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April 30, 2016

CONFIDENTIAL

Virginia M. Thomas, Co-Chair
William R. McCormack, Co-Chair
Board of Directors
Oakland Mills Community Association
The Other Barn
5851 Robert Oliver Place
Columbia, MD 21045

You have asked me to advise you of certain zoning or other legal limitations and considerations in connection with the possible redevelopment of the Village Center and its surrounding privately-owned commercial properties within the boundaries of Stevens Forest Road, Santiago Road, Thunder Hill Road, and Whitacre Road.

To avoid duplication of work that may already have been done by others, I have spoken with Scott Templin of the Columbia Association and with representatives of Howard County and of The Howard Hughes Corporation to determine the status of previous activities related to the document entitled "Oakland Mills Village Center Community Plan" (the Board's Vision"), and the "Oakland Mills Village Center Feasibility Study" ("Howard County's Request for Proposals").

Having determined that there is nothing in writing that specifically addresses the issues which were outlined in the Scope of Work in the Consulting Agreement which you provided to me, I have reviewed the zoning criteria and deed restrictions governing the following five commercial properties surrounding the Oakland Mills Village Center, namely: (1) former "Exxon" service station, (2) Thai Restaurant, (3) Little Caesar's, (4) Sam's Mart, and (5) Stevens Forest Professional Center, as well as the retail portion of the Village Center itself.

As you undoubtedly know, Howard County regulates the zoning for the New Town of Columbia, by means of the recording of phases of the Columbia Final Development Plan ("FDP"), the Comprehensive and Preliminary Plans for which were originally adopted by the County Commissioners of Howard County at the time the New Town of Columbia was approved, and which have been adopted, modified and amended over the subsequent nearly 50 years. The process is extremely complex,

requiring comprehensive approvals by The Howard County Planning Board and the Howard County Department of Planning and Zoning, all of which are subject to numerous hearings and meetings to obtain community input. The written regulations, contained in Section 125.0 of the Howard County Zoning Regulations, adopted in 2013, as amended, recite minimum and maximum percentages for different kinds of land uses. For example, Open Space (credited) is required to be used for at least 36% of the total area of the New Town District, with commercial uses occupying no more than 10% of the entire New Town (exclusive of Downtown Columbia).

In the earliest days of the development of Columbia, The Howard Research And Development Corporation ("HRD"), a subsidiary of the Rouse Company, used many techniques to ensure that the land it owned would be developed in an orderly process over a period of decades, and that there would be land use predictability both for its sake as well as for the sake of other stakeholders, including residents of the New Town. These techniques included among other things, the creation of The Columbia Park & Recreation Association (now known as the Columbia Association) which, pursuant to recorded covenants (legally enforceable against the owners of all lands within the boundaries of Columbia that were sold by HRD or its affiliates); as well as certain development and use restrictions contained in the original deeds from HRD or its affiliates to third parties.

The following is a discussion of the zoning criteria and deed restrictions which I found to pertain to the various properties you asked me to investigate. Please note that I have not undertaken a full title search with respect to any of these properties.

1. **Gas Station Property:** This property with an address of 5901 Stevens Forest Road, is currently owned by Oakland Forest, LLC, by virtue of a Deed dated January 4, 2012 from Exxon Corporation. The owner lists its mailing address as: 12610 Clarksville Pike, Clarksville, MD 20777. The legal description is Lot 8, Section 2, Area 2, Village of Oakland Mills, as shown on Plat Book 15, folio 82. According to the Assessment Records, it contains 74,052 square feet of Land Area, and is assessed at \$555,300.

A. **Deed Restrictions:** In December of 1998, Exxon Corporation acquired this property from Oakland Mills Service Center, Inc. (which had merged with and became known as Columbia Mall, Inc.) The Deed contained the following restrictions:

....for the period of twenty (20) years from and after the date of this Deed, the Property shall be used solely for the operation of a vehicular fuel retail outlet for the sale at retail of vehicular fuel retail, lubricants, oils, petroleum products and accessories, and at Grantee's option, the operation of a free-standing car wash, and automotive repair shop with service bays and/or a convenience store not larger than 3,400 square feet for the sale at retail of grocery items, dairy products, health and beauty aids and other convenience items and the operation within such convenience store of branded kiosks such as Blimpies, Jerry's Subs, TCBY and Dunkin' Donuts provided that the total floor area devoted to such kiosk operations shall not exceed thirty-five percent (35%) of the store....

The Deed provides for a prohibition of certain fast-food restaurants as well as a bank, branch bank or similar financial institution during the same 20 year period, as well as provisions for enforcement or waiver by the said Columbia Mall, Inc.

On the assumption that Columbia Mall, Inc. was merged out of existence when General Growth Properties bought the Mall, I discovered that this Deed Restriction was modified on April 21, 2011 pursuant to a Modification of Use Restrictions recorded among the Land Records of Howard County in Liber 13685, folio 207 et seq. by and between The Howard Research And Development Corporation ("HRD") and Exxon Mobil Corporation, reciting a series of contorted mergers of various entities in 2010 ultimately into GGPLP Real Estate, Inc., a Delaware Corporation, which had succeeded to all of the benefits in the above cited italicized paragraph from the original Deed, which then assigned all of its rights to HRD (which is now wholly-owned by The Howard Hughes Corporation). The Modification of Use Restrictions deleted the above italicized restrictions, and imposed the following modification (which unfortunately, does not have an expiration date):

"Grantee, by acceptance of this deed, covenants and agrees, for itself and its successors and assigns, that the Property shall be used solely for one or more of the following uses: the operation of a vehicular fuel retail outlet for the sale at retail of vehicular fuel, lubricants, oils, petroleum products and accessories, and, at Grantee's option, the operation as an accessory use of a free-standing car wash, an automotive repair shop with service bays and/or a convenience store not larger than 3,400 square feet for the sale at retail of grocery items, dairy products, health and beauty aids and other convenience items; restaurant; 24-hour full-service pharmacy; coffee shop, ice cream parlor, bagel shop or similar store; mixed-use development including ground-floor retail and upper-story office uses; office building; fast-food establishment; video sales and rentals; theater. In no event shall the Property be used for a liquor store, adult book or video store, on-site dry cleaning operation, or massage parlor. The covenants and restrictions contained in this paragraph shall be deemed to run with and bind the Property. In the event of a breach of any of the covenants contained in this paragraph, Grantor shall have the right to injunctive relief as well as any other relief to which it shall be entitled under applicable law. The provisions set forth herein shall insure solely to the benefit of Grantor and any right of enforcement, which includes the right to waive, in whole or in part, the foregoing provisions without the consent of any party, shall be vested solely in Grantor with no right or cause of action in regard to the foregoing provisions vesting in any third party. In the event any of the use provisions set forth herein are waived as heretofore provided, Grantor, at the request and expense of Grantee, shall record a written declaration of such waiver among the appropriate Land Records of Howard County, Maryland."

Clearly, the modification or waiver of these use restrictions would require the consent of HRD (which, according to my information, is now owned by or affiliated with The Howard Hughes Corporation) in order to modify or change the above-cited deed restrictions.

B. FDP Criteria: Lot 8, containing 1.706 acres is subject to the Criteria for "Employment Center" uses shown on the Columbia Final Development Plan, Phase 50A, recorded in Plat Book 20, folio 3, on September 2, 1970. These criteria are as follows:

1. **Setbacks and Development Criteria:** No structure shall be located within 30 feet of the right of way of any public street, road or highway, except if construction is permitted by an approved site development plan approved by the Howard County Planning Commission (now the Howard County Planning Board). There are no height limitations or lot coverage requirements, except as shown on approved Site Development Plan. Five parking places for each 1,000 square feet of net leasable retail commercial area, plus three (3) parking spaces for each 1,000 square feet of office space are requirements.

2. **Permitted uses:** All uses permitted in the Business and Shopping Center Districts under the current zoning regulations. Included among these uses are swimming pools (both community and private), and all commercial athletic, as well as ancillary recreational facilities such as Private parks, athletic fields, exercise facilities, tennis courts, basketball courts, and similar private, noncommercial recreation facilities.

For your further information, I have attached as Exhibit A, a copy of the Howard County Zoning Regulations, setting forth the uses currently permitted in the B-1 (Business Local), B-2 (Business General), and SC (Shopping Center) Districts.

C. Conclusion: The former Gas Station Property cannot be redeveloped for any uses not specifically permitted in the Deed Restrictions, without the consent of The Howard Research And Development Corporation (now controlled by The Howard Hughes Corporation.) Any change in use would require a new Site Development Plan, which would have to be approved by the Howard County Planning Board. In addition, under the terms of the Oakland Mills Village Covenants (as recorded on November 7, 1968 among the Land Records of Howard County, Maryland in Liber 499 at folio 107), the Oakland Mills Architectural Committee has to approve all site plans for any changes to existing structures and uses governed by the Covenants, which would include, of course, redevelopment of this Property. Because this Property has been used as a gasoline service station, there are likely to be underground storage tanks and other environmental impediments to redevelopment which would clearly have to be investigated before all approvals could be obtained.

2. **Thai Restaurant Property** This Property, with an address of 5810 Stevens Forest Road, is currently titled to Helen Vleides, Trustee, whose mailing address is 7630 SE Bay Cedar Circle, Hobe Sound, Florida 33455-7861. It is described as Parcel 300, Lot 1, Section 2, Area 1, as shown on a plat recorded in Book 15, folio 61, and ultimately amended several times to become Plat 3054-A-1679, recorded on May 27, 1998. The Property was acquired by Dino's Inc., by Deed from The Howard Research And Development Corporation dated May 28, 1971, and later transferred to the Trustee in 1987 by a no consideration deed. According to the assessment records, the Property is used as a fast-food restaurant, and contains a 3,911 structure on a 36,111 square foot lot. It is assessed at \$1,065,000.

A. Deed Restrictions:

The following restriction, found in the original deed, still applies:

"...neither the herein described property, nor any portion thereof, nor any structure erected thereon shall be used or permitted to be used as a discount department store, variety store or department store; nor shall said Property be in any way combined with or used in connection with any other property as a shopping center or a retail sales establishment."

The Deed is silent as to rights to enforce or waive this restriction. HRD, now controlled by The Howard Hughes Corporation, would have to sign off on any redevelopment of the Property which does not meet the above language.

B. FDP Criteria: Lot 1, containing 0.829 acres, zoned "Employment Center, Village Center Commercial" is governed by Columbia, Amended Final Development Plan, Phase 40-A-3 (which also covers the Village Center, the Columbia Ice Rink, the Other Barn, as well as other small open space parcels owned by the Columbia Association).

1. **Setbacks and other Development Criteria:** *No structure shall be located within 30 feet of the right of way of any public street, road or highway, unless otherwise shown on a site development plan approved by the Howard County Planning Board, which also controls parking setbacks,*

and adequate planning and landscaping. There are no high limitations or coverage restrictions. Five parking places for each 1,000 square feet of net leasable retail commercial area, plus three (3) parking spaces for each 1,000 square feet of office space are requirements.

2. **Permitted Uses:** All uses permitted in the B-1, B-2, and SC Districts. [See attached zoning regulations].

Conclusion: The Deed restriction cited above is vague, but considerably less restrictive than the Gas Station Property Modification Agreement. Its purpose seems to be to restrict competition with shopping center uses, but it also restricts "any retail sales establishment." As successor to HRD's approval rights, it is assumed that The Howard Hughes Corporation would have the right to waive or deny any changes to the deed restrictions. FDP Criteria for this Phase would likely permit most commercial uses.

3. **Sam's Mart:** This Property, with an address of 5801 Stevens Forest Road, is currently titled to Cloverland Farms Dairy, Inc., with a mailing address of 3611 Roland Avenue, Baltimore, MD 21211-2408. It is described as Parcel 300, Lot 15, as shown on Plat 8507, known as "Columbia, Village of Oakland Mills Village Center, Section 2, Area 2, Lots 15 & 16, a resubdivision of Parcel 9, Section 2, Area 1, as shown on a plat recorded in Book 15, folio 82." According to the assessment records, the Property is currently used as a convenience store and contains a 2,788 above grade structure on a 17,467 square foot lot. It is assessed at \$348,000.

A. **Deed Restrictions:** The original Deed for this property, from The Howard Research And Development Corporation to Fun Putt, Inc., contained 1.039 acres (Parcel 9, now subdivided into Lots 15 and 16) contains the following restrictions:

"...neither the herein described property, nor any portion thereof, nor any structure erected thereon shall be used or be permitted to be used, temporarily or permanently, for any of the following purposes: (i) for a residence, (ii) for a department store, discount department store or variety store; nor shall the Property be in any way combined with or used in connection with any other property as a shopping center or a retail sales establishment, (iii) for an amusement park or for the operation of ferris wheels, merry-go-rounds, roller coasters, haunted or fun houses, barrel rolls, side shows, penny arcades, live animal shows, marine life shows or wild animal preserves, (provided this (iii) shall not prohibit temporary uses otherwise prohibited for periods not exceeding two consecutive weeks in any three-month period or rides intended primarily for children under twelve (12) years of age.) The foregoing restrictions shall not apply to the Property or to any portion thereof owned or leased by the United States, State of Maryland, Howard County or any instrumentality or agency thereof for so long as such entity shall be the owner or lessee thereof."

There is no mention of these restrictions in the subsequent deeds in the chain of title, although it is possible that an agreement with HRD for their modification or release may have been reached and ultimately recorded (and without a full title search, no definitive opinion could be given). If no such agreement exists, however, it is most likely that the use restrictions remain. Note that residential uses are prohibited, as well as certain types of recreational activities.

B. **FDP Criteria:** Lot 9 (now Lots 15 and 16), containing 1.039 total acres is subject to the Criteria for "Employment Center" uses shown on the Columbia Final Development Plan, Phase 50A, recorded in Plat Book 20, folio 3, on September 2, 1970. As noted above with respect to the Exxon site, these criteria are as follows:

1. **Setbacks and Development Criteria:** *No structure shall be located within 30 feet of the right of way of any public street, road or highway, except if construction is permitted by an approved site development plan approved by the Howard County Planning Commission (now the Howard County Planning Board). There are no height limitations or lot coverage requirements, except as shown on approved Site Development Plan. Five parking places for each 1,000 square feet of net leasable retail commercial area, plus three (3) parking spaces for each 1,000 square feet of office space are requirements.*

2. **Permitted uses:** *All uses permitted in the Business and Shopping Center Districts under the current zoning regulations. Included among these uses are swimming pools (both community and private), and all commercial athletic, as well as ancillary recreational facilities such as Private parks, athletic fields, exercise facilities, tennis courts, basketball courts, and similar private, noncommercial recreation facilities. [See attached Zoning Regulations].*

C. **Conclusion:** Unlike the more sophisticated language in the Gas Station Property Deed Modification (which restricts the uses permitted on that property to only those uses specified), the restrictions contained in the Deed for Lot 9 specify only what uses are **not** permitted, and thus are considerably less limiting. Note that most recreational or office (including medical facilities) uses would be permitted under both the deed restrictions and the FDP criteria.

4. **Little Caesars:** This Property, with an address of 5805 Stevens Forest Road, is currently titled to 14301 Layhill Associates, LLC, with a mailing address of 14302 Layhill Road, Suite 102, Silver Spring, MD 20906. It is described as Parcel 300, Lot 16, as shown on Plat \$507, known as "Columbia, Village of Oakland Mills Village Center, Section 2, Area 2, Lots 15 & 16, a resubdivision of Parcel 9, Section 2, Area 1, as shown on a plat recorded in Book 15, folio 82." According to the assessment records, the Property is currently used as a fast food establishment with a 2,304 above grade structure on a 27,791 square foot lot. It is assessed at \$639,600.

A. **Deed Restrictions:** The same as for Sam's Mart as described above.

B. **FDP Criteria:** The same as for Sam's Mart as described above.

C. **Conclusions:** The same as for Sam's Mart as described above.

5. **Stevens Forest Professional Center:** This Property is a condominium office building with nine different owners of 22 condominium units. One of the owners (12 of the units) is Whalen Properties Limited Partnership Columbia VII, whose mailing address is 2 West Rolling Crossroads, Suite 203, Catonsville, MD 21228. The property is part of Parcel G, containing a total of 1.263 Acres. Most of the units have an assessed value of \$171,500, though others vary from \$121,400 to \$228,000. Without access to the final amended condominium documents, meeting minutes or other proprietary information, I am unable to comment on restrictions, except those contained in the original deed from HRD. Suffice to say that absent documents giving Whalen Properties the right to control redevelopment of the existing building, approvals of all the 8 other condominium owners would be required.

A. **Deed Restrictions:** The following language is contained in the Deed from HRD to Pit Limited Partnership:

"neither the... property, nor any portion thereof, nor any structure erected thereon be used or permitted to be used as a discount department store, variety store or department store, nor shall said Property be in any way combined with or used in connection with any other property as a shopping center or a retail sales establishment." Again, although not as restrictive as the Gas Station Property, retail sales would not be permitted on this Property, absent HRD approval.

B. FDP Criteria: Parcel "G" is shown on Sheet 3 of the Columbia Amended Final Development Plan, Phase 80-II, recorded in Plat Book 20, folio 69, which includes the Open Space (Lot 7, devoted to the Interfaith Center) on the west side of Santiago Road, as well as properties across Santiago Road to Thunder Hill Road and from Stevens Forest Road along Kilmanjaro Road to Oakland Mills Road. It is the only property designed as "Employment Center" on this Phase of the FPD, and as such is subject to the following criteria:

1. **Setbacks and Development Criteria:** *No structure shall be located within 30 feet of the right of way of any public street, road or highway, except if construction is permitted by an approved site development plan approved by the Howard County Planning Commission (now the Howard County Planning Board). There are no height limitations or lot coverage requirements, except as shown on approved Site Development Plan. Five parking places for each 1,000 square feet of net leasable retail commercial area, plus three (3) parking spaces for each 1,000 square feet of office space are requirements.*

2. **Permitted uses:** *All uses permitted in the Business and Shopping Center Districts under the current zoning regulations.*

C. Conclusion: In addition to the approval of HRD for redevelopment of this Property as part of the Village Center, any change in use would require the approvals of all of the condominium unit owners

6. **Village Center Commercial** The Oakland Mills Village Center contains three properties owned by Oakland Mills Business Trust, whose mailing address is c/o Cedar Shopping Centers, Inc., 44 S. Bayles Ave., Suite 304, Port Washington, NY 11050. These three properties, identified in the Howard County Assessments records as follows:

Lot 3, containing 12,672 square feet improved by a branch bank (now vacant) built in 1998 containing a 2,321 sq.ft. structure, with an assessed value of \$588,867;

Lot 17, containing 1.4302 acres, improved with a shopping center market, with an above grade enclosed area of 44,535 sq.ft., is currently assessed at \$4,465,600; and

Lot 18, containing 4.3544 acres, which (according to the Assessments Office) is improved with a 13,975 sq.ft. restaurant built in 1970, with an above grade enclosed area of 13,975 sq.ft., currently assessed at \$2,013,933.

A. Deed Restrictions: There are no specific restrictions. According to The Howard Hughes Corporation, when several of the village centers in Columbia (notably Wilde Lake, Oakland Mills, Long Reach, Harpers Choice, and Dobbin Road Commercial) were conveyed to the predecessor of the current property owner (Village

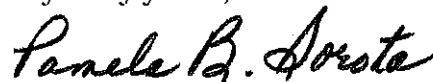
Center Business Trust) in 2002, it was left to the various village architectural committees to approve changes to these commercial properties.

B. **FDP Criteria:** These properties are subject to Phase 40-3 of the Columbia Final Development Plan. See discussion of Thai Restaurant Property above for criteria governing uses and bulk regulations.

C. **Conclusions:** Any changes in use would require a new Site Development Plan, which would have to be approved by the Howard County Planning Board. In addition, under the terms of the Oakland Mills Village Covenants (as recorded on November 7, 1968 among the Land Records of Howard County, Maryland in Liber 499 at folio 107, the Oakland Mills Architectural Committee has to approve all site plans for any changes to existing structures and uses governed by the Covenants, which would include, of course, redevelopment of this Property.

The above discussion is intended to provide specific information as to the individual properties, including various legal approvals which may need to be obtained. It does not address issues of comprehensive redevelopment of the Oakland Mills Village Center sites nor cooperative assemblage of the various commercial properties in connection with a major village center repurposing, as is addressed in the excellent Village Center Community Plan articulated in the Board's Vision. It is assumed that this information may be helpful to the successful bidder of the Oakland Mills Village Center Feasibility Study, which was opened February 24, 2016. Fortunately, Howard County has adopted a process by which the stakeholders can proceed without being overwhelmed with conflicting regulations, confused public outrage, or other considerations which would make even the most sophisticated developer avoid such an undertaking. I have attached as Exhibit B, a copy of the Department of Planning and Zoning's "Major Village Center Redevelopment Process flow chart of the steps necessary to accomplish the ultimate redevelopment of the Oakland Mills Village Center. More specific information is available by reference to Section 125.0.J.2 of the current Howard County Zoning Regulations.

Very truly yours,



Pamela B. Scrota

Exhibit A

B-1, B-2, & SC Zoning Regulations

SECTION 118.0 - B-1 (Business: Local) District

A. Purpose

The B-1 District is established to provide areas of local business that can directly serve the general public with retail sales and services.

B. Uses Permitted as a Matter of Right

1. Adult book or video stores, subject to the requirements of Section 128.0.H.
2. Ambulatory health care facilities.
3. Animal hospitals, completely enclosed.
4. Antique shops, art galleries, craft shops.
5. Bakeries, provided all goods baked on the premises shall be sold at retail from the premises.
6. Banks, savings and loan associations, investment companies, credit unions, brokers, and similar financial institutions.
7. Bicycle repair shops.
8. Blueprinting, printing, duplicating or engraving services limited to 2,000 square feet of net floor area.
9. Carnivals and fairs sponsored by and operated on a nonprofit basis for the benefit of charitable, social, civic or educational organizations, subject to the requirements of Section 128.0.D.
10. Carpet and floor covering stores.
11. Catering establishments and banquet facilities.
12. Child day care centers and nursery schools.
13. Clothing and apparel stores with goods for sale or rent.
14. Commercial communication antennas.
15. Commercial communication towers with a height of less than 200 feet measured from ground level, subject to the requirements of Section 128.0.E.2. and 128.0.E.3.
16. Conservation areas, including wildlife and forest preserves, environmental management areas, reforestation areas, and similar uses.
17. Convenience stores.
18. Convents and monasteries used for residential purposes.
19. Day treatment or care facilities.
20. Drug and cosmetic stores.
21. Farmers markets and farm produce stands.
22. Farming, provided that on a residential lot or parcel of less than 40,000 square feet no livestock shall be permitted. However, residential chicken keeping is allowed as noted in Section 128.0.
23. Food stores.
24. Funeral homes and mortuaries.
25. Furniture, appliance and business machine repair, furniture upholstery, and similar services.
26. Government structures, facilities and uses, including public schools and colleges.
27. Hardware stores.
28. Home improvement stores including, but not limited to, the following: electrical supplies, glass, garden supplies, hardware, plumbing supplies, wallpaper, and building materials and supplies related to home improvements, provided such building materials and supplies are enclosed in a building.
29. Laundry and/or dry cleaning establishments, except that pickup and delivery services shall not be provided.
30. Lawn and garden sheds and equipment sales, maintenance and repair.
31. Liquor stores.
32. Mobile home and modular home sales and rentals, but not including occupancy, provided that any such use is located on a lot which adjoins a lot zoned R-MH pursuant to Section 113.1 of these Regulations.
33. Motor vehicle parts or tire stores, without installation facilities.
34. Museums and libraries.
35. Nonprofit clubs, lodges, community halls.

36. Nursing homes and residential care facilities, in the Non-Planned Service Area for Water and Sewerage.
37. Offices, professional and business.
38. One square foot of residential space is permitted for each square foot of commercial space and must be located within the same structure.
39. Personal service establishments.
40. Pet grooming establishments and daycare, completely enclosed.
41. Religious facilities, structures and land used primarily for religious activities.
42. Repair of electronic equipment, radios, televisions, computers, clocks, watches, jewelry, and similar items.
43. Restaurants, carryout, including incidental delivery service.
44. Restaurants, standard, and beverage establishments, including those serving beer, wine and liquor.
45. Retail greenhouses, garden centers and nurseries, including incidental sale of firewood.
46. Seasonal sale of Christmas trees or other decorative plant materials, subject to the requirements of Section 128.0.D.
47. Schools, Commercial.
48. Schools, private academic, including colleges and universities.
49. Service agencies.
50. Specialty stores.
51. Swimming pools, commercial or community.
52. Underground pipelines; electric transmission and distribution lines; telephone, telegraph and CATV lines; mobile transformer units; telephone equipment boxes; and other similar public utility uses not requiring a Conditional Use.
53. Volunteer fire departments.

(Bill No. 35-2015(ZRA-151), §§ 1, 2, 10-10-2015)

C. Accessory Uses

1. Any use normally and customarily incidental to any use permitted as a matter of right in this district.
2. Communication towers and antennas which are accessory to a principal use on the lot and which exclusively serve that use. Towers are subject to the requirements of Sections 128.0.E.2 and 128.0.E.3.
3. Retail sale of propane on the site of a principal retail business.
4. Snowball stands, subject to the requirements of Section 128.0.D.
5. Private parks, athletic fields, exercise facilities, tennis courts, basketball courts, and similar private, noncommercial recreation facilities.
6. Small Wind Energy System, building mounted, subject to the requirements of Section 128.0.L.
7. Accessory Solar Collectors.

D. Bulk Regulations

(Also see Section 128.0.A, Supplementary Bulk Regulations.)

1. The following maximum height for structures shall be observed:
 - a. Maximum height40 feet
 - b. Maximum height for a structure with a pitched roof48 feet
2. The following minimum structure and use setback requirements shall be observed:
 - a. From public street right-of-way30 feet
Except for parking uses10 feet
 - b. From a residential district other than a public street right-of-way30 feet

E. Conditional Uses

Conditional Uses in the B-1 District are subject to the detailed requirements for Conditional Uses given in Section 131.0. For the list of permitted Conditional Uses, refer to the chart in Section 131.0.

SECTION 119.0: - B-2 (Business: General) District**A. Purpose**

The B-2 District is established to provide for commercial sales and services that directly serve the general public.

B. Uses Permitted as a Matter of Right

1. Adult entertainment business (including adult book or video stores, movie theaters and live entertainment establishments), subject to the requirements of Section 128.0.H.
2. Ambulance services.
3. Ambulatory health care facilities.
4. Amusement facilities.
5. Animal hospitals, completely enclosed.
6. Antique shops, art galleries, craft shops.
7. Athletic Facilities, Commercial.
8. Auction facilities.
9. Bakeries.
10. Banks, savings and loan associations, investment companies, credit unions, brokers, and similar financial institutions.
11. Bicycle repair shops.
12. Blueprinting, printing, duplicating or engraving services.
13. Building cleaning, painting, roofing, exterminating and similar establishments, provided that all supplies and equipment are enclosed within a building.
14. Bulk retail stores.
15. Bus terminals.
16. Business machine sales, rental and service establishments.
17. Car wash facilities.
18. Carnivals and fairs sponsored by and operated on a nonprofit basis for the benefit of charitable, social, civic or educational organizations, subject to the requirements of Section 128.0.D.
19. Carpet and floor covering stores.
20. Carpet and rug cleaning.
21. Catering establishments and banquet facilities.
22. Child day care centers and nursery schools.
23. Clothing and apparel stores with goods for sale or rent.
24. Commercial communication antennas.
25. Commercial communication towers with a height of less than 200 feet measured from ground level, subject to the requirements of Section 128.0.E.2. and 128.0.E.3.
26. Concert halls.
27. Conservation areas, including wildlife and forest preserves, environmental management areas, reforestation areas, and similar uses.
28. Convents and monasteries used for residential purposes.
29. Convenience stores.
30. Day treatment or care facilities.
31. Department stores, appliance stores.
32. Drug and cosmetic stores.
33. Fairgrounds.
34. Farmers markets and farm produce stands.
35. Farm supply stores.
36. Farming, provided that on a residential lot or parcel of less than 40,000 square feet no livestock shall be permitted. However, residential chicken keeping is allowed as noted in Section 128.0.

37. Firewood sales.
38. Flea markets, indoor.
39. Food stores.
40. Funeral homes and mortuaries.
41. Furniture stores.
42. Furniture, appliance and business machine repair, furniture upholstery, and similar services.
43. Government structures, facilities and uses, including public schools and colleges.
44. Hardware stores.
45. Home improvement stores including, but not limited to, the following: electrical supplies, glass, garden supplies, hardware, plumbing supplies, wallpaper, and building materials and supplies related to home improvements.
46. Hotels, motels, country inns and conference centers.
47. Kennels.
48. Laundry and/or dry cleaning establishments.
49. Lawn and garden sheds and equipment sales, maintenance and repair.
50. Liquor stores.
51. Livestock sales and auction markets.
52. Lumber yard for the retail sale of lumber and other building materials and supplies.
53. Mobile home and modular home sales and rentals, but not including occupancy.
54. Motor vehicle, construction equipment and farm equipment maintenance, repair and painting facilities, including full body repairs and incidental sales of parts.
55. Motor vehicle, construction equipment and farm equipment sales and rentals.
56. Motor vehicle inspections stations.
57. Motor vehicle parts or tire store, including installation facilities.
58. Movie theaters, legitimate theaters, dinner theaters.
59. Museums and libraries.
60. Nonprofit clubs, lodges, community halls.
61. Nursing homes and residential care facilities, in the Non-Planned Service Area for Water and Sewerage.
62. Offices, professional and business.
63. One square foot of residential space is permitted for each square foot of commercial space and must be located within the same structure.
64. Personal service establishments.
65. Pet grooming establishments and daycare, completely enclosed.
66. Pizza delivery service and other services for off-site delivery of prepared food.
67. Recreation Facilities, Commercial.
68. Recreational vehicle, marine equipment and boat sales, maintenance and repair facilities.
69. Recycling collection facilities.
70. Religious facilities, structures and land used primarily for religious activities.
71. Rental centers which rent a variety of goods including equipment and tools.
72. Repair of electronic equipment, radios, televisions, computers, clocks, watches, jewelry, and similar items.
73. Restaurants, carryout.
74. Restaurants, fast food.
75. Restaurants, standard, and beverage establishments, including those serving beer, wine and liquor.
76. Retail greenhouses, garden centers and nurseries.
77. Seasonal sale of Christmas trees or other decorative plant materials, subject to the requirements of Section 128.0.D.
78. Schools, commercial.
79. Schools, private academic, including colleges and universities.
80. Service agencies.
81. Specialty stores.
82. Taxicab businesses, including facilities for dispatch and maintenance of related vehicles.

83. Taxidermies.
84. Underground pipelines; electric transmission and distribution lines; telephone, telegraph and CATV lines; mobile transformer units; telephone equipment boxes; and other similar public utility uses not requiring a Conditional Use.
85. Volunteer fire departments.
86. Wholesale sales, made from retail sales establishments and limited to products permitted to be sold at retail in this district, provided sales and storage incidental to the sales use are conducted wholly within an enclosed building and all loading and unloading of merchandise is conducted on private property.

C. Accessory Uses

1. Any use normally and customarily incidental to any use permitted as a matter of right in this district.
2. Communication towers and antennas which are accessory to a principal use on the lot and which exclusively serve that use. Towers are subject to the requirements of Sections 128.0.E.2 and 128.0.E.3.
3. Retail sale of propane on the site of a principal retail business.
4. Snowball stands, subject to the requirements of Section 128.0.D.5.
5. Private parks, athletic fields, exercise facilities, tennis courts, basketball courts, and similar private, noncommercial recreation facilities.
6. Small Wind Energy System, building mounted, subject to the requirements of Section 128.0.L.
7. Accessory Solar Collectors.

D. Bulk Regulations

(Also see Section 128.0.A, Supplementary Bulk Regulations.)

1. The following maximum height for structures shall be observed:
 - a. Maximum height40 feet
 - b. Maximum height for a structure with a pitched roof48 feet
2. The following minimum structure and use setback requirements shall be observed:
 - a. From public street right-of-way30 feet
Except for parking uses10 feet
Except for the display of for-sale passenger cars, pick-up trucks, and passenger vans from the right-of-way of a local road10 feet
 - b. From residential districts other than public street right-of-way30 feet

E. Conditional Uses

Conditional Uses in the B-2 District are subject to the detailed requirements for Conditional Uses given in Section 131.0. For the list of permitted Conditional Uses, refer to the chart in Section 131.0.

SECTION 120.0 - SC (Shopping Center) District

A. Purpose

The SC District is established to permit local retail and office use areas. The Shopping Center District permits the opportunity for one stop shopping for a neighborhood and community.

B. Uses Permitted as a Matter of Right

1. Adult entertainment business (including adult book or video stores, movie theaters and live entertainment establishments), subject to the requirements of Section 128.0.H.
2. Ambulatory health care facilities.
3. Animal hospitals, completely enclosed.
4. Antique shops, art galleries, craft shops.
5. Bakeries, provided all goods baked on the premises shall be sold retail from the premises.
6. Banks, savings and loan association, investment companies, credit bureaus, brokers, and similar financial institutions.
7. Bicycle repair shops.
8. Blueprinting, printing, duplicating or engraving services, limited to 2,000 square feet of net floor area.
9. Business machine sales, rental and service establishments.
10. Carnivals and fairs sponsored by and operated on a nonprofit basis for the benefit of charitable, social, civic or

educational organizations, subject to the requirements of Section 128.0.D.3.

11. Carpet and floor covering stores.
12. Catering establishments and banquet facilities.
13. Child day care centers and nursery schools.
14. Clothing and apparel stores with goods for sale or rent.
15. Commercial communication antennas.
16. Commercial communication towers with a height of less than 200 feet measured from ground level, subject to the requirements of Section 128.0.E.2. and 128.0.E.3.
17. Conservation areas, including wildlife and forest preserves, environmental management areas, reforestation areas, and similar uses.
18. Day treatment or care facilities.
19. Department stores, appliance stores.
20. Drug and cosmetic stores.
21. Farmers markets and farm produce stands.
22. Farming, provided that on a lot of less than 40,000 square feet, no fowl other than for the normal use of the family residing on the lot and no livestock are permitted.
23. Food stores.
24. Funeral homes.
25. Furniture, appliance and business machine repair, furniture upholstery, and similar services.
26. Furniture stores.
27. Government structures, facilities and uses, including public schools and colleges.
28. Hardware stores.
29. Home improvement stores including, but not limited to, the following: electrical supplies, glass, garden supplies, hardware, plumbing supplies, wallpaper and building materials and supplies related to home improvements, provided such building materials and supplies are enclosed in a building.
30. Housing Commission Housing Developments, subject to the requirements of Section 128.0.K.
31. Laundry and/or dry cleaning establishments, except that pickup and delivery services shall not be provided.
32. Lawn and garden equipment sales, maintenance and repair.
33. Liquor stores.
34. Motor vehicle maintenance, repair and painting facilities, including full body repairs and incidental sales of parts.
35. Motor vehicle parts or tire store, including installation facilities.
36. Movie theaters, legitimate theaters, dinner theaters.
37. Museums and libraries.
38. Nonprofit clubs, lodges, community halls.
39. Offices, professional and business.
40. One dwelling unit per business establishment within the same structure, provided the dwelling unit does not exceed 50 percent of the floor area of the structure.
41. Personal service establishments such as barber shops, beauty shops, opticians, photographers, tailors.
42. Pet grooming establishments and daycare, completely enclosed.
43. Pizza delivery services and other services for off-site delivery of prepared food.
44. Recycling collection facilities.
45. Religious activities, structures used primarily for.
46. Rental centers which rent a variety of goods including equipment and tools.
47. Repair of electronic equipment, radios, televisions, computers, clocks, watches, jewelry, and similar items.
48. Restaurants, carryout.
49. Restaurants, fast food.
50. Restaurants, standard, and beverage establishments, including those serving beer, wine and liquor.
51. Retail greenhouses, garden centers and nurseries.
52. Seasonal sale of Christmas trees or other decorative plant materials, subject to the requirements of Section 128.0.D.4.

53. Service agencies.
54. Specialty stores.
55. Underground pipelines; electric transmission and distribution lines; telephone, telegraph and CATV lines; mobile transformer units; telephone equipment boxes; and other similar public utility uses not requiring a Conditional Use.
56. Volunteer fire departments.

C. Accessory Uses

1. Any use normally and customarily incidental to any use permitted as a matter of right in this district.
2. Communication towers and antennas accessory to a principal use on the lot. Towers are subject to the requirements of Sections 128.0.E.2 and 128.0.E.3.
3. Retail sale of propane on the site of a principal retail business.
4. Snowball stands, subject to the requirements of Section 128.0.D.5.
5. Private parks, athletic fields, exercise facilities, tennis courts, basketball courts, and similar private, noncommercial recreation facilities.
6. Small Wind Energy System, building mounted, subject to the requirements of Section 128.0.M.

D. Bulk Regulations

(Also see Section 128.0.A, Supplementary Bulk Regulations.)

1. Maximum height40 feet
2. The following minimum requirements shall be observed:
 - a. District size, not to prohibit the sale or lease of lots therein10 acres
 - b. Structure or use setbacks:
 - (1) From public street right-of-way100 feet
Except that for parking uses30 feet
 - (2) From residential districts other than public street right-of-way100 feet

E. Approval of Sketch Plans

The following requirements shall apply to any subdivision of land within an SC District:

1. A Sketch Plan shall be submitted which shows the entire area of the SC District. In addition to the information required by the Subdivision and Land Development Regulations, the Sketch Plan shall include the following:
 - a. Approximate location of each building and approximate setback distances from streets, property lines, and other buildings;
 - b. Approximate location of parking areas, loading areas, open space, and street access;
 - c. Total number of parking spaces within the district, the number of spaces on each proposed lot, and proposed arrangements for common parking facilities.
2. All lots within the SC District shall have shared driveway access to public streets.
3. The Sketch Plan shall be approved only if the Director of Planning and Zoning determines that the plan provides a unified arrangement of lots, buildings, parking and service areas, and open space.

F. Conditional Uses

The following are Conditional Uses in the SC District, subject to the detailed requirements for Conditional Uses given in Section 131.0. If there is a conflict between this Section and Section 131.0, Section 131.0 shall prevail.

1. Cemeteries and Mausoleums
2. Communication Towers (Commercial)
3. Gasoline Service Stations
4. Small Wind Energy System, freestanding tower
5. Utility Uses, Public

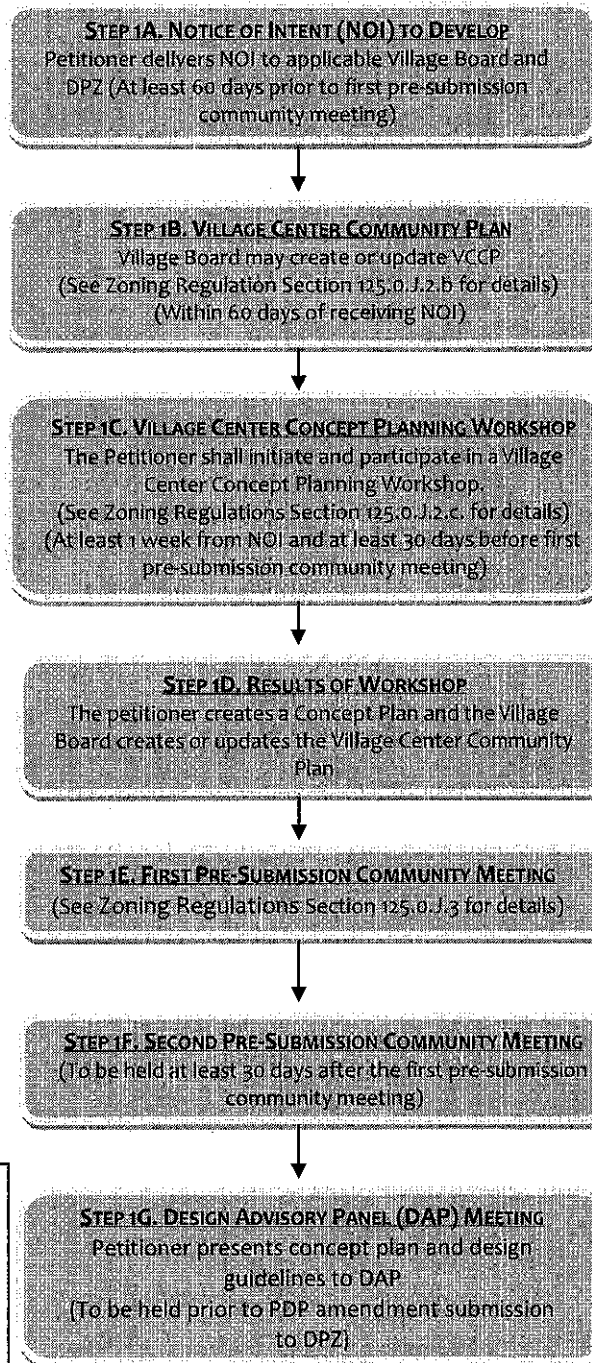
Exhibit B

MAJOR VILLAGE CENTER REDEVELOPMENT PROCESS

Council Bill No. 29-2009 (ZRA-102) Effective 11/5/09

STEP 1 – VILLAGE CENTER COMMUNITY PLANNING PROCESS

(See Zoning Regulation Section 125.0.J.2 for Details)



Community Input*
Via meeting

Community Input*
Via meeting

Community Input*
Via meeting

Community Input*
Via written comments

Disclaimer: All content contained within this chart is for informational purposes. All projects will be reviewed by this Department on a case-by-case basis. Please refer to Section 125.0 of the Zoning Regulations for more detailed information concerning requirements for Major Village Center redevelopment.

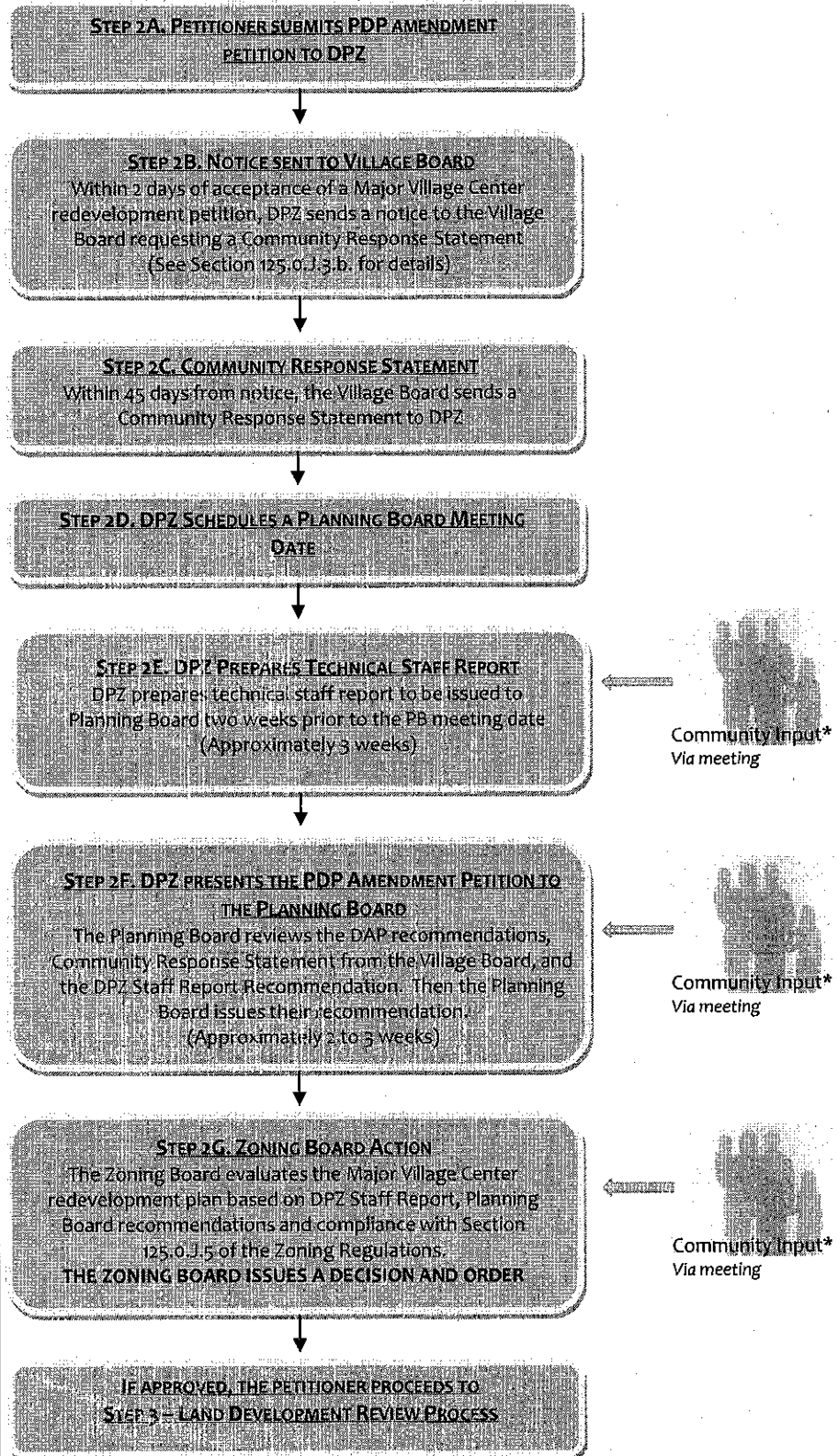
* Community input is welcomed at any time; points indicated are the most opportune times.

MAJOR VILLAGE CENTER REDEVELOPMENT PROCESS

Council Bill No. 29-2009 (ZRA-102) Effective 11/05/09

STEP 2 - ZONING PROCESS TO AMEND PRELIMINARY DEVELOPMENT PLAN (PDP)

(See Zoning Regulation Section 125.0.J.3, 4 and 5 for Details)



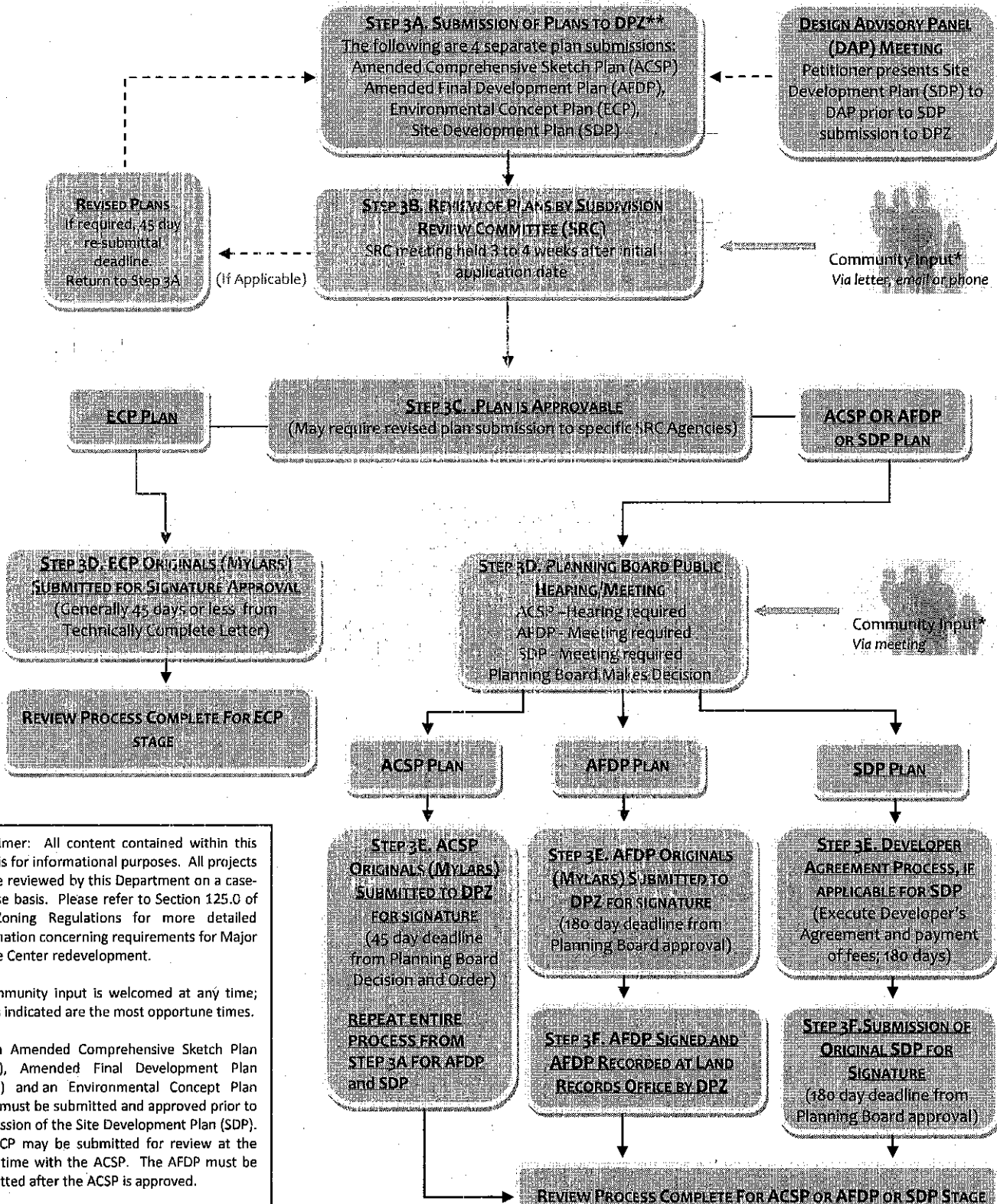
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MAJOR VILLAGE CENTER REDEVELOPMENT PROCESS

Council Bill No. 29-2009 (ZRA-102) Effective 11/05/09

STEP 3 - LAND DEVELOPMENT REVIEW PROCESS (See Zoning Regulation Section 125.0.C., D. and G. for Details)



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* Community input is welcomed at any time; points indicated are the most opportune times.

** An Amended Comprehensive Sketch Plan (ACSP), Amended Final Development Plan (AFDP) and an Environmental Concept Plan (ECP) must be submitted and approved prior to submission of the Site Development Plan (SDP). The ECP may be submitted for review at the same time with the ACSP. The AFDP must be submitted after the ACSP is approved.