

PROFFER FORM

Date: October 1, 2013

ZMA 2012-00005 Hollymead Town Center Area A-1

Tax Map Parcel Numbers: 32-42A, 32-44 (portion), 32-45 (portion) and 46-5

31 Acres to be rezoned from PD-MC to PD-MC

Tax Map Parcel Numbers: 32-42A, 32-44 (portion), 32-45 (portion) and 46-5, comprising approximately 59.162 acres are subject to rezoning application ZMA 2010-00014 and to this Proffer Statement (the "Property"). The Property is described with more particularity on a plan entitled "ZMA Application Plan for PD-MC Portion of Hollymead Town Center Area A, Sheets A1, A2, A3, A4, A5, Exhibit A, and Exhibit B," approved September 12, 2007, hereinafter referred to as "the Project," prepared by Dominion Development Resources LLC, (the "Application Plan"). The Owner of the Property is Route 22, LLC, a Virginia limited liability company (the "Owner").

The Owner hereby voluntarily proffers that if the Albemarle County Board of Supervisors acts to rezone the Property to Planned Development Mixed Commercial (PD-MC) as requested, the Owner shall develop the Property in accord with the following proffers pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended, and pursuant to Section 33.3 of the Albemarle County Zoning Ordinance. These conditions are voluntarily proffered as part of the requested rezoning, and the Owner acknowledges that the conditions are reasonable. These proffers supersede those accepted in conjunction with ZMA 2005-015 provided that, if rezoning application ZMA 2010-00014 is denied, these proffers shall immediately be null and void and of no further force and effect, and the proffers accepted in conjunction with ZMA 2005-015 shall remain in full force and effect.

1. **Road Improvements** - To the extent not currently completed, the Owner shall design, construct and dedicate to public use for acceptance by VDOT, the following roads as provided herein:
 - A. **Design, construct and dedicate.** The road improvements listed below shall be constructed in accordance with road plans submitted by the Owner and approved by the Virginia Department of Transportation ("VDOT"). All of the foregoing improvements shall be constructed to VDOT design standards pursuant to detailed plans agreed to between the Owner, the County and VDOT. Except for Meeting Street and Town Center Drive as provided in Proffer 1A(3) below, the road plans will be submitted to VDOT and the County with the first site plan or subdivision plat, and will be constructed and accepted by VDOT within two years from the date of approval of the first site plan or subdivision plat, except as described in Proffer 1A(3) below:
 1. A continuous right turn lane on Route 29 southbound from the intersection of Town Center Drive to the southern boundary of Area A. This proffer, identified as Proffer 1A from ZMA 2005-00015, has been satisfied.
 2. An entrance to Route 29 southbound (right in / right out only) in the area to the south of building B, as shown on the Application Plan. This proffer, identified as Proffer 1C from ZMA 2005-00015, has been satisfied.
 3. Within one (1) year after the date of approval of this rezoning (ZMA 2005-00015), the following streets shall be completed:

Meeting Street from the intersection of Town Center Drive to the northern boundary of Area A. Meeting Street will have two northbound and two southbound travel lanes, one northbound and one southbound bicycle lane. Initially, one lane in each direction may be utilized as on-street parking.

Town Center Drive (previously Access Road A) from the eastern edge of the NMD zoning boundary at the intersection of Meeting Street to its intersection with State Route 606, also known as Dickerson Road. This section of Town Center Drive shall be constructed to accommodate two travel lanes, with a cross section approved by the County and VDOT in a minimum 60-foot wide right-of-way.

For purposes of this Proffer 1A(3), construction of each street shall be deemed complete when it is ready to be recommended by the Albemarle County Board of Supervisors for acceptance into the state-maintained system, and the owner has obtained from the County Engineer a written determination that the street is safe and convenient for traffic.

- B. Reserve and dedicate. The Owner shall reserve for dedication and dedicate to public use, upon the written request of the County, the right-of-way for Meeting Street from the intersection of Town Center Drive to the southern boundary of the Property. The land reserved and dedicated shall be at least the minimum width necessary to comply with applicable VDOT standards for the construction and maintenance of the road, and include all necessary easements. The right-of-way shall be dedicated within the period specified by the County, which period shall not be less than 90 days. If the right-of-way is not dedicated in conjunction with a subdivision plat, the Owner shall be responsible for the cost of a survey and preparing the deed to convey the right-of-way to the County.
2. Regional Transportation Study - The Owner shall contribute \$59,000.00 cash to the County or VDOT for the purposes of funding a regional transportation study for the Route 29 corridor. The \$59,000.00 cash contribution shall be made, prior to the first site plan approval for Area A-1. This proffer, identified as Proffer 2 from ZMA 2005-00015, has been satisfied.
3. Public Transit Stop Construction - The Owner has constructed one public transit stop within Hollymead Town Center Area A-1 and 2 benches shall be installed within 30 days after transit service is established to the transit stop-
4. Public Transit Operating Expenses - Within thirty days after demand by the County after public transportation service is provided to the Project, the Owner shall contribute \$50,000 cash to the County to be used for operating expenses relating to such service, and shall contribute \$50,000 cash to the County each year thereafter for a period of nine (9) additional years, such that the cash contributed to the County pursuant to this Proffer 4, shall total Five Hundred Thousand Dollars (\$500,000). The cash contribution in years two through ten shall be paid by the anniversary date of the first contribution.
5. Intersection Analysis - The Owner shall submit an analysis of the Conner Drive and Town Center Drive intersection with the first site plan for the Project. The analysis shall be prepared by a qualified traffic engineer for the purpose of determining when the intersection would need to be signalized. The analysis should take a five (5) year projection to determine, based on the submitted site plan, when the intersection would require a signal. The analysis shall be submitted for review and approval by the County Engineer. If that analysis concludes the need for the intersection to be signalized within the five (5) year projection period, the Owner shall pay for the cost of the signal and synchronization when VDOT determines the signal is needed. This proffer, identified as Proffer 5 from ZMA 2005-00015,

has been satisfied.

6. **Community Development Authority** - Upon the request of the County, the Owner shall petition for and consent to a Community Development Authority ("CDA") established pursuant to Section 15.2-5152, *et seq.* of the Code of Virginia ("Code") to be created for the purpose of financing, funding, planning, establishing, constructing, reconstructing, enlarging, extending, or maintaining (except to the extent VDOT maintains any public improvements) Route 29, and roads and other improvements associated therewith.
7. **Critical Slopes, Erosion and Sediment Control and Stormwater Management**
 - A. **Critical Slopes.** The Owner shall apply for critical slope waivers for any roads located in critical slopes governed by § 18-4.2 *et seq.* of the Albemarle County Code.
 - B. **Erosion and Sediment Control.** The Owner shall, to the maximum extent practicable as determined by the County's Program Authority, provide additional erosion and sediment controls to achieve a sediment removal rate of eighty percent (80%) for the Property. (As a reference, current regulatory structural measures achieve a 60% optimal removal rate.)
 - C. **Revegetation.** Within nine (9) months after the start of grading under any erosion and sediment control permit, permanent vegetation shall be installed on all the denuded areas, except for areas the Program Authority determines are otherwise permanently stabilized or are under construction with an approved building permit. A three (3) month extension for the installation of permanent vegetation may be granted by the Program Authority due to special circumstances including but not limited to weather conditions.
 - D. **Stormwater.** The Owner shall, to the maximum extent practicable as determined by the County's Program Authority, provide additional stormwater management to achieve a removal rate 20% better than would otherwise be required by the Water Protection Ordinance (Albemarle County Code § 17-100 *et seq.*) up to a maximum of an eighty percent (80%) removal rate for each phase.
8. **Greenway Dedication** - The Owner has dedicated in fee simple a minimum 4.5 acre "Greenway" to Albemarle County. The land dedicated as the Greenway is identified on the Application Plan as "Greenway Area dedication to Albemarle County," and shall include all flood plain area along Powell Creek. The Owner shall construct a greenway trail pursuant to the attached trail standard (Exhibit B) and identified by the yellow dashed line on the attached map (Exhibit C) from the detention pond to Meeting Street. Such trail shall be complete prior to the issuance of a Certificate of Occupancy for Buildings B or C. In the event Meeting Street is not constructed to intersection with greenway at time Certificate of Occupancy is required for Building B or C, Parks and Recreation shall determine the location for an alternate tie in. The owner shall design and construct stairs located in between Buildings B and C. Such stairs shall be subject to easement and approval of Rivanna Water & Sewer Authority. Stairs shall be 36" wide and constructed of natural material consistent with the trail standard. Final stair design shall be approved by Parks and Recreation. The trail and stairs will be deemed complete upon approval by Parks and Recreation. Due to terrain, stairs and trail shall not be built to ADA accessible standards.
9. **Greenway Connection** - Upon the request of the County, the Owner shall contribute \$50,000 cash to the County to provide pedestrian access to and costs for a signalized, at-grade pedestrian crossing across Route 29 to connect Hollymead Town Center with Hollymead Drive. The final location and construction elements for the trail shall be determined by the Director of Parks and Recreation in consultation with the County Engineer. The location for the at-grade crossing and signal shall be determined by the County Engineer in consultation with the Director of Parks and Recreation and

VDOT. This proffer, identified as Proffer 9 from ZMA 2005-00015, has been satisfied.

10. **LEED Standards for Core and Shell Development** - The Owner shall cause the commercial buildings in the Project to be designed and constructed to meet minimum standards for certification (twenty-three (23) credit points) under LEED Green Building Rating System for Core and Shell Development as set forth in the U.S. Green Building Rating System, Version 2.0, July 2006. Prior to the issuance of a building permit, the Owner shall submit a certification from a LEED certified architect to the Director of Community Development that the buildings meet LEED standards. Before the Owner requests that a certificate of occupancy for any building for which a licensed architect rendered such a certificate, the Owner shall submit to the County's Director of Community Development a written statement from the architect that the building was built to the plans on which the certificate was based.
11. **Additional Public Space** - The Owner shall construct a plaza area, as identified as "Plaza Amenity" on the Application Plan, within the Project of no less than 5,000 square feet for the purpose of public gathering and passive outdoor recreation. The plaza shall contain areas of permanent outdoor seating, a water feature, and landscaping, the design and construction which shall be subject to final site plan review and subject to the satisfaction of the Director of Planning.

WITNESS the following signature:

ROUTE 29 LLC

By: [Signature]
Wendell W. Wood
Operating Manager

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

The foregoing instrument was acknowledged before me this 1st day of October, 2013, by
Wendell W. Wood, Operating Manager for Route 29, LLC.

My Commission expires: April 30, 2017 [Signature]
Notary Public

Notary registration number: 102181



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