HIGHGROVE
PARTNERS

Original Submission December 18, 2001
Revised September 11, 2002
Revised October 9, 2002

The Donald R. Tharpe Trust
GREAT MARSH
Rezoning Case #RZ02-L-05
PDMU REVISED REZONING PROFFERS

The Donald R. Tharpe Trust, Donald R. Tharpe, Trustee, sole owner of the property identified on the tax maps of the County of Fauquier as PIN# 6899-29-5691-000 (hereinafter "**GREAT MARSH PDMU**" or "**the property**"), and the Applicant in the above referenced rezoning request, and their successors and assigns ("**the Applicant**"), hereby proffer that in the event the Property is rezoned by the County of Fauquier Board of Supervisors to the PDMU (Planned Development Mixed Use) Zoning Classification, that the existing proffers (the "Existing Proffers") applicable to the subject property are revised as proffered herein (hereinafter "Revised Proffers"), then the development of the property shall be in substantial conformance with these Revised Proffers. Uses and densities shall be set forth in these Revised Proffers, those Waivers, and Modifications set forth in the Compilation of Requested Zoning Ordinance and Subdivision Ordinance Waivers and Modifications dated October 9, 2002, in substantial conformance with the Concept Development Plan dated December 18, 2001, as revised September 11, 2002 and October 9, 2002, as prepared by HighGrove Partners LLC (the "**Concept Development Plan**" or "**CDP**" and with the following conditions, pursuant to Section 15.2-2286 and S. 13-202 (2) (D) of the 1950 Code of Virginia, as amended, and Article 4, Sections 4-701 through 4-718, inclusive, of the Zoning Ordinance of Fauquier County, Virginia, and unless modified herein, shall be in accordance with all applicable provisions of the Zoning, Subdivsion, and other development Ordinances. These proffers include the dedication of real property and are thus subject to the conditions set forth in Virginia Code, Section 15.2-2298 B.

The Great Marsh Concept Development Plan dated December 18, 2001, most recently revised and stamped October 9, 2002, as prepared by HighGrove Partners LLC as referred to in these Revised Proffers consists only of:

Sheet 1	Plat
Sheet 2	Concept Development Plan, Option B (September 2002)
Sheet 3	Phasing/ Limits of Clearing & Grading Plan
Sheet 4	Soils Map
Sheet 5	Concept Development Plan, Option C (October 2002)
Sheet 6	Concept Master Plan, Option A (December 2001)

Where the Revised Proffers and Concept Development Plan are not in agreement, the more specific wording of the Revised Proffer statement shall prevail.

The rezoning application, CDP, requests for Zoning Ordinance and Subdivision Ordinance Waivers and Modifications are to be considered contemporaneously with these Revised Proffers by the Planning Commission and the Board of Supervisors. These Revised Proffers shall be effective unless contemporaneously with the adoption and approval of these Proffers the Board adopts and approves, with conditions acceptable to the Applicant, the following applications:

The applicant shall provide, contemporaneously with the adoption of these proffers and approvals of the above referenced applications, written confirmation of its acceptance of the conditions recommended by staff to be imposed on the above applications. These Revised Proffers change the name of the PDMU from Liberty to GREAT MARSH PDMU.

I. <u>LAND USE</u>

A. Unless modified by this Revised Proffer Statement, the development of GREAT MARSH PDMU shall be in accordance with the PDMU district regulations, the proffers contained herein, and any waivers and modifications that will be granted by the Board of Supervisors in accordance with the terms of the Fauquier County Zoning Ordinance, pursuant to that document entitled "GREAT MARSH PDMU: Compilation of Requested Zoning Ordinance and Subdivision Ordinance Waivers and Modifications," dated October 9, 2002, which shall, upon approval be deemed proffers hereunder, and in general and/or substantial conformance with the Concept Development Plan.

B. The total number of dwelling units at build out on GREAT MARSH PDMU shall not exceed 225 single-family dwelling units for an average density at GREAT MARSH PDMU of 3.0 dwelling units per acre (du./ac.) overall.

No more than 135 residential units will be built in Phase I.
No more than 90 residential units will be built in Phase II.

C. The commercial component may contain up to 72,000 square feet of commercial use (maximum FAR for 25% commercial).

D. The Applicant hereby proffers out the following Principal Uses Permitted under Section 4-703 of the PDMU District Ordinance:

Duplex Dwellings
School, Preschool
School, Primary
School, Secondary/Advanced
School, Technical (indoor)

E. Based on previous comments made by the Bealeton, Opal & Remington Citizen Planning Committee to Community Development, the Applicant hereby proffers out the following Special Permit Use allowed under Section 4-705 of the PDMU District Ordinance:

Eating Establishment, Fast Food
Gas/Service Station
- As shown on CDP Option A, dated December 2001

F. The Applicant hereby proffers out the following Special Exception Use Permitted under Section 4-706 of the PDMU District Ordinance:

Spectator/Non-Spectator Field Events (Class C)

G. All proposed single-family lots abutting the outside boundary of GREAT MARSH PDMU shall have a minimum 20 foot wide open space buffer between GREAT MARSH PDMU lots and adjacent existing residential lots. Said buffers are to be kept in a natural or improved natural state* and may not contain any type of structure of whatsoever kind or type and further provided that said buffers may be dedicated to Fauquier County for part of a public trail system as set forth hereafter in Section III.B.5. The natural state open space restriction shall be enforced and managed by the Homeowners Association (HOA) through its covenants, conditions, and restrictions. The County shall be granted reasonable access for inspection and the right to enforce this

particular covenant against the HOA for its failure to enforce the open space buffer restrictions.

* "Improved natural state" as used herein shall mean that the Applicant or the HOA may remove dead trees and undesirable undergrowth and if necessary re-grade, landscape, and replant the buffer areas to allow for and promote ease of maintenance. Any areas in which undesirable plant materials are removed shall be replanted so that an equivalent vegetative buffer is retained. A trail may also be included in the buffer area as set forth hereafter.

II. DEVELOPMENT PHASING

A. GREAT MARSH PDMU shall be developed in accordance with these proffers and schedules set forth hereafter.

B. GREAT MARSH PDMU Facilities
The following uses and improvements shall be provided in accord with the following schedule:

1. For each single-family occupancy permit after issuance of the 135th single-family occupancy permit in Phase I on GREAT MARSH PDMU, GREAT MARSH PDMU shall make a cash contribution of *$3,500.00 to the County for school capital facilities; payable at issuance of occupancy permits.

   *135 lots @ $3,500.00 per seat = $ 472,500.00 total Public School System Impact.

2. For each single-family occupancy permit after issuance of the 225th single-family occupancy permit in Phase II on GREAT MARSH PDMU, GREAT MARSH PDMU shall make a cash contribution of *$3,500.00 to the County for school capital facilities; payable at issuance of occupancy permits.

   *90 lots @ $3,500.00 per seat = $ 315,000.00 total Public School System Impact.

3. For each single-family occupancy permit after issuance of the 135th occupancy permit In Phase I on GREAT MARSH PDMU, GREAT MARSH PDMU shall make a cash contribution of $50.00 per lot to the County for Fire & Rescue Facilities. This contribution shall be paid annually to the County; however, this

obligation will terminate when the County has established paid Fire & Rescue Services servicing the Bealeton Service District.

4. For each single-family occupancy permit after issuance of the 225th occupancy permit in Phase II on GREAT MARSH PDMU, GREAT MARSH PDMU shall make a cash contribution of $50.00 per lot to the County for Fire & Rescue Facilities. This contribution shall be paid annually to the County; however, this obligation will terminate when the County has established paid Fire & Rescue Services servicing the Bealeton Service District.

5. Prior to the issuance of the 135th single-family lot occupancy permit in Phase I for GREAT MARSH PDMU, GREAT MARSH PDMU shall make available without cost to the recipient sufficient land area as set forth hereafter, subject to GREAT MARSH PDMU's discretion as to the identity of the recipient, and the exact size and location for each use as described hereinafter.

   a. a public use site, of approximately *2-acres as shown on the CDP, **for Option B (September 2002) only**, approved contemporaneously with the approval of these Revised Proffers. This public use site will be dedicated at the issuance of the 135th single-family lot occupancy permit in Phase I for GREAT MARSH PDMU . Connections from this site to the GREAT MARSH PDMU will be made as deemed appropriate at time of dedication.

      *approximate value of site, $ 300,000.00.

   b. such other public or quasi-public uses as hereafter may be agreed upon by GREAT MARSH PDMU and the Director of Community Development.

C. Entire Project Facilities

1. Prior to the issuance of the 135th single-family lot occupancy permit in Phase I for GREAT MARSH PDMU, GREAT MARSH PDMU shall construct a swimming/tennis facility. Said facility shall be owned, controlled, and maintained by the HOA.

III. TRANSPORTATION IMPROVEMENTS

A. Dedication and Construction of East-West and North-South Roads

1. Prior to the 135th sewered single-family lot occupancy permit in Phase I for GREAT MARSH PDMU, GREAT MARSH PDMU shall construct as warranted by VDOT and in accordance with VDOT standards the east-west street from its existing entry/terminus at Route 837/Old Marsh Road to the upper corner of subject property's northeastern boundary as generally depicted on the CDP, Option B (September 2002). Construction shall be to VDOT standards.

   *approximate value $225.00 per linear foot = $ 589,055.00

2. Prior to the issuance of the 225th single-family lot occupancy permit in Phase II for GREAT MARSH PDMU, GREAT MARSH PDMU shall dedicate or cause to be dedicated the right-of-way for and shall construct as warranted by VDOT and to VDOT standards the north-south street as generally depicted on the CDP, Option B (September 2002). Construction shall be to VDOT standards.

   *approximate value $225.00 per linear foot = $ 314,802.00

3. A traffic signal at the intersection of Independence Avenue and Route 17/Marsh Road, as warranted by VDOT, **for CDP Option A (December 2001) & B (September 2002) only.**

   A signalized intersection and cross over 600' north northwest of the intersection of Independence Avenue and Route 17/Marsh Road, as warranted by VDOT, **for CDP Option C (October 2002) only.**

   *approximate value $110,000.00.

4. In conjunction with the above schedule GREAT MARSH PDMU will construct and dedicate to VDOT or the County a pedestrian only system of sidewalks and trails. The location and type of such sidewalks and trails shall be as indicated on CDP and vary in width from 5' sidewalks adjacent to streets to 10' paths/trails adjacent to greenways. The construction and dedication of various sections of the trail shall occur during the final construction plans and final plat phase of each part, phase, or section of the development.

5. The term "construct" as set forth in these proffers means to build as warranted by VDOT the applicable road to a level if completion where it is useable by and open to the public. Construction and Maintenance Bonds may be used to assure completion of final construction details for such roads prior to their acceptance by VDOT into the public system.

IV. WATER & SEWER

A. GREAT MARSH PDMU shall be served by public water and sewer to be extended to the property by the Applicant.

V. ENVIRONMENTAL PROTECTION

A. Except for public utilities, storm water management, roadways, recreation trails, recreation facilities, and related facilities, all wetlands and 100-year floodplains identified on the Conceptual Development Plan shall be preserved or such impacts shall be mitigated as permitted by floodplain and Federal wetlands regulations and with regard to floodplain use, by County Ordinance.

B. Except for public utilities, roadways, recreation, trails, and related facilities, natural or improved vegetated areas as they exist in designated open space on GREAT MARSH PDMU not including areas of commercial, community or recreation uses, shall be left in a natural or improved natural state and incorporated in the GREAT MARSH PDMU HOA's open space system. Areas to be left in their natural or improved natural state shall expressly include the minimum 20' foot buffer, greenway along Marsh Run, and linear park system along the southern boundary as indicated on CDP.

C. GREAT MARSH PDMU shall submit storm water management and erosion sediment control plans for its property or for specific watersheds as they are designed for development. The storm water management, erosion, and sediment control plans shall conform to the requirements of State and County Law and incorporate best management practices (BMPS) in final engineering plans.

VI. OPEN SPACE RESERVATION AND/OR DEDICATION

A. GREAT MARSH PDMU shall have a mix of active and passive recreational opportunities and facilities with each phase of development, including any such facilities as permitted under applicable provisions of the Zoning Ordinance by right.

B. To ensure park-like character within the GREAT MARSH PDMU, and to minimize the impact upon adjoining agricultural, educational, and residential areas the open space and landscaping in the GREAT MARSH PDMU shall be located and organized within each phase of development (as demonstrated on the Conceptual Development Plan) so as to maximize the visual effect of green space and buffering as seen from public ways and adjoining agricultural, educational, and residential areas.

C. Per PDMU District Ordinance Section 4-711, Item No. 2, landscaping, buffering, and screening will be utilized to minimize the visual and noise impacts of parking, outdoor storage areas, areas for refuse collection, loading areas in the commercial component, and all uses of the GREAT MARSH PDMU, on the existing adjacent residential lots, agricultural lands, Liberty High School, Grace Miller Elementary School, and the residential areas of the GREAT MARSH PDMU. Conceptual landscaping (i.e. street tree program, park locations, preservation of existing hedgerows, preservation of floodplain, etc.) and buffering are indicated on the GREAT MARSH PDMU Conceptual Development Plan.

D. All open space areas and recreational facilities shall be conveyed to, controlled, and maintained by the GREAT MARSH PDMU Homeowners Association (HOA). The HOA documents may provide for opportunities for Fauquier County residents and other organizations to utilize the recreational facilities at GREAT MARSH PDMU for a fee.

VII. ARCHITECTURAL STANDARDS

A. GREAT MARSH PDMU shall incorporate all required and appropriate architectural design standards in the HOA documents for the residential and non-residential land uses. Said standards shall insure a mix of styles and quality of development. These

standards are set forth in the Architectural Guidelines and the Architectural Controls and Design Standards for GREAT MARSH PDMU.

B. The architectural images shown are meant to serve as general examples of the type of design and materials that will be used, but does not limit the builders and does not give the County any voice in approving or disapproving types of design and/or material.

C. The Applicant shall incorporate the aforementioned architectural design standards in the HOA documents, subsequent site plans, and subdivision plans, although, the actual setbacks, yard dimensions, building footprints, and architectural design may vary.

VIII. LANDSCAPE STANDARDS

A. At the time of Site Plan Review GREAT MARSH PDMU shall incorporate all required landscape design and plant material standards in the HOA documents for the residential and non-residential land uses. Said standards shall insure that appropriate plant materials are used for the landscaping of streets and common areas.

B. Landscaping, buffering, and screening will be utilized between parking areas, outdoor storage areas, areas for refuse collection, and loading areas in the commercial component of the GREAT MARSH PDMU and the existing adjacent residential lots, agricultural lands, Liberty High School, Grace Miller Elementary School, and the residential areas of the GREAT MARSH PDMU to minimize the visual and noise impacts of all uses in the GREAT MARSH PDMU site on adjacent neighbors. Conceptual landscaping (i.e. street tree program, park locations, preservation of existing hedgerows, preservation of floodplain, etc.) and buffering are indicated on the GREAT MARSH PDMU Conceptual Development Plan. A landscape and screening plan will be submitted per the PDMU District Ordinance, Section 4-708, Item No. 2, as part of the Site Plan Review process for the GREAT MARSH PDMU.

IX. MISCELLANEOUS PROVISIONS

A. These proffers shall be binding on the GREAT MARSH PDMU and its successors and assigns. References to GREAT MARSH PDMU in these proffers shall be construed to include GREAT MARSH PDMU's successors and assigns.

B. In the event that monetary contributions (not including monetary contributions which are contingent upon or related to the acquisition of off-site right-of-way for, or construction of roads or the school proffers) contained in this Revised Proffer Statement are paid to the Fauquier County Board of Supervisors following the date of approval of this rezoning, said contributions shall be in those amounts as stated herein. Contributions paid after the initial year from the date of approval of GREAT MARSH PDMU shall be adjusted in accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor, calculated from the CPI-U published most nearly to and following January 1st of the aforesaid initial year to the date the contributions are paid, subject to a cap of three percent (3%) per year, non-compounded.

C. $35,050.00 in expenditures related to traffic impact analysis requested by the Fauquier County Department of Community Development.

D. Reference to the establishment of paid Fire and Rescue Services in these proffers shall mean the date upon which the County establishes a County-owned and staffed Fire and Rescue Station with first-due responsibilities that include the GREAT MARSH PDMU.

E. The GREAT MARSH PDMU shall be designed to yield not more than 3 residential lots per gross acre.

By: _____

Donald R. Tharpe