a shared common area provided they are served by an
alley or lane.

(d) Setbacks from alleys and lanes shall be measured from the edge of the
easement and not the centerline.

(e) Street and parking lot lights shall be designed so as not to glare into any
second floor residential use(s). All lighting shall be shielded or downward
directed to preserve the night sky.

(f) Outdoor storage shall be screened from view of any public street and/or
the ground level of adjoining properties.

5.2 Encroachments and projections in all Transect Zones

(a) Encroachments may be approved as part of the Regulating Plan. The
following encroachments shall be permitted unless otherwise disapproved
during the Regulating Plan or Site Plan approval process.

(i) Awnings and flags (above 8”) may encroach the public
sidewalk, provided the sidewalk is not within the right-of-way.
(ii) Stoops may encroach 100% of the depth of the setback.
(iii) Open porches and awnings may encroach up to 50% of the
depth of the setback.
(iv) Balconies and bay windows may encroach up to 25% of the
depth of the setback.

5.3 Additional regulations for T-3 Transect Zones

(a) Signs shall not be lit or illuminated.

(b) Average lighting levels for street lights measured at the building frontage
shall not exceed 1.0 fc (foot-candles).

(c) All Primary Buildings shall have their Principal Pedestrian Entrance along
the street or common area upon which they front.

5.4 Additional regulations for T-4 Transect Zones

(a) All Primary Buildings shall have their Principal Pedestrian Entrance along
the street or common area upon which they front.

(b) Average lighting levels for street lights measured at the building frontage
shall not exceed 2.0 fc (foot-candles).
5.5 Additional regulations for T-5 Transect Zones

(a) All Primary Buildings shall have their Principal Pedestrian Entrance along the street or common area upon which they front. For a corner lot, the Principal Pedestrian Entrance shall be along the Principal Street or diagonal to the corner itself.

(b) Facades shall be built parallel to the Principal Street frontage line along a minimum of 70% of its length of the lot. A streetscreen shall be built along the remainder of the length of the lot. Such façade and streetscreen may be interrupted by courtyards, porticos, plazas and parking entrances or similar features, provided that these are integrated into the streetscape to preserve the street wall while allowing useful and/or attractive public or semipublic space.

(c) All parking areas, including parking garages, shall have pedestrian access to the Principal Street except that parking garages set below the average grade of the Principal Street shall be accessed through the building containing the garage.

(d) Average lighting levels measured at the building frontage shall not exceed 5.0 fc (foot-candles).

5.6 Additional regulations for T-6 Transect Zones

(a) All Principal Buildings shall have pedestrian access to a street or common area. For a corner lot, the pedestrian access shall be along the Principal Street or diagonal to the corner.

(b) The façade for all buildings shall be built parallel to the Principal Street frontage line along a minimum of 80% of its length of the lot. The remainder of the length shall be a streetscreen. Such façade and streetscreen may be interrupted by courtyards, porticos, plazas and parking entrances or similar features, provided that these are integrated into the streetscape to preserve the street wall while allowing useful and/or attractive public or semipublic space.

(c) All parking areas, including parking garages, shall have pedestrian access to the Principal Street except that parking garages set below the average grade of the Principal Street shall be accessed through the building containing the garage.

(d) Average lighting levels measured at the building, frontage shall not exceed 5.0 fc (foot-candles).
5.7 Additional regulations for Special District Transect Zones

(a) All Principal Buildings and parking structures shall have pedestrian access to the street(s) or common areas.

(b) Pedestrian street access for all underground parking areas shall be through the building containing the underground parking area.

(c) Parking areas shall be screened from the Principal Street by a building, streetscreen, or evergreen hedge.

(d) All parking areas, including parking garages, shall have pedestrian access to the Principal Street except that parking garages set below the average grade of the Principal Street shall be accessed through the building containing the garage.

(e) Mechanical equipment, including but not limited to elevator penthouses, shall be screened from view from all public streets.

(f) Antennas or microwaves used for communication or telecommunication purposes shall be screened from view from all streets including streets.

(g) All buildings shall have entrance features for the side of the building equal to those facing the Principal Street and the parking area.

(h) Average lighting levels measured at the building frontage shall not exceed 5.0 fc (foot-candles)

ARTICLE 6 Parking and Loading Requirements.

6.1 Specific requirements for all Transect Zones

(a) All parallel parking spaces shall count towards the required number of parking spaces for adjoining propert(ies).

(b) The required parking for all uses within the Transect Zone shall be provided within the specific Transect Zone within 150 feet for a residential use and 500 feet for a non-residential use, or as specifically approved as part of the Site Plan.

(c) A garage, parking court or carport accessory to a residential dwelling may be counted towards the required parking space, however, any portion of a driveway extending past the forward plane of a residence shall not count towards the required number of parking spaces even if the area of the driveway is adequate for a parking space.

(d) Other than parallel parking spaces, all parking spaces shall be accessed by an alley, lane or a street that is not considered a Principal Street.
(e) Parking lots and loading and service areas (not located on the street) shall be screened from Principal Streets by buildings and/or streetscreens.

(f) Loading and service areas shall be connected to parking areas and shall not have direct access from the Principal Streets of the Development; provided that to the extent otherwise permitted by VDOT, temporary and/or permanent loading zones may be established along such streets.

(g) Parking regulations for all Transect Zones

The uses within all transect zones shall comply with the required number of parking spaces as listed in Table 6.2. If a use is not specified in the table, the use nearest approximating such use shall be utilized.

**Table 6.2 Parking requirements per use and transect zones**

<table>
<thead>
<tr>
<th>Parking Required/Uses</th>
<th>T1, T2, T3</th>
<th>T4</th>
<th>T5, T6, Special District</th>
</tr>
</thead>
<tbody>
<tr>
<td>Residential per Appendix Table (A)</td>
<td>2.0 spaces per unit</td>
<td>1.5 spaces per unit</td>
<td>1.0 spaces per unit</td>
</tr>
<tr>
<td>Lodging per Appendix Table (B)</td>
<td>1.0 per room</td>
<td>1.0 per room</td>
<td>1.0 per room</td>
</tr>
<tr>
<td>Retail/Eating Establishment per Appendix Table (E)</td>
<td>4.0/1000 square feet</td>
<td>4.0/1000 square feet</td>
<td>3.0/1000 square feet</td>
</tr>
<tr>
<td>Institutional per Appendix Table (D)</td>
<td>*</td>
<td>*</td>
<td>*</td>
</tr>
<tr>
<td>Office per Appendix Table (C)</td>
<td>3.0/1000 square feet</td>
<td>3.0/1000 square feet</td>
<td>2.0/1000 square feet</td>
</tr>
<tr>
<td>Cultural/Entertainment per Appendix Table (F)</td>
<td>*</td>
<td>*</td>
<td>*</td>
</tr>
<tr>
<td>Agricultural per Appendix Table (G)</td>
<td>None</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Public/Civic per Appendix Table (H)</td>
<td>*</td>
<td>*</td>
<td>*</td>
</tr>
</tbody>
</table>

* As required pursuant to the Caroline County Zoning Ordinance or specifically reduced as part of the Site Plan approval of any Phase taking into account all relevant factors including, without limitation the availability of transit options, applicable Transportation Demand Management measures in place, applicable demand statistics from the most current edition of the Institute of Traffic Engineers’ Parking Generation manual, the source of attendees and whether they would be within walking distance, other public parking available in the vicinity, shared parking, available street parking and such other reasonable factors, with the goals of minimizing excess.
on-site parking and maximizing non-automobile transportation use but providing parking adequate to support the use without unreasonable burden on surrounding neighborhoods.

6.2 Shared parking for specified uses in all Transect Zones

(a) Only the uses listed in Table 6.3 may apply to the shared parking tabulations.

(b) To determine the total number of spaces to be shared by two (2) categories, add the maximum number for each use and multiply the number by the factor then subtract that difference from the total. **Example:** An office complex and a retail store share a parking lot. The Office use requires 60 spaces and the Retail use requires 40 spaces if they were separate under Table 6.2, total spaces required for both uses is 100; multiply by 1.2 = 120; a difference of 20, therefore, subtract 20 from the original required parking of 100; number of spaces now required for the combined uses is 80. This reflects a 20% sharing factor for these two uses.

(c) When more than two (2) categories in Table 6.3 are to share parking, add the maximum number for each use and multiply the number by the smallest factor then subtract the difference from the total. **Example:** The multiple categories are Residential, Retail, and Cultural. Assume that when you use Table 6.2 for each of these uses individually it shows that you would need 500 spaces. When you look at Table 6.3, the smallest sharing factor is 1.1 (meaning that the least sharing factor when you look at Residential/Retail, (1.2), Retail/Cultural (1.4) and Residential/Cultural (1.1) is the 1.1 or 10%). So the applicable equation is: 500 x 1.1 = 550; 550-500=50; 500-50 = 450 spaces for the lot that supports all three uses.

Table 6.3 Shared Parking Factor

<table>
<thead>
<tr>
<th>Use with Use/Factor of reduction</th>
<th>Residential per Appendix Table (A)</th>
<th>Lodging per Appendix Table (B)</th>
<th>Office per Appendix Table (C)</th>
<th>Retail per Appendix Table (E)</th>
<th>Cultural/Entertainment, Institutional or Public/Civic per Appendix Tables (D), (F), (G), (H)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Residential per Appendix Table (A)</td>
<td>1</td>
<td>1.1</td>
<td>1.4</td>
<td>1.2</td>
<td>1.1</td>
</tr>
<tr>
<td>Lodging per Appendix Table (B)</td>
<td>1.1</td>
<td>1</td>
<td>1.7</td>
<td>1.3</td>
<td>1.5</td>
</tr>
<tr>
<td>Use with Use/Factor of reduction</td>
<td>Residential per Appendix Table (A)</td>
<td>Lodging per Appendix Table (B)</td>
<td>Office per Appendix Table (C)</td>
<td>Retail per Appendix Table (E)</td>
<td>Cultural/Entertainment, Institutional or Public/Civic per Appendix Tables (D), (F), (G), (H)</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>------------------------------------</td>
<td>-------------------------------</td>
<td>-------------------------------</td>
<td>-------------------------------</td>
<td>-------------------------------------------------</td>
</tr>
<tr>
<td>Appendix Table (B)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Office per Appendix Table (C)</td>
<td>1.4</td>
<td>1.7</td>
<td>1.2</td>
<td>1.4</td>
<td></td>
</tr>
<tr>
<td>Retail per Appendix Table (E)</td>
<td>1.2</td>
<td>1.3</td>
<td>1.2</td>
<td>1.0</td>
<td></td>
</tr>
<tr>
<td>Cultural/entertainment, Institutional or Public/Civic per Appendix Tables (D), (F), (G), (H)</td>
<td>1.1</td>
<td>1.5</td>
<td>1.4</td>
<td>1.4</td>
<td>1</td>
</tr>
</tbody>
</table>

6.3 Parking and storage facilities for bicycles and scooters for all Transect Zones

(a) Facilities for the parking and/or storage of bicycles and scooters shall be provided for all uses listed in Table 6.4.

(b) Parking facilities for bikes and scooters must be covered, lit, and visible from public ways or parking areas, but without impeding pedestrian or motor vehicle circulation.

(c) Bicycle racks must support entire bikes (not just one wheel) and enable the user to lock the frame and wheels of the bike with a cable or “U-shaped” lock.

(d) Bike racks shall be installed on sidewalks having five (5) or more feet of clear sidewalk space between the rack and the adjacent roadway.

(e) Bike racks shall be secured so as to prevent the theft thereof.

(f) Bike racks may not be closer than four (4) feet from any fire hydrant, curb ramp, and/or building entrance.

(g) Bike racks shall be distributed along a block and not clustered in one location (i.e., four or five racks distributed along the block rather than a group of four or five racks mid-block in one location).

(h) Bike racks shall be located in areas of high pedestrian activity.
(i) Bike racks shall be located on the same parcel as a proposed use unless otherwise approved as part of the Site Plan review process and provided the racks remain within 500 feet of the proposed use.

(j) Bike Stations and/or Scooter Stations shall be centrally-located near transit stations and lockers. Such facilities shall typically contain the following:

i. Individual lockers for at least half of the bicycles or scooters, and

ii. Enclosed racks in a secure room, or racks are in an area that is monitored by security cameras or guards (within 100 feet) and visible to employees.

(k) Scooter storage, in lieu of a portion of required bicycle storage or in addition thereto, may be approved with the Site Plan approved for any Phase.

Table 6.4 shall determine the number of slots for bicycle parking required per the type of use listed. If a use is not listed, it shall not require a slot for a bicycle or scooter. No more than one half of the slots can be for scooters unless specifically approved as part of the Site Plan approval.

Table 6.4 Parking for Bicycles or Scooter

<table>
<thead>
<tr>
<th>Use</th>
<th># of slots required for parking bicycles or scooters</th>
</tr>
</thead>
<tbody>
<tr>
<td>Multifamily units</td>
<td>1 / 10 units</td>
</tr>
<tr>
<td>Lodging per Appendix Table (B)</td>
<td>1 / 10 rooms</td>
</tr>
<tr>
<td>Office per Appendix Table (C)</td>
<td>1 / 6,000 square feet of office space within one side of a street on a block</td>
</tr>
<tr>
<td>Retail/Eating establishment per Appendix Table (E)</td>
<td>1 / 2,000 square feet of retail/eating establishments within one side of a street on a block</td>
</tr>
<tr>
<td>Schools – all types</td>
<td>1 / 100 students</td>
</tr>
<tr>
<td>Library</td>
<td>1 / 1,500 square feet</td>
</tr>
<tr>
<td>Community Building, museum, cultural center</td>
<td>1 / 2,500 square feet</td>
</tr>
<tr>
<td>Center for performing arts, auditorium, outdoor pavilion and other public assembly uses</td>
<td>1 / 100 seats</td>
</tr>
<tr>
<td>Bus depot, terminal</td>
<td>10</td>
</tr>
<tr>
<td>Use</td>
<td># of slots required for parking bicycles or scooters</td>
</tr>
<tr>
<td>-------------------------------</td>
<td>----------------------------------------------------</td>
</tr>
<tr>
<td>Commuter rail/train station</td>
<td>1 / 10 parking spaces required by VRE or Amtrak, minimum of 20</td>
</tr>
<tr>
<td>Park</td>
<td>1 / 20 required parking space, minimum of 3 per half acre up to a maximum of 12 if no parking spaces required.</td>
</tr>
</tbody>
</table>

**ARTICLE 7  Open Space Requirements.**

7.1 *Open space* shall be required as set forth in Table 5.11.

7.2 Each Pedestrian Shed shall contain not less than 5% of its gross land areas as Open or Park Spaces.

**Table 5.11 Open Space**

<table>
<thead>
<tr>
<th>Type of Open Space</th>
<th>Transect Zones</th>
<th>Description, Restrictions or Limitations</th>
</tr>
</thead>
<tbody>
<tr>
<td>Park</td>
<td>T1, T2, &amp; T3</td>
<td>Natural preserves available for unstructured recreation (not requiring formal fields or formal teams) and which includes a landscape of paths, trails, meadows, water bodies, woodlands and open shelters.</td>
</tr>
<tr>
<td>Open Space</td>
<td>T1, T2, T3, T4, T5, T6, &amp; Special District</td>
<td>Generally unimproved or restored natural areas serving significant environmental functions (such as habitat or wetlands) or landscaped buffer and edge areas. Bike and/or hiking trails are permitted.</td>
</tr>
<tr>
<td>Square</td>
<td>T4, T5, &amp; T6</td>
<td>Areas spatially defined by surrounding building frontages with a landscape consisting of paths, lawns, shrubs, flowers and trees, generally more formal and available for unconstructed recreation and civic purposes.</td>
</tr>
<tr>
<td>Plaza</td>
<td>T5 &amp; T6</td>
<td>Areas spatially defined by surrounding building frontages with a landscape consisting of primarily of pavement and optional planters for trees, shrubs and flowers. Uses permitted in area include civic and commercial activities such as farmers market.</td>
</tr>
<tr>
<td>Playground/tot-lot</td>
<td>T3, T4, T5, &amp; T6</td>
<td>Fenced areas designed and equipped for recreation of children. May be included with park or greens or as stand alone areas.</td>
</tr>
<tr>
<td>Green</td>
<td>T3, T4, &amp; T5</td>
<td>Areas spatially defined by their landscape of</td>
</tr>
<tr>
<td>Type of Open Space</td>
<td>Transect Zones</td>
<td>Description, Restrictions or Limitations</td>
</tr>
<tr>
<td>-------------------</td>
<td>----------------</td>
<td>------------------------------------------</td>
</tr>
<tr>
<td></td>
<td>T1, T2, T3, T4, T5, T6 &amp; Special District</td>
<td>areas improved for outdoor recreational activities.</td>
</tr>
<tr>
<td>Recreational</td>
<td></td>
<td>trees, shrubs, flowers and lawn available for unstructured recreation.</td>
</tr>
</tbody>
</table>

**ARTICLE 8 Lot Area and Dimensional Requirements.**

8.1 *Lot Area and Dimensional Requirements for Specific Transect Zones*

(1) Lots within each Transect Zone shall comply with the following tables, except that a minor modification or deviation from a specific regulation may be approved by the Director of Planning as part of the Site Plan review process, should the Director find that the modification or deviations meet or exceed the intent of the Regulations.

(2) Height Requirements.

(a) A residential story shall not exceed 10 feet, floor to ceiling.

(b) A commercial/service story shall not exceed 20 ft., floor to ceiling on the first floor and 10 ft. thereafter.

(c) A commercial/service or residential atrium may combine floor heights but will be counted as multiple floors.

(d) English basements that are less than 50% above the ground level and attics (unoccupied) shall not count as floors.

(e) Industrial and Civic Buildings are subject only to maximum height limitations.

**Table 8.1(A) Lot Occupancy** This table may require min. & max. Square foot areas, not just lot widths.

<table>
<thead>
<tr>
<th>Transect Zones</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>SD-C</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lot Width min/max.</td>
<td>50/none</td>
<td>N/A</td>
<td>60/120</td>
<td>18/120</td>
<td>18/180</td>
<td>18/360</td>
<td>18/none</td>
</tr>
<tr>
<td>Max Lot Coverage</td>
<td>60%</td>
<td>N/A</td>
<td>60%</td>
<td>70%</td>
<td>80%</td>
<td>100%</td>
<td>100%</td>
</tr>
</tbody>
</table>

**Table 8.1(B) Setbacks, main buildings [these are critical and standard to TOD/TND]**

<table>
<thead>
<tr>
<th>Transect Zones</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>SD-C</th>
</tr>
</thead>
<tbody>
<tr>
<td>Front – min./max.</td>
<td>50/none</td>
<td>N/A</td>
<td>15/30</td>
<td>6 min./20 max</td>
<td>0 min./20 max</td>
<td>0 min./20 max</td>
<td>0 min./none</td>
</tr>
<tr>
<td>Side – min./max.</td>
<td>10% of lot width/none</td>
<td>N/A</td>
<td>5/none</td>
<td>* 0 min/none</td>
<td>* 0 min/24 max</td>
<td>* 0 min/24 max</td>
<td>* 0 min/none</td>
</tr>
<tr>
<td>Rear – min.</td>
<td>10% of lot</td>
<td>N/A</td>
<td>Either 5%</td>
<td>Either 5% or</td>
<td>Either 5%</td>
<td>Either 5%</td>
<td>Either 5%</td>
</tr>
</tbody>
</table>
**Table 8.1(C) Setbacks, accessories buildings**

<table>
<thead>
<tr>
<th>Transect Zones</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>SD-C</th>
</tr>
</thead>
<tbody>
<tr>
<td>Front</td>
<td>20 + main bldg.</td>
<td>N/A</td>
<td>20 + main bldg.</td>
<td>20 + main bldg.</td>
<td>20 + main bldg.</td>
<td>20 + main bldg.</td>
<td>N/A</td>
</tr>
<tr>
<td>Side</td>
<td>10</td>
<td>N/A</td>
<td>5</td>
<td>*0</td>
<td>*0</td>
<td>*0</td>
<td>N/A</td>
</tr>
<tr>
<td>Rear</td>
<td>10</td>
<td>N/A</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>5</td>
<td>N/A</td>
</tr>
</tbody>
</table>

* With appropriate provisions for maintenance, repair and reconstruction access.

**Table 8.1(D) Heights / Number of Stories**

<table>
<thead>
<tr>
<th>Transect Zones</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>SD-C</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maximum Height</td>
<td>None</td>
<td>N/A</td>
<td>None</td>
<td>None</td>
<td>None</td>
<td>140</td>
<td>140</td>
</tr>
<tr>
<td># of stories – min/max.</td>
<td>None/None</td>
<td>N/A</td>
<td>None/3 max</td>
<td>2 min /4 max</td>
<td>2* min /5 max</td>
<td>2* min /8 max</td>
<td>1 min /8 max</td>
</tr>
</tbody>
</table>

* 4 story-minimum in Land Bays 2 and 3A

**Table 8.1(E) Building Height to Street Ratio**

The building height ratio is the distance between the right-of-way line at the opposite side of the street from the building to the front edge of the building (width) and the distance from the right-of-way line at the opposite side of the street from the building to the top of the building (height). The building may terrace back each story provided the ratio is maintained.

<table>
<thead>
<tr>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>SD-C</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>N/A</td>
<td>3 (height): 2 (width) ratio</td>
</tr>
</tbody>
</table>

**ARTICLE 9 Signs.**

9.1 *Types of Signs Permitted in TOD*

1. Each building side shall be treated as independent areas for calculation of maximum permitted signage areas:

2. For buildings taller than four (4) stories, the building’s principal user’s sign may have letter or logo heights up to four (4) feet.

3. One blade sign for each business not to exceed five (5) square feet, may be attached perpendicular to the building façade. There must be at least eight (8) feet of clearance between the bottom of the blade sign and
the sidewalk. The sign may not project more than forty-two (42) inches from the wall.

ARTICLE 10 Streets.

10.1 Streets shall be constructed to the narrowest width and tightest turning radius permitted by VDOT.

10.2 General

1. All streets, other than lanes and alleys, shall include street trees in and along their rights-of-way.

2. All residential streets shall, include street lights, at minimum, at their corners.

3. Streets through commercial areas shall provide street lights throughout the commercial areas.

4. Alleys and lanes shall have appropriate lighting, which, depending on their length, may include lighting at intersections, garage lighting, or other approaches.

5. Sidewalks along public streets may be private if maintained by a commercial or homeowner association, provided that public access is assured.

6. Street, sidewalk and pathway design shall be designed to provide for the safe movement of bicycles, motorized wheelchairs, segways, roller blades and other wheeled transport. Such design may include separate colored lanes on sidewalks for vehicles travelling at less than 15 miles per hour.

10.3 Unless otherwise required by state or local laws or regulations, each street in the Development must meet one of the categories set forth herein and must comply with all standards established for that category.

10.4 Street Categories

1. Primary Streets.

(a) Primary Streets shall be the main street(s) of the Development. They should have the highest volume of traffic within the Development and be the location of the most intense commercial activity. They must be identified as Primary Streets on the Regulatory Plan.
(b) Primary Streets shall have no more than four (4) driving lanes, but service lanes shall be permitted.

(c) Primary Streets may have a median and may function as a boulevard or as a pair of couplets (i.e. double one way streets).

(d) On-street parallel parking shall be permitted on Primary Streets.

(e) Access to courtyards, porticos, parking lots and parking decks may be from Primary Streets, but not to individual lots unless where not accessible from an alley or lane.

(f) Sidewalks along Primary Streets are required.

(g) Round-a-bouts, stop signs or traffic lights may be required when two Primary Streets intersect.

(h) Pedestrian crossings across Primary Streets shall be indentified by brick, stamped-painted asphalt, or similar materials, and shall be slightly raised from street grade. Bulb-outs may be used as a change in materials on corners.

(2) Village Streets.

(a) Village streets are intended to provide vehicular access to parking and loading areas for a majority of the commercial and large residential uses.

(b) Direct vehicle access to single family attached units is permitted.

(c) Direct vehicle access to individual lots is restricted if access from an alley or lane is available but access to parking lots, decks, porticos, and courtyards permitted.

(d) Access to alleys and lanes to serve all uses is permitted.

(e) Village streets may have no more than two (2) travel lanes.

(f) A median may be used to restrict access to a village street when near the intersection to a principle street.

(g) Center left lanes are not required but may be necessary when access is near the intersection to a principle street to prevent stacking problems.

(h) Parallel parking is permitted.

(i) On-street angled parking is permitted except when prohibited by VDOT or when determined to be inappropriate by the County.

(j) Sidewalks are required.
(k) Round-a-bout or stop signs may be required when intersecting with another village or neighborhood street.

(l) Pedestrian crossing shall be identified by using brick, stamped-painted asphalt or similar material and slightly raised from the grade of the street. Bulb-outs may be used as well as a change in materials on corners.

(3) Neighborhood Streets.

(a) Neighborhood streets are designed to serve small scale multifamily, residential attached and detached units, civic open spaces, and corner commercial areas. These streets are intended to be narrow, quiet and designed for low vehicle speeds.

(b) Neighborhood streets shall have no more than two (2) travel lanes, and may be one-way streets.

(c) Median and center left turn lanes shall be prohibited.

(d) Access to alleys and lanes shall be permitted from neighborhood streets.

(e) Direct vehicle access to all lots is permitted where not available from alleys or lanes.

(f) On-street parallel parking is permitted.

(g) Sidewalks are required.

(h) Round-a-bouts or stop signs may be required when intersecting with another neighborhood street.

(i) Traffic calming devices may be required depending on length of block.

(j) Maximum speed limit shall be 25 mph unless VDOT requires a lower maximum speed.

(4) Rural Streets.

(a) Rural streets intended to be narrow and designed to serve large single family residential lots or large tract of open space areas. They are not intended to serve high density or intensity areas.

(b) Rural streets shall have no more than two (2) travel lanes.

(c) Use of medians and center left turn lanes shall be required as determined by VDOT.

(d) Direct access for all lots is permitted.
(e) Parallel and on-street angle parking is prohibited.

(f) Rural streets may have sidewalks to access civic open space if within a pedestrian shed.

(g) Maximum speed will be determined by VDOT.

(5) **Alleys and Lanes.**

(a) Private thoroughfares. Lanes are intended to serve residential areas though they may serve corner commercial as well.

(b) Alleys are intended to serve areas with mid-block commercial uses.

(c) Lanes may have a hard surface for at least 18' if two-way with a gravel shoulder of not less than 1' on each side.

(d) Alleys are hard surfaced for their entire easement width, which shall not be less than 20' if two-way.

(e) Alley entrances shall be provided at the minimum width allowed by VDOT.

(f) Stormwater drainage for lanes and alleys may be provided in the center or along one side of the roadway.

10.5 The standards set forth herein may be modified by the Planning Commission during Regulating Plan review as minimally necessary to allow the acceptance of such streets by VDOT.

10.6 Addresses and street names for streets and travel ways in all Transect Zones,

All travel ways and/or streets which provide access to a building will be named, as approved by the Planning Department and any building or unit whose primary access will be via the travel way or street will be assigned an address number to that travel way or street. When the travel way is a secondary access for a residential use and the lot has a carriage house then the carriage house will be assigned an address to the secondary access and the principal resident will have an address of the main street it fronts on even if the secondary access principal resident's vehicle access is from the secondary access.

**ARTICLE 11 Landscaping**

11.1 Detailed landscaping plans shall be required as part of the Regulating Plan and Site Plan approval process.

11.2 Species of trees to be utilized in the Development shall be approved based on criteria including, but not limited to:
(1) a preferred use of native species

(2) limited impacts on impervious areas and utilities

(3) hardiness, environmental sensitivity, and drought tolerance (unless irrigated with reuse water)

(4) tolerance for local pests and diseases

(5) sustainability benefits. As used in this section, “sustainability benefits” means the benefits the particular landscaping element has for sustainability. These can include the reduction of energy use in adjoining buildings, the shading of streets and parking lots, the creation of habitat, the production of food for humans or animals, the stimulation of beneficial wildlife etc

11.3 Landscaping plans shall include the following minimum standards.

(a) Street trees shall be planted along every street in the Development other than alleys and lanes.

(b) Trees shall be planted evenly along the streets as shown on the Site Plan.

(c) Street trees may be located in the medians of boulevards.

(d) Extensive sod front lawns shall generally be prohibited, and landscaping with art, shrubs and flowers in the front of buildings should be utilized.

(e) No berms or barriers between uses or streets shall be permitted other than hedges, landscaping, and fences.

(f) Extensive landscaping of parking lots shall not be required when screening is provided by buildings and/or streetscreens. Tree canopy to avoid heat island contributions by parking lots and increase the beneficial use or infiltration of storm water shall be required.

(g) In residential areas, seasonal grasses instead of sod lawns shall be permitted and Regulating Plans shall outline where and how vegetables and other cultivation may occur on residential properties.

Because the street level of the core of a town center should be vibrant and the opposite of uniform shopping center signage, the Design Code will include a sign code and may allow a wide range of signage at the street level, including but not limited to sandwich boards, three dimensional signs, tasteful use of color and neon and, in-general, encouragement of creative, vibrant signage.
ARTICLE 12 Design Standards.

12.1 Pursuant to the “Carmel Church Station Proffers,” dated ____ (the “Proffers”), and proffered by the Owner in connection with the Application, and as set forth herein, the Owner shall develop a design code (the “Design Code”) to establish detailed standards and guidelines for the Development related to architecture, signage, lighting, landscaping and streets. The Design Code shall guide the implementation of those standards, and the general standards set forth in these Regulations, and is intended to ensure that the Development adheres to the transit oriented development structure and is developed in accordance with the Comprehensive Plan and the Community Plan.

12.2 In addition to the foregoing, the Design Code shall also include, at minimum, the following criteria:

(a) an outline of the procedures and contacts for approvals in connection with design and construction within the Development, and

(b) an outline of the procedures and contacts for approvals in connection with the Development’s archaeological and environmental programs;

(c) guidelines on the following: (i) appropriate siting of uses with respect to the environmental integrity of the site; (ii) proper functional relationships between uses and public spaces and alleys; (iii) scale, mass and height of buildings; (iv) architectural façade treatments; (v) landscaping; (v) signage; (vi) lighting; (vii) treatment of utility and service areas including loading and dumpster areas; (ix) parking lot design, landscaping and screening and (x) control management of construction debris for recycling and mitigation of impacts;

(d) landscape standards as part of the Design Code. The landscape standards shall provide for the number, setbacks, location and types of trees and shrubs along streets, on lots and in common areas.

12.3 The development of the Design Code will take into account adjoining uses, both existing and as contemplated by the Comprehensive Plan. The development of the Design Code will also take into account the future development and potential use of new materials and technologies.

12.4 The Design Code and the Regulating Plans shall permit the planned densification of properties under suitable safeguards. As used herein “planned densification” means the process whereby a use that matches then current market conditions is permitted in a transect or Land Bay, even through a more dense and/or different use is ultimately planned or anticipated for the area (i.e., a garden center may be an initial use in a location where eight story buildings are later to be located; a parking lot may be intended to be replaced by a high density, block with a parking deck or a two story building may be designed so that additional floors may be added later).
12.5 The Design Code shall be developed through a design charrette process. The charrette shall include the input of the Owner/Applicant, the Applicant’s Architect, builders, Caroline County Supervisors, Planning Commissioners, citizens and County staff. Once approved in accordance with these Regulations, the Design Code shall become a part of these Regulations, and shall not be amended except with approval of the Caroline County Planning Department.

12.6 The Design Code shall include provisions for the approval of modifications based on unusual hardship and/or appropriate reconciliation of site or context conditions, to the extent permitted by state law.

12.7 The Design Code shall be prepared and a copy provided to the County together with the application for the first record plat of the first Land Bay developed.

12.8 Before the sale of any lot or parcel in the Development, the Owner shall establish the position of Village Architect, controlled and funded by the Owner until such time as the position is relinquished to the control and responsibility of the property owners associations. Such position may be on a full or part-time employee or contract basis but shall be fulfilled by an individual licensed in an engineering or architectural program in the United States. The duties of such Village Architect shall include, but not be limited to:

   (a) Oversight the programs of Owner and/or the property owners association to assure compliance with the Design Code;

   (b) Assisting property owners in complying with the Design Code;

   (c) Assisting in the selection of appropriate materials for the use in common areas and public buildings;

   (d) Reviewing plans for compliance with the Design Code, initialing such plans, indicating that the plans were so reviewed and noting any standards that have been waived;

12.9 Owner shall apply the Design Code to all structures and uses within the Development, until such time as such function is delegated to one or more property owner associations.

(1) In applying the Design Code, the Owner shall consult the Village Architect.

(2) Any property owner association applying the Design Code shall utilize the Village Architect, and/or the Approval Body proffered to be established by the Owner/Applicant, and defined in the Proffers.?

No building permit shall be issued by the County for any structure within the Development until such structure is approved in writing by the Village Architect, or the Approval Body, as the case may be. Such approval shall be accompanied
by the site layout plan, building elevations and landscape plan approved hereunder and shall state that the attached plans have been approved and, that to the best of the knowledge of the approving party after due and appropriate inquiry they comply with the Design Code, the Regulating Plan and the Regulations, and shall note any of the Design Code that have been waived by the approving party.
APPENDIX A

Table (A). Residential uses within Transect Zones

<table>
<thead>
<tr>
<th>Residential Use</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>Special District</th>
</tr>
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<tbody>
<tr>
<td>Single-Family Detached</td>
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<td>Semi-detached</td>
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<td>Accessory Dwelling</td>
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<td>Yes</td>
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<td>Carriage House</td>
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<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Multifamily</td>
<td>Yes (not exceeding 8 units per lot)</td>
<td>Yes (not exceeding 8 units per lot)</td>
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<tr>
<td>Live-work units</td>
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Table (B). Lodging Uses Within Transect Zones

<table>
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<tr>
<th>Lodging</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>Special District</th>
</tr>
</thead>
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<tr>
<td>Bed &amp; Breakfast (up to 5 rooms)</td>
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<td></td>
<td>Yes</td>
<td>Yes</td>
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<td>Country Inn (up to 12 rooms)</td>
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<td>Yes</td>
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<td>Motel</td>
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<td>School Dormitory</td>
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### Table (C). Office Uses Within Transect Zones

<table>
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<tr>
<th>Office Use</th>
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<th>T2</th>
<th>T3</th>
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<tr>
<td>Professional Office</td>
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<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
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<td>Yes</td>
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<tr>
<td>Medical/Dentist Office</td>
<td>Yes</td>
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<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Medical/Dentist Clinic</td>
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<td>Bank/Lenders Inst. Without drive-through (except accessed from parking lot or alley)</td>
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<td>Yes</td>
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<tr>
<td>Bank/Lender Inst. With drive-through</td>
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<td>Live-work unit</td>
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<td>Temporary buildings (incidental to construction of permanent buildings)</td>
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<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
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<td>Veterinarian Clinics</td>
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<td>Funeral Homes</td>
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### Table (D). Private Institutional Uses Within Transect Zones

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<th>Institutional</th>
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<td>Day Care Center</td>
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<td>Elementary School</td>
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<td>Middle School</td>
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<td>High School</td>
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<td>Instruction with studio</td>
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<td>Place of Worship</td>
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<td>Assisted Living Facility</td>
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Table (E). Commercial/Industrial Uses Within Transect Zones

<table>
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<th>Commercial/Industrial Uses</th>
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<td>Open-Market</td>
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<td>Retail uses</td>
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<td>Vehicle Fuel Sales</td>
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<td>Automobile Repair</td>
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<td>Push Cart</td>
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<tr>
<td>Carry-out/Café with no drive through</td>
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<td>Yes</td>
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<tr>
<td>Carry-out with drive through</td>
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<td>Yes</td>
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<tr>
<td>Temporary Construction Yard &amp; Recycling Facility</td>
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<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Personal Service Establishments (barber and beauty shops, dry cleaners, laundries)</td>
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<td>Yes</td>
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<tr>
<td>Convenience stores (without gas pumps)</td>
<td>Yes*</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Convenience stores (with gas pumps)</td>
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<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Pet shops</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Contractor's</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Commercial/Industrial Uses</td>
<td>T1</td>
<td>T2</td>
<td>T3</td>
<td>T4</td>
<td>T5</td>
<td>T6</td>
<td>Special District</td>
</tr>
<tr>
<td>-----------------------------------------------</td>
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</tr>
<tr>
<td>Office/Workshop (Indoor)</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Contractor's Office/Workshop (with outdoor storage yard)</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Repair services (non-auto)</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Wholesale businesses</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Drug/pharmaceutical laboratories and/or compounding</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Manufacturing and/or distribution facilities</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Research and development facilities</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Printing/engraving house</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Airport, helistop, heliport</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Assembly or modular building units</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Moving businesses and storage facilities</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Warehouse facilities</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Truck Terminals</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
</tbody>
</table>

*Only in Land Bay F

**Table (F). Cultural/Entertainment Uses Within Transect Zones**

<table>
<thead>
<tr>
<th>Cultural/Entertainment</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>Special District</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fountains / Public Art</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Cultural/Entertainment</td>
<td>T1</td>
<td>T2</td>
<td>T3</td>
<td>T4</td>
<td>T5</td>
<td>T6</td>
<td>Special District</td>
</tr>
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</tr>
<tr>
<td>Library</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Museum</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Outdoor Pavilion</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Center for the Arts</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Cultural Center</td>
<td>Yes</td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Movie Theater</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Conference Center</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Convention Center</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Exhibition Center</td>
<td></td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Bikestation</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
</tbody>
</table>

Table (G). **Agricultural Uses Within Transect Zones**

<table>
<thead>
<tr>
<th>Agricultural Uses</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>Special District</th>
</tr>
</thead>
<tbody>
<tr>
<td>Greenhouse</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td>Stable</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rooftop Garden</td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Rooftop Greenhouse</td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Green Walls</td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Community Gardens</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Home Occupation</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
</tbody>
</table>

Table (H). **Public/Civic Uses Within Transect Zones**

<table>
<thead>
<tr>
<th>Public/Civic Uses</th>
<th>T1</th>
<th>T2</th>
<th>T3</th>
<th>T4</th>
<th>T5</th>
<th>T6</th>
<th>Special District</th>
</tr>
</thead>
<tbody>
<tr>
<td>Fire/Rescue Station</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
</tr>
<tr>
<td>Police Station</td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Hospital</td>
<td></td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Public/Civic Uses</td>
<td>T1</td>
<td>T2</td>
<td>T3</td>
<td>T4</td>
<td>T5</td>
<td>T6</td>
<td>Special District</td>
</tr>
<tr>
<td>------------------------------------------------------------</td>
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<td>----</td>
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<td>------------------</td>
</tr>
<tr>
<td>Water/Sewer Treatment Facility</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Water/Sewer Pump Station</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>MultiModal Facility</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Telecommunication Antennas as an ancillary use to an existing structure or building</td>
<td>Yes</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Public Elementary School</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Public Middle School</td>
<td>Yes*</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Public High School</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Public Recreation facilities (indoor and outdoor)</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Rooftop or Microgrid Power Production (Wind, Solar or Fuel Cell)</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Post Office or Facility</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
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<tr>
<td>Government Offices</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Public Library</td>
<td>Yes</td>
<td></td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
<tr>
<td>Public Utilities/Facilities (other)</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
<td>Yes</td>
</tr>
</tbody>
</table>

* Only in Land Bay F
Memorandum

To: Caroline County Board of Supervisors
   Caroline County Planning Commission
From: Director of Economic Development
Re: RZ 04-2020, 79 Acres in Carmel Church
Date: 8-20-20

The rezoning of the 79 acres in Carmel Church to M1 is an essential step to secure a major industrial recruitment that may bring hundreds of jobs to Caroline County. Even if this site is not selected by the current prospect, several projects have considered this site in the past only to locate elsewhere due to the current zoning encumbrances on the site, and the length of time it would take to affect the needed changes. The rezoning will certainly result in a significant business recruitment in the near future. Economic Development urges a swift approval of this application.

Economic Development Staff would like to address a few of the comments in the Staff report:

LOOPS AND PUMP STATIONS:
As it stands, the prospect is responsible for the extension of sewer to the site. Should this become an issue related to incentives, it would be typical of those granted by the County in the past for M1 site prospects. Such incentives are readily exceeded in project revenue, not to mention employment not monetarily calculated.

However, this extension of the sewer line will have an additional benefit as it will also be able to serve the M1 property to the north, the prime industrial location in the County, making that site even more marketable.

ROAD IMPROVEMENT FEE:
No such fee is standard with an M1 property. One practical reason is due to the competitive nature of industrial recruitment, and the need to eliminate costs to the prospect. As well, there is a strong potential to employ Development Access Road Fund grants to a site with an end user commitment. This VDOT incentive has been used by Caroline in the past and is anticipated to be used in most development projects. A standard grant of $500,000 from VDOT to make feasible the business recruitment exceeds the proffer waived. The County can even lever an additional $150,000 in this program as necessary for the prospect’s site development.

RZ 04-2020 is an important rezoning, and Econ Staff recommends its passage.
**Case Number:** RZ-05-2020  
**Case Name:** Carmel Church Station  
**Location:** The properties are generally located on the immediate east and west sides of I-95, south of Route 207, and north of the North Anna River  
**Zoning:** PMUD, Planned Mixed Use Development  
**Acreage:** 980 +/-  
**District:** Reedy Church  
**Comp Plan:** This parcel is located within the Carmel Church Urban Development Area as Planned Mixed Use.

**Request:**

The purpose of this rezoning is to amend Carmel Church Station Development Regulations previously approved with RZ-08-2009, dated June 8, 2010, to modify Article 3.7, Administration, to extend the time for which a site plan for development of the project may be submitted.

**Agency & Department Comments**

Technical review comments were not requested for this application as it would result in minimal impact to surrounding properties and/or infrastructure if approved.
**DISCUSSION**

In June 2010, the Board of Supervisors approved RZ-08-2009 that rezoned over 1,000 acres in the south west portion of the county to Planned Mixed Use Development. The project, Carmel Church Station, included a mix of residential, business and industrial development.

**ARTICLE XI, DIVISION 1, SECTION 3.4 OF THE CAROLINE COUNTY ZONING ORDINANCE states:**

On applications for PD districts, the Board of Supervisors shall proceed in general as provided for other rezoning applications. The Board of Supervisors may approve the application in accordance with PD and general regulations may include specific regulations as provided in Section 3.3 as recommended by the Commission, or may deny the application.

All terms, conditions, safeguards and stipulations made at the time of the rezoning to planned development status, including the approval of the development plan, with or without specified modifications, shall be binding upon the applicant or any successors in interest. Deviations from approved plans or failure to comply with any requirements, conditions or safeguards shall constitute a violation of these zoning regulations.

The granting of the planned development rezoning, and the approval of the development, with or without specified modifications, shall not constitute the recording of a plat, nor shall it authorize the issuance of building permits. Such action shall be undertaken only after the approval of the site plan and the recording of a subdivision plat, if applicable.

The PMUD regulations contemplate that changes to the regulations may be necessary and appropriate depending on the specifics of the rezoning application. The Development regulations approved with RZ-08-2009 included all of the modifications to the PMUD regulations approved by the Board. The Applicant is requesting a zoning amendment to modify Article 3.7 of the Development Regulations to extend the time for which a site plan for development of this project may be submitted.

**ARTICLE 3.7 OF THE DEVELOPMENT REGULATIONS states:**

Notwithstanding any other provision of Article XV, Section 14 of the Zoning Ordinance, two permitted extensions of time allowed under Section 5(e), of Division 1, Article XI of the Zoning Ordinance are hereby granted such that the first site plan for the property shall be submitted within three (3) years after the date of zoning approval of the Property pursuant to Zoning Application #RZ-08-2009.

Article 3.7, as approved by the Board of Supervisors, specifically modified Section 5(e) of Division 1 of Article XI of the zoning Ordinance, which states:

The first site plan shall be submitted within one (1) year after the date of approval of the development plan. If a site plan is not submitted within said period, approval of the development plan, and consequent authority to submit a site plan, shall terminate any development by the applicant in accordance with the procedures set forth in this section. Within thirty (30) days prior to the expiration of said one year period, the applicant may
APPLY TO THE Board of Supervisors FOR AN EXTENSION OF TIME WITHIN WHICH TO SUBMIT A SITE PLAN IN CONFORMITY WITH THE APPROVED DEVELOPMENT PLAN. THE Board of Supervisors MAY GRANT SUCH EXTENSION, UPON GOOD CAUSE SHOWN BY THE APPLICANT, BUT SUCH EXTENSION SHALL NOT UNDER ANY CIRCUMSTANCES EXCEED AN ADDITIONAL ONE YEAR PERIOD, AND NO MORE THAN TWO (2) SUCH EXTENSIONS MAY BE GRANTED. IF SUCH APPLICATION IS DENIED, APPROVAL OF THE DEVELOPMENT PLAN, AND CONSEQUENT AUTHORITY TO SUBMIT A SITE PLAN, SHALL TERMINATE AT THE END OF SAID ONE YEAR PERIOD. UPON TERMINATION OF AUTHORITY TO DEVELOP AS HEREIN PROVIDED, THE Board of Supervisors MAY INITIATE A RECLASSIFICATION OF THE SUBJECT PROPERTY TO AN APPROPRIATE ZONING DISTRICT OTHER THAN PRD, PMU, PSC, OR PIP.

THE APPROVAL OF ARTICLE 3.7 OF THE DEVELOPMENT REGULATIONS AUTOMATICALLY GRANTED THE APPLICANT THREE (3) YEARS TO FILE THE INITIAL SITE PLAN, IN LIEU OF AN INITIAL ONE YEAR APPROVAL WITH TWO ONE YEAR EXTENSIONS. THE APPLICANT IS REQUESTING ARTICLE 3.7 BE AMENDED AS FOLLOWS:

APPLICANT SHALL CONTINUE TO HAVE THE AUTHORITY TO SUBMIT A SITE PLAN FOR ANY PORTION OF THE PROPERTY. NO PORTION OF THE PROPERTY SHALL BE DEVELOPED, AND NO BUILDING PERMIT MAY BE ISSUED FOR THE PROPERTY UNTIL AFTER THE FIRST SITE PLAN FOR ANY PORTION OF THE PROPERTY SHALL HAVE BEEN SUBMITTED. SUBMITTAL OF SUCH SITE PLAN SHALL BE DEEMED TO BRING THESE PROFFERS INTO COMPLIANCE WITH SECTION 5(E) OF ARTICLE XI, DIVISION 1.

THE COMMISSION MAY ALSO CONSIDER PLACING A TIME LIMIT ON THE FILING OF A SITE PLAN, CONSISTENT WITH THE THREE (3) YEARS OF THE ORIGINAL APPROVAL OR SUCH TIME AS THE COMMISSION DEEMS APPROPRIATE TO RECOMMEND TO THE BOARD. STAFF SUGGESTS THE FOLLOWING LANGUAGE FOR YOUR CONSIDERATION:


COMPREHENSIVE PLAN

THIS PARCEL IS LOCATED WITHIN THE CARMEL CHURCH URBAN DEVELOPMENT AREA AS PLANNED MIXED USE.

PROFFERS

NO PROFFERS HAVE BEEN SUBMITTED WITH THIS REQUEST, AS THE AMENDMENT IS SPECIFIC TO THE APPROVED PMUD ZONING DEVELOPMENT REGULATIONS.
DATE SUBMITTED: 8/3/2020

CASE NUMBER: RZ-05-2020

*NOTE: AN APPLICATION SHALL NOT BE DEEMED OFFICIALLY FILED UNTIL ALL REQUIRED PLANS, PLATS, FEES AND SUPPORTING DOCUMENTATION ARE SUBMITTED TO THIS DEPARTMENT.

1. TYPE OF REQUEST

☐ REZONING: FROM PMUD TO M1

☐ PROFFER AMENDMENT RZ-08-2009

☐ SPECIAL EXCEPTION: ____________________________ (ORDINANCE SECTION)

☐ SITE PLAN: _______MAJOR _______MINOR

☐ VARIANCE: ____________________________

☐ ADMINISTRATIVE APPEAL ____________________________

☐ COMP. PLAN AMENDMENT ____________________________

☐ OTHER ____________________________

☐ SUBDIVISION (MAJOR)

______PRELIMINARY _______FINAL _______CONCEPT

☐ SUBDIVISION (OTHER)

______MINOR _______BLA/VACATION _______FAMILY

2. PROPERTY INFORMATION

TAX MAP NUMBER _______see Attachment A _______see Attachment A

CURRENT ZONING _______PMUD _______PMUD

ACREAGE OF REQUEST _______79 _______TOTAL ACREAGE _______79

PHYSICAL ADDRESS/LOCATION: Land Bay G is located on the east side of I-95 and north of the CSX Railroad right-of-way. It is approximately 1500' south of the I95 interchange with Route 207 on the west side of Route 652 with approximately 800' of frontage on Route 652

VOTING DISTRICT ____________________________

UTILITIES: _______XX______PUBLIC _______PRIVATE _______EXISTING _______NEW
3. APPLICANT / OWNER INFORMATION

OWNER OF RECORD:
Carmel Church Station, LLC and Caroline 40, LLC
Name
C/o Litt Thompson, 10001 Patterson Avenue, South, Suite 200
Mailing Address
Richmond, Virginia 23233
Mailing Address
804.422.0001
Phone Number
litt@virginiallandinvestments.com
E-mail

APPLICANT:
Same
Name
Mailing Address
Mailing Address
Phone Number
E-mail

AGENT/DEVELOPER/ENGINEER:
Daniel K. Slone
Name
Vertical Vision PLC
Mailing Address
6210 Shelter Cove Circle, Chesterfield, VA 23112
Mailing Address
804.363.8465
dan@verticalvision.legal
Phone Number
E-mail

MAIN POINT OF CONTACT:
Litt Thompson
Name
See Information for Owner
Mailing Address
Mailing Address
Phone Number
E-mail

2018
4. I/we read this completed application, understand its intent and freely consent to its filing. The information provided is accurate to the best of my/our knowledge. I understand that the County may approve, conditionally approve, or deny the request for which I am applying. Furthermore, I grant permission to the Department of Planning and Community Development and other authorized government agents to enter the property and make such investigations as they deem necessary to evaluate the request.

[Signature]

Owner's Name

7-31-2020

Date

FEE SCHEDULE

REZONING

BASE FEE + ( \( \frac{79}{ACREAGE} \times \$50 \) ) = \$3950

PROFFER AMENDMENT

BASE FEE + ( \( \frac{1}{NO. OF REQUESTS} \times \$100 \) ) = \$100

SPECIAL EXCEPTION

BASE FEE + ( \( \frac{\text{REQUEST}}{ACREAGE} \times \$50 \) ) = \[Blank]

SITE PLAN: MAJOR

BASE FEE \times \$400 = \[Blank]

SITE PLAN: MINOR

BASE FEE \times \$600 = \[Blank]

COMP PLAN AMENDMENT

VARIAANCE/ADM. APPEAL

SUBDIVISION: MINOR

\$250 - MINOR \$200 - BLA \$100 - VACATION = \[Blank]

\$200 + \$50 PER NEW LOT - FAMILY

SUBDIVISION: MAJOR

BASE FEE + ( \( \frac{\text{REQUEST}}{\text{LOT}} \times \$50 \) ) = \[Blank]

CONCEPT PLAN

BASE FEE \times \$250 = \[Blank]

OTHER

SCALE \times SCALE = \[Blank]

TOTAL \$4050

☑ Check # 4168 ☐ Cash ☐ Charge RECEIPT # 523124

Review By / Comments: Thompson

[Signature]
Attachment A

Rezoning request:

Rezone 79 acres, Land Bay G in the PMUD (Tax Parcels 82-17-A and 82-17-B), from PMUD to M1, Industrial

Proffer revision:


Carmel Church Station Development Regulations: 3.7 is hereby amended to provide:

Applicant shall continue to have the authority to submit a site plan for any portion of the Property. No portion of the Property shall be developed, and no building permit may be issued for the Property until after the first site plan for any portion of the Property shall have been submitted. Submittal of such site plan shall be deemed to bring these proffers into compliance with Section 5(e) of Article XI, Division 1.