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November 3, 2025

VIA EMAIL

The Town of St. James
c/o Jeff Repp, Town Manager
4140-A Southport-Supply Road
St. James, NC 28461
jrepp@stjames.town

RE: Second Supplement and Amendment to Initial
Conditional Zoning and Conditional Rezoning
Applications
Our File 211659-00002

Dear Jeff:

Please consider this Second Supplement as an update, amendment, and supplement to the Initial Conditional Zoning Application ("Initial Zoning Application") and the Conditional Rezoning Application ("Rezoning Application") (collectively, and as previously supplemented, the "Applications") submitted by Ward and Smith, P.A. ("Applicant") on behalf of the Town of St. James, Harbor Development Corp., Canal Associates, LLC, and D. R. Development Corporation (collectively, "Owner") on October 20, 2025, as previously supplemented via Supplement dated October 27, 2025. Where any terms in this Second Supplement contradict the terms of the Applications, this Second Supplement shall control. Capitalized terms not defined in this Second Supplement shall have the same meaning as defined in the Applications.

In connection with discussions with Town Staff, the Applicant hereby updates and amends the Applications as follows:

- The Concept Plan submitted as Exhibit C on both Applications (as supplemented) shall be replaced with the updated Concept Plan attached hereto as Exhibit 1. For the avoidance of doubt, the Concept Plan attached as Exhibit C on both the Initial Zoning Application and the Rezoning Application (as supplemented) is hereby deleted in its entirety (on both Applications) and replaced (on both the Initial Zoning Application and the Rezoning Application) with the Concept Plan attached hereto as Exhibit 1.
- Section 3 of Exhibit A (Proposed Uses) on both Applications (as supplemented) shall be replaced with the information written on Exhibit 2, attached hereto. For the avoidance of doubt, Section 3 of Exhibit A on both the Initial Zoning Application and the Rezoning Application (as supplemented) is hereby deleted in its entirety (on both Applications) and replaced (on both the Initial Zoning Application and the Rezoning Application) with the information attached hereto as Exhibit 2.

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Page 2

- The numbered conditions on Exhibit D to both Applications shall be replaced with the conditions listed on Exhibit 3, attached hereto. For the avoidance of doubt, the numbered conditions listed on Exhibit D to both the Initial Zoning Application and the Rezoning Application (as supplemented) are hereby deleted in their entirety (on both Applications) and replaced (on both the Initial Zoning Application and the Rezoning Application) with the conditions listed on Exhibit 3, attached hereto.

Please do not hesitate to reach out with any questions.

Yours truly,



Samuel B. Franck

Enclosures

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November 3, 2025
Page 3

Exhibit 1
Updated Concept Plan

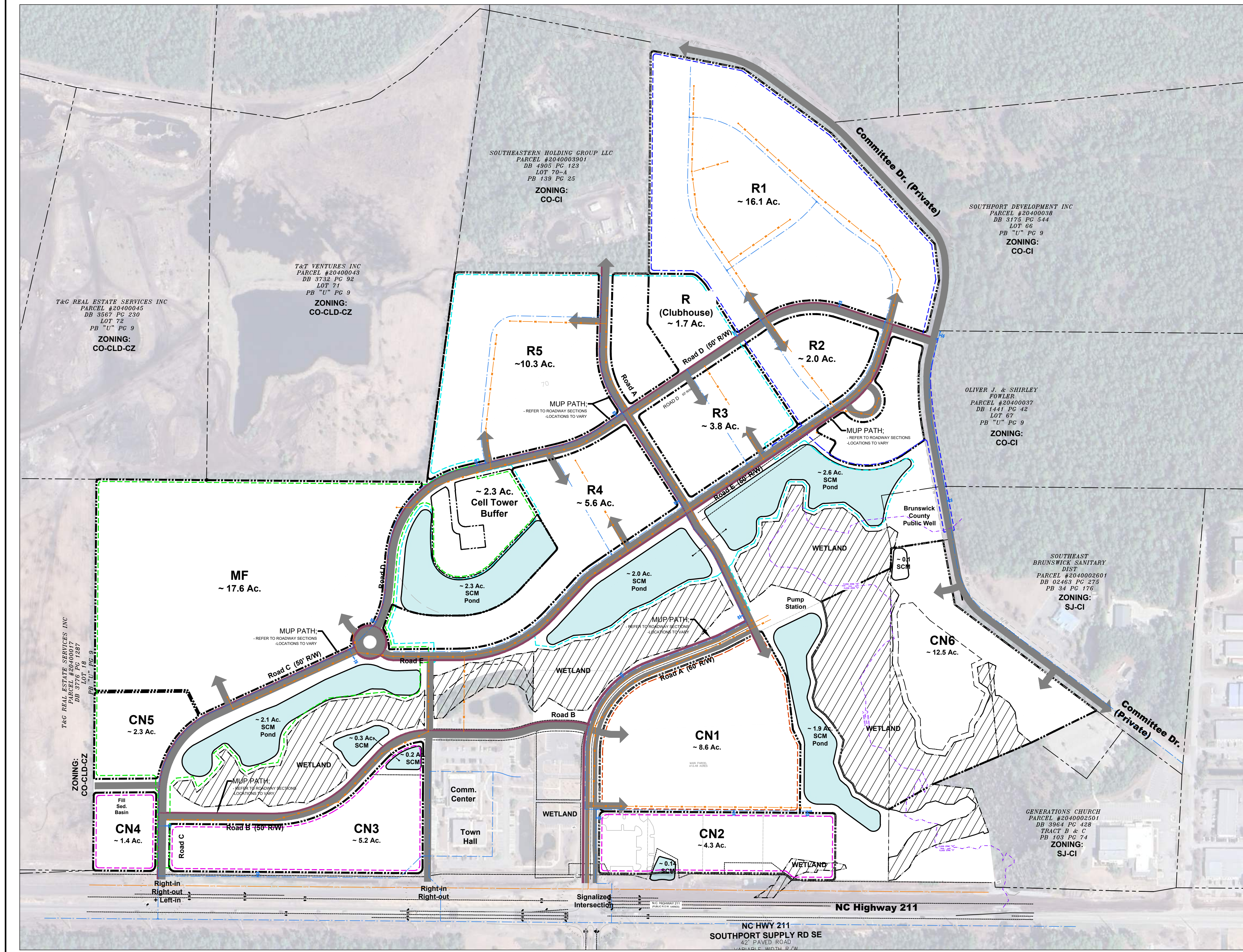
[Attached]

EXHIBIT D

Conditions to Conditional Zoning of the Property

As used herein, "Developer" shall mean the applicable owner(s) of the Property, and their successors and assigns. Notwithstanding the Town of St. James Code of Ordinances ("Town Code"), including without limitation, the Unified Development Ordinance ("UDO"), the following conditions and requirements shall apply to the Property:

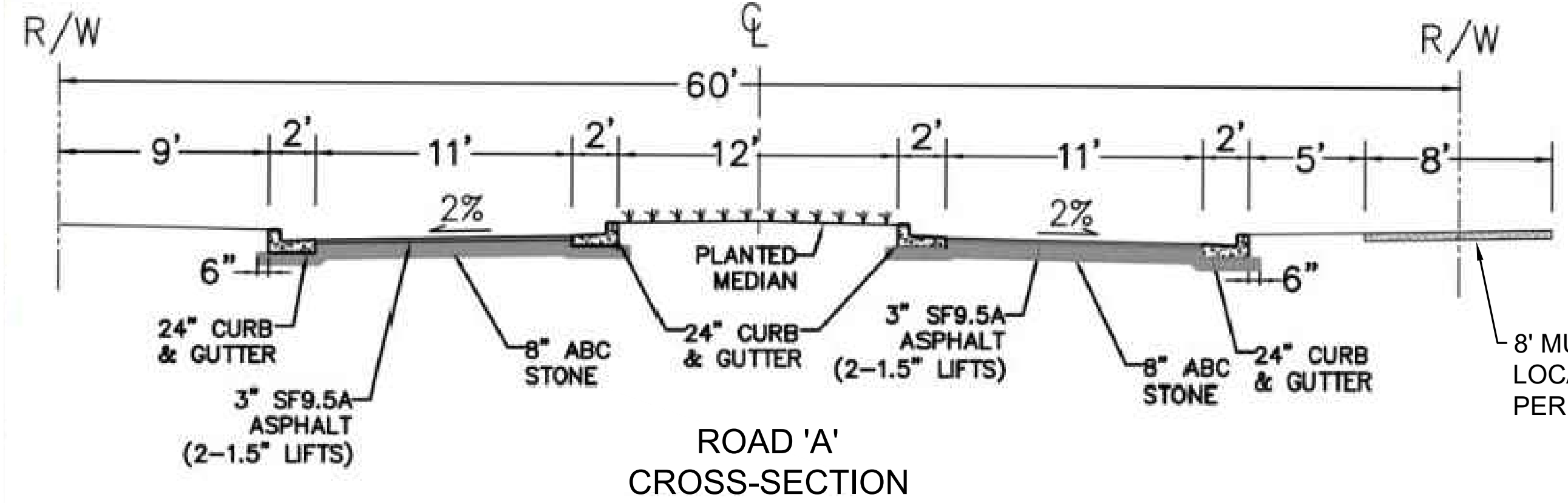
- 1. Consistency with Concept Plan. The Development shall be generally consistent with the Concept Plan attached as Exhibit C, subject to the terms of this Exhibit D and any Development Agreement entered into between the Town and the Developer. All uses compliant with the foregoing shall only be reviewed 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, the Developer may alter the type and location of uses within the Property without the need for additional approval from the Town...
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(F), 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 still 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.
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 maintain adequate building envelopes and 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 NCDJQ 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 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.
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.
15. Open Burning. Developer shall be allowed to conduct burning activities on the Property and Chapter 92 of the Town Code shall not apply to the Property, provided that Developer agrees to either (i) conduct burning activities within the residential areas of the Development (including without limitation the multifamily areas) or (ii) use burn boxes (including curtain burners or similar devices) for any burning activities within commercial areas of the Development.
16. 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 that functions 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.
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 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.
17. 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.
18. 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 Signage. 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.
19. 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.
20. 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 may be LED, at the option of Developer.
B. Developer shall be allowed a minimum foot-candle level at any location in the shopping center of 3 foot-candles LED (minimum maintained).



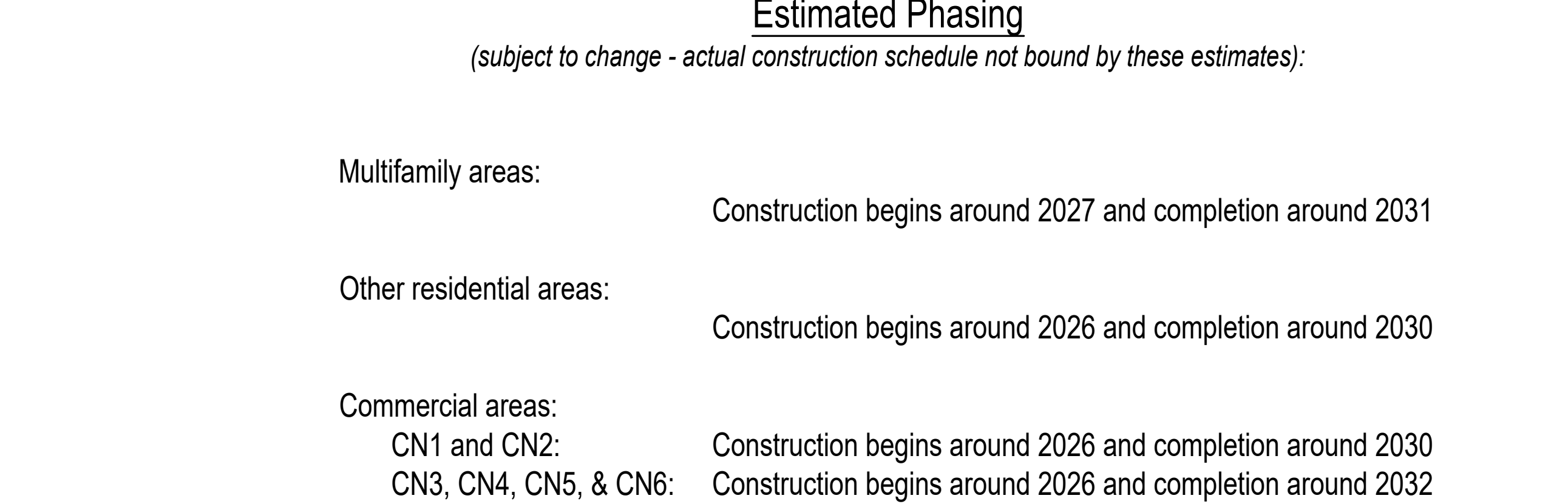
Concept Plan E Scale: 1" = 200'

- 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.
G. LED fixtures may utilize 4000° K cooler temp.
H. At Developer's option, fixture mounting height to be no higher than 35 feet.
I. At Developer's option, individual wattage per head to be no greater than 10W per foot of above ground pole height.
J. Parking lot lighting may be controlled by timeclock/photoelectric means, rather than wireless control systems, remote, proprietary or lease controls.
K. A 1" conduit with pull string, may be routed from the house panel site lighting controls to the electrical room EMS panel.
L. Parking lot lighting may be powered via 208e (not 480v).
M. Parking lot lighting may have ground mounted hand hole (rated for application at each pole).
N. Parking lot poles may be direct bury concrete poles.
O. Parking lot lighting poles may include break away fuses at each pole.
P. Parking lot lighting poles in parking field may utilize impact protection such as Kellamy are formed with yellow band.
21. Double Frontage Lots. Notwithstanding Section 12.7.3.D of the UDO, double frontage residential lots shall be permitted along Committee Drive.
22. Connectivity Ratio. Notwithstanding Section 12.7.10.D of the UDO, the minimum connectivity ratio shall be 0.60 for the Development.
23. 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.
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. 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.
27. Intersections. Notwithstanding Section 12.8.1.D.2 of the UDO, 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.
28. 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.
29. 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.
30. Multi-Use Path. 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.

Conditions & Notes F Scale: 1" = 100'



Roadway Sections B Scale: 1" = 5'



Estimated Phasing D

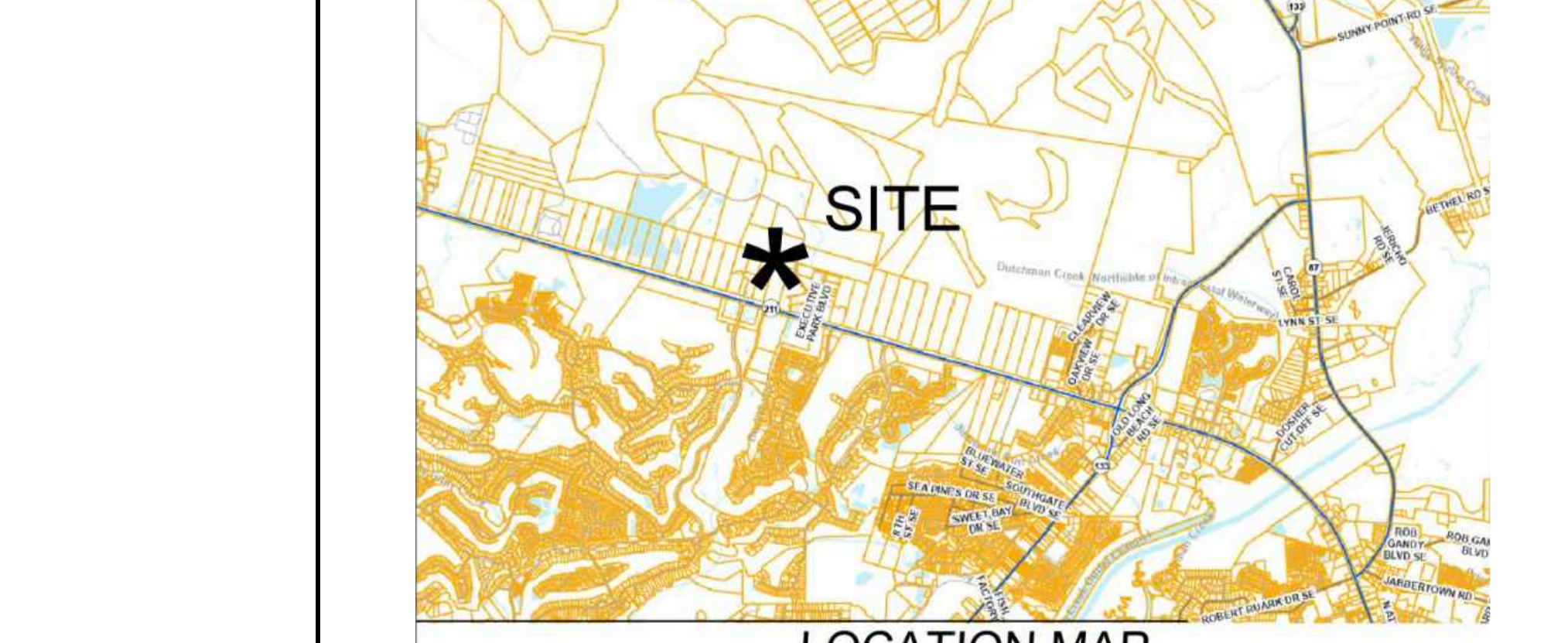
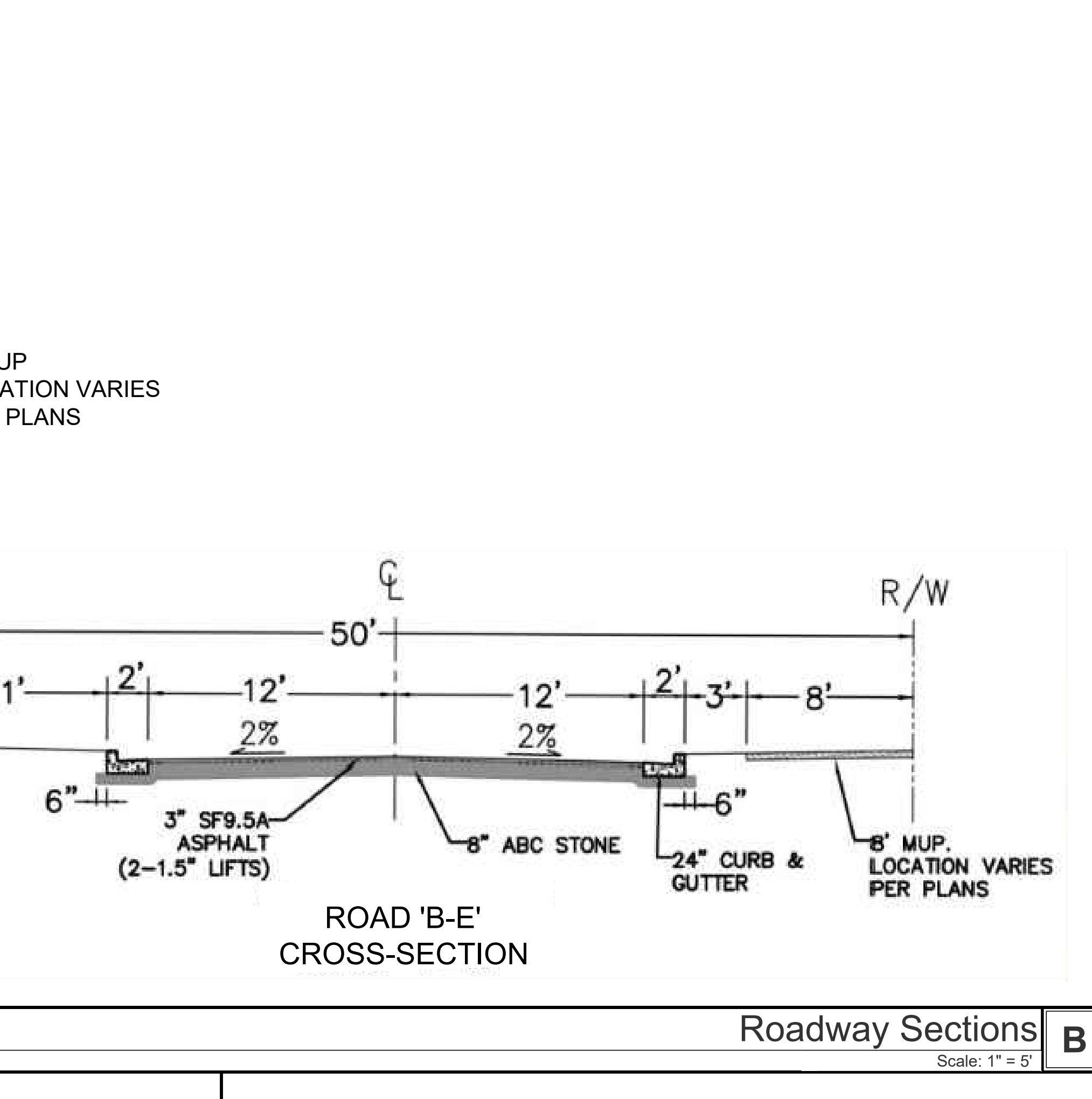
Site Data table with columns for Property Owner, Site Address, PIN #, Acreage, Existing Zoning, Proposed Zoning, etc.

Multi-Family Standards table with columns for Lot Size, Minimum Number of Acres, Minimum Lot Dimensions, etc.

All Residential Standards, Except Multi-family table with columns for Minimum Lot Dimensions (SF), Frontage at the Setback Line, etc.

Commercial Neighborhood Standards table with columns for Minimum Lot Area (SF), Frontage at Setback Line, etc.

Site Data C

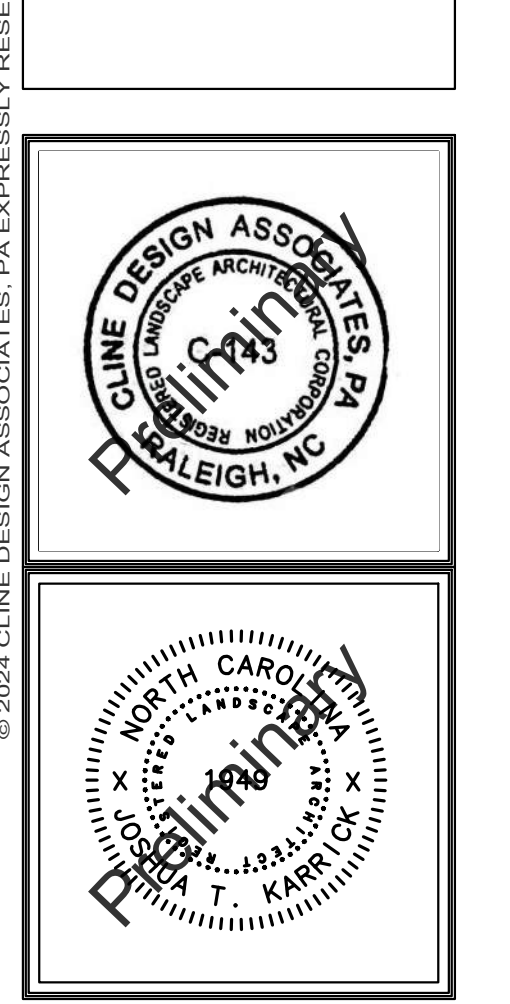


Key Map A

cline logo and address: 125 N. Harrington St. Raleigh, NC 27603

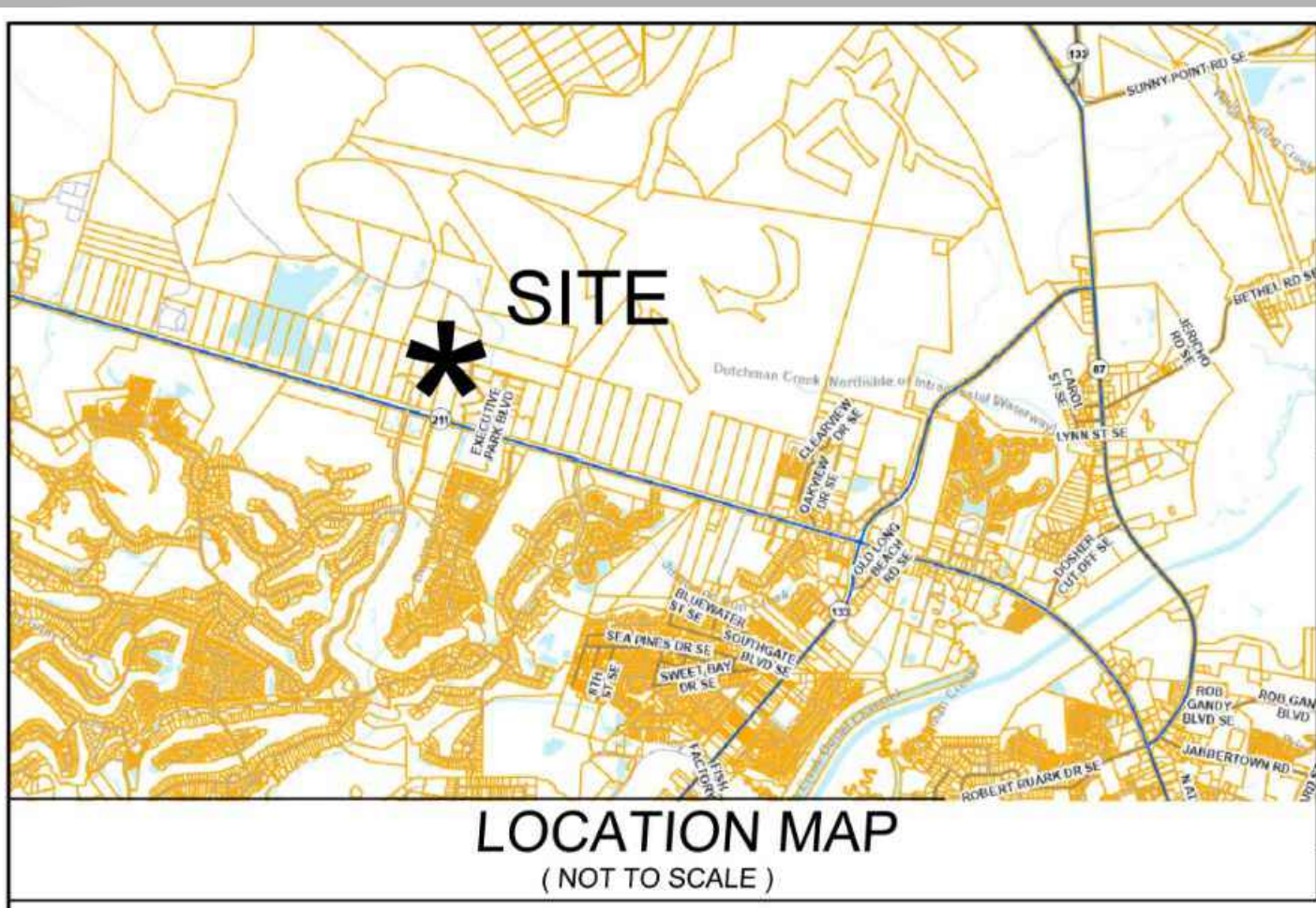
Tunstall Consulting Engineers PLLC logo and address: 2602 IRON GATE DR., SUITE 102 WILMINGTON, NC 28412

St. James North Tract BRUNSWICK COUNTY, NORTH CAROLINA



PROJECT: 024007 DATE: 11.03.2025 REVISIONS: []

CONCEPT PLAN CP100



LOCATION MAP
(NOT TO SCALE)

T&G REAL ESTATE SERVICES INC
PARCEL #20400045
DB 3567 PG 230
LOT 72
PB "U" PG 9
ZONING:
CO-CLD-CZ

T&T VENTURES INC
PARCEL #20400043
DB 3732 PG 92
LOT 71
PB "U" PG 9
ZONING:
CO-CLD-CZ

SOUTHEASTERN HOLDING GROUP LLC
PARCEL #2040003901
DB 4905 PG 123
LOT 70-A
PB 139 PG 25
ZONING:
CO-CI

SOUTHPORT DEVELOPMENT INC
PARCEL #20400038
DB 3175 PG 544
LOT 66
PB "U" PG 9
ZONING:
CO-CI

OLIVER J. & SHIRLEY
FOWLER
PARCEL #20400037
DB 1441 PG 42
LOT 67
PB "U" PG 9
ZONING:
CO-CI

SOUTHEAST
BRUNSWICK SANITARY
DIST
PARCEL #2040002601
DB 02463 PG 275
PB 34 PG 176
ZONING:
SJ-CI

GENERATIONS CHURCH
PARCEL #2040002501
DB 3954 PG 428
TRACT B & C
PB 103 PG 74
ZONING:
SJ-CI

T&G REAL ESTATE SERVICES INC
PARCEL #20400017
DB 3776 PG 1287
LOT 18
ZONING:
CO-CLD-CZ

Fill Sed. Basin
CN4
~ 1.4 Ac.

MF
~ 17.6 Ac.

WETLAND
~ 2.1 Ac. SCM Pond
~ 0.3 Ac. SCM
~ 0.2 Ac. SCM

WETLAND
~ 2.3 Ac. Cell Tower Buffer
~ 2.3 Ac. SCM Pond
R5
~ 10.3 Ac.

WETLAND
~ 2.0 Ac. SCM Pond
R4
~ 5.6 Ac.

WETLAND
~ 2.0 Ac. SCM Pond
R3
~ 3.8 Ac.

WETLAND
~ 2.6 Ac. SCM Pond
R2
~ 2.0 Ac.

WETLAND
~ 2.6 Ac. SCM Pond
R1
~ 16.1 Ac.

WETLAND
~ 1.9 Ac. SCM Pond
~ 0.1 SCM
CN6
~ 12.5 Ac.

WETLAND
~ 1.9 Ac. SCM Pond
CN1
~ 8.6 Ac.

WETLAND
~ 0.14 SCM
CN2
~ 4.3 Ac.

Right-in
Right-out
+ Left-in

Right-in
Right-out

Right-in
Right-out

Signalized
Intersection

NC Highway 211
PUBLIC ROW

NC Highway 211
PUBLIC ROW

NC Highway 211
PUBLIC ROW

NC Highway 211
PUBLIC ROW

NC Highway 211
PUBLIC ROW

NC Highway 211
PUBLIC ROW

Comm. Center
Town Hall

Comm. Center
Town Hall

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Town Hall

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Town Hall

Comm. Center
Town Hall

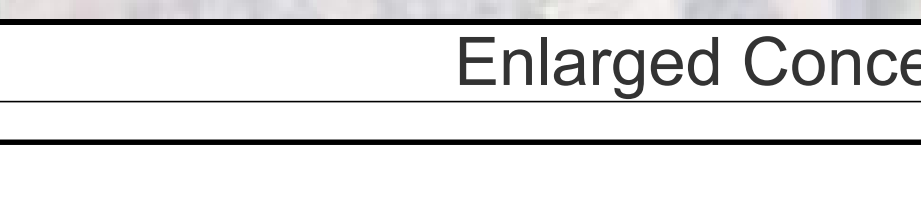
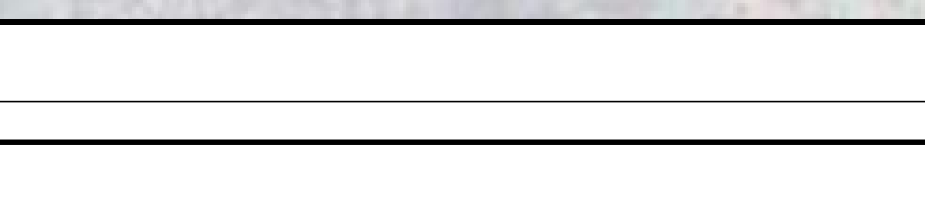
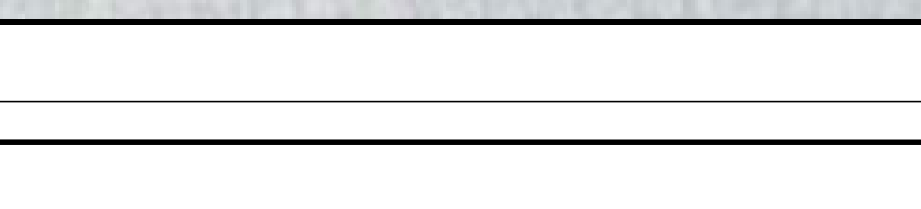
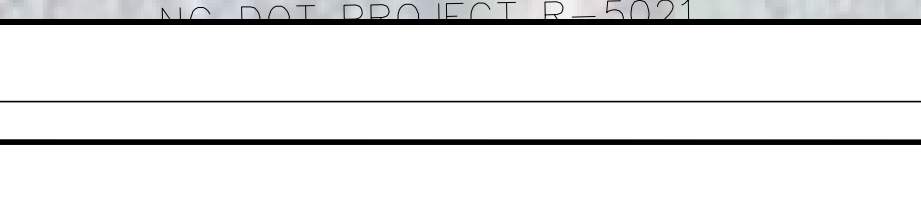
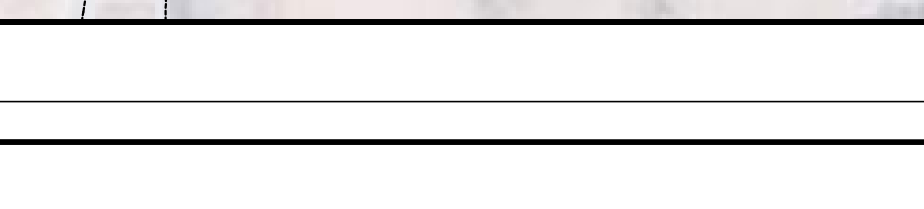
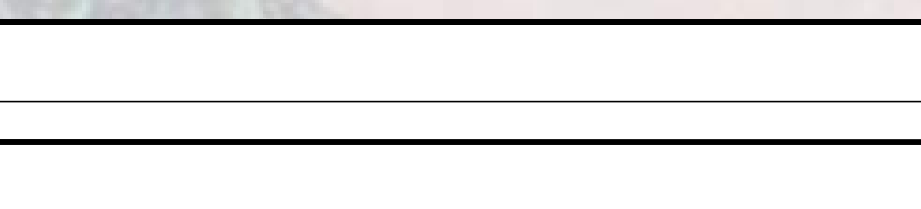
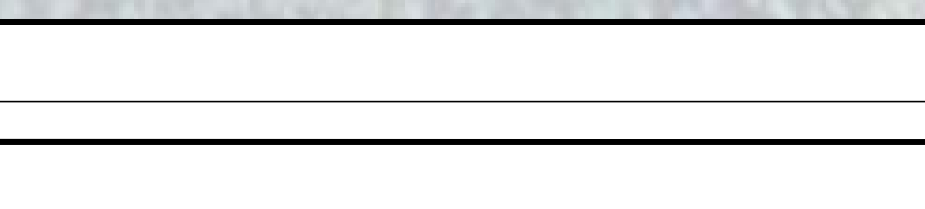
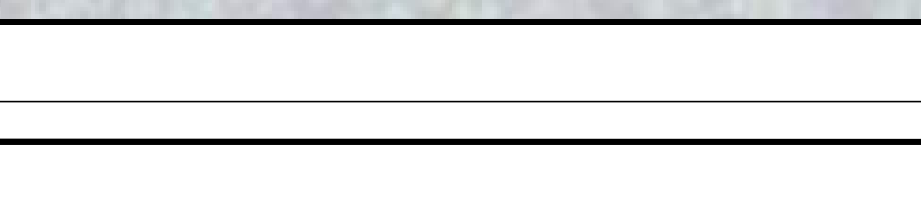
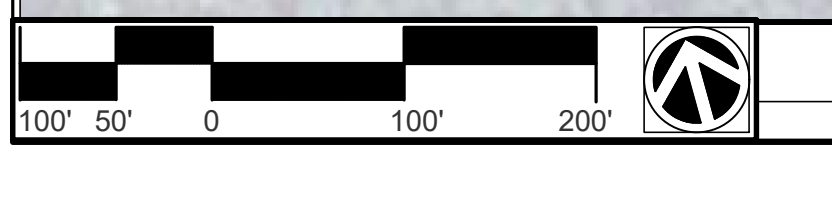
Comm. Center
Town Hall

Comm. Center
Town Hall

Comm. Center
Town Hall

Comm. Center
Town Hall

Comm. Center
Town Hall



NC HWY 211
SOUTHPORT SUPPLY RD SE
42' PAVED ROAD
VARIABLE WIDTH R/W
AS SHOWN ON
NC DOT PROJECT R. 5031

NC Highway 211

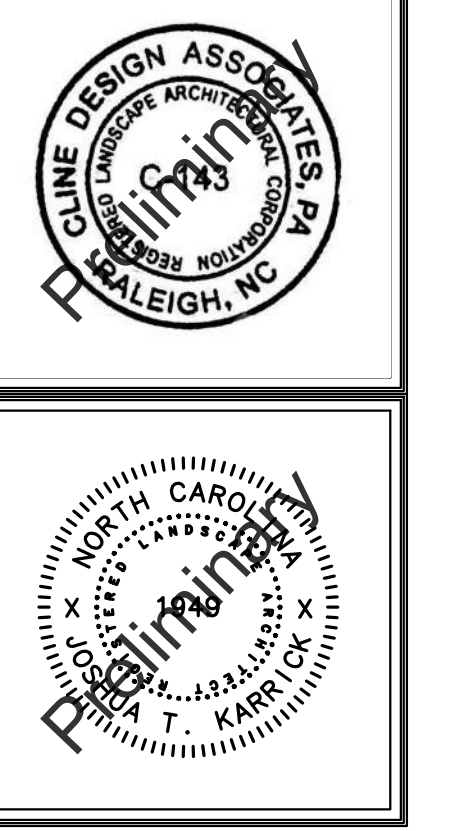
Enlarged Concept Plan

1

Scale: 1" = 100'

DRAWN BY: TC
CHECKED BY: JK
CONCEPT
PLAN

PROJECT: 024007
DATE: 11.03.2025
REVISIONS: []



St. James North Tract
BRUNSWICK COUNTY, NORTH CAROLINA

Tunstall Consulting
Engineers PLLC
125 N. Harrington St.
Raleigh, NC 27603
919.533.6413
ClineDesignAssoc.com
2602 IRON GATE DR., SUITE 102
WILMINGTON, NC 28412
PHONE: (910) 343-9653

cline

Exhibit 2
The Following Replaces Section 3 of Exhibit A on the Initial Zoning Application and Rezoning Application:

3. Proposed Uses:

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, and CN4 on the Concept Plan)	Multifamily Areas	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			
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	

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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

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Day Care Homes – Child (5 or less, Home Occupation)	PC	PC	PC	8.29.6
Fire/EMS Stations	PC			8.37
Government Offices	P			
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			

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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			

WARD AND SMITH, P.A.

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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			

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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			

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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, Drapery, 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			

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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			

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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	

Exhibit 3
The Following Replaces the List of Conditions on Exhibit D on the Initial Zoning Application and Rezoning Application:

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, the Developer may alter the type and location of uses within the Property without the need for additional approval from the Town (including the Town Planning Board and Town Council); provided that the Developer agrees that the areas labeled CN1, CN2, CN3, and CN4 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).
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.

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 maintain adequate building envelopes and 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 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.

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.

15. Open Burning. Developer shall be allowed to conduct burning activities on the Property and Chapter 92 of the Town Code shall not apply to the Property, provided that Developer agrees to either (i) conduct burning activities within the residential areas of the Development (including without limitation the multifamily areas) or (ii) use burn boxes (including curtain burners or similar devices) for any burning activities within commercial areas of the Development.

16. 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 that functions 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.
- 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 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.

17. 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.

18. 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.
19. 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.
20. 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 may be LED, at the option of Developer.
- 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.
- G. LED fixtures may utilize 4000° K cooler temp.

- H. At Developer's option, fixture mounting height to be no higher than 35 feet.
 - I. At Developer's option, individual wattage per head to be no greater than 10W per foot of above ground pole height.
 - J. Parking lot lighting may be controlled by timeclock/photocell means, rather than wireless control systems, remote, proprietary or lease controls.
 - K. A 1" conduit with pull string, may be routed from the house panel site lighting controls to the electrical room EMS panel.
 - L. Parking lot lighting may be powered via 208c (not 480v).
 - M. Parking lot lighting may have ground mounted hand hole (rated for application at each pole).
 - N. Parking lot poles may be direct bury concrete poles.
 - O. Parking lot lighting poles may include break away fuses at each pole.
 - P. Parking lot lighting poles in parking field may utilize impact protection such as Kellamy are formed with yellow band.
21. Double Frontage Lots. Notwithstanding Section 12.7.3.D of the UDO, double frontage residential lots shall be permitted along Committee Drive.
22. Connectivity Ratio. Notwithstanding Section 12.7.10.D of the UDO, the minimum connectivity ratio shall be 0.60 for the Development.
23. 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.
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. 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.

27. Intersections. Notwithstanding Section 12.8.1.D.2 of the UDO, 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.

28. 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.

29. 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.

30. Multi-Use Path. 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.