

Revised and Restated Docket 90 Order



Adopted September 9, 2014

COUNTY COMMISSIONERS OF CHARLES COUNTY, MARYLAND

In the matter of the Petition of
ST. CHARLES COMMUNITY, LLC
For rezoning from R-1, R-3, R-15, R-L, R-M, R-R,
R-C, C, and I, to PUD.

DOCKET # 90

**REVISED AND RESTATED
DOCKET 90 ORDER**

This matter having been presented for consideration, the County Commissioners of Charles County, Maryland ("County Commissioners" or "County"), pursuant to Chapter 145 of the Charles County Code of Public Local Laws ("Chapter 145") and § 297-93 of the Charles County Code of Ordinances and Resolutions (the Code of Public Local Laws and Code of Ordinances and Resolutions are collectively referred to as the "County Code"), adopt this Revised and Restated Docket 90 Order with the consent of Petitioner, St. Charles Community, LLC ("Petitioner").

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I. APPLICABILITY

A. This Revised and Restated Docket 90 Order shall apply to all land zoned Planned Unit Development (“PUD”) by the order known as Docket 90 Order of the County Commissioners dated July 12, 1972, as amended, and by subsequent orders of the County Commissioners amending the Docket 90 Order. Attached as Exhibit “I” are the Charles County Zoning Maps reflecting the parcels that have been zoned PUD. Hereafter, all land zoned PUD shall be referred to as the “PUD” or the “St. Charles PUD.”

B. This Revised and Restated Docket 90 Order shall apply to additional land rezoned PUD by the County Commissioners pursuant to § 297-93 of the County Code.

C. This Revised and Restated Docket 90 Order, adopted by the County Commissioners pursuant to Chapter 145 and § 297-93 of the Charles County Code, shall not repeal prior Docket 90 Orders of the County Commissioners or affect the validity of agreements or contracts which were valid when made, unless this Revised and Restated Docket 90 Order directly conflicts with a prior order or agreement, in which case this Revised and Restated Docket 90 Order shall control. For example, this Revised and Restated Docket 90 shall not

supplant or affect the parties' rights, claims or defenses, in any manner, under § 5.01 of the July 25, 2005 Memorandum of Understanding between the County and Petitioner.

II. DEFINITIONS

The following definitions shall apply to the entire PUD:

A. **Condominium**: A form of cooperative ownership which permits the individual ownership of a specific part of a building, with common ownership of all spaces beyond the specific apartments. Each apartment can be owned in fee simple, with no restrictions on the sale, rental, or transfer of same, other than restrictions on all real estate.

B. **Dwelling Unit, Single-family attached**: One of two buildings arranged or designed as dwellings located on abutting lots and separated from one another by a party wall, without openings, extending from the basement floor to the highest point of the roof, along the dividing lot line and separated from any other building or structure by space on all sides.

C. **Dwelling Unit, Single-family detached**: A building designed for occupancy for not more than one family for living purposes with cooking and sanitary facilities and entirely separated from any other building or structure by land area on all sides.

D. **Efficiency Apartments**: Rental apartments containing one bath, one kitchen and one living room which can be converted to a bedroom.

E. **Garden Apartments**: Any building up to and including three stories in height, designed and constructed as individual dwellings and rental units.

F. **High-Rise Apartments**: Any building having seven or more stories, designed and constructed as individual dwellings and rental units.

G. **List of Adopted and Amended Master Plans and Village Master Plans**: The original St. Charles PUD Master Plan was approved by the County Commissioners pursuant to Chapter 145 and an order dated July 12, 1972 (the "1972 Docket 90 Order"). The current Village Master Plans (defined in Paragraph I(Q) below), as amended, that have been approved by the County since the effective date of the 1972 Docket 90 Order are attached as Exhibit "2". In the administration of Docket 90, the Village Master Plans have also been referred to as Village

Plans or Village Land Use Master Plans and/or PDZAs (defined below in Paragraph I(K)). Hereafter, the plans attached as Exhibit "2" shall be referred to as "Village Master Plans."

H. **Mid-Rise Apartments:** Any building ranging in height from four to six stories, designed and constructed as individual dwellings and rental units.

I. **Open Space:** Open space shall include all land devoted to agricultural uses, parks, playing fields, including school playing fields, golf courses, buffer areas, and other outdoor recreational uses when that use is a public use as well as all land covered by lakes, streams, and all lands developed for public or community uses. It shall not include parking lots, streets, or other vehicular rights-of-ways, amusement parks, drive-in movies, walkways, (except those through open areas) landscaped areas when done in connection with commercial or industrial development, or any portion of school sites except playing fields, or private or public areas when operated for profit.

J. **Petitioner:** St. Charles Community, LLC or its designated successors or assigns.

K. **Planned Development Zone Amendments ("PDZAs"):** Amendments to the Village Master Plans approved pursuant to applicable County Code provisions governing amending provisions or conditions established in granting Zoning Map amendments.

L. **Planning and Design Review Board ("PDRB"):** The architectural review boards required by the restrictive covenants for the PUD responsible for review of projects within the PUD subject to recorded covenants at Liber 318, folio 218 and Liber 799, folio 71 (for Smallwood Village); Liber 995, folio 129 and Liber 1281, folio 170 (for Westlake Village); Liber 12, folio 358, Liber 2652, folio 240, Liber 2729, folio 310, and Liber 5418, folio 57 (for Fairway Village); and Liber 7598, folio 415 (for Village of Wooded Glen). Covenants for the Village of Piney Reach have not yet been recorded.

M. **Preliminary Subdivision Plans:** As defined in § 278-12 of the County Code, the initial plan of subdivision, consisting of drawings and supplementary material indicating the proposed layout of the subdivision to be submitted to the Department. Engineering details are not necessarily established for this plan, but sufficient detail is to be provided to enable reviewers to accurately analyze the plan. Preliminary Subdivision Plans are required to be approved by the Charles County Planning Commission ("Planning Commission").

N. **Residence, Duplex:** As defined in § 297-49 of the County Code, a two-family residential use in which the dwelling units share a common wall, including the wall of an attached garage or porch.

O. **Site Development Plans:** Detailed design plan required for multi-family, townhouse, and commercial development. Site Development Plans are required to be approved by the Planning Commission.

P. **Townhouses:** One of a group of three or more attached dwelling units divided from each other by party walls and each having separate front and rear or front and side entrances from the outside. Townhouses will be individually owned dwellings.

Q. **Village Master Plan:** A development plan called a Village Master Plan (attached as Exhibit "2", and adopted and amended from time to time) for a particular village within the PUD must be submitted to the Planning Commission for a recommendation and granted or denied by the County Commissioners pursuant to applicable County Code provisions governing amending provisions or conditions established in granting Zoning Map amendments. Petitioner shall submit Village Master Plans for all property developed or improved in the PUD.

R. **Zoning Map:** The Charles County Zoning Maps reflecting the areas that are zoned PUD and located in the St. Charles PUD are attached as Exhibit "1".

S. **Zoning Map Amendment ("ZMA"):** Changes to the Zoning Map of Charles County, Maryland pursuant to Chapter 145 and § 297-93 of the Charles County Code.

III. GENERAL PROVISIONS

A. **Terms Run With the Land.** The terms, conditions, and restrictions set forth herein shall be binding upon the land which is the subject of this proceeding and the Petitioner, its successors and assigns, and shall limit and control the issuance and validity of all building, use, and occupancy permits and limit the construction, location, and use of operation of all land and structures. Where lots, parcels and open spaces within the PUD and subject to the provisions of this Revised and Restated Docket 90 Order (the "Conveyed Properties") are or have been conveyed by St. Charles to others, the new owners must comply with the terms of this Revised and Restated Docket 90 Order as they relate solely to the use of the Conveyed Properties, and the

liability of St. Charles shall be released as to the terms of the Revised and Restated Docket 90 Order that relate solely to the use of the Conveyed Properties.

B. **Applicability of Other County Regulations.** This Revised and Restated Docket 90 Order shall not render inapplicable regulations of the County such as the Building Code, Subdivision Regulations, Road Ordinance, Grading, Drainage, and Sediment Control Ordinance, and any other similar type regulation to the extent that the ordinance or regulation is not inconsistent with the provisions of this Revised and Restated Docket 90 Order. (7/12/72 Order, page 5, ¶IV)

C. **Architectural Design.** The Charles County Planning Commission, or if it so designates the PDRB (defined in Paragraph II(L) above), shall approve the architectural design of all buildings, except school buildings which are built in the development whether private, commercial, or industrial and the Planning Commission's designate shall be a member of the Architectural Review Board established by the restrictive covenants applicable to the community. (7/12/72 Order at ¶ VII) The County shall be entitled to appoint two voting members to the PDRB for the Villages that are still under development that have not yet been turned over to the communities. As of October 2012, Smallwood Village and Westlake Village PDRBs have already been turned over to the communities, and thus the County does not have two voting members on each of these PDRBs. The County retains the right to appoint two voting members to the PDRB for Fairway Village, Village of Wooded Glen and the Village of Piney Reach.

D. **Dwelling Unit Value.** All dwelling units shall be tabulated by the calculation of the actual units approved and constructed. However, rental apartment units in Smallwood Village and Westlake Village were tabulated using a different formula, as noted herein and per prior Docket 90 Orders. (3/18/86 Order, ¶V(B))

E. **Open Space.** All open spaces shown on a Village Master Plan which are not accepted in fee simple by the County Commissioners, or other governmental agency, shall be maintained in an orderly manner. (7/12/72 Order, page 6, ¶VI)

F. **Economic Self-Sufficiency.** It is the intent and condition of the County Commissioners' rezoning of the St. Charles PUD to the PUD zoning classification that commercial and industrial areas within the PUD District shall be developed simultaneously with

the construction of housing units, and to insure that this commercial and industrial development will take place, residential building permits will be issued in units of not more than 500 dwelling unit permits. The Charles County Planning Commission shall review the development after each 500 dwelling unit permits have been issued so as to ascertain what progress is being made with the commercial and industrial development. If progress toward developing an economically self-sufficient community by commercial and industrial development is not evidenced, no additional building permits for housing units will be issued until progress, satisfactory to the Charles County Planning Commission, is achieved. (7/12/72 Order, ¶ XII.) Pursuant to the 2002 Amended Order, the County and Petitioner agreed to work together to accelerate the construction of additional infrastructure by Petitioner in return for the granting of necessary school, water, and sewer allocations to allow Petitioner to fund such infrastructure. The County and Petitioner agreed to meet together annually to review residential, commercial and industrial development in St. Charles, and allow a reasonable rate of development that would satisfy the requirements of the County. The parties also agreed that it is in their mutual best interests to aggressively pursue economic development in the County. To accomplish this, the Petitioner and the County shall work with the Charles County Economic Development Commission to bring new businesses to the County. The Petitioner and the County further agree that it is in their mutual best interest to provide balanced growth by developing and selling commercial and industrial property, and by ensuring such commercial and industrial development receives adequate and timely water and sewer service.

G. **County Reserves the Right to Impose Additional Terms.** The County Commissioners reserve the right to impose additional terms, restrictions, limitations, and conditions at any time in order to assure that the requirements of the PUD shall be complied with. (7/12/72 Order, page 12, ¶XX)

H. **Effect of Failure of Petitioner to Comply with Terms.** If the Petitioner, after receiving the notice and opportunity to cure described below in this section, shall fail to comply with any of the terms, restrictions, limitations and conditions herein imposed or subsequently imposed by the County Commissioners, the County Commissioners and/or the Planning Commission may refuse to issue any further building or occupancy permits, any other permit required to be secured by the Petitioner or to approve any plats or plans required to be approved, until such time as the Petitioner shall comply with the terms hereof or terms, conditions,

restrictions, and limitations hereinafter imposed in accordance with Paragraph G of this Section III. (7/12/72 Order, page 12, ¶XXI) If the County Commissioners or Planning Commission determines that Petitioner has failed to comply with the terms, conditions, restrictions or limitations of this Revised and Restated Docket 90 Order (including such provisions of the prior Docket 90 Order and prior orders and agreements, as remain applicable pursuant to Paragraph I.C hereof), Petitioner shall be given written notice of the failure by Registered Mail and shall have 60 days to cure the failure. If the County Commissioners or Planning Commission determines that the failure is of such a nature that it cannot be cured within 60 days of the notice, Petitioner shall submit and the County Commissioners or Planning Commission shall approve or reject within 60 days of the notice, a plan to cure the failure. Nothing in this section shall apply to the process for submitting and obtaining land use and other regulatory approvals such as plats or permits from the County or Planning Commission. The County and Planning Commission's failure to give a notice pursuant to this section shall not be construed as an approval of any action or omission by Petitioner.

I. Dedication of School Sites, Sewer and Water Facilities, Roads and Utilities.

1. School Sites. All land required for educational purposes as requested by the Board of Education and approved by the Planning Commission shall be graded, provided with water and sewer facilities, and dedicated to the County Commissioners of Charles County without cost. (7/12/72 Order, ¶ VIII, page 6) The number, type, size, development condition, and location of school sites shall be negotiated with Charles County Public Schools ("CCPS"). Petitioner will provide school sites phased consistently with the demand indicated from the student yield rates by school level and housing type prior to the approval of each preliminary subdivision plan. Petitioner will provide evidence to Charles County that CCPS has determined that the location and size of the school sites being proffered are sufficient based on CCPS. (3/8/11 ZMA 09-90(15), Note 23)

2. Sewer and Water Facilities. All sewer and water facilities shall be constructed, owned, operated, and maintained, in accordance with specifications and conditions set by agreement with the County and dedicated without cost. (7/12/72 Order)

3. Roads. That the location, height, design, and construction of all roadways affecting state roads shall be subject to the approval by the State of Maryland Highway Administration. All interior roadways and streets affecting County roads shall be subject to the approval of the County Engineer. (7/12/72 Order, ¶ X, page 7) Conditions contained in the 7/12/72 Order related to construction of Mattawoman-Beantown Road and Piney Church Road have been satisfied.

4. Utilities. All rights-of-way or easements required by public utility companies shall be made available without cost to the County or to the utilities involved, excepting overhead electric transmission lines of a rating over 69KV. (7/12/72 Order)

J. **Recordation of Docket 90 Amendments.** Amendments to Docket 90, with accompanying Village Master Plans and amendments/PDZAs, shall be recorded among the Land Records of Charles County and maintained by the Department of Planning and Growth Management ("P&GM"). The failure of any Village Master Plan and amendments or Docket 90 amendments thereto to be so recorded shall not affect the validity of the plan or amendment.

K. **Requirements for Village Master Plans.** Petitioner shall submit Village Master Plans for all property developed or improved in the PUD. A Village Master Plan shall identify the neighborhoods within the village, major roads, open spaces, parks, public building sites, approved land uses, rate and density, number of dwelling units, and bulk regulations applicable to the village. Subsequent Village Master Plan amendments/PDZAs may amend the unit allocation and mix within the Village, provided total maximum number of units is not exceeded for the Village. The notes set forth in a Village Master Plan relate to the land uses, rate, density of development, and bulk regulations of the Village subject to the plan and, unless specifically indicated in the Village Master Plan, are not intended to supersede or supplant the general provisions of this Revised and Restated Docket 90 Order (including such provisions of the prior Docket 90 Order and prior orders and agreements, as remain applicable pursuant to Paragraph I.C hereof). Village Master Plans shall be submitted to the Planning Commission for a recommendation and granted or denied by the County Commissioners pursuant to applicable County Code provisions governing amending provisions or conditions established in granting Zoning Map amendments. Village Master Plans shall be maintained by P&GM, and shall be subject to the following conditions:

1. All land to be utilized for public purposes such as, but not limited to, schools, parks, libraries, and fire stations shall be submitted for dedication to the County in conjunction with the Village Master Plans.

2. Areas to be developed as multi-family rental units shall not exceed the acreage of single-family development. All townhouses and condominiums are to be individually owned.

3. Village Master Plans will not be considered by the County Commissioners or the Planning Commission until such time as the County has granted approval for the extension of water and sewer facilities to serve the village.

4. Detailed site plans and preliminary subdivision plans, as required by the Subdivision Regulations, shall be submitted to the Planning Commission for its approval on all construction prior to the issuance of any building or occupancy permits.

5. No residential construction of any kind shall begin in Piney Reach until 85% of all the residential construction has been completed in Wooded Glen. This requirement does not apply to Wooded Glen as the succeeding village to Fairway Village. (7/12/72 Order at ¶ XIII, page 8; 10/5/10 Order, page 4(h); PDZA #09-90(15), General Note 3)

L. **Preliminary Subdivision Plan.** An approved Preliminary Subdivision Plan shall remain valid in accordance with § 278-25 of the County Code. The validity period of an approved Preliminary Subdivision Plan may be extended in accordance with the provisions of § 278-25 of the County Code. (11/30/77 Order, with validity period revised to conform to current County Code provisions)

M. **Annual Report.** As provided in § III(F) above, the County and Petitioner agree to meet together annually to review residential, commercial and industrial development in St. Charles, and allow a reasonable rate of development that would satisfy the requirements of the County.

N. **Good Faith Cooperation on Development Progress.** Petitioner and the County agree that it is in their mutual best interests to provide stable property values by ensuring high quality of development and a mix of housing units that meet the needs of the County. To

accomplish this, the parties shall meet together annually to review commercial and industrial development and the number, size and price of housing units sold during the preceding twelve months and adjust the size and mix of units that will allow a reasonable rate of development and satisfy the requirements of the County. (7/22/02 Amended Order, page 2)

O. **Maximum Number of Units.** Petitioner agrees to limit the total number of dwelling units on land currently within the PUD and any additional contiguous land purchased and annexed to the PUD to 24,730 units. However, the 60 senior housing units approved per the September 30, 2009 Order and the 700 housing units approved per the June 23, 2006 Amended Order do not count towards the 24,730 maximum unit count. The County agrees to consider Petitioner's request for approval of the annexation of additional contiguous parcels of land proposed by Petitioner, provided that the County reserves the right, if it approves any such request, to impose conditions on any land annexed to ensure that the uses of the land are compatible with the plans of the County. (7/22/02, ¶3(b))

P. **Exemption from Forest Conservation Requirements.** The remaining undeveloped land in the PUD is exempt from the County's Forest Conservation requirements as long as it meets the State definition of a planned unit development as set forth in Section 5-1601(ee), Natural Resources Article, Md. Ann. Code, by permanently dedicating 20% of its land to open space. (7/22/02 Amended Order, page 4)

Q. **Economic Development.** Petitioner and the County agree that it is in their mutual best interests to aggressively pursue economic development in the County. To accomplish this, Petitioner and the County shall work cooperatively to bring new business to the County. Petitioner and the County further agree that it is in their mutual best interest to provide balanced growth by developing and selling commercial and industrial property, and by ensuring such commercial and industrial development receives adequate and timely water and sewer service. (7/22/02 Amended Order, page 2)

IV. APPROVED LAND USES AND RATE AND DENSITY OF DEVELOPMENT

A. **Village Master Plans Control.** In the event of a conflict between the approved land uses, rate, and density of development and bulk regulations set forth in a Village Master

Plan and the text of this § IV of the Revised and Restated Docket 90 Order, the Village Master Plan shall control.¹

B. Smallwood Village

1. All of the conditions for development of Smallwood Village, as stated in the July 12, 1972 Docket 90 Order, as amended, have been satisfied as of July 22, 2002. [See Appendix, Paragraph (A) for completed requirements.]

2. The Smallwood Village Master Plan is one of the Village Master Plans attached as Exhibit "2" and contains the approved land uses, rate and density of development for Smallwood Village.

C. Westlake Village

1. All of the conditions for development of Westlake Village, as stated in the July 12, 1972 Docket 90 Order, as amended, have been satisfied as of December 31, 2012. [See Appendix, Paragraph (B) for completed requirements.]

2. The Westlake Village Master Plan is one of the Village Master Plans attached as Exhibit "2" and contains the approved land uses, rate and density of development for Westlake Village.

D. Fairway Village

1. The Gross Total Density, Gross Residential Density, and Dwelling Unit Summary are as follows; however, subsequent Village Master Plan amendments may amend unit allocation and mix within the Village, provided total maximum density is not exceeded for the Village:

¹ Earlier Docket 90 Orders (primarily pertaining to Smallwood Village, Westlake Village, and Fairway Village) reflected the maximum unit count in the text of the Orders themselves. For this reason, the maximum unit count reflected in this Revised and Restated Docket 90 Order for Smallwood, Westlake, and Fairway Villages are initial unit counts, and the unit count as shown in the most recent Village Master Plan for the applicable village is the most up-to-date maximum unit count. With respect to subsequent Orders (amendments to Smallwood Village, Westlake Village, and Fairway Village, as well as all Orders for the Village of Wooded Glen and the Village of Piney Reach), the maximum unit count is reflected directly on the Village Master Plans and is not indicated in the text of the Orders.

Gross Total Density = Dwelling Units/Acre	Gross Residential Density = Dwelling Units/Residential Acre
Fairway Village = 3,346/1,645.1 = 2.03	Fairway Village = 3,346/1,431.6 = 2.34

Dwelling Unit Summary				
	SF	TH/DUP	APT	Total
Total Fairway Village	1,750	827	769	3,346
Percentage	52.3%	24.7%	23.0%	100.0%

2. The density ratio for Fairway Village shall not exceed 2.6 dwelling units per acre.

(a) For the purpose of density calculations, Fairway shall consist of 1,287 acres of land made up of the following:

(i)	Fairway Village Proper	906 acres
(ii)	Middle Industrial Park	204 acres
(iii)	Landfill Site	114 acres
(iv)	Stethem Park	56 acres
(v)	White Plains Park	<u>7 acres</u>
	TOTAL ACREAGE	1,287 acres

(The original acreage of White Plains Park of 200 acres is excluded from this calculation.) (12/13/89 Order)

(b) Fairway Village shall be permitted a total of 3,346 dwelling units with a minimum of 50% or 1,673 single-family detached, a maximum of 50%, (1,673 units) shall be multi-family (townhouse and apartments), and a maximum of 25% (836 units) apartments or condominiums. (09-90(13), 10/5/10)

(c) The plan shall include sites for an elementary school and high school approved by the Board of Education.

(d) The 114-acre landfill site in Industrial Park South shall be used in the calculation of density for Fairway Village. The remaining acreage in Industrial Park South will be used in calculating the density of Piney Reach Village. (12/13/89 Order)

(e) Petitioner shall set aside an additional approximately 20 acres of land in Fairway Village for office or commercial development as part of its Fairway Village Center development. **(7/22/02 Amended Order, page 6)**

3. The Petitioner will comply with all State and Federal regulations in regard to any wetlands which are identified within Fairway Village. **(12/13/89 Order)**

4. Residential units shall not be constructed on the east side of White Plains Park until the Driggs gravel and asphalt plants located on Piney Church Road have been relocated to the new proposed site in South Industrial Park. **(12/13/89 Order)**

5. Stormwater management and erosion and sediment control plans shall be incorporated into the design of the two neighborhoods in Fairway Village in accordance with the County stormwater management regulations, and County and State erosion and sediment control regulations. **(12/13/89 Order)**

6. The Petitioner shall develop a non-tidal wetlands management plan for the area within the PUD. The management plan shall concentrate replacement wetlands into larger, more easily managed sites. This plan shall be submitted at the time of preliminary plan submission for the first neighborhood in Fairway Village. **(12/13/89 Order)**

7. At the option of the County Commissioners, the Petitioner will provide an elementary school site of at least 20 acres within Fairway Village at a location acceptable to the Board of Education. The Petitioner shall appropriately grade the site, provide it with water and sewer facilities, and convey the property to the County Commissioners at no cost. **(12/13/89 Order)**

8. The Golf Course Safety Zones (the "Safety Zones") on the areas of Fairway Village surrounding the White Plains Regional Park Golf Course (the "Golf Course") shall not be required to be separately subdivided and shall not be required to be conveyed to the County in fee simple. Rather, the Safety Zones may be included in the open space area of the single family residential lots surrounding the Golf Course, provided that the following conditions are met: (i) That the Safety Zones be clearly notated and denoted on all subdivision plats which subdivide residential lots bounding the Golf Course; and (ii) that a permanent Restrictive Covenant be placed on the Safety Zone

area of each lot, to be noted on the subdivision plats and on the deeds by which Petitioner conveys each lot which includes Safety Zone area, preserving the Safety Zone area as permanent open space, as follows:

The Safety Zone shall be delineated and labeled on subdivision plats for residential lots bounding the Golf Course. A permanent Restrictive Covenant shall be placed on the Safety Zone and noted on the Subdivision Plats and deeds which include preserving the safety zone as open space as follows:

For each lot which contains an area denoted on this Plat as "Golf Course Safety Zone," the Golf Course Safety Zone shall be maintained perpetually as open space, free of structures and improvements of any kind, except for a fence or fencing six feet 6-foot high, black vinyl coated chain link, or otherwise of the size and type permitted by the Charles County Planning Commission and/or the St. Charles Planning Design Review Board. Without limitation to the foregoing, no recreational structures, equipment or improvements shall be placed in these Golf Course Safety Zone areas including, but not limited to, children's play equipment.

9. All single-family dwelling units adjacent to the golf course shall be located at least 40 feet from the safety zone, or 25 feet from the property line, whichever is greater. All multi-family dwelling units adjacent to the golf course shall be located at least 50 feet from the safety zone, or 35 feet from the property line, whichever is greater. **(12/13/89 Order)**

10. The Petitioner shall provide a buffer, at least 15 feet wide and containing trees, outside the safety zone of each golf course fairway. The buffer may be contained within the setback required in Paragraph IV(D)(9) above. **(12/13/89 Order)**

11. The Petitioner shall provide preliminary engineering and field delineation of wetlands for a golf driving range, expanded parking facilities, and a second main park access off St. Charles Parkway within the White Plains Regional Park Sports Complex. **(12/13/89 Order)**

12. The Petitioner shall pay the cost of any improvement located on its property which is connected to an at-grade crossing at the Conrail railroad tracks. **(12/13/89 Order)**

13. Any residential development proposing lots of less than 6,000 square feet shall be subject to specific site plan review and approval, including proposed architectural plans for units, by the Planning Commission.

14. Quality of Construction.

(a) For the initial phases of Fairway Village (Phases A, B, C, D), at least 60% of the single family detached dwellings constructed shall have a minimum of 2,350 square feet, 20% a minimum of 2,000 square feet, and in no event shall a single-family detached house contain less than 1,650 square feet. The mix and size of the units will be reviewed annually.

(b) The design and siting of housing shall continue to be subject to Petitioner's Fairway Village guidelines and the Fairway Village PDRB.

(c) The County's Site Design & Architectural Review Board shall be entitled to conduct a one-time review of Petitioner's Fairway Village Guidelines and Commercial and Industrial Guidelines.

(d) The County shall be entitled to appoint two voting members of the Fairway Village PDRB.

(7/22/02 Amended Order)

15. In 2010, in ZMA #09-39, the County Commissioners rezoned a parcel known as the Vermillion Property to PUD for Fairway Village, in the Gleneagles Neighborhood, subject to the following conditions:

(a) Building restriction lines (BRL):

Single-family detached

Front: 20 feet (Sheffield and Gleneagles)

Front: 18 feet (Heritage)

Rear: 15 feet for main structure and 12 feet for deck

Sides: 6 feet

Single-family attached

Front: 18 feet

Rear: 15 feet to 12 feet

(b) Lot sizes:

Single-family:

7,000 square-foot minimum

65-foot nominal minimum width at 20-foot front BRL

55-foot absolute minimum width at 20-foot front BRL

Small single-family:

6,000 square-foot minimum

52-foot nominal minimum width at 20-foot front BRL

45-foot absolute minimum width at 20-foot front BRL

Townhomes:

1,500 square-foot minimum

23-foot minimum lot width for end units

18-foot minimum width for each house

Average: 4 units per building

Maximum: 6 units per building

(c) Docket 90 amended restrictions:

Maximum overall density: 2.6 dwelling units/acre

Maximum number of dwelling units: 3346

Minimum single-family detached: 1673 (50%)

Maximum multi-family: 1673 (50%)

Maximum apartments and condominiums: 837 (25%)

(d) Stormwater management best management practices and sediment and erosion control plans shall be incorporated into the design of Fairway Village and approved according to all state, local, and federal regulations.

(e) Waters, wetland, and buffer impacts shall be approved through the joint state/federal permit process.

(f) Wetlands have been surveyed and mapped from field delineations by Wetland Science Applications, Inc.

(g) Parcel L, the elementary school site shall be provided utilities to the property line and conveyed by Petitioner to CCPS. (This condition was satisfied with completion of the Diggs Elementary School site).

(h) Petitioner shall establish an open space area within the safety zone of each golf course fairway where it infringes on Petitioner's property. Petitioner shall construct a 6-foot high, black vinyl coated chain link, or otherwise of the size and type permitted by the Planning Commission or the St. Charles PDRB if designated by the Planning Commission to do so, along the property line or safety zone line for Gleneagles Parcels D, E, G, H1, I1, and the neighborhood center adjacent to the golf course. These areas shall remain subject to the Golf Course Safety Zone note requirement discussed in Paragraph IV(D)(8) above.

(i) Petitioner shall provide a 15-foot wide buffer outside the safety zone of each golf course fairway.

(j) Billingsley Road and St. Charles Parkway shall be constructed according to the conditions outlined in the Docket 90 amendment of July 22, 2002. (This condition has been satisfied per § (IV)(E)(2)(n) below)

(k) Piney Church Road shall be improved from St. Paul's Drive to the southern boundary of Parcel L. Piney Church Road shall be improved along the frontage of the Vermillion acquisition, Parcel Q. Petitioner shall dedicate the necessary right-of-way along its frontage for the improvement of Piney Church Road for a two-lane major collector roadway and hiker-biker facility in accordance with Road Ordinance requirements. Piney Church Road shall be

relocated at its intersection with Billingsley Road to Station 56+00 per PGM #VR 03-0095. Piney Church Road shall be improved from Billingsley Road to the PEPCO right-of-way as part of the Southern Maryland Stadium Infrastructure. (These previously listed conditions were satisfied as of April 2008.) Piney Church Road shall be improved or newly constructed to MD Route 488 as part of the high school site development.

(l) For these and other restrictions or agreements see Docket 90 amendments for Fairway Village, signed December 13, 1989, August 15, 1994, July 22, 2002, and any applicable subsequent amendment and the Memorandum of Understanding regarding the Southern Maryland Stadium dated July 25, 2005.

(m) Wetland delineations have been verified by the Corps of Engineers as follows:

Sheffield Neighborhood	04-02337-19	10/13/04
Gleneagles North	06-60277-3	03/15/06
The Heritage	04-62845-19	06/24/04
Billingsley Road	90-0900-1	10/06/97
Piney Church Road North	04-61666-19	06/24/04
High School and Stadium	04-61666-19	09/15/05
Gleneagles South	Under review	
Middle Business Park	Under review	

(n) Fairway Village is exempt from the requirements of the Forest Conservation Ordinance. Forest conservation shall be provided for Parcel Q.

(o) The schedule for the construction of amenities, such as neighborhood centers and tot lots, shall be approved with the preliminary subdivision plans for Sheffield, Heritage, and Gleneagles Neighborhoods.

(p) All design and construction shall be in accordance with the latest Water and Sewer Ordinance, Construction Standards and Specifications Manual,

and Detail Manual at the time of engineering submission and the start of construction.

(q) The adequacy of offsite water and sewer facilities shall be addressed and approved by the County prior to the approval of the engineering plans.

(r) Hydraulic analyses of the water and sewer system are required at final engineering submission.

(s) The neighborhood center, townhouse parcels, village center, and commercial parcels shall require separate site plan approvals. The layouts shown on this plan are for demonstration purposes only.

(t) Street trees and parking lot landscaping shall be provided per the Zoning Ordinance and Subdivision Regulations.

(u) There shall be no clearing, grading, construction, or disturbance of vegetation in the Resource Protection Zone ("RPZ"), except as may be permitted by the Planning Commission.

(v) A right-of-way line shall be shown and labeled on the construction plans and plats, two (2) feet behind the back of curb at the inside of proposed entrance islands, public eyebrows, and all proposed cul-de-sac islands. These areas are to be retained in fee simple by the homeowners association ("HOA") and shall also be maintained by the HOA with such responsibility included in the HOA documents to be approved by Charles County.

(w) A detailed transportation engineering review of this plan has not been done at this time and is not required to be done. Roads and/or entrances are to be designed in accordance with the latest Road Ordinance, Standard Specifications for Construction Manual, and Standard Detail Manual. Approval of this plan does not grant a waiver of any Road Ordinance requirements, unless specifically requested and granted in writing. Any discrepancy between this plan and the Ordinance will be corrected at final engineering. Final engineering must be approved prior to the approval and recordation of the final recorded plats.

(x) Road variance requests will be submitted for any non-standard cross sections.

(y) The owner shall contact the postmaster to verify the type of receptacles to be used in this subdivision.

(z) Street lights will be installed at intersections and regular intervals per SMECO specification and in general conformity with the pattern established in Sheffield Neighborhood.

(aa) Possible access to Parcel Q, Vermillion acquisition commercial from Billingsley Road requires compliance with the Road Ordinance Access Management Plan and a revision to the Road Ordinance Access Management Plan with County Commissioner approval.

(bb) A 75-foot bufferyard 'E' will be provided along Piney Church Road to screen the Parcel Q residential development. The plantings will be compressed if necessary adjacent to various utility easements and drainage structures. A bufferyard 'C' will be provided on Parcel Q between the townhouse development and the adjacent RL zone.

(cc) Petitioner shall construct a cul-de-sac at the terminus of Graphics Drive from DeMarr Road Industrial Park per Charles County Standard Detail Figure R-2.38. The improvements should be permitted by P&GM in conjunction with the issuance of an infrastructure permit and associated performance bonding not later than prior to the subdivision of the residue of Parcel C (i.e., prior to the recordation of any subdivision plats for the residue of Parcel C) as shown on a plat of Middle Business Park recorded in the Land Records at Book 53 at Page 95. If Parcel C is not further subdivided, then the P&GM infrastructure permit must be issued prior to the Planning Commission's approval of a site development plan for Parcel C.

(dd) A 10-foot wide hiker/biker bituminous pathway shall be constructed along the west side of Piney Church Road from MD Route 488 to St. George's Drive with the timing of adjacent development projects. Petitioner shall

obtain the right-of-way and easements where necessary for the pathway and associated drainage improvements. The hiker/biker trail along Piney Church Road must be completed from the parcel entrance road north to the existing hiker/biker trail along Piney Church Road in front of Neal Elementary School to allow the new elementary students to walk to school. This improvement must be permitted and completed with the improvements to be provided along the Piney Church Road frontage of the Vermillion parcel. If the hiker/biker trail cannot be accommodated within the existing right-of-way and the developer demonstrates that the right-of-way cannot be acquired, then the developer may request assistance from the County to acquire the necessary right-of-way.

(ee) Petitioner shall construct a traffic signal at the intersection of St. Charles Parkway and DeMarr Road when warranted by increased development or background traffic.

(ff) On August 25, 2011, a revision to Sheffield Neighborhood Preliminary Subdivision Plan, XPN #03-0014 was approved to deduct 1.01 acres of open space from Parcel J in Sheffield and to create a commercial parcel to be consolidated into a commercial parcel in the adjacent Gleneagles North subdivision. On January 10, 2012, a revised final plat was approved under XCS #11-0001, recorded at Plat Book 58, page 685 among the Land Records of Charles County. This revision is hereby approved as part of this Revised and Restated Docket 90 Order.

(10/5/10 Order)

E. Villages of Wooded Glen and Piney Reach

1. The Gross Total Density, Gross Residential Density, and Dwelling Unit Summary are as follows; however, subsequent Village Master Plan amendments may amend unit allocation and mix within the Village, provided total maximum density is not exceeded for the Village:

Gross Total Density = Dwelling Units/Acre	Gross Residential Density = Dwelling Units/Residential Acre
Village of Wooded Glen = $6,720/1,717.6 = 3.91$	Village of Wooded Glen = $6,720/1,717.6 = 3.91$
Village of Piney Reach = $3,356/1,455.5 = 2.31$	Village of Piney Reach = $3,356/1,015.9 = 3.30$
Total St. Charles Southern Villages = $10,076/3,173.1 = 3.18$	Total St. Charles Southern Villages = $10,076/2,733.5 = 3.69$

Dwelling Unit Summary				
Village	SF	TH/DUP	APT	Total
Total Wooded Glen	3,360	1,680	1,680	6,720
Total Piney Reach	1,678	839	839	3,356
Total St. Charles Southern Villages	5,038	2,519	2,519	10,076
Percentage	50.0%	25.0%	25.0%	100.0%

2. The Villages of Wooded Glen and Piney Reach are subject to the following conditions:

(a) Preliminary subdivision plans must be submitted and approved by the Planning Commission prior to the approval of any lots for the purpose of building dwellings in the residential portion of the village. No residential construction of any kind shall begin in the Village of Piney Reach until 85% of all residential construction has been completed in the Village of Wooded Glen. (2/25/97 Order; Note 3 on "Wooded Glen & Piney Reach Master Plan Amendment," PDZA #12-90 (17), hereinafter the "Wooded Glen PDZA")

(b) The applicable conditions of approval for zoning map amendment #01-90(05), #01-90(06), and #01-90(07) and the previous amendment to Village Master Plans for these Southern Villages have been repeated in these notes. These conditions are necessary to ensure that the zoning map amendment approval and master plan are consistent with the Charles County comprehensive plan and the requirements of Article VII of the Zoning Ordinance. (3/8/11 Order)

(c) Adequate public facilities review will be done at preliminary subdivision plan stage or final site development plan stage for development in each of the villages as set forth in Article XVI of the Zoning Ordinance.

Preliminary Subdivision Plans will be required to be provided with a preliminary analysis of adequate public facilities impacts except for road and traffic impact studies as follows. In accordance with the July 2002 Docket 90 Amended Order, Section 5(d), no further adequate public facility road studies are required if the County adopts a proposed access management plan for the Cross County Connector, St. Charles Parkway, and the realigned DeMarr Road and Petitioner's development submissions are in accordance with these plans. **(7/22/02 Order; Note 7 of the Wooded Glen PDZA)**

(d) BRLs and lot sizes shall be determined at preliminary subdivision plan stage. The minimum percentage of single family detached units shall be 50%, the maximum percentage of multi-family units shall be 50%, and the maximum percentage of apartment and condominium units shall be 25%. **(3/8/11 Order)**

(e) The RPZ mapping on this plan is approximate and is subject to revision during the preparation of subsequent plans. Increases or decreases in the RPZ may result from refinements of the floodplain, the stream headwater, wetland delineations, or mapping of steep slopes. **(3/8/11 Order; Note 10 of the Wooded Glen PDZA)**

(f) The Petitioner will protect the Zekiah Watershed by leaving any slopes greater than 25% which are contiguous to the RPZ undisturbed to the top of the 25% slopes. This slope protection area will not be included in any individual lot area. Any further ordinance amendments regarding the expansion of buffer due to steep slopes will apply to the Villages of Wooded Glen and Piney Reach at such time as the County Commissioners revise the RPZ buffer requirements. However, the Petitioner does have the opportunity to appeal to the County Commissioners to modify the application of those provisions. **(3/8/11 Order; Note 11 of the Wooded Glen PDZA)**

(g) There shall be no clearing, grading, construction, or disturbance of vegetation in the RPZ, except as may be permitted by the Planning Commission. **(3/8/11 Order)**

(h) 50-foot buffer of existing forest will be required to buffer properties that are adjacent to the Naylor, Bland, and Krempasky acquisition parcels and in no case shall the buffer planting be less than a standard bufferyard 'D'. The buffer shall be shown on the Preliminary Subdivision Plan. A 75-foot bufferyard in a natural vegetated state adjacent to the west side of unrelocated portions of Old Piney Church Road across from offsite properties must be shown and retained on the Preliminary Subdivision Plan. A bufferyard 'D' is to be shown on the Preliminary Subdivision Plan and shall be established between the Piney Reach Business Park and the residential portion of the project. A bufferyard 'D' shall be shown on the preliminary subdivision plan and shall be established within the Village of Wooded Glen Neighborhood 4 adjacent to and/or within the proposed 100-foot SMECO easement on the western boundary of the neighborhood. **(3/8/11 Order)**

(i) The gross density within 500 feet of the centerline of MD Route 488 shall be less than or equal to 2.0 dwelling units per acre. All proposed and existing land zoned PUD adjacent to MD Route 488 must have a 150-foot existing vegetated buffer. However, where properties located across MD Route 488 are undeveloped or of limited development, the County Commissioners may allow the buffer to be reduced to 75 feet subject to a public hearing on a buffer management plan. **(3/8/11 Order)**

(j) The open space requirements will be evaluated at the Preliminary Subdivision Plan stage to ensure that adequate usable open space is provided to support the recreational facilities as deemed appropriate by the Planning Commission during their review. **(3/8/11 Order)**

(k) The Charles County Forest Conservation Ordinance shall not apply to development activities in the Villages of Wooded Glen and Piney Reach. It has been determined that these villages are eligible for an exemption under the law per Article III-4(N) of the Charles County Forest Conservation Ordinance. **(Note 16, Wooded Glen PDZA)**

(l) Stormwater management best management practices and sediment and erosion control plans shall be incorporated into the design of the Villages of Wooded Glen and Piney Reach and approved according to all state, local, and federal regulations. **(3/8/11 Order)**

(m) Waters, wetland, and buffer impacts shall be approved through the joint state/federal permit process. **(3/8/11 Order)**

(n) Proposed access points on St. Charles Parkway have been established by Table F.11 of the Road Ordinance. Additionally, all proposed access points along MD Route 488 will be required to have final access approval from SHA. **(3/8/11 Order)**

(o) Billingsley Road and St. Charles Parkway have been constructed according to the conditions outlined in Docket 90. **(3/8/11 Order)**

(p) Piney Church Road has been improved from Billingsley Road to the PEPCO ROW as part of the Southern Maryland Stadium Infrastructure, PGM #VR 05-0093. Piney Church Road shall be improved or newly constructed to MD Route 488 as part of the Fairway High School site development, PGM #VR 06-0009. Petitioner shall dedicate the necessary right-of-way along its frontage for the improvement of Old Piney Church Road (St. Jacob's Drive) for a two-lane minor collector roadway. The improvement of St. Jacob's Drive from Station 7+80 to MD Route 488 shall be constructed during the development of the adjacent Village of Piney Reach Neighborhood 1. **(3/8/11 Order)**

(q) All design and construction shall be in accordance with the latest Water and Sewer Ordinance, Construction Standards and Specifications Manual, and Detail Manual, at the time of engineering submission and the start of construction. The adequacy of offsite water and sewer facilities shall be addressed and approved by the County prior to the approval of the engineering plans. Hydraulic analyses of the water and sewer system are required at final engineering submission. Suitable sites for sewage pumping stations, wells, and water storage facilities, as needed to support development in the villages, will be provided at no cost to the County. **(3/8/11 Order)**

(r) The number, type, size, development condition, and location of school sites shall be negotiated with Charles County Public Schools ("CCPS"). Petitioner will provide school sites phased consistently with the demand indicated from the student yield rates by school level and housing type prior to the approval of each preliminary subdivision plan. Petitioner will provide evidence to Charles County that CCPS has determined that the location and size of the school sites being proffered are sufficient based on CCPS. (3/8/11 ZMA 09-90(15), Note 23)

(s) The location, type, number, and schedule for the construction of amenities, such as neighborhood centers and tot lots, shall be approved at the Preliminary Subdivision Plan stage. (3/8/11 Order)

(t) Upon submittal of any future preliminary subdivision and site development plans and engineering construction plans, Petitioner will coordinate with P&GM in regards to the planning, design, and construction of requested shared use hiker/biker facilities and their interconnections with other existing or proposed trails. (3/8/11 Order)

(u) Petitioner will provide a site for a fire/EMS station of a typical size to be located in the villages through coordination with the Department of Emergency Services at no cost to the County. Site location for shared facilities should be coordinated with the Sheriff's Department. (3/8/11 Order)

(v) Petitioner will provide a site for a police sub-station of typical size to be located in the villages through coordination with the Sheriff's Department at no cost to the County. Site location for shared facilities should be coordinated with the Department of Emergency Services. (3/8/11 Order)

(w) No connection from the Village of Wooded Glen Neighborhood 5 or Piney Reach Neighborhoods 1 and 2 can be built to existing Piney Church Road (proposed St. Jacob's Drive) until St. Jacob's Drive is improved to minor collector standards. This does not include the collector road from Wooded Glen Neighborhood 1 to St. Jacob's Drive. (3/8/11 Order)

(x) Urban roads standards may be utilized for public roads in this PUD development as approved by the County. An operation and maintenance agreement outlining the developer's and/or his assign's responsibilities which is satisfactory to the County will be provided for the on-street parking spaces and associated features. **(Note 29, Wooded Glen PDZA)**

(y) SWM administrative waivers have been granted for the Village of Wooded Glen Neighborhood 1 and Piney Reach Business Park Parcel B, Tract 3B and Tract 3C. **(Note 30, Wooded Glen PDZA)**

(z) A bufferyard 'D' shall be shown on the Preliminary Subdivision Plan and shall be established within the Village of Wooded Glen Neighborhood 4 adjacent to or within the proposed 100-foot SMECO easement on the western boundary of the neighborhood. **(Note 13, Wooded Glen PDZA)**

(aa) The gross density within 500 feet of the centerline of MD Route 488 shall be less than or equal to 2.0 dwelling units per acre. All proposed and existing land zoned PUD adjacent to MD Route 488 must have a 150-foot vegetated buffer. However, where properties located across MD Route 488 are undeveloped or of limited development, the County Commissioners may allow the buffer to be reduced to 75 feet subject to a public hearing on a buffer management plan. **(Note 14, Wooded Glen PDZA)**

(bb) At the time of application for a Preliminary Subdivision Plan or Site Development Plan for The Village of Wooded Glen Neighborhood 4, the Petitioner shall coordinate with the Department of Public Works and/or the Parks and Recreation Division with regard to the proximity of proposed residences to Laurel Springs Regional Park and the need for and/or location of open spaces, buffers, easements, fences, etc. As well, consideration shall be given to a pedestrian/bicycle path from the proposed development to the adjacent park. **(3/8/11 Order; Note 31 Wooded Glen PDZA)**

(cc) At the time of application for a Preliminary Subdivision Plan or Site Development Plan for the Village of Wooded Glen Neighborhood 4, the applicant will be required to coordinate with the Town of La Plata (the "Town")

and provide written documentation from the Town indicating the Town's agreement to measures that may be implemented upon development of the Village of Wooded Glen Neighborhood 4, such as buffers, access or other matters that may be of interest with regard to Tilghman Park. (**Note32, Wooded Glen PDZA**)

F. **Economic Self-Sufficiency Status.** As of July 16, 2013, the PUD has no less than 10% nor more than 25% of its total area developed as commercial and industrial use, with 951 acres developed as commercial and industrial uses and a total land area of 9,229 acres, as required by § 297-93.B(1) of the County Code. For purposes of this § IV.F, land is "developed" if it (1) has been designated in a Village Master Plan for commercial or industrial use, (2) has received final subdivision plat approval, and (3) has had water and sewer lines extended to it. If a Village Master Plan is amended to change the designation of land designated as commercial or industrial as of July 16, 2013, this calculation under § 297-93.B(1) shall be revised.

V. ROADS

A. **Good Faith Cooperation on Road Improvements.** Petitioner and the County agree that it is in their mutual best interests to accelerate the construction of arterial roads in the PUD to serve future development and to improve the transportation network of the County, especially as these roads relate to the pupil transportation needs of CCPS. (**7/22/02 Amended Order, ¶1(a)**)

B. **Middletown Road and Western Parkway (a/k/a/ St. Patrick's Drive).** All conditions were satisfied as to Middletown Road as indicated in the 7/22/02 Amended Order, and all conditions were satisfied as to Western Parkway/St. Patrick's Drive as of December 31, 2012. See Appendices (C) and (D) for completed requirements.

C. **Cross-County Connector and St. Charles Parkway.** (All development submissions submitted through July 1, 2013 have satisfied this condition)

1. If the County adopts a proposed Traffic Access Management Plan for the Cross County Connector, St. Charles Parkway, and the realigned DeMarr Road, and Petitioner's development submissions are in accordance with the plan, then no further

adequate public facility road studies are required unless the plan is changed.

(7/22/02 Amended Order, page 2)

D. **Construction Requirements for Fairway Village.**(All conditions herein were satisfied as of December 31, 2012; see Appendix (F))

E. **Road Improvements Related to Minor League Baseball Stadium and Entertainment Complex.** Petitioner is obligated to design and construct upgrades of Piney Church Road to Major Collector standards. The upgrades related to the Entertainment Complex begin at Billingsley Road and continue south to MD Route 488. Petitioner agrees to accelerate the timing of the completion of that upgrade to be concurrent with the completion of the Entertainment Complex. The portion of Piney Church Road from Billingsley Road to the PEPCO transmission lines will be four (4) lanes, closed section, to accommodate through traffic and turning movements. The portion of Piney Church Road from the PEPCO power lines to MD Route 488 will be a standard two-lane open section. Bond financing of these improvements is addressed in Article VIII below. (7/25/05 Memorandum of Understanding)

VI. SEWER AND WATER

A. **General Provisions – Facilities**

1. All sewer and water lines and related facilities necessary to serve the property in the PUD shall be constructed by Petitioner in accordance with then existing Subdivision Regulations, the Rules and Regulations of the County, and all other applicable laws and requirements, federal, state and county. Petitioner must advise all purchasers of any land in the PUD (and impose a requirement on purchasers from Petitioner that subsequent purchasers be likewise advised) that the land may be subjected to uniform front foot benefit charges. (10/22/80 Agreement, page 1)

2. Good Faith Cooperation. Petitioner and the County shall work together to attempt to identify and analyze all problems associated with the present and future capacity of the Piney Branch Interceptor. The County shall use its best efforts to develop a financing plan to address the problems so identified. (7/22/02 Amended Order, ¶1(d))

3. The County shall work with Petitioner to develop a feasible financing mechanism to address necessary upgrades to Pumping Station 3B. To accomplish this, the parties agree as follows:

(a) Pumping Station 3B²

(i) Petitioner shall construct a new sewage pumping station and associated force main(s) at St. Charles Parkway and Billingsley Road that shall be designed to accommodate the existing flow from Pump Stations 2A, 3, and 5 as well as future flows from units to be constructed in St. Charles and off-site flows from property developed by others. In the event that the Kelson Ridge electric project is unduly delayed, the cost of the Pumping Station 3B and associated force main(s) shall be funded in accordance with subparagraph (iii) below.

(ii) The County shall establish a policy to collect a special connection fee for off-site users of Pumping Station 3B in accordance with a Rebate Agreement between the County and Petitioner for the off-site connections.

(iii) As proposed in subparagraph (i) above, the cost of the pumping station and associated force main(s) shall, subject to the requirements and procedures of state and local laws, be funded by general obligation bonds issued by the County. The County shall, subject to appropriation and pursuant to the requirements and procedures of State and Local law, pay that portion of the cost attributable to existing units. Petitioner shall pay for the proportion of the cost attributable to the new capacity, subject to reimbursement for off-site connections in accordance with the Rebate Agreement. Petitioner shall guarantee the repayment of its portion of the bonds by a letter of credit or other financial instrument acceptable to the County. (7/22/02 Amended Order)

² While the 7/22/02 Amended Order refers to this Pumping Station as 3A, there has been a correction in terminology since that time. Pumping Station 3A now refers to the 2.5 mgd pumping station that the County is preparing to begin construction on, and Pumping Station 3B is the 17 mgd station for which the Petitioner is responsible.

(b) Pumping Station 5A (Completed requirements related to Pumping Station 5A are included in Appendix (G))

(i) The County shall establish a policy to collect a special connection fee for off-site users of pumping stations 5A in accordance with a Rebate Agreement between the County and Petitioner for the off-site connections. (7/22/02 Amended Order)

B. Capacity in the Mattawoman Wastewater Treatment Plant ("MWWTP")

1. The November 29, 1989 Agreement and March 12, 1990 Consent Decree have each been superseded and supplanted in their entirety by the July 31, 2002 Consent Judgment, except that (a) nothing therein shall affect the validity of property interests transferred or to be transferred by Petitioner to the County pursuant to the terms of the Agreement and Consent Order, and (b) Petitioner shall be entitled to sufficient water supply and treatment capacity to serve St. Charles Community's planned 24,730 residential units (as discussed above, the 60 senior housing units approved per the September 30, 2009 Order and the 700 housing units approved per the June 23, 2006 Amended Order do not count towards the 24,730 maximum unit count). The County agrees to allocate sufficient water supply and sewerage treatment capacity to serve an additional 650 units per year within the PUD. All allocations shall be cumulative, except that St. Charles shall not be entitled to more than 950 allocations in one calendar year. Petitioner having agreed to develop and sell commercial and industrial property to ensure the balanced growth of the PUD, the County shall provide water and sewer allocations for such commercial and industrial projects and any public facilities, in addition to those allocations provided for above, upon request by Petitioner, in accordance with policy guidelines found in the County's Comprehensive Water and Sewerage Plan. (7/31/02 Consent Judgment)

C. Connection Charges

1. During their effective periods, the following sewer connection charges were reasonable and properly applicable to development within the PUD in accordance with applicable federal, state, and local law:

Effective Date	Sewer Connection Charge
19 Oct 1988	\$1,775
1 Oct 1989	2,012
1 Oct 1990	1,993
1 Oct 1991	2,113
1 Jan 1993	2,251
1 Jul 1994	2,400
1 Jul 1995	2,525
1 Jul 1996	2,650
1 Jul 1997	2,780
1 Jul 1998	2,930
1 Jul 1999	3,090
1 Jul 2000	3,250
1 Jul 2001	3,423

2. No feepayer in the PUD (including Petitioner) shall be required to pay any amount to the County for any underpayment of any sewer connection charge paid to the County prior to the entry of the July 31, 2002 Consent Judgment.

3. After the entry of the July 31, 2002 Consent Judgment, for 2,000 residential units in Fairway Village in the PUD, the sewer connection charge applicable to Petitioner for development within the PUD shall be continuously maintained at the level which is \$1,608 less than the sewer connection charge applicable to development outside of the PUD. (7/31/02 Consent Judgment)

VII. SCHOOL ALLOCATIONS

A. Not later than January 1, 2005, St. Charles and the County shall meet and determine the number of school allocations in addition to those provided for in paragraph 7(b) of the July 22, 2002 Amended Order in Docket 90 to sustain the continued development of the St. Charles PUD. The County shall use its best efforts to accelerate the construction of schools to provide the necessary allocations to St. Charles. The determination of the number of school allocations to be given to St. Charles shall be in the County's sole discretion and nothing herein

shall entitle St. Charles to school allocations above those provided in paragraph 7(b) of the July 22, 2002 Amended Order in Docket 90. **(2002 Amended Order, para. 1(f))**

B. Under paragraph 7(a) of the July 22, 2002 Amended Order in Docket 90, St. Charles shall donate school sites in accordance with the original Docket 90 Order.

C. Under paragraph 7(b) of the July 22, 2002 Amended Order in Docket 90, St. Charles was entitled to a minimum of 894 school allocations over the period beginning January 1, 2002 and ending December 31, 2005 in accordance with the schedule attached to the July 22, 2002 Amended Order in Docket 90 as Exhibit A. Not later than January 1, 2005, St. Charles and the County shall meet and determine the number of school allocations necessary to sustain the continued development of the St. Charles PUD, utilizing a baseline assumption of 200 units per year as a measure of probable minimum sustained economic viability. In 2005, the County and St. Charles agreed that the current baseline assumption of the number of units per year necessary to sustain the continued development of the St. Charles PUD shall be 300 units per year, and this baseline assumption shall apply until the bonds described in ¶ 5.01 of a July 22, 2005 Memorandum of Understanding between the County and St. Charles are repaid in full. The parties agreed that these 300 units will be used as a current baseline assumption of the number of units per year as a measure of probable minimum sustained economic viability when the County and St. Charles meet on or after January 1, 2006 as provided in paragraph 7.b of the June 22, 2002 Amended Order in Docket 90.

D. St. Charles' plans to develop one or more adults-only communities in St. Charles in accordance with the current age descriptions in the PRD Zone, and agree that St. Charles shall not be required to obtain school allocations or pay school impact fees for such adults-only communities, so long as such development complies with the age restriction requirements of the PRD Zone for adults only communities.

VIII. FINANCIAL REQUIREMENTS

A. **Taxable Bond Issuances.** As a result of Petitioner agreeing to accelerate the design and construction of various improvements associated with the PUD, the County agreed to issue general obligation bonds to finance construction of the Cross County Connector, St. Charles Parkway, Piney Church Road, DeMarr Road, Pump Station 3B and other infrastructure

projects. To date, the County has issued \$40 million in general obligation bonds to finance these infrastructure projects ("Taxable Bonds").

B. **Repayment of Taxable Bonds.** Petitioner has signed repayment agreements for all of the Taxable Bonds issued. Each of the repayment agreements obligates the Petitioner to pay monthly principal and interest payable on the Taxable Bonds. Accordingly, Petitioner has made, and shall continue to make monthly payments to the County of principal and interest payable in advance equal to one-twelfth (1/12) of annual principal and one-sixth (1/6) of semi-annual interest due on the taxable bonds in accordance with payment schedules attached to each bond repayment agreement. Future issuances of general obligations bonds shall require the Petitioner to make principal and interest payments, similar to the structure outlined above, according to the provisions of an accompanying bond repayment agreement.

C. **Taxable Bond Collateral.** Petitioner has provided letters of credit acceptable to the County in form and content to guarantee repayment of Taxable Bonds, excluding those bonds issued related to the development of the Entertainment Complex. Issuances of general obligation bonds to finance infrastructure projects, excluding those related to the development of the Entertainment Complex, shall be guaranteed by letters of credit or other financial instrument acceptable to the County. The financing of infrastructure projects relating to the Entertainment Complex is governed by § 5.01 of a July 25, 2005 Memorandum of Understanding between the County and St. Charles.

APPENDIX OF COMPLETED REQUIREMENTS**A. Smallwood Village**

1. All of the conditions for development of Smallwood Village, as stated herein, have been satisfied as of July 22, 2002.
2. A strip of land of a minimum width of 75 feet adjacent to Piney Church Road and MD Routes 5 and 488 shall remain in natural vegetation. This area shall be used as a buffer zone so as to promote a development having aesthetic quality and may be credited to the Petitioner's open space requirement. No construction shall be permitted in this area excepting connecting roads and streets. (7/12/72 Order; 11/30/77 Order, page 1)
3. The 1.232-acre area of land across from St. Thomas Drive from Smallwood Village Center, known as Tax Map #15, Grid 16, Parcel #719 ("Parcel 719"), is designated for residential use. This area of land may be used solely for the construction of an elderly housing facility constructed and operated in compliance with the Fair Housing Act and the Low Income Housing Tax Credit Program. The following conditions shall specifically apply to this parcel:
 - (a) The Industrial Park force main project (PGM#91-027) and the pump station #6 upgrade (PGM#91-028) must be completed and accepted prior to the issuance of any construction of building permits, including grading, for this site. However, site improvement, grading and building plans may be submitted for review at any time.
 - (b) A Traffic Impact Analysis is to be submitted for review with the initial site plan submission, and shall be subject to the Adequate Public Facilities requirements in effect at that time.
 - (c) This site is to be used for 54 one-bedroom apartments, and is to be used by elderly residents who qualify per the Fair Housing Act and the Low Income Housing Tax Credit Program. Any use of this building other than for elderly housing will require an amendment to the Village Master Plan.
 - (d) Notwithstanding the density restrictions and dwelling unit mix otherwise specified for Smallwood Village, 54 single-bedroom apartment units as shown on

the revised Master Plan for Smallwood Village are to be deducted from the approved maximum unit count for the next Village to be developed in St. Charles after Fairway Village. (11/29/94 Amended Order, page 2)

4. Pursuant to the February 1994 "Sixth Submission Smallwood Village" Plan, the Gross Total Density, Gross Residential Density, and Dwelling Unit Summary are as follows; however, subsequent Village Master Plan amendments may amend unit allocation and mix within the Village, provided total maximum density is not exceeded for the Village:

Gross Total Density = Dwelling Units/Acre	Gross Residential Density = Dwelling Units/Residential Acre
Smallwood Village = $4,763/1,888.8 = 2.52$	Smallwood Village = $4,763/1,531.1 = 3.10$

Dwelling Unit Summary				
	SF	TH/DUP	APT	Total
Total Smallwood Village	2,284	1,272	1,207	4,763
Percentage	48.0%	26.7%	25.3%	100.0%

The unit counts for apartments in Smallwood Village are based on a bedroom count formula as follows: DU x 0.75 for 1 bedroom; DU x 1.0 for 2 bedrooms; and DU x 1.5 for 3 bedrooms.

B. Westlake Village

1. All of the conditions for development of Westlake Village, as stated herein, have been satisfied as of December 31, 2012.

2. Pursuant to the March 17, 2009 "Town Center and Westlake Village Land Use Master Plan," the Gross Total Density, Gross Residential Density, and Dwelling Unit Summary are as follows; however, subsequent Village Master Plan amendments may amend unit allocation and mix within the Village, provided total maximum density is not exceeded for the Village:

Gross Total Density = Dwelling Units/Acre	Gross Residential Density = Dwelling Units/Residential Acre
Westlake Village = $5,179/1,716 = 3.02$	Westlake Village = $5,179/1,406.2 = 3.68$

Dwelling Unit Summary				
	SF	TH/DUP	APT	Total
Total Westlake Village	2,282	1,665	1,232	5,179
Percentage	44.1%	32.1%	23.8%	100.0%

The unit counts for apartments in Westlake Village are based on a bedroom count formula as follows: DU x 0.75 for 1 bedroom; DU x 1.0 for 2 bedrooms; and DU x 1.5 for 3 bedrooms.

3. Town Center: With respect to the 66.420-acre tract of land (Parcel 16) rezoned from R-1 to PUD on March 1, 1978:

(a) This 66.420-acre parcel shall be developed in conjunction with the proposed regional shopping center and in accordance with the Petitioner's proposed site development plan.

(b) Prior to issuance of any building permits, all site development plans must be approved by the Planning Commission.

(c) The construction of the shopping center shall be started within 18 months of approval of this Order.

(d) The proposed interchange with U.S. Route 301 and Smallwood Drive shall be built at no cost to the County at a time when 60% of the entire 1,213,400 square feet of the floor area is constructed. The Petitioner may seek federal and state assistance for possible funding and construction of this interchange.

(e) If the County or state finds that traffic control devices should be installed as an interim measure (prior to the construction of the interchange of Smallwood Drive and U.S. Route 301) to alleviate traffic congestion and insure better traffic movement, said traffic control devices shall be installed by the developer at no cost to the County.

(3/1/78 Order)

4. With respect to the 5.0949-acre Parcel 668/Parcel L located within the St. Charles Town Center and Westlake Village Master Plan for the PUD, the land use category was

changed from commercial to residential through an Order dated September 30, 2009. **(9/30/09 Order)**

5. The attached letter from Jacquelyn M. Magness, Director of Planning, to Ray Keeney, dated March 25, 1988 (attached as Exhibit "4"), shall be applicable to Dorchester Neighborhood, regarding development standards for townhouses and zero lot line homes. **(4/11/89 Order)**

6. Lancaster Neighborhood will be the first neighborhood to be built in Westlake Village and will be developed in accordance with the schedule reflected in the preliminary plan. Sixty percent of the total residential development must be completed in Lancaster Neighborhood prior to the issuance of any occupancy permits for Hampshire Neighborhood. **(7/15/81 Order)**

7. The Petitioner will provide the Department of Public Works with a plan that will insure proper protection for the existing stream that traverses through Westlake Village and feeds into the Piney Branch. **(7/15/81 Order)**

8. The Petitioner shall dedicate a land area of between 35 and 50 acres to Charles County for the purpose of a future community park (now known as Stethem Park). **(7/15/81)**

9. In an October 23, 1985 Order, the County Commissioners added a 257.1-acre tract of land to Westlake Village.

(a) This parcel shall be developed in conjunction with the proposed regional shopping center and in accordance with the Petitioner's proposed site plan.

(b) Prior to issuance of any building permits, site plans must have been approved by the Planning Commission.

(c) There will be no clearing of the subject property until the Planning Commission shall have approved a clearing and grading plan for the property.

(d) A revised plan of development for Westlake Village was submitted to the Planning Commission showing proposed land uses, highways, densities by type of use, and a development timetable.

(e) Within four (4) years of October 23, 1985, the Petitioner constructed Western Parkway from its current terminus south to Billingsley Road in conjunction with the development of the Donald S. Franyo and Billingsley Road Associates properties whether under the existing zoning or PUD zoning. Prior to the construction of the extension of Western Parkway, plans for the construction and location thereof shall have been approved by the Department of Public Works, Planning Commission, and County Commissioners.

(10/23/85 Order)

10. In an April 11, 1989 Order, the County Commissioners rezoned 174.2 acres to PUD (excepting 3.6926 acres to be encumbered by a stormwater management easement). The Order required that a revised plan for the development be submitted to the Planning Commission showing proposed land uses, highways, densities by type of use, and a development timetable, which incorporates and complies with the preliminary plan for the Dorchester Neighborhood. The residential development requirements applicable to these 174.2 acres are as follows (and have been satisfied as of December 31, 2012):

- (a) Not more than 174 single-family detached homes may be built.
- (b) Not more than 127 apartments may be built.
- (c) Not more than 85 townhouses (attached single-family dwellings) may be built.
- (d) Duplex-style homes shall not be permitted.
- (e) Zero-lot line homes are permitted as replacing previously proposed duplexes.
- (f) Single-family detached homes are not permitted on lots of less than 8,000 square feet in area except as permitted in paragraph (e) above.
- (g) Apartments are to be constructed with brick accent features similar to that approved by the Planning Commission for Coachmans Apartments in Hampshire Neighborhood.

(h) The content of the attached letter from Jacquelyn M. Magness to Ray Keeney dated March 25, 1988, sets forth standards for the development and construction of townhouses and zero lot line homes. (4/11/89 Order, page 3)

11. In a 1994 Order, the County Commissioners ordered that the parcel described as Parcel Q be designated on the Westlake Village Plan for residential rather than commercial use and a maximum of an additional 145 single-family residential units (final number of units, not to exceed 145, shall be determined during site planning process based on standard engineering design criteria and applicable codes and regulations) may be constructed in Westlake Village, specifically to be located on Parcel Q which will be included in the Dorchester Neighborhood of Westlake Village. The following additional conditions apply to Parcel Q (and have been satisfied as of December 31, 2012):

(a) Petitioner shall allocate and make available an aggregate area of 32 acres, more or less, for additional commercial use in Fairway Village. The 32 acres, more or less, shall be in addition to commercial land uses now reflected on the Master Plan filed in these proceedings. The total area of land ultimately to be developed for commercial use in Fairway Village shall be determined by the Planning Commission during the preliminary plan process for Fairway Village;

(b) The residents of Parcel Q shall have all the rights, privileges and responsibilities of other Dorchester Neighborhood residents. Parcel Q is to be annexed to Dorchester Neighborhood prior to the sale of any units in Parcel Q;

(c) Petitioner shall make a capital contribution, outside of assessments and/or deficit funding, to Dorchester Neighborhood Association in the amount of Two Hundred Dollars per unit at the time of settlement of each unit;

(d) Petitioner shall provide the following recreational amenities: two additional tennis courts, fourteen parking spaces and a tot lot which amenities will be reviewed by the Planning Commission. The tot lot shall be of a quality equal to or better than that already in existence at the Neighborhood Center. The location of the tot lot shall be as determined by the Planning Commission, which shall consider testimony from the Dorchester Neighborhood Association and other interested parties. These recreational amenities and parking lot shall be

completed within two years of the issuance of the first building permit for Parcel Q;

(e) Petitioner shall provide a pedestrian circulation system, sidewalks or hiker/biker trails, as determined by the Planning Commission, to ensure residents of Parcel Q access to all community facilities. These improvements shall be completed within two years of the issuance of the first building permit for Parcel Q;

(f) The additional units permitted in Westlake Village by this subsection shall not increase the total number of units established for the PUD. Accordingly, these dwelling units will correspondingly reduce the number of potential units permitted in the next village to be developed in the PUD after Fairway Village;

(g) No waivers or exemptions from County development or land use ordinances, regulations, or fees are to be implied by this subsection, except for those waivers or exemptions that would ordinarily apply to the PUD and those exemptions stated herein, including the waiver of any off-site road fees; and

(h) This subsection and the accompanying revised Westlake Village Plan have been recorded in the Land Records for Charles County, Maryland pursuant to the 1994 Amended Order of the County Commissioners. **(1994 Amended Order, page 2)**

12. In a June 23, 2006 Order, the County Commissioners ordered that the uses of Parcel 213, Lots J and I of Westlake Village be redesignated from Commercial/Light Industrial to Commercial/ Residential, and the permitted density of Westlake Village be increased from 2.8 dwelling units per acre to 3.018 dwelling units per acre (as shown on the approved Village Master Plan). **(6/23/06 Order)**

13. Parcel 213, Lots J and I of Westlake Village are approved for the uses subject to the following conditions:

(a) A sewer study will be prepared and approved by the County prior to the site development plan approval.

(b) The approvals of the subdivision and/or site development plan will be subject to the Adequate Public Facilities Ordinances, standards, or regulations at the time of plan submission.

(c) The project will comply with all County Road Ordinance standards.

(d) There will be no more than two full median openings allowed for this project's access from St. Patrick's Drive. The second access point, located approximately 1,500 feet south of Smallwood Drive, may have one of these median openings. The other full median opening may be either at the fourth access point of Smallwood Drive or the fifth access point south of Smallwood Drive (to be determined at a later date). Both intersections will have the potential to warrant a traffic signal and related studies. There will be no more than two traffic signals along St. Patrick's Drive for this project. All intersection spacings will be subject to the requirements of the County Road Ordinance.

(e) The Petitioner shall perform a traffic signal timing study for all traffic signals along Smallwood Drive West from US 301 to St. Patrick's Drive, including making necessary improvements to the intersection of Smallwood Drive and St. Patrick's Drive to improve the left-turn movement from westbound Smallwood Drive onto Southbound St. Patrick's Drive.

(f) No less than 20 apartments will be set aside and maintained as discounted workforce housing for County teachers and police officers ("HERO Program").
(6/23/06 Amended Order, page 2)

C. **Middletown Road** (All conditions herein were satisfied as per the 7/22/02 Amended Order)

1. The County and Petitioner agreed that the County will make the improvements to Middletown Road and the Petitioner will reimburse the County for its share of the cost of improvements to Middletown Road. On or about June 21, 1988 the Petitioner transferred to the County the sum of \$200,000 as security for the payment of its share of the cost of improvements to Middletown Road.

- (a) Said sum of \$200,000.00 shall be deposited in an interest bearing account, "the Middletown Road Escrow Account," in the name of the County Commissioners of Charles County, Maryland, for a major collector road per Charles County Road Ordinance dated 1985.
- (b) The County will make the planned improvements to Middletown Road in accordance with the provisions of the Charles County Road Ordinance on or before December 31, 2000. If construction of the planned improvements to Middletown Road has not been completed by December 31, 2000, the entire balance in the Middletown Road Escrow Account shall be paid to the Petitioner.
- (c) Upon completion of the construction of improvements to Middletown Road, the County will determine the total cost of the improvements and allocate the cost on a per linear foot basis. The term "total cost of the improvements" shall include, but not be limited to, construction costs, engineering fees, legal fees, and all other costs associated with the improvements to Middletown Road as determined by the County. The term "total cost of the improvements" shall not include right-of-way acquisition costs except as modified below.
- (d) The County shall determine the cost of the improvements to Middletown Road which are to be paid by Petitioner as follows:
- (i) Multiplying the per linear foot cost, as described above, times 2,096 (the number of feet which Petitioner owns contiguous and to the east of Middletown Road as shown on the attached plat) and adding to the product,
 - (ii) The total cost of acquisition (including land costs, court costs, legal fees, and any other applicable cost) of any additional right-of-way which is required for the construction of improvements to Middletown Road and is adjacent to the 2,096 feet currently owned by Petitioner along Middletown Road. If it is subsequently determined that the number of feet which Petitioner owns along the east side of Middletown Road is more or less than 2,096, the parties agree that the multiplier will be the actual

number of feet which Petitioner owns contiguous to the existing Middletown Road.

(e) That the County will use the accumulated funds in the escrow account to reimburse itself for the cost of the improvements to Middletown Road which is due from Petitioner as determined by Paragraph 5.

(f) To the extent that the accumulated funds in the escrow account exceed the amount due from Petitioner, the County will refund said balance to Petitioner within 30 days of the determination of the cost due from Petitioner.

(g) To the extent that the accumulated funds in the escrow account are less than the amount due from Petitioner, Petitioner agrees to pay the difference to the County within 30 days of demand therefor. If Petitioner fails to make payment of any amount which may be due hereunder within 30 days of the date of demand therefor, Petitioner agrees to pay interest at the rate of 10% on the amount which is due from the date of demand therefor. Further, Petitioner agrees that during any period of time in which Petitioner is delinquent in the payment of any sum which may be due hereunder, the County may decline to approve future subdivision plats of property of Petitioner.

(h) That the County in its sole discretion shall determine the alignment of the improved Middletown Road.

(i) That Petitioner agrees to convey to the County that portion of its property bordering Middletown Road which is reasonably necessary for the construction of improvements to Middletown Road. (6/21/88 Order; 7/22/02 Amended Order)

D. **Western Parkway** (a/k/a **St. Patrick's Drive**) (All conditions herein were satisfied as of December 31, 2012)

1. The Petitioner shall construct Western Parkway from its current terminus south to Billingsley Road. The extension of Western Parkway south to Billingsley Road shall be constructed as a dual lane, divided highway similar in design to the extension of Western Parkway from Smallwood Drive which is currently under construction. Prior to the construction of the extension of Western Parkway, plans for the construction and location

thereof shall have been approved by the Department of Public Works, Planning Commission, and County Commissioners. The construction of the extension of Western Parkway shall be completed on or before July 1, 1990. The installation of sidewalks and street trees shall be included with the construction of Western Parkway.

2. If the Petitioner fails to construct the above-referenced extension of Western Parkway south to Billingsley Road by July 1, 1990, the Planning Commission may refuse to issue any further building or occupancy permits, and other permits required to be issued to the Petitioner, or to approve any plats or plans until such time as the Petitioner shall comply with all terms and conditions, restrictions, and limitations herein or hereinafter imposed. **(10/23/85 Order; 4/11/89 Order)**

E. **Construction Requirements for Fairway Village** (All conditions herein were satisfied as of December 31, 2012)

1. Petitioner shall dedicate the necessary right-of-way along its frontage for the improvement of Piney Church Road to a two-lane collector road as required by the County.

2. Petitioner shall provide the necessary right-of-way and improve Piney Church Road from the access of the northern neighborhood of Fairway Village onto Piney Church Road to St. Paul's Drive.

3. Petitioner shall design and construct improvements to DeMarr Road to realign the curved portion during construction of Parcels A and C of Fairway Village.

4. The Petitioner shall prepare a traffic impact analysis of the proposed Rosewick Road connection to St. Charles Parkway, the U.S. Route 301 connection to Billingsley Road, and the railroad crossing near 925 for submission with the preliminary plans for the first neighborhood in Fairway Village.

5. The County shall approve the realignment of DeMarr Road requested by Petitioner in the Fairway Village Plan. **(7/22/02 Amended Order, page 12)**

F. **Pumping Station 5A** (All conditions below were satisfied as of December 31, 2012)

1. Petitioner shall construct a new sewage pumping station at St. Paul's Drive and Piney Church that shall be designed to accommodate the flow from approximately 1,768

existing dwelling units, 430 units to be constructed off-site by others and approximately 340 additional units in Fairway Village. Construction shall begin twelve months prior to the time that the County estimates that the sewage flows will reach the capacity of the existing pumping station and notifies Petitioner of such determination.

2. The County shall, subject to appropriation and pursuant to the requirements and procedures of State and local law, pay that portion of the cost attributable to 1,768 existing units. Petitioner shall pay for the proportion of the cost attributable to the new capacity, subject to reimbursement for off-site connections in accordance with the Rebate Agreement. (7/22/02 Amended Order)

G. **Fairway Village Facilities** (All conditions herein were satisfied as of December 31, 2012)

1. Petitioner shall provide a well site in Fairway Village which is acceptable to the Department of Public Works. Petitioner will cooperate with the Department of Public Works in the looping of water lines to the greatest extent practical within the PUD. The design of all sections of the Cross County Connector shall include necessary water mains. The water mains shall be constructed concurrently with the road construction and paid for as part of the road construction. (12/13/89 Order)

2. The Petitioner shall provide the Department of Public Works with an overall sewer plan for Fairway Village and the Villages of Piney Reach and Wooded Glen. This plan will attempt to eliminate as many existing and proposed pump stations as possible with the use of larger and fewer pump stations. The new system will eliminate Pump Station 2A or otherwise resolve the existing operation problems in a manner acceptable to the County. (12/13/89 Amended Order)

H. **Other Completed Payments/Obligations**

1. The Petitioner paid the County Commissioners the sum of \$300,000 in cash within one year from the date of the Order. (11/30/77 Order)

2. The Petitioner made a capital contribution, outside of assessments and/or deficit funding, to Dorchester Neighborhood Association in the amount of \$200 per unit at the time of settlement of each unit. (7/15/81 Order; 4/11/89 Order)

3. That Petitioner transferred to the County the sum of \$200,000.00. **(6/21/88 Agreement)**
4. To the extent that the accumulated funds in the escrow account are less than the amount due from the Petitioner, the Petitioner agreed to pay the difference to the County within 30 days of demand therefor. **(6/21/88 Agreement)**
5. Petitioner, after the execution of the Agreement and no later than February 15, 1972, donated to the Commissioners the sum of \$25,000 in current funds used for the following purposes: The Commissioners made application to the State of Maryland and the Federal Government for all park and recreation grants or contributions that were available under any existing Federal or State programs. **(1/5/72 Agreement)**
6. Petitioner paid \$93,807 of the cost of construction of Smallwood Safety Center. **(10/10/78 Agreement)**
7. That Petitioner leased to the County all land at the time of the Agreement being used for sewage treatment lagoons and sufficient land for spray irrigation as required to treat and dispose of an average daily flow of 1.2 MGD. The amount and location of the land for spray irrigation placed in reservation shall be determined by the appropriate permit issued by the Maryland Department of Natural Resources for the land disposal of sewage. All improvements to the spray irrigation fields and sewage treatment lagoons required by the Maryland Department of Health and Mental Hygiene for the land disposal of 1.2 MGD shall be made by Petitioner. The first \$100,000.00 of such expense were borne by Petitioner. The County reimbursed Petitioner for 50% of those expenses exceeding the first \$100,000.00. County paid Petitioner \$1.00 per year as rent for this lease (term of the lease was 15 years). The County paid all operational and maintenance expenses of said sewage treatment facilities during the term of this lease. **(10/22/80 Agreement)**

Adopted this 9th day of September, 2014.

COUNTY COMMISSIONERS
CHARLES COUNTY, MARYLAND


Candice Quinn Kelly, President


Reuben B. Collins II, Esq., Vice President

Ken Robinson


Debra M. Davis, Esq.


Bobby Rucci

ATTEST:


Danielle Mitchell, Clerk to the Commissioners

Consented to:

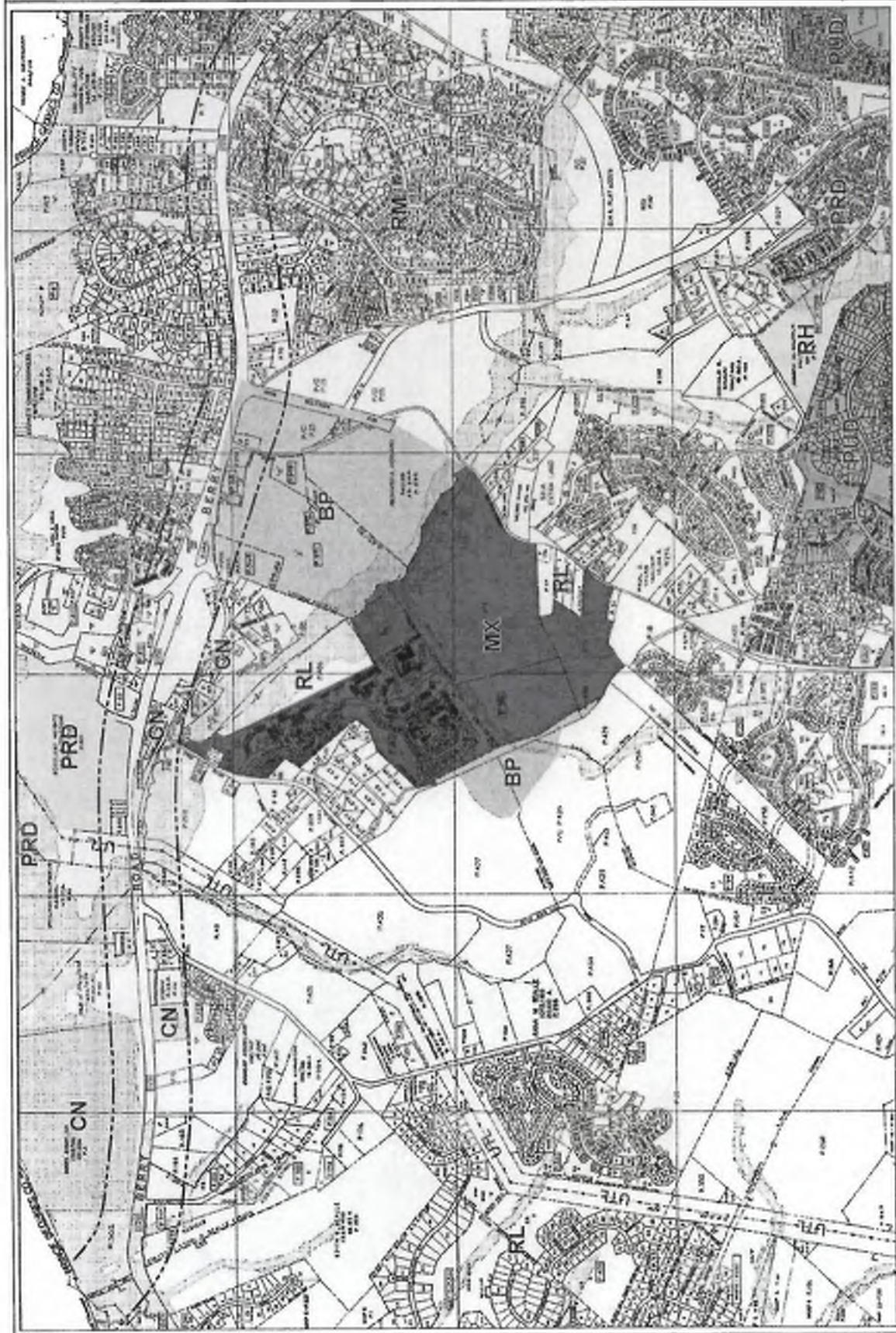
ST. CHARLES COMMUNITY, LLC



By: Matthew M. Martin, President

Exhibit 1 to Revised and Restated Docket 90 Order

1. Zoning Map – Map No. 7 Dated 4/17/2003 – Revision: Ordinance 03-23
2. Zoning Map – Map No. 8 Dated 4/13/2010 – Revision: Bill 2010-03
3. Zoning Map – Map No. 14 Dated 6/10/2003 – Revision: Ordinance 03-36
4. Zoning Map – Map No. 15 Dated 4/13/2010 – Revision: Bill 2010-03
5. Zoning Map – Map No. 23 Dated 6/24/2003 – Revision: Ordinance 03-36
6. Zoning Map – Map No. 24 Dated 10/15/2010 – Revision: ZMA 09-39
7. Zoning Map – Map No. 33 Dated 03/08/2011 – Revision: ZMA 09-36
8. Zoning Map – Map No. 34 Dated 03/08/2011 – Revision: ZMA 09-36



BASE ZONES	
AC	AGRICULTURAL CONSERVATION
AC (CONC'D)	AGRICULTURAL CONSERVATION
RR	RURAL CONSERVATION
RR	RURAL RESIDENTIAL
RV	VILLAGE RESIDENTIAL
RL	LOW DENSITY SUBURBAN RESIDENTIAL
RM	MEDIUM DENSITY SUBURBAN RESIDENTIAL
RH	HIGH DENSITY SUBURBAN RESIDENTIAL
RO	RESIDENTIAL / OFFICE
RO	RESIDENTIAL / OFFICE
CO	CORE DEVELOPMENT / RESIDENTIAL
CM	CORE MIXED RESIDENTIAL
CR	CORE RETAIL RESIDENTIAL
CN	NEIGHBORHOOD COMMERCIAL
CC	COMMUNITY COMMERCIAL
CB	CENTRAL BUSINESS
CV	VILLAGE COMMERCIAL
BP	BUSINESS PARK
IG	LIGHT INDUSTRIAL
RI	HEAVY INDUSTRIAL
AUC	ACTION URBAN CENTER
WC	WALDOOP CENTRAL
WDC	WALDOOP CENTRAL DEVELOPMENT DISTRICT
OVERLAY ZONES	
HP	HIGHWAY CORRIDOR
RP	RESOURCE PROTECTION
CB	CRITICAL AREA BOUNDARY
FLOATING ZONES	
PRD	PLANNED RESIDENTIAL DEVELOPMENT
PMH	PLANNED MOBILE HOME PARK
PEP	PLANNED EMPLOYMENT/TECHNOLOGICAL PARK
MX	PLANNED MIX USE
PLD	PLANNED LIGHT DEVELOPMENT
WPC	WATERFRONT PLANNED COMMUNITY
TOO	TRANSPORT ORIENTED DEVELOPMENT

0, 300, 600, 1,200 Feet
 DATE: 4/10/2003
 REVISION: 04D 03-25
 MAP NO. 7



ZONING MAP CHARLES COUNTY, MARYLAND
 DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



PROPERTY LINE
 SUBDIVISION LINE
 PLANNED AREA
 STREETS
 CONTINUING ZONING
 TO MAP 7, 2004 RECYCLE OF PLANNING
 (FORMER CHARLES COUNTY ZONING REGULATIONS CHAPTER 27)

BASE ZONES	
AC	AGRICULTURAL CONSERVATION
RC/RCD/ID	RURAL CONSERVATION
RR	RURAL RESIDENTIAL
RV	VILLAGE RESIDENTIAL
RL	LOW DENSITY SUBURBAN RESIDENTIAL
RM	MEDIUM DENSITY SUBURBAN RESIDENTIAL
RH	HIGH DENSITY SUBURBAN RESIDENTIAL
RO	RESIDENTIAL / OFFICE
CO	CORE DEVELOPMENT / RESIDENTIAL
CMR	CORE MIXED RESIDENTIAL
CRR	CORE RETAIL RESIDENTIAL
CN	NEIGHBORHOOD COMMERCIAL
CC	COMMUNITY COMMERCIAL
CB	CENTRAL BUSINESS
CV	VILLAGE COMMERCIAL
BP	BUSINESS PARK
IG	LIGHT INDUSTRIAL
IT	HEAVY INDUSTRIAL
AUC	ACTION URBAN CENTER
WC	WALDORF CENTRAL
WCD	WALDORF CENTRAL DEVELOPMENT DISTRICT
OVERLAY ZONES	
HC	HIGHWAY CORRIDOR
RP	RESOURCE PROTECTION
CA	CRITICAL AREA BOUNDARY
FLOATING ZONES	
PRD	PLANNED RESIDENTIAL DEVELOPMENT
PMH	PLANNED MOBILE HOME PARK
PEP	PLANNED EMPLOYMENT INDUSTRIAL PARK
PLU	PLANNED MAX USE
UD	PLANNED UNIT DEVELOPMENT
WPC	WATERFRONT PLANNED COMMUNITY
100	"BANK" ORIENTED DEVELOPMENT



0 300 600 1,200 Feet
 DATE: 10/2016
 REVISION: 01/2018
 MAP NO. 8



ZONING MAP

CHARLES COUNTY, MARYLAND
 DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



PROPERTY LINE
 TRAIL BOUNDARY
 PRIVATE ROAD
 STREAM LINE
 HOUSING CORRIDOR
 NO MAPS SHOWN ARE SUBJECT OF PLANNING
 CODES: CHARLES COUNTY ZONING REGULATIONS, CHAPTER 15B

BASE ZONES
AC
AGRICULTURAL CONSERVATION
RD
RURAL CONSERVATION
RR
RURAL RESIDENTIAL
RV
VILLAGE RESIDENTIAL
RL
LOW-DENSITY SUBURBAN RESIDENTIAL
RM
MEDIUM-DENSITY SUBURBAN RESIDENTIAL
RH
HIGH-DENSITY SUBURBAN RESIDENTIAL
RO
RESIDENTIAL / OFFICE
CO
CORE DEVELOPMENT / RESIDENTIAL
CO
CORE MIXED RESIDENTIAL
CRR
CORE RETAIL RESIDENTIAL
CN
NEIGHBORHOOD COMMERCIAL
CC
COMMUNITY COMMERCIAL
CB
CENTRAL BUSINESS
CV
VILLAGE COMMERCIAL
BP
BUSINESS PARK
IG
LIGHT INDUSTRIAL
HI
HEAVY INDUSTRIAL
AUC
ACTION URBAN CENTER
WC
WALDORF CENTRAL
WDC - RURAL CONSERVATION OVERLAP DEVELOPMENT DISTRICT
OVERLAY ZONES
HC
HIGHWAY CORRIDOR
PP
RESOURCE PROTECTION
CB
CRITICAL AREA BOUNDARY
FLOATING ZONES
PRD
PLANNED RESIDENTIAL DEVELOPMENT
PML
PLANNED MOBILE HOME PARK
PP
PLANNED EMPLOYMENT/INDUSTRIAL PARK
PL
PLANNED MIX USE
PUD
PLANNED UNIT DEVELOPMENT
WPC
WATERFRONT PLANNED COMMUNITY
TOO
TRANSIT ORIENTED DEVELOPMENT



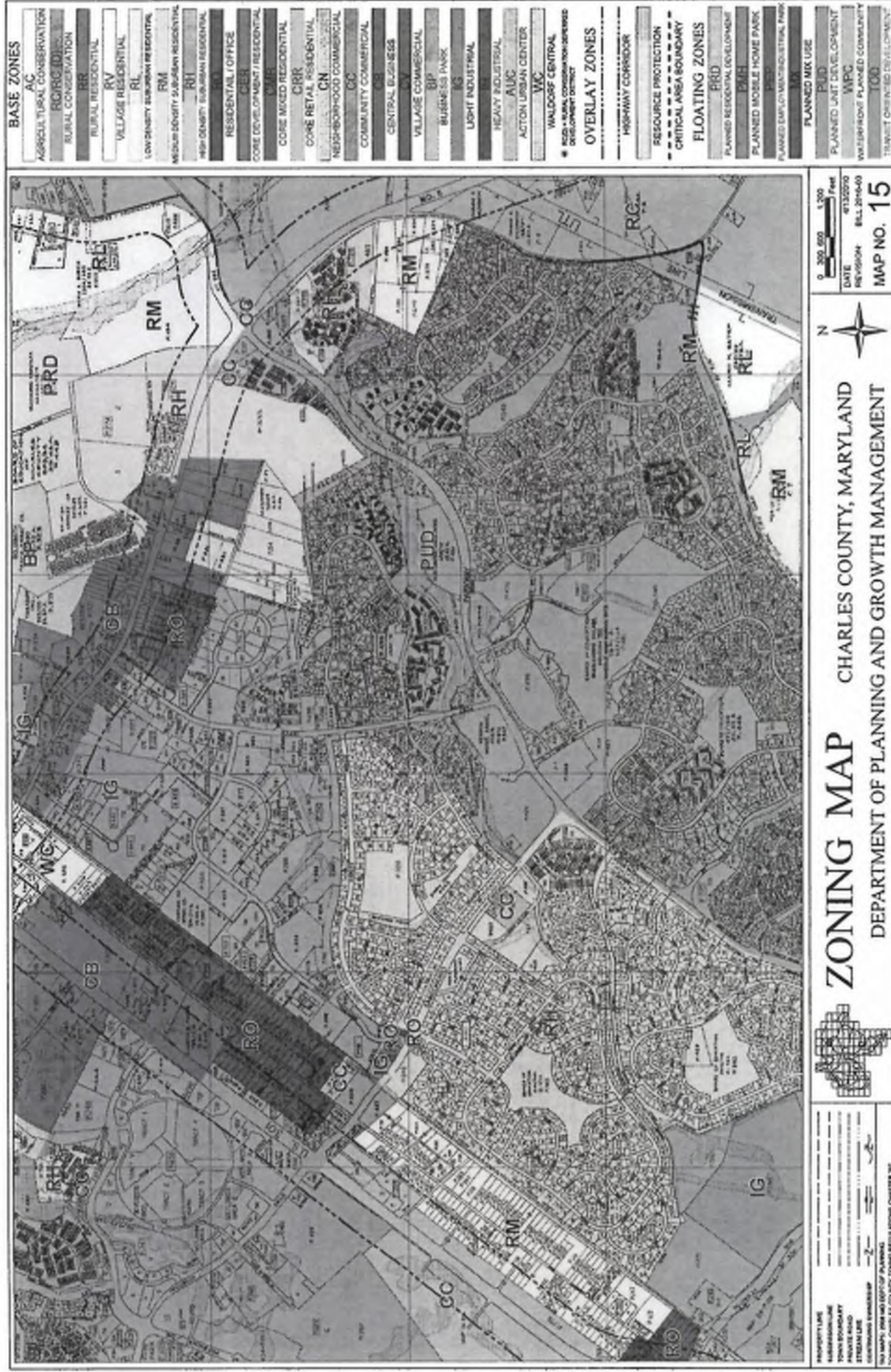
0 300 600 1,200 Feet
 DATE: 07/20/23
 REVISION: 08/03/23
MAP NO. 14



ZONING MAP CHARLES COUNTY, MARYLAND
 DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



PROPERTY LINE
 SUBDIVISION LINE
 TRAIL BOUNDARY
 PRIVATE ROAD
 STREAM LINE
 CONTINGENT CONVEYANCE
 2
 (ZONING) CHARLES COUNTY BOARD RESOLUTIONS CHAPTER 28F



BASE ZONES

AC	AGRICULTURAL CONSERVATION
RC(D)	RURAL CONSERVATION
RR	RURAL RESIDENTIAL
RV	VILLAGE RESIDENTIAL
RL	LOW-DENSITY SUBURBAN RESIDENTIAL
RM	MEDIUM-DENSITY SUBURBAN RESIDENTIAL
RH	HIGH-DENSITY SUBURBAN RESIDENTIAL
RO	RESIDENTIAL OFFICE
COB	CORE DEVELOPMENT RESIDENTIAL
COM	CORE MIXED RESIDENTIAL
CRR	CORE RETAIL RESIDENTIAL
CN	NEIGHBORHOOD COMMERCIAL
CC	COMMUNITY COMMERCIAL
CB	CENTRAL BUSINESS
CV	VILLAGE COMMERCIAL
BP	BUSINESS PARK
BS	LIGHT INDUSTRIAL
BI	HEAVY INDUSTRIAL
AUC	ACTION URBAN CENTER
WC	WALDORF CENTRAL
WDC	WALDORF CENTRAL DEVELOPMENT DISTRICT

OVERLAY ZONES

PP	PLANNED UNIT DEVELOPMENT
WPC	WATERFRONT PLANNED COMMUNITY
TOD	TRANSIT ORIENTED DEVELOPMENT
PRD	PLANNED RESIDENTIAL DEVELOPMENT
PMH	PLANNED MOBILE HOME PARK
PPSP	PLANNED EMPLOYMENT/RESIDENTIAL PARK
PLU	PLANNED MIX USE
PPD	PLANNED UNIT DEVELOPMENT
WPC	WATERFRONT PLANNED COMMUNITY
TOD	TRANSIT ORIENTED DEVELOPMENT

FLOATING ZONES

RP	RESOURCE PROTECTION
CB	CRITICAL AREA BOUNDARY



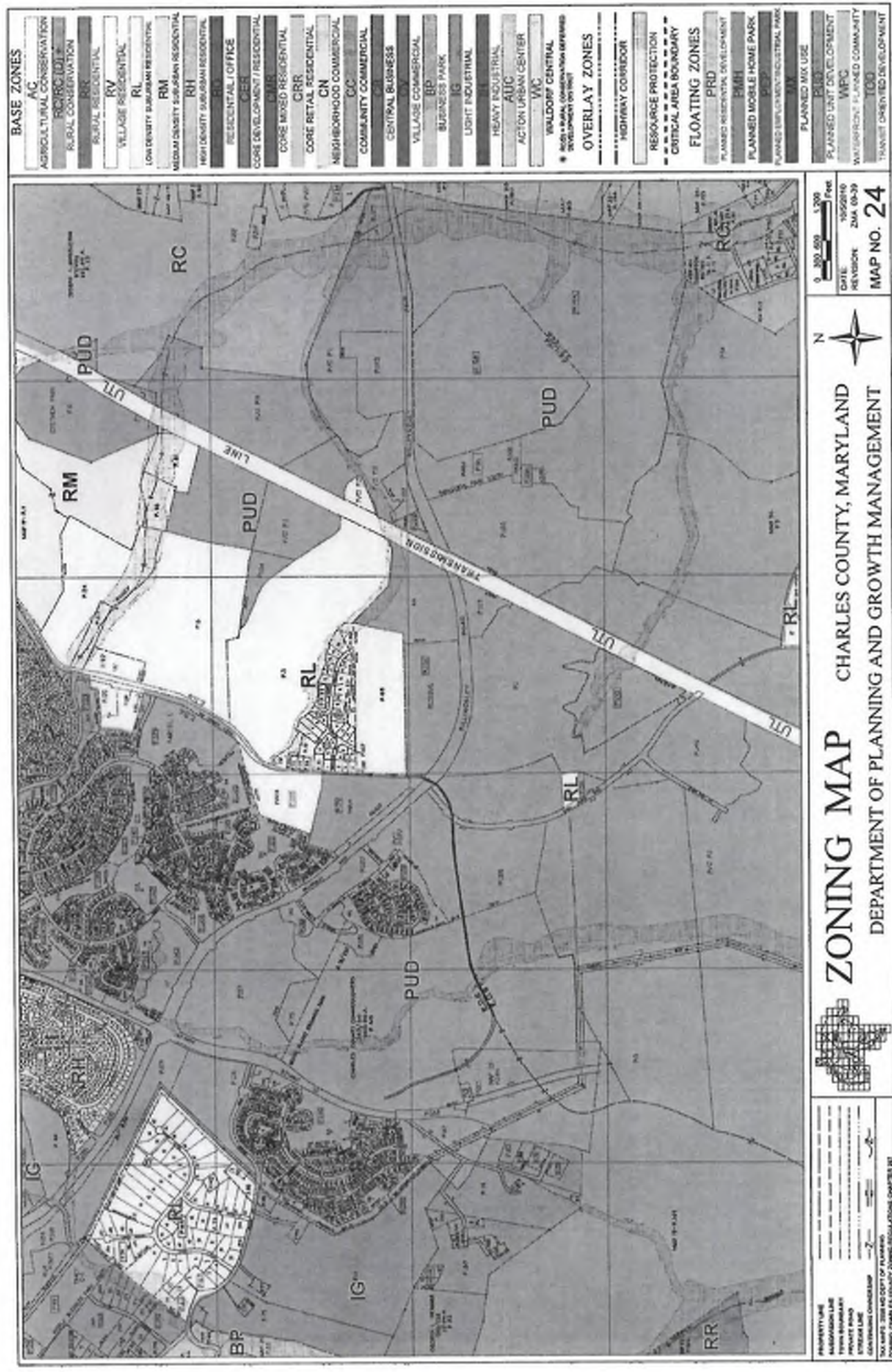
0 300 600 1,200 Feet
 DATE: 08/03/06
 REVISION: 08/03/06
 MAP NO. 23



ZONING MAP CHARLES COUNTY, MARYLAND
 DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



PROPERTY LINE
 BOUNDARY LINE
 TOWN BOUNDARY
 PORT OF ROAD
 DISTRICT LINE
 DOCUMENTARY CORNER
 1/2" = 100' (SEE KEY FOR ALL SYMBOLS)
 SOURCE: CHARLES COUNTY ZONING REGULATIONS CHAPTER 22



BASE ZONES	
AC	AGRICULTURAL CONSERVATION
AG	RURAL CONSERVATION
RR	RURAL RESIDENTIAL
RV	VILLAGE RESIDENTIAL
RL	LOW-DENSITY SUBURBAN RESIDENTIAL
RM	MEDIUM-DENSITY SUBURBAN RESIDENTIAL
RH	HIGH-DENSITY SUBURBAN RESIDENTIAL
RO	RESIDENTIAL OFFICE
CO	CORE DEVELOPMENT / RESIDENTIAL
CM	CORE MIXED RESIDENTIAL
CR	CORE RETAIL RESIDENTIAL
CN	NEIGHBORHOOD COMMERCIAL
CC	COMMUNITY COMMERCIAL
CB	CENTRAL BUSINESS
VC	VILLAGE COMMERCIAL
BP	BUSINESS PARK
IG	LIGHT INDUSTRIAL
HI	HEAVY INDUSTRIAL
ALC	ACTION URBAN CENTER
W	WINDSORF CENTRAL DEVELOPMENT DISTRICT
OW	OVERLAY ZONES
HC	HIGHWAY CORRIDOR
RP	RESOURCE PROTECTION
CE	CRITICAL AREA BOUNDARY
FR	FLOATING ZONES
PRD	PLANNED RESIDENTIAL DEVELOPMENT
PM	PLANNED MOBILE HOME PARK
PE	PLANNED EMPLOYMENT/INDUSTRIAL PARK
MLU	PLANNED MIXED USE
PLD	PLANNED LIGHT DEVELOPMENT
WPC	WATERFRONT PLANNED COMMUNITY
TD	TRANSIT ORIENTED DEVELOPMENT



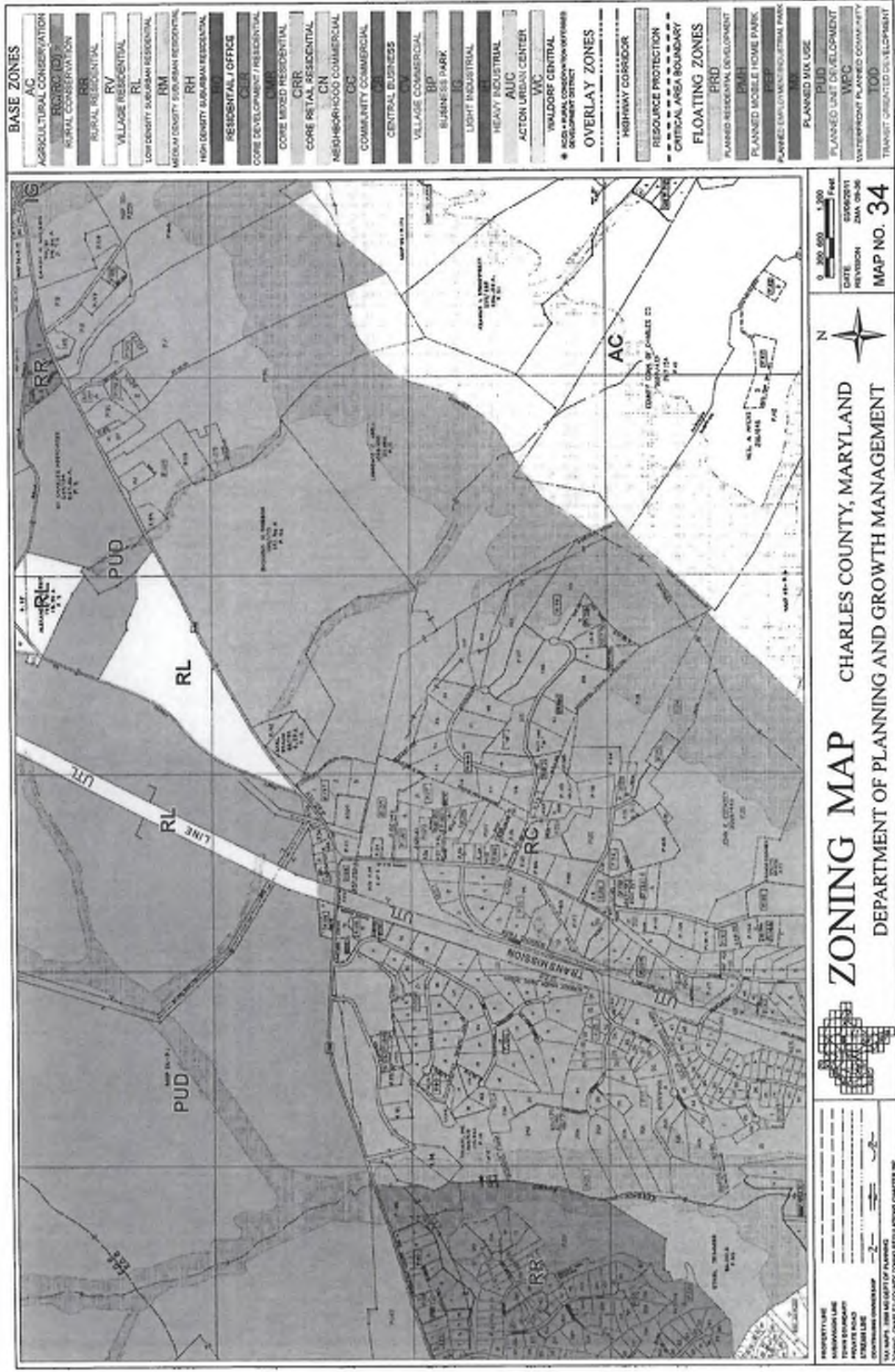
0 100 200 300 Feet
 DATE: 08/28/2011
 REVISION: ZMA 08-06
 MAP NO. 33



ZONING MAP
 CHARLES COUNTY, MARYLAND
 DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



PROPERTY LINE
 WATERSHED LINE
 TOWN BOUNDARY
 PREVIOUS MAP
 CONTINUED OVERMAP
 DO NOT SCALE
 © 2011 CHARLES COUNTY DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



BASE ZONES

- AC AGRICULTURAL CONSERVATION
- RR RURAL RESIDENTIAL
- RV VILLAGE RESIDENTIAL
- RL LOW DENSITY SUBURBAN RESIDENTIAL
- RM MEDIUM DENSITY SUBURBAN RESIDENTIAL
- RH HIGH DENSITY SUBURBAN RESIDENTIAL
- RO RESIDENTIAL OFFICE
- CO CORE DEVELOPMENT / PRESIDENTIAL
- CM CORE MIXED RESIDENTIAL
- CRR CORE RETAIL RESIDENTIAL
- CN NEIGHBORHOOD COMMERCIAL
- CC COMMUNITY COMMERCIAL
- CB CENTRAL BUSINESS
- VC VILLAGE COMMERCIAL
- BP BUSINESS PARK
- LI LIGHT INDUSTRIAL
- HI HEAVY INDUSTRIAL
- AUC ACTION URBAN CENTER
- WC WOODROSE CENTRAL

OVERLAY ZONES

- HC HIGHWAY CORRIDOR
- RP RESOURCE PROTECTION
- CB CRITICAL AREA BOUNDARY

FLOATING ZONES

- PRD PLANNED RESIDENTIAL DEVELOPMENT
- PMH PLANNED MOBILE HOME PARK
- PEP PLANNED EMPLOYMENT / AGRICULTURAL PARK
- PLD PLANNED MIX USE
- PLD PLANNED LIGHT DEVELOPMENT
- WPC WATERFRONT PLANNED COMMUNITY
- TOD TRANSPORT ORIENTED DEVELOPMENT

0 200 400 600 800 1,000 Feet
 DATE: 08/03/2011
 REVISION: 2011-08-08
MAP NO. 34



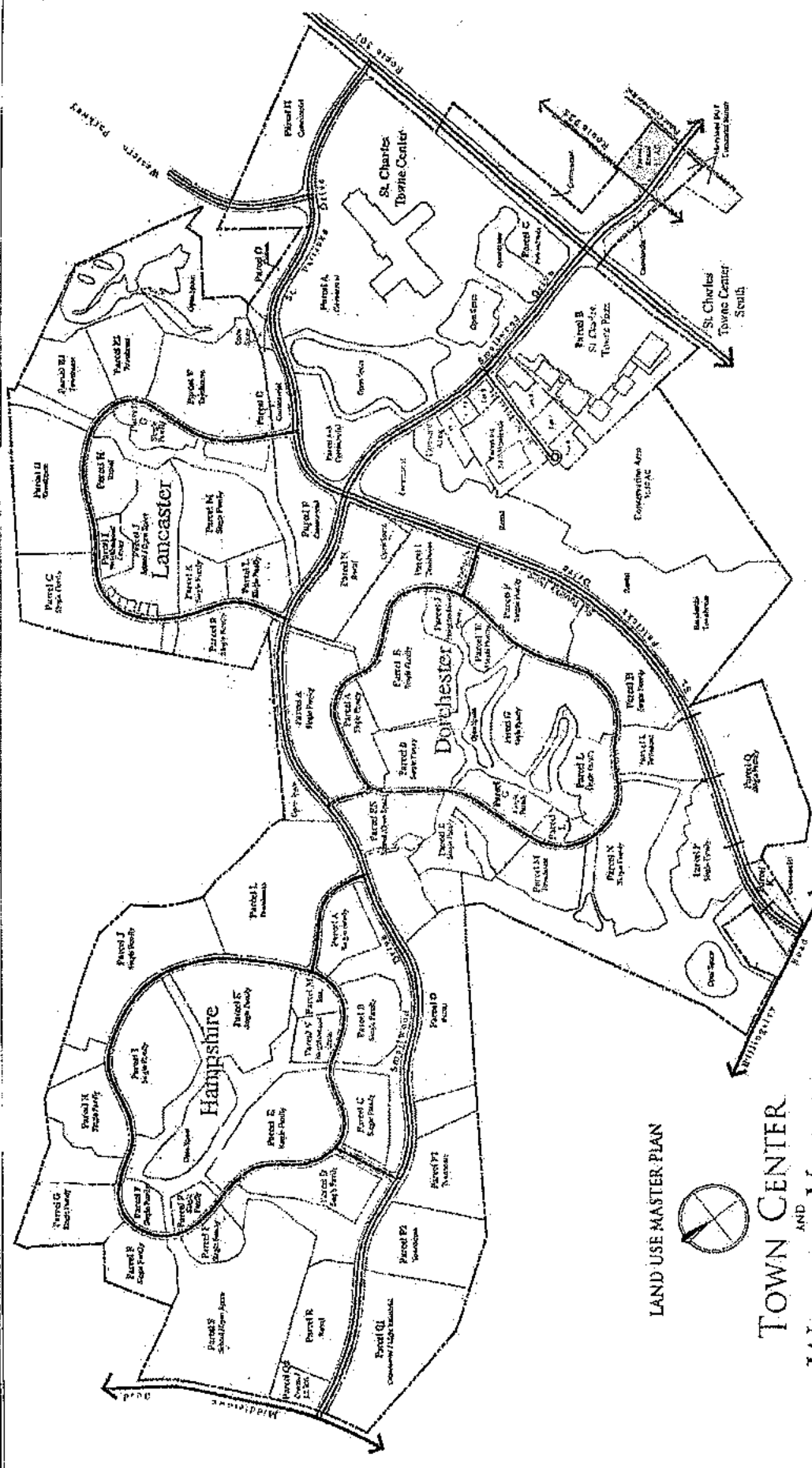
ZONING MAP CHARLES COUNTY, MARYLAND
 DEPARTMENT OF PLANNING AND GROWTH MANAGEMENT



PROPERTY LINE
 MARIANVILLE LINE
 TOWN BOUNDARY
 PRIVATE ROAD
 EASEMENT LINE
 DOTTENBERRY OVERPASS
 2
 W. MAPS: 2011 MAP DEPT OF PLANNING
 JOHN C. CHARLES COUNTY COMMISSIONERS CHAPTER 36

Exhibit 2 to
Revised and Restated Docket 90 Order

1. Town Center South and Westlake Village dated March 17, 2009
2. Sixth Submission Smallwood Village dated 1994
3. PDZA #12-90 (16) Fairway Village Master Plan Amendment dated
September 17, 2012
4. PDZA #12-90(17) The Villages of Wooded Glen and Piney Reach Master Plan
amended dated July 11, 2012



LAND USE MASTER PLAN



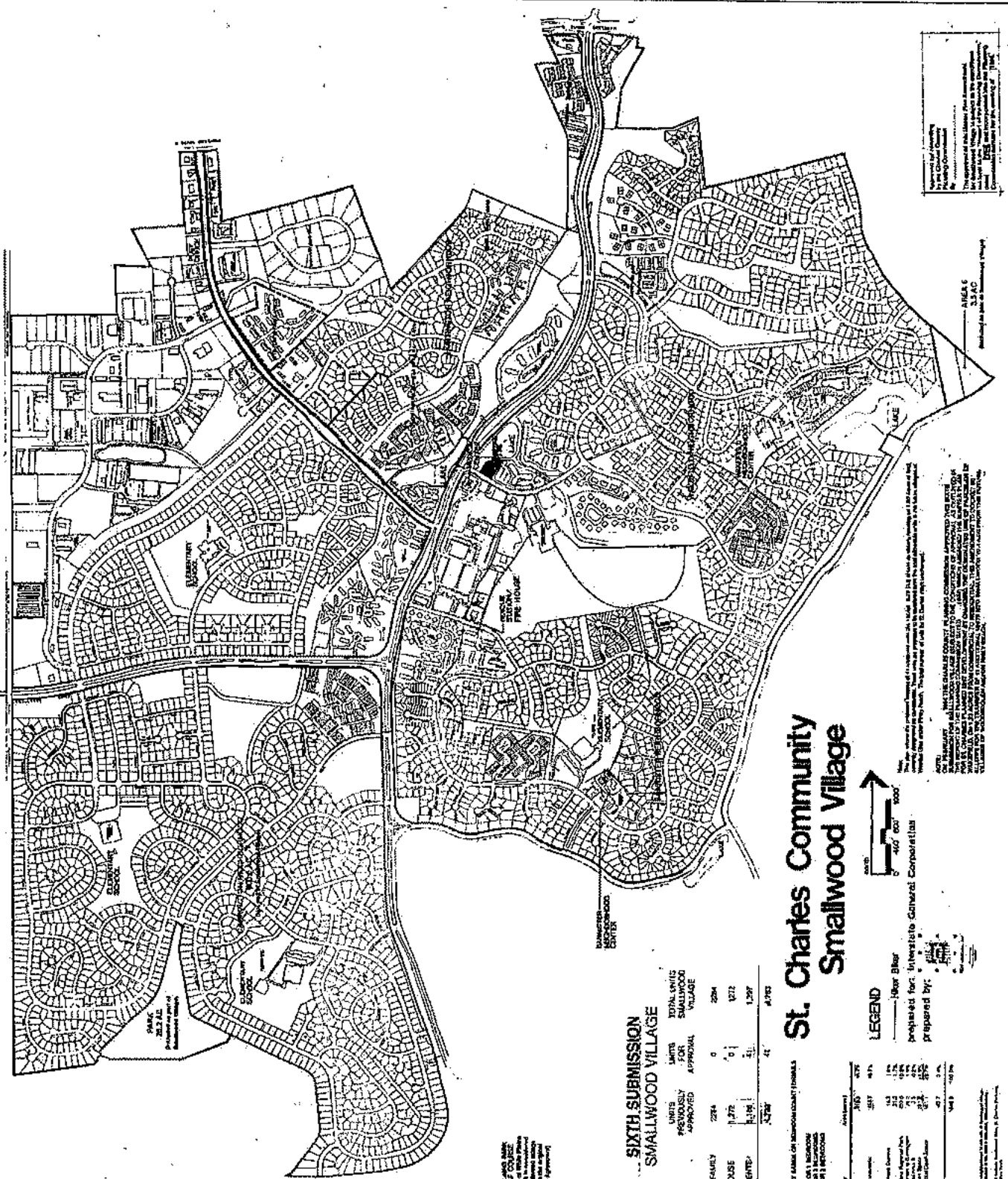
TOWN CENTER
AND
WESTLAKE VILLAGE

ST CHARLES, MARYLAND

OWNER:
ST CHARLES COMMUNITY LLC

PARKER RODRIGUEZ, INC.
PLANNING, DESIGN, ENGINEERING, ARCHITECTURE

Parcel	Area	Use	Area (Acres)	Notes
Parcel A	Hampshire	Residential	1.2	
Parcel B	Hampshire	Residential	1.5	
Parcel C	Hampshire	Residential	1.8	
Parcel D	Hampshire	Residential	2.1	
Parcel E	Hampshire	Residential	2.4	
Parcel F	Hampshire	Residential	2.7	
Parcel G	Hampshire	Residential	3.0	
Parcel H	Hampshire	Residential	3.3	
Parcel I	Hampshire	Residential	3.6	
Parcel J	Hampshire	Residential	3.9	
Parcel K	Hampshire	Residential	4.2	
Parcel L	Hampshire	Residential	4.5	
Parcel M	Hampshire	Residential	4.8	
Parcel N	Hampshire	Residential	5.1	
Parcel O	Hampshire	Residential	5.4	
Parcel P	Hampshire	Residential	5.7	
Parcel Q	Hampshire	Residential	6.0	
Parcel R	Hampshire	Residential	6.3	
Parcel S	Hampshire	Residential	6.6	
Parcel A </td <td>Dorchester</td> <td>Residential</td> <td>1.2</td> <td></td>	Dorchester	Residential	1.2	
Parcel B	Dorchester	Residential	1.5	
Parcel C	Dorchester	Residential	1.8	
Parcel D	Dorchester	Residential	2.1	
Parcel E	Dorchester	Residential	2.4	
Parcel F	Dorchester	Residential	2.7	
Parcel G	Dorchester	Residential	3.0	
Parcel H	Dorchester	Residential	3.3	
Parcel I	Dorchester	Residential	3.6	
Parcel J	Dorchester	Residential	3.9	
Parcel K	Dorchester	Residential	4.2	
Parcel L	Dorchester	Residential	4.5	
Parcel M	Dorchester	Residential	4.8	
Parcel N	Dorchester	Residential	5.1	
Parcel O	Dorchester	Residential	5.4	
Parcel P	Dorchester	Residential	5.7	
Parcel Q	Dorchester	Residential	6.0	
Parcel R	Dorchester	Residential	6.3	
Parcel S	Dorchester	Residential	6.6	
Parcel A </td <td>Lancaster</td> <td>Residential</td> <td>1.2</td> <td></td>	Lancaster	Residential	1.2	
Parcel B	Lancaster	Residential	1.5	
Parcel C	Lancaster	Residential	1.8	
Parcel D	Lancaster	Residential	2.1	
Parcel E	Lancaster	Residential	2.4	
Parcel F	Lancaster	Residential	2.7	
Parcel G	Lancaster	Residential	3.0	
Parcel H	Lancaster	Residential	3.3	
Parcel I	Lancaster	Residential	3.6	
Parcel J	Lancaster	Residential	3.9	
Parcel K	Lancaster	Residential	4.2	
Parcel L	Lancaster	Residential	4.5	
Parcel M	Lancaster	Residential	4.8	
Parcel N	Lancaster	Residential	5.1	
Parcel O	Lancaster	Residential	5.4	
Parcel P	Lancaster	Residential	5.7	
Parcel Q	Lancaster	Residential	6.0	
Parcel R	Lancaster	Residential	6.3	
Parcel S	Lancaster	Residential	6.6	
Parcel A </td <td>St. Charles Towne Center</td> <td>Commercial</td> <td>1.2</td> <td></td>	St. Charles Towne Center	Commercial	1.2	
Parcel B	St. Charles Towne Center	Commercial	1.5	
Parcel C	St. Charles Towne Center	Commercial	1.8	
Parcel D	St. Charles Towne Center	Commercial	2.1	
Parcel E	St. Charles Towne Center	Commercial	2.4	
Parcel F	St. Charles Towne Center	Commercial	2.7	
Parcel G	St. Charles Towne Center	Commercial	3.0	
Parcel H	St. Charles Towne Center	Commercial	3.3	
Parcel I	St. Charles Towne Center	Commercial	3.6	
Parcel J	St. Charles Towne Center	Commercial	3.9	
Parcel K	St. Charles Towne Center	Commercial	4.2	
Parcel L	St. Charles Towne Center	Commercial	4.5	
Parcel M	St. Charles Towne Center	Commercial	4.8	
Parcel N	St. Charles Towne Center	Commercial	5.1	
Parcel O	St. Charles Towne Center	Commercial	5.4	
Parcel P	St. Charles Towne Center	Commercial	5.7	
Parcel Q	St. Charles Towne Center	Commercial	6.0	
Parcel R	St. Charles Towne Center	Commercial	6.3	
Parcel S	St. Charles Towne Center	Commercial	6.6	
Parcel A </td <td>St. Charles Towne Center South</td> <td>Commercial</td> <td>1.2</td> <td></td>	St. Charles Towne Center South	Commercial	1.2	
Parcel B	St. Charles Towne Center South	Commercial	1.5	
Parcel C	St. Charles Towne Center South	Commercial	1.8	
Parcel D	St. Charles Towne Center South	Commercial	2.1	
Parcel E	St. Charles Towne Center South	Commercial	2.4	
Parcel F	St. Charles Towne Center South	Commercial	2.7	
Parcel G	St. Charles Towne Center South	Commercial	3.0	
Parcel H	St. Charles Towne Center South	Commercial	3.3	
Parcel I	St. Charles Towne Center South	Commercial	3.6	
Parcel J	St. Charles Towne Center South	Commercial	3.9	
Parcel K	St. Charles Towne Center South	Commercial	4.2	
Parcel L	St. Charles Towne Center South	Commercial	4.5	
Parcel M	St. Charles Towne Center South	Commercial	4.8	
Parcel N	St. Charles Towne Center South	Commercial	5.1	
Parcel O	St. Charles Towne Center South	Commercial	5.4	
Parcel P	St. Charles Towne Center South	Commercial	5.7	
Parcel Q	St. Charles Towne Center South	Commercial	6.0	
Parcel R	St. Charles Towne Center South	Commercial	6.3	
Parcel S	St. Charles Towne Center South	Commercial	6.6	



THE CHARTERED CORPORATION OF ST. CHARLES COMMUNITY
 HAS APPROVED THIS PLAN FOR THE DEVELOPMENT OF THE SMALLWOOD VILLAGE AS SHOWN ON THE ATTACHED MAPS AND SPECIFICATIONS AND HAS AUTHORIZED THE CHARTERED CORPORATION OF ST. CHARLES COMMUNITY TO EXECUTE THE NECESSARY WORK FOR THE DEVELOPMENT OF THE SMALLWOOD VILLAGE AS SHOWN ON THE ATTACHED MAPS AND SPECIFICATIONS.

AREA 6
 3.3 AC
 Shaded for use as Residential Property

THE CHARTERED CORPORATION OF ST. CHARLES COMMUNITY HAS APPROVED THIS PLAN FOR THE DEVELOPMENT OF THE SMALLWOOD VILLAGE AS SHOWN ON THE ATTACHED MAPS AND SPECIFICATIONS AND HAS AUTHORIZED THE CHARTERED CORPORATION OF ST. CHARLES COMMUNITY TO EXECUTE THE NECESSARY WORK FOR THE DEVELOPMENT OF THE SMALLWOOD VILLAGE AS SHOWN ON THE ATTACHED MAPS AND SPECIFICATIONS.

St. Charles Community Smallwood Village



Prepared for: Interstate General Corporation
 Prepared by: [Signature]

SIXTH SUBMISSION SMALLWOOD VILLAGE

	UNITS PREVIOUSLY APPROVED	UNITS FOR APPROVAL	TOTAL UNITS SMALLWOOD VILLAGE
SINGLE FAMILY	2284	0	2284
TOWNHOUSE	1,772	0	1,772
APARTMENTS	1,196	41	1,237
TOTAL	5,252	41	5,293

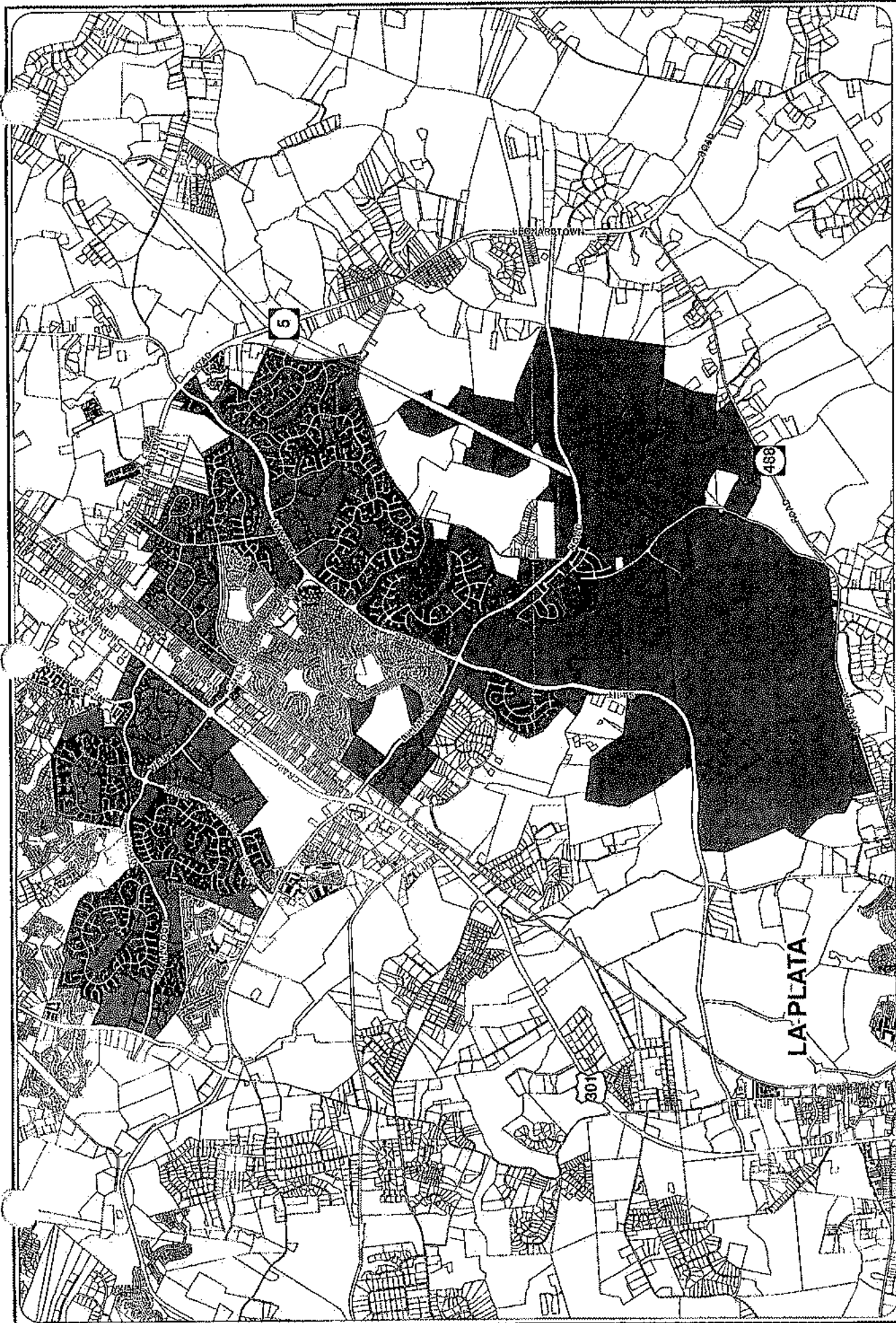
UNIT DENSITY RANGE ON SUBCOMMITMENT TERRAINS

Sub-Commitment	Area (Acres)	Units	Density (Units/Acre)
Sub-Commitment 1	257	475	1.85
Sub-Commitment 2	212	12	0.06
Sub-Commitment 3	219	12	0.06
Sub-Commitment 4	213	12	0.06
Sub-Commitment 5	213	12	0.06
Sub-Commitment 6	213	12	0.06
Sub-Commitment 7	213	12	0.06
Sub-Commitment 8	213	12	0.06
Sub-Commitment 9	213	12	0.06
Sub-Commitment 10	213	12	0.06
Sub-Commitment 11	213	12	0.06
Sub-Commitment 12	213	12	0.06
Sub-Commitment 13	213	12	0.06
Sub-Commitment 14	213	12	0.06
Sub-Commitment 15	213	12	0.06
Sub-Commitment 16	213	12	0.06
Sub-Commitment 17	213	12	0.06
Sub-Commitment 18	213	12	0.06
Sub-Commitment 19	213	12	0.06
Sub-Commitment 20	213	12	0.06
Sub-Commitment 21	213	12	0.06
Sub-Commitment 22	213	12	0.06
Sub-Commitment 23	213	12	0.06
Sub-Commitment 24	213	12	0.06
Sub-Commitment 25	213	12	0.06
Sub-Commitment 26	213	12	0.06
Sub-Commitment 27	213	12	0.06
Sub-Commitment 28	213	12	0.06
Sub-Commitment 29	213	12	0.06
Sub-Commitment 30	213	12	0.06
Sub-Commitment 31	213	12	0.06
Sub-Commitment 32	213	12	0.06
Sub-Commitment 33	213	12	0.06
Sub-Commitment 34	213	12	0.06
Sub-Commitment 35	213	12	0.06
Sub-Commitment 36	213	12	0.06
Sub-Commitment 37	213	12	0.06
Sub-Commitment 38	213	12	0.06
Sub-Commitment 39	213	12	0.06
Sub-Commitment 40	213	12	0.06
Sub-Commitment 41	213	12	0.06
Sub-Commitment 42	213	12	0.06
Sub-Commitment 43	213	12	0.06
Sub-Commitment 44	213	12	0.06
Sub-Commitment 45	213	12	0.06
Sub-Commitment 46	213	12	0.06
Sub-Commitment 47	213	12	0.06
Sub-Commitment 48	213	12	0.06
Sub-Commitment 49	213	12	0.06
Sub-Commitment 50	213	12	0.06

1. The density of units per acre shall be as shown on the attached maps and specifications.
 2. The density of units per acre shall be as shown on the attached maps and specifications.
 3. The density of units per acre shall be as shown on the attached maps and specifications.

Exhibit 3 to
Revised and Restated Docket 90 Order

Map of Saint Charles Planned Unit Development dated May, 2012



**SAINT CHARLES
PLANNED UNIT DEVELOPMENT**

CHARLES COUNTY, MD

DATE
MAY, 2012

CHARLES COUNTY GOVERNMENT
Department of Planning and
Growth Management
100 BALDWIN X
PO BOX 1318
LA PLATA, MD 21114
Tel: 410-326-2200



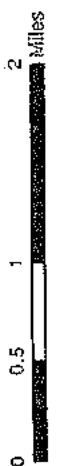
SCALE:

GRAPHIC

PREPARED BY:



Planned Unit Development



Information contained on this drawing is for general information only and is not intended to be used for engineering purposes.

Exhibit 4 to
Revised and Restated Docket 90 Order

Letter from Jacquelyn M. Magness, Director of Planning to Ray Keeney
dated March 25, 1988

CHARLES COUNTY GOVERNMENT

Department of Planning and Zoning

JACQUELYN H. MCGHEE, Director

APR 9 1988



DEC 13 75 FILED 2 6 1

March 25, 1988

Ray Keeney
St. Charles Associates
236 Smallwood Village Center
Waldorf, Maryland 20601

Re: Revised Westlake Master Plan/
Dorchester, preliminary
subdivision plan.

Dear Ray,

At the regularly scheduled meeting of the Charles County Planning Commission held on Monday, March 21, 1988, the revised Westlake Village Master Plan and the Dorchester Neighborhood preliminary subdivision plans were considered for approval.

It was the decision of the Planning Commission to approve both the revised Westlake Village Master Plan and the Dorchester Neighborhood, preliminary subdivision plan subject to the following.

The approved, revised Westlake Master plan provides for a total of Seven Hundred and Eighty-Eight (788) dwelling units for Dorchester neighborhood.

The preliminary subdivision plan for Dorchester neighborhood, approved at 788 total dwelling units, is broken down in the following manner and subject to the listed criteria as well as the resolution of the water & sewer plan classification issue concerning a portion of the property.

SFD

1. Zero lot line
proposed number of Dwelling Units: 124
- Lots: Approximately 5000 sq. ft. lots
- Buildings: 40X or 1500 sq. ft. minimum excluding garage
 : 60X or 1800 sq. ft. minimum excluding garage
2. Townhouse
proposed number of Dwelling Units: 125
- Lots: 20' minimum width
- Buildings: 1200 sq. ft. minimum
 : 1500 sq. ft. average
 : 502 Brick

Post Office Box "B"

La Pl., Maryland 20646

(301) 446-0850 or 470-3888

EQUAL OPPORTUNITY COUNTY

continued
 Letter - Guy Keeney
 Revised Westlake Master Plan Dorchester
 Page Two

LDR 1375 FOL 282

3. Single family detached
 proposed number of dwelling units: 539
 - Lots: approximately 8000 sq. ft. lots
 - Buildings: Premium units similar to Searry Woods on Parcel C and all
 lake front lots.
4. Special site and architectural approval required for zero lot line,
 townhouses and premium lake front lots.

The approval of the Dorchester neighborhood preliminary plan of subdivisions shall be valid for a period of one (1) year. The approval of the Dorchester preliminary has placed the project on the sewer capacity waiting list which will be subject to the sewer allocation policy for projects on the waiting list, currently under development.

Should you have any questions in regard to this matter, please do not hesitate in contacting the department.

Very truly yours,

Jacquelyn M. Magness

Jacquelyn H. Magness
 Director of Planning

JRU/JEK/ha

cc: Steve Koczarski
 File

DOCUMENT VALIDATION

Sharon L Hancock, Clerk
Circuit Court for Charles County
200 Charles Street
La Plata, MD. 20646
301-932-3202

LR - Government
Instrument 0.00
Agency Name: ST
CHARLES
Instrument List:
Agreement / Easement
Describe Other:
Reference/Control #: 8710/355

Total: 0.00
10/27/2014 02:22
CC08-LY
#3458194 CC0702 -
Charles
County/CC07.02.01 -
Register 01