Tab 9

Loudoun County, Virginia
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County Administration
1 Harrison Street, S.E., 5th Floor, P.O. Box 7000, Leesburg, VA 20177-7000
Telephone (703) 777-0200 • Fax (703) 777-0325

At a 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, May 18, 2004 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: ZMAP 2001-0010 AND ZMOD 2001-0004 / SOUTH RIDING STATION; ZCPA 2001-0010 / SOUTH RIDING

Mr. Snow moved that the Board of Supervisors approve ZMAP 2001-0010 & ZMOD 2001-0004, South Riding Station, based on the findings and subject to the Proffer Statement dated March 17, 2004 as amended by the Memorandum of Clarification dated May 11, 2004.

Mr. Snow further moved that the Board of Supervisors approve ZCPA 2001-0010, South Riding, based on the findings and subject to the Proffer Statement dated March 17, 2004.

Seconded by Mr. Staton.

Voting on the Motion: Supervisors Clem, Delgaudio, Snow, Staton, Tulloch, and Waters - Yes; Supervisors Burton, Kurtz, and York – No.

COPY TESTE:

DEPUTY CLERK FOR THE LOUDOUN
COUNTY BOARD OF SUPERVISORS

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ZMAP 2001-0010, ZMOD 2001-0004—SOUTH RIDING STATION
ZCPA 2001-0010—SOUTH RIDING

FINDINGS FOR APPROVAL

1. The proposal conforms to the residential policies of the Revised General Plan.
2. The proposal, with modifications, complies with the applicable requirements of the 1972 Zoning Ordinance and Revised 1993 Zoning Ordinance.
3. The proposed use is more compatible with surrounding neighborhoods.
4. The proffers adequately mitigate fiscal impacts and transportation impacts.

SOUTH RIDING STATION, ZMAP 2001-0010

MEMORANDUM OF CLARIFICATION FOR PROFFER STATEMENT

DATED MARCH 17, 2004

TO: **LOUDOUN COUNTY BOARD OF SUPERVISORS**
County of Loudoun
1 Harrison Street, S.E., Fifth Floor
Leesburg, VA 20177-7000

RE: South Riding Station, Loudoun County Tax Map 101, Parcels 56 and 59 and portions of Tax Map 106, Parcel 2 (the Property)

Date: May 11, 2004

This Memorandum is submitted as clarification of the South Riding Station Proffer Statement dated March 17, 2004 (the "Proffer Statement"). For the purposes of this Memorandum of Clarification, the "Developer" refers to South Riding, LP, the sole owner of the Property, as well as its successors and assigns. The Developer hereby clarifies and amends the Proffer Statement as follows:

Proffer B. Capital Facilities Contribution

Amend the first sentence of Proffer B as follows: The Developer shall make a one time "Capital Facilities" cash contribution payable to the County of Loudoun in the amount of $26, 217.50 per single family detached market rate residential dwelling unit and $14, 419.30 per single family attached market rate residential dwelling unit constructed on the Property.

Proffer D. Transportation

Proffer D.4.

Proffer D.4. Riding Center Drive is hereby clarified and amended by deletion of the existing language of Proffer D.4. and the insertion of the following in its place:

4. <u>Riding Center Drive</u>

The Developer shall dedicate to the County a 66 foot wide right-of-way for Riding Center Drive (formerly known as Street A) from the northern entrance to the high school site to Braddock Road and construct, from Tall Cedars Parkway to Braddock Road, a 52 foot wide roadway section consisting of two travel lanes, bike lanes, and parking on both sides, consistent with <u>Exhibit 2</u> at the times specified herein. Developer will submit alternate traffic calming designs at intersections as a part of the construction plans and profiles for Riding Center Drive consistent with the Alternate Traffic Calming Techniques depicted and attached at <u>Exhibit 6</u>, dated August 2003 and revised through March 12, 2004. The Developer will implement the alternate traffic calming techniques contingent on VDOT and Loudoun County approval. Prior to August 1, 2005, or prior to the issuance of the first residential zoning permit, whichever comes first in time, Riding Center Drive shall be constructed between Tall Cedars Parkway and Braddock Road.

Notwithstanding the provisions of Paragraph 3, the segment of Riding Center Drive providing access to the high school site (between Tall Cedars and the southernmost entrance to the high school) shall be constructed and open to the public prior to August 1, 2005. The Developer shall coordinate with the Loudoun County School Board staff and Loudoun County to ensure that this segment of Riding Center Drive is available in the time frame needed for the projected high school site occupancy.

The Developer shall conduct a signal warrant analysis, design the signal, and if VDOT warrants are met, provide signalization for the intersection of Riding Center Drive and Braddock Road at the time of construction of Riding Center Drive. If the warrant analysis shows that the warrants are not met then the Developer shall provide a cash contribution of $140,000.00, adjusted in accord with the CPI as outlined in Proffer E, in lieu of signalization at Riding Center Drive and Braddock Road prior to issuance of the first residential zoning permit on the Property.

Proffer D.5.

Proffer D.5. Braddock Road is hereby clarified and amended by deletion of the existing language of Proffer D.5. and the insertion of the following in its place:

5. <u>Braddock Road</u>

The Developer shall dedicate to the County the necessary right-of-way along the Property frontage, and off-site, between the Property and existing Route 659, to accommodate one half of a four lane divided section. The right-of-way dedication shall be provided on the north side of Braddock Road and is to ensure a total of 45 feet in width from centerline. If off-site right-of-way or easements are needed for any of the improvements specified in these proffers and are not available, the Applicant shall make a good faith effort to purchase the same. Where right-of-way and/or easements cannot be obtained either (a) voluntarily though donation or proffer to the County; or (b) through purchase by the Applicant, then the Applicant shall request that the County acquire such right-of-way and/or easement by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Applicant, including but not limited to land acquisition costs. The initiation and prosecution of such eminent domain proceedings is solely within the discretion of the County.

The Developer shall construct a two lane, undivided road section, with appropriate turn lanes as required by VDOT standards, on Braddock Road from 500 feet east of Riding Center Drive to existing Route 659. Dedication and construction for Braddock Road shall occur prior to August 1, 2005. Notwithstanding the foregoing, the Developer shall dedicate the right-of-way along the Property frontage with Braddock Road at an earlier time, upon the request of the County. Should the County request the early dedication of right-of-way, such dedication shall not require construction plan approval and/or bonding earlier than would have been required under these proffers.

Prior to August 1, 2005, the Developer shall construct the intersection of Braddock Road and existing Route 659 in accord with <u>Exhibit 3</u>. Prior to such date the Developer shall also conduct a signal warrant analysis, design the signal and, if VDOT warrants are met, provide signalization at the intersection of Braddock Road and existing Route 659 at the time of construction of the intersection improvements. If the warrant analysis shows that such signalization is not warranted

then the Developer shall provide a cash contribution of $180,000.00, adjusted in accord with the CPI as outlined in Proffer E, in lieu of signalization at the Braddock Road /existing Route 659 intersection. Such cash contribution shall be made prior to the issuance of the first residential zoning permit for development on the Property.

BINDING EFFECT

Each of the undersigned hereby warrants that all of the owners of a legal interest of the Property have signed this Memorandum of Clarification, that he/she has full authority to bind the Property to these conditions either individually or jointly with the other owners affixing their signatures hereto, and that the Proffers are entered into voluntarily. All other proffers for ZMAP 2001-0010, South Riding Station, as outlined in the executed Proffer Statement last dated March 17, 2004, shall remain in full force and effect.

South Riding, LP

By: _____
Name:_____
Title:_____

STATE OF VIRGINIA)
)
COUNTY/CITY OF _____)

Subscribed and sworn before me this _____ day of _____ 2004.

_____
Notary Public

My Commission Expires: _____

PROFFER STATEMENT

Zoning Map Amendment (ZMAP 2001-0010)

South Riding Station

March 17, 2004

Preamble

Pursuant to the Code of Virginia, 1950, as amended, and the Loudoun County Zoning Ordinance (1993) as amended, South Riding, LP the sole owner of the property known as portions of Tax Map Number 101, Parcels 56 and 59 and portions of Tax Map Number 106, Parcel 2 ("Property"), as identified on the Certified Plat dated November 21, 2001 and revised through January 16, 2004 attached as Exhibit 4, and applicant for ZMAP 2001-0010 on behalf of itself and its successors in interest ("Developer"), hereby voluntarily proffers that if the Board of Supervisors approves ZMAP 2001-0010 to rezone the Property from PD-GI and PD-H4 administered as PD-H24 under the 1972 Zoning Ordinance to PD-H4 under the Revised 1993 Zoning Ordinance, to be administered as R-8 under the Affordable Dwelling Unit Development provisions, and the Zoning Modifications outlined in Exhibit 1, and the concurrently processed Zoning Concept Plan Amendment Application (ZCPA 2001-0010) for South Riding, then the development of the Property will conform with the development conditions set forth below. Said development conditions herein supercede all proffers and letters of clarification heretofore made on the Property. Exhibits referenced herein are attached hereto and hereby incorporated in this Proffer Statement.

Exhibits to: ZMAP 2001-0010:

1. Zoning Modifications
2. Riding Center Drive Typical Section
3. Gum Springs Road (Route 659) and Braddock Road Intersection Improvement Section
4. Certified Plat
5. Concept Development Plan, Sheets 1.1 and 1.2
6. Alternate Traffic Calming Techniques

A. LAND USE CONCEPT PLAN

1. **Conformance to Concept Development Plan.** Development of South Riding Station shall be in substantial conformance with the Concept Development Plan, Sheets 1.1 and 1.2 dated November 21, 2001 and revised through March 12, 2004, prepared by ParkerRodriquez Incorporated, attached as Exhibit 5. The Property shall be developed with no more than a total of 620 single family residential dwelling units, including the Affordable Dwelling Units, consisting of the following mix:

- 346 single family attached units; and
- 274 single family detached units.

2. **Recreation/Civic Facilities Provided.** The Developer shall construct, or cause to be constructed, the following facilities:

   - Community Swimming Pool, minimum 75.5 feet x 35 feet in size, and Bathhouse. The community bathhouse and swimming pool shall be constructed prior to the issuance of the 450th residential zoning permit at the location generally depicted on Sheet 1.1 of the Concept Development Plan, Exhibit 5. For the purposes of this paragraph, the term "constructed", as it applies to the community swimming pool and bathhouse, means constructed and having received occupancy permit prior to the issuance of the specified zoning permit.
   - Two tot lots/playgrounds; Developer shall construct two tot lots/playgrounds on the Property with play equipment designed for children ages 2-13 years. Developer shall seek input from the South Riding Proprietary on the type of play equipment and location of the tot lots/playgrounds. Construction of the first tot lot/playground shall be prior to the issuance of the 225th residential zoning permit and construction of the second tot lot/playground shall be prior to the issuance of the 450th residential zoning permit. For the purposes of this paragraph, the term "constructed" as it applies to the tot lots/playgrounds means constructed and in use prior to the issuance of the specified zoning permit.
   - A total of approximately 71 acres of open space, defined to include the above described recreation improvements (community swimming pool and bathhouse and tot lots/playgrounds), civic open space, RSCOD areas, and tree save and buffer areas depicted on the Concept Development Plan, shall be conveyed to the South Riding Proprietary as development proceeds at the time of subdivision of the areas adjacent to each such open space area.
   - Pedestrian Circulation System; Developer shall construct a pedestrian circulation system consisting of sidewalks and trails throughout the Property as shown on the Concept Development Plan (Sheet 1.2). The Pedestrian Circulation System shall be built in stages as the record plats and/or site plans are approved.
   - Multi-Modal Trail; Developer shall construct a 10 foot wide multi-modal trail (with minimum six (6) event stations) providing access from Tall Cedars Parkway to Braddock Road, as depicted on the Concept Development Plan. Notwithstanding the foregoing, the northern section of the trail is off-site along the County park frontage on the east side of Riding Center Drive, beginning at Tall Cedars Parkway and ending at Mandolin Street. Construction of this off-site section is contingent on County approval to construct on County property. From Mandolin Street the trail will cross Riding Center Drive following the internal

public street and the property boundary to the AT&T easement. The trail will continue within the easement south to Braddock Road. Trail spurs, 6 foot in width, connecting to the South Riding Station community pool and the high school site via the sidewalk system, will be provided. The trail shall be constructed in stages as the adjacent record plats and/or site plans, whichever is first in time, are approved. The off-site section of the trail located along the County park frontage, on the east side of Riding Center Drive, shall be constructed concurrent with the development of the adjacent residential subdivision on the west side of Riding Center Drive. For the purposes of trail construction the term "construct" is intended to mean constructed or bonded for construction.

Maintenance of the above-listed facilities, except for the off-site portion of the multi-modal trail, shall be the responsibility of the South Riding Proprietary. The off-site portion of the multi-modal trail is on County park property and, if constructed, will not be the maintenance responsibility of the South Riding Proprietary.

B. CAPITAL FACILITIES CONTRIBUTION

The Developer shall make a one time "Capital Facilities" cash contribution payable to the County of Loudoun in the amount of $18,479.47 per single family detached market rate residential dwelling unit and $9,433.19 per single family attached market rate residential dwelling unit constructed on the Property. For the purposes of these proffers the term "market rate" is defined to mean any unit that is not included as an affordable dwelling unit pursuant to Proffer J and the Loudoun County Zoning Ordinance. This Capital Facilities contribution shall be used for capital facilities in the Dulles South Planning Area of the County with first priority preference to be given to the two dedicated County parks (Conklin Park and the County park on Riding Center Drive) and the public library site (within Landbay A at the Town Center) within the community of South Riding and to the Dulles South Regional Library in the community of Stone Ridge. The Capital Facilities contributions shall be paid prior to the issuance of a zoning permit for each market rate residential unit. The per unit cash contribution shall be adjusted annually in accordance with the Consumer Price Index published by the Bureau of Labor Statistics, U.S. Department of Labor ("CPI").

C. TREE CONSERVATION

1. Tree Conservation.

Developer shall submit to the County, for review and approval, a Tree Conservation Plan for the "Tree Save" areas identified on the Concept Development Plan (Sheet 1.2) concurrent with the submission of the first set of construction plans and profiles for the Property. The Tree Save Areas may be adjusted to reflect final site engineering. The Tree Conservation Plan shall meet the requirements set forth in the Loudoun County Facilities Standards Manual. Upon approval, the Developer shall implement the Tree Conservation Plan as a part of development of the Property. Upon conveyance to the South Riding Proprietary, the Proprietary shall provide for the protection and maintenance of the Tree Save Areas in accord with the approved Tree Conservation Plan pursuant to Proffer G.

Based upon the recommendations contained in the approved Tree Conservation Plan, the Developer shall perform recommended maintenance within the Tree Save areas to foster the long term survival of the trees. Tree Save areas shall be protected during construction by fencing, a minimum of four feet in height, placed at the limits of clearing and grading or at the dripline of the Tree Save area, whichever is greater. Such fencing shall be installed prior to any land disturbing activity being conducted on any adjacent area, and shall be clearly visible to all construction personnel. The fencing shall be maintained throughout construction. A temporary sign stating "Tree Save Area-Do Not Disturb" [written in both English and Spanish], shall be posted so as to be clearly visible to on-site construction personnel.

As a part of the Tree Conservation Plan, the Tree Save areas may incorporate a pedestrian trail and enhanced park spaces. The limits for selective tree removal within the Tree Save areas for trails and enhanced park spaces shall be identified in the Tree Conservation Plan.

2. Specimen Oak Trees.

The Developer will preserve three specimen trees as follows:

- The white oak specimen tree (Tag number 313 in the Tree Inventory and possessing a 60-inch caliper) which is located on the Property and has been identified on the Concept Development Plan will be preserved as a part of an open space area. The open space area surrounding this specimen tree will provide a 90-foot in

diameter critical root zone setback to protect the tree during construction.

- The white oak specimen tree (Tag number 357 in the Tree Inventory and possessing a 50-inch caliper) which is located on the Property and has been identified on the Concept Development Plan will be preserved as a part of an open space area. The open space area surrounding this specimen tree will provide a 50-foot in diameter critical root zone setback to protect the tree during construction.

- The post oak specimen tree (Tag number 333 in the Tree Inventory and possessing a 40-inch caliper) which is located on the Property and has been identified on the Concept Development Plan will be preserved as a part of an open space area. The open space area surrounding this specimen tree will provide a 40-foot in diameter critical root zone setback to protect the tree during construction.

- During construction, the above-cited specimen oak trees shall be protected by fencing, a minimum of four feet in height, placed at the limits of the critical root zone setback. Such fencing shall be installed prior to any land disturbing activity being conducted on any adjacent area, and shall be clearly visible to all construction personnel. The fencing shall be maintained throughout construction. A temporary sign stating "*Tree Save Area – Do Not Disturb*" [written in both English and Spanish], shall be posted so as to be clearly visible to on-site construction personnel.

D. TRANSPORTATION

1. Internal Road Network.

Except as provided below for Riding Center Drive and Braddock Road improvements, all roads on the Property will be constructed in accordance with the County's regular subdivision procedure to provide access to internal parcels as they are developed.

2. Public/Private Streets.

Public roadways shall be designed and constructed per Virginia Department of Transportation (VDOT) standards and County Facilities Standards Manual (FSM). Private streets for single family attached units shall be designed and

constructed per the FSM. Private streets for limited areas of single family detached units shall be designed and constructed in accord with the design standard specified in the Zoning Modification, Exhibit 1. The limited single family detached areas to utilize private streets shall be as identified on Sheet 1.1 of the Concept Development Plan and as described in the ZMAP 2001-0010 modification for private streets at Exhibit 1.

All streets under private control shall be open to public use and subject to emergency vehicle easements, in a form to be approved by the County, granted to the County. A public access easement will be recorded over the private streets in the single family detached areas with the recordation of the record plat containing them.

3. Right of Way Dedication and Construction.

The Developer shall make transportation improvements in the manner and at the time specified herein, in order to provide adequate off-site access as well as enhance the regional road network within the County. All roads shall be constructed in accord with the Land Subdivision Development Ordinance (LSDO) and Facilities Standards Manual (FSM) requirements.

The Developer shall dedicate the right-of-way necessary to construct on-site public roadways as described herein. Dedication of on-site public roadways shall occur at the time of the first record plat or first final site plan, whichever is first in time, for any development lot abutting said right-of-way. The Developer shall provide performance guarantees for all roadway improvements in accordance with the requirements of the LSDO. For purposes of these proffers, the term "construct" is intended to mean constructed or bonded for construction and does not necessitate acceptance into the VDOT system prior to the issuance of a specified zoning permit.

4. Riding Center Drive.

The Developer shall dedicate to the County a 66 foot wide right-of-way for Riding Center Drive (formerly known as Street A) from the northern entrance to the high school site to Braddock Road and construct, from Tall Cedars Parkway to Braddock Road, a 52 foot wide roadway section consisting of two travel lanes, bike lanes, and parking on both sides, consistent with Exhibit 2 at the times specified herein. Developer will submit alternate traffic calming designs at intersections as a part of the construction plans and profiles for Riding Center Drive consistent with the Alternate Traffic Calming Techniques depicted and

attached at Exhibit 6, dated August 2003 and revised through March 12, 2004. The Developer will implement the alternate traffic calming techniques contingent on VDOT and Loudoun County approval. Prior to August 1, 2005, or prior to the issuance of the first residential zoning permit, whichever comes first in time, Riding Center Drive shall be constructed between Tall Cedars Parkway and the southernmost entrance to the high school site, including access to the southernmost entrance to the high school site. Notwithstanding the provisions of Paragraph 3, the segment of Riding Center Drive providing access to the high school site (between Tall Cedars and the southernmost entrance to the high school) shall be constructed and open to the public prior to August 1, 2005. The Developer shall coordinate with the Loudoun County School Board staff and Loudoun County to ensure that this segment of Riding Center Drive is available in the time frame needed for the projected high school site occupancy. Prior to the issuance of the 477th residential zoning permit on the Property, Riding Center Drive will be constructed between the southernmost entrance to the high school site and Braddock Road.

The Developer shall conduct a signal warrant analysis for the intersection of Riding Center Drive and Braddock Road prior to the issuance of the 477th residential zoning permit on the Property.

The Developer shall also design the signal, and provide signalization at the intersection of Riding Center Drive and Braddock Road prior to the issuance of the 550th residential zoning permit on the Property provided VDOT warrants are met. If warrants are not met, as evidenced by the signal warrant analysis conducted prior to the issuance of the 477th residential zoning permit, the Developer shall provide a cash contribution of $140,000.00, adjusted in accord with the CPI as outlined in Proffer E, in lieu of signalization at Riding Center Drive and Braddock Road prior to issuance of the 550th residential zoning permit on the Property.

5. **Braddock Road.**

The Developer shall dedicate to the County the necessary right-of-way along the Property frontage, and off-site, between the Property and existing Route 659, to accommodate one half of a four lane divided section. The right-of-way dedication shall be provided on the north side of Braddock Road and is to ensure a total of 45 feet in width from centerline. If off-site right-of-way or easements are needed for any of the improvements specified in these proffers and are not available, the Applicant shall make a good faith effort to purchase the same. Where right-of-way and/or easements cannot be obtained either (a) voluntarily though donation or proffer to the County; or (b) through purchase by the

Applicant, then the Applicant shall request that the County acquire such right-of-way and/or easement by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Applicant, including but not limited to land acquisition costs. The initiation and prosecution of such eminent domain proceedings is solely within the discretion of the County.

The Developer shall construct a two lane, undivided road section, with appropriate turn lanes as required by VDOT standards, on Braddock Road from 500 feet east of Riding Center Drive to existing Route 659. Dedication and construction for Braddock Road shall occur prior to the issuance of the 477th residential zoning permit for development on the Property. Notwithstanding the foregoing, the Developer shall dedicate the right-of-way along the Property frontage with Braddock Road at an earlier time, upon the request of the County. Should the County request the early dedication of right-of-way, such dedication shall not require construction plan approval and/or bonding earlier than would have been required under these proffers.

Prior to the issuance of the 477th residential zoning permit for development on the Property, the Developer shall construct, or bond for construction, the intersection of Braddock Road and existing Route 659 in accord with Exhibit 3. The Developer shall also conduct a signal warrant analysis, design the signal and, if VDOT warrants are met, provide signalization at the intersection of Braddock Road and existing Route 659 at the time of construction of the intersection improvements. If such signalization is not warranted when the intersection is constructed then the Developer shall provide a cash contribution of $180,000.00, adjusted in accord with the CPI as outlined in Proffer E, in lieu of signalization at the Braddock Road /existing Route 659 intersection. Said cash contribution shall be made prior to the issuance of the 550th residential zoning permit for development on the Property.

6. Interparcel Access.

As shown on Sheet 1.1 of the Concept Development Plan, the Developer shall construct an on-site public road to its western boundary with Pinebrook Village (ZMAP 2001-0004), which may be extended, by others, to provide for an interparcel connection. A temporary cul-de-sac shall be constructed until such time as the interparcel connection is constructed. The Developer shall also construct an on-site public road to its eastern boundary with Cedar Hunt to provide for an interparcel connection. In the event that either Pinebrook Village or Cedar Hunt constructs their respective interparcel road sections before

construction by the Developer, then the Developer shall tie on-site public roads to such respective off-site interparcel roadway.

7. **Transit Contribution.**

The Developer shall contribute $500.00 per market rate residential unit to be used for mass transit or regional road improvements serving the Dulles South Planning Area. This contribution shall be paid at the time of issuance of each residential zoning permit. The funds may be used, at the discretion of the County, for mass transit, park and ride facilities and/or Ride-Share Programs, or regional road improvements within the Dulles South Planning Area.

8. **Street C/Route 50 Interchange.**

The Developer shall make a one-time cash contribution payable to the County of Loudoun in the amount of $2,213.00 per single family market rate residential dwelling unit constructed on the Property. This contribution shall be paid prior to the issuance of a zoning permit for each market rate residential unit and shall be held by the County for construction of the Street C/Route 50 interchange. In the event an interchange is not to be constructed, as evidenced by the Board of Supervisors' adoption of a resolution or amending the Countywide Transportation Plan to remove the Street C/Route 50 interchange from the County's planned roadway improvements, these funds shall be used for road improvements in the Dulles South area, including but not limited to an interchange at Routes 50/606, widening of Route 50, the South Collector Road, Route 606 or Route 659. Notwithstanding the above, in the event the construction of the Street C/Route 50 interchange or the one-time cash contribution in lieu thereof is triggered under ZCPA 2001-0010, Proffer E. Transportation, 4.3.7. for South Riding, then the $2,213.00 per single family market rate residential dwelling unit contribution to be made under this zoning, ZMAP 2001-0010, shall be accelerated to provide any remaining contributions within sixty (60) days of request by the County. (Also reference ZCPA 2001-0010, Proffer E. Transportation, 4.3.7. Street C/Route 50 Interchange).

9. **Cash-In-Lieu of Construction.**

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 cost of constructing such improvements in lieu of actual construction if said improvements have been constructed by others. 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 specified in the applicable proffer for construction or for bonding of the improvements for construction. 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. In the event of a disagreement over the cost amount, the Loudoun County Board of Supervisors shall make the final determination.

E. CASH CONTRIBUTION CPI ADJUSTMENT

Unless otherwise indicated, the base year for all dollar figures expressed in the proffers shall be the year in which the rezoning is approved with adjustments each January 1 thereafter based on changes in the CPI.

F. UTILITIES

The Owner shall extend water and sewer service to South Riding Station at no cost to either the County or the Loudoun County Sanitation Authority. The Owner shall comply with the LCSA Statement of Policy, Rates, Rules, and Regulations, and Design Standards.

G. OWNERS ASSOCIATION

Each property owner, except for owners of publicly dedicated sites, shall be a member of the South Riding Proprietary (homeowners association) and shall have access to the facilities provided to the residents of South Riding. Likewise, the residents of South Riding shall have access to the facilities dedicated to the South Riding Proprietary as a part of the development of the Property. The Developer shall prepare all the necessary documentation to incorporate the Property into the South Riding Proprietary, and submit the documents to the County for review and approval prior to approval of the first record subdivision or first site plan for the Property, whichever is first in time. The documents necessary to incorporate the Property into South Riding Proprietary will be recorded in conjunction with the record plat(s) for South Riding Station.

The documents shall include provisions that require the South Riding Proprietary to assume responsibility 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 association and maintenance and repair of all applicable private streets. The South Riding Proprietary shall also be responsible for the maintenance of all storm water management facilities constructed on the Property and

all public trails not dedicated to the County or VDOT. The South Riding Proprietary shall provide for the protection and maintenance of the Tree Save areas depicted on Sheet 1.2 of the Concept Plan and shall adhere to the Tree Conservation Plan that will be developed for the Property (Reference Proffer C). It is the intent to preserve the Tree Save areas and allow no clearing except as provided herein. Trees may be removed due to disease or other natural damage, such as a lightening strike or wind damage, or as recommended by an arborist or the County Forester to provide for the overall viability of the Tree Save area. Enhanced park spaces and trail areas, approved and constructed in accord with the Tree Conservation Plan, shall also be maintained.

H. EMERGENCY SERVICES

1. **Contribution.** At the time of the issuance of each zoning permit, the Developer shall make a one-time contribution of $120.00 per unit for each residential unit for distribution by the County to the volunteer fire and rescue companies providing service to the Property. Said contribution shall escalate on a yearly basis from the base year of 1988 and changing effective each January 1 thereafter based on the Consumer Price Index (CPI) as prepared for the Metropolitan Washington Statistical Area and shall be divided equally between the primary servicing fire and rescue services.

   Notwithstanding the preceding, at such time as the primary fire and/or rescue service to the Property is no longer provided by an incorporated volunteer company(s), the contributions set forth herein shall be discontinued or, if only one such service is no longer provided by an incorporated volunteer company, then, cut in half and be provided only to the remaining volunteer company. The intent of this proffer is to obligate financial contributions to a volunteer fire and/or rescue company only for so long as it is the primary provider of fire and/or rescue services to the Property.

2. **Sprinkler Systems.** The Developer shall require all builders to provide, as an option to purchasers of single family detached and single family attached residences built on the Property, the opportunity to purchase, and have installed, residential sprinkler systems for each such residence. 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. The Owner shall require all builders to install residential sprinkler systems in representative demonstration models of each type of dwelling constructed on the Property.

3. **Temporary Emergency Access.** The Owner shall provide all-weather gravel compacted access for emergency vehicles to all portions of the Property under construction, satisfactory to the Fire Marshall's Office, not later than the framing stage of construction.

I. ENVIRONMENTAL PROTECTION

1. **Stormwater Management.** A Preliminary Stormwater Management Plan for the Property shall be submitted for review and approval at the time of the submission of the first preliminary subdivision application.

2. **Wetlands.** Developer shall provide to the County evidence of compliance with Section 404 of the Clean Water Act at the time of submission of the first set of construction plans and profiles or site plans, whichever is applicable.

3. **Existing Wells and Drainfields.** In accordance with County Health Department requirements, the Developer shall abandon all existing wells and/or drainfields located on the Property.

4. **Geotechnical Report.** The Developer shall prepare and submit Geotechnical Studies for the Property in accord with the Facilities Standards Manual in conjunction with the submission of Construction Plans and Profiles for each section.

J. AFFORDABLE HOUSING

A total of 6.25 percent of the total number of residential units in South Riding Station shall be provided for sale as Affordable Dwelling Units, consisting of single family attached dwelling units in accordance with provisions of the Affordable Dwelling Unit Ordinance (Article 7 of the Zoning Ordinance).

K. ARCHAEOLOGICAL RESOURCES

Archaeological Site 44-LD565 shall be preserved within a fifty (50) foot permanent open space buffer along the western edge of the Property as shown on the Concept Development Plan, Sheet 1.2. Prior to construction in the vicinity of Archaeological Site 565, fencing shall be installed to protect the site from any land disturbing activity. The fencing shall be a minimum of four feet in height, placed around the outer limits of the site and maintained throughout construction. A temporary sign stating "Do Not Disturb" [written in both English and Spanish] shall be posted so as to be clearly visible to on-site construction personnel.

L. SCHOOL SITE

The Developer shall dedicate a public school site of approximately 20 acres in size, in the location depicted on the Concept Development Plan, at the time of record plat approval for the single family detached homes located south of and adjacent to the school site, or, alternatively, within 18 months of receipt of written notice from the School Board requesting dedication of the school site, whichever is first in time.

The Developer shall clear and rough grade the school site, construct the extension of sewer, water, electric, gas and telephone service to the perimeter of the site, and construct public street access including sidewalk access, to serve the school site, prior to dedication. For the purposes of these proffers the term "construct public street access" is intended to mean constructed or bonded for construction. In any event, the segment of Riding Center Drive between Tall Cedars and the northernmost entrance to the public school site shall be constructed and open to the public prior to August 1, 2005. The segment of Riding Center Drive between the northernmost entrance to the public school site and the public residential cul-de-sac street along the school site's southern boundary as well as said public residential cul-de-sac street shall be constructed and open to the public prior to school site occupancy.

The Developer shall also design and construct the stormwater management detention facilities for the Property to accommodate the school site. The stormwater management detention facilities will be located off of the school site and shall be available prior to dedication of the school site.

Within 12 months of approval of ZMAP 2001-0010, the Developer shall provide copies of the historic resources and archeological survey, endangered and threatened species habitat evaluation, wetlands evaluation, geotechnical evaluation and environmental study prepared for the Property which includes this proffered school site.

In lieu of the grading proffered by the Developer, upon the written request of the School Board and with notification to the County, 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), contribute $375,000 to the School Board, which the School Board can use to prepare a geotechnical evaluation, grade the school site and prepare the building pad for construction.

The Developer reserves the right to review and comment on the color selection for the school building brick and roof materials.

The school site shall be exempt from the South Riding Proprietary.

M. BINDING EFFECT

Each of the undersigned hereby warrants that all of the owners of a legal interest of the Property have signed this Proffer Statement, that he/she has full authority to bind the Property to these conditions either individually or jointly with the other owners affixing their signatures hereto, and that the Proffers are entered into voluntarily.

South Riding, LP

By: _____
Name:_____
Title:_____

STATE OF VIRGINIA)
)
COUNTY/CITY OF _____)

Subscribed and sworn before me this _____ day of _____ 2004.

_____
Notary Public

My Commission Expires: _____

EXHIBIT 1

SOUTH RIDING STATION

~ Zoning Modifications ~

March 17, 2004

Section 6-1504 of the 1993 Zoning Ordinance permits modifications to the zoning and subdivision requirements if the Board finds that such *"modifications will achieve an innovative design, improve upon the existing regulations, or otherwise exceed the public purpose of the existing regulation. No modification will be granted for the primary purpose of achieving the maximum density on a site."* As part of this rezoning request, four modifications are requested.

1. **MODIFICATION OF ZONING ORDINANCE AND LSDO TO PERMIT CONSTRUCTION OF SINGLE FAMILY DETACHED HOMES ON PRIVATE STREETS:**

   ZONING ORDINANCE: Section 1-205(A), Section 3-511(C), Section 4-110(B), and Section 7-803(F)(2)

   LAND SUBDIVISION DEVELOPMENT ORDINANCE: Section 1245.01(2), and FACILITIES STANDARDS MANUAL: Section 4-330D.3.f.

Modification

Modify Zoning Ordinance Sections 1-205(A), 3-511(C), 4-110(B), and 7-800(F)(2) and LSDO Section 1245.01(2), 4.330D.3.f. to permit the use of internal private streets to serve a limited number of single family detached homes.

Justification

The original South Riding development (approved as ZMAP 1991-0005) was designed as a "traditional" neighborhood with a hierarchy of streets, neighborhoods, parks and open space, and community features. Areas of private streets serving single family detached dwellings were approved under ZCPA 1994-0006, which modified the 1972 Zoning Ordinance, as reflected on Exhibit 6 of the South Riding Design Guidelines prepared by CHK Architects and Planners (dated July 20, 1995/Revised June 10, 1996). South Riding Station is an extension of that community and will provide many of the same elements and design components. The specific design elements and components to be utilized in South Riding Station that are present in South Riding are the traditional design single family detached homes situated on grid street patterns served by alleys. Garages will be located to the rear of the lot with the homes fronting on either the public street or open space areas/public street. On street parking and a comprehensive pedestrian system throughout the community with connecting sidewalks in front of the single family detached home are amenity components to be provided. The continuation of the

immediately adjacent neighborhood design in Section 78 of South Riding will afford a seamless community design.

The South Riding Station design reflects a design based primarily on public streets except for three limited single family detached areas as identified on the Exhibit SRS 1.1, Concept Development Plan. The total number of single family detached homes located on private streets would be less than forty (40), or approximately 15% of the total number of single family detached homes.

The proposed zoning is PD-H 4, to be administered under the R-8 provisions. There are three traditional design lot situations:

Condition 1: Lots served by townhouse design streets where the street connects to a public street but the lots do not possess frontage on a public street. There is a small area of traditional design lots consisting of approximately 12 lots that are proposed to be served by private townhouse design streets. This area is an extension of the design in Section 78 of South Riding, immediately to the east across Mandolin Street, and as proposed to the north within South Riding Station. These lots do not have frontage on a public street. They could be served by cul-de-sacs but we believe the proposed alternate street section will afford more open space and reduce impervious surface as well as continue the residential street pattern thereby maintaining the desired integration of South Riding Station into South Riding. (Reference Attachments 1 and 1a)

Condition 2: Lots served by alleys with open space between the lot and the public road. In two areas the proposed design provides common open space between the lots and the public street. We believe the common green will make a more aesthetically pleasing design for the overall community. The lot lines could be extended to the public street, but in doing so, the greenway along the road would become privately held and maintained. We understand a modification is needed for these lots and seek a modification to the public street frontage requirements and to the street design requirements of the FSM to allow the use of an alley (instead of a townhouse design street). The use of the alley design standard will allow the street section to be consistent for the single family detached homes that front on public streets (as outlined under #3 below) and for the single family detached homes that have open space between the lot and the public street. There are approximately 24 lots that are in this design category. The street design

modification is needed pursuant to Section 4.330 D. 3. f. (Reference Attachments 2 and 2a)

Condition 3: Lots with public road frontage, served by alleys. Section 3-507 (H) (1) and (2) , Other, under Lot Requirements for Traditional Design Option for Single Family Detached Housing, provide that *(1) blocks shall generally be in a grid pattern with interconnecting streets or alleys* and *(2) parallel parking may be provided on streets in front of residential lots.* The FSM reiterates the use of alleys under Section 4.330 D. 1. d. citing the use of *"alleys as permitted in the Zoning Ordinance"* and Section 4.330 D. 3. f. recognizing that *"alleys are a means of secondary access, and properties served by an alley shall have separate frontage on a public or private roadway."* The majority of the proposed traditional design lots possess frontage (defined as lot width in Article VIII of the Zoning Ordinance) on a public street that will be constructed to VDOT standards for inclusion in the state highway system. These lots will be served by alleys (vehicular access to their garages) and will be served by the public street with on-street parking, pedestrian walkways from the house to the street and sidewalks along the street. There are approximately 108 lots meeting this criteria. We believe the Zoning Ordinance permits this design by right and does not necessitate a zoning modification. (Reference Attachment 3A)

In summary, the limited use of private streets will help reduce the amount of the on-site asphalt and will increase the open space areas, resulting in a more attractive residential environment. In each of the three limited modification areas, public streets could be provided without impacting the density. However, the impact of providing the public streets would be to reduce the amount of open space and/or common open space under Condition 1, cul-de-sacs could be added to supplement the proposed private streets accessing the alleyway garages but in doing so, the overall green space would be reduced. In Condition 2, the lot lines could be extended to the street to provide public street frontage. But again, in doing so, the planned common green along the public street would become privately controlled open space as opposed to a common green along the street corridor. The proposed modification for these limited areas will, in our opinion, result in a design that better serves the public purpose. Please reference Exhibit SRS 1.1 Concept Plan for the proposed ZMOD locations and the ZMOD private street attachments illustrating the design with and without private streets and the development standards to be utilized.

2. MODIFICATION OF MINIMUM BUFFER REQUIRED ADJACENT TO AN EXISTING RESIDENTIAL DISTRICT/DEVELOPMENT:

ZONING ORDINANCE: Sections 3-507(G), 3-509(C), 4-109(C) and 4-110(I)(2)

Modification

Modify Sections 3-507(G), 3-509(C), 4-109(C) and 4-110(I)(2) to eliminate the 50-foot permanent open space buffer between Land Bay Z, the adjacent high school site, and Sections 77 and 78 of South Riding.

Justification

The land area that comprises South Riding Station is a part of South Riding (ZMAP 1991-0005) and therefore is internal to the planned development community. South Riding Station was designed to create a seamless connection between the two parts of the development. Introduction of a permanent 50-foot buffer between existing and proposed residential lots would disrupt the effort to blend these two sections into one community. Sufficient open space (71 acres) has been incorporated into the site design to offset any loss due to the elimination of this buffer. Also, along the southeastern edge of Land Bay Z, the property abuts the high school site, which, at this location, provides a natural open space area ranging in width from 30 to 300 feet. Please reference Exhibit SRS 1.2, Concept Plan, for the proposed location of the modification in relation to adjoining uses.

3. MODIFICATION OF THE DEVELOPMENT SETBACK AND ACCESS FROM MAJOR ROADS:

ZONING ORDINANCE: Section 3-511(A)

Modification

Reduce the building setback for buildings adjacent to streets from 25 feet to 15 feet to permit development in accord with Section 7-803(C)(1)(a) and Section 7-803(C)(2)(a).

Justification

The Revised General Plan recommends, and the Zoning Ordinance requires, that residential developments of 50 or more units provide for affordable dwelling units (6.25 percent of total units). As an incentive to developers to construct units, and in an effort to minimize lost revenue due to below market-rate units, a certain degree of flexibility (and reduction) in lot size and yard size was included in the district regulations under Article 7. Administration and Regulation of Affordable Dwelling Unit Developments. For single family detached units under Section 7-

803(C)(1)(a) the front yard is 15 feet, minimum. The Revised General Plan also recommends that residential communities in the Suburban Policy Area be designed in the traditional design pattern. The Zoning Ordinance permits this as well, allowing under Section 3-507(C)(a) a minimum front yard of 15 feet. However, Section 3-511(A) requires the application of a 25-foot development setback, which seems to be internally inconsistent, diminishes the flexibility provided under Article 7, and precludes the implementation of the traditional community design goals to strengthen the relationship between structures and the street and to strengthen streetscapes overall. The purpose of this modification is to clarify the administration and allow the application of the 15-foot setback pursuant to Sections 3-507(C)a and 7-803(C)(1)(a) and 7-803(C)(2)(a).

4. MODIFICATION OF PARKING STANDARDS TO ALLOW ON-STREET PARKING TO SATISFY (A PORTION OF) THE PARKING REQUIREMENTS FOR THE COMMUNITY CENTER:

ZONING ORDINANCE: Sections 5-1102(F)(4)

Modification

Seek approval to utilize on-street parking along the Riding Center Drive frontage and the loop road serving the community center site to satisfy a portion of the parking requirements for the community center.

Justification

Section 5-1102 (F) provides the ability to adjust parking requirements. One of the acceptable methods for an on-site parking reduction is the availability of on-street parking. South Riding Station is planned as a traditional community that incorporates the use of on-street parking. In fact, Riding Center Drive was redesigned at the recommendation of staff to provide parking on both sides of Riding Center Drive. It is proposed to utilize on-street parking on both the Riding Center Drive frontage and the loop road serving the community center site to satisfy a portion (54 spaces) of the required parking spaces for the planned community center. It is not known at this time how many spaces will be required for the community center. The number of spaces will ultimately depend upon the square footage of the uses contained within the building. This request simply seeks the ability to utilize the on-street parking to satisfy a portion of the required parking at the time of site plan.

Attachment 4 (Parking Facility Parking Modification) illustrates on-street parking spaces in relation to the community facility. This illustration demonstrates that one side of the on-street parking is contiguous to the community center parcel and would not be required to meet any residential parking needs. The graphic shows the individual parking spaces that will be available for the proposed community facility. The applicant calculates that approximately 54 parking

spaces are available on the perimeter of the site and respectively requests that these spaces be utilized to satisfy a portion of the parking spaces as determined by the Fire Marshall at time of site plan application.

The enhanced public purpose of this modification results by the reduction of impervious surface and the increase in open space at the community center. By utilizing on-street parking to satisfy a portion of the on-site parking requirements the amount of impervious surface will be reduced thereby providing the ability to provide a larger portion of the site in recreational open space amenities. We submit that both the reduction in impervious surface and the increase in on-site central green improves upon the existing regulations and better serves the public.

EXHIBIT 1

SOUTH RIDING STATION

~ Zoning Modifications ~

March 17, 2004

ATTACHMENTS TO EXHIBIT 1: ZONING MODIFICATIONS

1. Graphic depicting "Condition 1" locations, lots served by townhouse design streets where the street connects to a public street but the lots do not possess frontage on a public street.

1A. (2 sheets) Graphic depicting typical lot layouts and access for Condition 1.

2. Graphic depicting "Condition 2" locations, lots served by alleys with open space between the lot and the public road.

2A. (2 sheets) Graphics depicting typical lot layouts and access for Condition 2.

3A. (2 sheets) Graphics depicting typical lot layouts and access for Condition 3, lots with public road frontage, served by alleys.

4. Public Facility Parking Modification.

Amendment to Proffer Statement

SOUTH RIDING

Zoning Concept Plan Amendment (ZCPA 2001-0010)

March 17, 2004

Preamble

Pursuant to the Code of Virginia, 1950, as amended, and the Loudoun County Zoning Ordinance (1972) as amended, South Riding, LP (successor in interest to Trafalgar House Property, Inc.) the sole owner of the property known as portions of LCTM 101, Parcel 59, LCTM 106, Parcel 57, LCTM 106B((1)), Parcel 1D and LCTM 106B((16)), Parcels D-1, D-2, B-1, B-2, B-3, B-4 and A. (MCPI 164-29-6606, 165-39-9669, 127-18-5526, 127-27-7419, 127-27-3902, 127-16-8165, 127-17-0763, 127-17-2951, 127-17-1781, 128-46-8888) ("Property"), and applicant for ZCPA 2001-0010 on behalf of itself and its successors in interest ("Developer"), hereby voluntarily proffers that if the Board of Supervisors approves ZCPA 2001-0010 to revise the Land Use Concept Plan for South Riding and the concurrently processed Zoning Map Amendment Application (ZMAP 2001-0010) for South Riding Station, then the development of the Property as identified on the Certified Plat dated February, 2003 and revised through March 12, 2004 in Exhibit 3, will conform with the development conditions set forth below. All other proffers previously accepted by the County, relating to all portions of South Riding, except where superseded or amended herein, shall continue in full force and effect, including the proffers approved in ZMAP 1991-0005, ZMOD 1993-0001, ZCPA 1994-0006, ZMAP 1995-0012, ZCPA 1995-0006, ZCPA 1997-0001, ZCPA 2001-0001, and ZMAP 2002-0008. Exhibits and Tables referenced herein are attached hereto and hereby incorporated in this Proffer Statement.

Exhibits to: ZCPA 2001-0010:

1. 1.0 Land Use Concept Plan
2. 4.4 Transportation Phasing Plan
3. Certified Plat

A. REVISE 1.0. LAND USE CONCEPT PLAN

Developer proffers that development of the Property shall be in substantial conformity with the revised Land Use Concept Plan (the "Concept Plan") attached hereto, entitled South Riding 1.0 Land Use Concept Plan, prepared by Torti Gallas and Partners CHK, as originally approved December 1, 1992 and last revised March 17, 2004 by Urban Engineering and Associates, Inc., attached hereto and made a part hereof as Exhibit 1. The Concept Plan shows the development of South Riding at ultimate buildout and reflects the changes made by these proffer amendments.

E. TRANSPORTATION

(Note: Transportation improvements associated with Riding Center Drive and Braddock Road that are deleted under ZCPA 2001-0010 (Phases 1A, 3A and 5) are re-established under ZMAP 2001-0010. In addition, proportional contributions, based on the cash in lieu of construction contribution required pursuant to Proffer E. Transportation, 4.3.7 are transferred from the South Riding Proffers to ZMAP 2001-0010, South Riding Station. These funds are to be held for the construction of the Street C/Route 50 Interchange. If the interchange is constructed, the funds would be applied to the interchange improvement. In the event the Street C/Route 50 Interchange is not constructed, then these funds could be utilized for alternate regional transportation improvements.)

Amend Proffer 4.3, Right-of-Way Dedication and Construction, as follows:

4.3 4. Braddock Road

The Developer shall dedicate to the County the necessary right-of-way from the center line of existing Braddock Road, not to exceed 45 ft., to accommodate one-half of a four lane divided Braddock Road along the boundary of the Property in the general location as shown on Exhibit 2.1A. The Developer shall acquire and dedicate to the County off-site right-of-way on the north side of Braddock Road from Street I east to the Fairfax County line ~~and from Street A west to Route 659~~ no more than 45 feet, increasing in width as necessary for turn lanes, from the existing center line to accommodate one-half of a four lane divided road. The Developer shall construct Braddock Road as a two-lane undivided cross-section roadway with appropriate turn lanes as required by VDOT standards from Street I east to the Fairfax County line and ~~from 500 feet east of Street A to Route 659, and~~, in addition, from Route 606 extended to Street I provided sufficient right-of-way from Route 606 extended to Street I is dedicated by others, all as shown on Exhibit 2.1A in accord with and at such time as specified in the Transportation Phasing Plan.

4.3 7. Street C/Route 50 Interchange

(Note: Since the approval of South Riding the Route 50 Corridor Study was adopted, CPAM 1997-0005, depicting an interchange at Street C/Route 50. The results of the Route 50 Corridor Study have been incorporated into the Countywide Transportation Plan which was adopted July 23, 2001. Reference page 3-6 of the Countywide Transportation Plan.)

In the event an interchange is designated for this location on the Route 50 Corridor Plan, the Developer shall dedicate sufficient land, on and off-site, and design and construct

such interchange, unless mutually agreed otherwise, at the time indicated on the Transportation Phasing Plan. If the Route 50 Corridor Plan does not designate an interchange at this location, the Developer shall contribute funds to the County not to exceed Six Million Five Hundred Fifteen Thousand Dollars ($6,515,000) (~~$6,000,000~~) at the time indicated on the Transportation Phasing Plan, for acquisition of right-of-way or construction of other roadways in the Dulles South Area, unless mutually agreed by the County and the Developer that an interchange shall be constructed at this location. Any funds contributed shall be used for road improvements in the Dulles South area, including but not limited to an interchange at Route 50/606, widening of Route 50, the South Collector Road, Route 606 or Route 659. The design of an interchange at Street C and Route 50 shall be agreed upon by the County and Developer. (Also reference ZMAP 2001-0010, Proffer D.8.) The base year for these funds shall be the year in which the zoning concept plan amendment (ZCPA 2001-0010) is approved with adjustments each January 1 thereafter based on changes in the CPI.

4.4 Transportation Phasing Plan

The South Riding proffers provide a Transportation Phasing Plan for on-site and off-site road improvements. Developer proffers revised Exhibit 4.4, Transportation Phasing Plan, originally dated December 1992 and revised January 16, 2004, incorporated herein as Exhibit 2. Table 3 is hereby amended to remove the transportation improvements related to certain parcels of land (landbays) from the South Riding proffer statement as outlined in Table 3 below. As in ZMAP 1991-0005 and subsequent amendments to South Riding, HOA/Civic uses, Neighborhood Centers, institutional uses, religious uses and recreational uses are not included in the Transportation Phasing Plan for triggering improvements.

Table 3
Transportation Phasing Plan for South Riding
November, 1992
(Revised November 2002)

Phase	**Description of Transportation Improvements**
Phase 1	
758 dwellings, Land Bay A, B, G, J or K. 229,000 sq. ft office, Land Bay A, H or I. 160,000 sq. ft. retail, Land Bay A. 36,500 sq. ft light industrial Land Bay H.	1) Build 4 lane divided Street C from Route 50 to Town Center. 2) Build 4 lane divided south collector from 621 to Street E. 3) Intersection Improvements - Route 50- and Street C including signalization, right turn lane, double left turn inbound and outbound 4) Build third lane on eastbound and westbound sides of Route 50 from 500 feet west of Street C to 500 ft. east of Route 742.
~~Phase 1A~~ ~~600,000 sq. ft general industrial, Land Bay V.~~ (See ZMAP 2001-0010)	(See ZMAP 2001-0010 Proffers) ~~5) Intersection Improvements Braddock Rd. and Route 659 including signalization~~ ~~6) Build 2 lane Braddock Rd. from Route 659 to 500 ft. east of Street A.~~ ~~Construct a part of a 4 lane Street A from Braddock Road north to the extent necessary to serve development subject to approval of VDOT and the County. Until VDOT accepts such portion into the State Highway System, a maintenance bond shall be kept in effect.~~

Table 3 Transportation Phasing Plan for South Riding November, 1992 ***(Revised November 2002)***	
Phase	**Description of Transportation Improvements**
Phase 3A ~~100,000 sq. ft. light industrial flex, Land Bay U.~~	(See ZMAP 2001-0010 Proffers) ~~1) Construct 4 lane Street A from Land Bay U to that portion of Street A built in Phase 1A or an alternative access to Route 659.~~
Phase 4 943 additional dwellings Land Bays A, B, C, C-1, ~~F~~, G, K, J, P, Q, Q-1, R, R-1 or S. 100,000 sq. ft. office, Land Bay E. 270,000 sq. ft. retail, Land Bay E. ~~150,000 sq. ft. light industrial, Land Bay U.~~ 50,000 sq. ft. flex, Land Bay E.	1) Construct additional intersection improvements at 606 and Route 50 including modified signalization, two left turn lanes westbound on Route 50, one channelized right turn lane eastbound on Route 50, one right turn lane southbound on Route 606, two through lanes southbound on Route 606, two left turn lanes northbound on Route 606, two through lanes northbound on Route 606 and one channelized right turn lane on Route 606; all subject to available right-of-way and not proffered or constructed by others. 2) Build 4 lane Route 606 extended from Route 50 to Street B-2. 3) Build 4 lane South Collector from 606 extended to South Collector constructed in Phase 2. 4) Continue 4 lane Route 606 500 ft. north of Route 50 if not already constructed by others.

Table 3
Transportation Phasing Plan for South Riding
November, 1992
(Revised November 2002)

Phase	**Description of Transportation Improvements**
Phase 5	
1,909 additional dwellings, all remaining units, Land Bays a, B, C, C-1, D, E, G, J, K, L, M, N, O, P, Q, R, R-1 and S.	1) Build 4 lane divided Route 606 extended from the section constructed in Phase 4 to south property line. Extend such Route 606 from south property line to Braddock Road upon dedication of sufficient right-of-way by others.
~~500,000 sq. ft. general industrial, Land Bay V.~~	
50,000 sq. ft. light industrial	2) Build third lane on north and south sides of Route 50 from 500 ft. west of Property line to west of Street C.
100,000 sq. ft. office, Land Bay E.	3) Build 4 lane Street A from 606 extended 1000 ft. South.
30,000~~35,000~~ sq. ft. retail, Land Bay H.	4) Build South Collector from Route 606 extended west to Street A.
~~100,000 sq. ft. flex~~ 73,108 sq. ft. office, 29,481 sq. ft. retail, a gas station and the Public Safety Center, Land Bay ~~E or~~ F.	5) Build South Collector from Street A to west property line.
140 room hotel, Land Bay A or H.	6) Building South Collector from Street A to west property line.
	~~7) Complete Street A~~. (See ZMAP 2001-0010 Proffers)
	8) Build 2 lane Braddock Road from Street J to Route 606 extended; provided that right-of-way from Street I to Route 606 extended as shown on Exhibit 2.1A is provided by others.

Table 3 Transportation Phasing Plan for South Riding November, 1992 ***(Revised November 2002)***	
Phase	**Description of Transportation Improvements**
Phase 6 All remaining development in Program Summary Land Bays A, ~~F,~~ H, I, ~~T, U and V~~.	1) Construct Street C/Route 50 interchange or contribute equivalent funds.

F. BINDING EFFECT

Each of the undersigned hereby warrants that all of the owners of a legal interest of the Property have signed this Proffer Statement, that he/she has full authority to bind the Property to these conditions either individually or jointly with the other owners affixing their signatures hereto, and that the Proffers are entered into voluntarily.

South Riding, LP

By: _____
Name:_____
Title:_____

STATE OF VIRGINIA)
)
COUNTY/CITY OF _____)

Subscribed and sworn before me this _____ day of _____ 20___.

_____
Notary Public

My Commission Expires: _____