

RESOLUTION NO. 2005-16

A RESOLUTION OF THE COUNTY COUNCIL OF DORCHESTER COUNTY, MARYLAND PURSUANT TO CHAPTER 155, ENTITLED ZONING, SECTION 155-38(N) OF THE DORCHESTER COUNTY CODE GRANTING MUNICIPAL ANNEXATION GROWTH ALLOCATION TO THE CITY OF CAMBRIDGE FOR THE PROJECT KNOWN AS BLACKWATER RESORT COMMUNITIES:

WHEREAS, the County Planning Commission and City of Cambridge Planning Commission held a joint public hearing on October 13, 2005 regarding the growth allocation application (the "Application") by Egypt Road, LLC and The Thomas Land Group, LLC on behalf of the City of Cambridge (collectively, the "Applicant") for the development project known as Blackwater Resort Communities (the "Project") and the County Planning Commission subsequently recommended approval of the Application; and

WHEREAS, following a duly noticed public hearing regarding the Application held by the County Council on December 20, 2005, the County Council makes the findings, recommendations and conditions attached hereto as Exhibit A and its Appendices A,B,C,D thereto and incorporated herein.

BE IT RESOLVED, by the County Council of Dorchester County, Maryland pursuant to Chapter 155, entitled "Zoning" Section 155-38 (N), as amended by County Bill No. 2004-28, that the following municipal annexation growth allocation is hereby granted to the City of Cambridge (the "City") for the Project, and that the following area within the Critical Area of the City of Cambridge is hereby authorized to be reclassified as an Intensely Developed Area (IDA) as follows:

FIRST: The sum of 313.12 acres of municipal annexation growth allocation is hereby granted to the City of Cambridge for the Project and the City's Critical Area classification for said 313.12 acres is permitted to be changed from a Resource Conservation Area (RCA) to an Intensely Developed Area (IDA), said 313.12 acre area is described by Exhibit B, which is attached hereto and incorporated herein.

SECOND: A substantial portion of the growth allocation awarded hereby for the Project is intended to permit the development of the pervious and impervious surfaces of a public golf course. The phrase "Pervious Golf Course Area" refers to the land area developed for the non-structural components of the public golf course, including the 100' Buffer, rough, fairways, traps, greens and golf course open space. The Pervious Golf Course Area excludes the areas of all residential and commercial lots, uses and associated improvements and open spaces, conference center, inn and spa, golf clubhouse, cart paths and maintenance facilities, sports/athletic fields, parking, stormwater management best management practices and ponds, and other impervious surfaces. The Pervious Golf Course Area may be improved and used only as a public golf course, and, in the event that this area ceases to be used as a public golf course, the area shall be maintained as open space or in passive recreation use or allowed to regenerate into a natural habitat. To memorialize the land uses intended by the Applicants as they relate to

the golf course portion of the Project, (i) the plats to be recorded for the Project shall include a clear statement that in the event that the Pervious Golf Course Area ceases to be used as a public golf course, the area shall be maintained in an open space or passive recreation use or allowed to regenerate into a natural habitat; and (ii) following Applicant's receipt of all final and non-appealable approvals and permits required for construction of the golf course and prior to commencement of any construction of the golf course, the Applicant or their successors and assigns shall deliver to the County an executed and recordable easement that implements in perpetuity the terms of this condition in a form suitable to the County Attorney for Dorchester County.

THIRD: In the event the Project is not approved by the City, all municipal annexation growth allocation awarded to the City for the Project pursuant to this Resolution shall be automatically recaptured by the County. In the event the Project ultimately requires less growth allocation than the amount granted by the County to the City pursuant to this Resolution, the difference in the amount of growth allocation approved by the City shall be automatically recaptured by the County.

FOURTH: The Applicant, and their successors or assigns, and the Project shall be subject to all bonding requirements, payment and performance guaranties, and other sureties related to Project infrastructure obligations and improvements (including, but not limited to, local and State roads, alleys, curbs and gutters, utilities, stormwater management system and facilities, afforestation, landscaping and environmental protection or enhancement measures) applicable under the City Code, the City Zoning Ordinance and the City Subdivision Regulations as of date of Project approval by the State Critical Area Commission (the "Performance Guaranties"). Any set-off, waiver or diminishment of the Performance Guaranties with respect to the Project and the performance of the developer of the Project will nullify this grant of municipal annexation growth allocation to the City.

FIFTH: The Applicant, and their successors or assigns, shall be required to undertake the Environmental Studies outlined in Appendix D to Exhibit A of this Resolution.

SIXTH: The violation of, or failure to comply with, any restrictions and/or conditions related to this grant of growth allocation shall result in the immediate cessation by the County, if applicable, and by the City, if applicable, of issuance of grading permits, building permits and/or use and occupancy permits for any structures within the Project.

SEVENTH: No residential dwelling units (single, duplex or multi-family) shall be constructed within the critical area portions of the Project area.

EIGHTH: This Resolution shall take effect upon approval of the Project by the State Critical Area Commission.

THIS RESOLUTION IS HEREBY ADOPTED, PASSED AND APPROVED THIS
21st DAY OF February, 2006.

ATTEST:

COUNTY COUNCIL OF
DORCHESTER COUNTY, MARYLAND

Jane Baynard
Jane Baynard, County Manager

Glenn L. Bramble
Glenn L. Bramble, President

David Yockey, Vice President

Effie M. Elzey
Effe M. Elzey

Ricky Travers
Ricky Travers

William V. Nichols

Exhibit A – County Council Findings, Recommendations and Conditions (February 21, 2006);
Including Appendices A, B, C and D

Exhibit B – Legal Description of Critical Area to be Reclassified by City of Cambridge

EXHIBIT A**COUNTY COUNCIL OF DORCHESTER COUNTY, MARYLAND****IN THE MATTER OF THE APPLICATION BY EGYPT ROAD, LLC AND THE
THOMAS LAND GROUP, LLC FOR MUNICIPAL ANNEXATION GROWTH
ALLOCATION TO THE CITY OF CAMBRIDGE FOR THE
BLACKWATER RESORT COMMUNITIES PROJECT****I. FACTUAL AND PROCEDURAL BACKGROUND**

A. **Applicant:** Egypt Road, LLC and The Thomas Land Group, LLC, on behalf of the City of Cambridge (the "City").

B. **Requested Growth Allocation:** The Applicant requests 313.12 acres of municipal annexation growth allocation to enable the City to change the Critical Area overlay designation on certain parcels of land within the City from Resource Conservation Area ("RCA") to Intensely Developed Area ("IDA") (the "Application"). The purpose of the Application is to enable the City to permit construction of a mixed-use resort community referred to as "Blackwater Resort Communities" consisting of 3,200 residential units, an executive hotel/conference center and spa, neighborhood retail center, public golf course, and community recreation and open space areas on approximately 1,080 acres of land (the "Project").

C. **Project Area:** The Project area is bordered on the north by Egypt Road Regional Park and the Cambridge-South Dorchester High School/Maple Elementary School complex, on the east by the Little Blackwater River, on the south and west by private landowners, and is located within the corporate boundaries of the City on the east and west sides of Egypt Road (the "Property"). The Property is comprised of land owned by William Henry Thomas, Robert E. Connelly, Jr. and Sherrie L. Connolly, totaling approximately 1,061 acres. (Parcels 42 and 128 of Dorchester County Tax Map No.41, and Parcels 2, 31 and 13 of Tax Map No. 52).

The subject parcels and their Critical Area acreage are as follows:

Tax Map 52 Parcel 13, owned by Egypt Road, LLC.	3.50 acres
Tax Map 52 Parcel 2, owned by The Thomas Land Group, LLC.	144.25 acres
Tax Map 41 Parcel 42, owned by The Thomas Land Group, LLC.	165.37 acres

These parcels are located in the RCA of the Little Blackwater River along Egypt Road. In their current RCA status, there are 16 development rights available, with one development right having already been used on Parcel 13. The change from RCA to IDA would facilitate a more intensive use of the Critical Area located on these parcels.

D. **Annexation and Approvals:** The City annexed the Property on March 22, 2004. Following the recommendation of the County Planning Commission, the County Council amended the County's Comprehensive Plan (the "Plan") to designate the Property as "Town-Adjoining Areas", the Plan's classification for the "areas of the County best suited to accommodate additional residential and employment growth." Concurrent with the Comprehensive Plan amendment, the

County expressly approved application of the City's Planned Water Resort District No. 3 ("PWRD-3") zoning on the Property in accordance with Section 9(c) of Article 23A of the Maryland Annotated Code. After conducting its review of the proposed Plan amendment, in June 2005 the Maryland Department of Planning confirmed that the Property constitutes "a logical spatial extension of the City's pattern of growth" and subsequently certified the Property as a "Priority Funding Area" in accordance with State law.

Following the recommendation of the County Planning Commission, in February 2005 the County Council and the Maryland Department of the Environment approved amendments to the County Comprehensive Water and Sewerage Plan to designate the Project area eligible for immediate service by public water and sewer.

The Cambridge City Council approved the PWRD-3 Preliminary Master Development Plan for the Project in April 2005. On August 2, 2005, the City Planning Commission approved the Design Master Development Plan for the Project.

E. Change In Amount of Growth Allocation Requested: The Application initially submitted to the County Planning Office in July 2005 requested at least 149.7 acres, and up to a maximum of 315.6 acres, of municipal annexation growth allocation for the City to reclassify portions of the Property from RCA to IDA. The 149.7 acres of growth allocation would permit development of approximately 163 single-family residences, 16 townhomes, a commercial/retail center, three community centers, golf clubhouse and maintenance facilities, an executive conference center, spa and hotel, community ballfields for active recreation and associated roads, parking and stormwater management facilities. The potential additional growth allocation encompassed the golf course area (excluding structures and parking, which were included within the initial 149.7 acres) and the required 100' buffer. Subsequent to the filing of the Application, the State Critical Area Commission adopted a new policy regarding the development of golf courses within the RCA, which now requires growth allocation for development of the golf course component of the Project as proposed. The revised maximum total amount of growth allocation requested (313.12 acres) was determined through discussions between City and County staff and the Applicant's engineers.

F. Joint Planning Commission Meeting: On October 13, 2005, the County and City Planning Commissions held a duly advertised and noticed joint public meeting regarding the Application. During the joint meeting City and County planners presented staff reports followed by the Applicant's presentation. Many citizens and representatives of local and state conservation groups attended the meeting, and verbal testimony was given. A public comment period was held open for 15 calendar days following the meeting, and a total of 22 comment letters were received.

G. County Public Hearing: On December 20, 2005, the County Council held a duly advertised and noticed public hearing regarding the Application. During this public hearing, the County Planning staff presented reports, the Applicant presented information regarding the proposed Project, and the County Council took public comments. The minutes from the December 20, 2005 public hearing are attached hereto as Appendix A and incorporated herein.

H. City Planning Commission Findings: Following a public hearing on February 7, 2006, the City's Planning Commission adopted a favorable recommendation with conditions to the City Council that the Project be granted the use of 313.12 acres of municipal annexation growth allocation by the City. In connection with its recommendation to the City Council, the City Planning Commission adopted specific findings, recommendations and conditions (the "City Planning Commission Findings").

I. County Council Findings: Having considered the testimony received at the public hearing on December 20, 2005, and having reviewed and considered the record established by the Planning Commission in the course of reviewing the Application, subsequent written comments from staff, the Applicant and the general public, and other pertinent information; the County Council makes the following findings, recommendations and conditions relative to the Application before us:

II. FINDINGS, RECOMMENDATIONS AND CONDITIONS

A. Availability of Growth Allocation Acreage:

The County currently has a balance of 1179.042 acres in its growth allocation pool for County residential and municipal annexation growth allocation requests. The County must track how much of its growth allocation is used to convert RCA areas into more intense uses on sites where there are no adjacent areas designated as LDA or IDA. No more than fifty percent (50%) of the County's growth allocation pool may be used for such conversions unless the development design utilizes a clustered development concept.

With the exception of the Maple Elementary School site, which could be considered IDA but is currently mapped as RCA, all parcels adjacent to the Project area are designated areas of RCA. Therefore, the award of growth allocation must be deducted from the "50% pool" of available growth allocation, leaving a balance of 135.75 acres remaining in that pool. Once this amount is depleted, all future applications for growth allocation must utilize a clustered development concept.

B. Growth Allocation Requirements and Guidelines:

In considering the Application, the County Council evaluates the Project to determine whether it satisfies State and local requirements and guidelines for approval of growth allocation in the RCA. The requirements and guidelines for location of an IDA are contained in the County Critical Area program §155-38.N.2(c) and (e) and are consistent with the State guidelines established by COMAR.

The award of municipal annexation growth allocation to the City is predicated on the Project's compliance with the following: Comprehensive Plan consistency (both County and City); Water and Sewer Plan consistency; Critical Area Program consistency; Priority Funding Area consistency; compatibility of City zoning with the County Comprehensive Plan; and minimization of the use of growth allocation.

Additionally, the City (because the Project is located entirely within the City) must ultimately find that the developer of the Project has adequately satisfied the following guidelines: traffic impacts are minimized or adequately addressed; minimization of impact to neighboring conservation easements and other protected lands; planning staff may request to see a clustered concept plan; at its discretion, planning staff shall require the developer to perform any studies necessary to insure the proper development of the Property; and planning staff should seek preliminary comments from the State Critical Area Commission.

C. Environmental Design Features and Effects:

The site plan and design features proposed for the Project, as thus far depicted and described by the Applicant's submittals and presentations, include design features sensitive to the environmental characteristics of the Property, including:

1. Most of the Critical Area of the Property is actively tilled, with few buffers between agricultural uses and tidal waters and tidal and non-tidal wetlands, whereas development of the Project will result in the establishment of the 100' buffer to provide water quality enhancement and areas of wildlife habitat.
2. Development of the golf course component of the Project, rather than homes, adjacent to the Little Blackwater River minimizes impervious surfaces within the Critical Area and further buffers tidal waters from more intensive land uses.
3. The golf course provides a permanently vegetated open space area that exceeds 100' in width along the entire waterfront (except in the area of the community water access and the executive conference center) and equals or exceeds 300' in width between tidal waters or wetlands and residential or commercial structures for most of the Property.
4. The generally 300' wide buffer limits the intensity of use and development adjacent to the Little Blackwater River and within the 100-year floodplain.
5. Stormwater management facilities are designed and projected to reduce runoff pollutant (total phosphorus) loading by at least ten percent (10%) below existing, predevelopment conditions.

6. Development of the Project includes the creation or enhancement of ponds and nontidal wetlands, and the restoration of agricultural ditches into naturalized "stream" channels to provide wildlife habitat and water quality benefits.
7. Golf course design will minimize impacts to environmentally sensitive areas and include grading, where practicable, to direct runoff internally to capture and reuse water for golf irrigation.
8. Management of the golf course will include an integrated nutrient and pest management program designed specifically for the Project to minimize the use of nutrients, herbicides and pesticides in order to minimize adverse impacts to water quality.
9. There will be no loss of forest cover in the Critical Area, as the Project area is almost entirely fielded. Establishment of the 100' buffer along the Little Blackwater River and several streams will result in a net increase in forest resources in the Critical Area.

D. Planning Commission Recommendation:

Having reviewed the Application, the County Planning Commission, on November 29, 2005, adopted a Statement of Case and Findings of Fact, and made a favorable recommendation with conditions to the County Council (the "County Planning Commission Recommendation").

As part of the County Planning Commission Recommendation, the County Planning Staff recommended that certain conditions be imposed on any grant of municipal annexation growth allocation to the City for the Project. The County Planning Commission Recommendation was based upon the following findings and included the following recommendations:

1. The Applicant has met the municipal annexation growth allocation guidelines as found in County Zoning Code Section 155-38.N.
2. Changes by the State Critical Area Commission in its policy on growth allocation resulted in an increase in the Applicant's request for growth allocation.
3. The previous actions of the Cambridge City Council and Dorchester County Council through their amendment to the County Comprehensive Plan, the County Water and Sewer Plan and the designation of the Property as a priority funding area demonstrates unified support by local elected officials for the Project.
4. A favorable recommendation (5-1 Planning Commission vote) to the County Council for approval of the Application for 313.12 acres of municipal annexation growth allocation to the City, which is to be deducted from the County's 50% growth allocation pool.

5. The County Council should direct the County Roads Department to immediately initiate the hydrologic study of the Little Blackwater River. Andrews, Miller & Associates has been contracted by the County to begin a hydraulic and hydrologic watershed study in the spring of 2006 to examine the flooding and flow characteristics of the upper reaches of the Little Blackwater River (the "Watershed Study"). The data from the Watershed Study will be used as a baseline to assess and plan for the impacts of future development in the portion of the watershed that includes the Project.
6. The County Council is recommended to urge the City to incorporate the results of the Watershed Study into all development plans for projects located within the watershed inside its boundaries, and require County agencies to provide the same efforts for projects within the County's jurisdiction.
7. The County Council is recommended to urge the City and County staff to develop a long-term strategy for monitoring, enforcement and restoration of any development impacts, direct or indirect, to the Little Blackwater River watershed.
8. The plats for the golf course development should include a statement that, in the event the area ceases to be used as a golf course, the area will be maintained in an open space, passive recreation use, or allowed to regenerate into a natural habitat.
9. All activities within the Critical Area, including limits of disturbance, must be conducted in a manner that will not require a variance from Critical Area requirements.
10. The Buffer Management Plan design shall establish contiguous units of habitat that will provide a wildlife corridor for the safe movement of wildlife between areas of the Project.
11. All conservation measures requested to be located within the Critical Area by the U.S. Fish & Wildlife Service must be provided.
12. The comments of the State Highway Administration, as found in its October 18 and November 10, 2004 letters, regarding changes to proposed road improvements at US 50 and MD 16, and MD 16 and Woods Road, shall be implemented by the Project developer.
13. The Project developer shall provide copies of the hydrologic study results, and the nutrient and pesticide management plans, to the County Planning and Zoning office as soon as they are available.

E. County Council Findings, Recommendations and Conditions:

1. Staff Report. The County Planning Office Staff Report for Case #312-04-2005 – Annexation Growth Allocation Application Blackwater Resort Communities, dated October 13, 2005 (the “Staff Report”), is hereby adopted by the County Council and incorporated in these findings, recommendations and conditions. The Staff Report is attached hereto as Appendix B. The Staff Report was supplemented by the February 17, 2006 memorandum from Wanda Cole, Critical Area Planner, to the County Council recommending certain environmental and water quality studies related to the Project.

2. Planning Commission Recommendation. The County Planning Commission Recommendation dated November 29, 2005 is adopted by the County Council and, with clarification, incorporated in these findings, recommendations and conditions. The County Planning Commission Recommendation is attached hereto as Appendix C. Finding #10 in the County Planning Commission Recommendation is incorporated with the following understood intent: All conservation measures (such as native vegetation plantings; pond, stream and wetland designs, and the placement and maintenance of nesting boxes and platforms) requested by the U.S. Fish & Wildlife Service to be located within the Critical Area of the Property must be provided.

3. City Planning Commission Findings. Given that the Project is situated entirely within the boundaries of the City and is subject to City zoning and subdivision regulations, the County Council takes notice of the City Planning Commission Findings dated February 8, 2006.

4. Additional Conditions. In addition to the Staff Report and the County Planning Commission Recommendation, the following conditions shall be imposed on the grant of municipal annexation growth allocation to the City for the Project as presented to the County:

(i) In the event the Project is not approved by the City, all municipal annexation growth allocation awarded to the City for the Project shall be automatically recaptured by the County. In the event the Project ultimately approved by the City requires less growth allocation than the amount granted by the County to the City, the difference in the amount of growth allocation approved by the City shall be automatically recaptured by the County.

(ii) The Applicant, and their successors or assigns, and the Property shall be subject to all bonding requirements, payment and performance guaranties, and other sureties related to Project infrastructure obligations and improvements (including, but not limited to, local and State roads, alleys, curbs and gutters, utilities, stormwater management system and facilities, afforestation landscaping and environmental protection or enhancement measures) applicable under the City Code, the City Zoning Ordinance and the City Subdivision Regulations as of date of Project approval by the State Critical Area Commission (the “Performance Guaranties”). Any set-off, waiver or diminishment of the Performance Guaranties with respect to the Project and/or the performance of the developer of the Project will nullify the grant of municipal annexation growth allocation to the City for the Project.

(iii) Following Applicants' receipt of all final and non-appealable approvals and permits required for construction of the golf course and prior to commencement of any construction of the golf course, the Applicant or their successors and assigns shall deliver to the County an executed and recordable easement in a form suitable to the County Attorney for Dorchester County that ensures in perpetuity that in the event that the golf course portion of the Project ceases to be used as a public golf course, that same area of the Project shall be maintained as open space or in passive recreation use or allowed to regenerate into a natural habitat.

(iv) The Applicant, and their successors or assigns, shall be required to fund and conduct certain water quality studies related to the Project, including a pre-construction baseline study, a sampling and monitoring component during construction, and post construction sampling and monitoring for a specified period of time (collectively, the "Environmental Studies"). The purpose of the Environmental Studies is to address the following environmental concerns:

- (a) Impacts on flooding conditions along the Little Blackwater River;
- (b) Nutrient and pesticide pollutants leaving the Project site; and
- (c) Impacts to a sensitive environment (*i.e.*, Critical Area designation, the presence of the American lotus, the hydric nature of the Project site soils, and impacts to wildlife habitat).

The scope and parameters of the required on-site and off-site Environmental Studies are attached hereto as Appendix D and incorporated in these findings, recommendations and conditions.

(v) The award of growth allocation to the City for the Project shall include the following condition: the violation of any restrictions and/or conditions related to the award of growth allocation shall result in the immediate cessation by the County, if applicable, and by the City, if applicable, of issuance of grading permits, building permits and/or use and occupancy permits for any structures located on the Property.

The above findings, recommendations and conditions were adopted by the County Council at the public meeting on February 21, 2006.

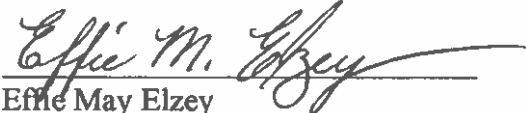
Based on the above findings, recommendations and conditions, and subject to Applicant's continuing fulfillment of the representations and agreements that underpin these findings, recommendations and conditions, the County Council of Dorchester County approves the grant of up to 313.12 acres of municipal annexation growth allocation to the City of Cambridge for the Project.

THE COUNTY COUNCIL
OF DORCHESTER COUNTY

VOTING FOR:


Glenn L. Bramble, President

David Yockey, Vice President


Effie May Elzey


Ricky Travers

William V. Nichols

Plan. Ms. Houtman stated that questionnaires had been sent out to get input from the public and that the surveys were published in local newspapers. She also stated that comments from the State were due by December 9, 2005 but none had been received. Ms. Houtman expressed that they would continue to apply for grants, share data between agencies, and preserve acreage. She stated that they would need funds for additional staffing and increased funds for park improvements. Councilwoman Elzey questioned Mr. Eberspacher about needs in the Galestown and Eldorado areas. Mr. Eberspacher stated that he sends requests to each municipality inquiring about their individual needs. The Council accepted the plan for presentation to the State.

LEGISLATIVE SESSION

The Council held a public hearing to consider Bill Number 2005-13, AN ACT OF THE COUNTY COUNCIL OF DORCHESTER COUNTY MARYLAND PURSUANT TO SECTION 40-20 OF THE DORCHESTER COUNTY CODE CLOSING THE 6,053 FOOT END PORTION OF BLACKWATER ROAD. Public comment was heard from Mr. Harold Miller, Jr. who recently purchased a parcel that would be affected by the bill. Mr. Miller expressed that he is in favor of the bill. With no further public comment, the roll call vote on the enactment of Bill Number 2005-13 was as follows: Bramble – aye; Yockey – aye; Elzey – aye; Nichols – aye; and Travers – aye.

REQUEST TO INTRODUCE LEGISLATION

The Council considered correspondence from Steve Dodd, Planning and Zoning Director, and agreed that legislation be drafted for a rezoning application for consideration and the scheduling of a public hearing for a rezoning application for Millie Dukes.

LEGISLATIVE SESSION

The Council held a public hearing to consider Bill Number 2005-15, AN ACT TO REDUCE THE ASSESSMENT OF BUSINESS PERSONAL PROPERTY. With no further public comment, the roll call vote on the enactment of Bill Number 2005-15 was as follows: Bramble – aye; Yockey – aye; Elzey – aye; Nichols – aye; and Travers – aye.

The Council held a public hearing to consider Bill Number 2005-16, A RESOLUTION OF THE COUNTY COUNCIL OF DORCHESTER COUNTY, MARYLAND PURSUANT TO CHAPTER 155, ENTITLED ZONING, SECTION 155-38(N) OF THE DORCHESTER COUNTY CODE GRANTING MUNICIPAL

RESOLUTION NO. 2005-16

ANNEXATION GROWTH ALLOCATION TO THE CITY OF CAMBRIDGE FOR BLACKWATER RESORT COMMUNITIES. A staff report was presented by Wanda Cole of the Department of Planning & Zoning, which outlined the recommendation of the Planning Commission Finding of Facts, including recommended stipulations should the growth allocation request be awarded by the Council. Councilman Bramble commended Mrs. Cole on her presentation.

A presentation was also given by the applicants, Mr. Sandy McAllister and Mr. Kenneth Usab, who addressed concerns of growth allocation tied to this project including the possibility of flooding, wildlife habitat, storm water and nutrient management, public access to golf course and park and the protection of current farms. The applicants emphasized that if the land was not used as a golf course, it would be used as open space recreation use or returned back to a wildlife habitat.

Public comments were heard and each person was allotted three minutes to speak:

1. Mr. Douglas Worrall, 1604 Town Point Rd., Cambridge asked the Council to adopt growth allocation but require the developer to endow the cost of what he has already orally committed and require a performance bond agreement so citizens know State highway improvements will be done.
2. Dr. Dixie Birch, Sr., Biologist for Blackwater Wildlife Refuge, submitted her written testimony opposing the project. She asked the Council to require a baseline study on water quality, water quantity, birds, fish and wildlife before approving the growth allocation. Councilman Bramble asked Dr. Birch about the wetlands restoration project at Blackwater and what would be done to correct environmental damage should the restoration project fail. John Gill of Fish & Wildlife Services stated that the dredged material used is tested, is cleaner than water run off and that data is collected twice a day.
3. Mr. Tom Johnson, 2407 Beech Street, Cambridge deferred comment choosing to give his allotted speaking time to Dr. Birch.
4. Mr. Wendell Foxwell, 413 Glenburn Avenue, Cambridge deferred comment choosing to give his allotted speaking time to Dr. Birch.
5. Ms. Elizabeth Giese, 4275 Maple Dam Road, Cambridge expressed her opposition to the project. She stated her mother owns adjoining farm land which she feels will depreciate in value by one third, will never drain properly

and will never produce a proper crop due to this project. She stated that, in her opinion, the project is too large and in the wrong place.

6. Ms. Blanche Powell, 304 Taylor Avenue, Hurlock expressed her opposition to the project and expressed her concern that neither the 100 foot nor the 300 foot buffer is sufficient. She also expressed her concern for wildlife and feels the Council should wait for the results from environmental impact studies before approving the growth allocation request.
7. Mr. Rodney Knox, 5670 Lawson Lane, Cambridge supports the development project and would like to see growth and more jobs in the County.
8. Ms. Donna McDonald of Cambridge stated that she supports the project and feels it will benefit the County.
9. Mr. George Maurer, Chesapeake Bay Foundation, submitted written testimony opposing growth allocation. His concerns are that the project would threaten the Chesapeake Bay and feels it does not meet the intent of the Comprehensive Plan.
10. Ms. Linda Wilson, 5314 Ross Neck Road, Cambridge questioned Blackwater's watershed impact on the Little Blackwater and asked that the County Council defer granting the growth allocation.
11. Mr. Fred Polmeroy, 5429 Stoney Ridge Road, Cambridge endorses eco-tourism as opposed to land development and suggested putting the issue to a ballot and letting the voters decide.
12. Mike Walsh, Hyatt General Manager, stated that the project would benefit those that need work and asked the Council to consider an option that will benefit the livelihood of local residents.
13. Mr. Mark Lappin, 305 Sunburst Highway, Cambridge expressed his support for the project and stated that the project would afford more employment opportunities.
14. Ms. Katherine McCully, 3710 Willey Road, Hurlock asked that a traffic study be completed prior to the granting of any growth allocation and voiced her concerns about impact fees, protecting Blackwater Wildlife Refuge and how much employment the project would actually offer.

15. Mr. Chad Malkus, 8 Willis Street, Cambridge stated that he is not opposed to the project and is hopeful increased development will result in employment opportunities for youth.
16. Mr. Daniel Beall, 116 Belvedere Avenue, Cambridge feels there should be more of a boundary between the water and agricultural activities and stated he believes the proposed development provides a better buffer area.
17. Mr. Charlie Hutchison, 2 Shawnee Road, Cambridge voiced his concern that the location of the project may be submerged in water by 2050 due to the rise in sea level and that the cost to prevent this would fall on the taxpayers.
18. Mr. Phil Feldman, 15 Manito Drive, Cambridge cited his belief that the project would help the tax base and praised the developer for only wanting quality builders working on the project.
19. Mr. Larry Mills, 205 High Street, Cambridge spoke in support of the project.
20. Mr. Gerry Boyle, 1211 Race Street, Cambridge stated concerns that the future of the community will rely on growth and supported the proposed development.
21. Ms. Shirley Greene, 2430 Rock Drive, Cambridge stated that she would be affected by the project but was not opposed to it citing a need for growth in the community.
22. Ms. Cindy Slacum, 205 Virginia Avenue, Cambridge opposed the project due to its placement in a sensitive area and expressed concern that environmental studies still need to be completed. She asked the Council to take a cautious approach. She acknowledges the need for jobs but feels the County should play on its uniqueness.
23. Dr. Eileen McClellan of the Eastern Shore Land Conservatory stated she supports growth but opposed the project. She voiced her concerns that it would not meet the community's needs and would like to have a full comprehensive study to see what the impact would be. She also suggested that an escrow be set up to pay for any immediate damages that occur.

Jane Baynard, County Manager, read a list of concerned citizens who had sent in correspondence prior to the meeting. They included Mark and Linda Wilson, Charles

Biskach, John and Pat Titus, Tom Stumps, Sharon Stumps, Frank Spitts, Doug and Denise Kyle, James Slacum, Amelia Wright, Mark Winmiller, Helen Malkus of Hunan Associates and Maria Johnson.

Councilman Bramble emphasized that the State Critical Area Commission can still deny growth allocation even if the County Council approves the request. Councilman Yockey stated he was not for or against the project but feels waiting for studies to be completed is a good idea to protect Blackwater Wildlife Refuge. Councilwoman Elzey stated that the developer has met all growth allocation criteria and feels there is no just cause for the Council not to move ahead. Councilman Travers stated that he felt the developer had been treated unfairly due to changes in the State's growth criteria after the application for growth allocation was issued. Councilman Nichols expressed his concern that additional development that requires growth allocation from the County's remaining reserve will be detrimental to a planned growth approach. Councilman Travers motioned to approve the growth allocation as requested for the City of Cambridge for 313.12 acres specific to the Blackwater Resort Communities project development with the condition that the developers and City Council provide the County Council copies of any and all Public Works agreements, ordinances or resolutions setting forth the developer's responsibility to guarantee or ensure the design and construction of public facilities, fund studies or underwriter cost of public improvement.

With no further public comment, the roll call vote to grant 313.12 acres of growth allocation pursuant to Planning Commission Resolution 2005-16 was as follows: Bramble – aye; Yockey – nay; Elzey – aye; Nichols – nay; and Travers – aye. Council asked that staff prepare appropriate Finding of Facts to be presented at a future meeting and to be adopted at such time as the resolution is executed.

DISCUSSION REGARDING PROPOSED LEGISLATION

The Council deferred discussing proposed legislation regarding establishing a Tavern license and legislation to govern "bottle clubs" until January 3, 2006.

EXCISE TAXES FOR CHURCH EXPANSION

Based on a request from Ms. Baynard, Council reconsidered a prior motion regarding excise taxes and local church expansions and clarified that the Council approved paying excise taxes for existing churches wishing to expand their facilities in Dorchester County. This would exclude any new churches coming in. Councilman Travers asked for guidance determining how long a church should be in existence before qualifying to have their excise taxes paid by the County.

APPENDIX B TO EXHIBIT A

STAFF REPORT
Case # 312-04-2005
Annexation Growth Allocation Application
Blackwater Resort Communities
October 13, 2005

The applicants, Egypt Road, LLC and The Thomas Land Group, LLC, have applied for 313.12 acres of growth allocation to change the Critical Area overlay designation on certain parcels of land from Resource Conservation Area (RCA) to Intensely Developed Area (IDA). The subject parcels and their Critical Area acreage are as follows:

- | | |
|--|--------------|
| • Tax Map 52 Parcel 13, owned by Egypt Road, LLC. | 3.50 acres |
| • Tax Map 52 Parcel 2, owned by The Thomas Land Group, LLC. | 144.25 acres |
| • Tax Map 41 Parcel 42, owned by The Thomas Land Group, LLC. | 165.37 acres |

These parcels are located in the RCA of the Little Blackwater River along Egypt Road. In their current RCA status, there are 16 development rights available, with one development right having already been used on Parcel 13. The change from RCA to IDA would facilitate a more intensive use of the Critical Area located on these parcels. The applicants are proposing a development project known as Blackwater Resort Communities (BRC). The development that would be located in the RCA includes:

- A public golf course, which will utilize most of the RCA and co-mingle with residential and commercial uses
- A market place providing retail and day care services, and an active recreation area
- An undeveloped area adjacent to Maple Elementary School, to be dedicated to Dorchester County for future school expansion
- 16 attached villas in Area 'A' and associated road improvements to Egypt Road
- 14 single family Active Adult homes on 6,500 square foot lots in Area 'G', in whole or in part
- 15 single family homes on 6,000 square foot lots in Area 'H', in whole or in part, and an associated neighborhood recreation center
- 11 single family homes on 6,500 square foot lots in Area 'I', in whole or in part, and an associated neighborhood recreation center

- 40 single family homes on 7,500 square foot lots in Area 'J', in whole or in part, its associated neighborhood recreation center, an executive conference center, a golf clubhouse, a public park area with access to the water, and associated parking areas.
- 41 single family homes on 6,000 square foot lots in Areas 'K' and 'L', in whole or in part
- 52 single family homes on 6,000 square foot lots in Area "M", in whole or in part, and an associated neighborhood recreation center

Dorchester County currently has a balance of 1179.042 acres in its growth allocation pool (see attached table) to use for County residential and municipal annexation growth allocation requests. Dorchester County must track how much of its growth allocation is used to convert RCA areas into more intense uses on sites where there are no adjacent areas designated as LDA or IDA. No more than 50% of its growth allocation pool may be used for such conversions unless the development design utilizes a clustered development concept. However, the County's definition of cluster development, as found in Zoning Chapter 155-13 is open to broad interpretation: "**A predominantly residential development in which dwelling units are concentrated in a selected area or selected areas of the development tract, so as to provide natural habitat or other open space uses on the remainder of the tract.**" When considering the project as a whole, it does not meet this definition. When evaluating only the development proposed in the Critical Area, the golf course could be considered an open space use. As the golf course is proposed as the primary use of the RCA, the project could be considered as cluster development. Meeting the cluster development definition would allow the County to protect the current balance of its 50% pool. ** Staff recommends that Counsel for the County Planning Commission advise the Commission as to whether the golf course meets the County's criteria as an open space use, and whether the development in the Critical Area can be considered to meet the cluster development definition. **

With the exception of the Maple Elementary School site, which could be considered IDA but is mapped as RCA, all adjacent parcels are designated areas of RCA. Therefore, the award of growth allocation would be deducted from the "50% pool" unless the project meets the cluster development definition. If not, there would be a balance of 135.75 acres in the 50% pool. Once this amount is depleted, all future applications for growth allocation must use a clustered development concept.

Consistency with Growth Allocation Policies

When considering an application for growth allocation, a local jurisdiction must evaluate a project to determine whether it meets the policies and guidelines for growth allocation in the RCA. These policies and guidelines are found in Dorchester Zoning Codes Chapter 155-38.N, which is a reiteration of the Critical Area Commission's 1993 growth allocation policy. In addition, on August 3, 2005, the Critical Area Commission implemented a policy on Golf Courses in the RCA.

Pursuant to Chapter 155-38.N(2)(c), "**The County shall use the following guidelines when considering requests for growth allocation:**

[1] New intensely developed areas should be located in limited development areas or adjacent to existing intensely developed areas.

Blackwater Resort Communities does not meet this guideline, therefore, any growth allocation award must be deducted from the County's 50% growth allocation pool, as described below.

[2] New limited development areas should be located adjacent to existing limited development areas or intensely developed areas.

This guideline does not apply to this application.

[3] No more than ½ of the allocated expansion area may be located in resource conservation areas. However, if the County is unable to utilize a portion of the growth allocation within or adjacent to existing developed areas, then that portion of the growth allocation which cannot be so located may be located in the resource conservation area in addition to the expansion allocated in this section.

An award of 313.12 acres of growth allocation would be deducted from the 50% pool, leaving a balance of 135.75 acres of growth allocation available for projects that are not adjacent to LDA or IDA, unless they utilize a clustered development design.

[4] New intensely developed areas and limited developed areas should be located in order to minimize impacts to habitat protection areas as specified in Section V of the Dorchester County Critical Area Program, and in an area and in a manner that optimizes benefits to water quality.

In its April 1989 document titled, *Dorchester County Critical Area, Habitat Protection Areas For: Threatened and Endangered Species, and Species in Need of Conservation, Natural Heritage Areas, Locally Significant Habitats*, the Maryland Natural Heritage Program identified the Little Blackwater River as a Habitat Protection Area for two state-endangered plants and one state-rare threatened plant. In its most recent publication, *Rare, Threatened, and Endangered Plants of Maryland, December 2003*, the Maryland Department of Natural Resources Wildlife and Heritage Service has removed the once state-endangered red-berried greenbriar from its list; down-listed the state-endangered small beggar ticks to the Watch List, whose populations are not actively tracked; and down-listed the American lotus from state-threatened to state-rare. In a communication dated September 19, 2005, Glenn Therres, Associate Director of the Wildlife and Heritage Service stated, "American lotus is no longer listed as a threatened or endangered species by the State of Maryland, therefore, no conservation actions are required for this species." A copy of this communication is attached.

In its state-rare classification, the Critical Area Program affords the American lotus protection under the Habitat Protection Area requirements for state-listed species, and the guidelines in the 1989 document are followed. The concerns and threats to this species include excessive loading of sediment, nutrients, and pesticide in runoff from agricultural fields and from pollutants originating from the City of Cambridge. Its management needs are identified as improving the quality of agricultural runoff entering the site, to improve the wildlife corridor function, to allow a 100-foot strip of upland bordering tidal and nontidal wetlands to revert to natural climax vegetation, and to adopt best management farming practices. With the exception of water-dependent facilities, access to the shoreline, and shoreline erosion control structures, no disturbances may occur in this 100' wide strip, known as the tidewater buffer.

No non-water-dependent development is proposed in the 100' tidewater buffer. With the exception of the retail center, athletic recreation area, and future school expansion site, no impervious areas are proposed within 300' of the Little Blackwater River. Grading for the construction of the golf fairways, greens, and tees will occur with the 300' setback.

The project is required by State law and local ordinances to implement best management practices for treating the quantity and quality of stormwater runoff. The project in the Critical Area will provide grades to maintain stormwater runoff on-site. An extensive series of shallow wetland ponds throughout the site are proposed as the best management practices.

The majority of the Critical Area will be utilized by the golf course and its supporting facilities. New impervious surfaces would be created by construction of the golf club house, its parking area, and a pathway from the pedestrian path along Egypt Road to the public park. Under the IDA designation, the project is required to comply with the Critical Area 10% Rule for reducing pollutant loadings. There is sufficient area on-site to implement facilities to meet this requirement. In addition, the developer has funded a watershed study of local flooding conditions which has recently been completed. The findings of that study are not yet available.

Golf courses are permitted uses in the RCA of both the County and City of Cambridge RCA ordinances. To address nutrient and chemical loadings generated by golf course maintenance, the developer has agreed to implement a nutrient management plan and integrated pesticide management plan for the golf course, utilizing guidance from Maryland Department of Agriculture and Maryland Department of the Environment. There are six residential areas that encroach into the Critical Area. Four of these areas are located along the 1,000 Critical Area boundary. The two remaining areas encroach half-way into the Critical Area at their respective locations. Each is set back at least 300' from the Little Blackwater River development.

In addition to the American lotus, two healthy populations of the federally-endangered Delmarva fox squirrel was found to occur outside the Critical Area. These populations occur within the project parcel boundaries and adjacent to the project. The communication from the Associate Director of the Wildlife and Heritage Service also stated, "The development project as proposed will not result in the loss of Delmarva fox squirrel habitat (except for a small area around the proposed water tower). The developer is working with the U.S. Fish & Wildlife Service to resolve any issues they have regarding this endangered species. Provided those conservation measures are incorporated into the development plan, the Maryland Department of Natural Resources will not request any additional conservation measures."

[5] New intensely developed areas should be located in order to minimize their impacts to permitted land uses in resource conservation areas.

It is unclear whether the intention of this requirement speaks to permitted land uses in the RCA of the parcels that are the subject of the growth allocation application, or to permitted land uses on other RCA parcels that are not part of the application. The majority of the RCA on the two largest parcels will be utilized as a golf course, a permitted use in the RCA. The residential, recreational and commercial areas proposed in the Critical Area will intensify the activities, numbers and movement of people adjacent to existing RCA areas, and will increase traffic passing through RCA areas of the surrounding vicinity.

[6] **New intensely developed areas and limited development areas in the resource conservation area should be located at least 300 feet beyond the landward edge of tidal wetlands or tidal waters.**

Once the grading for the golf course is completed, the area 300' from the upland edge of the wetlands along Little Blackwater River will remain largely undeveloped and in open space use. A 300' setback from each tributary stream is not being provided.

Pursuant to Chapter 155-38.N(c), "Growth allocation awards shall not be awarded unless the project complies with Subsection N(2)(e)[1] through [5] below:

[1] Comprehensive Plan consistency (both jurisdictions).

On June 8, 2004, the County Council of Dorchester County adopted Resolution No. 391, "...amending the 1996 Dorchester County Comprehensive Plan to designate an area of land located on the south side of Cambridge and annexed into the City of Cambridge, currently designated as Development District, Natural Resource Conservation Area and as an Agricultural District, as 'Towns- Adjoining Areas.'"

This amendment pertained to the parcels that are the subject of this growth allocation application. In the Findings of Fact supporting Resolution 391, Item 4.(A) reads, "... at hearings before the County Planning Commission on November 12, 2003 and January 28, 2004, the County Planning Commission determined that the proposed re-designation of the Amendment Area would be consistent with the County Comprehensive Plan and recommended favorable consideration by the County Council."

[2] Water and Sewer Plan consistency.

Pursuant to Resolution 406, effective date February 1, 2005, the County's Comprehensive Water and Sewer Plan was amended to change the water and sewer service to S-1 and W-1.

[3] Critical Area Program consistency (i.e., buffers, slope, wetlands, plant and wildlife habitat, fish propagation waters, etc.)

No non-water-dependent activities are proposed in the 100' buffer and there are no steep slopes on the property. Conservation measures for the designated Habitat Protection Area have been described above. The developer has been working with the U.S. Fish & Wildlife Service regarding the Delmarva fox squirrel.

There is very little forest vegetation in the Critical Area, therefore, loss of forest habitat will be minor. The Critical Area is actively used for agriculture so that no grassland or old field habitat will be lost. In fact, the proposed 100' buffer area has been established in native grasses for the interim, and this grassland was observed by staff to already support nesting meadowlark, a grassland songbird species.

Any activities that would affect the fish propagation waters would be regulated by the permit processes of the Maryland Department of the Environment and/or the Army Corps of Engineers.

[4] Priority funding area consistency.

The City Planner Staff Report addresses this item.

[5] Compatibility of municipal zoning with Dorchester County Comprehensive Plan.

Through Resolution 391, the County accepted the City's proposed zoning of Planned Water Resort Development and amended its Comprehensive Plan effective June 8, 2004.

[6] Minimization of the use of growth allocation.

Staff met with the developer's representatives to review the plans and toured the site in an effort to find opportunities to reduce the amount of the growth allocation request.

Option 1. Relocate all the golf course-related features out of the 300-foot setback. This would conserve approximately 150 acres of growth allocation. In doing so, more fairways would need to be relocated outside the Critical Area, causing the golf course to co-mingle with development that consists of other uses of a greater intensity, and the project would not meet the stand alone standards of the Critical Area Commission's policy on Golf Courses in the RCA. (attached.)

Option 2. Find 20-acre blocks that could be maintained in RCA character and meet the policies of the Critical Area Commission. This could be accomplished by deleting the future school expansion area, active recreation project, and market place development to conserve approximately 25 acres of growth allocation. This non-residential development could be located to nearby areas of the project that are located outside the Critical Area. To do so, an equal area of proposed residential development would have to be deleted from the project.

The school expansion area is immediately adjacent to existing County school properties. Expanding school facilities in this area makes the most sense from both the physical and fiscal perspectives. Keeping the school expansion area and deleting the recreation and retail areas would not result in a 20-acre block of RCA, and the entire acreage of the subject parcel must be deducted.

Option 3. The use of zero growth allocation acres could be accomplished if the RCA was developed with one of two permitted RCA uses- a golf course in its entirety, or 16 dwellings, but not both. It would be possible to achieve either of these goals. In so doing, there would be no provision for obtaining a 300' setback from the river, development could occur up to the 100' buffer line, and it would be difficult to enforce activities of homeowners that could damage the diverse emergent wetland vegetation and shrub community found along the edge of the Little Blackwater River. In addition, each of the 16 waterfront lot owners would be entitled to a single point of access to the river by means of a pier and boardwalk constructed over the wetlands.

The proposed development plan offers a design that provides large pervious areas in the Critical Area, increases wildlife habitat and wildlife corridors through the use of step-down wetland ponds with densely planted areas around them, controls the location of activities and movements of people

in the Critical Area, limits access to the shoreline to three locations, provides opportunity for the schools to implement environmental education curriculums along the Little Blackwater River, and provides best management practices for nutrient and chemical uses that would be difficult to require, monitor and enforce with individual waterfront lot owners.

As proposed, the Critical Area Commission policy on Golf Courses in the RCA requires that the entire acreage of the three subject parcels be deducted.

[7] Traffic impacts are minimized or adequately addressed.

The developer completed a traffic study which has been reviewed by State Highway Administration (SHA). In comments dated October 18, 2004 and November 20, 2004, (attached) SHA found the recommendations of the study to be necessary and approved all of them with the exception of the Woods Road approaches to MD 16, and the proposed lane usage changes of the westbound US 50 approach to MD 16. SHA's comments include their own recommendations for these two areas.

[8] Minimization of impact to neighboring conservation easements and other protected lands.

This requirement is not applicable to this project. The Department of Natural Resources owns a nearby parcel that is on the opposite side of Egypt Road from the Critical Area, and which is managed as part of its Chesapeake Forest complex.

[9] Staff may request to see a clustered concept plan due to the fifty-percent limitation for growth allocation from RCA to LDA or IDA under the Critical Area Law.

Staff recommends the Commission's Counsel review the applicability of the cluster development and open space definitions to this project, as described on page two.

[10] At its discretion, staff shall require the developer to perform any studies necessary to insure the proper development of the property to the County and municipal jurisdiction.

This requirement is not mandatory. The developer volunteered to conduct a watershed study and that study has been funded and is underway. The developer also initiated studies to trap, tag, and record biological information on the Delmarva fox squirrel populations found to occur in the vicinity.

[11] Staff should seek preliminary comments from the Critical Area Commission.

Staff submitted copies of all phases of the development plans, the environmental site assessment, and copies of pertinent comment letters to the Critical Area Commission (CAC) and requested their review and comments. Comments were provided by the CAC dated July 18, 2005 and October 11, 2005. (the latter is attached).

In accordance with Chapter 155-38.N(4)(c)[2], "The County and municipal planning staffs shall review the sketch plan (or similar review) jointly based on the general policies, Subsection N(2)(e) above, and forward their staff reports to the Planning Commissions for both jurisdictions before sketch plan or comparable municipal review process can proceed."

The respective planning staffs have conducted a joint review of the project plans and this growth allocation application.

Critical Area Commission Policy on Golf Courses in the RCA

While golf courses in the RCA are a permitted RCA use, there are additional and more intense uses proposed in the Critical Area. The CAC views this situation as a co-mingling of uses and the use of growth allocation is required. When the golf course development in the Critical Area is extended outside the Critical area to support development of a more intense nature, the project does not stand alone, and the use of growth allocation is required for the entire area of the golf course project. When features outside the Critical Area are extended into the Critical Area, such as stormwater management facilities, the project does not stand alone, and growth allocation must be used. Both of these situations apply to the development proposed in the Critical Area on these parcels, resulting in the need to use growth allocation for all the Critical Area acreage on all three subject parcels; this results in the request for 313.12 acres of growth allocation.

Other considerations

Maryland enjoys a reputation as a national leader when it comes to being one of the first states to implement strong environmental protection standards and addressing the needs of its rapidly growing population. The Smart Growth principle encourages local jurisdictions to direct its growth to existing developed areas and away from its sensitive natural resources. The City of Cambridge is one of Dorchester County's growth areas.

Dorchester County is blessed with an abundance of tidal and nontidal wetlands, and contains a multitude of habitats which provide foraging and nesting areas for many of Maryland's most protected species- Delmarva fox squirrel, great blue heron rookeries, bald eagle nest sites, and waterfowl concentration areas. The opportunity to enjoy the scenic vistas of wetlands, to encounter interesting wildlife, and enjoy catching or dining on the seafood that is available in this county, is a major draw for visitors and new residents to the County.

Due to its many long peninsulas, most of the County's designated growth areas are located within close proximity to the US 50 corridor, where existing infrastructure has been able to utilize the right of ways that parallel major roads. Local zoning and geographic logistics preclude large areas of intense development from being proposed in the southern portions of the County. The prevalence of wetlands in the southern portion of the County create engineering and environmental constraints that are not cost-effective to design around. The most logical sources of growth allocation requests for new subdivisions will most likely come from the existing developed areas along the US 50 corridor and north.

Recommendations

Staff recommends that, if the growth allocation request is approved, it include the following conditions:

1. The plats for the golf course development shall include a statement that, in the event the area ceases to be used as a golf course, the area will be maintained in an open space, passive recreation use, or allowed to regenerate into a natural habitat.
2. All activities within the Critical Area, including limits of disturbance, must be conducted in a manner that will not require a variance from Critical Area requirements.
3. The Buffer Management Plan design shall establish contiguous units of habitat that will provide a wildlife corridor for the safe movement of wildlife between areas of the development.
4. All conservation measures requested to be located in the Critical Area by the U.S. Fish & Wildlife Service must be provided.
5. The comments of the State Highway Administration, as found in its October 18 and November 10, 2004 letters, regarding changes to proposed road improvements at US 50 and MD 16, and MD 16 and Woods Road, shall be implemented by the developer.
6. Copies are to be provided to the Dorchester County Planning and Zoning Office of the results of the watershed study, the nutrient reduction and integrated pest management plans, and any permits and approvals issued by other state and federal agencies.

Future Considerations Regarding Growth Allocation Requests

This application revealed the need to set additional design standards that should be met by applications for growth allocation, to set limitations on how many acres can be used in an area during a specified period, and to determine areas where no requests for growth allocation will be entertained. Staff recommends that the Planning Commission evaluate these needs and propose standards that fairly address these needs. In the interim, staff recommends the County impose a 5-year moratorium on awards of annexation growth allocation within the City of Cambridge, or until a time when both the County and City have updated their Comprehensive Plans to manage the use of growth allocation.

Respectfully submitted by Wanda Diane Cole, Environmental Planner

APPENDIX C TO EXHIBIT A**THE DORCHESTER COUNTY PLANNING COMMISSION**

**In the matter of the Application by
Egypt Road, LLC, and
The Thomas Land Group, LLC
For Annexation Growth Allocation
for the Blackwater Resort Communities**

**Annexation Growth Allocation
Request, Case No. 312-04-2005**

STATEMENT OF CASE

The Dorchester County Planning Commission makes the following specific findings in accordance with Section 155-38.N(2)(c)[1] through [6], and Sections 155-38.N(2)(e)[1] through [11] of the Dorchester County Zoning Ordinance, with respect to the Applicant's request to change the Critical Area Overlay designation on Tax Map 51, Parcels 2 and 13, and Tax Map 41, Parcel 42, from Resource Conservation Area to Intensely Developed Area. The total growth allocation request is 313.12 acres.

These parcels were duly annexed into the City of Cambridge and the County accepted the City's zoning of Planned Water Resort Development. The proposed development must apply to the County for growth allocation pursuant to Zoning Ordinance Section 155-38.N Annexation Growth Allocation. These parcels are proposed for development into the Blackwater Resort Communities, and are located along the east side of Egypt Road in the Critical Area of Little Blackwater River.

The Public Notice of the joint meeting by the Dorchester County and City of Cambridge Planning Commissions was published several times in the *Daily Banner*, the *Dorchester Star*, and the *Star Democrat*. The meeting was held on October 13, 2005 in the Dorchester County Council Meeting Room. The City and County planners presented staff reports followed by the applicant's presentation. Many citizens and representatives of local and state conservation groups attended the meeting, and verbal testimony was given.

A comment period was held open for 15 calendar days following the meeting, and a total of 22 comment letters were received. To summarize, seven (7) opposed the project due to its location, design, density, loss of farmland, loss of hunting income, impacts on wildlife by chemicals and pesticides, inconsistency with City and County Comprehensive Plans, failure to minimize the use of growth allocation, failure to minimize impacts to other RCA lands, and/or inappropriate use of growth allocation. Eleven (11) form letters were received from residents of Hurlock who opposed the project due to the unacceptable level of traffic service, the lack of a completed hydrologic study, and the affordability of homes to county citizens. The Eastern Shore Land Conservancy commented the project did not demonstrate compliance with the County's annexation growth allocation policy; discussed the need to consider potential social and

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economic costs of the development; urged the County to prioritize the award of growth allocation to certain categories, i.e., commercial over residential; discussed the need for housing affordable to the majority of County residents; questioned impacts due to scale of the project on ecotourism, agricultural land prices, and stability of agricultural economy; and recommended approval of the request be delayed until the results of the hydrologic study were completed.

Comments were received from the US Geological Survey, US Fish and Wildlife Service and a private citizen, all of which recommended waiting on the results of the hydrologic study before making any decisions. Comments from the federal agencies included the need for long-term monitoring studies to assess the water quality impacts to the watershed by the hydrologic changes of the development; impacts to fisheries resources; and to assign responsibility for monitoring and correction of any damages caused to the watershed by this development.

The Critical Area Commission commented that additional environmental features and resource information was needed, as well as copies of comments from resource review agencies. CAC also indicated additional detail was needed on the proposed stream restoration proposal, on preliminary stormwater management design, and that buffers may need to be expanded for hydric soils. CAC specifically commented that, if growth allocation is awarded for the entire project, its growth allocation policy on using the development envelope concept and standards for golf courses in the RCA do not apply.

A. Description of application and development proposed in the Critical Area.

The applicants, Egypt Road, LLC and The Thomas Land Group, LLC, have applied for 313.12 acres of growth allocation to change the Critical Area overlay designation on certain parcels of land from Resource Conservation Area (RCA) to Intensely Developed Area (IDA). The subject parcels and their Critical Area acreage are as follows:

- Tax Map 52 Parcel 13, owned by Egypt Road, LLC. 3.50 acres
- Tax Map 52 Parcel 2, owned by The Thomas Land Group, LLC. 144.25 acres
- Tax Map 41 Parcel 42, owned by The Thomas Land Group, LLC. 165.37 acres

These parcels are located in the RCA of the Little Blackwater River along Egypt Road. In their current RCA status, there are 16 development rights available, with one development right having already been used on Parcel 13. The change from RCA to IDA would facilitate a more intensive use of the Critical Area located on these parcels. The applicants are proposing a development project known as Blackwater Resort Communities (BRC). The development that would be located in the RCA includes:

- A public golf course, which will utilize most of the RCA and co-mingle with residential and commercial uses
- A market place providing retail and day care services, and an active recreation area
- An undeveloped area adjacent to Maple Elementary School, to be dedicated to Dorchester County for future school expansion

- 16 attached villas in Area 'A' and associated road improvements to Egypt Road
- 14 single family Active Adult homes on 6,500 square foot lots in Area 'G', in whole or in part
- 15 single family homes on 6,000 square foot lots in Area 'H', in whole or in part, and an associated neighborhood recreation center
- 11 single family homes on 6,500 square foot lots in Area 'I', in whole or in part, and an associated neighborhood recreation center
- 40 single family homes on 7,500 square foot lots in Area 'J', in whole or in part, its associated neighborhood recreation center, an executive conference center, a golf clubhouse, a public park area with access to the water, and associated parking areas.
- 41 single family homes on 6,000 square foot lots in Areas 'K' and 'L', in whole or in part
- 52 single family homes on 6,000 square foot lots in Area "M", in whole or in part, and an associated neighborhood recreation center

The purpose of the meeting was to consider whether that portion of the project located in the Critical Area met the County's annexation growth allocation standards. This meeting was not a forum to revisit concerns raised during the annexation and rezoning phases relating to aspects of the project that occur outside the Critical Area, such as overall density, socio-economic changes to the size and character of the City of Cambridge, and the type and cost of the proposed housing. Indeed, the majority of the proposed development is located outside the Critical Area and could proceed whether or not growth allocation was awarded.

B. Availability of Growth Allocation Acreage

Dorchester County currently has a balance of 1179.042 acres in its growth allocation pool use for County residential and municipal annexation growth allocation requests. Dorchester County must track how much of its growth allocation is used to convert RCA areas into more intense uses on sites where there are no adjacent areas designated as LDA or IDA. No more than 50% of its growth allocation pool may be used for such conversions unless the development design utilizes a clustered development concept.

With the exception of the Maple Elementary School site, which could be considered IDA but is mapped as RCA, all adjacent parcels are designated areas of RCA. Therefore, the award of growth allocation would be deducted from the "50% pool", and there would be a balance of 135.75 acres remaining in that pool. Once this amount is depleted, all future applications for growth allocation must use a clustered development concept.

C. Determinations of the Commission Members

At the October 13th meeting, the Commissions voted to hold the comment period open for 15 days and vote on the application at their general meeting held on November 2, 2005. Five of the six members found in favor of recommending to the County Council approval of the growth allocation application request. One member opposed. During the poll of votes, the members emphasized the following concerns:

- There is an urgent need for the baseline study on the hydrologic characteristics of the Little Blackwater watershed to be completed prior to implementing any grading, stormwater management, nutrient management, and pesticide management plans on this project and other projects in the area. This study may find that special measures may be needed in addition to the standards and specifications of current regulations, such as regional stormwater management facilities.
- Long-term monitoring of the effects of this and other development on the water quality and resources of the Little Blackwater watershed should be implemented, and there needs to be a vehicle for implementing corrective measures for any impacts found, whether direct or indirect, that relate to development within this watershed.
- In written comments provided after the November 2nd vote, Commissioner Giese cites the need for additional studies of the watershed to be done for its fisheries resources, to locate other rare, threatened and endangered species, to develop a comprehensive stormwater management plan, and to incorporate the findings of the City's Comprehensive Traffic Study which is in progress. He also emphasized the adverse impacts that this development would have on neighboring properties; trespass, drainage issues, income loss resulting from closure of hunting rights resulting from encroaching residential development, and crop depredation in the hunting safety zone.

D. Planning Staff Recommendations

Staff recommends that, if the growth allocation request is approved, it include the following conditions:

1. The plats for the golf course development shall include a statement that, in the event the area ceases to be used as a golf course, the area will be maintained in an open space, passive recreation use, or allowed to regenerate into a natural habitat.
2. All activities within the Critical Area, including limits of disturbance, must be conducted in a manner that will not require a variance from Critical Area requirements.
3. The Buffer Management Plan design shall establish contiguous units of habitat that will provide a wildlife corridor for the safe movement of wildlife between areas of the development.
4. All conservation measures requested to be located in the Critical Area by the U.S. Fish & Wildlife Service must be provided.
5. The comments of the State Highway Administration, as found in its October 18 and November 10, 2004 letters, regarding changes to proposed road improvements at US 50 and MD 16, and MD 16 and Woods Road, shall be implemented by the developer.

Copies of the results of the watershed study, the nutrient reduction and integrated pest management plans, and any permits and approvals issued by other state and federal agencies, shall be provide to the County's Planning and Zoning Office.

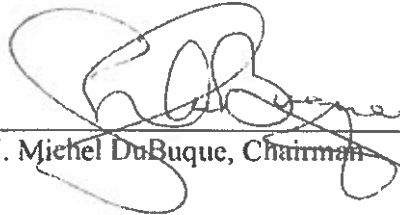
Findings of Fact:

The Dorchester County Planning Commission:

1. Finds that the applicants, Egypt Road, LLC and The Thomas Land Group, LLC, have met the annexation growth allocation guidelines as found in County Zoning Code Section 155-38.N.
2. Finds that changes by the Critical Area Commission in its policy on growth allocation resulted in an increase in the Applicant's request for growth allocation.
3. Finds that the previous actions of the Cambridge City Council and Dorchester County Council through their amendment to the County Comprehensive Plan, the County Water and Sewer Plan and the designation of the project site as a priority funding area demonstrates unified support by local elected officials for this project.
4. Makes a favorable recommendation (5-1 vote), to the Dorchester County Council, for approval of the request for 313.12 acres of annexation growth allocation, which is to be deducted from the County's 50% growth allocation pool.
5. Recommends the County Council direct the County Roads Department to immediately initiate the hydrologic study of the Little Blackwater River.
6. Recommends the County Council urge the City of Cambridge to incorporate the results of the hydrologic study into all development plans for projects located within the watershed inside its boundaries, and require County agencies to provide the same efforts for projects within the County's jurisdiction.
7. Recommends the County Council urge the City of Cambridge and County staff to develop a long-term strategy for monitoring, enforcement and restoration of any development impacts, direct or indirect, to the Little Blackwater River watershed.
8. Recommends the plats for the golf course development include a statement that, in the event the area ceases to be used as a golf course, the area will be maintained in an open space, passive recreation use, or allowed to regenerate into a natural habitat.
9. Recommends all activities within the Critical Area, including limits of disturbance, must be conducted in a manner that will not require a variance from Critical Area requirements.

- 9. Recommends the Buffer Management Plan design shall establish contiguous units of habitat that will provide a wildlife corridor for the safe movement of wildlife between areas of the development.
- 10. Recommends all conservation measures requested by the U.S. Fish & Wildlife Service must be provided.
- 11. Recommends the comments of the State Highway Administration, as found in its October 18 and November 10, 2004 letters, regarding changes to proposed road improvements at US 50 and MD 16, and MD 16 and Woods Road, shall be implemented by the developer.
- 12. Recommends the developer provide copies of the hydrologic study results, and the nutrient and pesticide management plans, to the County Planning and Zoning office as soon as they are available.

Approved by the Dorchester County Planning Commission



J. Michel DuBuque, Chairman

11-29-05

Date

J. Michel DuBuque	<u>Aye</u>
Joy Loeffler	<u>Aye</u>
Sid Johnson	<u>Aye</u>
Bill Giese	<u>Nay</u>
Robert Hanson	<u>Aye</u>
Rick Neild	<u>Aye</u>

APPENDIX D TO EXHIBIT A**Environmental Studies Related to the Blackwater Resort Communities Project:
A Condition of the Grant of Municipal Annexation Growth Allocation by Dorchester
County to the City of Cambridge****A. ON-SITE MONITORING****Pre-Construction Baseline Study**

Applicants shall establish an environmental assessment program for the Property and shall conduct six (6) months of baseline monitoring prior to commencing construction of the Project. The biological sampling shall occur between March 1 and August 31, 2006. The physical and water quality sampling shall commence as soon after March 1, 2006 as practical (recognizing that wells and structures must be designed, permitted and constructed) and shall continue for six months prior to commencement of construction of the Project. All water samples shall be evaluated with analytical methods that use EPA and/or State-approved standards to determine levels of nitrogen, phosphorus, pesticides, and microbes. All water samples shall be tested by a certified independent testing laboratory acceptable to the Owner (as later defined) and the County. A detailed protocol shall be developed that comprehensively describes all aspects of the monitoring program, including sampling locations, well installation, sampling procedures, quality control, and reporting of results. A breakdown will be provided of estimated costs to implement and operate this program.

The initial baseline assessment shall include four (4) rounds of water quality monitoring of three (3) ground water wells distributed across the Critical Area of the Property. Pesticides shall be analyzed in two (2) rounds of baseline sampling, and nutrients, microbes, and related parameters shall be analyzed in all four (4) rounds of sampling. Surface water monitoring shall also include analysis of total suspended solids in addition to the same parameters analyzed in well water. Five (5) regulated drainage channels/ditches on the Property shall be sampled during this baseline phase. Water volumes, water levels and discharge rates shall be measured. Monitoring sites and equipment installation are subject to approval by Maryland Department of the Environment ("MDE"). The baseline assessment shall include three (3) rounds of baseflow and at least six (6) rounds of stormflow sampling. Potential tidal effects shall be considered when selecting sampling times. Pesticides shall be analyzed in one (1) round each of baseflow and stormflow samples.

In addition, on-site surface water monitoring shall also include biota¹ sampling of the five (5) regulated drainage ditches on the property close to the point (within approximately 75m) where the ditches discharge to the Little Blackwater River. The biota to be sampled will be determined in consultation with the County, the Maryland Department of Natural Resources, and/or National Marine Fisheries, but will include benthic macroinvertebrates classified to the genus level. Biota sampling will be conducted at least three (3) times during the six-month baseline period, or as recommended by the fisheries resource agencies, and twice per year thereafter (spring and summer).

¹ The flora and fauna of the region.

Sampling and Monitoring During Construction and Post-Construction

Upon commencement of construction of the Project and for fifteen (15) years thereafter, the property owners or their successor homeowner association(s) (collectively, the "Owner") shall continue the surface and ground water monitoring in areas of the Project that have been developed, and in accordance with the protocol. During construction and operational phase monitoring, the protocol shall provide for quarterly ground water monitoring and three (3) baseflow and three (3) stormflow surface water samplings in each twelve-month period. Only the five (5) regulated drainage ditches, or regulated stormwater outfalls, will be sampled during the operational phase of the Project.

The protocol shall contain criteria for management responses to analytical detections. These criteria shall be designed to protect the Little Blackwater River from discharges from the developed portions of the Property. Response thresholds (RTs) shall be developed to determine when the Owner shall take appropriate actions to improve the water quality of the runoff leaving the Property. RTs for ecosystem parameters (N, P, and total suspended solids) shall be the upper 95% confidence limits of the baseline assessment results. RTs for potentially toxic parameters (e.g., pesticides) shall be established by the protocol. The RTs shall be designed to protect human health by providing for specified actions upon any detection and further actions upon any detection that exceeds 50% of the lifetime drinking water Health Advisory Level. The RTs shall also be designed to protect the environment by providing for specified actions upon any detection that exceeds the Maximum Allowable Concentration.

The Owner shall provide data collected to the City, County and MDE every six months. A Summary Report shall be prepared annually and submitted to the City, County and MDE. In the event the County elects to engage professional services to review the report(s), data and laboratory testing, the Owner shall reimburse the County for the cost of such services in an amount not to exceed \$15,000 per year.

B. OFF-SITE MONITORING

The Applicants shall work with the County to develop an off-site monitoring protocol that describes procedures to monitor the Little Blackwater River adjacent to the Property. The Owner shall implement the off-site monitoring protocol during the same time periods established for on-site monitoring. The objective of this study will be to establish a baseline in stream morphology, benthic organisms, environmental chemistry, and fish populations, and to measure significant future changes relative to this baseline. It is understood that all sampling points will reflect the inputs from numerous upstream land uses, one of which is the proposed Blackwater Resort Communities Project. Considering these other upstream land uses, the County agrees to seek to find supplemental and proportionate funding for this environmental monitoring program.

APPENDIX D
Environmental Studies

The off-site monitoring protocol will address the same topics as the on-site monitoring protocol (e.g., sampling techniques, quality control, reporting of results, etc.), with the following exceptions. It is understood that management responses to detections will be different due to the locations of the proposed sampling points (in the stream/river). In addition, this protocol shall address the fish populations (presence or absence) and stream morphology. The latter shall include measurements along lateral and longitudinal transects. Stream morphology measurements shall be taken three times during the baseline phase and biannually thereafter. Stream biota sampling will be conducted twice per year, in the spring and summer seasons.

EXHIBIT B

**Legal Description
of Municipal Annexation Growth Allocation Area
for Blackwater Resort Communities**

Beginning at point at the beginning of the South 67° 09'52" West 907.50 foot line as shown on the northerly outline of a plat entitled "Plat showing proposed annexation to the City of Cambridge prepared for Egypt Road LLC" and recorded at the Land Records of Dorchester County, Maryland in Plat Book 50, Page 138, thence binding on the northerly outline the following two courses South 67° 09'52" East a distance of 907.50 feet to point; South 66°07'34" East a distance of 24.89 feet to a point on the West side of the tidal wetlands adjoining The Little Blackwater River; running with said tidal wetlands line the following four hundred eighty-nine courses and distances;

South 13°43'58" West 12.33 feet, North 63°55'01" West 59.74 feet, South 23°59'02" West 10.05 feet,
 South 48°11'55" East 57.73 feet, North 76°47'47" West 20.13 feet, South 55°56'32" West 21.07 feet,
 South 40°46'32" West 25.45 feet, South 63°28'46" West 35.16 feet, South 11°07'52" West 32.67 feet,
 South 04°10'31" East 34.02 feet, South 09°53'58" West 34.09 feet, South 00°29'31" East 17.37 feet,
 South 02°58'43" East 72.87 feet, South 25°34'26" West 19.48 feet, South 07°05'46" West 32.13 feet,
 South 03°06'20" West 50.95 feet, South 03°42'59" West 48.23 feet, South 10°57'16" West 88.09 feet,
 South 30°19'40" West 61.26 feet, South 28°38'06" West 48.13 feet, South 32°44'56" West 47.10 feet,
 South 58°50'32" West 87.98 feet, South 56°12'49" West 69.48 feet, South 79°57'37" West 43.35 feet,
 South 81°11'16" West 64.18 feet, South 55°45'00" West 38.33 feet, North 60°00'26" West 33.40 feet,
 South 53°09'10" West 23.09 feet, South 24°20'10" East 27.52 feet, South 33°12'47" West 35.61 feet,
 South 24°41'43" East 15.19 feet, South 31°44'10" West 29.59 feet, South 48°19'05" West 9.67 feet,
 South 14°11'02" West 14.39 feet, South 27°27'28" East 45.28 feet, South 54°52'41" East 41.46 feet,
 South 46°19'22" East 37.14 feet, South 87°31'58" East 46.55 feet, South 05°12'35" East 32.03 feet,
 South 35°49'45" West 61.69 feet, South 08°07'29" West 31.39 feet, South 16°38'48" West 47.86 feet,
 South 04°06'20" West 48.81 feet, South 10°56'25" West 38.04 feet, South 11°39'52" East 54.54 feet,
 South 23°35'28" East 46.79 feet, South 27°27'52" East 89.11 feet, South 20°11'19" East 95.72 feet,
 South 29°05'53" East 33.73 feet, South 01°32'29" East 101.40 feet, South 23°19'03" East 79.83 feet,
 South 02°29'33" West 42.00 feet, South 41°14'54" East 43.45 feet, North 68°30'42" West 28.72 feet,
 South 31°50'09" West 18.28 feet, South 05°40'12" West 36.76 feet, South 74°43'15" West 32.90 feet,
 South 30°42'00" West 64.97 feet, South 12°40'01" West 28.97 feet, South 22°19'43" West 41.93 feet,
 South 38°05'49" West 36.51 feet, South 17°12'00" West 51.92 feet, South 12°24'32" East 43.65 feet,
 South 14°31'14" East 25.86 feet, South 14°31'14" East 12.78 feet, South 05°33'26" West 53.08 feet,
 South 02°35'27" East 84.95 feet, South 11°35'55" West 89.58 feet, South 13°04'56" West 32.56 feet,
 South 39°46'05" East 9.77 feet, South 19°13'54" West 34.73 feet, South 04°32'56" West 39.34 feet,
 South 29°54'24" West 47.51 feet, South 50°02'26" West 26.34 feet, North 52°09'03" West 22.85 feet,
 South 38°54'42" West 35.95 feet, North 80°31'21" West 32.14 feet, South 83°03'20" West 9.84 feet,
 South 77°15'37" West 22.87 feet, North 48°36'39" East 29.34 feet, North 45°06'00" West 11.34 feet,
 South 86°08'33" West 29.48 feet, North 76°32'01" West 87.38 feet, South 81°33'47" West 32.05 feet,
 South 44°04'10" West 36.40 feet, South 76°01'05" West 89.10 feet, South 22°15'42" West 41.84 feet,
 South 74°21'54" West 49.25 feet, South 84°41'03" West 149.07 feet, South 84°41'03" West 11.70 feet,
 North 88°26'54" East 159.77 feet, North 88°22'04" East 78.88 feet, South 64°58'39" East 88.41 feet,
 South 75°50'09" East 71.96 feet, North 78°40'51" East 18.08 feet, North 44°42'39" East 57.01 feet,
 South 10°02'41" West 36.64 feet, South 70°59'00" West 17.10 feet, South 59°37'52" East 75.40 feet,
 South 44°51'58" East 71.47 feet, South 03°32'05" East 83.69 feet, South 07°01'43" West 101.50 feet,

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South 05°25'00" East 60.28 feet, South 24°45'25" West 53.32 feet, South 35°08'05" West 44.64 feet,
 South 28°10'35" East 95.43 feet, South 17°48'10" East 81.64 feet, South 06°59'23" West 68.53 feet,
 South 03°29'41" East 49.22 feet, South 50°42'48" West 23.98 feet, South 07°57'37" East 32.13 feet,
 South 20°00'51" West 75.18 feet, South 12°20'37" West 99.64 feet, South 08°28'30" East 81.49 feet,
 South 39°55'40" West 41.74 feet, South 20°32'17" West 82.89 feet, South 01°06'36" East 66.07 feet,
 South 17°31'53" East 21.78 feet, South 53°30'13" East 33.80 feet, South 54°02'15" East 49.05 feet,
 South 34°01'06" West 10.00 feet, North 63°38'50" West 65.17 feet, South 40°42'45" West 29.16 feet,
 North 82°11'06" West 49.05 feet, North 76°45'34" West 48.84 feet, North 71°09'43" West 129.66 feet,
 North 77°57'38" West 46.29 feet, South 68°23'17" East 153.03 feet, South 31°52'35" East 33.91 feet,
 South 03°12'25" West 38.79 feet, South 75°33'48" West 20.89 feet, South 11°39'00" East 61.51 feet,
 South 30°28'10" East 21.79 feet, South 22°19'16" East 64.24 feet, South 36°40'25" East 37.09 feet,
 South 04°37'14" East 63.06 feet, South 13°10'52" West 85.21 feet, South 16°44'47" West 46.30 feet,
 South 26°26'56" West 102.07 feet, South 32°12'40" West 102.49 feet, South 12°00'41" West 68.28 feet,
 South 49°17'05" West 55.78 feet, South 78°17'51" West 73.58 feet, South 29°40'53" West 37.02 feet,
 South 57°51'35" West 35.37 feet, South 85°42'26" West 27.63 feet, South 59°36'58" West 84.80 feet,
 South 44°34'31" East 66.70 feet, South 75°29'17" East 88.94 feet, South 66°37'32" East 101.34 feet,
 South 45°21'38" East 32.25 feet, South 33°56'27" East 65.43 feet, South 19°50'09" East 101.44 feet,
 South 00°38'30" West 57.16 feet, South 15°07'44" West 66.86 feet, South 60°27'44" West 94.66 feet,
 South 67°12'34" West 42.12 feet, South 26°37'39" West 39.80 feet, South 07°01'47" West 33.42 feet,
 South 06°34'38" East 42.43 feet, South 48°41'37" East 46.67 feet, South 20°11'02" East 50.89 feet,
 South 20°45'05" East 25.46 feet, South 00°09'22" East 62.34 feet, South 02°35'55" West 73.67 feet,
 South 14°23'50" East 55.10 feet, South 13°38'14" East 52.97 feet, South 33°31'47" East 96.29 feet,
 South 06°15'10" West 15.06 feet, South 45°07'13" East 61.91 feet, North 80°09'58" East 27.37 feet,
 South 32°14'39" East 55.82 feet, South 41°21'07" East 52.26 feet, South 46°08'03" West 41.72 feet,
 South 59°15'35" West 44.83 feet, North 88°57'33" West 34.14 feet, North 84°42'41" West 76.32 feet,
 North 83°20'56" West 120.75 feet, South 85°17'31" West 65.17 feet, South 50°53'54" West 42.63 feet,
 South 66°56'23" West 16.99 feet, South 26°13'02" West 52.58 feet, South 12°39'35" East 63.20 feet,
 South 25°20'14" East 19.75 feet, South 71°24'56" East 56.57 feet, South 74°38'41" East 91.02 feet,
 North 84°44'04" East 28.57 feet, North 55°03'37" East 25.12 feet, South 74°28'31" East 51.31 feet,
 North 72°04'45" East 77.10 feet, South 43°03'54" East 18.07 feet, South 64°42'22" East 59.43 feet,
 South 03°20'05" East 15.99 feet, South 22°31'23" East 91.84 feet, South 29°39'58" East 69.18 feet,
 South 20°17'38" East 30.50 feet, South 03°40'30" East 41.03 feet, North 89°55'00" East 37.12 feet,
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 South 15°10'44" West 39.99 feet, South 46°34'57" West 23.40 feet, North 81°21'45" West 39.56 feet,
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 South 13°49'56" East 42.37 feet, South 04°51'19" East 38.04 feet, South 47°00'00" West 47.15 feet,
 South 35°39'14" West 67.37 feet, South 50°58'04" West 40.47 feet, South 32°36'18" West 12.16 feet,
 South 76°19'49" West 39.42 feet, South 68°04'38" West 38.09 feet, South 64°12'59" West 47.62 feet,

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South 49°32'26" West 20.71 feet, South 67°41'43" West 24.95 feet, South 76°43'37" West 14.57 feet,
 North 76°09'51" West 24.01 feet, North 53°19'32" West 65.57 feet, North 42°44'18" West 67.87 feet,
 North 51°09'10" West 45.13 feet, North 30°27'51" West 21.48 feet, North 33°14'53" East 62.32 feet,
 North 29°44'53" East 86.16 feet, North 18°09'17" East 71.96 feet, North 49°16'07" West 29.51 feet,
 North 60°11'32" West 114.03 feet, South 35°55'59" West 10.10 feet, South 23°21'18" West 72.95 feet,
 South 18°54'23" West 98.14 feet, North 84°22'11" West 46.81 feet, South 52°40'51" West 20.76 feet,
 South 50°14'07" West 22.56 feet, South 12°01'18" West 31.74 feet, South 19°49'29" West 41.07 feet,
 South 34°45'21" East 25.65 feet, South 06°30'22" West 25.95 feet, South 87°13'43" West 27.69 feet,
 South 43°02'42" West 32.33 feet, South 37°02'11" West 18.51 feet, South 57°05'43" West 39.95 feet,
 South 43°25'44" West 52.95 feet, North 69°24'12" East 48.93 feet, South 19°27'31" East 36.62 feet,
 South 46°48'50" East 22.38 feet, North 81°56'43" West 44.76 feet, South 15°14'08" West 18.76 feet,
 South 84°29'45" East 85.03 feet, South 70°06'27" East 61.04 feet, South 73°37'22" East 37.66 feet,
 North 79°57'53" East 27.68 feet, South 04°26'20" East 56.08 feet, South 31°22'56" West 12.77 feet,
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 South 17°30'14" West 32.75 feet, South 19°20'56" West 30.09 feet, South 19°08'41" West 38.15 feet,
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 South 26°14'03" West 38.99 feet, South 26°14'03" West 15.39 feet, North 76°02'48" West 23.15 feet,
 South 15°05'20" West 31.15 feet, South 42°34'46" East 17.40 feet, South 09°21'21" East 14.76 feet,
 South 15°28'07" East 14.89 feet, South 26°03'46" West 15.20 feet, South 26°14'39" West 15.65 feet,
 South 30°41'14" East 33.02 feet, South 05°10'10" East 45.95 feet, South 21°42'48" East 23.43 feet,
 South 33°12'44" West 18.22 feet, South 01°08'54" East 23.45 feet, South 40°29'36" East 18.40 feet,
 South 22°40'05" West 39.88 feet, South 61°09'00" West 34.53 feet, South 13°54'55" West 41.09 feet,
 South 13°54'55" West 0.74 feet, South 76°18'52" East 21.95 feet, South 38°30'45" West 11.06 feet,
 South 68°06'29" East 29.97 feet, South 09°02'21" East 53.53 feet, North 88°19'39" West 5.24 feet,
 South 21°18'32" West 28.23 feet, South 21°18'32" West 17.86 feet, South 22°19'20" West 31.02 feet,
 South 09°29'14" West 42.23 feet, South 76°51'46" West 36.44 feet, South 49°49'30" West 20.05 feet,
 South 11°31'39" East 47.34 feet, South 29°59'17" East 39.41 feet, South 10°33'31" West 35.15 feet,
 South 30°19'20" West 11.55 feet, South 79°24'21" West 13.27 feet, South 57°47'07" West 30.01 feet,
 South 01°27'54" West 23.47 feet, South 66°24'27" West 22.99 feet, North 74°31'17" West 17.13 feet,
 South 48°52'16" West 34.84 feet, South 48°56'15" West 13.63 feet, South 12°07'35" West 27.51 feet,
 South 61°46'58" East 48.58 feet, North 74°19'54" East 26.52 feet, South 74°08'09" East 24.77 feet,
 South 13°11'48" East 19.58 feet, South 13°15'55" East 31.16 feet, South 16°56'27" West 28.24 feet,
 South 41°28'43" East 8.97 feet, South 14°12'28" East 36.87 feet, South 23°22'47" East 41.91 feet,
 South 88°14'41" East 11.30 feet, South 20°46'38" East 59.73 feet, South 31°03'08" East 19.56 feet,
 South 12°10'03" West 26.76 feet, South 61°44'15" West 31.55 feet, South 29°22'46" West 17.65 feet,
 South 40°51'15" West 83.44 feet, North 86°37'33" West 32.44 feet, North 26°41'05" West 34.69 feet,
 South 72°35'11" West 27.50 feet, South 16°29'35" West 42.69 feet, South 56°41'43" West 34.56 feet,
 South 52°23'16" West 33.31 feet, South 64°57'08" West 43.27 feet, South 87°11'50" West 18.22 feet,
 South 71°10'50" West 28.84 feet, South 52°10'37" West 53.68 feet, South 12°07'33" West 18.57 feet,
 South 21°41'42" West 42.20 feet, South 59°44'50" West 44.78 feet, North 74°48'30" West 48.20 feet,
 North 39°43'27" West 38.34 feet, North 41°10'51" West 41.16 feet, North 75°24'55" West 31.31 feet,
 South 88°30'43" West 54.14 feet, North 87°45'23" West 63.02 feet, South 35°04'19" West 58.20 feet,
 South 18°28'34" West 41.94 feet, North 80°32'20" West 47.63 feet, South 68°43'23" East 64.71 feet,

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South 15°46'16" West 52.13 feet, South 41°27'36" West 56.89 feet, South 43°37'46" West 42.25 feet,
 South 42°24'12" West 33.60 feet, South 07°42'38" East 17.59 feet, South 27°42'46" West 67.84 feet,
 South 83°31'45" West 16.95 feet, North 61°29'24" West 56.34 feet, North 46°24'15" West 9.32 feet,
 North 54°03'25" West 25.27 feet, South 82°18'04" West 29.97 feet, South 41°36'25" West 23.93 feet,
 South 29°19'47" East 17.19 feet, South 68°55'47" West 40.02 feet, South 64°53'27" West 27.39 feet,
 South 37°12'50" West 31.32 feet, South 29°16'29" West 66.36 feet, North 52°52'08" West 27.11 feet,
 North 85°41'02" West 38.31 feet, North 52°27'54" West 16.23 feet, North 44°02'36" East 97.31 feet,
 North 32°29'39" West 35.16 feet, South 64°44'06" West 38.64 feet, South 17°00'05" West 27.44 feet,
 South 17°00'05" West 11.82 feet, North 78°22'19" West 25.61 feet, South 25°03'14" West 71.34 feet,
 South 57°28'21" East 33.34 feet, North 63°48'49" East 15.70 feet, South 47°50'35" East 39.67 feet,
 South 47°18'33" West 51.58 feet, South 30°16'46" West 14.99 feet, South 42°41'15" West 45.65 feet,
 North 77°40'30" West 33.22 feet, South 87°56'45" West 10.27 feet, North 84°32'51" West 41.75 feet,
 North 66°37'26" West 21.35 feet, South 77°37'40" West 50.88 feet, North 80°43'08" West 35.26 feet,
 South 42°23'41" West 24.53 feet, South 15°02'25" West 36.30 feet, South 08°10'57" East 14.26 feet,
 South 79°05'06" East 33.00 feet, South 22°31'58" East 48.15 feet, South 47°20'12" East 10.77 feet,
 South 13°10'46" East 46.71 feet, South 14°37'22" West 52.80 feet, South 21°05'21" West 64.45 feet,
 South 73°40'43" West 14.67 feet, South 04°40'50" East 53.43 feet, South 17°50'56" East 52.98 feet,
 South 05°31'39" West 27.03 feet, South 05°31'39" West 14.92 feet, South 28°38'33" West 20.86 feet,
 North 83°54'40" West 13.57 feet, South 13°30'50" West 32.48 feet, South 26°29'54" West 31.85 feet,
 South 01°19'33" West 38.46 feet, South 06°13'10" West 20.86 feet, South 04°29'18" West 48.43 feet,
 South 04°21'52" East 36.79 feet, South 88°05'50" East 9.00 feet, South 51°31'48" West 28.06 feet,
 South 55°10'25" West 17.85 feet, South 26°30'49" West 42.79 feet, North 72°55'16" West 9.69 feet,
 South 07°32'26" West 55.63 feet, South 00°04'54" East 21.06 feet, South 07°01'35" West 30.08 feet,
 South 22°45'48" East 41.66 feet, South 42°41'18" West 19.14 feet, North 44°14'14" West 18.43 feet,
 South 56°14'41" West 24.18 feet, North 49°18'16" West 8.51 feet, South 07°14'49" West 16.49 feet,
 South 63°19'35" West 55.75 feet, South 18°00'28" West 18.28 feet, South 68°09'27" West 36.22 feet,
 South 82°21'44" West 33.88 feet, North 89°34'32" West 22.82 feet, North 52°59'37" West 17.64 feet,
 South 69°22'08" West 57.33 feet, North 86°52'54" East 21.12 feet, South 00°35'33" West 17.41 feet,
 South 39°09'04" West 22.70 feet, South 00°24'52" West 22.12 feet, North 59°10'44" West 6.54 feet,
 South 35°00'59" West 37.70 feet, South 83°30'23" West 29.92 feet, South 39°50'53" East 24.24 feet,
 South 20°53'07" West 44.43 feet, South 66°17'58" West 32.75 feet, South 69°03'14" West 32.40 feet,
 North 67°52'57" West 11.28 feet, South 62°28'24" West 16.36 feet, North 80°42'56" West 20.22 feet,
 North 60°15'39" West 33.66 feet, North 74°13'20" West 15.55 feet, North 49°50'48" West 25.23 feet,
 South 15°16'25" West 10.29 feet, North 59°40'40" West 48.32 feet, North 56°09'29" West 44.04 feet,
 North 49°27'10" West 31.44 feet, North 25°37'32" West 39.49 feet, North 22°28'18" West 37.75 feet,
 North 08°31'17" West 56.08 feet, North 36°02'09" West 44.31 feet, North 31°06'40" West 67.45 feet,
 North 25°55'21" West 40.92 feet, North 26°04'32" West 33.35 feet, North 59°06'01" West 53.62 feet,
 North 74°06'20" West 31.16 feet, North 61°01'23" West 21.47 feet, North 53°22'39" West 60.03 feet,
 North 80°50'36" West 16.70 feet, South 48°40'48" West 11.33 feet,
 North 61°42'24" West 25.00 feet to a point in the centerline of Egypt Road; leaving said tidal wetlands line
 and running and binding with the center line of said road;
 South 12°23'28" West 406.71 feet; thence leaving the center line of said road and running the following
 courses and distances to the point of beginning;
 North 40°15'59" West 131.13 feet, North 29°58'24" West 194.47 feet, North 19°48'48" West 151.75 feet,
 North 15°02'57" West 198.10 feet, North 02°54'47" West 168.68 feet, North 15°16'00" East 195.34 feet,

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North 26°35'00" East 242.66 feet, North 28°54'13" East 242.75 feet, North 34°02'26" East 86.71 feet,
 North 00°00'00" West 95.21 feet, North 00°09'37" West 97.24 feet, North 09°04'25" East 187.32 feet,
 North 16°35'59" East 96.51 feet, North 26°13'05" East 138.19 feet, North 31°11'29" East 186.33 feet,
 North 29°12'01" East 173.58 feet, North 45°26'44" East 75.63 feet, North 61°24'31" East 81.08 feet,
 North 76°49'10" East 141.81 feet, North 55°25'44" East 75.98 feet, North 43°46'38" East 140.32 feet,
 North 36°53'30" East 86.25 feet, North 31°46'47" East 106.51 feet, North 43°02'52" East 88.50 feet,
 North 51°36'15" East 79.83 feet, North 52°37'00" East 184.63 feet, North 44°17'51" East 120.48 feet,
 North 28°24'43" East 90.68 feet, North 08°50'03" East 113.80 feet, North 06°20'43" East 84.49 feet,
 North 00°49'51" East 160.96 feet, North 07°30'06" East 89.40 feet, North 08°08'11" East 148.44 feet,
 North 16°50'02" East 104.79 feet, North 10°57'45" East 73.65 feet, North 04°46'03" West 56.17 feet,
 North 17°39'48" West 107.71 feet, North 01°47'07" West 149.33 feet, North 04°05'20" West 153.90 feet,
 North 09°18'02" West 101.85 feet, North 07°47'53" West 175.23 feet, North 08°08'11" West 142.14 feet,
 North 03°29'21" East 160.20 feet, North 03°38'09" East 176.70 feet, North 10°04'07" East 176.26 feet,
 North 20°34'15" East 143.51 feet, North 19°27'16" East 151.40 feet, North 32°47'10" East 144.82 feet,
 North 32°48'18" East 138.80 feet, North 24°22'46" East 115.06 feet, North 21°49'02" East 191.69 feet,
 North 08°58'47" East 114.11 feet, North 06°09'36" East 202.86 feet, North 11°01'39" East 162.67 feet,
 North 16°51'00" East 211.57 feet, North 08°08'11" East 226.08 feet, North 12°10'31" East 191.81 feet,
 North 20°25'29" East 96.97 feet, North 12°35'33" East 242.52 feet, North 22°01'37" East 107.14 feet,
 North 23°24'22" East 335.35 feet, North 24°02'14" East 202.63 feet, North 05°42'54" East 60.65 feet,
 North 28°19'11" West 89.11 feet, North 32°29'30" West 157.40 feet, North 28°44'14" West 110.42 feet,
 North 24°04'27" West 243.72 feet, North 10°46'15" West 244.72 feet, North 00°22'46" West 198.56 feet,
 North 12°32'18" East 112.66 feet, North 25°16'14" East 143.23 feet, North 31°07'44" East 165.58 feet,
 North 41°22'48" East 352.84 feet, North 41°31'08" East 167.64 feet, North 07°51'34" East 70.67 feet,
 North 03°18'16" East 125.73 feet, North 18°05'49" West 124.43 feet, North 12°42'09" West 274.66 feet,
 North 01°54'38" West 117.71 feet, North 03°37'28" West 188.73 feet, North 06°26'48" East 148.76 feet,
 North 14°27'18" East 162.50 feet, North 23°38'46" East 124.93 feet, North 37°39'58" East 137.87 feet,
 North 41°48'26" East 230.27 feet, North 39°02'30" East 272.71 feet, North 30°59'02" East 103.45 feet,
 South 71°46'02" East 19.17 feet, South 67°09'52" East 907.50 feet

CONTAINING 315.17 acres of land, more or less,

Saving and excepting the following parcel of land:

Beginning for the same at a point located on and distant 31.45 feet from the end of the five hundred fourth or North 09°04'25" East 187.32 foot line of the previously described parcel of land thence binding on part of the said fifth hundred fourth line. North 32°52'56" East 17.29 feet, South 87°20'35" East 25.00 feet, South 02°39'25" West 18.29 feet, South 76°46'01" East 329.28 feet, South 38°33'02" West 552.10 feet, North 02°39'25" East 385.99 feet, North 87°20'35" West 25.00 feet, North 28°59'20" West 24.06 feet, South 42°45'43" West 45.00 feet, North 09°04'25" East 31.45 feet, North 16°35'59" East 96.51 feet, North 26°13'05" East 15.35 feet, to the place of beginning.

CONTAINING 2.04 acres of land, more or less.

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