



STAFF REPORT

TO: Mayor and Town Council
FROM: Daniel Galindo, AICP – Senior Planner
SUBJECT: RZ14-01 Mayfair Industrial & RZ14-02 Mayfair Residential Addition
DATE: June 6, 2014

The Planning Commission held public hearings for the RZ14-01 and RZ14-02 applications on June 5, 2014 and conditionally recommended that Town Council approve both applications with the following motions:

Planning Commission Motion for RZ14-01

For the reasons stated in the staff report dated June 3, 2014, I move that the Purcellville Planning Commission forward to Town Council, with a recommendation to approve, RZ14-01 with the following recommendations:

1. Incorporate the proffer changes requested in the Town Attorney's June 2, 2014 Staff Report on the RZ14-01 Proffers as well as any staff comments resulting from a full review of the revised proffers submitted on June 5, 2014, and
2. Provide separate plan sets for RZ14-01 and RZ14-02 in lieu of the current combined set.

Planning Commission Motion for RZ14-02

For the reasons stated in the staff report dated June 3, 2014, I move that the Purcellville Planning Commission forward to Town Council, with a recommendation to approve, RZ14-02 with the following recommendations:

1. Incorporate the proffer changes requested in the Town Attorney's June 3, 2014 Staff Report on the RZ14-02 Proffers as well as any staff comments resulting from a full review of the revised proffers submitted on June 5, 2014, and
2. Provide separate plan sets for RZ14-01 and RZ14-02 in lieu of the current combined set.

Prior to the meeting, the applicants submitted revised proffers at approximately 2 P.M. Staff did not have time to conduct a thorough analysis of these revisions, but it appears that the vast majority of staff's previous comments and requests have been addressed. While staff anticipates the submission of another set of revised proffers on June 6th, the following notable topics remain to be fully resolved as of the writing of this report:

1. RZ14-01 – Timing mechanisms and proposed methods for measuring the need for a northbound turn lane on Purcellville Road at East Nichols Lane.
2. RZ14-01 – The most appropriate language and timing mechanism for completion of the water line loop serving all of the Brookfield-owned properties.
3. RZ14-02 – Whether the newly proffered walking trails provide sufficient active recreation facilities.
4. RZ14-02 – The appropriateness of a water and sewer agreement for these residential lots.

Staff specifically requested Planning Commission input on #3, and stated opinions were split between a desire for more recreation facilities that would also serve the larger Mayfair Planned Development and a belief that the trails were sufficient for a four (4) acre property.

In the interest of quickly providing Council with as much information as possible, the staff reports and attachments originally provided to the Planning Commission are attached in unaltered form. Please note that staff continues to work with the applicant on these applications and aims to provide an updated staff report on Monday, June 9th including the newly revised proffers, draft motions, and any additional information that could aid Council's deliberation and discussion of the RZ14-01 and RZ14-02 applications.



STAFF REPORT

TO: Planning Commission
FROM: Daniel Galindo, AICP – Senior Planner
SUBJECT: RZ14-01 Mayfair Industrial
DATE: June 3, 2014

Application Information		
Applicant/Engineer Bowman Consulting Group, Ltd. 101 South Street, S.E. Leesburg, VA 20175	Property Owner Brookfield Autumn Hill, L.L.C. 8500 Executive Park Ave Ste 300 Fairfax, VA 22031-2228	
Submission Date March 4, 2014	Planning Commission Public Hearing Date June 5, 2014	Town Council Public Hearing Date June 10, 2014

Property Information				
PIN	Tax Map	Address	Current Zoning	Acres
487-36-5498	/35/////////14/	16901 Purcellville Road	X	70.81

Rezoning Request
RZ14-01
Rezone 19.01 acres in the southwest corner of the property from X, Transitional to M-1, Limited Industrial

SUMMARY

Bowman Consulting Group, Ltd. of Leesburg, Virginia has submitted a rezoning application (RZ14-01), on behalf of Brookfield Autumn Hill, L.L.C., that proposes to amend the Town's Zoning Map by changing the zoning district designation of 19.01 undeveloped acres from X (Transitional) to M-1 (Limited Industrial). The Planning Commission will hold a public hearing on this application at its June 5, 2014 regular meeting, and Town Council will hold a separate public hearing at its June 10, 2014 regular meeting. Staff is recommending approval of this application.

BACKGROUND

Application RZ14-01 proposes to rezone an undeveloped 19.01 acre portion in the southwest corner of the 70.81 acre parcel identified in the Loudoun County land records as Tax Map Number /35/////////14/ and Parcel Identification Number 487-36-5498 from X (Transitional) to M-1 (Limited Industrial). The applicant seeks this rezoning in order to have the right to develop the

property at a future time with the uses permitted by the proposed M-1 zoning district; no specific development plan is currently proposed. The remaining 51.8 acre portion of the parcel contains the Mayfair Planned Development (RZ13-01) approved by Town Council on December 10, 2013.

The portion of the property subject to the RZ14-01 application abuts the following zoning districts and land uses: PDH-8 (Planned Development Housing-8) to the north and east containing the future sites for single family detached dwellings and townhomes in the Mayfair Planned Development, X (Transitional) to the west containing Woodgrove High School and Mountain View Elementary School, and M-1 (Limited Industrial) to the south containing the Richardson Lane portion of the Valley Industrial Park.

The existing X, Transitional zoning district designation for the property is an interim zoning designation automatically assigned to land that is annexed from Loudoun County under one of the following County zoning district designations: AR1, JLMA2, JLMA3, and RC. Uses allowed in the Transitional zoning district include agricultural and forestry uses, single-family dwellings, private schools for 15 or fewer pupils, non-commercial fairgrounds, a temporary circus or carnival sponsored by a non-profit organization, churches, wildlife and game preserves, and bed and breakfasts. The proposed M-1, Limited Industrial designation would allow a variety of light manufacturing, fabricating, processing, wholesale distributing, and warehousing uses. A comparison of the dimensional regulations in each district is provided in the Table 1 below.

Table 1: Comparison of Dimensional Regulations

Standard	X, Transitional	M-1, Limited Industrial
Minimum Lot Size	3 acres	20,000 sq. ft.
Minimum Lot Width	200 ft.	100 ft.
Lot Depth	Maximum of 3.5x Lot Width	Minimum of 150 ft.
Maximum Building Coverage	-	50%
Maximum Height	35 ft.	45 ft.
- <i>If certain setbacks from the property line are met</i>	60 ft.	60 ft.
Minimum Front Yard	35 ft.	25 ft.
Minimum Side Yard	12 ft.	15 ft.
- <i>If adjacent to residential</i>	-	50 ft.
Minimum Rear Yard	25 ft.	40 ft.
- <i>If adjacent to residential</i>	-	50 ft.

Because of the seeming complexity of the documents involved with Town Council’s previous approval of the Mayfair Planned Development, Planning Commissioners have repeatedly asked staff to clarify any effects that those documents have on the RZ14-01 application and the accompanying RZ14-02 application. Staff has summarized these limited effects in the Table 2 below, and those documents with any effect on the current rezoning applications have been provided as attachments to this report.

The most important content found in any of these documents is contained in the Memorandum of Understanding. Within Section 12 of that document, both the Town and Brookfield acknowledge that the Town Council cannot legally bind itself in the exercise of discretionary legislative acts such as approvals of rezoning. Therefore, ***the Planning Commission and Town Council are under no obligation to recommend approval of or vote to approve either RZ14-01 or RZ14-02*** unless that body finds the requested rezoning to be in the best interest of Purcellville and its citizens.

Table 2: Effects of Mayfair Planned Development Documents on RZ14-01 & RZ14-02

Document	Effect on RZ14-01 & RZ14-02
Boundary Line Adjustment Agreement	The Town of Purcellville and Loudoun County agreed to incorporate the entirety of the 70.81 acre parcel (PIN: 487-36-5498) owned by Brookfield-Autumn Hill, L.L.C. and the 3.98 acre parcel (PIN: 487-47-4375) owned by Brookfield Washington, L.L.C. into the Town.
Memorandum of Understanding	Within 120 days of annexation, Brookfield agreed to: 1) submit a rezoning application for the remainder of the 70.81 acre parcel not included within the Mayfair Planned Development from its existing zoning to limited industrial (met by RZ14-01 application), and 2) submit a rezoning application for the separate 3.98 acre parcel from its existing zoning to limited industrial to PDH-8 (met by original RZ14-02 application requesting PDH-8). The Town and Brookfield also acknowledge that the Town Council cannot legally bind itself in the exercise of discretionary legislative acts such as approvals of rezoning.
Declaration of Covenants	None
Escrow Agreement	None
Proffer Statement with Concept Development Plan	Brookfield proffered a small area in the southwest corner of the property subject to application RZ14-02 to serve as part of a Collector Road Buffer. Similarly, the landscape buffer between the Mayfair Planned Development and the property subject to application RZ14-01 was proffered to maintain a minimum width of 50 feet while being entirely on one property or the other in certain areas. Both of these buffers are shown on the plan set for RZ14-01 and RZ14-02. Brookfield also restated its commitment to submit an application requesting that the remainder of the 70.81 acre parcel be rezoned to limited industrial.
Water & Sewer Agreement	The commitment to submit an application requesting that the remainder of the 70.81 acre parcel be rezoned to limited industrial is restated.
Payment Guaranty	None

REZONING ANALYSIS

There are certain relevant factors that should be considered for any rezoning request. Article 1, Section 3 of the Zoning Ordinance of the Town of Purcellville, Virginia states that zoning districts must be drawn and applied by reasonably considering the following: the comprehensive plan; trends of growth and change; current and future requirements of the community as to land for various purposes; the transportation requirements of a community; requirements for public facilities and services; conservation of natural and historic resources; the existing use and character of property; the suitability of the property for various uses; efficiency and economy in the process of development; encouragement of the most appropriate and best use of land throughout the locality; encouragement of good civic design and the creation of a convenient, attractive and harmonious community; and to promote the health, safety, morals, order, convenience, prosperity and general welfare of the Purcellville community.

Provided below are the factors found in Article 1 of the Zoning Ordinance, as stated above, along with corresponding staff comments. Please note that the lengthy analysis of the components of the comprehensive plan covers many of Article 1's factors, so duplicate analysis will not be provided. Also be sure to review the various agency comments that are provided as attachments to this report. The comments do not necessarily reflect the position of staff and should be reviewed as independent comments. The comments may or may not have been mentioned or included in the body of this staff report. However, please remember that the commenting agency has a particular expertise in their field and their comments should be reviewed with that expertise in mind.

Consistency with the Comprehensive Plan

The Purcellville, Virginia 2025 Comprehensive Plan (PCP) was adopted in 2006 to "provide guidance for the coordinated and harmonious development of the territory in accordance with present and future needs and resources that will best promote the health, safety, morals, order, convenience, prosperity and general welfare of the community" (PCP, p. 1). Accordingly, the Plan should serve as the basis for Town land use decisions, and staff provides the following analysis of its pertinent goals and policies.

Financial Planning for the Future

Purcellville continues to face costs for capital improvements and other enhancements designed to benefit the community, and this presents the challenge of maintaining fiscal balance and stability while paying for needed improvements. One method provided in the Plan to address this challenge is "*to better balance the Town's tax base by working toward 30 percent of the value of the Town's real property tax base from commercial property and 70 percent from residential property*" (PCP, p. 22).

1. This application would convert 19.01 acres from the Town's X, Transitional zoning district to M-1, Limited Industrial which should ultimately increase the commercial portion of the Town's real property tax base toward the goal of 30%. The X district allows a number of very low intensity uses with detached, single-family dwellings at a density of 1 unit per 3 acres likely its highest value use. M-1 allows a variety of light manufacturing, fabricating, processing, wholesale distributing, and warehousing uses which will have higher valuations upon build out.

A major source of Town revenue is also realized from sewer and water availability fees and usage fees.

1. The current zoning would allow a maximum of 6 single family dwelling units which typically utilize the smallest meter size and have small usage rates. M-1 uses are more likely to need larger, more expensive meters and to have higher usage rates.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

2025 Housing Policies

The housing policy section of the Plan calls for a balance between residential and commercial development to "*promote a harmonious pattern of land development and a healthy land use balance that encourages community preservation, sustainable development and managed growth; increase the amount of commercial and light industrial development in Purcellville to provide a more balanced*

economy, local revenue structure, and cost effective public services; and provide more cost effective public services by achieving a real estate tax revenue ratio of at least 30 percent from commercial uses and no more than 70 percent from residential uses” (PCP, p. 28)

1. This property is mostly surrounded by undeveloped land and borders the existing industrial uses along the Richardson Lane portion of the Valley Industrial Park. A change to industrial zoning would be harmonious in this location.
2. This rezoning would eventually increase the amount of light industrial development thereby providing a more balanced economy, local revenue structure, and cost effective public services.
3. As noted above, this rezoning should ultimately increase the commercial portion of the Town’s real property tax base toward the goal of 30%.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

2025 Parks, Recreation and Open Space Policies

Among the many goals in this section, the Plan strives to *“enhance the quality of life for the community by providing integrated park, recreational and environmental conservation efforts” (PCP, p. 37), “provide a broad range of recreational opportunities and programs” (PCP, p. 38), “conserve natural areas” (PCP, p. 39), “encourage the preservation of existing trees in new development” (PCP, p. 39), and “protect scenic, environmental and historic resources” (PCP, p. 40).*

1. Much of this section is not applicable to this rezoning, and it would be uncommon for an industrial development to directly address parks and recreation.
2. No important environmental or historical features have been identified on the property.
3. At staff’s request, the owner has proffered to save existing vegetation, including trees, where possible and incorporate it into buffers and plantings.

Staff Determination: RZ14-01 is in compliance with this section of the Plan to the limited extent that it is applicable.

2025 Historic Resources Policies

The Plan seeks to *“preserve and protect the historic character and integrity of Purcellville” (PCP, p. 64).*

1. As noted above, no important historical features have been identified on the property.

Staff Determination: This section of the Plan is not applicable to RZ14-01.

2025 Economic Development Guiding Principles

The Plan *“recognize[s] the importance of economic development to the health, well-being and quality of life for Purcellville’s residents” (PCP, p. 64).* Specific to industrial land, it contains policies to *“ensure the adequate availability of industrially-zoned land for light industry and major employers... [and] encourage the clustering of compatible industrial uses” (PCP, p. 67).*

1. This rezoning would increase the availability of industrial-zoned land and significantly increase the Town's stock of undeveloped industrial-zoned land.
2. This rezoning would encourage the clustering of compatible industrial uses as the property borders the existing industrial uses along Richardson Lane to the south.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

2025 Public Services Policies

The Public Services section covers a wide spectrum of community services. The goals are to provide *"for quality educational programs and facilities"* (PCP, p. 75), *"a safe environment...by providing responsive police, fire and rescue facilities to serve residents"* (PCP, p. 75), *"quality health care facilities[that] are available and easily accessible"* (PCP, p. 76), and *"a coordinated system of community facilities and services...for all ages"* (PCP, p. 76).

1. While this rezoning would not directly provide any of the public services listed, the property's close proximity to the Town's primary police, fire and health care facilities make it a location that is well suited for industrial uses.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

2025 Public Utilities Policies

The Plan includes policies to *"provide and operate a coordinated system of public water and sewer utilities that will enhance the quality of life for residents and businesses in Purcellville"* (PCP, p. 85), *"upgrade and maintain water, sewer and storm drainage facilities and systems to promote the public health welfare and safety"* (PCP, p. 85), *"provide facilities and services at reasonable costs that are equitably and fairly distributed"* (PCP, p. 86), and *"locate utilities underground"* (PCP, p. 87).

1. Per the Town's typical policy, the owner has proffered to make all necessary extensions of water and sewer lines at no cost to the Town.
2. At the request of the Director of Public Works, the owner has proffered \$20,000 to pay for an upgrade to the Valley Industrial Park pump station that will ensure adequate capacity for the site's future industrial uses.
3. As noted on the plan set, all utility distribution lines shall be placed underground.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

2025 Transportation Policies

The Plan calls for *"a connected network of attractive public streets in Town that efficiently and effectively manage traffic flow"* (PCP, p. 94), *"a comprehensive transportation system that includes a multi-modal network of safe, adequate and efficient management opportunities for motor vehicles, pedestrians, and bicycles"* (PCP, p. 95), *"quality pedestrian and bicycle facilities and experiences for residents and visitors"* (PCP, p. 96), and *"safe, attractive and inviting streets throughout the Town"* (PCP, p. 97).

1. Per the Town’s typical policy, the owner has proffered to construct all roads on the property.
2. The owner has proffered to conduct a left turn lane warrant analysis at the intersection of Purcellville Road and East Nichols Lane for VDOT review.
3. The owner is proffering \$150,000 to be used by the Town to construct a left turn lane on Purcellville Road or other road improvements at its intersection with East Nichols Lane when one of the following occurs: (1) an occupancy permit is issued for 100,000+ square feet of limited industrial space within the limited industrial park, or (2) 25 AM peak hour trips into the limited industrial park.
 - a. The Director of Public Works estimates that a northbound left turn lane on Purcellville Road would cost \$150,000-\$200,000 if no right-of-way acquisition was required.
 - b. The Trip Generation Memo submitted by the applicant estimates a minimum of 125 AM peak hour trips entering the industrial park at buildout, so this threshold should be reached quickly.
4. In order to count actual peak trips in and out of the industrial park, the owner is proffering to install a trip counter in the roadway at the entrance to the future industrial park road at its intersection with East Nichols Lane. The owner further proffers to install the counter no later than the issuance of the first occupancy permit for an industrial user.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

2025 Environmental Policies

The Plan seeks to “improve, maintain and protect the natural environment of the Town” (PCP, p. 103), “protect scenic and sensitive environmental areas (PCP, p. 103), and “protect important natural features such as wetlands, floodplains and forested areas” (PCP, p. 104)

1. As noted above, no important environmental features have been identified on the property.
2. There are very few trees located on the property.
3. At staff’s request, the owner has proffered to save existing vegetation, including trees, where possible and incorporate it into buffers and plantings.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan to the limited extent that it is applicable.

2025 Land Use Polices

The Plan includes policies to “provide for managed community growth and land development that ensures harmonious, compatible and orderly land use patterns” (PCP, p. 111) and “provide a diversity of land uses that support the residential and business needs of Purcellville while ensuring economic, social and financial stability” (PCP, p. 111). The Plan also expresses a desire to “achieve a better balance between residential and commercial and industrial development” as well as “increase opportunities for commercial and industrial growth” (PCP, p. 110).

1. This rezoning would result in a harmonious and orderly land use pattern as the property abuts compatible industrial uses along Richardson Lane to the south.

2. This rezoning would support the business needs of Purcellville by increasing the availability of undeveloped industrial-zoned land and eventually increasing the amount of light industrial development thereby promoting economic and financial stability.

Because this property was not incorporated into the Town when the Comprehensive Plan was adopted in 2006, the 2025 Plan does not include a planned land use for it. However, this area was designated for Office/Light Industrial use by the Purcellville Urban Growth Area Management Plan since at least 1995.

1. This rezoning complies with the long standing planned land use for the property.

Staff Determination: RZ14-01 is in compliance with this portion of the Plan.

Trends of Growth and Change

The Town's existing industrial-zoned land has continued to be developed since the Comprehensive Plan was adopted in 2006, and by all appearances, the market for industrial development continues to be strong. In fact, the owner has reported numerous inquiries about this property by businesses seeking industrial land. This rezoning would provide an opportunity for that development to occur.

Existing Use and Character of Property & Suitability of the Property for Various Uses

Formerly a farm, the property is a prime site for development as it primarily consists of a flat, undeveloped field. There are no apparent physical constraints such as steep slopes or floodplains on the site that would limit its use for commercial, industrial, residential, or institutional use.

The Most Appropriate and Best Use of Land Throughout the Locality

Despite its lack of physical constraints, the property is not an ideal site for commercial office, retail or institutional uses due to its relative lack of visibility from and lesser access to major roadways when compared to other properties in Town. While the property could easily be developed for a residential use, the recent approval of the adjoining Mayfair Planned Development for up to 257 dwelling units will supply a significant stock of housing in the coming years. This lessens the need for additional residential development at this time, and when coupled with the Town's desires to increase the availability of industrial land and grow its commercial/industrial tax base, the most appropriate and best use for this property appears to be industrial as requested in RZ14-01.

Efficiency and Economy in the Process of Development

The same entity controls both of the LLCs that own the parcels containing the Mayfair Planned Development, the land subject to application RZ14-01, and the land subject to RZ14-02. Therefore, the approval of RZ14-01 and RZ14-02 would allow the owner to submit engineering plans for the entire area simultaneously or in quick succession. This should make the processing of those applications more efficient as staff will be able to easily address issues across the property and zoning boundaries. It should also make the development process more economic for the owner as fewer crews can complete more construction at once by being able to move from job to job on the three sites.

Proffer Review

The applicant has submitted draft proffers that cover the following items (some of which have been previously listed above):

1. Proffer 1(a) – The property shall be developed in accordance with the requirements of the M-1 district and the Concept Development Plan (CDP).
2. Proffer 2(a) – Owner shall submit a stormwater management plan and construct one or more ponds.
3. Proffer 3(a) – Owner shall construct all roads shown on the CDP.
4. Proffer 3(b) – Owner shall conduct a left turn lane warrant analysis that will be completed and approved by VDOT prior to approval of the first site plan for the industrial park.
5. Proffer 3(c) – Owner shall provide \$150,000 to the Town for road improvements at the intersection of Purcellville Road and East Nichols Lane when one of the following occurs: (1) an occupancy permit is issued for 100,000+ square feet of limited industrial space within the limited industrial park, or (2) 25 AM peak hour trips into the limited industrial park.
6. Proffer 3(c) – Owner shall install a trip counter in the roadway at the entrance to the future industrial park road at its intersection with East Nichols Lane no later than the issuance of the first occupancy permit.
7. Proffer 4(a) – Owner shall extend all necessary water and sewer lines at no cost to the Town to be served by Town water and sewer service subject to the Water and Sewer Agreement for Mayfair.
8. Proffer 4(a) – Owner shall pay \$20,000 to upgrade the Valley Industrial Park pump station.
9. Proffer 4(b) – Availability and Meter Fees shall be paid at the rate in effect on September 1, 2013.
10. Proffer 5(a) – A property owner’s association shall be established with its declarations recorded simultaneously with the first subdivision record plat. The associated documentation shall be submitted for Town review prior to approval of the first zoning permit.
11. Proffer 6(a) – Landscape buffers shall be installed with or before the construction of the industrial park.
12. Proffer 6(b) – Landscaping shall be installed as shown on the CDP with existing vegetation saved where possible, and berms may be utilized to enhance the buffer areas.

Staff recommends the noteworthy changes to the proposed proffers listed below. (See the attached Town Attorney’s June 2, 2014 Staff Report on the RZ14-01 Proffers for the list of all proposed changes.)

1. Proffer 1(a) – Revise to state that the property will be developed in accordance with all Town Ordinances and in substantial conformance with the CDP, and remove all reference to the M-1 zoning district.
2. Proffer 3(a) – Since no roads are shown on the CDP on the Property, please revise the proffer to state that the Owner shall construct all roads on the Property at no cost to the Town and shall construct such roads as public roads.
3. Proffer 3(b) – If the turn lane is warranted by the project, then the proffer should also include its construction by the Owner.
4. Proffer 3(c) – 1st Paragraph: Change timing mechanism from 1st occupancy permit to 1st zoning permit.
5. Proffer 3(c) – 2nd Paragraph:

RZ14-01 Staff Report

- a. Change timing mechanism from occupancy permit to zoning permit.
- b. Add a requirement by the Owner to submit to the Town an annual report of the trip data so that the Town will know when 25 AM peak hour trips have been reached.
6. Proffer 4(a) –
 - a. Delete all reference to the “Water and Sewer Agreement” as it does not apply to the property subject to this rezoning.
 - b. Amend the proffer to state that prior to issuance of the first zoning permit, the Owner shall create a looped water system and also to state at which two points the Owner will connect.
 - c. Amend the proffer to reference the first zoning permit for a structure, not the occupancy permit, as the timing mechanism for the cash proffer.
7. Proffer 4(b) – Delete; the Town is opposed to a proffer that obligates the Town to lock-in the availability fees that were in effect on September 1, 2013

FINDINGS

1. The documents involved with Town Council’s previous approval of the Mayfair Planned Development do not obligate the Town to approve RZ14-01.
2. RZ14-01 complies with all portions of the Purcellville, Virginia 2025 Comprehensive Plan that are applicable to it.
3. RZ14-01 complies with the long standing planned land use for the property.
4. The site is physically suitable for multiple land use types, but its best and most appropriate use is industrial as permitted by RZ14-01’s requested M-1, Limited Industrial zoning district.
5. The approval of RZ14-01 would provide for efficiency and economy in the process of development.

RECOMMENDATION

Staff recommends approval of RZ14-01 with the following suggested conditions:

1. Incorporate the proffer changes requested in the Town Attorney’s June 2, 2014 Staff Report on the RZ14-01 Proffers.
2. Provide separate plan sets for RZ14-01 and RZ14-02 in lieu of the current combined set.

MOTIONS

Suggested Motion – Conditional Approval

For the reasons stated in the staff report dated June 3, 2014, I move that the Purcellville Planning Commission forward to Town Council, with a recommendation to approve, RZ14-01 with the following recommendations:

1. Incorporate the proffer changes requested in the Town Attorney’s June 2, 2014 Staff Report on the RZ14-01 Proffers, and
2. Provide separate plan sets for RZ14-01 and RZ14-02 in lieu of the current combined set.

Alternative Motions

Approval

For the reasons stated in the staff report dated June 3, 2014, I move that the Purcellville Planning Commission recommend approval of RZ14-01 to Town Council as presented.

Disapproval

I move that the Purcellville Planning Commission recommend disapproval of RZ14-01 to Town Council, for the following reasons:

- 1.
- 2.
- 3.

Attachments for RZ14-01

- Draft Proffers for RZ14-01 – Fourth Submission (Revised May 29, 2014) – 5 pages
- Town Attorney’s June 2, 2014 Staff Report on the RZ14-01 Proffers – 3 pages

Attachments for RZ14-01 & RZ14-02

- Rezoning Plan Set – Fifth Submission (Revised May 27, 2014) – 5 pages
- Trip Generation Memo – 3 pages
- Review Comments – Community Development – 1 page
- Review Comments – Public Works – 2 pages
- Review Comments – VDOT – 6 pages
- Review Comments – Loudoun County Planning – 5 pages
- Review Comments – Loudoun County Building and Development – Fire Protection – 1 page
- Review Comments – Loudoun County Fire & Rescue – 1 page
- Review Comments – Kimley-Horn (Review of Trip Generation Memo) – 1 page

Mayfair PDH Reference Attachments

- Boundary Line Adjustment Agreement – 8 pages
- Memorandum of Understanding (*no exhibits*) – 10 pages
- Proffer Statement with Concept Development Plan – 15 pages
- Water & Sewer Agreement – 11 pages

THIS PAGE INTENTIONALLY LEFT BLANK

Original: March 3, 2014

Mayfair Proffer Statement

Prepared for: Brookfield Autumn Hill, L.L.C.

RZ#14-01

Owner/Applicant: Brookfield Autumn Hill, L.L.C. (“Owner”)

Project Name: Mayfair (formerly known as Autumn Hill)

Concept Development Plan: “Mayfair Rezoning” prepared by Bowman Consulting and dated February 5, 2014 and revised May 27, 2014, (the “CDP”)

Property: A 19.01 acre +/- portion of Loudoun County PIN 487-36-5498 (the “Property”)

Date: March 3, 2014, April 14, 2014, April 28, 2014, May 9, 2014, May 29, 2014

Owner, on behalf of itself, its successors in interest and assigns, hereby voluntarily proffers and agrees that the development of the Property will be in substantial conformance with the CDP and the following proffered conditions (together, the "Proffers"), pursuant to Sections 15.2-2302 and 15.2-2303(A) of the 1950 Code of Virginia, as amended, and Article 4, Section 12 and Article 10, Section 6 of the Zoning Ordinance of the Town of Purcellville, Virginia (the "Town"). These Proffers are voluntarily tendered by Owner.

All buffers on the Property shall be installed as prescribed herein and in conformance with the Proffer Amendment Statement to ZMAP 1990-0019 accepted by the Town on December 23, 2013. With the acceptance by the Town, this Mayfair Proffer Statement restates, reaffirms and ratifies the Proffer Amendment Statement to ZMAP 1990-0019.

1. General Development Requirements

(a) The Property shall be developed in accordance with all requirements for M-1 development and in substantial conformance with the CDP, which is attached hereto and made a part hereof as **Exhibit A**. Variations from the CDP shall be permitted only as reasonably necessary to accommodate final engineering.

2. Open Space and Recreation Requirements

(a) Owner shall submit a storm water management plan for the overall site and incorporate water quality measures into the Property's storm water management facilities to improve the quality of storm water runoff from the site. Owner shall construct one or more wet or enhanced extended detention and best management practices pond(s) based on Town and State criteria. The exact type of the facility will be determined at final engineering based on the final layout.

3. Public Improvements and Contributions

(a) Owner shall construct all roads as depicted on the CDP.

(b) Owner is in the process of conducting a left turn lane warrant analysis for VDOT review to determine the need for installation of left turn lanes on Virginia Route 611 (Purcellville Road) at its intersection with East Nichols Lane. Said analysis shall be completed and approved by VDOT prior to approval of the first site plan for the limited industrial park.

(c) Owner acknowledges that if there is an increase in left turn movements from northbound Virginia Route 611 (Purcellville Road) traveling into Owner's limited industrial park then there may be a need in the future for the installation of a left turn lane on Virginia Route 611 (Purcellville Road). Accordingly, Owner proffers to install a trip counter in the roadway at the entrance to the limited industrial park access road where it intersects with East Nichols Lane to count actual peak trips in and out of the limited industrial park. Owner proffers that

the trip counter will be installed no later than the issuance of the first occupancy permit for an industrial user within the limited industrial park.

At such time as the first to occur of either (i) occupancy permit is issued for 100,000 + square feet of limited industrial space within Owner's limited industrial park or (ii) 25 AM peak hour trips into the limited industrial park, Owner proffers that it shall pay to the Town the sum of \$150,000.00 to be used by the Town to the best advantage to pay for Owner's proportionate share of the costs to install a left turn lane on Virginia Route 611 (Purcellville Road) or such other improvements as may be needed at the intersection of East Nichols Lane and Virginia Route 611 (Purcellville Road). Owner and the Town both acknowledge that said funds can be used as part of revenue/cost sharing or any other program that may be available to the Town so long as said funds are used for road improvements at the intersection of Virginia Route 611 (Purcellville Road) and East Nichols Lane. Further, Owner and the Town acknowledge that there are other properties that front on Virginia Route 611 (Purcellville Road) that may in the future construct an entrance at the same intersection of Virginia Route 611 (Purcellville Road) and East Nichols Lane and the aforementioned escrowed funds may be used in combination with said future development and/or intersection improvements.

4. Water & Sewer

(a) Owner shall utilize Town water and sewer service for the Property on the terms and conditions set forth in the Water and Sewer Agreement between Owner and the Town ("Water and Sewer Agreement"). All extensions of existing water and sanitary sewer lines necessary to serve the Property shall be provided by Owner, at no cost to the Town, in conformance with Town ordinances and requirements and the Water and Sewer Agreement. Owner shall pay \$20,000.00 to the Town prior to the issuance of the first occupancy permit on the Property for the Town to upgrade the VIP pump station. The Town agrees that the above-referenced upgrade will increase sewer capacity by at least 75,000 gallons per day. After the cumulative sum of the water usage of all users on the rezoned parcel exceeds 75,000 gallons per day, the Town will enter into negotiations with any future applicant on the aforementioned parcel desiring to connect to the Town's water system so that the applicant will contribute their pro rata share of any improvements towards the Town's VIP pump station.

(b) Availability and Meter Fees shall be paid at the rate in effect on September 1, 2013.

5. Property Owners' Association

(a) Owner shall also establish a property owners' association and encumber the Property with a declaration of conditions, covenants, restrictions and easements for the purpose of (i) promoting the development of a limited industrial park; (ii) protecting the value and desirability of the Property; (iii) facilitating the planning and development of development on the Property in a unified and consistent manner so that it is harmonious with the adjoining community; and

(iv) providing for the installation, maintenance and repair for all landscaping, on-site amenities, open space, and other common areas. The declaration shall be recorded simultaneously with the first subdivision record plat and shall attach to the Property and run with the land.

(i) Owner shall prepare the necessary to documentation to form the property owners' association for the Property and shall establish the property owners' association prior to approval of the first zoning permit for a limited industrial park on the Property. The property owners' association documents will be submitted to the Town for review and approval. The property owners' association shall eventually be managed by the property owners.

6. Buffers and Plantings

(a) Buffers shall be installed with or before the construction of the limited industrial park on the Property adjoining the applicable buffer line.

(b) Owner agrees to construct landscaping as depicted on the CDP and, where possible, to save existing vegetation and incorporate it into the buffers and planting schemes. Owner shall design buffers in a flexible manner so as to accommodate the desire to save existing vegetation and will see that the buffers are installed in a manner to provide the maximum screening. Existing vegetation that is of lower quality or has no screening benefit may be removed and replaced with plantings as indicated on the CDP. The addition of architectural berms to further enhance the screening benefit of the buffer areas may be utilized based upon final engineering.

7. Miscellaneous

(a) These Proffers shall run with the Property and be binding on the heirs, successors, and assigns of Owner.

(b) The undersigned hereby warrants that all of the owners of a legal interest of the subject Property have signed these Proffers, that it has full authority to bind the Property to these conditions, and that these Proffers are entered into voluntarily.

(c) Owner hereby proffers that the development of the Property of this application shall be in substantial accordance with the conditions set forth in this submission.

[signature on following page]

BROOKFIELD AUTUMN HILL, L.L.C
a Virginia limited liability company

By: _____

Name: _____

Title: _____

THIS PAGE INTENTIONALLY LEFT BLANK

STAFF REPORT

TO: Patrick Sullivan, Director, Department of Community Development
Daniel Galindo, Senior Planner, Department of Community Development

FROM: Sally G. Hankins, Town Attorney

RE: **Proffers, Mayfair Rezoning Application RZ #14-01**

DATE: June 2, 2014

Below are my comments regarding the Mayfair Proffer Statement dated May 29, 2014, submitted by Brookfield Autumn Hill, L.L.C. as part of its rezoning application identified as RZ#14-01.

1. Cover Sheet: Under the “Date” please provide only the latest date of the Proffers, and delete “Original” at the upper right-hand portion of the page.
2. 1st paragraph: Notwithstanding the cover sheet that defines “Owner” please re-state in the opening paragraph the full name of the Owner and a description of the property owned by the Owner that is subject to the Proffers.
3. 2nd paragraph: Please delete reference to the buffers and the ratification of 1990-0019/RZ13-01.
4. Proffer 1(a): Please revise to state that the Property will be developed in accordance with all Town Ordinances and in substantial conformance with the CDP, and remove reference to the M-1 zoning district.
5. Proffer 2(a): As this proffer does not proffer something beyond what is required under existing law, it should be deleted.
6. Proffer 3(a): Since no roads are shown on the CDP on the Property, please revise the proffer to state that the Owner shall construct all roads on the Property at no cost to the Town and shall construct such roads as public roads.
7. Proffer 3(b): I suggest that if the turn lane is warranted by the project, then the proffer should also include its construction by the Owner.

8. Proffer 3(c):

(a) 1st Paragraph: please change timing mechanism from 1st occupancy permit to 1st zoning permit.

(b) 2nd Paragraph:

(i) please change timing mechanism from occupancy permit to zoning permit

(ii) please delete all language that states an acknowledgment by the Town (the second and third sentences)

(c) So that the Town will know when 25 AM peak hour trips have been reached, please add to the proffer a requirement by the Owner to submit to the Town an annual report of the trip data until such time as one of the triggers (ie; 100,000 SF or 25 Trips) is met.

9. Proffer 4(a):

(a) Please delete all reference to the “Water and Sewer Agreement” as it does not apply to the property subject to this rezoning.

(b) Please amend the proffer to state that prior to issuance of the first zoning permit, the Owner shall create a looped water system and also to state at which two points the Owner will connect.

(c) Please amend the proffer to reference the zoning permit, not the occupancy permit, as the timing mechanism for the cash proffer. In the same sentence, you may want to insert “for a structure” after “zoning permit” so as to avoid having to make the cash contribution when the first zoning permit is issued for site/road work.

(d) Please delete the sentence that begins “The Town agrees...” since Proffers cannot bind the Town.

(e) The proffer language as proposed is problematic in that it commits the Town to do something, in lieu of committing the property owner to do something. Additionally, at its core, the language states that "the Town agrees to negotiate with a third party later." This type of 'promise to negotiate later' is problematic in that it does not result in a concrete or measurable commitment. I think that the key element Alex was seeking when he suggested the language is that the land owner will pay a pro rata share for necessary capital improvements to the sanitary sewer system after 75,000 gallons is used. This may be best achieved through the following language:

"Prior to issuance of an Occupancy Permit to an occupant on the Property who would cause the cumulative water usage of all occupants on the Property to exceed 75,000 gallons per day, the Owner shall pay the Town a cash contribution equal to the

amount necessary to improve the capacity of the Town's water system to the degree necessary to serve said Occupant."

10. Proffer 4(b): The Town is opposed to a proffer that obligates the Town to lock-in the availability fees that were in effect on September 1, 2013.
11. Proffer 5: Please note that most commercial property owners in the Town must contract for trash collection and that this could be a function of the property owners' association.
12. Proffer 5: The first paragraph states that the Declaration will be recorded simultaneously with the first record subdivision plat, while the second paragraph "(i)" states that the Owner shall establish the POA prior to approval of the first zoning permit. Assuming that the POA must be established prior to the time when the Declaration is fully executed and recorded, the second timing mechanism seems unnecessary and confusing. Please amend this proffer to state that prior to the Town's approval of the first site plan or subdivision plat for the Property, the Owner shall establish a property owners' association for the Property and shall record the associated Declaration of Covenants, which Declaration will be approved by the Town prior to recordation.
13. Proffer 6(b): Please add a sentence to state that all buffers and landscaping will meet or exceed the Town's ordinance requirements, except as such requirements may be expressly modified by the Zoning Administrator.
14. Proffer 7 – In lieu of proffering "substantial accordant" with the proffers, I prefer that the proffer statement state that the Property is subject to the terms and conditions set forth in the Proffers. If a particular proffer warrants a lesser standard, such as "substantial conformance," then so state only in the particular proffer.
15. Signatory: Please type the name of the signatory and provide the Town with evidence of the signatory's authority to sign by providing a copy of the LLC's Operating Agreement or a Resolution signed by the Members stating that the signatory has the authority of the organization to sign.

THIS PAGE INTENTIONALLY LEFT BLANK

MAYFAIR REZONING

RZ#14-01 & RZ#14-02

NOTES:

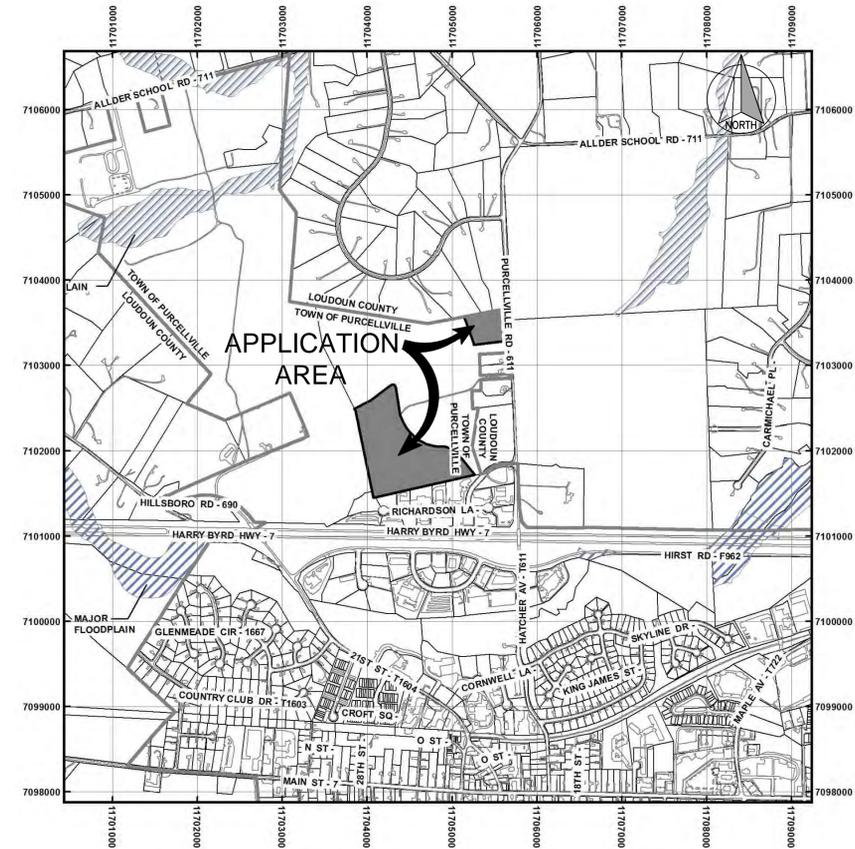
- THE SUBJECT PROPERTY IS LOCATED WITHIN THE TOWN OF PURCELLVILLE, VA LOUDOUN COUNTY, VA. CURRENT OWNER INFORMATION WAS TAKEN FROM THE LOUDOUN COUNTY REAL ESTATE TAX ASSESSMENT AND PARCEL DATABASE. THE PROJECT IS COMPOSED OF THE FOLLOWING PARCELS AMONG THE LAND RECORDS OF LOUDOUN COUNTY, VIRGINIA:

MCP#	TAX MAP#	PARCEL	OWNER	TOTAL ACREAGE	ACREAGE SUBJECT TO APPLICATION	RZ#
487-36-5498	/35/	14/	BROOKFIELD AUTUMN HILL LLC	70.81 AC	19.01 AC	14-01
487-47-4375	/35/	17/	BROOKFIELD WASHINGTON LLC	3.98 AC	3.98 AC	14-02
- BOUNDARY INFORMATION SHOWN FOR THE SITE WAS OBTAINED FROM A BOUNDARY SURVEY PERFORMED BY BOWMAN CONSULTING GROUP, DATED 04/30/2009.
- THE REZONING APPLICATIONS PROPOSE TO REZONE 19.01 ACRES OF MCP#487-36-5498 FROM X (TRANSITIONAL) TO M-1 (LIMITED INDUSTRIAL) AND THE 3.98 ACRES COMPRISING MCP#487-47-4375 FROM X (TRANSITIONAL) TO R-3 (DUPLIX RESIDENTIAL).
- TOPOGRAPHIC INFORMATION SHOWN HEREON WAS PROVIDED BY MCKENZIE SNYDER FROM AERIAL PHOTOGRAPHY DATED FEBRUARY 21, 2009. CONTOUR INTERVAL IS 2 FEET. VERTICAL DATUM BASED ON NGVD 1929(88). HORIZONTAL DATUM BASED ON NAD 27(83).
- THERE IS NO MAJOR OR MINOR FLOODPLAIN OR STEEP SLOPES LOCATED ON THE SITE PER LOUDOUN COUNTY GIS DATA.
- THE PROPOSED DEVELOPMENT WILL BE SERVED BY TOWN OF PURCELLVILLE WATER AND SEWER SERVICE THROUGH THE EXTENSION OF EXISTING FACILITIES. EXTENSION OF SAID FACILITIES WILL BE THE RESPONSIBILITY OF THE PROPERTY OWNER.
- ALL UTILITY DISTRIBUTION LINES SHALL BE PLACED UNDERGROUND.
- SOILS INFORMATION SHOWN HEREIN ARE TAKEN FROM THE LOUDOUN COUNTY GIS SOILS DATA.
- LANDSCAPING AND BUFFERING SHALL MEET THE APPLICABLE REQUIREMENTS OF THE ZONING ORDINANCE SUBJECT TO MODIFICATIONS AS GRANTED BY THE ZONING ADMINISTRATOR.
- ALL REQUIRED STORMWATER MANAGEMENT WILL BE PROVIDED AT FINAL SITE DESIGN AND WILL COMPLY WITH ALL APPLICABLE LOUDOUN COUNTY AND VIRGINIA STATE STANDARDS AND REGULATIONS.
- THERE ARE NO KNOWN GRAVES OR BURIAL SITES THAT WILL BE IMPACTED BY THE PROPOSED DEVELOPMENT.
- THIS DEVELOPMENT SHALL CONFORM TO THE PROVISIONS OF ALL APPLICABLE ORDINANCES, REGULATIONS, AND ADOPTED STANDARDS.
- THIS SITE CONTAINS NO KNOWN TOXIC OR HAZARDOUS SUBSTANCES.
- ALL SIGNAGE WILL COMPLY WITH APPLICABLE REQUIREMENTS OF THE ZONING ORDINANCE.
- ALL SITE LIGHTING WILL COMPLY WITH THE LIGHT AND GLARE STANDARDS OF THE ZONING ORDINANCE.
- A PHASE I CULTURAL RESOURCES SURVEY WAS PREPARED BY DUTTON & ASSOCIATES DATED NOVEMBER, 2012.
- A JURISDICTIONAL DETERMINATION (2009-1093) WAS OBTAINED FROM THE U.S. ARMY CORPS OF ENGINEERS ON 06/15/2009. DELINEATED WETLANDS ARE SHOWN ON THE EXISTING CONDITIONS SHEET (SHEET 2). VPDES PERMITS SHALL BE PROVIDED TO LOUDOUN COUNTY PRIOR TO DISTURBANCE (PER FSM 5.310.E).
- THE SITE IS SUBJECT TO NO KNOWN FEDERAL OR STATE PERMITS THAT WILL LIMIT ITS DEVELOPMENT.
- THE PROPOSED USE SHALL CONFORM TO THE NOISE STANDARDS OF THE ZONING ORDINANCE.
- INDIVIDUAL LOTS SHALL NOT HAVE DIRECT ACCESS TO VA ROUTE 611.

VDOT GENERAL NOTES

- Revised 3/28/13
- These plans were prepared in accordance with the requirements of (select one):
 - VDOT Subdivision Street Requirements (SSR 24VAC-30-91 effective January 1, 2005 and VDOT Road Design Manual Appendix B)
 - VDOT Secondary Street Acceptance Requirements (SSAR 24VAC-30-92 effective March 9, 2009 and VDOT Road Design Manual Appendix B1). Schematic street layout and computations of Connectivity Index are provided with these plans per 24VAC30-92-60.
 - VDOT Secondary Street Acceptance Requirements (SSAR 24VAC-30-92 effective December 31, 2011 and VDOT Road Design Manual Appendix B1). Schematic street layout with phasing diagram for street acceptance are provided with these plans per 24VAC30-92-60.
 - Methods and materials used shall conform to current county/town and VDOT standards and specifications.
 - All utilities, including all poles, are to be relocated at the developer's expense, prior to construction.
 - Open cutting of paved or surface treated roads is not permitted. All utilities which will be placed under existing streets are to be bored or jacked. Any exceptions, due to extenuating circumstances, are to be addressed at the permit stage.
 - Any type of reverse curb (spill curb, CG-6R, etc.) and transition to these curbs shall not be used with the public right of way.
 - The developer is responsible for any damage to existing roads and utilities which occur as a result of project construction within or contiguous to existing right of way.
 - A smooth grade shall be maintained from the centerline of the existing road to the proposed edge of pavement to preclude the forming of false gutters and/or the ponding of any water in the roadway.
 - Standard guardrails and/or handrails shall be installed at hazardous locations as designated during field review by the county/town inspector or VDOT.
 - The developer is responsible for all traffic control. The developer shall submit a signing, striping and/or signalization plan to the VDOT Land Development Section a minimum of thirty days prior to permit application. The developer shall not commence construction of any pavement course without an approved striping plan.
 - Pavement design is based on an assumed CBR value of 10 (use CBR value of 6 in Loudoun Co). Soil tests of subgrade must be submitted for actual determination of required thickness of the pavement including layers of asphalt and subbase prior to subbase placement.
 - All untreated aggregate used in base or subbase courses shall be 21B, except on roads with ADT of 1000 vpd or less, where 21A aggregate may be used. When 21B aggregate is used, UD-4 underdrains must be provided.
 - A 4" (min.) layer of stone is required beneath curb and gutter (may be shown on typical section in lieu of a note).
 - Additional ditch linings or siltation and erosion control measures shall be provided, at the developer's expense, as determined necessary by VDOT and/or the county/town during field review. All costs shall be assumed by the developer.
 - The entire surface of the roadway (old and new portions) shall be overlaid and re-stripped as required by VDOT personnel. Overlay of existing pavement shall be minimum of 1.25" depth, any costs associated with pavement overlay, or the milling of existing pavement to obtain required depth, shall be assumed by the developer.
 - Developer is responsible for design and construction of any traffic signal installation or modification which will be necessary as a result of development of this site.
 - All right of way dedicated to public use shall be clear and unencumbered.
 - The county/town shall obtain a permit for all sidewalks within the right of way that do not qualify for VDOT maintenance.
 - Traffic control devices or advisory signs, such as multway stops, speed limits, Watch for Children, Pedestrian Traffic etc., shall not be installed unless specifically shown on these plans or a VDOT approved plan revision. Speed study certified by professional engineer should be submitted for VDOT approval prior to the street acceptance for any road to be posted other than the statutory speed limit. Should unapproved signs be noted at the time of VDOT inspection, the road acceptance process shall be terminated immediately and not recommenced until a determination is made regarding the approval of any additional signs. Immediate removal of such signs shall not negate the need for the submission of a revision.
 - Landscaping and irrigation systems shall not be installed within the public right of way except as shown on these plans or a VDOT approved revision.
 - Beginning July 1, 2009 all Land Use Permit applications are required to provide at least one (1) person who, at minimum, is verified by VDOT in Basic Work Zone Traffic Control for all permitted activities within state maintained right of way which involves installing, maintaining, or removing work zone traffic control devices. This person shall be responsible for the placement, maintenance and removal of all work zone traffic control devices.

BLUE RIDGE ELECTION DISTRICT TOWN OF PURCELLVILLE, VIRGINIA



VICINITY MAP

1"=1000'

OWNER

BROOKFIELD AUTUMN HILL LLC

8500 EXECUTIVE PARK AVE SUITE 300
FAIRFAX, VA 22031 2228

BROOKFIELD WASHINGTON LLC

8500 EXECUTIVE PARK AVE SUITE 300
FAIRFAX, VA 22031 2225

APPLICANT

BROOKFIELD AUTUMN HILL LLC

8500 EXECUTIVE PARK AVE SUITE 300
FAIRFAX, VA 22031 2228

LEGEND

- COVER SHEET
- EXISTING CONDITIONS
- REZONING PLAT
- CONCEPT DEVELOPMENT PLAN
- BUFFER DETAILS

Bowman
CONSULTING

Bowman Consulting Group, Ltd.
101 South Street, S. E.
Leeburg, Virginia 20175
Phone: (703) 443-2400
Fax: (703) 443-2425
www.bowmanconsulting.com
© Bowman Consulting Group, Ltd.

COVER SHEET
**MAYFAIR
REZONING**
TOWN OF PURCELLVILLE, VIRGINIA

BLUE RIDGE ELECTION DISTRICT
MAYFAIR REZONING, OF INDUSTRIAL ACREAGE & 4.4 ACRE PARCEL (MAYFAIR) PlanningCover.dwg

PLAN STATUS
4/15/14 PER TOWN COMMENTS
5/08/14 PER TOWN COMMENTS
5/27/14 PER TOWN COMMENTS

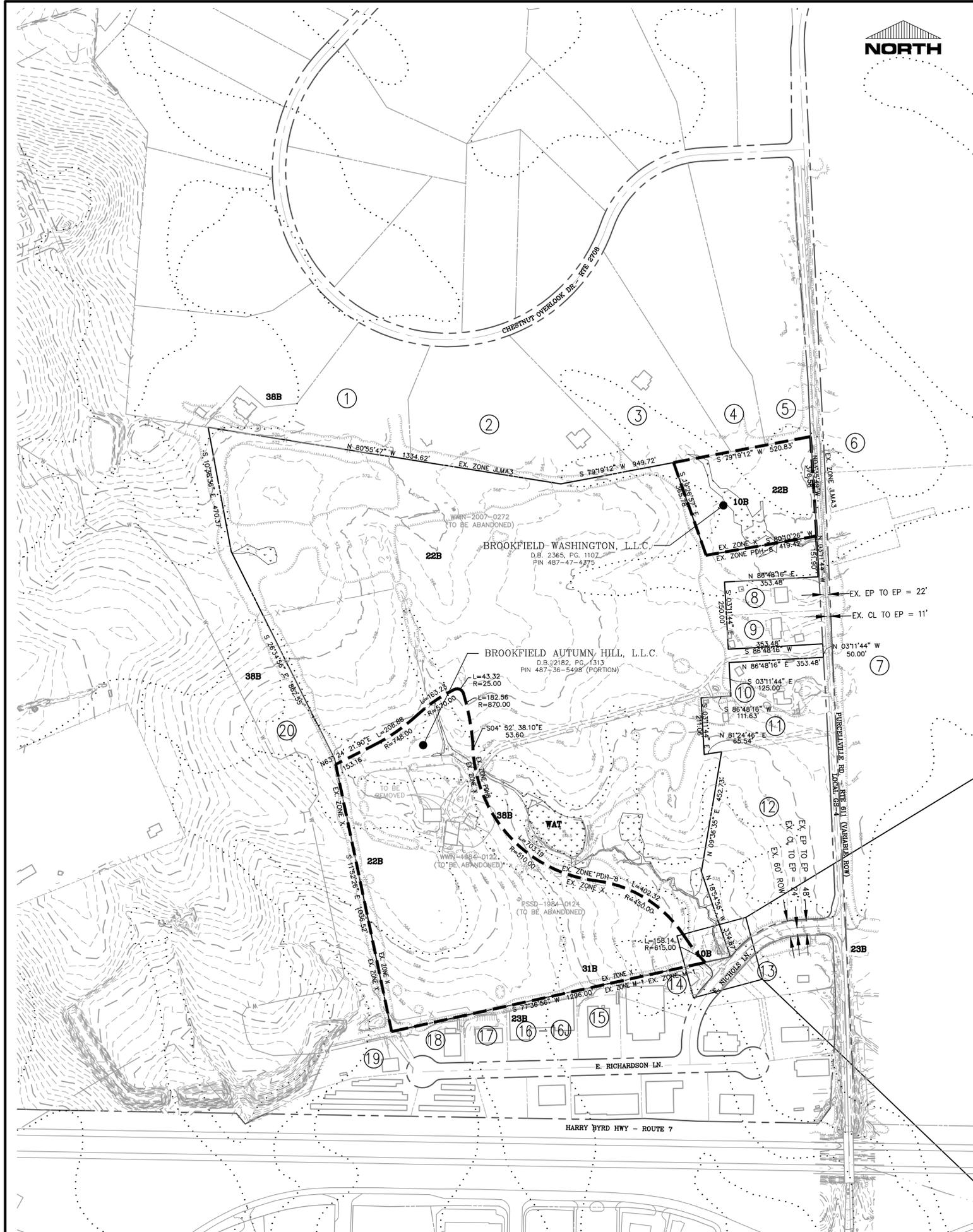
DATE	DESCRIPTION
JAE DESIGN	CIM DRAWN
	CMH CHKD
	H: AS SHOWN
	V:

JOB No. 5184-01-010

DATE FEBRUARY 5, 2014

FILE No. 5184-D-2P-001

SHEET 1 OF 5



ADJACENT OWNER LIST

MAP ID	PIN	TAX MAP	CURRENT OWNER	ADDRESS	ACREAGE	ZONE	USE
1	486160412000	/35/147/1112/	HIGHTOWER, JOHN D & LORRAINE M TEES	16767 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	5.98	JLM3	SINGLE FAMILY
2	486163307000	/35/147/1113/	BLACK, SCOTT M & LUCINDA	16799 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	6.90	JLM3	SINGLE FAMILY
3	486169323000	/35/147/1115/	FARROW, DONALD & MARY GALLAGHER	16809 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	6.72	JLM3	SINGLE FAMILY
4	486171673000	/35/147/1116/	CIABURRI, JEFFREY & KELLY	16855 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	6.45	JLM3	SINGLE FAMILY
5	486174419000	/35/147/1114/	STILLER, TIMOTHY G SR	16873 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	7.00	JLM3	SINGLE FAMILY
6	486189496000	/35/111/117/	G B M G LLP	2905 HUNTING HILLS CT, OAKTON, VA 22124 1743	119.12	JLM3	AGRICULTURAL (FARM)
7	487388931000	/35/111/118/	WARNER, CECIL & T LATORRE TEES ETAL	17100 PURCELLVILLE RD, PURCELLVILLE, VA 20132	118.81	JLM3	AGRICULTURAL (FARM)
8	487474936000	/35/F1/111/4/	LIVESAY, GREGORY F & SALLY O C	16921 PURCELLVILLE RD, PURCELLVILLE, VA 20132	1.03	JLM2	SINGLE FAMILY
9	487475223000	/35/F1/111/3/	NORTON, HUGH RAYMOND	16937 PURCELLVILLE RD, PURCELLVILLE, VA 20132	1.03	JLM2	SINGLE FAMILY
10	487475203000	/35/F1/111/2/	BAKER, WILLIAM C JR & JENNIFER N	PO BOX 2578, PURCELLVILLE, VA 20134	1.43	JLM2	SINGLE FAMILY
11	487373884000	/35/F1/111/1/	BAKER, WILLIAM C JR & JENNIFER N	PO BOX 2578, PURCELLVILLE, VA 20134	1.63	JLM2	SINGLE FAMILY
12	487375244000	/35/111/115/	COCKERILL, KELLY M & MARILYN JARVIS	19727 TELEGRAPH SPRINGS RD, PURCELLVILLE, VA 20132	7.15	JLM3	SINGLE FAMILY
13	487275796000	/35/115/111/1/	DOINOHUE, C LAVONNE & G COCHRAN TEES	PO BOX 798, VALLEY FORGE, PA 19482	1.70	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
14	487270472000	/35/111/115F	MAGNUM REAL ESTATE LP	150 MAIN ST, LANDISVILLE, PA 17538	2.00	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
15	487268676000	/35/111/114F	SCHULZE, PERRY L & DENISE E	40902 CAMELOT PL, LEESBURG, VA 20175	1.00	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16	487266475000		CONDOMINIUM COMMON ELEMENT		1.39	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16A	487266475001	/35/112CM/11A/	MOORE, SUZANNE M.	714 IRVINE BANK LN, PURCELLVILLE VA 20132 3453	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16B	487266475002	/35/112CM/11B/	HANSON, JOHN LJR & PATRICIA TEES	9440 LAKEBEND PRESERVE CT, BONITA SPRINGS, FL 34135 8198	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16C	487266475003	/35/112CM/11C/	LIGHTING BOLT LLC	19431 HARMONY CHURCH RD, LEESBURG VA 20175 9046	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16D	487266475004	/35/112CM/11D/	COOK, JIMMY L & LINDA F	12 E RICHARDSON LN UNIT D, PURCELLVILLE VA 20132 3500	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16E	487266475005	/35/112CM/11E/	WALSH, GERALD L & NANCY S	PO BOX 877 PURCELLVILLE VA 20134 0877	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16F	487266475006	/35/112CM/11F/	NESSERDOTE PROPERTIES LLC	PO BOX 97 HAMILTON VA 20159 0097	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16G	487266475007	/35/112CM/11G/	WALSH, GERALD L & NANCY S	PO BOX 877 PURCELLVILLE VA 20134 0877	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16H	487266475008	/35/112CM/11H/	NASR, AHMED & SAMANTHA	604 KRISTIN CT SE, LEESBURG VA 20175 8979	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16I	487266475009	/35/112CM/11I/	HANSON, JOHN LJR & PATRICIA TEES	10000 ORCHID RIDGE LN, BONITA SPRINGS, FL 34135 2039	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16J	487266475010	/35/112CM/11J/	HANSON, JOHN LJR & PATRICIA TEES	10000 ORCHID RIDGE LN, BONITA SPRINGS, FL 34135 2039	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
17	487264571000	/35/111/111F	WALSHS VIP AUTO SERVICE LC	37216 E RICHARDSON LN, PURCELLVILLE, VA 20132	0.70	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
18	487262670000	/35/111/110F	STATEWIDE ENTERPRISES LLC	PO BOX 1038, STERLING, VA 20167	0.71	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
19	487259662000	/35/111/119F	MCKIM ENTERPRISES LLC	38979 HOUSEHOLDER RD, LOVETTSVILLE, VA 20180	1.42	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
20	522295928000		LOUDOUN COUNTY BOARD OF SUPERVISORS	PO BOX 7000, LEESBURG, VA 20177-7000	224.05	X (PURCELLVILLE)	INSTITUTIONAL (SCHOOL)

SOILS DESCRIPTIONS

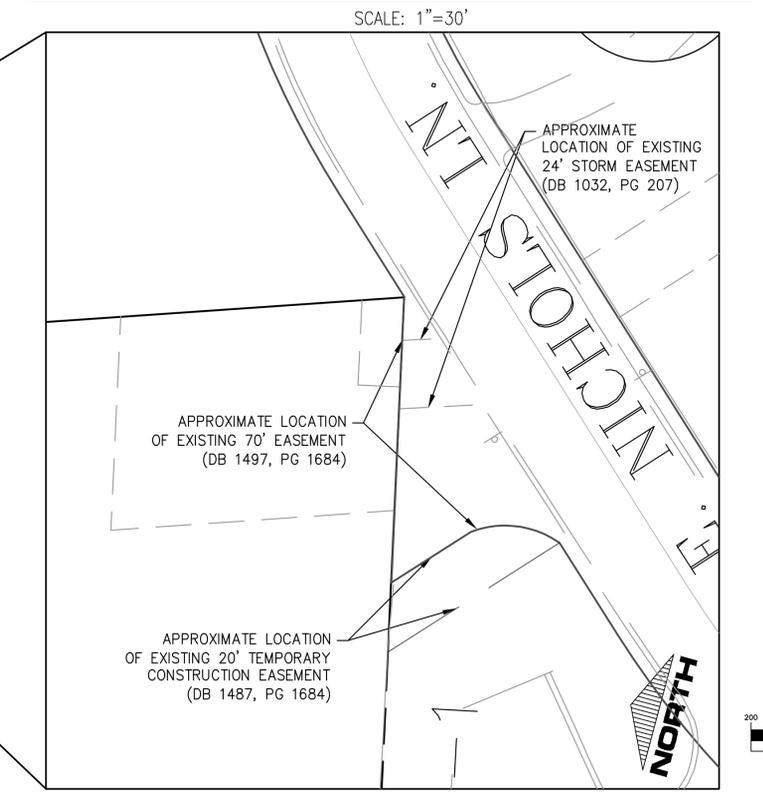
TYPE	NAME	GROUP	SLOPE	CLASS	HYDRIC SOILS
10B	MONGLE LOAM	D	0-7%	IV	NO
22B	PURCELLVILLE-SWAMPOODLE COMPLEX	B	2-7%	II	NO
23B	PURCELLVILLE SILT LOAM	B	2-7%	I	NO
31B	PHILMONT AND TANKERVILLE	B	2-7%	I	NO
38B	SWAMPOODLE SILT LOAM	C	1-7%	IV WP	NO

- THE SUBJECT DEVELOPMENT SITE DOES CONTAIN CLASS III AND OR CLASS IV SOILS, PER THE LATEST COUNTY SOILS MAP AND AS IDENTIFIED BY THE INTERPRETIVE GUIDE TO THE USE OF SOILS MAP, LOUDOUN COUNTY VIRGINIA.
- THERE ARE NO STEEP SLOPES LOCATED WITHIN THE LIMITS OF THIS APPLICATION, PER LOUDOUN COUNTY GIS STEEP SLOPES DATA.
- THERE IS NO MAJOR OR MINOR FLOODPLAIN WITHIN THE LIMITS OF THIS APPLICATION, PER LOUDOUN COUNTY GIS DATA.

GENERAL VEGETATION DESCRIPTION

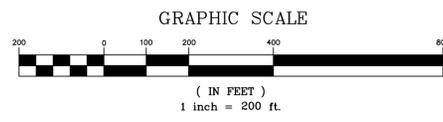
THE EXISTING VEGETATION WITHIN THE LIMITS OF THIS APPLICATION CONSISTS OF MOSTLY OPEN FIELD WITH MATURE HEDGEROWS SCATTERED THROUGHOUT. SMALLER PODS OF IMMATURE TO MATURE HARDWOOD FOREST ARE LOCATED IN THE NORTHWEST CORNER OF THE SITE WHILE A LARGER HARDWOOD FOREST EXISTS ALONG THE SOUTHEASTERN PORTION OF THE SITE AND EXTENDS ALONG THE EASTERN EDGE OF THE PROPERTY TO THE NORTHERN MOST PROPERTY LINE.

EXISTING EASEMENTS ALONG E. NICHOLS LANE



LEGEND

- LIMITS OF APPLICATION
- EXISTING BUILDING
- 255 EXISTING TWO FOOT CONTOUR
- 260 EXISTING TEN FOOT CONTOUR
- EXISTING STREAM
- ADJACENT OWNER LOT BOUNDARY
- EXISTING FENCE
- EXISTING GAS LINE
- EXISTING OVERHEAD ELECTRIC LINE
- UGF EXISTING UNDERGROUND FIBEROPTIC
- EXISTING STORM PIPE
- EXISTING WOODS LINE
- 74B DENOTES SOIL TYPE
- EX. DRAINFIELD
- DELINEATED WETLANDS



Bowman

CONSULTING

Bowman Consulting Group, Ltd.
101 South Street, S. E.
Leesburg, Virginia 20175
Phone: (703) 443-2400
Fax: (703) 443-2425
www.bowmanconsulting.com
© Bowman Consulting Group, Ltd.

EXISTING CONDITIONS
MAYFAIR
REZONING

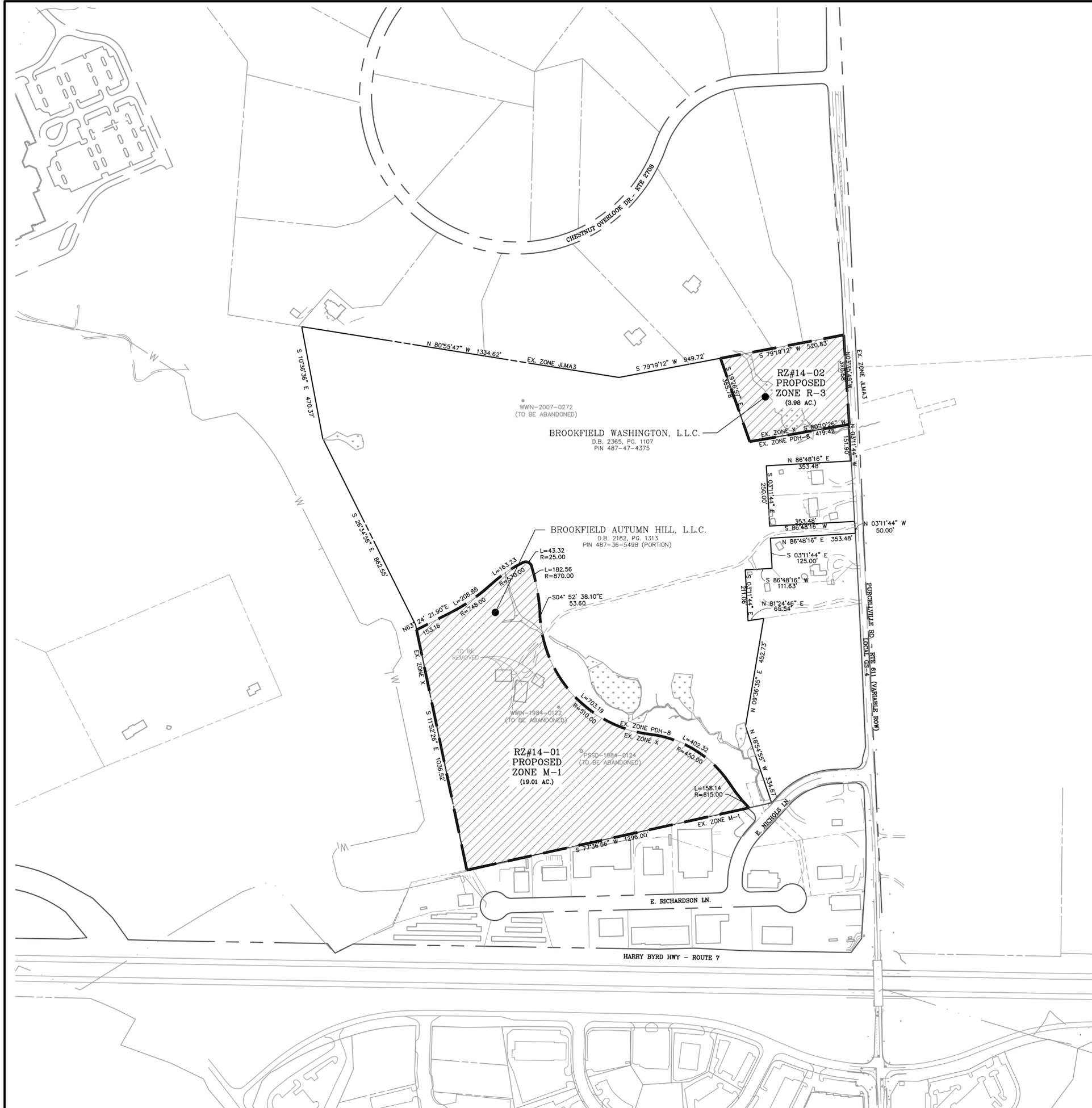
BLUE RIDGE ELECTION DISTRICT
TOWN OF PURCELLVILLE, VIRGINIA

PLAN STATUS	
4/15/14	PER TOWN COMMENTS
5/08/14	PER TOWN COMMENTS
5/27/14	PER TOWN COMMENTS

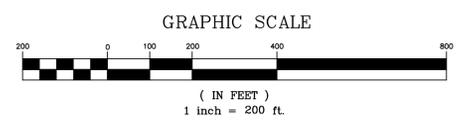
DATE	DESCRIPTION
JAE DESIGN	CIM DRAWN
	CMV CHKD
SCALE: 1" = 100'	
JOB No.	5184-01-010
DATE	FEBRUARY 5, 2014
FILE No.	5184-D-ZP-001

SHEET **2** OF **5**

Doc file name: \\c:\pds\new_projects\5184 - Autumn Hill\5184-01-010 (EPL) - Mayfair Rezoning of Industrial Acreage & 4.4-acre Parcel (Misc) Planning\GIS\GIS Conditions.dwg



LEGEND
 AREA TO BE REZONED



Bowman Consulting Group, Ltd.
 101 South Street, S. E.
 Leesburg, Virginia 20175
 Phone: (703) 443-2400
 Fax: (703) 443-2425
 www.bowmanconsulting.com
 © Bowman Consulting Group, Ltd.

REZONING PLAT
MAYFAIR
 REZONING
 TOWN OF PURCELLVILLE, VIRGINIA
 BLUE RIDGE ELECTION DISTRICT

PLAN STATUS	
4/15/14	PER TOWN COMMENTS
5/08/14	PER TOWN COMMENTS
5/27/14	PER TOWN COMMENTS

DATE	DESCRIPTION
JAE DESIGN	CIM DRAWN
	CMM CHKD
SCALE	H: AS SHOWN
	V: Y

JOB No. 5184-01-010
 DATE FEBRUARY 5, 2014
 FILE No. 5184-D-ZP-001

Doc file name: \\c:\pds\new_projects\5184 - Autumn Hill\5184-01-010 (PLAN) - Mayfair Rezoning of Industrial Acreage & 4.4-acre Parcel (Misc)\Planning\Rezoning_Plan.dwg

PLAN STATUS	
4/15/14	PER TOWN COMMENTS
5/08/14	PER TOWN COMMENTS
5/27/14	PER TOWN COMMENTS

DATE	DESCRIPTION
JAE DESIGN	CIM DRAWN CMM CHKD
SCALE	H: AS SHOWN V: Y
JOB No.	5184-01-010
DATE	FEBRUARY 5, 2014
FILE No.	5184-D-ZP-001

LEGEND

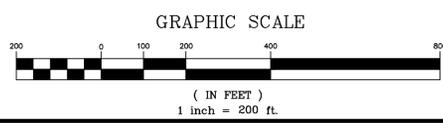
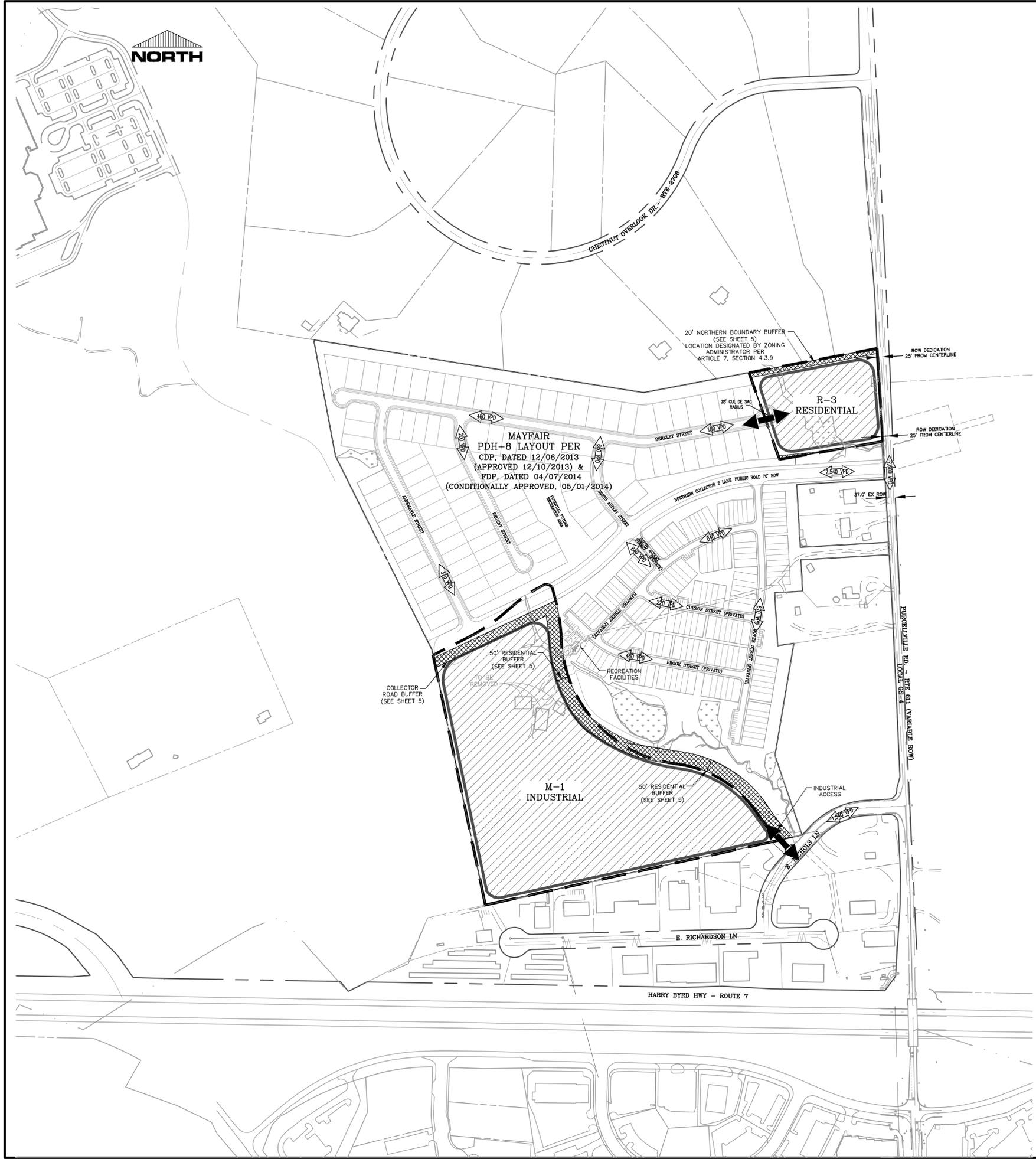
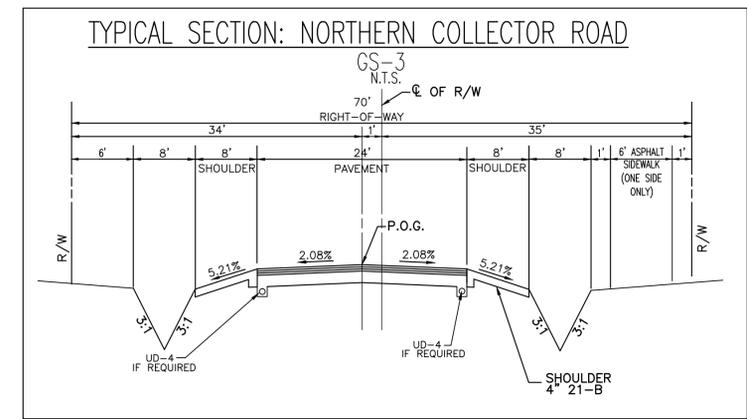
-  LANDBAY/ USE
-  BUFFER YARD
-  OPEN SPACE
-  ACCESS POINT
-  VEHICLES PER DAY (VPD)

R-3 ZONING TABULATIONS

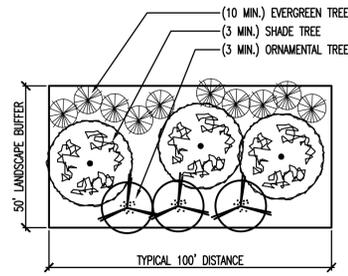
R-3 Area:	3.98 Ac.
Lot Type:	Single Family Detached (Cluster)
Lot Standards:	Per Article 4, Section 3 Per Article 6, Section 5 (Cluster Subdivisions)

M-1 ZONING TABULATIONS

M-1 Area:	19.01 Ac.
Lot Standards:	Per Article 4, Section 11



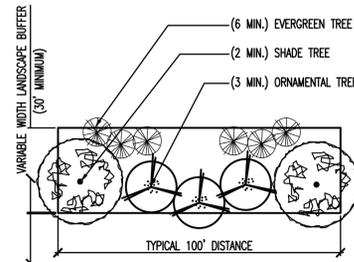
Doc file name: \\c:\pds\new_projects\5184 - Autumn Hill\5184-01-010 (Plan) - Mayfair Rezoning of Industrial Acreage & 4 Acre Parcel (Misc)\Planning\Concept Development Plan.dwg



RESIDENTIAL BUFFER
SCALE: 1" = 30'

NOTE: EXISTING TREE SAVE MAY BE SUBSTITUTED IN LIEU OF BUFFER PLANTINGS WHEN THE TREE SAVE MEETS THE INTENT OF THE BUFFER PLANTINGS. EXACT PLANTING LOCATIONS MAY BE ADJUSTED AT TIME OF FINAL ENGINEERING. TOTAL PLANT QUANTITY REQUIREMENT BASED UPON OVERALL TOTAL BUFFER DISTANCE. EVERGREEN TREES AND ORNAMENTAL TREES ARE INTERCHANGEABLE IN MEETING THE TOTAL TREE QUANTITY REQUIREMENT OF NON-SHADE TREES PER 100 FT, PROVIDED THAT THERE WILL BE A MINIMUM OF SIX (6) EVERGREENS PER 100 FT.

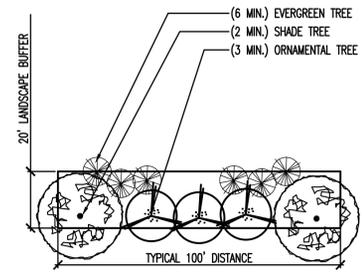
MIN. SPECIFICATIONS FOR PLANT MATERIAL WILL FOLLOW ZONING ORDINANCE ARTICLE 7, SECTION 6.3



COLLECTOR ROAD BUFFER
SCALE: 1" = 30'

NOTE: EXISTING TREE SAVE MAY BE SUBSTITUTED IN LIEU OF BUFFER PLANTINGS WHEN THE TREE SAVE MEETS THE INTENT OF THE BUFFER PLANTINGS. EXACT PLANTING LOCATIONS MAY BE ADJUSTED AT TIME OF FINAL ENGINEERING. TOTAL PLANT QUANTITY REQUIREMENT BASED UPON OVERALL TOTAL BUFFER DISTANCE. EVERGREEN TREES AND ORNAMENTAL TREES ARE INTERCHANGEABLE IN MEETING THE TOTAL TREE QUANTITY REQUIREMENT OF NON-SHADE TREES PER 100 FT, PROVIDED THAT THERE WILL BE A MINIMUM OF SIX (6) EVERGREENS PER 100 FT.

MIN. SPECIFICATIONS FOR PLANT MATERIAL WILL FOLLOW ZONING ORDINANCE ARTICLE 7, SECTION 6.3



NORTHERN BOUNDARY BUFFER
SCALE: 1" = 30'

NOTE: EXISTING TREE SAVE MAY BE SUBSTITUTED IN LIEU OF BUFFER PLANTINGS WHEN THE TREE SAVE MEETS THE INTENT OF THE BUFFER PLANTINGS. EXACT PLANTING LOCATIONS MAY BE ADJUSTED AT TIME OF FINAL ENGINEERING. TOTAL PLANT QUANTITY REQUIREMENT BASED UPON OVERALL TOTAL BUFFER DISTANCE. EVERGREEN TREES AND ORNAMENTAL TREES ARE INTERCHANGEABLE IN MEETING THE TOTAL TREE QUANTITY REQUIREMENT OF NON-SHADE TREES PER 100 FT, PROVIDED THAT THERE WILL BE A MINIMUM OF SIX (6) EVERGREENS PER 100 FT.

BUFFER MAY INCREASE BUT WILL MAINTAIN A MINIMUM WIDTH OF 20'

MIN. SPECIFICATIONS FOR PLANT MATERIAL WILL FOLLOW ZONING ORDINANCE ARTICLE 7, SECTION 6.3

NOTES

1. ALL BUFFERS SHOWN WILL PRESERVE EXISTING TREES WHERE POSSIBLE BASED ON FINAL ENGINEERING.
2. AS THE PROPERTY OWNER ON BOTH SIDES OF THE ZONING DISTRICT BOUNDARY, BROOKFIELD AGREES TO INSTALL A COMBINED LANDSCAPE BUFFER TOTALING 50 FEET, TO BE LOCATED ALONG THE EASTERN BOUNDARY OF THE M-1 PORTION OF THE SITE WHERE LIMITED INDUSTRIAL WILL BE PROPOSED ADJACENT TO RESIDENTIAL. THIS 50 FOOT BUFFER MAY BE LOCATED EITHER ENTIRELY OR PARTIALLY ON EITHER SIDE OF THE ZONING BOUNDARY AS DETERMINED AT FINAL ENGINEERING. THIS BUFFER WILL PRESERVE EXISTING TREES WHERE POSSIBLE AND MAY INCORPORATE EARTHEN BERMS WITHIN THE 50 FOOT BUFFER BASED UPON FINAL ENGINEERING.
3. FINAL OPEN SPACE PROVIDED MAY VARY BASED UPON FINAL ENGINEERING BUT WILL ALWAYS PROVIDE THE MINIMUM REQUIRED.
4. MODIFICATIONS TO REQUIRED BUFFERS, WHERE NOTED OR OTHERWISE DESCRIBED HEREIN, ARE APPROVED BY THE ZONING ADMINISTRATOR, PURSUANT TO SECTION 4.8 OF THE TOWN OF PURCELLVILLE ZONING ORDINANCE, AND BY LETTER DATED DECEMBER 6, 2013.

PLAN STATUS	
4/15/14	PER TOWN COMMENTS
5/08/14	PER TOWN COMMENTS
5/27/14	PER TOWN COMMENTS

DATE	DESCRIPTION
JAE DESIGN	CIM DRAWN CMM CHKD
SCALE	H: AS SHOWN V:
JOB No.	5184-01-010
DATE	FEBRUARY 5, 2014
FILE No.	5184-D-ZP-001

THIS PAGE INTENTIONALLY LEFT BLANK



February 14, 2014

Mr. Alex Vanegas, CPM
Director of Public Works
221 South Nursery Avenue
Purcellville, Virginia 20132

Re: Mayfair – Trip Generation
Proposed Rezoning of Industrial Acreage and Adjacent 4 Acre Parcel
Town of Purcellville, Virginia

Dear Mr. Vanegas:

The attached trip generation information (Table 1) has been provided for your use in support of a proposed rezoning associated with the Mayfair development. The site is generally located east of Route 611 (Purcellville Road) and northwest of East Nichols Lane in the Town of Purcellville, Virginia.

The Mayfair site is currently approved for 257 residential units (106 single family units and 151 townhomes). The Applicant is seeking to rezone approximately 19 acres within the Mayfair development (i.e. “residual Mayfair acreage) from Transitional (X) to Limited Industrial (M-1). Additionally, the Applicant is seeking to include the adjoining approximately 3.98 acre parcel located northeast of the Mayfair development and rezone that parcel from Transitional (X) to Planned Development Housing (PDH-8). Access to the industrial portion would be provided via a full movement entrance on East Nichols Lane while access to the residential portion would be provided via the internal Mayfair street network to a full movement entrance on Route 611.

We understand with the rezoning, the residential 3.98 acres would be developed with up to 32 single family dwelling units. The development of the 19 acre industrial portion is speculative at this time and therefore 2 scenarios have been assumed to account for the potential industrial development. The scenarios are as follows:

- Option A – High Intensity Multiple User (304,920 S.F. of Industrial Park)
- Option B – Low Intensity Multiple User (182,952 S.F. of Industrial Park)

The high intensity scenario assumes a building coverage/FAR of 0.50 which is the maximum coverage permitted by ordinance whereas the low scenario assumes a building coverage/FAR of 0.30.

The trip generation information in Table 1 is derived from available weekday daily and Peak Hour of Adjacent Street data published in the Institute of Traffic Engineers (ITE) *Trip Generation (9th Edition)*.

FINDINGS

As shown on Table 1, the proposed rezoning would generate the following:

- Between 1,959 (Option B) to 2,568 (Option A) more average daily trips
- Between 184 (Option B) to 260 (Option A) more AM peak hour trips
- Between 211 (Option B) to 306 (Option A) more PM peak hour trips.

Based on the trip generation, the proposed rezoning does not meet or exceed the minimum thresholds (5,000 daily trips) for triggering a VDOT Chapter 527 traffic impact study.

If you have any questions about the information contained herein, please do not hesitate to contact me at 804.616.3240.

Sincerely,
BOWMAN CONSULTING GROUP, LTD.

A handwritten signature in blue ink, consisting of a stylized 'E' followed by a series of loops and a long horizontal stroke extending to the right.

Erich W. Strohhacker, PE, PTOE
Transportation Team Leader

Table 1 - ITE Trip Generation Analysis⁽¹⁾

Land Use	Size	Units	Land Use Code	Weekday						
				AM Peak Hour			PM Peak Hour			Daily Trips
				In	Out	Total	In	Out	Total	
<u>Proposed Mayfair Rezoning Development</u>										
<u>Residential</u>										
Single Family Dwelling Units		32 D.U.	210	8	24	32	24	14	38	368
<u>Industrial</u>										
<u>Option A - High Intensity Multiple User (Industrial Park)</u>										
Industrial Park		304,920 S.F.	130	<u>187</u>	<u>41</u>	<u>228</u>	<u>56</u>	<u>212</u>	<u>268</u>	<u>2,200</u>
<u>Option B - Low Intensity Multiple User (Industrial Park)</u>										
Industrial Park		182,952 S.F.	130	<u>125</u>	<u>27</u>	<u>152</u>	<u>36</u>	<u>137</u>	<u>173</u>	<u>1,591</u>
<u>Total Mayfair Rezoning Development Trips</u>										
Option A (Residential + High Intensity Industrial Park)				195	65	260	80	226	306	2,568
Option B (Residential + Low Intensity Industrial Park)				133	51	184	60	151	211	1,959

Notes: (1) Based on the Institute of Transportation Engineers Trip Generation, 9th Edition.

THIS PAGE INTENTIONALLY LEFT BLANK

Mayor
Robert W. Lazaro, Jr.

Council
Thomas A. Priscilla, Jr.
James O. Wiley
Joan Lehr
J. Keith Melton, Jr.
John A. Nave
Patrick McConville, II



Town Manager
Robert W. Lohr, Jr.

Assistant Town Manager
J. Patrick Childs

221 S. Nursery Avenue
Purcellville, VA 20132
(540) 338-7421
Fax: (540) 338-6205
www.purcellvilleva.gov

TO: Chris Mohn, AICP – Bowman Consulting Group (*via email*)
FROM: Daniel Galindo, AICP – Senior Planner
SUBJECT: RZ14-01 Mayfair Industrial & RZ14-02 Mayfair Residential Addition Review
DATE: May 14, 2014

CC: Thomas M. Lawson, Esquire – Lawson and Silek, P.L.C. (*via email*)
Patrick Sullivan, AICP, CED – Director of Community Development (*via email*)
Sally Hankins, Esquire – Town Attorney (*via email*)
Dale Lehnig, PE, CFM – Capital Projects/Engineering Manager (*via email*)

After reviewing the plan set entitled “Mayfair Rezoning RZ#14-01 & RZ#14-02” (*as revised through May 8, 2014*), I offer the following comments:

1. Sheet 4 – Change the labeling of the buffer on the residential area to read: “20’ NORTHERN BOUNDARY BUFFER (SEE SHEET 5) – LOCATION DESIGNATED BY ZONING ADMINISTRATOR PER ARTICLE 7, SECTION 4.3.9”
 - a. On the current revision, a bufferyard of 20 feet with semi-opaque screening *is not provided* between the R-3 and PDH-8 zoning districts as required by Article 7, Section 4.4 of the Zoning Ordinance, but a bufferyard of 20 feet *is provided* between the R-3 and JLMA-3 zoning districts where it is not required. While this bufferyard configuration is likely left over from the previous submission including a request for R-8 zoning, it actually complies with flexibility allowed by Article 7, Section 4.3.9 which permits the bufferyard required between the R-3 and PDH-8 zoning districts to be provided along the subdivision boundary in a location designated by the zoning administrator. Given this, we believe that the displayed design is in the best interests of all parties as it ensures a buffer for residents of the Chestnut Hills subdivision to the north.

NOTE: I have provided comments on the Mayfair Proffer Statement (*as revised through May 9, 2014*) to the Town Attorney for review, and our combined proffer comments will be provided by May 19th at the latest.

THIS PAGE INTENTIONALLY LEFT BLANK



MEMORANDUM

DATE: April 21, 2014

TO: Daniel Galindo, Senior Planner

CC: Patrick Sullivan, Director of Community Development (via e-mail)
Alex Vanegas, Assistant Public Works Director (via e-mail)

FROM: Dale E. Lehnig, PE, CFM

RE: RZ14-01 & RZ14-02 Mayfair Industrial & Residential Rezoning

PW staff has reviewed the following:

1. RZ14-01 Application
2. RZ14-02 Application
3. Trip Generation Memo (not reviewed in this memo – to be sent to KHA for their review).
4. Draft Mayfair Proffer Statement
5. Rezoning Plat & Plan Set

Based on our review, we offer the following comments:

1. The sanitary sewer model that was run showed that the 257 residential homes that were proposed with the original Mayfair project could be served without upgrades to the Town sanitary sewer system. However, the addition of flows from the proposed industrial portion caused the need for upgrades to the Valley Industrial Park (VIP) pump station. Further, the new section of proposed homes (32 residential) was not included in the model at all; the effect is therefore not known. New models, for both water and sanitary sewer, will need to be run (this is included in the proffers at the developer's cost), and the results may cause the need for upgrades in the Town systems. These upgrades should be at the cost of the developer.
2. The proffer statement should include a proffer for upgrades to the Town VIP pump station, to include a study to determine the appropriate upgrades as well as the cost to construct the upgrades. The Town should have the authority to approve or disapprove of the proposed upgrade(s).
3. Any upgrades necessary to the Town's water and sewer system in order to serve the industrial and residential development proposed with these rezoning shall be at the developer's cost, with Town approval of the proposed work.

4. Page 4 of the proposed proffer statement, #4c states “availability and metering”; this should be “availability and meter”.
5. The proffer statement shows that the availability fees are to be paid at the rate effective September 1, 2013. Please include a table showing those rates with the proffer statement.
6. The plan shows the potential industrial road access at 2 points – Nichols Lane and the Northern Collector Road. Please confirm whether both points will be used for access, or just one or the other. Note the favored access point(s).

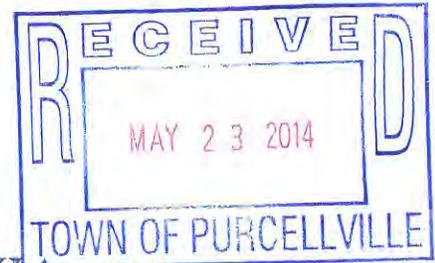


COMMONWEALTH of VIRGINIA

DEPARTMENT OF TRANSPORTATION

4975 Alliance Drive
Fairfax, VA 22030

CHARLES A. KILPATRICK, P.E.
COMMISSIONER



May 9, 2014

Mr. Daniel Galindo
Community Development
Town of Purcellville
221 S. Nursery Avenue
Purcellville, Virginia 20132

Re: Mayfair – Industrial and Residential Rezoning
(Formerly Autumn Woods)
(1st Submission Rezoning Applications - Concept Development Plan)
Town of Purcellville Application Numbers RZ 14-01 and RZ 14-02

Dear Mr. Galindo:

We have reviewed the above noted land development applications as requested in your 3/21/14 transmittal. We offer the following comments:

1. Incorporate the attached set of the most recent VDOT General Notes (Revised 3/28/13) into the plan set.
2. Label ADT Route 611, Purcellville Road.
3. Label *Purcellville VA Route 7 North Collector Road* as such.
4. Label projected ADT for *Purcellville VA Route 7 North Collector Road*.
5. Clearly label the functional classification of Route 611, Purcellville Road throughout the plan set.
6. Provide a complete, dimensioned typical section Route 611, Purcellville Road incorporating all proposed improvements.
7. Provide a complete, dimensioned typical section *Purcellville VA Route 7 North Collector Road*.
8. Provide projected ADT for all on-site roadways.

9. Will there be a vehicular connection to E. Nichols Lane? Plan indicates “*Potential Industrial Access*”. Left turn lane warrant analysis indicates that the industrial portion of this development will only access E. Nichols Lane. Please clarify and ensure consistency between the traffic study and the plan.
10. Will there be a vehicular connection to *Purcellville VA Route 7 North Collector Road*? Plan indicates “Potential Industrial Access”. Left turn lane warrant analysis indicates that the industrial portion of this development will only access E. Nichols Lane. Please clarify and ensure consistency between the traffic study and the plan.
11. Related to comments # 9 and 10: If the industrial portion of this application gains access to *Purcellville VA Route 7 North Collector Road*, then the previously submitted left turn lane warrant analysis needs to be revised to include some of the industrial site traffic. If access to the industrial portion of this application is not provided to *Purcellville VA Route 7 North Collector Road*, then the “potential” access to the industrial portion of this development should be removed from the plan.
12. If access to the industrial portion of this development is provided to E. Nichols Lane, then provide left and right turn lane analysis on Route 611, Purcellville Road at E. Nichols Lane. This analysis should consider that the a significant number of the subject vehicles would be of an industrial nature (i.e., large, slow-moving vehicles).
13. Label ADT E. Nichols Lane.
14. Why was site plan Mayfair – Section 1 and 2A” STPL 2012-0044 submitted prior to review and approval of associated rezoning application?
15. Applicant should escrow funds for removal of temporary cul-de-sac and extension of *Purcellville VA Route 7 North Collector Road* at western property line.
16. If right of way is required in order to provide roadway improvements to Route 611, Purcellville Road then the applicant should dedicate that necessary right of way.
17. Dedicate right of way a minimum of 25’ from centerline Route 611, Purcellville Road along residential site frontage. Dimension this at several locations. (See also above-related comments which may require additional right of way dedication and should be dimensioned accordingly).
18. Dimension cul-de-sac radius Berkley Street.
19. Add note to plans “No lots are to have direct access to Route 611, Purcellville Road.”
20. We recommend the Town of Purcellville pursue a monetary contribution associated with RZ 14-01 and RZ 14-02 towards area transportation improvements.
21. Please the attached e-mail dated Monday, April 14, 2014 from Arun A. Raj, P. E., PTOE of VDOT’s Traffic Engineering Section regarding the Trip Generation letter dated February 14, 2014.

If you have any questions, please call me at (703) 259-2948.

Sincerely,

A handwritten signature in black ink, appearing to read 'JB', with a long horizontal flourish extending to the right.

John Bassett, P.E.
Transportation Engineer

Attachments

cc: Imad Salous, P. E.

From: Raj, Arun A. (VDOT)
Sent: Monday, April 14, 2014 1:42 PM
To: Bassett, John NOVA (VDOT), P.E.
Cc: Fan, Xuejun (VDOT)
Subject: RUID# 17447: Mayfair – Industrial and Residential Rezoning Traffic Generation Memo (1st Subm); Town of Purcellville

John,

We have reviewed the Traffic Generation Memo, dated February 14, 2014 and found the ITE Trip generation analysis Table 1 as acceptable. We are keeping copy of this submittal for our records. Please call if you have any questions.

Thanks,

Arun A. Raj, P.E., PTOE
Transportation Engineer
VDOT - NRO Traffic Engineering
4975 Alliance Drive - Fairfax, VA 22030
Tel: (703) 259-1941 Fax: (703) 815-3120

VDOT GENERAL NOTES

Revised 3/28/13

1. These plans were prepared in accordance with the requirements of (select one):
 - VDOT Subdivision Street Requirements (SSR 24VAC-30-91 effective January 1, 2005 and VDOT Road Design Manual Appendix B)
 - VDOT Secondary Street Acceptance Requirements (SSAR 24VAC-30-92 effective March 9, 2009 and VDOT Road Design Manual Appendix B1). Schematic street layout and computations of Connectivity Index are provided with these plans per 24VAC30-92-60.
 - VDOT Secondary Street Acceptance Requirements (SSAR 24VAC-30-92 effective December 31, 2011 and VDOT Road Design Manual Appendix B1). Schematic street layout with phasing diagram for street acceptance are provided with these plans per 24VAC30-92-60.
2. Methods and materials used shall conform to current county/town and VDOT standards and specifications.
3. All utilities, including all poles, are to be relocated at the developer's expense, prior to construction.
4. Open cutting of paved or surface treated roads is not permitted. All utilities which will be placed under existing streets are to be bored or jacked. Any exceptions, due to extenuating circumstances, are to be addressed at the permit stage.
5. Any type of reverse curb (spill curb, CG-6R, etc.) and transition to these curbs shall not be used with the public right of way.
6. The developer is responsible for any damage to existing roads and utilities which occur as a result of project construction within or contiguous to existing right of way.
7. A smooth grade shall be maintained from the centerline of the existing road to the proposed edge of pavement to preclude the forming of false gutters and/or the ponding of any water in the roadway.
8. Standard guardrails and/or handrails shall be installed at hazardous locations as designated during field review by the county/town inspector or VDOT.
9. The developer is responsible for all traffic control. The developer shall submit a signing, striping and/or signalization plan to the VDOT Land Development Section a minimum of thirty days prior to permit application. The developer shall not commence construction of any pavement course without an approved striping plan.
10. Pavement design is based on an assumed CBR value of 10 (use CBR value of 6 in Loudoun Co). Soil tests of subgrade must be submitted for actual determination of required thickness of the pavement including layers of asphalt and subbase prior to subbase placement.
11. All untreated aggregate used in base or subbase courses shall be 21B, except on roads with ADT of 1000 vpd or less, where 21A aggregate may be used. When 21B aggregate is used, UD-4 underdrains must be provided.
12. A 4" (min.) layer of stone is required beneath curb and gutter (may be shown on typical section in lieu of a note).
13. Additional ditch linings or siltation and erosion control measures shall be provided, at the developer's expense, as determined necessary by VDOT and/or the county/town during field review. All costs shall be assumed by the developer.
14. The entire surface of the roadway (old and new portions) shall be overlaid and re-striped as required by VDOT personnel. Overlay of existing pavement shall be minimum of 1.25" depth; any costs associated with pavement overlay, or the milling of existing pavement to obtain required depth, shall be assumed by the developer.
15. Developer is responsible for design and construction of any traffic signal installation or modification which will be necessary as a result of development of this site.
16. All right of way dedicated to public use shall be clear and unencumbered.

17. The county/town shall obtain a permit for all sidewalks within the right of way that do not qualify for VDOT maintenance.
18. Traffic control devices or advisory signs, such as multiway stops, speed limits, Watch for Children, Pedestrian Traffic etc., shall not be installed unless specifically shown on these plans or a VDOT approved plan revision. Speed study certified by professional engineer should be submitted for VDOT approval prior to the street acceptance for any road to be posted other than the statutory speed limit. Should unapproved signs be noted at the time of VDOT inspection, the road acceptance process shall be terminated immediately and not recommenced until a determination is made regarding the approval of any additional signs. Immediate removal of such signs shall not negate the need for the submission of a revision.
19. Landscaping and irrigation systems shall not be installed within the public right of way except as shown on these plans or a VDOT approved revision.
20. Beginning July 1, 2009 all Land Use Permit applications are required to provide at least one (1) person who, at minimum, is verified by VDOT in Basic Work Zone Traffic Control for all permitted activities within state maintained right of way which involves installing, maintaining, or removing work zone traffic control devices. This person shall be responsible for the placement, maintenance and removal of all work zone traffic control devices.

County of Loudoun

Department of Planning

MEMORANDUM

DATE: April 23, 2014

TO: Patrick Sullivan, AICP, Director of Community Development
Town of Purcellville

FROM: Rodion Iwanczuk, AICP, Senior Planner *RI*
Community Information and Outreach

**SUBJECT: PURCELLVILLE RZ14-01, RZ14-02, Mayfair Industrial & Residential,
1st Referral**

BACKGROUND

The Town of Purcellville ("Town") is considering two rezoning applications, Mayfair Industrial and Residential, on two parcels that occupy a total of approximately 23 acres of land. The first application, RZ14-01, would rezone a 19.01-acre portion of a parcel (Parcel 1) better described as Tax Map 35, Parcel No. 14 (PIN 487-36-5498-000), to M-1 (Industrial) District from X (Transitional) District. The second application would rezone a 3.98-acre parcel (Parcel 2), Tax Map 35, Parcel No. 17 (PIN 487-47-4375-000), to PDH-8 (Planned Development Housing-8) from X (Transitional) District.

The property is located on the west side of Route 611 (Purcellville Road), north of Route 7. The subject property lies within the Town following a Boundary Line Adjustment Agreement approval by the Circuit Court on February 12, 2014. A review of the rezoning plat and County records indicates natural features on the subject property to include a modeled wetland and forest cover. Surrounding land uses include a residential subdivision to the north, Woodgrove High School and approved recreational facilities to the west, a light industrial area to the south, and agricultural uses and undeveloped land to the east across Route 611. The planned Northern Collector Road runs through the Mayfair property.

The Loudoun County Planning Department appreciates the opportunity to provide written comments.

RELATIONSHIP TO THE LOUDOUN COUNTY COMPREHENSIVE PLAN

The subject property is located within the Town of Purcellville and adjacent to the Purcellville Joint Land Management Area (JLMA) on the north and the east. Staff reviewed the proposed zoning map amendment in light of the Revised General Plan and the 2010 Revised Countywide Transportation Plan (2010 CTP).

ANALYSIS

A. LAND USE

As noted above, the subject property (Mayfair) was annexed into Purcellville on February 12, 2014, following public hearings held in December 2013 by both Loudoun County and the Town of Purcellville. At the Town's public hearing, on December 10, 2013, the Purcellville Town Council also approved RZ13-01, which amended proffered conditions of Loudoun County ZMAP 1990-0019, Autumn Hill, and stated that within four months of approval of the annexation applications a rezoning application would be filed to rezone Parcels 1 and 2 as described above.

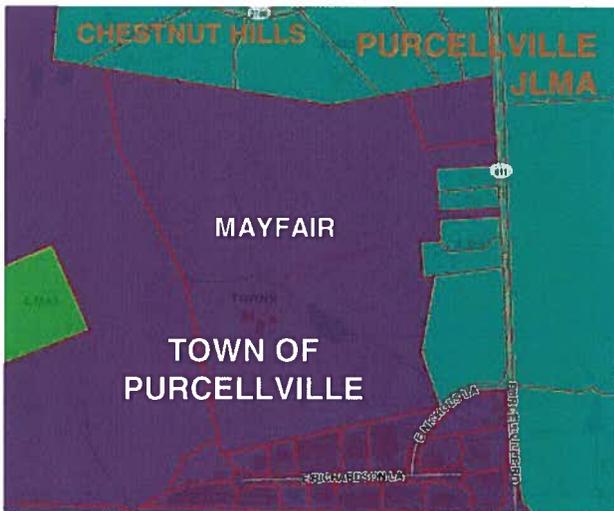


Figure 1 Mayfair and Vicinity

Mayfair is located generally south and west of area located in the County's Rural Policy Area and Purcellville Joint Land Management Area (JLMA) and designated on the Revised General Plan's Planned Land Use Map for Residential uses. Parcel 1 is located on Mayfair's southwest, approximately 150 feet west of undeveloped land, and the nearest existing residential property is located approximately 600 feet to the northeast. Other adjacent land uses include planned youth athletic and recreational uses and two existing schools to the west on the Fields Farm property owned by Loudoun County, light industrial uses contained

within the Valley Industrial Park to the south, and residential uses planned within Mayfair. Parcel 2 is located on the extreme northeast of the Mayfair property and abuts Route 611 on the east. The northern and eastern property lines of Parcel 2 form the Town's boundary with Loudoun County and the County's JLMA-3 (Joint Land Management Area-3) zoning district. Residential density within the JLMA-3 district is one dwelling unit per three acres, with minimum 15-foot front and 10-foot side yards along local roads such as Route 611. A large-lot residential neighborhood (Chestnut Hills) is located to the north within the County. Undeveloped and agricultural property is located to the east across Route 611. The CTP-planned Northern Collector Road (NCR) will run through the middle of Mayfair and provide access to Route 611.

The applications propose development on Parcel 1 of up to 304,920-square feet of light industrial use at maximum lot coverage of 0.50 and on Parcel 2 of 32 single-family detached and townhouse dwelling units.

INDUSTRIAL DEVELOPMENT

Parcel 1, which is proposed for light industrial development, has long been planned for such development, including when governed by Loudoun County ZMAP 1990-0019, Autumn Hill. Parcel 1 adjoins and would be accessible from the adjoining Valley Industrial Park to the south through potential connection to East Nichols Lane and connection to the NCR.

An industrial park has long been intended for the area of Parcel 1, which adjoins existing industrial development to the south and planned youth athletic fields on the County's Fields Farm property to the west within the Town of Purcellville. The site is buffered from residential development. As such, the proposed use appears to be compatible with existing and approved development and consistent with applicable plans.

RESIDENTIAL DEVELOPMENT

The applicant proposes rezoning Parcel 2 to the PDH-8 district to allow up to 32 single family detached and townhouse dwelling units on a 3.98-acre portion of the applicant's property. Single-family detached homes planned for Mayfair would be located on the west side of Parcel 2, and the NCR would abut the parcel to the south. The PDH-8 land use diagram on Sheet 4 of the CDP indicates that single-family detached homes would be located on the planned Berkley Street cul de sac adjoining other single-family detached homes. Townhouse units appear to be intended eastward toward Route 611 from that point, including units backing up to the Chestnut Hills subdivision. A private parking court extending through a modeled wetland would provide access to the townhouses.

The CDP depicts a 50-foot northern buffer yard between Parcel 2 and the Chestnut Hills subdivision, and a 5-foot buffer yard separating Parcel 2 from Route 611. Buffer yards, which can act as visual, light, or noise screens between different types of uses, for instance, between Single-Family Detached (SFD) and Single-Family Attached (SFA) homes. In the County's JLMA-3 districts, buffer yards would range from 10 to 25 feet in width, larger than the 5-foot buffer yard proposed on the CDP along Route 611.

As depicted on the CDP, the placement of the townhouses on Parcel 2 presents issues of compatibility with the existing and planned lower-density residential development to the north and to the east across Route 611, as well as modeled wetlands through which a private parking court would extend. Staff notes the balance of approved development on the Mayfair property consists of SFD homes to the north of the NCR and townhouse units located on the south side of the NCR.

Annexation and subsequent rezoning of the Mayfair property by the Town provided for a reduction in approved development from 492 to 257 dwelling units. Approved development reflects a gradual increase from lower to more intense development proceeding southward. The development plan associated with RZ14-02 upsets this development gradient by placing townhouses abutting large lot residential parcels.

Compatibility with SFD housing adjacent to Parcel 2 and the extension of a private parking court through a modeled wetland make development of townhouses on Parcel 2 problematic. County staff notes that townhome construction adjoining existing large-lot residential development located in the Chestnut Hills subdivision would not be an obvious transition of intensity given that SFD home lots are intended for the balance of the northern property line of Mayfair. The northern edge of Mayfair is also within a PDH-8 zoning district, and lots generally average approximately 7,200-square feet, or a density of 6 dwelling units/acre.

County staff notes the lack of compatibility between proposed townhouse development on Parcel 2 and existing large-lot residential development within the Chestnut Hills subdivision to the north. Single-family detached housing throughout Parcel 2 would create a better and more gradual transition leading to the more intense development, which includes townhomes located further to the south on the Mayfair property and within the Town.

C. PROFFERS

A proffer statement dated March 3, 2014, accompanies the applications, which restates, reaffirms, and ratifies the applicant's Proffer Amendment Statement to ZMAP 1990-0019 accepted by the Town on December 23, 2013, which includes construction by the applicant through its property of the Northern Collector Road.

County staff supports the applicant's proffer to construct the Northern Collector Road through the Mayfair property from Route 611 to the property's western boundary abutting the County's Fields Farm property.

RECOMMENDATIONS

The subject application would allow the applicant to establish an industrial park with up to 304,920-square feet at 0.5 lot coverage and to construct 32 additional single-family detached and townhouse dwelling units, on the Mayfair property located north of Route 7. County Planning Staff support the rezoning for the industrial park and, with revision, could support the residential rezoning. Staff is concerned about the placement of townhouses on Parcel 2 that would abut existing and planned single-family detached housing development planned for a density of 1 dwelling unit/3 acres.

Specifically, County Staff suggests that single-family detached housing replace the townhouse units that are proposed for development on Parcel 2. The former would present a better transition from the large-lot development that exists in the Chestnut

Hills subdivision to the north and more intense development that includes townhomes that is located further to the south on the Mayfair property and other areas of the Town.

cc: Julie Pastor, AICP, Planning Director
Cynthia Keegan, AICP, Program Manager, Community Planning

THIS PAGE INTENTIONALLY LEFT BLANK



County of Loudoun

Leroy Locke, Fire Protection Plans Reviewer/Inspector
Department of Building and Development

1 Harrison Street SE

P.O. Box 7000

Leesburg, Virginia 20177-7000

Inspection Information 703-777-0220, Fax 703-771-8546

Date: April 4, 2014

Permit/Type Land Development

Project Name: Mayfair Industrial & Residential Rezoning

RZ14-01 & RZ14-02

Address: Rt. 611 & E/Richardson Lane

Town: Purcellville, Virginia

Submitting Company: Daniel Galindo
Project Manager

To whom it may concern,

Please find attached, comments resulting from the review of the above referenced project.

1 – We offer no comments for this review.
Thank you.

Should you have any questions, please feel free to contact us.

Sincerely,

Leroy Locke
Fire Protection Plans Reviewer/Inspector
Department of Building & Development
Telephone - 703-771-5450
Cell – 571-252-0611

THIS PAGE INTENTIONALLY LEFT BLANK



LOUDOUN COUNTY, VIRGINIA
Department of Fire – Rescue And Emergency Management



801 Sycolin Road, Suite 200
Leesburg, VA 20175
Phone 703-777-0333 Fax 703-771-5359

March 7, 2014

Daniel Galindo
Community Development
Town of Purcellville
221 South Nursery Avenue
Purcellville, VA 20132

Re: Mayfair Industrial and Residential Rezoning
RZ14-01 & RZ14-02

Dear Mr. Galindo: *Daniel*:

Thank you for the opportunity to review the above captioned application. The Fire and Rescue Planning Staff is not opposed to the proposed rezoning of a property from X to M1. However, Staff respectfully requests additional information regarding proposed layout of structures and road network to evaluate adequacy of access and circulation of emergency vehicles. Regarding the rezoning of a parcel from X to PD-H8, while it looks like the diagram is for illustrative purposes only and will require further design; Staff requests that the applicant consider a turnaround at the end of the private court to facilitate circulation of emergency vehicles.

If you have any questions or need additional information, feel free to contact me via e-mail Maria.Taylor@Loudoun.gov or by phone 703-737-8772. Thank you.

Sincerely,

Maria
Maria Figueroa Taylor
Fire and Rescue Planner

cc file

Teamwork * Integrity * Professionalism * Service

THIS PAGE INTENTIONALLY LEFT BLANK

Galindo, Daniel

From: Geoff.Giffin@kimley-horn.com
Sent: Tuesday, May 06, 2014 12:22 PM
To: Vanegas, Alex
Cc: Galindo, Daniel; Lehnig, Dale
Subject: RE: Mayfair Rezoning request

All,

We've reviewed the Mayfair site trip generation memorandum (dated February 14, 2014) and have the following comments:

- The trip generation calculations appear consist with the ITE Trip Generation Manual, 9th Edition. We wanted to note that the applicant used the trip generation equation instead of the rate for the residential land use. Since the residential component is small (32 units) it's probably more accurate to use the trip rate instead because most of the supporting data and basis for the equation are from larger residential neighborhoods. However, if you run the numbers using the rates the trips generated are lower than what the applicant has presented. Therefore it appears the applicant may have made a conservative assumption.
- We thought it would be helpful to provide a comparison of the proposed uses against the trip generation potential of the existing approved residential uses. Below is a table showing the comparison.

	AM Peak Hour			PM Peak Hour			Daily
	In	Out	Total	In	Out	Total	
Single Family homes (106 units)	21	63	84	70	41	111	1108
Townhomes (151 units)	12	60	72	56	28	84	921
Total Approved Residential	33	123	156	126	69	195	2029
Option A Rezoning - Total Approved Residential	162	-58	104	-46	157	111	539
Option B Rezoning - Total Approved Residential	100	-72	28	-66	82	16	-70

- The proposed rezoning Option A would generate more daily, AM peak hour, and PM peak hour trips than the approved residential.
- The proposed rezoning Option B would generate slightly lower daily trips and slightly higher AM peak hour and PM peak hour trips.
- Both rezoning options would reverse peak hour trip patterns (more inbound during AM and more outbound during PM) due to the change in residential and employment uses.

Feel free to call or email if you wish to discuss further or if you have any questions. Thanks!

Geoff

From: Vanegas, Alex [<mailto:avanegas@purcellvilleva.gov>]
Sent: Tuesday, April 22, 2014 10:48 AM
To: Giffin, Geoff
Subject: FW: Mayfair Rezoning request

THIS PAGE INTENTIONALLY LEFT BLANK

BOUNDARY LINE ADJUSTMENT AGREEMENT

THIS BOUNDARY LINE ADJUSTMENT AGREEMENT is made and entered into the ___ day of December, 2013, by and between the **COUNTY OF LOUDOUN, VIRGINIA** (the "County"), acting by and through its governing body, the Board of Supervisors of Loudoun County, and **THE TOWN OF PURCELLVILLE, VIRGINIA** (the "Town"), acting by and through its governing body, the Town Council of the Town of Purcellville, Virginia.

RECITALS

WHEREAS, the Town is an incorporated municipality located within the County, and the Town and County share commitments to provide appropriate public services and protect the health and welfare of the citizens of their respective jurisdictions; and

WHEREAS, Brookfield Autumn Hill, L.L.C., and Brookfield Washington, L.L.C., own property containing approximately 74.7 acres, more or less, being all of the property identified as Loudoun County PIN 487-36-5498 and Loudoun County PIN 487-47-4375 (together both parcels are the "Property"), which is located on the west side of Purcellville Road/Route 611 and contiguous to the northern corporate limits of the Town; and

WHEREAS, Section 15.2-3106 *et seq.* of the *Code of Virginia* (1950), as amended, authorizes Virginia counties and towns to change the boundary lines existing between them by agreement in accord with the specified statutory procedures contained therein; and

WHEREAS, the Town and the County consider the proposed incorporation of the aforesaid 74.7 acres, more or less, into the Town to be in the best interest of the citizens of the Town, the County and the Commonwealth of Virginia.

AGREEMENT

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. The following properties, which are contiguous to the existing boundary of the Town, will be incorporated into the municipal limits of the Town:

The properties shown on the plat entitled "*Exhibit Showing Mayfair Property*" prepared by Bowman Consulting Group, Ltd., and dated October 24, 2013 ("**Exhibit A**"), and as more particularly described in a legal description of metes and bounds entitled "**METES AND BOUNDS DESCRIPTION OF THE PROPERTY TO BE INCORPORATED INTO THE TOWN OF PURCELLVILLE, VIRGINIA, BY BOUNDARY LINE ADJUSTMENT AGREEMENT BETWEEN THE TOWN OF PURCELLVILLE AND THE COUNTY OF LOUDOUN, VIRGINIA**" ("**Exhibit B**"), both of which are attached hereto and made a part of this Agreement.

2. The County Attorney and the Town Attorney are hereby authorized to act on behalf of the County and Town, respectively, to prepare, file, and sign any documents, pleadings, and orders reasonably necessary to ensure that a court order designating and establishing the new boundary line be entered in accordance with Section 15.2-3106 *et seq.* of the *Code of Virginia* (1950), as amended.

3. In accordance with the provisions of Section 15.2-3107 of the *Code of Virginia* (1950), as amended, each locality shall bear the cost of its advertisement.

4. The boundary line adjustment shall become effective on the date specified in the Circuit Court order designating and establishing the new boundary line.

COUNTY OF LOUDOUN, VIRGINIA

Approved as to form:

By: _____
Scott K. York, Chairman
Board of Supervisors

Assistant County Attorney

ATTEST:

COMMONWEALTH OF VIRGINIA
County of Loudoun, to-wit:

The foregoing instrument was executed and acknowledged before me by Scott York, Chairman of the Loudoun County Board of Supervisors, this ____ day of December, 2013.

Notary Public

Registration Number: _____
My commission expires: _____

TOWN OF PURCELLVILLE, VIRGINIA

Approved as to form:

By: _____

Robert Lazaro, Mayor
Member of Town Council

[Signature]
Town Attorney

ATTEST:

[Signature]

COMMONWEALTH OF VIRGINIA
County of Loudoun, to-wit:

The foregoing instrument was executed and acknowledged before me by Robert Lazaro, Mayor and Member of Town Council of Purcellville, Virginia, this 10th day of December, 2013.

[Signature]
Notary Public

Registration Number: 300069
My commission expires: 4/30/17



EXHIBIT A

**EXHIBIT SHOWING MAYFAIR PROPERTY PREPARED BY BOWMAN
CONSULTING GROUP, LTD. AND DATED OCTOBER 24, 2013
(LOUDOUN COUNTY PINS 487-36-5498 AND 487-47-4375)**

EXHIBIT B

**METES AND BOUNDS DESCRIPTION
OF THE PROPERTY TO BE INCORPORATED INTO THE
TOWN OF PURCELLVILLE, VIRGINIA
BY BOUNDARY LINE ADJUSTMENT AGREEMENT
BETWEEN THE TOWN OF PURCELLVILLE AND
THE COUNTY OF LOUDOUN, VIRGINIA**

BEGINNING AT A POINT ON THE WESTERN RIGHT-OF-WAY OF PURCELLVILLE ROAD (VA. STATE ROUTE 611, VARIABLE WIDTH RIGHT-OF-WAY), SAID POINT BE A CORNER TO LOT 2, PAUL AMBROSE WARNER, JR. DIVISION (DEED BOOK 410, PG. 668 AND CORRECTED IN D.B. 420, PG. 596). SAID POINT BEING APPROXIMATELY 20' FROM THE CENTERLINE OF THE TRAVEL WAY OF PURCELLVILLE ROAD AND 5.40' FROM AN IRON PIPE FOUND BEING APPROXIMATELY 25' FROM SAID TRAVEL WAY; THENCE DEPARTING SAID PURCELLVILLE ROAD AND CONTINUING WITH LOT 2 THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 86°48'16" W 353.48' TO A POINT; THENCE

S 03°11'44" E 125.00' TO A POINT BEING A COMMON CORNER TO LOT 1 OF AFOREMENTIONED PAUL AMBROSE WARNER, JR. DIVISION; THENCE DEPARTING LOT 2 AND CONTINUING WITH LOT 1 THE FOLLOWING THREE (3) COURSES AND DISTANCES

S 86°48'16" W 111.63' TO A POINT; THENCE

S 03°11'44" E 211.06' TO A POINT; THENCE

N 81°24'46" E 65.54' TO A POINT BEING IN THE LINE OF LOT 3 AND A CORNER TO KELLY M. COCKERILL AND MARILYN JARVIS (D.B. 1539, PG. 393 AND D.B. 1032, PG. 449); THENCE DEPARTING LOT 2 AND CONTINUING WITH COCKERILL AND JARVIS THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 09°36'35" W 452.73' TO A POINT LYING IN A 24" TREE STUMP CUT 4' OFF THE GROUND; THENCE

S 18°54'55" E 334.67' TO A POINT BEING IN THE LINE OF LOT 16FF VALLEY INDUSTRIAL PARK (D.B. 980, PG. 120 AND RE-SUBDIVIDED IN D.B. 1032 PG. 207). SAID POINT IN THE CORPORATE LIMITS OF THE TOWN OF PURCELLVILLE; THENCE DEPARTING COCKERILL AND JARVIS AND CONTINUING WITH VALLEY INDUSTRIAL PARK LOTS 16FF THEN LOT 14FF, LOT 12 FF1, 11F, 10F, 9F AND BEING THE CORPORATE LIMITS OF THE TOWN OF PURCELLVILLE

S 77°36'56" W 1296.00' TO A POINT BEING IN THE LINE OF LOT 9F AND A CORNER TO LOUDOUN COUNTY BOARD OF SUPERVISORS; THENCE DEPARTING VALLEY INDUSTRIAL PARK AND CONTINUING WITH THE BOARD OF SUPERVISORS AND THE TOWN OF PURCELLVILLE CORPORATE LIMITS THE FOLLOWING THREE (3) COURSES AND DISTANCES

N 11°52'26" W 1036.52' TO A POINT; THENCE

N 26°34'56" W 862.55' TO A POINT; THENCE

N 10°36'36" W 470.37' TO A STONE FOUND BEING A POINT IN THE LINE OF LOT 12, CHESTNUT HILLS (INSTR. 20040622-0062965); THENCE DEPARTING THE BOARD OF SUPERVISORS AND THE TOWN OF PURCELLVILLE CORPORATE LIMITS AND CONTINUING WITH CHESTNUT HILLS LOT 12, LOT 13, LOT 15-A, LOT 16-A AND THEN LOT 14-A THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 80°55'47" E 1334.62' TO A POINT; THENCE

N 79°19'12" E 949.72' TO A POINT BEING ON THE WESTERN RIGHT-OF-WAY OF AFOREMENTIONED PURCELLVILLE ROAD; THENCE DEPARTING CHESTNUT HILLS AND CONTINUING WITH THE WESTERN RIGHT-OF-WAY OF PURCELLVILLE ROAD THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 03°35'49" E 370.58' TO A POINT; THENCE

S 03°11'44" E 151.90' TO A POINT BEING A CORNER TO LOT 4 OF AFOREMENTIONED PAUL AMBROSE WARNER, JR. DIVISION; THENCE DEPARTING PURCELLVILLE ROAD AND CONTINUING WITH LOT 4

S 86°48'16" W 353.48' TO A POINT; THENCE CONTINUING WITH LOT 4 AND THEN LOT 3 THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 03°11'44" E 250.00' TO A POINT; THENCE

N 86°48'16" E 353.48' TO A POINT BEING ON THE WESTERN RIGHT-OF-WAY OF AFOREMENTIONED PURCELLVILLE ROAD; THENCE DEPARTING LOT 3 AND CONTINUING WITH THE WESTERN RIGHT-OF-WAY OF PURCELLVILLE ROAD

S 03°11'44" E 50.00' TO THE POINT OF BEGINNING CONTAINING 3,256,728 SQUARE FEET OR 74.76418 ACRES OF LAND MORE OR LESS AND BEING ALL OF LOUDOUN COUNTY TAX PARCELS 487-36-5498 AND 487-47-4375

Prepared By:
Sally Hankins, Esq., Town Attorney
Town of Purcellville
221 South Nursery Avenue
Purcellville, Virginia 20132
Tax PINs 487-36-5498 and 487-47-4375


20131211-0094543
Loudoun County, VA Pgs: 73
12/11/2013 12:48:20PM
Gary M. Clemens, Clerk

MEMORANDUM OF UNDERSTANDING

THIS MEMORANDUM OF UNDERSTANDING (the "Agreement") is made as of the 6th day of December, 2013 between and among **BROOKFIELD AUTUMN HILL, L.L.C.**, a Virginia limited liability company ("Brookfield"), **BROOKFIELD WASHINGTON, L.L.C.**, a Delaware limited liability company ("Brookfield Washington"), **THE TOWN OF PURCELLVILLE, VIRGINIA**, a Virginia municipal corporation (the "Town"), and **THE TOWN COUNCIL OF THE TOWN OF PURCELLVILLE, VIRGINIA**, a body politic and corporate (the "Town Council") (individually, a "Party" and collectively, "the Parties").

RECITALS

WHEREAS, Brookfield owns approximately 70.8+/- acres of land identified in the Loudoun County Assessment Records as PIN 487-36-5498 and Brookfield Washington owns approximately 3.9+/- acres of land identified in the Loudoun County Assessment Records as PIN 487-47-4375, together both parcels are more fully described in **Exhibit A** to this Agreement (together, the "Tracts For Annexation"); and

WHEREAS, the Tracts For Annexation are located north of, and contiguous to, the Town's current corporate limits; and

WHEREAS, Brookfield now intends to subdivide and develop a portion of the Tracts For Annexation into a neighborhood of single family residential units substantially in conformance with an Amended Concept Development Plan for Mayfair prepared by Bowman Consulting Group, Ltd, dated December 6, 2013 ("Amended Concept Development Plan") and those Amended Proffers for Mayfair dated December 6, 2013 ("Amended Proffers"); and

WHEREAS, that portion of the Tracts For Annexation to be developed per the Amended Concept Development Plan and Amended Proffers will be known as "Mayfair" and is referred to herein as the "Mayfair Property;" and

WHEREAS, the remaining portion of PIN 487-36-5498 which does not include the Mayfair Property is planned for future limited industrial development and at times separately is referred to herein as the "Residue Property;" and

WHEREAS, the Brookfield Washington parcel (PIN 487-47-4375) of the Tracts For Annexation may be rezoned in the future and at times separately is referred to herein as the "Brookfield Washington Parcel;" and

WHEREAS, Brookfield and Brookfield Washington intend to waive any rights that relate or attach to the Mayfair Property by virtue of those proffers previously accepted by Loudoun County as Autumn Hill Proffers, ZMAP 1990-0019 ("County ZMAP 1990-0019")

in favor of development of the Mayfair Property in substantial conformance with the Amended Concept Development Plan and Amended Proffers; and

WHEREAS, Brookfield and Brookfield Washington have requested action by the Town Council and the Loudoun County Board of Supervisors to bring the Tracts For Annexation into the corporate limits of the Town by a boundary line adjustment; and

WHEREAS, as a condition of the Town Council considering action to bring the Tracts For Annexation into the Town's corporate limits, the Town Council has requested that residential development of the Mayfair Property be limited in scope; and

WHEREAS, Brookfield requests the Town to provide water and sewer services to the Mayfair Property if the Tracts For Annexation should be brought into the Town's corporate limits; and

WHEREAS, some or all of the Parties have entered into several additional related agreements in connection with the requested annexation and future development of the Mayfair Property; namely, a Water and Sewer Agreement, Guaranty, Declaration of Restrictive Covenants, and Escrow Agreement (collectively the "Related Agreements"), all as referred to herein; and

WHEREAS, the Parties wish to set forth the understandings and process by which the Tracts For Annexation will be developed and the Mayfair Property provided with public water and sewer service should the Tracts For Annexation be annexed into the Town's corporate limits.

NOW THEREFORE, in consideration of the covenants and promises contained herein, and other good and valuable consideration, the sufficiency of which hereby are acknowledged, the Parties agree as follows:

AGREEMENT

1. **Recitals**. The recitals set forth above are incorporated by reference as matters of contract and not mere recitals.
2. **Date of Annexation**. As used herein, "Date of Annexation" shall refer to the date on which the Tracts For Annexation legally are incorporated into the boundaries of the Town, such as (but not limited to) the date of a court order recognizing a boundary line adjustment agreement for the Tracts For Annexation.
3. **Residential Density Restriction**. In connection with the transaction set forth in this Agreement and the Related Agreements, Brookfield agrees to restrict and limit residential development on the Mayfair Property in the following manner:
 - a. Brookfield covenants and agrees that residential development on the Mayfair Property shall be limited to 257 single family detached dwelling units or townhouses, as those terms are defined in the Town Zoning

Ordinance, and that not more than 151 of these 257 units will be townhouses (the "Residential Density Restriction").

- b. The Parties agree that the Residential Density Restriction and the Related Agreements are fundamental components of the consideration given between and among the Parties to the Related Agreements and as part of the conveyances of estates in the Mayfair Property from Brookfield to the Town for public infrastructure, roads, rights-of-way and easements as required by the Related Agreements, the Amended Proffers, and the Amended Concept Development Plan.
- c. The Parties intend and agree that the Residential Density Restriction is and will be a covenant running with the land and that it touches and concerns the land and that it is declared as part of an overall transaction that includes the dedication to the Town by Brookfield of public improvements, infrastructure, easements and rights-of-way on the Mayfair Property.
- d. The Residential Density Restriction shall be stated in a Declaration of Restrictive Covenants from Brookfield, as declarant, and for the benefit of the Town and future owners of lots created from the Mayfair Property, in the form of the Declaration of Restrictive Covenants attached as **Exhibit B** and incorporated herein, which Declaration shall be placed in escrow until such time as it may be recorded per the terms of the Escrow Agreement attached as **Exhibit C** and incorporated herein;
- e. The Residential Density Restriction shall be restated in the deeds and easements conveying or dedicating easements, rights-of-way and infrastructure from Brookfield to the Town in connection with the development of the Mayfair Property and shall be included on the face of the subdivision plat(s) submitted by Brookfield to the Town for the Mayfair Property.

4. **Town Zoning Upon An Annexation.** If annexed, the Parties agree that the Town Zoning Ordinance provides that property mapped as PDH6 in the County, such as the Mayfair Property, will enter the Town under the Town's PDH8 zoning classification and that property mapped JLMA3 in the County, such as the Residue Property and Brookfield Washington Parcel, will enter the Town under the Transition X zoning classification. The parties further agree that, upon an annexation, the Tracts for Annexation must be developed in accordance with all Town ordinances and regulations for the zoning classification which attaches per the Town's Zoning Ordinance.

5. **Development of Mayfair.** The Amended Concept Development Plan is **Exhibit D** to this Agreement and incorporated herein and the Amended Proffers are **Exhibit E** to this Agreement and incorporated herein. If the Tracts For Annexation are annexed into the Town's corporate limits, Brookfield agrees that residential development on the Mayfair Property will substantially conform to the Amended Concept Development Plan and Amended Proffers as well

as all requirements of the Town's ordinances and Facilities Standards Manual. Brookfield acknowledges that development of the Mayfair Property may require additional review and approvals from State and Town agencies and approving authorities, such as the Planning Commission, Board for Architectural Review, Town staff, Virginia Department of Transportation, etc., per the procedures set forth in the Town's ordinances. It is intent of the Parties to support the development of the community that is depicted by the Amended Concept Development Plan, Amended Proffers and Related Agreements, so that it can and will replace and supersede development of a community as shown on County ZMAP 1990-0019.

6. **Water and Sewer Service.**

- a. Upon an annexation of the Tracts For Annexation, the Parties agree that water and sewer service to the Mayfair Property shall be provided consistent with the terms of the Water and Sewer Agreement attached as **Exhibit F** and incorporated herein.
- b. Brookfield shall provide the Town with copies of all water studies for the Tracts For Annexation undertaken by or on its behalf within the past five (5) years. Such studies shall be provided to the Town at or before submission of the first site plan to the Town for the Mayfair Property.
- c. Brookfield and Brookfield Washington agree and acknowledge that the Water and Sewer Agreement attached as Exhibit F addresses only water and sewer service for the Mayfair Property and that future agreements will need to be made with the Town for public water and sewer service to the Brookfield Washington Parcel and Residue Property.

7. **Waiver of Prior Proffers and Vested Rights.** Upon annexation of Tracts For Annexation and if the Amended Concept Development Plan and Amended Proffers are approved by Town Council, Brookfield waives, relinquishes and surrenders any rights, vested or otherwise, for the Mayfair Property that do or could arise from County ZMAP 1990-0019 or under any provision of the Code of Virginia (1950), as amended.

8. **Rezoning Application for Residue Property.** If the Tracts For Annexation are annexed into the Town's corporate limits, Brookfield agrees to initiate a rezoning of the Residue Property from its existing zoning to the Limited Industrial zoning classification of the current Town Zoning Ordinance (the "LI Rezoning") within one-hundred and twenty (120) days after the Date of Annexation. Brookfield shall submit a concept development plan and zoning proffers with the LI Rezoning application. Brookfield will thereafter diligently cooperate in the process of public review of the LI Rezoning application, providing any supplemental information reasonably required, through the process established in the Code of Virginia and the Town Zoning Ordinance for conditional rezoning applications. The Town Council, as the governing body, will make a final decision on the LI Rezoning application in accordance with the criteria set forth in the Code of Virginia and the Town Zoning Ordinance.

9. **Rezoning Application for Brookfield Washington Parcel.** If the Tracts For Annexation are annexed into the Town's corporate limits, Brookfield Washington agrees to

initiate a rezoning of the Brookfield Washington Parcel from its existing zoning to the PDH8 zoning classification of the current Town Zoning Ordinance (the "PDH Rezoning") within one-hundred and twenty (120) days after the Date of Annexation. Brookfield Washington shall submit a concept development plan and zoning proffers with the PDH Rezoning application. Brookfield Washington will thereafter diligently cooperate in the process of public review of the PDH Rezoning application, providing any supplemental information reasonably required, through the process established in the Code of Virginia and the Town Zoning Ordinance for conditional rezoning applications. The Town Council, as the governing body, will make a final decision on the PDH Rezoning application in accordance with the criteria set forth in the Code of Virginia and the Town Zoning Ordinance.

10. **Extension of Time Limits.** Time is of the essence of this Agreement. No time period stated herein may be extended except upon the mutual written agreement of the Parties.

11. **Cross-Default.** The Parties agree, ratify, and confirm that a default by a Party under any provision of one of the Related Agreements also shall be a default under each of the other Related Agreements.

12. **Binding Agreement.** The Parties have acknowledged that annexations and approvals of concept development plans, proffers and rezonings are discretionary legislative acts and the Town Council cannot legally bind itself in the exercise of its legislative discretion. With respect to all other terms and conditions of this Agreement, the Parties are legally bound and those terms and conditions may be specifically enforced.

13. **Waiver of Challenge.** The Parties, their successors and assigns, agree that no party to the Related Agreements and no individual or entity affiliated with or with an interest in a party to the Related Agreements, or employed by a party to the Related Agreements, shall challenge or file litigation asserting that any of the Related Agreements, the Amended Proffers or the Amended Concept Development Plan, or any part thereof, is *ultra vires* or non-binding.

14. **Successors and Assigns.** This Agreement shall inure to the benefit of and be binding upon each party and their successors and assigns.

15. **Descriptive Headings.** The descriptive headings of this Agreement are inserted for convenience only and shall not be deemed to affect the meaning or construction of any of the provisions hereof.

16. **Construction of Agreement.** This Agreement resulted from negotiations between the Parties. All Parties drafted this Agreement, and no one Party shall be deemed to be the drafter of this Agreement. In the event that any ambiguity exists in this Agreement, such ambiguity will not be construed against any Party.

17. **Integration.** The Related Agreements constitute the sole, complete and entire agreement of understanding by or among the Parties hereto concerning the subject matter hereof.

18. **Amendments.** This Agreement shall not be modified or amended except by a writing signed by all Parties.

19. **No Waiver.** Any waiver by a Party of any breach of this Agreement by another Party shall not operate as or be construed to be a waiver by that Party of any subsequent breach by the other Party.

20. **Authority.** Brookfield hereby warrants and represents that the execution and delivery of this Agreement has been duly authorized by all necessary action of its management and members and upon execution by the officer named on the signature page hereto shall be binding upon such entity and enforceable against such entity in accordance with its terms.

21. **Multiple Counterparts.** This Agreement shall be completed and accepted upon the signature of all Parties and may be executed simultaneously in four or more counterparts, each of which shall be deemed an original and each of which, compiled together, shall constitute one instrument such that each party can retain one fully executed original Agreement.

22. **Recordation.** The Parties agree that this Agreement promptly shall be recorded among the land records of the Clerk's Office for the Circuit Court of Loudoun County, Virginia.

IN WITNESS WHEREOF, the Parties have executed this Agreement by and through their authorized representatives, as follows:

Signatures follow on next four pages.

Remainder of this page intentionally left blank.

THE TOWN COUNCIL OF THE TOWN OF
PURCELLVILLE, VIRGINIA

By: [Signature] [SEAL]
Name: Robert W. Lazaro Jr.
Title: Mayor

Approved As To Form:

[Signature]
Town Attorney

Approved As To Terms:

[Signature]
Name: Sally Hankins
Title: Town Attorney

By: [Signature]
Name:
Title:

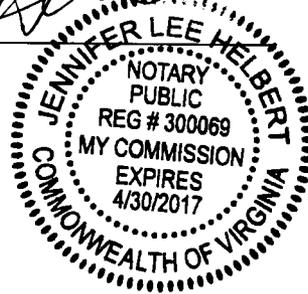
COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Loudoun

The foregoing instrument was acknowledged before me this 10th day of December, 2013, Robert Lazaro, the Mayor of the Town of Purcellville, Virginia, on behalf of the Town Council.

[Signature]
Notary Public

My commission expires: 4/30/17



THE TOWN OF PURCELLVILLE, VIRGINIA

By: Robert W. Lohr, Jr. [SEAL]
Name: ROBERT W. LOHR, Jr.
Title: Town Manager

Approved As To Form:

Sally Hankins
Town Attorney

Approved As To Terms:

Sally Hankins
Name: Sally Hankins
Title: Town Attorney

By: [Signature]
Name:
Title:

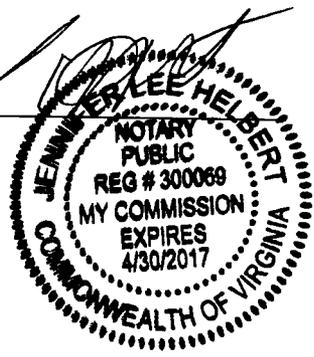
COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Loudoun

The foregoing instrument was acknowledged before me this 10th day of December, 2013, by Robert Lohr, the Town Manager of The Town of Purcellville, Virginia, on behalf of the Town.

[Signature]
Notary Public

My commission expires: 4/30/17



BROOKFIELD AUTUMN HILL, L.L.C
a Virginia limited liability company

By: [Signature] [SEAL]
Name: ROBERT C HUBBELL
Title: MANAGER

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Fairfax

The foregoing instrument was acknowledged before me this 9 day of December, 2013, by Robert C. Hubbell, the Manager of Brookfield Autumn Hill, L.L.C., a Virginia limited liability corporation, on behalf of the company.

[Signature]
Notary Public

My commission expires: Sept. 30, 2015



BROOKFIELD WASHINGTON, L.L.C
a Delaware limited liability company

By: [Signature] [SEAL]
Name: ROBERT C HUBBELL
Title: PRESIDENT

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Fairfax

The foregoing instrument was acknowledged before me this 9 day of December, 2013, by Robert C. Hubbell, the President of Brookfield Washington, L.L.C., a Delaware limited liability corporation, on behalf of the company.

[Signature]
Notary Public

My commission expires: Sept. 30, 2015



Final Original: June 10, 1991

Amended: December 6, 2013

**Mayfair Proffer Statement Amendment
To ZMAP 1990-0019**

Prepared for: Brookfield Autumn Hill, L.L.C.

Owner/Applicant: Brookfield Autumn Hill, L.L.C. ("Owner")

Project Name: Mayfair (formerly known as Autumn Hill)

Concept Development Plan: "Mayfair Amended Concept Development Plan" prepared by Bowman Consulting and dated December 6, 2013, (the "CDP")

Property: A 52 +/- portion of Loudoun County PIN 487-36-5498 depicted for development as the Mayfair community per the CDP (the "Property")

Date: December 6, 2013

The Owner, on behalf of itself, its successors in interest and assigns, hereby voluntarily proffers and agrees that the development of the Property upon annexation and incorporation into the corporate limits and jurisdiction of the Town of Purcellville, Virginia (the "Town"), will be in substantial conformance with the CDP and the following proffered conditions (together, the "Proffers"), pursuant to Sections 15.2-2302 and 15.2-2303(A) of the 1950 Code of Virginia, as amended, and Article 4, Section 12 and Article 10, Section 6 of the Zoning Ordinance of the Town. These Proffers are voluntarily tendered by the Owner as an amendment of and variation to those proffers for the Property previously accepted by Loudoun County as Autumn Hill Proffers, ZMAP 1990-0019, dated June 10, 1991, revised June 18, 1991 (the "ZMAP 1990-0019") and any prior proffers (including ZMAP 1990-0019) are hereby void and of no effect and are superseded in full by these Proffers.

The Proffers will be effective only upon the Town of Purcellville's annexation of the Property into the Town's corporate limits and jurisdiction. In the event annexation of the Property is denied or otherwise does not occur, these Proffers shall immediately be null and void and of no further force or effect.

1. General Development Requirements

(a) Upon annexation, the Property shall be developed in accordance with all requirements for PD-H8 development and in substantial conformance with the CDP, which is attached hereto and made a part hereof as **Exhibit A**. Variations from the CDP shall be permitted only as reasonably necessary to accommodate final engineering.

(b) Owner agrees to restrict the development of residential units on the Property to no more than 257 single family detached dwelling units and townhouse units, of which no more than 151 will be townhouse units.

(c) To the greatest extent possible, Owner shall provide for free and clear fire protection and emergency response access to each townhouse row at the front of the building.

2. Open Space and Recreation Requirements

(a) Owner shall provide passive recreation areas on the Property in the area of the storm water management pond, including, but not limited to, the storm water management pond as well as open, well drained green space surrounding the pond. The passive recreation areas will be installed on or before delivery of the 175th zoning permit. All passive recreation areas and the storm water management facility shall be owned and maintained by the homeowners association for Mayfair (the "Mayfair HOA").

(b) Owner shall provide open space in substantial conformance with the CDP. The exact configuration of open space shall be determined at final engineering based on the final layout and shall meet or exceed all open space requirements of the Town Zoning Ordinance. All open space shall be owned and maintained by the Mayfair HOA.

(c) Owner shall provide a complete pedestrian trail system as depicted on the CDP. The trails shall be constructed as not less than six-foot wide asphalt paths within an eight-foot public access easement. The pedestrian trail system will be installed on or before delivery of the 175th zoning permit. The pedestrian trail system shall be owned and maintained by the Mayfair HOA.

(d) Owner shall provide developed recreational facilities ("Active Recreation") on the Property. The Active Recreation shall include at least one asphalt multi-court, a pavilion, and one tot lot. Said Active Recreation areas shall be installed on or before the delivery of the 175th zoning permit. Per the Town's ordinance, the expenditure by Owner for Active Recreation areas shall not be less than \$300.00 per unit (\$77,100.00 total). Should the total expenditure of the Active Recreation as shown on the CDP be less than \$300.00 per unit, Owner will contribute the amount of the shortfall to the Town as a cash contribution, with the payment of any shortfall to be made by Owner on a per unit basis with each payment made after the completion of the final inspection for each unit but prior to issuance of a certificate of occupancy for each unit per the timing mechanism set forth in Virginia Code §15.2-2303.1:1. The Active Recreation shall be installed on or before the delivery of the 175th zoning permit.

(e) Owner shall submit a storm water management plan for the overall site and incorporate water quality measures into the Property's storm water management facilities to improve the quality of storm water runoff from the site. Owner shall construct one or more wet or enhanced extended detention and best management practices pond(s) based on Town and State criteria. The exact type of the facility will be determined at final engineering based on the final layout. The storm water management facility and the pond will be owned by the Mayfair HOA and maintained by the Mayfair HOA as further described herein.

(f) Owner shall notify prospective homeowners of the existence of the storm water management facility and its incorporation into the final build out of Mayfair as a passive recreation area. This shall be accomplished by providing graphic identification in advertising and on site promotional materials. Also, identification of the pond and responsibility for maintenance shall be included in the Mayfair HOA documents. Owner shall address these issues and put forth its best efforts to draft specific, requisite language and will submit draft language for review and approval by the Town prior to record subdivision plat approval.

3. Public Improvements and Contributions

(a) Owner shall construct the Northern Collector Road from the eastern border of the Property through to the adjoining property currently owned by the Loudoun County Board of Supervisors and identified as PIN 522-29-5928. The aforesaid Northern Collector Road shall be constructed as a two-lane, 24' wide undivided roadway within a 70' public right of way. Owner shall construct a temporary cul-de-sac or hammerhead design turn around at the west end of this road or such other road termination which will conform with Virginia Department of Engineering ("VDOT") and Town standards, whichever is applicable. The aforesaid Northern

Collector Road shall be completed by Owner prior to the Town's issuance of a zoning permit for a single-family detached unit(s) which fronts on Public Road "D" as depicted on the CDP.

(b) In addition to the transportation improvements on the Property noted herein and shown on the CDP, Owner also shall contribute \$750,055.97 in cash and/or design and construction of transportation improvements that directly service the Property as follows:

(i) Owner shall design and construct improvements to upgrade, to the maximum width possible in the available right of way, the section of Route 611 north from existing East Nichols Lane to the entrance of the Mayfair development (thus terminating at the intersection of Route 611 and the eastern terminus of the Northern Collector Road through Mayfair). This improvement has an estimated value of \$394,783.83. This improvement shall be completed prior to the Town's issuance of the first zoning permit. Some, but not all of these improvements are depicted on the CDP.

(ii) Regardless of the costs of the improvements described in (i) above, Owner shall contribute \$177,636.07 to the Town to be used solely for transportation improvements within the Town. This contribution will be made prior to delivery of the 50th zoning permit.

(iii) Regardless of the cost of the improvements described in (i) above, Owner shall contribute \$177,636.07 to the Town to be used solely for transportation improvements within the Town. This contribution will be made prior to delivery of the 75th zoning permit.

(c) Owner shall make an additional contribution to the Town of \$531,733 to be used at the Town's sole discretion for capital, transportation or other improvements by the Town. Of this amount, \$26,471 will be distributed equally to the fire and rescue companies serving the Property. The contribution shall be paid as follows and at the following times:

	Total To Be Paid	Portion of Total To Be Paid To Fire and Rescue
Prior to issuance of the 1 st zoning permit	\$0.00	\$0.00
Prior to issuance of the 113 th zoning permit	\$231,728.00	\$11,536.00
Prior to issuance of the 225 th zoning permit	\$231,728.00	\$11,536.00
Prior to build-out of the Project	\$68,277.00	\$3,399.00

(d) The value of all proffers and contributions herein shall be increased annually using the Consumer Price Index for all urban consumers, as published by the Bureau of Labor Statistics, U.S. Department of Labor, for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area ("CPI"), beginning January 1, 2015.

(e) Owner shall dedicate all public roads on the Property to the Town and construct all public roads to VDOT standards.

(f) Owner shall construct the private streets serving the development, as depicted on the CDP, to the applicable standards for private streets in the Town. Owner shall provide capital reserves of not less than \$250.00 per townhouse unit to the Mayfair HOA to be held in a capital reserve fund dedicated to use only for the maintenance of private roads on the Property.

4. Alternatives to Construction

(a) In the event that one or more of the individual road improvements proffered or shown on the CDP is substantially completed by others prior to bonding for such construction by Owner or is determined by VDOT to be an unnecessary improvement, Owner shall make a cash contribution to the Town equal to or greater than the cost of the improvement in lieu of which cash is being contributed. The cash equivalent would be provided at the time stated in the specific proffer.

(b) As an alternative to a cash equivalent contribution of 4(a), the Town and Owner may agree that, in lieu of making such contribution, Owner shall construct an alternative, equivalent-cost road improvement(s) which is not otherwise required by Owner under the terms of these Proffers, but would directly or indirectly serve the Mayfair development and be utilized within the Town corporate limits.

(c) The intent of Owner is to construct the improvements outlined herein given the opportunity to do so and consistent with the applicable bonding policy for improvements within the Town.

(d) All public road improvements are subject to VDOT approval. In the event Owner is not able to obtain VDOT approval of a transportation improvement, a cash equivalent shall be provided to the Town to be used for other road improvements which directly or indirectly serve the Mayfair development. The cash equivalent would be provided at the time stated in the specific proffer.

5. Water & Sewer

(a) Owner shall utilize Town water and sewer service for the 257 residential units on the Property on the terms and conditions set forth in the Water and Sewer Agreement between Owner and the Town ("Water and Sewer Agreement"). All extensions of existing water and sanitary sewer lines necessary to serve the Property shall be provided by Owner, at no cost to the Town, in conformance with Town ordinances and requirements and the Water and Sewer Agreement. Owner shall acquire any offsite easements, if needed, to extend public water and/or sanitary sewer lines to the Property and shall dedicate them to the Town at no cost to the Town.

(b) Regardless of the number of residential units constructed in each year, and subject to the terms of the Water and Sewer Agreement, Owner shall pay for the water availability fee,

sewer availability fee and meter fee (together "Availability and Metering Fees") for a minimum number of dwelling units each year. Availability and Metering Fees shall be paid at the rate in effect on September 1, 2013. Minimum Availability and Metering Fee purchases for each year shall be as follows, with "Year 1" calculated to begin on the date of annexation of the Property and include the next 364 days thereafter, and each successive year calculated as a successive 365 day period consistent with the establishment of Year 1:

Year 1:	25 Availability and Metering Fees
Year 2:	25 Availability and Metering Fees
Year 3:	50 Availability and Metering Fees
Year 4:	50 Availability and Metering Fees
Year 5:	50 Availability and Metering Fees
Year 6:	57 Availability and Metering Fees*

*Subject to the terms and conditions of the Water and Sewer Agreement.

6. Homeowners' Association

(a) Owner shall establish the Mayfair HOA and encumber the Property with a declaration of conditions, covenants, restrictions and easements for the purpose of (i) protecting the value and desirability of the Property; (ii) facilitating the planning and development of the development in a unified and consistent manner; and (iii) providing for the installation, maintenance, and repair for all landscaping, on-site amenities, open space, and other common areas. The declaration shall limit the density on the Property to no more than 257 residential units. The declaration shall be recorded simultaneously with the first subdivision record plat and shall attach to the Property and run with the land.

(b) Owner shall prepare the necessary documentation to form the Mayfair HOA and shall establish the Mayfair HOA prior to approval of the first zoning permit for a dwelling unit on the Property. The Mayfair HOA documents will be submitted to the Town for review and approval. The Mayfair HOA shall eventually be managed by the homeowners.

(c) The Mayfair HOA shall own and maintain all private roads, recreation facilities, open space areas, storm drainage, storm water management pond, pedestrian trails, etc.

7. Buffers and Plantings

(a) Buffers shall be installed with or before the construction of residential units adjoining the applicable buffer line.

(b) Owner agrees to construct landscaping as depicted on the CDP and, where possible, to save existing vegetation and incorporate it into the buffers and planting schemes. Owner shall design buffers in a flexible manner so as to accommodate the desire to save existing vegetation and will see that the buffers are installed in a manner to provide the maximum screening

between the residential units and, in some cases, differing ones. Existing vegetation that is of lower quality or has no screening benefit may be removed and replaced with plantings as indicated on the CDP. The addition of architectural berms to further enhance the screening benefit of the buffer areas may be utilized based upon final engineering.

(c) As part of the private street and townhouse community portion of the Property, plantings shall be installed so as to be in substantial conformity with the CDP. At a minimum, Owner will plant one large deciduous tree for each end unit in the townhouse community and one small deciduous tree for each interior unit in the townhouse community. All tree plantings for the townhouse community will either be in the front yard or rear yard of the townhouse units. If space does not permit planting on a particular townhouse lot, Owner shall plant the trees in the common space areas near the townhouse community.

8. Residue Property Rezoning

(a) Owner shall submit an application for rezoning to a Light Industrial Zoning classification of that portion of PIN 487-36-5498 not covered by these Proffers and currently zoned Transition X. This application for rezoning shall be submitted within 120 days after annexation of that property by the Town.

9. Miscellaneous

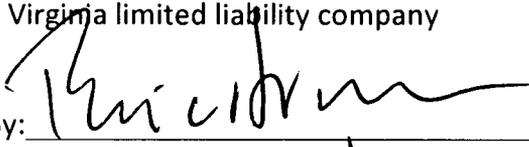
(a) These Proffers shall run with the Property and be binding on the heirs, successors, and assigns of Owner.

(b) The undersigned hereby warrants that all of the owners of a legal interest of the subject Property have signed this proffer statement, that it has full authority to bind the Property to these conditions, and that these proffers are entered into voluntarily.

(c) Brookfield hereby proffers that the development of the Property of this application shall be in substantial accordance with the conditions set forth in this submission.

(d) Brookfield Washington, L.L.C. executes these Proffers for the limited purpose of acknowledging their consent to the placement of a modified buffer on PIN 487-47-4375 as depicted on the CDP.

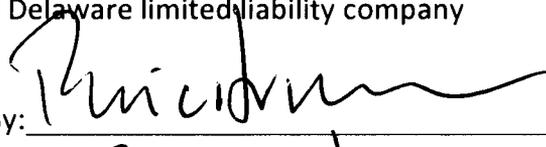
BROOKFIELD AUTUMN HILL, L.L.C
a Virginia limited liability company

By: 

Name: ROBERT C HUBBEL

Title: MANAGER

BROOKFIELD WASHINGTON, L.L.C
a Delaware limited liability company

By: 

Name: ROBERT C HUBBEL

Title: PRESIDENT

MAYFAIR

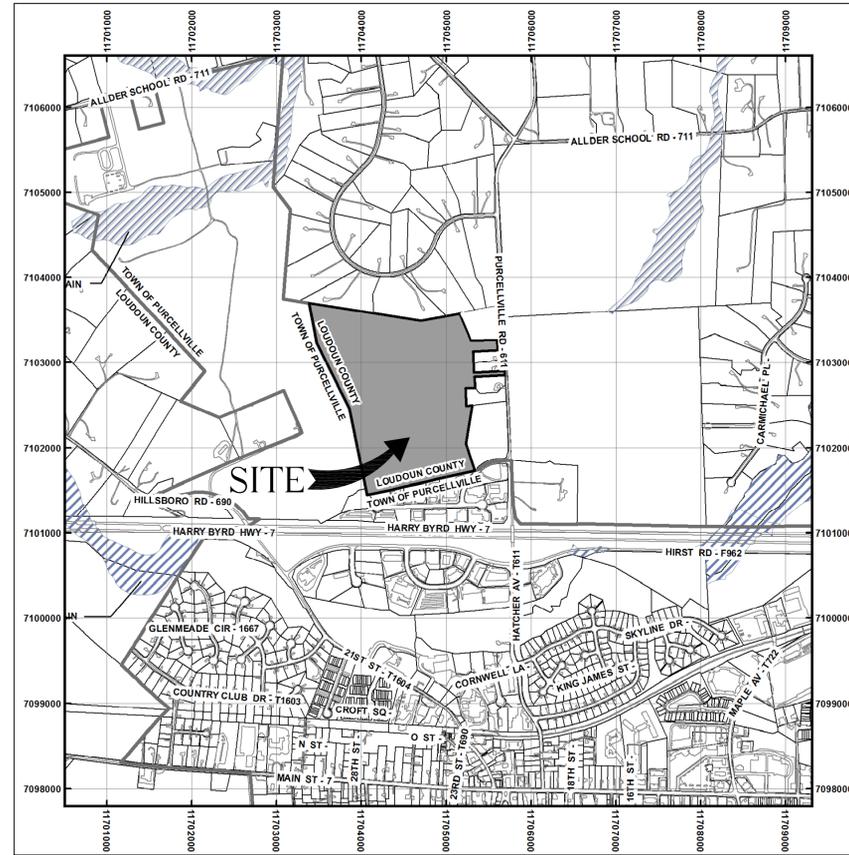
CONCEPT DEVELOPMENT PLAN

(SEE GENERAL NOTE 1)

TOWN OF PURCELLVILLE, VIRGINIA

GENERAL NOTES:

1. THE AMENDED CONCEPT DEVELOPMENT PLAN IS INTENDED WITH THE ACCEPTANCE OF THE MAYFAIR PROFFER STATEMENT AMENDMENT DATED DECEMBER 6, 2013 TO AMEND AND REPLACE THE CONCEPT DEVELOPMENT PLAN PREPARED BY GREENHORNE & O'MARA DATED SEPTEMBER, 1990 AND THE PRELIMINARY SITE ILLUSTRATIVE PLAN PREPARED BY MICHAEL L. OXMAN & ASSOCIATES, ARCHITECTS, DATED SEPTEMBER 4, 1990 AND REVISED THROUGH 28 MAY, 1991.
2. THE SUBJECT PROPERTY IS IDENTIFIED IN LOUDOUN COUNTY ASSESSMENT RECORDS AS MCP#487-36-5498 (LCTM/35//1147) AND IS CURRENTLY MAPPED PDH6 AND JLM3 AS ADMINISTERED UNDER THE REVISED 1993 LOUDOUN COUNTY ZONING ORDINANCE. UPON ANNEXATION BY THE TOWN OF PURCELLVILLE, THE PDH6 PORTION OF THE SUBJECT PROPERTY WILL BE ZONED PDH8 AND THE JLM3 PORTION WILL BE ZONED X (TRANSITIONAL), AS ADMINISTERED BY THE TOWN OF PURCELLVILLE ZONING ORDINANCE.
3. BOUNDARY INFORMATION SHOWN FOR THE SITE WAS OBTAINED FROM A BOUNDARY SURVEY PERFORMED BY BOWMAN CONSULTING GROUP, DATED 04/30/2009. THE TOTAL AREA OF THE SITE IS 70.83 AC.
4. THIS CONCEPT PLAN ILLUSTRATES THE PLANNED DEVELOPMENT OF 257 DWELLING UNITS CONSISTING OF A MIX OF SINGLE FAMILY DETACHED AND SINGLE FAMILY ATTACHED DWELLING UNITS.
5. THE PROPOSED DEVELOPMENT WILL BE PROVIDED WITH TOWN OF PURCELLVILLE WATER AND SEWER SERVICE THROUGH THE EXTENSION OF EXISTING LINES.
6. TOPOGRAPHIC INFORMATION SHOWN HEREON WAS PROVIDED BY MCKENZIE SNYDER FROM AERIAL PHOTOGRAPHY DATED FEBRUARY 21, 2009. CONTOUR INTERVAL IS 2 FEET. VERTICAL DATUM BASED ON NGVD 1929(88). HORIZONTAL DATUM BASED ON NAD 27(83).
7. SOILS INFORMATION SHOWN IS FROM LOUDOUN COUNTY GIS DATA.
8. THERE IS NO MAJOR OR MINOR FLOODPLAIN LOCATED ON THE SITE PER LOUDOUN COUNTY GIS DATA.
9. THE SITE IS SUBJECT TO NO KNOWN FEDERAL OR STATE PERMITS THAT WILL LIMIT ITS DEVELOPMENT.
10. ALL CONSTRUCTION SHALL CONFORM TO APPLICABLE STATE AND LOCAL STANDARDS AND SPECIFICATIONS.
11. ALL REQUIRED STORMWATER MANAGEMENT WILL BE PROVIDED AT FINAL SITE DESIGN AND WILL COMPLY WITH ALL APPLICABLE STATE AND LOCAL STANDARDS AND REGULATIONS.
12. ALL SIGNAGE WILL COMPLY WITH APPLICABLE REQUIREMENTS OF THE ZONING ORDINANCE.
13. ALL SITE LIGHTING WILL COMPLY WITH THE LIGHT AND GLARE STANDARDS OF THE ZONING ORDINANCE.
14. LANDSCAPING AND BUFFERING SHALL MEET THE APPLICABLE REQUIREMENTS OF THE ZONING ORDINANCE.
15. A PHASE I CULTURAL RESOURCES SURVEY WAS PREPARED BY DUTTON & ASSOCIATES DATED NOVEMBER, 2012.
16. A JURISDICTIONAL DETERMINATION (2009-1093) WAS OBTAINED FROM THE U.S. ARMY CORPS OF ENGINEERS ON 06/15/2009. DELINEATED WETLANDS ARE SHOWN ON THE EXISTING CONDITIONS SHEET (SHEET 2). VDES PERMITS SHALL BE PROVIDED TO LOUDOUN COUNTY PRIOR TO DISTURBANCE (PER FSM 5.310.E).
17. THERE ARE NO KNOWN EXISTING FUEL STORAGE OR HAZARDOUS MATERIALS LOCATED WITHIN THE LIMITS OF THE APPLICATION.
18. THE PROPOSED USE SHALL CONFORM TO THE NOISE STANDARDS OF THE ZONING ORDINANCE.
19. THERE ARE NO KNOWN GRAVES OR BURIAL SITES THAT WILL BE IMPACTED BY THE PROPOSED DEVELOPMENT.
20. LAND DEVELOPMENT APPLICATIONS APPLICABLE TO THE SUBJECT PROPERTY PRECEDING THIS APPLICATION ARE AS FOLLOWS:
ZMAP 1990-0019 AUTUMN HILL APPROVED 06-18-1991
21. STORMWATER MANAGEMENT AND BEST MANAGEMENT PRACTICES FOR THIS SITE WILL BE PROVIDED BY EITHER A WET POND OR ENHANCED EXTENDED DETENTION FACILITY IN ACCORDANCE WITH THE VIRGINIA STORMWATER MANAGEMENT HANDBOOK. EXACT TYPE OF FACILITY WILL BE DETERMINED DURING FINAL ENGINEERING.
22. DWELLING UNIT HEIGHT SHALL BE IN ACCORDANCE WITH THE APPLICABLE STANDARDS OF THE TOWN OF PURCELLVILLE AT THE DATE OF APPROVAL OF THIS PLAN.



VICINITY MAP
1"=1000'



OWNER/APPLICANT

BROOKFIELD AUTUMN HILL LLC
8500 EXECUTIVE PARK AVE. SUITE 300
FAIRFAX, VA 22031-2228
(703) 270-1400

SIGNATURE

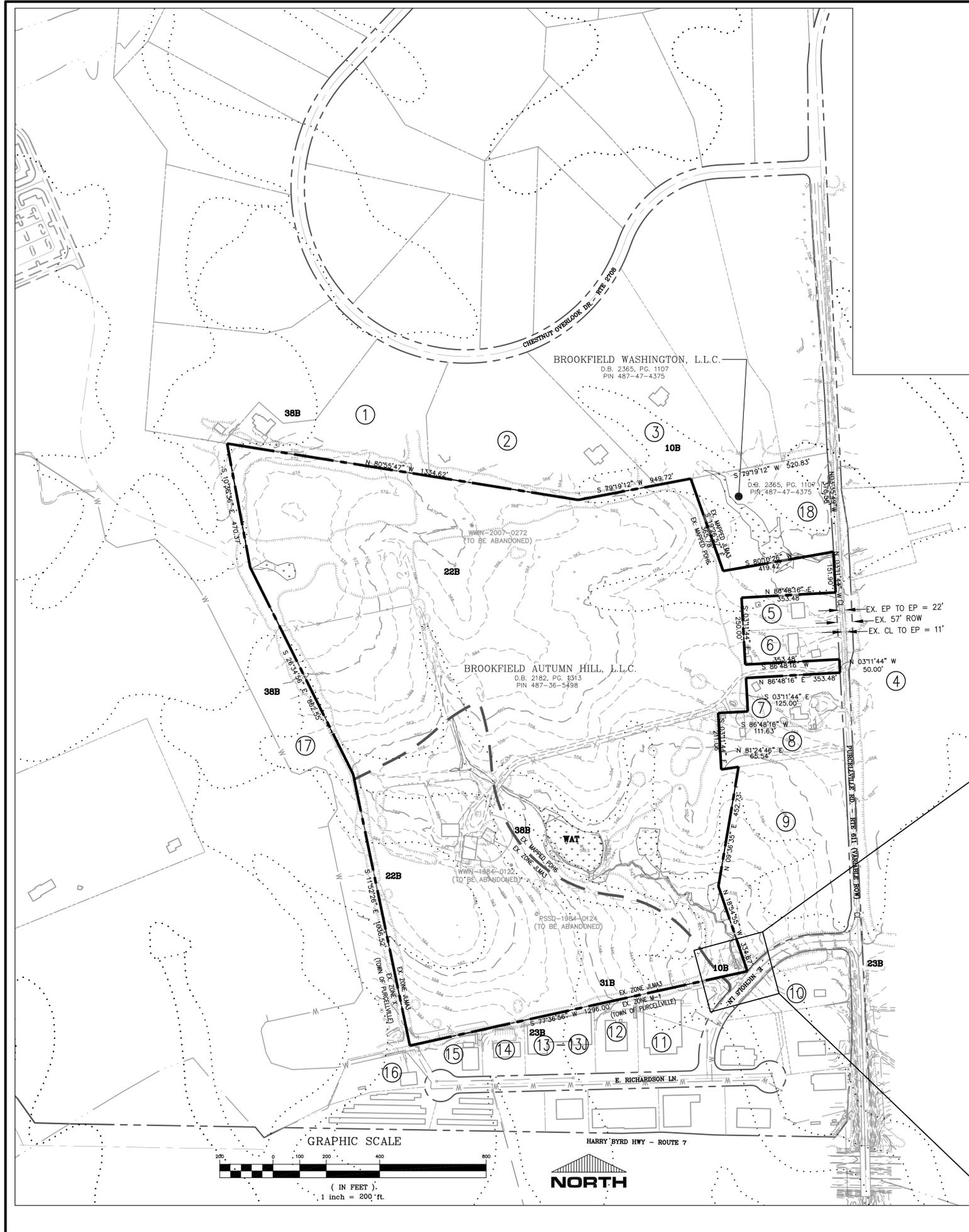
DATE

SHEET INDEX

- 1 COVER SHEET
- 2 EXISTING CONDITIONS
- 3 CONCEPT DEVELOPMENT PLAN
- 4 CIRCULATION PLAN
- 5 TYPICAL DETAILS
- 6 OPEN SPACE AND LANDSCAPE PLAN
- 7 LANDSCAPE CALCULATIONS AND SITE DATA

PLAN STATUS

DATE	DESCRIPTION
JAE DESIGN	JAE DRAWN
	CMM CHKD
SCALE: AS SHOWN	
JOB No.	5184-01-008
DATE	DEC. 6, 2013
FILE No.	5184-D-ZP-001



ADJACENT OWNER LIST

MAP ID	PIN	TAX MAP	CURRENT OWNER	ADDRESS	ACREAGE	ZONE	USE
1	486160412000	/35//47//112/	HIGHTOWER, JOHN D & LORRAINE M TEES	16767 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	5.98	JLMA3	SINGLE FAMILY
2	486163307000	/35//47//113/	BLACK, SCOTT M & LUCINDA	16799 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	6.90	JLMA3	SINGLE FAMILY
3	486169323000	/35//47//115/	FARROW, DONALD & MARY GALLAGHER	16809 CHESTNUT OVERLOOK DR, PURCELLVILLE, VA 20132	6.72	JLMA3	SINGLE FAMILY
4	487388931000	/35//111//118/	WARNER, CECIL & T LATORRE TEES ETAL	17100 PURCELLVILLE RD, PURCELLVILLE, VA 20132	118.81	JLMA2	AGRICULTURAL (FARM)
5	487474936000	/35//111//114/	LIVESAY, GREGORY F & SALLY O C	16921 PURCELLVILLE RD, PURCELLVILLE, VA 20132	1.03	JLMA2	SINGLE FAMILY
6	487475223000	/35//111//113/	NORTON, HUGH RAYMOND	16937 PURCELLVILLE RD, PURCELLVILLE, VA 20132	1.03	JLMA2	SINGLE FAMILY
7	487475203000	/35//111//112/	BAKER, WILLIAM C JR & JENNIFER N	PO BOX 2578, PURCELLVILLE, VA 20134	1.43	JLMA2	SINGLE FAMILY
8	487373884000	/35//111//111/	BAKER, WILLIAM C JR & JENNIFER N	PO BOX 2578, PURCELLVILLE, VA 20134	1.63	JLMA2	SINGLE FAMILY
9	487375244000	/35//111//115/	COCKERILL, KELLY M & MARILYN JARVIS	19727 TELEGRAPH SPRINGS RD, PURCELLVILLE, VA 20132	7.15	JLMA3	SINGLE FAMILY
10	487275796000	/35//111//111/	DONOHUE, C LAVONNE & G COCHRAN TEES	PO BOX 798, VALLEY FORGE, PA 19482	1.70	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
11	487270472000	/35//111//115F	MAGNUM REAL ESTATE LP	150 MAIN ST, LANDISVILLE, PA 17538	2.00	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
12	487268676000	/35//111//114F	SCHULZE, PERRY L & DENISE E	40902 CAMELOT PL, LEESBURG, VA 20175	1.00	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13	487266475000		CONDOMINIUM COMMON ELEMENT		1.39	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13A	487266475001	/35//12CM//11N	MOORE, SUZANNE M.	714 IRVINE BANK LN, PURCELLVILLE VA 20132 3453	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13B	487266475002	/35//12CM//11B	HANSON, JOHN L JR & PATRICIA TEES	9440 LAKEBEND PRESERVE CT, BONITA SPRINGS, FL 34135 8198	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13C	487266475003	/35//12CM//11C	LIGHTING BOLT LLC	19431 HARMONY CHURCH RD, LEESBURG VA 20175 9046	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13D	487266475004	/35//12CM//11D	COOK, JIMMY L & LINDA F	12 E RICHARDSON LN UNIT D, PURCELLVILLE VA 20132 3500	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13E	487266475005	/35//12CM//11E	WALSH, GERALD L & NANCY S	PO BOX 877 PURCELLVILLE VA 20134 0877	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13F	487266475006	/35//12CM//11F	NESSERODTE PROPERTIES LLC	PO BOX 97 HAMILTON VA 20159 0097	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13G	487266475007	/35//12CM//11G	WALSH, GERALD L & NANCY S	PO BOX 877 PURCELLVILLE VA 20134 0877	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13H	487266475008	/35//12CM//11H	NASR, AHMED & SAMANTHA	604 KRISTIN CT SE, LEESBURG VA 20175 8979	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13I	487266475009	/35//12CM//11I	HANSON, JOHN L JR & PATRICIA TEES	10000 ORCHID RIDGE LN, BONITA SPRINGS, FL 34135 2039	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
13J	487266475010	/35//12CM//11J	HANSON, JOHN L JR & PATRICIA TEES	10000 ORCHID RIDGE LN, BONITA SPRINGS, FL 34135 2039	NA	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
14	487264571000	/35//111//111F	WALSHS VIP AUTO SERVICE LC	37216 E RICHARDSON LN, PURCELLVILLE, VA 20132	0.70	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
15	487262670000	/35//111//110F	STATEWIDE ENTERPRISES LLC	PO BOX 1038, STERLING, VA 20167	0.71	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
16	487259662000	/35//111//110F	MCKIM ENTERPRISES LLC	38979 HOUSEHOLDER RD, LOVETTSVILLE, VA 20180	1.42	M-1 (PURCELLVILLE)	COMMERCIAL/INDUSTRIAL
17	522295928000		LOUDOUN COUNTY BOARD OF SUPERVISORS	PO BOX 7000, LEESBURG, VA 20177-7000	224.05	X (PURCELLVILLE)	INSTITUTIONAL (SCHOOL)
18	487474375000	/35//111//117/	BROOKFIELD WASHINGTON LLC	8500 EXECUTIVE PARK AVENUE, FAIRFAX, VA 22031 2225	3.98	JLMA3	SINGLE FAMILY

SOILS DESCRIPTIONS

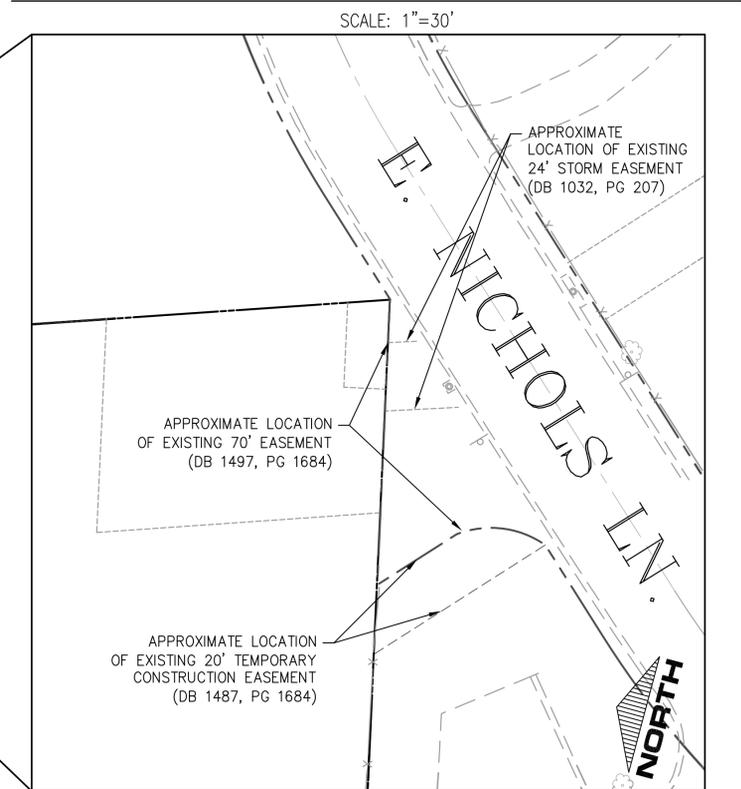
TYPE	NAME	GROUP	SLOPE	CLASS	HYDRIC SOILS
10B	MONGLE LOAM	D	0-7%	IV	NO
22B	PURCELLVILLE-SWAMPOODLE COMPLEX	B	2-7%	II	NO
23B	PURCELLVILLE SILT LOAM	B	2-7%	I	NO
31B	PHILOMONT AND TANKERVILLE	B	2-7%	I	NO
38B	SWAMPOODLE SILT LOAM	C	1-7%	IV WP	NO

- THE SUBJECT DEVELOPMENT SITE DOES CONTAIN CLASS IV SOIL, PER THE LATEST COUNTY SOILS MAP AND AS IDENTIFIED BY THE INTERPRETIVE GUIDE TO THE USE OF SOILS MAP, LOUDOUN COUNTY VIRGINIA.
- THERE ARE NO STEEP SLOPES LOCATED WITHIN THE LIMITS OF THIS APPLICATION, PER LOUDOUN COUNTY GIS STEEP SLOPES DATA.
- EXISTING ON-SITE STRUCTURES ARE TO BE DEMOLISHED.

GENERAL VEGETATION DESCRIPTION

THE EXISTING VEGETATION WITHIN THE LIMITS OF THIS APPLICATION CONSISTS OF MOSTLY OPEN FIELD WITH MATURE HEDGEROWS SCATTERED THROUGHOUT. SMALLER PODS OF IMMATURE TO MATURE HARDWOOD FOREST ARE LOCATED IN THE NORTHWEST CORNER OF THE SITE WHILE A LARGER HARDWOOD FOREST EXISTS ALONG THE SOUTHEASTERN PORTION OF THE SITE AND EXTENDS ALONG THE EASTERN EDGE OF THE PROPERTY TO THE NORTHERN MOST PROPERTY LINE.

EXISTING EASEMENTS ALONG E. NICHOLS LANE



LEGEND

- LIMITS OF APPLICATION
- ZONING BOUNDARY LINE
- EXISTING BUILDING
- - - 255 EXISTING TWO FOOT CONTOUR
- - - 260 EXISTING TEN FOOT CONTOUR
- EXISTING STREAM
- ADJACENT OWNER LOT BOUNDARY
- EXISTING FENCE
- EXISTING GAS LINE
- EXISTING OVERHEAD ELECTRIC LINE
- UGF EXISTING UNDERGROUND FIBEROPTIC
- EXISTING STORM PIPE
- EXISTING WOODS LINE
- 74B DENOTES SOIL TYPE
- ⊙ EX. DRAINFIELD
- DELINEATED WETLANDS
- EXISTING WATERLINE
- EXISTING SANITARY SEWER

Bowman

CONSULTING

Bowman Consulting Group, Ltd.
101 South Street, S. E.
Leesburg, Virginia 20175
Phone: (703) 443-2400
Fax: (703) 443-2465
www.bowmanconsulting.com

EXISTING CONDITIONS

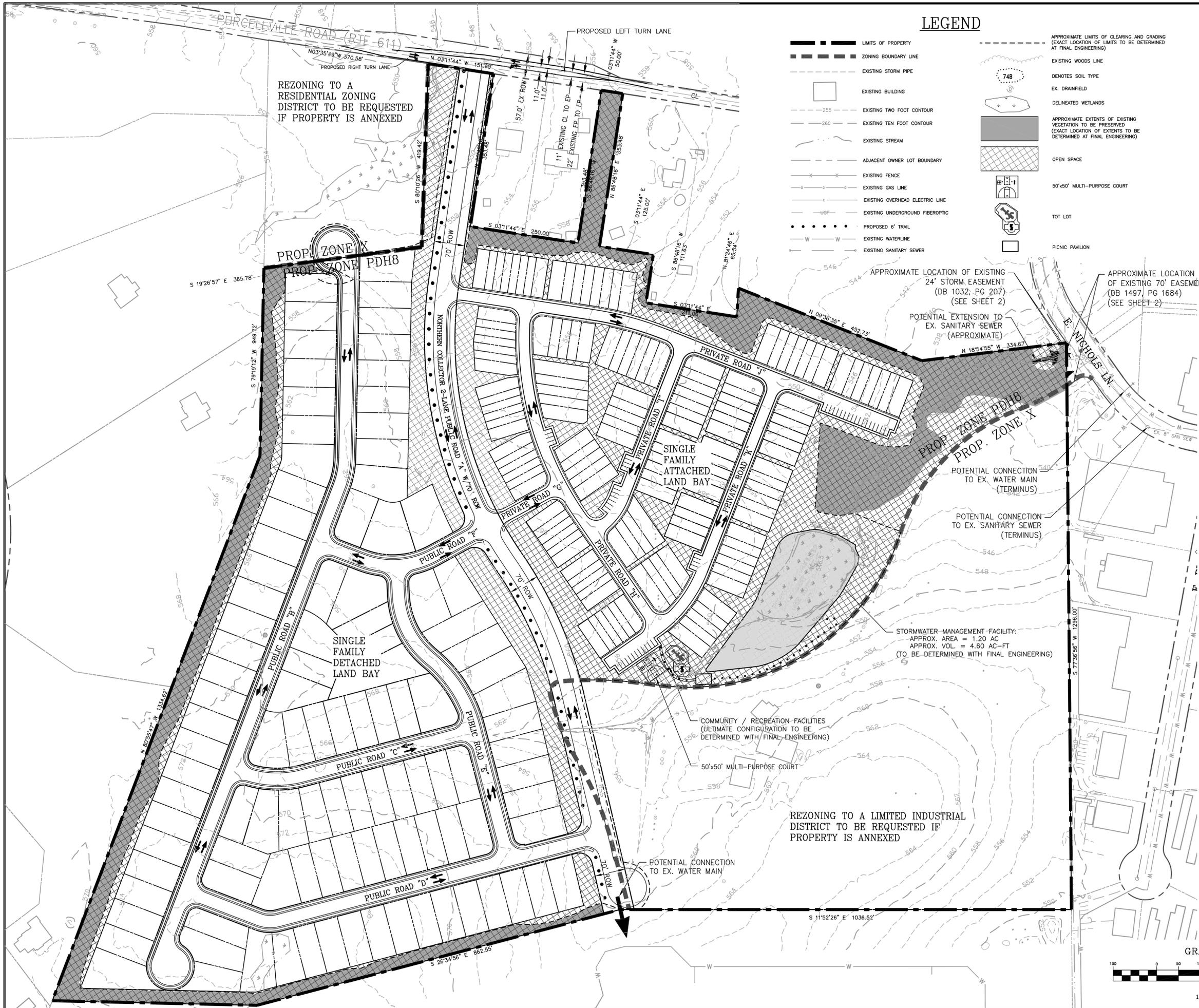
MAYFAIR

CONCEPT DEVELOPMENT PLAN

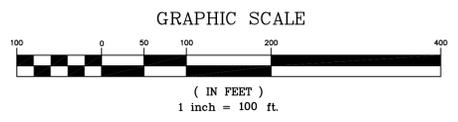
BLUE RIDGE ELECTION DISTRICT TOWN OF PURCELLVILLE, VIRGINIA

PLAN STATUS		
DATE	DESCRIPTION	
JAE DESIGN	JAE DRAWN	CMM CHKD
SCALE AS SHOWN		
JOB No. 5184-01-008		
DATE DEC. 6, 2013		
FILE No. 5184-D-ZP-001		
SHEET 2 OF 7		

Code file name: P:\5184 - Autumn Hill\5184-01-008 (P&I) - Autumn Hill - Special Exception for Utility Use\Planning\Concept Plan\Sheet 2-conditions.dwg



PLAN STATUS		
DATE	DESCRIPTION	
JAE DESIGN	JAE DRAWN	CMM CHKD
SCALE: H: 1"=100'		
JOB No. 5184-01-008		
DATE DEC. 6, 2013		
FILE No. 5184-D-ZP-001		
SHEET 3 OF 7		

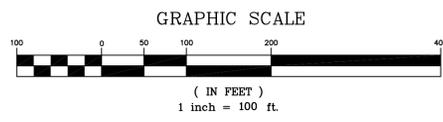


Code file name: P:\5184 - Autumn Hill - Special Exception for Utility Use\Planning\Concept Plan\Sheet3-CDP.dwg



NOTE:
HANDICAPPED RAMPS FOR SIDEWALKS AT INTERSECTIONS WILL BE PROVIDED IN ACCORDANCE WITH VDOT STANDARDS AND SPECIFICATIONS.

- LEGEND**
- LIMITS OF APPLICATION
 - - - ZONING BOUNDARY LINE
 - EXISTING BUILDING
 - - - 255 EXISTING TWO FOOT CONTOUR
 - - - 260 EXISTING TEN FOOT CONTOUR
 - ~ EXISTING STREAM
 - - - ADJACENT OWNER LOT BOUNDARY
 - - - EXISTING FENCE
 - - - EXISTING GAS LINE
 - - - EXISTING OVERHEAD ELECTRIC LINE
 - - - EXISTING UNDERGROUND FIBEROPTIC
 - - - EXISTING STORM PIPE
 - - - EXISTING WOODS LINE
 - 748 DENOTES SOIL TYPE
 - ↑↓ VEHICULAR TRAFFIC DIRECTION
 - ⊙ EX. DRAINFIELD
 - ⬭ DELINEATED WETLANDS
 - PROPOSED TRAIL
 - - - EXISTING WATERLINE
 - - - EXISTING SANITARY SEWER



PLAN STATUS		
DATE	DESCRIPTION	
JAE DESIGN	JAE DRAWN	CMM CHKD
SCALE: H: 1"=100'		
JOB No. 5184-01-008		
DATE DEC. 6, 2013		
FILE No. 5184-D-ZP-001		
SHEET 4 of 7		

Code file name: P:\5184 - Autumn Hill - Special Exception for Utility Use\Planning\Concept Plan\Sheets\3-COP.dwg

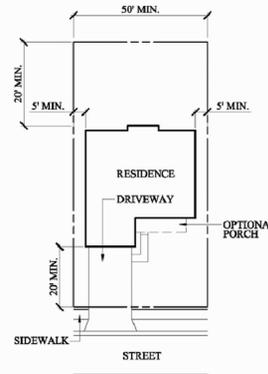
HOUSING TYPICALS

SFD Unit Typical

The following table specifies the minimum standards for the SFD Unit type.

Minimum lot area	5000 sq. ft.
Minimum Lot Width:	50 ft.
Minimum Lot Depth:	100 ft.
Maximum building height	45 ft.
Minimum setbacks:	
Front setback to house	20 ft.
Side	5 ft.
Both Side(s)	10 ft.
Corner lot (side)	10 ft.
Rear lot line to house	20 ft.
Rear lot line to garage (for detached garage)	5 ft.
Minimum setbacks for unroofed landings, porches, decks, steps, stoops, patios, chimneys, retaining walls four (4) feet or higher, as determined by the Building Code, and driveways constructed, all of which are greater than eight (8) inches above existing grade in any combination shall be:	
Front	15 ft.
Side	5 ft.
Corner lot (side)	10 ft.
Rear	8 ft.

Note: Rear yard privacy fencing and decking is intended to be placed in the rear yard area, and may not be forward of the rear plane of the house.
Minimum building setbacks exclude architectural features such as, but not limited to, windows, sills, cornices, eaves, gutters, masonry veneer, and bay windows, but excluding floor area supported by cantilevered construction. No setback shall apply to unroofed patios, walkways, sidewalks, arcways, and driveways constructed eight (8) inches or less above existing grade within five (5) feet of said feature of the contour of the land.



HOUSING TYPICALS

Townhouse Unit Typical

The following table specifies the minimum standards for the Townhouse Unit type.

Minimum lot area	1200 sq. ft.
Minimum Lot Width:	16 ft.
Minimum lot width shall be 26 ft. for end and corner lots	
Minimum Lot Depth:	80 ft.
Maximum building height	45 ft. (Max height at the peak of the roof)
Maximum Lot Coverage	60%
Minimum setbacks:	
Front setback to house	10 ft.
Side (end unit)	10 ft.
Rear lot line to house	18 ft.
Rear lot line to garage (for detached garage)	5 ft.

Every dwelling unit shall have a minimum gross floor area of 1000 square feet with a minimum of 500 square feet per floor, exclusive of attic and exclusive of basements which are more than 50 percent underground.
Building setback variations shall be at least 18 inches.
The 20 foot open space between TH buildings includes on lot green space.

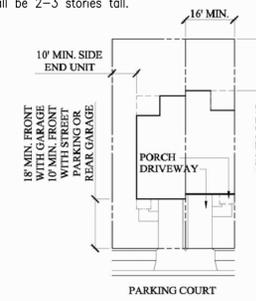
No more than 80 lots shall abut a parking lot or access court. Two access connections shall serve no more than 160 lots. All private streets shall be at least 24 feet in pavement width, exclusive of parking.

Minimum setbacks for unroofed landings, porches, decks, steps, stoops, patios, chimneys, retaining walls four (4) feet or higher, as determined by the Building Code, and driveways constructed, all of which are greater than eight (8) inches above existing grade in any combination shall be:

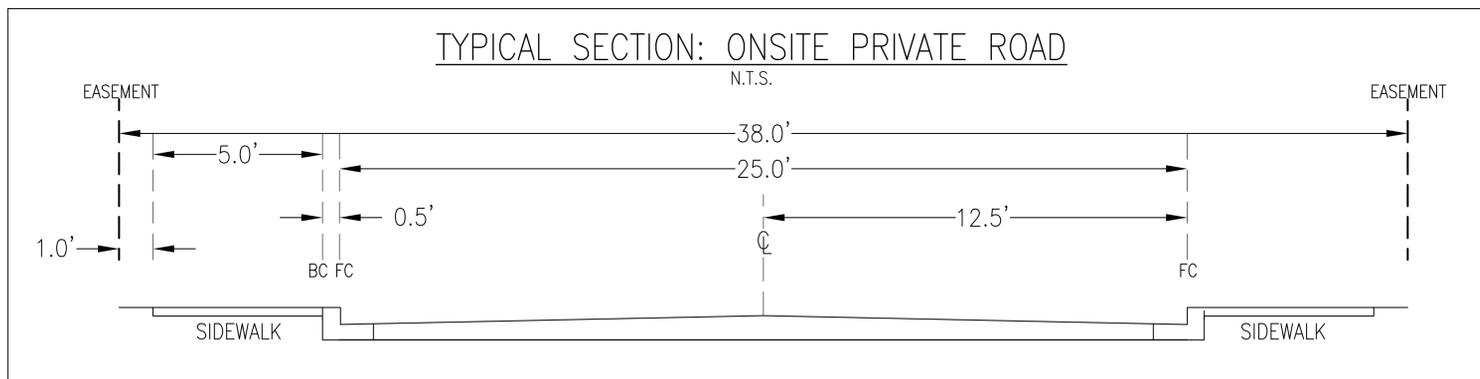
Front	5 ft.
Side (end unit)	5 ft.
Rear	8 ft.

Note: Rear yard privacy fencing and decking is intended to be placed in the rear yard area, and may not be forward of the rear plane of the house.
Minimum building setbacks exclude architectural features such as, but not limited to, windows, sills, cornices, eaves, gutters, masonry veneer, and bay windows, but excluding floor area supported by cantilevered construction. No setback shall apply to unroofed patios, walkways, sidewalks, arcways, and driveways constructed eight (8) inches or less above existing grade within five (5) feet of said feature of the contour of the land.

Note: Townhouse units shall be 2-3 stories tall.



TYPICAL SECTION: ONSITE PRIVATE ROAD

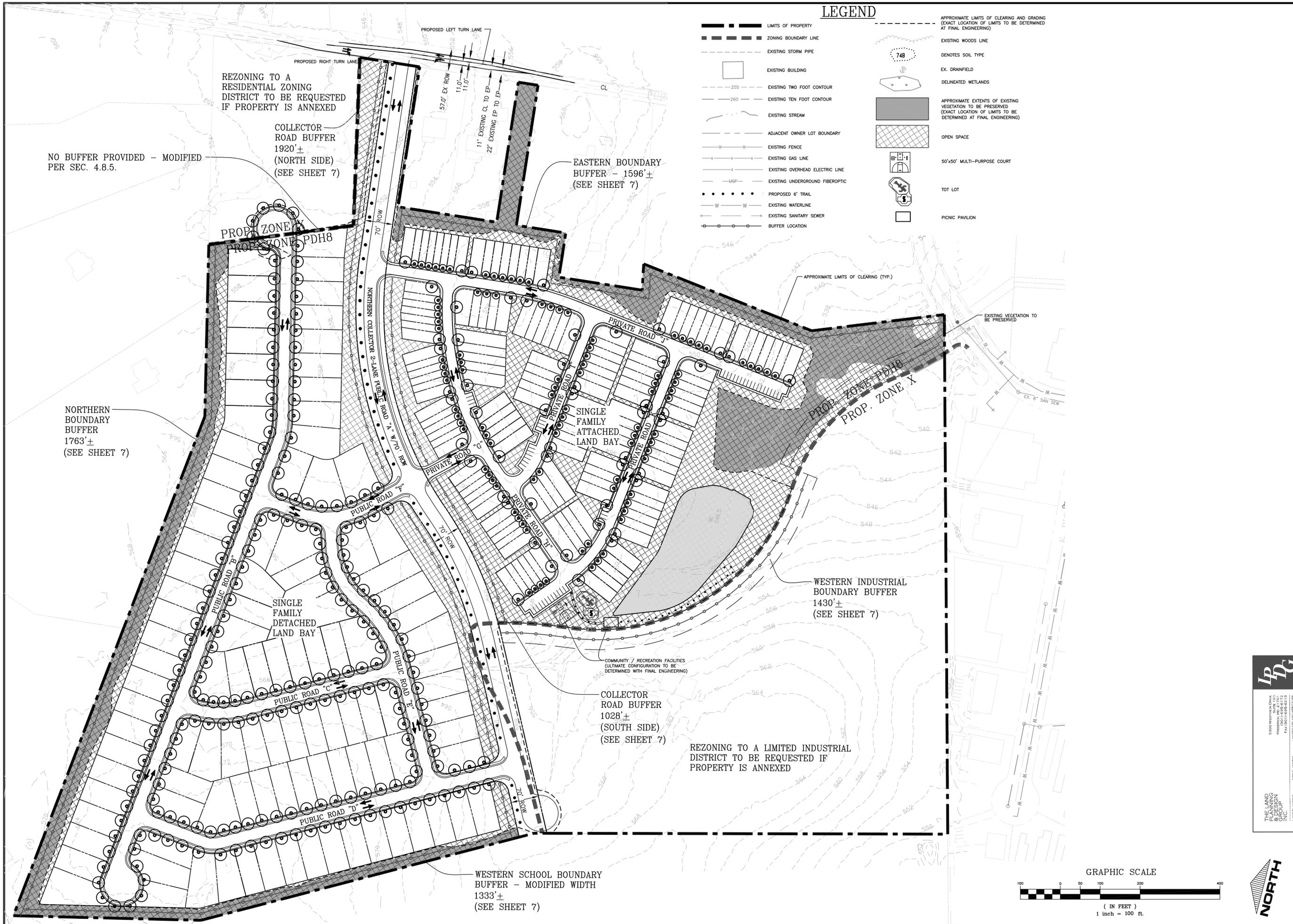


NOTES:

- SECTION ABOVE SHALL HAVE A MINIMUM CENTERLINE RADIUS OF 60'
- SECTION ABOVE SHALL HAVE A MINIMUM INTERSECTION SPACING OF 100'

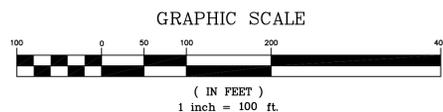
PLAN STATUS

DATE	DESCRIPTION
JAE DESIGN	JAE DRAWN CMM CHKD
SCALE	H: V:
JOB No.	5184-01-008
DATE	DEC. 6, 2013
FILE No.	5184-D-ZP-001
SHEET	5 OF 7



LEGEND

- LIMITS OF PROPERTY
- - - ZONING BOUNDARY LINE
- - - EXISTING STORM PIPE
- EXISTING BUILDING
- - - 255 EXISTING TWO FOOT CONTOUR
- - - 260 EXISTING TEN FOOT CONTOUR
- ~ ~ ~ EXISTING STREAM
- ADJACENT OWNER LOT BOUNDARY
- x - x EXISTING FENCE
- - - EXISTING GAS LINE
- - - EXISTING OVERHEAD ELECTRIC LINE
- - - EXISTING UNDERGROUND FIBEROPTIC
- • • PROPOSED 6' TRAIL
- W - W EXISTING WATERLINE
- - - EXISTING SANITARY SEWER
- - - BUFFER LOCATION
- APPROXIMATE LIMITS OF CLEARING AND GRADING (EXACT LOCATION OF LIMITS TO BE DETERMINED AT FINAL ENGINEERING)
- EXISTING WOODS LINE
- DENOTES SOIL TYPE
- EX. DRAINFIELD
- DELINEATED WETLANDS
- APPROXIMATE EXTENTS OF EXISTING VEGETATION TO BE PRESERVED (EXACT LOCATION OF LIMITS TO BE DETERMINED AT FINAL ENGINEERING)
- OPEN SPACE
- 50'x50' MULTI-PURPOSE COURT
- TOT LOT
- PICNIC PAVILION



Bowman Consulting Group, Ltd.
101 South Street, S. E.
Leeburg, Virginia 20175
Phone: (703) 443-2400
Fax: (703) 443-2425
www.bowmanconsulting.com
© Bowman Consulting Group, Ltd.

OPEN SPACE AND LANDSCAPE PLAN
MAYFAIR
CONCEPT DEVELOPMENT PLAN
BLUE RIDGE ELECTION DISTRICT TOWN OF PURCELLVILLE, VIRGINIA

LPDC
LANDSCAPE ARCHITECTURE
2300 WESTVIEW DRIVE
FREDERICKSBURG, VA 22405
PHONE: (540) 833-8275
FAX: (540) 833-8276

PLAN STATUS		
DATE	DESCRIPTION	
JAE DESIGN	JAE DRAWN	CMM CHKD
SCALE: H: 1"=100'		
JOB No. 5184-01-008		
DATE DEC. 6, 2013		
FILE No. 5184-D-ZP-001		
SHEET 6 OF 7		

Code file name: P:\5184 - Autumn Hill\5184-01-008 (P&I) - Autumn Hill - Special Exception for Utility Use\Planning\Concept Plan\Sheets\B - LSP.dwg

THIS PAGE INTENTIONALLY LEFT BLANK

0

WATER AND SEWER AGREEMENT

THIS WATER AND SEWER AGREEMENT (hereinafter, the "Agreement") is hereby entered into this 6th day of December, 2013, by and between **BROOKFIELD AUTUMN HILL, L.L.C.**, a Virginia limited liability company ("Brookfield"), and **THE TOWN OF PURCELLVILLE, VIRGINIA**, a municipal corporation (the "Town").

RECITALS

WHEREAS, Brookfield and Brookfield Washington, L.L.C. ("Brookfield Washington") are the owners of real property comprising approximately 75 +/- acres situated along Purcellville Road which is contiguous to the corporate limits of the Town of Purcellville (the "Town") and is particularly described in the attached **Exhibit A** (hereinafter, the "Tracts For Annexation"); and

WHEREAS, Brookfield intends to subdivide and develop a portion of the Tracts For Annexation into a neighborhood of detached single family dwelling units and townhouse units substantially in conformance with an Amended Concept Development Plan for Mayfair prepared by Bowman Consulting Group, Ltd, dated December 6, 2013 ("Amended Concept Development Plan") and those Amended Proffers for Mayfair dated December 6, 2013 ("Amended Proffers"); and

WHEREAS, that portion of the Tracts For Annexation to be developed per the Amended Concept Development Plan and Amended Proffers will be known as "Mayfair" and is referred to herein as the "Mayfair Property;" and

WHEREAS, Brookfield has requested action by the Town Council for the Town and the Loudoun County Board of Supervisors to bring the Tracts For Annexation into the corporate limits of the Town by boundary line adjustment; and

WHEREAS, Brookfield requests the Town to provide water and sewer services to the Mayfair Property if the Mayfair Property should be brought into the Town's corporate limits by a boundary line adjustment; and

WHEREAS, as a condition of the Town Council considering action to bring the Tracts For Annexation into the Town's corporate limits, the Town and Town Council have requested that residential development of the Mayfair Property be limited in scope; and

WHEREAS, in connection with the anticipated annexation and development of the Tracts For Annexation, the parties, the Town Council, and Brookfield Washington have on the same date as this Agreement entered into a Memorandum of Understanding ("Memorandum of Understanding"); and

WHEREAS, the Memorandum of Understanding calls for the execution of this Agreement between the Brookfield, and the Town; and

WHEREAS, Brookfield and the Town desire to memorialize the terms and conditions on which water and sewer services for the Mayfair Property would be provided by the Town.

AGREEMENTS

NOW THEREFORE, in consideration of the mutual covenants contained herein, the parties agree as follows:

1. **Maximum Density.** Residential development on the Mayfair Property shall be restricted to not more than 257 single family detached dwelling units and townhouse units.

2. **Date of Annexation.** As used herein, "Date of Annexation" shall refer to the date on which the Tracts For Annexation legally are incorporated into the boundaries of the Town, such as (but not limited to) the date of a court order recognizing a boundary line adjustment agreement for the Tracts For Annexation.

3. **Water Distribution and Wastewater Collection Infrastructure.** All water supply and distribution systems and infrastructure and wastewater system infrastructure for the provision of water and sewer services to and within the Mayfair Property shall be constructed and installed at Brookfield's sole expense. All water and sewer lines also shall be extended from existing Town water mains and sanitary sewer mains to and within the Mayfair Property at Brookfield's sole expense.

4. **Design and Construction Standards.** All water supply and distribution systems and infrastructure and wastewater system infrastructure for the provision of water and sewer services to and within the Mayfair Property shall be designed, constructed and installed according to the Town's requirements. All such installations shall be inspected by the Town for conformity with such requirements and may be rejected for failure to meet any applicable construction standard.

5. **Ownership of Infrastructure.** The water supply and distribution systems and infrastructure and wastewater system infrastructure which are on or service the Mayfair Property, shall be owned and maintained by the Town except that the Town may elect to reject ownership of all or any element or component of the system which does not meet the Town's construction standards, which determination shall be at the sole discretion of the Town.

6. **Rights-of-Way and Easements.** The water supply and distribution systems and infrastructure and wastewater system infrastructure on the Mayfair Property shall be located within public rights-of-way or placed within easements for the benefit of the Town and in a manner which meets the requirements for easements set forth in the Town's Facilities Standards Manual. Such easements shall be conveyed to the Town in a deed or deeds of easement acceptable to the Town Attorney and shall be conveyed promptly after installation of the infrastructure within the easement area. The easements shall be conveyed free and clear of any and all liens and encumbrances at no cost to the Town.

7. **Offsite Easements.**

(a) With the exception of the easements described in Section 7(b), Brookfield represent and warrants that it has or will obtain sufficient easements and real estate rights beyond the boundaries of the Mayfair Property required to extend water and sewer service to the Mayfair Property. To the extent it does not currently hold required easements, Brookfield shall acquire any easements or real estate rights beyond the boundaries of the Mayfair Property which are required to extend water and sewer service to the Mayfair Property. The water supply and distribution systems and infrastructure and wastewater system infrastructure within any offsite real estate rights or easements acquired by Brookfield to bring water and sewer service to the Mayfair Property also shall be placed within public rights-of-way or easements for the benefit of the Town and in a manner which meet the requirements for easements set forth in the Town's Facilities Standards Manual. Such easements shall be conveyed to the Town in a deed or deeds of easement acceptable to the Town Attorney and shall be conveyed promptly after installation of the infrastructure within the easement area. The easements shall be conveyed free and clear of any and all liens and encumbrances at no cost to the Town.

(b) Upon request, the Town agrees to allow Brookfield access to the Town's water and/or sewer trunk lines located in those utility easements held by the Town across the property identified as PIN 522-29-5928 which is currently owned by the Board of Supervisors for Loudoun County, Virginia, to the extent otherwise permitted by the existing easements or Loudoun County. Such easements may be used by Brookfield only for the purpose of connecting water and sewer lines to or from the Mayfair Property to the Town's trunk lines within the easements.

8. **Water and Sewer Flow Modeling.** Brookfield shall pay all costs incurred by a consultant of the Town's choice to obtain and complete a water and sewer flow modeling analysis required for the extension and development of the water supply and distribution systems and infrastructure and wastewater system infrastructure for the Mayfair Property. Such model shall include the entirety of the Mayfair Property, including any phasing, as well as neighboring development and system demands as may be necessary to accurately determine and represent system flows and pressures for the Mayfair Property. Payment of the estimated cost for this modeling shall be made by Brookfield to the Town prior to the modeling work being undertaken. In the event the actual costs of the modeling exceed the estimate, Brookfield promptly shall remit payment of any actual costs incurred by the Town for the modeling in excess of the estimated cost. In the event the actual costs of the modeling are less than the estimate, the Town promptly shall reimburse Brookfield the amount of any overpayment.

9. **Availability and Metering Fees.**

(a) *Rate Determination Date.* Brookfield shall pay a water availability fee, sewer availability fee and meter fee to the Town for all 257 residential units shown on

the Amended Concept Development Plan. The rate for each fee to be paid by Brookfield shall be the Town's rate in effect as of September 1, 2013.

(b) *Processing of Applications For Service.* The Town agrees to process all applications for water and sewer service to residential units on the Mayfair Property in a timely manner to allow for the installation of the residential units on the Property.

(b) *Timing of Payment.* Except for Requirement Payments, the timing of which are set forth below, Brookfield shall pay the water availability fee, sewer availability fee, and meter fee for each residential unit prior to receipt of a zoning permit from the Town for the unit to be provided with water and sewer service.

(c) *Minimum Purchase Requirement.* Brookfield shall purchase and remit payment to the Town of a minimum number of water availability fees, sewer availability fees and meter fees each year on the schedule set forth in Section 8(c)(ii), regardless of the number of residential units for which zoning permits are issued in that year.

(i) For purposes of determining Brookfield's yearly minimum purchase requirement, Year 1 shall be calculated to begin on the Date of Annexation and include the next 364 days thereafter. Each successive year will be calculated as a successive 365 day period consistent with the establishment of Year 1.

(ii) The minimum number of water availability fees, sewer availability fees and meter fees for which Brookfield agrees to remit payment in Year 1 and each of the following five (5) years is as follows:

Year	Minimum Number of Water Availability Fees	Minimum Number of Sewer Availability Fees	Minimum Number of Meter Fees
Year 1	25	25	25
Year 2	25	25	25
Year 3	50	50	50
Year 4	50	50	50
Year 5	50	50	50
Year 6	57	57	57

(iii) If Brookfield has not met the minimum purchase requirement for a yearly period, Brookfield shall remit payment to the Town of all water availability fees, sewer availability fees, and meter fees required to meet the minimum purchase requirement (the "Requirement Payment."). The Requirement Payment shall be paid to the Town by Brookfield on or before the last day of the yearly period for which the minimum requirement has not been met. Under any circumstance if Brookfield makes said Requirement Payment,

Brookfield shall promptly receive the taps and/or be able to utilize the taps for units as they are developed and become available within the Mayfair Property.

(iv) The failure to make a Requirement Payment within five days of the last day of the yearly period for which the minimum requirement has not been met shall be a "Requirement Payment Event of Default" which triggers the obligations of the Guarantor.

(v) The parties agree that the maximum residential density for the Mayfair Property shall be limited to 257 units, and that Brookfield shall pay for the water availability fees, sewer availability fees and meter fees as provided herein. The parties recognize, however, that there are scenarios by which the maximum number of units actually developed on the Mayfair Property may be reduced. The minimum purchase requirements of this Agreement, however, shall be reduced only in the following two instances:

(a) In the event the Town Council unilaterally initiates and carries out an exercise of its legislative zoning power that reduces the maximum density of the Mayfair Property below 257 units, the parties agree that the 257 unit minimum purchase requirement of Section 9(c) shall be reduced to equal the maximum number of units permitted after an exercise of the Town Council's legislative discretion.

(b) The number of developable lots could be reduced if the Virginia Department of Transportation ("VDOT") rejects a request from Brookfield for the waiver of VDOT road design standards for the roads in the Mayfair Property. The parties agree that if VDOT rejects this waiver and if it results in a loss of developable lots, the 257 unit minimum purchase requirement of Section 9(c) shall be reduced by the number of lots lost due to the rejection, but such reduction shall not exceed 8 lots.

No reduction in the minimum purchase requirement shall be granted or allowed for any other reason, such as but not limited to Brookfield's voluntary withdrawal of request(s) for zoning permit(s), Brookfield's inability to engineer the Mayfair Property to accommodate 257 units, or the denial of zoning permits by the Town for lack of compliance with the Town's ordinances and/or Facilities Standards Manual. To the extent the minimum purchase requirement is reduced under this provision, the reduction shall be applied by reducing the minimum purchase requirement for Year 6.

(d) *Guaranty of Minimum Purchase Requirement.* Brookfield's minimum purchase requirement hereunder shall be guaranteed by another entity or individual of sufficient creditworthiness to satisfy the financial requirements hereunder and who is acceptable to the Town (the "Guarantor") and subject to the terms of the Guaranty.

The Guarantor shall absolutely, unconditionally and irrevocably guarantee to the Town the full and prompt payment, performance and completion when due, without offset or deduction, of any sums which are or may become due to the Town under this Agreement. The Guarantor only may be changed with the prior written agreement of the Town and Brookfield.

(e) *Remedies Upon Requirement Payment Event of Default.* Interest shall accrue on all amounts due upon a Requirement Payment Event of Default at a rate of one percent (1%) per month from the date the requirement payment was due until all amounts due and owing are paid in full. The Town shall give Brookfield and Guarantor notice of a Requirement Payment Event of Default and the total amount due and owing to the Town as a result of such Requirement Payment Event of Default (“Notice of Requirement Payment Event of Default”). Brookfield and Guarantor shall be liable for all reasonable costs and expenses, including attorneys’ fees, incurred by the Town to enforce or collect under this Agreement after a Requirement Payment Event of Default as well as all costs, including attorneys’ fees, incurred by the Town to have any stay or injunction against the enforcement or collection of a Requirement Payment lifted by any bankruptcy or other court. The Requirement Payment Event of Default remedy shall be in addition to any other remedies available to the Town at law or in equity to enforce its rights under this Agreement.

10. **Bonding.** Brookfield shall meet all bonding requirements of the Town’s ordinances and Facilities Standards Manual for the water supply and distribution systems and infrastructure and wastewater system infrastructure to be constructed to service the Mayfair Property.

11. **Water Flows.** The Town shall provide, at the usual and customary Town consumption charges, a maximum of 350 gallons per day, calculated on an annual average, of water and sewer for each residential unit on the Mayfair Property.

12. **Service to Mayfair Property Only.** This Agreement addresses water and sewer service for the Mayfair Property only. This Agreement does not cover water and sewer service for Loudoun County PIN 487-47-4375 owned by Brookfield Washington or the balance of Loudoun County PIN 487-36-5498 that is not part of the residential development depicted on the Amended Concept Development Plan. The parties acknowledge that this Agreement does not address the terms and conditions on which additional water and sewer service may be provided by the Town to the balance of the Tracts For Annexation.

13. **Rezoning Application for Residue Property.** If the Tracts For Annexation are annexed into the Town’s corporate limits, Brookfield agrees to initiate a rezoning of the Residue Property from its existing zoning to the Limited Industrial zoning classification of the current Town Zoning Ordinance (the “LI Rezoning”) within one-hundred and twenty (120) days after the Date of Annexation. Brookfield shall submit a concept development plan and zoning proffers with the LI Rezoning application. Brookfield will thereafter diligently cooperate in the process of public review of the LI Rezoning application, providing any supplemental information

reasonably required, through the process established in the Code of Virginia and the Town Zoning Ordinance for conditional rezoning applications. The Town Council, as the governing body, will make a final decision on the LI Rezoning application in accordance with the criteria set forth in the Code of Virginia and the Town Zoning Ordinance.

14. Representations. Brookfield represents and warrants that there is no indebtedness on the Mayfair Property at the time of this Agreement and that it has and will maintain the financial capacity to meet its financial obligations under this Agreement.

15. Separate Suits. Notwithstanding anything herein to the contrary, separate suits may be brought hereunder against Brookfield by the Town as needed to enforce the Town's rights hereunder and the bringing of a suit upon a cause of action shall not prejudice or bar the bringing of subsequent suits for other breaches, causes of actions or additional sums due hereunder, whether theretofore or thereafter accruing.

16. Indemnification. To the fullest extent permitted by law, the parties agree to indemnify and defend each other, and to hold each other harmless from, any and all claims, demands, losses, liabilities, actions, lawsuits and other proceedings, judgments and awards, and costs and expenses (including without limitation, all attorneys' fees, expert fees and disbursements actually incurred), arising directly or indirectly, in whole or in part, out of or in connection with each party's performance of its obligations hereunder, or the performance hereunder of any of the party's officers, directors, agents or employees, subcontractors or anyone for whose acts any of them may be liable, whether within or beyond the scope of any of their respective duties or authority hereunder. The provisions of this Section 16 shall survive termination of the Agreement. These indemnity obligations under this Section 16 also shall specifically include, without limitation, all fines, penalties, damages, liability, costs, expenses (including, without limitation, reasonable attorneys' fees) and punitive damages (if any) arising out of, or in connection with, any (a) violation of or failure to comply with any federal or Commonwealth of Virginia government requirements which bear upon the performance of this Agreement, (b) means, methods, procedures, techniques or sequences of execution or performance of this Agreement, (c) failure to secure and pay for permits, fees, approvals, licenses and inspections as required to complete this Agreement; or (d) any violation of any permit or other approval of a public authority required to complete Brookfield's obligations hereunder.

17. Notices. If notice is required hereunder, notice shall be sufficient upon receipt of delivery by mail, delivery service or hand delivery to the following persons:

If to Guarantor:

Robert C. Hubbell, President
Richard J. Dengler, Vice-President of Land Development
Brookfield Washington, L.L.C.
8500 Executive Park, Suite 300
Fairfax, VA 22031

With Copy To: Thomas Moore Lawson, Esq.
Lawson & Silek, P.C.
120 Exeter Drive
Suite 200
Winchester, Virginia 22603

If to Town: Rob Lohr
Town Manager
Town of Purcellville
221 South Nursery Avenue
Purcellville, Virginia 20132

With Copy To: Sally Hankins, Esq.
Town Attorney
Town of Purcellville
221 South Nursery Avenue
Purcellville, Virginia 20132

The address at which notices are to be sent may be changed from time to time by providing at least 10 days advance notice to the persons identified above.

18. **Nonwaiver**. No failure to exercise any right, remedy or recourse, shall be deemed to be a waiver or release of the same. Waivers and releases hereunder only shall occur through a written document executed by the Town and Brookfield and then only to the extent specifically recited therein. Any waiver or release with reference to any one event shall not be construed as continuing, as a bar to, or as a waiver or release of any subsequent right, remedy or recourse as to a subsequent event.

19. **Effective Date**. The obligations and requirements of the parties stated herein shall be effective upon the Date of Annexation.

20. **Authority**. Brookfield hereby warrants and represents that the execution and delivery of this Agreement has been duly authorized by all necessary action of its management and members and upon execution by the officer named on the signature page hereto shall be binding upon such entity and enforceable against such entity in accordance with its terms.

21. **Binding Effect**. This Agreement shall inure to the benefit of and be binding upon each party and their successors and assigns.

22. **Descriptive Headings**. The descriptive headings of this Agreement are inserted for convenience only and shall not be deemed to affect the meaning or construction of any of the provisions hereof.

23. **Amendments**. This Agreement shall not be modified or amended except by a writing signed by all parties.

24. **Complete Agreement.** This Agreement, together with the Guaranty and Memorandum of Understanding, constitute the entire, full and complete agreement between the parties hereto, and supersedes all prior agreements.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed and entered into as of the date first written above.

THE TOWN OF PURCELLVILLE, VIRGINIA

By: Robert W. Lohr, Jr. [SEAL]
Name: ROBERT W. LOHR, Jr.
Title: Town Manager

Approved As To Form:

Sally Hankins
Town Attorney

Approved As To Terms:

Sally Hankins
Name: Sally Hankins
Title: Town Attorney

By: ~~_____~~
Name:
Title:

BROOKFIELD AUTUMN HILL, L.L.C.
A Virginia limited liability company

By: Robert C. Hubbel
Name: ROBERT C. HUBBEL
Title: MANAGER

Exhibit A

METES AND BOUNDS DESCRIPTION OF THE TRACTS FOR ANNEXATION

BEGINNING AT A POINT ON THE WESTERN RIGHT-OF-WAY OF PURCELLVILLE ROAD (VA. STATE ROUTE 611, VARIABLE WIDTH RIGHT-OF-WAY), SAID POINT BE A CORNER TO LOT 2, PAUL AMBROSE WARNER, JR. DIVISION (DEED BOOK 410, PG. 668 AND CORRECTED IN D.B. 420, PG. 596). SAID POINT BEING APPROXIMATELY 20' FROM THE CENTERLINE OF THE TRAVEL WAY OF PURCELLVILLE ROAD AND 5.40' FROM AN IRON PIPE FOUND BEING APPROXIMATELY 25' FROM SAID TRAVEL WAY; THENCE DEPARTING SAID PURCELLVILLE ROAD AND CONTINUING WITH LOT 2 THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 86°48'16" W 353.48' TO A POINT; THENCE

S 03°11'44" E 125.00' TO A POINT BEING A COMMON CORNER TO LOT 1 OF AFOREMENTIONED PAUL AMBROSE WARNER, JR. DIVISION; THENCE DEPARTING LOT 2 AND CONTINUING WITH LOT 1 THE FOLLOWING THREE (3) COURSES AND DISTANCES

S 86°48'16" W 111.63' TO A POINT; THENCE

S 03°11'44" E 211.06' TO A POINT; THENCE

N 81°24'46" E 65.54' TO A POINT BEING IN THE LINE OF LOT 3 AND A CORNER TO KELLY M. COCKERILL AND MARILYN JARVIS (D.B. 1539, PG. 393 AND D.B. 1032, PG. 449); THENCE DEPARTING LOT 2 AND CONTINUING WITH COCKERILL AND JARVIS THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 09°36'35" W 452.73' TO A POINT LYING IN A 24" TREE STUMP CUT 4' OFF THE GROUND; THENCE

S 18°54'55" E 334.67' TO A POINT BEING IN THE LINE OF LOT 16FF VALLEY INDUSTRIAL PARK (D.B. 980, PG. 120 AND RE-SUBDIVIDED IN D.B. 1032 PG. 207). SAID POINT IN THE CORPORATE LIMITS OF THE TOWN OF PURCELLVILLE; THENCE DEPARTING COCKERILL AND JARVIS AND CONTINUING WITH VALLEY INDUSTRIAL PARK LOTS 16FF THEN LOT 14FF, LOT 12 FF1, 11F, 10F, 9F AND BEING THE CORPORATE LIMITS OF THE TOWN OF PURCELLVILLE

S 77°36'56" W 1296.00' TO A POINT BEING IN THE LINE OF LOT 9F AND A CORNER TO LOUDOUN COUNTY BOARD OF SUPERVISORS; THENCE DEPARTING VALLEY INDUSTRIAL PARK AND CONTINUING WITH THE BOARD OF SUPERVISORS AND THE TOWN OF PURCELLVILLE CORPORATE LIMITS THE FOLLOWING THREE (3) COURSES AND DISTANCES

N 11°52'26" W 1036.52' TO A POINT; THENCE

N 26°34'56" W 862.55' TO A POINT; THENCE

N 10°36'36" W 470.37' TO A STONE FOUND BEING A POINT IN THE LINE OF LOT 12, CHESTNUT HILLS (INSTR. 20040622-0062965); THENCE DEPARTING THE BOARD OF SUPERVISORS AND THE TOWN OF PURCELLVILLE CORPORATE LIMITS AND CONTINUING WITH CHESTNUT HILLS LOT 12, LOT 13, LOT 15-A, LOT 16-A AND THEN LOT 14-A THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 80°55'47" E 1334.62' TO A POINT; THENCE

N 79°19'12" E 949.72' TO A POINT BEING ON THE WESTERN RIGHT-OF-WAY OF AFOREMENTIONED PURCELLVILLE ROAD; THENCE DEPARTING CHESTNUT HILLS AND CONTINUING WITH THE WESTERN RIGHT-OF-WAY OF PURCELLVILLE ROAD THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 03°35'49" E 370.58' TO A POINT; THENCE
S 03°11'44" E 151.90' TO A POINT BEING A CORNER TO LOT 4 OF AFOREMENTIONED PAUL AMBROSE WARNER, JR. DIVISION; THENCE DEPARTING PURCELLVILLE ROAD AND CONTINUING WITH LOT 4

S 86°48'16" W 353.48' TO A POINT; THENCE CONTINUING WITH LOT 4 AND THEN LOT 3 THE FOLLOWING TWO (2) COURSES AND DISTANCES

S 03°11'44" E 250.00' TO A POINT; THENCE
N 86°48'16" E 353.48' TO A POINT BEING ON THE WESTERN RIGHT-OF-WAY OF AFOREMENTIONED PURCELLVILLE ROAD; THENCE DEPARTING LOT 3 AND CONTINUING WITH THE WESTERN RIGHT-OF-WAY OF PURCELLVILLE ROAD

S 03°11'44" E 50.00' TO THE POINT OF BEGINNING CONTAINING 3,256,728 SQUARE FEET OR 74.76418 ACRES OF LAND MORE OR LESS AND BEING ALL OF LOUDOUN COUNTY TAX PARCELS 487-36-5498 AND 487-47-4375

5363819-3 032097.00008

THIS PAGE INTENTIONALLY LEFT BLANK



STAFF REPORT

TO: Planning Commission
FROM: Daniel Galindo, AICP – Senior Planner
SUBJECT: RZ14-02 Mayfair Residential Addition
DATE: June 3, 2014

Application Information		
Applicant/Engineer Bowman Consulting Group, Ltd. 101 South Street, S.E. Leesburg, VA 20175	Property Owner Brookfield Washington, L.L.C. 8500 Executive Park Ave Ste 300 Fairfax, VA 22031-2225	
Submission Date March 4, 2014	Planning Commission Public Hearing Date June 5, 2014	Town Council Public Hearing Date June 10, 2014

Property Information				
PIN	Tax Map	Address	Current Zoning	Acres
487-47-4375	/35/////////17/	N/A	X	3.98

Rezoning Request
RZ14-02
Rezone the property from X, Transitional to R-3, Duplex Residential

SUMMARY

Bowman Consulting Group, Ltd. of Leesburg, Virginia has submitted a rezoning application (RZ14-02), on behalf of Brookfield Washington, L.L.C., that proposes to amend the Town’s Zoning Map by changing the zoning district designation of an undeveloped 3.98 acre property from X (Transitional) to R-3 (Duplex Residential). The Planning Commission will hold a public hearing on this application at its June 5, 2014 regular meeting, and Town Council will hold a separate public hearing at its June 10, 2014 regular meeting. Staff is recommending approval of this application.

BACKGROUND

Application RZ14-02 proposes to rezone the undeveloped 3.98 acre parcel identified in the Loudoun County land records as Tax Map Number //35/////////1/17/ and Parcel Identification Number 487-47-4375 from X (Transitional) to R-3 (Duplex Residential). The applicant has proffered to restrict the number of residential units on this property to no more than 8 single family detached dwelling units. However, the applicant’s original request sought PDH-8 (Planned

Development Housing) with a maximum density of 32 units, and a subsequent request sought R-8 (Townhouse Residential) with a maximum density of 16 units before the current request was submitted.

The property subject to the RZ14-02 application abuts the following zoning districts and land uses: JLMA-3 (Joint Land Management Area-3) to the north containing single family detached dwellings in the Chestnut Hills subdivision, PDH-8 (Planned Development Housing-8) to the west and south containing the future sites for single family detached dwellings in the Mayfair Planned Development, and Purcellville Road (Route 611) to the east.

The existing X, Transitional zoning district designation for the property is an interim zoning designation automatically assigned to land that is annexed from Loudoun County under one of the following County zoning district designations: AR1, JLMA2, JLMA3, and RC. Uses allowed in the Transitional zoning district include agricultural and forestry uses, single-family dwellings, private schools for 15 or fewer pupils, non-commercial fairgrounds, a temporary circus or carnival sponsored by a non-profit organization, churches, wildlife and game preserves, and bed and breakfasts. The proposed R-3, Duplex Residential designation typically allows detached single-family dwellings and duplex dwellings, public utility facilities and structures, yard sales or garage sales, home occupations, residential day cares or home child cares, and buildings and uses accessory to permitted uses. A comparison of the dimensional regulations in each district is provided in the Table 1 below.

Table 1: Comparison of Dimensional Regulations

Standard	X, Transitional	R-3, Duplex Residential for detached dwelling on public water and sewer
Minimum Lot Size	3 acres	10,000 sq. ft.
Minimum Lot Width	200 ft.	75 ft.
Lot Depth	Maximum of 3.5x Lot Width	Minimum of 100 ft.
Maximum Height	35 ft.	35 ft.
- <i>If certain setbacks from the property line are met</i>	60 ft.	60 ft.
Minimum Front Yard	35 ft.	25 ft.
Minimum Side Yard	12 ft.	10 ft.
Minimum Rear Yard	25 ft.	25 ft.

Because of the seeming complexity of the documents involved with Town Council’s previous approval of the Mayfair Planned Development, Planning Commissioners have repeatedly asked staff to clarify any effects that those documents have on the RZ14-02 application and the accompanying RZ14-01 application. Staff has summarized these limited effects in the Table 2 below, and those documents with any effect on the current rezoning applications have been provided as attachments to this report.

The most important content found in any of these documents is contained in the Memorandum of Understanding. Within Section 12 of that document, both the Town and Brookfield acknowledge that the Town Council cannot legally bind itself in the exercise of discretionary legislative acts such as approvals of rezoning. Therefore, ***the Planning Commission and Town Council are under no obligation to recommend approval of or vote to approve either RZ14-01 or RZ14-02*** unless that body finds the requested rezoning to be in the best interest of Purcellville and its citizens.

Table 2: Effects of Mayfair Planned Development Documents on RZ14-01 & RZ14-02

Document	Effect on RZ14-01 & RZ14-02
Boundary Line Adjustment Agreement	The Town of Purcellville and Loudoun County agreed to incorporate the entirety of the 70.81 acre parcel (PIN: 487-36-5498) owned by Brookfield-Autumn Hill, L.L.C. and the 3.98 acre parcel (PIN: 487-47-4375) owned by Brookfield Washington, L.L.C. into the Town.
Memorandum of Understanding	Within 120 days of annexation, Brookfield agreed to: 1) submit a rezoning application for the remainder of the 70.81 acre parcel not included within the Mayfair Planned Development from its existing zoning to limited industrial (met by RZ14-01 application), and 2) submit a rezoning application for the separate 3.98 acre parcel from its existing zoning to limited industrial to PDH-8 (met by original RZ14-02 application requesting PDH-8). The Town and Brookfield also acknowledge that the Town Council cannot legally bind itself in the exercise of discretionary legislative acts such as approvals of rezoning.
Declaration of Covenants	None
Escrow Agreement	None
Proffer Statement with Concept Development Plan	Brookfield proffered a small area in the southwest corner of the property subject to application RZ14-02 to serve as part of a Collector Road Buffer. Similarly, the landscape buffer between the Mayfair Planned Development and the property subject to application RZ14-01 was proffered to maintain a minimum width of 50 feet while being entirely on one property or the other in certain areas. Both of these buffers are shown on the plan set for RZ14-01 and RZ14-02. Brookfield also restated its commitment to submit an application requesting that the remainder of the 70.81 acre parcel be rezoned to limited industrial.
Water & Sewer Agreement	The commitment to submit an application requesting that the remainder of the 70.81 acre parcel be rezoned to limited industrial is restated.
Payment Guaranty	None

REZONING ANALYSIS

There are certain relevant factors that should be considered for any rezoning request. Article 1, Section 3 of the Zoning Ordinance of the Town of Purcellville, Virginia states that zoning districts must be drawn and applied by reasonably considering the following: the comprehensive plan; trends of growth and change; current and future requirements of the community as to land for various purposes; the transportation requirements of a community; requirements for public facilities and services; conservation of natural and historic resources; the existing use and character of property; the suitability of the property for various uses; efficiency and economy in the process of development; encouragement of the most appropriate and best use of land throughout the locality; encouragement of good civic design and the creation of a convenient, attractive and harmonious community; and to promote the health, safety, morals, order, convenience, prosperity and general welfare of the Purcellville community.

Provided below are the factors found in Article 1 of the Zoning Ordinance, as stated above, along with corresponding staff comments. Please note that the lengthy analysis of the components of the RZ14-02 Staff Report

comprehensive plan covers many of Article 1's factors, so duplicate analysis will not be provided. Also be sure to review the various agency comments that are provided as attachments to this report. The comments do not necessarily reflect the position of staff and should be reviewed as independent comments. The comments may or may not have been mentioned or included in the body of this staff report. However, please remember that the commenting agency has a particular expertise in their field and their comments should be reviewed with that expertise in mind.

Consistency with the Comprehensive Plan

The Purcellville, Virginia 2025 Comprehensive Plan (PCP) was adopted in 2006 to "provide guidance for the coordinated and harmonious development of the territory in accordance with present and future needs and resources that will best promote the health, safety, morals, order, convenience, prosperity and general welfare of the community" (PCP, p. 1). Accordingly, the Plan should serve as the basis for Town land use decisions, and staff provides the following analysis of its pertinent goals and policies.

Financial Planning for the Future

Purcellville continues to face costs for capital improvements and other enhancements designed to benefit the community, and this presents the challenge of maintaining fiscal balance and stability while paying for needed improvements. One method provided in the Plan to address this challenge is "*to better balance the Town's tax base by working toward 30 percent of the value of the Town's real property tax base from commercial property and 70 percent from residential property*" (PCP, p. 22).

1. This application would convert 3.98 acres from the Town's X, Transitional zoning district to R-3, Duplex Residential and would not increase the commercial portion of the Town's real property tax base. In fact, the increased density of 8 dwelling units in R-3 (limited by proffer) versus the 1 unit otherwise allowed in X might cause a very slight shift away from this goal. However, the 8 units are very likely to have a higher total valuation than the 1 unit allowed by X, so the Town would still increase its tax revenues.

A major source of Town revenue is also realized from sewer and water availability fees and usage fees.

1. If rezoned to R-3, the 8 dwelling units should provide \$381,032 in availability and meter fees versus \$47,629 for 1 unit in X.

Staff Determination: RZ14-02 partially complies with this portion of the Plan.

2025 Housing Policies

The housing policy section of the Plan seeks to "*promote...a healthy land use balance that encourages community preservation, sustainable development and managed growth; increase the amount of commercial and light industrial development in Purcellville*" (PCP, p. 28), "*ensure a housing stock of sufficient size, diversity and quality for all residents to have a safe and sound place to live*" (PCP, p. 29), and "*ensure that new residential construction is compatible with the Town's existing small town character*"(PCP, p. 29).

1. This rezoning would not significantly affect the amount of commercial and light industrial development in Purcellville.
2. The proffered cap of 8 dwelling units averages out to roughly ½ acre lots which would be larger than most recently created lots in Town, and these lots are proposed to be clustered so as to encourage the preservation of open space and natural features. However, the proposed single family detached unit type does little to increase diversity in the Town’s housing stock.
3. Because the property is located between the Chestnut Hills subdivision with lot sizes of multiple acres and the recently approved Mayfair Planned Development with townhomes and single family detached lots of approximately 1/5 of an acre, the ½ acre lots would act as a transition between the two and help to maintain compatibility with Purcellville’s small town character.

Staff Determination: RZ14-02 partially complies with this portion of the Plan.

2025 Parks, Recreation and Open Space Policies

Among the many goals in this section, the Plan strives to “*enhance the quality of life for the community by providing integrated park, recreational and environmental conservation efforts*” (PCP, p. 37), “*recognize the importance and significant contributions that quality recreation facilities and programs make to overall health, well-being and quality of life of the community*” (PCP, p. 37), “*provide a broad range of recreational opportunities and programs*” (PCP, p. 38), “*conserve natural areas*” (PCP, p. 39), “*encourage the preservation of existing trees in new development*” (PCP, p. 39), and “*protect scenic, environmental and historic resources*” (PCP, p. 40).

1. The owner is proffering passive recreation on the property, but details are not provided.
2. As shown in the proffers, the owner plans to functionally attach this property to the larger Mayfair development, so future property owners on this site should have access to the active recreation facilities to be built south of the Northern Collector Road (NCR).
 - a. Staff previously expressed concern about the lack of active recreation facilities on the north side of the NCR during review of the Mayfair Final Development Plan because it forces children to cross the NCR to reach the facilities. This increases the risk of vehicular accidents with walking or biking children (and adults). Therefore, staff continues to recommend the inclusion of active recreation facilities on the north side of the NCR, and this property may be a suitable spot due to the proffered unit cap and site constraints.
3. Sheet 4 of the Concept Development Plan (CDP) notes that the Town’s cluster subdivision provisions will be used, and this will better preserve natural features such as the delineated wetlands which divide the site.
4. At staff’s request, the owner has proffered to save existing vegetation, including trees, where possible and incorporate it into buffers and plantings.

Staff Determination: RZ14-02 partially complies with this section of the Plan.

2025 Historic Resources Policies

The Plan seeks to “*preserve and protect the historic character and integrity of Purcellville*” (PCP, p. 64).

1. No important historical features have been identified on the property.

Staff Determination: This section of the Plan is not applicable to RZ14-02.

2025 Economic Development Guiding Principles

The Plan “*recognize[s] the importance of economic development to the health, well-being and quality of life for Purcellville’s residents*” (PCP, p. 64).

1. While the 8 proposed units would provide a small number of additional patrons for the Town’s businesses, this rezoning would have no significant economic effect on the Town.

Staff Determination: This section of the Plan is not applicable to RZ14-02.

2025 Public Services Policies

The Public Services section covers a wide spectrum of community services. The goals are to provide “*for quality educational programs and facilities*” (PCP, p. 75), “*a safe environment...by providing responsive police, fire and rescue facilities to serve residents*” (PCP, p. 75), “*quality health care facilities[that] are available and easily accessible*” (PCP, p. 76), and “*a coordinated system of community facilities and services...for all ages*” (PCP, p. 76).

1. While this rezoning would not directly provide any of the public services listed, the property’s close proximity to the Town’s primary police, fire and health care facilities make it a location that is well suited for new residences.

Staff Determination: RZ14-02 is in compliance with this portion of the Plan.

2025 Public Utilities Policies

The Plan includes policies to “*provide and operate a coordinated system of public water and sewer utilities that will enhance the quality of life for residents and businesses in Purcellville*” (PCP, p. 85), “*upgrade and maintain water, sewer and storm drainage facilities and systems to promote the public health welfare and safety*” (PCP, p. 85), “*provide facilities and services at reasonable costs that are equitably and fairly distributed*” (PCP, p. 86), and “*locate utilities underground*” (PCP, p. 87).

1. Per the Town’s typical policy, the owner has proffered to make all necessary extensions of water and sewer lines at no cost to the Town.
2. As noted on the plan set, all utility distribution lines shall be placed underground.

Staff Determination: RZ14-02 is in compliance with this portion of the Plan.

2025 Transportation Policies

The Plan calls for “*a connected network of attractive public streets in Town that efficiently and*

effectively manage traffic flow” (PCP, p. 94), “a comprehensive transportation system that includes a multi-modal network of safe, adequate and efficient management opportunities for motor vehicles, pedestrians, and bicycles” (PCP, p. 95), “quality pedestrian and bicycle facilities and experiences for residents and visitors” (PCP, p. 96), and “safe, attractive and inviting streets throughout the Town” (PCP, p. 97).

1. Per the Town’s typical policy, the owner has proffered to construct all roads on the property.
2. The road serving this property will be an extension of a future public road currently designed to end at the western property line shared with the Mayfair Planned Development.

Staff Determination: RZ14-02 is in compliance with this portion of the Plan.

2025 Environmental Policies

The Plan seeks to *“improve, maintain and protect the natural environment of the Town” (PCP, p. 103), “protect scenic and sensitive environmental areas (PCP, p. 103), and “protect important natural features such as wetlands, floodplains and forested areas” (PCP, p. 104)*

1. As noted above, the utilization of the Town’s cluster subdivision provisions will help to protect the delineated wetlands located on the property.
2. The property is entirely forested, and at staff’s request, the owner has proffered to save existing vegetation, including trees, where possible and incorporate it into buffers and plantings.

Staff Determination: RZ14-02 is in compliance with this portion of the Plan.

2025 Land Use Polices

The Plan includes policies to *“provide for managed community growth and land development that ensures harmonious, compatible and orderly land use patterns” (PCP, p. 111) and “provide a diversity of land uses that support the residential and business needs of Purcellville while ensuring economic, social and financial stability” (PCP, p. 111).* The Plan also expresses a desire to *“provide development densities in residential neighborhoods that reflect the existing built density” as well as “provide greater protection for...environmentally sensitive areas” (PCP, p. 110).*

1. This rezoning would result in a harmonious and orderly land use pattern as the property will be incorporated into the adjoining Mayfair development.
2. As noted above, the property’s larger lot sizes will serve as a transition between the existing density of Chestnut Hills and the proposed density of Mayfair.
3. As also noted above, the utilization of the Town’s cluster subdivision provisions will provide greater protection for the property’s wetlands than would be found in a traditional subdivision.

Because this property was not incorporated into the Town when the Comprehensive Plan was adopted in 2006, the 2025 Plan does not include a planned land use for it. However, this area was designated for Low-Density Residential uses, which includes single-family residences ranging in

density from one to three dwelling units per acre, by the Purcellville Urban Growth Area Management Plan since at least 1995.

1. This rezoning complies with the long standing planned land use for the property.

Staff Determination: RZ14-02 is in compliance with this portion of the Plan.

Trends of Growth and Change

People continue to be attracted to Purcellville's small town charm, and the market's desire to construct more housing in Town remains constant. If approved, the result of this rezoning would only be an increase of 7 dwelling units, and the incorporation of the property into the larger Mayfair development is better than alternative designs that would likely result in a small cul-de-sac design with direct access onto Purcellville Road.

Existing Use and Character of Property & Suitability of the Property for Various Uses

The parcel is wooded and would require the removal of trees to be developed. The scale of tree removal required would be dependent upon the scale of the proposed use, and uses requiring significant areas for structures, parking, or outdoor storage such as commercial, industrial and institutional are likely to first pursue other sites. The delineated wetlands which roughly divide the parcel in half from north to south would also present issues to certain uses.

The Most Appropriate and Best Use of Land Throughout the Locality

Given the physical constraints of the parcel, residential use is most appropriate for the site as dwellings can be carefully placed on the property to best protect its natural resources. Alternatively, small scale non-residential uses only interested in utilizing a small portion of the site may find it suitable for their needs; however, the Town should be weary of rezoning a 4 acre site for a non-residential use without a proffered plan as it increases the likelihood that a permitted use could more easily harm the site's trees and wetlands in the future. This makes residential dwellings the best use of the site.

Efficiency and Economy in the Process of Development

The same entity controls both of the LLCs that own the parcels containing the Mayfair Planned Development, the land subject to application RZ14-01, and the land subject to RZ14-02. Therefore, the approval of RZ14-01 and RZ14-02 would allow the owner to submit engineering plans for the entire area simultaneously or in quick succession. This should make the processing of those applications more efficient as staff will be able to easily address issues across the property and zoning boundaries. It should also make the development process more economic for the owner as fewer crews can complete more construction at once by being able to move from job to job on the three sites.

Proffer Review

The applicant has submitted draft proffers that cover the following items (some of which have been previously listed above):

1. Proffer 1(a) – The property shall be developed in accordance with the requirements of the R-3 district and the CDP.
2. Proffer 1(b) – Owners restrict the usage of the property to no more than 8 single family detached dwelling units.
3. Proffer 1(c) – Free and clear fire protection and emergency response access shall be provided to all units.
4. Proffer 2(a) – Owner shall provide passive recreation on the property near a stormwater management pond with both to be owned and maintained by the homeowners association (HOA).
5. Proffer 2(b) – Owner shall provide open space in conformance with the CDP to be owned by the HOA.
6. Proffer 2(c) – Owner shall submit a stormwater management plan and construct one or more ponds.
7. Proffer 3(a) – Owner shall construct all roads shown on the CDP.
8. Proffer 4(a) – Owner shall extend all necessary water and sewer lines at no cost to the Town to be served by Town water and sewer service subject to the Water and Sewer Agreement for Mayfair.
9. Proffer 4(b) – Availability and Meter Fees shall be paid at the rate in effect on September 1, 2013.
10. Proffer 5(a) – An HOA shall be established with its declarations recorded simultaneously with the first subdivision record plat.
11. Proffer 5(b) – The HOA documentation shall be submitted for Town review prior to approval of the first zoning permit for a dwelling.
12. Proffer 5(c) – The HOA shall own and maintain all recreation facilities, open space areas, storm drainage, storm water management pond, trails, etc.
13. Proffer 6(a) – Landscape buffers shall be installed with or before the construction of the residential units.
14. Proffer 6(b) – Landscaping shall be installed as shown on the CDP with existing vegetation saved where possible, and berms may be utilized to enhance the buffer areas.

Staff recommends the noteworthy changes to the proposed proffers listed below. (See the attached Town Attorney's June 3, 2014 Staff Report on the RZ14-02 Proffers for the list of all proposed changes.)

1. Proffer 1(a) – Revise to state that the property will be developed in accordance with all Town Ordinances and in substantial conformance with the CDP, and remove all reference to the R-3 zoning district.
2. Proffer 1(b) – Given the title of the R-3 zoning district, clarify in this proffer that duplex style homes are prohibited.
3. Proffer 2 – No active recreational facilities are proposed on the Property. Active recreational facilities should be provided in order to meet Town Plan goals and promote safety.
4. Proffer 3(a) – Since no roads are shown on the CDP on the Property, please revise the proffer to state that the Owner shall construct all roads on the Property at no cost to the Town and shall construct such roads as public roads.

5. Proffer 3: As requested by VDOT, add an off-site proffer stating that the Owner will remove, or escrow funds to remove, the temporary cul-de-sac located at the western end of the Northern Collector Road with an appropriate timing mechanism.
6. Proffer 4(a) –
 - a. Delete all reference to the “Water and Sewer Agreement” as it does not apply to the property subject to this rezoning.
 - b. Amend the proffer to state that prior to issuance of the first zoning permit, the Owner shall create a looped water system and also to state at which two points the Owner will connect.
7. Proffer 4(b) – Delete; the Town is opposed to a proffer that obligates the Town to lock-in the availability fees that were in effect on September 1, 2013

FINDINGS

1. The documents involved with Town Council’s previous approval of the Mayfair Planned Development do not obligate the Town to approve RZ14-02.
2. RZ14-02 generally complies with all portions of the Purcellville, Virginia 2025 Comprehensive Plan that are applicable to it.
3. RZ14-02 complies with the long standing planned land use for the property.
4. The ability to carefully place residential dwellings in locations that best protect the site’s natural resources make RZ14-02’s requested R-3, Duplex Residential zoning district with a proffered cap of 8 dwelling units the best and most appropriate use for the property.
5. The approval of RZ14-02 would provide for efficiency and economy in the process of development.

RECOMMENDATION

Staff recommends approval of RZ14-02 with the following suggested conditions:

1. Incorporate the proffer changes requested in the Town Attorney’s June 3, 2014 Staff Report on the RZ14-02 Proffers.
2. Provide separate plan sets for RZ14-01 and RZ14-02 in lieu of the current combined set.

MOTIONS

Suggested Motion – Conditional Approval

For the reasons stated in the staff report dated June 3, 2014, I move that the Purcellville Planning Commission forward to Town Council, with a recommendation to approve, RZ14-02 with the following recommendations:

1. Incorporate the proffer changes requested in the Town Attorney’s June 3, 2014 Staff Report on the RZ14-02 Proffers, and
2. Provide separate plan sets for RZ14-01 and RZ14-02 in lieu of the current combined set.

Alternative Motions

Approval

For the reasons stated in the staff report dated June 3, 2014, I move that the Purcellville Planning Commission recommend approval of RZ14-02 to Town Council as presented.

Disapproval

I move that the Purcellville Planning Commission recommend disapproval of RZ14-02 to Town Council, for the following reasons:

- 1.
- 2.
- 3.

Attachments for RZ14-02

- Draft Proffers for RZ14-02 – Fourth Submission (Revised May 29, 2014) – 5 pages
- Town Attorney’s June 3, 2014 Staff Report on the RZ14-02 Proffers – 3 pages
- Review Comments – Loudoun County Public Schools – 3 pages
- Review Comments for RZ14-02 – Community Development (Insufficient Acreage for PDH-8 Letter) – 1 page

Attachments for RZ14-01 & RZ14-02 *(Attached to RZ14-01 Staff Report)*

- Rezoning Plan Set – Fifth Submission (Revised May 27, 2014) – 5 pages
- Trip Generation Memo – 3 pages
- Review Comments – Community Development – 1 page
- Review Comments – Public Works – 2 pages
- Review Comments – VDOT – 6 pages
- Review Comments – Loudoun County Planning – 5 pages
- Review Comments – Loudoun County Building and Development – Fire Protection – 1 page
- Review Comments – Loudoun County Fire & Rescue – 1 page
- Review Comments – Kimley-Horn (Review of Trip Generation Memo) – 1 page

Mayfair PDH Reference Attachments *(Attached to RZ14-01 Staff Report)*

- Boundary Line Adjustment Agreement – 8 pages
- Memorandum of Understanding *(no exhibits)* – 10 pages
- Proffer Statement with Concept Development Plan – 15 pages
- Water & Sewer Agreement – 11 pages

THIS PAGE INTENTIONALLY LEFT BLANK

Original: March 3, 2014

Mayfair Proffer Statement

Prepared for: Brookfield Washington, L.L.C.

RZ#14-02

Owner/Applicant: Brookfield Washington, L.L.C. (“Owner”)

Project Name: Mayfair (formerly known as Autumn Hill)

Concept Development Plan: “Mayfair Rezoning” prepared by Bowman Consulting and dated February 5, 2014 and revised May 27, 2014, (the “CDP”)

Property: Loudoun County PIN 487-47-4375 (the “Property”) depicted for development as the Mayfair community per the CDP

Date: March 3, 2014, April 14, 2014, April 28, 2014, May 9, 2014, May 29, 2014

Owner, on behalf of itself, its successors in interest and assigns, hereby voluntarily proffers and agrees that the development of the Property will be in substantial conformance with the CDP and the following proffered conditions (together, the "Proffers"), pursuant to Sections 15.2-2302 and 15.2-2303(A) of the 1950 Code of Virginia, as amended, and Article 4, Section 12 and Article 10, Section 6 of the Zoning Ordinance of the Town of Purcellville, Virginia (the "Town"). These Proffers are voluntarily tendered by Owner.

All buffers on the Property shall be installed as prescribed herein and in conformance with the Proffer Amendment Statement to ZMAP 1990-0019 accepted by the Town on December 23, 2013. With the acceptance by the Town, this Mayfair Proffer Statement restates, reaffirms and ratifies the Proffer Amendment Statement to ZMAP 1990-0019.

1. General Development Requirements

(a) The Property shall be developed in accordance with all requirements for R-3 development and in substantial conformation with the CDP, which is attached hereto and made a part hereof as **Exhibit A**. Variations from the CDP shall be permitted only as reasonably necessary to accommodate final engineering.

(b) Owner agrees to restrict the number of residential units on the Property to no more than eight (8) single family detached dwelling units.

(c) To the greatest extent possible, Owner shall provide for free and clear fire protection and emergency response access to all residential units.

2. Open Space and Recreation Requirements

(a) Owner shall provide passive recreation areas on the Property in the area of the storm water management pond, including, but not limited to, the storm water management pond as well as open, well drained green space surrounding the pond. All passive recreation areas and the storm water management facility shall be owned and maintained by the homeowners association for the residential development of Mayfair on the remaining 52 +/- acres of Loudoun County PIN 487-36-5498 and on the Property (the "Mayfair HOA").

(b) Owner shall provide open space in substantial conformance with the CDP. The exact configuration of open space shall be determined at final engineering based on the final layout and shall meet or exceed all open space requirements of the Town Zoning Ordinance. All open space shall be owned and maintained by the Mayfair HOA.

(c) Owner shall submit a storm water management plan for the overall site and incorporate water quality measures into the adjoining Mayfair property's storm water management facilities to improve the quality of storm water runoff from the community. Owner shall construct one or more wet or enhanced extended detention and best management practices

pond(s) based on Town and State criteria. The exact type of the facility will be determined at final engineering based on the final layout. The storm water management facility and the pond on the Property will be owned by the Mayfair HOA and maintained by the Mayfair HOA.

3. Public Improvements and Contributions

(a) Owner shall construct all roads as depicted on the CDP.

4. Water & Sewer

(a) Owner shall utilize Town water and sewer service for the residential units on the Property on the terms and conditions set forth in the Water and Sewer Agreement between Brookfield Autumn Hill, L.L.C. and the Town (“Water and Sewer Agreement”). All extensions of existing water and sanitary sewer lines necessary to serve the Property shall be provided by Owner, at no cost to the Town, in conformance with Town ordinances and requirements and the Water and Sewer Agreement.

(b) Availability and Meter Fees shall be paid at the rate in effect on September 1, 2013.

5. Homeowners’ Association

(a) Owner has agreed to establish the Mayfair HOA for the Mayfair development on the adjoining property and agrees to place the Property under the Mayfair HOA declaration of conditions, covenants, restrictions and easements for the purpose of (i) protecting the value and desirability of the Property; (ii) facilitating the planning and development of the development in a unified and consistent manner; and (iii) providing for the installation, maintenance, and repair for all landscaping, on-site amenities, open space, and other common areas. The declaration shall be recorded simultaneously with the first subdivision record plat and shall attach to the Property and run with the land.

(b) Owner shall prepare the necessary documentation to form the Mayfair HOA and shall establish the Mayfair HOA prior to approval of the first zoning permit for a dwelling unit on the Property. The Mayfair HOA documents will be submitted to the Town for review and approval. The Mayfair HOA shall eventually be managed by the homeowners.

(c) The Mayfair HOA shall own and maintain all recreation facilities, open space areas, storm drainage, storm water management pond, pedestrian trails, etc.

6. Buffers and Plantings

(a) Buffers shall be installed with or before the construction of the residential units on the Property adjoining the applicable buffer line.

(b) Owner agrees to construct landscaping as depicted on the CDP and, where possible, to save existing vegetation and incorporate it into the buffers and planting schemes. Owner shall design buffers in a flexible manner so as to accommodate the desire to save existing vegetation and will see that the buffers are installed in a manner to provide the maximum screening between the residential units and, in some cases, differing ones. Existing vegetation that is of lower quality or has no screening benefit may be removed and replaced with plantings as indicated on the CDP. The addition of architectural berms to further enhance the screening benefit of the buffer areas may be utilized based upon final engineering.

7. Miscellaneous

(a) These Proffers shall run with the Property and be binding on the heirs, successors, and assigns of Owner.

(b) The undersigned hereby warrants that all of the owners of a legal interest of the subject Property have signed these Proffers, that it has full authority to bind the Property to these conditions, and that these Proffers are entered into voluntarily.

(c) Owner hereby proffers that the development of the Property of this application shall be in substantial accordance with the conditions set forth in this submission.

[signature on following page]

BROOKFIELD WASHINGTON, L.L.C
a Delaware limited liability company

By: _____

Name: _____

Title: _____

THIS PAGE INTENTIONALLY LEFT BLANK

STAFF REPORT

TO: Patrick Sullivan, Director, Department of Community Development
Daniel Galindo, Senior Planner, Department of Community Development

FROM: Sally G. Hankins, Town Attorney

RE: **Proffers, Mayfair Rezoning Application RZ #14-02**

DATE: June 3, 2014

Below are my comments regarding the Mayfair Proffer Statement dated May 29, 2014, submitted by Brookfield Washington LLC as part of its rezoning application identified as RZ#14-02.

1. Cover Sheet: Under the “Property” description, please delete “depicted for development as the Mayfair Community per the CDP”
2. Cover Sheet: Under the “Date” please provide only the latest date of the Proffers, and delete “Original” at the upper right-hand portion of the page.
3. 1st paragraph: Notwithstanding the cover sheet that defines “Owner” please re-state in the opening paragraph the full name of the Owner and a description of the property owned by the Owner that is subject to the Proffers.
4. 2nd paragraph: Please delete reference to the buffers and the ratification of 1990-0019/RZ13-01.
5. Proffer 1(a): Please revise to state that the Property will be developed in accordance with all Town Ordinances and in substantial conformance with the CDP, and remove reference to the R-3 zoning district.
6. Proffer 1(b): Given the title of the R-3 zoning district, please clarify in this proffer that duplex style homes are prohibited. Consider: The Owner shall develop the Property with no more than 8 single-family detached dwelling units. Duplexes are prohibited.
7. Proffer 1(c): I think that the fire protection proffer does not add anything beyond what is required by ordinance and should be deleted.

8. Proffer 2(a): Because no storm water management pond is shown on the CDP, this proffer should be deleted. The HOA proffers already include a proffer that the HOA will maintain the storm water management pond.
9. Proffer 2(c): This proffer seems to proffer that a storm water management pond will be constructed on the Property. Is that intended? Other than a commitment to a pond, this proffer does not seem to offer anything beyond what is required by existing law.
10. Proffer 2(b): Because no open space is currently shown on the CDP, this proffer should be deleted.
11. Proffer 2: No active recreational facilities are proposed on the Property. Active recreational facilities should be provided in order to meet Town Plan goals and promote safety.
12. Proffer 3(a): Since no roads are shown on the CDP on the Property, please revise the proffer to state that the Owner shall construct all roads on the Property at no cost to the Town and shall construct such roads as public roads.
13. Proffer 3: As requested by VDOT, add an off-site proffer stating that the Owner will remove, or escrow funds to remove, the temporary cul-de-sac located at the western end of the Northern Collector Road with an appropriate timing mechanism.
14. Proffer 4(a):
 - (a) Please delete all reference to the Water and Sewer Agreement as it does not apply to the property subject to this rezoning.
 - (b) Please amend the proffer to state that prior to issuance of the first zoning permit, the Owner shall create a looped water system and also to state at which two points the Owner will connect.
15. Proffer 4(b): The Town is opposed to a proffer that obligates the Town to lock-in the availability fees that were in effect on September 1, 2013.
16. Proffer 5(a): In the first line the reference to “Owner” appears to be intended to refer to Brookfield Autumn Hill, not Brookfield Washington. The wording of this proffer should be revised so that the only actor is Brookfield Washington and the obligation is enforceable against Brookfield Washington.

Please consider a proffer that states, “Prior to the Town’s approval of the first site plan or subdivision plat for the Property, the Owner shall establish a property owners’ association for

the Property and shall record the associated Declaration of Covenants. The Owner shall obtain the Town's approval of the Declaration prior to its recordation. The referenced property owners' association and Declaration may, at the Owner's option, be the same property owners' association and Declaration governing the property that abuts to the west known as 'Mayfair.'"

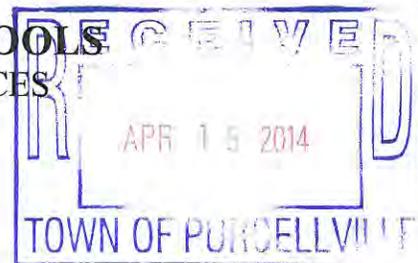
17. Proffer 5(c): In lieu of calling the HOA the "Mayfair HOA," consider stating the "homeowners' association for the Property." Please add that the HOA will own and maintain "common area" and delete "etc".
18. The first paragraph states that the Declaration will be recorded simultaneously with the first record subdivision plat, while the second paragraph "(i)" states that the Owner shall establish the POA prior to approval of the first zoning permit. Assuming that the POA must be established prior to the time when the Declaration is fully executed and recorded, the second timing mechanism seems unnecessary and confusing. Please amend this proffer to state that prior to the Town's approval of the first site plan or subdivision plat for the Property, the Owner shall establish a property owners' association for the Property and shall record the associated Declaration of Covenants, which Declaration will be approved by the Town prior to recordation.
19. Proffer 6(b): Please add a sentence to state that all buffers and landscaping will meet or exceed the Town's ordinance requirements, except as such requirements may be expressly modified by the Zoning Administrator.
20. Proffer 7(c): In lieu of proffering "substantial accordance" with the proffers, I prefer that the proffer statement state that the Property is subject to the terms and conditions set forth in the Proffers. If a particular proffer warrants a lesser standard, such as "substantial conformance," then so state only in the particular proffer.
21. Signatory: Please type the name of the signatory and provide the Town with evidence of the signatory's authority to sign by providing a copy of the LLC's Operating Agreement or a Resolution signed by the Members stating that the signatory has the authority of the organization to sign.

THIS PAGE INTENTIONALLY LEFT BLANK



LOUDOUN COUNTY PUBLIC SCHOOLS
PLANNING AND LEGISLATIVE SERVICES

21000 Education Court
Ashburn, Virginia 20148
Telephone: 571-252-1050
Facsimile: 571-252-1101
Email: lcpsplan@lcpss.org



April 11, 2014

Mr. Daniel Galindo
Town of Purcellville
Department of Community Development
221 South Nursery Avenue
Purcellville, Virginia 20132

RE: Mayfair (RZ 14-01 & RZ 14-02)

Dear Mr. Galindo:

School Board staff has reviewed the rezoning applications for Mayfair. No comment will be offered on the Transitional to Limited Industrial rezoning request.

The applicant has indicated the residential component of this application would be developed with up to 32 single family dwelling units, not specifying if the units would be single family detached (SFD), single family attached (SFA), or a combination of both SFD and SFA units. To that end, two project assessments are attached outlining the potential operational and capital impact of the project on Loudoun County Public Schools – one reflecting all units being developed as SFD, the other reflecting the development of only SFA units. Should the applicant provide further clarification on the project's residential unit mix, staff will provide an updated project assessment.

Safe walking paths remain an important concern for the School Board, staff, and parents of children who attend our schools. The lack of safe walking paths for students within subdivisions creates a growing safety hazard and increases operational costs. In rural areas of Loudoun, each house becomes a bus stop. Similar circumstances are emerging in the county's new subdivisions; students who live within a school's walk zone must be transported to school because there are either no sidewalks or the sidewalks are only constructed on one side of the street. Sidewalks not only increase operational efficiency but also ultimately mean less time on the school bus for Loudoun's children. Staff seeks confirmation that sidewalks would be constructed on both sides of streets in this proposed addition to Mayfair.

The Loudoun County School Board is concerned about all land development applications. Capital facility expenditures and operational costs are impacted by each approved residential project, and both can be anticipated to increase with each additional school-age child that resides in Loudoun County. Should you require further information, please contact me at your earliest convenience.

Sincerely,

Sam Adamo, Executive Director

Attachments (2)

c: Loudoun County School Board
(Site Location: Blue Ridge Election District)
Edgar B. Hatrick, Division Superintendent



Loudoun County Public Schools

Department of Planning and Legislative Services

Project Assessment

Project Name: RZ 14-01 & RZ 14-02/Mayfair

Loudoun County Public Schools Student Generation Factors, 2013	Housing Units	Elementary School Student Generation	Middle School Student Generation	High School Student Generation	Student Generation Total	
Single Family Detached (SFD)	0.77	32	12	6	7	25
Single Family Attached (SFA)	0.51	0	0	0	0	0
Multifamily (MF)	0.28	0	0	0	0	0
Total Students		32	12	6	7	25
Capital Costs		Elementary School Cost (FY 2015 CIP)	Middle School Cost (FY 2015 CIP)	High School Cost (FY 2015 CIP)	Total Capital Expenditure	
School Cost		\$35,040,000	\$53,540,000	\$106,790,000		
Capacity		928	1,350	1,800		
Per Pupil Cost		\$37,759	\$39,659	\$59,328		
Project's Capital Costs		\$453,103	\$237,956	\$415,294	\$1,106,353	
Annual Operational Costs		FY 2015 Estimated Per Pupil Cost	Student Generation Total	Annual Operational Costs		
		\$12,735	25	\$318,375		
School Facility Information		Elementary School (Grades K-5)	Middle School (Grades 6-8)	High School (Grades 9-12)		
2013-14 School Attendance Zone		Mountain View	Harmony	Woodgrove		
September 30, 2013 Student Enrollment		545	1114	1503		
2013-14 Building Program Capacity		808	1187	1657		



Loudoun County Public Schools

Department of Planning and Legislative Services

Project Assessment

Project Name: RZ 14-01 & RZ 14-02/Mayfair

Loudoun County Public Schools Student Generation Factors, 2013		Housing Units	Elementary School Student Generation	Middle School Student Generation	High School Student Generation	Student Generation Total
Single Family Detached (SFD)	0.77	0	0	0	0	0
Single Family Attached (SFA)	0.51	32	8	4	5	17
Multifamily (MF)	0.28	0	0	0	0	0
Total Students		32	8	4	5	17

Capital Costs	Elementary School Cost (FY 2015 CIP)	Middle School Cost (FY 2015 CIP)	High School Cost (FY 2015 CIP)	Total Capital Expenditure
School Cost	\$35,040,000	\$53,540,000	\$106,790,000	
Capacity	928	1,350	1,800	
Per Pupil Cost	\$37,759	\$39,659	\$59,328	
Project's Capital Costs	\$302,069	\$158,637	\$296,639	\$757,345

Annual Operational Costs	FY 2015 Estimated Per Pupil Cost	Student Generation Total	Annual Operational Costs
	\$12,735	17	\$216,495

School Facility Information	Elementary School (Grades K-5)	Middle School (Grades 6-8)	High School (Grades 9-12)
2013-14 School Attendance Zone	Mountain View	Harmony	Woodgrove
September 30, 2013 Student Enrollment	545	1114	1503
2013-14 Building Program Capacity	808	1187	1657

THIS PAGE INTENTIONALLY LEFT BLANK

Mayor
Robert W. Lazaro, Jr.

Council
Thomas A. Priscilla, Jr.
James O. Wiley
Joan Lehr
J. Keith Melton, Jr.
John A. Nave
Patrick McConville II



Town Manager
Robert W. Lohr, Jr.

Assistant Town Manager
J. Patrick Childs

221 S. Nursery Avenue
Purcellville, VA 20132
(540) 338-7421
Fax: (540) 338-6205
www.purcellvilleva.gov

April 11, 2014

Thomas Moore Lawson, Esquire
Lawson and Silek, P.L.C.
P.O. Box 2740
Winchester, VA 22604

Dear Mr. Lawson,

As discussed by phone yesterday, the property owned by Brookfield Washington, L.L.C. (PIN: 487-47-4375) subject to rezoning application RZ14-02 does not meet the minimum acreage requirement for the requested PDH-8 zoning district. Because of this, Town staff would be forced to recommend denial of RZ14-02 to the Planning Commission and Town Council. It is staff's recommendation that the application be amended to request a standard residential district, such as R-3, which would not have such a large minimum acreage requirement.

I am aware that Brookfield has concerns about the layout of lots on the property due to its physical constraints, so it is also worth noting that cluster subdivisions are allowed in the R-3 district. After our phone call yesterday, I took the liberty of contacting Christopher Mohn at Bowman Consulting Group to recommend that he review the Town's cluster subdivision regulations to determine if that option would present the flexibility necessary to address Brookfield's concerns.

If you should have any further questions or comments, please do not hesitate to contact me or other Town staff.

Sincerely,

Daniel Galindo, AICP
Senior Planner

cc: Mr. Neil Patel, Brookfield Washington, L.L.C. (via email)
Mr. Christopher Mohn, AICP, Bowman Consulting Group (via email)
Mr. Patrick Sullivan, AICP, Town of Purcellville (via email)
Mrs. Sally Hankins, Esquire, Town of Purcellville (via email)