

Conditional Zoning Map Amendment Staff Review & Report



Town Council Hearing Date: February 4, 2026

Case File #: CZMA 2025-01

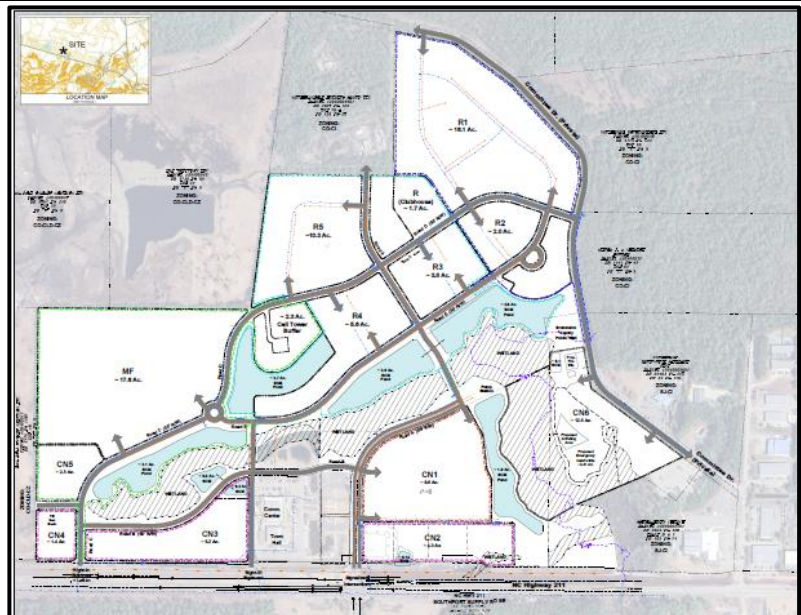
General Description: Staff review and report for a Creative Zoning Conditional District Map Amendment.

- Town Initiated
- Applicant Initiated
- Site Plan Review

Applicant(s): Ward and Smith, PA on behalf of Harbor Development Corporation (1/2 undivided interest), DR. Development Corporation (1/2 undivided interest), Canal Associates, Town of St. James

APPLICATION OVERVIEW:

Ward and Smith PA, on behalf of the property owners (listed above), is requesting the approval of a Conditional Zoning Map Amendment and Concept Plan for St. James North, a development consisting of a mixture of single-family, multi-family, and nonresidential uses on ±142.03-acres. The proposed development is located on the northern side of NC Hwy 211 (Southport Supply Rd SE) and south of Committee Drive and may be further identified by Brunswick County parcel numbers: 20400018, 20400019, 20400020, 2400040, 20400039, 20400025, 20400024, 20400023, 2040002201, 20400022, 20400058, 2040002502, and 2040002101. The properties are located North, West, and East of the existing Town Hall properties.



The request is to zone the subject properties from Brunswick County Commercial Low Density (CLD) and St. James Commercial Low Density (CLD) and Commercial Intensive (CI) to Creative Zoning Conditional

District (CZ). Properties adjacent to the subject site are zoned CLD-CZ or CI by Brunswick County, or CLD and CI by the Town of St. James.

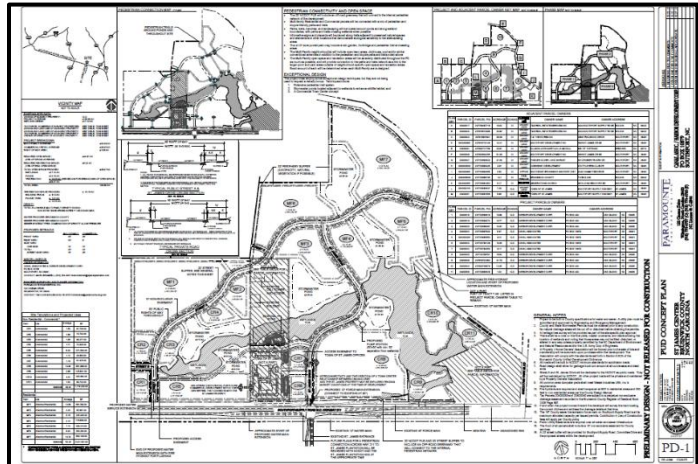
The applicant and Town have also initiated the process to annex the subject property into the Town's limits. The Town and applicant have also introduced the possibility of exchanging land that would entail the Town acquiring property owned by the applicants and the applicants' acquiring Town owned property.

In addition to the case summary, this packet includes the following attachments:

- Rezoning Application
- Initial Zoning Application
- Concept Plan
- Proposed Conditions
- Neighborhood meeting Information and Summary

SITE/PARCEL PROJECT HISTORY

In January 2018, the applicant received approval from the Brunswick County Planning Board to construct a Planned Unit Development (PUD) comprising a maximum of 1,902 residential units on 139.86 acres of property. No specific square foot amount for commercial uses was identified on the approved PUD map. Of the 139.86 acres, 53.29 acres were identified for multi-family, and 39.45 acres were identified for commercial uses.



CREATIVE ZONING CONDITIONAL DISTRICT PROCESS

Please see the conditional zoning overview process provided below.

Creative Zoning Conditional Rezoning

The Creative Zoning Conditional District (CZ-CD) is intended to allow a pathway for unique projects which may not otherwise fit within the parameters of the UDO to be considered in exchange for stronger public engagement in the form of a required neighborhood meeting. Factors that must be considered include adopted plans accessible open space, recreational facilities, traffic patterns, neighborhood screening and adjoining neighborhood impacts. Applicants may propose custom standards and uses for consideration in an application for a conditional zoning district. The proposed conditions for this CZ-CD proposal are as approved by the Town's Planning Board and are not finalized until the applicant reviews and approves. Any changes to the conditions will be provided to the Town Council. The conditions will also be shown on the concept plan. **Please note, the conditions list recommended for approval by the Planning Board is included in the attached (Exhibit 3: Planning Board Approved Conditions (11-12-2025)), in**

addition to a second list that has been further revised based on input from Town staff, the applicant, and legal counsel of both parties (Exhibit B to Draft Development Agreement).

CZ-CD districts must be considered by the Planning Board for a recommendation and then approved by the St. James Town Council. The CZ-CD process differs from a General Use Rezoning in its inclusion of conditions and its requirement of the applicant to hold a public meeting to address any community concerns. The report from the required community meeting is provided as attachments to this report.

Concept Plan

For establishing conditions to be included with the Creative Zoning Conditional Zoning map amendment, applications for a zoning map amendment to a conditional zoning district must be accompanied by a concept plan for the entire property proposed to be included in the district. The concept plan is required to provide specific supporting information and text which identifies the uses or uses intended for the property, dimensional standards, and any development standards to be approved concurrently with the rezoning application.

Subsequent Submittals

No zoning or building permit shall be issued for any development activity within a CZ-CD except in accordance with the approved petition and concept plan. A concept plan and subsequent site plans/plats for the development must be submitted for review and approval in accordance with the approval procedures of the Town's Unified Development Ordinance (UDO), respectively. As part of the applicant's request for conditional zoning approval, a development agreement is also proposed, which includes provisions that would require all subsequent submittals to be approved administratively by the Town's UDO Administrator following any applicable TRC review. Any subsequent submittals that are non-compliant with the terms of the conditional zoning approval would be denied or the property owner would be required to seek an amendment to the conditional zoning approval.

PROPOSAL OVERVIEW

This project consists of single-family, multi-family, and nonresidential uses. The current application includes a total of 1,902 residential units on ±142.03 acres with a total gross residential density of 13.39 units an acre.

The concept plan identifies:

- six Commercial Neighborhood areas comprising approximately 34.3 acres,
- five Residential areas comprising approximately 39.5 acres,
- one Multi-family area comprising approximately 17.6 acres,
- one Cell Tower Buffer area comprising approximately 2.3 acres,
- eight stormwater control ponds comprising approximately 11.94 acres,
- wetlands, and
- a road network providing access to the proposed site from Hwy 211, access from Committee Drive, and internal access to each district development area within the development.

Single-family and Multi-family Residential

Per Section 7.15.3.B of the Town’s UDO, density is established by the concept plan. The applicant proposes to construct a maximum of 1,902 residential units comprising single-family, townhouse, and multi-family units. The concept plan does not provide a breakdown of how many of each type of residential units are proposed; however, the concept plan provides the following range in density.

- Cumulative Density (range) for the MF Area: 10 units/acre to 29 units/acre
- Cumulative Density (range) for Residential Areas: 12 units/acre to 36 units/acre

Nonresidential

The applicant is proposing six distinct areas for commercial/nonresidential development. These commercial areas are along NC Highway 211 (located adjacent to east and west of the existing town hall property) and along Committee Drive. The applicant proposes a myriad of possible nonresidential uses (the proposed uses are part of the application). The concept plan indicates a gross square footage/acre in the Commercial areas will range from 21,865 SF/acre to 34,986 SF/acre.

DIMENSIONAL STANDARDS

Per Section 7.15.3 of the Town’s UDO, minimum lot size and minimum street setbacks are established by the concept plan as provided below.

Residential Dimensional Standards

The following dimensional standards apply to Townhouse and Single-family residential lots and dwellings. The UDO stipulates that maximum height for single-family dwellings is 35 feet, this request includes an increased maximum height of 40 feet for single-family dwellings. The table below provides the dimensional standards for the residential areas.

	Townhouse, Duplex, Triplex, and Quadplex – up to Seven Attached Units	Single-Family
Minimum Lot Size		
Minimum Lot Dimensions (SF)	None	None
Frontage at the Setback Line	22'	40'
Frontage at the Setback Corner Lot	20'	35'
Frontage in a Cul-de-sac (Curb Width)	20'	20'
Minimum Setbacks		
Front Yard	20'	12'
Rear Yard	15'	10'
Side Yard	5'	5'
Side Interior (Attached/Duplex/Zero Lot Line)	0'	0'
Side Exterior (Attached/Duplex/Zero Lot Line)	5'	5'
Corner Side Yard	15'	15'
Maximum Height		
Principal Building	50'	40'
Max Height with 1 to 1 Setbacks	75'	
Accessory Building Height		50% less than Principal Building

Multi-Family Standards

The following dimensional standards apply to multi-family structures. The maximum height of multi-family buildings would be 50 feet with the ability to increase the building height if setbacks increase by one (1)

foot for each additional one (1) foot in height. The Table below provides the proposed dimensional standards for the MF area.

Multi-Family Standards

Minimum Number of Acres	None
Minimum Lot Size	
Minimum Lot Dimensions	None
Frontage for the First Structure	60'
Minimum Setbacks	
Front Yard	25'
Rear Yard	20'
Side Yard	10' and 20' between buildings
Street Side Yard	15'
Maximum Height	
Principal Building	50'
Max Height with 1 to 1 Setbacks	75'

Commercial Neighborhood Standards

The maximum height proposed for the nonresidential areas is 60 feet for all principal commercial buildings; however, for each additional two (2) feet of setback added, and additional one (1) foot in height can be added to the said maximum. The table below provides the proposed dimensional standards for the CN areas.

Minimum Lot Size	
Minimum Lot Area (SF)	None
Frontage at Setback Line	75'
Minimum Setbacks	
Front Yard	15'
Rear Yard	6'
Side Yard	5'
Street Side Yard	10'
Maximum Height	
Maximum Height for Commercial Areas	The maximum height permitted is 60' for all principal commercial buildings; however, for each additional two (2) feet of setback added, an additional one (1) foot in height can be added to said maximum.

PHASING

The concept plan provides an estimated phasing plan as follows:

- **Commercial areas**
 - CN1 & CN2 – construction begin in 2026 and end around 2030
 - CN3-CN6 – construction begin around 2026 and end around 2032
- Other **Residential areas** begin construction around 2026 and end around 2030
- **Multifamily** areas to begin construction around 2027 and end around 2031

OPEN SPACE

Per Section 12.9.3 of the Town’s UDO, all new residential subdivisions shall provide recreation space in the amount of 10% of the gross acreage within the subdivision, with no more than 25% of the recreation space to be used for active recreation (i.e. tennis courts, ball fields, swimming pools, tot lots). The concept plan indicates that 14.2 acres of recreation space is required with no more than 3.55 acres being active.

The remaining 10.65 acres will be passive. Passive recreation areas shall include amenities such as walking paths, piers, picnic areas, and other passive recreational uses.

LANDSCAPING, TREE PRESERVATION, AND ENVIRONMENTAL STANDARDS

Project Boundary Buffers

In Section 10.8.9 *Project boundary buffers*, the Town's UDO regulates buffer opacity standards based on the zoning of the subject properties and the adjoining properties. Based on the Town's requirements, a project boundary buffer is not required since the subject property would be zoned CZ and the adjacent properties are zoned either CL, D by Brunswick County, CI by Brunswick County, or CLD by the Town of St. James.

Street Buffers

Street buffers are generally located along the street(s) that border a development to enhance the public environment. Per Section 10.8.8 of the UDO, a 20-foot landscaped buffer is required along collector and thoroughfares. As noted in Condition 6, the applicant requests that the street buffer width be reduced from 20 feet to 10 feet provided the buffer area remains landscaped consistent with the intent of the UDO.

Vehicular Use Area Parking

All parking spaces shall be within 60 feet of the trunk of a canopy tree, or 30 feet from small trees if allowed under overhead utilities or in special circumstances. The trees shall be planted in medians or islands at least 10 feet long by 10 feet wide measured from back of curb to back of curb with a minimum 300 square feet per canopy tree. Section 10.9.3.C requires as minimum 10-foot wide continuous planted median to be installed approximately every 130 linear feet in one direction for parking areas exceeding 40,000 square feet. Note the applicant is requesting that the standard of Section 10.9.3.C not be applicable to the proposed development (See Condition 5).

Tree Preservation

Tree preservation standards for the Town of St. James are found in Sections 10.3 Tree Preservation and Tree Clearing Requirements, 10.4 Preservation of Protected Trees During Construction, and Section 10.10 Removal of Existing Trees. These UDO Sections require tree clearing certificates prior to the commencement of tree clearing activities and preservation of protected trees during construction. The applicant has requested that these Sections not be applicable to this development (See Condition 14). The Planning Board expressed concern with tree preservation on the site, and following discussion, the applicant agreed to:

- Retain 25 feet in width of the existing vegetation along N.C. Hwy 211 until such time as the earliest approval of the first site plan in CN1, CN2, CN3, and CN4 as shown on the Concept Plan
- Preserve trees in a materially natural condition within the delineated wetlands, except for any areas subject to development impacts
- Provide notice to the Town Administrator prior to any tree clearing activities on the site
- Retain (outside of the wetland areas) or plant 6 inches of trees per residential unit in the MF and R-designated areas with the planted trees being a minimum of one-inch DBH when planted.
- Identify on the site plan or preliminary subdivision plat the preserved or retained trees.

Environmental

As depicted on the concept plan, there are existing wetlands on the property. These wetlands run primarily in an East to West manner along the interior of the site. Distinct Area CN6 is inclusive of wetlands, while the wetlands are not included in other distinct development areas. Also, a portion of the eastern side of the development near Committee Drive, including Area CN6, is in the 100-year floodplain.



Tree Preservation

Stormwater was a primary concern for the Town's Planning Board. The developer has agreed to provide stormwater management systems which will accommodate 12 inches of storage over a 24-hour period or the equivalent of a 100-year storm event. This is a heightened standard of stormwater management, beyond the minimum requirements of the Town (See Condition 13).

PUBLIC INPUT MEETING

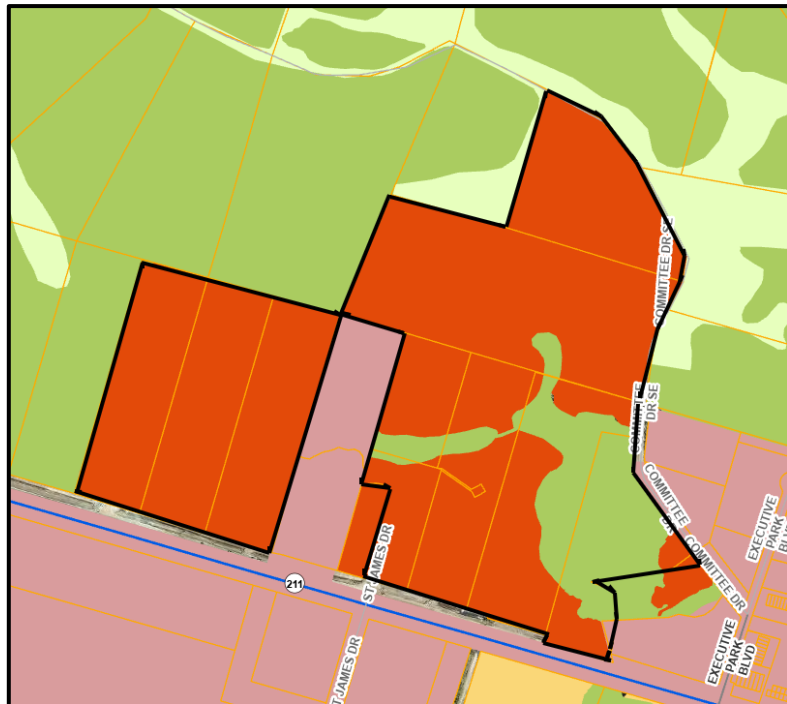
A public/community input meeting is required by the UDO. The applicant held a public input meeting on October 14, 2025, at 6:00 PM at the Homer E. Wright Event Center located at 4136 Southport-Supply Road St. James NC 28461. The applicant provided a brief overview of the project and took questions from the attendees.

CONSISTENCY WITH ADOPTED LAND USE PLANS

Blueprint Brunswick 2040 CAMA Land Use Plan

The *Blueprint Brunswick CAMA Land Use Plan* was adopted by the Brunswick County Board of Commissioners in February 2023. The Plan is intended to provide a framework that will guide local government official and private citizens as they make short- and long- term decisions regarding development and conservation.

The *Blueprint Brunswick Plan* includes a Future Land Use Plan Map which visually depicts the County's long range land use and development goals to be implemented. The map is intended to provide a framework for future land use decisions. The map is not regulatory in nature but is to be used as a tool for guiding decisions by offering policy guidance when considering amendments to the zoning map. The Future Land Use Map designates the subject properties as Commercial and Open Space – Conservation 1 Place Types.



The ***Commercial Place Type*** are areas devoted to small-scale complexes or individual sited with standalone buildings developed for retail, office, or service uses. Such establishments are located to take advantage of highway visibility and access but may include higher density residential uses (i.e. multifamily and upper floor units).

The ***Open Space – Conservation 1 Place Type*** are areas that consist primarily of undisturbed open space: floodways, and floodplains, high-risk flood areas, publicly protected lands, CAMA setbacks, privately protected lands, NC Natural Heritage Conservation Program areas, and historic or culturally significant areas/properties. Though some development exists in these areas, new development is unlikely. New uses are associated with access to protected open space (i.e., game lands for hunting, nature preserves for education and passive recreation) and natural resource management. Maintaining environmental integrity or historic value are major considerations in land-disturbing activities.

In addition to the Future Land Use Map, the request should be considered in the context of adopted policies within the Land Use Plan. Below are specific policies that staff find relevant to this application:

LU-2. Support development in areas that are best suited for future development.

- Direct future growth toward existing communities where existing and planned infrastructure capacity as well as services can support additional growth. As the centers of commerce in the

county and the areas of population concentrations, the existing communities are the logical places for the delivery of services and infrastructure, particularly as they expand over time.

- Direct higher development to unincorporated areas of the county that are designated as commercial and mixed-use activity centers on the Future Land Use and Conservation Map. Encourage growth in areas that are or will be served with infrastructure and services.
- Support the municipalities as they grow and change over time to accommodate new residents, jobs, and activities, and reduce pressure for development in the unincorporated areas of the county.

NR-4: Reduce the potential for property damage and impacts due to natural hazards.

- Minimize potential impacts of flooding.
 - Discourage new development in flood-prone areas. On the FLUP&C Map, the areas designated for “Conservation” encompass floodplains, flood hazard, ocean hazard, and other high-risk flood areas. Here, development intensity should remain the lowest in the county.

Town of St. James Comprehensive Plan VI

This Plan aims to provide leaders and St. James residents with a perspective on how the community will evolve through the mid-2020s. The Plan reviews key developments since the previous plan, assesses the current status of the community and its organizations, and considers likely developments in the next several years. The subject properties are identified as the St. James Center as identified as Potential Future Development F on page 28. The Plan acknowledges Brunswick County approval and supports a town center, multi-family housing, stormwater ponds, wetlands, and commercial development. The Plan states that in 2020 survey responses, “residents desired to have more restaurants and shops convenient to our residents.”

PLANNING BOARD RECOMMENDATION

The Planning Board met on November 3, 2025 to consider the proposed Creative Zoning Conditional District (CZ) zoning map amendment and concept plan. After reviewing the proposed conditions, the Planning Board elected to continue the item to November 12, 2025. The discussion during the two Planning Board meetings centered on flexibility in development, stormwater management, tree preservation and timbering activities, building height and design, intersection spacing, and underground fuel tanks.

At the November 12th meeting, the Planning Board voted to recommend conditional approval of the proposed CZ-CD zoning and concept plan. Conditions of approval, as recommended by the Planning Board are attached.

PLANNING BOARD CONSISTENCY STATEMENT

PLANNING BOARD CONSISTENCY STATEMENT

Action:

(A) X The Planning Board hereby recommends approval of the proposed zoning map and finds that it is (i) consistent with the Town of St. James Comprehensive Plan VI and the Brunswick Blueprint 2040 CAMA Land Use Plan. The Town’s comprehensive plan identifies the subject parcels for future commercial and residential growth to fulfill the existing residents’ desire to have retail, commercial, and restaurants in proximity to the current town limits. The Brunswick County plan has identified most of the subject property as a commercial place type, which seems to support retail, office, and service uses on properties located to take advantage of highway visibility and access and also include higher density residential. and (ii) that it is reasonable and in the public interest because the development will provide needed and desired commercial uses in proximity to the existing town.

(B) _____ The Planning Board hereby recommends denial of the of the proposed zoning map and finds that it is and finds that it is inconsistent with the Town of St. James Comprehensive Plan VI and the Brunswick Blueprint 2040 CAMA Land Use Plan, as there are conflicting policies that relate to various aspects of the proposed rezoning request within the comprehensive plans; and (ii) that it is not reasonable or in the public interest for the following reasons : _____

_____.

Recommend Approval (A) X Recommend Denial (B) _____

(For 7 Against 0 Abstained _____)

TOWN COUNCIL CONSISTENCY STATEMENT

Action:

(A) _____ The Town Council hereby approves the proposed zoning map and finds that it is (i) consistent with the Town of St. James Comprehensive Plan VI and the Brunswick Blueprint 2040 CAMA Land Use Plan. The Town’s comprehensive plan identifies the subject parcels for future commercial and residential growth to fulfill the existing residents’ desire to have retail, commercial, and restaurants in proximity to the current town limits. The Brunswick County plan has identified most of the subject property as a commercial place type, which seems to support retail, office, and service uses on properties located to take advantage of highway visibility and access and also include higher density residential. and (ii) that it is reasonable and in the public interest because the development will provide needed and desired commercial uses in proximity to the existing town.

(B) _____ The Town Council hereby denies the proposed zoning map and finds that it is and finds that it is inconsistent with the Town of St. James Comprehensive Plan VI and the Brunswick Blueprint 2040 CAMA Land Use Plan, as there are conflicting policies that relate to various aspects of the proposed rezoning request within the comprehensive plans; and (ii) that it is not reasonable or in the public interest for the following reasons

_____ :

Approval (A)____ Denial (B)_____

(For _____ Against _____ Abstained _____)

Commentary:



Zoning Map Amendment (incl. conditional zoning)

Town of St. James, North Carolina

4140A Southport-Supply Road

Phone: (910) 253-4730

For Staff Use Only

PERMIT No. _____ FEE: \$ _____ Date Received: _____

Applicant's Name: Ward and Smith, P.A.

Mailing Address: 127 Racine Drive **City:** Wilmington

State: NC **Zip Code:** 28403 **Phone:** 910-794-4800

Email: sbf@wardandsmith.com

Property Owner's Name: See Exhibit A, attached.

Address of Owner: See Exhibit A, attached. **City:** See Exhibit A, attached.

State: See Exhibit A, attached **Zip Code:** See Exhibit A, attached. **Phone:** See Exhibit A, attached.

Email: See Exhibit A, attached.

Project Name: St. James North

Project Address and/or Description of Location: See Exhibit B, attached.

Parcel ID #: See Exhibit A, attached. **Number of Lots:** See Exhibit C, attached **Site Acreage:** See Exhibit B, attached.

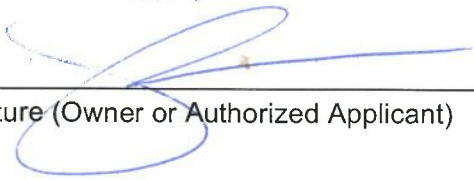
Current Zoning District: Brunswick County Commercial Low Density (CLD) subject to applicable PUD Plan. **Proposed Zoning District:** Creative Zoning Conditional District(CZ-CD)

A complete application for any amendment shall contain a description of the proposed zoning map amendment or conditional zoning request. Such application shall be filed with the UDO Administrator to be processed in accordance with Section 4.3 and/or 4.4 of the UDO. If the request is for a Conditional Zoning proposal then a concept plan meeting the requirements of Section 4.4.5 of the UDO shall be submitted. See Exhibit C and Exhibit D, attached.

In approving a rezoning, the Town Council shall consider the following matters: See Exhibit A, attached.

1. Consistency with any adopted land use plans, including the comprehensive plan;
2. Compatibility with the present zoning and conforming uses of nearby property and with the character of the neighborhood;
3. Suitability of the subject property for uses permitted by the current district versus the uses permitted in proposed district;
4. Whether the proposed change tends to improve the balance of uses permitted or satisfies a specific demand in the town;
5. The availability of adequate school, road, park, waste water treatment, water supply, and stormwater drainage facilities for the proposed use as well as the range of permitted uses for the zoning requested; and
6. The extent to which the proposed zoning map amendment is consistent with the remainder of the ordinance including, specifically, any purpose and intent statements.

In filing this Petition, I hereby certify that I am authorized to submit this application and that all of the information presented in this application is accurate to the best of my knowledge, information, and belief. If not the current owner, please include a designated agent form or proof of property interest in accordance with 160D-403(a).



Signature (Owner or Authorized Applicant)

10/20/25

Date

APPLICATION RECEIVED AND DETERMINED TO BE COMPLETE:

UDO Administrator

Date

EXHIBIT A

Owner Information and Description of Request

1. Owner Information:

Parcel ID Nos 20400018, 20400019, 20400020, 20400025, 20400039, 20400040, and 20400058:

Harbor Development Corp. (1/2 undivided interest)

821 Oak Ridge Drive, Eden, NC 27288

Phone: (404) 841-7464

Email: mwrightwills@gmail.com

D. R. Development Corporation (1/2 undivided interest)

515 S. Kennedy Avenue, Eden, NC 27288

Phone: (336) 932-7383

Email: posborne@osbornecompany.com

Parcel ID Nos 20400022, 2040002201, 20400023, and 20400024:

Canal Associates, LLC

4006 St. James Drive, Southport, NC 28461

Phone: (910) 253-3001

Email: jatkinson@stjames-properties.com

2. Description of Request:

In connection with the request for annexation submitted to the Town of St. James ("Town") on September 24, 2025 concerning the property described on **Exhibit B**, attached hereto and incorporated herein by reference (the "Property"), the Applicant is proposing to develop a mixed-use development (the "Development") generally consistent with the proposed Concept Plan on **Exhibit C**, attached hereto and incorporated by reference (the "Concept Plan"), the proposed Conditions on **Exhibit D**, attached hereto and incorporated by reference (the "Conditions"), and any Development Agreement entered into between the Developer and the Town. Accordingly, the Applicant is requesting to apply the initial zoning category of Creative Zoning Conditional District (CZ-CD) to the Property, subject to the Concept Plan and the Conditions. As used herein, "Developer" shall mean the owners of the Property, their successors and assigns.

The proposed initial zoning is absolutely consistent with the Town of St. James Comprehensive Plan VI (dated May, 2021) ("Comprehensive Plan") and with the stated land use goals of the community. Throughout the Comprehensive Plan, the Property is generally referenced as having the potential for commercial and residential development similar this proposed initial zoning.

EXHIBIT B

Legal Description for Initial Zoning (Annexation) Property

[Attached]

Proposed Legal Description

Being all of that certain tracts of land lying and being situate in Lockwood Folly & Smithville Townships, Brunswick County, North Carolina, and being more particularly described as follows:

Tract 1

Commencing at N.C.G.S. Monument "Road" having coordinates of N=80,010.80' and E=2,270,524.58' (NAD 1983/2011) U.S. Survey feet. Thence, S 77°14'01" E, 4,304.98' to the Point of Beginning for Tract 1, said point being an iron rebar set in the northern right-of-way of NC Highway 211 as shown on NC DOT Project R-5021, said iron rebar having coordinates of N=79,059.50' and E=2,274,723.23' (NAD 1983/2011) U.S. Survey feet.

Thence from said point of beginning, along the western boundary of Tract 19 as shown on Plat Book "U" Page 9, N 15°29'03" E, 1,421.23', to an iron rebar found, said iron rebar being the northwest corner of said Tract 19; thence, S 74°30'57" E, 400.00' to a point; thence, S 74°30'57" E, 800.00' to an iron rebar found, said iron rebar being the northeast corner of Tract 21 as shown on Plat Book "U", Page 9; thence, along the eastern boundary of said tract, S 15°33'43" W, 774.42' to an iron rebar set; thence, continuing along the eastern boundary of said tract, S 15°33'43" W, 646.95' to a point, said point being in the northern right-of-way of NC Highway 211; thence, along said right-of-way, N 74°30'32" W, 135.70' to a concrete monument found; thence N 74°30'32" W, 1,062.37' to the point and place of beginning, containing 39.12 acres.

Tract 2

Commencing at N.C.G.S. Monument "Road" having coordinates of N=80,010.80' and E=2,270,524.58' (NAD 1983/2011) U.S. Survey feet. Thence, S 77°14'01" E, 4,304.98' to the Point of Beginning for Tract 1, said point being an iron rebar set in the northern right-of-way of NC Highway 211 as shown on NC DOT Project R-5021; thence, along the western boundary of Tract 19 as shown on Plat Book "U" Page 9, N 15°29'03" E, 1,421.23', to an iron rebar found, said iron rebar being the northwest corner of said Tract 19; thence, S 74°30'57" E, 400.00' to a point; thence, S 74°30'57" E, 800.00' to an iron rebar found, said iron rebar being the northeast corner of Tract 21 as shown on Plat Book "U", Page 9 and being the Point of Beginning for Tract 2, said iron rebar having coordinates of N=80,108.81' and E=2,276,259.08' (NAD 1983/2011) U.S. Survey feet.

Thence from said point of beginning, along the western boundary of Tract 70 as shown on Plat Book "U" Page 9, N 22°34' 38" E, 768.48' to an iron rebar found; thence, S 74°35' 10" E, 705.11' to an iron rebar found; thence, N 15°29' 02" E, 841.02' to an iron rebar found; thence, S 63°55' 47" E, 356.52' to a point; thence, S 38°38' 46" E, 377.66' to a point; thence, S 38°38' 46" E, 27.80' to a point; thence, S 28°01' 37" E, 562.82' to a point; thence S 08°29' 54" W a distance of 129.40' to an iron rebar found; thence, S 08°29' 54" W, 19.31' to a point; thence, S 28°35' 41" W, 185.71' to a point; thence, S 28°35' 41" W, 121.32' to a point; thence, S 18°30' 10" W, 81.58' to a point; thence, S 09°35' 37" W, 136.11' to a point; thence, S 04°32' 38" W, 233.97' to an iron rebar found; thence, S 04°32' 38" W, 194.84' to a point;


Proposed Legal Description

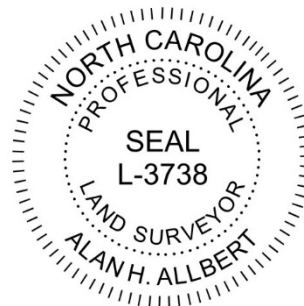
thence, S 04°32' 38" W, 224.58' to a point; thence, S 38°11' 42" E, 630.27' to a point; thence, S 51°48' 18" W, 30.00' to an iron rebar found; thence, S 78°43' 48" W, 172.25' to a point; thence, S 78°43' 48" W, 91.34' to an iron rebar set; thence, S 82°02' 51" W, 388.07' to an iron rebar set; thence, S 68°19' 37" E, 144.34' to a point; thence, S 05°24' 11" E, 170.83' to a point; thence, S 86°24'09" W, 82.66' to a point; thence, S 15°45'43" E, 175.99' to a point on the northern right-of-way of NC Highway 211; thence, continuing along said right-of-way, N 73°36' 11" W, 82.73' to a point; thence, N 74°30' 32" W, 644.70' to a point; thence, N 33°09' 39" W, 33.30' to a point; thence, N 74°30' 32" W, 450.00' to a point; thence, N 80°13' 10" W, 50.25' to a point; thence, N 74°30' 32" W, 254.84' to an iron rebar set in the southeast corner of the Town of St. James property as described in Deed Book 4310, Page 309; thence, leaving said right-of-way and along the eastern boundary of said property, N 15°29' 25" E, 172.68' to an iron rebar set; thence, N 18°20' 29" E, 200.75' to a point; thence, N 15°28' 53" E, 10.20' to a point; thence, N 15°28' 53" E, 143.18' to a point; thence, along a curve turning to the left through an angle of 89°58' 57.7", having a radius of 30.00', and whose long chord bears N 29°30' 20" W, 42.42' to a point; thence, N 74°29' 50" W, 30.51' to a point; thence, along a curve turning to the left through an angle of 21°21' 00.9", having a radius of 125.00', and whose long chord bears N 85°10' 22" W, 46.31' to a point; thence, S 84°09' 07" W, 68.14' to a point in the eastern boundary of the Town of St. James property as described in Deed Book 2670, Page 1125; thence, along the eastern boundary of said property, N 15°33' 57" E, 145.75' to a point; thence, N 15°36' 39" E, 747.47' to an iron rebar found, said iron rebar being the northwest corner of Tract 23 as shown on Plat Book "U", Page 9; thence, N 74°30' 57" W, 399.97' to the point and place of beginning, containing 98.28 acres.

All bearings being relative to N.C. Grid North (NAD 1983/2011), and all distances being horizontal field measurements.

These descriptions are for annexation purposes only and are not to be construed as a recombination of the following existing parcel numbers:

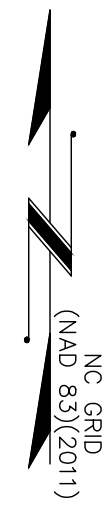
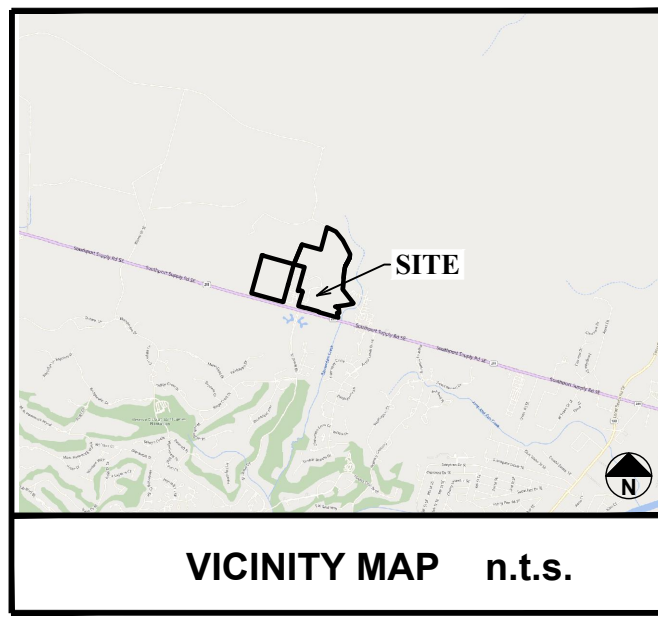
20400018, 20400019, 20400020, 2040002201, 20400022, 20400023, 20400024, 20400025, 20400039, 20400040, 20400058

Signed by:

 7020255C450A4DB...



Alan H. Allbert

North Carolina PLS #L-3738



NOTES:
THIS MAP IS FOR ANNEXATION PURPOSES ONLY AND IS NOT A BOUNDARY SURVEY. BOUNDARY INFORMATION TAKEN FROM PREVIOUS SURVEY BY TC2 ENGINEERING, PLLC MAP #25-09-39



Signed by:
Alan Allbert
Alan H. Allbert
7020295CA50A40B...

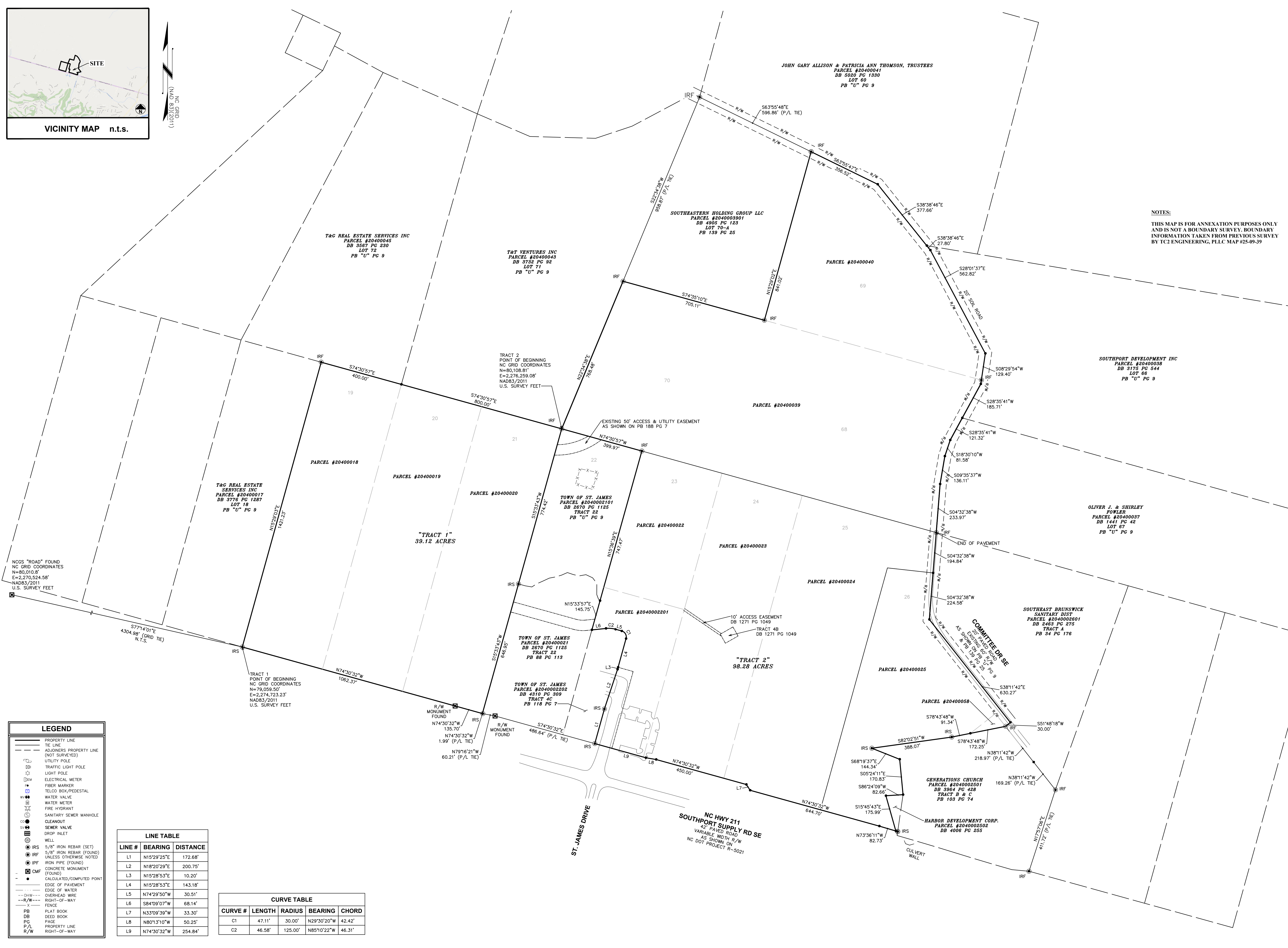
REV	DATE	ISSUED FOR	INITIALS
0	09/19/2025	PRELIMINARY	EWM
1	09/24/2025	ANNEXATION EXHIBIT	EWM

EXHIBIT MAP FOR ANNEXATION

LOCKWOOD FOLLY & SMITHVILLE TOWNSHIPS, BRUNSWICK COUNTY, NORTH CAROLINA
SEPTEMBER 24, 2025

0' 200' 400'
SCALE: 1 INCH = 200 FEET
ORIGINAL MAP SIZE 24" X 36"

THIS MAP MAY NOT BE A CERTIFIED SURVEY AND HAS NOT BEEN REVIEWED BY A LOCAL GOVERNMENT AGENCY FOR COMPLIANCE WITH ANY APPLICABLE LAND DEVELOPMENT REGULATIONS AND HAS NOT BEEN REVIEWED FOR COMPLIANCE WITH RECORDING REQUIREMENTS FOR PLATS (G.S. 47-30(a))



LEGEND

- PROPERTY LINE
- TIE LINE
- ADJOINERS PROPERTY LINE (NOT SURVEYED)
- UTILITY POLE
- TRAFFIC LIGHT POLE
- LIGHT POLE
- ELECTRICAL METER
- FIBER MARKER
- TELCO BOX/PEDESTAL
- WATER VALVE
- WATER METER
- FIRE HYDRANT
- SANITARY SEWER MANHOLE
- CLEANOUT
- DROP VALVE
- DROP WILET
- WELL
- IRS 5/8" IRON REBAR (SET)
- IRF 5/8" IRON REBAR (FOUND) UNLESS OTHERWISE NOTED
- IPF IRON PIPE (FOUND)
- CMF CONCRETE MONUMENT (FOUND)
- CALCULATED/COMPUTED POINT
- EDGE OF PAVEMENT
- EDGE OF WATER
- OVERHEAD WIRE
- RIGHT-OF-WAY
- FENCE
- PB PLAT BOOK
- DB DEED BOOK
- PG PAGE
- P/L PROPERTY LINE
- R/W RIGHT-OF-WAY

LINE TABLE

LINE #	BEARING	DISTANCE
L1	N15°29'25"E	172.68'
L2	N18°20'29"E	200.75'
L3	N15°28'53"E	10.20'
L4	N15°28'53"E	143.18'
L5	N74°29'40"W	30.51'
L6	S84°09'07"W	68.14'
L7	N33°09'39"W	33.30'
L8	N80°13'10"W	50.25'
L9	N74°30'32"W	254.84'

CURVE TABLE

CURVE #	LENGTH	RADIUS	BEARING	CHORD
C1	47.11'	30.00'	N29°30'20"W	42.42'
C2	46.58'	125.00'	N85°10'22"W	46.31'

NCGS "ROAD" FOUND
NC GRID COORDINATES
N=80,010.8'
E=2,270,524.58'
NAD83/2011
U.S. SURVEY FEET

TRACT 1
POINT OF BEGINNING
NC GRID COORDINATES
N=79,059.50'
E=2,274,723.23'
NAD83/2011
U.S. SURVEY FEET

TRACT 2
POINT OF BEGINNING
NC GRID COORDINATES
N=80,108.81'
E=2,276,259.08'
NAD83/2011
U.S. SURVEY FEET

EXISTING 50' ACCESS & UTILITY EASEMENT
AS SHOWN ON PB 159 PG 7

10' ACCESS EASEMENT
DB 1271 PG 1049

NC HWY 211
SOUTHPORT SUPPLY RD SE
45' PAVED ROAD
VARIABLE WIDTH R/W
AS SHOWN ON
NC DOT PROJECT R-5021

ST. JAMES DRIVE

COMITEE DR SE
AS SHOWN ON PB 159 PG 7

GENERATIONS CHURCH
PARCEL #204000501
DB 3964 PG 428
TRACT B & C
PB 103 PG 74

HARBOR DEVELOPMENT CORP.
PARCEL #2040002502
DB 4006 PG 255

SOUTHEAST BRUNSWICK
SANITARY DIST
PARCEL #2040002601
DB 2463 PG 275
TRACT A
PB 34 PG 176

OLIVER J. & SHIRLEY
FOULER
PARCEL #20400037
DB 1441 PG 42
LOT 67
PB "U" PG 9

SOUTHPORT DEVELOPMENT INC
PARCEL #20400038
DB 3175 PG 544
LOT 68
PB "U" PG 9

SOUTHEASTERN HOLDING GROUP LLC
PARCEL #2040003901
DB 4805 PG 123
LOT 70-A
PB 139 PG 25

JOHN GARY ALLISON & PATRICIA ANN THOMSON, TRUSTEES
PARCEL #20400041
DB 6020 PG 1330
LOT 60
PB "U" PG 9

T&G REAL ESTATE SERVICES INC
PARCEL #20400045
DB 3567 PG 290
LOT 72
PB "U" PG 9

T&T VENTURES INC
PARCEL #20400043
DB 3752 PG 92
LOT 71
PB "U" PG 9

T&G REAL ESTATE SERVICES INC
PARCEL #20400017
DB 3776 PG 1287
LOT 18
PB "U" PG 9

TOWN OF ST. JAMES
PARCEL #2040002101
DB 2670 PG 1125
TRACT 22
PB "U" PG 9

TOWN OF ST. JAMES
PARCEL #20400021
DB 2670 PG 1125
TRACT 22
PB 88 PG 113

TOWN OF ST. JAMES
PARCEL #2040002202
DB 4310 PG 309
TRACT 4C
PB 118 PG 7

EXHIBIT C
Concept Plan

[Attached]

24. Minimum Stacking Space – Commercial. Notwithstanding Section 9.1.8.C.1 of the UDO, stacking spaces shall be a minimum of eight (8) feet in width by twenty-two (22) feet in length.

25. Loading Spaces – Commercial. Notwithstanding Section 9.1.9.J of the UDO, the required number of loading spaces for 0 sf (gross floor area) - 7,000 sf (gross floor area) buildings is zero (0) and the required number of loading spaces for 7,001 sf (gross floor area) - 39,999 sf (gross floor area) buildings is one (1).

26. Drive Thru Facilities. Sections 8.30.1, 8.30.5, and 8.30.6 of the UDO shall not apply.



Zoning Map Amendment (incl. conditional zoning)

Town of St. James, North Carolina

4140A Southport-Supply Road

Phone: (910) 253-4730

For Staff Use Only

PERMIT No. _____ **FEE: \$** _____ **Date Received:** _____

Applicant's Name: Ward and Smith, P.A.

Mailing Address: 127 Racine Drive **City:** Wilmington

State: NC **Zip Code:** 28403 **Phone:** 910-794-4800

Email: sbf@wardandsmith.com

Property Owner's Name: See Exhibit A, attached.

Address of Owner: See Exhibit A, attached. **City:** See Exhibit A, attached.

State: See Exhibit A, attached **Zip Code:** See Exhibit A, attached. **Phone:** See Exhibit A, attached.

Email: See Exhibit A, attached.

Project Name: St. James North

Project Address and/or Description of Location: See Exhibit B, attached.

Parcel ID #: See Exhibit A, attached. **Number of Lots:** See Exhibit C, attached **Site Acreage:** See Exhibit B, attached.

Current Zoning District: SJ Commercial Low Density (CLD) & SJ Commercial Intensive (CI) **Proposed Zoning District:** Creative Zoning Conditional District(CZ-CD)

A complete application for any amendment shall contain a description of the proposed zoning map amendment or conditional zoning request. Such application shall be filed with the UDO Administrator to be processed in accordance with Section 4.3 and/or 4.4 of the UDO. If the request is for a Conditional Zoning proposal then a concept plan meeting the requirements of Section 4.4.5 of the UDO shall be submitted. See Exhibit C and Exhibit D, attached.

In approving a rezoning, the Town Council shall consider the following matters: See Exhibit A, attached.

1. Consistency with any adopted land use plans, including the comprehensive plan;
2. Compatibility with the present zoning and conforming uses of nearby property and with the character of the neighborhood;
3. Suitability of the subject property for uses permitted by the current district versus the uses permitted in proposed district;
4. Whether the proposed change tends to improve the balance of uses permitted or satisfies a specific demand in the town;
5. The availability of adequate school, road, park, waste water treatment, water supply, and stormwater drainage facilities for the proposed use as well as the range of permitted uses for the zoning requested; and
6. The extent to which the proposed zoning map amendment is consistent with the remainder of the ordinance including, specifically, any purpose and intent statements.

In filing this Petition, I hereby certify that I am authorized to submit this application and that all of the information presented in this application is accurate to the best of my knowledge, information, and belief. If not the current owner, please include a designated agent form or proof of property interest in accordance with 160D-403(a).



Signature (Owner or Authorized Applicant)*

10/20/25

Date

*Please see Agent Authorization attached hereto as Exhibit E.

APPLICATION RECEIVED AND DETERMINED TO BE COMPLETE:

UDO Administrator

Date

EXHIBIT A

Owner Information and Description of Request

1. Owner Information:

Parcel ID No 2040002101:

The Town of St. James
4140A Southport-Supply Road, St. James, NC 28461
Phone: (910) 253-4730
Email: tosj@stjames.town

Parcel ID No 2040002502:

Harbor Development Corp. (1/2 undivided interest)
821 Oak Ridge Drive, Eden, NC 27288
Phone: (404) 841-7464
Email: mwrightwills@gmail.com

D. R. Development Corporation (1/2 undivided interest)
515 S. Kennedy Avenue, Eden, NC 27288
Phone: (336) 932-7383
Email: posborne@osbornecompany.com

2. Description of Request:

D. R. Development Corporation, Harbor Development Corp., and Canal Associates, LLC (including their successors and assigns, the "Developer") submitted a petition for annexation to the Town of St. James ("Town") on September 24, 2025 concerning the property described therein (the "Annexation Property"). In connection with such annexation, the Developer is proposing to create a mixed-use development (the "Development") generally consistent with the proposed Concept Plan on **Exhibit C**, attached hereto and incorporated by reference (the "Concept Plan"), the proposed Conditions on **Exhibit D**, attached hereto and incorporated by reference (the Conditions"), and any Development Agreement entered into between the Developer and the Town.

However, a portion of the property to be included in such Development (Brunswick County Parcel ID Nos 2040002101 and 2040002502) as more particularly described on **Exhibit B**, attached hereto and incorporated by reference ("Rezoning Property"), is already located within the Town's jurisdiction. Accordingly, the Applicant is requesting to conditionally rezone the Rezoning Property from Commercial Low Density (CLD) (PID 2040002101) and Commercial

Intensive (CI) (PID 2040002502) to the zoning category of Creative Zoning Conditional District (CZ-CD) such that the district will be governed by the Concept Plan and the Conditions consistent with the requested initial zoning of the Annexation Property.

The proposed conditional rezoning is absolutely consistent with the Town of St. James Comprehensive Plan VI (dated May, 2021) ("Comprehensive Plan") and with the stated land use goals of the community. Throughout the Comprehensive Plan, the Annexation Property is generally referenced as having the potential for commercial and residential development similar to this proposed rezoning. The Comprehensive Plan generally recognizes the benefits of the Annexation Property being entitled pursuant to the PUD Concept Plan for Canal Assoc./Harbor Development Corp. by Timothy G. Clinkscales at Paramounte Engineering dated December 27, 2017 and approved by the Brunswick County Planning Board on January 8, 2018 ("PUD Plan"), which is largely similar to the proposed Concept Plan here. The Comprehensive Plan likewise specifically contemplates the potential for the Town to expand its role in the proposed development if the owners of the Annexation Property agree to annexation. In such a case, the Comprehensive Plan predicts that "[t]he Town probably would enjoy an increase in tax revenues greater than the associated expenses for fire/EMS coverage, etc."

Although the Rezoning Property is not included within the PUD Plan, the property owned by the Town (PID 2040002101) is surrounded on three (3) sides by the PUD Plan and is necessary for connection of the two tracts included within the Annexation Property. Likewise, PID 2040002502 is located immediately adjacent to one of the eastern boundaries of the PUD Plan. Accordingly, the natural inclination is for these properties to be included in the Development and for the use of these properties to be generally consistent with the PUD Plan (and therefore also the Annexation Property).

Similarly, the Comprehensive Plan encourages the housing, retail, and restaurant projects like the one proposed by the Concept Plan. Based on a study depicted in the Comprehensive Plan, residents' preferences include restaurants, retail/convenience stores, professional services, entertainment, financial services, and personal services. Approving the proposed rezoning requested here would allow the owners of the Property to provide such in-demand services. The Comprehensive Plan even specifically notes that the PUD Plan has the potential to respond to residents' desire to see nearby retail and restaurants, which would likewise be the case with the similar Concept Plan proposed here. The Comprehensive Plan also highlights the need for more affordable housing for the Town's workforce. The multifamily and townhouse product type proposed on the Concept Plan would provide more organically affordable housing products to help address this need.

Additionally, the proposed conditional rezoning is consistent with the present zoning and conforming uses of the nearby property and with the community in general. Nearby land is zoned CLD (in both Brunswick County and in the Town), CI (in both Brunswick County and in the Town), and EPUD (in the Town). All of the adjacent commercial and planned development uses are absolutely consistent with the proposed mixed-use development. The proposed Development would act as a smooth transition between the planned development uses on the southern side of NC 211 to the more commercial uses on and around the northern side of NC 211.

EXHIBIT B

Legal Description for Rezoning Property

[Attached]

Proposed Legal Description


Parcel #2040002101

Being all of that certain tract of land lying and being situate in Smithville Township, Brunswick County, North Carolina, and being more particularly described as follows:

Commencing at N.C.G.S. Monument "Road" having coordinates of N=80,010.80' and E=2,270,524.58' (NAD 1983/2011) U.S. Survey feet. Thence, S 83°18'43" E, 5,564.53' to the Point of Beginning, said point being an iron rebar found at the southwest corner of the described parcel, said iron rebar having coordinates of N=79,362.87 and E=2,276,051.22 (NAD 1983/2011) U.S. Survey feet.

Thence, from said point of beginning, N 15° 36' 41" E, 774.42' to a point; thence, S 74° 30' 57" E, 399.97' to a point; thence, S 15° 36' 39" W, 747.47' to a point; thence, N 41° 25' 39" W, 11.85' to a point; thence, N 20° 46' 54" W, 21.80' to a point; thence, N 00° 12' 50" E, 54.21' to a point; thence, N 37° 10' 09" W, 33.60' to a point; thence, N 64° 54' 41" W, 35.19' to a point; thence, S 79° 55' 11" W, 33.95' to a point; thence, N 76° 34' 19" W, 27.84' to a point; thence, N 71° 36' 29" W, 30.33' to a point; thence, S 66° 23' 31" W, 30.20' to a point; thence, S 73° 22' 05" W, 30.85' to a point; thence, S 79° 08' 31" W, 30.31' to a point; thence, S 65° 08' 08" W, 33.94' to a point; thence, S 66° 01' 46" W, 33.29' to a point; thence, S 57° 15' 48" W, 27.07' to a point; thence, N 80° 13' 35" W, 32.55' to a point; thence N 74° 29' 39" W, 34.07' to the point of beginning, containing 6.44 acres.

All bearings being relative to N.C. Grid North (NAD 1983/2011), and all distances being NC grid distances.

Signed by:

7020255C450A4DB...

Alan H. Allbert

North Carolina PLS #L-3738



PARCEL 2040002101 SKETCH

TC²

ENGINEERING, PLLC

NC COL P-1264

201 N FRONT STREET
SUITE 108
WILMINGTON, NC 28401
(828)733-1733

LINE TABLE		
LINE #	BEARING	DISTANCE
L1	N41°25'39"W	11.85'
L2	N20°46'54"W	21.80'
L3	N00°12'50"E	54.21'
L4	N37°10'09"W	33.60'
L5	N64°54'41"W	35.19'
L6	S79°55'11"W	33.95'
L7	N76°34'19"W	27.84'
L8	N71°36'29"W	30.33'
L9	S66°23'31"W	30.20'
L10	S73°22'05"W	30.85'
L11	S79°08'31"W	30.31'
L12	S65°08'08"W	33.94'
L13	S66°01'46"W	33.29'
L14	S57°15'48"W	27.07'
L15	N80°13'35"W	32.55'
L16	N74°29'39"W	34.07'

HARBOR DEVELOPMENT CORP
PARCEL #20400039
DB 779 PG 572
TRACT 68 & PORTION OF 70
PB U PG 9

IRF

S74°30'57"E
399.97'

IRF

PARCEL #2040002101
6.44 ACRES

HARBOR DEVELOPMENT CORP
PARCEL #20400020
DB 779 PG 572
TRACT 21
PB U PG 9

HARBOR DEVELOPMENT CORP
PARCEL #20400022
PORTION OF TRACT 23
PB U PG 9



N15°36'41"E
774.42'

S15°36'39"W
747.47'

NCGS "ROAD" FOUND
NC GRID COORDINATES
N=80,010.8'
E=2,270,524.58'
NAD83/2011
U.S. SURVEY FEET

S83°18'43"E
5564.53'
(GRID TIE)
N.T.S.

POINT OF BEGINNING
NC GRID COORDINATES
N=79,362.87'
E=2,276,051.22'
NAD83/2011
U.S. SURVEY FEET

TOWN OF ST. JAMES
PARCEL #20400021
DB 2670 PG 1125
TRACT 22
PB 88 PG 113

Signed by:

Alan Allbert

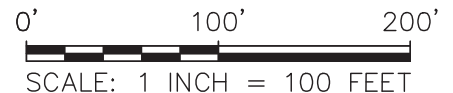
7020255C450A4DB...

ALAN H. ALLBERT
NORTH CAROLINA PLS # L-3738

NOTES:

1. THIS SKETCH IS FOR ILLUSTRATION PURPOSES OF LEGAL DESCRIPTION ONLY, THIS IS NOT A BOUNDARY SURVEY OF THE PARCEL

THIS MAP MAY NOT BE A CERTIFIED SURVEY AND HAS NOT BEEN REVIEWED BY A LOCAL GOVERNMENT AGENCY FOR COMPLIANCE WITH ANY APPLICABLE LAND DEVELOPMENT REGULATIONS AND HAS NOT BEEN REVIEWED FOR COMPLIANCE WITH RECORDING REQUIREMENTS FOR PLATS (G.S. 47-30(n))



Proposed Legal Description
Parcel #2040002502

Being all of that certain tract of land lying and being situate in Smithville Townships, Brunswick County, North Carolina, and being more particularly described as follows:

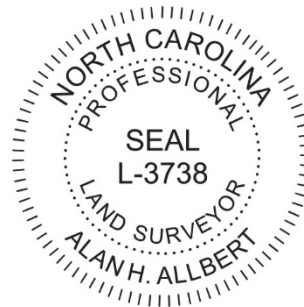
Commencing at N.C.G.S. Monument "Road" having coordinates of N=80,010.80' and E=2,270,524.58' (NAD 1983/2011) U.S. Survey feet. Thence, S 75°57'17" E, 7,576.73' to the Point of Beginning, said point being an iron rebar found in the northern right-of-way of NC Highway 211 as shown on NC DOT Project R-5021, said iron rebar having coordinates of N=78,172.01' and E=2,277,874.90' (NAD 1983/2011) U.S. Survey feet.

Thence from said point of beginning, S 08° 15' 19" W, 19.47' to a point; thence, N 15° 45' 43" W, 198.76', to a point; thence, N 86° 24' 09" E, 82.66' to a point; thence, S 08° 15' 19" W, 179.06' to the point of beginning, containing 0.184 acres.

All bearings being relative to N.C. Grid North (NAD 1983/2011), and all distances being NC grid distances.

Signed by:

7020255C450A4DB...



Alan H. Allbert

North Carolina PLS #L-3738

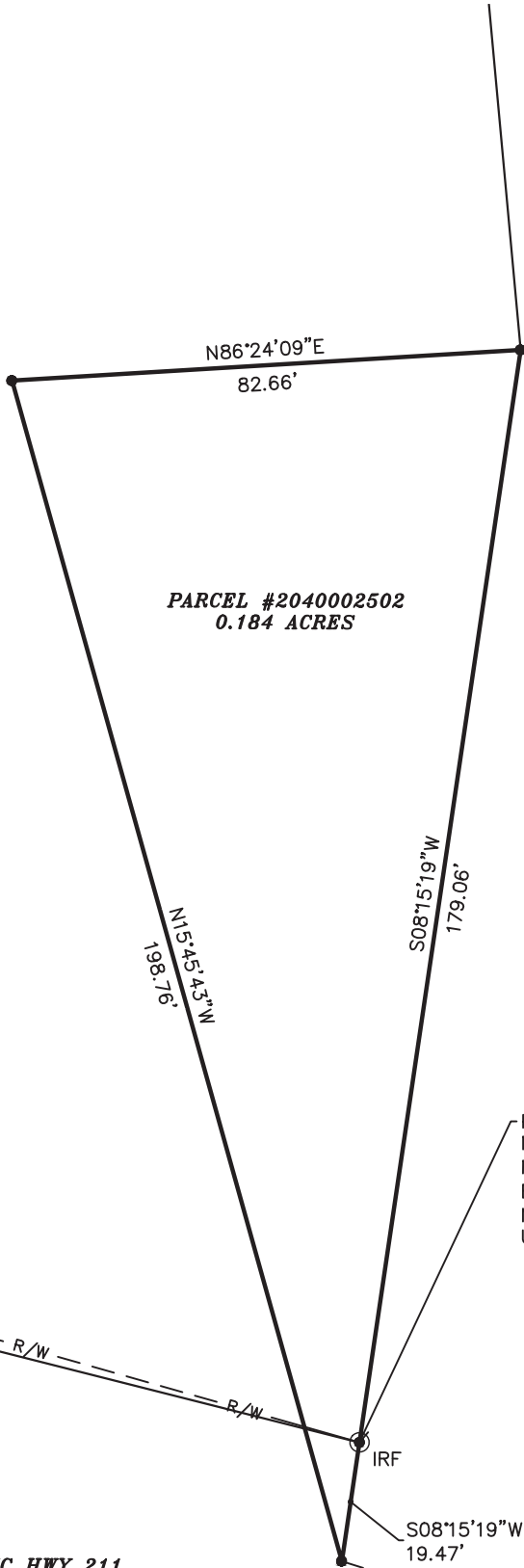
PARCEL 2040002502 SKETCH

TC²

ENGINEERING, PLLC

NC COL P-1264

201 N FRONT STREET
SUITE 108
WILMINGTON, NC 28401
(828)733-1733



HARBOR DEVELOPMENT CORP
PARCEL #20400025
DB 779 PG 572
TRACT 26
PB U PG 9

PARCEL #2040002502
0.184 ACRES

GENERATIONS CHURCH
PARCEL #2040002501
DB 3964 PG 428
TRACT B & C
PB 103 PG 74

NCGS "ROAD" FOUND
NC GRID COORDINATES
N=80,010.8'
E=2,270,524.58'
NAD83/2011
U.S. SURVEY FEET

POINT OF BEGINNING
NC GRID COORDINATES
N=78,172.01'
E=2,277,874.90'
NAD83/2011
U.S. SURVEY FEET

S75°57'17"E
7576.73' (GRID TIE)
N.T.S.

NC HWY 211
NC DOT PROJECT R-5021

Signed by:

Alan Allbert

7020255C450A4DB...
ALAN H. ALLBERT
NORTH CAROLINA PLS # L-3738

NOTES:

THIS MAP MAY NOT BE A CERTIFIED SURVEY AND HAS NOT BEEN REVIEWED BY A LOCAL GOVERNMENT AGENCY FOR COMPLIANCE WITH ANY APPLICABLE LAND DEVELOPMENT REGULATIONS AND HAS NOT BEEN REVIEWED FOR COMPLIANCE WITH RECORDING REQUIREMENTS FOR PLATS (G.S. 47-30(n))

1. THIS SKETCH IS FOR ILLUSTRATION PURPOSES OF LEGAL DESCRIPTION ONLY, THIS IS NOT A BOUNDARY SURVEY OF THE PARCEL

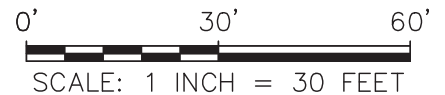


EXHIBIT C
Concept Plan

[Attached]

EXHIBIT E

Agent Authorization by Town

[Attached]



AUTHORITY FOR APPOINTMENT OF PERSON
TO ACT ON MY BEHALF

The undersigned the Town of St. James ("the Town") does hereby appoint Harbor Development Corp., Canal Associates, LLC, D. R. Development Corporation, and Ward and Smith, P.A. (collectively, "Agents"), to act on its behalf for the purpose of petitioning, applying, and otherwise interacting with the Town for: a) all applications, approvals, and permits relating to any Rezoning (including without limitation any Conditional Zoning) associated with the real property off of Southport-Supply Road (NC 211) with Brunswick County Parcel ID 2040002101 ("Property") and b) appeals to any applicable governing bodies regarding the Property or any approvals, permits, orders, or other agreements related thereto.

The Town does hereby covenant and agrees that the Agents have the authority, without limitation, to do the following acts for and on behalf of the Town:

- (1) To submit proper petitions or applications and the required supplemental materials;
- (2) To appear at public meetings, legislative hearings, and quasi-judicial hearings to give testimony, make commitments on behalf of the Town, and to accept conditions or recommendations regarding the Property; and
- (3) To act on the Town's behalf without limitation with regard to any and all things directly or indirectly connected with or arising out of any petition, application, approval, permit, or agreement.

This appointment agreement shall continue in effect until the final disposition of the petition(s), application(s), permit(s), or approval(s) submitted in conjunction with this appointment and the final disposition of any final appeals related thereto.

-Signature on Following Page-

Appointees' Contact Information:

Ward and Smith, P.A.
127 Racine Drive
Wilmington, NC 28403
sbf@wardandsmith.com
910-794-4800

Harbor Development Corp., a North Carolina corporation
821 Oak Ridge Drive,
Eden, NC 27288

Canal Associates, LLC, a North Carolina limited liability company
4006 St. James Drive,
Southport, NC 28461

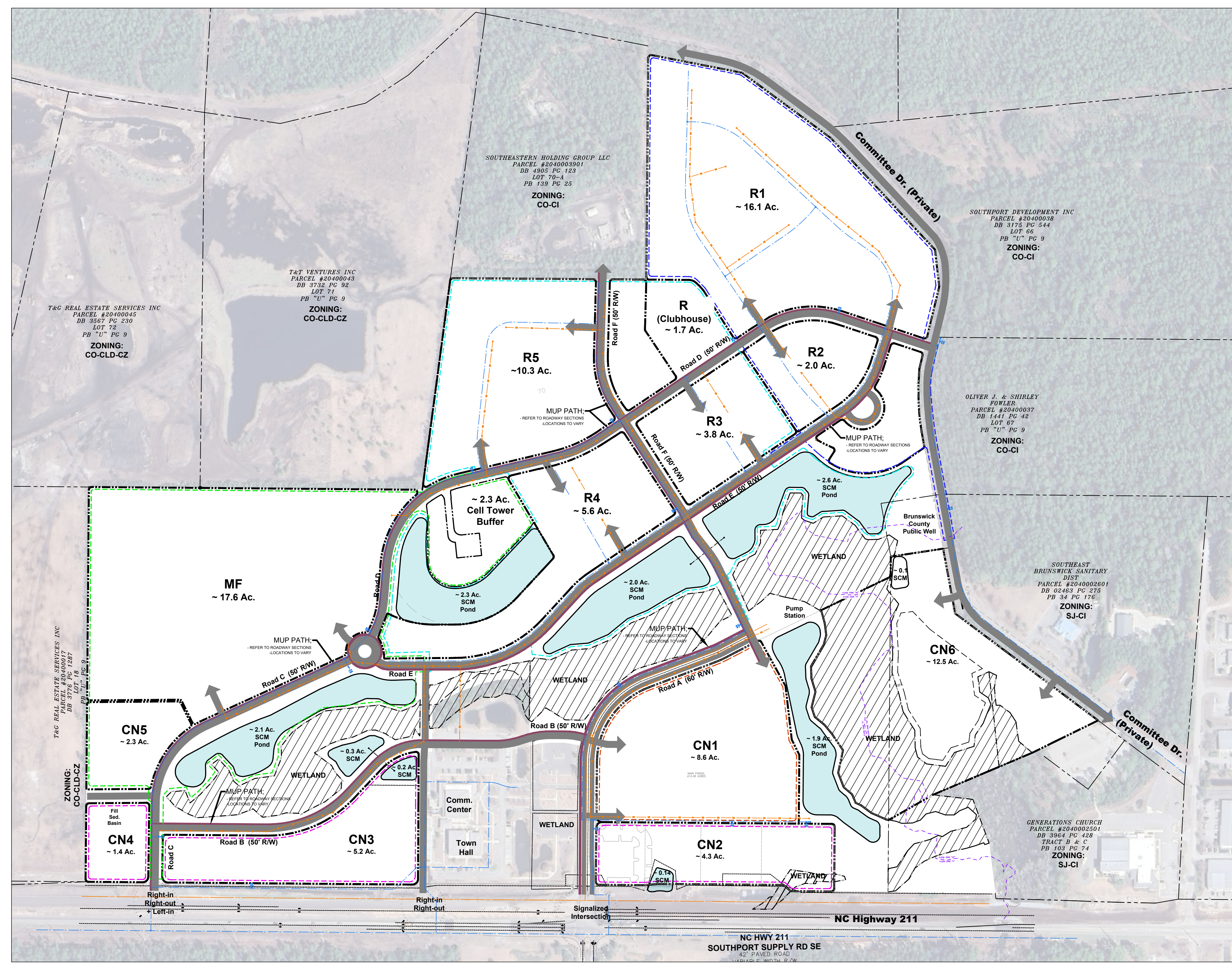
D. R. Development Corporation, a North Carolina corporation
515 S. Kennedy Avenue,
Eden, NC 27288

TOWN OF ST. JAMES

By:  _____

Name: Jean R. Toner

Title: Mayor



Concept Plan E
Scale: 1" = 200'

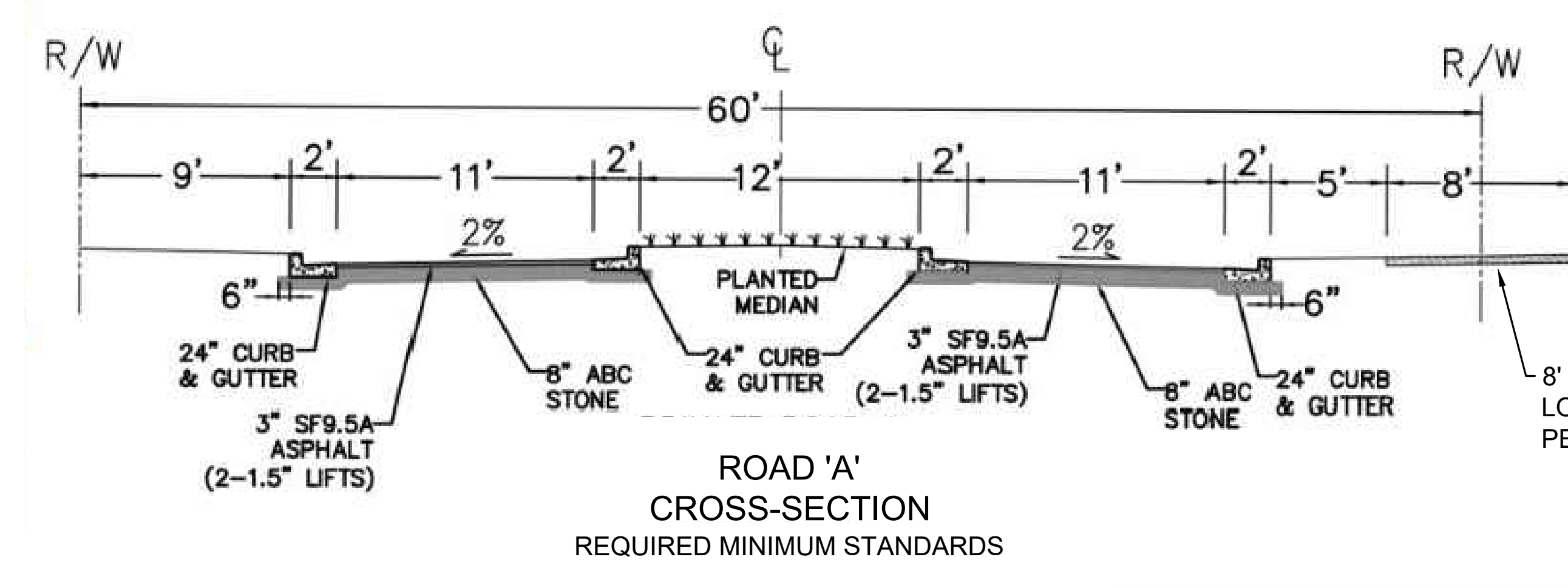
Site Data	
Property Owner	Harbor Development Corp ETALS Canal Associates LLC D.R. Development Corporation
Site Address	Southport Supply Road
PIN #	20400018, 20400019, 20400020, 20400040, 20400039, 20400025, 20400024, 20400023, 2040002201, 20400022, 20400058, 2040002502, 2040002101
Acreage	142.03 AC
Existing Zoning	Brunswick County - Commercial-Low Density (CO-CLD), Commercial Intensive District (SI-CI), Commercial Low-Density District (SI-CLD)
Proposed Zoning	Creative Zoning Conditional District (CZ-CD)
Proposed Maximum Density	1,902 Units
Estimated Population Density Range (over total acreage)	10 people/acre to 28 people/acre
Estimated Densities per Type of Use	Multifamily Area: Potential range from 10 units/acre to 29 units/acre Residential Areas: Potential range from 12 units/acre to 36 units/acre Commercial Areas (gross square footage/acre): Potential range from 21,865 gs/acre to 34,986 gs/acre
Recreation Space Required	14.2 Acres
Street Perimeter Buffer	Active: 3.55 Acres Passive: 10.65 Acres
Development Perimeter Buffer	10' Buffer to Collector and Thoroughfare Street R/W
Connectivity Ratio	None Required 0.60

Multi-Family Standards	
Minimum Lot Size	Minimum Number of Acres: None
Minimum Lot Dimensions	Minimum Lot Dimensions (SF): None
Frontage for the First Structure	60'
Minimum Setbacks	Front Yard: 25' Rear Yard: 20' Side Yard: 10' and 20' between buildings Street Side Yard: 15'
Maximum Height	Principal Building: 50' Max Height with 1 to 1 Setbacks: 75'

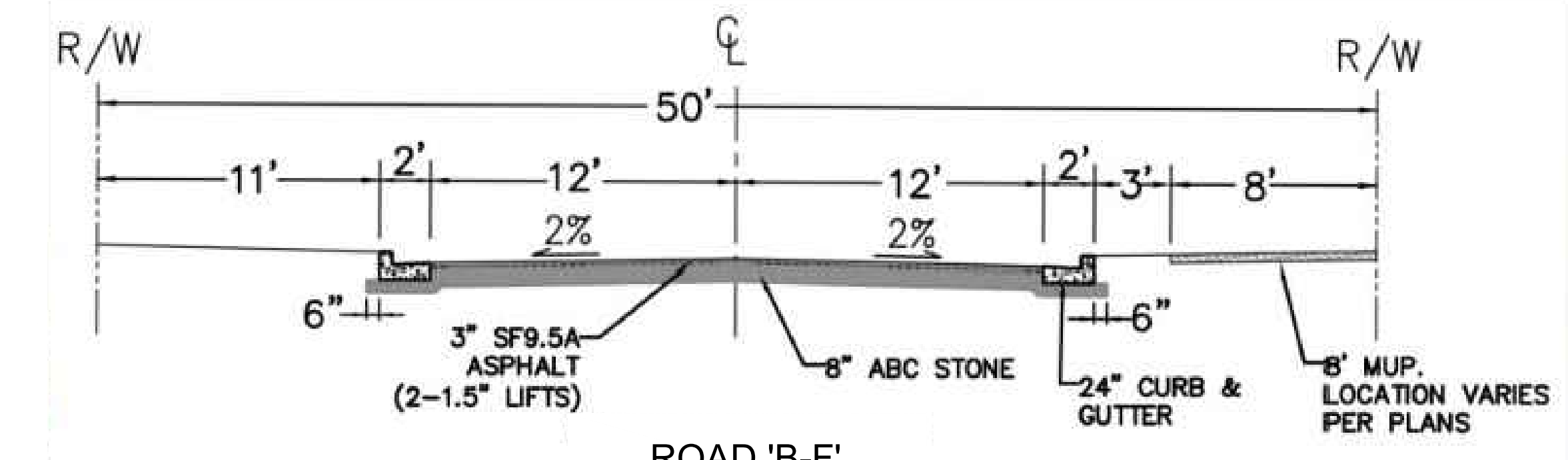
All Residential Standards, Except Multi-family		
Minimum Lot Size	Townhouse, Duplex, Triplex, and Quadplex - up to Seven Attached Units	Single-Family
Minimum Lot Dimensions (SF)	None	None
Frontage at the Setback Line	22'	40'
Frontage at the Setback Corner Lot	20'	35'
Frontage in a Cul-de-sac (Curb Width)	20'	20'
Minimum Setbacks	Front Yard: 20' Rear Yard: 15' Side Yard: 5'	Front Yard: 12' Rear Yard: 10' Side Yard: 5'
Maximum Height	Principal Building: 50' Max Height with 1 to 1 Setbacks: 75' Accessory Building Height: 50% less than Principal Building	Principal Building: 40'

Commercial Neighborhood Standards	
Minimum Lot Size	Minimum Lot Area (SF): None
Frontage at Setback Line	75'
Minimum Setbacks	Front Yard: 15' Rear Yard: 6' Side Yard: 5' Street Side Yard: 10'
Maximum Height	Maximum Height for Commercial Areas: The maximum height permitted is 60' for all principal commercial buildings; however, for each additional two (2) feet of setback added, an additional one (1) foot in height can be added to said maximum.

Site Data C
Scale: 1" = 200'



ROAD 'A' CROSS-SECTION
REQUIRED MINIMUM STANDARDS

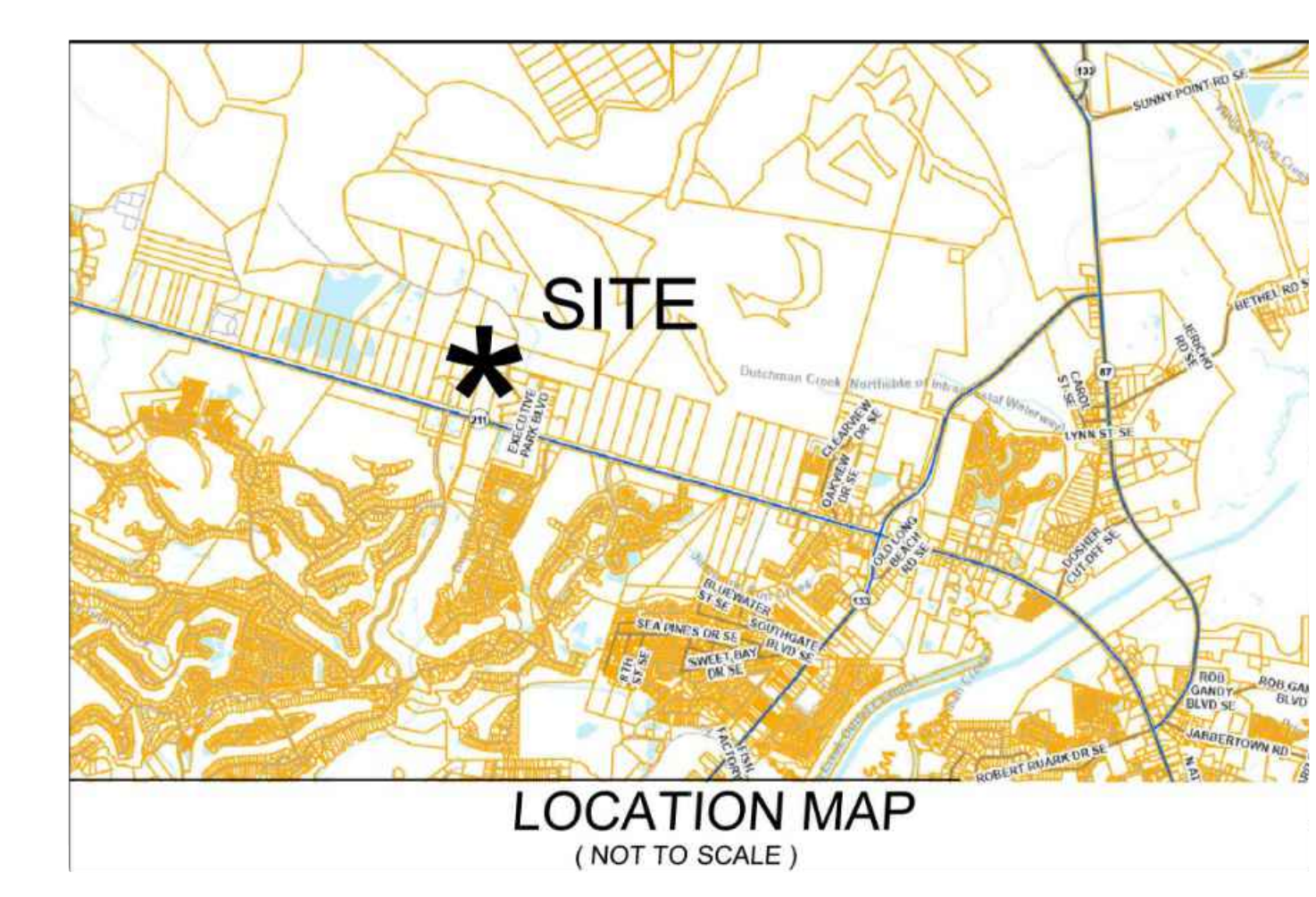


ROAD 'B-F' CROSS-SECTION
REQUIRED MINIMUM STANDARDS

Roadway Sections B
Scale: 1" = 5'

NOTE:
- List of Development Conditions to be inserted at later date pending final agreement

Estimated Phasing (subject to change - actual construction schedule not bound by these estimates):	
Multifamily areas:	Construction begins around 2027 and completion around 2031
Other residential areas:	Construction begins around 2026 and completion around 2030
Commercial areas: CN1 and CN2: CN3, CN4, CN5, & CN6:	Construction begins around 2026 and completion around 2030 Construction begins around 2026 and completion around 2032

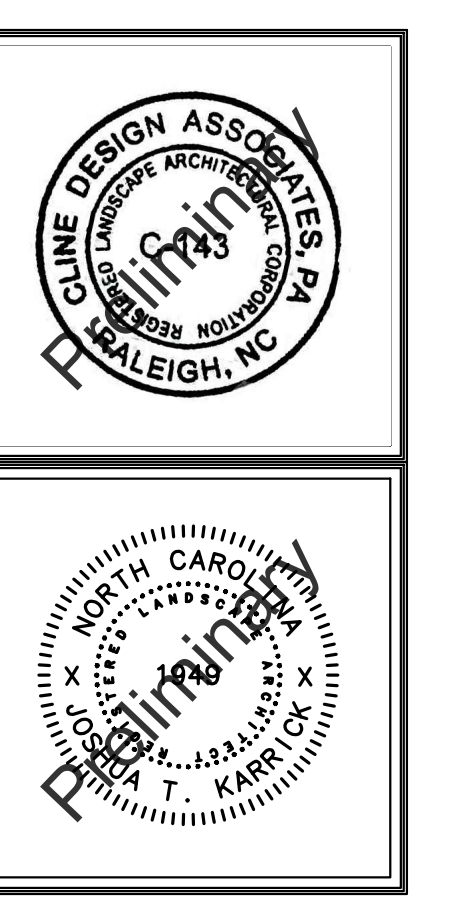


LOCATION MAP
(NOT TO SCALE)

Conditions & Notes F
Scale: 1" = 100'

Estimated Phasing D

Key Map A



PROJECT:	024007
DATE:	01.29.2026
REVISIONS:	[DATE]
DRAWN BY:	TC
CHECKED BY:	JK
CONCEPT PLAN	

Exhibit 3 : Planning Board Approved Conditions (11-12-2025)

1. Consistency with Concept Plan. The Development shall be generally consistent with the Concept Plan attached as Exhibit C, subject to the terms of this Exhibit D and any Development Agreement entered into between the Town and the Developer. All uses compliant with the foregoing shall only be reviewed by the Town at a staff level by the UDO Administrator. Planning Board and/or Town Council review and approval of subsequent site plans for uses that are consistent with the Concept Plan shall not be required.-
2. Flexibility in Development. So long as the overall residential unit count does not exceed 1,902 units inclusive of upper story residential uses, the Developer may alter the type and location of uses within the Property subject to approval by the UDO Administrator, but without the need for additional approval from the ~~the Town (including the~~ Town Planning Board and Town Council); provided that the Developer agrees that the areas labeled CN1, CN2, CN3, ~~and~~ CN4, and CN6 on the Concept Plan shall remain commercial areas (with such uses as permitted in the column labeled "Commercial Areas" on the Proposed Uses Table in Exhibit A to the conditional zoning applications for the Property, including without limitation upper story residential dwellings). Further provided that the CN5 area may ~~be relocated only within the other CN areas and the MF area and the multi-family is permitted to relocate into the CN5 Area~~ include uses identified in the MF column of the table of uses. Further provided the R designated areas are to be used for single-family, duplex, and townhome residential. Within the CN6 area, government uses and facilities may be permitted.
3. Sales and Marketing. The Developer shall be allowed to organize, sponsor, host, and undertake various sales, marketing, community, and special events. Without limitation, the Town shall allow the Developer to maintain construction and sales offices associated with the Development.
4. Parking Space Width/Drive Aisles. Notwithstanding UDO Section 9.1.5(E), the minimum width of standard 90-degree parking spaces shall be reduced from ten feet (10') to nine feet (9') throughout the Project. Additionally, minimum drive aisle width is twenty-four feet (24') wide for 90-degree parking.
5. Parking Area Interior Landscaping. Notwithstanding UDO Section 10.9.3(C), the requirement for a ten-foot (10') landscaped median every one hundred thirty feet (130') within parking areas exceeding forty thousand square feet (40,000 SF) shall not be applicable. The Developer shall not be required to provide such landscaped medians within parking areas exceeding

40,000 square feet.

6. Street Buffer Widths. Notwithstanding UDO Sections 10.8.8 and 10.8.9, the required street buffer widths along Collector, Thoroughfare, and Arterial streets, including along N.C. 211 and Committee Drive, shall be reduced from twenty feet (20') to ten feet (10') (for both commercial and residential areas, including multifamily areas), provided that the buffer area shall remain landscaped consistent with the intent of the UDO.
7. Street Right-of-Way Width. Notwithstanding UDO Section 12.8.1(C)(1)(a), the minimum right-of-way width for Collector streets shall be reduced from seventy feet (70') to sixty feet (60'), and the minimum right-of-way width for all other streets shall be reduced to fifty feet (50').
8. Uniform Setback Standards for Attached Residential Dwellings. Notwithstanding the definitions and dimensional requirements otherwise applicable under the UDO, duplex, triplex, and quadplex residential buildings within the Development shall be subject to the same setback requirements as single-family attached dwellings. Accordingly, such structures shall be permitted a minimum side setback of five feet (5') and a minimum separation of ten feet (10') between principal buildings, including any uncovered porches, steps, eaves, gutters, and HVAC equipment. The side setbacks and minimum building separation described herein shall be measured on an absolute basis to all above ground aspects of the respective structures and must remain unoccupied and unobstructed from the ground upward.
9. Multi-Family Parking Requirements. Notwithstanding the requirements of UDO Section 9.1.6, which mandate two (2) parking spaces per dwelling unit plus three (3) additional spaces per multi-family structure (including triplexes and quadplexes), the Development shall provide parking for multi-family residential units at a minimum ratio of one and eight-tenths (1.8) spaces per dwelling unit.
10. Single-Family and Duplex Parking Requirements. Notwithstanding the provisions of UDO Section 9.1.6 requiring two (2) parking spaces per dwelling unit, parking spaces that are provided within garages or otherwise integral to the principal residential structure shall be counted toward the minimum required parking space count.
11. Commercial Parking. Notwithstanding Section 9.1.6 of the UDO, with regard to the commercial areas of the development, the minimum parking required for all uses is one (1)

space per two hundred square feet (200sf) of gross enclosed floor area. Additionally, there is no maximum parking requirement for the commercial areas.

12. Minimum Lot Width and Corner Lot Standard. Notwithstanding UDO Section 12.7.3(E), the minimum lot width for single-family detached lots within the Development shall be forty feet (40'). The Town agrees that corner lots shall not be required to increase to one and one-half (1.5) times the minimum required lot size, provided that all such lots comply with the applicable front and side setback requirements established for the zoning district.

13. Stormwater Management Standards. The design and construction of the stormwater management system for the Development shall be in compliance with NCDEQ Water Quality Regulations and the Brunswick County pre-development/post-development Stormwater attenuation for the two (2) year, ten (10) year, ~~and~~ twenty-five (25) year storms, as well as for a storm event equivalent to a minimum of 12 inches of storage over a 24-hour period ~~as those standards existed as of September 19, 2022.~~ Compliance with the foregoing standards shall be deemed to satisfy the Town's stormwater management requirements for the Development.
(Applicant has not yet agreed but understands that is the recommendation).

14. Tree Preservation and Timbering Activities. The Development shall not be subject to any tree preservation standards or similar requirements, including, without limitation UDO Section 10.3, 10.4, and 10.10. Accordingly, the Developer shall be permitted to conduct timbering and clearing activities on the portions of the property to be developed prior to commencement of construction without the need for any approvals from the Town. Notwithstanding the foregoing, for the areas labeled CN2, CN3, and CN4 on the Concept Plan, Developer agrees to retain twenty-five (25) feet of the existing vegetation along N.C. 211 until such time as the earliest approval of the first site plan for construction for CN1, CN2, CN3, or CN4. Notwithstanding the foregoing, the areas of delineated wetlands on the property, ~~expressly~~ excepting any areas subject to approved impacts thereof, shall be left in a materially natural condition, and commercial reasonable effort shall be made to preserve the existing trees in those areas. Furthermore, prior to tree clearing activities on the site, the landowner shall provide notice to the Town Administrator. Within the MF and R-designated areas, twelve (12) inches of trees, measured diameter at breast height (DBH), are to be retained outside of the wetland areas, or planted per residential dwelling unit, cumulative for all of the Residential areas. Trees preserved within the wetland areas identified by cross hatching shall not be counted towards the 12 inches of tree per residential unit. The cumulative number of trees may be located anywhere within the R and MF designated areas and shall be identified as preserved or planted trees on applicable site plans, tree surveys, or preliminary plats. Planted trees shall be installed at a minimum of one (1) inch diameter at breast height (DBH). Any such planted trees shall be installed prior to certificate of occupancy for each respective

residential dwelling unit. Preserved or retained trees must be identified as part of the subsequent administrative approvals which shall include a site plan or preliminary plat. Planted trees must tracked based on certificates of occupancy in 50-unit increments. For example, if 50 residential units receive a certificate of occupancy and are to be utilized for tree planting credit purposes, then a total of 600 inches of new tress shall be installed prior to the issuance of the 50th certificate of occupancy.

~~Recommendation that an additional tree removal plan be submitted prior to commencing (Applicant not in agreement).~~

15. Building Façade Design (UDO Section 9.4).

- A. Façade Orientation and Enhancement. Notwithstanding the requirements of UDO Section 9.4(C), only those façades directly facing a public street right-of-way at the time of site plan approval and that function as a primary frontage shall be required to include architectural enhancements and front-façade treatments. Side or rear façades shall not be subject to the same architectural enhancement requirements, unless the side or rear façade face a public street right-of-way.
- B. Façade Modulation and Wall Articulation. The limitation on continuous unbroken building façades exceeding thirty-five feet (35') in length, and the associated requirement for projections or recesses in UDO Section 9.4(D), shall apply only to façades that directly face a public street at the time of site plan approval and are classified as a collector or higher. Side and rear façades shall not be subject to this modulation requirement.
- C. Transparency Requirement. Notwithstanding the requirements of UDO Section 9.4(E) regarding transparency of the first-floor façade, for commercial buildings with over 25,000 gross square feet, a minimum transparency of eleven percent (11%) calculated at 12ft above grade will be required on the first-floor façade.

16. Rooftop Equipment Screening. The requirement for rooftop mechanical or HVAC equipment to be screened by a parapet wall or other enclosure extending to a height of the equipment plus six inches (6") in UDO Section 9.9.2(A) shall be interpreted and applied based upon reasonable line-of-sight analysis. Where the rooftop equipment is not visible from the ground at adjacent public rights-of-way or adjoining properties, additional parapet height shall not be required. A perspective sight-line study demonstrating the equipment's visual screening shall be acceptable in lieu of physical screening extensions.

17. Signage. The following specifications shall apply notwithstanding the provisions of UDO Section 11:

- A. Wall Signage – Grocery Store. Notwithstanding the limitation of one (1) wall sign per

building, any grocery store use shall be permitted to install four (4) wall signs.

- B. Wall Signage – Retail/ Restaurant and End-Cap Buildings. Multi-tenant buildings three (3) stories or less shall be permitted one (1) wall sign per tenant, consistent with UDO Section 11 standards. End-cap tenants and freestanding commercial buildings (other than the grocery store described above) shall be permitted wall signage on up to three (3) building elevations, provided that the combined area of all wall signage on a given building does not exceed ten percent (10%) of the designated primary wall area.
 - C. Freestanding Monument Signs. The Development shall be permitted at least three (3) freestanding monument project signs along Highway 211, including one at each entrance, subject to minimum separation of five hundred feet (500'). Each monument sign may contain up to one hundred ten (110) square feet per side and a total height not to exceed eighteen feet (18'). Additionally, at least one (1) freestanding monument sign shall be allowed on Committee Drive not to exceed ten (10) feet in height and forty-five (45) square feet of sign area per side.
 - D. Separate monument signs shall also be permitted on each commercial outparcel, each sign not to exceed ten (10) feet in height and forty-five (45) square feet in area per side.
18. Lighting Fixture Heights. In accordance with UDO Section 15.1.5.3, lighting fixtures located within parking areas may have a maximum height of forty feet (40'). Fixtures within non-vehicular pedestrian areas shall have a maximum height of fifteen feet (15'). For purposes of this standard, "non-vehicular pedestrian areas" shall mean sidewalks, plazas, or other areas primarily intended for pedestrian use and not used for vehicle access or parking. Internal drive aisles serving retail buildings shall be considered vehicular areas for lighting purposes.
19. Site Lighting for Commercial Areas. Notwithstanding the UDO, the following design criteria may apply to the commercial areas of the Property, in Developer's sole discretion:
- A. All shopping center lighting shall initially be LED.
 - B. Developer shall be allowed a minimum foot-candle level at any location in the shopping center of 3 foot-candles LED (minimum maintained).
 - C. At Developer's option, maximum to minimum ratio to be no greater than 5:1 for LED, with no point greater than 15 foot-candles.
 - D. At Developer's option, maximum average to be no greater than 6.0 foot-candles.
 - E. Site lighting design may utilize fixture/lamp manufacturer's design criteria.
 - F. LED site lighting optics may utilize "reduce glare optics" and shields. All parking lighting

within the commercial areas shall use reasonably appropriate shielding to reduce the impact of light on neighboring residential properties.

G. LED fixtures may utilize 4000° K cooler temp.

H. At Developer's option, fixture mounting height to be no higher than 35 feet.

20. Double Frontage Lots. Notwithstanding Section 12.7.3.D of the UDO, double frontage residential lots shall be permitted along Committee Drive.

21. Connectivity Ratio. Notwithstanding Section 12.7.10.D of the UDO, the minimum connectivity ratio shall be 0.60 for the Development.

~~21-22.~~ Maximum Height for Commercial Areas. The maximum height permitted is 60' for all principal commercial buildings; however, for each additional two (2) feet of setback added, an additional one (1) foot in height can be added to said maximum up to seventy five (75) feet.

~~22-23.~~ Minimum Stacking Space – Commercial. Notwithstanding Section 9.1.8.C.1 of the UDO, stacking spaces shall be a minimum of eight (8) feet in width by twenty-two (22) feet in length.

~~23-24.~~ Loading Spaces – Commercial. Notwithstanding Section 9.1.9.J of the UDO, the required number of loading spaces for 0 sf (gross floor area) - 7,000 sf (gross floor area) buildings is zero (0) and the required number of loading spaces for 7,001 sf (gross floor area) - 39,999 sf (gross floor area) buildings is one (1).

~~24-25.~~ Drive Thru Facilities. For the avoidance of doubt, drive thru facilities shall be permitted by right in the commercial areas and shall not be subject to any conditions, including without limitation Sections 8.30.1, 8.30.5, and 8.30.6 of the UDO.

~~25-26.~~ Intersections. Notwithstanding Section 12.8.1.D.2 of the UDO, no more than four (4) offset intersections shall be allowed for the residential areas (including without limitation the multifamily areas) of the Development (without the need for additional approvals or exceptions), provided that the minimum length between centerlines shall be fifty (50) feet where separate intersections cannot be aligned. All other intersections shall have a minimum length of two hundred (200) feet between survey centerlines.

27. Future Connections/Blocks. Section 12.7.10.C.2.a of the UDO shall not apply to the Property; provided that at least one future connection is required for every 2,500 linear feet on any single side of the proposed Development. **No Changes.**

26. Multifamily Use. Notwithstanding anything to the contrary in the UDO, including without limitation Appendix I, up to (and including) seven (7) residential units may be grouped in a single building without being considered a multifamily product or being subject to multifamily development standards for zoning purposes. For the avoidance of doubt, this condition provides for allowance of townhome structures including up to seven (7) units in the “R” designated areas.
27. Multi-Use Path. A Multi- Use Path shall be installed and maintained on one side of each of the roads labeled A, B, C, D, and E on the Concept Plan. The location of the Multi-Use Path shown on the Concept Plan is a current approximation and is subject to change by the Developer, including without limitation through relocation to opposite sides of the roads.
28. Underground Fuel Tanks. Within the CN1, CN2, CN3, CN4, and CN5 areas shown on the Concept Plan, no underground fuel storage tanks of the type used in connection with the sale of fuel shall be permitted. Any fuel storage associated with permitted uses in those areas shall be located above ground. This limitation shall not apply to utilities fuel storage for use on the subject site similar to propane used for heat, cooking, or other direct to the property uses, provided such installations comply with all applicable building, fire, and environmental codes.

Exhibit B

Exhibit B to Draft Development Agreement

The Following Replaces the List of Conditions on Exhibit D on the Initial Zoning Application and Rezoning Application, and Shall Hereinafter Be Referred to as the "List of Conditions":

1. Development of Property. The development of Brunswick County parcel numbers: 20400018, 20400019, 20400020, 2400040, 20400039, 20400025, 20400024, 20400023, 2040002201, 20400022, 20400058, 2040002502, and 2040002101 (collectively, the "Property") by Harbor Development Corp., a North Carolina corporation, CANAL ASSOCIATES, LLC, a North Carolina limited liability company, and D.R. DEVELOPMENT CORPORATION, a North Carolina corporation, as applicable in each context, including their successors and assigns (collectively referenced herein as, the "Developer") shall
 - (a) adhere to the Developer's Concept Plan for the Property dated _____ a copy of which is attached hereto as **Exhibit 1** and incorporated herein by reference ("Concept Plan");
 - (b) be subject to this List of Conditions; and
 - (c) be consistent with and governed by the Development Agreement sought to be entered into by and between the Town of St. James ("Town") and the Developer ("Development Agreement").

Said development of the foregoing Property, performed consistent with the foregoing referenced and incorporated documents, shall hereinafter be referred to as the "Development."

Subject to the terms set forth herein as well as the terms of the Concept Plan and the Development Agreement (if entered into by Town and Developer), the Developer's application for development permits for the Development of the Property which are consistent with uses set forth in the foregoing shall only be reviewed by the Town at a staff level by the Town's Unified Development Ordinance ("UDO") Administrator. The Town's Planning Board and/or Town Council review and approval of subsequent site plans for uses that are consistent with these terms, the Concept Plan, and the Development Agreement (if entered by Town and Developer) shall not be required.

2. Flexibility in Development. So long as the overall residential unit count does not exceed 1,902 residential dwelling units inclusive of upper story residential uses, the Developer may alter the location of the approved uses within the Property, subject to confirmation by the Town's UDO Administrator of consistency with these conditions and the Development Agreement, said confirmation not to be unreasonably withheld, conditioned or delayed, and without the need for additional approval from the Town Planning Board and Town Council; provided that the Developer agrees and the Town requires that the areas labeled CN1, CN2, CN3, CN4, and CN6 on the Concept Plan shall remain commercial areas (with such uses as permitted in the column labeled "Commercial Areas" on the Proposed Uses Table in Exhibit A to the conditional zoning

applications for the Property, as attached hereto as **Exhibit 2** and incorporated herein by reference, including without limitation upper story residential dwellings). Further provided that the CN5 area may include uses identified in the MF column of the table of uses. Further provided the “R” designated areas shall be used for single-family, duplex, and townhome residential. Within the CN6 area, government uses and facilities may be permitted.

3. Sales and Marketing. The Developer shall be allowed to organize, sponsor, host, and undertake various sales, marketing, community, and special events. Without limitation, the Town shall allow the Developer to maintain construction and sales offices associated with the Development.
4. Parking Space Width/Drive Aisles. Notwithstanding the Town’s UDO Section 9.1.5(E), the minimum width of standard 90-degree parking spaces shall be reduced from ten feet (10’) to nine feet (9’) throughout the Project. Additionally, minimum drive aisle width is twenty-four feet (24’) wide for 90-degree parking.
5. Parking Area Interior Landscaping. Notwithstanding the Town’s UDO Section 10.9.3(C), the requirement for a ten-foot (10’) landscaped median every one hundred thirty feet (130’) within parking areas exceeding forty thousand square feet (40,000 SF) shall not be applicable. The Developer shall not be required to provide such landscaped medians within parking areas exceeding 40,000 square feet.
6. Street Buffer Widths. The required street buffer provisions of the Town’s UDO Sections 10.8.8 and 10.8.9, shall only apply to Roads A through E on the Concept Plan, and in such areas and along N.C. Hwy. 211, Committee Drive, and any other roadways bordering the development, any required street buffer shall be reduced from twenty feet (20’) to ten feet (10’) provided that the buffer area shall remain landscaped consistent with the intent of the Town’s UDO.
7. Street Right-of-Way Width. Notwithstanding the Town’s UDO Section 12.8.1(C)(1)(a), the minimum right-of-way width for Collector streets shall be reduced from seventy feet (70’) to sixty feet (60’), and the minimum right-of-way width for all other streets shall be reduced to fifty feet (50’).
8. Uniform Setback Standards for Attached Residential Dwellings. Notwithstanding the definitions and dimensional requirements otherwise applicable under the Town’s UDO, duplex, triplex, and quadplex residential buildings within the Development shall be subject to the same setback requirements as single-family attached dwellings. Accordingly, such structures shall be permitted a minimum side setback of five feet (5’) and a minimum separation of ten feet (10’) between principal buildings, including any uncovered porches, steps, eaves, gutters, and HVAC equipment. The side setbacks and minimum building separation described herein shall be measured on an absolute basis to all above ground aspects of the respective structures and must remain unoccupied and unobstructed from the ground upward.
9. Multi-Family Parking Requirements. Notwithstanding the requirements of the Town’s UDO Section 9.1.6, which mandate two (2) parking spaces per dwelling unit plus three (3) additional spaces per multi-family structure (including triplexes and quadplexes), the Development shall

provide parking for multi-family residential units at a minimum ratio of one and eight-tenths (1.8) spaces per dwelling unit.

10. Single-Family and Duplex Parking Requirements. Notwithstanding the provisions of the Town's UDO Section 9.1.6 requiring two (2) parking spaces per dwelling unit, parking spaces that are provided within garages or otherwise integral to the principal residential structure shall be counted toward the minimum required parking space count.
11. Commercial Parking. Notwithstanding Section 9.1.6 of the Town's UDO, with regard to the commercial areas of the Development as identified above in Section 2 and with such uses as permitted in the column labeled "Commercial Areas" on the Proposed Uses Table in Exhibit A to the conditional zoning applications for the Property, as attached hereto as Exhibit 2 (hereinafter "Commercial Areas"), the minimum parking required for all uses is one (1) space per two hundred square feet (200 SF) of gross enclosed floor area. Additionally, there is no maximum parking requirement for the Commercial Areas.
12. Minimum Lot Width and Corner Lot Size Standard. Notwithstanding the Town's UDO Section 12.7.3(E), the minimum lot width for single-family detached lots within the Development shall be forty feet (40'). The Town agrees that corner lots shall not be required to increase to one and one-half (1.5) times the minimum required lot size, provided that all such lots comply with the applicable front and side setback requirements established for the zoning district.
13. Stormwater Management Standards. The design and construction of the stormwater management system for the Development shall be in compliance with NCDEQ Water Quality Regulations and the Brunswick County pre-development/post-development Stormwater attenuation for the two (2) year, ten (10) year, twenty-five (25) year storms, as well as for a storm event equivalent to a minimum of 12 inches of storage over a 24-hour period. Compliance with the foregoing standards shall be deemed to satisfy the Town's stormwater management requirements for the Development.
14. Tree Preservation and Timbering Activities. The Development shall not be subject to any tree preservation standards or similar requirements, including, without limitation the Town's UDO Section 10.3, 10.4, and 10.10. Accordingly, the Developer shall be permitted to conduct timbering and clearing activities on the portions of the Property to be developed prior to commencement of construction without the need for any approvals from the Town subject to the following terms and conditions:
 - A. To the extent that any clearing shall be accomplished by open burning, Developer shall first apply for and must obtain a permit for the same from the Town;
 - B. For the areas labeled CN2, CN3, and CN4 on the Concept Plan, Developer agrees to retain twenty-five (25) feet of the existing vegetation along N.C. Hwy. 211 until such time as the Town's approval of Developer's first site plan for CN1, CN2, CN3, or CN4 which is submitted after enactment of any initial or changed zoning associated with Developer's conditional zoning applications;

C. All trees presently existing within areas of delineated wetlands on the Property shall be preserved, unless Developer applies for and obtains from the Town express authorization otherwise. Town shall permit, upon prior written notice, the Developer to remove trees from specific areas within the delineated wetlands identified by Developer in writing as reasonably necessary to install and maintain roadways and other permitted infrastructure. Trees may be removed with Town approval when located within a street right-of-way or within twenty (20) feet of the right-of-way line. Any tree with a diameter at breast height (DBH) of eight (8) inches or greater, measured at 4.5 feet above grade, that is removed outside of this area shall be subject to mitigation as provided herein. Mitigation shall be required at a ratio of one-half (0.5) inch of replacement tree caliper for every one (1) inch of tree diameter at breast height (DBH) removed, measured at 4.5 feet above grade. Replacement trees shall be planted anywhere on the Property unless otherwise approved by the Town. For example, the removal of a twenty (20) inch DBH tree would require the planting of ten (10) inches of replacement tree caliper, which could be satisfied by five (5) two-inch caliper trees or an equivalent combination approved by the Town.

D. Prior to tree clearing activities on the site, the Developer shall provide notice to the Town Manager; and

E. Developer shall preserve and/or plant new trees within the MF and R-designated areas of the Property in accordance with the following terms:

- i. Developer shall preserve and/or plant, collectively and cumulatively, six caliper inches (6") of trees, measured as set forth hereinbelow, per *each* residential dwelling unit within the Development;
- ii. Trees preserved within the wetland areas shall not be counted towards this requirement;
- iii. The preserved and/or planted trees may be located anywhere within the R and MF designated areas and shall be identified as preserved and/or planted trees by Developer as a required part of seeking administrative approval of applicable site plans, tree surveys, and/or preliminary plats;
- iv. Preserved trees shall be a minimum of one caliper inch (1") at the time of preservation as measured at diameter at breast height (DBH). Planted trees shall be a minimum of one caliper inch (1") at the time of planting, as measured six inches above the soil line; and,
- v. Certification of adherence to the preservation and/or planting of the required inches of trees shall be required along with every 50th certificate of occupancy sought by Developer, such that the 50th certificate of occupancy for a residential dwelling unit *shall not issue unless and until* Developer has demonstrated to the Town's satisfaction that a cumulative 300 inches of trees directly associated with these 50 residential dwelling units have been preserved and/or have been planted in accordance with the terms set forth herein. Likewise, the 100th certificate of occupancy for a residential dwelling unit *shall not issue unless and until*

Developer has demonstrated to the Town's satisfaction that an additional 300 inches of trees, associated with residential dwelling units 51 through 100, have been preserved and/or planted in accordance with the terms set forth herein. Said requirements for preservation, planting, and certification to continue throughout the development process such that if Developer were to develop 1,902 residential dwelling units across the Development, a total of 11,412 inches of trees shall be preserved and/or planted pursuant to these terms and conditions.

15. Building Façade Design (Town's UDO Section 9.4).

- A. Façade Orientation and Enhancement. Notwithstanding the requirements of the Town's UDO Section 9.4(C), only those façades directly facing a public street right-of-way at the time of site plan approval and that function as a primary frontage shall be required to include architectural enhancements and front-façade treatments. Side or rear façades shall not be subject to the same architectural enhancement requirements, unless the side or rear façade face a public street right-of-way.
- B. Façade Modulation and Wall Articulation. The limitation on continuous unbroken building façades exceeding thirty-five feet (35') in length, and the associated requirement for projections or recesses in the Town's UDO Section 9.4(D), shall apply only to façades that directly face a public street at the time of site plan approval and are classified as a collector or higher. Side and rear façades shall not be subject to this modulation requirement.
- C. Transparency Requirement. Notwithstanding the requirements of the Town's UDO Section 9.4(E) regarding transparency of the first-floor façade, for commercial buildings with over 25,000 gross square feet, a minimum transparency of eleven percent (11%) calculated at 12ft above grade will be required on the first-floor façade.

16. Rooftop Equipment Screening. The requirement for rooftop mechanical or HVAC equipment to be screened by a parapet wall or other enclosure extending to a height of the equipment plus six inches (6") in the Town's UDO Section 9.9.2(A) shall be interpreted and applied based upon reasonable line-of-sight analysis. Where the rooftop equipment is not visible from the ground at adjacent public rights-of-way or adjoining properties, additional parapet height shall not be required. A perspective sight-line study demonstrating the equipment's visual screening shall be acceptable in lieu of physical screening extensions.

17. Signage. The following specifications shall apply notwithstanding the provisions of the Town's UDO Section 11:

- A. Wall Signage – Grocery Store. Notwithstanding the limitation of one (1) wall sign per building, any grocery store use shall be permitted to install four (4) wall signs.
- B. Wall Signage – Retail/ Restaurant and End-Cap Buildings. Multi-tenant buildings three (3) stories or less shall be permitted one (1) wall sign per tenant, consistent with the Town's UDO Section 11 standards. End-cap tenants and freestanding commercial buildings (other than the grocery store described above) shall be permitted wall signage on up to three (3) building

elevations, provided that the combined area of all wall signage on a given building does not exceed ten percent (10%) of the designated primary wall area.

C. Freestanding Monument Signs. Developer shall be permitted to install three (3) freestanding monument project signs along N.C. Hwy. 211, including one at each entrance into the Development from N.C. Hwy. 211 as shown in the Concept Plan, subject to the requirement that there be a minimum of five hundred feet (500') of separation between the signs. Each monument sign may contain up to one hundred ten (110) square feet per side and a total height not to exceed eighteen feet (18'). Additionally, at least one freestanding monument sign shall be allowed on Developer's Property along Committee Drive, which sign shall not exceed ten feet (10') in height and forty-five (45) square feet of sign area per side.

D. Separate monument signs shall also be permitted on each commercial outparcel, each sign not to exceed ten (10) feet in height and forty-five (45) square feet in area per side.

18. Lighting Fixture Heights. In accordance with Town's UDO Section 15.1.5.3, lighting fixtures located within parking areas may have a maximum height of forty feet (40'). Fixtures within non-vehicular pedestrian areas shall have a maximum height of fifteen feet (15'). For purposes of this standard, "non-vehicular pedestrian areas" shall mean sidewalks, plazas, or other areas primarily intended for pedestrian use and not used for vehicle access or parking. Internal drive aisles serving retail buildings shall be considered vehicular areas for lighting purposes.

19. Site Lighting for Commercial Areas. Notwithstanding the Town's UDO, the following design criteria may apply to the commercial areas labeled CN1, CN2, CN3, CN4, and CN6 of the Property in Developer's sole discretion:

A. All shopping center lighting shall initially be LED.

B. Developer shall be allowed a minimum foot-candle level at any location in the shopping center of 3 foot-candles LED (minimum maintained).

C. At Developer's option, maximum to minimum ratio to be no greater than 5:1 for LED, with no point greater than 15 foot-candles.

D. At Developer's option, maximum average to be no greater than 6.0 foot-candles.

E. Site lighting design may utilize fixture/lamp manufacturer's design criteria.

F. LED site lighting optics may utilize "reduce glare optics" and shields. All parking lighting within the commercial areas shall use reasonably appropriate shielding to reduce the impact of light on neighboring residential properties.

G. LED fixtures may utilize 4000° K cooler temp.

H. At Developer's option, fixture mounting height to be no higher than 35 feet.

20. Double Frontage Lots. Notwithstanding Section 12.7.3.D of the Town's UDO, double frontage residential lots shall be permitted along Committee Drive.
21. Connectivity Ratio. Notwithstanding Section 12.7.10.D of the Town's UDO, the minimum connectivity ratio shall be 0.60 for the Development.
22. Maximum Height for Commercial Areas. The maximum height permitted is sixty feet (60') for all principal commercial buildings; however, for each additional two feet (2') of setback added, an additional one foot (1') in height can be added to said maximum up to seventy-five feet (75').
23. Minimum Stacking Space – Commercial. Notwithstanding Section 9.1.8.C.1 of the Town's UDO, stacking spaces shall be a minimum of eight feet (8') in width by twenty-two feet (22') in length.
24. Loading Spaces – Commercial. Notwithstanding Section 9.1.9.J of the Town's UDO, the required number of loading spaces for 0 sf (gross floor area) - 7,000 sf (gross floor area) buildings is zero (0) and the required number of loading spaces for 7,001 sf (gross floor area) - 39,999 sf (gross floor area) buildings is one (1).
25. Drive Thru Facilities. For the avoidance of doubt, drive thru facilities shall be permitted by right in the commercial areas and shall not be subject to any conditions, including without limitation Sections 8.30.1, 8.30.5, and 8.30.6 of the Town's UDO.
26. Intersections. Notwithstanding Section 12.8.1.D.2 of the Town's UDO, no more than four (4) offset intersections shall be allowed for the residential areas (including without limitation the multifamily areas) of the Development (without the need for additional approvals or exceptions), provided that the minimum length between centerlines shall be fifty feet (50') where separate intersections cannot be aligned. All other intersections shall have a minimum length of two hundred feet (200') between survey centerlines.
27. Future Connections/Blocks. Section 12.7.10.C.2.a of the Town's UDO shall not apply to the Property; provided that at least one future connection is required for every 2,500 linear feet on any single side of the proposed Development.
28. Multifamily Use. Notwithstanding anything to the contrary in the Town's UDO, including without limitation Appendix I, up to (and including) seven (7) residential units may be grouped in a single building without being considered a multifamily product or being subject to multifamily development standards for zoning purposes. For the avoidance of doubt, this condition provides for allowance of townhome structures including up to seven (7) units in the "R" designated areas.
29. Multi-Use Path. A Multi-Use Path shall be installed and maintained on one side of each of the roads labeled A, B, C, D, and E on the Concept Plan. The location of the Multi-Use Path shown on the Concept Plan is a current approximation and is subject to change by the Developer, including without limitation through relocation to opposite sides of the roads.

30. Underground Fuel Tanks. Within the CN1, CN2, CN3, CN4, and CN5 areas shown on the Concept Plan, no underground fuel storage tanks of the type used in connection with the sale of fuel shall be permitted. Any fuel storage associated with permitted uses in those areas shall be located above ground. This limitation shall not apply to utilities fuel storage for use on the subject site similar to propane used for heat, cooking, or other direct to the property uses, provided such installations comply with all applicable building, fire, and environmental codes.
31. Cell Tower Lease. There exists a cell tower lease burdening Brunswick County Tax Parcel 2040002101 which shall remain a permitted use within any new or changed zoning for said parcel.

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Exhibit 1 - CONCEPT PLAN

Exhibit 2 - Conditional Zoning Applications Exhibit A Proposed Uses

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Table of Uses by District

Uses shall be permitted within the Property in accordance with the following table. P = Use permitted by right; PC = Use permitted under prescribed conditions; S = Use permitted by a special use permit, with prescribed conditions; Blank = Use not allowed. Prescribed Conditions shall be subject to any relief requested elsewhere in this application (including Exhibit D).

Uses	Commercial Areas (including areas labeled CN1, CN2, CN3, CN4, CN5 and CN6 on the Concept Plan)	Multifamily Areas *All MF uses are permitted in the CN5 area on the Concept Plan	Other Residential Areas	Prescribed Conditions
Residential Uses				
Duplex Dwellings		P	P	
Multi-Family Dwellings		P		
Semi Attached Housing		P	P	
Single Family Zero Lot Line Dwellings		P	P	
Single-Family Detached Dwellings (Site Built & Modular)		P	P	
Townhouses		P	P	
Traditional House		P	P	
Upper Story Residential Dwellings (in Commercial Structure)	P	P		
Accessory Uses				
Accessory Dwelling Units		PC	PC	8.2
Accessory Uses & Structures (Customary)	P	P	P	

Home Occupations (Customary)	PC	PC	PC	8.49
Satellite Dishes, TV & Radio Antennas (Accessory)	PC	PC	PC	8.78
Solar or Thermal Panel Collector Roof Mounted	P	P	P	8.84
Solar or Thermal Panel Collector Ground Mounted	P	P	P	8.84
Swimming Pools	PC	PC	PC	8.88
Yard Sales (2 Per Year)	PC	PC	PC	8.102
Recreational Uses				
Athletic Fields	PC	PC	PC	8.5
Coin Operated Amusements	P			
Dance Schools	P			
Fraternal Clubs & Lodges	P			
Go Cart Racetracks	PC			8.43
Golf Courses, Miniature	PC			8.45
Country Club/Golf Courses	P	P	P	
Golf Driving Ranges	P			
Sports/Martial Arts Schools/Camp	P			
Physical Fitness Center	P			
Private Clubs or Recreational Facilities	P	P	P	

Parks, Passive	PC	PC	PC	
Parks, Active (With Recreational Facilities)	PC	PC	PC	
Parks, Community Garden	PC	PC	PC	
Parks, Dog Park (also called dog runs)	PC	PC	PC	
Swim Clubs	PC			8.87
Tennis Clubs	PC			8.92
Educational & Institutional Uses				
Ambulance Services	PC			8.3
Auditoriums/Community Centers	PC			8.10
Colleges/Universities	P			
Day Care Centers – Child (29 or less)	P			
Day Care Centers – Child (30 or more)	P			
Day Care Homes – Adult (5 or less, Home Occupation)	PC	PC	PC	8.29.5
Day Care Homes – Child (5 or less, Home Occupation)	PC	PC	PC	8.29.6
Fire/EMS Stations	PC			8.37
Government Offices	P			
Government Uses and Facilities	P in the CN6 area on the Concept Plan.			
Health Services/Clinics	P			

Hospitals	P			
Houses of Worship	P			
Libraries	P			
Museums & Art Galleries	P			
Police Stations	P			
Post Offices	P			
Business, Professional, and Retail Services				
Accounting, Auditing or Book keeping	P			
Administrative or Management Services	P			
Advertising Agencies or Representatives	P			
Appliance Repair Services	P			
ATM Machines, Freestanding	P			
Automobile Renting or Leasing	P			
Automobile & Truck Repair	P			
Banks & Credit Unions	P			
Barbor Shops	P			
Beauty Salons	P			
Business, Labor, Social & Service Organizations	P			
Business Parks	P			

Car & Truck Washes	PC			8.22
Clothing Alteration or Repair	P			
Computer Maintenance & Repair	P			
Computer Services	P			
Contractors Offices (no storage)	P			
Day Spas	P			
Employment & Personnel Agencies	P			
Engineering, Architectural or Surveying Services	P			
Equipment Rental and Leasing (no outside storage)	P			
Finance or Loan Offices	P			
Furniture Repair Shop	P			
Hotels/Motels	P			
Insurance Agency (no on-site claims inspection)	P			
Kennels	P			
Landscaping Services	PC			8.53
Laundry & Dry Cleaning Establishment	PC			8.55
Law Offices	P			
Medical & Dental Offices	P			

Office Uses not Otherwise Classified	PC			8.65
Photocopying & Duplicating Services	P			
Photography Studios	P			
Real Estate Offices	P			
Rehabilitation or Counseling Services	P			
Shoe Repair Shop	P			
Stock, Security, or Commodity Brokers	P			
Tanning Salons	P			
Theatres	P			
Travel Agencies	P			
TV, Radio, Electronic Repair	P			
Veterinary Services	PC			8.96
Watch or Jewelry Repair	P			
Retail Uses				
Antique Stores	P			
Appliance Stores	P			
ABC Stores	P			
Arts & Crafts Stores	P			
Auto Supply Stores	P			
Bakeries	P			
Bars	PC			8.12

Boat Sales	P			
Book Stores	P			
Building Supply Sales (no outside sales)	P			
Camera/Cellular Stores	P			
Candy Stores & Confectioners	P			
Caterers	P			
Clothing, Shoe, & Accessory Stores	P			
Coffee Shops (no drive through)	P			
Coffee Shops (with drive through)	P			
Computer Sales	P			
Convenience Stores (no gasoline)	P			
Department/General Stores	P			
Drug Stores (no drive through)	P			
Drug Stores (with drive through)	P			
Fabric or Piece Goods Stores	P			
Floor Coverings, Draperies, Upholstery Sales	P			
Florists	P			
Furniture Sales	P			

Garden Centers & Retail Nurseries	P			
Gift or Card Shops	P			
Grocery Stores (Supermarkets)	P			
Hardware Stores	P			
Hobby Shops	P			
Home Furnishings Stores	P			
Jewelry Stores	P			
Luggage or Leather Goods Stores	P			
Motor Vehicle Sales & Repairs	P			
Musical Instrument Sales	P			
Music Stores	P			
Newsstands	P			
Office Machine Sales	P			
Optical Goods Sales	P			
Paint & Wallpaper Sales	P			
Pet Stores	PC			8.68
Restaurants (no drive through)	P			
Restaurants (with drive through)	P			
Service Stations, No Gasoline	P			

Secondary Stores	P			
Shopping Center	P			
Specialty Beverages	PC			8.8.5
Specialty Food Stores	P			
Sporting Goods Stores	P			
Stationary Stores	P			
Television, Radio, and Electronic Sales	P			
Video Rental and Sales	P			
Transportation, Warehousing, and Utilities				
Communications Towers	P	P	P	
Utility Lines & Related Appurtenances	P	P	P	
Utility Company Offices	P			
Other Uses				
Automobile Parking for a Principal Use	P	P	P	