

RIVERPORT TRACT

AMENDED AND RESTATED

PLANNED DEVELOPMENT DISTRICT

And

CONCEPTUAL MASTER PLAN

For a 5,136.83 Acre Portion of the Hardeeville Tract

City of Hardeeville
Jasper County, South Carolina

Prepared For:

SLF III – Hardeeville, LLC

July 2, 2009

Submitted to:

The City of Hardeeville

J-21172

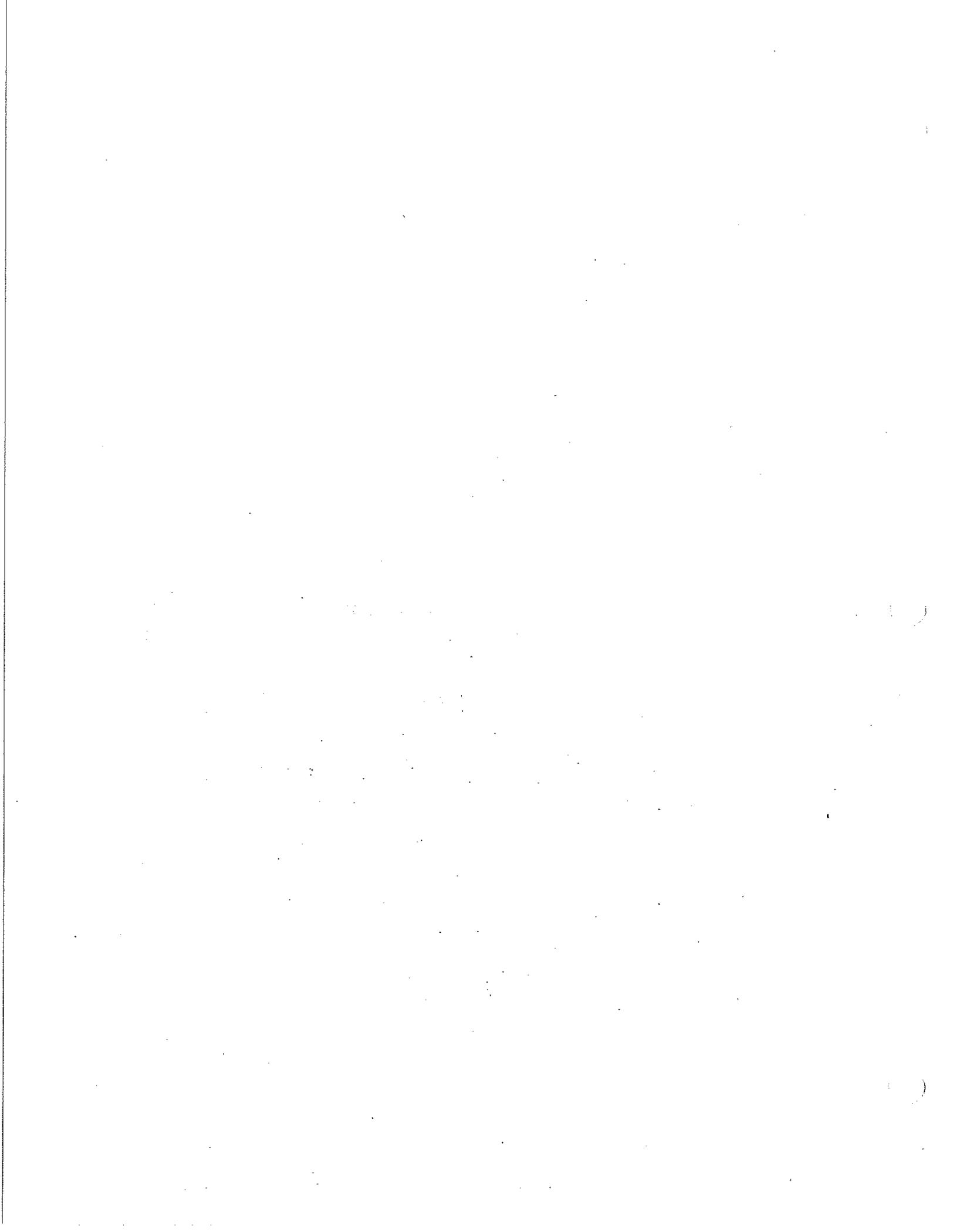


TABLE OF CONTENTS

SECTION 1 – INTRODUCTION AND NARRATIVE OF INTENT

- A. The Property
- B. Planned Development District and Development Agreement Process
- C. Conceptual Master Plan
- D. Environmental Protection
- E. Cultural and Historical Resources
- F. Water and Sewer Service
- G. Utility Service
- H. Roadways and Traffic
- I. Tree Preservation and Replacement
- J. Parking
- K. Stormwater Management
- L. Development Standards

SECTION 2 – RIVERPORT TRACT CONCEPTUAL MASTER PLAN DESIGNATION AND DEFINITIONS

- A. Introduction
- B. Allowed Land Uses
- C. Allowed Density and Transfer of Density between Planning Areas
- D. Definitions of Terms, Land Use Categories, and Land Use Terms

SECTION 3 – MZDO CHANGES/EXEMPTIONS

EXHIBITS

Exhibit A – RiverPort Tract Conceptual Master Plan

Exhibit B – RiverPort Tract Boundary Survey

Exhibit C – RiverPort Tract Freshwater Wetlands Delineation & Verification Letter

Exhibit D – RiverPort Tract Topography

Exhibit E– BJWSA Intent to Serve Letter

Exhibit F – SCE&G & Palmetto Electric Intent to Serve Letters

Exhibit G – Hargray Intent to Serve Letter

Exhibit H– RiverPort Tract Traditional Neighborhood Development Standards & Lot Criteria

Exhibit I- City of Hardeeville 2003 Municipal Zoning and Development Standards Ordinance

Exhibit J– Landscape Standards

Exhibit K – Signage Guidelines

SECTION 1

INTRODUCTION AND NARRATIVE OF INTENT

The RiverPort Tract *Amended and Restated* Planned Development District is a 5,135.21 acre portion (RiverPort PDD) of that certain 6,448 acre parcel formerly referred to as the Hardeeville Tract, and being located in the City of Hardeeville (City), Jasper County (County), South Carolina (Original Hardeeville Tract). The RiverPort PDD is being submitted on behalf of the current property owner, SLF III – Hardeeville, LLC (SLF), to update the conceptual master plan to reflect an updated vision of the intended uses for the property. SLF envisions more of an Industrial/Business Park and Commercial component within the property than previously anticipated.

The Original Hardeeville Tract was comprised of approximately 6,448 acres with approximately 922 acres of wetlands. The RiverPort PDD contains 5,135.21 acres of the Original Hardeeville Tract, in addition to a new 1.62 acre parcel along U.S. Highway 17 that has been annexed into the City, and is being incorporated into the RiverPort PDD (RiverPort Tract). The residual 1,289.66 acres of the Original Hardeeville Tract (Hardeeville Tract) shall remain under the original Hardeeville Tract Planned Development District (Original PDD), approved March 2, 2006, and the provisions of which shall remain in full force and affect, and nothing herein shall modify or amend the Original PDD as it specifically pertains to the Hardeeville Tract.

In general, the property is long running from North to South and narrow running East to West as seen on the Conceptual Master Plan (Exhibit A). RiverPort has portions of major transportation corridors running through it including SR 34/Purrysburg Road, I-95, U.S. Highway 17, SR 31/Church Road, SR 203/Honey Hill Road, an inactive CSX railroad line and an active CSX railroad line.

The RiverPort Tract, as depicted on the Conceptual Master Plan (Exhibit A), has six Light Industrial/Business Park parcels ranging in size from approximately 27 acres to 695 acres, six Commercial Village parcels ranging in size from approximately 31 acres to approximately 469 acres, nine Mixed Use/Residential residential parcels ranging in size from approximately 35 acres to approximately 1,047 acres, two School sites totaling 78 upland acres, a Public Safety site of 3 upland acres, and one 41 upland acre Park site.

Through the Intergovernmental Agreement between the County, the Town of Ridgeland, and the City adopted February 8, 2005, both the County and the City recommended that the Original Hardeeville Tract be annexed into the City in May 2006. The Owner therefore pursued the Original PDD, Development Agreement and Annexation Petition through the City. The subsequent owner, SLF, is now pursuing the adoption of the RiverPort PDD on the RiverPort Tract. The parcels comprising the RiverPort PDD are currently owned by SLF III – Hardeeville, LLC (SLF).

A. THE PROPERTY

The RiverPort PDD is located in the City, and is bound on the west by the Savannah National Wildlife Refuge, the east by several different transportation corridors including an inactive CSX railroad, U.S. Highway 17, SR 34/Purrysburg Road, Interstate 95, and SR 31/Church Road, the North by adjacent property owners, and the South by adjacent property owners. The RiverPort Tract has frontage on many of the transportation corridors located in Jasper County.

The RiverPort PDD consists of 5,136.83 acres including 4,477.60 acres of upland, and 659.23 acres of freshwater wetlands. The property does not have critical area or frontage on salt marsh or creeks. Exhibit C depicts the freshwater wetlands on the site. The wetland delineation was verified by the U.S. Army Corps of Engineers (USACOE) as evidenced by their letters included with Exhibit C. Soils on the property are predominantly Type D, poorly drained soils, with small pockets of Type A, B, C and B/D.

Exhibit B depicts the RiverPort PDD boundary. The land surrounding the RiverPort Tract is predominantly undeveloped.

Exhibit D depicts LiDAR (NAVD 88) topographic information for the RiverPort Tract. Elevations on the site range from approximately 10 feet above mean sea level near the Savannah Wildlife Refuge to approximately 25 feet above mean sea level in the upland areas. The RiverPort Tract boundary survey (Exhibit B), depicts the FEMA flood zones on the property which range from Zone A near the wetland areas which are areas of 100 year flood with no base flood elevations determined and Zone C which are areas of minimal flooding.

B. PLANNED DEVELOPMENT DISTRICT AND DEVELOPMENT AGREEMENT PROCESS

The Planned Development District (PDD) was adopted by the City to permit and encourage the effective, efficient, and economical development of large tracts of land in the City. The RiverPort PDD application will be accompanied by a First Amendment to Development Agreement (*First Amendment*) to that certain Development Agreement by and between Copper Station Holdings, LLC and the City dated April 27, 2006 and recorded in the Jasper County Register of Deeds on May 2, 2006, and recorded in Volume 423 at Page 1 (Development Agreement) (*First Amendment* and Development Agreement Collectively The Agreement), the intent of which is to protect the rights and entitlements specified in the RiverPort PDD for the RiverPort Tract from the effect of subsequently enacted local legislation or from the effects of changing policies and procedures of local government agencies which may conflict with any term or provision of the RiverPort PDD or in any way hinder, restrict, or prevent the development of the project. The Agreement will provide a reasonable certainty as to the lawful requirements

that must be met in protecting vested property rights, while maintaining the authority and duty of government to enforce laws and regulations which promote the public safety, health, and general welfare of the citizens of our State. The Agreement is being made and entered between Owner and the City, under the terms of the "South Carolina Local Government Development Agreement Act" (Act), for the purpose of providing assurances to Owner that it may proceed without encountering future changes in law which would materially affect the ability to develop under the plan, and for the purpose of providing important protection to the natural environment and long term financial stability and a viable tax base to the City and the County.

C. CONCEPTUAL MASTER PLAN

It is anticipated that the RiverPort Tract will be developed over a period of thirty (30) years or more, in accordance with the RiverPort Conceptual Master Plan as set forth in this document and as the same may be revised by Master and Development Plans submitted pursuant to the provisions of this RiverPort PDD or amended in the future. The RiverPort Conceptual Master Plan sets forth the general scope of the development including number of units, development standards, open space and other issues. In addition to the RiverPort Conceptual Master Plan, development of the property is controlled by other provisions of the RiverPort PDD and further governed by the Development Agreement between the Owner and the City.

The goal of the RiverPort PDD is to produce a high quality mixed use development that raises the quality of life and development standards in the area while anticipating future needs for education, culture, commerce, housing, and services. The RiverPort PDD provides an opportunity for a mix of land uses that will be developed over a period of time. The RiverPort PDD designation is necessary to accommodate a broad mix of land uses, a pedestrian friendly environment, a strong community atmosphere, an environmentally sensitive plan, and it also provides for the responsible planning and development of the property over time.

The RiverPort Conceptual Master Plan, prepared by Thomas & Hutton Engineering Co., (refer to Exhibit A) depicts a general roadway layout and a mixed use community showing areas designated for Light Industrial/Business Park use, Commercial Village use, Mixed Use/Residential Village use, Park use, Public Safety Site use, and School use. Proposed land uses in the development are detailed under Section 2- RiverPort Tract Conceptual Master Plan Designation and Definitions.

The RiverPort Conceptual Master Plan seeks to maintain open space requirements set forth in the 2003 Hardeeville Municipal Zoning and Development Ordinance (MZDO) for planned unit developments. The open space and amenities will be owned and maintained by the developer, homeowner's association, or other legally designated entity. All property deeded to a governmental entity becomes the maintenance responsibility of that entity, or as otherwise outlined in the Development Agreement.

The RiverPort Conceptual Master Plan and the provisions of this RiverPort PDD will constitute the zoning for the property and a waiver from certain portions of the MZDO where differences occur. The RiverPort Conceptual Master Plan does not introduce land uses that do not exist in current zoning documents. The MZDO is included as part of the RiverPort PDD document. Exceptions to these regulations are established within the RiverPort PDD as detailed in Section 3 of this document.

The provisions of the Development Agreement, the RiverPort Conceptual Master Plan and RiverPort PDD shall apply to development in the RiverPort PDD. In the event of a conflict, the hierarchy of documents is; (1) the Development Agreement, (2) the RiverPort PDD and RiverPort Conceptual Master Plan, (3) Design Regulations as described in Section 2D herein, the Master Sign Program attached as Exhibit K, the Landscape Design Standards attached as Exhibit J and (4) the MZDO. In the event of omission, the MZDO shall govern; in the event of ambiguity, the parties shall attempt to resolve such consistently with the terms of the Development Agreement, this RiverPort PDD and the MZDO.

D. ENVIRONMENTAL PROTECTION

Environmental sensitivity, protection, and education are high priorities for this RiverPort PDD. As part of the development process, the Owners will meet or exceed the storm water management requirements of the City, except as modified by this RiverPort PDD, and the then existing requirements of the South Carolina Department of Health and Environmental Control's Office of Ocean and Coastal Resource Management (OCRM).

1. The Owner will prepare storm water management plans for each master planned community as it is developed in accordance with a storm water drainage master plan to be prepared by a professional engineering firm licensed by the State of South Carolina prior to the development of any parcel. The storm water drainage master plan will address the hydrological characteristics of the entire site, as well as adjacent drainage patterns of relative importance. The plan will address pre-development conditions and post-development storm water management for flood control and sediment reduction. This plan will also address storm water quality through the use of several types of BMP's (as established by the storm water standards of the MZDO and then applicable state and federal governmental regulations) to enhance water quality and protect the surrounding freshwater wetlands. The use of swales as part of storm water management shall be deemed acceptable. Curb and gutters shall not be required. In general, curb and gutters may be used where smaller road rights-of-way or drainage easements are desired or where surcharged drainage conditions would result in standing water. Upon completion, the plan will be submitted to the City and shall be deemed a part of the RiverPort PDD regulations.

2. The freshwater wetlands on the property are typical of the South Carolina Low Country and the County. The site contains jurisdictional freshwater wetlands and isolated non-jurisdictional freshwater wetlands. Exhibit C is a Freshwater Delineation and Verification Letter from the USACOE.

Some of the freshwater wetlands on the site are proposed to be impacted by development activity. Any wetlands will be regulated as required under applicable law. Freshwater wetland impact mitigation will meet or exceed state or federal standards then in effect.

E. CULTURAL AND HISTORICAL RESOURCES

As part of a comprehensive study of the RiverPort Tract, the Owner will provide, prior to submittal of any Master Plan for the RiverPort Tract, a preliminary assessment of cultural and historical resources of the entire RiverPort Tract, and the soil characteristics in order to determine the sites most likely to contain significant artifacts, if any. Prior to development, cultural resource issues, if any, will be addressed with the state Historic Preservation Office, once the report is complete. No requirements in connection with historical or cultural resources pertaining to the RiverPort Tract, other than as may be required by the State of South Carolina in accordance with applicable law shall be imposed on the RiverPort Tract.

F. WATER AND SEWER SERVICE

Water and sewer service will be provided to any development in the RiverPort Tract by Beaufort Jasper Water and Sewer Authority (BJWSA) or other governmental utility provider in accordance with BJWSA's agreement of consolidation and transfer with the City. Planning for the water and sewer systems commenced subsequent to the approval of the Hardeeville Tract PDD. Planning will continue to occur for the RiverPort PDD throughout approval by the City. Preliminary discussions with BJWSA indicated a willingness to serve the property. BJWSA operates and maintains water and sewer systems within their service area upon completion by the developer and acceptance by BJWSA.

All development, with the exception of irrigation, incidental maintenance facilities, and small remote facilities will be provided with public potable water and sewer prior to occupancy except as may be exempted by provisions of the Development Agreement.

G. UTILITY SERVICE

The RiverPort Tract is in the service territory of both Palmetto Electric Cooperative, Inc. and South Carolina Electric and Gas for electrical power and natural gas service. In

addition, a portion of the property is also within an undetermined service area. The Owner will coordinate with Palmetto Electric Cooperative, Inc. and South Carolina Electric and Gas regarding planning for the RiverPort Tract.

Hargray or other Owner elected provider will provide telephone and cable service to the RiverPort Tract. All servicing will be via fiber-optic cable or such other system that includes broad-band capability.

Utilities must be underground, except as reasonably necessary for above ground support facilities. The Owner will coordinate with all utilities regarding planning for the RiverPort Tract.

H. ROADWAYS AND TRAFFIC

The primary road that is contiguous to and presently serves the RiverPort Tract is US Highway 17 and is under the jurisdiction of the South Carolina Department of Transportation (SCDOT) regarding access, construction, improvements, and maintenance. Purrysburg Road is an existing majority unpaved road traversing from north to south through the tract, and will be the primary direct access to development within the tract. The paved portions of the road are owned by the SCDOT, while the County currently owns and maintains the unpaved portions. At the southern end, the pavement currently ends approximately 2,800 lf from the intersection with US Highway 17. At the northern end, the pavement currently ends approximately 5,500 lf south of SR 31/Church Road. There are two bridges along the unpaved portion, one crossing over I-95, the other is approximately 3,400 lf north of I-95. Both are owned and maintained by the SCDOT. The existing right-of-way varies from approximately 50 feet wide up to 200 feet wide where it passes over Interstate 95.

The RiverPort PDD and the Development Agreement contemplate improving a portion of Purrysburg Road, through the RiverPort Tract as shown on the Conceptual Master Plan (Exhibit A), to provide the necessary access. The Owner anticipates naming the improved portion of roadway RiverPort Parkway. A major component of this road improvement includes the development of a new Exit 3 interchange along Interstate 95. The County, City, and SLF are currently pursuing funding alternatives for the road improvements, including but not limited to a grant from the South Carolina State Transportation Infrastructure Bank (SIB Grant). Refer to The Agreement for a complete description of the roadway improvements, ownership, and maintenance requirements.

Purrysburg Road North, as depicted on the Conceptual Master Plan (Exhibit A), will be improved to a two lane paved roadway within the currently existing right of way.

There are many public roads near and/or contiguous to the RiverPort Tract including SR 34/Purrysburg Road, US Highways 17 and 321, SC 170, SR 203/Honey Hill Road, SR 31/Church Road, and Interstate 95. Establishing safe and reasonable ingress and egress for the property is a priority for the Owner, SCDOT, the City and the County. Access to

and from US Highway 17 and other roads shall be as required, unless modifications are necessary to meet SCDOT requirements. Full access shall be defined as access which allows any and all possible vehicular traffic movements into and out of the development along a median divided roadway. Limited access shall be defined as access which limits the movement of traffic in and out of a development (i.e. right-in-right-out only). Traffic signals shall be installed, if warranted, with funding as outlined in the Development Agreement.

FULL ACCESS POINTS

Ingress and egress for the property will be provided by a combination of existing and proposed access points that will require approval from either the SCDOT and/or the local municipality depending upon ownership and authority of the roadway. Full access points will allow traffic movements in all directions for ingress and egress into or from the property along divided median roadways. The full access point locations shall be determined at the time of Initial Master Plan approval, and shall be reasonably located by the Owner. Pursuant to the SCDOT ARMS manual (2008 edition), spacing shall be at least 500 feet in urban areas and 1,000 feet in rural areas (centerline to centerline).

RIGHT-IN/RIGHT-OUT ACCESS POINTS

Right-in/right-out access shall be allowed. Pursuant to the SCDOT ARMS manual (2008 edition), right-in/right-out access points shall be allowed at intervals no closer than 75 feet (AADT < 2,000), and 160 feet (AADT > 2,000) (measured near edge to near edge), unless environmental or other physical constraints prohibit this from happening. The locations of the right-in/right-out access points shall be reasonably located by the Owner.

SIGNALIZED ACCESS POINTS

In general, signalized access points shall have a minimum spacing of 2,500 feet, unless it can be demonstrated that signals closer than 2,500 feet will create better safety and/or traffic conditions than could otherwise be provided. Signal installation may occur prior to occupancy in a parcel served by a signal if so demonstrated in a proposed signal warrant analysis. Signal locations shall be addressed and/or installed at such time as warranted during the development process of the RiverPort Tract. Full planning, design, and construction of these accesses will be accomplished in a manner consistent with SCDOT and MUTCD standards, traffic impact assessment, or RiverPort PDD standards, whichever are applicable.

Potential access across the jurisdictional wetlands surrounding adjacent tracts may be allowed if approved by OCRM and the U.S. Corps of Engineers. Road linkages to adjacent properties may include impacts to jurisdictional wetlands.

Public roadway construction will be in accordance with applicable SCDOT standards and private roadways shall be in accordance with applicable MZDO standards (or other engineering standards reasonably acceptable to the City engineer). Roadway cross

sections will be submitted for review at either the time of Initial Master Plan approval, or development permit process.

The RiverPort Tract may have roads designed with funding as outlined in the Development Agreement. Roads indicated on the RiverPort Conceptual Master Plan are subject to modification at the time of each parcel's Development Plan approval based on specific soil conditions, environmental concerns, physical constraints, and design parameters.

Both pedestrian and roadway linkage of major land use areas including internal linkage to commercial and recreational uses may be provided, as agreed to by the City at Initial Master Plan approval. Certain areas within the RiverPort Tract in whole or in part may be developed as private road with access restricted and/or gated appropriately at Owner discretion. Sidewalks shall be provided in the RiverPort Tract PDD in appropriate locations. The frequency and location of sidewalks shall be established based upon anticipated pedestrian usage within, and between land uses in addition to the proposed traffic loads of adjacent roads. A master sidewalk plan, if applicable, including design criteria governing sidewalk placement, shall be submitted and approved as part of the Initial Master Plan submittal. In Traditional Neighborhood Developments (TND) areas sidewalks shall be constructed on both sides of all roadways.

Notwithstanding the provisions of subsection 4 hereof, road, boulevard and traffic or roundabout circle widths and rights-of-way may be reduced or divided when environmental and tree preservation considerations could be improved, and do not compromise public safety. To protect and preserve trees, such design is hereby encouraged.

I. TREE PRESERVATION AND REPLACEMENT

The minimum allowable post development tree coverage for all development shall average 15 trees, two and one-half inches diameter breast height (DBH) or larger, per acre within the area of the Master Plan. Preserved wetlands and buffers cannot be used to meet the requirement.

In those cases where the minimum allowable tree coverage cannot be met by preservation within the area of the Initial Master Plan, replacement trees shall be planted to meet the 15 tree per acre requirement. Replacement trees must be planted within the boundaries of the area of the Initial Master Plan. Replacement trees may also be provided by identifying existing hardwood trees between 2.5 inches and 7 inches in diameter of the same type being removed that will be preserved. These trees must be identified by a tree survey and may be located within the RiverPort PDD. Notwithstanding anything to the contrary above, all development must comply at a minimum with the landscaping requirements of Exhibit J.

Preservation of Existing Trees

Harvesting of trees within the planted pine crop area of the RiverPort PDD and replanting of hardwoods will be governed by the sections set forth above. The standards listed below will apply to specially designated areas of the RiverPort PDD:

- a. Preserved Wetlands – The RiverPort PDD contains freshwater wetlands, some of which will be designated for preservation as part of a wetland permitting and mitigation process. No clearing or tree cutting shall be allowed in these areas, other than minor and selective cutting or trimming for boardwalks or crossovers, removal of dead and/or diseased trees, and such other activities as may be permitted by the state and federal jurisdictional agencies including wetland restoration and enhancement projects.
- b. RiverPort PDD Boundary Buffers and Wetland Buffer – No trees exceeding six caliper inches (6" DBH) in diameter shall be cleared from these buffer areas, unless such cutting is necessitated by street and entrance way improvements or utility right-of-ways. Selective cutting of trees less than 6" DBH, under brushing or limbing shall be allowed. In areas where the RiverPort PDD boundary and wetland buffers are predominantly pine crop rows, selective thinning of pines over 6" DBH will be allowed where such thinning improves the long term health of the remaining trees. Hardwood planting in these areas will be allowed where it is needed to establish a more natural aesthetic. Buffering adjacent to the Savannah Wildlife Refuge shall be reviewed and determined at time of Initial Master Plan submission to address specific uses and existing buffering. The Wildlife Refuge purchased upland areas acting as a natural buffer, and as such buffering within RiverPort may not be required as agreed to by Owner and the City.
- c. Tree Surveying/Mapping-After any harvesting or clearing of pine crop areas which may be allowed under silviculture, the developer will submit a survey or exhibit depicting all trees eight (8) inches DBH or greater within proposed development phase areas being submitted for development approval, and twenty-five (25) feet beyond. For pine trees existing as part of the planted pine crop area of the RiverPort PDD, an exhibit shall be a representation of the tree planting pattern. The exhibit will show trees according to row, tree spacing and typical size. The information will

be field verified to ensure accuracy of these factors, but each tree in the remaining pine crop area need not be physically located by standard survey methods. Hardwood trees in excess of eight (8) inches DBH will be described by their actual location.

J. PARKING

The parking standards approved as part of the Hardeeville Tract PDD, and included herein as sections 5.8 through 5.10 of the MZDO except as noted in Section 3, shall be readdressed at the time of Master Plan submittal. Modulation of those standards may be allowed provided the Owner furnishes actual documentation that the new standard meets the parking needs of the proposed land use and the City approves at Initial Master Plan approval.

K. STORMWATER MANAGEMENT

The RiverPort PDD shall conform to all of the Storm water Management Provisions of the MZDO and then current and applicable state and federal requirements. Design storm used for stormwater design within the RiverPort PDD shall be the 25 year, 24-hour design storm event except for all major arterial roadways which must meet a 50 year, 24-hour storm event design. Sufficient stormwater best management practices will be employed in the development of the RiverPort PDD to ensure runoff leaving the site does not degrade water quality within the receiving water bodies. Due to the proximity of the property to the Savannah River, detention requirements shall be waived for any basin which directly outfalls to the Savannah River.

L. DEVELOPMENT STANDARDS

Site development within the RiverPort PDD will be controlled by the development standards set forth in this document, the Development Agreement, and the MZDO. The MZDO included herein as Exhibit I, and as supplemented or modified herein, will apply to future development of the RiverPort Tract.

SECTION 2

RIVERPORT TRACT CONCEPTUAL MASTER PLAN DESIGNATION AND DEFINITIONS

A. INTRODUCTION

The RiverPort Tract PDD has a total acreage of approximately 5,136.83 acres, including 4,477.60 acres of upland, and 659.23 acres of freshwater wetlands as indicated on the RiverPort Conceptual Master Plan for the RiverPort PDD prepared by Thomas & Hutton Engineering Co., attached hereto as Exhibit A.

The RiverPort Conceptual Master Plan consists of the following land use categories and areas:

- a. Business Park/Light Industrial
- b. Commercial Village
- c. Mixed Use Village
- d. School
- e. Park
- f. Public Safety Center

The land use areas indicated on the RiverPort Conceptual Master Plan are not intended to be rigid exact boundary lines for future land use and improvements. The RiverPort Conceptual Master Plan for the RiverPort PDD shall maintain flexibility to accommodate specific soil conditions, environmental concerns, physical constraints, market conditions and design parameters, pedestrian friendly requirements and as such, the exact location of boundary lines and buildings between land uses and their subsequent location and size indicated within the planning area shall be subject to change at the time Development Permit Plan(s) are submitted for development; provided, however, that maximum densities and other conditions of this RiverPort PDD and the Development Agreement between the Owner and City will be strictly adhered to, unless adjustment is requested by Owner and approved by the City. The boundaries of the RiverPort PDD may be modified to include adjacent acreage subject to the approval of the City by appropriate petition/application to the City to amend the RiverPort PDD and the Development Agreement.

B. ALLOWED LAND USES

The following land uses shall be permitted in the RiverPort PDD. The purpose of this portion of the RiverPort PDD document is to state which land uses shall be allowed within the RiverPort PDD, however by allowing these uses this does not obligate the Owner to provide the uses or facilities stated herein.

The following land uses and definitions shall be permitted in the land use tracts as set forth hereinafter and adopted at Master Plan approval:

- a. Business Park/Light Industrial
- b. Commercial (General Commercial) (Retail)
- c. Neighborhood Commercial/Mixed Use
- d. Hotel/Inn, Resort, Condo/Hotel
- e. Single-Family Residential
- f. Multi-family Residential
- g. Traditional Neighborhood Development
- h. Recreational Vehicle Parks
- i. Model Home/Sales Center
- j. Maintenance Areas
- k. Community Center
- l. Community Recreation
- m. Institutional/Civic/Public Safety
- n. Open Space
- o. Silviculture
- p. Mitigation Bank
- q. Roads
- r. Utilities

Design Regulations will be established for each area at time of Initial Master Plan approval in accordance with Section 2.D.4 herein. Unless otherwise agreed at Initial Master Plan approval or in this RiverPort PDD, the standards for uses from the MZDO shall apply.

Any easement that occurs within the property shall have the same land uses as any of the adjacent land uses. Any restrictions shall be based on the legal definition of the easement.

C. ALLOWED DENSITY AND TRANSFER OF DENSITY BETWEEN PLANNING AREAS

As referenced on the RiverPort Conceptual Master Plan (Exhibit A), the RiverPort PDD consists of Business Park/Light Industrial, Commercial Village, and Mixed Use Village land use districts. Allowed uses within these districts is more fully described in the following Section D. Land dedicated to the City shall include: 41 upland acres of Park

land, 3 upland acres of public safety site land, 78 upland acres of school land, and 136 acres of right of way. The right of way dedicated approximately consists of 100 acres for expanding a portion of Purrysburg Road right of way to 150 feet, and 36 acres for a new Exit 3 interchange. The public safety, park, and school sites indicated on the RiverPort Conceptual Master Plan are subject to change in location. Pursuant to that certain Partial Assignment And Assumption of Rights And Obligations Under Development Agreement dated March 6, 2008 by and between JPR Land Co., LLC and REED-HTI, LLC, 20 acres of either Park or School land shall be on the Hardeeville Tract. The above listed upland acreage of Park land reflects this obligation, and in totality will equal 61 upland acres. They shall maintain flexibility to accommodate specific location needs of the Police, Fire and Education departments as defined in the developer's agreement.

The public safety site, as depicted on the Conceptual Master Plan (Exhibit A), shall be provided adequate access and a connection directly to RiverPort Parkway upon the latter of either the completion of RiverPort Parkway adjacent to the site, or completion of the site itself.

There will be an overall cap of 7,522 residential dwelling units within the RiverPort Tract. For clarity, the overall cap for the RiverPort Tract and the Hardeeville Tract is 9,784 units, pursuant to the Original PDD, of which 2,262 residential dwelling units have been allocated to the Hardeeville Tract, leaving the above remaining total. The residential unit count shall include both Attached and Detached Single-Family Residential and Multi-Family Residential. Bed and Breakfast, rental Condominiums, and Guesthouses shall not count against the residential dwelling unit count. Detached guesthouses, "Mother-in-Law" Apartments, and Garage Apartments (for rent or not) on the same lot with a single family unit will be allowed as one structure per lot and the second structure will not be counted against the dwelling unit count cap but shall be counted as 0.5 units for purposes of Development Fees.

The owner and developers shall have the right to convert Commercial acreage to Business Park/Light Industrial acreage, and vice versa. The conversion factor shall be an acre for acre exchange.

Commercial acreage shall include the uses of Business Center, Community Center, General Commercial, Business Park/Light Industrial and Neighborhood Commercial Use and shall be subject to the provisions of the City's MZDO included within the RiverPort PDD document unless specifically exempted by this document.

D. DEFINITIONS OF TERMS, LAND USE CATEGORIES, AND LAND USE TERMS

In the absence of a term definition in this RiverPort Conceptual Master Plan, the RiverPort PDD, or in the Agreement, the definitions of the MZDO included in Exhibit I, included herein, shall apply in the interpretation of this Conceptual Master Plan. The locations of specific land uses are not described on the RiverPort Conceptual Master Plan because this is a mixed use development. However, the following definitions shall

generally describe the allowed uses within the RiverPort PDD. The provisions of Section 5.19 Special Nuisances from the MZDO included herein as amended by Section 3 of this PDD shall apply to the entire development.

1. TERMS

a. Acre

1. Gross Acre: shall mean the entire acreage of the site.
2. Net Acre: shall mean that acre which remains after deduction of right of ways for existing roads, or rail, and on-site jurisdictional freshwater wetlands.

b. Dwelling Units

1. Dwelling Units per Acre (DU/AC): A calculation, which is based on the total residential units of a tract, divided by the total net acres of the same tract.

c. Setbacks and Buffers

There shall be no minimum setbacks applied to the RiverPort Conceptual Master Plan. Setbacks and buffers shall meet the minimum requirement established herein and shall apply to the perimeter of the RiverPort PDD only; provided, however, that any required wetlands setbacks shall apply according to law throughout the RiverPort PDD.

Perimeter setbacks and buffer standards shall include:

At perimeter property boundaries of the RiverPort PDD, setbacks and buffers shall be a minimum of (fifty) 50 feet except; where said boundary is a jurisdictional wetland or recorded conservation easement, then the setbacks and buffers shall be as determined by the state and federal agencies having jurisdiction over the wetlands, and where said boundary is either a matching and/or more intense land use, an existing/proposed road, public right of way, rail right of way, existing/proposed easement, or Interstate 95. Buffering adjacent to the Savannah Wildlife Refuge shall be reviewed and determined at time of Initial Master Plan submission to address specific uses and existing buffering. The Wildlife Refuge purchased upland areas acting as a natural buffer, and as such buffering within RiverPort may not be required as agreed to by Owner and the City. Park, common, and open space areas are exempted from this requirement. Underground utilities and stormwater

management facilities, including access to these, (subject to the provisions of section 2.D.3.e. described below) are allowed in the perimeter setback and buffer area.

d. Principal Uses

1. Permitted Principal Uses shall be deemed to include Accessory uses and structures that are necessarily and customarily associated with, and appropriate, incidental, and subordinate to, the permitted Principal Use.

2. LAND USE CATEGORIES

a. Business Park/Light Industrial

This designation allows for a multi-use Business Park to meet regional demands for Light Industrial, Office, Commercial, and Wholesale/Retail Businesses.

Permitted uses include:

- i. Establishments involved in light manufacturing, regional warehouses, distribution operations, back-office operations, commercial businesses, office space, and office/warehouse operations, wholesale/retail businesses, commercial service businesses, research or experimental laboratories, public building, public utility facility, agricultural farm, horticultural nursery, radio and/or television station and/or transmission tower, commercial trade or vocational school, off street commercial parking or storage area for customer, client, or employee owned vehicles and call centers.
- ii. Build to property lines will be allowed to reduce cost of utilities and to create a more pedestrian friendly environment as long as fire protection between adjacent and party walls is strictly adhered to and visual design standards are met.
- iii. Business Park/Light Industrial uses shall provide a minimum buffer of 50 feet from adjacent residential uses not separated by a road right-of-way or wetland of equal width (including wetland buffer).

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

b. Commercial Village

The commercial village designation allows for the development of concentrated commercial and office nodes located on primary vehicular routes to serve the RiverPort PDD and surrounding area.

Permitted Uses include:

1. Establishments engaged in selling goods or merchandise to the general public for personal or household consumption (e.g. shopping centers, supermarkets, department stores, convenience stores, gas stations, automobile and boat dealerships, etc.) and rendering services incidental to the sale of such goods; establishments providing services or entertainment to the general public including but not limited to eating and drinking establishments, personal service and repair business and entertainment establishments (e.g. movie theatres, bowling alleys, etc.); medical and health facilities/office buildings and/or office for government, business professional or general purposes, unless specifically prohibited under Prohibited Uses below.
2. Uses allowed in General Commercial District of the MZDO
3. Single Family Residential
4. Mixed of various uses permitted under this PDD
5. Assembly and Worship
6. Colleges and Professional Schools
7. Schools, Neighborhood (elementary and middle school)
8. Schools (Community High School)
9. Daycare, Commercial
10. Utilities
11. Public Services
12. Government Office
13. Commercial Lodging (Hotel and Motel)
14. Office
15. Restaurant (including outdoor seating)
16. Service Businesses
17. Dry Cleaning and Laundry Services
18. Parking Garages
19. Gas/Convenience Store with no repair bays or facilities
20. Commercial Amusement (indoor)
21. Christmas tree sales
22. Roadside Stands (on designated areas only)
23. Commercial outdoor sales (related to existing retail)
24. Public Interest and special events (permitted, located, and scheduled ahead of time)
25. Nightclub and Entertainment
26. Movie Theatres
27. Grocery

28. Mini Warehouse facilities will be limited to a max. height of 2 stories
29. Outdoor go cart racing facilities subject to section 5.19 of the MZDO
Special Nuisances
30. Live/work units over retail
31. Multi-family residential
32. Sidewalk Displays are permitted directly in front of an establishment,
if at least 5 feet of sidewalk is maintained for adequate and uncluttered
pedestrian access.

Commercial uses shall provide a minimum buffer of 25 feet from any adjacent residential use not separated by a road right-of-way

Prohibited Uses:

The following commercial uses are specifically prohibited:

1. Junkyards or auto salvage yards.
2. Video Poker Parlor
3. Sexually-oriented businesses
4. Other Special Nuisances under section 5.19 of the MZDO

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

c. Mixed Use Village

This designation allows for the development of multiple neighborhood oriented limited use commercial, residential, civic, institutional and office nodes including villages, community centers, gardens, and neighborhood shopping centers to provide essential services to residents, invitees and guests to the RiverPort PDD, relieving a degree of traffic and congestion which may surround other large commercial developments in the general area. Live/work residential units within this land use designation shall not count against the total residential unit cap. Neighborhood Commercial Development shall count against total commercial square footage.

Permitted Uses:

1. Retail businesses, personal service businesses, shopping centers, restaurants, convenience stores, clustered commercial establishments, offices and civic/institutional uses, unless specifically prohibited under Prohibited Uses below.
2. Single Family Residential

3. Multifamily Residential
4. Hotel / Inn / Resort and Condo/Hotel
5. Medical offices (not including facilities for patient care exceeding 48 hours)
6. Bed & Breakfast
7. Live/Work facilities (i.e. commercial below with residential above and commercial located within the same structure or homesite, not including a home business in a single family or multi-family residence)
8. Outdoor entertainment

Prohibited Uses:

The following commercial uses are specifically prohibited:

1. Junkyards or auto salvage yards.
2. Gambling facilities not authorized by law
3. Outdoor Amusement Parks
4. Outdoor go cart racing facilities
5. Outdoor roller coasters and other carnival like facilities
6. Sexually-oriented businesses
7. Other Special Nuisances under section 5.19 of the MZDO

Maximum building height shall meet the requirements of the MZDO for group dwellings and multiple family dwellings.

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

e. Open Space

Total open space for the RiverPort PDD shall be calculated for the entire net acreage of the RiverPort PDD and not on a site-specific basis for each phase of the RiverPort PDD, individual development, or project. The RiverPort PDD shall provide at least 25% open space, of which at least 8.33% shall be provided as active open space, in accordance with the MZDO included herein, which open spaces shall be reasonably accessible to the residents. Notwithstanding the foregoing, each Initial Master Plan submittal for residential subdivisions shall contain at least 10% total open space. Industrial, commercial, school, and public safety center land shall be exempt from the open space requirement. Open space shall consist of:

1. Landscape areas

2. 50% of lagoons, detention ponds, impoundments, lakes and effluent disposal areas
3. 50% of wetlands
4. Wetlands buffers
5. Forests, Wildlife preserves/corridors, conservation areas and greenbelts
6. Community Garden plots
7. Recreation areas including swimming pools, tennis courts, playgrounds, ball fields, lawn game fields, community gardens, linear park, public parks, etc.
8. Public or private regulation or par three golf courses including ancillary facilities such as golf learning centers, practice facilities and support facilities
9. Pedestrian/bicycle trails
10. Perimeter buffers
11. Any area left in a natural state
12. Utility easements without vertical construction.

By adhering to local, state, and federal permitting requirements, the development of the RiverPort PDD will generate substantial amount of open space.

f. Institutional/Civic/Public Safety

This designation allows for institutional and civic land uses, which shall be allowed to occur as a mixed use throughout the RiverPort PDD. These land uses shall not count against the overall commercial acreage or residential unit count allowed for the RiverPort PDD.

- a. Civic, cultural, municipal, governmental, educational (public or private), conference centers, research or other similar facilities which may include dormitories or other similar living quarters for students, staff, faculty and professionals.
- b. Churches, synagogues, temple and other places of worship provided that such uses are housed in a permanent structure.
- c. Cemeteries provided that such use does not include a funeral home or crematorium.
- d. Medical and health facilities, assisted living facility, nursing home and congregate care facility.
- e. Public safety/emergency service facilities, library, museum, day care facilities, social/community centers, etc.

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

3. LAND USE TERMS

a. Wetlands

This designation allows the following uses within wetlands. Freshwater wetlands on the property shall be those areas over which the Army Corps of Engineers claims 404 jurisdictions for freshwater wetlands. The use of these lands is regulated by the USACOE and OCRM, and unless restricted via a future Memorandum of Agreement (MOA) to the contrary, the following are Permitted Uses:

1. Open space and buffers
2. Conservation areas
3. Activities in all wetland areas as permitted by the USACOE and OCRM
4. Disposal of reclaimed water as permitted by SCDHEC
5. Storm water control and management and recreational lakes
6. Boardwalks, trails, bridges and other permitted structures
7. Game Management
8. Silviculture

b. Mitigation Bank:

This designation allows the following uses within wetlands. Freshwater wetlands on the property shall be those areas over which the applicable governmental agencies claim jurisdiction for freshwater wetlands. The following are permitted uses:

1. Open space and buffers
2. Conservation areas
3. Activities in all wetland areas as permitted by the USACOE and OCRM
4. Disposal of reclaimed water as permitted by SCDHEC.
5. Storm water management and recreational lakes.
6. Boardwalks, trails, bridges and other permitted structures.
7. Game Management

c. Silviculture

This designation allows for continuation of managed forestry. Silviculture includes the practice of planting, culture, and harvesting of trees for the purpose of producing wood fiber and timber. Generally accepted methods of forest management are permitted, including wildlife management, construction and use of forest roads, and practices to promote health and

growth of trees. Silviculture uses may continue up to the time a subdivision plat is recorded and must be in accordance with standard forestry BMPs. The Owner shall be permitted to plant and grow trees upon the RiverPort Tract which may be used for tree farming for harvesting of such trees for purposes of replanting same in locations which are on or off the RiverPort Tract and may engage in farming operations which are indigenous to the area.

d. Roads

Access for the RiverPort PDD shall be as indicated on the RiverPort Conceptual Master Plan. Full access shall be defined as access which allows any and all possible legal traffic movements into and out of the development along a divided median roadway. Limited access shall be defined as an access which limits the movement of traffic in and out of a development (i.e. right-in/right-out only).

The RiverPort PDD shall have roads designed to the standards as set forth in the Development Agreement. Roads indicated on the RiverPort Conceptual Master Plan are subject to modification at the time of Development Plan approval based on specific soil conditions, environmental concerns, physical constraints and design parameters.

The RiverPort PDD shall provide roadway linkage of major land use areas including internal linkage to commercial and recreational uses. Certain areas within the RiverPort PDD in whole or part may be developed as private areas with access restricted appropriately at developer discretion.

Road width and right-of-way width may be reduced when environmental and tree preservation considerations would be furthered thereby, and public safety concerns are not compromised. To protect and preserve trees, such design is hereby encouraged.

e. Utilities

This designation allows for utility service to serve the planning tracts of the RiverPort PDD. The following land uses shall be allowed. Screening, buffering, and other aesthetic matters must meet or exceed the MZDO requirements included herein, and may be approved at Initial Master Plan Approval.:

1. Potable water supply and distribution
2. Wastewater collection, treatment and disposal
3. Stormwater collection, treatment and detention
4. Irrigation
5. Communication towers

6. Satellite antennas
7. Cable television facilities
8. Telephone facilities
9. Power transmission and distribution
10. Fiber optic lines
11. Other utility services i.e. Internet access

Certain community-wide infrastructure is required for the development of any large, master-planned community. This infrastructure may include, but is not limited to the following:

1. Arterial streets and primary access roads
2. Water supply
3. Wastewater Treatment and Effluent Disposal
4. Power substations
5. Central telephone facilities
6. Stormwater Management Lagoons
7. Natural Gas Supply

In the case of this RiverPort Conceptual Master Plan, the community-wide infrastructure may serve more than one Planning Tract. Infrastructure serving the community (on-site and off-site) will be approved as part of the Initial Master Plan Approval process. Infrastructure projects must receive a City Development Permit prior to construction.

f. Signage Control

Signage for the RiverPort PDD shall be governed by the Master Sign Program Attached as Exhibit K.

g. Hotel/Inn, Resort, Condo/Hotel

This designation is for hotels, inns, timeshare projects resorts and spas that consist of building or buildings with guest rooms for sleeping, kitchens and/or a dining room(s) to provide meals for guests including public restaurants, bars and entertainment areas. Hotels, Inns, and spas shall be considered a commercial land use. Conference and facilities may or may not accompany the hotel/inn and may be integral to the hotel/inn or detached. Resorts under this land use may include fractional ownership. Hotels, Inns and spas shall be considered a commercial land use and will not count against the residential unit cap except for fractional ownership/timeshares and condo/hotels, which count as 0.5 residential units for purposes of density, but count as a commercial unit for developer fees under the Development Agreement.

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

Maximum building height shall meet the requirements of the MZDO for group dwellings and multiple family dwellings.

h. Single-Family Residential

This designation allows for the development of detached single-family residential units (8 DU/AC), and attached single-family residential units (12 DU/AC). Single family residential consists of attached or detached residential, including both short and long-term rentals. Modular homes are not considered to be mobile homes and will be treated as single-family housing. Product mix may include full size lots, townhomes, attached zero lot line, patio home sites and cottages. Product is limited to a maximum of three stories in height, not including architectural elements. Lot sizes and building setbacks will be established at the time of final development approval, subject to the requirements set forth below regarding average lot sizes, setbacks, etc..

Except in Traditional NeighborHood Districts, for detached, single family residential and duplexes (i) the minimum lot width shall be 20 feet with a minimum lot depth of 70 feet, (ii) the average lot size may vary as to specific, individual master plans, but the overall average lot size on the Property shall not be less than 5500 square feet and (iii) the minimum side setbacks shall be 6 feet between structures. Side setbacks can be reduced at the discretion of the City. The primary standard, to be utilized in allowing the variance shall be the maintenance of the City's Insurance Services Organization fire safety rating. As for dwelling units, a minimum front-yard setback of 25 feet shall be imposed on lots with front-loaded garages; a minimum setback of 15 feet for lots with side-loaded garages; a minimum setback of 15 feet from the back lot line; and a minimum setback of 5 feet from a pool or deck.

For attached single family residential, and townhomes there shall be no minimum lot size or setbacks, and a 6 foot side setback shall be required for all non-common lot line sides.

Ownership may be either fee simple lots or other ownership structure with no minimum lot size or street frontage. Cottages shall be developed on a site-specific basis with environmental concerns being the primary constraint for each cottage site selection.

The allocation of density as specified allows for the clustering of development to optimize the protection of natural features and maximize open space. This

does not guarantee that the property can be developed at the identified maximum.

The following single family residential uses are specifically prohibited:

1. Mobile homes

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

i. Multi-Family Residential

This designation includes multi-family residential units, up to a maximum of 40 units per net acre on a site-specific basis. Density is based on the number of stories in a project. One-story projects are limited to 8 DU/AC, two story projects are limited to 16 DU/AC, three story projects are limited to 24 DU/AC, and mid-rise multi-family projects in excess of 3 stories shall be limited to 40 DU/AC. Notwithstanding the above, density requests in excess of 40 DU/AC shall be reviewed on a case by case basis and only allowed provided building safety, fire protection, and other applicable concerns are addressed to the satisfaction of the City. Maximum building height shall meet the requirements of the MZDO for group dwellings and multiple family dwellings. Multifamily residential consists of attached or detached residential including both short term and long term rentals, or Condo, but excludes Hotel/Inn/Bed and Breakfast and Guesthouse.

Maximum building height shall meet the requirements of the MZDO for group dwellings and multiple family dwellings.

The allocation of density as specified allows for the clustering of development to optimize the protection of natural features and maximize open space. This does not guarantee that the property can be developed at the identified maximum.

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

j. Traditional Neighborhood Development (TND)

This Land Use Category allows for the development of a TND within the RiverPort PDD which is typified by the culture, value and traditions exemplified in the Historical Districts of Savannah, GA, Charleston, SC and

Seaside Florida. This development is to be a traditional neighborhood, which is characterized by a pedestrian-friendly environment of grid streets, neighborhood parks, sidewalks, front porches, alleys, mixed uses and a tight scale to unify the district. Homes within the neighborhood are planned to be within a five minute walk of the community hall, civic buildings and Neighborhood Commercial Use area.

The traditional neighborhood will be a mixed-use development consisting of neighborhood-commercial, single-family residential, multi-family residential, recreational, civic uses and open space. There shall be allowance for mixed-use capabilities (live/work units) as well as an allowance for accessory buildings to have residential capacity (such as garage apartments). Other distinctive features of this traditional neighborhood that will be allowed within this district are outlined in this land use category.

Design Standards shall be submitted at Initial Master Plan stage, and may have standards deviating from the MZDO or the RiverPort PDD, provided that health, safety, ingress/egress, and fire protection concerns are addressed to the satisfaction of the City.

k. Recreational Vehicle Parks

These parks are permitted provided the Owner/developer and the City agree to the design standards that must be submitted at the time of application. Recreational Vehicle parks shall be buffered a minimum of 20 feet from any adjacent residential land use.

l. Model Home/Sales Center

This designation allows for the model homes and office/administrative facilities associated with the primary sale of residential lots and homes. The facility(s) may be permanent in nature with the model homes being sold as single-family residences in the future or the facility(s) may relocate from time to time during the period of development to meet the needs of development phasing.

From time to time, model homes may be constructed and later sold as permanent residences when no longer needed as models.

Performance Standards for this land use will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal in order to reflect the residential-product type.

m. Maintenance Areas

The maintenance areas will contain the facilities, tools and equipment necessary to maintain the common properties and golf courses within the RiverPort PDD. These facilities may be congregated on a central site or located in separate convenient sites for different services such as general community maintenance, golf course maintenance, recreation area maintenance or individual property regime maintenance.

Permitted uses include:

1. Vehicle maintenance
2. Storage of vehicles and parts, boats, recreational vehicles and resident storage units
3. Fuel storage
4. Shops for woodwork, metalwork and painting
5. Greenhouses, plant propagation areas and holding yards
6. Mulching facility and mulch storage
7. Storage of chemicals and bulk materials as permitted by law
8. Offices associated with community and maintenance

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal, and shall include appropriate screening, buffering and fencing requirements to address aesthetic, noise and safety matters.

n. Community Center

This designation allows for the development of an internally oriented integral mix of various allowed land uses defined herein in order to establish a community oriented node including:

1. Single family residential
2. Multifamily residential
3. Bed and Breakfast/Guesthouse
4. Institutional/Civic
5. Neighborhood Commercial
6. Open space
7. Community recreation

Build to property lines will be allowed to reduce cost of utilities and to create a more pedestrian friendly environment as long as fire protection between adjacent and party walls is strictly adhered to and visual design standards are met.

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

o. Community Recreation

This designation allows for the recreational complexes and amenities to serve the RiverPort PDD. Land uses may consist of private and semi-private recreation, indoor and outdoor lighted and unlighted recreation facilities, establishments and services that include active and passive sports and entertainment, ancillary facilities such as restaurants serving such public recreational facilities. Community Recreation shall not be considered commercial uses and shall not be counted against the overall allowed acreage for commercial uses within the RiverPort PDD.

Permitted uses include:

1. Outdoor Recreational Facilities including but not limited to:
 - a. Public &/or Private Golf courses and ancillary facilities associated therewith
 - b. Golf cart storage barn and maintenance facilities
 - c. Swimming Pools, Pool Bath Houses and Gazebos
 - d. Lakes
 - e. Tennis Courts
 - f. Lawn Games such as bocce, croquet, and volleyball, etc.
 - g. Multi-use fields
 - h. Playgrounds
 - i. Neighborhood Parks
 - j. Community Parks
 - k. Leisure Trails and Bike Trails
 - l. Other Recreational Uses
2. Recreational Building including but not limited to uses such as indoor recreation, meetings, assembly, banquet, fitness, and hobby space.
3. Accessory Buildings
4. Community Offices / Administration Buildings shall not be considered commercial uses
5. Maintenance and Storage Facilities
6. Community Service facilities including:
 - a. Public and/or Private clubhouses

- b. Pro shops, snack bars, grills, restaurants and lounges associated with clubhouses
- c. Ancillary uses associated with community recreation facilities such as craft centers, fitness centers, etc.

Performance Standards for this district will be determined by the Design Regulations described at Section 2.D.4 herein at the time of Initial Master Plan Submittal.

- 4. Design Regulations for each Master Plan area, addressing the parameters in Section 4.21.800 of the MZDO included herein, will be reviewed at the time of Initial Master Plan approval. Unless otherwise agreed at Initial Master Plan approval, the Development Agreement, the RiverPort PDD, or the standards for uses set forth in the MZDO included herein shall apply.

SECTION 3

MZDO CHANGES/EXEMPTIONS

In accordance with § 4.21.700(E)(5) of the MZDO, the following provisions of the MZDO are deemed to be waived or modified as applied to the RiverPort PDD. It is acknowledged that concerted efforts have been made to identify each provision of the MZDO sought to be waived or modified, and thus to the extent that a specific provision of the MZDO is not listed below but conflicts with the wording and intent of the RiverPort PDD, that provision shall be deemed to have been included in the listing below. To the extent the provisions of the RiverPort PDD are not clear, then provisions of the MZDO dated March 20, 2003, included herein, as amended through the date of approval of the RiverPort PDD, not listed or deemed listed, shall apply.

Section 2.7

Architectural Review – The RiverPort Tract is exempt from the provisions of this section provided the Owner's Architectural Review Standards meet or exceed those of the MZDO and Owner or an entity which is controlled by Owner, controls the Architectural Review Board (ARB). The City shall not issue a building or development permit unless the plan submitted has been approved in writing or stamped by the Chairman or his designee, of the ARB.

Section 3.3

Expiration of Permits – This provision is modified to extend the time for work authorized by a permit to begin to one (1) year and to authorize an applicant to request extension of a permit for a period of one (1) year.

Section 4.13.1

General Residential, Other Requirement – (k) is deleted and replaced with the requirement that multi-family uses in the RiverPort PDD must be separated from single family uses by a six foot fence or by landscaping that achieves 75% opacity within two years. Lot sizes and setbacks are governed by the provisions of the PDD Section 2.D.3.h.

Section 4.15

No provisions of R-20, R-14 or R-10 apply. The provisions of TC-1, TC-2 and BI shall not apply to the RiverPort PDD.

Section 4.21.600

This section is deleted. Setbacks and buffers are governed by the RiverPort PDD Section 2.D.1.c.

Section 4.21.700(E) (17)

It is hereby acknowledged by City Council that, due to the size of the RiverPort PDD and the variety of uses contemplated for it, some information required for a typical PDD application is either unavailable or impractical to provide at this point. The Council specifically acknowledges the sufficiency of the RiverPort PDD application as submitted. Additional or omitted information may be provided at the time of Initial Master Plan submittal.

Section 4.21.700(H)(First subparagraph H on page 66)

This section is amended as follows: Notwithstanding anything herein to the contrary, the property subject to the RiverPort PDD, upon receipt of appropriate state and federal approvals, may implement a drainage plan without an overall master plan or development plan being submitted for any particular area.

Section 4.21.800(I)

This section is amended to provide that a Traffic Impact Assessment (TIA) for individual master planned areas may be required at Initial Master Plan submittal to justify road design. Traffic mitigation is provided under the Development Agreement.

Section 4.21.1000(H)

This section is amended to provide that a Traffic Impact Assessment (TIA) for individual master planned areas may be required at Initial Master Plan submittal to justify road design. Traffic mitigation is provided under the Development Agreement.

Section 4.21.1000(W)

This section is amended to provide that trees existing as part of planted pine crop area shall be represented on an exhibit illustrating the area containing the planted pine tree planting pattern with row, tree spacing, and typical size. The information will be field verified to ensure accuracy of the exhibit's factors, but each tree in the pine crop area will not be physically located by standard survey methods. Hardwood trees in excess of eight (8) inches DBH will be located.

Section 4.21.1000.Y

This section shall not apply unless the applicant seeks to pre-sell lots prior to completing the installation of infrastructure.

Section 4.22

Highway 278 Corridor Overlay District (HCOD)

“Signage” provisions replaced by the Master Signage Program attached hereto as Exhibit K. “Design materials” (1) (c) is modified to add PVC and aluminum type fences as acceptable features.

Section 5.3 Lots

Unless otherwise agreed at Initial Master Plan approval, the provisions of this Section 5.3 as amended by this RiverPort PDD shall apply.

Section 5.6 Temporary Uses

Subsection (a) and (b) are deleted, these provisions being authorized as a matter of right, in accordance with the terms of the Development Agreement.

Section 5.8 Parking Spaces Deviations

Space Deviations may be approved at Initial Master Plan approval.

Section 5.9 (c) Off-street Loading

This provision is replaced by "Multi-family use requires an additional 0.25 spaces/unit."

Section 5.9 (d) Parking Requirements

Deviations may be approved at Initial Master Plan approval where adequate parking, shared or otherwise, is provided.

Section 5.14 Open Space Standards

This section is amended. Open space is governed by the RiverPort PDD Section 2.D.2.d.

Section 5.15

Site clearing shall be allowed consistent with the approved Master Plan. Specific landscaping plans will be submitted at master plan submittal, and shall meet or exceed the landscaping standards attached hereto as Exhibit J. Specific landscaping plans are to be submitted at time of Development Plan Approval.

Section 5.15

Tree Protection, Tree Survey and Replacement of Trees shall be governed by Section 4.21.1000.W, as modified by the RiverPort PDD Section 1.I.

Section 5.16 Signs

Replaced by the Master Signage Program attached hereto as Exhibit K.

Section 6.9 Sidewalks

This provision is replaced with: Sidewalks shall be provided in the RiverPort Tract PDD in appropriate locations. The frequency and location of sidewalks shall be established based upon anticipated pedestrian usage within, and between land uses in addition to the proposed traffic loads of adjacent roads. A master sidewalk plan, if applicable, including design criteria governing sidewalk placement, shall be submitted and approved as part of the Initial Master Plan submittal.

Section 7.1 Net Density/Net Acreage

This provision is replaced with: That acre which remains after deduction of right of ways for existing roads, or rail, and on-site jurisdictional freshwater wetlands.

