

PROFFER STATEMENT

BELMONT GLEN VILLAGE

ZCPA 2009-0007

June 1, 2010

Bayshire, L.C. (the "Applicant"), the Owner of approximately 143 acres of land, more particularly described as Parcel 9, Loudoun County Tax Map 78 (PIN #195-19-3084) (the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffer that, in the event that the Loudoun County Board of Supervisors (the "County") approves the Applicant's proposed Concept Plan Amendment application, ZCPA 2009-0007, as substantially set forth in the Concept Development Plan dated June 12, 2009 and revised through April 29, 2010, and further described below and in its said application, the development of the Property shall be in substantial conformance with the following conditions pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended. These proffer conditions amend, restate, and supersede the proffers approved with ZMAP 2004-0006, Belmont Glen/Rouse Property and are the only conditions offered on this Concept Plan Amendment application (ZCPA 2009-0007), provided that these proffers shall become effective only upon final approval of ZCPA 2009-0007 submitted by the Applicant.

I. LAND USE

1. CONCEPT DEVELOPMENT PLAN

The development of the Property shall be in substantial conformance with the Concept Development Plan ("CDP"), Sheets 1, 3, 4, 5 and 7 and 8, of the plan set (the "Plans") titled Belmont Glen Village Zoning Concept Plan Amendment dated June 12, 2009 and revised through April 29, 2010, prepared by Dewberry & Davis, LLC and incorporated herein by reference as Exhibit A. The CDP shall control the general development layout and configuration of the Property. Development of the Property shall be allowed up to a maximum of 196 single family detached dwelling units.

2. PUBLIC ROAD ACCESS

Initial public road access to the Property from Belmont Ridge Road (Route 659) shall be provided via Fairhunt Drive and Belmont Glen Place. A maximum of 60 zoning permits for single family detached dwelling units may be issued for the Property until such time as a second means of public road access is provided from the Property to Route 659, through the adjacent Goose Creek Preserve property (ZMAP 2002-0009, LCTM #78/8, PIN #154-16-4753) located to the east of the Property. The Applicant shall coordinate the location of such off-site road improvements with the owner of the Goose Creek Preserve property and such road improvements shall be provided at no cost to the County or the Virginia Department of Transportation. The second means of public road access shall be deemed to be provided at such time as a public road (or roads) is (are) constructed or bonded for construction between the point shown on Sheet 4 of the CDP as the "Future Ingress/Egress Vehicular Connection to Adjacent Parcel" and Route 659 through the Goose Creek Preserve property.

3. CONSTRUCTION TRAFFIC ACCESS

Construction vehicles accessing the Property may use Belmont Glen Place and Fairhunt Drive only until such time as a second point of access to Route 659 through the Goose Creek Preserve property is available. When such second point of access is available for construction vehicle use, all construction vehicle traffic accessing the Property shall cease using Belmont Glen Place and Fairhunt Drive and use the second point of access through the Goose Creek Preserve property.

II. WATER AND SEWER

4. The Property will be served by public water and sewer systems. All necessary extensions of existing water and sanitary lines and connections to such existing lines to serve this Property shall be provided at no expense to Loudoun County or to the Loudoun County Sanitation Authority ("Loudoun Water"). Such water and sanitary sewer extensions shall be performed and completed in accordance with Loudoun Water standards.

III. CAPITAL FACILITIES CONTRIBUTION

5. The Applicant will provide, at the time of issuance of each zoning permit, a one-time cash contribution in the amount of \$5,793.23 per unit. This contribution shall escalate on an annual basis from the base year of 2004 and change effective each January 1 thereafter, based on the Consumer Price Index for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area. These contributions shall be used for capital improvement projects for schools and/or other County government capital improvement projects.

IV. FIRE AND RESCUE SERVICES

6. CONTRIBUTIONS

The Applicant shall pay a contribution of \$120.00 per residential unit, at the time of the issuance of each zoning permit, to the County for distribution to the Fire and Rescue companies providing primary service to the Property. This contribution shall be divided equally between the servicing Fire and Rescue companies. Such contributions shall escalate on an annual basis from the base year of 1988 and change effective each January 1 thereafter, based on the CPI-U, as described in Proffer III.5 above.

7. CESSATION OF CONTRIBUTIONS

The obligations to make donations set forth in Proffer IV.6 above shall continue so long as volunteer fire and rescue companies serve the Property. In the event the Property shall cease to be served by volunteer fire and rescue companies, the obligations to make such donations shall be terminated. If only one of the services ceases to be provided by a volunteer company, then the contribution will be halved and provided only for the remaining volunteer company.

8. EMERGENCY VEHICLE ACCESS

The Applicant shall provide all weather, gravel compacted access for emergency vehicles acceptable to the Fire Marshal to all portions of the Property under construction, no later than the framing stage of construction.

V. **TRANSPORTATION**

9. INTERNAL ROAD NETWORK

All roads on the Property will be constructed in accordance with the County of Loudoun's Land Subdivision and Development Ordinance and Facilities Standards Manual to provide access to the internal parcels as they are developed as shown on the CDP. All public roads built on the Property will be designed and constructed in accordance with Virginia Department of Transportation ("VDOT") and County standards, or with modified standards as may be approved by VDOT and the County. All public road rights-of-way within the Property will be dedicated to the County at no cost to the County or VDOT. Dedication of land shall include related easements outside the right-of-way, such as slope maintenance, storm drainage and utility relocation easements necessary to construct public roads and streets within the Property. All public roads constructed on the Property shall include five-foot wide sidewalks constructed on both sides of each street as shown on Sheet 4 of the CDP. Sidewalks shall be located within the dedicated right-of-way and shall be designed and constructed in accordance with VDOT standards.

10. REGIONAL ROAD RIGHT-OF-WAY DEDICATION

The Applicant shall dedicate as right-of-way to the County at no public cost, as necessary, any portion of the Property that falls within 60 feet from the existing centerline of Belmont Ridge Road to accommodate the future widening of Belmont Ridge Road. Actual right-of-way dedication shall be based on a plan approved by VDOT and Loudoun County, for the ultimate section of Belmont Ridge Road when Belmont Ridge Road is improved to a multi-lane facility. In addition to the dedication, the Applicant will grant all necessary easements relating to road

construction for utilities, drainage and grading. Such dedication will be provided upon written request by Loudoun County, but no later than concurrent with the approval of the record plat that includes any of the lots labeled as Lots 28-39 on the CDP. If, at that time, the definitive right-of-way requirements for the said ultimate improvements to Belmont Ridge Road along the Property's frontage have not been determined by VDOT or the County, the maximum right-of-way of 60 feet from the existing centerline will be dedicated to Loudoun County at no cost.

11. BELMONT RIDGE ROAD TRAIL

The Applicant shall dedicate a fourteen-foot wide public access easement for, and construct, a ten-foot wide asphalt trail on the Property, along the Belmont Ridge Road frontage, outside of the proposed right-of-way dedication as depicted on the CDP. This trail shall conform to the American Association of State and Highway Transportation Officials (AASHTO) standards. This trail shall match and align with the asphalt trail constructed on the Belmont Glen property to the south. The easement shall be dedicated and the trail constructed or bonded for construction no later than the approval of the record plat that includes any of the lots labeled as Lots 28-39 on the CDP. The Homeowner's Association shall be required pursuant to Proffer VII.19 to maintain the trail.

VI. OPEN SPACE

12. DEDICATION OF OPEN SPACE/PARK LAND ALONG GOOSE CREEK

The Applicant shall dedicate to the County, at no cost to the County, approximately 61.33 acres of land along Goose Creek, within the area shown on the CDP as lying between Goose Creek and the line labeled "Future Public Passive Park Open Space Dedication Line". This land shall be dedicated for open space/conservation/passive recreation purposes only, and the dedication shall specify that the land shall be maintained in a natural condition used for open space/conservation/passive recreation purposes only. The dedication shall be subject to the Applicant's right to install and construct public utility and stormwater conveyance improvements as may be required by the County and/or Loudoun Water as part of the Construction Plan or Record Plat

approval processes. The proposed deed of dedication will be submitted to the County for review and approval prior to recordation. Public access to the park dedication area, limited to pedestrian and bicycle access only shall be provided between the lots labeled as Lots 184 and 185 on the CDP, pursuant to Proffer VI.16.C.2 below, along the driveway accessing the stormwater management pond. The park dedication shall be provided upon written request of the County, but no later than concurrent with the approval of any record plat containing either of said Lots 184 and 185.

13. OPEN SPACE/CONSERVATION EASEMENT

An open space/conservation easement shall be dedicated to the County for the open space land, which will be owned and maintained by the homeowners association (HOA) and which is located between the “Future Public Passive Park Open Space Dedication Line” and the rear property lines for the lots located adjacent to the open space areas, as depicted on the CDP. The open space/conservation easement area shall remain undisturbed except for any environmental management activities referenced in other proffers herein and any County approved activities related to the construction and maintenance of utilities, stormwater management, BMP facilities, and trails. The Applicant will retain the right to dedicate additional easements that may be required by the County within the easement area. The Applicant reserves the right to remove, in consultation with the County Urban Forester, any dead, damaged, dying or diseased trees and vegetation, any tree or vegetation that interferes with proper functioning of any drainage easement, or any tree or vegetation that creates a danger to property or persons within the easement area.

14. ACTIVE RECREATION

Active recreation areas for the community, which are to be owned by the HOA, will be provided in the Village Green, which shall be approximately 3.4 acres and which shall contain a community swimming pool and open, sloped-to-drain space to be used for other outdoor recreation activities. The pool will be a six-lane, 25-meter facility with attendant bathhouse. The Village Green also shall contain one tot lot facility encompassing a minimum area of 2,500 square feet and which shall be furnished with

play equipment having a minimum value of \$10,000, which amount shall escalate on an annual basis from the base year of 2004 and change effective each January 1 thereafter until the time the facilities are installed, based on the CPI-U as described in Proffer III.5 above, and which shall be supplemented with at least four park benches and at least two picnic tables. These facilities will be constructed or installed or bonded for construction or installation prior to the issuance of the 100th zoning permit for new residential construction within the Property.

15. TREE SAVE AREAS

Existing vegetation will be preserved in its natural condition within the shaded areas designated on Sheet 3 of the CDP as “Proposed Vegetation to Remain.” No clearing or grading activities shall occur within said designated “Proposed Vegetation (to Remain)” areas, except, upon consultation with the County Urban Forester prior to the removal of any such vegetation, where needed for the installation of underground utilities such as water and sewer lines, and selected clearing of any dead, damaged, dying or diseased trees and vegetation, or any tree or vegetation that interferes with the functioning of any utility or drainage easement or that poses a safety hazard.

16. SIDEWALKS AND TRAILS

The sidewalks and trails specified in this Proffer VI.16 shall be located on HOA-owned property.

A. Trail Connecting to Belmont Ridge Road

The trail located along the southern boundary of the Property, in the area labeled on the CDP as “Prop. Natural Surface Trail” and “Existing Trail Connector to Remain”, shall be retained and shall be maintained by the HOA as a natural surface trail providing pedestrian and bicycle access to the community sidewalk and street network from the trail to be constructed along the west side of Belmont Ridge Road pursuant to Proffer V.11, above. The existing driveway access to Route 659 will be abandoned or vacated, as appropriate, and blocked off from vehicular access to Route 659, concurrent with the first record plat approval for the Property. A public access

easement shall be created and established on this trail by deed in conjunction with the dedication of the "Future Public Passive Park" provided pursuant to Proffer VI.12, above.

B. Village Green Trail

The Applicant shall construct a six-foot wide asphalt trail within the HOA-owned open space Parcel D, as shown on Sheet 4 of the CDP and labeled as "6' trail with steps." This trail shall be constructed or bonded for construction prior to the issuance of the 100th zoning permit for new residential construction within the Property.

C. Trails to Future Public Passive Park

1. The Applicant shall construct a six-foot wide, soft surface trail within a ten-foot wide public access easement between the lots labeled as Lots 64 and 65, extending from the public street and connecting to the Future Public Passive Park, as depicted on Sheets 4 and 5 of the CDP. This trail shall be constructed or bonded for construction prior to approval of the record plat containing said Lots 64 and 65.

2. The Applicant shall construct a public access easement trail providing access from the public street to the Future Public Passive Park between the said Lots 184 and 185, which shall be co-located with the driveway providing maintenance vehicle access to the stormwater management pond, as depicted on Sheet 4 of the CDP. This said trail shall be constructed as a six-foot wide, soft surface trail within a ten-foot wide public access easement to provide a pedestrian connection between the access driveway and the Future Public Passive Park. This driveway/trail shall be constructed or bonded for construction no later than concurrently with the approval of any record plat containing either of said Lots 184 and 185.

D. Internal Connecting Sidewalk

The Applicant shall construct a five-foot wide sidewalk between the lots labeled as Lots 120/121 and 163/164, as shown on Sheet 4 of the CDP as "5' sidewalk with

steps.” This sidewalk shall be constructed or bonded for construction prior to the approval of any record plat containing any of said Lots 120, 121, 163 and 164.

17. ARCHEOLOGICAL SITE

The archeological site shown on Sheets 3, 5 and 8 of the CDP shall be protected by virtue of its location within the Future Public Passive Park Open Space Dedication area established under Proffer VI.12 above and within the open space/conservation easement granted upon the HOA-Owned Open Space area established under Proffer VI.13 above. In addition, the location of the site shall be clearly noted on all subsequent plans and profiles submitted for the Property and shall be demarcated prior to any ground disturbing activities within 100 feet of the perimeter of the site. This site shall not be used as a staging area for heavy equipment, for soil stockpiling and retrieval, or as an erosion and sediment control area, and no other land disturbing activities shall occur within the archeological site limits shown on Sheets 3, 5 and 8 of the CDP.

18. TREE CONSERVATION PLAN

The Applicant shall submit a Tree Conservation Plan for the shaded portions of the HOA-owned open space areas, labeled as “proposed vegetation to remain” on Sheet 3 of the CDP, for review and approval by the County Urban Forester prior to or concurrent with the approval of the first construction plan and profile application for the Property. The Tree Conservation Plan shall address protection measures during construction and long-term management strategies. The Applicant shall follow the approved Tree Conservation Plan during construction, and the HOA documents will include provisions requiring the HOA to conform to the Plan and prohibiting the HOA from clearing trees in the tree protection areas, except as provided in Proffer VI.15 above.

VII. HOMEOWNER’S ASSOCIATION

19. Documents to establish a Homeowners’ Association (HOA) will be submitted to the County for review and approval as to form and consistency with these proffers prior

to first record subdivision plat approval or first final site plan approval, for residential development on the Property, whichever is first in time. The HOA will be established prior to approval of the first record plat or site plan, whichever is first in time. The HOA shall have among its duties maintenance of all storm drainage easements on the Property, to the extent not maintained by the County pursuant to the County's Stormwater Management Ordinance, and maintenance of all common areas, including the open space, trails, sidewalks (excluding those sidewalks maintained by VDOT), greens, swimming pool, bath house and play areas on the Property. The HOA shall be required to enter a Stormwater Maintenance Agreement with the County pursuant to Chapter 1096 of the Codified Ordinances of Loudoun County for any wet pond located on the HOA property. Such HOA documents shall contain all notification and other provisions set forth and required for HOA documents elsewhere in this Proffer Statement.

VIII. ENVIRONMENT

20. BEST MANAGEMENT PRACTICES

The Applicant shall use the Best Management Practices as published in the latest edition of the Virginia Stormwater Management Handbook. Best Management Practices used will include constructed wetland areas using only native plant species, if available, and minimizing the piping of stormwater. In no event shall less than 50% native plant materials be used. Use of these methods is subject to obtaining Facilities Standards Manual waivers, if necessary.

21. STORM DRAINAGE

The Applicant shall equip any and all storm drainage pipes that discharge to a buffer or stream, with energy dissipation devices, level spreaders, constructed wetlands using only native plant materials, if available, or appropriate diversion structures that will minimize the impact of small storms on the streams and existing wetlands, as approved by the County. In no event shall less than 50% native plant materials be used, where constructed wetlands are used.

22. STORMWATER MANAGEMENT PONDS

Stormwater management ponds that may be used shall include only wetlands, wet ponds, or dry ponds with constructed wetland areas using only native plant materials, if available, within the dry pond, and in no event shall less than 50% native plant materials be used. Dry ponds may be used only if the County does not approve any of the other types of stormwater management ponds listed above. The Applicant shall make provision for and require the HOA to enter a Stormwater Management Agreement with the County pursuant to Chapter 1096 of the Codified Ordinances of Loudoun County for any wet pond located on the HOA property.

23. UTILITY ROUTING

The Applicant shall use its good faith efforts to minimize the extent of land disturbance within the Future Public Passive Park Open Space area to be dedicated to the County pursuant to Proffer VI.12, above, and within the Open Space/Conservation easement area to be established pursuant to Proffer VI.13, above, when designing and installing utility lines. Where utility lines or facilities must disturb these areas, disturbed areas will be replanted once construction is completed. These replantings shall use no less than 50% native plant materials. Notwithstanding the foregoing, the design of the water supply and wastewater utility facilities shall be subject to Loudoun Water approval, shall respect sound engineering principals, and shall comply with all applicable Loudoun Water and Facilities Standards Manual standards.

24. PROPERTY OWNER EDUCATION AND NOTIFICATION

The Applicant shall provide all prospective purchasers and all contract purchasers at the time of property settlement with information regarding property owner management practices that will protect water quality. This documentation will incorporate a statement that it is unlawful to dispose of petroleum products in the storm drainage system, will include information regarding safe disposal of petroleum

products and will educate property owners in the use of organic fertilizers, pesticides and insecticides in maintaining their private landscaping.

Further, prior to the initial sale of each lot located adjacent to a stormwater management facility, as shown on the CDP, the Applicant shall provide notification to prospective purchasers of such lots regarding the nature of the stormwater facility. The Applicant shall disclose in writing to the pertinent prospective purchasers that the lot they are purchasing is located adjacent to a stormwater management facility whose function is to detain and slowly release stormwater during rain events, and that the facility may be wetlands, wet ponds or dry ponds with constructed wetland areas using no less than 50% native plant materials within the dry pond, pursuant to Proffer VIII.22 in this Proffer Statement. This disclosure shall state in clear language that the referenced stormwater management facility is neither a recreational amenity nor an aesthetic "water feature." Such notification will be accomplished by inclusion of this information in all sales contracts, brochures and promotional documents, including the Illustrative Site Plan(s) on display within any sales related office(s), as well as in the HOA Documents referenced in Proffer VII.19, and by inclusion on all subdivision record plats and within all Deeds of Conveyance.

25. ADDITIONAL WATER QUALITY MANAGEMENT MEASURES

In addition to measures for environmental and/or water quality management specified elsewhere in the proffers, the Applicant and its successors having any interest in all or parts of the Property, including individual lot owners, shall conform with all of the standards and procedures suggested or required by Loudoun Water for environmental and/or water quality management in Exhibit B dated June 2, 2003 and titled: "Preliminary Recommendations for Belmont Glen/Rouse Property Based Upon the Goose Creek Source Water Protection Study" prepared by the Loudoun County Sanitation Authority and attached to these proffers. The measures recommended by Loudoun Water in the document referenced in this proffer shall be included in the HOA covenants that will be established for the Property under Proffer VII.19. The Applicant also will ensure that prospective purchasers and contract purchasers are

provided with information in sales promotion material and at the time of settlement informing them of all purchaser responsibilities for environmental and water quality management.

IX. AFFORDABLE DWELLING UNITS

26. The Applicant shall provide a cash contribution of \$449,756.67 to the County to be used for the County's Affordable Dwelling Unit program. This cash contribution shall be paid prior to the issuance of the first Zoning Permit for the Property. The amount of this cash contribution shall escalate on an annual basis from the base year of 2004 and change effective each January 1 thereafter until the actual contribution is paid to the County, based on the CPI-U as described in Proffer III.5 above. These funds shall be placed in the Loudoun County Housing Trust Fund.

X. BUILDING HEIGHT

27. The Applicant shall submit with each Zoning Permit application for lots labeled as Lots 38 and 39 on Sheet 3 of the CDP, a drawing demonstrating conformance with Section 4-109 (E) of the Zoning Ordinance, Height limitations at edges of PD-H districts. These drawings shall provide the same information displayed in the Height Restriction Diagram on Sheet 7 of the CDP.

XI. RESIDENTIAL STRUCTURES

28. SPRINKLERS

The Applicant shall require all builders to provide, as an option to purchasers of residences on the Property, the opportunity to purchase and have installed residential sprinkler systems for each such residence, provided that the water supply system to any such residence has sufficient capacity to support the sprinkler system. This proffer shall not require the builders to install such systems in residences on the Property unless the purchasers of such residences choose to exercise such option prior to the start of construction and to pay the costs associated with such purchase and installation.

29. GARAGE CONVERSIONS

The HOA documents shall include provisions that will prohibit any garage space from being converted to any type of habitable, and/or living, space.

30. REFORESTATION

The Applicant shall install landscaping within the open space area to be dedicated to the County established under Proffer VI.12, in conformance with the Reforestation Plan as shown on Sheet 8 of the CDP. The Reforestation Plan shall use only native plant materials, if available, and in no event shall less than 50% native plant materials be used. The cost of such reforestation shall not exceed \$20,000. The base year for the dollar figure expressed in this proffer shall be 2004, with adjustments made each January 1 thereafter based on the Construction Cost Index (CCI) published in the Engineering News Record by McGraw-Hill. Should this publication cease publishing the CCI index, another index that reflects the changes in construction costs shall be used, as agreed upon by the Applicant and the County. The Reforestation Plan for Area 1, as shown on Sheet 8 of the CDP, unless previously bonded, shall be bonded for construction/installation prior to approval of the record plat containing any of the lots labeled as Lots 63 through 66 on Sheets 3 and 8 of the CDP. The Reforestation Plan for Area 2, as shown on Sheet 8 of the CDP, shall be bonded for construction/installation prior to approval of the construction plans for the stormwater management pond shown on Sheet 8 as "Approx. SWM Pond".

The Applicant shall submit the Reforestation Plan to the County Urban Forester for review and approval prior to the approval of the first construction plans and profiles for the Property subsequent to the approval of this ZCPA application. The Applicant shall post a bond with the County in an amount sufficient to cover the cost of implementing the Reforestation Plan in conjunction with approval of the construction plans and profiles applications in accordance with the provisions of and subject to the cost limitation specified in the preceding paragraph. The plant material shall generally be consistent with the materials specified on Sheet 8 of the CDP, subject to review and approval by the County Urban Forester. The Applicant shall implement

the Reforestation Plan by actually installing the required plantings prior to the issuance of the eighteenth (18th) certificate of occupancy for the Property. The applicant shall ensure that a minimum of eighty percent (80%) of the initial planting is determined to be established and in healthy condition after two growing seasons. The Applicant shall conduct an annual inspection along with the County Urban Forester during the first two growing seasons to verify the establishment of a minimum of 80% of the initial planting. If the 80% establishment is not achieved after the second growing season, the Applicant shall install a one-time planting to bring the project to full stocking in accordance with the approved Reforestation Plan.

31. UNMET HOUSING NEEDS CASH CONTRIBUTION

Prior to or concurrent with the issuance of the zoning permit for each residential unit for the Property, the Applicant shall pay to the County a one-time cash contribution in the amount of \$500 per residential unit to be used toward addressing unmet housing needs in Loudoun County in accordance with the Revised General Plan, as amended by CPAM 2007-0001, Countywide Housing Policies, as determined by the Board of Supervisors. These contributions shall escalate on an annual basis beginning January 1, 2011, and change effective January 1st of each year thereafter, based on the CPI-U, as described in Proffer III.5 above.

32. BUILDING STANDARDS

The Applicant shall construct all dwelling units in conformance with the National Association of Homebuilders (NAHB) National Green Building Program Bronze Level standards for environmental construction, at a minimum. The applicant shall submit for each dwelling unit a copy of the "Green Certificate" issued by the NAHB in accordance with its "Green Certification Program" procedures prior to the issuance of the Certificate of Occupancy for each dwelling unit. Should the NAHB National Green Building Program go out of existence for any reason, then the Applicant shall follow the standards of a similar environmental construction program, as mutually agreed upon between the Applicant and the County, and provided the alternative

standards do not require more stringent standards than the NAHB National Green Building Program Bronze Level standards for environmental construction.

33. DIRECTIONAL SIGNAGE FOR COUNTY PARK

The Applicant shall provide a \$1,000 cash contribution to the County for the Department of Parks and Recreation to install directional signage for access to the County-owned passive public park along Goose Creek from the Belmont Glen Village community. The Applicant shall pay this contribution at the time of the dedication of the "Future Public Passive Park" provided pursuant to Proffer VI.12, above. This contribution shall escalate on an annual basis beginning January 1, 2011, and change effective January 1st of each year thereafter, based on the CPI-U, as described in Proffer III.5 above.

The undersigned hereby warrants that all the owners of a legal interest in the Property have signed this proffer statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that he/she has full authority to bind the Property to these conditions, either individually or jointly, with the other owners affixing their signatures hereto, and that the proffers are entered into voluntarily.

Bayshire, L.C., by

Signature

Name:

Title:

Date:

[Handwritten Signature]

Richard D. Entsminger

Manager

6/3/2010

Commonwealth of Virginia
County of Loudoun,

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that Richard D. Entsminger, whose name is signed to the foregoing instrument, has acknowledged the same before me on behalf of the limited liability company.

Subscribed and sworn to before me this 3rd day of June 2010.

My Commission Expires:

2-28-13

Date

[Handwritten Signature]

Notary Public



EXHIBIT A

**BELMONT GLEN VILLAGE
CONCEPT DEVELOPMENT PLAN PREPARED BY
DEWBERRY & DAVIS, LLC
DATED JUNE 12, 2009
REVISED THROUGH APRIL 29, 2010
(ATTACHED AT END OF PROFFER STATEMENT)**

EXHIBIT B

PRELIMINARY RECOMMENDATIONS FOR

BELMONT GLEN/ROUSE PROPERTY

BASED UPON THE

GOOSE CREEK SOURCE WATER PROTECTION STUDY

PREPARED BY THE

LOUDOUN COUNTY SANITATION AUTHORITY

DATED JUNE 2, 2003

**Preliminary Recommendations
for the Belmont Glen/Rouse Property
Based Upon The Goose Creek Source Water Protection Study**

**Prepared by
Loudoun County Sanitation Authority
June 2, 2003**

Goose Creek Source Water Protection

Project Definition

The single family detached lot layout including 196 dwelling units on the 143 acres for the Rouse Belmont Glen property maintains a low density of 1.37 dwelling units per acre and exhibits key elements of conservation design principles that promote water quality, including the preservation of critical source water protection buffers comprised of the existing woodlands and steep slopes along the Goose Creek corridor, major site swales and upland forest areas. The proposed water quality buffers are in excess of 92+acres and provide 65% open space on the site. These important undisturbed buffers for the most part are stable with minimal swale degradation from typical erosive forces at this time. Other conservation principles exhibited include a compact village layout with efficient use of pavements and the preservation of key stands of mixed hardwoods located on slopes ranging from 5-25%.

Buffer Enhancements

In order to further protect, preserve and enhance these stable vegetative buffers of grassland and mixed hardwoods, the LCSA has identified four key areas that will require additional protection during and following construction. The areas that warrant further protection are as follows:

1. The existing swale head located between lots 96 and 97
2. The area to the NE of lot 2
3. The rear property line area of lot 51
4. The deep woodland swale located behind lot 61 that extends beyond the 100-year flood plain

The proposed plan preserves the existing woodlands of the two key existing swales that traverse the property. Please identify opportunities to enhance and preserve these high quality areas and critical swale areas as defined above. The quality of the enhancements could include additional plantings in areas that are not forested and restoration of wetlands or stream reaches that currently show erosion impacts and that are showing standard degradation. To slow erosive velocities, the installation of energy dissipators to encourage sheet flow will result in less erosive forces within existing buffers and down slope prior to entering the low impact BMPs.

These additional conservation design efforts would assist LCSA in meeting our source water protection goals.

Erosion and Sediment Controls

The applicant for the Rouse Belmont Glen project will incorporate low impact design (LID) standards throughout the site with multiple low impact BMPs located at strategic areas to capture, retain and filter stormwater. The drainage concept allows for diversified stormwater control on upland slopes to encourage infiltration throughout the property as compared to a single collection point. This concept of control, allows for the same methodology to occur during the construction process to further control erosion and sediment control.

It is recommended that the size (volume) of all erosion and sediment control devices (traps, ponds, etc.) be doubled the size (volume) required by the Virginia Erosion and Sediment Control Handbook. In addition, LCSA recommends that the erosion and sediment control plans indicate the average length, width, and depth for each device in order to facilitate inspections and maintenance. Furthermore, we request that the approved construction plans state the inspection requirements for the contractors after all storm events.

Low Impact Development

We request that the conservation design be focused on reducing imperviousness and filtering stormwater. For example, we recommend that driveway lengths be minimized; that pervious pavement (grasscrete, gravel-filled blocks, or any equivalent) be used when feasible; and that sidewalks only be required on one side of the street (we realize that other agencies may be requiring that sidewalks be provided on both sides, but we request additional discussion on this issue). In addition, it is recommended that provisions be made to divert runoff from impervious areas (driveways, rooftops, etc.) to bio-retention or constructed wetland areas; to disconnect downspouts from impervious areas; and to minimize the piping of stormwater.

Energy Dissipation

As mentioned above it is recommended that any storm drainage pipes that discharge close to a buffer or stream be "equipped" with energy dissipation devices, level spreaders, constructed wetlands, or appropriate diversion structures that will minimize the impact of small storms on the streams and existing wetlands and woodland swales. These devices are intended to protect the integrity of the buffers and should be constructed outside the RSCOD area. LCSA could provide examples of such structures, if needed.

Ponds

It is recommended that dry ponds not be used to manage stormwater on the site and that more efficient facilities (wetlands, wet ponds, bio-retention, etc.) be used.