County of Loudoun

Department of Planning

MEMORANDUM

DATE: April 16, 2010

TO: Loudoun County Planning Commission

FROM: Judi Birkitt, Project Manager

SUBJECT: **April 21, 2010 Planning Commission Work Session**
Kincora Village Center, ZMAP 2008-0021

AGENDA:

Issues Update

The purpose of the April 21, 2010 work session is for staff to update the Planning Commission on the applicant's revisions in response to the April 7, 2010 Planning Commission work session and for the Commission to make a recommendation to the Board of Supervisors on this application, as it is advertised for the May 10, 2010 Board public hearing.

BACKGROUND:

The Planning Commission has held four work sessions on this application, beginning with an overview of the Route 28 Highway Improvement Tax District and Community Development Authorities (CDAs) on January 14, 2010. During the following February 4, 2010 work session, the Commission began discussing the application's outstanding land use issues. A subsequent work session was held on March 10, 2010, to consider transportation issues, including what transportation improvements would be necessary, the timing for those improvements, and the impacts of extending Pacific Boulevard to Russell Branch Parkway. That work session concluded with the Commission advising the applicant to exclude the Broad Run Toll House and bridge ruins from the potential Pacific Boulevard alignments due to its historical significance.

On April 7, 2010, the Commission considered the application's remaining outstanding issues and expressed support for the proposed 1,400 residential units, the amount and scale of retail uses, and the number of hotels. However, Commissioners suggested that the applicant modify the proffered land use phasing to provide more office floor area in the early phases and revise the transportation phasing to construct the Pacific Boulevard and Gloucester Parkway improvements earlier in the project. Commissioners also advised the applicant to revise the capital facilities worksheet and the unmet housing needs proffers, to proffer the observation platform, and to clean-up the Concept Plan, Design Guidelines, and Proffer Statement.

ISSUES STATUS:

Overall, the applicant has made many revisions to the Proffer Statement and Concept Plan. Discussions with the applicant indicate the applicant's intention to make many of staff's requested revisions to the Design Guidelines; the revised document has not yet been submitted. Further, a few changes are still needed on the Concept Plan related to the floodplain. An update on the key issues follows.

Land Use Phasing

The Commission directed the applicant to modify the land use phasing, providing more office and less residential in the early phases. The applicant has revised the land use phasing proffers, as summarized in the table on Exhibit H of the Proffer Statement (page A-76). The most significant change is that in Phase 1, the minimum office floor area has increased from 150,000 square feet to 650,000 square feet (or 800,000 square feet if the baseball stadium is constructed). The maximum number of residential units in Phase 1 has also decreased from 928 to 646 (or 796 if the baseball stadium is constructed). The revised phasing does not fully conform to the Regional Office Policies of the Revised General Plan; however, the mix of uses is more balanced than previously proposed.

Transportation Phasing

The Commission recommended that the Pacific Boulevard connection to Russell Branch Parkway be constructed earlier. As revised, the proposed trigger is prior to the 1,145,001th square foot of non-residential uses (decreased from 1,700,001th) or the 797th dwelling unit (decreased from 1,069th). The trigger for constructing Gloucester Parkway remains the same at prior to the 2,400,001st square foot of non-residential floor area. (Refer to Exhibit I of the Proffer Statement, page A-78.)

Without a Community Development Authority (CDA) to finance transportation improvements, the timing of the Gloucester Parkway connection to Loudoun County Parkway and the Pacific Boulevard connection to Russell Branch Parkway continues to be a major outstanding issue. Staff continues to recommend that the Gloucester Parkway connection be constructed first and earlier than proffered. In the event that Pacific Boulevard is constructed first, staff recommends that the full four lanes of Pacific Boulevard be constructed through the site and connecting to Russell Branch Parkway, as it would be the sole connection across the Broad Run.

Capital Facilities

The Commission directed the applicant to revise the Capital Facilities work sheet to include only that portion of the transportation improvements that would be above and beyond the improvements required to mitigate the impacts of the project (Attachment 3).The applicant has revised the work sheet accordingly.

The anticipated capital facility contribution is $33,261,200. Including only those contributions that are consistent with the County's capital facilities proffer guidelines, the applicant's proposed contribution is 4.1 million less than the anticipated mitigation, as shown on Table 1.

Table 1. Capital Facilities Mitigation Consistent with County Proffer Guidelines

Capital Facilities Impact/Anticipated Mitigation	**$ 33,261,200**
Capital Facilities Contribution	Value
5-acre public use site including grading[1]	3,329,120
Trails	935,484
63% regional roadway contribution of the Gloucester Pkwy extension to Loudoun County Pkwy including bridge over Broad Run[2]	20,156,629
43% regional roadway contribution of the Pacific Blvd extension to Russell Branch Pkwy including bridge over Broad Run[3]	4,738,449
Total	**$ 29,159,682**

Source: Applicant's April 12, 2010 Capital Facilities Contributions Work Sheet

Notes:
[1]The applicant's appraisal valued the property as $3,250,000, consistent with a 2007 appraisal. Staff adjusted the value based on existing market conditions to 2,831,400 + 497,720 for grading the site.
[2]The applicant's traffic study indicates that at full build-out, Kincora would contribute 37% to Gloucester Parkway's total traffic.
[3]The applicant's traffic study indicates that at full build-out, Kincora would contribute 57% of Pacific Boulevard's total traffic.

As shown on Table 2, the applicant proposes one contribution that falls outside of the County's capital facility proffer guidelines (observation platform) and another contribution (part of the 160.11-acre floodplain dedication) that staff recommends crediting towards the Open Space Preservation Program, rather than Capital Facilities, as discussed in the next section. Acceptance of these two contributions would be at the Board's discretion.

Table 2. Proposed Capital Facilities Contributions That Fall Outside of the County's Proffer Guidelines

Proposed Capital Facilities Contribution	**Value**
89 acres of the 160.11-acre floodplain dedication[1]	$ 5,039,892
Heron Rookery Observation Platform	25,000
Total	**$ 5,064,892**

Source: Applicant's April 12, 2010 Capital Facilities Contributions Work Sheet

Notes: [1]Staff adjusted the value based on existing market conditions ($13/square foot or $566,280/acre).

Open Space Preservation Program

The applicant proffers to dedicate 160.11 acres of Broad Run floodplain to the County. Given that the preservation of the Broad Run floodplain is a County priority, staff credits the dedication of this valuable resource as a contribution to the Open Space Preservation Program.

As shown on Table 3, the applicant proposes to apply 56 acres of the 160.11-acre floodplain dedication to the Open Space Preservation Program. As the dedication of floodplain falls outside of the program policies, approval would be at the discretion of the Board (Revised General Plan Chapter 11).

Table 3. Open Space Preservation Program
Comparison of Policy and Proposed

	Proposed	Policy for High-density Residential Areas[1]	Policy for Residential Communities[2]
Value/Cash Contribution	$3,171,168 Value	$231,800 - $305,000	$4,721,500 - $6,212,500
Land	56 acres of the 160.11-acre floodplain dedication	61 acres	1,242.5 acres

Source: Revised General Plan, Chapter 11. Implementation.

Notes:

[1]For mixed use communities in the Suburban Policy Area, one easement (acre) is anticipated for 5% of the dwelling units above 4 dwelling units per acre

[2]For residential communities, one easement (acre) is anticipated for every dwelling unit over a density of 3.5 dwelling units per acre. To offset the demand created by the proposed increased concentration of residents in an area where residential development is not permitted, the open space calculations for residential projects may be more appropriate.

[3]10% of the value based on existing market conditions ($13/square foot or $566,280/acre x 0.10)

Affordable Dwelling Units/Unmet Housing Needs

Commissioners directed the applicant to meet the unmet housing needs of all three of the income ranges: 1-30%, 30-50%, and 50-80% of the Washington Metropolitan AMI ($102,700 effective March 19, 2009). The Commission's recommended breakdown is shown on the left side of Table 4.

Table 4. Affordable Dwelling Units and Unmet Housing Needs
Comparison between Planning Commission and Revised Proffers

Planning Commission's Direction			Applicant's Revised Proffers		
	# of units	% of units		# of units	% of units
Unmet Housing Needs units 50-80% of AMI	48	**50%**	Unmet Housing Needs units: 31-85% of AMI: 63 / 27.5% 86-100% of AMI: 70 / 30.5%	133	**58%**
ADU-equivalent units 30-50% of AMI	43	**45%**	ADU-equivalent units 31-69% of AMI (purchase) or 31-59% of AMI (rent)	88	**39%**
Unmet Housing Needs units 1-30% of AMI	5	**5%**	Unmet Housing Needs units 1-30% of AMI	7	**3%**
	96	100%		228	100%

Source: Applicant's Proffer Statement (April 12, 2010).

The right side of Table 4 shows the applicant's revisions, which provide the following key changes:

- At least 7 units would be available for households with incomes up to 30% of the Washington Metropolitan AMI ($102,700 effective March 19, 2009), which is the County's greatest area of need

- At least 63 units would be available for households with incomes between 31 and 85% of AMI.
- A maximum of 70 units would be available for households with incomes between 85 and 100% of the AMI.
- The ADU-equivalent and unmet housing needs units would be effective for a minimum of 20 years (increased from 15).

The applicant's revisions are not fully consistent with the Planning Commission's direction. The applicant has committed to a minimum of 7 units for the 1-30% AMI range. In order to provide for the 30-50% AMI range, the top end of the range for the rental units needs to be changed from 59% to 50%. To provide for the 50-80% range, the high end of the range for the 63 units needs to be decreased from 85 to 80%.

Very Steep Slopes
Any alignment of Pacific Boulevard extended to Russell Branch Parkway would impact very steep slopes, which is prohibited by Section 5-1508 of the Revised 1993 Zoning Ordinance (ZO). As a solution, considering that the existing zoning under the 1972 Zoning Ordinance does not prohibit road construction within very steep slopes, Staff has included in the draft motions a recommendation to exclude the approximately 2-acre portion of the subject property that contains very steep slopes from the rezoning application (see page A-81). Staff acknowledges that impacts to the very steep slopes would be an environmental loss; however, in this case, given the poor level of service in this area, Staff finds that providing the regional roadway connection takes priority. Staff notes that Section 6-1211(B) of the ZO allows the PC to recommend that a smaller land area be rezoned, without requiring re-advertising and re-hearing. The applicant would need to revise the Concept Plan accordingly prior to Board action to accommodate this potential revision.

LSDO and FSM Modifications
The requested modifications to the Land Subdivision Development Ordinance and the Facilities Standards Manual need to be excluded from the Proffer Statement and the Concept Development Plan, as the County's policy is to review these requests at the time of site plan, when more detailed engineering information is available to fully evaluate the requested modifications. To avoid any implication that this rezoning application includes approval of LSDO and FSM modifications, staff has included in the suggested motions that these be excluded from any recommendation of approval.

STAFF RECOMMENDATION:

Staff cannot support the application. Current land use policy does not support residential uses within areas planned for Keynote Employment or within this area of the Route 28 Tax District. The land use mix and the proposed amount and scale of retail are inconsistent with Revised General Plan policies. Transportation phasing does not fulfill important regional connections early enough in the project. Further, the site layout does not fully conform to the Revised General Plan.

SUGGESTED MOTIONS:

Motion # 1 - Rezoning

1. I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center to the Board of Supervisors with a recommendation of denial based on the attached Findings for Denial.

OR,

2. I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center, including the proposed modifications to the Revised 1993 Zoning Ordinance, as identified on pages 1, 2, and 3 of Exhibit B to the Proffer Statement dated April 12, 2010, to the Board of Supervisors with a recommendation of approval, subject to the Proffer Statement dated April 12, 2010, based on the following Findings for Approval:

   _____

   _____

   _____

   _____

   And including the following modifications:

   a. The land area subject to the rezoning is reduced by approximately two acres, as depicted on Attachment 4, to exclude areas of very steep slopes that would be impacted by the construction of Pacific Boulevard, and
   b. The requested modifications of the Land Subdivision Development Ordinance (LSDO) and the Facilities Standards Manual (FSM), identified on pages 4, 5, and 6 of Exhibit B to the Proffer Statement dated April 12, 2010, are excluded from the recommendation of approval.

OR,

3. I move an alternate motion.

Motion # 2 - Community Development Authority

1. I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center, to the Board of Supervisors with a recommendation that they approve the applicant's request to create a Community Development Authority to finance the project's transportation improvements.

OR

2. I move that the Planning Commission forward ZMAP 2008-0021, Kincora Village Center, to the Board of Supervisors with a recommendation that they deny the applicant's request to create a Community Development Authority to finance the project's transportation improvements.

ATTACHMENTS:

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3. Applicant's Capital Facilities Worksheet	A-79
4. Applicant's Draft Exhibit showing the reduced rezoning area	A-81
5. Concept Plan (April 12, 2010)	attached

FINDINGS FOR DENIAL

1. The proposal is not consistent with the intent, recommended land use mix and economic strategy for Keynote Employment Centers, as defined in the Revised General Plan.

2. The Revised General Plan does not support residential uses within Keynote Employment areas or within this area of the Route 28 Highway Improvement Tax District.

3. The subject site is not located within any of the three locations specified within the Route 28 Tax District where residential development is permitted nor is the site designated for high-density residential uses.

4. Notwithstanding the County's option to allow residential development to "buy out" of the Route 28 Highway Improvement District, any further increase in residential development reduces the viability of the Route 28 Tax District to fund future roadway improvements.

5. The Revised General Plan does not support large-scale, free-standing retail uses on the subject property.

6. Without a Community Development Authority to finance transportation improvements, the proffered phasing does not fulfill important regional connections early enough.

7. Land Bays N and Q are disconnected from the rest of the project and do not meet the intent of the PD-MUB (Planned Development – Mixed Use Business) district, as set forth in the Revised 1993 Zoning Ordinance.

8. Proffered phasing of uses is inconsistent with the Revised General Plan.

9. The proffered phasing of uses does not comply with Section 4-1355(1) of the Revised 1993 Zoning Ordinance.

ATTACHMENT 1

KINCORA VILLAGE CENTER

(ZMAP 2008-0021)

PROFFER STATEMENT

February 5, 2009
July 23, 2009
October 5, 2009
January 13, 2010
April 12, 2010

ATTACHMENT 2

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KINCORA
VILLAGE CENTER
(ZMAP 2008-0021)

PROFFER STATEMENT

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Exhibit D: Design Guidelines
Exhibit E: PD-MUB District Incentives
Exhibit F: Broad Run Restoration Concept Plan dated June 2009, as revised through January 2010
Exhibit G: Central Plaza and Design Illustrations
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KINCORA VILLAGE CENTER

(ZMAP 2008-0021)

PROFFER STATEMENT

February 5, 2009
July 23, 2009
October 5, 2009
January 13, 2010
April 12, 2010

Pursuant to Section 15.2-2303, Code of Virginia, (1950), as amended, and Section 6-1209 of the **Revised 1993** Loudoun County Zoning Ordinance (1993), as amended (the "Zoning Ordinance"), NA Dulles Real Estate Investor LLC, a Delaware limited liability company (the "Owner"), who is the owner of Loudoun County Tax Map ~~Parcels~~**Parcel PIN #'s** 042-~~-~~29-~~-~~6582, 042-49-0209 and 041-29-8238, consisting of a total of approximately 396.87 acres of real property, of which a portion consisting of approximately 336.60 acres (the "Property") is the subject of **this** rezoning application ZMAP 2008-0021, hereby voluntarily proffers that development of the Property shall be in substantial conformity with the ~~proffers~~**proffered conditions** as set forth ~~below~~**in the following paragraphs** (the "Proffers") ~~and with~~**which are intended to include and are hereby deemed to include** the exhibits and ~~zoning ordinance~~**Zoning Ordinance** modifications attached hereto, all of which are incorporated herein by reference. All Proffers ~~made~~**offered** herein are contingent upon **and shall become effective only upon** the final approval by the Board of Supervisors of Loudoun County, Virginia (the "Board") of the change in the zoning districts requested in rezoning application ZMAP 2008-0021 from the PD- IP (Planned Development - Industrial Park), and FOD (Floodplain Overlay District) zoning districts under the 1972 Loudoun County Zoning Ordinance to the PD-MUB (Planned Development - Mixed Use Business), FOD and AI (Airport Impact) zoning districts under the **Revised** 1993 Loudoun County Zoning Ordinance. Upon final approval of the requested change in zoning districts, these Proffers shall supersede all proffers previously in effect with respect to the Property, if any. All Proffers herein shall be binding on the Owner and its successors and assigns.

I. LAND USE

A. Concept Plan.

The Property shall be developed in substantial conformity with Sheets 1, 2 and 8~~-35 of the plan~~**37 of the plan set entitled "Zoning Map Amendment (Application #ZMAP 2008-0021) Kincora Village Center Broad Run Election District Loudoun County, Virginia,"** attached hereto as **Exhibit A** dated October 2008, as revised through ~~January 8,~~**April 9,** 2010, and prepared by Urban ~~Engineering Associates, Inc.~~ (all ~~35~~**37** Sheets of such plan are collectively referred to hereafter as the "Concept Plan"). Sheets 3-7 are for information and

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illustrative purposes only. Sheets 8, 9, 10, 11 and 12 of the Concept Plan illustrate the layout proposed for development of the Property and indicate development limitations on the Property, such as public road rights-of-way, open space, floodplain restoration activities and limits of clearing and grading for uses outside of the floodplain, which shall be observed during development of the Property as more particularly described in the Proffers.

The Owner shall have reasonable flexibility to modify the ~~location of uses and~~ layout shown on the Concept Plan **as necessary** to accommodate final engineering and development ordinance requirements, provided such changes ~~are~~: (i) **are** in substantial conformity with the approved Concept Plan and the Proffers; (ii) do not increase total permitted square footage; and (iii) do not decrease the minimum amount of open space or peripheral setbacks ~~shown~~**required** to be provided on the Property.

Building locations and footprints**,** and associated parking areas and **parking** structures**,** identified on the Concept Plan are for illustrative purposes and are subject to change by the Owner**, and the Owner agrees that the Owner's right to place any such feature in any particular location as shown on the Concept Plan shall not be deemed vested by virtue of the approval of this ZMAP 2008-0021 and the Proffers and Concept Plan**. Final building locations and footprints and associated parking areas and structures must comply with the specific commitments provided in these Proffers.

B. Uses, Maximum Density/Intensity of Use and PD-MUB Minimum Use Percentages.

The Owner may develop the Property with any of the uses permitted in accordance with the applicable zoning district, including any uses permitted by special exception ~~for which~~**provided that** approval of the requisite special exception is obtained **in accordance with the Zoning Ordinance**. The Property may be developed up to the following maximum densities and intensities of use:

- Up to ~~3,973,025~~**3,696,025** square feet of ~~non-residential~~**employment, commercial and public/civic/institutional** uses.

- Up to 1,400 ~~multi-family~~**multifamily** residential units (not to exceed 1,544,000 square feet), inclusive of any required Affordable Dwelling Units ("ADUs") and unmet housing needs (workforce housing) units proffered herein in ~~Proffer~~**Proffers** I.D. and I.E. and subject to the limitations set forth in Proffer I.B.~~4.~~**3.** below.

1. Employment Uses. A minimum of **forty percent (**40%**)** of the total floor area ~~to be~~ constructed on the Property shall be devoted to ~~the employment uses permitted~~**Employment**

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Uses listed in the PD- MUB District~~, by~~ **use regulations, either by-**right ~~or by~~**if Permitted Uses or pursuant to** a future approved special exception **if Special Exception Uses**.

2. Commercial Uses. A minimum of five percent (5%) of the total floor area constructed on the Property shall be devoted to Commercial Uses listed in the PD-MUB District use regulations, either by-right if Permitted Uses or pursuant to a future approved special exception if Special Exception Uses.

a. Not more than 393,825 square feet of the 3,696,025 square feet of non-residential uses shall be non-hotel commercial uses.

b. ~~2. Commercial Uses. A minimum of five percent (5%) of the total floor area to be constructed on the Property shall be devoted to the commercial uses permitted in the PD-MUB District, by-right or by a future approved special exception. Not more than 398,825 square feet of the 3,973,025 square feet of non-residential uses shall be non-hotel commercial uses. Of the 398,825 square feet of non-hotel commercial uses, at~~**At** least 200,000 square feet **of the non-hotel commercial uses** shall be "employment supportive" uses, such as, but not limited to, the following examples: ~~delis, coffee shops~~**delicatessens, coffeehouses**, restaurants, convenience stores, grocery stores, office supply stores, drug stores/pharmacies, greeting card stores, automobile service stations, retail sales establishments that are located on the first floor of a multi-story office building or ~~multi-family~~**multifamily** residential building and ~~similar uses that~~ provide convenient sales and dining services to the employees and residents on-site (collectively, "Employment Supportive Uses"). ~~With the exception of (i) one (1) grocery store, (ii) one (1) health and fitness center, and (iii) one (1) specialty retail sales establishment offering merchandise and programs related primarily to outdoor recreational uses and activities (such as, but not limited to, hiking, biking and/or water-related sports), each of which may contain up to 60,000 square feet, no individual retail sales establishment shall exceed 30,000 square feet of gross floor area. No freestanding retail sales establishments shall be located along the Pacific Boulevard, Route 28 or Gloucester Parkway frontages of the Property. Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard and Route 28 shall be oriented away from the building's frontage on such public roads.~~

c. With the exception of (i) one (1) grocery store, (ii) one (1) health and fitness center, and (iii) one (1) specialty retail sales

establishment offering merchandise and programs related primarily to outdoor recreational uses and activities (such as, but not limited to, hiking, biking and/or water-related sports), each of which may contain up to 60,000 square feet, no individual retail sales establishment shall exceed 30,000 square feet of gross floor area. Any retail sales establishment greater than 30,000 square feet shall be designed as required in Proffer V.

d. A minimum of fifty percent (50%) of the Employment Supportive Uses shall be located within mixed-use buildings containing at least two (2) different use categories.

e. ~~3. Hotel.~~ The Owner may develop up to **two (**2**)** hotel uses~~as part of the 3,973,025 square feet of non-residential uses. Such hotel uses~~**, which in the aggregate** shall not exceed a total of either 475,000 square feet or 570 rooms. At least one (1) of the hotels shall be a "full service hotel," which shall mean that it will have a range of services and amenities, including (i) a sit~~-~~-down restaurant containing a minimum of 3,500 square feet, (ii) room service, (iii) concierge services**,** and (iv) meeting rooms containing a minimum total of 3,500 square feet.

3. ~~4.~~ Residential Uses. A minimum of **ten percent (**10%**)** of the total floor area ~~to be~~ constructed on the Property shall be devoted to ~~the residential uses permitted~~**Residential Uses listed as Permitted Uses** in the PD-MUB District~~, by-right or by a future approved special exception~~ **use regulations**. All residential uses on the Property shall consist of ~~multi-family~~**multifamily** dwelling units and shall be located in Land Bays A, C, D, E and/or F, as such land bays are identified on Sheets ~~8~~ **11 and** 12 of the Concept Plan. For any portion of the Property on which the Owner desires to develop ~~multi-family~~**multifamily** dwelling units to be sold as separate units (such as condominium ownership), no ~~building~~**zoning** permit for, nor any conversion to, such for-sale units shall be permitted unless and until any community development authority ("CDA") debt payment obligations applicable to such portion of the Property, if any, have been fully satisfied. The Owner shall provide the ~~County~~**Department of Management and Financial Services** with 60 days written notice prior to any conversion of rental units to such for-sale units for the purpose of confirming that the CDA payment obligations for such units have been fully satisfied prior to such conversion. If a zoning permit has not been issued for the ~~community recreation~~**recreational** facility/baseball stadium approved with SPEX 2008-0054 **Kincora Village – Office/Recreational Complex (the "Ballpark")** prior to commencement of construction of ~~greater than 1,550,000~~**the 1,550,001st** square ~~feet~~**foot** of non-residential uses **on the Property**, then the maximum number of residential dwelling units

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on the Property shall not exceed 1,100 dwelling units, inclusive of ADUs and unmet housing needs (workforce housing) units.

4. ~~5.~~ Public/Civic/Institutional Uses. A minimum of five percent (5%) of the total ~~floor~~**land** area ~~to be constructed on~~**of** the Property shall be devoted to ~~public/civic/institutional uses as permitted~~**Public/Civic/Institutional Uses listed** in the PD~~-~~-MUB District~~,~~ **use regulations, either** by-right ~~or by~~**if Permitted Uses or pursuant to** a future approved special exception **if Special Exception Uses**. Examples of the ~~public/civic/institutional~~**Public/Civic/Institutional** uses that may be provided include educational institutions; public uses such as government offices, post offices, public meeting halls, public libraries, **public art,** and public museums; parks such as village greens, plazas, and sculpture and flower gardens; community centers; church, synagogue, temple or mosque sites; cultural centers such as a performing arts center; outdoor amphitheaters; and the **uses contemplated for the** public use site identified in Land Bay N **on Sheet 9 of the Concept Plan** and described in Proffer VI.A. If ~~public/civic/institutional~~**Public/Civic/Institutional** uses are provided in buildings, the actual floor area of the portion of ~~the~~**any** building containing **any** such ~~civic/public uses~~**use** shall be counted toward the minimum five percent (5%) **of the total land area of the Property to be devoted to such Civic/Public/Institutional uses**.

5. ~~6.~~ Parks and Open Space. A minimum of **ten percent (**10%**)** of the land area of the Property shall be devoted to parks and/or open space~~. No~~**; no** more than **fifty percent (**50% ~~of such parks and/or open space will~~**) of which shall** be located within the River and Stream Corridor ~~Resource. No~~**Resources area (as defined in Proffer II.G. herein), and no** more than **twenty-five percent (**25%**)** of ~~the required buffers~~**which shall be located within the buffers required pursuant to these Proffers and/or the Zoning Ordinance** (such as landscape buffers along Pacific Boulevard) and "leftover spaces~~" (such as parking lot islands) shall be credited toward the minimum 10% parks and/or open space required by this Proffer.~~**"** Such **parks and/or** open space areas may include tot lots, pocket parks, stormwater management facilities constructed as wet ponds with year round amenities, pathways and similar passive recreational amenities. Notwithstanding ~~the~~**that parks and/or** open space ~~and/or parks~~**are being** provided pursuant to this Proffer, ~~the Applicant will be required~~**it is the intent of this Proffer that the parks and/or open space provided pursuant hereto shall be deemed** to meet the requirements of Section 4-1355(A)(5) of the Zoning Ordinance, ~~provided~~**and** that those elements of the **parks and/or** open space ~~and/or parks provided pursuant to this Proffer that~~**found to** satisfy the applicable definition of **parks and/or** open space **as set forth in the Comprehensive Plan** shall be included in the calculation of **parks and/or** open space provided for purposes of compliance with Section 4-1355(A)(5) of the Zoning Ordinance.

6. ~~7.~~ Site Plan~~/Record Plat~~ Tabulations. Prior to the approval of each ~~record plat or~~ site plan for development on the Property, the Owner will submit a tabulation depicting (i) the

total minimum amounts of employment, commercial, residential, public/civic/institutional**,** and parks and**/or** open space uses **required** to be provided on the Property pursuant to these Proffers, (ii) the amount of employment, commercial, residential, public/civic/institutional**,** and parks and**/or** open space provided with previously approved ~~record plats and~~ site plans, (iii) the amount of employment, commercial, residential, public/civic/institutional**,** and parks and**/or** open space provided with the subject ~~record plat or~~ site plan, and (iv) the remaining amount of employment, commercial, residential, public/civic/institutional**,** and parks and**/or** open space to be provided on the balance of the Property, to insure the minimum percentages of uses will be provided.

7. ~~8.~~ PD-MUB Incentives for Additional Floor Area. ~~Any additional intensity of use~~**No FAR increase** associated with **any of** the requested PD-MUB incentives **pursuant to Zoning Ordinance Section 4-1359** regarding structured parking (**Exhibit E**, #2), affordable/unmet housing needs (**Exhibit E**, #3), full service hotel (**Exhibit E**, #4) and shuttle bus service (**Exhibit E**, #5) ~~will not~~**shall** be available to the Owner until ~~a site plan is submitted confirming that the requirement~~**either an occupancy permit has been issued or a site plan has been approved, as appropriate,** for the **subject** incentive ~~on which the Owner is relying has been satisfied, as explained in **Exhibit E**.~~ **structure or structures or, in the case of the shuttle service, the service is in operation and serving the Property.**

C. Route 28 Prepayment of Taxes.

Within 60 days of approval of this rezoning application ZMAP 2008-0021, the Owner shall ~~provide prepayment of~~**pay to the Treasurer, County of Loudoun, the sum of money representing the present value of the future special improvements** taxes ~~that would have been~~ attributable to the portion of the Property ~~to be used for the multi-family~~**hereby rezoned to be developed with multifamily** residential dwelling units**, such amount to be determined** in accordance with the formula and provisions as adopted by the Board of Supervisors for optional residential development within the Route 28 Tax District **pursuant to § 15.2-4608 of the Code of Virginia**.

D. Affordable Dwelling Units/Unmet Housing Needs ~~**(Workforce Housing) Units**~~**.**

~~All residential buildings, and all mixed-use buildings with residential units located above permitted employment, commercial and/or civic uses, located~~**The residential uses** on the Property shall ~~have a minimum total of four (4) stories and an elevator. Notwithstanding the exemption~~**comply with Article VII of the Zoning Ordinance, unless such residential uses are exempt** from the County's Affordable Dwelling Unit Program ~~provided for such residential and mixed-use buildings under § 7-102(D)(1) of the Zoning Ordinance, the Owner shall provide~~**(the "ADU Program") (i.e., because they contain a minimum total of four (4) stories and an elevator). To the extent the residential uses on the Property are exempt from the ADU Program, at least** six and one quarter percent (6.25%) of ~~the total~~**such** residential dwelling units

constructed on the Property **that otherwise would be exempt**, up to a maximum of 88 dwelling units (the "ADU-Equivalent Units"), ~~to~~**shall** be affordable for ~~purchasers~~**purchase by households** whose income is ~~between 30% and~~ **greater than thirty percent (30%) and less than seventy percent (**70%**)** of the area median income for the Washington Primary Metropolitan Statistical Area ("AMI") or ~~renters~~**affordable for rent by households** whose income is ~~between 30% and 50% of the area median income~~**greater than thirty percent (30%) and less than sixty percent (60%) of the** AMI.

In addition~~, the Owner shall provide 10%~~ **to the provision of said ADU-Equivalent Units, at least ten percent (10%)** of the total residential dwelling units constructed on the Property, up to a maximum of 140 dwelling units~~, as unmet housing needs units (workforce housing)~~ (the "Unmet Housing Needs Units") ~~which~~ shall be ~~available for purchasers or renters~~**affordable for purchase or rental by households** whose income does not exceed ~~100%~~**one-hundred percent (100%) of the AMI, with (i) at least forty-five percent (45%) of such Unmet Housing Needs Units to be affordable for purchase or rental by households whose income does not exceed eighty-five percent (85%) of the AMI, and (ii) five percent (5%) of such Unmet Housing Needs Units, up to a maximum of 12 dwelling units to be affordable for purchase or rental by households whose income does not exceed thirty percent (30%)** of the AMI. All of the Unmet Housing Needs Units shall be provided as ~~multi-family~~**multifamily** units in mixed ~~-~~use buildings.

The ADU-Equivalent Units and the Unmet Housing Needs Units shall**, at the Owner's election,** be administered either (a) consistent with the terms provided in the Affordable Dwelling Unit provisions of Article 7 of the Zoning Ordinance and in accordance with Chapter 1450 of the Loudoun County Codified Ordinances, except that (i) the income limit for qualified purchasers or renters of the Unmet Housing Needs Units shall be **consistent with the commitments in the preceding paragraph, not to exceed** 100% of AMI, and (ii) all or any portion of the ADU~~-~~Equivalent Units and/or the Unmet Housing Needs Units may be located in a single building notwithstanding any provision of Article 7 to the contrary, or (b) subject to a federal or state affordable housing program. The affordability ~~requirement~~**requirements, including income limits, set forth herein** for all ADU-Equivalent Units and all Unmet Housing Needs Units will be set forth in a covenant approved by the County Attorney and recorded among the land records of Loudoun County, and shall remain in effect for a minimum of ~~15~~**20** years from the date such covenant is first recorded.

E. Windy Hill Foundation.

The Owner shall reserve, from the date of the approval of this rezoning application ZMAP 2008-0021 to December 31, 2012, a minimum of three (3) acres in Land Bay E for conveyance to the Windy Hill Foundation, pursuant to a separate private agreement between the Owner and the Windy Hill Foundation, for the purpose of constructing a mixed-use,

mixed-~~-~~income ~~multi-family~~**multifamily** residential building ~~consistent with the commitments~~**consisting of ADU-Equivalent Units and/or Unmet Housing Needs Units to be** provided in Proffer I.D. above.

F. Linkage of Office and Other Non-Residential Uses to Residential Development.

The mix of land uses shall be developed in accordance with the phases described in Exhibit H attached hereto, as more specifically described below:

1. ~~Development of the residential uses on the Property shall be conditioned upon development of office and other non-residential uses constructed on the Property and/or on the portions of Loudoun County Tax Map Parcel~~**Land Use Phase 1. The total number of zoning permits for residential units to be issued during Land Use Phase 1 shall not exceed 550 market rate units and 96 ADU-Equivalent Units and Unmet Housing Needs Units; provided zoning permits for an additional 150 market rate dwelling units may be issued during Land Use Phase 1 if a zoning permit has been issued for the recreational facility/baseball stadium approved with the Ballpark. In addition to any other improvements to be completed (or bonded for construction) pursuant to these Proffers, prior to the commencement of Land Use Phase 2, the Owner shall have received zoning permits for at least 995,000 square feet, or 1,145,000 square feet if a zoning permit is issued for the Ballpark, of non-residential uses for the Property and/or for the portions of PIN #** 041-29-8238 which are not included in ZMAP 2008-0021 (**hereinafter defined as** the "PD-IP Portion," subject to SPEX 2008-0054). ~~Development of the residential uses on the Property shall be as follows~~**Land Use Phase 1 shall consist of the following uses**:

a) A minimum of 300,000 square feet of employment uses located in one or more office buildings, each containing at least 100,000 square feet with a minimum of four (4) floors;

b) ~~1. Zoning permits for at least 780,000 square feet of non-residential uses shall have been issued for the Property and/or for the PD-IP Portion prior to issuance of the zoning permit for the 701st residential dwelling unit, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property. Such 780,000 square feet of non-residential uses shall consist of (i) a~~**A** maximum of 195,000 square feet of non-hotel commercial ~~establishments, and (ii) a minimum of 150,000 square feet of employment uses located in one or more office buildings, each containing at least 100,000 square feet each with a minimum of 4 floors. Such 195,000 square feet of non-hotel commercial~~

~~establishments shall consist~~**uses consisting** of a minimum of 100,000 square feet of Employment Supportive Uses~~.~~**;**

c) ~~2. Zoning permits for at least 1,500,000 square feet of non-residential uses shall have been issued for the Property and/or for the PD-IP Portion prior to issuance of the zoning permit for the 926th residential dwelling unit, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property; provided, however, that if a zoning permit for the community recreation facility/baseball ballpark approved with SPEX 2008-0054 has been issued and construction of such facility is commenced and diligently pursued to completion, then zoning permits may be issued for up to a maximum of 1,075 residential dwelling units, exclusive of ADUs and unmet housing needs (workforce housing) units, for the Property until zoning permits for at least 1,500,000 square feet of non-residential uses, including the floor area of the community recreation facility/baseball ballpark, shall have been issued for the Property and/or for the PD-IP Portion. Such 1,500,000 square feet of non-residential uses shall consist of (i) a maximum~~

d) A maximum of 150,000 square feet of hotel use;

e) A maximum of 550 market rate, non-ADU-Equivalent and non-Unmet Housing Needs units;

f) An additional 150 market rate, non-ADU-Equivalent and non-Unmet Housing Needs units, in the event a zoning permit for the Ballpark has been issued; and

g) A minimum of 96 ADU-Equivalent Units and/or Unmet Housing Needs Units.

2. Land Use Phase 2. The total number of zoning permits for residential units to be issued during Land Use Phase 2 shall not exceed 75 market rate units and 75 ADU-Equivalent Units and Unmet Housing Needs Units; provided zoning permits for an additional 150 market rate dwelling units may be issued during Land Use Phase 2 if an occupancy permit has been issued for the Ballpark. In addition to any other improvements to be completed (or bonded for construction) pursuant to these Proffers, prior to the commencement of Land Use Phase 3, the Owner shall have received zoning permits for at least 1,725,000 square feet, or 1,875,000 square feet if a zoning permit is issued for the Ballpark, of non-residential uses for the Property and/or for the PD-IP Portion. Land Use Phase 2 shall consist of the following uses in addition to those permitted in Land Use Phase 1:

a) **A minimum** of 300,000 square feet of ~~non-hotel commercial uses, and (ii) a minimum of 800,000 square feet of employment uses located in one or more office buildings, containing at least 100,000 square feet each with a minimum of 4 floors. Such 300,000 square feet of non-hotel commercial uses shall consist of a minimum of 180,000 square feet of Employment Supportive Uses.~~**employment uses located in one or more office buildings, each containing at least 100,000 square feet with a minimum of four (4) floors;**

b) **A maximum of 105,000 square feet of non-hotel commercial uses consisting of a minimum of 80,000 square feet of Employment Supportive Uses;**

c) **A maximum of 325,000 square feet of hotel use;**

d) **A maximum of 75 market rate, non-ADU-Equivalent and non-Unmet Housing Needs units;**

e) **An additional 150 market rate, non-ADU-Equivalent and non-Unmet Housing Needs units, in the event an occupancy permit for the Ballpark has been issued; and**

f) **A minimum of 75 ADU-Equivalent Units and/or Unmet Housing Needs Units.**

3. Land Use Phase 3. When zoning permits have been issued for more than ~~1,500,000~~**1,725,000** square feet of non-residential uses~~, consistent with Proffer I.F.2. above~~ **for the Property and the PD-IP Portion, or for more than 1,875,000 square feet if the Ballpark is constructed and occupied**, there shall be no further linkage limitation on the timing of residential uses on the Property. ~~The ADUs and unmet housing needs (workforce housing) units described in Proffers I.D. and I.E. may be constructed regardless of the amount of non-residential uses constructed on the Property and/or the PD-IP Portion.~~

G. Community Center for Performing Arts and Related Civic Uses.

The Owner shall reserve, for a period of 15 years from the date of issuance of the first ~~zoning~~**occupancy** permit for the Property, a minimum of 2 acres in Land Bay J for donation to a non-profit entity for the purpose of constructing a community center for performing arts and related civic uses. In the event during such 15-year period a community center for performing arts and related civic uses is approved **by any such non-profit entity** for construction on the Property and donations have been received and/or agreements have been executed that will fully

fund the design, engineering and construction of such center, then the Owner will**, at its own cost, promptly take all necessary steps to create and obtain County approval of the 2-acre site as a separate subdivided parcel and** donate, for no monetary compensation, such reserved parcel to such non-profit entity for the purpose of constructing such center. The following conditions shall apply to this reservation:

1. ~~1. If a zoning~~**If, prior to the Owner being given notice that a non-profit entity has approved construction on the Property and that donations have been received and/or agreements have been executed that will fully fund the design, engineering and construction of such center, an occupancy** permit is issued for such a **community** center **for performing arts** containing a performing arts theater of at least 350 seats on property located within 5 miles of the Property, then the Owner shall no longer be required by this Proffer to reserve a 2-acre site for such a center. The Owner shall advise the County of such **off-site community center for** performing arts~~ theater within five (5) miles~~ concurrently with **the Owner's** submission of any site plan **application** for development of ~~the two (2)~~ **any permitted use other than the community center for performing arts on the 2-**acre reservation area.

2. ~~2.~~ Prior to the donation of the site for a community center for performing arts and related civic uses, the Owner shall identify parking areas on the Property, within and/or outside of such ~~two~~**2**-acre site, that will be available to the users of such community center **for performing arts** to meet the parking required for such facility under the Zoning Ordinance.

3. ~~3.~~ The Owner shall (i) construct street access and sidewalks to the community center **for performing arts site**, (ii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the community center site, and (iii) design and construct, off-site from the community center site, such stormwater detention facilities as may be necessary to accommodate and detain stormwater runoff from the community center site, including planned paved areas and buildings, all concurrent with the Owner's own development activities on the portion of the Property abutting the community center site.

H. Central Plaza and Other Significant Plaza Areas.

Prior to or concurrent with issuance of an occupancy permit for either the 401st residential dwelling unit ~~exclusive of ADUs and unmet housing needs (workforce housing) units~~**inclusive of ADU-Equivalent Units and Unmet Housing Needs Units** or the 325,001st square foot of non-residential uses, the Owner shall provide a central plaza consisting of ~~a minimum of 10,000~~**approximately 100,000** square feet generally in the location **shown** in Land Bay J identified on the Concept Plan. The Owner shall provide public amenities in the central plaza that may include, but not be limited to, ponds, fountains, public art, plant beds, benches, drinking fountains, clock pedestals, and other similar features. The central plaza shall be consistent with the character and quality of the description of such central plaza shown on Sheets

~~19, 20~~**20, 22** and ~~23~~**25** of the Concept Plan and in **Exhibit G**. All buildings that adjoin the central plaza shall be a minimum of two (2) stories.

Prior to or concurrent with issuance of an occupancy permit for Land ~~Bays C or~~**Bay** D, the Owner shall provide a plaza consisting of a minimum of 10,000 square feet generally in the location adjacent to Land Bay D (between Road 4 and Road 5) **as shown and** identified ~~in~~**on Sheets 11 and 12 of** the Concept Plan.

Prior to or concurrent with issuance of an occupancy permit for Land ~~Bays A or~~**Bay** F, the Owner shall provide a plaza consisting of ~~a minimum of 10,000~~**approximately 35,000** square feet generally in the location in Land Bay F **as shown and** identified on **Sheet 11 of** the Concept Plan.

I. Building Heights.

Buildings with frontage along the west side of~~, and within 100 feet of,~~ Pacific Boulevard within Land Bays B, F, and J, with no intervening **office** buildings between such buildings and Route 28, shall be constructed to heights of a minimum of 4 stories or 50 feet~~. Buildings located in Land Bays B, F, J and Q shall not exceed 160 feet in height~~. Buildings within Land Bay Q, with no intervening buildings between such building and Route 28, shall be constructed ~~of~~**to** heights of a minimum of 4 stories or 50 feet. ~~Buildings located in Land Bays A, C, D, E, G, H, K and N~~**Building heights** shall not exceed ~~75 feet in height.~~ **those depicted on Sheets 8-12 of the Concept Plan.**

J. Vertically Mixed Building Design.

A minimum of **fifty percent (**50%**)** of the buildings constructed on the Property shall ~~be comprised of~~**contain** a vertical mix of uses **(such as, for example, ground floor retail with upper story residences or offices)** consisting of at least 2 different use categories such as employment, residential, commercial and **public/**civic/institutional space. The Owner shall provide a tabulation with each site plan submission depicting the **total** number of **all existing** buildings located on the Property **and the number of those buildings** that contain a vertical mix of at least ~~two (2)~~ different uses. This tabulation shall be updated with each site plan submission to demonstrate those existing buildings, and those proposed buildings that **will** contain a vertical mix of uses, as well as the number of buildings to be constructed under future site plans necessary to achieve the above-stated 50% minimum requirement. At full build-out, a minimum of **seventy (**70%**)** of the buildings located adjacent to Roads 2, 6, 8 and 9 as shown on the Concept Plan shall consist of a vertical mix of uses.

K. Zoning Modifications.

The Owner is requesting approval of certain modifications to the Zoning Ordinance ("ZO"), Land Subdivision and Development Ordinance ("LSDO"), and the Facilities Standards Manual ("FSM") as identified in **Exhibit B** entitled "Zoning Ordinance ("ZO"), Facilities Standards Manual ("FSM") and Land Subdivision & Development Ordinance ("LSDO") Modifications" dated ~~January 13,~~**April 12,** 2010. To the extent such modifications are approved, the Owner will ~~only~~ utilize such modifications **only** in accordance with the statements made in justification of, and consistent with the illustrations **shown on the 5 pages** titled "Zoning Modifications Kincora Village," dated January 11, **2010 and March 25,** 2010, included in the requests for such modifications, as contained in **Exhibit B**.

L. Floodplain Boundaries.

To the extent the elevations and/or boundaries of the floodplain on the Property, as identified on the current Floodplain Map of Loudoun County, are ~~changed~~**altered**, relocated and/or updated as a result of either (i) construction performed by an entity that is exempt from the Zoning Ordinance (~~like~~**such as** the Virginia Department of Transportation ("VDOT")), or (ii) approvals under the applicable provisions for updating, correcting, interpreting or altering floodplain boundaries provided in the Zoning Ordinance, the Owner reserves the right, without requiring a proffer amendment or zoning concept plan amendment, to use, for any use permitted by-right or by an approved special exception in the underlying zoning district, those areas currently located within the existing boundaries of the floodplain as shown on the Floodplain Map of Loudoun County, which in the future are no longer within the floodplain, including the right to use the area within any buffer associated with such former floodplain area; provided **that** (i) the total maximum ~~nonresidential~~**non-residential** floor area and **the total maximum number of** residential units **and maximum amount of residential square footage** committed in these Proffers ~~are~~**shall** not **be** exceeded, and (ii) the use of such areas ~~complies~~**shall comply** with applicable federal and state laws and regulations ~~that address the need for~~**regarding** floodplain management and protection, including, without limitation, Federal Emergency Management Administration regulations, if applicable.

II. ENVIRONMENTAL

A. Heron Rookery.

Except for the construction, operation and maintenance of the wetlands and stream mitigation bank, on-site wetlands and stream mitigation, or riparian reforestation, no use, including the pedestrian trail system shall be located within the 700-foot Rookery Radius shown on Sheet 12 of the Concept Plan, which shall serve as a setback from the documented location of the ~~heron rookery~~**Great Blue Heron Rookery** identified on Sheet 12 of the Concept Plan. During the heron nesting season from March 1st to June 30th each year, no land disturbing

activity shall be performed within the area defined as the 1,400-foot Rookery Radius shown on Sheet 12 of the Concept Plan.

B. Central Water and Sanitary Sewer.

The Property shall be developed using central water and sewer facilities, which shall be provided to the Property at no cost to Loudoun County (the "County") or to Loudoun Water. Water and sewer lines, pumping stations and related utility equipment shall be extended to the Property in accordance with Loudoun Water's adopted Master Plan for provision of water and sewer service.

C. Limits of Clearing and Grading.

The limits of clearing and grading **for all development on the Property** shall be depicted as shown on the Concept Plan on each site plan submission. Encroachments beyond the limits of **said** clearing and grading shall ~~only~~ be permitted **only** for utilities, necessary road improvements, stormwater management facilities, wetland and stream mitigation activities, **or** trail development~~, or potential preservation activities associated with the Broad Run Toll House and bridge structure~~. Any necessary road crossings shall, to the extent practicable, be designed to minimize the extent of any encroachment beyond the limits of clearing and grading shown on the Concept Plan.

D. Wetland and Stream Mitigation, Riparian Preservation and Reforestation, and Wetland Mitigation Bank.

Prior to issuance of the first occupancy permit for any of the uses on the Property, the ~~Applicant~~**Owner** shall, subject to issuance of, and pursuant to, all requisite permits and approvals, provide wetland mitigation, stream enhancement, riparian preservation and reforestation, and install the wetland mitigation bank in the amounts specified in, at the general locations depicted on, and of a character consistent with, the Kincora Broad Run Restoration Concept Plan ~~dated June 2009, as revised through January 2010,~~**bearing date of January 2010, with revision dates from June 22, 2009 through July 8, 2009,** prepared by Wetland Studies and Solutions, Inc. of Gainesville, Virginia (the "Restoration Concept Plan"), attached to these Proffers as **Exhibit F**. Such wetland mitigation, stream enhancement, riparian preservation and reforestation, and wetland mitigation bank shall be in substantial conformance with the design specifications, success criteria, and monitoring program contained in the Kincora On-Site Mitigation Plan (Grading Permit X20090680001) dated April 2008, as amended and approved by the County, with the exception that the planting plan (Sheets 26 through 40) shall be upgraded to incorporate the following minimum specifications for the category labeled "Additional Trees (Required for All Alternatives)" depicted on Sheets 37 through 39: 3 gallon, containerized,

native deciduous trees planted at a density of 222 trees per acre on a 14-foot by 14-foot staggered grid.

In the event that ~~stream and~~ wetland mitigation**, stream enhancement**, riparian preservation and reforestation, and/or wetland mitigation bank activities exceeding the quantities identified in **Exhibit F** are required to offset impacts associated with the uses on ~~the Property (~~PIN # 041-29-~~8238),~~**8238,** inclusive of utilities, necessary road improvements, stormwater management facilities, **and** trail development~~ and preservation activities associated with the Broad Run Toll House and bridge structure activities, the Applicant~~**, the Owner** shall provide the additional mitigation elsewhere on ~~the Property~~**PIN # 041-29-8238** and/or on~~ Tax Map Parcel~~ PIN #'s 042-29-6582 and/or 042-49-0209 to the maximum extent possible. If such additional mitigation cannot be provided on the aforementioned Tax Map Parcels, the ~~Applicant~~**Owner** shall provide the mitigation according to the following prioritized order: (1) within the Broad Run Watershed within the same geographic Planning Policy Area, (2) within the Broad Run Watershed within Loudoun County, and (3) within Loudoun County, subject to approval by the U.S. Army Corps of Engineers and the Virginia Department of Environmental Quality. Subsequent amendments to the Kincora Broad Run Restoration Concept Plan, as may be approved by the Department of Building and Development, the Virginia Department of Environmental Quality and the Army Corps of Engineers, shall not require approval of a zoning concept plan amendment **as long as such amendments remain in substantial conformance with the amounts specified in, and of a character consistent with, the Restoration Concept Plan**.

All mitigation activities within the limits of the proffered ~~Kincora Broad Run Stream Valley Park~~**"'Natural' Open Space within RSCOD"** (see Proffer IV.~~B~~**C**.) will be coordinated with the Department of Parks, Recreation and Community Services. As soon as reasonably available each year until all state and federal permits have been released, a copy of the Annual Mitigation and Monitoring Report for Success Criteria required to be prepared and submitted by the Owner's environmental consultant pursuant to the requirements of the Army Corps of Engineers and Virginia Department of Environmental Quality shall be provided to the County's Director of Building and Development and to the Chief Park Planner, Department of Parks, Recreation and Community Services.

E. Open Space Easements.

Prior to the approval of the first site plan or construction plans and profiles for any use on the Property, the ~~Applicant~~**Owner** shall grant the County a perpetual Open Space Easement pursuant to Title 10.1, Chapter 17 Open- Space Land Act of the Code of Virginia ("Easement"), over and upon all of the land areas identified on the Restoration Concept Plan (**Exhibit F**) by the following labels: "Riparian Preservation Area," "Conservation Area," "Riparian Reforestation Area," "RSCRE Reforestation Area," "Stream Enhancement Area," "Wetland Mitigation Area,"

"Wetland Mitigation Bank Area" and over and upon all of the land areas identified on the Concept Plan as "Tree Preservation Area." The terms of such Easement shall grant the County a right of access to the Property subject to the Easement and the right to provide and/or complete the required wetland mitigation, stream enhancement, RSCRE reforestation, riparian preservation and reforestation, and wetland mitigation bank in the amounts specified and in the areas depicted on the Restoration Concept Plan (**Exhibit F**) in the event such actions are not completed by the ~~Applicant~~**Owner**. Such ~~easement~~**Easement**(s) shall be in a form approved by the County Attorney and shall be recorded among the land records **at no cost to the County**. Additionally, the ~~Applicant~~**Owner** shall post a bond with the County in an amount sufficient to cover the cost of providing and completing the RSCRE reforestation, riparian preservation and reforestation, stream enhancement, wetland mitigation, and wetland mitigation bank, as shown on the Restoration Concept Plan, ~~should~~**to the extent that** these activities **are** not already ~~be~~ subject to any state or federal bond. Boundaries of the Easement shall be depicted on all site plans and construction plans and profiles submitted for the uses on the Property.

It is understood that, as necessary to permit the development on the Property of the uses described in these Proffers and shown on the Concept Plan, the County will cooperate with the Owner to confirm, clarify and amend, **generally** consistent with the **draft** form Amended Deed of Open Space Easement attached to this Proffer Statement as **Exhibit C**, the existing open space easement that was dedicated to the County pursuant to the Deed of Open Space Easement recorded in Deed Book 2314, at page 1589 among the land records in the Clerk's Office of the Circuit Court of Loudoun County, Virginia. To the extent required by the Open -Space Land Act, and if necessary to allow for a release of any portion of the existing open space easement **in accordance with Virginia Code § 10.1-1704.A**, the Owner will, prior to or concurrently with such release, subject ~~alternative~~**substitute** land, acceptable to the Board of Supervisors, to replace such portions of the existing open space easement to be released.

F. Tree Preservation.

Within **the areas labeled "Tree** Preservation ~~Areas shown~~**Outside Riparian Forest Preservation"** on Sheets ~~22~~**24** and ~~23~~**25** of the Concept Plan, the ~~Applicant~~**Owner** shall preserve a minimum of **eighty percent (**80%**)** of the existing canopy, exclusive of stands of Virginia Pine over 25 years in age. A maximum of **twenty percent (**20%**)** of the existing canopy may be removed to the extent necessary for the construction and/or installation of (a) utilities other than stormwater management ponds and similar facilities, (b) trails required pursuant to these Proffers, and (c) necessary road improvements.

If, during construction on the Property, it is determined by the ~~Applicant~~**Owner**'s certified arborist or the County that any healthy tree located within the boundaries of any of the **Riparian Preservation or** Tree Preservation ~~Areas~~**Outside Riparian Forest Preservation areas shown on Sheets 24 and 25** has been damaged during construction and shall not survive,

then~~,~~ the ~~Applicant~~**Owner** shall remove each such tree and replace each such tree with two (2) 2 1/2 - 3 inch caliper native, non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area as requested by the County.

After construction has been completed by the ~~Applicant~~**Owner**, Forest Management Techniques, performed by or recommended by a professional forester or certified arborist and approved by the County's Urban Forester and/or the Department of Building and Development, that are necessary to protect or enhance the viability of the canopy may be undertaken. Such Management Techniques may include, without limitation, pruning and the removal of vines, invasive species, trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or Property. Every site plan and any construction plans and profiles for any use on the Property that includes a portion of the land area required to be subject to the Easement **described in Proffer II.E. above** shall contain a note stating that the removal of trees within the Open Space Easement is prohibited except in accordance with the provisions outlined in these conditions and the recorded Open Space Easement.

G. River and Stream Corridor Resources (RSCRE) Reforestation.

With the exception of the encroachments depicted on the Concept Plan, the River and Stream Corridor Resources (defined as including 100-year floodplains; adjacent steep slopes of **twenty-five percent (**25%**)** or greater, starting within 50 feet of streams and floodplains and extending no farther than 100 feet beyond the originating stream or floodplain; and the 50-foot management buffer surrounding floodplains and such adjacent steep slopes) within the Property shall be preserved and remain in their natural state. The ~~Applicant~~**Owner** shall replant open areas within or adjacent to the 100-year floodplain, without the need for a floodplain study, floodplain alteration or floodplain alteration waiver, in an amount equal to the area of the proposed development **shown on the Concept Plan** that encroaches into the River and Stream Corridor Resources, as shown on the Restoration Concept Plan. Such replanting shall be located first, to the extent feasible, in the general vicinity of the areas disturbed, second, in the areas identified as "RSCRE Reforestation Area" on the Restoration Concept Plan (**Exhibit F**), and third, within ~~Tax Map Parcel~~ PIN #'s 042-29-6582, 042-29-8238, and/or 042-49-0209. The amount of such replanting shall exceed the 3.0 acres shown on the Restoration Concept Plan as necessary to achieve an amount equal to the areas of the proposed development that encroach into the River and Stream Corridor Resources.

The ~~Applicant~~**Owner** shall submit a riparian planting plan, prepared by a professional forester, landscape architect, or certified arborist, for such replanting areas. Such replanting plan shall be submitted at the time of each site plan or construction plans and profiles proposing the development of any area that encroaches into the River and Stream Corridor Resources for

review and approval by the County Urban Forester. Each such plan shall provide for 3 gallon, containerized, native, deciduous trees to be planted at a density of 300 trees per acre on a 12-foot by 12-foot staggered grid. Each approved riparian planting plan shall be implemented concurrent with the development of the areas subject to such site plans or construction plans and profiles prior to occupancy. In the event that a targeted stocking of **seventy-five percent (**75%**)** survival with uniform distribution is not achieved within 1 year, the ~~Applicant~~**Owner** shall provide supplemental planting to achieve the targeted stocking.

H. Stormwater Management Best Management Practices (SWM/BMPs)/Low Impact Development Techniques (LIDs).

The Property shall be developed in accordance with Best Management Practices (BMPs). Any stormwater management ponds constructed on the Property shall be designed and constructed as an enhanced extended detention dry pond or retention (wet) facility. Notwithstanding the SWM/BMPs depicted on the Concept Plan, Low Impact Development Techniques, such as but not limited to green roofs, rain gardens, cisterns, and planted swales shall be incorporated into the Property's overall stormwater management approach where practicable in order to meet the applicable stormwater management requirements of Loudoun County inclusive of those BMPs depicted on the Concept Plan. The locations and water quality benefits of such **proposed** LID techniques shall be included in each site plan and construction plans and profiles submitted for the uses on the Property.

I. Stormwater Management Filter/Cartridge Maintenance.

To the extent the ~~Applicant~~**Owner** installs underground (cartridge or filter system) stormwater management facilities, the ~~Applicant~~**Owner** shall be responsible to maintain, repair, and replace such facilities at its sole cost and expense in accordance with Chapter 1096 Stormwater Management of the Codified Ordinances of Loudoun County. The County, its agents, employees, successors and assigns, shall be entitled to have access to such facilities at any time to inspect, to ensure the fulfillment of the maintenance responsibilities, and, if necessary, at the County's sole discretion, to conduct such maintenance, repair and replacement as may be necessary, at the ~~Applicant~~**Owner**'s expense. Prior to approval of ~~the first site plan, the Applicant~~**any site plan, grading plan, or construction plans for the construction or installation of any such underground facilities, the Owner** shall furnish a written maintenance agreement in a form approved by the County Attorney and a financial guarantee in the form of a cash escrow or irrevocable letter of credit satisfactory to the Director of General Services to secure its obligation to provide appropriate and necessary maintenance, repair, and replacement of such underground stormwater management facilities. The financial guarantee shall remain in force and effect for a period of 25 years, and the amount of the financial guarantee shall be One Thousand Six Hundred Twenty-Five and 00/100 ($1,625.00) per underground filter or cartridge covered by the maintenance agreement unless the Director of the Department of General

Services shall approve a lesser amount. The maintenance agreement shall be recorded among the land records and shall remain in force for so long as such underground facilities remain in use. The amount ~~of this~~**required for such** financial guaranty shall be adjusted every five (5) years to reflect escalation of such amount in accordance with the CPI from a base year of 2010 (see Proffer VIII.C.).

J. Broad Run Water Quality Monitoring.

Surface water quality monitoring shall be conducted by the ~~Applicant~~**Owner** for the purpose of monitoring water quality impacts of the uses on the adjacent Broad Run. The ~~Applicant~~**Owner** shall, in cooperation with County Staff, and concurrent with submission of the first site plan or construction plans and profiles for a use on the Property, whichever is first in time, develop a water quality monitoring plan for monitoring sites quarterly, that identifies the location of monitoring sites, sampling and assessment protocols, format of data reporting, and water quality thresholds as a basis for corrective action based on sampling. If at any time the monitoring results exceed the established water quality thresholds, the ~~Applicant~~**Owner** shall take immediate action to investigate the condition. If the condition is a result of activity on the Property, the ~~Applicant~~**Owner** shall take immediate action to remediate the condition to the established water quality thresholds. Monitoring activities shall begin at least 30 days prior to land disturbance associated with construction of the first use on the Property and shall **continue to** be conducted through a time period ~~of~~**extending** one year after release of the final construction performance bonds for the ~~uses~~**final build-out of all uses shown on the Concept Plan**. The County shall have the authority, with adequate notice to the Owner, to enter the Property at any time to test the water quality of Broad Run and its tributaries.

K. Trails Located Within the River and Stream Corridor Resources.

Trails **permitted by these Proffers and** located within the River and Stream Corridor Resources shall be constructed with pervious surfaces and, where such trails cross jurisdictional waters and/or wetlands, raised boardwalks, with designs consistent with the sections provided on Sheet 15 of the Concept Plan**, provided the Owner reserves the right to construct an impervious trail connection from the developable portion of the Property to the heron rookery observation platform to be constructed pursuant to Proffer IV.B. Public access easements shall be provided on all trails located within the floodplain.**. Public access easements shall be provided on all trails located within the floodplain.

~~L. **Harvesting Trees from Cleared Areas.**~~

~~The Owner shall harvest trees from those areas of the Property that are forested and are to be cleared by the Owner for development of the uses on the Property. The Owner shall retain any proceeds received from the sale of the harvested forest products.~~

L. ~~M.~~ **Green Building Practices.**

The Owner shall employ development attributes of the United States Green Building Council's Leadership in Energy and Environmental Design ("LEED") program into the planning of the employment and residential buildings that are a minimum of 4 stories or 50 feet in height on the Property. Those elements may include, but shall not be limited to, sustainable site design, water efficiency, energy management, materials and resource reuse, and/or interior environmental quality. The following alternative transportation-related elements ~~will~~**shall** be included throughout the Property:

> **a.** ~~a.~~ secure bicycle parking areas for all employment and commercial buildings and sheltered bicycle parking areas for ~~multi-family~~**multifamily** residential buildings;
>
> **b.** ~~b.~~ shower facilities for **use by** employees in all buildings at least 4 stories or 50 feet in height and containing greater than 100,000 square feet of non-residential uses; and
>
> **c.** ~~c.~~ the locating of a bus or shuttle stop within one-quarter (1/4) mile of each employment and commercial building, to be provided by the two (2) bus shelters identified in Proffer III.I. and such additional stops as may be required to meet this standard.

While this Proffer shall not be construed as a commitment to obtain a certain level of LEED certification, the design and construction of all employment and residential buildings a minimum of 4 stories or 50 feet **in height** will incorporate sustainable building elements for LEED version ~~3,~~**3 for New Construction or for Core and Shell,** or the current version of LEED effective at the time of site plan submission~~ for New Construction or for Core and Shell~~, and will be designed to achieve LEED goals, including reduction in potable water use, energy use reductions, construction waste diversion from ~~sanitary~~ landfills or incinerators, and enhanced indoor environmental conditions, to the extent the Owner determines that such LEED elements and goals can be incorporated without impairing the competitiveness of the Owner's buildings in the marketplace.

The Owner shall employ a LEED accredited professional in the design of each employment and residential building a minimum of 4 stories or 50 feet in height.

All residential buildings and individual dwelling units shall be outfitted with energy efficient appliances including, but not limited to, ENERGY STAR or an energy efficient rating equivalent qualified dishwashers, refrigerators and clothes washers. In addition, each residential

building shall include conveniently located facilities to enable residents to recycle mixed waste products.

Notwithstanding the provisions as stated above, any ~~portion of each~~ residential building containing ~~ADUs and/or unmet housing needs (workforce housing) units~~**ADU-Equivalent Units and Unmet Housing Needs Units** in accordance with Proffers I.D. and I. E. shall be constructed according to the EarthCraft program**, or an equivalent energy efficient building certification program for residential buildings**. Certification according to the EarthCraft program**, or an equivalent energy efficient building certification program for residential buildings,** for that portion of each building containing ~~ADUs and/or unmet housing needs (workforce housing) units~~**ADU-Equivalent Units and Unmet Housing Needs Units** shall be provided to the Loudoun County Department of Building and Development prior to the issuance of the ~~initial zoning~~**first occupancy** permit for such building.

III. TRANSPORTATION

A. Road Network.

Unless otherwise specified in the Proffers, all roads required for access to and within the Property shall be constructed in accordance with the County's Land Subdivision and Development Ordinance and the FSM to provide access to the various portions of the Property as they are developed. All public roads required for access to and within the Property shall be designed and constructed in accordance with applicable VDOT and County standards. Except as provided in Proffer III.C., on-site public roadways shall be constructed as development of each section of the Property that includes such roadways occurs consistent with the timing specified in Proffer III.D.

Dedication of land for public roads and parallel trails shall ~~include~~**be accompanied by a grant of** all related easements outside the **dedicated** right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct the public roads and parallel trails shown on the Concept Plan within the Property and along the Property's existing public street frontage. Dedication of right-of-way and easements to the County for the public roads and parallel trails shown on the Concept Plan shall occur concurrently with development of each section of the Property unless already dedicated~~ by others~~. However, if requested by the County to dedicate the right-of-way and related easements in advance of development on the Property, the Owner shall make such dedication~~ if~~: (1) **if** others have prepared and obtained final approval of construction plans and profiles consistent with the Concept Plan, which require dedication to commence construction; and (2) provided that the Owner shall not be obligated to incur costs or post bonds with the County in connection with such dedication.

B. Pacific Boulevard Alignment.

The final alignment of Pacific Boulevard as it crosses the northeast corner of the site and Broad Run and connects to Russell Branch Parkway shall be ~~determined in~~**established within** an area within the Pacific Boulevard construction envelope (the "Pacific Boulevard Envelope") shown on **Sheets 11 and 13 of** the Concept Plan**. The final alignment shall be determined** at the time VDOT right-of-way plans and/or Owner-initiated construction plans and profiles are approved~~, and such alignment may be shifted from the~~**. The** alignment shown on the ~~Pacific Boulevard Envelope~~**Concept Plan may be located within said envelope** without requiring a zoning concept plan amendment or proffer amendment. If the Board of Supervisors approves the creation of a CDA to finance construction of Pacific Boulevard, and VDOT and/or the County have not approved the final alignment of the off-site portion of Pacific Boulevard in connection with the review and approval of the requisite ~~plans for~~ Pacific Boulevard **right-of-way or construction plans**, the CDA shall, at the time required by the terms of these Proffers, deposit with the County the necessary funds for the construction of that segment of Pacific Boulevard~~, within the Pacific Boulevard Envelope,~~ **in the alignment shown on the Concept Plan, with such funds** to be held by the County and used only for the **Owner's** future construction of that segment of Pacific Boulevard **once the final alignment is determined**. Any interest that accrues on such funds shall likewise be held and used only for the construction of that segment of Pacific Boulevard. Any portion of such funds or accrued interest that is not used for the construction of Pacific Boulevard, if any, shall be returned to the CDA.

C. Construction of Public Roads With a CDA.

In the event the Board of Supervisors creates for the Property a CDA pursuant to § 15.2-5152 et seq., Code of Virginia (1950), as amended, **and subject to Proffer III.B. above,** the Owner shall dedicate right-of-way to the County and/or to VDOT, if and as necessary for the ultimate configuration of the following road **and transportation** improvements and, with the funding to be provided by such CDA, shall construct, bond for construction or cause to be constructed the following **road and** transportation improvements, within three (3) years of the date the CDA is created by the Board, with reasonable extensions to be granted should market conditions not permit issuance of CDA bonds at a reasonable rate of interest:

1. Gloucester Parkway. The extension of Gloucester Parkway as shown on the Concept Plan from the planned terminus of the Route 28/Gloucester Parkway interchange project, across the Property and Broad Run, and, subject to the provision of off-site right-of-way by others, to Loudoun County Parkway. Such extension of Gloucester Parkway shall be a full section of a four (4) lane **median** divided highway and shall include the bridge and appurtenances required to cross Broad Run with such four (4) lane section and a ten (10) foot wide ~~bicycle~~**multi-purpose** trail **inside the right-of-way** on the north side of such extension of Gloucester Parkway. The Owner shall dedicate right-of-way on the Property for Gloucester

Parkway 120 feet in width to accommodate an ultimate 6- lane **median** divided section. The Owner shall construct the four (4) lanes required by this Proffer as the outer lanes of the ultimate planned six (6) lane **median** divided road section for Gloucester Parkway.

2. Pacific Boulevard. The ~~Owner shall construct the~~ extension of Pacific Boulevard as shown on the Concept Plan from the southern Property boundary across the Property and Broad Run, and subject to **the** provision of off-site right-of-way by others, to the current terminus of Russell Branch Parkway within the Pacific Boulevard Envelope. Such extension **of Pacific Boulevard** to Russell Branch Parkway shall be a full section of a four (4) lane divided highway and shall include the bridge and appurtenances required to cross Broad Run with such four (4) lane section and a ten (10) foot wide ~~bicycle~~**multi-purpose** trail on the west side of such extension of Pacific Boulevard; provided the Owner/CDA shall not be responsible for any portions of the four (4) lane section which have been or are committed to be constructed by others.

On or before the date that is 60 days from the date of final approval of this rezoning application (ZMAP 2008-0021), the Owner shall petition the Board of Supervisors to create a CDA for the purpose of financing construction of at least the road **and transportation** improvements identified in this Proffer **III.C**. The Owner shall include all of the Property in the petition to create such CDA. The Owner shall be permitted to coordinate the timing and implementation of construction of ~~these public roads pursuant to~~**the road and transportation improvements identified in** this Proffer **III.C.** with other construction projects by others, provided such ~~public roads~~**road and transportation improvements identified in this Proffer III.C.** are constructed or bonded for construction within three (3) years of the date the CDA is created by the Board, with reasonable extensions to be granted should market conditions not permit issuance of CDA bonds at a reasonable rate of interest. Nothing provided in this Proffer shall prevent the Owner from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles and grading permit) for the Property, nor from commencing construction on the Property, during the design and construction of ~~these public roads~~**the road and transportation improvements identified in this Proffer III.C**. In the event the CDA is created to finance construction of the roads identified in this Proffer **III.C.**, the Owner shall be allowed to develop any uses permitted on the Property without regard to the provisions of Proffer III.D. below, as long as (i) such uses are consistent with the linkage limitations outlined in Proffer I.F., and (ii) the Owner provides the necessary intersection improvements to connect the private streets to Pacific Boulevard as shown on the Concept Plan. In the event the necessary right-of-way for the off-site portions of Gloucester Parkway and/or Pacific Boulevard have not been dedicated to VDOT and/or the County and have not otherwise been acquired by VDOT and/or the County, within 12 months of the date the CDA is created, the Owner's and/or the CDA's ~~obligation to construct~~**obligations with respect to construction of** the off-site portions of the respective road for which the right-of-way is needed shall be deferred

until such time as the right-of-way is acquired, and the Owner shall be permitted to pursue development of the Property notwithstanding that such portion of the road is not constructed. The CDA shall be responsible for maintenance of the segments of road constructed ~~by the~~**with** CDA **funding** until such time as such segments of road are accepted into the VDOT system for maintenance.

D. Construction of Public Roads Without a CDA.

If the Board of Supervisors ~~has~~**does** not ~~created~~**create** a CDA for the Property to fund the **road and** transportation improvements described in Proffer III.C. ~~above, within 12 months of the final approval of this rezoning application ZMAP 2008-0021,~~ and**/or if** the Owner desires to proceed with development of the Property **prior to or** without CDA financing, the Owner shall construct or bond for construction ~~the following~~**road and** transportation improvements in accordance with the transportation construction schedule ~~set forth~~**described in Exhibit I to this Proffer Statement, as more specifically described** below, which includes ~~in~~**within** the non-residential use ~~numbers~~**benchmarks** all non-residential uses constructed **both** on the Property and on the PD~~-~~-IP Portion:

1. Uses In Land Bay Q. Unless already constructed by **the** Owner or others, prior to the first site plan approval for construction of any use in Land Bay Q, the Owner shall **dedicate the necessary right-of-way for and** construct or bond for construction the following **road and** transportation improvements:

> **a.** ~~a.~~ Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway on the Property as a four (4) lane divided road, and construct the two (2) additional lanes of Pacific Boulevard from the southern Property boundary to Gloucester Parkway as shown on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes and **appropriate** transitions to ~~an~~**the** undivided section **of Pacific Boulevard** to the south **of the Property** as required by VDOT.
>
> **b.** ~~b.~~ ~~Bicycle~~**Multi-Purpose** Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide ~~bicycle~~**multi-purpose** trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph**. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association**.

This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

2. Transportation Improvements for Transportation Phase 1A~~(~~**, defined as development of the** initial uses of the Property and **the** PD-IP Portion**, excluding Land Bay Q,** up to and including 300,000 square feet of non-residential uses (which may include up to ~~270~~**150,000 square feet of** hotel ~~rooms~~**use**) and 300 residential dwelling units~~)~~. Prior to the first record plat or site plan approval, whichever is first in time, for construction of any use on the Property, ~~and~~**excluding Land Bay Q,** unless already constructed or installed by others, the Owner shall **dedicate the necessary right-of-way for and** construct or bond for construction the following **road and** transportation improvements:

a. ~~a.~~ Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road, and construct Pacific Boulevard, except any portion already constructed or ~~committed~~**proffered** to be constructed by others, from its intersection with Gloucester Parkway as shown on the Concept Plan northward to a point sufficient to provide access to the portion of the Property proposed for such uses. Such portion of Pacific Boulevard on the Property shall consist of ~~two (2) lanes~~**a half-section** of the ultimate four (4) lane divided road, as such four (4) lane divided road is depicted on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes.

b. ~~b.~~ ~~Bicycle~~**Multi-Purpose** Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide ~~bicycle~~**multi-purpose** trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph **D.2.a.** to serve the portion of the Property proposed for such use**. Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association**. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

3. Transportation Improvements for Transportation Phase 1B~~(~~**, defined as development** up to and including ~~1,125,000~~**1,145,000** square feet of non-residential~~, non-hotel uses, 270 hotel rooms and 700~~ **uses (which may include up to 150,000 square feet of hotel use) and 796** residential dwelling units~~)~~ **on the Property and the PD-IP Portion, excluding**

Land Bay Q. Prior to issuance of the zoning permit for the 300,001st square foot of non-residential uses (inclusive of any hotel ~~rooms~~**uses** constructed in **Transportation** Phase 1A) or the 301st residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall **dedicate the necessary right-of-way for and** construct or bond for construction the following **road and** transportation improvements:

a. ~~a.~~ Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road and construct Pacific Boulevard, except any portion already constructed or ~~committed~~**proffered** to be constructed by others, from its current terminus at the southern Property boundary across the Property, as a four (4) lane divided road northward, to the proposed intersection of Pacific Boulevard ~~with Road 2, or to a point further north of this intersection if such extension is necessary to provide access to the portion of the Property proposed for such uses, as such four (4) lane divided section is depicted on~~**and Road 1 between Land Bays F and B, as illustrated on Sheet 11 of** the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If ~~the traffic signals are not warranted at the time of the initial construction of Pacific Boulevard in Transportation Phase 1B, then the obligation to provide such signals shall be deferred to the beginning of Transportation Phase 2A, if warranted by VDOT at that time.~~

~~b. Bicycle Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide bicycle trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.~~

~~c. Gloucester/Pacific Intersection: In the event signalization is not provided by others, the Owner shall install a traffic signal at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout shall be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the time of the construction of the portion of Pacific Boulevard identified in Transportation Phase 1B, then the obligation to provide such signal shall be deferred to the beginning of Transportation Phase 2A, if warranted by VDOT at that time.~~

~~4. Transportation Improvements for Transportation Phase 2A (up to and including 1,700,000 square feet of non-residential, non-hotel uses, 500 hotel rooms and 1,068 residential dwelling units). Prior to issuance of the zoning permit for the 1,100,001st square foot of non-residential, non-hotel uses, the 271st hotel room, or the 701st residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall construct or bond for construction the following transportation improvements:a. Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road and construct Pacific Boulevard, except any portion already constructed or committed to be constructed by others, from its current terminus at the southern Property boundary across the Property, as a four (4) lane divided road northward, to the proposed intersection of Pacific Boulevard and Road 1 between Land Bays F and B, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If~~**any of** the traffic signals proffered in **Proffer III.D.2.a. or in this** Proffer III.D.3.a. are ~~still~~ not **yet** warranted at the beginning of Transportation Phase 2A, then the obligation to provide such signals shall be deferred to the beginning of Transportation Phase 2B if warranted by VDOT at that time.

b. ~~b. Bicycle~~**Multi-Purpose** Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to

the preceding paragraph. **Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association.** This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. ~~c.~~ Gloucester/Pacific Intersection: In the event **such** signalization ~~is~~**has** not **been** provided by others or in prior phases of **this** development, **the Owner shall install** a traffic signal ~~will be installed~~ at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout will be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the beginning of **this** Transportation Phase 2A, then the obligation to provide such signal shall be deferred to the beginning of Transportation Phase 2~~B~~ if warranted by VDOT at that time.

4. ~~5.~~ Transportation Improvements for Transportation Phase ~~2B (~~**2, defined as development** up to and including 2,400,000 square feet of non-residential~~, non-hotel uses, 720 hotel rooms~~ **uses (which may include up to 475,000 square feet of hotel uses)** and 1,400 residential dwelling units~~)~~ **on the Property and the PD-IP Portion**. Prior to issuance of the zoning permit for the ~~1,700,001~~**1,145,001**st square foot of non-residential~~, non-hotel~~ uses~~, the 501st hotel room~~, or the ~~1,069~~**797**th residential dwelling unit, whichever is first in time, and unless already constructed or installed by others, the Owner shall **dedicate the necessary right-of-way for and** construct or bond for construction the following **road and** transportation improvements:

a. ~~a.~~ Pacific Boulevard: Dedicate right-of-way for the ultimate configuration of this roadway as a four (4) lane divided road and construct Pacific Boulevard, except any portion already constructed or ~~committed~~**proffered** to be constructed by others, from its then current northerly terminus across the Property within the Pacific Boulevard Envelope as shown on **Sheets 11 and 13 of** the Concept Plan, ~~with~~**including the construction of** a bridge across Broad Run, and, subject to right-of-way being provided by others, connecting to the eastern terminus of Russell Branch Parkway. Such road ~~extension~~**construction** shall be a four (4) lane divided roadway and shall be constructed within the Pacific Boulevard Envelope as shown on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes at the intersections with the

roads that provide access to the land bays along Pacific Boulevard, as required by VDOT. In addition, traffic signals shall be provided at all of the intersections with roads that provide access to land bays along Pacific Boulevard, if warranted by VDOT. Warrant studies shall be submitted to VDOT and the County with the submission of the construction plans and profiles for such roads that provide access to the land bays along Pacific Boulevard. If **any of** the traffic signals ~~are not~~**proffered in the foregoing proffers and deferred to the beginning of this Transportation Phase 2 or proffered in this Proffer III.D.4.a. are not yet** warranted at the beginning of **this** Transportation Phase ~~2B,~~**2,** then the obligation to provide such signals shall be deferred to the beginning of Transportation Phase 3, if warranted by VDOT at that time.

b. ~~b. Bicycle~~**Multi-Purpose** Trail – Pacific Boulevard: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the west side of Pacific Boulevard, and construct a 10-foot wide multi-purpose trail on the Property within the public right-of-way and/or within such public access easement along the portion of Pacific Boulevard constructed pursuant to the preceding paragraph. **Maintenance of any portion of said multi-purpose trail located outside of the public right-of-way shall be provided by the Owner and/or Owners Association.** This trail shall be located generally as shown on Sheets 15 and 16 of the Concept Plan.

c. ~~c.~~ Gloucester/Pacific Intersection: In the event **such** signalization ~~is~~**has** not **been** provided by others or in prior phases of **this** development, **the Owner shall install** a traffic signal ~~shall be installed~~ at the Gloucester/Pacific intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The traffic signal and intersection layout shall be designed to VDOT standards and to accommodate the ultimate four-way intersection at such time as Gloucester Parkway is extended to the west. If the traffic signal is not warranted at the beginning of **this** Transportation Phase ~~2B,~~**2,** then the obligation to provide such signal shall be deferred to the beginning of Transportation Phase 3 if warranted by VDOT at that time.

5. ~~6.~~ Transportation Improvements for Transportation Phase ~~3 (full buildout)~~**3, defined as development to full build-out**. Prior to issuance of the zoning permit for the 2,400,001st square foot of non-residential uses~~, non-hotel uses~~ and unless already constructed or

installed by others, the Owner shall **dedicate the necessary right-of-way for and** construct or bond for construction the following **road and** transportation improvements:

> **a.** ~~a.~~ Gloucester Parkway: Dedicate right-of-way, if and as necessary, **for the ultimate configuration of this roadway as a six (6) lane median divided road** and construct an extension of Gloucester Parkway, except any portion already constructed or ~~committed~~**proffered** to be constructed by others, from Pacific Boulevard across the Property, ~~with~~**including the construction of** a bridge across Broad Run, as shown on **Sheets 8, 9 and 13 of** the Concept Plan, and, subject to right-of-way being provided by others, connecting to Loudoun County Parkway. Such road ~~extensions~~**extension** shall be **a** four (4) lane **median** divided ~~roadways~~**roadway** and shall be constructed, as illustrated on the Concept Plan and in accordance with VDOT standards, together with deceleration, acceleration and turn lanes as required by VDOT.
>
> **b.** ~~b.~~ ~~Bicycle~~**Multi-Purpose** Trail – Gloucester Parkway: To the extent not located within the public right-of-way, dedicate a 14-foot wide on-site public access easement in the setback area along the north side of Gloucester Parkway, and construct a 10-foot wide multi-purpose trail within the public right-of-way and/or within such public access easement and along the portion of Gloucester Parkway constructed pursuant to the preceding paragraph, which shall connect to the ~~bicycle~~**multi-purpose** trail located on the west side of Pacific Boulevard.
>
> **c.** ~~c.~~ Gloucester/Pacific Intersection: In the event signalization ~~is~~**has** not **been** provided by others or in prior phases of **this** development, **the Owner shall install** a traffic signal ~~shall be installed at this~~**at the Gloucester/Pacific** intersection, subject to review and approval of a traffic signal warrant study submitted to VDOT. The **traffic signal shall be designed to VDOT standards and to accommodate the four-way intersection designed and constructed in accordance with paragraph 6.a. above. The** warrant study shall be submitted to VDOT and the County with the first ~~final~~ site plan submitted to the County for development in Transportation Phase 3.

E. Acquisition of Off-Site Right-of-Way/Easements.

1. ~~1.~~ In addition to dedicating right-of-way and easements on the Property **as provided in the foregoing Proffer III.D.**, the Owner shall make a good faith effort to acquire off-site ~~right~~**rights**-of-way **and/**or easements necessary for the construction of the off-site

portions of Pacific Boulevard ~~within the Pacific Boulevard Envelope~~ and Gloucester Parkway **as** proffered herein. Where, despite such good faith efforts, right-of-way and/or easements necessary for construction of **any** such off-site ~~portion~~**portions** of Pacific Boulevard ~~within the Pacific Boulevard Envelope~~ and/or Gloucester Parkway cannot be obtained either (i) voluntarily through donation or proffer to the County, or (ii) through purchase by the Owner at a fair market value price, the Owner shall request VDOT and/or the County to acquire such right-of-way and/or easements by appropriate eminent domain proceedings by VDOT and/or the County, with all costs associated with ~~the~~**any such** 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 VDOT and/or the County. It is understood that the County**, in its sole discretion,** will ~~attempt~~**seek** to obtain the off-site right-of-way for both the extension of Pacific Boulevard ~~within the Pacific Boulevard Envelope~~ and the extension of Gloucester Parkway, ~~as a condition of~~**in conjunction with** County approvals of land use applications for the properties across which such extensions ~~will~~**are herein proffered to** be constructed. The Owner shall not be required to pay any amounts for such right-of-way **acquisition** to the extent the County obtains such right-of-way as a condition of County approvals of land use applications.

2. ~~2.~~ If the necessary right-of-way and/or easements cannot be acquired **either (i)** voluntarily ~~and the County and/or VDOT~~**through donation or proffer to the County, or (ii) through purchase by the Owner at a fair market value price, and the County and VDOT both** choose not to exercise the right of eminent domain within six (6) months of a written request by the Owner, the Owner shall be released from the obligation to acquire such right-of-way. If the County and/or VDOT elect to defer its exercise of eminent domain, then the Owner's Proffer requiring such acquisition or construction shall likewise be deferred.

3. ~~3.~~ Notwithstanding the commitments in Proffer III.D. above, the Owner shall not be prevented from obtaining any land use approvals (including, without limitation, site plan, subdivision, construction plans and profiles, grading permit, zoning permit, building permit, and occupancy permit) for the Property, nor from commencing construction on the Property, during the pendency of any eminent domain proceedings initiated pursuant to this Proffer **III.E.**, nor any deferral of the County's and/or VDOT's exercise of eminent domain pursuant to Proffer III.E.2. above**, provided that all other prerequisites for obtaining such approvals and commencing such construction provided in these Proffers have been met**.

F. Traffic Signalization.

When required by the phasing provisions set forth in ~~the paragraphs~~**Proffer III.D.** above, the Owner shall prepare a signal warrant analysis for the installation of the traffic signals identified in each respective Transportation Phase~~. Pursuant to~~ **for the five (5) Pacific Boulevard intersections on the Property (Pacific Boulevard with Gloucester Parkway, four**

(4) private road intersections shown on the Concept Plan). Pursuant to each said signal warrant analysis, and if warranted by VDOT, the Owner shall design and install traffic signalization at the respective intersections when required by the **said Transportation Phasing** schedule above. In the event a signal has not been warranted by VDOT when the Owner desires to proceed with the respective phase of development on the Property, the obligation to design and install such signal shall be deferred to the beginning of the next ~~phase~~**Transportation Phase** of development on the Property. In the event a signal proffered above has not been warranted at the beginning of Transportation Phase 3 of development on the Property, the Owner shall make a cash contribution to the County for the cost of the design and installation of such traffic signal. Such cash contribution shall be made prior to issuance of the first zoning permit for a use in Transportation Phase 3 of the development. The amount of the cash contribution shall be **approved by the County** based ~~on~~**upon** an estimate provided to the County by a ~~certified~~**licensed professional** engineer; however, in no case shall the contribution **be required to** exceed ~~Two~~**Three** Hundred ~~Seventy-Five~~ Thousand and 00/100 Dollars ($~~275,000.00~~**300,000.00**) for each traffic signal. This maximum limit on said ~~contribution~~**contributions** shall escalate in accordance with the CPI from a base year of 2010 (see Proffer VIII.C.).

G. Cash Equivalent Contribution.

Unless otherwise provided in these Proffers or unless such improvements are provided in cooperation with others by private agreement or ~~subject~~**pursuant** to the commitments of other zoning applications, the Owner agrees that, in the event any of the transportation improvements described above in Proffer III.D., except (i) the **Broad Run** bridge crossings and off-site extensions of Gloucester Parkway and Pacific Boulevard, and (ii) the portions of Pacific Boulevard and Gloucester Parkway constructed by VDOT with the construction of the Route 28/Nokes Boulevard/Gloucester Parkway interchange~~,~~ **or in association with SPEX 2008-0054,** 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 the cost of constructing such transportation improvements described above in Proffer III.D. in lieu of actual construction of each such improvement provided by others. For the purposes of determining the in-lieu-of contribution **for the improvements constructed or bonded for construction by others**, (i) the actual cost of ~~the respective~~**constructing and completing such** improvements will be used if available; if not, the ~~value of the bond estimate~~**amount of the approved bond estimate (defined for this purpose as the estimated construction cost of all items shown upon the bonded, approved plans for such improvement, 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 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~~**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~~**contributions** shall either be used to reimburse the party **or parties** who constructed such improvements, or for regional roadway or ~~transit~~**transportation** improvements in the vicinity~~ of and for the benefit~~ of the Property.

H. Highway Noise Mitigation.

Concurrently with the filing of the first site plan or construction plans and profiles for the Property, whichever is first in time, the Owner shall submit an acoustical analysis for the Property to determine which areas of the Property may be adversely impacted by highway noise generated along (i) the Route 28 (Sully Road)/Pacific Boulevard frontage, and (ii) the Gloucester Parkway frontage. Any such acoustical analysis shall be based upon the most recent traffic volumes and ultimate design speeds of Route 28, Pacific Boulevard and Gloucester Parkway, as made available by the Loudoun County Office of Transportation Services ("OTS"). With each subsequent site plan for development on the Property, the Owner shall demonstrate compliance with the aforementioned acoustical analysis with the goal of mitigating noise levels that **approach within two (2) decibels or** exceed the Noise Abatement Criteria identified in the Countywide Transportation Plan ~~in the~~**for** noise sensitive ~~areas of~~**uses on** the Property. Compliance with the acoustical analysis shall demonstrate the methods that shall be incorporated into the site and building design in order to ~~reduce~~**achieve** noise ~~levels~~**reductions** that result in noise levels at least two (2) decibels less than the Noise Abatement Criteria identified in the Countywide Transportation Plan, with preference given to passive measures, such as landscaping and berming, to the extent practicable.

I. Bus Shelters.

Within six (6) months of the date of commencement of public bus service to the Property, the Owner shall construct two (2) bus shelters on the Property along Pacific Boulevard. Said bus shelters shall be in addition to those required in accordance with SPEX 2008-0054. The Owner shall coordinate the design and location of these bus shelters with OTS or other appropriate County agency. The commitment in this Proffer to construct bus shelters shall terminate 20 years after issuance of the **first** zoning permit for **an office or residential use on** the Property, if no public bus service to the Property has been established during such 20 years; provided**, however, that** upon such termination, the Owner shall contribute to the County a cash contribution in the amount of the estimated cost of 2 bus shelters to be used by the County to construct such bus shelters in the future. The bus shelters shall be maintained by the Owners Association established pursuant to Proffer VII. The Owner shall coordinate the design and location of such bus shelters with OTS at the time of site plan review.

J. Transportation Demand Management Program.

Prior to issuance of the first zoning permit for an office or residential use on the Property, the Owner shall implement a Transportation Demand Management ("TDM") program whose objective is to reduce peak hour vehicle trips to and from the site. The means to achieve this objective over the build-out period for this site may vary from time to time as knowledge is gained about specific factors and as the area and region develop. Elements of this program shall include, but shall not necessarily be limited to, the following:

1. ~~1.~~ Identify an Employer Transportation Coordinator (ETC) for each employment or residential building to serve as the TDM contact with OTS. ETCs shall promote and encourage commuting alternatives in cooperation with other private and public TDM efforts or Transportation Management Associations. ETCs shall meet with OTS Staff to clarify commuting options to the site and develop promotions and programs in support of established TDM goals.

2. ~~2.~~ Conduct initial and biennial employee commute surveys of employees of employment buildings and residents of residential buildings to benchmark and measure progress toward the reduction of vehicle trips and vehicle emissions.

3. ~~3.~~ Provide a minimum of five percent (5%) of total parking spaces for each employment or residential building as preferred parking spaces for (a) carpool/vanpool vehicles, (b) fuel efficient vehicles, or (c) car sharing vehicles.

4. ~~4.~~ Promote flexible, compressed, or telework schedules for on-site employees and residents.

5. ~~5.~~ Support transit service by encouraging all employers to provide qualified transportation fringe benefits, as ~~allowed~~**provided** under Section 132(**a) and (**f) of the Internal Revenue Code.

6. ~~6.~~ Construct and maintain permanent public information displays in all employment or residential buildings for distribution of alternate commute information, including transit schedules, park-and-ride lot maps, rideshare programs and telework.

7. ~~7.~~ Install secure weather-protected bicycle storage facilities or bicycle racks ~~for~~**to accommodate** a minimum of 20 bicycles for each employment or residential building. Such bicycle storage facilities and/or bicycle racks shall be located in a convenient location for use by employees and/or residents and shall be installed prior to issuance of the occupancy permit for each respective building.

8. ~~8.~~ Provide accessible shower facilities in all employment buildings that are a minimum of 4 stories or 50 feet in height and containing greater than 100,000 square feet of non-residential uses.

9. ~~9.~~ Provide information on office employers' and residential buildings' intranet or internet sites detailing alternative modes of transportation and other travel reduction opportunities.

10. ~~10.~~ Submit to OTS biennial travel reduction plans outlining strategies for reducing vehicles trips to and from the Property during peak hours.

K. Transit Service Contribution.

At the time of issuance of each residential zoning permit for the Property, the Owner shall make a one-time cash contribution to the County in the amount of Five Hundred Seventy-Five and 00/100 Dollars ($575.00) for each of the market rate**, non-ADU-Equivalent or non-Unmet Housing Needs,** dwelling units developed on the Property. Such contributions shall be used, in the discretion of the Board of Supervisors, to fund capital equipment for transit services that serve the Property. Said contributions shall be escalated in accordance with the changes in the CPI from a base year of 2010 (see Proffer VIII.C.).

L. Kincora Shuttle.

Upon issuance of zoning permits for greater than 1,500,000 square foot of non-residential, non-hotel uses (which threshold shall include the non-residential uses constructed on the PD-IP Portion) and if there is adequate demand as determined by OTS, the Owner shall provide a private shuttle service during regular business hours utilizing vehicles with a minimum capacity of 20 persons for the transport of employees and residents between the uses on the Property with the intent of **(i)** connecting those non-residential uses located in Land Bays N and Q with the remaining uses on the Property**,** and ~~to destinations within the vicinity such as~~**(ii) connecting the uses on the Property with** the Dulles Town Center. In addition, until such time as regional transit service is available to the site, the ~~Applicant~~**Owner** shall provide such shuttle service to the nearest park-and-ride facility or regional transit facility and to destinations within the vicinity such as the Dulles Town Center.

IV. RECREATION AND HISTORIC

A. Recreation.

1. The Owner shall construct a bicycle and pedestrian circulation system consisting of sidewalks and trails on the Property in substantially the same location as illustrated on Sheets 15 and 16 of the Concept Plan. Sidewalks need not be constructed in locations where asphalt trails are constructed to provide the pedestrian circulation linkage depicted on Sheets 15 and 16 of the Concept Plan. Sidewalks shall be constructed on both sides of Roads 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 as depicted on Sheet 16 of the Concept Plan and shall include conveyance of appropriate public access easements. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails.

~~1. The Owner shall construct a bicycle and pedestrian circulation system consisting of sidewalks and trails on the Property in substantially the same location as illustrated on Sheets 15 and 16 of the Concept Plan. Sidewalks need not be constructed in locations where asphalt trails are constructed to provide the pedestrian circulation linkage depicted on Sheets 15 and 16 of the Concept Plan. Sidewalks shall be constructed on both sides of Roads 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11 and 12 as depicted on Sheet 16 of the Concept Plan and shall include conveyance of appropriate public access easements. Sidewalks and trails shall be constructed in phases concurrently with the development of land in areas adjacent to such sidewalks and trails.~~ Unless constructed in the public right-of-way, sidewalks shall be subject to a public access easement of a minimum of 10 feet in width, asphalt trails shall be subject to a public access easement of a minimum of 14 feet in width, and all other trails shall be subject to a public access easement of a minimum of 12 feet in width.

Trails constructed within the River and Stream Corridor Resource **area** shall be constructed of pervious surfaces **in an amount not to exceed 1,485 linear feet,** and with raised boardwalk crossings **in an amount not to exceed 1,124 linear feet** where such trails cross jurisdictional waters and/or wetlands as depicted in the section exhibits provided on ~~Sheet 15 of the Concept Plan~~**Sheets 15 and 16 of the Concept Plan. The Owner shall coordinate for approval the location and design of trails per Parks, Recreation and Community Services ("PRCS") standards located within the River and Stream Corridor Resource area with PRCS Staff prior to approval of the initial site plan and/or construction plan and profiles for any trails to be located within the River and Stream Corridor Resource area. Coordination with PRCS Staff shall not result in the construction of trails in an amount greater than provided above, and subject to siting of trails in a manner that does not disrupt proffered stream and wetland mitigation and/or riparian preservation or reforestation activities**. Trails constructed outside of the River and Stream Corridor Resource shall be constructed of asphalt and/or such pervious surfaces, boardwalks and raised walkways as may be permitted, in accordance with the applicable provisions of the FSM. Unless a different minimum width is established for a specific trail elsewhere in these Proffers, asphalt trails shall be a minimum width of 10 feet. All other trails shall be a minimum width of eight (8) feet.

Sidewalks shall be constructed of concrete, brick, concrete or brick pavers, marble or other material typically used for sidewalks in office parks and mixed-use centers, in accordance with the Design Guidelines and applicable provisions of the FSM, and shall be a minimum width of five (5) feet for private sidewalks in residential areas, a minimum width of six (6) feet for private sidewalks in commercial areas, and, subject to VDOT approval, a minimum width of five (5) feet for public sidewalks. **In any event, sidewalks constructed within public right-of-way shall be designed and constructed in accordance with VDOT regulations.**

2. ~~2.~~ The Owner shall reserve at least 15 parking spaces near each trail head location as shown on the Concept Plan. Such spaces shall be provided with appropriate signage indicating that such spaces are reserved for use by ~~recreational users~~**PRCS park patrons. The Owner shall coordinate for approval the ultimate location, design and signage for each trailhead feature with PRCS Staff prior to approval of the initial site plan and/or construction plan and profiles for any trails to be located within the River and Stream Corridor Resource area**.

3. ~~3.~~ As each portion of the Property receives record plat approval or site plan approval, whichever is first in time, the Owner shall develop and dedicate to the Owners Association provided in Proffer VII., the SWM/BMP ponds, the trails, civic spaces and open space areas identified in such portion, all as illustrated on the Concept Plan. The declaration of covenants, conditions and restrictions recorded against the Property (the "OA Covenants") shall require the establishment of maintenance procedures and sufficient funding so that the Owners Association will have the financial ability to maintain such facilities and open space areas in a decent, clean, safe and healthy condition for use by residents of the Property. **The Owner shall provide for the Owners Association to enter into appropriate stormwater maintenance agreements, in accordance with Chapter 1096 Stormwater Management of the Codified Ordinances of Loudoun County, with respect to all applicable stormwater management facilities.**

4. The Owner shall provide wayfinding signage for the trails and trailhead locations which shall be coordinated with other sign programs for the Property. This may include, but not be limited to, trail markers and interpretive signage within the floodplain park and for connections to the Potomac Heritage National Scenic Trail, and wayfinding signage along Route 28, Route 7, and Pacific Boulevard. Such wayfinding signage shall be coordinated for approval with PRCS Staff.

B. Heron Rookery Observation Platform.

Concurrently with construction of the trails within the floodplain area within the 1,400 foot Rookery Radius as depicted on the Concept Plan, the Owner shall construct an observation platform of not less than 400 square feet from which users of the trail can view

the heron rookery. Such observation platform shall be a component of the trail system referenced in Proffer IV.A. and shall be maintained by the Owners Association, unless and until such time as the floodplain and/or the trail and observation platform are dedicated to the County. The location of such observation platform shall be coordinated with PRCS Staff and located outside of the 700 foot Rookery Radius as depicted on the Concept Plan. The Owner reserves the right to install an impervious trail connection from Land Bay C to the observation platform, notwithstanding the limitations on types of trails set forth in Proffer II.D.

C. ~~B.~~ **Dedication of Floodplain Area and Trails.**

Within six (6) months of the completion of all work associated with the construction~~,~~ ~~maintenance~~ and certification by the Army Corps of Engineers and/or the Virginia Department of Environmental Quality, of any wetlands mitigation and/or wetlands mitigation banking areas the Owner develops ~~in~~**on the Property within** the Broad Run floodplain, the Owner shall dedicate to the County the approximately 162.11-acre ~~area~~**River and Stream Corridor Resources for Broad Run located** west of Pacific Boulevard ~~within the major floodplain for Broad Run as~~ shown **as "'Natural' Open Space within RSCOD"** on Sheets ~~34~~**36** and ~~35~~**37** of the Concept Plan ~~the ("Kincora Broad Run Stream Valley Park")~~, at no ~~charge~~**public cost**, for use as a natural area for public passive park purposes. Prior to such dedication, **a)** all trails located west of Pacific Boulevard and within the major floodplain for Broad Run as depicted on the Concept Plan shall be subject to public access easements to permit use by the public and ~~shall be maintained~~**responsibility for maintenance of such trails shall be imposed upon the Owners Association pursuant to the Owners Association Covenants (the "OA Covenants"), b) the Owners Association and/or the Owner shall conduct a walk-through with PRCS Staff to inspect the condition of such trails. Any trails examined during this walk-through that are in a state of disrepair shall be restored to an acceptable level of service** by the Owners Association **and/or the Owner prior to dedication, (c) the Owners Association and/or the Owner shall provide written notice to the Director of the Department of Parks, Recreation and Community Services prior to the commencement of any phase of activities associated with stream and wetland mitigation, riparian preservation or reforestation or trail construction within the area labeled as "'Natural' Open Space within RSCOD" on Sheets 36 and 37 of the Concept Plan, and d) the Owners Association and/or the Owner will provide an annual report of the condition status of trails constructed within the area labeled as "'Natural' Open Space within RSCOD" on Sheets 36 and 37 of the Concept Plan to the PRCS Chief Park Planner, concurrent with the submission of the Annual Mitigation and Monitoring Report for Success Criteria (see Proffer II.D.)**. In the event the County desires dedication of the wetlands mitigation and/or wetlands mitigation banking areas prior to the certification by the Army Corps of Engineers and/or the Virginia Department of Environmental Quality, the Owner shall dedicate to the County such areas within six (6) months

of a request by the County; provided the Owner retains (i) ownership of all wetlands mitigation banking credits and the County assumes responsibility for maintenance of such wetlands mitigation areas until such areas are certified as completed by the Army Corps of Engineers and/or the Virginia Department of Environmental Quality, and (ii) the right to use and maintain, as may be required by these Proffers, all trails in such dedication area.

D. ~~C.~~ **Broad Run Toll House.**

At such time as the ~~Applicant~~**Owner** is obligated under this Proffer Statement to construct the extension of Pacific Boulevard across Broad Run and connecting to Russell Branch Parkway, **and** if ~~(i)~~ such extension of Pacific Boulevard ~~will not permit the preservation of~~**impacts** the Broad Run Toll House ~~in its current location on Loudoun County GPIN Parcel 040-39-8734, and (ii) the Applicant determines, in consultation with the Virginia Department of Historic Resources, the Loudoun County Department of Parks, Recreation and Community Services, and the Loudoun County Historic District Review Committee, that it is feasible to relocate the Broad Run Toll House from its current location to a suitable location on the Property or another suitable location, the Applicant shall pursue the relocation of the Broad Run Toll House to such alternative location, at the Applicant's sole expense. Such relocation shall be subject to applicable provisions of Section 6-1902 of the Zoning Ordinance and in~~**property (PIN # 040-39-8734), any such disturbance to the Broad Run Toll House property, excluding the Broad Run Toll House structure and bridge remnants, shall be permitted subject to** conformance with applicable state and federal requirements ~~regarding the relocation of such resource, which shall include, at a minimum, the preparation of a historic building survey~~ and commencement of proceedings in accordance with Section 106 of the National Historic Preservation Act of 1966, if deemed necessary, by a qualified professional.

V. DESIGN

A. Design Guidelines and Architectural Review.

The Property shall be developed as a unified community consistent with the Design Guidelines **entitled "Kincora Design Standards," prepared by CMSS Architects, P.C. of Reston, Virginia,** dated January 4, 2010 and attached to this Proffer Statement as **Exhibit D**. **In instances where the Design Guidelines conflict with any provisions proffered herein, these Proffers shall supersede the Design Guidelines.** The Design Guidelines depict the architecture, landscaping, plaza lighting, signage and open space design requirements for the Property and shall be made applicable to the Property through ~~covenants~~**the OA Covenants which shall be** recorded prior to the first site plan approval **or recordation of the first record plat, whichever occurs first**. The Owner shall require the Owners Association created pursuant to Proffer VII. to establish a Design Review Committee consisting of owners of all or portions of

the Property, except for any portions of the Property dedicated to the County for public use. The Design Review Committee shall develop appropriate review procedures to ensure the Property is developed consistent with the Design Guidelines. The Owners Association shall establish the Design Review Committee within three (3) months of the creation of the Owners Association, and all subsequent site and building plans shall be reviewed by the Design Review Committee for consistency with the Design Guidelines.

Prior to creation of the Design Review Committee, consistency with the Design Guidelines will be enforced by Loudoun County and/or the Owner. Subsequent to creation of the Design Review Committee, a letter confirming Design Review Committee approval shall be included with all building permit plan applications submitted to Loudoun County for the Property**. Notwithstanding the foregoing, the County shall continue to have the authority to require compliance with this Proffer V.A.**

Compliance with the proffered design elements in this Proffer Statement shall be demonstrated at the time of final site plan review.

B. Boulevard Entrances.

Road 1 and Road 2, as identified on **Sheets 11 and 16 of** the Concept Plan, shall be designed and constructed, with landscaped medians eight (8) feet in width, to provide attractive boulevard entrances consistent with the cross-section shown on Sheet 18 of the Concept Plan; provided **that** such landscaping in the medians shall not obstruct necessary sight distances for traffic nor violate the clear zone requirements for Pacific Boulevard. A project identification feature comparable in size and quality to the **Conceptual Entrance Feature** design shown on Sheet ~~21~~**23** of the Concept Plan shall be provided at the entrance from Pacific Boulevard in the southeast corner of Land Bay J identified on Sheet 11 of the Concept Plan**. Appropriate pedestrian crossings shall be provided across Road 1 and Road 2, at all controlled intersections consisting of either a traffic signal or 4-way stop sign**.

C. Alleys.

Site plans shall depict the location of alleys that provide access to the interior of each land bay.

D. Demonstration of Square Footage Compliance.

With the filing of each site plan, the Owner shall provide a running tabulation which presents proposed and approved square footage **both on the Property and on the PD-IP Portion** as follows: (i) total overall site development within ~~Kincora~~**the Property and the PD-IP Portion**; (ii) total non-residential use by category proposed and residual amount available;

(iii) total number of hotel rooms proposed and constructed; (iv) total non-residential use versus residential use; and (v) total amount of civic space. Such tabulation shall demonstrate compliance with the square footage limitations set forth in these Proffers and with the tabulation provided on Sheet 13 of the Concept Plan.

E. Screening of Internal Surface Parking Areas.

Surface parking areas**, provided on a temporary or permanent basis,** shall be screened from the internal private streets with landscaping and walls and/or other streetscape elements as shown on ~~Sheets~~**Sheet** 17 ~~and 18~~ of the Concept Plan and **as modified by these Proffers. Such screening shall consist of materials of a** comparable ~~in~~ size and quality to the examples provided on Sheets ~~19~~**20** and ~~19A~~**21** of the Concept Plan and in **Exhibit G**, for the purpose of buffering headlight glare and other visual impacts of surface parking.

F. Structured Parking.

At full build-out, at least **fifty percent (**50%**)** of the required parking spaces will be located within parking structures. Parking structures that may be visible from public view shall be treated with individual design elements that may include, but not be limited to, storefront appearance, false fenestration, glass, colored or stamped concrete panels, or any combination thereof, or other architectural treatment for the purpose of ~~blending~~**masking** the parking structure ~~architecture~~**and incorporating its exterior architectural design** with that of surrounding buildings. In the event that areas planned for structured parking are used as surface parking areas prior to full build-out, those surface parking **areas** shall be screened as indicated in Proffer V.E. above.

G. Structured Parking Along Roads 2 and 6.

At full build-out, parking structures fronting on Roads 2 and 6 as identified on the Concept Plan ~~will~~**shall** include architectural treatment and/or liner buildings to enhance the facade as viewed from such roads**. In addition, any parking structure located along Road 2 in Land Bay J shall incorporate architectural design and/or treatments, such as a negative corner in the corner nearest the Pacific Boulevard/Road 2 intersection, to soften the view of such parking structure at that entrance to the community**.

H. ~~G.~~ Loading Docks/Dumpster Pads.

All refuse collection and loading areas on the Property shall be oriented so as to have minimum visibility from roads and residential uses. If such refuse collection and loading areas are not substantially blocked from view from roads and residential uses, they shall be treated

with architectural elements similar to the principal structure, decorative fencing and/or landscaping so as to be screened from roads and residential uses.

I. ~~H.~~ **Rooftop Mechanical Units.**

Any mechanical units placed on the rooftops of buildings on the Property shall be screened by architectural features compatible with building facade architecture. Rooftop amenities such as garden terraces or recreational courts may also screen rooftop equipment.

J. ~~I.~~ **Building Entrances.**

Unless deemed unfeasible in order to comply with federal security guidelines, each building constructed on the Property shall be constructed with its principal entrance oriented towards the street on which it fronts**. Any principal entrance not oriented towards the street on which it fronts shall be oriented towards an adjacent plaza, green, park, square or pedestrian passageway**.

Pedestrian access shall be provided from parking areas to the principle entrances of all buildings constructed on the Property. The Owner shall ensure that each building can be accessed from adjacent parking areas via a demarcated pedestrian pathway.

K. ~~J.~~ **Streets, Streetscaping and Landscaping.**

1. Street Design. Streets will generally be designed and constructed in a rectilinear pattern of collector roads, local access roads, streets, and alleys, with streets generally terminating in other roads and streets. All private streets, sidewalks and trails shall be consistent with the typical road sections provided on Sheets ~~17~~**17, 18,** and ~~18~~**19** of the Concept Plan; provided the Owner reserves the right to apply for and obtain approval of any waivers permitted by the Zoning Ordinance or the FSM as long as development of uses with such waivers ~~are~~**shall be** in substantial conformance with the Proffers. There shall be no more than two (2) curb cuts for vehicular entrances on each side of Road 2 and no more than one (1) curb cut for vehicular traffic on each side of Road 6 and Road 8. There shall be no curb cuts for vehicular traffic on either side of Road 9.

2. Street Trees. Street trees on the Property will be planted in accordance with County criteria or as modified by these Proffers, and the Owner shall utilize, to the maximum extent feasible, trees that develop an overhead leaf canopy along the streets.

3. Private Streets. As modified by these Proffers, all private streets developed on the Property shall be owned and maintained by the Owners Association with appropriate covenants, restrictions and assessments **for maintenance, repair and replacement**. Private streets **design**

and construction shall be subject to County review and approval at the time of applicable subdivision and site plan approvals, and shall be designed and constructed in accordance with the standards of the FSM applicable at the time such private streets are submitted to the County for approval. Private streets shall be designed to be comparable in scale to buildings to which they relate so that they contribute to the sense of a well designed neighborhood.

4. Streetscape Plan. The Owner shall submit a streetscape plan for each land bay with the initial site plan submission in each respective land bay. The streetscape plans will conform with County requirements~~, but~~ **except that, in accordance with the Zoning Ordinance modifications approved herewith, such plans (i)** shall include ~~(i)~~ all landscape buffer plans for all buffer areas**,** and (ii) **may provide for** deciduous tree plantings (2 1/2" - 3.0" caliper) at an average of 44 feet on center where on-street parking is provided and 35 feet on center where on-street parking is not provided **and as further provided on Sheets 24 and 25 of the Concept Plan**. These trees may be clustered where appropriate. Landscaping along the public streets shall be provided at the time each lot along the street is developed and may be supplemented with landscaping in addition to what is required by the Zoning Ordinance, at the Owner's option.

5. Landscaping. Individual building and parking areas on the Property shall be landscaped in a manner that is coordinated, as to plant material, with the streetscape plan along the public streets. The landscaping within the parking areas will consist, primarily, of trees which provide shade or are capable of providing shade at maturity.

6. On-Street Parking. The Owner may provide some of the off-street parking spaces required by the Zoning Ordinance as on-street parking spaces within 400 feet of the subject principal use as permitted by the Zoning Ordinance. All on-street parking spaces shall be provided in accordance with the Zoning Ordinance and applicable VDOT and County standards.

7. Block Sizes. Any block longer than 400 feet shall contain a mid-block break, such as a plaza, pocket park, tot lot, village green, eating/picnic area, seating area, substantial hotel entrance plaza, or other outdoor gathering space.

L. ~~K.~~ **Lighting.**

Lighting on the Property shall be designed and constructed to minimize light trespass, specifically:

1. ~~1.~~ Spillover light onto adjacent properties shall not exceed one quarter foot-candle.

2. ~~2.~~ All exterior light fixtures shall be "full cut-off outdoor lighting fixtures" as defined by the Illuminating Engineering Society of North America (IESNA). Light shall be directed inward and downward toward the interior of the Property, away from public streets (except street lights) and the nearby residential properties.

3. ~~3.~~ Except for street and parking lot lights installed in accordance with applicable provisions of the FSM, the maximum height of any freestanding exterior lighting fixtures shall be 18 feet. Height shall be measured from the ground surface to the bottom of the lighting fixture.

M. ~~L.~~ **Specific Land Bay Design Obligations.**

1. Building Setbacks. Buildings shall be located with a maximum front yard set back of 25 feet from the adjacent road, as measured from the front of the curb for Roads 1, 3, 4, 5, 7, 10, 11 and 12 as identified on the Concept Plan. Buildings shall be located with a maximum front yard setback of 20 feet, as measured from the front of curb for Roads 2, 6, 8 and 9. This setback requirement shall not apply where buildings front along sidewalk cafes, outdoor plazas, courtyards, terraces, hotel entrances/plazas and other useable civic or open space.

Buildings in Land Bays B, F, J and N fronting on Route 28 or Pacific Boulevard shall be set back a minimum of 50 feet and a maximum of 150 feet from the edge of the Route 28 or Pacific Boulevard right-of-way line. Buildings within Land Bay Q shall be set back a minimum of 50 feet and a maximum of 620 feet from Route 28 or Pacific Boulevard. Surface parking **within Land Bays B, F and J** located between ~~Route 28 or~~ Pacific Boulevard and any buildings located adjacent to ~~Route 28 or~~ Pacific Boulevard~~, respectively~~, shall be limited to no more than one (1) **two-way traffic** travel aisle and one (1) row of parking. Such surface parking shall be screened from Route 28 and Pacific Boulevard with landscaping and a berm comparable in size and quality to the Typical Pacific Boulevard Section identified on Sheet 18 of the Concept Plan.

2. Residential Open Space Amenities. Each building containing residential uses shall be located within 300 feet of an **active** open space area at least 2,500 square feet in size. The distance shall be measured from the point on the building closest to such open space area. Open space areas may include tot lots and pocket parks. Tot lots shall be a minimum of 5,000 square feet in size and shall contain commercial grade equipment.

3. Residential Uses in Land Bay F. Any residential uses located in Land Bay F shall ~~only~~ be located **only** within 250 feet of the Road 8 frontage of Land Bay F.

4. Retail Sales Establishments. Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard or Route 28 shall be oriented away from such public roads. No **freestanding** retail sales establishments shall be ~~oriented toward Route~~

~~28.~~**(i) oriented toward Route 28 or Pacific Boulevard, or (ii) located within 200 feet of Pacific Boulevard. Buildings in which an individual retail sales establishments containing 30,000 square feet or greater is located shall be subject to architectural and design standards that ensure such use is masked and does not look or function like a large-scale, freestanding building (i.e., multi-story building, multiple façade treatments giving the appearance of smaller scale retail uses, etc.).**

5. No Freestanding Non-Hotel Commercial Uses in Land Bay Q or Land Bay N. There shall be no freestanding non-hotel commercial uses in Land Bay Q or Land Bay N.

6. Screening of Interchange. The Property shall be screened from the Route 28/Nokes Boulevard Interchange with landscaping and a berm along the perimeter of the interchange, a minimum of two and one-half (2 1/2) feet in height and comparable in size and quality to the Typical Pacific Boulevard Section identified on Sheet 18 of the Concept Plan.

7. Terminus of Road 8 and Road 9. At full build-out of the Property, buildings shall be constructed opposite the southern terminus of Road 8 (in Land Bay H) and the northern terminus of Road 9 (in Land Bay E) as illustrated on Sheet ~~30~~**32** of the Concept Plan.

8. No Curb Cuts on Road 9. There shall be no vehicular curb cuts along Road 9.

N. ~~M.~~ **Universal Design.**

Residential dwelling units provided in accordance with Proffers I.D. and I.E. shall employ universal design principles to the extent feasible and in accordance with funding requirements of any state, local or federal program governing such units.

O. Freestanding Retail.

No freestanding retail sales establishments shall be located along the Pacific Boulevard, Route 28 or Gloucester Parkway frontages of the Property. Retail sales establishments located within multi-story office buildings that front on Pacific Boulevard and Route 28 shall be oriented away from the building's frontage on such public roads. The exterior of each freestanding retail sales establishment shall be designed to separate each façade fronting on a public or private street such that the elevations provide the appearance of multiple buildings composing the single structure.

VI. EMERGENCY SERVICES

A. ~~**Fire and Rescue**~~**Public Use Site.**

If within two (2) years of the approval of this rezoning application ZMAP 2008-0021, the County awards construction of a fire and rescue and/or sheriff substation facility on the Property pursuant to the pending Public-Private Education and Infrastructure Act process for the Dulles ~~Rt.~~**Route** 7/**Route** 28 Area Fire & Rescue Station, then within sixty (60) days of the date such award is made, the Owner shall dedicate and convey to the Board of Supervisors a minimum of five (5) buildable (i.e., non-floodplain, non-wetlands, non-very steep slopes) acres located in Land Bay N, as identified on Sheets 9 and 10 of the Concept Plan as "Public Use Site **Minimum 5 Acres**," to be used for a County fire and rescue and/or sheriff substation facility, which shall include an area sufficient for**, that may be used for,** the installation of a recycling drop off center. In the event such award is made within two (2) years of the approval of this rezoning application, the Owner shall (i) permit construction of a temporary access road **and grant a temporary access easement to the County from Pacific Boulevard** across Land Bay N to such five-acre site until such time as **permanent** access is available from Pacific Boulevard, (ii) construct street access and sidewalks to the site, and (iii) extend sewer, water, telephone, natural gas and electric service to the perimeter of the site, all concurrent with the Owner's own development activities on the portion of the Property abutting the site. The Owner shall not use such five~~-(5)-~~-acre site for staging, dumping or similar activities prior to dedication of the site to the County pursuant to this Proffer. Such five~~-(5)-~~-acre site shall not be subject to**, and shall be expressly excluded from imposition of,** the covenants established for Kincora pursuant to Proffer V.A. However, the site plan and building plans for any fire and rescue and/or sheriff substation on such five~~-(5)-~~-acre site shall be provided for review and comment to the Design Review Committee identified in Proffer V.A. prior to final approval by the County.

B. Owner's Contribution.

At the time of the issuance of each zoning permit **on the Property**, the Owner shall make a one-time contribution of Ten Cents ($0.10) per gross square foot of non-residential floor area and Two Hundred Fifty and 00/100 Dollars ($250.00) per market rate residential dwelling unit, which shall be payable to the County for distribution by the County to the primary volunteer fire and rescue companies providing service to the Property. Such contribution shall be adjusted annually in accordance with changes to the CPI, beginning from a base year of 1988 (see Proffer VIII.C.). Contributions pursuant to this paragraph shall be divided equally between the primary servicing fire and rescue companies providing fire and rescue services to the Property. Notwithstanding the foregoing, at such time as the primary fire and rescue services to the Property are no longer provided by incorporated volunteer companies, the obligation to make the contributions listed within this paragraph shall cease, or be reduced by half if only one service is no longer provided by an incorporated volunteer company. The intent of these provisions is to support a volunteer fire **department** and **a volunteer** rescue ~~system~~**squad** so long as ~~it~~**each** is the primary provider of fire ~~and~~**or** rescue services to the Property.

C. **Sprinkler Systems.**

The Owner shall require all builders to provide sprinkler systems as required by applicable building codes for each use of the Property. The Owner shall install adequate infrastructure to ensure adequate water flow and pressure for such sprinkler systems.

D. **Fire & Rescue Review of Site Plans.**

In conjunction with the initial submittal of each site plan **on the Property**, the ~~Applicant~~**Owner** shall also submit such site plan to Fire, Rescue and Emergency Management Planning for review and approval to ensure that the site layout provides emergency vehicles and personnel adequate access and circulation throughout the Property.

E. **Emergency Access.**

All buildings and parking structures shall be designed to permit adequate access and circulation of emergency personnel and vehicles.

VII. OWNERS ASSOCIATION

The Owner shall establish an Owners Association for the entire Kincora community, **hereby defined as including all development on the Property except the Public Use Site and any other land conveyed in fee simple to the County,** prior to approval of the first record subdivision plat or site plan on the Property, whichever is first in time. Membership in the Owners Association shall be required of owners of all commercial lots and residential units on the Property. The Owners Association shall have among its duties trash collection and maintenance of each of the common area amenities specified herein, including, without limitation, private streets~~/~~ **and** alleys, private parking areas, stormwater **drainage easements and stormwater** management **easements and** facilities **to the extent not required to be maintained by the County**, common areas and open space, trash removal, recycling services, snow removal, private sidewalks and trails and private roads, **street lights,** and all responsibilities and duties specifically assigned to the Owners Association in this Proffer Statement. Nothing herein shall preclude the Owner from incorporating the PD-IP Portion into the Owners Association and **subjecting the PD-IP Portion to the OA Covenants and**/or establishing separate, sub-associations for any individual sections or land bays within the Property **and/or the PD-IP Portion**, with such sub-associations assuming responsibility for maintenance and other responsibilities within those individual sections or land bays; provided **that the creation and existence of** such separate, sub-associations shall not relieve the owners of units in the applicable sections of the Property from membership in the Owners Association for the entire Kincora community. Owners Association documents for the Property shall be

submitted for review and approval by the County prior to the approval of the first application for record subdivision plat or site plan **on the Property**, whichever is first in time.

VIII. MISCELLANEOUS

A. Existing Wells and Drainfields.

The Owner shall abandon all existing wells and septic systems located on the Property in accordance with applicable law.

B. Preliminary Soils Review.

The Owner shall prepare and submit a Preliminary Soils Review of the entire Property prior to submission to the County of the first preliminary plat, construction plans and profiles or site plan, whichever is first in time, for any section of the Property.

C. Annual Escalation.

~~Whenever these Proffers refer to the escalation of a~~**All cash contributions** proffered ~~contribution or value in accordance with~~**in this Proffer Statement to be paid by the Owner to the County shall be escalated annually according to** the Consumer Price Index ~~(CPI-U) All Urban Consumers, Washington-DC-MD-VA-WV~~**for all urban consumers as reported by the United States Department of Labor, Bureau of Labor Statistics for the Washington D.C. Standard Metropolitan Statistical Area** ("CPI")~~, unless~~**. Unless** otherwise expressly stated herein, such reference shall mean that the contribution or value shall escalate annually, beginning on January 1, 2011, and continuing each January 1 thereafter, by an amount equal to the percentage increase in the CPI over the prior year. If the U.S. Department of Labor shall ever cease publishing the CPI~~,~~ **as defined herein, thereafter** the CPI, for purposes of these Proffers, shall be that index published by the Department of Labor or other U.S. government agency intended to reflect general increases in the cost of living for residents in the Washington, D.C. Standard Metropolitan Statistical Area.

D. Severability.

The Owner reserves the right to file and have accepted for review a proffered condition amendment, zoning concept plan amendment, rezoning, commission permit, zoning modification, special exception, variance or other zoning application for any portion of the Property, without having to obtain the joinder and/or consent of the owners of the other portions of the Property for which the zoning and land use approvals are not impacted by such

application, provided that such application complies with the applicable submission requirements and Zoning Ordinance provisions.

E. Binding Effects.

The Owner **hereby** warrants that the Owner owns all interests in the Property; that the Owner has full authority to bind the Property to these conditions; that the officer and/or manager of the Owner signing these Proffers is authorized to act on behalf of the Owner; ~~and that these Proffers are entered into voluntarily; and~~ that no signature from any third party is necessary for these Proffers to be binding and enforceable in accordance with their terms**; and that these Proffers are entered into voluntarily**.

[SIGNATURES ON FOLLOWING PAGE]

NA DULLES REAL ESTATE INVESTOR LLC,

a Delaware limited liability company

By:_____
Name:_____
Title:_____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to-wit:

Before the undersigned, a Notary Public in and for the aforementioned jurisdiction, personally appeared _____, as _____ of NA Dulles Real Estate Investor LLC, who acknowledged that he executed the foregoing Proffers with the full power and authority to do so, as the act of such company.

IN WITNESS WHEREOF, I have affixed my hand and seal this ___ day of _____, 2010.

Notary Public

My Commission Expires: _____

EXHIBIT A

CONCEPT PLAN

October 2008
July 21, 2009
October 2, 2009
January 8, 2010
April 9, 2010

EXHIBIT B

ZONING ORDINANCE ("ZO"), FACILITIES STANDARDS MANUAL ("FSM") AND LAND SUBDIVISION & DEVELOPMENT ORDINANCE ("LSDO") MODIFICATIONS

April 12, 2010

ZONING ORDINANCE MODIFICATIONS

A. **Section 4-1356(B)(1)--Front Yard.** The Revised 1993 Loudoun County Zoning Ordinance requires that the maximum front yard in the PD-MUB District not exceed 30 feet, though a maximum front yard of 50 feet may be permitted when a courtyard, plaza, terrace, or other common area a minimum of 300 square feet is provided adjacent to the front property line.

*This maximum area will be provided for uses within all Land Bays with the exception of Land Bays B, F, J, N and Q. Because of the constrained physical layout of this Land Bay, a maximum front yard of 150 feet adjacent to Pacific Boulevard may be necessary for Land Bays B, F, J and N. A maximum front yard of 620 feet is requested for Land Bay ~~N~~**Q**, which is necessary to allow the construction of an office complex in conformance with federal security guidelines. Considering the isolated application of this modification request as well as the lower elevation and proposed landscaping within the buffer area between the buildings and Pacific Boulevard, the Applicant does not believe that it will detract from the intent of the PD-MUB District.*

B. **Section 4-1356(B)(3)--Rear Yard.** The Revised 1993 Loudoun County Zoning Ordinance requires that the minimum rear yard in the PD-MUB District be at least 5 feet.

The Applicant requests that rear yards of 0 feet be permitted, which is necessitated by the grid network design of streets and blocks that places buildings closer together. Regardless of this requested modification, the Applicant will ensure that necessary fire provisions are incorporated into all designs of buildings which will be verified during site plan review.

C. **Section 4-1356(C)--Building Height.** The Revised 1993 Loudoun County Zoning Ordinance permits maximum building heights of 75 feet in the PD-MUB District.

In order to fulfill the recommendations of the Revised General Plan to provide prominent buildings adjacent to Route 28, the Applicant requests that a maximum building height of 160 feet be permitted for buildings located along Pacific Boulevard and Route 28 within Land Bays B, F, J and Q. This modification will permit the construction of taller buildings fronting Pacific Boulevard and Route 28, which implements a major goal of the keynote employment district.

D. Section 4-1358(B)(2), Section 5-1413(C)(1)(a) & Section 5-1413(C)(2)(a)--Parking Lot Landscaping. The Revised 1993 Loudoun County Zoning Ordinance requires that a 10-foot wide landscape strip be provided between parking lots and property boundaries.

The Applicant requests that this be modified to permit ***a 10-foot wide*** *landscaping ~~strips that will be a minimum of 4 feet, which is adequate to support vegetation growth and afford~~****strip adjacent to surface parking lots that will be divided between two planting areas, which together will provide*** *sufficient screening of parking areas. As depicted on Sheet 17 of the Concept Plan, a ~~minimum planting area of 4 feet will be provided adjacent to surface parking areas, which will be planted with an evergreen hedgerow that will sufficiently shield pedestrians from parking lot glare impacts. Additionally, the pedestrian walkway adjacent to the hedgerow will be buffered from the adjacent travelway by a tree planting zone with a minimum width of 6 feet~~****10 foot wide landscape strip will be provided, though the area will be comprised of a 6 foot wide (minimum) planting strip adjacent to the street and a 4 foot wide (minimum) planting area adjacent to the surface parking area that will be bisected by a pedestrian walkway****. The proposed streetscape will effectively shield surface parking areas from vehicular travelways and pedestrian pathways, which is the intent of Section 4-1358(B)(2), Section 5- 1413(C)(1)(a) and Section 5-1413(C)(2)(a).*

E. Section 4-1358(C)--Tree Spacing. The Revised 1993 Loudoun County Zoning Ordinance requires that street trees be provided adjacent to all areas dedicated for vehicle usage at a density of one tree per 25 linear feet.

The Applicant proposes that this requirement be modified to permit the calculation of required street trees to be calculated, ~~and planted,~~ 44 feet on-center where on-street parking is provided and 35 feet on-center where on-street parking is not provided. It is the past experience of the Applicant and its consultants that trees planted according to the requested ***calculated*** *spacing is sufficient to support healthy vegetative growth. The Zoning Ordinance requirement to provide street trees at a density of one tree per 25 linear feet is not conducive to an attractive, useful and healthy streetscape, as this measurement does not take into account restrictive planting areas such as utility corridors, sight distance and clear zone requirements, signage, lighting and streetscape amenities. The Applicant's modification, which has been approved on other similar projects in the County, takes these restrictive planting areas into account and aides in the creation ~~in~~****of*** *a safe and effective streetscape environment. As depicted on Sheet ~~18A~~****19*** *of the Concept Plan, an emended soil panel will be provided behind the curb to interconnect tree pits, which will create a healthy environment for long-term tree growth.*

F. Section 4-1359(D)(2)--Private Streets. The Revised 1993 Loudoun County Zoning Ordinance permits the provision of private streets if residential uses are located within 1,200 feet of principal business uses and that 75% of the structures are multi-story mixed use structures.

Each of the residential uses will be located within 1,200 feet of a principal business use structure. Greater than 50% of buildings will be multi-story mixed-use structures, though not the 75% required by this Section. The Applicant believes that the proposed development meets the intent of the PD-MUB District and that this development will be best served by private rather than public streets within the core of the development. An Owners Association will be created prior to the initial record plat approval that will be responsible for maintenance of the private streets.

FACILITIES STANDARDS MANUAL ("FSM") MODIFICATIONS

A. **Section 4.310(C)--General Design Requirements.** The FSM requires that road jogs with center lines offsets of less than 225 feet shall not be allowed in public and Category A private roadways.

The Applicant proposes that private streets within village portion of Kincora will be constructed with centerline offsets of a minimum of 90 feet, which is necessary to permit the type of street grid network including streetscapes that will promote pedestrian safety along these internal roads.

B. **Section 4.310(G)--General Design Requirements.** The FSM requires that roadways intersecting with a public or Category A private roadway shall have a minimum length of 50 feet between curb returns and/or curb cuts.

The Applicant proposes that the village portion of Kincora will be constructed with private streets that will have a minimum of 0' between curb returns and/or curb cuts, which is necessary to permit the type of street network that will promote, and provide protection, for pedestrian activity along these internal private streets.

C. **Section 4.330(B)(2)--Private Roadway Standards.** The FSM requires that Category A roadways shall be constructed with cross section easements that are a minimum of 6' behind the face of curb.

The Applicant proposes that the cross section easements for Category A roadways within the village portion of Kincora be permitted to be constructed with cross sections that will be a minimum of 0.5' feet behind the face of curb, which is necessary to permit the type of street network and design necessary to promote pedestrian usability while still ensuring vehicular and pedestrian safety.

D. **Section 4.330(B)(3)--Private Roadway Standards.** The FSM requires that i) Category A1, A2, A3, A4 and A5 roadways be designed with a minimum curve radius of 110, 165, 338 and 478 feet, respectively; ii) Category A2, A3, A4 and A5 roadways be designed with speeds of 25, 30 and 35 miles per hour, respectively; and iii) Category A1, A2, A3, A4 and A5 roadways be designed with sight distances of 150, 200 and 275, feet respectively.

The FSM requires that i) Category A1, A2, A3, A4 and A5 roadways be designed with a minimum curve radius of 110, 165, 338 and 478 feet, respectively – the Applicant requests that these curve radii be reduced to 50 feet; that ii) Category A2, A3, A4 and A5 roadways be designed with speeds of 25, 30 and 35 miles per hour, respectively – the Applicant requests that these design speeds be reduced to 20 miles per hour; and that iii) Category A1, A2, A3, A4 and A5 roadways be designed with sight distances of 150, 200 and 275, feet respectively – the Applicant requests that these sight distance requirements be reduced to 100 feet. The private roads within the village portion of Kincora will provide adequate vehicular circulation and promote a safe and attractive pedestrian friendly environment.

LAND SUBDIVISION AND DEVELOPMENT ORDINANCE ("LSDO")

A. **Section 1245.01(2)--Lots and Building Area.** The LSDO requires that all lots shall front on an existing or recorded public street dedicated by the subdivision plat and maintained or designed and built to be maintained by the Virginia Department of Transportation.

In accordance with Section 4-1359(D)2 of the Revised 1993 Loudoun County Zoning Ordinance, which permits the construction of private streets within the PD-MUB District, the village portion of Kincora will be developed with lots that will front on private streets constructed in accordance with applicable requirements of the FSM unless modified according to the conditions stated in the Proffers for this rezoning. All of the private streets will be maintained by the Owner's Association that will be created prior to occupancy of any of the buildings within the development.

JUSTIFICATION

The 336.64-acre subject property (the "Property") is located in the southwest quadrant of the intersection of Route 7 and Route 28, with Broad Run forming the western boundary. The Property is strategically sited at the crossroads of major transportation thoroughfares, both existing and proposed. The location, size and environmental features of the Property provide a unique setting for an attractive mixed-use business community that will contribute significantly toward the County's economic development and tax base expansion goals.

Approximately 160 acres of the Property are within the 100-year floodplain associated with Broad Run. This natural feature provides exciting recreational opportunities as well as challenging design constraints. The County's keynote employment objectives, the Property's environmental resources and the two key regional road links that cross the Property - Gloucester Parkway and Pacific Boulevard - all guided the vision for Kincora. Kincora has been designed with taller keynote office buildings along the Route 28 corridor, with a suburban-scale village center nestled between the office buildings and the expansive Broad Run floodplain. The village center will be attractive and walkable, with a variety of uses and amenities that create a distinct sense of place to support the keynote office buildings along Route 28.

To achieve this vision for Kincora, certain modifications of the requirements of the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance"), Facilities Standards Manual ("FSM") and Loudoun County Subdivision and Development Ordinance ("LSDO") are necessary. These modifications will permit development of Kincora as a vertically-integrated and pedestrian-friendly, mixed-use business community that would not be possible if the site were developed in strict conformance with these provisions of the Zoning Ordinance, FSM and LSDO.

The requested Zoning Ordinance modifications pertain to an increase in front yard and a decrease in rear yard setbacks, an increase in building height, provision of private parking lot landscaping and tree spacing requirements. The designation of the Property for "keynote

employment" in the Revised General Plan seeks to locate prominent office buildings of significant height adjacent to Route 28. To achieve this vision, it is necessary to modify the maximum and minimum front and rear yard setbacks, respectively, and increase the maximum building height of the PD-MUB District to permit such an increase in building height in the portion of the Property along Route 28. Neither modifying the front or rear yard setbacks or increasing the building height will adversely affect neighboring properties. These modifications will permit a development program that will enhance this segment of the Route 28 Corridor in furtherance of the goals of the Revised General Plan. Modifications of the parking lot landscaping and tree spacing requirements are necessary to permit the streetscape scheme described in the Proffers and depicted on the Concept Plan. These modifications will provide sufficient separation between parking areas and the space necessary to promote healthy growth of street trees and plantings.

Certain modifications of private street requirements of the FSM and the LSDO are necessary to permit the private road network in the village center portion of Kincora. These FSM and LSDO modifications will allow the street grid network necessary to support the type of compact, mixed-use business community development shown on the Concept Plan. The design of the private street network for Kincora is create a pedestrian-friendly atmosphere with street trees, multiple curb cuts, shorter curve radii and slower speeds on the private streets. In addition, the Owners Association will be responsible for maintenance of all private streets at Kincora.

EXHIBIT C

AMENDED DEED OF OPEN SPACE EASEMENT

April 12, 2010

Document prepared by
and after recording return to:

Hunton & Williams LLP
1751 Pinnacle Drive, Suite 1700
McLean, Virginia 22102
Attn: John C. McGranahan, Jr., Esquire
Tax Map Parcel: 042-49-0209

DRAFT: April 12, 2010

AMENDED DEED OF OPEN SPACE EASEMENT

THIS AMENDED DEED OF OPEN SPACE EASEMENT (this "Amendment"), dated as of _____ ___, 2007, by and between **NA DULLES REAL ESTATE INVESTOR LLC**, a Delaware limited liability company (the "Owner"), as grantor and grantee for indexing purposes, and **BOARD OF SUPERVISORS OF LOUDOUN COUNTY, VIRGINIA**, a body corporate and politic (the "Board"), as grantor and grantee for indexing purposes, recites and provides:

RECITALS

The Owner is the owner of that certain property in the Broad Run Election District of Loudoun County, Virginia described as Lot 2 of the Beco-Ray property (the "Property"), as such land is described in the deed recorded as Instrument #200509160104823 among the land records in the Clerk's Office of the Circuit Court of Loudoun County, Virginia (the "Land Records").

A portion of the Property currently is encumbered by an open space easement running to the benefit of the Board (the "Existing Easement"), which easement is recorded in Deed Book 2314, at page 1589 among the Land Records.

The Owner and the Board desire and intend to amend the Existing Easement for the purpose of clarifying and confirming certain uses that are expressly permitted on the portion of the Property encumbered by the Existing Easement.

AMENDMENT:

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. ***Amendment of Existing Easement***. Numbered paragraphs 10 and 11 of the Existing Easement are expressly amended and restated in their entirety as follows:

> 10. The ~~property~~ **portion of the Property which is** subject to this easement (the "Open Space Property") shall not be further subdivided**, except in**

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connection with and to the extent necessary for, the dedication of public street right-of-way for Gloucester Parkway and Pacific Boulevard along alignments consistent with the Countywide Transportation Plan.

11. Notwithstanding any of the foregoing provisions, the Grantor expressly reserves to itself, its successors and assigns the right to:

(a) Continue the agricultural, forestry and naturalistic uses of the Open Space Property.

(b) Continue to hunt, fish or trap on the Open Space Property subject to relevant laws.

(c) Improve, repair, restore, alter, remodel or replace the existing and the permitted structures with structures of similar size and purpose provided that the changes are compatible with the conservation purposes of the Open Space Property and all other provisions of this Easement.

(d) Continue the use of the Open ~~s~~**S**pace Property for all purposes not inconsistent with this Easement which use shall expressly include**, but not be limited to (i)** the location, construction, maintenance and repair of existing and future utility lines and appurtenant facilities constructed pursuant to all necessary County approvals and related utility easements~~ and shall include~~**, (ii)** use of the Open Space Property for wetlands mitigation**, wetlands restoration and creation, stream restoration, wetlands and stream mitigation banking, and riparian reforestation** purposes**; (iii) construction of Gloucester Parkway and Pacific Boulevard along alignments consistent with the Countywide Transportation Plan; (iii) location, construction, maintenance and use of trails**.

Except as specifically and expressly modified by this Amendment, the terms and conditions of the Existing Easements shall remain in full force and effect.

2. ***Covenants Run with the Land***. This Amendment and the Existing Easement establish obligations which constitute real covenants which shall run with the land and be binding on the Owner and its administrators, executors, assigns, heirs and any other successors in title or interest.

3. ***Counterparts***. This Amendment may be executed in several counterparts, each of which shall be deemed to be an original copy and all of which together shall constitute one and the same instrument binding on all parties hereto, notwithstanding that all parties shall not have signed the same counterpart.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

WITNESS the following signature and seal:

OWNER:

NA DULLES REAL ESTATE INVESTOR LLC, a Delaware limited liability company

By: _____
Its: _____

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me in the above jurisdiction this ____ day of _____, 200__, by _____ as _____ of NA Dulles Real Estate Investor LLC, a Delaware limited liability company, on behalf of the company.

_____

_____
Notary Public

My Commission Expires: _____

[Signatures continue.]

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WITNESS the following signature and seal:

BOARD:

BOARD OF SUPERVISORS OF LOUDOUN COUNTY, VIRGINIA, a public body corporate and politic

By:_____(SEAL)
Name:_____
Title:_____

COMMONWEALTH OF VIRGINIA
COUNTY OF LOUDOUN, to wit:

The foregoing instrument was acknowledged before me in the above jurisdiction this ____ day of _____, 200__ by _____, _____ of the Board of Supervisors of Loudoun County, Virginia, a public body corporate and politic, on behalf of the Board.

_____

_____
Notary Public

My commission expires: _____

EXHIBIT D

DESIGN GUIDELINES

January 4, 2010

EXHIBIT E

PD-MUB DISTRICT INCENTIVES

April 12, 2010

The PD-MUB District permits a maximum FAR of 0.5, but also includes various incentives that allow increases in the maximum permitted FAR up to 1.0. As depicted on the Concept Plan and committed to in the Proffers, this rezoning satisfies the requirements for most of the incentives. In accordance with Section 4-1359(C) of the Revised 1993 Zoning Ordinance, an increase in FAR for the Property above 0.5 is justified according to the following:

1) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if the district size is a minimum of 100 acres.**

   The proposed PD-MUB District contains 336 acres, well in excess of the 100-acre minimum; therefore an increase in FAR of 0.1 is justified.

2) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if structured parking is provided to satisfy at least 50% of the required parking for the district. An increase of 0.2 FAR above the maximum permitted floor area ratio may be granted if 100% of the off-street parking is provided within structured parking. Such structured parking shall be designed in a manner that is integrated with nearby building architecture to minimize visual impact.**

   Parking for Kincora will be phased with the development of the Property. At full build-out, at least 50% of the required parking necessary to support the uses will be provided through a combination of below and above grade parking structures. Above grade parking structures will be designed in a manner that is harmonious with the overall architectural scheme at Kincora. (See Proffer V.F.) Therefore, an increase in FAR of 0.1 is justified. This additional intensity will not be available to the Owner until a site plan is submitted confirming that 50% of the total required parking will be provided as structured parking.

3) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least 10% of the dwelling units provided are affordable to households earning up to 100% of the Washington Area Median Income (AMI), are located in vertically mixed buildings, and that covenants are recorded in favor of the County to maintain such affordability for a minimum period of 15 years.**

The Owner is committed to providing 16.25% of the total number of dwelling units constructed within Kincora as affordable to persons earning up to 100% of the AMI. This will be accomplished through the provision of a combination of affordable dwelling units (available to persons earning up to 70% of the AMI) and other unmet housing needs programs (workforce dwelling units) (available to persons earning up to 100% of the AMI). Affordable dwelling units will be provided in accordance with the requirements of the Revised 1993 Loudoun County Zoning Ordinance. The balance of this commitment will be composed of workforce dwelling units. (See Proffers I.D. and I.E.). Therefore, an increase in FAR of 0.1 is justified. This additional intensity will not be available to the Owner until a site plan is submitted confirming that at least 10% of the total number of dwelling units will be made available to persons earning up to 100% of the AMI.

4) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if at least one of the following uses is provided. In addition, the floor area of such use will be excluded from the FAR calculations:**

   (a) **Hotel, full-service to include a sit-down restaurant, meeting space, and at least two of the following in house services: exercise room, room service, or concierge service.**
   (b) **Adult day care facility.**
   (c) **Theater, indoor, limited to live performances.**

Kincora proposes to include at least one full-service hotel, as well as an indoor theater for the performing arts. (See Proffers I.B.3. and I.G.). Therefore, an increase in FAR of 0.1 is justified, and the floor area for such uses will be excluded from the FAR calculations for the Property. This additional intensity will not be available to the Owner until a site plan is submitted proposing the construction of either a full-service hotel or the performing arts center.

5) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio if a local shuttle system or other public transportation improvement is provided by the applicant/landowner.**

The Owner proposes to provide a local shuttle service that will provide transportation services for employers within Kincora to destinations in the vicinity, including Dulles Town Center. (See Proffer III.L.). In addition, the Owner has proffered contributions for transit service and bus shelters to be provided along Pacific Boulevard, which will accommodate public bus service for the region once routes are established in the Route 28 corridor. (See Proffers III.I. and III.K.). Therefore, an increase in FAR of 0.1 is justified. This additional intensity will not be available to the Owner until a site plan is submitted with the requisite amount of development per these Proffers that requires the implementation of a shuttle service.

6) **The Board of Supervisors may grant an increase of 0.1 FAR above the maximum permitted floor area ratio when at least 2 contiguous lots that existed at the time of adoption of this Ordinance with each having frontage on an arterial road, submit a single zoning map amendment application to a PD-MUB district with the CDP showing no direct access onto an arterial road from any such lot.**

The Property has frontage along an arterial road (Route 28). The rezoning application proposes to remove all existing access points onto Route 28, and will provide access to Route 28 via the Route 28/Nokes Boulevard interchange that is currently being constructed on the Property. Therefore, an increase in FAR of 0.1 is justified.

Kincora satisfies all the incentives described above. Therefore, the maximum FAR potential for the PD-MUB District at Kincora should be established at 1.0. Notwithstanding the maximum 1.0 FAR potential of the Kincora PD-MUB District, the Proffers and Concept Plan limit the development allowed on the Property to a maximum FAR of ~~0.79~~**0.80** with the floodplain excluded (~~5,517,025~~**5,240,025** square feet). The Owner shall not be permitted to exceed such maximum density and intensity of use allowed in the Proffers and on the Concept Plan unless a future application for a Zoning Concept Plan Amendment ("ZCPA") to increase those proffered limitations is approved.

EXHIBIT F

BROAD RUN RESTORATION CONCEPT PLAN

June 2, 2009
July 8, 2009
January 2010

EXHIBIT G

CENTRAL PLAZA AND DESIGN ILLUSTRATIONS

April 12, 2010

EXHIBIT H

LAND USE LINKAGE TABLE

April 12, 2010

PROFFER EXHIBIT H

USE	PHASE 1	PHASE 2	PHASE 3	TOTAL
Employment/Office (s.f.)	650,000/800,000*	300,000	1,772,200/1,622,200*	2,722,200
Keynote Office	*300,000 min.*	*300,000 min.*	*1,300,000 min.*	*1,900,000 min.*
Commercial - Retail/Service (s.f.)	195,000	105,000	93,825	393,825
Employment Supportive Retail	*100,000, min.*	*80,000 min.*	*20,000 min.*	*200,000 min.*
Commercial - Hotel (s.f.)	150,000	325,000		475,000
TOTAL NON-RESIDENTIAL (s.f.)	995,000/1,145,000*	730,000	1,866,025/1,716,025*	3,591,025
Residential Units				
Market Rate	*550*	*75*	*247*	*872*
Market Rate Units subject to baseball stadium	*150*	*150*	*--*	*300*
ADUs/Workforce Dwelling Units	*96*	*75*	*57*	*228*
TOTAL RESIDENTIAL UNITS	646/796*	150/300*	304	1,100/1,400*

* Applicable number if baseball stadium constructed

EXHIBIT I

TRANSPORTATION PHASING TABLE

April 12, 2010

PROFFER EXHIBIT I

TRANSPORTATION PHASING				
	TRANSP. PHASE 1A	TRANSP. PHASE 1B	TRANSP. PHASE 2	TRANSP. PHASE 3
IMPROVEMENT	½ section (2 lanes) of Pacific Blvd from Nokes Blvd/Rt. 28 interchange to entrance to land bay in which use is located	Full section of Pacific Blvd (4 lane divided) from southern property boundary to northernmost land bay site entrance	Full section of Pacific Blvd (4 lane divided) from the northernmost land bay site entrance on-site across Broad Run to Russell Branch Pkwy	Full section of Gloucester Pkwy (4 lane divided) from the Nokes Blvd/Rt. 28 interchange across Broad Run to Loudoun County Pkwy
TRIGGER (CONSTRUCT OR BOND FOR CONSTRUCTION)	Prior to 1st record plat approval or 1st site plan approval	Prior to zoning permit for the earliest of: • 300,001 s.f. non-residential, or • 301 dwelling unit	Prior to zoning permit for the earliest of: • 1,145,001 s.f. non-residential (excluding LB Q), or • 797 dwelling unit	Prior to zoning permit for 2,400,001 s.f. non-residential
MAXIMUM DEVELOPMENT	• 300,00 s.f. non-residential, and • 300 dwelling units	• 1,145,000 s.f. non-residential (excluding LB Q), and • 796 dwelling units	• 2,400,000 s.f. non-residential, and • 1,400 dwelling units	Full build-out

April 12, 2010

KINCORA - ZMAP 2008-0021
CAPITAL FACILITIES CONTRIBUTIONS

KINCORA CAPITAL FACILITIES IMPACT ($23,758 x 1400 market rate units)	**$33,261,200**
KINCORA PROFFERED CAPITAL FACILITY CREDIT	**$35,388,282**
Fire and Rescue site ($650,000 x 5 acres)	$ 3,250,000
Grading of Fire and Rescue Site	$ 497,720
Trails 15,180 LF within floodplain x $11.27/LF 1,124 LF boardwalk within floodplain x $500/LF 6,116 LF along Pacific Blvd x $27.78/LF 1,170 LF along Gloucester Pkwy x $27.78/LF	$ 935,484
Gloucester Pkwy Crossing of Broad Run/extension to Loudoun County Pkwy ($31,994,650 x 63%)	$20,156,629
Pacific Blvd Crossing of Broad Run/extension to Russell Branch Pkwy ($11,019,650 x 43%)	$4,738,449
Broad Run Floodplain Dedication ($650,000 x 89 acres x 0.10)	$ 5,785,000
Heron Rookery Observation Platform	$25,000

ATTACHMENT 3

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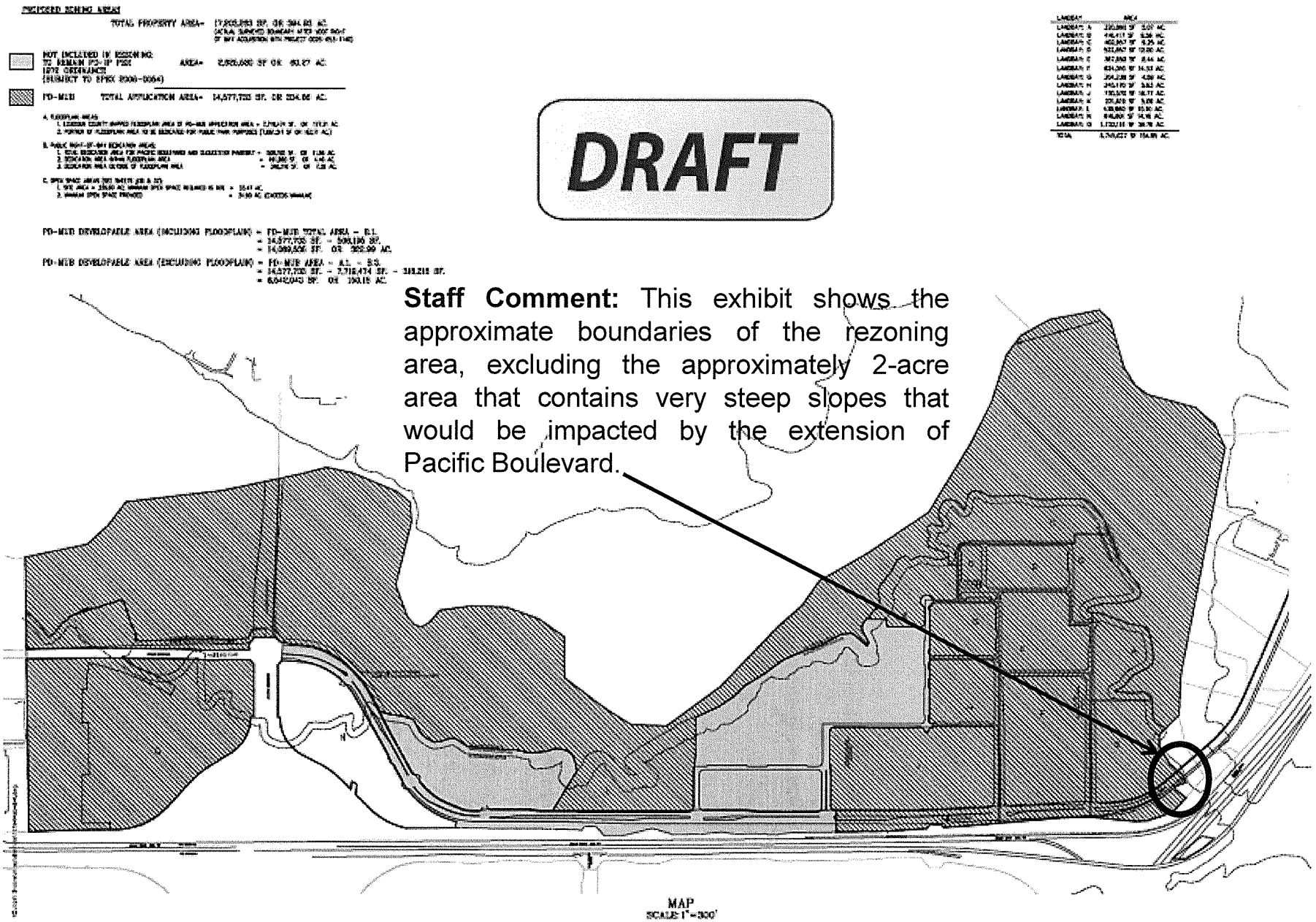
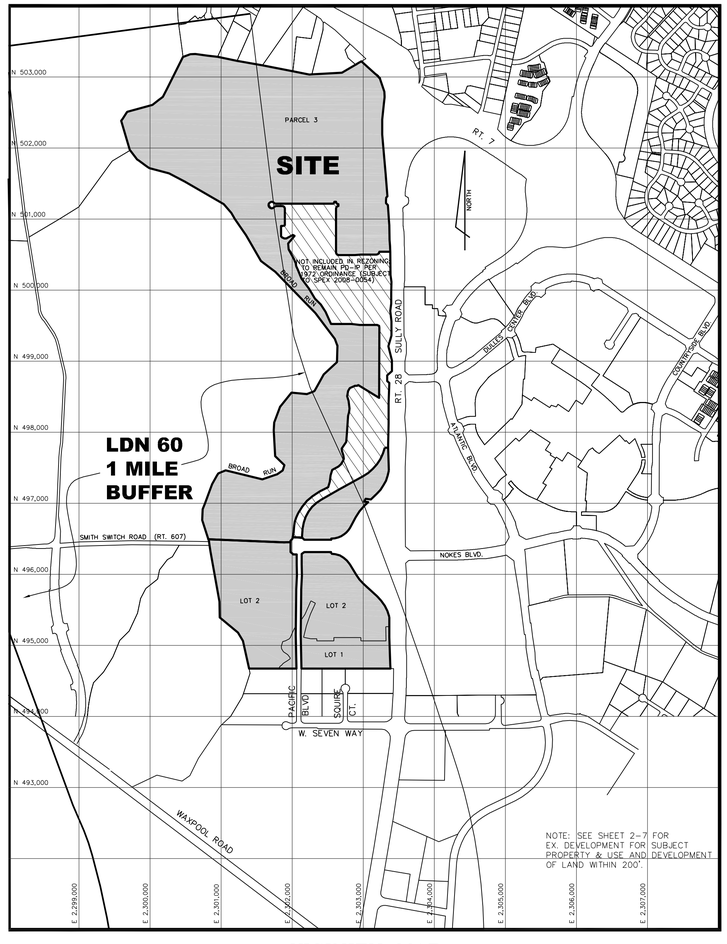

DRAFT
Staff Comment: This exhibit shows the approximate boundaries of the rezoning area, excluding the approximately 2-acre area that contains very steep slopes that would be impacted by the extension of Pacific Boulevard.
MAP
SCALE: 1"=300'

ZONING MAP AMENDMENT
(APPLICATION # ZMAP 2008-0021)
KINCORA VILLAGE CENTER
BROAD RUN ELECTION DISTRICT
LOUDOUN COUNTY, VIRGINIA

GENERAL NOTES

1. THIS APPLICATION IS FOR A ZONING MAP AMENDMENT. THE SUBJECT PROPERTY IS ZONED PD-IP UNDER THE 1972 LOUDOUN COUNTY ZONING ORDINANCE.
2. THE PROPERTIES SHOWN HEREON ARE LOCATED ON LOUDOUN COUNTY TAX MAP 80/27, LOTS 1 AND 2 (PIN:042-29-6582 AND 042-49-0209) AND 80/1 RESIDUE PARCEL 3 (PIN: 041-29-8238).
3. TOPOGRAPHIC INFORMATION PROVIDED BY AIR SURVEY PHOTOGRAMMETRIC MAPPING SERVICE DATUM NGVD29, CONTOUR INTERVAL: 2'.
4. BOUNDARY PROVIDED BY ALTA/ACSM LAND TITLE SURVEY, PREPARED BY BURGESS & NIPLE, INC. AND DATED AUG. 29, 2005.
5. SOIL DATA PROVIDED BY LOUDOUN COUNTY.
6. PROPOSED SIGNAGE AND LIGHTING LOCATIONS TO BE DETERMINED AT SITE PLAN REVIEW AND WILL BE IN CONFORMANCE WITH ORDINANCE REGULATIONS.
7. EXISTING WELLS, SEPTIC SYSTEMS AND/OR SPRINGS WILL BE REMOVED IN COMPLIANCE WITH FEDERAL, STATE AND COUNTY REGULATIONS.
8. ALL LANDSCAPING, SCREENING, AND BUFFERING IS TO BE PROVIDED IN ACCORDANCE WITH APPLICABLE PROFFERS AND ZONING ORDINANCE STANDARDS UNLESS MODIFIED. PROPOSED TREE LOCATIONS AS SHOWN HEREON ARE SUBJECT TO MODIFICATIONS AS A PART OF FINAL ENGINEERING AND SITE PLAN APPROVAL.
9. THE SITE CONTAINS AREAS OF MODERATELY STEEP AND VERY STEEP SLOPES, BASED ON 2' CONTOUR AERIAL TOPOGRAPHY AS SPECIFIED IN NOTE #3.
10. FOR PROPOSED ZONING SEE CONCEPT PLAN TABULATION SHEETS # 13-14.
11. ALL EXISTING STRUCTURES WITHIN 200' OF THE PROPOSED APPLICATION HAVE BEEN SHOWN ON THE PLAN.
12. PRIVATE ACCESS EASEMENT WIDTHS WILL BE ESTABLISHED AT THE TIME OF PRELIMINARY SUBDIVISION AND SITE PLAN IN CONFORMANCE WITH FSM CRITERIA.
13. THE APPLICANT RESERVES THE RIGHT TO MODIFY, AS NECESSARY, BUILDING FOOTPRINTS AND LOCATIONS, ARCHITECTURAL DESIGNS AND BUILDING ELEVATIONS AS NEEDED WITH THIS APPLICATION DUE TO FINAL ENGINEERING AND ARCHITECTURE.
14. EXISTING ARCHEOLOGICAL AND HISTORICAL FEATURES ON THE PROPERTY ARE ADDRESSED IN THE ENVIRONMENTAL AND CULTURAL RESOURCES AND EXISTING CONDITIONS PLAT UNDER SEPARATE SUBMISSION. ANY EXISTING STRUCTURES ON THE PROPERTY ARE TO BE DEMOLISHED.
15. THE FLOODPLAIN INFORMATION SHOWN HEREON WAS OBTAINED FROM THE FOLLOWING SOURCES:
    A. F.I.R.M. MAP PANEL 110 OF 225 & PANEL 120 OF 225. REVISED NOV. 1, 1986 AND F.I.R.M. 51107C0265D, 0266D, AND 0268D, DATED JULY 5, 2001.
    B. ALTA/ACSM LAND TITLE SURVEY, PREPARED BY BURGESS & NIPLE AND DATED FEB. 12, 2001.
    C. LOUDOUN COUNTY FLOODPLAIN MAP (PERPARED AS PART OF THE FLOODPLAIN STUDY OF THE BROAD RUN WATERSHED PREPARED BY GKY AND ASSOCIATES INC. DATED DECEMBER 1990)
    D. APPROVAL OF APPLICABLE FEDERAL, STATE AND/OR LOCAL DETERMINATIONS, APPLICATIONS, AND/OR PERMITS.
16. THIS SITE IS NOT CURRENTLY IN THE COUNTY LAND USE TAX ASSESSMENT PROGRAM.
17. A PORTION OF THIS SITE IS LOCATED WITHIN THE LDN-60 ONE MILE BUFFER OF THE AIRPORT IMPACT OVERLAY DISTRICT. FULL DISCLOSURE WILL BE PROVIDED TO RESIDENTIAL TENANTS/OWNERS, IN COMPLIANCE WITH SECTION 4-1400 OF THE ZONING ORDINANCE.
18. THIS SITE IS NOT LOCATED WITHIN THE MOUNTAINSIDE OVERLAY DISTRICT.
19. THIS SITE IS LOCATED WITHIN THE ROUTE 28 HIGHWAY TRANSPORTATION IMPROVEMENT DISTRICT.
20. STORM WATER WILL BE ADEQUATELY CONVEYED TO THE ADJACENT FLOODPLAIN WHICH IS AN ADEQUATE OUTFALL. BEST MANAGEMENT PRACTICES WILL BE PROVIDED WITHIN INDIVIDUAL LANDBAYS CONSISTENT WITH THE VIRGINIA HANDBOOK. BEST MANAGEMENT PRACTICES (BMP) ARE TO BE PROVIDED ON-SITE VIA A COMBINATION OF ENHANCED EXTENDED DETENTION FACILITIES AND RETENTION FACILITIES IN COMBINATION WITH LOW IMPACT DESIGN METHODOLOGIES IN ACCORDANCE WITH FACILITIES STANDARDS MANUAL CRITERIA. LOW IMPACT METHODOLOGIES TO SATISFY BMP REQUIREMENTS WILL BE THE PREFERRED APPROACH WHERE PRACTICAL.
21. THE LOT ENTRANCES ONTO PUBLIC STREETS WILL BE CONSTRUCTED IN ACCORDANCE WITH VDOT AND LOUDOUN COUNTY REGULATIONS.
22. ACCESSORY OUTDOOR STORAGE AND AREAS FOR REFUSE COLLECTION OR LOADING SPACES WILL BE SCREENED AND BUFFERED AND SHOWN AT TIME OF SITE PLAN.
23. NOTE DELETED.
24. WATER AND SANITARY SEWER TO BE PROVIDED BY LOUDOUN WATER.
25. FIRE PROTECTION WILL BE PROVIDED BY LOUDOUN COUNTY FIRE AND RESCUE AND VOLUNTEER COMPANIES.
26. PUBLIC AND CIVIC USES AND OPEN SPACE WILL BE PROVIDED IN ACCORDANCE WITH THE REQUIREMENTS OF THE ZONING ORDINANCE AND IN CONFORMANCE WITH THE REVISED GENERAL PLAN, AS PROFFERED OR AS MODIFIED.
27. APPLICANT RESERVES THE RIGHT, WITHOUT REQUIRING A PROFFER AMENDMENT OR ZCPA, TO USE THOSE AREAS WITHIN THE EXISTING MAJOR FLOODPLAIN PER COUNTY MAPPING, WHICH IN THE FUTURE ARE NO LONGER WITHIN THE MAJOR FLOODPLAIN, FOR ANY USE IN THE UNDERLYING ZONING DISTRICT; PROVIDED (1) THE TOTAL MAXIMUM FLOOR AREA IN THE PROFFERS IS NOT EXCEEDED AND (2) THE USE OF SUCH AREAS COMPLIES WITH APPLICABLE FEDERAL, STATE AND LOCAL LAWS AND REGULATIONS THAT ADDRESS THE NEED FOR FLOODPLAIN MANAGEMENT AND PROTECTION, INCLUDING, WITHOUT LIMITATION, FEMA REGULATIONS, IF APPLICABLE.
28. PARKING SPACES FOR THE PROPOSED DEVELOPMENT WILL BE PROVIDED IN ACCORDANCE WITH THE PROVISIONS SET FORTH IN ARTICLE 5 OF THE ZONING ORDINANCE AS REPRESENTED IN THE TABULATION PROVIDED ON SHEET 14. THE APPLICANT RESERVES THE RIGHT TO INCREASE OR DECREASE THE NUMBER OF SPACES SET FORTH IN THE TABULATION SO LONG AS THE RESULTING SPACES SATISFY THE APPLICABLE NUMBER OF SPACES REQUIRED BY THE ZONING ORDINANCE. FURTHER, THE APPLICANT RESERVES THE RIGHT TO APPLY FOR MODIFICATIONS OF THE FACILITIES STANDARDS MANUAL AT THE TIME OF SITE PLAN SUBMISSION IF IT IS DEEMED NECESSARY FOR THE PROVISION OF ANGLED OR HEAD-IN PARKING SPACES.
29. WATER COURSES, DRAINAGE WAYS, AND OTHER BODIES OF WATERS ARE DEFINED ON THIS EXISTING CONDITIONS MAP AND WERE ACQUIRED FROM LOUDOUN COUNTY OFFICE OF MAPPING & GEOGRAPHIC INFORMATION.
    "WATERS OF THE U.S. (INCLUDING WETLANDS) DELINEATION BOUNDARIES SHOWN HEREON PROVIDED BY WETLANDS STUDIES AND SOLUTIONS, INC. THERE IS A COE 2007-1386 ARMY CORP. JURISDICTIONAL DETERMINATION THAT WAS ISSUED ON APRIL 24, 2007. THESE AREAS ARE SUBJECT TO MODIFICATION AND MAY BE IMPACTED UNDER PERMITS ISSUED BY THE UNITED STATES ARMY CORPS OF ENGINEERS UNDER SECTION 404 OF THE CLEAN WATER ACT AND/OR THE VIRGINIA DEPARTMENT OF ENVIRONMENTAL QUALITY UNDER SECTION 401 OF THE CLEAN WATER ACT AND THE VIRGINIA WATER PROTECTION PROGRAM.



VICINITY MAP
SCALE : 1"=1000'

OWNER / APPLICANT

NA DULLES REAL ESTATE INVESTOR LLC,
A DELAWARE LIMITED LIABILITY COMPANY
c/o TRITEC DEVELOPMENT GROUP, LLC
45 RESEARCH WAY, SUITE 100
EAST SETAUKET, NEW YORK 11733
PHONE: 703-797-2077 EXT. 101 OR 102

OWNER/APPLICANT — TITLE: Managing Member — DATE: 10/16/2008

30. THE GENERAL LOCATION OF TREE COVER SHOWN HEREON WAS OBTAINED FROM LOUDOUN COUNTY G.I.S. DATA. REFER TO "TREE STAND EVALUATION" STUDY PROVIDED BY WETLANDS STUDIES AND SOLUTIONS, INC., DATED MARCH 8, 2006, WHICH HAS BEEN PREPARED BASED UPON CRITERIA PROVIDED BY THE COUNTY FORESTER. SEE SUCH STUDY FOR A SITE SPECIFIC EXAMINATION OF THE LOCATION AND DESCRIPTION OF VEGETATION AND EXISTING TREE COVER WHICH INCLUDES THE FOLLOWING:
    A. A DESCRIPTION OF THE TYPE AND EXTENT OF TREE COVER.
    B. AN INVENTORY OF EVERGREEN TREES & DECIDUOUS TREES AS SHOWN IN ATTACHMENT 1 OF REFERENCED STUDY.
    C. FOR POTENTIAL ENDANGERED SPECIES HABITAT SEE STUDY TITLED "ENDANGERED AND THREATENED SPECIES HABITAT EVALUATION AND RARE PLANT SPECIES/COMMUNITY ASSESSMENT", DEVELOPED BY WETLAND STUDIES AND SOLUTIONS, INC., DATED MARCH 8, 2006.
31. FOR DESCRIPTION OF THE TYPE, LOCATION AND NATURE OF LAND USE FOR THE PROPOSED ZONING DISTRICT AND CORRESPONDING LAND BAY, SEE SHEETS 8-14. FOR DENSITY AND LOT REQUIREMENTS OF EACH SUBAREA OR LAND BAY REFER TO THE DESIGNATED DISTRICT REGULATIONS OF THE PROPOSED ZONING DISTRICT AND THE CORRESPONDING ZONING MODIFICATION MATRIX SHOWN ON THE CONCEPT PLAN.

    EXISTING ZONING: PD-IP (1972 ORDINANCE)
    PROPOSED ZONING: PD-MUB (1993 ORDINANCE 4-1350 TO 4-1361)

    A. FOR POTENTIAL LOT LAYOUTS AND BUILDING FOOTPRINTS SEE SHEETS #31 & 32. FOR POTENTIAL TRAVELWAYS SEE TRAFFIC CIRCULATION MAP SEE SHEETS #15 & 16. FOR GRAPHICAL REPRESENTATIONS OF PROPOSED SETBACKS SEE CONCEPT PLAN
    B. FOR ADJACENT ROADWAYS, SIDEWALKS, PEDESTRIAN AND BICYCLE FACILITIES SEE TRAFFIC/PEDESTRIAN CIRCULATION PLAN.
    C. ALL EXISTING AND PROPOSED ABUTTING ROADS AND THEIR RIGHT-OF-WAY WIDTHS ARE LOCATED ON THE TRAFFIC CIRCULATION MAP.
    D. ALL EXISTING NON-RESIDENTIAL ACCESS POINTS, EXISTING AND PROPOSED ROADWAY INTERSECTIONS AND MEDIAN BREAKS ARE LOCATED ON THE TRAFFIC/PEDESTRIAN CIRCULATION PLAN.
    E. ALL MAJOR ROADS ADJACENT TO THE SUBJECT PROPERTY IDENTIFIED IN THE COUNTY TRANSPORTATION AND/OR THE CURRENT LOUDOUN COUNTY/VDOT SIX-YEAR PLAN ARE SHOWN.
    F. ALL USES SHALL BE SUBJECT TO THE PD-MUB REGULATIONS OF THE 1993 ORDINANCE, SECTIONS 4-1350 THROUGH 4-1361 AND, IF APPLICABLE, THE ADDITIONAL USE SPECIFIC REGULATIONS OF THE 1993 ORDINANCE, SECTION 5-600.
32. FOR A DETAILED TRAFFIC MAP AND STUDY PLEASE SEE THE TRAFFIC IMPACT STUDY SUBMITTED BY GOROVE/SLADE ASSOCIATES, INC.
33. FOR A LAND USE MAP OVERLAYING EXISTING CONDITIONS, PLEASE SEE SHEET ENTITLED ILLUSTRATIVE LAND USE MAP, SHEET #33.
34. ADJACENT PROPERTY:
    A. FOR APPROVED AND EXISTING PROJECTS OR SUBDIVISION NAMES, LOTLINES, LOT NUMBERS AND ZONING SEE CONCEPT PLAN.
    B. FOR EXISTING LOTS, USE AND STRUCTURES WITHIN 200' OF SUBJECT PROPERTY SEE CONCEPT PLAN.
    C. FOR ADJACENT OPEN SPACE EASEMENTS, PARK AND RECREATION LAND SEE CONCEPT PLAN.
35. A DELINEATION OF EXISTING STRUCTURES CAN BE FOUND IN EXHIBIT OF THE STUDY TITLED "PHASE 1 ARCHEOLOGICAL INVESTIGATIONS OF THE CIRCA 420 ACRE RAY PROPERTY ALONG BROAD RUN, LOUDOUN COUNTY, VIRGINIA, DEVELOPED BY THUNDERBIRD ARCHEOLOGY, DATED MARCH, 2001. THE CEMETERY IN SITE 44LD 421 HAS BEEN RELOCATED OFFSITE BY VDOT. SITE 44LD729 IS SHOWN ON SHEET 12.
36. THERE ARE NO KNOWN HAZARDOUS OR TOXIC SUBSTANCES ON THIS SITE. IF ANY SUBSTANCES ARE FOUND, THE METHODS FOR DISPOSAL SHALL ADHERE TO COUNTY, STATE, OR FEDERAL LAW.
37. PRIVATE STREETS, TRAILS & OPEN SPACE AREAS WILL BE OWNED AND MAINTAINED BY AN APPROPRIATE OWNERS ASSOCIATION (OA). THE OA WILL BE ESTABLISHED PRIOR TO APPROVAL OF THE FIRST RECORD PLAT, IN A FORM APPROVED BY THE COUNTY.
38. REQUIRED LANDSCAPE BUFFERS ALONG THE PERIMETER OF THE PROPERTY SHALL BE PROVIDED IN ACCORDANCE WITH THE APPLICABLE PROVISIONS OF THE REVISED 1993 ZONING ORDINANCE, UNLESS WAIVED OR MODIFIED BY THIS APPLICATION.
39. ALL DESIGN AND CONSTRUCTION OF FACILITIES FOR DEDICATION TO LOUDOUN COUNTY PARKS, RECREATION AND COMMUNITY SERVICES MUST BE IN ACCORDANCE WITH THE LOUDOUN COUNTY PARKS, RECREATION AND COMMUNITY SERVICES DESIGN AND CONSTRUCTION STANDARDS UNLESS WAIVED AND/OR MODIFIED BY THIS APPLICATION.
40. WRITTEN NOTICE SHALL BE PROVIDED TO DIRECTOR OF DEPARTMENT OF PARKS, RECREATION AND COMMUNITY SERVICES PRIOR TO ANY CLEARING, GRADING, MINING OF TOPSOIL OR EARTH FILL, SOIL STOCKPILING, STAGING OF EQUIPMENT OF MATERIALS, DISPOSAL OF SOIL OR WASTE MATERIAL, OR DUMPING ON LAND THAT IS TO BE DEDICATED TO THE COUNTY FOR PURPOSES OF PUBLIC PARKS, ACTIVE RECREATION, OR PASSIVE OPEN SPACE.
41. IMPACTS TO WETLANDS AND WATERS OF THE U.S. ARE PERMITTED BY THE ARMY CORPS OF ENGINEERS WITH PERMIT #2007-3622 AND THE VIRGINIA DEPARTMENT OF ENVIRONMENTAL QUALITY PERMIT 07-1941, SUBJECT TO MODIFICATIONS.
42. THE LOCATIONS AND HEIGHTS OF THE STRUCTURES PROPOSED WITH THIS DEVELOPMENT DO NOT REQUIRE FAA NOTIFICATION AS CONFIRMED BY FAA FORM 7460-1.
43. THE INTERNAL PRIVATE STREETS SHALL BE PROVIDED IN THE GENERAL LOCATIONS SHOWN, SUBJECT TO FINAL DESIGN AT THE TIME OF SITE PLAN.
44. WHERE APPLICABLE, PAINTED CROSSWALKS COMPLYING WITH VDOT STANDARDS SHALL BE PROVIDED FOR TRAIL AND/OR SIDEWALK CROSSINGS OF PACIFIC BLVD. AND GLOUCESTER PKWY; SUBJECT TO VDOT APPROVAL.

SHEET INDEX

1. COVER SHEET
2. OVERVIEW SHEET
3.-7. SOILS AND EXISTING CONDITIONS PLAN
8.-12. CONCEPT PLAN
13-14. CONCEPT PLAN AND PHASING PLAN TABULATION SHEETS
15.-16. TRAFFIC/ PEDESTRIAN CIRCULATION PLAN
17-19. TYPICAL ROAD PLANS AND SECTIONS
20. TYPICAL ILLUSTRATIVE SITE FURNISHINGS
21. TYPICAL ILLUSTRATIVE SITE FURNISHINGS
22. ILLUSTRATIVE STEETSCAPE CONCEPTS
23. ILLUSTRATIVE AMENITY CONCEPTS
24.-25. OVERALL TREE CANOPY PLAN
26.-27. OVERALL VERY STEEP SLOPE IMPACT PLAN
28.-29. OVERALL FLOODPLAIN IMPACT PLAN
30. TREE STAND EVALUATION PLAN
31.-32. ILLUSTRATIVE LAYOUT PLAN
33. ILLUSTRATIVE LAND USE MAP
34.-35. CIVIC SPACE EXHIBIT
36.-37. OPEN SPACE PLAN

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Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
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4	COUNTY COMMENTS	04-09-10

Issue
Date Description

Project Name
KINCORA
KINCORA VILLAGE CENTER
Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

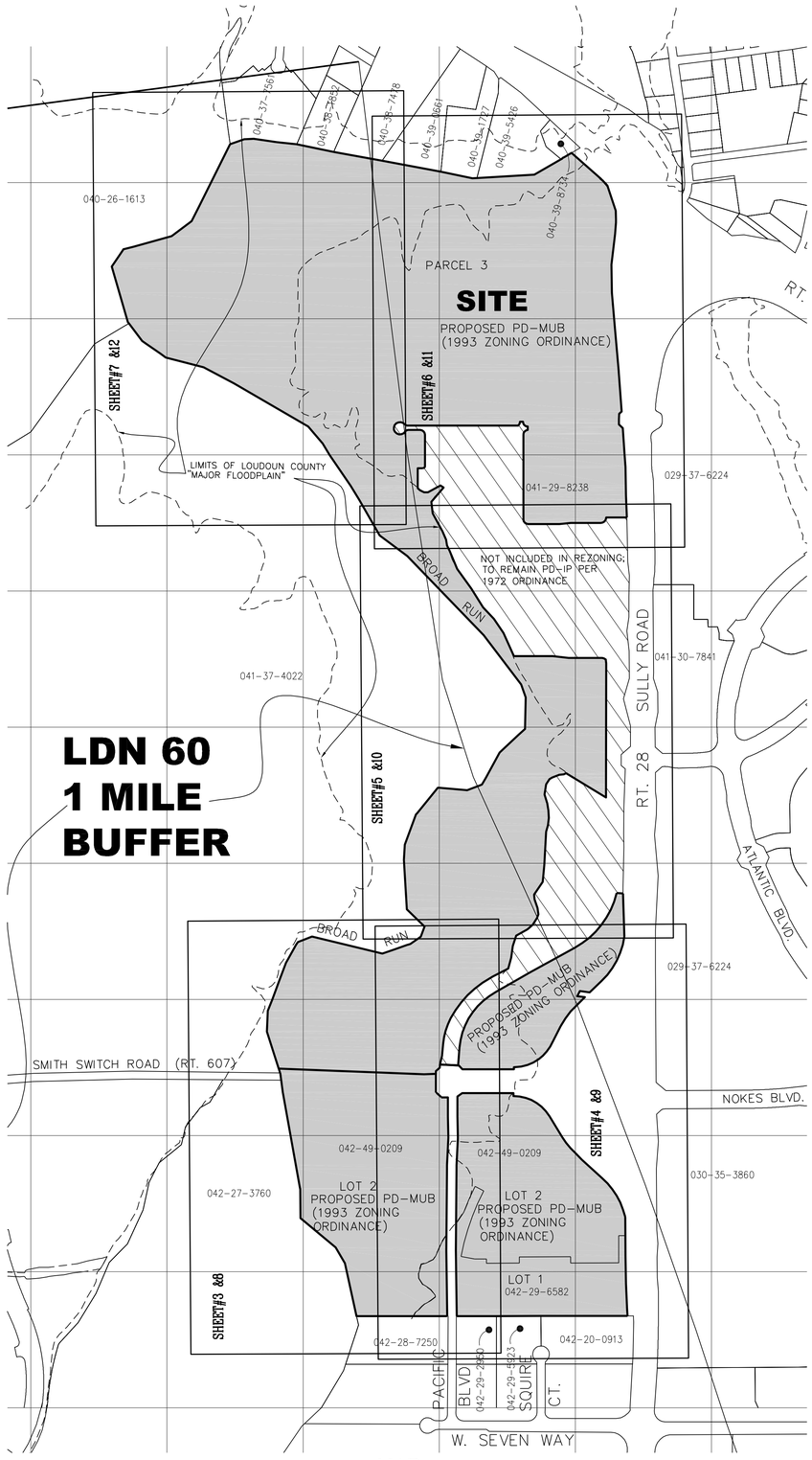
Project No. 08-356
Date OCT., 2008

Drawing Title
COVER SHEET

Scale: AS NOTED

Drawing Number
1

Urban, Ltd. - W:\Jobs\Kincora\zmap\1675-2-cover.dwg [COVER] April 12, 2010 - 11:09am tburroughs



MAP
SCALE: 1"=500'

ADJACENT PROPERTY DATA (WITHIN 200')	
MCPI #	EX. STATE LAND USE OR KNOWN FUTURE USE PER COUNTY REAL ESTATE TAX, ASSESSMENT & PARCEL DATABASE
040-26-1613	VACANT – COMM./INDUST.
041-37-4022	LOUDOUN COUNTY SANITATION AUTH.
042-27-3760	VACANT – COMM./INDUST.
042-28-7250	IND. MANUF. – COMM./INDUST.
042-29-2950	FLEX WAREHOUSE – COMM./INDUST.
042-29-5923	COMM. CONDO – COMM./INDUST.
042-20-0913	FLEX WAREHOUSE – COMM./INDUST.
030-35-3860	WAREHOUSE DISCOUNT–COMM./INDUST.
029-37-6224	VACANT – COMM./INDUST.
041-30-7841	OFFICE BLDG. – COMM./INDUST.
040-39-8734	URBAN TRANSITIONAL
040-39-5426	VACANT – TRANS. <20 AC.
040-39-1727	SINGLE FAMILY RESIDENCE
040-39-0661	SINGLE FAMILY RESIDENCE
040-38-7478	VACANT – COMM./INDUST.
040-38-1852	VACANT – COMM./INDUST.
040-37-7561	OFFICE BLDG.

GENERAL NOTES:

SOURCE OF INFORMATION:

1. BOUNDARY INFORMATION SHOWN FROM ALTA/ACSM TITLE SURVEY, PREPARED BY BURGESS & NIPLE, INC., DATED AUG. 29, 2005.
2. ADJACENT BOUNDARY INFORMATION SHOWN OBTAINED FROM LOUDOUN COUNTY G.I.S. DATA.
3. FLOODPLAIN LIMITS SHOWN OBTAINED FROM THE FLOODPLAIN MAP OF LOUDOUN COUNTY G.I.S. DATA AND APPROVED FLOODPLAIN LOCATION FROM VDOT PROJECT #0028–053–114.
4. TOPOGRAPHIC AND PLANIMETRIC INFORMATION SHOWN OBTAINED FROM AIR SURVEY PHOTOGRAMMETRIC MAPPING SERVICE DATUM NGVD29.
5. ADJACENT PROPERTY OWNER INFORMATION OBTAINED FROM THE LOUDOUN COUNTY REAL ESTATE TAX, ASSESSMENT & PARCEL DATABASE.
6. ILLUSTRATIVE PLANS ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING AND ARCHITECTURAL DESIGN.

PROJECT TEAM

OWNER / APPLICANT

NA DULLES REAL ESTATE INVESTOR, LLC,
A DELAWARE LIMITED LIABILITY COMPANY
c/o TRITEC DEVELOPMENT GROUP, LLC
45 RESEARCH WAY, SUITE 100
EAST SETAUKET, NEW YORK 11733
PHONE: 703–797–2077 EXT. 101 OR 102

PLANNER

CMSS ARCHITECTS PC
11911 FREEDOM DRIVE SUITE 750
ONE FOUNTAIN DRIVE
RESTON, VA. 20190
PHONE: (703) 481–6677

ATTORNEY

HUNTON & WILLIAMS LLP
1751 PINNACLE DRIVE SUITE 1700
MCLEAN, VA. 22102
PHONE: (703) 714–7400

ENGINEER

URBAN ENGINEERING & ASSOCIATES, INC.
7712 LITTLE RIVER TURNPIKE
ANNANDALE, VA. 22003
PHONE: (703) 642–8080

TRANSPORTATION

GOROVE/SLADE ASSOCIATES, INC.
1175 HERNDON PARKWAY SUITE 600
HERNDON, VA. 20170
PHONE: (703) 787–9595

ENVIRONMENTAL

WETLANDS STUDIES AND SOLUTIONS, INC.
5300 WELLINGTON BRANCH DRIVE, SUITE 100
GAINESVILLE, VA 20155
PHONE: (703) 679–5600

ENVIRONMENTAL / GEOTECHNICAL

GEO CONCEPTS ENGINEERING, INC.
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ASHBURN, VA. 20147
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Issue
Date Description

Project Name
KINCORA
KINCORA VILLAGE CENTER
Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356
Date OCT., 2008
Drawing Title
OVERVIEW SHEET
Scale: AS NOTED
Drawing Number
2
Sheet 2 of 37 ZP-1675-2

Urban, Ltd. – M:\Jobs\Kincora\zmap\1675-2-OV.dwg [OVERVIEW] April 09, 2010 – 10:57am tburroughs

SOILS LEGEND

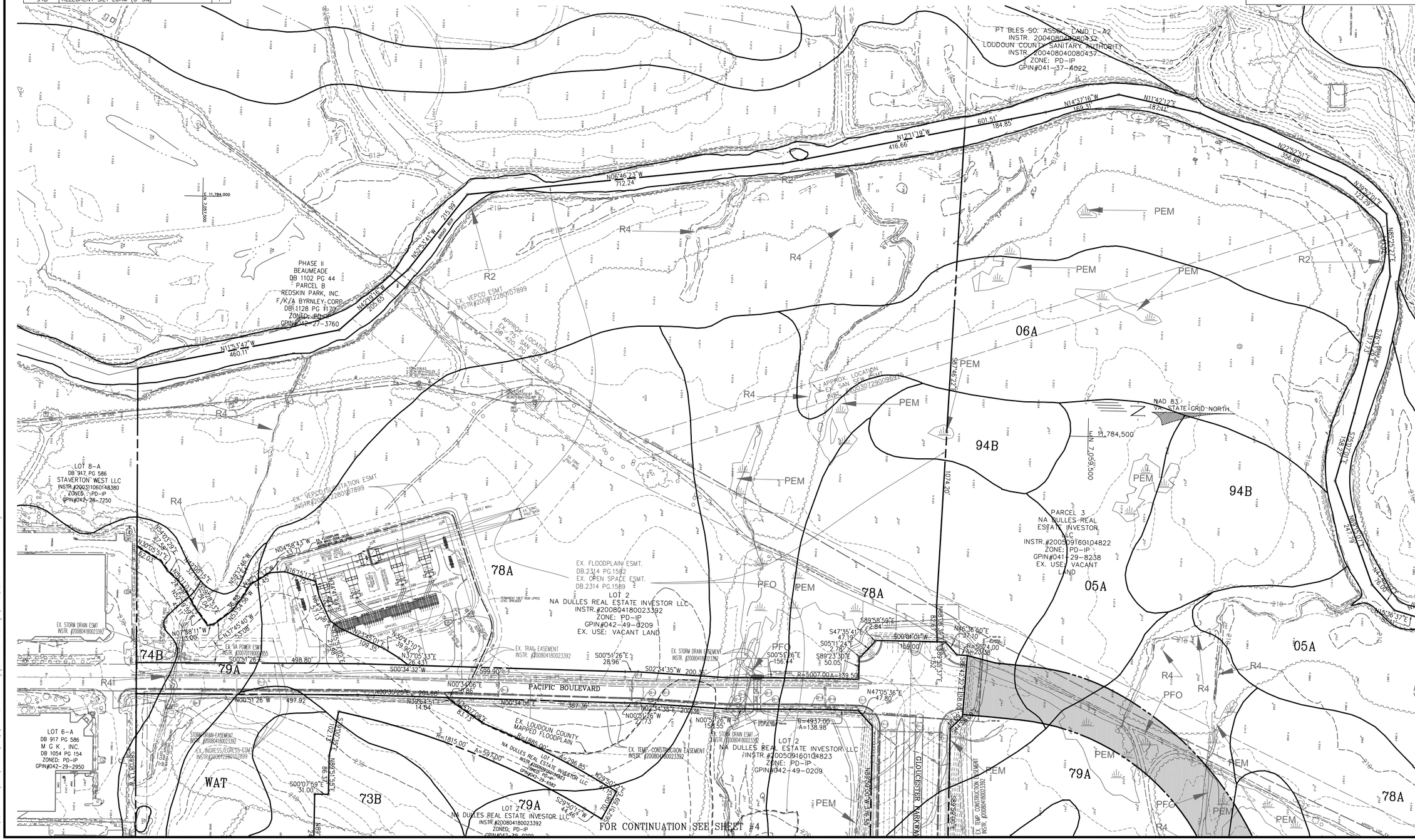
NUMBER	NAME	CLASS
05A	ROWLAND SILT LOAM (0–3%)	IV
06A	BOWMANSVILLE SILT LOAM (0–3%)	IV
14B	MANASSAS SILT (1–8%)	II
60C	SYCOLINE–CATLETT COMPLEX (7–15%)	IV
60D	CATLETT GRAVELLY SILT LOAM (15–25%)	IV
62B	KELLY–SYCOLINE COMPLEX (3–8%)	II
63A	KELLY SILT LOAM (0–3%)	IV
64B	LEGORE LOAM (3–8%)	II
67B	HAYMARKET AND JACKLAND SOILS (2–8%)	II
68B	HAYMARKET AND JACKLAND SOILS, VERY STONY (2–8%)	V
68C	HAYMARKET AND JACKLAND SOILS, VERY STONY (8–15%)	V
69A	ELBERT SILTY CLAY LOAM (0–3%)	IV
73B	PENN SILT LOAM (3–8%)	II
74B	ASHBURN SILT (1–8%)	II
77C3	NESTORIA GRAVELLY SILT LOAM, SEVERELY ERODED (8–15%)	IV
77D3	NESTORIA GRAVELLY SILT LOAM, SEVERELY ERODED (15–25%)	V
78A	DULLES SILT LOAM (0–3%)	II
79A	ALBANO SILT LOAM (0–3%) BRIEF PONDING	IV
94B	ALLEGHENY SILT LOAM (0–5%)	I

COWARDIN CLASSIFICATION

PSS	PALUSTRINE SCRUB–SHRUB WETLAND
PEM	PALUSTRINE EMERGENT WETLAND
POW	PALUSTRINE OPEN WATER
PFO	PALUSTRINE FORESTED WETLANDS
R2	LOWER PERENNIAL STREAM
R4	RIVERINE INTERMITTENT

LEGEND

- EXISTING TREE LINE
- PROPERTY LINE
- DRAINAGE WAY
- EXISTING STORM SEWER
- EXISTING SANITARY
- EXISTING CONTOUR
- FLOODPLAIN
- WETLANDS
- 94B SOILS LINE
- MODERATE SLOPES (SLOPES 15% TO 25%)
- VERY STEEP SLOPES (SLOPES >25%)
- NOT INCLUDED IN REZONING; TO REMAIN PD–IP PER 1972 ORDINANCE



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Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

SOILS AND EXISTING CONDITIONS PLAN

Scale: 1"=100'

Drawing Number

3

Sheet 3 of 37 ZP-1675-2

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Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

SOILS AND EXISTING CONDITIONS PLAN

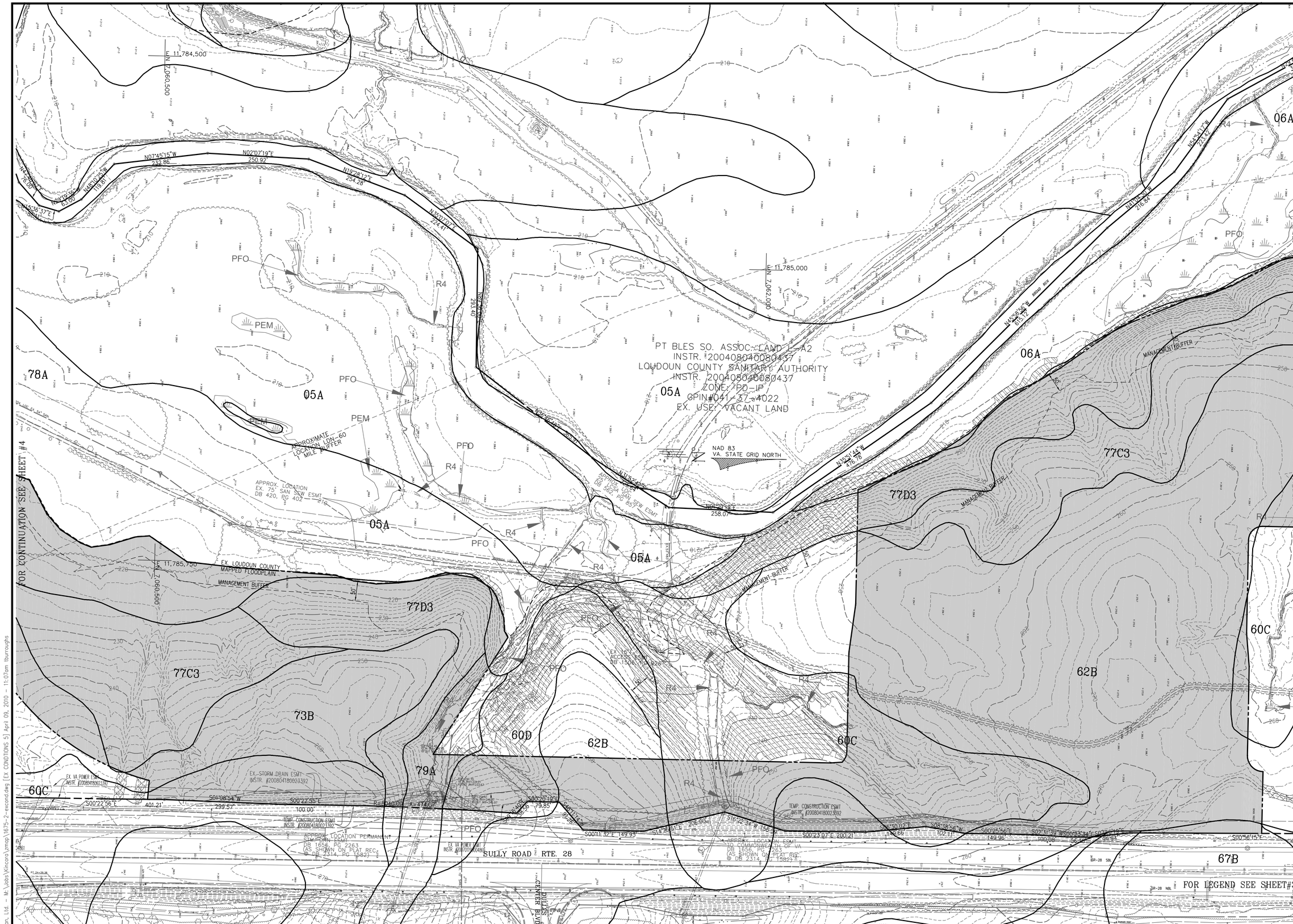
Scale: 1"=100'

Drawing Number

4

Sheet 4 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-excond.dwg [EX CONDITIONS 5] April 09, 2010 - 11:05am tburroughs



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KINCORA

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Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

SOILS AND EXISTING CONDITIONS PLAN

Scale: 1"=100'

Drawing Number

5

Sheet 5 of 37 ZP-1675-2

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Issue

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Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

SOILS AND EXISTING CONDITIONS PLAN

Scale: 1"=100'

Drawing Number

6

Sheet 6 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-excond.dwg [EX CONDITIONS 6] April 09, 2010 - 11:08am tburroughs

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Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

SOILS AND EXISTING CONDITIONS PLAN

Scale: 1"=100'

Drawing Number

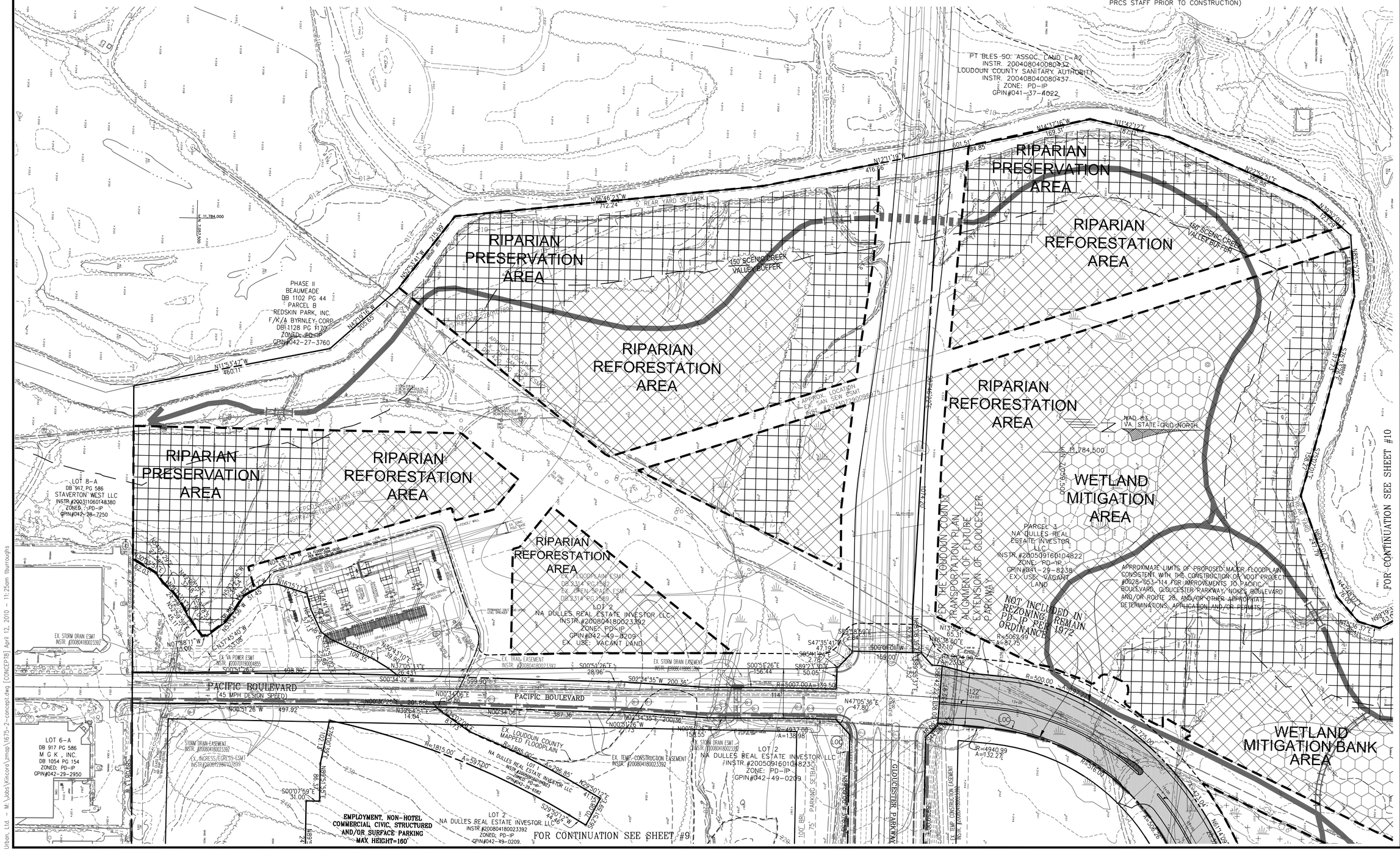
7

Sheet 7 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\vmap\1675-2-excond.dwg [EX CONDITIONS 7] April 09, 2010 - 11:10am tburroughs

LEGEND:

- LIMITS OF CLEARING
- MODERATE SLOPES (SLOPES 15% TO 25%)
- VERY STEEP SLOPES (SLOPES >25%)
- NOT INCLUDED IN REZONING; TO REMAIN PD-IP PER 1972 ORDINANCE
- TRAILHEAD LOCATIONS ARE CONCEPTUAL AND SUBJECT TO ADJUSTMENT AT FINAL ENGINEERING IN COORDINATION WITH PRCS STAFF.
- NATURAL PERMEABLE SURFACE PEDESTRIAN TRIAL (FINAL ALIGNMENT TO BE FIELD COORDINATED WITH PRCS STAFF PRIOR TO CONSTRUCTION)
- RIPARIAN PRESERVATION AREA
- RIPARIAN REFORESTATION AREA
- WETLAND MITIGATION AREA
- WETLAND MITIGATION BANK AREA



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Drawn By	Checked By
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Project No. 08-356

Date OCT., 2008

Drawing Title

CONCEPT PLAN

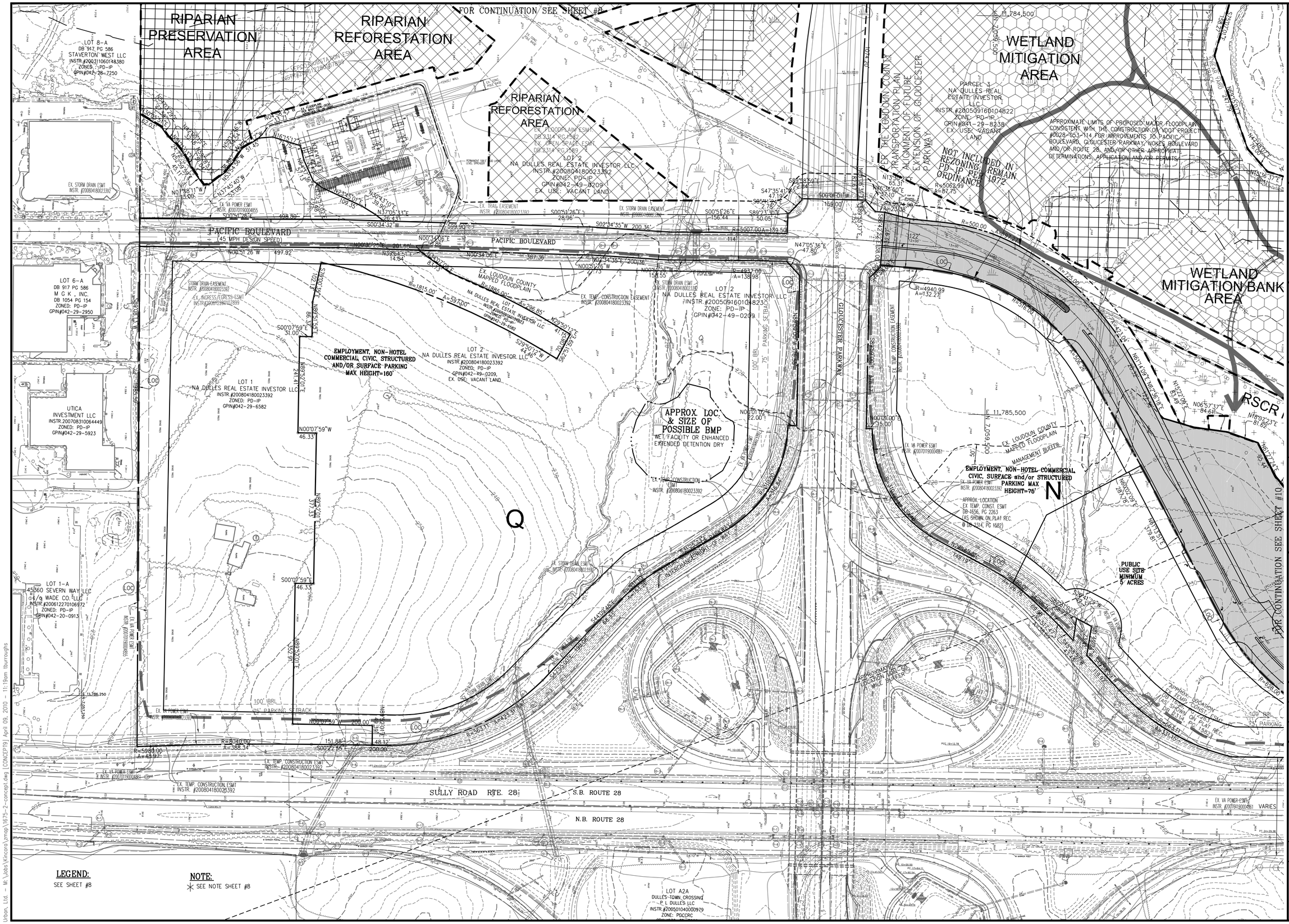
Scale: 1"=100'

Drawing Number

8

Sheet 8 of 37 ZP-1675-2

Urban, Ltd. – M:\Jobs\Kincora\zmap\1675-2-concept.dwg [CONCEPT18] April 12, 2010 – 11:25am tburoughs



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Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

CONCEPT PLAN

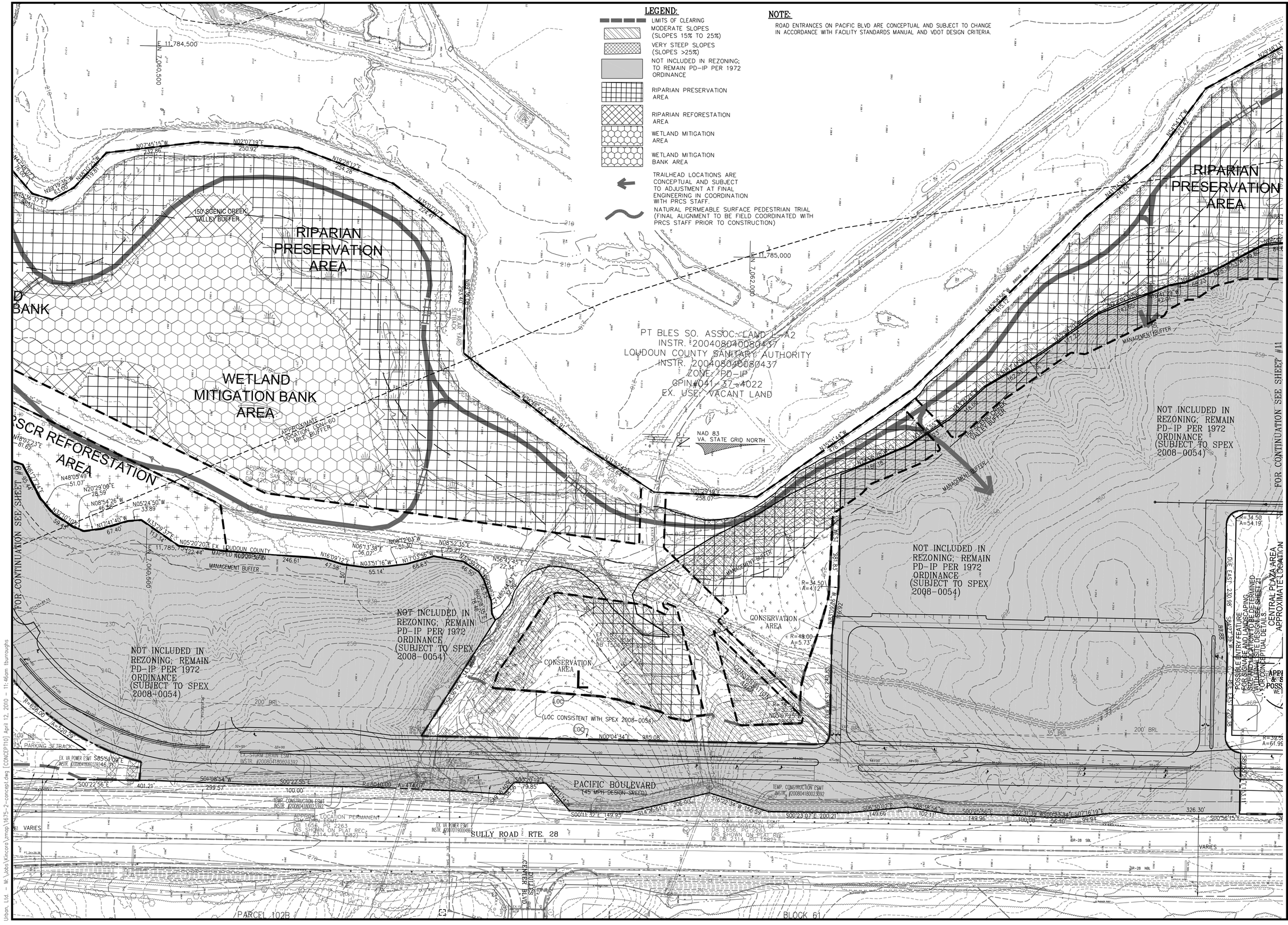
Scale: 1"=100'

Drawing Number

9

Sheet 9 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-concept.dwg [CONCEPT19] April 09, 2010 - 11:19am tburroughs



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Project No. 08-356

Date OCT., 2008

Drawing Title

CONCEPT PLAN

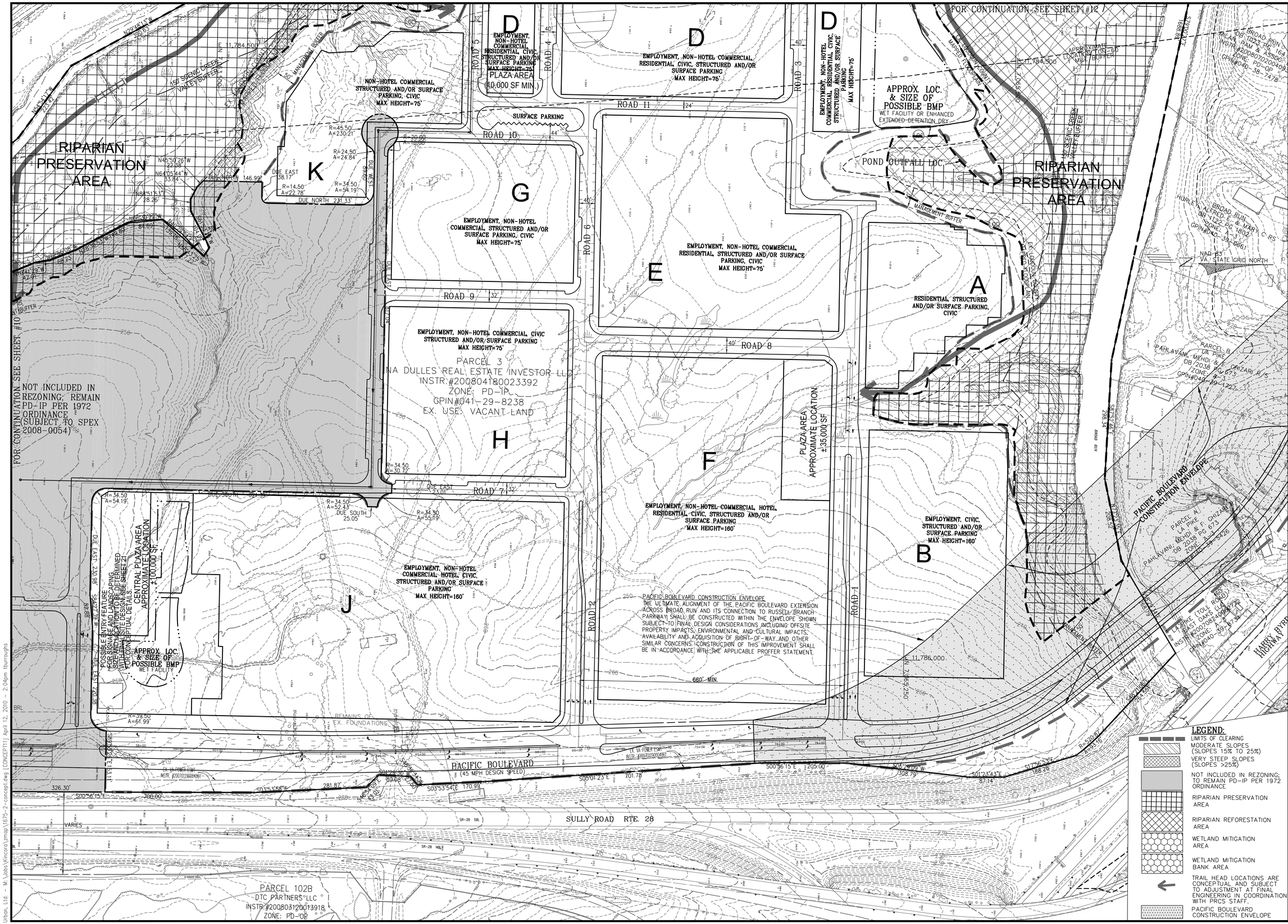
Scale: 1"=100'

Drawing Number

10

Sheet 10 of 37 ZP-1675-2

Urban, Ltd. - M:\jobs\Kincora\zmap\1675-2-concept.dwg [CONCEPT10] April 12, 2010 - 11:46am tburaughs



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Date OCT., 2008

Drawing Title

CONCEPT PLAN

Scale: 1"=100'

Drawing Number

11

Sheet 11 of 37 ZP-1675-2

Urban, Ltd - M:\Jobs\Kincora\zmap\1675-2-concept.dwg [CONCEPT11] April 12, 2010 - 2:04pm tburroughs

LEGEND:

- LIMITS OF CLEARING
- MODERATE SLOPES (SLOPES 15% TO 25%)
- VERY STEEP SLOPES (SLOPES >25%)
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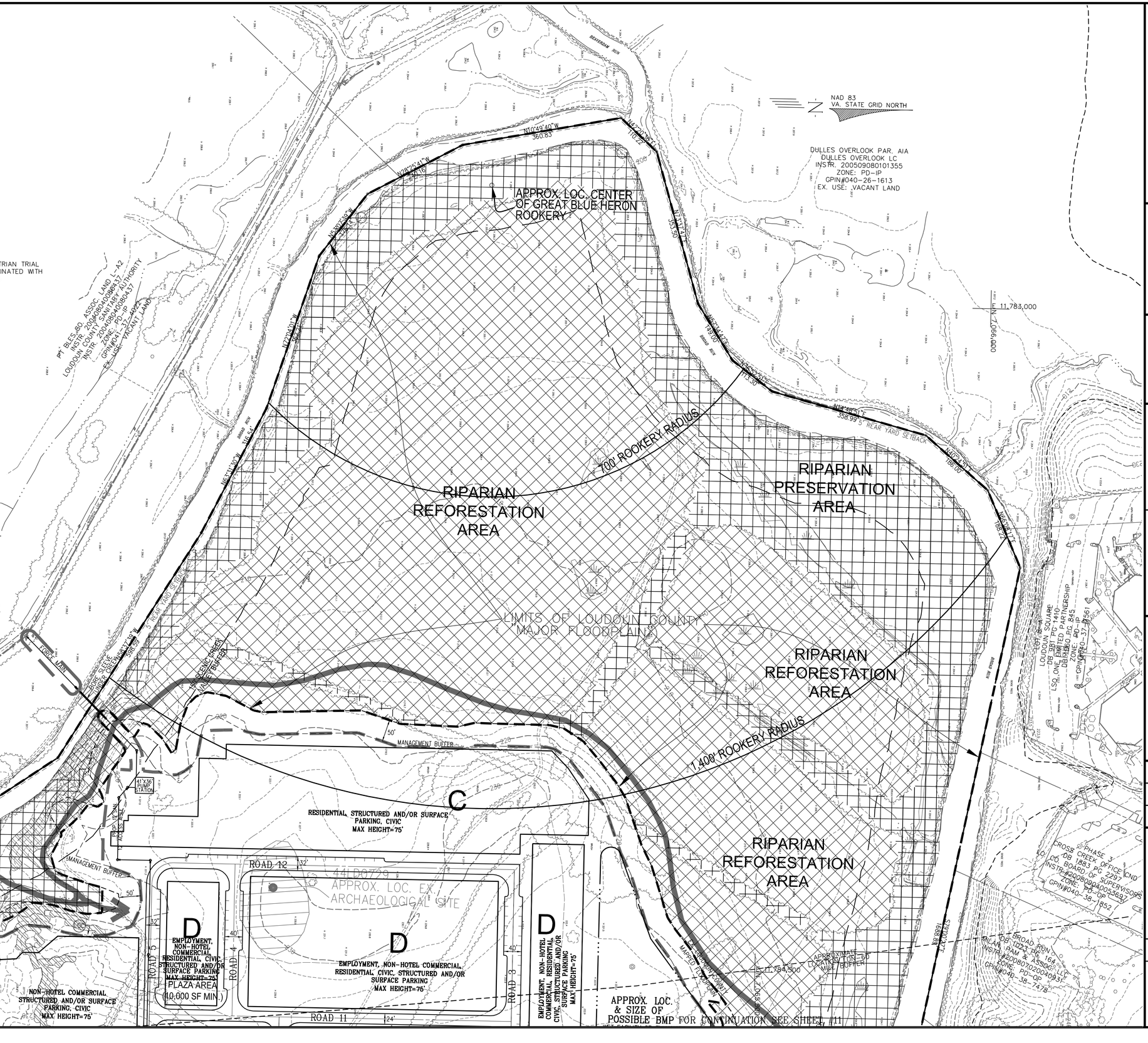
- RIPARIAN PRESERVATION AREA
- RIPARIAN REFORESTATION AREA
- WETLAND MITIGATION AREA
- WETLAND MITIGATION BANK AREA
- TRAIL HEAD LOCATIONS ARE CONCEPTUAL AND SUBJECT TO ADJUSTMENT AT FINAL ENGINEERING IN COORDINATION WITH PRCS STAFF.
- NATURAL PERMEABLE SURFACE PEDESTRIAN TRIAL (FINAL ALIGNMENT TO BE FIELD COORDINATED WITH PRCS STAFF PRIOR TO CONSTRUCTION)



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Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
2	COUNTY COMMENTS	10-02-09
3	COUNTY COMMENTS	01-08-10
4	COUNTY COMMENTS	04-09-10

Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

CONCEPT PLAN

Scale: 1"=100'

Drawing Number

12

Sheet 12 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-concept.dwg [CONCEPT12] April 12, 2010 - 2:09pm tburroughs

PROPOSED ZONING AREAS

TOTAL PROPERTY AREA= 17,287,887 SF. OR 396.87 AC.
(ACTUAL SURVEYED BOUNDARY AFTER VDOT RIGHT OF WAY ACQUISITION WITH PROJECT 0028-053-1140)

NOT INCLUDED IN REZONING; TO REMAIN PD-IP PER 1972 ORDINANCE (SUBJECT TO SPEX 2008-0054) AREA= 2,625,530 SF OR 60.27 AC.

PD-MUB TOTAL APPLICATION AREA= 14,662,357 SF. OR 336.60 AC.

A. FLOODPLAIN AREAS:
1. LOUDOUN COUNTY MAPPED FLOODPLAIN AREA OF PD-MUB APPLICATION AREA = 7,784,317 SF. OR 178.70 AC.
2. PORTION OF FLOODPLAIN AREA TO BE DEDICATED FOR PUBLIC PARK PURPOSES (7,061,511 SF OR 162.11 AC.)

B. PUBLIC RIGHT-OF-WAY DEDICATION AREAS:
1. TOTAL DEDICATION AREA FOR PACIFIC BOULEVARD AND GLOUCESTER PARKWAY = 519,143 SF. OR 11.92 AC.
2. DEDICATION AREA WITHIN FLOODPLAIN AREA = 201,092 SF. OR 4.62 AC.
3. DEDICATION AREA OUTSIDE OF FLOODPLAIN AREA = 318,051 SF. OR 7.30 AC.

C. OPEN SPACE AREAS (SEE SHEETS #36 & 37):
1. SITE AREA = 336.60 AC; MINIMUM OPEN SPACE REQUIRED IS 10% = 33.66 AC.
2. MINIMUM OPEN SPACE PROVIDED = 34.90 AC. (EXCEEDS MINIMUM)

PD-MUB DEVELOPABLE AREA (INCLUDING FLOODPLAIN) = PD-MUB TOTAL AREA – B.1.
= 14,662,357 SF. – 515,511 SF.
= 14,143,214 SF. OR 324.68 AC.

PD-MUB DEVELOPABLE AREA (EXCLUDING FLOODPLAIN) = PD-MUB AREA – A.1. – B.3.
= 14,662,357 SF. – 7,784,317 SF. – 318,051 SF.
= 6,559,989 SF. OR 150.60 AC.

Kincora
MUB Land Bays and Development Phasing

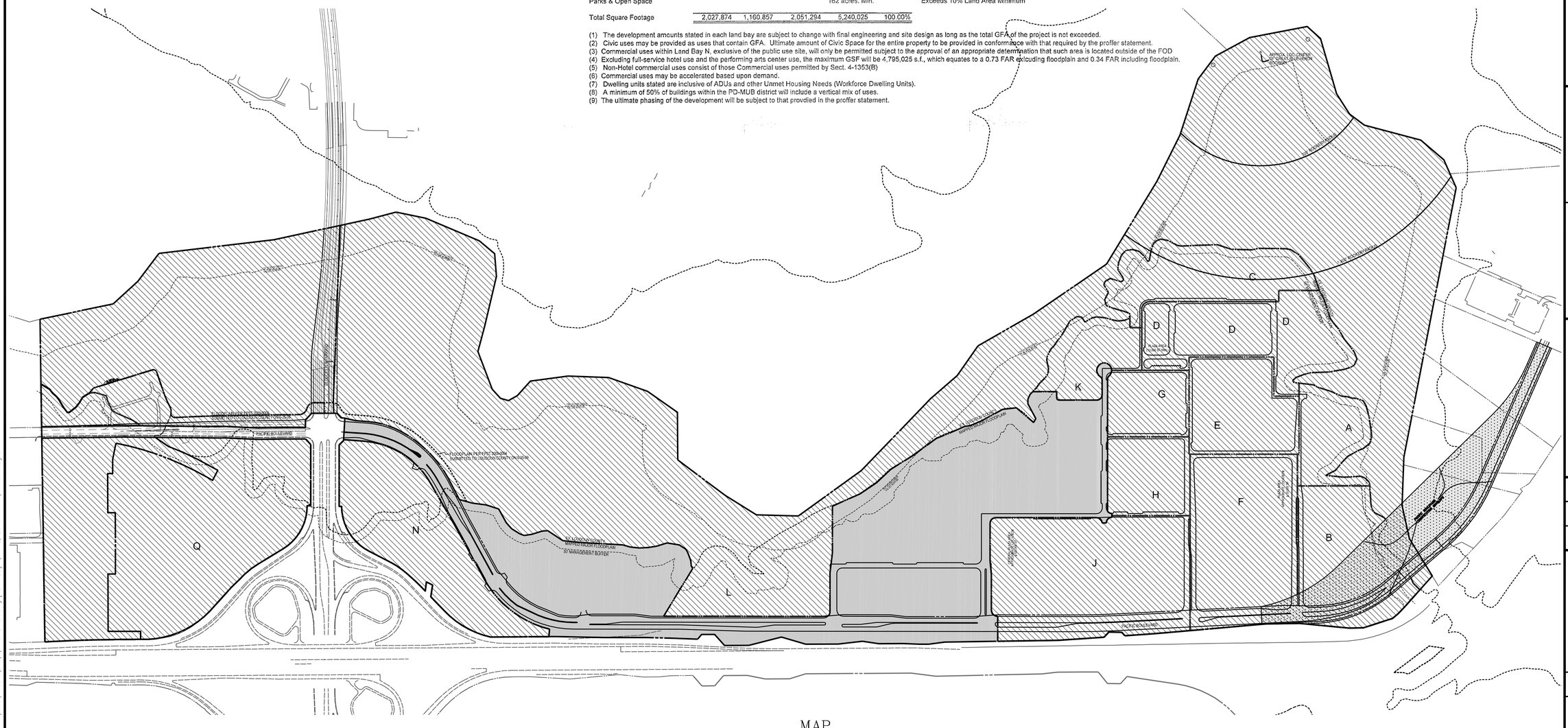
Land Bays (1)	Size	Employment	Non-Hotel Commercial	Hotel (sq ft)	Hotel Units	Residental (sq ft)	Residential Units	Civic Uses (2)	Gross Sq. Ft. (GSF)
A	220,860					281,000	255		281,000
B	206,241	450,000				-			450,000
C	402,957					446,000	405		446,000
D	522,857	375,000	63,000			176,000	160		614,000
E	367,652	10,000	53,000			521,000	472		584,000
F	624,010	558,000	30,000	345,000	420	120,000	108		1,053,000
G	204,238	86,200	56,200						142,400
H	245,170	93,000	65,000						158,000
J	730,570	300,000	62,625	130,000	150			100,000	592,625
K	221,619		40,000						40,000
L	439,960								-
N (3)	616,601							5,000	5,000
Q	1,732,116	850,000	24,000						874,000
Totals	6,534,851	2,722,200	393,825	475,000	570	1,544,000	1,400	105,000	5,240,025

	Area (sq ft)	FAR (4)
Developable Area (Including Floodplain)	14,069,538	0.37
Developable Area (Excluding Floodplain)	6,542,043	0.80

	Phase 1	Phase 2	Phase 3	GSF	% of FAR	
Employment	800,000	300,000	1,622,200	2,722,200	51.95%	Exceeds 40% Minimum
Non-Hotel Commercial (5)	195,000	105,000	93,825	393,825	7.52%	Exceeds 5% Minimum
Hotel	150,000	325,000		475,000	9.06%	
Civic (2)	5,000	100,000		105,000	2.00%	
Total - Non Residential (6)	1,150,000	830,000	1,716,025	3,696,025	70.53%	
Multifamily Residential (sq ft)	877,874	330,857	335,269	1,544,000	29.47%	Exceeds 10% Minimum
Multifamily Units (7)	796	300	304	1,400		9.3 du/ac
Parks & Open Space				162 acres. Min.		Exceeds 10% Land Area Minimum
Total Square Footage	2,027,874	1,160,857	2,051,294	5,240,025	100.00%	

(1) The development amounts stated in each land bay are subject to change with final engineering and site design as long as the total GFA of the project is not exceeded.
(2) Civic uses may be provided as uses that contain GFA. Ultimate amount of Civic Space for the entire property to be provided in conformance with that required by the proffer statement.
(3) Commercial uses within Land Bay N, exclusive of the public use site, will only be permitted subject to the approval of an appropriate determination that such area is located outside of the FOD
(4) Excluding full-service hotel use and the performing arts center use, the maximum GSF will be 4,795,025 s.f., which equates to a 0.73 FAR excluding floodplain and 0.34 FAR including floodplain.
(5) Non-Hotel commercial uses consist of those Commercial uses permitted by Sect. 4-1353(B)
(6) Commercial uses may be accelerated based upon demand.
(7) Dwelling units stated are inclusive of ADUs and other Unmet Housing Needs (Workforce Dwelling Units).
(8) A minimum of 50% of buildings within the PD-MUB district will include a vertical mix of uses.
(9) The ultimate phasing of the development will be subject to that provdied in the proffer statement.

LANDBAY	AREA
LANDBAY: A	220,860 SF 5.07 AC.
LANDBAY: B	425,254 SF 9.76 AC.
LANDBAY: C	402,957 SF 9.25 AC.
LANDBAY: D	522,857 SF 12.00 AC.
LANDBAY: E	367,652 SF 8.44 AC.
LANDBAY: F	624,010 SF 14.33 AC.
LANDBAY: G	204,238 SF 4.69 AC.
LANDBAY: H	245,170 SF 5.63 AC.
LANDBAY: J	730,570 SF 16.77 AC.
LANDBAY: K	221,619 SF 5.09 AC.
LANDBAY: L	439,960 SF 10.10 AC.
LANDBAY: N	616,601 SF 14.16 AC.
LANDBAY: Q	1,732,116 SF 39.76 AC.
TOTAL	6,753,864 SF 155.05 AC.



MAP
SCALE: 1"=300'

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Date Description

Project Name
KINCORA
KINCORA VILLAGE CENTER
Broad Run Election District
Loudoun County, Virginia

Drawn By TB | Checked By ESS
Project No. 08-356
Date OCT., 2008

Drawing Title
CONCEPT PLAN TABULATION SHEET

Scale: 1"=300'

Drawing Number
13
Sheet 13 of 37 ZP-1675-2

Urban, Ltd. – M:\Jobs\Kincora\zmap\1675-2-tab.dwg [13 TABS] April 12, 2010 – 1:49pm tburroughs

ZONING MODIFICATIONS

REQUIRED	PROPOSED
ZO SEC 4-1356(C) BUILDING HEIGHT	INCREASE PERMITTED BUILDING HEIGHT TO 160 FEET FOR LANDBAYS B,F,J & Q
ZO SEC 4-1356(B)1 YARDS. FRONT	INCREASE MAXIMUM FRONT YARD TO 150 FEET FOR LANDBAY B,F,J & N. 620 FEET FOR LANDBAY Q.
ZO SEC 4-1356(B)3 YARDS. REAR	REDUCE MINIMUM REAR YARD TO 0 FEET.
ZO SEC 4-1359(D)2 PRIVATE STREETS	REQUEST MODIFICATION TO ALLOW PRIVATE STREETS WITH THE LAYOUT AND USES PROPOSED.
ZO SEC 4-1358(B)2 PARKING LOT LANDSCAPING	REDUCE PERIPHERAL PARKING LANDSCAPE STRIP, AS REQUIRED BY Z.O. SECTION 5-1413(C)(1)a & 5-1413(C)(2)a, FROM 10 FEET TO 6 FEET.
ZO SEC 4-1358(C) STREET TREE DENSITY	REDUCE TREE DENSITY CALCULATION FROM 1 TREE PER 25 LINEAR FEET TO 1 TREE PER 44 LINEAR FEET OF BLOCK LENGTH FOR STREETS WITH ON-STREET PARKING AND TO 1 TREE PER 35 LINEAR FEET OF BLOCK LENGTH FOR TREES WITH NO ON-STREET PARKING. REFER TO OVERALL TREE CANOPY PLAN FOR ADDITIONAL INFORMATION.

FSM AND LSDO MODIFICATIONS

REQUIRED	PROPOSED
FSM SEC 4.310(C) GENERAL DESIGN REQUIREMENTS	REDUCE MINIMUM PERMITTED ROAD JOG CENTER LINE OFFESETS FROM 225 FEET TO 90 FEET.
FSM SEC 4.310(G) GENERAL DESIGN REQUIREMENTS	REDUCE THE MINIMUM DISTANCE BETWEEN CURB RETURNS AND CURB CUTS FROM 50 FEET TO 0 FEET.
FSM SEC 4.330(B)(2) PRIVATE ROADWAY STANDARDS CATEGORY A ROADWAYS	REDUCE THE ROADWAY CROSS SECTION EASEMENT LIMIT FROM 6 FEET BEHIND THE FACE OF CURB TO 0.5 FEET BEHIND THE CURB.
FSM SEC 4.330(B)(3) PRIVATE ROADWAY STANDARDS CATEGORY A ROADWAYS	REDUCE THE CURVE RADIUS FOR CATEGORY A1, A2, A3, A4 AND A5 ROADS FROM 110, 165, 338 AND 478 FEET TO 50 FEET; REDUCE THE DESIGN SPEEDS FOR A2, A3, A4 AND A5 ROADS FROM 25, 30 AND 35 MILES PER HOUR TO 20 MILES PER HOUR; AND REDUCE SIGHT DISTANCE REQUIREMENTS ON CATEGORY A1, A2, A3, A4 AND A5 ROADS FROM 150, 200 AND 275 FEET TO 100 FEET.
LSDO SEC 1245.01(2) LOTS AND BUILDING AREA	DELETE THE REQUIREMENT THAT ALL LOTS FRONT ON A PUBLIC STREET MAINTAINED BY THE VIRGINIA DEPARTMENT OF TRANSPORTATION.

ADU / UNMET HOUSING NEEDS (WORKFORCE DWELLING UNITS) ANALYSIS:

AFFORDABLE DWELLING UNITS (ADUs) REQUIRED = 6.25% OF TOTAL
1,400 MFD UNITS x 6.25% = 88 UNITS REQUIRED**

**NOTE:

ADU AND UNMET HOUSING NEEDS (WORKFORCE DWELLING UNITS) WILL BE PROVIDED IN AN AMOUNT NOT LESS THAN 16.25% OF THE TOTAL APPROVED DWELLING UNITS AND IN ACCORDANCE WITH THE APPLICABLE PROFFER STATEMENT.

PARKING TABULATION:

PD-MUB

PARKING

OFFICE USE - 2,722,200 SF @ 4 SPACES/1000 SF UP TO 30,000 SF; 3.3 SPACES/1000 SF THEREAFTER	= 9,005 SPACES
RETAIL USE (SHOPPING CENTER) 398,825 SF @ 4 SPACES/1000 SF	= 1,596 SPACES
HOTEL USE - 50 EMPLOYEES + 720 UNITS	= 770 SPACES
RESIDENTIAL USE - 1.5 X 532 1 BR + 2 X 868 2 BR = 2534 SPACES	= 2,534 SPACES
TOTAL SPACES REQUIRED	=13,905 SPACES

LOADING

OFFICE USE - 0 SPACES/1ST 30,000 SF + 1 SPACES/100,000 SF = 2,722,200 @ 1 SPACE/100,000 SF	= 27 SPACES
RETAIL USE (SHOPPING CENTER) 1 SP/50,000 SF UP TO 100,000 SF + 1 SP/100,000 SF UP TO 500,000 SF = 2 SPACES + 398,825 @ 1 SP./100,000 SF (SHOPPING CENTER)	= 5 SPACES
HOTEL USE -	=1 SPACE
RESIDENTIAL USE -	= 0 SPACES
TOTAL LOADING SPACES REQUIRED	= 33 SPACES

PARKING/LOADING SPACES PROVIDED:

THE ABOVE PARKING TABULATIONS ARE SCHEMATIC AND DEMONSTRATE THE MAGNITUDE OF PARKING REQUIRED. A MINIMUM OF THE COUNTY REQUIRED PARKING SPACES WILL BE PROVIDED AT THE TIME OF FINAL SITE PLAN. THE COUNTY MINIMUM REQUIRED PARKING WILL BE PROVIDED AND/OR EXCEEDED.

STRUCTURED PARKING PROVIDED = ±10,200 SPACES

(A MINIMUM OF 50% OF THE PROVIDED PARKING SPACES AT FULL BUILDOUT WILL BE STRUCTURED PARKING)

PROPOSED ZONING:

REQUIRED	PROPOSED
PD-MUB (REVISED 1993 ZONING ORDINANCE)	
DISTRICT SIZE: 25 ACRE MIN. (4-1352)	336.60
LOCATION: AREAS SERVED BY PUBLIC SEWER AND WATER	YES
LOT SIZE: NO MINIMUM (4-1356-A)	2,500 SF MIN.
YARDS, (4-1356-B)	
FRONT: NO MIN., 30' MAX. SEE SECTION 5-900 FOR ARTERIAL AND COLLECTOR ROADS. THE MAXIMUM FRONT YARD CAN BE EXPANDED TO 50 FEET WHERE A COURTYARD, PLAZA, TERRACE, OR OTHER COMMON GATHERING SPACE, THAT IS A MINIMUM OF 300 SF, IS PROVIDED ADJACENT TO THE FRONT PROPERTY LINE (4-1356-B1)	NO MIN., 620' MAX. (MOD. REQUESTED)
SIDE: NO REQUIREMENT (4-1356-B2)	0'
REAR: 5' MINIMUM (4-1356-B3)	0' (MOD. REQUESTED)
ADJACENT TO ROADS: (5-900)	
100' BUILDING, 75' PARKING (ADJACENT TO ARTERIAL ROAD)	100' BUILDING, 75' PARKING
75' BUILDING, 35' PARKING (ADJACENT TO MAJOR COLLECTOR ROAD)	75' BUILDING, 35' PARKING IF AND WHERE APPLICABLE
0' MINIMUM, 30' MAX (ADJACENT TO ANY OTHER ROAD) PUBLIC ROAD RIGHT OF WAY DOES NOT INCLUDE PRIVATE STREETS TO PUBLIC ROADS.	VARIES
50' BUILDING, 50' PARKING (ADJACENT TO ROUTE 7)	50' MIN. FOR BOTH
100' BUILDING, 75' PARKING (ADJACENT TO ROUTE 28)	100' BUILDING, 75' PARKING
PARK AND OPEN SPACE 10% OF THE LAND AREA REQUIRED 33.66 AC.	48% OR 162 AC. (min.)
BUILDING HEIGHT: 75' MAXIMUM (4-1356-C)	75'MAX.(160' MAXIMUM AND 0' SETBACK MOD. REQUESTED FOR HEIGHT FOR LANDBAYS B,F,J AND Q)
FLOOR AREA RATIO (FAR) (4-1357-A) 0.50 MAX EXCLUSIVE OF THE FLOODPLAIN OVERLAY DISTRICT (FOD) UNLESS A 25' NATURAL BUFFER IS MAINTAINED.	0.80 (SEE INCENTIVES BELOW) THIS APPLICATION IS FOR AN FAR OF 0.80 (0.37 EXCLUSIVE OF FLOODPLAIN) AS CALCULATED ON SHEET 13. THE MAXIMUM ALLOWABLE FAR IS 1.0 AS JUSTIFIED BY THE INCENTIVES SUMMARY BELOW.
RESIDENTIAL DENSITY: (4-1357-B) 16 DWELLING UNITS PER ACRE MAXIMUM, EXCLUDING THE AREA OF THE FOD UNLESS A 25 NATURAL BUFFER IS MAINTAINED. (4-1359 (D) 2) IF THE CONCEPT DEVELOPMENT PLAN LOCATES THE RESIDENTIAL USES WITHIN 1200 FEET OF THE PRINCIPAL BUSINESS USES, AND DEMONSTRATES THAT 75% OF STRUCTURES ARE MULTI-STORY MIXED USE STRUCTURES, THEN THE LOCAL STREETS MAY BE PRIVATE STREETS.	1400 UNITS/150 AC. = 9.3 UNITS/ACRE PROVIDED (4.16 UNITS/ACRE INCLUSIVE OF FLOODPLAIN) PRIVATE STREETS WILL BE PROVIDED (MOD. REQUESTED)

INCENTIVE PROGRAM: (4-1359 C AND D)

(C) FAR INCENTIVES. THE FOLLOWING FAR INCREASE CAN BE GRANTED SINGLY OR CUMULATIVELY, PROVIDED THAT IN NO CASE SHALL THE FAR FOR THE DISTRICT EXCEED 1.0.

+ (1) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO IF THE DISTRICT SIZE IS MINIMUM OF 100 ACRES. (WILL BE APPLIED) +.1

+ (2) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO IF STRUCTURED PARKING IS PROVIDED TO SATISFY AT LEAST 50% OF THE REQUIRED PARKING FOR THE DISTRICT. AN INCREASE OF 0.2 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO MAY BE GRANTED IF 100% OF THE OFF-STREET PARKING IS PROVIDED WITHIN STRUCTURED PARKING. SUCH STRUCTURED PARKING SHALL BE DESIGNED IN A MANNER THAT IS INTEGRATED WITH NEARBY BUILDING ARCHITECTURE TO MINIMIZE VISUAL IMPACT. (A MINIMUM OF 50% STRUCTURED PARKING TO BE PROVIDED AT FULL BUILDOUT) +.1

+ (3) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO IF AT LEAST 10% OF THE DWELLING UNITS PROVIDED ARE AFFORDABLE TO HOUSEHOLDS EARNING UP TO 100% OF THE WASHINGTON AREA MEDIAN INCOME (AMI), ARE LOCATED IN VERTICALLY MIXED BUILDINGS, AND THAT COVENANTS ARE RECORDED IN FAVOR OF THE COUNTY TO MAINTAIN SUCH AFFORDABILITY FOR A MINIMUM PERIOD OF 15 YEARS. (PROVIDED) +.1

+ (4) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO IF AT LEAST ONE OF THE FOLLOWING USES IS PROVIDED. IN ADDITION, THE FLOOR AREA OF SUCH USE WILL BE EXCLUDED FROM THE FAR CALCULATIONS:
(a) HOTEL, FULL-SERVICE TO INCLUDE A SIT-DOWN RESTAURANT, MEETING SPACE, AND AT LEAST TWO OF THE FOLLOWING IN HOUSE SERVICES: EXERCISE ROOM, ROOM SERVICE, OR CONCIERGE SERVICE. (WILL BE PROVIDED)
(b) ADULT DAY CARE FACILITY.
(c) THEATER, INDOOR, LIMITED TO LIVE PERFORMANCES. (WILL BE PROVIDED) +.1

+ (5) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO IF A LOCAL SHUTTLE SYSTEM OR OTHER PUBLIC TRANSPORTATION IMPROVEMENT IS PROVIDED BY THE APPLICANT/LANDOWNER. (PROVIDED) +.1

+ (6) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO WHEN AT LEAST 2 CONTIGUOUS LOTS THAT EXISTED AT THE TIME OF ADOPTION OF THIS ORDINANCE WITH EACH HAVING FRONTAGE ON AN ARTERIAL ROAD, SUBMIT A SINGLE ZONING MAP AMENDMENT APPLICATION TO A PD-MUB DISTRICT WITH THE CDP SHOWING NO DIRECT ACCESS ONTO AN ARTERIAL ROAD FROM ANY SUCH LOT. (PROVIDED) +.1

(7) THE BOARD OF SUPERVISORS MAY GRANT AN INCREASE OF 0.1 FAR ABOVE THE MAXIMUM PERMITTED FLOOR AREA RATIO WHEN AT LEAST 20% OF THE TOTAL FLOOR AREA OF THE DISTRICT ACHIEVES THE LEADERSHIP IN ENERGY AND ENVIRONMENTAL DESIGN (LEED) CERTIFICATION AT THE GOLD LEVEL. (N/A)

(D) ADDITIONAL INCENTIVES.

(1) AREAS WITHIN THE FOD CAN BE INCLUDED WHEN CALCULATING THE PERMISSIBLE FAR AND RESIDENTIAL DENSITY IF A 25 FOOT NATURAL BUFFER IS MAINTAINED FROM THE EDGE OF THE FOD.

(2) IF THE CONCEPT DEVELOPMENT PLAN LOCATES THE RESIDENTIAL USES WITHIN 1,200 FEET OF THE PRINCIPAL BUSINESS USES, AND DEMONSTRATES THAT 75% OF THE STRUCTURES ARE MULTI-STORY MIXED USE STRUCTURES, THEN THE LOCAL STREETS MAY BE PRIVATE STREETS. (THIS HAS BEEN PROVIDED)

+ DENOTES INCENTIVES THAT ARE ACHIEVED WITH THIS APPLICATION.

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Project Name

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

CONCEPT PLAN TABULATION SHEET

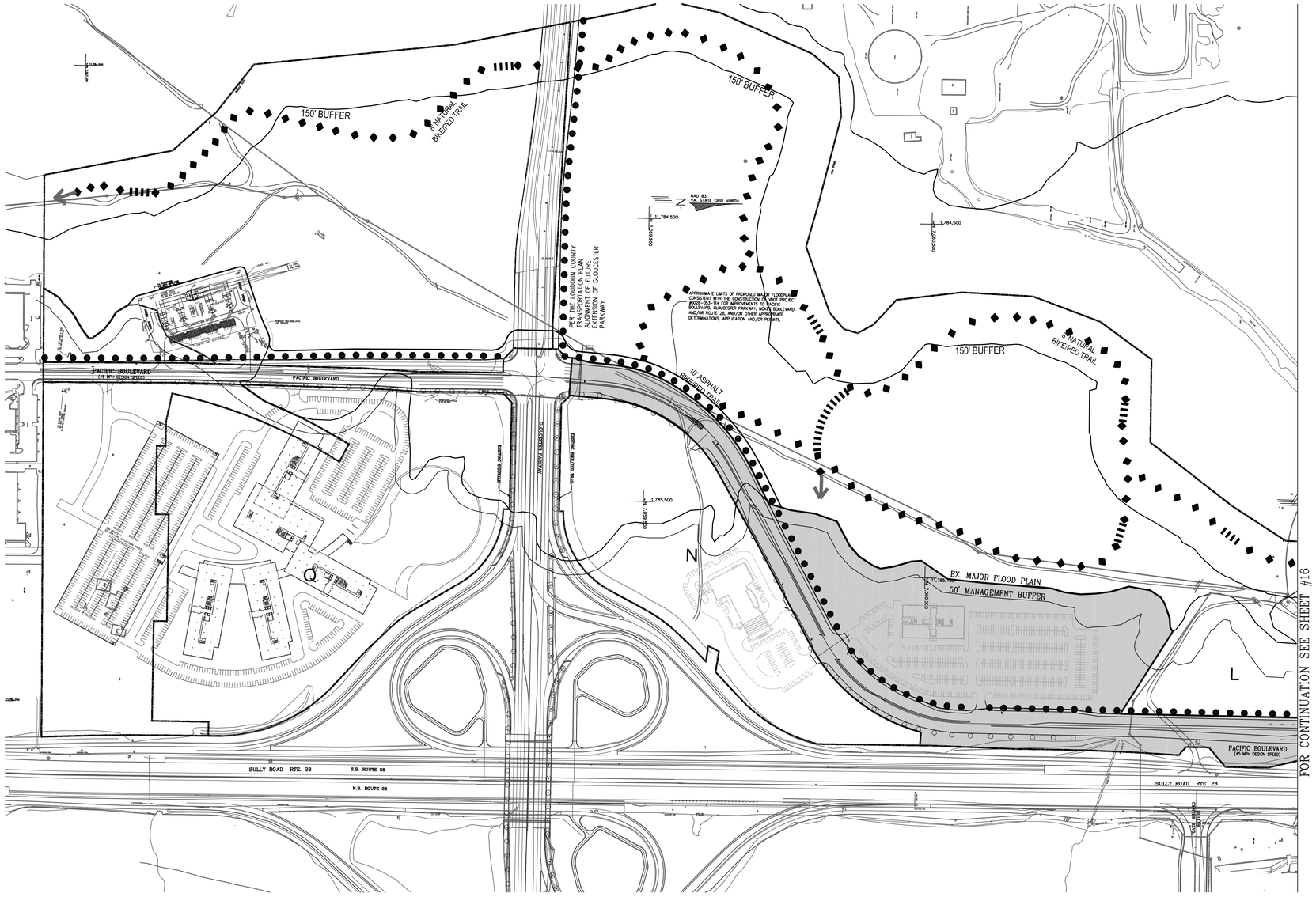
Scale: NTS

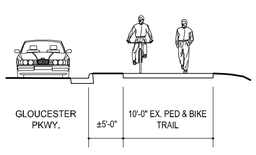
Drawing Number

14

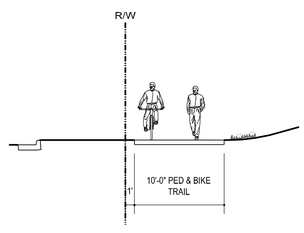
Sheet 14 of 37 ZP-1675-2

Urban, Ltd - M:\Jobs\Kincora\zmap\1675-2-tab.dwg [14 TABS] April 12, 2010 - 12:27pm tburroughs

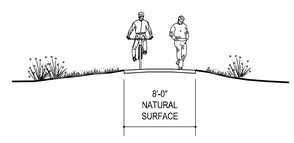




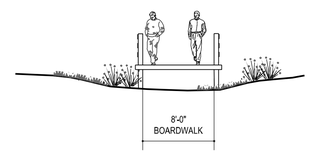
EXISTING BIKE/PED TRAIL (ASPHALT)
1/8"=1'-0"



BIKE/PED TRAIL (ASPHALT)
1/8"=1'-0"



BIKE/PED TRAIL (NATURAL)
1/8"=1'-0"



BIKE/PED TRAIL (BOARDWALK)
1/8"=1'-0"

LEGEND:

- NOT INCLUDED IN REZONING; TO REMAIN PD-IP PER 1972 ORDINANCE (SUBJECT TO SPEX 2008-0054)
- EXISTING BICYCLE/ PEDESTRIAN TRAIL (ASPHALT SURFACE)
- BICYCLE/PEDESTRIAN TRAIL (ASPHALT SURFACE)
- BICYCLE/PEDESTRIAN TRAIL (NATURAL, PERMEABLE SURFACE)
- BICYCLE/PEDESTRIAN TRAIL (BOARDWALK)
- PEDESTRIAN CIRCULATION
- VEHICULAR CIRCULATION
- TRAIL HEAD LOCATIONS ARE CONCEPTUAL AND SUBJECT TO ADJUSTMENT AT FINAL ENGINEERING

NOTES:

1. PROPOSED ROAD & ALLEYWAY ALIGNMENTS SHOWN HEREON ARE SUBJECT TO MODIFICATION WITH FINAL ENGINEERING & SUBDIVISION LAYOUT.
2. SURFACE PARKING QUANTITIES AND LOCATION SUBJECT TO FINAL SITE PLAN.
3. FINAL ALIGNMENT OF NATURAL, PERMEABLE SURFACE TRAIL TO BE COORDINATED WITH PRCS STAFF PRIOR TO CONSTRUCTION.

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04/06/10
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NA Dulles Real Estate Investor, LLC
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703.797.2077 ext 101 or 102

Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
2	COUNTY COMMENTS	10-02-09
3	COUNTY COMMENTS	01-08-10
4	COUNTY COMMENTS	04-06-10

Issue
Date Description

Project Name
KINCORA
KINCORA VILLAGE CENTER
Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

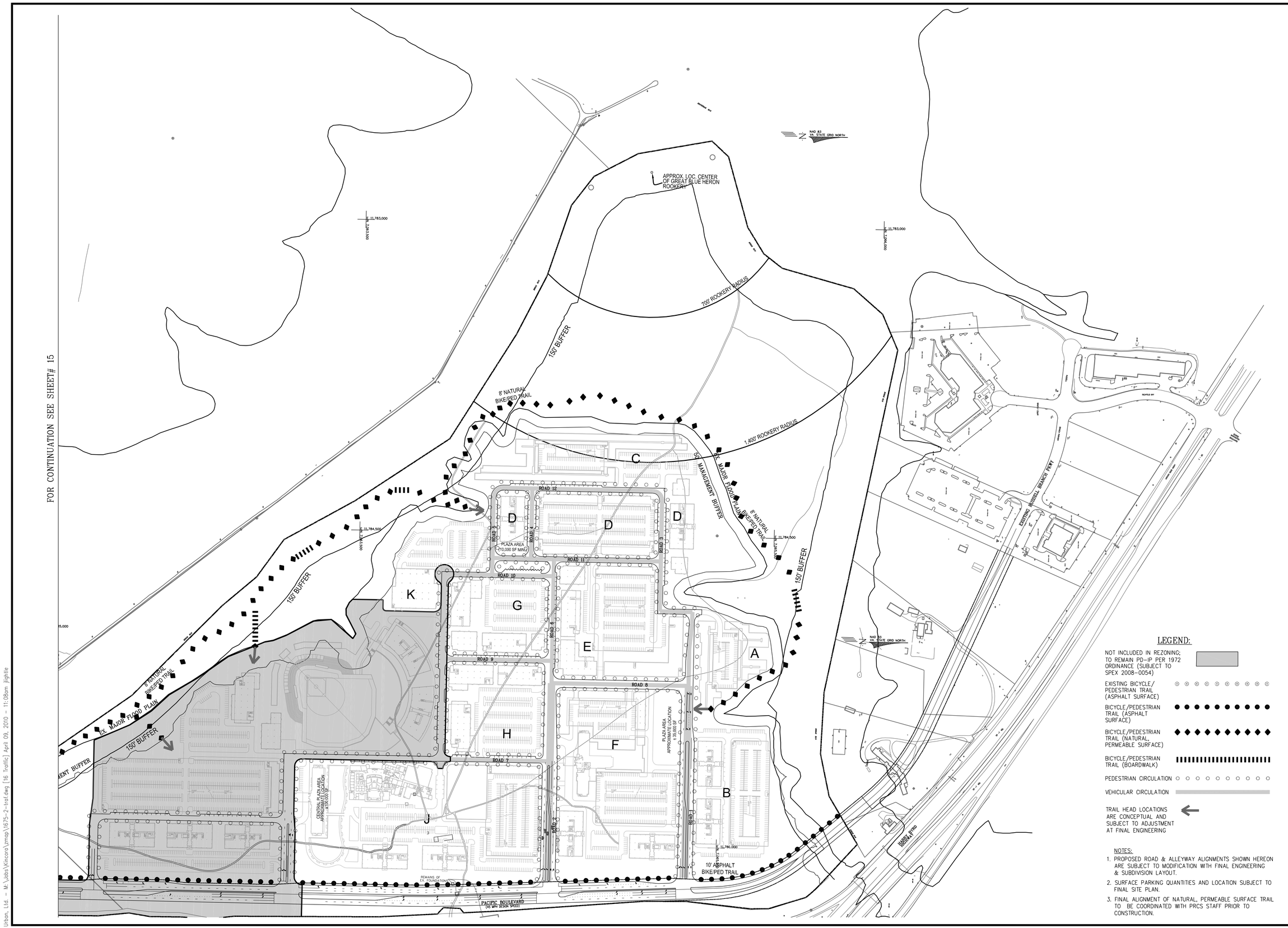
Project No. 08-356
Date OCT., 2008

Drawing Title
TRAFFIC AND PEDESTRIAN CIRCULATION PLAN

Scale: 1"=200'

Drawing Number
15
Sheet 15 of 37 ZP-1675-2

Urban, Ltd. - Mr:\Jobs\Kincora\zmap\1675-2-traf.dwg [15 Traffic] April 09, 2010 - 11:07am jlightle



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ERIC S. SIEGEL
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KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

TRAFFIC AND PEDESTRIAN CIRCULATION PLAN

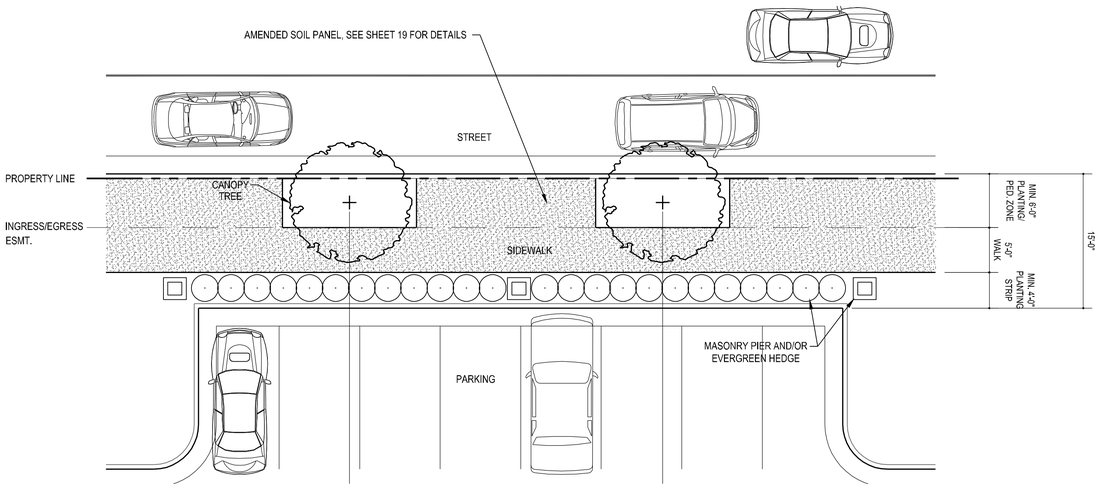
Scale: 1"=200'

Drawing Number

16

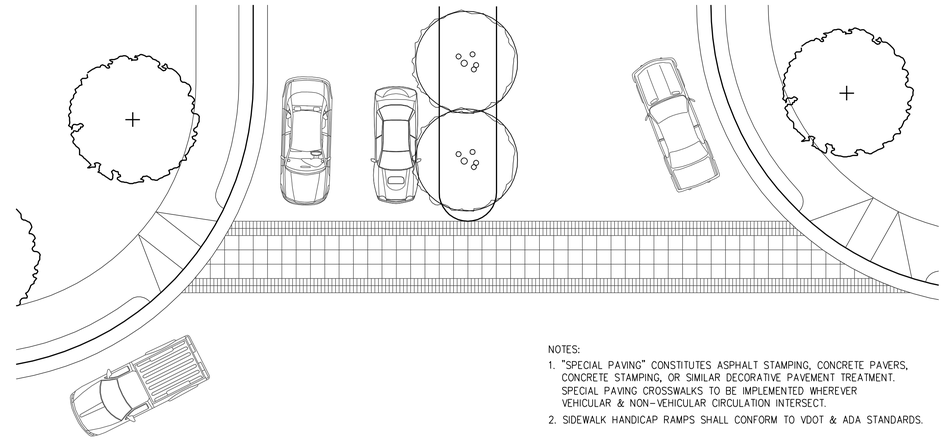
Sheet 16 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-trail.dwg [16 Traffic] April 09, 2010 - 11:08am jhightle



TYPICAL PERIPHERAL PARKING SCREENING (ROADS 1-7 & 10)

1/8"= 1'

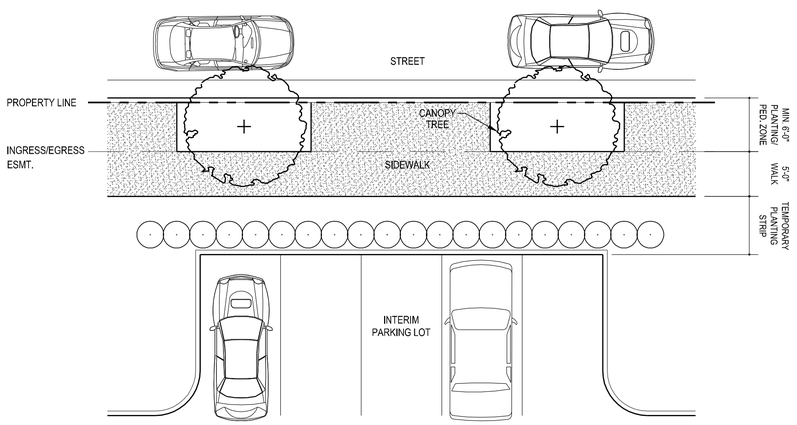


NOTES:

1. "SPECIAL PAVING" CONSTITUTES ASPHALT STAMPING, CONCRETE PAVERS, CONCRETE STAMPING, OR SIMILAR DECORATIVE PAVEMENT TREATMENT. SPECIAL PAVING CROSSWALKS TO BE IMPLEMENTED WHEREVER VEHICULAR & NON-VEHICULAR CIRCULATION INTERSECT.
2. SIDEWALK HANDICAP RAMPS SHALL CONFORM TO VDOT & ADA STANDARDS.

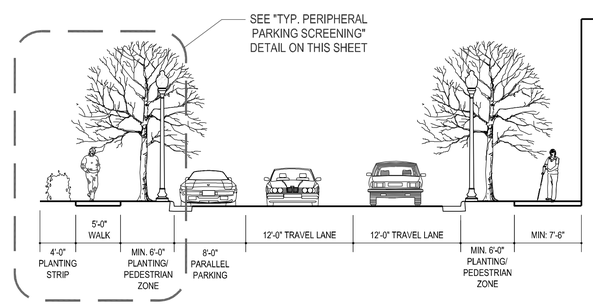
SPECIAL PAVING CROSSWALK

1"=10'



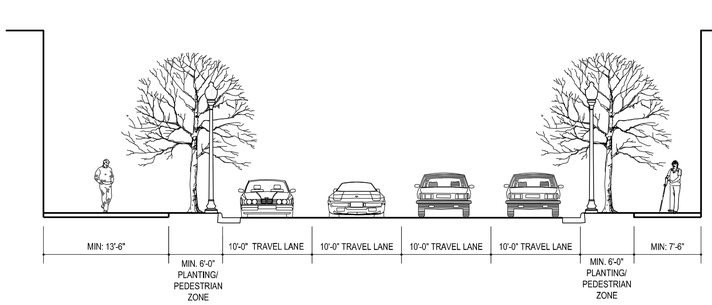
INTERIM PARKING LANDSCAPING PLAN

1/8" = 1'



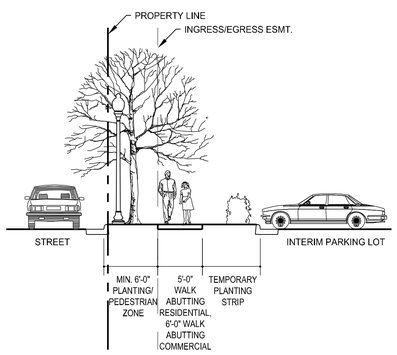
TYPICAL PRIVATE ROAD SECTION (ROAD 7)

1/8"= 1'



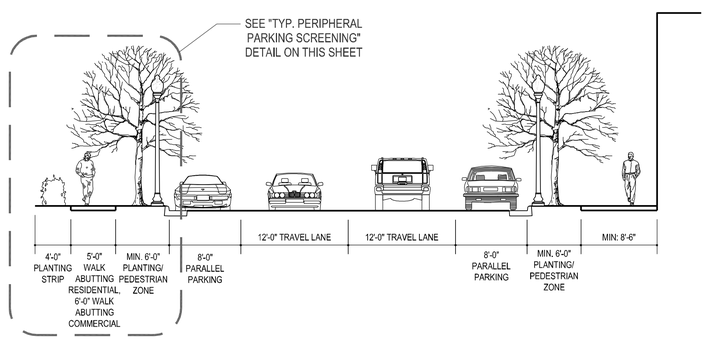
TYPICAL PRIVATE ROAD SECTION (ROAD 8)

1/8" = 1'



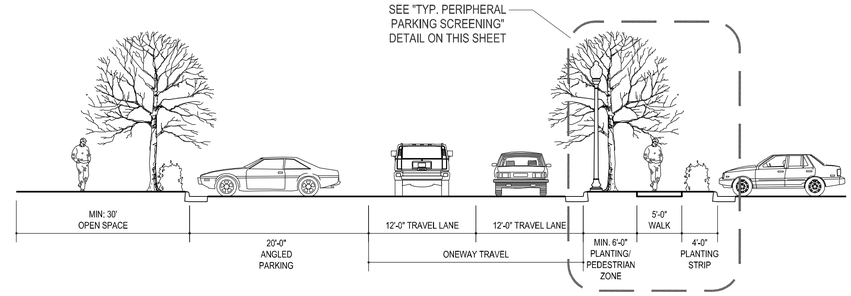
INTERIM PARKING LANDSCAPING SECTION

1/8" = 1'



TYPICAL PRIVATE ROAD SECTION (ROADS 3, 4 & 6)

1/8" = 1'



TYPICAL PRIVATE ROAD SECTION (ROAD 10)

1/8" = 1'

NOTE: THE PLANTING / PEDESTRIAN ZONE CONSISTS OF SPECIAL PAVING WALKWAYS WITH STREET TREES IN TREE PITS AT REGULAR INTERVALS. THE PLANTING / PEDESTRIAN ZONE IS GENERALLY A CLEAR WIDTH WALK WITH THE ONLY INTERRUPTION OCCURING AT EACH TREE. MINIMUM REQUIRED WALKWAY WIDTHS ARE PROVIDED FROM CURB TO BUILDING.

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KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT. , 2008

Drawing Title

TYPICAL ROAD PLANS AND SECTIONS

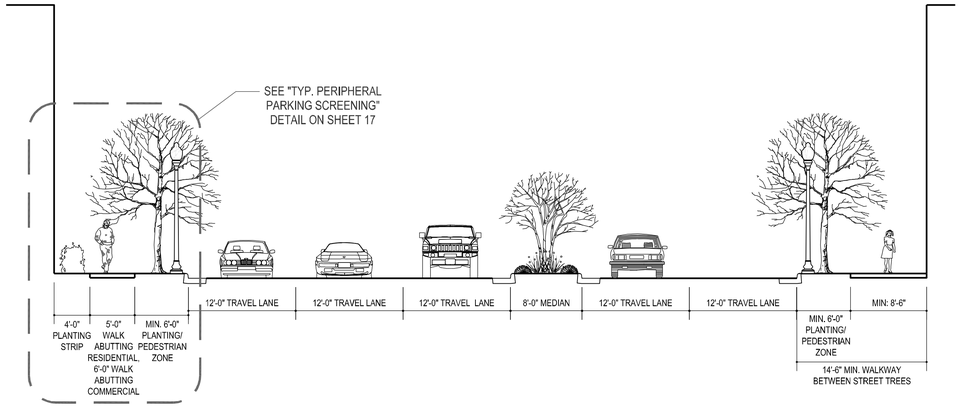
Scale: AS NOTED

Drawing Number

17

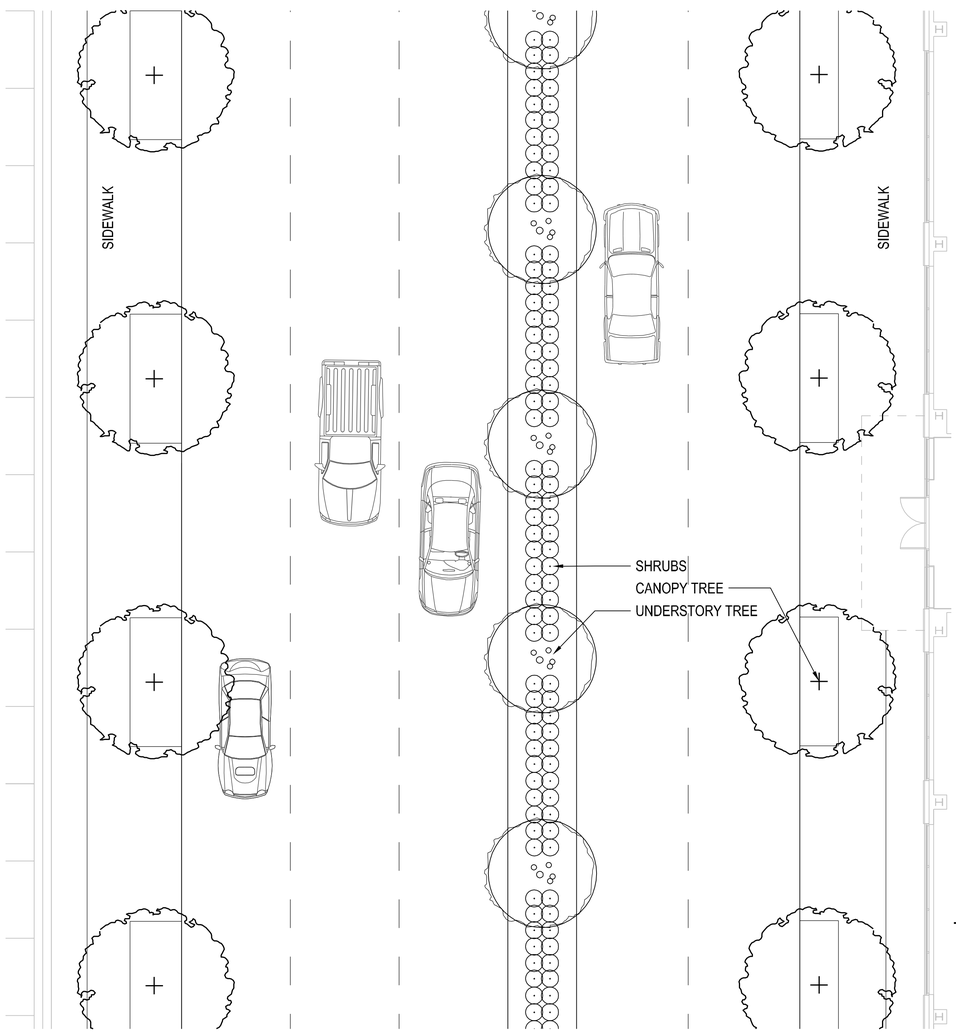
Sheet 17 of 37 ZP-1675-2

Urban, Ltd - M:\Jobs\Kincora\zmap\1675-2-trat.dwg [17 Sections] April 09, 2010 - 11:10am jhghtle



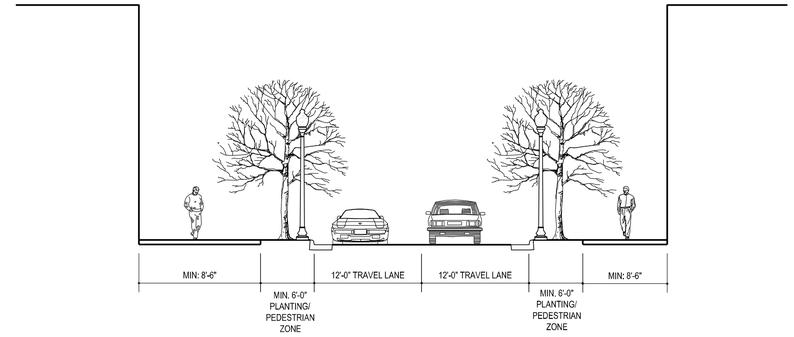
TYPICAL PRIVATE BOULEVARD SECTION (ROADS 1 & 2)

1/8" = 1'



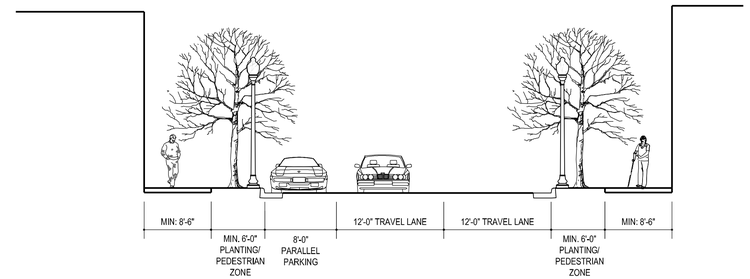
TYPICAL BOULEVARD PLAN (1 & 2)

1/8" = 1'



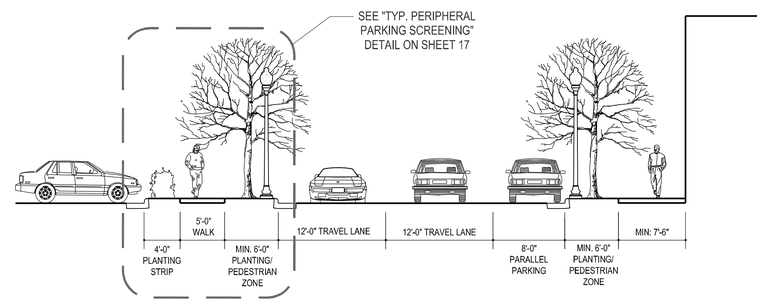
TYPICAL PRIVATE ROAD SECTION (ROAD 11)

1/8" = 1'



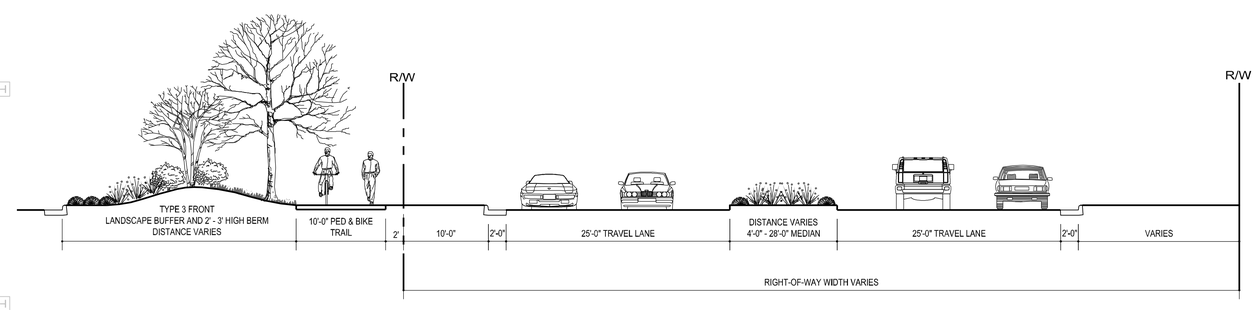
TYPICAL PRIVATE ROAD SECTION (ROADS 9 & 12)

1/8" = 1'



TYPICAL PRIVATE ROAD SECTION (ROAD 5)

1/8" = 1'



TYPICAL PACIFIC BOULEVARD SECTION

1/8" = 1'

NOTES:

1. THE PLANTING / PEDESTRIAN ZONE CONSISTS OF SPECIAL PAVING WALKWAYS WITH STREET TREES IN TREE PITS AT REGULAR INTERVALS. THE PLANTING / PEDESTRIAN ZONE IS GENERALLY A CLEAR WIDTH WALK WITH THE ONLY INTERRUPTION OCCURING AT EACH TREE. MINIMUM REQUIRED WALKWAY WIDTHS ARE PROVIDED FROM CURB TO BUILDING.

2. PLANTINGS WITHIN MEDIANS OF PUBLIC ROADS WILL NOT IMPEDE SIGHT DISTANCE OR CLEAR ZONE REQUIREMENTS.

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Project Name

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT. , 2008

Drawing Title

TYPICAL ROAD PLANS AND SECTIONS

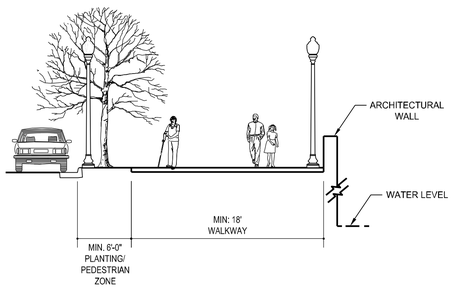
Scale: AS NOTED

Drawing Number

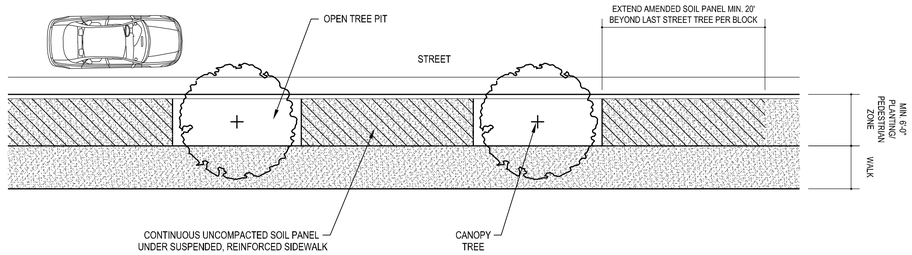
18

Sheet 18 of 37 ZP-1675-2

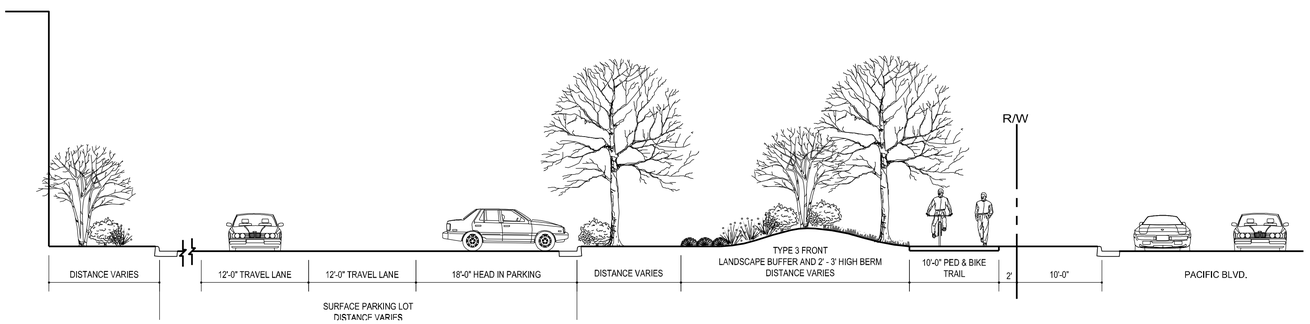
Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-trat.dwg [18 Sections] April 09, 2010 - 11:11am jightle



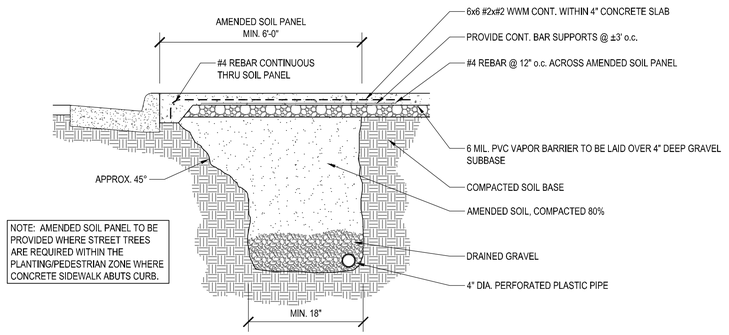
CENTRAL PLAZA AND PRIVATE ROAD 7 SECTION
1/8" = 1'



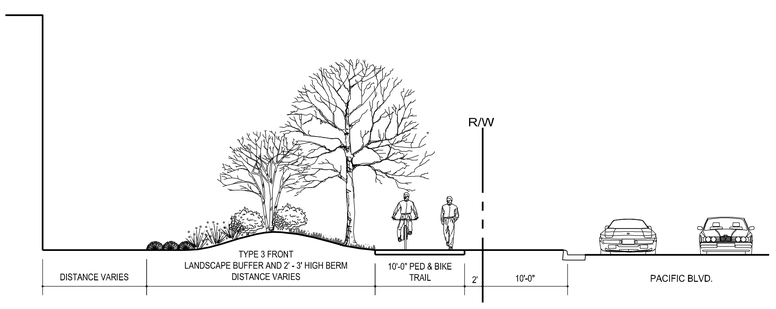
AMENDED SOIL PANEL DETAIL PLAN
1/8" = 1'



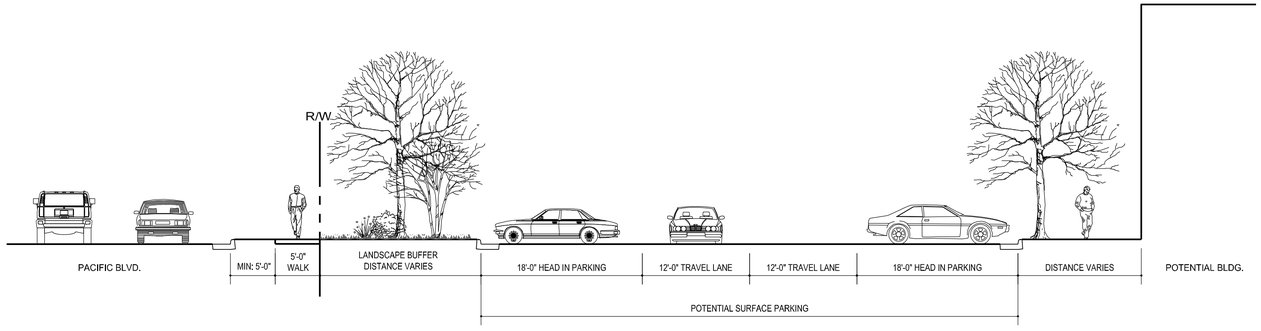
TYPICAL PACIFIC BOULEVARD ABUTTING PARKING (LANDBAYS J, F, & B)
1/8" = 1'



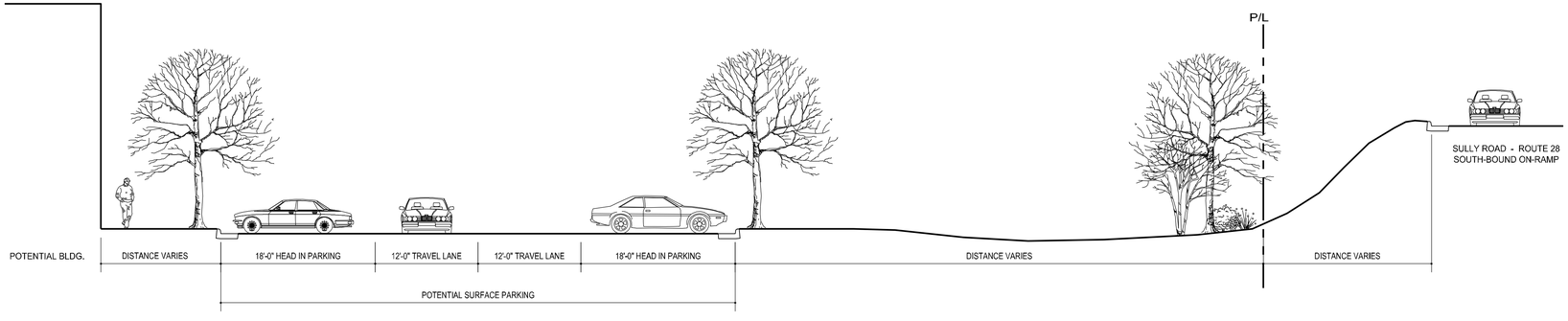
AMENDED SOIL PANEL DETAIL SECTION
1" = 1/2'



TYPICAL PACIFIC BOULEVARD ABUTTING BUILDING (LANDBAYS J & F)
1/8" = 1'



TYPICAL PACIFIC BOULEVARD ABUTTING PKG. & BLDG. (LANDBAY N)
1/8" = 1'



TYPICAL ROUTE 28 ABUTTING PKG. & BLDG. (LANDBAY Q)
1/8" = 1'

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Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT. , 2008

Drawing Title

TYPICAL ROAD PLANS AND SECTIONS

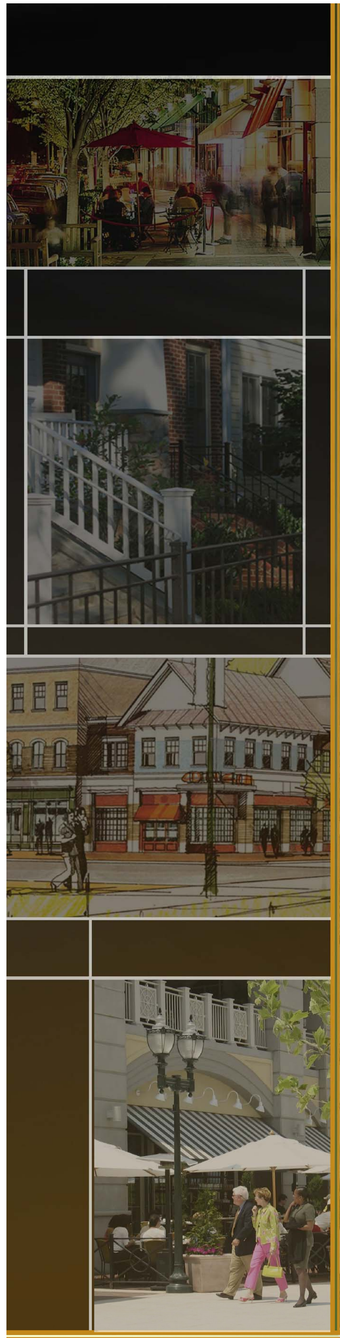
Scale: AS NOTED

Drawing Number

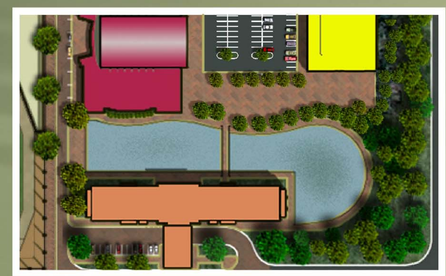
19

Sheet 19 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-trafdwg [19 Sections] April 09, 2010 - 11:13am jhghlte



1. CENTRAL PLAZA



2. PARKS

3, 4 PARKS

KINCORA

Loudoun County, Virginia

The Crossroads of Commerce and Knowledge

CMSS ARCHITECTS

5.26.09
Concept & Design CMSS ©Architects, PC 2009
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Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

TYPICAL ILLUSTRATIVE SITE FURNISHINGS

Scale: AS NOTED

Drawing Number

20

Sheet 20 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-trsf.dwg [20 Illust] April 09, 2010 - 11:16am jlightle

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Drawing Title

TYPICAL ILLUSTRATIVE SITE FURNISHINGS

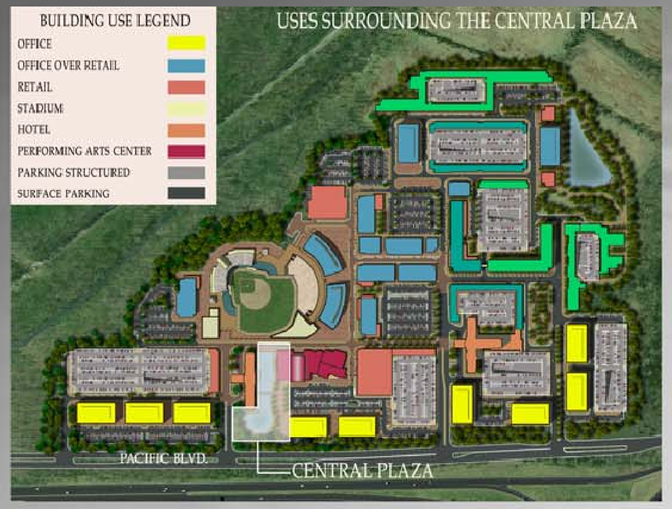
Scale: AS NOTED

Drawing Number

21

Sheet 21 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-trsf.dwg [21 illust] April 09, 2010 - 11:17am jlightle



01 VIEW

02 VIEW

CONCEPT & DESIGN CMSS ARCHITECTS PC 2008 B-0977 B

CENTRAL PLAZA

N

KINCORA
Loudoun County, Virginia

The Crossroads of Commerce and Knowledge

CMSS ARCHITECTS, PC
07.14.2009

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TB	ESS

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Drawing Title

ILLUSTRATIVE STREETSCAPE CONCEPTS

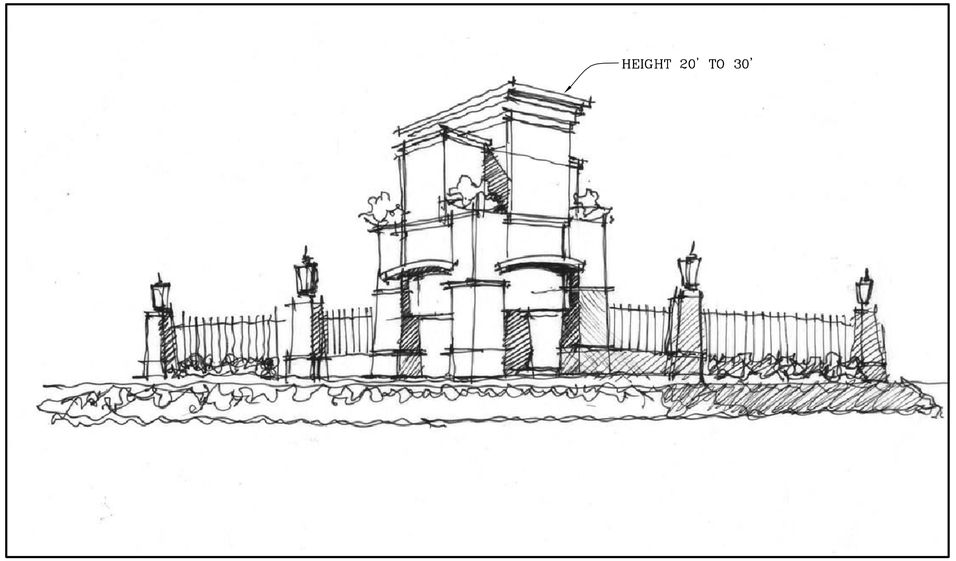
Scale: AS NOTED

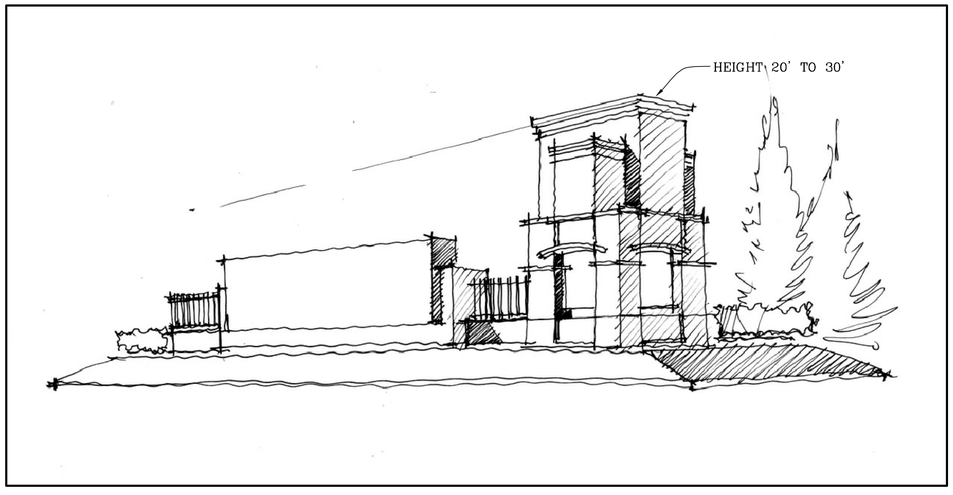
Drawing Number

22

Sheet 22 of 37 ZP-1675-2

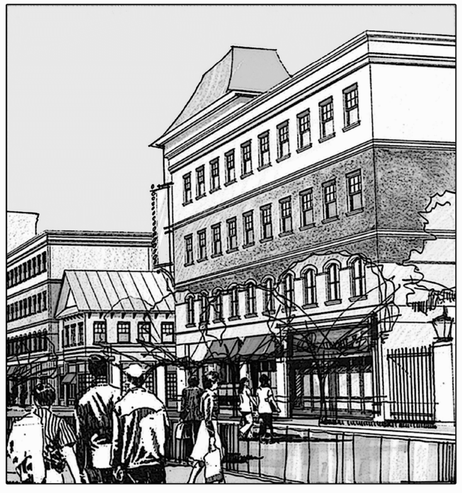
Urban, Ltd. – M:\Jobs\Kincora\zmap\1675-2-illustrative.dwg [ILLUSTRATIVE 22] April 09, 2010 – 12:16pm jlightle





CONCEPTUAL ENTRANCE FEATURES

NTS



CONCEPTUAL FOCAL FEATURES

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TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

ILLUSTRATIVE AMENITY CONCEPTS

Scale: AS NOTED

Drawing Number

23

Sheet 23 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-illustrative.dwg [ILLUSTRATIVE 23] April 09, 2010 - 12:16pm jlightle

LEGEND

RIPARIAN PRESERVATION AREA

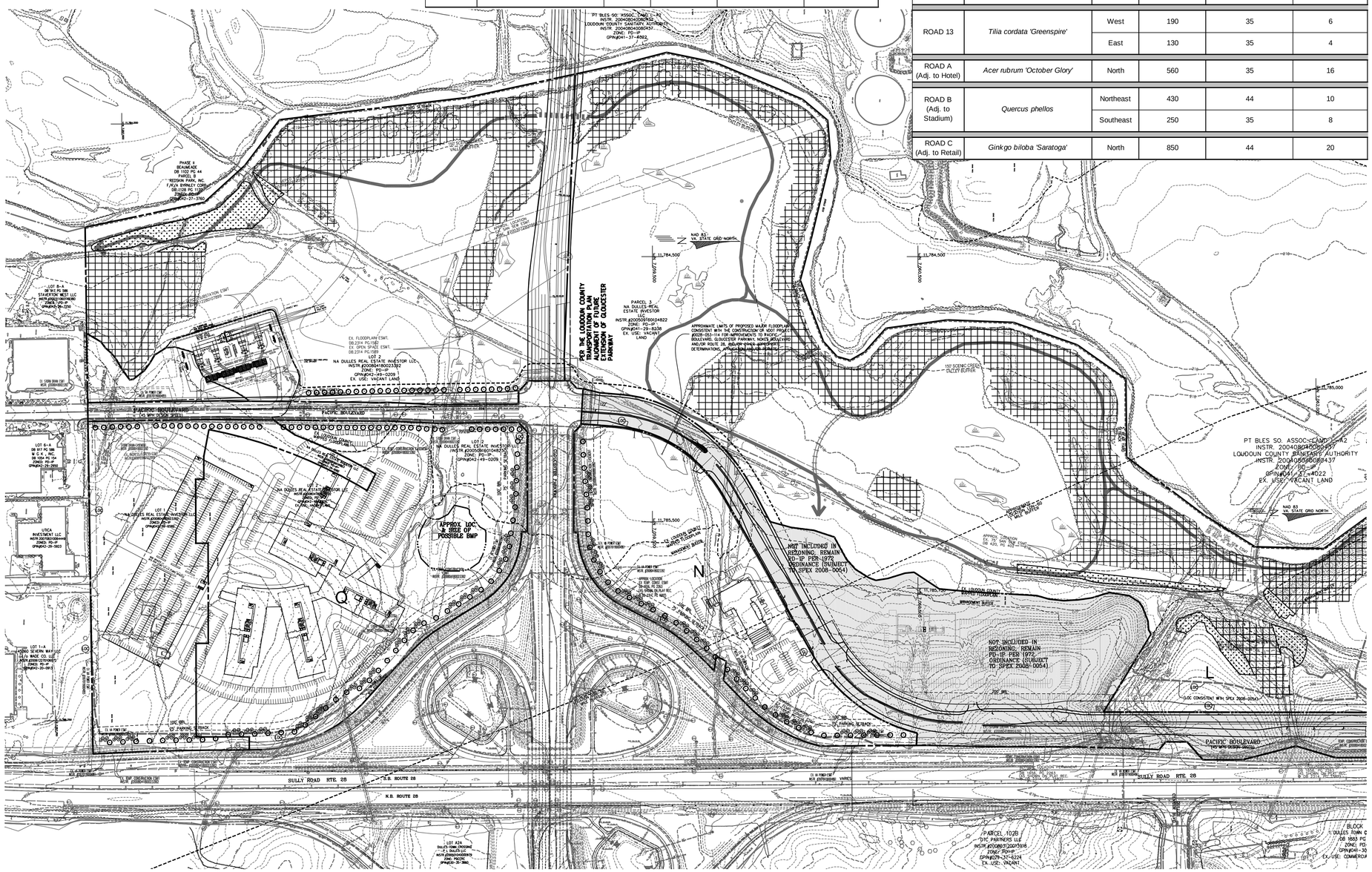
TREE PRESERVATION OUTSIDE RIPARIAN PRESERVATION AREA

STREET TREE SPECIES & QUANTIFICATIONS TABLE

STREET NAME	TREE SPECIES	STREET SIDE	STREET LENGTH (L.F.)	MAXIMUM TREE SPACING (FT. O.C.)	MIN. TREE QTY. REQUIRED
ROAD 1	*Zelkova serrata 'Green Vase'*	North	1,240	35	36
		South	1,190	35	34
ROAD 2	*Zelkova serrata 'Green Vase'*	North	870	35	25
		South	960	35	28
ROAD 3	*Tilia cordata 'Greenspire'*	North	590	44	14
		Southwest	210	44	5
		Southeast	330	35	10
ROAD 4	*Gleditsia triacanthos var. inermis 'Shademaster'*	Northwest	210	44	5
		Northeast	90	35	3
		South	320	44	8
ROAD 5	*Gleditsia triacanthos var. inermis 'Shademaster'*	North	320	44	8
		South	470	35	14
ROAD 6	*Zelkova serrata 'Green Vase'*	North	570	44	13
		South	420	44	10

STREET TREE SPECIES & QUANTIFICATIONS TABLE

STREET NAME	TREE SPECIES	STREET SIDE	STREET LENGTH (L.F.)	MAXIMUM TREE SPACING (FT. O.C.)	MIN. TREE QTY. REQUIRED
ROAD 7	*Quercus phellos*	West	460	44	11
		East	480	35	14
ROAD 8	*Ulmus parvifolia 'Allee'*	West	620	35	18
		East	560	35	16
ROAD 9	*Ulmus parvifolia 'Allee'*	West	500	44	12
		East	490	35	14
ROAD 10	*Platanus acerifolia 'Bloodgood'*	West	480	35	14
		East	480	35	14
ROAD 11	*Platanus acerifolia 'Bloodgood'*	West	770	35	22
		East	740	35	22
ROAD 12	*Liquidambar styraciflua 'Rotundiloba'*	Northwest	180	35	6
		Southwest	560	44	13
		East	770	35	22
ROAD 13	*Tilia cordata 'Greenspire'*	West	190	35	6
		East	130	35	4
ROAD A (Adj. to Hotel)	*Acer rubrum 'October Glory'*	North	560	35	16
ROAD B (Adj. to Stadium)	*Quercus phellos*	Northeast	430	44	10
		Southeast	250	35	8
ROAD C (Adj. to Retail)	*Ginkgo biloba 'Saratoga'*	North	850	44	20



NOTES:

1. LANDSCAPING SHOWN IS CONCEPTUAL AND PRESENTED ONLY TO ILLUSTRATE CHARACTER AND QUALITY OF DESIGN. TREE PRESERVATION AREA, PLANT LOCATIONS, SPECIES AND QUANTITIES MAY BE ADJUSTED WITH FINAL DESIGN AND ENGINEERING.

2. INTERIOR PARKING LOT LANDSCAPING & SITE CANOPY COVERAGE PROVIDED AT TIME OF SITE PLAN WILL MEET MINIMUM REQUIREMENTS IN THE FSM.

3. STREET TREE LOCATIONS SUBJECT TO REVISION WITH FINAL ENGINEERING AND WILL BE LOCATED IN ACCORDANCE WITH VDOT STANDARDS AND THE SPACING CRITERIA OUTLINED BELOW.

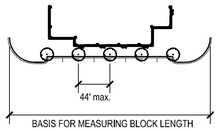
4. WIDTH OF REQUIRED PERIPHERAL PARKING LOT LANDSCAPING (ZO 5-1413(C)) TO BE MODIFIED. SEE ZONING MODIFICATION TABLE AND ZONING MODIFICATION DETAILS ON TABULATIONS SHEET.

5. TYPE 3 FRONT BUFFER REQUIRED FOR 4-LANE DIVIDED ROAD (PER ZO 5-1403(E)) WILL BE PROVIDED ON WESTERN SIDE OF PACIFIC BLVD. AS NEEDED.

6. ALL STREET TREES WITHIN A REQUIRED BUFFER MAY BE CREDITED TOWARDS THE BUFFER AS WELL AS STREET TREE QUANTITIES.

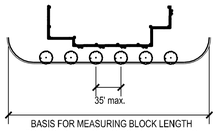
UPON THE ADVICE OF THE COUNTY URBAN FORESTER, STREET TREES WILL BE PROVIDED PER THE FOLLOWING CRITERIA:

STREET TREES WILL BE PLACED TO PROVIDE MAXIMUM CANOPY COVERAGE AND AESTHETIC BENEFIT WHEREVER POSSIBLE WHILE ALLOWING THE OPTIMAL GROWING CONDITIONS TO ALLOW THESE PLANTS TO THRIVE. THE SPACING GUIDELINES FOR STREET TREE PLANTING WILL CONSIST OF TWO SCENARIOS:



BASIS FOR MEASURING BLOCK LENGTH FOR ROAD WITH ON-STREET PARKING

A. WHERE ON-STREET PARKING IS PRESENT STREET TREES WILL BE PROVIDED A MAXIMUM DISTANCE OF 44' O.C. ALLOWING FOR PARKED CARS TO BE UNOBSTRUCTED WHEN OPENING DOORS AND TO ALLOW ROOM FOR PLACEMENT OF ITEMS SUCH AS FIRE HYDRANTS, BENCHES, LIGHT POLES AND TRASH CANS.



BASIS FOR MEASURING BLOCK LENGTH FOR ROAD WITHOUT ON-STREET PARKING

B. WHERE THERE IS NO ON-STREET PARKING PRESENT STREET TREES WILL BE PROVIDED A MAXIMUM DISTANCE OF 35' O.C. ALLOWING FOR ADEQUATE SPACING FOR THE TREES TO THRIVE AND ALLOWING ROOM FOR UTILITY EQUIPMENT, LIGHT POLES AND OTHER CONSTRAINTS.

C. BLOCK LENGTH IS MEASURED FROM FACE-OF-CURB TO FACE-OF-CURB, EXCLUDING DRIVEWAY ENTRANCES. THIS MEASUREMENT DIVIDED BY THE TYPICAL MAXIMUM SPACING DETERMINES THE MINIMUM NUMBER OF STREET TREES REQUIRED ALONG THAT BLOCK. DUE TO SITE CONSTRAINTS (I.E. UTILITY CROSSINGS, PARKING AND LOADING ENTRANCES, LIGHT POLES, FIRE HYDRANTS, UTILITY VAULTS) ON THE FINAL SITE PLAN SPACING OF TREES MAY VARY BUT WILL NOT EXCEED THE MAXIMUM SPACING.

D. STREET TREES TO BE USED WILL BE SMALL TO MEDIUM-SIZE TREES THAT ARE SUITABLE FOR URBAN PLANTING CONDITIONS AND CAPABLE OF THRIVING IN RESTRICTED ROOT ZONES, WITH PARTIAL SHADE AND EXPOSURE TO TYPICAL AIR POLLUTION. SPECIES MAY INCLUDE, BUT NOT BE LIMITED TO:

Acer rubrum 'October Glory' - Red Maple
Ginkgo biloba 'Saratoga' (male only) - Ginkgo
Gleditsia triacanthos var. inermis 'Shademaster' - Thornless Honeylocust
Liquidambar styraciflua 'Rotundiloba' - Sweetgum
Platanus x acerifolia 'Bloodgood' - London Planetree
Quercus phellos - Willow Oak
Tilia cordata 'Greenspire' - Littleleaf Linden
Ulmus parvifolia 'Allee' - Chinese Elm
Zelkova serrata 'Green Vase' - Japanese Zelkova

E. SPECIES OF TREES NOTED FOR EACH BLOCK MAY BE SUBSTITUTED, WITH APPROVAL BY COUNTY ARBORIST, WITH ALTERNATE SPECIES THAT MAY BE BETTER SUITED TO SPECIFIC SITE/BUILDING CONDITIONS.

PLANTING NOTES:

1. PROPOSED PLANT MATERIAL WILL COMPLY WITH SIZING AND GRADING STANDARDS OF THE LATEST EDITION OF AMERICAN STANDARD FOR NURSERY STOCK, AND THE LOUDOUN COUNTY ZONING ORDINANCE.
2. ALL LANDSCAPING PLANTING WILL BE INSTALLED IN ACCORDANCE WITH THE APPROVED PLAN AND WITHIN 6 MONTHS OF SUBSTANTIAL COMPLETION OF ANY BUILDING ON THE SITE.
3. TREE PITS FOR STREET TREE PLANTINGS WILL BE A MINIMUM OF 6'X6' WITH A CONTINUOUS AMENDED SOIL PANEL. SEE SHEET 19 FOR AMENDED SOIL PANEL DETAIL PLAN AND SECTION.
4. TREES AND SHRUBS USED FOR SCREENING PURPOSES WILL BE PREDOMINANTLY EVERGREEN.
5. NATIVE LANDSCAPE PLANTINGS WILL BE UTILIZED TO THE GREATEST EXTENT FEASIBLE.
6. PLANT MATERIAL MUST BE MAINTAINED IN A HEALTHY CONDITION AT ALL TIMES. SHRUBS AND TREES WILL BE PRUNED TO MAINTAIN AN ATTRACTIVE APPEARANCE. DEAD OR DISEASED TREES WILL BE REMOVED AND REPLACED WITH MATERIAL OF COMPARABLE SIZE AND QUALITY IN A TIMELY MANNER.

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04/09/10
PROFESSIONAL ENGINEER

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45 Research Way, Suite 100
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703.797.2077 ext 101 or 102

Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
2	COUNTY COMMENTS	10-02-09
3	COUNTY COMMENTS	01-08-10
4	COUNTY COMMENTS	04-09-10

Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT. , 2008

Drawing Title

OVERALL TREE CANOPY PLAN

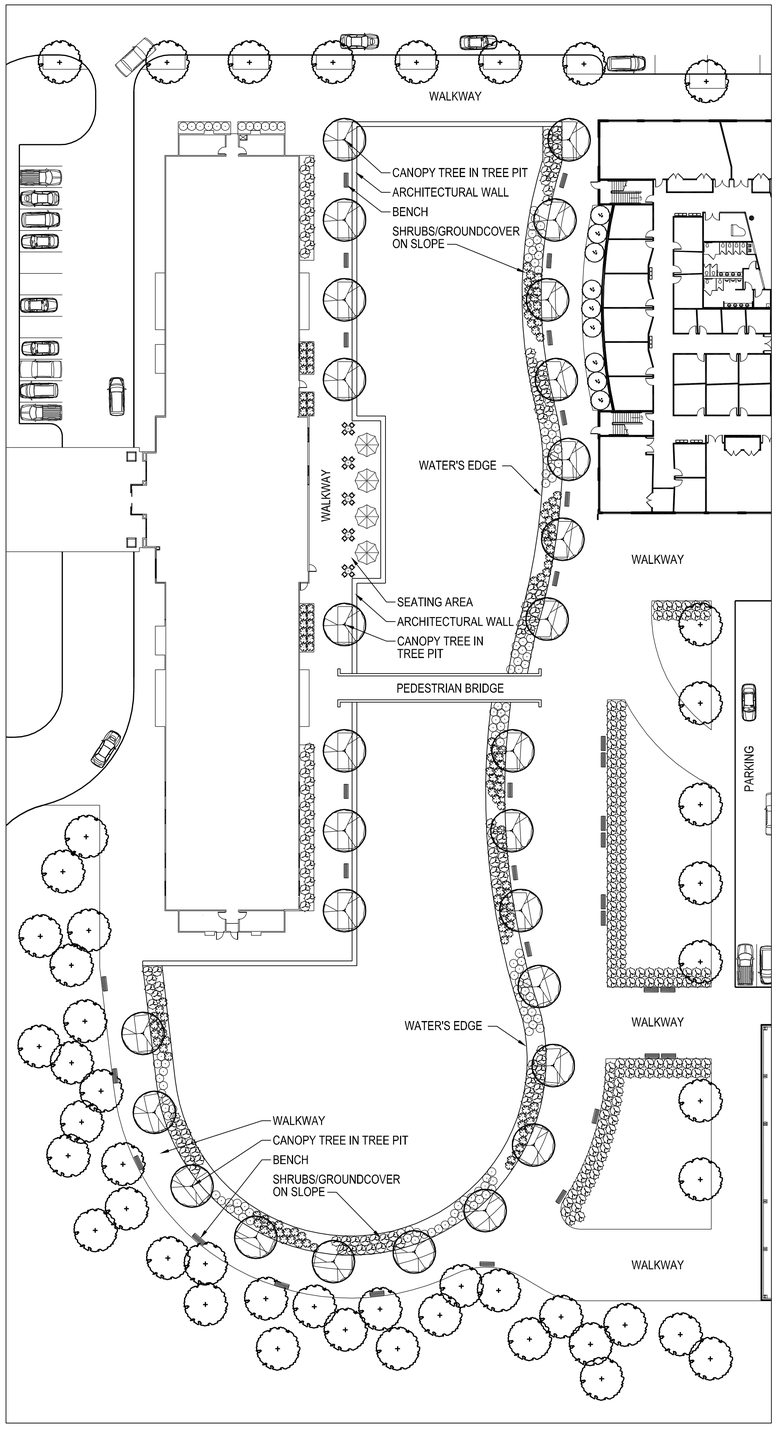
Scale: 1"=200'

Drawing Number

24

Sheet 24 of 37 ZP-1675-2

Urban, Ltd. – M:\Jobs\Kincora\zmap\1675-2-Overall Tree.dwg [TreeCanopy 24] April 09, 2010 – 12:18pm jlightle



CENTRAL PLAZA DETAIL PLAN

1"=30'

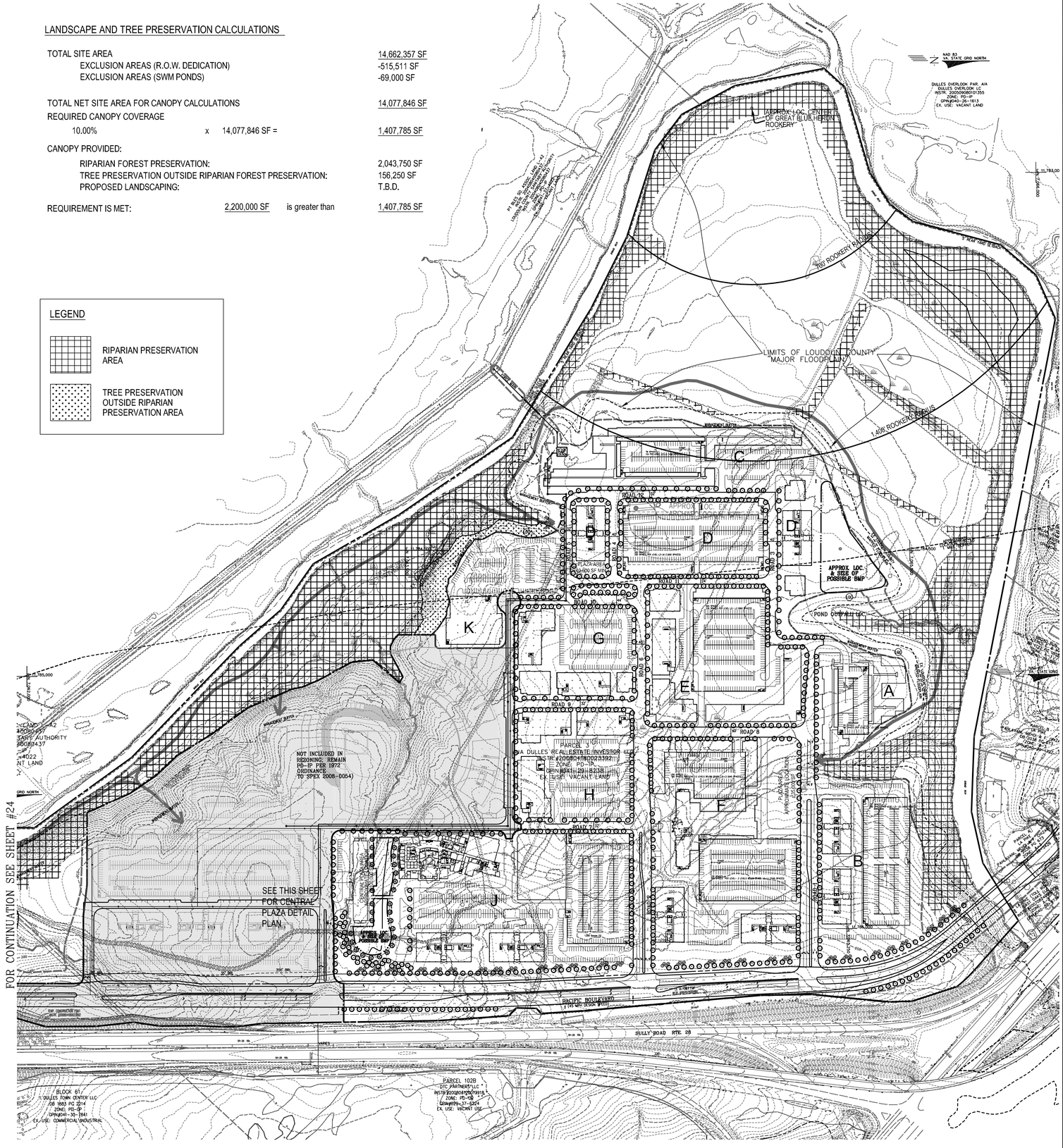
NOTE: CENTRAL PLAZA AMENITIES, SUCH AS BENCHES, TABLES, CHAIRS, PLANTINGS, AND TREE PITS, ARE FOR ILLUSTRATIVE PURPOSES ONLY AND SUBJECT TO CHANGE AT TIME OF FINAL ENGINEERING. IDENTIFICATION OF SUCH AMENTITIES AND LAYOUT DOES NOT NECESSARILY IMPLY COUNTY APPROVAL OF SUCH AMENITIES AND LAYOUT.

LANDSCAPE AND TREE PRESERVATION CALCULATIONS

TOTAL SITE AREA			14,662,357 SF
EXCLUSION AREAS (R.O.W. DEDICATION)			-515,511 SF
EXCLUSION AREAS (SWM PONDS)			-69,000 SF
TOTAL NET SITE AREA FOR CANOPY CALCULATIONS			14,077,846 SF
REQUIRED CANOPY COVERAGE			
10.00%	x	14,077,846 SF =	1,407,785 SF
CANOPY PROVIDED:			
RIPARIAN FOREST PRESERVATION:			2,043,750 SF
TREE PRESERVATION OUTSIDE RIPARIAN FOREST PRESERVATION:			156,250 SF
PROPOSED LANDSCAPING:			T.B.D.
REQUIREMENT IS MET:	2,200,000 SF	is greater than	1,407,785 SF

LEGEND

- RIPARIAN PRESERVATION AREA
- TREE PRESERVATION OUTSIDE RIPARIAN PRESERVATION AREA



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KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT. , 2008

Drawing Title

OVERALL TREE CANOPY PLAN

Scale: 1"=200'

Drawing Number

25

Sheet 25 of 37 ZP-1675-2

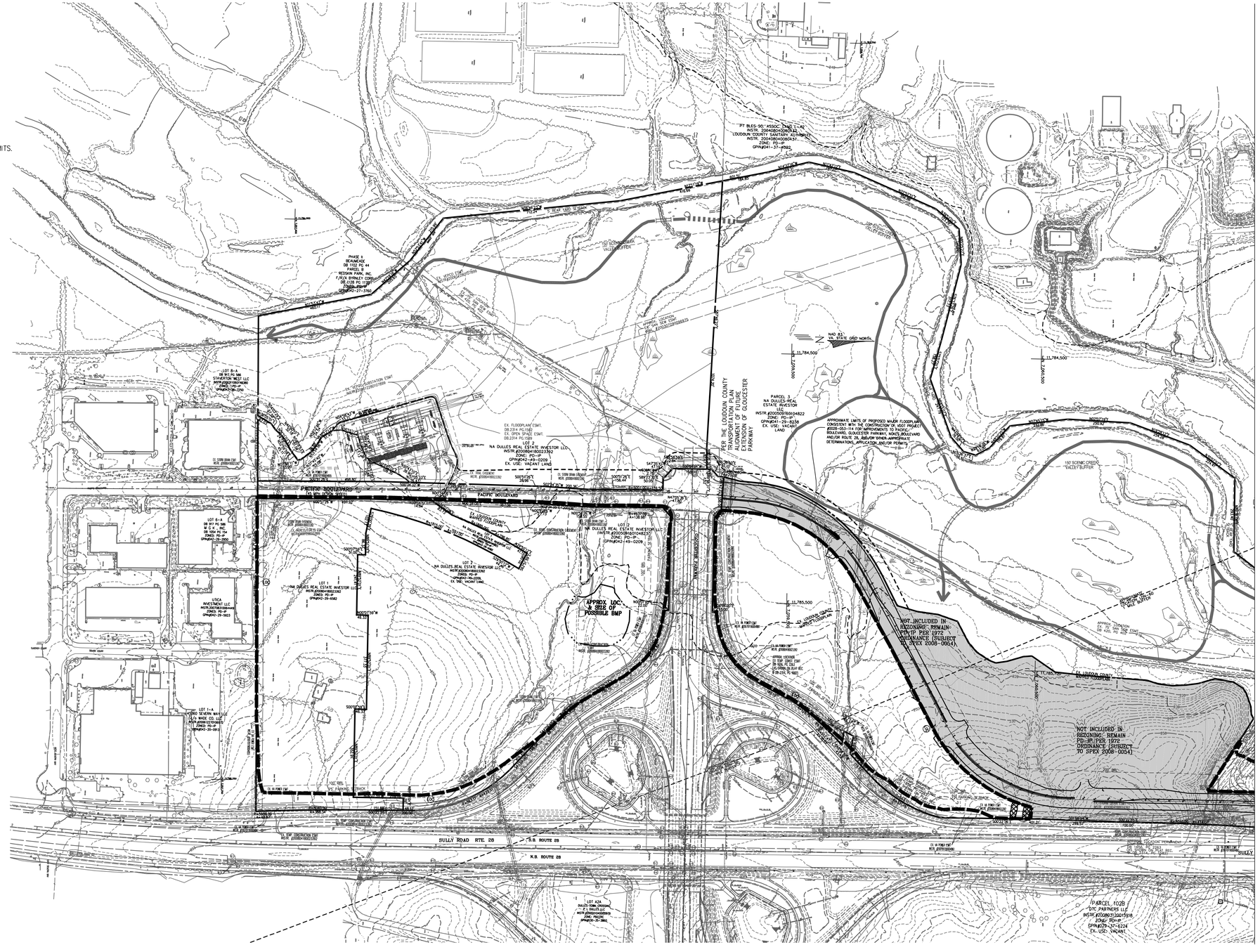
Urban, Ltd – M:\Jobs\Kincora\zmap\1675-2-Overall Tree.dwg [TreeCanopy 25] April 09, 2010 – 12:19pm jrightle

LEGEND:

VERY STEEP SLOPE IMPACT AREAS

LIMITS OF CLEARING

NOTE: THE EXTENSION OF PACIFIC BLVD ACROSS BROAD RUN WILL BE DESIGNED ONCE THE FINAL ALIGNMENT IS SELECTED. DISTURBANCES TO VERY STEEP SLOPES IN ASSOCIATION WITH THIS ROAD IMPROVEMENT WILL BE MINIMIZED TO THE EXTENT FEASIBLE. ANY IMPACTS TO VERY STEEP SLOPES ASSOCIATED WITH THIS ROAD IMPROVEMENT WILL BE PERMITTED SUBJECT TO APPROPRIATE DETERMINATIONS, APPLICATIONS AND/OR PERMITS.



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Issue

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Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

OVERALL VERY STEEP SLOPES IMPACT PLAN

Scale: 1"=200'

Drawing Number

26

Sheet 26 of 37 ZP-1675-2

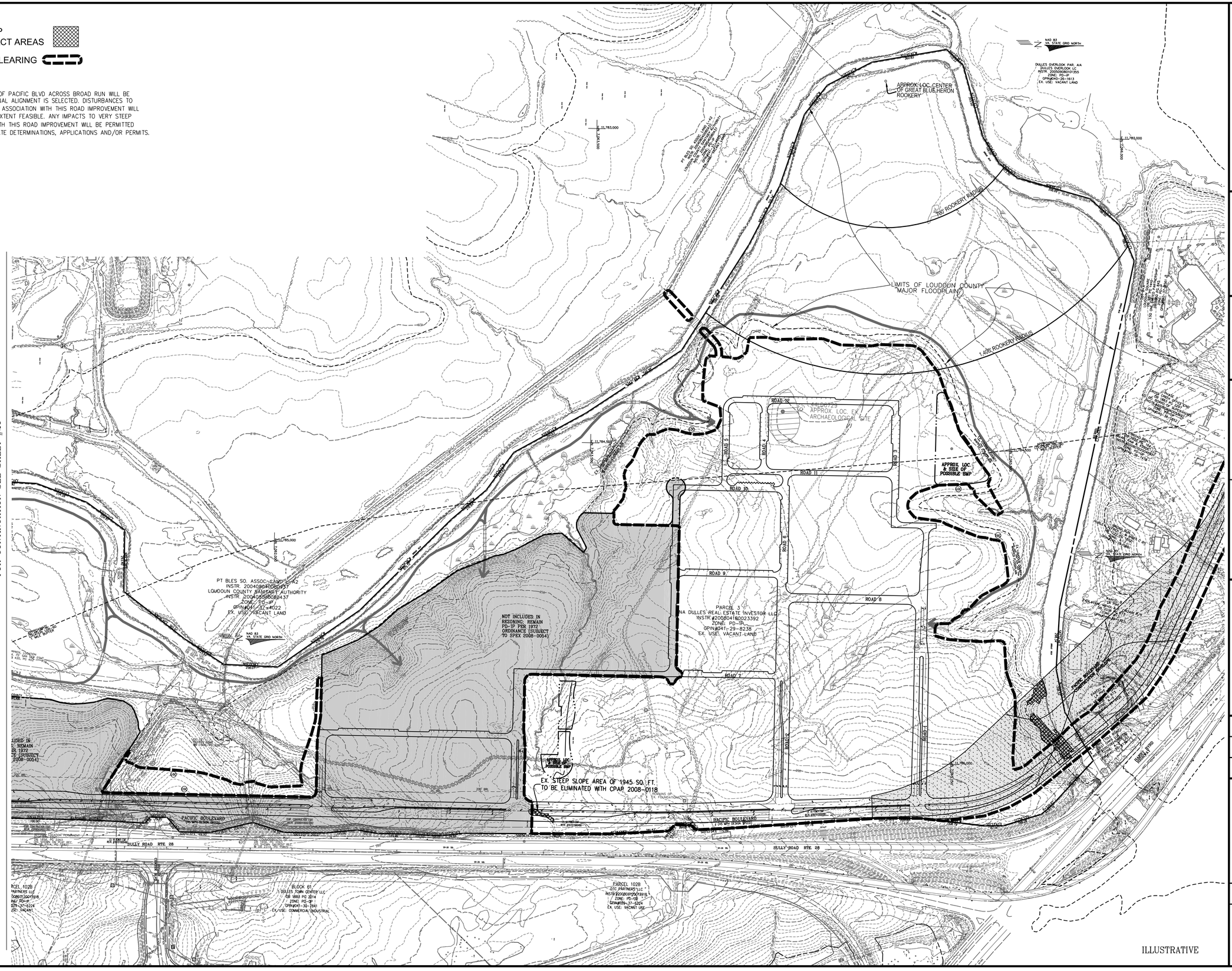
Urban, Ltd. - M:\Jobs\Kincora\vrmap\1675-2-Overall Steep Slopes.dwg [STEEP SLOPES 26] April 09, 2010 - 11:38am tburroughs

LEGEND:

VERY STEEP SLOPE IMPACT AREAS

LIMITS OF CLEARING

NOTE: THE EXTENSION OF PACIFIC BLVD ACROSS BROAD RUN WILL BE DESIGNED ONCE THE FINAL ALIGNMENT IS SELECTED. DISTURBANCES TO VERY STEEP SLOPES IN ASSOCIATION WITH THIS ROAD IMPROVEMENT WILL BE MINIMIZED TO THE EXTENT FEASIBLE. ANY IMPACTS TO VERY STEEP SLOPES ASSOCIATED WITH THIS ROAD IMPROVEMENT WILL BE PERMITTED SUBJECT TO APPROPRIATE DETERMINATIONS, APPLICATIONS AND/OR PERMITS.



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Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

OVERALL VERY STEEP SLOPES IMPACT PLAN

Scale: 1"=200'

Drawing Number

27

Sheet 27 of 37 ZP-1675-2

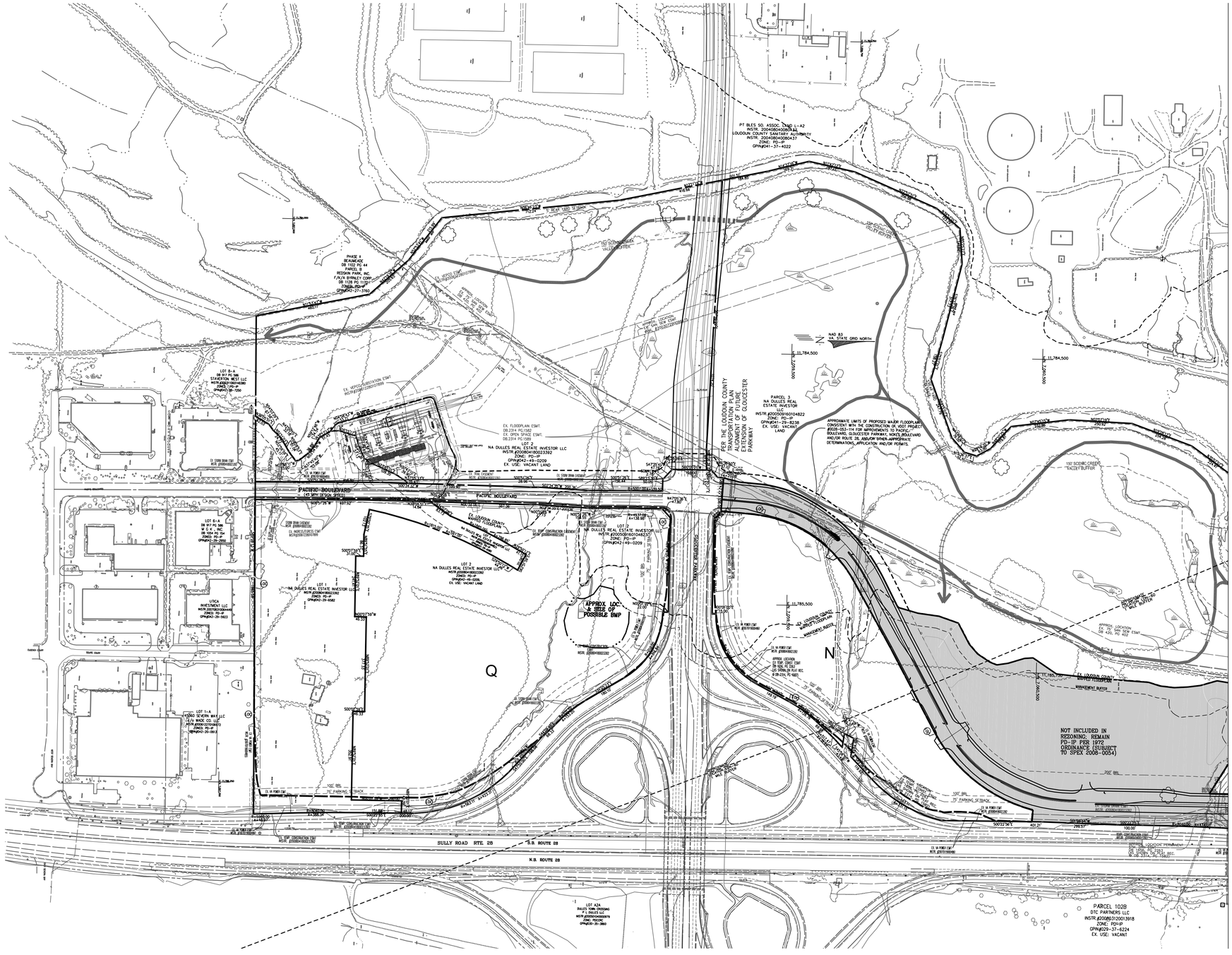
Urban, Ltd. - M:\Jobs\Kincora\vmap\1675-2-Overall Steep Slopes.dwg [STEEP SLOPES 27] April 09, 2010 - 11:40am tburroughs

LEGEND:

FLOODPLAIN IMPACT AREA

FLOODPLAIN BUFFER IMPACT AREA

NOTE: THE EXTENSION OF PACIFIC BLVD ACROSS BROAD RUN WILL BE DESIGNED ONCE THE FINAL ALIGNMENT IS SELECTED. DISTURBANCES TO FLOODPLAIN IN ASSOCIATION WITH THIS ROAD IMPROVEMENT WILL BE MINIMIZED TO THE EXTENT FEASIBLE. ANY IMPACTS TO FLOODPLAIN ASSOCIATED WITH THIS ROAD IMPROVEMENT WILL BE PERMITTED SUBJECT TO APPROPRIATE DETERMINATIONS, APPLICATIONS AND/OR PERMITS.



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4	COUNTY COMMENTS	04-09-10

Issue

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Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

OVERALL FLOODPLAIN IMPACT PLAN

Scale: 1"=200'

Drawing Number

28

Sheet 28 of 37 ZP-1675-2

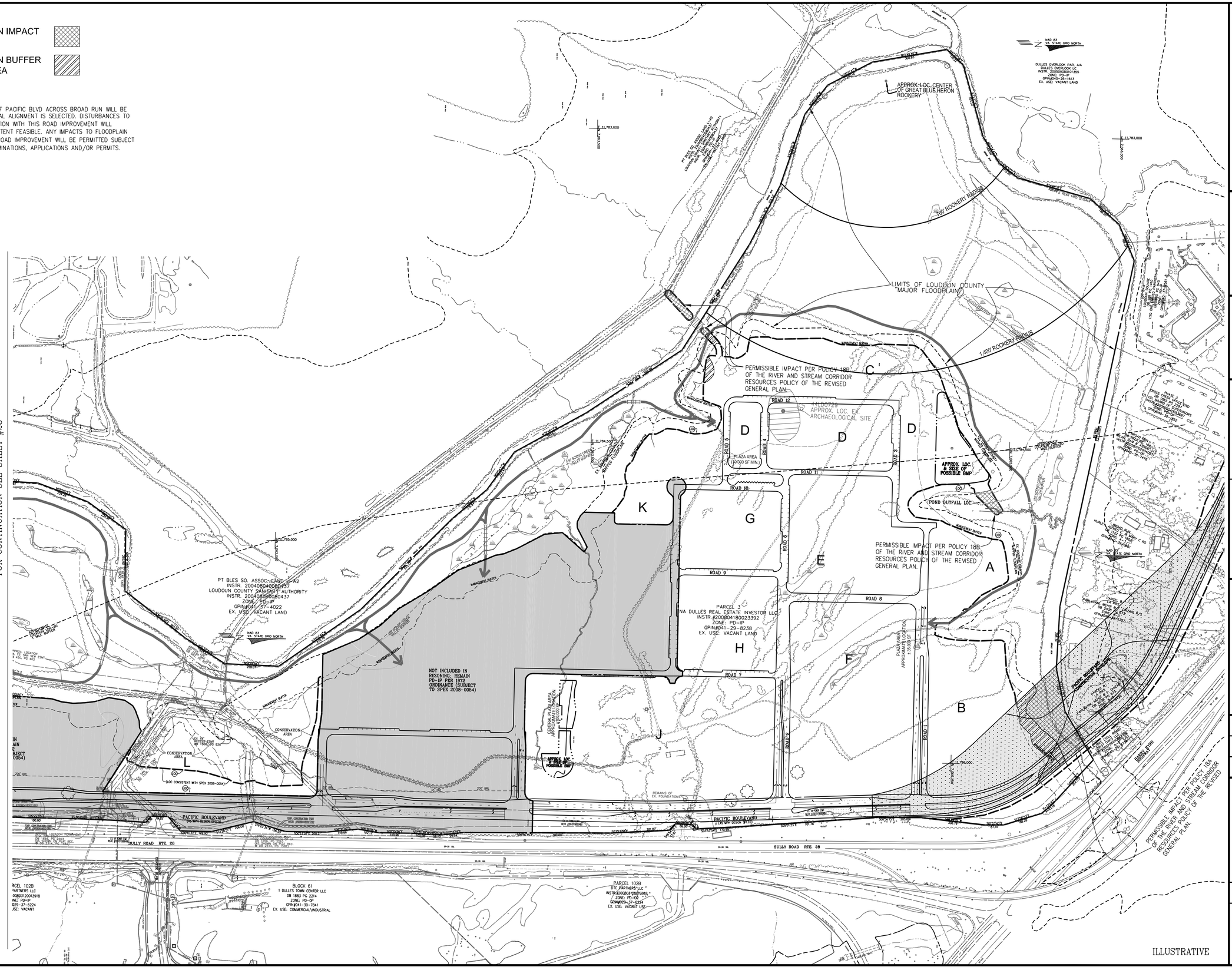
Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-Overall Floodplain Impact.dwg [FLOODPLAIN 28] April 09, 2010 - 11:44am tburroughs

LEGEND:

FLOODPLAIN IMPACT AREA

FLOODPLAIN BUFFER IMPACT AREA

NOTE: THE EXTENSION OF PACIFIC BLVD ACROSS BROAD RUN WILL BE DESIGNED ONCE THE FINAL ALIGNMENT IS SELECTED. DISTURBANCES TO FLOODPLAIN IN ASSOCIATION WITH THIS ROAD IMPROVEMENT WILL BE MINIMIZED TO THE EXTENT FEASIBLE. ANY IMPACTS TO FLOODPLAIN ASSOCIATED WITH THIS ROAD IMPROVEMENT WILL BE PERMITTED SUBJECT TO APPROPRIATE DETERMINATIONS, APPLICATIONS AND/OR PERMITS.



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Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
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Project No. 08-356

Date OCT., 2008

Drawing Title

OVERALL FLOODPLAIN IMPACT PLAN

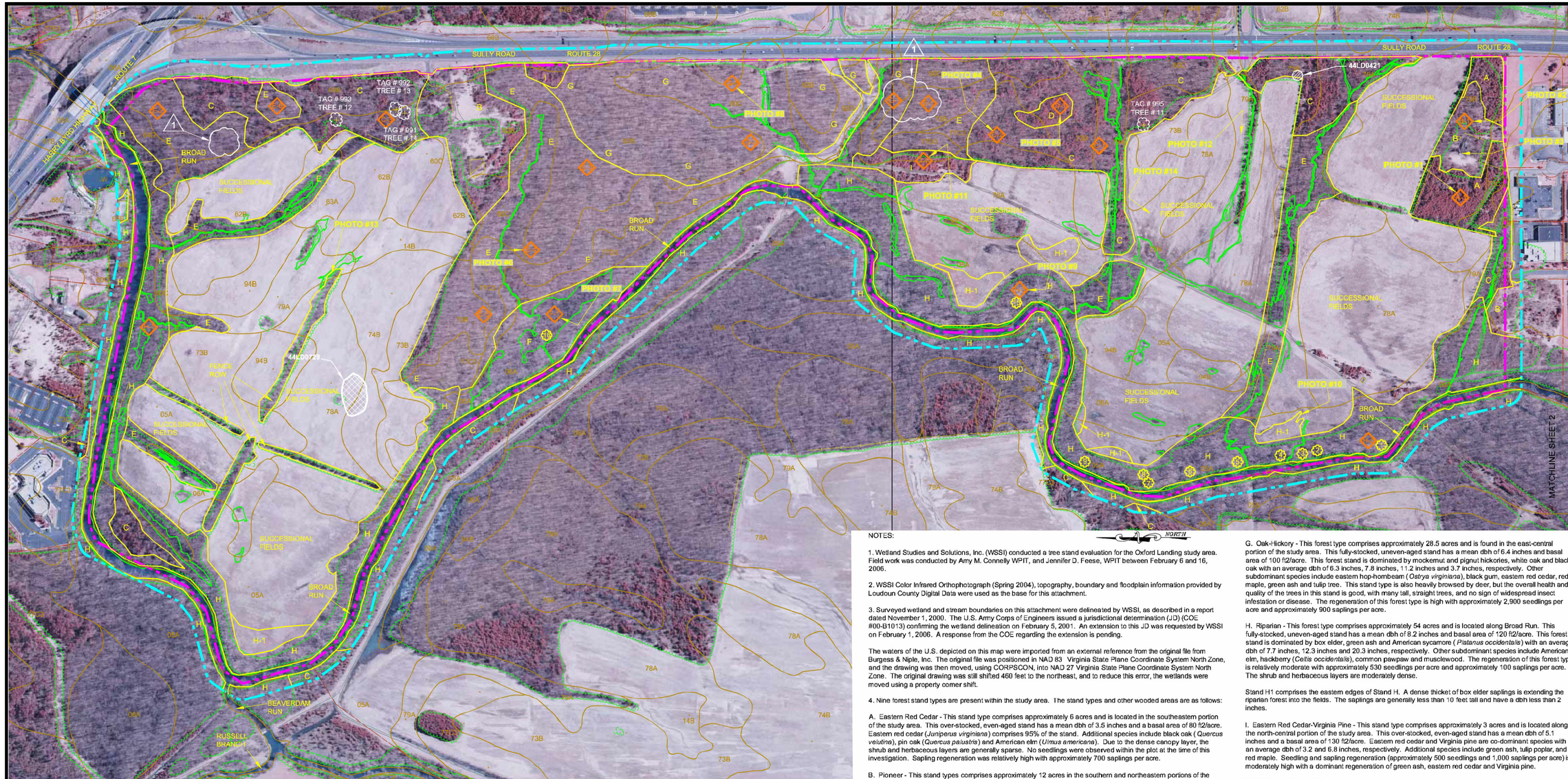
Scale: 1"=200'

Drawing Number

29

Sheet 29 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-Overall Floodplain impact.dwg [FLOODPLAIN 29] April 09, 2010 - 11:46am tburroughs



LEGEND

- SITE BOUNDARY
- 100-FOOT OFF-SITE STUDY AREA LIMITS
- JURISDICTIONAL WETLANDS AND OTHER WATERS OF THE U.S. (SEE NOTE #3)
- TREE STAND BOUNDARY (WITH FOREST STAND TYPE)
- TREE STAND FOREST PLOT CENTER
- POTENTIAL SPECIMEN TREE SURVEYED LOCATION (SEE NOTE #7) 1
- POTENTIAL SPECIMEN TREE APPROXIMATE LOCATION (SEE NOTE #6)
- 56A SOIL SERIES BOUNDARY AND SYMBOL
- FPL MAJOR FLOODPLAIN BOUNDARY (LOUDOUN COUNTY DIGITAL DATA)
- ARCHEOLOGICAL SITE 44LD0729 REQUIRES FURTHER STUDY (PHASE II INVESTIGATION) OR AVOIDANCE PER A PHASE I THUNDERBIRD ARCHEOLOGICAL ASSOCIATES, INC. REPORT ENTITLED "A PHASE I INVESTIGATION OF THE CIRCA 420 ACRE A.S. RAY PROPERTY ALONG BROAD RUN, LOUDOUN COUNTY, VIRGINIA" AND DATED MARCH 2001. THIS SITE WAS NOT SURVEY-LOCATED.
- ARCHEOLOGICAL SITE 44LD0421 (KILGOUR CEMETERY): A JAMES MADISON UNIVERSITY ARCHEOLOGICAL RESEARCH CENTER PHASE II REPORT, DATED 1988, RECOMMENDS A CEMETERY RELOCATION OR AVOIDANCE. THIS SITE WAS NOT SURVEY-LOCATED.

MAPPED SOILS

MAPPING UNIT NUMBERS	SOIL SERIES NAME	SLOPE
3A	COMUS SILT LOAM	0-3 %
5A	ROWLAND SILT LOAM	0-3 %
6A	BOWMANSVILLE SILT LOAM	0-3 %
14B	MANASSAS SILT LOAM	1-8 %
60C	SYCOLINE-CATLETT	7-15 %
60D	CATLETT GRAVELLY SILT LOAM	15-25 %
62B	KELLY-SYCOLINE COMPLEX	3-8 %
63A	KELLY SILT LOAM	0-3 %
64D	OAKHILL GRAVELLY SILT LOAM VERY STONY	15-25 %
65B	MONTALTO SILTY CLAY LOAM	3-8 %
67B	HAYMARKET AND JACKLAND	2-8 %
68B	HAYMARKET AND JACKLAND VERY STONY	2-8 %
68C	HAYMARKET AND JACKLAND VERY STONY	8-15 %
69A	ELBERT SILT CLAY LOAM	0-3 %
73B	PENN SILT LOAM	3-8 %
73C	PENN SILT LOAM	8-15 %
74B	ASHBURN SILT LOAM	1-8 %
77C3	NESTORIA GRAVELLY SLT LM SEVERLY ERD	8-15 %
77D3	NESTORIA GRAVELLY SLT LM SEVERLY ERD	15-25 %
78A	DULLES SILT LOAM	0-3 %
79A	ALBANO SILT LOAM	0-3 %
94B	ALLEGHENY SILT LOAM	0-5 %

POTENTIAL SPECIMEN TREES

Tree Number	Common Name	Scientific Name	DBH (in)	General Health/ Condition
1	American Sycamore	*Platanus occidentalis*	31.5	Fair
2	American Sycamore	*Platanus occidentalis*	32.2	Fair
3	American Sycamore	*Platanus occidentalis*	33.9	Good
4	Bittemut Hickory	*Carya glabra*	31.0	Fair
5	American Sycamore	*Platanus occidentalis*	42.7	Very Good
6	American Sycamore	*Platanus occidentalis*	40.5	Fair to Good
7	Shumard Oak	*Quercus shumardii*	34.5	Good
8	Shumard Oak	*Quercus shumardii*	32.7	Good
9	Shumard Oak	*Quercus shumardii*	37.5	Fair to Good
1 10	Pignut Hickory	*Carya glabra*	22.4	Very Good
11	Virginia Pine	*Pinus virginiana*	18.7	Very Good
12	Eastern Red Cedar	*Juniperus virginiana*	22.4	Very Good
13	White Oak	*Quercus alba*	27.7	Good
14	Eastern Red Cedar	*Juniperus virginiana*	31.1	Fair to Good
15	American Sycamore	*Platanus occidentalis*	60.6	Very Good
16	Green Ash	*Fraxinus pennsylvanica*	34.0	Fair

NOTES:

NORTH

1. Wetland Studies and Solutions, Inc. (WSSI) conducted a tree stand evaluation for the Oxford Landing study area. Field work was conducted by Amy M. Connelly WPIT, and Jennifer D. Feese, WPIT between February 6 and 16, 2006.

2. WSSI Color Infrared Orthophotograph (Spring 2004), topography, boundary and floodplain information provided by Loudoun County Digital Data were used as the base for this attachment.

3. Surveyed wetland and stream boundaries on this attachment were delineated by WSSI, as described in a report dated November 1, 2000. The U.S. Army Corps of Engineers issued a jurisdictional determination (JD) (COE #00-B1013) confirming the wetland delineation on February 5, 2001. An extension to this JD was requested by WSSI on February 1, 2006. A response from the COE regarding the extension is pending.

The waters of the U.S. depicted on this map were imported from an external reference from the original file from Burgess & Niple, Inc. The original file was positioned in NAD 83 Virginia State Plane Coordinate System North Zone, and the drawing was then moved, using CORPSCON, into NAD 27 Virginia State Plane Coordinate System North Zone. The original drawing was still shifted 460 feet to the northeast, and to reduce this error, the wetlands were moved using a property corner shift.

4. Nine forest stand types are present within the study area. The stand types and other wooded areas are as follows:

A. Eastern Red Cedar - This stand type comprises approximately 6 acres and is located in the southeastern portion of the study area. This over-stocked, even-aged stand has a mean dbh of 3.5 inches and a basal area of 80 ft2/acre. Eastern red cedar (*Juniperus virginiana*) comprises 95% of the stand. Additional species include black oak (*Quercus velutina*), pin oak (*Quercus palustris*) and American elm (*Ulmus americana*). Due to the dense canopy layer, the shrub and herbaceous layers are generally sparse. No seedlings were observed within the plot at the time of this investigation. Sapling regeneration was relatively high with approximately 700 saplings per acre.

B. Pioneer - This stand types comprises approximately 12 acres in the southern and northeastern portions of the study area. This under-to fully-stocked, uneven-aged stand has a dbh range of 2 to 13 inches and basal area of 110 ft2/acre. Dominant species within this forest type include black locust (*Robinia pseudoacacia*), box elder (*Acer negundo*), eastern red cedar, and American elm. Subdominant species include red maple (*Acer rubrum*), sweet gum (*Liquidambar styraciflua*) and mockemut hickory (*Carya alba*). This forest stand type is associated with abandoned and dilapidated farm structures and houses. The seedling and sapling regeneration is high with approximately 4,700 seedlings per acre and 1,300 saplings per acre (primarily box elder).

C. Mixed Coniferous-Deciduous - This stand type comprises approximately 38 acres primarily in the eastern portion of the study area with smaller areas located in the northeastern and northwestern portions of the study area. This fully-stocked, uneven-aged stand has a dbh range of 2 to 22 inches with a mean dbh of 5.4 inches and basal area of 90 ft2/acre. Dominant species within this forest type include eastern red cedar, Virginia pine (*Pinus virginiana*), red maple, green ash and American elm. This stand is heavily browsed by deer, but exhibits overall good health and quality with many tall, straight trees, and no sign of widespread insect infestation or disease. The seedling regeneration is relatively high with approximately 1,300 seedlings per acre. Sapling regeneration is moderately low with approximately 170 saplings (primarily downy serviceberry (*Amelanchier arborea*) with eastern red cedar and green ash).

D. Virginia Pine - This stand type comprises approximately 1.0 acre in the east-central portion of the study area. This fully-stocked, even-aged stand has a mean dbh of 5.6 inches and a basal area of 150 ft2/acre. Virginia pine is the dominant species within this forest type. The few hardwood species within the canopy of this stand include green ash and sweet bird cherry (*Prunus avium*). Due to the dense canopy layer, the regeneration within this stand type is low with approximately 200 seedlings per acre composed primarily of oak species (*Quercus* spp.). No saplings were observed within the plot during this investigation.

E. Mixed Hardwood - This stand type comprises approximately 63.5 acres and is found throughout the study area. This fully-stocked, uneven-aged stand has a mean dbh of 6.0 inches with a dbh range from 2 to 30 inches and a basal area of 90 ft2/acre. This forest type includes red maple, green ash, tulip tree (*Liriodendron tulipfera*), a variety of oak species, American elm, musclewood (*Carpinus caroliniana*), black cherry (*Prunus serotina*), sweet bird cherry, mockemut and pignut (*Carya glabra*) hickories, black gum (*Nyssa sylvatica*) and common persimmon (*Diospyros virginiana*). Although this stand is heavily browsed by deer, the overall health and quality of the trees in this stand is good, with many tall, straight trees, and no sign of widespread insect infestation or disease. The regeneration of this forest type is relatively moderate with approximately 880 seedlings per acre and approximately 300 saplings per acre.

F. Bottomland Hardwood - This stand type comprises approximately 8 acres and is found in the northwestern portion of the study area. This fully-stocked, uneven-aged stand has a mean dbh of 8.9 inches with dbh ranging from 3 to 33 inches and a basal area of 90 ft2/acre. Green ash and musclewood are co-dominants in this forest type with a dbh of 13 inches and 4 inches, respectively. Subdominant species in this forest type include American elm, pin oak, box elder, red maple, and mockernut and pignut hickories. Although this stand is heavily browsed by deer, the overall health and quality of the trees in this stand is fair to good, with many tall, straight trees. The regeneration of this forest type is relatively low with approximately 500 seedlings per acre. No saplings were observed within the plot during this investigation.

G. Oak-Hickory - This forest type comprises approximately 28.5 acres and is found in the east-central portion of the study area. This fully-stocked, uneven-aged stand has a mean dbh of 6.4 inches and basal area of 100 ft2/acre. This forest stand is dominated by mockemut and pignut hickories, white oak and black oak with an average dbh of 6.3 inches, 7.8 inches, 11.2 inches and 3.7 inches, respectively. Other subdominant species include eastern hop-hornbeam (*Ostrya virginiana*), black gum, eastern red cedar, red maple, green ash and tulip tree. This stand type is also heavily browsed by deer, but the overall health and quality of the trees in this stand is good, with many tall, straight trees, and no sign of widespread insect infestation or disease. The regeneration of this forest type is high with approximately 2,900 seedlings per acre and approximately 900 saplings per acre.

H. Riparian - This forest type comprises approximately 54 acres and is located along Broad Run. This fully-stocked, uneven-aged stand has a mean dbh of 8.2 inches and basal area of 120 ft2/acre. This forest stand is dominated by box elder, green ash and American sycamore (*Platanus occidentalis*) with an average dbh of 7.7 inches, 12.3 inches and 20.3 inches, respectively. Other subdominant species include American elm, hackberry (*Celtis occidentalis*), common pawpaw and musclewood. The regeneration of this forest type is relatively moderate with approximately 530 seedlings per acre and approximately 100 saplings per acre. The shrub and herbaceous layers are moderately dense.

Stand H1 comprises the eastern edges of Stand H. A dense thicket of box elder saplings is extending the riparian forest into the fields. The saplings are generally less than 10 feet tall and have a dbh less than 2 inches.

I. Eastern Red Cedar-Virginia Pine - This stand type comprises approximately 3 acres and is located along the north-central portion of the study area. This over-stocked, even-aged stand has a mean dbh of 5.1 inches and a basal area of 130 ft2/acre. Eastern red cedar and Virginia pine are co-dominant species with an average dbh of 3.2 and 6.8 inches, respectively. Additional species include green ash, tulip poplar, and red maple. Seedling and sapling regeneration (approximately 500 seedlings and 1,000 saplings per acre) is moderately high with a dominant regeneration of green ash, eastern red cedar and Virginia pine.

5. Non-Forest Communities

Wooded Borders / Tree-lined Fencerows

Many tree-lined fencerows divide the fields. Mature eastern red cedar trees are often at the center of these linear features. These tree-lined areas are comprised of relatively mature trees. In addition to eastern red cedar, red maple, green ash, box elder, pin oak, American elm, poison ivy and Japanese honeysuckle are prevalent in these wooded areas.

Successional Fields

The fields, which comprise a large portion of the study area, are becoming established with pioneer species. There are a few scattered individuals of eastern red cedar and green ash seedlings. Herbaceous vegetation is dense and species include, but are not limited to, broomsedge (*Andropogon virginicus*), serrate-leaf blackberry (*Rubus argutus*), joint-head arthraxon (*Arthraxon hispidus*) and soft rush (*Juncus effusus*).

6. Potential specimen trees were located through a general pedestrian survey. Trees noteworthy due to their large size (~30 inches or greater dbh) and/or quality were examined and evaluated based on relative condition. The large trees documented within the floodplain characterize the numerous potential specimen trees not documented in the floodplain forest stand. See table on this attachment for general information and the attached report for a detailed description.

1 7. The specimen trees outside of the floodplain were located in the field using conventional survey methods. Field locations were completed November 15, 2006. Four potential specimen trees were identified in the eastern portion of the study area. Please note that the potential specimen trees in the floodplain were not survey-located.

8. One of the specimen trees identified during the original field work could not be located by WSSI's surveyors. Therefore, on November 17 and November 27, 2006, WSSI environmental scientists, Jennifer D. Feese, WPIT and Amy M. Connelly, WPIT, and on November 20 Jennifer D. Feese, WPIT and Laura A. B. Giese, PhD, PWS, PWD, CF, CSE visited the site in an attempt to locate Specimen Tree #10. After a thorough pedestrian reconnaissance, the tree was not able to be found. Upon further examination of data collected during the original field work, the tree was below the 30" DBH recommendations provided by Loudoun County. Therefore, this tree was removed as a potential specimen tree.

9. Based upon these subsequent field visits, two other revisions were made to the exhibit as noted below:

- Tree Stand Forest Plots E-2 and G-2, both located in the central portion of the study area, have been changed to E-1 and G-1, respectively.
- A duplicate tree stand forest plot was inadvertently added to the map in the northeastern portion of the study area. Subsequently this symbol has been removed.

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www.wetlandstudies.com

Attachment I: Tree Stand Evaluation

Prepared For: Tritec Real Estate Company, Inc.

Oxford Landing

Loudoun County, Virginia

COMMONWEALTH OF VIRGINIA
ERIC S. SIEGEL
No. 023416
07/21/09
PROFESSIONAL ENGINEER

REVISIONS				
No.	Date	Description	Rev. By	App. By
1	11/30/06	SURVEY-LOCATED POTENTIAL SPECIMEN TREES – TREE NUMBERS 11 THROUGH 14 AND REVISIONS PER ADDITIONAL FIELD INVESTIGATION	AMC	LABG

DATE: March 2006

SCALE: 1" = 300'

Horizontal Datum: VCS NAD 27

Vertical Datum: NGVD 29

Boundary and Topo Source: Loudoun County Digital Data

Design	Draft	Approved
AMC	AMC	LABG/MH

Sheet # 30 of 37

FILE No. ZP-1675-2

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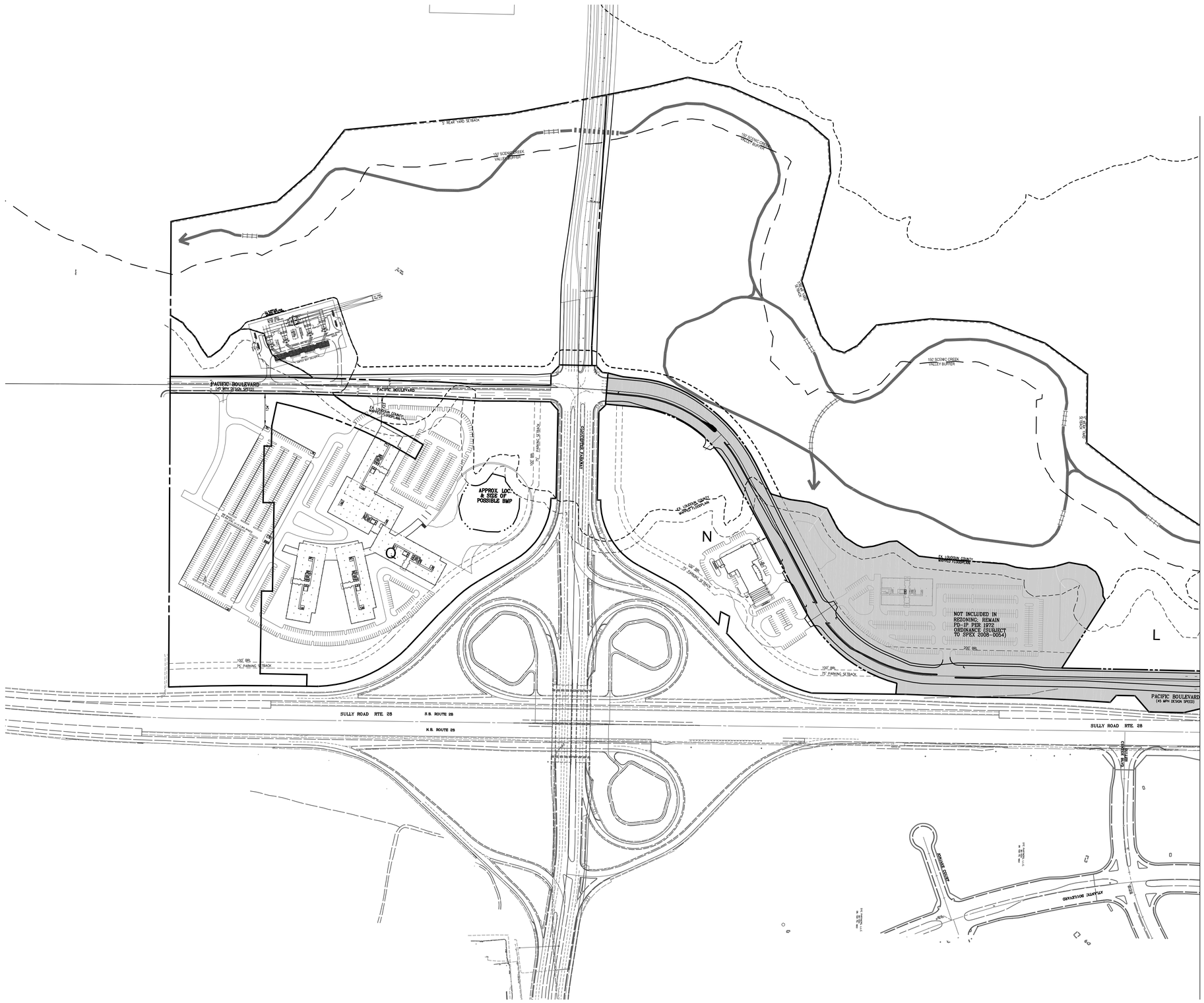

NOTE:
1. BUILDING LOCATIONS AND FOOTPRINTS AND ASSOCIATED PARKING AREAS AND STRUCTURES ARE FOR ILLUSTRATIVE PURPOSES ONLY AND ARE SUBJECT TO CHANGE.

2. FINAL BUILDING LOCATIONS AND FOOTPRINTS AND ASSOCIATED PARKING AREAS AND STRUCTURES MUST COMPLY WITH THE SPECIFIC COMMITMENTS PROVIDED IN THE APPROVED PROFFERS FOR THIS ZMAP APPLICATION.

NOTE: SEE TABULATION ON SHEET # 14 FOR USES

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04/09/10
PROFESSIONAL ENGINEER

Client

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Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
2	COUNTY COMMENTS	10-02-09
3	COUNTY COMMENTS	01-08-10
4	COUNTY COMMENTS	04-09-10

Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

ILLUSTRATIVE LAYOUT PLAN

Scale: 1"=200'

Drawing Number

31

Sheet 31 of 37 ZP-1675-2

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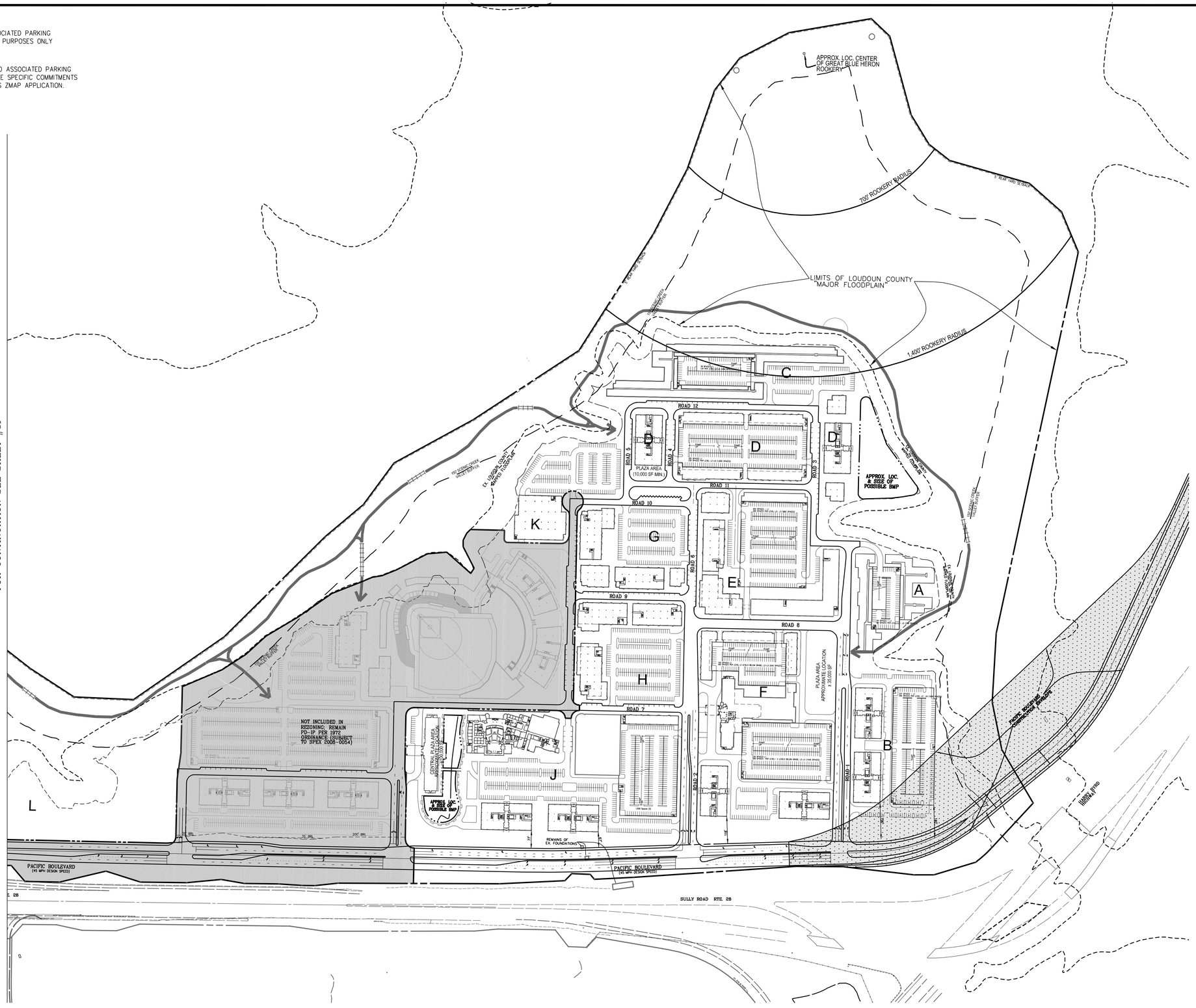

FOR CONTINUATION SEE SHEET #31

NOTE: SEE TABULATION ON SHEET # 14 FOR USES

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Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

ILLUSTRATIVE LAYOUT PLAN

Scale: 1"=200'

Drawing Number

32

Sheet 32 of 37 ZP-1675-2

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FINAL PHASE

CONCEPT & DESIGN CMSS ARCHITECTS PC 2009 B 0977 B

ARCHITECTURAL MASTER PLAN
N.T.S.

KINCORA
Loudoun County, Virginia

The Crossroads of Commerce and Knowledge

CMSS ARCHITECTS, PC

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Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
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4	COUNTY COMMENTS	04-09-10

Issue

Date	Description

Project Name

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
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Project No. 08-356

Date OCT., 2008

Drawing Title

ILLUSTRATIVE LAND USE MAP

Scale: NTS

Drawing Number

33

Sheet 33 of 37 ZP-1675-2

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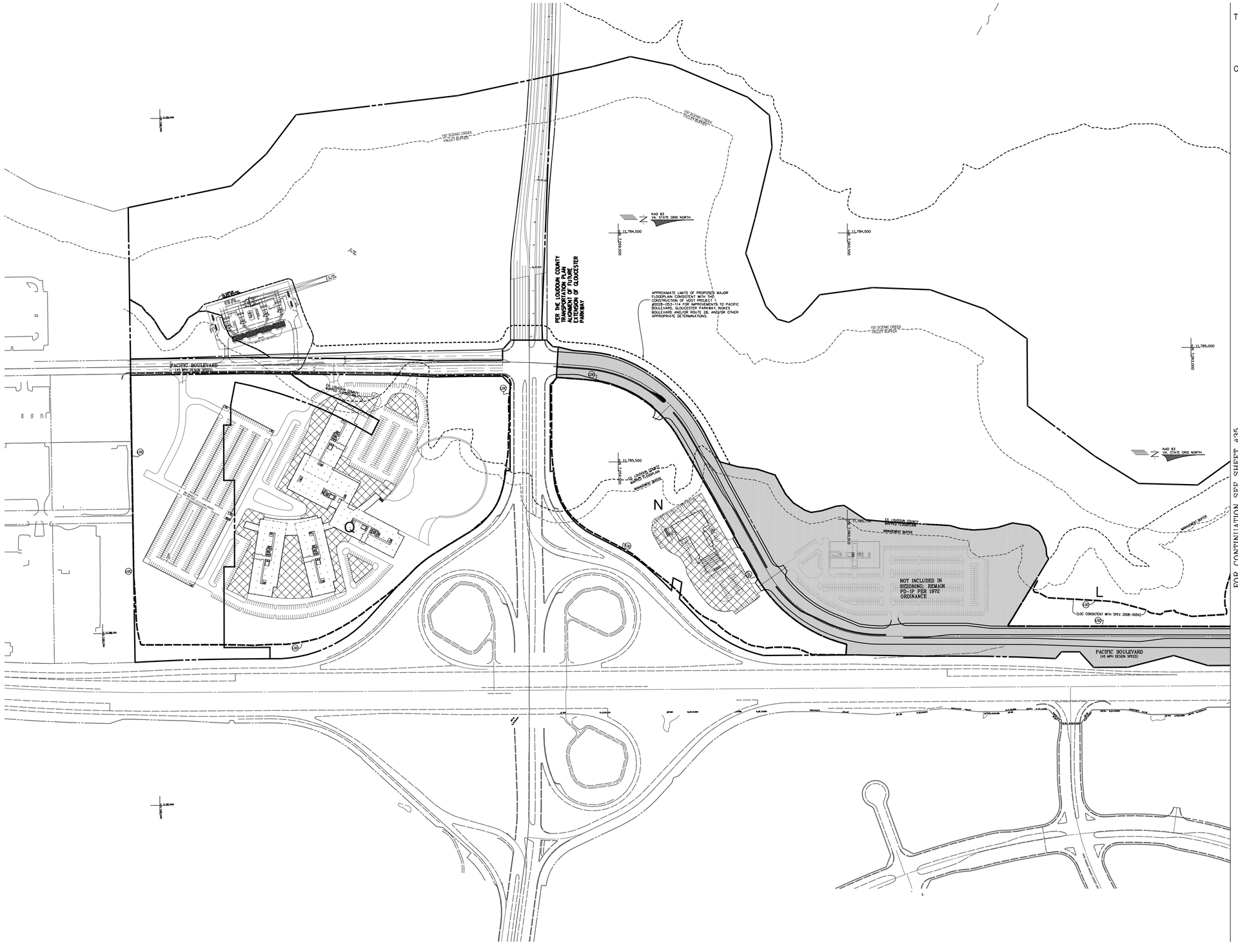

TOTAL SITE AREA ..... 336.60 AC

	REQUIRED	PROVIDED
CIVIC SPACE (MIN. 5% REQ'D.)	.....16.83 AC	.....16.94 AC

LEGEND

PUBLIC, CIVIC, INSTITUTIONAL USE (638,334 SF or 14.65 AC)

CENTRAL PLAZA (±100,000 SF or 2.29 AC)

NOTE:

1. THE LOCATIONS AND MAXIMUM AMOUNTS OF CIVIC SPACE AND OPEN SPACE SHOWN IS FOR ILLUSTRATIVE PURPOSES. EACH SITE PLAN SUBMITTED WILL DEPICT THAT THE MINIMUM AMOUNTS REQUIRED WILL BE PROVIDED.

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No.	Description	Date
1	COUNTY COMMENTS	07-21-09
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Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

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Project No. 08-356

Date OCT., 2008

Drawing Title

CIVIC SPACE EXHIBIT

Scale: 1"=200'

Drawing Number

34

Sheet 34 of 37 ZP-1675-2

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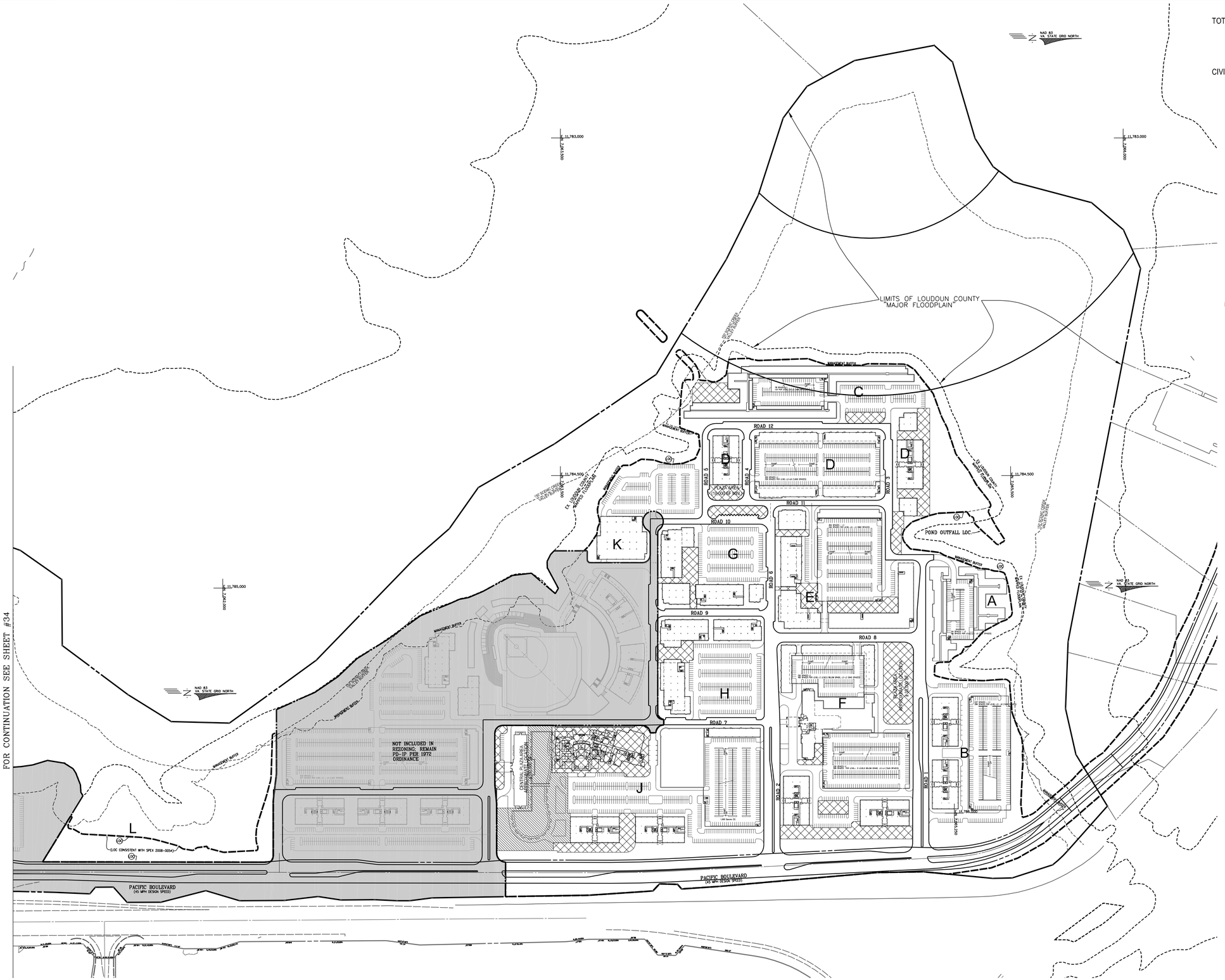

TOTAL SITE AREA ..... 336.60 AC

	REQUIRED	PROVIDED
CIVIC SPACE (MIN. 5% REQ'D.)	.....16.83 AC	.....16.94 AC

LEGEND

- PUBLIC, CIVIC, INSTITUTIONAL USE (638,334 SF or 14.65 AC)
- CENTRAL PLAZA (±100,000 SF or 2.29 AC)

NOTE:

1. THE LOCATIONS AND MAXIMUM AMOUNTS OF CIVIC SPACE AND OPEN SPACE SHOWN IS FOR ILLUSTRATIVE PURPOSES. EACH SITE PLAN SUBMITTED WILL DEPICT THAT THE MINIMUM AMOUNTS REQUIRED WILL BE PROVIDED.

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Revision / Issue

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4	COUNTY COMMENTS	04-09-10

Issue

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Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

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Project No. 08-356

Date OCT., 2008

Drawing Title

CIVIC SPACE EXHIBIT

Scale: 1"=200'

Drawing Number

35

Sheet 35 of 37 ZP-1675-2

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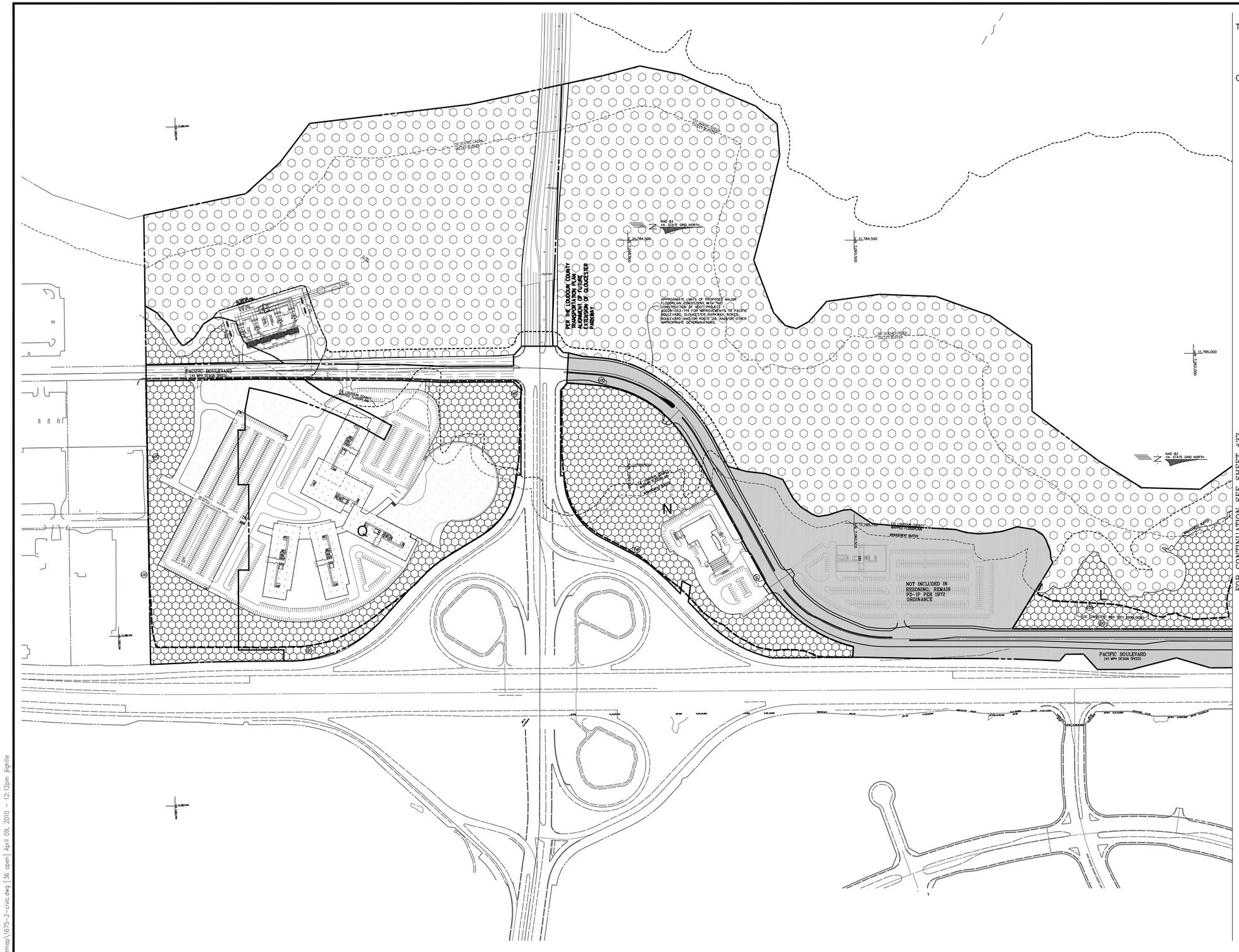

FOR CONTINUATION SEE SHEET #37

	REQUIRED / ALLOWED	PROVIDED
TOTAL SITE AREA ..... 336.60 AC		
OPEN SPACE (min. 10% req.)	33.66 AC	34.90 AC
"NATURAL" OPEN SPACE WITHIN RSCOD (max. 50% allowed of open space)	17.45 AC	5.84 AC* (17%)
"NATURAL" OPEN SPACE OUTSIDE RSCOD (min. 75% req. of open space)	26.18 AC	26.19 AC (75%)
"REMAINING" OPEN SPACE OUTSIDE RSCOD (max. 25% allowed of open space)	8.73 AC	2.87 AC (8%)

LEGEND

"NATURAL" OPEN SPACE WITHIN RSCOD (ACTUAL: 7,061,600 SF or 162.11 AC) *(PROVIDED FOR CREDIT PER RGP CH. 6 "GENERAL CHARACTERISTICS"(C)(6): 254,391 SF or 5.84 AC)

"NATURAL" OPEN SPACE OUTSIDE RSCOD (1,140,960 SF or 26.19 AC)

"REMAINING" OPEN SPACE OUTSIDE RSCOD (125,221 SF or 2.87 AC)

NOTES:

1. THE LOCATIONS AND MAXIMUM AMOUNTS OF CIVIC SPACE AND OPEN SPACE SHOWN IS FOR ILLUSTRATIVE PURPOSES. EACH SITE PLAN SUBMITTED WILL DEPICT THAT THE MINIMUM AMOUNTS REQUIRED WILL BE PROVIDED.
2. NATURAL OPEN SPACE WITHIN RSCOD EXCLUSIVE OF RIGHT OF WAY DEDICATION NECESSARY FOR PUBLIC ROAD CROSSING OF BROAD RUN TO BE DEDICATED TO THE COUNTY FOR PASSIVE PARK PURPOSES.

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Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
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Project No. 08-356

Date OCT. , 2008

Drawing Title

OPEN SPACE PLAN

Scale: 1"=200'

Drawing Number

36

Sheet 36 of 37 ZP-1675-2

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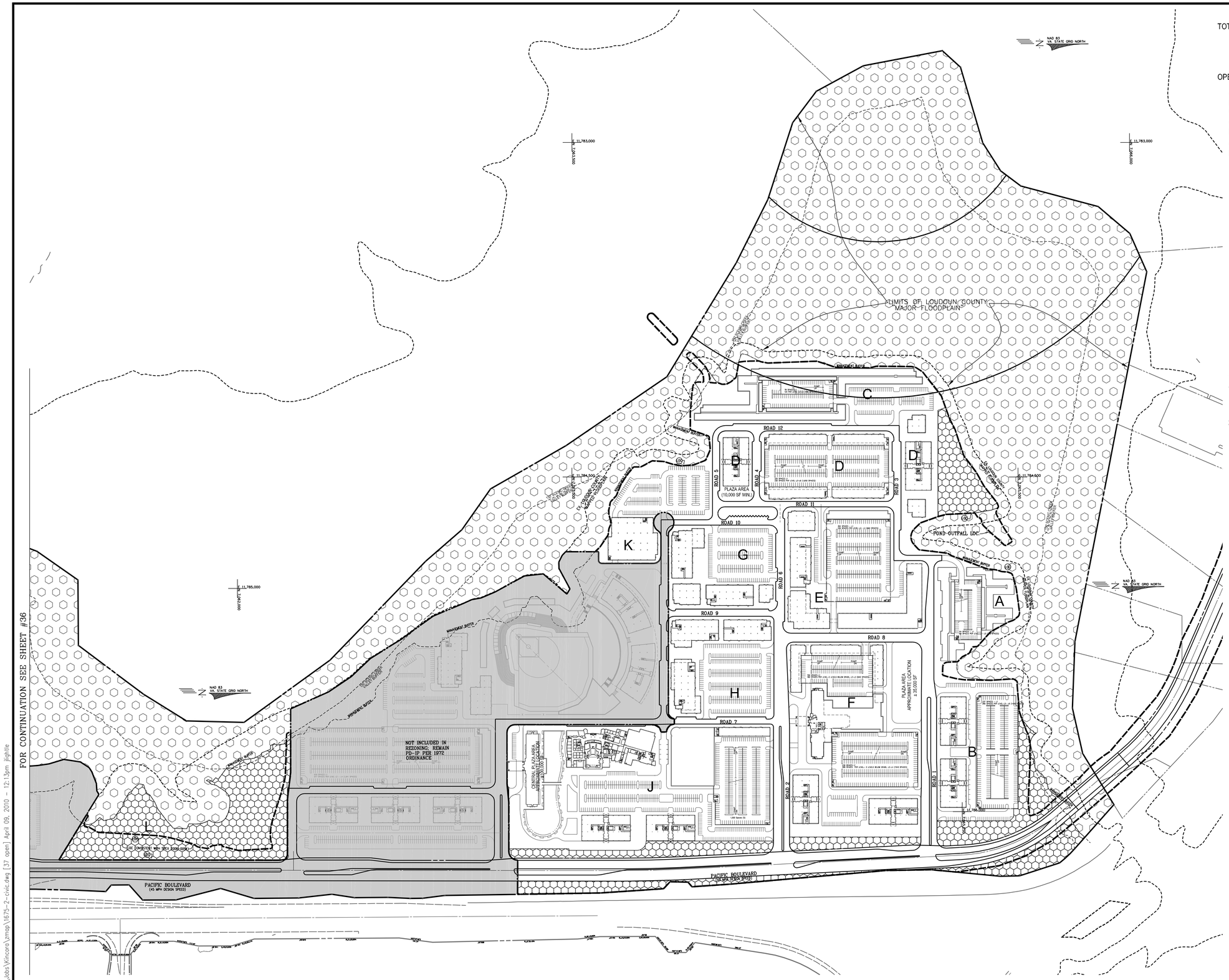

FOR CONTINUATION SEE SHEET #36

	REQUIRED / ALLOWED	PROVIDED
TOTAL SITE AREA ..... 336.60 AC		
OPEN SPACE (min. 10% req.)	33.66 AC	34.90 AC
"NATURAL" OPEN SPACE WITHIN RSCOD (max. 50% allowed of open space)	17.45 AC	5.84 AC* (17%)
"NATURAL" OPEN SPACE OUTSIDE RSCOD (min. 75% req. of open space)	26.18 AC	26.19 AC (75%)
"REMAINING" OPEN SPACE OUTSIDE RSCOD (max. 25% allowed of open space)	8.73 AC	2.87 AC (8%)

LEGEND

"NATURAL" OPEN SPACE WITHIN RSCOD (ACTUAL: 7,061,600 SF or 162.11 AC) *(PROVIDED FOR CREDIT PER RGP CH. 6 "GENERAL CHARACTERISTICS"(C)(6): 254,391 SF or 5.84 AC)

"NATURAL" OPEN SPACE OUTSIDE RSCOD (1,140,960 SF or 26.19 AC)

"REMAINING" OPEN SPACE OUTSIDE RSCOD (125,221 SF or 2.87 AC)

NOTES:

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2. NATURAL OPEN SPACE WITHIN RSCOD EXCLUSIVE OF RIGHT OF WAY DEDICATION NECESSARY FOR PUBLIC ROAD CROSSING OF BROAD RUN TO BE DEDICATED TO THE COUNTY FOR PASSIVE PARK PURPOSES.

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Revision / Issue

No.	Description	Date
1	COUNTY COMMENTS	07-21-09
2	COUNTY COMMENTS	10-02-09
3	COUNTY COMMENTS	01-08-10
4	COUNTY COMMENTS	04-09-10

Issue

Date	Description

Project Name

KINCORA

KINCORA VILLAGE CENTER

Broad Run Election District
Loudoun County, Virginia

Drawn By	Checked By
TB	ESS

Project No. 08-356

Date OCT., 2008

Drawing Title

OPEN SPACE PLAN

Scale: 1"=200'

Drawing Number

37

Sheet 37 of 37 ZP-1675-2

Urban, Ltd. - M:\Jobs\Kincora\zmap\1675-2-civic.dwg [37 open] April 09, 2010 - 12:13pm jlightle