MEMORANDUM
OFFICE OF THE COUNTY ATTORNEY
LOUDOUN COUNTY, VIRGINIA

DATE: March 24, 2010

TO: Stephen Gardner, Project Manager
Department of Planning

FROM: Ronald J. Brown, Deputy County Attorney

SUBJECT: **ZMAP 2006-0011, ZCPA 2006-003 STONE RIDGE COMMERCIAL**
Our File #11-04-463

At your request, I have reviewed the draft proffers for the referenced application, and I offer the following edits and comments/queries for clarity, accuracy, and completeness. For the convenience of the applicant and staff, I have indicated my comments as black line revisions to the draft document as follows:

SECOND AMENDMENT TO

STONE RIDGE PROFFER STATEMENT

SUBMITTED BY

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

FEBRUARY 22, 2010

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PROFFER STATEMENT

Pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Section 6-1209 of the Revised 1993 Zoning Ordinance, as amended, (the "Zoning Ordinance"), Stone Ridge Community Development, L.L.C., Stone Ridge Community Development IV, L.L.C., and Stone Ridge Business Park Associates, L.L.C. (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Parcel Identification Numbers PIN: 205-36-2224 (part), 204-37-4812, 204-26-9934, 204-26-3928, 204-36-0901, 204-36-4505, 204-46-2760 (part), 247-20-9549, 204-26-3927 (part), 247-28-4151, 247-18-9795 (part), 204-15-3843, 204-38-4096, and 204-47-0343 (collectively, the "Property"), on behalf of itself and its successors in interest, hereby voluntarily proffers that the development of the Property shall be in substantial conformity with the proffers set forth below if, and only if, ZCPA 2006-0003 and ZMAP 2006-0011 (the "Application") are approved. In the event the Application is denied, these proffers shall be void and of no further force or effect.

The Property includes portions of the 873-acre mixed-use project approved under ZMAP 1994-0017 and under ZMAP 2002-0013/ZCPA 2002-0004, (together the "Stone Ridge Applications"). The portions of the Stone Ridge Applications property which are not subject to this Application are hereinafter referred to as "Existing Stone Ridge". Existing Stone Ridge and the Property are collectively referred to herein as "Stone Ridge". This Application requests (i) the rezoning of a portion of the Property from the CLI and R-24 zoning districts to the PD-OP zoning district (Land Bay FF2B), (ii) the rezoning of a portion of the Property from the PD-H4 zoning district to the PD-IP zoning district (Land Bay 8), (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-H4 (administered as R-8) zoning district (Land Bay 5R) and to the R-24 zoning district (Land Bay 6), (iv) the rezoning of a portion of the Property from the PD-CC(SC) zoning district to the R-16 zoning district (Land Bay EE2A, portion); (v) the rezoning of a portion of the Property from the R-16 zoning district to the PD-CC(SC) zoning district (Land Bay EE1A); (vi) the relocation of previously approved residential units and proffered community facilities, and (vii) associated proffer and concept plan amendments. The Application also requests zoning ordinance modifications for the proposed PD-CC(SC) zoning district. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, amend, supersede and replace only those proffers of (i) ZMAP 1994-0017 dated November 28, 1995, as amended by the Letter of Clarification dated December 14, 1995, and (ii) ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005 (collectively, the "Existing Stone Ridge Proffers") referenced below. The remainder of the Existing Stone Ridge Proffers shall remain in full force and effect and shall apply to the Property. Where the Existing Stone Ridge Proffers apply to the Property, the term "Developer" used in the Existing Stone Ridge Proffers shall refer to the "Owner" as described herein.

I. CONCEPT DEVELOPMENT PLAN

The development of the Property subject hereof shall be in substantial conformity with the Concept Development Plan (the "CDP"), identified as Sheets 4 and 5 of the plans entitled "Stone Ridge Commercial ZCPA 2006-0003/ZMAP 2006-0011" and dated April 7, 2006, as revised through February 22, 2010, and prepared by Urban~~ Engineering and Associates~~, ~~Inc~~Ltd. (the "Plans") (~~included~~ incorporated by reference as Exhibit A). In addition, Sheets 10 and 11 of the Plans are proffered with respect only to the depicted pedestrian circulation system and to the depicted proposed development area

limits within which land disturbing activities are proposed to occur for the proffered land uses, which development area limits are represented by the ~~extent~~ boundaries of the illustrative Land Bays ~~layouts~~. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted as necessary to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological and/or wetland studies.

A. TR-1UBF District. Land Bay 1. Development of the TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include no more than 94 residential dwelling units and may include any other use ~~allowed~~ permitted in the TR-1UBF zoning district, including any permissible special exception use ~~subject to~~ for which the approval of the requisite special exception application is granted. In any event, a minimum of 50 residential dwelling units shall be developed in Land Bay 1. In addition, ~~this land bay~~Land Bay 1 previously included a site reserved for a ~~n~~ Loudoun County Sanitation Authority ("LCSA") water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved ~~CDP~~ concept development plan for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The said water tanks site, shown on the CDP as "Dulles South Water Tanks Site", ~~-~~has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

B. PD-H4 District. Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential dwelling units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached dwelling units, Land Bay 3 shall include up to 93 single-family attached dwelling units, Land Bay 4 shall include up to 79 single-family detached dwelling units, and Land Bay 5R shall include up to 63 single-family attached dwelling units. The ADUs shall be provided within Land Bays 3 and 5R and shall be ~~shown~~ identified on applicable record plats or residential site plans. Land Bay 5R shall also include the Proposed Homeowners Association ("HOA") Active Recreation Facility, as shown on Sheets 4 and 5 of the CDP as "Proposed HOA Active Recreation Facility", (formerly proposed to be located in Land Bay 8 as noted on Sheet 4.) The referenced HOA is the same HOA as established pursuant to Proffer V., Owners Association, of the Existing Stone Ridge Proffers.

1. Recreational Amenities. The Proposed HOA Active Recreation Facility in Land Bay 5R shall include a swimming pool with a minimum water surface area of 2,000 square~~.~~ feet~~.~~, at least one tennis court and a community building of at least 4,000 square~~.~~ feet~~.~~, which the Owner shall construct and which will be open for use prior to the earlier of (i) the issuance of the 250th cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R, or (ii) the issuance of the 2,500th cumulative residential permit within Stone Ridge.

C. Other Suburban Residential Districts.

1. R-16 District.

a. Land Bay EE2A. Development of the combined portions of Land Bay EE2A, as shown on Sheet 5 of the CDP, ~~will~~ shall include a maximum of 90 multi-family residential dwelling units, including 84 market-rate units and 6 ADUs. All of Land Bay EE2A portions shall be consolidated [THE NOTE ON SHEET 5 NEEDS TO BE CHANGED FROM "MAY BE CONSOLIDATED" TO "SHALL BE CONSOLIDATED"] with the Remaining Portion of Land Bay

EE2, as shown on Sheets 3 and 5 of the ~~CDP~~Plans, (PIN: 204-26-3927) for development purposes, and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential dwelling units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be ~~shown~~ identified on the residential site plans for the consolidated land bay. For purposes of proffer administration for the consolidated land bay, a lump sum capital facilities contribution payment or credit of $1,059,324 ($12,611 times 84 market-rate units) shall be due and payable to the County upon the issuance of the first residential zoning permit in the consolidated land bay. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution specified in Proffer III.F of ZMAP 1994-0017.

(i). Recreational Amenities. The Owner shall construct a separate clubhouse of at least 3,000 ~~sq.ft.~~square feet and a swimming pool with a minimum water surface area of 1,500 square feet~~sq.ft.~~ within Land Bay EE2A, identified as "Proposed Multi Family Community Center" on Sheet 5 of the CDP, which amenity shall be open for use prior to the issuance of the 166th cumulative residential zoning permit within Land Bay EE2A and the Remaining Portion of Land Bay EE2, as shown on the CDP.

2. R-24 Districts.

a. Land Bay FF1A. Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, ~~will~~ shall include a maximum of 158 multi-family residential dwelling units, including ADUs. The ADUs will be identified on ~~the~~ each site plan for Land Bay FF1A. All market-rate units in Land Bay FF1A shall be subject to the capital facilities contribution specified in Proffer III.F of ZMAP 1994-0017.

b. Land Bay 6. Development of Land Bay 6, as shown on Sheets 4 and 5 of the CDP, ~~will~~ shall include a maximum of 163 multi-family residential dwelling units, including ADUs. The ADUs will be identified on ~~the~~ each site plan for Land Bay 6. All market-rate units in Land Bay 6 shall be subject to the capital facilities contribution specified in Proffer III.F of ZMAP 1994-0017, as ~~these~~ said units have been relocated from the original Land Bay FF1 approved under ZMAP 1994-0017.

D. PD-CC(SC) District. Land Bay EE1A (Relocated). Land Bay EE1A (Relocated), as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

E. Other Non-Residential Districts.

1. PD-IP District.

a. Land Bay 7. Subject to Proffer III.G.3 below, Land Bay 7 shall be developed with up to 109,250 square feet of floor area (0.30 FAR maximum) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use~~, subject to~~ for which the approval of the requisite special exception application~~s~~ is granted. Access to this land bay shall be from Millstream Drive, as shown on Sheet 4 of the CDP.

b. Land Bay 8. Land Bay 8 shall be developed with up to 142,904 square feet of floor area (0.231 FAR maximum) with uses permitted in the PD-IP zoning district, including any permissible special exception use~~s, subject to~~ for which the approval of the requisite special exception

applications is granted; provided, however, that. However, the following uses included listed in Section 4-503 of the Zoning Ordinance shall be excludednot be permitted: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. Access to this land bay shall be from Millstream Drive, as shown on Sheet 4 of the CDP.

c. Land Bay DD (portion). The portions of Land Bay DD located between Land Bay 5R and Millstream Drive, as shown on Sheets 4 and 5 of the DP, shall be developed with ?????up to xxxx ???? square feet ??? (FAR) for ??? uses permitted in the PD-IP zoning district, including any permissible special exception uses, subject to for which the approval of the requisite special exception applications is granted; provided, however, that. However, the following uses included set forth in Section 4-503 of the Zoning Ordinance shall not be excludedpermitted: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. In addition, loading bays/docks shall be prohibited for flex-industrial uses.

2. PD-OP District. Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum), for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to for which the approval of the requisite special exception applications is granted; provided, however, that. However, the Owner shall develop a cumulative minimum of 120,000 square feet of floor area in Land Bay FF2B. The Owner shall receive, upon the approval of this Application, a credit of 80,000 square feet of floor area against the commercial/residential linkage commitment provided in Proffer VII.C. of ZMAP 2002-0013/ZCPA 2002-0004. All floor area developed in Land Bay FF2B in excess of 80,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 80,000 square feet. At the time of each site plan approval for development within Land Bay FF2B, the Owner shall demonstrate that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay by including with each site plan (i) an illustrative plan showing the proposed development within the site plan area and within the residual area of Land Bay FF2B, and (ii) a table showing the cumulative floor area planned for Land Bay FF2B. Access to this land bay shall be from Southpoint Drive as shown on Sheet 5 of the CDP. All buildings constructed in Land Bay FF2B shall be a minimum of three stories. The site plan(s) and architectural plan(s) for the buildings to be constructed on Land Bay FF2B will shall be designed to be consistent with the County approved Route 50 Design Guidelines dated January 4, 2007, and the following:

a. Building Architecture and Facades. All buildings located within Land Bay FF2B will shall have a unified architectural theme. All exterior materials, colors, architectural treatments, etc., will be compatible and complementary. Architectural elevations and materials and color palettes for any building shown on a site plan will be submitted concurrently with the submission of such site plan. Any side or rear building elevations which have the majority of their surface area parallel to, or approximately parallel to, public road frontage, will have their facades covered generally with the same materials and architectural style as is used for the front of the buildings. All building facades, particularly in the front of buildings, will be articulated with a change in elevation or by providing entrance features so that buildings are visually interesting and entrances are clearly identified.

b. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Zoning Ordinance will be oriented so as to have minimum visibility from public roads. If such loading docks and spaces are not substantially blocked from view from public roads, they ~~will~~ shall be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

c. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building façade architecture. Screening will be such as to block such units from view by persons on any public street immediately adjoining Land Bay FF2B.

d. Pedestrian Circulation. In designing and developing the PD-OP uses in Land Bay FF2B, the Owner shall give priority to the fullest extent possible to facilitating pedestrian circulation ~~between~~ among buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design ~~will~~ shall provide for ample dedicated pedestrian walkways so as to ensure, to the fullest extent possible, the separation of vehicular traffic and pedestrian movements.

e. Landscaping/Buffering on Route 50 Frontage. Concurrently with the development of PD-OP uses on Land Bay FF2B, the Owner shall provide landscaping and buffering along the Route 50 frontage of Land Bay FF2B. Such landscaping and buffering shall be in conformance with the Type 5 Buffer Yard requirements of Section 5-1414 of the Zoning Ordinance.

f. Energy and Environmental Design. As part of the process of designing the buildings on Land Bay FF2B, the Owner shall retain the services, and give due consideration to the recommendations, of a "green building" certified design professional or similar energy management consultant to assist and advise the Owner in designing the buildings and incorporating into such design methods by which the Owner may utilize energy-efficient design, facilities, or resources with the buildings infrastructure or operations, such as water-efficient plumbing fixtures, revolving entry doors, LED lighting and similar measures. Concurrent with the submission of the initial zoning permit application for each building in Land Bay FF2B, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building's design and/or operational plans and shall provide documentation that the building and site design meets the base certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc., for the type of building and/or use being proposed with the submission.

g. Bicycle Facilities. All buildings in Land Bay FF2B ~~will~~ shall incorporate bicycle racks (sufficient in number to accommodate 1 bicycle per 5,000 square feet of floor area) and changing rooms with shower facilities.

G. <u>Stone Ridge Development Summary</u>. The proposed uses for the Property shown on the CDP, together with the zoning entitlements that remain in place for Existing Stone Ridge, result in the following development levels: a total of three thousand two hundred sixty-five (3,265) residential dwelling units (including affordable dwelling units); three hundred fourteen thousand seven hundred

fifteen (314,715) gross square feet of PD-CC(SC) uses; three hundred ninety thousand eight hundred seventy-two (390,872) gross square feet of PD-OP uses, and four hundred sixty-two thousand seventy-four (462,074) gross square feet of PD-IP uses. The ~~Concept Development Plan~~CDP depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than ~~allowed~~ permitted by the ~~Loudoun County~~ Zoning Ordinance. Such limitations on development in residential and non-residential areas shall govern and control.

II. TRANSPORTATION PROFFERS

B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION

The improvements described below in this Proffer II shall be provided by the Owner as part of the development of the Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage, temporary construction, and utility relocation easements, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner~~,~~ if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence construction, ~~and~~ provided, however, that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication. The Owner acknowledges its responsibility, in accordance with current VDOT standards, to maintain all public streets constructed by the Owner until they are accepted for maintenance by VDOT.

With regard to phasing, all Phase I, Phase II and Phase IIIA road improvements set forth in attached Exhibit B, entitled "Stone Ridge Phasing Plan", shall be constructed or bonded for construction prior to the issuance of any zoning permits for the residential uses in Land Bays 1, 2, 3, 4, or 5R, unless otherwise set forth in the Existing Stone Ridge Proffers and/or these Proffers. In addition, the attached Exhibit B includes the phasing for the road improvements described below and proffered with this Application.

2. TALL CEDARS PARKWAY

(b). Phase IIIB. As part of Phase IIIB, as described in Exhibit B, Tall Cedars Parkway, between the entrance to Public Use Site #2 (shown on Sheet 4 of the CDP as "Existing Arcola Elementary School") and Northstar Boulevard (a.k.a. Route 659 Relocated), shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1st zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301st cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1st occupancy permit in Land Bay 1.

(c). Upon request by the County, the Owner shall dedicate to the ~~County~~County, at no public cost, a one hundred and twenty (120) foot right-of-way, with increasing width as necessary for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, in the location ~~as~~ shown on the CDP as "Reservation for Future Tall

Cedars Pkwy", from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's northwestern property line. The Owner has no obligation to construct this portion of Tall Cedars Parkway. If a trail cannot be accommodated within the right-of-way dedicated to the County, the Owner shall grant to the ~~County~~County, at no public cost, a~~n~~ public access easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail upon request by the County.

3. ROUTE 50

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.

4. ROUTE 50 INTERSECTIONS

(c) Route 50/Future West Spine Road Intersection Improvements. The Owner shall design, bond and construct upgrades to the existing median break at the intersection of Route 50 and future West Spine Road. The Owner shall construct dual left-turn lanes from westbound Route 50 to southbound West Spine Road, a single left-turn lane from eastbound Route 50 to northbound West Spine Road, and a right-turn lane from eastbound Route 50 to southbound West Spine Road. The~~se~~ foregoing improvements are illustrated in Exhibit D attached to the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with ~~phase~~ one phase being the northbound two lanes and the other phase ~~two~~ being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of the southbound two lanes phase ~~two~~. All such off-site construction is subject to right-of-way availability; however, as set forth in Proffer II.D of the Existing Stone Ridge Proffers, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary. The Owner shall pay the costs of any such eminent domain proceedings as set forth in the said Proffer II.D.

(d) Route 50/Gum Spring Road Intersection. At such time as (i) Stone Springs Boulevard between Route 50 and the Route 50 North Collector Road is open for public use, (ii) a four lane divided section of the West Spine Road between Route 50 and Tall Cedars Parkway is open for public use, and (iii) a traffic signal is operational at the intersection of Route 50 and the West Spine Road, the Owner shall not object to the removal of the existing traffic signal and the closure of the median break at Route 50 and existing Gum Spring Road (Route 659), and the modification of the existing Gum Spring Road ~~entrance~~ intersection on the south side of Route 50 to a right-in/right-out only entrance by VDOT or others.

(e) Route 50/Stone Springs Boulevard Intersection. At such time as the traffic signal at the intersection of Stone Springs Boulevard and Route 50 is reconfigured to accommodate the extension of Stone Springs Boulevard northward, ~~in conjunction with the development of the Glascock Field at Stone Ridge property (ZMAP 2006-0007),~~ the Owner shall design, bond, and construct a

~~reconfigure~~ reconfiguration of northbound Stone Springs Boulevard at Route 50 to include four northbound lanes, in order to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

6. MILLSTREAM DRIVE EXTENDED

The Owner shall realign, dedicate to the County at no public cost, and construct as a public street, Millstream Drive Extended westward and southward from ~~its~~ the current western terminus of its dedicated right-of-way at the western property line of Land Bay DD to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from the existing ~~a~~ typical right-of-way width of 64 feet at said western terminus, exclusive of turn-lanes, to a typical right-of-way width of 52 feet, exclusive of turn-lanes. Said transition of right-of-way width shall occur at the general location shown on the CDP. The Owner shall submit design plans to the County for said realignment and construction Millstream Drive Extended within 3 months after receipt of notification from the County requesting the conveyance of Public Use Site #3, as set forth in Proffer III.G.3, below, and shall commence construction of Millstream Drive Extended within 12 months after receipt of said notification. In the event the County elects not to accept Public Use Site #3, then the Owner shall commence construction of Millstream Drive Extended within 6 months of the approval of the first site plan for either Land Bay 7 or 8. Millstream Drive Extended will be open to traffic, but not necessarily accepted by VDOT for maintenance, within 12 months of the commencement of its construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the 50-foot River and Stream Corridor Management Buffer, except for permitted utility extensions and storm water management structures, and shall provide erosion and sediment control practices, such as super silt fence, stabilization matting, and development phasing to avoid extensive areas of disturbance for extended periods of time, for all land disturbing activities on moderately steep slopes outside of the 50-foot management buffer.

7. PHASING PLAN

The transportation proffers set forth the timing and/or milestones of when various transportation improvements are to be bonded and constructed in relation to the number of zoning permits or occupancy permits issued for specified uses within certain land bays. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference.

8. EXTENSION OF SOUTHPOINT DRIVE

Phase 1 of the extension of Southpoint Drive, as depicted on Sheet 5 of the CDP, shall be dedicated to the County at no public cost and constructed as a public street in conjunction with the initial development of either Land Bay FF1A or Land Bay FF2B, whichever occurs first. Phase 2 of the extension of Southpoint Drive, as depicted on the CDP, including any intersection improvements (i.e. signalization and/or turn lanes) as required by VDOT at the intersection of Southpoint Drive and Gum Spring Road, shall be dedicated to the County at no public cost, constructed as a public street, and open to traffic, but not necessarily accepted by VDOT for maintenance, within 24 months of the Owner's receipt of a request by the County to construct Phase 2, which request shall be provided by the County

within 6 months of the Owner's notification to the County that the West Spine Road has been constructed by others as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic.

9. STONE CARVER DRIVE

Stone Carver Drive shown on Sheets 4 and 5 of the CDP shall be constructed as a public street with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

10. DESTINY DRIVE

Destiny Drive (a.k.a. Pebble Drive on the ZMAP 1994-0017 CDP) shall be constructed from its current southern terminus to the southern boundary of Stone Ridge and shall be open to traffic, but not necessarily accepted by VDOT for maintenance, no later than 9 months after the approval of this Application.

C. WESTERN BYPASS/ROUTE 659 RELOCATED

1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED

3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the ~~County~~County at no public cost a one hundred and twenty (120) foot wide right-of-way, increasing in width as necessary for turn lanes as required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the southern boundary of Stone Ridge~~Property's southern property line~~ in the general location shown on Sheet 4 of the CDP. The aforesaid right-of-way width will allow for the ultimate ~~expansion~~ construction of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct as a public street the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge, inclusive of an adjoining trail (10 feet in width) along the easterly right-of-way line. These improvements shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1st zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301st cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1st occupancy permit in Land Bay 1.

F. SIGNALIZATION

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the Remaining Portion of Land Bay EE2, as shown on the CDP, with the submission of the first site plan for the consolidated area. In

the event the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, subject to the release to the Owner by the County of all funds collected by the County for such signal, design, construct and install the signal prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A. In the event that the funds collected by the County for such signal exceed the cost to design, construct and install the signal, the County shall be required to release to the Owner only that portion of such funds as is necessary to cover the cost to design, construct and install the signal. In the event a traffic signal is not warranted, the Owner shall contribute $250,000 to the County, prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A, for the design, construction and installation of the signal by others. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the Consumer Price Index ~~All Urban Consumers~~ for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics~~("CPI")~~ over the prior year.

4. Stone Springs Boulevard and Tall Cedars Parkway. If a traffic signal at the Stone Springs Boulevard/Tall Cedars Parkway intersection ~~is~~ has not been installed or obligated to be installed by others prior to the earlier to occur of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, or (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Connector, as identified on the Revised Countywide Transportation Plan, is complete and open to traffic, or (iii) the date the construction of Tall Cedars Parkway as a four-lane section eastward to Riding Center Drive is complete and open to traffic, then, within 90 days of any of the aforesaid events, the Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection. If the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, within 90 days of such concurrence by VDOT, submit to VDOT an application and design for the signal and shall diligently pursue construction and installation of the signal upon approval by VDOT. If a traffic signal is not warranted, the Owner shall contribute $300,000 to the County, for the design, construction and installation of the signal by others, within 90 days of receipt of such determination by VDOT. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI-U over the prior year.

III. CAPITAL FACILITIES

B. PARKS AND RECREATION

1. Pedestrian Circulation System. The Owner shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on the CDP and on Sheets 10 and 11 of the Plans. Sidewalks and trails shall be constructed in phases concurrently with the construction of the road improvements adjacent to such sidewalks and trails. All sidewalks and trails not adjacent to a public right-of-way shall be constructed in conjunction with the development of the land bay containing such sidewalks and trails. All trails and sidewalks located outside of the public right-of-way shall be subject to public access easements. All trails and sidewalks located within the public right-of-way shall be constructed in accordance with VDOT standards.

3. County Park Contribution. The Owner shall contribute $75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in any of Land Bays 1, 2, 3, 4 or

5R. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI-U over the prior year.

4. Stream Valley Trail Easement. Upon request of the County, the Owner shall grant to the ~~County~~County, at no public cost, a 30-foot wide public access easement within the South Fork of Broad Run stream valley for a future County trail coincident with or adjacent to the existing sanitary sewer easement, subject to the approval of Loudoun Water. The Owner will coordinate the location of the public access easement with the Department of Parks, Recreation and Community Services and Loudoun Water, and will prepare and record the requisite deed and plat at no cost to the County.

C. LIBRARY SITE

The Owner shall design and construct a minimum of 40,000 square feet of base building office condominium space, and, upon completion of construction and receipt of final inspections as required under the base building permit (i.e., building inspection, plumbing, electrical, mechanical, fire safety and zoning), convey said space to the County for use as a public library. Such library space shall be located on the first two floors (approximately 20,000 square feet per floor with separate first floor entrance for entry control and security purposes) of a four-story office building to be constructed on Land Bay FF2A. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP[CDP does not appear to depict direct access to Millstream Drive from the library.]. Within thirty (30) days following approval of the Application, the Owner shall contract with an architect and commence design of the base building to be constructed by Owner and the tenant improvements for the library to be constructed by others. The architectural design contract shall include allowances for base building and construction administration. The Owner shall diligently pursue completion of all construction documents and shall obtain all permits and approvals required to commence construction prior to the issuance of the 1,601st residential zoning permit within Stone Ridge, and shall complete the building and convey to the County that portion of the office building designated to be the library space, without tenant improvements, on or before June 30, 2011.

The Owner shall form a separate office condominium association for the proposed building containing the public library. The base building design shall accommodate, where possible, independent maintenance of limited common elements and separately metered utilities for the library space. Assessments for common costs shall be allocated proportionately to the square footage of each condominium unit. However, notwithstanding any other provisions herein, the County shall be obligated hereunder only insofar as, and to the extent that, the Board of Supervisors for Loudoun County shall appropriate monies for such purposes. The County shall have the right to participate in the development and review of the office condominium association documents, which shall be prepared to industry standards by the Owner.

F. CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS

Notwithstanding the amounts set forth in Proffer III.F of ZMAP 1994-0017 concerning capital facilities cash contributions, the Owner shall make a cash contribution to the County for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004 in the amount of $37,660 per single-family detached residential unit, $22,291 per single-family attached residential unit and $12,611 per multi-family residential unit (each a "Capital Facilities Contribution"); provided, however, that the Owner shall be permitted to apply as a credit against each Capital Facilities Contribution under this

proffer (non-escalated), until depleted, the sum of $10,817,500 (the "Total Capital Facilities Credit") ~~that is~~which amount equals the total value of the following non-cash capital facilities contributions: (i) $8,000,000 for the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library referenced in Proffer III.C., above, (ii) $375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site dedicated pursuant to Proffer III.E., and (iii) $2,442,500 for Public Use Site #4, referenced in Proffer III.G.4. below. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions that have not been paid prior to the approval of this Application for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, with said cash contributions escalated~~.~~ in accordance with Proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application. The Owner shall maintain a cumulative accounting of its application of the Total Capital Facilities Credit and shall verify such accounting with the County on a regular basis, but not less frequently than annually. The Owner shall ~~begin~~ commence making payments of the above referenced per unit Capital Facilities Contributions~~contribution~~ at the time the cumulative total of per unit C~~c~~apital F~~f~~acilities C~~c~~ontributions for market rate residential zoning permits and other cash capital facilities contributions referenced above in this paragraph exceeds the Total Capital Facilities Credit of $10,817,500, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate unit. Any cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004, except that the term "Consumer Price Index-All Urban Consumers ("CPI)" is hereby amended to "Consumer Price Index for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics". Any cash capital facilities contribution required by the approved proffers of ZMAP 1994-0017 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 1994-0017 as amended hereby.

G. PUBLIC USE SITES

3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, subject to the receipt of a request from the County delivered to the Owner within one year after the approval of this Application, convey Public Use Site #3 to the County (the "Public Use Site #3 Request"). The Owner shall notify the ~~County~~County Administrator and Zoning Administrator in writing at least 30 days prior to the expiration of the one year period, and said one year period shall be deemed not to have expired until 30 days after such written notices have been given. Within 60 days after the receipt of the Public Use Site #3 Request, the Owner shall submit a record plat application to create a separate legal parcel of approximately 5.595 acres in area within Land Bay 7, zoned PD-IP, as shown on Sheet 4 of the CDP ("Public Use Site #3"). The conveyance of Public Use Site #3 shall occur on or before 60 days after the later of (i) the approval of the aforesaid record plat, or (ii) the construction of Millstream Drive Extended, as provided in Proffer II.B.6, above. In the event the County elects to accept the conveyance of Public Use Site #3, then, two years following said conveyance, the Owner shall receive a commercial floor area credit of 13,000 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge

Proffers. All floor area developed on Public Use Site #3 in excess of 13,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 13,000 square feet. In addition, upon the conveyance of Public Use Site #3, the Owner shall receive a capital facilities credit of $2,090,000 in addition to the credits set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association. ~~Alternatively, i~~In the event the County elects not to accept the conveyance of Public Use Site #3, Land Bay 7 shall be developed in accordance with Proffer I.E.1.a., above. However, in the event the County elects to accept the conveyance of Public Use Site #3, then the portion of Land Bay 7 remaining after such conveyance may be developed only up to the number of square feet of floor area equivalent to 0.30 FAR.

a. In the event the County elects to accept the conveyance of Public Use Site #3, then, at the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6. above, the Owner will construct sanitary sewer and water line extensions to points 10 feet inside of Public Use Site #3. The Owner will also coordinate with utility companies and will extend electric, gas and telecommunication lines to a point 10 feet inside the property line of Public Use Site #3. The Owner will provide easements at no cost to the ~~County~~County, as necessary, for all of the foregoing utilities and for the extension of other utilities to Public Use Site #3. The Owner will not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #3 without the written consent of the County.

b. In the event the County elects to accept the conveyance of Public Use Site #3, then, up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at it sole option, to rough grade Land Bay 7 in accordance with Exhibit A included on Sheet 4 of the CDP. Such rough grading shall not include any undermining. The Owner will remove all temporarily stored materials from Public Use Site #3 prior to its conveyance to the County. Any other activities within the limits of Public Use Site #3, except for grading and utility work associated with the construction of Millstream Drive Extended, shall be prohibited without the written consent of the County.

4. Public Use Site #4. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, within 60 days of the approval of a record plat that creates a separate legal parcel of approximately 2.9 acres for Public Use Site #4, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, zoned PD-CC(SC), as shown on Sheet 5 of the CDP, for use as a commuter parking lot. Two years following the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 8,000 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers. All floor area developed on Public Use Site #4 in excess of 8,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 8,000 square feet. Public Use Site #4 shall not be subject to an owner's association.

a. Concurrently with the submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the Remaining Portion of Land Bay EE2, as shown on the CDP, with the submission of the first site plan for the consolidated area, the Owner shall submit a site plan for the construction of site improvements necessary to accommodate a minimum of 100 parking spaces (including curb and gutter, site lighting and landscaping) and bicycle racks for a minimum of 10 bicycles on Public Use Site #4 (the "Commuter Parking"). The Owner shall

construct the Commuter Parking prior to the issuance of the first occupancy permit in Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the Remaining Portion of Land Bay EE2, as shown on the CDP, prior to the issuance of the first occupancy permit in the consolidated area, and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's submission of the first site plan for Land Bay EE2A, or the consolidated area as applicable, the County shall notify the Owner of such decision. The County may then construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will provide necessary easements and extend electric lines to a point 10 feet inside the property line of Public Use Site #4 concurrent with the development of Land Bay EE2A, or the consolidated area as applicable. Public Use Site #4 shall not be subject to an owner's association. However, ~~T~~the Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal on said site. The County shall be responsible for all other maintenance and repairs. These responsibilities shall be set forth in the deed of conveyance for Public Use Site #4 and the parties to the deed shall include the commercial owners association.

b. The Owner ~~will~~ shall not grant any easements that would impact the developable area (within the required building restriction lines) of Public Use Site #4 without the written consent of the County.

VI. ENVIRONMENTAL AND OPEN SPACE

B. OPEN SPACE PROFFERS

3. The trail locations shown on this CDP shall replace the trail locations within the Property shown on previously approved CDPs.

C. STORMWATER MANAGEMENT

Prior to the approval of the first construction plan and profile application in each of the watersheds of the Property, the Owner shall prepare a stormwater management analysis of the portion of the Property within each such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual.

1. New and Relocated Outfalls. All new and/or relocated outfalls on the Property shall include forebays at all outfalls to enhance water quality.

G. TREE CONSERVATION AREAS

The Owner is committed to the preservation of trees within the Tree Conservation Areas shown on the CDP throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 80% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land

Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process. Notwithstanding the above, the full Tree Conservation Areas depicted on the CDP for PIN: 247-20-9549 adjacent to Millstream Drive shall be preserved.

H. ARCHEOLOGICAL SITE 44LD1187

The Owner shall protect archeological site 44LD1187 located in Land Bay 1 by placing a chain link fence 50 feet from the perimeter of the site prior to the commencement of construction activities for adjacent Northstar Boulevard and Tall Cedars Parkway. There shall be no land disturbance within the fenced area without consultation with and approval by the County Archeologist.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that no signature from any additional party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2010, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

_____

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE COMMUNITY DEVELOPMENT IV, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2010, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

_____

Notary Public

My Commission Expires: _____

Owner

STONE RIDGE BUSINESS PARK ASSOCIATES, L.L.C.
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.
Manager

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2010, by _____, as _____ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

_____

Notary Public

My Commission Expires: _____

EXHIBIT A

(Refer to Concept Development Plan

dated April 2006 and revised through February 22, 2010)

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED

EXHIBIT B

STONE RIDGE
PHASING PLAN

IA	1. Stone Springs Blvd. (formerly Stone Ridge Pkwy.) from Rt. 50 south to the southern boundary of Land Bays A-2 and E (as shown on the CDP for ZMAP 1994-0017), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection. 2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD) 3. Tall Cedars Pkwy from the intersection of Stone Springs Blvd. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB. The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.	979 residential 123,500 GFA industrial 100,000 GFA retail (Residential units in Land bays 1, 2, 3, 4 and 5R excluded)
IB	1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659. 2. Intersection improvements at Rt. 659 & Tall Cedars Pkwy. 3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Springs Blvd. and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy. 4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017). 5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.	In addition to the permissible level of development in Phase IA, 179 additional residential units. This would allow a cumulative total through Phase IB of: 1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail (Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017). 2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.). 3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50. These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.	In addition to the permissible level of development in Phase IB, 1,634 additional residential 338,574 additional GFA industrial 214,715 additional GFA retail 390,872 additional GFA office This would allow a cumulative total through Phase II of: 2,792 residential 462,074 GFA industrial 314,715 GFA retail 390,872 GFA office (Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)
IIIA	1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2. 2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road. 3. Route 50/Future West Spine Road intersection improvements.* 4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. Unless otherwise noted below, these improvements shall be bonded or under construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.	In addition to the permissible level of development in Phase II, 300 residential units in Land Bays 1, 2, 3, 4 and 5R.
PHASE	**ROAD IMPROVEMENTS**	**UNITS ALLOWED**

IIIA (cont.)	* This improvement shall be constructed or bonded for construction at the earlier to occur of (i) commencement of construction by others of the four-lane section of West Spine Road from Tall Cedars Parkway to Route 50, or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.	
IIIB	1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.* 2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b). 3. Bus shelter at the Park and Ride lot, as per proffer II.H. 4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.* Unless otherwise noted below, these improvements shall be bonded or under construction prior to issuance of 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R. * This improvement shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1st zoning permit in Land Bay 1. In addition, this improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the 301st cumulative residential occupancy permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1st occupancy permit in Land Bay 1.	All residential units and in Land Bays 1, 2, 3, 4 and 5R.

EXHIBIT C

ZONING ORDINANCE MODIFICATIONS

1. WITHDRAWN

2. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center

"Section 4-202 Purpose, Size and Location of Individual Districts. (C) Small Regional Center (SC). This district is established to permit the development of small regional centers consisting of individual large and small scale commercial uses selling a broad range of goods or services to a market area beyond the local community. Specialty centers shall be located with controlled access to major collector roads and will be designed, landscaped, and buffered so as to be compatible with neighboring development. When mapped, such district shall be a minimum of twenty (20) acres and a maximum of sixty (60) acres.

Proposed Modification

Allow a minimum district size of 2.9 acres for an incremental addition to the existing PD-CC(SC) zoning district and allow access to Millstream Drive.

3. Zoning Ordinance Requirement to be Modified: PD-CC Planned Development-Commercial Center (previously approved under ZMAP 2002-0013/ZCPA 2002-0004)

"Section 4-205 Lot Requirements. (C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. (All Centers) No building, parking, outdoor storage, areas for collection of refuse or loading area shall be permitted closer than (100) feet to any agricultural districts, any existing or planned residential district, or land bays allowing residential uses. No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and such agricultural districts, existing or planned residential districts, or land bays allowing residential uses where such uses or areas are visible from said agricultural and residential areas."

Proposed Modification

The proposed PD-CC(SC) district shall maintain a minimum perimeter yard of 25 feet and a Type 4 buffer next to the adjacent R-16 district.

4. WITHDRAWN

335663 v15/RE