

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 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.