

**FRONT ROYAL LIMITED PARTNERSHIP – TOWN PROPERTY
TOWN OF FRONT ROYAL, VIRGINIA**

REZONING: RZ09-02-64

PROPERTY: Parcel 5A, containing approximately 149.3 acres, as shown on “Plat Showing Vacation of Boundary Line on the Property of F&R Limited Partnership” and as recorded in the Land Records of Warren County as Instrument Number 060012763, (attached hereto and incorporated herein by reference as Exhibit 1)

PROPERTY OWNER: Front Royal Limited Partnership, a Virginia Limited partnership

APPLICANT: Front Royal Limited Partnership, a Virginia Limited Partnership

PROJECT NAME: To be determined at time of subdivision application

ORIGINAL DATE OF PROFFERS: February 20th, 2009

REVISION DATES: August 5, 2009
September 4, 2009
September 10, 2009
December 7, 2009
December 28, 2009
January 29, 2010
~~August 24, 2017~~
~~September 29, 2017~~
~~October 27, 2017~~
~~November 6, 2017~~
November 8, 2017

The undersigned hereby proffers that the use and development of the subject property ("Property"), as described above, shall be in general conformance with the following conditions, which shall supersede all other proffers that may have been made prior hereto. In the event the above referenced rezoning is not granted as applied for by the Applicant ("Applicant"), these proffers shall be withdrawn and shall be invalid. In the event this application is denied by the Front Royal Town Council (the "Council"), such denial is appealed to a court of competent jurisdiction, and this rezoning application is thereafter remanded to the Council for reconsideration, then the Applicant may elect to

readopt all or any portion hereof, in a writing specifically for that purpose; if no such election is made, these proffers shall be withdrawn and shall be invalid.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers.

The improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein.

The term “Applicant” as referenced herein shall include the present and all future owners and successors in interest. The term “building permit” as used herein shall mean a building permit issued for the construction of a single-family home on the Property.

1. LAND USE:

- 1.1. The Property shall be developed in general conformance with the regulations of the R1-A zoning districts, as it is set forth in the Town of Front Royal Code, or as may be otherwise approved by the Town of Front Royal or modified herein.
- 1.2. The total number of dwelling units shall not exceed 320 single-family dwellings.

2. WATER AND SEWER

- 2.1. The Property shall be connected to public water and sewer systems constructed at the Applicant’s expense.

3. STORMWATER MANAGEMENT & ENVIRONMENT

- 3.1. Stormwater management on the Property shall be provided in accordance with the applicable regulations of the town of Front Royal and Warren County. In addition, Best Management Practices and low impact development technologies shall be used where reasonably practical, as determined by the Applicant, and permitted, to mitigate any adverse water quality impact on the Shenandoah River that may occur.

4. COMMUNITY DESIGN

- 4.1. The Applicant shall impose restrictive covenants for the overall community, which shall be recorded prior to the conveyance of the first parcel of the Property, and which shall be made available to staff upon request prior to recordation of any final subdivision plat. Among other things such covenants will

address the overall continuity of design within the community through design standards for the following elements:

- 4.1.1. Custom mailbox design;
- 4.1.2. Standardized private residential fencing styles and color;
- 4.1.3. Custom designed street signage and stop signage;
- 4.1.4. Uniform site furnishing selection (trash receptacles and benches);
- 4.1.5. Standardized common area fencing style and color.
- 4.1.6. Permitted building materials.
- 4.1.7. Restrictions on the visibility of concrete block from streets within the development.

5. CREATION OF HOMEOWNERS' AND PROPERTY OWNERS' ASSOCIATIONS

- 5.1. One or more homeowners' associations ("HOA") shall be created and shall be made responsible for the maintenance and repair of common areas, including any common open space that may be established in accordance with the requirements of the Town Zoning Ordinance or these proffers. Any such HOA shall be granted such other responsibilities, duties, and powers as are customary for such associations, or as may be required to effect the purposes for which such HOA is created. Such HOA shall be granted sufficient powers as may be necessary, by regular or special dues or assessment, to raise revenues sufficient to perform the duties assigned hereby, or by the documents creating the Association, and to perform rate studies necessary to determine dues, fees, and assessments as may be required.
- 5.2. In addition to any other duties and responsibilities as may be assigned to it, the HOA shall have title to and responsibility for (i) common open space areas not dedicated to public use in accordance with these proffers and (ii) common buffer areas located outside of residential lots. It shall also have (iii) responsibility for the perpetual maintenance of any entrance feature (subdivision) signs, street, alleys and perimeter or road buffers located within any easements for those purposes to be

granted to the HOA, and (iv) for maintenance of private streets and alleyways, if any.

6. LAND DEDICATION

- 6.1. The Applicant shall dedicate to the Town of Front Royal, under the conditions set forth below, a 1.75 acre site adjacent to Route 606, as such area is generally depicted on Exhibit 2 attached hereto and incorporated herein by reference, prepared by J. Duggan & Associates, dated September 4, 2009, and identified as "1.75-Acre Land Dedication" (the "Dedication Area"). A sight distance easement shall be reflected on the Dedication Plat, if required by VDOT at the time of dedication, so as not to impede or adversely affect design or approval of the Entrance Road (as defined below), and its connection to Route 606.
- 6.2. The Dedication Area shall be used by the Town and the Virginia Department of Transportation ("VDOT") for the construction of the Leach Run Parkway, or, at the Town's sole discretion, it may be further conveyed by the Town to Warren County, Virginia, for use as a fire and rescue station. If the Town elects to use the Dedication Area for construction of Leach Run Parkway and if the Town determines that additional right-of-way beyond the Dedication Area is necessary for Leach Run Parkway, the Applicant shall dedicate additional land to the Town solely for construction of Leach Run Parkway the "Additional Land Dedication"). Provided, however, that (i) such Additional Land Dedication shall not exceed two (2) acres in size, and (ii) the Additional Land Dedication shall not impede or adversely affect design or approval of the Entrance Road (as defined below), and its connection to Route 606.
- 6.3. The Applicant shall execute a dedication plat within 18 months of the Town's delivery of a plat at the Town's expense, depicting by metes and bounds the Dedication Area (the "Dedication Plat"), provided that no such dedication shall be required prior to the issuance of the 25th building permit for the Property. Further, and notwithstanding the foregoing, in the event the Town does not request the aforesaid dedication prior to the issuance of the 300th building permit for the Property, the Applicant shall be relieved of its obligation to make the aforesaid dedication.

7. PEDESTRIAN AND PARK FACILITIES

- 7.1. Trails.

- 7.1.1. The Applicant shall construct a walking/jogging trail with a minimum width of 8 feet on one side of Phase 1 of the East/West Connector as generally depicted on Exhibit 3 attached hereto and incorporated herein prepared by Bowman Consulting and entitled “R1-A Transportation Exhibit”.
 - 7.1.2. In addition, if the Town approves all final subdivision plats for the development permitting sidewalks on one side of each street in the development, the Applicant shall construct alternative pedestrian walking trails within the development of a minimum length of .75 miles. The location of the walking trails shall be determined by the Applicant and depicted on any preliminary plat for the development of the Property. The construction of such walking trails shall occur either in phases in conjunction with the development of sections Property as depicted on the preliminary plat, or at one time, in the sole discretion of the Applicant. If such final subdivision plats are not approved with sidewalks on one side of each street of the development, the Applicant shall not be obligated to construct such additional trails, but in any event, the Applicant shall construct the trails as set forth in Proffer 7.1.1
- 7.2. Not later than the issuance of the 150th building permit for the Property, the Applicant shall construct a neighborhood park or parks (the “Neighborhood Park”) that shall consist of not less than four (4) acres but not more than ten (10) acres, and shall include a basketball court or 2 basketball hoops, a playground, and at least one multi-purpose playing field, or similar equivalent amenities if approved by the Director of Planning. The design and location of the Neighborhood Park and its associated amenities shall be in the sole discretion of the Applicant.
- 7.3. Alternatively and notwithstanding the foregoing, in the event the Town elects in writing prior to the issuance of the 25th building permit for the Property to require the Applicant to dedicate the Neighborhood Park to Warren County, and Warren County agrees in writing to accept such dedication and the maintenance responsibility for the Neighborhood Park and its amenities, the Applicant shall design, plat, and construct the Neighborhood Park and the amenities described above in accordance with the standards set by the Warren County

Department of Parks and Recreation. In the event that the County declines to accept the aforesaid dedication, the Neighborhood Park shall be dedicated to an HOA created pursuant to Proffer 5, above.

8. RIGHT-OF-WAY DEDICATIONS AND RESERVATION

- 8.1. Entrance Road –Phase 1 of East/West Connector. The final subdivision plat (a “Record Plat”) for the first phase of the development of the Property shall include reservation and/or dedication of not less than 100 feet of right-of-way, unless an alternative width is mutually agreed to by the Town and Applicant, for an entrance road into the Property, the general location of which is depicted on the Exhibit 3 attached hereto and incorporated herein prepared by Bowman Consulting and entitled “R1-A Transportation Exhibit,” with such road identified thereon as Phase 1, and connecting Point A to A-1 and A-1 to B thereon (hereinafter the “Entrance Road”). The right-of-way reservation and/or dedication language shall be submitted by the Applicant and reviewed by the Town Attorney and Director of Planning before recordation of the first final record plat.
- 8.2. Right-of-Way Dedication. As a condition of the approval of each record plat where the East/West Connector is located the Applicant shall dedicate to the Town, at no cost and in fee simple absolute, right-of-way with a minimum width of one-hundred (100) feet, unless an alternative width is mutually agreed to by the Town and Applicant, to accommodate the development of the East/West Connector on the Property.
- 8.3. The final locations of the aforesaid roads shall be subject to modifications based on final design and final engineering and approvals thereof by the Town and/or VDOT, final lot layout, and Town Code requirements.

9. CONSTRUCTION OF EAST/WEST CONNECTOR

- 9.1. Entrance Road – Phase 1 of East/West Connector. The Entrance Road shall consist of a two-lane roadway with full turn lanes, and shall include a 4-lane section at its connection with Shenandoah Shores Road for five hundred and fifty (550) feet as required by Town Code or as otherwise may be approved by the Town. For purposes of this Proffer Statement the segments

of the roadways to be dedicated and constructed are depicted on Exhibit 3 and designated by letters and numbers and referenced herein.

- 9.1.1. Point A to A-1. The Applicant shall construct a two (2) lane Entrance Road to the first proposed street intersection in the subdivision prior to and as a condition of the issuance of the first building permit for the property
- 9.1.2. Point A-1 to B. Prior to and as a condition of the recordation of any final record plat that includes any residential lot area within 25 feet of the centerline of existing Mary's Shady Lane the Applicant shall have completed the construction of two (2) lanes of Phase 1 of the East/West Connector to the western property boundary.
- 9.1.3. No individual single-family lot shall have direct driveway access to the East/West Connector.
- 9.2. Eastbound Right Turn Lane on Entrance Road at Shenandoah Shores Road. The Applicant shall construct one (1) dedicated eastbound right turn lane on the Entrance Road at its intersection with Shenandoah Shores Road.

10. TRANSPORTATION IMPROVEMENTS

- 10.1. Westbound Right Turn Lane on Happy Creed Road. The Applicant shall construct a fifty (50) foot westbound right turn lane on Happy Creek Road at Shenandoah Shores within the existing right-of-way prior to the issuance of the 25th building permit for the Property. In the event that such improvement has been completed at such time, then the Applicant shall be relieved of its obligations herein.
- 10.2. Traffic Light at Happy Creek Road and 606. If the Town determines that a traffic light is warranted at Route 606 and Happy Creek Road, then the Applicant shall contribute \$225,000.00 to the Town of Front Royal for the construction of such traffic light. The Applicant shall not be required to make such contribution earlier than the issuance of the 50th building permit for the Property or later than the issuance of the 225th building permit for the Property.

- 10.2.1. Alternatively, and notwithstanding the foregoing, any such monies paid pursuant to this Proffer may be applied toward the right-of-way acquisition, design, and/or construction of the Leach Run Parkway, including a future fly-over of Happy Creek Road and the Norfolk Southern Railroad tracks to Shenandoah Shores Road.
- 10.3. Northbound Shenandoah Shores Road Left Turn at East/West Connector. The Applicant shall construct a two hundred (200) foot northbound left turn lane with taper on Shenandoah Shores Road at its proposed intersection with the Entrance Road within the existing right-of-way prior to the issuance of the 200th building permit for the Property. In the event that such improvement has been completed at such time, then the Applicant shall be relieved of its obligations herein.
 - 10.3.1. Alternatively, and notwithstanding the foregoing, if at any time prior to the issuance of the 150th building permit on the Property the Applicant shall have designed and engineered a traffic circle or roundabout at this location, and the Town and VDOT shall have approved such design and in lieu of the aforementioned turn lane, then the Applicant shall construct a traffic roundabout prior to and as a condition of the issuance of the 200th building permit on the Property.
- 10.4. Roundabout or Traffic Signalization at Shenandoah Shores Road and East/West Connector.
 - 10.4.1. Prior to and as a condition of the issuance of the 1st building permit on the Property, the Applicant shall submit a roundabout justification report to the Town and VDOT for the intersection of Route 606 and the Entrance Road.
 - 10.4.2. Prior to and as a condition of the issuance of the 225th building permit for the Property, the Applicant shall submit a traffic signalization warrant analysis to the Town, and in accordance with VDOT requirements for the same, for the intersection of Route 606 and the Entrance Road. In the event such traffic signal is warranted, the Applicant shall make a one-time contribution to the Town of Front Royal equal to its pro-rata share of the estimated costs of

such traffic light, provided, however, that in no event shall such contribution exceed \$225,000.00. The Applicant shall not be required to make such contribution earlier than the issuance of the 250th building permit for the Property or later than the issuance of the 300th building permit for the Property.

- 10.4.2.1. Alternatively, and notwithstanding the foregoing, any such monies paid pursuant to this Proffer may be applied toward the right-of-way acquisition, design, and/or construction of the Leach Run Parkway, including a future fly-over of Happy Creek Road and the Norfolk Southern Railroad tracks to Shenandoah Shores Road.

11. CASH CONTRIBUTIONS TO WARREN COUNTY, VIRGINIA.

- 11.1. In the event this rezoning application is approved, the Applicant will pay to Warren County, Virginia a per unit sum of \$11,000.00, prior to and as a condition of the issuance of an occupancy permit for each single-family dwelling unit in excess of 160 such units constructed on the Property.
- 11.2. Notwithstanding the foregoing Proffer, the audited costs of the engineering, design, and construction of the Neighborhood Park as provided in these Proffers, shall be credited against the aforesaid per unit contribution, provided further that the Applicant shall be entitled to a credit for the dedication of the land therefor in the amount of \$320,000.

12. MARY'S SHADY LANE

- 12.1. If the Applicant fails to relocate Mary's Shady Lane, the Applicant shall revise its then current site or subdivision plan to reflect the continued existence thereof.
- 12.2. If the Applicant successfully relocates Mary's Shady Lane, then the Applicant shall connect Mary's Shady Lane to the Entrance Road no later than the 300th building permit for the Property. At no time during the construction on or development of the Property shall access be denied to persons using Mary's Shady Lane.
- 12.3. Applicant shall not utilize Mary's Shady Lane as a construction entrance for the Property.

13. MISCELLANEOUS

- 13.1. Prior to the commencement of any land disturbing activities on the Property, the Applicant shall perform a Phase I Archeological Study for investigation of those areas previously identified on the Property as potentially sensitive in the "Phase IA Archeological Evaluation of the 830.4 Acre Vazzana Property, Front Royal and Warren County, Virginia," dated January 2004, prepared by Thunderbird Archeological Associates, Inc.
- 13.2. Any additional archeological features identified on the Property during the Phase I study shall be further evaluated in accordance with the Virginia Department of Historical Resources ("VDHR") guidelines.

14. OPEN SPACE

- 14.1. A minimum of 30% of the Property will be used for permanent open space. Such open space shall be inclusive of passive and active open space including all park land provided hereunder and stormwater management uses.

15. COMPLIANCE WITH STATE LAWS

- 15.1. The Applicant hereby acknowledges, affirms, and agrees that all offsite proffers, including cash proffers, offered herein are voluntary, reasonable, specifically attributable to the new residential development or new residential use, address an impact to an offsite public facility such that the new residential development or residential use creates a need, or identifiable portion of a need, for one or more public facility improvements in excess of existing public facility capacity at the time of the rezoning or proffer condition amendment and each new residential development or new residential use receives a direct and material benefit from the proffer made with respect to any public facility improvement, and are offered in accordance with all requirements of state law. Furthermore, the Applicant agrees that the Town, including its officers, employees and agents, have not suggested, requested, required or accepted any unreasonable proffers for the rezoning or proffer condition amendment.

16. ESCALATOR

- 16.1. Monetary contributions as set forth in this Proffer Statement

that are paid to the Town of Front Royal and/or Warren County after 24 months from the date of rezoning approval shall be adjusted in accordance with the Urban Consumer Price Index (“CPI-U”), as published by the United States Department of Labor. The adjustment shall be calculated from the CPI-U published most nearly to and following January 1st from that date 24 months after rezoning approval and the date the contributions are paid, subject to a cap of 3% per year, non-compounded.

SIGNATURES APPEAR ON THE FOLLOWING PAGE

OWNER:

FRONT ROYAL LIMITED PARTNERSHIP,
a Virginia limited Partnership

By: MVA Limited Partnership, general partner of
Front Royal Limited Partnership

By: DOC Corporation, general partner of MVA
Limited Partnership

By: _____
David A. Vazzana, President of
DOC Corporation

Date: _____