

# Tab 7



**LOUDOUN COUNTY PUBLIC SCHOOLS**  
**DEPARTMENT OF PLANNING AND LEGISLATIVE SERVICES**

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March 8, 2010

TO: Loudoun County Planning Staff

FROM: Sara Howard-O'Brien, AICP, Land Management Supervisor

RE: Stone Ridge Proffer Analysis

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The attached chart was prepared by LCPS to provide an analysis of the Stone Ridge Proffers as they relate to a 23.4 acre portion (MCPI 247-28-4151) of Stone Ridge that is included in the Goshen Road Assemblage (SPEX 2010-\_\_\_\_\_ and ZMAP 2010-\_\_\_\_\_) for the proposed HS-7/ES Dulles South Schools. The purpose is to demonstrate that the proposed use is consistent with existing proffers and to identify those proffers triggered by the proposed school development. The format is adapted from a similar chart prepared by Zoning Administration for the Stone Ridge Proffer status dated May 30, 2008, for ZMAP 1994-0017 and ZMAP 2002-0013/ZCPA 2002-0004. LCPS has added an "Applicability to School Use" line item and has incorporated the most recent Stone Ridge Commercial Proffers for ZCPA 2006-0003/ZMAP 2006-0011, pending.

Use of this chart is intended for review of the school applications only and is not intended nor should be utilized as a proffer compliance tool.

ZMAP 1994-0017, Stone Ridge, was approved December 20, 1995.  
ZMAP 2002-0013 and ZCPA 2002-0004, Stone Ridge was approved December 6, 2005.  
ZCPA 2006-0003 and ZMAP 2006-0011, Stone Ridge Commercial, pending.

Enclosure  
cc: Sam Adamo, Director, Planning & Legislative Services

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STONE RIDGE PROFFER ANALYSIS  
Prepared by LCPS  
February , 2010

STONE RIDGE APPLICATION #	CATEGORY	PG #	PARA #	DESCRIPTION	Applicable to School Use		
					Yes	No	Comments
ZMAP-1994-0017	CONFORMANCE	5	I	Maximum buildout numbers changed with ZMAP 2002-0013 and ZCPA 2002-0004		X	Superceded
ZMAP-1994-0017	ROAD	6	II.A	Traffic Studies to be submitted with preliminary subdivision applications		X	Traffic analysis provided as part of School SPEX
ZMAP-1994-0017	ROAD	7	II.B.1	<del>STONE RIDGE PARKWAY</del> (STONE SPRINGS BLVD) [right-of-way dedication]		X	
ZMAP-1994-0017	ROAD	7	II.B.1	<del>STONE RIDGE PARKWAY</del> (STONE SPRINGS BLVD) [From Route 50 to the southern end of Land Bays A-2 and E)		X	
ZMAP-1994-0017	ROAD	7	II.B.1	<del>STONE RIDGE PARKWAY</del> (STONE SPRINGS BLVD) [Balance of Stone Springs Blvd to Greenstone Drive]		X	
ZMAP-1994-0017	ROAD	7	II.B.2	TALL CEDARS PARKWAY [right-of-way dedication] changed with ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	7	II.B.2	TALL CEDARS PARKWAY [(Constructed or Bonded) Between Stone Springs Blvd & Entrance to land bay DD]		X	
ZMAP-1994-0017	ROAD	7	II.B.2	TALL CEDARS PARKWAY [(Bonded) Between Route 659 & Stone Springs Blvd]		X	
ZMAP-1994-0017	ROAD	8	II.B.2	TALL CEDARS PARKWAY [Construct or bond balance of Tall Cedars Pkwy west of Land Bay DD] see ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	8	II.B.3.A	RT 50 IMPROVEMENTS (3rd lane and turn lanes eastbound; turn lanes westbound)		X	
ZMAP-1994-0017	ROAD	8	II.B.3.B	RT 50 IMPROVEMENTS (3rd westbound lane & remainder of eastbound improvements) See ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	9	II.B.3.C	RT 50 IMPROVEMENTS OFF-SITE see ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	9	II.B.4.A	RT 50/ <del>STONE RIDGE PKWY</del> (STONE SPRINGS BLVD) INTX,		X	
ZMAP-1994-0017	ROAD	10	II.B.4.B	RT 50/Existing 659 INTX IMPROVEMENTS, Project bonded by CPAP 2002-0126		X	
ZMAP-1994-0017	ROAD	10	II.B.5.A	Existing RT 659 INITIAL IMPROVEMENTS (upgrade existing two lanes between RT 50 and Tall Cedars Pkwy) -		X	
ZMAP-1994-0017	ROAD	11	II.B.5.B	Construction of West Spine Road from Route 50 to Tall Cedars Parkway - See ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	11	II.B.5.B	West Spine Road right-of-way - See ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	11	II.B.5.B	Alternative West Spine Road - See ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	11	II.B.5.C	RT 659 (reconstruct as a 4 lane divided road; from Tall Cedars Pkwy to southern property boundary) See ZMAP 2002-0013		X	Superceded
ZMAP-1994-0017	ROAD	11	II.B.6	Phasing of transportation Proffers, (See ZMAP 2002-0013)		X	Superceded
ZMAP-1994-0017	ROAD	12	II.C.1	WESTERN BYPASS/RT 659 RELOC. - See ZMAP 2002--0013		X	Superceded

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ZMAP-1994-0017	ROAD	13	II.C.2	Right-of-way and facilities related to Western Bypass - See ZMAP 2002-0013		X	Deleted in ZMAP 2002-0013
ZMAP-1994-0017	ROAD	13	II.D.1 & 2	Acquisition of Off-Site Easements			
ZMAP-1994-0017	ROAD	13	II.E	ALTERNATIVE CASH PAYMENTS (In lieu of actual road improvement construction) if constructed by others		X	
ZMAP-1994-0017	SIGNAL	14	II.F.1	RT 50/STONE RIDGE PKWY. (STONE SPRINGS BLVD) SIGNAL,		X	
ZMAP-1994-0017	SIGNAL	14	II.F.1	ALTERNATIVE CASH FOR SIGNALS (\$100,000 per signal to County if signal needed and not yet constructed, Triggered by 2,200 res.ZP or 2,500,000 gross sq. ft. non-res.		X	
ZMAP-1994-0017	SIGNAL	14	II.F.1.2	RT 50/659 SIGNAL		X	
ZMAP-1994-0017	SIGNAL	14	II.F.1.3	RT 659/TALL CEDARS SIGNAL -		X	
ZMAP-1994-0017	SIGNAL	14	II.F.1.4	WEST SPINE/BOULDER (GREENSTONE) DR. SIGNAL - Bonded		X	
ZMAP-1994-0017	SIGNAL	14	II.F.1.5	RT 50/WEST SPINE SIGNAL		X	
ZMAP-1994-0017	SIGNAL	14	II.F.2	ON-SITE SIGNALIZATION if warranted by VDOT		X	Traffic Anaysis provided for School SPEX evaluates signalization for school use.
ZMAP-1994-0017	COMMUTER/ TRANSIT	15	II.G	Initial TRANSPORTATION DEMAND (payment required by any industrial or office development to County for commuter expenses) in the PD-IP, PD-GI, PD-OP		X	
ZMAP-1994-0017	COMMUTER/ TRANSIT	15	II.G.	Annual STONE RIDGE - TRANSPORTATION DEMAND MGT. for development in PD-IP, PD-GI or PD-OP		X	
ZMAP-1994-0017	COMMUTER/ TRANSIT	15	II.H.a & b	Construct 250 space park & ride lot at recordation of first record plat in Landbay EE1		X	Expanded in ZMAP 2002-0013
ZMAP-1994-0017	ROAD	16	II.I	Cash Contribution for Regional Road Improvements of fifty cents per gross square foot allowed in PD-IP, PD-GI, PD-OP and PD-CC(SC) - See ZMAP 2002-0013		X	Superseded
ZMAP-1994-0017	ROAD	16	II.J	Dedication of right-of-way on Route 616 (Goshen Road) no access until realignment. If access is utilized after realignment then they must construct or bond for construction frontage improvements of a 2-lane section.		X	Superseded
	ROAD	16	II.K	No individual lot access to any collector roads with limited access by median crossoveres to some roads		X	Superseded
	ROAD	17	II.L	Interparcel access to be determined by working with the County to establish various points of access		X	
ZMAP-1994-0017	SCHOOL	17	III.A.1	MIDDLE SCHOOL SITE (35 ac reservation)		X	Refers to Mercer Middle School (Opened in 2004)
ZMAP-1994-0017	SCHOOL	17	III.A.2	SCHOOL SITE SUBSURFACE STUDY, rough grading		X	Refers to Mercer Middle School (Opened in 2004)

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ZMAP-1994-0017	SCHOOL	17	III.A.2	FUNDS FOR SCHOOL BOARD (\$550,000 to be used for final grading of school site)		X	Refers to Mercer Middle School (Opened in 2004)
ZMAP-1994-0017	SCHOOL	18	III.A.3	Construct street access and extend utilities to school site		X	Refers to Mercer Middle School (Opened in 2004)
ZMAP-1994-0017	SCHOOL	18	III.A.4	STORMWATER MANAGEMENT (School Site)		X	Refers to Mercer Middle School (Opened in 2004)
ZMAP-1994-0017	SCHOOL	18	III.A.5	Interim use of school property with permission of Construction Dept.		X	Refers to Mercer Middle School (Opened in 2004)
ZMAP-1994-0017	TRAIL	18	III.B.1	PUBLIC ACCESS EASEMENT (TRAILS), constructed in phases	X		See ZMAP 2006-0011/ZCPA 2006-0003, Sidewalks to be constructed as part of school use
ZMAP-1994-0017	PARK	18	III.B.2	Dedicate 26 acres of park land		X	
ZMAP-1994-0017	PARK	18	III.B.2	CONSTRUCT PARK IMPROVEMENTS		X	
ZMAP-1994-0017	LIBRARIES	19	III.C.1	LIBRARY SITE DEDICATION		X	Superseded
ZMAP-1994-0017	LIBRARIES	19	III.C.2	SUBSURFACE ANALYSIS, LIBRARY		X	Superseded
ZMAP-1994-0017	LIBRARIES	19	III.C.3	Access and Extension of Utilities to Library		X	Superseded
ZMAP-1994-0017	LIBRARIES	19	III.C.4	Interim Use of library site with written consent from Library Board		X	Superseded
ZMAP-1994-0017	HUMAN SERVICES	20	III.D	GROUP HOME DEDICATION		X	
ZMAP-1994-0017	UTILITIES	20	III.E	DEDICATE SITE TO LCSA for water storage/pumping station		X	Superseded
ZMAP-1994-0017	CAPITAL FACILITIES	21	III.F	STONE RIDGE CASH CONTRIBUTION FOR CAPITAL FACILITIES		X	See Also ZMAP 2002-0013/ZCPA 2002-0004 and ZMAP 2006-0011/ZCPA 2006-0003
ZMAP-1994-0017	FIRE	21	IV.A	STONE RIDGE - INITIAL FIRE PAYMENTS - amt. changed in ZMAP 2002-0013		X	Superseded
ZMAP-1994-0017	RESCUE	21	IV.A	STONE RIDGE - INITIAL RESCUE PAYMENT - amt. changed in ZMAP 2002-0013		X	Superseded
ZMAP-1994-0017	FIRE	22	IV.B	ANNUAL FIRE/RESCUE PAYMENTS		X	Proffer no longer applicable
ZMAP 1994-0017	FIRE	22	IV.C	Must provide opportunity to install residential sprinkler systems		X	
ZMAP 1994-0017	FIRE	23	IV.D	Required to install automatic fire alarm systems in all non-residential buildings		X	School buildings are required to install automatic fire alarms
ZMAP 1994-0017	HOA	23	V	Formation of Owners Association		X	
ZMAP 1994-0017	ENVIRONMENTAL	24	VI.A	Protection of Steep Slopes		X	No steep slopes on 23.4 ac area
ZMAP 1994-0017	OPEN SPACE	24	VI.B	Open Space Contribution totaling \$508,500		X	
ZMAP 1994-0017	TRAIL	24	VI.B.1	Six foot wide hiker/biker trail in Landbays Z and ZZ		X	

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ZMAP 1994-0017	PARK	24	VI.B.2	STONE RIDGE CONTRIBUTION FOR REGIONAL PARK		X	
ZMAP 1994-0017	UTILITIES	24	VI.C.	Stormwater Management Analysis		X	Superseded
ZMAP 1994-0017	CONFORMANCE	25	VI.D	Setbacks and buffer yards for residential parcels that abut industrial uses		X	Deleted in ZMAP 2002-0013
ZMAP 1994-0017	CONFORMANCE	25	VI.E	Buffer from highway noise between residential and industrial uses		X	Superseded
ZMAP-1994-0017	UTILITIES	LOC	VI.F	Existing Village of Arcola Public Water and Sewer		X	
ZMAP 1994-0017	MISC	25	VII.A	CPI escalator		X	Superseded
ZMAP 1994-0017	ARCHITECTURAL/ SITE DESIGN	26	VII.B.1	Unified architecture and facades in Landbay EE1 (retail)		X	
ZMAP 1994-0017	ARCHITECTURAL/ SITE DESIGN	26	VII.B.2	Minimum visibility of loading and trash collection areas (retail)		X	
ZMAP 1994-0017	ARCHITECTURAL/ SITE DESIGN	26	VII.B.3	Screening of rooftop mechanical units in LB EE1 (retail)		X	
ZMAP 1994-0017	TRAIL	26	VII.B.4	Priority to facilitating pedestrian circulation in LB EE1 (retail)		X	
ZMAP 1994-0017	CONFORMANCE	26	VII.B.5	Landscaping buffering along Route 50 on LB EE1 (retail)		X	
ZMAP-1994-0017	MISC	27	VII.C	LINKAGE (residential development linked to commercial development)		X	Superseded
ZMAP 2002-0013, ZCPA 2002-0004	CONFORMANCE	2 LOC	I	CONFORMITY (Develop Property in conformance with the approved CDP)	X		
ZMAP 2002-0013, ZCPA 2002-0004	CONFORMANCE	2	I.A	TR-1UBF DISTRICT (LAND BAY 1) = MAX OF 94 DU, RESERVE SITE FOR LCSEA	X		See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	CONFORMANCE	2 LOC	I.B	PDH 4 residential development - Landbay 2 shall have 54 sfd, including ADU's, Landbay 3 - 93 SFA, Landbay 4 - 79 SFD, and Landbay 5 - 63 SFA. ADU's will be in Landbays 3 and 5 and will also public use sites #1, #2 and HOA Active Rec. Fac.		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	COMMUNITY FACILITIES	2 LOC	I.B.1	RECREATION FACILITY (POOL, TENNIS ETC) PRIOR TO 250TH ZP IN LB 1-5		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	CONFORMANCE	2	I.C.	R-16 DISTRICT (LAND BAY EE2A) = 90 MF UNITS including ADU's. Lump sum Cap. Fac. payment due upon issuance of first residential zoning permit in LBEEA2 (\$1,059,324)		X	See ZMAP 2006-0011/ZCPA 2006-0003, Page 2, Proffer I.C.1.
ZMAP 2002-0013, ZCPA 2002-0004	COMMUNITY FACILITIES	2	I.C.1.	RECREATION CENTER - PRIOR TO 80TH ZP IN LB 332A OR 250TH IN EE2+2A		X	See ZMAP 2006-0011/ZCPA 2006-0003 Pg. 3. Proffer I.C.2.
ZMAP 2002-0013, ZCPA 2002-0004	ARCHITECTURAL/ SITE DESIGN	3	I.D.	PD-CC(SC) - UP TO 29,475 SQ WITH ACCESS FROM MILLSTREAM DRIVE		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ARCHITECTURAL/ SITE DESIGN	3	I.E.	PD-IP - LAND BAY 7= UP TO 109,250 SF FAR WITH ACCESS FROM MILLSTREAM DRIVE		X	See ZMAP 2006-0011/ZCPA 2006-0003 Pg. 3, Proffer I.E.1.a.

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ZMAP 2002-0013, ZCPA 2002-0004	TRAIL	3	I.F.	PEDESTRIAN NETWORK - SIDEWALKS AND TRAIL REQUIRED at a minimum of 6 feet wide	X		School use will provide sidewalk/trail connections
ZMAP 2002-0013, ZCPA 2002-0004	CONFORMANCE	LOC 2	I.G.	MAXIMUM BUILD OUT NUMBERS FOR RES & NON RES INCLUDING ZMAP 02-13. 3,265 residential units, 316,378 GSF commercial, 269,800 GSF office, 570,250 GSF Light Industrial		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	3	II.B	Right-of-way dedication and construction could be at request of County. Road improvements by phases shall be done prior to the issuance of any zoning permits for residential units in LB 1-5.		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	4	II.B.2.	TALL CEDARS PARKWAY, dedicate, design, bond and construct in 2 phases prior to issuance of residential zoning permits		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	LOC 3	II.B.3	Construct 3rd lane & turn lanes on easbound Route 50 and multipurpose trail on the south side of Route 50, occurring in phases as noted in A & B below		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	5	II.B.3.A	Third eastbound lane on Rt 50 approx. 500 feet east of Rt 50/Existing Rt 659 Intersection to the future West Spine Rd		X	
ZMAP 2002-0013, ZCPA 2002-0004	TRAIL	5	II.B.3.B	8' TRAIL -S SIDE OF RT 50 - 100' EAST OF BROAD RUN BRIDGE ACROSS FRONT		X	
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	LOC 3	II.B.3 Last ¶	Within 6 months of application approval submit CPAP for construction of 3rd eastbound lane on Route 50 between West Spine Road & Loudoun County Parkway. Unless directed by the County to pursue construction of Route 659 Relocated, construction Route 50 improvements to commence prior to issuance of 1st res. ZP in LB1-5		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	5	II.B.4.C	RT 50/Existing Route 659 INTERSECTION IMPROVEMENTS		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	6	II.B.6	Realign and extend Millsream Drive westward to Route 659 Relocated in 2 phases		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	6	II.B.6	MILLSTREAM DRIVE EXTENDED - CASH CONTRIBUTION IN LIEU OF CONSTRUCTION for the value of extension if Route 659 Relocated between Tall Cedars Parkway & Route 50 is not being constructed		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	ROAD/Phasing	6	II.B.7	No more than 300 residential zoning permits within combined LB1-5 may be issued within the 2-yr prior following approval		X	Expired in December 2007
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	LOC 3	II.C.1.	RESERVE ROW FOR WESTERN TRANSPORTATION CORRIDOR		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	Road	6	II.C.2	Deleted		X	Deleted
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	LOC 3	II.C.3.A	RT 659 RELOCATED - 120' ROW THROUGH PROPERTY-TALL CEDARS TO S BOUNDARY. County does not request construct Rt 50 as in II.B.3 then they shall design, bond and construct Rt 659 Relocated as 4-lane divided w/in ROW		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	Road	7	II.C.3.B	Rt 659 Relocated - 120' ROW through property - Tall Cedars to Northern Boundary		X	

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ZMAP 2002-0013, ZCPA 2002-0004	ROAD	LOC 3	II.C.1.	RESERVE ROW FOR WESTERN TRANSPORTATION CORRIDOR		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	Road	6	II.C.2	Deleted		X	Deleted
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	LOC 3	II.C.3.A	RT 659 RELOCATED - 120' ROW THROUGH PROPERTY-TALL CEDARS TO S BOUNDARY. County does not request construct Rt 50 as in II.B.3 then they shall design, bond and construct Rt 659 Relocated as 4-lane divided w/in ROW		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	Road	7	II.C.3.B	Rt 659 Relocated - 120' ROW through property - Tall Cedars to Northern Boundary		X	
ZMAP 2002-0013, ZCPA 2002-0004	SIGNAL	7	II.F	Identifies street name changes. Previous proffer remains in effect		X	Clarification of Road names
ZMAP 2002-0013, ZCPA 2002-0004	COMMUTER/ TRANSIT	7	II.H..	BUS SHELTER AT EXISTING PARK AND RIDE LOT WITHIN STONE RIDGE REQUIRED		X	
ZMAP 2002-0013, ZCPA 2002-0004	ROAD	7	II.I.	REGIONAL ROAD IMPROVEMENTS CONTRIBUTION - \$.50/SF IN PDIP, OP & CC-SC		X	
ZMAP 2002-0013, ZCPA 2002-0004	ARCHITECTURAL/ SITE DESIGN	7	II.J.	LOT ACCESS - no individual residential lots shall have access to Route 616 but frontage shall be dedicated		X	School applications propose abandonment of portion of Goshen Road
ZMAP 2002-0013, ZCPA 2002-0004	ARCHITECTURAL/ SITE DESIGN	7	II.K	LOT ACCESS (no individual residential lots shall have access to collector & arterial roads)		X	
ZMAP 2002-0013, ZCPA 2002-0004	LIBRARIES	LOC 3	III.C.	Design & Construct 40,000sf base bldg. ofc. condo space LBFF2 and upon final inspections convey to County for public library on 1st 2 floors of building		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	LIBRARIES	LOC 4	III.C.	Contact architect w/in 30days of application approval with all construction documents and construction commencement prior to issuance of 1,601st res. Zoning permit and conveyed to County by 1,800st res. Zoning permit		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	UTILITIES	8	III.E.	WATER STORAGE / PUMPING FACILITY DEDICATION TO LCPS		X	
ZMAP 2002-0013, ZCPA 2002-0004	CAPITAL FACILITIES	LOC 4	III.F.	Cash CAPITAL FACILITY CONTRIBUTIONS		X	

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ZMAP 2002-0013, ZCPA 2002-0004		0	III.G.1.	CONVEY PUBLIC USE SITE #1 (5.6 ACRES) TO COUNTY OR SCHOOL BOARD		X	ES site MCPI 247-20-4469
ZMAP 2002-0013, ZCPA 2002-0004	SCHOOL	0	III.G.2.	CONVEY PUBLIC USE SITE #2 (15.05 AC) TO SCHOOL BOARD AS In land exchange AGREEMENT		X	ES site MCPI 247-20-4469
ZMAP 2002-0013, ZCPA 2002-0004	FIRE	9	IV.A.	INITIAL FIRE CONTRIBUTION FOR RESIDENTIAL = \$60.00 / UNIT and fifteen cents per gross square of non-residential floor area		X	
ZMAP 2002-0013, ZCPA 2002-0004	RESCUE	9	IV.A.	INITIAL Rescue CONTRIBUTION FOR RESIDENTIAL = \$60.00 / UNIT and fifteen cents per gross square of non-residential floor area		X	
ZMAP 2002-0013, ZCPA 2002-0004	STORM WATER MANAGEMENT	10	VI.C.	STORMWATER MANAGEMENT ANALYSIS REQUIRED PRIOR TO APPROVAL OF 1ST CPAP in each of the watersheds		X	School facilities will provide SW Management as part of site plan
ZMAP 2002-0013, ZCPA 2002-0004	CONFORMANCE	10	VI.D	Buffer yard setbacks to adjacent industrial parcels		X	DELETED
ZMAP 2002-0013, ZCPA 2002-0004	NOISE	10	VI.E.	HIGHWAY NOISE ABATEMENT BUFFERING REQUIREMENTS (Tall Cedars Parkway) - Engage an acoustical engineer to address compliance with General Plan		X	Required as sections are constructed
ZMAP 2002-0013, ZCPA 2002-0004	TREE SAVE	10	VI.G.	TREE CONSERVATION AREA REQUIREMENTS in PDH4 and TR1-UBF. Preserve a min. of 80% of areas within each LB. Record a Tree Conservation Easement		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	TREE SAVE	10	VI.G.1	General Tree Protection - For Tree Conservation Areas construction plans should be clearly marked and fencing placed.		X	
ZMAP 2002-0013, ZCPA 2002-0004	TREE SAVE	10	VI.G.2	Long Term Tree Care - Engage an urban forester/arborist to prepare a tree management and maintenance plan for all Tree Conservation Areas.		X	
ZMAP 2002-0013, ZCPA 2002-0004	CULTURAL/HERITAGE RESOURCES	11	VI.H.	ARCHEOLOGICAL SITE 44LD1187 shall not be disturbed in Landbay 1 and protective fencing around the perimeter of the site should be used when construction is w/in 300 ft of site.		X	See ZMAP 2006-0011/ZCPA 2006-0003
ZMAP 2002-0013, ZCPA 2002-0004	MISC	11	VII.A.	CONSUMER PRICE INDEX (CPI) ESCALATOR - to be applied to cash contributions		X	
ZMAP 2002-0013, ZCPA 2002-0004	MISC	12	VII.C.	LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	1	I	CONFORMITY (Develop Property in conformance with the approved CDP)	X		
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	2	IA	TR-1UBF District (Landbay 1) = Max. 94/Min.50 res. Units and any permissible special exception uses.	X		23.4 ac. Area is in Land Bay 1. School use by SPEG in TR 1UBF

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					Yes	No	Comments
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	2	I.B	PDH-4 residential development - Land Bays 2, 3, 4, & 5R - max. 289 res. Units including ADU's. Land Bay 5R shall include Active Recreation Facility		X	
ZMAP 2006-0011 ZCPA 2006-0003	COMMUNITY FACILITIES	2	I.B.1	Recreational Facilities		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	2	I.C.1.a	R-16 District, Landbay EE2A - development of landbay and specific number of ADU's -		X	
ZMAP 2006-0011 ZCPA 2006-0003	COMMUNITY FACILITIES	3	I.C.1.i.	Recreational Amenities specific to Land Bay EE2A and EE2		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	3	I.C.2.a	R-24 District, Land Bay FF1A - residential development per Sheet 5 of CDP		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	3	I.C.2.b.	Land Bay 6 - residential development per Sheets 4 and 5 of CDP		X	
ZMAP 2006-0011 ZCPA 2006-0003	COMMUTER/ TRANSIT	3	1.D	PD-CC(SC) - Land Bay EE1A (Relocated) shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4		X	Commuter Lot
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	3	I.E.1.a.	Development of Landbay 7 in PD-IP District		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	3	I.E.1.b.	Development of Landbay 8 in PD-IP District		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	3	I.E.1.c.	Development of Landbay DD (portion) in PD-IP District, excluding some SPEX uses		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	4	I.E.2	Development of Land Bay FF2B in PD-OP District		X	
ZMAP 2006-0011 ZCPA 2006-0003	ARCHITECTURAL/ SITE DESIGN	4	I.E.2.a.	Building architecture and facades for buildings within Land Bay FF2B - PD-OP District		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	4	I.E.2.b.	Loading and trash collection areas in the PD-OP zoning district		X	
ZMAP 2006-0011 ZCPA 2006-0003	ARCHITECTURAL/ SITE DESIGN	4	I.E.2.c.	Screening of rooftop mechanical units in LB FF2B		X	
ZMAP 2006-0011 ZCPA 2006-0003	TRAIL	4	I.E.2.d.	Pedestrian Circulation in LB FF2B		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	5	I.E.2.e.	Landscaping and buffering along Route 50 frontage in PD-OP Landbays		X	
ZMAP 2006-0011 ZCPA 2006-0003	ENVIRONMENTAL	5	I.E.2.f.	Energy and environmental design in LB FF2B		X	
ZMAP 2006-0011 ZCPA 2006-0003	PARK	5	I.E.2.g.	Bicycle facilities in LB FF2B including bike racks, changing rooms and shower		X	
ZMAP 2006-0011 ZCPA 2006-0003	CONFORMANCE	5	I.G.	Development Summary for Stone Ridge including Stone Ridge and Existing Stone Ridge: 3,265du, 314,715 gsf of PD-CC-(SC) uses, 390,872 gsf PD-OP uses, 462,074 gsf of PD-IP uses		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	5	II.B.	Transportation Proffers - ROW Dedication and Construction		X	

STONE RIDGE PROFFER ANALYSIS  
Prepared by LCPS  
February, 2010

STONE RIDGE APPLICATION #	CATEGORY	PG #	PARA #	DESCRIPTION	Applicable to School Use		
					Yes	No	Comments
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	6	II.B.2	Tall Cedars Parkway, Phase IIIB, ROW and turn lanes.		X	See Also ZMAP 2002-0013/ZCPA 2002-0004
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	6	II.B.3.	Route 50 third eastbound lane construction between West Spine Road and Loudoun County Parkway		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	6	II.B.4.c.	Route 50/Future West Spine Intersection Improvements		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	7	II.B.4.d.	Route 50/Gum Spring Road Intersection		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	7	II.B.4.e.	Route 50/Stone Springs Boulevard Intersection		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	7	II.B.6	Millstream Drive Extended realignment and construction		X	
ZMAP 2006-0011 ZCPA 2006-0003	ENVIRONMENTAL	7	II.B.6.a.	Protection of steep slopes and stream corridor along Millstream Drive Extended		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	8	II.B.7	Phasing Plan for transportation proffers		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	8	II.B.8	Extension of Southpoint Drive		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	8	II.B.9	Construction of Stone Carver Drive		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	8	II.B.10	Destiny Drive (previously Pebble Drive) construction		X	
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	8	II.C.1.	Western Transportation Corridor			Deleted
ZMAP 2006-0011 ZCPA 2006-0003	ROAD	8	II.C.3.a.	Route 659 Relocated (Northstar Boulevard) dedication of 120' ROW increasing for turn lanes in Phase IIIB for ultimate expansion of Route 659 Relocated to 6 lanes. Construction of Route 659 Relocated.	X		School site is in (portion of) Landbay 1
ZMAP 2006-0011 ZCPA 2006-0003	SIGNAL	9	II.F.3.	Signalization for Stone Springs Boulevard and Millstream Drive		X	
ZMAP 2006-0011 ZCPA 2006-0003	SIGNAL	9	II.F.4.	Signalization for Stone Springs Boulevard and Tall Cedars Parkway		X	
ZMAP 2006-0011 ZCPA 2006-0003	TRAIL	10	III.B.1.	Pedestrian Circulation System consisting of sidewalks and trails on the property	X		Sidewalks to be constructed as part of school use
ZMAP 2006-0011 ZCPA 2006-0003	PARK	10	III.B.3	Contribution of \$75,000 to the County for improvements such as concession stand and restrooms at Byrne Ridge Park.		X	
ZMAP 2006-0011 ZCPA 2006-0003	TRAIL	10	III.B.4.	Grant a 30-foot wide public access easement within the South Fork of Broad Run streamvalley for a future County trail		X	
ZMAP 2006-0011 ZCPA 2006-0003	LIBRARIES	10	III.C.	Design and construction 40,000 sf of base building office condo space and convey to County for public library.		X	
ZMAP 2006-0011 ZCPA 2006-0003	CAPITAL FACILITIES	11	III.F.	Capital Facilities contributions and credits. These are in addition to those set out in ZMAP 1994-0017 and ZMAP 2002-0013/ZCPA 2002-0004		X	

STONE RIDGE PROFFER ANALYSIS  
Prepared by LCPS  
February , 2010

STONE RIDGE APPLICATION #	CATEGORY	PG #	PARA #	DESCRIPTION	Applicable to School Use		
					Yes	No	Comments
ZMAP 2006-0011 ZCPA 2006-0003	PUBLIC USE	11	III.G.3.	Convey Public Use Site #3 of approx. 5.595 ac in Landbay 7 zoned PD-IP to County		X	
ZMAP 2006-0011 ZCPA 2006-0003	UTILITIES	12	III.G.3.a..	Construct sanitary sewer and water to Public Use Site #3 and coordinate with utility companies for extension of lines 10ft inside property line		X	
ZMAP 2006-0011 ZCPA 2006-0003	MISC	12	III.G.3.b.	Removal of all stored materials from Public Use Site #3 and all work other than grading and utility work shall be prohibited		X	
ZMAP 2006-0011 ZCPA 2006-0003	COMMUTER/ TRANSIT	12	III.G.4.	Convey Public Use Site #4 zoned PD-CC(SC) for a commuter parking lot		X	
ZMAP 2006-0011 ZCPA 2006-0003	COMMUTER/ TRANSIT	12	III.G.4.a	Submit site plan for a minimum of 100 parking spaces and racks for a min. of 10 bicycles on Public Use Site #4		X	
ZMAP 2006-0011 ZCPA 2006-0003	COMMUTER/ TRANSIT	13	III.G.4.b.	No easements will be granted on Public Use Site #4 without the written consent of the County		X	
ZMAP 2006-0011 ZCPA 2006-0003	TRAIL	13	VI.B.3.	Trail locations on this CDP shall replace those on previously approved CDP's.	X		
ZMAP 2006-0011 ZCPA 2006-0003	UTILITIES	13	VI.C.	STORMWATER MANAGEMENT ANALYSIS REQUIRED PRIOR TO APPROVAL OF 1ST CPAP in each of the watersheds	X		
ZMAP 2006-0011 ZCPA 2006-0003	UTILITIES	13	VI.C.1.	All new and/or relocated outfalls shall include forebays at all outfalls	X		
ZMAP 2006-0011 ZCPA 2006-0003	TREE SAVE	13	VI.G.	Owner shall preserve 80% of designated Tree Conservation Areas in each landbay. Record a Tree Conservation Easement. The Full Tree Conservation Areas depicted on the CDP for MCPI 247-20-9549 shall be preserved		X	Tree conservation areas are outside of 23.4 acre area
ZMAP 2006-0011 ZCPA 2006-0003	CULTURAL/ HERITAGE RESOURCES	13	VI.H.	ARCHEOLOGICAL SITE 44LD1187 shall be protected by a chain link fence 50ft from the perimeter of the site prior to construction activities. No land disturbance w/in fenced area without consultation and approval of County Archeologist.		X	Archeological site outside of 23.4 acre school site area

December 14, 1995

Mr. George L. Barton IV, Chairman  
Loudoun County Board of Supervisors  
18 N. King Street  
Leesburg, Virginia 22075

Re: Stone Ridge-ZMAP 1994-0017  
Letter of Clarification of Proffer Statement

Dear Mr. Barton:

This letter is submitted as a clarification of the Stone Ridge Proffer Statement dated November 28, 1995. Virginia Industrial Properties I, Virginia Industrial Properties II, and Virginia Industrial Properties III (collectively, the "Applicant") hereby clarify and amend the Proffer Statement as follows:

1. Section II.I of the Proffer Statement (page 16) is hereby clarified and amended by deleting the following sentence which appeared at the end of such section:

~~"Without limiting the foregoing sentence providing that the proceeds of these contributions shall be applied toward regional road improvements, if VDOT or the County require that an internal road contemplated by the Developer to be a two lane road should be a four lane road to serve a regional need. Developer may utilize these contributions to pay or obtain reimbursement for a portion of the cost of upgrading the two lane road to a four lane road."~~

2. Section VI of the Proffer Statement (page 25) is hereby clarified and amended by adding a new subsection F, as follows:

#### **F. FACILITATION OF PUBLIC SEWER TO VILLAGE OF ARCOLA**

"The Developer will work with the County to facilitate the extension of public sewer services to the existing Village of Arcola, by taking the following actions: (i) concurrently with the design and engineering of the sewer trunk line to the Village of Arcola, the Developer will design and engineer, at the Developer's sole expense, a system of sewer mains and laterals that would serve the existing residences in the Village of Arcola, as well as providing sewer service

Mr. George L. Barton IV  
December 14, 1995  
Page 2

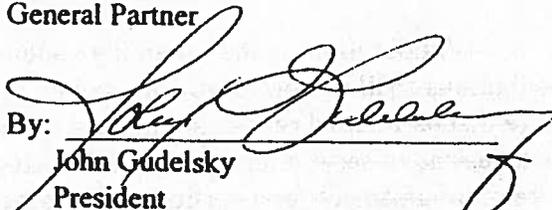
to the area depicted on Attachment A to this letter of clarification; (ii) the Developer will submit such plans to the Loudoun County Sanitation Authority for review and shall coordinate the approval of such plans; and (iii) the Developer will utilize diligent and commercially reasonable efforts to explore with the County and LCSA a method of financing the construction of such sewer improvements serving the Village of Arcola, through the use of such grants, loans, or contributions from the Commonwealth of Virginia or Loudoun County as may be available, or through the use of a tax district or service district. Nothing contained herein shall constitute a commitment by the Developer to pay for the construction of the sewer improvements serving the Village of Arcola.

The Applicant appreciates the opportunity to submit this letter of clarification, and agrees that if the requested rezoning is granted by the Loudoun County Board of Supervisors, the clarifications and commitments included in this letter of clarification shall be binding upon the Property with the same force and effect as if the matters contained herein were contained in the Proffer Statement.

Respectfully submitted,

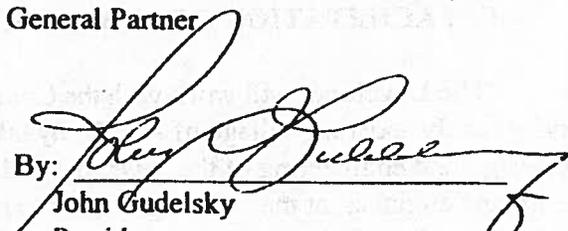
VIRGINIA INDUSTRIAL PROPERTIES I,  
a Virginia limited partnership

By : 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

VIRGINIA INDUSTRIAL PROPERTIES II,  
a Virginia limited partnership

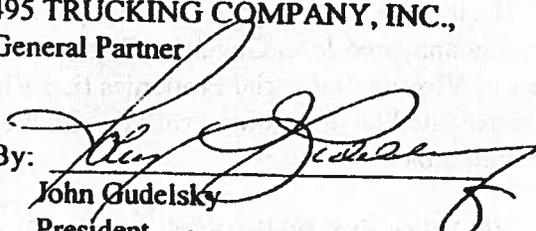
By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

Mr. George L. Barton IV  
December 14, 1995  
Page 3

VIRGINIA INDUSTRIAL PROPERTIES III,  
a Virginia limited partnership

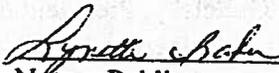
By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties I, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14<sup>th</sup> day of Dec,  
1995.

  
Notary Public

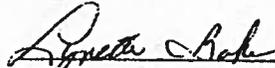
My Commission Expires: 6-30-99

Mr. George L. Barton IV  
December 14, 1995  
Page 4

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties II, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14<sup>th</sup> day of Dec, 1995.

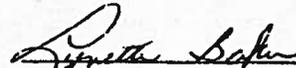
  
\_\_\_\_\_  
Notary Public

My Commission Expires: 6-30-99

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties III, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14<sup>th</sup> day of Dec, 1995.

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

My Commission Expires: 6-30-99

**STONE RIDGE PROFFER STATEMENT**

**VIRGINIA INDUSTRIAL PROPERTIES I, II and III**

**STONE RIDGE PROFFER STATEMENT**

**REZONING APPLICATION 1994-0017**

**Virginia Industrial Properties I, II and III**

## TABLE OF CONTENTS

	SECTION
<b>COPY TESTE dated December 20, 1995 _____</b>	<b>1</b>
<b>PROFFER STATEMENT dated November 28, 1995, With Attachments _____</b>	<b>2</b>
<b>LETTER OF CLARIFICATION dated December 14, 1995 _____</b>	<b>3</b>



OFFICE OF THE COUNTY ADMINISTRATOR  
18 NORTH KING STREET, LEESBURG, VIRGINIA 22075-2891  
(703) 777-0200, METRO 478-8405

At a meeting of the Board of Supervisors of Loudoun County, Virginia, held in the County Administration Building, Board of Supervisors' Meeting Room, 18 North King Street, Leesburg, Virginia, on December 20, 1995 at 9:00 a.m.

PRESENT: George L. Barton, IV, Chairman  
Joan G. Rokus, Vice Chairman  
Charles D. Grant  
Richard L. Roberts  
Charles E. Scaggs  
Ready L. Snodgrass  
George E. Washington  
Steven D. Whitener  
H. Roger Zurn, Jr.

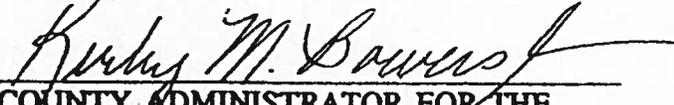
IN RE: ZONING MAP 1994-0017/STONE RIDGE (MERCER DISTRICT)

Mr. Barton moved that the Board of Supervisors approve Zoning Map 1994-0017, Stone Ridge, subject to the proffers, dated November 28, 1995; letter of clarification, dated December 14, 1995; and, the Concept Development Plan, prepared by christopher consultants, inc., and dated December 9, 1994, revised to November 19, 1995.

Seconded by Mr. Grant.

Grant,  
Voting on the Motion: Supervisors Barton, Roberts, Rokus, Scaggs, Washington, Whitener and Zurn - Yes; Snodgrass - No.

A COPY TESTE:

  
COUNTY ADMINISTRATOR FOR THE  
LOUDOUN COUNTY BOARD OF SUPERVISORS

PLM:REDEC20E.95

**STONE RIDGE PROFFER STATEMENT**

**SUBMITTED BY**

**VIRGINIA INDUSTRIAL PROPERTIES I, a Virginia Limited Partnership  
VIRGINIA INDUSTRIAL PROPERTIES II, a Virginia Limited Partnership  
VIRGINIA INDUSTRIAL PROPERTIES III, a Virginia Limited Partnership**

**REZONING APPLICATION (ZMAP) 1994-0017**

**NOVEMBER 28, 1995**

## TABLE OF CONTENTS

	PAGE
I. CONCEPT DEVELOPMENT PLAN _____	5
II. TRANSPORTATION PROFFERS _____	6
A. Internal Road Network _____	6
B. Right-of-Way Dedication and Construction _____	6
1. Stone Ridge Parkway _____	7
2. Tall Cedars Parkway _____	7
3. Route 50 _____	8
(a) Phase II _____	8
(b) Phase III _____	8
(c) Route 50 Off-Site Improvements _____	9
4. Route 50 Intersections _____	9
(a) Route 50/Stone Ridge Parkway Intersection _____	9
(b) Route 50/Existing Route 659 Intersection _____	10
5. Existing Route 659/Future West Spine Road _____	10
(a) From Route 50 to the Intersection of Route 659 and Tall Cedars Parkway-Initial Improvements _____	10
(b) From Route 50 to the Intersection of Route 659 and Tall Cedars Parkway-Ultimate Improvements _____	11
(c) From the Tall Cedars Parkway Intersection to the Property's Southern Boundary Fronting Route 659, Including Frontage Through Outparcels _____	11
6. Phasing Plan _____	12
C. Western Bypass/Route 659 Relocated _____	12
D. Acquisition of Off-Site Right-of-Way/Easements _____	13
E. Cash Equivalent Contribution _____	13
F. Signalization _____	14
G. Transportation Demand Management Contribution _____	15
H. Park and Ride Lot _____	15
I. Cash Contribution for Regional Road Improvements _____	16

	PAGE
J. Route 616 _____	16
K. No Individual Lot Access _____	16
L. Interparcel Access _____	17
III. CAPITAL FACILITIES _____	17
A. Middle School Site _____	17
1. Reservation and Dedication _____	17
2. Site Preparation _____	17
3. Access and Extension of Utilities _____	18
4. Stormwater Management _____	18
5. Interim Use _____	18
B. Parks and Recreation _____	18
1. Pedestrian Circulation System _____	18
2. County Park _____	18
C. Library Site _____	19
1. Reservation and Dedication _____	19
2. Site Preparation _____	19
3. Access and Extension of Utilities _____	19
4. Interim Use _____	19
D. Group Home Site _____	20
E. Water Storage/Pumping Facility Site _____	20
F. Cash Contribution for Capital Facilities _____	21
IV. EMERGENCY SERVICES _____	21
A. Developer Contribution _____	21
B. Annual Contribution _____	22
C. Sprinkler Systems _____	22

	PAGE
D. Fire Alarms _____	23
E. Temporary Emergency Access _____	23
V. OWNERS ASSOCIATION _____	23
VI. ENVIRONMENTAL AND OPEN SPACE _____	24
A. Protection of Steep Slopes _____	24
B. Open Space Proffers _____	24
C. Stormwater Management _____	24
D. Buffer Yards/Setbacks to Adjacent Industrial Parcels _____	25
E. Highway Noise _____	25
VII. MISCELLANEOUS _____	25
A. Consumer Price Index _____	25
B. Design Guidelines For Retail Commercial Area _____	26
1. Building Architecture and Facades _____	26
2. Loading and Trash Collection Areas _____	26
3. Screening of Rooftop Mechanical Units _____	26
4. Pedestrian Circulation _____	26
5. Landscaping/Buffering on Route 50 Frontage _____	26
C. Linkage Between Commercial and Residential Uses _____	27

**EXHIBITS:**

**EXHIBIT A - CONCEPT DEVELOPMENT PLAN**

**EXHIBIT B - PHASING PLAN**

**EXHIBIT C - MIDDLE SCHOOL SITE CONCEPTUAL LAYOUT**

## PROFFER STATEMENT

Pursuant to Section 15.1-491(a), Code of Virginia, 1950, as amended, and Section 6-1209 of the Loudoun County Virginia Zoning Ordinance, Virginia Industrial Properties I, Virginia Industrial Properties II and Virginia Industrial Properties III, all Virginia limited partnerships (collectively, the "Developer"), the sole owners of those parcels of real property known as Loudoun County Tax Map # 100, parcels 37, 38, 44, 46, 47, 49, 50, 51, 52, 53, 54 and 61 (collectively, the "Property," or "Stone Ridge") and the applicant for a rezoning of the Property in application ZMAP 1994-0017, hereby voluntarily proffer that the development of the Property shall be in substantial conformity with the proffers as set forth below. All exhibits and tables referred to herein are attached hereto and hereby incorporated into this proffer statement.

All proffers made herein are contingent upon the approval of the change in zoning districts requested in the pending rezoning application, to the PDH-4 (administered as R-8), PD-IP, PD-GI, PD-OP, PD-CC-(SC), R-8, R-16, and R-24 Zoning Districts and upon the approval of the Concept Development Plan described below. Upon approval of the requested change in zoning districts, these Proffers shall supersede all proffers previously in effect with respect to the Property. The Concept Development Plan and related charts depict the Zoning Districts requested for the various land bays set forth on the Concept Development Plan.

### I. CONCEPT DEVELOPMENT PLAN

Developer proffers that the development of Stone Ridge shall be in substantial conformity with the Concept Development Plan attached hereto as Exhibit A, entitled "Stone Ridge" (Mercer Election District) dated December 9, 1994, with revisions through November 10, 1995, prepared by Christopher Consultants, Ltd., consisting of Sheets 1, 5, 6, 7, 8, 9, 10, 11, and 12 (collectively, the "Concept Development Plan"). The Concept Development Plan specifies that development on the Property shall not exceed a total of two thousand seven hundred ninety-two (2,792) residential dwelling units (including affordable dwelling units); three hundred forty-seven thousand six hundred (347,600) gross square feet of commercial retail uses; two hundred sixty-nine thousand eight hundred (269,800) gross square feet of office uses, and two million three hundred ten thousand fifty (2,310,050) gross square feet of industrial uses. 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.

*Changed  
w/ ZMAP  
2002-0013  
+ ZCPA  
2002-004  
superseded  
(2002 Change)*

## II. TRANSPORTATION PROFFERS

### A. INTERNAL ROAD NETWORK

Unless otherwise specified in these Proffers, all roads on the Property will be constructed in accordance with the County of Loudoun's Land Subdivision and Development Ordinance and Facilities Standards Manual to provide access to the internal parcels as they are developed. All roads built on the Property will be designed and constructed in accordance with Virginia Department of Transportation ("VDOT") and County standards or with modified standards as may be approved by VDOT and the County. Concurrently with submitting preliminary subdivision applications, the Developer will submit traffic studies for all major on-site public roads and intersections encompassed by such preliminary subdivision. These traffic studies will analyze required road geometrics and will be used by VDOT and the County in reviewing the right-of-way requirements and pavement widths and geometrics of on-site roads where the right-of-way and size of such roads are not otherwise specified in these Proffers or the Concept Development Plan.

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

*Superseded by 2002*

The improvements described below shall be provided by the Developer as part of the Stone Ridge development. 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 Developer, if others have prepared construction plans and profiles consistent with the Concept Development Plan and require dedication to commence construction, and provided that the Developer shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication.

With regard to phasing, it is the Developer's intention that whenever these Proffers and the Phasing Plan attached as Exhibit B refer to permissible levels of development during a given Phase, including residential, retail, industrial, or office uses, the Developer shall be entitled to develop all of the allowed types of development in amounts up to and equal to the threshold that triggers the next Phase without entering such Phase; but as soon as the level of development exceeds any one of such thresholds, the next Phase of development shall have commenced and the Developer must construct or bond for construction the required improvements for that Phase in order to continue obtaining zoning permits for improvements on the Property. For example, Phase IA allows up to 979 residential dwelling units, 123,500 gross square feet of industrial uses, and 100,000 gross square feet of retail uses. Under Phase IA, the Developer could develop 979 (but not 980) residential dwelling units, as well as 123,500 (but not 123,501) gross square feet of industrial uses, as well as 100,000 (but not 100,001) gross square feet of retail uses without triggering the requirements for Phase IB. However, if the Developer obtained a zoning permit for any of the 123,501st square foot of industrial uses, or the 100,001st square foot of retail uses, or for the 980th residential dwelling unit, Phase IB would commence and the Developer would have

to perform the obligations required by these Proffers and the Phasing Chart for Phase IB, even though the Developer had not exceeded the permissible levels of development in all categories allowed under Phase IA. In addition, all references to allowed levels of development in the various phases described herein are cumulative, so that the (for example) 461,000 square feet of industrial development in Phase II includes all industrial development allowed in Phases IA and IB, and is not an additional 461,000 square feet of industrial development in addition to that allowed in the earlier phases.

*N/A* 1. STONE RIDGE PARKWAY

The Developer shall dedicate to the County ninety (90) feet of right-of-way, increasing in width for turn lanes as required by VDOT and the County, for the construction of Stone Ridge Parkway through the Property in the general location shown on the Concept Development Plan. The Developer shall construct Stone Ridge Parkway north of Tall Cedars Parkway as a four-lane divided roadway with turn lanes as required by VDOT standards. South of its intersection with Tall Cedars Parkway, Stone Ridge Parkway shall be constructed by the Developer as a four-lane undivided roadway with turn lanes as required by VDOT standards. Stone Ridge Parkway from its intersection with Route 50 to a point at the southern end of Land Bays A-2 and E shall be a Phase IA improvement, and shall be constructed or bonded for construction prior to the issuance of the first zoning permit on the Property. The balance of Stone Ridge Parkway (to the intersection of Boulder Drive) shall be a Phase II improvement and shall be constructed or bonded for construction prior to the issuance of the earlier to occur of the one thousand one hundred and fifty ninth (1,159th) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of one hundred twenty three thousand five hundred (123,500) gross square feet of improvements on the Property, or the zoning permit for retail development in excess of one hundred thousand (100,000) gross square feet of improvements on the Property.

*Superseded by 2002* 2. TALL CEDARS PARKWAY

The Developer 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 in the general location shown on the Concept Development Plan. The Developer shall construct Tall Cedars Parkway as a four-lane divided roadway with turn lanes as required by VDOT standards. 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 Developer shall not be responsible for such expansion. The final alignment of Tall Cedars Parkway west of Land Bays A1 and DD shall be determined, as agreed by the Developer and the County with the approval of VDOT, no later than submission by the Developer of the first preliminary plat of subdivision for any land area west of Land Bays A1 and DD. Tall Cedars Parkway between Stone Ridge Parkway and the entrance to Land Bay DD shall be a Phase IA improvement, and shall be constructed or bonded for construction prior to the issuance of the first zoning permit on the Property. Tall Cedars Parkway between Route 659 and Stone Ridge Parkway shall be bonded for construction as a Phase IA improvement (i.e., shall be bonded concurrently with the bonding of Stone Ridge

Parkway and Tall Cedars Parkway between Stone Ridge Parkway and the entrance to Land Bay DD), and shall be constructed as a Phase IB improvement, i.e., construction shall commence (as evidenced by execution of a contract for such work and the commencement and diligent pursuit of earth moving and construction pursuant to such contract) prior to the issuance of the earlier to occur of the nine hundred and eightieth (980th) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of one hundred twenty-three thousand five hundred (123,500) gross square feet of improvements on the Property, or the zoning permit for retail development in excess of one hundred thousand (100,000) gross square feet of improvements on the Property. The balance of Tall Cedars Parkway, west of Land Bay DD, shall be bonded and constructed concurrently with the recordation of record plats for adjoining parcels of land.

*Superseded  
2002*

3. ROUTE 50

The Developer shall construct a third lane and appropriate turn lanes on the eastbound and westbound sides of Route 50 (i) from 500 feet east of the intersection of Route 50 and existing Route 659, to the western property line of the Property fronting on Route 50; and (ii) from 500 feet east of the intersection of Route 50 and existing Route 659, east to the intersection of Route 50 and Route 606. No entrances on Route 50 shall be constructed other than the roadway connections shown on the Concept Development Plan, i.e., the median break and related improvements at the intersection of Route 50 and Stone Ridge Parkway; the improvements to the existing intersection of Route 659 and Route 50; and the future West Spine Road intersection with Route 50. All off-site construction is subject to right-of-way availability; however, the Developer 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 these Proffers. This construction shall occur in phases, as follows:

(a) Phase II. The Phase II 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 a point approximately 100 feet east of the bridges across the South Fork of Broad Run at Route 50. These improvements shall be constructed or bonded for construction prior to the issuance of the earlier to occur of the one thousand one hundred fifty-ninth (1,159th) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of one hundred twenty-three thousand five hundred (123,500) gross square feet of improvements on the Property, or the zoning permit for retail development in excess of one hundred thousand (100,000) gross square feet of improvements on the Property.

(b) Phase III. The balance of the proffered improvements to Route 50 shall consist of a third westbound lane on Route 50 from a point approximately 500 feet east of the intersection of Route 50 and existing Route 659, to the western property line of the Property. Concurrently with these improvements, the Developer shall also construct the balance of the eastbound lane improvements to Route 50, by adding an additional lane from a point approximately 100 feet east of the bridges across the South Fork of Broad Run, to the western property line of the Property. These improvements shall be constructed or bonded for

construction prior to the issuance of the earlier to occur of the two thousand seven hundred ninety-second (2,792) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of a total of four hundred sixty-one thousand (461,000) gross square feet of improvements on the Property, the zoning permit for retail development for a total of three hundred forty-seven thousand six hundred (347,600) gross square feet of improvements on the Property, or the zoning permit for office development for a total of two hundred sixty-nine thousand eight hundred (269,800) square feet of improvements on the Property.

(c) Route 50 Off-Site Improvements. In addition to the foregoing improvements proffered by the Developer for Route 50, the Developer shall construct a third eastbound lane and a third westbound lane on Route 50 from a point 500 feet east of the existing intersection of Route 50 and Route 659, to the intersection of Route 50 and Route 606. Said improvements may, at the option of the Developer, (i) be constructed within the existing right-of-way, i.e., on the inside of the existing two lanes in the eastbound direction, and on the outside of the existing two lanes in the westbound lane, or (ii) may be constructed outside the two existing eastbound lanes (utilizing existing right-of-way to the extent available) and outside the two existing westbound lanes. Such improvements shall include appropriate transition lanes where required, but shall not include any improvements to the intersection of Route 50 and Route 606. Construction or bonding for construction of these Route 50 Off-Site Improvements shall commence prior to the commencement of Phase III, i.e., prior to the issuance of the earlier to occur of the two thousand seven hundred ninety-second (2,792) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of a total of four hundred sixty-one thousand (461,000) gross square feet of improvements on the Property, or the zoning permit for retail development for a total of three hundred forty-seven thousand six hundred (347,600) gross square feet of improvements on the Property, or the zoning permit for office development for a total of two hundred sixty-nine thousand eight hundred (269,800) square feet of improvements on the Property.

*Superseded  
2002*

4. ROUTE 50 INTERSECTIONS

(a) Route 50/Stone Ridge Parkway Intersection. The Developer shall construct a new median break at the proposed intersection of Stone Ridge Parkway and Route 50. This improvement shall be a Phase IA improvement and shall be constructed or bonded for construction prior to the issuance of the first zoning permit for development of a building (residential or nonresidential) on the Property. The Developer shall construct dual left-turn lanes from westbound Route 50 to southbound Stone Ridge Parkway, a right-turn lane from eastbound Route 50 to southbound Stone Ridge Parkway, and a right-turn acceleration lane from northbound Stone Ridge Parkway to eastbound Route 50. This median break shall be subject to review by VDOT and the County at the time of commencement of construction of a grade-separated interchange at (i) Route 50/Route 659 Relocated or Route 50/Western Bypass on the western side of the Property; or (ii) Route 50/West Spine Road on the eastern side of the Property. Concurrently with the commencement of construction of any of such interchanges, the Developer shall have the right to submit a traffic study showing the impact on safety and capacity of such interchange, the Route 50/Stone Ridge Parkway intersection, and the merge/weave

transition between the two, and showing the impact on other internal roads within or adjacent to the Property, in order for VDOT and the County to analyze whether modifications to the Route 50/Stone Ridge Parkway intersection are necessary, or whether such intersection should be converted to a right-in, right-out or right-in only intersection, or closed, or whether modifications to other internal roads or intersections should be made as a result of the closure or modification of the Route 50/Stone Ridge Parkway intersection. No later than the date on which such interchange is completed and placed in service, the Developer shall make such modifications to the Route 50/Stone Ridge Parkway intersection as VDOT and the County may conclude are required to ensure that such interchange and intersection are safe and have the requisite design capacity, and shall make such other modifications to the internal roads or intersections within or adjacent to the Property as may be necessary as a result of the closure or modification of the Route 50/Stone Ridge Parkway intersection. If the Route 50/Stone Ridge Parkway intersection remains open after the construction of the first interchange described above, then, concurrently with the commencement of construction of the second interchange described above, the Developer shall have the right to submit one or more traffic studies including merge/weave analysis to enable VDOT and the County to determine whether the median break, or a right-in, right-out intersection, or a right-in only intersection, may remain after such second grade separated interchange is constructed. If VDOT and the County determine that the median break should be closed but a right-in, right-out intersection or a right-in only intersection is permissible, the Developer shall remove the median break and construct appropriate improvements, if any, required for such permitted intersection, at the Developer's cost and expense. If VDOT and the County determine that no continued intersection is permissible after the construction of the second grade separated intersection, then the Developer shall remove the median break and close the Route 50/Stone Ridge Parkway intersection at the Developer's expense.

(b) Route 50/Existing Route 659 Intersection. Concurrently with the construction of Tall Cedars Parkway between Stone Ridge Parkway and existing Route 659, the Developer shall upgrade the existing median break intersection of Route 50 and existing Route 659 in accordance with VDOT and County standards so as to (i) widen the existing median break; (ii) improve and lengthen the existing left-turn lane from westbound Route 50 to southbound Route 659; (iii) improve and lengthen the existing left-turn lane from eastbound Route 50 to northbound Route 659, (iv) improve and lengthen the existing right-turn lane from eastbound Route 50 to existing southbound Route 659; and (v) construct a right-turn acceleration lane from existing northbound Route 659 to existing eastbound Route 50.

N/A

5. EXISTING ROUTE 659/FUTURE WEST SPINE ROAD

(a) From Route 50 To The Intersection Of Route 659 And Tall Cedars Parkway-Initial Improvements. Concurrently with the construction of Tall Cedars Parkway (as defined in Section II B 2 above) between Stone Ridge Parkway and existing Route 659, the Developer shall upgrade the existing two lanes of Route 659 between Route 50 and Tall Cedars Parkway in its existing alignment by performing such maintenance, repairs, and improvements as may be necessary to meet VDOT standards.

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**(b) From Route 50 To The Intersection Of Route 659 And Tall Cedars Parkway-Ultimate Improvements.** The Developer shall also design and construct the West Spine Road as a four-lane divided urban section of road with related at-grade intersection improvements and signalization, on a new alignment from the intersection of Tall Cedars Parkway north to Route 50. The Developer shall work with the County to determine an alignment of this section of the West Spine Road, and shall prepare construction plans and profiles for this section of road. The Developer shall construct or bond for construction this section of the West Spine Road prior to the commencement of Phase III development on the Property, i.e., on the earlier to be issued of the two thousand seven hundred ninety-second (2,792) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of a total of four hundred sixty-one thousand (461,000) gross square feet of improvements on the Property, the zoning permit for retail development for a total of three hundred forty-seven thousand six hundred (347,600) gross square feet of improvements on the Property, or the zoning permit for office development for a total of two hundred sixty-nine thousand eight hundred (269,800) square feet of improvements on the Property.

All off-site construction is subject to right-of-way availability; however, the Developer 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 these Proffers. If the County is unwilling to exercise its power of eminent domain, the Developer shall either make a cash equivalent contribution equal to the bonded cost of construction of such improvements, which cash equivalent contribution shall be used for regional road improvements in the vicinity of the Property, or the Developer shall defer construction of this section of West Spine Road.

As an additional alternative, if the County is unwilling to exercise its power of eminent domain to acquire off-site right-of-way for this section of the West Spine Road and the Developer is able to establish through traffic studies that additional improvements are needed to handle traffic generated by development on the Property (taking into consideration all then-existing background traffic), the Developer will improve existing Route 659 to a four-lane undivided urban section of road between Tall Cedars Parkway and Route 50, including related intersection improvements at Route 50 and existing Route 659. In such event, the cost of such improvements shall be credited against the Developer's obligation to construct the section of West Spine Road between Tall Cedars Parkway and Route 50, and the balance of the amount that would have been expended by the Developer for the West Spine Road between Tall Cedars Parkway and Route 50, as established by the difference between the bonded cost of construction for Route 659 and the estimated cost of construction of the West Spine Road improvements (such estimate to be approved by the County), shall be contributed by the Developer to the County as a cash equivalent contribution, concurrently with the bonding for construction of Route 659, and the Developer shall have no further obligation to construct this section of the West Spine Road.

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**(c) From The Tall Cedars Parkway Intersection To The Property's Southern Boundary Fronting Route 659, Including Frontage Through Outparcels.** From the Tall Cedars Parkway intersection to the Property's southern boundary fronting on Route 659, including frontage through outparcels, the Developer shall reconstruct existing Route 659 (the

ultimate alignment of the future West Spine Road) through this area as a four-lane divided roadway built to a U4R standard. The existing two lanes shall become the northbound lanes of the four-lane divided facility and shall be improved to VDOT standards, with the Developer dedicating right-of-way for and constructing an additional two lanes west of the existing lanes to become the ultimate southbound lanes. Sufficient additional right-of-way will be dedicated so that the ultimate right-of-way width will be 120 feet, with additional right-of-way as necessary for turn lanes at proposed intersections, in accordance with VDOT standards. At the proposed intersections of existing Route 659 with Tall Cedars Parkway and Boulder Drive, the Developer will construct necessary left-turn and right-turn lanes, and acceleration lanes, required to enable these intersections to function in accordance with VDOT standards. These improvements shall be designed and bonded for construction concurrently with the design and bonding of the section of the West Spine Road north of Tall Cedars Parkway, and shall be under construction prior to the commencement of Phase III of development on the Property, i.e., on the earlier to be issued of the two thousand seven hundred ninety-second (2,792) zoning permit for residential development on the Property, the zoning permit for industrial development in excess of a total of four hundred sixty-one thousand (461,000) gross square feet of improvements on the Property, or the zoning permit for retail development for a total of three hundred forty-seven thousand six hundred (347,600) gross square feet of improvements on the Property, or the zoning permit for office development for a total of two hundred sixty-nine thousand eight hundred (269,800) square feet of improvements on the Property.

6. Phasing Plan. The foregoing transportation proffers set forth the timing of various transportation improvements. For ease of reference by the County, the foregoing phasing limitations are set forth in table form on Exhibit B to these Proffers, and are incorporated herein by reference. Additional information as to Phasing is set forth on Sheet 12 of the Concept Development Plan.

*Superseded by 2002* C. WESTERN BYPASS/ROUTE 659 RELOCATED

1. The Developer acknowledges that the Commonwealth of Virginia is conducting a route study for a potential Western Bypass, which may ultimately be located in the vicinity of the Property. The Developer shall reserve for future dedication, at no public expense, a north-south corridor up to a maximum of 450 feet wide in the location shown on the Concept Development Plan, to accommodate the Western Bypass. The Developer further acknowledges that the County may also be locating a major north-south collector road corridor in this area for the extension of Route 659 Relocated south of Route 50. Therefore, the Developer shall also reserve for future dedication at no public cost, a north-south transportation corridor, 120 feet wide in the location shown on the Concept Development Plan, to accommodate Route 659 Relocated, in addition to the 450 foot reservation for the Western Bypass mentioned above. The exact location of each such reservation will be identified and will be shown on the first preliminary plan of subdivision for the portion of the project including or lying to the west of Land Bays Z and ZZ. The precise corridor to be reserved, and the width of the reservation, will depend on the evolution of plans by VDOT and the County for the Western Bypass or Route 659 Relocated.

N/A 2. The Developer will work with the County at the time of the first preliminary plan of subdivision for the portion of the Property including Land Bays Z and ZZ, in order to provide a reservation of right-of-way consistent with the County's transportation planning at such time. The preliminary subdivision plat providing for the reservation of these roads shall provide an underpass or overpass where Tall Cedars Parkway crosses the Western Bypass or Route 659 Relocated, and the Developer shall have no obligation to construct such underpass or overpass. This reservation of right-of-way shall expire and be of no further force and effect on the earlier to occur of (i) December 31, 2015, or (ii) with respect to either of such roads, the establishment by the County of a definitive alignment for such road in another location. Upon expiration of the reservation, the land area previously reserved may be used for any other purposes allowed by the Loudoun County Zoning Ordinance and these proffers. In addition, nothing contained in these Proffers shall be construed to impose upon the Developer any obligation to construct or contribute to the construction of Route 659 Relocated or the Western Bypass, or to obtain right-of-way outside the Property for either of such improvements; however, this sentence shall not be construed to prevent the use of per square foot cash contributions proffered by the Developer for improvements to Route 659 Relocated.

#### **D. ACQUISITION OF OFF-SITE RIGHT-OF-WAY/EASEMENTS**

1. In addition to dedicating right-of-way and easements on-site, the Developer shall make good faith efforts to acquire off-site right-of-way or easements necessary for the construction of the road improvements proffered herein. However, as noted above in these Proffers, the Developer shall not be obligated to obtain off-site right-of-way for the Western Bypass, or Route 659 Relocated. Where right-of-way and/or easements necessary for construction of proffered improvements cannot be obtained, despite such good faith efforts, either (1) voluntarily through donation or proffer to the County, or (ii) through purchase by the Developer at a good faith reasonable price, the Developer shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Developer, including but not limited to land acquisition costs. The initiation of such eminent domain proceedings is solely within the discretion of the County.

2. If the necessary right-of-way and/or easements cannot be acquired voluntarily and the County chooses not to exercise its right of eminent domain, the Developer shall be released from the obligation to acquire such right-of-way. If the County elects to defer its exercise of eminent domain, then Developer's proffer requiring such acquisition or construction shall likewise be deferred. It is understood that the County will, in its discretion, seek said right-of-way and off-site improvements from other landowners as development occurs.

#### **E. CASH EQUIVALENT CONTRIBUTION**

In all proffers wherein the Developer has agreed to construct road improvements, the Developer shall contribute to the County or its designee an amount equal to the actual cost of constructing such improvements in lieu of actual construction, if said improvements have been constructed by others prior to bonding for construction by the Developer. For the purposes of

determining the in-lieu-of contribution, construction costs shall be defined as all engineering, surveying, bonding, permit fees, utility relocation, and other actual costs of construction. Such contribution in lieu of actual construction shall occur at the time the Developer would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property. If the County staff and the Developer disagree about the cost of such improvements and they are unable to resolve their differences, the Loudoun County Board of Supervisors shall make the final determination.

N/A F. SIGNALIZATION

1. Developer shall install signalization at such time as warranted by VDOT criteria (i.e., the Manual on Uniform Traffic Control Devices) at the intersections of:

(1) Route 50 and Stone Ridge Parkway. <sup>Springs Blvd.</sup>

(2) Existing Route 659 and Route 50; provided that this signalization proffer shall become null and void if VDOT warrants for signalization at this location have not been issued at the time of the filing of the first record plat for right-of-way for the West Spine Road between Tall Cedars Parkway and Route 50, the Developer having committed to provide signalization as part of the intersection improvements at Route 50 and the West Spine Road.

(3) Tall Cedars Parkway and Route 659.

(4) West Spine Road (existing Route 659) and <sup>Greenstone</sup> Boulder Drive.

(5) Future West Spine Road and Route 50.

The cost of the foregoing traffic signals will be bonded at the time of the filing of the record plat for each of such intersections. If the necessary warrants have not been met by the time that zoning permits are issued for the two thousand two hundredth (2,200th) residential unit or zoning permits are issued for two million five hundred thousand (2,500,000) gross square feet of nonresidential uses on the Property, the Developer shall make a cash contribution to the County of One Hundred Thousand Dollars (\$100,000), escalated in accordance with the Consumer Price Index ("CPI"), per signal not yet installed. Such contribution shall be held by the County to be used for the installation of such signal at such time as warrants are met.

2. In addition, Developer shall provide signalization of on-site roads in accordance with the following procedure. Concurrently with submitting preliminary subdivision applications, the Developer will submit traffic studies for all major on-site public road intersections encompassed by such preliminary subdivision. These traffic studies will analyze required road geometrics and the potential need for traffic signals at such intersections through the projected buildout of the project. If such studies indicate that VDOT warrants (pursuant to

the Manual on Uniform Traffic Control Devices) for signalization will be met during the project buildout, the Developer shall bond such signals concurrently with bonding the proposed intersection construction, and the Developer shall maintain such bonds in force until the projected buildout year of the project, at which time such bonds may be released if VDOT warrants for the installation of such bonded traffic signals have not yet been met. If VDOT warrants are met for the installation of such bonded traffic signals while such bonds remain in effect, the Developer shall install such warranted traffic signals.

*N/A* G. TRANSPORTATION DEMAND MANAGEMENT CONTRIBUTIONS

To facilitate the County's establishment of a Transportation Demand Management Program, the Developer will contribute cash to a transportation demand management trust fund established by the County, for the purpose of defraying part of the cost to the County of rideshare coordination, car/van pool service and related expenses. Such contributions shall be made at the time of issuance of zoning permits for any industrial or office use within the Property, and shall be in the amount of Four Cents (\$0.04) per gross square foot approved for construction. In addition to these initial contributions, annual contributions to such trust fund of Four Cents (\$0.04) per gross square foot of industrial or office improvements shall be made by the owners of all industrial or office buildings on the Property. The owners association documents to be established pursuant to these proffers shall require these annual contributions from all property zoned PD-IP, PD-GI, or PD-OP, and shall require that these annual contributions be collected by the applicable owners association for payment to the County on an annual basis.

*N/A* H. PARK AND RIDE LOT

(a) The Developer shall, concurrently with the recordation of the first record plat in Land Bay EE1, construct a two hundred fifty (250) space park and ride commuter parking lot (the "Park and Ride Lot") in a location within Land Bay EE1 to be specified by the Developer. The Developer shall grade the Park and Ride Lot, and shall improve the Park and Ride Lot with asphalt paving and striping to standards required by the Facilities Standards Manual, sufficient to accommodate two hundred fifty (250) parking spaces. These parking spaces may be integrated into the parking provided for the retail improvements, as a shared parking facility pursuant to the applicable provisions of the Zoning Ordinance. The Park and Ride Lot shall be completed and in operation prior to the issuance of the certificate of occupancy for the first retail improvements in Land Bay EE1. The Park and Ride Lot shall ultimately be owned and maintained either by the owner of the retail improvements in Land Bay EE1, or by the Owners Association established for the industrially zoned areas of the Property, but shall be open to the general public in addition to residents or employees in the Stone Ridge development.

(b) If the Developer is advised by the County or VDOT, prior to the time that the Developer is required by these Proffers to provide the Park and Ride Lot, that VDOT or the County is prepared to construct a park and ride lot and any required stormwater management facilities at this location at no expense to the Developer, the Developer will work with the County and VDOT to make available a site in Land Bay EE1 for an interim location for the Park and Ride Lot, and to make available a site for the required stormwater management facilities. The

Developer reserves the right to require that the Park and Ride Lot be designed and constructed so as to be incorporated into the Developer's proposed retail facilities with a minimum of additional grading or construction, and to require that the interim lot be landscaped and screened, and to require that the entity constructing the interim Park and Ride Lot acknowledge that the use of such interim lot may be interrupted during the construction of retail improvements in Land Bay EE1.

*Superseded  
by 2002*

I. CASH CONTRIBUTION FOR REGIONAL ROAD IMPROVEMENTS

In addition to the foregoing proffers to construct certain regional road improvements, the Developer shall contribute to the County the sum of Fifty Cents (\$0.50) per gross square foot of the allowed 2,927,450 gross square feet of improvements in the areas zoned industrial (PD-IP and PD-GI), 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 Dulles South Planning Area in the vicinity of the Property, including Route 659 Relocated but excluding the Western Bypass. ~~Without limiting the foregoing sentence providing that the proceeds of these contributions shall be applied toward regional road improvements, if VDOT or the County require that an internal road contemplated by the Developer to be a two-lane road should be a four-lane road to serve a regional need, Developer may utilize these contributions to pay or obtain reimbursement for a portion of the cost of upgrading the two-lane road to a four-lane road.~~

*Superseded  
by 2002*

J. ROUTE 616

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letter 12/14/95*

The Developer acknowledges and proffers that no access (other than emergency vehicle access) shall be provided to Route 616 west of the Property until such time as Route 616 has been realigned and improved by others from the northern boundary of the Property to Route 616's intersection with Route 50. Notwithstanding the foregoing, the Developer shall dedicate frontage on Route 616 at the time of recording record plats for land fronting on Route 616, to the extent required by the County's Land Subdivision and Development Ordinance. In addition, if the Developer wishes to utilize access to Route 616 after Route 616 has been realigned and improved by others from the northern boundary of the Property to Route 50, the Developer shall, concurrently with obtaining such access, construct or bond for construction frontage improvements on the Property's frontage on Route 616, consisting of a two-lane half section of a four-lane undivided road. Thereafter, access to Route 616 shall be limited to Crusher Run and the two additional points of access shown on the Concept Plan.

*Superseded  
by 2002*

K. NO INDIVIDUAL LOT ACCESS

No individual lot within the Property shall have direct access to any of the collector roads shown and named on the Concept Development Plan, i.e., Stone Ridge Parkway, Tall Cedars Parkway, Crusher Run, Pebble Road, Cobble Circle, Boulder Drive, or Granite Drive. All of such lots shall have access to such roads by way of public roads internal to the various land

bays shown on the Concept Development Plan. In addition, (i) access to Tall Cedars Parkway shall be limited to median crossovers in the approximate locations shown on the Concept Development Plan; (ii) access to Route 50 shall be limited to Stone Ridge Parkway, existing Route 659, the future West Spine Road, and/or Route 659 Relocated; and (iii) access to existing Route 659 (future West Spine Road) shall be limited to Boulder Drive and Tall Cedars Parkway.

#### L. INTERPARCEL ACCESS

The Developer will work with the County during the subdivision of the Property to determine where interparcel access to and from parcels owned by adjacent landowners should be located, and shall establish points of interparcel access where appropriate based on the land use of and transportation Access to and from such adjacent parcels.

### III. CAPITAL FACILITIES

#### A. MIDDLE SCHOOL SITE

N/A (muni)

1. Reservation and Dedication. The Developer shall reserve a site of approximately thirty-five (35) acres for use as a middle school site (the "School Site") in the approximate location indicated on the Concept Development Plan (Land Bay J). The Developer shall dedicate such School Site to the County when requested by the County, but in no event earlier than the time of recordation of the first record plat for a subdivision which abuts the School Site.

N/A (muni)

2. Site Preparation. The Developer shall provide Loudoun County with a subsurface analysis (including laboratory testing and geotechnical analysis) of the School Site in accordance with guidelines established by the Loudoun County School Board. The Developer shall rough grade the building site for the middle school according to (i) the Conceptual Site Plan and Existing Conditions Plat dated May 11, 1995 ("the School Site Exhibit") attached hereto as Exhibit C, and (ii) plans and specifications mutually agreed upon with the Loudoun County School Board to make the School Site suitable for school construction. The subsurface analysis for the School Site shall be available to the School Board prior to the School Board's authorization of funding of the middle school contemplated for the School Site. In addition to the rough grading proffered by the Developer, the Developer shall, at the time the School Board is prepared to commence construction on the School Site (as evidenced by the approval of a final site plan), provide the School Board with up to Five Hundred Fifty Thousand Dollars (\$550,000) (some or all of which, to the extent of funds available, may be drawn from the capital facilities contributions made by Developer pursuant to Section III F of these Proffers), which the School Board can use to finish grade (i.e., any necessary excavation, grading, cut and fill or related activities) the School Site and to prepare the building pad for construction. The Developer reserves the right to perform such finish grading and site preparation with the Developer's own forces or contractors. To the extent that the Developer advances such funds or performs such finish grading and site preparation with its own forces or contractors, the Developer shall be entitled to a dollar for dollar per unit credit against subsequent per unit capital facilities contributions pursuant to Section III F below. If the Developer performs such work, the

Developer shall provide the County with copies of such contracts, invoices, and other documentation as may be reasonably necessary to substantiate the Developer's expenditure of funds for finish grading and site preparation, and to substantiate the Developer's entitlement to such credit.

N/A 3. Access and Extension of Utilities. The Developer shall construct street access to the School Site and shall extend sewer, water, telephone and electric service to the perimeter of the School Site in conjunction with its own development activities at the time of recordation of the first record subdivision of any portion of the Property abutting the proposed School Site.

N/A 4. Stormwater Management. The Developer shall, at no cost to the County or the School Board, design and construct off-site from the School Site, such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the School Site, including planned paved areas and buildings.

N/A 5. Interim Use. Until the School Site is dedicated to the County, the School Site may be used for lawful purposes allowed by applicable Loudoun County ordinances and related to the construction of the Stone Ridge community. However, in no case shall any activity take place on the School Site without the knowledge and written consent of the Loudoun County School Board construction department. The School Site shall be delivered to the County free and clear of any construction debris, materials, or machinery.

**B. PARKS AND RECREATION**

(A) 1. Pedestrian Circulation System. Developer shall construct a pedestrian circulation system consisting of sidewalks and trails on the Property as shown on Sheets 9, 10, and 11 of the Concept Development Plan. Sidewalks need not be constructed in areas served by the asphalt trail depicted on the Concept Development Plan, 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.

N/A 2. County Park. The Developer shall reserve and dedicate to the County, concurrently with the recordation of the first record subdivision of any abutting land, the proposed County Park, consisting of approximately twenty-six (26) acres of land. The approximate location of the County Park is shown as Land Bay B on Sheet 10 of the Concept Development Plan. The Developer shall construct the following facilities in the County Park:

- Three (3) Baseball/Softball Fields (one 90' infield; two 60' infield)
- Three (3) Outdoor Soccer Fields (100 yards by 58 yards)

These facilities shall be constructed and outfitted in accordance with Loudoun County, Department of Parks and Recreation standards for such facilities; provided, that the Developer shall have no obligation to construct lighting on these facilities. The Developer will provide grading for the aforementioned ball fields, as well as seeding, backstops where applicable, bleachers, bases or goals, and perimeter fencing for such ball fields. In addition, the Developer shall construct a parking lot in accordance with the Loudoun County Facilities Standard Manual requirements and containing the number of spaces required by the Facilities Standards Manual, estimated at one hundred ninety (190) parking spaces, within the County Park. Public water and sewer will be available to the perimeter of the County Park, but the Developer shall have no obligation to construct laterals or to pay tap fees to hook up the County Park for public water and sewer service. Except for providing the entrance road serving the parking lot, the Developer shall have no obligation to provide roads into the County Park. The construction of the above referenced facilities shall commence prior to the issuance of a zoning permit for the one thousand five hundredth (1,500th) residential dwelling unit within the Property.

*Superseded 2002*

C. LIBRARY SITE

1. Reservation and Dedication. The Developer shall reserve a site of approximately seven (7) acres in Land Bay EE3 for a County library (the "Library Site") in the approximate location indicated on the Concept Development Plan. The Developer will work with designated County representatives in refining the precise configuration of the Library Site. Such boundaries shall be mutually agreed upon by the County and the Developer prior to the approval of the record plat for any portion of the Property abutting the Library Site. The Developer shall dedicate such site to the County, when requested by the County but in no event earlier than recordation of the first record plat for a subdivision which abuts the proposed Library Site.

2. Site Preparation. Developer shall provide Loudoun County a subsurface analysis (including laboratory testing and geotechnical analysis) of the Library Site and shall rough grade the building pad site according to plans and specifications mutually agreed upon with the Loudoun County Library Board to make the site suitable for library construction. The subsurface analysis for the Library Site shall be available to the Library Board prior to the first preliminary subdivision of any portion of the Property abutting the Library Site.

3. Access and Extension of Utilities. Developer shall construct street access to the Library Site and shall extend sewer, water, telephone and electric service to the perimeter of the Library Site in conjunction with its own development activities at the time of recordation of the first record subdivision of any portion of the Property abutting the proposed Library Site.

4. Interim Use. Until the Library Site is dedicated to the County, the Library Site may be used for lawful purposes permitted by applicable Loudoun County ordinances and related to the construction of the Stone Ridge community. However, in no case shall any construction, clearing, or grading operations take place on the Library Site without the knowledge and written consent of the Loudoun County Library Board. The Library Site shall be delivered to the County free and clear of any construction debris, material, or machinery.

*N/A* D. GROUP HOME SITE

The Developer shall dedicate to the County or its designated agent one (1) ~~single-family detached building lot~~ and shall construct or cause to be constructed one (1) ~~single-family home~~ for Mental Health and Mental Retardation purposes. The group home will have a minimum floor area of three thousand (3,000) square feet and six (6) bedrooms (no large master bedroom will be required, and common areas may be somewhat more limited than in a conventional single-family dwelling), and shall be operated as a group home by the County or its designated agent. The group home shall be at a location designated by the Developer after input from the County on the County's preferences, but shall be located within one half (1/2) mile of the area zoned for commercial retail uses. The specific location of the group home site will be specified at the time of recordation of the first record plat for the land bay in which the group home will be located, and the designated location of the group home site will be disclosed to purchasers of lots in such land bay. The following rooms of the group home shall be handicapped accessible in accordance with ADA criteria: main shared living spaces (including living room and/or family room, dining room, kitchen, laundry room) and one bedroom and one full bath. In addition, doorways, hallways, and entrances and exits on the first floor will be handicapped accessible in accordance with ADA requirements. The lot dedicated shall have a minimum lot size of six thousand five hundred (6,500) square feet and a minimum street frontage of sixty-five (65) feet. Construction of the group home shall commence concurrently with the issuance of a zoning permit for the one thousandth (1,000) residential dwelling unit on the Property, and shall be diligently pursued. Conveyance of the group home and lot to the County or its designee shall take place upon completion of construction, but no later than one year after issuance of the zoning permit for such group home. This lot and group home are included within the total number of dwelling units allowed on the Property.

*Superseded  
2002*

E. WATER STORAGE/PUMPING FACILITY SITE

The Developer shall reserve for dedication to the Loudoun County Sanitation Authority ("LCSA") a two (2) acre site for an LCSA water storage/pumping facility in one of the approximate locations shown on the Concept Development Plan, Land Bays AA, CC2, or ZZ (the "Water Storage/Pumping Facility Site"). The LCSA has identified three potential Water Storage/Pumping Facility Sites on the Property; however, it may be that due to the location, elevation and topography of the Property and surrounding land, the LCSA will determine a more favorable location outside the Property. This reservation shall terminate upon the earlier to occur of (i) LCSA's designation of an alternate Water Storage/Pumping Facility Site on adjacent property or another location in the vicinity of the Property, or (ii) LCSA's determination that a Water Storage/Pumping Facility Site on the Property is not necessary. Upon dedication of a Water Storage/Pumping Facility Site on the Property to the LCSA, the reservation as to the remaining two potential sites shall terminate. The Developer shall not have any obligation to construct any water storage facility or associated pumps.

Superseded  
2002

F. CASH CONTRIBUTION FOR CAPITAL FACILITIES

In addition to the foregoing capital facilities contributions of land and improvements, the Developer shall make a cash contribution to the County of Four Hundred Two Dollars and Ninety-Five Cents (\$402.95) per residential dwelling unit developed in the Project (excluding affordable dwelling units), for a total cash contribution at full buildout of One Million Eleven Thousand Dollars Twenty Dollars (\$ 1,011,020 ). Such contribution shall be made at the time of issuance of the zoning permit for each such residential dwelling unit. Such contributions, which shall be escalated in accordance with changes in the CPI, shall be utilized by the County to meet capital facilities needs generated by residential development on the Property. These per unit cash contributions shall be accumulated in a fund established for the benefit of the School Board, until an amount equal to Five Hundred Fifty Thousand Dollars (\$550,000) is available to perform the finish grading and site preparation for the School Site as provided in Section III A of these Proffers. The School Board, or the Developer if the Developer performs such work, shall have the right to draw upon this fund at any time, to the extent of the funds available in such account, to perform such finish grading and site preparation. Any funds remaining in this account after the completion of the finish grading and site preparation for the School Site may be used for other County capital facilities needs. As set forth in more detail in Section III A of these Proffers, if such work is performed by the Developer or the School Board prior to the accumulation of sufficient funds for such purpose, the Developer shall provide the additional required funds, up to a maximum of Five Hundred Fifty Thousand Dollars (\$550,000). To the extent that the Developer provides the School Board with the difference between the amount in this account and the amount required, not to exceed Five Hundred Fifty Thousand Dollars (\$550,000), to finish grade the School Site and prepare the building pad for construction, or to the extent that the Developer itself performs or contracts for such work the Developer shall provide information to the County regarding the amount advanced to or on behalf of the School Board and shall receive a credit against future per unit cash contributions until such credit is exhausted.

IV. EMERGENCY SERVICES

M/A A. DEVELOPER CONTRIBUTION

At the time of the issuance of each zoning permit, the Developer shall make a one time contribution of Sixty Dollars (\$60.00) per unit for each residential dwelling unit and Ten Cents (\$.10) per gross square foot of non-residential floor area, which shall be payable to the County for distribution by the County to the primary volunteer 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, and day care centers but excludes churches, 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. The intent of these provisions is to support a volunteer fire and rescue system so long as it is the primary provider of fire and rescue services to the Property.

N/A B. ANNUAL CONTRIBUTION

In addition to the emergency services contributions paid at the time of issuance of zoning permits as set forth above, the Developer shall provide in any documents establishing one or more owners' association(s) for the Property, a provision for annual contributions to be paid by the members of the owners' association(s), to assist in the support of the operational costs of the volunteer fire and rescue services provided by the primary servicing fire company and primary servicing rescue company. The aforementioned contributions shall be based on an annual contribution of Sixty Dollars (\$60.00) per residential unit and Five Cents (\$0.05) per square foot of non-residential floor areas constructed, and shall be payable in quarterly installments. 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 units. Non-residential floor area includes commercial, industrial, and office floor area, and day care centers but excludes churches, public facilities, such as schools and libraries and day care centers operated by a not-for-profit organization. Such contributions shall commence with respect to each dwelling unit or nonresidential structure at the end of the first calendar quarter after first occupancy of each such dwelling unit or nonresidential structure, shall remain in effect thereafter and shall escalate in accordance with changes to the Consumer Price Index, as defined in Section VII (A) herein. These contributions shall be collected by the owners' association(s) and paid directly in equal shares to the primary servicing fire company and the primary servicing rescue company on a quarterly basis commencing at the end of the first quarter following occupancy of each residential dwelling unit or non-residential structure in the Property. It is understood that a four-month period will be allowed before payment from the date of first occupancy to permit the owners' association time to organize and establish procedures. Notwithstanding the foregoing, at such time as the primary fire and rescue service is no longer provided by an incorporated volunteer company, the obligation to make the contribution listed within this paragraph shall cease. The intent of these provisions is to support a volunteer fire and rescue system so long as it is the primary provider of fire and rescue services to the Property.

N/A C. SPRINKLER SYSTEMS

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

**D. <sup>N/A</sup> FIRE ALARMS**

The Developer shall require builders to install automatic fire alarm systems in all retail, commercial, office and day care buildings constructed on the Property.

**E. TEMPORARY EMERGENCY ACCESS**

The Developer shall provide all-weather gravel compacted access for emergency vehicles to all portions of the Property under construction not later than the framing stage of construction.

**V. <sup>N/A</sup> OWNERS ASSOCIATION**

Stone Ridge is planned as an integrated mixed-use community consisting of residential, office, commercial and retail uses along with recreation and civic sites. All owners of land within the Property (other than the County or the School Board as owners of parks, the School Site, and other governmental uses) shall be a member of one or more owners' associations established by the Developer to regulate use and provide standards for the construction, architecture, landscaping and use of all privately-owned or leased land within the community. The owners' association(s) shall provide for grass cutting and lawn maintenance of common areas, snow removal on private streets, garbage collection, maintenance and operation of all recreational buildings and areas owned by the owners' association(s) and maintenance and repair of all applicable private streets. Unless such improvements are dedicated to the County or VDOT, the owners' association(s) shall also be responsible for the maintenance of all stormwater management ponds constructed on the Property, all public trails including pedestrian underpasses constructed on the Property, and for the collection of all annual contributions for fire and rescue purposes required by these Proffers.

The Developer shall prepare all the necessary documentation to form the owners' association(s) which shall eventually be controlled by all owners of buildings and land within Stone Ridge, all such owners becoming members of an owners' association as a condition of ownership of land within the Property. Notwithstanding the preceding sentence, land and buildings dedicated to the County for public use shall not be subject to the protective covenants or owners association documents, although the County shall be required to submit plans for improvements contemplated by the County to the Developer or an owners association, as applicable, for review and comment. Prior to the subdivision of any lot in Stone Ridge, the Developer shall submit the documents establishing the owners' association for such lots to the County for review and approval. The first owners' association shall be established prior to recordation of the first record plat for lots within Stone Ridge. Land zoned for commercial development shall be either included in the owners' association(s) established for the residentially zoned areas of the Property, or subjected to one or more wholly separate owners associations, as determined by the Developer.

**VI. ENVIRONMENTAL AND OPEN SPACE**

*No steep slopes on 23.4 AC area*

**A. PROTECTION OF STEEP SLOPES**

In developing the Property, the Developer shall endeavor to minimize the extent of tree cutting and land disturbing activities on steep slopes having a grade differential of fifteen percent (15%) or more. The Developer shall endeavor to utilize trees on such steep slopes to comply with buffering and tree preservation requirements of the Loudoun County Zoning Ordinance.

**B. OPEN SPACE PROFFERS**

To comply with County General Plan policies for the provision of open space as applied to the development proposed for the Property, the Developer shall contribute a total value of Five Hundred Eight Thousand Five Hundred Dollars (\$508,500) (i.e., 113 open space units at \$4,500 per unit), which shall be allocated and paid as follows:

1. The Developer shall construct a six (6) foot wide hiker/biker trail made of asphalt, in the approximate location shown on the Concept Development Plan in Land Bays Z and ZZ, for a total length of seven thousand seven hundred (7,700) feet of such trails as well as a pedestrian/bike trail across the south fork of Broad Run. The Developer shall receive a credit of One Hundred Twenty Thousand Dollars (\$120,000) against the proffered Five Hundred Eight Thousand Five Hundred Dollars (\$508,500) open space contribution for the actual cost to be expended by the Developer for such linear trail system. Construction of this trail system shall proceed concurrently with the development of adjacent land bays. The trail system shall be located near the eastern edge of Land Bays Z and ZZ, so that it should remain even if portions of Land Bays A and AA are utilized for the Western Bypass. The trail system shall ultimately be taken over for maintenance by one or more Owners Association(s) at the Property, but shall be established on a public access easement having a minimum width of ten feet (10'), and shall be open to the general public in addition to residents of the Stone Ridge community.

2. The balance of the open space proffer contribution, Three Hundred Eighty-Eight Thousand Five Hundred Dollars (\$388,500), shall be made through a cash contribution of One Hundred Fifty-Four Dollars and Eighty-Four Cents (\$154.84) per residential dwelling unit constructed on the Property (excluding affordable dwelling units), which contribution shall be made at the time of zoning permit issuance for each such dwelling unit. Such contributions shall escalate each year in accordance with increases in the Consumer Price Index, and shall be utilized to defray the cost of acquiring and improving a County regional park in the Dulles South Planning Area.

**C. STORMWATER MANAGEMENT**

Prior to commencement of construction in each of the watersheds in the Property, the Developer shall prepare a stormwater management analysis of the portion of the Property within such watershed. Such study shall be prepared in accordance with the requirements of the Facilities Standards Manual. The Developer shall size the stormwater management facilities on

*Superseded 2002*

the Property to accommodate stormwater runoff from the C.D. Smith property (Loudoun County Tax Map Parcels 100/35B, 35D and 36) and the Mahoney property (Loudoun County Tax Map Parcel 100/36A). The foregoing commitment regarding stormwater management for the C.D. Smith and Mahoney properties shall remain applicable to each such property only for so long as such property remains subject to the proffers entered into in connection with the Alliance rezoning (ZMAP 89-08).

*Deleted per ZMAP 2002*

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

In those areas of the Property where proposed residential land bays abut parcels of land currently zoned for industrial uses, the Developer shall provide at the time of development of such residential land bays the setbacks and buffer yards that would otherwise have been required on the adjacent industrial parcels when developing industrial uses adjacent to residential uses, pursuant to Section 5-1400 of the Zoning Ordinance. The intent of this provision is to allow the adjacent industrial property owner to minimize buffering on such property, by providing such buffer on the Stone Ridge Property. This proffer shall not be applicable if the adjacent industrial property is rezoned to residential uses, nor shall it be applicable to properties currently zoned for agricultural or residential uses which are rezoned to industrial uses subsequent to the date of these Proffers.

*Superseded 2002*

**E. HIGHWAY NOISE**

To mitigate potential highway noise impacts along Tall Cedars Parkway and existing Route 659 (future West Spine Road), the Developer 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 Owners Association and not 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 south side of Tall Cedars Parkway between Granite 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 space uses.

**VII. MISCELLANEOUS**

*Superseded 2002*

**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.

N/A

**B. DESIGN GUIDELINES FOR RETAIL COMMERCIAL AREA**

1. Building Architecture and Facades. Land Bay EE1 is designated for retail development with a zoning designation of PD-CC(SC). 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. The Loudoun County Department of Planning shall have the right to review such submissions solely to determine conformity with the design guidelines set forth in paragraphs VII B 1 to VII B 5 of these Proffers. 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 those 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.

2. Loading and Trash Collection Areas. To the extent reasonably feasible, service and delivery loading docks and loading spaces required by the Loudoun County 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 shall be treated with architectural elements or decorative fencing and landscaping so as to be screened from public roads. All dumpster pads and other trash collection areas shall be totally enclosed by architectural elements, fencing, and other buffering and screening so as to minimize negative visual impacts.

3. Screening of Rooftop Mechanical Units. Any mechanical units placed on the rooftops of buildings shall be screened by architectural features compatible with building facade architecture. Screening will be such as to block such units from view by persons on any public streets immediately adjoining the retail improvements in Land Bay EE1.

4. Pedestrian Circulation. In designing and developing the commercial retail uses in Land Bay EE1, the Developer 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.

5. Landscaping/Buffering on Route 50 Frontage. Concurrently with the construction of retail uses on Land Bay EE-1, Developer shall provide landscaping and buffering along the Route 50 frontage of Land Bay EE1. Such landscaping and buffering shall be the equivalent of a Type 3 Buffer Yard under section 5-1400 of the Zoning Ordinance. The buffer yard shall be a minimum of fifty (50) feet in width, together with a four foot raised berm.

N/R **C. LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES**

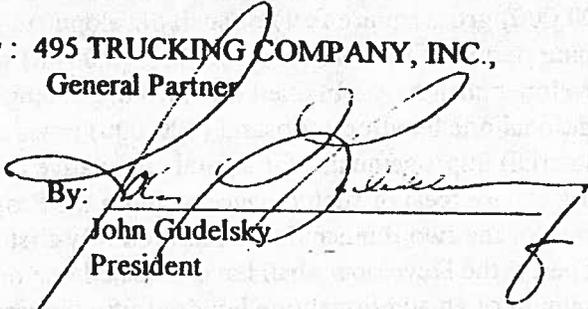
Prior to the issuance of the zoning permit of the one thousand two hundred fifty-first (1,251st) residential dwelling unit on the Property, the Developer shall have obtained one or more zoning permits for a cumulative minimum of one hundred thousand (100,000) gross square feet of commercial (retail, office, or industrial) improvements on the Property. Prior to the issuance of the zoning permit of the one thousand eight hundred first (1,801st) residential dwelling unit on the Property, the Developer 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 on the Property. Prior to the issuance of the zoning permit of the two thousand first (2,001st) residential dwelling unit on the Property, the Developer 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 on the Property. Prior to the issuance of the zoning permit of the two thousand two hundred fifty-first (2,251st) residential dwelling unit on the Property, the Developer shall have obtained one or more zoning permits for a cumulative minimum of an additional one hundred fifty thousand (150,000) gross square feet of commercial (retail, office, or industrial) improvements (for a total cumulative minimum of four hundred thousand (400,000) gross square feet) of such development on the Property. For the purposes of these proffers, "commercial" development shall include office, industrial, or retail uses, but shall not include institutional uses such as libraries, day care centers, governmental buildings, and the like.

[SIGNATURE PAGES FOLLOW]

495 Trucking Company, Inc., by its President, John Gudelsky, warrants that it is the general partner of each of the limited partnerships having a legal interest in the Property; that said Corporation has full authority to bind the Property to these conditions and that these proffers are voluntarily entered into; and that such limited partnerships are the owners of record of all of the parcels of land comprising the Property and no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms.

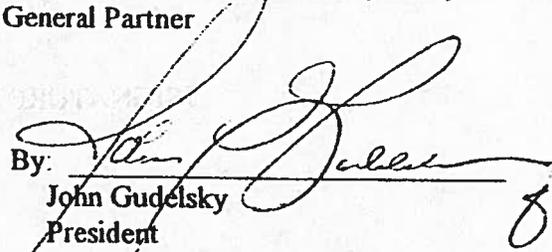
**VIRGINIA INDUSTRIAL PROPERTIES I,**  
a Virginia limited partnership

By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

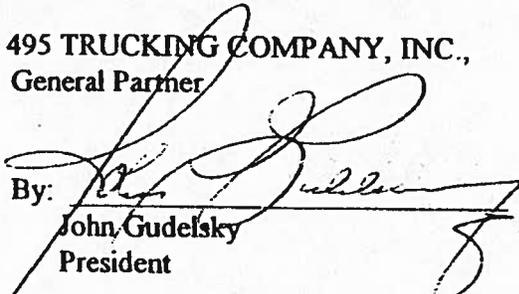
**VIRGINIA INDUSTRIAL PROPERTIES II,**  
a Virginia limited partnership

By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

**VIRGINIA INDUSTRIAL PROPERTIES III,**  
a Virginia limited partnership

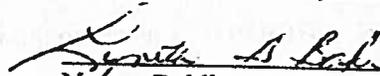
By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties I, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 4<sup>th</sup> day of Dec, 1995.

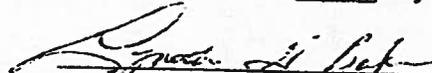
  
\_\_\_\_\_  
Notary Public

My Commission Expires: 6-30-99

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties II, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 4<sup>th</sup> day of Dec, 1995.

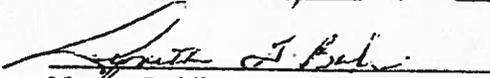
  
\_\_\_\_\_  
Notary Public

My Commission Expires: 6-30-99

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties III, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 4th day of Dec, 1995.

  
Notary Public

My Commission Expires: 6-30-99

rng421.sam

December 14, 1995

Mr. George L. Barton IV, Chairman  
Loudoun County Board of Supervisors  
18 N. King Street  
Leesburg, Virginia 22075

Re: Stone Ridge-ZMAP 1994-0017  
Letter of Clarification of Proffer Statement

Dear Mr. Barton:

This letter is submitted as a clarification of the Stone Ridge Proffer Statement dated November 28, 1995. Virginia Industrial Properties I, Virginia Industrial Properties II, and Virginia Industrial Properties III (collectively, the "Applicant") hereby clarify and amend the Proffer Statement as follows:

1. Section II.I of the Proffer Statement (page 16) is hereby clarified and amended by deleting the following sentence which appeared at the end of such section:

~~"Without limiting the foregoing sentence providing that the proceeds of these contributions shall be applied toward regional road improvements, if VDOT or the County require that an internal road contemplated by the Developer to be a two-lane road should be a four-lane road to serve a regional need. Developer may utilize these contributions to pay or obtain reimbursement for a portion of the cost of upgrading the two-lane road to a four-lane road."~~

2. Section VI of the Proffer Statement (page 25) is hereby clarified and amended by adding a new subsection F, as follows:

#### **F. FACILITATION OF PUBLIC SEWER TO VILLAGE OF ARCOLA**

"The Developer will work with the County to facilitate the extension of public sewer services to the existing Village of Arcola, by taking the following actions: (i) concurrently with the design and engineering of the sewer trunk line to the Village of Arcola, the Developer will design and engineer, at the Developer's sole expense, a system of sewer mains and laterals that would serve the existing residences in the Village of Arcola, as well as providing sewer service

Mr. George L. Barton IV

December 14, 1995

Page 2

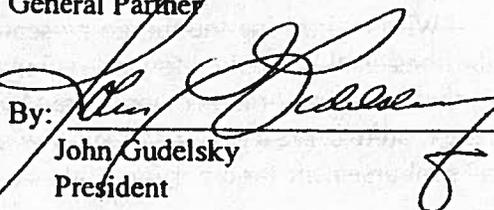
to the area depicted on Attachment A to this letter of clarification; (ii) the Developer will submit such plans to the Loudoun County Sanitation Authority for review and shall coordinate the approval of such plans; and (iii) the Developer will utilize diligent and commercially reasonable efforts to explore with the County and LCSA a method of financing the construction of such sewer improvements serving the Village of Arcola, through the use of such grants, loans, or contributions from the Commonwealth of Virginia or Loudoun County as may be available, or through the use of a tax district or service district. Nothing contained herein shall constitute a commitment by the Developer to pay for the construction of the sewer improvements serving the Village of Arcola.

The Applicant appreciates the opportunity to submit this letter of clarification, and agrees that if the requested rezoning is granted by the Loudoun County Board of Supervisors, the clarifications and commitments included in this letter of clarification shall be binding upon the Property with the same force and effect as if the matters contained herein were contained in the Proffer Statement.

Respectfully submitted,

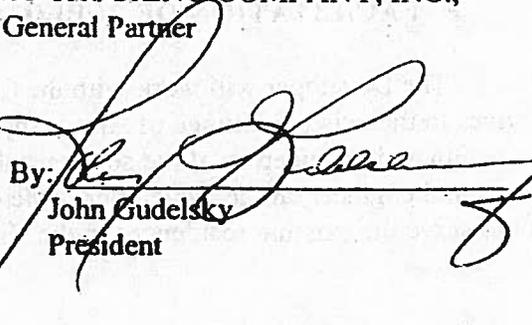
VIRGINIA INDUSTRIAL PROPERTIES I,  
a Virginia limited partnership

By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

VIRGINIA INDUSTRIAL PROPERTIES II,  
a Virginia limited partnership

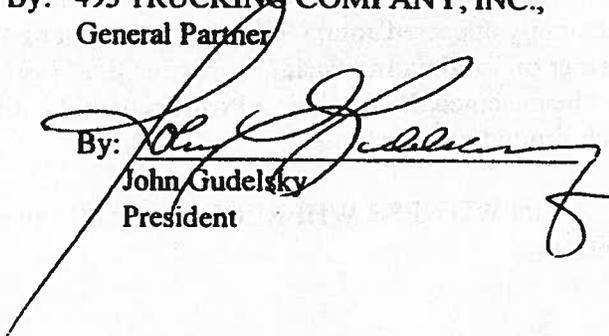
By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

Mr. George L. Barton IV  
December 14, 1995  
Page 3

VIRGINIA INDUSTRIAL PROPERTIES III,  
a Virginia limited partnership

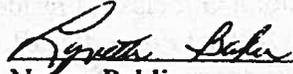
By: 495 TRUCKING COMPANY, INC.,  
General Partner

By:   
John Gudelsky  
President

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties I, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14<sup>th</sup> day of Dec.,  
1995.

  
Notary Public

My Commission Expires: 6-30-99

Mr. George L. Barton IV  
December 14, 1995  
Page 4

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties II, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14<sup>th</sup> day of Dec, 1995.

Rynette Baker  
Notary Public

My Commission Expires: 6-30-99

COMMONWEALTH OF VIRGINIA  
COUNTY OF LOUDOUN

Before the undersigned, a notary public in and for the aforementioned jurisdiction, personally appeared John Gudelsky, President of 495 Trucking Company, Inc., sole general partner of Virginia Industrial Properties III, a Virginia limited partnership, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such limited partnership.

IN WITNESS WHEREOF, I have affixed my hand and seal this 14<sup>th</sup> day of Dec, 1995.

Rynette Baker  
Notary Public

My Commission Expires: 6-30-99

TABLE

TABLE OF CONTENTS

1	INTRODUCTION
2	GENERAL INFORMATION
3	DESCRIPTION OF THE PROJECT
4	SCOPE OF THE PROJECT
5	OBJECTIVES OF THE PROJECT
6	ORGANIZATION OF THE PROJECT
7	PROGRAM OF WORK
8	BUDGET
9	CONCLUSIONS
10	APPENDICES
11	REFERENCES

## **EXHIBIT A**

**(Refer to Development Plan  
dated 12/09/94 and revised 05/12/95,  
07/21/95 and 09/18/95)**

### **SHEET INDEX**

- 1. COVER SHEET**
- 2. SURVEY/EXISTING CONDITIONS**
- 3. SURVEY/EXISTING CONDITIONS**
- 4. SURVEY/EXISTING CONDITIONS**
- 5. NOTES AND TABLES**
- 6. CONCEPT DEVELOPMENT PLAN**
- 7. CONCEPT DEVELOPMENT PLAN**
- 8. CONCEPT DEVELOPMENT PLAN**
- 9. OPEN SPACE AND UTILITY PLAN**
- 10. OPEN SPACE AND UTILITY PLAN**
- 11. OPEN SPACE AND UTILITY PLAN**
- 12. PHASING PLAN**

**EXHIBIT B  
STONE RIDGE  
PHASING PLAN**

<b>PHASE</b>	<b>ROAD IMPROVEMENTS</b>	<b>UNITS ALLOWED</b>
<p style="text-align: center;"><b>IA</b></p>	<ol style="list-style-type: none"> <li>1. Stone Ridge Pkwy. from Rt. 50 south to the southern boundary of Land Bays A-2 and E, including intersection improvements at Rt. 50/Stone Ridge intersection.</li> <li>2. Tall Cedars Pkwy. from the intersection of Stone Ridge Pkwy. west to the entrance to Land Bay DD</li> <li>3. Tall Cedars Pkwy from the intersection of Stone Ridge Pkwy. east to the intersection with Route 659 will be bonded at this time, but not constructed until Phase IB.</li> </ol> <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 style="text-align: center;">979 residential 123,500 GFA industrial 100,000 GFA retail</p>
<p style="text-align: center;"><b>IB</b></p>	<ol style="list-style-type: none"> <li>1. Construct Tall Cedars Pkwy., from the Intersection of Stone Ridge Pkwy. east to Rt. 659.</li> <li>2. Intersection improvements at Rt. 659 &amp; Tall Cedars Pkwy.</li> <li>3. Intersection improvements at Rt. 50/Existing Rt. 659. These improvements will be constructed at an earlier date if Tall Cedars Pkwy. between Stone Ridge and Rt. 659 are constructed at an earlier date, so as to be constructed concurrently with such improvements to Tall Cedars Pkwy.</li> <li>4. Granite Dr. from Tall Cedars Pkwy. to northern end of Land Bay GG.</li> <li>5. Improvements/repairs as necessary to existing Rt. 659 within existing right-of-way.</li> </ol>	<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 style="text-align: center;">1158 total residential 123,500 total GFA industrial 100,000 total GFA retail</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 IA.</p>	
II	<p>1. Granite Dr. from Stone Ridge Pkwy. to northern end of Land Bay CG.</p> <p>2. Balance of Stone Ridge Pkwy. south to intersection of Boulder Dr..</p> <p>3. Construct additional lane on Rt. 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>4. Good faith efforts to acquire off-site right of way for West Spine Rd. Request County assistance as appropriate.</p> <p>5. During Phase II, prepare and obtain County and VDOT approval of construction plans and profiles for (i) West Spine Rd. from Rt. 50 to the southern property line and related intersection improvements and signalization, and (ii) two additional lanes on Rt. 50 within the existing right of way (one lane eastbound which may be on the inside or the outside of the existing lanes and one lane westbound ) from a point 500 feet to the east of existing Rt. 659 to the intersection of Rt. 606 and Rt. 50, but not including intersection improvements at the Rt. 50/Rt. 606 Intersection. Bond such improvements prior to the commencement of Phase III.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1634 additional residential</p> <p>338,000 additional GFA industrial</p> <p>247,600 additional GFA retail</p> <p>269,800 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential</p> <p>461,000 GFA industrial</p> <p>347,600 GFA retail</p> <p>269,800 GFA office</p>

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
III	<p>1. Construct West Spine Rd. and related intersection improvements and signalization.</p> <p>2. Construct two additional lanes on Rt. 50 off-site (one lane eastbound, which may be on the inside of the existing lanes or on the outside of the existing lanes, at the option of the Developer, and one lane westbound, which will be within the existing right of way on the outside of the existing two lanes) from a point 500 feet east of existing Rt. 659 to the intersection of Rt. 50 and Rt. 606, but not including intersection improvements at Rt. 50/Rt. 606 intersection.</p> <p>3. Tall Cedars Pkwy. from western edge of Land Bay DD to western property line and Crusher Run on site, to be provided concurrently with development of adjacent parcels.</p> <p>4. Construct additional lanes on Rt. 50, consisting of (i) additional westbound lane from 500' east of existing Route 659/Route 50 intersection, to the western property line of the Property, and (ii) additional eastbound lane from 100' east of the South Fork of Broad Run to the western property line of the Property.</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 II.</p>	All remaining allowed development

PHASE	ROAD IMPROVEMENTS	UNITS ALLOWED
III	All other proffered transportation improvements, or contributions, such as the dedication on Western Bypass or Rt. 659 Relocated, cash regional road contributions, signalization, TDM contributions, dedication of land for Rt. 616, a Park & Ride Lot, shall be made at the time specified in such proffers, without regard to the level of development on the Property.	

RMG450



**EXHIBIT C**

**Refer to  
MIDDLE SCHOOL SITE CONCEPTUAL LAYOUT  
dated 05/11/95  
(Page 2 of 3)**







Loudoun County, Virginia

[www.loudoun.gov](http://www.loudoun.gov)

Office of the County Administrator

1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000

Telephone (703) 777-0200 • Fax (703) 777-0325

*Approved  
Resolving J.*

At a business meeting of the Board of Supervisors of Loudoun County, Virginia, held in the County Government Center, Board of Supervisors' Meeting Room, 1 Harrison St., S.E., Leesburg, Virginia, on Tuesday, December 6, 2005 at 9:30 a.m.

PRESENT: Scott K. York, Chairman  
Bruce E. Tulloch, Vice Chairman  
James G. Burton  
James E. Clem  
Eugene A. Delgaudio  
Sally Kurtz  
Stephen J. Snow  
Mick Staton Jr.  
Lori L. Waters

IN RE: TRANSPORTATION/LAND USE COMMITTEE REPORT / ZMAP 2002-0013,  
ZCPA 2002-0004 – STONE RIDGE

Mr. Snow moved that the Board of Supervisors approve ZMAP 2002-0013 and ZCPA 2002-0004, Stone Ridge, based on the findings contained in the December 6, 2005 action item and subject to the Proffer Statement dated October 5, 2005, as amended by the revised Letter of Clarification dated November 30, 2005.

Seconded by Mr. Clem.

Voting on the Motion: Supervisors Burton, Clem, Delgaudio, Kurtz, Snow, Staton, Tulloch, Waters, and York - Yes; None - No.

COPY TESTE:

*Denise Papp*

DEPUTY CLERK FOR THE LOUDOUN  
COUNTY BOARD OF SUPERVISORS

C:\my documents\resolutions\2005 resolutions\12-06-05 bos resolution -I-stone ridge

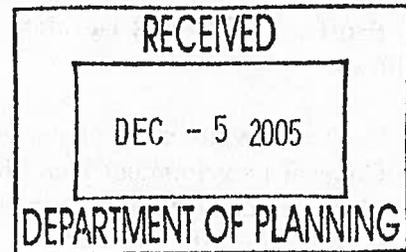
**FINDINGS for APPROVAL**

**ZMAP 2002-0013, ZCPA 2002-0004**

**STONE RIDGE**

1. The subject rezoning application complies with the applicable land use and density policies of the Revised General Plan.
2. The subject rezoning application, with proposed modifications, complies with the applicable requirements of the Revised 1993 Zoning Ordinance.
3. The subject rezoning application provides for a public elementary school site and additional area for an LCSA water tank site; the subject concept plan amendment application provides for the construction of space for public library uses.
4. The subject rezoning application mitigates its capital facilities impacts through appropriate contributions consistent with current County policy.

November 30, 2005



**BY HAND DELIVERY**

Scott K. York, Chairman  
Loudoun County Board of Supervisors  
1 Harrison Street, S.E., 5<sup>th</sup> Floor  
Leesburg, Virginia 20177-7000

Re: ZMAP 2002-0013/ZCPA 2002-0004, Stone Ridge  
Letter of Clarification regarding  
Proffer Statement dated October 5, 2005

Dear Chairman York:

This letter serves to clarify the signed Proffer Statement for ZMAP 2002-0013/ZCPA 2002-0004, Stone Ridge, dated October 5, 2005 (the "Proffers") with respect to comments received from the County Attorney's Office subsequent to the submission of the signed Proffers, with respect to subsequent meetings with staff, and with respect to the matters discussed at the Transportation/Land Use Committee meetings on October 24, 2005 and on November 28, 2005. This letter replaces the previously submitted Letter of Clarification dated November 4, 2005. All other proffer sections contained in the Proffers shall remain as set forth therein.

The Owner, as identified in the Proffers, hereby makes the following clarification to the Proffers:

**1. Preamble.** Revise the first paragraph of the Proffer Preamble to read as follows:

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.

**2. Proffer I. Concept Development Plan.** Revise the first paragraph of this proffer to read as follows:

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.

**3. Proffer I.B. PD-H4 District.** Revise this proffer to read as follows:

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.

**4. Proffer I.G. Stone Ridge Development Summary.** Revise this proffer to read as follows:

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.

5. **Proffer II. B. 3. Route 50.** Revise the last paragraph of this proffer to read as follows:

The Owner shall, within six months of the 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.

N/A 6. **Proffer II. C. 1. Western Transportation Corridor.** Revise this proffer to read as follows:

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.

N/A 7. **Proffer II. C. 3. (a) Route 659 Relocated.** Revise this proffer to read as follows:

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.

N/A 8. **Proffer III. C. Library Site.** Revise this proffer to read as follows:

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 Ridge 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.

**9. Proffer III.F. Cash Contribution for Capital Facilities.** Revise this proffer to read as follows:

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.

**10. Proffer III. G. 1. Public Use Site #1.** Revise this proffer to read as follows:

*Done - ES site*

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.

**11. Proffer III. G. 2. Public Use Site #2.** Revise this proffer to read as follows:

*Done - ES site*

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.

*Remu*

**12. Exhibit B. Phase IIIA.** Add a new item 4 to read as follows:

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).

**13. Exhibit B. Phase IIIB.** Revise item 2 to read as follows:

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 land on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway, in accordance with Proffer II.B.3.

**14. Exhibit C. Zoning Ordinance Modifications.** Revise proposed modification number 2 to read as follows:

Buildings and parking areas in PD-IP Land Bay 7 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.

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Clarification to the Proffers, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers and this Letter of Clarification 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: [Signature] (SEAL)  
Name: RICHARD RABIL  
Title: PRESIDENT

STATE OF VIRGINIA )

) to-wit:

COUNTY/CITY OF FAIRFAX )

The foregoing Proffer Statement was acknowledged before me this 15<sup>th</sup> day of DECEMBER, 2005, by RICHARD RABIL, as PRESIDENT of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, LLC.

Victoria A. Trace

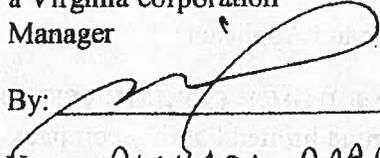
Notary Public

My Commission Expires: 6/31/2006

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: RICHARD RABIL

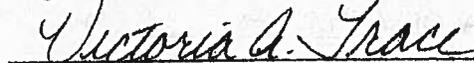
Title: PRESIDENT

STATE OF VIRGINIA )

) to-wit:

COUNTY/CITY OF FAIRFAX )

The foregoing Proffer Statement was acknowledged before me this 15<sup>th</sup> day of DECEMBER, 2005, by RICHARD RABIL, as PRESIDENT of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development II, LLC.

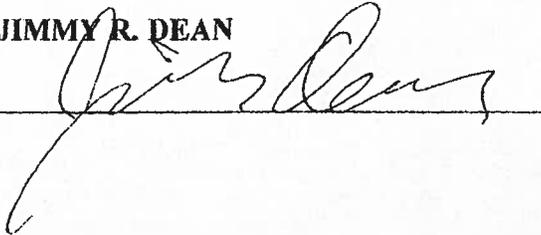


Notary Public

My Commission Expires: 8/31/2006

Owner

JIMMY R. DEAN

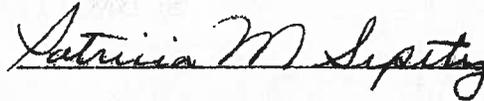
  
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STATE OF VIRGINIA )

) to-wit:

COUNTY/CITY OF HENRICO )

The foregoing Proffer Statement was acknowledged before me this 30<sup>th</sup> day of NOVEMBER, 2005, by Jimmy R. Dean.

  
\_\_\_\_\_

Notary Public

My Commission Expires: 4/30/2008

257917 v8/RE

**FIRST AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT**

**SUBMITTED BY**

**STONE RIDGE COMMUNITY DEVELOPMENT, LLC**

**ZCPA 2002-0004  
ZMAP 2002-0013**

**OCTOBER 5, 2005**

I.	CONCEPT DEVELOPMENT PLAN .....	1
A.	TR-1UBF DISTRICT .....	2
B.	PD-H4 DISTRICT .....	2
	1. RECREATIONAL AMENITIES .....	2
C.	R-16 DISTRICT .....	2
	1. RECREATIONAL AMENITIES.....	2
D.	PD-CC (CC) DISTRICT .....	3
E.	PD-IP DISTRICT .....	3
F.	PEDESTRIAN ACCESS .....	3
G.	STONE RIDGE DEVELOPMENT SUMMARY .....	3
II.	TRANSPORTATION PROFFERS .....	3
B.	RIGHT-OF-WAY DEDICATION AND CONSTRUCTION.....	3
	2. TALL CEDARS PARKWAY .....	4
	(a) Phases IIIA .....	4
	(b) Phase IIIB .....	4
	(c) Future Dedication .....	4
	3. ROUTE 50 .....	4
	(a) Phase IIIA .....	5
	(b) Phase IIIB.....	5
	4. ROUTE 50 INTERSECTIONS .....	5
	(c) Route 50/Future West Spine Road Intersection .....	5
	5. EXISTING ROUTE 659/FUTURE WEST SPINE ROAD.....	5
	6. MILLSTREAM DRIVE EXTENDED .....	6
	7. PHASING PLAN .....	6
C.	WESTERN BYPASS/ROUTE 659 RELOCATED .....	6
	1. WESTERN TRANSPORTATION CORRIDOR .....	6
	3. ROUTE 659 RELOCATED .....	6
	(a) Phase IIIB .....	6
	(b) Future Dedication .....	7
F.	SIGNALIZATION .....	7
H.	PARK AND RIDE LOT .....	7

I.	CASH CONTRIBUTION FOR REGIONAL ROAD IMPROVEMENTS.....	7
J.	ROUTE 616.....	7
K.	NO INDIVIDUAL LOT ACCESS.....	7
III.	CAPITAL FACILITIES.....	8
C.	LIBRARY SITE.....	8
E.	WATER STORAGE/PUMPING FACILITY SITE.....	8
F.	CASH CONTRIBUTION FOR CAPITAL FACILITIES.....	8
G.	PUBLIC USE SITE.....	9
1.	PUBLIC USE SITE #1.....	9
2.	PUBLIC USE SITE #2.....	9
IV.	FIRE AND RESCUE CONTRIBUTION.....	9
VI.	ENVIRONMENTAL AND OPEN SPACE.....	10
C.	STORMWATER MANAGEMENT.....	10
E.	HIGHWAY NOISE.....	10
G.	TREE CONSERVATION AREAS.....	10
1.	GENERAL TREE PROTECTION.....	11
2.	LONG-TERM TREE CARE.....	11
H.	ARCHEOLOGICAL SITE 44LD1187.....	11
VII.	MISCELLANEOUS.....	11
A.	CONSUMER PRICE INDEX.....	11
C.	LINKAGE BETWEEN COMMERCIAL AND RESIDENTIAL USES.....	12

**EXHIBITS:**

- EXHIBIT A - CONCEPT DEVELOPMENT PLAN
- EXHIBIT B - PHASING PLAN
- EXHIBIT C - ZONING MODIFICATIONS
- EXHIBIT D - RT. 50/FUTURE WEST SPINE ROAD INTERSECTION
- EXHIBIT E - WESTERN TRANSPORTATION CORRIDOR

## PROFFER STATEMENT

*Highlighted parcel  
Removed per Loc 11/30/05*

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, ~~Tax Map 100 ((7))~~, Parcel S23, 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, ~~204-26-3927~~, 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 (Alliance) 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 July 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,

*NOV 29, 2005 (LOC)*

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.

<sup>289</sup>  
**N/A B. PD-H4 District.** Residential development in the proposed PD-H4 portion of the Property shall occur in Land Bays 2, 3, 4, 5 ~~and 6~~, as shown on Sheets 4 and 5 of the Plans, and shall include a maximum of ~~505~~ 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, Land Bay 5 shall include up to 63 single-family attached units, ~~and Land Bay 6 shall include up to 216 multi-family units.~~ The ADUs shall be provided within Land Bays 3, 5 ~~and 6~~ 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. ~~The Owner shall provide 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 6, identified as "Proposed Multi Family Community Center" on Sheet 4 of the CDP, which amenity shall be constructed and completed concurrently with the first residential building in Land Bay 6.~~

**N/A 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.

<sup>NA</sup> 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.

*NA* 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.

*NA* 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.

*NA* 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 four hundred eighty-one ~~(3,481)~~ 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; and three hundred ninety-seven thousand seven hundred eighty-seven (397,787) gross square feet of light industrial uses. 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.

*3,265*  
*changed/LOC*

## II. TRANSPORTATION PROFFERS

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

*NA -  
Tied to  
Residential Units  
permitted*

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.

**N/A 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:

**N/A (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.

**N/A (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.

**N/A (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.

**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:

*N/A* (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.

*N/A* If so directed by the County in writing within two years of the approval of this Application, the Owner shall, in lieu of the construction of Route 659 Relocated referenced in paragraph II.C.3.(a) below, contribute \$1,400,000 to the County, or to an entity designated by the County, for the construction, by others, of a third eastbound lane on Route 50 between the West Spine Road and Loudoun County Parkway. Said contribution shall be paid prior to the issuance of the 301<sup>st</sup> residential zoning permit in Land Bays 1, 2, 3, 4 or 5.

*N/A* 4. ROUTE 50 INTERSECTIONS

EXISTING AT 659

(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.

*N/A* 5. EXISTING ROUTE 659/FUTURE WEST SPINE ROAD

(b) **HEREBY DELETED**

(c) **HEREBY DELETED**

N/A 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.

N/A 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**

N/A 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. 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.

N/A 2. **HEREBY DELETED**

3. **ROUTE 659 RELOCATED**

See LOC  
(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 the ultimate expansion of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall ~~not~~ be responsible for such expansion. In the event the County does not direct the Owner to provide the monetary contribution

Construction provided herein. Improvements in lieu of RT 50 improvements. only

referenced in the last paragraph of section II.B.3. above, 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.

*N/A* **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.

*N/A* **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.

*N/A* **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

*Superseded  
See LOC*

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

The Owner shall design and construct a minimum of 40,000 square feet of office condominium space, without tenant improvements, and, upon completion and issuance of a certificate of occupancy, 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. Within thirty (30) days following approval of this application, the Owner shall contract with an architect and commence design of the office building. The Owner shall consult with the Loudoun County Director of Library Services in the selection of an architectural design firm and the design of the office building. 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 building containing the public library shall have direct access to Millstream Drive, as shown on the CDP.

*Status*

#### 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.

*N/A  
See LOC*

#### 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 ~~\$15,082,436~~ (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

8.7 12,602,774

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.

N/A  
Done  
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 above-referenced 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 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. 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]

N/A  
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.

*N/A (see 010)* **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.

N/A 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.

N/A 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.

**NA 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: [Signature] (SEAL)  
Name: Richard J. Rabil  
Title: President

STATE OF Virginia )  
 ) to-wit:  
COUNTY/CITY OF Fairfax )

The foregoing Proffer Statement was acknowledged before me this 5<sup>th</sup> day of October, 2005, by Richard J. Rabil, as President of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development, LLC.

Nancy S. Stojcik  
Notary Public



My Commission Expires: 30 November 2008

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: Richard J. Rabil  
Title: President

STATE OF Virginia )  
 ) to-wit:  
COUNTY/CITY OF Fairfax )

The foregoing Proffer Statement was acknowledged before me this 5<sup>th</sup> day of October, 2005, by Richard J. Rabil, as President of Van Metre Stone Ridge Development, Inc., Manager of Stone Ridge Community Development II, LLC.

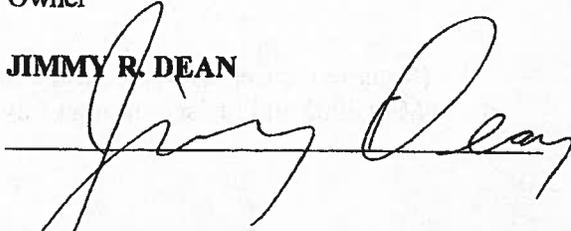
Nancy J. Wojcik  
Notary Public



My Commission Expires: 30 November 2006

Owner

JIMMY R. DEAN

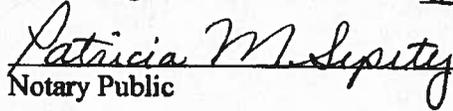


STATE OF VIRGINIA

COUNTY/CITY OF HENRICO

) to-wit:

The foregoing Proffer Statement was acknowledged before me this 6TH day of OCTOBER, 2005, by Jimmy R. Dean.

  
Notary Public

My Commission Expires: 4/30/2008

**EXHIBIT A**

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

**EXHIBIT B  
STONE RIDGE  
PHASING PLAN**

<b>PHASE</b>	<b>ROAD IMPROVEMENTS</b>	<b>UNITS ALLOWED</b>
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>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>
IIIB	<p>1. Tall Cedars Parkway (4 lanes) from entrance to Public Use Site #2 to Rt. 659 Relocated.</p>	<p>All residential units in Land Bays 1, 2, 3, 4 and 5.</p>

<p>2. Rt. 659 Relocated (4 lanes) from Tall Cedars Parkway to southern boundary of Property or, alternatively, a cash contribution for the construction by others of the third eastbound lane on Route 50 between the West Spine Road and Loudoun County Parkway, if so directed by the County.</p> <p>3. Multi-purpose trail on south side of Route 50, as per proffer II.B.3.(b).</p> <p>4. Bus shelter at the Park and Ride lot, as per proffer II.H.</p> <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>	
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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 Bays 5 and 6. 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. A permanent open space buffer of twenty-five (25) feet in width, planted to provide a buffer equivalent to a Type 4 Buffer Yard, shall be maintained within Land Bay DD adjacent to Land Bay 6.

### **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

The proposed intersection improvements at the intersection of RT. 50 and Future West Spine Road are shown on the attached plan sheet. The improvements include a signalized intersection with a roundabout approach on the west side of RT. 50. The roundabout approach will be a two-lane roundabout with a 20-foot diameter. The signalized intersection will have a north-south signal with a left-turn lane on the north side of RT. 50. The improvements will be installed in two phases. Phase I will include the roundabout approach and Phase II will include the signalized intersection.

The proposed improvements will provide for improved traffic flow and safety at the intersection. The roundabout approach will reduce the number of conflict points and provide for a more natural flow of traffic. The signalized intersection will provide for a more controlled intersection with a dedicated left-turn lane for the northbound traffic.

The proposed improvements will be installed in two phases. Phase I will include the roundabout approach and Phase II will include the signalized intersection. The roundabout approach will be installed first as it will provide for improved traffic flow and safety at the intersection. The signalized intersection will be installed second as it will provide for a more controlled intersection with a dedicated left-turn lane for the northbound traffic.

The proposed improvements will be installed in two phases. Phase I will include the roundabout approach and Phase II will include the signalized intersection. The roundabout approach will be installed first as it will provide for improved traffic flow and safety at the intersection. The signalized intersection will be installed second as it will provide for a more controlled intersection with a dedicated left-turn lane for the northbound traffic.

The proposed improvements will be installed in two phases. Phase I will include the roundabout approach and Phase II will include the signalized intersection. The roundabout approach will be installed first as it will provide for improved traffic flow and safety at the intersection. The signalized intersection will be installed second as it will provide for a more controlled intersection with a dedicated left-turn lane for the northbound traffic.

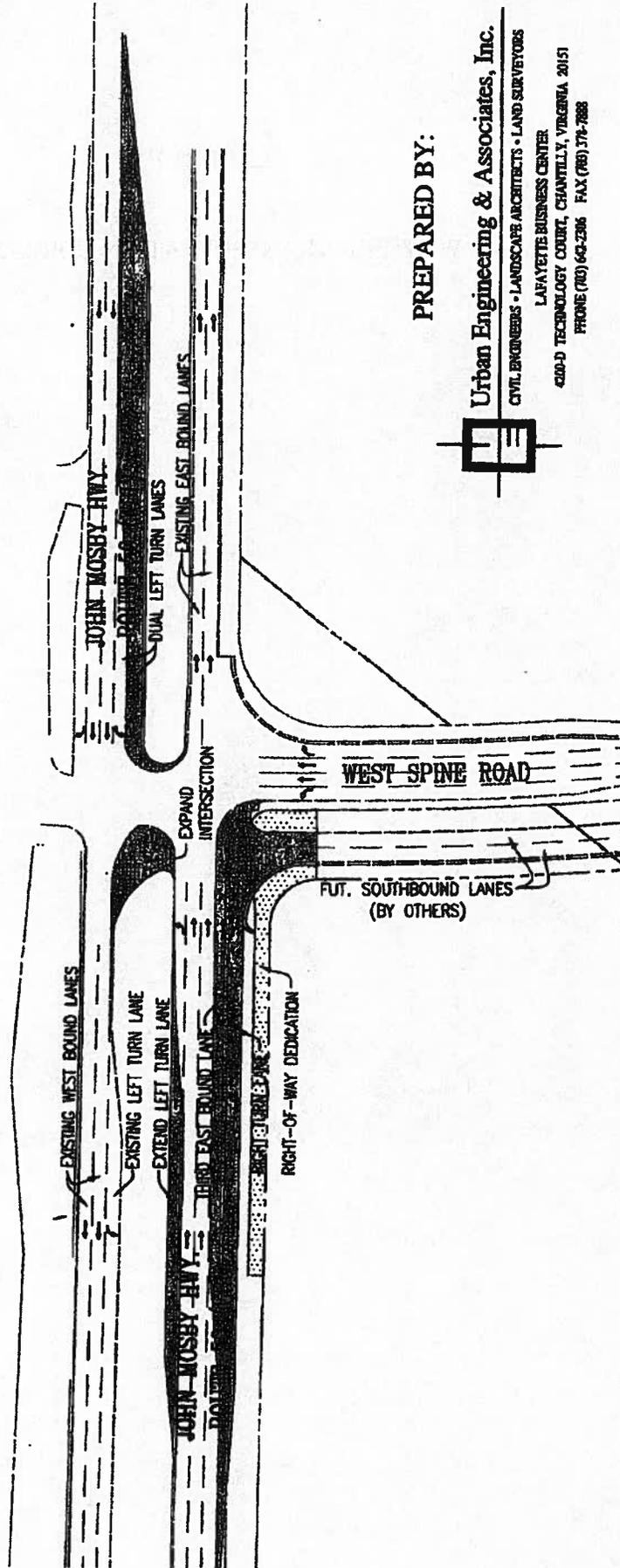
# EXHIBIT D

## ROUTE 50 / WEST SPINE ROAD

### Intersection Improvements

(NOT TO SCALE)

March 7, 2005



PREPARED BY:



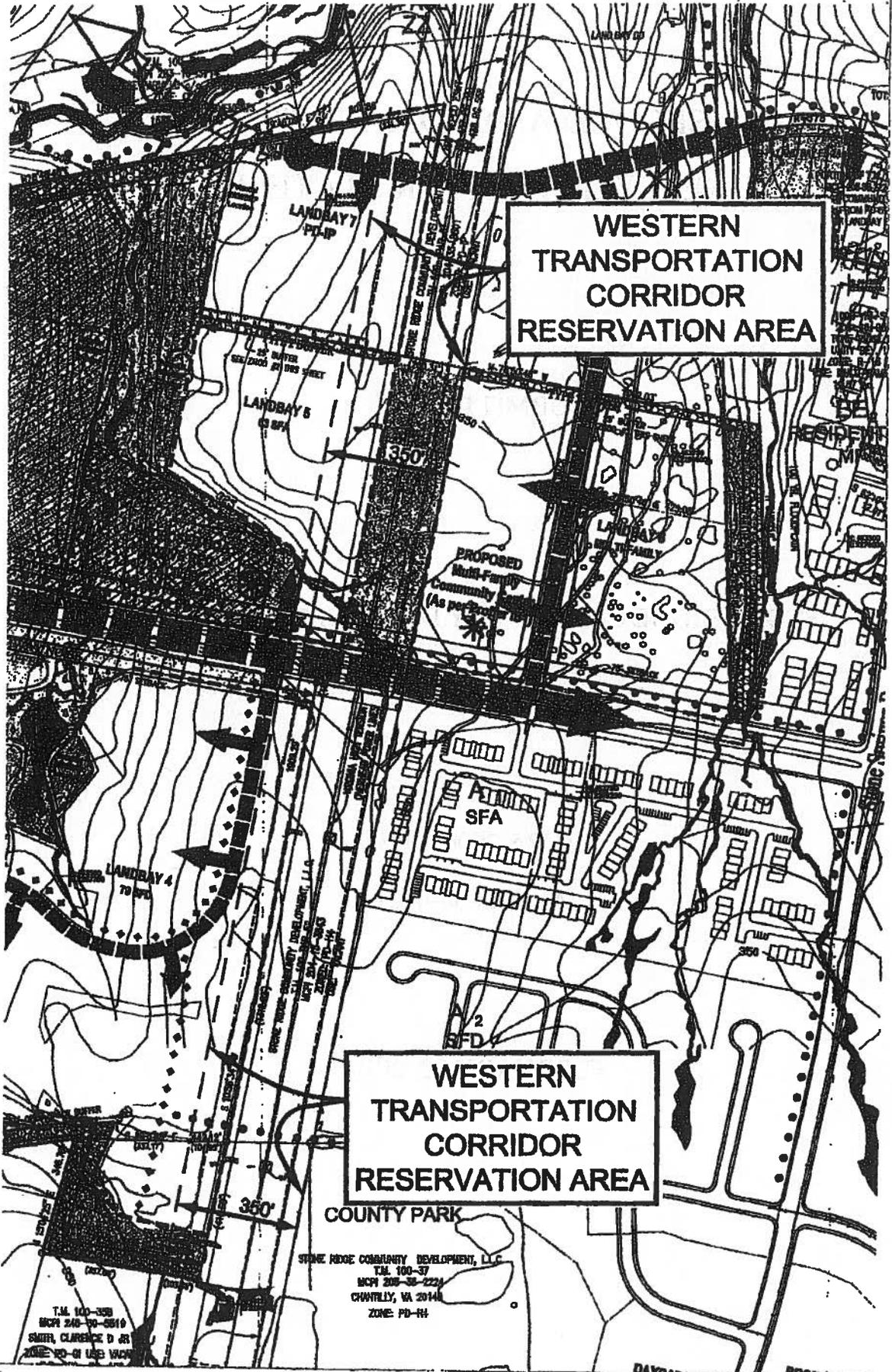
**Urban Engineering & Associates, Inc.**  
 CIVIL ENGINEERS • LANDSCAPE ARCHITECTS • LAND SURVEYORS  
 LAFAYETTE BUSINESS CENTER  
 4200 TECHNOLOGY COURT, CHANTILLY, VIRGINIA 20151  
 PHONE (703) 662-2306 FAX (703) 378-7888

EXHIBIT E

WESTERN TRANSPORTATION CORRIDOR

NEW YORK  
POLICE  
RECEIVED  
JAN 20 11 41 AM '09  
EXHIBIT D

# EXHIBIT "E"

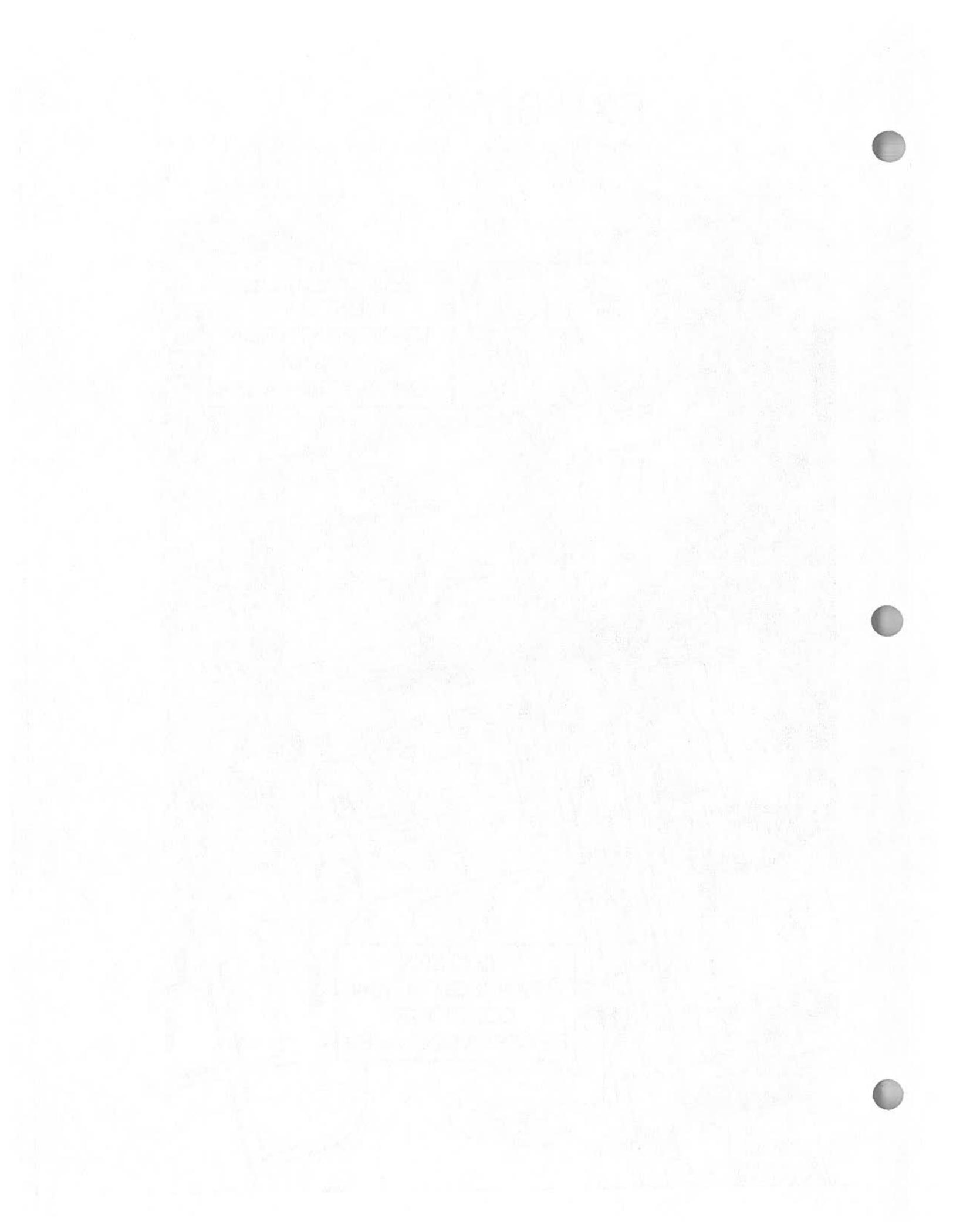


**WESTERN  
TRANSPORTATION  
CORRIDOR  
RESERVATION AREA**

**WESTERN  
TRANSPORTATION  
CORRIDOR  
RESERVATION AREA**

STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.  
T.M. 100-37  
MCP# 240-35-224  
CHANTILLY, VA 20148  
ZONE: PD-HH

T.M. 100-350  
MCP# 240-30-0010  
SMITH, CLARENCE D JR  
ZONE: PD-G1 USE: VAC







**SECOND AMENDMENT TO  
STONE RIDGE PROFFER STATEMENT**

**SUBMITTED BY**

**STONE RIDGE COMMUNITY DEVELOPMENT, L.L.C.**

**ZCPA 2006-0003**

**ZMAP 2006-0011**

**FEBRUARY 22, 2010**



I.	CONCEPT DEVELOPMENT PLAN .....	1
A.	TR-1 DISTRICT .....	2
B.	PD-H4 DISTRICT .....	2
1.	RECREATIONAL AMENITIES .....	2
C.	OTHER SUBURBAN RESIDENTIAL DISTRICTS .....	2
1.	R-16 DISTRICT .....	2
(a)	Land Bay EE2A .....	2
(i)	Recreational Amenities .....	3
2.	R-24 DISTRICT .....	3
(a)	Land Bay FF1A .....	3
(b)	Land Bay 6 .....	3
D.	PD-CC(SC) DISTRICT .....	3
E.	OTHER NON-RESIDENTIAL DISTRICTS .....	3
1.	PD-IP DISTRICTS .....	3
(a)	Land Bay 7... .....	3
(b)	Land Bay 8 .....	3
(c)	Land Bay DD (portion) .....	4
2.	PD-OP DISTRICT .....	4
G.	STONE RIDGE DEVELOPMENT SUMMARY .....	5
II.	TRANSPORTATION PROFFERS .....	6
B.	RIGHT-OF-WAY DEDICATION AND CONSTRUCTION .....	6
2.	TALL CEDARS PARKWAY .....	6
3.	ROUTE 50 .....	6
4.	ROUTE 50 INTERSECTIONS .....	7
(c)	Route 50/Future West Spine Road Intersection .....	7
(d)	Route 50/Gum Spring Road Intersection .....	7
(e)	Route 50/Stone Springs Boulevard Intersection .....	7
6.	MILLSTREAM DRIVE EXTENDED .....	7
7.	PHASING PLAN .....	8
8.	EXTENSION OF SOUTHPOINT DRIVE .....	8
9.	STONE CARVER DRIVE .....	8

10.	DESTINY DRIVE.....	8
C.	WESTERN BYPASS/ROUTE 659 RELOCATED .....	9
3.	ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD).....	9
	(a) Phase IIIB .....	9
F.	SIGNALIZATION .....	9
3.	STONE SPRINGS BOULEVARD / MILLSTREAM DRIVE .....	9
4.	STONE SPRINGS BOULEVARD / TALL CEDARS PARKWAY.....	9
III.	CAPITAL FACILITIES .....	10
B.	PARKS AND RECREATION .....	10
1.	PEDESTRIAN CIRCULATION .....	10
3.	COUNTY PARK CONTRIBUTION.....	10
4.	STREAM VALLEY TRAIL EASEMENT .....	10
C.	LIBRARY SITE.....	10
F.	CAPITAL FACILITIES CONTRIBUTIONS AND CREDITS.....	11
G.	PUBLIC USE SITES .....	12
3.	PUBLIC USE SITE #3.....	12
4.	PUBLIC USE SITE #4 .....	12
VI.	ENVIRONMENTAL AND OPEN SPACE .....	13
B.	OPEN SPACE PROFFERS .....	13
C.	STORMWATER MANAGEMENT .....	13
1.	NEW AND RELOCATED OUTFALLS.....	13
G.	TREE CONSERVATION AREAS .....	13
H.	ARCHEOLOGICAL SITE 44LD1187 .....	14

**EXHIBITS:**

**EXHIBIT A - CONCEPT DEVELOPMENT PLAN**

**EXHIBIT B - PHASING PLAN**

**EXHIBIT C - ZONING MODIFICATIONS**

## 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 February 22, 2010, and prepared by Urban Engineering and Associates, Inc. (the "Plans") (included by reference Exhibit A). In addition, Sheets 10 and 11 are proffered with respect only to the depicted pedestrian circulation system and to the depicted proposed development area limits within which land disturbing

activities are proposed to occur for the proffered land uses, which development area limits are represented by the extent of the illustrative Land Bay layouts. 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, shown on the CDP as “Dulles South Water Tanks Site”, has now been dedicated to LCSA and the site is further identified on Sheet 2 of the Plans as PIN: 247-19-1835.

**B. PD-H4 District.** Land Bays 2, 3, 4 and 5R. Residential development in Land Bays 2, 3, 4, and proposed Land Bay 5R, as shown on Sheets 4 and 5 of the Plans, shall include a maximum of 289 residential 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 earlier of (i) the issuance of the 250<sup>th</sup> cumulative residential zoning permit within Land Bays 1, 2, 3, 4, and 5R, or (ii) the issuance of the 2,500<sup>th</sup> cumulative residential permit within Stone Ridge.

**C. Other Suburban Residential Districts.**

1. **R-16 District.**

a. Land Bay EE2A. Development of the combined portions of Land Bay EE2A, as shown on Sheet 5 of the CDP, will include a maximum of 90 multi-family residential units, including 84 market-rate units and 6 ADUs. All of Land Bay EE2A shall be consolidated with the Remaining Portion of Land Bay EE2, as shown on the CDP, (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

y, 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 Remaining Portion of Land Bay EE2, as shown on the CDP.

2. **R-24 Districts.**

a. Land Bay FF1A. Development of Land Bay FF1A, as shown on Sheet 5 of the CDP, will 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.** Land Bay EE1A (Relocated). Land Bay EE1A (Relocated), as shown on Sheet 5 of the CDP, shall be conveyed to the County as Public Use Site #4 pursuant to Proffer III.G.4. below.

**E. Other Non-Residential Districts.**

1. **PD-IP District.**

a. Land Bay 7. 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) with uses permitted in the PD-IP zoning district, including permissible 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.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. Access to this land bay shall be from Millstream Drive, as shown on the CDP.

c. Land Bay DD (portion). The portion of Land Bay DD located between Land Bay 5R and Millstream Drive shall be developed with uses permitted in the PD-IP zoning district, including permissible 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.; (M) wholesale trade establishment; (S) warehousing facility; (T) auction house; (DD) utility substation, distribution; and (MM) contractor service establishment, excluding retail sales and outdoor storage. In addition, loading bays/docks shall be prohibited for flex-industrial uses.

2. PD-OP District. Land Bay FF2B. Land Bay FF2B shall be developed with up to 221,365 square feet of floor area (0.35 FAR maximum), for any of the uses permitted in the PD-OP zoning district, including any permissible special exception use, subject to the approval of the requisite special exception applications. However, the Owner shall develop a cumulative minimum of 120,000 square feet of floor area in Land Bay FF2B. The Owner shall receive, upon the approval of this Application, a credit of 80,000 square feet of floor area against the commercial/residential linkage commitment provided in Proffer VII.C. of ZMAP 2002-0013/ZCPA 2002-0004. All floor area developed in Land Bay FF2B in excess of 80,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 80,000 square feet. At the time of each site plan approval for development within Land Bay FF2B, the Owner shall demonstrate that a cumulative minimum of 120,000 square feet of floor area will be achieved within this land bay by including with each site plan (i) an illustrative plan showing the proposed development within the site plan area and within the residual area of Land Bay FF2B, and (ii) a table showing the cumulative floor area planned for Land Bay FF2B. Access to this land bay shall be from Southpoint Drive. 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 Land Bay FF2B 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 each building in Land Bay FF2B, the permit applicant shall submit to the Zoning Administrator a list of energy management measures the applicant intends to incorporate or has incorporated into the building’s design and/or operational plans and shall provide documentation that the building and site design meets the base certification requirements of a green building organization, such as Green Building Initiative, U.S. Green Building Council, International Code Council, etc., for the type of building and/or use being proposed with the submission.

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

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

#### **2. TALL CEDARS PARKWAY**

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

(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 upon request by the County.

#### **3. ROUTE 50**

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine

ad 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 attached to the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 dated October 5, 2005, as amended by the Letter of Clarification dated November 30, 2005. These improvements are Phase IIIA improvements and shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to Route 50 or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one 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. The Owner shall pay the costs of any such eminent domain proceedings.

(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, in order to accommodate left turns, through movements and right turns, in accordance with VDOT requirements.

#### **6. MILLSTREAM DRIVE EXTENDED**

The Owner shall realign and construct Millstream Drive Extended 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 submit design plans to the County for Millstream Drive Extended within 3 months after receipt of notification from the County requesting the

conveyance of Public Use Site #3, as set forth in Proffer III.G.3, below, and shall commence construction of Millstream Drive Extended within 12 months after receipt of said notification. In the event the County elects not to accept Public Use Site #3, then the Owner shall commence construction of Millstream Drive Extended within 6 months of the approval of the first site plan for either Land Bay 7 or 8. Millstream Drive Extended will be open to traffic, but not necessarily accepted by VDOT for maintenance, within 12 months of the commencement of construction.

(a) In order to protect the adjacent steep slopes and stream corridor, the construction of Millstream Drive Extended shall not include land disturbing activities within the 50' River and Stream Corridor 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 and/or milestones of when various transportation improvements are to be bonded and constructed in relation to the number of zoning permits or occupancy permits issued for specified uses within certain land bays. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference.

#### **8. EXTENSION OF SOUTHPOINT DRIVE**

Phase 1 of the extension of Southpoint Drive, as depicted on 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, including any intersection improvements (i.e. signalization and/or turn lanes) as required by VDOT at the intersection of Southpoint Drive and Gum Spring Road, shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 24 months of the Owner's receipt of a request by the County to construct Phase 2, which request shall be provided by the County within 6 months of the Owner's notification to the County that the West Spine Road has been constructed by others as a four lane divided road from Tall Cedars Parkway to Route 50 and is open to traffic.

#### **9. STONE CARVER DRIVE**

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

#### **10. DESTINY DRIVE**

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

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

- 1. WESTERN TRANSPORTATION CORRIDOR – HEREBY DELETED**
- 3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)**

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County 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, inclusive of an adjoining trail (10 feet in width) along the easterly right-of-way line. These improvements shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301<sup>st</sup> cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.

**F. SIGNALIZATION**

3. Stone Springs Boulevard and Millstream Drive. The Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection of Stone Springs Boulevard and Millstream Drive in conjunction with submission of the first site plan for Land Bay EE2A or, in the event Land Bay EE2A is consolidated for development purposes with the Remaining Portion of Land Bay EE2, as shown on the CDP, with the submission of the first site plan for the consolidated area. In the event the analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, subject to the release to the Owner by the County of all funds collected by the County for such signal, design, construct and install the signal prior to the issuance of the first residential occupancy permit for Land Bay EE2 or EE2A. In the event 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 to occur of (i) the issuance of the 2,530th residential zoning permit within Stone Ridge, or (ii) the date the construction of a four-lane section of Tall Cedars Parkway westward to the Lenah Connector, as identified on the Revised Countywide Transportation Plan, is complete and open to traffic, or (iii) the date the construction of Tall Cedars Parkway as a four-lane section eastward to Riding Center Drive is complete and open to traffic, then, within 90 days of any of the aforesaid events, the Owner shall submit to the County and VDOT a traffic signal warrant analysis for the intersection. If the

analysis concludes and VDOT concurs that a traffic signal is warranted at this intersection, the Owner shall, within 90 days of such concurrence by VDOT, submit to VDOT an application and design for the signal and shall diligently pursue construction and installation of the signal upon approval by VDOT. If a traffic signal is not warranted, the Owner shall contribute \$300,000 to the County, for the design, construction and installation of the signal by others, within 90 days of receipt of such determination by VDOT. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

### **III. CAPITAL FACILITIES**

#### **B. PARKS AND RECREATION**

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

3. County Park Contribution. The Owner shall contribute \$75,000 to the County to be used for improvements such as a concession stand and restrooms at Byrne Ridge Park. The contribution shall be paid prior to the issuance of the first residential zoning permit in any of Land Bays 1, 2, 3, 4 or 5R. This contribution shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter until paid, by an amount equal to the percentage increase in the CPI over the prior year.

4. Stream Valley Trail Easement. Upon request of the County, 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. 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

owances 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 \$10,817,500 (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., and (iii) \$2,442,500 for Public Use Site #4, referenced in Proffer III.G.4. below. The Owner may also utilize the Total Capital Facilities Credit as a credit against cash contributions that have not been paid prior to the approval of this Application for capital facilities required for other residential units in Stone Ridge approved under ZMAP 1994-0017, with said cash contributions escalated. in accordance with Proffer VII.A. of ZMAP 1994-0017 through the date of approval of this Application. The Owner shall maintain a cumulative accounting of its application of the Total Capital Facilities Credit and shall verify such accounting with the County on a regular basis, but not less 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 \$10,817,500, and shall thereafter make the per unit contributions in conjunction with the issuance of zoning permits for each market rate unit. Any cash capital facilities contribution required by the approved proffers of ZMAP 2002-0013/ZCPA 2002-0004 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 2002-0013/ZCPA 2002-0004. Any cash capital facilities contribution required by the approved proffers of ZMAP 1994-0017 and not off-set with the Total Capital Facilities Credit shall be paid to the County and shall escalate in accordance with the last sentence of paragraph VII.A. of the approved proffers for ZMAP 1994-0017.

**G. PUBLIC USE SITES**

3. Public Use Site #3. In addition to the approximately 20 acres proffered for Public Use Sites #1 and #2, the Owner shall, subject to the receipt of a request from the County delivered to the Owner within one year after the approval of this Application, convey Public Use Site #3 to the County (the "Public Use Site #3 Request"). The Owner shall notify the County at least 30 days prior to the expiration of the one year period. Within 60 days after the receipt of the Public Use Site #3 Request, the Owner shall submit a record plat application to create a separate legal parcel of approximately 5.595 acres in area within Land Bay 7, zoned PD-IP, as shown on Sheet 4 of the CDP ("Public Use Site #3"). The conveyance of Public Use Site #3 shall occur on or before 60 days after the later of (i) the approval of the aforesaid record plat, or (ii) the construction of Millstream Drive Extended, as provided in Proffer II.B.6, above. In the event the County elects to accept the conveyance of Public Use Site #3, then, two years following said conveyance, the Owner shall receive a commercial floor area credit of 13,000 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers. All floor area developed on Public Use Site #3 in excess of 13,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 13,000 square feet. In addition, upon the conveyance of Public Use Site #3, the Owner shall receive a capital facilities credit of \$2,090,000 in addition to the credits set forth in Proffer III.F. above. Public Use Site #3 shall not be subject to an owner's association. Alternatively, in the event the County elects not to accept the conveyance of Public Use Site #3, Land Bay 7 shall be developed in accordance with Proffer I.E.1.a., above.

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

b. In the event the County elects to accept the conveyance of Public Use Site #3, then, up until the time of conveyance of Public Use Site #3 to the County, the Owner reserves the right, at 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), as shown on Sheet 5 of the CDP, for use as a commuter parking lot. Two years following the conveyance of Public Use Site #4 to the County, the Owner shall receive a commercial floor area credit of 8,000 square feet toward the commercial/residential linkage commitment provided in Proffer VII.C. of the Existing Stone Ridge Proffers. All floor area developed

Public Use Site #4 in excess of 8,000 square feet shall be credited against the above-referenced Proffer VII.C. at the time of issuance of zoning permits for such floor area in excess of 8,000 square feet. Public Use Site #4 shall not be subject to an owner's association.

a. Concurrently with the submission of the first site plan for Land Bay EE2A, the Owner shall submit a site plan for the construction of site improvements necessary to accommodate a minimum of 100 parking spaces (including curb and gutter, site lighting and landscaping) and bicycle racks for a minimum of 10 bicycles on Public Use Site #4 (the "Commuter Parking"). The Owner shall construct the Commuter Parking prior to the issuance of the first occupancy permit in Land Bay EE2A and shall be entitled to a reimbursement of the construction costs from the funds contributed under Proffer III.A.2. of ZMAP 1994-0017, to the extent such funds are available. In the event the County desires to construct the commuter parking lot prior to the Owner's submission of the first site plan for Land Bay EE2A, the County shall notify the Owner of such decision. The County may then construct the Commuter Parking and may utilize any available funds contributed under Proffer III.A.2. of ZMAP 1994-0017. In either event, the Owner shall coordinate with utility companies and will extend electric lines to a point 10 feet inside the property line of Public Use Site #4 concurrent with the development of Land Bay EE2A. 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 within the Tree Conservation Areas shown on the CDP throughout the Property, as depicted on the CDP. The Owner shall preserve a minimum of 70% of the designated Tree Conservation Areas within each Land Bay, as measured from the perimeter drip line of said areas. To the extent the Owner is able to preserve other trees in areas outside of the

designated Tree Conservation Areas within each Land Bay, in consultation with the County Urban Forester, such preserved areas shall be counted towards the tree preservation commitment for each Land Bay. The Owner shall record a Tree Conservation Easement, which easement shall reflect the terms of this proffer, with all record plats that include Tree Conservation Areas identified on the CDP and any alternative Tree Conservation Areas identified during the subdivision review process. Notwithstanding the above, the full Tree Conservation Areas depicted on the CDP for PIN: 247-20-9549 adjacent to Millstream Drive shall be preserved.

**H. ARCHEOLOGICAL SITE 44LD1187**

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

The undersigned hereby warrant that all owners with a legal interest in the Property have signed this Proffer Statement, that they, together with the others signing this document, have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

Owner and Applicant

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

BY: Van Metre Stone Ridge Development, Inc.  
Manager

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

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

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

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

) to-wit:

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

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

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

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

Owner

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

BY: Van Metre Stone Ridge Development, Inc.  
Manager

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

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

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

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

) to-wit:

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

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

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

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

Owner

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

BY: Van Metre Stone Ridge Development, Inc.  
Manager

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

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

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

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

) to-wit:

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

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

\_\_\_\_\_

Notary Public

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

**EXHIBIT A**

**(Refer to Concept Development Plan**

**dated April 2006 and revised through February 22, 2010)**

**EXHIBIT B**  
**STONE RIDGE**  
**PHASING PLAN**

<b>PHASE</b>	<b>ROAD IMPROVEMENTS</b>	<b>UNITS ALLOWED</b>
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>Unless otherwise noted below, these improvements shall be bonded or under construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.</p>	<p>In addition to the permissible level of development in Phase II,</p> <p>300 residential units in Land Bays 1, 2, 3, 4 and 5R.</p>

<u>PHASE</u>	<u>ROAD IMPROVEMENTS</u>	<u>UNITS ALLOWED</u>
<p>IIIA (cont.)</p>	<p>* This improvement shall be constructed or bonded for construction at the earlier to occur of (i) commencement of construction by others of the four-lane section of West Spine Road from Tall Cedars Parkway to Route 50, or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.</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>Unless otherwise noted below, 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 for construction prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> zoning permit in Land Bay 1. In addition, this improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the 301<sup>st</sup> cumulative residential occupancy permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1<sup>st</sup> occupancy permit in Land Bay 1.</p>	<p>All residential units and in Land Bays 1, 2, 3, 4 and 5R.</p>

## 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

EXHIBIT B

PROPOSED PROJECT DESCRIPTION

1. PROJECT LOCATION

The proposed project is located on the north side of the intersection of...

The project site is approximately 1.5 acres in size and is currently...

2. PROJECT DESCRIPTION

The project consists of the construction of a new building with...

The proposed building will be approximately 10,000 square feet in size...

The project will include the installation of a parking lot with 20 spaces...

3. PROJECT IMPACTS

The project is expected to have a positive impact on the local economy...

4. CONCLUSION