

PROFFER STATEMENT

ZMA 16-01 - WALKER DRIVE PROPERTIES ZONING MAP AMENDMENT

REZONING: Rezoning from I District to the I-PUD District

PROPERTY and RECORD OWNERS:

The Property that is the subject of this rezoning consists of parcels totaling approximately 31.3804 acres and bearing the following Parcel Identification Numbers:

1. 6984-73-6957-101, 6984-73-6957-202, CCMK, LLC¹
2. 6984-73-6957-201, RAM Holdings, LLC
3. 6984-73-6957-203, 6984-73-6957-204,
J. S. Woodside Properties, LLC
4. 6984-74-8242-001, Hirshman Hoover, LLC
5. 6984-74-8242-002, J. L. Woodside Properties, LLC
6. 6984-74-8242-003, 6984-74-8242-006, 6984-74-8242-007,
F&R Development, LLC
7. 6984-74-8242-004, 6984-74-8242-005, CCMK, LLC
8. 6984-74-5565-000, Walker Drive Investment Group, LLC
9. 6984-72-3635-000, The Drew Corporation
10. 6984-73-7494-000, Springfield Properties, LLC

PROJECT NAME: Walker Drive Properties Zoning Map Amendment

ORIGINAL DATE: April 15, 2016

RESUBMITTAL: December 5, 2016

February 1, 2017

March 13, 2017

May 19, 2017

¹ CCMK, LLC, RAM Holdings, J. S. and J. L. Woodside, and Hirshman Hoover have joined as applicants in this rezoning. Their ownership interest in the property, however, is solely as owner of a condominium unit in an existing building on the Property. They have consented to the rezoning of their properties, but shall not be subject to these Proffers except to the extent that the uses of their units must be otherwise authorized by the Town of Warrenton Zoning Ordinance, and these Proffers. The remaining Applicants and their successors and assigns shall be responsible for all Proffer compliance.

The undersigned owners of property bearing the GPINs set forth above, comprising approximately 31.3804 acres (the "Property"), hereby voluntarily proffer that the use and development of the Property shall be in substantial conformance with the following conditions and shall supersede all other Proffers with respect to the Property made prior to this submission, if any. In the event this zoning map amendment is not granted as applied for by the Applicant, these Proffers shall be withdrawn and become void.

"Final Rezoning" as the term is used herein shall be defined as that zoning (to include a proffer condition amendment) which is in effect on the day following the last day upon which the Warrenton Town Council's (the "Council") decision granting this rezoning may be contested in the appropriate court or, if contested, the day following the entry of a final court order affirming the decision of the Council which has not been appealed, or, if appealed, the day following which the decision has been affirmed on appeal.

The headings of the Proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the Proffers. The terms "Applicant" and "Developer" shall include all future owners and successors in interest.

References in these Proffers to plans shall include the following:

- A. Land Bay Plan, being sheet 2 of 5 of the plan prepared by Michael Johnson, PE, last revised May 19, 2017, entitled "Walker Drive Properties Master Development Plan" (the "Land Bay Plan");
- B. On-Site Proffer Plan, being sheet 3 of 5 of the plan prepared by Michael Johnson, PE, last revised May 19, 2017, entitled "Walker Drive Properties Master Development Plan" (the "Proffer Plan"); and
- C. Transportation Proffer Plan, being sheet 4 of 5 of the plan prepared by Michael Johnson, PE, last revised May 19, 2017, entitled "Walker Drive Properties Master Development Plan" (the "Transportation Plan").

Land Use

- 1. Land Bay Plan - The development of the Property shall be in substantial conformance with the Land Bay Plan, subject to reasonable adjustments approved by the Town Council of the Town of Warrenton (hereinafter, the "Town") at final engineering.
- 2. Land Bay Tabulations Chart - The Property shall be developed in accordance with the I-PUD Zoning District and all uses permitted in the I-PUD Zoning District

shall be permitted on the Property. The uses within those Land Bays depicted on the Land Bay Plan shall be in substantial conformance with the Land Bay Tabulations chart on the Land Bay Plan. Notwithstanding anything to the contrary in these Proffers or the Land Bay Plan, there shall be no more than 182,875 new gross square feet of non-residential uses. Approval of this rezoning does not eliminate any requirement for a special use permit under the IPUD zoning district, where such permits are required.

3. Uses -

- a. No Health and Fitness Facilities shall be permitted in Land Bays A, B, C, and/or D unless the presently existing Old Town Athletic Club shall permanently cease operation.
- b. There shall be no service stations permitted.
- c. There shall be no warehouses or wholesale establishments.

4. Non-Residential Uses -

- a. Square Feet - No single non-residential use shall exceed 50,000 gross square feet without a special use permit approved by the Council.
 - b. Entertainment Uses - A location in Land Bays A, B, C or D, as depicted on the Land Bay Plan, that is suitable for the construction of an Entertainment Use(s), shall be set aside and retained for that use for a period of seven (7) calendar years from the date of the Final Rezoning of the Property. Entertainment Uses shall consist of a movie theater, bowling alley, dinner theater, performing arts center, and/or roller skating facility, or other entertainment use that provides entertainment or amusement inside or outside of normal business hours as approved by the planning Director. The Applicant shall employ its best efforts to secure such Entertainment Use(s) as a component of the development of the Property. At the end of the said seven (7) years, the Applicant may thereafter construct or authorize construction of an Entertainment Use in those Land Bays and may make use of the site for any commercial or industrial use otherwise permitted in the Land Bay and the I-PUD zoning district.
5. Residential - The maximum number of multi-family dwelling units shall be one hundred sixteen (116). Forty residential units to be constructed in Land Bay E shall be market rate condominiums, which shall be individually metered for public utilities. All mixed use residential buildings shall have non-residential uses on the first floor.
6. Phasing of Residential and Non-residential Construction -

- a. Non-residential Construction - The Applicant shall cause to be constructed/construct and/or otherwise provide not less than 75,000 square feet of new non-residential Gross Floor Area ("GFA") prior to the issuance of the 41st building permit for a residential unit on the Property. "Constructed" as used herein shall be defined to mean that the shell and exterior of the structure(s) shall be finished, and all associated landscaping (subject to seasonal planting) and parking for such structure(s) shall have been provided, but interior tenant/occupant improvements shall not be required.
 - b. Existing Structures Excluded from Non-residential Calculation - Non-residential GFA shall include all non-residential uses in the Land Bay Tabulations chart on the Land Bay Plan, provided that existing structures in the area labeled as "Existing Land Bay" shall not be counted towards the requirement for new non-residential GFA set forth herein.
7. Open Space. - There shall be a total of not less than 20% open space as that term is defined in the Zoning Ordinance, provided that Land Bay E shall itself have not less than 20% open space; and provided further that the Applicant may seek a reduction in open space for healthy lifestyle amenities in accordance with the Zoning Ordinance. Open space shall be so designed as to be consistent with the provisions of §3-5.2.10 et seq. of the Zoning Ordinance, or any successor provision. Open space shall not be deemed to include the Central Plaza, and shall be designated on each PZMDP and site plan..

Design

8. Landscaping - Landscaping shall be in substantial conformance with the Proffer Plan. All new landscaping/plantings shall be indigenous, native species or alternative species in accordance with the Zoning Ordinance. At Site Plan submission, the landscaping plan shall provide a 30 foot landscape easement along Walker Drive from East Lee Street to Hidden Creek Lane and along East Lee Street from U.S. 29 to Walker Drive, as shown on the Proffer Plan.
9. Landscaping Detail - Landscape plantings for the 30 foot landscape easement, referenced in Proffer 6 above, shall be in accordance with the Easement Planting Detail on the Proffer Plan.
10. Design Guidelines - Development on the Property shall be general conformance with the design guidelines entitled "Walker Drive Properties Rezoning – Design Guidelines," dated May 15, 2017 (hereinafter, the "Design Guidelines"), incorporated herein by reference, subject to modifications made in connection with each site/subdivision plan review as may be necessary to accommodate final engineering. Modifications to the Design Guidelines may be approved by the

Planning Director, provided that that the Planning Director determines any such modification to constitute an improvement to the overall quality of the development beyond that depicted in the Design Guidelines.

11. Architecture -

- a. Building Materials - In order to ensure high quality construction of new buildings on the Property, building materials shall include brick, architectural grade stone, wood, and glass, hardiplank, architectural grade block, stucco, or a combination of the foregoing materials, and shall have such materials on all sides of any building constructed within the Property in order to create "360 degree architecture." Other building materials that represent an equally high level of quality shall be approved by the Planning Director if they are of the same or superior quality to those set forth herein.
 - i. Plain or painted concrete masonry unit (CMU) block shall not be used.
 - ii. If any form of siding is used, it shall not be vinyl or metal.
 - iii. No metal buildings shall be permitted.
 - iv. The foregoing shall not preclude use of other materials solely for fascia, trim, and other secondary building elements/details.
 - v. Roofing material visible from ground level shall be standing seam or other material as approved by the Planning Director.
- b. Elevations - Exterior building elevations shall vary in terms of color, materials, heights, front plane, and detail, as depicted in the Design Guidelines. Building(s) containing residential units located in Land Bay "D" shall be designed, and constructed, in a manner that is consistent with materials and architectural features of buildings located in Land Bays "A", "B" and "C".
- c. Placement of Buildings - Front elevations of non-residential buildings constructed within the Project shall be staggered such that there is no uniform front plane, and such that there is a three to six foot difference between the front plane of one structure and the plane of a structure on either side thereof.
- d. Restriction on false fronts - There shall be no "false" second story front facades on any building within the Project.

12. Refuse/Loading

- a. Location - Refuse storage and pick up areas and/or loading areas shall not be visible from Walker Drive or the Eastern Bypass (Route 17/15/29). Refuse storage, pick up areas and/or loading areas shall be screened with building materials that match the front façade of the building, and landscaping, as approved by the Planning Director.
- b. Time - Refuse pick-up and street cleaning (including leaf blowing) shall not occur between the hours of 10 PM and 7 AM. The foregoing shall not preclude snow removal, as necessary.

13. Signage

- a. Project Identification Signage - The Applicant may locate project identification signs, which may include tenant identification panels, at the intersections of Walker Drive and East Lee Street, Walker Drive and Academy Hill Road and at each entrance to the Property. Said signage may be wall or monument style with masonry (brick or architectural grade stone) and may be incorporated into a landscape/entrance feature. All signs shall be consistent with applicable provisions of the Zoning Ordinance at the time of application for approval of signage.
- b. Sign Program - A uniform sign program shall be implemented for the Property, as approved by the Planning Director. Such sign program may include additional façade signage to accommodate two front façades of those buildings in Land Bays A, B, C, D, and E, as depicted on the Land Bay Plan.

14. Central Plaza

- a. Design - The Applicant shall provide a Central Plaza, which shall be a minimum of 20,000 square feet in size contained in Land Bays A through C, and as generally described in the Design Guidelines. The Central Plaza shall contain a human-scaled, pedestrian friendly, Main Street area, with public gathering spaces. The Central Plaza will have an average minimum dimension of 50 feet in length or 50 feet width in order to avoid an overly narrow and/or linear configuration for this area. It shall be constructed in conjunction with any construction in Land Bay B, or sooner, at the discretion of the Applicant.
- b. Amenities - The Central Plaza shall include, but shall not be limited to, plantings, landscaping, benches, outdoor seating, streetscaping with provisions for bicycles, lamp posts, play fountain(s) and/or splash pad(s),

and may include public art, and/or other street furniture. Any play fountain(s) and/or splash pad(s) shall be a minimum of 600 square feet. The Applicant shall reasonably incorporate the recommendations of walkability audits in the design and construction of such amenities, and shall show those amenities as part of its Post Zoning Master Development Plan submittals as provided herein.

- c. Location - The Central Plaza shall be situated so as to provide maximum benefit to the public, occupants, and residents, and shall be identified during the Post Zoning Master Development Plan process set forth herein. The Central Plaza shall be included on the site plan for the Land Bay in which it is to be situated and constructed prior to the issuance of the first occupancy permit for any structure in that Land Bay.
 - d. Surrounding - The area surrounding the Central Plaza shall be designed with a style consistent with the Central Plaza as provided in §3-5.2.10.4 of the Zoning Ordinance.
15. Lighting - The Applicant shall comply with the Town's photometric standards applicable to a lighting plan for the Project to be submitted with the each site/subdivision plan for the development of the Property. All parking lot lights shall have full cutoff fixtures which direct light downward and inward and all building-mounted lighting, if any, shall be directed or shielded in such a manner to prevent glare from projecting onto adjacent properties or public rights of way.
16. Wetlands Delineation – At the time of the first PZMDP submittal as provided herein, the Applicant shall cause a study to be made to determine if there are jurisdictional wetlands or waters of the United States on the Property, and shall comply with all applicable requirements applicable thereto if such areas are identified. The Applicant shall provide copies of all federal and state applications and permits to the Planning Director.

Transportation Improvements

17. Timing of Traffic and Transportation Improvements, Generally - All transportation improvements that are shown on the Transportation Proffer Plan shall be constructed as provided herein.
18. Construction of a Roundabout at Intersection #1, East Lee and Walker Drive.
- a. Construction and Financing of Signalization/Roundabout at Intersection #1
 - i. The Applicant will not develop its Property in a manner that precludes the construction of a roundabout at Intersection #1.

- ii. The Applicant shall, upon the written request of the Town or VDOT, dedicate right-of-way from the Property reasonably necessary to construct such roundabout at no cost to the Town or VDOT.
- iii. If the Town or VDOT determines to install a roundabout at Intersection #1 prior to a traffic control warrant study demonstrating the need for the installation of a signal at that Intersection, then prior to the issuance of the first non-residential building permit in Land Bays A, B, or C, the Applicant shall contribute \$300,000 to the Town of Warrenton for use in the construction of such a roundabout and shall not be required to install a signal at Intersection #1.

19. Intersection Signalization -

- a. Traffic Control Warrant Studies - The Applicant shall conduct and submit for review a traffic control warrant study for the following intersections in connection with the submission of the first site plan for construction in Land Bays A, B, C, D, or E, unless, or as, otherwise directed by the Planning Director, for the following intersections:
 - i. East Lee Street and Walker Drive (hereinafter, "Intersection #1);
 - ii. U.S. 29 bypass northbound ramp and Meetze Road (hereinafter, "Intersection #2).
- b. Intersections #1 – If a traffic control warrant study demonstrates that a traffic signal is warranted at Intersection #1, or the Town or VDOT determines to install a roundabout at that Intersection, and upon written request by the Town or VDOT, the Applicant shall contribute the aforesaid sum of \$300,000 toward the said signalization or roundabout. This sum shall be paid if the signalization of Intersection #1, or the installation of a roundabout, has been finally authorized by the appropriate authority within three calendar years from the date of approval of the warrant study for this Intersection showing the need for signalization.
- c. Intersection #2 - If a traffic control warrant study demonstrate that a traffic signal is warranted at Intersection #2, then upon written request by the Town or VDOT, the Applicant shall contribute the sum of \$100,000 toward the said signalization. This sum shall be paid if the signalization of Intersection #2, has been finally authorized by the appropriate authority within three calendar years from the date of approval of the warrant study for this Intersection showing the need for signalization.

20. Construction of a Roundabout at Site Entrance "A" – The Applicant shall construct at its expense a roundabout on Walker Drive and any associated turn lanes at Site Entrance A as shown on the Transportation Proffer Plan prior to the issuance of the first occupancy permit for a structure on Land Bays A or B.
21. Construction of a Left Turn Lane into, and Construction of, Site Entrance "B" – The Applicant shall construct at its expense a left turn lane on Walker Drive into Site Entrance B and that Site Entrance and associated turn lanes as shown on the Transportation Proffer Plan prior to the issuance of the first occupancy permit for a structure on Land Bay C or D.
22. Construction of a Left Turn Lane into the Existing Land Bay (Site Entrance "C") – The Applicant shall construct at its expense a left turn lane on Walker Drive into the existing entrance at Breezewood Lane into the Existing Land Bay upon the issuance of the first occupancy permit for a structure in Land Bay E.
23. Construction of Entrance "D" into Land Bay E – Site Entrance D and all associated curb, gutter and sidewalk along site frontage along Academy Hill Road Extended will be constructed in connection with any construction in Land Bay E and completed prior to the issuance of the first occupancy permit in Land Bay E.
24. Crosswalks - Pursuant to Town and/or VDOT approvals, the Applicant shall at its expense install pedestrian crosswalks to a design acceptable to the Town and VDOT at those locations identified on the Transportation Plan, and specifically including a crosswalk providing access at Hidden Creek Lane and Walker Drive (Site Entrance "B") and Walker Drive and East Lee (Intersection #1). Subject to obtaining all necessary approvals, such crosswalks shall be shown on the site plan that includes any portion of a roadway where each crosswalk is to be constructed and shall be constructed at the time such improvements are constructed.
25. Opticon – All traffic signalization installed by the Applicant in connection with the development of the Property shall be at its expense and shall be compatible with the Town's Opticon system, or other traffic emergency management program utilized by the Town.

Parks and Recreation

26. Trails/Sidewalk – Subject to the Planning Director's and VDOT's approvals as may be required, the Applicant shall design and install five foot (5') wide concrete sidewalks, as generally depicted on the Transportation Plan. The Applicant shall further design and construct an internal pedestrian/bike trail network within the Property that permits internal access through Land Bays A, B, C and D. The trails and sidewalks shall be constructed in conjunction with any development in a Land Bay adjacent thereto. The Applicant shall further make a

monetary contribution in the amount of \$40,000 to the Town for its use at its discretion in the construction of an interconnecting trail system for the Town in the vicinity of the Property.

27. Bicycle Racks - The Applicant shall provide a minimum of three (3) bicycle racks on the Property. The location and style of the bicycle racks shall be determined by the Applicant, upon consultation with the Planning Director. At least one of the bicycle racks shall be located in the Central Plaza. The bicycle racks shall be constructed by the Applicant in any Land Bay in which they are located in conjunction with any construction in that Land Bay and in any event not later than the issuance of a final certificate of occupancy in that Land Bay.

Storm Water Management

28. The Applicant shall provide stormwater management in accordance with the Town standards and Virginia Storm Water Management Regulations. The location of said facilities shall be determined at site plan review, in connection with final engineering. Stormwater managements facilities shall not be used to calculate open space requirements.

Fire and Rescue

29. The Applicant shall comply with all applicable requirements of the Uniform Statewide Building Codes for building construction and fire suppression.

Contribution to Public Safety

30. Prior to the issuance of the first non-residential occupancy permit for development of the Property, the Applicant shall contribute the sum of \$20,000 to the Town for fire and rescue services, and \$20,000 to the Town for police services, to be expended at the Council's discretion, to offset an anticipated increase in call volume from the project upon completion.

Water and Sewer

31. Water and Sewer - The Property shall be served by public sewer and water provided by the Town.
32. Water Main - The Applicant shall extend at its expense the water main in Walker Drive that currently dead ends at Hidden Creek, through the proposed property to ensure a loop at the water main in East Street and East Lee Street. It shall further assure that the water systems loops with existing or proposed water lines at Meetze/Lee Street in order to secure adequate water flows and ongoing maintenance of the public system.

33. Tap Fees - The Applicant shall individually meter all of the condominiums (not apartments) including those that are being constructed on 321 Walker Drive, and shall pay the fees therefore as customarily required by the Town Department of Public Works.

Creation of Property Owners' Association

34. A property owners' association ("POA") shall be created and shall be made responsible for the maintenance and repair of common areas, including any common open space that may be established in accordance with the requirements of the Town Zoning Ordinance or these Proffers. Any such POA shall be granted such other responsibilities, duties, and powers as are customary for such associations, or as may be required to effect the purposes for which such POA is created. Such POA shall be granted sufficient powers as may be necessary, by regular or special dues or assessments, to raise revenues sufficient to perform the duties assigned hereby, or by the documents creating the POA, and to perform rate studies necessary to determine dues, fees, and assessments as may be required. In addition to any other duties and responsibilities as may be assigned to it, the POA shall further have responsibility for the maintenance of any entrance feature signs, street, alleys and perimeter or road buffers, stormwater management ponds, best management practices facilities, and of private streets and alleyways, if any.

Waivers/Modifications

35. Pursuant to §3-5.2.4.1 of the Zoning Ordinance, the Land Use Mix as it is set forth on the Land Bay Plan is hereby approved for the Property.

Establishment of a Post Zoning Master Development Plan Process

36. Requirement for a Post Zoning Master Development Plan

- a. Prior to the approval of any site plan for the Property, the Applicant shall submit to the Planning Director a Post Zoning Master Development Plan ("PZMDP") to assure the orderly development of the Property. The PZMDP is intended to ensure that development occurs in a manner that comports with the approved zoning and these proffers, and that sets forth sufficient additional detail of any proposed development to demonstrate conformance with applicable ordinances or regulations, both in individual Land Bays and throughout the project as approved to permit. A PZMDP is not intended to replace a site plan with its attendant construction details submitted pursuant to applicable Town ordinances and standards, which shall remain in full force and effect.

- b. The PZMDP process set out herein is not mandatory upon the Town or Council, and no legal obligation is established for the Town's courtesy review of such a plan. No proffer may create obligations on the locality to which submitted, and this process is established solely to permit detailed review of specific development proposals against applicable requirements prior to site plan submittals.
- c. A PZMDP shall be submitted to the Planning Director for review, and shall thereafter be presented to the Council for its consideration and its non-binding determination that a proposed PZMDP is consistent with applicable proffers, ordinances, and regulations.
- d. Each PZMDP submission except for a submission for Land Bay E, shall include the entirety of the Property regardless whether development is proposed to commence on all or a portion of the Property, in order to permit the Planning Director to assess overall compliance with applicable requirements and consistency with the approved zoning, provided that detailed development information must be submitted for any Land Bay that is the Land Bay in which development is to be commenced. Land Bay E is sufficiently distinct from the remaining Land Bays that it may be submitted separately, provided that tabulations for other Land Bays shall include the data for Land Bay E to permit determination of zoning compliance.
- e. The Applicant may submit one or more PZMDPs during the course of site development. Subsequent submittals, if any, shall show cumulative data demonstrating continuing compliance with the requirements of the Zoning Ordinance and these proffers as further provided herein.

37. Pre-Application Conference

- a. Prior to submission of a PZMDP for review, the Applicant shall schedule a pre-application conference with the Planning Director and such other staff as the Planning Director deems appropriate. The purpose of the conference is to review and discuss a specific development proposal in relation to the requirements of the Town Code, the zoning of the Property, and other lawfully applicable requirements, and to discuss the requirements for the submission of a PZMDP.
- b. If requested by the Planning Director, the Applicant shall provide a draft land use plan in advance of the pre-application conference describing generally:
 - i. The specific location of the site.

- ii. The location of proposed points of access.
- iii. The general location and types of uses, environmental features on the site, open space and other features associated with the approved rezoning of the Property but with such further detail as to permit an understanding and evaluation of actual construction of permitted structures and uses.

38. Submission and contents of PZMDPs

- a. Following the pre-application conference, the Applicant may submit a PZMDP. The following shall be required for a PZMDP and shall be shown clearly on the plan.
 - i. The scale shall be one inch equals 100 feet or larger (the ratio of feet to inches shall be no more than 100 feet to one inch) or at a scale acceptable to the Planning Director. The scale shall be sufficient so that all features are discernible.
 - ii. All PZMDPs shall include a North arrow, a scale and a legend describing all symbols.
 - iii. The PZMDP shall be based on a boundary survey of the entire property related to true meridian and certified by a certified Virginia surveyor, architect or engineer. The total area of the property shall be depicted on the PZMDP.
 - iv. The topography shall be shown at contour intervals acceptable to the Planning Director.
 - v. The title of the proposed project; the date, month, year the plan was prepared or revised; the name of the applicant(s), owner(s) and contract owner(s); and the names of the individuals or firms preparing the plan shall be clearly specified.
 - vi. A plan, showing the location, arrangement and approximate boundaries of all proposed land uses on all or a portion of the Property sufficient to permit a reasonable determination that the requirements of the Land Bay Tabulations chart on the Land Bay Plan are met, and that parking and loading requirements can be satisfied with site or subdivision plans upon full buildout of the Property. The Zoning Administrator may reduce parking requirements by up to 20% if enhanced landscaping is used, to include higher quality plantings, trees of larger caliper, and increased planting units.

- vii. Elevations of all proposed structures demonstrating their conformity with the Design Guidelines for such structures and any other applicable provisions of the zoning or these Proffers.
- viii. The approximate acreage in common open space, each use, if applicable, roads, streets or rights-of-way for the subject property and total development, as applicable.
- ix. The location and extent of proposed buffers and landscaping areas, with statements, profiles, cross sections or examples clearly specifying the screening and types of plantings to be provided.
- x. The location, arrangement, and right-of-way widths of roads and streets, including roads and streets providing access to adjoining parcels within the proposed development.
- xi. The location and arrangement of street entrances, driveways and parking areas.
- xii. A conceptual plan with preliminary computations for stormwater management with the location of stormwater facilities depicted.
- xiii. A history of all land divisions that have occurred in relation to the tract since the adoption of this requirement.
- xiv. The location of sewer and water mains with graphic depictions of the connection with and availability of existing facilities that are proposed to be made.
- xv. A wetlands delineation with the first PZMDP.
- xvi. A comprehensive sign program.
- xvii. Tabulations of parking, open space, gross square footage of structures and identification of uses and use categories, numbers of residential units, specification of transportation improvements as to be constructed in accordance with these Proffers and the Transportation Plan, stormwater management calculations, and other project elements necessary to demonstrate compliance with the requirements of these Proffers and applicable provisions of Town ordinances.
- xviii. A traffic control warrant study if requested by the Planning Director.

- xix. Other information that the Applicant believes demonstrate conformance of a proposed elements of the development with applicable requirements or as are required by the Planning Director.

39. Post Zoning Master Development Plan Submission.

- a. The Applicant shall submit the number of copies of the PZMDP as directed by the Planning Director.
- b. The Planning Director may circulate the PZMDP for review and comment by such staff or agencies deemed appropriate, with reasonable notice that the purpose of the PZMDP is to permit a preliminary determination as to compliance of specific development proposals with the approved rezoning and applicable ordinances and regulations, prior to the submission of site and subdivision plans, if any.
- c. The Planning Director may request, and the Applicant shall provide at its expense, updated traffic counts to be submitted if it is determined by the Planning Director that there have been substantial changes in conditions affecting traffic and transportation.
- d. When the Planning Director is satisfied that the PZMDP conforms to applicable requirements, the PZMDP will be transmitted to the Council, which shall review the PZMDP and provide the Applicant such comment or recommendations as it may, in its discretion, elect to provide.
- e. Site plans and final subdivision plats may be submitted concurrently with a PZMDP for review according to the procedures set forth in Town ordinances applicable thereto.

[Signature Pages to Follow]

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GPINs 6984-73-6957-101, 6984-73-6957-202, 6984-74-8242-004, 6984-74-8242-005

CCMK, LLC

By: 

Name: MICHAEL FOLSTON

Title: M/M

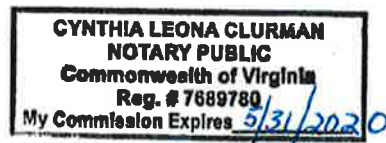
State of Virginia:
County of Fauquier

Subscribed and sworn to before me this 19th day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.


NOTARY PUBLIC

My Commission Expires: 5/31/2020

My Notary Registration Number: 7689780



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GPIN 6984-73-6957-201

RAM Holdings, LLC

By: _____

Name: _____

Title: _____

Robert A. Miller
ROBERT A. MILLER
Pres

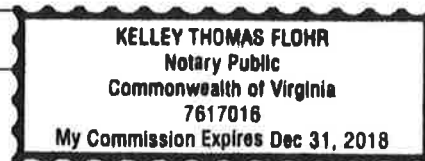
State of Virginia :
County of Fauquier

Subscribed and sworn to before me this 22nd day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

Kelley Thomas Flohr
NOTARY PUBLIC

My Commission Expires: 12/31/2018

My Notary Registration Number: 7617016



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GPINs 6984-73-6957-203, 6984-73-6957-204

J. S. Woodside Properties, LLC

By: _____

Name: _____

Title: _____

State of Virginia :
County of Fauquier

Subscribed and sworn to before me this 19th day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

NOTARY PUBLIC

My Commission Expires: 8-31-20

My Notary Registration Number: 239236

ARLEEN PRITZ ANDERSON
NOTARY PUBLIC
REGISTRATION # 239236
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES
8-31-20

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GPINs 6984-74-8242-001

Hirshman Hoover, LLC

By: [Signature]

Name: Nina Hirshman

Title: Mayor

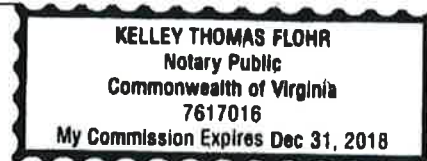
State of Virginia :
County of Fauquier

Subscribed and sworn to before me this 23rd day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

[Signature: Kelley Thomas Flohr]
NOTARY PUBLIC

My Commission Expires: 12/31/2018

My Notary Registration Number: 7617016



ZMA 16-01, Walker Drive Properties Zoning Map Amendment
Proffer Statement

Signature Page

GPINs 6984-74-8242-002

J. L. Woodside Properties, LLC

By: J. Woodside

Name: Jennifer Woodside

Title: Manager

State of Virginia;
County of Fauquier

Subscribed and sworn to before me this 19th day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

Caitlyn Colwell
NOTARY PUBLIC

My Commission Expires: 02/28/2021

My Notary Registration Number: 7721853



ZMA 16-01, Walker Drive Properties Zoning Map Amendment
Proffer Statement

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GPINs 6984-74-8242-003, 6984-74-8242-006, 6984-74-8242-007

F&R Development, LLC

By: [Signature]

Name: MICHAEL FOLSTEN

Title: M/M

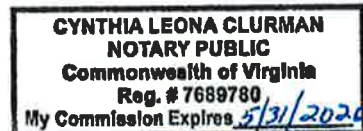
State of Virginia:
County of Fauquier

Subscribed and sworn to before me this 19th day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

Cynthia Leona Clurman
NOTARY PUBLIC

My Commission Expires: 5/31/2020

My Notary Registration Number: 7689780



ZMA 16-01, Walker Drive Properties Zoning Map Amendment
Proffer Statement

Signature Page

GPINs 6984-74-5565-000

Walker Drive Investment Group, LLC

By: [Signature]

Name: MICHAEL FORSTEN

Title: N/A

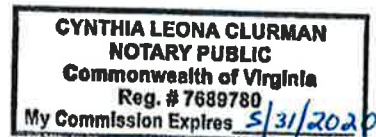
State of Virginia:
County of Fauquier

Subscribed and sworn to before me this 19th day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

Cynthia Leona Clurman
NOTARY PUBLIC

My Commission Expires: 5/31/2020

My Notary Registration Number: 7689780



ZMA 16-01, Walker Drive Properties Zoning Map Amendment
Proffer Statement

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GPINs 6984-72-3635-000

The Drew Corporation

By: Walter A. Hitchcock, Jr.

Name: WALTER A. Hitchcock, Jr.

Title: President, The Drew Corporation

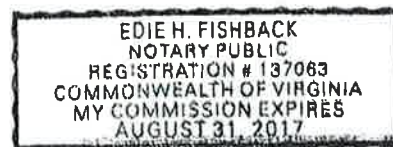
State of Virginia :
County of Fairfax

Subscribed and sworn to before me this 22 day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

Edie H. Fishback
NOTARY PUBLIC

My Commission Expires: 8/31/2017

My Notary Registration Number: 137063



ZMA 16-01, Walker Drive Properties Zoning Map Amendment
Proffer Statement

Signature Page

GPINs 6984-73-7494-000

Springfield Properties, LLC

By: William F. Springer

Name: William F. Springer

Title: manager

State of Virginia:
County of Fauquier

Subscribed and sworn to before me this 19th day of May, 2017 in my county
and state aforesaid, by the aforementioned principal.

Cynthia Leona Clurman
NOTARY PUBLIC

My Commission Expires: 5/31/2020

My Notary Registration Number: 7689780

