

**County of Loudoun**  
**Department of Planning**

**MEMORANDUM**

**DATE:** November 5, 2009

**TO:** Loudoun County Planning Commission

**FROM:** Stephen Gardner, Project Manager

**SUBJECT: November 12, 2009 Planning Commission Work Session  
Stone Ridge Commercial; ZMAP 2006-0011 & ZCPA 2006-0003**

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**BACKGROUND:**

The Planning Commission held a public hearing on this application on October 15, 2009; no members of the public spoke for or against the application. Discussion from the Planning Commission included questions regarding the current permit count for Stone Ridge, anticipated uses for PD-IP Land Bay DD south of Millstream Drive, the implications and timing of a future cul-de-sac on Gum Spring Road (Route 659), and conformance with various policies noted in the Revised General Plan, the Arcola Area / Route 50 Comprehensive Plan Amendment, and the Countywide Housing Policies. To allow for further discussion, the Commission voted 7-0-2 (Brodrick, Syska – absent) to forward the application to Work Session.

**ISSUE STATUS:**

The following issues were identified by staff as outstanding at the Public Hearing. A current status of each is included in bold type face.

1. **Include architectural design standards for Office uses proposed in Land Bay FF2A.** A site plan (STPL 2004-0012) and site plan amendment (SPAM 2008-0083) for Land Bay FF2A was approved in September 2007 and December 2008 respectively. The building has been permitted accordingly with a ground-breaking scheduled for early November. Given the building has been reviewed and permitted, requiring additional architectural standards is not practical. Notwithstanding, a marketing brochure depicting an illustrative of the building has been included as Attachment # 11 at the Applicant's request. ***Issues Status: Resolved.***
2. **Specify in the Proffers that PD-OP Land Bay FF2B will be developed to a minimum Floor Area Ratio (FAR) in a manner that is balanced with residential uses.** The Public Hearing Staff Report recommended a minimum

FAR in Land Bay FF2B and a reexamination of phasing, predicated by an inability to confirm the non-residential square footages as noted in the Statement of Justification and to further conform to the Arcola Area / Route 50 Comprehensive Plan Amendment. Subsequently and in response to these concerns, the Applicant has clarified non-residential square footages to demonstrate consistency with that presented in the Statement of Justification (i.e. no net increase in residential units; 133 square foot increase in non-residential square footage), and Proffer I.E.2. (Attachment A-55; A-82) states that a cumulative minimum of 120,000 square feet will be constructed within Land Bay FF2B. However, upon further review of the linkage proffer (Attachment A-63-64; A-91), it became apparent that phasing was being amended to a less stringent requirement than than currently approved. ZMAP 2002-0013 & ZCPA 2002-0004 provides the following ratio of non-residential square footage to residential units: 100,000 : 1,251; 200,000 : 1,801; 300,000 : 2,001; 450,000 : 2,251 (Attachment A-35). The proffers propose to supersede this language with verbiage that would require a cumulative total of 250,000 gross square feet of non-residential uses prior to issuance of the first residential zoning permit on the Property. ***Issues Status: Unresolved. At a minimum, Staff recommends the linkage proffer included as part of ZMAP 2002-0004 & ZCPA 2002-0004 be retained. Further discussion regarding phasing may be appropriate.***

3. **Proffer language should be included and/or revised to provide greater protection and preservation of Tree Conservation Areas (TCA) and Steep Slopes applicable to a riparian corridor adjacent to Land Bays 7 and 8.** Reduction to the TCA will be necessitated to facilitate the reorientation of Millstream Drive. Consequently, Staff has requested amendments to the proffer language to ensure remaining vegetation within the riparian corridor will be maintained. Proffers II.B.6.a. (Attachment A-58; A-85) and VI.G. (Attachment A-63; A-90) provide commitments limiting land disturbance within the fifty-foot (50') management buffer and preserving vegetation applicable to Land Bays 7 and 8. Staff appreciates the intent of these provisions but notes the majority of vegetation associated with the riparian corridor is located outside of Land Bays 7 and 8 in an area on the same tract but proposed to be retained as PD-H4. ***Status: Unresolved. Staff recommends the Planning Commission amend Proffer VI.G to reference the parcel pin 247-20-9549 as opposed to Land Bay 7 and 8 to provide greater protection of the riparian corridor.***
4. **Modifications # 1 and # 4 which proposed the reduction of required yards associated with the PD-IP Land Bay DD and the reduction of required open space associated with residential Land Bays 5R and 6 cannot be supported.** Modifications # 1 and # 4 have been withdrawn, facilitated, in part, by retaining Stone Carver Drive as a public right-of-way. Originally, Stone Carver Drive was proposed as a private drive. ***Issues Status: Resolved.***
5. **The "Density Exchange Table" located on Sheet 5 of the Concept Development Plan should be reformatted to provide greater clarity.** The

density exchange table has been reformatted to group entitlements by Land Bay as opposed to Parcel Pin. Square footages within this table and included as part of the Stone Ridge Development Summary noted in Proffer I.G. (Attachment A-56; A-83) are now consistent. ***Issue Status: Resolved.***

6. **All future improvements noted by the Traffic Impact Study necessary to realize the stated Levels of Service (LOS) should be constructed.** Proffer II.B.4.e. (Attachment A-57-58; A-85) states an additional northbound lane will be constructed, consistent with that recommended by the Traffic Impact Analysis, concurrent with the extension of the Stone Springs Boulevard through Glascock Field. Proffer II.B.8. (Attachment A-58; A-85) proposes to phase the extension of Southpoint Drive to Gum Spring Road (Route 659) to coincide with the opening of a four-lane segment of West Spine Road north to Route 50. Though it can be assumed that the opening of the West Spine will require severing Gum Spring Road and the establishment of a cul-de-sac north of Tall Cedars Parkway, it cannot be guaranteed. If Gum Spring Road remains as a through route, the Traffic Study notes that interim traffic improvements will be needed at the intersection of Southpoint Drive and Gum Spring Road; no such improvements have been provided. ***Issue Status: Unresolved. Staff recommends Proffer II.B.8. be amended to state Phase II of the extension of South Point Drive will be conditioned upon the opening of a four lane divided West Spine Road from Tall Cedars Parkway to Route 50 AND the installation of a cul-de-sac on Gum Spring Road (Route 659) north of Tall Cedars Parkway.***
7. **Provide signalization of the following intersections: 1) Stone Springs Boulevard / Tall Cedars Parkway; and 2) Stone Springs Boulevard / Millstream Drive.** Proffer II.F.3. (Attachment A-59; A-86) provides for construction of signal at the Stone Springs Boulevard / Millstream Drive intersection or a contribution in lieu of construction should the signal be installed by others. This contribution, in combination with the \$15,000 provided by HealthSouth (SPEX 2008-0018 & SPEX 2008-0025), will cover the full cost of installation based upon the two-lane configuration of Millstream Drive. Proffer II.F.4. (Attachment A-59-60; A-86-87) provides for a contribution of \$300,000 for the installation of a signal at the intersection of Stone Springs Boulevard / Tall Cedars Parkway at the issuance of the 2,530<sup>th</sup> residential zoning permit or the extension of Tall Cedars Parkway eastward to Riding Center Drive or westward to Lenah Loop Road if said signal is not installed by others. ***Issue Status: Resolved.***
8. **Extend the pedestrian network to include a shared-use trail along Tall Cedars Parkway through Land Bay 1.** Currently, there are no proffered commitments to construct Tall Cedars Parkway through Land Bay 1, and as such, construction of a trail is not practical. Notwithstanding, Proffer II.B.2.c. (Attachment A-57; A-84) reserves a fourteen-foot (14') easement adjacent to Tall Cedars Parkway such that construction of a trail is not precluded in the future. ***Issue Status: Resolved.***

- 9. Submit an appraisal for Public Use Sites # 3 and # 4.** An appraisal has been submitted and is being reviewed by the Department of Construction and Waste Management. The appraised value of Public Use Site # 3, proposed as a future fire and rescue station, is \$2,090,000, and the appraised value of Public Use Site # 4, proposed as an expansion to the commuter parking lot, is \$2,600,000. The Applicant has requested a credit be applied against their capital facilities contribution; Proffer III.F. (Attachment A-61; A-88-89) has been amended accordingly. *Issues Status: Under review by the Department of Construction and Waste Management.*

### **PLANNING COMMISSION DISCUSSION / QUESTIONS**

The following questions were raised by the Commission. A Staff response follows each.

- 1. The number of residential units currently permitted within Stone Ridge.**

As of the publication of this item, a total of 1,624 residential units have been permitted within the Stone Ridge community.

- 2. The minimum district size for a PD-IP (Planned Development – Industrial Park) district.**

The minimum district size as stated by Section 4-502 of the Revised 1993 Zoning Ordinance is twenty (20) acres.

- 3. Conformance with General Policy # 7 of the Arcola Area / Route 50 Comprehensive Plan Amendment.**

Policy # 7 states, "New development will achieve and maintain acceptable levels of transportation service by completing the planned road network and supporting alternative transportation modes. It is anticipated that new road and transportation proffers will be provided in the initial phases of new development."

Regional roadway improvements to accommodate the Stone Ridge community were established as part of ZMAP 2002-0013 and ZCPA 2002-0004 and included the construction of Tall Cedars Parkway through the site and the construction of a third eastbound lane on Route 50 (Attachments A-27 and A-27-28). These commitments are not being amended as part of this application, and as noted in Issue Status # 6 above, additional commitments are being included to maintain acceptable Levels of Service (LOS).

- 4. Conformance with General Policy # 9 of the Arcola Area / Route 50 Comprehensive Plan Amendment.**

Policy # 9 states, "The County supports residential uses at a maximum of three stories in height."

The application provides no prohibition on residential heights other than that which would be required with each respective zoning district.

5. **Conformance with General Policy # 11 of the Arcola Area / Route 50 Comprehensive Plan Amendment.**

Policy # 11 states, "Within the Route 50 Business Community, the development of new residential uses will be made contingent upon the prior or concurrent construction of light industrial or office uses to accomplish the following: a. To maintain the office and light industrial uses as the predominant uses on the property during each phase of the development; and, b. To best balance the fiscal costs and benefits of the project.

As noted in the Issue # 2 discussion, phasing for Stone Ridge was established as part of ZMAP 2002-0013 and ZCPA 2002-0004 to include the following ratio of non-residential square footage to residential units: 100,000 : 1,251; 200,000 : 1,801; 300,000 : 2,001; 450,000 : 2,251 (Attachment A-35). The proffers propose to supersede this language with verbiage that would require a cumulative total of 250,000 gross square feet of non-residential uses prior to issuance of the first residential zoning permit on the Property (Attachment A-55; A-82).

6. **Conformance with Architectural Design Policy # 2 of the Arcola Area / Route 50 Comprehensive Plan Amendment.**

Policy # 2 states, "The County shall encourage the submission of architectural guidelines for all new developments.

Proffer I.E.2. a. through e. (Attachment A-55-56; A-82-83) states that Land Bay FF2B will comply with the Route 50 Design Guidelines. This proffer also provides standards for architecture and building design, loading and trash collection areas, and screening of rooftop mechanical equipment.

7. **Conformance with Landscaping Policy # 1 of the Arcola Area / Route 50 Comprehensive Plan Amendment.**

Policy # 1 states, "To provide an aesthetically pleasing corridor, all properties along Route 50 will be developed with a unified treatment of setbacks and landscaping consistent with landscaping guidelines established as a result of the Route 50 Task Force Report."

The Concept Development Plan (CDP) depicts a Type 5 landscape Buffer adjacent to Route 50. The Type 5 landscape buffer was created in response to

the Arcola Area / Route 50 Comprehensive Plan Amendment explicitly for properties adjacent to Route 50.

8. **Demonstrate conformance with the Land Use Mix for Business Community regarding the percentage of public and civic and public parks and open spaces uses. How is land use mix for the above-referenced categories calculated?**

The Revised General Plan anticipates a minimum of ten-percent (10%) of the land area to be designated for both public and civic and public parks and open space. The land use mix is calculated based upon the land area within a respective community (i.e. Stone Ridge) designated to a specific use.

Civic uses included within Stone Ridge in areas designated as Business community include the existing Arcola Elementary School, existing and proposed community / active recreation centers, the proposed library, and the proposed fire and rescue public use site. Open spaces include the entirety of Land Bay ZZ as well as the areas located within the South Fork of the Broad Run and its associated tributaries. Though calculation of an exact percentage is complicated based upon the reorientation of land bays and roadways, both public and civic and public parks and open space exceed the minimum ten-percent (10%) anticipated by the Revised General Plan for Business community.

9. **Demonstrate conformance with the Guiding Principal Policies # 11 and # 12 of the Countywide Housing Policies (CPAM 2007-0001).**

Policy # 11 states, "The County supports the development of housing and of communities that apply universal design principles."

Policy # 12 states, "The County encourages development that utilizes energy efficient design and construction principles, promotes high performance and sustainable buildings, and minimizes construction waste and other negative environmental impacts."

CPAM 2007-0001 was adopted by the Board on September 18, 2007; ZMAP 1994-0017 and ZMAP 2002-0013 & ZCPA 2002-0004 were approved by the Board in December 1995 and December 2005 respectively. Notwithstanding, a total of 315 Affordable Dwelling Units (ADUs) already have or will be provided in Stone Ridge to be located in Land Bays 3, 5, and EE2A. No additional residential units have been proposed as part of this application, and as such, no additional ADUs are anticipated. Staff further notes that policies noted as part of CPAM 2007-0001 apply exclusively to unmet housing needs (0-100% AMI), including ADU units, and are not intended to apply to all residential units.

**10. Demonstrate conformance with Energy Communication Policy # 3 of the Revised General Plan.**

Policy # 3 states, "High-tension power lines, communication towers, and similar facilities should be sufficiently separated from adjacent residential uses to minimize any scientifically recognized potential health and safety risk."

If constructed as currently approved, residential units in Land Bay 8, proposed to be rezoned from PD-H4 to PD-IP, would maintain a distance of approximately 150-feet from the 500 kv power lines located in Land Bay ZZ. Land Bay 6, proposed as R-24, would result in residential units being constructed approximately 135-feet from the 230 kv power lines and 235-feet from the 500 kv power lines. Both the 500 kv and the 230 kv power lines are located within an existing 250-foot utility easement which is established to ensure safe separation distance from adjacent uses. Attachment # 10 provides a cross section depicting the separation of powerlines from residential structures under both the approved and proposed development scenarios.

**11. Does the County have a Comprehensive Utility Plan as noted in Energy Communication Policy # 6 of the Revised General Plan.**

Policy # 6 states, "The County will develop and implement a comprehensive utilities plan to address the impacts and location requirements of energy and communications facilities."

As with numerous policies noted within the Revised General Plan for future implementation, the County has not prioritized for the development of a Comprehensive Utility Plan.

**12. Is the Applicant willing to prohibit certain by-right PD-IP (Planned Development – Industrial Park) uses in Land Bay DD south of Millstream Drive and adjacent to residential Land Bays 5R and 6.**

Proffer I.E.c. (Attachment A-54; A-81-82) prohibits the following by-right PD-IP uses in said land bay: 1) distribution facility; 2) manufacture, processing, fabrication and/or assembly of products, etc.; 3) recycling drop off collection center, small; 4) wholesale trade establishment; 5) warehousing facility; 6) auction house; 7) postal service, etc.; 8) utility substation, distribution; and 9) contractor service establishment, retail sales and outdoor storage. Further, the proffer prohibits loading bays/docks for flex-industrial uses.

**13. What are the Virginia Department of Transportation (VDOT) standards for parallel parking on public roadways.**

Staff is currently researching the VDOT standards noted above. An update will be provided at the Work Session.

**STAFF RECOMMENDATION:**

Staff is able to support approval of this application, given the following items are addressed:

1. Retain the "Linkage Between Commercial and Residential Uses" verbiage included as part of ZMAP 2002-0013 & ZCPA 2002-0004.
2. Amend Proffer VI.G to reference the parcel pin (i.e. 247-20-9549) as opposed to Land Bay 7 and 8.
3. Amend Proffer II.B.8. to state Phase II of the extension of South Point Drive will be conditioned upon the opening of a four lane divided West Spine Road from Tall Cedars Parkway to Route 50 AND the installation of a cul-de-sac on Gum Spring Road (Route 659) north of Tall Cedars Parkway.

**SUGGESTED MOTION:**

1. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to a subsequent Work Session for further discussion.

OR,

2. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated October 26, 2009 and with the attached Findings for Approval.

OR,

3. I move that the Planning Commission forward ZMAP 2006-0011 & ZCPA 2006-0003, Stone Ridge, to the Board of Supervisors with a recommendation of denial.

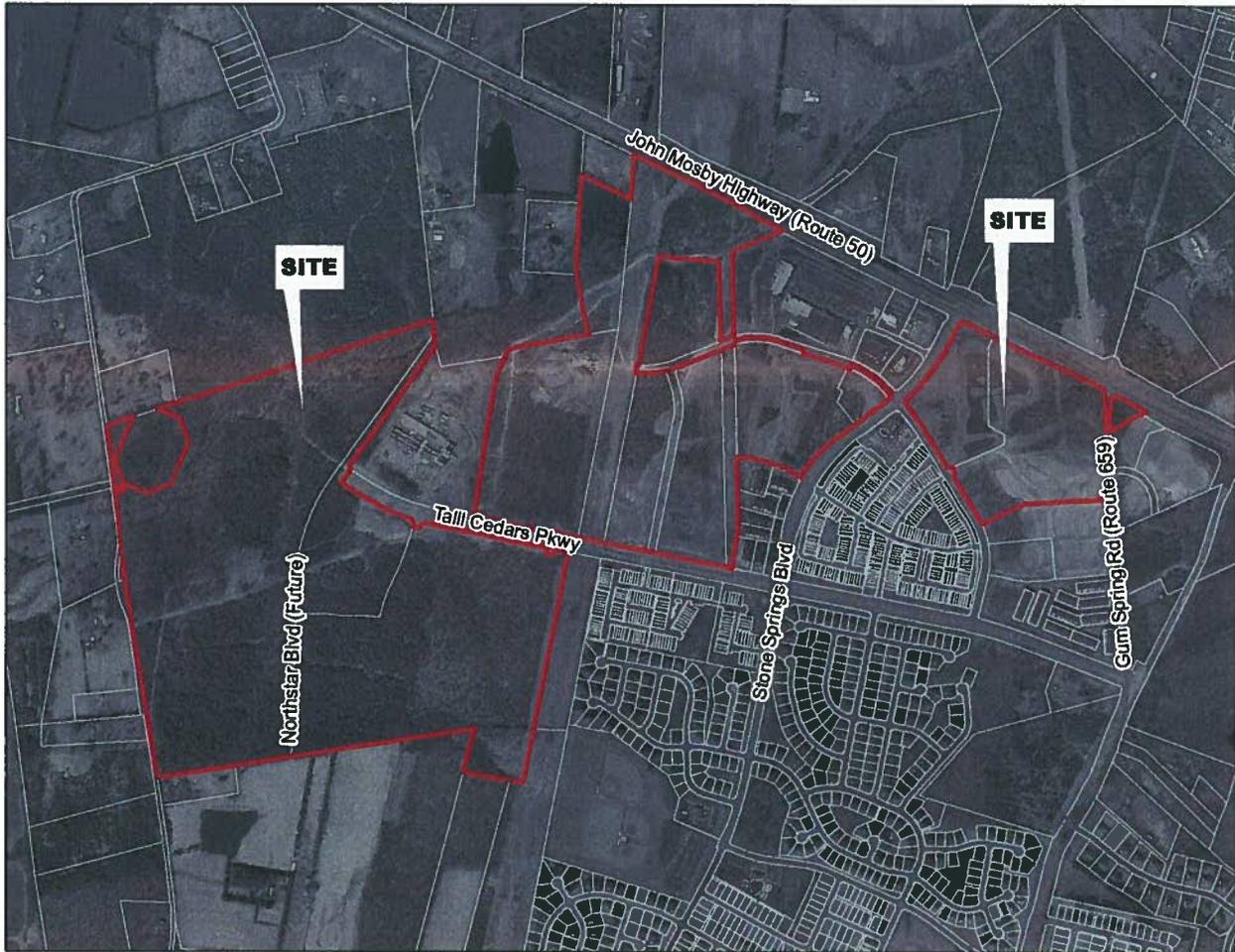
OR,

4. I move an alternate motion.

**ATTACHMENTS:**

1. Vicinity Map
2. Findings for Approval
3. Statement of Justification; revised October 26, 2009
4. Applicant Response Letter; dated October 26, 2009
5. ZMAP 2002-0004 / ZCPA 2002-0013 Proffer Statement; dated October 5, 2005
6. ZMAP 2006-0011 / ZCPA 2006-0003 Proffer Statement; dated October 26, 2009
7. ZMAP 2006-0011 / ZCPA 2006-0003 Proffer Statement (Comparison Version to September 4, 2009); dated October 26, 2009
8. Stone Ridge Zoning Comparison Illustrative
9. Stone Ridge Illustrative
10. Cross Section depicting Power Lines and Residential Buildings
11. Stone Ridge Medical Office Condominiums Brochure (Attached).
12. Concept Development Plan Plat; dated April 2006; revised October 23, 2009 (Attached)

VICINITY MAP



**Directions:**

From Leesburg, take Evergreen Mills Road south to Gum Spring Road (Route 659). Turn right onto Gum Spring Road (Route 659). Proceed through the intersection of John Mosby Highway (Route 50). The subject site will be on the right at the intersection of Route 50. Additional access to the site is from Stone Springs Boulevard via Route 50 and Tall Cedars Parkway via Gum Spring Road.

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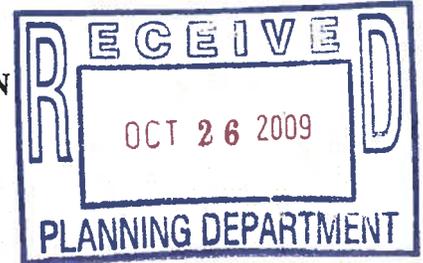
## FINDINGS FOR APPROVAL

1. The application proposes a Land Use Mix that is consistent with and does not deviate from that approved by the Board of Supervisors in December 2005 as part of ZMAP 2002-0013 & ZCPA 2002-0004, Stone Ridge.
2. Inclusive of the proposed modifications, the application complies with the requirements of the Revised 1993 Loudoun County Zoning Ordinance.
3. The conversion of acreage currently zoned CLI (Commercial Light Industry) to PD-OP (Planned Development – Office Park) is consistent with objectives articulated in the Revised General Plan intended to limit the development of incompatible land uses and with the Arcola Area / Route 50 Comprehensive Plan Amendment's recommendations that emphasis be placed on non-residential employment related land uses.
4. Conversion of residential land bays to non-residential and vice versus will provide for the realignment of residential and non-residential land uses that will consolidate and group like uses providing for a more compatible arrangement.
5. Uses proposed as part of this application will result in a one (1) percent increase in the number of daily vehicle trips over those uses currently approved. This incremental increase should have no additional impacts on Level of Service (LOS).

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**STONE RIDGE COMMUNITY DEVELOPMENT, LLC**  
**ZONING MAP AMENDMENT APPLICATION, ZMAP 2006-0011**  
**ZONING CONCEPT PLAN AMENDMENT, ZCPA 2006-0003**

**STONE RIDGE COMMERCIAL**  
**STATEMENT OF JUSTIFICATION**  
**(revised October 26, 2009)**



**PROJECT OVERVIEW**

Stone Ridge Community Development, L.L.C., (the "*Applicant*"), the developer of Stone Ridge, has submitted a rezoning/zoning concept plan amendment application (the "*Application*") to replan approximately 70 acres of land within the Stone Ridge planned community in order to relocate and consolidate previously approved residential and non-residential uses and to accommodate the realignment and extension of Southpoint Drive (formerly Canary Grass Drive) to Gum Spring Road (Route 659), as well as the realignment of Millstream Drive within the Property. In conjunction with the proposed land use relocations, the Applicant proposes to amend certain elements of the previously approved proffers and concept plan to reflect the proposed zoning district changes, to relocate previously approved recreational amenities, to realign certain internal streets, and to designate public use sites for an additional commuter parking facility and for a future fire and rescue station. The Application does not propose any change to the number or type of previously approved residential units, and proposes a net increase of only 133 square feet of non-residential floor area.

The proposed land use relocations are desired by the Applicant to reinforce the existing residential character of Tall Cedars Parkway and to provide a transition of non-residential densities from the planned multi-story office buildings adjacent to Route 50 in the north-east portion of Stone Ridge to the light-industrial area planned along Millstream Drive and west of the power lines. The resulting land use pattern results in a more cohesive residential core on the north side of Tall Cedars Parkway without any intervening, and potentially incompatible, employment uses, an expanded office area along Route 50 for quality office buildings, a consolidated light-industrial area along relocated Millstream Drive that is screened by mature trees, and appropriate locations for a commuter parking facility and a future fire and rescue station.

**COMPREHENSIVE PLAN COMPLIANCE OF THE REZONING APPLICATION**

Stone Ridge is located within the Dulles Community and the majority of Stone Ridge, approximately 777 acres, is located within the Suburban Policy Area. Approximately 100 acres of Stone Ridge are zoned TR-1UBF and are located within the Transition Policy Area.

The Planned Land Use Map adopted with the Revised General Plan (the "*RGP*") designates the Suburban Policy Area of Stone Ridge as Residential south of Tall Cedars Parkway and as Business between Tall Cedars Parkway and Route 50. The following comparison of the Residential recommended land use mix, as provided in Chapter 6 of the RGP, and the

Application's resulting land use areas for the Stone Ridge community demonstrates Stone Ridge's general compliance with the RGP's recommended land use mix:

<u>Land Use Category</u>	<u>Min. Recommended</u>	<u>Max. Recommended</u>	<u>Proposed</u>
a. Residential	30%	60%	58%
b. Office & Light Industrial (includes Retail area)	0%	20%	11%
c. Public & Civic	10%	No Max.	8%
d. Public Parks/Open Space	30%	No Max.	23%*

\* Does not include open space areas within the residential, industrial and office land bays.

The Application proposes the rezoning of equal areas of residential and non-residential land uses, thereby maintaining the same distribution of land uses as the currently approved concept plan for Stone Ridge.

**REZONING PROPOSAL**

The Application proposes to rezone approximately 70 acres of PD-H4, R-16, R-24, PD-IP, PD-CC(SC) and CLI zoned property to PD-H4, R-16, R-24, PD-IP, PD-CC(SC) and PD-OP in order to realign previously approved residential and non-residential uses within Stone Ridge for a more compatible arrangement of land uses, to allow for an expanded office area in the northeast portion of Stone Ridge adjacent to Route 50, to accommodate the extension of Southpoint Drive to Gum Spring Road, and to provide an appropriate location for a requested commuter parking facility. The zoning changes will allow for approximately 133 additional square feet of employment uses in Stone Ridge. No additional residential uses are requested with this Application.

The PD-OP district in the northeast corner of Stone Ridge will gain approximately 6 acres of land area with the reconfiguration of the zoning districts to accommodate the extension of Southpoint Drive to Gum Spring Road, and with the rezoning of an adjacent CLI zoned area owned by the Applicant. The PD-OP district is located on the south side of Route 50 between Stone Springs Boulevard and Gum Spring Road and will continue to be an area planned for commercial office uses. The Application commits to 3-story buildings within the proposed PD-OP land bay, Land Bay FF2B, in support of the economic development policies of the RGP, as well as the RGP's recommended land uses for this area. The Application also commits to specific design standards to ensure compliance with the Route 50 Design Guidelines.

The proposed PD-IP district along the extension of Millstream Drive on the west side of the power lines will provide an area for a variety of employment uses, including office uses, that is in close proximity to the existing retail, personal service and restaurant uses within the Stone Ridge shopping center. The PD-IP land bay included in the Application, Land Bay 8, as well as existing PD-IP Land Bay 7, will have their access on the extension of Millstream Drive. The relocation of the PD-IP district from the east side of the power lines removes potential

incompatible land uses from the existing residential uses on the east side of the power lines and also takes advantage of the mature trees located within an existing Tree Conservation Area on the west side Land Bays 7 and 8 to help screen this light industrial area. Although there is an open space corridor located between the existing PD-IP Land Bay DD on the north side of Tall Cedars Parkway and the residential uses to the east, which is proposed as an additional Tree Conservation Area, a large part of the open space contains a stormwater management pond and scattered vegetation, and the provision of additional landscaping within the open space area is hindered by several underground utilities. Not only will the relocation of the PD-IP district result in much better natural screening of the light industrial uses, it will reinforce the character of Tall Cedars Parkway as a residential street. The Applicant proposes to dedicate a portion of Land Bay 7, designated as Public Use Site #3 on the CDP, to the County for use as a future fire and rescue station.

The proposed PD-H4 and R-24 zoning districts on the east side of the power lines serve to consolidate previously approved residential units from the west side of the power lines and a portion of the approved multi-family units in Land Bay FF1A on the east side of Stone Ridge to create a cohesive residential community along this portion of Tall Cedars Parkway. No additional residential uses are requested with this Application. The existing and planned pedestrian systems within Stone Ridge provide pedestrian connections between the employment, residential, retail and public and community facilities.

The Application proposes the relocation of existing PD-CC(SC) Land Bay EE1A from the corner of Stone Springs Boulevard and Millstream Drive to a location on the south side of Millstream Drive opposite the entrance to the existing commuter parking lot for use as an additional commuter parking facility of 100 spaces, designated on the CDP as Public Use Site #4. An equal area of R-16 Land Bay EE2A will be relocated from the proposed location of Public Use Site #4 to the corner of Stone Springs Boulevard and Millstream Drive to maintain the same acreage and number of residential units approved for Land Bay EE2A under ZMAP 2002-0013/ZCPA 2002-0004.

#### **ZONING ORDINANCE MODIFICATIONS**

The Application proposes zoning ordinance modifications, described in more detail below, for PD-CC(SC) Land Bay EE1A to allow a reduced PD-CC(SC) district size and to facilitate the construction of the proffered commuter parking facility in Public Use Site #4.

#### **ZCPA PROPOSAL**

The Application proposes that the alignments for Millstream Drive and Canary Grass Drive (now Southpoint Drive) depicted on the approved Concept Development Plan (the "CDP") be altered in consideration of environmental constraints and other road proposed road linkages. Southpoint Drive is depicted on the CDP to extend to Gum Spring Road where it will connect with existing Southpoint Drive. This connection will provide a continuous link between the West Spine Road and Millstream Drive and will provide an alternative to Route 50 for local traffic.

A-7

The currently approved alignment for Millstream Drive would carry it across the South Fork of Broad Run in area of steep slopes, wetlands and other sensitive environmental features. The proposed alignment for Millstream Drive shown on the CDP will form a loop road between Stone Springs Boulevard and Tall Cedars Parkway to help separate employment traffic generated by the PD-IP land bays from the residential areas that adjoin Tall Cedars Parkway and Stone Springs Boulevard.

Proffer and CDP amendments are proposed for TR-1UBF Land Bay 1 to reflect existing site conditions resulting from the construction of public utilities, including adjustments to the approved tree conservation areas resulting from the installation of Loudoun Water transmission lines. The proposed proffers clarify that, in addition to the approved residential units and water tank site, Land Bay 1 may be developed with any of the special exception uses listed in the Zoning Ordinance upon the approval of a special exception application, and will include a minimum of 50 residential units.

Other proposed CDP and proffer amendments include the relocation of previously approved community centers to Land Bay FF1A and Land Bay 5R, and a date certain of June 30, 2011 for the delivery of the 40,000 sq.ft. library floor space in Land Bay FF2A.

#### **SUMMARY**

The proposed Stone Ridge Commercial application represents a well planned approach to better balance the previously approved mix and the location of employment and residential land uses within Stone Ridge. The Application proposes no increase in the number of approved residential units and a modest increase in amount of employment use floor area. The Application is consistent with the economic development and land use policies of the RGP.

The Applicant respectfully requests favorable consideration of the Application by the Staff, the Planning Commission and the Board of Supervisors.

## MATTERS FOR CONSIDERATION

### 1993 ZONING ORDINANCE SECTION 6-1211(E)

- Matter 1. *Whether the proposed zoning district classification is consistent with the Comprehensive Plan.*

The Planned Land Use Map adopted with the Revised General Plan (the "RGP") designates the planned uses for the Property as Business within the Suburban Policy Area. The proposed PD-IP, PD-OP, PD-CC(SC), PD-H4, R-16 and R-24 zoning districts will implement land uses within the Stone Ridge planned community that are consistent with RGP policies, including the land use mix recommended for residential communities.

- Matter 2. *Whether there are any changed or changing conditions in the area affected that make the proposed rezoning appropriate.*

The proposed rezoning will facilitate the extension of Southpoint Drive to provide a continuous road link through the commercial areas developing to the east. The relocated non-residential zoning districts will help facilitate the continued redevelopment of Route 50 as an important business corridor serving as an entryway to the County.

- Matter 3. *Whether the range of uses in the proposed zoning district classification are compatible with the uses permitted on other property in the immediate area.*

The Application proposes a minor increase in non-residential floor area and no increase in residential units. The relocated zoning districts will be compatible with the adjacent land uses.

- Matter 4. *Whether adequate utility, sewer and water, transportation, school and other facilities exist or can be provided to serve the uses that would be permitted on the property if it were rezoned.*

The Property is in an area supported by public water and sewer and by existing and planned regional roads. Stone Ridge has previously provided land for Mercer Middle School and Arcola Elementary School.

- Matter 5. *The effect of the proposed rezoning on the County's ground water supply.*

The Property will be served by a central LCSA water supply and is not anticipated to have any adverse impact on the County's ground water supply.

- Matter 6. *The effect of uses allowed by the proposed rezoning on the structural capacity of the soils.*

The uses planned for the Property are not anticipated to have an adverse impact on the structural capacity of the soils.

- Matter 7. *The impact that the uses that would be permitted if the property were rezoned will have upon the volume of vehicular and pedestrian traffic safety in the vicinity and whether the proposed rezoning uses sufficient measures to mitigate the impact of through construction traffic on existing neighborhoods and school areas.*

The small amount of additional non-residential floor will not overload the planned road network in and around Stone Ridge. No additional residential uses are proposed. It is anticipated that construction traffic will use the major roads that serve the Property and, therefore, will have minimal impact on existing neighborhoods and schools.

- Matter 8. *Whether a reasonably viable economic use of the subject property exists under the current zoning.*

The proposed zoning districts will provide uses that are consistent with the land use mix recommendations of the RGP.

- Matter 9. *The effect of the proposed rezoning on the environment or natural features, wildlife habitat, vegetation, water quality and air quality.*

The proposed Application covers areas that are already zoned for residential and non-residential uses at similar densities. No adverse impacts on water or air quality are anticipated.

- Matter 10. *Whether the proposed rezoning encourages economic development activities in areas designated by the Comprehensive Plan and provides desirable employment and enlarges the tax base.*

The Application proposes a modest increase in non-residential floor area and no increase in residential units. Thus, this Application is expected to have a positive impact on the County's tax base.

- Matter 11. *Whether the proposed rezoning considers the needs of agriculture, industry and businesses in future growth.*

The Property is not located in an area planned for future agricultural uses, and the proposed non-residential zoning districts will help support businesses already located in Loudoun County, as well as those expected to locate in Loudoun County in the future.

- Matter 12. *Whether the proposed rezoning considers the current and future requirements of the community as to land for various purposes as determined by population and economic studies.*

The Application is consistent with the Suburban Policy Area land use recommendations for residential planned communities such as Stone Ridge.

- Matter 13. *Whether the proposed rezoning encourages the conservation of properties and their values and the encouragement of the most appropriate use of land throughout the County.*

The Application will implement land uses that are appropriate for this portion of the County and that will enhance the value of adjacent properties.

- Matter 14. *Whether the proposed rezoning considers trends of growth or changes, employment, and economic factors, the need for housing, probable future economic and population growth of the County, and the capacity of existing and/or planned public facilities and infrastructure.*

The proposed rezoning seeks to relocate previously approved residential and non-residential uses to more appropriate locations within Stone Ridge.

- Matter 15. *The effect of the proposed rezoning to provide moderate housing by enhancing opportunities for all qualified residents of Loudoun County.*

The Application does not proposed any additional residential uses. The approved residential units include the requisite allocation of affordable dwelling units.

- Matter 16. *The effect of the rezoning on natural, scenic, archaeological, or historic features of significant importance.*

There are very few natural and no historic features of significant importance on the Property, but the Application plans are designed to preserve areas of sensitive environmental features.

## PROPOSED ZONING ORDINANCE MODIFICATIONS

### Section 6-1504 Modification Approval Criteria

“No modification shall be approved unless the Board of Supervisors finds that such modification to the regulations will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the purpose of the existing regulation. No modification will be granted for the primary purpose of achieving the maximum density on a site.”

#### 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.

#### Justification

- Improve Upon Existing Regulations. This modification is justified in that the 2.9 acre area represents a relocation of the existing 2.9 acre PD-CC(SC) Land Bay EE1A approved with ZMAP 2002-0013 and is a portion of the original 34 acre PD-CC(SC) Land Bay EE1 approved with ZMAP 1994-0017. The proposed PD-CC(SC) district remains adjacent to PD-CC(SC) Land Bay EE1 with 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.

Justification

- Improve Upon Existing Regulations. This modification is justified in that it will facilitate the design and implementation of a proffered commuter parking facility (Public Use Site #4) while providing for increased landscaping to screen the adjacent residential area. Please see exhibit on Sheet 15 of the Plans.

4. WITHDRAWN

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Jeffrey A. Nein, AICP  
(703) 456-8103  
jnein@cooley.com

BY HAND DELIVERY

October 26, 2009

Stephen Gardner  
Project Manager  
Department of Planning  
1 Harrison Street, S.E., 3rd Floor  
Leesburg, Virginia 20177-7000



**RE: ZCPA 2006-0003/ZMAP 2006-0011, Stone Ridge Commercial**

Dear Stephen:

This letter includes our response to the OTS comments regarding the June 16<sup>th</sup> submission of the Application and to the outstanding issues noted in the October 15<sup>th</sup> staff report.

Enclosed with this submission are three copies each of the revised Statement of Justification, the draft proffer statement and a comparison with the last version of the proffers submitted for review. Three copies of the revised Application plan set will be delivered to you under separate cover.

The staff comments are summarized below (noted in *Italics*) and followed by our response.

**Office of Transportation Services (comments dated 9/29/09)**

1. *OTS appreciates the revised layout to connect Southpoint Drive from its existing terminus west to Millstream Drive and understands that the Applicant has no objection to the potential future vacation of the segment of existing Gum Spring Road between Southpoint Drive and Tall Cedars Parkway, but notes that any future vacation of this roadway is dependent, in part, on the availability of alternate access to all adjacent parcels on the west side of the West Spine Road.*

Comment acknowledged.

2. *OTS staff understands the uncertainty regarding the timing of future road improvements in this immediate vicinity, and appreciates the Applicant's response that it will comply with all applicable VDOT requirements at the time Southpoint Drive is extended to Gum Spring Road. However, OTS recommends that a proffered commitment to this effect (i.e., necessary turn lanes and signalization) be included with these applications, along with a timing mechanism to ensure that the roadway will be available to serve the development proposed within Landbays FF1A and FF2B.*

To address this matter, the Applicant has added Proffer II.B.8. to provide for the Phase 2 extension of Southpoint Drive to Gum Spring Road only after a four-lane divided West Spine Road is constructed from Tall Cedars Parkway to Route 50 and is open to traffic. This proposed

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phasing of Southpoint Drive will simplify traffic patterns and needed improvements as the opening of the West Spine Road will require the closure of the adjacent portion of Gum Spring Road as a through street. In addition, Proffer II.B.8. provides for Phase 1 of the extension of Southport Drive to be constructed in conjunction with the development of either Land Bay FF1A or FF2B.

3. *OTS appreciates the Applicant's traffic study update with respect to the Gum Spring Road/Route 50 LOS and has no further comments on this issue. Issue resolved.*

Comment acknowledged.

4. *According to County records (LMIS), CPAP 2007-0135 was approved by the County on May 8, 2009. Issue resolved.*

Comment acknowledged.

5. *OTS acknowledges the continuing proffered commitment for regional transportation improvements. Issue resolved.*

Comment acknowledged.

6. *The revised applications no longer propose an extension of Millstream Drive to Route 659 Relocated. Issue resolved.*

Comment acknowledged.

7. *The revised applications no longer propose additional residential units beyond previous approvals. Issue resolved.*

Comment acknowledged.

8. *The revised applications no longer propose additional residential units beyond previous approvals. Issue resolved.*

Comment acknowledged.

9. *The proffer comparison included in the June 16, 2009 traffic study is provided as Attachment 11 of the traffic study. Issue resolved.*

Comment acknowledged.

10. *The current and/or previous proffer Statements for Stone Ridge contain specific commitments for many of the on-site "proffered" and "site" improvements shown in Attachment 10 of the traffic study. However, two items do not appear to be addressed, namely (1) a commitment to construct an additional lane on northbound Stone Springs Boulevard at Route 50, and (2) a commitment to construct necessary improvements at the future intersection of*

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*Southpoint Drive at Gum Spring Road at the time the connection is made; this is particularly relevant if the connection is made while Gum Spring Road is still open to through traffic. OTS recommends that such commitments be included in the current proffer statement.*

With respect to the construction of an additional lane on northbound Stone Springs Boulevard at Route 50, we have added Proffer II.B.4.(e) to provide for such lane. With respect to the intersection of Southpoint Drive and Gum Spring Road, we have added Proffer II.B.8. to provide for the phased construction of Southpoint Drive to avoid conflicts with existing Gum Spring Road.

*11. OTS staff appreciates the commitment for traffic signal warrant analysis at the intersection of Millstream Drive and Stone Springs Boulevard the commitment for a \$250,000 contribution if the signal is warranted. However, OTS staff recommends that the proffer language be revised to state that the signal be installed by the Applicant concurrent with the development of Landbay EE2A, if warranted at that time. If not warranted at that time, a total of \$300,000 (the County's current cost of a four-by-four signal) should be contributed toward future design, construction and installation of the signal.*

Proffer II.F.3. commits to a warrant analysis, construction of the signal if warranted, or a contribution of \$250,000 if not warranted. In discussions with OTS staff, it was agreed that a reasonable cost estimate for this signal is \$265,000 and, inasmuch as the County has received commitments from others for \$15,000 for this signal, that the Applicant would commit to fund the balance of \$250,000.

*OTS staff also recommends that the Applicant conduct a signal warrant analysis at the intersection of Stone Springs Boulevard and Tall Cedars Parkway, install a signal if warranted, or if a signal is not warranted, contribute the County's current cost (\$300,000) of future design, construction, and installation of a signal at this intersection.*

In the event this signal has not been constructed or has not been obligated to be constructed by others prior to certain triggers, which include a residential unit count trigger, Proffer II.F.4. commits to a warrant analysis, construction of the signal if warranted, or a contribution of \$300,000 if not warranted. A memo by Wells & Associates is enclosed that provides the justification for the proposed residential unit count trigger.

*12. The revised applications no longer include Landbay 9 and its proposed access to Route 50. Issue resolved.*

Comment acknowledged.

*13. The revised applications no longer propose an alternative private access to Route 50 for previously proposed Landbay 9. Issue resolved.*

Comment acknowledged.

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14. *OTS staff appreciates the Applicant's explanation that the proposed half-section for Route 659 Relocated (Northstar Boulevard) is consistent with improvements proffered with approved rezonings to the south. The Applicant should include language in the proffer statement acknowledging responsibility for maintenance of all public roads on site until the roads are accepted into the VDOT system. Issue resolved, subject to inclusion of such language.*

We respectfully point out that developer maintenance of constructed public streets until accepted by VDOT is a bonding requirement for all public streets. Nevertheless, language has been added to Proffer II.B. to address this comment.

15. *OTS has no objection to the realignment of Millstream Drive as proposed with these applications. Issue resolved.*

Comment acknowledged.

16. *OTS recommends that the proffer language for the commuter parking lot be revised to state that a minimum of 100 spaces be allowed on the site, so that additional spaces may be constructed with Public Use Site #4 as site constraints and funding allow. OTS staff appreciates the Applicant's efforts in this regard.*

Proffer III.G.4. has been revised as recommended.

#### **October 15, 2009 Staff Report Outstanding Issues**

1. *Include architectural design standards for Office uses proposed in Land Bay FF2A.*

As discussed with staff, Land Bay FF2A contains only the office/library building for which building plans have been approved and ground-breaking will occur on November 7<sup>th</sup>. The design of this building was coordinated with County and Library staff over the past three years. No other buildings will be constructed in this land bay.

2. *Specify in the Proffers that PD-OP Land Bay FF2B will be developed to a minimum Floor Area Ratio (FAR) in a manner that is balanced with residential uses.*

Proffer I.E.2. has been revised to commit to a minimum floor area of 120,000 square feet in Land Bay FF2B. It is also noted that, opposed to the decrease in overall employment square footage reported by staff, the Applicant has verified that the overall employment square footage within Stone Ridge will increase by 133 square feet with this application.

3. *Proffer language should be included and/or revised to provide greater protection and preservation of Tree Conservation (TCA) and Steep Slopes applicable to a riparian corridor adjacent to Land Bays 7 and 8.*

Proffer II.B.6. addresses the protection of steep slopes and Proffer VI.G. has been revised to address the TCA preservation comment.

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*4. Modifications # 1 and # 4 which proposed the reduction of required yards associated with the PD-IP Land Bay DD and the reduction of required open space associated with residential Land Bays 5R and 6 cannot be supported.*

Upon further discussions with Zoning staff, it has been determined that the proposed development of Land Bays DD, 5R and 6 do not require the referenced ZMODs. The Application has been revised to delete these ZMODs. It should also be noted that, in response to Planning Commission comments, Proffer I.E.1.c. has been added to delete certain PD-IP uses that might not be compatible with the adjacent residential uses.

*5. The "Density Exchange Table" located on Sheet 5 of the Concept Development Plan should be reformatted to provide greater clarity.*

A revised Density Exchange table is provided on Sheet 5.

*6. All future improvements noted by the Traffic Impact Study necessary to realize the stated Levels of Service (LOS) should be constructed.*

Proffer II.B.4.(e) has been added to address the northbound lane improvements on Stone Springs Boulevard at Route 50, and Proffer II.B.8. has been added to address the phased construction of the extension of Southpoint Drive.

*7. Provide signalization of the following intersections: 1) Stone Springs Boulevard / Tall Cedars Parkway; and 2) Stone Springs Boulevard / Millstream Drive.*

Proffers II.F.3 and 4 address the signalization of Stone Springs Boulevard at Millstream Drive and at Tall Cedars Parkway.

*8. Extend the pedestrian network to include a shared-use trail along Tall Cedars Parkway through Land Bay 1.*

There is no commitment by anyone to construct Tall Cedars west of Northstar Boulevard (i.e., through Land Bay 1). Existing Proffer II.B.2. requires the dedication of a 120-foot wide right-of-way for this portion of Tall Cedars, which would be wide enough for such a shared-use trail. Nevertheless, this proffer has been revised to also provide a trail easement outside of the dedicated right-of-way in the event a trail cannot be accommodated within the dedicated right-of-way.

*9. Submit an appraisal for Public Use Sites # 3 and # 4.*

Appraisals dated September 28, 2009 have been submitted to staff.

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We believe this response letter, the draft proffers, the revised Statement of Justification and the amended Application plans address all remaining staff comments. We look forward to the Planning Commission work session on November 12th.

Thank you for your attention to this matter. Please do not hesitate to contact me if you have any questions.

Very truly yours,

Cooley Godward Kronish LLP



Jeffrey A. Nein, AICP  
Senior Land Use Planner

Enclosures

cc: Roy R. Barnett, Van Metre Companies  
Brian Martin, P.E., Urban, Ltd.  
Antonio J. Calabrese, Esq., Cooley Godward Kronish LLP

418025 v1/RE

FIRST AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT

SUBMITTED BY



STONE RIDGE COMMUNITY DEVELOPMENT, LLC

ZCPA 2002-0004

ZMAP 2002-0013

OCTOBER 5, 2005

(as clarified by 11/30/05 LOC)

ATTACHMENT 5

A-21

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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, LLC, Stone Ridge Community Development II, LLC, and Jimmy R. Dean (collectively, the "Owner"), the undersigned Owner of the property, identified as Loudoun County Tax Map #100, Parcels 37 (part), 51 (part), 52 (part), 53, 54, 55, 56, and Tax Map #100C ((14)), Parcel S35 (MCPI # 205-36-2224 (part), 204-35-8501 (part), 204-15-3843 (part), 247-19-1835, 247-28-4151, 247-18-9795, 247-20-1488, and 204-37-4812, respectively) (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 2002-0004 and ZMAP 2002-0013 (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 800-acre mixed-use project approved under ZMAP 1994-0017, Stone Ridge Application, and portions of the area rezoned under ZMAP 89-08, Alliance Application. The portions of the Stone Ridge Application 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 PD-GI and PD-IP zoning districts to the TR-1UBF zoning district, (ii) the rezoning of a portion of the Property from the PD-GI, PD-IP and PD-H4 zoning districts to the PD-H4 zoning district, (iii) the rezoning of a portion of the Property from the PD-IP zoning district to the PD-IP zoning district, (iv) the rezoning of a portion of the Property from the R-8 zoning district to the PD-CC(SC) zoning district, (v) the rezoning of a portion of the Property from the PD-CC(SC) and R-8 zoning districts to the R-16 zoning district, and (vi) the relocation of a library site proffered under ZMAP 1994-0017. The Application also requests several zoning ordinance modifications for the proposed PD-H4 and PD-CC(SC) zoning districts. The zoning ordinance modifications are listed in Exhibit C.

These proffers (the "Proffers"), if accepted, supersede and replace all proffers of ZMAP 89-08 that pertain to the Property, and amend, supersede and replace only those proffers of ZMAP 1994-0017 dated November 28, 1995, as amended by Letter of Clarification dated December 14, 1995 (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 dated May 2002, as revised through November 29, 2005, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted 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.** Development of the proposed TR-1UBF portion of the Property, shown as Land Bay 1 on Sheet 4 of the Plans, shall include a maximum of 94 residential units. This land bay includes a site reserved for an LCSA water storage/pumping facility, identified as "Proffered Water Tank Site" on Sheet 4 of the CDP. In the event LCSA requests the dedication of said site for its facility, LCSA shall file the requisite special exception application, but shall not be required to amend the CDP.

B. **PD-H4 District.** Residential development in the proposed PD-H4 portion of the Property shall occur in Land Bays 2, 3, 4, and 5, as shown on Sheets 4 and 5 of the Plans, and shall include a maximum of 289 residential units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5 shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5 and shall be shown on applicable record plats or residential site plans. The PD-H4 area shall also include Public Use Sites #1 and #2 and the Proposed Homeowners Association ("HOA") Active Recreation Facility, shown on Sheet 4 of the CDP as "Proposed HOA Active Rec Facility". The referenced HOA is the same HOA as established pursuant to proffer V. of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Proposed HOA Active Recreation Facility shall include a swimming pool with a minimum water surface area of 2,000 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the issuance of the 250<sup>th</sup> residential zoning permit within Land Bays 1, 2, 3, 4, and 5.

C. **R-16 District.** Development of the proposed R-16 portion of the Property, shown as Land Bay EE2A on Sheet 5 of the Plans, will include a maximum of 90 multi-family residential units, including ADUs. Land Bay EE2A may be consolidated with adjacent Land Bay EE2 for development purposes. The ADUs shall be shown on residential site plans. 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 upon the issuance of the first residential zoning permit in Land Bay EE2A. All market-rate units in excess of 84 within the consolidated land bay shall be subject to the capital facilities contribution of the Existing Stone Ridge Proffers.

1. **Recreational Amenities.** The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 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 either prior to the issuance of the 80<sup>th</sup> residential zoning permit in Land Bay EE2A or prior to the issuance of the 250<sup>th</sup> residential zoning permit in combined Land Bays EE2 and EE2A, whichever is first in time.

**D. PD-CC(SC) District.** Development of the proposed PD-CC(SC) portion of the Property, shown as Land Bay EE-1A on Sheet 5 of the Plans, shall provide up to 29,475 square feet of floor area and shall include any of the uses permitted in the PD-CC(SC) zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive by way of a private street, as shown on Sheet 5. The design guidelines contained in proffer VII.B., 1 through 4, of the Existing Stone Ridge Proffers shall apply to Land Bay EE-1A.

**E. PD-IP District.** Land Bay 7 shall be developed with up to 109,250 square feet of floor area for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

**F. Pedestrian Access.** The Owner shall construct a network of sidewalks and/or trails within the Property to provide pedestrian access to the open space and recreational amenities within the Property and to the other open space and recreational amenities within Existing Stone Ridge. The trail shown on the north side of Tall Cedars Parkway in the PD-H4 area shall be a continuation of the existing "hiker/biker trail" located along Tall Cedars Parkway to the east of the PD-H4 portion of the Property. All sidewalks and trails built outside of a public street right-of-way or County park property shall be located within a public access easement and shall be maintained by the HOA. At a minimum, a sidewalk or trail shall be provided along one side of all public streets in the residential areas. The sidewalks and trails will be constructed in conjunction with the development of each Land Bay. All trails shall be a minimum of six feet in width.

**G. Stone Ridge Development Summary.** 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 sixteen thousand three hundred seventy-eight (316,378) gross square feet of commercial retail uses; two hundred sixty-nine thousand eight hundred (269,800) gross square feet of office uses, exclusive of any office uses approved by special exception in the PD-IP light industrial areas, and five hundred seventy thousand two hundred fifty (570,250) gross square feet of light industrial uses, including any office uses approved by special exception in the PD-IP areas. The Concept Development Plan depicts certain non-residential areas of the Property as being subject to a limitation on development lower than the .4 FAR generally allowed by the Loudoun County Zoning Ordinance. Such limitations on development in non-residential areas shall govern and control.

## **II. TRANSPORTATION PROFFERS**

### **B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION**

The improvements described below 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 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 that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication.

With regard to phasing, all Phase I and Phase II 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 units in Land Bays 1, 2, 3, 4, and 5. The attached Exhibit B includes the phasing for the road improvements, described below, proffered with this application.

**2. TALL CEDARS PARKWAY [Replaced in entirety by below]**

The Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing in width for turn lanes as required by VDOT and the County for the construction of Tall Cedars Parkway through the Property from the existing western terminus of Tall Cedars Parkway westerly to Route 659 Relocated, as shown on the CDP. The right-of-way width will allow the ultimate expansion of Tall Cedars Parkway to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall not be responsible for such expansion. The Owner shall design, bond and construct Tall Cedars Parkway within said dedicated right-of-way as a four-lane divided roadway with turn lanes as required by VDOT and County standards in two phases, as follows:

(a). Phase IIIA. As part of Phase IIIA, as described in Exhibit B, Tall Cedars Parkway, from the current terminus at Millstream Drive westerly to, and including, the entrance to Public Use Site #2, shall be constructed or bonded for construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4, or 5.

(b). Phase IIIB. As part of Phase IIIB, as described in Exhibit B, Tall Cedars Parkway, between the entrance to Public Use Site #2 and Relocated Route 659, shall be constructed or bonded for construction prior to the issuance of the 301<sup>st</sup> residential zoning permit in Land Bays 1, 2, 3, 4, or 5.

(c). Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Route 659 Relocated to the Property's western property line. The Owner has no obligation to construct this portion of Tall Cedars Parkway.

**3. ROUTE 50 [Replaced in entirety by below]**

The Owner shall construct a third lane and appropriate turn lanes on the eastbound side of Route 50 (i) from a point approximately 500 feet east of the intersection of Route 50 and existing Route 659, to the future West Spine Road intersection with Route 50 and (ii) a multi-purpose trail on the south side of Route 50 in the location described below in proffer II.B.3.(b). All off-site construction is subject to right-of-way availability; however, 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, as set forth in Paragraph II D 1 of the Existing Stone Ridge Proffers. This construction shall occur in phases, as follows:

(a) Phase IIIA. The Phase IIIA improvements to Route 50 shall consist of a third eastbound lane on Route 50 from a point approximately 500 feet east of the intersection of Route 50 and existing Route 659, to the future West Spine Road intersection with Route 50. These improvements 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 5. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) herein is defined as commencement of construction of such phase two.

(b) Phase IIIB. The Owner shall construct an 8 foot-wide multi-purpose trail on the south side of Route 50 within the existing Route 50 right-of-way subject to the execution of all necessary documents by the County and VDOT. This trail shall extend from a point approximately 100 feet east of the bridges across the South Fork of Broad Run at Route 50 eastward across the Stone Ridge frontage.

The Owner shall, within six months of approval of this Application, submit 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. Unless directed by the County to pursue the construction of Route 659 Relocated referenced in paragraph II.C.3.(a) below prior to the final approval of said construction plans and profiles, 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 5.

#### 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, 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. These improvements are illustrated in Exhibit D. 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 5. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, 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.

#### 5. EXISTING ROUTE 659/FUTURE WEST SPINE ROAD

(b) **HEREBY DELETED**

(c) **HEREBY DELETED**

6. **MILLSTREAM DRIVE EXTENDED**

The Owner shall realign and extend Millstream Drive westward to Route 659 Relocated, as shown on the CDP, in two phases. In the first phase, the Owner shall construct a temporary turnaround for realigned Millstream Drive in Land Bay 7, as shown on the CDP, in conjunction with the first site plan approved in Land Bay 7. In the second phase, the Owner shall submit construction plans and profiles to the County for the westward extension of Millstream Drive, which shall be designed at a minimum as a four lane road within a ninety (90) foot right-of-way, within six months after the earlier of (i) the commencement of construction of the Route 659 Relocated road section between Tall Cedars Parkway and Route 50 by others, or (ii) the issuance of the 301<sup>st</sup> residential zoning permit in Land Bays 1, 2, 3, 4, or 5. The Owner shall, within three months of the approval of the construction plans and profiles, commence construction of the Millstream Drive extension and diligently pursue its completion. Alternatively, in the event the Route 659 Relocated road section between Tall Cedars Parkway and Route 50 is not being constructed by others, and if so directed by the County, the Owner shall make a cash contribution to the County for the value of the Millstream Drive extension, based on the County's construction bond estimate, with such contribution to be made at the time construction would otherwise have commenced.

7. **PHASING PLAN**

The transportation proffers set forth the timing of various transportation improvements. 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. No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5 may be issued within the two year period following the approval of this Application.

C. **WESTERN BYPASS/ROUTE 659 RELOCATED**

1. **WESTERN TRANSPORTATION CORRIDOR**

If requested by the County, the Owner shall, in conjunction with the approval of record plats for Land Bays 4, 5 and 7, reserve right-of-way for the Western Transportation Corridor consistent with Exhibit E for future dedication to the County at no public expense. This reservation shall not hinder or affect the design and construction of Tall Cedars Parkway and Millstream Drive Extended, as shown on the CDP, and the Owner shall have no obligation to design, construct or contribute to the construction of any road to be located within the reservation area.

2. **HEREBY DELETED**

3. **ROUTE 659 RELOCATED**

(a) Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing in width for turn lanes as required by VDOT and the County, for the construction of Route 659 Relocated through the Property from Tall Cedars Parkway to the Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion 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. In the event the Owner is directed by the County not to construct the Route 50 improvements referenced in the last paragraph of section II.B.3. above, then the Owner shall design, bond and construct Route 659 Relocated as a four-lane divided roadway within said right-of-way, as shown on the CDP, with turn lanes as required by VDOT and County standards. These improvements shall be constructed or bonded for construction prior to the issuance of the 301<sup>st</sup> residential zoning permit in Land Bays 1, 2, 3, 4 or 5 as part of Phase IIIB.

(b) Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Route 659 Relocated, as shown on the CDP, from Tall Cedars Parkway to the Property's northern property line. The Owner has no obligation to construct this portion of Route 659 Relocated.

**F. SIGNALIZATION**

Proffer II.F. Signalization in the Existing Stone Ridge Proffers shall remain in effect. For ease of administration of this existing proffer, the following street name changes are noted: Stone Springs Boulevard, as shown on the CDP, was formerly Stone Ridge Parkway, and Greenstone Drive, as shown on the CDP, was formerly Boulder Drive.

**H. PARK AND RIDE LOT**

The Owner shall provide a bus shelter at the existing Park and Ride Lot within Stone Ridge. The design of the bus shelter shall comply with the retail area design guidelines contained in proffer VII.B. of the Existing Stone Ridge Proffers. The bus shelter shall be provided as part of Phase IIIB, as described in Exhibit B.

**I. CASH CONTRIBUTION FOR REGIONAL ROAD IMPROVEMENTS**

In addition to the foregoing proffers to construct certain regional road improvements, the Owner shall contribute to the County the sum of Fifty Cents (\$0.50) per gross square foot of the improvements in the areas zoned industrial (PD-IP), office (PD-OP) and retail commercial (PD-CC(SC)) within the Property. Such contributions, which shall be adjusted annually in accordance with increases in the Consumer Price Index, shall be made to the County at the time of issuance of each zoning permit for building improvements in these areas. The proceeds of these contributions shall be applied toward regional road improvements in the vicinity of the Property.

**J. ROUTE 616 (GOSHEN ROAD)**

No vehicular access from individual residential lots (other than emergency vehicle access) shall be provided to Route 616 (Goshen Road). Notwithstanding the foregoing, the Owner shall dedicate frontage on Goshen Road at the time of recording record plats for land fronting on Goshen Road, to the extent required by the County's Land Subdivision and Development Ordinance. The Owner has no obligation to construct any improvements to Goshen Road.

**K. NO INDIVIDUAL LOT ACCESS**

No individual residential lot within the Property shall have direct access to the following collector and arterial roads shown and named on the CDP: Stone Springs Boulevard, Tall Cedars Parkway, Millstream Drive or Route 659 Relocated. All residential lots shall have access to such roads by way of public or private roads internal to the various land bays shown on the CDP.

**III. CAPITAL FACILITIES**

**C. LIBRARY SITE [Replaced in entirety by below]**

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 FF2. The building containing the public library shall have direct access to Millstream Drive, as shown on the CDP. 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 1,601<sup>st</sup> residential zoning permit within Existing Stone Ride and the Property combined. That portion of the office building designated to be the library space shall be completed, without tenant improvements, and conveyed to the County prior to the issuance of the 1,801<sup>st</sup> residential zoning permit within Existing Stone Ridge and the Property combined.

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. 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.

**E. WATER STORAGE/PUMPING FACILITY SITE**

The Owner shall dedicate to the Loudoun County Sanitation Authority ("LCSA") a five (5) acre site for an LCSA water storage/pumping facility in the approximate location within Land Bay 1 shown on the CDP as "Proffered Water Tank Site". A portion of this site may be located on part of the adjacent parcel identified on the CDP as Tax Map 100 Parcel 57 (MCPI 247-49-1020). The Owner shall bear all responsibility for obtaining such portion of said adjacent parcel. This dedication shall be provided either at the time of subdivision of Land Bay 1 or upon request by LCSA, whichever is earlier in time. The Owner shall not have any obligation to construct any water storage facility or associated pumps. The implementation of this facility will require approval of a special exception application, but will not require an amendment of the CDP.

**F. CASH CONTRIBUTION FOR CAPITAL FACILITIES**

Notwithstanding the capital facilities cash contribution for those residential units approved under the Existing Stone Ridge Proffers, the Owner shall make a cash contribution to the County, for each market-rate residential unit approved in this Application, 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 up to a cumulative total of \$12,602,774 (the "Gross Contribution") less the value of (i) the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library referenced in III.C. above, and (ii) 3 acres of the 5 acre Water Storage/Pumping Facility Site referenced in III.E. above (the "Net Contribution"). The value of the constructed 40,000 square feet of office condominium space and 50% of the related site improvements for the public library shall be \$8,000,000 and the value of the additional 3 acres for the LCSA site shall be \$375,000. The Owner shall maintain a cumulative total of the per unit capital facilities contributions and shall verify such total and the remaining Net Contribution balance with the County on a regular basis. The Owner shall begin payment of the above-referenced per unit contribution at the time the cumulative value of market rate residential zoning permits (based on the above per unit contribution amounts) exceeds the total capital facilities credit of \$8,375,000, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate residential unit. Any such capital facilities contribution actually paid to the County and not used as a credit against the Gross Contribution shall escalate in accordance with the last sentence of paragraph VII.A. below.

**G. PUBLIC USE SITE**

The Owner shall reserve a combined area of approximately 20 acres in the location shown on Sheet 4 of the CDP as Public Use Site #1 and Public Use Site #2 (collectively "the Public Use Site"). The Owner shall submit the appropriate application to create these sites within sixty (60) days following the approval of the Application and shall diligently pursue approval thereof.

1. Public Use Site #1. The Owner shall convey Public Use Site #1 (approximately 5.60 acres) to the County or, at the direction of the County, to the Loudoun County School Board, with the recordation of the appropriate application.

2. Public Use Site #2. The Owner shall convey Public Use Site #2 (approximately 15.05 acres) to the Loudoun County School Board pursuant to the terms of a land exchange agreement by and between the Owner and the Loudoun County School Board. The Owner shall provide interim construction access to Public Use Site #2 either from Goshen Road or Tall Cedars Parkway no later than four (4) months following the approval of the Application. The Owner shall extend Tall Cedars Parkway and public water and sewer to Public Use Site #2. At least two (2) lanes of Tall Cedars Parkway from its existing western terminus to Public Use Site #2 shall be base paved and open to traffic, and public water and sewer shall be extended to Public Use Site #2, no later than fifteen (15) months following the approval of the Application, subject to all required County approvals. In addition to the extension of permanent public water and sewer to Public Use Site #2, the Owner shall cooperate with the County and/or the Loudoun County School Board to accommodate reasonable access to temporary water and power, as well as the extension of other permanent utilities, including electricity, cable, telephone and gas, at no cost to the Owner.

**IV. EMERGENCY SERVICES [A and B replaced in entirety by A below]**

**A. FIRE AND RESCUE CONTRIBUTION**

At the time of issuance of each zoning permit, the Owner shall make a one time contribution of One Hundred Twenty Dollars (\$120.00) per unit for each residential dwelling unit and Fifteen Cents (\$0.15) per gross square of non-residential floor area, which shall be payable to the County for distribution by the County to the primary fire and rescue companies providing service to the Property. For the purpose of this section, a residential unit includes each single-family detached dwelling unit, each single-family attached dwelling unit, and each multi-family dwelling unit, excluding any approved accessory unit. Non-residential floor area includes commercial, industrial and office floor area, but excludes public facilities, such as schools and libraries, and day care centers operated by a not-for-profit organization. Such contribution shall escalate in accordance with changes to the Consumer Price Index, as defined in Section VII.A. herein. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, at such time as the primary fire and/or rescue service to the Property is no longer provided by an incorporated volunteer agency, the obligation to make the contributions listed within this paragraph shall cease. If only one service ceases to be voluntary, then the contribution shall be halved, with such contribution to only be distributed to the remaining volunteer company. The intent of these provisions is to support a volunteer fire and rescue system as long as it is the primary provider of fire and rescue services to the Property.

**VI. ENVIRONMENTAL AND OPEN SPACE**

**C. STORMWATER MANAGEMENT**

Prior to the approval of the first construction plan and profile application in each of the watersheds in 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.

**D. BUFFER YARD/SETBACKS TO ADJACENT INDUSTRIAL PARCELS  
HEREBY DELETED**

**E. HIGHWAY NOISE**

To mitigate potential highway noise impacts along Tall Cedars Parkway, the Owner shall provide in all residentially zoned land bays designated for single-family attached and detached units abutting these roads, a thirty-six foot (36) wide buffer yard measured from the edge of the dedicated right-of-way, which shall be owned and maintained by the HOA and which shall not be included in the lot area of any lots conveyed for dwellings. Such buffer area shall be improved with a six (6) foot high berm and Type I rear Buffer yard plantings. Notwithstanding the foregoing, no setback, buffer yard or berm shall be required in those areas such as the Public Use Site, the Proposed HOA Recreation Facility, the south side of Tall Cedars Parkway between Land Bay 4 and Route 659 Relocated, where the adjacent parcel, although zoned for residential uses, will not be used for residences but shall be utilized

for open space uses, or the south side of Tall Cedars Parkway between Millstream Drive and Route 659, where the adjacent parcel, although zoned for residential uses, will not be used for residences but shall be utilized for open spaces. The Owner will engage an acoustical engineer to address compliance with the Revised General Plan's recommended highway noise policies with respect to Route 659 Relocated and Tall Cedars Parkway within the Property during the subdivision review process.

**G. TREE CONSERVATION AREAS**

The Owner is committed to the preservation of trees throughout the Property. The CDP identifies the location of several Tree Conservation Areas in the PD-H4 and TR-1UBF areas. 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.

1. General Tree Protection. Construction plans for all permitted improvements shall clearly define the limits of clearing, including the perimeter of the Tree Conservation Areas, and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed along all clearing limits in forested areas prior to commencing land-disturbing activities. In the event any trees within the Tree Conservation Areas with a breast height diameter of 6 inches or greater are damaged by construction activities, the Owner shall replant two native, non-invasive deciduous trees, with a minimum caliper of 2.5 to 3 inches, for each such damaged tree. The species of the replacement trees and the location of the replacement trees within the Property shall be at the discretion of the Owner in consultation with the Department of Building and Development. The Owner reserves the right to remove, in consultation with a certified arborist, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the proper functioning and use of any utility or drainage easement, or creates a danger to property or persons.

2. Long-Term Tree Care. The Owner shall engage an urban forester/arborist to prepare a tree management and maintenance plan for all Tree Conservation Areas. Such plans shall be submitted to the County in conjunction with tree conservation plans required by the Facilities Standards Manual. Such plans shall allow the removal of any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the proper functioning and use of any utility or drainage easement, or creates a danger to property or persons. The HOA shall be responsible for the implementation of these plans.

**H. ARCHEOLOGICAL SITE 44LD1187**

The Owner shall not disturb archeological site 44LD1187 located in Land Bay 1 and shall protect this site by placing protective fencing around the perimeter of the site at the time of commencement of construction activities within 300 feet of this site.

## VII. MISCELLANEOUS

### A. CONSUMER PRICE INDEX

Whenever these Proffers refer to the escalation of a proffered contribution or value in accordance with the Consumer Price Index, unless otherwise expressly stated herein, such reference shall mean that the contribution or value shall escalate annually, beginning on January 1, 1997 (i.e., to account for escalation during the previous year, 1996), and continuing each January 1 thereafter, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year. If the U.S. Department of Labor shall ever cease publishing the CPI, the Consumer Price Index shall be that index published by the Department of Labor or other U. S. government agency intended to reflect general increases in the cost of living for residents in the Washington, D.C. Standard Metropolitan Statistical Area. The escalation of the cash contribution to the County for the Route 50 improvements referenced in paragraph II.B.3. above and for capital facilities referenced in paragraph III. F. above shall escalate annually, beginning on January 1, 2007 (i.e., to account for escalation during the previous year, 2006), and continuing each January 1 thereafter, by an amount equal to the percentage increase in the Consumer Price Index-All Urban Consumers ("CPI") over the prior year.

### C. LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES

Prior to the issuance of the zoning permit of the one thousand two hundred fifty-first (1,251st) residential dwelling unit in Existing Stone Ridge and the Property combined, the Owner shall have obtained one or more zoning permits for a cumulative minimum of one hundred thousand (100,000) gross square feet of commercial (retail, office, or industrial) improvements in Existing Stone Ridge and the Property combined. Prior to the issuance of the zoning permit of the one thousand eight hundred first (1,801st) residential dwelling unit in Existing Stone Ridge and the Property combined, the Owner shall have obtained one or more zoning permits for a cumulative minimum of an additional one hundred thousand (100,000) gross square feet of commercial (retail, office, or industrial) improvements (for a cumulative minimum of two hundred thousand (200,000) gross square feet) of such development in Existing Stone Ridge and the Property combined. Prior to the issuance of the zoning permit of the two thousand first (2,001st) residential dwelling unit in Existing Stone Ridge and the Property combined, the Owner shall have obtained one or more zoning permits for a cumulative minimum of an additional one hundred thousand (100,000) gross square feet of commercial (retail, office, or industrial) improvements (for a total cumulative minimum of three hundred thousand (300,000) gross square feet) of such development in Existing Stone Ridge and the Property combined. Prior to the issuance of the zoning permit of the two thousand two hundred fifty-first (2,251st) residential dwelling unit in Existing Stone Ridge and the Property combined, the Owner shall have obtained one or more zoning permits for a cumulative minimum of an additional one hundred fifty 150,000 gross square feet of commercial (retail, office, or industrial) improvements (for a total cumulative minimum of four hundred thousand (450,000) gross square feet) of such development in Existing Stone Ridge and the Property combined. For the purposes of these proffers, "commercial" development shall include office (including governmental/public/civic condominium space within office buildings), industrial, or retail uses, but shall not include free-standing institutional uses such as schools, day care centers, governmental buildings, and the like that are located on land bays zoned residential unless development of the land bay is specifically administered as PD-IP, PD-OP, or PD-SC(CC). Notwithstanding the above, all commercial development on the Property shall also apply to proffer VII.C. of the Existing Stone Ridge Proffers.

[SIGNATURE PAGES FOLLOW]

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, 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, LLC**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
a Virginia corporation  
Manager

By: \_\_\_\_\_ (SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2005, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, LLC.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Owner

**STONE RIDGE COMMUNITY DEVELOPMENT II, LLC**  
a Virginia limited liability company

BY: Van Metre Stone Ridge Development, Inc.  
a Virginia corporation  
Manager

By: \_\_\_\_\_ (SEAL)

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2005, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development II, LLC.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

Owner

**JIMMY R. DEAN**

\_\_\_\_\_

STATE OF \_\_\_\_\_ )

) to-wit:

COUNTY/CITY OF \_\_\_\_\_ )

The foregoing Proffer Statement was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2005, by Jimmy R. Dean.

\_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

EXHIBIT A

(Refer to Concept Development Plan  
dated May 2002 and revised through July 2005)

EXHIBIT B  
STONE RIDGE  
PHASING PLAN

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>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 Existing Stone Ridge CDP), including intersection improvements at Rt. 50/Stone Springs Blvd. intersection.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>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.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5 excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 &amp; Tall Cedars Pkwy.</p> <p>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.</p> <p>4. Millstream Drive (formerly Granite Dr.) from Tall Cedars Pkwy. to northern end of Land Bay GG (as shown on the Existing Stone Ridge CDP).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>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:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5 excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	<p>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.</p>	
II	<p>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 Existing Stone Ridge CDP).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>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.</p> <p>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.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential  338,000 additional GFA industrial  247,600 additional GFA retail  269,800 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential  461,000 GFA industrial  347,600 GFA retail  269,800 GFA office</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5 excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway, unless directed by the County to pursue construction of Route 659 Relocated, in accordance with Proffer II.C.3.(a).</p> <p>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 5.</p>	<p>300 residential units in Land Bays 1, 2, 3, 4 and 5.</p>

<p>IIIB</p>	<ol style="list-style-type: none"> <li>1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.</li> <li>2. Rt. 659 Relocated (4 lanes) from Tall Cedars Parkway to southern boundary of Property, if so directed by the County, in lieu of construction of third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway, in accordance with Proffer II.B.3.</li> <li>3. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b).</li> <li>4. Bus shelter at the Park and Ride lot, as per proffer II.H.</li> </ol> <p>These improvements shall be bonded or under construction prior to issuance of 301<sup>st</sup> residential zoning permit in Land Bays 1, 2, 3, 4 or 5.</p>	<p>All residential units in Land Bays 1, 2, 3, 4 and 5.</p>
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EXHIBIT C

**ZONING ORDINANCE MODIFICATIONS**

**1. R-8 DISTRICT PUBLIC STREET SETBACK MODIFICATION**

Zoning Ordinance Requirement to be Modified: R-8 Single-Family Residential District

*“Section 3-511 Development Setback and Access from Major Roads. In designing residential development, the following requirements shall be observed: (A) Setback. No building shall be located closer than ...twenty five (25) feet from any other road right-of-way, except where lots are developed pursuant to Section 3-506(C)(3).”*

Proposed Modification

The 25-foot setback from any other road right-of-way required under Section 3-511(A) shall be reduced to 15 feet to coincide with the minimum front yard requirement allowed under Section 7-803(C)(1)(a) for the R-8 districts.

**2. PD-IP DISTRICT YARD MODIFICATION**

Zoning Ordinance Requirement to be Modified: Planned Development – Industrial Park

*“Section 4-505 Lot Requirements. (B) Yards. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. No building, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than seventy five (75) feet to any agricultural district, any existing or zoned residential district, or land bay allowing residential uses. No parking shall be permitted closer than sixty (60) feet to any such districts and uses....”*

Proposed Modification

Buildings and parking areas in PD-IP Land Bays 7 and DD may be located no closer than twenty-five (25) feet to the PD-H zoning district line in adjacent Land Bay 5. A permanent open space buffer and Tree Conservation Area of twenty-five (25) feet in width, supplemented as necessary to provide a buffer equivalent to a Type 4 Buffer Yard, shall be maintained within Land Bay 7 adjacent to Land Bay 5. The PD-H open space parcel to the west of Land Bay 7 is designated as a Tree Conservation Area and will not include any residential use.

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### 3. PD-CC(SC) DISTRICT YARD MODIFICATION

#### Zoning Ordinance Requirement to be Modified: PD-SC Planned Development-Commercial Center

*"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 at the corner of Stone Springs Boulevard and Millstream Drive shall maintain a minimum perimeter yard of 20 feet and a Type 3 buffer next to the adjacent R-16 district, except along the private street that serves both the PD-CC(SC) district and the R-16 district where no perimeter yard or buffer will be required.

### 4. PD-CC(SC) DISTRICT USE LIMITATION MODIFICATIONS

#### Zoning Ordinance Requirements to be Modified: PD-CC Planned Development-Commercial Center

*"Section 4-207 Use Limitations. (C) Site Planning – External Relationships. Commercial and service uses and structures and their parking areas shall be oriented toward existing and planned major arterials, minor arterials, or collector streets and away from adjacent existing and planned minor streets in residential neighborhoods or from existing and planned adjacent residential neighborhoods not separated from the district by streets."*

*"Section 4-207 Use Limitations. (D) Site Planning – Internal Relationships. (2) Commercial and service uses and structures and their parking areas shall be oriented toward existing and planned major arterials, minor arterials, or collector streets and away from adjacent existing and planned minor streets in residential neighborhoods or from existing and planned adjacent residential neighborhoods not separated from the district by streets."*

#### Proposed Modification

The locations of the buildings and parking areas in the proposed PD-CC(SC) district at the corner of Stone Springs Boulevard and Millstream Drive shall be oriented to be compatible with the adjacent R-16 district.

EXHIBIT D

RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS

EXHIBIT E

WESTERN TRANSPORTATION CORRIDOR

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SECOND AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT

SUBMITTED BY



STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

OCTOBER 26, 2009

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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 2006, as revised through October 23, 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted 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 units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The 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 units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown 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". 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 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the issuance of the 250<sup>th</sup> cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R.

**C. Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. Land Bay EE2A may be consolidated with the undeveloped portion of adjacent Land Bay EE2 (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. 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 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 ZMAP 1994-0017.

(i). Recreational Amenities. The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 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 166<sup>th</sup> cumulative residential zoning permit within Land Bay EE2A and the undeveloped portion of adjacent Land Bay EE2.

2. R-24 Districts.

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

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

**D. PD-CC(SC) District.** Relocated Land Bay EE1A. Relocated Land Bay EE1A, 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. 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 the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on 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) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. Land Bay DD (portion). The portion of Land Bay DD located between Land Bay 5R and Millstream Drive may be developed with permitted PD-IP uses and permissible PD-IP special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (K) recycling drop off collection center, small; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (X) postal service, etc.; (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 the approval of the requisite special exception applications. However, the Owner shall demonstrate at the time of final site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay. Access to this land bay shall be from Southpoint Drive. 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 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 this Land Bay will 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 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 buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design will 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 a building, 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 certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc.

**G. Stone Ridge Development Summary.** 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 depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed 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 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 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 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 and Phase II 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 units in Land Bays 1, 2, 3, 4, or 5R. The attached Exhibit B includes the phasing for the road improvements, described below, proffered with this application.

2. **TALL CEDARS PARKWAY**

(c). Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's western 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 an easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail.

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, 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. These improvements are illustrated in Exhibit D. 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 being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, 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.

(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, and the modification of the existing Gum Spring Road entrance 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 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 reconfigure northbound Stone Springs Boulevard at Route 50 to include four north-bound lanes to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

**6. MILLSTREAM DRIVE EXTENDED**

The Owner shall realign and construct the extension of Millstream Drive westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, 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 commence construction of the extension of Millstream Drive at the earlier of (i) within six months of notification by the County of the need to provide access to Public Use Site #3, or (ii) the approval of a site plan for Land Bay 8. The extension of Millstream Drive will be open to traffic, but not necessarily accepted for maintenance by VDOT, within 12 months of the commencement of 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 River and Stream Corridor 50-foot management buffer, except for 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 of various transportation improvements. 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. No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase IIIB of Exhibit B.

**8. EXTENSION OF SOUTHPOINT DRIVE**

Phase 1 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed 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, shall not be constructed until the West Spine Road is constructed 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 shall be constructed with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

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 a one hundred and twenty (120) foot wide right-of-way, increasing in width 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 Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion 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 the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge. These improvements shall be constructed or bonded for construction prior to the earlier of (i) the issuance of the 301<sup>st</sup> residential zoning permit, cumulatively, in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1<sup>st</sup> zoning 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 undeveloped portion of Land Bay EE2, 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 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 ("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 not installed or obligated to be installed by others prior to the earlier of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Loop Road 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. 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 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. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the CDP, and in all other locations need only be constructed on one side of each road within the Property. Sidewalks and trails shall be constructed in phases concurrently with the subdivision of land in conjunction with development activities in areas adjacent to such sidewalks and trails, and shall be subject to a public access easement providing access to the general public in addition to residents of the Stone Ridge community.

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 Land Bay 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 over the prior year.

4. Stream Valley Trail Easement. The Owner shall grant to the County 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, upon the request of the County. 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. 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 1,601<sup>st</sup> 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. 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) the sum of \$13,065,000 (the "Total Capital Facilities Credit") that is 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., (iii) \$2,090,000 for the conveyance of Public Use Site #3, referenced in Proffer III.G.3. below, to the County, and (iv) \$2,600,000 for the conveyance of Public Use Site #4, referenced in Proffer III.G.4. below, to the County. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions 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 than annually. The Owner shall begin payment of the above referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits exceeds the Total Capital Facilities Credit of \$13,065,000, 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 actually paid to the County and not off-set with the Total Capital Facilities Credit shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004.

#### **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, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County an area of approximately 5.595 acres within Land Bay 7, zoned PD-IP with an approved floor area of 73,115 square feet, as shown on Sheet 4 of the CDP. Upon the conveyance of Public Use Site #3 to the County, the Owner shall receive a commercial floor area credit of 73,115 square feet toward the

commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. At the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6., 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 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. Up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its 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, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, zoned PD-CC(SC) with an approved floor area of 29,475 square feet, as shown on Sheet 5 of the CDP, for use as a commuter parking lot with a minimum of 100 parking spaces. Upon the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 29,475 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #4 shall not be subject to an owner's association.

a. At such time as adjacent Land Bay EE2A is developed and at the request of the County, the Owner shall construct 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"), 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 development of Land Bay EE2A, the County shall 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 extend electric lines to a point 10 feet inside the property line of Public Use Site #4. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. 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 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 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 Land Bays 7 and 8 adjacent to Millstream Drive shall be preserved.

### **H. ARCHEOLOGICAL SITE 44LD1187**

The Owner shall not disturb archeological site 44LD1187 located in Land Bay 1 and shall protect this site 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. Any land disturbance required within the fenced area will be coordinated with the County Archeologist.

## **VII. MISCELLANEOUS**

### **C. LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES**

1. In lieu of the linkage commitments provided in Proffer VII.C. of the Existing Stone Ridge Proffers, the Application Property shall comply with the following linkage commitment. Prior to the issuance of the first residential zoning permit on the Property, the Owner shall have obtained one or more zoning permits for a cumulative minimum total of two-hundred fifty thousand (250,000) gross square feet of commercial (retail, office or industrial) improvements in Stone Ridge. For the purposes of these proffers, "commercial" improvements shall include office (including governmental/public/civic condominium space within office buildings), industrial and retail uses within Stone Ridge and the

commercial floor area credits for Public Use Sites #3 and #4, but shall not include free-standing institutional uses such as schools, day care centers, governmental buildings and the like that are located on land bays zoned residential unless development of the land bay is specifically administered as PD-IP, PD-OP, or PD-CC(SC).

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, 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 \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

\_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

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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 \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

A-66

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 \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

\_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

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EXHIBIT A

(Refer to Concept Development Plan  
dated April 2006 and revised through September 2009)

EXHIBIT B  
STONE RIDGE  
PHASING PLAN

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>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.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>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.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 &amp; Tall Cedars Pkwy.</p> <p>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.</p> <p>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).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>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:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	<p>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.</p>	
II	<p>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).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>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.</p> <p>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.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential  338,574 additional GFA industrial  214,715 additional GFA retail  390,872 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential  462,074 GFA industrial  314,715 GFA retail  390,872 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>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.</p>	<p>300 residential units in Land Bays 1, 2, 3, 4, and 5R.</p>

<p>IIIB</p>	<ol style="list-style-type: none"> <li>1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.</li> <li>2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b).</li> <li>3. Bus shelter at the Park and Ride lot, as per proffer II.H.</li> <li>4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.*</li> </ol> <p>These improvements shall be bonded or under construction prior to issuance of 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded or under construction prior to the earlier of (i) the issuance of 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the first residential zoning permit in Land Bay 1.</p>	<p>All residential units in Land Bays 1, 2, 3, 4 and 5R.</p>
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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**

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EXHIBIT D

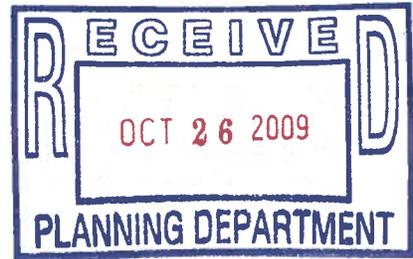
RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS

335663 v10/RE

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SECOND AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT

SUBMITTED BY



STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.

ZCPA 2006-0003

ZMAP 2006-0011

~~SEPTEMBER 4, OCTOBER 26, 2009~~

ATTACHMENT 7

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EXHIBITS:

EXHIBIT A - CONCEPT DEVELOPMENT PLAN

EXHIBIT B - PHASING PLAN

EXHIBIT C - ZONING MODIFICATIONS

EXHIBIT D - RT. 50/FUTURE WEST SPINE ROAD INTERSECTION

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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, 204-35-8501, ~~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-IP, PD-CC(SC) and PD-H4-zoning ~~districts~~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 2006, as revised through ~~September 3, October 23,~~ 2009, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference as Exhibit A). Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted 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 units and may include any other use allowed in the TR-1UBF zoning district, including any permissible special exception use subject to the approval of the requisite special exception application. In any event, a minimum of 50 residential units shall be developed in Land Bay 1. In addition, this land bay previously included a site reserved for an LCSA water storage/pumping facility identified as "Proffered Water Tanks Site" on Sheet 4 of the approved CDP for ZMAP 2002-0013/ZCPA 2002-0004, as revised by ZCPA 2007-0007. The 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 units, including affordable dwelling units ("ADUs"). Land Bay 2 shall include up to 54 single-family detached units, Land Bay 3 shall include up to 93 single-family attached units, Land Bay 4 shall include up to 79 single-family detached units, and Land Bay 5R shall include up to 63 single-family attached units. The ADUs shall be provided within Land Bays 3 and 5R and shall be shown 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". 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 sq.ft., at least one tennis court and a community building of at least 4,000 sq.ft., which the Owner shall construct and which will be open for use prior to the issuance of the 250<sup>th</sup> cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R.

C. **Other Suburban Residential Districts.**

1. **R-16-District.**

a. Land Bay EE2A. Development of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. Land Bay EE2A may be consolidated with the undeveloped portion of adjacent Land Bay EE2 (PIN: 204-26-3927) for development purposes and such consolidated land bay shall include a cumulative maximum total of 229 multi-family residential units, including 214 market-rate units and 15 ADUs. The required number and location of the ADUs shall be shown on residential site plans. 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 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 ZMAP 1994-0017.

(i). Recreational Amenities. The Owner shall construct a separate clubhouse of at least 3,000 sq.ft. and a swimming pool with a minimum water surface area of 1,500 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 166<sup>th</sup> cumulative residential zoning permit within Land Bay EE2A and the undeveloped portion of adjacent Land Bay EE2.

2. R-24 Districts.

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

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

D. PD-CC(SC) District. Relocated Land Bay EE1A. Relocated Land Bay EE1A, 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. 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 the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on 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) for any of the uses permitted in the PD-IP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. Land Bay DD (portion). The portion of Land Bay DD located between Land Bay 5R and Millstream Drive may be developed with permitted PD-IP uses and permissible PD-IP special exception uses, subject to the approval of the requisite special exception applications. However, the following uses included in Section 4-503 shall be excluded: (D) distribution facility; (H) manufacture, processing, fabrication and/or assembly of products, etc.; (K) recycling drop off collection center, small; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (X) postal service, etc.; (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 the approval of the requisite special exception applications. However, the Owner shall demonstrate at the time of final site plan approval for development within Land Bay FF2B that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay. Access to this land bay shall be from Southpoint Drive. 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 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 this Land Bay will 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 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 buildings in this Land Bay and between this Land Bay and surrounding development outside this Land Bay. The site design will 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 a building, 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 certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc.

G. **Stone Ridge Development Summary.** 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); ~~two~~three hundred ~~ninety-one~~fourteen thousand seven hundred ~~five~~thirteen (~~291,705~~314,715) gross square feet of PD-CC(SC) uses; three hundred ~~eighty-five~~ninety thousand ~~three~~eight hundred ~~thirty~~seventy-two (~~385,332~~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 depicts certain residential and non-residential areas of the Property as being subject to a limitation on development lower than allowed 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 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 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 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 and Phase II 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 units in Land Bays 1, 2, 3, 4, or 5R. The attached

Exhibit B includes the phasing for the road improvements, described below, proffered with this application.

## 2. TALL CEDARS PARKWAY

(c) Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Tall Cedars Parkway through Land Bay 1, as shown on the CDP, from Northstar Boulevard (a.k.a. Route 659 Relocated) to the Property's western 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 an easement of up to 14 feet in width adjacent to the dedicated right-of-way for such trail.

## 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, 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. These improvements are illustrated in Exhibit D. 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 being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) above is defined as commencement of construction of phase two. All such off-site construction is subject to right-of-way availability; however, 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.

(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, and the modification of the existing Gum

Spring Road entrance 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 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 reconfigure northbound Stone Springs Boulevard at Route 50 to include four north-bound lanes to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

## **6. MILLSTREAM DRIVE EXTENDED**

The Owner shall realign and construct the extension of Millstream Drive westward and southward from its current terminus to Tall Cedars Parkway, as shown on the CDP, which extension shall be designed to transition from a typical right-of-way width of 64 feet, 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 commence construction of the extension of Millstream Drive at the earlier of (i) within six months of notification by the County of the need to provide access to Public Use Site #3, or (ii) the approval of a site plan for Land Bay 8. The extension of Millstream Drive will be open to traffic, but not necessarily accepted for maintenance by VDOT, within 12 months of the commencement of 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 River and Stream Corridor 50-foot management buffer, except for 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 of various transportation improvements. 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. No more than 300 residential zoning permits within combined Land Bays 1, 2, 3, 4 and 5R may be issued prior to the construction of the improvements listed in Phase IIIB of Exhibit B.

## **8. EXTENSION OF SOUTHPPOINT DRIVE**

Phase 1 of the extension of Southpoint Drive, as depicted on the CDP, shall be constructed 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, shall not be constructed until the West Spine Road is constructed as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic.

## **9. STONE CARVER DRIVE**

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Stone Carver Drive shall be constructed with the traffic calming measures depicted on Sheet 15 of the Plans, subject to VDOT approval.

**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 a one hundred and twenty (120) foot wide right-of-way, increasing in width 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 Property's southern property line in the general location shown on the CDP. The right-of-way width will allow for the ultimate expansion 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 the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge. These improvements shall be constructed or bonded for construction prior to the earlier of (i) the issuance of the 301<sup>st</sup> residential zoning permit, cumulatively, in Land Bays 1, 2, 3, 4 and 5R as part of Phase IIIB, or (ii) the issuance of the 1<sup>st</sup> zoning 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 undeveloped portion of Land Bay EE2, 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 zoning occupancy permit for Land Bay EE2A, or EE2A. 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 ("CPI") over the prior year.

4. Stone Springs Boulevard and Tall Cedars Parkway. ~~The Owner shall submit to the County and VDOT~~ If a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Tall Cedars Parkway within 180 days after the date that Tall Cedars Parkway between Northstar Boulevard (a.k.a. Route 659 Relocated) and Lenah Road is open to traffic. ~~In the event~~ Tall Cedars

Parkway intersection is not installed or obligated to be installed by others prior to the earlier of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Loop Road 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 \$250,000~~300,000~~ to the County for the design, construction and installation of the signal. Notwithstanding the foregoing, in the event that Tall Cedars Parkway between Northstar Boulevard and Lenah Road is not open to traffic prior to the issuance of the last residential zoning permit for the Property, the Owner shall have no further obligation to submit a traffic signal warrant analysis or to make a signal contribution to the County 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 CPI 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. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the CDP, and in all other locations need only be constructed on one side of each road within the Property. Sidewalks and trails shall be constructed in phases concurrently with the subdivision of land in conjunction with development activities in areas adjacent to such sidewalks and trails, and shall be subject to a public access easement providing access to the general public in addition to residents of the Stone Ridge community.

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 Land Bay 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 over the prior year.

4. Stream Valley Trail Easement. The Owner shall grant to the County 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, upon the request of the County. 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

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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. 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 1,601<sup>st</sup> 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. 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. CASH CONTRIBUTION FOR CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS**

Notwithstanding the amounts set forth in Proffer III.F of ZMAP 1994-0017 concerning capital facilities cash contribution for those residential units approved under ZMAP 1994-0017, contributions, the Owner shall make a cash contribution to the County, for each market-rate residential unit approved under ZMAP 2002-0013/ZCPA 2002-0004,0004 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 up to a cumulative total of \$12,602,774 (the "Gross Contribution") less the value of (i) 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) the sum of \$13,065,000 (the "Total Capital Facilities Credit") that is 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, above, (ii) \$375,000 for the additional 3 acres of the 5 acre for the Water Storage/Pumping Facility Site referenced in III.E. above, (iii) the 5.595-acre dedicated pursuant to Proffer III.E., (iii) \$2,090,000 for the conveyance of Public Use Site #33, referenced in Proffer III.G.3. below, to the County, and (iv) \$2,600,000 for the 2.901-acre conveyance of Public Use Site #44, referenced in Proffer III.G.4. below (the " to the County. The Owner may also utilize the Total Capital Facilities Credit"). The cumulative sum of (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, (ii) \$375,000 for the additional 3 acres for the Water Storage/Pumping Facility Site, (iii) \$1,907,300 for Public Use Site #3, and (iv) \$989,000 for Public Use Site #4 is a cumulative total of \$11,271,300 (the "Total Capital Facilities Credit"). The net cash contribution for capital facilities shall be the Gross Contribution less the Total Capital Facilities Credit, which equals \$1,331,474 (the "Net Contribution") as a credit against cash contributions 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 total accounting of its application of the per unit Total Capital Facilities contributions Credit and shall verify such total accounting with the County on a regular basis, but not less than annually. The Owner shall begin payment of the above-referenced per unit contribution at the time the cumulative total of per unit capital facilities contributions for market rate residential zoning permits (~~based on the above per unit contribution amounts non-escalated~~) exceeds the Total Capital Facilities Credit of \$11,271,300,13,065,000, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate residential unit. Any ~~such~~ cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 actually paid to the County and not off-set with the Total Capital Facilities Credit shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004.

### **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, within 60 days of the approval of a record plat that creates a separate legal parcel, but no later than one year after the approval of this Application, convey to the County an area of approximately 5.595 acres within Land Bay 7, zoned PD-IP with an approved floor area of 73,115 square feet, as shown on Sheet 4 of the CDP. Upon the conveyance of Public Use Site #3 to the County, the Owner shall receive a commercial floor area credit of 73,115 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association.

a. At the time of construction of Millstream Drive Extended, as provided in Proffer II.B.6., 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 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. Up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at its 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, but no later than one year after the approval of this Application, convey to the County Public Use Site #4, ~~an area of approximately 2.9012 acres~~ zoned PD-CC(SC) with an approved floor area of 29,475 square feet, as shown on Sheet 5 of the CDP, for use as a commuter parking lot with a minimum of 100 parking spaces. Upon the conveyance of Public Use Site #4 to the County, the

Owner shall receive a commercial floor area credit of 29,475 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers and these proffers, and the capital facilities credit set forth in Proffer III.F. above. Public Use Site #4 shall not be subject to an owner's association.

a. At such time as adjacent Land Bay EE2A is developed and at the request of the County, the Owner shall construct 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"), 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 development of Land Bay EE2A, the County shall 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 extend electric lines to a point 10 feet inside the property line of Public Use Site #4. The Owner, or the commercial owners association, shall be responsible for ordinary maintenance of the landscaping, trash collection and snow removal. 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 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 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 Land Bays 7 and 8 adjacent to Millstream Drive shall be preserved.

**H. ARCHEOLOGICAL SITE 44LD1187**

The Owner shall not disturb archeological site 44LD1187 located in Land Bay 1 and shall protect this site 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. Any land disturbance required within the fenced area will be coordinated with the County Archeologist.

**VII. MISCELLANEOUS**

**C. LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES**

1. In lieu of the linkage commitments provided in Proffer VII.C. of the Existing Stone Ridge Proffers, the Application Property shall comply with the following linkage commitment. Prior to the issuance of the first residential zoning permit on the Property, the Owner shall have obtained one or more zoning permits for a cumulative minimum total of two-hundred fifty thousand (250,000) gross square feet of commercial (retail, office or industrial) improvements in Stone Ridge. For the purposes of these proffers, "commercial" improvements shall include office (including governmental/public/civic condominium space within office buildings), industrial and retail uses within Stone Ridge and the commercial floor area credits for Public Use Sites #3 and #4, but shall not include free-standing institutional uses such as schools, day care centers, governmental buildings and the like that are located on land bays zoned residential unless development of the land bay is specifically administered as PD-IP, PD-OP, or PD-CC(SC).

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, 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 \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, L.L.C.

\_\_\_\_\_

Notary Public

My Commission Expires: \_\_\_\_\_

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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 \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development IV, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

A-93

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 \_\_\_\_\_, 2009, by \_\_\_\_\_, as \_\_\_\_\_ of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Business Park Associates, L.L.C.

\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_

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EXHIBIT A

(Refer to Concept Development Plan  
dated April 2006 and revised through September 2009)



EXHIBIT B

STONE RIDGE  
PHASING PLAN

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IA	<p>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.</p> <p>2. Tall Cedars Pkwy. from the intersection of Stone Springs Blvd. west to Millstream Drive (formerly the entrance to Landbay DD)</p> <p>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.</p> <p>The improvements set forth in paragraphs 1 and 2 shall be bonded or under construction prior to the issuance of the first zoning permit.</p>	<p>979 residential 123,500 GFA industrial 100,000 GFA retail</p> <p>(Residential units in Land bays 1, 2, 3, 4 and 5R excluded)</p>
IB	<p>1. Construct Tall Cedars Pkwy. from the Intersection of Stone Springs Blvd. (formerly Stone Ridge Pkwy.) east to Rt. 659.</p> <p>2. Intersection improvements at Rt. 659 &amp; Tall Cedars Pkwy.</p> <p>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.</p> <p>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).</p> <p>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</p>	<p>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:</p> <p>1,158 total residential 123,500 total GFA industrial 100,000 total GFA retail</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
IB	<p>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.</p>	
II	<p>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).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>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.</p> <p>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.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential  338,574 additional GFA industrial  <del>191,075</del><u>214,715</u> additional GFA retail  <del>385,332</del><u>390,872</u> additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential  462,074 GFA industrial  <del>291,075</del><u>314,715</u> GFA retail  <del>385,332</del><u>390,872</u> GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>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.</p>	<p>300 residential units in Land Bays 1, 2, 3, 4, and 5R.</p>

<p>IIIB</p>	<ol style="list-style-type: none"> <li>1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.</li> <li>2. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b).</li> <li>3. Bus shelter at the Park and Ride lot, as per proffer II.H.</li> <li>4. Two eastern lanes of Northstar Boulevard (formerly Rt. 659 Relocated), from Tall Cedars Parkway to southern boundary of Property.*</li> </ol> <p>These improvements shall be bonded or under construction prior to issuance of 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R.</p> <p>* This improvement shall be bonded or under construction prior to the earlier of (i) the issuance of 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the first residential zoning permit in Land Bay 1.</p>	<p>All residential units in Land Bays 1, 2, 3, 4 and 5R.</p>
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EXHIBIT C

**ZONING ORDINANCE MODIFICATIONS**

**1. WITHDRAWN**

**1. Zoning Ordinance Requirement to be Modified: PD-H Planned Development Housing.**

*~~“Section 4-110 Site Planning-Internal Relationships~~*

*~~(1) Uses adjacent to single family, agricultural, or residential districts or land bays allowing residential uses. Where residential uses in a PD-H district adjoin a single family residential, agricultural, or residential district or land bay allowing residential uses, the development shall provide for either:~~*

*~~(1) Single family dwellings on minimum lots of 20,000 square feet or greater, exclusive of major floodplain, along such perimeter, or;~~*

*~~(2) A permanent open space buffer along such perimeter at least fifty (50) feet in width, landscaped with a Type 2 Buffer Yard.”~~*

**Proposed Modification**

PD-H4 Land Bay 5R, planned for single family attached units, shall provide a permanent open space buffer of at least ten (10) feet in width, landscaped with a Type 1 Side Yard Buffer, along its side of the private street shared with R-24 Land Bay 6, planned for multi-family units. Land Bay 6 shall provide a permanent open space buffer of at least ten (10) feet in width, landscaped with a Type 1 Front Yard Buffer, along its side of the private street shared with adjacent PD-H4 Land Bay 5R.

**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.

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**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. Zoning Ordinance Requirement to be Modified: Planned Development – Industrial Park**

*~~"Section 4-505 Lot Requirements. (B) Yards. (2) Adjacent to Agricultural and Residential Districts and Land Bays Allowing Residential Uses. No building, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than seventy five (75) feet to any agricultural district, any existing or zoned residential district, or land bay allowing residential uses. No parking shall be permitted closer than sixty (60) feet to any such districts and uses...."~~*

**Proposed Modification**

**4. WITHDRAWN**

~~Buildings and parking areas in PD-IP Land Bay DD may be located no closer than fifty (50) feet and twenty five (25) feet, respectively, to the PD-H zoning district line in adjacent Land Bay 5R and to the R-24 zoning district line in adjacent Land Bay 6. A Type 3 Buffer Yard of twenty five (25) feet in width supplemented to include 8 evergreen trees per 100 lineal feet shall be maintained within Land Bay DD adjacent to Land Bays 5R and 6.~~

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EXHIBIT D

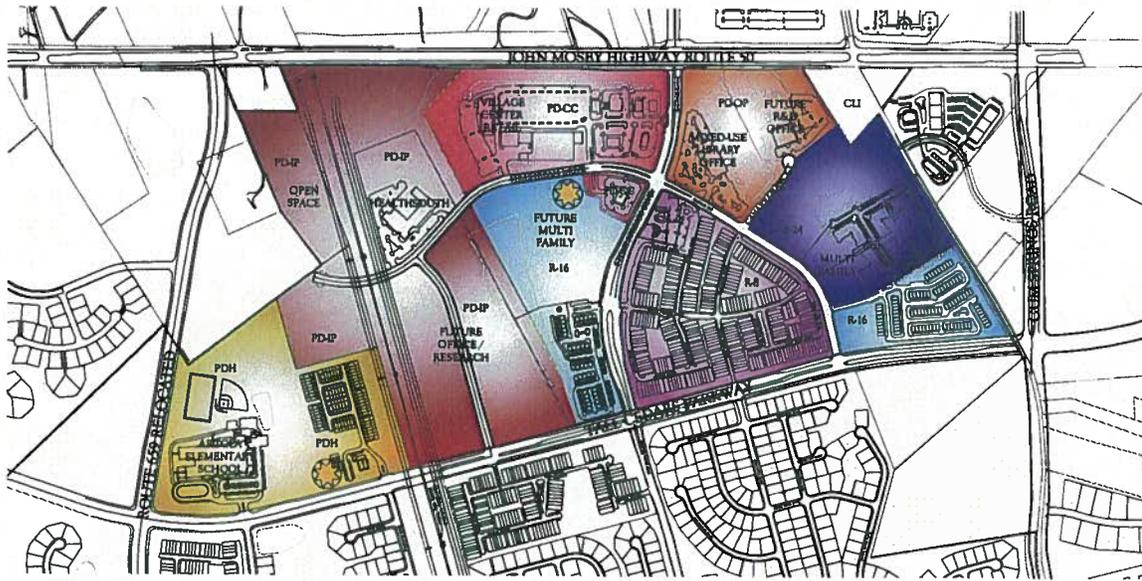
RT. 50/FUTURE WEST SPINE ROAD INTERSECTION IMPROVEMENTS

335663 v910/RE

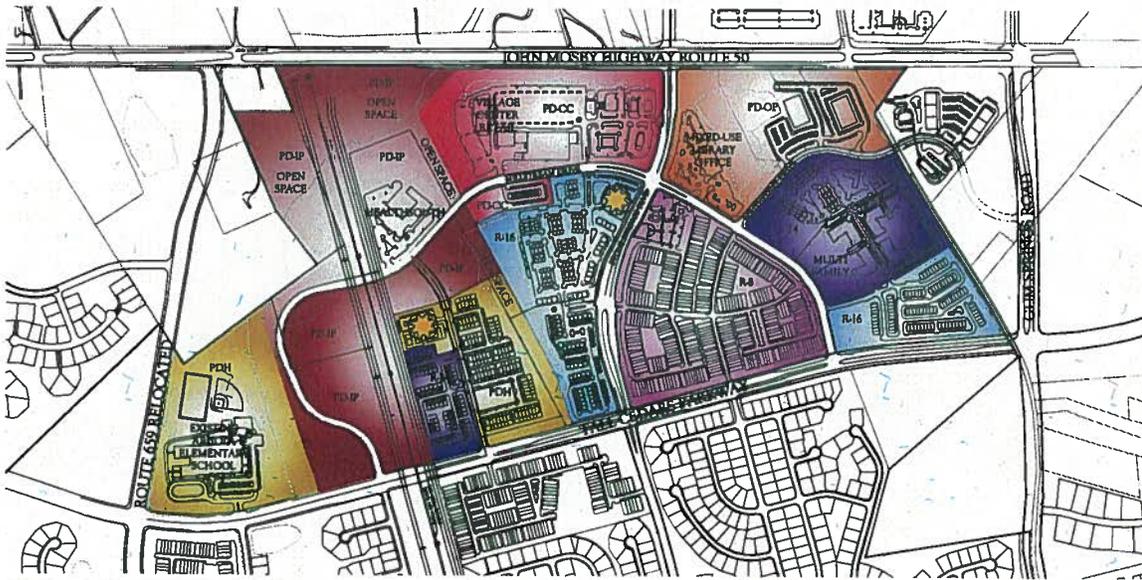
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EXISTING ZONING



PROPOSED REZONING

LEGEND



REZONING EXHIBIT - COMPARISON



STONE RIDGE

Loudoun County, Virginia  
Van Metre Homes



Scale: 1"=100'  
October 14, 2021

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REZONING EXHIBIT - ULTIMATE



**STONE RIDGE**

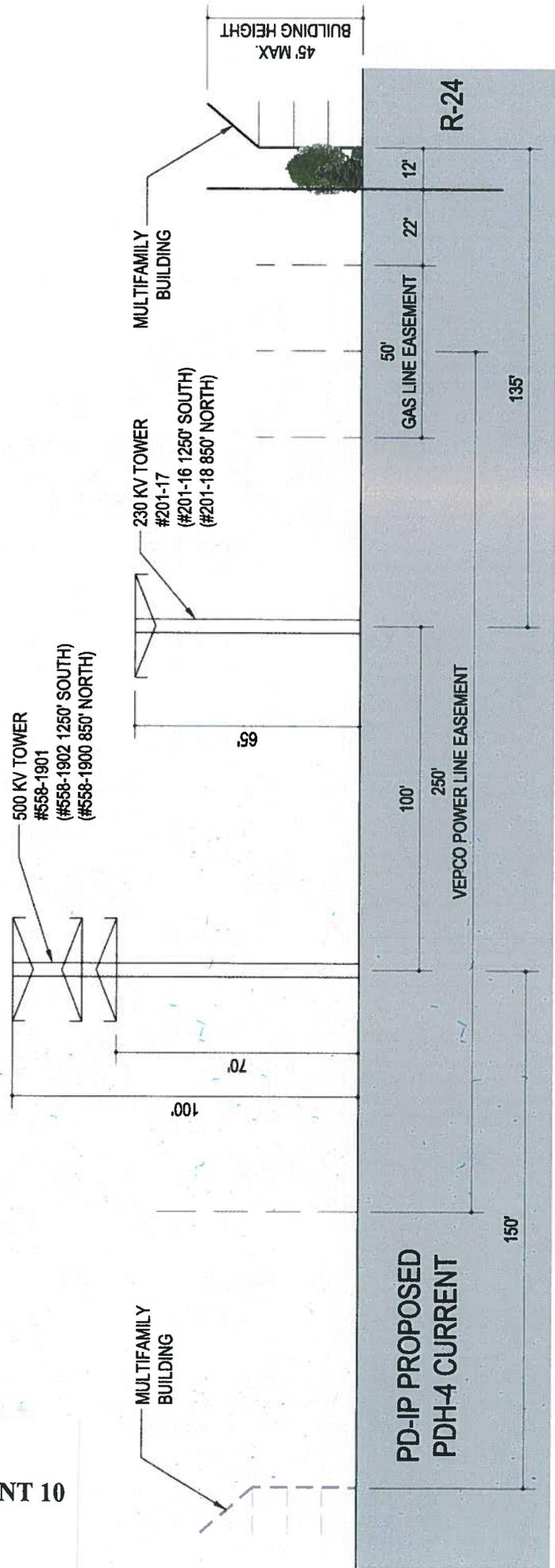
Loudoun County, Virginia  
Van Metre Homes



October 14, 2020

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