



AGENDA
REGULAR MEETING FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, JULY 25, 2018
7:00 P.M.
BOARD ROOM, COUNTY ADMINISTRATION BUILDING
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

Call to Order

Invocation

Pledge of Allegiance

Adoption of Agenda

Consent Agenda

Attachment

1. Minutes----- **A**
 Called Meeting and Closed Session of June 27, 2018
2. Committee Reports
 Code and Ordinance Committee ----- **B**
 Finance Committee ----- **C**
 Parks and Recreation Commission (two reports) ----- **D**
 Public Safety Committee ----- **E**
 Transportation Committee ----- **F**
3. Resolution adding Business Boulevard to Secondary Road System ----- **G**
4. Northwestern Community Services' Fiscal Year 2019 Performance Contract ----- **H**
5. Resolution Supporting Concepts from the Commission on Local
 Government Draft Report on Annexation Alternatives ----- **I**

Citizen Comments – Agenda Items that are not the subject of a Public Hearing

Board of Supervisors Comments

County Officials

1. Report to the Board by Karen Beck-Herzog, Site Manager
Cedar Creek and Belle Grove National Historical Park ----- J

2. Committee Appointments ----- K
 - a. Historic Resources Advisory Board
Member-At-Large Representative
4-year term, Applications pending
 - b. Winchester Regional Airport Authority
4-year term of Gene Fisher ended 6/30/18 (Eligible for reappointment)
4-year term of Robert Bearer ended 6/30/18 (Eligible for reappointment)
 - c. Conservation Easement Authority
3-year term of Elaine Cain, Co. Representative, ends 8/24/18 (Eligible for reappointment)
3-year term of Robert Solenberger, Co. Representative ends 8/24/18 (Eligible for reappointment)
3-year term of Charles Triplett, Planning Comm. Representative ends 8/24/18 (Eligible for reappointment)

3. Requests from the Commissioner of the Revenue for Refunds ----- L

Acar Leasing LTD –	\$ 2,520.83
BMW Financial Services NA LLC --	\$ 2,789.61
Bowman Properties LLC --	\$ 3,282.61
Capital Meats, Inc. --	\$ 23,136.35

Committee Business

Code and Ordinance Committee

(See Tab B for additional information)

1. Amendment to Chapter 48 (Animals and Fowl), Article I (Dog Licensing; Rabies Control), Section 48-18 (License Taxes), of the County Code, to allow for lifetime licensing of dogs.
The Committee recommends that the Board set a public hearing on the matter.

Code and Ordinance Committee, continued

(See Tab B for additional information)

2. Amendments to Chapter 52 (Building Construction), Section 52-5 (Issuance of Permits) and Chapter 143 (Stormwater/Erosion and Sediment Control), Section 143-194 (Issuance, time limit, modification, maintenance, transfer and/or termination of Frederick County land-disturbing permit and VSMP authority permit), of the County Code, to require payment of delinquent real estate taxes before issuance of certain permits.
The Committee recommends that the Board set a public hearing on the matter.
3. Amendments to Chapters 48 and 118, of the County Code, to adopt a “plainly audible” standard with respect to certain prohibited noise.
The Committee recommends that the Board set a public hearing on the matter.
4. An amendment to Chapter 155 (Taxation), Article VIII (Tax on Purchasers of Utility Service), Section 155-34 (Tax Imposed), of the County Code, to correct a typographical error with respect to the tax on electric service.
The Committee recommends that the Board set a public hearing on the matter.

Finance Committee

(See Tab C for additional information)

- Items 3, 5, 6, 7, 8, 9, 10, and 12 were approved under the Committee’s consent agenda.
1. The VJCCA Director requests an FY18 General Fund budget transfer in the amount of \$20,700 from a salary line item. This amount represents funds needed to cover May and June services. *The Committee recommends approval.*
 2. The Winchester Regional Airport Director requests an FY18 General Fund budget transfer in the amount of \$21,924 from salaries and fringes. This amount represents funds needed to cover fuel deliveries. *The Committee recommends approval.*
 3. The Planning Director requests an FY19 General Fund supplemental appropriation in the amount of \$59,066.50. This amount represents a carry forward of unspent budgeted FY18 funds for completion of the Capital Impact Study and Model. *Approved by Committee consent agenda.*
 4. The Sheriff requests an FY18 General Fund supplemental appropriation in the amount of \$13,700. This amount represents traffic control reimbursements. No local funds required. *The Committee recommends approval.* The committee also recommends forwarding the topic to the Public Safety Committee for discussion to determine the need for a policy.
 5. The Sheriff requests an FY18 General Fund supplemental appropriation in the amount of \$4,713.36. This amount represents reimbursements from the Treasury Department. No local funds required. *Approved by Committee consent agenda.*

Finance Committee, continued

(See Tab C for additional information)

6. The Sheriff requests an FY18 General Fund supplemental appropriation in the amount of \$5,155.01. This amount represents travel reimbursements from the State. No local funds required. **Approved by Committee consent agenda.**
7. The Sheriff requests an FY19 General Fund supplemental appropriation in the amount of \$15,191.16. This amount represents a carry forward of unspent FY18 funds from auto insurance claims. **Approved by Committee consent agenda.**
8. The Parks & Recreation Director requests the funds received in FY18 for the PLAY Fund in the amount of \$6,488.62 be reserved, subject to future appropriations. The balance will be reduced by the financial assistance provided during FY18 in the amount of \$1,270.50. No local funds required. **Approved by Committee consent agenda.**
9. The Parks & Recreation Director requests an FY19 General Fund supplemental appropriation in the amount of \$121,807. This amount represents a carry forward of unspent FY18 funds for Northwest Sherando Park project, Clearbrook Park parking lot, Frederick Heights trail and parking lot, and Abrams Creek trail. **Approved by Committee consent agenda.**
10. The Parks & Recreation Director requests an FY19 General Fund supplemental appropriation in the amount of \$531,589.70. This amount represents a carry forward of unspent FY18 funds for the Northwest Sherando Park project. **Approved by Committee consent agenda.**
11. An FY18 F&R Expense Recovery Fund (Fund 30) supplemental appropriation in the amount of \$697,923.95 is requested. This amount represents \$433,487.95 in FY18 revenue received over budgeted revenue, and \$264,436 in fund balance funds for prior years distributions. No local funds are required. **The Committee recommends approval.**
12. The Fire & Rescue Chief requests an FY18 General Fund supplemental appropriation in the amount of \$13,915.40. This amount represents an auto claim reimbursement. No local funds required. **Approved by Committee consent agenda.**
13. The Fire & Rescue Chief requests approval to move forward with hiring two (2) additional training officers. Funds have been budgeted in FY19. **The Committee recommends approval.**

Transportation Committee

(See Tab F for additional information)

1. SmartScale Project Support Resolution: *The Committee recommends approval of the Resolution of Support for Frederick County and Regional SmartScale Applications.*
2. Intersection of Route 50 and Independence Agreements: *The Committee recommends approval of the updated language drafts of the Transportation Partnership Opportunity Fund Agreement and Backstop Agreement.*
3. Interstate 81 Corridor Study: The corridor study is under the direction of the SB 971 for Interstate 81. *The Committee recommends approval of the Resolution for the Board of Supervisors to Comment on the Interstate 81 Corridor Study.*

Public Hearings (Non Planning Issues)

1. **Outdoor Festival Permit Request of Concern Hotline – ----- M**
19th Annual Friday Fish Fry
Pursuant to the Frederick County Code, Chapter 86, Festivals; Section 86-3, Permit Required; Application; Issuance or Denial; Fee, for an Outdoor Festival Permit. Festival to be Held on Friday, September 7, 2018, from 4:00 P.M. to 9:00 P.M.; on the Grounds of Grove's Winchester Harley-Davidson, 140 Independence Drive, Winchester, Virginia. Property Owned by Jobalie, LLC.
2. **Amendment to the 2018-2019 Fiscal Year Budget ----- N**
Pursuant to Section 15.2-2507 of the Code of Virginia, 1950, as Amended, the Board of Supervisors will Hold a Public Hearing to Amend the Fiscal Year 2018-2019 Budget to Reflect: School Construction Fund Supplemental Appropriation in the Amount of \$45,500,000 for the Acquisition of Land, Design and Construction of a Replacement Robert E. Aylor Middle School. Request for Appropriation of funds for replacement Aylor Middle School Building

Planning Commission Business

Public Hearings

1. **Rezoning #05-17 for O-N Minerals (Chemstone) ----- O**
d/b/a Carmeuse Lime & Stone, CONTINUED from March 14, April 25,
May 23, and June 13, 2018
Submitted by Lawson and Silek, PLC., to Amend the Proffers for this Property; Rezoning 394.2 Acres from the EM (Extractive Manufacturing) District with Proffer to the EM (Extractive Manufacturing) District with Revised Proffers. The Properties are Situated Generally West of the Town of Middletown. Specifically, the Middle Marsh Property is Located East of Belle View Lane (Route 758), and West and Adjacent to Hites Road (Route 625) and is Further Traversed by Chapel Road (Route 627). The Northern Reserve is Bounded to the South by Cedar Creek and is West and Adjacent to Meadow Mills Road (Route 624). The Properties are Identified with Property Identification Numbers 83-A-109 and 90-A-23 in the Back Creek Magisterial District.

2. **Conditional Use Permit #07-18 For Winchester 101 LLC ----- P**
For a Revision to the Conditions of Conditional Use Permit #13-96 Submitted to Change the Hours of Operation. The Property is Located at 4780 Northwestern Pike, Winchester, Virginia and is Identified with Property Identification Number 40-A-66D in the Gainesboro Magisterial District in the RA (Rural Areas) Zoning District.
Note: On July 19, the Applicant requested a deferral of the public hearing.

Other Planning Items

1. **Request for Joint Board of Supervisors – Planning Commission Meeting ----- Q**

Board Liaison Reports

Citizen Comments

Board of Supervisors Comments

Adjourn

L



COUNTY OF FREDERICK

Roderick B. Williams
County Attorney

540/722-8383
Fax 540/667-0370
E-mail rwillia@fcva.us

MEMORANDUM

TO: Frederick County Board of Supervisors
CC: Kris Tierney, County Administrator
FROM: Roderick B. Williams, County Attorney
DATE: Monday, July 16, 2018
RE: Commissioner of Revenue Refund Requests

Attached, for the Board's review, are requests to authorize the Treasurer to credit the following entities:

1. Acar Leasing LTD – \$2,520.83
2. BMW Financial Services NA LLC – \$2,789.61
3. Bowman Properties LLC – \$3,282.61
4. Capital Meats, Inc. – \$23,136.35

Roderick B. Williams
County Attorney

Attachments



COUNTY OF FREDERICK

Roderick B. Williams
County Attorney

540/722-8383
Fax 540/667-0370
E-mail rwillia@fcva.us

MEMORANDUM

TO: Ellen E. Murphy, Commissioner of the Revenue
Frederick County Board of Supervisors

CC: Kris Tierney, County Administrator

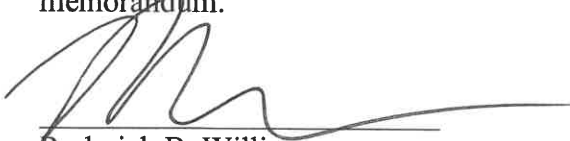
FROM: Roderick B. Williams, County Attorney

DATE: July 16, 2018

RE: Refund – Acar Leasing LTD

I am in receipt of the Commissioner's request, dated June 22, 2018, to authorize the Treasurer to refund Acar Leasing LTD the amount of \$2,520.83, for exoneration of personal property taxes for 2018. This refund resulted from normal proration of vehicle taxes where vehicles were either sold or moved from this locality.

The Commissioner verified that documentation and details for this refund meet all requirements. Pursuant to the provisions of Section 58.1-3981(A) of the Code of Virginia (1950, as amended), I hereby note my consent to the proposed action. The Board of Supervisors will also need to act on the request for approval of a supplemental appropriation, as indicated in the Commissioner's memorandum.



Roderick B. Williams
County Attorney

Attachment



Frederick County, Virginia
Ellen E. Murphy
Commissioner of the Revenue
107 North Kent Street
Winchester, VA 22601
Phone 540-665-5681 Fax 540-667-6487
email: emurphy@co.frederick.va.us



JUNE 22, 2018

TO: Rod Williams, County Attorney
Cheryl Shiffler, Finance Director
Frederick County Board of Supervisors
Kris Tierney, County Administrator

FROM: Ellen E. Murphy, Commissioner of the Revenue

RE: Exoneration – ACAR LEASING LTD

Please approve a refund of \$2,520.82 for exoneration of personal property taxes for 2018 in the name of Acar Leasing LTD. This refund is proration of vehicular personal property taxes for the periods shown. Vehicles were either sold or moved out during this period and all are the result of normal proration.

To comply with requirements for the Treasurer to apply this refund board action is required.

The Commissioner's staff has verified all required data and the paperwork is in the care of the Commissioner of the Revenue.

Please also approve a supplemental appropriation for the Finance Director on this request.

Exoneration is \$2,520.82.

Date: 6/21/18

Cash Register: COUNTY OF FREDERICK

Time: 09:53:19

Cashier: _____ Total Transactions: 375
 Customer Name: ACAR LEASING LTD Customer Transactions: 6

Options: 2=Edit 4=Delete 5=View

Opt	Dept	Trans	Ticket No.	Tax Amount	Penalty/Int	Amount Paid
-	PP2018	1	00001290015	\$113.10-	\$.00	\$113.10-
-	PP2018	2	00001290016	\$678.58-	\$.00	\$678.58-
-	PP2018	3	00001290023	\$172.43-	\$.00	\$172.43-
-	PP2018	4	00001290024	\$1,034.57-	\$.00	\$1,034.57-
-	PP2018	5	00001290169	\$174.05-	\$.00	\$174.05-
-	PP2018	6	00001290170	\$348.10-	\$.00	\$348.10-

F3=Exit F14=Show Map# Total Paid : \$2,520.83
 F15=Show Balance F18=Sort-Entered F21=CmdLine
 F20=Attach

* Needs Board Approval



COUNTY OF FREDERICK

Roderick B. Williams
County Attorney

540/722-8383
Fax 540/667-0370
E-mail rwillia@fcva.us

MEMORANDUM

TO: Ellen E. Murphy, Commissioner of the Revenue
Frederick County Board of Supervisors

CC: Kris Tierney, County Administrator

FROM: Roderick B. Williams, County Attorney

DATE: July 16, 2018

RE: Refund – BMW Financial Services NA LLC

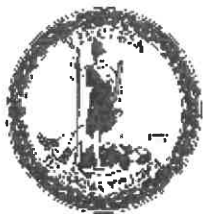
I am in receipt of the Commissioner's request, dated June 22, 2018, to authorize the Treasurer to refund BMW Financial Services NA LLC the amount of \$2,789.61, for exoneration of personal property taxes for 2018. This refund resulted from normal proration of vehicle taxes where vehicles were either sold or moved from this locality.

The Commissioner verified that documentation and details for this refund meet all requirements. Pursuant to the provisions of Section 58.1-3981(A) of the Code of Virginia (1950, as amended), I hereby note my consent to the proposed action. The Board of Supervisors will also need to act on the request for approval of a supplemental appropriation, as indicated in the Commissioner's memorandum.

A handwritten signature in black ink, appearing to be "R. Williams", written over a horizontal line.

Roderick B. Williams
County Attorney

Attachment



Frederick County, Virginia
Ellen E. Murphy
Commissioner of the Revenue
107 North Kent Street
Winchester, VA 22601
Phone 540-665-5681 Fax 540-667-6487
email: emurphy@co.frederick.va.us



JUNE 22, 2018

TO: Rod Williams, County Attorney
Cheryl Shiffler, Finance Director
Frederick County Board of Supervisors
Kris Tierney, County Administrator

FROM: Ellen E. Murphy, Commissioner of the Revenue

RE: Exoneration – BMW FINANCIAL SERVICES NA LLC

A handwritten signature in cursive script, appearing to read "E. Murphy".

Please approve a refund of \$2,789.61 for exoneration of personal property taxes for 2018 in the name of BMW Financial Services NA LLC. This refund is proration of vehicular personal property taxes for the periods shown. Vehicles were either sold or moved out during this period and all are the result of normal proration.

To comply with requirements for the Treasurer to apply this refund board action is required.

The Commissioner's staff has verified all required data and the paperwork is in the care of the Commissioner of the Revenue.

Please also approve a supplemental appropriation for the Finance Director on this request.

Exoneration is \$2,789.61.

Date: 6/21/18

Cash Register: COUNTY OF FREDERICK

Time: 09:47:34

Cashier: _____ Total Transactions: 375
 Customer Name: BMW FINANCIAL SERVICES NA LLC Customer Transactions: 5

Options: 2=Edit 4=Delete 5=View

Opt	Dept	Trans	Ticket No.	Tax Amount	Penalty/Int	Amount Paid
-	PP2018	1	00054160001	\$402.77-	\$.00	\$402.77-
-	PP2018	2	00054160002	\$1,208.32-	\$.00	\$1,208.32-
-	PP2018	3	00054160029	\$576.76-	\$.00	\$576.76-
-	PP2018	4	00054160030	\$576.76-	\$.00	\$576.76-
-	VL2018	5	01113730001	\$25.00-	\$.00	\$25.00-

F3=Exit

F14=Show Map#

Total Paid :
 F15=Show Balance

\$2,789.61
 F18=Sort-Entered

F21=CmdLine
 F20=Attach

* Needs Board Approval



COUNTY OF FREDERICK

Roderick B. Williams
County Attorney

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MEMORANDUM

TO: Ellen E. Murphy, Commissioner of the Revenue
Frederick County Board of Supervisors

CC: Kris Tierney, County Administrator

FROM: Roderick B. Williams, County Attorney

DATE: July 16, 2018

RE: Refund – Bowman Properties LLC

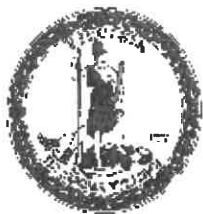
I am in receipt of the Commissioner's request, dated June 22, 2018, to authorize the Treasurer to refund Bowman Properties LLC the amount of \$3,282.61, for exoneration of personal property taxes from 2015 through 2017 and vehicle license fees from 2015 through 2017. This refund resulted from normal proration of vehicle taxes where vehicles were either sold or moved from this locality.

The Commissioner verified that documentation and details for this refund meet all requirements. Pursuant to the provisions of Section 58.1-3981(A) of the Code of Virginia (1950, as amended), I hereby note my consent to the proposed action. The Board of Supervisors will also need to act on the request for approval of a supplemental appropriation, as indicated in the Commissioner's memorandum.

A handwritten signature in black ink, appearing to be "R. Williams", is written over a horizontal line.

Roderick B. Williams
County Attorney

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email: emurphy@co.frederick.va.us



JUNE 22, 2018

TO: Rod Williams, County Attorney
Cheryl Shiffler, Finance Director
Frederick County Board of Supervisors
Kris Tierney, County Administrator

FROM: Ellen E. Murphy, Commissioner of the Revenue

RE: Exoneration – Bowman Properties LLC

A handwritten signature in cursive script, reading "E. Murphy".

Please approve a refund of \$3,282.61 for exoneration of personal property taxes for 2015 through 2017 and registration fees in the name of Bowman Properties LLC. This refund is proration of vehicular personal property taxes for the periods shown. Vehicles were either sold or moved out during this period and all are the result of normal proration.

To comply with requirements for the Treasurer to apply this refund board action is required.

The Commissioner's staff has verified all required data and the paperwork is in the care of the Commissioner of the Revenue.

Please also approve a supplemental appropriation for the Finance Director on this request.

Exoneration is \$3,282.61.

Date: 6/18/18

Cash Register: COUNTY OF FREDERICK

Time: 09:36:16

Cashier:

Customer Name: BOWMAN PROPERTIES LLC

Total Transactions: 304

Customer Transactions: 9

Options: 2=Edit 4=Delete 5=View

Opt	Dept	Trans	Ticket No.	Tax Amount	Penalty/Int	Amount Paid
-	PP2015	1	00055100001	\$620.26-	\$.00	\$620.26-
-	PP2015	2	00055100002	\$620.26-	\$.00	\$620.26-
-	PP2016	3	00056730001	\$540.07-	\$.00	\$540.07-
-	PP2016	4	00056730002	\$540.07-	\$.00	\$540.07-
-	PP2017	5	00058710001	\$443.48-	\$.00	\$443.48-
-	PP2017	6	00058710002	\$443.47-	\$.00	\$443.47-
-	VL2015	7	00077220001	\$25.00-	\$.00	\$25.00-
-	VL2016	8	00079730001	\$25.00-	\$.00	\$25.00-
-	VL2017	9	00083850001	\$25.00-	\$.00	\$25.00-

F3=Exit

F14=Show Map#

Total Paid :

\$3,282.61

F15=Show Balance

F18=Sort-Entered

F21=CmdLine

F20=Attach

* Needs Board Approval



COUNTY OF FREDERICK

Roderick B. Williams
County Attorney

540/722-8383
Fax 540/667-0370
E-mail rwillia@fcva.us

MEMORANDUM

TO: Ellen E. Murphy, Commissioner of the Revenue
Frederick County Board of Supervisors

CC: Kris Tierney, County Administrator

FROM: Roderick B. Williams, County Attorney

DATE: July 16, 2018

RE: Refund – Capital Meats, Inc.

I am in receipt of the Commissioner's request, dated June 26, 2018, to authorize the Treasurer to refund Capital Meats, Inc. the amount of \$23,136.35, for exoneration of personal property taxes from 2015 through 2017 and vehicle license fees for 2015 and 2016. This refund resulted from normal proration of vehicle taxes where vehicles were either sold, junked, or moved from this locality.

The Commissioner verified that documentation and details for this refund meet all requirements. Pursuant to the provisions of Section 58.1-3981(A) of the Code of Virginia (1950, as amended), I hereby note my consent to the proposed action. The Board of Supervisors will also need to act on the request for approval of a supplemental appropriation, as indicated in the Commissioner's memorandum.

Roderick B. Williams
County Attorney

Attachment



Frederick County, Virginia
Ellen E. Murphy
Commissioner of the Revenue
107 North Kent Street
Winchester, VA 22601
Phone 540-665-5681 Fax 540-667-6487
email: *emurphy@co.frederick.va.us*



JUNE 26, 2018

TO: Rod Williams, County Attorney
Cheryl Shiffler, Finance Director
Frederick County Board of Supervisors
Kris Tierney, County Administrator

FROM: Ellen E. Murphy, Commissioner of the Revenue

RE: Exoneration – CAPITAL MEATS, INC.

A handwritten signature in cursive script, appearing to read "E. Murphy".

Please approve a refund of \$23,136.35 for exoneration of personal property taxes for 2015 through 2017 plus registration fees in the name of Capital Meats, Inc. This refund is proration of vehicular personal property taxes for the periods shown. Vehicles were either sold, junked, or moved out during this period and all are the result of normal proration.

To comply with requirements for the Treasurer to apply this refund board action is required.

The Commissioner's staff has verified all required data and the paperwork is in the care of the Commissioner of the Revenue.

Please also approve a supplemental appropriation for the Finance Director on this request.

Exoneration is \$23,136.35.

Dept	Ticket#	Cashier	Date	Trn#	Trn Type	Tax Amount	Name
PP2015	0008189-0003	LJT	04/23/2018	16096	PAY	\$71.69 -	Capital Meats Inc.
PP2015	0008189-0004	LJT	04/23/2018	16096	PAY	\$71.68 -	Capital Meats Inc.
PP2015	0008189-0005	LJT	04/23/2018	16096	PAY	\$13.12 -	Capital Meats Inc.
PP2015	0008189-0006	LJT	04/23/2018	16096	PAY	\$13.12 -	Capital Meats Inc.
PP2015	0008189-0007	LJT	04/23/2018	16096	PAY	\$8.75 -	Capital Meats Inc.
PP2015	0008189-0008	LJT	04/23/2018	16096	PAY	\$8.75 -	Capital Meats Inc.
PP2015	0008189-0009	LJT	04/23/2018	16096	PAY	\$38.28 -	Capital Meats Inc.
PP2015	0008189-0010	LJT	04/23/2018	16096	PAY	\$38.27 -	Capital Meats Inc.
PP2015	0008189-0011	LJT	04/23/2018	16096	PAY	\$8.75 -	Capital Meats Inc.
PP2015	0008189-0012	LJT	04/23/2018	16096	PAY	\$8.75 -	Capital Meats Inc.
PP2015	0008189-0013	LJT	04/23/2018	16096	PAY	\$11.59 -	Capital Meats Inc.
PP2015	0008189-0014	LJT	04/23/2018	16096	PAY	\$11.59 -	Capital Meats Inc.
PP2015	0008189-0015	LJT	04/23/2018	16096	PAY	\$11.59 -	Capital Meats Inc.
PP2015	0008189-0016	LJT	04/23/2018	16096	PAY	\$11.59 -	Capital Meats Inc.
PP2015	0008189-0019	LJT	04/23/2018	16096	PAY	\$54.68 -	Capital Meats Inc.
PP2015	0008189-0020	LJT	04/23/2018	16096	PAY	\$54.67 -	Capital Meats Inc.
PP2015	0008189-0021	LJT	04/23/2018	16096	PAY	\$33.93 -	Capital Meats Inc.
PP2015	0008189-0022	LJT	04/23/2018	16096	PAY	\$33.92 -	Capital Meats Inc.
PP2015	0008189-0025	LJT	04/23/2018	16096	PAY	\$49.82 -	Capital Meats Inc.
PP2015	0008189-0026	LJT	04/23/2018	16096	PAY	\$49.81 -	Capital Meats Inc.
PP2015	0008189-0027	LJT	04/23/2018	16096	PAY	\$49.82 -	Capital Meats Inc.
PP2015	0008189-0028	LJT	04/23/2018	16096	PAY	\$49.81 -	Capital Meats Inc.
PP2015	0008189-0033	LJT	04/23/2018	16096	PAY	\$49.82 -	Capital Meats Inc.
PP2015	0008189-0034	LJT	04/23/2018	16096	PAY	\$49.81 -	Capital Meats Inc.
PP2015	0008189-0035	LJT	04/23/2018	16096	PAY	\$49.82 -	Capital Meats Inc.
PP2015	0008189-0036	LJT	04/23/2018	16096	PAY	\$49.81 -	Capital Meats Inc.
PP2015	0008189-0037	LJT	04/23/2018	16096	PAY	\$59.54 -	Capital Meats Inc.
PP2015	0008189-0038	LJT	04/23/2018	16096	PAY	\$59.53 -	Capital Meats Inc.
PP2015	0008189-0043	LJT	04/23/2018	16096	PAY	\$71.69 -	Capital Meats Inc.
PP2015	0008189-0044	LJT	04/23/2018	16096	PAY	\$71.68 -	Capital Meats Inc.
PP2015	0008189-0045	LJT	04/23/2018	16096	PAY	\$71.69 -	Capital Meats Inc.
PP2015	0008189-0046	LJT	04/23/2018	16096	PAY	\$71.68 -	Capital Meats Inc.

PP2015	0008189-0047	LJT	04/23/2018	16096 PAY	\$71.69	-	Capital Meats Inc.
PP2015	0008189-0048	LJT	04/23/2018	16096 PAY	\$71.68	-	Capital Meats Inc.
PP2015	0008189-0049	LJT	04/23/2018	16096 PAY	\$33.93	-	Capital Meats Inc.
PP2015	0008189-0050	LJT	04/23/2018	16096 PAY	\$33.92	-	Capital Meats Inc.
PP2015	0008189-0057	LJT	04/23/2018	16096 PAY	\$18.03	-	Capital Meats Inc.
PP2015	0008189-0058	LJT	04/23/2018	16096 PAY	\$18.03	-	Capital Meats Inc.
PP2015	0008189-0075	LJT	04/23/2018	16096 PAY	\$22.24	-	Capital Meats Inc.
PP2015	0008189-0076	LJT	04/23/2018	16096 PAY	\$22.23	-	Capital Meats Inc.
PP2015	0008189-0077	LJT	04/23/2018	16096 PAY	\$44.28	-	Capital Meats Inc.
PP2015	0008189-0078	LJT	04/23/2018	16096 PAY	\$44.27	-	Capital Meats Inc.
PP2015	0008189-0079	LJT	04/23/2018	16096 PAY	\$62.58	-	Capital Meats Inc.
PP2015	0008189-0080	LJT	04/23/2018	16096 PAY	\$62.57	-	Capital Meats Inc.
PP2015	0008189-0085	LJT	04/23/2018	16096 PAY	\$38.28	-	Capital Meats Inc.
PP2015	0008189-0086	LJT	04/23/2018	16096 PAY	\$38.27	-	Capital Meats Inc.
PP2015	0008189-0087	LJT	04/23/2018	16096 PAY	\$62.58	-	Capital Meats Inc.
PP2015	0008189-0088	LJT	04/23/2018	16096 PAY	\$62.57	-	Capital Meats Inc.
PP2015	0008189-0101	LJT	04/23/2018	16096 PAY	\$72.30	-	Capital Meats Inc.
PP2015	0008189-0102	LJT	04/23/2018	16096 PAY	\$72.29	-	Capital Meats Inc.
PP2015	0008189-0103	LJT	04/23/2018	16096 PAY	\$42.53	-	Capital Meats Inc.
PP2015	0008189-0104	LJT	04/23/2018	16096 PAY	\$42.52	-	Capital Meats Inc.
PP2015	0008189-0107	LJT	04/23/2018	16096 PAY	\$8.75	-	Capital Meats Inc.
PP2015	0008189-0108	LJT	04/23/2018	16096 PAY	\$8.75	-	Capital Meats Inc.
PP2015	0008189-0111	LJT	04/23/2018	16096 PAY	\$33.93	-	Capital Meats Inc.
PP2015	0008189-0112	LJT	04/23/2018	16096 PAY	\$33.92	-	Capital Meats Inc.
PP2015	0008189-0113	LJT	04/23/2018	16096 PAY	\$46.17	-	Capital Meats Inc.
PP2015	0008189-0114	LJT	04/23/2018	16096 PAY	\$46.17	-	Capital Meats Inc.
PP2015	0008189-0141	LJT	04/23/2018	16096 PAY	\$213.84	-	Capital Meats Inc.
PP2015	0008189-0142	LJT	04/23/2018	16096 PAY	\$213.84	-	Capital Meats Inc.
PP2015	0008189-0149	LJT	04/23/2018	16096 PAY	\$213.84	-	Capital Meats Inc.
PP2015	0008189-0150	LJT	04/23/2018	16096 PAY	\$213.84	-	Capital Meats Inc.
PP2015	0008189-0159	LJT	04/23/2018	16096 PAY	\$60.75	-	Capital Meats Inc.
PP2015	0008189-0160	LJT	04/23/2018	16096 PAY	\$60.75	-	Capital Meats Inc.
PP2015	0008189-0167	LJT	04/23/2018	16096 PAY	\$45.57	-	Capital Meats Inc.

PP2015	0008189-0168	LJT	04/23/2018	16096 PAY	\$45.56	-	Capital Meats Inc.
PP2015	0008189-0177	LJT	04/23/2018	16096 PAY	\$159.78	-	Capital Meats Inc.
PP2015	0008189-0178	LJT	04/23/2018	16096 PAY	\$159.77	-	Capital Meats Inc.
PP2015	0008189-0181	LJT	04/23/2018	16096 PAY	\$159.78	-	Capital Meats Inc.
PP2015	0008189-0182	LJT	04/23/2018	16096 PAY	\$159.77	-	Capital Meats Inc.
PP2015	0008189-0197	LJT	04/23/2018	16096 PAY	\$159.78	-	Capital Meats Inc.
PP2015	0008189-0198	LJT	04/23/2018	16096 PAY	\$159.77	-	Capital Meats Inc.
PP2015	0008189-0199	LJT	04/23/2018	16096 PAY	\$159.78	-	Capital Meats Inc.
PP2015	0008189-0200	LJT	04/23/2018	16096 PAY	\$159.77	-	Capital Meats Inc.
PP2015	0008189-0203	LJT	04/23/2018	16096 PAY	\$159.78	-	Capital Meats Inc.
PP2015	0008189-0204	LJT	04/23/2018	16096 PAY	\$159.77	-	Capital Meats Inc.
PP2015	0008189-0217	LJT	04/23/2018	16096 PAY	\$177.39	-	Capital Meats Inc.
PP2015	0008189-0218	LJT	04/23/2018	16096 PAY	\$177.39	-	Capital Meats Inc.
PP2015	0008189-0227	LJT	04/23/2018	16096 PAY	\$46.17	-	Capital Meats Inc.
PP2015	0008189-0228	LJT	04/23/2018	16096 PAY	\$46.17	-	Capital Meats Inc.
PP2015	0008189-0229	LJT	04/23/2018	16096 PAY	\$66.22	-	Capital Meats Inc.
PP2015	0008189-0230	LJT	04/23/2018	16096 PAY	\$66.22	-	Capital Meats Inc.
PP2015	0008189-0241	LJT	04/23/2018	16096 PAY	\$72.30	-	Capital Meats Inc.
PP2015	0008189-0242	LJT	04/23/2018	16096 PAY	\$72.29	-	Capital Meats Inc.
PP2015	0008189-0243	LJT	04/23/2018	16096 PAY	\$49.82	-	Capital Meats Inc.
PP2015	0008189-0244	LJT	04/23/2018	16096 PAY	\$49.81	-	Capital Meats Inc.
PP2015	0008189-0267	LJT	04/23/2018	16096 PAY	\$54.68	-	Capital Meats Inc.
PP2015	0008189-0268	LJT	04/23/2018	16096 PAY	\$54.67	-	Capital Meats Inc.
PP2015	0008189-0277	LJT	04/23/2018	16096 PAY	\$71.69	-	Capital Meats Inc.
PP2015	0008189-0278	LJT	04/23/2018	16096 PAY	\$71.68	-	Capital Meats Inc.
PP2015	0008190-0032	LJT	04/23/2018	16096 PAY	\$43.54	-	Capital Meats Inc.
PP2016	0008356-0003	LJT	04/23/2018	16096 PAY	\$65.01	-	Capital Meats Inc.
PP2016	0008356-0003	LJT	04/23/2018	16096 INT	\$1.19	-	Capital Meats Inc.
PP2016	0008356-0003	LJT	04/23/2018	16096 PEN	\$6.50	-	Capital Meats Inc.
PP2016	0008356-0004	LJT	04/23/2018	16096 PAY	\$65.00	-	Capital Meats Inc.
PP2016	0008356-0005	LJT	04/23/2018	16096 PAY	\$13.12	-	Capital Meats Inc.
PP2016	0008356-0005	LJT	04/23/2018	16096 INT	\$0.24	-	Capital Meats Inc.
PP2016	0008356-0005	LJT	04/23/2018	16096 PEN	\$1.31	-	Capital Meats Inc.

PP2016	00083356-0006	LJT	04/23/2018	16096 PAY	\$13.12	-	Capital Meats Inc.
PP2016	00083356-0007	LJT	04/23/2018	16096 PAY	\$7.90	-	Capital Meats Inc.
PP2016	00083356-0007	LJT	04/23/2018	16096 INT	\$0.14	-	Capital Meats Inc.
PP2016	00083356-0007	LJT	04/23/2018	16096 PEN	\$0.79	-	Capital Meats Inc.
PP2016	00083356-0008	LJT	04/23/2018	16096 PAY	\$7.90	-	Capital Meats Inc.
PP2016	00083356-0009	LJT	04/23/2018	16096 PAY	\$34.51	-	Capital Meats Inc.
PP2016	00083356-0009	LJT	04/23/2018	16096 INT	\$0.63	-	Capital Meats Inc.
PP2016	00083356-0009	LJT	04/23/2018	16096 PEN	\$3.45	-	Capital Meats Inc.
PP2016	00083356-0010	LJT	04/23/2018	16096 PAY	\$34.50	-	Capital Meats Inc.
PP2016	00083356-0011	LJT	04/23/2018	16096 PAY	\$7.90	-	Capital Meats Inc.
PP2016	00083356-0011	LJT	04/23/2018	16096 INT	\$0.14	-	Capital Meats Inc.
PP2016	00083356-0011	LJT	04/23/2018	16096 PEN	\$0.79	-	Capital Meats Inc.
PP2016	00083356-0012	LJT	04/23/2018	16096 PAY	\$7.90	-	Capital Meats Inc.
PP2016	00083356-0013	LJT	04/23/2018	16096 PAY	\$10.45	-	Capital Meats Inc.
PP2016	00083356-0013	LJT	04/23/2018	16096 INT	\$0.19	-	Capital Meats Inc.
PP2016	00083356-0013	LJT	04/23/2018	16096 PEN	\$1.05	-	Capital Meats Inc.
PP2016	00083356-0014	LJT	04/23/2018	16096 PAY	\$10.45	-	Capital Meats Inc.
PP2016	00083356-0015	LJT	04/23/2018	16096 PAY	\$10.45	-	Capital Meats Inc.
PP2016	00083356-0015	LJT	04/23/2018	16096 INT	\$0.19	-	Capital Meats Inc.
PP2016	00083356-0015	LJT	04/23/2018	16096 PEN	\$1.05	-	Capital Meats Inc.
PP2016	00083356-0016	LJT	04/23/2018	16096 PAY	\$10.45	-	Capital Meats Inc.
PP2016	00083356-0019	LJT	04/23/2018	16096 PAY	\$49.21	-	Capital Meats Inc.
PP2016	00083356-0019	LJT	04/23/2018	16096 INT	\$0.90	-	Capital Meats Inc.
PP2016	00083356-0019	LJT	04/23/2018	16096 PEN	\$4.92	-	Capital Meats Inc.
PP2016	00083356-0020	LJT	04/23/2018	16096 PAY	\$49.21	-	Capital Meats Inc.
PP2016	00083356-0021	LJT	04/23/2018	16096 PAY	\$31.59	-	Capital Meats Inc.
PP2016	00083356-0021	LJT	04/23/2018	16096 INT	\$0.58	-	Capital Meats Inc.
PP2016	00083356-0021	LJT	04/23/2018	16096 PEN	\$3.16	-	Capital Meats Inc.
PP2016	00083356-0022	LJT	04/23/2018	16096 PAY	\$31.59	-	Capital Meats Inc.
PP2016	00083356-0025	LJT	04/23/2018	16096 PAY	\$44.96	-	Capital Meats Inc.
PP2016	00083356-0025	LJT	04/23/2018	16096 INT	\$0.82	-	Capital Meats Inc.
PP2016	00083356-0025	LJT	04/23/2018	16096 PEN	\$4.50	-	Capital Meats Inc.
PP2016	00083356-0026	LJT	04/23/2018	16096 PAY	\$44.95	-	Capital Meats Inc.

PP2016	00083356-0027	LJT	04/23/2018	16096 PAY	\$44.96	Capital Meats Inc.
PP2016	00083356-0027	LJT	04/23/2018	16096 INT	\$0.82	Capital Meats Inc.
PP2016	00083356-0027	LJT	04/23/2018	16096 PEN	\$4.50	Capital Meats Inc.
PP2016	00083356-0028	LJT	04/23/2018	16096 PAY	\$44.95	Capital Meats Inc.
PP2016	00083356-0033	LJT	04/23/2018	16096 PAY	\$44.96	Capital Meats Inc.
PP2016	00083356-0033	LJT	04/23/2018	16096 INT	\$0.82	Capital Meats Inc.
PP2016	00083356-0033	LJT	04/23/2018	16096 PEN	\$4.50	Capital Meats Inc.
PP2016	00083356-0034	LJT	04/23/2018	16096 PAY	\$44.95	Capital Meats Inc.
PP2016	00083356-0035	LJT	04/23/2018	16096 PAY	\$44.96	Capital Meats Inc.
PP2016	00083356-0035	LJT	04/23/2018	16096 INT	\$0.82	Capital Meats Inc.
PP2016	00083356-0035	LJT	04/23/2018	16096 PEN	\$4.50	Capital Meats Inc.
PP2016	00083356-0036	LJT	04/23/2018	16096 PAY	\$44.95	Capital Meats Inc.
PP2016	00083356-0037	LJT	04/23/2018	16096 PAY	\$53.46	Capital Meats Inc.
PP2016	00083356-0037	LJT	04/23/2018	16096 INT	\$0.98	Capital Meats Inc.
PP2016	00083356-0037	LJT	04/23/2018	16096 PEN	\$5.35	Capital Meats Inc.
PP2016	00083356-0038	LJT	04/23/2018	16096 PAY	\$53.46	Capital Meats Inc.
PP2016	00083356-0043	LJT	04/23/2018	16096 PAY	\$65.01	Capital Meats Inc.
PP2016	00083356-0043	LJT	04/23/2018	16096 INT	\$1.19	Capital Meats Inc.
PP2016	00083356-0043	LJT	04/23/2018	16096 PEN	\$6.50	Capital Meats Inc.
PP2016	00083356-0044	LJT	04/23/2018	16096 PAY	\$65.00	Capital Meats Inc.
PP2016	00083356-0045	LJT	04/23/2018	16096 PAY	\$65.01	Capital Meats Inc.
PP2016	00083356-0045	LJT	04/23/2018	16096 INT	\$1.19	Capital Meats Inc.
PP2016	00083356-0045	LJT	04/23/2018	16096 PEN	\$6.50	Capital Meats Inc.
PP2016	00083356-0046	LJT	04/23/2018	16096 PAY	\$65.00	Capital Meats Inc.
PP2016	00083356-0047	LJT	04/23/2018	16096 PAY	\$65.01	Capital Meats Inc.
PP2016	00083356-0047	LJT	04/23/2018	16096 INT	\$1.19	Capital Meats Inc.
PP2016	00083356-0047	LJT	04/23/2018	16096 PEN	\$6.50	Capital Meats Inc.
PP2016	00083356-0048	LJT	04/23/2018	16096 PAY	\$65.00	Capital Meats Inc.
PP2016	00083356-0049	LJT	04/23/2018	16096 PAY	\$30.62	Capital Meats Inc.
PP2016	00083356-0049	LJT	04/23/2018	16096 INT	\$0.56	Capital Meats Inc.
PP2016	00083356-0049	LJT	04/23/2018	16096 PEN	\$3.06	Capital Meats Inc.
PP2016	00083356-0050	LJT	04/23/2018	16096 PAY	\$30.62	Capital Meats Inc.
PP2016	00083356-0057	LJT	04/23/2018	16096 PAY	\$16.28	Capital Meats Inc.

PP2016	0008356-0057	LJT	04/23/2018	16096 INT	\$0.30	-	Capital Meats Inc.
PP2016	0008356-0057	LJT	04/23/2018	16096 PEN	\$1.63	-	Capital Meats Inc.
PP2016	0008356-0058	LJT	04/23/2018	16096 PAY	\$16.28	-	Capital Meats Inc.
PP2016	0008356-0071	LJT	04/23/2018	16096 PAY	\$6.38	-	Capital Meats Inc.
PP2016	0008356-0071	LJT	04/23/2018	16096 INT	\$0.12	-	Capital Meats Inc.
PP2016	0008356-0071	LJT	04/23/2018	16096 PEN	\$0.64	-	Capital Meats Inc.
PP2016	0008356-0072	LJT	04/23/2018	16096 PAY	\$38.27	-	Capital Meats Inc.
PP2016	0008356-0073	LJT	04/23/2018	16096 PAY	\$20.05	-	Capital Meats Inc.
PP2016	0008356-0073	LJT	04/23/2018	16096 INT	\$0.37	-	Capital Meats Inc.
PP2016	0008356-0073	LJT	04/23/2018	16096 PEN	\$2.01	-	Capital Meats Inc.
PP2016	0008356-0074	LJT	04/23/2018	16096 PAY	\$20.05	-	Capital Meats Inc.
PP2016	0008356-0075	LJT	04/23/2018	16096 PAY	\$39.85	-	Capital Meats Inc.
PP2016	0008356-0075	LJT	04/23/2018	16096 INT	\$0.73	-	Capital Meats Inc.
PP2016	0008356-0075	LJT	04/23/2018	16096 PEN	\$3.99	-	Capital Meats Inc.
PP2016	0008356-0076	LJT	04/23/2018	16096 PAY	\$39.85	-	Capital Meats Inc.
PP2016	0008356-0077	LJT	04/23/2018	16096 PAY	\$57.72	-	Capital Meats Inc.
PP2016	0008356-0077	LJT	04/23/2018	16096 INT	\$1.06	-	Capital Meats Inc.
PP2016	0008356-0077	LJT	04/23/2018	16096 PEN	\$5.77	-	Capital Meats Inc.
PP2016	0008356-0078	LJT	04/23/2018	16096 PAY	\$57.71	-	Capital Meats Inc.
PP2016	0008356-0081	LJT	04/23/2018	16096 PAY	\$34.51	-	Capital Meats Inc.
PP2016	0008356-0081	LJT	04/23/2018	16096 INT	\$0.63	-	Capital Meats Inc.
PP2016	0008356-0081	LJT	04/23/2018	16096 PEN	\$3.45	-	Capital Meats Inc.
PP2016	0008356-0082	LJT	04/23/2018	16096 PAY	\$34.50	-	Capital Meats Inc.
PP2016	0008356-0083	LJT	04/23/2018	16096 PAY	\$57.72	-	Capital Meats Inc.
PP2016	0008356-0083	LJT	04/23/2018	16096 INT	\$1.06	-	Capital Meats Inc.
PP2016	0008356-0083	LJT	04/23/2018	16096 PEN	\$5.77	-	Capital Meats Inc.
PP2016	0008356-0084	LJT	04/23/2018	16096 PAY	\$57.71	-	Capital Meats Inc.
PP2016	0008356-0097	LJT	04/23/2018	16096 PAY	\$66.22	-	Capital Meats Inc.
PP2016	0008356-0097	LJT	04/23/2018	16096 INT	\$1.21	-	Capital Meats Inc.
PP2016	0008356-0097	LJT	04/23/2018	16096 PEN	\$6.62	-	Capital Meats Inc.
PP2016	0008356-0098	LJT	04/23/2018	16096 PAY	\$66.22	-	Capital Meats Inc.
PP2016	0008356-0099	LJT	04/23/2018	16096 PAY	\$39.49	-	Capital Meats Inc.
PP2016	0008356-0099	LJT	04/23/2018	16096 INT	\$0.72	-	Capital Meats Inc.

PP2016	0008356-0099	LJT	04/23/2018	16096 PEN	\$3.95 -	Capital Meats Inc.
PP2016	0008356-0100	LJT	04/23/2018	16096 PAY	\$39.49 -	Capital Meats Inc.
PP2016	0008356-0103	LJT	04/23/2018	16096 PAY	\$7.90 -	Capital Meats Inc.
PP2016	0008356-0103	LJT	04/23/2018	16096 INT	\$0.14 -	Capital Meats Inc.
PP2016	0008356-0103	LJT	04/23/2018	16096 PEN	\$0.79 -	Capital Meats Inc.
PP2016	0008356-0104	LJT	04/23/2018	16096 PAY	\$7.90 -	Capital Meats Inc.
PP2016	0008356-0107	LJT	04/23/2018	16096 PAY	\$30.62 -	Capital Meats Inc.
PP2016	0008356-0107	LJT	04/23/2018	16096 INT	\$0.56 -	Capital Meats Inc.
PP2016	0008356-0107	LJT	04/23/2018	16096 PEN	\$3.06 -	Capital Meats Inc.
PP2016	0008356-0108	LJT	04/23/2018	16096 PAY	\$30.62 -	Capital Meats Inc.
PP2016	0008356-0109	LJT	04/23/2018	16096 PAY	\$41.56 -	Capital Meats Inc.
PP2016	0008356-0109	LJT	04/23/2018	16096 INT	\$0.76 -	Capital Meats Inc.
PP2016	0008356-0109	LJT	04/23/2018	16096 PEN	\$4.16 -	Capital Meats Inc.
PP2016	0008356-0110	LJT	04/23/2018	16096 PAY	\$41.55 -	Capital Meats Inc.
PP2016	0008356-0133	LJT	04/23/2018	16096 PAY	\$192.58 -	Capital Meats Inc.
PP2016	0008356-0133	LJT	04/23/2018	16096 INT	\$3.53 -	Capital Meats Inc.
PP2016	0008356-0133	LJT	04/23/2018	16096 PEN	\$19.26 -	Capital Meats Inc.
PP2016	0008356-0134	LJT	04/23/2018	16096 PAY	\$192.58 -	Capital Meats Inc.
PP2016	0008356-0141	LJT	04/23/2018	16096 PAY	\$192.58 -	Capital Meats Inc.
PP2016	0008356-0141	LJT	04/23/2018	16096 INT	\$3.53 -	Capital Meats Inc.
PP2016	0008356-0141	LJT	04/23/2018	16096 PEN	\$19.26 -	Capital Meats Inc.
PP2016	0008356-0142	LJT	04/23/2018	16096 PAY	\$192.58 -	Capital Meats Inc.
PP2016	0008356-0147	LJT	04/23/2018	16096 PAY	\$192.58 -	Capital Meats Inc.
PP2016	0008356-0147	LJT	04/23/2018	16096 INT	\$3.53 -	Capital Meats Inc.
PP2016	0008356-0147	LJT	04/23/2018	16096 PEN	\$19.26 -	Capital Meats Inc.
PP2016	0008356-0148	LJT	04/23/2018	16096 PAY	\$192.58 -	Capital Meats Inc.
PP2016	0008356-0151	LJT	04/23/2018	16096 PAY	\$60.75 -	Capital Meats Inc.
PP2016	0008356-0151	LJT	04/23/2018	16096 INT	\$1.11 -	Capital Meats Inc.
PP2016	0008356-0151	LJT	04/23/2018	16096 PEN	\$6.08 -	Capital Meats Inc.
PP2016	0008356-0152	LJT	04/23/2018	16096 PAY	\$60.75 -	Capital Meats Inc.
PP2016	0008356-0159	LJT	04/23/2018	16096 PAY	\$43.14 -	Capital Meats Inc.
PP2016	0008356-0159	LJT	04/23/2018	16096 INT	\$0.79 -	Capital Meats Inc.
PP2016	0008356-0159	LJT	04/23/2018	16096 PEN	\$4.31 -	Capital Meats Inc.

PP2016	00083356-0160	LJT	04/23/2018	16096 PAY	\$43.13 -	Capital Meats Inc.
PP2016	00083356-0169	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0169	LJT	04/23/2018	16096 INT	\$2.64 -	Capital Meats Inc.
PP2016	00083356-0169	LJT	04/23/2018	16096 PEN	\$14.40 -	Capital Meats Inc.
PP2016	00083356-0170	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0173	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0173	LJT	04/23/2018	16096 INT	\$2.64 -	Capital Meats Inc.
PP2016	00083356-0173	LJT	04/23/2018	16096 PEN	\$14.40 -	Capital Meats Inc.
PP2016	00083356-0174	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0187	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0187	LJT	04/23/2018	16096 INT	\$2.64 -	Capital Meats Inc.
PP2016	00083356-0187	LJT	04/23/2018	16096 PEN	\$14.40 -	Capital Meats Inc.
PP2016	00083356-0188	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0189	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0189	LJT	04/23/2018	16096 INT	\$2.64 -	Capital Meats Inc.
PP2016	00083356-0189	LJT	04/23/2018	16096 PEN	\$14.40 -	Capital Meats Inc.
PP2016	00083356-0190	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0193	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0193	LJT	04/23/2018	16096 INT	\$2.64 -	Capital Meats Inc.
PP2016	00083356-0193	LJT	04/23/2018	16096 PEN	\$14.40 -	Capital Meats Inc.
PP2016	00083356-0194	LJT	04/23/2018	16096 PAY	\$143.98 -	Capital Meats Inc.
PP2016	00083356-0201	LJT	04/23/2018	16096 PAY	\$159.78 -	Capital Meats Inc.
PP2016	00083356-0201	LJT	04/23/2018	16096 INT	\$2.93 -	Capital Meats Inc.
PP2016	00083356-0201	LJT	04/23/2018	16096 PEN	\$15.98 -	Capital Meats Inc.
PP2016	00083356-0202	LJT	04/23/2018	16096 PAY	\$159.77 -	Capital Meats Inc.
PP2016	00083356-0205	LJT	04/23/2018	16096 PAY	\$159.78 -	Capital Meats Inc.
PP2016	00083356-0205	LJT	04/23/2018	16096 INT	\$2.93 -	Capital Meats Inc.
PP2016	00083356-0205	LJT	04/23/2018	16096 PEN	\$15.98 -	Capital Meats Inc.
PP2016	00083356-0206	LJT	04/23/2018	16096 PAY	\$159.77 -	Capital Meats Inc.
PP2016	00083356-0215	LJT	04/23/2018	16096 PAY	\$41.56 -	Capital Meats Inc.
PP2016	00083356-0215	LJT	04/23/2018	16096 INT	\$0.76 -	Capital Meats Inc.
PP2016	00083356-0215	LJT	04/23/2018	16096 PEN	\$4.16 -	Capital Meats Inc.
PP2016	00083356-0216	LJT	04/23/2018	16096 PAY	\$41.55 -	Capital Meats Inc.

PP2016	00083356-0217	LJT	04/23/2018	16096 PAY	\$59.66	Capital Meats Inc.
PP2016	00083356-0217	LJT	04/23/2018	16096 INT	\$1.09	Capital Meats Inc.
PP2016	00083356-0217	LJT	04/23/2018	16096 PEN	\$5.97	Capital Meats Inc.
PP2016	00083356-0218	LJT	04/23/2018	16096 PAY	\$59.65	Capital Meats Inc.
PP2016	00083356-0229	LJT	04/23/2018	16096 PAY	\$67.44	Capital Meats Inc.
PP2016	00083356-0229	LJT	04/23/2018	16096 INT	\$1.24	Capital Meats Inc.
PP2016	00083356-0229	LJT	04/23/2018	16096 PEN	\$6.74	Capital Meats Inc.
PP2016	00083356-0230	LJT	04/23/2018	16096 PAY	\$67.43	Capital Meats Inc.
PP2016	00083356-0231	LJT	04/23/2018	16096 PAY	\$44.96	Capital Meats Inc.
PP2016	00083356-0231	LJT	04/23/2018	16096 INT	\$0.82	Capital Meats Inc.
PP2016	00083356-0231	LJT	04/23/2018	16096 PEN	\$4.50	Capital Meats Inc.
PP2016	00083356-0232	LJT	04/23/2018	16096 PAY	\$44.95	Capital Meats Inc.
PP2016	00083356-0253	LJT	04/23/2018	16096 PAY	\$49.21	Capital Meats Inc.
PP2016	00083356-0253	LJT	04/23/2018	16096 INT	\$0.90	Capital Meats Inc.
PP2016	00083356-0253	LJT	04/23/2018	16096 PEN	\$4.92	Capital Meats Inc.
PP2016	00083356-0254	LJT	04/23/2018	16096 PAY	\$49.21	Capital Meats Inc.
PP2016	00083356-0254	LJT	04/23/2018	16096 INT	\$0.90	Capital Meats Inc.
PP2016	00083356-0254	LJT	04/23/2018	16096 PEN	\$4.92	Capital Meats Inc.
PP2016	00083356-0263	LJT	04/23/2018	16096 PAY	\$65.01	Capital Meats Inc.
PP2016	00083356-0263	LJT	04/23/2018	16096 INT	\$1.19	Capital Meats Inc.
PP2016	00083356-0263	LJT	04/23/2018	16096 PEN	\$6.50	Capital Meats Inc.
PP2016	00083356-0264	LJT	04/23/2018	16096 PAY	\$65.00	Capital Meats Inc.
PP2016	00083356-0264	LJT	04/23/2018	16096 INT	\$1.19	Capital Meats Inc.
PP2016	00083356-0264	LJT	04/23/2018	16096 PEN	\$6.50	Capital Meats Inc.
PP2016	00083357-0027	LJT	04/23/2018	16096 PAY	\$122.72	Capital Meats Inc.
PP2016	00083357-0027	LJT	04/23/2018	16096 INT	\$3.38	Capital Meats Inc.
PP2016	00083357-0027	LJT	04/23/2018	16096 PEN	\$12.27	Capital Meats Inc.
PP2016	00083357-0028	LJT	04/23/2018	16096 PAY	\$122.71	Capital Meats Inc.
PP2016	00083357-0028	LJT	04/23/2018	16096 INT	\$5.62	Capital Meats Inc.
PP2016	00083357-0028	LJT	04/23/2018	16096 PEN	\$12.27	Capital Meats Inc.
PP2017	0008599-0001	LJT	04/23/2018	16096 PAY	\$57.72	Capital Meats Inc.
PP2017	0008599-0001	LJT	04/23/2018	16096 INT	\$2.12	Capital Meats Inc.
PP2017	0008599-0001	LJT	04/23/2018	16096 PEN	\$5.77	Capital Meats Inc.

PP2017	0008599-0003	LJT	04/23/2018	16096 PAY	\$13.12	Capital Meats Inc.
PP2017	0008599-0003	LJT	04/23/2018	16096 INT	\$0.48	Capital Meats Inc.
PP2017	0008599-0003	LJT	04/23/2018	16096 PEN	\$1.31	Capital Meats Inc.
PP2017	0008599-0005	LJT	04/23/2018	16096 PAY	\$7.17	Capital Meats Inc.
PP2017	0008599-0005	LJT	04/23/2018	16096 INT	\$0.26	Capital Meats Inc.
PP2017	0008599-0005	LJT	04/23/2018	16096 PEN	\$0.72	Capital Meats Inc.
PP2017	0008599-0007	LJT	04/23/2018	16096 PAY	\$31.11	Capital Meats Inc.
PP2017	0008599-0007	LJT	04/23/2018	16096 INT	\$1.14	Capital Meats Inc.
PP2017	0008599-0007	LJT	04/23/2018	16096 PEN	\$3.11	Capital Meats Inc.
PP2017	0008599-0009	LJT	04/23/2018	16096 PAY	\$7.17	Capital Meats Inc.
PP2017	0008599-0009	LJT	04/23/2018	16096 INT	\$0.26	Capital Meats Inc.
PP2017	0008599-0009	LJT	04/23/2018	16096 PEN	\$0.72	Capital Meats Inc.
PP2017	0008599-0011	LJT	04/23/2018	16096 PAY	\$9.48	Capital Meats Inc.
PP2017	0008599-0011	LJT	04/23/2018	16096 INT	\$0.35	Capital Meats Inc.
PP2017	0008599-0011	LJT	04/23/2018	16096 PEN	\$0.95	Capital Meats Inc.
PP2017	0008599-0013	LJT	04/23/2018	16096 PAY	\$9.48	Capital Meats Inc.
PP2017	0008599-0013	LJT	04/23/2018	16096 INT	\$0.35	Capital Meats Inc.
PP2017	0008599-0013	LJT	04/23/2018	16096 PEN	\$0.95	Capital Meats Inc.
PP2017	0008599-0015	LJT	04/23/2018	16096 PAY	\$44.96	Capital Meats Inc.
PP2017	0008599-0015	LJT	04/23/2018	16096 INT	\$1.65	Capital Meats Inc.
PP2017	0008599-0015	LJT	04/23/2018	16096 PEN	\$4.50	Capital Meats Inc.
PP2017	0008599-0017	LJT	04/23/2018	16096 PAY	\$28.43	Capital Meats Inc.
PP2017	0008599-0017	LJT	04/23/2018	16096 INT	\$1.04	Capital Meats Inc.
PP2017	0008599-0017	LJT	04/23/2018	16096 PEN	\$2.84	Capital Meats Inc.
PP2017	0008599-0021	LJT	04/23/2018	16096 PAY	\$40.46	Capital Meats Inc.
PP2017	0008599-0021	LJT	04/23/2018	16096 INT	\$1.48	Capital Meats Inc.
PP2017	0008599-0021	LJT	04/23/2018	16096 PEN	\$4.05	Capital Meats Inc.
PP2017	0008599-0023	LJT	04/23/2018	16096 PAY	\$40.46	Capital Meats Inc.
PP2017	0008599-0023	LJT	04/23/2018	16096 INT	\$1.48	Capital Meats Inc.
PP2017	0008599-0023	LJT	04/23/2018	16096 PEN	\$4.05	Capital Meats Inc.
PP2017	0008599-0025	LJT	04/23/2018	16096 PAY	\$40.46	Capital Meats Inc.
PP2017	0008599-0025	LJT	04/23/2018	16096 INT	\$1.48	Capital Meats Inc.
PP2017	0008599-0025	LJT	04/23/2018	16096 PEN	\$4.05	Capital Meats Inc.

PP2017	0008599-0027	LJT	04/23/2018	16096 PAY	\$40.46 --	Capital Meats Inc.
PP2017	0008599-0027	LJT	04/23/2018	16096 INT	\$1.48 -	Capital Meats Inc.
PP2017	0008599-0027	LJT	04/23/2018	16096 PEN	\$4.05 -	Capital Meats Inc.
PP2017	0008599-0029	LJT	04/23/2018	16096 PAY	\$49.82 -	Capital Meats Inc.
PP2017	0008599-0029	LJT	04/23/2018	16096 INT	\$1.83 -	Capital Meats Inc.
PP2017	0008599-0029	LJT	04/23/2018	16096 PEN	\$4.98 -	Capital Meats Inc.
PP2017	0008599-0031	LJT	04/23/2018	16096 PAY	\$57.72 -	Capital Meats Inc.
PP2017	0008599-0031	LJT	04/23/2018	16096 INT	\$2.12 -	Capital Meats Inc.
PP2017	0008599-0031	LJT	04/23/2018	16096 PEN	\$5.77 -	Capital Meats Inc.
PP2017	0008599-0033	LJT	04/23/2018	16096 PAY	\$57.72 -	Capital Meats Inc.
PP2017	0008599-0033	LJT	04/23/2018	16096 INT	\$2.12 -	Capital Meats Inc.
PP2017	0008599-0033	LJT	04/23/2018	16096 PEN	\$5.77 -	Capital Meats Inc.
PP2017	0008599-0035	LJT	04/23/2018	16096 PAY	\$57.72 -	Capital Meats Inc.
PP2017	0008599-0035	LJT	04/23/2018	16096 INT	\$2.12 -	Capital Meats Inc.
PP2017	0008599-0035	LJT	04/23/2018	16096 PEN	\$5.77 -	Capital Meats Inc.
PP2017	0008599-0037	LJT	04/23/2018	16096 PAY	\$27.58 -	Capital Meats Inc.
PP2017	0008599-0037	LJT	04/23/2018	16096 INT	\$1.01 -	Capital Meats Inc.
PP2017	0008599-0037	LJT	04/23/2018	16096 PEN	\$2.76 -	Capital Meats Inc.
PP2017	0008599-0039	LJT	04/23/2018	16096 PAY	\$14.70 -	Capital Meats Inc.
PP2017	0008599-0039	LJT	04/23/2018	16096 INT	\$0.54 -	Capital Meats Inc.
PP2017	0008599-0039	LJT	04/23/2018	16096 PEN	\$1.47 -	Capital Meats Inc.
PP2017	0008599-0041	LJT	04/23/2018	16096 PAY	\$37.67 -	Capital Meats Inc.
PP2017	0008599-0041	LJT	04/23/2018	16096 INT	\$1.38 -	Capital Meats Inc.
PP2017	0008599-0041	LJT	04/23/2018	16096 PEN	\$3.77 -	Capital Meats Inc.
PP2017	0008599-0043	LJT	04/23/2018	16096 PAY	\$34.02 -	Capital Meats Inc.
PP2017	0008599-0043	LJT	04/23/2018	16096 INT	\$1.25 -	Capital Meats Inc.
PP2017	0008599-0043	LJT	04/23/2018	16096 PEN	\$3.40 -	Capital Meats Inc.
PP2017	0008599-0045	LJT	04/23/2018	16096 PAY	\$18.11 -	Capital Meats Inc.
PP2017	0008599-0045	LJT	04/23/2018	16096 INT	\$0.66 -	Capital Meats Inc.
PP2017	0008599-0045	LJT	04/23/2018	16096 PEN	\$1.81 -	Capital Meats Inc.
PP2017	0008599-0047	LJT	04/23/2018	16096 PAY	\$35.97 -	Capital Meats Inc.
PP2017	0008599-0047	LJT	04/23/2018	16096 INT	\$1.32 -	Capital Meats Inc.
PP2017	0008599-0047	LJT	04/23/2018	16096 PEN	\$3.60 -	Capital Meats Inc.

PP2017	0008599-0049	LJT	04/23/2018	16096 PAY	\$52.00	Capital Meats Inc.
PP2017	0008599-0049	LJT	04/23/2018	16096 INT	\$1.91	Capital Meats Inc.
PP2017	0008599-0049	LJT	04/23/2018	16096 PEN	\$5.20	Capital Meats Inc.
PP2017	0008599-0051	LJT	04/23/2018	16096 PAY	\$31.11	Capital Meats Inc.
PP2017	0008599-0051	LJT	04/23/2018	16096 INT	\$1.14	Capital Meats Inc.
PP2017	0008599-0051	LJT	04/23/2018	16096 PEN	\$3.11	Capital Meats Inc.
PP2017	0008599-0053	LJT	04/23/2018	16096 PAY	\$52.00	Capital Meats Inc.
PP2017	0008599-0053	LJT	04/23/2018	16096 INT	\$1.91	Capital Meats Inc.
PP2017	0008599-0053	LJT	04/23/2018	16096 PEN	\$5.20	Capital Meats Inc.
PP2017	0008599-0055	LJT	04/23/2018	16096 PAY	\$44.35	Capital Meats Inc.
PP2017	0008599-0055	LJT	04/23/2018	16096 INT	\$1.63	Capital Meats Inc.
PP2017	0008599-0055	LJT	04/23/2018	16096 PEN	\$4.44	Capital Meats Inc.
PP2017	0008599-0057	LJT	04/23/2018	16096 PAY	\$27.34	Capital Meats Inc.
PP2017	0008599-0057	LJT	04/23/2018	16096 INT	\$1.00	Capital Meats Inc.
PP2017	0008599-0057	LJT	04/23/2018	16096 PEN	\$2.73	Capital Meats Inc.
PP2017	0008599-0061	LJT	04/23/2018	16096 PAY	\$63.18	Capital Meats Inc.
PP2017	0008599-0061	LJT	04/23/2018	16096 INT	\$2.32	Capital Meats Inc.
PP2017	0008599-0061	LJT	04/23/2018	16096 PEN	\$6.32	Capital Meats Inc.
PP2017	0008599-0063	LJT	04/23/2018	16096 PAY	\$35.60	Capital Meats Inc.
PP2017	0008599-0063	LJT	04/23/2018	16096 INT	\$1.31	Capital Meats Inc.
PP2017	0008599-0063	LJT	04/23/2018	16096 PEN	\$3.56	Capital Meats Inc.
PP2017	0008599-0065	LJT	04/23/2018	16096 PAY	\$7.17	Capital Meats Inc.
PP2017	0008599-0065	LJT	04/23/2018	16096 INT	\$0.26	Capital Meats Inc.
PP2017	0008599-0065	LJT	04/23/2018	16096 PEN	\$0.72	Capital Meats Inc.
PP2017	0008599-0067	LJT	04/23/2018	16096 PAY	\$27.58	Capital Meats Inc.
PP2017	0008599-0067	LJT	04/23/2018	16096 INT	\$1.01	Capital Meats Inc.
PP2017	0008599-0067	LJT	04/23/2018	16096 PEN	\$2.76	Capital Meats Inc.
PP2017	0008599-0069	LJT	04/23/2018	16096 PAY	\$37.42	Capital Meats Inc.
PP2017	0008599-0069	LJT	04/23/2018	16096 INT	\$1.37	Capital Meats Inc.
PP2017	0008599-0069	LJT	04/23/2018	16096 PEN	\$3.74	Capital Meats Inc.
PP2017	0008599-0071	LJT	04/23/2018	16096 PAY	\$40.46	Capital Meats Inc.
PP2017	0008599-0071	LJT	04/23/2018	16096 INT	\$1.48	Capital Meats Inc.
PP2017	0008599-0071	LJT	04/23/2018	16096 PEN	\$4.05	Capital Meats Inc.

PP2017	0008599-0077	LJT	04/23/2018	16096 PAY	\$173.31 -	Capital Meats Inc.
PP2017	0008599-0077	LJT	04/23/2018	16096 INT	\$6.35 -	Capital Meats Inc.
PP2017	0008599-0077	LJT	04/23/2018	16096 PEN	\$17.33 -	Capital Meats Inc.
PP2017	0008599-0085	LJT	04/23/2018	16096 PAY	\$173.31 -	Capital Meats Inc.
PP2017	0008599-0085	LJT	04/23/2018	16096 INT	\$6.35 -	Capital Meats Inc.
PP2017	0008599-0085	LJT	04/23/2018	16096 PEN	\$17.33 -	Capital Meats Inc.
PP2017	0008599-0091	LJT	04/23/2018	16096 PAY	\$173.31 -	Capital Meats Inc.
PP2017	0008599-0091	LJT	04/23/2018	16096 INT	\$6.35 -	Capital Meats Inc.
PP2017	0008599-0091	LJT	04/23/2018	16096 PEN	\$17.33 -	Capital Meats Inc.
PP2017	0008599-0095	LJT	04/23/2018	16096 PAY	\$60.75 -	Capital Meats Inc.
PP2017	0008599-0095	LJT	04/23/2018	16096 INT	\$2.23 -	Capital Meats Inc.
PP2017	0008599-0095	LJT	04/23/2018	16096 PEN	\$6.08 -	Capital Meats Inc.
PP2017	0008599-0099	LJT	04/23/2018	16096 PAY	\$40.10 -	Capital Meats Inc.
PP2017	0008599-0099	LJT	04/23/2018	16096 INT	\$1.47 -	Capital Meats Inc.
PP2017	0008599-0099	LJT	04/23/2018	16096 PEN	\$4.01 -	Capital Meats Inc.
PP2017	0008599-0101	LJT	04/23/2018	16096 PAY	\$41.92 -	Capital Meats Inc.
PP2017	0008599-0101	LJT	04/23/2018	16096 INT	\$1.54 -	Capital Meats Inc.
PP2017	0008599-0101	LJT	04/23/2018	16096 PEN	\$4.19 -	Capital Meats Inc.
PP2017	0008599-0103	LJT	04/23/2018	16096 PAY	\$40.10 -	Capital Meats Inc.
PP2017	0008599-0103	LJT	04/23/2018	16096 INT	\$1.47 -	Capital Meats Inc.
PP2017	0008599-0103	LJT	04/23/2018	16096 PEN	\$4.01 -	Capital Meats Inc.
PP2017	0008599-0105	LJT	04/23/2018	16096 PAY	\$75.94 -	Capital Meats Inc.
PP2017	0008599-0105	LJT	04/23/2018	16096 INT	\$2.79 -	Capital Meats Inc.
PP2017	0008599-0105	LJT	04/23/2018	16096 PEN	\$7.59 -	Capital Meats Inc.
PP2017	0008599-0109	LJT	04/23/2018	16096 PAY	\$127.58 -	Capital Meats Inc.
PP2017	0008599-0109	LJT	04/23/2018	16096 INT	\$4.68 -	Capital Meats Inc.
PP2017	0008599-0109	LJT	04/23/2018	16096 PEN	\$12.76 -	Capital Meats Inc.
PP2017	0008599-0113	LJT	04/23/2018	16096 PAY	\$127.58 -	Capital Meats Inc.
PP2017	0008599-0113	LJT	04/23/2018	16096 INT	\$4.68 -	Capital Meats Inc.
PP2017	0008599-0113	LJT	04/23/2018	16096 PEN	\$12.76 -	Capital Meats Inc.
PP2017	0008599-0115	LJT	04/23/2018	16096 PAY	\$82.02 -	Capital Meats Inc.
PP2017	0008599-0115	LJT	04/23/2018	16096 INT	\$3.01 -	Capital Meats Inc.
PP2017	0008599-0115	LJT	04/23/2018	16096 PEN	\$8.20 -	Capital Meats Inc.

PP2017	0008599-0127	LJT	04/23/2018	16096 PAY	\$127.58	Capital Meats Inc.
PP2017	0008599-0127	LJT	04/23/2018	16096 INT	\$4.68	Capital Meats Inc.
PP2017	0008599-0127	LJT	04/23/2018	16096 PEN	\$12.76	Capital Meats Inc.
PP2017	0008599-0129	LJT	04/23/2018	16096 PAY	\$127.58	Capital Meats Inc.
PP2017	0008599-0129	LJT	04/23/2018	16096 INT	\$4.68	Capital Meats Inc.
PP2017	0008599-0129	LJT	04/23/2018	16096 PEN	\$12.76	Capital Meats Inc.
PP2017	0008599-0133	LJT	04/23/2018	16096 PAY	\$127.58	Capital Meats Inc.
PP2017	0008599-0133	LJT	04/23/2018	16096 INT	\$4.68	Capital Meats Inc.
PP2017	0008599-0133	LJT	04/23/2018	16096 PEN	\$12.76	Capital Meats Inc.
PP2017	0008599-0137	LJT	04/23/2018	16096 PAY	\$43.55	Capital Meats Inc.
PP2017	0008599-0137	LJT	04/23/2018	16096 INT	\$1.60	Capital Meats Inc.
PP2017	0008599-0137	LJT	04/23/2018	16096 PEN	\$4.36	Capital Meats Inc.
PP2017	0008599-0141	LJT	04/23/2018	16096 PAY	\$143.79	Capital Meats Inc.
PP2017	0008599-0141	LJT	04/23/2018	16096 INT	\$5.27	Capital Meats Inc.
PP2017	0008599-0141	LJT	04/23/2018	16096 PEN	\$14.38	Capital Meats Inc.
PP2017	0008599-0143	LJT	04/23/2018	16096 PAY	\$43.55	Capital Meats Inc.
PP2017	0008599-0143	LJT	04/23/2018	16096 INT	\$1.60	Capital Meats Inc.
PP2017	0008599-0143	LJT	04/23/2018	16096 PEN	\$4.36	Capital Meats Inc.
PP2017	0008599-0145	LJT	04/23/2018	16096 PAY	\$143.79	Capital Meats Inc.
PP2017	0008599-0145	LJT	04/23/2018	16096 INT	\$5.27	Capital Meats Inc.
PP2017	0008599-0145	LJT	04/23/2018	16096 PEN	\$14.38	Capital Meats Inc.
PP2017	0008599-0147	LJT	04/23/2018	16096 PAY	\$43.55	Capital Meats Inc.
PP2017	0008599-0147	LJT	04/23/2018	16096 INT	\$1.60	Capital Meats Inc.
PP2017	0008599-0147	LJT	04/23/2018	16096 PEN	\$4.36	Capital Meats Inc.
PP2017	0008599-0149	LJT	04/23/2018	16096 PAY	\$43.55	Capital Meats Inc.
PP2017	0008599-0149	LJT	04/23/2018	16096 INT	\$1.60	Capital Meats Inc.
PP2017	0008599-0149	LJT	04/23/2018	16096 PEN	\$4.36	Capital Meats Inc.
PP2017	0008599-0151	LJT	04/23/2018	16096 PAY	\$43.55	Capital Meats Inc.
PP2017	0008599-0151	LJT	04/23/2018	16096 INT	\$1.60	Capital Meats Inc.
PP2017	0008599-0151	LJT	04/23/2018	16096 PEN	\$4.36	Capital Meats Inc.
PP2017	0008599-0153	LJT	04/23/2018	16096 PAY	\$43.55	Capital Meats Inc.
PP2017	0008599-0153	LJT	04/23/2018	16096 INT	\$1.60	Capital Meats Inc.
PP2017	0008599-0153	LJT	04/23/2018	16096 PEN	\$4.36	Capital Meats Inc.

PP2017	0008599-0155	LJT	04/23/2018	16096 PAY	\$37.42	Capital Meats Inc.
PP2017	0008599-0155	LJT	04/23/2018	16096 INT	\$1.37	Capital Meats Inc.
PP2017	0008599-0155	LJT	04/23/2018	16096 PEN	\$3.74	Capital Meats Inc.
PP2017	0008599-0157	LJT	04/23/2018	16096 PAY	\$53.71	Capital Meats Inc.
PP2017	0008599-0157	LJT	04/23/2018	16096 INT	\$1.97	Capital Meats Inc.
PP2017	0008599-0157	LJT	04/23/2018	16096 PEN	\$5.37	Capital Meats Inc.
PP2017	0008599-0159	LJT	04/23/2018	16096 PAY	\$37.42	Capital Meats Inc.
PP2017	0008599-0159	LJT	04/23/2018	16096 INT	\$1.37	Capital Meats Inc.
PP2017	0008599-0159	LJT	04/23/2018	16096 PEN	\$3.74	Capital Meats Inc.
PP2017	0008599-0161	LJT	04/23/2018	16096 PAY	\$44.84	Capital Meats Inc.
PP2017	0008599-0161	LJT	04/23/2018	16096 INT	\$1.64	Capital Meats Inc.
PP2017	0008599-0161	LJT	04/23/2018	16096 PEN	\$4.48	Capital Meats Inc.
PP2017	0008599-0163	LJT	04/23/2018	16096 PAY	\$38.15	Capital Meats Inc.
PP2017	0008599-0163	LJT	04/23/2018	16096 INT	\$1.40	Capital Meats Inc.
PP2017	0008599-0163	LJT	04/23/2018	16096 PEN	\$3.82	Capital Meats Inc.
PP2017	0008599-0165	LJT	04/23/2018	16096 PAY	\$40.46	Capital Meats Inc.
PP2017	0008599-0165	LJT	04/23/2018	16096 INT	\$1.48	Capital Meats Inc.
PP2017	0008599-0165	LJT	04/23/2018	16096 PEN	\$4.05	Capital Meats Inc.
PP2017	0008599-0167	LJT	04/23/2018	16096 PAY	\$60.75	Capital Meats Inc.
PP2017	0008599-0167	LJT	04/23/2018	16096 INT	\$2.23	Capital Meats Inc.
PP2017	0008599-0167	LJT	04/23/2018	16096 PEN	\$6.08	Capital Meats Inc.
PP2017	0008599-0169	LJT	04/23/2018	16096 PAY	\$40.46	Capital Meats Inc.
PP2017	0008599-0169	LJT	04/23/2018	16096 INT	\$1.48	Capital Meats Inc.
PP2017	0008599-0169	LJT	04/23/2018	16096 PEN	\$4.05	Capital Meats Inc.
PP2017	0008599-0173	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0173	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0173	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0175	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0175	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0175	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0177	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0177	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0177	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.

PP2017	0008599-0179	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0179	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0179	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0181	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0181	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0181	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0183	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0183	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0183	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0185	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0185	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0185	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0187	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0187	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0187	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0189	LJT	04/23/2018	16096 PAY	\$64.88	Capital Meats Inc.
PP2017	0008599-0189	LJT	04/23/2018	16096 INT	\$2.38	Capital Meats Inc.
PP2017	0008599-0189	LJT	04/23/2018	16096 PEN	\$6.49	Capital Meats Inc.
PP2017	0008599-0191	LJT	04/23/2018	16096 PAY	\$44.96	Capital Meats Inc.
PP2017	0008599-0191	LJT	04/23/2018	16096 INT	\$1.65	Capital Meats Inc.
PP2017	0008599-0191	LJT	04/23/2018	16096 PEN	\$4.50	Capital Meats Inc.
PP2017	0008599-0201	LJT	04/23/2018	16096 PAY	\$57.72	Capital Meats Inc.
PP2017	0008599-0201	LJT	04/23/2018	16096 INT	\$2.12	Capital Meats Inc.
PP2017	0008599-0201	LJT	04/23/2018	16096 PEN	\$5.77	Capital Meats Inc.
PP2017	0008599-0203	LJT	04/23/2018	16096 PAY	\$56.31	Capital Meats Inc.
PP2017	0008599-0203	LJT	04/23/2018	16096 INT	\$2.07	Capital Meats Inc.
PP2017	0008599-0203	LJT	04/23/2018	16096 PEN	\$5.63	Capital Meats Inc.
PP2017	0008599-0205	LJT	04/23/2018	16096 PAY	\$56.31	Capital Meats Inc.
PP2017	0008599-0205	LJT	04/23/2018	16096 INT	\$2.07	Capital Meats Inc.
PP2017	0008599-0205	LJT	04/23/2018	16096 PEN	\$5.63	Capital Meats Inc.
PP2017	0008599-0207	LJT	04/23/2018	16096 PAY	\$56.31	Capital Meats Inc.
PP2017	0008599-0207	LJT	04/23/2018	16096 INT	\$2.07	Capital Meats Inc.
PP2017	0008599-0207	LJT	04/23/2018	16096 PEN	\$5.63	Capital Meats Inc.

PP2017	0008599-0209	LJT	04/23/2018	16096 PAY	\$162.98	Capital Meats Inc.
PP2017	0008599-0209	LJT	04/23/2018	16096 INT	\$5.98	Capital Meats Inc.
PP2017	0008599-0209	LJT	04/23/2018	16096 PEN	\$16.30	Capital Meats Inc.
PP2017	0008599-0211	LJT	04/23/2018	16096 PAY	\$56.31	Capital Meats Inc.
PP2017	0008599-0211	LJT	04/23/2018	16096 INT	\$2.07	Capital Meats Inc.
PP2017	0008599-0211	LJT	04/23/2018	16096 PEN	\$5.63	Capital Meats Inc.
PP2017	0008599-0221	LJT	04/23/2018	16096 PAY	\$34.02	Capital Meats Inc.
PP2017	0008599-0221	LJT	04/23/2018	16096 INT	\$1.56	Capital Meats Inc.
PP2017	0008599-0221	LJT	04/23/2018	16096 PEN	\$3.40	Capital Meats Inc.
PP2017	0008599-0223	LJT	04/23/2018	16096 PAY	\$123.57	Capital Meats Inc.
PP2017	0008599-0223	LJT	04/23/2018	16096 INT	\$5.67	Capital Meats Inc.
PP2017	0008599-0223	LJT	04/23/2018	16096 PEN	\$12.36	Capital Meats Inc.
PP2017	0008599-0225	LJT	04/23/2018	16096 PAY	\$123.57	Capital Meats Inc.
PP2017	0008599-0225	LJT	04/23/2018	16096 INT	\$5.67	Capital Meats Inc.
PP2017	0008599-0225	LJT	04/23/2018	16096 PEN	\$12.36	Capital Meats Inc.
PP2017	0008599-0233	LJT	04/23/2018	16096 PAY	\$99.88	Capital Meats Inc.
PP2017	0008599-0233	LJT	04/23/2018	16096 INT	\$4.58	Capital Meats Inc.
PP2017	0008599-0233	LJT	04/23/2018	16096 PEN	\$9.99	Capital Meats Inc.
PP2017	0008599-0237	LJT	04/23/2018	16096 PAY	\$99.88	Capital Meats Inc.
PP2017	0008599-0237	LJT	04/23/2018	16096 INT	\$4.58	Capital Meats Inc.
PP2017	0008599-0237	LJT	04/23/2018	16096 PEN	\$9.99	Capital Meats Inc.
PP2017	0008599-0241	LJT	04/23/2018	16096 PAY	\$99.88	Capital Meats Inc.
PP2017	0008599-0241	LJT	04/23/2018	16096 INT	\$4.58	Capital Meats Inc.
PP2017	0008599-0241	LJT	04/23/2018	16096 PEN	\$9.99	Capital Meats Inc.
PP2017	0008599-0243	LJT	04/23/2018	16096 PAY	\$200.11	Capital Meats Inc.
PP2017	0008599-0243	LJT	04/23/2018	16096 INT	\$9.17	Capital Meats Inc.
PP2017	0008599-0243	LJT	04/23/2018	16096 PEN	\$20.01	Capital Meats Inc.
PP2017	0008599-0245	LJT	04/23/2018	16096 PAY	\$99.88	Capital Meats Inc.
PP2017	0008599-0245	LJT	04/23/2018	16096 INT	\$4.58	Capital Meats Inc.
PP2017	0008599-0245	LJT	04/23/2018	16096 PEN	\$9.99	Capital Meats Inc.
PP2017	0008599-0247	LJT	04/23/2018	16096 PAY	\$99.88	Capital Meats Inc.
PP2017	0008599-0247	LJT	04/23/2018	16096 INT	\$4.58	Capital Meats Inc.
PP2017	0008599-0247	LJT	04/23/2018	16096 PEN	\$9.99	Capital Meats Inc.

PP2017	0008599-0253	LJT	04/23/2018	16096 PAY	\$125.76 -	Capital Meats Inc.
PP2017	0008599-0253	LJT	04/23/2018	16096 INT	\$5.77 -	Capital Meats Inc.
PP2017	0008599-0253	LJT	04/23/2018	16096 PEN	\$12.58 -	Capital Meats Inc.
PP2017	0008599-0261	LJT	04/23/2018	16096 PAY	\$125.76 -	Capital Meats Inc.
PP2017	0008599-0261	LJT	04/23/2018	16096 INT	\$5.77 -	Capital Meats Inc.
PP2017	0008599-0261	LJT	04/23/2018	16096 PEN	\$12.58 -	Capital Meats Inc.
PP2017	0008599-0263	LJT	04/23/2018	16096 PAY	\$125.76 -	Capital Meats Inc.
PP2017	0008599-0263	LJT	04/23/2018	16096 INT	\$6.92 -	Capital Meats Inc.
PP2017	0008599-0263	LJT	04/23/2018	16096 PEN	\$12.58 -	Capital Meats Inc.
PP2017	0008600-0001	LJT	04/23/2018	16096 PAY	\$13.98 -	Capital Meats Inc.
PP2017	0008600-0001	LJT	04/23/2018	16096 INT	\$0.77 -	Capital Meats Inc.
PP2017	0008600-0001	LJT	04/23/2018	16096 PEN	\$1.40 -	Capital Meats Inc.
PP2017	0008600-0005	LJT	04/23/2018	16096 PAY	\$21.87 -	Capital Meats Inc.
PP2017	0008600-0005	LJT	04/23/2018	16096 INT	\$1.21 -	Capital Meats Inc.
PP2017	0008600-0005	LJT	04/23/2018	16096 PEN	\$2.19 -	Capital Meats Inc.
PP2017	0008600-0007	LJT	04/23/2018	16096 PAY	\$21.27 -	Capital Meats Inc.
PP2017	0008600-0007	LJT	04/23/2018	16096 INT	\$1.17 -	Capital Meats Inc.
PP2017	0008600-0007	LJT	04/23/2018	16096 PEN	\$2.13 -	Capital Meats Inc.
PP2017	0008600-0009	LJT	04/23/2018	16096 PAY	\$13.61 -	Capital Meats Inc.
PP2017	0008600-0009	LJT	04/23/2018	16096 INT	\$0.75 -	Capital Meats Inc.
PP2017	0008600-0009	LJT	04/23/2018	16096 PEN	\$1.36 -	Capital Meats Inc.
PP2017	0008600-0011	LJT	04/23/2018	16096 PAY	\$43.01 -	Capital Meats Inc.
PP2017	0008600-0011	LJT	04/23/2018	16096 INT	\$2.37 -	Capital Meats Inc.
PP2017	0008600-0011	LJT	04/23/2018	16096 PEN	\$4.30 -	Capital Meats Inc.
PP2017	0008600-0015	LJT	04/23/2018	16096 PAY	\$1.46 -	Capital Meats Inc.
PP2017	0008600-0015	LJT	04/23/2018	16096 INT	\$0.08 -	Capital Meats Inc.
PP2017	0008600-0015	LJT	04/23/2018	16096 PEN	\$0.15 -	Capital Meats Inc.
PP2017	0008600-0019	LJT	04/23/2018	16096 PAY	\$21.87 -	Capital Meats Inc.
PP2017	0008600-0019	LJT	04/23/2018	16096 INT	\$1.21 -	Capital Meats Inc.
PP2017	0008600-0019	LJT	04/23/2018	16096 PEN	\$2.19 -	Capital Meats Inc.
PP2017	0008600-0021	LJT	04/23/2018	16096 PAY	\$53.71 -	Capital Meats Inc.
PP2017	0008600-0021	LJT	04/23/2018	16096 INT	\$2.96 -	Capital Meats Inc.
PP2017	0008600-0021	LJT	04/23/2018	16096 PEN	\$5.37 -	Capital Meats Inc.

PP2017	0008600-0023	LJT	04/23/2018	16096 PAY	\$52.86	Capital Meats Inc.
PP2017	0008600-0023	LJT	04/23/2018	16096 INT	\$2.91	Capital Meats Inc.
PP2017	0008600-0023	LJT	04/23/2018	16096 PEN	\$5.29	Capital Meats Inc.
PP2017	0008600-0025	LJT	04/23/2018	16096 PAY	\$151.27	Capital Meats Inc.
PP2017	0008600-0025	LJT	04/23/2018	16096 INT	\$8.32	Capital Meats Inc.
PP2017	0008600-0025	LJT	04/23/2018	16096 PEN	\$15.13	Capital Meats Inc.
PP2017	0008600-0027	LJT	04/23/2018	16096 PAY	\$22.97	Capital Meats Inc.
PP2017	0008600-0027	LJT	04/23/2018	16096 INT	\$1.27	Capital Meats Inc.
PP2017	0008600-0027	LJT	04/23/2018	16096 PEN	\$2.30	Capital Meats Inc.
PP2017	0008600-0031	LJT	04/23/2018	16096 PAY	\$2.68	Capital Meats Inc.
PP2017	0008600-0031	LJT	04/23/2018	16096 INT	\$0.15	Capital Meats Inc.
PP2017	0008600-0031	LJT	04/23/2018	16096 PEN	\$0.27	Capital Meats Inc.
PP2017	0008600-0033	LJT	04/23/2018	16096 PAY	\$14.22	Capital Meats Inc.
PP2017	0008600-0033	LJT	04/23/2018	16096 INT	\$1.44	Capital Meats Inc.
PP2017	0008600-0033	LJT	04/23/2018	16096 PEN	\$1.42	Capital Meats Inc.
VL2015	0011453-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011454-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011455-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011456-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011457-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011458-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011459-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011461-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011462-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011463-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011464-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011467-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011468-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011469-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011472-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011473-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011474-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.
VL2015	0011475-0001	LJT	04/23/2018	16096 PAY	\$25.00	Capital Meats Inc.

VL2015	0011479-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011488-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011489-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011490-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011493-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011494-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011501-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011502-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011504-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011506-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011507-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011521-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011525-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011530-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011534-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011539-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011541-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011549-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011550-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011552-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011559-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011564-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011565-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011571-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011572-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011584-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2015	0011588-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2016	0011697-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2016	0011697-0001	LJT	04/23/2018	16096 PEN	\$5.00	-	Capital Meats Inc.
VL2016	0011698-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2016	0011698-0001	LJT	04/23/2018	16096 PEN	\$5.00	-	Capital Meats Inc.
VL2016	0011699-0001	LJT	04/23/2018	16096 PAY	\$25.00	-	Capital Meats Inc.
VL2016	0011699-0001	LJT	04/23/2018	16096 PEN	\$5.00	-	Capital Meats Inc.

VL2016	0011788-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011788-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011789-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011789-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011791-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011791-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011795-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011795-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011797-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011797-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011802-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011802-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011803-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011803-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011809-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011809-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011810-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011810-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011821-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011821-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011825-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011825-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.
VL2016	0011875-0001	LJT	04/23/2018	16096 PAY	\$25.00 -	Capital Meats Inc.
VL2016	0011875-0001	LJT	04/23/2018	16096 PEN	\$5.00 -	Capital Meats Inc.

Total \$23,136.35

M



APPLICATION FOR OUTDOOR FESTIVAL PERMIT COUNTY OF FREDERICK, VIRGINIA

(Please Print Clearly)



APPLICANT INFORMATION

Name of Applicant: Concern Hotline, Inc.

Telephone Number(s): 540-536-1632 home office cell _____ home office cell

Address: 301 N Cameron St. Suite 201 Winchester Va 22601

Contact Email: r.holland@concernhotline.org

FESTIVAL EVENT ORGANIZATIONAL INFORMATION

Festival Event Name of Festival: 19th Annual Friday Fish Fry

Cost of Admission to Festival: \$15/20 Business License Obtained: Yes No

Date(s)	Start Time	End Time	Maximum No. of Tickets Offered For Sale Per Day	Estimated No. of Attendees Per Day
<u>Sept 7, 2018</u>	<u>4 pm</u>	<u>9 pm</u>	<u>2,250</u>	<u>2,000</u>

Location Address: 140 Independence Dr. Winchester, Va 22602

Owner of Property Name(s): Ms. Barbara Grove
Address: see above
(*NOTE: Applicant may be required to provide a statement or other documentation indicating consent by the owner(s) for use of the property and related parking for the festival.)

Promoter Name(s): Concern Hotline
Address: _____
(*NOTE: For festivals other than not-for-profit, promoter may need to check with the Frederick County Commissioner of Revenue to determine compliance with County business license requirements; in addition, promoters who have repeat or ongoing business in Virginia may be required to register with the VA State Corporation Commission for legal authority to conduct business in Virginia.)

Financial Backer Name(s): _____
Address: _____

Performer Name of Person(s) or Group(s): Cathy Kerns - New City Entertainment

(*NOTE: Applicant may need to update information as performers are booked for festival event.)

FESTIVAL EVENT LOGISTICS INFORMATION AND DOCUMENTATION

1. Attach a copy of the printed ticket or badge of admission to the festival, containing the date(s) and time(s) of such festival (may be marked as "sample"). copy attached OR copy to be provided as soon as available

2. Provide a plan for adequate sanitation facilities as well as garbage, trash, and sewage disposal for persons at the festival. This plan must meet the requirements of all state and local statutes, ordinances, and regulations, and must be approved by the VA Department of Health (Lord Fairfax Health District).

Trash - Republic Services
Sewage - Johnny Blue

3. Provide a plan for providing food, water, and lodging for the persons at the festival. This plan must meet the requirements of all state and local statutes, ordinances, and regulations, and must be approved by the VA Department of Health (Lord Fairfax Health District).

Food prepared off site; Bottled water provided

4. Provide a plan for adequate medical facilities for persons at the festival. This plan must meet the requirements of all state and local statutes, ordinances, and regulations, and must be approved by the County Fire Chief or Fire Marshal and the local fire and rescue company.

Millwood Station in Attendance

5. Provide a plan for adequate fire protection. This plan must meet the requirements of all state and local statutes, ordinances, and regulations, and must be approved by the County Fire Chief or Fire Marshal and the local fire and rescue company.

Millwood station in Attendance. Fire suppression systems in use.

6. Provide a plan for adequate parking facilities and traffic control in and around the festival area. (A diagram may be submitted.)

Parking is on site lots, adjacent business parking lots

7. State whether any outdoor lights or lighting will be utilized: YES NO

If yes, provide a plan or submit a diagram showing the location of such lights and the proximity relative to the property boundaries and neighboring properties. In addition, show the location of shielding devices or other equipment to be used to prevent unreasonable glow beyond the property on which the festival is located.

all lighting other than existing pole lights on property provided by (3) generator light towers.

8. State whether alcoholic beverages will be served: YES NO

If yes, provide details on how it will be controlled.

Through ID, bracelet, ~~Some~~ Tips supervised servers

(NOTE: Evidence of any applicable VA ABC permit must also be provided and posted at the festival as required. Applicant may need to confirm with the VA ABC that a license is not required from that agency in order for festival attendees to bring their own alcoholic beverages to any event that is open to the general public upon payment of the applicable admission fee.)

FESTIVAL PROVISIONS


Applicant makes the following statements:

- A. Music shall not be rendered nor entertainment provided for more than eight (8) hours in any twenty-four (24) hour period, such twenty-four (24) hour period to be measured from the beginning of the first performance at the festival.
- B. Music shall not be played, either by mechanical device or live performance, in such a manner that the sound emanating therefrom exceeds 73 decibels at the property on which the festival is located.
- C. No person under the age of eighteen (18) years of age shall be admitted to any festival unless accompanied by a parent or guardian, the parent or guardian to remain with such person at all times. (NOTE: It may be necessary to post signs to this effect.)
- D. The Board, its lawful agents, and/or duly constituted law enforcement officers shall have permission to go upon the property where the festival is being held at any time for the purpose of determining compliance with the provisions of the County ordinance.

CERTIFICATION

I, the undersigned Applicant, hereby certify that all information, statements, and documents provided in connection with this Application are true and correct to the best of my knowledge. In addition, Applicant agrees that the festival event and its attendees shall comply with the provisions of the Frederick County ordinance pertaining to festivals as well as the festival provisions contained herein.


Signature of Applicant


Printed Name of Applicant

Date: 6-18-18

**THE BOARD SHALL HAVE THE RIGHT TO REVOKE ANY PERMIT ISSUED UNDER THIS ORDINANCE
UPON NON-COMPLIANCE WITH ANY OF ITS PROVISIONS AND CONDITIONS.**



Imagery ©2018 Google, Map data ©2018 Google 200 ft

Secured Parking

- ① Grove's Lot
- ② Winchester Printers
- ③ Valley Cycle Center
- ④ Navy Federal C.U.

⑤ overflow

All properties have been secured for 9/14/18 event

- There will be available shuttle service to the event.

Tickets will be made available after printing at the hearing.

N



BOARD OF SUPERVISORS

RESOLUTION FISCAL YEAR 2018-2019 BUDGET AMENDMENT

WHEREAS, Pursuant to Section 15.2-2507 of the Code of Virginia, 1950, as Amended, the Frederick County Board of Supervisors, meeting in regular session and public hearing held on July 25, 2018, took the following action:

NOW, THEREFORE, BE IT RESOLVED, by the Board of Supervisors that the FY 2018-2019 Budget be Amended to Reflect:

School Construction Fund Supplemental Appropriation in the Amount of \$45,500,000.00 for the Acquisition of Land, Design and Construction of a Replacement Robert E. Aylor Middle School.

Upon motion made by _____ and seconded by _____, the above budget amendment and supplemental appropriation was _____ by the following recorded vote:

Charles S. DeHaven, Jr.	_____	Blaine P. Dunn	_____
Gary A. Lofton	_____	Shannon G. Trout	_____
J. Douglas McCarthy	_____	Judy McCann-Slaughter	_____
Robert W. Wells	_____		

A COPY ATTEST:

Kris C. Tierney
Clerk, Board of Supervisors
County of Frederick, Virginia

Resolution - Fiscal Year 2018-2019 Budget Amendment
Board of Supervisors Meeting of July 25, 2018
Page 2

cc: Dr. David T. Sovine, School Superintendent
Patty D. Camery, School Finance Director
Cheryl B. Shiffler, Finance Director
C. William Orndoff, Jr., Treasurer

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COUNTY of FREDERICK

Jay E. Tibbs
Deputy County Administrator

540/665-5666
Fax 540/667-0370

E-mail:
jtibbs@fcva.us

MEMORANDUM

TO:	Board of Supervisors
FROM:	Jay E. Tibbs, Deputy County Administrator <i>Jay E. Tibbs</i>
SUBJECT:	Request from School Board re: Appropriation for Replacement Robert E. Aylor Middle School in the Amount of \$45,500,000
DATE:	June 22, 2018

Attached please find a resolution adopted by the Frederick County School Board, at its June 19, 2018 meeting, seeking an appropriation in the amount of \$45,500,000 for the replacement of the Robert E. Aylor Middle School.

As you might recall, the Board of Supervisors at its May 23, 2018 meeting previously adopted a resolution regarding funding for a replacement Robert E. Aylor Middle Schools. In that resolution, the Board of Supervisors expressed its willingness to consider the request for an appropriation of up to \$45,500,000 for the acquisition of land for and the construction of a new Robert E. Aylor Middle School, provided that:

1. The facility does not exceed 140,000 square feet in floor area;
2. The facility will have capacity for 900 students;
3. The facility will be expandable;
4. The facility will not be subject to any unresolved VDOT comments or issues, including that vehicular ingress and egress to the facility shall be safe and appropriate; and
5. The School Board will designate the existing Aylor Middle School property as surplus for conveyance back to the County, promptly upon the opening of the new Aylor Middle School.

This request is being presented to the Board of Supervisors for consideration. The action being sought from the Board would be to schedule a public hearing for your July 25, 2018 meeting to amend the Fiscal Year 2018 -2019 budget to reflect: School Construction Fund supplemental appropriation in the amount of \$45,500,000 for the construction of the replacement Robert E. Aylor Middle School.

If you have any questions, please do not hesitate to contact me.

Attachment

**RESOLUTION
OF THE COUNTY SCHOOL BOARD OF
FREDERICK COUNTY, VIRGINIA
SEEKING APPROPRIATION FOR
REPLACEMENT ROBERT E. AYLOR MIDDLE SCHOOL
IN THE AMOUNT OF \$45,500,000.00**

RECITALS

WHEREAS, the supervision of Frederick County Public Schools (the "Division") is vested in the County School Board of Frederick County, Virginia (the "Board"), a Virginia public body corporate, which holds the authority to manage and control the property of the school division and provide for the erecting, furnishing and equipping of necessary school buildings; and

WHEREAS, the Frederick County Board of Supervisors, Virginia (the "Supervisors"), approved the Robert E. Aylor Middle School addition and renovation through annual adoptions of the Capital Improvements Plan since 2004; and

WHEREAS, the Board conducted an extensive condition study and evaluation of Robert E. Aylor Middle School's major building systems, building finishes, and site amenities in December of 2013, amended July 2017, in preparation for preliminary design detail; and


WHEREAS, the Supervisors have, by adopting a resolution on May 23, 2018, denied the Board's request for \$52,000,000.00 and shared "a willingness to consider" an appropriation of up to \$45,500,000.00 for the acquisition of land for and the construction of a new Robert E. Aylor Middle School provided that the facility does not exceed 140,000 square feet in floor area; will have capacity for 900 students; will be expandable; will not be subject to any unresolved Virginia Department of Transportation comments or issues, including that vehicular ingress and egress to the facility shall be safe and appropriate; and that the School Board will designate the existing Aylor Middle School property as surplus, for conveyance back to the county, promptly upon opening the new Aylor Middle School.

NOW, THEREFORE, BE IT RESPECTFULLY RESOLVED BY THE COUNTY SCHOOL BOARD OF FREDERICK COUNTY, VIRGINIA:

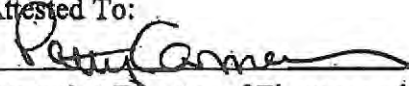
1. The Board requests a supplemental appropriation to the FY2019 School Construction Fund in the amount of \$45,500,000.00 for the acquisition of land, design and the construction of a new Robert E. Aylor Middle School.
2. The Board states its willingness to consider the Supervisors' request that the facility does not exceed 140,000 square feet in floor area; will have capacity for 900 students; will be expandable; will not be subject to any unresolved Virginia Department of Transportation comments or issues, including that vehicular ingress and egress to the facility shall be safe and appropriate; and that the School Board will designate the existing Aylor Middle School property as surplus, for conveyance back to the county, promptly upon opening the new Aylor Middle School.

3. Based upon market conditions and the funds appropriated for the project, the Board shall construct the school to accommodate the greatest number of students and possible future expansion without affecting the ability to implement current instructional pedagogy and the integration of technology.
4. The Board shall construct the new school in compliance with the regulations of the Board of Education and the Uniform Statewide Building Code (§22.1-140).
5. The Division Superintendent shall approve the design of the school in accordance with the Code of Virginia (§22.1-140).
6. The school plans shall be reviewed and approved according to Frederick County Ordinance by the Chief Building Official and appropriate state or federal agencies with jurisdiction such as the Virginia Department of Transportation. It is understood and memorialized in this resolution that the Chief Building Official is an agent of the Supervisors and has full and absolute authority to only approve school construction permits for projects where all agency comments have been addressed to the Chief Building Official's satisfaction.

BE IT FURTHER RESOLVED, that this Resolution supersedes the Board's resolution adopted on February 6, 2018, which requested a supplemental appropriation of \$52,000,000.00 for a replacement Robert E. Aylor Middle School and shall take effect immediately upon its passage.


 Dr. John J. Lamanna, Chair


 Clerk, Frederick County School Board

Attested To:
 (Name)
 Executive Director of Finance and Deputy Clerk

6/19/18 (Date)

Recorded Vote

Moved By: Mr. Wright

Seconded By: Mr. Thatcher

Yeas: 5

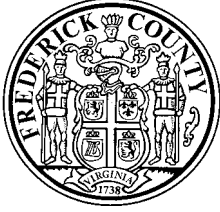
Nays: 1

**Frederick County Public Schools
Capital Improvement Plan Borrowing Schedule
Based on CIP**

Updated June 18 to reflect \$45.5 million for Aylor

Date of Debt Issue	4th High School	Replacement Aylor Middle School	Sherando High School Renovations & Additions	Dowell J. Howard Addition and Renovation	Phase II APR Elementary School	Renovation Bass-Hoover Elem.	12th Elementary School	Armel Addition	Total Borrowing
\$ in millions									
Opening Date	Aug-23	Aug-21			Jul-22		Aug-20	Aug-22	
Proffers 7/8/15	\$ 1.20						\$ 1.50	\$ 0.50	\$ 3.20
Previous and other funds	\$ 4.30						\$ -	\$ -	\$ 4.30
Spring 2018							\$ 6.75		\$ 6.75
Fall 2018		\$ 7.66					\$ 10.80		\$ 18.46
Spring 2019		\$ 6.34					\$ 8.10		\$ 14.44
Fall 2019		\$ 9.14					\$ 1.35		\$ 10.49
Spring 2020		\$ 9.14							\$ 9.14
Fall 2020		\$ 6.61							\$ 6.61
Spring 2021		\$ 6.61							\$ 6.61
Fall 2021									\$ -
Spring 2022									\$ -
Fall 2022									\$ -
Spring 2023									\$ -
Fall 2023									\$ -
Spring 2024									\$ -
Fall 2024									\$ -
Spring 2025									\$ -
Fall 2025									\$ -
Spring 2026									\$ -
Future Borrowings									\$ -
Total CIP Borrowings	\$ -	\$ 45.50	\$ -	\$ -	\$ -	\$ -	\$ 27.00	\$ -	\$ 72.50
Grand Total - Project Cost	\$ 5.50	\$ 45.50	\$ -	\$ -	\$ -	\$ -	\$ 28.50	\$ 0.50	\$ 76.80

O



REZONING APPLICATION #05-17

O-N MINERALS/dba CARMEUSE LIME & STONE

Staff Report for the Board of Supervisors

Prepared: July 17, 2018

Staff Contact: Candice E. Perkins, AICP, CZA, Assistant Director

	<u>Reviewed</u>	<u>Action</u>
Planning Commission:	11/15/17	Public Hearing Held; Postponed for 90 Days
Planning Commission:	02/21/18	Public Hearing Held; Recommended Denial
Board of Supervisors:	03/14/18	Public Hearing Held; Postponed for 30 Days
Board of Supervisors:	04/25/18	Public Hearing Held; Postponed to May 23, 2018
Board of Supervisors:	05/23/18	Public Hearing Held; Postponed to June 13, 2018
Board of Supervisors:	06/13/18	Postponed to July 25, 2018
Board of Supervisors:	07/25/18	Pending

PROPOSAL: To rezone 394.2+/- acres from the EM (Extractive Manufacturing) District with proffers to the EM (Extractive Manufacturing) District with revised proffers. The Middletown site was originally rezoned to the EM (Extractive Manufacturing) District with Rezoning #03-06 for O-N Minerals (Chemstone) which was approved in 2008.

LOCATION: The properties are located west of the Town of Middletown. Specifically, the Middle Marsh Property is located east of Belle View Lane (Route 758), and west and adjacent to Hites Road (Route 625) and is further traversed by Chapel Road (Route 627). The Northern Reserve is bounded to the south by Cedar Creek and is west and adjacent to Meadow Mills Road (Route 624).

EXECUTIVE SUMMARY & CONCLUSION FOR THE 07/25/18 BOARD OF SUPERVISORS MEETING:

The Planning Commission at their February 21, 2018 meeting unanimously recommended denial of this application. The Board of Supervisors held a public hearing for this item on March 14, 2018 and postponed the application until the April 25, 2018 meeting. The application was then postponed to the May 23rd Board of Supervisors meeting to provide the Applicant additional time to work on the application and was then postponed to the June 13, 2018 to allow additional time to review revised proffers. At the June 13, 2018 meeting the application was postponed to the July 25, 2018 meeting.

With this revision, the Applicant is proposing an addendum to the approved proffers from Rezoning #03-06 which was approved on May 28, 2008. Please note that the addendum proposes a format that differs from past amendments. The proposed addendum includes the following:

Proffer Introduction:

- All references to “Applicant” throughout the Proffer Statement are hereby replaced with “Owner.”
- The word “to” in the third sentence of the second opening paragraph is hereby replaced with the word “with.”

- The Generalized Development Plan has been revised as of February 14, 2018. An additional sheet has been added to the Generalized Development Plan titled “Generalized Development Plan Attachment” dated February 14, 2018. The Generalized Development Plan and the Generalized Development Plan Attachment are collectively referred to as the “Amended GDP.” All references in the original Proffer Statement to the GDP are hereby replaced with Amended GDP. The Amended GDP is new Exhibit 1.
- The following plats have been deleted from Exhibit 2: GDP, Overall Plan, Phase I Plan, Phase II Plan, Phase III Plan, Phase IV Plan, Viewshed 4B, Viewshed 5B, Viewshed 6, Viewshed 7 and Viewshed 8.
- The following plats have been added to Exhibit 2: North Viewshed 1, North Viewshed 2 and North Viewshed 3.
- The following sentences are being added to the end of the second opening paragraph:
- The Generalized Development Plan included in the Proffer Statement approved on May 28, 2008 (“GDP”) is hereby replaced as it relates to the installation and location of berms and viewsheds. All other aspects of the GDP remain the same and in full force and effect.
- Exhibit 4 shall now be known as Exhibit 3.
- Exhibit 5 shall now be known as Exhibit 4.
- Exhibits 6A and 6B shall now be known as Exhibits 5A and 5B respectively.

Revisions to Proffer 2.2

The language of Proffer 2.2 shall be replaced in its entirety with the following:

A combination of landscaping, earthen berms and fencing shall be either maintained or installed as depicted and described on the Amended GDP around the Properties in the areas depicted on the Amended GDP. Owner shall install berms in the areas where berms are depicted on said Amended GDP. The berms for Berm D shall have a maximum height of 30 feet and a minimum height of 10 feet. As depicted on the Amended GDP, the berms for Berm D shall be installed at specified heights. The Amended GDP designates the berms for Berm D in four numbered sections. Section 1 shall be installed to a height of 20 feet. Section 2 shall be installed to a height of 30 feet and not encroach on the cemetery and/or stream. Section 3 shall be installed to a height of 10 feet. Section 4 shall be installed to a minimum height of 20 feet. No spoil pile shall exceed the height of the highest berm north of Chapel Road. Berm C which is located on the Property south of Chapel Road and north of Nieswander Road shall be installed after permitting of the above-described Property for mining and at least two years (24 calendar months) prior to the extraction of material for processing. The berms shall be landscaped to minimize impacts to the viewshed of the surrounding community and shall be installed after permitting of the Properties for mining and before any extraction of material for processing, and at least two years (24 calendar months) prior to the extraction of material for processing and in the

locations depicted on the Amended GDP. The landscaping shall have a mix of deciduous and coniferous plantings placed in a random manner to be consistent with existing vegetation patterns. Plantings will include a grass seed mix recommended by the National Park Service that is currently in use at the adjacent Cedar Creek and Belle Grove National Historical Park. Owner shall adhere to the screening requirements of the Frederick County Code. In addition to requirements of the Frederick County Code, the Owner will take all appropriate measures to ensure survival of plantings. The landscaping shall be subject to reasonable approval of the Zoning Administrator of Frederick County and upon consultation with the State Forester. With respect to Berm A, located on Tax Parcel 90-A-2, not owned by the Owner, the berm will be constructed by the Owner as the tenant under a 100-year lease of Parcel 90-A-2, with authority under the lease to construct Berm A. There shall be no extraction of material for processing outside the berms. The field between Berm D Section 1 and Westernview shall not be used for parking or storage of mining equipment, and any vehicles and/or equipment shall be staged in this area only while they are engaged in maintenance, monitoring and/or exploration activities.

Staff Notes – Berm Timing:

- ***Berms A and Berm B (original Phase I) were to be installed within 10 years of the approval of the proffer (2018).***
- ***Berms C and Berm D (original Phase II) were to be installed no later than 10 years prior to the commencement of mining north of Chapel Road.***
- ***The proffer amendment removes the requirement that the berms be installed 10 years prior to mining north of Chapel Road. The proposed amendment states that the berms would be installed after permitting and two years prior to the extraction of material for processing.***

Staff Notes – Berm Heights:

- ***Proffer 2.2 Berm D - Section 1 – Berm Section 1 is the section south of the Westernview Subdivision. The viewshed from the quarry to the adjacent Subdivision was originally proffered at a 20’.***
- ***Proffer 2.2 Berm D - Section 2 – This revision proposes a 30’ berm which is consistent with the approved proffers. Proffer 2.2 Berm D - Section 3 – The northern section of Chapel Road shows a 10’ berm which is consistent with the approved proffer.***
- ***Proffer 2.2 Berm D - Section 4 – This revision proposes a 20’ berm which is consistent with the approved proffers.***

Staff Notes – Berm Landscaping:

- ***This proffer reduces the timing to include two years prior to extraction of materials, which reduces the established timeline that would provide additional established landscaping protection for adjacent properties.***

New Proffer 2.4

Normal hours of operation for the portion of the Property north of Chapel Road shall be 6:00 a.m. to 10:00 p.m. Monday through Friday. No operations shall take place on any major holiday.

Revision to Proffer 5.1

The following sentence shall be added to the end of Proffer 5.1:

In addition to the provisions set forth above, the Owner agrees to install at least one monitoring well within six (6) months of the approval of this Amended Proffer Statement.

Revision to Proffer 7.1

The following paragraph shall be added to Proffer 7.1:

Provided Owner has received a written request from a property owner within fifteen hundred feet (1,500') of the Property rezoned herein, the Owner shall establish and maintain a notification methodology that provides notice to the requesting property owner of any and all blasting that will occur north of Chapel Road as part of the extraction of material for processing or site development. Such methods may include, but not be limited to, telephone calls, text messages or emails.

Revision to Proffer 9.1:

In the seventh sentence of Proffer 9.1 the phrase “the Applicant’s and/or its” shall be replaced with “an independent.”

The following sentences shall also be added to the end of Proffer 9.1:

A stationary seismograph reader shall be installed at a strategic location north of Chapel Road. Such location shall be chosen in coordination with and at the direction of a licensed engineer well versed in this function.

Revision to Proffer 12.1

The following sentence shall be added to the end of Proffer 12.1:

All lighting shall be turned off after working hours.

Revisions to Proffer 14.2

The following sentence shall be added to the end of Proffer 14.2:

The Owner also agrees that the existing fence line/tree line along Section 1 of Berm D will remain and be maintained using best management and farm practices.

All other proffers remain generally consistent with the 2006 approved rezoning and proffer statement.

Rezoning # 05-17 CARMEUSE LIME & STONE
July 17, 2018
Page 5

Following the required public hearing, a decision regarding this rezoning application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.

This report is prepared by the Frederick County Planning Staff to provide information to the Planning Commission and the Board of Supervisors to assist them in making a decision on this application. It may also be useful to others interested in this zoning matter. Unresolved issues concerning this application are noted by Staff where relevant throughout this staff report.

	<u>Reviewed</u>	<u>Action</u>
Planning Commission:	11/15/17	Public Hearing Held; Postponed for 90 Days
Planning Commission:	02/21/18	Public Hearing Held; Recommended Denial
Board of Supervisors:	03/14/18	Public Hearing Held; Postponed for 30 Days
Board of Supervisors:	04/25/18	Public Hearing Postponed to May 23, 2018
Board of Supervisors:	05/23/18	Public Hearing Held; Postponed to June 13, 2018
Board of Supervisors:	06/13/18	Public Hearing Held; Postponed to July 25, 2018
Board of Supervisors:	07/25/18	Pending

PROPOSAL: To rezone 394.2+/- acres from the EM (Extractive Manufacturing) District with proffers to the EM (Extractive Manufacturing) District with revised proffers. The Middletown site was originally rezoned to the EM (Extractive Manufacturing) District with Rezoning #03-06 for O-N Minerals (Chemstone) which was approved in 2008.

MAGISTERIAL DISTRICT: Back Creek

PROPERTY ID NUMBERS: 83-A-109 and 90-A-23 (portions of)

PROPERTY ZONING: EM (Extractive Manufacturing) District

PRESENT USE: Quarry and Undeveloped

ADJOINING PROPERTY ZONING & PRESENT USE:

North: RA (Rural Areas)	Use: Residential
South: EM (Extractive Manufacturing)	Use: Shenandoah County
East: RA (Rural Areas)	Use: Residential/Agricultural
West: RA (Rural Areas)	Use: Residential/Agricultural

PROPOSED USES: Quarry

REVIEW EVALUATIONS:

Planning & Zoning:

1) **Site History:**

The original Frederick County zoning map (U.S.G.S. Middletown Quadrangle) identifies the subject parcels as being zoned A-2 (Agricultural General). The County's agricultural zoning districts were subsequently combined to form the RA (Rural Areas) District upon adoption of an amendment to the Frederick County Zoning Ordinance on May 10, 1989. The corresponding revision of the zoning map resulted in the re-mapping of the subject property and all other A-1 and A-2 zoned land to the RA District. The subject properties were rezoned to the EM (Extractive Manufacturing) District with the approval of Rezoning #03-06 on May 28, 2008 (see attached original proffers).

2) **Comprehensive Plan:**

The 2035 Comprehensive Plan is the guide for the future growth of Frederick County.

The 2035 Comprehensive Plan is an official public document that serves as the Community's guide for making decisions regarding development, preservation, public facilities and other key components of Community life. The primary goal of this plan is to protect and improve the living environment within Frederick County. It is in essence a composition of policies used to plan for the future physical development of Frederick County.

The Area Plans, Appendix I of the 2035 Comprehensive Plan, are the primary implementation tool and will be instrumental to the future planning efforts of the County.

Land Use

The subject properties are located within the Rural Areas of Frederick County and are outside of the limits of the Urban Development Area (UDA) and the Sewer and Water Service Area (SWSA). The Rural Areas land use designation is defined in the Comprehensive Plan as all areas outside of the designated Urban Development Area. The primary land uses in the Rural Areas are agriculture and forests. The primary growth pattern consisting of widely scattered, large lot residential development.

Transportation and Access

The Eastern Road Plan of the Comprehensive Policy Plan does not cover this portion of the County. Per the 2006 rezoning, site access continues to be via the existing quarry entrance on McCune Road (Route 757) – See proffer 2.1

3) **Historic:**

The Historic Resources Advisory Board (HRAB) reviewed the original 2006 rezoning application on December 20, 2005. This rezoning does not increase the historic impacts from the original rezoning application. Staff would note that the Applicant has completed the 8-acre land dedication to the Cedar Creek Battlefield Foundation as stated in proffer 3.1, as well as, the

Phase I Archeological Survey per proffer 3.2.

4) Proffer Statement – Dated June 13, 2005; revised and approved May 28, 2008:

With this revision, the Applicant is proposing the addendum to the proffers:

Proffer Introduction:

- All references to “Applicant” throughout the Proffer Statement are hereby replaced with “Owner.”
- The word “to” in the third sentence of the second opening paragraph is hereby replaced with the word “with.”
- The Generalized Development Plan has been revised as of February 14, 2018. An additional sheet has been added to the Generalized Development Plan titled “Generalized Development Plan Attachment” dated February 14, 2018. The Generalized Development Plan and the Generalized Development Plan Attachment are collectively referred to as the “Amended GDP.” All references in the original Proffer Statement to the GDP are hereby replaced with Amended GDP. The Amended GDP is new Exhibit 1.
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- The following sentences are being added to the end of the second opening paragraph:
- The Generalized Development Plan included in the Proffer Statement approved on May 28, 2008 (“GDP”) is hereby replaced as it relates to the installation and location of berms and viewsheds. All other aspects of the GDP remain the same and in full force and effect.
- Exhibit 4 shall now be known as Exhibit 3.
- Exhibit 5 shall now be known as Exhibit 4.
- Exhibits 6A and 6B shall now be known as Exhibits 5A and 5B respectively.

Revisions to Proffer 2.2

The language of Proffer 2.2 shall be replaced in its entirety with the following:

A combination of landscaping, earthen berms and fencing shall be either maintained or installed as

depicted and described on the Amended GDP around the Properties in the areas depicted on the Amended GDP. Owner shall install berms in the areas where berms are depicted on said Amended GDP. The berms for Berm D shall have a maximum height of 30 feet and a minimum height of 10 feet. As depicted on the Amended GDP, the berms for Berm D shall be installed at specified heights. The Amended GDP designates the berms for Berm D in four numbered sections. Section 1 shall be installed to a height of 20 feet. Section 2 shall be installed to a height of 30 feet and not encroach on the cemetery and/or stream. Section 3 shall be installed to a height of 10 feet. Section 4 shall be installed to a minimum height of 20 feet. No spoil pile shall exceed the height of the highest berm north of Chapel Road. Berm C which is located on the Property south of Chapel Road and north of Nieswander Road shall be installed after permitting of the above-described Property for mining and at least two years (24 calendar months) prior to the extraction of material for processing. The berms shall be landscaped to minimize impacts to the viewshed of the surrounding community and shall be installed after permitting of the Properties for mining and before any extraction of material for processing, and at least two years (24 calendar months) prior to the extraction of material for processing and in the locations depicted on the Amended GDP. The landscaping shall have a mix of deciduous and coniferous plantings placed in a random manner to be consistent with existing vegetation patterns. Plantings will include a grass seed mix recommended by the National Park Service that is currently in use at the adjacent Cedar Creek and Belle Grove National Historical Park. Owner shall adhere to the screening requirements of the Frederick County Code. In addition to requirements of the Frederick County Code, Owner will take all appropriate measures to ensure survival of plantings. The landscaping shall be subject to reasonable approval of the Zoning Administrator of Frederick County and upon consultation with the State Forester. With respect to Berm A, located on Tax Parcel 90-A-2, not owned by the Owner, the berm will be constructed by the Owner as the tenant under a 100-year lease of Parcel 90-A-2, with authority under the lease to construct Berm A. There shall be no extraction of material for processing outside the berms. The field between Berm D Section 1 and Westernview shall not be used for parking or storage of mining equipment, and any vehicles and/or equipment shall be staged in this area only while they are engaged in maintenance, monitoring and/or exploration activities.

Staff Notes – Berm Timing:

- ***Berms A and Berm B (original Phase I) were to be installed within 10 years of the approval of the proffer (2018).***
- ***Berms C and Berm D (original Phase II) were to be installed no later than 10 years prior to the commencement of mining north of Chapel Road.***
- ***The proffer amendment removes the requirement that the berms be installed 10 years prior to mining north of Chapel Road. The proposed amendment states that the berms would be installed after permitting and two years prior to the extraction of material for processing.***

Staff Notes – Berm Heights:

- ***Proffer 2.2 Berm D - Section 1 – Berm Section 1 is the section south of the Westernview Subdivision. The viewshed from the quarry to the adjacent Subdivision was originally proffered at a 20’.***
- ***Proffer 2.2 Berm D - Section 2 – This revision proposes a 30’ berm which is consistent with the approved proffers. Proffer 2.2 Berm D - Section 3 – The northern section of Chapel Road shows a 10’ berm which is consistent with the approved proffer.***
- ***Proffer 2.2 Berm D - Section 4 – This revision proposes a 20’ berm which is consistent with the approved proffers.***

Staff Notes – Berm Landscaping:

- ***This proffer reduces the timing to include two years prior to extraction of materials, which reduces the established timeline that would provide additional established landscaping protection for adjacent properties.***

New Proffer 2.4

Normal hours of operation for the portion of the Property north of Chapel Road shall be 6:00 a.m. to 10:00 p.m. Monday through Friday. No operations shall take place on any major holiday.

Revision to Proffer 5.1

The following sentence shall be added to the end of Proffer 5.1:

In addition to the provisions set forth above, the Owner agrees to install at least one monitoring well within six (6) months of the approval of this Amended Proffer Statement.

Revision to Proffer 7.1

The following paragraph shall be added to Proffer 7.1:

Provided Owner has received a written request from a property owner within fifteen hundred feet (1,500') of the Property rezoned herein, the Owner shall establish and maintain a notification methodology that provides notice to the requesting property owner of any and all blasting that will occur north of Chapel Road as part of the extraction of material for processing or site development. Such methods may include, but not be limited to, telephone calls, text messages or emails.

Revision to Proffer 9.1:

In the seventh sentence of Proffer 9.1 the phrase “the Applicant’s and/or its” shall be replaced with “an independent.”

The following sentences shall also be added to the end of Proffer 9.1:

A stationary seismograph reader shall be installed at a strategic location north of Chapel Road. Such location shall be chosen in coordination with and at the direction of a licensed engineer well versed in this function.

Revision to Proffer 12.1

The following sentence shall be added to the end of Proffer 12.1:

All lighting shall be turned off after working hours.

Revisions to Proffer 14.2

The following sentence shall be added to the end of Proffer 14.2:

The Owner also agrees that the existing fence line/tree line along Section 1 of Berm D will remain and be maintained using best management and farm practices.

All other proffers remain generally consistent with the 2006 approved rezoning and proffer statement.

Following the required public hearing, a decision regarding this rezoning application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.

PLANNING COMMISSION SUMMARY AND ACTION FROM THE 11/15/17 MEETING:

Staff reported this is a request to amend the proffers associated with Rezoning #03-06 which was approved in 2008. Staff continued, at that time 394.2+/-acres was rezoned from RA (Rural Areas) District to EM (Extractive Manufacturing) District. Staff noted the Applicant is seeking to revise the proffers pertaining to: Viewshed Plans, berm heights, installation timing, landscaping exhibit removal, and cemetery access. A location map of the property was presented. Staff reported the amendment seeks to remove the previously proffered Overall Plan, Phasing I, II, III and IV Plans, and the twelve (12) Viewshed Plans which were all components of the General Development Plan (GDP). This amendment seeks to eliminate these components and only utilize one (1) GDP. Staff presented the GDP which is generally consistent with the outline of the previously approved GDP in regard to the Berm locations on the properties. Staff reviewed the proffer revisions:

Viewshed Plans, Berm Heights, and Berm Installation Timing:

- The viewshed plans from the approved rezoning depicted the proposed berm heights that would provide screening and protection for surrounding properties.
- Berm heights ranged from 10' to 30' as depicted on the viewshed plans.
- Berm timing – Berms A and B were to be installed within 10 years of rezoning approval (installation by 2018). Berms C and D were to be installed no later than 10 years before the commencement of mining north of Chapel Road.
- This amendment removes all minimum/maximum heights and timing is now prior to the commencement of any extraction of materials.

Cemetery Access:

- Amendment seeks to eliminate the Marsh Brook Lane access and provide a new right-of-way that would provide access to the cemetery via Chapel Road.

(the approved rezoning stated that the Applicant would improve the Marsh Brook Lane access within 12 months of completion of the cemetery restoration)

- The proposed amendment does not contain a timeline for the installation of this accessway and does not contain a backup if agency approval cannot be obtained for the new access point on Chapel Road.

Staff noted it appears this proposed proffer amendment will have a great impact on the surrounding residential properties and the Applicant has not provided justification that the berm revisions and the changes requested would mitigate the impacts on the surrounding properties.

A Commissioner inquired about the rights to water supply in paragraph 4.1 of the proffers. Staff explained that a proffer amendment was received from Mr. Ty Lawson prior to the meeting. Staff and the County Attorney were not able to review these prior to this meeting and cannot comment on them at this time. A Commissioner asked how long the Applicant has been working with Staff on these revisions. Staff noted in June 2017 comments were provided to the Applicant. A Commissioner inquired, in the original proffers there were commitments as far as pre-blast surveys of the properties surrounding the quarry; who was responsible in making sure the Applicant performed those commitments that were agreed to in the original rezoning; is the County involved in that, specifically the surveys concerning property conditions, water well conditions, and seismic monitoring. Staff reported it is the Applicant's responsibility to make sure they are fulfilling their proffers; should it arise that those proffers are not being fulfilled or there is a complaint, that proffer compliance would be investigated and determined if the proffers are being met or not. A Commissioner asked if Staff had received comments from residents that the proffers were not implemented as originally agreed to. Staff commented no, not at this time. A Commissioner commented that if the proposed amendment were approved, that the height of the berms would be up to the Applicant. Staff stated that is correct, under the proposed amendment the berm height would be at the Applicants discretion and they eliminated the landscaping detail. The Commissioner commented the current approval offers more to work with; the new proposal has no specificity. A Commissioner commented for clarity and should ignore what was submitted just a few hours ago and focus on what is in the agenda. A Commissioner asked how close the berms on the north end are from the residential strip of community housing there. Staff deferred this question to the Applicant as to if they have an exact distance planned for the old and new proffers.

Mr. Thomas (Ty) Moore Lawson, P.C. with Lawson & Silek, P.L.C representing the Applicant came forward. Mr. Lawson reported this proffer amendment is to specifically address the berms; on the north end of the property. In response to a Commissioner, Mr. Lawson noted when this exercise was started it was written in a way to just focus on things they wanted to change, as things developed it was pointed out with this rezoning being relatively old that a lot has been completed, therefore what has been accomplished should be considered. Mr. Lawson continued, 36+ acres has been conveyed to the Cedar Creek Battlefield and Article 4 references two old agreements that existed with the Sanitation Authority in 2005; those agreements were terminated, and a new agreement was put in place. Mr. Lawson reviewed the proffer update that was sent to Staff just prior to this meeting: 8-acre historical reserve grew to 36-acres; Phase I archeological study; Two (2) cemeteries were restored; ground water labeled as completed but under way; pre-blast surveys are ongoing (have contacted 105 families); noise

requirements are the same; well monitoring is ongoing; phasing of berms A and B are complete. Regarding the berms Mr. Lawson explained the intent now is to have irregular berms in height and different vegetation. Mr. Lawson provided photos of existing berms and of new proposed berms placing berms behind vegetation. Mr. Lawson addressed the question of timing for the berms; the existing proffers states the berms be installed ten (10) years prior to mining activities, this has been removed and replaced with commencement and behind the tree lines so there is less disturbance. Mr. Lawson provided photos of the viewshed and the GDP. A Commissioner inquired why the berms are being located behind the vegetation. Mr. Lawson commented the Applicant has a better idea where most of the stone is underground therefore the point is to be able to install the berms 100 ft. off the property line in turn making the impacts less severe. The Commissioner commented, to simplify; relocating the berms now depends on where the high-quality mineral is to be mined. Mr. Lawson stated that is partially correct; the other part is a fresh set of eyes reviewed this and determined relocation would be better for neighbors. The Commissioner noted relocating the berms have no bearing on the height of the berms. Mr. Lawson explained there was not a requirement to make the berms 30 ft., but somehow became part of the public process; this is not something the company wanted, and the intent is to vary the berm sizes.

A Commissioner requested clarification that the 85 property owners within the property boundary have been contacted regarding pre-blast surveys. Mr. Lawson noted the Applicant contacted all property owners, also offered pre-blast surveys and well monitoring at the Applicant's expense; some have taken advantage of this and others have not. The Commissioner asked if someone comes forth years down the road with problems on their property or structure, how would Chemstone defend this. Mr. Lawson explained the property owners should take advantage of these offers in advance therefore having something to go by. Mr. Lawson noted the existing proffers do not change obligations to one another. Complaints and questions are addressed by the company at all times. The Commissioner asked how often seismic waves are monitored for the 85 properties. Mr. Lawson stated the monitoring is ongoing. Mr. Mark Basel, Site Production Manager at the Middletown, Virginia operation came forward and reported the operation at Chemstone monitors every blast. They have permanent seismic graphs at three (3) different residences toward the southern end of the property. Mr. Basel noted currently there are no monitors at the northern end where there is no mining yet; they do place mobile units if necessary. A Commissioner inquired has there been any reported impacts/damages from blasting. Mr. Basel commented to his knowledge they have not been out of compliance; they do get calls if the blast is felt stronger than normal. He reiterated, they do monitor all blasts.

There were nine (9) citizens that spoke in opposition of this rezoning. The concerns shared were similar: delay action on this item, no contact from the Applicant regarding well and pre-blast surveys, berms would not provide enough protection and language in the proffers very ambiguous.

Mr. Lawson responded to comments: the drawings/maps are scaled, it is approximately 100 feet from the property line under the existing proffers, the Applicant has copies of notifications/letters that were sent to property owners for pre-blast surveys and well monitoring.

A Commissioner reminded everyone this item is not about the current land use which was previously approved; it pertains to the proffers being amended. He commented, he is agreeable to a delay on this and noted community engagement is extremely important. A Commissioner commented, this item must

be acted on in a timely manner and cannot be moved to Spring 2018; he agrees to a postponement. The Commissioner continued, he urges the citizens to take advantage of the offer made by Carmeuse for pre-blast surveys and well monitoring so there can be a base starting point down the road. He concluded, the language is very ambiguous and vague, the Applicant needs to put back in the drawings and examples and put things in writing so that it is very clear.

A motion was made, seconded, and unanimously passed to recommend postponement for 90 days.

(Note: Commissioners Unger and Cline were absent from the meeting)

PLANNING COMMISSION SUMMARY AND ACTION FROM THE 02/21/18 MEETING:

Staff reported this is a request to amend the proffers associated with Rezoning #03-06 which was approved in 2008. Ms. Perkins continued, this request was postponed for 90 days at the Planning Commission's November 15, 2017 meeting to provide the Applicant additional time to discuss the proposal with neighbors. Staff explained the Applicant is seeking to revise the proffers pertaining to: Viewshed Plan, berm heights, installation timing, Landscaping exhibit removal and Cemetery access. Staff compared the proffers that have been approved to the amended proffers, dated February 14, 2018:

- The approved proffer required berms that ranged in height from 10' to 30' based on the 12 proffered viewshed plans. The revision includes 3 viewshed plats that only show proposed berm details north of Chapel Road.
- Berm Heights – Berm D (north of Chapel Road); berm adjacent to the Westernview Subdivision was proffered to be 30'. The revision proposes to reduce this berm to 15'.
- Berm Heights – Berms C & D; removes the berm detail south of Chapel Road and the Northern berm is still shown at 10'.
- Berm Timing – Berms C & D were proffered to be installed no later than 10 years prior to the commencement of mining north of Chapel Road. The revision proposes Berms C & D to be installed after the permitting process of the properties for mining and before any extraction of material for processing.
- Proffer 2.2 – Site Development: The November 2017 proffer stated, “a combination of landscaping, earthen berms and fencing shall be installed”; the February 2018 proffer states “earthen berms or fencing shall be installed”. This language is ambiguous and appears to allow for the complete elimination of all berms and only fencing provided.
- Cemetery Access: Seeks to relocate the Marsh Brook Lane access to Chapel Road. The approved proffer stated that the Applicant would “improve” the ROW so it can be used for access and that the Applicant would provide continued maintenance. The proposed proffer states that the owner would relocate the ROW; this proffer is ambiguous as to whether the Applicant will be building a ROW for access or just relocating the ROW. It was noted this also

removes the timeline (12 months from cemetery restoration) therefore this is no trigger for the completion of this relocation.

- Site Access – Clarification: Staff noted the approved proffers state “access via public secondary roads shall be limited to the quarry entrance on McCune Road”. Staff has received several questions regarding site access directly via Chapel Road; Proffer 2.1 prohibits access to Chapel Road for quarry operations. The proffered GDP indicates a proposed tunnel under Chapel Road.

Staff concluded it appears this proposed proffer amendment will have a great impact on the surrounding residential properties and the Applicant has not provided justification that the berm revisions and the changes requested would mitigate the impacts on the surrounding properties.

Mr. Michael Wilmoth from Carmeuse presented a brief overview of what has transpired since the November meeting: held two community meetings; had face to face meetings with residents; handled numerous phone calls. He provided a presentation of the revised proffers and various mapping.

A Commission Member inquired if the open field on the combined comparison will be mined in the future. Mr. Wilmoth stated not at this time. A Commission Member suggested possibly zoning this piece back to RA. Mr. Ty Lawson, representing the Applicant noted there is no intent at this time. A Commission Member suggested, if the berms are behind the tree line, why not include map or protection in the proffers for residents’ years down the road and could be include in proffer 2.2. The Commissioner noted the wording in proffer 2.2 can be easily misinterpreted. A Commission Member suggested the wording be changed to offer protection to residents in the future. Mr. George McKotch of Carmeuse came forward and provided information pertaining to the berms and future mining. A Commission Member reminded everyone that is what is presented in the agenda is what is to be voted on this evening.

The Public Hearing was opened and six (6) residents came forward and shared their opposition to this rezoning citing concerns such as: requests not fully addressed by Carmeuse; community meetings did not involve everyone, truck traffic on roads, all berms to be 30 feet and residents losing property value. A Commission Member commented the items presented tonight are not acceptable, he sees no reason to reduce the height of the berms and the residents are not satisfied with any of the changes. Mr. Lawson noted the mission was to meet with neighbors; the berm height was the majority of the discussion and they received conflicting requests from neighbors. Mr. Lawson concluded this item needs to move forward and there is no time for a delay request.

A motion was made to deny this request, seconded, and unanimously recommended for denial. (Commissioner Mohn was absent from the meeting)

BOARD OF SUPERVIORS SUMMARY AND ACTION FROM THE 03/14/18 MEETING:

Staff provided an overview of the application and the revisions requested by the Applicant. Thomas Moore Lawson, representing Carmeuse, introduced Michael Wilmoth of Carmeuse who provided an overview of the request. Mr. Wilmoth said the company met with the neighbors of the property in question and the consensus was that moving the berm and changing the berm timeline were good

things. He discussed a list of 11 items that were requested by the neighbors saying Carmeuse has been able to agree to eight of them. Mr. Lawson proceed to provide additional information and an overview of their request. Dr. Clarence R. Geier then discussed the Phase I Archeological Survey which was conducted on the property.

Thirteen citizens spoke during the public hearing. Mr. Lawson responded to the public hearing comments and he appreciated the time and comments of the Board and the project's neighbors. He said there have been seven amendments to the proffers and highlighted the proposed changes.

The item was postponed to the April 25, 2018 meeting with a continued public hearing.

BOARD OF SUPERVIORS SUMMARY AND ACTION FROM THE 04/25/18 MEETING:

The item was postponed to the May 23, 2018 meeting with a continued public hearing.

BOARD OF SUPERVIORS SUMMARY AND ACTION FROM THE 05/23/18 MEETING:

Staff provided an overview of the application and the revisions requested by the Applicant. The Applicant provided a presentation and provided an overview of the revised proffers presented to the Board at the meeting. The Board of Supervisors requested clarification on the hours of operation; the Applicant agreed to modify the hours of operation to remove the allowance for changes due to demand. Six citizens spoke during the public hearing. The item was postponed to the June 13, 2018 meeting with a continued public hearing to allow additional time to review the revised proffers present to the Board of Supervisors at their May 23, 2018 meeting.

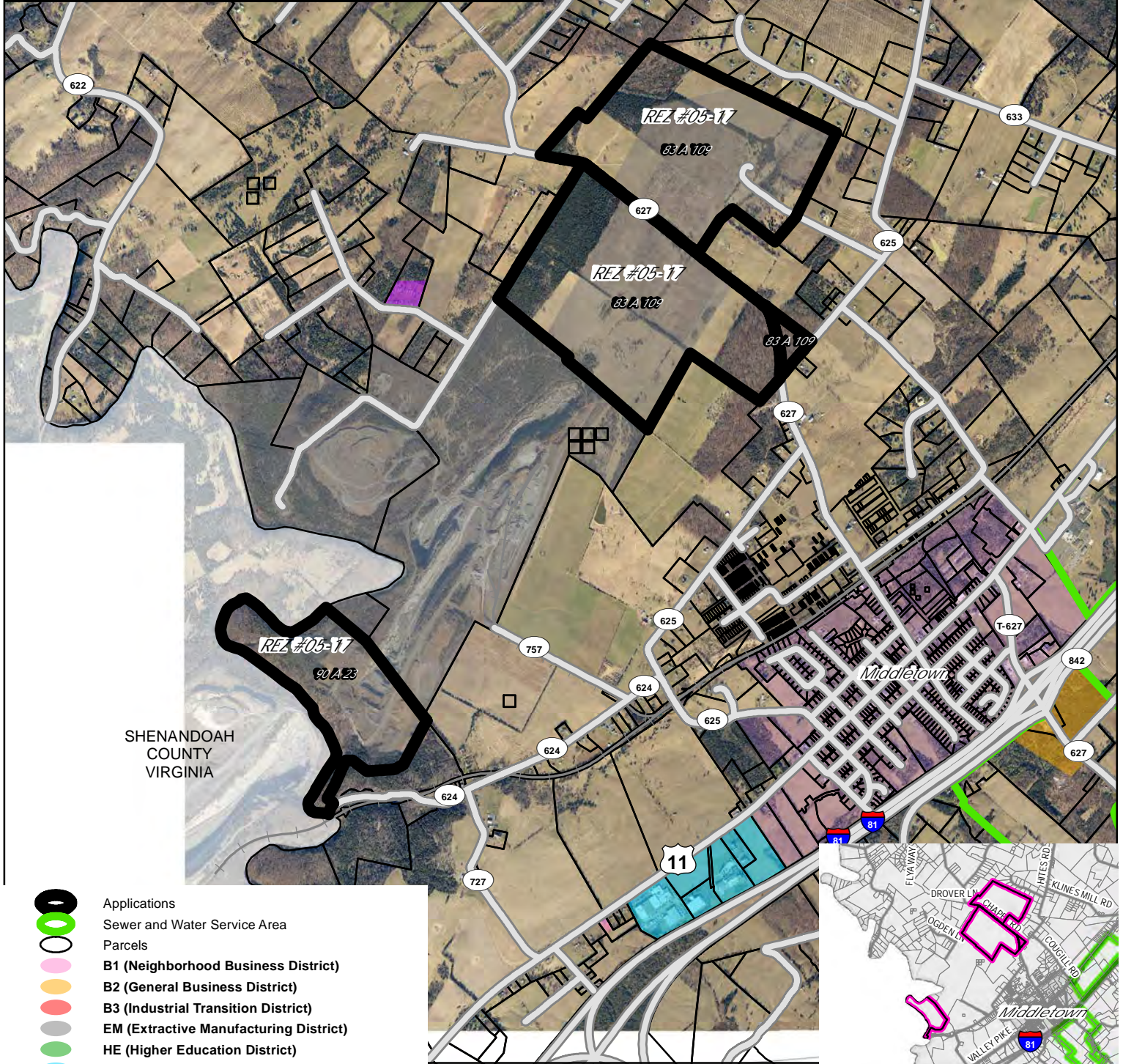
BOARD OF SUPERVIORS SUMMARY AND ACTION FROM THE 06/13/18 MEETING:

The item was postponed to the July 25, 2018 meeting with a continued public hearing.


Following the required public hearing, a decision regarding this rezoning application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.

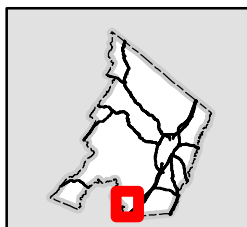
REZ # 05 - 17 O-N Minerals (Chemstone) Co.

PINs:
83 - A - 109, 90 - A - 23
Rezoning from EM to EM
Zoning Map



SHENANDOAH
COUNTY
VIRGINIA

-  Applications
-  Sewer and Water Service Area
-  Parcels
-  B1 (Neighborhood Business District)
-  B2 (General Business District)
-  B3 (Industrial Transition District)
-  EM (Extractive Manufacturing District)
-  HE (Higher Education District)
-  M1 (Light Industrial District)
-  M2 (Industrial General District)
-  MH1 (Mobile Home Community District)
-  MS (Medical Support District)
-  OM (Office - Manufacturing Park)
-  R4 (Residential Planned Community District)
-  R5 (Residential Recreational Community District)
-  RA (Rural Areas District)
- RP (Residential Performance District)



REZ # 05 - 17 O-N Minerals (Chemstone) Co.

PINs:
83 - A - 109, 90 - A - 23
Rezoning from EM to EM
Zoning Map

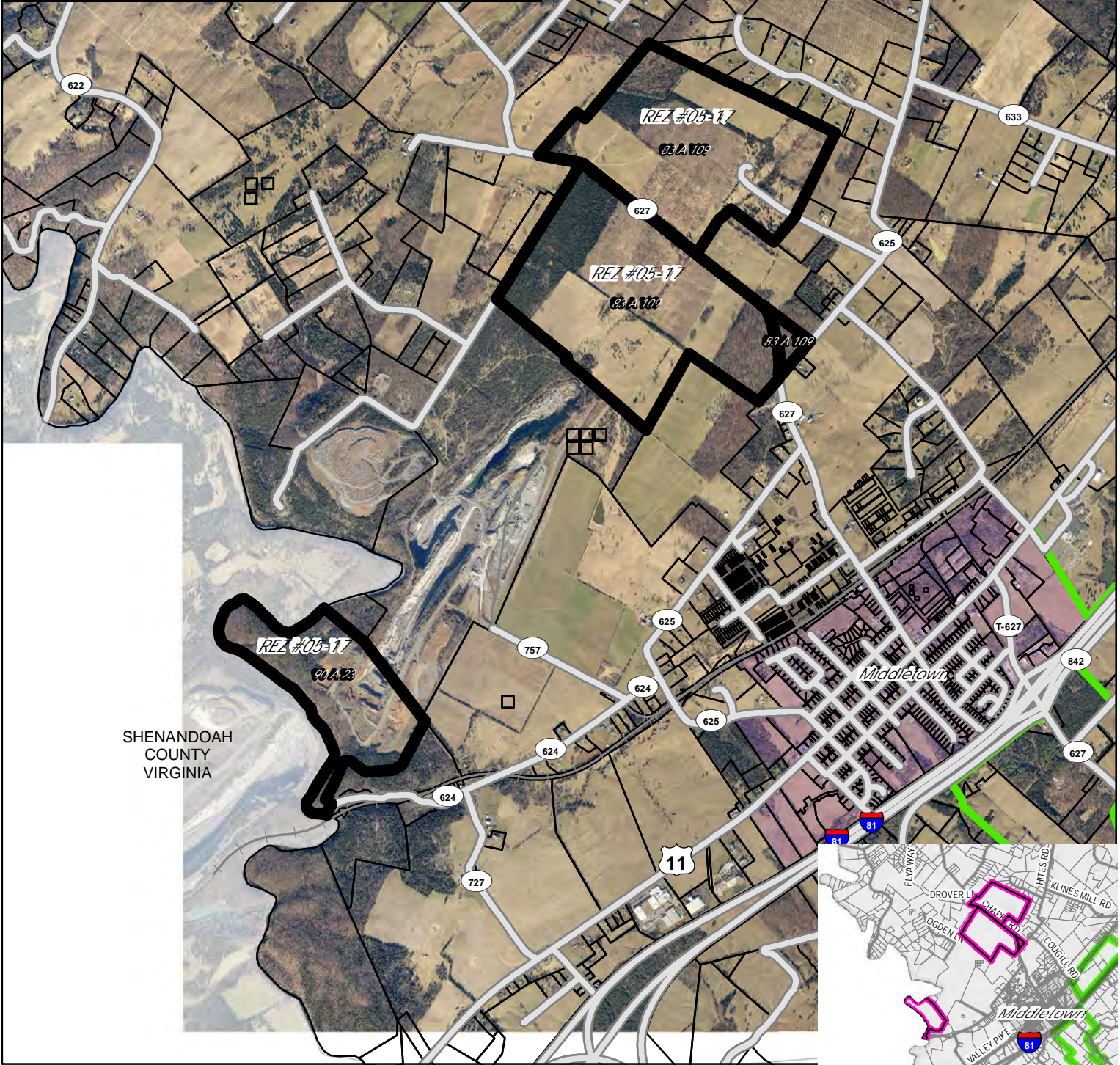
Note:
Frederick County Dept of
Planning & Development
107 N Kent St
Suite 202
Winchester, VA 22601
540 - 665 - 5651
Map Created: October 18, 2017
Staff: cperkins



0 1,600 3,200 6,400 Feet

REZ # 05 - 17
O-N Minerals (Chemstone) Co.

PINs:
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 Rezoning from EM to EM
 Location Map






SHENANDOAH
 COUNTY
 VIRGINIA

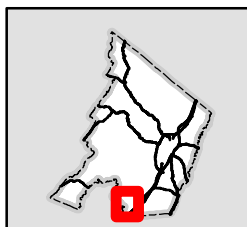
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Note:
 Frederick County Dept of
 Planning & Development
 107 N Kent St
 Suite 202
 Winchester, VA 22601
 540 - 665 - 5651
 Map Created: October 18, 2017
 Staff: cperkins



-  Applications
-  Sewer and Water Service Area
-  Parcels



**FIRST AMENDMENT TO PROFFER STATEMENT
(amendment dated July __, 2018)**

REZONING: RZ# 03-06
Rural Areas (RA) to Extractive Manufacturing (EM)

PROPERTY: 394.2 Acres +/-;
Portions of Tax Map Parcels 83-A-109 (“parcel 109”) and 90-A-23
 (“parcel 23”) (the “Properties”)

RECORD OWNER: O-N Minerals (Chemstone) Company (“Owner”)

APPLICANT: O-N Minerals (Chemstone) Company

PROJECT NAME: Chemstone-Middletown

ORIGINAL DATE
OF PROFFERS: May 22, 2008

The undersigned Owner hereby submits its First Amendment to Proffer Statement which states that the following conditions, which to the extent amended, shall supersede all other proffers on the Properties that may have been made prior hereto. In the event that the above-referenced First Amendment to Proffer Statement is not granted as applied for by the Owner, this First Amendment to Proffer Statement shall be deemed withdrawn and shall be null and void.

The following sections of the Proffer Statement dated May 22, 2008 are amended as follows:

- All references to “Applicant” throughout the Proffer Statement are hereby replaced with “Owner.”
- The word “with” in the third sentence of the second opening paragraph is hereby replaced with the word “to.”
- The Generalized Development Plan has been revised as of February 14, 2018. An additional sheet has been added to the Generalized Development Plan titled “Generalized Development Plan Attachment” dated February 14, 2018. The Generalized Development Plan and the Generalized Development Plan Attachment are collectively referred to as the “Amended GDP.” All references in the original Proffer Statement to the GDP are hereby replaced with Amended GDP. The Amended GDP is new Exhibit 1.
- The following plats have been deleted from Exhibit 2: GDP, Overall Plan, Phase I Plan, Phase II Plan, Phase III Plan, Phase IV Plan, Viewshed 4B, Viewshed 5B, Viewshed 6, Viewshed 7 and Viewshed 8.

- The following plats have been added to Exhibit 2 and are attached: North Viewshed 1, North Viewshed 2 and North Viewshed 3.
- The following sentences are being added to the end of the second opening paragraph:

The Generalized Development Plan included in the Proffer Statement approved on May 28, 2008 (“GDP”) is hereby replaced as it relates to the installation and location of berms and viewsheds. All other aspects of the GDP remain the same and in full force and effect.

- Exhibit 4 shall now be known as Exhibit 3.
- Exhibit 5 shall now be known as Exhibit 4.
- Exhibits 6A and 6B shall now be known as Exhibits 5A and 5B respectively.

Revisions to Proffer 2.2

The language of Proffer 2.2 is replaced in its entirety with the following:

A combination of landscaping, earthen berms and fencing shall be either maintained or installed as depicted and described on the Amended GDP around the Properties in the areas depicted on the Amended GDP. Owner shall install berms in the areas where berms are depicted on said Amended GDP. The berms for Berm D shall have a maximum height of 30 feet and a minimum height of 10 feet. As depicted on the Amended GDP, the berms for Berm D shall be installed at specified heights. The Amended GDP designates the berms for Berm D in four numbered sections. Section 1 shall be installed to a height of 20 feet. Section 2 shall be installed to a height of 30 feet and not encroach on the cemetery and/or stream. Section 3 shall be installed to a height of 10 feet. Section 4 shall be installed to a minimum height of 20 feet. No spoil pile shall exceed the height of the highest berm north of Chapel Road. Berm C which is located on the Property south of Chapel Road and north of Nieswander Road shall be installed after permitting of the above-described Property for mining and at least two years (24 calendar months) prior to the extraction of material for processing. The berms shall be landscaped to minimize impacts to the viewshed of the surrounding community and shall be installed after permitting of the Properties for mining at least two years (24 calendar months) prior to the extraction of material for processing and in the locations depicted on the Amended GDP. The landscaping shall have a mix of deciduous and coniferous plantings placed in a random manner to be consistent with existing vegetation patterns. Plantings will include a grass seed mix recommended by the National Park Service that is currently in use at the adjacent Cedar Creek and Belle Grove National Historical Park. Owner shall adhere to the screening requirements of the Frederick County Code. In addition to requirements of the Frederick County Code, Owner will take all appropriate measures to ensure survival of plantings. The landscaping shall be subject to reasonable approval of the Zoning Administrator of Frederick County and upon consultation with the State Forester. With respect to Berm A, located on Tax Parcel 90-A-2, not owned by the Owner, the berm will be constructed by the Owner as the tenant under a 100-year lease of Parcel 90-A-2, with authority under the lease to construct Berm A. There shall be no extraction of material for processing outside the berms. The field between Berm D Section 1 and Westernview shall not be used for parking or storage of

mining equipment, and any vehicles and/or equipment shall be staged in this area only while they are engaged in maintenance, monitoring and/or exploration activities.

New Proffer 2.4

Normal hours of operation for the portion of the Property north of Chapel Road shall be 6:00 a.m. to 10:00 p.m. Monday through Friday. No operations shall take place on any major holiday.

Revision to Proffer 5.1

The following sentence is added to the end of Proffer 5.1:

In addition to the provisions set forth above, the Owner agrees to install at least one monitoring well within six (6) months of the approval of this Amended Proffer Statement.

Revision to Proffer 7.1

The following paragraph is added to Proffer 7.1:

Provided Owner has received a written request from a property owner within fifteen hundred feet (1,500') of the Property rezoned herein, the Owner shall establish and maintain a notification methodology that provides notice to the requesting property owner of any and all blasting that will occur north of Chapel Road as part of the extraction of material for processing or site development. Such methods may include, but not be limited to, telephone calls, text messages or emails.

Revision to Proffer 9.1:

In the seventh sentence of Proffer 9.1 the phrase “the Applicant’s and/or its” is replaced with “an independent.”

The following sentences are added to the end of Proffer 9.1:

A stationary seismograph reader shall be installed at a strategic location north of Chapel Road. Such location shall be chosen in coordination with and at the direction of a licensed engineer well versed in this function.

Revision to Proffer 12.1

The following sentence is added to the end of Proffer 12.1:

All lighting shall be turned off after working hours.

Revisions to Proffer 14.2

The following sentence is added to the end of Proffer 14.2:

The Owner also agrees that the existing fence line/tree line along Section 1 of Berm D will remain and be maintained using best management and farm practices.

Respectfully submitted,

O-N MINERALS (CHEMSTONE) COMPANY

By: Ian Karkaria

Its: Director of Operations, Eastern Region

COMMONWEALTH OF VIRGINIA, AT LARGE
FREDERICK COUNTY, To-wit:

The foregoing instrument was acknowledged before me this _____ day of _____, 2018, by Ian Karkaria, Director of Operations, Eastern Region of O-N Minerals (Chemstone) Company.

NOTARY PUBLIC

My commission expires: _____

Registration number: _____

PROPOSED PROFFER STATEMENT

REZONING: RZ# 03-06
Rural Areas (RA) to Extractive Manufacturing (EM)

PROPERTY: 394.2 Acres +/-;
Portions of Tax Map Parcels 83-A-109 ("parcel 109") and 90-A-23
("parcel 23") (the "Properties")

RECORD OWNER: O-N Minerals (Chemstone) Company

APPLICANT: O-N Minerals (Chemstone) Company ("Applicant")

PROJECT NAME: Chemstone - Middletown

ORIGINAL DATE
OF PROFFERS: June 13, 2005

REVISION DATE(S): January 16, 2006 February 8, 2006 August 28, 2006
March 18, 2008 April 18, 2008 May 14, 2008
May 20, 2008 May 22, 2008 May 27, 2008

The undersigned Applicant hereby proffers that the use and development of the portions of the above-referenced parcels, which are requested to be rezoned, the portions requested to be rezoned being shown on the attached and incorporated plat identified as "Exhibit 1," shall be in strict conformance with the following conditions, which shall supersede all other proffers on the Properties that may have been made prior hereto. In the event that the above-referenced EM conditional rezoning is not granted as applied for by the Applicant, these proffers shall be deemed withdrawn and shall be null and void. Further, these proffers are contingent upon final rezoning of the Properties with "final rezoning" defined as that rezoning which is in effect on the day following the last day upon which the Frederick County Board of Supervisors' (the "Board") decision granting the rezoning may be contested in the appropriate court. If the Board's decision is contested, and the Applicant elects not to submit development plans until such contest is resolved, the term rezoning shall include the day following entry of a final court order affirming the decision of the Board which has not been appealed, or, if appealed, the day following which the decision has been affirmed on appeal.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Properties adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein. Any proffered conditions that would prevent the Applicant from conforming with State and/or Federal regulations shall be considered null and void. The term "Applicant" as referenced herein shall include within its meaning all future owners and successors in interest. When used in these proffers, the "Generalized

Development Plan,” shall refer to the plan entitled “Generalized Development Plan, O-N Minerals (Chemstone)” dated May, 2008 (the “GDP”). The Applicant attaches and incorporates the GDP, which includes a plan titled “Generalized Development Plan”; a plan titled “Overall Plan”; four plans titled “Phase I Plan”, “Phase II Plan”, “Phase III Plan”, and “Phase IV Plan”; and twelve viewshed plats titled “Viewshed 1A, Viewshed 1B, Viewshed 2, Viewshed 3, Viewshed 4A, Viewshed 4B, Viewshed 5A, Viewshed 5B, Viewshed 6, Viewshed 7, Viewshed 8 and Viewshed 9”. The aforementioned documents are and shall be incorporated by reference herein as “Exhibit 2.” The Applicant proffers that its development of the Properties will be in substantial conformity with the GDP.

1. Land Use

1.1 The Properties shall be developed with extractive manufacturing land uses pursuant to the mining permit approved by the Division of Mineral Mining (“DMM”) of the Virginia Department of Mines, Minerals and Energy (“VDMME”), and shall therefore conform to the Mineral Mining Law and Reclamation Regulations for Mineral Mining of the Commonwealth of Virginia.

1.2 The Applicant hereby proffers not to engage in the following uses on the Properties:

Oil and natural gas extraction;
Asphalt and concrete mixing plants;
Brick, block and precast concrete products;
Cement and lime kilns; and
Coal and natural gas-fired power plants or facilities which sell power to the local utility or power grid*

*This is not to be interpreted as a restriction against using power plants on the Properties as necessary to support extractive mining activities.

2. Site Development

2.1 Properties’ access via public secondary roads shall be limited to the existing quarry entrance on McCune Road (Route 757). Access by vehicles needed for periodic maintenance of the Properties shall not be limited.

2.2 Earthen berms shall be installed around the active quarry pits in the location shown on the GDP. The berms shall have a maximum height of 30 feet and a minimum height of 10 feet. The berms (Berm A and Berm B) depicted on the Phase I Plan of the GDP shall be installed within 10 years of the approval of the rezoning. The berms (Berm C and Berm D) depicted on the Phase II Plan of the GDP shall be installed no later than 10 years prior to the commencement of mining north of Chapel Road. The berms shall be landscaped to minimize impacts to the viewshed of the surrounding community. Such landscaping shall consist of a mix of deciduous and coniferous plantings placed in a random manner to be consistent with existing vegetation patterns. The description of the plants to be

installed on the berms are more specifically described in the attached and incorporated "Exhibit 3." The landscaping shall be subject to reasonable approval by the Zoning Administrator of Frederick County and upon consultation with the State Forester. With respect to Berm A, located on Tax Parcel 90-A-2, not owned by the Applicant, the berm will be constructed by the Applicant as the tenant under a 100-year lease of Parcel 90-A-2, with authority under the lease to construct Berm A.

- 2.3 The existing overburden stock pile on the southeast corner of the current Middletown plant site shall be reduced in height to the greater of 30 feet or the height of the adjacent tree line (lying to the east) within 5 years of the approval of the rezoning.

3. Historic Resources

- 3.1 The Applicant shall create an 8 acre historic reserve as shown on the GDP and on Exhibit 1, within which archaeological resources and other historic activities have been identified. Further, the Applicant shall place restrictions on the reserve land for how the reserve will be used by the Properties' owner and future owners. A copy of said restrictions are attached and incorporated as "Exhibit 4." Said reserve land shall be dedicated to the Cedar Creek Battlefield Foundation, Inc. within 60 days of final rezoning. [NOTE: the aforementioned 8 acre historic reserve property is not to be included in the property to be rezoned.]
- 3.2 The Applicant shall complete a Phase I Archaeological Survey of parcels 23 and 109. The Phase I Archaeological Survey of parcel 23 shall be completed within 12 months of the approval of the rezoning. For the remaining tracts of land, the Applicant shall complete a Phase I Archaeological Survey of a particular tract of land before any mining activities commence on that property. The Applicant may commence mining activities on a particular portion of the Properties before the completion of the Phase I survey for all of the Properties, but under any and all circumstances, no mining operations shall commence on any portion of the Properties until after the Phase I Archeological Survey has been completed on said portion of the Properties. Said survey shall locate, identify, and comprehensively record all historic sites, buildings, structures, and objects on the parcels. Such survey shall be conducted in accordance with the guidelines for a Phase 1 Survey as defined in the Virginia Department of Historic Resources "GUIDELINES FOR CONDUCTING CULTURAL RESOURCE SURVEY IN VIRGINIA - Chapter 7: Guidelines for Archaeological Investigations in Virginia," 1999 (Rev. Jan. 2003).
- 3.3 Two cemeteries have been identified on the Properties. The first cemetery is located adjacent to Chapel Road and is in an area that is not designated for mining and is also outside of the berming area. That cemetery is currently undergoing a historical restoration. After the historical restoration, the Applicant will follow the recommendations of the Applicant's historian.

The second cemetery is located in the area where berming is slated to be installed. The Applicant proffers the berming will be located in such a way as to not encroach on the cemetery. This cemetery is also currently undergoing a historical restoration. After the historical restoration, the Applicant will follow the recommendations of the Applicant's historian. In addition, the cemetery is accessed through a right-of-way which is of record providing access to the cemetery from Route 625. The Applicant proffers to improve said right-of-way so that it can be used for access by the descendants of those in the cemetery within 12 months of completion of the cemetery restoration. Once said right-of-way has been improved, the Applicant will provide continued maintenance and have use of same.

4. Rights to Water Supply

4.1 The Applicant shall guarantee the Frederick County Sanitation Authority ("FCSA") rights to the water resources available on the Properties in accordance with the existing agreements between the Applicant and FCSA.

5. Ground Water

5.1 The Applicant shall install a minimum of three monitoring wells to effectively establish and monitor the groundwater level in order to avoid detrimental impacts to surrounding properties. Said wells shall be installed prior to any land disturbance of the portion of the Properties identified as parcel 109 by the GDP, and shall be located within 500 feet of the Properties' boundaries. A minimum of one monitoring well shall be installed within 500 feet of the parcel 109 Properties' boundary. The exact location of the monitoring wells is depicted on the Overall Plan of the GDP.

5.2 Subject to and consistent with the provisions of paragraph 9.2, the Applicant shall remediate any adverse impacts to wells located on surrounding properties caused by mining operations on the Properties. Costs associated with any required remediation shall be borne by the Applicant.

Furthermore, the Applicant agrees to participate in a pre-blast survey and well monitoring survey, as further described herein. The intent of the aforementioned surveys is to provide a mechanism to remediate any adverse impacts to wells and/or structures which are caused by the mining operations on the Properties.

6. Dust Control

6.1 Dust from drills, muck piles, material handling, screens, crushers, conveyors, feeders, hoppers, stockpiles, load-outs, and traffic areas shall be controlled by wet suppression or equivalent, and controlled by and consistent with the terms of the Department of Environmental Quality ("VDEQ") general air permit. The Applicant shall remediate any adverse impacts to surrounding properties caused by dust associated with the mining operations on the Properties.

7. Blasting Control

7.1 All blasting associated with mining operations on the Properties shall be limited by the mining permit approved by the DMM of the VDMME. Peak Particle Velocities (PPV) associated with blasting on the Properties shall not exceed the levels stipulated by said permit. In addition, the Applicant agrees to have an approved blasting plan in place at all times. An example of the current blasting plan is attached. Further, in addition, the Applicant agrees that there will be no block holing or adobe blasting conducted on the Properties. Any damage to surrounding properties caused by blasting on the Properties shall be remediated at the Applicant's expense.

8. Traffic

8.1 The Applicant's current number of truck loads leaving the site on a daily basis is approximately 63, and the Applicant has had higher numbers of recorded truck loads leaving the plant to a total of 114 truck loads per day. The Applicant, in its proffer, is agreeing to restrict truck traffic to the Properties to 86 truck loads per day averaged over the prior 30 days, but intends to also have an ability to increase the number of truck loads in the event of an emergency or circumstances, which could be caused by issues driven by the Applicant's customers, suppliers, and/or carriers. Examples of such shall include, but are not limited to, an interruption of rail service to the site and/or any sites that are serviced by rail from the Applicant's Properties and/or any other interruption of the ability to deliver materials at the Applicant's site or any other sites which are owned, controlled, or by business relationship connected with the Applicant's site. To that end, and in any circumstance, the Applicant agrees to restrict truck traffic to the Properties to a maximum of 200 truck loads per day averaged over the prior 30 days through the scale house hauling mined materials on and/or off the proposed quarry site from the existing quarry entrance. The maximum number of truck loads will be regulated by the Applicant and its successors and/or assigns. A record of the actual number of truck loads per day shall be kept current (and maintained for one year) by the Applicant at its scale house office. Said record shall be made available in a form which confirms the number of trips and the form will be produced to Frederick County officials upon demand with reasonable notice. The Applicant proffers there will be no truck loads from the Properties on Sundays and the hours of truck loading on Saturdays will be no later than 7:00 p.m. The Applicant further proffers it will instruct all truckers as to the proper route of travel from the Properties to Route 11, which shall exclude both Belle Grove and Chapel Roads.

9. Pre-Blast Surveys

9.1 The Applicant will offer voluntary pre-blast surveys of properties that are within 1,500 feet of the boundaries of parcel 23 and parcel 109. The aforementioned surveys will be conducted by an independent engineering firm, which will

investigate and document the pre-blast conditions of the participants' residences and/or outbuildings. The Applicant and its successors and assigns will contact all citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109, and monitor the tax roles for Frederick County on an annual basis in order to contact any citizens who have recently purchased the aforementioned property. This contact will be made by the Applicant and its successor and assigns to invite citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109 to participate in the pre-blast surveys. Contact will be made by registered return-receipt letters, mailed annually from the time of the rezoning. All citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109 can, and are encouraged to, participate in the survey by contacting the Applicant and scheduling a mutually agreeable time for the independent engineering firm to visit the party's residence to document and survey the pre-blast condition of the party's residences/outbuildings following the procedures set forth in the attached and incorporated "Exhibit 5." If the property owner agrees to participate, the Applicant's and/or its engineering firm shall visit and inspect the party's residences/outbuildings to monitor the condition of the same. A record of those pre-blast conditions will be kept by the independent engineering firm with copies retained by the Applicant and the participating property owner. In the event of a change in condition, which is alleged by the participating property owner as a result of mining operations, the engineering firm will then conduct a follow-up visit and investigation and use the pre-blast information as a control and basis for subsequent analysis. Said analysis shall be used to determine the cause of any negative change in condition. If it is determined there is a change in condition in the residences/outbuildings, which has been caused by the Applicant's mining activities on the Properties, then the Applicant agrees to remediate and/or repair said negative change in condition to restore it to its status prior to blasting operations. In addition, the Applicant agrees to establish seismic monitoring of the proposed quarry site to monitor all blasting activities and keep records of said seismic monitoring as required by the VDMME.

- 9.2 The Applicant will offer voluntary well monitoring surveys of properties that are within 1,500 feet of the boundaries of parcel 23 and parcel 109. The aforementioned surveys will be conducted by an independent well drilling firm or hydrogeologist, which will investigate and document the pre-mining conditions of the participants' wells. The Applicant and its successors and assigns will contact all citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109, and monitor the tax roles for Frederick County on an annual basis in order to contact any citizens who have recently purchased the aforementioned property. This contact will be made by Applicant and its successor and assigns to invite citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109 to participate in the well monitoring surveys. Contact will be made by sending annually registered return-receipt letters. All citizens who have property located within 1,500 feet of the boundaries of parcel 23 and parcel 109 can and are encouraged to participate in the survey by scheduling a mutually agreeable time for the independent well drilling firm to visit the party's residence

to document and survey the pre-blast condition of the party's well following the procedures set forth in the attached and incorporated "Exhibit 6A and 6B." A record of these pre-mining conditions will be kept by the independent well drilling firm, with copies retained by the Applicant and the participating property owner. In the event a change of condition is alleged by the property owner as a result of mining operations, the Applicant will provide an interim replacement water supply as necessary to supply the property owner with water. The well drilling firm will then conduct a follow-up visit and investigation and use pre-blast information as a control and basis for subsequent analysis. If it is determined that the status of the neighboring property owner's well has deteriorated from the condition it was in at the time of the pre-blast survey, then the Applicant agrees to restore the well to its condition existing at the time of the pre-blast survey and/or provide the adjoining property owner a replacement well of the same condition (or better) of that which existed at that time of the pre-blast survey.

- 9.3 In addition to the above, the Applicant agrees to maintain in force an insurance policy or other sufficient security for the period of time covering the active mining operations on the Properties and to maintain in effect for a period of one year from the date of cessation of said mining operations, and to cover the costs of any remediation and/or repair, which is required pursuant to the terms of sections 9.1 and 9.2 above. Said policy or surety shall be in the amount of no less than One Million and 00/100 Dollars (\$1,000,000.00) per occurrence. Frederick County may review from time to time the amount of the policy or surety to evaluate whether the minimum amount of \$1,000,000.00 is sufficient to protect the cost of any remediation and/or repair, which is required pursuant to the terms of sections 9.1 and 9.2. In the event Frederick County believes that the amount of the policy or surety needs to be increased for the reasons set forth above, then the Applicant and Frederick County shall reach an agreement as to the proper amount of policy or surety. The approval of said increase shall not be unreasonably withheld, conditioned or denied by either party. The Applicant shall annually provide to the County a Certificate of Insurance from the insurance carrier.

10. Reclamation

- 10.1 It is intended that pursuant to the terms of the agreement reached with the FCSA that at the time of cessation of mining activities, the Properties' quarry pits shall be used by the FCSA as water reservoirs. The control of the water levels in the quarry pits shall be handed over to the FCSA. It is intended that the quarry pits at that time will contain quantities of water monitored and directed by the FCSA, and which will be conducive to the general betterment of natural habitat.

11. Noise Abatement

- 11.1 Operations on the Properties will not exceed the VDMME Engineering's decibel guidelines. The Applicant will make all reasonable efforts to locate mining machinery in the quarry pit or behind berms.

12. Lighting

12.1 There shall be no affixed lighting structures above-ground on the berms other than as may be required for or provided by regulations that affect the plant operations, including but not limited to, Mine Safety Health Administration (“MSHA”), VDMME, and any other governmental or regulatory body that oversees mining operations. Lighting used for devices or machines that convey materials or for pit crushing facilities and other mining activities is permitted. Conveying and pit crushing facilities shall also be interpreted as including such other devices or activities that perform similar or related functions that may come into use and/or existence at some time in the future while the extractive mining use is still in effect on the Properties. In addition to the above, all lighting will be installed in such a manner that there will be no spillover beyond any property line of the Applicant onto adjacent properties not owned by the Applicant.

13. Air Permit

13.1 The Applicant shall maintain its existing general air permit controlling emissions in accordance with the VDEQ standards and also see that the existing general air permit covers all activities conducted on the rezoned Properties.

14. Environment

14.1 In addition to compliance with the VPDES water discharge permit already in place, the Applicant agrees to work with a recognized environmental entity of the Applicant’s choosing during its operations to ensure that the water emissions from water flowing from the quarry operations on the Properties is of a quality consistent with the water quality in Cedar Creek so as to maintain an environment conducive to natural habitats. No additional water discharge points will be added.

14.2 The Applicant agrees that all areas currently in trees on property owned by the Applicant, which is outside of the rezoned Properties and identified on the GDP as “Middletown Woods”, shall be maintained using best management practices.

14.3 The Applicant proffers to keep its mining operations at least 200 feet from the edge of Cedar Creek.

15. Phasing

15.1 The Applicant agrees that mining activities on the Properties shall occur with the following phasing and as set forth on the Phasing Plans of the GDP:

After the rezoning is approved, the Applicant will start creating berms on the newly rezoned Properties and the Applicant shall start quarrying in the area identified as parcel 23. Mining in parcel 23 shall occur from the time period

commencing with the approval of the rezoning for a period of time which is estimated to be twenty years.

For the newly zoned area, which is north of the existing EM zoned property, and south of Chapel Road, mining activities will commence no earlier than ten years from the date that the rezoning referenced herein is approved.

For the newly zoned area, which lies north of Chapel Road, mining will commence no earlier than twenty years from the date that the rezoning referenced herein is approved.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

Respectfully submitted,

O-N MINERALS (CHEMSTONE) COMPANY

By: Spencer C. Stinson

Its: General Manager

Spencer C. Stinson

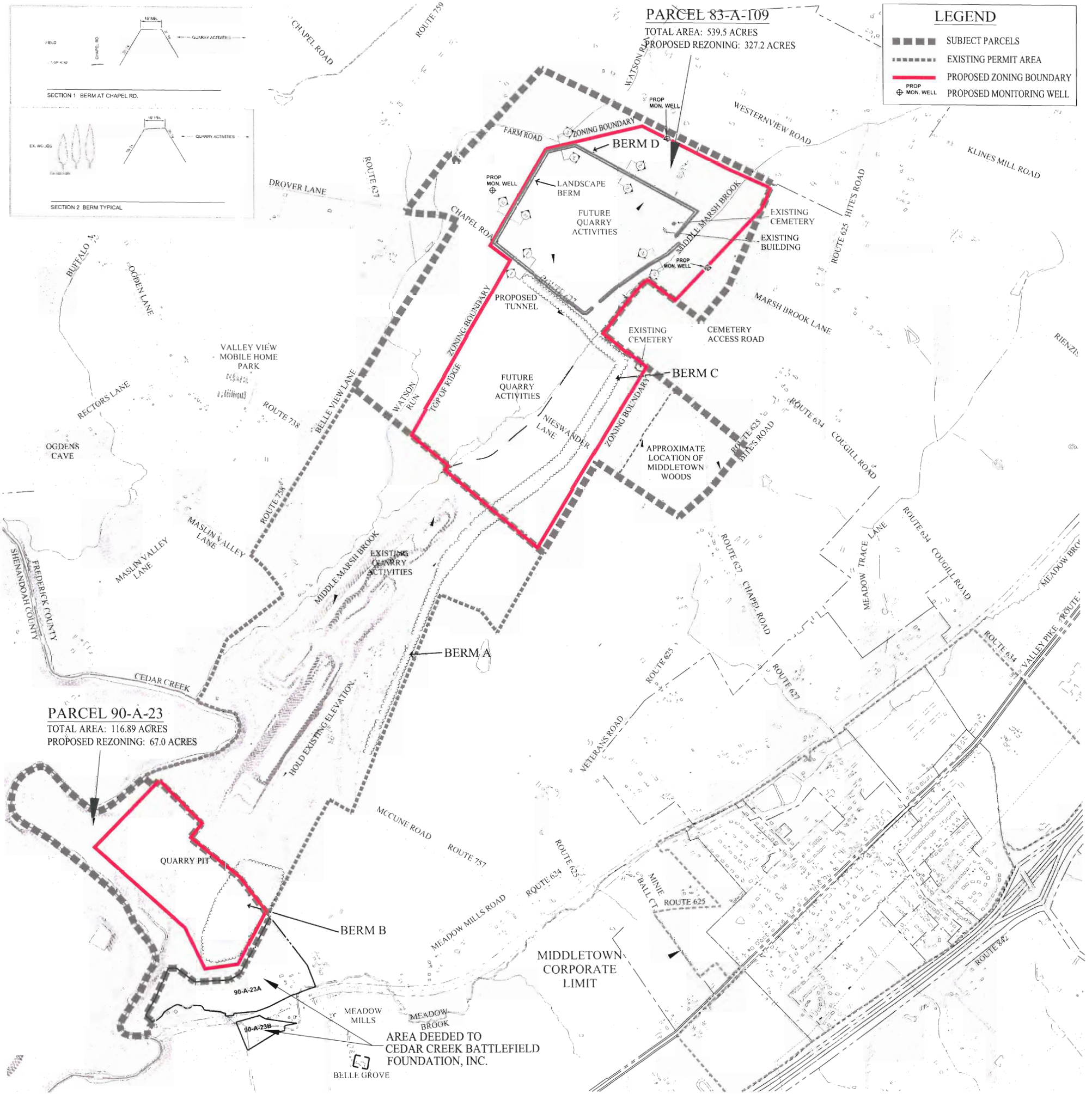
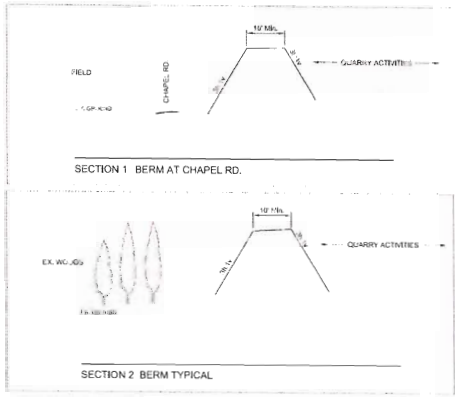
COMMONWEALTH OF VIRGINIA, AT LARGE
FREDERICK COUNTY, To-wit:

The foregoing instrument was acknowledged before me this 28th day of May,
2008, by Spencer C. Stinson.

Jennifer M. K. Kittlaus
NOTARY PUBLIC

My commission expires:
Registration number:





PREPARED BY
PENNONI ASSOCIATES INC.



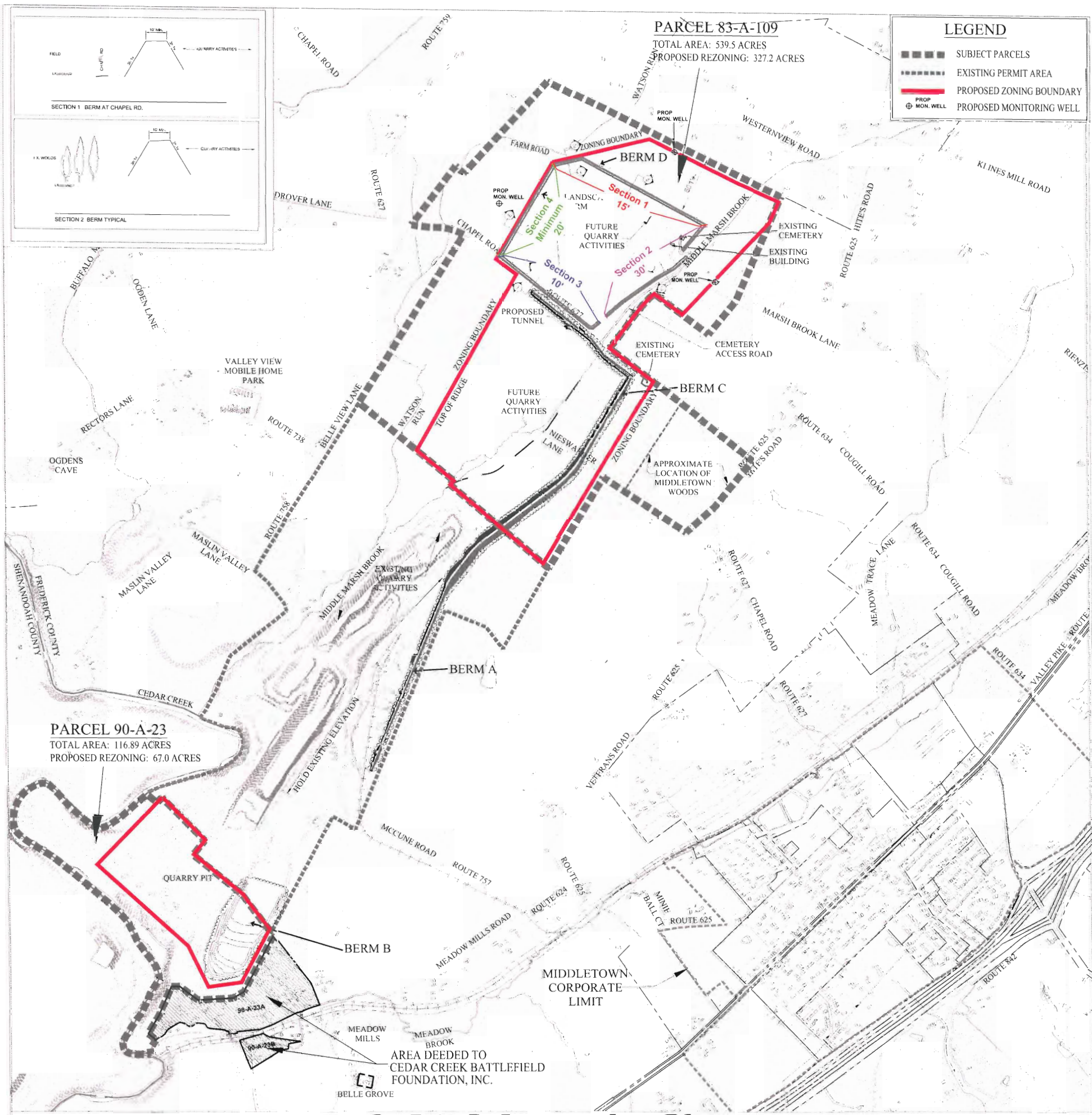
117 East Piccadilly Street
Winchester, VA 22601
T 540.667.2139
F 540.665.0493

O-N Minerals Chemstone

GENERALIZED DEVELOPMENT PLAN

FREDERICK COUNTY, VIRGINIA
MAY 2008
REVISED February 14, 2018





PARCEL 90-A-23
 TOTAL AREA: 116.89 ACRES
 PROPOSED REZONING: 67.0 ACRES

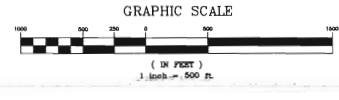
PARCEL 83-A-109
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 PROPOSED REZONING: 327.2 ACRES

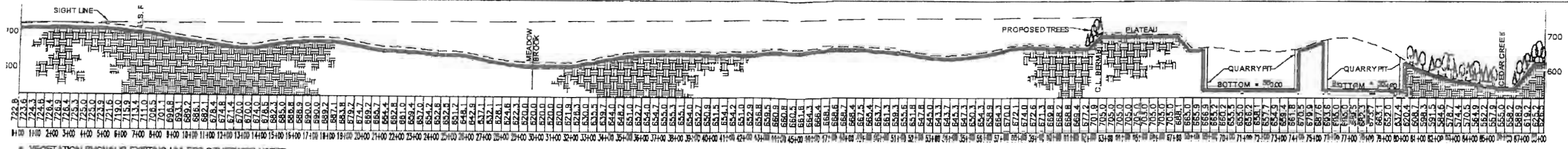
LEGEND	
	SUBJECT PARCELS
	EXISTING PERMIT AREA
	PROPOSED ZONING BOUNDARY
	PROPOSED MONITORING WELL

PREPARED BY
PENNONI ASSOCIATES INC.

 117 East Piccadilly Street
 Winchester, VA 22601
 T 540.667.2139
 F 540.665.0493

O-N Minerals Chemstone
GENERALIZED DEVELOPMENT PLAN ATTACHMENT
FREDERICK COUNTY, VIRGINIA
 MAY 2008
 REVISED FEBRUARY 14, 2018

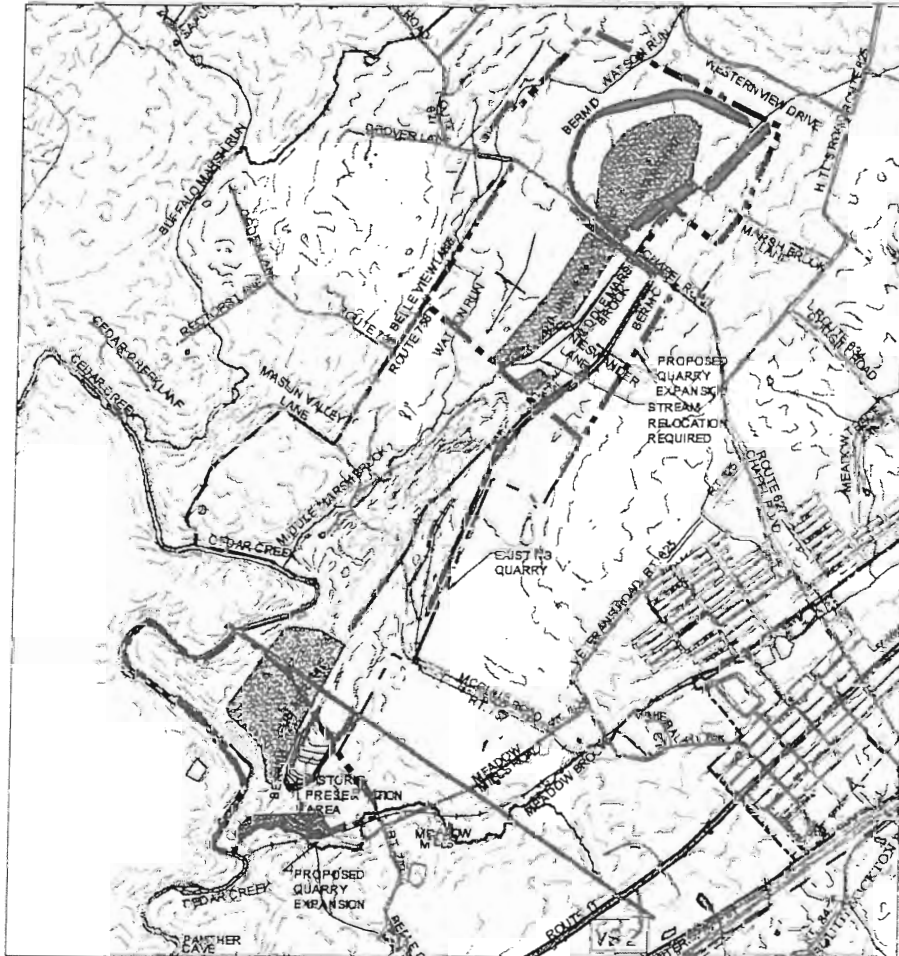




* VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 2

HORIZONTAL SCALE: 1" = 600'
 VERTICAL SCALE: 1" = 300'



KEY MAP

NO SCALE

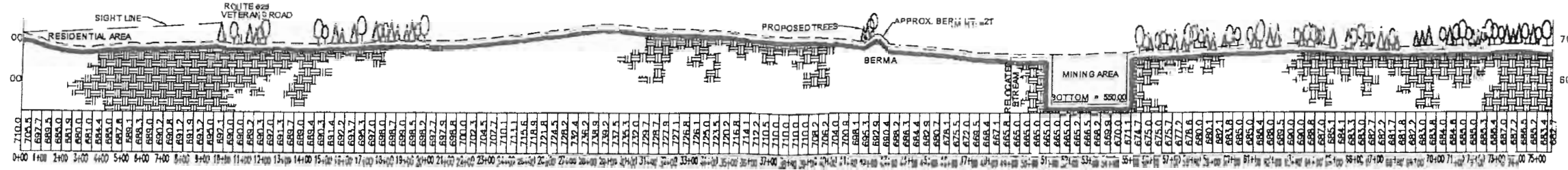
O-N Minerals Chemstone

Frederick County, Virginia

MAY 2008

Patton Harris Ruft & Associates, PC
 Engineers, Surveyors, Planners, Landscape Architects.
 PHRA 117 East Piccadilly Street
 Winchester, VA 22601
 T 540-667-2139
 F 540-665-0493

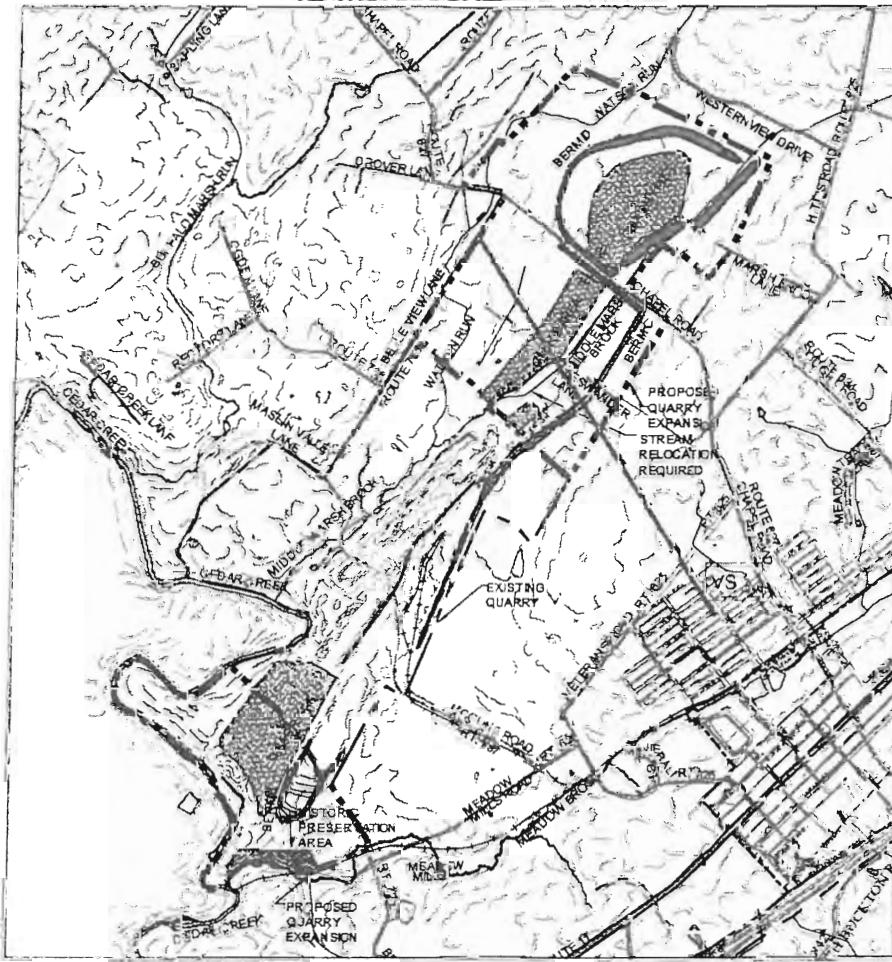




* VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 3

HORIZONTAL SCALE: 1" = 600'
VERTICAL SCALE: 1" = 300'



KEY MAP

NO SCALE

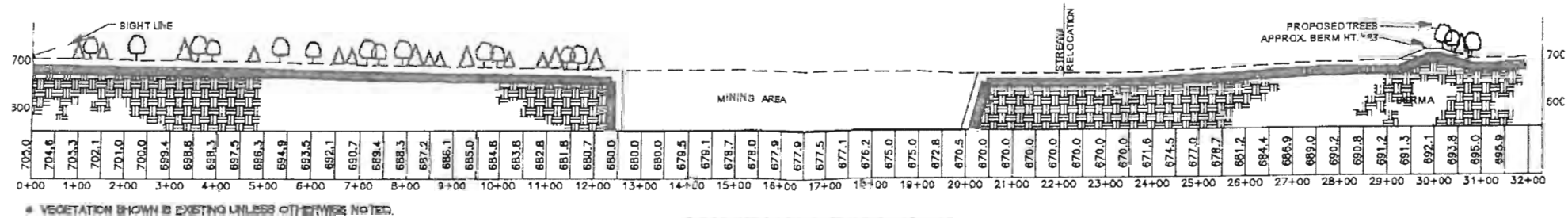
O-N Minerals Chemstone

Frederick County, Virginia

MAY 2008

Pallon Harris Rust & Associates, pc
Engineers, Surveyors, Planners, Landscapes Architects.
117 East Floodily Street
Winchester, VA 22601
T 540-667-2139
F 540-665-0493

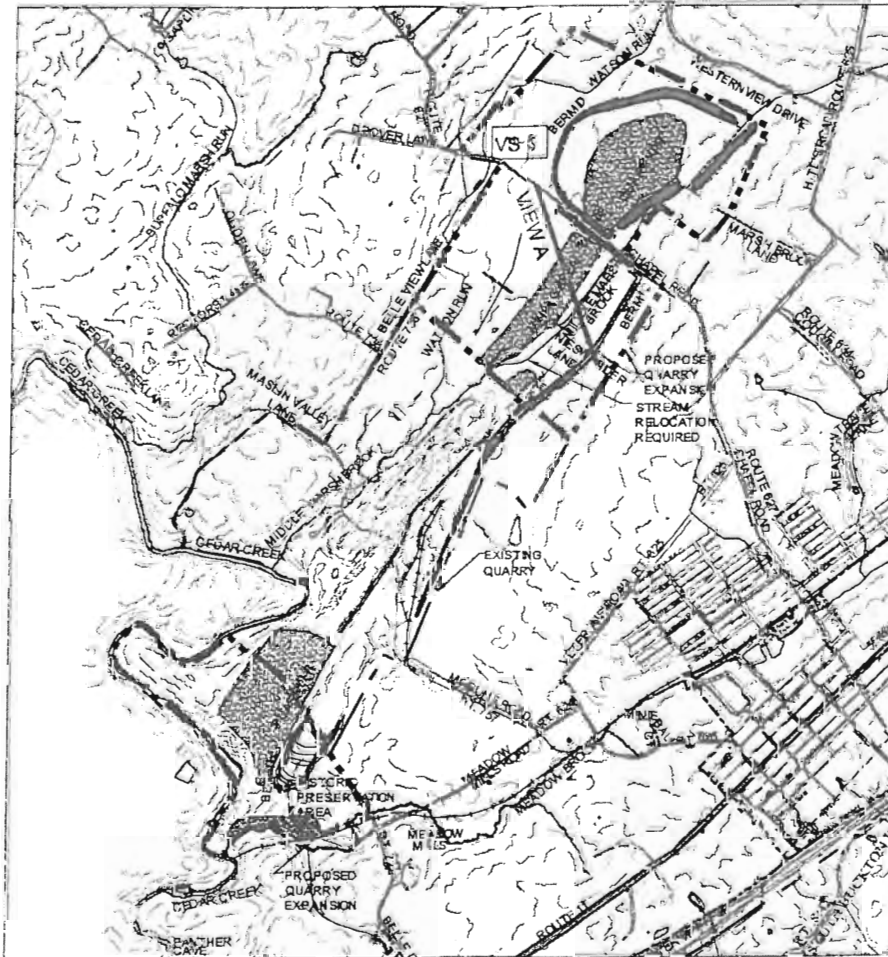




* VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 5A

SCALE: 1" = 300'



KEY MAP

NO SCALE

O-IN Minerals Chemstone

Frederick County, Virginia

MAY 2008

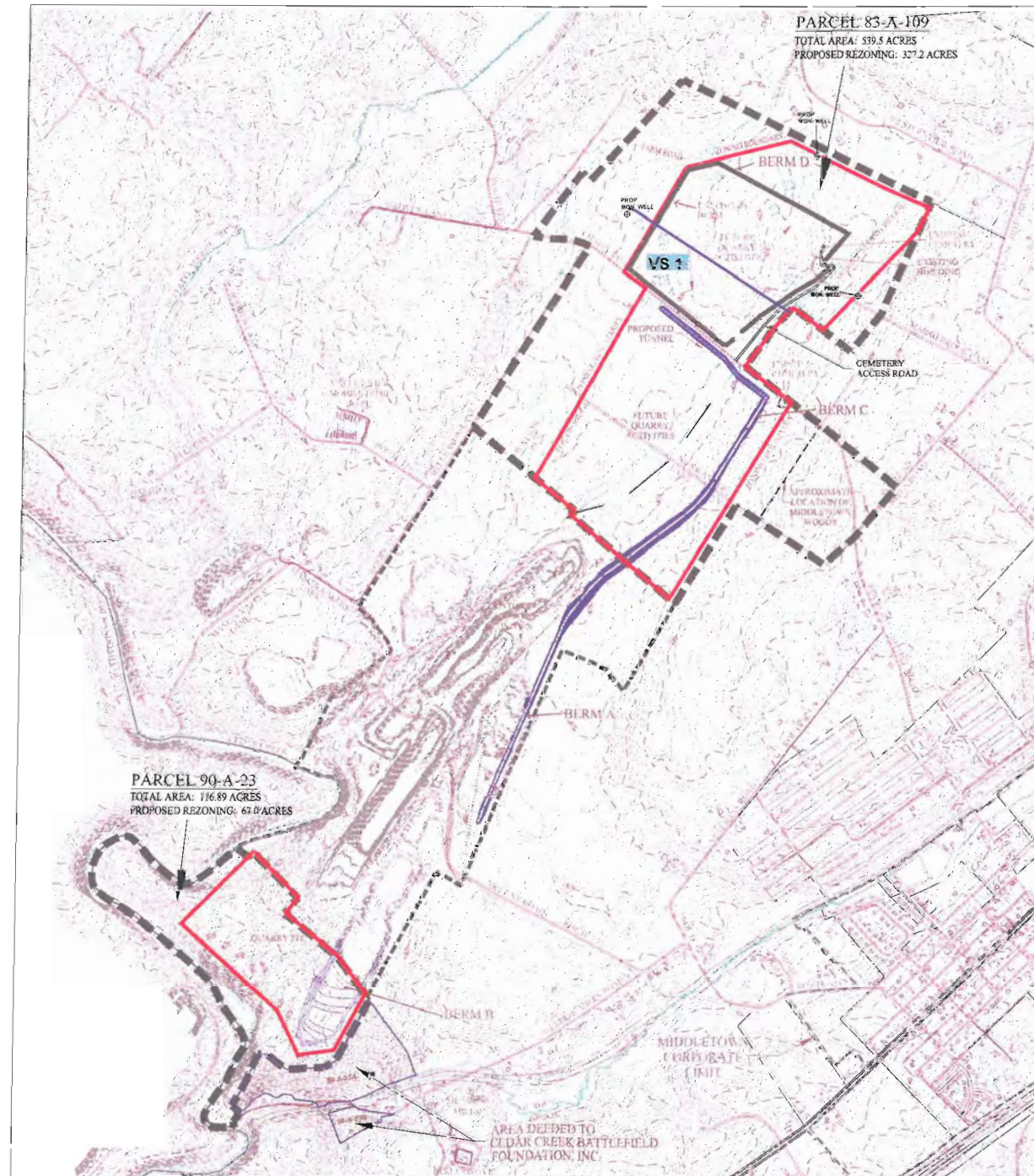
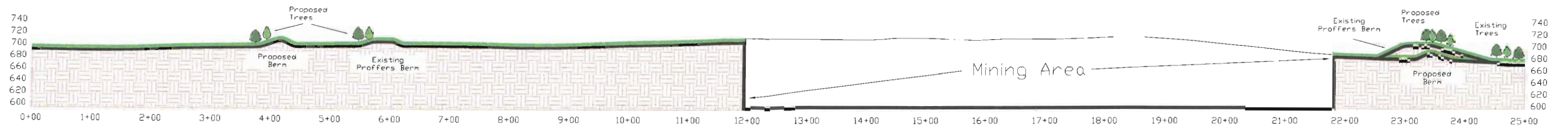
Puller Harris Rust & Associates, PC
Engineers, Surveyors, Planners, Landscape Architects.

PHRA

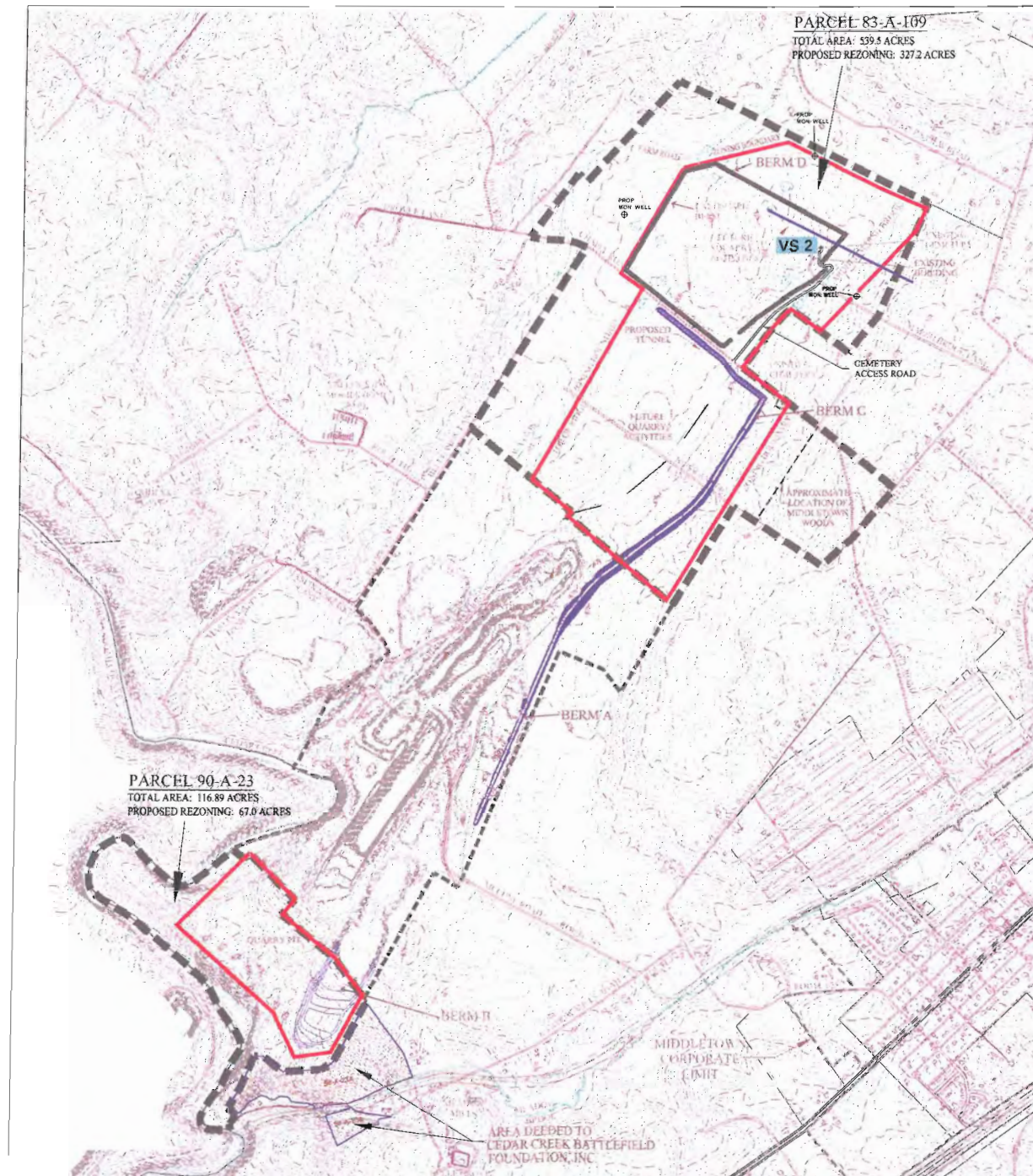
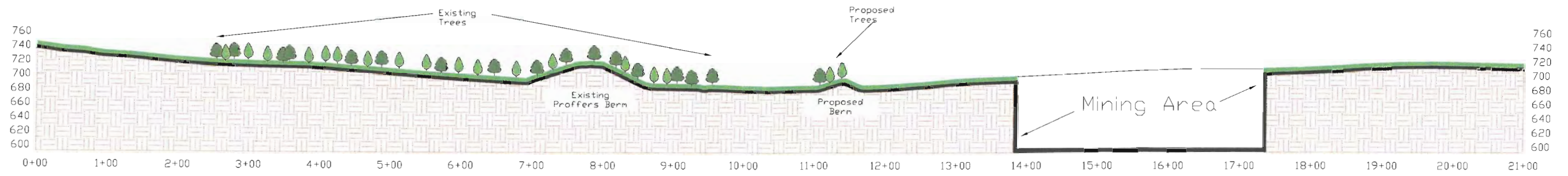
117 East Plover Street
Winchester, VA 22601
T 334-667-2139
F 540-865-0493



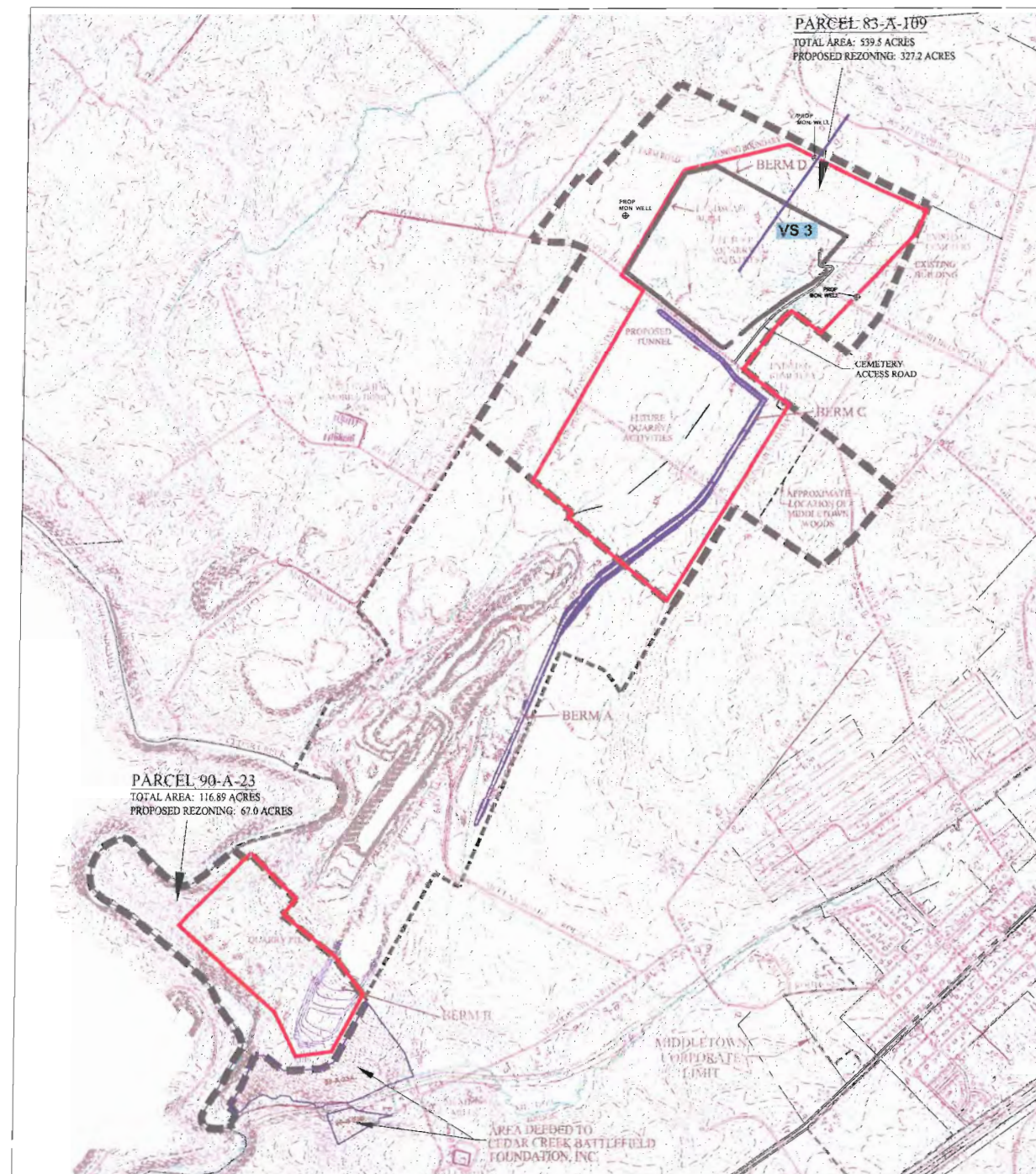
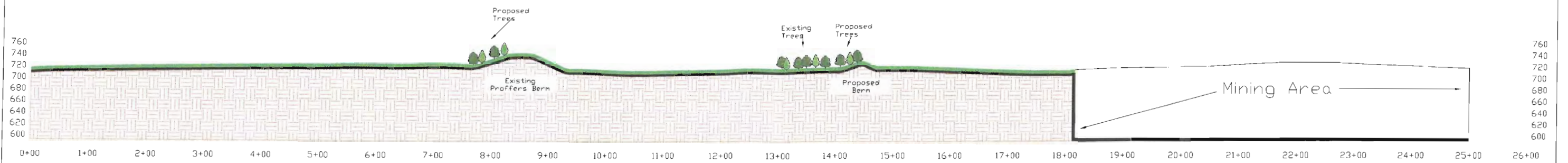
North Viewshed 1



North Viewshed 2



North Viewshed 3



080008915

0241

DEED OF GIFT

THIS DEED OF GIFT is made and dated this 25th day of July, 2008 by and between O-N MINERALS (CHEMSTONE) COMPANY, a Delaware Corporation, whose address is P.O. Box 71, Strasburg, Virginia 22657, hereinafter referred to as GRANTOR, and CEDAR CREEK BATTLEFIELD FOUNDATION, INC., a Virginia corporation, whose address is P.O. Box 229, Middletown, Virginia 22645, hereinafter referred to as GRANTEE.

WITNESSETH:

That for and in consideration of the conveyance hereby made, and other good and valuable considerations, the receipt of which is hereby acknowledged, Grantor hereby does grant, bargain, convey and sell with Special Warranty of Title, unto the Grantee all the Grantor's right, title, and interest in those certain tracts or parcels of real property having the following Legal Description:

All that certain tract or parcel of land with all easements and appurtenances thereunto belonging, lying, and being in the Back Creek Magisterial District, Frederick County, Virginia, containing 8 acres more or less, the metes and bounds whereof are shown on a certain plat of survey by Carl J. Rinker & Associates dated July 9, 2008, which plat shall be recorded with this Deed of Gift as "Exhibit A" thereto ("Property").

Reference is hereby made to "Exhibit A" and the attachments and references therein contained for a further and more particular description of the Property hereby conveyed.

This conveyance is made subject to all duly recorded and enforceable restrictions, easements, and rights of way and is also subject to the following conditions:

Document prepared by:
Thomas Moore Lawson, Esquire
P.O. Box 2740
Winchester, VA 22604

Return to:
Thomas Moore Lawson, Esquire
P.O. Box 2740
Winchester, VA 22604

Tax Map No. portion of 90-A-23
Consideration: \$0.00

Grantee's Address:
P.O. Box 229
Middletown, VA 22645

This deed is exempt from all recordable taxes by virtue of Section 58.1-811 (D) of the Code of Virginia.



- There shall be no structures built on the Property unless first approved by Grantor;
- The Property shall be maintained in a neat and orderly condition at all times and any trees maintained using best management practices;
- Grantor further reserves the right to take any action reasonably required to maintain the Property in the event the Grantee fails to do so. This right shall include, but not be limited to, the right to enter upon the Property to do such work on the Property as may be required to effect the conditions on the Property described herein.

In addition, this conveyance is made subject to the following first right of refusal. With the agreement of Grantee as evidenced by its signature below, Grantor hereby reserves a first right of refusal for any future sale, transfer or conveyance of the Property (or portion thereof) by the Grantee except a sale, transfer or conveyance to an entity that is (a) related to the Grantee and (b) a charitable entity established for the preservation of historic properties.

In the event that Grantee receives a bona fide offer or tenders a bona fide offer for the sale, transfer or conveyance of the Property (or any portion thereof) to any person or entity, then Grantee shall forthwith send to Grantor a notice in writing of its desire or intention to sell, transfer or convey the Property (or a portion thereof) accompanied by a copy of the offer. Upon receipt of that notice, Grantor shall have thirty (30) days from the date of its receipt of the notice to notify Grantee of its desire and agreement to purchase the Property (or the portion thereof) under the terms and conditions as contained in that offer. If Grantor gives Grantee notice of its intent to purchase the Property (or a portion thereof) as described above, Grantee shall sell the Property (or portion thereof) to Grantor under the terms and conditions contained in the offer.

If Grantor elects not to purchase the Property (or portion thereof) or does not respond to the notice and offer from the Grantee, then Grantee may sell the Property (or portion thereof), but only in accordance with the terms and conditions contained in the bona fide offer.

If the transaction contemplated by the bona fide offer is not completed within ninety (90) days after the expiration of the last day upon which Grantor has the right to give notice of its intent to purchase, then Grantee shall not thereafter sell or offer the Property (or any portion thereof) unless and until it again complies with the above requirements.

WITNESS the following signatures and seals:

GRANTOR:

O-N MINERALS (CHEMSTONE) COMPANY

James E. Bottom
By: James E. Bottom
Its: Area Operations Manager

COMMONWEALTH OF VIRGINIA

~~CITY~~/COUNTY of FREDERICK, to-wit:

The foregoing instrument was acknowledged before me this 25th day of July, 2008, by James E. Bottom, Area Ops. Mgr. of O-N Minerals (Chemstone) Company.

[Handwritten signature]
Notary Public

My commission expires _____
Registration No _____



0244

CEDAR CREEK BATTLEFIELD FOUNDATION, INC.

By: Stanley M. Hirschberg, M.D.
Its: Stanley M. Hirschberg, M.D.
President

COMMONWEALTH OF VIRGINIA

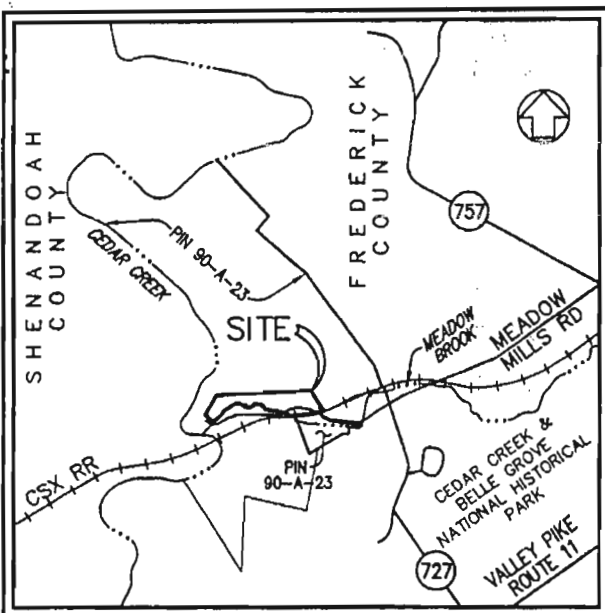
CITY/COUNTY of Frederick, to-wit:

The foregoing instrument was acknowledged before me this 24th day of July, 2008, by Stanley Hirschberg, M.D. President of Cedar Creek Battlefield Foundation, Inc.

Sharon I. Hausenfluck
Notary Public

My commission expires: 4.30.09
Registration No.: 357188





VICINITY MAP
SCALE: 1" = 2,000'

SURVEYOR'S CERTIFICATION:
I, CARL J. RINKER, A DULY LICENSED LAND SURVEYOR IN THE COMMONWEALTH OF VIRGINIA, HEREBY CERTIFY TO THE BEST OF MY KNOWLEDGE AND BELIEF, THAT THE PROPERTY CONTAINED IN THIS SUBDIVISION IS THE SAME PROPERTY CONVEYED TO O-N MINERALS (CHEMSTONE) COMPANY BY DEED RECORDED IN DEED BOOK 582 AT PAGE 122 AMONG THE LAND RECORDS OF FREDERICK COUNTY, VIRGINIA.



APPROVED BY:
FREDERICK COUNTY SUBDIVISION ADMINISTRATOR [Signature] 22 July 09

NOTES:

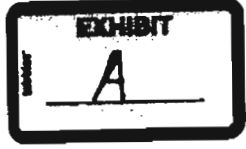
1. FREDERICK COUNTY TAX MAP: 90-A-23. CURRENT OWNERSHIP: O-N MINERALS (CHEMSTONE) COMPANY, DB 582, PG 122. CURRENT ZONING: RA.
2. MERIDIAN AND BOUNDARY INFORMATION SHOWN HEREIN ARE BASED ON THAT CERTAIN BOUNDARY SURVEY ATTACHED TO THE DEED RECORDED IN DB 582, PG 122.
3. THIS PLAT WAS PREPARED WITHOUT BENEFIT OF A TITLE REPORT AND THEREFORE DOES NOT NECESSARILY SHOW ALL ENCUMBRANCES OR OTHER MATTERS AFFECTING THE PROPERTY.
4. PURSUANT TO AN EXAMINATION OF HUD FLOOD INSURANCE RATE MAP, COMMUNITY PANEL 510063 0175B, EFFECTIVE JULY 17, 1978, A PORTION OF THE SUBJECT PROPERTY LIES IN ZONE A (AREAS OF 100-YEAR FLOOD; BASE FLOOD ELEVATIONS AND FLOOD HAZARD FACTORS NOT DETERMINED). 100 YEAR FLOODPLAIN LIMITS SHOWN HEREIN HAVE BEEN DIGITALLY SCALED FROM THE REFERENCED FIRM PANEL.
5. THIS PARCEL HAS NOT BEEN APPROVED FOR SANITARY WASTE DISPOSAL, APPROVAL MUST BE OBTAINED PRIOR TO BUILDING PERMITS FOR STRUCTURES REQUIRING SUCH FACILITIES.
6. EXISTING SUBJECT AND ADJOINING PROPERTY AREAS REPRESENTED HEREIN ARE DERIVED FROM INFORMATION OBTAINED FROM THE FREDERICK COUNTY GIS WEBSITE MAY 20, 2008.
7. REFERENCE IS HEREBY MADE TO THE "RIGHT-OF-WAY AND TRACK MAP, THE WINCHESTER AND STRASBURG RAILROAD COMPANY" (ORIGINAL DATE JUNE 30, 1918), CURRENTLY (UP)DATED JUNE 10, 2008, FILE NUMBER V08641 (V-321/8) PROVIDED BY CSX REAL PROPERTY, INC. GIS DEPARTMENT AND REVIEWED IN CONJUNCTION WITH PREPARATION OF THIS PLAT.

OWNER'S CONSENT:

THE ABOVE AND FOREGOING SUBDIVISION OF THE PROPERTY OF O-N MINERALS (CHEMSTONE) COMPANY AS APPEARS ON THE ACCOMPANYING PLATS, IS WITH THE FREE CONSENT AND IN ACCORDANCE WITH THE DESIRES OF THE UNDERSIGNED OWNERS, PROPRIETORS AND TRUSTEES, IF ANY.

[Signature]
SPENCER C. STINSON, General Manager
PRINTED NAME & TITLE

July 18, 2009
(DATE)



NOTARY PUBLIC
STATE OF Virginia
CITY/COUNTY OF Frederick

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE
ON 7-18-09 BY Spencer Stinson
(DATE) (NAME)

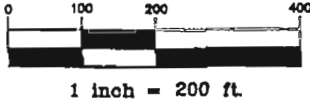
[Signature]
(NOTARY PUBLIC)

MY COMMISSION EXPIRES 4-30-2009
Registration No 357188 (DATE)

O-N MINERALS (CHEMSTONE) COMPANY
RURAL SUBDIVISION OF THE LAND OF
BACK CREEK MAGISTERIAL DISTRICT
FREDERICK COUNTY, VIRGINIA
SCALE: AS SHOWN DATE: JUNE 25, 2008
REVISED: JULY 9, 2008

Carl J. Rinker & Associates
74 Philips Court
Strasburg, VA
540-459-4715

GRAPHIC SCALE



AREA TABULATION:

(OLD) 90-A-23	153.50 AC
(SEE NOTE 6)	
PARCEL A	-8.0139 AC
(REMAINDER) 90-A-23	145.486 AC

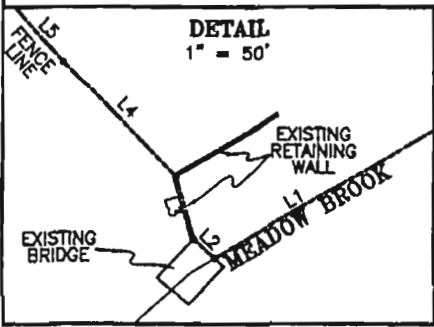
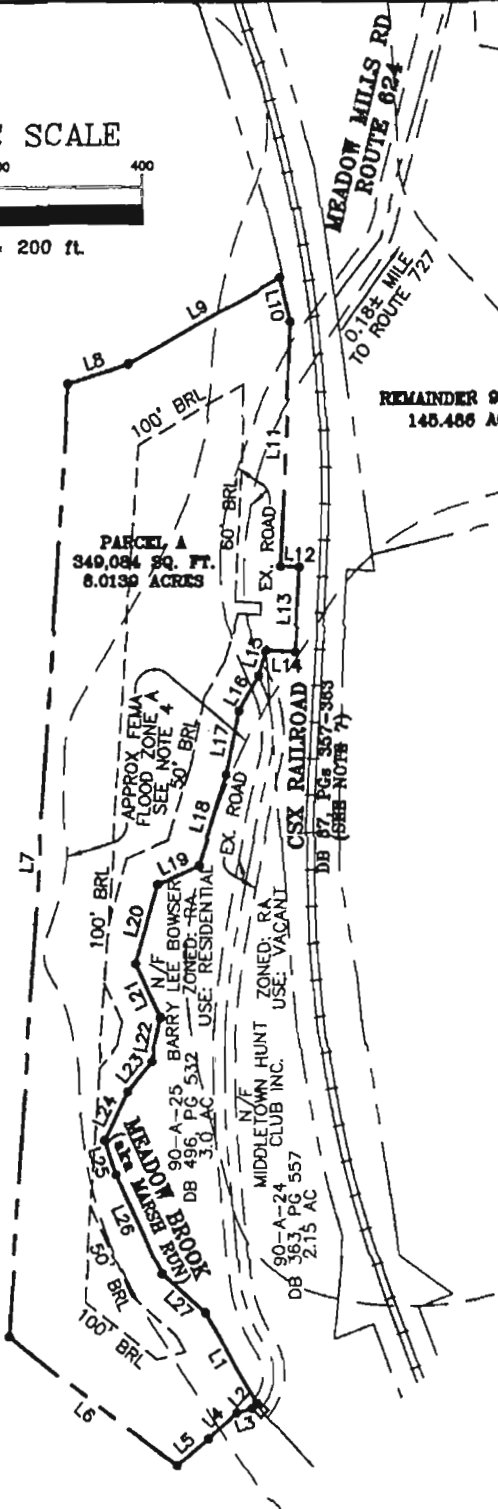


REMAINDER 90-A-23
145.486 ACRES

PARCEL A
349,084 SQ. FT.
8.0139 ACRES

REMAINDER 90-A-23
145.486 ACRES

LINE	BEARING	DISTANCE
L1	S59°38'45"W	142.52'
L2	N47°42'49"W	9.59'
L3	N15°52'44"W	22.16'
L4	N44°25'50"W	53.96'
L5	N42°01'49"W	57.18'
L6	N37°55'35"E	292.45'
L7	S86°35'28"E	1303.64'
L8	S18°05'05"E	87.01'
L9	S29°06'54"E	236.43'
L10	S76°09'02"W	61.82'
L11	N87°47'09"W	328.51'
L12	S02°43'57"W	26.00'
L13	N87°05'42"W	116.90'
L14	N02°54'34"E	41.00'
L15	N73°35'59"W	34.99'
L16	N61°11'46"W	55.17'
L17	N79°13'29"W	88.69'
L18	N73°10'45"W	129.48'
L19	N24°46'35"W	63.00'
L20	N74°55'35"W	111.16'
L21	S64°37'31"W	81.52'
L22	N78°12'17"W	61.62'
L23	N51°30'49"W	52.51'
L24	N64°44'51"W	73.52'
L25	S71°26'56"W	50.03'
L26	S62°36'51"W	151.36'
L27	S41°51'08"W	79.70'



MINOR RURAL SUBDIVISION
OF THE LAND OF
O-N MINERALS (CHEMSTONE) COMPANY
BACK CREEK MAGISTERIAL DISTRICT
FREDERICK COUNTY, VIRGINIA
SCALE: AS SHOWN DATE: JUNE 25, 2008
REVISED: JULY 9, 2008

Carl J. Rinker & Associates
74 Phillips Court
Strasburg, VA
540-459-4715

VIRGINIA: FREDERICK COUNTY.SCT.

This instrument of writing was produced to me on

7-25-08 at 4:28 Pm
and with certificate acknowledgement thereto annexed
was admitted to record. Tax imposed by Sec. 58.1-802 of

Exempt, and 58.1-501 have been paid, if assessable.

Rebecca P. Hogan, Clerk

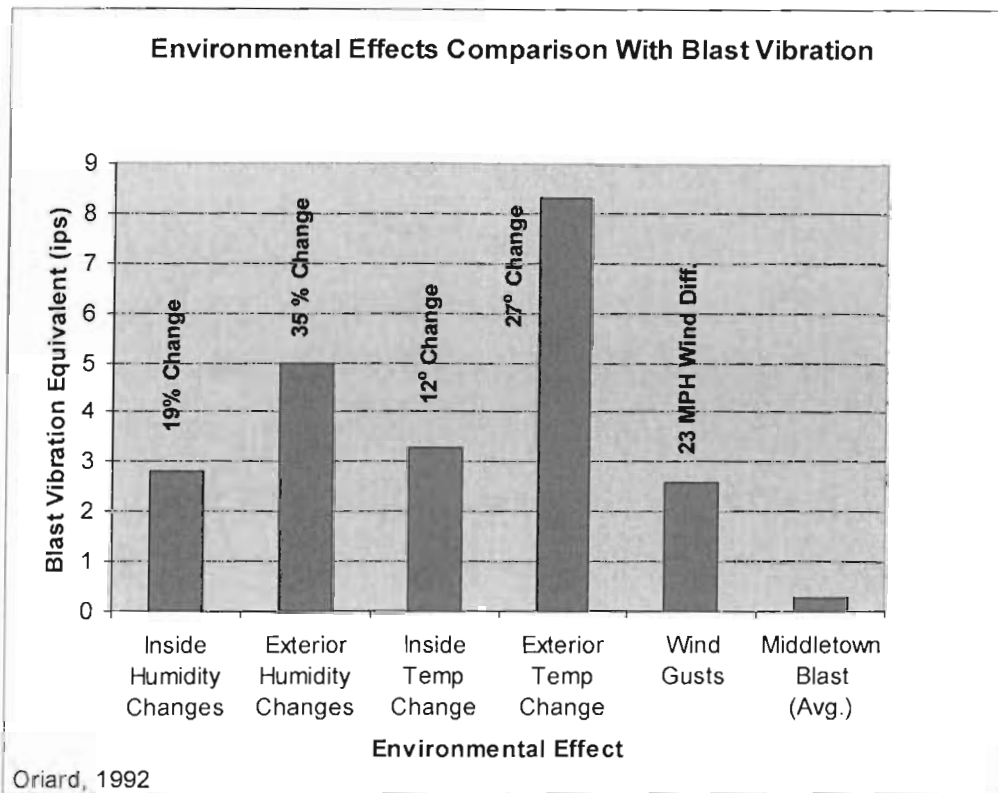
Methodology and Purpose of Pre-Blast Surveys at the Middletown Operation

WHAT IS THE PURPOSE OF A PRE-BLAST SURVEY?

As the name implies, the pre-blast survey is a visual inspection of selected structures located adjacent to proposed blasting activities. While off-site effects of commercial blasting such as that proposed for the Middletown expansion are expected to pose no threat to existing structures, it has been historically documented that when the perception of blasting reaches new or additional property owners, it is human nature to pay additional attention to one's property.

Decades of research performed by the US Bureau of Mines as well as other investigative groups, have fully documented not only the impact of blasting on structures, but also the impact of ambient environmental conditions. While blast effects typically remain well below the effects of various environmental forces, stress caused by everyday exposure to various weather events regularly places strain on construction materials above their ability to resist impact. In other words, these studies have documented what every homeowner already knows, houses, over time, will develop cracks and defects.





With the property owner paying close attention to the structure upon the perception of blasting operations, minor, threshold cracks that may have previously gone unnoticed now become the focus of attention. The question becomes; "were they there before the blasting started"?

The pre-blast survey has become a standard practice for mine and quarry expansion to remove as much doubt regarding the effect, or lack of effect, of blasting on the community as possible. By documenting the condition of a structure before it is exposed to transient ground vibration energy from blasting, a baseline of condition can be developed to aid both the property owner, as well as the mine operator, in determining cause and effect associated with blasting.

HOW IS A PRE-BLAST SURVEY CONDUCTED?

The pre-blast survey is a relatively simple process requiring no effort on behalf of the property owner other than providing access to his or her home for about one to two hours. The inspector will ask to be given access to both exterior and interior walls, floor and ceiling surfaces, looking for any observable cracks, separations, settlement or other feature that would be considered a change from standard building conditions. Most of the cracks found in residential structures are easily observed at window and door openings, wall junctions and ceiling tape joints.

Whenever a crack is found, the inspector will document the location of the crack and its characteristics by taking a photograph or videotape of each observed area. In addition to the photograph, a written

description of each crack will be made, providing the location of the crack, length/width features and any other observations deemed of interest.

After reviewing all interior surfaces, a similar survey of the exterior of the structure will be performed, using the same simple technique of inspecting observable surfaces and documenting any change in condition with photographs and or videotape. In addition, basic information regarding the structure (age, additions, major repairs, etc.) will be requested similar to what is done for a home purchase inspection.

At the conclusion of the survey, the inspector will create a written report containing all of the photographic documentation, as well as the written narrative identifying the location and characteristics of each photograph. A copy of this report will be provided to the property owner. For a typical 3,000 ft² residential home, a complete survey can be completed in less than two hours.

HOW MANY TIMES WILL MY PROPERTY BE SURVEYED?

In most cases, a single survey is performed when it is projected that approaching blast operations will become perceptible to the property owner. Because of the impact of environmental forces on any structure over time, it is not appropriate to survey structures if prolonged periods of time will elapse prior to the commencement of blasting in the area.

In operations such as Middletown, it would be expected that perception of blasting activities would occur when blasting operations are at a distance of approximately 3,000 feet from blasting operations. Given the phasing of mining activities at Middletown, this would mean that some existing and future structures might not require a pre-blast survey for many years.

Sometimes arrangements are made with property owners to have all adjoining properties surveyed upon the receipt of the new mine permit as a means of providing everyone with a general baseline of structure condition at the commencement of general mining activities associated with the permit. An agreement is then made to allow for a second survey when blasting activities reach perceptible levels if a time period greater than six months has elapsed since the initial survey.

As all blasting operations are monitored with approved seismic monitoring equipment, no additional surveys will be required.

HOW DO I KNOW THE SURVEY IS IMPARTIAL?

This is one of the cases where anything that is done with regard to the pre-blast survey that is substandard or incorrectly done will aid the property owner. The primary error that is made with regard to a survey is to miss an existing crack or condition that should be documented. Logic would indicate that this only works in the property owner's favor as, in essence, the structure contains pre-existing cracks that have not been documented, leaving the possibility that they may be claimed as blast related at a later date. I know of no manipulation of a pre-blast survey that can be done that would aid the mine operator in any way.

The pre-blast survey is an effective tool in providing the property owner and the mine operator with a baseline reference for the condition of the community prior to blasting. While it needs to be stressed that

continued exposure to environmental forces will, over time, show some change in the condition of any structure, the pre-blast survey is still an effective means of establishing guidelines prior to blasting activities.

WELL GUARANTEE AGREEMENT

Carmeuse Lime & Stone, its successors or assigns (hereinafter referred to as "MINE OWNER") guarantees to the undersigned Owner that it will replace or replenish the Owner's existing privately owned domestic-use water well(s) under the following circumstances:

Any water well negatively impacted in such a way as to render it unsuitable for its existing use, on property within 1,500 feet of any parcels being actively quarried and dewatered by MINE OWNER located at its Middletown plant (hereinafter referred to as the MINE OWNER Facility) by depleting a well, lowering the water surface below the pump or negatively intercepting the groundwater flow to the well. If at some future date MINE OWNER expands the MINE OWNER Facility and the active mining operations into other adjoining properties not currently zoned for earth materials extraction, then this Well Guarantee Agreement will be automatically expanded to include all parcels within 1,500 feet from those areas.

MINE OWNER will repair the problem by lowering the pump, deepening the well, drilling a replacement well, and/or installing an appropriate water quality treatment system at no cost to the Owner.

The undersigned Owner, in accepting this guarantee, agrees to the following conditions:

The Owner grants permission to MINE OWNER or its representative to inspect and evaluate the current condition of the well as part of a baseline water well inspection survey.

The Owner grants permission to MINE OWNER or its representative to perform water level measurements of the well or collect water quality samples (in addition to the baseline water well inspection survey) on an as needed basis for the purpose of creating background data for the well, and to assess potential complaints.

The Owner agrees to notify within twenty-four (24) hours of discovery of the reduction of water supply, depletion of the well or degradation in water quality so that MINE OWNER and a third-party hydrogeologist (as a Licensed Professional Geologist in the State of Virginia) can verify and/or document any occurrences noted during quarrying at the MINE OWNER Facility that may have contributed to the reduction of water supply or well depletion.

The third-party hydrogeologist shall document the reduction of water supply, depletion of the well or degradation in water quality. Further, the hydrogeologist will make a determination as to the cause of the reduction of water supply, depletion of the well or degradation in water quality only for purposes of determining the appropriate repair or remediation. MINE OWNER shall be responsible for supplying temporary potable water for human consumption, and potentially, water hauling for other uses (as appropriate) until the problem is corrected. MINE OWNER shall be allowed by the Owner to evaluate the well and conduct such reasonable tests as it deems necessary to verify the cause of the reduction of water supply, depletion of the well or degradation in water quality.

MINE OWNER agrees to bear all reasonable expenses that result from said reduction of water supply or well depletion; including, but not limited to temporary potable water supply for human consumption, household use, water hauling for other potential uses (as appropriate), well and pump modification, new well construction, and legal fees expended in implementing this Well Guarantee Agreement. The owner shall notify MINE OWNER prior to undertaking remedial activities or incurring expenses that later may be borne by MINE OWNER.

Repair costs due to worn or defective pumps, electrical cabling, and piping are specifically



excluded from this guarantee.

The terms of the Well Guarantee Agreement are binding during the active life of the said MINE OWNER Facility, including one year following cessation of mining activities. Upon the expiration of one year following completion of quarrying activities at the MINE OWNER Facility, this Well Guarantee Agreement shall be considered null and void.

Owner:
Date:
MINE OWNER:
Title:
Date:

Local homeowners within 1,500 feet of the property line of the proposed expansion will be invited to take part in a pre-expansion survey of their domestic water wells.

Within ___ days after rezoning is approved, each property owner within the 1,500 ft. radius of the proposed expansion will be sent an informational newsletter explaining the purpose of the Survey. A second letter, which will include a short scheduling form for owners to fill out and return to Carmeuse Lime & Stone, will be sent out within ___ days after the newsletter, and a public information meeting will be held as a follow up. As the scheduling forms are received, the property owners will be contacted by Carmeuse personnel to coordinate a day and time that is convenient to conduct the survey.

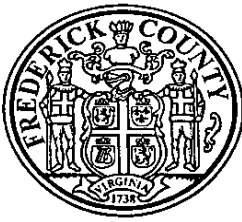
The Survey generally will consist of a short, in-person or phone, interview with the resident, property owner, or other knowledgeable party to gain information on the history of their well. The interview will followed by a physical inspection of the well. This includes obtaining the water level, pump setting depth and total depth. Existing driller's logs will also be examined. All sampling will be conducted in accordance with _____ governing approved testing procedures for potable water wells.

Field parameters measured at the time of collection include pH, Specific Conductance, Temperature, and Turbidity. The samples will be packed in ice and transported under chain-of-custody to a third party, accredited analytical laboratory for analysis. The samples will be analyzed at the laboratory for pertinent biological and chemical constituents. These include Total Coliform, Alkalinity, Chloride, Sulfate, Nitrate, Phosphorus, Potassium, Sodium, Magnesium, Calcium, Iron, and Manganese.

Each well will also be tested to determine its Specific Capacity, which will be used as a baseline for well yield estimations at that particular location. Well water at each respective well will be purged at a measured flow rate (variable for each well) for a specific time interval (also variable for each well) using the existing pumping system currently in place. The water level in each well will be measured during the testing period. Typically the well will be purged at a flow rate of less than 5 to 10 gallons per minute for approximately 30 minutes or less. The Specific Capacity for each test will be calculated using the average pumping rate during the test divided by the water level drawdown incurred at the well during the test.

Copies of the resulting reports will be provided to the property owner, as well as being maintained by Carmeuse and the designated third party performing the evaluation.





ORDINANCE

Action:

PLANNING COMMISSION:	November 15, 2017 February 21, 2018	Public Hearing Held; Postponed for 90 days Recommended Denial
BOARD OF SUPERVISORS:	March 14, 2018 April 25, 2018 May 23, 2018 June 13, 2018 July 25, 2018	Postponed to April 25, 2018 Postponed to May 23, 2018 Postponed to June 13, 2018 Postponed to July 25, 2018

AN ORDINANCE AMENDING

THE ZONING DISTRICT MAP

REZONING #05-17 O-N MINERALS/dba CARMEUSE LIME & STONE AMENDMENT TO REZONING #03-06

WHEREAS, REZONING #05-17, was submitted by O-N Minerals (Chemstone) Company to rezone 394.2± acres from the EM (Extractive Manufacturing) District with proffers to the EM (Extractive Manufacturing) District with amended proffers. The Middletown site was originally rezoned to the EM (Extractive Manufacturing) District with Rezoning #03-06 for O-N Minerals (Chemstone) which was approved in 2008. The Applicant is seeking to amend the proffers pertaining to viewshed plans, berms, landscaping, and other matters, with an amendment bearing final revision date of July __, 2018 being considered. The subject properties are located west of the Town of Middletown. Specifically, the Middle Marsh Property is located east of Belle View Lane (Route 758), and west and adjacent to Hites Road (Route 625) and is further traversed by Chapel Road (Route 627). The Northern Reserve is bounded to the south by Cedar Creek and is west and adjacent to Meadow Mills Road (Route 624). The properties are located in the Back Creek Magisterial District and are identified by Property Identification Nos. 83-A-109 and 90-A-23 (portions of), respectively; and

WHEREAS, the Planning Commission held a public hearing on this rezoning on November 15, 2017 and postponed the application for 90 days and; the Planning Commission then held a public meeting on this rezoning on February 21, 2018 and recommended denial; and

WHEREAS, the Board of Supervisors held a public hearing on this rezoning on March 14, 2018 and postponed the application to the April 25, 2018 meeting with a continued public hearing; and

WHEREAS, the Board of Supervisors on April 25, 2018 postponed the application to the May 23, 2018 meeting with a continued public hearing; and

WHEREAS, the Board of Supervisors held a public hearing on this rezoning on May 23, 2018 and postponed the application to the June 13, 2018 meeting with a continued public hearing; and

WHEREAS, the Board of Supervisors held a public hearing on this rezoning on June 13, 2018 and postponed the application to the July 25, 2018 meeting with a continued public hearing; and

WHEREAS, the Board of Supervisors held a public hearing on this rezoning on July 25, 2018; and

WHEREAS, the Frederick County Board of Supervisors finds the approval of this amendment to Rezoning #03-06 to be in the best interest of the public health, safety, welfare, and in conformance with the Comprehensive Plan;

NOW, THEREFORE, BE IT ORDAINED by the Frederick County Board of Supervisors, that Chapter 165 of the Frederick County Code, Zoning, is amended to rezone two (2) parcels of land, 394.2± acres from the EM (Extractive Manufacturing) District with proffers to the EM (Extractive Manufacturing) District with proffers amending specific sections of the Proffer Statement dated May 22, 2008, as indicated in the First Amendment to Proffer Statement (amendment dated July __, 2018), as voluntarily proffered in writing by the Applicant and the Property Owner and attached.

This ordinance shall be in effect on the date of adoption.

Passed this 25th day of July 2018 by the following recorded vote:

Charles S. DeHaven, Jr., Chairman

Gary A. Lofton

J. Douglas McCarthy

Robert W. Wells

Shannon G. Trout

Judith McCann-Slaughter

Blaine P. Dunn

A COPY ATTEST

Kris C. Tierney
Frederick County Administrator

PROPOSED PROFFER STATEMENT

REZONING: RZ# 03-06
Rural Areas (RA) to Extractive Manufacturing (EM)

PROPERTY: 394.2 Acres +/-;
Portions of Tax Map Parcels 83-A-109 ("parcel 109") and 90-A-23
("parcel 23") (the "Properties")

RECORD OWNER: O-N Minerals (Chemstone) Company

APPLICANT: O-N Minerals (Chemstone) Company ("Applicant")

PROJECT NAME: Chemstone - Middletown

ORIGINAL DATE
OF PROFFERS: June 13, 2005

REVISION DATE(S): January 16, 2006 February 8, 2006 August 28, 2006
March 18, 2008 April 18, 2008 May 14, 2008
May 20, 2008 May 22, 2008 May 27, 2008

The undersigned Applicant hereby proffers that the use and development of the portions of the above-referenced parcels, which are requested to be rezoned, the portions requested to be rezoned being shown on the attached and incorporated plat identified as "Exhibit 1," shall be in strict conformance with the following conditions, which shall supersede all other proffers on the Properties that may have been made prior hereto. In the event that the above-referenced EM conditional rezoning is not granted as applied for by the Applicant, these proffers shall be deemed withdrawn and shall be null and void. Further, these proffers are contingent upon final rezoning of the Properties with "final rezoning" defined as that rezoning which is in effect on the day following the last day upon which the Frederick County Board of Supervisors' (the "Board") decision granting the rezoning may be contested in the appropriate court. If the Board's decision is contested, and the Applicant elects not to submit development plans until such contest is resolved, the term rezoning shall include the day following entry of a final court order affirming the decision of the Board which has not been appealed, or, if appealed, the day following which the decision has been affirmed on appeal.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Properties adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein. Any proffered conditions that would prevent the Applicant from conforming with State and/or Federal regulations shall be considered null and void. The term "Applicant" as referenced herein shall include within its meaning all future owners and successors in interest. When used in these proffers, the "Generalized

Development Plan,” shall refer to the plan entitled “Generalized Development Plan, O-N Minerals (Chemstone)” dated May, 2008 (the “GDP”). The Applicant attaches and incorporates the GDP, which includes a plan titled “Generalized Development Plan”; a plan titled “Overall Plan”; four plans titled “Phase I Plan”, “Phase II Plan”, “Phase III Plan”, and “Phase IV Plan”; and twelve viewshed plats titled “Viewshed 1A, Viewshed 1B, Viewshed 2, Viewshed 3, Viewshed 4A, Viewshed 4B, Viewshed 5A, Viewshed 5B, Viewshed 6, Viewshed 7, Viewshed 8 and Viewshed 9”. The aforementioned documents are and shall be incorporated by reference herein as “Exhibit 2.” The Applicant proffers that its development of the Properties will be in substantial conformity with the GDP.

1. Land Use

1.1 The Properties shall be developed with extractive manufacturing land uses pursuant to the mining permit approved by the Division of Mineral Mining (“DMM”) of the Virginia Department of Mines, Minerals and Energy (“VDMME”), and shall therefore conform to the Mineral Mining Law and Reclamation Regulations for Mineral Mining of the Commonwealth of Virginia.

1.2 The Applicant hereby proffers not to engage in the following uses on the Properties:

Oil and natural gas extraction;
Asphalt and concrete mixing plants;
Brick, block and precast concrete products;
Cement and lime kilns; and
Coal and natural gas-fired power plants or facilities which sell power to the local utility or power grid*

*This is not to be interpreted as a restriction against using power plants on the Properties as necessary to support extractive mining activities.

2. Site Development

2.1 Properties’ access via public secondary roads shall be limited to the existing quarry entrance on McCune Road (Route 757). Access by vehicles needed for periodic maintenance of the Properties shall not be limited.

2.2 Earthen berms shall be installed around the active quarry pits in the location shown on the GDP. The berms shall have a maximum height of 30 feet and a minimum height of 10 feet. The berms (Berm A and Berm B) depicted on the Phase I Plan of the GDP shall be installed within 10 years of the approval of the rezoning. The berms (Berm C and Berm D) depicted on the Phase II Plan of the GDP shall be installed no later than 10 years prior to the commencement of mining north of Chapel Road. The berms shall be landscaped to minimize impacts to the viewshed of the surrounding community. Such landscaping shall consist of a mix of deciduous and coniferous plantings placed in a random manner to be consistent with existing vegetation patterns. The description of the plants to be

installed on the berms are more specifically described in the attached and incorporated "Exhibit 3." The landscaping shall be subject to reasonable approval by the Zoning Administrator of Frederick County and upon consultation with the State Forester. With respect to Berm A, located on Tax Parcel 90-A-2, not owned by the Applicant, the berm will be constructed by the Applicant as the tenant under a 100-year lease of Parcel 90-A-2, with authority under the lease to construct Berm A.

- 2.3 The existing overburden stock pile on the southeast corner of the current Middletown plant site shall be reduced in height to the greater of 30 feet or the height of the adjacent tree line (lying to the east) within 5 years of the approval of the rezoning.

3. Historic Resources

- 3.1 The Applicant shall create an 8 acre historic reserve as shown on the GDP and on Exhibit 1, within which archaeological resources and other historic activities have been identified. Further, the Applicant shall place restrictions on the reserve land for how the reserve will be used by the Properties' owner and future owners. A copy of said restrictions are attached and incorporated as "Exhibit 4." Said reserve land shall be dedicated to the Cedar Creek Battlefield Foundation, Inc. within 60 days of final rezoning. [NOTE: the aforementioned 8 acre historic reserve property is not to be included in the property to be rezoned.]
- 3.2 The Applicant shall complete a Phase I Archaeological Survey of parcels 23 and 109. The Phase I Archaeological Survey of parcel 23 shall be completed within 12 months of the approval of the rezoning. For the remaining tracts of land, the Applicant shall complete a Phase I Archaeological Survey of a particular tract of land before any mining activities commence on that property. The Applicant may commence mining activities on a particular portion of the Properties before the completion of the Phase I survey for all of the Properties, but under any and all circumstances, no mining operations shall commence on any portion of the Properties until after the Phase I Archeological Survey has been completed on said portion of the Properties. Said survey shall locate, identify, and comprehensively record all historic sites, buildings, structures, and objects on the parcels. Such survey shall be conducted in accordance with the guidelines for a Phase 1 Survey as defined in the Virginia Department of Historic Resources "GUIDELINES FOR CONDUCTING CULTURAL RESOURCE SURVEY IN VIRGINIA - Chapter 7: Guidelines for Archaeological Investigations in Virginia," 1999 (Rev. Jan. 2003).
- 3.3 Two cemeteries have been identified on the Properties. The first cemetery is located adjacent to Chapel Road and is in an area that is not designated for mining and is also outside of the berming area. That cemetery is currently undergoing a historical restoration. After the historical restoration, the Applicant will follow the recommendations of the Applicant's historian.

The second cemetery is located in the area where berming is slated to be installed. The Applicant proffers the berming will be located in such a way as to not encroach on the cemetery. This cemetery is also currently undergoing a historical restoration. After the historical restoration, the Applicant will follow the recommendations of the Applicant's historian. In addition, the cemetery is accessed through a right-of-way which is of record providing access to the cemetery from Route 625. The Applicant proffers to improve said right-of-way so that it can be used for access by the descendants of those in the cemetery within 12 months of completion of the cemetery restoration. Once said right-of-way has been improved, the Applicant will provide continued maintenance and have use of same.

4. Rights to Water Supply

4.1 The Applicant shall guarantee the Frederick County Sanitation Authority ("FCSA") rights to the water resources available on the Properties in accordance with the existing agreements between the Applicant and FCSA.

5. Ground Water

5.1 The Applicant shall install a minimum of three monitoring wells to effectively establish and monitor the groundwater level in order to avoid detrimental impacts to surrounding properties. Said wells shall be installed prior to any land disturbance of the portion of the Properties identified as parcel 109 by the GDP, and shall be located within 500 feet of the Properties' boundaries. A minimum of one monitoring well shall be installed within 500 feet of the parcel 109 Properties' boundary. The exact location of the monitoring wells is depicted on the Overall Plan of the GDP.

5.2 Subject to and consistent with the provisions of paragraph 9.2, the Applicant shall remediate any adverse impacts to wells located on surrounding properties caused by mining operations on the Properties. Costs associated with any required remediation shall be borne by the Applicant.

Furthermore, the Applicant agrees to participate in a pre-blast survey and well monitoring survey, as further described herein. The intent of the aforementioned surveys is to provide a mechanism to remediate any adverse impacts to wells and/or structures which are caused by the mining operations on the Properties.

6. Dust Control

6.1 Dust from drills, muck piles, material handling, screens, crushers, conveyors, feeders, hoppers, stockpiles, load-outs, and traffic areas shall be controlled by wet suppression or equivalent, and controlled by and consistent with the terms of the Department of Environmental Quality ("VDEQ") general air permit. The Applicant shall remediate any adverse impacts to surrounding properties caused by dust associated with the mining operations on the Properties.

7. Blasting Control

7.1 All blasting associated with mining operations on the Properties shall be limited by the mining permit approved by the DMM of the VDMME. Peak Particle Velocities (PPV) associated with blasting on the Properties shall not exceed the levels stipulated by said permit. In addition, the Applicant agrees to have an approved blasting plan in place at all times. An example of the current blasting plan is attached. Further, in addition, the Applicant agrees that there will be no block holing or adobe blasting conducted on the Properties. Any damage to surrounding properties caused by blasting on the Properties shall be remediated at the Applicant's expense.

8. Traffic

8.1 The Applicant's current number of truck loads leaving the site on a daily basis is approximately 63, and the Applicant has had higher numbers of recorded truck loads leaving the plant to a total of 114 truck loads per day. The Applicant, in its proffer, is agreeing to restrict truck traffic to the Properties to 86 truck loads per day averaged over the prior 30 days, but intends to also have an ability to increase the number of truck loads in the event of an emergency or circumstances, which could be caused by issues driven by the Applicant's customers, suppliers, and/or carriers. Examples of such shall include, but are not limited to, an interruption of rail service to the site and/or any sites that are serviced by rail from the Applicant's Properties and/or any other interruption of the ability to deliver materials at the Applicant's site or any other sites which are owned, controlled, or by business relationship connected with the Applicant's site. To that end, and in any circumstance, the Applicant agrees to restrict truck traffic to the Properties to a maximum of 200 truck loads per day averaged over the prior 30 days through the scale house hauling mined materials on and/or off the proposed quarry site from the existing quarry entrance. The maximum number of truck loads will be regulated by the Applicant and its successors and/or assigns. A record of the actual number of truck loads per day shall be kept current (and maintained for one year) by the Applicant at its scale house office. Said record shall be made available in a form which confirms the number of trips and the form will be produced to Frederick County officials upon demand with reasonable notice. The Applicant proffers there will be no truck loads from the Properties on Sundays and the hours of truck loading on Saturdays will be no later than 7:00 p.m. The Applicant further proffers it will instruct all truckers as to the proper route of travel from the Properties to Route 11, which shall exclude both Belle Grove and Chapel Roads.

9. Pre-Blast Surveys

9.1 The Applicant will offer voluntary pre-blast surveys of properties that are within 1,500 feet of the boundaries of parcel 23 and parcel 109. The aforementioned surveys will be conducted by an independent engineering firm, which will

investigate and document the pre-blast conditions of the participants' residences and/or outbuildings. The Applicant and its successors and assigns will contact all citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109, and monitor the tax roles for Frederick County on an annual basis in order to contact any citizens who have recently purchased the aforementioned property. This contact will be made by the Applicant and its successor and assigns to invite citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109 to participate in the pre-blast surveys. Contact will be made by registered return-receipt letters, mailed annually from the time of the rezoning. All citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109 can, and are encouraged to, participate in the survey by contacting the Applicant and scheduling a mutually agreeable time for the independent engineering firm to visit the party's residence to document and survey the pre-blast condition of the party's residences/outbuildings following the procedures set forth in the attached and incorporated "Exhibit 5." If the property owner agrees to participate, the Applicant's and/or its engineering firm shall visit and inspect the party's residences/outbuildings to monitor the condition of the same. A record of those pre-blast conditions will be kept by the independent engineering firm with copies retained by the Applicant and the participating property owner. In the event of a change in condition, which is alleged by the participating property owner as a result of mining operations, the engineering firm will then conduct a follow-up visit and investigation and use the pre-blast information as a control and basis for subsequent analysis. Said analysis shall be used to determine the cause of any negative change in condition. If it is determined there is a change in condition in the residences/outbuildings, which has been caused by the Applicant's mining activities on the Properties, then the Applicant agrees to remediate and/or repair said negative change in condition to restore it to its status prior to blasting operations. In addition, the Applicant agrees to establish seismic monitoring of the proposed quarry site to monitor all blasting activities and keep records of said seismic monitoring as required by the VDMME.

- 9.2 The Applicant will offer voluntary well monitoring surveys of properties that are within 1,500 feet of the boundaries of parcel 23 and parcel 109. The aforementioned surveys will be conducted by an independent well drilling firm or hydrogeologist, which will investigate and document the pre-mining conditions of the participants' wells. The Applicant and its successors and assigns will contact all citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109, and monitor the tax roles for Frederick County on an annual basis in order to contact any citizens who have recently purchased the aforementioned property. This contact will be made by Applicant and its successor and assigns to invite citizens who have property within 1,500 feet of the boundaries of parcel 23 and parcel 109 to participate in the well monitoring surveys. Contact will be made by sending annually registered return-receipt letters. All citizens who have property located within 1,500 feet of the boundaries of parcel 23 and parcel 109 can and are encouraged to participate in the survey by scheduling a mutually agreeable time for the independent well drilling firm to visit the party's residence

to document and survey the pre-blast condition of the party's well following the procedures set forth in the attached and incorporated "Exhibit 6A and 6B." A record of these pre-mining conditions will be kept by the independent well drilling firm, with copies retained by the Applicant and the participating property owner. In the event a change of condition is alleged by the property owner as a result of mining operations, the Applicant will provide an interim replacement water supply as necessary to supply the property owner with water. The well drilling firm will then conduct a follow-up visit and investigation and use pre-blast information as a control and basis for subsequent analysis. If it is determined that the status of the neighboring property owner's well has deteriorated from the condition it was in at the time of the pre-blast survey, then the Applicant agrees to restore the well to its condition existing at the time of the pre-blast survey and/or provide the adjoining property owner a replacement well of the same condition (or better) of that which existed at that time of the pre-blast survey.

- 9.3 In addition to the above, the Applicant agrees to maintain in force an insurance policy or other sufficient security for the period of time covering the active mining operations on the Properties and to maintain in effect for a period of one year from the date of cessation of said mining operations, and to cover the costs of any remediation and/or repair, which is required pursuant to the terms of sections 9.1 and 9.2 above. Said policy or surety shall be in the amount of no less than One Million and 00/100 Dollars (\$1,000,000.00) per occurrence. Frederick County may review from time to time the amount of the policy or surety to evaluate whether the minimum amount of \$1,000,000.00 is sufficient to protect the cost of any remediation and/or repair, which is required pursuant to the terms of sections 9.1 and 9.2. In the event Frederick County believes that the amount of the policy or surety needs to be increased for the reasons set forth above, then the Applicant and Frederick County shall reach an agreement as to the proper amount of policy or surety. The approval of said increase shall not be unreasonably withheld, conditioned or denied by either party. The Applicant shall annually provide to the County a Certificate of Insurance from the insurance carrier.

10. Reclamation

- 10.1 It is intended that pursuant to the terms of the agreement reached with the FCSA that at the time of cessation of mining activities, the Properties' quarry pits shall be used by the FCSA as water reservoirs. The control of the water levels in the quarry pits shall be handed over to the FCSA. It is intended that the quarry pits at that time will contain quantities of water monitored and directed by the FCSA, and which will be conducive to the general betterment of natural habitat.

11. Noise Abatement

- 11.1 Operations on the Properties will not exceed the VDMME Engineering's decibel guidelines. The Applicant will make all reasonable efforts to locate mining machinery in the quarry pit or behind berms.

12. Lighting

12.1 There shall be no affixed lighting structures above-ground on the berms other than as may be required for or provided by regulations that affect the plant operations, including but not limited to, Mine Safety Health Administration (“MSHA”), VDMME, and any other governmental or regulatory body that oversees mining operations. Lighting used for devices or machines that convey materials or for pit crushing facilities and other mining activities is permitted. Conveying and pit crushing facilities shall also be interpreted as including such other devices or activities that perform similar or related functions that may come into use and/or existence at some time in the future while the extractive mining use is still in effect on the Properties. In addition to the above, all lighting will be installed in such a manner that there will be no spillover beyond any property line of the Applicant onto adjacent properties not owned by the Applicant.

13. Air Permit

13.1 The Applicant shall maintain its existing general air permit controlling emissions in accordance with the VDEQ standards and also see that the existing general air permit covers all activities conducted on the rezoned Properties.

14. Environment

14.1 In addition to compliance with the VPDES water discharge permit already in place, the Applicant agrees to work with a recognized environmental entity of the Applicant’s choosing during its operations to ensure that the water emissions from water flowing from the quarry operations on the Properties is of a quality consistent with the water quality in Cedar Creek so as to maintain an environment conducive to natural habitats. No additional water discharge points will be added.

14.2 The Applicant agrees that all areas currently in trees on property owned by the Applicant, which is outside of the rezoned Properties and identified on the GDP as “Middletown Woods”, shall be maintained using best management practices.

14.3 The Applicant proffers to keep its mining operations at least 200 feet from the edge of Cedar Creek.

15. Phasing

15.1 The Applicant agrees that mining activities on the Properties shall occur with the following phasing and as set forth on the Phasing Plans of the GDP:

After the rezoning is approved, the Applicant will start creating berms on the newly rezoned Properties and the Applicant shall start quarrying in the area identified as parcel 23. Mining in parcel 23 shall occur from the time period

commencing with the approval of the rezoning for a period of time which is estimated to be twenty years.

For the newly zoned area, which is north of the existing EM zoned property, and south of Chapel Road, mining activities will commence no earlier than ten years from the date that the rezoning referenced herein is approved.

For the newly zoned area, which lies north of Chapel Road, mining will commence no earlier than twenty years from the date that the rezoning referenced herein is approved.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

Respectfully submitted,

O-N MINERALS (CHEMSTONE) COMPANY

By: Spencer C. Stinson

Its: General Manager

Spencer C. Stinson

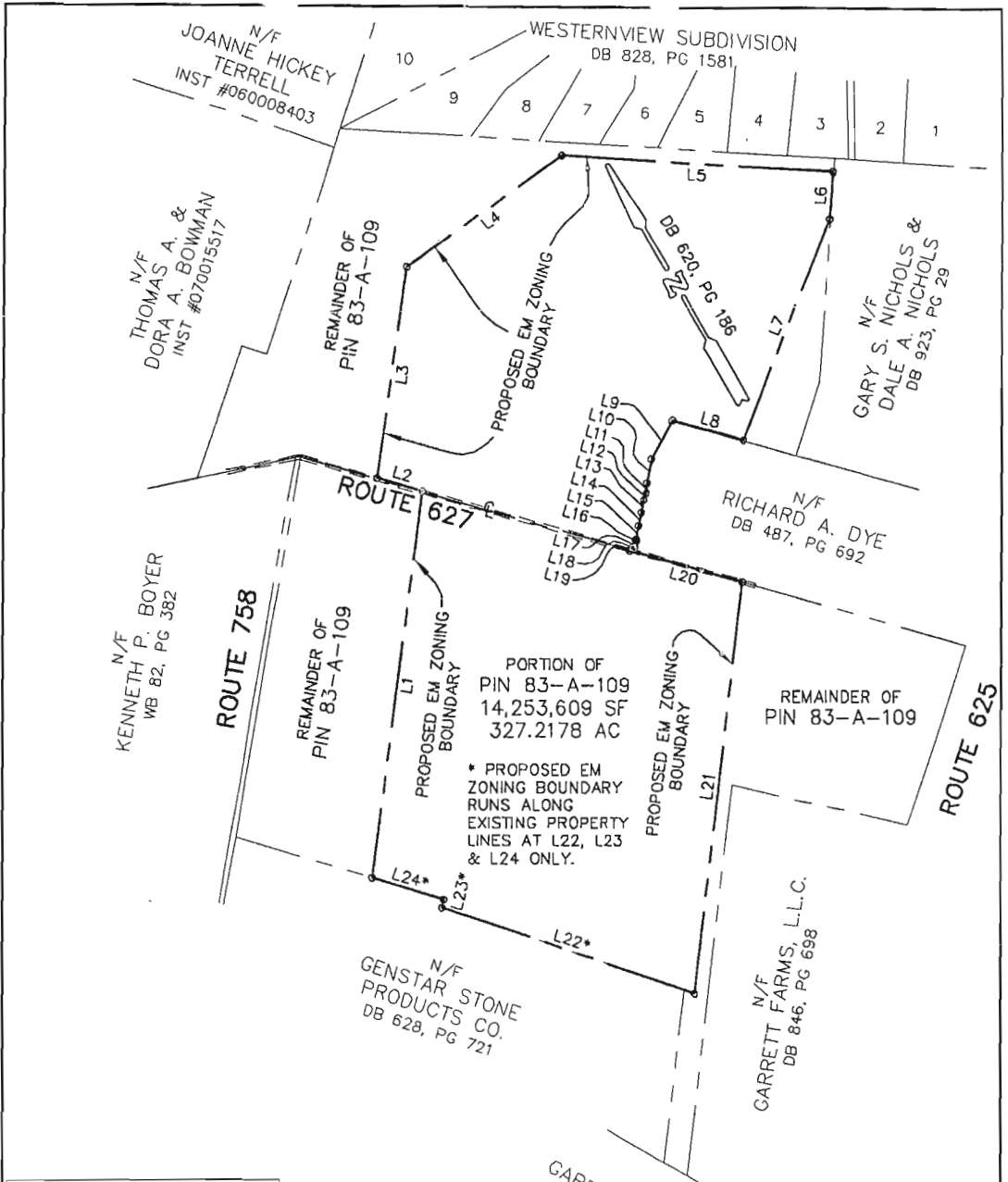
COMMONWEALTH OF VIRGINIA, AT LARGE
FREDERICK COUNTY, To-wit:

The foregoing instrument was acknowledged before me this 28th day of May,
2008, by Spencer C. Stinson.

Jennifer M. K. Kittlaus
NOTARY PUBLIC

My commission expires:
Registration number:





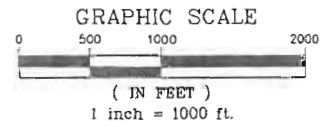
PORTION OF
PIN 83-A-109
14,253,609 SF
327.2178 AC

* PROPOSED EM ZONING BOUNDARY RUNS ALONG EXISTING PROPERTY LINES AT L22, L23 & L24 ONLY.

LINE TABLE		
LINE	BEARING	LENGTH
L1	N37°20'21"E	2908.33'
L2	N44°12'04"W	353.46'
L3	N37°45'19"E	1587.57'
L4	N83°55'47"E	1427.97'
L5	S56°50'54"E	2031.06'
L6	S33°19'31"W	359.18'
L7	S51°08'46"W	1771.57'
L8	N44°54'24"W	547.10'
L9	S57°53'12"W	326.61'
L10	S40°29'59"W	180.07'
L11	S34°14'59"W	75.78'
L12	S50°29'59"W	52.91'
L13	S39°59'45"W	100.50'
L14	S42°59'56"W	100.41'
L15	S41°44'59"W	101.79'
L16	S08°30'00"W	15.91'
L17	S44°44'59"W	48.70'
L18	N60°27'01"W	19.00'
L19	S70°47'59"W	33.21'
L20	S44°23'32"E	873.66'
L21	S36°28'58"W	3079.05'
L22	N41°30'31"W	1997.30'
L23	N42°39'21"E	62.27'
L24	N43°20'04"W	558.68'

NOTES:

- FREDERICK COUNTY PIN: 83-A-109
- PROPERTY OUTLINE AND MERIDIAN SHOWN HEREON ARE BASED ON THE PLAT ATTACHED TO DEED OF BARGAIN AND SALE RECORDED IN DB 620, PG 186 AMONG THE LAND RECORDS OF FREDERICK COUNTY, VIRGINIA. INFORMATION SHOWN HEREON IS NOT BASED ON A CURRENT FIELD RUN SURVEY. ADJOINING PROPERTY OWNERS ARE BASED ON INFORMATION OBTAINED FROM FREDERICK COUNTY GIS WEBSITE, MAY, 2008.
- NO TITLE REPORT.



"ZONING BOUNDARY EXHIBIT A"
A PORTION OF THE
PROPERTY CONVEYED TO
CHEMSTONE CORPORATION
DEED BOOK 620, PAGE 186
BACK CREEK MAGISTERIAL DISTRICT
FREDERICK COUNTY, VIRGINIA

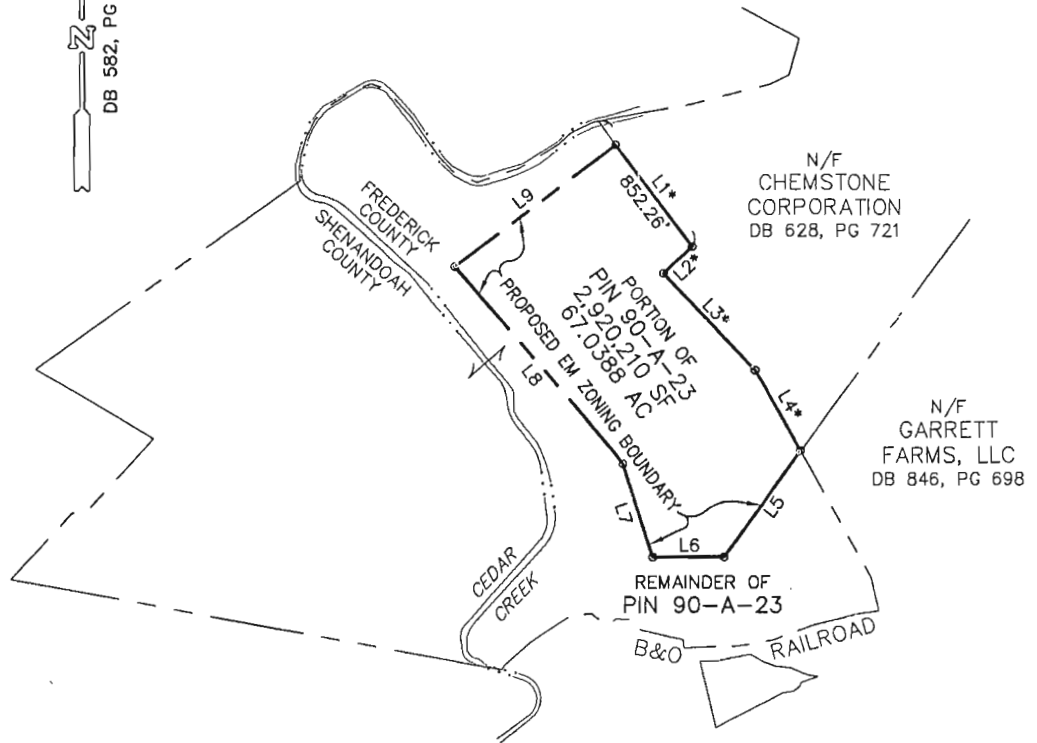
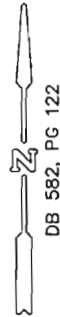
SCALE: 1" = 1000'
DATE: FEB. 15, 2006
REVISED: MAY 20, 2008
Patton Harris Rust & Associates, pc
Engineers. Surveyors. Planners. Landscape Architects.



117 East Piccadilly Street, Suite 200
Winchester, Virginia 22601
T 540.667.2139
F 540.665.0493

SHEET 1 OF 1
EXHIBIT
1

PROJECT\11279\2-0\SURVEY\WORK AREA\1127920_EXHA.DWG



*PROPOSED EM ZONING BOUNDARY RUNS ALONG EXISTING PROPERTY LINES AT L1, L2, L3 & L4 ONLY.

LINE TABLE		
LINE	BEARING	LENGTH
L1	S37°00'10"E	1046.22'
L2	S46°56'50"W	262.12'
L3	S43°05'07"E	889.86'
L4	S29°32'22"E	615.38'
L5	S35°51'02"W	863.68'
L6	S89°56'36"W	475.26'
L7	N17°59'22"W	645.46'
L8	N40°11'14"W	1720.29'
L9	N52°18'45"E	1336.75'

NOTES:

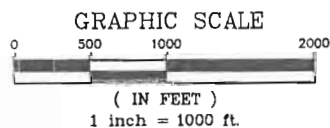
1. FREDERICK COUNTY PIN: 90-A-23.
2. PROPERTY OUTLINE AND MERIDIAN SHOWN HEREON ARE BASED ON THE PLAT ATTACHED TO DEED RECORDED IN DB 582, PG 122 AMONG THE LAND RECORDS OF FREDERICK COUNTY, VIRGINIA. INFORMATION SHOWN HEREON IS NOT BASED ON A CURRENT FIELD RUN SURVEY. ADJOINING PROPERTY OWNERS ARE BASED ON INFORMATION OBTAINED FROM FREDERICK COUNTY GIS WEBSITE, MAY, 2008.
3. NO TITLE REPORT.

"ZONING BOUNDARY EXHIBIT B"
 A PORTION OF THE
 PROPERTY CONVEYED TO
CHEMSTONE CORPORATION
 DEED BOOK 582, PAGE 122
 BACK CREEK MAGISTERIAL DISTRICT
 FREDERICK COUNTY, VIRGINIA

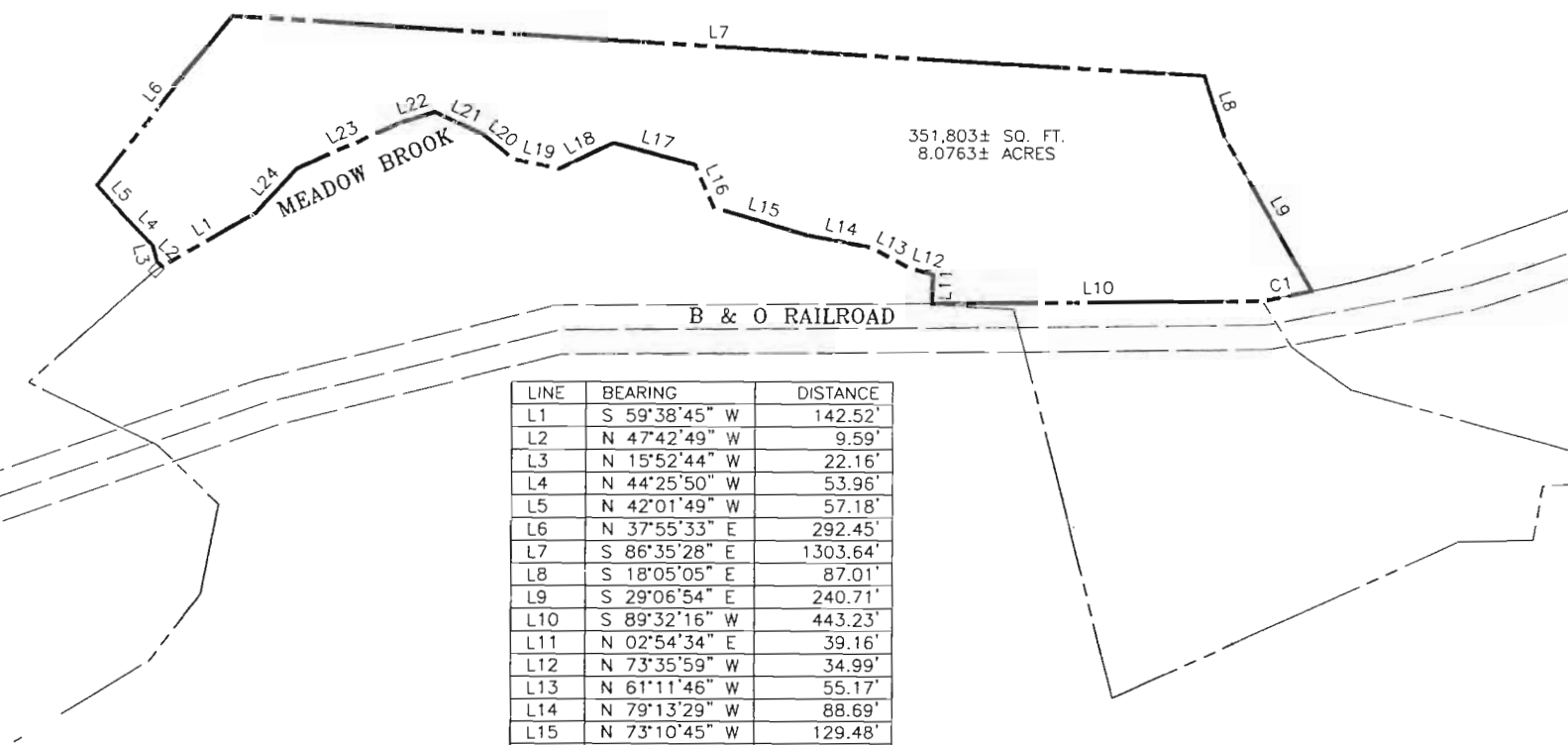
SCALE: 1" = 1000' DATE: MAY 20, 2008

Patton Harris Rust & Associates, pc
 Engineers. Surveyors. Planners. Landscape Architects.

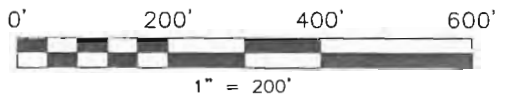
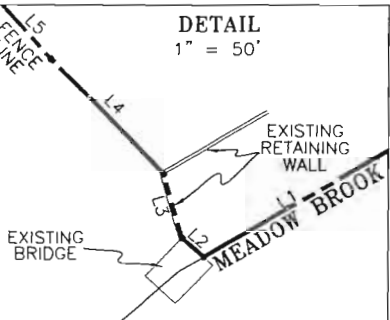
117 East Piccadilly Street, Suite 200
 Winchester, Virginia 22601
 T 540.667.2139
 F 540.665.0493



CURVE	RADIUS	ARC LENGTH	DELTA ANGLE	CHORD BEARING	CHORD LENGTH
C1	1876.78'	66.33'	02°01'30"	S 78°41'59" W	66.33'



LINE	BEARING	DISTANCE
L1	S 59°38'45" W	142.52'
L2	N 47°42'49" W	9.59'
L3	N 15°52'44" W	22.16'
L4	N 44°25'50" W	53.96'
L5	N 42°01'49" W	57.18'
L6	N 37°55'33" E	292.45'
L7	S 86°35'28" E	1303.64'
L8	S 18°05'05" E	87.01'
L9	S 29°06'54" E	240.71'
L10	S 89°32'16" W	443.23'
L11	N 02°54'34" E	39.16'
L12	N 73°35'59" W	34.99'
L13	N 61°11'46" W	55.17'
L14	N 79°13'29" W	88.69'
L15	N 73°10'45" W	129.48'
L16	N 24°46'35" W	63.00'
L17	N 74°55'35" W	111.16'
L18	S 64°37'31" W	81.52'
L19	N 78°12'17" W	61.62'
L20	N 51°30'49" W	52.51'
L21	N 64°44'51" W	73.52'
L22	S 71°26'56" W	50.03'
L23	S 65°36'51" W	151.36'
L24	S 41°51'08" W	79.70'



**CHEMSTONE
PROPOSED
OFF-CONVEYANCE**
8.076 ACRES ±

BACK CREEK MAGISTERIAL DISTRICT
FREDERICK COUNTY, VIRGINIA
SCALE: AS SHOWN DATE: DECEMBER 2003
URBAN ENGINEERING & ASSOCIATES, INC.

CIVIL ENGINEERS • LANDSCAPE ARCHITECTS • LAND SURVEYORS
600 PEGASUS COURT, SUITE 101
WINCHESTER, VIRGINIA 22602 (540) 450-0211

DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
AND RIGHT OF FIRST REFUSAL

THIS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RIGHT OF FIRST REFUSAL (the "Declaration") is made as of the ____ day of _____, 2008, by and between O-N MINERALS (CHEMSTONE COMPANY), a Delaware corporation, its successors and assigns (the "Declarant") (Grantor for indexing purposes), and CEDAR CREEK BATTLEFIELD FOUNDATION, INC., a Virginia corporation, its successors and assigns (the "Association") (Grantee for indexing purposes).

RECITALS:

A. The Declarant is the owner of certain real property, which is intended to be a historical reserve and to be conveyed to Grantee as such and with the following covenants, conditions and restrictions and also be subject to a right of first refusal.

NOW, THEREFORE, the Declarant, for and in consideration of the premises and the covenants contained herein, grants, establishes and conveys to Grantee a certain tract of land, which is further described in the attached and incorporated plat ("Property"), which shall be maintained as a historic reserve and further establishes the following covenants:

1. There shall be no occupied dwellings on the Property;
2. The Property shall be maintained with all grass neatly mowed at all times and any trees maintained using best management practices;



3. The Declarant further reserves the right to take any action reasonably required to maintain the Property in the event the Grantee fails to do so. This right shall include but not be limited to the right to enter upon the Property to do such work on the Property as may be required to effect the provisions of this Declaration.

IT IS FURTHER agreed and understood that the Property shall be conveyed with the Grantor retaining a right of first refusal to purchase the Property in the event the Grantee conveys or sells all or a portion of the Property to an entity, which is not related to the Grantee and which is not a charitable entity established for the preservation of historic properties. The parties do agree to execute any and all such other documents as may be required to effect provisions of this agreement, including but not limited to, a memorandum confirming the right of first refusal to be recorded in the land records of Frederick County, Virginia.

[REMAINDER OF THE PAGE LEFT INTENTIONALLY BLANK]

WITNESSETH, the following signatures and seals:

O-N MINERALS (CHEMSTONE COMPANY)
a Delaware corporation

By: _____ (Seal)

Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, TO WIT:

The foregoing instrument was acknowledged before me this _____ day of _____,
2008 by _____, _____ of O-N Minerals (Chemstone
Company).

Notary Public

My Commission expires: _____.
Registration No.: _____

CEDAR CREEK BATTLEFIELD FOUNDATION, INC.
a Virginia corporation

By: _____ (Seal)

Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, TO WIT:

The foregoing instrument was acknowledged before me this ____ day of _____,
2008 by _____, _____ of Cedar Creek Battlefield Foundation,
Inc.

Notary Public

My Commission expires: _____.
Registration No.: _____

BERM PLANTING (as recommended by the Virginia State Forester)

EXISTING BERMS: Where existing berms do not have adequate ground cover to prevent them from eroding, they should be planted with various native grasses, shrubs, and trees. A successful mixture of buckwheat, rye and other grasses has been developed by quarry employees that has proven to be effective in vegetating these slopes. In spots where prior vegetating efforts have failed, it is recommended that erosion control methods such as landscape fabric and jute mats be installed prior to revegetating these spots. It may also be necessary to reshape the berm in these spots to retard water movement down the slope and to hold water for vegetation survival and growth by constructing planting terraces with existing rock and soil.

RECOMMENDED TREE AND SHRUB SPECIES: Native species should be chosen to provide optimum survival, the least maintenance, and to further blend into the existing landscape. A list of suggested trees and shrubs for landscape plantings in the Shenandoah Valley is included. Actual species chosen need to be selected for the specific location they are to be planted, and their availability. Not all of these are available for purchase through nurseries.

In general, these species should be intermixed to provide more of a camouflage effect along the face and ridgeline of the berms. Coniferous species should be planted where year-round screening is desired. Coniferous species, with their ability to survive better on hot dry slopes, should also be chosen for screening on south and west facing slopes.

PLANTING RECOMMENDATIONS: Where possible, the topsoil removed in the initial stages of new quarry construction should be spread to the depth of 6 – 12 inches over all level surfaces that will be planted. For instance, the tops of the berms. The recommended planting terraces along the face of the berms should also be filled with topsoil prior to planting with trees and shrubs. Bare rooted plants are recommended because of their low cost, ease of planting, and good survivability. They should be planted in March or April of each year.

INVASIVE SPECIES: Numerous invasive species now threaten native plants in eastern forests. If allowed to grow and spread unimpeded, they will crowd out native trees and have a negative impact on wildlife populations that depend on the native trees and shrubs for their food.

Ailanthus (tree of heaven, paradise tree), paulownia, autumn olive and multiflora rose are the most common non-native invasive shrubs and trees in this locality.





Ailanthus
Has a distinct rancid odor
in the leaves, twigs, and bark.



Paulownia
Large leaves 8" – 14" in diameter.



Autumn Olive
Aluminum sheen to the
Underside of the leaves.
Large crop of red berries each fall.



Multiflora Rose
Multiple stems from each plant.
Numerous, short curved thorns.

RECOMMENDATIONS: Once every 2 – 3 years, inspect all berms and associated land for invasive species.

Where found, individual plants of these species should be either dug or pulled out of the ground, or deadened with herbicide applications to prevent the spread of their seed to these spots.

One such herbicide recommended is RoundUp®. Cutting the tree down and painting concentrated RoundUp® herbicide on the stump within 2-3 minutes of cutting is very effective with invasive trees and requires a very little amount of herbicide.

Very large trees can be girdled with a chainsaw or a hatchet, and a mixture of RoundUp® and water can be applied to the girdle to deaden the tree. This will also have the benefit

of creating wildlife snags until the trees rot down. A foliar spray of RoundUp® can effectively control individual small stems and clumps of small stems.

Instructions for timing of herbicide applications and mixing for the various methods of application will be found on the herbicide label. These instructions should be followed precisely to obtain the desired results and to protect the environment.

NATIVE TREES (mostly) SUGGESTED FOR LANDSCAPING IN THE NORTHERN SHENANDOAH VALLEY OF VIRGINIA

No particular order of preference

Gerald R. Crowell, Va. Dept. of Forestry 2/2008

Not all of these will grow on every site. First, decide why you want a tree; shade, screening, to enhance the landscape, fall coloration, flowering, wildlife food, etc. Second, choose the final mature height you want the tree to reach. Then, research each species as to the desirability of planting in a particular location with regard to purpose, soil type, and available sunlight.

DECIDIOUS:

LITTLE ‘UNS (TO 20 FEET)

Alder, Hazel *Alnus serrulata*
Hawthorn *Crataegus* sps.
Serviceberry *Amelanchier* sps.
Viburnum *Viburnum* sps
Buckthorn, European *Rhamnus cathartica*
Fringetree *Chionanthus virginicus*
Elderberry *Sambucus canadensis*
Burningbush *Euonymus atropurpureus*
Redbud, Eastern *Cercis canadensis*

MEDI ‘UM’S (20 – 40 FEET)

Hornbeam, American *Carpinus caroliniana*
Hophornbeam, Eastern *Ostrya virginiana*
Chinkapin *Castanea pumila*
Pawpaw *Asimina triloba*
Sassafras *Sassafras albidum*
Persimmon *Diospyros virginiana*

BIG ‘UNS (40 – 80+ FEET)

Willow, black *Salix nigra*
Hickory *Carya* sps.
Birch, yellow *Betula alleghaniensis*

DECIDIOUS BIG 'UNS (continued)

Birch, black, sweet *Betula lenta*

Birch, River *Betula nigra*

Oak *Quercus* sps. Except for *Q. falcata*, *Q. nigra*, *Q. phellos*, *Q. virginiana*

Hackberry *Celtis occidentalis*

Poplar, yellow, tulip *Liriodendron tulipifera*

Sycamore *Platanus occidentalis*

Maple, sugar *Acer saccharum*

Maple, red *Acer rubrum*

Basswood *Tilia Americana*

Blackgum *Nyssa sylvatica*

EVERGREEN:

LITTLE 'UNS (to 20 feet)

Rhododendron *Rhododendron maximum*

Mountain Laurel *Kalmia latifolia*

MEDI 'UM'S (20-40 FEET)

NONE

BIG 'UNS (40 – 80+ FEET)

Pine, Pitch *Pinus rigida*

Pine, shortleaf *Pinus echinata*

Pine Table Mountain *Pinus pungens*

Baldcypress *Taxodium distichum*

Arborvitae, Northern whitecedar *Thuja occidentalis*

Eastern red cedar *Juniperus virginiana*

Norway spruce *Picea abies*

Leyland Cypress *Cupressocyparis leylandii*

NOT RECOMMENDED FOR LANDSCAPE TREES:

Ash (*Fraxinus* sps), due to Emerald Ash Borer

White pine (*Pinus strobus*); be careful, it is off-site on many shale soils and limestone clay soils in the Valley

Elm (*Ulmus* sps), due to elm yellows and Dutch Elm Disease

DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS
AND RIGHT OF FIRST REFUSAL

THIS DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS AND RIGHT OF FIRST REFUSAL (the "Declaration") is made as of the ____ day of _____, 2008, by and between O-N MINERALS (CHEMSTONE COMPANY), a Delaware corporation, its successors and assigns (the "Declarant") (Grantor for indexing purposes), and CEDAR CREEK BATTLEFIELD FOUNDATION, INC., a Virginia corporation, its successors and assigns (the "Association") (Grantee for indexing purposes).

RECITALS:

A. The Declarant is the owner of certain real property, which is intended to be a historical reserve and to be conveyed to Grantee as such and with the following covenants, conditions and restrictions and also be subject to a right of first refusal.

NOW, THEREFORE, the Declarant, for and in consideration of the premises and the covenants contained herein, grants, establishes and conveys to Grantee a certain tract of land, which is further described in the attached and incorporated plat ("Property"), which shall be maintained as a historic reserve and further establishes the following covenants:

1. There shall be no occupied dwellings on the Property;
2. The Property shall be maintained with all grass neatly mowed at all times and any trees maintained using best management practices;



3. The Declarant further reserves the right to take any action reasonably required to maintain the Property in the event the Grantee fails to do so. This right shall include but not be limited to the right to enter upon the Property to do such work on the Property as may be required to effect the provisions of this Declaration.

IT IS FURTHER agreed and understood that the Property shall be conveyed with the Grantor retaining a right of first refusal to purchase the Property in the event the Grantee conveys or sells all or a portion of the Property to an entity, which is not related to the Grantee and which is not a charitable entity established for the preservation of historic properties. The parties do agree to execute any and all such other documents as may be required to effect provisions of this agreement, including but not limited to, a memorandum confirming the right of first refusal to be recorded in the land records of Frederick County, Virginia.

[REMAINDER OF THE PAGE LEFT INTENTIONALLY BLANK]

WITNESSETH, the following signatures and seals:

O-N MINERALS (CHEMSTONE COMPANY)
a Delaware corporation

By: _____ (Seal)

Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, TO WIT:

The foregoing instrument was acknowledged before me this ____ day of _____,
2008 by _____, _____ of O-N Minerals (Chemstone
Company).

Notary Public

My Commission expires: _____.
Registration No.: _____

CEDAR CREEK BATTLEFIELD FOUNDATION, INC.
a Virginia corporation

By: _____ (Seal)

Its: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, TO WIT:

The foregoing instrument was acknowledged before me this ____ day of _____,
2008 by _____, _____ of Cedar Creek Battlefield Foundation,
Inc.

Notary Public

My Commission expires: _____.
Registration No.: _____

Methodology and Purpose of Pre-Blast Surveys at the Middletown Operation

WHAT IS THE PURPOSE OF A PRE-BLAST SURVEY?

As the name implies, the pre-blast survey is a visual inspection of selected structures located adjacent to proposed blasting activities. While off-site effects of commercial blasting such as that proposed for the Middletown expansion are expected to pose no threat to existing structures, it has been historically documented that when the perception of blasting reaches new or additional property owners, it is human nature to pay additional attention to one's property.

Decades of research performed by the US Bureau of Mines as well as other investigative groups, have fully documented not only the impact of blasting on structures, but also the impact of ambient environmental conditions. While blast effects typically remain well below the effects of various environmental forces, stress caused by everyday exposure to various weather events regularly places strain on construction materials above their ability to resist impact. In other words, these studies have documented what every homeowner already knows, houses, over time, will develop cracks and defects.



WELL GUARANTEE AGREEMENT

Carmeuse Lime & Stone, its successors or assigns (hereinafter referred to as "MINE OWNER") guarantees to the undersigned Owner that it will replace or replenish the Owner's existing privately owned domestic-use water well(s) under the following circumstances:

Any water well negatively impacted in such a way as to render it unsuitable for its existing use, on property within 1,500 feet of any parcels being actively quarried and dewatered by MINE OWNER located at its Middletown plant (hereinafter referred to as the MINE OWNER Facility) by depleting a well, lowering the water surface below the pump or negatively intercepting the groundwater flow to the well. If at some future date MINE OWNER expands the MINE OWNER Facility and the active mining operations into other adjoining properties not currently zoned for earth materials extraction, then this Well Guarantee Agreement will be automatically expanded to include all parcels within 1,500 feet from those areas.

MINE OWNER will repair the problem by lowering the pump, deepening the well, drilling a replacement well, and/or installing an appropriate water quality treatment system at no cost to the Owner.

The undersigned Owner, in accepting this guarantee, agrees to the following conditions:

The Owner grants permission to MINE OWNER or its representative to inspect and evaluate the current condition of the well as part of a baseline water well inspection survey.

The Owner grants permission to MINE OWNER or its representative to perform water level measurements of the well or collect water quality samples (in addition to the baseline water well inspection survey) on an as needed basis for the purpose of creating background data for the well, and to assess potential complaints.

The Owner agrees to notify within twenty-four (24) hours of discovery of the reduction of water supply, depletion of the well or degradation in water quality so that MINE OWNER and a third-party hydrogeologist (as a Licensed Professional Geologist in the State of Virginia) can verify and/or document any occurrences noted during quarrying at the MINE OWNER Facility that may have contributed to the reduction of water supply or well depletion.

The third-party hydrogeologist shall document the reduction of water supply, depletion of the well or degradation in water quality. Further, the hydrogeologist will make a determination as to the cause of the reduction of water supply, depletion of the well or degradation in water quality only for purposes of determining the appropriate repair or remediation. MINE OWNER shall be responsible for supplying temporary potable water for human consumption, and potentially, water hauling for other uses (as appropriate) until the problem is corrected. MINE OWNER shall be allowed by the Owner to evaluate the well and conduct such reasonable tests as it deems necessary to verify the cause of the reduction of water supply, depletion of the well or degradation in water quality.

MINE OWNER agrees to bear all reasonable expenses that result from said reduction of water supply or well depletion; including, but not limited to temporary potable water supply for human consumption, household use, water hauling for other potential uses (as appropriate), well and pump modification, new well construction, and legal fees expended in implementing this Well Guarantee Agreement. The owner shall notify MINE OWNER prior to undertaking remedial activities or incurring expenses that later may be borne by MINE OWNER.

Repair costs due to worn or defective pumps, electrical cabling, and piping are specifically



excluded from this guarantee.

The terms of the Well Guarantee Agreement are binding during the active life of the said MINE OWNER Facility, including one year following cessation of mining activities. Upon the expiration of one year following completion of quarrying activities at the MINE OWNER Facility, this Well Guarantee Agreement shall be considered null and void.

Owner:
Date:
MINE OWNER:
Title:
Date:

Local homeowners within 1,500 feet of the property line of the proposed expansion will be invited to take part in a pre-expansion survey of their domestic water wells.

Within ___ days after rezoning is approved, each property owner within the 1,500 ft. radius of the proposed expansion will be sent an informational newsletter explaining the purpose of the Survey. A second letter, which will include a short scheduling form for owners to fill out and return to Carmeuse Lime & Stone, will be sent out within ___ days after the newsletter, and a public information meeting will be held as a follow up. As the scheduling forms are received, the property owners will be contacted by Carmeuse personnel to coordinate a day and time that is convenient to conduct the survey.

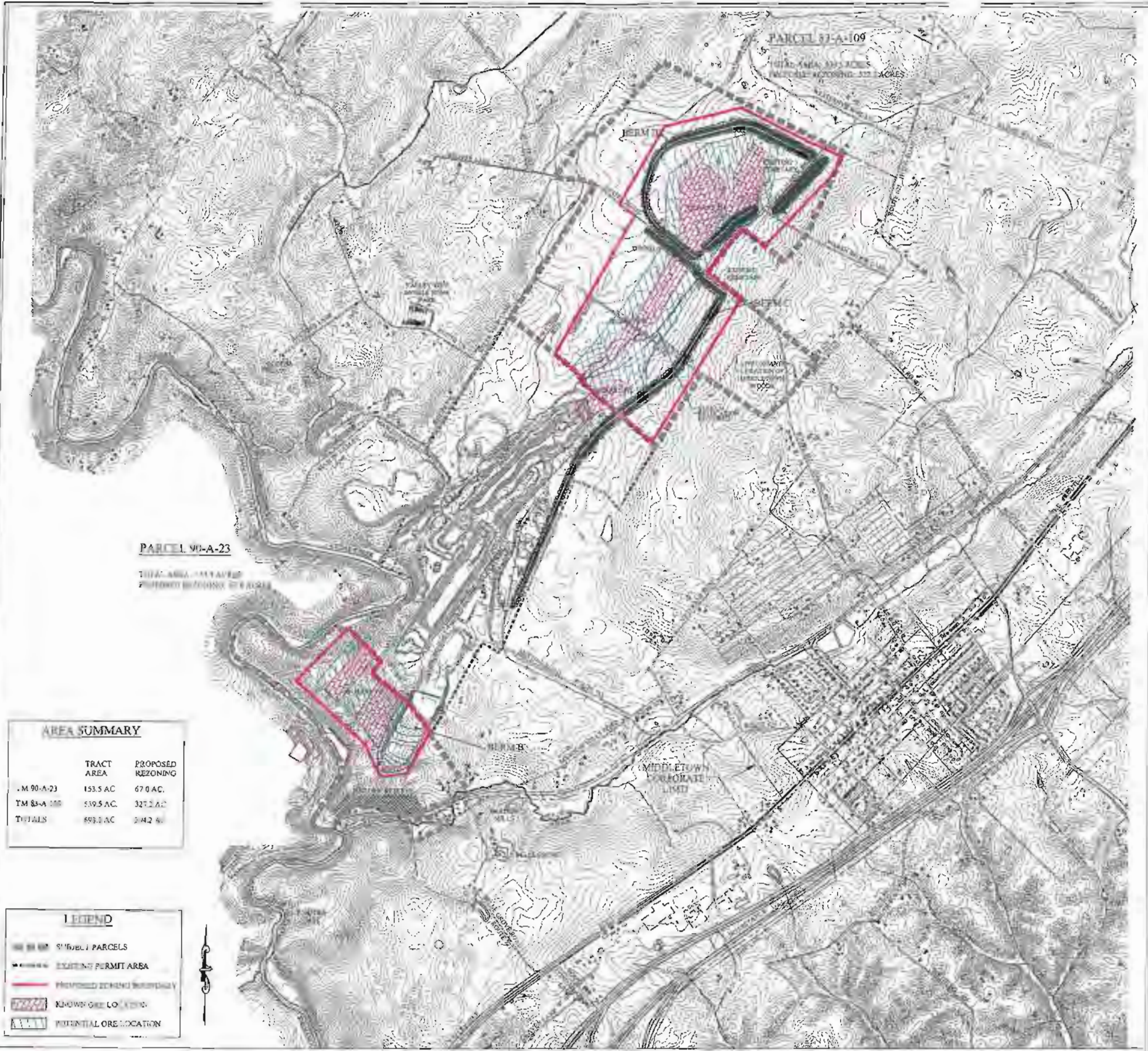
The Survey generally will consist of a short, in-person or phone, interview with the resident, property owner, or other knowledgeable party to gain information on the history of their well. The interview will followed by a physical inspection of the well. This includes obtaining the water level, pump setting depth and total depth. Existing driller's logs will also be examined. All sampling will be conducted in accordance with _____ governing approved testing procedures for potable water wells.

Field parameters measured at the time of collection include pH, Specific Conductance, Temperature, and Turbidity. The samples will be packed in ice and transported under chain-of-custody to a third party, accredited analytical laboratory for analysis. The samples will be analyzed at the laboratory for pertinent biological and chemical constituents. These include Total Coliform, Alkalinity, Chloride, Sulfate, Nitrate, Phosphorus, Potassium, Sodium, Magnesium, Calcium, Iron, and Manganese.

Each well will also be tested to determine its Specific Capacity, which will be used as a baseline for well yield estimations at that particular location. Well water at each respective well will be purged at a measured flow rate (variable for each well) for a specific time interval (also variable for each well) using the existing pumping system currently in place. The water level in each well will be measured during the testing period. Typically the well will be purged at a flow rate of less than 5 to 10 gallons per minute for approximately 30 minutes or less. The Specific Capacity for each test will be calculated using the average pumping rate during the test divided by the water level drawdown incurred at the well during the test.

Copies of the resulting reports will be provided to the property owner, as well as being maintained by Carmeuse and the designated third party performing the evaluation.





PARCEL 90-A-23
 TOTAL AREA: 153.5 AC.
 PROPOSED ZONING: 67.0 AC.

PARCEL 91-A-109
 TOTAL AREA: 327.2 AC.
 PROPOSED ZONING: 327.2 AC.

AREA SUMMARY

	TRACT AREA	PROPOSED REZONING
90-A-23	153.5 AC.	67.0 AC.
91-A-109	327.2 AC.	327.2 AC.
TOTALS	480.7 AC.	394.2 AC.

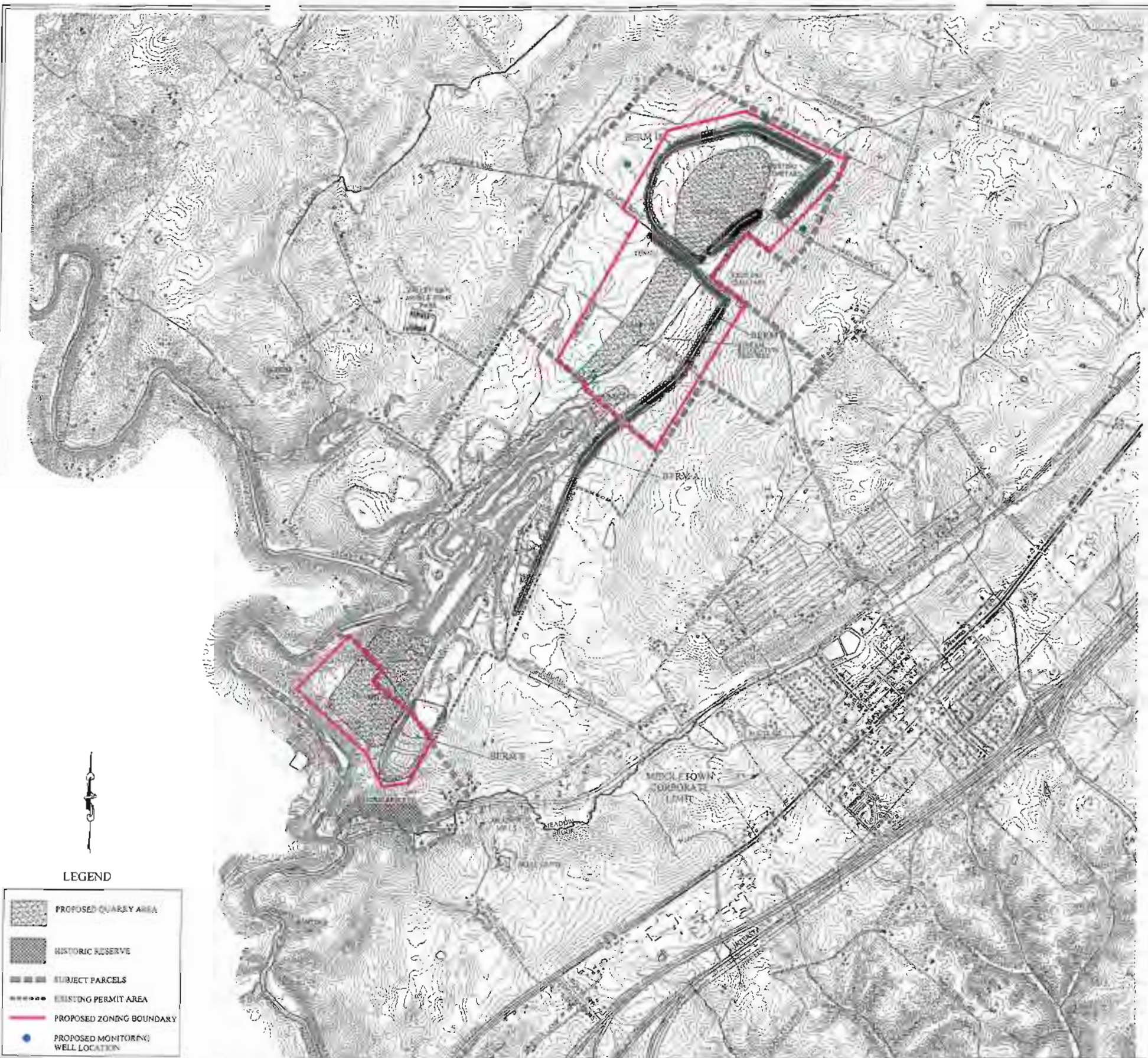
LEGEND

- 50' (15.24 M) PARCELS
- EXISTING PERMIT AREA
- PROPOSED ZONING BOUNDARY
- KNOWN ORE LOCATION
- POTENTIAL ORE LOCATION

Patten Harris West & Associates, Inc.
 Engineers, Surveyors, Planners, Landscape Architects
P.H.R.A.
 117 East Placerville Street
 Frederick, MD 21701
 T 301-667-2128
 F 301-667-9955

O-N Minerals Chemstone
GENERALIZED DEVELOPMENT PLAN
 FREDERICK COUNTY, VIRGINIA
 MAY 2008





LEGEND

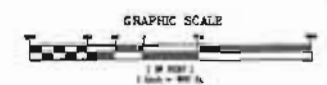
-  PROPOSED QUARRY AREA
-  HISTORIC RESERVE
-  SUBJECT PARCELS
-  EXISTING PERMIT AREA
-  PROPOSED ZONING BOUNDARY
-  PROPOSED MONITORING WELL LOCATION

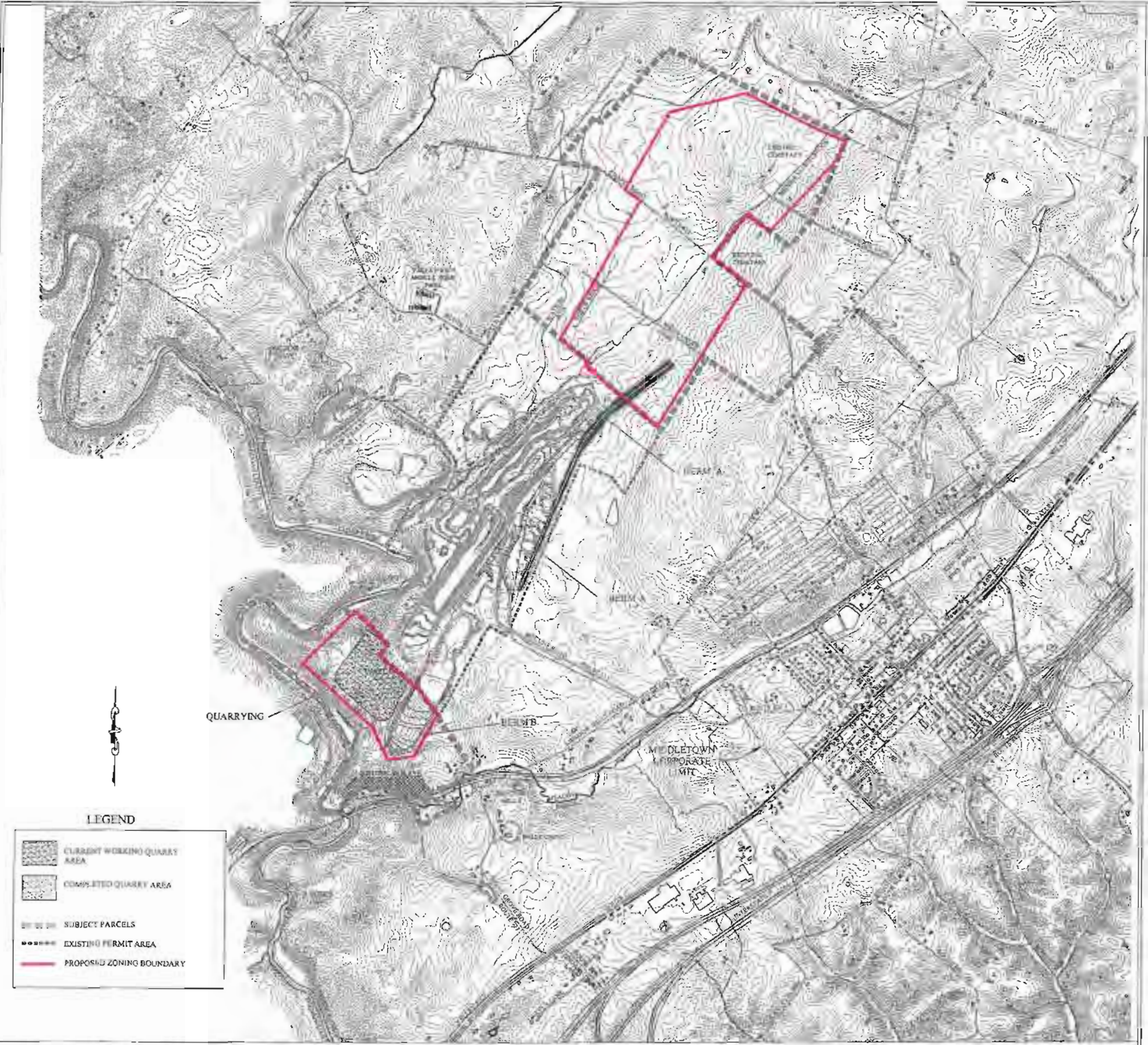
O-N Minerals Chemstone

OVERALL PLAN
 FREDERICK COUNTY, VIRGINIA

MAY 2008

Patten Harris Rust & Associates, PC
 Engineers, Surveyors, Planners, Landscape Architects
 PHRA
 117 East Plowville Street
 Winchester, VA 22391
 T 540-667-2130
 F 540-665-0493





QUARRYING

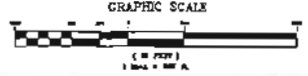
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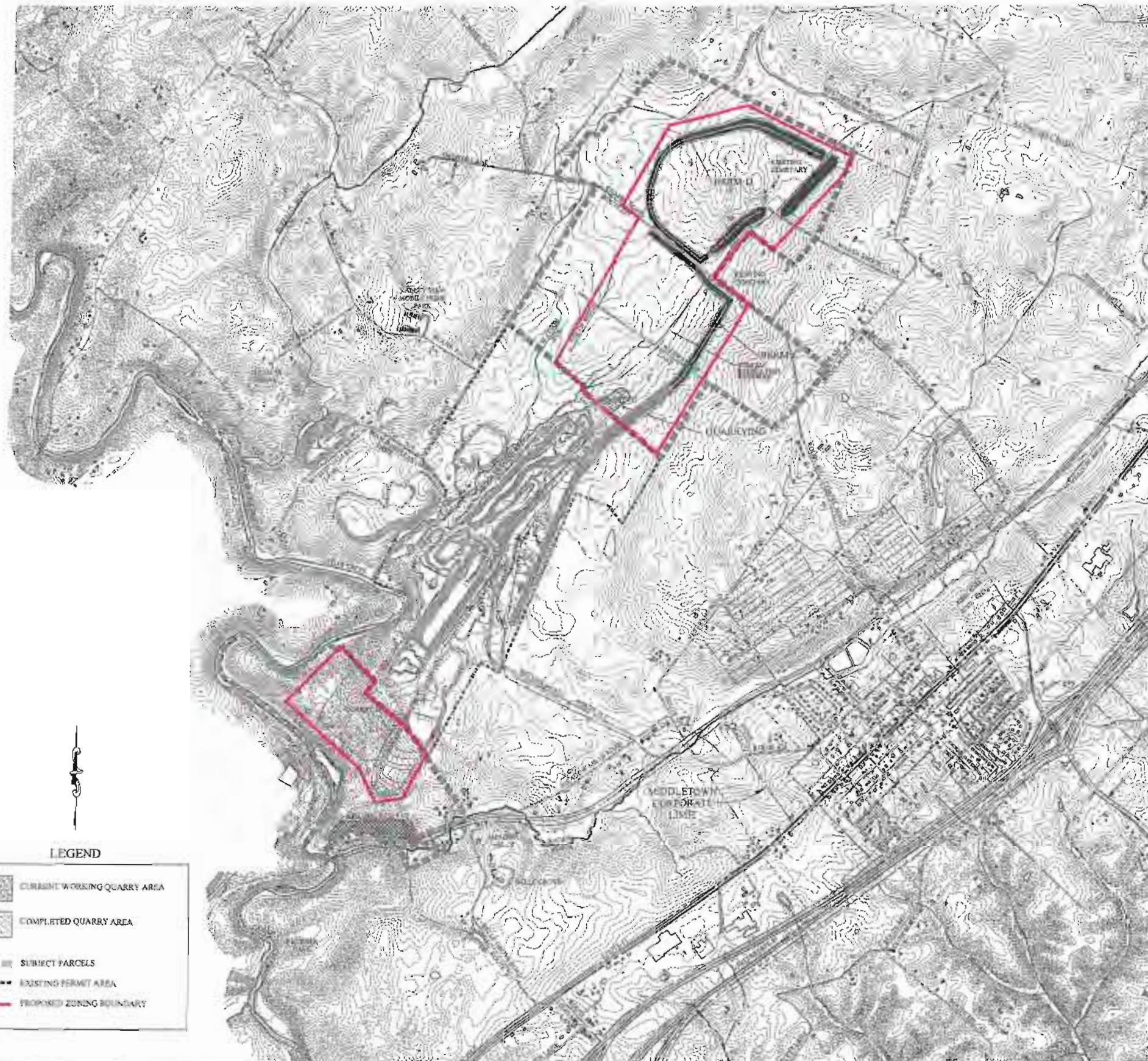
-  CURRENT WORKING QUARRY AREA
-  COMPLETED QUARRY AREA
-  SUBJECT PARCELS
-  EXISTING PERMIT AREA
-  PROPOSED ZONING BOUNDARY

O-N Minerals Chemstone

PHASE I PLAN
 FREDERICK COUNTY, VIRGINIA
 MAY 2008

Patton Harris Rust & Associates, pc
 Engineers, Surveyors, Planners, Landscape Architects
 117 East Placerville Street
 Winchester, VA 22601
 T 540-897-2139
 F 540-895-0905





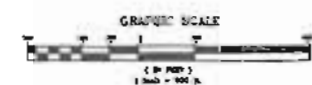
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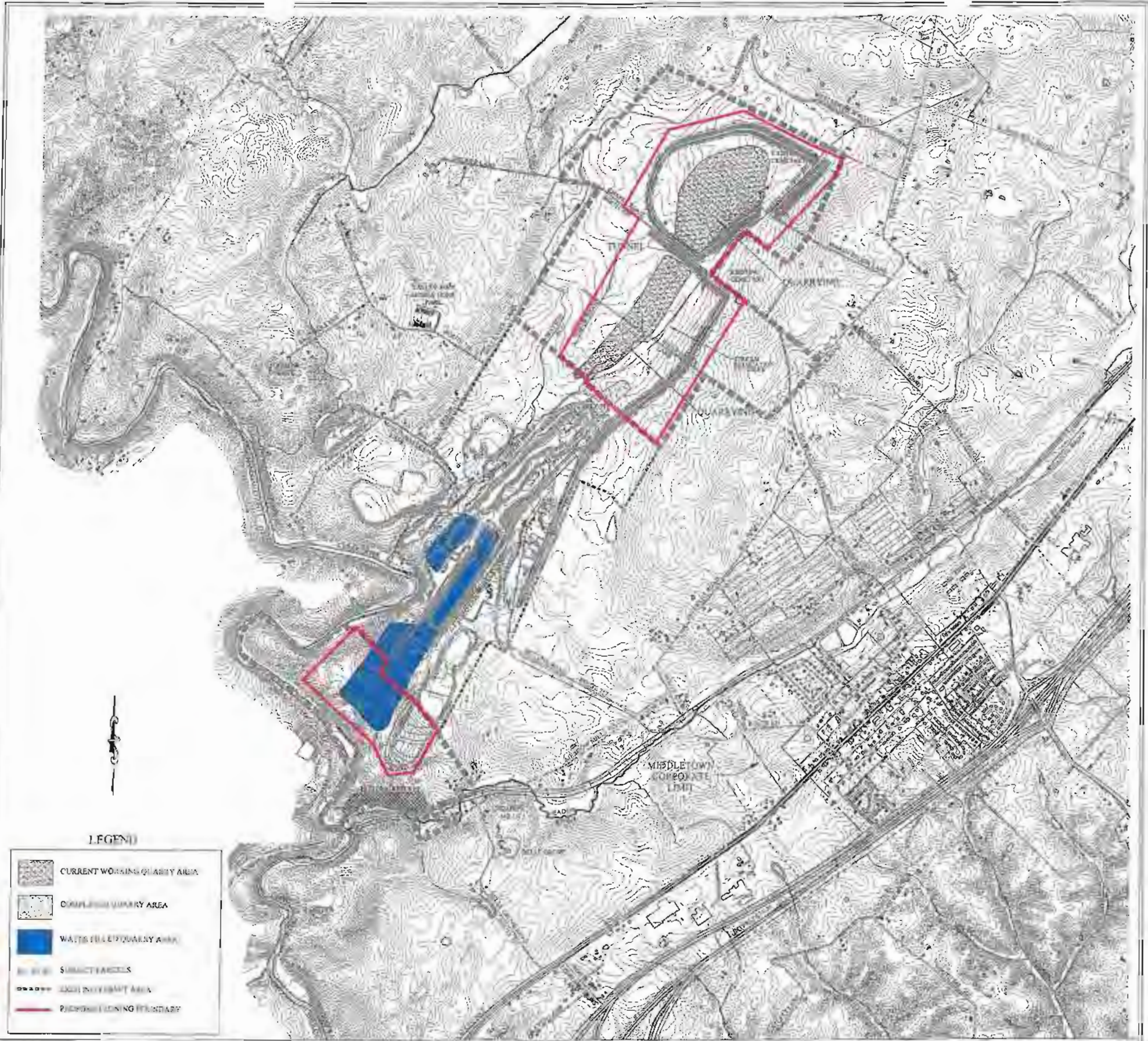
-  CURRENT WORKING QUARRY AREA
-  COMPLETED QUARRY AREA
-  SUBJECT PARCELS
-  EXISTING PERMIT AREA
-  PROPOSED ZONING BOUNDARY

O-N Minerals Chemstone

PHASE II PLAN
 FREDERICK COUNTY, VIRGINIA
 MAY 2008

Paton Harkin Rust & Associates, PC
 Engineers, Surveyors, Planners, Landscape Architects
PHRA
 111 East Riverside Street
 Washington, VA 22602
 703-667-2100
 703-667-0488





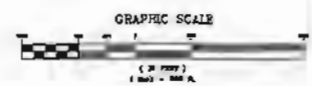
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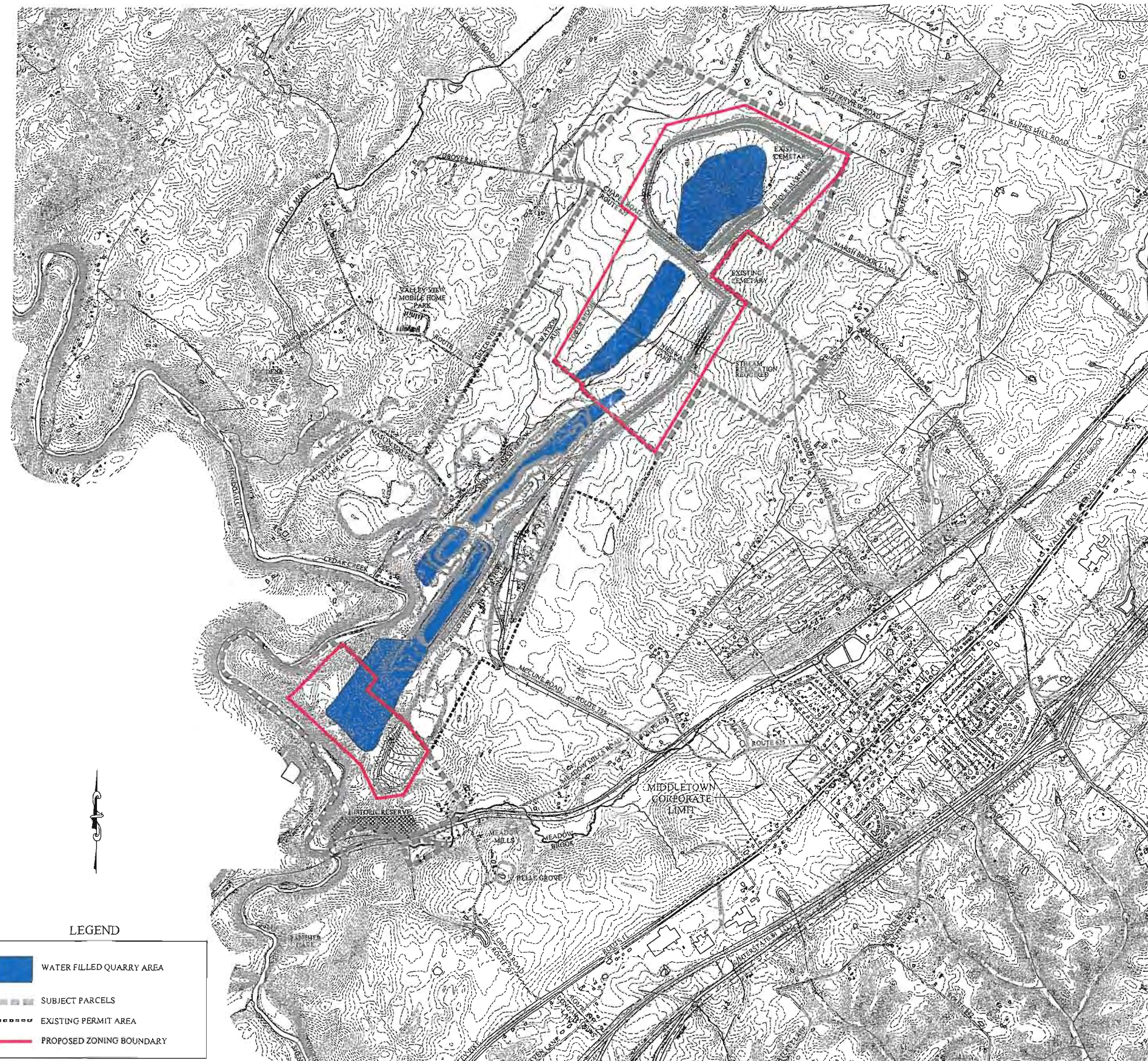
-  CURRENT WORKING QUARRY AREA
-  COMPLIANCE SUPPLY AREA
-  WATER FILL ESTIMATED AREA
-  SUBJECT PARCELS
-  EXISTING INFRASTRUCTURE
-  PROPOSED ZONING BOUNDARY

O-N Minerals Chemstone

PHASE III PLAN
 FREDERICK COUNTY, VIRGINIA
 MAY 2008

Patton Harris Rust & Associates, PC
 Engineers, Surveyors, Planners, Landscape Architects
PHRA
 117 801 Highway Street
 Alexandria, VA 22301
 Telephone: 703-219-1129
 Fax: 540-865-0463





LEGEND

- WATER FILLED QUARRY AREA
- SUBJECT PARCELS
- EXISTING PERMIT AREA
- PROPOSED ZONING BOUNDARY

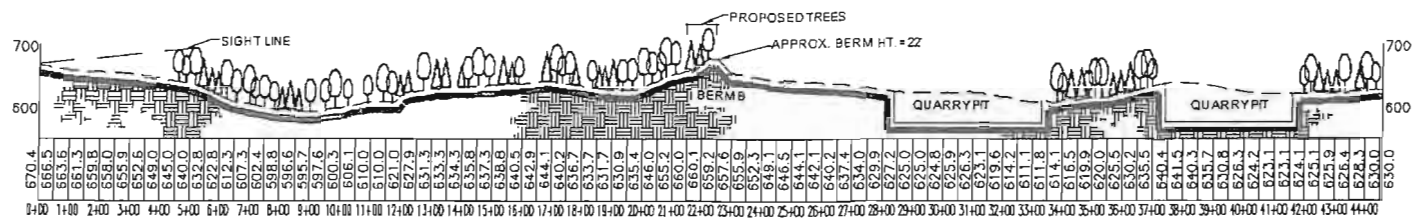
O-N Minerals Chemstone

PHASE IV PLAN
 FREDERICK COUNTY, VIRGINIA
 MAY 2008

Patton Harris Rust & Associates, pc
 Engineers, Surveyors, Planners, Landscape Architects

PHRA 117 East Piccadilly Street
 Winchester, VA 22601
 T 540-667-2139
 F 540-665-0493

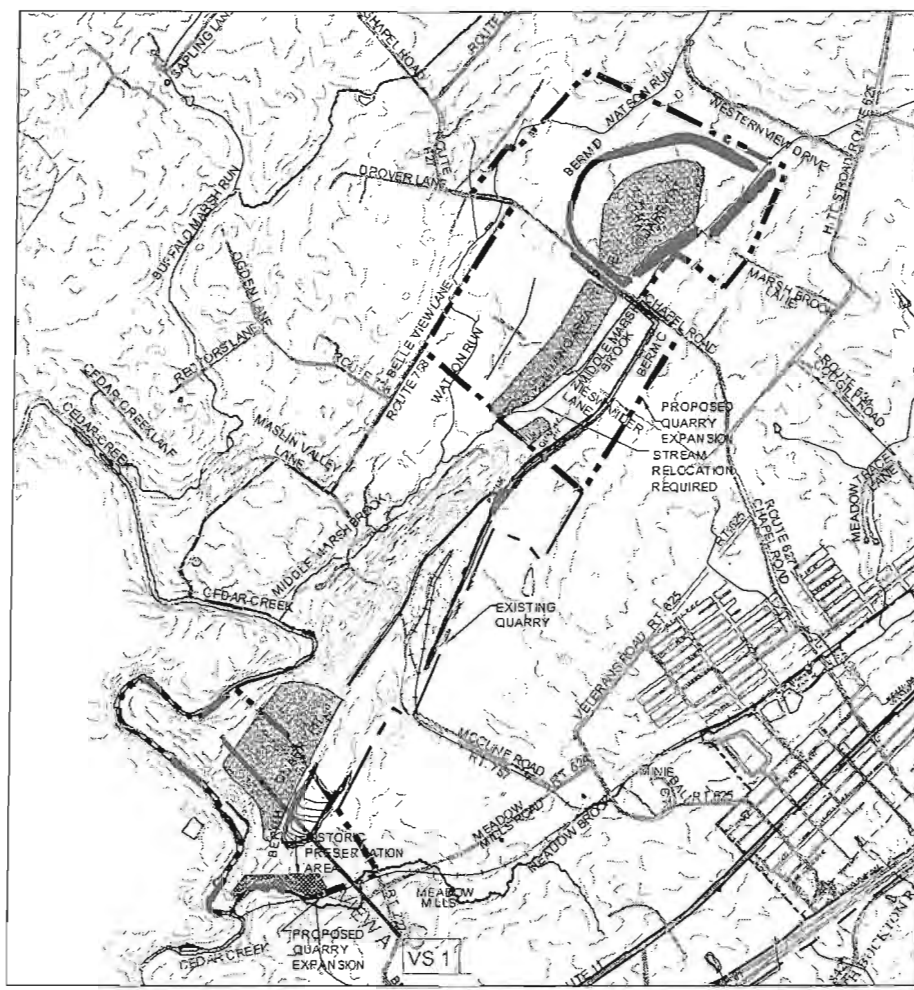




• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 1A

HORIZONTAL SCALE: 1" = 600'
 VERTICAL SCALE: 1" = 300'



KEY MAP

NO SCALE

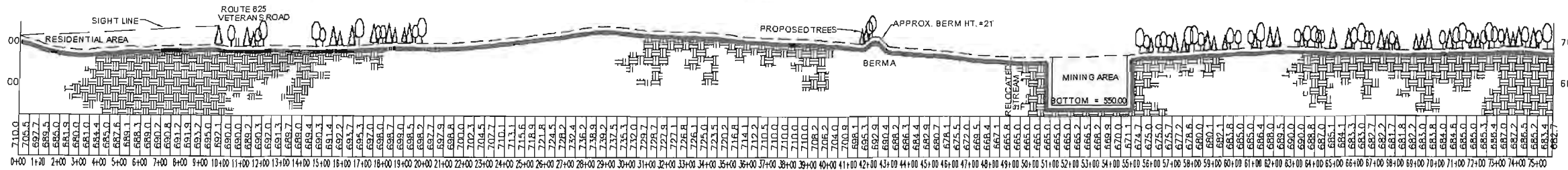
O-N Minerals Chemstone

Frederick County, Virginia

MAY 2008

Patton Harris Rust & Associates, pc
 Engineers, Surveyors, Planners, Landscape Architects.
 PHRA 117 East Piccadilly Street
 Winchester, VA 22601
 T 540-667-2139
 F 540-665-0493

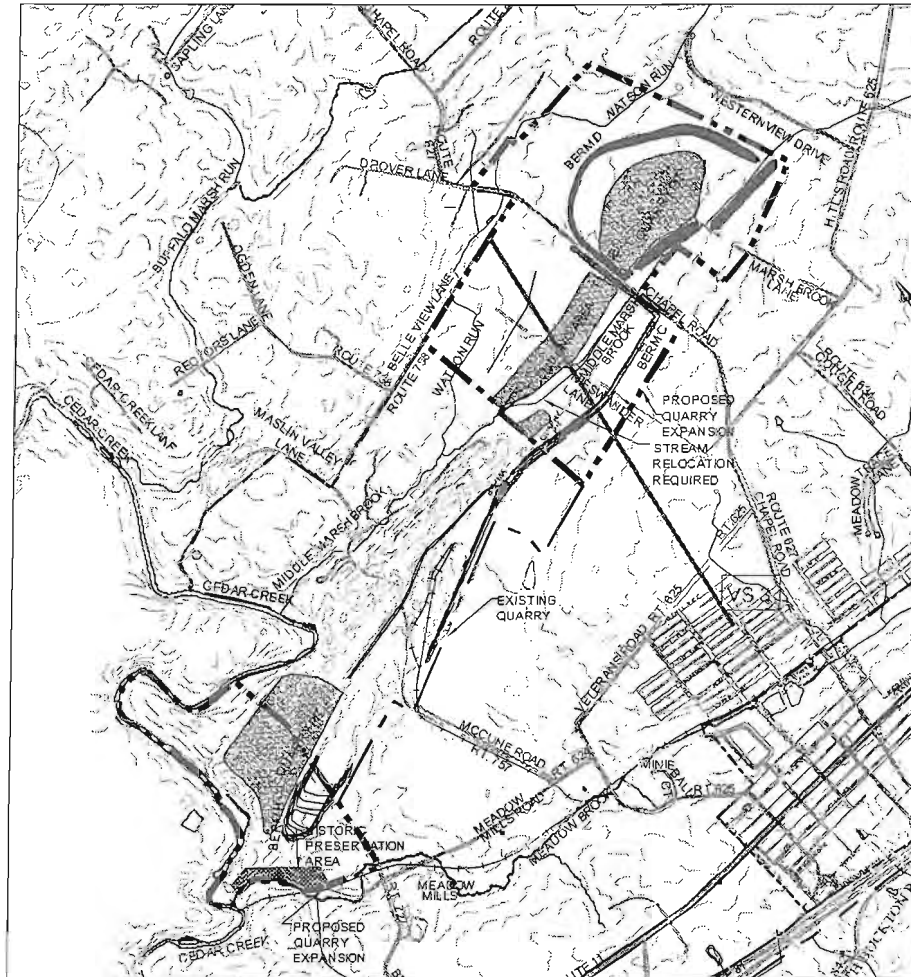




• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 3

HORIZONTAL SCALE: 1" = 600'
 VERTICAL SCALE: 1" = 300'



KEY MAP

NO SCALE

O-N Minerals Chemstone

Frederick County, Virginia

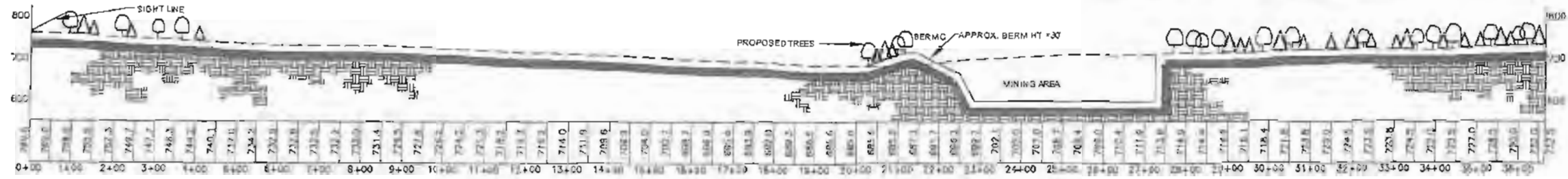
MAY 2008

Patton Harris Rust & Associates, pc
 Engineers, Surveyors, Planners, Landscape Architects.



117 East Piccadilly Street
 Winchester, VA 22601
 T 540-667-2139
 F 540-665-0493

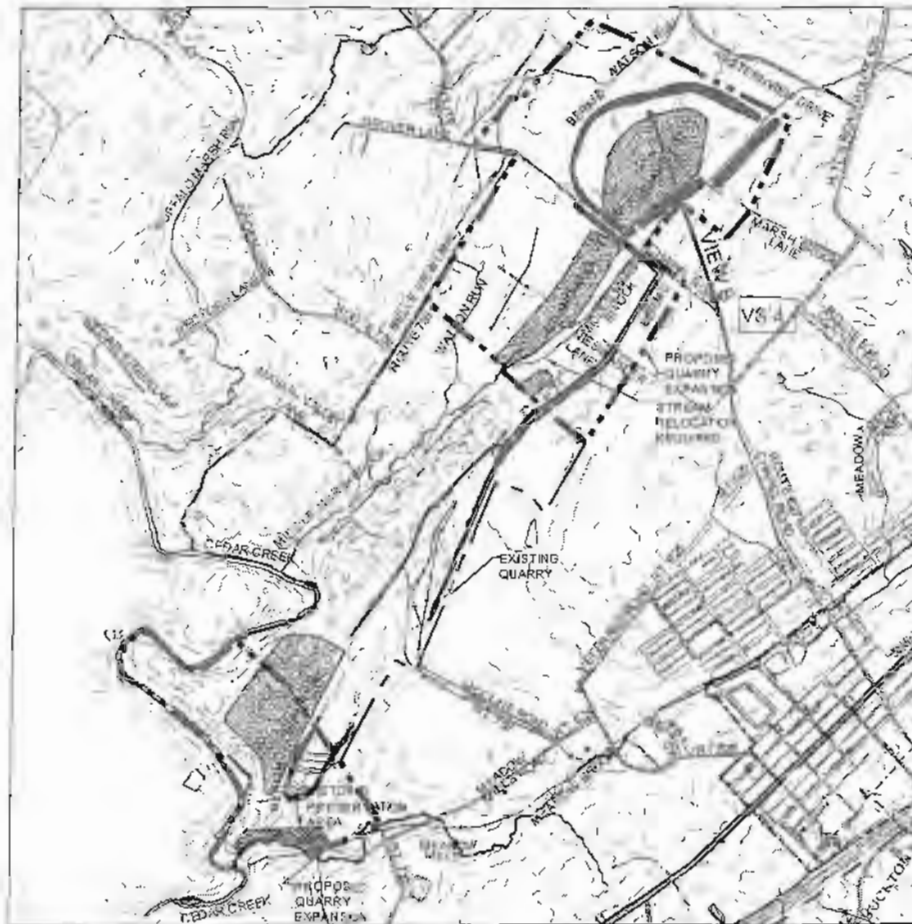




• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 4B

SCALE: 1" = 300'



KEY MAP

NO SCALE

O-N Minerals Chemstone

Frederick County, Virginia

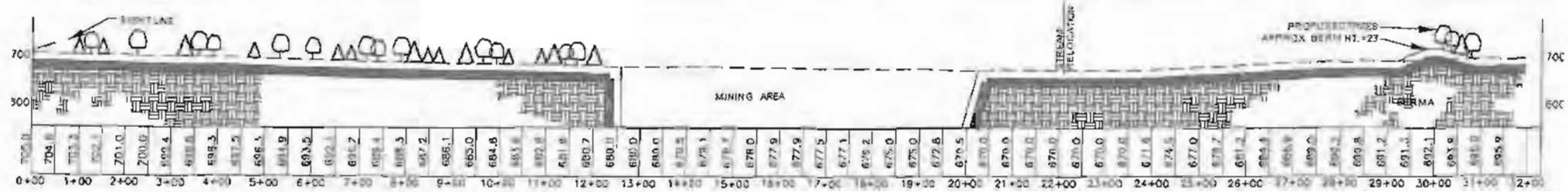
MAY 2008

Patton Harris Rust & Associates, pc
Engineers, Surveyors, Planners, Landscape Architects.

PHRA

117 East Piccadilly Street
Winchester, VA 22301
T 540-667-5139
F 540-585-0493





• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 5A

SCALE: 1" = 300'



KEY MAP

NO SCALE

O-N Minerals Chemstone

Frederick County, Virginia

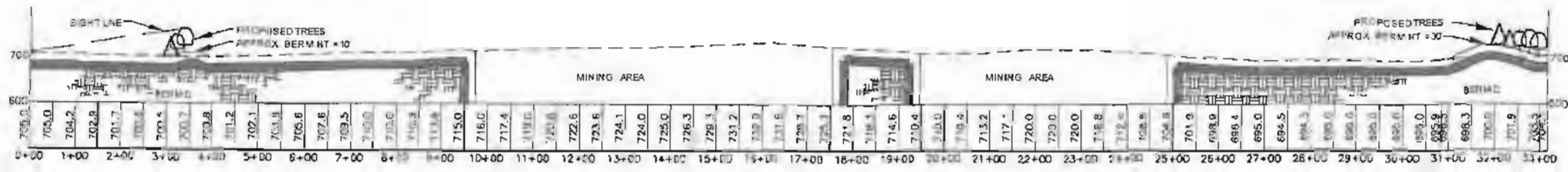
MAY 2008

Patton Harris Rust & Associates, pc
Engineers, Surveyors, Planners, Landscape Architects

PHRA

117 East Fluvanna Street
Winchester, VA 20001
T: 540-337-2118
F: 540-337-2185

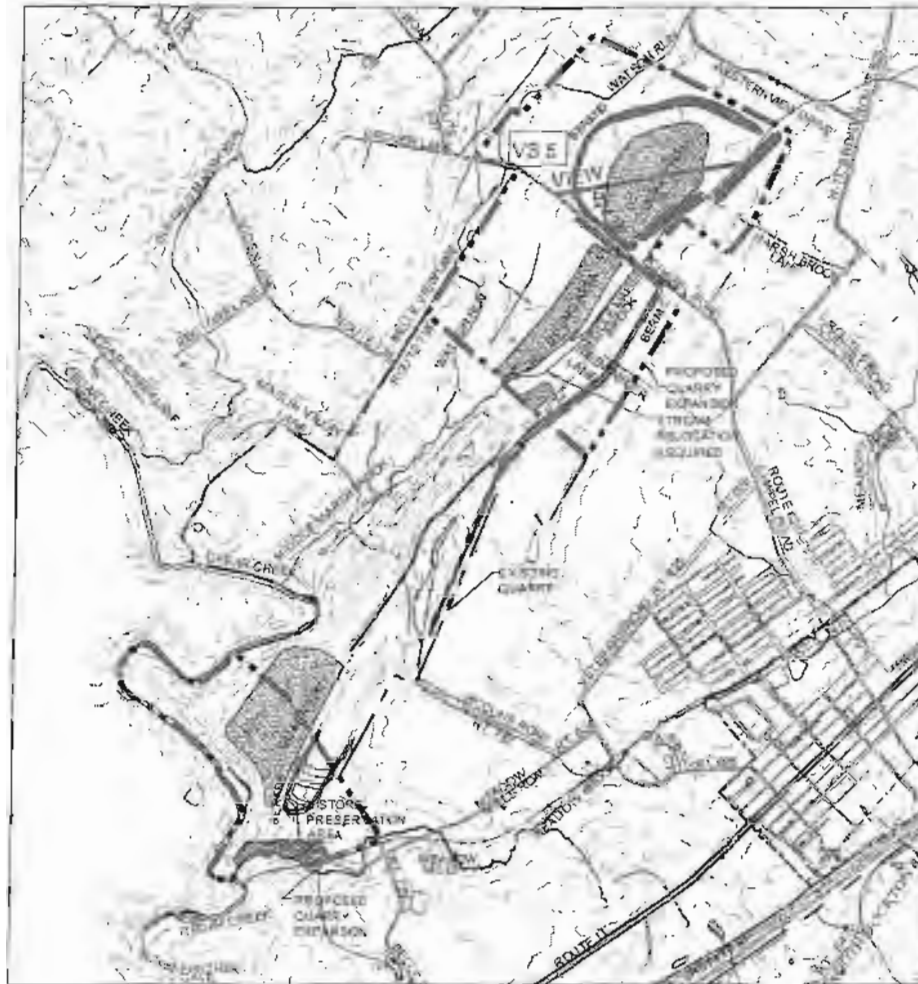




• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 5B

SCALE: 1" = 300'



KEY MAP

NO SCALE

O-N Minerals Chemstone

Frederick County, Virginia

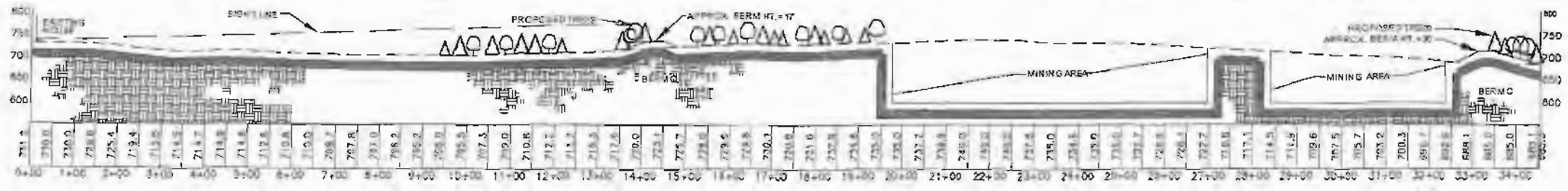
MAY 2008

Patton Harris Rust & Associates, PC
Engineers, Surveyors, Planners, Landscape Architects

PHRA

117 East Potomac Street
Winchester, VA 22601
T 540-527-2139
F 540-527-0103

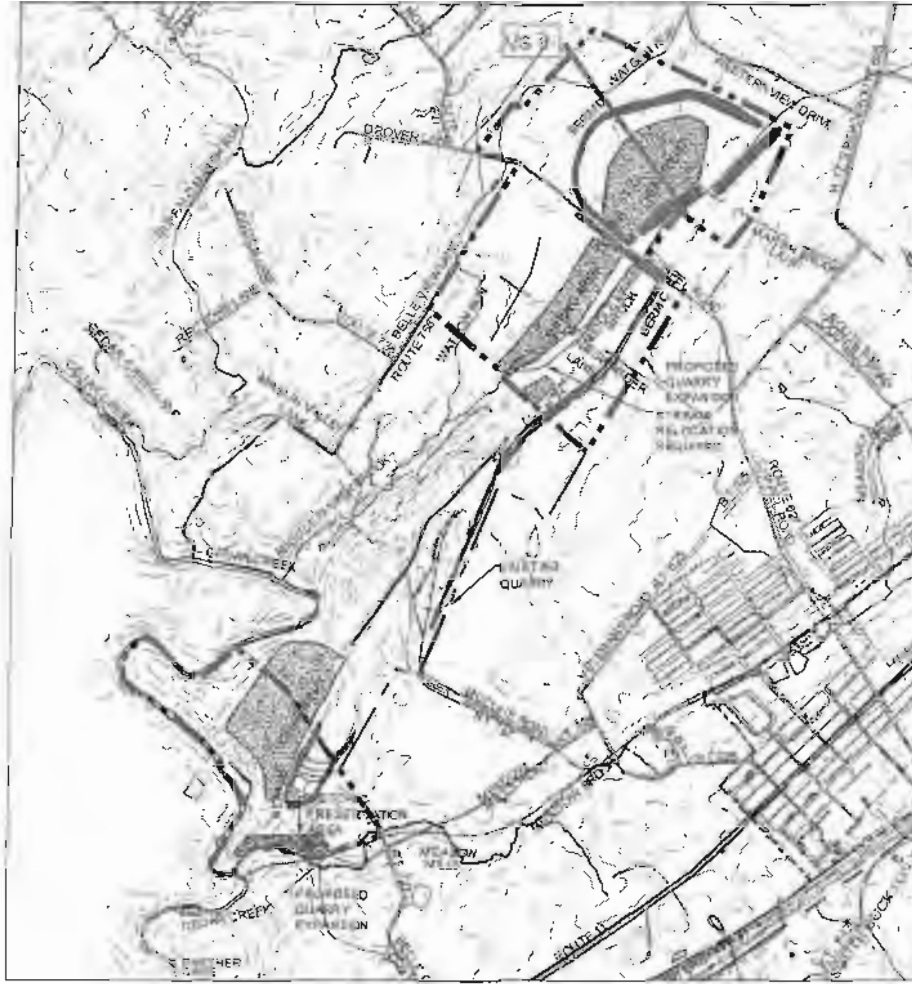




• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 6

SCALE: 1" = 300'



KEY MAP

NO SCALE

O-IN Minerals Chemstone

Frederick County, Virginia

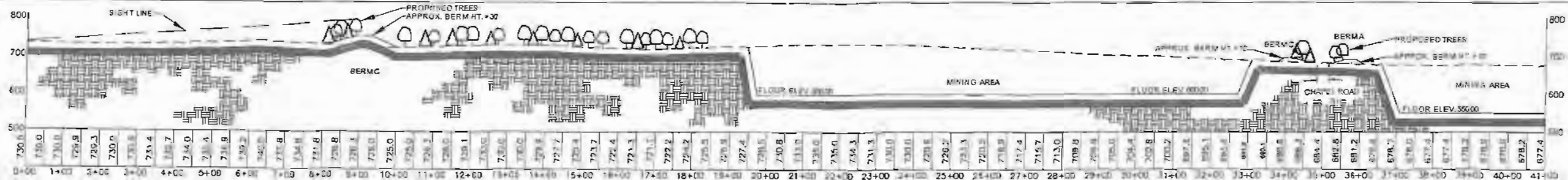
MAY 2008

Patton Harris Rust & Associates, pc
Engineers, Surveyors, Planners, Landscape Architects.

PHR+A

117 East Pocomoke Street
Winchester, VA 22601
T 540-867-2139
F 540-866-0493

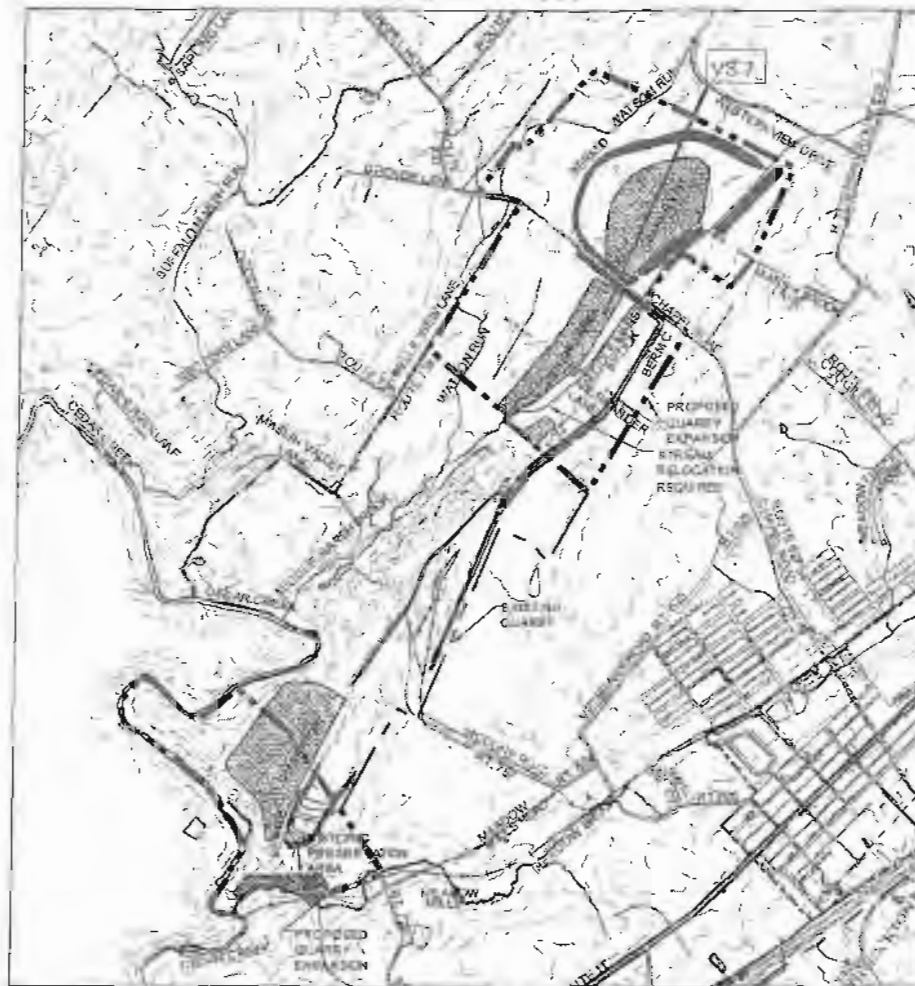




• VEGETATION SHOWN IS EXISTING UNLESS OTHERWISE NOTED.

VIEWSHED 7

SCALE: 1" = 300'



KEY MAP

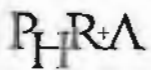
NO SCALE

O-N Minerals Chemstone

Frederick County, Virginia

MAY 2008

Patton Harris Rust & Associates, pc
Engineers, Surveyors, Planners, Landscape Architects.



117 East Placerville Street
Winchester, VA 22601
T 540-557-2133
F 540-557-0463



**REZONING APPLICATION FORM
FREDERICK COUNTY, VIRGINIA**

To be completed by Planning Staff:

Zoning Amendment Number	<u>05-17</u>	Fee Amount Paid	\$ <u>10,000⁰⁰</u>
PC Hearing Date	<u>11/15/17</u>	Date Received	<u>10/17/17</u>
		BOS Hearing Date	<u>12/13/17</u>

The following information shall be provided by the applicant:

All parcel identification numbers, deed book and page numbers may be obtained from the **Office of the Commissioner of Revenue, Real Estate Division, 107 North Kent Street, Winchester.**

1. Applicant:

O-N Minerals (Chemstone) Company

Name: d/b/a Carmeuse Lime & Stone Telephone: 540-465-6802

Address: 11 Stanwix Street, 21st Floor
Pittsburgh, PA 15222

2. Property Owner (if different than above):

Name: _____ Telephone: _____

Address: _____

3. Contact person if other than above:

Name: Thomas Moore Lawson, Esq. Telephone: (540) 665-0050

4. Property Information:

- a. Property Identification Number(s): 83-A-109 & 90-A-23
- b. Total acreage to be rezoned: 394.2
- c. Total acreage of the parcel(s) to be rezoned (if the entirety of the parcel(s) is not being rezoned): _____
- d. Current zoning designation(s) and acreage(s) in each designation: Extractive Manufacturing (EM) 394.2 Acres
- e. Proposed zoning designation(s) and acreage(s) in each designation: Extractive Manufacturing (EM) 394.2 Acres
- f. Magisterial District(s): Back Creek

5. Checklist: Check the following items that have been included with this application.

Location map	<input checked="" type="checkbox"/>	Agency Comments	<input checked="" type="checkbox"/>
Plat	<input checked="" type="checkbox"/>	Fees	<input checked="" type="checkbox"/>
Deed to property	<input checked="" type="checkbox"/>	Impact Analysis Statement	<input checked="" type="checkbox"/>
Verification of taxes paid	<input checked="" type="checkbox"/>	Proffer Statement	<input checked="" type="checkbox"/>
Plat depicting exact meets and bounds for the proposed zoning district	<input type="checkbox"/>		<input type="checkbox"/>
Digital copies (pdf's) of all submitted documents, maps and exhibits	<input type="checkbox"/>		<input type="checkbox"/>

6. The Code of Virginia allows us to request full disclosure of ownership in relation to rezoning applications.

Please list below all owners or parties in interest of the land to be rezoned:

O-N Minerals (Chemstone) Company d/b/a Carmeuse Lime & Stone

7. Adjoining Property: See Attached

<u>PARCEL ID NUMBER</u>	<u>USE</u>	<u>ZONING</u>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>

8. Location: The property is located at (give exact location based on nearest road and distance from nearest intersection, using road names and route numbers):

The subject parcels are situated generally west of the Town of Middletown. Specifically, the Middle Marsh Property is

located east of Belle View Lane (Route 758), and west and adjacent to Hites Road (Route 625), and is further traversed by Chapel

Road (Route 627). The Northern Reserve is bounded to the south by Cedar Creek, and is west and adjacent to Meadow Mills Road (Route 624).

9. The following information should be provided according to the type of rezoning proposed:

Number of Units Proposed

Single Family homes: _____ Townhome: _____ Multi-Family: _____
 Non-Residential Lots: _____ Mobile Home: _____ Hotel Rooms: _____

Square Footage of Proposed Uses

Office: _____ Service Station: _____
 Retail: _____ Manufacturing: _____
 Restaurant: _____ Warehouse: _____
 Commercial: _____ Other: 78 Acres - quarry pits

10. Signature:

I (we), the undersigned, do hereby respectfully make application and petition the Frederick County Board of Supervisors to amend the zoning ordinance and to change the zoning map of Frederick County, Virginia. I (we) authorize Frederick County officials to enter the property for site inspection purposes.

I (we) understand that the sign issued when this application is submitted must be placed at the front property line at least seven days prior to the Planning Commission public hearing and the Board of Supervisors public hearing and maintained so as to be visible from the road right-of-way until the hearing.

I (we) hereby certify that this application and its accompanying materials are true and accurate to the best of my (our) knowledge.

Applicant(s): Mauli D. Basile Date: 01/18/2017

_____ Date: _____

Owner(s): Mauli D. Basile Date: 01/18/2017

_____ Date: _____

ADJOINING PROPERTY OWNERS

Owners of property adjoining the land will be notified of the Planning Commission and the Board of Supervisors meetings. For the purpose of this application, **adjoining property is any property abutting the requested property on the side or rear or any property directly across a public right-of-way, a private right-of-way, or a watercourse from the requested property.** The applicant is required to obtain the following information on each adjoining property including the parcel identification number which may be obtained from the office of the Commissioner of Revenue. *The Commissioner of the Revenue is located on the 2nd floor of the Frederick County Administrative Building, 107 North Kent Street.*

Name and Property Identification Number	Address
Name SOMPANDH WANANT	4834 GAINSBOROUGH DRIVE
Property # 84-6-1	FAIRFAX, VA 22032
Name WILLIAM AND LAURIE HUNTER	151 WESTERNVIEW DRIVE
Property # 84-6-2	MIDDLETOWN, VA 22645
Name KEVIN AND ELIZABETH BARRINGTON	205 WESTERNVIEW DRIVE
Property # 84-6-3	MIDDLETOWN, VA 22645
Name DANIEL E. TAYLOR, JR.	241 WESTERNVIEW DRIVE
Property # 84-6-4	MIDDLETOWN, VA 22645
Name MARK AND NATASHA HOWARD	277 WESTERNVIEW DRIVE
Property # 84-6-5	MIDDLETOWN, VA 22645
Name DONALD AND DONNA HOPKINS	325 WESTERNVIEW DRIVE
Property # 84-6-6	MIDDLETOWN, VA 22645
Name MICHAEL AND SANDRA SWIGER	357 WESTERNVIEW DRIVE
Property # 84-6-7	MIDDLETOWN, VA 22645
Name BARBARA J. BASILE	379 WESTERNVIEW DRIVE
Property # 84-6-8	MIDDLETOWN, VA 22645
Name JAMES AND SHARON SANTMYERS	411 WESTERNVIEW DRIVE
Property # 84-6-9	MIDDLETOWN, VA 22645

Name and Property Identification Number	Address
Name KEITH AND LINDA MCNEELY	443 WESTERNVIEW DRIVE
Property # 84-6-10	MIDDLETOWN, VA 22645
Name HAROLD F. STALCUP	3458 ZEPP ROAD
Property # 84-6-11	MAURERTOWN, VA 22644
Name PAUL J. CLEVINGER	451 WESTERNVIEW DRIVE
Property # 84-6-12	MIDDLETOWN, VA 22645
Name LYNNETTE C. DALTON	430 WESTERNVIEW DRIVE
Property # 84-6-13	MIDDLETOWN, VA 22645
Name JOHN AND MEGAN HANSEN	342 WESTERNVIEW DRIVE
Property # 84-6-14	MIDDLETOWN, VA 22645
Name SYLVIA A. BOTTOMLY	300 WESTERNVIEW DRIVE
Property # 84-6-15	MIDDLETOWN, VA 22645
Name EDWIN AND ELIZABETH STREUN	276 WESTERNVIEW DRIVE
Property # 84-6-16	MIDDLETOWN, VA 22645
Name KURT AND DENISE BORGOYN	210 WESTERNVIEW DRIVE
Property # 84-6-17	MIDDLETOWN, VA 22645
Name WILLIAM BENSON HANMER III	120 WESTERNVIEW DRIVE
Property # 84-6-18	MIDDLETOWN, VA 22645
Name GARY S. & DALE A. NICHOLS	216 MARSH BROOK LANE
Property # 84-A-7	MIDDLETOWN, VA 22645
Name RICHARD A. & JANET S. DYE	11310 VALE ROAD
Property # 84-A-12	OAKTON, VA 22124
Name H & E, LC	1832 CHAPEL ROAD
Property # 84-A-17	MIDDLETOWN, VA 22645
Name WILLIAM AND MELYNDA HOEMMEN	1875 HITES ROAD
Property # 84-A-17A	MIDDLETOWN, VA 22645
Name PATRICIA HUDGINS AND ROBERT RENNER	1786 CHAPEL ROAD
Property # 91-A-7	MIDDLETOWN, VA 22645

Name and Property Identification Number	Address
Name JOHN S. SCULLY IV AND WINCHESTER WAREHOUSING	114 NORTH CAMERON STREET
Property # 84-6-22	WINCHESTER, VA 22601
Name DENNIS F. BOYER	165 DROVER LANE
Property # 83-A-107; 83-A-108; 83-A-108B	MIDDLETOWN, VA 22645
Name THOMAS AND DORA BOWMAN	1115 CHAPEL ROAD
Property # 83-A-106	MIDDLETOWN, VA 22645
Name JEAN SINGH	190 NEWELL DRIVE
Property # 83-A-103B	MIDDLETOWN, VA 22645
Name GARRETT FARMS, LLC	224 MEADOW MILLS ROAD
Property # 90-A-20; 84-A-16	MIDDLETOWN, VA 22645
Name MILDRED G. BRUMBACK	420 BELLE GROVE ROAD
Property # 90-A-26	MIDDLETOWN, VA 22645
Name BARRY L. BOWSER	P.O. BOX 21
Property # 90-A-25	MIDDLETOWN, VA 22645
Name CEDAR CREEK BATTLEFIELD FOUNDATION INC.	P.O. BOX 229
Property # 90-A-23A	MIDDLETOWN, VA 22645
Name BLUEGRASS MATERIALS COMPANY LLC	200 WEST FORSYTH STREET, SUITE 1200
Property # 90-A-22	JACKSONVILLE, FL 32202
Name MIDDLETOWN HUNT CLUB INC.	P.O. Box 121
Property # 90-A-24	MIDDLETOWN, VA 22645
Name	
Property #	
Name	
Property #	
Name	
Property #	
Name	
Property #	

P



COUNTY of FREDERICK

Department of Planning and Development
540/ 665-5651
Fax: 540/ 665-6395

MEMORANDUM

TO: Frederick County Board of Supervisors
FROM: Mark Cheran, Zoning Administrator *MCC*
RE: Winchester 101 LLC (CUP #07-18)
DATE: July 20, 2018

Staff has received a request from the Applicant of CUP #07-18 Winchester 101 LLC for a postponement of this item until a later date to address items brought forth by the Planning Commission at their July 6, 2018 meeting.

Should you have any questions please contact me at 665-5651.

MRC/pd



CONDITIONAL USE PERMIT #07-18
WINCHESTER 101 LLC – Country General Store
Staff Report for the Board of Supervisors
Prepared: July 17, 2018
Staff Contact: Mark R. Cheran, Zoning Administrator

	<u>Reviewed</u>	<u>Action</u>
Planning Commission:	06/06/18	Recommended Denial
Board of Supervisors:	07/25/18	Pending

PROPOSAL: Request to amend Conditional Use Permit #13-96 (CUP #13-96).

LOCATION: The subject property is located at 4780 Northwestern Pike, Winchester, Virginia.

EXECUTIVE SUMMARY AND STAFF CONCLUSIONS FOR THE 07/25/18 BOARD OF SUPERVISORS MEETING:

This is a request to amend existing Conditional Use Permit #13-96 (CUP #13-96) for a Country General Store, to change the hours of the operation; to a 24-hour operation by deleting the following condition:

Condition 7 The permitted hours of operation of the market will be from 5:00 AM to midnight.

Amended Condition 7: The hours of operation may be 24-hours.

Should the Board of Supervisors find this use appropriate, Staff would recommend the following conditions be placed on the CUP:

1. A site plan must be submitted and approved for the proposed addition prior to any construction activity.
2. Any future expansion of this facility or change of use will require a new conditional use permit.
3. All review agency comments and requirements must be complied with at all times.
4. At the time of site plan submittal, a buffer shall be considered along the property line of the adjoining residence which would reduce light pollution, sound pollution, and be able to catch blowing debris.

Page 2

CUP #07-18, Winchester 101 LLC.

July 17, 2018

5. If an external speaker is used for the drive-in window, the volume must be controlled so it is not a noise nuisance to adjoining residences.
6. The required screening to the east of the store site may be dense low screen that would capture any blowing paper or debris that escapes from the market site.
7. **The hours of operation may be 24-hours.**

Following this public hearing, a decision regarding this Conditional Use Permit application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.

This report is prepared by the Frederick County Planning Staff to provide information to the Planning Commission and the Board of Supervisors to assist them in making a decision on this application. It may also be useful to others interested in this zoning matter.

	<u>Reviewed</u>	<u>Action</u>
Planning Commission:	06/06/18	Recommended Denial
Board of Supervisors:	07/25/18	Pending

PROPOSAL: Request to amend Conditional Use Permit #13-96 (CUP #13-96).

LOCATION: This property is located at 4780 Northwestern Pike, Winchester, Virginia.

MAGISTERIAL DISTRICT: Gainesboro

PROPERTY ID NUMBER: 40-A-66D

PROPERTY ZONING: RA (Rural Areas District)

PRESENT USE: Country General Store

ADJOINING PROPERTY ZONING & PRESENT USE:

North: RA (Rural Areas)	Use: Residential
South: RA (Rural Areas)	Use: Residential
East: RA (Rural Areas)	Use: Residential
West: RA (Rural Areas)	Use: Residential

Planning and Zoning: This is a request to amend existing Conditional Use Permit #13-96 (CUP #13-96) for a country general store approved by the Board of Supervisors on December 11, 1996. Currently, this country general store has hours of operation as noted by: **Condition 7** **The permitted hours of operation of the market will be from 5:00 AM to midnight.** The Applicant is requesting to amend *Condition 7 of the CUP to: The hours of operation may be 24-hours.*

STAFF CONCLUSION FOR THE 06/06/18 PLANNING COMMISSION MEETING:

This is a request to amend existing Conditional Use Permit #13-96 (CUP # 13-96) for a Country General Store to change the hours of the operation, to a 24-hour operation. Should the Planning Commission find this use appropriate, Staff would recommend the following conditions be placed on the CUP:

1. A site plan must be submitted and approved for the proposed addition prior to any construction activity.
2. Any future expansion of this facility or change of use will require a new conditional use permit.
3. All review agency comments and requirements must be complied with at all times.
4. At the time of site plan submittal, a buffer shall be considered along the property line of the adjoining residence which would reduce light pollution, sound pollution, and be able to catch blowing debris.
5. If an external speaker is used for the drive-in window, the volume must be controlled so it is not a noise nuisance to adjoining residences.
6. The required screening to the east of the store site may be dense low screen that would capture any blowing paper or debris that escapes from the market site.
7. **The hours of operation may be 24-hours.**

PLANNING COMMISSION SUMMARY AND ACTION FOR THE 06/06/18 MEETING:

Staff reported this is a revision to the conditions of Conditional Use Permit #13-96 submitted to change the hours of operation. Staff continued, the property is zoned RA (Rural Areas) and the current land use is Country General Store (CUP #13-96); a location map of the property was presented. Staff explained, CUP #13-96 was approved by the Board of Supervisors on December 11, 1996. Mr. Cheran continued, one of the conditions of CUP #13-96 is the hours of operation being 5:00 a.m. to midnight; the Applicant is requesting to amend this condition, changing the hours of operation to being opened 24-hours. Staff noted, the only change in the conditions would be changing the hours (Condition #7, hours of operation).

Mr. Vicci Prea, General Manager of Winchester 101, LLC came forward and explained this location is a last stop for some heading towards West Virginia. The Applicant commented staying open 24-hours would improve the safety of the store and provide a service that customers

Page 5

CUP #07-18, Winchester 101 LLC.

July 17, 2018

have requested. A Commission Member disagreed that staying open 24-hours would improve safety issues. A Commission Member inquired how many employees would be working during the extended hours. Mr. Prea explained three employees will work until 11:00 p.m. and two employees will work until the morning. A Commission Member asked what types of trucks come by the store in the middle of the night and inquired if they are refueling trucks. Mr. Prea stated refueling trucks typically comes around 4:00 a.m.

Ms. Brenda Newcome who lives across from the store spoke in opposition of extending the store hours. She explained the lights are too bright in the middle of the night and there are a lot of trucks going into the store at night causing a tremendous amount of noise. Ms. Newcome concluded, she does not want to see this store become a truck stop and feels the extended hours are not necessary.

Mr. William Shevokas, a nearby property owner commented this store from the inception has been the cause of destruction of peace and tranquility in the neighborhood. Mr. Shevokas continued, traffic is horrendous; the gas station is a magnet for big trucks and motorcycles; noise is a problem during the day and night. Mr. Shevokas concluded the store has been robbed before and he fears for the safety of surrounding neighbors.

Mr. Mark Stivers of Gainesboro spoke in opposition of the amended hours. Mr. Stivers noted, the light pollution from the store is astounding and feels there should not be 24-hours of operation granted.

Mr. Edward Menefee, owner of the adjoining property came forward. Mr. Menefee shared his concerns: there is no storm water management in place, run off goes to his property; the traffic and noise are a problem; the buffer on the original site plan has not been maintained, trash continuously blows on his property. Mr. Menefee requested this application be denied.

Mr. James Bucher came forward and commented he lived in the house next to the store and feels the store should stay open 24-hours. Mrs. Catherine Bucher once resided beside the store and commented she agrees with both sides of this situation.

Mrs. Barbara Menefee the adjoining property owner emphasized her lot and the store lot are part of Devland Estates; noise is an issue for this neighborhood. Mrs. Menefee commented this is not an essential service to the community; the conditions are very minimal; and this is no longer a "Country Store". She requested this application be denied.

A Commission Member inquired is this store grandfathered. Staff explained the CUP in 1996 was for an expansion. The Commission Member commented it appears the current store is in violation of two conditions: one for buffers, trash, lighting; and the second for the hours of operations. Staff explained with the site plan submitted in 1996, there is a fence on the east side and storm water management was approved at that time. Mr. Cheran noted the Applicant has

been cited for violating the hours of operation. A Commission Member inquired how many times has the present owner been cited for violating conditions of the CUP. Staff noted the current owners have been cited once for violating the hours of operation. A Commission Member shared he is not in favor of extending the hours of operation; the need to pull CUP's for violating conditions should be addressed. A Commission Member commented that CUP's convey with the property however, violations convey to the owner. Staff noted that is correct.

A motion was made, seconded, and unanimously passed to recommend denial of CUP #07-18, specifically to amend condition 7 the hours of operation.

(Note: Commissioners Mohn, Manuel, Molden, and Unger were absent from the meeting.)

CONCLUSION FOR THE 07/25/18 BOARD OF SUPERVISORS MEETING:

This is a request to amend existing Conditional Use Permit #13-96 (CUP #13-96) for a Country General Store, to change the hours of the operation; to a 24-hour operation by deleting the following condition:

Condition 7 The permitted hours of operation of the market will be from 5:00 AM to midnight.

Amended Condition 7: The hours of operation may be 24-hours.

Should the Board of Supervisors find this use appropriate, Staff would recommend the following conditions be placed on the CUP:

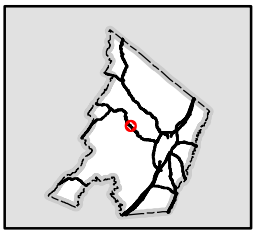
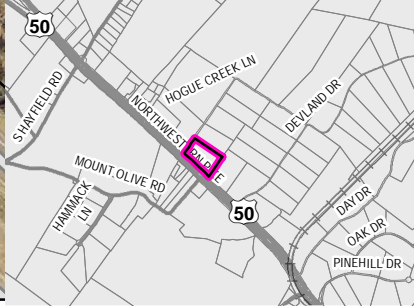
1. A site plan must be submitted and approved for the proposed addition prior to any construction activity.
2. Any future expansion of this facility or change of use will require a new conditional use permit.
3. All review agency comments and requirements must be complied with at all times.
4. At the time of site plan submittal, a buffer shall be considered along the property line of the adjoining residence which would reduce light pollution, sound pollution, and be able to catch blowing debris.
5. If an external speaker is used for the drive-in window, the volume must be controlled so it is not a noise nuisance to adjoining residences.

Page 7
CUP #07-18, Winchester 101 LLC.
July 17, 2018

6. The required screening to the east of the store site may be dense low screen that would capture any blowing paper or debris that escapes from the market site.
7. **The hours of operation may be 24-hours.**

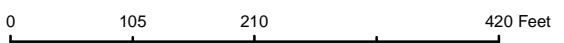
Following this public hearing, a decision regarding this Conditional Use Permit application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.

CUP # 07 - 18
Winchester 101, LLC
 PIN:
 40 - A - 66D
 Convenience Store
 Zoning Map



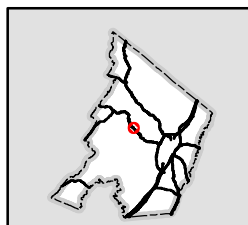
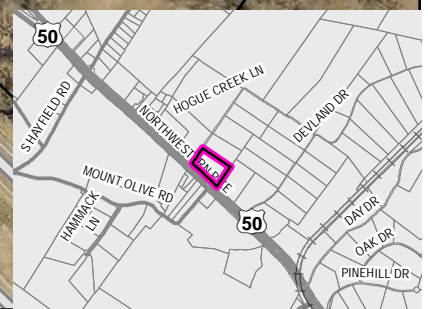
CUP # 07 - 18
Winchester 101, LLC
 PIN:
 40 - A - 66D
 Convenience Store
 Zoning Map

Note:
 Frederick County Dept of
 Planning & Development
 107 N Kent St
 Suite 202
 Winchester, VA 22601
 540 - 665 - 5651
 Map Created: April 30, 2018
 Staff: mcheran



- Applications
- Parcels
- Building Footprints
- B1 (Neighborhood Business District)
- B2 (General Business District)
- B3 (Industrial Transition District)
- EM (Extractive Manufacturing District)
- HE (Higher Education District)
- M1 (Light Industrial District)
- M2 (Industrial General District)
- MH1 (Mobile Home Community District)
- MS (Medical Support District)
- OM (Office - Manufacturing Park)
- R4 (Residential Planned Community District)
- R5 (Residential Recreational Community District)
- RA (Rural Areas District)
- RP (Residential Performance District)




CUP # 07 - 18
Winchester 101, LLC
 PIN:
 40 - A - 66D
 Convenience Store
 Location Map

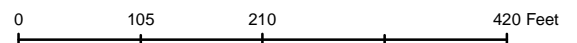


CUP # 07 - 18
Winchester 101, LLC
 PIN:
 40 - A - 66D
 Convenience Store
 Location Map

Note:
 Frederick County Dept of
 Planning & Development
 107 N Kent St
 Suite 202
 Winchester, VA 22601
 540 - 665 - 5651
 Map Created: April 30, 2018
 Staff: mcheran



-  Applications
-  Parcels
-  Building Footprints





Submittal Deadline	5/11/18
P/C Meeting	6/6/18
BOS Meeting	7/25/18

**APPLICATION FOR CONDITIONAL USE PERMIT
FREDERICK COUNTY, VIRGINIA**

1. Applicant (check one): Property Owner Other

NAME: MR PRAKASH PATEL

ADDRESS: 5011 PINEY BRANCH ROAD FAIRFAX, VA 22030

TELEPHONE: 703-475-9640

2. Please list all owners, occupants, or parties in interest of the property:

MR PRAKASH PATEL

3. The property is located at: (please give exact directions and include the route number of your road or street)

4780 NORTH WESTERN PIKE WINCHESTER, VA 22603

4. The property has a road frontage of 605 feet and a depth of 324 feet and consists of 5.06 acres. (Please be exact)

5. The property is owned by WINCHESTER 101 LLC as evidenced by deed from PMG HUDMI LLC (previous owner) recorded in deed book no. 625 on page 236, as recorded in the records of the Clerk of the Circuit Court, County of Frederick.

6. Property Identification Number (P.I.N.) 40A 66D
Magisterial District GAINES BORO
Current Zoning _____

7. Adjoining Property:

	<u>USE</u>	<u>ZONING</u>
North	<u>WOODS</u>	<u>R.A</u>
East	<u>RESIDENT</u>	<u>R.A</u>
South	<u>RESIDENT</u>	<u>R.A</u>
West	<u>CROSS-RESIDENT</u>	<u>R.A</u>

8. The type of use proposed is (consult with the Planning Dept. before completing):

REQUEST TO OPEN 24 HOURS

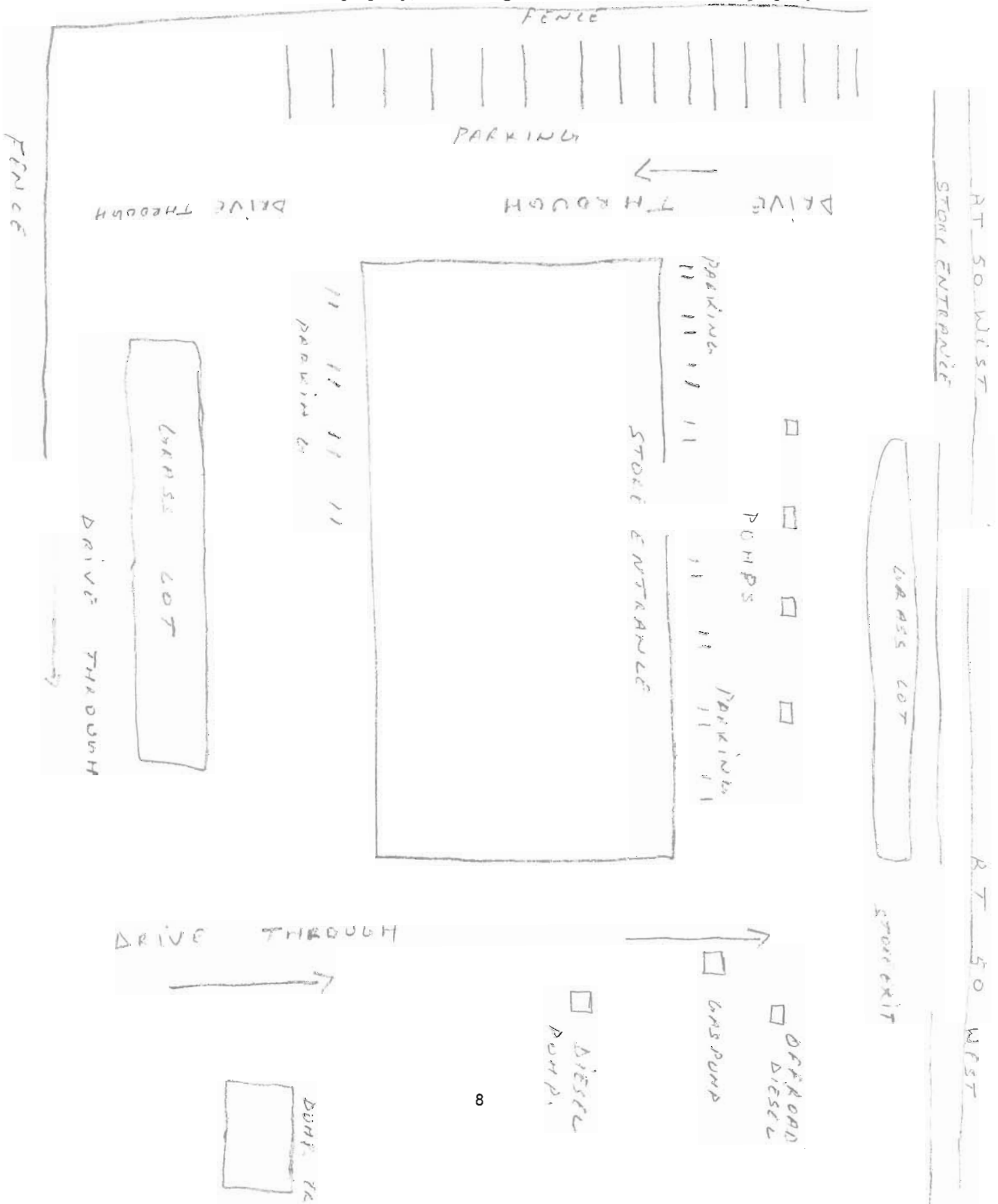
9. It is proposed that the following buildings will be constructed:

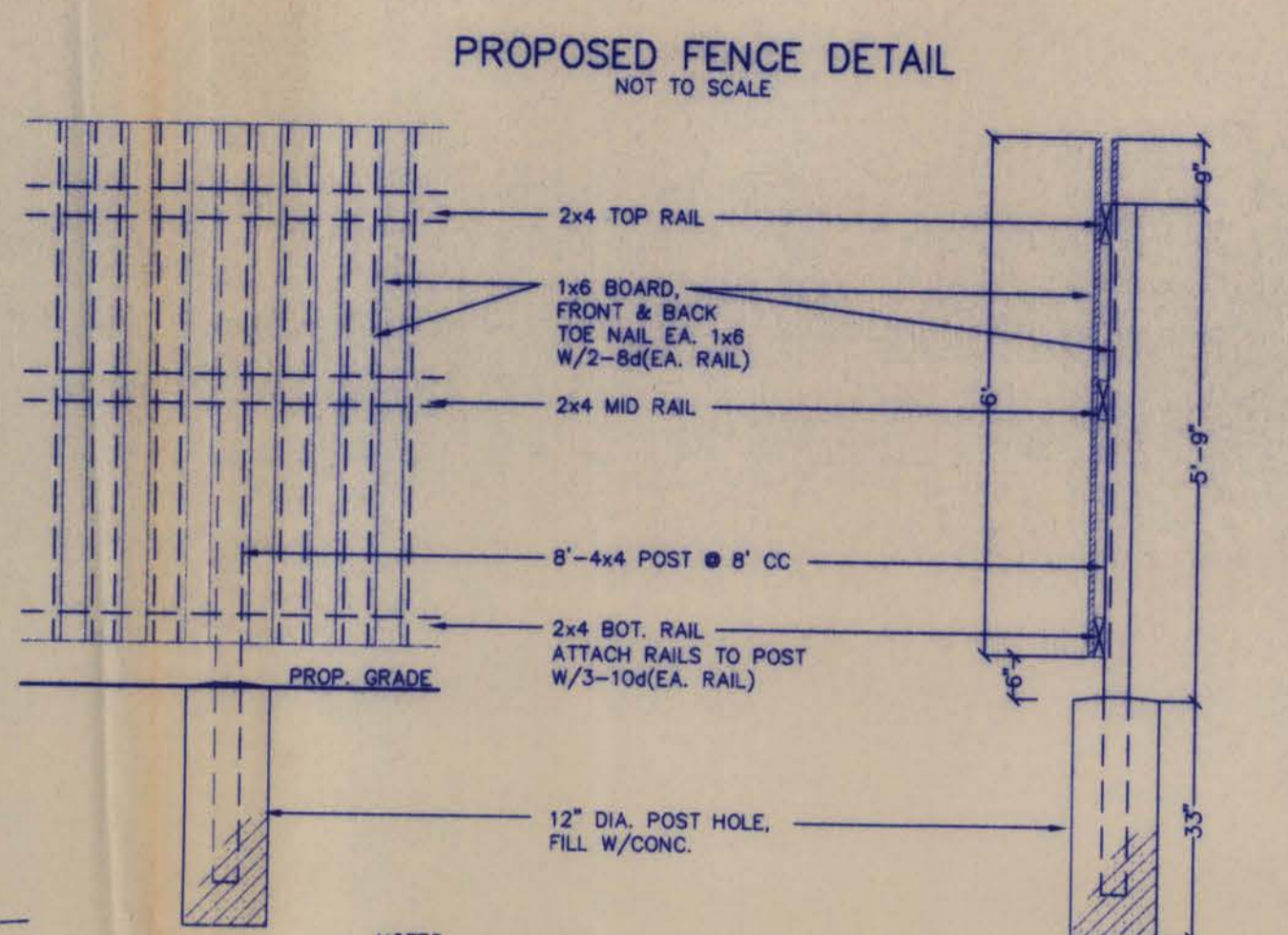
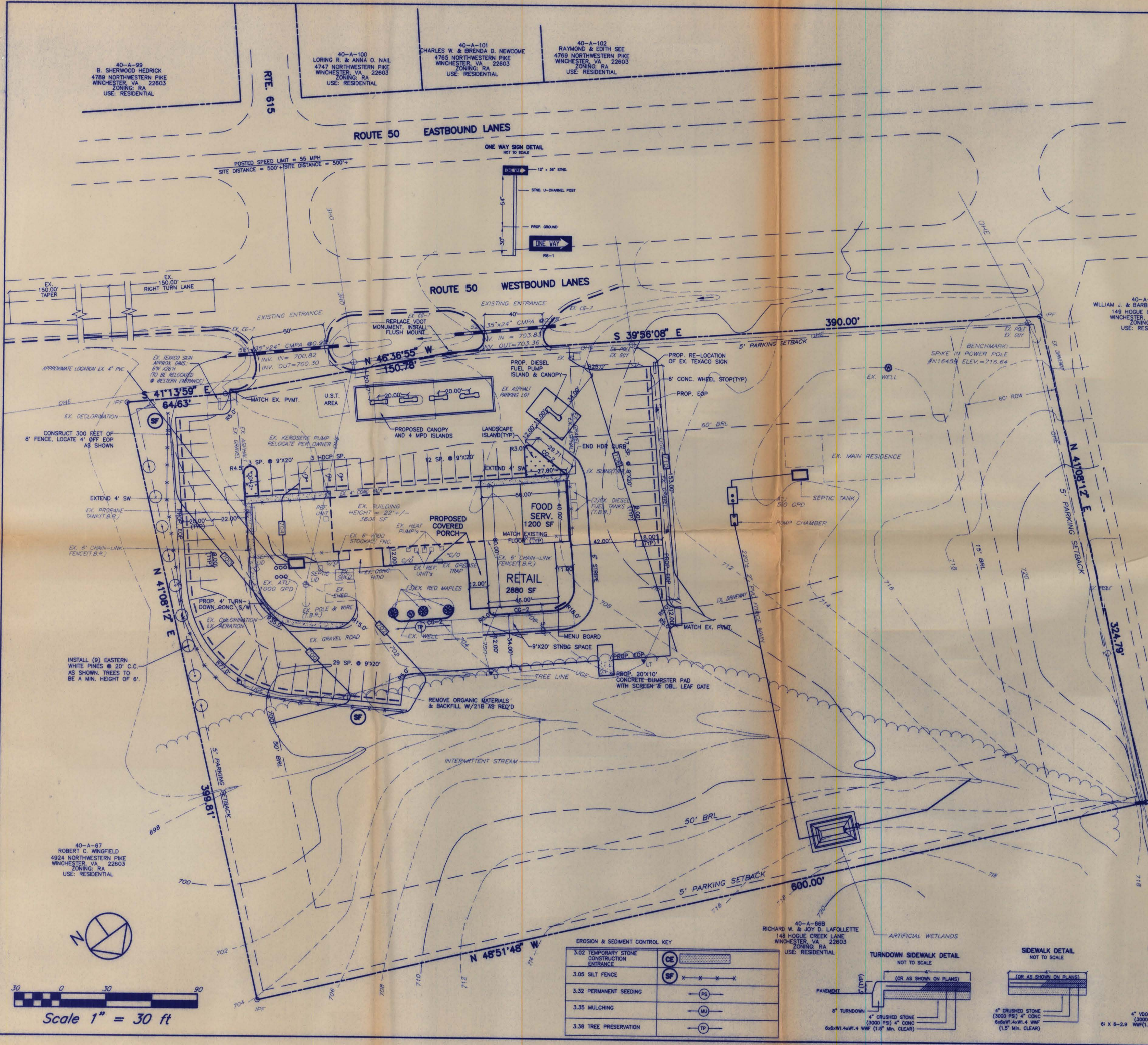
NO.

10. The following are all of the individuals, firms, or corporations owning property adjacent to both sides and rear and in front of (across street from) the property where the requested use will be conducted. (Continue on back if necessary.)
These people will be notified by mail of this application:

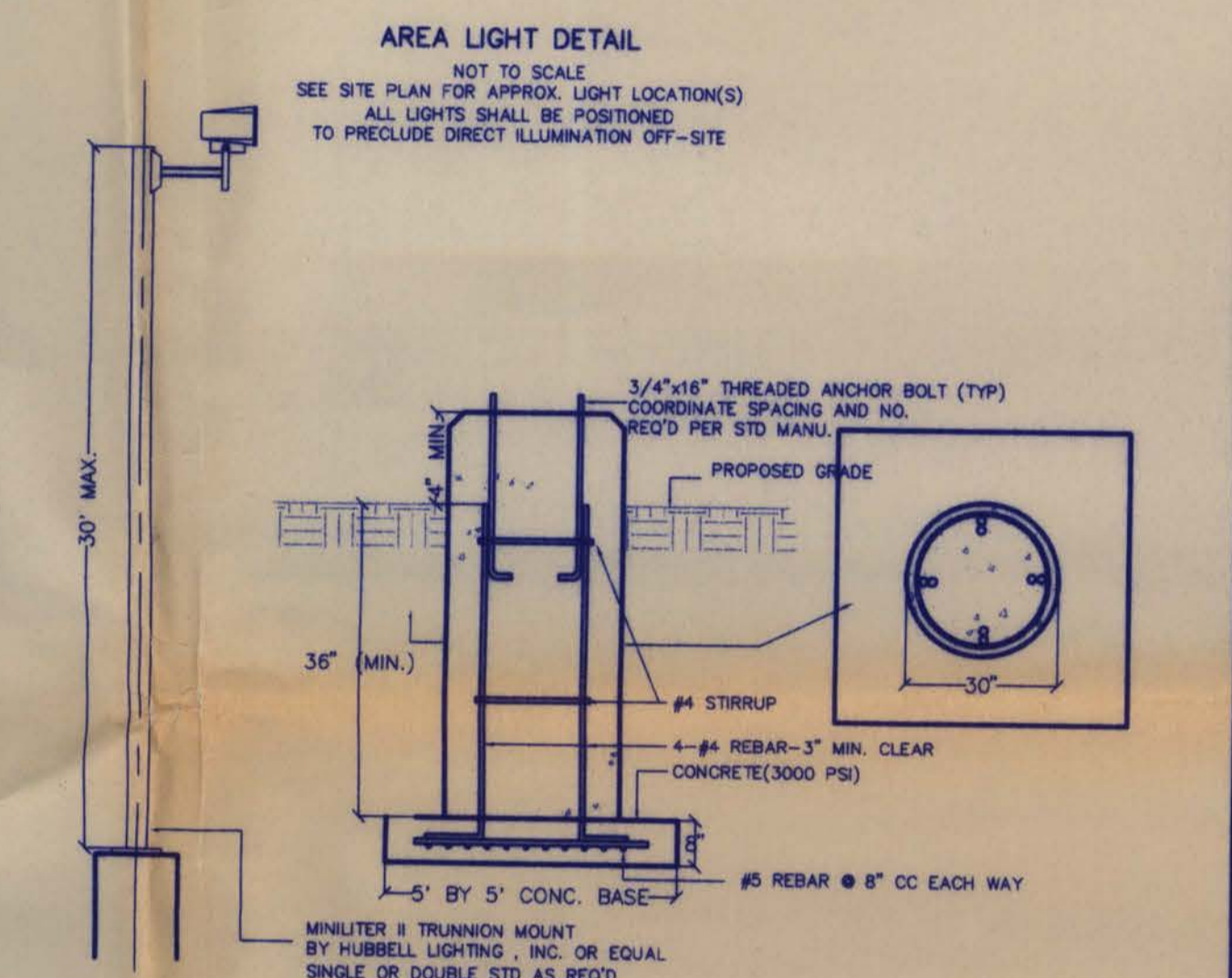
Name and Property Identification Number	Address
Name <u>MENEPEE EDWARD D</u>	<u>102 CAMARQUE CT</u> <u>STEPHENS CITY VA 22655</u>
Property # <u>PIN NO. 40 2167</u>	
Name <u>TINLHER GEORGE W</u>	<u>148 HOGUE CREEK LANE</u> <u>WINCHESTER VA 22603</u>
Property # <u>PIN NO. 40 A 66B</u>	
Name <u>NAIL LORING SCOTT ET AL</u>	<u>484 VALLEY MILL ROAD</u> <u>WINCHESTER VA 22603</u>
Property # <u>40 A 100</u>	
Name <u>NEWCOMB CHARLES W</u>	<u>4765 N WESTERN PIKE</u> <u>WINCHESTER VA 22603</u>
Property # <u>40 A 101</u>	
Name <u>SEE RAYMOND</u>	<u>4769 N WESTERN PIKE</u> <u>WINCHESTER VA 22603</u>
Property # <u>40 A 102</u>	
Name <u>R.W.S LLC</u>	<u>P.O. BOX 650</u> <u>CAPON BRIDGE WEST VIRGINIA</u>
Property # <u>40 A. 99</u>	
Name <u>SHEVOKAS WILLIAM D</u>	<u>149 HOGUE CREEK LN</u> <u>WINCHESTER VA 22603</u>
Property # <u>40 A 66A</u>	

11. Please use this page for your sketch of the property. Show proposed and/or existing structures on the property, including measurements to all property lines.

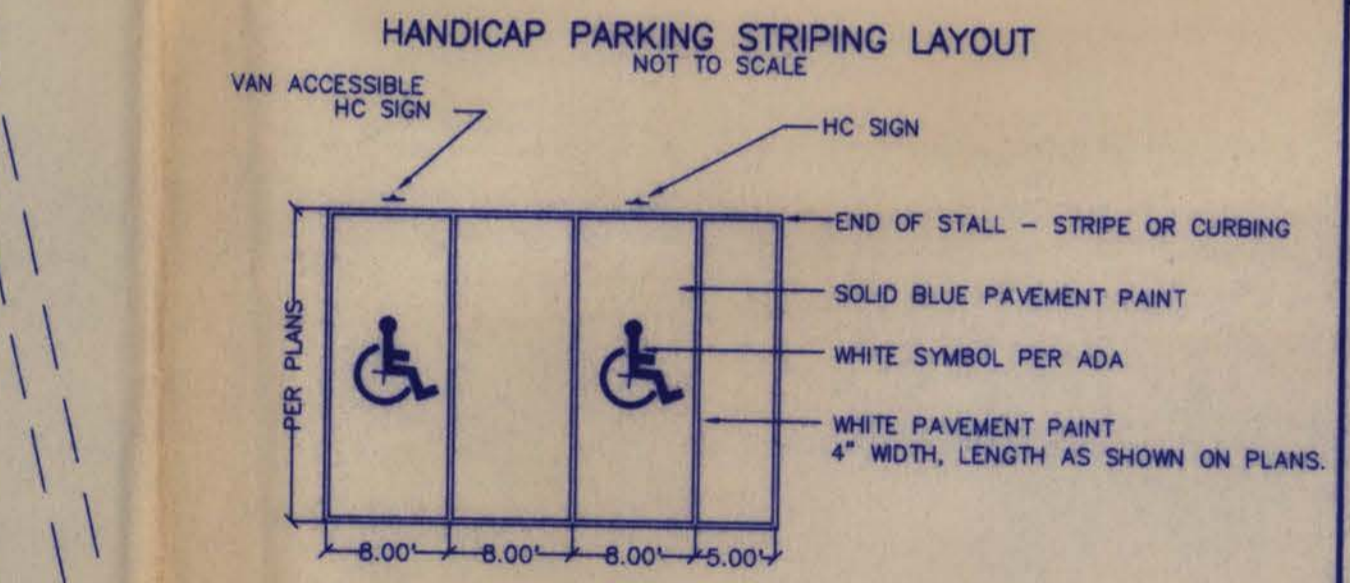




NOTES:
 ALL LUMBER TO BE PRESSURE TREATED YELLOW PINE NO. 2.
 ALL HARDWARE TO BE HOT-DIPPED GALVANIZED.
 FINISHED SIDE TO FACE ADJACENT PROPERTY.
 CONSTRUCT DUMPSTER SCREEN USING THIS DETAIL.



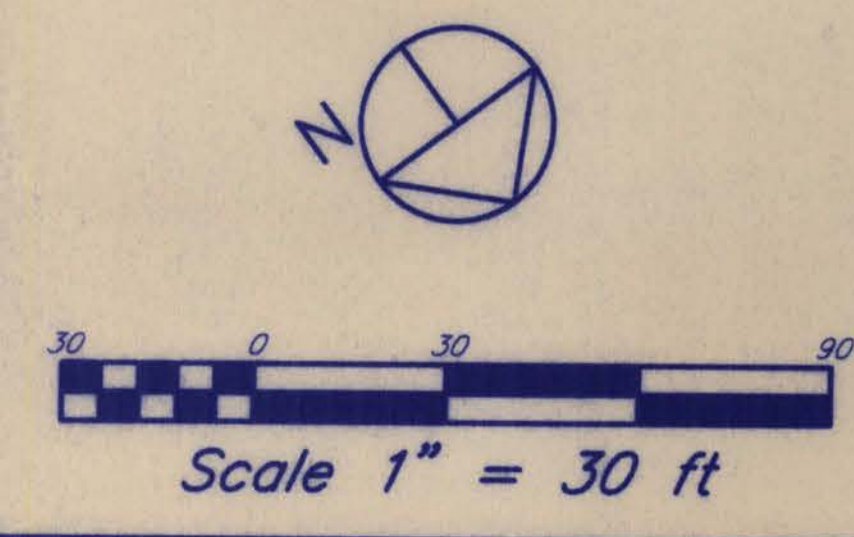
NOTE:
 SEE SITE PLAN FOR APPROX. LIGHT LOCATION(S)
 ALL LIGHTS SHALL BE POSITIONED
 TO PRECLUDE DIRECT ILLUMINATION OFF-SITE



NOTE:
 ALL CONSTRUCTION SHALL CONFORM TO ADA
 ACCESSIBILITY GUIDELINES FOR BUILDINGS AND FACILITIES.
 SIGNS MAY BE PLACED ON BUILDING.

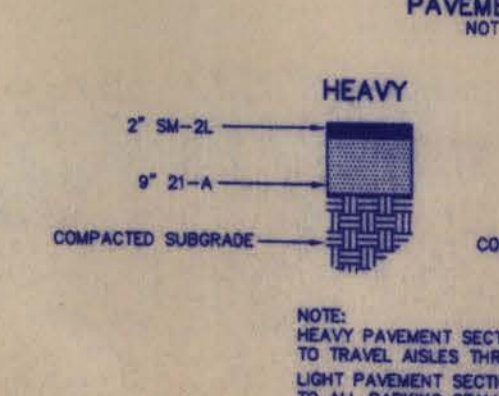
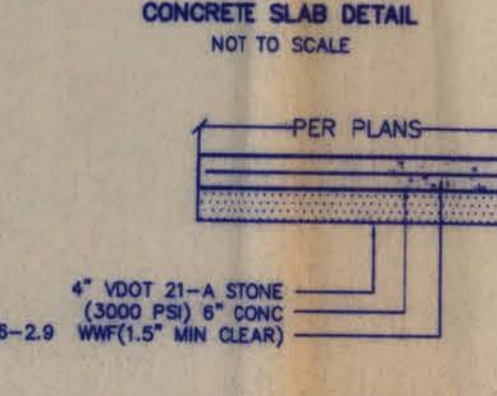
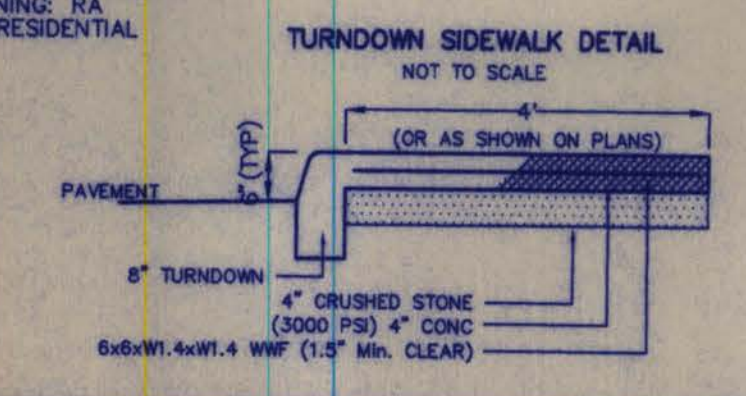


NOTE:
 HEAVY PAVEMENT SECTION TO BE APPLIED
 TO TRAVEL ABLES THROUGHOUT
 LIGHT PAVEMENT SECTION TO BE APPLIED
 TO ALL PARKING STALL AREAS.



EROSION & SEDIMENT CONTROL KEY

3.02 TEMPORARY STONE CONSTRUCTION ENTRANCE	CE
3.05 SILT FENCE	SF
3.32 PERMANENT SEEDING	PS
3.35 MULCHING	MU
3.38 TREE PRESERVATION	TP



NO.	DATE	DESCRIPTION
2	5-01-97	VDOT/COUNTY COMMENTS
1	4-22-97	COUNTY COMMENTS

DRAWING TITLE:
**PROPOSED BUILDING ADDITIONS
 SITE PLAN
 CONDITIONAL USE PERMIT**

PROJECT:
**HOGUE CREEK MARKET
 GAINESBORO DISTRICT
 FREDERICK COUNTY, VIRGINIA**

PAINTER-LEWIS, P.L.C.
 302 South Broaddeck Street, Suite 200
 Winchester, Virginia 22601
 Telephone (540)662-5792
 Facsimile (540)662-5793



DATE: 20MAR97
 SCALE: 1" = 30'
 C.I.: JCL
 JOB NO.: 9604001
 SURVEY: DOVE
 DRAWN: JCL
 SHEET: 2/2

12. Additional comments, if any: REQUEST TO OPEN 24 HOURS!
AS MOST OF OUR CUSTOMERS START
EARLY AND THEY TRY TO STOP FOR
BREAKFAST BEFORE THEY HEAD UP
TO WORK AROUND 3:30 TILL 8:00 AM
AND CUSTOMERS REQUEST US TO OPEN
AFTER MIDNIGHT AND ITS EASY CONVENIENCE
TO ALL CUSTOMERS! THANKS

I (we), the undersigned, do hereby respectfully make application and petition the governing body of Frederick County, Virginia to allow the use described in this application. I understand that the sign issued to me when this application is submitted must be placed at the front property line at least seven (7) days prior to the first public hearing and maintained so as to be visible until after the Board of Supervisors' public hearing. Your application for a Conditional Use Permit authorizes any member of the Frederick County Planning Commission, Board of Supervisors or Planning and Development Department to inspect your property where the proposed use will be conducted.

Signature of Applicant



Signature of Owner

PRABASH. PATEL

Owners' Mailing Address

5011 PINEY BRANCH ROAD FAIRFAX VA 22030

Owners' Telephone No.

703-475-9640

TO BE COMPLETED BY THE ZONING ADMINISTRATOR:

USE CODE: _____

RENEWAL DATE: _____

Edward and Robin Menefee

July 9, 2018

Mr. Mark R. Cheran, Zoning Administrator
County of Frederick, Planning and Development
107 North Kent Street, Suite 202
Winchester, VA 22601

Re: (1) Conditional Use Permit (CUP) #013-96 and Site Plan #011-97, Hogue Creek Market
Property ID 40-A-66D, Zoning District: RA (Rural Areas)
(2) Correspondence to Planning Department dated 1/20/2017, 3/26/2017, and 3/16/2018
(3) Conditional Use Application # 07-18 Winchester 101

Dear Mr. Cheran:

As you are aware the Planning Commission recently recommended the Board of Supervisor's deny the above referenced application requesting to operate 24/7; however, we feel you should be aware the business continues to engage in commercial operations during the hours of 12:00 a.m. and 5:00 p.m., which are the hours the business is to be closed. Examples are attached and notations provided where validation is available through a receipt or pictures/video. Initially the business turned off all lights signifying it was closed, but then began leaving canopy lights on which illuminate all the pumps and advertise/engage in 24/7 fuel sales. In the examples listed, semi-trailers have been parked for days with one refrigeration unit running all weekend; tractor trailers fueling; and one parked and idled all night.

In addition, there are a number of matters that contravene the original site plan. For instance, and as we initially reported to the Planning Department 18 months ago, the fence remains non-compliant with the site plan and the required landscaping buffer remains non-existent. (Since the buffer has not been rectified we request it not be quickly implemented because at this stage with multiple issues and an open application is should be reviewed as it had not provided any density for adequate screening.)

Lastly, during a night with limited moonlight it was obvious that lighting from the property is casting shadows on the far east side of our property, the front porch, and living room when the drapery is open.

We respectfully request this CUP be brought before the Planning Commission for a revocation review. Based on the attached research from archived minutes of the Planning Commission we concluded there is precedence for this action.

Thank you for your prompt attention to this matter.

Edward and Robin Menefee

Cc: Mr. Charles Dehaven, Jr., Mr. Kevin Kenney, Mr. Doug McCarthy, Mr. Charles Triplett

Examples of commercial activity between 12:00 a.m. and 5:00 a.m. post April 2nd notification letter:

April 24, 2018 – Full lights on 4:30 a.m. with fuel sales occurring. When purchasing breakfast at the store after 5:00 a.m. a worker confirmed the store opens as early as 4:00 a.m. (Photo enclosed)

April 27, 2018 – 12: 16 a.m. 2 cars fueling; all lights on. Lights completely off at 12:30 a.m. (As a side note, on my way home at 10:50 p.m. I passed a Quest fuel tanker going the wrong way down Route 50 until it could turn around at the railroad crossing.) (Photos/Video)

April 28, 2018 – 12:22 a.m. gentleman leaving the store; All lights off at 12:31 a.m.

April 29, 2018 – 12:26 a.m. customer in store. All lights out at 12:30 a.m. (Photo enclosed)

May 1, 2018 – 4:30 a.m. to 5:00 a.m. has 4 vehicles fueling, Small canopy lights illuminate all the pumps.

May 5, 2018 – Multiple vehicles and open until 12:30 a.m. when all lights went off.

May 26, 2018 – approximately 8 vehicles midnight until closing at 12:30 a.m. Small canopy lights on. (Photo of receipt enclosed where gas and snacks were purchased at 12:22 a.m.)

June 1, 2018 – First time observed lights off closer to 12:00 a.m. and until 5:00 a.m. Small canopy lights remain on all night.

June 4, 2018 – Log trailer dropped in back at east side of property (Photo available)

June 9, 2018 - Log trailer still in back at east side of property (Photo available)

June 20, 2018 – Semi-trailer parked on east side of property line (Photo available)

June 21, 2018 – 12: 10 a.m. the store is open and lights on; 12:15 a.m. store and large canopy lights off but small canopy lights on. Observed multiple cars entering for fuel between 1:20 a.m. and 4:49 a.m. Tractor trailers circled the back of the building and purchased fuel at 2:00 a.m. and 2:13 a.m. (Photos/Video)

June 22, 2018 – Observed fuel sales at 1:19 a.m. and 2:18 a.m. Tractor trailers circle the building and fuel at 2:04 a.m. and 2:14 a.m. (Photo/Video available)

June 23, 2018 – two semi-trailers parked on east side of property line all weekend. (Photo enclosed)

June 29, 2018 – fuel sales at 12:47 a.m. to 2:32 a.m. Two tractor trailers circled the building and fueled at 2:10 a.m. (Photo enclosed/Video available)

June 30, 2018 – Store and main lights out about 12:10 a.m. A tractor trailer was parked on the west side of store before closing and remained overnight idling until after 5:00 a.m. Fuel sales observed between 12:36 a.m. and 3:43 a.m. At 1:18 a.m. a tractor trailer came to back of building and dropped its semi-trailer at the west side of the property. This semi-trailer remained parked through the weekend with its Thermoking refrigeration unit running. A second semi-trailer parked on the property had been dropped the previous day. (Photos/Video available)

July 6-8, 2018 – The two (2) semi-trailers parked again on east side of property line all weekend (Photo available).

Conditional Use Permit Violations with Revocation Hearings

- #09-04 – James Bayliss Real Estate
Violation on signage where a for-sale sign was considered a second sign and one of the signs exceeded the permitted four-square feet.
Planning Commission Hearing 2/20/2008

- #17-04 - Elvira Landscaping
Violation on lack of a six-foot opaque fence to adjacent residential properties
Planning Commission Hearing 6/1/2005; at the hearing the revocation review was withdrawn

- #30-99 – Winchester Motor Services (Mr. Van Man)
Violations included tractor trailers, debris, and tires on the property
Planning Commission Hearing 2/2/2005

- #17-90 – White Oak Campground
Violations of inoperable motor vehicles, camper stays longer than 30 days, and a restaurant operation in the store. Some violations started with prior owner.
Planning Commission 6/16/2004

- #01-01 – Wilson Mining Operations
Violation – Operations before a VDOT-approved entrance was in place.
Planning Commission hearing 11/7/2001

Examples of Photos:

June 29, 2018, 2:10 a.m. – 2 tractor trailers entering and fueling



June 24, 2018, 2:10 p.m. – 2 semi-trailers parked for the weekend, one with Thermoking running



May 26, 2018, receipt at 12:25 a.m., closed at 12:30 a.m.



Lights on and open April 24, 2018 4:28 a.m.



Lights out, Closed April 29, 2018 1235 a.m.

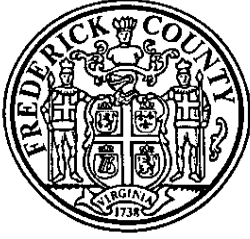


June 29, 2:28 a.m., Example of current lighting at night



June 30, 2017, 12:27 a.m., Fuel sales





ORDINANCE

Action:

PLANNING COMMISSION: June 6, 2018 Public Hearing Held, Recommended Denial

BOARD OF SUPERVISORS: July 25, 2018

ORDINANCE

CONDITIONAL USE PERMIT #07-18 WINCHESTER 101, LLC COUNTRY GENERAL STORE

WHEREAS, Conditional Use Permit #07-18 for a Country General Store, submitted by Winchester 101, LLC to amend the existing CUP #13-96 was considered. The subject property is located at 4780 Northwestern Pike, Winchester, Virginia and is further identified with Property Identification Number 40-A-66D in the Gainesboro Magisterial District, and

WHEREAS, the Frederick County Planning Commission held a public hearing on the Conditional Use Permit on June 6, 2018 and recommended denial of the Conditional Use Permit; and,

WHEREAS, the Frederick County Board of Supervisors held a public hearing on this Conditional Use Permit during their regular meeting on July 25, 2018; and,

WHEREAS, the Frederick County Board of Supervisors finds the approval of this Conditional Use Permit to be in the best interest of the public health, safety, welfare, and in conformance with the Comprehensive Policy Plan;

NOW, THEREFORE, BE IT ORDAINED by the Frederick County Board of Supervisors that Chapter 165 of the Frederick County Code, Zoning, is amended to revise the zoning map to reflect that Conditional Use Permit Application #07-18 for a Country General Store on the parcel identified by Property Identification Number 40-A-66D with the following conditions;

1. A site plan must be submitted and approved for the proposed addition prior to any construction activity.
2. Any future expansion of this facility or change of use will require a new conditional use permit.

3. All review agency comments and requirements must be complied with at all times.
4. At the time of site plan submittal, a buffer shall be considered along the property line of the adjoining residence which would reduce light pollution, sound pollution, and be able to catch blowing debris.
5. If an external speaker is used for the drive-in window, the volume must be controlled so it is not a noise nuisance to adjoining residences.
6. The required screening to the east of the store site may be dense low screen that would capture any blowing paper or debris that escapes from the market site.
- 7. The hours of operation may be 24-hours.**

Passed this 25th day of July 2018 by the following recorded vote:

Charles S. DeHaven, Jr., Chairman

Gary A. Lofton

J. Douglas McCarthy

Judith McCann-Slaughter

Shannon G. Trout

Blaine P. Dunn

Robert W. Wells

A COPY ATTEST


Kris C. Tierney
Frederick County Administrator

Q



MEMORANDUM

TO: Board of Supervisors

FROM: Michael T. Ruddy, AICP, Director. 

RE: Request for a Joint Work Session with the Planning Commission and Comprehensive Plans and Programs Committee - 2018 Comprehensive Policy Plan Amendment Reviews

DATE: July 18, 2018

Staff requests the scheduling of a joint work session with the Board of Supervisors, the Planning Commission (PC), and the Comprehensive Plans and Programs Committee (CPPC) to review this year's applications of Comprehensive Policy Plan Amendments (CPPA).

Frederick County received two Comprehensive Plan Amendment (CPPA) Requests:

1. CPPA #02-18 – Carter Tract Proposal – Clearbrook (Near Brucetown Road)
2. CPPA #03-18 – Waverly Farm – (south of Hopewell Road and west of Interstate 81)

The Comprehensive Plans and Programs Committee (CPPC) reviewed the applications at their meeting on July 9, 2018 and forwarded a recommendation on each to the Board and Commission for further consideration at the joint work session. Following the work session, the Board will determine which, if any, of the requests warrant additional consideration and study for ultimate inclusion in the County's 2035 Comprehensive Plan.

Staff would suggest the following dates for this work session:

Preference: Wednesday, August 15, 2018 at 6 p.m. (immediately prior to scheduled PC meeting)

Alternatives: Tuesday, August 14, 2018, Thursday, August 16, 2018, Tuesday, August 21, 2018, Wednesday, August 22, 2018, Thursday, or August 23, 2018. (time at Board's discretion).

Please let Staff know which date would best work with your schedule. Thank you.

MTR