

PROFFER STATEMENT
ZRTD 2009-0003
Steeplechase Sportsplex, LLC

March 10, 2010
March 24, 2010
April 6, 2010



Steeplechase Sportsplex, LLC, the Owner of the property described as Steeplechase Section 2, Lot 12A, and designated as Loudoun County Tax Map Number 80 ((20)) Parcel 12 (MCPI #031-46-0125), (the “Applicant”), on behalf of itself and its successors in interest, hereby voluntarily proffers that in the event that the above referenced parcel (the “Property”) is rezoned by the Loudoun County Board of Supervisors (herein after referred to as “the County”) to the Planned Development Industrial Park (“PD-IP”) zoning district administered under the Revised 1993 Zoning Ordinance, as substantially set forth in the Concept Plan described below dated October 27, 2009, revised through March 31, 2010, and further described in its application ZRTD 2009-0003, the development of the Property shall be in substantial conformance with the following conditions, pursuant to Section 15.2-2303 of the Code of Virginia (1950), as amended. These proffer conditions are the only conditions offered on this rezoning application, provided that the proffers of this application, ZRTD 2009-0003, shall become effective only upon final approval of the Zoning Map Amendment application ZRTD 2009-0003 submitted by the Applicant. Notwithstanding the foregoing and regardless of whether this application is approved, Applicant acknowledges and agrees that the prior development conditions applicable to the Property, approved with SPEX 2002-0029 (Steeplechase Sportsplex) dated March 14, 2003 are hereby reaffirmed and shall remain in force and effect in any event.

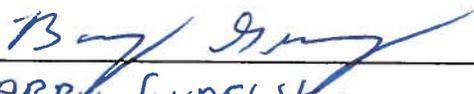
1. **CONCEPT PLAN**

The development of the Property shall be in substantial conformance with Sheet 2 of 2 of the plan set entitled “Steeplechase Sportsplex ZRTD 2009-0003 Zoning Conversion from 1972 Zoning Ordinance to Revised 1993 Zoning Ordinance” dated October 27, 2009, revised through March 31, 2010, prepared by Bowman Consulting Group, Ltd., and incorporated herein by reference as Exhibit

A. The said Sheet 2 is more specifically identified as Sheet 2 of 2 – “Concept Plan.” Sheet 2 of 2 shall control the general development, layout and configuration of the Property, provided that all requirements and use limitations of the PD-IP zoning district of the Revised 1993 Zoning Ordinance must be complied with and will take precedence over the Concept Plan.

The undersigned hereby warrants that all the owners of any legal interest of the Property have signed the foregoing proffer statement, that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that he/she has full authority to bind the Property to these conditions, either individually or jointly with the other owners attaching their signatures hereto, and that the foregoing proffers are entered into voluntarily.

STEEPLECHASE SPORTSPLEX, LLC by

Signature:  [SEAL]
Name: BARRY GUDELSKY
Title: MANAGING MEMBER
Date: 4/8/10

County of Loudoun, Commonwealth of Virginia

I, the undersigned notary public, in and for the state and city/county aforesaid, do hereby certify that Barry Gudelsky, whose name is signed to the foregoing instrument, has acknowledged the same before me.

Subscribed and sworn to before me this 8th day of April, 2010.

My Commission Expires:

8-14-11


Notary Public

Notary Registration #: _____