

Date of Meeting: April 3, 2013

**BOARD OF SUPERVISORS
INFORMATION ITEM**

#2

SUBJECT: Eastern Loudoun Transportation Study – Segment Analysis –
Phase 2 (Countywide Transportation Plan Road Network
East of Northstar Boulevard, South of Ryan Road)

ELECTION DISTRICTS: Blue Ridge and Dulles
(Districts in Phase 2 Study Area)

STAFF CONTACTS: Susan Glass, Dept. of Building and Development
Terrie Laycock, Dept. of Transportation and Capital
Infrastructure (DTCI)
Terry Wharton, Dept. of Building and Development
Joseph Kroboth, DTCI

BACKGROUND:

On January 3, 2012 Chairman York introduced an action item concerning a transportation study of the road network in Eastern Loudoun (defined as the area east of Route 659 and Route 659 Relocated from the Potomac River on the north, Prince William County to the south and Fairfax County to the east). The purpose of the study is to provide information relating to the Countywide Transportation Plan (CTP) road network to include: 1) network deficiencies; 2) missing links; 3) cost estimates to build the interim condition; 4) development proffers/conditions related to the missing links and network deficiencies; 5) the proffer/condition triggers; 6) right-of-way availability; and 7) potential funding sources if the projects are not funded wholly or in part through proffers/conditions.

On March 7, 2012 staff presented a report that reviewed recent and on-going efforts to address network deficiencies and missing links in the CTP road network, provided an existing conditions inventory of the deficiencies and missing links (103 road segments), provided a cost estimate to build out the CTP road network to the interim condition and offered a funding outlook of non-proffer funding sources. The Board item also included a work plan and timeframe to analyze the proffer and right-of-way availability for each of the 103 road segments. The study area was divided into three phases: Phase 1 – the CTP road network north of Waxpool Road/Church Road; Phase 2 – the CTP road network south of Ryan Road; and, Phase 3 – the CTP road network south of Waxpool Road/Church Road and north of Ryan Road. Staff estimated the time to complete each phase would be approximately six months. Given the workload on the Zoning staff who had responsibility for a majority of the research in preparing this item, Phase 1 efforts took seven and half months to complete. The Phase 1 report was presented to the Board at its November 7, 2012 meeting. Phase 2 has taken approximately four months to complete. Phase 3 of the Study includes 38 road segments to be analyzed. This information should be available to present to the Board in September 2013.

During the March 7, 2012 presentation staff was asked to make the information developed on the Eastern Loudoun Transportation Study available on the County's website. This has been done and the Phase 1 information can be found at the following link: www.loudoun.gov/easternloudountransportationstudy. After the April 3rd presentation of the Phase 2 information to the Board, the documents will be included in the website link.

Included in the Phase 2 report is an analysis for each of the thirty-six (36) road segments in the Phase 2 study area. Each report includes the segment name, segment location, the category of improvement needed, estimated cost, funding options, a location map and analysis of whether there are proffers/conditions that provide for right-of-way dedication, construction and/or cash contributions for the specific road segment.

Staff notes that the cash proffer funding reported in the Segment Analysis does not include regional road contribution proffers/conditions that may be available for a specific project or cash proffers for projects completed whereby those funds might be available for use on a specific road segment if the Board utilized the "proffer flexing" process. As the Board identifies priority road projects, staff will continue to review the cash proffer/condition funds to determine eligibility to use on the identified projects.

ATTACHMENT(S):

1. Segment Analysis Reports (36)
2. Map of Phase 2 Study Area

Index of Segments - Missing Links: Phase 2

Attachment Number	Segment Name	Segment Number
1	Arcola Boulevard: Loudoun County Parkway to Route 50	71
2	Belmont Ridge Road: Shreveport Drive to Evergreen Mills Road	4
3	Braddock Road: Northstar Boulevard to the Fairfax County Line	70
4	Creighton Road: Current Terminus to Loudoun County Parkway	72
5	East Gate View Drive: East of Tall Cedars Parkway to Pleasant Valley Road	73
6	Evergreen Mills Road: Belmont Ridge Road to Loudoun County Parkway	74
7	Foley Branch Boulevard: Northstar Boulevard to Loudoun County Parkway	75
8	Glascok Boulevard: Northstar Boulevard to Loudoun County Parkway	76
9	Loudoun County Parkway: Braddock Road to the Fairfax County Line	60
10	Loudoun County Parkway: Evergreen Ridge Drive to South of Creighton Road	57
11	Loudoun County Parkway: South of Creighton Road to Old Ox Road	58
12	Northstar Boulevard: Current Terminus South of Creighton Road to Route 50	79
13	Northstar Boulevard: Braddock Road to the Prince William County Line	77
14	Northstar Boulevard: Route 50 to Tall Cedars Parkway	78
15	Northstar Boulevard: Tall Cedars Parkway to Braddock Road	80
16	Old Ox Road: The Greenway to Evergreen Mills Road	48
17	Pleasant Valley Road - Route 50 Overpass	82
18	Pleasant Valley Road: Dulles Airport to the Fairfax County Line	81
19	Poland Road: Realigned Poland Road to Tall Cedars Parkway	84
20	Poland Road: South Riding Boulevard to Existing Poland Road	83
21	Route 50 Eastbound: Northstar Boulevard to Loudoun County Parkway	88
22	Route 50 North Collector: South Riding Boulevard to Wade Drive	95
23	Route 50 North Collector: Wade Drive to Pleasant Valley Road	96
24	Route 50 Westbound: Arcola Boulevard to Loudoun County Parkway	87
25	Route 50/Arcola Boulevard Interchange	90
26	Route 50/Northstar Boulevard Interchange	91
27	Route 50/Route 606 Interchange	92

Index of Segments - Missing Links: Phase 2

28	Route 50/South Riding Boulevard Interchange	93
29	Route 50/Tall Cedars Parkway Interchange	94
30	Route 50: Poland Road to the Fairfax County Line	89
31	Shreveport Drive: Northstar Boulevard to Loudoun County Parkway	97
32	Tall Cedars Parkway: Pinebrook Road to Riding Center Drive	98
33	Tall Cedars Parkway: West Spine Road to Pinebrook Road	99
34	West Spine Road: Braddock Road to the Prince William County Line	100
35	Westwind Drive: Ladbrook Drive to State Street	101
36	Willard Road: Route 50 to Dulles Airport	102

Name of Segment: Arcola Boulevard (Item #71)

Segment Location: Loudoun County Parkway to Route 50

Category: Missing Link

Estimated Cost: \$20,479,500

Funding Options: No funds have been allocated for this improvement because it is proffered to be constructed by the developers of Brambleton Active Adult and Arcola Center.

Summary

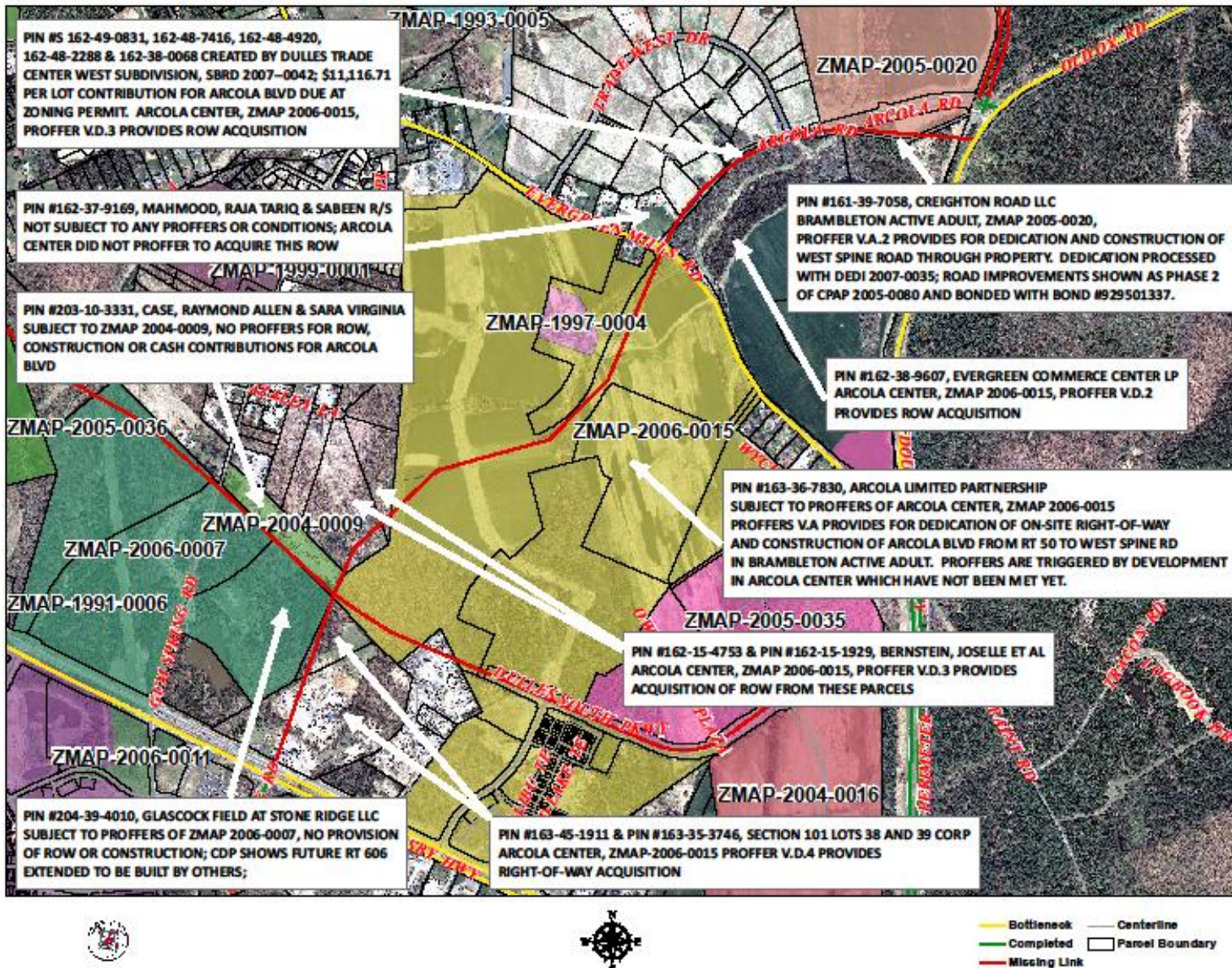
Right-of-Way: The majority of the right-of-way for Arcola Boulevard is proffered to be provided by Brambleton Active Adult and Arcola Center. Additionally, Arcola Center proffered to acquire the necessary off-site right-of-way for Arcola Boulevard (between Glascock Boulevard and Route 50). There are two parcels that are not subject to any proffers or conditions that provide right-of-way dedication (PIN #162-37-9169 and 203-10-3331).

Construction: Brambleton Active Adult has bonded their proffered improvements to Arcola Boulevard. Arcola Center proffered to construct Arcola Boulevard between Route 50 and the Brambleton Active Adult's improvements; these improvements will be constructed in phases that are triggered by development of Arcola Center.

Funding Sources: Dulles Trade Center West is providing a per lot contribution at time of zoning permit to fund improvements to Arcola Boulevard. Pursuant to its proffers, Arcola Center will request that the County make these funds available to pay for the construction of Arcola Boulevard.

Current Status: The Brambleton Active Adult section of Arcola Boulevard has been dedicated and bonded. Arcola Center has not yet met its proffer triggers for dedication and construction of Arcola Boulevard. It is noted that there are legislative applications currently being processed for both developments. The road segment proffers for Brambleton Active Adult may be subject to change based on the new application.

SEGMENT #71: ARCOLA BOULEVARD (LOUDOUN COUNTY PARKWAY TO ROUTE 50)



Proffer/Condition Analysis

ROW Status:

PIN #161-39-7058, CREIGHTON ROAD LLC

This property is subject to the proffers of Brambleton Active Adult, ZMAP 2005-0020, which was approved by the Board of Supervisors on October 16, 2007. Proffer V.A.2 provides for dedication of West Spine Road through the Property. This dedication was processed with DEDI 2007-0035; 979,244 sq. ft. was dedicated for West Spine Road (Arcola Blvd) as is shown on the plat recorded on 10/5/2011 with instrument #201110050061668.

2. *Subject to the provisions of Proffer V.A.4., the Applicant shall construct a 4-lane divided Loudoun County Parkway between the East-West Connector/ Route 621 Relocated and a transition point south of Route 606 Extended (Old Ox Road) (as shown on the Brambleton Active Adult Community Roadway Exhibit prepared by Wells and Associates, LLC, dated May 22nd, 2007 and included at Exhibit D), including necessary turn lanes, prior to issuance of the 350th zoning permit for any residential unit at the Property. Applicant shall also construct a 4-lane divided West Spine Road/ Route 606 as shown on Exhibit D and the CDP. Where the route of the West Spine Road/ Route 606 crosses through the Property, Applicant shall dedicate the necessary right-of way. The intersection of Loudoun County Parkway and the West Spine Road/ Route 606 shall be constructed in accordance with CPAP 2005-0080.*

PIN #162-38-9607, EVERGREEN COMMERCE CENTER LP

This property is subject to the proffers of Arcola Center – The Shops, ZMAP 2005-0035, which was approved by the Board of Supervisors on June 19, 2007, and a subsequent Zoning Concept Plan Amendment, ZCPA 2009-0008, which was approved on April 4, 2011. The proffers for Arcola Center – The Shops do not provide right-of-way dedication for Arcola Boulevard. However, the owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.2. A portion of the required dedication was processed with DEDI 2007-0036; the plat recorded on 12/9/2011 with instrument #20111209007351 shows 8,039 sq. ft. of dedication for Arcola Road.

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.*

PIN #162-49-0831, DULLES TRADE CENTER WEST LP

This property is not subject to any proffers or conditions. This parcel was created by the subdivision of PIN #162-47-9375, which was processed with SBRD 2007-0042 as shown on the plat recorded 1/24/2008 with instrument #200801240004006. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.2. No right-of-way for Arcola Boulevard has been dedicated yet from this parcel.

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.

PIN #162-48-7416, DULLES TRADE CENTER WEST LP

This property is not subject to any proffers or conditions. This parcel was created by the subdivision of PIN #162-47-9375, which was processed with SBRD 2007-0042 as shown on the plat recorded 1/24/2008 with instrument #200801240004006. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.2. No right-of-way for Arcola Boulevard has been dedicated yet from this parcel.

PIN #162-48-4920, LEWIS, CHARLES ESTATE

This property is not subject to any proffers or conditions; it is noted that this parcel contains a cemetery. This parcel was created by the subdivision of PIN #162-47-9375, which was processed with SBRD 2007-0042 as shown on the plat recorded 1/24/2008 with instrument #200801240004006. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.2. No right-of-way for Arcola Boulevard has been dedicated yet from this parcel.

PIN #162-48-2288, DULLES TRADE CENTER WEST LP

This property is not subject to any proffers or conditions. This parcel was created by the subdivision of PIN #162-47-9375, which was processed with SBRD 2007-0042 as shown on the plat recorded 1/24/2008 with instrument #200801240004006. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.2. No right-of-way for Arcola Boulevard has been dedicated yet from this parcel.

PIN #162-38-0068, DULLES TRADE CENTER WEST LP

This property is not subject to any proffers or conditions. This parcel was created by the subdivision of PIN #162-47-9375, which was processed with SBRD 2007-0042 as shown on the plat recorded 1/24/2008 with instrument #200801240004006. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.2. No right-of-way for Arcola Boulevard has been dedicated yet from this parcel.

PIN #162-37-9169, MAHMOOD, RAJA TARIQ & SABEEN R/S

This property is not subject to any proffers or conditions. The proffers for Arcola Center, ZMAP 2006-0015, do not provide for acquisition of right-of-way from this parcel.

PIN #163-36-7830, ARCOLA LIMITED PARTNERSHIP

This parcel is subject to the proffers of Arcola Center, ZMAP 2006-0015, which was approved by the Board of Supervisors on December 4, 2007, and amended by ZCPA 2009-0009, which was approved on April 4, 2011. Proffer V.A, as amended, provides for dedication of the necessary right-of-way for Arcola Boulevard between Evergreen Mills Road and Dulles South Parkway, which is to occur in phases which has not yet met the required development triggers.

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 full development of the Property is dependent on the construction of (i) Hutchinson Farm Drive, as proffered with ZMAP 2005-0035 and the currently pending ZCPA 2009-0008, Arcola Center-The Shops, and (ii) Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP 2005-0035 and the currently pending ZCPA 2009-0008, Arcola Center-The Shops, and a portion of which is also proffered with ZMAP 2004-0016, Dulles Landing. Unless already constructed by the developer of ZMAP 2005-0035/ZCPA 2009-0008, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, including traffic signals, whenever warranted, at its Route 50 and Dulles South Parkway intersections. Construction plans for Hutchinson Farm Drive between Route 50 and Dulles South Parkway will be approved and construction will commence prior to the issuance of the first residential zoning permit for the Residences at Main Street. Hutchinson Farm Drive will be constructed in phases so that each developed section of residential units in the Residences at Main Street will have access to a completed 4-lane undivided section of Hutchinson Farm Drive that is open to traffic, but not necessarily accepted for maintenance by VDOT, and connected to Route 50. Route 50 will be improved with turn lanes and a traffic signal at its intersection with Hutchinson Farm Drive prior to Hutchinson Farm Drive being opened for traffic.

In addition, unless already constructed by the developer of ZMAP 2005-0035/ZCPA 2009-0008, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP 2004-0016 and PIN 163-29-1069) to the western boundary of PIN: 163-26-5032 (formerly PIN: 163-36-7830 as shown on the ZMAP 2006-0015 plan set). This improvement shall be constructed and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever occurs first.

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.).*

Arcola Center, ZMAP 2006-0015, Proffer V.E provides for advance right-of-way dedication if others desire to construct the proffered road improvements.

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.

PIN #162-15-4753 & PIN #162-15-1929, BERNSTEIN, JOSELLE ET AL

This property is not subject to any proffers or conditions. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.3. This dedication has not yet occurred.

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.

PIN #203-10-3331, CASE, RAYMOND ALLEN & SARA VIRGINIA

This property is subject to the proffers of the Case Property, ZMAP 2004-0009, which was approved by the Board of Supervisors on July 12, 2005. There are no proffers that provide right-of-way dedication for Arcola Boulevard.

PIN #204-39-4010, GLASCOCK FIELD AT STONE RIDGE LLC

This property is subject to the proffers of Glascock Field at Stone Ridge, ZMAP 2006-0007, which was approved by the Board of Supervisors on December 4, 2007. This application did not provide any proffers for right-of-way dedication or construction of Arcola Boulevard. Arcola Boulevard is shown on the approved concept development plan as "FUT. ROUTE 606 EXTENDED (R/W 120') (TO BE BUILT BY OTHERS)". It appears that no right-of-way is required from this parcel.

PIN #163-45-1911 & PIN #163-35-3746, SECTION 101 LOTS 38 AND 39 CORP

These parcels are not subject to any proffers or conditions. The owner of Arcola Center proffered to acquire the right-of-way from this parcel for the construction of Arcola Boulevard North as stated in Arcola Center, ZMAP 2006-0015, Proffer V.D.4. The right-of-way for Arcola Boulevard has not yet been dedicated from this parcel because the proffered construction trigger has not been met.

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.

Proffer Information – Construction and Cash in Lieu:

- Brambleton Active Adult, ZMAP 2005-0020, Proffer V.A.2 provides for construction of West Spine Road through the Property. Construction plans have been approved for these improvements, which are shown on CPAP 2005-0080 as a Phase 2 improvement. On May 28, 2010, Brambleton Group LLC posted a 36 month bond (bond #929501337). It is noted that Brambleton Active Adult recently submitted two legislative applications which may affect the timing of these improvements (ZMAP 2013-0002 and ZCPA 2013-0001).

2. *Subject to the provisions of Proffer V.A.4., the Applicant shall construct a 4-lane divided Loudoun County Parkway between the East-West Connector/ Route 621 Relocated and a transition point south of Route 606 Extended (Old Ox Road) (as shown on the Brambleton Active Adult Community Roadway Exhibit prepared by Wells and Associates, LLC, dated May 22nd, 2007 and included at Exhibit D), including necessary turn lanes, prior to issuance of the 350th zoning permit for any residential unit at the Property. Applicant shall also construct a 4-lane divided West Spine Road/ Route 606 as shown on Exhibit D and the CDP. Where the route of the West Spine Road/ Route 606 crosses through the Property, Applicant shall dedicate the necessary right-of way. The intersection of Loudoun County Parkway and the West Spine Road/ Route 606 shall be constructed in accordance with CPAP 2005-0080.*

Brambleton Active Adult, ZMAP 2005-0020, Proffer V.G provides for capital facilities contributions if the West Spine Road improvements are constructed by others.

G. Construction and Improvements by Others

1. *In the event that any improvements listed in Proffers V.A or V.B. above are constructed and paid for by others, the Applicant shall make per-unit capital facilities contributions at the time of issuance of the remaining zoning permits in an amount equal to:*

- a. *\$5,145.82 per residential unit as described in Proffer V.I below, multiplied by*
- b. *1,502 residential units, minus*
- c. *the costs expended by the Applicant in completing such portion of the improvements outlined in Proffers V.A and V.B. that Applicant can or desires to complete without receipt of such off-site right-of-way and/or easements necessary for proffered road improvements (as substantiated by actual invoices), the sum of which to be divided by*
- d. *the number of residential zoning permits yet to be issued (that is 1,502 units minus the number of residential zoning permits received as of such date).*

For the purposes of calculating the costs expended or to be expended by the Applicant, Applicant shall be entitled to credit for design, bonding and other soft and hard costs expended by the Applicant in furtherance of completing the improvements set forth in Proffers V.A and V.B.

2. *In the event that such improvements are constructed by the County or others, the Applicant will have no further or additional obligations with regard to the improvements listed in Proffers V.A. or V.B.*

3. *In the event that such improvements are constructed by the County or others, the Applicants under ZMAP 2004-0025 (Brambleton Corner), ZMAP 2004-0026 (Brambleton Town Center- Residential) and ZMAP 2004-0024 (Brambleton Brandt) shall be required to make per-unit capital facilities contributions in accordance with the terms of such respective proffers.*

- Arcola Center, ZMAP 2006-0015, Proffer V.A provides for the construction of Arcola Boulevard as a four lane divided roadway from Route 50 to connect with the West Spine Road/Route 606 Extended road section that will be constructed by Brambleton Active Adult, ZMAP 2005-0020. Arcola Center proffered to construct Arcola Boulevard in phases as set forth in Proffer V.A. These improvements are depicted on Exhibit E. To date, the proffer triggers have not yet been met; the County has issued 85 zoning permits for new construction.

On July 28, 2008, the developer of Arcola Center, Buchanan Partners, submitted construction plans for Arcola Boulevard from Dulles South Parkway to Loudoun County Parkway, CPAP 2008-0082. This plan set became inactive on October 24, 2012.

It is noted that there are two active legislative applications for Arcola Center: ZMAP 2012-0005 and ZCPA 2012-0004.

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 full development of the Property is dependent on the construction of (i) Hutchinson Farm Drive, as proffered with ZMAP 2005-0035 and the currently pending ZCPA 2009-0008, Arcola Center-The Shops, and (ii) Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP 2005-0035 and the currently pending ZCPA 2009-0008, Arcola Center-The Shops, and a portion of which is also proffered with ZMAP 2004-0016, Dulles Landing. Unless already constructed by the developer of ZMAP 2005-0035/ZCPA 2009-0008, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, including traffic signals, whenever warranted, at its Route 50 and Dulles South Parkway intersections. Construction plans for Hutchinson Farm Drive between Route 50 and Dulles South Parkway will be approved and construction will commence prior to the issuance of the first residential zoning permit for the Residences at Main Street. Hutchinson Farm Drive will be constructed in phases so that each developed section of residential units in the Residences at Main Street will have access to a completed 4-lane undivided section of Hutchinson Farm Drive that is open to traffic, but not necessarily accepted for maintenance by VDOT, and connected to Route 50. Route 50 will be improved with turn lanes and a traffic signal at its intersection with Hutchinson Farm Drive prior to Hutchinson Farm Drive being opened for traffic.

In addition, unless already constructed by the developer of ZMAP 2005-0035/ZCPA 2009-0008, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP 2004-0016 and PIN 163-29-1069) to the western boundary of PIN: 163-26-5032 (formerly PIN: 163-36-7830 as shown on the ZMAP 2006-0015 plan set). This improvement shall be constructed and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP 2004-0016, Dulles Landing, whichever occurs first.

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.

Arcola Center, ZMAP 2006-0015, Proffer V.F provides for a cash equivalent contribution if the proffered construction of Arcola Boulevard is performed by others.

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.

ARCOLA CENTER, ZMAP 2006-0015
EXHIBIT E



TRANSPORTATION IMPROVEMENTS

November 19, 2007

Proffer Information – Cash Contributions:

- In accordance with Note 18 of the Dulles Trade Center West subdivision record plat, SBRD 2007-0042, which was recorded on 1/24/2008 with instrument #200801240004006, a per lot contribution of \$11,116.71 shall be provided prior to the issuance of zoning permit for each lot. These regional road contributions are for improvements to future Arcola Boulevard in the vicinity of Dulles Trade Center West.

To date, the County has received two such contributions that total \$22,233.42; with the addition of accrued interest, this account has a current balance of \$22,313 (LMIS sequence #99068551). Pursuant to Arcola Center, ZMAP 2006-0015, Proffer V.D.2, the Applicant will request that the County make the Dulles Trade Center West funds available to pay for the construction of Arcola Boulevard, North.

Disclaimer:

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Name of Segment: Belmont Ridge Road/ Route 659 (#4)

Segment Location: Shreveport Drive to Evergreen Mills Road

Category: Bottleneck

Estimated Cost: \$3,240,000

Funding Options: There are no funds allocated for this segment of Route 659.

Summary

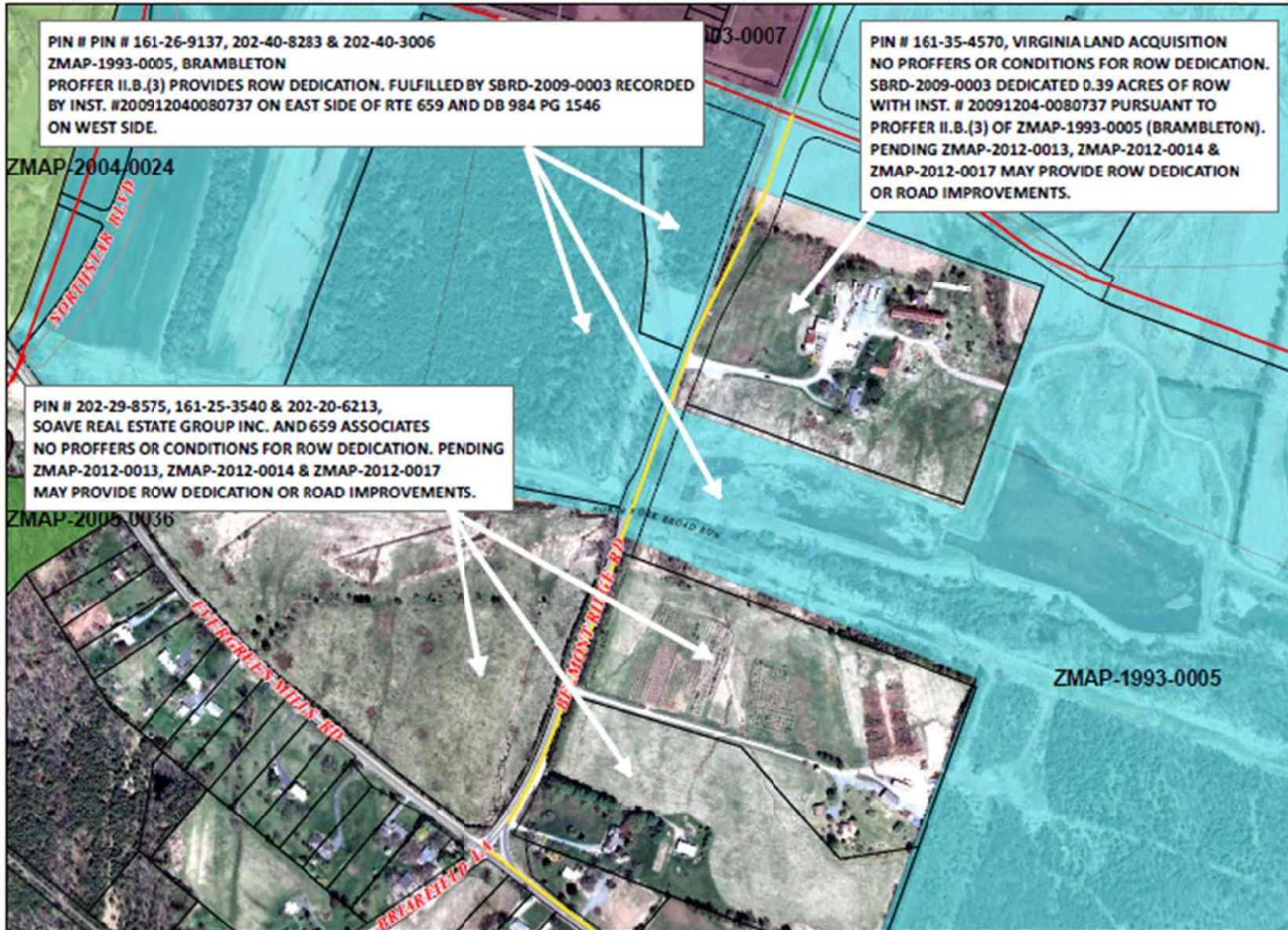
Right of Way: There are no proffers or conditions that provide for right-of-way dedication of this segment of Route 659.

Construction: There are no proffers or conditions that provide for construction of this segment of Route 659.

Funding Sources: There are no cash contributions provided by proffers or conditions.

Current Status: There are land development applications pending along this road segment. The Brambleton Group, LLC has submitted three zoning map amendments applications with related special exceptions. There are no draft proffer that have been submitted at this time as these applications are still in the initial checklist submission. Given the proximity of the applications to Belmont Ridge Road, it is possible that proffers for construction of this segment may be requested.

SEGMENT #4: BELMONT RIDGE ROAD (RIVERSIDE PARKWAY TO EVERGREEN MILLS ROAD)



Proffer/Conditions Analysis

ROW Status:

PIN#161-26-9137, Brambleton Group LLC, #202-40-8283, Loudoun County Board of Supervisors and #202-40-3006, Sam Ali Trustee

These parcels are subject to the proffers associated with ZMAP-1993-0005, Brambleton, which was approved on 11/16/95.

Pursuant to proffer II.B.(3), the right-of-way dedication for this segment of Route 659 extends on-site from Route 772 to the East-West Collector (Shreveport Drive). On the east side of Route 659, a subdivision record plat, SBRD-2009-0003, which was approved on 12/08/09 and recorded by Instrument #200912040080737 on 12/04/09, provided right-of-way dedication necessary to accommodate turn lanes onto Shreveport Drive. The existing right-of-way on the west side of this segment of Route 659 was provided by Deed Book 984 Page 1546.

It is noted that pursuant to proffer I.A.(2) of the Letter of Clarification, dated 11/08/95, the applicant selected Route 772/607 Extended as the required Phase I access.

II.B.(3) Existing Route 659 On-Site

Existing Route 659 within the Property shall be improved as a four-lane roadway between Route 772 and the east-west collector in Land Bay in the general location shown on the Development Plan, Sheet 4B. Such improvements shall include the acquisition of right-of-way from outparcels surrounded by the Property as necessary to provide a continuous four-lane road. Such improvements and related dedication of right-of-way shall occur concurrently with development of adjacent parcels on the Property as necessary to provide access to proposed development served by such improvements. The realignment of existing Route 659 shall not cause any parcel lying outside of the Property to be deprived of road frontage or access. In particular, tax map parcel 92-33 (Counts Property) shall be provided with road frontage or access notwithstanding the realignment of existing Route 659 at the northern portion of the Property.

PIN#161-35-4570, Virginia Land Acquisition

No rezoning applications or special exceptions have been filed these parcels, therefore, there are no proffers or conditions for right-of-way dedication for this section of Evergreen Mills Road. However, this parcel is subject to 3 Zoning Map Amendments, with related Special Exceptions, which have been submitted by Brambleton Group, LLC: ZMAP-2012-0013, ZMAP-2012-0014 and ZMAP-2012-0017. These applications are still in the initial checklist submission; therefore there are no drafts proffers at this time. However, given the proximity to this segment of Belmont Ridge Road, it is possible that proffers for construction of this segment may be requested.

A subdivision record plat, SBRD-2009-0003 which was approved on 12/08/09, provided 0.39 acres of right-of-way dedication and was recorded by Instrument #200912040080737 on 12/04/09.

PIN#202-29-8575, Trident-PC LLC, #161-25-3540, Soave Real Estate Group Inc. and #202-20-6213, 659 Associates

No rezoning applications or special exceptions have been filed these parcels, therefore, there are no proffers or conditions for right-of-way dedication for Evergreen Mills Road.

These parcels are owned by various entities associated with Brambleton. Brambleton Group, LLC has submitted 3 Zoning Map Amendments with related Special Exceptions: ZMAP-2012-0013, ZMAP-2012-0014 and ZMAP-2012-0017. These applications are still in the initial checklist submission; therefore there are no drafts proffers at this time. However, given the proximity to this segment of Belmont Ridge Road, it is possible that proffers for construction of this segment may be requested.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers or conditions that provide for construction and/or cash in lieu of construction for this segment of Route 659.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for cash contributions for this segment of Route 659.

Disclaimer:

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Name of Segment: Braddock Road (Item #70)

Segment Location: Between Northstar Boulevard and Fairfax County Line

Category: Bottleneck

Estimated Cost: \$19,483,000

Funding Options: There are no funds currently allocated for the design and construction of improvements to Braddock Road.

Summary

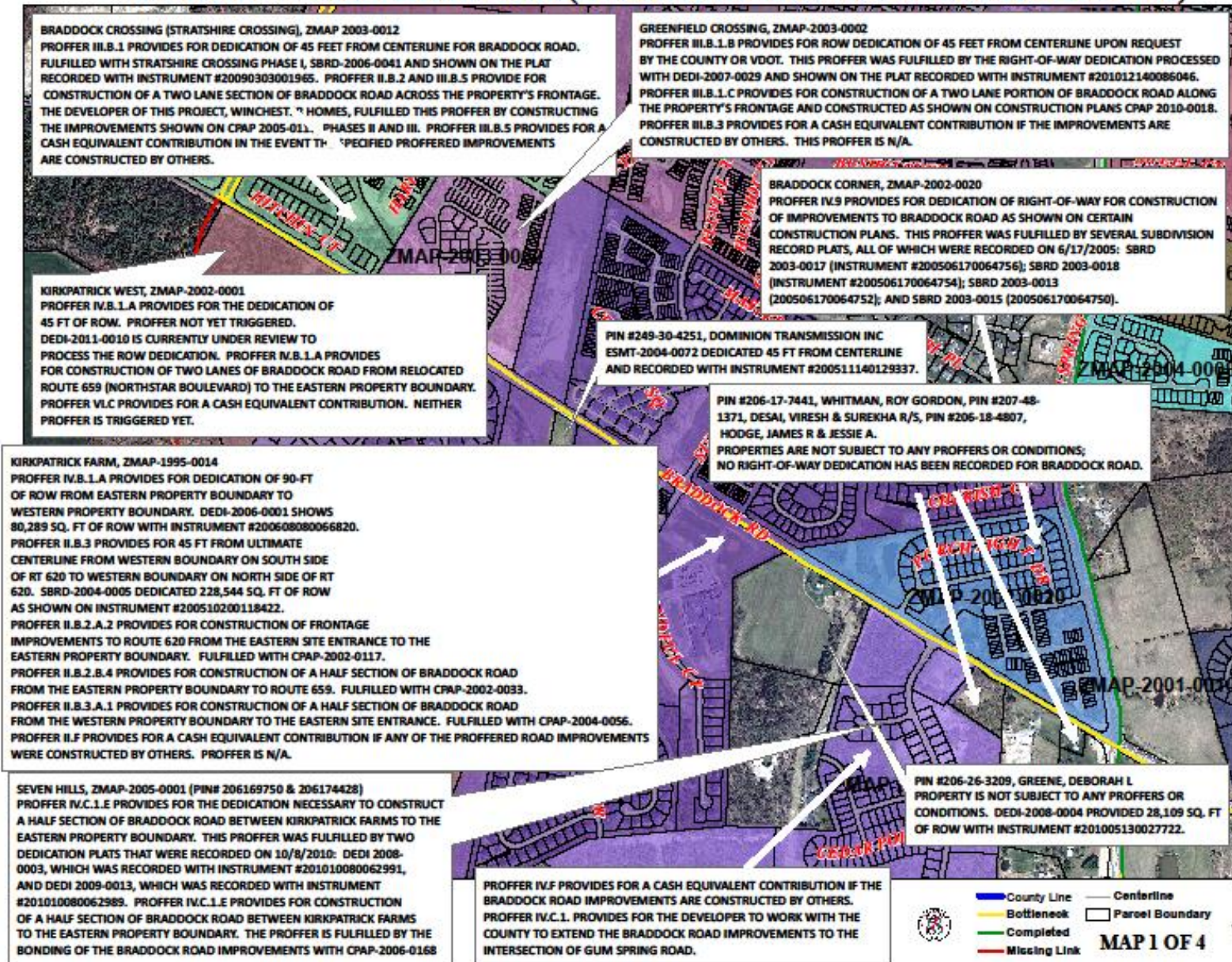
Right-of-Way: Except for two parcels that are located east of South Riding, right-of-way for the northern half section of this segment (westbound lanes) has been dedicated. Right-of-way for the southern half section, between Northstar Boulevard and West Spine Road (Route 659), is available with the exception of five parcels that are located in the vicinity of Seven Hills. With the exception of parcels owned by the Catholic Diocese of Arlington and Loudoun County Public Schools, there is no available right-of-way for expansion of Braddock Road east of Route 659.

Construction: Proffers provided for construction of the existing half section of Braddock Road. There are proffered improvements that will be triggered by future development along the frontage of Kirkpatrick West and the Catholic Diocese of Arlington.

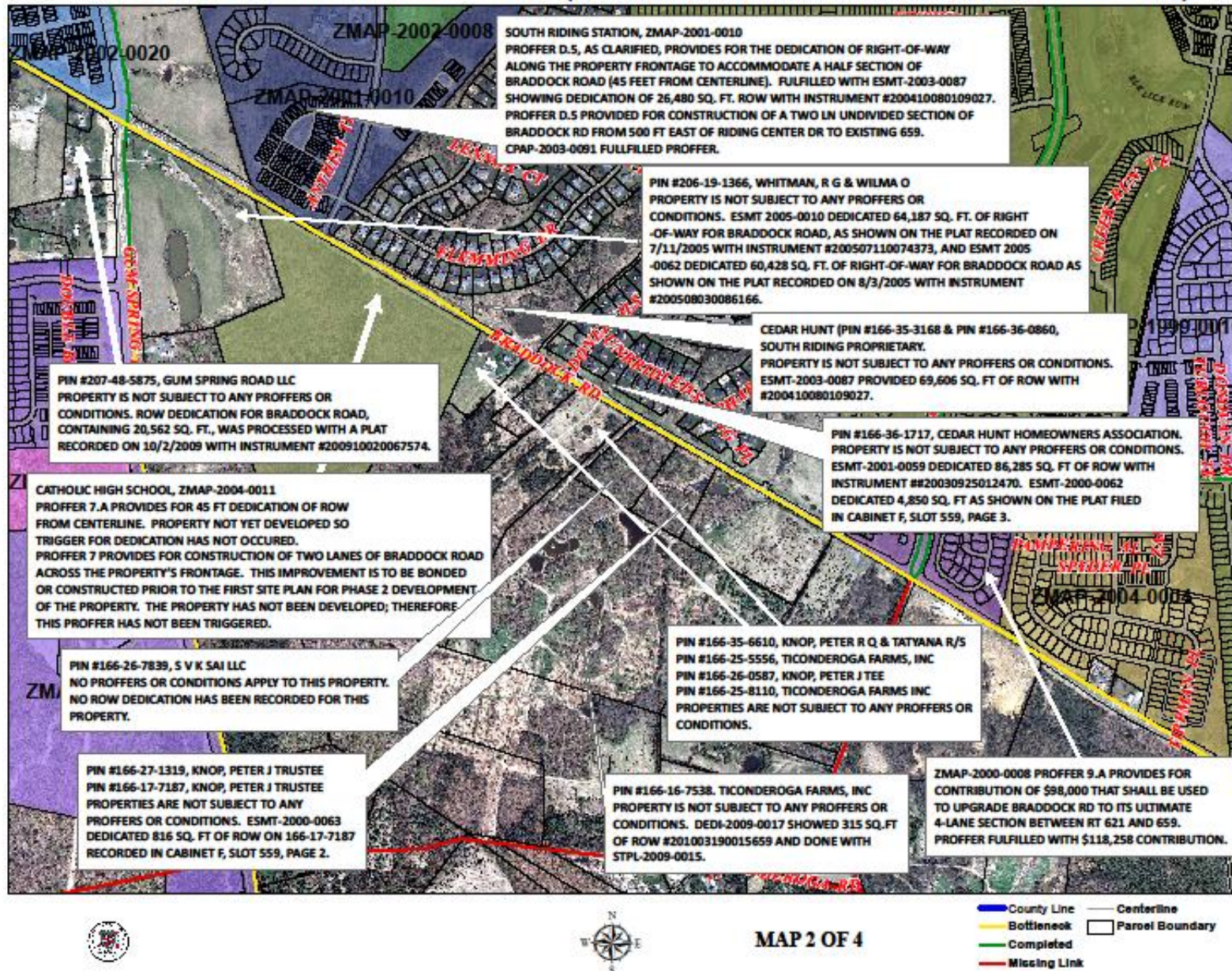
Funding Sources: There is \$1,082,792 in cash proffers/conditions that were contributed to the County for improvements to Braddock Road.

Current Status: There is no activity on this road segment. A funding source will have to be identified to move this project forward.

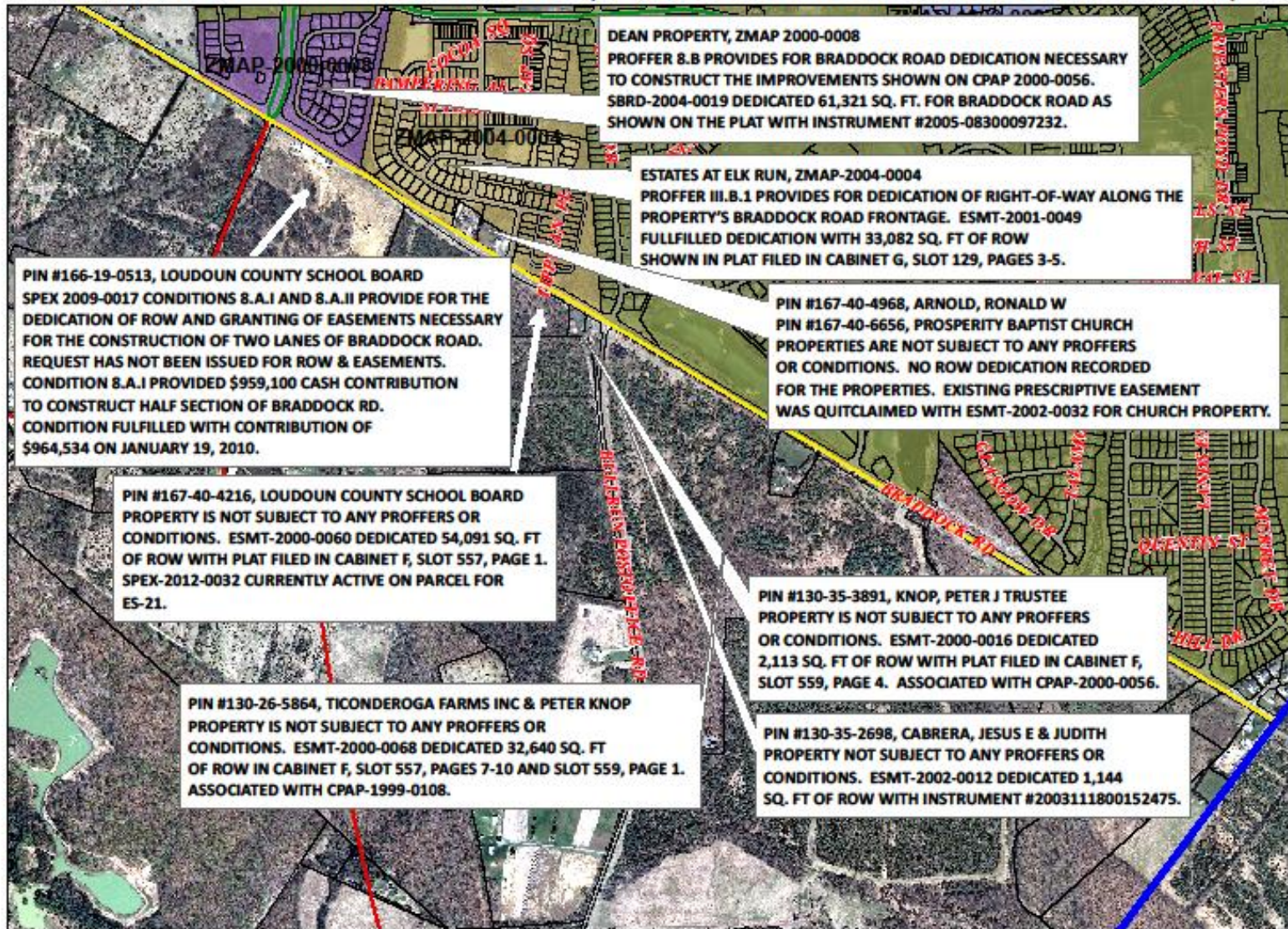
SEGMENT # 70: BRADDOCK ROAD (NORTHSTAR BLVD TO FAIRFAX COUNTY LINE)



SEGMENT # 70: BRADDOCK ROAD (NORTHSTAR BLVD TO FAIRFAX COUNTY LINE)



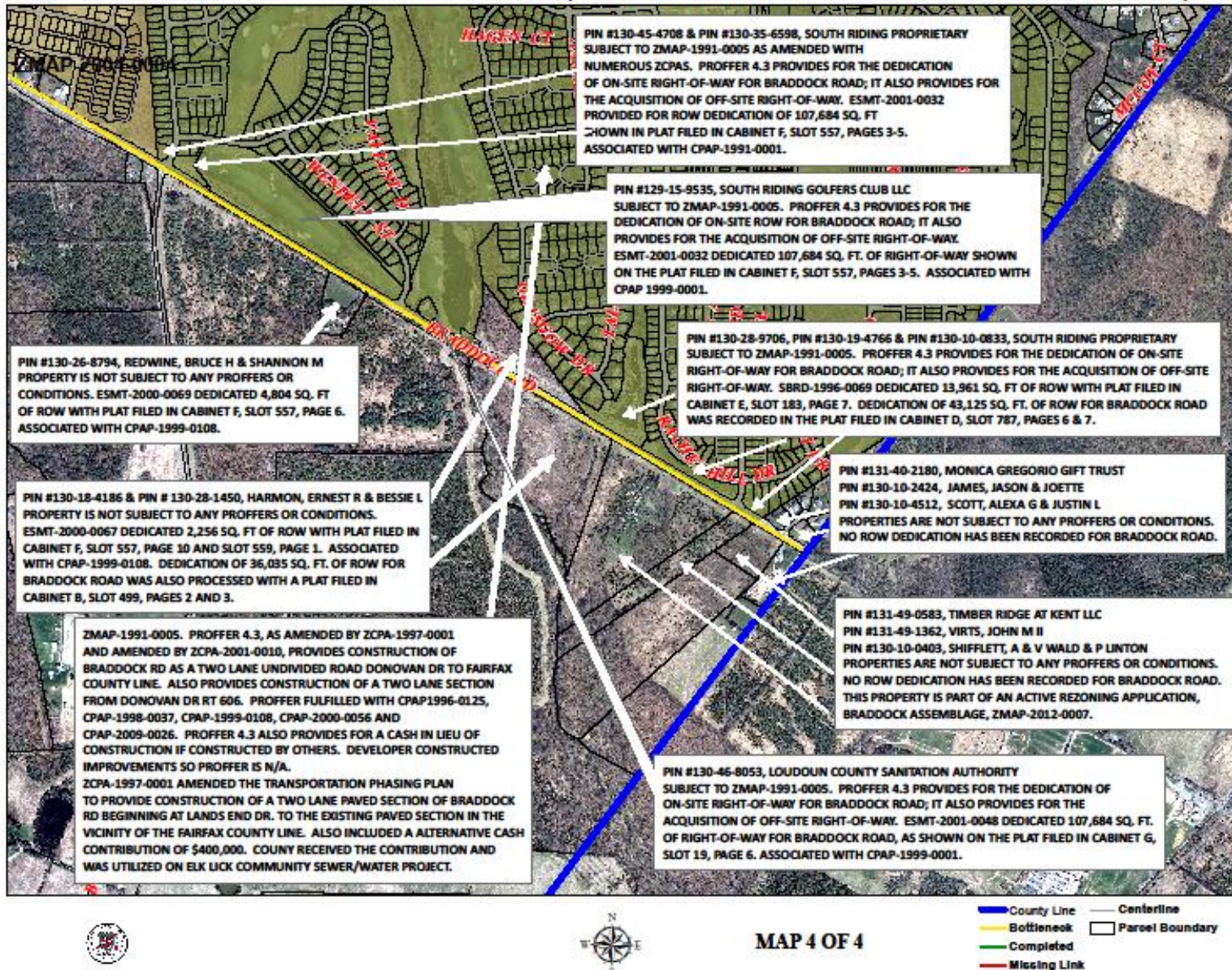
SEGMENT # 70: BRADDOCK ROAD (NORTHSTAR BLVD TO FAIRFAX COUNTY LINE)



MAP 3 OF 4

County Line
 Bottleneck
 Completed
 Missing Link
 Centerline
 Parcel Boundary

SEGMENT # 70: BRADDOCK ROAD (NORTHSTAR BLVD TO FAIRFAX COUNTY LINE)



Proffer/Condition Analysis

ROW Status:

Braddock Crossing (Stratshire Crossing), ZMAP 2003-0012

This property is subject to the proffers of Braddock Crossing, ZMAP 2003-0012, which was approved by the Board of Supervisors on June 21, 2005. Proffer III.B.1 provides for dedication of 45 feet from centerline for Braddock Road. This proffer was fulfilled by dedication that was processed with the record plat for Stratshire Crossing Phase I, SBRD 2006-0041, and shown on the plat recorded with instrument #20090303001965 on 3/3/2009.

B. Construction of Transportation Improvements

1. Concurrent with or prior to first record subdivision plat approval for the Property, the Owner shall dedicate along the Property's Braddock Road frontage, forty-five (45) feet of right-of-way from the centerline of Braddock Road.

Kirkpatrick West, ZMAP 2002-0001

This property is subject to the proffers of Kirkpatrick West, ZMAP 2002-0001, which was approved by the Board of Supervisors on December 6, 2005. Proffer IV.B.1.a provides for the dedication of 45 feet of right-of-way for Braddock Road; the dedication is to occur prior to approval of the first record plat or site plan. The proffer has not yet been triggered; a dedication plat is currently under review to process this right-of-way dedication (DEDI 2011-0010).

1. **Phase 1 (up to 219 dwelling units and 25,000 square feet of retail uses)**
 - Prior to approval of any record plat or site plan, whichever is first in time, for development on the Property, the Owner shall:
 - a. Dedicate right-of-way 45 feet in width along the Route 620 (Braddock Road) frontage of the Property and construct or bond for construction a half section of a four lane divided roadway with required turn lanes between Relocated Route 659 to the west and the eastern Property boundary.

Greenfield Crossing, ZMAP 2003-0002

This property is subject to the proffers of Greenfield Crossing, ZMAP 2003-0002, which was approved by the Board of Supervisors on June 1, 2004. Proffer III.B.1.b provides for right-of-way dedication of 45 feet from centerline upon request by the County or VDOT. This proffer was fulfilled by the right-of-way dedication processed with DEDI 2007-0029 and shown on the plat recorded on 12/14/2010 with instrument #201012140086046.

- b. Upon the request of VDOT or the County, the Owner shall dedicate along the Property's Braddock Road frontage, forty-five feet of right-of-way from the centerline of Braddock Road.

Kirkpatrick Farm, ZMAP 1995-0014

This property is subject to the proffers of Kirkpatrick Farm, ZMAP 1995-0014, which was approved by the Board of Supervisors on July 2, 1997. Proffer II.B.2.c provides for dedication of 90 feet of right-of-way for Route 620 from the eastern property boundary to western property

boundary. Right-of-way for Braddock Road was processed with DEDI 2006-0001, which shows 80,289 sq. ft. of right-of-way on the plat recorded on 8/2/2006 with instrument #200608080066820.

c. Dedication of Rights-of-Way.

The Applicant shall dedicate to the County the following rights-of-way in order to accommodate Phase II construction:

- subject to Section II.E., below, a right-of-way sixty feet (60') from the Ultimate Center Line of Route 659 (approximately 2700 linear feet) from the northern boundary of the Property on the west side of Route 659 to the southern boundary of Stone Ridge (Tax Map 100, Parcel 44) on Route 659.

- a ninety foot (90') right-of-way, forty-five feet (45') on both sides of the Ultimate Center Line of Route 620 from the eastern boundary of the Property on the north side of Route 620 to the western boundary of the Property on the north side of Route 620.

- subject to Section II.E., below, a right-of-way forty-five feet (45') from the Ultimate Center Line of Route 620 from the eastern boundary line of the Property to Route 659.

Proffer II.B.3.c provides for dedication of 45 feet from the ultimate centerline from the western boundary of the property on the south side of Route 620 to the western boundary on the north side of Route 620. This proffer was fulfilled by the dedication provided with the record plat for Kirkpatrick Farms Phase II Braddock Road, SBRD 2004-0005, which dedicated 228,544 sq. ft. of right-of-way for Braddock Road as shown on the plat recorded on 10/20/2005 with instrument #200510200118422.

c. Dedication of Right-of-Way.

The Applicant shall dedicate to the County the following right-of-way in order to accommodate Phase III construction:

- a right-of-way forty-five feet (45') from the Ultimate Center Line of Route 620 from the western boundary of the Property on the south side of Route 620 to the western boundary of the Property on the north side of Route 620.

Such dedication shall be at no cost to the County or VDOT, and shall be provided earlier if requested by the County or VDOT.

PIN #249-30-4251, DOMINION TRANSMISSION INC

Dedication of 45 feet from centerline was processed with ESMT 2004-0072 and recorded with instrument #200511140129337 on 11/14/2005.

PIN #206-26-3209, GREENE, DEBORAH L

This property is not subject to any proffers or conditions. Right-of-way dedication for Braddock Road, containing 28,109 sq. ft., was processed with DEDI 2008-0004, as shown on the plat recorded on 5/13/2010 with instrument #201005130027722.

Braddock Corner, ZMAP 2002-0020

This property is subject to the proffers of Braddock Corner, ZMAP 2002-0020, which was approved by the Board of Supervisors on April 6, 2004. Proffer IV.9 provides for dedication of right-of-way for construction of improvements to Braddock Road as shown on certain construction plans. This proffer was fulfilled by several subdivision record plats, all of which were recorded on 6/17/2005: SBRD 2003-0017 (instrument #200506170064756); SBRD 2003-0018 (instrument #200506170064754); SBRD 2003-0013 (200506170064752); and SBRD 2003-0015 (200506170064750).

9. REGIONAL ROAD RIGHT-OF-WAY DEDICATION

The Applicant shall dedicate as right-of-way, for widening on Braddock Road (Route 620) and Gum Springs Road (Route 659), those portions of the Subject Property shown as right-of-way on CPAP 2002-0189 and CPAP 2002-0033, with final right-of-way delineation subject to final review and approval by the County and VDOT. In addition to providing for the above referenced right-of-way dedication, the Applicant will grant all necessary easements relating to road construction for utilities, drainage, and grading. Such dedication will be provided at the time of recordation of the first record plat.

Seven Hills, ZMAP 2005-0001 (PIN# 206169750 & 206174428)

This property is subject to the proffers of Seven Hills, ZMAP 2005-0001, which was approved by the Board of Supervisors on March 21, 2006. Proffer IV.C.1.e provides for the dedication necessary to construct a half section of Braddock Road between Kirkpatrick Farms to the eastern property boundary. This proffer was fulfilled by two dedication plats that were recorded on 10/8/2010: DEDI 2008-0003, which was recorded with instrument #201010080062991, and DEDI 2009-0013, which was recorded with instrument #201010080062989.

e. Braddock Road: Dedicate right-of-way, if and as necessary, and construct a half section of a four (4) lane divided roadway on-site and off-site, utilizing existing Braddock Road right-of-way to the greatest extent possible, for the portion of Braddock Road between Kirkpatrick Farms to the west and the eastern Property boundary. Off-site Braddock Road improvements (i.e., between Kirkpatrick Farms to the west and the western Property boundary) shall also include construction of a ten (10) foot wide multi-purpose trail to connect the Property to Kirkpatrick Farms.

PIN #206-17-7441, WHITMAN, ROY GORDON

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #207-48-1371, DESAI, VIRESH & SUREKHA R/S

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #206-18-4807, HODGE, JAMES R & JESSIE A

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #207-48-5875, GUM SPRING ROAD LLC

This property is not subject to any proffers or conditions. Right-of-way dedication for Braddock Road, containing 20,562 sq. ft., was processed with a plat recorded on 10/2/2009 with instrument #200910020067574.

PIN #206-19-1366, WHITMAN, R G & WILMA O

This property is not subject to any proffers or conditions. Right-of-way dedication for Braddock Road was made in support of South Riding Braddock Road Phase IV improvements with two easement plats: ESMT 2005-0010 dedicated 64,187 sq. ft. of right-of-way for Braddock Road, as shown on the plat recorded on 7/11/2005 with instrument #200507110074373, and ESMT 2005-0062 dedicated 60,428 sq. ft. of right-of-way for Braddock Road as shown on the plat recorded on 8/3/2005 with instrument #200508030086166.

South Riding Station, ZMAP 2001-0010

This property is subject to the proffers of South Riding Station, ZMAP 2001-0010, which was approved by the Board of Supervisors on May 18, 2004. Proffer D.5, as clarified, provides for the dedication of right-of-way along the property frontage to accommodate a half section of Braddock Road (45 feet from centerline). This proffer was fulfilled by the dedication of 26,480 sq. ft. of right-of-way from this property was provided with ESMT 2003-0087 and is shown on the plat recorded 10/8/2004 with instrument #200410080109027.

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 through 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 Exhibit 3. 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.

Catholic High School, ZMAP 2004-0011

This property is subject to the proffers of Catholic Diocese of Arlington, VA, ZMAP 2004-0011. Proffer 7.A provides for the dedication of 45 feet from centerline along the property's Braddock Road frontage. Such dedication is to occur prior to the approval of the first site plan for Phase 1 development. The property has not yet been developed; therefore, this dedication has not occurred.

7. **TRANSPORTATION IMPROVEMENTS.** *The Applicant shall construct or bond for construction the following transportation improvements, as depicted on the Concept Plan:*

Phase 1:

- A. *Upon request by the County or prior to the first site plan approval for the Phase 1 development of the Property, whichever is first in time, the Applicant shall dedicate and convey in fee simple to the Board of Supervisors right-of-way 45 feet from centerline along the Braddock Road frontage of the Property, except where turn lanes into the site are required, at which locations 60 feet of right-of-way from centerline shall be so dedicated, as depicted on the Concept Plan.*

Cedar Hunt (PIN #166-35-3168 & PIN #166-36-0860, SOUTH RIDING PROPRIETARY

This property is not subject to any proffers or conditions. Dedication of 69,606 sq. ft. of right-of-way from this property was provided with ESMT 2003-0087 and is shown on the plat recorded 10/8/2004 with instrument #200410080109027.

PIN #166-36-1717, CEDAR HUNT HOMEOWNERS ASSOCIATION

This property is not subject to any proffers or conditions. Dedication of 86,285 sq. ft. of right-of-way for Braddock Road was processed with ESMT 2001-0059 as shown on the plat recorded on 9/25/2003 with instrument #20030925012470. A prior dedication of 4,850 sq. ft. of right-of-way was processed with ESMT 2000-0062 as shown on the plat filed in cabinet F, slot 559, page 3.

PIN #166-35-6610, KNOP, PETER R Q & TATYANA R/S

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #166-25-5556, TICONDEROGA FARMS, INC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #166-26-0587, KNOP, PETER J TEE

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #166-25-8110, TICONDEROGA FARMS INC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #166-16-7538, TICONDEROGA FARMS, INC

This property is not subject to any proffers or conditions. Dedication of a 315 sq. ft. of right-of-way was processed with DEDI 2009-0017 as shown on the plat recorded on 3/19/2010 with instrument #201003190015659. This dedication was done in conjunction with the development of J. Michael Lunsford Middle School (STPL 2009-0015).

PIN #166-26-7839, S V K SAI LLC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #166-27-1319, KNOP, PETER J TRUSTEE

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #166-17-7187, KNOP, PETER J TRUSTEE

This property is not subject to any proffers or conditions. Dedication of 816 sq. ft. of right-of-way was processed with ESMT 2000-0063 as shown on the plat recorded in cabinet F, slot 559,

page 2. This dedication was made in support of the South Riding Phase III Braddock Road improvements.

Dean Property, ZMAP 2000-0008

This property is subject to the proffers of the Dean Property, ZMAP 2000-0008, which was approved by the Board of Supervisors on July 21, 2003. Proffer 8.B provides for Braddock Road dedication necessary to construct the improvements shown on CPAP 2000-0056. This dedication was processed with SBRD 2004-0019, which dedicated 61,321 sq. ft. for Braddock Road as shown on the plat recorded on 8/30/2005 with instrument #2005-08300097232.

B. Right-of-Way Dedication for Regional Roads. At time of first record plat approval by the County for any portion of the Property, or at anytime otherwise requested by the County, the Applicant shall dedicate to the County, at no cost to the County, that right-of-way on the Property for Braddock Road, per CPAP 2000-0056 (width varies 27+ - 45+ feet) and for the Loudoun County Parkway, Phase IV, per CPAP 2000-0025 (138+ feet in width). Such dedication shall include necessary, temporary and permanent easements for construction, slope, and/or drainage, as appropriate.

PIN #166-19-0513, LOUDOUN COUNTY SCHOOL BOARD

This property was developed subject to the conditions of the Loudoun County Public Schools (MS-5) special exception application, SPEX 2009-0017. Conditions 8.a.i and 8.a.ii provide for the dedication of right-of-way and granting of easements necessary for the construction of two lanes of Braddock Road. A request has not yet been issued for this right-of-way and easements. J. Michael Lunsford Middle School was constructed on this property.

- ii. Right Of Way. Upon written request by the Virginia Department of Transportation (VDOT) or the County, the Applicant shall provide right-of-way necessary for the construction of the Braddock Road improvements as described in Condition 8(a)(i) above. Such provision shall be made at no cost to VDOT or the County.
- iii. Easements. Upon written request by VDOT or the County, the Applicant shall grant construction, drainage, and all other easements necessary for the construction of the Braddock Road improvements as described in Condition 8(a)(i) above, at no cost to VDOT or the County.

Estates at Elk Run, ZMAP 2004-0004

This property is subject to the proffers of Estates at Elk Run, ZMAP 2004-0004, which was approved by the Board of Supervisors on November 9, 2005. Proffer III.B.1 provides for dedication of right-of-way along the property's Braddock Road frontage. This proffer was fulfilled by the dedication of 33,082 sq. ft. of right-of-way that was processed with ESMT 2001-0049 and shown on the plat filed in cabinet G, slot 129, pages 3-5.

B. Construction of Transportation Improvements.

- 1. Braddock Road Dedication. Concurrent with or prior to first record plat approval for any portion of the Property, the Owner shall dedicate along the

Property's Braddock Road frontage, the right-of-way, as depicted on Sheet 5 of the Concept Plan.

PIN #167-40-4968, ARNOLD, RONALD W

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #167-40-6656, PROSPERITY BAPTIST CHURCH

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road. The existing prescriptive easement was quitclaimed with ESMT 2002-0032 and is shown on the plat recorded 10/8/2004 with instrument #200410080109025.

PIN #167-40-4216, LOUDOUN COUNTY SCHOOL BOARD

This property is not subject to any proffers or conditions. Dedication of a 54,091 sq. ft. of right-of-way was processed with ESMT 2000-0060 as shown on the plat filed in cabinet F, slot 557, page 1. This dedication was done in conjunction with South Riding Phase III Braddock Road improvements. It is noted that there is an active special exception application being processed for this parcel; SPEX 2012-0032 for ES-21.

PIN #130-35-2698, CABRERA, JESUS E & JUDITH

This property is not subject to any proffers or conditions. Dedication of 1,144 sq. ft. of right-of-way was processed with ESMT 2002-0012 as shown on the plat recorded on 11/18/2003 with instrument #2003111800152475. This dedication was made in support of the South Riding Phase III Braddock Road improvements.

PIN #130-35-3891, KNOP, PETER J TRUSTEE

This property is not subject to any proffers or conditions. Dedication of 2,113 sq. ft. of right-of-way was processed with ESMT 2000-0061 as shown on the plat filed in cabinet F, slot 559, page 4. This dedication was made in support of the South Riding Phase III Braddock Road improvements, CPAP 2000-0056.

PIN #130-26-5864, TICONDEROGA FARMS INC & PETER KNOP

This property is not subject to any proffers or conditions. Dedication of 32,640 sq. ft. of right-of-way was processed with ESMT 2000-0068 as shown on the plat filed in cabinet F, slot 557, pages 7-10 and slot 559, page 1. This dedication was made in support of the South Riding Phase II Braddock Road improvements (CPAP 1999-0108).

PIN #130-45-4708 & PIN #130-35-6598, SOUTH RIDING PROPRIETARY

This property is subject to the proffers of South Riding, ZMAP 1991-0005, as amended by ZCPA 1997-0010 and most recently by ZCPA 2001-0010. Proffer 4.3 provides for the dedication of on-site right-of-way for Braddock Road; it also provides for the acquisition of off-site right-of-way.

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.

Dedication of 29,710 sq. ft. of right-of-way was processed with ESMT 2001-0033 as shown on the plat filed in cabinet F, slot 597, page 10, and slot 599, pages 1-3. This dedication was made in support of the South Riding Phase III Braddock Road improvements (CPAP 2000-0056).

PIN #129-15-9535, SOUTH RIDING GOLFERS CLUB LLC

This property is subject to the proffers of South Riding, ZMAP 1991-0005, as amended by ZCPA 1997-0010 and most recently by ZCPA 2001-0010. Proffer 4.3 provides for the dedication of on-site right-of-way for Braddock Road; it also provides for the acquisition of off-site right-of-way.

Dedication of 107,684 sq. ft. of right-of-way was processed with ESMT 2001-0032 as shown on the plat filed in cabinet F, slot 557, pages 3-5. This dedication was made in support of the South Riding Phase II Braddock Road improvements (CPAP 1999-0001).

PIN #130-46-8053, LOUDOUN COUNTY SANITATION AUTHORITY

This property is subject to the proffers of South Riding, ZMAP 1991-0005, as amended by ZCPA 1997-0010 and most recently by ZCPA 2001-0010. Proffer 4.3 provides for the dedication of on-site right-of-way for Braddock Road; it also provides for the acquisition of off-site right-of-way.

Dedication of 107,684 sq. ft. of right-of-way for Braddock Road was processed with ESMT 2001-0048 as shown on the plat filed in cabinet G, slot 19, page 6. This dedication was made in support of the South Riding Phase II Braddock Road improvements (CPAP 1999-0001).

PIN #130-26-8794, REDWINE, BRUCE H & SHANNON M

This property is not subject to any proffers or conditions. Dedication of 4,804 sq. ft. of right-of-way was processed with ESMT 2000-0069 as shown on the plat filed in cabinet F, slot 557, page 6. This dedication was made in support of the South Riding Phase II Braddock Road improvements, CPAP 1999-0108.

PIN #130-18-4186 & PIN # 130-28-1450, HARMON, ERNEST R & BESSIE L

This property is not subject to any proffers or conditions. Dedication of 2,256 sq. ft. of right-of-way was processed with ESMT 2000-0067 as shown on the plat filed in cabinet F, slot 557, page

10 and slot 559, page 1. This dedication was made in support of the South Riding Phase II Braddock Road improvements, CPAP 1999-0108. Dedication of 36,035 sq. ft. of right-of-way for Braddock Road was also processed with a plat filed in cabinet B, slot 499, pages 2 and 3.

PIN #130-28-9706, PIN #130-19-4766 & PIN #130-10-0833, SOUTH RIDING PROPRIETARY

This property is subject to the proffers of South Riding, ZMAP 1991-0005, as amended by ZCPA 1997-0010 and most recently by ZCPA 2001-0010. Proffer 4.3 provides for the dedication of on-site right-of-way for Braddock Road; it also provides for the acquisition of off-site right-of-way.

Dedication of 13,961 sq. ft. of right-of-way was processed with the record plat for South Riding Section 16, SBRD 1996-0069, as shown on the plat filed in cabinet E, slot 183, page 7. Dedication of 43,125 sq. ft. of right-of-way for Braddock Road was recorded in the plat filed in cabinet D, slot 787, pages 6 & 7.

PIN #131-49-0583, TIMBER RIDGE AT KENT LLC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road. This property is part of an active rezoning application, Braddock Assemblage, ZMAP 2012-0007.

PIN #131-49-1362, VIRTS, JOHN M II

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road. This property is part of an active rezoning application, Braddock Assemblage, ZMAP 2012-0007.

PIN #130-10-0403, SHIFFLETT, A & V WALD & P LINTON

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road. This property is part of an active rezoning application, Braddock Assemblage, ZMAP 2012-0007.

PIN #131-40-2180, MONICA GREGORIO GIFT TRUST

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #130-10-2424, JAMES, JASON & JOETTE

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

PIN #130-10-4512, SCOTT, ALEXA G & JUSTIN L

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Braddock Road.

Proffer Information – Construction and Cash in Lieu:

- Braddock Crossing, ZMAP 2003-0012, Proffer II.B.2 and III.B.5 provide for construction of a two lane section of Braddock Road across the property's frontage. The developer of this project, Winchester Homes, fulfilled this proffer by constructing the improvements shown on CPAP 2005-0119, phases II and III. The plan set is titled Westport Braddock Road; Toll Brothers granted Winchester Homes the rights to use the plan. Winchester Homes bonded the improvements with bond #6399895.

Proffer III.B.5 provides for a cash equivalent contribution in the event the specified proffered improvements are constructed by others. This proffer is not applicable to the Braddock Road improvements because the Owner constructed them.

2. Concurrent with or prior to first record subdivision plat approval for the Property, the Owner shall construct or bond for construction a two-lane Section of Braddock Road, including turn lanes, from the eastern property line to the future Route 659 Relocated. Development on the Property will be limited to 59 units until such time as a paved two-lane section of Braddock Road is constructed, or bonded for construction, by the Owner or others, between the Braddock Road site entrance and Gum Spring Road (Route 659).

5. Prior to the issuance of the zoning permit for the 59th residential unit on the Property, the Owner shall construct, or bond for construction, a two lane section of Braddock Road from Route 659 Relocated to the western property line.

C. Cash Equivalent Contribution

Unless otherwise provided in these Proffers, the Owner agrees to contribute to the County, or its designee, an amount equal to the cost of constructing the transportation improvements described above in Proffers III.B.2. and III.B.4., III.B.5. and III.B.6., in lieu of actual construction, if said improvements have been constructed or bonded for construction by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

- Kirkpatrick West, ZMAP 2002-0001, Proffer IV.B.1.a provides for construction of two lanes of Braddock Road from Relocated Route 659 (Northstar Boulevard) to the eastern property boundary. This improvement is required to be bonded or constructed prior to approval of the first record plat or site plan, neither of which has occurred yet.

Additionally, Proffer VI.C provides for a cash equivalent contribution if others construct this improvement. This proffer has not been triggered yet either.

C. Cash Equivalent Contribution. Unless otherwise provided in these proffers, the Owner shall contribute to the County, or its designee, including a Community Development Authority ("CDA") or one or more private parties who collectively agree to construct public roadway improvements, an amount equal to the actual cost of constructing the transportation improvements described above in Proffer IV.B 1. a. and b., in lieu of actual construction if said improvements have been constructed or bonded by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the in the same Planning area of the Property.

- Greenfield Crossing, ZMAP 2003-0002, Proffer III.B.1.c provides for construction of a two lane portion of Braddock Road along the property's frontage. This improvement is required to be bonded or constructed prior to the first record plat. This improvement was bonded with bond #1945125 and constructed as shown on construction plans CPAP 2010-0018.

Proffer III.B.3 provides for a cash equivalent contribution if the improvements are constructed by others. This proffer is not applicable because the Owner constructed the Braddock Road improvements.

c. Prior to approval of the first record plat for the Property the Owner shall bond and/or construct along the Property's frontage a two-lane portion of Braddock Road including any turn lanes required by VDOT and the County. Development on the Property will be limited to 34 units until such time as a paved two-lane section of Braddock Road is constructed, or bonded for construction by the Owner or others, between the Braddock Road site entrance and Gum Springs Road (Route 659).

3. Cash Equivalent Contribution. Unless otherwise provided in these Proffers, the Owner agrees to contribute to the County, or its designee, an amount equal to the cost of constructing the transportation improvements described above in Proffers III.B.1.a and III.B.1.b., in lieu of actual construction, if said improvements have been constructed or bonded for construction by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

- Kirkpatrick Farm, ZMAP 1995-0014, Proffer II.B.2.a.2 provides for construction of frontage improvements to Route 620 from the eastern site entrance to the eastern property boundary. This proffer was fulfilled by the construction of improvements shown on CPAP 2002-0117. Proffer II.B.2.b.4 provides for construction of a half section of Braddock Road from the eastern property boundary to Route 659. This proffer was fulfilled by the construction of improvements shown on CPAP 2002-0033.

a. Frontage Improvements.

2. A half section of a four-lane divided major collector on Route 620 from the point of intersection at the eastern site entrance of the Property to the eastern boundary of the Property (approximately 1000 linear feet).

4. A half section of a four-lane divided major collector on Route 620 from the eastern boundary of the Property to the intersection of Route 620 and existing Route 659 (approximately 3200 linear feet). Location of two lane improvements may vary subject to final engineering and right-of-way acquisition, but must all lie on one side of the Ultimate Center Line.

Kirkpatrick Farm Proffer II.B.3.a.1 provides for construction of a half section of Braddock Road from the western property boundary to the eastern site entrance. This proffer was fulfilled by the construction of improvements that were shown on CPAP 2004-0056.

3. Phase III (Land Bay N and R) - Prior to issuance of any zoning permits for development associated with Phase III, the Applicant will construct or bond for construction the following transportation improvements:

a. Frontage Improvements.

1. A half section of a four-lane divided major collector on Route 620 from the western boundary of the Property on the south side of Route 620 (approximately 3050 linear feet) to its eastern site entrance.

Kirkpatrick Farms Proffer II.F provides for a cash equivalent contribution if any of the proffered road improvements were constructed by others. This proffer is not applicable because the developer constructed the proffered improvements to Braddock Road.

F. Cash Equivalent Contribution

In all Proffers wherein the Applicant has agreed to construct road improvements or traffic signals, the Applicant shall contribute to the County or its designee an amount equal to the actual cost of constructing such improvements in lieu of actual construction if said improvements have been constructed by others prior to bonding for construction by the Applicant except for those improvements as set forth in Proffers II. B. 2. b. 2. and II. B. 2. b. 3., above which are 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 the Applicant would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property. If the County Staff and the Applicant disagree about the cost of such improvements, and they are unable to resolve their differences, the Loudoun County Board of Supervisors shall make the final determination.

- Seven Hills, ZMAP 2005-0001, Proffer IV.C.1.e provides for construction of a half section of Braddock Road between Kirkpatrick Farms to the eastern property boundary. This proffer is a Phase I transportation improvement that is required to be constructed or bonded for construction prior to the first residential zoning permit. The proffer is fulfilled by the bonding of the Braddock Road improvements that are shown on the construction plan CPAP 2006-0168, bond #K07151664.

Seven Hills Proffer IV.F provides for a cash equivalent contribution if the Braddock Road improvements are constructed by others. The developer of Seven Hills has begun construction of the Braddock Road improvements; therefore, a cash equivalent contribution is not anticipated.

F. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement, the Owners agree that, in the event any of the transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.e., Proffer IV.C.2.b. and Proffer IV.C.2.c.ii are constructed or bonded for construction by others prior to bonding for construction by the Owners, the Owners shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to the cost of constructing such transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.e., Proffer IV.C.2.b. and Proffer IV.C.2.c.ii. in lieu of actual construction of each such improvement provided by others. For the purposes of determining the in-lieu-of contribution, (i) the actual cost of the respective improvements will be used if available; if not, the value of the bond estimate will be used, and (ii) construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owners would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

Additionally, Seven Hills Proffer IV.C.1. provides for the developer to work with the County to extend the Braddock Road improvements to the intersection of Gum Spring Road. The Applicant provided the notification to the County; however, since the right-of-way and funding required to design and construct the improvements was not available, Seven Hills is not required to construct the off-site improvements to Braddock Road.

f. Off-site Braddock Road: Although not required by this project, but in an effort to assist the County with completion of the planned improvements to Braddock Road, the Applicant shall work with the County to include construction of the two additional lanes of Braddock Road between the eastern property boundary and the Gum Spring Road/Braddock Road intersection with the construction of the improvements to Braddock Road proffered by the Applicant in this Application; provided, however, that, within six (6) months of receiving written notification from the Owners that the Owners intend to proceed with construction of the Braddock Road improvements proffered in this Application, the County provides to the Owners (i) sufficient funds for the costs of engineering and constructing such section of Braddock Road from cash contributions proffered for such improvement by others or toward regional road improvements in approved rezoning applications, including the regional road cash contributions being proffered in this Application, and (ii) all right-of-way and related easements necessary for the Owners to construct such section of Braddock Road.

- South Riding Station, ZMAP 2001-0010, Proffer D.5 provided for construction of a two lane undivided section of Braddock Road from 500 feet east of Riding Center Drive to existing Route 659. This proffer was fulfilled by the improvements constructed as shown on the South Riding Braddock Road Phase IV, CPAP 2003-0091, which was bonded with Bond #6321880.
- South Riding, ZMAP 1991-0005, Proffer 4.3, as amended by ZCPA 1997-0001 which was approved by the Board of Supervisors on October 15, 1997, and subsequently amended by ZCPA 2001-0010 which was approved by the Board of Supervisors on May 18, 2004, provides construction of Braddock Road as a two lane undivided road Street I (which is present day Donovan Drive) to the Fairfax County line. It also provides for construction of a two lane section of Braddock Road from Street I (Donovan Drive) to Route 606, if sufficient right-of-way has been dedicated. This proffer was fulfilled by the South Riding Braddock Road improvements shown on these plans:
 - ❖ Phase I – CPAP 1996-0125, revised by CPAP 1998-0037
 - ❖ Phase II – CPAP 1999-0108
 - ❖ Phase III – CPAP 2000-0056, revised by CPAP 2009-0026

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.

South Riding, ZMAP 1991-0005, Proffer 4.3 also provides for cash in lieu of construction if the proffered road improvements are constructed by others. Since the developer of South Riding, Toll Brothers, constructed the improvements to Braddock Road, this proffer is no longer applicable.

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 or if right of way is not available at the time the improvement is scheduled for construction in the Transportation Phasing Plan, unless expressly provided to the contrary herein. 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 bonding of the improvements. As determined by the County such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property. In the event of a disagreement over the cost amount, the Loudoun County Board of Supervisors shall make the final determination.

- Catholic Diocese of Arlington, VA, ZMAP 2004-0011, Proffer 7 provides for construction of two lanes of Braddock Road across the property's frontage. This improvement is to be bonded or constructed prior to the first site plan for Phase 2 development of the property. The property has not been developed; therefore, this proffer has not been triggered.

Phase 2:

- A. *Prior to the first site plan approval for the Phase 2 development of the Property, the Applicant shall construct or bond for construction two lanes of the planned four-lane Braddock Road along the full frontage of the Property in accordance with VDOT standards. If the "Alternative Phasing" described in paragraph #6 above is implemented, then this proffer shall be triggered by the first site plan approval for the high school use, regardless of the build-out status of the church and other uses.*
- B. *In the event the two lanes of frontage improvements committed to in paragraph "Phase 2A" above are constructed or bonded for construction by others, the Applicant shall contribute to the County, or its designee, an*

amount equal to the actual cost of constructing the transportation improvements described above in paragraph "Phase 2A" in lieu of actual construction. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Applicant would otherwise have been required by these Proffers to bond or construct such improvements.

Proffer Information – Cash Contributions:

- Condition 8.a.i of the special exception application processed for Loudoun County Public Schools (MS-5), SPEX 2009-0017, provided a \$959,100 cash contribution to construct a half section of Braddock Road. This condition was fulfilled by a contribution received on January 19, 2010; the current balance in this account is \$964,534 (sequence #99070118).

8. Transportation Improvements.

a. Braddock Road Improvements.

- i. **Cash Contribution.** Prior to issuance of the zoning permit for the Middle School use, , the Applicant shall pay to the Loudoun County Board of Supervisors (the "County"), or to such person as directed by the County, the sum of \$959,100.00 to be used for construction of a second two-lane half section of an urban four-lane, median divided (U4R) Braddock Road adjacent to the Property, or for other regional transportation improvements in the vicinity of the Property. The amount of such payment shall escalate annually from the base year of 2009 and shall be adjusted effective each January 1st thereafter, based on the Consumer Price Index (CPI-U) for all urban consumers, 1982-1984=100 (not seasonally adjusted) as reported by the United States Department of Labor, Bureau of Labor Statistics.

- South Riding, ZCPA 1997-0001, amended the proffered Transportation Phasing Plan to provide construction of a two lane paved section of Braddock Road beginning at Street J (present day Lands End Drive) the existing unpaved section in the vicinity of the Fairfax County line), and included an alternative cash contribution of \$400,000 if this construction project performed utilizing non-Developer funding. Pursuant to this proffer, the County received a contribution of \$400,000 (sequence #99064345) which was spent on the Elk Lick Community sewer/water project (Index #990426).

2. Amend the original South Riding proffers (ZMAP 1991-0005) on page 22, Phase 3, #1, to read as follows:

- 1) A two lane paved section will be constructed beginning at Street J and transitioning east to the existing unpaved section in the vicinity of the Fairfax County line ("Braddock Road Project").
- 2) If, within six months after all right-of-way, easements, and VDOT permits are approved, and the Braddock Road Project is under contract for construction utilizing non-Developer funding, then the Developer shall contribute to the Board of Supervisors the actual cost of construction of the Braddock Road Project, not to exceed \$400,000, for the purpose of connecting central sewer facilities to the adjacent residential properties identified on the "Elklick Comprehensive Community Project". (See Attachment A).

Such funds shall be provided to the Board of Supervisors at such time as the funding of the Braddock Road Project is committed for construction and the official construction contract is awarded. Once such funds are provided the Developer will have no further obligation for the Braddock Road Project.

However, if an official construction contract, utilizing non-Developer funding, for the Braddock Road Project is not awarded within six months after all right-of-way, easements and VDOT permits are approved and available, then the Developer shall construct the Braddock Road Project and shall be relieved of the obligation to make a contribution to the Board of Supervisors for the Elklick Comprehensive Community Project.

- Dean Property, ZMAP 2000-0008, Proffer 9.A provides for contribution of \$98,000 that shall be used by the County to upgrade Braddock Road to its ultimate four lane section between Routes 621 and 659. This proffer is fulfilled; the current balance of this proffer account is \$118, 258 (sequence #99065413).

CASH CONTRIBUTION TOWARDS REGIONAL ROAD IMPROVEMENTS, TRANSIT, AND PEDESTRIAN/BICYCLE CORRIDOR IMPROVEMENTS

9. A. Cash Contribution Toward Regional Roads. The Applicant shall pay to the County on a per residential unit basis as provided for hereinafter up to the sum of Ninety-eight Thousand Dollars (\$98,000.00), as a contribution to the construction by the County and/or VDOT of regional transportation improvements in the Dulles South Planning area. The County shall use such funds for the improvement of the portion of Braddock Road between Routes 659 and 621, provided however, that in the event Braddock Road has been improved to its ultimate four lane section between Routes 621 and 659 prior to the Applicant fulfilling the regional road obligation of this paragraph, the County may, at its discretion, spend any sums remaining under this proffer on any other road improvements in the Dulles South Planning Area. Such contribution shall be paid to the County on a per residential unit basis at the rate of Two Thousand Dollars (\$2,000.00) per unit at the time of issuance of zoning permit for such residential unit. The per unit cash contributions proffered in this paragraph shall be adjusted annually in accordance with the CPI published by the Bureau of Labor Statistics, U.S. Department of Labor, beginning one year from the approval date of the rezoning of the Property.

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Name of Segment: Creighton Rd./Relocated Creighton Rd. (Route 774) (#72)

Segment Location: Current terminus to Loudoun County Parkway

Category: Missing Link

Estimated Cost: \$4,095,900

Funding Options: This road improvement is proffered to by the developer of Loudoun Valley Estates II; there are no County or state funds allocated for this project.

Summary

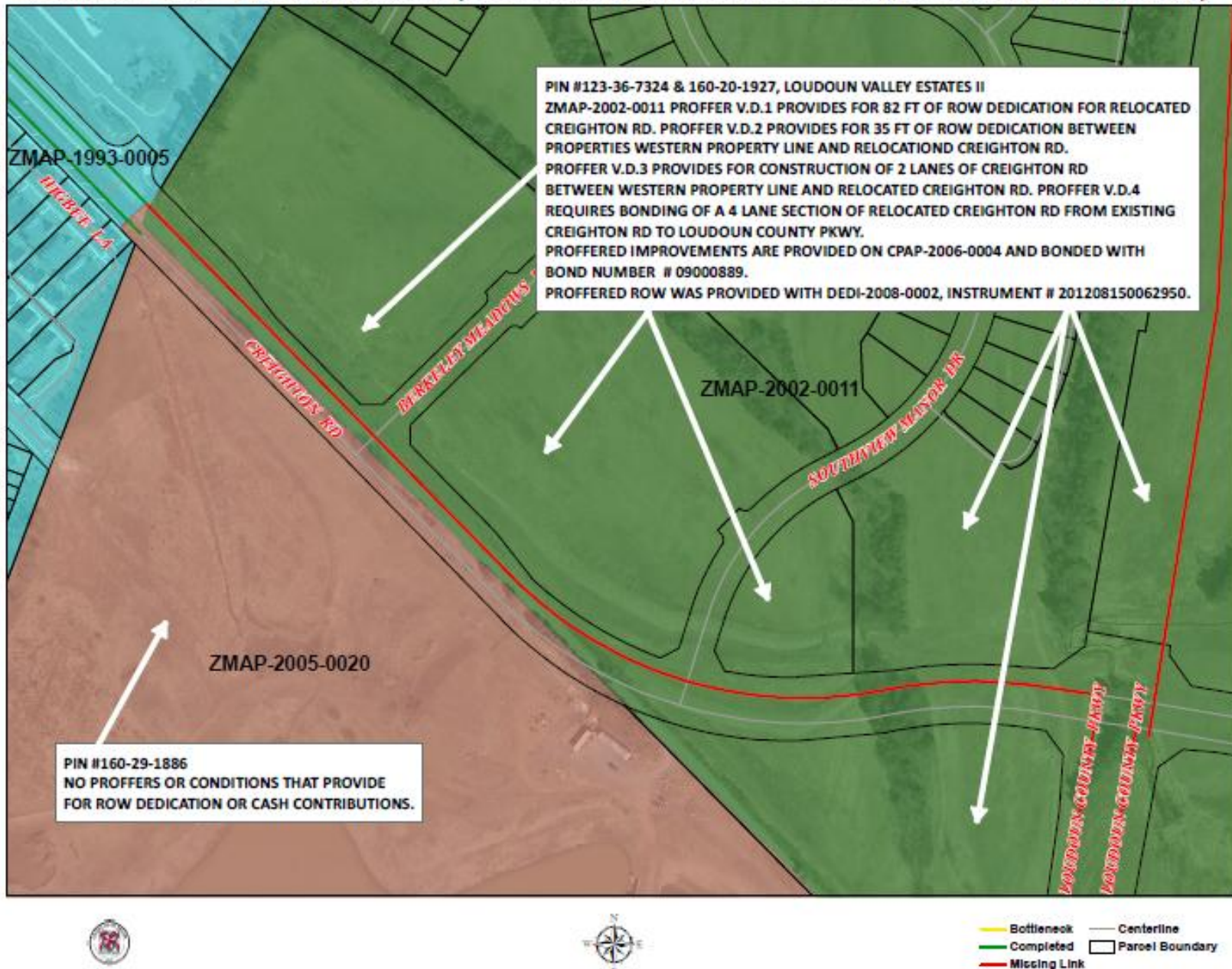
Right of Way: Loudoun Valley Estates II has proffered and dedicated the right-of-way for this portion of Creighton Road and Relocated Creighton Road.

Construction: The proffered road improvements are shown on the construction plans CPAP-2006-0004 which has been approved and bonded for construction by Loudoun Valley Associates L.P.

Funding Sources: This is a proffered segment of Creighton Road and Relocated Creighton Road. There are no County or State funds allocated for these road improvements.

Current Status: The right-of-way for this portion of Creighton Road and Relocated Creighton Road has been dedicated. The construction plans and profiles have been approved and bonded and construction has begun.

SEGMENT # 72: CREIGHTON RD (CURRENT TERMINUS TO LOUDOUN COUNTY PARKWAY)



Proffer/Conditions Analysis

ROW Status:

PIN#123-36-7324, Toll VA, LP c/o Toll Brothers and PIN #160-20-1927, Loudoun Valley Estates II HOA

These properties are subject to the proffers, as clarified, associated with Loudoun Valley Estates II, ZMAP-2002-0011, approved on 04/06/04. It is noted that subsequent Zoning Concept Plan Amendments were approved for Loudoun Valley Estates II (ZCPA-2006-0007 and ZCPA-2007-0005) but they did not amend the proffers related to right-of-way dedication and construction of Creighton Road and Relocated Creighton Road.

Proffer V.D.1 of ZMAP-2002-0011 provides for the dedication of 82 feet of right-of-way dedication to accommodate a 4 lane undivided section of Relocated Creighton Road through the property. Said right-of-way shall be dedicated in conjunction with approved construction plans and profiles for Relocated Creighton Road which are required to be submitted to the County for review prior to the first residential zoning permit in Land Bay 5.

Proffer V.D.2 requires dedication of 35 feet of right-of-way dedication from the centerline of existing Creighton Road between the Property's western property line and Relocated Creighton Road. Said right-of-way shall be dedicated in conjunction with approved construction plans and profiles for this portion of prior to the first residential zoning permit in Land Bay 5.

The proffered right-of-way for both Creighton Road and Relocated Creighton Road has been dedicated by DEDI-2008-0002 which was recorded by Instrument #201208150062950 on 08/15/12.

V. TRANSPORTATION

D. Relocated and Existing Creighton Road (Route 774) Dedications and Improvements

1. The Applicant shall dedicate 82 feet of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 4-lane undivided section of Relocated Creighton Road through the Property from Loudoun County Parkway westward to existing Creighton Road as depicted in the CDP. Said right-of-way shall be dedicated in conjunction with approved construction plans and profiles for Relocated Creighton Road, which shall be submitted to the County for review and approval prior to the issuance of the first residential zoning permit in Land Bay 5.

2. The Applicant shall dedicate 35 feet of right-of-way from the centerline of existing Creighton Road between the Property's western property line and Relocated Creighton Road as depicted in the CDP. Said right-of-way, and all necessary construction and maintenance related easements located outside of the right-of-way,

shall be dedicated in conjunction with approved construction plans and profiles for this portion of Creighton Road prior to the approval of the first residential record plat in Land Bay 5.

PIN#160-29-1886, Creighton Land LLC

This property is subject to the proffers associated with Brambleton Active Adult, ZMAP-2005-0020 which was approved on 09/11/07. There are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Creighton Road or Relocated Creighton Road.

Proffer Information – Construction and Cash in Lieu:

- Loudoun Valley Estates II, ZMAP-2002-0011, Proffer V.D.3, provides for construction of 2 lanes of a future 4 lane section of Creighton Road between the Property's western property line and Relocated Creighton Road. This section shall be bonded for construction prior to the first residential record plat in Land Bay 5.

Proffer V.D.4 requires that the applicant bond for construction a 4 lane undivided section of Relocated Creighton Road within the property from existing Creighton Road to Loudoun County Parkway. This segment shall be bonded for construction prior to the issuance of the first residential zoning permit in Land Bay 5.

CPAP-2006-0004, approved on 12/27/10, provides the proffered road improvements. On 04/13/11 Loudoun Valley Associates, LP posted bond #09000889 in the amount of \$4,175,000 for the proffered road improvements.

V. TRANSPORTATION

D. Relocated and Existing Creighton Road (Route 774) Dedications and Improvements

3. The Applicant shall construct within the Property 2 lanes of a future 4-lane section of Creighton Road between the Property's western property line and Relocated Creighton Road. This segment shall be bonded for construction prior to the approval of the first residential record plat in Land Bay 5. The construction may be accomplished in sections consistent with the Applicant's development schedule.

4. The Applicant shall bond for construction a 4-lane undivided section of Relocated Creighton Road, including turn lanes, within the Property from existing Creighton Road to Loudoun County Parkway. This segment shall be bonded for construction prior to the issuance of the first residential zoning permit in Land Bay 5.

Proffer V.H requires that the applicant contribute to Loudoun County an amount equivalent to the actual cost of the improvements in the event that they are constructed and paid for by others. Such payment shall be made at the time of the Applicant's obligation to construct such road improvements would occur.

H. Construction of Improvements by Others

In the event that any improvements listed in V.A through E. above are constructed and paid for by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of the improvements, as substantiated by paid invoices. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such road improvements would occur under the terms of these proffers.

Proffer Information – Cash Contribution:

There are no cash proffers that provide for construction of Creighton Road or Relocated Creighton Road.

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Name of Segment: East Gate View Drive/ Route 3010 (#73)

Segment Location: East of Tall Cedars Parkway to Pleasant Valley Road

Category: Missing Link

Estimated Cost: \$3,099,600

Funding Options: This is a proffered road segment; there are no County or state funds allocated for this project.

Summary

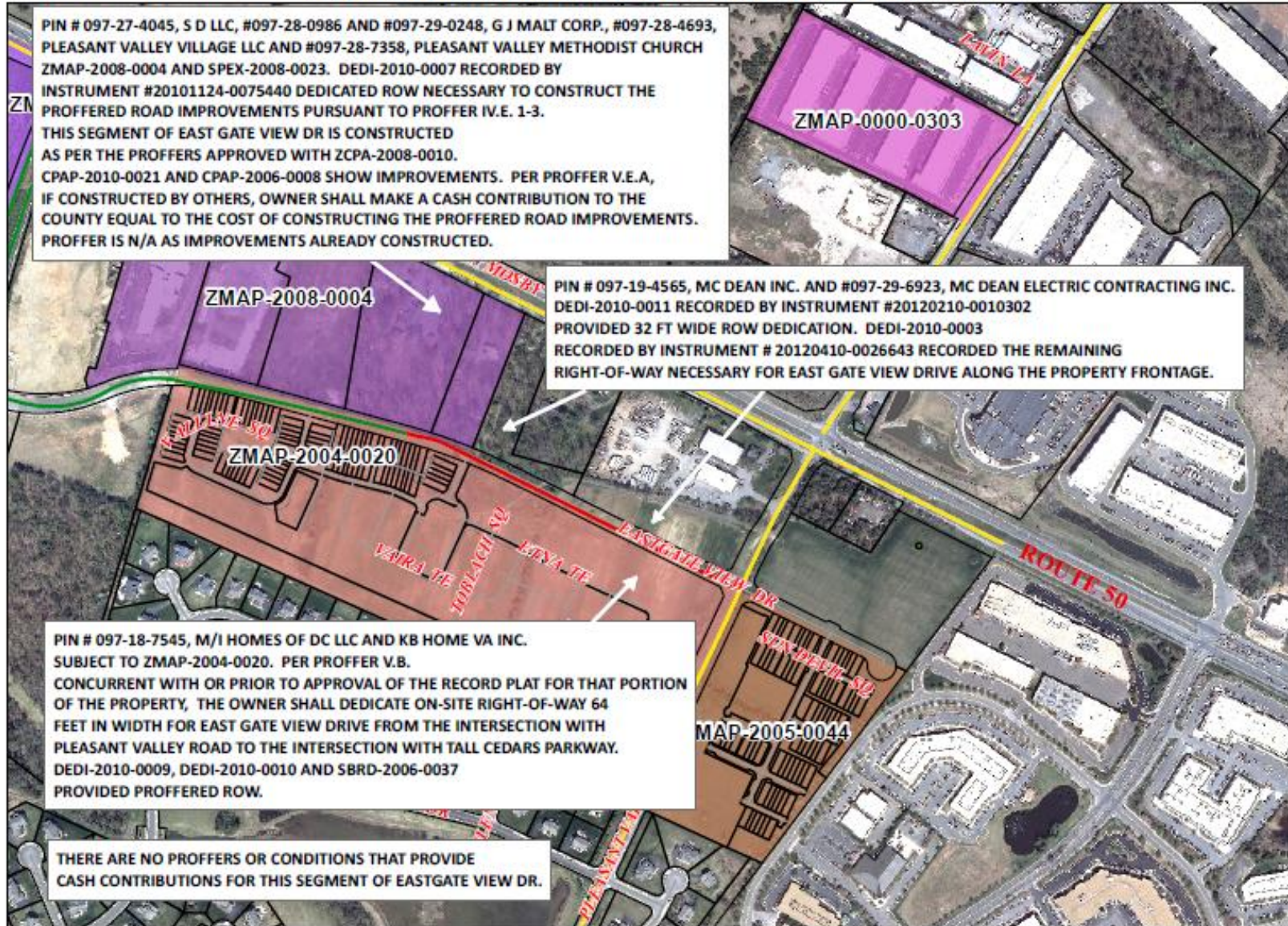
Right of Way: Right of way for this entire segment has been dedicated.

Construction: Improvements for this entire segment have been constructed and are open to traffic.

Funding Sources: There are no cash proffers or conditions provided for improvements to this road segment.

Current Status: This entire road segment has been constructed and is open to traffic.

SEGMENT # 73: EAST GATE VIEW DRIVE/ROUTE 3010



Proffer/Conditions Analysis

ROW Status:

PIN # 097-27-4045, S D LLC, #097-28-0986 and #097-29-0248, G J Malt Corp., #097-28-4693, Pleasant Valley Village LLC and #097-28-7358, Pleasant Valley Methodist Church

These parcels are subject to the proffers associated with ZMAP-2008-0004 and conditions of approval associated with SPEX-2008-0023, Fox Gate, which were approved on 06/07/11.

A dedication plat, DEDI-2010-0007, which was recorded by Instrument #20101124-0075440 on 11/24/10, dedicated the right-of-way necessary to construct the proffered road improvements pursuant to proffer IV.E. 1-3 (see Proffer Information – Construction and Cash in Lieu below for proffer language) and V.C.1.b of ZCPA-2008-0010, East Gate One.

PIN # 097-19-4565, MC Dean Inc. and #097-29-6923, MC Dean Electric Contracting Inc.

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A dedication plat, DEDI-2010-0011, which was recorded by Instrument #20120210-0010302 on 02/10/12, provided right-of-way dedication 32 feet in width for this segment of East Gate View Drive. A dedication plat, DEDI-2010-0003, which was recorded by Instrument # 20120410-0026643 on 04/10/12, recorded the remaining right-of-way necessary for East Gate View Drive along the Property frontage.

PIN # 097-18-7545, M/I Homes of DC LLC and KB Home VA Inc.

This parcel is subject to the proffers associated with ZMAP-2004-0020, East Gate One, which was approved on 02/21/06 as clarified by a letter of clarification dated 02/16/06 and amended by ZCPA-2008-0010 which was approved on 06/02/09.

Pursuant to proffer V.B., concurrent with or prior to approval of the record plat for that portion of the Property, the Owner shall dedicate on-site right-of-way 64 feet in width for East Gate View Drive from the intersection with Pleasant Valley Road to the intersection with Tall Cedars Parkway.

The proffered right-of-way was provided by dedication plats, DEDI-2010-0009, which was recorded by Instrument #20111216-0079201 on 12/16/11, DEDI-2010-0010, which was recorded by Instrument #20111107-0069327 on 11/07/11 and a record plat, SBRD-2006-0037, which was recorded by Instrument #20070919-0068354 on 09/19/07.

B. RIGHT-OF-WAY DEDICATION

The dedications described in this proffer shall be provided by the Owner as part of the development of the Property. Dedication of land includes related easements outside the right-of-way, including, but not limited to, slope maintenance, storm drainage, or utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property and for all planned public roadways within the Property. The Owner shall dedicate right-of-way and, as provided in this proffer, easements concurrent with or prior to approval of the Record Plat for that portion of the Property which

includes or abuts the affected roadways. If requested to do so by the County, the Owner shall dedicate the rights-of-way, and adjoining easements, described in this proffer, in advance of the time stated above at no cost to the County. The Owner will be granted a reasonable time to review any and all construction plans and plats upon which the requested dedications are based, prior to executing the Deed(s) of Dedication.

The Owner shall dedicate any and all necessary land such that there is a minimum of 64 feet of dedicated right-of-way for East Gate Drive from that road's intersection with Pleasant Valley Road to that road's intersection with Tall Cedars Parkway, and 120 feet of dedicated right-of-way for Tall Cedars Parkway from that road's intersection with East Gate Drive to its intersection with Edgewater Street. Such dedication will be on an alignment substantially in accordance with that shown for East Gate Drive on Sheet 7, "Transportation Plan", in an ultimate U4 configuration for East Gate Drive and an ultimate U6M for Tall Cedars Parkway. The dedication of the off-site portions of the listed dedications shall be subject to the provisions of proffer V.D.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer IV.E. 1 of ZMAP-2008-0004, Fox Gate, no zoning permits shall be issued beyond the Phase 1 of Development (see proffers I.B.3 and I.C below for detailed information for Phase 1 Development) until Eastgate View Drive has been constructed and open to traffic by others (or by Owners pursuant to Proffer IV.E.3) as a four lane undivided roadway from Tall Cedars Parkway to Pleasant Valley Road. The Pursuant to proffer IV.E.3, if the Owners desire to proceed with development beyond the Phase 1 development prior to the time that the Eastgate View Drive improvement has been constructed by others, then prior to issuance of the 1st zoning permit for the 1st square foot of development beyond the Phase 1 development, the Owners shall construct and open to traffic this segment of Eastgate View Drive.

This segment of Eastgate View Drive has been constructed pursuant to the proffers associated with ZCPA-2008-0010, East Gate One, and is open to traffic. To date, no zoning permits have been issued for development in Fox Gate.

E. Eastgate View Drive/Pleasant Valley Road.

1. *No zoning permit shall be issued for the first square foot of development on the Property beyond the Phase 1 Development until Eastgate View Drive has been constructed by other (or by Owners pursuant to Proffer IV.E.3. below) and is opened and available for public vehicular traffic, although not necessarily accepted by VDOT, as a four (4) lane undivided public road from Tall Cedars Parkway to Pleasant Valley Road (the "Eastgate View Drive Improvement"). A portion of the said Eastgate View Drive Improvement in its general location as relegated to the Property is shown on the Regional Traffic*

Circulation insert on Sheet 6 of the Concept Plan on which it is identified as "EAST GATE VIEW DR."

- 2. No zoning permit shall be issued for the first square foot of development on the Property beyond the Phase 1 Development until the widening of Pleasant Valley Road (the "Pleasant Valley Road Improvements"), as described in Section V.C.1.c. of the East Gate One Proffer Statement (ZMAP-2004-0020), dated October 31, 2005 (the "East Gate Proffers"), has been constructed by others (or by Owners pursuant to Proffer IV.E.3 below) and is opened and available for public vehicular traffic, although not necessarily accepted by VDOT.*
- 3. If the Owners desire to proceed with development on the Property beyond the Phase 1 Development prior to the time that the Eastgate View Drive Improvement and Pleasant Valley Road Improvement have been constructed by others and are opened and available for public vehicular use, although not necessarily accepted by VDOT, then prior to issuance of a zoning permit for the first square foot of development on the Property beyond the Phase 1 Development, the Owners shall construct and open to public vehicular use both of such improvements, or whichever of such improvements has not been so constructed and opened for public vehicular use, provided that the County shall have obtained all necessary right-of-way and easement dedications for such improvements that the East Gate Proffers required to be dedicated for such improvements. The Owners shall not be required to construct related underground utilities. If the Owners construct such improvements, the improvements shall be completed and open to traffic, although not necessarily accepted by VDOT, prior to issuance of an occupancy permit for the first square foot of development on the Property beyond the Phase 1 Development. If such improvements have not been constructed by others and are not opened and available for public vehicular use, although not necessarily accepted by VDOT, and the County elects not to request and/or thereafter obtain the necessary right-of-way dedications required under the East Gate Proffers, then the Owners shall be permitted to proceed beyond the Phase 1 Development with no further obligation with respect to construction of the Eastgate View Drive Improvement and/or the Pleasant Valley Road Improvement, but subject to the regional road contribution commitments in these Proffers as if the Eastgate View Drive Improvement and/or the Pleasant Valley Road Improvement had been constructed by others.*

I.B.3 Hotel. No zoning permit shall be issued for any development on the Property beyond the Phase 1 development until the hotel (under construction) on the NOVA-owned Property (PIN#097-27-4045) has been completed and an occupancy permit obtained. Phase 1

development for the purposes of these proffers is hereby defined as either (a) issuance of occupancy permits for the first five (5) new buildings constructed on the property, as long as such buildings contain in the aggregate no more than 308,000 square feet, plus the proposed church expansions, the existing church and the hotel (under construction), or (b) issuance of occupancy permits for 308,000 square feet of new development, plus the proposed church expansion, the existing church and the hotel (under construction), whichever is first in time (the “Phase 1 Development”). Within 120 days of the approval of this Rezoning, the Owners shall install a canvas cover on the existing six (6) foot tall fence along the Eastgate View Drive frontage of the NOVA-owned Property to screen the site from the public right-of-way.

I. C. Phasing.

The mix of uses shall be constructed on the Property generally as described on the Phasing Plan provided on Sheet 2 of the Concept Plan (the “Phasing Plan”); provided, however, the Owners shall, subject to the minimum percentages of uses required in the PD-MUB district regulations of the Zoning Ordinance, retain flexibility to adjust the mix of uses, but not the maximum floor area, shown on such Phasing Plan within each Phase and provided that Employment Uses shall constitute the largest percentage of the total gross floor area of all PD-MUB uses on the Property during each Phase, excluding the floor area of the hotel (under construction). Phase I Development is more particularly defined above in Proffer I.B.3.

PHASING PLAN

The following table is provided pursuant to Section 4-1355 (I)(3) of the Revised 1993 Loudoun County Zoning Ordinance to depict the proposed mix of uses to be provided through each phase of the development.

PHASE 1

Phase 1 Buildings: D, E, F, G, H, Church (Including Expansion) & Hotel (Under Construction)

Hotel (Under Construction) Floor Area:	162,372 SF
Additional Floor Area Proposed for Phase 1:	308,000 SF
Floor Area of Existing Church:	4,308 SF
Floor Area of Proposed Church Expansion:	25,692 SF
Maximum Total Floor Area for this Phase:	500,372 SF
Minimum Area for Parks and/or Open Space:	1.15 Ac.

Table 1 - Land Use Mix (Minimum Floor Area for Phase 1 - See Note 1):

Employment (See Note #1)	40%	or	135,200 SF
Commercial	30%	or	101,400 SF
Residential	5%	or	16,900 SF
Public/Civic/Institutional	5%	or	16,900 SF
			270,400 SF

PHASE 2

Development in Phase 2 may proceed once all applicable proffered requirements for continuing beyond the Phase 1 Development (as defined in the Proffers) have been addressed.

Phase 2 Buildings: All Remaining Buildings

Maximum Total Floor Area for Phase 1:	500,372 SF (includes Ex. Church, Church Expansion, & Hotel Floor Area)
Floor Area Proposed with this Phase:	692,000 SF
Maximum Cumulative Floor Area:	1,192,372 SF
Minimum Area for Parks and/or Open Space:	2.74 Ac.

Table 2 - Land Use Mix (Minimum Cumulative Floor Area for the Project- See Note 1):

		Required (Min.)	Provided (Max.)
Employment Uses (40% Minimum) =	1,030,000 @ 40% =	412,000 SF	No Maximum
Commercial Use (5% Minimum) =	1,030,000 @ 5% =	51,500 SF	308,000 SF
Residential Use (10% Minimum) =	1,030,000 @ 10% =	103,000 SF	110,000 SF
Public/Civic/Institutional Uses (5% Min.) =	1,030,000 @ 5% =	51,500 SF	No Maximum

Notes:

- 1) Employment shall always have the largest percentage of floor area in the district for each Phase.
- 2) Prior to or concurrent with issuance of an occupancy permit for the first square foot of development on the Property beyond the Phase 1 Development, the Owners shall provide the 10,000-square foot Central Plaza generally in the location shown on Sheet 4.
- 3) The hotel (under construction) shall be completed and an occupancy permit obtained prior to issuance of the zoning permit for the first square foot of development on the Property beyond the Phase 1 Development.
- 4) Pursuant to Section 4-1359 (C)(4) of the Revised 1993 Loudoun County Zoning Ordinance, the Hotel Floor Area (162,372 SF) has been excluded from the F.A.R. Calculations (Land Use Mix).

- Pursuant to proffers V.C.1.b. and V.C.2.b of ZCPA-2008-0010, East Gate One, prior to issuance of the first occupancy permit for any residential unit in the portion of the Property covered by the subject record plat or site plan, the Owner shall construct and have open to traffic an undivided 4 lane section of Eastgate View Drive from Pleasant Valley Road to Tall Cedars Parkway.

The proffered road improvements from the intersection at Pleasant Valley Road to the Property's western boundary were provided by CPAP-2010-0021, bonded by Bond #PHSB016000049, #K07912055 and #K07912092, have been constructed and are open for traffic. The proffered road improvements from the Property's western boundary to the intersection with Tall Cedars Parkway were provided by CPAP-2006-0008, bonded by Bond #9068530, have been constructed and are open to traffic.

C. REGIONAL ROAD IMPROVEMENTS

1.b. East Gate Drive

A U4 section from Pleasant Valley Road to this road's intersection with Tall Cedars Parkway. Owner shall construct one VDOT commercial entrance each to serve Parcels 48, 49A and B (combined), 50 and 52 on Loudoun County Tax Map 107, if the Owner of each parcel desires such entrance to be constructed. Such entrances shall be constructed at a location mutually agreeable to the Owner and each parcel owner, and dependent on each property owner granting all necessary easements to construct such entrances.

2. *Phasing*

b. Prior to the approval of each record plat or site plan, whichever is first in time, for any portion of the Property that abuts the roadway identified in V.C.1.b., the portion of such roadway abutting the portion of the Property that is the subject of the record plat or site plan, as applicable, will be designed, approved and bonded. These improvements will be constructed and open to traffic prior to the issuance of the first occupancy permit for any residential unit in the portion of the Property covered by the subject record plat or site plan, as applicable.

Pursuant to proffer V.E.a of ZCPA-2008-0010, East Gate One, in the event that the proffered road improvements have been constructed by others, the Owner shall make a cash contribution to the County equal to the cost of constructing the proffered road improvements. This proffer is no longer applicable because the Owner has constructed the proffered road improvements.

E. CASH EQUIVALENT CONTRIBUTION

- a. If any of the transportation improvements described above in proffers V.C.1.a. through V.C.1.d have been constructed or bonded by others prior to bonding for construction by the Owner, then, unless otherwise provided in these proffers, or unless the Owner has entered into a legal agreement to reimburse a third party acceptable to the County for the design, construction, and/or bonding of any of these improvements, the Owner shall contribute to the County, or its designee, an amount equal to the cost of constructing the said improvements in lieu of actual construction.*

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for this segment of Eastgate View Drive.

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Name of Segment: Evergreen Mills Road/Route 621 (Item #74)

Segment Location: Belmont Ridge Road to Loudoun County Parkway

Category: Bottleneck

Estimated Cost: \$11,475,000

Funding Options: There are no funds currently identified for road improvements to this segment of Evergreen Mills Road. The portions of Evergreen Mills Road adjacent to Arcola Center and Arcola Center – The Shops are proffered road improvements.

Summary

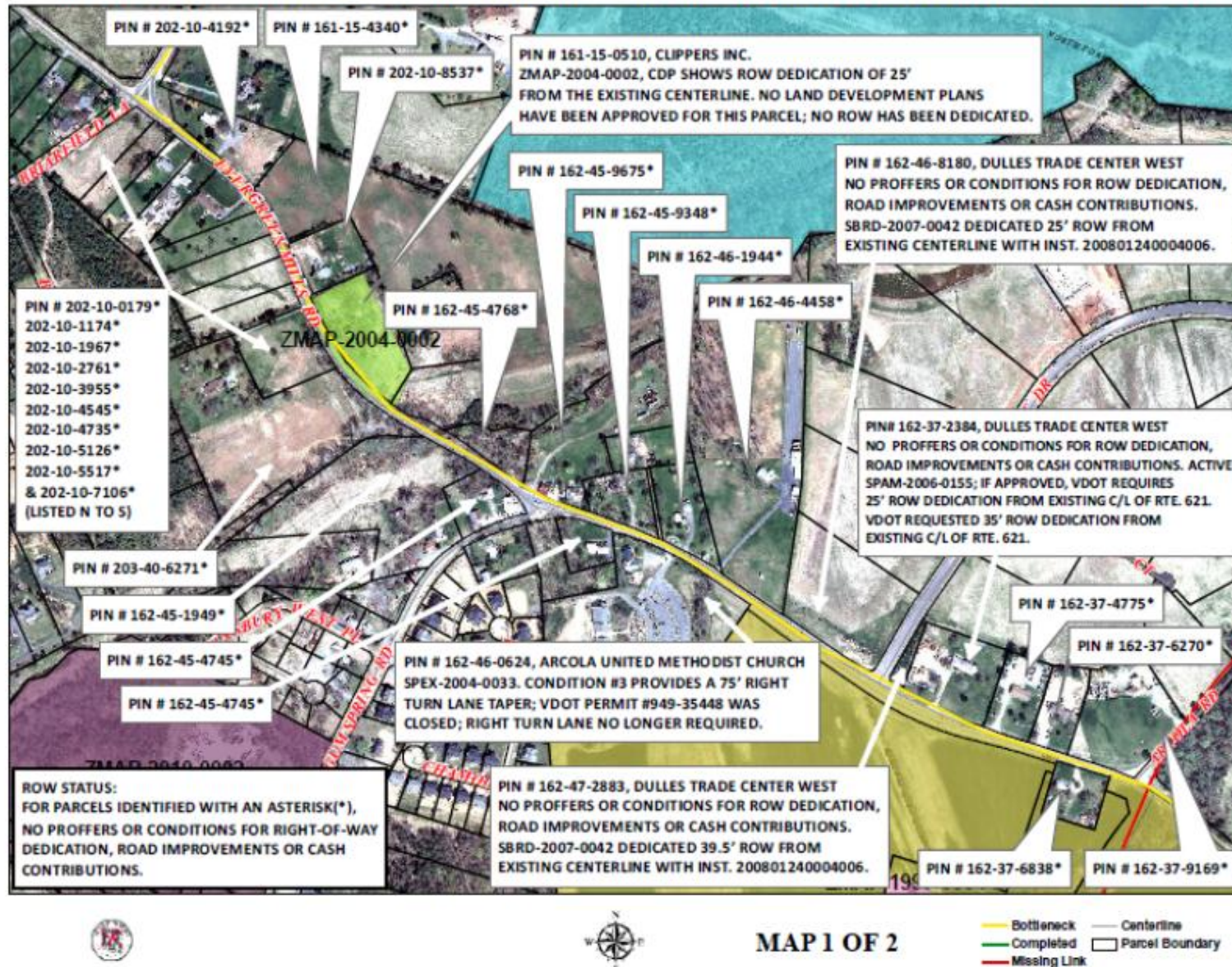
Right-of-Way: The proffered right-of-way adjacent to Arcola Center and Arcola Center – The Shops has not been dedicated. This is the only proffered right-of-way along this segment of Evergreen Mills Road.

Construction: The Arcola Center – The Shops proffers provide for the roadway improvements to Evergreen Mills Road to be constructed in conjunction with the Property's entrance to Evergreen Mills Road or prior to issuance of the 600,001st square foot of PD-CC(RC) uses for the Property. The Arcola Center proffers provide for construction of 2 lanes of a 4 lane undivided road section of Evergreen Mills Road. The portion west of Arcola Boulevard shall be open to traffic prior to issuance of the first occupancy permit in the Village Area of the Property or in accordance with proffer VI.C.2. The portion west of Arcola Boulevard shall be open to traffic prior to issuance of the first occupancy permit in the Offices Area of the Property.

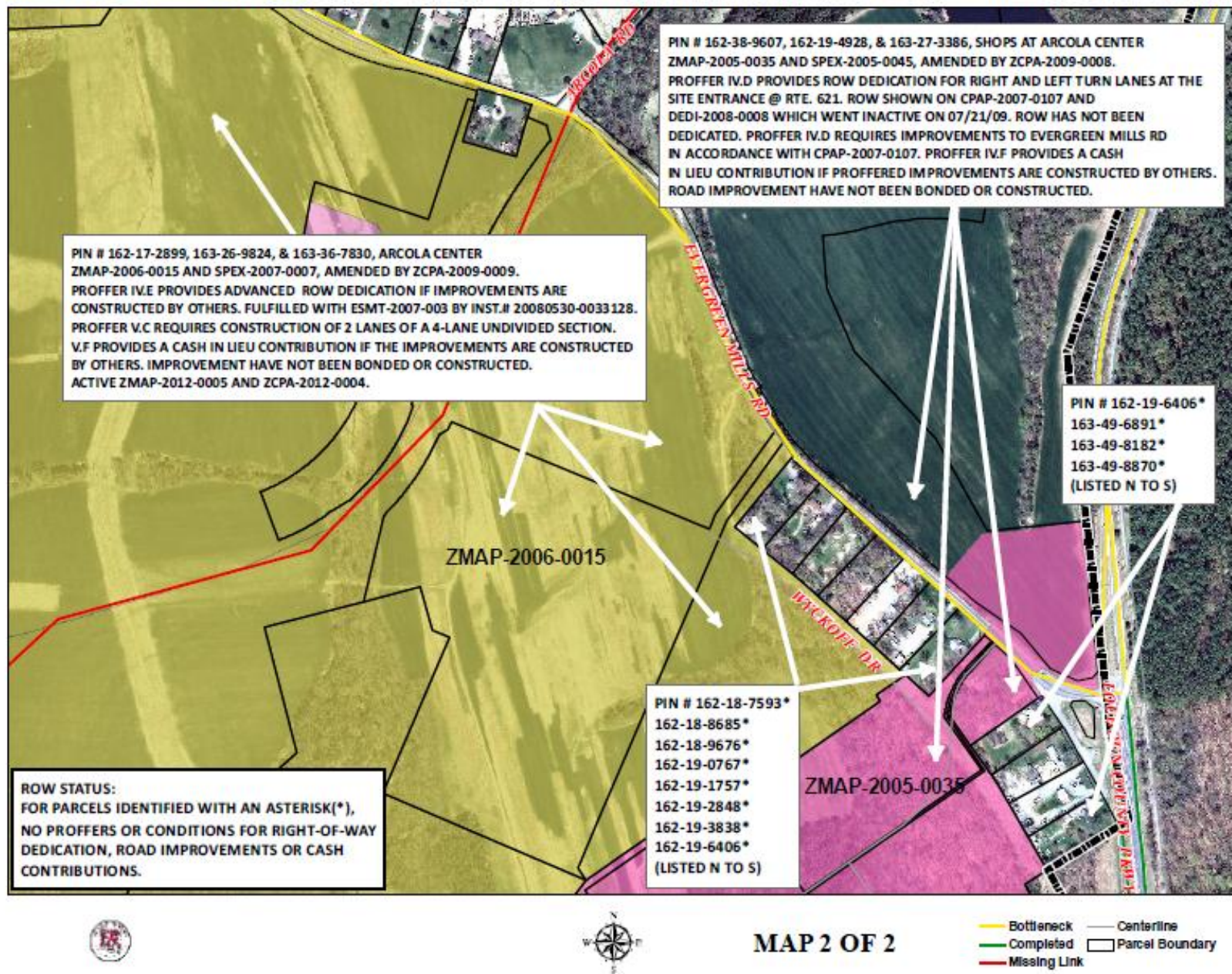
Funding Sources: There are no cash proffers currently identified for road improvements for this segment of Evergreen Mills Road. The portions of Evergreen Mills Road adjacent to Arcola Center and Arcola Center – The Shops are proffered road improvements.

Current Status: There is no activity on this road segment. A funding source would have to be identified to move this project forward.

SEGMENT #74: EVERGREEN MILLS ROAD/ROUTE 621 (BELMONT RIDGE RD TO LOUDOUN COUNTY PKWY)



SEGMENT #74: EVERGREEN MILLS ROAD/ROUTE 621 (BELMONT RIDGE RD TO LOUDOUN COUNTY PKWY)



Proffer/Condition Analysis

ROW Status:

No rezoning applications or special exceptions have been filed on the properties listed below, therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Evergreen Mills Road. Staff believes that there is an existing Prescriptive Right-of-Way Easement on Evergreen Mills Road. It is possible that Evergreen Mills Road was accepted into the VDOT maintenance system as a result of the 1932 Byrd Act. VDOT Highway Plan #0621-053-161, C-505 depicts improvements to the segment of Route 621 near the intersection of Route 659.

162-45-9348	Evermills Development LLC
162-46-1944	Robert W. Elliott
162-47-2883	SBS Management Service LLC
162-37-4775	Havana Day Dreaming LLC
162-37-6270	NGDR LLC
162-37-9169	Sabeen and Tariq Raja Mahmood
163-49-8870	Malinda and Daniel Crocker
163-49-8182	Futura LLC
163-49-6891	Futura LLC
162-19-6406	Patsy A. Green
162-19-3838	John A Pearson Trustee
162-19-2848	Anne and Roy Graham
162-19-1757	Mikhail Tikoyan LP
162-19-0767	Chantilly Masonry Holdings LLC
162-18-9676	Robert J. Boutte
162-18-8685	Beverly and William Weekley
162-18-7593	Beverly and William Weekley
162-37-6838	Beverly and Raymond Weekley
162-45-8427	Arcola United Methodist Church Trustees
162-45-4745	Jeannie Jansen
162-45-1949	9-A Acacia Lane Investments LLC
203-40-6271	Patricia and Charles Martin
202-10-7106	Patricia and Charles Martin
202-10-5517	Mona Al-Saigh Tees and Hany Salah (c/o Salah Family Trust)
202-10-5126	Mona Al-Saigh Tees and Hany Salah (c/o Salah Family Trust)
202-10-4735	Sarrah Salan and Mohamad El-Hamalwy
202-10-3955	Christina and Dimitri Souvaxis
202-10-4545	Christina and Dimitri Souvaxis
202-10-2761	Fredis Hernandez
202-10-1967	Jose Renderos and Maria Hernandez
202-10-1174	Catherine Bowers Stowers
202-10-0179	Catherine Bowers Stowers

PIN # 161-15-0510, Meadowbrook Investments LLC

This property is subject to the proffers associated with ZMAP-2004-0002, Clippers Inc., approved on 12/07/04. The approved Concept Development Plan shows right-of-way dedication of 25' from the existing centerline of Evergreen Mills Road, however, there are no proffers that provide for this dedication. No land development plans have been approved for this parcel; therefore, the right-of-way has not been dedicated.

PIN # 162-46-4458, Shiridi Sai Mandir Inc

There are no approved rezoning or special exception applications for this property therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Evergreen Mills Road.

PIN # 162-46-8180, Dulles Trade Center West, LLC

This parcel is located in the Dulles Trade Center West Subdivision (Lot 14). There are no approved rezoning or special exception applications that apply to this lot; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Evergreen Mills Road. However, a subdivision application ,SBRD-2007-0042, recorded by Instrument #200801240004006 on 01/24/08, dedicated 25' of right-of-way from the existing centerline of Evergreen Mills Road adjacent to Lot 14.

PIN # 162-47-2883, SBS Management Services LLC

This parcel is located in the Dulles Trade Center West Subdivision (Lot 15). There are no approved rezoning or special exception applications that apply to this lot; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Evergreen Mills Road. However, a subdivision application,SBRD-2007-0042, recorded by Instrument #200801240004006 on 01/24/08, dedicated 39.5' of right-of-way from the existing centerline of Evergreen Mills Road Adjacent to Lot 15.

PIN # 162-37-2384, CHW Partnership

There are no approved rezoning or special exception applications for this property therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Evergreen Mills Road. A site plan amendment, SPAM-2006-0155, was reactivated on 07/27/11 and is currently active. In comments dated 05/11/07, VDOT noted that the applicant shall dedicate 25' of right-of-way from the existing centerline of Evergreen Mills. It was also recommended by VDOT that the applicant dedicate 35' of right-of-way from the existing centerline of Evergreen Mills Road.

PIN # 162-38-9607, Evergreen Commerce Center LP and PIN # 162-19-4928 and #163-27-3386, Shops at Arcola Center LLC

A portion of PIN #162-38-9607 along with PIN #162-19-4928 and PIN #163-27-3386 are subject to the proffers associated with ZMAP-2005-0035, as amended by ZCPA-2009-0008 and approved on 04/04/11, and Conditions of Approval associated with SPEX-2005-0045, Arcola Center - The Shops, approved on 06/19/07.

Proffer IV.D provides any right-of-way dedication necessary to accommodate right and left turn lanes on Evergreen Mill Road at the entrance to the site. The right-of-way necessary to accommodate the road improvements as shown on CPAP-2007-0107 has been provided on DEDI-2008-0008 which was submitted on 03/17/08 and went into inactive status on 07/21/09.

IV. TRANSPORTATION

D. Evergreen Mills Road (Route 621)

The Applicant shall improve Evergreen Mills Road in accordance with CPAP-2007-0107, including right-turn and left turn lanes at the property's entrance on Evergreen Mills Road, and shall dedicate any additional right-of-way needed for the construction of the turn lanes. These improvements shall be constructed in conjunction with the construction of the Property's entrance on Evergreen Mills Road and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit for the 600,001st square foot of PD-CC(RC) uses for the Property.

E. Advance Right-of-Way Dedication

In the event that Loudoun County, VDOT or others desire to construct the improvements proffered in IV. A or B above prior to the Applicant's construction schedule, the Applicant shall, within 90 days of receipt of a written request by the County, execute plats and deeds prepared by others for any required right-of-way dedication and associated easements within the Property, and return said plats and deeds to the applicable party for recordation.

PIN # 162-17-2899 and PIN# 163-26-9824, Arcola, LP and PIN# 163-36-7830, Arcola Limited Partnership

These parcels are subject to the proffers associated with ZMAP-2006-0015, Arcola Center and Conditions of Approval associated with SPEX-2007-0007, approved on 12/04/07 as amended by ZCPA-2009-0009, Arcola Center, approved on 04/04/11. Arcola LLC submitted ZMAP-2012-0005 and ZCPA-2012-0004 on 03/08/12 which include draft proffers that will amend the existing proffers if the applications are approved. At this point in time, there are no draft proffers related to Evergreen Mills Road.

Proffer V.C. of ZMAP-2006-0015 provides for the construction of 2 lanes of a 4 lane undivided road section along the Property's frontage.

Proffer IV.E provides any for advanced right-of-way dedication in the event that the road improvements are constructed by others. An easement plat, ESMT-2007-0031 which was recorded by Instrument #200805300033128 on 05/30/08 provided 1.20522 acres of right-of-way dedication along Evergreen Mills Road.

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 time 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.

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 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.

E. Advance Right-of-Way Dedication

In the event that Loudoun County, VDOT or others desire to construct the improvements proffered in 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.

PIN # 162-46-0624, Arcola Methodist Church Trustees

This parcel is subject to the Conditions of Approval associated with SPEX-2004-0033, Arcola United Methodist Church Daycare, approved on 07/12/05. Condition #3 provides for a 75' right turn lane taper. VDOT Permit #949-35448 was satisfactorily closed with the entrance, therefore, the right turn lane is no longer required.

3. Prior to issuance of an occupancy permit for the child care center, the applicant shall construct a 75-foot right-turn taper on Evergreen Mills Road (Route 621) at the site entrance as depicted on the Special Exception plat.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to Proffer IV.D of ZCPA-2009-0008, Arcola Center, The Shops, the Applicant shall improve Evergreen Mills Road in accordance with CPAP-2007-0107 which was approved on 06/05/08. These road improvements shall be constructed in conjunction with construction of the Property's entrance on Evergreen Mills Road and open for traffic prior to issuance by the occupancy permit for the 600,001st square foot of PD-CC(RC) uses for the Property.

In the event that the proffered road improvements are constructed by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of said improvements. This cash contribution shall be due at the time of the Applicant's obligation to construct such improvements would occur under the terms of the proffers.

IV. TRANSPORTATION

D. Evergreen Mills Road (Route 621)

The Applicant shall improve Evergreen Mills Road in accordance with CPAP-2007-0107, including right-turn and left turn lanes at the property's entrance on Evergreen Mills Road, and shall dedicate any additional right-of-way needed for the construction of the turn lanes. These improvements shall be constructed in conjunction with the construction of the Property's entrance on Evergreen Mills Road and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit for the 600,001st square foot of PD-CC(RC) uses for the Property.

F. Construction of Improvements by Others

In the event that any improvements listed in IV.A through D above are constructed by a party other than (i) the Applicant, its successor or assignee, or (ii) the developer of ZMAP-2006-0015, or, (iii) with respect to the improvements listed in IV.A above only, the developer of ZMAP-2004-0016, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of design and construction 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, and such contribution shall be used for road or transportation improvements in the vicinity of the Property.

- Pursuant to Proffer V.C of ZCPA-2009-0009, Arcola Center, approved on 04/04/11, the Applicant shall construct 2 lanes of a 4-lane undivided road section of Evergreen Mills Road along the Property's frontage. The portion of said 2 lane roadway west of Arcola Boulevard shall be constructed and open to traffic prior to the issuance of the first occupancy permit in the Village area of the Property, or in accordance with the timing provisions of Proffer VI.C.2, whichever is earlier in time. The portion of said 2 lane roadway east of Arcola Boulevard shall be constructed and open to traffic prior to issuance of the first occupancy permit in the Offices Area of the Property.

Pursuant to Proffer V.F. of ZMAP-2006-0015, in the event that the proffered road improvements are constructed by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of said improvements. This cash contribution shall be due at the time of the Applicant's obligation to construct such improvements would occur under the terms of the proffers.

V. TRANSPORTATION

C. Evergreen Mills Road (Route 621)

The Applicant shall construct 2 lanes of a 4-lane undivided road section on Evergreen Mills Road 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 located within the right-of-way, said trails will be constructed in accordance with all applicable VDOT standards. If not located completely within the public right-of-way, the trail will be located completely outside of the public right-of-way within a 10-foot wide public access easement granted to the County at no public cost and will be maintained by an Owners Association. The trail and the portion of said 2-lane road section 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 portion of the said 2-lane road section 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.

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.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

**Name of Segment: Foley Branch Boulevard (Former Dulles South Boulevard)
(#75)**

Segment Location: Northstar Boulevard to Loudoun County Parkway

Category: Missing Link

Estimated Cost: \$29,114,100

Funding Options: There are no funds allocated for the design and construction of this portion of Foley Branch Boulevard.

Summary

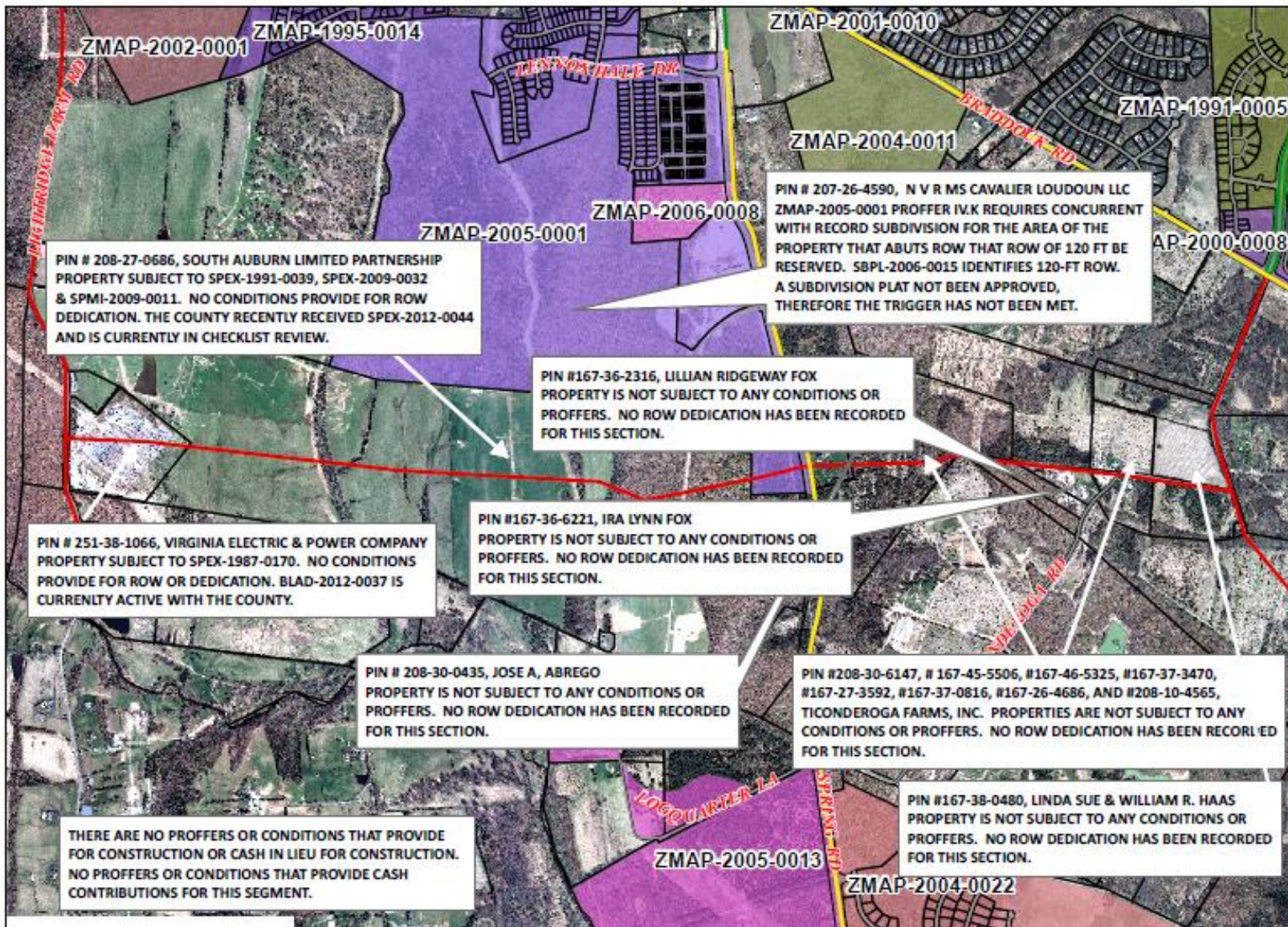
Right of Way: No right-of-way has been dedicated for this road segment.

Construction: There are no approved or bonded construction plans for this road segment.

Funding Sources: There are no cash proffers or conditions provided for this road segment.

Current Status: The alignment of Foley Branch Boulevard has yet to be determined and is subject to the land development process. There is no activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT # 75: FOLEY BRANCH BOULEVARD (FORMER DULLES SOUTH BOULEVARD)



— Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

Proffer/Conditions Analysis

ROW Status:

PIN # 251-38-1066, Virginia Electric & Power Company

This property is subject to a special exception application for VEPCO Microwave Tower, SPEX 1987-0170, approved October 19, 1987. There are no conditions that provide for right-of-way dedication for Foley Branch Boulevard. A boundary line adjustment plat, BLAD-2012-0037 was submitted on 11/15/12 and is currently active.

PIN # 208-27-0686, South Auburn Limited Partnership

This property has received approval for two special exception applications: SPEX 1991-0039 and SPEX 2009-0032 and a minor special exception application, SPMI-2009-0011. None of these applications have conditions that provide right-of-way dedication for Foley Branch Boulevard. It is noted that the County recently received another special exception application for this property; SPEX 2012-0044, Dominion Power Service Station which is currently in checklist review.

PIN # 207-26-4590, N V R MS Cavalier Loudoun LLC

This parcel is subject to the proffers associated with ZMAP-2005-0001, Seven Hills, which was approved, as clarified, on 03/21/06.

Pursuant to proffer IV.K, concurrent with record subdivision plat for the area of the Property that abuts the right-of-way being reserved, the Applicant shall reserve, for a period of fifteen years, right-of-way 120 feet in width in the south east corner of the Property for Foley Branch Boulevard (formerly known as Dulles South Boulevard). The proffered 120 foot right-of-way reservation for Foley Branch Boulevard is identified on preliminary subdivision application, SBPL-2006-015, which was approved on 07/18/07. A record subdivision plat has not been approved for this portion of the Property; therefore, the trigger for right-of-way reservation has not been met.

K. Dulles South Boulevard Reservation. The Applicant shall reserve, for a period of fifteen (15) years, right-of-way, one hundred twenty (120) feet in width, in the southeast corner of the Property as depicted on the Concept Plan for the possible future extension of an east-west connector road from existing Route 659 to Route 659 Relocated ("Dulles South Boulevard"). A Deed of Reservation for this area shall be provided concurrently with the record subdivision plat for the portion of the Property that abuts the right-of-way being reserved, if, prior to the expiration of the reservation period (i) a design is approved for construction of Dulles South Boulevard from existing Route 659 to Route 659 Relocated, and (ii) funding is available for such construction, then the Applicant shall dedicate to the County, without compensation, such right-of-way within the reservation area as needed. if any of the following events occurs, this reservation shall expire (i) the County approves construction plans and profiles for Dulles South Boulevard with an alignment that does not require any right-of-way in the reservation area, (ii) Dulles South Boulevard is removed as a planned facility from the County's comprehensive planning documents, or (iii) VDOT and/or the

County have not constructed the transportation improvement for which the area has been reserved or dedicated within fifteen (15) years from the date of approval of this rezoning application. In the event the reservation expires, the land in such reservation area shall be incorporated into the adjoining subdivision section.

PIN # 208-30-0435, Jose A, Abrego

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Foley Branch Boulevard.

PIN #208-30-6147, # 167-45-5506, #167-46-5325, #167-37-3470, #167-27-3592, #167-37-0816, #167-26-4686, and #208-10-4565, Ticonderoga Farms, Inc.

These properties are not subject to any proffers or conditions; no right-of-way dedication has been recorded for Foley Branch Boulevard.

PIN #167-38-0480, Linda Sue & William R. Haas

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Foley Branch Boulevard.

PIN #167-36-6221, Ira Lynn Fox

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Foley Branch Boulevard.

PIN #167-36-2316, Lillian Ridgeway Fox

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Foley Branch Boulevard.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers or conditions that provide for construction or cash in lieu of construction contributions for this segment of Foley Branch Boulevard.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for this segment of Foley Branch Boulevard.

Disclaimer:

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Name of Segment: Glascock Boulevard (Dulles South Parkway) (Item #76)

Segment Location: Northstar Boulevard to Loudoun County Parkway

Category: Missing Link

Estimated Cost: \$25,239,600

Funding Options: No funds have been allocated for this improvement because there are proffer commitments for the majority of this roadway.

Summary

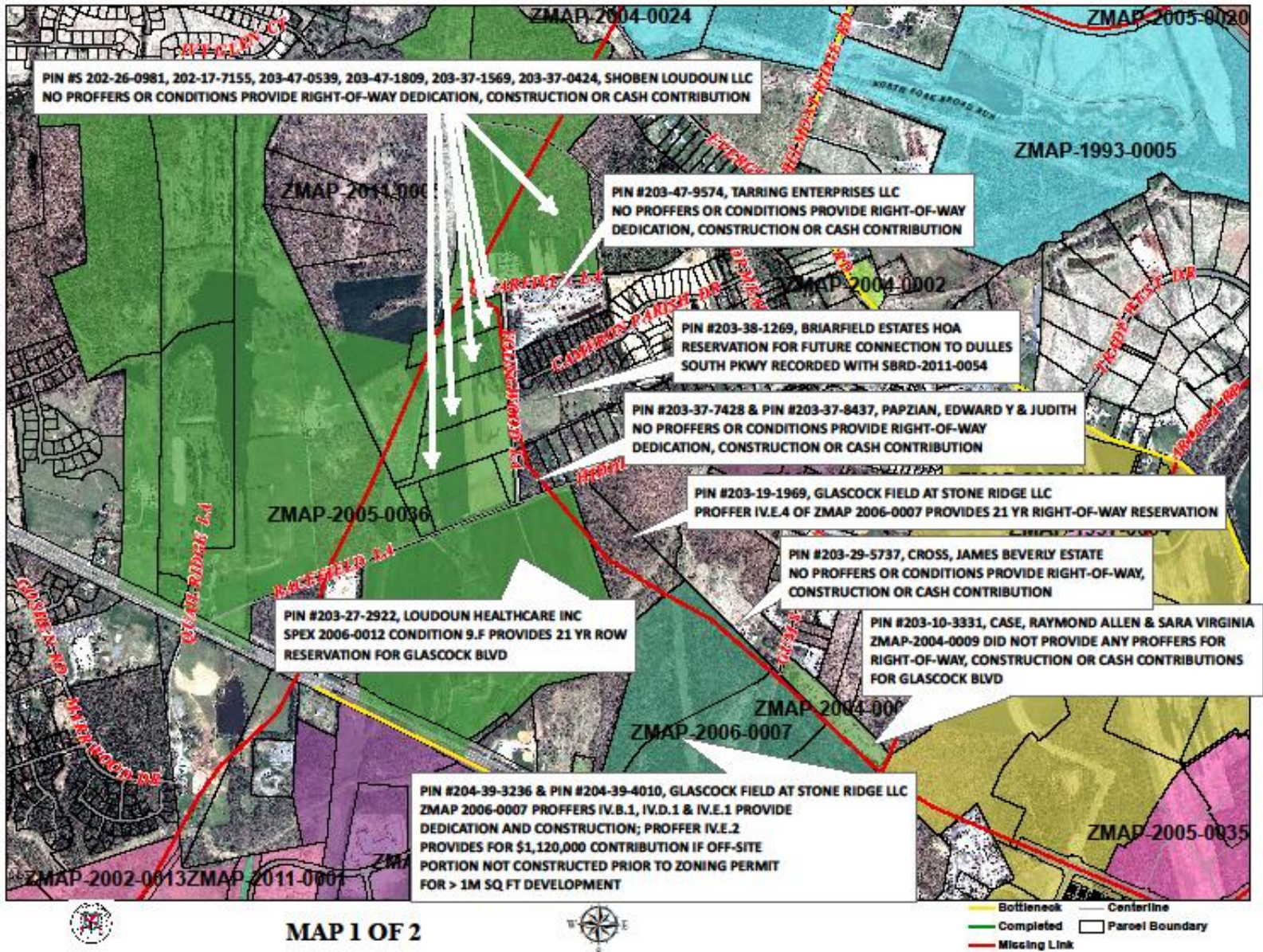
Right-of-Way: There are proffers and conditions that provide the majority of the right-of-way required for Glascock Boulevard located east of Racefield Lane. There are no proffers or conditions that provide right-of-way for the western portion of Glascock Boulevard.

Construction: Segments of Glascock Boulevard will be constructed during development of Glascock Field at Stone Ridge, Arcola Center, Dulles Landing and Arcola Center – The Shops. These proffered commitments are triggered by specific levels of development.

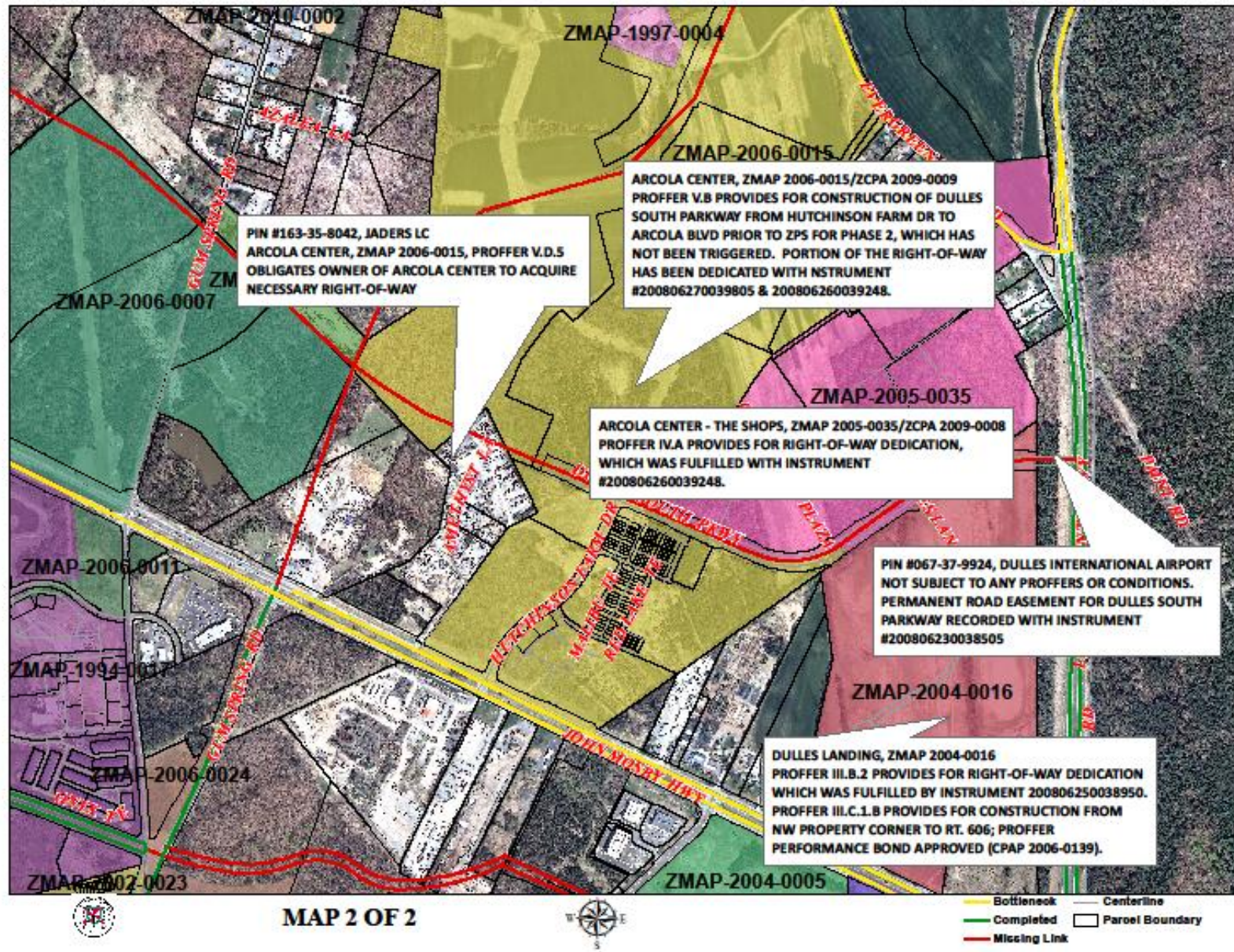
Funding Sources: Glascock Field at Stone Ridge proffered to contribute \$1,120,000 for this Road if the off-site portion between Route 606 Extended and Loudoun County Parkway has not been approved and bonded by others prior to issuance of zoning permits for more than one million square feet of development.

Current Status: Right-of-way has been dedicated for Dulles South Parkway from approximately 550 feet west of Hutchinson Farm Drive to Loudoun County Parkway. Dulles Landing recently bonded the segment from Loudoun County Parkway through their property.

SEGMENT #76: GLASCOCK BOULEVARD (NORTHSTAR BOULEVARD TO LOUDOUN COUNTY PARKWAY)



SEGMENT #76: GLASCOCK BOULEVARD (NORTHSTAR BOULEVARD TO LOUDOUN COUNTY PARKWAY)



Proffer/Condition Analysis

ROW Status:

PIN #202-26-0981, PIN #202-17-7155, PIN #203-47-0539, PIN #203-47-1809, PIN #203-37-1569 & PIN # 203-37-0424, SHOBN LOUDOUN LLC

This property is subject to the Board initiated Arcola Industrial Rezoning application, ZMAP 2005-0036, which was approved on November 9, 2005. There are no proffers or conditions that provide right-of-way for Glascock Boulevard.

PIN # 203-47-9574, TARRING ENTERPRISES LLC

This property is not subject to proffers or conditions that provide right-of-way for Glascock Boulevard.

PIN #203-38-1269, BRIARFIELD ESTATES HOA

The subdivision record plat for Briarfield Estates Phase 3, SBRD 2011-0054, contains a 90 year right-of-way reservation for future connection to Dulles South Parkway, which is shown on the plat recorded 6/29/2012 with instrument #201206290049768.

PIN #203-37-7428 & PIN #203-37-8437, PAPAZIAN, EDWARD Y & JUDITH C R/S

There are no proffers or conditions that provide right-of-way for Glascock Boulevard.

PIN #203-27-2922, LOUDOUN HEALTHCARE INC

This property is subject to the conditions of approval for the Inova Health Care Campus – Dulles South special exception application, SPEX 2006-0012, which was approved by the Board of Supervisors on February 5, 2008. Condition 9.f provides for the reservation of up to 120 feet of right-of-way for Glascock Boulevard, with a provision of dedication upon request for a period of 21 years from the date of the special exception application (this reservation expires April 5, 2029). The property has not yet been developed, the reservation has not been recorded.

- f. The applicant shall reserve up to 120 feet of right-of-way for the North Collector Road alignment extending east-west across the northeastern portion of the property. The area shall be made available by dedication to the County upon request for a period of 21 years from special exception approval, and at no public cost to the County. The applicant may adjust the right-of-way location in coordination with the County to accommodate the alignment based on consistency with the Revised Countywide Transportation Plan and in consideration of the archeological site on the property (“area recommended for Phase II investigation”).*

PIN #203-19-1969, GLASCOCK FIELD AT STONE RIDGE LLC

This property is not subject to any proffers or conditions. The Owner of Glascock Field at Stone Ridge, ZMAP 2006-0007, also owns this property. Glascock Field at Stone Ridge, ZMAP 2006-0007, Proffer IV.E.4 provides that the Owner shall provide a letter of agreement addressed to the County stipulating that the owner will refrain from constructing any improvements that will impact the alignment of the future Route 50 North Collector Road, and that the owner will agree to record a right-of-way reservation. This letter is to be provided to the County prior to the first

zoning permit for development of Glascock Field at Stone Ridge. This proffer trigger has not yet been met.

4. *Off-Site Right-of-Way Reservation for Route 50 North Collector Road. The Owner shall obtain a letter agreement addressed to the County from the owner of the property identified as PIN: 203-19-1969 (located to the northwest of the Property as shown on Sheet 9 of the CDP) acknowledging that the owner will refrain from constructing improvements on PIN: 203-19-1969 that would impact the general alignment of the future Route 50 North Collector Road and will agree to the recordation of a reservation of right-of-way for the future Route 50 North Collector Road upon the request of the County once an alignment for the Route 50 North Collector Road is finalized. The Owner shall provide such letter agreement to the County prior to the issuance of the first zoning permit for the Property.*

PIN #204-39-3236 & PIN #204-39-4010, GLASCOCK FIELD AT STONE RIDGE LLC

This property is subject to the proffers of Glascock Field at Stone Ridge, ZMAP 2006-0007, which was approved by the Board of Supervisors on December 4, 2007. Proffers IV.B.1, IV.D.1 and IV.E.1 provide for dedication of the Route 50 North Collector Road between Stone Springs Boulevard and Route 606 Extended. The timing of the dedication is dependent on whether the off-site segment between Route 606 Extended and Loudoun County Parkway is designed, approved and bonded and is also based on development of land bays within the Glascock Field at Stone Ridge property. At the present time, the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway is bonded by the developer of Dulles Landing from Loudoun County Parkway to the western boundary of Dulles Landing and no zoning permits have been issued for development within Glascock Field at Stone Ridge.

IV. TRANSPORTATION

For the purposes of the following proffers, the term “construct” shall mean construct or bond for construction.

B. Phase II.A. *Prior to the issuance of the first residential zoning permit for Land Bay 1 of the Property, and in addition to the Phase I improvements set forth in Proffer IV.A.1. and Proffer IV.A.2. above, the Owner shall dedicate the necessary right-of-way, as well as any easements located outside of the right-of-way that are needed for the construction and maintenance of the improvements, and construct the following transportation improvements on or serving the Property:*

1. Route 50 North Collector Road.

a. *In the event the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway already has been designed, approved and bonded (but not necessarily constructed and open to traffic), the Owner shall construct the on-site portion of the Route 50 North Collector Road between Stone Springs Boulevard and Route 606 Extended as a 4-lane divided road section. This road section will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for Land Bay 1.*

b. *In the event that construction plans for the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway have not been approved and bonded, the Owner shall construct either the on-site portion of the Route 50 North Collector Road between Stone Springs Boulevard and Road A as a 4-lane divided road section or, subject to verification by a traffic analysis, proposed Road B as a 4-lane (inclusive of turn lanes) undivided road between Stone Springs Boulevard and existing Gum Spring Road/Road A, as depicted on the CDP, in accordance with County and VDOT street standards. The selected road section will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for Land Bay 1.*

D. *Phase III.A.* *Prior to the issuance of the first zoning permit for development in the portion of Land Bay 2 north of proposed Road B and in addition to the Phase I road improvements set forth in Proffer IV.A.1. and Proffer IV.A.2. above, the Owner shall (i) request and obtain the approval for the vacation and/or abandonment of the applicable portions of existing Gum Spring Road, and (ii) dedicate the necessary right-of-way, as well as any easements located outside of the right-of-way that are needed for the construction and maintenance of the improvements, and construct the following transportation improvements on or serving the Property:*

1. *Route 50 North Collector Road. If not previously constructed as part of Phase II.A., the Owner shall construct the Route 50 North Collector Road, including any necessary turn lanes and acceleration lanes, between Stone Springs Boulevard and Road A, as depicted on the CDP, as a 4-lane divided road section. In the event that the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway already has been designed, approved and bonded (but not necessarily constructed and open to traffic), at the start of Phase III.A., the Owner shall also construct the on-site portion of the Route 50 North Collector Road between Road A and Route 606 Extended as a 4-lane divided road section. These road sections will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for the portion of Land Bay 2 north of proposed Road B.*

E. *Other Road Commitments. If not previously constructed with the Phase II.A. or Phase III.A. improvements noted above, then subsequent to (a) the Owner's construction of the Route 50 North Collector Road between Stone Springs Boulevard and Road A, and (b) within two years of the design, plan approval and bonding by others of the Route 50 North Collector Road to the east of the Property linking Route 606 Extended and Loudoun County Parkway (Route 606) with this road section, the Owner shall dedicate the necessary right-of-way, as well as any easements located outside of the right-of-way that are needed for the construction and maintenance of the improvements, and construct the following improvements:*

1. *Route 50 North Collector Road. The Owner shall construct the Route 50 North Collector Road, including any necessary turn lanes and acceleration*

lanes, between Road A and Route 606 Extended, as depicted on the CDP, as a 4-lane divided road section. This road section shall be open for traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the occupancy permit that represents a cumulative total square footage in excess of 1,000,000 square feet of non-residential floor area on the Property.

Additionally, Glascock Field at Stone Ridge Proffer IV.E.3 provides for right-of-way reservation for the western portion of the Route 50 North Collector Road, which is to occur in conjunction with development of the adjacent portion of Land Bay 3. At the present time, Land Bay 3 is undeveloped. Proffer IV.E.3 also provides for dedication upon request of the County following design of the road section by others.

3. *The Owner shall reserve for future dedication in fee simple to the Board of Supervisors sufficient right-of-way for the Route 50 North Collector Road between Stone Springs Boulevard and the western boundary line of the Property in the location depicted on the CDP. This reservation shall be made in conjunction with the development of the adjacent portion of Land Bay 3. Subsequent to the design of this road section by others, the Owner shall dedicate to the County, at no cost, and at the request of the County, the right-of-way for the Route 50 North Collector Road between Stone Springs Boulevard and the western boundary line of the Property as well as required easements located outside of the right-of-way that are needed for a trail and for the construction and maintenance of the improvements.*

PIN #203-29-5737, CROSS, JAMES BEVERLY ESTATE

This property is not subject to proffers or conditions that provide right-of-way for Glascock Boulevard.

PIN #204-48-7841, HIGHWAY 50 REAL ESTATE LLC, HCA INC

This property is subject to the proffers of Glascock Field at Stone Ridge, ZMAP 2006-0007, which provides for dedication of the Route 50 North Collector Road between Stone Springs Boulevard and Route 606 Extended depending on whether the off-site segment between Route 606 Extended and Loudoun County Parkway is designed, approved and bonded and based on development of land bays within the Glascock Field at Stone Ridge property.

PIN #203-10-3331, CASE, RAYMOND ALLEN & SARA VIRGINIA

This property is subject to the proffers of the Case Property, ZMAP 2004-0009, which was approved by the Board of Supervisors on July 12, 2005. There are no proffers that provide right-of-way dedication for Glascock Boulevard.

ARCOLA CENTER, ZMAP 2006-0015/ ZCPA 2009-0009

PIN #163-36-7830, ARCOLA LIMITED PARTNERSHIP

PIN #163-26-7931, ARCOLA LP

PIN #163-26-4764, ARCOLA RESIDENTIAL DEVELOPMENT LLC

This property is subject to the proffers of Arcola Center, ZMAP 2006-0015, which was approved by the Board of Supervisors on December 4, 2007, and amended by ZCPA 2009-0009, which

was approved by the Board of Supervisors on April 4, 2011. Arcola Center, ZCPA 2009-0009, Proffer V.B provides for construction of Dulles South Parkway.

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 located within the right-of-way, said trails will be constructed in accordance with all applicable VDOT standards. If not located completely within the right-of-way, the trails will be located completely outside of the public right-of-way within 10-foot wide (north side) and 12-foot wide (south side) public access easements granted to the County at no public cost and will be maintained by an Owners Association. The Applicant has submitted construction plans for this road section and the construction plans shall be approved 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.

Unless already constructed by the developer of ZMAP 2005-0035/ZCPA 2009-0008, the Applicant shall construct Dulles South Parkway as a 4-lane divided road section within a 120-foot wide right-of-way (expanded as necessary for turn lanes) with crossovers, and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to The Shops' (ZMAP 2005-0035/ZCPA 2009-0008) third entrance located west of Loudoun County Parkway. This improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 6 months after one or more occupancy permits have been issued in both The Residences at Main Street and The Shops.

While the Proffer V.B does not contain a provision for right-of-way dedication, ZMAP 2006-0015 Proffer V.E provides for dedication of right-of-way upon request if the improvement will be constructed by others. Right-of-way for Dulles South Parkway has been dedicated in Arcola Center to approximately 556 feet west of Hutchinson Farm Drive. Two dedication plats were processed: DEDI 2007-0028 dedicated 86,094 sq. ft. of right-of-way for Dulles South Parkway as shown on the plat recorded on 6/27/2008 with instrument #200806270039805, and DEDI 2007-0030 dedicated 363,290 sq. ft. of right-of-way as shown on the plat recorded on 6/26/2008 with instrument #200806260039248.

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.

It is noted that there are two active legislative applications for Arcola Center: ZMAP 2012-0005 and ZCPA 2012-0004.

PIN #163-35-8042, JADERS LC

This property is not subject to proffers or conditions that provide right-of-way for Glascock Boulevard. Arcola Center, ZMAP 2006-0015, Proffer V.D.5 obligates the owner of Arcola Center to acquire the necessary right-of-way from this parcel to construct Dulles South Parkway. It is noted that there is an active rezoning application being processed for this property, ZMAP 2012-0005, Arcola Center. There is also an active special exception application, SPEX 2004-0025, Arcola Business Center.

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.

DULLES LANDING, ZMAP 2004-0016

Dulles Landing, ZMAP 2004-0016, Proffer III.B.2 provides for dedication of right-of-way for Dulles South Boulevard in the area shown on the Concept Development Plan. This right-of-way has been dedicated; it was processed with dedication plat DEDI 2007-0034, and shown on the plat recorded on 6/25/2008 with instrument #200806250038950, which shows dedication of 69,362 sq. ft.

- 2. Dulles South Boulevard (North Collector Road) The Applicant shall dedicate right-of-way for the Dulles South Boulevard (North Collector Road) on those portions of the Subject Property shown on the CDP and labeled "Area to be Dedicated for Public Right of Way." Said area shall be dedicated in conjunction with the first record plat or first site plan approved for the Subject Property, whichever occurs first in time, subject to final review and approval by the County and VDOT. However, the Applicant shall dedicate said right of way prior to the approval of such plans, if requested in writing by the County. In addition to providing for the above referenced right-of-way dedication, the Applicant shall grant all necessary easements relating to road construction for utilities, drainage, grading, slope maintenance and storm drainage. Such dedication shall be provided prior to approval of the first record plat or first site plan, whichever is first in time.*

ARCOLA CENTER – THE SHOPS, ZMAP 2005-0035/ZCPA 2009-0008

This property is subject to the proffers of Arcola Center – The Shops, ZMAP 2005-0035, which was approved by the Board of Supervisors on June 19, 2007, and amended by ZCPA 2009-0008, which was approved by the Board of Supervisors on April 4, 2011. ZCPA 2009-0008 Proffer

IV.A states that Dulles South Parkway will be constructed by the developer of Dulles Landing and provides that the Applicant has already dedicated the required right-of-way. Right-of-way dedication for Dulles South Parkway along the frontage of Arcola Center – The Shops was included in DEDI 2007-0030, which dedicated 363,290 sq. ft. of right-of-way as shown on the plat recorded on 6/26/2008 with instrument #200806260039248.

IV. TRANSPORTATION

A. Dulles South Parkway.

Dulles South Parkway shall be constructed as a 4-lane divided roadway section within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from Loudoun County Parkway to Hutchinson

Farm Drive. The responsibility and required timing for such construction are set forth in the following paragraphs 1 and 2. Pedestrian crosswalks on Dulles South Parkway will be provided by the Applicant, subject to VDOT approval, at the Property's main entrance (the second entrance to the Property on Dulles South Parkway located west of Loudoun County Parkway) and at Hutchinson Farm Drive, at the time such segments of Dulles South Parkway are constructed.

1. The developer pursuant to the approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the construction of Dulles South Parkway/Boulevard (North Collector Road) as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes) from the northwest corner of the Dulles Landing property (opposite the Property's third access to the west of Loudoun County Parkway) to Loudoun County Parkway (Route 606) and must make a cash contribution to the County in the event this improvement is constructed by others. The Applicant has designed and obtained the necessary approvals for this improvement and has acquired and dedicated the required right-of-way. In the event the Dulles Landing developer has not constructed this improvement, the Applicant may, at its sole discretion, construct this improvement and may request the County to reimburse the cost of construction, to the extent of available funds, from the said Dulles Landing cash-in-lieu contribution. In any event, the Applicant shall be obligated to construct an 8-foot wide pedestrian trail on the north side of said road and the crosswalk, subject to VDOT approval, at the Property's main entrance on Dulles South Parkway. Regardless of which party constructs this roadway improvement, the said road segment, the pedestrian trail on the north side thereof, and the crosswalk, subject to VDOT approval, at the Property's main entrance on Dulles South Parkway shall be constructed, including the construction of necessary turn lanes and traffic signals for the intersection at Loudoun County Parkway, and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit for the Property, and such completion of construction and opening to traffic shall qualify the Applicant to obtain occupancy permits for up to 450,000 square feet of PD-CC(RC) uses on the Property to the extent that such occupancy is otherwise permitted by the applicable proffers and zoning ordinance provisions.

Arcola Center – The Shops, ZMAP 2005-0035, Proffer IV.E provides for dedication upon request if Loudoun County, VDOT or others desire to construct the proffered improvements to Dulles South Parkway.

E. Advance Right-of-Way Dedication

In the event that Loudoun County, VDOT or others desire to construct the improvements proffered in IV. A or B above prior to the Applicant's construction schedule, the Applicant shall, within 90 days of receipt of a written request by the County, execute plats and deeds prepared by others for any required right-of-way dedication and associated easements within the Property, and return said plats and deeds to the applicable party for recordation.

PIN #067-37-9924, DULLES INTERNATIONAL AIRPORT

This property is not subject to proffers or conditions that provide right-of-way for Glascock Boulevard. A permanent road easement for Dulles South Parkway (Glascock Boulevard), containing 27,484 sq. ft., was processed with easement plat ESMT 2007-0115 and is shown on the plat recorded on 6/23/2008 with instrument #200806230038505.

Proffer Information – Construction and Cash in Lieu:

- Glascock Field at Stone Ridge, ZMAP 2006-0007, Proffers IV.B.1, IV.D.1 and IV.E.1 provide for construction of the Route 50 North Collector Road (Glascock Boulevard) dependent on the status of off-site improvements and the development of the Glascock Field at Stone Ridge property. These proffers have not yet been triggered because the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway has not been completely bonded, nor have any zoning permits been issued for development within Glascock Field at Stone Ridge.

B. Phase II.A. *Prior to the issuance of the first residential zoning permit for Land Bay 1 of the Property, and in addition to the Phase I improvements set forth in Proffer IV.A.1. and Proffer IV.A.2. above, the Owner shall dedicate the necessary right-of-way, as well as any easements located outside of the right-of-way that are needed for the construction and maintenance of the improvements, and construct the following transportation improvements on or serving the Property:*

1. Route 50 North Collector Road.

a. *In the event the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway already has been designed, approved and bonded (but not necessarily constructed and open to traffic), the Owner shall construct the on-site portion of the Route 50 North Collector Road between Stone Springs Boulevard and Route 606 Extended as a 4-lane divided road section. This road section will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for Land Bay 1.*

b. *In the event that construction plans for the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway have not been approved and bonded, the Owner shall construct either the on-site portion of the Route 50 North Collector Road between Stone Springs Boulevard and Road A as a 4-lane divided road section or, subject to verification by a traffic analysis, proposed Road B as a 4-lane (inclusive of turn lanes) undivided road between Stone Springs Boulevard and existing Gum Spring Road/Road A, as depicted on the CDP, in accordance with County and VDOT street standards. The selected road section will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for Land Bay 1.*

D. Phase III.A. *Prior to the issuance of the first zoning permit for development in the portion of Land Bay 2 north of proposed Road B and in addition to the Phase I road improvements set forth in Proffer IV.A.1. and Proffer IV.A.2. above, the Owner shall (i) request and obtain the approval for the vacation and/or abandonment of the applicable portions of existing Gum Spring Road, and (ii) dedicate the necessary right-of-way, as well as any easements located outside of the right-of-way that are needed for the construction and maintenance of the improvements, and construct the following transportation improvements on or serving the Property:*

1. Route 50 North Collector Road. *If not previously constructed as part of Phase II.A., the Owner shall construct the Route 50 North Collector Road, including any necessary turn lanes and acceleration lanes, between Stone Springs Boulevard and Road A, as depicted on the CDP, as a 4-lane divided road section. In the event that the off-site portion of the Route 50 North Collector Road between Route 606 Extended and Loudoun County Parkway already has been designed, approved and bonded (but not necessarily constructed and open to traffic), at the start of Phase III.A., the Owner shall also construct the on-site portion of the Route 50 North Collector Road between Road A and Route 606 Extended as a 4-lane divided road section. These road sections will be open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the first occupancy permit for the portion of Land Bay 2 north of proposed Road B.*

E. Other Road Commitments. *If not previously constructed with the Phase II.A. or Phase III.A. improvements noted above, then subsequent to (a) the Owner's construction of the Route 50 North Collector Road between Stone Springs Boulevard and Road A, and (b) within two years of the design, plan approval and bonding by others of the Route 50 North Collector Road to the east of the Property linking Route 606 Extended and Loudoun County Parkway (Route 606) with this road section, the Owner shall dedicate the necessary right-of-way, as well as any easements located outside of the right-of-way that are needed for the construction and maintenance of the improvements, and construct the following improvements:*

1. Route 50 North Collector Road. *The Owner shall construct the Route 50 North Collector Road, including any necessary turn lanes and acceleration lanes, between Road A and Route 606 Extended, as depicted on the CDP, as a 4-lane divided road section. This road section shall be open for traffic, but not necessarily accepted by VDOT for maintenance, prior to the issuance of the occupancy permit that represents a cumulative total square footage in excess of 1,000,000 square feet of non-residential floor area on the Property.*

Glascok Field at Stone Ridge Proffer IV.J provides for a cash equivalent contribution if proffered improvements are constructed by others. This proffer has not been triggered.

J. Construction of Improvements by Others

In the event that any improvements listed in IV. A through D above are constructed by a party other than the Owner, its successor or assignee, the Owner shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of said improvements. Such contribution shall be paid at the time the Owner's obligation to construct such improvements would occur under the terms of these proffers and shall be used for regional transportation improvements within the area subject to CPAM 2005-0007, Arcola Area/Route 50, and/or Route 659 Relocated south of Route 50. However, the Owner shall not be required to make a contribution equivalent to the cost of the half section of a 4-lane undivided Road B between Route 50 and Road A, as referenced in Proffer IV.C.1. above, in the event such half section is constructed by the owner of PIN: 204-40-4123, as identified on Sheet 9 of the CDP.

- Arcola Center, ZCPA 2009-0009, Proffer V.B provides for the construction of Dulles South Parkway from Hutchinson Farm Drive to Arcola Boulevard. Construction plans for this improvement are to be approved prior to the issuance of the first non-residential and residential zoning permits allowed in Phase 2 of the development. This proffer has not yet been triggered, Arcola Center is in Phase 1 of their development.

Proffer V.B also provides for construction of Dulles South Parkway from Hutchinson Farm Drive to The Shops' third entrance located west of Loudoun County Parkway, if this improvement is not already constructed by the developer of Arcola Center – The Shops (ZMAP 2005-0035/ZCPA 2009-0008). This improvement is to be constructed and open to traffic within 6 months after occupancy permits have been issued in both The Residences at Main Street and The Shops. This proffer has not yet been triggered; the County has issued one occupancy permit for The Residences at Main Street but none have been issued in The Shops.

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 located within the right-of-way, said trails will be constructed in accordance with all applicable VDOT standards. If not located completely within the right-of-way, the trails will be located completely outside of the public right-of-way within 10-foot wide (north side) and 12-foot wide (south side) public access easements granted to the County at no public cost and will be maintained by an Owners Association. The Applicant has submitted construction plans for this road section and the construction plans shall be approved 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.

Unless already constructed by the developer of ZMAP 2005-0035/ZCPA 2009-0008, the Applicant shall construct Dulles South Parkway as a 4-lane divided road section within a 120-foot wide right-of-way (expanded as necessary for turn lanes) with crossovers, and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to The Shops' (ZMAP 2005-0035/ZCPA 2009-0008) third entrance located west of Loudoun County Parkway. This improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, within 6 months after one or more occupancy permits have been issued in both The Residences at Main Street and The Shops.

Proffer V.F of Arcola Center, ZMAP 2006-0015 provides for cash equivalent contribution if the improvements provided in Proffer V.B is constructed by a party other than the Applicant or the developer of Arcola Center – The Shops.

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.

- Dulles Landing, ZMAP 2004-0016, Proffer III.C.1.b provides for construction of Dulles South Boulevard (now named Dulles South Parkway) from the northwest property corner to Route 606. On February 6, 2013, the Bond Committee approved two proffer performance agreements for this improvement which is bonded in two phases by Dulles Landing; the improvements are shown on construction plan set CPAP 2006-0139.

b. *Dulles South Boulevard (North Collector Road)*

The Applicant shall construct the Dulles South Boulevard (North Collector Road) as a 4 lane divided roadway from the northwest property corner to its intersection with Route 606, as shown on the CDP, with turn lanes into the Subject Property as determined necessary by VDOT and the County, subject to the availability of the off-site right-of-way at no cost to the Applicant. This improvement shall be constructed or bonded for construction prior to or concurrent with approval of the first site plan or first record plat on the Subject Property, whichever is first in time. If the off-site right-of-way is not available at no cost to the Applicant, the Applicant shall make a cash contribution to the County, as if someone else had constructed the Dulles South Boulevard (North Collector Road), pursuant to Proffer III.M below. However, notwithstanding the above, no occupancy permit shall be granted for any development on the Property prior to the completion of the Dulles South Boulevard (North Collector Road) from Route 606 to the western property boundary by either the Applicant or others. For the purposes of this proffer, “completion” shall mean base paved and open to traffic.

Dulles Landing Proffer III.D provides that the Applicant shall design and construct the improvements to Dulles South Boulevard in cooperation with Arcola Center – The Shops.

D. COOPERATIVE CONSTRUCTION OF DULLES SOUTH BOULEVARD (NORTH COLLECTOR ROAD)

The Applicant recognizes the necessity of upholding the County policy of constructing and completing the regional road network to safely and efficiently convey traffic throughout the County. Further, the Applicant recognizes that the construction of Dulles South Boulevard (North Collector Road) from Route 606 to the western property line of the Subject Property requires land and funding from not only the Applicant, but also the developer of Arcola Center – The Shops (ZMAP 2005-0035) to the north of the Subject Property. To this end, the Applicant shall make their best efforts to accomplish the design and construction of a full section of Dulles South Boulevard (North Collector Road) from Route 606 to the western property line of the Subject Property in full cooperation with the developer of Arcola Center – The Shops. It is recognized that the Applicant’s commitment in these proffers to the construction of the four (4) lanes of Dulles South Boulevard (North Collector Road) from Route 606 to the western property line of the Subject Property will enable the developer of Arcola Center – The Shops to reallocate, with the

concurrence of the Board of Supervisors, the construction funding otherwise designated for this same section of Dulles South Boulevard (North Collector Road) for the construction of Dulles South Boulevard (North Collector Road) starting at the western property line of the Subject Property and working west to the planned intersection with Hutchison Farm Road.

Dulles Landing Proffer III.M provides for a cash equivalent contribution if any of the proffered transportation improvements are constructed by others. Since Dulles Landing has bonded its proffered Dulles South Parkway improvements, it is unlikely that this proffer will be exercised.

M. CASH EQUIVALENT

Construction by Others: In the event that any or all of the above referenced improvements which the Applicant has proffered to construct are in fact constructed by others prior to the time the Applicant would have otherwise constructed said improvements, then the Applicant shall make a cash equivalent contribution, not to exceed the Applicant's cost estimates, as reviewed and approved by the County. Such funds shall be contributed to the County for use in the vicinity of the Subject Property for other transportation improvements. The aforementioned cash equivalent contributions shall be made by the Applicant at such time as the improvements would otherwise have been constructed.

- Arcola Center – The Shops, ZMAP 2005-0035/ZCPA 2009-0008
ZCPA 2009-0008 Proffer IV.A.1 states that Dulles South Parkway will be constructed by the developer of Dulles Landing between the northwestern corner of Dulles Landing to Loudoun County Parkway. In the event Dulles Landing does not construct this improvement, Arcola Center – The Shops may seek reimbursement from the County if it constructs this portion of Dulles South Parkway.

IV. TRANSPORTATION

A. Dulles South Parkway

Dulles South Parkway shall be constructed as a 4-lane divided roadway section within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers and an 8-foot wide pedestrian trail on the north side of the road, from Loudoun County Parkway to Hutchinson

Farm Drive. The responsibility and required timing for such construction are set forth in the following paragraphs 1 and 2. Pedestrian crosswalks on Dulles South Parkway will be provided by the Applicant, subject to VDOT approval, at the Property's main entrance (the second entrance to the Property on Dulles South Parkway located west of Loudoun County Parkway) and at Hutchinson Farm Drive, at the time such segments of Dulles South Parkway are constructed.

1. The developer pursuant to the approved Dulles Landing rezoning case (ZMAP 2004-0016) is responsible for the construction of Dulles South Parkway/Boulevard (North Collector Road) as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes) from the northwest corner of the Dulles Landing property (opposite the Property's third access to the west of Loudoun County Parkway) to Loudoun County Parkway (Route 606) and must make a cash contribution to the County in the event this improvement is constructed by others. The Applicant has designed and obtained the necessary approvals for this improvement and has acquired and dedicated the required right-of-way. In the event the Dulles Landing developer has not constructed this improvement, the Applicant may, at its sole discretion, construct this improvement and may request the County to reimburse the cost of construction, to the extent of available funds, from the said Dulles Landing cash-in-lieu contribution. In any event, the Applicant shall be obligated to construct an 8-foot wide pedestrian trail on the north side of said road and the crosswalk, subject to VDOT approval, at the Property's main entrance on Dulles South Parkway. Regardless of which party constructs this roadway improvement, the said road segment, the pedestrian trail on the north side thereof, and the crosswalk, subject to VDOT approval, at the Property's main entrance on Dulles South Parkway shall be constructed, including the construction of necessary turn lanes and traffic signals for the intersection at Loudoun County Parkway, and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the first occupancy permit for the Property, and such completion of construction and opening to traffic shall qualify the Applicant to obtain occupancy permits for up to 450,000 square feet of PD-CC(RC) uses on the Property to the extent that such occupancy is otherwise permitted by the applicable proffers and zoning ordinance provisions.

Arcola Center – The Shops, ZCPA 2009-0008, Proffer IV.A.2 provides for the construction of Dulles South Parkway from Hutchinson Farm Drive to the western boundary of Dulles Landing if these improvements have not already been constructed by Arcola Center, ZMAP 2006-0015. These improvements are to be constructed and open to traffic prior to the issuance of the occupancy permit for the 450,001st square foot of PD-CC(RC) uses on the Property. At the present time, the County has not issued any zoning permits for development in Arcola Center – The Shops; therefore, this proffer has not been triggered.

2. Unless already constructed by the applicant of ZMAP 2006-0015, the Applicant shall construct Dulles South Parkway as a 4-lane divided roadway within a 120-foot wide right-of-way (expanded as necessary for turn lanes), with crossovers as described above and an 8-foot wide pedestrian trail on the north side of the road, from Hutchinson Farm Drive to the western limit of the portion of Dulles South Parkway proffered by the approved Dulles Landing rezoning case (ZMAP 2004-0016), approximately to the Property's third access point west of Loudoun County Parkway, as shown on the CDP. The Applicant was responsible for and has completed the acquisition and dedication of right-of-way required for these improvements from the adjacent properties identified as PIN 163-29-1069 (Dulles Landing), PIN 162-17-2899 (Arcola LP), and PIN 163-36-7830 (N/F Hazout SA). These improvements shall be constructed and open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the occupancy permit for the 450,001st square foot of PD-CC(RC) uses on the Property and, together with the construction of the Hutchinson Farm Drive and Route 50 improvements noted below, such completion of construction and opening to traffic shall qualify the Applicant to obtain occupancy permits for up to an additional 300,000 square feet of PD-CC(RC) uses on the Property to the extent that such occupancy is otherwise permitted by the applicable proffers and zoning ordinance provisions.

Arcola Center – The Shops, ZCPA 2009-0008, Proffer IV.F provides for a cash equivalent contribution if the proffered improvements to Dulles South Parkway are constructed by a party other than the Applicant, the developer of Arcola Center or the Developer of Dulles Landing.

F. Construction of Improvements by Others

In the event that any improvements listed in IV. A through D above are constructed by a party other than (i) the Applicant, its successor or assignee, or (ii) the developer of ZMAP 2006-0015, or, (iii) with respect to the improvements listed in IV. A above only, the developer of ZMAP 2004-0016, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual reasonable cost of design and construction 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, and such contribution shall be used for road or transportation improvements in the vicinity of the Property.

Proffer Information – Cash Contributions:

- Glascock Field at Stone Ridge, ZMAP 2006-0007, Proffer IV.E.2 provides for a contribution of \$1,120,000 for the Route 50 North Collector Road if the off-site portion between Route 606 Extended and Loudoun County Parkway has not been approved and bonded by others prior to the zoning permit for more than 1,000,000 square feet of development within Glascock Field at Stone Ridge. No zoning permits have been issued yet; therefore, this proffer has not been triggered.

2. Notwithstanding the above, in the event that the Route 50 North Collector Road has not been approved and bonded by others to link Route 606 Extended and Loudoun County Parkway (Route 606) prior to the issuance of the zoning permit that represents a cumulative total square footage in excess of 1,000,000 square feet of non-residential floor area on the Property, then at that time the Owner shall contribute \$1,120,000 to the County in lieu of the construction of the Route 50 North Collector Road between Road A and Route 606 Extended, and shall dedicate to the County right-of-way for the Route 50 North Collector Road between Road A and the eastern boundary line of the Property.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Loudoun County Parkway/ Route 606 (#60)

Segment Location: Braddock Road to the Fairfax County Line

Category: Missing Link

Estimated Cost: \$26,789,400

Funding Options: There are no funds available for this segment of Loudoun County Parkway.

Summary

Right of Way:

This segment of Loudoun County Parkway (currently named Ticonderoga Farms Road – Route 613) was formerly planned to become the Tri-County Parkway and contains an existing 30' Prescriptive Easement. Additional right-of-way has been reserved on one parcel which has been developed as MS-5, J. Michael Lunsford Middle School.

The CTP states that this segment of Loudoun County Parkway will follow portions of VA Route 613 (Ticonderoga Road) and VA Route 621 (Bull Run Post Office Road) alignments. According to note 1 of the 2010 Revised Countywide Transportation Plan, the planned roadway alignments shown are conceptual and subject to further engineering. Alignments will be further refined as part of the planning process and through the Land Development process.

Construction:

The portion of Loudoun County Parkway adjacent to Loudoun County Public Schools MS-5 has been constructed as a 2 lane roadway with necessary turn lanes. There is no additional proffered road construction for this segment of Loudoun County Parkway. The future alignment has not been determined and is pending the planning and land development processes.

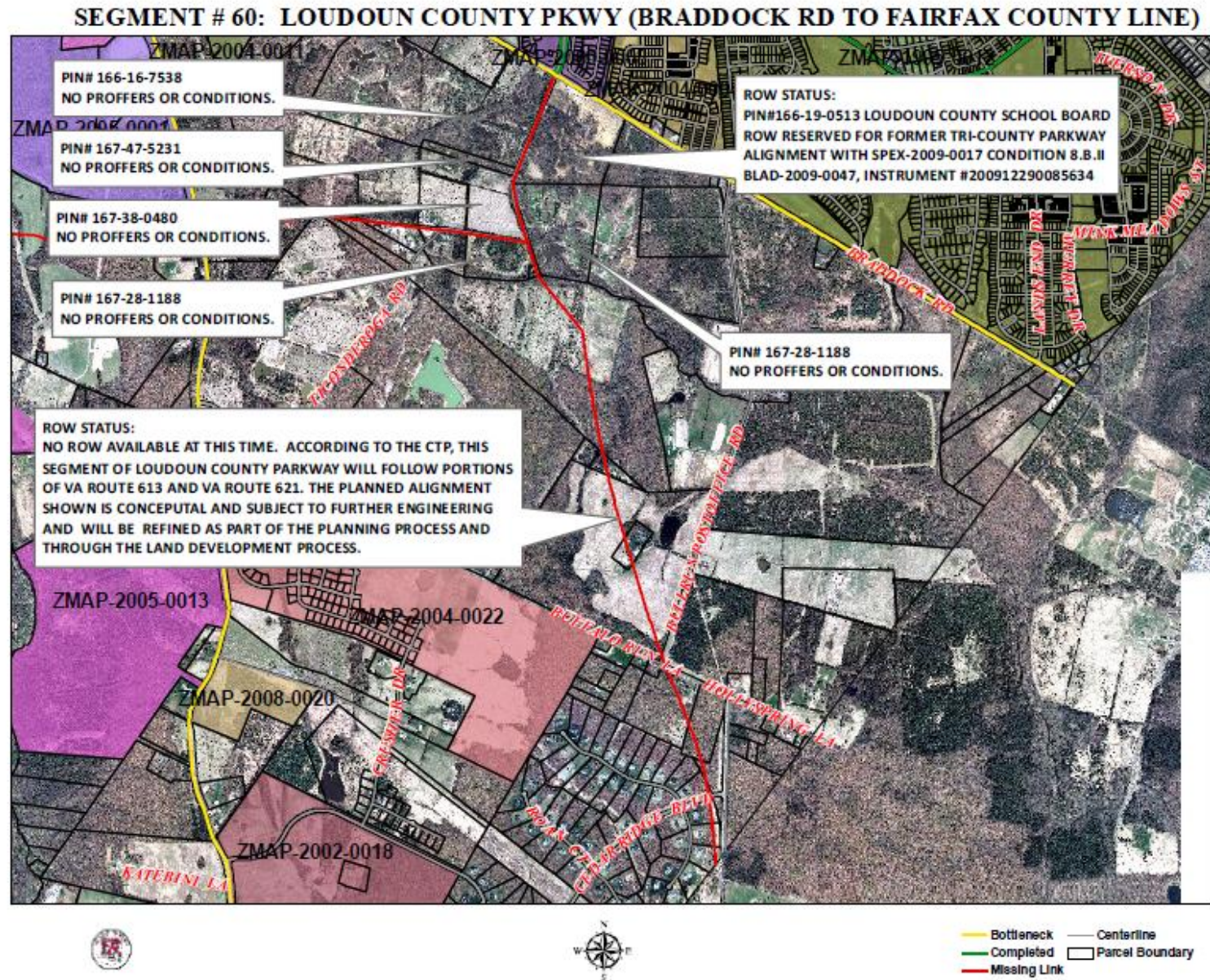
Funding Sources:

There are no funds available for this segment of Loudoun County Parkway.

Current Status:

Construction of the road improvements associated with Loudoun Public Schools MS-5 are complete. There are no other approved plans for road improvements at this time.

**NOTE: ALIGNMENT OF LOUDOUN COUNTY PARKWAY IS SHOWN FOR ILLUSTRATIVE PURPOSES ONLY.
FUTURE ALIGNMENT HAS NOT BEEN DETERMINED AND IS SUBJECT TO FURTHER ENGINEERING.**



Proffer/Conditions Analysis

ROW Status:

No rezoning or special exception applications have been filed on the properties listed below; therefore; there are no proffers or conditions of approval for right-of-way dedication, road improvements or cash contributions for Loudoun County Parkway. These parcels are adjacent to existing Ticonderoga Road, Route 613.

<u>PIN/MCPI</u>	<u>OWNER</u>
166-16-7538	Ticonderoga Farms, Inc.
167-38-0480	Linda Sue and William Haas
167-47-5231	Linda Sue and William Haas
167-28-1188	Erma Simmons Cavanaugh Trustee
167-39-1328	Ticonderoga Farms, Inc.

PIN # 166-19-0513, Loudoun County School Board

This parcel is subject to the conditions of approval associated with Loudoun County Public Schools (MS-5), SPEX-2009-0017, approved on 07/28/09. Condition 8.b.ii provides for right-of-way dedication necessary for the alignment of the former Tri-County Parkway. The Special Exception Plat contains a note which states that should the adopted alignment not necessitate the reservation area or should the Countywide Transportation Plan update or the VDOT Tri-County Parkway location study not conclude within 10 years of the date of approval of SPEX-2009-0017, then the obligation to dedicate the reservation area to the county shall expire. The right-of-way was reserved by a Permanent Street Right of Way Easement on BLAD-2009-0047 which was recorded by Instrument #200912290085634 on 12/29/09.

8. *Transportation Improvements*

b. Ticonderoga Road/Future Tri-County Parkway

ii. Right-Of-Way. Upon written request by VDOT or the County, the Applicant shall provide right-of-way necessary for the construction of the Tri-County Parkway as described in Condition 8(b)(i) above. Such provision shall be made at no cost to VDOT or the County.

Right-of-way may be required from additional properties, which will be determined when an alignment has been determined.

Proffer Information – Construction and Cash in Lieu:

Pursuant to condition 8.b.i of Loudoun County Public Schools (MS-5), SPEX-2009-0017, the Applicant shall construct a 2 lane section, with necessary turn lanes, of the formerly planned 6 lane median divided Tri-County Parkway in conjunction with or prior to the construction of MS-5. These road improvements were constructed in accordance with CPAP-2009-0042 which was approved on 01/28/10.

8. Transportation Improvements***b. Ticonderoga Road/Future Tri-County Parkway***

i.. Construction. Prior to or in conjunction with the construction of the Middle School use, the Applicant shall construct a two-lane section of the planned urban six-lane, median divided (U6R) roadway known as the Tri-County Parkway from Braddock Road south to the “Right Out Only” exit shown on the Special Exception Plat (a distance of approximately 1300 feet), transitioning at the southern terminus as a pave-in-place into the existing two-lane Ticonderoga Road (approximately 350 feet) as depicted on the Special Except on Plat. Such construction shall include necessary turn lanes required to meet VDOT and County standards and such improvements otherwise noted in these conditions and/or depicted on the Special Exception Plat.

Proffer Information – Cash Contributions:

There are no cash proffers that provide for construction of this portion of Loudoun County Parkway.

Disclaimer:

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Name of Segment: Loudoun County Parkway (#57)

Segment Location: Evergreen Ridge Drive to South of Creighton Road

Category: Missing Link

Estimated Cost: \$10,228,680

Funding Options: This road improvement is proffered to by the developer of Loudoun Valley Estates II; there are no County or state funds allocated for this project.

Summary

Right of Way: Loudoun Valley Estates II has proffered to dedicate the necessary on-site right-of-way. 120' of right-of-way dedication has been proffered but has not yet been dedicated.

Construction: Loudoun Valley Estates II proffers for the construction of Loudoun County Parkway to be done in phases tied to the development of the property. This segment of Loudoun County Parkway has been approved and bonded but construction has not yet commenced.

Funding Sources: There are no funds allocated for the extension of this segment of Loudoun County Parkway; it is a proffered segment.

Current Status: This portion of Loudoun County Parkway is currently bonded by the developer of Loudoun Valley Estates II, Toll Brothers. It is noted that Proffer V.A.4 requires the Applicant to escalate its construction schedule to open their section of roadway to traffic within 60 days of the Brambleton Section in the event that the Brambleton section of Loudoun County Parkway is constructed prior to the Loudoun Valley Estates II section.

PIN #122-26-3229, LOUDOUN VALLEY ASSOCIATES, LP C/O TOLL BROTHERS & 123-36-7324, TOLL VA, LP C/O TOLL BROTHERS ZMAP-2002-0011 PROFFER V.A.1 PROVIDES FOR DEDICATION OF 120' PLUS ADDITIONAL ROW TO ACCOMMODATE A 6 LANE DIVIDED ROADWAY WITH TURN LANES. ROW PROVIDED WITH DEDI-2012-0017, WHICH IS CURRENTLY ACTIVE.

PROFFER V.A.4 APPROVED WITH LVE II REQUIRES THAT ALL 4 LANES OF THIS SEGMENT BE BONDED PRIOR TO THE 1,800TH RESIDENTIAL ZONING PERMIT OR WITHIN 30 DAYS OF THE BONDING BY OTHERS, WHICHEVER IS FIRST. BRAMBLETON GROUP LLC BONDED THE 4 LN SECTION BETWEEN FROM RELOCATED CREIGHTON RD TO RT 606. TOLL BROTHERS DIRECTED TO BOND VIA (ZCOR-2011-0127). IMPROVEMENTS SHOWN ON CPAP-2007-0110. PROFFER V.A.4 REQUIRES ESCALATION OF CONSTRUCTION SCHEDULE. PROFFER V.H. REQUIRES LVE TO CONTRIBUTE IF CONSTRUCTED BY OTHERS.



- Bottleneck — Centerline
■ Completed Parcel Boundary
■ Missing Link

Proffer/Conditions Analysis

ROW Status:

PIN#122-26-3229, Loudoun Valley Associates, LP c/o Toll Brothers and PIN#123-36-7324, Toll VA, LP c/o Toll Brothers

These properties are subject to the proffers, as clarified, associated with ZMAP-2002-0011 approved on 04/06/04. It is noted that subsequent Zoning Concept Plan Amendments were approved for Loudoun Valley Estates II (ZCPA-2006-0007 and ZCPA-2007-0005) but did not amend the proffers related to right-of-way and construction of Loudoun County Parkway.

Proffer V.A. 1 provides for right of way dedication of 120' plus additional right-of-way necessary to accommodate a 6 lane divided roadway with turn lanes through the property. The right of way is required to be dedicated in sections in conjunction with approved construction plans and profiles for Loudoun County Parkway. This segment of right-of-way is provided on DEDI-2012-0017 which was received on 9/26/12 and is currently active. The right-of-way has not yet been dedicated.

I. TRANSPORTATION

A. Loudoun County Parkway Dedications and Improvements

1. The Applicant shall dedicate 120 feet of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 6-lane median divided section of Loudoun County Parkway through the Property in the general locations depicted in the CDP. Additional right-of-way, if needed, shall be dedicated to accommodate right-turn lanes. Said right-of-way shall be dedicated in sections in conjunction with approved construction plans and profiles for Loudoun County Parkway. The Applicant shall convey to the County a public access easement of sufficient width to accommodate the regional bicycle trail, which will be maintained by the HOA.

Proffer V.G requires Loudoun Valley Estates to dedicate the Loudoun County Parkway right-of-way ahead of their development schedule in the event that it is constructed by others.

G. Advance Dedication of Right-of-Way

In the event that the County or others desire to construct Loudoun County Parkway, Claiborne Parkway or Relocated Creighton Road through the Property prior to the Applicant's proffered construction schedule, the Applicant shall dedicate the rights-of-way for such roads as long as the locations of the rights-of-way are in substantial conformance with the CDP.

Proffer Information – Construction and Cash in Lieu:

- Proffer V.A.4 of ZMAP-2002-0011, Loudoun Valley Estates II, requires that all 4 lanes of Loudoun County Parkway between Evergreen Ridge Road and Relocated Creighton Road be bonded prior to the issuance of the 1,800th residential zoning permit or within 30 days of the bonding by others of Loudoun County Parkway from Relocated Creighton Road to Route 606, whichever occurs first. Brambleton Group LLC bonded the 4 lane section of Loudoun County Parkway for Relocated Creighton Road to Route 606; therefore, Toll Brothers was directed to bond the Loudoun Valley Estates II section (see ZCOR-2011-0127). These road improvements are shown on CPAP-2007-0110, which was approved on 11/2/11, and bonded by Bond #39BSBGB1956. It is noted that Proffer V.A.4 requires the Applicant to escalate its construction schedule to open their section of roadway to traffic within 60 days of the Brambleton Section in the event that the Brambleton section of Loudoun County Parkway is constructed prior to the Loudoun Valley Estates II section.

Proffer V.H. requires Loudoun Valley Estates to contribute a cash amount equivalent to the actual cost of improvements if Loudoun County or others desire to construct the road improvements. This cash contribution shall be paid at the time of Loudoun Valley Estate's obligation to construct the road improvements according to the approved Proffers associated with ZMAP-2002-0011.

V.A.3. The Applicant shall construct 2 lanes of a 4-lane divided Loudoun County Parkway between the access road to Landbay 1 (Evergreen Ridge Drive) and Relocated Creighton Road. This segment shall be bonded for construction prior to the issuance of the 900th residential zoning permit. The construction may be accomplished in sections consistent with the Applicant's development schedule. The Applicant shall be responsible for the maintenance of this 2-lane section, if not accepted into the VDOT system for state maintenance, prior to the construction of the remaining 2 lanes as described below.

V.A.4. The Applicant shall bond for construction all 4 lanes of Loudoun County Parkway between Evergreen Ridge Road, at Land Bay 1, and Relocated Creighton Road prior to the issuance of the 1,800th residential zoning permit or within 30 days of the bonding by others of Loudoun County Parkway as a 4-lane divided roadway from Relocated Creighton Road to Route 606, whichever occurs first. The construction may be accomplished in sections consistent with the Applicant's development schedule.

Alternatively, in the event that a 4-lane divided section of Loudoun County Parkway is constructed by others between Relocated Creighton Road and Route 606 and said section is projected to be open to traffic prior to the Applicant's completion of the 4-lane divided sections of Loudoun County Parkway proffered in paragraphs V.A.2 and V.A.4 above, the Applicant will accelerate its construction schedule for a 4-lane divided section of Loudoun County Parkway between Ryan Road and Relocated Creighton Road so that said road section will be open for traffic within 60 days of the time the 4-lane divided section of

Loudoun County Parkway between Relocated Creighton Road and Route 606 is open to traffic.

H. Construction of Improvements by Others

In the event that any improvements listed in V.A through E. above are constructed and paid for by others, the Applicant shall contribute to Loudoun County an amount equivalent to the verified actual cost of the improvements, as substantiated by paid invoices. Such contribution shall be paid to Loudoun County at the time the Applicant's obligation to construct such road improvements would occur under the terms of these proffers.

Disclaimer:

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Name of Segment: Loudoun County Parkway/Route 607 (#58)

Segment Location: South of Creighton to Evergreen Mill Road

Category: Bottleneck and Missing Link

Estimated Cost: \$12,177,000

Funding Options: This road improvement is proffered to by the developer of Brambleton Active Adult in conjunction with four other recent Brambleton applications; there are no County or state funds allocated for this project.

Summary

Right of Way: Creighton Road LLC has proffered and dedicated the right-of-way for the portion of Loudoun County Parkway associated with Brambleton Active Adult, ZMAP-2005-0020. Evergreen Commerce LP dedicated the off-site right-of-way for the portion of Loudoun County Parkway associated with Brambleton Active Adult, ZMAP-2005-0020.

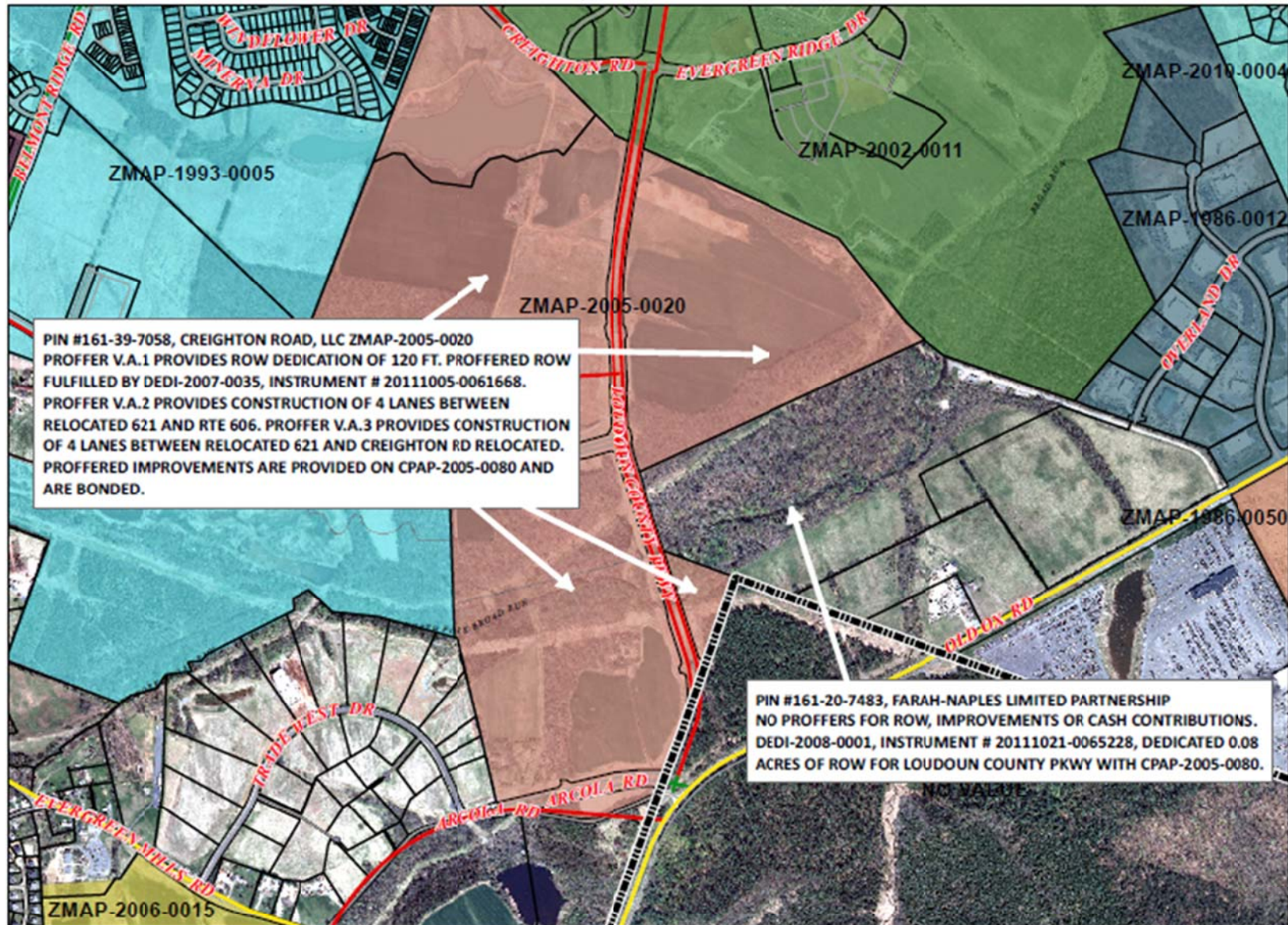
Construction: The proffered road improvements are provided on CPAP-2005-0080 which has been approved and has been bonded for construction by Brambleton Group LLC.

Funding Sources: Other than cash in lieu of construction contributions proffered by Brambleton Corner, Brandt, Town Center Residential and Active Adult, there are no funds allocated for the extension of this segment of Loudoun County Parkway.

Current Status: The right-of-way for this portion of Loudoun County has been dedicated. The construction plans and profiles have been approved and bonded. No residential zoning permits have been issued in Brambleton Active Adult; therefore, the trigger for construction has not been met.

Brambleton Group, LLC has submitted several Zoning Map Amendments with related Special Exceptions: ZMAP-2012-0013, ZMAP-2012-0014 and ZMAP-2012-0017. These applications are still in the initial checklist submission; therefore there are no draft proffers at this time. However, given the proximity to this segment of Loudoun County Parkway, it is possible that proffers for construction of this segment may be requested.

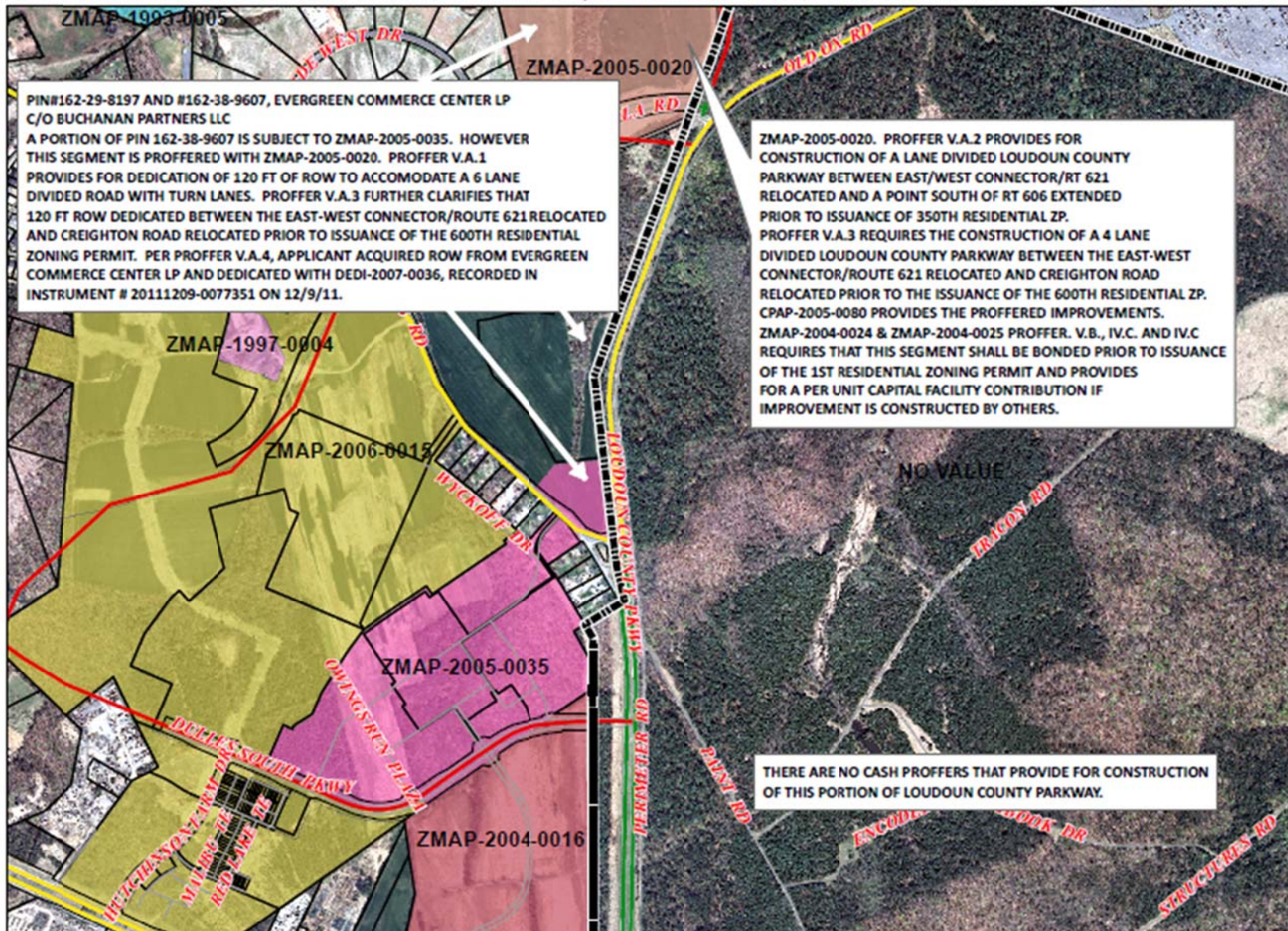
SEGMENT # 58: LOUDOUN COUNTY PKWY (SOUTH OF CREIGHTON RD TO EVERGREEN MILL ROAD)



MAP 1 OF 2

— Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

SEGMENT # 58: LOUDOUN COUNTY PKWY (SOUTH OF CREIGHTON RD TO EVERGREEN MILL ROAD)



PIN#162-29-8197 AND #162-38-9607, EVERGREEN COMMERCE CENTER LP C/O BUCHANAN PARTNERS LLC

A PORTION OF PIN 162-38-9607 IS SUBJECT TO ZMAP-2005-0035. HOWEVER THIS SEGMENT IS PROFFERED WITH ZMAP-2005-0020. PROFFER V.A.1 PROVIDES FOR DEDICATION OF 120 FT OF ROW TO ACCOMMODATE A 6 LANE DIVIDED ROAD WITH TURN LANES. PROFFER V.A.3 FURTHER CLARIFIES THAT 120 FT ROW DEDICATED BETWEEN THE EAST-WEST CONNECTOR/ROUTE 621 RELOCATED AND CREIGHTON ROAD RELOCATED PRIOR TO ISSUANCE OF THE 600TH RESIDENTIAL ZONING PERMIT. PER PROFFER V.A.4, APPLICANT ACQUIRED ROW FROM EVERGREEN COMMERCE CENTER LP AND DEDICATED WITH DEDI-2007-0036, RECORDED IN INSTRUMENT # 20111209-0077351 ON 12/9/11.

ZMAP-2005-0020. PROFFER V.A.2 PROVIDES FOR CONSTRUCTION OF A LANE DIVIDED LOUDOUN COUNTY PARKWAY BETWEEN EAST/WEST CONNECTOR/RT 621 RELOCATED AND A POINT SOUTH OF RT 606 EXTENDED PRIOR TO ISSUANCE OF 350TH RESIDENTIAL ZP. PROFFER V.A.3 REQUIRES THE CONSTRUCTION OF A 4 LANE DIVIDED LOUDOUN COUNTY PARKWAY BETWEEN THE EAST-WEST CONNECTOR/ROUTE 621 RELOCATED AND CREIGHTON ROAD RELOCATED PRIOR TO THE ISSUANCE OF THE 600TH RESIDENTIAL ZP. CPAP-2005-0080 PROVIDES THE PROFFERED IMPROVEMENTS. ZMAP-2004-0024 & ZMAP-2004-0025 PROFFER. V.B., IV.C. AND IV.C REQUIRES THAT THIS SEGMENT SHALL BE BONDED PRIOR TO ISSUANCE OF THE 1ST RESIDENTIAL ZONING PERMIT AND PROVIDES FOR A PER UNIT CAPITAL FACILITY CONTRIBUTION IF IMPROVEMENT IS CONSTRUCTED BY OTHERS.

THERE ARE NO CASH PROFFERS THAT PROVIDE FOR CONSTRUCTION OF THIS PORTION OF LOUDOUN COUNTY PARKWAY.

MAP 2 OF 2

Proffer/Conditions Analysis

ROW Status:

PIN#161-39-7058, Creighton Road, LLC.

This property is subject to the proffers associated with ZMAP-2005-0020, Brambleton Active Adult, which was approved on 09/11/07.

Proffer V.A.1 of ZMAP-2005-0020 provides for the dedication of 120 feet of right-of-way dedication to accommodate a 6 lane median divided road with turn lanes along this section of Loudoun County Parkway. Said right-of-way shall be dedicated in sections according to the development schedule set forth in the Proffers for Brambleton Active Adult. Proffer V.A.3 further clarifies that 120 feet of right-of-way shall be dedicated between the East-West Connector/Route 621 Relocated and Creighton Road Relocated prior to issuance of the 600th residential zoning permit. The right-of-way has been dedicated on DEDI-2007-0035 which was recorded by Instrument # 20111005-0061668 on 10/5/11.

V. TRANSPORTATION

A. Loudoun County Parkway Dedications and Improvements

1. The Applicant shall dedicate 120 feet in width of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 6-lane median divided section of Loudoun County Parkway through the PD-AAAR and PD-GI portions of the Property in the general location depicted in the CDP. Additional right-of-way, if needed, shall be dedicated to accommodate right-turn and left-turn lanes as required by VDOT. Said right-of-way within both the PD-AAAR and PD-GI zoned property shall be dedicated in sections in conjunction with the construction schedule set forth below or (if such road is constructed by others) in connection with the approved construction plans and profiles for Loudoun County Parkway.

3. The Applicant shall dedicate the right-of way and construct a 4-lane divided Loudoun County Parkway between the East-West Connector/ Route 621 Relocated and Creighton Road Relocated, including necessary turn lanes, prior to issuance of the 600th zoning permit for any residential unit at the Property.

PIN#161-20-7483, Farah-Naples Limited Partnership

No rezoning applications or special exceptions have been approved on this property therefore; there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Loudoun County Parkway. However, DEDI-2008-0001, recorded by Instrument #20111021-0065228 on 10/21/11, dedicated 0.08 acres of right-of-way for Loudoun County Parkway associated with the road improvements provided by CPAP-2005-0080.

PIN#162-29-8197 and #162-38-9607, Evergreen Commerce Center LP c/o Buchanan Partners LLC

A portion of PIN #162-38-9607 is subject to the proffers associated with ZMAP-2005-0035 and conditions of approval associated with SPEX-2005-0045, Arcola Center - The Shops, approved on 06/19/07 as amended by ZCPA-2009-0008, Arcola Center - The Shops, approved on 04/04/11. However, this segment of Loudoun County Parkway is proffered by Brambleton Active Adult, ZMAP-2005-0020, approved on 09/11/07.

Proffer V.A.1 of ZMAP-2005-0020 provides for the dedication of 120 feet of right-of-way dedication to accommodate a 6 lane median divided road with turn lanes along this section of Loudoun County Parkway through the Brambleton Active Adult Property. Said right-of-way shall be dedicated in sections according to the development schedule set forth in the Proffers for Brambleton Active Adult. Proffer V.A.3 further clarifies that 120 feet of right-of-way shall be dedicated between the East-West Connector/Route 621 Relocated and Creighton Road Relocated prior to issuance of the 600th residential zoning permit. See above for proffer language and dedication information.

Pursuant to proffer V.A.4., the applicant acquired the off-site right of way from Evergreen Commerce Center LP. The right-of-way has been dedicated on DEDI-2007-0036 which was recorded by Instrument # 20111209-0077351 on 12/9/11.

V. TRANSPORTATION

A. Loudoun County Parkway Dedications and Improvements

4. The applicant shall make good faith efforts to acquire off-site right-of-way and/or easements necessary for the construction of Loudoun County Parkway proffered herein. Where right-of-way and/or easements necessary for 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.

Proffer Information – Construction and Cash in Lieu:

- Brambleton Active Adult, ZMAP-2005-0020, proffer V.A.2, provides for construction of a 4 lane divided Loudoun County Parkway between the East-West Connector/Route 621 Relocated and a point south of Route 606 Extended (Old Ox Road) prior to the issuance of the 350th residential zoning permit. Proffer V.A.3 requires the construction of a 4 lane divided Loudoun County Parkway between the East-West Connector/Route 621 Relocated and Creighton Road Relocated prior to the issuance of the 600th residential zoning permit.

CPAP-2005-0080, approved on 12/31/08, provides the proffered road improvements. On May 28, 2010, Brambleton Group L.L.C. posted 4 bonds for the proffered road improvements to Loudoun County Parkway totaling \$23,157,000. The bond numbers are: 929501336, 929501337, 929501338 and 929501339. This segment of improvements to Loudoun County Parkway is included in Phase 1 of construction of CPAP-2005-0080 and is bonded under bond number 929501336.

It is noted that Brambleton Brandt (ZMAP-2004-0024), Brambleton Corner (ZMAP-2004-0025) and Brambleton Town Center-Residential (ZMAP-2004-0026) each contain proffer language (Proffer. V.B., IV.C. and IV.C, respectively) which requires that this segment of Loudoun County Parkway shall be bonded prior to issuance of the first residential zoning permit. Additionally, the proffer statements for each of these applications provide for a per unit capital facility contribution in the event that this road improvement is constructed by others.

V. TRANSPORTATION

A. Loudoun County Parkway Dedications and Improvements

2. *Subject to the provisions of Proffer V.A.4., the Applicant shall construct a 4-lane divided Loudoun County Parkway between the East-West Connector/ Route 621 Relocated and a transition point south of Route 606 Extended (Old Ox Road) (as shown on the Brambleton Active Adult Community Roadway Exhibit prepared by Wells and Associates, LLC, dated May 22nd, 2007 and included at Exhibit D), including necessary turn lanes, prior to issuance of the 350th zoning permit for any residential unit at the Property. Applicant shall also construct a 4-lane divided West Spine Road/ Route 606 as shown on Exhibit D and the CDP. Where the route of the West Spine Road/ Route 606 crosses through the Property, Applicant shall dedicate the necessary right-of way. The intersection of Loudoun County Parkway and the West Spine Road/ Route 606 shall be constructed in accordance with CPAP 2005-0080.*

V.B, IV.C and IV.C

Prior to issuance of any residential zoning permit for the Property, the following two road sections shall be bonded for construction (that is, either by the Applicant or by others): (1) four (4) lanes of Route 621 Relocated between the western edge of the proposed Active Adult community (ZMAP-2005-0020) and Loudoun County Parkway and (2) four (4) lanes Loudoun County parkway from Route 621 Relocated to a transition point south of Route 606 Extended (Old Ox Road).

G. Construction and Improvements by Others

1. *In the event that any improvements listed in Proffers V.A or V.B. above are constructed and paid for by others, the Applicant shall make per-unit capital facilities contributions at the time of issuance of the remaining zoning permits in an amount equal to:*

- a. *\$5,145.82 per residential unit as described in Proffer V.I below, multiplied by*
- b. *1,502 residential units, minus*
- c. *the costs expended by the Applicant in completing such portion of the improvements outlined in Proffers V.A and V.B. that Applicant can or desires to complete without receipt of such off-site right-of-way and/or easements necessary for proffered road improvements (as substantiated by actual invoices), the sum of which to be divided by*
- d. *the number of residential zoning permits yet to be issued (that is 1,502 units minus the number of residential zoning permits received as of such date).*

For the purposes of calculating the costs expended or to be expended by the Applicant, Applicant shall be entitled to credit for design, bonding and other soft and hard costs expended by the Applicant in furtherance of completing the improvements set forth in Proffers V.A and V.B.

2. *In the event that such improvements are constructed by the County or others, the Applicant will have no further or additional obligations with regard to the improvements listed in Proffers V.A. or V.B.*
3. *In the event that such improvements are constructed by the County or others, the Applicants under ZMAP 2004-0025 (Brambleton Corner), ZMAP 2004-0026 (Brambleton Town Center- Residential) and ZMAP 2004-0024 (Brambleton Brandt) shall be required to make per-unit capital facilities contributions in accordance with the terms of such respective proffers.*

Proffer Information – Cash Contributions:

There are no cash proffers that provide for construction of this portion of Loudoun County Parkway.

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Name of Segment: Northstar Boulevard (Item #79)

Segment Location: Between Current Terminus south of Creighton Road and Route 50

Category: Missing Link

Estimated Cost: \$18,431,550

Funding Options: There are no funds allocated for the design and construction of this portion of Northstar Boulevard.

Summary

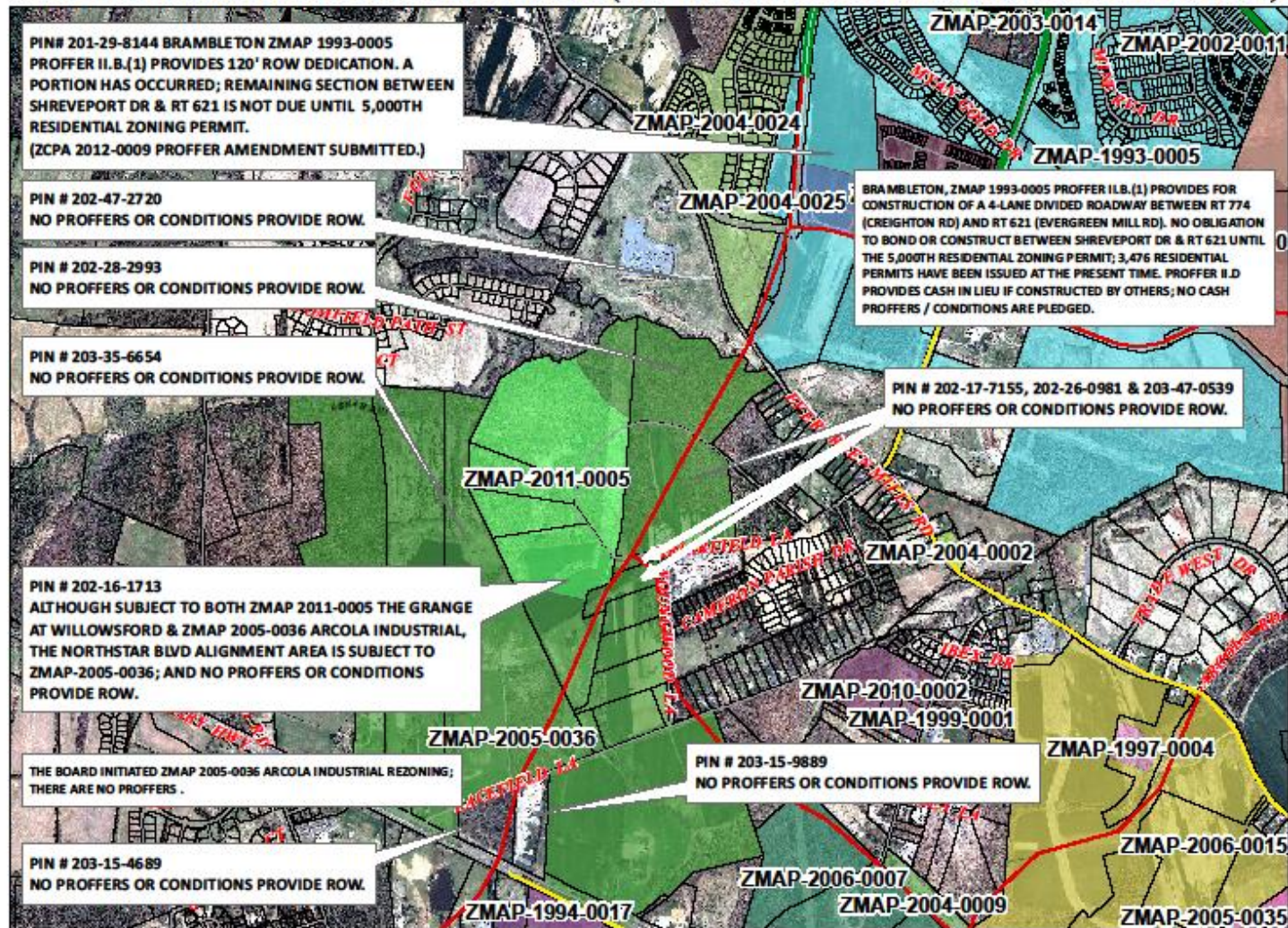
Right-of-Way: The Brambleton proffers provide right-of-way for the northern portion of this road segment between Shreveport Drive and Route 621. There are no proffers or conditions that provide the remaining right-of-way.

Construction: Brambleton is proffered to construct its remaining portion of Northstar Boulevard. There are no proffers or conditions that provide for construction of this portion of Northstar Boulevard south of Route 621.

Funding Sources: There are no cash proffers or conditions provided for this portion of Northstar Boulevard.

Current Status: There is no activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT # 79: NORTHSTAR BOULEVARD (BETWEEN CURRENT TERMINUS AND ROUTE 50)



Proffer/Condition Analysis

ROW Status:

PIN # 201-29-8144, BRAMBLETON GROUP LLC

This property is subject to the proffers of Brambleton, ZMAP 1993-0005, which was approved by the Board of Supervisors on July 25, 2006. Proffer II.B.(1) provides for the dedication of 120 feet of right-of-way for Route 659 Relocated (now named Northstar Boulevard). A portion of this dedication has occurred; there is a remaining outstanding section that is between Shreveport Drive and Route 621. This portion is not due until the issuance of the 5,000th residential zoning permit because the Applicant selected another transportation option for its Phase I and II Access.

It is noted that Brambleton recently submitted a Zoning Concept Plan Amendment application, ZCPA 2012-0009, to amend its proffers.

(1) Route 659 Relocated South (From Route 774 to Route 621).

The Applicant shall construct Route 659 Relocated-South between Route 621 and Route 774 in the general area shown on the Development Plan, Sheet 4B. This improvement shall be constructed as a four-lane divided roadway section within an approximately one hundred twenty (120) foot right-of-way (such right-of-way shall be wider at intersections/ interchanges if required by the County and VDOT) to be dedicated by the Applicant. Geometric design shall be as approved by VDOT and the County. Initial construction may be by a two-lane section of a four-lane divided road but shall be expanded to a four-lane divided road concurrently with the earlier to occur of (i) the expansion of Route 659 Extended-South to a four-lane divided road if the Applicant provides Phase I Access or Phase II Access by way of Route 659 Extended-South, or (ii) the issuance of the five thousandth (5,000th) zoning permit for a residential dwelling on the Property. Construction of Route 659 Relocated-South shall take place concurrently with the construction of Route 659 Extended-South, if the Applicant provides Phase I Access or Phase II Access by way of Route 659 Extended-South, or Route 659 Relocated-South shall be constructed or bonded for construction no later than the issuance of the five thousandth (5,000th) residential zoning permit for the Property.

PIN #202-47-2720, NORTHERN VIRGINIA ELECTRIC COOP

This property is subject to the Board initiated Arcola Industrial Rezoning application, ZMAP 2005-0036, which was approved on November 9, 2005. There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

PIN #202-28-2993, L O T U S LYNN LLC & STONEWALL MCALISTER

There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

PIN #202-17-7155, PIN #202-26-0981 & PIN # 203-47-0539, SHOBEN LOUDOUN LLC

This property is subject to the Board initiated Arcola Industrial Rezoning application, ZMAP 2005-0036, which was approved on November 9, 2005. There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

PIN #202-16-1713, WILLOWSFORD GRANGE LLC

A portion of this property is subject to The Grange at Willowsford, ZMAP 2011-0005 application. However, the southern portion, which contains the alignment of Northstar Boulevard, is subject to the Board initiated Arcola Industrial Rezoning application, ZMAP 2005-0036, which was approved on November 9, 2005. There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

PIN #203-35-6654, MACKALL, HENRY C TRUSTEE

There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

PIN #203-15-9889, COMMONWEALTH OF VIRGINIA, VIRGINIA DEPARTMENT OF TRNASPORTATION

There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

PIN #203-15-4689, WILSON, BETTY & DUDLEY WEBB JR-GP

There are no proffers or conditions that provide right-of-way for Northstar Boulevard.

Proffer Information – Construction and Cash in Lieu:

- Brambleton, ZMAP 1993-0005, Proffer II.B.(1) provides for construction of Route 659 Relocated/Northstar Boulevard as a four lane divided roadway between Route 774 (Creighton Road) and Route 621 (Evergreen Mill Road). Brambleton has constructed the majority of this segment of Northstar Boulevard, the remaining section is between Shreveport Drive and Route 621. Pursuant to Proffer II.B.(1), Brambleton is not obligated to bond or construct this improvement until they reach the 5,000th residential zoning permit. At the present time, the County has issued 3,476 residential zoning permits.

The Brambleton Proffers II.D provides for cash in lieu of construction if the improvement is constructed by others.

D. Construction by Others.

(1) If any one or more of the individual on-site or off-site regional road improvements or traffic signals proffered by the Applicant is substantially constructed or performed by others prior to bonding for such construction by the Applicant, the Applicant shall, at the time construction by the Applicant would otherwise have been required hereunder, in lieu of construction or performance of such proffer, contribute the actual paid construction costs of such improvements to the Transportation Improvement Fund. For the purposes of determining such in-lieu contribution, construction costs may include engineering, surveying, permit fees and the like. If actual cost information cannot be obtained, the Applicant shall submit its cost estimates for such improvements to the County for review and approval. If the County staff and the Applicant disagree about the cost estimates of such improvements and they are unable to resolve their differences, the final decision shall be made by the Board of Supervisors. Contributions made by the Applicant to the Transportation Improvement Fund shall be used as provided in Section E below.

(2) *As an alternative to a contribution to the Transportation Improvement Fund of the cost of improvements constructed by others, the County and the Applicant may agree that, in lieu of making such contribution, the Applicant shall construct one or more alternative, equivalent cost road improvements which are not otherwise required to be constructed by the Applicant, but which would directly or indirectly serve the Property.*

Proffer Information – Cash Contributions:

There are no cash proffers or conditions pledged for construction of this portion of Northstar Boulevard.

Disclaimer:

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Name of Segment: Northstar Boulevard/Relocated Route 659 (Item #77)

Segment Location: Between Braddock Road and Prince William County Line

Category: Missing Link

Estimated Cost: \$26,346,600

Funding Options: No funds have been allocated for this road improvement.

Summary

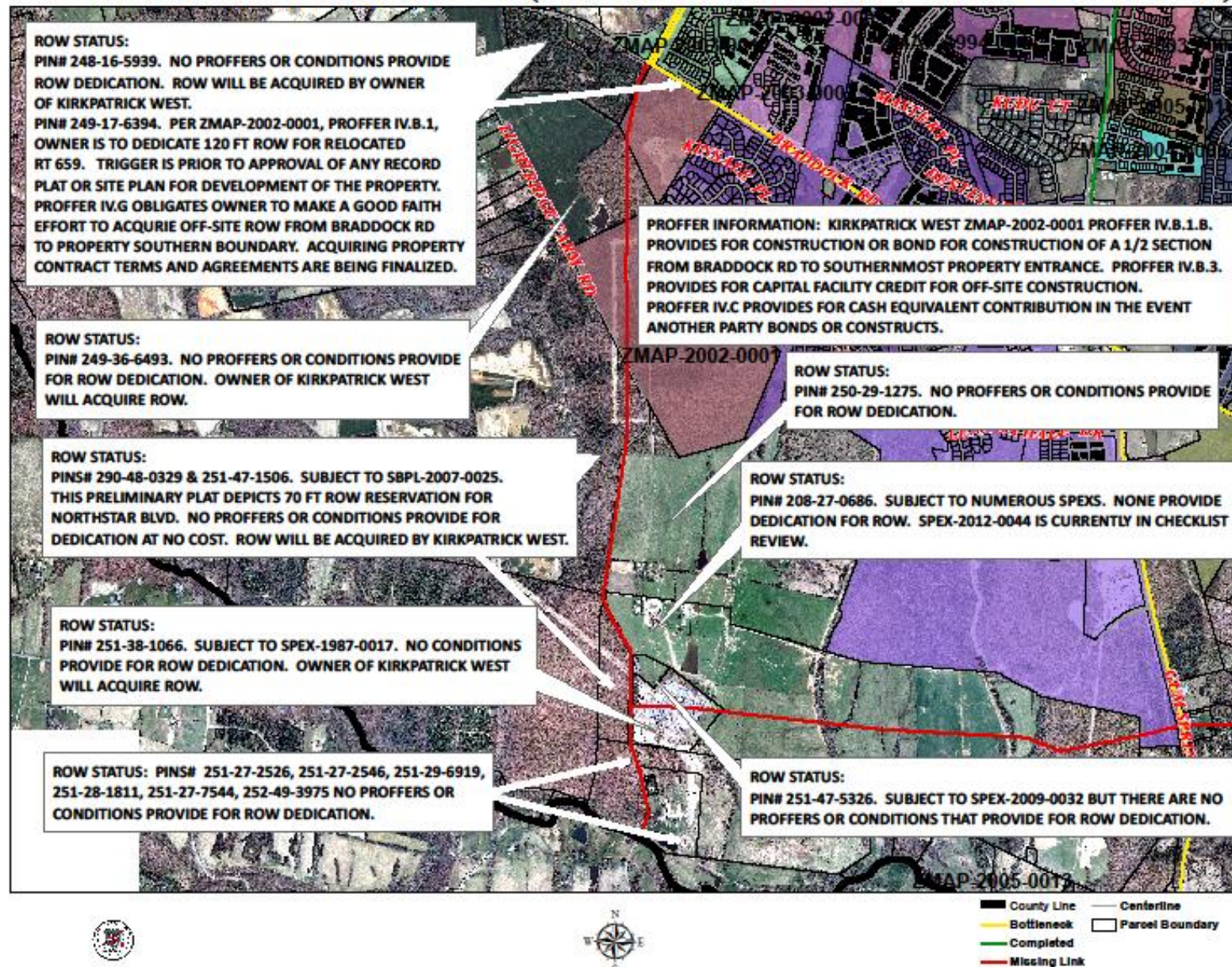
Right-of-Way: The proffers of Kirkpatrick West provide for 120 feet of right-of-way for Northstar Boulevard from Braddock Road to the southern property boundary. South of that point, the approved preliminary subdivision application for The Greens at Willowsford depicts a 70 foot right-of-way dedication for the future Northstar Boulevard. From the southern property boundary of The Greens at Willowsford to the County line, there are no existing proffers or conditions that provide right-of-way for Northstar Boulevard.

Construction: The Owner of Kirkpatrick West proffered to construct a half section of Northstar Boulevard from Braddock Road to its southernmost property entrance. There are no proffers or conditions that provide construction of this road south of Kirkpatrick West.

Funding Sources: As an alternative to the construction of a half section of Lightridge Road, the developer of The Greens at Willowsford may make a cash contribution for the Relocated Route 659 improvements if mutually agreeable to the County and the developer.

Current Status: There is a pending rezoning application that encompasses a portion of The Greens at Willowsford that could have the potential to impact this road segment. Staff would note that this road section is included as a part of the North/South Corridor of Statewide Significance that is being planned by the Virginia Department of Transportation.

SEGMENT # 77: NORTHSTAR BLVD (BRADDOCK RD TO PRINCE WILLIAM COUNTY LINE)



Proffer/Condition Analysis

ROW Status:

PIN #248-16-5939, NICHOLAS/FARKAS JOINT VENTURE

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard. This right-of-way will be acquired by the Owner of Kirkpatrick West.

PIN #249-17-6394, KIRKPATRICK GREEN LLC

Pursuant to Kirkpatrick West, ZMAP 2002-0001, approved by the Board of Supervisors on December 6, 2005, Proffer IV.B.1, the Owner is required to dedicate 120 feet of right-of-way for Relocated Route 659. This dedication is to occur prior to the approval of any record plat or site plan for development of the property.

B. Construction of Transportation Improvements. Transportation improvements shall be constructed by the Owner in accordance with the following transportation construction phasing schedule:

1. **Phase 1 (up to 219 dwelling units and 25,000 square feet of retail uses)**
 - Prior to approval of any record plat or site plan, whichever is first in time, for development on the Property, the Owner shall:
 - a. Dedicate right-of-way 45 feet in width along the Route 620 (Braddock Road) frontage of the Property and construct or bond for construction a half section of a four lane divided roadway with required turn lanes between Relocated Route 659 to the west and the eastern Property boundary.
 - b. Dedicate right-of-way along the future Relocated Route 659 frontage of the Property as shown on the Concept Plan and construct or bond for construction a half section of a four lane divided roadway from Route 620 (Braddock Road) to the southernmost entrance to the Property, including all turn lanes, on Relocated Route 659 from Braddock Road to the southernmost entrance to the Property, in the location illustrated on the Concept Plan, as required by the County and VDOT.

Additionally, Kirkpatrick West Proffer IV.G obligates the Owner to make a good faith effort to acquire the off-site right-of-way necessary to provide a continuous 120 foot wide right-of-way from Braddock Road to the southern property boundary. The Owner had been unsuccessful in acquiring right-of-way from the Nicholas/Farkas and Ku Shim properties and submitted a request to the County to initiate the use of eminent domain; this action was presented to the Transportation Land Use Committee on May 11, 2012. During the TLUC meeting, a representative of the Owner of Kirkpatrick West said an agreement had been reached with both parties. As of December 2012, contract terms and agreements are still being finalized for the Ku Shim property and for Willowsford Greens; the Owner reports that he has successfully purchased the right-of-way from the Nicholas/Farkas property. It is noted that the second paragraph of Proffer IV.G entitled the Owner of Kirkpatrick West to receive a capital facility credit for the cost of right-of-way acquisition.

G. **Regional Off-Site Right-Of-Way.** In an effort to facilitate construction of the Off-Site Portions of Relocated Route 659 illustrated on the Concept Plan (the "Off-Site ROW"), the Owner shall, within one hundred eighty (180) days of approval of ZMAP 2002-0001, make a good faith effort to acquire the right-of-way necessary to provide for a continuous 120 foot wide right-of-way from Route 620, Braddock Road to the southern-most Property entrance onto Relocated Route 659 at the proposed intersection of Relocated Route 659 with Lightridge Farm Road. In the event the Owner is unable to acquire the Off-Site ROW necessary to construct Relocated Route 659 from Route 620, Braddock Road to the southernmost Property entrance onto Relocated Route 659 at the proposed intersection of Relocated Route 659 with Lightridge Farm Road as shown on the Concept Plan, then the Owner shall inform the County of such inability and will request the County to obtain such right-of-way by eminent domain. The County will not be obligated to obtain such right-of-way by eminent domain, but if it does acquire the right-of-way by eminent domain, all costs of such acquisition, including but not limited to land acquisition, shall be reimbursed by the Owner.

If the Owner or the County acquires the Off-Site ROW and the cost of such acquisition is paid by the Owner then the cost of acquisition of the Off-Site ROW, as determined by a fully executed contract for such acquisition, shall be credited against the capital facilities payment stated in Proffer V.A.

Upon completion of construction and acceptance by VDOT of the portion of Relocated Route 659 described above in Proffer IV.B.1.b. the Owner will request the County and/or VDOT to relocate or abandon the portion of Lightridge Farm Road, Route 705 illustrated with crosshatching on the Concept Plan.

PIN #249-36-6493, KU SHIM PARTNERSHIP ET AL

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard. This right-of-way will be acquired by the Owner of Kirkpatrick West.

PIN #290-48-0329 and PIN #251-47-1506, WILLOWSFORD GREENS LLC

This property is subject to the preliminary subdivision application The Greens at Willowsford, SBPL 2007-0025, which was approved on August 9, 2011. The approved preliminary depicts a 70 foot right-of-way reservation for Northstar Boulevard. There are no proffers/conditions that provide dedication at no cost. This right-of-way will be acquired by the Owner of Kirkpatrick West.

PIN #250-29-1275, PEAK INVESTMENTS LLC

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard.

PIN #208-27-0686, SOUTH AUBURN LIMITED PARTNERSHIP

This property has received approval for several special exception applications: SPEX 1991-0039, SPEX 2009-0032 and SPMI 0010. None of these applications have conditions that provide right-of-way dedication for Northstar Boulevard. It is noted that the County recently received another special exception application for this property; SPEX 2012-0044, Dominion Power Service Station is currently in checklist review.

PIN #251-47-5326, NORTHERN VA ELECTRIC COOPERATIVE

This property is subject to the conditions of approval for Arcola Substation, SPEX 2009-0032, but there are no conditions that provide right-of-way dedication for this segment of Northstar Boulevard.

PIN #251-38-1066, VIRGINIA ELECTRIC & POWER COMPANY

This property is subject to a special exception application for VEPCO Microwave Tower, SPEX 1987-0017, approved October 19, 1987. There are no conditions that provide for right-of-way dedication for Northstar Boulevard.

PIN #251-27-2546, OLSON, WILLIAM A & JO ANN

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard.

PIN #251-29-6919, NICHOLAS, JOHN J JR TEE

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard.

PIN #251-28-1811, BYRNE, BONNIE A

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard.

PIN #251-27-7544, VEPCO

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard.

PIN #252-49-3975, MARTIN, RUSSELL E

There are no proffers or conditions that provide right-of-way dedication for Northstar Boulevard.

Proffer Information – Construction and Cash in Lieu:

- Kirkpatrick West, ZMAP 2002-0001, Proffer IV.B.1.b provides for construction, or bond for construction, of a half section of Northstar Boulevard from Braddock Road to the southernmost property entrance. It is noted that Proffer IV.B.3 provides for a capital facility credit for the off-site construction of Relocated Route 659.

3. The Owner shall receive a capital facility credit against the capital facility contribution described in Proffer V.A. for the cost of off-site construction of Relocated Route 659 set forth above in Proffer IV.B.1.b.

Kirkpatrick West Proffer IV.C provides for a cash equivalent contribution in the event that another party bonds or constructs the proffered improvements to Northstar Boulevard.

C. **Cash Equivalent Contribution.** Unless otherwise provided in these proffers, the Owner shall contribute to the County, or its designee, including a Community Development Authority ("CDA") or one or more private parties who collectively agree to construct public roadway improvements, an amount equal to the actual cost of constructing the transportation improvements described above in Proffer IV.B 1. a. and b., in lieu of actual construction if said improvements have been constructed or bonded by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the in the same Planning area of the Property.

Proffer Information – Cash Contributions:

- There are no cash proffers that provide for construction of this portion of Northstar Boulevard.

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Name of Segment: Northstar Boulevard (Item #78)

Segment Location: Between Route 50 and Tall Cedars Boulevard

Category: Missing Link

Estimated Cost: \$7,084,800 **note: cost estimate does not include ROW acquisition**

Funding Options: There are no funds allocated for right-of-way acquisition, design and construction of this segment of Northstar Boulevard.

Summary

Right-of-Way: The northern parcels of this road segment have right-of-way that has been reserved through a preliminary subdivision application, but there is no provision for this right-of-way to be dedicated at no cost to the County or VDOT. The southern portion of this road segment is subject to the proffers of Stone Ridge, ZMAP 2002-0013, which provide right-of-way dedication upon request of the County.

Construction: There are no proffers or conditions that provide for construction of this segment of Northstar Boulevard.

Funding Sources: No proffer funds have been identified for this missing link.

Current Status: A funding source would have to be identified to move this road segment to the design, right of way acquisition and construction phases. Staff notes this road segment is a part of the planned North/South Corridor of Statewide Significance that is being planned by the Virginia Department of Transportation.

ROW STATUS:
PIN# 203-15-3714 AND PIN# 247-40-6934
120 FT ROW RESERVATION FOR FUTURE RELOCATED 659/
NORTHSTAR BLVD SHOWN ON SBPL-2011-0008. NO PROFFERS
PROVIDE FOR DEDICATION.

ROW STATUS:
PIN# 247-39-7491
ZMAP-2002-0013, PROFFER II.C.3.(B), UPON REQUEST BY
THE COUNTY, OWNER SHALL DEDICATE 120 FT OF ROW,
INCREASING FOR TURN LANES. COUNTY HAS NOT
REQUESTED DEDICATION AT THIS TIME. RESERVATION OF
APPROXIMATELY 73 FEET OF FUTURE STREET DEDICATION
FOR NORTHSTAR BLVD RECORDED WITH SBRD-2011-0035.

ROW STATUS:
PIN# 247-20-4469
SUBJECT TO ZMAP-2002-0013, PROFFER II.C.3.(B). APPROX.
59 FT OF ROW WAS DEDICATED ADJACENT TO THIS PARCEL.
SBPR-2006-0016.

PROFFER INFORMATION:
NO PROFFERS PROVIDE FOR CONSTRUCTION, CONTRIBUTIONS
OR CASH IN LIEU OF CONSTRUCTION

ZMAP-2005-0036

ZMAP-2002-0013

ZMAP-2011-0001

ZMAP-2006-0011

LEXINGTON BLVD

RACINEFIELD RD

ROUTE 50

JONES-MOSBY RD

HILLSTREAM DR

NORTHSTAR BLVD

GREAT SHALLOW DR

TALL CEDARS PARK DR

WINDY HILL DR

WINDY HILL DR



- Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

Proffer/Condition Analysis

ROW Status:

PIN #203-15-3714 and PIN #247-40-6934, Moon Glade LLC

120 foot right-of-way reservation for Future Relocated Route 659/Northstar Boulevard is shown the preliminary subdivision, SBPL 2011-0008, which was approved on February 17, 2012. There are no proffers/conditions that provide dedication at no cost.

PIN #247-39-7491, Stone Ridge Association

Pursuant to Stone Ridge, ZMAP 2002-0013, Proffer II.C.3(b), upon request by the County, the Owner shall dedicate 120 foot wide right-of-way, increasing for turn lanes, to the County for Relocated Route 659 from Tall Cedars Parkway to the northern property line. The County has not yet requested this dedication. Reservation of approximately 73 feet of future street dedication for Northstar Boulevard was recorded with the record plat for Stone Ridge Land Bay 1, SBRD 2011-0035, instrument #201202100010337.

3. ROUTE 659 RELOCATED

(b) Upon request by the County, the Owner shall dedicate to the County a one hundred and twenty (120) foot wide right-of-way, increasing for turn lanes as required by VDOT and the County, for the construction by others of Route 659 Relocated, as shown on the CDP, from Tall Cedars Parkway to the Property's northern property line. The Owner has no obligation to construct this portion of Route 659 Relocated.

PIN #247-20-4469, Loudoun County School Board

This parcel is also subject to the Stone Ridge, ZMAP 2002-0013, Proffer II.C.3(b) referenced above. Approximately 59 feet of right-of-way for Northstar Boulevard was dedicated adjacent to this parcel, which was processed with SBPR 2006-0016 and recorded with instrument #200609290083635.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers that provide for construction or cash in lieu of construction for this segment of Northstar Boulevard.

Proffer Information – Cash Contributions:

- There are no cash proffers that provide for construction of this portion of Northstar Boulevard.

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Name of Segment: Northstar Boulevard/Relocated Route 659 (Item #80)

Segment Location: Between Tall Cedars Parkway and Braddock Road

Category: Bottleneck

Estimated Cost: \$7,695,000

Funding Options: The County received approximately \$3M cash in lieu of construction contributions for the existing half section of Northstar Boulevard; these funds could provide partial funding for this project.

Summary

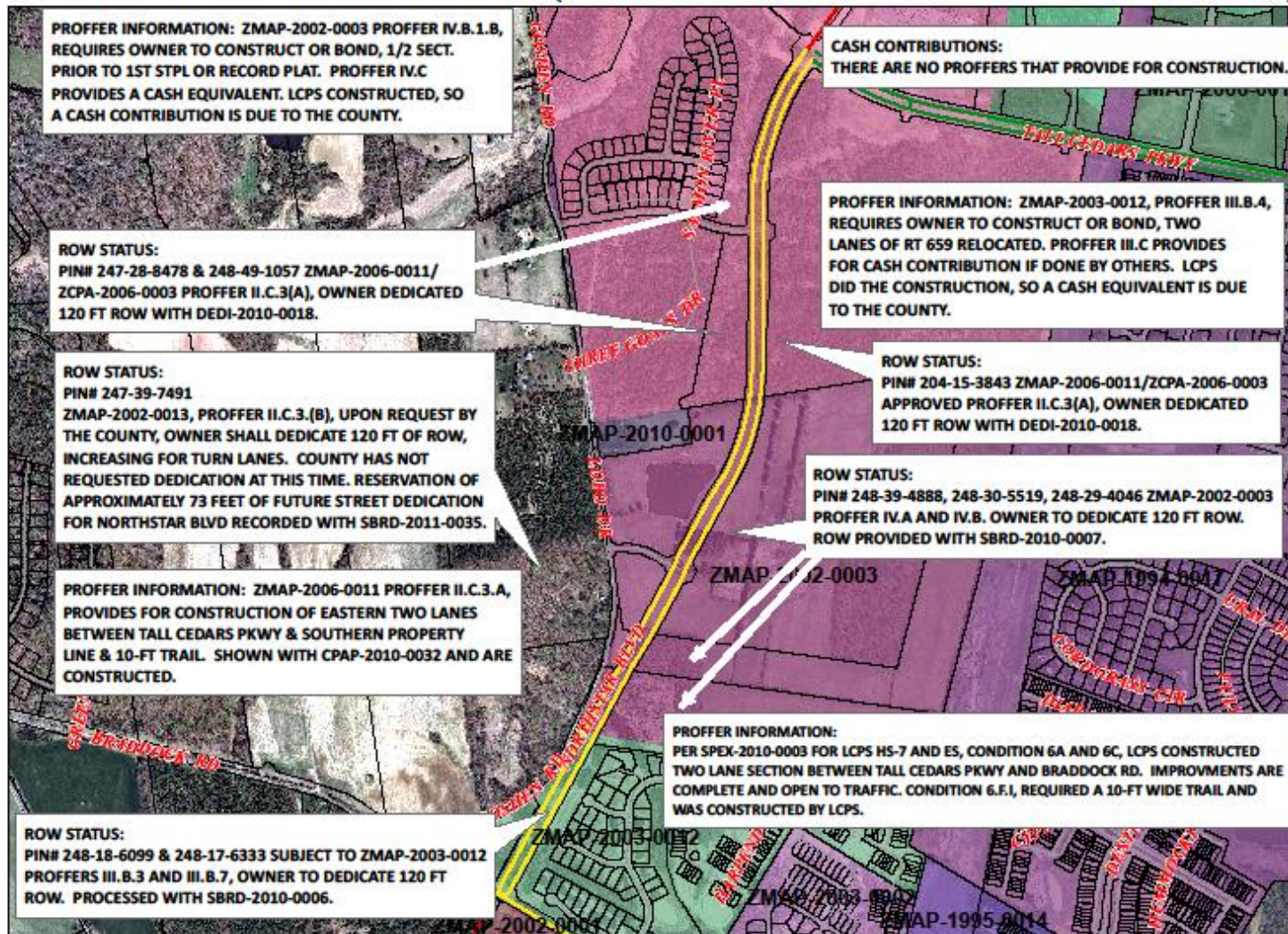
Right-of-Way: 120 feet of right-of-way along the entire length of this segment has been dedicated; the entire section was proffered.

Construction: The eastern half section of this portion of Northstar Boulevard has been constructed. The northern portion was constructed by the developer of Stone Ridge; Loudoun County Public School constructed the southern portion in conjunction with the construction of HS-7, John Champe HS. There are no proffers that provide for construction of the other half section of this portion of Northstar Boulevard.

Funding Sources: The County received two cash in lieu of construction contributions for this segment of Northstar Boulevard from the developers of CD Smith and Braddock Crossing who paid \$2,500,000 and \$539,201 respectively.

Current Status: The ultimate southbound lanes are not funded at this time. A funding source will have to be identified to move this project forward to the design, right of way acquisition and construction phase. Staff would note this road segment is a portion of the planned North/South Corridor of Statewide Significance that the Virginia Department of Transportation has under study.

SEGMENT # 80: NORTHSTAR BLVD (BETWEEN TALL CEDARS PKWY AND BRADDOCK RD)



Proffer/Condition Analysis

ROW Status:

PIN # 247-28-8478 and PIN #248-49-1057, STONE RIDGE ASSOCIATION

Pursuant to Stone Ridge Commercial, ZMAP 2006-0011/ZCPA 2006-0003, approved by the Board of Supervisors on May 4, 2010, Proffer II.C.3(a), the Owner dedicated 120 feet of right-of-way for Northstar Boulevard, which was processed with DEDI 2010-0018 and recorded with instrument #201104220025213.

C. WESTERN BYPASS/ROUTE 659 RELOCATED

3. ROUTE 659 RELOCATED (NORTHSTAR BOULEVARD)

(a) Phase IIIB. Upon request by the County, the Owner shall dedicate to the County at no public cost a one hundred and twenty (120) foot wide right-of-way, increasing in width as necessary for turn lanes as required by VDOT and the County, for the construction of Northstar Boulevard (a.k.a. Route 659 Relocated) through the Property from Tall Cedars Parkway to the southern boundary of Stone Ridge in the general location shown on Sheet 4 of the CDP. The aforesaid right-of-way width will allow for the ultimate construction of Route 659 Relocated to six lanes in accordance with the County's Countywide Transportation Plan; however, the Owner shall be responsible only for construction as provided herein. The Owner shall design, bond and construct as a public street the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern boundary of Stone Ridge, inclusive of an adjoining trail (10 feet in width) along the easterly right-of-way line. These improvements shall be bonded for construction prior to the earlier to occur of (i) the issuance of the 301st cumulative residential zoning permit in Land Bays 1, 2, 3, 4 and 5R, or (ii) the issuance of the 1st zoning permit in Land Bay 1. This road improvement shall be constructed and open to traffic, but not necessarily accepted by VDOT for maintenance, prior to the earlier to occur of (i) the issuance of the occupancy permit for the 301st cumulative residential unit in Land Bays 1, 2, 3, 4, and 5R or (ii) the issuance of the 1st occupancy permit in Land Bay 1.

PIN # 204-15-3843, STONE RIDGE COMMUNITY DEV LLC

Pursuant to Stone Ridge Commercial, ZMAP 2006-0011/ZCPA 2006-0003, approved by the Board of Supervisors on May 4, 2010, Proffer II.C.3(a), the Owner dedicated 120 foot right-of-way for Northstar Boulevard, which was processed with DEDI 2010-0018 and recorded with instrument #201104220025213.

PIN #248-39-4888, PIN #248-30-5519, PIN #248-29-4046, N V R MS CAVALIER LOUDOUN LLC

Pursuant to CD Smith, ZMAP-2002-0003, approved by the Board of Supervisors on October 11, 2005, Proffers IV.A and IV.B.1, the Owner dedicated 120 feet of right-of-way for Northstar Boulevard, which was processed with SBRD 2010-0007 and recorded with instrument

#201012270083410. This dedication was done at the request of the County, prior to development on the property.

IV. TRANSPORTATION

A. Road Network

Unless otherwise specified in the Proffers, all roads required for access to and within the Property will be constructed in accordance with the County of Loudoun's Land Subdivision and Development Ordinance and the FSM to provide access to the development parcels depicted on the Concept Plan as they are developed. All roads required for access to and within the Property will be designed and constructed in accordance with Virginia Department of Transportation ("VDOT") and County standards, unless modified otherwise. The Owner shall grant a public access easement for emergency vehicles over the private roads developed on the Property concurrently with the development of each section of the Property containing private roads.

The Owner shall dedicate to the County land necessary for construction of public roads which shall include all related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements. Dedication of right-of-way and easements shall occur either concurrently with development of each section of the Property or upon request by the County in advance of development on the Property by the Owner if: (1) others have prepared construction plans and profiles consistent with the Concept Plan that require dedication to commence construction; and (2) provided the Owner shall not be obligated to incur costs or post bonds with the County in connection with such dedication.

B. Construction of Transportation Improvements

Transportation improvements shall be constructed by the Owner or his successor-in-interest in the following manner:

- 1. Concurrent with or prior to approval of the first record plat or site plan, whichever is first in time, for the Property, the Owner will:*
 - a. Dedicate right-of-way 120 feet in width through the Property for Relocated Route 659 and construct or bond for construction a half-section of a four lane divided roadway, including turn lanes as required by VDOT, at the site entrance, between the northern Property boundary and the southern Property boundary.*
 - b. Construct or bond for construction a half-section of a four-lane divided roadway, including turn lanes as required by*

VDOT, from the southernmost Property boundary to Braddock Road (Route 620).

PIN #248-18-6099, DULLES FARMS COMMUNITY ASSOCN INC

Pursuant to Braddock Crossing, ZMAP 2003-0012, approved by the Board of Supervisors on June 21, 2005, Proffers III.B.3 and III.B.7, the Owner dedicated 120 feet of right-of-way for Northstar Boulevard which was processed with SBRD 2010-0006 and recorded with instrument #20100820049898. This dedication was done at the request of the County, prior to development on the property.

3. Prior to the issuance of the zoning permit for the 59th residential unit on the Property, the Owner shall dedicate one-hundred twenty (120) feet of right-of-way for Route 659 Relocated as shown on Sheet 6 of the Concept Plan.

7. Notwithstanding the above, dedication of right-of-way and easements shall occur upon request of the County in advance of development on the Property if others have prepared construction plans and profiles consistent with the Concept Plan and require dedication to commence construction, and provided the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication.

PIN #248-17-6333, LOUDOUN CO BOARD OF SUPERVISORS

Pursuant to Braddock Crossing, ZMAP 2003-0012, approved by the Board of Supervisors on June 21, 2005, Proffers III.B.3 and III.B.7, the Owner dedicated 120 feet of right-of-way for Northstar Boulevard which was processed with SBRD 2010-0006 and recorded with instrument #20100820049898. This dedication was done at the request of the County, prior to development on the property.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to Conditions 6.a and 6.c of HS-7, Dulles South High School and Elementary School Site, SPEX 2010-0003, Loudoun County Public Schools constructed a two lane section of Northstar Boulevard between Tall Cedars Parkway and Braddock Road, including turn lanes at the intersection with Braddock Road. The road improvements are complete; the road was opened to traffic prior to the occupancy of John Champe High School.

6. **Transportation Improvements.** The following transportation and pedestrian improvements as depicted on Sheet 5 (Pedestrian Circulation Map) and Sheet 7 (Road Improvements Map) of the Special Exception Plat shall be open to traffic and public pedestrian use, as applicable, prior to, or in conjunction with the issuance of the first occupancy permit for the Property, unless otherwise noted in these conditions, and the following warrant studies shall be submitted prior to site plan approval as noted.

a. **Northstar Boulevard (Route 659 Relocated).** A two-lane section of the planned urban six-lane, median divided (U6M) minor arterial roadway known as Route 659 Relocated Northstar Boulevard ("Northstar Boulevard") from Tall Cedars Parkway south to Braddock Road (Route 620/ Route 705) including any additional construction necessary to tie existing Tall Cedars Parkway and Braddock Road into Northstar Boulevard. Such construction shall include necessary turn lanes required to meet VDOT and County standards.

c. **Braddock Road / Northstar Boulevard Intersection:**

- i. Separate westbound right turn lane on Braddock Road to northbound Northstar Boulevard;
- ii. Separate southbound left turn lane on Northstar Boulevard to eastbound Braddock Road;

In conjunction with the road improvements, LCPS also constructed a ten foot wide trail along this roadway in compliance with Condition 6.f.i.

f. Trails / Sidewalks

- i. Northstar Boulevard. A ten foot (10') wide pedestrian trail along the east side of the two-lane section of Northstar Boulevard described in Condition 6(a) above between Tall Cedars Parkway and Braddock Road, as shown on Sheet 5 of the Special Exception Plat.

- Stone Ridge Commercial, ZMAP 2006-0011, Proffer II.C.3(a) provides for the construction of the eastern two lanes of Northstar Boulevard between Tall Cedars Parkway and the southern property boundary, including a ten foot wide trail. This improvement is shown on the approved construction plans for Stone Ridge Northstar Boulevard (Relocated Rte. 659) Phase 1 & 2, CPAP 2010-0032. On February 4, 2011, two bonds were posted for this improvement: Phase 1, bond #1925281 and Phase 2, bond #1925282. The improvements have been constructed and the road is open to traffic.
- CD Smith, ZMAP 2002-0003, Proffer IV.B.1.a and IV.B.1.b require the Owner of the C.D. Smith property to construct, or bond for construction, a half section of Relocated Route 659 prior to the approval of the first record plat or site plan. Proffer IV.C provides for a cash equivalent contribution to be paid to the County if the proffered road improvements are constructed by others. Since LCPS constructed the CD Smith improvements, a cash equivalent contribution was paid to the County on January 4, 2013 by Woodlawn LLC in the amount of \$2,500,000. With the addition of accrued interest, the current balance in this proffer account is \$2,500,625 (LMIS sequence #99066675).

C. Cash Equivalent Contribution

Unless otherwise provided in these proffers, the Owner shall contribute to the County, or its designee, including a Community Development Authority ("CDA") or one or more private parties who collectively agree to construct public roadway improvements, an amount equal to the actual cost of constructing the transportation improvements (in the event the improvement is constructed) or an amount equal to the bonded cost estimate (in the event the improvement is bonded for construction), described above in Proffer IV.B 1.a and b and IV.B 2.a, in lieu of actual construction if said improvements have been either constructed or bonded by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall be paid at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the same Planning area as the Property.

- Braddock Crossing, ZMAP 2003-0012, Proffer III.B.4 requires the Owner to construct, or bond for construction, two lanes of Route 659 Relocated. Proffer III.C provides for a cash equivalent contribution if these improvements are constructed by others. Since this improvement was constructed by LCPS, a cash equivalent contribution was paid by Winchester Homes on February 6, 2013 in the amount of \$539,201; with the addition of accrued interest, this current balance in this proffer account is \$539,268 (LMIS sequence #99066768).

4. *Prior to the issuance of the zoning permit for the 59th residential unit on the Property, the Owner shall construct or bond for construction two lanes of the ultimate four-lane Route 659 Relocated as shown on Sheet 6 of the Concept Plan.*

C. Cash Equivalent Contribution

Unless otherwise provided in these Proffers, the Owner agrees to contribute to the County, or its designee, an amount equal to the cost of constructing the transportation improvements described above in Proffers III.B.2. and III.B.4., III.B.5. and III.B.6., in lieu of actual construction, if said improvements have been constructed or bonded for construction by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

Proffer Information – Cash Contributions:

- Other than the cash in lieu of construction contributions noted above, there are no cash proffers that provide for construction of this portion of Northstar Boulevard.

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Name of Segment: Old Ox Road/Route 606 (Item #48)

Segment Location: Between The Greenway and Evergreen Mills Road

Category: Bottleneck

Estimated Cost: \$120,000,000 (VDOT's design estimate for four lanes in a six lane Right of way – includes right of way estimate, environmental costs, Etc.)

Funding Options: There are \$1,047,654 in proffer funds available for improvements to Route 606.

Summary

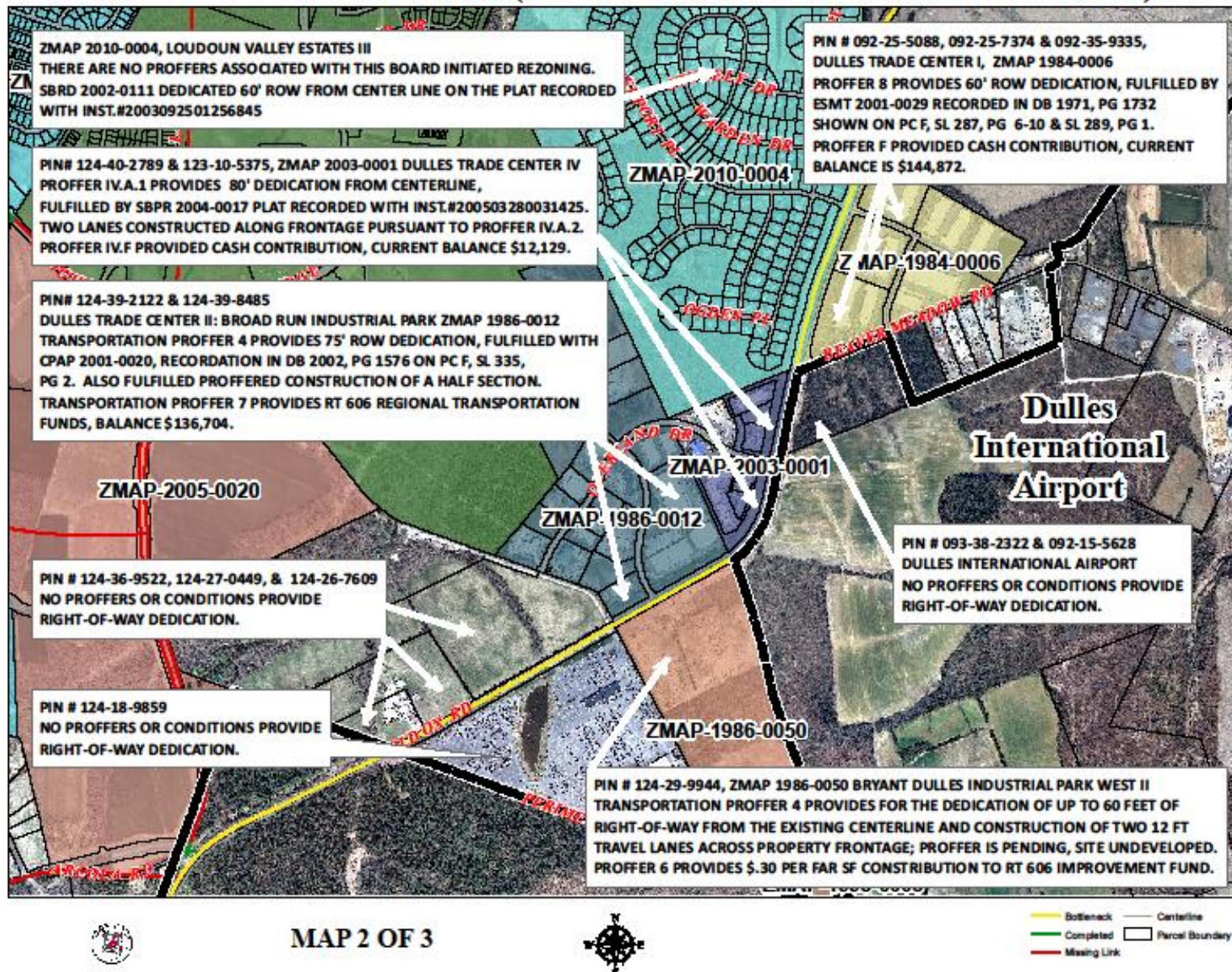
Right-of-Way: Several properties along Route 606 have dedicated right-of-way pursuant to proffers. There are some parcels that do not have proffers or conditions that require right-of-way dedication.

Construction: The proffers for Bryant Dulles Industrial Park West II provide for construction of two 12 foot travel lanes across the property's frontage; this proffer is outstanding. Additionally, Brambleton Active Adult, ZMAP 2005-0020 proffered to improve a section of Route 606 where it connects with Loudoun County Parkway; this improvement is bonded. Other parcels along this segment have fulfilled their proffered road improvements either by construction or by issuing cash contributions.

Funding Sources: There are \$1,047,654 in proffer funds available for improvements to Route 606.

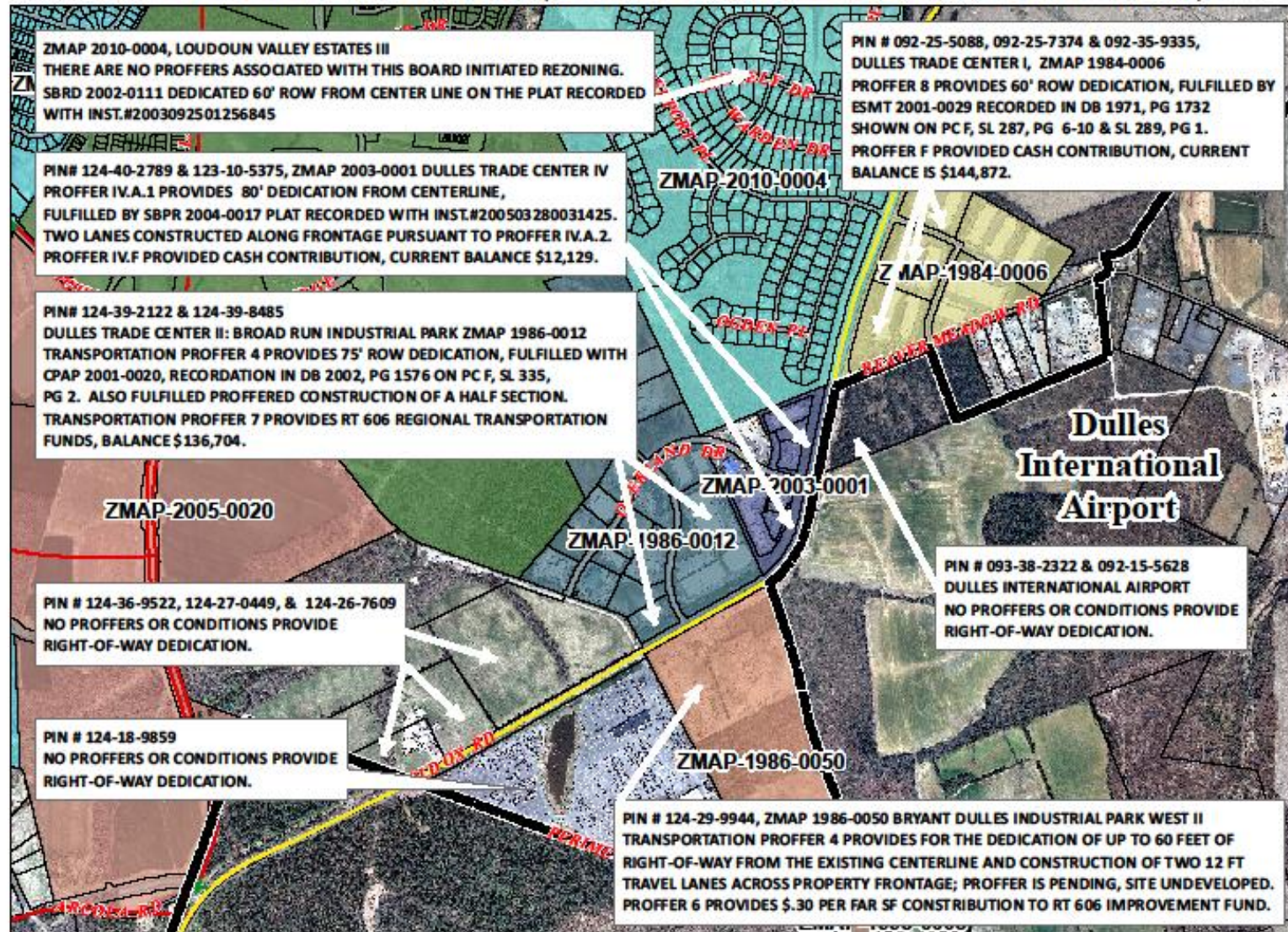
Current Status: VDOT is currently administering the design of this segment of Route 606 to widen the road to four lanes in a six lane right of way. Loudoun County and the Metropolitan Washington Airports Authority (MWAA) are participants in funding the design. Options are being considered to continue the partnership to fund the next phases to include construction.

SEGMENT # 48: OLD OX ROAD (THE GREENWAY TO EVERGREEN MILLS ROAD)



MAP 2 OF 3

SEGMENT # 48: OLD OX ROAD (THE GREENWAY TO EVERGREEN MILLS ROAD)

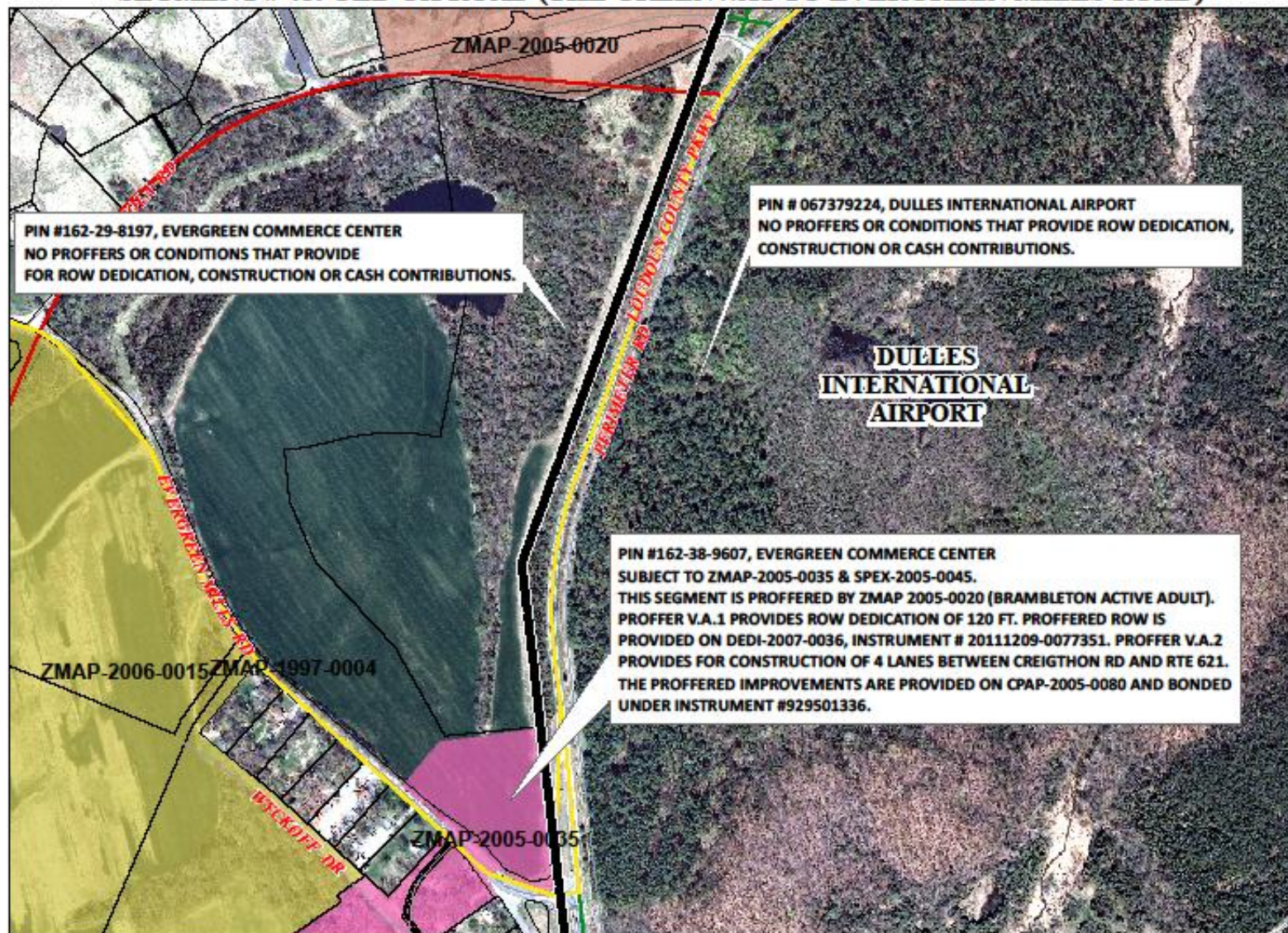


MAP 2 OF 3



Bottleneck
 Completed
 Missing Link
 Centerline
 Parcel Boundary

SEGMENT # 48: OLD OX ROAD (THE GREENWAY TO EVERGREEN MILLS ROAD)



MAP 3 OF 3



— Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

Proffer/Condition Analysis

ROW Status:

PIN #067-37-9924, Dulles International Airport

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN #063-25-7228, RREEF AMERICA REIT II CORP MMMM9 VA

This property is subject to the proffers of North Dulles Industrial Park, ZMAP 1988-0016, which was approved by the Board of Supervisors on March 6, 1989. Proffer 9 provides for dedication of 60 feet of right-of-way for Route 606. This proffer was fulfilled by the dedication of 60 feet of right-of-way that was processed with easement plat ESMT 2000-0057 and recorded on a plat filed in cabinet F, slot 177, page 3.

(9) At the time of recordation of the first subdivision plat for the Property, Applicant shall dedicate along the frontage of the Property 60 feet of right-of-way from the existing centerline of State Route 606.

PIN #064-35-8989, METROPOLITAN WASH AIRPORTS AUTH

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

Mercure Business Park

This property was developed pursuant to the proffers of Norton's DIA Industrial Park, ZMAP 322, and is subject to the conditions of approval of the Mercure Business Park subdivision application, SBPL 1987-0027, dated September 10, 1987, as approved by the Planning Commission. Proffer 8 provides for dedication of 40 feet of right-of-way along the property's Route 606 frontage and Condition 1 provided for dedication of 40 feet of right-of-way for Route 606 along the property's frontage. This proffer and condition were fulfilled by the subdivision plat recorded for Mercure Business Park on August 17, 1988, which is filed in deed book 1002, page 1285, and shows a dedication of 40 feet from the centerline of Route 606.

8. The Applicant agrees that, at the time of the appropriate Record Plat approval(s), he, or his successors in title shall cause to be dedicated to the Commonwealth of Virginia, Department of Highways and Transportation, an area of land forty feet in width, parallel to and running along the entire length of the subject property's Virginia Route 606 frontage. Said dedication of land shall be for the purpose of right-of-way for public road improvements and related sight-distance and grading requirements, service drives and the like. If the Applicant so elects, in accordance with options contained in Proffer #2 above, to design and construct a frontage service drive parallel to Virginia Route 606, it is hereby expressly understood by all parties that such construction may occur within the forty-foot area of proposed dedication referenced above, at the option of the Applicant and in conformance with the standards of the Virginia Department of Highways and Transportation.

1. The applicant will dedicate, as provided in Proffer #4, an additional 40 feet of right-of-way from the existing Route 606 right-of-way along the entire frontage of the property.

Northwoods: PIN #091-25-7782, PIN #091-36-3107, PIN #091-27-3119 and PIN #091-37-8784

This property was developed subject to the proffers of the Turner Property, ZMAP 1988-0020, which was approved by the Board of Supervisors on April 3, 1989. Proffer 8 provides for dedication that is required to construct half of a four-lane divided roadway. This proffer was fulfilled by the dedication processed with subdivision record plat SBPR-2007-0016, and shown on the plat recorded on October 29, 2008 with instrument #200810290064437.

8. The Owner shall dedicate right-of-way as required and shall construct in accordance with the design and construction standards of VDOT one half section of a four-lane, divided roadway (U4R), including turning lanes, on that portion of Route 606 which fronts the subject property, as more closely identified on Exhibit A. This improvement shall be constructed as a component of the first site plan or subdivision of the property, whichever comes first. In the alternative, and at the option of the County, Owner shall within 30 days of demand dedicate right-of-way and provide the County with a cash equivalency for the above noted construction.

PIN #091-15-8237, NORTHERN VIRGINIA ELECTRIC COOPERATIVE

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN #091-18-7767, United States of America

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

Loudoun Valley Estates III

This property is subject to a Board initiated rezoning application for Loudoun Valley Estates III, ZMAP 2010-0004, which was approved by the Board of Supervisors on May 3, 2011. There are no proffers associated with this rezoning application. The subdivision application processed for this property provided 60 feet of right-of-way from the existing center line Route 606; this dedication was processed with SBRD 2002-0111 and is shown on the plat recorded with instrument #2003092501256845.

Dulles Trade Center I: PIN # 092-25-5088, PIN #092-25-7374 and PIN #092-35-9335

This property was developed pursuant to the proffers of Dulles Oaks Business Park, ZMAP 1984-0006, which was approved by the Board of Supervisors on October 6, 1986. Proffer 8 provides for right-of-way dedication of 60 feet along the property's Route 606 frontage. This proffer was fulfilled by easement plat, ESMT 2001-0029, recorded in deed book 1971, page 1732 on July 27, 2001 and shown on the plat filed in cabinet F, slot 287, pages 6-10 and slot 289, page 1.

(8) The Applicant agrees that at the time of the appropriate Record Plat approval (s), he or his successors in title, shall cause to be dedicated to the Commonwealth of Virginia, Department of Highways and Transportation, an area of land 60 feet in width, parallel to and running along the entire length of the subject property's Virginia Route 606 frontage. Said dedication of land shall be for the purpose of right-of-way for public road improvements and related sight-distance grading requirements and the like.

Dulles Trade Center IV: PIN # 124-40-2789 and PIN #123-10-5375

This property is subject to the proffers of Dulles Trade Center IV, ZMAP 2003-0001, which was approved by the Board of Supervisors on May 4, 2004. Proffer IV.A.1 provides for dedication of 80 feet from the existing centerline of Route 606. This proffer was fulfilled by record plat SBPR 2004-0017, as shown on the plat recorded with instrument #200503280031425 on March 28, 2005.

IV. TRANSPORTATION

A. Route 606

1. Right-of-Way Dedication. The Applicant shall dedicate 80 feet from the existing centerline of Route 606 as shown on the Plans, along with all necessary construction and

PIN #093-38-2322 and PIN #092-15-5628, METROPOLITAN WASH AIRPORTS AUTH

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN #124-29-9944, Ten Acre LLC

This property is subject to the proffers of Bryant Dulles Industrial Park West II, ZMAP 1986-0050, which was approved by the Board of Supervisors on April 18, 1988. Transportation Proffer 4 provides for the dedication of up to 60 feet of right-of-way from the existing centerline of Route 606. This dedication has not been made because the property has not been developed.

4. *The applicant shall dedicate sufficient land across its frontage along Route 606 to provide up to 60 feet of right of way from the existing centerline of Route 606. The applicant shall not seek monetary compensation for such dedication. In addition, the applicant will, at the time of first subdivision or first site plan approval, whichever is first in time, construct or bond for construction across the frontage of the subject property on Route 606 an additional two twelve foot travel lanes plus four foot shoulder of a four lane, median divided roadway. Such construction shall conform to the specifications and requirements of the Virginia Department of Transportation and be accomplished in accordance with the applicable rules and regulations of Loudoun County and the Virginia Department of Transportation. In the alternative, the applicant will provide at the County's request, a cash equivalent contribution to the County for construction of these frontage improvements. Such cash contribution shall be made at the time of first subdivision or first site plan approval, whichever is first in time, or, at the option of the County, at any time after VDOT approval of the construction plans and profiles for an improvement to Route 606 at or adjacent to the subject property. The amount of such cash contribution shall be as determined by the County Department of Technical Services, the decision of which may be appealed to the Board of Supervisors.*

Dulles Trade Center II: PIN #124-39-2122 and PIN #124-39-8485

This property was developed pursuant to the proffers of Broad Run Industrial Park, ZMAP 1986-0012, which was approved by the Board of Supervisors on September 21, 1987. Transportation Proffer 4 provides for dedication of up to 75 feet of right-of-way for Route 606. This proffer was fulfilled by the CPAP 2001-0020 application recorded September 13, 2001 in deed book 2002, page 1576 and shown on plat filed in cabinet F, slot 335, page 2.

4. *The applicant shall dedicate sufficient land across its frontage along Route 606 to provide up to 75 feet of right-of-way as requested by County or the Virginia Department of Transportation from the existing centerline of Route 606, except that if requested by the County or the Virginia Department of Transportation a dedication up to 100 feet from the existing centerline of Route 606 shall be provided for the first 500 feet measured westerly along the existing centerline of Route 606 from the point where it intersects the centerline of Route 857. This dedication will allow for the widening of Route 606 and the straightening of the curve in Route 606 immediately north of the subject property. The applicant shall not seek monetary compensation for such dedication. In addition, the applicant will, at the time of first subdivision or first site plan approval, whichever is first in time, construct or bond for construction across the frontage of the subject property a half section of a four lane, median divided roadway. Such construction shall conform to the specifications and requirements of the Virginia Department of Transportation and be accomplished in accordance with the applicable rules and regulations of Loudoun County and the Virginia Department of Transportation. In the alternative, the applicant will provide at the County's request, a cash equivalent contribution to the County for construction of these frontage improvements. Such cash contribution shall be made at the time of first subdivision or first site plan approval, whichever is first in time or, at the option of the County, at anytime after VDOT approval of the construction plans and profiles for an improvement to Route 606 at or adjacent to the subject property. The amount of such cash contribution shall be as determined by the County Department of Technical Services, the decision of which may be appealed to the Board of Supervisors.*

PIN #124-36-9522, FARAH-NAPLES LIMITED PARTNERSHIP

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN #124-27-0449, S H LOUDOUN INVESTMENTS LLC

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN #124-26-7609, Horizon Holdings LLC

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN #124-18-9859, Ox LLC

There are no proffers or conditions that provide right-of-way dedication for Old Ox Road.

PIN#162-29-8197 and #162-38-9607, Evergreen Commerce Center LP c/o Buchanan Partners LLC

A portion of PIN #162-38-9607 is subject to the proffers associated with ZMAP-2005-0035 and Conditions of Approval associated with SPEX-2005-0045, Arcola Center - The Shops, approved on 06/19/07 as amended by ZCPA-2009-0008, Arcola Center, The Shops, approved on 04/04/11. However, this segment of Loudoun County Parkway is proffered by Brambleton Active Adult, ZMAP-2005-0020, approved on 09/11/07.

Proffer V.A.1 of ZMAP-2005-0020 provides for the dedication of 120 feet of right-of-way dedication to accommodate a 6 lane median divided road with turn lanes along this section of

Loudoun County Parkway through the Brambleton Active Adult Property. Said right-of-way shall be dedicated in sections according to the development schedule set forth in the Proffers for Brambleton Active Adult. Pursuant to proffer V.A.4., the applicant acquired the off-site right of way from Evergreen Commerce Center LP. The right-of-way has been dedicated on DEDI-2007-0036 which was recorded by Instrument # 20111209-0077351 on 12/9/11.

V. TRANSPORTATION

A. Loudoun County Parkway Dedications and Improvements

1. The Applicant shall dedicate 120 feet in width of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 6-lane median divided section of Loudoun County Parkway through the PD-AAAR and PD-GI portions of the Property in the general location depicted in the CDP. Additional right-of-way, if needed, shall be dedicated to accommodate right-turn and left-turn lanes as required by VDOT. Said right-of-way within both the PD-AAAR and PD-GI zoned property shall be dedicated in sections in conjunction with the construction schedule set forth below or (if such road is constructed by others) in connection with the approved construction plans and profiles for Loudoun County Parkway.

4. The applicant shall make good faith efforts to acquire off-site right-of-way and/or easements necessary for the construction of Loudoun County Parkway proffered herein. Where right-of-way and/or easements necessary for 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.

Proffer Information – Construction and Cash in Lieu:

- RREEF America/North Dulles Industrial Park, ZMAP 1988-0016, Proffer 10 provides for construction of two additional lanes on Route 606, or a cash equivalent contribution if requested by the County. The Applicant issued a cash equivalent contribution in conjunction with the first site plan approved on the property (refer to Cash Contribution section).

(10) At the time first subdivision or first site plan approval, whichever occurs first in time, Applicant will construct or bond for construction, two additional travel lanes of State Route 606 (westbound) along the frontage of the Property. In the alternative, upon county request, the Applicant shall provide an equivalent cash contribution to the County prior to approval of first subdivision or site plan, whichever occurs first in time. In the event the Virginia Department of Transportation (VDOT) determines that State Route 606 should be constructed to urban standards, the Applicant will also construct curb and gutter along its Property frontage in accordance with VDOT requirements.

- Northwoods/Turner Property, ZMAP 1988-0020, Proffer 8 provided for construction of half section of Route 606 across the property's frontage. A portion of these improvements were constructed as shown on the construction plans, CPAP 2007-0003.
- Dulles Trade Center I/Dulles Oaks Business Park, ZMAP 1984-0006, Proffer 10 provides for construction of an additional 12 foot lane along Route 606. The Applicant posted a cash bond of \$132,000 for these improvements, which were bonded with site plan STPL 2000-0082. These road improvements were not constructed and the cash bond was subsequently converted to a cash contribution (refer to Cash Contribution Section).

(10) The applicant agrees to construct an additional 12 foot lane and 4 foot stabilized shoulder running parallel with the existing paving on Route 606 for the full frontage of the Applicant's property. Said construction shall conform to the standards and specifications of VDH&T. With respect to the proffered construction of an additional 12 foot lane on Route 606 along the frontage of the Property, the Applicant agrees to the following additional conditions: At the time of subdivision or site plan approval, whichever is first, for any portion of the Property fronting Route 606, the additional lane for that portion of Route 606 fronting the area shown on the subdivision plat or site plan shall be bonded and constructed in accordance with County Bond Policy. Such construction shall be in addition to, and coordinated with, the construction of any turn lanes required by the Virginia Department of Highways and Transportation in conjunction with entrance permits. At the time any portion of an internal road to provide access to the Property from either Route 606 or 614 is approved as part of a subdivision record plat or final site plan, the entire 12 foot lane on Route 606 shall be bonded and constructed in accordance with County Bond Policy. These provisions are subject to the limitation on access to Route 606 contained in paragraph 3, above.

- Dulles Trade Center IV, ZMAP 2003-0001, Proffer IV.A.2 provides for the construction of two additional lanes on Route 606 across the property's frontage. This proffer was fulfilled; the improvements were bonded with site plan STPL 2004-0072, bond #K07135798. Proffer IV.E provided for a cash in lieu contribution; this proffer is no longer applicable because the Applicant constructed the improvements to Route 606.

2. Road Improvements. The Applicant shall construct the equivalent of 2 additional lanes on the Property's Route 606 frontage in accordance with applicable design parameters to facilitate the transition to a 4-lane divided roadway with turn lanes. These improvements shall be bonded for construction in conjunction with the first record plat or site plan approved for the Property, whichever occurs first.

E. Construction of Improvements by Others

In the event that any improvements listed in IV.A. above are constructed and paid for by others, the Applicant shall contribute to the County an amount equivalent to the verified actual cost of the improvements, as substantiated by paid invoices. Such contribution shall be paid to the County at the time the Applicant's obligation to construct such road improvements would occur under the terms of these proffers.

- Dulles Trade Center II/Broad Run Industrial Park, ZMAP 1986-0012, Transportation Proffer 4 provides for construction or bonding for construction of a half section of a four lane median divided roadway across the property's frontage. The proffer also provides an alternative cash equivalent contribution. The Applicant constructed roadway improvements as shown on the construction plans, CPAP 2001-0020 (revised by CPAP 2002-0089) to fulfill this portion of Transportation Proffer 4. Therefore, a cash equivalent contribution will not be received.
- Bryant Dulles Industrial Park West, ZMAP 1986-0050, Transportation Proffer 4 provides for construction or bonding for construction of two 12 foot travel lanes across the property's frontage, which is due prior to the first subdivision or site plan. The proffer also provides an alternative cash equivalent contribution. This property has not been developed; therefore, this proffer is outstanding.
- Brambleton Active Adult, ZMAP-2005-0020, proffer V.A.2 provides for construction of a 4 lane divided Loudoun County Parkway between the East-West Connector/Route 621 Relocated and a point south of Route 606 Extended (Old Ox Road) prior to the issuance of the 350th residential zoning permit.

CPAP-2005-0080, approved on 12/31/08, provides the proffered road improvements. On May 28, 2010, Brambleton Group L.L.C. posted 4 bonds for the proffered road improvements to Loudoun County Parkway totaling \$23,157,000. The bond numbers are: 929501336, 929501337, 929501338 and 929501339. This segment of improvements to Loudoun County Parkway is included in Phase 1 of construction of CPAP-2005-0080 and is bonded under bond #929501336.

Brambleton Brandt (ZMAP-2004-0024), Brambleton Corner (ZMAP-2004-0025) and Brambleton Town Center-Residential (ZMAP-2004-0026) each contain proffer language (Proffer. V.B., IV.C. and IV.C, respectively) which requires that this segment of Loudoun County Parkway shall be bonded prior to issuance of the first residential zoning permit. Additionally, the proffer statements for each of these applications provide for a per unit capital facility contribution in the event that this road improvement is constructed by others.

V. TRANSPORTATION

A. Loudoun County Parkway Dedications and Improvements

2. *Subject to the provisions of Proffer V.A.4., the Applicant shall construct a 4-lane divided Loudoun County Parkway between the East-West Connector/ Route 621 Relocated and a transition point south of Route 606 Extended (Old Ox Road) (as shown on the Brambleton Active Adult Community Roadway Exhibit prepared by Wells and Associates, LLC, dated May 22nd, 2007 and included at Exhibit D), including necessary turn lanes, prior to issuance of the 350th zoning permit for any residential unit at the Property. Applicant shall also construct a 4-lane divided West Spine Road/ Route 606 as shown on Exhibit D and the CDP. Where the route of the West Spine Road/ Route 606 crosses through the Property, Applicant shall dedicate the necessary right-of way. The*

intersection of Loudoun County Parkway and the West Spine Road/ Route 606 shall be constructed in accordance with CPAP 2005-0080.

V.B, IV.C and IV.C

Prior to issuance of any residential zoning permit for the Property, the following two road sections shall be bonded for construction (that is, either by the Applicant or by others): (1) four (4) lanes of Route 621 Relocated between the western edge of the proposed Active Adult community (ZMAP-2005-0020) and Loudoun County Parkway and (2) four (4) lanes Loudoun County parkway from Route 621 Relocated to a transition point south of Route 606 Extended (Old Ox Road).

G. Construction and Improvements by Others

1. In the event that any improvements listed in Proffers V.A or V.B. above are constructed and paid for by others, the Applicant shall make per-unit capital facilities contributions at the time of issuance of the remaining zoning permits in an amount equal to:

- a. \$5,145.82 per residential unit as described in Proffer V.I below, multiplied by*
- b. 1,502 residential units, minus*
- c. the costs expended by the Applicant in completing such portion of the improvements outlined in Proffers V.A and V.B. that Applicant can or desires to complete without receipt of such off-site right-of-way and/or easements necessary for proffered road improvements (as substantiated by actual invoices), the sum of which to be divided by*
- d. the number of residential zoning permits yet to be issued (that is 1,502 units minus the number of residential zoning permits received as of such date).*

For the purposes of calculating the costs expended or to be expended by the Applicant, Applicant shall be entitled to credit for design, bonding and other soft and hard costs expended by the Applicant in furtherance of completing the improvements set forth in Proffers V.A and V.B.

2. In the event that such improvements are constructed by the County or others, the Applicant will have no further or additional obligations with regard to the improvements listed in Proffers V.A. or V.B.

3. In the event that such improvements are constructed by the County or others, the Applicants under ZMAP 2004-0025 (Brambleton Corner), ZMAP 2004-0026 (Brambleton Town Center- Residential) and ZMAP 2004-0024 (Brambleton Brandt) shall be required to make per-unit capital facilities contributions in accordance with the terms of such respective proffers.

Proffer Information – Cash Contributions:

- RREEF America/North Dulles Industrial Park, ZMAP 1988-0016, Proffer 10 provided for a cash equivalent contribution for two additional travel lanes along the property's frontage. The County received \$128,000 on March 20, 2001 in conjunction with site plan STPL 2000-0093. The current balance of this proffer account is \$164,434 (LMIS sequence #97050720).

Additionally, North Dulles Industrial Park Proffer 17 provides for a contribution of \$.30 per FAR square foot to be used for Route 606 improvements. The current balance of this proffer account is \$146,349 (LMIS sequence #97050726).

17) Applicant shall contribute to the County \$.30 per net building square foot, at time of issuance of zoning permit, toward a roadway construction fund. Such construction fund shall be used to construct roadway improvements to State Route 606, between Routes 28 and 50. If requested by the county, the Applicant shall, in lieu of contribution to the roadway construction fund, construct an equivalent dollar amount of above-described public roadway improvements. Such improvements may include, but are not limited to, widening of State Route 606 or improvements to intersections along State Route 606 between Routes 50 and 28. This contribution and/or improvement value shall serve as an offset against any transportation-related impact fees which may be forthcoming.

- Mercure Business Park subdivision application condition 4 provided for a cash contribution for Route 606. This condition was fulfilled by a contribution of \$461,000 received July 22, 1988; the entire balance of this account, including interest, has been spent by the County on preliminary engineering to widen Route 606 to four lanes between Loudoun County Parkway and the Greenway (LMIS sequence #96100530).

4. The applicant will make a cash contribution to the County sufficient to ultimately construct one additional through lane on Route 606 along his full frontage. The cost estimates for this improvement will be submitted to the County for review and approval and the funds will be provided as a part of the first record plat section.

- Northwoods/Turner Property, ZMAP 1988-0020, issued contribution in lieu of construction of a portion of the proffered improvements provided in Proffer 8 because VDOT did not allow full frontage improvements to be construction because of the existing roadway alignment. The County received \$243,000; the current balance in this proffer fund is \$251,406 (LMIS sequence #99066514).

Additionally, Turner Property Proffer 10 provides for a cash contribution to the Route 606 Transportation Trust Fund of \$.30 per FAR square foot. The current balance of this proffer account is \$191,760 (LMIS sequence #99066519).

10. The Owner agrees to pay, at the time of zoning permit issuance, \$.30 per FAR square foot to the Route 606 Transportation Trust Fund. The contribution will be adjusted for inflation to current dollars at the time of payment by using the Engineering New Record Construction Cost Index or other comparable index.

- Dulles Trade Center I/Dulles Oaks Business Park, ZMAP 1984-0006, converted its cash bond for Route 606 improvements to a cash contribution; the current balance of this proffer fund is \$144,872 (LMIS sequence 97060948).
- Dulles Trade Center IV, ZMAP 2003-0001, Proffer IV.F provides for a \$10,000 contribution to be used for Route 606 regional transportation and/or transit improvements within one mile of the property. Proffer IV.F is fulfilled; the current balance of this proffer is \$12,129 (LMIS sequence #99065797).

F. Regional Transportation/Transit Contribution

The Applicant shall contribute \$10,000 to the County for regional transportation and/or transit improvements, including bus shelters and corridor signage programs, for the Route 606 corridor within 1 mile of the Property. This contribution shall be paid to the County prior to the issuance of the first zoning permit on the Property.

- Dulles Trade Center II/Broad Run Industrial Park, ZMAP 1986-0012, Transportation Proffer 7 provides for a cash contribution of \$.30 per FAR square foot developed on the property. The County has received a total of \$291,976 for this proffer; the current balance is \$136,704 (LMIS sequence #97060952). A proffer determination issued August 3, 2012, ZCOR-2012-0104, approved the use of the current balance, plus future contributions and/or interest, for the design and construction of the Route 606 widening project.

7. In addition to the foregoing the applicant further agrees to make a cash contribution to a Route 606 Regional Improvement Highway Fund in the amount of 30 cents per developed FAR square foot of the applicant's property. This contribution shall be made as construction of such square footage is approved in the form of zoning permits. The value of such contribution shall increase at each twelve month anniversary of the date of the approval of this zoning by the Loudoun County Board of Supervisors by an amount equal to the increase during said twelve month period in the McGraw-Hill, Inc. Engineering New Record Construction Cost Index. The giving of this contribution is conditioned upon Loudoun County and the Virginia Department of Transportation utilizing said sums for improvements to Route 606 which will serve the projected traffic flows from the subject parcel and neighboring properties.

- Bryant Dulles Industrial Park West II, ZMAP 1986-0050, Transportation 6 provides for a contribution to the Route 606 Regional Improvement Highway Trust Fund of \$.30 per FAR square foot. This property is undeveloped; therefore, no contributions have been made.

6. In addition to the foregoing, the applicant shall make a cash contribution to a Route 606 Regional Improvement Highway Trust Fund in the amount of 30 cents per developed FAR square foot of the applicant's property. This contribution shall be made as construction of such square footage is approved in the form of zoning permits. The value of such contribution shall increase at each twelve month anniversary of the date of the approval of this zoning by the Loudoun County Board

of Supervisors by an amount equal to the increase during said twelve month period in the McGraw-Hill, Inc., Engineering News Record Construction Cost Index. The giving of this contribution is conditioned upon Loudoun County and the Virginia Department of Transportation utilizing said sums for improvements to Route 606 which will serve the projected traffic flows from the subject parcel and neighboring properties.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Pleasant Valley Road/Route 609 (#82)

Segment Location: Route 50 Overpass

Category: Bottle Neck

Estimated Cost: \$25,000,000

Funding Options: There are no funds available for the Route 50 overpass at Pleasant Valley Road.

Summary

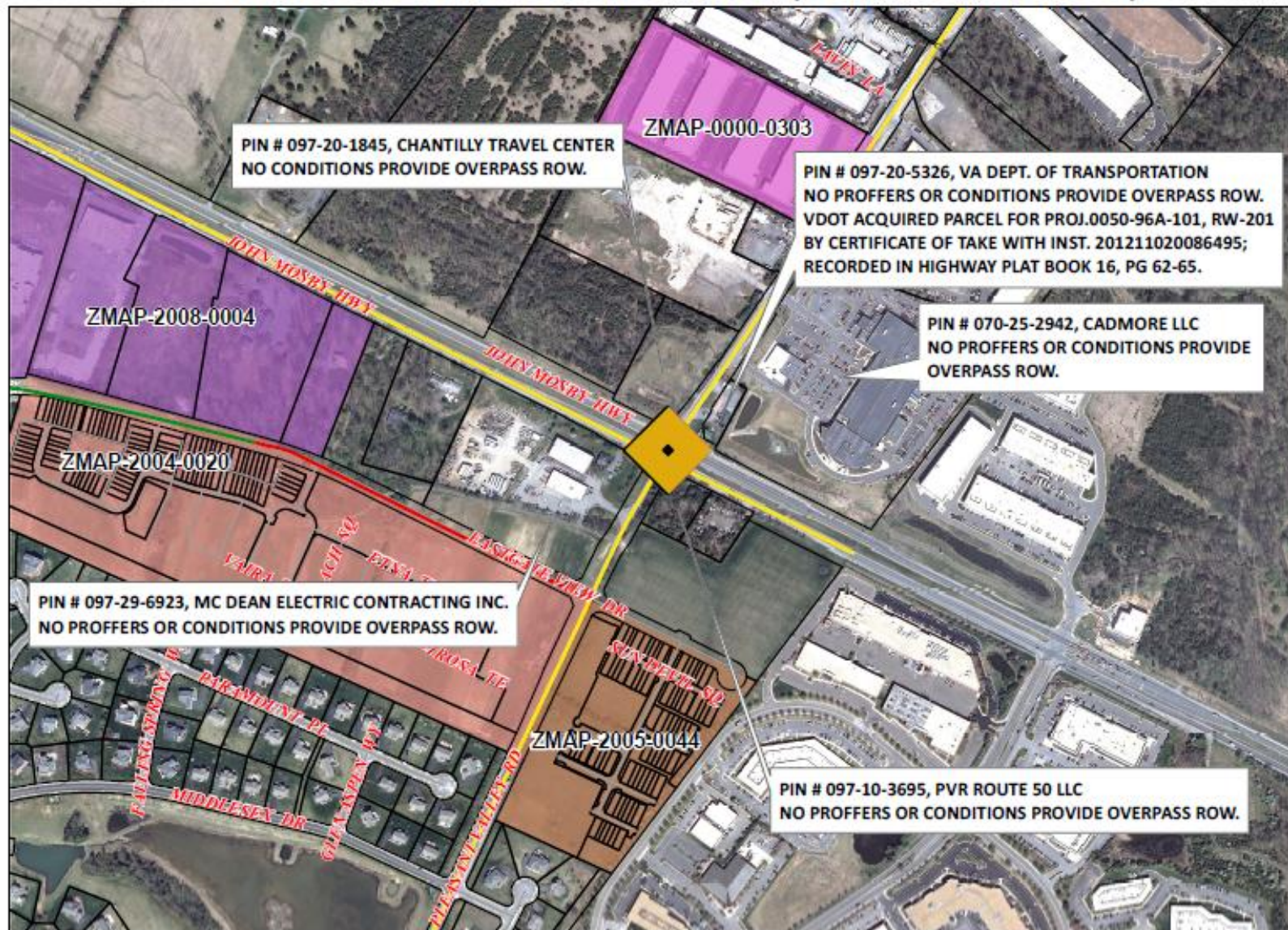
Right of Way: There are no proffers or conditions that provide for right-of-way dedication of the Route 50 overpass at Pleasant Valley Road.

Construction: There are no proffers or conditions that provide for construction of the Route 50 overpass at Pleasant Valley Road.

Funding Sources: There are no cash contributions provided by proffers or conditions.

Current Status: The 2010 Countywide Transportation Plan suggests termination of controlled access at Route 50 and Pleasant Valley Road. Grade-separated options need to be analyzed. There is no activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT #82: PLEASANT VALLEY ROAD (OVERPASS AT ROUTE 50)



— Bottleneck — Completed
— Missing Link Parcel Boundary

Proffer/Conditions Analysis

ROW Status: **

PIN # 070-25-2942, Cadmore LLC

This parcel is subject to the conditions of approval associated with SPEX-2002-0013, Cadmor Center, approved on 07/21/03. There are no conditions that provide right-of-way for the Route 50 overpass at Pleasant Valley Road.

PIN # 097-20-5326, Virginia Department of Transportation

There are no proffers or conditions that provide right-of-way for the Route 50 overpass at Pleasant Valley Road. This parcel was acquired by VDOT by a Certificate of Take, recorded by Instrument #201211020086495 on 11/02/12, for Project 0050-96A-101,RW-201. This plan is also recorded in Highway Plat Book 16, pages 62-65.

PIN # 097-10-3695, P V R Route 50 LLC

There are no proffers or conditions that provide right-of-way for the Route 50 overpass at Pleasant Valley Road.

PIN # 097-29-6923, M.C. Dean Electric Contracting Inc.

There are no proffers or conditions that provide right-of-way for the Route 50 overpass at Pleasant Valley Road.

PIN # 097-20-1845, Chantilly Travel Center LLC

This parcel is subject the conditions of approval associated with SPEX-2005-0040, Holtzman Oil, which was approved on 12/04/07. There are no conditions that provide right-of-way for the Route 50 overpass Pleasant Valley Road.

** A conceptual design for this overpass has not been prepared and approved; therefore, only the parcels located immediately adjacent to the existing intersection are included in this analysis.

Proffer Information – Construction and Cash in Lieu:

There are no proffers or conditions that provide for construction or cash in lieu contributions for the Route 50 overpass at Pleasant Valley Road.

Proffer Information – Cash Contributions:

There are no cash proffers that provide for construction of this portion of Pleasant Valley Road.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Pleasant Valley Road/Route 609 (#81)

Segment Location: Dulles Airport to Fairfax County Line

Category: Bottle Neck

Estimated Cost: \$9,247,500

Funding Options: There are no funds available for this segment of Pleasant Valley Road

Summary

Right of Way: There are no proffers or conditions that provide for additional right-of-way dedication for this segment of Pleasant Valley Road.

Construction: VDOT is currently constructing road improvements to a short section of Pleasant Valley Road north of Route 50, which end near the existing entrance to PIN #070-25-2943, Cadmore LLC. This is being done in conjunction with the Route 50 widening project that is underway. East Gate One constructed road improvements to Pleasant Valley Road south of Route 50 to the intersection with Middlesex Drive pursuant to ZCPA-2011-0008. Woodburn constructed road improvements to Pleasant Valley Road along the Property frontage pursuant to ZMAP-2005-0044. This results in Pleasant Valley Road being four lanes undivided from Route 50 south to Middlesex Drive.

There are no proffers or conditions that provide for additional construction of this segment of Pleasant Valley Road.

Funding Sources: There are no cash contributions provided by proffers or conditions.

Current Status: There is no additional activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT #81: PLEASANT VALLEY ROAD (DULLES AIRPORT TO FAIRFAX COUNTY LINE)



MAP 1 OF 2



— Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

PIN # 097-29-6923, MC DEAN ELECTRIC CONTRACTING INC. NO ROW PROFFERS OR CONDITIONS. DEDI-2008-0043 PLAT PROVIDED 0.2709 AC ROW WITH INST.#201002240010519.

ZMAP-2004-0020

PIN # 097-18-7545 & 097-18-1742, M/I HOMES AND KB HOMES ZMAP-2004-0020 / ZCPA-2011-0008, EAST GATE ONE PROFFERS V.B. AND V.D. REQUIRE ONSITE AND OFFSITE ROW FOR A FOUR LANE UNDIVIDED SECTION. FULFILLED BY: ESMT-2010-0033 - INST.#201012070078432, SBWV-2001-0024 INST.#200305090054688, ESMT-2009-0009 - INST.#201110270066420, DEDI-2008-0043 - INST.#201002240010519 & ESMT-2010-0034 - INST.#201012130080195. PROFFER V.C.1.A REQUIRES FRONTAGE IMPROVEMENTS FROM ROUTE 50 TO EASTGATE VIEW DR. AND A 2ND SB LANE FROM EASTGATE VIEW DR TO MIDDLESEX DR. FULFILLED BY CPAP-2010-0083, BONDED BY #0551622 AND ARE OPEN TO TRAFFIC.

ZMAP-2005-0044

PIN # 097-10-3695, RVR ROUTE 50 LLC NO ROW PROFFERS OR CONDITIONS. ESMT-2010-0033 PLAT PROVIDED 0.10060 ACRES ROW DEDICATION 44' FROM EXISTING CENTERLINE WITH INST. #201012070078432.

PIN # 097-10-6251, WOODBURN LC NO ROW PROFFERS OR CONDITIONS. SBWV-2001-0024 PLAT PROVIDED 35' ROW FROM THE EXISTING CENTERLINE WITH INST.#200305090054688. ESMT-2009-0006 PLAT PROVIDED 0.03354 AC ROW WITH INST. #201110270066420 FOR A TURN LANE ONTO WESTBOUND RT 50.

PIN # 097-10-1021 & 097-10-1304 EASTGATE SQUARE HOA ZMAP-2005-0044, WOODBURN PROFFER V.B. PROVIDES ROW FOR A HALF SECTION OF A U4 ROAD WITH INTERSECTION IMPROVEMENTS AT EAST GATE VIEW DR. SBWV-2001-0024 PLAT PROVIDED 35' ROW FROM EXISTING CENTERLINE WITH INST.# 200305090054688.

PIN # 098-49-6257, 098-39-4376, 098-38-8393, 098-48-5845, & 098-49-5975 RIDINGS AT BLUE SPRING HOME OWNERS ASSOCIATION NO ROW PROFFERS OR CONDITIONS. SBRD-2001-0106 PLAT PROVIDES 10' ROW ON EAST AND WEST SIDES (50' TOTAL ROW) AND A 0.33613 ACRE RESERVATION FOR THE FUTURE REALIGNMENT FOR 90-YEARS, RECORDED IN PC G SL 61 PG 7-10 & PC G SL 63 PG 1.

PIN # 098-39-1171, RIDINGS AT BLUE SPRING HOA ZMAP-2000-0012, BLUE SPRINGS VIEW PROFFER V.B. PROVIDES ROW 35' FROM EXISTING CENTERLINE IF DEEMED NECESSARY BY THE COUNTY. DUE TO THE FUTURE REALIGNMENT, NO ROW IS REQUIRED.

PIN # 098-39-3250, CHINMAYA MISSION WASHINGTON REG CENTER NO ROW PROFFERS OR CONDITIONS.



— Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

Proffer/Conditions Analysis

ROW Status:

PIN # 070-46-2676, RAK Realty LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A Plat titled "Plat Showing: Dedication of Right-of-Way for Public Street Purposes & Storm Drainage Easement Lot 2", recorded by Instrument #200412020127721 on 12/02/04, provided 0.3536 acres of right-of-way dedication. A deed by Instrument # 198610240282759 on 10/24/86 provided 0.225 acres dedicated for public street purposes.

PIN # 070-46-5139, Pohanka Pleasant Valley LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road.

PIN#070-35-9787 and #070-35-9529, Cub Run Venture LLC and Cub Run Commercial Condominium Association

These parcels are subject to the conditions of approval associated with SPEX-1990-0046, Cub Run Watershed Wastewater Pumpover approved on 11/27/90, however, there are no conditions related to right-of-way dedications. A site plan, STPL-2006-0023, which was approved on 08/06/07, provided 45' of right-of-way from the existing centerline of Pleasant Valley Road along the Property Frontage.

PIN # 070-35-6138, Hensyl LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A Subdivision Waiver Plat, recorded in Plat Cabinet D Slot 509 Pages 9-10 on 03/07/89 provided for right-of-way dedication of 35' from the existing centerline of Pleasant Valley Road along the property frontage.

PIN # 070-35-4376, Parent Parcel for Epic at Dulles South (units owned by various condominium owners and maintained by a Commercial Association)

No rezoning or special exception applications have been filed on this parcel; therefore; there are no proffers or conditions of approval for right-of-way dedication for Pleasant Valley Road. A Subdivision Waiver Plat, recorded in Plat Cabinet D Slot 509 Pages 9-10 on 03/07/89 provided for right-of-way dedication of 35' from the existing centerline of Pleasant Valley Road along the property frontage. A site plan, STPL-2005-0061 approved on 06/02/06, provided this right of way dedication along with additional right-of-way associated with turn lanes.

PIN # 070-25-2942, Cadmore LLC

This parcel is subject to the conditions of approval associated with SPEX-2002-0013, Cadmor Center, approved on 07/21/03. Condition 2.a requires right-of-way dedication of 47' from the centerline of Pleasant Valley Road along the property frontage. This right-of-way was provided on a plat titled "Dedication Plat and Various Easements on the Property of Cadmor LLC" and was recorded via STPL-2002-0034 by Instrument # 200406090057832 on 06/09/04.

2. a Dedicate right-of-way of forty-seven (47) feet from the centerline of Pleasant Valley Road along the property frontage and construct frontage improvements including

a second north-bound through lane and right turn taper lane into the first entrance, in accordance with County and VDOT requirements.

PIN # 097-20-5326, Virginia Department of Transportation

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. This parcel was acquired by VDOT by a Certificate of Take, recorded by Instrument #201211020086495 on 11/02/12, for Project 0050-96A-101,RW-201. This plan is also recorded in Highway Plat Book 16, pages 62-65.

PIN # 097-20-1845, Chantilly Travel Center LLC

This parcel is subject the conditions of approval associated with SPEX-2005-0040, Holtzman Oil, which was approved on 12/04/07. Condition 8.b requires right-of-way dedication sufficient to accommodate double left turn lanes from Pleasant Valley Road to Route 50 eastbound and a right turn lane onto Route 50. A plat titled "Plat Showing Easements and Dedications on the Lands of Mountainprize, Inc", recorded in Deed Book 1798 Page 1056 and Plat Cabinet E Slot 717 Page 7 on 07/14/00, provided 0.122 acres of right-of-way dedication. Additional right-of-way dedication is required to be in substantial conformance with SPEX-2005-0040 and fulfill condition 8.b. when this parcel is developed.

This portion of Pleasant Valley Road is also included in VDOT Project 0050-96A-101, RW-201. A certificate of take for additional right-of-way was filed by VDOT and has not been recorded at this time.

8. Transportation. The owner shall provide transportation improvements as shown on the Plat dated October 17, 2007, prepared by Stantec Consulting Inc., and as described below prior to occupancy permit issuance.

b. Dedicate sufficient right-of-way from the centerline of Pleasant Valley Road in order to accommodate double left turn lanes from Pleasant Valley Road to Route 50 eastbound and a right turn lane to Route 50 westbound.

PIN # 097-30-2707, MGB Properties LLC

A special exception application, SPEX-1998-0038, CC Johnson Mulch Facility, was approved on 11/19/99. Condition 10 provided for right-of-way dedication of 35' from the centerline of Route 609 along the property's frontage. Pursuant to condition 4, the applicant did not secure all required County permits within 18 months of approval; therefore, this special exception application has expired.

4. The applicant shall secure all required County permits within eighteen (18) months of final Board of Supervisors action on this special exception. If the applicant has not received such permits within this period, the special exception shall expire.

10. Prior to site plan approval, the applicant shall dedicate 35' from the centerline of Route 609 along the property's frontage.

PIN # 097-30-7702, Arcola Development LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A plat titled “Plat Showing Parcels “A” and “B” and Page Street Dedication on the Property of Ralph L. Herring” provided right-of-way dedication of 30’ from the existing centerline of Pleasant Valley Road. Said plat was recorded in Deed Book 875 Page 233 on 09/30/85.

PIN # 097-30-5716, Dulles South Partners LLC (various individual condominium owners)

This parcel is subject to the conditions associated with, ZMAP-0303, All Automotive Inc. Schbish, which approved on 04/20/81. However, there are no proffers related to right-of-way dedication. A site plan, STPL-2007-0057 which was approved on 07/28/08, provided right-of-way dedication for necessary turn lane improvements into the property. Said right-of-way was dedicated by a plat titled “Plat Showing Street Dedication and Various Easements on the Property of Dulles South Partners, LLC” which was recorded by Instrument #200809150043234 on 07/15/08.

PIN # 097-30-6897, Lavin Investments LC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A site plan, STPL-2008-0040 approved on 11-12-09, provided right-of-way dedication of 5’ (0.05039 AC) from the existing centerline of Pleasant Valley Road. The right-of-way dedication was submitted with DEDI-2008-0045 which was to be recorded prior to occupancy permit issuance for the parcel improvements. This dedication plat went into inactive status on 05/11/10 and staff believes that the right-of-way has not been recorded in the Land Records of Loudoun County.

PIN # 070-35-3794, T B S LIMITED LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road.

PIN # 070-45-5715-001, J N P PROPERTIES LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road.

PIN # 070-45-3054, R E F N R Associates LC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road.

PIN # 070-45-6461, Davey Tree Expert

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road.

PIN # 070-45-8584, Davey Tree Expert

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A Deed of Boundary Line Adjustment, Conveyance and Consolidation, Partial Release, Amendment to Deed of Trust, and Reservation of Agreement for Future Dedication was recorded in Deed Book 1086 Page 1477 on 05/09/90. A boundary line adjustment plat titled “Boundary Line Adjustment Between the Property of Firefox Associated General Partnership and the Property of Coastal Pile Driving, Inc.” was recorded in conjunction with Deed Book 1086 Page 1477 and provided 0.3467 acres of right-of-way reservation for Pleasant Valley Road for a period of 20 years, if requested by the Board of Supervisors. Staff could not locate any

documentation requesting dedication of said right-of-way; therefore, staff believes that the reservation period has expired.

PIN # 097-10-3695, P V R Route 50 LLC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. An easement plat, ESMT-2010-0033, which was recorded by Instrument #201012070078432 on 12/07/10 provided right-of-way dedication totaling 44' from the existing centerline of Pleasant Valley Road (approximately 0.10060 acres).

PIN # 097-10-6251, Woodburn LC

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A subdivision waiver plat, SBWV-2001-0024, which was recorded by Instrument #200305090054688 on 05/09/03 provided right-of-way dedication totaling 35' from the existing centerline of Pleasant Valley Road. An easement plat, ESMT-2009-0006, which was recorded by Instrument #201110270066420 on 10/27/00 provided additional right-of-way dedication of 0.03354 acres to accommodate a turn lane onto westbound Route 50).

PIN # 097-10-1021, Eastgate Square Homeowners Association, Inc. and # 097-10-1304, Timber Ridge at Eastgate Square LLC

This property is subject to the proffers for the zoning map amendment application that was approved on 05/15/07 for Woodburn, ZMAP-2005-0044. Proffer V.B. provides for the right-of-way dedication necessary to accommodate frontage improvements along Pleasant Valley Road consistent with half of an ultimate U4 facility as well as intersection improvements at the intersection of Pleasant Valley Road and East Gate View Drive. A subdivision waiver plat, SBWV-2001-0024, which was recorded by Instrument #200305090054688 on 05/09/03 provided right-of-way dedication totaling 35' from the existing centerline of Pleasant Valley Road.

V. TRANSPORTATION

B. RIGHT-OF-WAY DEDICATION

The dedications described in this proffer shall be provided by the Applicant as part of the development of the Property. Dedication of land includes related easements outside the right-of-way, including, but not limited to, slope maintenance, storm drainage, or utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property and for all planned public roadways within the Property. The Applicant shall dedicate right-of-way and, as provided in this proffer, easements concurrent with or prior to approval of the Record Plat for that portion of the Property which includes or abuts the affected roadways. If requested to do so by the County, the Applicant shall dedicate the rights-of-way, and adjoining easements, described in this proffer, in advance of the time stated above at no cost to the County. The Applicant will be granted a reasonable time to review any and all construction plans and plats upon which the requested dedications are based, prior to executing the Deed(s) of Dedication.

The Applicant shall dedicate any and all necessary land such that there is a minimum of 60 feet of dedicated right-of-way for Public Road A from that road's intersection with Pleasant Valley Road to 35' from the eastern property

boundary. This road shall terminate in a cul-de-sac subject to VDOT design standards. Such dedication will be on an alignment substantially in accordance with that shown for Public Road A on Sheet 6, "Overall Regional Transportation Plan", in an ultimate U2 configuration for Public Road A.

The Applicant shall reserve 60 feet of right-of-way on an alignment with the through portion of the roadway from the end of the dedicated right-of-way for Public Road A to the Loudoun County/Fairfax County boundary line. Such right-of-way will be reserved for a period of 20 years from the date of recordation of the Deed of Reservation, such Deed of Reservation to be recorded prior to or concurrent with recordation of the first record plat or first site plan on the Property, whichever is first in time. If Loudoun County or VDOT requests that this right-of-way be dedicated, such dedication shall be made by the Applicant at no cost to Loudoun County or VDOT.

PIN # 098-39-3250, Chinmaya Mission Washington Reg Center

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road.

PIN # 098-39-1171, Ridings at Blue Spring Home Owners Association

This property is subject to the proffers for the zoning map amendment application that was approved on 11/19/01 for Blue Springs View, ZMAP-2000-0012. Proffer V.B. provides for additional right-of-way of 35' from the existing centerline of Pleasant Valley Road at the time of record plat, if deemed necessary by Loudoun County. Otherwise, due to the future realignment of Pleasant Valley Road, no additional right-of-way dedication along the Property frontage is required.

V. *TRANSPORTATION*

B. *RIGHT-OF-WAY DEDICATION*

The dedication described in this proffer shall be provided by the Applicant as part of the development of this Property. Dedication of land includes related easements outside the right-of-way, such as slope maintenance, storm drainage, and the utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property.

The applicant shall dedicate right-of-way and, as provided in this proffer, easements concurrent with or prior to approval of the first record plat for the Property in accordance with uses outlined herein.

The applicant shall dedicate any and all necessary land, such that there is a minimum of 30' of dedicated right-of-way along this property's frontage from the existing centerline of Poland Road (Rt. 742). In addition to this 30' dedication, an additional 5' strip of land, immediately adjoining said dedication, and along the entire frontage of the property shall be reserved for possible future right-of-way dedication. Due to the future realignment of Pleasant Valley Road (Rt. 609) along the northeast boundary of this property, no additional right-of-way dedication should be required along this roadway's frontage. However, at

the time of record platting of the property abutting this roadway, if deemed necessary by the County or VDOT, the applicant will dedicate the necessary right-of-way so as to provide 35' of dedicated right-of-way along this property's frontage from the existing centerline of Rt. 609. Such dedications shall be made at the time of approval of the first Record Plat abutting the road or immediately upon request by Loudoun County or the Virginia Department of Transportation and at no cost to the requesting entity, whichever is first in time.

PIN # 098-49-6257, #098-39-4376, #098-38-8393, #098-48-5845 and #098-49-5975, Ridings at Blue Spring Home Owners Association

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A subdivision record plat, SBRD-2001-0106, which was recorded in Plat Cabinet G Slot 61 pages 7-10 and Plat Cabinet G Slot 63 Page 1 on 12/04/02 provided additional right-of-way dedication of 10' on both the east and west side of Pleasant Valley Road south of the intersection of Middlesex Drive/Detrick Way and Pleasant Valley Road. The total right-of-way in this area is 50'. The existing right-of-way north of this intersection along the property frontage totals 70'.

SBRD-2001-0106 also provides an area consisting of 0.33613 acres reserved for the right-of-way for the future realignment of Pleasant Valley Road. Said reservation is valid for a period of 90 years from the date of recordation.

PIN # 097-18-7545, M/I Homes of DC LLC and KB Home Va Inc. and #097-18-1742, East Gate Homeowners Association

These parcels are subject to the proffers for the zoning map amendment application that was approved on 02/21/06 for East Gate One, ZMAP-2004-0020 and the zoning concept plan amendment that was approved on 11/19/11, ZCPA-2011-0008. Proffer V.B. provides for right-of-way dedication to accommodate proffered road improvements to Pleasant Valley Road to widen Pleasant Valley Road from its intersection with Route 50 to the Pleasant Valley/East Gate Drive intersection to a four lane undivided urban (U4) roadway with turn lanes as required. South of this intersection the applicant shall construct a second southbound lane to the existing turn lane as the intersection of Middlesex Drive. Proffer V.D. requires the Owner to acquire the off-site right-of-way.

The right-of-way was provided by the following applications:

ESMT-2010-0033 – Recorded by Instrument # 201012070078432 on 12/07/10

SBWV-2001-0024 – Recorded by Instrument #200305090054688 on 05/09/03

ESMT-2009-0009 – Recorded by Instrument #201110270066420 on 10/27/11

DEDI-2008-0043 – Recorded by Instrument #201002240010519 on 02/24/09

ESMT-2010-0034 – Recorded by Instrument #201012130080195 on 12/13/10

V. TRANSPORTATION
B. RIGHT-OF-WAY DEDICATION

The dedications described in this proffer shall be provided by the Owner as part of the development of the Property. Dedication of land includes related easement outside the right-of-way, including but not limited to, slope

maintenance, storm drainage, or utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property and for all planned public roadways within the Property. The Owner shall dedicate right-of-way, as provided in this proffer, easements concurrent with or prior to approval of the Record Plat for that portion of the Property which includes or abuts the affected roadways. If requested to do so by the County, the Owner shall dedicate the rights-of-way, and adjoining easements, described in this proffer, in advance of the time stated above at no cost to the County. The Owner will be granted a reasonable time to review any and all construction plans and plats upon which the requested dedications are based, prior to executing the Deed(s) of Dedication.

The Owner shall dedicate any and all necessary land such that there is a minimum of 64 feet of dedicated right-of-way for East Gate Drive from that road's intersection with Pleasant Valley Road to that road's intersection with Tall Cedars Parkway, and 120 feet of dedicated right-of-way for Tall Cedars Parkway from that road's intersection with East Gate Drive to its intersection with Edgewater Street. Such dedication will be on an alignment substantially in accordance with that shown for East Gate Drive on Sheet 7, "Transportation Plan", in an ultimate U4 configuration for East Gate Drive and an ultimate U6M for Tall Cedars Parkway. The dedication of the off-site portions of the listed dedications shall be subject to the provisions of proffer V.D.

D. OFFSITE RIGHT-OF-WAY

In addition to dedicating right-of-way and easements on-site, the Owner shall make good faith efforts to acquire off-site right-of-way or easements necessary for the construction of the road improvements proffered herein. Where right-of-way and/or easements necessary for construction of proffered 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 Owner at a good faith reasonable price, the Owner 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 Owner, including but not limited to land acquisition costs and appraisal fees. The initiation of such eminent domain proceedings is solely within the discretion of the County.

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

PIN # 097-29-6923, M.C. Dean Electric Contracting Inc.

There are no proffers or conditions that provide right-of-way for existing Pleasant Valley Road. A dedication plat, DEDI-2008-0043 which was recorded by Instrument #201002240010519 on 02/24/10, provided 0.2709 acres of right-of-way dedication for Pleasant Valley Road.

Proffer Information – Construction and Cash in Lieu:

- Condition 2.a of SPEX-2002-0013, Cadmor Center, provides for frontage improvements to Pleasant Valley Road including a second north-bound through lane and right turn taper lane. A site plan, STPL-2002-0032, provided the required road improvements. Improvements to Pleasant Valley Road are currently under construction as part of the VDOT Route 50 improvements, Project 0050-96A-101, RW-201. There are no conditions that provide cash in lieu of required road improvements.

2. a Dedicate right-of-way of forty-seven (47) feet from the centerline of Pleasant Valley Road along the property frontage and construct frontage improvements including a second north-bound through lane and right turn taper lane into the first entrance, in accordance with County and VDOT requirements.

- Condition 8.c of SPEX-2005-0040, Holtzman Oil, provides for improvements to Pleasant Valley Road as shown on the approved Special Exception Plat. These road improvements are required to be provided when this parcel is developed to be in substantial conformance with the special exception plat. Improvements to Pleasant Valley Road are currently under construction as part of the VDOT Route 50 improvements, Project 0050-96A-101, RW-201. There are no conditions that provide cash in lieu of required road improvements.

8.c The applicant shall construct improvements to Pleasant Valley Road as shown on the Special Exception Plat dated October 17, 2007 in accordance with County and VDOT requirements.

- Proffers V.C.1.b and V.C.1.C of ZMAP-2005-0044, Woodburn, provide for design, bonding and construction of Pleasant Valley Road Frontage Improvements and intersection improvements at the intersection of Pleasant Valley Road and East Gate View Drive. Pursuant to proffer V.C.2.a, these road improvements are required to be designed, approved and bonded prior to the approval of the first record plat or site plan and constructed and open to traffic prior to issuance of the first occupancy permit for any residential units on the Property.

The proffered road improvements were provided on a construction plan, CPAP-2009-0037, which was approved on 09/15/10. Timber Ridge at Eastgate LLC bonded the proffered road improvements under bond numbers BMY191681, BMY191682 and S276247. The proffered road improvements have been constructed. Proffer V.E requires that the applicant provide cash in lieu of construction contribution in the event that

proffered road improvements have been constructed by others. This proffer no longer applies because the applicant completed the proffered road improvements.

V. TRANSPORTATION

C. REGIONAL ROAD IMPROVEMENTS

1. *In accordance with the phasing outlined below, the Applicant shall design, bond and construct the following regional road improvements.*
 - a. *Pleasant Valley Road Frontage Improvements along the Property's Pleasant Valley Road frontage, the Applicant shall construct necessary road improvements consistent with half of an ultimate U4 facility.*
 - b. *Pleasant Valley Road/Public Road A Intersection. Provide all necessary intersection improvements at Pleasant Valley Road/Public Road A intersection so as to meet VDOT requirements.*
2. *Phasing*
 - a. *Prior to the approval of the first record plat or site plan, whichever is first in time, containing residential lots on the Property, the regional road improvements as listed in V.C.1. b. and c. and Road "A" must be designed, approved and bonded. These improvements will be constructed and open to traffic prior to the issuance of the first occupancy permit for any residential units on the Property. As used in these proffers, the term "open to traffic" does not necessarily mean accepted into the VDOT system for maintenance.*

E. CASH EQUIVALENT CONTRIBUTION

Unless otherwise provided in these proffers, or unless the Applicant has entered into a legal agreement to reimburse a third party for the design, construction, and/or bonding of any of these improvements, the Applicant shall contribute to the County or its designee an amount equal to the cost of constructing the transportation improvements described above in proffers V.C.1.a. and V.C.1.b., in lieu of actual construction, if said improvements have been constructed by others prior to when paragraph V.C.2. of these proffers would have required construction by the Applicant. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Applicant would otherwise have been required by these proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvement's for regional roadway improvements in the vicinity of, and that benefit, the Property.

- Proffer V.C.1.a of ZCPA-2011-0008, East Gate One, provides for design, bonding and construction of improvements to Pleasant Valley Road, prior to the first record plat or site plan containing residential units, to include the widening of Pleasant Valley Road from its intersection with Route 50 to the Pleasant Valley/East Gate Drive intersection to a four lane undivided urban (U4) roadway with turn lanes as required. South of this intersection the applicant shall construct a second southbound lane to the existing turn lane as the intersection of Middlesex Drive. Said road improvements shall be open to constructed and open to traffic prior to issuance of the first occupancy permit for any residential unit on the property or no later than June 30, 2012. The proffered road improvements were provided by CPAP-2010-0083, were bonded under bond #0551622, constructed and open for traffic on approximately 10/22/12.

Pursuant to proffer V.E.a, in the event that the proffered road improvements are completed by others, the Owner shall make cash in lieu of construction contribution equal to the costs of actual construction. This proffer is no longer applicable because the Owner has completed construction of the proffered road improvements to Pleasant Valley Road.

V. TRANSPORTATION

C. REGIONAL ROAD IMPROVEMENTS

1. In accordance with the phasing outlined below, the Owner shall design, bond and construct the regional road improvements identified herein.

a. Pleasant Valley Road

The widening of Pleasant Valley Road from the southern right-of-way boundary of Route 50 to the proposed Pleasant Valley Road/East Gate Drive intersection to a four lane undivided urban (U4) roadway with turn lanes as required and a second southbound lane southward from this intersection to the existing turn lane at the intersection with Middlesex Drive, with curb and gutter.

2. Phasing

a. Prior to the approval of the first record plat or site plan, whichever is first in time, containing residential lots on the Property, the regional road improvements identified in Proffer V.C.1.a, above, must be designed, approved and bonded and shall be constructed and open to traffic, prior to the issuance of the first occupancy permit for any residential units on the Property. In any event, the regional road improvements in Proffer V.C.1.a, above will be constructed and open to traffic no later than June 30, 2013.

E. CASH EQUIVALENT CONTRUBTION

a. If any of the transportation improvements described above in proffers V.C.I.a. through V.C.I.d have been constructed or bonded by others prior to bonding for construction by the Owner, then, unless otherwise provided in these proffers, or unless the Owner has entered into a legal agreement to reimburse a third party acceptable to the County for the design, construction, and/or bonding of any of these improvements, the Owner shall contribute to the County, or its designee, an amount equal to the cost of constructing the said improvements in lieu of actual construction.

Proffer Information – Cash Contributions:

There are no cash proffers that provide for construction of this portion of Pleasant Valley Road.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Poland Road/Route 742 (#84)

Segment Location: Realigned Poland Road to Tall Cedars Parkway

Category: Bottleneck

Estimated Cost: \$3,240,000

Funding Options: There are no County or state funds allocated for this project.

Summary

Right of Way: There are no proffers or conditions for additional right-of-way dedication for this segment of Poland Road.

Construction: There are no proffers or conditions for additional improvements to this segment of Poland Road.

Funding Sources: There are no funds allocated for this segment of Poland Road

Current Status: There is no activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT #84: POLAND ROAD (REALIGNED POLAND ROAD TO TALL CEDARS PARKWAY)



Proffer/Conditions Analysis

ROW Status:

PIN # 128-40-4288, Stanton R. Sheetz

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. However, pursuant to proffers V.B and V.C.1 of ZMAP-2002-0022/ZCPA-2009-0010, Townes at East Gate, the Owner dedicated 0.0161 acres of right-of-way to accommodate the proffered road improvements. Said right-of-way was provided by an easement plat, ESMT-2008-0041, which was recorded by Instrument # 20081014-0061664 on 10/14/08. See East Gate Homeowners Association parcels below for proffer language.

PIN # 128-40-8530, K T Associates Of VA LLC

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. However, pursuant to proffers V.B and V.C.1 of ZMAP-2002-0022/ZCPA-2009-0010, Townes at East Gate, the Owner dedicated 0.0754 acres of right-of-way to accommodate the proffered road improvements. Said right-of-way was provided by an easement plat, ESMT-2007-0085, which was recorded by Instrument # 20080603-0033846 on 06/03/08. See East Gate Homeowners Association parcels below for proffer language.

PIN # 128-30-8168, Blue Springs View LLC

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. An easement plat, ESMT-2003-0114, which was recorded by Instrument # 20040922-0102520 on 09/22/04, provided right-of-way dedication to accommodate the road improvements to Poland Road pursuant to condition 7 of SPEX-2002-0004, Chantilly Presbyterian Church which was approved on 11/04/02. At the time of recordation, Chantilly Presbyterian Church owned PIN#128-30-8168.

PIN # 128-30-7826, Chantilly Presbyterian Church c/o H. Watt & T Brogan Trustees

A special exception application, SPEX-2002-0004, Chantilly Presbyterian Church, which was approved on 11/04/02 and included conditions of approval related to right-of-way dedication and road improvements to Poland Road. These conditions are no longer applicable because this parcel was remapped from CR-1 to CLI by a County initiated rezoning, ZMAP-2002-0014, which was approved on 01/06/03, prior to development plan submission. The proposed church became a permitted use.

An easement plat, ESMT-2003-0115, which was recorded by Instrument # 20040922-0102523 on 09/22/04, provided right-of-way dedication of 40' feet from the existing centerline of Poland Road.

PIN # 128-20-9456 and # 128-10-3669, East Gate Homeowners Association

These parcels are subject to the proffers associated with ZMAP-2002-0022, Townes at East Gate, which was approved on 10/18/05 and amended by a zoning concept plan amendment, ZCPA-2009-0010, which was approved on 05/10/10.

Pursuant to Proffer V.B. of ZMAP-2002-0022, Townes at East Gate, concurrent with or prior to approval of the Record Plat, the Applicant shall dedicate or obtain off-site right-of-way dedication necessary to construct the proffered road improvements to Poland Road from the Route 50/Poland Road intersection to approximately 250 feet south of the existing commercial entrance to PIN#128-40-8530 (KT Enterprises). The Applicant shall also dedicate a minimum of 35' from the existing centerline line of Poland Road along the Property's frontage.

This proffer was fulfilled by the dedication plats, DEDI-2007-0016, which was recorded by Instrument # 20090317-0015167 on 03/17/09 and DEDI-2006-0007, which was recorded by Instrument # 20080902-0053363 on 09/02/08, provided right-of-way dedication of 35' from the existing centerline of Poland Road. The off-site right-of-way (0.0161 acres) on PIN # 128-40-4288 was provided by an easement plat, ESMT-2008-0041, which was recorded by Instrument #20081014-006164 on 10-14/08. The off-site right-of-way (0.0754 acres) on PIN # 128-40-8530 was provided by an easement plat, ESMT-2007-0085, which was recorded by Instrument # 20080603-0033846 on 06/03/08.

V. B. RIGHT-OF-WAY DEDICATION AND/OR RESERVATION

The dedications and reservations described in this proffer shall be provided by the Applicants as part of the development of this Property. Dedication and reservation of land includes related easements outside the right-of-way, such as slope maintenance, storm drainage, and the utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property and for all planned public roadways within the Property. Applicants shall dedicate and/or reserve right-of-way and, as provided in this proffer, easements concurrent with or prior to approval of the Record Plat for that portion of the Property which includes or abuts the affected roadways. If requested to do so by the Loudoun County Board of Supervisors, the Applicants will dedicate the rights-of-way, and adjoining easements, described in this proffer, in advance of the timeframe stated above at no cost to Loudoun County. In such case, the Applicants will be granted a reasonable timeframe to review any and all construction plans and plats, prepared by others, upon which the requested dedications are based, prior to executing the Deed(s) of Dedication.

The Applicants shall dedicate any and all necessary land, such that there is a minimum of 35' of dedicated right-of-way along this Property's frontage from the existing centerline of Poland Road (Rt. 742). Where additional right-of-way is necessary due to adjustments in the horizontal alignment at Poland Road, due to engineering considerations, the Applicants will dedicate such additional right-of-way upon request.

The Applicants shall dedicate any, and all, necessary land such that there is a minimum of 120' of dedicated right-of-way through the Property from Poland Road to Edgewater Street. Such dedication will be on an alignment substantially in accordance with that shown for Tall Cedars Parkway on the Concept Development Plan and will include additional dedication required for turn lanes in the ultimate U6M configuration for Tall Cedars Parkway.

The Applicants shall reserve and dedicate upon request, all necessary land, such that there is a minimum of 64' of dedicated right-of-way along the Property's northern boundary for the Future CLI Road from Poland Road to the Property's eastern boundary. Such right-of-way will be dedicated at no cost to Loudoun County.

PIN # 128-29-8327, Tall Cedar Estates Community Association

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. An easement plat, ESMT-2008-0067, which was recorded by Instrument # 20090224-0010289 on 02/24/09, provided right-of-way dedication to accommodate the road improvements to Poland Road pursuant to the development of Tall Cedars Estates and as shown on CPAP-2001-0166, which was approved on 06/20/02.

PIN # 128-29-8741, Michael Fay

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road.

PIN # 128-20-0456, Srinivas Dandibhotla Et Ux

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road.

PIN # 128-29-5220, Reserve At South Riding HOA

This parcel is subject to the proffers associated with ZMAP-2005-0014, Reserve at South Riding II, which was approved on 12/19/06. Pursuant to proffer III.B.5, prior to or concurrent with record plat approval, the Owner shall reserve for future dedication 35' from the existing centerline along the Property's frontage to Poland Road. Said right-of-way was provided by a record plat, SBRD-2009-0030, which was recorded by Instrument # 20110301-0013903 on 03/01/11.

III. TRANSPORTATION

B. Construction of Transportation Improvements

5. Poland Road Dedication. *The Owner shall prior to or concurrent with record plat or site plan approval, whichever is first in time, reserve for future dedication right-of-way along the Property's existing Poland Road frontage 35 feet from the centerline. Such area shall be dedicated when requested by the County or VDOT with construction to be provided by others.*

PIN # 128-20-1589, Edward P. Hane III

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. A subdivision plat, SBPR-2002-0028 which was recorded in plat cabinet F Slot 599 Pages 4-7 on 05/16/02, provided a quitclaim right-of-way taking approximately 12' wide and right-of-way dedication approximately 18' wide along the Property's frontage on Poland Road totaling 30' from the existing centerline.

PIN # 128-30-2105, Juan C. and Carla Gamboa

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. A subdivision plat, SBPR-2002-0028 which was recorded in plat cabinet F Slot 599 Pages 4-7 on 05/16/02, provided a quitclaim right-of-way taking approximately 12' wide and right-of-way dedication approximately 18' wide along the Property's frontage on Poland Road totaling 30' from the existing centerline.

PIN # 128-39-5556, Savoy Woods Estates Homeowners Association

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. A record plat, SBRD-2000-0077, recorded in Plat Cabinet F Slot 127 Pages 4-7 on 03/02/01, provided right of way dedication totaling 35' from the existing centerline of Poland Road to accommodate frontage improvements to Poland Road as shown on CPAP-2000-0035, which was approved on 11/03/00.

PIN # 128-30-0287, # 128-30-2892 and # 128-40-2706, Todd C & Nicole S Tarring R/S

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. Road improvements along the Property's frontage on Poland Road have been completed pursuant to proffer V.C.1 of ZCPA-2009-0010, Townes at East Gate and CPAP-2010-0071, bonded by #929400556.

PIN # 128-40-3222, Steven W & Martha J. Sencindiver

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. Road improvements along the Property's frontage on Poland Road have been completed pursuant to proffer V.C.1 of ZCPA-2009-0010, Townes at East Gate and CPAP-2010-0071, bonded by #929400556.

PIN # 128-40-3838, Keum Ja & Glenn H Kwak Et Al

No rezoning applications or special exceptions have been filed on this parcel; therefore, there are no proffers or conditions for right-of-way dedication, road improvements or cash contributions for Poland Road. Road improvements along the Property's frontage on Poland Road have been completed pursuant to proffer V.C.1 of ZCPA-2009-0010, Townes at East Gate and CPAP-2010-0071, bonded by #929400556.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer V.C.1 of ZCPA-2009-0010, Townes at East Gate, the Applicant shall bond and construct improvements to Poland Road from its intersection with Route 50 to a point approximately 250 feet south of the existing commercial entrance to PIN # 128-40-8530 (KT Enterprises) to accommodate a four lane configuration. These road improvements were provided by CPAP-2010-0071, bonded by #929400556, have been constructed and are open for traffic.
- Pursuant to Proffer V.C.4, the Applicant shall contribute a cash equivalent contribution to the County or its designee in the event that the proffered road improvements are constructed by others; This cash contribution is not due to the County because the Applicant constructed the proffered road improvements.

V. C.1. REGIONAL ROAD IMPROVEMENTS

Proffer V.C.1 of ZMAP-2002-0022 is hereby replaced with the following:

1. Poland Road Improvement at Route 50

Prior to the issuance of the first occupancy permit for any residential use on the site, the Applicant will bond and construct the following improvements (for the purposes of these proffers, the word "construct" shall mean open to the public for use, but does not necessarily mean accepted into the VDOT system for maintenance):

Poland Road from Route 50 to approximately 250 feet south of the existing commercial entrance to PIN 128-40-8530-000, will be constructed or bonded for construction to a four lane configuration. This four lane configuration will consist of a dedicated right turn lane which will serve the commercial entrances on PIN 128-40-4288-000 and PIN 128-40-8530-000, as well as being the dedicated right turn lane from northbound Poland Road to east bound Route 50. There will be one dedicated southbound lane and one dedicated northbound lane. The fourth lane will act as a receiving lane for the dual westbound turn lanes from Route 50 and then become a thru/left turn lane. A conceptual sketch of these improvements is shown on Sheet 6 of 9 of the Rezoning Application identified as "Conceptual Transportation Improvements."

V. C.4. Cash Equivalent Contribution

Unless otherwise provided in these proffers, the Applicants agree to contribute to the County or its designee an amount equal to the cost of constructing the transportation improvements described above in proffers V.C.1 and V.C.2, in lieu of actual construction if said improvements have been constructed or bonded by others prior to bonding for construction by the Applicants. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution

in lieu of actual construction shall occur at the time the Applicants would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for Poland Road.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Poland Road/Route 742 (#83)

Segment Location: South Riding Boulevard to Existing Poland Road

Category: Missing Link

Estimated Cost: \$6,199,200

Funding Options: There are no County or state funds allocated for this project.

Summary

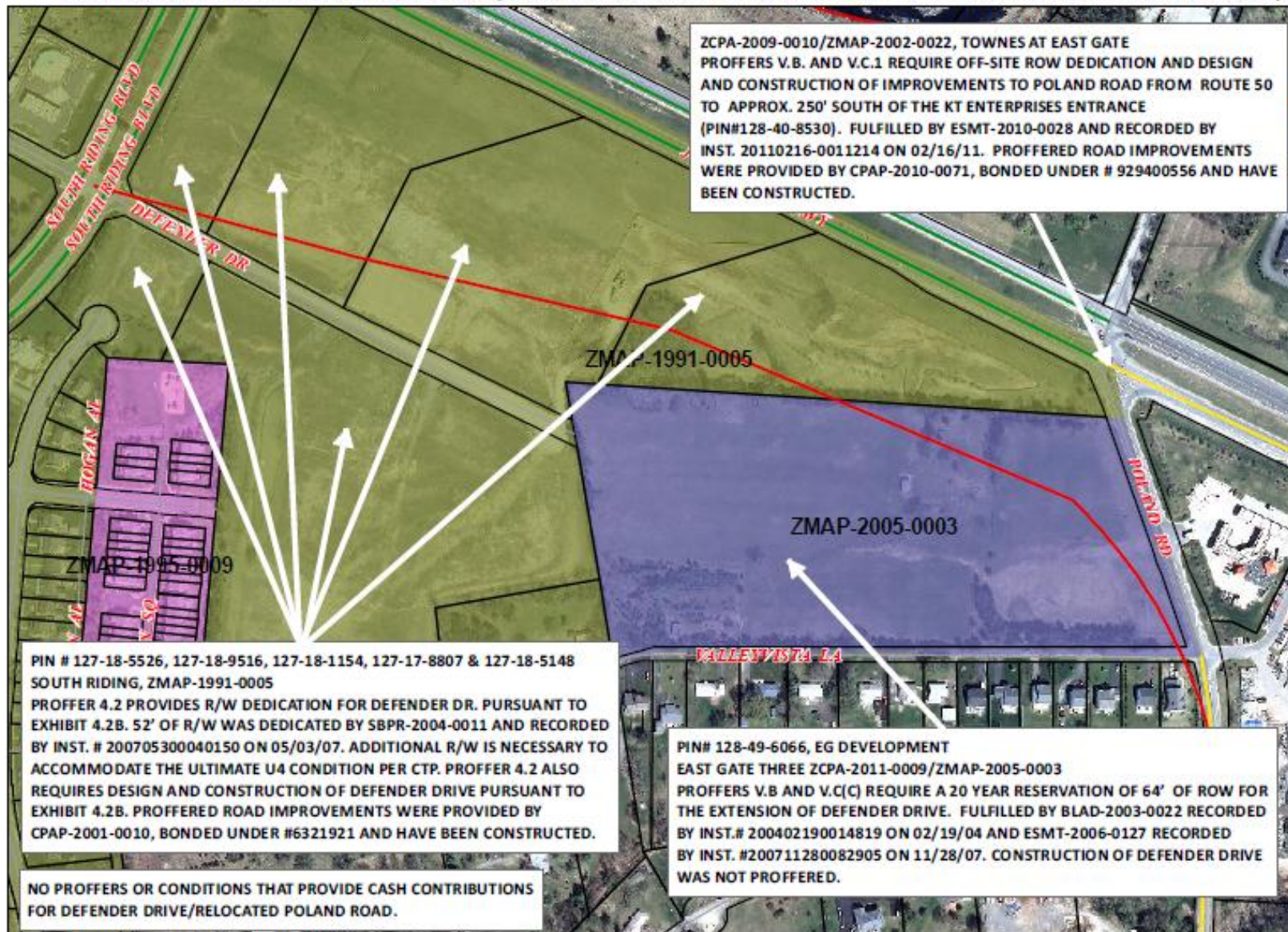
Right of Way: South Riding LP proffered and dedicated 52' of right-of-way dedication pursuant to ZMAP-1991-0005. The developer of East Gate Three proffered and dedicated 70' of right-of-way reservation pursuant to ZMAP-2005-0003/ZCPA-2011-0009. Additional right-of-way dedication is required through the South Riding properties to accommodate the ultimate design for Poland Road pursuant to the CTP.

Construction: The western section of Poland Road has been constructed through South Riding. The eastern section of Poland Road through East Gate Three has not been proffered for construction.

Funding Sources: There are no funds allocated for this segment of Poland Road.

Current Status: There is no activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT #83: POLAND ROAD (SOUTH RIDING BOULEVARD TO FAIRFAX COUNTY LINE)



— Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

Proffer/Conditions Analysis

ROW Status:

PIN # 127-18-5526, # 127-18-9516, # 127-18-1154 and 127-17-8807, South Riding LP, PIN # 127-18-5148, Sagar Hospitality LLC

These parcels are subject to the proffers and conditions of approval associated with the zoning map amendments and special exception applications listed below. Additionally, a portion of PIN # 127-18-5526 is subject to ZMAP-2002-0022, Townes at East Gate, which was approved on 10/18/05 and amended by a zoning concept plan amendment, ZCPA-2009-0010, which was approved on 05/10/10.

ZMAP-1991-0005 – South Riding - approved on 03/03/93

SPEX-1992-0010 – South Riding Flex/Industrial Uses - approved on 03/03/93

SPEX-1992-0011 – South Riding Hotel/Motel - approved on 03/03/93

ZCPA-1994-0006 – South Riding – approved on 10/18/95

ZCPA-1995-0006 – South Riding – approved on 09/18/96

ZMAP-1995-0012 – South Riding – approved on 09/18/96

Pursuant to Proffer V.B. of ZMAP-2002-0022, Townes at East Gate, the Applicant shall dedicate or obtain off-site right-of-way dedication necessary to construct the proffered road improvements to Poland Road from the Route 50/Poland Road intersection to approximately 250 feet south of the existing commercial entrance to PIN#128-40-8530 (KT Enterprises). The off-site right-of-way (0.0206 acres) on PIN # 127-18-5526 was provided by an easement plat, ESMT-2010-0028, which was recorded by Instrument #20110216-0011214 on 02/16/11.

V. B. RIGHT-OF-WAY DEDICATION AND/OR RESERVATION

The dedications and reservations described in this proffer shall be provided by the Applicants as part of the development of this Property. Dedication and reservation of land includes related easements outside the right-of-way, such as slope maintenance, storm drainage, and the utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property and for all planned public roadways within the Property. Applicants shall dedicate and/or reserve right-of-way and, as provided in this proffer, easements concurrent with or prior to approval of the Record Plat for that portion of the Property which includes or abuts the affected roadways. If requested to do so by the Loudoun County Board of Supervisors, the Applicants will dedicate the rights-of-way, and adjoining easements, described in this proffer, in advance of the timeframe stated above at no cost to Loudoun County. In such case, the Applicants will be granted a reasonable timeframe to review any and all construction plans and plats, prepared by others, upon which the requested dedications are based, prior to executing the Deed(s) of Dedication.

The Applicants shall dedicate any and all necessary land, such that there is a minimum of 35' of dedicated right-of-way along this Property's frontage from the existing centerline of Poland Road (Rt. 742). Where additional right-of-way is necessary due to adjustments in the horizontal alignment at Poland Road, due to engineering considerations, the Applicants will dedicate such additional right-of-way upon request.

The Applicants shall dedicate any, and all, necessary land such that there is a minimum of 120' of dedicated right-of-way through the Property from Poland Road to Edgewater Street. Such dedication will be on an alignment substantially in accordance with that shown for Tall Cedars Parkway on the Concept Development Plan and will include additional dedication required for turn lanes in the ultimate U6M configuration for Tall Cedars Parkway.

The Applicants shall reserve and dedicate upon request, all necessary land, such that there is a minimum of 64' of dedicated right-of-way along the Property's northern boundary for the Future CLI Road from Poland Road to the Property's eastern boundary. Such right-of-way will be dedicated at no cost to Loudoun County.

Pursuant to proffer 4.2 of ZMAP-1991-0005, South Riding, the applicant shall dedicate right-of-way for relocated Poland Road (now referred to as Defender Drive) pursuant to Exhibit 4.2B. A Preliminary/Record Plat, SBPR-2004-0011, which was recorded by Instrument #20070530-0040150 on 05/30/07, provided 52' of right-of-way dedication through the Property. Because ZMAP-1991-0005 was approved prior to the adoption of the Countywide Transportation Plan (CTP) additional right-of-way dedication is necessary to accommodate the ultimate condition (U4/70' ROW) of Poland Road.

4.2 Public/Private Streets

Roadways shall be designed and constructed as Street Type 1, Street Type 2 and Street Type 3 (as shown on Exhibit 4.2A) as publicly dedicated rights-of-way. The street types shown on Exhibit 4.2B as Street Type 4 and Street Type 5 shall be designed and constructed as publicly dedicated rights-of-way. On-street parking may be permitted on Street Types 3, 4 or 5 if approved by VDOT. Streets identified as Types 6, 7, 8, 9 and 10 depicted on Exhibit 4.2A and Exhibit 4.2B shall be constructed as private streets unless approved by VDOT as publicly dedicated rights-of-way.

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 as necessary to serve the site and as agreed upon between Developer and the County. All private streets shall conform to approved Loudoun County construction standards.

All street plans will be submitted for review and approval by the County and VDOT in the case of public streets and for review by VDOT and approval by the County in the case of private streets prior to construction.

PIN # 128-49-6066, E G Development LLC

This parcel is subject to the proffers associated with ZMAP-2005-0003, East Gate Three, approved on 02/21/06 as amended by ZCPA-2011-0009 which was approved on 11/09/11. Pursuant to proffers V.B and V.C.c, the Owner shall provide right-of-way dedication to accommodate the extension of Defender Drive through the property (realigned Poland Road) concurrent with approval of the first record plat or site plan, whichever occurs first in time. Said right-of-way shall be a reservation area 64 feet in width and shall be reserved for a period of 20 years.

A 70 foot wide right-of-way reservation area (2.2753 acres) was provided on a boundary line adjustment plat, BLAD-2003-0022, which was recorded by Instrument # 20040219-0014819 on 02/19/04. Along existing Poland Road, BLAD-2003-0022 also provided right-of-way dedication of 5' (totaling 30' of right-of-way from the existing centerline) north of the future realignment to intersect with Defender Drive and a 5' street reservation area (0.0659 acres) south of the future realignment to intersect with Defender Drive. An easement plat, ESMT-2006-0127, recorded by Instrument #20071128-0082905 on 11/28/07, provided additional right-of-way dedication totaling 32' from the existing centerline of Poland Road.

V. TRANSPORTATION

B. RIGHT-OF-WAY DEDICATION

The dedications described in this proffer shall be provided by the Owner as part of the development of the Property. Dedication of land includes related easements outside the right-of-way, including, but not limited to, slope maintenance, storm drainage, or utility relocation easements necessary to construct improvements to the public roads along the frontage of the Property and for all planned public roadways within the Property. The Owner shall dedicate right-of-way and, as provided in this proffer, easements concurrent with or prior to approval of Site Plans or Record Plat, whichever is first in time, for that portion of the Property which includes or abuts the affected roadways. If requested to do so by the County, the Owner shall dedicate the rights-of-way, and adjoining easements, described in this proffer, in advance of the time stated above at no cost to the County. The Owner will be granted a reasonable time to review any and all construction plans and plats upon which the requested dedications are based, prior to executing the Deed(s) of Dedication.

V.C.c Defender Drive. Prior to or concurrent with approval of the first record plat or site plan, whichever occurs first in time, on the Property, the Owner shall record a Deed of Reservation in favor of the County reserving for a period of 20 years a 64-foot right of way for the extension of Defender Drive through the Property, on an alignment substantially in accordance with that shown on the Rezoning Plat. The reservation shall provide that the Owner agrees to dedicate

this right of way, along with any needed construction easements, immediately upon request by Loudoun County or VDOT and at no cost to them.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer V.A of ZCPA-2011-0009, East Gate Three, the Applicant has proffered to provide notice to all future homeowners that Defender Drive is planned as a future interparcel access roadway. The Applicant has not proffered to construct future Defender Drive.

V. TRANSPORTATION

A. INTERNAL ROAD NETWORK

All roads on the Property will be constructed in accordance with Loudoun County's Land Subdivision and Development Ordinance and Facilities Standards Manual (FSM) to provide access to the internal parcels as they are developed. Where roads are to be built as public roads on the Property, they will be designed and constructed in accordance with the Virginia Department of Transportation ("VDOT") and County standards, or with modified standards as may be approved by VDOT and the County.

The Rezoning Plat shows future Defender Drive, a public roadway, as providing for future interparcel access. The Owner shall provide a notice in all sales documents for units located within the project, that such units are located adjoining a roadway that is planned to be converted to a through street in the future.

- Pursuant to proffer V.C.1 of ZCPA-2009-0010, Townes at East Gate, the Applicant shall bond and construct improvements to Poland Road from its intersection with Route 50 to a point approximately 250 feet south of the existing commercial entrance to PIN # 128-40-8530 (KT Enterprises) to accommodate a four lane configuration . These road improvements include the portion of the future realignment of Poland Road (through the property of East Gate Three) to connect with the existing Defender Drive. These road improvements were provided by CPAP-2010-0071, bonded by #929400556, have been constructed and are open for traffic.

Pursuant to Proffer V.C.4, the Applicant shall contribute a cash equivalent contribution to the County or its designee in the event that the proffered road improvements are constructed by others. There is no cash contribution due to the County because the Applicant constructed the proffered road improvements.

V. C.1. REGIONAL ROAD IMPROVEMENTS

Proffer V.C.1 of ZMAP-2002-0022 is hereby replaced with the following:

1. Poland Road Improvement at Route 50

Prior to the issuance of the first occupancy permit for any residential use on the site, the Applicant will bond and construct the following improvements (for the purposes of these proffers, the word "construct" shall mean open to the public for use, but does not necessarily mean accepted into the VDOT system for maintenance):

Poland Road from Route 50 to approximately 250 feet south of the existing commercial entrance to PIN 128-40-8530-000, will be constructed or bonded for construction to a four lane configuration. This four lane configuration will consist of a dedicated right turn lane which will serve the commercial entrances on PIN 128-40-4288-000 and PIN 128-40-8530-000, as well as being the dedicated right turn lane from northbound Poland Road to east bound Route 50. There will be one dedicated southbound lane and one dedicated northbound lane. The fourth lane will act as a receiving lane for the dual westbound turn lanes from Route 50 and then become a thru/left turn lane. A conceptual sketch of these improvements is shown on Sheet 6 of 9 of the Rezoning Application identified as "Conceptual Transportation Improvements."

V. C.4. Cash Equivalent Contribution

Unless otherwise provided in these proffers, the Applicants agree to contribute to the County or its designee an amount equal to the cost of constructing the transportation improvements described above in proffers V.C.1 and V.C.2, in lieu of actual construction if said improvements have been constructed or bonded by others prior to bonding for construction by the Applicants. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Applicants would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

- Pursuant to proffer 4.2 of ZMAP-1991-0005, the Applicant shall design and construct all onsite roadways in accordance with Exhibits 4.2A and 4.2B. Road improvements for Defender Drive were provided by CPAP-2004-0010 which was approved on 03/30/05. On 05/11/05, South Riding LP posted bond #6321921 for the proffered road improvements. The proffered road improvements have been constructed.

4.2 Public/Private Streets

Roadways shall be designed and constructed as Street Type 1, Street Type 2 and Street Type 3 (as shown on Exhibit 4.2A) as publicly dedicated rights-of-way. The street types shown on Exhibit 4.2B as Street Type 4 and Street Type 5 shall be designed and constructed as publicly dedicated rights-of-way. On-street parking may be permitted on Street Types 3, 4 or 5 if approved by VDOT. Streets identified as Types 6, 7, 8, 9 and 10 depicted on Exhibit 4.2A and Exhibit 4.2B shall be constructed as private streets unless approved by VDOT as publicly dedicated rights-of-way.

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 as necessary to serve the site and as agreed upon between Developer and the County. All private streets shall conform to approved Loudoun County construction standards.

All street plans will be submitted for review and approval by the County and VDOT in the case of public streets and for review by VDOT and approval by the County in the case of private streets prior to construction.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for Defender Drive/Relocated Poland Road.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Route US 50 Eastbound (#88)

Segment Location: Northstar Boulevard to Loudoun County Parkway

Category: Bottleneck

Estimated Cost: \$9,900,000

Funding Options: This is a proffered road segment; there are no County or State funds allocated.

Summary

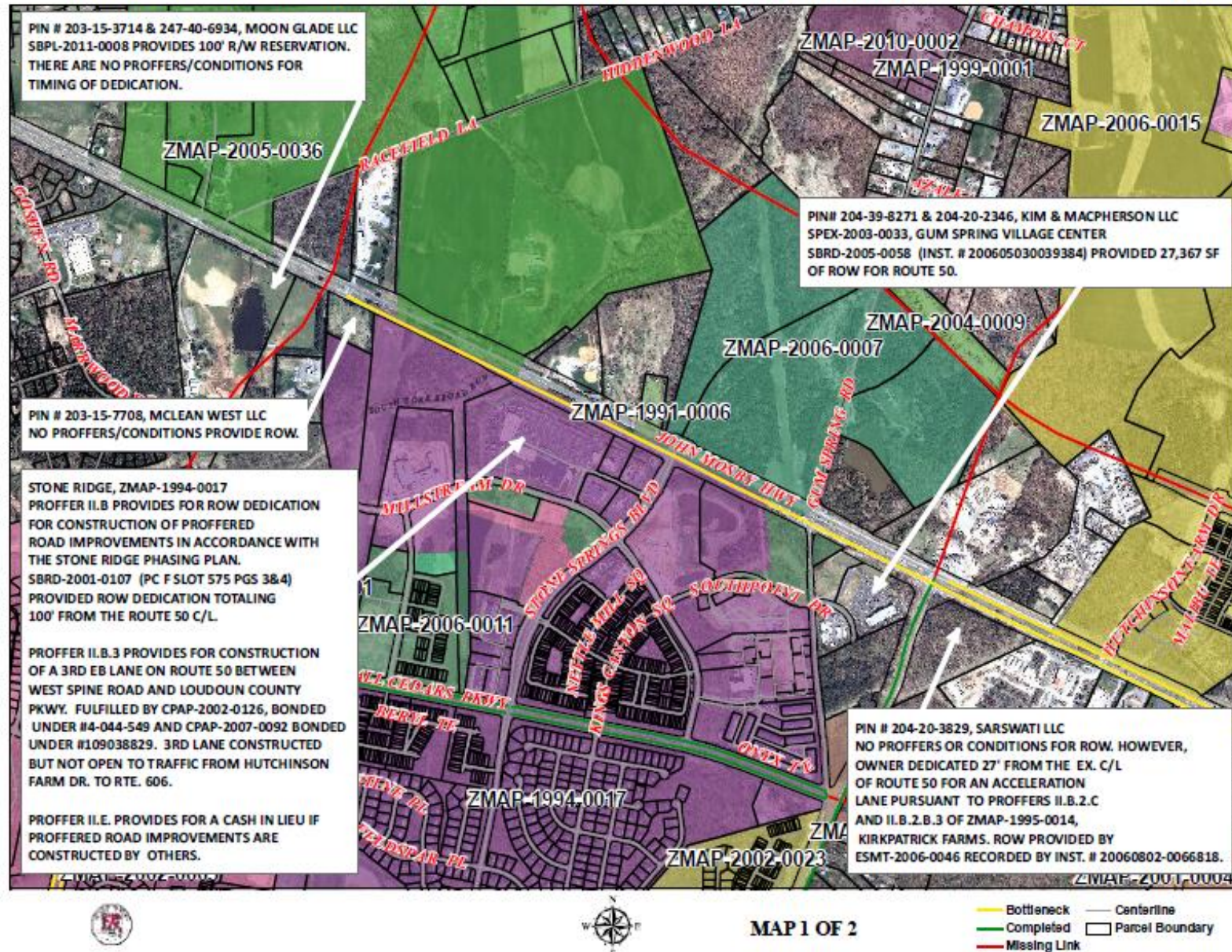
Right-of-Way: Sufficient right-of-way exists for this road improvement.

Construction: The third eastbound lane is in place between the south fork of the Broad Run to existing Gum Spring Road. This segment was constructed by the developer of Stone Ridge. The third eastbound lane from Gum Spring Road to Loudoun County Parkway is currently under construction by the developer of Stone Ridge but not yet opened to traffic.

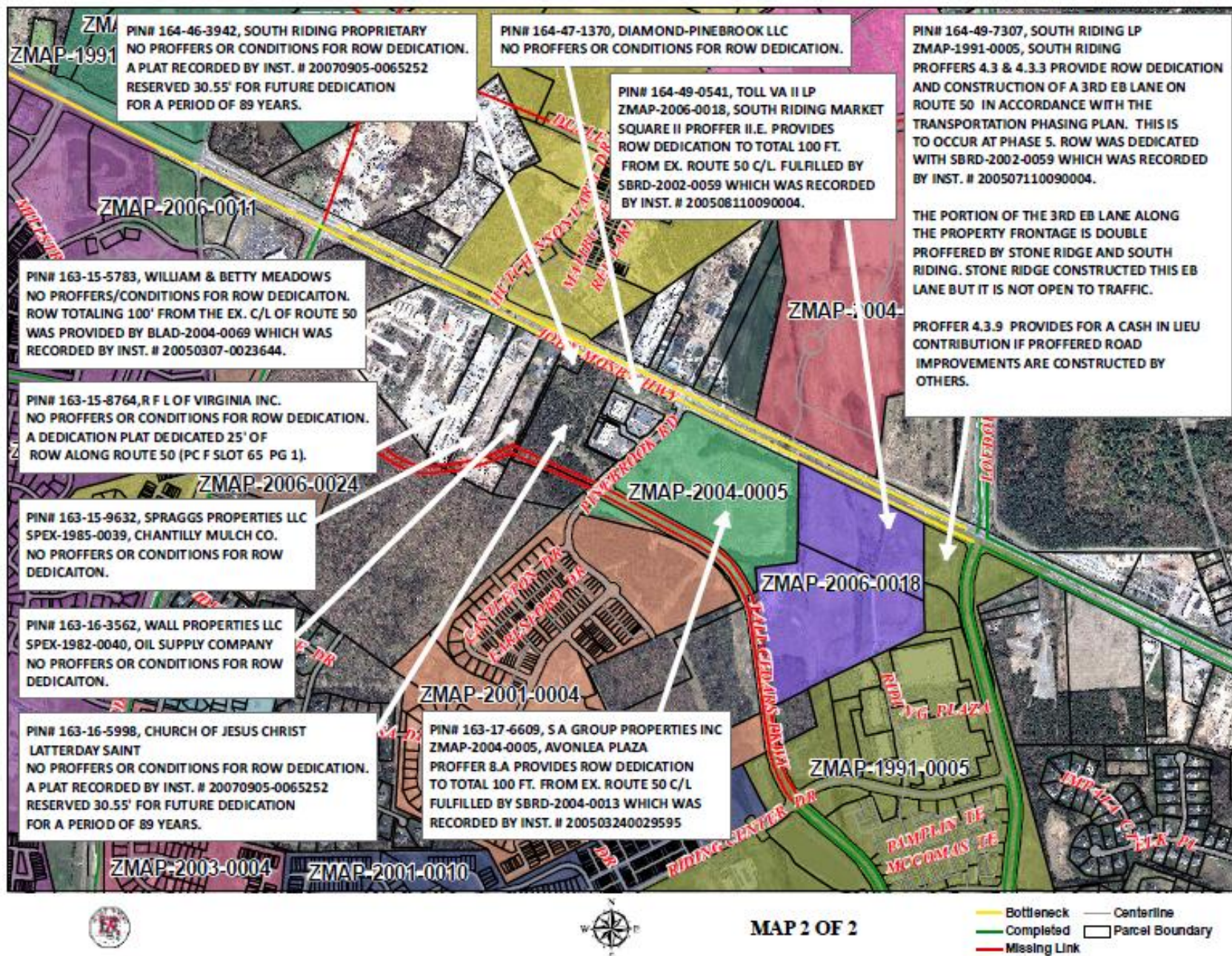
Funding Sources: This is a proffered road segment; there are no County or State funds allocated.

Current Status: The third eastbound lane is in place between the south fork of the Broad Run to existing Gum Spring Road. This segment was constructed by the developer of Stone Ridge. The third eastbound lane from Gum Spring Road to Loudoun County Parkway is currently under construction by the developer of Stone Ridge but not yet opened to traffic.

SEGMENT #88: ROUTE 50 (NORTHSTAR BOULEVARD TO LOUDOUN COUNTY PARKWAY)



SEGMENT #88: ROUTE 50 (NORTHSTAR BOULEVARD TO LOUDOUN COUNTY PARKWAY)



Proffer/Conditions Analysis

ROW Status:

PIN #203-15-3714 and PIN #247-40-6934, Moon Glade LLC

There is a 100 foot right-of-way reservation for Route 50 identified on preliminary subdivision application SBPL 2011-0008, which was approved on February 17, 2012. There are no proffers/conditions that provide the timing of the dedication or provides dedication at no cost. The actual reservation and any terms associated with any dedication will be established pursuant to completion of the corresponding record plat. Should no record plat be pursued, and the preliminary plat become null and void, the reservation identified on the preliminary subdivision application would cease to exist.

PIN# 203-15-7708, McLean West LLC

There are no proffers or conditions that provide for right-of-way dedication.

PIN# 204-46-2760 and # 205-36-2224 Stone Ridge Community Dev. LLC, #204-37-2198, #204-37-9689 and #204-38-1479, Stone Ridge Village Center LLC and # 204-38-4399, Loudoun County Board of Supervisors and various condominium owners.

These parcels are subject to the proffers associated with ZMAP-1994-0017, Stone Ridge, as amended by ZMAP-2002-0013/ZCPA-2002-0004, Stone Ridge, which as approved on 12/06/05, and ZMAP-2006-0011/ZCPA-2006-0003, Stone Ridge Commercial approved on 05/04/10.

Pursuant to proffer II.B. of ZMAP-1994-0017, the Owner shall dedicate land necessary to construct the proffered road improvements upon request by Loudoun County in advance of development on the Property and in accordance with Exhibit B, titled "Stone Ridge Phasing Plan". Right-of-way dedication totaling 100 feet from the existing centerline of Route 50 was provided on a record plat, SBRD-2001-0107, which was recorded in Plat Cabinet F Slot 575 Pages 3 and 4 on 04/24/02.

II.B. TRANSPORTATION PROFFERS

B. RIGHT-OF-WAY DEDICATION AND CONSTRUCTION

The improvements described below in the Proffer II shall be provided by the Owner as part of the development of Property. Dedication of land shall include related easements outside the right-of-way, such as slope, maintenance, storm drainage, temporary construction, and utility relocation easement, necessary to construct public roads and streets within the Property. Dedication of right-of-way and easements shall occur upon request by the County in advance of development on the Property by the Owner if others have prepared construction plans and profiles consistent with the CDP and require dedication to commence construction, provided, however, that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such advance dedication. The Owner acknowledges its responsibility, in accordance with current VDOT standards, to maintain all public streets constructed by the Owner until they are accepted for maintenance by VDOT.

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

PIN# 204-39-8271 and #204-20-2346 Kim & Macpherson LLC

This property is subject to the conditions of approval for the Gum Spring Village special exception application, SPEX 2003-0033, which was approved by the Board of Supervisors on November 1, 2004. Condition 1 requires that the site be developed in substantial conformance to the approved Concept Development Plan. The approved Concept Development Plan shows a “Route 50 Dedication Area”. This portion of condition 1 was fulfilled with the Gum Spring Village Center record plat, SBRD 2005-0058, and is shown on the plat recorded on 5/3/2006 with instrument #200605030039384 which dedicated 27,367 sq. ft. for public street purposes.

Conformance The Special Exception uses and associated site development shall conform to the Conditions described herein and conform to the Special Exception Plat prepared by Dewberry and Davis, LLC, dated December 17, 2003 and revised through July 19, 2004 (“the Plat”), consisting of Sheets 1 through 4 of 4, and the Revised 1993 Zoning Ordinance. Approval of this application does not imply modifications of or relieve the applicant of any Zoning Ordinance, Codified Ordinance, or any other requirement.

PIN# 204-20-3829, Sarswati LLC

There are no proffers or conditions that provide for right-of-way dedication. However, pursuant to proffers II.B.2.c and II.B.2.b.3 of ZMAP-1995-0014, Kirkpatrick Farms, which was approved on 07/02/97, the Owner dedicated right of way totaling 27’ from the existing centerline of Route 50 to accommodate an eastbound acceleration lane onto Route 50 at the intersection of West Spine Road/Route 50. The right-of-way was provided by ESMT-2006-0046 which was recorded by Instrument # 20060802-0066818 on 08/02/06.

c. Dedication of Rights-of-Way.

The Applicant shall dedicate to the County the following rights-of-way in order to accommodate Phase II construction:

- Subject to Section II.E., below, a right-of-way sixty feet (60’) from the Ultimate Centerline of Route 659 (approximately 2700 linear feet) from the northern boundary of the Property on the west side of Route 659 to the southern boundary of Stone Ridge (Tax Map 100, Parcel 44) on Route 659.*
- A ninety (90’) right-of-way, forty-five feet (45’) on both sides of the Ultimate Center Line of Route 620 from the eastern boundary of the Property on the north side of Route 620 to the western boundary of the Property on the north side of Route 620.*
- Subject to Section II.E., below, a right-of-way forty-five feet (45’) from the Ultimate Centerline of Route 620 from the eastern boundary line of the Property to Route 659.*

- *Subject to Section II.E., below, a right-of-way of up to sixty feet (60') from the ultimate center line of the West Spine Road from Tall Cedars Parkway to U.S. Route 50, together with that right-of-way reasonably necessary to enable the Applicant to construct the turn lane improvements proffered above at the West Spine Road and Route 50, unless said right-of-way has previously been provided by others.*

PIN# 163-15-5783, William J & Betty M Meadows

There are no proffers or conditions that provide for right-of-way dedication. However, the Owner dedicated right-of-way providing 100' from the existing centerline of Route 50 by a boundary line adjustment plat, BLAD-2004-0069, which was recorded by Instrument #20050307-0023644 on 03/07/05.

PIN# 163-15-8764, R F L OF Virginia INC.

There are no proffers or conditions for right-of-way dedication. A plat titled "Dedication Plat and Street Reservation on RFL of Virginia Inc.", which was recorded in PC F slot 65 Page 1 on 12/27/00, dedicated 25' of right-of-way from the property line along the Route 50.

PIN# 163-15-9632, Spraggs Properties LLC.

This parcel is subject to the conditions of approval associated with a special exception, SPEX-1985-0039, Chantilly Mulch Co., which was approved on 10/17/85. There are no conditions that provide right-of-way dedication for this segment of Route 50.

PIN# 163-16-3562 Wall Properties LLC.

This parcel is subject to the conditions of approval associated with a special exception, SPEX-1982-0040, Oil Supply Company, which was approved on 05/27/82. There are no conditions that provide right-of-way dedication for this segment of Route 50.

PIN# 164-46-3942, South Riding Proprietary

There are no proffers or conditions that provide for right-of-way dedication. A plat titled "Plat Showing Various Easements on Loudoun Medical Center", which was recorded by Instrument # 20070905-0065252 on 09/05/07, reserved 30.55 feet of right-of-way from the existing property line (providing a total right-of-way width of 60 feet from the existing centerline of the east bound lane) for future right-of-way dedication for this segment of Route 50. The reservation will be held for a period of 89 years and shall be dedicated upon request by Loudoun County.

PIN# 163-16-5998, Church Of Jesus Christ Latterday Saint

There are no proffers or conditions that provide for right-of-way dedication. A plat titled "Plat Showing Various Easements on Loudoun Medical Center", which was recorded by Instrument # 20070905-0065252 on 09/05/07, reserved 30.55 feet of right-of-way from the existing property line (providing a total right-of-way width of 60 feet from the existing centerline of the east bound lane) for future right-of-way dedication for this segment of Route 50. The reservation will be held for a period of 89 years and shall be dedicated upon request by Loudoun County.

PIN# 164-47-1370-Diamond-Pinebrook LLC

There are no proffers or conditions that provide right-of-way dedication for this segment of Route 50. A boundary line adjustment plat, BLAD-2006-0094, which was recorded by

Instrument # 200705180037765 on 05/18/07, provided 0.2523 acres of right-of-way reserved for public street dedication upon the request of Loudoun County at any time.

PIN# 163-17-6609, S A Group Properties INC.

This parcel is subject to the proffers associated with ZMAP-2004-0005, Avonlea Plaza, which was approved on 05/09/06.

Pursuant to proffer 8.A., prior to approval of the first site plan or record plat for development abutting Route 50, the Applicant shall dedicate right-of-way to provide 100 feet from the existing centerline of Route 50 along the Property's frontage. The proffered right-of-way was provided by a record plat, SBRD-2004-0013, which was recorded by Instrument # 20050324-0029595 on 03/24/05.

8. Roadway Dedications.

A. *Prior to County approval of application for first site plan or first record subdivision, whichever is first in time, for development on the Property abutting Route 50, or any time at the request of the County or VDOT, the Applicant shall dedicate to the County so much of the Property as is required to provide 100 feet from center line of Route 50 to the Property.*

PIN# 164-49-0541, Toll VA II LP

This parcel is subject to the proffers associated with ZMAP-2006-0018, South Riding Market Square II, which was approved on 05/05/09.

Pursuant to proffer II.E., upon request by Loudoun County or at the time of approval of the first site plan, the Owner shall dedicate right-of-way along Route 50 to accommodate a 100 foot right-of-way from the existing Route 50 centerline for construction, by others, of a third eastbound lane. A subdivision record plat, SBRD-2002-0059, which was recorded by Instrument #20050811-0090004 on 08/11/05, provided 0.10605 acres of right-of-way dedication along the Property frontage and also along PIN # 164-49-7307.

E. Regional Off-Site Right-of-Way

In an effort to facilitate construction of the off-site portions of the third eastbound lane of Route 50, at the time of approval of the first site plan for the Property, or upon request by Loudoun County or VDOT, whichever is earlier, the Owner shall dedicate without receipt of consideration or just compensation the Route 50 frontage of the Property sufficient to provide a 100 foot wide right-of-way from the existing Route 50 centerline for construction by others of a third eastbound lane for Route 50.

PIN# 164-49-7307, South Riding LP

This parcel is subject to the proffers associated with ZMAP-1991-0005, South Riding, which was approved on 03/03/93.

Pursuant to proffers 4.3 and 4.3.3, at the time of the first record plat or site plan approval, the Developer shall dedicate right-of-way necessary to construct a third eastbound lane on Route 50.

A subdivision record plat, SBRD-2002-0059, which was recorded by Instrument #20050811-0090004 on 08/11/05, provided 0.10605 acres of right-of-way dedication along the Property frontage and also along PIN # 164-49-0541

4.3 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.

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 or, in the case of the streets listed below constituting the regional roadway network within South Riding, earlier upon the request of the County. Should the County request the early dedication of certain right-of-way, such dedication shall not require construction plan approval and/or bonding earlier than would have been required under these proffers. The Developer shall provide performance guarantees for all roadway improvements in accordance with the requirements of the Land Subdivision and Development Ordinance. 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.

In the case of the north side of Braddock Road from Street I east to the County line and from Street A west to Route 659, the area of land necessary to construct the Street C/Route 50 interchange and the 500 ft. section of Street G from Route 621 east to the Developer's property line, all as shown on Exhibit 2.1A, where right-of-way and/or easements necessary for construction of proffered improvements cannot be obtained either: (i) voluntarily through donation or proffer to the County; or (ii) through purchase by the Developer; the Developer shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Developer including but not limited to land acquisition costs.

3. *Route 50: The Developer shall construct a third lane and appropriate turn lanes on the eastbound and westbound sides of Route 50 from 500 ft. west of the Property line to 500 ft. east of existing Route 742 and appropriate right turn lanes at existing public road intersections. No entrances onto Route 50 shall be constructed other than the roadway connections shown on the Concept Plan. The construction shall occur in two phases as specified on the Transportation Phasing Plan: (a) from approximately 500 feet west of Street C to 500 feet east of Route 742; and (b) west of the western property line to a point approximately 500 feet west of Street C in Phase 5. However, prior to commencement of Phase 4 development, the Developer shall undertake a traffic study, and if such study demonstrates a need for Route 50 widening west of the western property line to a*

point approximately 500 feet west of Street C prior to Phase 4, then it will be constructed at that time.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer II.B.3. of ZMAP-2002-0013/ZCPA-2002-0004, Stone Ridge, the Owner shall construct a third lane and appropriate turn lanes on the eastbound side of Route 50 from a point approximately 500 feet east of the Route 50/Route 659 intersection to the future Route 50/West Spine Road intersection and a third eastbound lane on Route 50 (within the Route 50 median) between West Spine Road and Loudoun County Parkway in Phases according to proffer 7 and Exhibit B (Stone Ridge Phasing Plan). It is noted that a portion of the third eastbound lane is double proffered by South Riding and Stone Ridge. The double proffered portion is from approximately 500' west of the western property line of PIN# 164-49-7307 to Route 606.

Proffer II.B.3.a was fulfilled with CPAP-2002-0126 which was approved on 06/03/03 and is bonded under #4-044-549. The remainder of proffer II.B.3 was fulfilled with CPAP-2007-0092 which was approved on 09/14/07 and is bonded under #109038829.

II.B.3. ROUTE 50 [Replaced in entirety by below]

The owner shall construct a third lane and appropriate turn lanes on the eastbound side of Route 50 (i) from a point approximately 500 feet east of the intersection of Route 50 and existing Route 659, to the future West Spine Road intersection with Route 50 and (ii) a multi-purpose trail on the south side of Route 50 in the location described below in proffer II. B.3. (b). All offsite construction is subject to right-of-way availability; however, the Owner shall seek in good faith to acquire right-of-way and shall request that the County exercise its power of eminent domain if necessary, as set forth in Paragraph II D 1 of the Existing Stone Ridge Proffers. This construction shall occur in phases, as follows:

- (a) Phase III A. The Phase IIIA improvements to Route 50 shall consist of a third eastbound lane on Route 50 from a point approximately 500 feet east of the intersection of Route 50 and existing Route 659, to the future West Spine Road intersection with Route 50. These improvements shall be constructed or bonded for construction at the earlier to occur of (i) the commencement of construction by others of the four-lane section of the West Spine Road from Tall Cedars Parkway to route 50 or (ii) the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5. In the event the West Spine Road from Tall Cedars Parkway to Route 50 is constructed by others in two phases with phase one being the northbound two lanes and phase two being the southbound two lanes, commencement of construction as used in (i) herein is defined as commencement of construction of such phase two.*

(b) Phase IIIB. The Owner shall construct an 8 foot-wide multi-purpose trail on the south side of Route 50 within the existing Route 50 right-of-way subject to the execution of all necessary documents by the County and VDOT. This trail shall extend from a point approximately 100 feet east of the bridges across the South Fork of Broad Run at Route 50 eastward across the Stone Ridge Frontage.

The Owner shall, within six months of the approval of this Application, submit construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. Unless directed by the County to pursue the construction of Route 659 Relocated references in paragraph II.C.3. (a) below prior to the final approval of said construction plan and profile's, the Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5.

Pursuant to proffers II.B.3.and II.B.7 of ZMAP-2006-0011/ZCPA-2006-0003, the Owner has submitted construction plans and profiles to the County for construction of a third eastbound lane on Route 50 between the West Spine Road and Loudoun County Parkway. The portion of the proffered road improvement between Hutchinson Farm Drive and Loudoun County Parkway has been constructed but is not open to traffic at this time.

3. ROUTE 50

The Owner has submitted construction plans and profiles to the County for the construction of a third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway. The Owner shall commence the construction of said Route 50 improvements prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.

7. PHASING PLAN

The transportation proffers set forth the timing and/or milestones of when various transportation improvements are to be bonded and constructed in relation to the number of zoning permits or occupancy permits issued for specific uses within certain land bays. For ease of reference by the County, these phasing limitations are set forth in table form on Exhibit B to these proffers and are incorporated herein by reference.

Pursuant to proffer II.E of ZMAP-1994-0017, Stone Ridge, if the proffered road improvements have been constructed by others, the Developer shall contribute to the County an amount equal to the actual cost of constructing the road improvements in lieu of actual construction.

E. CASH EQUIVALENT CONTRIBUTION

In all proffers wherein the Developer has agreed to construct road improvements, the Developer shall contribute to the County or its designee an

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

IB	These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase 1A.	
II	<p>1. Millstream Drive (formerly Granite Dr.) east from Stone Springs Blvd. (formerly Stone Ridge Pkwy.) to northern end of Land Bay GG (as shown on the CDP for ZMAP 1994-0017).</p> <p>2. Balance of Stone Springs Blvd. south to intersection of Greenstone Dr. (formerly Boulder Dr.).</p> <p>3. Construct additional lane on Rte. 50 eastbound from 500' east of existing Rt. 659/Rt. 50 intersection to 100' east of the south fork of Broad Run on Rt. 50.</p> <p>These improvements shall be bonded or under construction prior to the issuance of a zoning permit exceeding the permissible level of development for any of the categories of uses allowed in Phase IB.</p>	<p>In addition to the permissible level of development in Phase IB,</p> <p>1,634 additional residential</p> <p>338,574 additional GFA industrial</p> <p>214,715 additional GFA retail</p> <p>390,872 additional GFA office</p> <p>This would allow a cumulative total through Phase II of:</p> <p>2,792 residential</p> <p>462,074 GFA industrial</p> <p>314,715 GFA retail</p> <p>390,872 GFA office</p> <p>(Residential units in Land Bays 1, 2, 3, 4 and 5R excluded)</p>
IIIA	<p>1. Tall Cedars Parkway (4 lanes) from Millstream Drive to entrance to Public Use Site #2.</p> <p>2. Construct third eastbound lane on Rt 50 from 500' east of existing Rt. 659/Rt. 50 intersection to future West Spine Road.</p> <p>3. Route 50/Future West Spine Road intersection improvements.*</p> <p>4. Construct third eastbound lane on Route 50, within the Route 50 median, between the West Spine Road and Loudoun County Parkway.</p> <p>Unless otherwise noted below, these improvements shall be bonded or under construction prior to the issuance of the first residential zoning permit in Land Bays 1, 2, 3, 4 or 5R.</p>	<p>In addition to the permissible level of development in Phase II,</p> <p>300 residential units in Land Bays 1, 2, 3, 4 and 5R.</p>

- Pursuant to proffer II.B.2.b.3. of ZMAP-1995-0014, Kirkpatrick Farms, prior to issuance of any zoning permits for development associated with Phase II, the Applicant will construct or bond for construction an eastbound acceleration lane on Route 50 at the intersection of the West Spine Road and Route 50.

The proffered road improvements were provided by CPAP-2005-0130 which were bonded under Bond # KO7133220, constructed and are open to traffic.

II. TRANSPORTATION:

B. Phasing of Development.

2. Phase II (Land Bays F, G, 3 acre commercial/retail, J, K, L, M, O and Q1/Q2) - Prior to issuance of any zoning Permits for development associated with Phase II, the Applicant will construct or bond for construction the following transportation improvements:

a. Frontage Improvements.

1. Left and right turn lanes for both the north and south sides of Route 620, at the eastern site entrance to the Property on Route 620.

2. A half section of a four-lane divided major collector on Route 620 from the point of intersection at the eastern site entrance of the Property to the eastern boundary of the Property (approximately 1000 linear feet).

b. External, Non-Frontage Improvements.

1. Two additional lanes to existing Route 659 from the northern boundary of the Property approximately 2700 linear feet to the southern property line of Stone Ridge (Tax Map 100, Parcel 44) that abuts existing Route 659 (approximately 2700 linear feet). The existing two lanes shall become the northbound lanes of the four-lane divided facility and shall be improved to VDOT standards, with the Applicant dedicating right-of-way for and constructing an additional two lanes west of the existing lanes to become the ultimate southbound lanes. Location of two lane improvements may vary subject to final engineering and right-of-way acquisition, but must all lie on the same side of the Ultimate Center Line.

2. Two additional lanes to existing Route 659 from the southern property line of Stone Ridge (Tax Map 100, Parcel 44) to Tall Cedars Parkway (approximately 3200 linear feet). The existing two lanes shall become the northbound lanes of the four-lane divided facility and shall be improved to VDOT standards, with the Applicant utilizing right-of-way provided by the Stone

Ridge Development per Proffers in ZMAP 1994-0017, and constructing an additional two lanes west of the existing lanes to become the ultimate southbound lanes. Location of two lane improvements may vary subject to final engineering and right-of-way acquisition but must all lie on same side of Ultimate Center Line. Notwithstanding any other provision in this paragraph, the Applicant shall have no obligation to perform the proffers of this paragraph if they have been previously performed by others.

3. Two lanes of an urban, divided major collector from Tall Cedars Parkway to U.S. Route 50 along a proposed new alignment of the West Spine Road between said points of terminus. Such construction shall include the following turn lane improvements at the intersection of the West Spine Road/ and U.S. Route 50:

- a right turn lane northbound on the West Spine , Road; and*
 - an eastbound acceleration lane on Route 50.*
 - a westbound left turn lane on Route 50.*
- Pursuant to proffers 4.3.3 and 4.4. of ZMAP-1991-0005, South Riding, the Owner shall construct a third lane and appropriate turn lanes on the eastbound side of Route 50 in accordance with Table 3 titled "Transportation Phasing Plan for South Riding". This road improvement is to occur at Phase 5 of the transportation phasing plan. It is noted that a portion of the third eastbound lane is double proffered by South Riding and Stone Ridge. The double proffered portion is approximately 500' west of the western property line of PIN# 164-49-7307 to Route 606.

3. Route 50: The Developer shall construct a third lane and appropriate turn lanes on the eastbound and westbound sides of Route 50 from 500 ft. west of the Property line to 500 ft. east of existing Route 742 and appropriate right turn lanes at existing public road intersections. No entrances onto Route 50 shall be constructed other than the roadway connections shown on the Concept Plan. The construction shall occur in two phases as specified on the Transportation Phasing Plan: (a) from approximately 500 feet west of Street C to 500 feet east of Route 742; and (b) west of the western property line to a point approximately 500 feet west of Street C in Phase 5. However, prior to commencement of Phase 4 development, the Developer shall undertake a traffic study, and if such study demonstrates a need for Route 50 widening west of the western property line to a point approximately 500 feet west of Street C prior to Phase 4, then it will be constructed at that time.

4.4 Transportation Phasing Plan

On-site and off-site road improvements necessary to accommodate the development of South Riding and to provide additional peak hour regional capacity are outlined in the "Transportation Phasing Plan for South Riding,"

Table 3, dated July 1992, attached hereto and incorporated herein. The phases in Table 3 have no relationship to phases of development specified in Exhibit 3.0 and Tables 1 and 2.

The development of South Riding and the phasing of transportation improvements shall be accomplished in accordance with **Exhibit 4.4 Transportation Phasing Plan** and the transportation proffers as specified in this section. 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 zoning permit.

The development of residential units and commercial floor space within each phase may progress independently of the other and the Developer may advance to the next phase of development at any time provided that the transportation improvements required by the Transportation Phasing Plan for each such succeeding phase or sub-phase are constructed or bonded for construction prior to the issuance of the first zoning permit for each such phase or sub-phase. In the event right-of-way to be provided by others is not available, the Developer may nevertheless advance to the next phase of development. Developer may modify the proportion of uses within each phase upon review and approval by the County provided that the total Average Daily Trips within each phase does not increase.

All references to dwellings in the phasing chart exclude the bonus affordable dwelling units and accessory dwelling units with less than 600 square feet of floor area. All references to streets refer to **Exhibit 2.1A**.

<p style="text-align: center;">Table 3</p> <p style="text-align: center;"><u>Transportation Phasing Plan for South Riding</u></p> <p style="text-align: center;"><u>November, 1992</u></p> <p style="text-align: center;"><u>(Revised November 2002)</u></p>	
<u>Phase</u>	<u>Description of Transportation Improvements</u>
<p style="text-align: center;">Phase 5</p> <p>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.</p> <p>500,000 sq. ft. general industrial, Land Bay V.</p> <p>50,000 sq. ft. light industrial</p>	<p>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.</p> <p>2) Build third lane on north and south sides of Route 50 from 500 ft. west of Property line to west of Street C.</p>

100,000 sq. ft. office, Land Bay E.	3) Build 4 lane Street A from 606 Extended 1000 ft. South.
35,000 sq. ft. retail, Land Bay H.	4) Build South Collector from Route 606 extended west to Street A
73,108 sf.ft. office, 29,481 Sf. Ft. retail, a gas station and the Public Safety Center	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 E to east property line.
	7) Complete Street A.
	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.

Pursuant to proffer 4.3.9. of ZMAP-1991-0005, South Riding, the Developer shall contribute to the County an amount equal to the cost of actual construction for any proffered road improvements that have been constructed by others.

9. Signalization of Regional Roadway Network: The Developer shall install signalization at such time as specified in the Transportation Phasing plan at the intersections of:

- (1) Route 50 and Street C;*
- (2) Braddock Road and Route 606 extended; and*
- (3) Route 606 and Route 50.*

In addition, Developer shall provide signalization of on-site roads at such time as VDOT warrants are met at the following intersections: South Collector and Street C; and Route 606 extended and Street G and one-half the cost of Street A and Route 606 extended.

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 or if right of way is not available at the time the improvement is scheduled for construction in the Transportation Phasing Plan, unless expressly provided to the contrary herein. 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 bonding the improvements. As determined by the County such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property. IN the event of a disagreement over the cost amount, the Loudoun County Board of Supervisors shall make the final determination.

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

Proffer Information – Cash Contributions:

- There are no cash proffers that provide for construction of improvements to this segment of Route 50.

Disclaimer:

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Name of Segment: Route 50 North Collector (Item #95)

Segment Location: Between South Riding Boulevard and Wade Drive

Category: Missing Link

Estimated Cost: \$18,597,600

Funding Options: There are no funds allocated for the design and construction of this portion of the Route 50 North Collector Road.

Summary

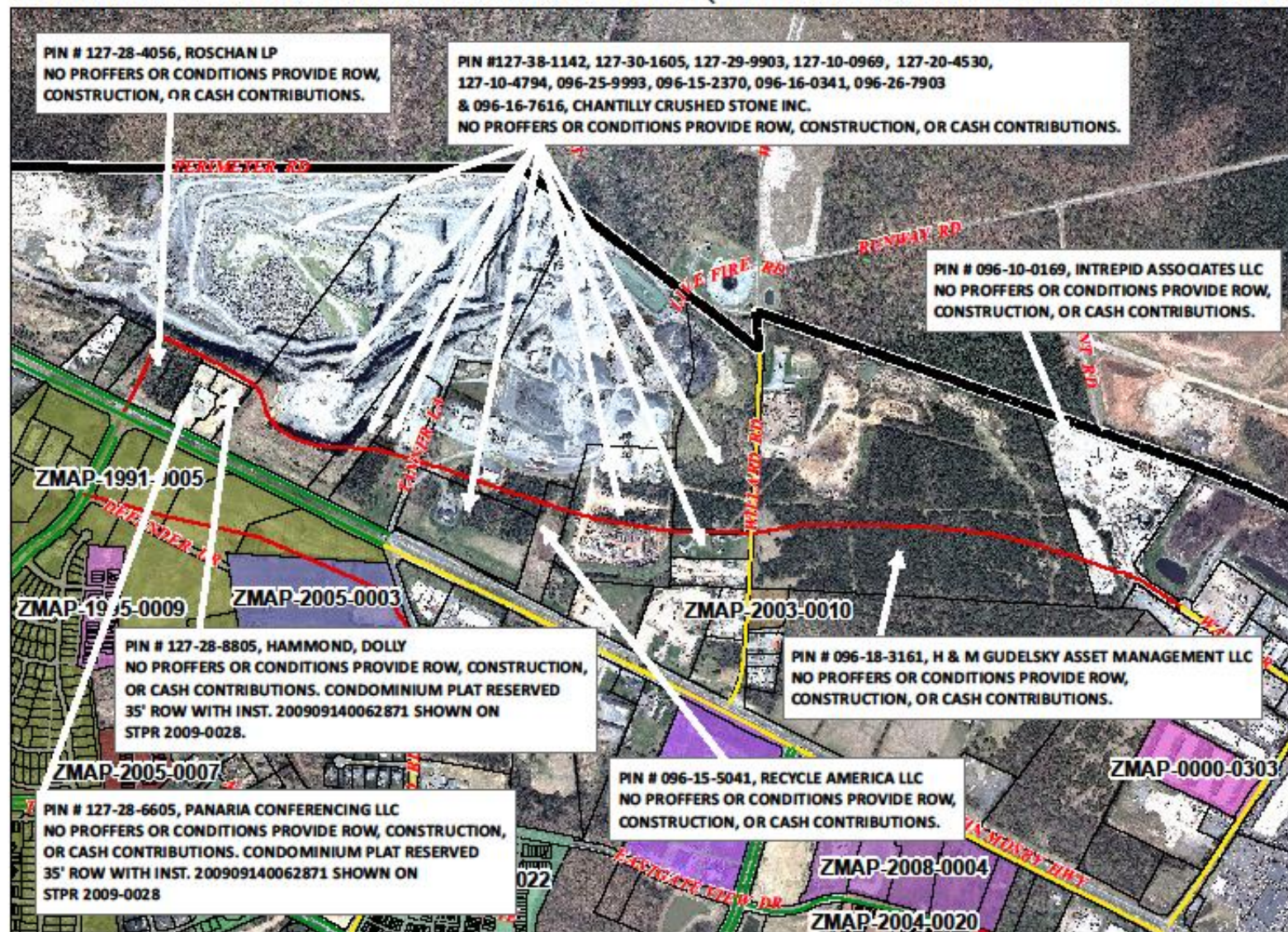
Right-of-Way: None of the right-of-way for this road segment is proffered or conditioned. It is noted that one property owner, Chantilly Crushed Stone, owns a significant portion of this road's alignment.

Construction: There are no proffers or conditions that provide construction of this segment of the Route 50 North Collector Road.

Funding Sources: There are no cash proffers or conditions that provide funding for design and construction of this road.

Current Status: There is no activity on this road segment. A funding source will have to be identified to move this project forward.

SEGMENT # 95: ROUTE 50 NORTH COLLECTOR ROAD (SOUTH RIDING BOULEVARD TO WADE DRIVE)



Proffer/Condition Analysis

ROW Status:

PIN #127-28-4056, ROSCHAN LP

There are no proffers or conditions that provide right-of-way dedication for the Route 50 North Collector Road.

PIN #127-28-6605, PANARIA CONFERENCING LLC

There are no proffers or conditions that provide right-of-way dedication for the North Collector Road. The Ariana and Hammond Center Land Condominium plat recorded September 14, 2009 with instrument 200909140062871 contains a 35 foot right-of-way reservation along the alignment of the future Route 50 North Collector Road. This reservation is also depicted on the Ariana & Hammond Center site plan, which was most recently revised with STPR 2009-0028.

PIN #127-28-8805, HAMMOND, DOLLY

There are no proffers or conditions that provide right-of-way dedication for the North Collector Road. The Ariana and Hammond Center Land Condominium plat recorded September 14, 2009 with instrument 200909140062871 contains a 35 foot right-of-way reservation along the alignment of the future Route 50 North Collector Road. This reservation is also depicted on the Ariana & Hammond Center site plan, which was most recently revised with STPR 2009-0028.

PIN #127-38-1142, PIN #127-30-1605, PIN #127-29-9903, PIN #127-10-0969, PIN #127-20-4530, PIN# 127-10-4794, PIN #096-25-9993, PIN# 096-15-2370, PIN # 096-16-0341, PIN # 096-26-7903 & PIN # 096-16-7616, CHANTILLY CRUSHED STONE INC

There are no proffers or conditions that provide right-of-way dedication for the Route 50 North Collector Road.

PIN #096-15-5041, RECYCLE AMERICA LLC

There are no proffers or conditions that provide right-of-way dedication for the Route 50 North Collector Road.

PIN 096-18-3161, H & M GUDELSKY ASSET MANAGEMENT LLC,

There are no proffers or conditions that provide right-of-way dedication for the Route 50 North Collector Road.

PIN #096-10-0169, INTREPID ASSOCIATES LLC

There are no proffers or conditions that provide right-of-way dedication for the Route 50 North Collector Road.

Proffer Information – Construction and Cash in Lieu:

There are no proffers or conditions that provide construction of this segment of the Route 50 North Collector Road.

Proffer Information – Cash Contributions:

There are no cash proffers or conditions pledged for construction of this segment of the Route 50 North Collector Road.

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Name of Segment: Route 50 North Collector Road (Item #96)

Segment Location: Wade Drive to Pleasant Valley Road

Category: Bottleneck

Estimated Cost: \$1,755,000

Funding Options: There are no funds allocated for this segment of the Route 50 North Collector Road.

Summary

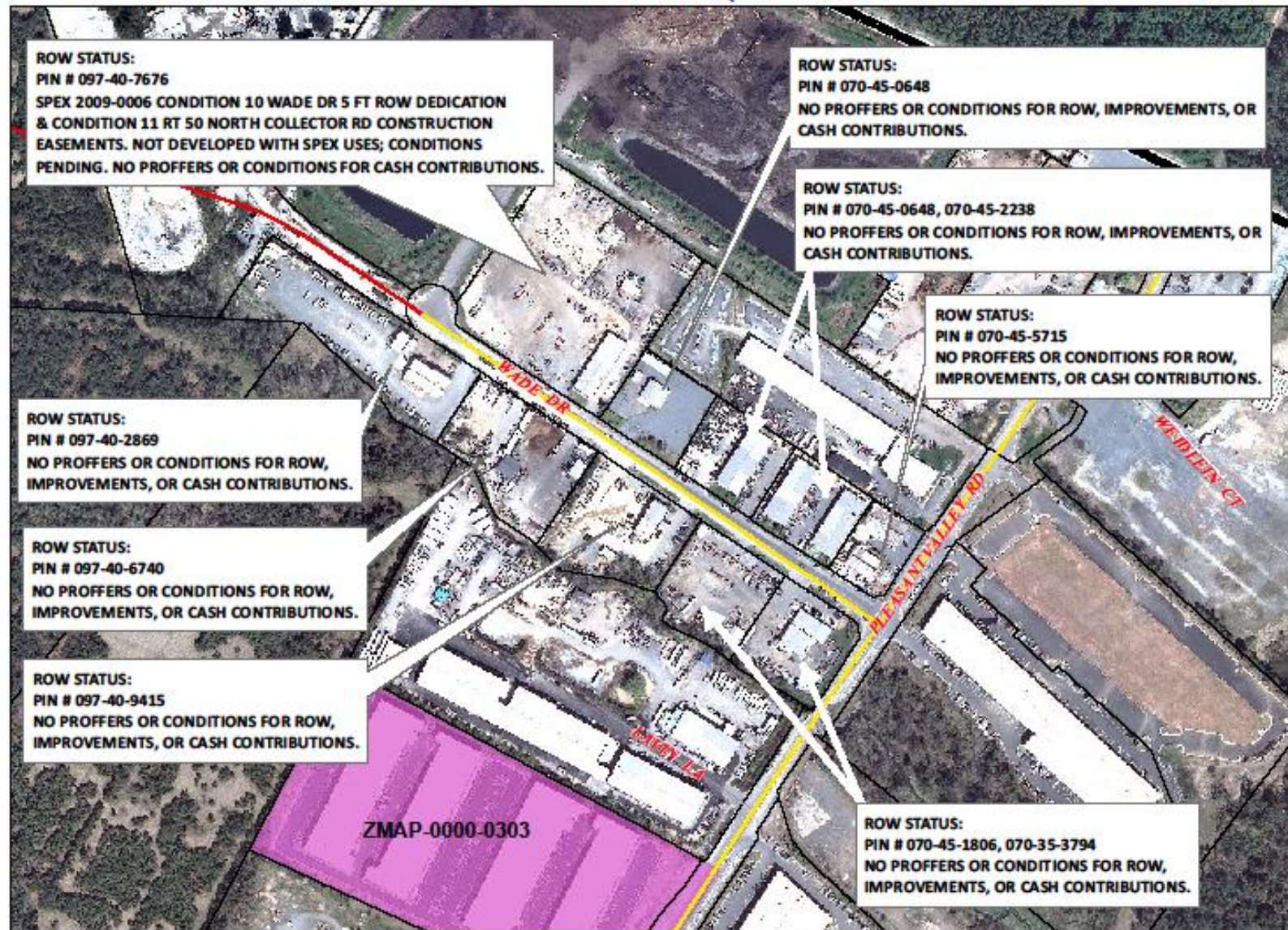
Right-of-Way: There is a special exception condition that provides for right-of-way dedication and easements from one of the ten parcels adjacent to existing Wade Drive. However, the special exception use has not been developed on the property; therefore, the condition has not been triggered.

Construction: There are no proffers or conditions that provide for construction of this segment of the Route 50 North Collector Road.

Funding Sources: There are no cash contributions provided by proffers or conditions.

Current Status: There is no activity on this road segment. A funding source will have to be identified to move this project to the right of way acquisition and construction phases.

SEGMENT # 96: ROUTE 50 NORTH COLLECTOR ROAD (WADE DRIVE TO PLEASANT VALLEY ROAD)



Proffer/Condition Analysis

ROW Status:

PIN #097-40-7676, DULLES SOUTH PROPERTIES LLC

This property is subject to the conditions of approval for the special exception application that was approved on March 8, 2010 for Dulles Industrial Park South Lot 1, SPEX 2009-0006. Conditions 10 provides for the dedication of five feet along the property's Wade Drive frontage and condition 11 provides for easements necessary for the construction of improvements for the future Route 50 North Collector Road. At this time, the property has not been developed with the special exception uses; therefore, these conditions are pending.

*10. **Right of Way.** Upon written request by the Virginia Department of Transportation (VDOT) or the County, the Applicant shall dedicate to the County or VDOT, as applicable, five feet (5') of right of way along the Property's frontage to Wade Drive (Route 872) for public street purposes including without limitation the construction of the planned Route 50 North Collector Road. Such dedication shall be provided at no public cost.*

*11. **Easements.** Upon written request by VDOT or the County, the applicant shall grant construction, drainage, and all other easements necessary for the construction of the public street improvements referenced in Condition 10 above, at no public cost.*

PIN #070-45-0648, ROSSEN HOLDINGS LLC

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

PIN # 070-45-2238, PIN # 070-45-4026, WADE DRIVE LIMITED PARTNERSHIP

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

PIN # 070-45-5715-001, J N P PROPERTIES LLC,

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

PIN # 097-40-2869, SAND BRANCH LLC

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

PIN # 097-40-6740, PETERS LANDSCAPE INC

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

PIN # 097-40-9415, AMERICAN INFRASTRUCTURE INC

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

PIN # 070-45-1806 and PIN # 070-35-3794, T B S LIMITED LLC

There are no proffers or conditions that provide right-of-way for existing Wade Drive/future Route 50 North Collector Road.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers or conditions that provide for construction and/or cash in lieu of construction.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for Wade Drive/future Route 50 North Collector Road.

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Name of Segment: Route US 50 westbound (#87)

Segment Location: Loudoun County Parkway to Arcola Boulevard/West Spine Road

Category: Bottleneck

Estimated Cost: \$9,297,500

Funding Options: This road improvement is proffered to by the developers of Arcola Center and Dulles Landing; there are no County or state funds allocated for this project.

Summary

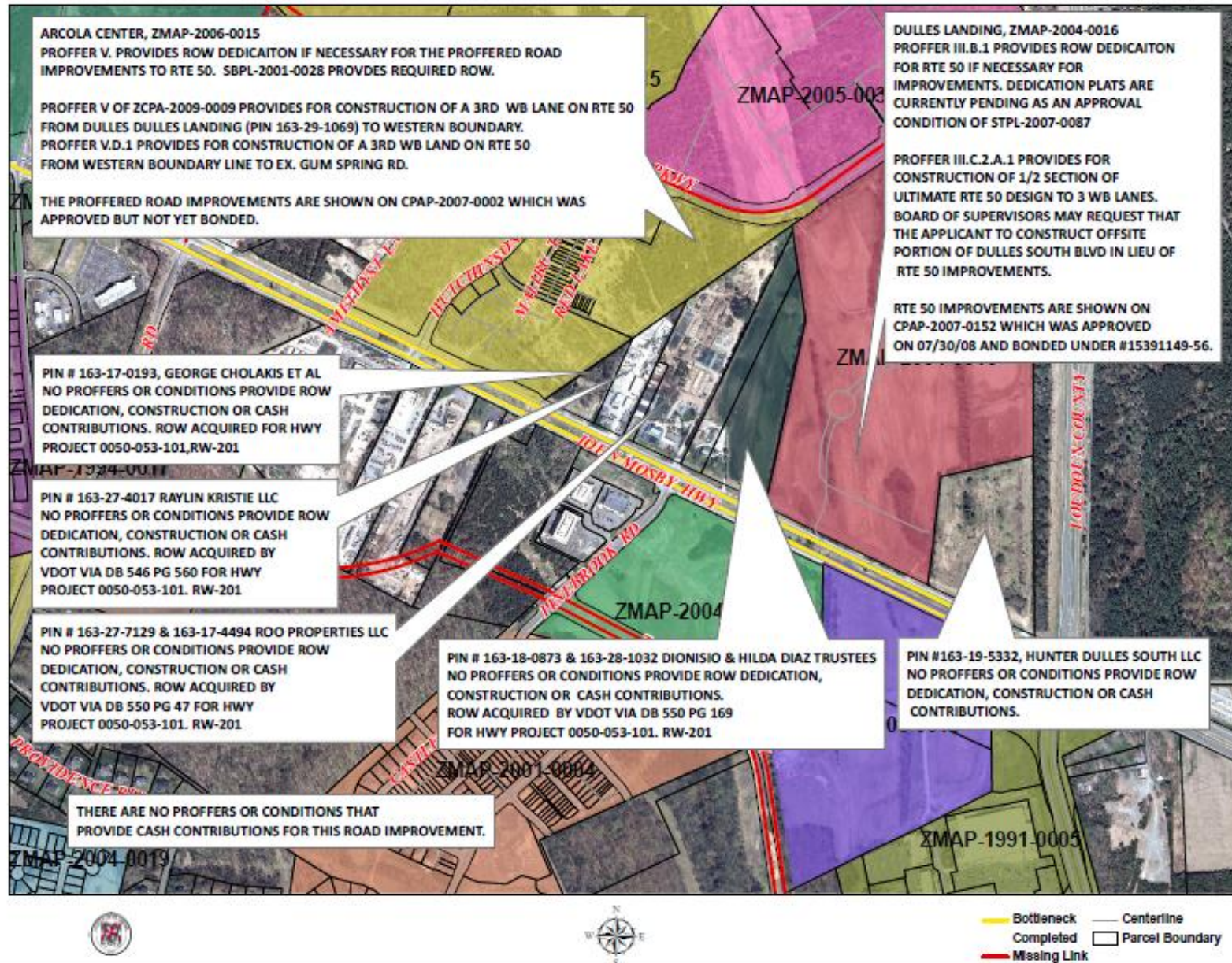
Right-of-Way: Sufficient right-of-way exists for the proffered road improvements.

Construction: The proffered road improvements are provided on CPAP-2007-0152 and CPAP-2007-0002 which have not been bonded.

Funding Sources: This road improvement is proffered to by the developers of Arcola Center and Dulles Landing; there are no County or state funds allocated for this project.

Current Status: Construction of the Route 50/Hutchinson Farm Drive intersection is complete. The remaining road improvements have not been constructed.

SEGMENT #87:ROUTE 50 (NORTHSTAR BOULEVARD TO LOUDOUN COUNTY PARKWAY)



Proffer/Conditions Analysis

ROW Status:

PIN# 163-19-5332, Hunter Dulles South LLC

There are no proffers or conditions that provide for right-of-way dedication, construction or cash contributions from this parcel.

PIN# 163-29-1069, Beatty Limited Partnership

This property is subject to the proffers of Dulles Landing, ZMAP 2004-0016, which was approved by the Board of Supervisors on 06/19/07 and conditions of approval associated with SPEX-2008-0004, approved on 09/02/08, and SPEX-2008-0064, which was approved on 07/21/64.

Pursuant to proffer III. B.1, in conjunction with approval of the first record plat or site plan, whichever is first in time, the Applicant shall dedicate right-of-way for the widening of Route 50, if required. In the event that right-of-way is necessary for the Route 50 improvements by others, the Applicant shall dedicate said right-of-way within 60 days of written notification by the County.

A site plan, STPL-2007-0087, which was conditionally approved on 04/26/12, requires that any and all dedication plats necessary for the right-of-way for Route 50 be approved and recorded prior to final approval.

III.B.1

The Applicant shall dedicate right-of-way, for the widening of Route 50, if required. Said area shall be dedicated in conjunction with the first record plat or first site plan approved for the Subject Property, whichever occurs first in time, subject to final review and approval by the County and VDOT. In addition to providing for the above referenced right-of-way dedication, the Applicant shall grant all necessary easements relating to road construction for utilities, drainage, grading, slope maintenance and storm drainage. Such dedication shall be provided prior to approval of the first record plat or first site plan, whichever is first in time. However, in the event that said right-of-way is needed for the construction of the Route 50 improvements by others, the Applicant shall dedicate said right-of-way for Route 50 upon 60 days written notification by the County to the Applicant.

PIN# 163-18-0873 and #163-28-1032, and Diaz, Dionisio & Hilda Trustees

There are no proffers or conditions that provide for right-of-way dedication from this parcel. The existing right-of-way was acquired by VDOT by an Abatement Deed recorded in DB 550 PG 169 on 03/27/72 and as shown on Page 9 of State Highway Project 0050-053-101, RW-201.

PIN# 163-27-7129, and #163-17-4494 ROO Properties LLC

There are no proffers or conditions that provide for right-of-way dedication from this parcel. The existing right-of-way was acquired by VDOT by a Certificate of Take recorded in DB 550 PG 47 on 03/26/72 and as shown on Page 9 of State Highway Project 0050-053-101, RW-201.

PIN# 163-27-4017 Raylin Kristie LLC

There are no proffers or conditions that provide for right-of-way dedication from this parcel. The existing right-of-way was acquired by VDOT by a Certificate of Take recorded in DB 546 PG 560 on 04/03/72 and as shown on Page 9 of State Highway Project 0050-053-101, RW-201.

PIN# 163-17-0193 Bilidas, George, L G Cholakakis ET AL

There are no proffers or conditions that provide for right-of-way dedication from this parcel. The existing right-of-way was acquired by as shown on Page 9 of State Highway Project 0050-053-101, RW-201.

PIN# 163-26-3341 Arcola Residential Development LLC & NVR and # 163-26-5032 Arcola Residential Development LLC

This property is subject to the proffers and conditions of approval associated with ZMAP-2006-0017, Main Street at Arcola Center, approved on 02/02/07, ZMAP-2006-0015, Arcola Center, approved on 12/04/07 and SPEX-2007-0007, Arcola Center, approved on 12/04/07 as amended by ZCPA-2009-0009, Arcola Center, which was approved on 04/04/11. It is noted that Arcola Center LLC has submitted ZMAP-2012-0005 and ZCPA-2012-0004, Arcola Center, on 03/08/12. Draft proffers have been submitted; however, at this time, they do not include any revised proffers for right-of-way dedication for Route 50.

Pursuant to proffer V. of ZMAP-2006-0015, the Applicant is required to dedicate the onsite right-of-way necessary associated with the proffered road improvements (see below for construction proffer language). In addition, pursuant to proffer V.E., in the event that others decide to construct the proffered road improvements, the Applicant shall, within 30 days of receipt of a written request by the County, execute plans and deeds prepared by others for right-of-way dedication.

A preliminary subdivision plan plat, SBPL-2001-0028, which was approved on 12/28/01, provides a 5' right-of-way reservation along PIN #163-26-5032. The existing right-of-way on the remaining parcels is sufficient to construct the proffered road improvements.

V. TRANSPORTATION

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., 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.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer III.C.2.a.1 of ZMAP-2004-0016, Dulles Landing, the Applicant shall construct a half section of the planned improvements to westbound Route 50 to three lanes across the Property's frontage, including necessary turn lanes into the property ("Frontage Improvements"). The improvements shall be bonded for construction prior to approval of the first site plan or first record plat, whichever is first in time.

However, at the direction of the Board Supervisors, the Applicant shall construct or bond for construction a portion of the Dulles South Boulevard offsite, west of the subject property, in lieu of the Frontage Improvements along Route 50. This portion of the Dulles South Boulevard shall be equal in value to the cost of the Route 50 Frontage Improvements. If others have already constructed this portion of the Dulles South Boulevard then the portion to be constructed or bonded for construction shall be the portion located immediately west of the termination point of such construction to a point which accesses a north/south roadway connecting to Route 50. If this cost of this portion of Dulles South Boulevard exceeds the cost of the Frontage Improvements, then, at the direction of the Board of Supervisors, the Applicant shall either construct the Frontage Improvements or provide a cash equivalent to the cost of the Frontage Improvements to the County for use in a unified project to complete such portion of the Dulles South Boulevard.

The proffered Route 50 improvements are provided on CPAP-2007-0152, which was approved on 07/30/08 and bonded under bond # 15391149-569 on 2/20/13.. It is noted that STPL-2007-0087 was conditionally approved on 04/26/12.

III. TRANSPORTATION

C. ROAD IMPROVEMENTS

2. Site Generated Road Improvements

*a. **Route 50***

1. Frontage Improvements. The Applicant shall construct a half section of the planned improvements to Route 50 across the Subject Property's frontage. The planned improvements shall include widening westbound Route 50 to three lanes across the frontage of the Subject Property, adding required turn lanes into the Subject Property ("The Frontage Improvements"), as may be required by VDOT. The improvements shall be bonded for construction prior to approval of the first site plan or first record plat for development on the Subject Property whichever is first in time.

However, at the direction of the Board of Supervisors, the Applicant shall construct or bond for construction a portion of the Dulles South Boulevard (North Collector Road) offsite, west of the Subject Property, in lieu of construction of The Frontage Improvements, as defined in the paragraph above, across the Subject Property along Route 50. The portion of Dulles South Boulevard (North Collector Road) to be constructed shall be equal in value to the cost of construction of The Frontage Improvements. The portion of Dulles South Boulevard (North Collector Road) to be constructed or bonded for construction shall be the portion located immediately west of the western property line of the Subject Property or, if others have already constructed Dulles South Boulevard (North Collector Road) so that it terminates west of the western property line of the Subject Property, then the portion to be constructed or bonded for construction shall be the

portion of the Dulles South Boulevard (North Collector Road) located immediately west of the termination point of such construction. Construction of Dulles South Boulevard (North Collector Road) pursuant to this provision shall be to a point which accesses a north/south roadway connecting to Route 50. If construction of such portion would cost more than the cost of constructing The Frontage Improvements, then, at the direction of the Board of Supervisors, the Applicant shall either construct The Frontage Improvements or provide cash equivalent to the cost of The Frontage Improvements to the County for use in a unified project when additional funding is available from another source to complete such portion of the Dulles South Boulevard (North Collector Road). However, if the Applicant constructs such portion of Dulles South Boulevard (North Collector Road) and the cost of constructing this portion of Dulles South Boulevard (North Collector Road) is less than the cost of The Frontage Improvements, then the Applicant shall provide the County with the cash equivalent to the difference, for use in providing regional road improvements. With the submission of the first site plan or first record plat, whichever is first in time, the Applicant shall request, in written form, that the Board of Supervisors provide direction pursuant to this provision. Such decision shall not be unreasonably withheld. The value of said improvements, and thus the extent of such improvements, shall be based upon the actual construction costs of The Frontage Improvements, if they have been constructed by others, or upon a written cost estimate for The Frontage Improvements prepared by the Applicant, and submitted by the Applicant to the County for review and approval, at the time of submission of the first site plan or first record subdivision application, whichever is first in time.

Pursuant to proffer III.C.2.a.2 of ZMAP-2004-0016, Dulles Landing, the entrance for the Property on Route 50 shall be removed at such time as the northwest quadrant of the Route 50/606 interchange has commenced. Construction of the interchange has not commenced at this time.

Entrance. *The entrance for the Subject Property on Route 50, as shown on the CDP, shall be removed at such time as construction in the northwest quadrant of the Route 50/Route 606 (Loudoun County Parkway) interchange has commenced, as determined by the County and/or VDOT. Upon closure of said Route 50 entrance, right of way for said entrance within the Subject Property, to include any right of way used for construction or in any other way associated with the provision for site access, such as a deceleration lane, shall be vacated and all rights and ownership shall revert solely to Applicant. The Applicant shall initiate the process to vacate such right-of-way. Further, the Applicant shall*

pay for all costs associated with removal of the entrance and the vacation of the right-of-way. The land under the entrance shall be zoned PD-CC-RC, consistent with the adjacent land, and upon vacation of said entrance shall be developed in accordance with the proffers and Concept Development Plan approved as part of this rezoning application.

Pursuant to proffer III.M, if any of the improvements proffered by the Applicant are constructed by others prior to the time the Applicant would have constructed said improvements, the Applicant shall make a cash equivalent contribution not to exceed the Applicant's cost estimates.

III. TRANSPORTATION

M.. CASH EQUIVALENT

Construction by Others: In the event that any or all of the above referenced improvements which the Applicant has proffered to construct are in fact constructed by others prior to the time the Applicant would have otherwise constructed said improvements, then the Applicant shall make a cash equivalent contribution, not to exceed the Applicant's cost estimates, as reviewed and approved by the County. Such funds shall be contributed to the County for use in the vicinity of the Subject Property for other transportation improvements. The aforementioned cash equivalent contributions shall be made by the Applicant at such time as the improvements would otherwise have been constructed.

- Pursuant to proffer V of ZCPA-2009-0009, Arcola Center, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction of the 3rd westbound lane proffered by Dulles Landing, whichever occurs first, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing Property (PIN#163-29-1069) to the western boundary of the Property (PIN#163-26-5032) unless already constructed by the developer of ZMAP-2005-0035/ZCPA-2009-0008, The Shops at Arcola Center.

In addition, pursuant to proffer V.D.1. of ZCPA-2009-0009, Arcola Center, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction of the 3rd westbound lane of Route 50 proffered by ZMAP-2006-0007, Glascock Field at Stone Ridge, whichever occurs first, the Applicant shall construct a third westbound lane on Route 50 between the Property's western boundary line and existing Gum Spring Road.

The proffered road improvements are shown on CPAP-2007-0002 which was approved on 06/20/07 but not bonded.

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 full development of the Property is dependent on the construction of (i) Hutchinson Farm Drive, as proffered with ZMAP-2005-0035 and the currently pending ZCPA-2009-0008, Arcola Center – The Shops, and (ii) Dulles South Parkway between Hutchinson Farm Drive and Loudoun County Parkway/Route 606, as proffered with ZMAP-2005-0035 and the currently pending ZCPA-2009-0008, Arcola Center – The Shops, and a portion of which is also proffered with ZMAP-2004-0016, Dulles Landing. Unless already constructed by the developer of ZMAP-2005-0035/ZCPA-2009-0008, the Applicant shall construct Hutchinson Farm Drive as a 4-lane undivided roadway within a 64-foot wide right-of-way (expanded as necessary for turn lanes) from Route 50 to Dulles South Parkway, including traffic signals, whenever warranted, at its route 50 and Dulles South Parkway intersections. Construction plans for Hutchinson Farm Drive between Route 50 and Dulles south Parkway will be approved and construction will commence prior to the issuance of the first residential zoning permit for the Residences at Main Street. Hutchinson Farm Drive will be constructed in phases so that each developed section of residential units in the Residences at Main Street will have access to a completed 4-lane undivided section of Hutchinson farm Drive that is open to traffic, but not necessarily accepted for maintenance by VDOT, and connected to Route 50. Route 50 will be improved with turn lanes and a traffic signal at its intersection with Hutchinson farm Drive prior to Hutchinson Farm Drive being opened for traffic.

In addition, unless already constructed by the developer of ZMAP-2005-0035/ZCPA-2009-0008, the Applicant shall construct a third westbound lane on Route 50 from the western boundary of the Dulles Landing property (ZMAP-2004-0016 and PIN 163-29-1069) to the western boundary of PIN:163-26-5032 (formerly PIN:163-36-7830 as shown on the ZMAP-2006-0015 plan set). This improvement shall be constructed and shall be open for traffic, but not necessarily accepted for maintenance by VDOT, prior to the issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP-2004-0016, Dulles Landing, whichever occurs first.

V. TRANSPORTATION

D. Regional Road Commitment and Capital Facilities Credits

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 issuance of the 451st residential zoning permit for the Residences at Main Street portion of the Property or within 6 months of the completion of construction by others of the third westbound lane of Route 50 proffered by ZMAP-2006-0007, Glascock Field at Stone Ridge, whichever comes first. 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.

Pursuant to proffer V.F. of ZMAP-2006-0015, Arcola Center, in the event that the proffered road improvements are constructed by others, the Applicant shall contribute, to Loudoun County, a cash contribution equivalent to the cost of construction of said improvements. Said cash contribution shall be due at the time the Applicant's obligation to construct such improvements would occur.

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.

Proffer Information – Cash Contributions:

- There are no proffers that provide cash contributions for this segment of Route 50.

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Name of Segment: Route 50 Arcola Boulevard Interchange (Item #90)

Segment Location: Route 50 and Arcola Boulevard/West Spine Road

Category: Bottleneck

Estimated Cost: \$72,000,000

Funding Options: No funds have been allocated for the design and construction of this interchange.

Summary

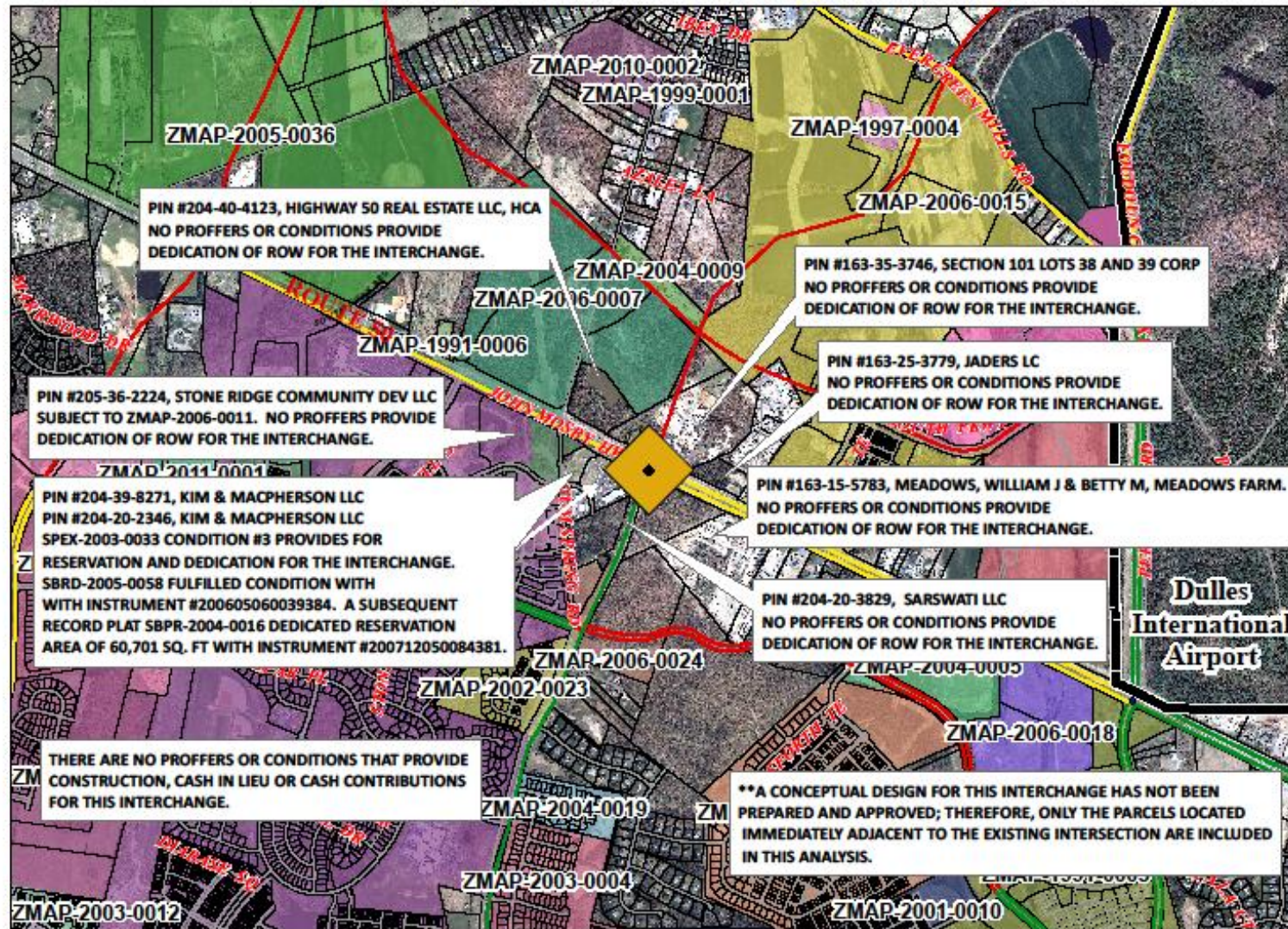
Right-of-Way: Right-of-way has been dedicated for the interchange pursuant to the special exception application that was approved for Gum Spring Village Center. There is no additional right-of-way proffered or conditioned for this interchange.

Construction: There are no proffers or conditions that provide for construction of this interchange.

Funding Sources: There are no proffers or conditions that provide funding for this interchange.

Current Status: There is no activity on this interchange. A funding source will have to be identified to move this project forward.

SEGMENT #90: ROUTE 50/ARCOLA BOULEVARD INTERCHANGE



Bottleneck
 Completed
 Missing Link
 Centerline
 Parcel Boundary

Proffer/Condition Analysis

ROW Status: **

PIN #205-36-2224, STONE RIDGE COMMUNITY DEV LLC

This property is subject to the proffers of Stone Ridge, ZMAP 2006-0011, which was approved by the Board of Supervisors. There are no proffers that provide dedication for the interchange at Route 50/Arcola Boulevard.

PIN #204-39-8271 & PIN #204-20-2346, KIM & MACPHERSON LLC

This property is subject to the conditions of approval for the Gum Spring Village special exception application, SPEX 2003-0033, which was approved by the Board of Supervisors on November 1, 2004. Condition 3 provides for reservation and dedication for the Route 50/West Spine Road interchange. This condition was fulfilled by the interchange reservation recorded with the Gum Spring Village Center record plat, SBRD 2005-0058, and is shown on the plat recorded on 5/3/2006 with instrument #200605030039384. A subsequent record plat for Kim & MacPherson LLC, SBPR 2004-0016, dedicated the reservation area; 60,701 sq. ft. was dedicated as shown on the plat recorded on 12/5/2007 with instrument #200712050084381.

3. ***Interchange Area Reservation and Dedication*** *At the time of Site Plan approval establishing a Special Exception Use on the Property, the applicant shall convey to the County a Deed of Reservation for all land north of the Reservation Line shown on the Plat. The applicant shall dedicate to the County, upon request of the County or VDOT, any or all of the reserved area. Dedication shall be at no cost to the County or VDOT. Dedication shall occur subsequent to approval of a final interchange design by VDOT*

If, following such initial dedication, the County needs additional land for the construction of the interchange, such land identified as Open Space on the Special Exception Plat shall be provided to the County, at no cost to the County, upon request of the County, provided the Applicant need not provide any additional set back from such new right-of-way line beyond the setback shown on the Plat.

PIN #204-20-3829, SARSWATI LLC

This property is not subject to any proffers or special exception conditions; no right-of-way has been reserved or dedicated for the Route 50/Arcola Boulevard interchange.

PIN #163-15-5783, MEADOWS, WILLIAM J & BETTY M, MEADOWS FARM

This property is not subject to any proffers or special exception conditions; no right-of-way has been reserved or dedicated for the Route 50/Arcola Boulevard interchange.

PIN #163-25-3779, JADERS LC

This property is not subject to any proffers or special exception conditions; no right-of-way has been reserved or dedicated for the Route 50/Arcola Boulevard interchange.

PIN #163-35-3746, SECTION 101 LOTS 38 AND 39 CORP

This property is not subject to any proffers or special exception conditions; no right-of-way has been reserved or dedicated for the Route 50/Arcola Boulevard interchange.

PIN #204-40-4123, HIGHWAY 50 REAL ESTATE LLC, HCA

This property is not subject to any proffers or special exception conditions; no right-of-way has been reserved or dedicated for the Route 50/Arcola Boulevard interchange.

** A conceptual design for this interchange has not been prepared and approved; therefore, only the parcels located immediately adjacent to the existing intersection are included in this analysis.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers or conditions that provide for construction of this interchange.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide funding for this interchange.

Disclaimer:

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Name of Segment: Route 50 Northstar Boulevard Interchange (Item #91)

Segment Location: Route 50 and Northstar Boulevard

Category: Bottleneck

Estimated Cost: \$100,000,000

Funding Options: No funds have been allocated for the design and construction of this interchange.

Summary

Right-of-Way: There is no proffered/conditioned right-of-way for this interchange.

Construction: There are no proffers or conditions that provide construction of this interchange.

Funding Sources: There are no cash proffer/condition contributions that provide funding for this interchange.

Current Status: This interchange is encompassed in the North/South Corridor of Statewide Significance study area. A funding source will have to be identified to move this project forward.

PIN #246-10-3464, PEARSON, FRANK J III
NO PROFFERS OR CONDITIONS PROVIDE ROW DEDICATION FOR THE INTERCHANGE.

ZMAP-2005-0036

PIN #203-35-6654, MACKALL, HENRY C TRUSTEE
NO PROFFERS OR CONDITIONS PROVIDE ROW DEDICATION FOR THE INTERCHANGE.

PIN #203-15-4689, WILSON, BETTY & DUDLEY WEBB JR-GP
NO PROFFERS OR CONDITIONS PROVIDE ROW DEDICATION FOR THE INTERCHANGE.

ROUTE 50

PIN #203-15-9889, COMMONWEALTH OF VIRGINIA, VIRGINIA DEPARTMENT OF TRANSPORTATION
NO PROFFERS OR CONDITIONS PROVIDE ROW FOR THE INTERCHANGE.

PIN #203-15-7708, MCLEAN WEST LLC
NO PROFFERS OR CONDITIONS PROVIDE ROW FOR THE INTERCHANGE.

PIN #247-40-6934 & PIN #203-15-3714, MOON GLADE LLC
NO PROFFERS OR CONDITIONS PROVIDE ROW DEDICATION FOR THE INTERCHANGE. SBPL-2011-0008 NOTE #38 ACKNOWLEDGES THAT AN INTERCHANGE IS PLANNED IN THIS LOCATION AND THE FINAL DESIGN HAS NOT BEEN DETERMINED.

JOHN WEST DR

ZMAP-1994-0017

THERE ARE NO PROFFERS OR CONDITIONS THAT PROVIDE CONSTRUCTION, CASH IN LIEU OR CASH CONTRIBUTIONS FOR THIS INTERCHANGE.

****A CONCEPTUAL DESIGN FOR THIS INTERCHANGE HAS NOT BEEN PREPARED AND APPROVED; THEREFORE, ONLY THE PARCELS LOCATED IMMEDIATELY ADJACENT TO THE EXISTING INTERSECTION ARE INCLUDED IN THIS ANALYSIS.**



- Bottleneck — Centerline
— Completed Parcel Boundary
— Missing Link

Proffer/Condition Analysis

ROW Status: **

PIN #246-10-3464, PEARSON, FRANK J III

There are no proffers or conditions that provide right-of-way for the Route 50/Northstar Boulevard interchange.

PIN #247-40-6934 & PIN #203-15-3714, MOON GLADE LLC

There are no proffers or conditions that provide right-of-way for the Route 50/Northstar Boulevard interchange. A preliminary subdivision application SBPL 2011-0008, was approved for these parcels on February 17, 2012. Note 38 of the preliminary subdivision acknowledges that an interchange is planned in the general location and states that the final design or final location has not been determined.

38. PER THE LOUDOUN COUNTY 2010 COUNTYWIDE TRANSPORTATION PLAN AS AMENDED THROUGH JANUARY 19, 2011. AN INTERCHANGE IS PLANNED IN THE GENERAL LOCATION OF THE PLANNED INTERSECTION OF ROUTE 50 AND NORTHSTAR BOULEVARD (ROUTE 659 RELOCATED). AT THE TIME OF APPROVAL OF THIS APPLICATION A FINAL DESIGN OR FINAL LOCATION FOR THE INTERCHANGE HAD NOT BEEN DETERMINED BY LOUDOUN COUNTY OR VDOT.

PIN #203-15-7708, MCLEAN WEST LLC

There are no proffers or conditions that provide right-of-way for the Route 50/Northstar Boulevard interchange.

PIN #203-15-9889, COMMONWEALTH OF VIRGINIA, VIRGINIA DEPARTMENT OF TRANSPORTATION

There are no proffers or conditions that provide right-of-way for the Route 50/Northstar Boulevard interchange.

PIN #203-15-4689, WILSON, BETTY & DUDLEY WEBB JR-GP

There are no proffers or conditions that provide right-of-way for the Route 50/Northstar Boulevard interchange.

PIN #203-35-6654, MACKALL, HENRY C TRUSTEE

There are no proffers or conditions that provide right-of-way for the Route 50/Northstar Boulevard interchange.

** A conceptual design for this interchange has not been prepared and approved; therefore, only the parcels located immediately adjacent to the existing intersection are included in this analysis.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers or conditions that provide construction of this interchange.

Proffer Information – Cash Contributions:

- There are no cash proffer/condition contributions that provide funding for this interchange.

Disclaimer:

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Name of Segment: Route 50/Route 606 Interchange (Item #92)

Segment Location: Route 50 and Route 606

Category: Bottleneck

Estimated Cost: \$100,000,000

Funding Options: Proffer funds in the amount of \$176,271 are potentially available for the Route 50/606 interchange. No additional funds have been allocated for this road improvement.

Summary

Right-of-Way: The proffers of ZMAP-1991-0005, South Riding, provide right-of-way dedication for the Route 50/606 interchange which has been reserved for future public street dedication on PIN#164-49-7307 & #164-30-1393. The proffers of ZMAP-2004-0016, Dulles Landing, provide right-of-way dedication, if necessary, for the Route 50/606 interchange. Additionally, South Riding Market II proffered to dedicate approximately 88,283 sf for the interchange; this proffer has not yet been triggered.

Construction: A conceptual design for this interchange is in the process of being prepared.

Funding Sources: Pursuant to proffer V.A.45 of ZCPA-1994-0005, Broadlands South, the Developer made a contribution of \$176,271 that, if available, can be used for the Route 50/606 interchange.

Current Status: There is no activity on this interchange beyond the conceptual design effort. A funding source will have to be identified to move this project forward.

SEGMENT # 92: ROUTE 50/ROUTE 606 INTERCHANGE



Bottleneck
 Completed
 Missing Link
 Centerline
 Parcel Boundary

Proffer/Condition Analysis

ROW Status: **

PIN #164-49-0541, Toll VA II LP

This parcel is subject to the proffers associated with ZMAP-2006-0018, South Riding Market Square II, which was approved on 05/05/09. Proffer II.B.4 requires that, at the time of approval of the first site plan or upon request by Loudoun County or VDOT, the Owner shall dedicate the portion of the Property noted on the concept plan as “Right-of-way Reservation for Future Interchange”. The approved concept plan depicts a reservation of “approximately 88,283 SF”. There have been no site plans approved for ZMAP-2006-0018 and Loudoun County has not requested the proffered right-of-way; therefore the trigger has not been met.

***II.B. 4. Route 50/606 Interchange Reservation and Dedication:** At the time of approval of the first site plan for any portion of the Property, or upon requested by Loudoun County or VDOT, the Owner will dedicate to Loudoun County or VDOT the portion of the Property noted on the Concept Plan as the “Right-of-way Reservation Area for Future Interchange” without receipt of consideration or just compensation. The “Right-of-way Reservation Area for Future Interchange” shall be approximately two acres, which may be shifted +/- 10% from the area illustrated on the Concept Plan. In the event that less than the portion of the Property illustrated on the Concept Plan as “Right of Way Reservation Area for Future Interchange” is required for construction of the Route 50/Loudoun County Parkway Interchange, the portion of the Property that is not needed for construction and operation of the interchange shall be retained by the Owner for uses permitted within the PD-CC-SC zoning district, consistent with the Concept Plan and design requirements of adjacent Land Bays B and C. Any such area that is not needed for public right of way and that is within the required 100’ buffer shall be landscaped with a Type V buffer, consistent with the Zoning Ordinance. In no case may development of the Property, including any reservation area exceed the gross square footage limitation of 387,000 square feet provided in Proffer I.B.*

PIN #164-49-7307 & #164-30-1393, South Riding LP

These parcels are subject to the proffers and conditions of approval associated with ZMAP-1991-0005, SPEX-1992-0010 and SPEX-1992-0010, South Riding, which were approved on 03/03/93 as clarified on 04/24/03 and amended by ZCPA-2001-0010 which was approved on 05/18/04.

Pursuant to proffer 4.3.6, the Developer shall dedicate sufficient right-of-way for construction of a Route 50/606 interchange as shown on the concept plan and specified by the Route 50 Corridor (not adopted at the time these proffers were approved). The proffered right-of-way was reserved for future public street dedication on a subdivision record plat, SBRD-2000-0090, which was recorded by Instrument #20050225-0020999 on 02/25/05.

6. Route 50/606 Interchange: *The Developer shall dedicate to the County sufficient on-site land for right-of-way for the construction of a Route 50/606 Interchange in the vicinity of the existing at-grade intersection as shown on the Concept Plan and in the general location specified by a Route 50 corridor Plan to be adopted.*

PIN #164-39-7141, South Riding Market Square LLC

These parcels are subject to the proffers and conditions of approval associated with ZMAP-1991-0005, SPEX-1992-0010 and SPEX-1992-0010, South Riding, which were approved on 03/03/93 as clarified on 04/24/03 and amended by ZCPA-2001-0010 which was approved on 05/18/04. There has been no right-of-way reserved or dedicated on this parcel for the Route 50/606 interchange.

PIN #164-30-3784, Maria I. Vasquez

There are no proffers or conditions for right-of-way dedication for the Route 50/606 interchange.

PIN #164-30-3835, Erik Mahler Trustee ET AL

This parcel is subject to the conditions of approval associated with SPEX-2001-0021, Crown Castle – Valley Vista Monopole, which was approved on 11/04/02. There are no conditions for right-of-way dedication for the Route 50/606 interchange.

PIN #127-45-1202, Farmer Meadows Family LLC

There are no proffers or conditions for right-of-way dedication for the Route 50/606 interchange.

PIN #067=37-9924, Dulles International Airport

There are no proffers or conditions for right-of-way dedication for the Route 50/606 interchange.

PIN #163-19-5332, Hunter Dulles South LLC

There are no proffers or conditions for right-of-way dedication for the Route 50/606 interchange. It is noted that a site plan, STPL-2007-0035, was submitted on 07/05/07 and is currently active. Staff has recommended that, prior to plan approval, the applicant show the right-of-way necessary for the Route 50/606 interchange be shown on the plan.

PIN #163-29-1069, Beatty Limited Partnership

This parcel is subject to the proffers associated with ZMAP-2004-0016, Dulles Landing, which was approved on 06/19/07.

Pursuant to proffer III.B.4, the Applicant shall reserve the right-of-way necessary for the Route 50/606 interchange in conjunction with the first record plat or site plan approval. The proffered right-of-way is shown on a site plan, STPL-2007-0087, was submitted on 01/02/08 and is conditionally approved.

III.B.4. Route 50/Route 606 (Loudoun County Parkway). The Applicant shall reserve right-of-way for the Route 50/Route 606 (Loudoun County Parkway) interchange, if required, as shown on Exhibit B identified as Option 1 of the “Route 50/Route 606 Interchange Conceptual Design

Alternatives” dated May 31, 2007 and prepared by Wilbur Smith Associates, which is attached hereto and made a part hereof. Said area shall be reserved in conjunction with the first record plat or first site plan approved for the Subject Property, whichever occurs first in time, subject to final review and approval by the County and VDOT.

** A conceptual design for this interchange has not been prepared and approved; therefore, only the parcels located immediately adjacent to the existing intersection are included in this analysis.

Proffer Information – Construction and Cash in Lieu:

- There are no proffers that provide construction or cash in lieu of construction for the Route 50/606 interchange.

Proffer Information – Cash Contributions:

- Pursuant to proffer V.A.45 of ZCPA-1994-0005, Broadlands South, which was approved on 09/06/95, the applicant shall contribute \$108,500 to the County prior to the issuance of the 1000th residential zoning permit to be used for the Route 50/606 or Route 621/659 interchanges or other route 659 improvements. On 07/06/99 the applicant made a contribution of \$124,141.88 which earned \$52,129.51 in interest. This proffer account (Sequence #096060111) has a current balance of \$176,271.39 that, if available, can be used towards the Route 50/606 interchange.

45. Route 50/Route 606 Intersection

Developer shall contribute \$108,500.00 to the County or its designee to be used for the improvement of the intersection of Route 50 and Route 606 or the intersection of Route 621 and Route 659 or to other improvements on Route 659. Such contribution shall occur prior to the issuance of the 1,000th residential unit zoning permit.

- Pursuant to proffer IV.J of ZCPA-2009-0008, Arcola Center – The Shops, which was approved on 04/04/11, the Applicant shall contribute \$2,700,000 to the County for the interchange at Route 50 and 606. This contribution shall be paid in 2 separate payments based on the cumulative square footage at time of zoning permit issuance. No payments have been made at this time.

J. Regional Road Contribution

The Applicant shall contribute \$2,700,000 to the County for regional road improvements that will benefit the Property, including the design and construction of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606). Said contribution shall be paid to the County in two parts: \$1,300,000 shall be paid with the issuance of the zoning permit for the Property that represents a cumulative floor area in excess of 350,000 square feet, and \$1,400,000 shall be paid with the issuance of the zoning permit for the Property that represents a cumulative floor area in excess of 650,000 square feet. Notwithstanding

the above, if prior to the payment of either or both of the above-referenced contributions the County and VDOT (i) have approved final design plans for the bidding of a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606), the Applicant shall post a bond for 100% of the unpaid balance of the contributions and, subsequently, the Applicant shall post the cash amount to replace the bond within 90 days of receipt of the County's written request for the funds, which request shall not occur sooner than the issuance of the notice to proceed for the construction of the interchange, or (ii) have approved 30% design plans for a grade-separated interchange at Route 50 and Loudoun County Parkway (Route 606), the Applicant shall, upon notice from the County, post a bond for 100% of the unpaid balance of the contributions 30 days prior to the County making its required financial pledge for the financial package component of a design/build contract for the design and construction of the interchange, and, subsequently, the Applicant shall post the cash amount to replace the bond within 90 days of receipt of the County's written request for the funds, which request shall not occur sooner than the issuance of the notice to proceed for the construction of the interchange.

Disclaimer:

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Name of Segment: Route 50/ South Riding Boulevard (Rte. 2201) Interchange (Item #93)

Segment Location: Route 50 and South Riding Boulevard

Category: Bottleneck

Estimated Cost: \$72,000,000

Funding Options: This interchange is proffered to be constructed by the developer of South Riding. No County or state funds have been allocated for the design and construction of this interchange.

Summary

Right-of-Way: No right-of-way has been reserved or dedicated for the Route 50/South Riding Interchange.

Construction: This interchange is proffered to be constructed by the developer of South Riding at a future stage of development. A conceptual design for this interchange has not been prepared and approved.

Funding Sources: No County or state funds have been allocated for the design and construction of this interchange.

Current Status: There is no activity on this interchange. A funding source will have to be identified to move this project forward.

ZMAP-2001-0010 PROFFER D.8 PRIOR TO THE ISSUANCE OF EACH RESIDENTIAL ZONING PERMIT, THE DEVELOPER SHALL MAKE A PER UNIT CONTRIBUTION OF \$2,213 FOR CONSTRUCTION OF THE ROUTE 50/SOUTH RIDING BOULEVARD INTERCHANGE. PROFFER FUND CONTAINS \$1,446,776 TO USE FOR THE INTERCHANGE. FUNDS HAVE RECENTLY BEEN REQUESTED TO BE USED FOR THE CONSTRUCTION OF TALL CEDARS PARKWAY FROM WEST SPINE RD TO PINEBROOK RD.

THERE ARE NO PROFFERS THAT PROVIDE CONSTRUCTION OR CASH IN LIEU FOR THIS INTERCHANGE.

PIN #127-27-9277, W BEN W. & IRIS H WOOD T-C THERE ARE NO PROFFERS OR CONDITIONS FOR RIGHT-OF-WAY DEDICATION FOR THE ROUTE 50/SOUTH RIDING BOULEVARD INTERCHANGE.

Dulles International Airport

PIN #127-28-4056 & PIN #127-28-1472, ROSCHAN LP THERE ARE NO PROFFERS OR CONDITIONS FOR RIGHT-OF-WAY DEDICATION FOR THE ROUTE 50/SOUTH RIDING BOULEVARD INTERCHANGE.

PIN #127-28-6605, PANARIA CONFERRING LLC THERE ARE NO PROFFERS OR CONDITIONS FOR RIGHT-OF-WAY DEDICATION FOR THE ROUTE 50/SOUTH RIDING BOULEVARD INTERCHANGE.

ZMAP-2001-0010

PIN #127-27-2108, S R L P II LLC, #127-27-7419, SOUTH RIDING LP, #127-17-7383, ATLANTIC REFINING & MARKETING CORP, #127-18-1154, SOUTH RIDING LP AND 127-18-5148, SAGAR HOSPITALITY LLC ZMAP-1991-0005 PROFFER 4.3.7 THE DEVELOPER SHALL DEDICATE SUFFICIENT LAND, ON-SITE AND OFF-SITE, FOR CONSTRUCTION OF THE INTERCHANGE. TRIGGERED AT PHASE 6. PHASE 6 TRIGGER NOT BEEN MET YET.

ZCPA-2001-0010 PROFFER 4.3.7 REQUIRES DEVELOPER TO DESIGN AND CONSTRUCT INTERCHANGE AS SHOWN ON CPAM-1997-0005. CTP SHOWS THIS INTERCHANGE, THEREFORE CASH IN LIEU CONTRIBUTION IS N/A.

ZMAP-1995-0012

****A CONCEPTUAL DESIGN FOR THIS INTERCHANGE HAS NOT BEEN PREPARED AND APPROVED; THEREFORE, ONLY THE PARCELS LOCATED IMMEDIATELY ADJACENT TO THE EXISTING INTERSECTION ARE INCLUDED IN THIS ANALYSIS.**



- Segment 93
Page 2

Proffer/Condition Analysis

ROW Status: **

PIN #127-27-2108, S R L P II LLC, #127-27-7419, South Riding LP, #127-17-7383, Atlantic Refining & Marketing Corp, #127-18-1154, South Riding LP and 127-18-5148, Sagar Hospitality LLC

These parcels are subject to the proffers and conditions of approval associated with ZMAP-1991-0005, SPEX-1992-0010 and SPEX-1992-0010, South Riding, which were approved on 03/03/93 as clarified on 04/24/03 and amended by ZCPA-2001-0010 which was approved on 05/18/04.

Pursuant to proffer 4.3.7 the Developer shall dedicate sufficient land, on-site and off-site, for construction of the Route 50 and South Riding Boulevard (Street C on Exhibit 2.1A of the concept plan) interchange, unless mutually agreed otherwise, at the time specified in the Transportation Phasing Plan (Phase 6). The requirements for Phase 6 of development have not been reached; therefore, the trigger for this road improvement has not been met.

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.

<p style="text-align: center;">Table 3 Transportation Phasing Plan for South Riding November, 1992 <i>(Revised November 2002)</i></p>	
<u>Phase</u>	<u>Description of Transportation Improvements</u>
<p style="text-align: center;">Phase 6</p> <p>All remaining development in Program Summary Land Bays A, F, H, I, T, U and V.</p>	<p>1) Construct Street C/Route 50 interchange or contribute equivalent funds.</p>

PIN #27-28-8805, Dolly Hammond

There are no proffers or conditions for right-of-way dedication for the Route 50/South Riding Boulevard Interchange.

PIN #127-28-6605, Panaria Conferencing LLC

There are no proffers or conditions for right-of-way dedication for the Route 50/South Riding Boulevard Interchange.

PIN #127-28-4056 & PIN #127-28-1472, Roschan LP

There are no proffers or conditions for right-of-way dedication for the Route 50/South Riding Boulevard Interchange.

PIN #127-27-9277, W Ben W. & Iris H Wood T-C

There are no proffers or conditions for right-of-way dedication for the Route 50/South Riding Boulevard Interchange.

** A conceptual design for this interchange has not been prepared and approved; therefore, only the parcels located immediately adjacent to the existing intersection are included in this analysis.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer 4.3.7 and Table 3 of proffer 4.4 of ZCPA-2001-0010, South Riding, the Developer shall design and construct the interchange in the location as shown on CPAM-1997-0005 and the Countywide Transportation Plan at the time specified on the Transportation Phasing Plan (required at Phase 6). The Countywide Transportation Plan shows an interchange at this location; therefore, the cash in lieu of construction contribution is not applicable.

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.

<p style="text-align: center;">Table 3 <u>Transportation Phasing Plan for South Riding</u> <u>November, 1992</u> <u>(Revised November 2002)</u></p>	
<u>Phase</u>	<u>Description of Transportation Improvements</u>
<p style="text-align: center;">Phase 6</p> <p>All remaining development in Program Summary Land Bays A, F, H, I, T, U and V.</p>	<p>1) Construct Street C/Route 50 interchange or contribute equivalent funds.</p>

Proffer Information – Construction and Cash in Lieu:

- There are no proffers or conditions that provide construction or cash in lieu of construction for the Route 50/South Riding Boulevard interchange.

Proffer Information – Cash Contributions:

- Pursuant to proffer D.8. of ZMAP-2001-0010, South Riding Station, prior to the issuance of each residential zoning permit, the Developer shall make a per unit contribution of \$2,213 for construction of the Route 50/South Riding Boulevard Interchange. In the event that the interchange is removed from the County's Countywide Transportation Plan, the funds shall be used for road improvements in the Dulles South area.

This proffer fund (Sequence #99066364) contains \$1,446,776 that, if available, can be used for the Route 50/South Riding Boulevard Interchange. It is noted that these proffer funds have recently been requested to be used towards construction of the segment of Tall Cedars Parkway from West Spine Road to Pinebrook Road (refer to segment #99).

D.8. 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).

Disclaimer:

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Name of Segment: Route 50 Tall Cedars Parkway Interchange (Item #94)

Segment Location: Route 50 and Tall Cedars Parkway

Category: Bottleneck

Estimated Cost: \$72,000,000

Funding Options: No funds have been allocated for the design and construction of this interchange.

Summary

Right-of-Way: There is proffered right-of-way reserved for the southern portion of this interchange by the developer of East Gate Two (East Gate Marketplace) and Fox Gate. The right-of-way on the north side of Route 50 is not proffered or conditioned.

Construction: There are no proffers or conditions that provide for construction of this interchange.

Funding Sources: There are no cash proffer/condition contributions for this interchange.

Current Status: This is no activity on this interchange. A funding source will have to be identified to move this project forward.

SEGMENT # 94: ROUTE 50/TALL CEDARS PARKWAY INTERCHANGE



Proffer/Condition Analysis

ROW Status: **

PIN #097-36-1753, ROLLINS, ROBERT B II,

There are no proffers or conditions that provide right-of-way dedication for the Route 50/Tall Cedars Parkway interchange.

PIN #097-36-5968, EAST GATE PARTNERS II LLC c/o ATAPCO PROPERTIES INC.

This property is subject to the proffers of East Gate Two, ZMAP 2005-0002, and special exception SPEX 2005-0065, which were approved by the Board of Supervisors on February 21, 2006. The last paragraph of Proffer IV.B provides for reservation of approximately five acres for the future interchange at Route 50 and Tall Cedars Parkway, with a provision for dedication upon request.

A total of 3.59139 acres was reserved for the interchange was recorded with the East Gate Subdivision, SBRD 2006-0037, and shown on the plat recorded 9/19/2007 with instrument #200709190068354. The interchange reservation includes this parcel.

In addition, the Applicants shall reserve, and dedicate upon request by the County or VDOT, at no cost, an area of approximately 5.0 acres for the southern half of a future grade separated urban diamond interchange at the intersection of Tall Cedars Parkway and Route 50. The configuration of this reservation will be as shown on Sheet 9, "Transportation Plan" and shall include the portion of the offsite right-of-way on Parcel 47, Tax Map 107. Said reservation shall occur prior to the first site plan approval for a commercial use in the PD-CC-SC portion of the Property.

PIN #097-16-9348, EAST GATE PARTNERS III LLC c/o ATAPCO PROPERTIES INC.

This parcel is a portion of Parcel 47 referenced in the East Gate Two proffer. It is included in the 3.59139 acres that was reserved for the interchange was recorded with the East Gate Subdivision, SBRD 2006-0037, and shown on the plat recorded 9/19/2007 with instrument 200709190068354.

PIN #097-27-4045, S D LLC

This parcel is subject to the proffers of Fox Gate, ZMAP 2008-0004, which was approved by the Board of Supervisors on June 7, 2011. Proffer IV.F.1 provides for dedication, upon request, of approximately 1.6 acres. A request for this dedication has not yet been issued.

This parcel is a portion of Parcel 47 referenced in the East Gate Two proffer. It is included in the 3.59139 acres that was reserved for the interchange was recorded with the East Gate Subdivision, SBRD 2006-0037, and shown on the plat recorded 9/19/2007 with instrument 200709190068354.

F. Regional Transportation and Transit Improvements and Contributions.

1. Dedication of Right-of-Way for Route 50/Tall Cedars Parkway Interchange.
Upon request by the County, the Owners shall dedicate, at no cost to the County or the Commonwealth, the approximately 1.6-acre portion of the Property depicted on Sheet 4 of the Concept Plan as "Ultimate Right of Way for Tall Cedars Parkway Interchange."

PIN #097-28-0986, G J MALT CORPORATION

This parcel is subject to the proffers of Fox Gate, ZMAP 2008-0004, which was approved by the Board of Supervisors on June 7, 2011. Proffer IV.F.1 provides for dedication, upon request, of approximately 1.6 acres. A request for this dedication has not yet been issued.

PIN #097-48-5009, CHANTILLY CRUSHED STONE INC

There are no proffers or conditions that provide right-of-way dedication for the Route 50/Tall Cedars Parkway interchange.

PIN #097-47-1416, HANCOCK, WILLIAM JR

There are no proffers or conditions that provide right-of-way dedication for the Route 50/Tall Cedars Parkway interchange.

PIN # 097-46-8230, PARCEL I LLC

There are no proffers or conditions that provide right-of-way dedication for the Route 50/Tall Cedars Parkway interchange.

** A conceptual design for this interchange has not been prepared and approved; therefore, only the parcels located immediately adjacent to the existing intersection are included in this analysis.

Proffer Information – Construction and Cash in Lieu:

There are no proffers or conditions that provide construction of this interchange.

Proffer Information – Cash Contributions:

There are no cash proffers or conditions pledged for construction of this interchange.

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Name of Segment: Route 50 – Poland Road to Route 28 (Item #89)

Segment Location: Poland Road to Fairfax County Line

Category: Bottleneck

Estimated Cost: \$10,530,000

Funding Options: This project is fully funded by VDOT.

Summary

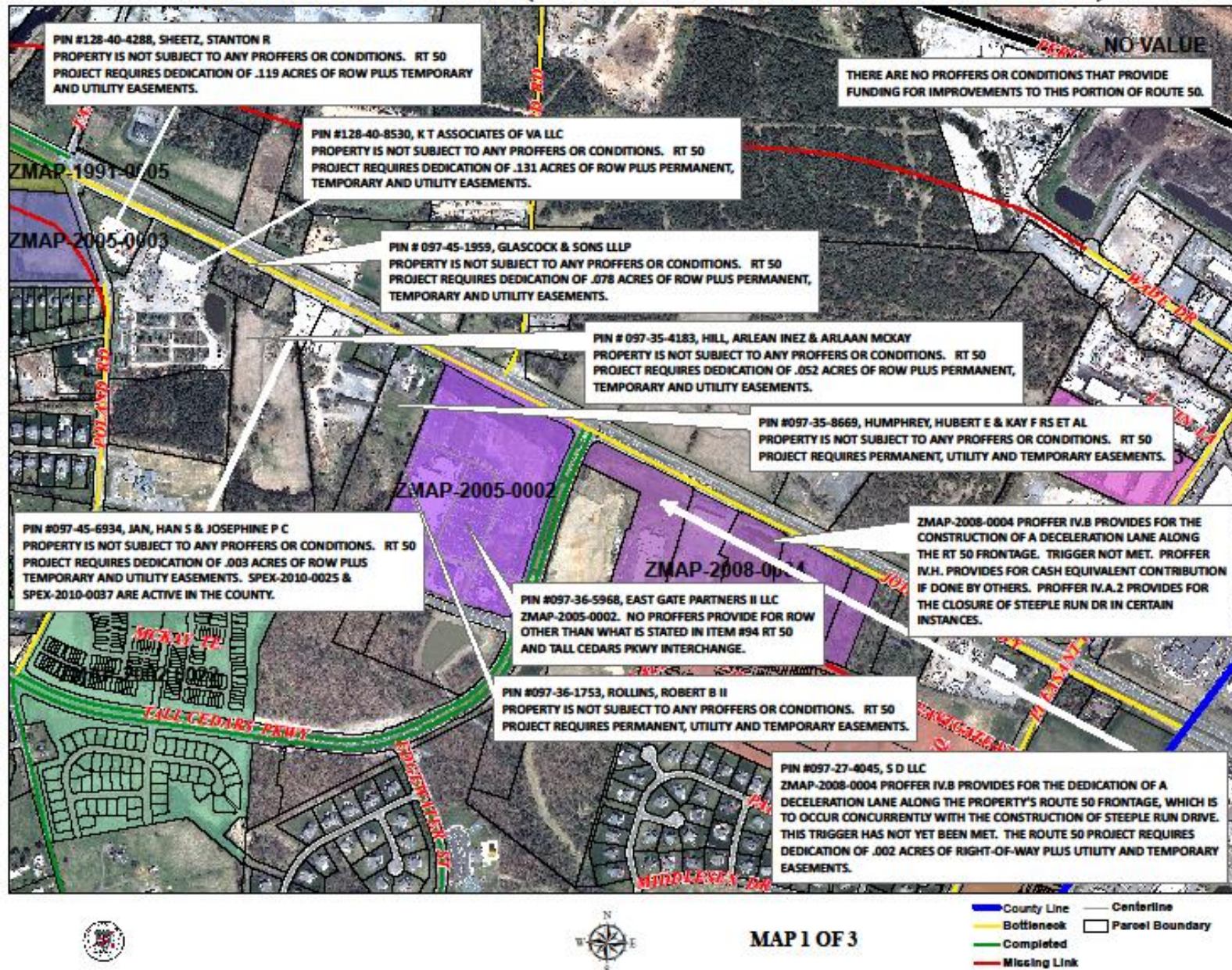
Right-of-Way: Two special exception applications provided conditions for dedication of right-of-way along this segment of Route 50: Dedication from the Cadmor property has been provided; the dedication from the Holtzman Oil property has not yet been provided because the property is undeveloped.

Construction: Fox Gate proffered to construct a deceleration lane; this proffer has not yet been triggered. Cadmor has a special exception condition that provided for construction of a third travel lane across frontage; this condition was fulfilled. The special exception application for Holtzman Oil provided a condition for frontage improvements to Route 50; this condition has not yet been triggered.

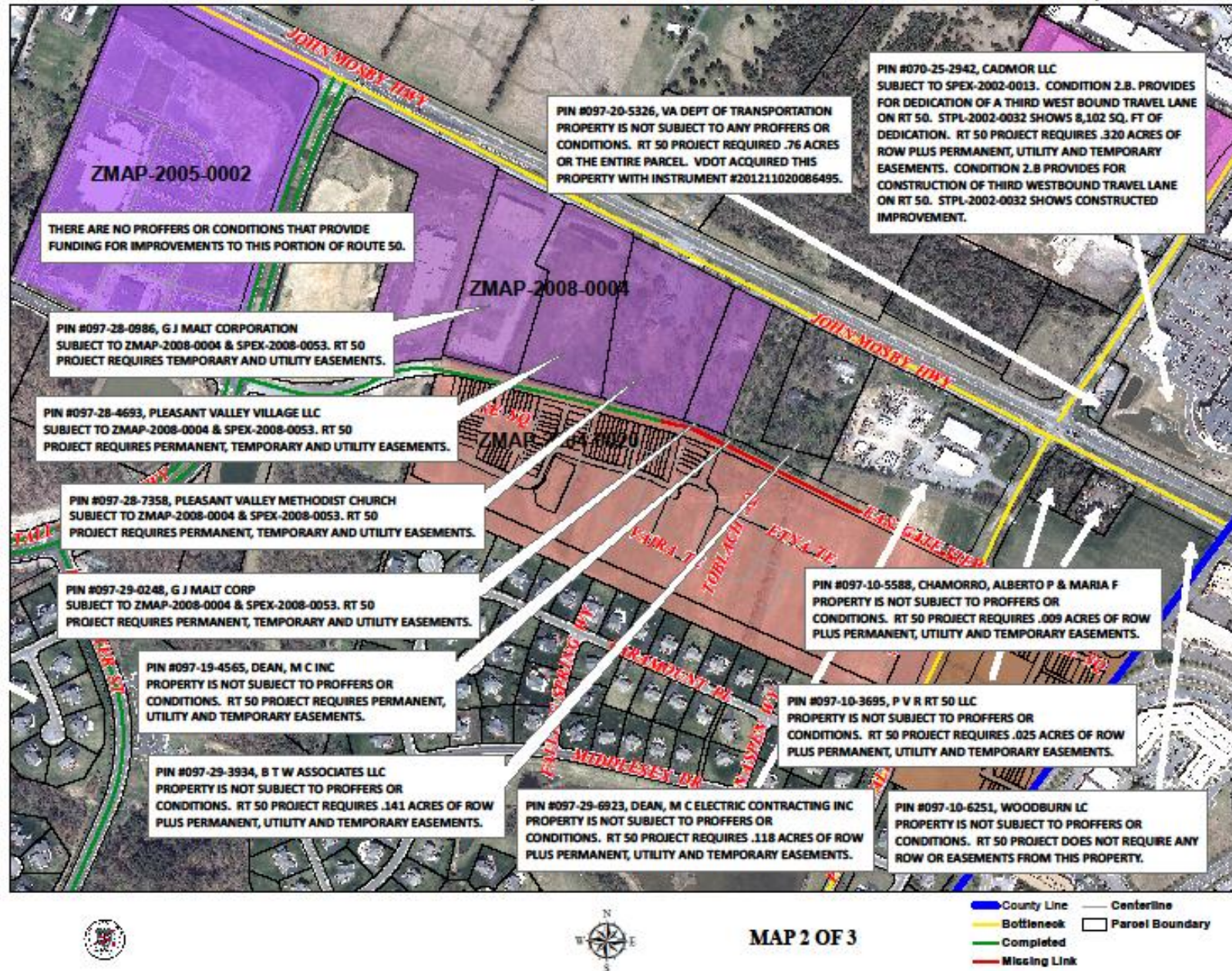
Funding Sources: There are no proffers or conditions that provide funding for this project.

Current Status: VDOT designed the Route 50 Widening Project, No. 0050-96A-101, P101, R201, C501, which is widening the road from four lanes to six lanes between Poland Road and Route 28. Construction is underway and the estimated completion date is late 2014. The estimated cost of the project is \$99.9M

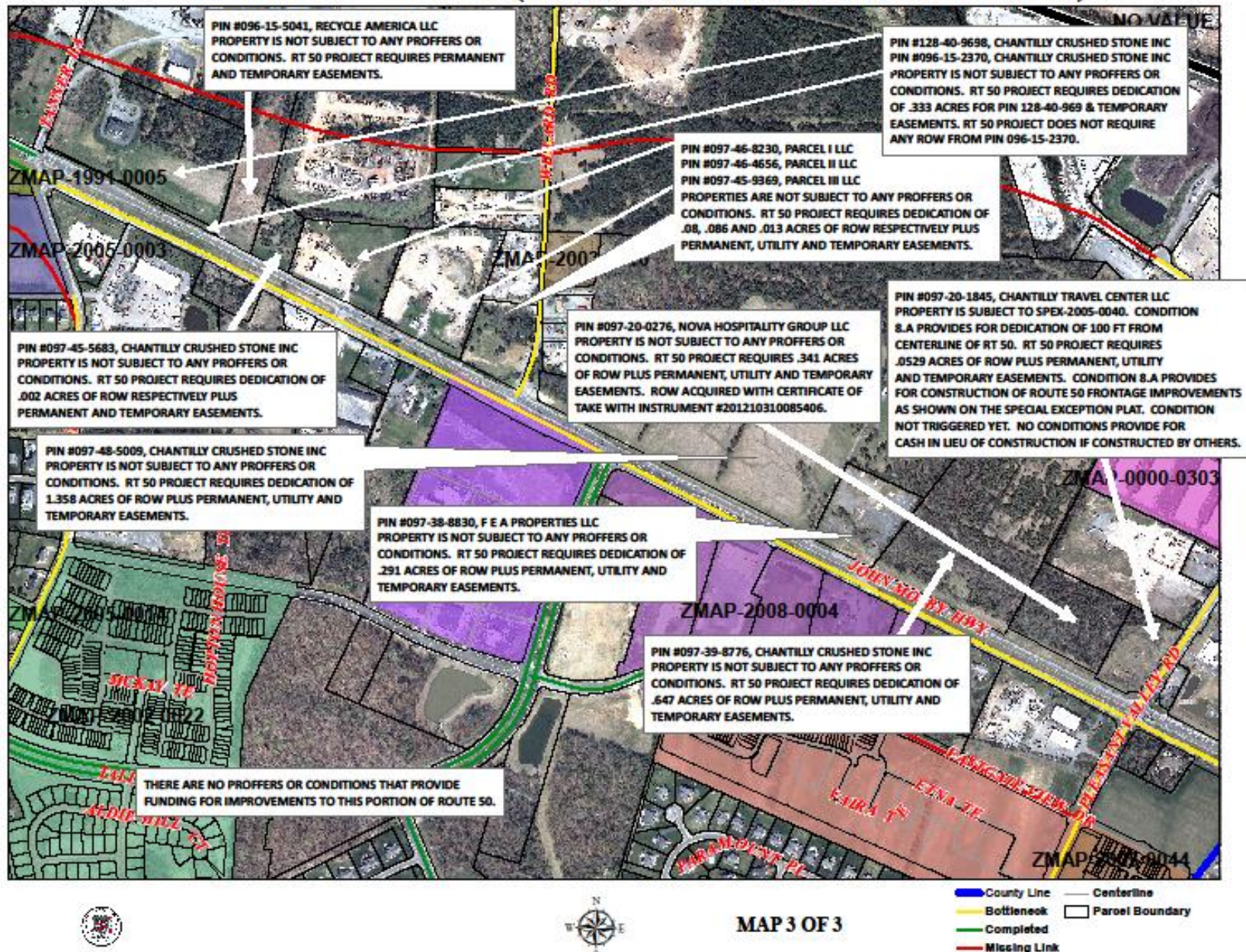
SEGMENT # 89: ROUTE 50 (POLAND ROAD TO FAIRFAX COUNTY LINE)



SEGMENT # 89: ROUTE 50 (POLAND ROAD TO FAIRFAX COUNTY LINE)



SEGMENT # 89: ROUTE 50 (POLAND ROAD TO FAIRFAX COUNTY LINE)



MAP 3 OF 3

Proffer/Condition Analysis

ROW Status: **

PIN #128-40-4288, SHEETZ, STANTON R

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .119 acres of right-of-way plus temporary and utility easements.

PIN #128-40-8530, K T ASSOCIATES OF VA LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .131 acres of right-of-way plus permanent, utility and temporary easements.

PIN # 097-45-1959, GLASCOCK & SONS LLLP

This property is no subject to any proffers or conditions. The Route 50 project requires dedication of .078 acres of right-of-way plus permanent, utility and temporary easements.

PIN # 097-35-4183, HILL, ARLEAN INEZ & ARLAAN MCKAY

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .052 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-45-6934, JAN, HAN S & JOSEPHINE P C

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .003 acres of right-of-way plus utility and temporary easements. There are two active special exception applications being processed for this property: Pan-A Truck Stop, SPEX 2010-0025 and SPEX 2010-0037.

PIN #097-35-8669, HUMPHREY, HUBERT E & KAY F RS ET AL

This property is not subject to any proffers or conditions. The Route 50 project requires permanent, utility and temporary easements.

PIN #097-46-1410, RODGERS, WHEELER E & ILLA R/S ET AL

This property is not subject to any proffers or conditions. The Route 50 project requires permanent, utility and temporary easements.

PIN #097-36-1753, ROLLINS, ROBERT B II

This property is not subject to any proffers or conditions. The Route 50 project requires permanent, utility and temporary easements.

PIN #097-36-5968, EAST GATE PARTNERS II LLC

This property is subject to the proffers of East Gate Two, ZMAP 2005-0002. There are no proffers that provide right-of-way dedication on Route 50, other than what was previously noted for the Route 50/Tall Cedars Parkway interchange (segment 94). The Route 50 project requires permanent and temporary easements.

PIN #097-27-4045, S D LLC

This property is subject to the proffers of Fox Gate, ZMAP 2008-0004, and conditions of special exception application SPEX 2008-0023, which were approved by the Board of Supervisors on June 7, 2011. Proffer IV.B provides for the dedication of a deceleration lane along the property's Route 50 frontage, which is to occur concurrently with the construction of Steeple Run Drive. This trigger has not yet been met. The Route 50 project requires dedication of .002 acres of right-of-way plus utility and temporary easements.

B. Steeple Run Drive.

Prior to issuance of the zoning permit for the first square foot of development on the Property beyond the Phase 1 Development, the Owners shall construct and open to vehicular traffic the right-in access point and private road, identified on Sheet 4 of the Concept Plan as "Steeple Run Drive."

Concurrently with, and as part of the approved, bonded construction plans for, the construction of the said right-in access point for Steeple Run Drive, the Owners shall dedicate right-of-way for and shall construct, cause to be constructed or bond for construction, a deceleration lane within the existing Route 50 right-of-way along the Property's Route 50 frontage as shown on the Concept Plan and consistent with the approved plans for VDOT Project 0050-096A, 101, P101 (CAD 3/09).

The Owners shall provide written disclosure to all future purchasers and tenants of any portion of the Property that the entrance from Route 50 to Steeple Run Drive is proffered to be closed in accordance with these Proffers.

PIN #097-28-0986, G J MALT CORPORATION

This property is subject to the proffers of Fox Gate, ZMAP 2008-0004, and conditions of special exception application SPEX 2008-0023, which were approved by the Board of Supervisors on June 7, 2011. The Route 50 project requires utility and temporary easements.

PIN #097-28-4693, PLEASANT VALLEY VILLAGE LLC

This property is subject to the proffers of Fox Gate, ZMAP 2008-0004, and conditions of special exception application SPEX 2008-0023, which were approved by the Board of Supervisors on June 7, 2011. The Route 50 project requires permanent, utility and temporary easements.

PIN #097-28-7358, PLEASANT VALLEY METHODIST CHURCH

This property is subject to the proffers of Fox Gate, ZMAP 2008-0004, and conditions of special exception application SPEX 2008-0023, which were approved by the Board of Supervisors on June 7, 2011. The Route 50 project requires permanent and temporary easements.

PIN #097-29-0248, G J MALT CORP

This property is subject to the proffers of Fox Gate, ZMAP 2008-0004, and conditions of special exception application SPEX 2008-0023, which were approved by the Board of Supervisors on June 7, 2011. The Route 50 project requires utility and temporary easements.

PIN #097-19-4565, DEAN, M C INC

This property is not subject to any proffers or conditions. The Route 50 project requires permanent, utility and temporary easements.

PIN #097-29-3934, B T W ASSOCIATES LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .141 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-29-6923, DEAN, M C ELECTRIC CONTRACTING INC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .118 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-10-3695, P V R RT 50 LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .025 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-10-5588, CHAMORRO, ALBERTO P & MARIA F

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .009 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-10-6251, WOODBURN LC

This property is not subject to any proffers or conditions. The Route 50 project does not require any right-of-way or easements from this property.

PIN #070-25-2942, CADMOR LLC

This property is subject to the conditions of approval for the Cadmor special exception application, SPEX 2002-0013, which was approved by the Board of Supervisors on July 21, 2003. Condition 2.b. provides for the dedication of a third west bound travel lane on Route 50. This dedication was processed with the site plan for Cadmor Center, STPL 2002-0032, which contained 8,102 sq. ft. of right-of-way dedication for Route 50 as shown on the plat filed in cabinet G, slot 97, pages 9-10 and slot 99, page 1. The Route 50 project requires dedication of .320 acres of right-of-way plus permanent, utility and temporary easements.

2. *The owner shall provide transportation contributions and improvements as shown on the Plat dated May 21, 2003, prepared by William H. Gordon Associates, Inc. and as described below prior to occupancy permit issuance.*
 - b. *Dedicate right-of-way and construct a third west-bound through travel lane and a right turn lane onto Pleasant Valley Road along the property frontage of Route 50, in accordance with County and VDOT requirements.*

PIN #097-20-5326, VA DEPT OF TRANSPORTATION

This property is not subject to any proffers or conditions. The Route 50 project required dedication of this entire parcel (.76 acres). VDOT acquired this property via a Certificate of Take recorded on 11/2/2012 with instrument #201211020086495.

PIN #097-20-1845, CHANTILLY TRAVEL CENTER LLC

This property is subject to the conditions of approval for the Holtzman Oil special exception application, SPEX 2005-0040. Condition 8.a provides for dedication of 100 feet from centerline of Route 50.

The Route 50 project requires dedication of .0529 acres of right-of-way plus permanent, utility and temporary easements.

8. *Transportation. The owner shall provide transportation improvements as shown on the Plat dated October 17, 2007, prepared by Stantec Consulting Inc., and as described below prior to occupancy permit issuance.*

- c. *Dedicate right-of-way for one-hundred (100) feet from the centerline of Route 50 along the property frontage and construct frontage improvements as shown on the Special Exception Plat and in accordance with County and VDOT requirements.*

PIN #097-20-0276, NOVA HOSPITALITY GROUP LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .341 acres of right-of-way plus permanent, utility and temporary easements. This right-of-way was acquired via a Certificate of Take that was recorded on 10/31/2012 with instrument #201210310085406.

PIN #097-39-8776, CHANTILLY CRUSHED STONE INC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .647 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-38-8830, F E A PROPERTIES LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .291 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-48-5009, CHANTILLY CRUSHED STONE INC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of 1.358 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-46-8230, PARCEL I LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .08 acres of right-of-way plus permanent and utility easements.

PIN #097-46-4656, PARCEL II LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .086 acres of right-of-way plus permanent, utility and temporary easements.

PIN #097-45-9369, PARCEL III LLC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .013 acres of right-of-way plus permanent and temporary easements.

PIN #097-45-5683, CHANTILLY CRUSHED STONE INC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .002 acres of right-of-way plus permanent and temporary easements.

PIN #096-15-5041, RECYCLE AMERICA LLC

This property is not subject to any proffers or conditions. The Route 50 project requires permanent and temporary easements.

PIN #128-40-9698, CHANTILLY CRUSHED STONE INC

This property is not subject to any proffers or conditions. The Route 50 project requires dedication of .33 acres of right-of-way plus temporary easements.

PIN #096-15-2370, CHANTILLY CRUSHED STONE INC

This property is not subject to any proffers or conditions. The Route 50 project does not require any right-of-way or easements from this property.

** The right-of-way and easements required for the Route 50 Project were obtained from the Right-of-Way Data Sheet, VDOT plan sheet numbers 1C(1) and 1C(2).

Proffer Information – Construction and Cash in Lieu:

- Fox Gate, ZMAP 2008-0004, Proffer IV.B provides for the construction of a deceleration lane along the property's Route 50 frontage, which is to occur concurrently with the construction of Steeple Run Drive. This trigger has not yet been met.

B. Steeple Run Drive.

Prior to issuance of the zoning permit for the first square foot of development on the Property beyond the Phase 1 Development, the Owners shall construct and open to vehicular traffic the right-in access point and private road, identified on Sheet 4 of the Concept Plan as "Steeple Run Drive."

Concurrently with, and as part of the approved, bonded construction plans for, the construction of the said right-in access point for Steeple Run Drive, the Owners shall dedicate right-of-way for and shall construct, cause to be constructed or bond for construction, a deceleration lane within the existing Route 50 right-of-way along the Property's Route 50 frontage as shown on the Concept Plan and consistent with the approved plans for VDOT Project 0050-096A, 101, P101 (CAD 3/09).

The Owners shall provide written disclosure to all future purchasers and tenants of any portion of the Property that the entrance from Route 50 to Steeple Run Drive is proffered to be closed in accordance with these Proffers.

Proffer IV.H provides for a cash equivalent contribution if the improvements are constructed by others.

H. Cash Equivalent Contribution.

Except as otherwise provided in these Proffers or unless such improvements are provided in cooperation with others either by private agreement and/or pursuant to the commitments of other zoning applications, the Owners agree that, in the event any of the transportation improvements described herein as being a construction obligation of the Owners are constructed or bonded for construction by others prior to bonding for construction by the Owners, the Owners shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to the cost of constructing such transportation improvements described above in lieu of actual construction of each such improvement provided by others. For purposes of this Proffer, the Eastgate View Drive Improvement and the Pleasant Valley Road Improvement shall not be considered "a construction obligation of the Owners." For the purposes of determining the in-lieu-of contribution, (i) the actual cost, based on paid invoices, of constructing and completing such improvements will be used if available; if not available, the amount of the approved bond estimate (defined for this purpose as the estimated construction cost of all items shown upon the bonded plans for such improvement as approved by the County, increased by an inflation factor equal to the annual percentage change in the Construction Index Code, as published weekly in the Engineering News Record) for such improvement will be used, and (ii) construction costs shall be deemed to include all design, engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction. Such contribution in-lieu-of actual construction shall be paid at the time the Owners would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contributions shall either be used to reimburse the party or parties who constructed such improvements, or for regional roadway or transportation improvements in the vicinity of the Property.

It is also noted that Fox Gate Proffer IV.A.2 provides for the closure of Steeple Run Drive to occur the earlier of 12 years from the approval date of the rezoning application (6/7/2023) or when the final design has been approved for the Route 50/Tall Cedars Parkway interchange. Given this provision, Steeple Run Drive may never be constructed; therefore, the Owners obligation to construct the Route 50 deceleration lane would also cease.

2. Steeple Run Drive. Upon the earlier to occur of: (i) twelve (12) years from the date of the approval of this Rezoning, or (ii) the date on which a final design has been approved and full funding is in place for construction of the Route 50/Tall Cedars Parkway grade-separated interchange, the proposed direct access from Route 50 to proposed Steeple Run Drive, shown on Sheet 4 of the Concept Plan as "Proposed Temporary Right-In Entrance (To Be Closed Pursuant to Proffers)," shall be closed at no public cost and without compensation to the Owners for such closure, unless, at such time as closure is required pursuant to this Proffer, the County and/or VDOT determines and requests that such access should remain open, in which case it may remain open thereafter unless and until the County and/or VDOT agree to close it. In the event such proposed direct access from Route 50 to proposed Steeple Run Drive is not constructed prior to the time closure is required pursuant to this Proffer, such entrance shall not be constructed thereafter unless the County and/or VDOT determines and requests that such access be constructed. To the extent any of the land area within such closed access point, including deceleration lanes, is no longer needed as right-of-way for U.S. Route 50, and title to such land area does not automatically revert to a private owner pursuant to applicable law, the fee simple title to such land areas may, as permitted by and in accordance with applicable law, be conveyed upon written request by the fee simple owner of the parcel on which such closed access point currently is located, to the fee simple owner, at no cost to or compensation by such owner, in consideration of the commitment in this Proffer to close such access point.

- Cadmor, SPEX 2002-0013, Condition 2.b. provides for the construction of a third west bound travel lane on Route 50. This improvement was constructed during development of the Moore Cadillac dealership as shown on STPL 2002-0032.

2. *The owner shall provide transportation contributions and improvements as shown on the Plat dated May 21, 2003, prepared by William H. Gordon Associates, Inc. and as described below prior to occupancy permit issuance.*

b. *Dedicate right-of-way and construct a third west-bound through travel lane and a right turn lane onto Pleasant Valley Road along the property frontage of Route 50, in accordance with County and VDOT requirements.*

- Holtzman Oil, SPEX 2005-0040, Condition 8.a provides for construction of Route 50 frontage improvements as shown on the special exception plat. This improvement is to occur prior to issuance of the occupancy permit for the property, which has not yet been triggered because the property is undeveloped. There is no condition that provides for cash in lieu of construction if this improvement is constructed by others.

8. Transportation. *The owner shall provide transportation improvements as shown on the Plat dated October 17, 2007, prepared by Stantec Consulting Inc., and as described below prior to occupancy permit issuance.*

c. *Dedicate right-of-way for one-hundred (100) feet from the centerline of Route 50 along the property frontage and construct frontage*

improvements as shown on the Special Exception Plat and in accordance with County and VDOT requirements.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide funding for improvements to this portion of Route 50.

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Name of Segment: Shreveport Drive (#97)

Segment Location: Northstar Boulevard to Loudoun County Parkway

Category: Missing Link

Estimated Cost: \$16,383,600

Funding Options: This road improvement is proffered to by the developer of Brambleton and the Graham Flynn Biggers Property in conjunction with four other recent Brambleton applications; there are no County or state funds allocated for this project.

Summary

Right of Way: This segment of Shreveport Drive is proffered by the developers of Brambleton Active Adult, Brambleton, the Graham Flynn Biggers Property and Brambleton Corner. All proffered right-of-way has been dedicated with the exception of the portion located on PIN #201-29-8144.

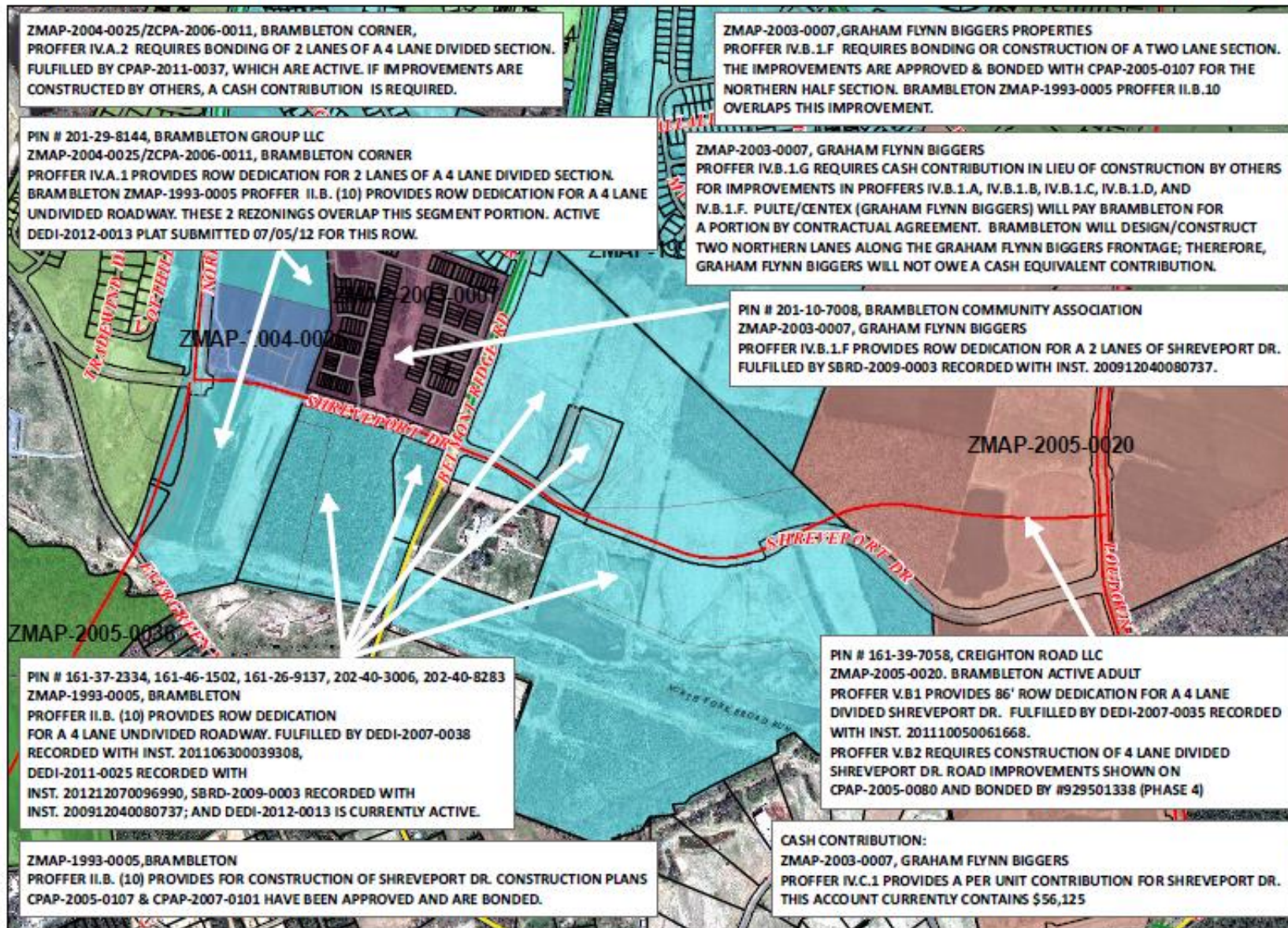
Construction: The proffered road improvements are shown on the following construction plans:
CPAP-2005-0080 – Approved and Bonded
CPAP-2005-0107 – Approved and Bonded
CPAP-2011-0037 – Active

Funding Sources: This is a proffered segment of Shreveport Drive. Proffer IV.C.1 of ZMAP-2003-0007 contains \$56,125 that, if available, could be used for improvements to this segment of Shreveport Drive. There are no County or State funds allocated for these road improvements.

Current Status: The right-of-way for this portion of Shreveport Drive has been dedicated with the exception of right-of-way on PIN #201-29-8144. The construction plans and profiles have been approved and bonded with the exception of CPAP-2011-0037 which contains proffered road improvements on PIN# 201-29-8144.

Brambleton Group, LLC has submitted 3 Zoning Map Amendments with related Special Exceptions: ZMAP-2012-0013, ZMAP-2012-0014 and ZMAP-2012-0017. These applications are still in the initial checklist submission; therefore there are no drafts proffers at this time. However, given the proximity to this segment of Shreveport Drive, it is possible that proffers for construction of this segment may be requested.

SEGMENT #97: SHREVEPORT DRIVE (NORTHSTAR BOULEVARD TO LOUDOUN COUNTY PARKWAY)



Proffer/Conditions Analysis

ROW Status:

PIN#201-29-8144, Brambleton Group, LLC

A portion of this parcel is subject to the proffers associated with the proffers associated with Bramblton Corner, ZMAP-2004-0025/ ZCPA-2006-0011, approved on 10/16/07. The remainder of the parcel is subject to the proffers and conditions of approval associated with Brambleton, ZMAP-1993-0005 and SPEX-1993-0017, approved on 11/16/97 as clarified on 11/08/95.

Proffer IV.A.1 of ZMAP-2004-0025 provides for right-of-way dedication to accommodate 2 lanes of a 4 lane divided section of Route 621 Relocated (also referred to as the East-West Connector and Shreveport Drive) along the property's frontage. It is noted that proffer II.B. (10) of ZMAP-1993-0005 provides for right-of-way dedication of Shreveport Drive to accommodate a 4 lane undivided roadway. These 2 rezonings overlap regarding this segment of Shreveport Drive.

A Dedication Plat, DEDI-2012-0013, was submitted on 07/05/12 for the proffered right-of-way.

PIN#161-37-2334, 161-46-1502 and 161-26-9137, Brambleton Group, LLC, PIN#202-40-3006, Sami Ali, Trustee and 202-40-8283, Loudoun County Board of Supervisors.

These parcels are subject to the proffers and conditions of approval associated with Brambleton, ZMAP-1993-0005 and SPEX-1993-0017, approved on 11/16/97 as clarified on 11/08/95.

Proffer II.B. (10) provides for right-of-way dedication of the East/West Connector (now referred to as Shreveport Drive) to accommodate a 4 lane undivided roadway. As shown on page 4B of the Brambleton Concept Plan, Shreveport Drive extends onsite from Route 659 Relocated to the eastern property boundary of Landbay 3. Such dedication is to occur concurrently with development of improvements in Land Bay 3. Two of these parcels are undeveloped (PIN#'s 201-29-8144 and 202-40-3006).

The proffered right-of-way for Shreveport Drive has been dedicated by DEDI-2007-0038 which was recorded by Instrument #201106300039308 on 06/30/11, DEDI-2011-025 which was recorded by Instrument #201212070096990 on 12/07/12, SBRD-2009-0003 which was recorded by Instrument #200912040080737 on 12/04/09 and DEDI-2012-0013 which was submitted on 07/05/12 and is currently active.

II.B. (10) East/West Collector Road On-Site.

The Applicant shall dedicate and construct the East/West Collector Road in the southern portion of Land Bay 3 as a four-lane undivided road. Such dedication and construction shall take place concurrently with the development of improvements in Land Bay 3 fronting on these roads. Notwithstanding the foregoing, the Applicant shall construct this road as a two-lane section for ultimate expansion to four-lanes no later than the time that permits for the five hundred thousandth (500,000th) square foot of gross floor area of industrial (PD-GI or PD-IP) have been issued.

PIN#201-10-7008, Brambleton Community Association

This parcel is subject to the proffers associated with Graham Flynn Biggers Properties, ZMAP-2003-0007, approved on 11/01/04, as clarified on 10/22/04.

Proffer IV.B.1.f provides for the right-of-way dedication to accommodate a 2 lane portion of the East-West Connector along the Property's southern boundary from Route 659 to the Property's western boundary. The proffered right-of-way is provided by a Subdivision Record Plat, SBRD-2009-0003 which was recorded by Instrument #200912040080737 on 12/04/09.

IV. TRANSPORTATION

B. Construction of Transportation Improvements

1. Prior to approval of the first record plat or site plan for the Property, whichever occurs first in time, the Owner shall dedicate, construct, or bond for the construction, the following transportation improvements:

f. The Owner shall construct or bond for construction a two-lane portion of the East-West Connector along the Property's southern boundary from Route 659 (Belmont Ridge Road) to the Property's western boundary.

PIN#161-39-7058, Creighton Road LLC

This parcel is subject to the proffers associated with Brambleton Active Adult, ZMAP-2005-0020, approved on 09/11/07.

Proffer V.B1 of ZMAP-2005-0020 provides for the dedication of 86 feet of right-of-way dedication to accommodate a 4 lane median divided section of Shreveport Drive (referred to as East-West Connector in the proffers and on the CDP) through the property. Said right-of-way shall be dedicated in conjunction with approved construction plans and profiles for Shreveport Drive.

The proffered right-of-way for Shreveport Drive has been dedicated and DEDI-2007-0035 which was recorded by Instrument #201110050061668 on 10/05/11.

V. TRANSPORTATION

B. East-West Connector/ Route 621 Relocated Dedications and Improvements

1. The Applicant shall dedicate 86 feet in width of right-of-way, along with all necessary construction and maintenance related easements located outside of the right-of-way, to accommodate a 4-lane median divided section of East-West Connector/ Route 621 Relocated through the Property in the general location depicted in the CDP. Additional right-of-way, if needed, shall be dedicated to accommodate right-turn and left- turn lanes. Said right-of-way shall be dedicated in conjunction with the approval of construction plans and profiles for the East-West Connector/ Route 621 Relocated. Any off-site easements and/or right-of-way necessary for the construction of the East-West Connector/ Route 621 Relocated shall be provided at no cost to the County or VDOT.

Proffer Information – Construction and Cash in Lieu:

- Proffer IV.A.2 of Brambleton Corner, ZMAP-2004-0025/ZCPA-2006-0011 provides for construction of 2 lanes of a 4 lane divided section of Shreveport Drive along the Property's frontage. These improvements shall be bonded for construction prior to the approval of the first record plat or site plan for the property, whichever occurs first. A construction plan for the proffered road improvements, CPAP-2011-0037, was submitted on 05/18/11 and has not yet been approved.

This proffer also provides that in the event that the proffered road improvements are constructed by others prior to the approval of the first record plat or site plan for the property, whichever is first in time, the Applicant shall provide a cash contribution to the County at the time of approval of the first record plat or site plan for the Property, whichever is first in time.

IV. TRANSPORTATION

A. Route 621 Relocated Dedications and Improvements

2. The Applicant will construct two lanes of a 4-lane divided section of Route 621 Relocated across the Property's frontage, from the eastern edge of the Property west to Route 659 Relocated including necessary turn lanes. These improvements, if required, shall be bonded for construction prior to the approval of the first record plat or site plan for the Property, whichever is first in time. In the event that these improvements are constructed by others prior to the approval of the first record plat or site plan for the Property, whichever is first in time, the Applicant shall provide a cash equivalent contribution to the County at the time of approval of the first record plat or site plan for the Property, whichever is first in time. Such contribution shall be used by the County for transportation improvements within the Dulles Community area, as defined in the Suburban Policy of the Revised General Plan.

- Proffer II.B. (10) of Brambleton, ZMAP-1993-0005, provides for construction of the East/West Collector Road (now referred to as Shreveport Drive). As shown on page 4B of the Brambleton Concept Plan, Shreveport Drive extends on-site from Route 659 Relocated to the eastern property boundary of Landbay 3. The proffered road improvements are provided by construction plans CPAP-2005-0107, which was approved on 09/23/09, and CPAP-2007-0101 which was approved on 05/16/11. Brambleton Group LLC posted 4 bonds totaling \$28,668,000 (#929478410, #929478408, #929478409 and #929478434) for the proffered road improvements provided on CPAP-2005-0107. Brambleton Group LLC also posted bond #929548245 in the amount of \$1,982,000 for the proffered road improvements provided on CPAP-2007-0101.

II.B. (10) East/West Collector Road On-Site.

The Applicant shall dedicate and construct the East/West Collector Road in the southern portion of Land Bay 3 as a four-lane undivided road. Such dedication and construction shall take place concurrently with the development of improvements in Land Bay 3 fronting on these roads. Notwithstanding the foregoing, the Applicant shall construct this road as a two-lane section for

ultimate expansion to four-lanes no later than the time that permits for the five hundred thousandth (500,000th) square foot of gross floor area of industrial (PD-GI or PD-IP) have been issued.

- Proffer IV.B.1.f of Graham Flynn Biggers Properties, ZMAP-2003-0007, provides for the bonding or construction of a two lane portion of the East-West Connector along the Property's southern boundary from Route 659 to the Property's western boundary. The proffered road improvements are provided by CPAP-2005-0107 and are bonded under bond #929478410. This plan represents the northern half section of the road improvements.

It is noted that Brambleton proffer II.B.10, ZMAP-1993-0005, overlaps with this portion of the transportation improvements provided by Graham Flynn Biggers. Brambleton proffer II.B.10 provides for construction of the Graham Flynn Biggers' portion of the East/West Collector Road (Shreveport Drive).

Proffer IV.B.1.g of Graham Flynn Biggers provides for cash in lieu of construction contribution if any of the transportation improvements provided by Proffers IV.B.1.a, IV.B.1.b, IV.B.1.c, IV.B.1.d, and IV.B.1.f. are constructed by others. Brambleton and Pulte/Centex (developer of the Graham Flynn Biggers parcel) have entered into a contractual agreement in which Pulte/Centex will be paying Brambleton to perform a portion of its proffered road improvements. Brambleton will design and construct the two northern lanes of Shreveport Drive along the frontage of the Graham Flynn Biggers Property. Because Pulte/Centex is paying Brambleton to perform these proffered road improvements, a cash equivalent contribution will not be owed to the County for Graham Flynn Biggers Proffer IV.B.1.b and IV.B.1.f.

Since Graham Flynn Proffer IV.B.1.f provides for construction of two of the four lanes of Shreveport Road, Brambleton will owe a cash in lieu of construction contribution to the Brambleton Transportation Improvement Fund for the Graham Flynn Biggers portion of the East-West Collector Road (Shreveport Drive) at the time of construction stated in Brambleton Proffer IV.B.10, which is concurrent with the development of improvements in Land Bay 3 fronting Shreveport Drive.

The Loudoun County Brambleton Fire & Rescue Station is presently under construction on PIN #202-40-8283. Therefore, Brambleton currently owes a contribution in lieu to the Brambleton Transportation Improvement Fund for construction of a half section of Shreveport Drive along the frontage of PIN #202-40-8283.

A future contribution in lieu of construction contribution for a half section of Shreveport Drive fronting PIN #202-40-3006, (currently owned by Sami Ali, Trustee) will be owed to the Brambleton Transportation Improvement Fund when that parcel is developed. Brambleton has acquired a reservation of right-of-way.

IV. TRANSPORTATION

B. Construction of Transportation Improvements

1. Prior to approval of the first record plat or site plan for the Property, whichever occurs first in time, the Owner shall dedicate, construct, or bond for the construction, the following transportation improvements:

a. The Owner shall construct or bond for construction all on-site two-lane private roads including those identified as Private Streets "A" "B" "C" and "D" on the Concept Development Plan. The roads shall also include the construction of sidewalks as shown on Sheet 5 of the Concept Development Plan. The sidewalks shall be constructed to County FSM standards.

b. The Owner shall construct or bond for construction right and left turn lanes at the Route 659 (Gum Spring Road) site entrance to the Property, if required by VDOT and the County. If the turn lanes are not required at the time of the first record plat or site plan, whichever is first in time, the turn lanes will be provided in conjunction with subsequent record plats or site plans, if required by VDOT and the County.

c. The Owner shall construct or bond for construction a ten (10) foot wide asphalt multi-purpose trail along the Property's Route 659 (Belmont Ridge Road) and East-West Connector frontage as generally shown on Sheet 5 of the Concept Development Plan. The trail shall be constructed within a fourteen (14) foot public access easement and maintained by the Homeowner's Association in the approximate location as shown on the Concept Development Plan.

d. The Owner shall construct or bond for construction a temporary emergency access road as generally shown on Sheet 5 of the Concept Development Plan as "Temporary Emergency Access". The temporary emergency access road shall be constructed pursuant to applicable Facilities Standards Management ("FSM") requirements. The road shall be removed at the time a second point of access is provided to the site. The area will be landscaped pursuant to County FSM requirements as determined at the time of record plat or site plan review.

e. Upon the request of VDOT or the County, the Owner shall dedicate along the Property's southern boundary, sufficient right-of-way to provide for sixty feet of right-of-way from the centerline of the future East-West Connector as shown on the Concept Development Plan.

f. The Owner shall construct or bond for construction a two-lane portion of the East-West Connector along the Property's southern boundary from Route 659 (Belmont Ridge Road) to the Property's western boundary.

g. *Cash Equivalent Contribution. Unless otherwise provided in these Proffers, the Owner agrees to contribute to the County, or its designee, an amount equal to the cost of constructing the transportation improvements described above in Proffers IV.B.1.a, IV.B.1.b., IV.B.1.c., IV.B.1.d., and IV.B.1.f., in lieu of actual construction, if said improvements have been constructed or bonded for construction by others prior to bonding for construction by the Owner. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based upon County bonding estimates for said construction per the FSM. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.*

II.B. (10) East/West Collector Road On-Site.

The Applicant shall dedicate and construct the East/West Collector Road in the southern portion of Land Bay 3 as a four-lane undivided road. Such dedication and construction shall take place concurrently with the development of improvements in Land Bay 3 fronting on these roads. Notwithstanding the foregoing, the Applicant shall construct this road as a two-lane section for ultimate expansion to four-lanes no later than the time that permits for the five hundred thousandth (500,000th) square foot of gross floor area of industrial (PD-GI or PD-IP) have been issued.

- Proffer V. B.2 of Brambleton Active Adult, ZMAP-2005-0020, provides for construction of a 4 lane divided Shreveport Drive from the Western Property line to Loudoun County Parkway. Construction shall be complete prior to issuance of the 350th zoning permit for any residential unit on the Property.

The proffered road improvements are provided on construction plan and profile CPAP-2005-0080, approved on 12/31/08. This segment is shown as phase 4, and bond #929501338 has been posted for it.

2. The Applicant shall construct a 4-lane divided East-West Connector/ Route 621 Relocated from the western Property boundary to the Loudoun County Parkway (as shown on Exhibit D), including necessary turn lanes, prior to issuance of the 350th zoning permit for any residential unit at the Property.

Proffer Information – Cash Contribution:

- Proffer IV.C.1 of Graham Flynn Biggers Properties, ZMAP-2003-0007, provides for a per unit contribution of \$4,500 prior to issuance of the zoning permit. Such funds shall be used for regional road improvements for the East-West Connector (Shreveport Drive) connecting Relocated Route 659 to the Loudoun County Parkway. To date, \$56,125 has been collected in accordance with proffer.

IV. Transportation

C. Cash Contribution Towards Regional Road Improvements, Transit, and Fair-Share Signalization

- 1. Cash Contribution Towards the East-West Connector (from Route 659 Relocated to Route 607, Loudoun County Parkway). The Owner shall pay to the Brambleton Transportation Improvement Fund a cash contribution in the amount of \$4,500 for each residential unit constructed on the Property. Such contribution shall be paid prior to the issuance of the zoning permit for each residential unit. Such funds shall be used for regional road improvements to the East-West Connector, connecting Relocated Route 659 to the Loudoun County Parkway. The per unit cash contributions proffered in this paragraph shall be adjusted annually in accordance with the CPI published by the Bureau of Labor Statistics, U.S. Department of Labor, beginning one year from the approval date of the rezoning of the Property with 2004 as the base year.***

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Tall Cedars Parkway/ Route 2200 (#98)

Segment Location: Pinebrook Road to Riding Center Drive

Category: Missing Link

Estimated Cost: \$6,974,100

Funding Options: This is a proffered road segment; there are no County or state funds allocated for this project.

Summary

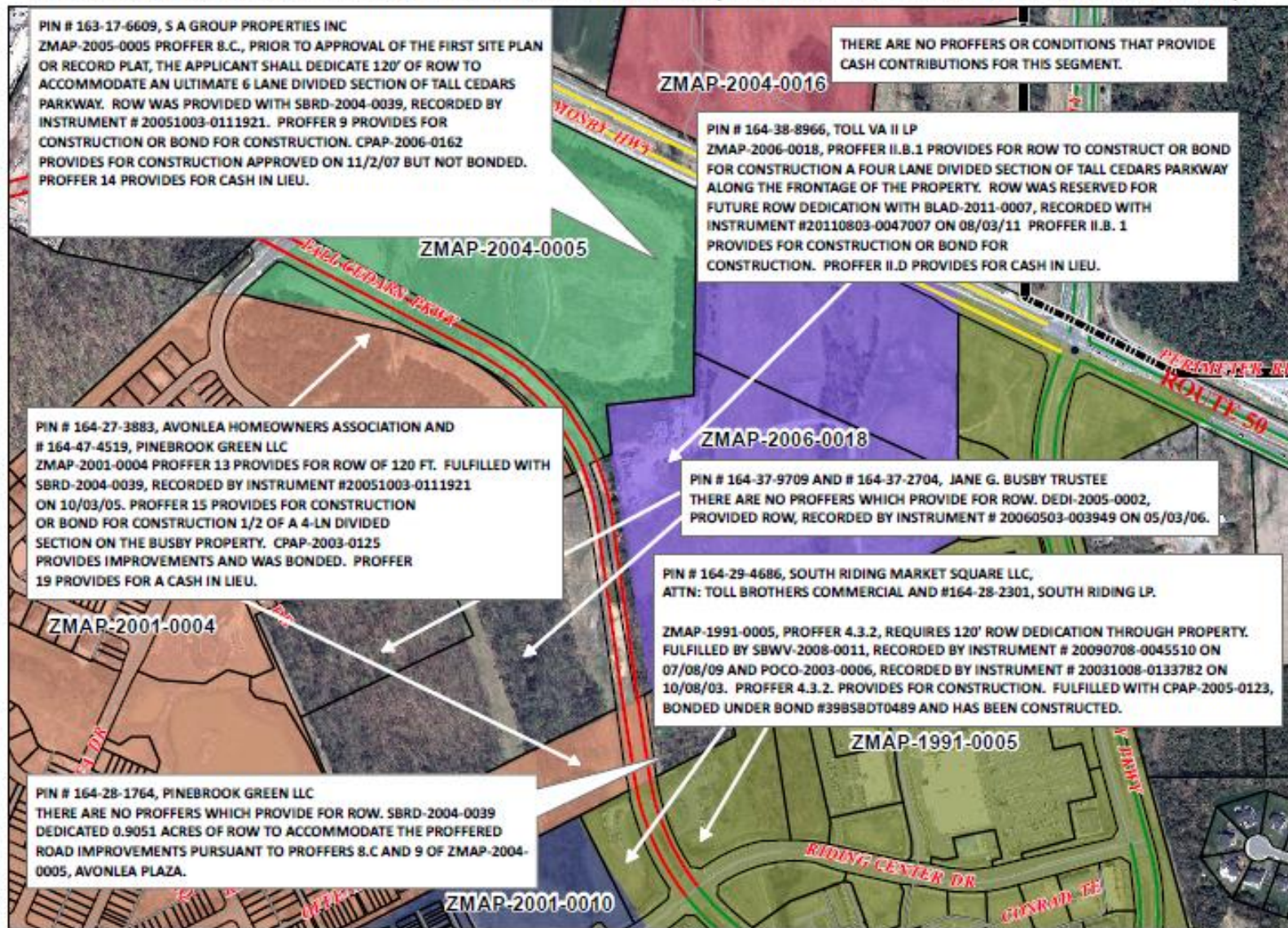
Right of Way: Right of way for this entire segment has either been dedicated or reserved for future dedication.

Construction: Improvements have been constructed to the western (South Riding) portion of this road segment. The remainder of the segment has not been constructed but is proffered by Pinebrook Village (Avonlea), Avonlea Plaza and South Riding Market Square.

Funding Sources: There are no cash proffers or conditions provided for improvements to this road segment.

Current Status: Construction of a half section of the segment proffered by ZMAP-2001-0004, Pinebrook Village, is anticipated to commence in mid-March 2013.

SEGMENT # 98: TALL CEDARS PARKWAY/ROUTE 2200 (PINEBROOK RD TO RIDING CENTER DR).



Proffer/Conditions Analysis

ROW Status:

PIN # 163-17-6609, S A Group Properties Inc

This parcel is subject to the proffers associated with a zoning map amendment, ZMAP-2004-0005, Avonlea Plaza, which was approved on 05/09/06.

Pursuant to Proffer 8.C., prior to approval of the first site plan or record plat, the Applicant shall dedicate 120' of right-of-way to accommodate an ultimate 6 lane divided section of Tall Cedars Parkway. The proffered right-of-way was provided by a record plat, SBRD-2004-0039, which was recorded by Instrument # 20051003-0111921 on 10/03/05.

8. Roadway Dedications.

C. Prior to County approval of application for first site plan or first record subdivision, whichever is first in time, for development on the Property abutting the north side of Tall Cedars Parkway (per roadway section depicted on Sheet 2) or any time at the request of the County or VDOT, the Applicant shall dedicate to the County so much of the Property as is required to provide a right-of-way 120 feet wide for an ultimate six-lane, divided section of Tall Cedars Parkway together with all turn lanes for said section of Tall Cedars Parkway necessary to meet VDOT standards.

PIN # 164-38-8966, Toll VA II LP

This parcel is subject to the proffers associated with a zoning map amendment, ZMAP-2006-0018, South Riding Market Square II which was approved on 05/05/09.

Pursuant to proffer II.B.1., prior to approval of the first record plat or site plan, the Owner shall provide the necessary right-of-way to construct or bond for construction a four lane divided section of Tall Cedars Parkway along the frontage of the Property from the current point of termination on the Property of South Riding LP. to the northwestern boundary of the Property. The proffered right-of-way was reserved for future dedication by a boundary line adjustment plat, BLAD-2011-0007, which was recorded by Instrument #20110803-0047007 on 08/03/11.

B. Transportation Improvements. *The transportation-related land dedication and improvements will be provided as follows:*

- 1. Tall Cedars Parkway:*** *Prior to approval of the first record plat or site plan for development upon the Property, whichever is first in time, the Owner will either construct or bond for construction a four lane divided section of Tall Cedars Parkway along the frontage of the Property from the current point of termination of the portion of Tall Cedars Parkway located on the property of South Riding L.P. (MCPI # 162-29-6606) Tax Map 101, Parcel 59, shown on the Concept Plan, to and including the third and most westerly full crossover access point for Tall Cedars Parkway at the approximate northwestern boundary of the Property upon those certain parcels of real property identified in*

the land records of Loudoun County as Tax Map 101, Parcel 49 (MCPI # 164-37-9709) and Tax Map 101, Parcel 48 (MCPI # 164-37-2704) (collectively, the “Busby Property”) , Tax Map 101, Parcel 57A (MCPI # 164-28-1764) and Tax Map 101, Parcel 47A (MCPI #164-29-6609) (collectively the “Pinebrook Property”) and Tax Map 101, Parcel 59 (MCPI # 164-29-6606) (the South Riding L.P. Property) to extend a four lane divided section of Tall Cedars Parkway including the three points of access to the Property illustrated on the Concept Plan. Such construction or bonding for construction, shall include the turn lanes reasonable required to meet VDOT standards at the entrance points to the Property on Tall Cedars Parkway as approximately shown on the Concept Plan. In the event that construction of the Tall Cedars Parkway improvement’s described in this Proffer II. B. 1 requires construction of an acceleration or a deceleration lane or an entrance to the Property located on the Pinebrook Property, the Owner will either construct or bond for construction such improvements prior to approval of the first record plat or site plan for development upon the Property, whichever is first in time.

PIN # 164-28-1764, Pinebrook Green LLC

There are no proffers or conditions for right-of-way dedication. A record plat, SBRD-2004-0039, which was recorded by Instrument # 20051003-0111921 on 10/03/05, dedicated 0.9051 acres of right-of way to accommodate the proffered road improvements pursuant to proffers 8.C and 9 of ZMAP-2004-0005, Avonlea Plaza.

PIN # 164-29-4686, South Riding Market Square LLC, Attn: Toll Brothers Commercial and #164-28-2301, South Riding LP

These parcels are subject to the proffers associated with a zoning map amendment, ZMAP-1991-0005, South Riding, which was approved on 03/03/93 as clarified on 02/24/93.

Pursuant to proffer 4.3.2, the Developer shall dedicate 120’ of right-of-way through the Property at such time as requested by the County. The proffered right-of-way was provided by a subdivision waiver plat, SBWV-2008-0011, which was recorded by Instrument # 20090708-0045510 on 07/08/09 and a plat of correction, POCO-2003-0006 which was recorded by Instrument # 20031008-0133782 on 10/08/03.

4.3.2 South Parallel Collector Road: The Developer shall dedicate at such time as requested by the County, a 120 ft. right-of-way, increasing in width as required by VDOT and the County for turn lanes, for the construction of the South Parallel Collector Road (South of Route 50) through the Property in the general location as shown on Exhibit 2.1A. The developer shall construct the South Parallel Collector Road as a four lane divided cross-section roadway with turn lanes as required by VDOT. Final alignment of South Collector from Street A to the west property line and from Street E to the east property line shall be

designed as agreed by the Developer and the County no later than submission by the Developer of the preliminary plat of subdivision for the adjacent land area.

PIN # 164-37-9709 and # 164-37-2704, Jane G. Busby Trustee

There are no proffers or conditions for right-of-way dedication. A zoning map amendment, ZMAP-2012-0009, was submitted on 06/06/12 and is currently active. Draft proffers have been submitted and do not contain any right-of-way dedication.

Right-of-way along PIN # 164-37-2704 and # 164-37-9709 (the Busby Property) was provided by a dedication plat, DEDI-2005-0002, which was recorded by Instrument # 20060503-003949 on 05/03/06.

PIN # 164-27-3883, Avonlea Homeowners Association and # 164-47-4519, Pinebrook Green LLC

These parcels are subject to the proffers associated with zoning map amendment, ZMAP-2001-0004, Pinebrook Village, which was approved on 05/05/03 as clarified on 04/29/03.

Pursuant to proffer 13, prior to the first record plat or site plan approval, the Applicant will acquire and dedicate the necessary right-of-way 120' in width along PIN # 164-47-4519 and # 164-27-3883 and 60' in width along PIN # 164-37-2704 and # 164-37-9709 (the Busby Property).

The right-of-way along PIN # 164-47-4519 and # 164-27-3883 was provided by a record plat, SBRD-2004-0039, which was recorded by Instrument #20051003-0111921 on 10/03/05. As noted above, the right-of-way along PIN # 164-37-2704 and # 164-37-9709 (the Busby Property) was provided by a dedication plat, DEDI-2005-0002, which was recorded by Instrument # 20060503-003949 on 05/03/06.

13. *Tall Cedars Dedication - At time of first record plat approval or first site plan approval for development on the Property, whichever is first in time, or sooner if requested by the County or VDOT, the Applicant will acquire, where necessary, and dedicate to the County off-site right-of-way 120 feet in width from land identified as Tax Map 101, Parcels 48A and 57A in the land records of Loudoun County and 60 feet in width from land identified as Tax Map 101, Parcel 49 (Busby), as depicted on the CDP, in order to accommodate the construction of Tall Cedars Parkway. Such dedication will include the dedication of easements outside of said right-of-way that are necessary for the construction and maintenance of Tall Cedars Parkway within the right-of-way shown on the CDP.*

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer 9 of ZMAP-2004-0005, Avonlea Plaza, prior to approval of the first record plat or site plan, the applicant will construct or bond for construction the northern one half of a four lane divided section of Tall Cedars Parkway across the Property's southern frontage and the northern half of a four lane divided section of Tall Cedars

Parkway across PIN# 164-37-9709 and PIN # 164-37-2704, known as the Busby Property.

The proffered road improvements are provided on CPAP-2006-0162, which was approved on 11/02/07 and has not been bonded. It is noted that the northern half of the four lane divided section along PIN # 164-38-8966 is double proffered for construction with this application and also ZMAP-2006-0018, South Riding Market Square II.

9. *Tall Cedars Construction. Prior to approval of the first record plat, or first site plan for the Property whichever is first in time, the Applicant will construct, or bond for construction, the northern half of a four lane divided section of Tall Cedars Parkway across the southern frontage of the Property and shall also construct, or bond for construction, the northern half of a four lane divided section of Tall Cedars Parkway across that property identified in the land records of Loudoun County as TM 101, P49 (MCPI # 164379709) and TM 101, P48 (MCPI # 164372704) (collectively, the "Busby Property").. Such construction, or bonding, shall include the construction, or bonding to construct, of all turns lanes reasonably required to meet VDOT standards at the two entrance points to the Property on Tall Cedars Parkway and at the intersection of Tall Cedars Parkway and Pinebrook Road.*

Pursuant to proffer 14 of ZMAP-2004-0005, Avonlea Plaza, the Applicant shall provide a cash in lieu contribution for the proffered improvements if they have been constructed or are under contract to be constructed by others or if said improvements are under contract to be constructed as part of a regional road improvement project undertaken by the County or its designee.

CASH IN LIEU OF CONSTRUCTION

14. *The Applicant shall contribute to the County, or its designee, an amount equal to the cost of constructing the off-site traffic signal improvements at Tall Cedars Parkway and Pinebrook Road and at Tall Cedars Parkway and the western entrance to the site, and the - construction, proffered in "9" above, of a half section of Tall Cedars Parkway across the southern frontage of the Property and across the Busby Property in lieu of actual construction if said improvements have been constructed by others or if said improvements are under contract to be constructed in a timely manner as part of a regional road improvement project undertaken by the County or its designee. 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 contributions in lieu of actual construction shall occur at the time specified in the applicable proffer for construction or bonding of the improvements or, at the Applicant's sole discretion, earlier than the time specified when construction is part of a regional road improvement project. 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 that benefit, the Property. In the event of a disagreement between the Applicant and the County as to the construction cost amount, then the cash in-lieu-of construction shall be determined by two qualified independent licensed engineers, fully paid for by the Applicant, one selected by the Board of Supervisors and one selected by the Applicant, who shall agree on the cost amount. In the event the engineers are unable to agree, the two referenced engineers shall select a third engineer who shall render a professional estimate of the cost amount. The average of the three estimates shall be used to determine the cost amount for cash in-lieu-of construction. The cost of the estimation services performed by those engineers shall be included as a part of the cost of construction.

- Pursuant to proffer II.B. 1 of ZMAP-2006-0018, South Riding Market Square II, prior to approval of the first record plat or site plan, the Owner shall construct or bond for construction a four lane divided section of Tall Cedars Parkway along the Property frontage from the current point of termination on the Property of South Riding LP. to the northwestern boundary of the Property. No development plans for this segment of Tall Cedars Parkway have been submitted. It is noted that the northern half of the four lane divided section along PIN # 164-38-8966 is double proffered for construction with this application and also ZMAP-2005-0005, Avonlea Plaza.

B. Transportation Improvements. *The transportation-related land dedication and improvements will be provided as follows:*

1. ***Tall Cedars Parkway:*** *Prior to approval of the first record plat or site plan for development upon the Property, whichever is first in time, the Owner will either construct or bond for construction a four lane divided section of Tall Cedars Parkway along the frontage of the Property from the current point of termination of the portion of Tall Cedars Parkway located on the property of South Riding L.P. (MCPI # 162-29-6606) Tax Map 101, Parcel 59, shown on the Concept Plan, to and including the third and most westerly full crossover access point for Tall Cedars Parkway at the approximate northwestern boundary of the Property upon those certain parcels of real property identified in the land records of Loudoun County as Tax Map 101, Parcel 49 (MCPI # 164-37-9709) and Tax Map 101, Parcel 48 (MCPI # 164-37-2704) (collectively, the “Busby Property”) , Tax Map 101, Parcel 57A (MCPI # 164-28-1764) and Tax Map 101, Parcel 47A (MCPI #164-29-6609) (collectively the “Pinebrook Property”) and Tax Map 101, Parcel 59 (MCPI # 164-29-6606) (the South Riding L.P. Property) to extend a four lane divided section of Tall Cedars Parkway including the three points of access to the Property illustrated on the Concept Plan. Such construction or bonding for construction, shall include the turn lanes reasonable required to meet VDOT standards at the entrance points to the Property on Tall Cedars Parkway as*

approximately shown on the Concept Plan. In the event that construction of the Tall Cedars Parkway improvement's described in this Proffer II. B. 1 requires construction of an acceleration or a deceleration lane or an entrance to the Property located on the Pinebrook Property, the Owner will either construct or bond for construction such improvements prior to approval of the first record plat or site plan for development upon the Property, whichever is first in time.

Pursuant to proffer II.D., of ZMAP-2006-0018, South Riding Market Square II, if any of the proffered road improvements have been constructed by others, then in lieu of constructing such improvements, the Owner will make a cash contribution in the amount of the reasonable cost of construction to Loudoun County for reimbursement to the party who constructed such improvements. No contribution shall be required if the Owner can demonstrate that the Owner and a third party have entered into an agreement to jointly pay for the cost of construction.

D. Cash in Lieu of Construction. *If, at the time required in these proffers for construction of the four lane divided section of Tall Cedars Parkway described above in Proffer II.B.1., said improvements have been constructed by others, then in lieu of constructing such improvement's, the Owner will pay the commercially reasonable cost of construction of such improvements to Loudoun County for reimbursement by the Board to the party who constructed such improvements or for construction of public transportation improvements within the Route 50 Transportation Corridor as determined by the Board. No such payments in lieu of construction shall be paid if the Owner provides the County with evidence that the Owner and a their party have paid for or have agreed to pay for the cost of construction of such improvements, or have contracted to construct or have jointly constructed such improvements at no cost to the County or VDOT. For the purposes of determining the amount of any in-lieu of contribution, construction costs shall be defined as all commercially reasonable engineering, surveying, bonding, permit fees, utility relocation, and other actual costs of construction of the improvement, exclusive of right-of-way costs, described in Proffer II.C. Any payments in lieu of actual construction shall occur at the time specified in the applicable proffer for construction or bonding of the improvements or, at the Owner's sole discretion, earlier than the time specified. In the event of a disagreement between the Owner and the County concerning the construction cost amount, then the cash-in-lieu of construction amount shall be determined by two qualified independent Virginia licensed engineers, fully paid for by the Owner, one selected by the Board and one selected by the Owner, who shall agree on the cost amount. In the event the engineers are unable to agree, the two referenced engineers shall select a third engineer who shall render a professional estimate of the cost amount. The average of the three estimates shall be used to determine the cost amount for cash-in-lieu of construction. The cost of the estimation services performed by those engineers shall be included as part of the cost of construction.*

- Pursuant to proffer 4.3.2 of ZMAP-1991-0005, South Riding, the Developer shall construct the South Parallel Road (Tall Cedars Parkway) as a four lane divided cross-section roadway with turn lanes as required by VDOT.

4.3.2 South Parallel Collector Road: The Developer shall dedicate at such time as requested by the County, a 120 ft. right-of-way, increasing in width as required by VDOT and the County for turn lanes, for the construction of the South Parallel Collector Road (South of Route 50) through the Property in the general location as shown on Exhibit 2.1A. The developer shall construct the South Parallel Collector Road as a four lane divided cross-section roadway with turn lanes as required by VDOT. Final alignment of South Collector from Street A to the west property line and from Street E to the east property line shall be designed as agreed by the Developer and the County no later than submission by the Developer of the preliminary plat of subdivision for the adjacent land area

Pursuant to proffer 4.4 and Table 3 of ZMAP-1991-0005, South Riding, the developer is not required to construct the proffered road improvements until Phase 5 of the Transportation Phasing Plan. The proffered road improvements were provided on CPAP-2005-0123, bonded under Bond #39BSBDT0489 and have been constructed.

4.4 Transportation Phasing Plan

On-site and off-site road improvements necessary to accommodate the development of South Riding and to provide additional peak hour regional capacity are outlined in the "Transportation Phasing Plan for South Riding," Table 3, dated July 1992, attached hereto and incorporated herein. The phases in Table 3 have no relationship to phases of development specified in Exhibit 3.0 and Tables 1 and 2.

*The development of South Riding and the phasing of transportation improvements shall be accomplished in accordance with **Exhibit 4.4 Transportation Phasing Plan** and the transportation proffers as specified in this section. 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 zoning permit.*

The development of residential units and commercial floor space within each phase may progress independently of the other and the Developer may advance to the next phase of development at any time provided that the transportation improvements required by the Transportation Phasing Plan for each such succeeding phase or sub-phase are constructed or bonded for construction prior to the issuance of the first zoning permit for each such phase or sub-phase. In the event right-of-way to be provided by others is not available, the Developer may nevertheless advance to the next phase of development. Developer may modify the proportion of uses within each phase upon review and

approval by the County provided that the total Average Daily Trips within each phase does not increase.

All references to dwellings in the phasing chart exclude the bonus affordable dwelling units and accessory dwelling units with less than 600 square feet of floor area. All references to streets refer to Exhibit 2.1A.

<p align="center">Table 3</p> <p align="center"><u>Transportation Phasing Plan for South Riding</u></p> <p align="center"><u>November, 1992</u></p>	
<u>Phase</u>	<u>Description of Transportation Improvements</u>
<p align="center">Phase 5</p> <p>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.</p> <p>500,000 sq. ft. general industrial, Land Bay V.</p> <p>50,000 sq. ft. light industrial</p> <p>100,000 sq. ft. office, Land Bay E.</p> <p>35,000 sq. ft. retail, Land Bay H.</p> <p>100,000 sq. ft. flex, Land Bay E or F.</p> <p>140 room hotel, Land Bay A or H.</p>	<p>1) Build 4 lane divided Route 606 extended from the section con- structed 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.</p> <p>2) Build third lane on north and south sides of Route 50 from 500 ft. west of Property line to west of Street C.</p> <p>3) Build 4 lane Street A from 606 Extended 1000 ft. South.</p> <p>4) Build South Collector from Route 606 extended west to Street A</p> <p>5) Build South Collector from Street A to west property line.</p> <p>6) Building South Collector from Street E to east property line.</p> <p>7) Complete Street A.</p> <p>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.</p>

- Pursuant to proffer 15 of ZMAP-2001-0004, Pinebrook Village, prior to issuance of any residential zoning permits beyond the 205th residential unit, the Applicant will construct or bond for construction half of a four lane divided section of Tall Cedars Parkway from the eastern property line of PIN # 164-27-2704 (Busby) to the western boundary of the Property.

The proffered road improvements are provided on CPAP-2003-0125 which was approved on 06/21/05 and bonded by #SU5016287.

14. *Tall Cedars Parkway Improvements* - Prior to the issuance of any zoning permits for residential units beyond the 205th residential unit on the Property, the Applicant will acquire land where necessary on those parcels designated Tax Map 101, Parcel 48A and Tax Map 101, Parcel 49, and will construct, or bond for construction, to VDOT standards, and dedicate to the County and VDOT, half of a four-lane divided section of Tall Cedars Parkway from the eastern boundary of the Property across property of Busby (TM 101, Parcel 49) to the western boundary of the Property, as depicted on the Concept Development Plan. Such construction, or bonding, shall include the construction, or bonding to construct, right and left turn lanes at the respective intersections of Tall Cedars Parkway and Pinebrook Road Relocated.

Pursuant to proffer 19 of ZMAP-2001-0004, Pinebrook Village, the Applicant shall contribute to the County or its designee an amount equal to the cost of any proffered improvements in lieu of actual construction in the event that the improvements have been constructed by others or if the improvements are under contract to be constructed as part of a regional road improvement project undertaken by the County or its designee.

19. *The Applicant shall contribute to the County or its designee an amount equal to the cost of constructing any off-site improvements proffered herein in-lieu-of actual construction if said improvements have been constructed by others or if said improvements are under contract to be constructed in a timely manner as part of a regional road improvement project undertaken by the County or its designee. 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 contributions in-lieu-of actual construction shall occur at the time specified in the applicable proffer for construction or bonding of the improvements or, at the Applicant's sole discretion, earlier than the time specified when construction is part of a regional road improvement project. 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 between the Applicant and the County as to the construction cost amount, then the cash in-lieu-of construction shall be determined by two qualified independent licensed engineers, fully paid-for by the Applicant, one selected by the Board of Supervisors and one selected by the*

Applicant, who shall agree on the cost amount. In the event the engineers are unable to agree, the two referenced engineers shall select a third engineer who shall render a professional estimate of the cost amount. The average of the three estimates shall be used to determine the cost amount for cash in-lieu-of construction. The cost of the estimation services performed by those engineers shall be included as a part of the cost of construction.

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions this segment of Tall Cedars Parkway.

Disclaimer:

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Name of Segment: Tall Cedars Parkway/ Route 2200 (#99)**Segment Location:** West Spine Road to Pinebrook Road**Category:** Missing Link**Estimated Cost:** \$8,255,000.

Funding Options: The construction cost for this segment of Tall Cedars Parkway is funded in the County's CIP with the proffer funds listed below. It is also noted that on November 2, 2011, the Board of Supervisors approved the use of proffer funds from Masira to pay for design and construction of this segment (BA-121093).

SOURCE	AMOUNT
ZMAP-2000-0012 - Blue Springs View	\$ 375,358.00
ZMAP-2002-0020 - Braddock Corner	\$ 1,197,051.00
ZMAP-2004-0008 - Frontier Spring	\$ 314,493.00
SPEX-2006-0018 - Pinebrook Office West Pharmacy	\$ 140,940.00
SBRD-2002-0110 - Providence Ridge	\$ 81,803.00
ZMAP-2001-0010 - South Riding Station	\$ 1,341,603.00
ZMAP-2004-0019 - Treburg	\$ 449,370.00
ZMAP-2000-0008 - Dean Property	\$ 118,036.00
ZMAP-1994-0017 - Stone Ridge	\$ 156,082.00
ZMAP-2003-0002 - Greenfield Crossing	\$ 389,871.00
ZMAP-2003-0002 - Greenfield Crossing	\$ 64,978.00
SBRD-2001-0054 - Westview Estates	\$ 174,948.00
ZMAP-2005-0001 - Seven Hills	\$ 2,018,196.00
ZCPA-2008-0010 East Gate One	\$ 406,135.00
ZCPA-2008-0011 East Gate Three	\$ 406,135.00
Adopted FY 2013 CIP	\$ 7,635,000.00

Summary

Right of Way: Right-of-way has been reserved along PIN #204-10-2931, #163-15-8764 and #163-16-5998 but has not been dedicated. At the time of 60% design completion, Loudoun County will begin to acquire the remaining right-of-way for this portion of Tall Cedars Parkway.

Construction: A County Road Construction Plan, CRCP-2012-0002, was submitted on 10/09/12 and is currently at the 30% completion stage. Plan approval is anticipated at a later time in 2013 and construction is anticipated to begin in the summer of 2014.

Funding Sources: This project is fully funded by County proffer funds.

Current Status: The design plans are 30% complete and approval is anticipated by the end of 2013. Construction is anticipated to begin in the summer of 2014.

SEGMENT # 99: TALL CEDARS PARKWAY/ROUTE 2200 (WEST SPINE RD TO PINEBROOK RD).



Proffer/Conditions Analysis

ROW Status:

PIN # 204-10-2931, Gateway Community Church

This parcel is subject to the proffers associated with ZMAP-2006-0024 and conditions of approval associated with SPEX-2006-0037, Community Corner, which were approved on 12/7/07.

Pursuant to proffers E.1 and E.4, at the time of record subdivision, the Owner shall dedicate onsite right-of-way 132 feet in width to accommodate a four lane divided section of Tall Cedars Parkway from the east side of West Spine Road through to the east boundary of the Property. A record plat has not been submitted or approved for this parcel; therefore, the trigger for the right-of-way dedication has not been met.

E. TRANSPORTATION

1. The following transportation improvements shall either be constructed or shall be dedicated and bonded for construction by Owner prior to issuance of the first zoning permit on the portion of the Property labeled as Sub Areas 3-6 which shall allow up to 29,350 square feet of all permitted PD-CC-CC uses. Such dedication shall include all easements outside of the right of way that are needed for construction, utilities and maintenance of that section of the road.

- a. A four-lane divided section of Tall Cedars Parkway in a 132 foot right-of-way for the portion of Tall Cedars Parkway from the east side of West Spine Road through to the east boundary of the Property.*
- b. The Owner shall reserve and dedicate its property and shall make best efforts to secure reservation and dedication from adjoining landowners of land needed for an off-site right turn lane from northbound West Spine Road onto eastbound Tall Cedars Parkway and shall construct such turn lane subject to the following below..*

If the Owner wishes to proceed with any phase of development which requires off-site right-of-way for the improvements described, the Owner shall make good faith efforts to acquire the off-site rights-of-way and/or easements necessary for the construction of the road improvements proffered herein. The Owner 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 the right-of-way and/or easement necessary for these proffered road improvements cannot be obtained, despite such good faith efforts, either 1) voluntarily through donation or proffer to the County by a party other than the Owner, or 2) through purchase by the Owner at a good faith reasonable price, the Owner shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with the costs associated with eminent domain

proceedings to be borne by the Owner, including but not limited to land acquisition costs.

If the necessary right-of-way or easements cannot be acquired by the Owner and the County chooses not to exercise its right of eminent domain within (6) months after the Owner's request, the Owner shall be released from the obligation to acquire such right-of-way. 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. Any public improvements constructed by the Owner will be offered for dedication to the County or VDOT.

4. On-Site Right of Way. All rights-of-way, including construction and drainage easements, necessary for the construction of the on-site public roadways shall be dedicated to the County at record subdivision stage of development.

PIN # 164-45-6119, Beach Realty LLC

This parcel is subject to an active zoning map amendment, ZMAP-2012-0012, Stone Ridge East which was submitted on 08/13/12. Draft proffers, dated 09/10/12, include right-of-way dedication for this segment of Tall Cedars Parkway upon request by the County. The applicant is seeking a per square foot credit for the right-of-way dedication to be applied towards the capital facilities contribution.

PIN # 163-15-8764, R F L of Virginia Inc.

There are no proffers or conditions for right-of-way dedication. A plat titled "Dedication Plat and Street Reservation on RFL of Virginia Inc.", which was recorded in PC F slot 65 Page 1 on 12/27/00, reserved an area consisting of 0.25751 acres (approximately 50' wide) along the southern property line for future right-of-way dedication of this segment of Tall Cedars Parkway. The reservation will be held for a period of 90 years and shall be dedicated upon request by Loudoun County.

PIN # 163-15-9632, Spraggs Properties LLC

This parcel is subject to the conditions of approval associated with a special exception, SPEX-1985-0039, which was approved on 10/17/85. There are no conditions that provide right-of-way dedication for this segment of Tall Cedars Parkway.

PIN # 163-16-3562, Wall Properties LLC

This parcel is subject to the conditions of approval associated with a special exception, SPEX-1982-0040, which was approved on 05/27/82. There are no conditions that provide right-of-way dedication for this segment of Tall Cedars Parkway.

PIN # 163-16-5998, Church of Jesus Christ of Latter Day Saints

There are no proffers or conditions for right-of-way. A plat titled "Plat Showing Various Easements on Loudoun Medical Center", which was recorded by Instrument # 20070905-0065252 on 09/05/07, reserved an area consisting of 92,743 SF for future right-of-way dedication for this segment of Tall Cedars Parkway. The reservation will be held for a period of 89 years and shall be dedicated upon request by Loudoun County.

PIN # 163-15-5783, Betty M. and William J. Meadows

There are no proffers or conditions for right-of-way reservation or dedication. A boundary line adjustment plat, BLAD-2004-0069, which was recorded by Instrument #20050307-0023644 on 03/07/05, provided a 60 foot wide reservation area for future public street dedication for this segment of Tall Cedars Parkway for a period of 89 years.

Proffer Information – Construction and Cash in Lieu:

- Pursuant to proffer E.1 of ZMAP-2006-0024, Community Corner, prior to issuance of the first zoning permit on the portion of the Property labeled as Sub-Areas 3-6, the Owner shall either construct or dedicate and bond for construction a four lane divided section of Tall Cedars Parkway from the east side of West Spine Road to the east boundary of the Property. No zoning permits have been issued on this parcel; therefore, the trigger has not been met.

This portion of Tall Cedars Parkway is being constructed by Loudoun County. A County Road Construction Plan, CRCP-2012-0002 was submitted on 10/09/12 and is currently at the 30% design completion stage. Plan approval is anticipated at a later time in 2013 and construction is anticipated to begin in the summer of 2014.

There is no cash in lieu of construction contribution associated with ZMAP-2006-0024.

E. TRANSPORTATION

1. The following transportation improvements shall either be constructed or shall be dedicated and bonded for construction by Owner prior to issuance of the first zoning permit on the portion of the Property labeled as Sub Areas 3-6 which shall allow up to 29,350 square feet of all permitted PD-CC-CC uses. Such dedication shall include all easements outside of the right of way that are needed for construction, utilities and maintenance of that section of the road.

- a. A four-lane divided section of Tall Cedars Parkway in a 132 foot right-of-way for the portion of Tall Cedars Parkway from the east side of West Spine Road through to the east boundary of the Property.*
- b. The Owner shall reserve and dedicate its property and shall make best efforts to secure reservation and dedication from adjoining landowners of land needed for an off-site right turn lane from northbound West Spine Road onto eastbound Tall Cedars Parkway and shall construct such turn lane subject to the following below.*

Proffer Information – Cash Contributions:

- There are no proffers or conditions that provide cash contributions for this segment of Tall Cedars Parkway.

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Name of Segment: West Spine Road (Item #100)

Segment Location: Between Braddock Road to Prince William County Line

Category: Bottleneck

Estimated Cost: \$29,025,000

Funding Options: There are no funds allocated for the design and construction of improvements to this portion of Gum Spring Road.

Summary

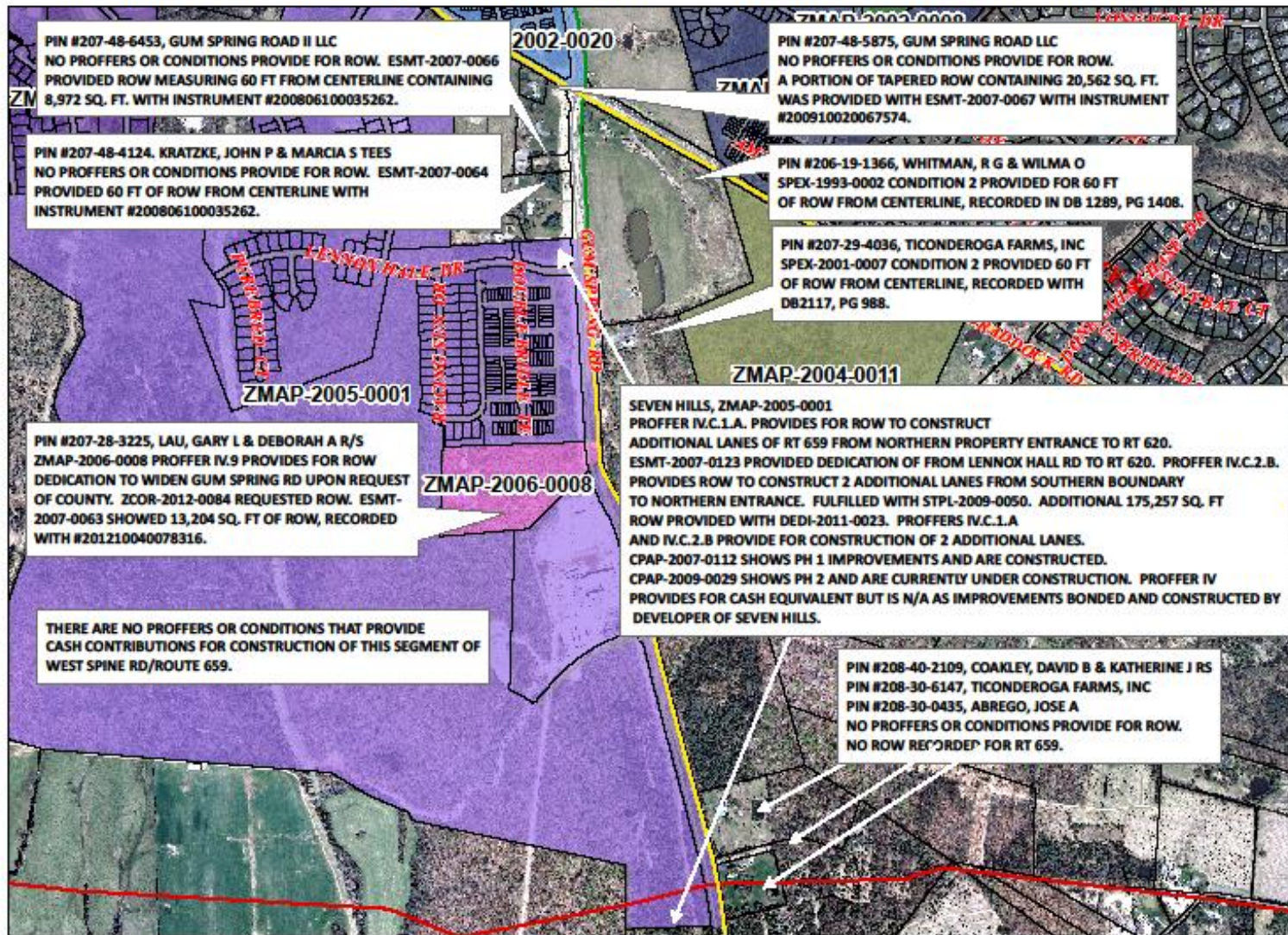
Right-of-Way: Dedication has been provided for the northern portion of this road segment between Braddock Road and Dawsons Corner. Right-of-way has also been dedicated for the southern portion where the Luck Stone Bull Run Quarry is located. A portion of the middle section will be provided by proffers/conditions that are triggered by future development.

Construction: Improvements have been constructed to the northern (Seven Hills) and southern (Luck Stone) portion of this road segment. The segment between Seven Hills and Dawsons Corner is under constructed.

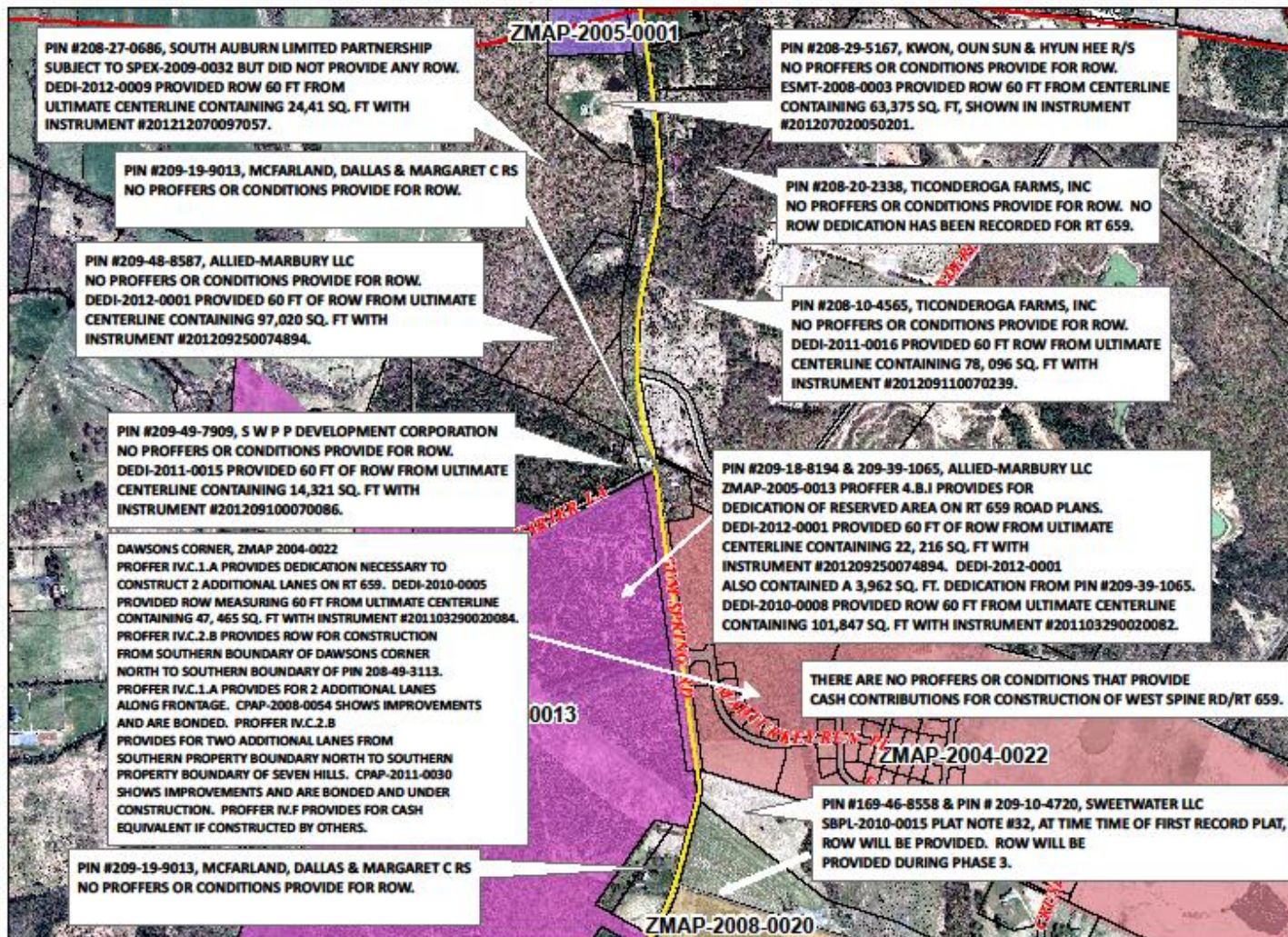
Funding Sources: There are no cash proffers or conditions provided for improvements to this road segment.

Current Status: Improvements are under construction (four lanes divided) from Braddock Road south to Mad Turkey Run Place (Dawson's Corner) and should be completed in 2013. The section from Mad Turkey Run to Cedar Ridge Boulevard south to the County border was realigned by Luck Stone. They have dedicated right of way for a four lane section and have constructed a half section.

SEGMENT # 100: WEST SPINE ROAD (BRADDOCK RD TO PRINCE WILLIAM COUNTY LINE).

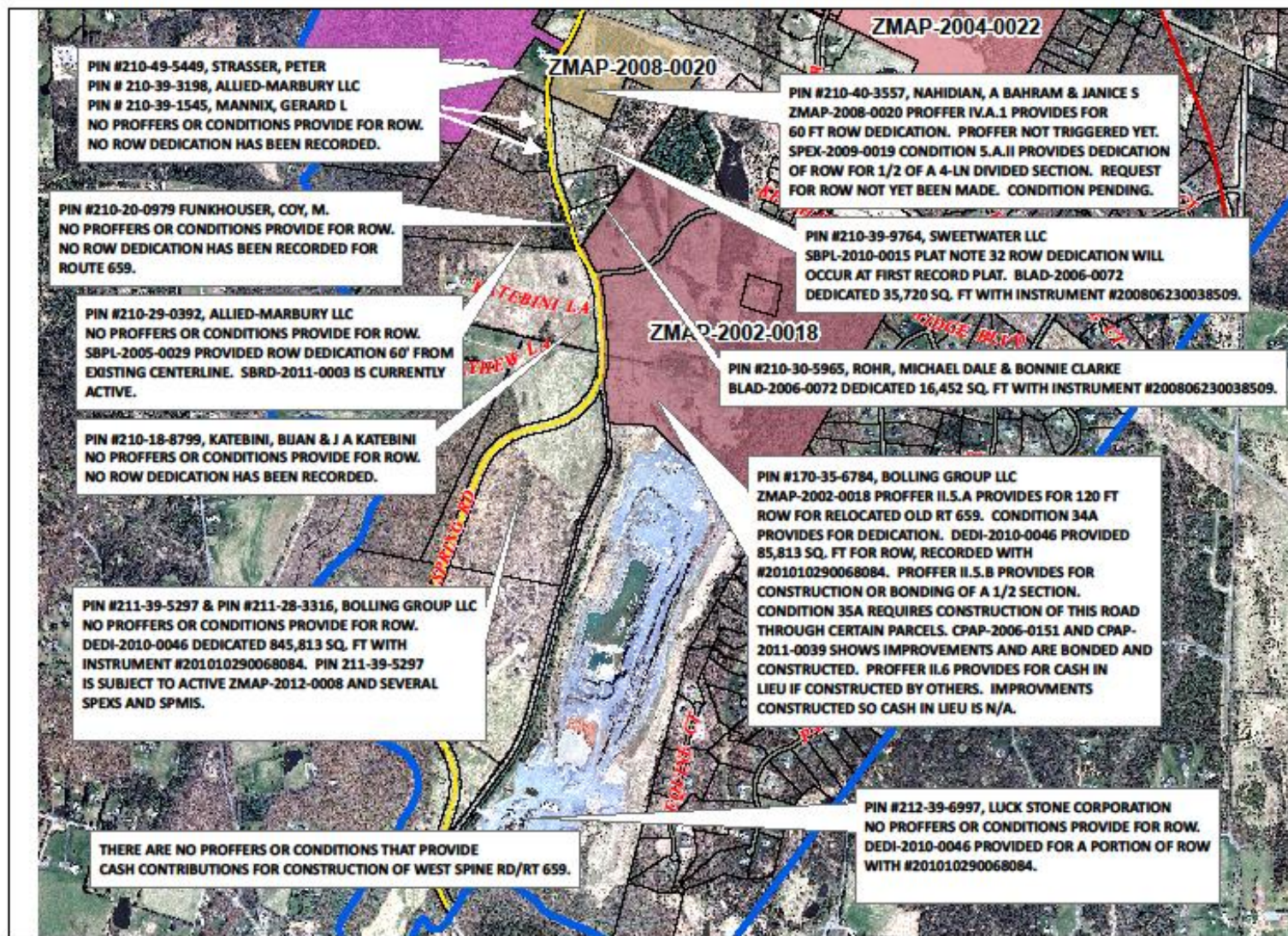


SEGMENT # 100: WEST SPINE ROAD (BRADDOCK RD TO PRINCE WILLIAM COUNTY LINE).



MAP 2 OF 3

SEGMENT # 100: WEST SPINE ROAD (BRADDOCK RD TO PRINCE WILLIAM COUNTY LINE).



MAP 3 OF 3

Bottleneck
 Completed
 Missing Link
 Centerline
 Parcel Boundary
 County Line

Proffer/Condition Analysis

ROW Status:

PIN #207-48-5875, GUM SPRING ROAD LLC

This property is not subject to any proffers or conditions. A tapered section of right-of-way for Route 659/Gum Spring Road containing 20,562 sq. ft. was dedicated with Seven Hills PH 1 RT 659 ESMT 2007-0067 and is shown on the plat recorded on 10/2/2009 with instrument #200910020067574.

PIN #207-48-6453, GUM SPRING ROAD II LLC

This property is not subject to any proffers or conditions. Right-of-way for Route 659/Gum Spring Road, measuring 60 ft. from centerline, containing 8,972 sq. ft. was dedicated with Seven Hills PH 1 RT 659 ESMT 2007-0066 and shown on the plat recorded on 6/10/2008 with instrument #200806100035262.

PIN #207-48-4124, KRATZKE, JOHN P & MARCIA S TEES

This property is not subject to any proffers or conditions. Right-of-way for Route 659/Gum Spring Road, measuring 60 ft. from centerline, containing 36,262 sq. ft. was dedicated with Seven Hills PH 1 RT 659 ESMT 2007-0064 and is shown on the plat recorded on 11/21/2008 with instrument #200811210068745.

PIN #206-19-1366, WHITMAN, R G & WILMA O

This property is subject to the conditions of the Cellular One, Conklin Grid Site special exception application SPEX 1993-0002, which was approved by the Board of Supervisors on August 4, 1993. Condition 2 provided for dedication of 60 feet from centerline; this dedication was recorded on 2/17/1994 in deed book 1289, page 1408.

2. *A public road dedication of 60 feet from the centerline of Route 659 shall be provided along the frontage from the southwest corner of this property north 430 feet to the northern edge of the site area subject to this special exception. Such dedication shall occur prior to site plan approval and at no cost to Loudoun County.*

PIN #207-29-4036, TICONDEROGA FARMS, INC

This property is subject to the conditions of the PF Net special exception application, SPEX 2001-0007, which was approved by the Board of Supervisors on September 4, 2001. Condition 2 provided for dedication of 60 feet from centerline; this dedication was recorded on 2/22/2002 in deed book 2117, page 988 and is shown on the plat filed in cabinet F, slot 491, page 5.

2. *The applicant shall dedicate 60-feet from centerline along the site's frontage on Gum Springs Road (Route 659) prior to site plan approval. No improvements to Route 659 shall be required with this application.*

SEVEN HILLS, ZMAP-2005-0001

Proffer IV.C.1.a provides for the dedication of the necessary right-of-way to construct two additional lanes of Route 659 from the northern property entrance to Route 620; this dedication is to occur prior to the issuance of zoning permits for residential development. The northern property entrance has been constructed; the corresponding road is called Lennox Hale Drive. Dedication for the portion of Route 659 from Lennox Hale Drive to Route 620 (Braddock Road) has been fulfilled with the dedication of 60 feet from centerline, containing 99,888 sq. ft.; this dedication was processed with ESMT 2007-0123 and is shown on the plat recorded on 5/17/2011 with instrument #201105170030323. Off-site dedication was also processed as noted above.

1. Transportation Improvements for Phase I (up to and including 489 dwelling units and all personal service/office/commercial uses generally as shown on Sheets 16 and 17 of the Concept Plan) - Prior to issuance of any zoning permits for construction of a

residential dwelling unit on the Property and unless already constructed or installed by others, the Owners shall construct or bond for construction the following transportation improvements:

- a. Route 659: Dedicate right-of-way, if and as necessary, and construct two additional lanes, which together with the existing two lanes will provide a full section of a four (4) lane divided highway utilizing existing Route 659 right-of-way to the greatest extent possible, for the portion of Route 659 from Route 620 to the northern Property entrance onto Route 659 as shown on the Concept Plan.

Proffer IV.C.2.b provides for dedication of the necessary right-of-way to construct two additional lanes on Route 659 from the southern property boundary to the northern entrance. This dedication has been fulfilled with the dedication recorded with STPL 2009-0050, which contained 103,483 sq. ft. of right-of-way for Route 659 as shown on the plat recorded on 6/26/2009 with instrument #200906260042859. Additional dedication of 175,257 sq. ft. was processed with dedication plat DEDI 2011-0023, as shown on the plat recorded on 3/1/2012 with instrument #201203010015704.

2. Transportation Improvements for Phase II (up to 1,112 dwelling units and all non-residential uses generally as shown on Sheets 16 and 17 of the Concept Plan) - Prior to issuance of the 490th zoning permit for the Property and unless already constructed or installed by others, the Owners shall construct or bond for construction the following transportation improvements:

- a. All of the transportation improvements listed in Proffer IV.C.1. above.
- b. Route 659: Dedicate right-of-way, if and as necessary, and construct two additional lanes, which together with the existing two lanes will provide a full section of a four (4) lane divided highway, utilizing existing Route 659 right-of-way to the greatest extent possible, for the portion of Route 659 from the southern Property boundary to the northern entrance to the Property on Route 659 as shown on the Concept Plan.

PIN #207-28-3225, LAU, GARY L & DEBORAH A R/S

This property is subject to the proffers of White Oak Crest, ZMAP 2006-0008, which was approved by the Board of Supervisors on June 13, 2007. Proffer IV.9 provides for right-of-way dedication for the widening of Gum Spring Road upon request by the County. A zoning determination was issued on June 18, 2012 requesting the right-of-way dedication (ZCOR 2012-0084). The dedication was processed with ESMT 2007-0063, containing 13,024 sq. ft., and is shown on the plat recorded on 10/4/2012 with instrument #201210040078316.

9. REGIONAL ROAD RIGHT-OF-WAY DEDICATION

The Applicant shall dedicate the necessary right-of-way (including required drainage, utility, and grading easements outside the right-of-way) for the widening on Gum Spring Road (Route 659) as per CPAP 2004-0131, with final right-of-way determination subject to final review and approval by the County and VDOT. Such dedication will be provided at no cost to the County or VDOT and will be provided concurrent with or prior to the approval of the first record plat, or upon written request by the County, whichever is first in time. Said dedication shall be deemed complete when a properly executed deed and plat have been delivered by the owner of the Subject Property to the County.

PIN #208-40-2109, COAKLEY, DAVID B & KATHERINE J RS

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #208-30-6147, TICONDEROGA FARMS, INC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #208-30-0435, ABREGO, JOSE A

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #208-29-5167, KWON, OUN SUN & HYUN HEE R/S

This property is not subject to any proffers or conditions. Right-of-way for Route 659, measuring 60 ft. from centerline, containing 63,675 sq. ft. was dedicated with Dawson's Corner Rte 659 ESMT 2008-0003 and is shown on the plat recorded on 7/2/2012 with instrument #201207020050201.

PIN #208-27-0686, SOUTH AUBURN LIMITED PARTNERSHIP

This property is subject to the Arcola Substation special exception application, SPEX 2009-0032, which was approved by the Board of Supervisors on September 13, 2010; there are no conditions for right-of-way dedication. Right-of-way dedication for Route 659, measuring 60 ft. from ultimate centerline, containing 24,491 sq. ft. was processed with DEDI 2012-0009 and is shown on the plat recorded on 12/7/2012 with instrument #201212070097057.

PIN #208-20-2338, TICONDEROGA FARMS, INC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #208-10-4565, TICONDEROGA FARMS, INC

This property is not subject to any proffers or conditions. Right-of-way for Route 659, measuring 60 ft. from ultimate centerline, containing 78,096 sq. ft. was dedicated with DEDI 2011-0016 and is shown on the plat recorded on 9/11/2012 with instrument #201209110070239.

PIN #209-48-8587, ALLIED-MARBURY LLC

This property is not subject to any proffers or conditions. Right-of-way for Route 659, measuring 60 ft. from ultimate centerline, containing 97,020 sq. ft. was dedicated with DEDI 2012-0001 and is shown on the plat recorded on 9/10/2012 with instrument #201209250074894.

PIN #209-49-7909, S W P P DEVELOPMENT CORPORATION

This property is not subject to any proffers or conditions. Right-of-way for Route 659, measuring 60 ft. from ultimate centerline, containing 14,321 sq. ft. was dedicated with DEDI 2011-0015 and is shown on the plat recorded on 9/10/2012 with instrument #201209100070086.

PIN #209-18-8194 & 209-39-1065, ALLIED-MARBURY LLC

This property is subject to the proffers of Marbury, ZMAP 2005-0013, which was approved by the Board of Supervisors on September 5, 2006. Proffer 4.b.(i) provides for dedication of the reserved area shown on the Route 659 Road Plans.

Right-of-way for Route 659, measuring 60 ft. from ultimate centerline, containing 22,216 sq. ft. was dedicated with DEDI 2012-0001 and is shown on the plat recorded on 9/10/2012 with instrument #201209250074894. DEDI 2012-0001 also contained a 3,962 sq. ft. dedication from PIN #209-39-1065. Additional Right-of-way for Route 659, measuring 60 ft. from ultimate centerline, containing 101,847 sq. ft. was dedicated with DEDI 2010-0008 and is shown on the plat recorded on 3/29/2011 with instrument #201103290020082.

(i) **Phase 1** - *Prior to issuance of any zoning permits for residential development on the Property, the Owners must:*

(a) *Record Deed of Reservation for the Reserved Area in substantial conformance with the Route 659 Road Plans, or, should dedication of the Reserved Area be needed in Phase 1 for construction by others as described in Proffer 4.a., and it is so requested by the County, then the Owners shall Record a Deed of Dedication for the Reserved Area and dedicate such easements on the Property and outside of the Reserved Area that are necessary to construct and maintain the improvements to Route 659 constructed pursuant to the Route 659 Road Plans;*

PIN #209-30-0691, INGRAM, NANCY HERSCH TRUSTEE

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

DAWSONS CORNER, ZMAP 2004-0022

This property is subject to the proffers of Dawsons Corner, ZMAP 2004-0022, which was approved by the Board of Supervisors on July 5, 2005. Proffer IV.C.1.a provides for the dedication necessary to construct two additional lanes on Route 659 along the property. Right-of-way for Route 659, measuring 60 ft. from ultimate centerline, containing 47,465 sq. ft. was dedicated with DEDI 2010-0005 and is shown on the plat recorded on 3/29/2011 with instrument #201103290020084.

C. Construction of Transportation Improvements.

Transportation improvements shall be constructed by the Owner in accordance with the following transportation construction phasing schedule:

1. Phase 1 (up to and including 75 dwelling units) - *The Owner must provide the following transportation improvements:*

a. *Prior to issuance of any zoning permits for residential development on the Property, the Owner shall dedicate right-of-way, if and as necessary, and construct two additional lanes, which together with the existing two lanes will provide a full section of a four (4) lane divided highway (utilizing existing Route 659 right-of-way to the greatest extent possible), for the portion of Route 659 which abuts the Property;*

Additionally, Proffer IV.C.2.b provides for the dedication necessary to construct two additional lanes on Route 659 from the southern boundary of Dawsons Corner northward to the southern boundary of PIN #208-49-3113 (Seven Hills). As noted in the above right-of-way analyzes, the necessary right-of-way dedications have been processed.

2. Phase 2 (Up to 224 Units) - *Prior to issuance of the 76th zoning permit for residential development on the Property, the Owner must provide the following transportation improvements:*

a. *The Owner shall provide all of the transportation improvements listed in Proffer IV.C.1.a. and Proffer IV.C.1.b. above;*

b. *The Owner shall dedicate right-of-way, as necessary, and construct two additional lanes, which together with the existing two lanes will provide a full section of a four lane divided highway within a 120 foot wide right-of-way (utilizing existing Route 659 right-of-way to the greatest extent possible), for the portion of Route 659 from the southern Property boundary north to the southern boundary of the parcel identified, as of the date of the approval of this application, as MCPI #208-49-3113; and*

PIN #169-46-8558 & PIN # 209-10-4720, SWEETWATER LLC

This property is subject to the Clarke Assemblage preliminary subdivision application, SBPL 2010-0015, which was approved on August 11, 2011. Plat note 32 states: *At time of first record plat, dedication to support ultimate section of Route 659 will be provided.* Right-of-way dedication will be provided from these parcels during phase 3 of development.

PIN #209-19-9013, MCFARLAND, DALLAS & MARGARET C RS

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #210-40-3557, NAHIDIAN, A BAHRAM & JANICE S

This property is subject to the proffers of the Nahidian Property, ZMAP 2008-0020, and special exception application, SPEX 2009-0019, which were approved by the Board of Supervisors on November 9, 2011. Proffer IV.A.1 provides for dedication of 60 feet of right-of-way along the property's frontage, which is to occur prior to approval of the first record plat or site plan. This proffer has not been triggered; neither a site plan nor record plat has been filed for this property.

IV. TRANSPORTATION

A. Gum Spring Road – Route 659

1. The Owners shall dedicate, at no public cost, sixty (60) feet of right of way along the Gum Spring Road (Route 659) frontage of the Property to accommodate one-half of a 4-lane divided (RM4) section of the ultimate future road improvement. Owners acknowledge that VDOT is in the process of designing an interim 2-lane road (R2) with safety improvements, which will result in the realignment of Gum Spring Road. In the event VDOT is able to provide the approved alignment for the realigned R2 Gum Spring Road prior to approval of the first record plat or site plan for the Property, whichever is first in time, then the Owners will dedicate sixty (60) feet of right of way from the approved center line of the realigned R2 road prior to approval of the first record plat or site plan, whichever is first in time. If VDOT cannot provide the approved alignment for the realigned R2 road prior to approval of the first record plat or site plan for the Property, whichever is first in time, then the Owners will dedicate sixty (60) feet of right of way from the existing center line of the Gum Spring Road prior to approval of the first record plat or site plan for the Property, whichever is first in time.

Additionally, special exception Condition 5.a.ii provides for dedication of right-of-way to accommodate one-half of a 4-lane divided section of Gum Spring Road. Such dedication shall occur upon the earlier of a request by the County, accompanied by the corresponding construction plans and deeds, or when the first site plan or record plat is approved for the property. A request for right-of-way dedication has not yet been made; neither has a site plan or record plat been approved; therefore, this condition is still pending.

ii. Right of Way. The Owner shall dedicate from the Property, at no public cost, right-of-way, along with all construction and maintenance related easements located outside of the right-of-way, sufficient to accommodate one-half of a 4-lane divided (R4M) section of Gum Spring Road. Any right-of-way and all related easements necessary to accommodate said half section of Gum Spring Road shall be dedicated upon the earlier to occur of (1) a request by the County, accompanied by the requisite construction plans, plats and deeds prepared by others, or (2) the approval of the first record plat or first site plan for the Property, whichever is first in time, with requisite construction plans, plats and deeds prepared by Owner.

iii. Additional Right of Way. Any additional right-of-way dedication from the Property found to be necessary to accommodate VDOT Safety projects (numbers: 0659-053-946 P101, R201, M501 and 0659-053-965 P101, R201 and M501 or any subsequently approved projects adopted to achieve substantially the same purpose as the foregoing numbered projects) shall be provided to VDOT or the County upon request, at no cost to VDOT or the County.

PIN #210-49-5449, STRASSER, PETER

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN # 210-39-3198, ALLIED-MARBURY LLC

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN # 210-39-1545, MANNIX, GERARD L

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #210-39-9764, SWEETWATER LLC

This property is subject to the Clarke Assemblage preliminary subdivision application, SBPL 2010-0015, which was approved on August 11, 2011. Plat note 32 states: *At time of first record plat, dedication to support ultimate section of Route 659 will be provided.* Right-of-way dedication for Route 659, containing 35,720 sq. ft. was dedicated with a boundary line adjustment application, BLAD 2006-0072, and is shown on the plat recorded on 6/23/2008 with instrument #200806230038509.

PIN #210-30-5965, ROHR, MICHAEL DALE & BONNIE CLARKE

This property is not subject to any proffers or conditions. Right-of-way dedication for Route 659, containing 16,452 sq. ft. was dedicated with a boundary line adjustment application, BLAD 2006-0072, and is shown on the plat recorded on 6/23/2008 with instrument #200806230038509.

PIN #210-20-0979, FUNKHOUSER, COY, M

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #210-29-0392, ALLIED-MARBURY LLC

This property is not subject to any proffers or conditions. The property is subject to the approved preliminary subdivision plat for Marbury, SBPL 2005-0029, which is annotated with ROW dedication 60' from existing centerline. It is noted that there is an active record plat being processed, SBRD 2011-0003.

PIN #210-18-8799, KATEBINI, BIJAN & J A KATEBINI

This property is not subject to any proffers or conditions; no right-of-way dedication has been recorded for Route 659.

PIN #170-35-6784, BOLLING GROUP LLC

This property is subject to the proffers of Luck Stone Bull Run Quarry, ZMAP 2002-0018, and the conditions of special exception application SPEX 2002-0016, which were approved by the Board of Supervisors on April 6, 2004. Proffer II.5.a provides for dedication of 120 feet of right-of-way for Relocated Old Route 659. Condition 34(a) also provides for this dedication. Right-of-way for Route 659, containing a total of 845,813 sq. ft. was dedicated with DEDI 2010-0046 and is shown on the plat recorded on 10/29/2010 with instrument #201010290068084.

II. TRANSPORTATION:

5. On-Site Relocated Old Route 659 (West Spine Road) Right-of-Way Dedication and Construction.

a. **Dedication.** The Applicant shall dedicate any portion of the ultimate 120 feet of right-of-way for Relocated Old Route 659 (West Spine Road) as shown on the Rezoning Plat that falls within the Property boundary and shall provide any necessary construction-related (drainage, utility, or construction) easements in mutually agreed upon locations. If required for construction prior to the time for dedication specified herein, then dedication of this right-of-way and provision of necessary easements shall occur upon written request of Loudoun County in substantial conformity with the Rezoning Plat. The Applicant shall submit construction plans and profiles for a half section of Relocated Old Route 659 (West Spine Road) along the Property's frontage prior to the issuance of the first zoning permit for any stone extraction activity commencing in Phase II-B or Phase III-B of the off-site stone extraction operation as specified in SPEX 2002-0016. However, the Applicant shall have the right to remove overburden from either Phase II-B or Phase III-B prior to submission of said construction plans and profiles, in order to construct Relocated Old Route 659 (West Spine Road), earthen berms C, D, and E, and/or the overburden placement areas. If not requested sooner by the County, then the Applicant shall dedicate the ultimate right-of-way for this roadway, as specified in this proffer, within three months of approval of the construction plans and profiles in substantial conformity with the Rezoning Plat.

34. a) The Applicant shall submit construction plans and profiles for a half section of Relocated Old Route 659 (West Spine Road) prior to the issuance of a zoning permit for any stone extraction activity commencing in Phase II-B or Phase III-B, as shown on the Plat. However, the Applicant shall have the right to remove overburden from either the Phase II-B area or the Phase III-B area prior to the issuance of a zoning permit for said Phases, in order to construct Relocated Old Route 659 (West Spine Road), earthen berms C, D, and E, and/or the overburden placement areas. Within 3 months of approval of the Applicant's Construction Plans and Profiles, such that the location of the 120-foot right-of-way has been determined, the Applicant shall dedicate 120 feet of right-of-way for Relocated Old Route 659 (West Spine Road), as shown on the Plat.

PIN #211-39-5297 & PIN #211-28-3316, BOLLING GROUP LLC

This property is not subject to any proffers or conditions. Right-of-way for Route 659, containing a total of 845,813 sq. ft. was dedicated with DEDI 2010-0046 and is shown on the plat recorded on 10/29/2010 with instrument #201010290068084.

It is noted that PIN #211-39-5297 is the subject of the active rezoning and special exception applications for Sunset Crest Manor (ZMAP 2012-0008 plus several SPEX and SPMI applications).

PIN #212-39-6997, LUCK STONE CORPORATION

This property is not subject to any proffers or conditions. A portion of the right-of-way dedicated for Route 659 with DEDI 2010-0046 came from this parcel as is shown on the plat recorded on 10/29/2010 with instrument #201010290068084.

Proffer Information – Construction and Cash in Lieu:

- Seven Hills, ZMAP 2005-0001 Proffers IV.C.1.a and IV.C.2.b provide for the construction of two additional lanes of Route 659 from the southern property boundary to Route 620 (Braddock Road). These improvements have been bonded by the developer of Seven Hills in two phases. Phase I corresponds to Proffer IV.C.1.a; the improvements are shown on construction plans CPAP 2007-0112 and bonded with bond #K07151573, which has an agreement date of August 13, 2008. The Phase I improvements have been constructed. Phase II corresponds to Proffer IV.C.2.b; the improvements are shown on CPAP 2009-0029 and bonded with bond #K08434621 which has an agreement date of January 13, 2012. The Phase II improvements are currently under construction.

Proffer IV.F provides for a cash equivalent contribution in the event that the improvements are constructed by others. Since the Route 659 improvements have been bonded and constructed by the developer of Seven Hills, a cash equivalent contribution is not applicable.

F. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement, the Owners agree that, in the event any of the transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.e., Proffer IV.C.2.b. and Proffer IV.C.2.c.ii are constructed or bonded for construction by others prior to bonding for construction by the Owners, the Owners shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to the cost of constructing such transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.e., Proffer IV.C.2.b. and Proffer IV.C.2.c.ii. in lieu of actual construction of each such improvement provided by others. For the purposes of determining the in-lieu-of contribution, (i) the actual cost of the respective improvements will be used if available; if not, the value of the bond estimate will be used, and (ii) construction costs shall be deemed to include all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owners would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements in the vicinity of and for the benefit of the Property.

- Dawsons Corner, ZMAP 2004-0022, Proffer IV.C.1.a provides for construction of two additional lanes on Route 659 along the property frontage. This construction is to occur in Phase 1 of the development, and is triggered to occur prior to the issuance of any zoning

permits. These improvements have been constructed as shown on CPAP 2008-0054 and bonded with bond #K08434785.

Proffer IV.C.2.b provide for construction of two additional lanes on Route 659 from the southern property boundary north to the southern property boundary of PIN #208-49-3113 (Seven Hills). These improvements are shown on CPAP 2011-0030 and are bonded in several phases (bond #s K08435224, K08434712, K08435029, K08435108, K08435145, K08435182 and K08435066). These improvements are currently under construction.

Proffer IV.F provides for a cash equivalent contribution if the proffers referenced above are performed by others.

F. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement, the Owner agrees that, in the event any of the transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.b. (with respect to the turn, acceleration and deceleration lanes on Route 659), Proffer IV.C.2.b. or Proffer IV.D. are constructed or bonded for construction by others prior to bonding for construction by the Owner, the Owner shall contribute to the County or its designee, for each such improvement provided by others, an amount equal to (i) the actual cost of constructing such transportation improvements described above in Proffer IV.C.1.a., Proffer IV.C.1.b. and/or Proffer IV.C.2.b., and/or (ii) one-half of the actual cost of designing and installing the traffic signal described in Proffer IV.D., in lieu of actual construction of each such improvement provided by others. For the purposes of determining the in-lieu-of contribution, construction costs shall be deemed as all engineering, surveying, bonding, permit fees, utility relocation, and other hard costs of construction based on paid invoices. Such contribution in lieu of actual construction shall occur at the time the Owner would otherwise have been required by these Proffers to bond or construct such improvements. As determined by the County, such contribution shall either be used to reimburse the party who constructed such improvements or for regional roadway improvements to Route 659 south to Route 234, or other improvements in the vicinity of and for the benefit of the Property.

- Luck Stone Bull Run Quarry, ZMAP 2002-0018, Proffer II.5.b provides for construction or bonding of a half section of Old Route 659 along the property's frontage prior to issuance of zoning permits for any off-site stone extraction in Phase II-B or Phase III-B. Additionally, Condition 35(a) requires the construction of this road through certain parcels. These improvements have been bonded and constructed as shown on construction plans, CPAP 2006-0151, and revised by CPAP 2011-0039 (bond #018-019-790).

b. **Construction or Bonding.** The Applicant shall construct or bond for construction a half section of Old Route 659 (West Spine Road) along the Property's frontage prior to issuance of a zoning permit for any off-site stone extraction activity located in Phase II-B or Phase III-B, as specified in the development conditions of SPEX 2002-0016. However, the Applicant shall have the right to remove overburden from either Phase II-B or Phase III-B prior to the construction or bonding of said half-section, in order to construct Relocated Old Route 659 (West Spine Road), earthen berms C, D, and E, and/or the overburden placement areas. It is the intention of the Applicant and the Board of Supervisors, through acceptance of these proffers, that certain depicted portions of Old Route 659 (West Spine Road) proposed for abandonment, as shown on the Rezoning Plat, shall be abandoned by the Board of Supervisors with the underlying right-of-way quit-claimed at no cost immediately subsequent to acceptance of the depicted relocation of Old Route 659 (West Spine Road) into the VDOT system of secondary roads.

35. a) *The Applicant shall construct or bond for construction a half-section of Relocated Old Route 659 (West Spine Road), where it traverses parcels 211-28-3316, 212-39-6997 and 211-39-5297, as shown on the Plat. The Applicant shall maintain said half-section of Relocated Old Route 659 (West Spine Road) during the period in which it is open to the public but is not accepted by the Virginia Department of Transportation (VDOT). Relocated Old Route 659 (West Spine Road) shall ultimately be a four-lane, median-divided road, with transition to the existing road sections of Existing Old Route 659 (Gum Spring Road), as shown on Sheets 3, 4, 5 and 6 of the Plat. Said half-section shall be constructed or bonded for construction prior to the issuance of a zoning permit for any stone extraction activity commencing in either Phase II-B or Phase III-B, as shown on the Plat. However, the Applicant shall have the right to remove overburden from either the Phase II-B area or the Phase III-B area prior to the issuance of a zoning permit for said Phases, in order to construct Relocated Old Route 659 (West Spine Road), earthen berms/buffers C, D, and E, and/or the overburden placement areas.*

Proffer II.6 provides for cash in lieu of construction if the roadway improvements are others. Since the Applicant constructed the improvements to Relocated Old Route 659, the cash in lieu contribution is no longer applicable.

6. **Cash-in-Lieu-of Construction Contribution.** If any of the roadway improvements included in this proffer are constructed by others, or if others construct any of the off-site roadway improvements conditioned in SPEX 2002-0016, then the Applicant shall provide a cash-in-lieu-of contribution in the amount of the value of those roadway improvements constructed by others. For purposes of this proffer, the term "others" shall not mean the Applicant, his successors or assigns, or any entity that operates the quarry that is subject to the conditions for SPEX 2002-0016. This contribution shall be made at the time the roadway improvements are specified to be provided either in these proffers or in the conditions for SPEX 2002-0016.

Proffer Information – Cash Contributions:

There are no cash proffers or conditions pledged for construction of West Spine Road/Route 659.

Disclaimer:

This document is not intended to be and shall not be deemed to be an official order, requirement, decision or determination made by or on behalf of the Zoning Administrator. Information contained within this document is based upon data available at the time the report was initiated, and may be subject to change.

Name of Segment: Westwind Drive (Item #101)

Segment Location: Ladbroke Drive to State Street

Category: Missing Link

Estimated Cost: \$5,313,600

Funding Options: There are no funds allocated for the design and construction of Westwind Drive.

Summary

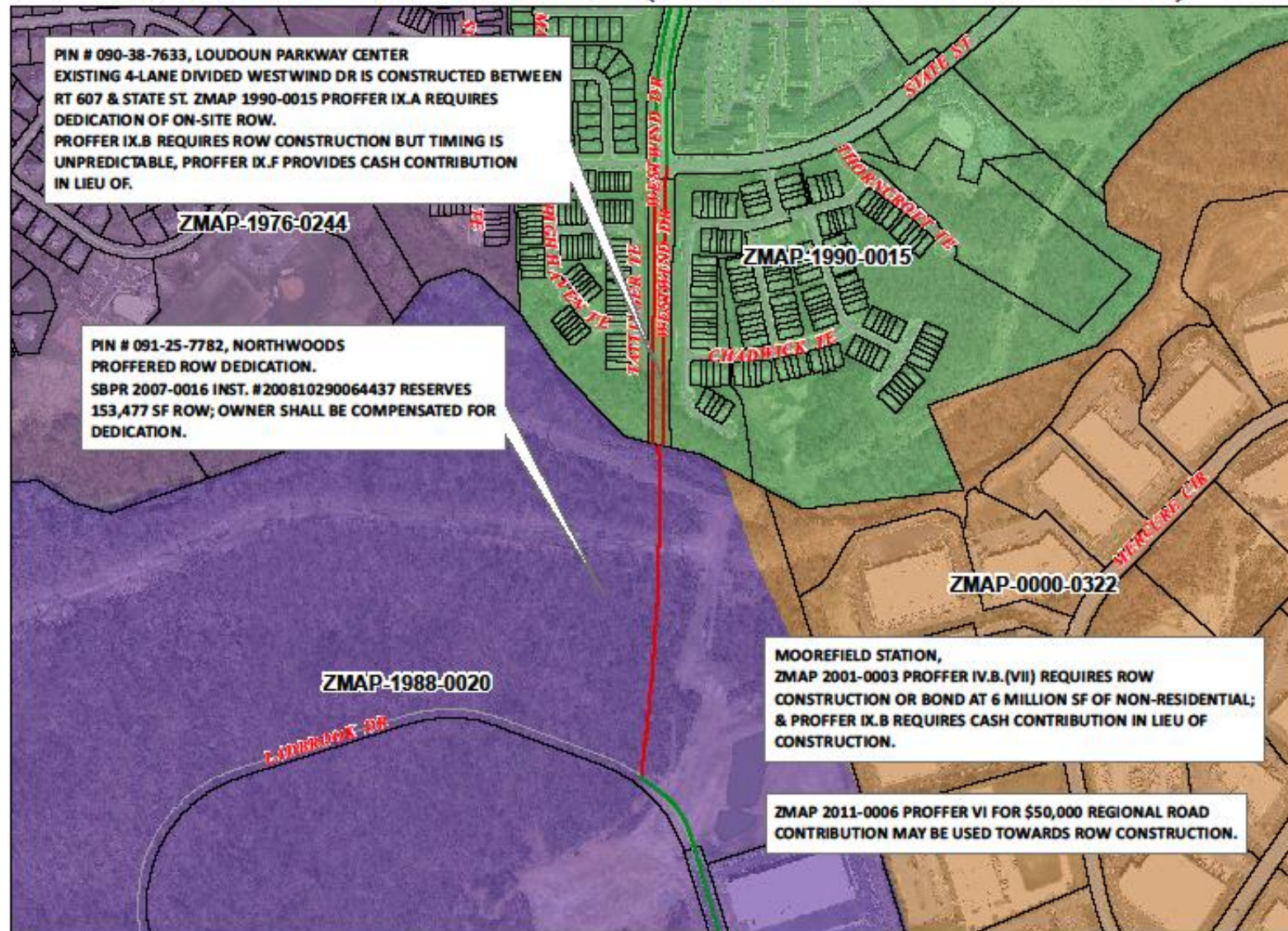
Right-of-Way: The Loudoun Parkway Center right-of-way is proffered but not yet dedicated. The right-of-way for the southern segment is reserved but must be acquired.

Construction: This segment is double proffered pursuant to Loudoun Parkway Center and Moorefield Station. These proffers are triggered by development status, the timing of which cannot be predicted.

Funding Sources: A \$50,000 proffer contribution, which may be used to construct this segment, is expected from Digital Loudoun when zoning permits have been issued for more than 845,500 square feet of development.

Current Status: There is no current activity on this project. A funding source will have to be identified to move this project to right of way acquisition and construction phases.

SEGMENT # 101: WESTWIND DRIVE (LADBROOK DRIVE TO STATE STREET)



Proffer/Condition Analysis

ROW Status:

PIN #091-25-7782, MINALTER, INC

This property is subject to the proffers of the Turner Property, ZMAP 1988-0020, which was approved by the Board of Supervisors on April 3, 1989. There are no proffers that provide for right-of-way reservation or dedication for Westwind Drive.

The property has been developed as Northwoods. A subdivision record plat processed for the property, SBPR 2007-0016, recorded with instrument #200810290064437, has a reservation of 153,477 square feet for Westwind Drive. The corresponding deed states that the owner shall be compensated for the dedication of Westwind Drive.

PIN #090-38-7633, S A ASSOCIATES SOUTH LLC

This property is subject to the proffers of Loudoun Parkway Center, ZMAP 1990-0015, which was approved by the Board of Supervisors on February 3, 1993. The last sentence of Proffer IX.A provides that the Applicant shall donate right-of-way for on-site roads at the request of the County. The approved Proposed Development Plan for Loudoun Parkway Center depicts a 90 foot right-of-way for Westwind Drive, which extends between Route 607 and the Broad Run. A portion of Westwind Drive west of the existing State Street has been dedicated as shown on the record plat SBRD 1998-0069 and plat filed in cabinet E, slot 419, pages 3-6. The remaining portion of Westwind Drive east of State Street has not been dedicated because it was determined that construction of the road was not required during the development of Land Bay A-2 (refer to Zoning determination issued August 30, 2002, determination #2002-223).

IX. TRANSPORTATION:

A. On-Site Roadway

The Applicant shall construct, or cause to be constructed, in accordance with VDOT standards, all on-site roadways shown on the Concept Plan except as otherwise provided herein. The bridge which conveys the roadway designated Loop Road on the Concept Plan over the Dulles Toll Road Extended is required to be designed and constructed by the Toll Road Corporation of Virginia, or its successors in interest, by the terms of the Conveyance Documents referred to in Section IX. C., hereinafter and is not proffered to be constructed by the Applicant. At the time any of land bays designated A-1, A-2, B and C on Exhibit A (Concept Plan) are subdivided, any streets thereon that are proposed by the Applicant to be private streets shall be constructed in conformance with Section 4.380 (Private Street Standards) of the Loudoun County Facilities Standards Manual. Consistent with the Concept Plan, the Applicant shall construct or bond for construction the four-laning of on-site roads prior to final approval of any subdivision or site plan in the project that is projected to cause any on-site road to reach 8,000 vehicle trips per day based on the trip generation rates established by the ITE Trip Generation manual, 5th edition, and as agreed to by the County and the Applicant. In the event the County and the Applicant disagree as to such trip generation ratios, such ratios shall be as determined by the Zoning Administrator. Right-of-way for on-site roads (other than for the Dulles Toll Road Extension, which is discussed in Paragraph IX.C. hereinafter) shall be donated at the request of the County.

Proffer Information – Construction and Cash in Lieu:

- The first paragraph of Loudoun Parkway Center Proffer IX.B provides that the Applicant shall not receive zoning permits allowing development on the Property until the corresponding roadway linkages shown in Exhibit B are constructed.

B. Phasing of Development

The Applicant shall not receive zoning permits allowing development on the Property until such time as the Applicant, or others, has either constructed or bonded for construction, the corresponding roadway links set forth in Figures A through S, respectively, which figures comprise Exhibit B to these Proffers and as further described in the Table which is Exhibit C.

Figures A1, A2, B, C, D, and E of Exhibit B are applicable to the PD-H30 Residential portion of the property which is adjacent to Westwind Drive. These figures contain a note that pertains to Westwind Drive which states: "Construction shall be four-lane divided at earlier of bridge by others over Broad Run or issuance of building permit for last development on property." The timing of either of these events is unpredictable.

Exhibit C further describes improvements to certain segments of Westwind Drive. The first segment has been constructed; the existing portion of Westwind Drive has been constructed as a four lane divided roadway between Route 607 (Loudoun County Parkway) and Broad Run Spine Road (State Street). The other two proffered segments have not yet been constructed, which are:

- Two lanes of a four lane divided roadway from Broad Run Spine Road to Parcels B and C entrance, and
- Four lane divided roadway south of Broad Run Spine Road.

ON-SITE IMPROVEMENTS				
Roadway Section	Improvement Description	R.O.W. (feet)	Length (feet)	Facility Type
Westwind Drive:	- Construct four-lane divided roadway between Route 607 and Broad Run Spine Road.	90	1,500	4D-MC
	- Construct two lanes of a four-lane divided roadway from Broad Run Spine Road to Parcels B and C entrance.	90	300	4D-MC
	- South of Broad Run Spine Road, ultimate construction shall be four-lane divided at earlier of bridge by others over Broad Run or issuance of building permit for last development on Property.	90	1,100	4D-MC

A Zoning determination issued on August 30, 2002 found that the Owner was not required to construct Westwind during the development of Land Bay A-2. Entrances were not constructed from Westwind Drive to Parcels B and C; therefore, a half section of the road was not required.

Loudoun Parkway Center Proffer IX.F provides for cash in lieu of construction contribution if the improvements are performed by others. Such contribution shall occur at the time specified in the proffer, which in this case is prior to the last building permit for development in Loudoun Parkway Center or when a bridge is constructed over the Broad Run.

F. Construction by Others

In the event that any one or more of the individual roadway improvements proffered by the Applicant herein is substantially performed by others prior to bonding for such construction by the Applicant, the actual paid and reasonable construction costs of such individual improvements shall be contributed by the Applicant to the County in lieu of Applicant's construction obligation. Such contributions in lieu of actual construction shall occur at the time specified in the applicable proffer for construction or bonding of a specific improvement and shall be used for off-site roadway improvements in the vicinity of, and for the benefit of, the Property, including, but not limited to, those roads shown on Figures M - S in Exhibit B. No such contribution shall be paid by the Applicant in the event that the reasonable, actual cost of prior construction by the Applicant for roadway improvements off-site, and for which the Applicant has not been reimbursed by others, exceeds the amount of the contribution which would otherwise be due under the terms of this paragraph. No such contribution shall be made pursuant to these Proffers in the event that on-site improvements are constructed as part of a private contract between the Applicant and other parties.

- Moorefield Station, ZMAP 2001-0003, approved by the Board of Supervisors on December 16, 2002, proffered to construct or bond for construction a four lane divided section of Westwind Drive from its current terminus to Route 606. As stated in the text below, Proffer IV.B.(vii) is not triggered until the issuance of the zoning permit for more than 6 million square feet of non-residential space. At the present time, zoning permits have been issued for 146,429 square feet of non-residential use in Moorefield Station; therefore, this proffer will not be triggered for quite some time.

(vii) Prior to the issuance of a zoning permit for non-residential space in excess of 6,000,000 square feet, for any portion of the Property not identified as a site dedication (cf. Proffer II.), CMCF shall have constructed or bonded for construction Westwind Drive from its existing terminus north of the Broad Run floodplain to Route 606 as a 120-foot right-of-way 4-lane divided urban section.

Pursuant to the following proffer text contained in the third paragraph of Moorefield Station Proffer IX.B, the Claude Moore Charitable Foundation (CMCF) will owe a cash in lieu of construction contribution if another party constructs the proffered extension of Westwind Drive.

If others complete any such construction, prior to the time such construction would be required pursuant to this Proffer Statement, CMCF will (at the time it would have been obligated to construct) contribute to the County as a Capital Facility Transportation Improvement contribution, the actual cost of such construction. Any such Capital Facility Transportation Improvement contribution shall be used within the Ashburn Community, or for the Loudoun County Parkway.

Proffer Information – Cash Contributions:

- Digital Loudoun, ZMAP 2011-0006, was approved by the Board of Supervisors on June 12, 2012. Proffer VI provides for a \$50,000 regional road contribution which may be used for the missing link of Westwind Drive. This contribution is due when zoning permits have been issued for more than 845,500 square feet of development on the property. At this time, permits have been issued for 211,024 square feet.

VI. WESTWIND DRIVE CONSTRUCTION

At such time as an application is submitted to the County for a zoning permit for a building that would result in the total in square footage developed on the Property to be in excess of 845,500 square feet, the Applicant shall contribute the sum of \$50,000 to Loudoun County as a regional road contribution, which, at the County's discretion, may be used for the future construction of Westwind Drive south of State Street or for other road or transportation improvements that are located within the vicinity of the Property. This contribution is in addition to the Regional Road Contribution of Proffer IV above.

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Name of Segment: Willard Road/Route 639 (Item #102)

Segment Location: Between Route 50 and Dulles Airport

Category: Bottleneck

Estimated Cost: \$3,780,000

Funding Options: There are no funds allocated for right-of-way acquisition, design and construction of improvements to Willard Road.

Summary

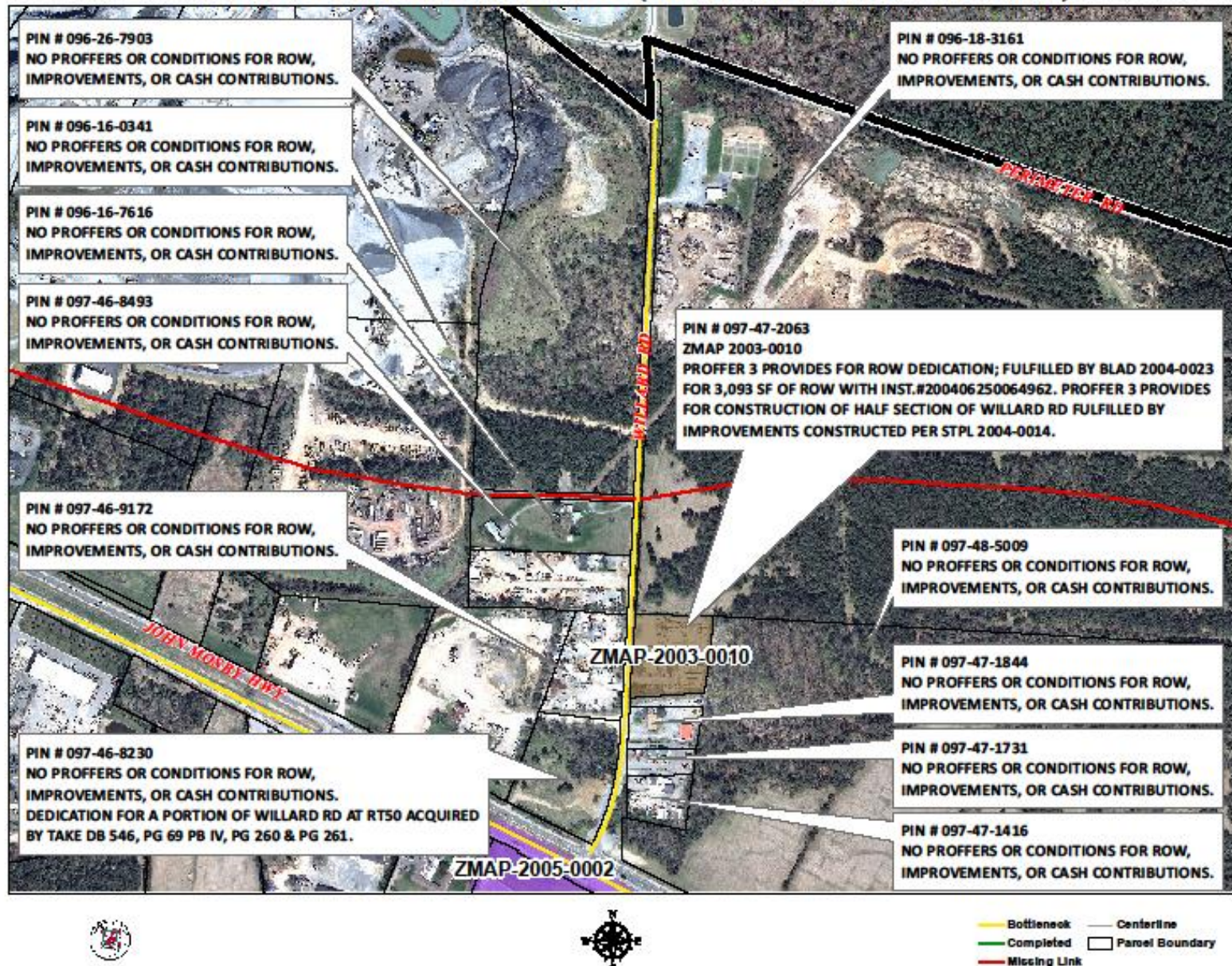
Right-of-Way: One parcel located on Willard Road provided proffered right-of-way for Willard Road. There are no outstanding proffers or special exception conditions that provide additional right-of-way for Willard Road.

Construction: There are no outstanding proffers or conditions that provide for construction of improvements to Willard Road.

Funding Sources: There are no cash proffer funds that provide for construction of improvements to Willard Road.

Current Status: There is no current activity on this segment. A funding source would have to be identified to move this project to the right of way acquisition and construction phases. This segment is ultimately planned to be realigned to intersection with Tall Cedars Parkway at Route 50.

SEGMENT # 102: WILLARD ROAD (ROUTE 50 TO DULLES AIRPORT)



Proffer/Condition Analysis

ROW Status:

PIN #096-26-7903, PIN #096-16-0341 and PIN #096-16-7616, CHANTILLY CRUSHED STONE INC

There are no proffers or conditions that provide right-of-way dedication for Willard Road.

PIN #096-18-3161, H & M GUDELSKY ASSET MANAGEMENT LLC

There are no proffers or conditions that provide right-of-way dedication for Willard Road.

PIN #097-46-8493, LOUDOUN CONSERVATION LLC

There are no proffers or conditions that provide right-of-way dedication for Willard Road.

PIN #097-46-9172, SALEHI, PARVIS & MARGARET TRUSTEES

This property is subject to the Cub Run Wastewater Pumpover/Extension of Public Sewers special exception application, SPEX 1990-0046, which was approved by the Board of Supervisors on November 27, 1990. There are no conditions that provide right-of-way dedication for Willard Road.

PIN #097-47-2063, AGGREGATE INDUSTRIES LAND CO INC

This property is subject to the proffers of Commonwealth Construction Management, ZMAP 2003-0010. Proffer 3 provides for right-of-way dedication; this proffer was fulfilled by a boundary line adjustment application that was processed (BLAD 2004-0023) which included 3,093 square feet of right-of-way dedication for Willard Road as is shown on the plat recorded with instrument #200406250064962.

3. Willard Road Right-of-Way Reservation & Frontage Improvements

The Applicant shall dedicate right-of-way along the frontage of Willard Road, as indicated on the CDP Plat, for design and construction of the Willard Road widening. The dedication shall occur in conjunction with the first site plan approval for ZMAP 2003-0010 and shall include the necessary drainage and maintenance easements located outside of the right-of-way.

The Applicant shall provide half-section frontage improvements along the Property's Willard Road frontage to include one-twelve (12) foot northbound lane, a six (6) foot gravel shoulder and a roadside ditch per the modified typical section in VDOT's Road Design Manual, Appendix A.

PIN #097-46-8230, PARCEL I LLC

There are no proffers or conditions that provide right-of-way dedication for Willard Road. Dedication for a portion of Willard Road at its intersection with Route 50 was acquired by a certificate of take recorded in deed book 546, page 69 as shown on the plat recorded in highway plat book IV, pages 260 and 261.

PIN #097-48-5009, CHANTILLY CRUSHED STONE INC

This property is subject to the Cub Run Wastewater Pumpover/Extension of Public Sewers special exception application, SPEX 1990-0046, which was approved by the Board of Supervisors on November 27, 1990. There are no conditions that provide right-of-way dedication for Willard Road.

PIN #097-47-1844, JENKINS, DOUGLAS C & BARBARA J

There are no proffers or conditions that provide right-of-way dedication for Willard Road.

PIN #097-47-1731, ROBINSON, JAMES C & DARLENE C R/S

There are no proffers or conditions that provide right-of-way dedication for Willard Road.

PIN #097-47-1416, HANCOCK, WILLIAM JR

There are no proffers or conditions that provide right-of-way dedication for Willard Road.

Proffer Information – Construction and Cash in Lieu:

- Proffer 3 of the above referenced Commonwealth Construction Management, ZMAP 2003-0010, provides for construction of a half section of Willard Road along the property's frontage. According to County records, the proffer was fulfilled by the improvements that were constructed in conjunction with the site plan, STPL 2004-0014.

Proffer Information – Cash Contributions:

- There are no cash proffers that provide for construction of improvements to Willard Road.

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