

PROFFER STATEMENT  
TOWNES AT EAST GATE  
ZCPA 2009-0010  
REVISED APRIL 29, 2010

This application is filed pursuant to Section 15.2-2303 of the Code of Virginia (1950, as amended), and the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance"). Pulte Home Corp. ("Owner") is the owner of a parcel more particularly described as Tax Map 107 Parcel 40 (PIN # 128-10-4864 ) (the "ZCPA Property").

The ZCPA Property is zoned Planned Development-Housing 6 (PDH-6) under the Zoning Ordinance and is subject to the proffers associated with ZMAP 2002-0022 Townes of East Gate approved by the Loudoun County Board of Supervisors (the "County") on October 18, 2005. The Owner, on behalf of itself and its successors in interest, hereby voluntarily proffers that in the event ZCPA 2009-0010 is approved by the County, as substantially set forth in the Zoning Concept Plan Amendment Plan dated October 2, 2002, with revisions through January 14, 2010, and further described in its application, ZCPA 2009-0010, the development of the ZCPA Property shall be in substantial conformance with the proffers set forth below. Exhibits referenced are attached and incorporated by reference.

The following proffers amend only those proffers of ZMAP 2002-0022 specifically referenced below and are the only conditions offered in conjunction with this Zoning Concept Plan Amendment application. All other proffers associated with ZMAP 2002-0022 Townes of East Gate referenced above shall remain in full force and effect, except as specifically amended or supplemented in this proffer statement. All proffer amendments made herein are contingent upon the approval of this ZCPA 2009-0010. All terms capitalized but not defined herein shall have the definitions assigned to such terms in ZMAP 2002-0022.

I. CONCEPT DEVELOPMENT PLAN (CDP)

Proffer I of ZMAP 2002-0022 is hereby replaced with the following:

The development of the Property shall be in substantial conformance with Sheets 3, 3A, 4, 5, 6, 7, 7A, and 7B of the plan set entitled "Townes at East Gate (formerly the Gates of Loudoun)

Rezoning Application”, dated October 2, 2002, with revisions through January 14, 2010, prepared by christopher consultants, ltd. and incorporated herein by reference as Exhibit A. These sheets are more specifically identified as: Sheet 3 – “Concept Development Plat (1”=100’); Sheet 3A – “Concept Development Plat (1”=200’); Sheet 4 – “Land Use and Circulation With Existing Conditions”; Sheet 5 – “Phasing and Utilities Plan”; Sheet 6 – “Conceptual Transportation Improvements”; Sheet 7 – “Landscape Plan”; Sheet 7A - “Buffer Yards Exhibits”; Sheet 7B – “Recreational Improvements Exhibit”. These drawings shall control the general development, layout and configuration of the Property, with the understanding that all requirements of the PDH-6 zoning district must be met and will take precedence over the Concept Development Plan. Development of the Property shall be allowed up to a maximum of 57 single-family detached (SFD) units and 267 single-family attached (SFA) units, inclusive of affordable dwelling units (ADUs).

#### V.C.1. REGIONAL ROAD IMPROVEMENTS

Proffer V.C.1 of ZMAP 2002-0022 is hereby replaced with the following:

1. Poland Road Improvement at Route 50.

Prior to the issuance of the first occupancy permit for any residential use on the site, the Applicant will bond and construct the following improvement (for the purposes of these proffers, the word “construct” shall mean open to the public for use, but does not necessarily mean accepted into the VDOT system for maintenance):

Poland Road from Route 50 to approximately 250 feet south of the existing commercial entrance to PIN 128-40-8530-000, will be constructed or bonded for construction to a four lane configuration. This four lane configuration will consist of a dedicated right turn lane which will serve the commercial entrances on PIN 128-40-4288-000 and PIN 128-40-8530-000, as well as being the dedicated right turn lane from northbound Poland Road to eastbound Route 50. There will be one dedicated southbound lane and one dedicated northbound lane. The fourth lane will act as a receiving lane for the dual westbound turn lanes from Route 50 and then become a thru/left turn lane. A conceptual sketch of these improvements is shown on Sheet 6 of 9 of the Rezoning Application identified as “Conceptual Transportation Improvements.”

V.D. CASH CONTRIBUTIONS FOR TRANSIT FUND OR REGIONAL ROAD IMPROVEMENTS

Proffer V.D. of ZMAP 2002-0022 is hereby replaced with the following:

Route 50 Improvements –

1. In recognition of the positive impact that the VDOT Route 50 widening project will have on this project, the Applicant will make a one-time cash contribution of \$259,000. This contribution must be paid prior to the issuance of the first zoning permit for any residential use on the site. This cash contribution shall escalate in accordance with Proffer X of this proffer statement except that such escalation will start from the date that this application, ZCPA 2009-0010, is approved.
2. The Applicant shall provide, prior to the issuance of zoning permit for each residential unit, a one-time cash contribution in the amount of \$500 per residential unit.
3. These contributions are to be used at the County's discretion for public transportation services or regional road improvements within that portion of the Dulles Community Planning Area as identified in the Revised General Plan and bounded by the Fairfax County line to the east, Route 50 to the north, existing Gum Springs Road to the west and Braddock Road to the south.
4. The Applicant will cooperate with adjacent developments and attempt to provide and enhance a transit system in the area.

X. CASH CONTRIBUTION ESCALATION

Proffer X. of ZMAP 2002-0022 is hereby replaced with the following:

Unless otherwise provided, any and all cash contributions designated in this proffer statement shall escalate on a yearly basis starting from October 18, 2005 and changing 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, United

States Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area. If this Index should cease to be published, then the contributions will escalate in accord with another equivalent Index mutually agreed upon by the Applicant and the County.

2. BINDING EFFECTS

The undersigned Owner warrants that it owns all interests in the ZCPA Property; that the undersigned has full authority to bind the ZCPA Property to these conditions; that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms; that the undersigned is fully authorized to sign these Proffers on behalf of the Owner; and that these Proffers are entered into voluntarily.

The undersigned hereby warrants that all the owners of a legal interest of the Property have signed this proffer statement, 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.

Pulte Home Corp., by

  
Signature

Name: GARY J. LEYGRAAF

Title: VICE PRESIDENT OF LAND DEVELOPMENT

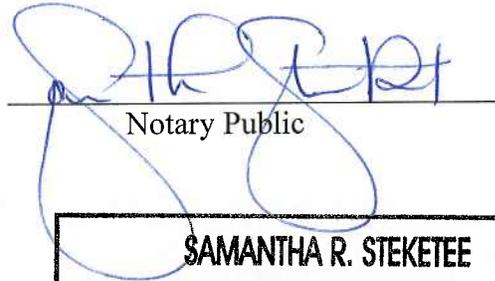
Date: 5/5/2010

ERC  
FAIRFAX  
County of ~~Loudoun~~, Commonwealth of Virginia

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that Gary Leygraaf, whose name is signed to the foregoing instrument, has acknowledged the same before me.

Subscribed and sworn to before me this 5 day of may 2010.  
Reg # 318820  
My Commission Expires: 3-31-14

5/5/10  
Date

  
Notary Public

**SAMANTHA R. STEKETE**  
Notary Public  
Commonwealth of Virginia  
Registration # 318820  
My Commission Expires March 31, 2014