

PROFFER STATEMENT
MOUNTAIN VIEW RESIDENTIAL

ZMAP-2020-0012

April 28, 2021
November 5, 2021
January 31, 2022
March 11, 2022
April 12, 2022
May 23, 2022
June 28, 2022
August 4, 2022
August 12, 2022
August 30, 2022
August 31, 2022
September 1, 2022

43500MountainViewDr LLC, the owner of property identified as PIN 128-39-9805 (Tax Map #107///6////3/) and 43474Mountainviewdr LLC, the owner of property identified as PIN 128-39-6515 (Tax Map #107////////1A) (collectively, 43500MountainViewDr LLC and 43474Mountainviewdr LLC are hereinafter referred to as the "Owner") composed of approximately 6.33 acres of land (collectively, the "Property"), on behalf of themselves and their successors-in-interest, hereby voluntarily proffer, pursuant to Section 15.2-2303 of the Code of Virginia (1950) as amended and Section 6-1209 of the Revised 1993 Loudoun County Zoning Ordinance (the "Zoning Ordinance"), that in the event the Property is rezoned by the Board of Supervisors of Loudoun County, Virginia, from the Countryside Residential zoning district ("CR-1") to the R-8 Single Family Residential zoning district to be administered as an affordable dwelling unit development under Section 7-800 et seq. of the Zoning Ordinance ("R-8 ADU"), development of the Property shall be in substantial conformance with the conditions set forth in this Proffer Statement (the "Proffers"). As used herein, the term "County" refers to the Board of Supervisors of Loudoun County, Virginia, or to the applicable Loudoun County government department, staff, or official enabled with the authority to act on the County's behalf, within the context of the particular proffer provision. All proffers made herein are contingent upon the approval by the County of this ZMAP-2020-0012 and the accompanying application SPEX-2021-0020 (the "Application").

All references in these Proffers to subdivision, subdivision plat, or record plat shall be deemed to include condominium or condominium plat or any other document or mechanism that legally divides the Property into separately transferable units of ownership. Any obligation imposed herein that must be performed prior to, in conjunction with, or concurrently with first or other subdivision or record plat approval shall be deemed to be required to be performed prior to the recordation of any such condominium declaration or plat or other similar document that would have the legal effect of dividing the Property into separately transferable units of ownership.

When any plan submission, signal justification study submission, noise or other impact study submission, bonding, dedication, conveyance, construction, commencement or completion of construction, opening of a facility or infrastructure to traffic or use, payment of cash, or any other act or activity required in these Proffers is required to be performed, submitted, recorded, paid, commenced and/or completed prior to the issuance of an occupancy permit, the said occupancy permit shall not be issued until the Owner has provided written documentation from County Building and Development (“B&D”) or Zoning Administration staff that the said requirement has been satisfied, or documentation from Zoning Administration staff that the said requirement is no longer a prerequisite for issuance of such occupancy permit.

CONCEPT DEVELOPMENT PLAN & DEVELOPMENT SCOPE

1. Concept Development Plan. Development of the Property shall be in substantial conformance with Sheets 1, 3, 6, 7, and 8 of the 9-sheet plan set titled “MOUNTAIN VIEW RESIDENTIAL ZONING MAP AMENDMENT & SPECIAL EXCEPTION ZMAP-2020-0012 & SPEX-2021-0020 DULLES ELECTION DISTRICT LOUDOUN COUNTY, VIRGINIA” dated October 2020 and revised through August 4, 2022, prepared by Bowman Consulting Group Ltd. (hereinafter referenced as the “CDP”). The CDP shall control the general development, layout and configuration of the Property. Minor adjustments to the locations of the proposed uses, facilities and improvements shown on the CDP shall be permitted as reasonably necessary to address grading, drainage, environmental, cultural and natural features, development ordinance requirements, and other final engineering considerations, and to accommodate the recommendations of archaeological studies provided that any such adjustments shall be in accordance with Section 6-1209 of the Zoning Ordinance.
2. Development Scope. The development of the Property shall include a maximum of 41 single-family attached residential dwelling units (“SFA Dwelling Unit”), as well as related community facilities and amenities as described in these Proffers and/or depicted on the CDP.

UNMET HOUSING NEEDS

3. Affordable Dwelling Units. Pursuant to Article 7 of the Zoning Ordinance and Chapter 1450 of the Codified Ordinances of Loudoun County (the “Codified Ordinances”), the Owner shall provide 12.5 percent of the residential units developed on the Property as Affordable Dwelling Units (“ADUs”) pursuant to the R-8 ADU requirements. These ADUs shall be constructed in accordance with the timing requirements of Section 7-106 of the Zoning Ordinance. These ADUs shall be of a compatible architectural style with the market-rate SFA Dwelling Units and shall be interspersed throughout the development.
4. Unmet Housing Needs Units (UHNUs) – Purchase. In addition to the ADUs provided in accordance with Proffer 3 above, the Owner shall provide two dwelling units on the Property as Unmet Housing Needs Units (“UHNUs”), which shall be identified as such on

the zoning permit application for said units, and when completed, shall be offered for sale through, and administered pursuant to Chapter 1450 of the Codified Ordinances and the County's Affordable Market Purchase Program, except that the income limit for qualified purchasers shall be between 70 percent and 100 percent of the Washington Metropolitan Statistical Area median income ("AMI"), as published by the U.S. Department of Housing and Urban Development ("HUD") from time to time. The UHNUs shall be identified on the first record plat or site plan on the Property. As used hereinafter, the term site plan includes any application for approval of a site plan or site plan amendment in accordance with applicable County ordinances.

5. Housing Affordability. In addition to the ADUs and the UHNUs to be provided in accordance with Proffers 3 and 4, a variety of lot and unit sizes shall be provided within the Property to address the County's housing affordability/attainability goals as follows:
 - a. SFA Dwelling Units shall range in size between 20 feet and 24 feet in width;
 - b. A minimum of two for-sale rear load SFA Dwelling Units shall be ADUs; and
 - c. A minimum of two for-sale front load SFA Dwelling Units shall be ADUs.

HOMEOWNERS ASSOCIATION

6. Homeowners Association, Generally. The Property shall be subject to one homeowners association (the "HOA"). The HOA shall establish covenants, declarations, restrictions and related governance documents necessary to implement this proffer, to regulate use of property, and to provide standards for construction and landscaping within the Property (the "Covenants"). All property owners on the Property shall be a member of the HOA and the entire Property shall be subject to the HOA Covenants. The HOA shall be established to own and maintain common property and facilities and provide standards for the landscaping and use of privately-owned land and structures within the Property. Concurrently with the submission of the first record plat or first site plan for any portion of the Property, documents for the establishment of the HOA shall be submitted to the County for review and approval. The HOA shall be established and the associated Covenants shall be recorded in the Land Records of Loudoun County Circuit Court prior to, or concurrently with, the approval of the first record subdivision plat creating residential lots on the Property.
7. General Responsibilities. In addition to any other responsibilities of the HOA set forth elsewhere in these Proffers, the HOA shall own and maintain all common areas, open space, and active recreation areas on the Property; shall provide for trash removal and recycling services; and shall provide for snow removal and street light maintenance, where applicable, on all private streets. The HOA shall also be responsible for the maintenance of all common recreational facilities, all storm drainage and stormwater management easements and facilities not maintained by the County, all private streets on the Property,

and all pedestrian and bicycle facilities and connections on the Property located outside of public road right-of-way and not otherwise maintained by the County or the Virginia Department of Transportation ("VDOT").

8. Garage Conversions. The conversion of any garage space within or serving any dwelling unit to any use that precludes the parking of operable vehicles shall be prohibited. In addition, the recorded HOA Covenants shall include a covenant which prohibits the conversion of any garage space within or serving any dwelling unit on the Property to any use that precludes the parking of operable vehicles. However, this limitation shall not preclude temporary use of any garage by the builder/developer for sales office, construction office or storage purposes prior to the commencement of the residential use of the dwelling unit. Any garage space used for a sales office, construction office or storage purposes shall be converted back to garage space prior to the settlement of a residential sale of that dwelling unit.
9. Building Design. The front and side facades of the dwelling units directly facing Mountain View Drive shall consist of quality masonry materials, such as brick or stone, covering at least 30 percent of the façade. This percentage shall be an average of the total façade of each row of dwelling units directly facing Mountain View Drive. The type and amount of masonry materials shall be depicted on the applicable building plans for the facades of the dwelling units directly facing Mountain View Drive. The dwelling units facing Mountain View Drive shall be rear loaded. Articulation shall be provided on the front and side facades of all other dwelling units constructed on the Property. Articulation shall be defined as including one or more of the following: (i) indentations, (ii) offsets, or (iii) a masonry water table. Rear elevations may consist of one building material but may include balconies or decks to provide articulation. Building elevations and architectural drawings shall be submitted with each site plan or record plat for the Property.
10. Universal Design. In addition to any Virginia Statewide Building Code requirements, the following Universal Design Options shall be offered at the time of initial purchase and installed at the purchaser's sole cost prior to the issuance of an occupancy permit for each residential dwelling unit on the Property:
 - a. Blocking for reinforcement of fall grab bars;
 - b. Front entrance doors that are a minimum of 36 inches wide;
 - c. Electrical outlets that are a minimum of 18 inches high on the wall;
 - d. Light switches and thermostats that are located a maximum of 48 inches high on the wall. Thermostats shall be relocated to a maximum of 48 inches high on the wall at the request of the original home purchaser at the time of sale;
 - e. Lever door handles instead of door knobs;

- f. A curb-less shower or a shower with a maximum two inch high curb;
- g. A turning radius of five feet near the first floor bathroom commode;
- h. Americans with Disabilities Act-compliant grab bars in the bathrooms; and
- i. A first floor bathroom console sink in lieu of a cabinet-style vanity.

TRANSPORTATION

11. Roadways. All private streets and connections to public streets built on the Property shall be designed and constructed in accordance with VDOT standards and/or County standards as set forth in the Facilities Standards Manual ("FSM"), as applicable, or with such modified standards as may be approved by VDOT or the County. Private streets shall be constructed in accordance with Section 3-511 (A) of the Zoning Ordinance. The maintenance of private streets shall not be the responsibility of the County or VDOT.
12. Transit Contribution. The Owner shall make a one-time cash transit contribution in the amount of \$1,000.00 per market-rate dwelling unit. The amount of the said transit contribution payable for each market-rate dwelling unit, adjusted pursuant to Proffer 36, shall be calculated at the time of the approval of the zoning permit for each said unit and shall be payable prior to the issuance of the occupancy permit for each such unit. Said contributions shall be payable to the County and deposited in a Transit/Rideshare Trust Fund or otherwise used by the County to support transit services as described in the 2019 Countywide Transportation Plan within the Dulles Planning Subarea.
13. Regional Road Contribution. The Owner shall make a one-time regional road cash contribution in the amount of \$6,000.00 per market-rate dwelling unit. The amount of the said regional road contribution payable for each market-rate dwelling unit, adjusted pursuant to Proffer 36, shall be calculated at the time of the approval of the zoning permit for each said unit and shall be payable prior to the issuance of the occupancy permit for each such unit. Said contributions shall be payable to the County and used by the County for road, transportation and/or off-site pedestrian network improvements in the vicinity of the Property.
14. Mountain View Drive Right-of-Way Dedication. Prior to the approval of the first record plat, CPAP, or site plan on the Property, whichever is first in time, the Owner shall dedicate 25 feet of right-of-way from the existing centerline of Mountain View Drive along the Property frontage, as shown on Sheet 7 of the CDP, to accommodate roadway and sidewalk improvements pursuant to these Proffers.
15. Mountain View Drive Improvements. The Owner shall improve Mountain View Drive in the location depicted on Sheet 7 of the CDP as "MOUNTAIN VIEW DRIVE

IMPROVEMENTS – TYPICAL SECTION”, from the western boundary of the Property to Poland Road (the “Mountain View Drive Improvements”). The Mountain View Drive Improvements shall be completed in accordance with County and VDOT standards, as applicable, and shall be bonded prior to approval of the first record plat, CPAP, or site plan for the Property, and such Mountain View Drive Improvements shall be completed and open for use, but not necessarily accepted by VDOT, prior to the issuance of the first occupancy permit on the Property.

16. Mountain View Drive Sign Installation. Subject to VDOT approval, the Owner shall, prior to the issuance of the occupancy permit for the first residential dwelling unit on the Property, post four signs within the Mountain View Drive public right-of-way with language such as, but not limited to, “No Parking”, “Dead End” and “Children at Play”, in the general locations shown on Sheet 7 of the CDP as “Traffic Calming/No Parking Signs”. Said signs shall be maintained by the County or VDOT.

PEDESTRIAN CONNECTIVITY

17. Sidewalks and Crosswalks. The Owner shall install a pedestrian circulation system as depicted on Sheet 7 of the CDP as “PROPOSED 5’ CONCRETE SIDEWALK”, “PROPOSED 10’ ASPHALT TRAIL”, and “PROPOSED CROSSWALK”, in accordance with the regulations provided in the FSM. The sidewalks and crosswalks shall be bonded for construction/installation prior to the approval of the first record plat for the Property. Installation of these sidewalks and crosswalks shall be completed in conjunction with the development of the adjacent residential dwelling units and the construction of the adjacent streets and infrastructure. Sidewalks and/or pedestrian pathways shall be located either completely within public rights-of-way or completely outside the public rights-of-way within public access easements granted to the County, except as otherwise approved by the County and/or VDOT, as applicable, provided that transitions between the two may be necessary at road crossings and other areas.
18. Mountain View Drive Sidewalk. A five-foot wide sidewalk shall be installed on-site and off-site along the northern side of Mountain View Drive between the western Property boundary and Poland Road, as depicted on Sheet 7 of the CDP and labeled “PROPOSED 5’ CONCRETE SIDEWALK”. This sidewalk shall be located either completely within the public right-of-way or completely outside of the public right-of-way within public access easements granted to the County, at no public cost, provided that transitions between the two may be necessary at road crossings and other areas, if applicable. This sidewalk shall be constructed in accordance with VDOT standards or the FSM, as applicable. If located on site within a public access easement, then this sidewalk shall be maintained by the HOA. Prior to any construction of the sidewalk in the public right-of-way, the Owner shall obtain VDOT approval of the sidewalk and provide said approval to the County. This sidewalk shall be bonded prior to the approval of the first CPAP, site plan, or record plat, whichever occurs first, and shall be constructed and open for use, although not required to be accepted for

VDOT maintenance, prior to issuance of the occupancy permit for the first residential dwelling unit on the Property.

19. Mountain View Drive Western Off-site Sidewalk. A five-foot wide sidewalk shall be installed off-site along the northern side of Mountain View Drive from the western Property boundary extending along all or portions of the frontages of PINs: 128-29-4179 and 129-28-3895, as generally depicted on Sheet 7 of the CDP and labeled "PROP. OFF-SITE CONCRETE SIDEWALK". The final location of this sidewalk shall be determined in conjunction with the adjacent property owner. This sidewalk shall be located completely outside of the public right-of-way within public access easements granted to the County, at no public cost. This sidewalk shall be constructed in accordance with VDOT standards or the FSM, as applicable, and shall be maintained by the HOA until such time as these adjacent properties are resubdivided or redeveloped and the maintenance of the sidewalk by others is approved by the County. This sidewalk shall be bonded prior to the approval of the first CPAP, site plan, or record plat, whichever occurs first, and shall be constructed and open for use, prior to issuance of the occupancy permit for the first residential dwelling unit on the Property.
20. Mountain View Drive Pedestrian Crossing. As depicted on Sheet 7 of the CDP and labeled as "PROPOSED CROSSWALK" the Owner shall, at no public cost, construct a pedestrian crossing with crosswalk across Mountain View Drive at the intersection with Poland Road. Said pedestrian crossing shall be subject to VDOT and Department of Transportation & Capital Infrastructure ("DTCI") approval and shall be designed and constructed in accordance with VDOT and/or FSM standards. Said pedestrian crossing shall be bonded prior to approval of the first record plat or site plan, whichever is first in time, for any portion of the Property, and shall be constructed prior to the issuance of the first occupancy permit on the Property.
21. Off-Site Right-of-Way Acquisition. The Owner shall make good faith efforts to acquire any off-site right-of-way and/or easements necessary for the road or pedestrian improvements identified in these Proffers. The Owner shall advise the County of such acquisition efforts and shall, to the best of its ability, attempt to acquire such off-site rights-of-way and/or easements without the need for eminent domain proceedings. Where right-of-way and/or easements necessary for such proffered road or pedestrian improvements cannot be obtained despite such good faith efforts, including through: (i) voluntary donation or proffer to the County; or (ii) purchase by the Owner at a fair market value, the Owner shall request that the County acquire such right-of-way and/or easements by appropriate eminent domain proceedings by the County, with all costs associated with the eminent domain proceedings to be borne by the Owner, including, but not limited to, land acquisition costs and appraisal fees. The initiation of such eminent domain proceedings shall be solely at the discretion of the County.

If any necessary off-site right-of-way and/or easements cannot be acquired by the Owner and the County chooses not to exercise its right of eminent domain to acquire said right-

of-way within nine months of request by the Owner, the Owner shall be released from the obligations to acquire such right-of-way.

PROPERTY AMENITIES

22. Active Recreation. As indicated in the Active Recreation Space Tabulation table on Sheet 6 of the CDP, the Owner shall provide a minimum of 21,500 square feet of active recreation space on the Property. The Owner shall provide four separate active recreation space areas on the Property as follows:
- a. Active Recreation Space 1. The Owner shall provide a minimum of 3,500 square feet of active recreation space in the location labeled as “ACTIVE REC. SPACE 1 & POTENTIAL UNDERGROUND SWM/BMP” on Sheet 6 of the CDP (“Active Recreation Space 1”). The Active Recreation Space 1 shall include, but not be limited to, an open play area and a minimum of six benches, as permitted by the Zoning Ordinance definition for active recreation space. The Active Recreation Space 1 shall be constructed and available for use prior to the issuance of an occupancy permit for the 33rd residential unit on the Property.
 - b. Active Recreation Space 2. The Owner shall provide a minimum of 11,500 square feet of active recreation space in the location labeled as “ACTIVE REC. SPACE 2” on Sheet 6 of the CDP (“Active Recreation Space 2”). The Active Recreation Space 2 shall be available for use by residents of the Property and the surrounding residential communities and shall include, but not be limited to, a community lawn, a minimum 2,500 square foot tot lot, six benches, and a minimum of four picnic tables, as permitted by the Zoning Ordinance definition for active recreation space. The Active Recreation Space 2 shall be constructed and available for use prior to the issuance of an occupancy permit for the first residential unit on the Property.
 - i. Public Access Easement. The Active Recreation Space 2 shall be located within a public access easement in a form approved by the County Attorney and granted to the County at no public cost prior to or concurrent with approval of the first record plat, site plan, or CPAP application submitted for the Property, whichever is first in time.
 - c. Active Recreation Space 3. The Owner shall provide a minimum of 4,000 square feet of active recreation space in the location labeled as “ACTIVE REC. SPACE 3” on Sheet 6 of the CDP (“Active Recreation Space 3”). The Active Recreation Space 3 shall include, but not be limited to, a minimum of four benches, a 20-foot by 20-foot covered pavilion with a pitched roof, and a picnic area with a minimum of four picnic tables (which may be located within the pavilion), as permitted by the Zoning Ordinance definition for active recreation space. The Active Recreation Space 3 shall be constructed and available for use prior to the issuance of an occupancy permit for the 33rd residential unit on the Property.

- d. Active Recreation Space 4. The Owner shall provide a minimum of 2,500 square feet of active recreation space in the location labeled as “HOA COMMUNITY GARDEN AND/OR OPEN PLAY AREA AND/OR ACTIVE RECREATION AS PERMITTED BY THE ZONING ORDINANCE ACTIVE REC. SPACE 4” on Sheet 6 of the CDP (“Active Recreation Space 4”). The Active Recreation Space 4 may include a community garden with raised garden beds, an open play area, or any other active recreation use as permitted by the Zoning Ordinance definition for active recreation space. The Active Recreation Space 4 shall be constructed concurrently with the adjacent residential units and shall be available for use prior to the issuance of the first occupancy permit for said units.
 - e. Maintenance of Active Recreation Spaces. The four active recreation spaces identified in Proffer 22 shall be owned and maintained by the HOA. Said active recreation spaces and the facilities and amenities to be constructed or placed within said areas shall be bonded for construction in conjunction with each record plat, site plan, or CPAP application depicting said active recreation space.
 - f. Subsequent Changes. Once the required recreational facilities and amenities are constructed or placed within said Active Recreation Spaces as required pursuant to this proffer, the HOA shall be permitted to change the active recreation amenity contemplated by this proffer without the need to process a Zoning Concept Plan Amendment, so long as the Property continues to meet the minimum active recreational space required by these Proffers, the alternative active recreation amenity meets the definition of active recreation space under the Zoning Ordinance, and the alternative Active Recreation Space is in substantial conformance with these Proffers as determined by the Zoning Administrator. Prior to any such change, the Owner or HOA, as applicable, shall submit a written request to the Zoning Administrator of the contemplated change for review and approval.
23. Bicycle Infrastructure. The Owner shall provide a minimum of two bicycle racks on the Property each of which shall accommodate a minimum of six bicycles. The location of said bicycle racks shall be as generally shown on Sheet 7 of the CDP and labeled as “PROPOSED BIKE RACK”. Said bicycle racks shall be required to be maintained by the HOA. The bicycle racks shall be depicted on, and bonded for construction prior to approval of, the first CPAP, record plat or site plan application for the Property, and available for use prior to the issuance of the occupancy permit for the 20th residential unit located on the Property.
24. Exterior Lighting. All lighting fixtures used in parking areas and on building exteriors on the Property shall be (i) fully shielded and fully cutoff, as defined by the Illuminating Engineering Society of North America (IESNA), (ii) directed downward and inward to the Property, and (iii) designed and installed to prevent glare onto adjacent properties and streets. The lighting details shall be depicted on the first site plan or CPAP approved for

the Property, whichever is first in time. This lighting provision does not apply to exterior signage lighting which shall be provided in conformance with the signage standards listed in Section 5-1200 of the Zoning Ordinance.

25. Screening For Trash Collection and Mechanical Units. All dumpster pads and other trash collection areas shall be established in accordance with the Zoning Ordinance and the FSM. All dumpster pads and other trash collection areas shall be enclosed by architectural elements compatible with building façade architecture, fencing, or other buffering and screening so as to be screened from view from any public rights-of-way or adjacent property. Any mechanical units or equipment placed on the rooftop of buildings shall be screened from view from any adjacent public rights-of-way or adjacent property by architectural features compatible with building façade architecture. Such architectural elements, fencing, or other buffering and screening shall be depicted on each site plan and CPAP application for the Property.
26. Water & Sewer. The Property shall be served by public central water supply and public central sanitary sewer systems. The Owner shall construct and install all water and sewer extensions to the Property and shall provide all connections necessary for development of the Property at no cost to the County or to the Loudoun County Sanitation Authority ("Loudoun Water"). Such water and sanitary sewer extensions and connections shall be constructed and installed in accordance with Loudoun Water standards. The Owner shall acquire any offsite easements, if needed, to extend public water and/or sanitary sewer lines to the Property and shall dedicate such easements to Loudoun Water at no cost to the County or to Loudoun Water.
27. Existing Wells and Drainfields. Unless otherwise proposed for irrigation purposes as approved by the Loudoun County Health Department, any existing wells and drainfields located on the Property shall be abandoned prior to approval of the first zoning permit for the Property in accordance with Loudoun County Health Department standards and requirements then in effect.

CAPITAL FACILITIES

28. Capital Facilities Contribution. The Owner shall make a one-time capital facilities cash contribution to the County in the amount of \$40,500.12 for each market-rate dwelling unit on the Property. The amount of the said capital facilities contribution payable for each market-rate dwelling unit, adjusted pursuant to Proffer 36, shall be calculated at the time of the approval of the zoning permit for each said unit and shall be payable prior to the issuance of the occupancy permit for each such unit. Said capital facilities contribution funds may be used at the County's discretion within the Dulles Planning Subarea.
 - a. Potential Use Of Capital Facilities Contribution. At the County's discretion, and in addition to the use of funds as identified above, the County may utilize any funds provided as a result of contributions made as a result of Proffer 28, in whole or in

part to facilitate construction of off-site improvements identified by the Mountain View Drainage Study identified in Proffer 33.

ENVIRONMENTAL

29. Low Impact Development. The Owner shall provide a minimum of three Low-Impact Development ("LID") Best Management Practices to retain and treat stormwater on the Property. Such LID measures may include, but shall not be limited to, bioretention facilities/rain gardens, water quality swales, sheet flow to vegetative buffers, permeable pavement for parking spaces or any alternative LID practice proposed by the Owner and deemed to be acceptable to B&D. In selecting which LID measures to implement, the Owner shall consult with B&D to identify the LID measures deemed most likely to be effective based on the physical characteristics of the Property. The location of the LID measures shall be shown on the first construction plan, site plan, or record plat, whichever is first in time, for the Property.
30. Native Species. The Owner shall use Virginia native species for all landscaping (80 percent for shrubs and 100 percent for trees), with an emphasis on Northern Virginia species, including, but not limited to, oaks, dogwoods, redbuds, American hollies, Red maple, and American sycamore, or other drought tolerant, regionally appropriate trees in accordance with the FSM throughout the Property, provided that the Owner reserves the right, in consultation with and approval by the County Urban Forester, to modify as part of site plan approval, the exact species to be used in order to meet FSM requirements, or if some plant materials are not available, or not available in the quantities required for the project, or have been deemed by the County Urban Forester to no longer be appropriate. The Owner shall consult with the County Urban Forester to select appropriate Virginia indigenous native species for said areas prior to approval of any landscape plans for the Property.
31. Tree Conservation Areas. Within the areas identified on Sheets 6 and 8 of the CDP as "TREE CONSERVATION AREA" the Owner shall preserve healthy trees provided, however, that trees may be removed to the extent necessary for the construction of trails, passive recreation uses, and stormwater management facilities, either above ground or below ground, that are required pursuant to these Proffers and/or shown on the approved CPAPs as lying within such Tree Conservation Areas and for the construction of utilities necessary for development of the Property. Notwithstanding the previous sentence, a minimum of 80 percent of the canopy within the cumulative Tree Conservation Area depicted on the CDP shall be preserved, exclusive of stands of Virginia Pine over 25 years in age. In the event that the 80 percent canopy threshold cannot be achieved within the designated Tree Conservation Areas, such lost canopy shall be recaptured elsewhere onsite in locations to be designated at the discretion of the Owner in consultation with the County. Boundaries of all Tree Conservation Areas shall be clearly marked and protected in the field prior to land disturbing activities in accordance with the FSM and shall be delineated

on each CPAP, record plat, or site plan application containing any portion of a Tree Conservation Area.

If, during construction on the Property, it is determined by the Owner's certified arborist and/or the County that any healthy tree located within the boundaries of any of the Tree Conservation Areas described in this proffer has been damaged during construction and shall not survive, then, prior to bond release on any section containing or immediately adjacent to a Tree Conservation Area, the Owner shall remove each such tree and replace each such tree with two one-inch caliper native, non-invasive deciduous trees. The species of such replacement trees shall be determined by the Owner's certified arborist or landscape architect in consultation with the County Urban Forester or Zoning Administrator. The placement of the replacement trees shall be proximate to the area of each such damaged tree so removed, or in another area as requested by the County. Should the Owner be required to provide above ground stormwater facilities, the Owner reserves the right to encroach into the Tree Conservation Area as shown on Sheet 6 of the CDP and shall comply with the canopy replacement provisions of this Proffer.

The HOA Covenants shall include a provision that prohibits cutting and removal of trees in Tree Conservation Areas, as shown on the record plat, after construction has been completed by the Owner without specific permission of the County Urban Forester or Zoning Administrator. Trees may be removed within Tree Conservation Areas as necessary to accommodate Tree Risk Mitigation and or Forest Management Techniques, performed by or recommended by a professional forester or certified arborist, that are necessary to protect or enhance the viability and regeneration potential of the canopy, in consultation with the County Urban Forester or Zoning Administrator. Such Forest Management Techniques may include such actions as, without limitation, removal of invasive species, and cutting of trees uprooted or damaged by extreme weather conditions, and trees or limbs that are diseased, insect-infested, dead, or are considered a hazard to life or property. The HOA Covenants shall clearly state that such provisions prohibiting tree removal shall not be amended by the Owner or the HOA without written approval from the County. All record plat, CPAP, and/or site plan, applications for each portion of the Property containing a Tree Conservation Area shall contain a note stating that the removal of trees within a Tree Conservation Area is prohibited except in accordance with the HOA Covenants and these Proffers.

32. Specimen Trees. The Owner shall engage a Certified Arborist, Urban Forester, or Landscape Architect to prepare a tree preservation plan for the two specimen trees ("Specimen Trees") identified as T1 and T2 as on Sheet 8 of the CDP in accordance with Loudoun County's FSM. The tree preservation plan shall be provided to the County for review and approval prior to the approval of the first CPAP, site plan, or record plat for the Property. Such tree preservation plan shall identify the tree protection measures that shall be employed to protect the Specimen Trees during construction activities, which measures shall include, without limitation, providing for (i) placing of fencing outside the Critical Root Zone ("CRZ") of such Specimen Trees, (ii) avoiding construction activities within

such CRZ to the greatest extent possible, and (iii) requiring that CPAPs for all permitted improvements on the Property shall clearly define the limits of the CRZ and that the limits of the CRZ shall be clearly marked in the field. If construction activities within the CRZ of the Specimen Trees are unavoidable or unintentional encroachments occur, then the Owner and/or their Certified Arborist or Urban Forester shall develop a remediation/replacement plan in conjunction with the provisions of Proffer 31 above to be approved by the County Urban Forester and implemented thereafter. In addition, any utility line that must be located within the CRZ of the Specimen Trees shall be installed using a boring technique supervised by a Certified Arborist. In the event any one of the Specimen Trees is damaged during construction and in the opinion of a Certified Arborist and/or the County Urban Forester cannot be saved, the Owner shall replace the damaged Specimen Tree with four 1-inch caliper native non-invasive deciduous trees. The placement of the replacement trees shall be proximate to the area of the damaged Specimen Tree so removed, or in another area as requested by the County Urban Forester or Zoning Administrator.

33. Mountain View Drainage Study Agreement. The Owner shall prepare and submit to the County the Mountain View Drainage Study (the “MVDS Study”) the scope of which has been proposed and coordinated with the County and is attached to these Proffers as “Exhibit A – Mountain View Drainage Study Agreement”, dated September 1, 2022, inclusive of Exhibit A-1: Mountain View (Limits of Hydrologic Analysis) and Exhibit A-2: Mountain View (Parcels Included in Limits of Detailed Drainage Study) both prepared by Bowman Consulting Group Ltd. and dated August 25, 2022 (collectively the “MVDS Study Agreement”). The MVDS Study shall be submitted concurrently with the first CPAP or site plan on the Property, whichever is first in time, and improvements identified as needed for the development of the Property in the analysis of the Downstream Parcels identified on Exhibit A-2 shall be incorporated into such site plan or CPAP, as applicable. If any off-site improvements are recommended by the MVDS Study to improve pre-existing drainage conditions that are found to be not directly attributable to the development of the Property, such recommendations shall be considered informational in nature and such improvements, if any, shall not be the responsibility of the Owner.

FIRE & RESCUE

34. Fire and Rescue Contribution. The Owner shall make a one-time contribution of \$143.19 per dwelling unit on the Property to the County for distribution by the County to the volunteer fire and rescue companies providing service to the Property. The amount of the said contribution payable for each dwelling unit, adjusted pursuant to this Proffer 34, shall be calculated at the time of the approval of the zoning permit for each said dwelling unit and shall be payable prior to the issuance of the occupancy permit for each such dwelling unit. The amount of the contribution shall be adjusted on a yearly basis from the base year of 2022 and change effective each January 1 thereafter, in accordance with changes to the Consumer Price Index, for all urban consumers (CPI-U), 1982-1984=100 (not seasonally adjusted), as published by the Bureau of Labor Statistics, U.S. Department of Labor, for

the Washington-Arlington-Alexandria, DC-VA-MD-WV Consolidated Metropolitan Statistical Area (the "CPI"). Contributions pursuant to this paragraph shall be divided equally between the fire and rescue companies providing service to the Property. Notwithstanding the foregoing, if at the time of the application for a zoning permit, the primary servicing fire and rescue companies do not utilize, to any significant extent, either volunteer staff or apparatus owned by a volunteer organization, then Owner may elect to make no contribution. The intent of this provision is to support volunteer fire and rescue staffing and operations so long as any significant element of the primary provider of fire and rescue services to the Property is volunteer owned or operated. If only one of these services has ceased to utilize volunteer staff or apparatus, then the contribution may be halved and shall be provided to the remaining company.

CONSTRUCTION REQUIREMENTS

35. Construction Traffic Management. Prior to approval of a record plat, site plan, or CPAP application for any construction on the Property, the Owner shall prepare and implement a construction traffic management plan to provide safe and efficient pedestrian and vehicle circulation at all times on the Property and on the roadways between the southern boundary of the Property and Poland Road. This traffic management plan shall identify anticipated construction entrances, construction staging areas, construction vehicle routes and procedures for coordination with the Mountain View Drive property owners and VDOT concerning construction material deliveries, lane or street closures, and/or other construction related activities to minimize disturbance on the surrounding street network. A copy of the construction traffic management plan shall be provided to the Zoning Administrator, the district supervisor (or their designated representative) from the Board of Supervisors, and the designated representative for the Mountain View Drive property owners for informational purposes only prior to the commencement of construction. The Owner shall inform all contractors and subcontractors of the plan for the routing of construction trucks and signs identifying such construction truck routes shall be posted at all construction entrances on the Property.

MISCELLANEOUS

36. Escalation Clause. All cash contributions set forth in these Proffers shall be adjusted on a yearly basis from the base year of 2022 and change effective each January 1st thereafter, in accordance with changes in the CPI.
37. Construction. The Zoning Administrator may grant an extension to any dates or events provided in these Proffers by which time a commitment must be fulfilled if the Zoning Administrator determines that an extraordinary, unforeseeable event or circumstance beyond the control of the Owner has prevented the fulfillment of the Owner's obligations under these Proffers within the stated time period upon the Owner securing fulfillment of such commitment by providing a bond or other adequate surety deemed satisfactory by the Zoning Administrator.

38. Successors and Assigns. These Proffers shall bind and inure to the benefit of the Owner and its successors and assigns.

The undersigned hereby warrants that all owners with any legal interest in the Property have signed this Proffer Statement, that no signature from any additional party is necessary for these Proffers to be binding and enforceable in accordance with their terms, that they have full authority to bind the Property to these conditions, and that the Proffers are entered into voluntarily.

[SIGNATURES ON NEXT PAGE]

TITLE OWNER OF Loudoun County Tax Map
#107////////1A (PIN 128-39-6515)

43474Mountainviewdr LLC,
a Virginia limited liability company

By: [Signature]

Name: Sujith MARAM

Its: Manager / Partner

COMMONWEALTH/STATE OF Virginia

COUNTY/CITY OF Loudoun

The foregoing Proffer Statement was acknowledged before me this 6th day of September, 2022, by Sujith Maram as Owner of 43474Mountainviewdr LLC, whose name is signed to the forgoing Proffer Statement, has acknowledged the same before me.

Gerard Wazek
Notary Public

My Commission Expires: 07/31/2025

Notary Registration # 8012855

[SIGNATURES END]

Gerard Wazek
GERARD GUREVICIUS WALKER
NOTARY PUBLIC-8012855
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES JULY 31, 2025
Loudoun VA

TITLE OWNER OF Loudoun County Tax Map
#107///6/////3/ (PIN 128-39-9805)

43500MountainViewDr LLC, a Virginia limited
liability company

By: [Signature]

Name: Sujith HARAH

Its: Manager / Partner

COMMONWEALTH/STATE OF Virginia

COUNTY/CITY OF Loudoun

The foregoing Proffer Statement was acknowledged before me this 6th day of
September, 2022, by Sujith maran as Owner
of 43500MountainViewDr LLC, whose name is signed to the forgoing Proffer Statement, has
acknowledged the same before me.

Gerard Walker

Notary Public

My Commission Expires: 07/31/2025

Notary Registration # 8012855

Gerard Walker
GERARD GUREVICIUS WALKER
NOTARY PUBLIC-8012855
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES JULY 31, 2026
Loudoun VA

Exhibit A

September 1, 2022

Mountain View Drainage Study Agreement (the "Agreement")

This Agreement is made by 43500MOUNTAINVIEWDR LLC, the owner of property identified as PIN 128-39-9805 (Tax Map #107///6////3/) and 43474MOUNTAINVIEWDR LLC, the owner of property identified as PIN 128-39-6515 (Tax Map #107////////1A) (collectively, 43500MountainViewDr LLC and 43474Mountainviewdr LLC are hereinafter referred to as the "**Owner**") composed of approximately 6.33 acres of land (collectively, the "**Property**").

The Owner, in order to identify the extent of existing drainage problems (including ponding water, flooding, and lack of overland relief) downstream of the Property solely within the context of and subject to approval of ZMAP-2020-0012, and to aid the County in determining an effective stormwater management strategy for the Property, will prepare a drainage study as identified and described within this Agreement herein and below (hereinafter referred to as the "**Drainage Study**").

The Drainage Study's hydrologic analysis will consist solely of the area contributing to the culvert outfall below Tall Cedars Parkway onto PIN 128-18-1876 (Tax Map #106/C/2////H/), which shall be known as the Point of Interest (the "**POI**"). The POI and the LIMITS OF HYDROLOGIC ANALYSIS are further identified within the attached map exhibits to the Agreement; EXHIBIT A-2 MOUNTAIN VIEW (PARCELS INCLUDED IN LIMITS OF DETAILED DRAINAGE STUDY) and EXHIBIT A-1 MOUNTAIN VIEW (LIMITS OF HYDROLOGIC ANALYSIS), which were prepared by Bowman Consulting Group, Ltd., dated August 25, 2022 (collectively, hereinafter referred to as the "**MVDS Map**").

As shown on the MVDS Map, for the purposes of the Drainage Study and this Agreement, downstream parcels (the "**Downstream Parcels**") are further identified as PINs: 128-39-2465, 128-39-1454, 128-39-0143, 128-38-7349, 128-38-5832, 128-38-3710, 128-38-2102, 128-39-2228, 128-39-2818, and 128-39-3407, and are shaded in blue. Additionally, all other areas within the LIMITS OF HYDROLOGIC ANALYSIS that are not the Property or the Downstream Parcels are to be considered upstream of the Property (the "**Upstream Area**").

The Drainage Study will contain the following information and be submitted to the County to determine an effective stormwater management strategy for development of the Property, and for informational purposes to facilitate potential future offsite improvements that shall not be the responsibility of the Owner, in the drainage shed:

1. Analysis of existing drainage patterns contributing to the POI using hydrologic and hydraulic methods consistent with those required in the stormwater management technical criteria adopted in Chapter 1096 of the Loudoun County Codified Ordinance and Chapter 5 of the Facilities Standards Manual. The analysis will:
 - a. Delineate the total drainage area contributing to the POI defined above, as well as appropriate subdrainage areas within it, and develop a hydrologic model for the 10-year storm event that accounts for variable peak flow timing among sub-drainage areas (e.g., existing SWM facilities), contributing flow paths and existing obstructions located within the Downstream Parcels as identified on the MVDS Map.
 - b. Analyze stormwater runoff from areas draining to the POI from the Property along each flow path downstream to the POI to determine the extents of flow (width and depth), by providing detailed calculations (i.e., channel cross-section and culvert calculations) wherever there is a change in channel characteristics consistent with standard engineering practice and procedure. Cumulative peak flow rates will be determined at each study point within the hydrologic model.
 - i. Subject to owner permission for property access, topographic information will be based on field-run survey data from the Downstream Parcels identified on the MVDS Map. Where access permission is not granted, flown survey data will be used. Analysis and topographic information for the Upstream Area will use County GIS topo and approved and/or as-built plans for SWM facilities provided by the County.
 - c. Identify factors contributing to existing drainage concerns for the Downstream Parcels, including significant controlling factors, such as larger ponding areas above culverts, lack of positive drainage and flat slopes.
2. Post-development stormwater analysis that identifies potential drainage impacts from the proposed development on the Downstream Parcels to the POI, including the potential to exacerbate existing concerns identified in the Drainage Study.
 - a. Post-development hydrologic and hydraulic models will account for changes in peak flow timing among sub-drainage areas resulting from the proposed development of the Property, including any that might be caused by incorporation of structural stormwater measures, at each study point downstream of the Property in the existing conditions model.
 - b. Post-development models will analyze potential adverse impacts (e.g., ponding water or altered drainage divides) to adjoining properties of the Property resulting from placement of any fill on the Property and from increased flow volumes directly related to development of the Property.

3. Preparation of a stormwater management strategy that improves upon existing flooding concerns for the Downstream Parcels, by reducing the post-development 10-year peak flow rate below the pre-development rate at each of the study points determined above.
4. Identification of other offsite improvements that may improve drainage conditions for the Downstream Parcels that shall be considered information in nature and such improvements, if any, shall not be the responsibility of the Owner.

43500MOUNTAINVIEWWDR LLC

By: [Signature]
Title: Manager / Partner
Date: 09/06/2022

43474MOUNTAINVIEWWDR LLC

By: [Signature]
Title: Manager / Partner
Date: 09/06/2022

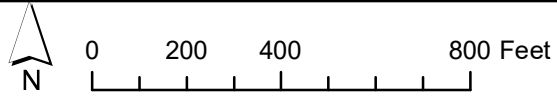
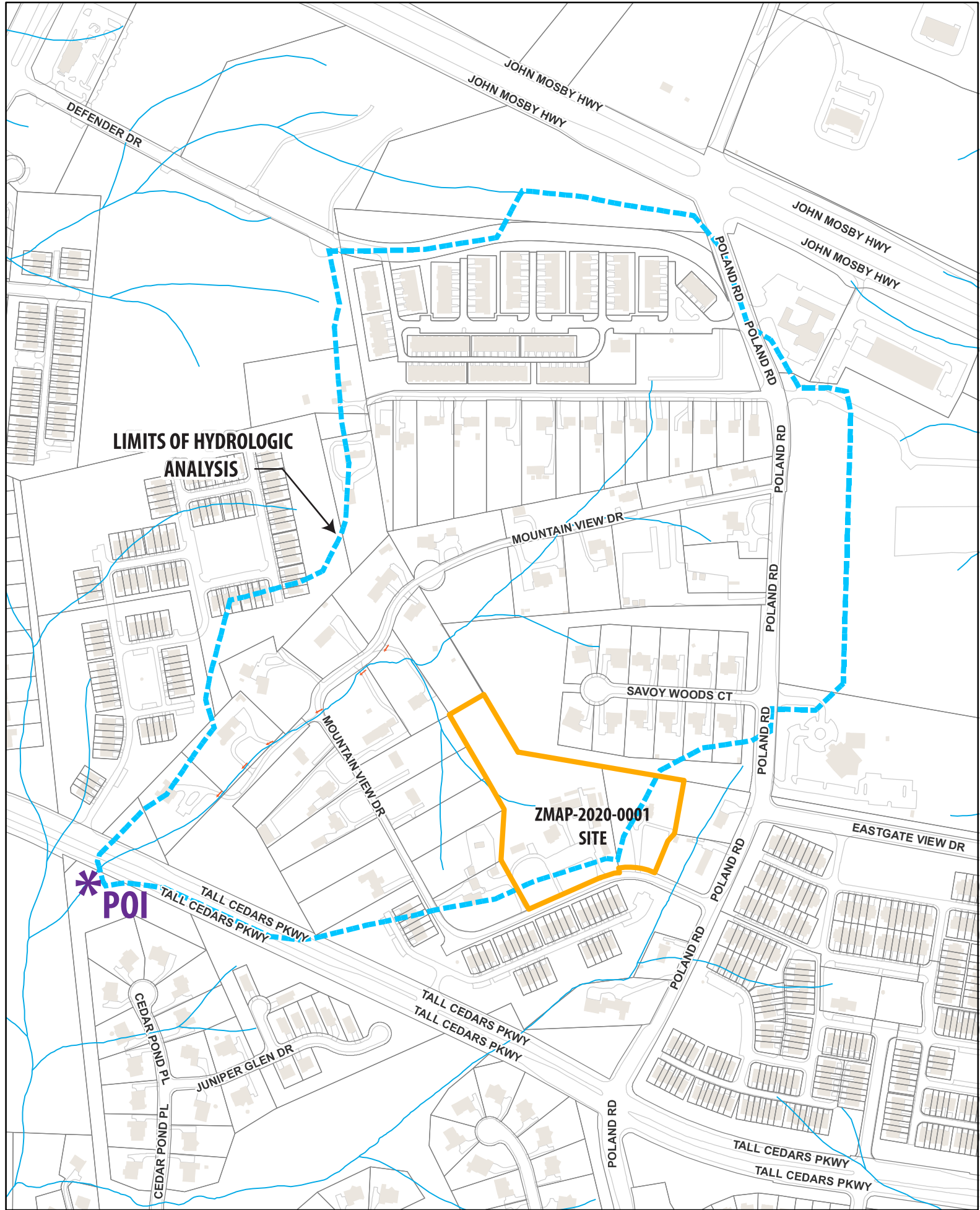
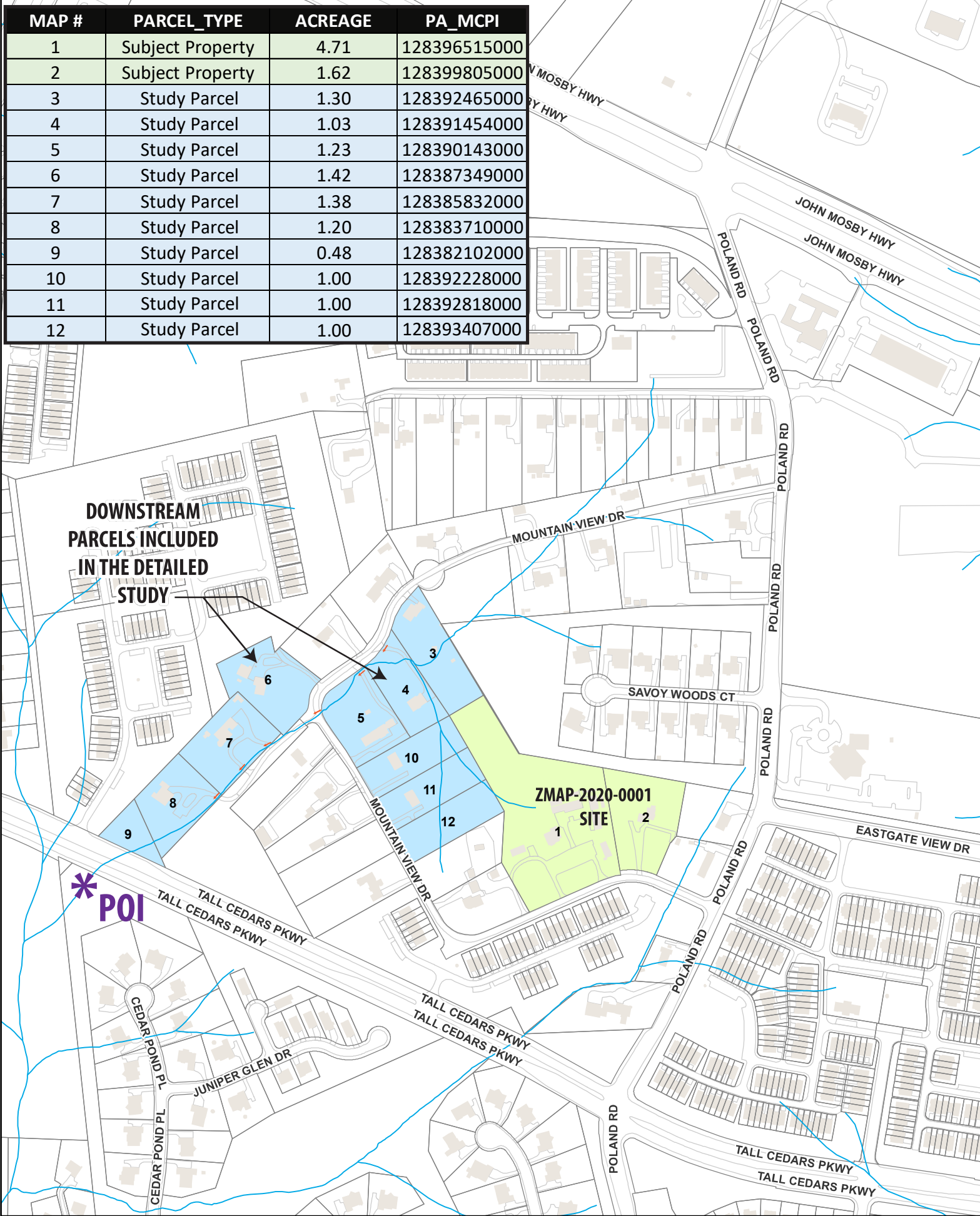


EXHIBIT A-1
MOUNTAIN VIEW
(LIMITS OF HYDROLOGIC ANALYSIS)

MAP #	PARCEL_TYPE	ACREAGE	PA_MCPI
1	Subject Property	4.71	128396515000
2	Subject Property	1.62	128399805000
3	Study Parcel	1.30	128392465000
4	Study Parcel	1.03	128391454000
5	Study Parcel	1.23	128390143000
6	Study Parcel	1.42	128387349000
7	Study Parcel	1.38	128385832000
8	Study Parcel	1.20	128383710000
9	Study Parcel	0.48	128382102000
10	Study Parcel	1.00	128392228000
11	Study Parcel	1.00	128392818000
12	Study Parcel	1.00	128393407000



**DOWNSTREAM
PARCELS INCLUDED
IN THE DETAILED
STUDY**

**ZMAP-2020-0001
SITE**

**EXHIBIT A-2
MOUNTAIN VIEW**

(PARCELS INCLUDED IN LIMITS OF DETAILED DRAINAGE STUDY)

8-25-2022