

County of Loudoun
Department of Planning
MEMORANDUM

9
Supplemental

DATE: March 5, 2010

TO: Loudoun County Board of Supervisors

FROM: Judi Birkitt, Project Manager
Department of Planning, Land Use Review

SUBJECT: **March 8, 2010 Board of Supervisors Public Hearing
ZMAP 2009-0005, SPEX 2009-0009, and CMPT 2009-0001
Green Energy Partners/Stonewall (GEP/S) Hybrid Energy Park**

Since distribution of the staff report for this item, the Planning Commission held a work session and took action on these applications. Other than finalization of the Proffer Statement and Conditions of Approval, there are no remaining outstanding issues.

RECOMMENDATIONS:

Planning Commission

In a work session on March 3, 2010, the Planning Commission voted 8-1 (Robinson – opposed) to approve CMPT 2009-0001, Green Energy Partners/Stonewall Hybrid Energy Park, based on the Findings in this report and forward it to the Board of Supervisors for Ratification and to forward ZMAP 2009-0005 and SPEX 2009-0009, Green Energy Partners/Stonewall Hybrid Energy Park, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated February 26, 2010, with suggested revisions, and the Conditions of Approval dated March 3, 2010, as modified, and based on the Findings in this report.

The Commission requested that the applicant strengthen the land use proffer to require a Zoning Concept Plan Amendment (ZCPA) for any Planned Development – General Industry (PD-GI) by-right or special exception use other than the proposed power generating and transmission facility (Proffer I). The applicant has agreed to make this change but has not finalized the wording. Commissioners also asked the applicant to clarify the LEED Certification proffer (Proffer III.14.). The Commission revised Condition of Approval # 28, requiring the Emergency Operations Plan to be in place prior to commencing the use. The Commission also clarified the Condition of Approval regarding coordinating the grouping of utility lines with Loudoun Water or the Town of

Leesburg (Condition # 31).

The Planning Commission's suggested proffer changes and condition revisions have been incorporated into the attached Proffer Statement and Conditions of Approval. The Office of the County Attorney and Staff have not completed their review of these documents.

Staff

Upon finalization of the Proffer Statement and Conditions of Approval, Staff can support the applications. The proposed utility generating and transmission facility is reasonable on this particular site due to the site's unique conditions and the industrial nature of the surrounding uses, as expressed in the March 8th Staff Report. Two existing underground natural gas lines and two existing overhead high-voltage electrical transmission towers cross the property in a north-south direction. The use is compatible with the intensive surrounding uses to the northwest, east, and southeast, specifically the Leesburg Executive Airport, Luck Stone quarries, and the Fairfax Water Plant. Phillip Bolen Memorial Park and the Luck Stone quarries will provide a visual and spatial transition between the proposed utility generating and transmission facility and the Town of Leesburg to the north and the suburban uses in Eastern Loudoun.

ISSUES UPDATE:

Since distribution of the staff report for this item, the following outstanding issues have been resolved.

1. Open Space – The Revised General Plan calls for 70% open space within the Transition Policy Area to offset the increased density associated with a rezoning to a residential rural village. Seventy percent open space seems reasonable for the proposed use, which is more intense than a rural village. Further, the solar array area is inconsistent with open space as defined in the Revised General Plan.

In a work session on March 3, 2010, the Planning Commission found the proposed open space (52% excluding the solar area or 68% including the solar array area, based on the applicant's updated open space calculations) to be consistent with the Revised General Plan, subject to the condition requiring the planting and long-term management of indigenous vegetation within the entirety of the site's open space (including within the solar array area) and based on the Revised General Plan calling for between 50 and 70% open space within the Transition Policy Area. See Condition # 19.

2. Erosion and Sediment Control During Construction – The applicant has agreed to staff's recommended condition requiring the protection of Sycolin Creek during the construction phase. See Condition # 12.
3. Historic and Archaeological Resources – The applicant has proffered up to \$35,000 to the County for a historical narrative of the Lower Sycolin African American settlement (Proffer IV. 16.). The amount is consistent with the figure estimated by

the History Matters consultant for a complete project. The Planning Commission and staff find this proffer acceptable.

4. Trail Easement – For security reasons, rather than a proffered trail easement on the south side of Sycolin Creek and to offset impacts to Phillip Bolen Memorial Park, the applicant has proffered \$15,000 to the County towards the phased trail connection between Phillip Bolen Memorial Park and the W&OD trail. The Planning Commission and staff find this proffer acceptable. Refer to Proffer IV.17.

SUGGESTED MOTIONS:

1. I move that the Board of Supervisors forward ZMAP 2009-0005, SPEX 2009-0009, and CMPT 2009-0001, Green Energy Partners/Stonewall Hybrid Energy Park, to the April 6, 2010 Business Meeting for action. *[A timeline extension will be necessary.]*

OR,

2. I move that the Board of Supervisors forward ZMAP 2009-0005, SPEX 2009-0009, and CMPT 2009-0001, Green Energy Partners/Stonewall Hybrid Energy Park, to the Transportation and Land Use Committee for discussion. *[A timeline extension will be necessary.]*

OR,

3. I move an alternate motion.

ATTACHMENTS

1. Planning Commission Findings
2. Planning Commission Conditions of Approval (March 3, 2010)
3. Applicant's Proffer Statement (March 5, 2010)

ZMAP 2009-0005, SPEX 2009-0009 and CMPT 2009-0001

Green Energy Partners/Stonewall Hybrid Energy Park

FINDINGS

Commission Permit Findings

1. The proposed utility generating and transmission facility is reasonable on this particular site due to the site's unique conditions. Two existing underground natural gas lines (Columbia and Dominion) and two existing overhead high-voltage electrical transmission towers with three separate transmission lines (one 500kV and two 230kV) cross the property in a north-south direction. The subject property is located within the AI (Airport Impact) Overlay District, outside of but within one (1) mile of the Ldn 60 aircraft noise contour, and within the QN (Quarry Notification) Overlay District.
2. The proposed utility generating and transmission facility is reasonable on this particular site due to the industrial nature of the surrounding uses. The use is compatible with the intensive surrounding uses to the northwest, east, and southeast, specifically the Leesburg Executive Airport, Luck Stone quarries, and the Fairfax Water Plant.
3. The proposed utility generating and transmission facility will protect Luck Stone Quarry from encroaching residential development, consistent with the Transition Policy Area policies of the Revised General Plan.
4. Phillip Bolen Memorial Park and Sycolin Creek will provide a visual and spatial transition between the proposed utility generating and transmission facility and uses to the north, as called for in the Transition Policy Area policies of the Revised General Plan.
5. The Luck Stone quarries will provide a visual and spatial transition between the proposed utility generating and transmission facility and the suburban uses in Eastern Loudoun, as called for in the Transition Policy Area policies of the Revised General Plan.
6. The more intense uses will be clustered on the eastern portion of the site, closer to the Suburban Policy Area, while the western portion of the site closest to the Rural Policy Area will ultimately contain a vegetative buffer of between 550 and 900 feet deep.
7. The site's terrain will help shield views of the power plant from Sycolin Road and the Dulles Greenway.
8. The proposed utility generating and transmission facility will use clean burning and environmentally sound and proven fuel sources, consistent with the Revised General Plan Energy Policies.

9. The proposed utility generating and transmission facility is consistent with the Revised General Plan Energy Policies, which support the timely delivery of electrical service to businesses and households.
10. As a secured facility, the proposed natural open space (land left mostly in an undeveloped state to include forests, meadows, hedgerows, and wetlands) is most appropriate for the site. The proposed passive recreation open space is the most appropriate type of open space, as defined in the Revised General Plan, to be located along Sycolin Creek.
11. As conditioned, the natural resources management plan will ensure that the site's natural and passive open spaces fulfill ecological and recreational functions while helping to meet the open space levels anticipated by the Revised General Plan for the Lower Sycolin Transition Policy Area subarea.
12. The ability of the solar array area to meet the open space policies is dependent on the area functioning as viable habitat. The natural resources management plan to be completed for the entirety of the designated open space will ensure that all habitats (to generally include forest, meadow, riparian, and wetland) are rehabilitated and managed so that they function as viable habitat.
13. Counting the solar array area as open space is reasonable on this particular site, given the environmental and educational benefits of solar power, together with the condition to plant and maintain indigenous plantings within the solar array area and throughout the entire site's open space areas.
14. The use of treated effluent is integral to the project due to environmental benefits.

Zoning Map Amendment and Special Exception Findings

1. As conditioned and proffered, the respective applications adequately address environmental impacts.
2. As conditioned and proffered, the respective applications adequately mitigate local road impacts during the construction phase and once operational.
3. The application adequately mitigates noise and lighting impacts, as well as visual impacts associated with the vapor plume.
4. The use would have a positive economic impact upon the County during construction and once operational.
5. As conditioned and proffered, the respective applications adequately address emergency services.

**ZMAP 2009-0005, SPEX 2009-0009 and CMPT 2009-0001
Green Energy Partners/Stonewall Hybrid Energy Park
CONDITIONS OF APPROVAL (SPEX) (March 3, 2010)**

1. Substantial Conformance. The approved Special Exception Use, a utility generating plant and transmission facility, shall be developed in substantial conformance with the Special Exception Plat, consisting of four (4) sheets numbered as 1, 2, 5 and 6 and labeled as "COVER SHEET", "REZONING PLAT/NOTES, TABULATIONS & REQUIREMENTS", "CONCEPT PLAN (ZMAP/SPEX/CMPT PLAT)", and "CONCEPT PLAN OVER EXISTING CONDITIONS", respectively, and dated July 2009, as revised through December 30, 2009, and prepared by William H. Gordon Associates, Inc. (the "SPEX Plat"). Approval of this application for Tax Map #s /60////////38/ (PIN # 193-38-4362), /60////////38A (PIN # 193-49-0539), /61////////12/ (PIN # 193-39-3665), /61////////14/ (PIN # 193-29-6778), and a portion of /60////////39/ (PIN # 194-48-6020) (collectively the "Property") shall not relieve the Applicant or the owners of the Property from the obligation to comply with and conform to any Zoning Ordinance, Codified Ordinance, or applicable requirement. As used in these conditions, "Applicant" includes the owner of the Property subject to this Special Exception approval, its successors, and parties developing, establishing or operating the approved Special Exception Use.
2. Period of Validity. This Special Exception approval shall be valid for ten (10) years from the date on which the Special Exception was granted, unless within such ten (10) year period: (1) a building permit is obtained and the erection or alteration of a structure is started and diligently pursued, and (2) an occupancy permit is obtained and a use commenced. Such period of validity may be extended for good cause shown, provided that an application is submitted to the Board of Supervisors a minimum of thirty (30) days before the expiration date in accord with the Revised 1993 Zoning Ordinance Section 6-1313.
3. Lot Consolidation. Prior to site plan approval, the Property shall be consolidated into one parcel, with the exception of the private access easement road.
4. Property Taxes. The Applicant shall not apply for any exemption from real or personal taxes in association with the Special Exception Use on the Property.
5. Noise. Prior to site plan approval, the Applicant shall submit a noise study to the County for approval. The noise study shall analyze the maximum noise potential of the Special Exception Use, including but not limited to, predicted noise during the construction of the special exception use, baseline noise generated by the day-to-day operations of the special exception use, the cumulative noise of the baseline noise and the noise produced once the single-cycle peaker turbines are in operation, and the cumulative noise once emergency back-up generators or equipment are in operation. The noise study shall include recommendations for specific noise attenuation measures and an assessment of whether installation and operation of the proposed noise attenuation measures can achieve noise attenuation that provides compliance with Section 5-1507 of the Revised 1993 Zoning Ordinance.

The Applicant shall conduct noise testing once the Special Exception Use is operational to ensure that noise levels do not exceed the performance standards set forth in Section 5-1507 of the Revised 1993 Zoning Ordinance. Should the testing results at any time determine that noise levels exceed the noise limitations set forth in Section 5-1507, the Applicant shall take immediate action to bring the noise levels into compliance through the use of noise attenuation measures.

6. Lighting. All exterior lighting, including security lighting, shall be designed and installed to minimize light trespass and the visibility of lighting from properties offsite of the Property. Exterior light fixtures shall be full cut-off and fully shielded and shall direct light downwards and into the interior of the Property and away from surrounding public roads and properties. Exhaust stacks, storage tanks, cooling towers, turbines, heat recovery steam generators, ("HRSG's"), and similar tall structures shall not have exterior lighting, unless otherwise required by law, ordinance, regulation, or operative safety norms. In addition, the utility generating plant and transmission facility shall be designed to enable exterior lighting for distinct area(s) of the utility generating plant and transmission facility to be switched off when not in use.
7. Plume Abatement. Cooling tower plume abatement shall be installed and required to operate during daylight hours when weather conditions exist or at the time the conditions are predicted to occur that would cause a visible plume at a height equal to or greater than 150 feet above the ground elevation of the base of the cooling tower to mitigate the visibility of the cooling tower plume. Additionally, plume abatement shall be required to operate when ambient conditions exist that would cause ground level fog to occur from the cooling tower operation to mitigate the fog conditions.
8. Color of Utility Generating Plant and Transmission Facility. Equipment and structures on the Property shall be a light, uniform, neutral color; a color to match the sky; or earth tones, excluding dark gray and black.

ENVIROMENTAL

9. Combined Cycle and Natural Gas Turbine. The production of electrical power shall occur through a combined cycle and single cycle natural gas turbine energy facility that does not involve the use of burning coal or nuclear reaction. Alternative non-fossil fuels, such as biogas and other bio-fuels may be utilized on the Property for the production of electrical power and accessory uses when reliable supplies are available, as approved by the County. The Special Exception Use shall not utilize fuel oil, diesel fuel, coal or nuclear reaction in the production of energy.
10. Air Quality. The Applicant shall ensure that the emissions levels shall not exceed the Air Emissions (plus 5%) contained in Table 3.1 on page 10 of the report titled "Revised Air Quality Study of Green Energy Partners/Stonewall Solar and Natural Gas-Fired Power Plant at Leesburg, VA", dated November 20, 2009, and prepared by MACTEC Engineering and Consulting, Inc., attached hereto as Exhibit A.

11. Water Quality. The Applicant shall design, construct, and install a surface water monitoring station on-site on the Property at point of stormwater discharge with specific monitoring details as deemed appropriate by the Virginia Department of Environmental Quality ("DEQ") during site plan review. This on-site point discharge water quality monitoring station shall produce monthly data reports measuring Toxicity, Flow rate, pH, Temperature, Dissolved Oxygen, Copper, Iron, Chloride, Water Hardness, Oil, Grease and other Petroleum Hydrocarbons and other elements and compounds at an interval as determined to be appropriate by DEQ requirements to be determined during site plan review. In the event DEQ does not mandate monitoring of Oil, Grease and other Petroleum Hydrocarbons at this singular channelized point of stormwater discharge, these pollutants shall be monitored at the same frequency as what DEQ would require in the permit.
12. Erosion and Sediment Control and Turbidity Management. In addition to the minimum requirements for erosion and sediment control in Chapter 1220 of the Codified Ordinance and the Virginia Erosion and Sediment Control Handbook, the Applicant shall provide some of the heightened erosion and sediment control measures specified in the Facilities Standards Manual for Reservoir Protection Requirements, namely:
 - a. Super silt fence shall be substituted for silt fence in all perimeter locations;
 - b. The use of stabilization matting shall be expanded to aid in the establishment of vegetation; and
 - c. Development Phasing shall be utilized to avoid extensive areas of disturbance for extended periods of time.

In order to avoid the clearing of additional on-site vegetation for the construction of a stormwater management facility, the Applicant shall request an FSM waiver to be allowed to utilize the existing water body on the Property labeled "SWM Pond" for stormwater management and sediment collection purposes.

The Applicant shall measure levels of turbidity in runoff leaving the project during the construction phase. Outfall discharge measurements sample shall be collected from any storm event that is less than or equal to a two (2) year, twenty-four (24) hour storm that causes a discharge within the first sixty (60) minutes (or as soon thereafter as practical) of when the runoff begins discharging from the facility. This information shall be shared with the County Erosion and Sediment Control Inspector.

Turbidity is measured in nephelometric turbidity units (NTU) or Jackson Turbidity Units (JTU). If discharge turbidity measurements exceed 280 NTU/JTU due to site sediment and erosion control measures the Applicant shall – with consultation with the County Erosion and Sediment Control Inspector – adjust the erosion and sediment control measures to reduce the measurements to a level below 280 NTU/JTU.

13. Zero Discharge. The Special Exception Use shall include a "zero discharge" water

treatment system to treat any process water utilized in the operation of the steam generator and cooling tower. Process water shall be treated, reused, recycled and not disposed of as surface runoff or into the stormwater management system. Solid wastes resulting from the treatment of the water shall be disposed of offsite in an approved landfill.

14. Stormwater Treatment. The Applicant shall (a) incorporate best management practices ("BMP's") for treatment for all stormwater runoff leaving impervious surfaces; (b) design all BMP's to treat the first inch of stormwater runoff from impervious surfaces; and (c) design all BMP's to remove a high percentage of phosphorous, not lower than fifty (50) percent.
15. Wetlands. Prior to the commencement of any construction activities in identified wetlands areas, all necessary state and federal wetlands permits must be obtained and copies of these permits shall be submitted to Loudoun County Department of Building and Development.
16. Very Steep Slopes. Prior to and during construction, the Applicant shall survey, flag, and install super silt fencing or temporary chain link fencing, in lieu of plastic orange fencing, near the very steep slope areas that are located in proximity to the area to be affected by construction.
17. Best Available Control Technology. The Special Exception Use shall utilize Best Available Control Technology ("BACT") in accordance with the most current DEQ permit standards.
18. Open Space. For the purpose of these Conditions, open space shall be defined as all areas labeled on the SPEX Plat as "SOLAR ARRAY OR OPEN SPACE", "OPEN SPACE AREA", "REPLANTING AREA", "50' YARD", OR "TYPE IV BUFFER YARD", "TREE SAVE AREA #1", and "TREE SAVE AREA #2" (collectively the "Open Space"). A minimum of sixty-five percent (65%) Open Space shall be provided on the Property.
19. Natural Resources Management Plan (NRMP). Prior to site plan approval, the Applicant shall coordinate with the County Urban Forester to develop a Natural Resources Management Plan (NRMP) and accompanying planting plan for the entirety of the Open Space on the Property to ensure that all habitats (to generally include forest, meadow, riparian, and wetland) are rehabilitated and managed so that they function as viable habitat. The NRMP shall include recommendations that provide for sustained growth and optimum viability for the entirety of the Open Space, including but not limited to forest, meadow, riparian, and wetland habitats.

The NRMP shall provide for the management of natural resources, including aquatic life, wildlife, and forest, meadow, riparian, and wetland habitats, while allowing for harmony with the Special Exception Use. The Applicant shall actively maintain the Open Space to maximize its habitat value, minimize the impact of the Special Exception Use by the use of trees and vegetation to screen and buffer the adjacent

uses, mitigate stormwater run-off, minimize water and air pollution, remove invasive plants, and avoid wildlife conflicts.

The accompanying planting plan shall consist of native species and shall be completed for forest, meadow, riparian, and wetland habitats, to include site description, site preparation, species selection, stocking, establishment method, plant size, plant material protection, plant maintenance, protection against deer, and other management actions. Invasive species shall be removed, whenever practicable. Preferred removal methods shall include mechanical means for woody invasive species, rotational mowing, and the removal of hay, as applicable. If no other method is successful, the application of herbicides may be considered.

All management activities in the NRMP shall consider and be sensitive to the life-cycle of animals, including ground-nesting birds, small mammals, and amphibians. Deer protection shall include eight (8) foot tall fencing at the perimeter of the site or protected areas.

For specific Open Space areas on the Property, the following shall also apply:

- a. Solar Array. If the area labeled on the SPEX Plat as "SOLAR ARRAY OR OPEN SPACE" is not used for a solar array, the area shall only be used as Open Space. If the area labeled on the SPEX Plat as "SOLAR ARRAY OR OPEN SPACE" is used for a solar array, since establishment of arboreal vegetation areas are not appropriate in the area labeled on the SPEX Plat as "SOLAR ARRAY OR OPEN SPACE", the NRMP and accompanying planting plan shall be designed in coordination with the County Urban Forester to allow for establishment of a meadowland habitat conducive to flora and fauna indigenous to such a habitat.
- b. Under Powerlines. Within Open Space located underneath the powerlines, where indigenous vegetation has been impaired by herbicide application and where the establishment of arboreal vegetation areas are not appropriate, the NRMP and planting plan shall be designed in coordination with the County Urban Forester to allow for establishment of a meadow habitat conducive to flora and fauna indigenous to such a habitat, consistent with existing power line easement requirements.
- c. Construction Staging Areas. The replanting of the construction staging areas shall be in conformance with the Forest Management Plan condition in these Conditions of Approval.

20. Forest Management of Construction Staging Areas. Prior to and during construction, the Applicant shall install temporary chain link fencing or another type of steel fencing surrounding construction staging areas to prevent disturbance of adjacent Open Space. The Applicant shall apply surface materials, such as gravel, stone, and natural mulch, to the surface of such areas to minimize impacts to the existing soil structure. Upon completion of the construction phase, the Applicant shall remove

from the Property any non-degradable materials, such as gravel or stone that were used during the construction phase. Remaining soil within construction staging areas shall be rehabilitated to its original composition and aerated to a depth of twenty-four (24) inches. The construction staging area labeled on the SPEX Plat as "REPLANTING AREA" shall be rehabilitated as forest habitat with native species, in accordance with the methods specified in the Forest Management Plan and Tree Save Areas condition in these Conditions of Approval.

21. Tree Save Areas. Prior to site plan approval, the Applicant shall coordinate with the County Urban Forester to develop a Forest Management Plan and accompanying planting plan for the areas identified on the SPEX Plat as "TREE SAVE AREA #1" and "TREE SAVE AREA #2" (TSA) and an accompanying planting plan for areas identified on the SPEX PLAT as "REPLANTING AREA" (RA). This Forest Management Plan shall include recommendations that provide for sustained growth and optimum viability for all TSA's and RA. The planting plan will include site description, site preparation, specie selection, stocking, establishment method, size, plant material protection and maintenance until establishment has been achieved.

Within the areas identified on the SPEX Plat as TSA's, the Applicant shall preserve healthy trees provided, however, that trees may be removed to the extent necessary for the construction of stormwater management facilities that are required and/or shown on the approved site plan as lying within such TSA's and for the construction of utilities necessary for development of the Property. A minimum of eighty (80) percent of the canopy within the cumulative TSA's depicted on the Concept Plan will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated TSA's, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Applicant in consultation with the County.

If, during construction on the Property, it is determined by the Applicant's certified arborist and/or the County that any healthy tree located within the boundaries of any of the TSA's as described in this proffer has been damaged during construction and will not survive, then, prior to any subsequent performance bond release for the Property, the Applicant shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area on the Property as requested by the County.

22. Wood Turtle. Prior to beginning work in the area of the wood turtle habitat identified in the Applicant's submitted Endangered and Threatened Species Habitat Evaluation and Rare Plant Species/Community Assessment, prepared by Wetland Studies and Solutions, Inc., and dated November 8, 2004, the Applicant shall perform a search for wood turtles in the area to be affected by construction. The Applicant shall provide educational materials about the wood turtle to contractors working on the Property prior to such contractors beginning work on the Property. The Applicant shall use bridge spans or bottomless culverts to prevent barriers of migration.

TRANSPORTATION

23. Sycolin Road Access. The proposed entrance onto Sycolin Road (Route 643) shall be constructed to VDOT applicable standards including, but not limited to, locating the proposed entrance relative to future median breaks, the provision of turn lanes and the demonstration of adequate sight distance. The Applicant shall coordinate this site entrance with the Office of Transportation Services ("OTS") and VDOT in consideration of any approved and bonded construction plans for the planned future grade-separated interchange on the Dulles Greenway at the westernmost crossing of Sycolin Road, south of the proposed site entrance location.
24. Sycolin Road Pottery Site. Prior to site plan approval, the Applicant shall determine if the Sycolin Road Pottery Site (44LD1195) is located upon the Property or would be impacted by construction of the Special Exception Use or the Sycolin Road access. If the Applicant determines that Site 44LD1195 is located on the Property or would be impacted, then, the Applicant shall preserve and protect Sycolin Road Pottery Site (44LD1195) from inadvertent impact and encroachment, regardless of whether this archaeological site is located on the subject property. The Applicant shall delineate the boundaries of the Sycolin Road Pottery Site (44LD1195) on all plans and profiles submitted to the County for review. Prior to the issuance of any grading permit and prior to the commencement of any ground disturbing activities related to the construction of the vehicular entrance proposed on the east side of Route 643 (Sycolin Road) including any road widening, tree removal, clearing, or other improvements, the Applicant shall install and maintain demountable chain link (long-fence type) fencing to delineate the boundaries of Site 44LD1195. This fence location shall generally correspond to the boundaries of the portion of archaeological site 44LD1195 located on the east side of Route 643 as defined by the Louis Berger Group, Inc. in their report entitled Archaeological Survey of Route 643 (Sycolin Road) and Archaeological Evaluation of Site 44LD1195 (VDOT project: 0643-053-P91, M501) prepared for the Virginia Department of Transportation and dated September, 2006, or may be sited with the more accurate information concerning these boundaries as field verified by a professional archaeologist.
25. Traffic Management. Prior to site plan approval, the Applicant shall submit a Traffic Management Plan to the Office of Transportation Services ("OTS") and VDOT for review and approval. Such plan shall address temporary construction entrances and access routes, delivery schedules for wide loads during off-peak times, and measures for minimizing conflicts on access routes to and from the site. Construction traffic access to and from the Property shall be limited to Sycolin Road.
26. Cochran Mill Road. Prior to approval of the first site plan for the Special Exception Use, the Applicant shall grant to the County a reservation for future public street dedication of seventy (70) feet of right-of-way to permit future realignment and widening of Cochran Mill Road, together with any necessary temporary construction and drainage easements. Such right-of-way shall be dedicated to the County or VDOT upon request by the County or VDOT and at no cost to the County or VDOT.

27. Gant Lane. Prior to approval of the first site plan for the Special Exception Use, the Applicant shall grant to the County a reservation for future public street dedication of fifty (50) feet of right-of-way together with any construction or utility easements, to permit future widening of Gant Lane. Such right-of-way shall be dedicated to the County or VDOT upon written request by the County or VDOT and at no cost to the County or The Applicant shall reserve fifty (50) feet of right-of-way for Gant Lane for future dedication to the County at the request of the County or VDOT.
28. Emergency Operations Plan. Prior to site plan approval, the Applicant shall contact the Loudoun County Department of Fire, Rescue and Emergency Services to discuss emergency operations plans to include an evacuation plan and access and circulation of emergency personnel and vehicles throughout the Property. The Applicant shall prepare at its own cost an Emergency Operations Plan and shall submit such plan to the Loudoun County Department of Fire, Rescue and Emergency Services for review and approval prior to site plan approval and shall implement such plan prior to commencement of initial operation of the Special Exception Use. The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Special Exception Use, and on-site employees shall be trained as first responders to any such emergency.

In conjunction with the initial submittal of each site plan for the Property, the Applicant shall submit such site plan to the Department of Fire, Rescue and Emergency Services for review and approval to ensure that the site layout provides emergency vehicles and personnel adequate access and circulation throughout the Property.

UTILITIES

29. Collocation of Effluent and Utility Lines. The Applicant shall minimize land disturbance by coordinating with the Town of Leesburg and/or Loudoun Water, to the extent permitted by law, to collocate the effluent line with other existing or planned Town of Leesburg and/or Loudoun Water utility lines prior to site plan approval for the Property.
30. Utility Lines. The Applicant shall group and bury sewer and water utility lines and facilities to the extent allowed by Loudoun Water or the Town of Leesburg policies and regulations, whichever is applicable at the time.

ACCOUNTABILITY

31. Compliance with Special Exception. The Applicant shall provide an annual certification to the Zoning Administrator annually that the Special Exception Use is in compliance with all conditions of this Special Exception.
32. Response to Complaints and Inquiries. The Applicant shall respond promptly to any complaints or inquiries to the Board of Supervisors, County Administrator, or Zoning Administrator. In the event the Applicant is notified of any violation of applicable

federal, state, or local laws, regulations, or permit conditions, the Applicant shall notify the Zoning Administrator in writing within two (2) business days of receiving such notice and within a reasonable period of time to fully inform the Zoning Administrator of the steps being taken to correct and or remediate the violation.

33. Contact Information. Once the Special Exception Use is fully operational, the Applicant shall prepare and provide to the Zoning Administrator a report showing operational factors associated with the Special Exception Use. Such report shall include the name(s) and contact information for on-site supervisors, and verification of current valid state and federal licenses and permits. The Applicant shall promptly notify the Zoning Administrator of any changes, normally within five (5) business days.
34. Federal, State, and Local Approvals. The Special Exception Use shall not commence normal operation until all necessary approvals from applicable regulatory bodies of the state, federal, and local government have been obtained. The Applicant shall operate the Special Exception Use in conformance with all permits, laws, rules and regulations of federal, state and local laws. The Applicant shall maintain periodic reports and copies of such approvals and permits on site, and upon request shall provide copies of these reports and permits to the Zoning Administrator.
35. Federal and State Permits. If violations of any state or federal permits are reported to Loudoun County by the applicable regulatory agency, the Board of Supervisors, and/or the County Administrator, may request the Applicant to provide, at the Applicant's sole expense, the services of an appropriate firm to review the nature of the violation, if any, and the remedy, if any. This firm shall be jointly selected by the Applicant and Loudoun County and will report solely to Loudoun County.
36. Inspections. The County reserves the right to inspect the site at any reasonable time during normal hours of operation without prior notice to insure that the operation of the Special Exception Use meets the requirements of the Revised 1993 Zoning Ordinance, these conditions, the codified ordinance or other regulatory requirement.
37. Discontinuance of Use. At such time as the Property shall not be used for power production and transmission, the Applicant shall restore the site substantially to its prior condition, or such other condition as may be approved by the Board of Supervisors.

Exhibit A. Air Quality

Pollutant/Unit	One Combined Cycle (CC) Unit	One Simple Cycle (SC) Unit	Four Units (2 CC + 2 SC)	Cooling Tower	Support Units	Annual Total
CO						
Lbs/hour	11.0	34.6	91.2		27.5	
Tons/year	45.1	33.0	156.2		32.4	198.0
PM/PM-10						
Lbs/hour	14.4	10.0	48.8	1.7	0.7	
Tons/year	63.1	10.0	146.1	7.4	2.5	163.8
NOx						
Lbs/hour	18.0	72.2	180.4		14.3	
Tons/year	74.5	68.5	285.9		18.8	319.9
SO₂						
Lbs/hour	1.5	1.4	5.8		0.1	
Tons/year	5.4	1.1	13.0		0.2	13.8
VOC						
Lbs/hour	6.2	3.3	19.0		5.7	
Tons/year	25.4	3.2	57.2		3.1	63.3
Ammonia						
Lbs/hour	14.8	-	29.6			
Tons/year	64.7	-	129.5			136.0

CONDITIONS OF APPROVAL (ZMOD) March 3, 2010

1. The height modification of Section 4-606 of the Revised 1993 Zoning Ordinance increasing the maximum building height to 120 feet without providing additional setbacks shall only apply to the steam turbine enclosure. All other structures that are not exempt under Section 1-103(D)(2) shall comply with the building height requirements of Section 4-606 of the Revised 1993 Zoning Ordinance.

PROFFER STATEMENT

GEP/S HYBRID ENERGY PARK

ZMAP 2009-0005, SPEX 2009-0009 & CMPT 2009-0001

August 20, 2009

Revised November 20, 2009

Revised January 6, 2010

Revised February 26, 2010

Revised March 8, 2010

Green Energy Partners/Stonewall, LLC, applicant, together with **Evergreen Loudoun – One Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcels 38 (42.47 acres) and 38A (.32 acre) (MCPI 193-38-4362 and 193-49-0539), and **John A. Andrews, Trustee**, record owner of Loudoun County Tax Map 61, Parcel 12 (30.89 acres) (MCPI 193-39-3665) and **LTi Limited Partnership**, record owner of Loudoun County Tax Map 60, Parcel 39 (15.20 acres of 59.94 acres)(MCPI 194-48-6020) and Loudoun County Tax Map 61, Parcel 14 (11.96 acres) (MCPI 193-29-6778), collectively the “Subject Property” consisting of a total of approximately 101 acres, (the above referenced record owners and applicant shall hereafter be referred to as the “Applicant”), hereby voluntarily proffers, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended, and the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (hereinafter referred to as “Zoning Ordinance”), as amended, that in the event the Loudoun County Board of Supervisors approves ZMAP 2009-0005, to change the zoning designation of the Subject Property to the Planned Development – General Industry (“PD-GI”) zoning district and as more particularly shown on the Concept Plan/ZMAP/SPEX/CMPT Plat (identified below), the development of the Subject Property will be in substantial conformity with the following proffered terms and conditions.

I. LAND USE

1. CONCEPT PLAN/ZMAP/SPEX/CMPT PLAT

The development of the Subject Property shall be in substantial conformity with the plans titled “Green Energy Partners/Stonewall Hybrid Energy Park Zoning Map Amendment Application 2009-0005, Special Exception Application 2009-0009 &

Commission Permit Application 2009-0001”, consisting of Sheets 1, 2, 5 and 6, dated July, 2009, and revised through December 30, 2009, prepared by William H. Gordon Associates, Inc. (“Concept Plan”), the development of the Subject Property shall be in substantial conformance with the conditions set forth below. The Concept Plan shall control the general development layout of the Subject Property. The Applicant shall have reasonable flexibility in the final design during site plan review to accommodate final engineering. The Applicant shall develop the Subject Property in accordance with the PD-GI Zoning District, as amended, including the following special exception use, if approved, utility generating plant and transmission facility.

II. TRANSPORTATION

2. ON-SITE PRIVATE TRAVELWAYS

The Applicant shall construct all on site travelways on the Subject Property in the locations as shown on the Concept Plan, and in accordance with the County of Loudoun’s Land Subdivision and Development Ordinance (“LSDO”) and Facilities Standards Manual (“FSM”), as may be applicable, to provide on-site access to the Subject Property. Prior to approval of the first site plan for the Subject Property emergency ingress and egress easements will be created and established on all on-site travelways on the Subject Property by the recordation of a deed or deeds of easement approved by the County Attorney, which shall provide that the Applicant shall be responsible for the construction, repair and maintenance of said travelways and that neither the County nor VDOT shall have any such responsibility. The Applicant shall construct the on-site private travelways providing access to the Subject Property from Sycolin Road (State Route 643) in conformance with the LSDO and the FSM and shall construct, or bond for construction, the new Sycolin Road entrance in conformance with Virginia Department of Transportation (“VDOT”) minimum standards as determined at time of first site plan approval.

3. GANT LANE (ROUTE 652) RIGHT-OF-WAY RESERVATION

The Applicant shall reserve for future dedication to the County, as public right of way, land on the Subject Property and also along the Subject Property's frontage in amounts sufficient to provide a maximum Gant Lane (State Route 652) right-of way width up to 50 feet within the Subject Property and up to a maximum of 25 feet to the proposed centerline of Gant Lane along the Subject Property's frontage for the ultimate 50-foot road section of Gant Lane. The aforementioned dedication of reserved rights-of-way shall be provided upon written request by Loudoun County when these rights-of-way are needed for the widening of Gant Lane.

In addition to this reservation, the Applicant will grant at time of ultimate right-of-way dedication all necessary easements outside of the right-of-way relating to road construction and road maintenance for utilities, drainage and grading. The aforementioned dedication of reserved rights-of-way shall be provided upon written request by Loudoun County when these rights-of-way are needed for the widening of Gant Lane.

In light of the presence of sensitive environmental features, habitat and 100-year floodplain present along Gant Lane, no further road improvements along Gant Lane shall be constructed within the 100-year floodplain.

4. CONSTRUCTION TRAFFIC

Prior to the first site plan approval for the Subject Property, the Applicant shall coordinate with VDOT and Loudoun County to develop a delivery and construction traffic plan for construction-related access on the permanent private travelway access point on Sycolin Road.

5. RESERVATION OF RIGHT-OF-WAY FOR FUTURE DEDICATION – COCHRAN MILL ROAD, RELOCATED.

The Applicant shall reserve for possible future dedication and conveyance to the County a strip of right-of-way up to seventy-feet (70') in width with any needed associated temporary grading and/or permanent drainage and grading easements as concerns that portion of the Cochran Mill Road Relocated alignment in conformance with the Countywide Transportation Plan and in the general area as more particularly shown on Sheet 5 of the Concept Plan. The final location of Cochran Mill Road Relocated through the Subject Property shall be determined by the County and Applicant during the processing of the County prepared road construction plans and profiles application for Cochran Mill Road Relocated so as to allow for substantial conformance with Section 4-1503 (E) of the Zoning Ordinance requiring that roadway crossings of major floodplain area be “generally perpendicular” to the flow of the drainageway. This reservation shall last for a period of twenty-one (21) years from the date of approval of ZMAP 2009-0005 and shall thereafter immediately terminate. At any time during the 21-year reservation period, the County may request dedication of this right-of-way and/or conveyance of any needed associated temporary grading and/or permanent drainage and grading easements for Cochran Mill Road Relocated as it traverses the Subject Property following approval of road construction plans and profiles and when needed for actual construction of this new public road.

III. ENVIRONMENTAL

6. FEDERAL AND STATE PERMITS

Prior to construction of the utility generating plant and transmission facility proposed in SPEX 2009-0005 and CMPT 2009-0001, the Applicant shall obtain all of the required federal and state permits necessary for the construction of the utility generating plant and transmission facility, and shall provide the Department of Building and Development with copies of these permits prior to site plan approval.

7. BEST MANAGEMENT PRACTICES (BMP's)

Development of the Subject Property shall incorporate low impact design and BMP techniques to filter on-site run-off and protect the water quality of Sycolin Creek. The low impact design and best management practices will include the appropriate site-specific water control techniques recommended in the latest edition of the Virginia Stormwater Management Handbook and the FSM.

8. CASH CONTRIBUTION TOWARD REGIONAL STREAM MONITORING STATION ON SYCOLIN CREEK.

The Applicant shall provide a cash contribution in the amount of \$7,500 to the County at the time of issuance of the first Zoning Permit for the Subject Property to assist in the design, construction, and installation of an off-site regional stream monitoring station on the Sycolin Creek, in the Lower Sycolin watershed, at a point in the stream to be determined to be appropriate by Loudoun County, that can provide stream water quality data and trends and discern the sources of pollutants from residential, agricultural, industrial landowners upstream, in conformance with the CH2M Hill Loudoun County Stream Valley Water Quality Study.

9. TREE SAVE AREAS AND REPLANTING AREAS

Prior to site plan approval, the Applicant shall coordinate with the County Forester to develop a forest management plan and accompanying planting plan for the areas identified on the Concept Plan as Tree Save Area ("TSA's") and Replanting Areas ("RA's"), respectively, on the Subject Property. This forest management plan shall include recommendations that provide for sustained growth and optimum viability for all TSA's. The planting plan will include site description, site preparation, specie selection, stocking, establishment method, size, plant material protection and maintenance until establishment has been achieved. .

Within the areas identified on the Concept Plan as TSA's, the Applicant shall preserve healthy trees provided, however, that trees may be removed to the extent

necessary for the construction of stormwater management facilities that are required and/or shown on the approved site plan as lying within such TSA's and for the construction of utilities necessary for development of the Subject Property. A minimum of eighty (80) percent of the canopy within the cumulative TSA's depicted on the Concept Plan will be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the eighty (80) percent canopy threshold cannot be achieved within the designated TSA's, such lost canopy will be recaptured elsewhere onsite in locations to be designated at the discretion of the Applicant in consultation with the County.

If, during construction on the Subject Property, it is determined by the Applicant's certified arborist and/or the County that any healthy tree located within the boundaries of any of the TSA's as described in this proffer has been damaged during construction and will not survive, then, prior to any subsequent bond release for the Subject Property, the Applicant shall remove each such tree and replace each such tree with two (2) 2½ - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area on the Subject Property as requested by the County.

10. RIVERS AND STREAM CORRIDOR RESOURCES MANAGEMENT BUFFER

The Applicant shall preserve and protect existing trees, vegetation, and environmental features within the areas identified on the Concept Plan as Rivers and Stream Corridor Resources Management Buffer ("Management Buffer") that are not located within the TSA's. No land disturbing activity will be permitted in the Management Buffer areas with the exception of disturbance necessary for road construction, bridge installation, stormwater management, drainage improvements, water, sanitary sewer, slope stabilization, wetlands mitigation, landscaping, or other project utilities. The Applicant, its successors and/or assigns will be prohibited from clearing any trees (other than invasive species, dead, dying or diseased trees) in the Management Buffer area, with the exceptions as stated above.

Prior to and during construction, to protect the Management Buffer area, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

11. WETLANDS MITIGATION

In the event the U.S. Army Corp of Engineers or DEQ determine, at the time of site plan approval, that any jurisdictional wetland area are affected by the proposed development which require mitigation, the Applicant shall provide such required mitigation, in order of preference, as follows: 1) on the Subject Property, 2) within the Sycolin Run Watershed within the same Planning Policy Area, 3) within the Sycolin Creek Watershed outside the Planning Policy Area, 4) Loudoun County, and 5) other areas outside of Loudoun County, subject to approval by the U.S. Army Corps of Engineers and DEQ.

12. LIGHTING

The Applicant shall install lighting that is directed downward and inward, full cut off and fully shielded, and in full conformance with Zoning Ordinance and FSM requirements. All exterior luminaries shall be of a “shoebox” design and utilize cut-off optics, where feasible. All luminaries shall be I.E.S. (“Illuminating Engineering Society”) Type V lenses that give circular light distribution for a maximum coefficient of utilization.

13. SYCOLIN CREEK

At the time of issuance of the first zoning permit, the Applicant will coordinate with Keep Loudoun Beautiful to adopt a section of Sycolin Creek from Sycolin Road and extending through the Subject Property for clean up of trash and debris during the annual Keep Loudoun Beautiful River and Stream clean up day.

14. GREEN BUILDING STANDARDS

The Applicant shall design the Administration Building and the Guardhouse/Visitor Center to achieve the Leadership in Energy and Environmental Design (“LEED”) Certified status for design, building and operation of these habitable buildings requiring issuance of Certificates of Occupancy (“CO”).

The Applicant shall post an appropriate surety to the County prior to site plan approval, in the amount of \$.03 per square foot of habitable space in the Administration Building and the Guardhouse/Visitors Center. Such surety shall bond the Applicant’s commitment to design these buildings to achieve the LEED Certified status and shall be released upon a determination by a qualified LEED certified consultant or by County Staff that LEED Certified status have been achieved.

IV. HISTORIC RESOURCES AND PARK EASEMENT

15. ARCHAEOLOGICAL SITES #44LD1326, #44LD1328 AND BARN #053-5278

Prior to and during construction, to protect the above-referenced historic resources, the Applicant will use temporary chain link fencing or super silt fencing in lieu of the plastic orange fencing required by the FSM. Chain link fencing will not be required in areas employing super silt fencing.

16. LOWER SYCOLIN SETTLEMENT

At the time of issuance of the first zoning permit, the Applicant shall contribute up to \$35,000. to fund the production of the narrative to document the collective history of the post Civil War historic African American community known as Lower Sycolin. This contribution shall be made payable to Loudoun County. This funding will allow for the historic Lower Sycolin community to be researched and documented by a professional consultant meeting the Secretary of the Interior’s Professional Qualification Standards (*Federal Register* 48:190:44716-44742) for history. The research will result in the production of a written report containing a narrative history of Lower Sycolin (10 printed copies with accompanying digital version)) and a Web

document, created for the general public, which summarizes the written report, highlights the significant historical attributes of the community and provides illustrations and graphics. Sources for the narrative will include, but not be limited to, primary and secondary archival resources, oral interviews with community members, historic maps, and recent archaeological and architectural survey reports pertinent to the geographical area. Upon completion of the report and subsequent review by the County, the County will provide both electronic and digital copies of the report to appropriate local and regional repositories and the Applicant. The Web-based document will reside on the County's server and will be accessible to the general public. A full and complete duplicate original of this report, including any artifacts of this historic Lower Sycolin Community found on the Subject Property shall be provided to the Applicant for purposes of the creating a display/exhibit in the Visitor's Center of the proposed Hybrid Energy Park describing this historic Lower Sycolin Community.

17. PASSIVE PARK AND REGIONAL TRAIL

Prior to site plan approval, the Applicant shall grant an easement to the County for passive park and/or trail uses on the north side of and adjacent to Sycolin Creek, as more particularly shown on the Concept Plan. In addition to this easement, the Applicant shall make a contribution to the County in the amount of Fifteen Thousand Dollars (\$15,000) at time of issuance of the first zoning permit on the Subject Property. This contribution shall be designated for trail phasing within the Philip A. Bolen Memorial Park for connection to the W&OD Regional Park Trail.

V. FIRE, RESCUE AND EMERGENCY SERVICES

18. ONE-TIME CONTRIBUTION

The Applicant shall make a one-time contribution to the servicing fire and rescue companies in the amount of Fifty Thousand Dollars (\$50,000) at the time of issuance of the first zoning permit and this contribution shall be divided equally between the servicing fire and rescue companies.

19. EMERGENCY OPERATIONS PLAN

The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Facilities. In addition, the Applicant shall, prior to site plan approval, contact the Loudoun County Department of Fire, Rescue and Emergency Services to discuss emergency operations plans to include an evacuation plan and access and circulation of emergency personnel and vehicles throughout the Subject Property. The Applicant shall prepare at its own cost an Emergency Operations Plan and shall submit such plan to the Loudoun County Department of Fire, Rescue and Emergency Services for review and approval to ensure that the site layout provides emergency vehicles and personnel adequate access and circulation throughout the Subject Property prior to site plan approval. Thereafter, the Applicant shall implement the approved Emergency Operations Plan prior to commencement of operation of the Facilities. The Applicant shall be responsible for providing first response to any emergency in relation to the operation of the Special Exception Use, and on-site employees shall be trained as first responders to any such emergency.

VI. CONTRIBUTION ESCALATION

20. CONTRIBUTION ESCALATION

All cash payments or contributions required or permitted in this proffer statement shall escalate on an annual basis beginning one year after zoning approval and be adjusted effective January 1st of each year thereafter, based on the Consumer Price Index, for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted) as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area with 2010, as the base year.

VII. BINDING EFFECT

21. BINDING EFFECT

The undersigned hereby warrants that all of the owners of a legal interest in the Subject Property have signed this Proffer Statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that the undersigned has full authority to bind the Subject Property to these conditions, and that this Proffer Statement is entered into voluntarily.

[SIGNATURE PAGES FOLLOW THIS PAGE]

GREEN ENERGY PARTNERS/STONEWALL,
LLC

BY: _____
NAME: _____
TITLE: _____

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ___ day of _____, 2010, by _____, as _____, of Green Energy Partners/Stonewall, LLC

Notary Public

My Commission Expires: _____

EVERGREEN LOUDOUN – ONE LIMITED
PARTNERSHIP
BY: Loudoun-One Investments, Inc.
ITS: General Partner

BY: _____
NAME:
TITLE: President

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ___ day of _____, 2010, by _____, as President of Loudoun-One Investments, Inc., being the General Partner of Evergreen Loudoun – One Limited Partnership.

Notary Public

My Commission Expires: _____

JOHN A. ANDREWS, TRUSTEE

BY: _____
NAME: JOHN A. ANDREWS, TRUSTEE

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2010, by John A. Andrews, Trustee.

Notary Public

My Commission Expires: _____

LTI LIMITED PARTNERSHIP
BY: Capitol Properties, Inc.
ITS: General Partner

BY: _____
NAME: Stephen J. Garchik
TITLE: President

STATE OF _____
CITY/COUNTY OF _____: to-wit:

The foregoing instrument was acknowledged before me, this ____ day of _____, 2010, by Stephen J. Garchik, as President of Capitol Properties, Inc., being the General Partner of LTI Limited Partnership.

Notary Public

My Commission Expires: _____