

ARCOLA CENTER

ZMAP 2006-0015

PROFFER STATEMENT

November 1, 2007
(revised as of November 29, 2007)

PREAMBLE

Arcola Limited Partnership, as the owner of property described as Loudoun County Tax Map 101, Parcels 43A and 97 (portions of which are subject to this application), and Tax Map 101C ((2)), Parcels 1 through 5 (PIN: 163-27-3386 (portion), 162-17-2899 (portion), 163-26-4764, 163-26-3341, 163-26-5032, 163-26-7931 and 163-26-9824, respectively), together with Hazout, SA, as the owner of property described as Loudoun County Tax Map 101, Parcel 42 (PIN: 163-36-7830) (all referenced properties and portions of properties identified on the Rezoning Plat submitted with this rezoning application are hereinafter referred to collectively as the "Property") (all owners hereinafter collectively referred to as the "Applicant"), hereby voluntarily proffer, pursuant to Section 15.2-2303, Code of Virginia (1950), as amended, and Sections 6-1200 and 6-1500, inclusive, of the Revised 1993 Zoning Ordinance of Loudoun County, Virginia (the "Zoning Ordinance"), that in the event the Property is rezoned by the Board of Supervisors of Loudoun County, Virginia (hereinafter referred to as the "County"), to the PD-TC, Planned Development-Town Center zoning district, the PD-IP, Planned Development-Industrial Park zoning district, the PD-CC(RC), Planned Development - Commercial Center, Regional Center zoning district, the R-8 Single Family Residential zoning district, the R-16 Townhouse/Multifamily Residential zoning district, and the R-24 Multi-family Residential District all as shown on the Arcola Center rezoning plan set (the "Plans"), including the Concept Development Plan defined below and incorporated herein by reference as Exhibit A, prepared by Bowman Consulting Group, Ltd., dated May 10, 2006 and revised through November 28, 2007, along with modifications pursuant to Section 6-1500 of the Zoning Ordinance as described in Exhibit B attached hereto and incorporated herein by reference, the development of the Property will be in substantial conformity with the following terms and conditions. Said terms and conditions herein supersede all previous proffers and letters of

clarification made with respect to the Property (specifically, ZMAP 1997-0004, Hazout North and ZMAP 1998-0004, Arcola Center at Hutchinson Farm).

I. CONCEPT DEVELOPMENT PLAN

The Property shall be developed in substantial conformance with the Concept Development Plan (the “CDP”), identified as Sheets 4, 6, 8, and 11 of the Plans. Minor adjustments to the locations of the proposed roads 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. Special exception applications for future special exception uses may be filed by the Applicant and considered by the County without a Zoning Concept Plan Amendment application. Water and sanitary sewer service will be provided to the Property at no cost to the County or to the Loudoun County Sanitation Authority.

II. PROPOSED LAND USES

The Property is described throughout the Application documents both in terms of the applicable zoning district classifications depicted on the CDP and in terms of the general development areas identified both in the design guidelines dated November 28, 2007 entitled “Design Guidelines for ZMAP 2006-0015, Arcola Center” prepared by Buchanan Partners (“Design Guidelines”) included herein as Exhibit C, and in the Property’s “Key Map” included herein as Exhibit D. The Property will be developed in general conformance with the Design Guidelines. References in the proffers to the various general development areas shall be as shown in Exhibit D.

A. PD-TC Zoning District

1. Town Center Core. The development of the Town Center Core shall be limited to a total of 280,000 square feet of gross floor area for permitted and special exception non-residential uses, provided that any special exception use receives the requisite special exception approval. The Town Center Core may also include up to 69 multi-family dwelling units, including required affordable dwelling units (“ADUs”). All buildings shall be limited to three stories above grade.

2. Town Center Fringe. The development of the Town Center Fringe shall be limited to a total of 250,000 square feet of gross floor area for permitted and special exception non-residential uses, provided that any special exception use receives the requisite special exception approval. Such square footage shall be exclusive of public uses constructed on Public Use Sites 1 and 2 described below in Proffer VI. The Town Center Fringe may also include up to 230 single-family attached and multi-family dwelling units, including required affordable dwelling units (“ADUs”). The mix of dwelling units may include up to 200 attached units. All buildings shall be limited to three stories above grade.

3. Slave Quarters Area. All residential buildings fronting and abutting the Slave Quarters site (PIN: 163-46-8915) will be constructed in a style and with materials in harmony with the character of the Slave Quarters building and the associated farmhouse. The residential illustratives on pages 12 and 14 of the Design Guidelines are representative of the architecture, design and ambiance intended for this area. Specifically, exterior building materials shall not include aluminum or plastic siding. Conformance with this architectural commitment shall be demonstrated at the time of building plan review for the residential buildings fronting and abutting the Slave Quarters site.

4. Prohibited Uses. The following automobile-oriented uses shall be prohibited within the PD-TC District: construction retail establishments, automobile service stations, car washes, and uses with drive-through service lanes.

5. Civic Space. The Town Center shall include an area of approximately 10 acres to be conveyed to the County, pursuant to the provisions of Proffer VI.C.1. below, for the expansion of the County’s Slave Quarters property (PIN: 163-46-8915) and an area of approximately 1.5 acres to be conveyed to the Arcola Methodist Church, pursuant to the provisions of Proffer VI.D. below, for the expansion of the Arcola Methodist Church property (PIN: 162-46-0624). The Town Center shall also include an area of approximately 10.7 acres to be conveyed to the County, pursuant to the provisions of Proffer VI.C.2. below, for a public use.

6. Recreational Amenities. The Town Center will include a community clubhouse with a minimum floor area of 2,000 sq.ft. and a minimum 2,000 sq.ft. swimming pool located proximate to the residential uses in the PD-TC district. This amenity will be open for use

prior to the issuance of the 275th residential zoning permit within the PD-TC district. The residential area will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 275th residential zoning permit within the PD-TC district.

7. Access and/or Utilities for Adjacent Parcels. The Applicant shall provide access to Arcola Boulevard for one of the commonly owned adjacent parcels identified as PIN: 162-25-4501 and PIN: 162-25-4031 (the owner's preference) by way of a Category A private street through the PD-TC district at the time the adjoining portion of the PD-TC district is developed, shall provide utility easements within the PD-TC district to serve the selected parcel, and shall afford the parcel's owner the opportunity to install the utilities at the same cost as that paid by the Applicant. The Applicant shall also extend public water and sanitary sewer to the County owned property identified as PIN: 162-25-3177 at the time the adjoining portion of the PD-TC district is developed.

8. Interparcel Access to Gum Spring Road. The Applicant shall provide for and construct interparcel access between the PD-TC district and Gum Spring Road, provided that such interparcel access is approved by the County and by the Virginia Department of Transportation ("VDOT"). This interparcel access will be constructed in conjunction with the development of the immediately adjoining area of the PD-TC district with which the interparcel access will connect.

B. PD-IP Zoning District

The development of the PD-IP district shall be limited to a total of 1,595,000 square feet of gross floor area for permitted and special exception PD-IP uses, provided that any special exception use receives the requisite special exception approval, including office uses and a hotel use as proposed in the special exception application submitted concurrently with this rezoning application if such concurrent application is approved. However, development in the PD-IP district will be reduced, square foot for square foot, for every square foot of development in the PD-CC(RC) district that exceeds 520,000 square feet. The Applicant shall include a floor area tabulation on each site plan submitted to the County for uses in the PD-IP and PD-CC(RC) districts that provides the cumulative amount of floor area proposed in each district. Sidewalks

of at least 5 feet in width shall be provided in conjunction with each site plan to provide safe and convenient pedestrian access between the buildings and parking areas.

Office buildings located within the Corporate Park and The Offices areas of the Property, as identified in the Design Guidelines and on the Key Map, will be a minimum of two stories.

C. PD-CC(RC) Zoning District

The development of the PD-CC(RC) district shall be limited to a total of 820,000 square feet of gross floor area for permitted and special exception PD-CC(RC) uses, including a hotel use (with at least two of the following expanded guest services: meeting space, concierge services, restaurant and room service), as proposed in the special exception application submitted concurrently with this rezoning application if such concurrent application is approved. However, development in the PD-CC(RC) district will be reduced, square foot for square foot, for every square foot of development in the PD-IP district that exceeds 1,295,000 square feet. Office buildings and mixed use (office over retail) buildings within the Main Street area of the Property, as depicted on the Key Map, will be a minimum of two stories. Sidewalks of at least 10 feet in width in front of in-line stores shall be provided in conjunction with each site plan to provide safe and convenient pedestrian access between the buildings and parking areas.

D. R-8 Zoning District

1. Residential development in the R-8 District shall be limited to a maximum of 172 attached dwelling units, including required ADUs. All residential buildings will be limited to three stories in height. The R-8 zoning district will include a community clubhouse with a minimum floor area of 2,000 sq.ft. and a minimum 2,000 sq.ft. swimming pool, which will be open for use prior to the issuance of the residential occupancy permit that represents a cumulative total of 400 residential zoning permits in the R-8 and R-16 zoning districts, either singularly or in combination, proposed for the Property. This district will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 400th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination. A 10-foot wide pedestrian trail will be provided along the south side of Dulles South Parkway at the time of development of the R-8 district. If not located

within the public right-of-way, the trail will be located in a 12-foot wide (south side) public access easement and will be maintained by an Owners Association.

E. R-16 Zoning District

1. Residential development in the R-16 District shall be limited to a maximum of 426 multi-family and single-family attached dwelling units, including required ADUs. The mix of dwelling units may include up to 178 attached units. All residential buildings will be limited to three stories in height. This district will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use prior to the issuance of the 400th residential zoning permit within the R-8 and R-16 zoning districts, either singularly or in combination.

F. R-24 Zoning District

1. Residential development in the R-24 District shall be limited to a maximum of 272 multi-family dwelling units, including required ADUs. All residential buildings will be limited to three stories in height. The R-24 zoning district will include a community clubhouse with a minimum floor area of 2,000 sq.ft. and a minimum 2,000 sq.ft. swimming pool. The Applicant will commence construction (meaning that the County has issued a Phase II grading permit) of the community clubhouse and pool prior to, or in conjunction with, the issuance of the 200th residential zoning permit in the R-24 district. The community clubhouse and pool will be open for use within 12 months after the issuance of the Phase II grading permit. This district will also include at least one tot lot with age-appropriate equipment. At least one tot lot will be open for use within 12 months after the issuance of the Phase II grading permit for the community clubhouse.

III. RESIDENTIAL/COMMERCIAL DEVELOPMENT PHASING

In order to ensure that the development of residential uses on the Property is coordinated with the development of commercial (i.e., office, light industrial, retail, etc.) uses on the Property, the Applicant commits to the following development phasing:

A. Phase 1. The Applicant shall secure zoning permits within the Property that represent a cumulative total of 150,000 square feet of commercial uses, of which at least 112,500

square feet must be non-retail uses, prior to the issuance of the first residential zoning permit on the Property. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) for at least 450,000 square feet of commercial uses in the adjacent property (Arcola Center-The Shops (ZMAP 2005-0035), zoning permits may be issued for no more than 250 dwelling units within The Residences at Main Street area of the Property.

B. Phase 2. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 275,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 251st residential zoning permit on the Property. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a total of 150,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 450 dwelling units) within the Property. At least 100,000 square feet of the commercial uses associated with Phases 1 and 2 shall be constructed within the Main Street area of the Property.

C. Phase 3. The Applicant shall secure zoning permits within the Property that represent an additional 125,000 square feet of commercial uses (cumulative total of 400,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 451st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 250,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 650 dwelling units) within the Property.

D. Phase 4. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 500,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 651st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 350,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 850 dwelling units) within the Property.

E. Phase 5. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 600,000 square feet), of which at least 90,000 square feet must be non-retail uses, prior to the issuance of the 851st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 450,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 200 dwelling units (cumulative total of 1,050 dwelling units) within the Property.

F. Phase 6. The Applicant shall secure zoning permits within the Property that represent an additional 100,000 square feet of commercial uses (cumulative total of 700,000 square feet), of which at least 60,000 square feet must be non-retail uses, prior to the issuance of the 1,051st residential zoning permit. Subsequently, and also provided that construction has commenced (meaning that the County has issued Phase II grading permits) on a cumulative total of 550,000 square feet of commercial uses within the Property, zoning permits may be issued for an additional 119 dwelling units (cumulative total of 1,169 dwelling units) within the Property.

IV. BUILDING/SITE DESIGN

A. Owners Associations and Unified Architectural Control

The Property will be subject to one or more Owners Association(s), of which all property owners will be members, that will be responsible for establishing architectural guidelines, design standards and review procedures for the development of the Property in accordance with the design concepts contained in the Design Guidelines. Public Use Sites 1 and 2 and the property conveyed to the Arcola Methodist Church, all as described in Proffer VI below, shall not be subject to any Owners Association established for the Property. The Design Guidelines will control items such as compatibility of building materials and appearance, colors, signage, landscaping, parking lot lighting, and appropriate screening, buffering and setbacks for every parcel and building. In addition to the above-referenced architectural control, the Owners Association(s) shall be responsible for the maintenance of common areas and private streets, the landscaping of common areas, the maintenance of trails and sidewalks located outside of public rights-of-way, snow removal from private streets and parking areas, and trash removal and recycling services for the Property. One or more Owners Association(s) will be established,

subject to County review and approval, prior to or in conjunction with the approval of each subdivision on the Property. Each portion of the Property with an approved subdivision shall be governed by an Owners Association(s).

B. Site Lighting

All lighting fixtures used in parking areas and on building exteriors shall be cut-off, fully shielded, directed downward, and designed to prevent glare on adjacent properties and public streets. The maximum average illumination for parking lots and for structured parking shall be 3 foot candles and the maximum average illumination for exterior building lighting, including security lighting, shall be 5 foot candles.

C. Pedestrian/Bicycle Accommodations

The development of the Property shall include pedestrian links to adjacent properties as shown on the CDP. These pedestrian links shall be provided with the development of each area of the Property identified on the Key Map that includes such links. The Applicant shall provide crosswalks on public streets and a pedestrian-activated traffic signal at the intersection of Dulles South Parkway and Arcola Boulevard, all subject to VDOT approval. The Applicant shall provide a minimum of twenty bicycle racks and each rack will hold at least six bicycles. A minimum of five bicycle racks will be provided in the Village area and in the Main Street area of the Property at the time of development of those areas. The remainder of the bicycle racks will be distributed throughout the Property in locations to be determined by the Applicant at the time of site plan and provided in conjunction with the development of the respective site plan areas.

D. Garage Space Conversion Restriction

Prior to the approval of the first residential record plat or site plan for the Property, whichever is first in time, the Applicant shall record a restrictive covenant, as part of the applicable Owners Association documents, that precludes the conversion of any garage space within a residential building to any use other than the storage of vehicles.

E. Route 50 Landscape Buffer

The landscape buffer along Route 50 shall consist of the required Type V buffer and a 6-foot high berm. The buffer shall include an additional 5 supplemental evergreen trees per 100

linear feet. This landscape buffer shall be constructed concurrent with the development of the adjacent residential uses.

V. TRANSPORTATION

The road improvements identified below in Proffers V.A., V.B., V.C. and V.D. will be constructed in conjunction with the development of the Property, at the times specified below. In addition to these road improvements, the development of the Property is dependent on the construction of Hutchinson Farm Drive and Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP 2005-0035, Arcola Center-The Shops. Both Hutchinson Farm Drive and Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606 must be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first zoning permit for the Property.

A. Arcola Boulevard (Route 606 Extended).

The Applicant shall construct Arcola Boulevard as a 4-lane divided roadway from Evergreen Mills Road to Dulles South Parkway, including 8-foot wide pedestrian trails on both sides of the road, and the necessary right-of-way, and easements necessary for construction, utilities and maintenance outside of the right-of-way, shall be dedicated to the County, in the phases, as described below. If not located within the right-of-way, the trails will be located in 10-foot wide public access easements and will be maintained by an Owners Association. The Applicant also shall construct off-site 4-lane divided sections of Arcola Boulevard, described below in Proffer V.D., to provide a continuous 4-lane divided section of Arcola Boulevard from Route 50, through the Property, and through the tax parcels to the north of the Property identified as PIN 162-38-9607 and PIN 162-47-9375, as depicted on the CDP, to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. These improvements shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, in the following phases (please refer to the Transportation Improvements exhibit included as Exhibit E):

- 1.** The Applicant shall construct the initial phase of Arcola Boulevard as a continuous 2-lane section (of a 4-lane divided section) in its entirety from Dulles South Parkway

through the Property and through the tax parcels to the north of the Property identified as PIN 162-38-9607 and PIN 162-47-9375, as depicted on the CDP, to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. The Applicant shall submit construction plans for the continuous 2-lanes north of Dulles South Parkway within 6 months of the approval of this rezoning application and shall commence construction (meaning that the County has issued Phase II grading permits) of this 2-lane section prior to the issuance of the 651st residential zoning permit. This initial 2-lane section will be open to traffic, but not necessarily accepted by VDOT for maintenance, subsequent to the construction of Dulles South Parkway to the east and prior to the issuance of the first occupancy permit for any of the cumulative non-residential or residential uses allowed under Phase 6 of the residential/commercial development phasing commitment (Proffer III.F.).

2. The Applicant shall complete the construction of the second 2 lanes of Arcola Boulevard between Dulles South Parkway through the Property and through the tax parcels to the north of the Property identified as PIN 162-38-9607 and PIN 162-47-9375, as depicted on the CDP, to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. This road section will be open to traffic, but not necessarily accepted by VDOT for maintenance, no later than the issuance of the occupancy permit that represents a cumulative total of 1,500,000 square feet of non-residential floor area for the Property.

3. The Applicant shall construct a 4-lane divided section of Arcola Boulevard between Route 50 and Dulles South Parkway (Arcola Boulevard, South). However, the Applicant shall not commence construction of this section of Arcola Boulevard (that is, the portion south of the intersection of Arcola Boulevard and Dulles South Parkway) prior to March 1, 2014, in order to allow for the ongoing operation of the existing Croson Store gas station (located on property identified as PIN: 163-35-3746) until that time.

In the event that (a) the existing store/gas station use is still operating with the current tenant as of March 1, 2014, (b) the current tenant's current lease still remains in effect (slated to expire on March 1, 2019; this proffer only applies to the current lessee), and (c) the

Applicant is ready to proceed with construction of this section of Arcola Boulevard, then the Applicant will compensate the existing tenant \$150,000 for each year (pro-rated for periods less than a year) between the time the existing store/gas station use is closed and the expiration of the existing tenant's current lease, for a maximum, potential payment of \$750,000. The resulting total compensation, based on the date the existing store and gas station are closed, will be paid in three equal annual payments with the initial payment to be made within 60 days of the date the existing store/gas station use is closed.

As an alternative to compensating the existing store/gas station tenant and the landowner, the Applicant will continue to explore other mutually acceptable options for securing the right-of-way for this section of Arcola Boulevard with both the existing tenant and landowner; for example, a potential relocation of this existing store/gas station (acknowledging the tenant's goals of maintaining the existing access on Route 50 as a temporary access, or other Route 50 access approved by VDOT, and satisfying the existing tenant's other reasonable business needs).

The Applicant shall construct this section of Arcola Boulevard and have it open to traffic (but not necessarily accepted into the VDOT system) prior to the issuance of the occupancy permit that represents a cumulative total of more than 1,750,000 square feet of non-residential floor area for the Property.

B. Dulles South Parkway (Rt. 50 North Collector Road).

The Applicant shall construct Dulles South Parkway as a 4-lane divided roadway from Hutchinson Farm Drive to Arcola Boulevard, including an 8-foot wide pedestrian trail on the north side of the road and a 10-foot wide pedestrian trail on the south side of the road. If not located within the right-of-way, the trails will be located in 10-foot wide (north side) and 12-foot wide (south side) public access easements and will be maintained by an Owners Association. The Applicant shall submit construction plans for this road section within 6 months of the approval of this rezoning application and the construction plans shall be approved and bonded prior to the issuance of the first non-residential and residential zoning permits allowed under Phase 2 of the residential/commercial development phasing commitment (Proffer III.B.). Subsequent to the approval of the construction plans, the Applicant will commence construction

(meaning that the County has issued Phase II grading permits) of these improvements within 90 days of the commencement of construction by others for a 4-lane divided segment of Dulles South Parkway located to the west of Arcola Boulevard and will diligently pursue completion of such improvement.

C. Evergreen Mills Road (Route 621)

The Applicant shall construct 2 lanes of a 4-lane undivided roadway on Evergreen Mills along the Property's frontage. The Applicant shall also construct an 8-foot wide pedestrian trail on the south side of Evergreen Mills Road between the Property's western property line and Arcola Boulevard. If not located within the public right-of-way, the trail will be located in a 10-foot wide public access easement and will be maintained by an Owners Association. The Applicant will commence construction (meaning that the County has issued Phase II grading permits) of these improvements prior to the issuance of the 651st residential zoning permit. The trail and the 2-lane segment located to the west of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Village area of the Property or, in the event the County accepts Public Use Site 2 for a public use, in accordance with the timing provisions of Proffer VI.C.2., whichever is earlier in time. The 2-lane segment located to the east of Arcola Boulevard shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit in the Offices area of the Property.

D. Regional Road Commitment and Capital Facilities Credits

The Applicant commits to the construction of the below referenced off-site regional road improvements:

1. Route 50. The Applicant shall construct a third westbound lane on Route 50 between the Property's western boundary line and existing Gum Spring Road. This improvement will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for the Property. The estimated \$1,100,000 cost of this improvement shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

2. Arcola Boulevard, North. The Applicant shall acquire the right-of-way for and construct a four-lane divided road section between Evergreen Mills Road and through the tax parcels identified on the CDP as PIN 162-47-9375 and PIN 162-38-9607 to connect with the West Spine Road/Route 606 Extended road section approved with ZMAP 2005-0020, Brambleton Active Adult Community, and CPAP 2005-0080. This road section shall be constructed in phases as described in Proffers V.A.1. and 2. above. The Applicant will request the County to make available to the Applicant the funds received by the County from others for the construction of Arcola Boulevard with the approval of subdivision plans for the Dulles Trade Center West Property (PIN: 162-47-9375). The Applicant will request the provision of such funds at the time of submission of the construction plans for the initial 2-lane phase of this road section. The estimated \$4,200,000 cost of this improvement and right-of-way (which does not include any funds that may be released by the County to the Applicant) shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

3. Arcola Boulevard, Other. The Applicant shall acquire the right-of-way for, and construct a four-lane divided road section of Arcola Boulevard over, the tax parcels identified as PIN 162-15-1929 and PIN 162-15-4753. This road section shall be constructed in phases as described in Proffers V.A.1. and 2. above. The estimated \$1,565,000 cost of this improvement and right-of-way shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

4. Arcola Boulevard, South. The Applicant shall acquire the right-of-way for and construct a four-lane divided road section between Dulles South Parkway and Route 50, in accordance with Proffer V.A.3. The estimated \$4,850,000 cost of this improvement and right-of-way shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

5. Dulles South Parkway. The Applicant shall acquire the right-of-way for and construct a four-lane divided road section of Dulles South Parkway over the tax parcel identified as PIN 163-35-8042. This road section, and its related trails, shall be constructed in conjunction with the segment of Dulles South Parkway referenced in Proffer V.B., above. The

estimated \$763,000 cost of this improvement and right-of-way shall be credited towards the Applicant's capital facilities contribution, as provided in Proffer VI.A.

E. Advance Right-of-Way Dedication

In the event that Loudoun County, VDOT or others desire to construct the improvements proffered in paragraphs V.A., V.B., or V.C. above prior to the Applicant's construction schedule, the Applicant shall, within 30 days of receipt of a written request by the County, execute plats and deeds prepared by others for said dedications and/or easements, and return said plats and deeds to the applicable party for recordation.

F. Construction of Improvements by Others

In the event that any improvements listed in paragraphs V.A., V.B., V.C. or V.D. above are constructed by a party other than the Applicant, its successor or assignee, or the developer of Arcola Center-The Shops (ZMAP 2005-0035), then the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of said improvements. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such improvements would occur under the terms of these proffers.

G. Signalization

The Applicant shall fund the warrant analyses, design and installation of traffic signals at the following intersections:

- Evergreen Mills Road and Arcola Boulevard.
- Arcola Boulevard and Dulles South Parkway.
- The two other four-way intersections on Arcola Boulevard within the Property, as shown on the CDP.
- Modifications of the future signal at the intersection of Route 50 and the West Spine Road.

The warrant analyses for these signals shall be submitted prior to the issuance of the first zoning permit for either of the cumulative non-residential or residential uses allowed under

Phase 6 of the residential/commercial phasing commitment (Proffer III.F.), or upon the request of the County, whichever is earlier in time. These signals shall be installed at such time as warrants are met, or at such time as requested by the County, with the concurrence of VDOT, whichever is sooner. In the event any of the intersections listed above is signalized by a party other than the Applicant, its successor or assignee, the Applicant shall contribute to the County or its designee an amount equal to the cost of each signal, not to exceed \$275,000 each, for the purpose of funding other transportation improvements in the general vicinity of the Property as may be determined by the County. Said contributions, if required due to the installation of the signals by others, shall be paid within 90 days of the activation of said signals. Prior to the issuance of the zoning permit for the Property that represents a cumulative commercial floor area in excess of 1,500,000 square feet, the Applicant shall contribute up to \$275,000 to the County for any of the above-referenced signals that have not been warranted by such time.

H. Acquisition of Off-Site Right-of-Way and Easements

The Applicant shall make good faith efforts to acquire the off-site rights-of-way and/or easements necessary for the construction of the regional road improvements proffered in paragraph V.D. above. The Applicant shall advise the County of such acquisition efforts and shall, to the best of its ability, attempt to acquire such off-site rights-of-way and/or easements without the need for eminent domain proceedings. Where right-of-way and/or easements necessary for these proffered road improvements cannot be obtained, despite such good faith efforts, either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Applicant at a good faith reasonable price, the Applicant 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 Applicant, including, but not limited to, land acquisition costs. The initiation of such eminent domain proceedings is solely at the discretion of the County.

If the necessary right-of-way or easements cannot be acquired by the Applicant and the County chooses not to exercise its right of eminent domain, the Applicant shall be released from the obligation to acquire such right-of-way. If the County elects to defer its exercise of eminent domain, then the Applicant's proffer requiring such acquisition or construction shall likewise be

deferred. It is understood that the County will, in its sole discretion, seek said right-of-way and off-site improvements from other landowners as development occurs.

I. Commuter Bus Contribution

The Applicant shall contribute \$475,000 to the County for the purchase of a commuter bus to serve the Route 50 corridor. This contribution shall be made prior to the issuance of the zoning permit that represents a cumulative total of more than 500,000 square feet of non-residential floor area for the Property.

J. Regional Transportation/Transit Contributions

In addition to the regional road and public transit improvements noted above, the Applicant shall make the following contributions to the County that have a total value of \$6,000,000:

1. Route 50/Loudoun County Parkway Interchange. The Applicant shall contribute \$5,233,500 to the County prior to the issuance of either the 1,100th residential zoning permit or the zoning permit that represents a cumulative total of more than 2,000,000 square feet of non-residential floor area for the Property, whichever occurs first. Notwithstanding the above, in the event the County and VDOT have approved final design plans for a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606) prior to the attainment of any of the aforementioned development levels, the Applicant shall, within 90 days of the written request of the County, pay to the County the \$5,233,500 contribution.

2. The Applicant shall construct a permanent parking area of 200 spaces, including a bus shelter, for use as a public “Park and Ride” facility. A credit of \$766,500 (\$900,000 for 75% of the value of land and construction less the \$133,500 Dulles Landing funds noted below) shall be applied toward the \$6,000,000 regional transportation contribution. This facility may be constructed on the Property within the proposed PD-IP district, as shown on the CDP, or in another location provided such alternate location is within 2,000 feet of Loudoun County Parkway between Route 50 and Route 621 Relocated. The Park and Ride facility shall be constructed and open for use prior to the issuance of the 651st residential zoning permit for the Property. The Park and Ride facility shall be owned and maintained either by the Applicant or

by the applicable Owners Association, but shall be open to the general public. The Applicant shall request that the County make available to the Applicant the \$133,500 contributed to the County by Dulles Landing, ZMAP 2004-0016, for the construction of a park and ride facility in this area of the County. The Applicant shall request the provision of such funds at the time construction plans are submitted for the Park and Ride facility.

K. Transportation Demand Management (TDM) Program

The Applicant shall institute a TDM program for the commercial uses in the proposed PD-IP, PD-CC(RC) and PD-TC zoning districts for the purpose of reducing peak hour vehicle trips to and from the Property. The development of the TDM program will be coordinated with the Office of Transportation Services. Measures that may be made part of the TDM program include rideshare coordination, car/van pool services, preferential parking for car/van pool vehicles, flexible work schedules, and bicycle parking. The TDM program shall be implemented upon the issuance of the zoning permit that represents a cumulative total of more than 500,000 square feet of commercial floor area within the PD-IP, PD-CC(RC) and PD-TC zoning districts.

L. Hutchinson Farm Drive/Route 50 Intersection

At the time design plans for a grade separated interchange at Route 50 and Arcola Boulevard are prepared by others and are under review by the County and VDOT, the Applicant shall submit a traffic study to the County and VDOT to evaluate what modifications, if any, will be required to the Hutchinson Farm Drive/Route 50 intersection prior to the operation of the grade separated interchange. At the option of the Applicant, the intersection modifications approved by VDOT either will be implemented by the Applicant, at no cost to the County or VDOT, or will be funded by the Applicant prior to the operation of the grade separated interchange.

VI. CAPITAL FACILITIES AND OPEN SPACE CONTRIBUTIONS AND PUBLIC USE SITE

A. Capital Facilities Contribution

The Applicant shall make a per unit capital facilities contribution of \$4,604.19. Said contribution shall be paid prior to or concurrent with the issuance of each residential zoning permit. This per unit contribution is based on an anticipated total capital facilities contribution of

\$25,327,297 less the following credits: \$4,200,000 for right-of-way and four lanes of Arcola Boulevard north of Evergreen Mills Road through PIN 162-47-9375 and PIN 162-38-9607 (Proffer V.D.2.); \$4,850,000 for right-of-way and four lanes of Arcola Boulevard between Dulles South Parkway and Route 50 (Proffer V.D.4.); \$1,565,000 for right-of-way and four lanes of Arcola Boulevard through PIN 162-15-1929 and PIN 162-15-4753 (proffer V.D.3.); \$763,000 for right-of-way and four lanes of Dulles South Parkway through PIN 163-35-8042 (Proffer V.D.5.); \$1,100,000 for a third westbound lane on Route 50 between the western boundary of the Property and existing Gum Springs Road (Route 659) (Proffer V.D.1.); \$3,267,000 for the dedication of 10 acres (\$2,767,000) and monetary contribution (\$500,000) for Public Use Site 1 (Proffer VI.C.1.); and \$4,200,000 for the dedication of 10.7 acres for Public Use Site 2 (Proffer VI.C.2.).

B. Open Space Contribution

The Applicant shall make a per unit open space contribution of \$116.82. Said contribution shall be paid prior to or concurrent with the issuance of each residential zoning permit.

C. Public Use Sites

1. Public Use Site 1 – Slave Quarters Site. The Applicant shall dedicate an area of approximately 10 acres, in the location depicted on Sheet 6 of the CDP, to the County for the expansion of the existing Slave Quarters site. With the consent of the County, the Applicant shall submit a boundary line adjustment (“BLA”) application (to include both of the properties owned by the Applicant, PIN: 162-17-2899 and 163-36-7830, and the County-owned property, PIN: 163-46-8915) to create this parcel within 6 months of the approval of this rezoning application. Subsequent to the approval and recordation of the BLA plat, the Applicant shall convey the newly created parcel upon the written request of the County. The Applicant shall exclude Public Use Site 1 from the land subject to an Owners Association for the Property. The Applicant retains the right to easements within Public Use Site 1 required for the development of the Property. Subsequent to the conveyance of Public Use Site 1 to the County, the Applicant shall consult with the County on, and shall provide, appropriate and permitted signage that

identifies the Slave Quarters site and the work of the Friends of the Arcola Slave Quarters organization.

The Applicant shall also contribute \$500,000 to the County for improvements to the Slave Quarters site. This contribution shall be made prior to the issuance of the zoning permits that represent a cumulative total of more than 150,000 square feet of commercial uses and more than 250 dwelling units within the Property.

2. Public Use Site 2 – Potential Elementary School Site. The Applicant shall reserve for a period of seven years from the date of the approval of this rezoning application an area of approximately 10.7 acres, in the location depicted on Sheet 6 of the CDP, for future dedication to the County or, if so directed by the County, to the Loudoun County School Board, to be used for one of the following public purposes: an elementary school, a library, or a public park with athletic fields. In the event the County has not requested the dedication of Public Use Site 2 or has not filed a site plan for the intended public use for Public Use Site 2 within the seven year period noted above, the Applicant shall retain ownership of Public Use Site 2 and shall, in lieu of said dedication, make a cash contribution to the County in the amount of \$4,200,000, as escalated in accordance with Proffer X, within 60 days of the expiration of the seven year period.

The Applicant's commitments for Public Use Site 2 include the following:

- The Applicant shall provide the County, upon request, with all studies related to the provision of off-site storm water management for Public Use Site 2 and shall be responsible for providing and maintaining all necessary off-site storm water management facilities.
- Wetlands on Public Use Site 2 will be mitigated and the Applicant shall provide for such wetlands mitigation in accordance with Proffer VIII.B. by July 1, 2012 or within 18 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.

- The Applicant shall extend public water and sewer to Public Use Site 2 by July 1, 2012 or within 18 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.
- In accordance with Proffer V.C., the Applicant shall complete the construction of the Evergreen Mills Road frontage improvements, including an 8-foot wide pedestrian trail, along the Evergreen Mills Road frontage of Public Use Site 2 and the storm water management facilities to serve Public Use Site 2 by July 1, 2012 or within 18 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.
- The Applicant shall exclude Public Use Site 2 from the land subject to an Owners Association for the Property.
- The Applicant shall convey Public Use Site 2 to the County, or to the School Board, by July 1, 2012 or within 12 months of the acceptance by the County of the site plan for the intended public use, whichever date is later.

In the event the County elects to use Public Use Site 2 for an elementary school, the Applicant makes the following additional commitments:

- The Applicant shall contribute \$50,000 to the Loudoun County School Board to off-set the engineering costs of the requisite special exception application. This contribution shall be made within 30 days of the acceptance of the special exception application by the County. The Applicant will cooperate with the School Board on the processing of the special exception and site plan applications, including signature of Land Development Applications and provision of all site studies conducted as part of ZMAP 2006-0015.
- The Applicant shall construct the adjacent private streets within the Property by July 1, 2012 or within 18 months of the approval of the special exception application for the elementary school, whichever date is later, and shall also provide access easements to Public Use Site 2 over the adjacent private streets,

which private streets shall be maintained by an Owners Association for the Property. The Applicant shall either restrict/limit parking on these private streets in order to accommodate safe school bus access to Public Use Site 2 or shall construct the private streets to a width that accommodates both safe school bus access and parking.

The Applicant reserves the right to review and comment on the site plan, architecture and landscaping for the public use to be constructed on Public Use Site 2. The Applicant reserves the right to easements within Public Use Site 2 required for the development of the Property. The locations of such easements will be coordinated with and approved by the County, or the Loudoun County School Board, to avoid conflicts with the development of Public Use Site 2.

D. Civic Space

The Applicant shall convey, at no cost, an area of approximately 1.5 acres, in the location depicted on Sheet 6 of the CDP, to the Arcola Methodist Church for the expansion of the church property. The land conveyance shall be made within 90 days of the approval of this rezoning application.

VII. WORKFORCE HOUSING

The Applicant will contribute \$500 to the County for each dwelling unit constructed within the Property for the purpose of assisting qualified applicants with a household income of between 0% and 100% of the Washington Area Median Income purchase homes in Loudoun County. This contribution shall be paid, based on the residential phasing schedule provide in Proffer III, as follows: a contribution of \$125,000 shall be paid prior to the issuance of the first residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 251st residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 451st residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 651st residential zoning permit; a contribution of \$100,000 shall be paid prior to the issuance of the 851st residential zoning permit; and a contribution of \$59,500 shall be paid prior to the issuance of the 1,051st residential zoning permit.

VIII. ENVIRONMENTAL

A. Storm Water Management

In the event the SWM/BMP ponds designed to serve the Property are not operational prior to the issuance of the first occupancy permit for the Property, the Applicant shall design and construct temporary SWM/BMP facilities to serve the Property in locations approved by the County, consistent with the design standards of the Facilities Standards Manual, prior to the issuance of the first occupancy permit. Subject to engineering feasibility, the Applicant will explore and implement options to augment the Property's storm water management and best management practice facilities with Low-Impact Design measures, such as, but not limited to, vegetated swales and/or bioretention facilities to enhance water quality. The Applicant shall work with the County staff during construction plan review on methods to maintain adequate flow to the western tributary adjacent to the Slave Quarters site so as to maintain a healthy stream corridor while avoiding erosive velocities.

B. Wetlands Mitigation

In the event that wetland mitigation is required for the development of the Property, the Applicant shall, subject to the approval of the Corps of Engineers, utilize available Loudoun County mitigation sites before pursuing mitigation sites located in other jurisdictions. However, the Applicant shall only use mitigation sites located in other jurisdictions in the event that there are no comparably priced Loudoun County mitigation sites available. The Applicant will provide raised boardwalks where planned trails cross wetlands or streams.

C. Tree Conservation Areas

1. The Applicant shall establish Tree Conservation Areas in the locations identified as "Tree Conservation Area" on the CDP. Clearing in these areas shall be permitted only for the construction of trails, passive recreational amenities, utilities and storm water management facilities, and any such clearing shall be limited to the minimum areas required for said construction. A minimum of 80% of the canopy within the cumulative Tree Conservation Areas shown on the CDP will be preserved. In the event that the 80% canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy will be provided

elsewhere on the Property in locations to be determined by the Applicant in consultation with the County.

2. Construction plans shall clearly define the limits of the Tree Conservation Areas and all such areas shall be clearly marked in the field. Tree protection fencing shall be placed outside the drip lines along the Tree Conservation Areas prior to commencing land-disturbing activities. In the event any trees of 8-inch caliper or greater in the Tree Conservation Areas are damaged due to construction activities and need to be removed (as determined by the Applicant's certified arborist), the Applicant shall replace each such tree with two trees of 2½ to 3-inch caliper. The species and location of such replacement trees shall be determined by the Applicant's certified arborist or landscape architect, in consultation with the County. The Applicant reserves the right to remove, in consultation with the County, any dead, damaged, dying or diseased trees and vegetation, and any tree or vegetation that interferes with the construction, proper functioning and/or use of any utility or drainage easement, or creates a danger to property or persons. A tree conservation plan will be submitted with the first preliminary subdivision plan or site plan application for the Property, whichever is first in time, as required by the Facilities Standards Manual. The Tree Conservation Areas shall be protected by Tree Conservation Easements granted to the County and recorded with the applicable record plats. The Applicant will adhere to the approved tree conservation plan and will include a covenant in the Owners Association(s) documents to ensure that the Owners Association(s) will be required to adhere to the tree conservation plan and shall also include within the covenants a provision expressly stating that the Owner(s) Association will not amend such tree protection covenant without the approval of the County.

D. Highway Noise

The Applicant will engage an acoustical engineer to prepare a noise impact study to verify compliance with the Revised General Plan's ("RGP") and revised Countywide Transportation Plan's ("CTP") recommended highway noise policies with respect to the planned residential uses and related noise-sensitive uses adjacent to Route 50 and Dulles South Parkway during the subdivision/site plan review process for residential uses located adjacent to those roads. If it is determined that the anticipated highway noise levels will exceed the RGP's and CTP's recommended highway noise levels for residential uses and related noise-sensitive uses,

the Applicant will mitigate the noise levels through the use of attenuation measures such as, but not limited to, architectural treatments, landscaped buffers or berms. The Applicant will also prepare a noise impact study for the Slave Quarters structure to assess potential noise impacts from Arcola Boulevard. This study will be prepared and the results of the study will be provided to the County prior to the dedication to the County of Public Use Site 1. The implementation of any recommended noise mitigation measures will be at the option of the County.

E. Airport Noise

The Applicant shall incorporate acoustical treatment into all dwelling units to insure that interior noise levels within living spaces (not including garages, sunrooms, or porches) do not exceed an average sound level of 45 db(A) Ldn. Compliance with this standard shall be based on a certification from an acoustical engineer licensed in the Commonwealth of Virginia, submitted at the time of each zoning permit issuance, that the design and construction methods and materials to be used in the construction of the dwellings are such that the foregoing standard will be met, assuming exterior noise levels between 60-65 Ldn.

F. Geographic Information System (GIS Information)

The Applicant will provide digital data to the County for the Property's approved wetland delineation prior to the approval of the initial site plan for the Property.

G. Recycling

The Applicant will ensure that the Loudoun County litter control regulations are adhered to during the construction phase of the project. Any pre-existing solid waste on the Property will be removed and properly disposed/recycled at the expense of the Applicant and not the County. All buildings will include adequate storage space for solid waste and recyclable materials.

H. Riparian Planting Plan

With the exception of the minor encroachments depicted on the Open Space Plan (Sheet 6) and areas that have been subject to farming or agricultural land disturbance or enhancement/restoration activities, the River and Stream Corridor 50-foot Management Buffer recommended by the Revised General Plan shall be preserved and remain in its natural state.

The Applicant shall replant open areas within or adjacent to the floodplain in an amount equal to the area of the proposed development that encroaches into the River and Stream Corridor 50-foot Management Buffer. The Applicant shall plant 175 deciduous trees per acre in such open areas. The trees shall be a minimum 1-inch caliper and shall be native species. At a minimum, the replanting area shall be 1 acre cumulative. The Applicant shall submit a riparian planting plan, prepared by a professional forester, landscape architect or certified arborist, for such replanting areas at the time of the first site plan or construction plans and profiles, whichever is first in time, for the development of those areas that encroach into the 50-foot Management Buffer for review and approval by the County Urban Forester. The approved riparian planting plan will be implemented concurrent with the development of the areas subject to such site plans or construction plans and profiles.

I. Use of Existing Vegetation

The Applicant shall, to the extent practicable, use existing vegetation to meet the landscaped buffer requirements on the perimeter of the Property.

IX. EMERGENCY SERVICES

A. Fire and Rescue Contribution

1. Residential Uses. At the time of the issuance of each residential zoning permit, a one-time contribution of \$120.00 per unit for each residential unit shall be paid to the County for distribution by the County to the primary 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 change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). For the purpose of this Section, a residential unit includes each single-family attached and multi-family residential unit. Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as incorporated volunteer companies no longer provide the primary fire and rescue services to the Property, the obligation to make the contributions listed within this paragraph shall cease. If only one of these services ceases to be

provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

2. Non-Residential Uses. At the time of the issuance of each zoning permit for non-residential buildings on the Property, a one-time contribution of \$0.15 per gross square foot of non-residential floor area shall be paid to the County for distribution by the County to the primary 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 change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI"). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing service to the Property. Notwithstanding the foregoing, at such time as incorporated volunteer companies no longer provide the primary fire and/or rescue services to the Property, the obligation to make the contributions listed within this paragraph shall cease. If only one of these services ceases to be provided by a volunteer company, then the contribution shall be halved and shall continue to be provided to the remaining volunteer company.

B. Emergency Vehicle Access

The Applicant shall provide all-weather, gravel compacted access for emergency vehicles, acceptable to the Fire Marshall, to all portions of the Property under construction no later than the framing stage of construction.

X. ESCALATOR

Unless otherwise specified, all cash contributions enumerated in these proffers shall be subject to an annual escalator based on the CPI with a base year of 2007. This escalator shall take effect on January 1 of 2008 and change effective each January 1 thereafter.

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.

ARCOLA LIMITED PARTNERSHIP

a Virginia limited partnership

BY: Great Point Arcola, LLC
its general partner

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of _____, 2007, by _____, as _____ of Great Point Arcola, general partner of Arcola Limited Partnership.

Notary Public

My Commission Expires: _____

HAZOUT SA

By: _____(SEAL)

Name: _____

Title: _____

STATE OF _____)

) to-wit:

COUNTY/CITY OF _____)

The foregoing Proffer Statement was acknowledged before me this _____ day of
_____, 2007, by _____, as _____ of
Hazout SA.

Notary Public

My Commission Expires: _____

EXHIBIT A
CONCEPT DEVELOPMENT PLAN

EXHIBIT B

ZONING ORDINANCE, LSDO and FSM MODIFICATIONS

The following modified sections of the Revised 1993 Zoning Ordinance apply to the development of the Property.

A. ZONING ORDINANCE REQUIREMENTS TO BE MODIFIED: PD-CC(RC), PLANNED DEVELOPMENT – COMMERCIAL CENTER, REGIONAL CENTER

1. *“Section 4-202. Purpose, Size and Location of Individual Districts.*

(D) Regional Center (RC). ...When mapped, this district shall be located with controlled access to arterial roads, and shall be a minimum of sixty (60) acres.”

Proposed Modification

Allow the minimum district size to be less than 60 acres to correspond with the acreage shown on the rezoning plat and the CDP.

2. *“Section 4-205. Lot Requirements.*

(C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center:

(1) Adjacent to Roads. (d) Regional Center (RC). No building, parking, outdoor storage, areas for collection of refuse, or loading area shall be permitted closer than (50) feet to any road right-of-way, except as provided in Section 4-206(E). No parking, outdoor storage, areas for collection of refuse or loading space shall be permitted in areas between buildings and streets where such uses are visible from any road.”

Proposed Modification

Allow buildings, parking areas, outdoor storage, areas for collection of refuse, and loading spaces to be no closer than 10 feet to any private street right-of-way/easement. All parking areas, outdoor storage, areas for collection of refuse or loading spaces located between buildings and streets shall be subject to the landscaping/screening treatments included in the proffered Design Guidelines.

3. *“Section 4-205. Lot Requirements.*

(C) Yards. The following perimeter yard minimums shall be provided for each type of commercial center:

(3) Adjacent to Other Nonresidential Districts. Thirty five (35) feet for buildings,

parking, outdoor storage, and loading areas, except where a greater area is required by Section 5-1400.”

Proposed Modification

Eliminate this required yard for buildings, parking, outdoor storage and loading areas between the proposed PD-CC(RC) district, the adjacent proposed PD-IP district, and the adjacent PD-CC(RC) district approved under ZMAP 2005-0035.

4. *“Section 4-206. Building Requirements.*

(C) Building Height. No building in any commercial center shall exceed 45 feet; except that in small regional and regional centers a building may be erected to a maximum of 50 feet in a Small Regional Center and 100 feet in a Regional Center district if it is set back from public streets or from lot lines that do not constitute boundaries of districts with lower maximum height restrictions, in addition to each of the required minimum yard dimensions, a distance of not less than one (1) foot for each one (1) foot of height that it exceeds the forty-five (45) foot limit.”

Proposed Modification

Building setbacks, including increased setbacks for buildings in excess of 45 feet in height, shall not apply to internal lot lines or to private streets within the PD-CC(RC) district.

5. *“Section 4-206. Building Requirements.*

(D) Vehicular Access. ...In addition, each commercial center shall provide convenient and coordinated access to public roadways only as follows:

(4) Regional Centers. Controlled access onto arterial roads.”

Proposed Modification

Controlled vehicular access to the proposed PD-CC(RC) district shall be onto a collector road (Hutchinson Farm Drive) and a major collector road (Dulles South Parkway), rather than onto an arterial road.

B. ZONING ORDINANCE REQUIREMENTS TO BE MODIFIED: PD-IP, PLANNED DEVELOPMENT – INDUSTRIAL PARK

1. *“Section 4-505. Lot Requirements.*

(B) Yards.

(1) Adjacent to roads. Except where a greater setback is required by Section 5-900, no building shall be permitted closer than thirty-five (35) feet to the right-of-way of any road and no parking shall be permitted closer than twenty-five (25) feet to the right-of-way of any road. No outdoor storage, areas for collection of refuse, or loading space shall be permitted in such setbacks”

Proposed Modification

Notwithstanding the requirements of Section 5-900, allow a minimum building setback of 35 feet on Gum Spring Road. Allow buildings, parking areas, outdoor storage, areas for collection of refuse, and loading spaces to be no closer than 10 feet to any private street right-of-way/easement. All such uses and reduced yards shall be subject to the landscaping/screening treatments included in the proffered Design Guidelines.

2. “Section 4-505. Lot Requirements.

(B) Yards.

(3) Adjacent to Other Nonresidential Districts. Fifteen (15) feet for buildings, parking, outdoor storage, and loading areas, except where a greater area is required by Section 5-1400. In the event that a single parcel is zoned for more than one non-residential zoning district, the applicable yard requirement shall be applied only at the property line and not at the zoning district line.”

Proposed Modification

Eliminate this required yard for buildings, parking, outdoor storage and loading areas between the proposed PD-IP district and the proposed PD-CC(RC) district.

3. “Section 4-505. Lot Requirements.

(B) Yards.

(4) Yards Between Buildings.

(a) Where individual lots or building sites are provided, the minimum required yards between buildings on adjacent lots or building sites shall be thirty (30) feet, unless a greater [yard] is required by Section 5-1414(A), Buffer Yard and Screening Matrix. Driveways, parking, and covered entrances may be within such yards, however, no such facility may be closer than (5) feet to lot lines. Covered walkways connecting buildings, or connecting buildings with parking areas, shall be permitted in such yards.”

Proposed Modification

A minimum separation of twenty-five (25) feet shall be maintained between buildings on adjacent lots within the proposed PD-IP district. Eliminate the requirement for driveways and parking areas to be 5 feet from lot lines. Driveways and parking areas may straddle lot lines.

4. “Section 4-506. Building Requirements.

(B) Building Height. Forty-five (45) feet provided that a building may be erected to a maximum height of (100) feet if it is set back from streets or from lot lines that do not constitute boundaries of districts with lower maximum height restrictions, in addition to each of the

required minimum yard dimensions, a distance of not less than one (1) foot for each one (1) foot of height that it exceeds the 45 foot limit.”

Proposed Modification

Building setbacks, including increased setbacks for buildings in excess of 45 feet in height, shall not apply to internal lot lines or to private streets within the PD-IP district.

C. ZONING ORDINANCE REQUIREMENTS TO BE MODIFIED: PD-TC, PLANNED DEVELOPMENT – TOWN CENTER

1. *“Section 4-802. Size, Location and Components. This district, when mapped, shall be no less than thirty (30) acres nor more than sixty (60) acres in size,”*

Proposed Modification

Allow the district size to exceed 60 acres and to correspond with the acreage shown on the rezoning plat and the CDP.

2. *“Section 4-805. Lot Requirements.*

(A) Size. 2,500 sq.ft. minimum, except 1,600 sq.ft. for single family attached dwellings exclusive of major floodplain.”

Proposed Modification

Eliminate the minimum lot size requirement for all uses.

3. *“Section 4-805. Lot Requirements.*

(B) Width. Twenty five (25) feet minimum, except 16 feet minimum for single-family attached dwellings.”

Proposed Modification

Reduce the minimum lot width to fourteen (14) feet for single-family attached dwellings.

4. *“Section 4-805. Lot Requirements.*

(C) Depth. 100 feet minimum.”

Proposed Modification

Allow a minimum lot depth of fifty (50) feet.

5. “Section 4-805. Lot Requirements.

(D) Yards, within the Town Center Core.

(3) Rear. No requirement, except thirty (30) feet for a rear yard of a non-residential use abutting a lot used or planned for residential purposes.”

Proposed Modification

Eliminate the rear yard requirement for non-residential uses that abut a lot used or planned for residential purposes.

6. “Section 4-805. Lot Requirements.

(E) Yards, within the Town Center Fringe.

(1) Front. Ten (10) feet minimum; no maximum.

(2) Side. No requirement, except 15 feet minimum for a side yard of a non-residential use abutting a lot used or planned for residential purposes.

(3) Rear. No requirement, except thirty (30) feet minimum for a rear yard of a non-residential use abutting a lot used or planned for residential purposes.”

Proposed Modification

(1) Reduce required minimum front yard to five (5) feet.

(2) Reduce required minimum side yard to zero feet.

(3) Reduce required minimum rear yard to eight (8) feet.

7. “Section 4-805. Lot Requirements.

(F) Other yard requirements.

(1) Adjacent to roads. Except where a greater setback is required by Section 5-900, no building shall be permitted closer than thirty-five (35) feet to the right-of-way of any road and no parking shall be permitted closer than twenty-five (25) feet to the right-of-way of any road. No outdoor storage, areas for collection of refuse, or loading space shall be permitted in such setbacks”

Proposed Modification

Notwithstanding the requirements of Section 5-900, allow a minimum building setback of 50 feet

on Arcola Boulevard and 35 feet on Gum Spring Road, and allow a minimum parking setback of 25 feet on Arcola Boulevard and Gum Spring Road. Allow buildings, parking areas, outdoor storage, areas for collection of refuse, and loading spaces to be no closer than 10 feet to any private street right-of-way/easement. All such uses and reduced yards shall be subject to the landscaping/screening treatments included in the proffered Design Guidelines.

8. *“Section 4-805. Building Requirements.*

(F) Other yard requirements.

(3) Adjacent to Other Nonresidential Districts. Thirty five (35) for buildings, parking, outdoor storage, and loading areas, except where a greater area is required by Section 5-1400.”

Proposed Modification

Allow a minimum yard of ten (10) feet for buildings, parking, outdoor storage and loading areas without exception of the Section 5-1400 buffer yard requirements.

9. *“Section 4-806. Building Requirements.*

(B) Building Height. Sixty (60) feet in the Town Center Core, forty (40) feet maximum in the Town Center Fringe, except that the towers and/or steeples of civic buildings may be erected to a maximum height of 100 feet if the building is set back from public streets or from lot lines that do not constitute boundaries of districts with lower maximum height restrictions, in addition to each of the required minimum yard dimensions, a distance of not less than 2 feet for each 1 foot of height that exceeds the 35-foot limit.”

Proposed Modification

Permit buildings with retail uses on the first floor to be up to 45 feet in height within the Town Center Fringe without an additional building setback.

10. *“Section 4-807. Land Assembly Requirements.*

(C) The maximum distance from one boundary of the entire Town Center to the farthest boundary shall not exceed 2,500 feet.”

Proposed Modification

Allow the maximum distance from one boundary of the entire Town Center to the farthest boundary to be 3,100 feet.

D. ZONING ORDINANCE REQUIREMENT TO BE MODIFIED: BUFFERING AND SCREENING

1. *“Section 5-1405. Buffer Yards and Screening, General Provisions.*

(A) Buffer yards and screening shall be provided in accordance with the Buffer Yard and Screening Matrix set forth in Section 5-1414(A), and in accordance with the provisions of this Section and Section 5-1406, 5-1407 and 5-1408 below.”

Proposed Modification

No minimum buffer yard and screening shall be required within the PD-TC, PD-IP and PD-CC(RC) districts or between adjacent districts integrated with the Property with a mix of uses sharing parking and access aisles.

E. LAND SUBDIVISION AND DEVELOPMENT ORDINANCE REQUIREMENTS TO BE MODIFIED

1. *“Section 1245.01. Lots and Building Areas.*

(1) The lot area, width, depth, shape, orientation, yards and other lot requirements shall conform to the requirements of the Zoning Ordinance and shall be such that all lots provide sites for homes or buildings conforming to these regulations.”

Proposed Modification

Provide that the area, width, depth, shape, orientation, yards and other lot requirements shall conform to the requirements of the Zoning Ordinance as modified by this Application.

2. *“Section 1245.01. Lots and Building Areas.*

(2) Except where otherwise specifically provided for in these regulations or in the Zoning Ordinance, all lots shall front on an existing or recorded public street dedicated by the subdivision plat and maintained or designed and built to be maintained by the Virginia Department of Transportation.”

Proposed Modification

Provide that lots may front on privately maintained streets in the proposed PD-TC and PD-IP zoning districts.

3. *“Section 1245.02. Private Access Easement Roads.*

Private access easement roads designed and constructed in accordance with the Facilities Standards Manual may serve as frontage in lieu of public street for the following types of development lots, up to a maximum of seven (7) lots:”

Proposed Modification

Provide that lots may front on private streets and private access easements in the proposed PD-TC and PD-IP zoning districts.

F. FACILITIES STANDARDS MANUAL REQUIREMENTS TO BE MODIFIED

1. “Section 4.330 Private Roadway Standards

A. General. 3. Private roadways shall be designed to accommodate an SU-30 design vehicle (AASHTO) and to accommodate emergency vehicles in accordance with the design criteria contained within Tables I, II and III of this chapter. The travel way inside radius at an intersection shall be a minimum of 25 feet, except for alleys.

Proposed Modification

Permit a minimum inside curve radius of 15 feet.

2. “Section 4.330 Private Roadway Standards

B. Category A Roadways – Table I. Minimum curve radius for Type A1 through A5 roadways (varies from 110 feet up to 478 feet).”

Proposed Modification

Permit all Category A roadways to have a minimum centerline radius of 90 feet to allow for traffic calming techniques within the Town Center Core and Residential areas.

3. “Section 4.330 Private Roadway Standards

C. Category B Roadways – Table II. Angled parking is not allowed on Type B3 roadways (traffic volume 751-1,000 ADT). Parallel parking is allowed on Category B private roadways with additional pavement in accordance with the standards established in this chapter.”

Proposed Modification

Permit angled parking on Type B3 roadways.

4. “Section 4.330 Private Roadway Standards

D. Category C Roadways. 1. Category C private roadways shall be provided as permitted in the Zoning Ordinance. d. Alleys as permitted in the ZO.”

Proposed Modification

Permit private streets (Type C4) to serve townhouse and multi-family dwellings.

5. “Section 4.400 Parking Geometric Standards

B. 2. Aisle widths for standard car parking spaces shall be provided in accordance with the following: 90 degrees – 22 feet; 60 degrees – 20 feet; and 45 degrees – 18 feet. A minimum aisle width of 25 feet shall be maintained adjacent to buildings....”

Proposed Modification.

Permit a 16 foot wide aisle for 45 degree parking spaces. Permit a minimum aisle width of 22 feet adjacent to buildings for Category A and B roads.

6. “Section 4.400 Parking Geometric Standards

B.6.b. The major site accessways shall be clearly defined, with a minimum aisle width of 25 feet measured from face of curb to face of curb at curb returns, and no direct angle parking shall be allowed where anticipated ADTs exceed 1500.”

Proposed Modification

Permit angled parking on roads that exceed 1,500 ADTs for the road system surrounding the proposed Town Center Core.

G. ARTICLE 7 ADU REQUIREMENTS TO BE MODIFIED FOR R-DISTRICTS (SPEX)

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

“Section 7-803 Lot and Building Requirements. (C) Yards. (2) Single family attached.

(a) Front. 15 feet minimum.

(b) Side. 8 feet minimum; 0 for interior units.

Proposed Modification

Allow front yards to be reduced to 8 feet and allow side yards for end units to be reduced to 4 feet adjacent to alleys.

2. Zoning Ordinance Requirement to be Modified: ADU R-16 Townhouse/Multi-family Residential District.

“Section 7-903 Lot and Building Requirements. (C) Yards. (1) Single family attached.

- (a) *Front. 15 feet minimum.*
- (b) *Side. 8 feet minimum; 0 for interior units*

Proposed Modification

Allow front yards to be reduced to 8 feet and allow side yards for end units to be reduced to 4 feet adjacent to alleys.

3. Zoning Ordinance Requirement to be Modified: ADU R-16 Townhouse/Multi-family Residential District.

“Section 7-903 Lot and Building Requirements. (C) Yards. (2) Multi-family structures.

- (b) *Side. 10 feet minimum; 25 feet minimum on corner lots.”*

Proposed Modification

Allow buildings to have a minimum side yard of 12 feet adjacent to either a property line or a private access easement.

4. Zoning Ordinance Requirement to be Modified: ADU R-24 Multi-family Residential District.

“Section 7-1003 Lot and Building Requirements. (C) Yards.

- (b) *Side. 10 feet minimum; 25 feet minimum on corner lots.”*

Proposed Modification

Allow buildings to have a minimum side yard of 12 feet adjacent to either a property line or a private access easement.

EXHIBIT C
DESIGN GUIDELINES

EXHIBIT D

KEY MAP

EXHIBIT E
TRANSPORTATION IMPROVEMENTS

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