

BOARD OF SUPERVISORS

Agenda Item

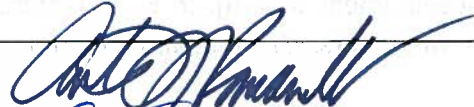

Meeting Date:	February 16, 2016
Title:	Consider a Proffer Amendment on 41.72 Acres, Zoned R-3, Urban Residential - High Density to Remove Phasing Requirement for Commercial Development
Department:	Planning and Zoning
Staff Contact:	Jeffrey A. Harvey, Director
Board Committee/ Other BACC:	Planning Commission
Staff Recommendation:	Approval
Budget Impact:	N/A
Time Sensitivity:	See Background Report

ATTACHMENTS:

1.	Background Report	7.	Land Use Action Request
2.	Proposed Ordinance O16-03 (Approval)	8.	Location Map
3.	Proposed Resolution R16-03 (Denial)	9.	Application and Related Materials
4.	Proposed Proffers (redlined) dtd 2/4/16	10.	Ordinance O04-40 with original proffers
5.	Proposed Proffers (signed) dtd 2/4/16	11.	PC Minutes dtd 9/11/13, 9/9/15, 11/18/15
6.	Property Boundary Exhibit Plat		

<input type="checkbox"/>	Consent Agenda	<input type="checkbox"/>	Other Business	<input checked="" type="checkbox"/>	Unfinished Business
<input type="checkbox"/>	Discussion	<input type="checkbox"/>	Presentation	<input type="checkbox"/>	Work Session
<input type="checkbox"/>	New Business	<input type="checkbox"/>	Public Hearing	<input type="checkbox"/>	Add-On

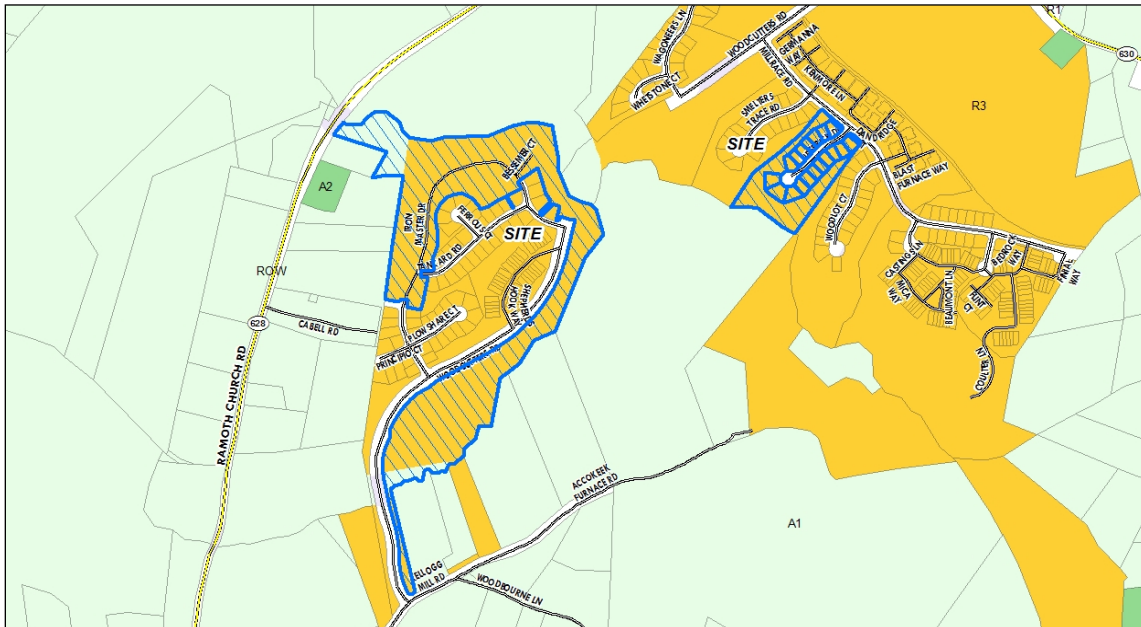
REVIEW:

X	County Administrator	
X	County Attorney	

DISTRICT:	Hartwood
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BACKGROUND REPORT

Stafford Associates Limited Partnership No. 2 (Applicant) is requesting an amendment to proffered conditions on 41.72 acres, zoned R-3, Urban Residential–High Density (Property), to amend two proffers that require improvements in Augustine South to permit continued development in Colonial Forge. The Applicant is proposing to delete phasing requirements for the construction of commercial development with the residential occupancy permits in Colonial Forge. In addition, the Applicant is requesting to delete the proffer requiring the construction of four ball fields on a 12-acre site in Augustine South. The proffers tie commercial and park phasing to the overall number of dwelling units in the Augustine development, including Augustine North and Central (Colonial Forge).

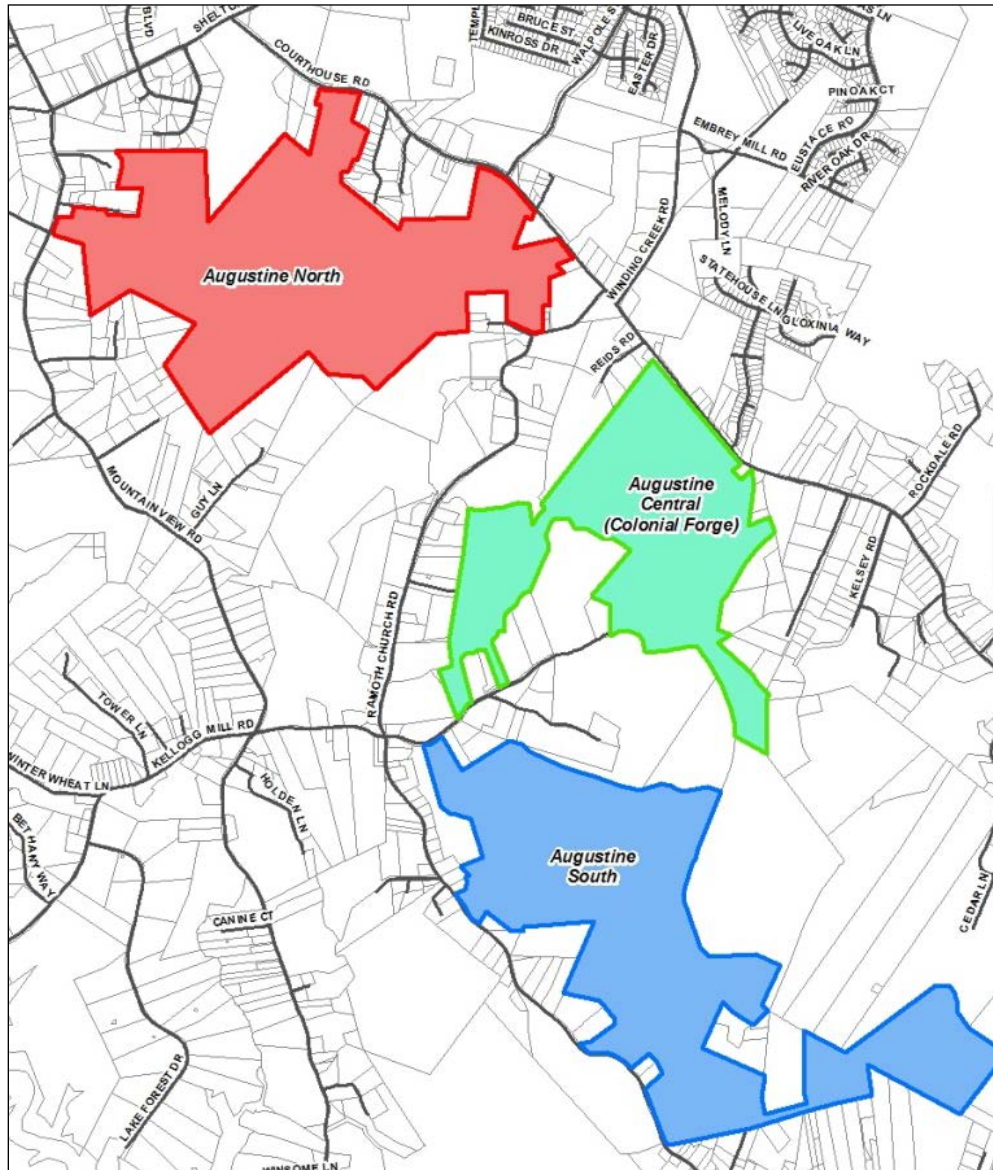


Current Zoning Map

Zoning History

In the 1990s, property known as Augustine was reclassified from the A-1, Agricultural and A-2, Rural Residential Zoning Districts to the R-1, Suburban; R-3, Urban Residential–High Density; B-2, Urban Commercial; and M-1, Light Industrial Zoning District with proffers. There were two subsequent amendments to the original proffers, the most recent occurring in 2004, pursuant to Ordinance 004-40 (Attachment 10).

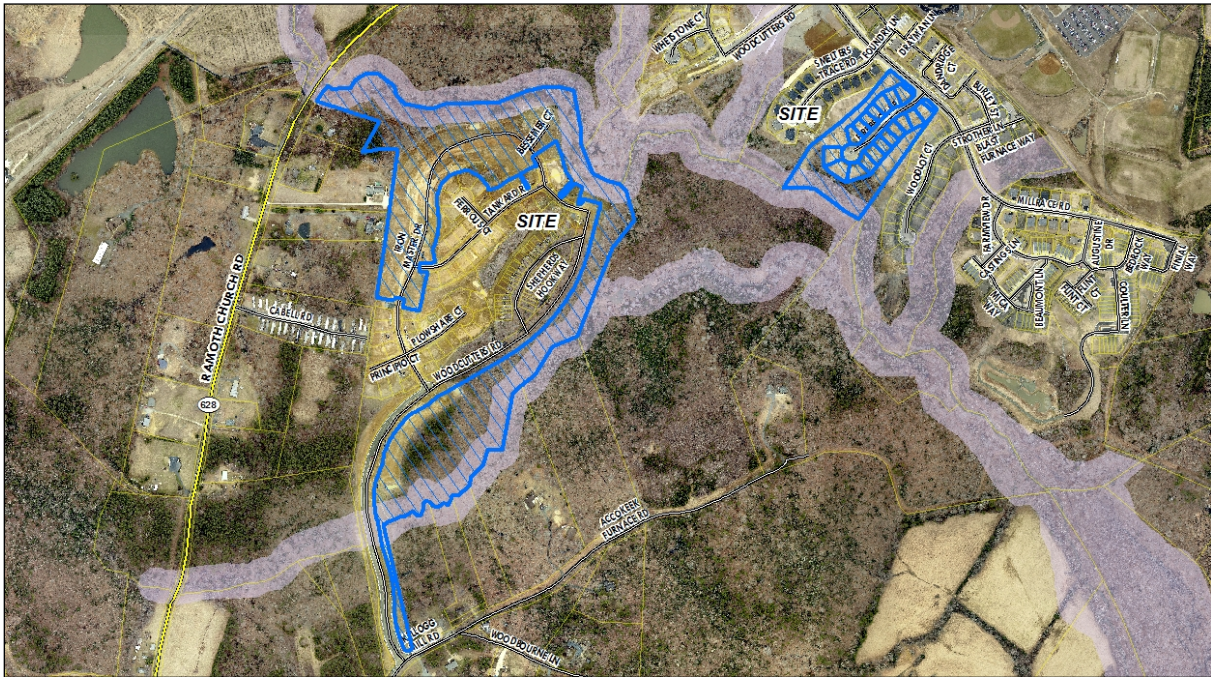
The Property is a portion of the larger Augustine project. Augustine was divided into three areas: Augustine North, zoned R-1 consisting of single-family detached dwellings; Augustine Central (the Property known as Colonial Forge), zoned R-3 with a mix of dwelling use types; and Augustine South, zoned B-2 and M-1. Augustine North is built-out. Colonial Forge is under development with up to 573 planned dwellings. Augustine South is undeveloped and has since been sold to different owners. Proffers allow no more than 927 dwelling units across all of Augustine.



Existing Conditions

The Property is generally wooded, with terrain that ranges from rolling to moderate. The site is in the process of being developed with a mix of single family attached and detached dwelling units. The Property has frontage on Courthouse Road and Accokeek Furnace Road. Woodcutters Road is the main road for the development that connects Courthouse Road through to Accokeek Furnace Road. The development is bisected by Accokeek Creek.

Colonial Forge is a residential development on 210 acres currently being developed with a maximum of 575 dwelling units (though only 573 are proposed), with a variety of single-family, village, multi-family, and townhouse units and a community clubhouse. Construction has been progressing from the north to the south side of Accokeek Creek to Kellogg Mill Road, where homes and the extension of Woodcutters Road are under construction. Land has been graded, infrastructure installed, and lots platted for much of the remaining development area.



Aerial Location – blue highlighted areas are subject to the proffer amendment

Open space areas and single-family residences lie to the east and west. Colonial Forge High School is located to the north and east of the development. To the south is a mix of single-family residences on large lots and undeveloped parcels along Kellogg Mill Road and Accokeek Furnace Road.

Proffer Amendments dated February 4, 2016 (Attachments 4 and 5)

The proposed proffer document is included in Attachments 4 (red-line) and 5 (clean version, signed). The proffers have been modified since the initial staff report. The following summary highlights a new proffer added to the proffer statement. The proposed proffers would amend the existing proffers as follows:

Proffer A.1.

- Reduce maximum number of dwelling units from 927 to 915, for the entire Colonial Forge development;

Proffer C.6.

- Delete the requirement to reserve a three acre site for a 5,000 square foot daycare center;

Proffer D.5.

- Delete the requirement to grade and temporarily seed four ball fields on 12 acres before the 800th residential occupancy permit;

Proffer F.4.

- Delete the requirement to submit a site plan for the construction of 50,000 square feet of non-residential building area prior to the issuance of the 801st residential occupancy permit;
- Delete the requirement for the prerequisite completion of 50,000 square feet of non-residential building area prior to applicant being entitled to an additional 100 residential occupancy permits;

Proffer F.5.

- Delete the requirement for the prerequisite completion of an additional 100,000 square feet of non-residential building area prior to the applicant being entitled to an additional 91 residential occupancy permits;

New Proffer I.

- Add a statement obligating the applicant to construct and backfill a retaining wall in Embrey Mill Park with itemization of the specific elements of the project with the estimated cost of work and materials at \$974,082 (to accommodate 2 full-size soccer fields and infrastructure);
These improvements constitute a portion of Phase 3 of the park. The Capital Improvement Plan identifies that Phase 3 would build out the park with a total project cost of \$5,682,700, with an opening date of 2019.
- Allow the Applicant to construct the remaining 96 dwelling units;

New Proffer J.

- **Requires the applicant to pay a sum of \$250,000 in cash toward improvements at Embrey Mill Park, paid in increments of \$2,777.78 per unit at certificate of occupancy from the 801st to 890th dwelling unit.**

EVALUATION:

Maximum Dwelling Units

The Applicant is proposing to reduce the maximum number of dwelling units from 927 to 915 to be consistent with the actual dwelling unit yield, resulting from site development constraints. The following is a breakdown of the lots as they apply to Augustine North and Colonial Forge, and their current status.

Augustine North – Approved (Zoning) 352; Planned (Construction Plan) 352; Built 351

Colonial Forge – Approved (Zoning) 575; Planned (Construction Plan) 538; Built 303 (As of 12/18/15)

Total – Approved 927; Planned 890; Actual built 654

Remaining lots in Colonial Forge without permits (as of 12/18/15):

	<u>Approved Construction Plan</u>	<u>Proposed Proffer Cap</u>
<i>Total</i>	<i>538</i>	<i>563</i>
<i>Less Occupied Dwellings</i>	<i>303</i>	<i>303</i>
<i>Less Building Permit - in process:</i>	<i>59</i>	<i>59</i>
<i>Remainder</i>	<i>176</i>	<i>201</i>

Commercial Phasing

The Augustine South area is under separate ownership. The developer of Colonial Forge does not control the commercially zoned land, which makes it difficult to satisfy the commercial phasing proffer requirement. In addition, Augustine South is in an undeveloped area that will require significant infrastructure improvements. The area is isolated from population centers and may take some time to develop under current zoning. The Augustine South area is currently under consideration for rezoning as part of the George Washington Village application, from the B-2, Urban Commercial and M-1, Light Industrial Zoning Districts to the P-TND, Planned-Traditional Neighborhood Development Zoning District. If that rezoning is approved, there would be no commercial or industrial zoned property to be tied to the current phasing proffer.

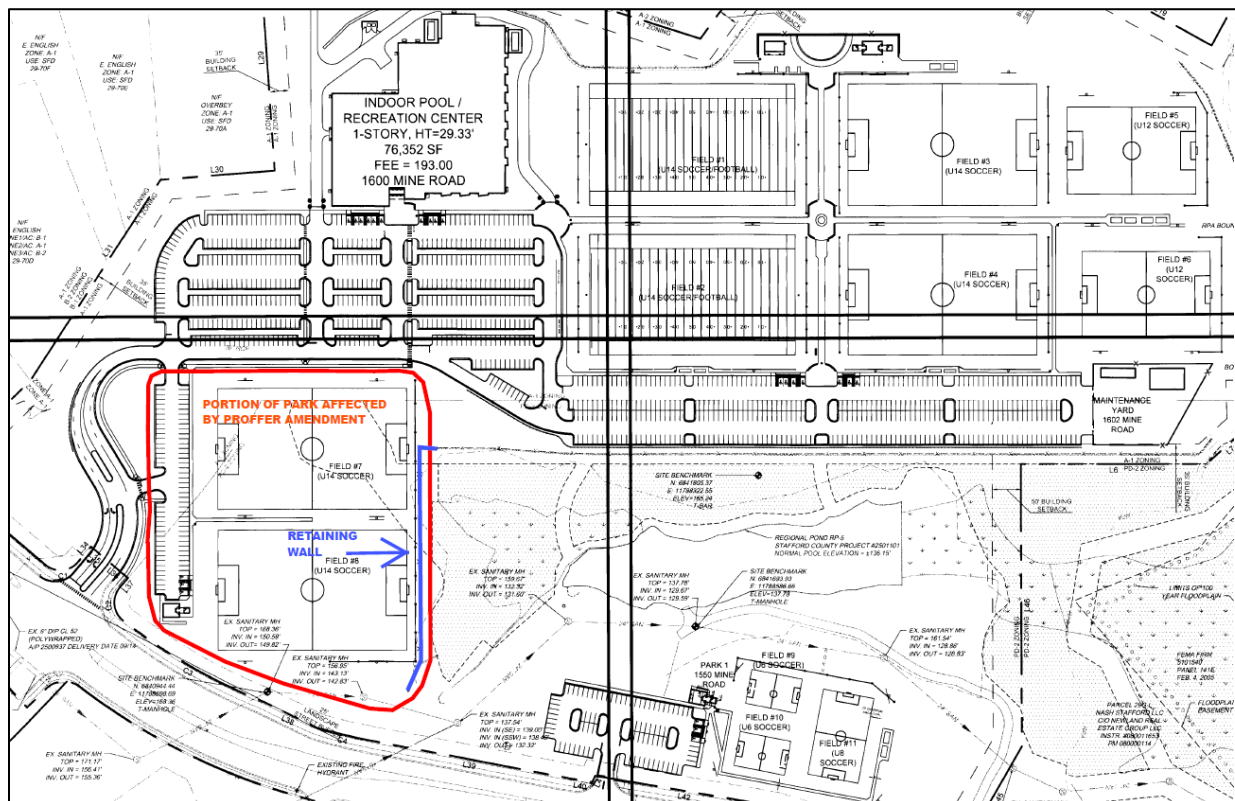
Park Phasing

The deletion of the Proffer D.5. would further increase the need for recreational fields in the County. The County is currently in a deficit for rectangular and diamond shaped fields. The County also has limited funding for future fields. Deletion of the Park proffer would remove the obligation for the Colonial Forge developer to provide the fields, and shift the obligation to the owner and/or developer of Augustine South. The proffer would still be in place at Augustine South and would need to be satisfied (unless the George Washington Village application is approved, as noted above).

This amendment would delay indefinitely the requirement to provide the partially complete fields that were intended for Augustine Central and Augustine South although the fields at Embrey Mill will serve the residents in these areas.

The current proffer may limit what is ultimately delivered to the County. The proffer requires the construction of four ballfields to be graded and temporarily seeded. There is little certainty as to what additional amenities may be included with the ballfields, such as restrooms and playgrounds, or the basic conditions of the playing surfaces, the size of the fields, and what, if any, infrastructure will be provided, such as parking and lighting.

In consideration of relief from the park requirement, the Applicant is proposing a new proffer to assist in the development of the Embrey Mill Park (Park) by supporting the construction of a retaining wall, importing backfill, and providing erosion and sediment control protections and storm drainage improvements. The County is currently developing the Park and is encountering a deficit in fill material to be able to complete the Park. The Applicant has excess fill material that can be used at the Park. In all, the proposed in-kind improvements have an estimated value of \$974,082. The area of the Park that would benefit from this amendment is to the right of the main entrance drive, as highlighted in the following illustration.



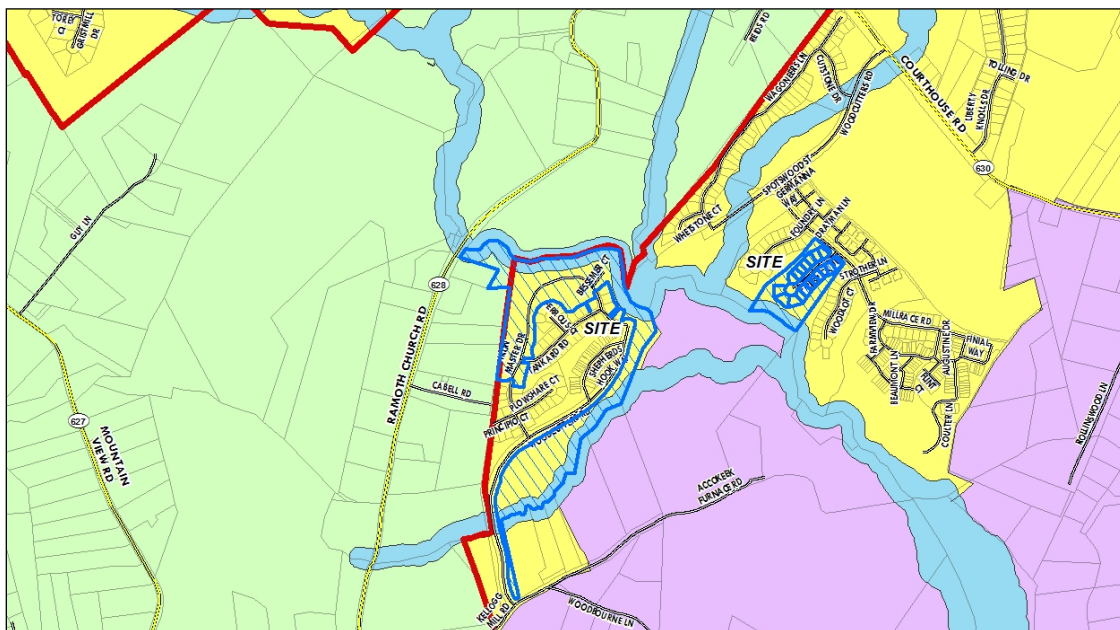
Based on the County's current proffer guidelines, the equivalent monetary contribution for the proffered park facilities, is \$906,200. This amount was derived from 115 units (additional units permitted under the amendment once the phasing requirements are removed) multiplied by \$7,880 (monetary proffer guidelines for Parks and Recreation per multi-family dwelling unit, the dwelling unit types planned in the last phases of Colonial Forge). Providing the proposed in-kind contribution would assist the County with accelerating the completion of the Park. The remaining elements required to be constructed or installed to complete the fields portion of the Park includes: topsoil, seeding, irrigation, field lights, retaining wall, fence/net, goals, parking lot, sidewalks, parking lot and walkway lighting, and restroom building.

The County has issued bonds in the amount of \$2,719,560 to construct the two fields identified above. The adopted Capital Improvement Program includes funding of \$2,962,740 in FY2018 to complete the remaining three fields along Mind Road. Funding on this schedule would allow completion of Embrey Mill Park in 2019.

Staff believes that the additional value of the in-kind work, combined with the \$250,000 in additional proffer funds, and the \$2.7 million in bond funds already sold, will be sufficient to complete the five grass fields and other remaining work planned for Embrey Mill Park. The park could then be completed in 2017.

Comprehensive Plan - Land Use

The Future Land Use Plan recommends the Property for Suburban land use. Suburban land use is recommended as primarily residential in nature but will be complemented by neighborhood and community oriented activity centers, places of worship, parks and play areas, and retail and business activities. Development densities should not exceed three dwelling units per acre and a floor area ratio (FAR) of 0.4 for non-residential development. Single-family detached dwelling unit types are recommended, unless approval already exists for other dwelling unit types. The Resource Protection Area (RPA) designation reflects the location of sensitive environmental resources which should be protected. The proffer amendments do not propose changing the density or the type of residential development already approved.



Future Land Use Plan

EVALUATION CRITERIA:

Stafford County Code Sec. 28-206, lists 12 criteria to be considered at each public hearing for reclassification/proffer amendment. A summary of each follows:

1. Compliance of the request with the stated requirements of the district or districts involved - *The use is in compliance with the stated requirements of the R-3 Zoning District.*

2. The existing use and character of the property and the surrounding property - *The Property is currently undeveloped. The general character of the proposed development will not change as a result of the proffer amendment.*
3. The suitability of the property for various uses - *The Property is suitable for higher density use based on its location, and its proximity to high capacity roads and infrastructure.*
4. The trend of growth and development in the surrounding area - *Development in this vicinity is a mix of low and medium density residential development, with public facilities such as schools nearby.*
5. The current and future requirements of the county for land - *Although this action defers the development of a new park, this action will assist in the cost and ability to complete the development of the Embrey Mill Park, a regional park that would serve the residents of the Colonial Forge Development.*
6. The transportation requirements of the project and the county, and the impact of the proposed land use on the county transportation network - *The proposed proffer amendment does not change the impacts on the surrounding transportation network.*
7. Requirements for schools, parks, recreational lands and facilities, and other public services, potentially generated by the proposed classification - *The proposal would provide an equivalent level of park facility improvements based on the remaining residential development that could occur as a result of this proffer amendment.*
8. The conservation of property values in the surrounding area - *The proposal does not change the effect on Property values in the surrounding area.*
9. The preservation of natural resources and the impact of the proposed uses on the natural environment - *The proposal does not include any additional clearing or development of the Property that would impact natural resources.*
10. The most appropriate use of land - *No changes to the use of land are proposed.*
11. The timing of the development of utilities and public facilities and the overall public costs of the development - *No changes are anticipated that would impact the installation of water and sewer improvements as originally proposed. Although the construction of a 12-acre park site would be deferred indefinitely, costs are offset by contributing to another park currently under development.*
12. The consistency, or lack thereof, of the proposed rezoning with the Stafford County Comprehensive Plan as in effect at that time - *The proposal is consistent with the Comprehensive Plan.*

SUMMARY OF POSITIVE AND NEGATIVE FEATURES:

POSITIVE:

1. Appropriately mitigates park impacts.
2. The proposal reduces the permitted number of residential units. The Comprehensive Plan recommends a land use type with less density than the current zoning allows.

NEGATIVE:

1. Removes requirement for commercial development phasing.

RECOMMENDATION:

Staff is supportive of this proffer amendment, and recommends approval, pursuant to proposed Ordinance O16-03. Staff believes that although the amendment removes the potential for commercial phasing, the isolated location of the commercial area would limit the ability for the site to develop commercially over the next several years.

The commercial zoned property and park site are properties controlled by another landowner not associated with the Colonial Forge development. If the amendment were not approved, staff would have concerns with the remaining portions of Colonial Forge that are subject to this amendment. The infrastructure (streets and utilities) has been constructed to accommodate all of the planned dwelling units. Leaving this infrastructure unused would lead to their deterioration and negatively affect nearby residences.

On November 18, 2015, the Planning Commission voted 4-3 (Mr. Apicella, Mr. Coen and Mr. Gibbons voted no) to recommend approval of the application with the amended proffers.

At its meeting on January 19, 2016, the Board held a public hearing and the Board voted 7-0 to defer the application. The Board had questions regarding the value of proffered improvements and commercial phasing.

What is the value of the four ballfields on 12 acres in the Augustine South area?

Staff has previously estimated that the value would total \$520,000. This includes assessed land value of \$240,000, and grading and seeding of the ballfields totaling \$280,000.

The assessed value of unimproved land in the Augustine South area is approximately \$20,000 per acre. The site work estimate of \$280,000 was provided to staff previously by the engineer for the developer of Colonial Forge.

What is the economic benefit to the County from both a 50,000 and 150,000 square-foot commercial building?

The annual fiscal benefit to the County is estimated to range from \$86,000 to \$204,500 for a 50,000 square-foot building and \$258,000 to \$613,500 for a 150,000 square-foot building, depending on the use.

Staff utilized the fiscal analysis that was developed and accepted as part of the approval of the Comprehensive Plan in December 2010, entitled The Fiscal and Economic Impacts of Stafford County's Proposed 2008 and 2010 Comprehensive Plans, prepared by Dr. Stephen Fuller (Study). The fiscal impacts in the Study apply to regular County operations, not capital needs. As the type of commercial development is not specified in the proffers, alternative scenarios of office and retail development was evaluated. The fiscal impact per square-foot is \$1.72 for office uses and \$4.09 for retail uses.

Use Type	Square feet	Annual Net Fiscal Impact	Total Annual Revenue
Retail	50,000	\$4.09	\$204,500.00
	150,000	\$4.09	\$613,500.00
Office	50,000	\$1.72	\$86,000.00
	150,000	\$1.72	\$258,000.00

In addition, a revised proffer statement, dated February 4, 2016, has been submitted. The revision to the proffers adds cash contributions totaling \$250,000 toward improvements at Embrey Mill Park, as highlighted in the Proffer section of this report.

PROPOSED

BOARD OF SUPERVISORS
COUNTY OF STAFFORD
STAFFORD, VIRGINIA

ORDINANCE

At a regular meeting of the Stafford County Board of Supervisors (the Board) held in the Board Chambers, George L. Gordon, Jr., Administration Center, Stafford, Virginia, on the 16th day of February, 2016:

MEMBERS:

Robert "Bob" Thomas, Jr., Chairman
Laura A. Sellers, Vice Chairman
Meg Bohmke
Jack R. Cavalier
Wendy E. Maurer
Paul V. Milde, III
Gary F. Snellings

VOTE:

On motion of , seconded by , which carried by a vote of , the following was adopted:

AN ORDINANCE TO AMEND AND REORDAIN THE STAFFORD COUNTY ZONING ORDINANCE BY AMENDING THE PROFFERED CONDITIONS ON TAX MAP PARCEL NOS. 29J-2C-85; 29J-2C-86; 29J-2C-87; 29J-2C-115; 29J-2C-116; 29J-2C-117; 29J-2C-118; 29J-2C-119; 29J-2C-120; 29J-2C-121; 29J-2C-122; 29J-2C-123; 29J-2C-124; 29J-2C-125; 29J-2C-126; 29J-2C-127; 29J-2C-133; 29J-2C-134; 29J-2C-135; 29J-2C-136; 29J-2C-137; 29J-2C-138; 29J-2C-139; 29J-2C-140; 29J-2C-141; 29J-2C-142; 29J-2C-143; 29J-2C-144; 29J-2C-145; 29J-2C-146; 29J-2C-147; 29J-2C-148; 29J-2C-149; 29J-2C-150; 29J-2C-151; 29J-2C-152; 29J-2C-153; 29J-2C-154; 29J-2C-D; 29J-2C-E; 29J-4-310; 29J-4-311; 29J-4-312; 29J-4-313; 29J-4-314; 29J-4-315; 29J-4-316; 29J-4-317; 29J-4-318; 29J-4-319; 29J-4-320; 29J-4-321; 29J-4-322; 29J-4-323; 29J-4-324; 29J-4-325; 29J-4-326; 29J-4-327; 29J-4-A; AND PORTIONS OF TAX MAP PARCEL NO. 28-100; ALL ZONED R-3, URBAN RESIDENTIAL – HIGH DENSITY ZONING DISTRICT, WITHIN THE HARTWOOD ELECTION DISTRICT

WHEREAS, Stafford Associates Limited Partnership No. 2, applicant, submitted application RC1300296 requesting an amendment to proffered conditions on Tax Map Parcel Nos. 29J-2C-85; 29J-2C-86; 29J-2C-87; 29J-2C-115; 29J-2C-116; 29J-2C-117; 29J-2C-118; 29J-2C-119; 29J-2C-120; 29J-2C-121; 29J-2C-122; 29J-2C-123;

29J-2C-124; 29J-2C-125; 29J-2C-126; 29J-2C-127; 29J-2C-133; 29J-2C-134; 29J-2C-135; 29J-2C-136; 29J-2C-137; 29J-2C-138; 29J-2C-139; 29J-2C-140; 29J-2C-141; 29J-2C-142; 29J-2C-143; 29J-2C-144; 29J-2C-145; 29J-2C-146; 29J-2C-147; 29J-2C-148; 29J-2C-149; 29J-2C-150; 29J-2C-151; 29J-2C-152; 29J-2C-153; 29J-2C-154; 29J-2C-D; 29J-2C-E; 29J-4-310; 29J-4-311; 29J-4-312; 29J-4-313; 29J-4-314; 29J-4-315; 29J-4-316; 29J-4-317; 29J-4-318; 29J-4-319; 29J-4-320; 29J-4-321; 29J-4-322; 29J-4-323; 29J-4-324; 29J-4-325; 29J-4-326; 29J-4-327; 29J-4-A; and portions of Tax Map Parcel No. 28-100, all zoned R-3, Urban Residential – High Density, within the Hartwood Election District; and

WHEREAS, the Board carefully considered the recommendations of the Planning Commission and staff, and the public testimony, if any, received at the public hearing; and

WHEREAS, the Board determined that the requested amendment to the proffered conditions is compatible with the surrounding land uses and zoning; and

WHEREAS, the Board finds that public necessity, convenience, general welfare, and good zoning practice require adoption of an ordinance to reclassify the subject property by amending the proffered conditions;

NOW, THEREFORE, BE IT ORDAINED by the Stafford County Board of Supervisors on this the 16th day of February, 2016, that the Stafford County Zoning Ordinance be and it hereby is amended and reordained by amending the proffered conditions on Tax Map Parcel Nos. 29J-2C-85; 29J-2C-86; 29J-2C-87; 29J-2C-115; 29J-2C-116; 29J-2C-117; 29J-2C-118; 29J-2C-119; 29J-2C-120; 29J-2C-121; 29J-2C-122; 29J-2C-123; 29J-2C-124; 29J-2C-125; 29J-2C-126; 29J-2C-127; 29J-2C-133; 29J-2C-134; 29J-2C-135; 29J-2C-136; 29J-2C-137; 29J-2C-138; 29J-2C-139; 29J-2C-140; 29J-2C-141; 29J-2C-142; 29J-2C-143; 29J-2C-144; 29J-2C-145; 29J-2C-146; 29J-2C-147; 29J-2C-148; 29J-2C-149; 29J-2C-150; 29J-2C-151; 29J-2C-152; 29J-2C-153; 29J-2C-154; 29J-2C-D; 29J-2C-E; 29J-4-310; 29J-4-311; 29J-4-312; 29J-4-313; 29J-4-314; 29J-4-315; 29J-4-316; 29J-4-317; 29J-4-318; 29J-4-319; 29J-4-320; 29J-4-321; 29J-4-322; 29J-4-323; 29J-4-324; 29J-4-325; 29J-4-326; 29J-4-327; 29J-4-A; and portions of Tax Map Parcel No. 28-100; all zoned R-3, Urban Residential – High Density Zoning District, as specified in the final proffer statement entitled, “Amended and Restated Proffer Statement,” dated February 4, 2016.

PROPOSED

BOARD OF SUPERVISORS
COUNTY OF STAFFORD
STAFFORD, VIRGINIA

RESOLUTION

At a regular meeting of the Stafford County Board of Supervisors (the Board) held in the Board Chambers, George L. Gordon, Jr., Administration Center, Stafford, Virginia, on the 16th day of February, 2016:

MEMBERS:

Robert "Bob" Thomas, Jr., Chairman
Laura A. Sellers, Vice Chairman
Meg Bohmke
Jack R. Cavalier
Wendy E. Maurer
Paul V. Milde, III
Gary F. Snellings

VOTE:

On motion of , seconded by , which carried by a vote of , the following was adopted:

A RESOLUTION TO DENY AN APPLICATION TO AMEND AND REORDAIN THE STAFFORD COUNTY ZONING ORDINANCE BY AMENDING THE PROFFERED CONDITIONS ON TAX MAP PARCEL NOS. 29J-2C-85; 29J-2C-86; 29J-2C-87; 29J-2C-115; 29J-2C-116; 29J-2C-117; 29J-2C-118; 29J-2C-119; 29J-2C-120; 29J-2C-121; 29J-2C-122; 29J-2C-123; 29J-2C-124; 29J-2C-125; 29J-2C-126; 29J-2C-127; 29J-2C-133; 29J-2C-134; 29J-2C-135; 29J-2C-136; 29J-2C-137; 29J-2C-138; 29J-2C-139; 29J-2C-140; 29J-2C-141; 29J-2C-142; 29J-2C-143; 29J-2C-144; 29J-2C-145; 29J-2C-146; 29J-2C-147; 29J-2C-148; 29J-2C-149; 29J-2C-150; 29J-2C-151; 29J-2C-152; 29J-2C-153; 29J-2C-154; 29J-2C-D; 29J-2C-E; 29J-4-310; 29J-4-311; 29J-4-312; 29J-4-313; 29J-4-314; 29J-4-315; 29J-4-316; 29J-4-317; 29J-4-318; 29J-4-319; 29J-4-320; 29J-4-321; 29J-4-322; 29J-4-323; 29J-4-324; 29J-4-325; 29J-4-326; 29J-4-327; 29J-4-A; AND PORTIONS OF TAX MAP PARCEL NO. 28-100; ALL ZONED R-3, URBAN RESIDENTIAL – HIGH DENSITY ZONING DISTRICT, WITHIN THE HARTWOOD ELECTION DISTRICT

WHEREAS, Stafford Associates Limited Partnership No. 2, applicant, submitted application RC1300296 requesting an amendment to proffered conditions on Tax Map Parcel Nos. 29J-2C-85; 29J-2C-86; 29J-2C-87; 29J-2C-115; 29J-2C-116; 29J-2C-117; 29J-2C-118; 29J-2C-119; 29J-2C-120; 29J-2C-121; 29J-2C-122; 29J-2C-123; 29J-2C-124; 29J-2C-125; 29J-2C-126; 29J-2C-127; 29J-2C-133; 29J-2C-134; 29J-2C-135; 29J-2C-136; 29J-2C-137; 29J-2C-138; 29J-2C-139; 29J-2C-140; 29J-2C-141;

29J-2C-142; 29J-2C-143; 29J-2C-144; 29J-2C-145; 29J-2C-146; 29J-2C-147; 29J-2C-148; 29J-2C-149; 29J-2C-150; 29J-2C-151; 29J-2C-152; 29J-2C-153; 29J-2C-154; 29J-2C-D; 29J-2C-E; 29J-4-310; 29J-4-311; 29J-4-312; 29J-4-313; 29J-4-314; 29J-4-315; 29J-4-316; 29J-4-317; 29J-4-318; 29J-4-319; 29J-4-320; 29J-4-321; 29J-4-322; 29J-4-323; 29J-4-324; 29J-4-325; 29J-4-326; 29J-4-327; 29J-4-A; and portions of Tax Map Parcel No. 28-100; all zoned R-3, Urban Residential – High Density, within the Hartwood Election District; and

WHEREAS, the Board carefully considered the recommendations of the Planning Commission and staff, and the public testimony, if any, received at the public hearing; and

WHEREAS, the Board determined that the requested amendment to the proffered conditions is incompatible with the surrounding land uses and zoning; and

WHEREAS, the Board has considered the criteria in Stafford County Code Sec. 28-206 and finds that this request does not meet the standards of the Zoning Ordinance;

NOW, THEREFORE, BE IT RESOLVED by the Stafford County Board of Supervisors on this the 16th day of February, 2016, that the request to amend proffered conditions, pursuant to application RC1300296 be and it hereby is denied.

AJR:JAH:mz

AMENDED AND RESTATED PROFFER STATEMENT

STAFFORD COUNTY, VIRGINIA

Applicant/Owner: Stafford Association LTD Partnership No. 2

Property: The applicable property includes Tax Map Numbers 29J-4-310, 29J-4-311, 29J-4-312, 29J-4-313, 29J-4-314, 29J-4-315, 29J-4-316, 29J-4-317, 29J-4-318, 29J-4-319, 29J-4-320, 29J-4-321, 29J-4-322, 29J-4-323, 29J-4-324, 29J-4-325, 29J-4-326, 29J-4-327, and 29J-4-A (open space), totaling 8.091 acres; 29J-2C-85, 29J-2C-86, 29J-2C-87, 29J-2C-115, 29J-2C-116, 29J-2C-117, 29J-2C-118, 29J-2C-119, 29J-2C-120, 29J-2C-121, 29J-2C-122, 29J-2C-123, 29J-2C-124, 29J-2C-125, 29J-2C-126, 29J-2C-127, 29J-2C-133, 29J-2C-134, 29J-2C-135, 29J-2C-136, 29J-2C-137, 29J-2C-138, 29J-2C-139, 29J-2C-140, 29J-2C-141, 29J-2C-142, 29J-2C-143, 29J-2C-144, 29J-2C-145, 29J-2C-146, 29J-2C-147, 29J-2C-148, 29J-2C-149, 29J-2C-150, 29J-2C-151, 29J-2C-152, 29J-2C-153, 29J-2C-154, 29J-2C-D*, 29J-2C-E*, totaling 18.505 acres; and portions of Tax Parcel 28-100, with assumed Tax Map Numbers as listed on Proffer Amendment Exhibit C, which includes 15.128 acres, and as further defined below (hereinafter the “Remaining Parcel”)
(*These parcels are open space.)

Minor Proffer Amendment Request: As provided below

Date: February 4, 2016

County File No. RC1300296

RECITALS

WHEREAS, on October 5, 2004, the County of Stafford, Virginia (the “County”) approved via zoning ordinance O04-40, which was an amendment to certain approved proffered conditions, all as more particularly provided in said ordinance, a copy of which is attached hereto and marked as Proffer Amendment Exhibit A (“O04-40”); and

WHEREAS, the residential development of Colonial Forge described under said O04-40 is substantially built-out and many of the below proffers have been satisfied, but prior to completing the remaining lots (18 in Section 4, 40 in Future Section 8, and 38 in Section 2C), the

Applicant has requested this proffer amendment known as RC1300926, all as provided more particularly below; and

WHEREAS, it is the intent of this Amended and Restated Proffer Statement (the “Statement”) to provide amendments to O04-40, including the removal of certain obligations under Sections C.6., D. 5., and F. 4. and F. 5. of O04-40, and the confirmation of certain satisfied proffers under O04-40, and the inclusions of additional obligations of the Applicant, and to further cap the number of dwelling units under Section A.1. at 900, all as provided more particularly below.

I. Overview

Stafford Associates, L.P. II ("the Applicant"), has applied for a proffer amendment for certain property, consisting of approximately 41.724 acres, all as more particularly described in that certain exhibit plat, attached hereto and marked as Proffer Amendment Exhibit B, prepared by Bowman Consulting and entitled “Exhibit Showing Platted and Remaining Areas of Stafford Associates Limited Partnership No. 2”, dated July 8, 2013 and last revised July 28, 2015 (the "Remaining Parcel"). In the event the Statement is not approved as applied for by the Applicant, or as the Applicant may modify the application, the below described amended proffers shall be automatically withdrawn and are null and void and of no further force and effect regarding the Remaining Parcel. In the event the Statement is approved, it shall take effect and shall thereafter apply to the Remaining Parcel. The Statement shall be deemed accepted by the Board upon approval of the Statement as applied for by the Applicant, the expiration of the 30-day appeal period following the Board's approval, and confirmation that no litigation has been filed challenging the proffer amendment application. Whenever the terms of the Statement refer to the affirmative obligations of the Applicant to make improvements to the Remaining Parcel, the term Applicant shall refer to the owner(s) of the Remaining Parcel at the time of the initial development of the Remaining Parcel, and their successors and assigns.

To the extent any of the following proffers have not been previously satisfied or amended as expressed herein, the following shall apply to the Remaining Parcel:

A. Land Use

1. **General:** The within-described proffers are contingent upon final, non-appealable reclassification of the property to R-1, R-3, B-2 and M-I districts, as shown on Exhibit 2; in the event that the within-described reclassifications are not granted as requested, these proffers shall be withdrawn and are to be considered null and void. The subject property is divided into three (3) development areas, described herein and in

Exhibit 1 and 2 dated May 31, 1990, as: Augustine North; Colonial Forge formerly known as Augustine Central, and Augustine South.

The applicant proffers that no more than nine hundred (900) dwelling units will be constructed on the property, including the Remaining Parcel, which applies to and includes the entire Colonial Forge development. The applicant proffers to construct an 18-hole public golf course on the subject property, as generally shown on Exhibit 1, for public use and enjoyment. The subject area of the proposed golf course shall remain in its current A-1 zoning.

2. **R-1, District (Augustine North; Refer to Exhibits 1 and 2)**

The applicant proffers that the development of Augustine North will be limited to the construction of no more than three hundred fifty-two (352) single family detached dwellings, as generally depicted on Exhibit 1. The applicant further proffers that lots and/or a combination of lots and open space along the western and southern boundaries of Augustine North, as depicted on Exhibit 1, will average one (1) acre in size.

3. **R-3 District (Colonial Forge; Refer to the GDP dated June 10, 2004)**

The applicant proffers that the development of Colonial Forge may include Single Family Detached dwellings, Duplexes, Townhouses, and/or Condominiums, and lands dedicated for public school uses (65+ acres). The applicant further agrees that no more than 180 townhouses shall be constructed at Colonial Forge and that the total number of multi-family units shall not exceed 281.

4. **B-2 District (Augustine South; Refer to Exhibits 1 and 2)**

The applicant proffers that the development of areas within Augustine South designated for B-2 reclassification may include a mix of retail stores, office, personal service uses, service commercial uses, and child care facilities, as generally depicted on Exhibit 1. In the event of the State's authorization for Stafford County to create a Virginia Transportation Service District, the applicant will petition the Board of Supervisors to place the portions of Augustine South proposed for B-2 reclassification into a voluntary Virginia Transportation Service District (The Augustine B-2 Transportation Service District), pursuant to Section 15.1-791.1 et. seq. of the Annotated Code of Virginia (as amended). The Board of Supervisors shall make this determination at its sole discretion. In the event that the Augustine B-2 Transportation Service District is approved by the Board of Supervisors, the property owners in areas designated for B-2 reclassification shall form a property owner's association (as described in Proffer G.2) known as the Augustine Business Owner's

Association (ABOA) which shall assist with responsibility for the administration of the Augustine B-2 Transportation Service District, as may be directed by the Board of Supervisors. It shall be agreed and understood that no properties outside of Augustine will be included in the Augustine B-2 Transportation Service District, unless or until the owners of specific off-site properties explicitly petition the Board of Supervisors for inclusion in the Augustine B-2 Transportation Service District. The monies generated from the Augustine B-2 Transportation Service District shall be utilized for purposes related to the extension of the Augustine Drive from its southern terminus in Augustine Central to the future Outer Connector/Mountain View Road interchange (Exhibit 1), and/or other Master Planned transportation improvements in the western Accokeek and Potomac Creek Watersheds (herein defined as west of I-95).

5. **M-1 District (Augustine South; Refer to Exhibits 1 and 2)**

The applicant proffers that the development of areas within Augustine South designated for M-1 reclassification may include light industrial, warehouse, research and development, and office uses. In the event of the State's authorization for Stafford County to create a Virginia Transportation Service District, the applicant will petition the Board of Supervisors to place the portions of Augustine South proposed for M-1 reclassification into a voluntary Virginia Transportation Service District (The Augustine M-1 Transportation Service District), pursuant to Section 15.1-791.1 et seq. of the Annotated Code of Virginia (as amended). The Board of Supervisors shall make this determination at its sole discretion. In the event that the Augustine M-1, Transportation Service District is approved by the Board of Supervisors, the property owners in areas designated for M-1 reclassification shall form a property owner's association (as described in Proffer G.2) known as the Augustine Business Owner's Association (ABOA) which shall assist with responsibility for the administration of the Augustine M1 Transportation Service District, as may be directed by the Board of Supervisors. It shall be agreed and understood that no properties outside of Augustine will be included in the Augustine M-1 Transportation Service District, unless or until the owners of specific off-site properties explicitly petition the Board of Supervisors for inclusion in the Augustine M-1 Transportation Service District. The monies generated from the Augustine M-1 Transportation Service District shall be utilized for purposes related to the extension of the Augustine Drive from its southern terminus in Augustine Central to the future Outer Connector/Mountain View Road interchange (Exhibit 1), and/or other Master Planned transportation improvements in the western Accokeek and Potomac Creek Watersheds. The applicant agrees to coordinate marketing efforts with the County Department of Economic Development to attract industry to Augustine.

B. **Transportation**

1. **General** - The configuration of the proposed road network will be generally shown on the GDP, subject to final engineering design.

2. **Augustine Drive (Colonial Forge, formally known as Augustine Central)**

- a. The applicant shall dedicate ninety two (92) feet for a public right-of-way for the purpose of constructing a four (4) lane divided roadway from Courthouse Road to a point approximately one thousand, eight hundred (1,800) lineal feet south of Courthouse Road, as shown on the GDP, then dedicate ninety two (92) feet for a public right-of-way, for the purpose of constructing a two (2) lane divided roadway from Millrace Road to its intersection with Accokeek Furnace Road. The roadway shall have a five (5) foot wide pedestrian trail on both sides. The portion of the two (2) lane divided roadway that crosses culverts and fills shall be designed and built to accommodate a four (4) lane divided roadway with a five (5) foot wide pedestrian trail on both sides. This ninety two (92) foot wide two lane roadway will continue off-site in a southerly direction from Colonial Forge as illustrated on the County's Master Transportation Plan. No residential lots will have direct frontage access to this roadway.
- b. For the off-site segment of the Augustine Drive south of Accokeek Furnace Road, the applicant agrees to pay all reasonable costs associated with the acquisition costs up to Fifty Thousand Dollars (\$50,000), for the future connection to Ramoth Church Road. In the event the applicant is unable to obtain the necessary right-of-way at fair market value, the applicant agrees to contribute, prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, up to said Fifty Thousand Dollars (\$50,000) for right-of-way acquisition (as documented by the County through invoices and receipts, as the case may be), which sum shall be paid into an interest bearing escrow account to be administered by the County for the purpose of right-of-way acquisition between Colonial Forge and Ramoth Church Road, and other Master Planned transportation improvements in the western Accokeek and Potomac Creek watersheds, including the Interstate 95/State Route 630 interchange.
- c. The applicant further proffers to construct the off-site portion of the Augustine Drive between Colonial Forge and Ramoth Church Road provided the necessary right-of-way has been obtained prior to the issuance

of the four hundred and first (401st) residential occupancy permit for Colonial Forge but in no event shall the expenditure by the applicant for such roadway construction exceed Four Hundred Fifty Thousand Dollars (\$450,000). Such roadway construction or payment of funds if the cost estimate exceeds \$450,000 by the applicant shall occur prior to the issuance of the four hundred first (401st) residential occupancy permit for Colonial Forge.

In the event that the necessary right-of-way for the aforementioned segment of the Augustine Drive has not been obtained prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, the applicant shall contribute the Four Hundred Fifty Thousand Dollars (\$450,000) for roadway construction, for the purpose of right-of-way acquisition along the Master Planned alignment of Augustine Drive between Colonial Forge and existing Ramoth Church Road and/or for the construction of other Master Planned transportation improvements in the western Accokeek and Potomac Creek watershed including the Interstate 95/State Route 630 interchange.

In the event the applicant selects not to comply with the construction of Augustine Drive South of Accokeek Furnace Road to Ramoth Church Road, or pay the sum of \$450,000 to the County, the applicant agrees to improve Accokeek Furnace Road from Augustine Drive to Ramoth Church Road to VDOT standards, including the purchasing of additional right-of-way and the cost of construction. The applicant shall apply for a Subdivision Construction Application prior to the construction of Accokeek Furnace Road and shall make all reasonable efforts to avoid any negative impact on the church property at the corner of Accokeek Furnace Road and Ramoth Church Road. If the applicant chooses this option, the improvement of Accokeek Furnace Road must be completed prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge. As a third option, the applicant may elect to connect Augustine Drive to Ramoth Church Road through the acquisition of additional right of way. In any case, if the applicant does not expend the referenced sum of \$450,000 the balance shall be paid to the County for the purpose of right-of-way acquisition and construction of Augustine Drive between Colonial Forge and existing Ramoth Church Road along the Master Transportation Planned alignment of Augustine Drive, and/or for the construction of other Master Planned transportation improvements in the western Accokeek and Potomac Creek watershed, including the Interstate

95/State Route 630 interchange. Upon aforesaid contribution of the referenced sum, or partial balance due, the applicant shall automatically be released from all obligation to construct any portion of the off-site segment of Augustine Drive.

- d. In lieu of any of the foregoing, the County may elect to utilize the referenced funds to widen Augustine Drive to four (4) lanes from the terminus of the four (4) lane roadway referenced at Proffer B2a to the intersection of Augustine Drive and Accokeek Furnace Road. The County may also direct the applicant to construct with the referenced funds the additional lanes for Augustine Drive, provided the County provides written notice to the applicant within two (2) years of the date of the adoption of this proffer amendment by the Board of Supervisors to undertake the construction.

3. **Frontage Roads Right-of-Way Dedication**

The applicant proffers to dedicate up to forty-five (45) feet of right-of-way from the existing centerline along areas of the property which fronts on Mountain View Road, Ramoth Church Road and seventy (70) feet of right-of-way from the existing centerline along areas of the property that front on Courthouse Road, as necessary. In addition, frontage improvements will be provided at all proposed intersections with existing Mountain View Road, Ramoth Church Road, Accokeek Furnace Road and Courthouse Road, as shown on Exhibit 1 and the GDP; said frontage shall consist of acceleration lanes, deceleration lanes, left turn lanes, and other necessary improvements as determined by VDOT, provided that a reasonable effort by the applicant to obtain needed right-of-way at fair market value is successful. In the event that the applicant is unable to obtain necessary rights-of-way as prescribed above, the applicant will construct revised frontage improvements within the available rights-of-way, as approved by V DOT.

C. **Public Facilities**

1. **General**

The applicant proffers that all areas within Augustine will be served by public water and sanitary sewer. The exact alignment and configuration of these systems will be determined with final engineering study in coordination with the Stafford County Department of Public Utilities.

2. **Public Water Facilities**

- a. The applicant proffers to construct major water lines within Augustine; the proposed water distribution system will not access lines existing or planned for extension along Mountain View Road, unless otherwise directed by the Stafford County Department of Public Utilities. The sizing of these lines will be coordinated with the Stafford County Department of Public Utilities.
- b. The applicant proffers to construct a twelve (12) inch water line along Augustine Drive from Courthouse Road to Ramoth Church Road, such Waterline shall be constructed within the ninety two (92) foot wide right-of-way for Augustine Drive within the applicant's property.

3. **Sanitary Sewer Facilities**

- a. The applicant proffers to construct a major trunk sewer along the Accokeek Creek stream valley to a proposed wastewater pump station west of Interstate 95. In exchange for this construction, applicant shall be granted Sewer Pro Rata Credit in accordance with the Sewer Pro Rata Credit Agreement between the Board of Supervisors of Stafford County, Virginia and Stafford Associates Limited Partnership dated July 17, 1996.
- b. The applicant and the County have entered into a sewer Pro-Rata Credit Agreement, which requires the applicant to make certain improvements consistent with the County's Water and Sewer Master Plan in consideration for pro rata credits. The referenced Agreement dated September 7, 2004, or subsequent amendment to this agreement as may Be mutually agreed by Stafford County and Stafford County Associates Limited Partnership, is incorporated into these proffers by reference.
- c. If necessary off-site easements are not available for the construction of such sanitary sewer trunk line, the applicant will make a bona fide attempt to purchase said easements at fair market value. If the applicant is unable to acquire such easements at fair market value, it is understood and agreed that the construction of the subject sanitary trunk sewer will fulfill an important public purpose and serve the public, in general, and accordingly that all appropriated government agencies will use their best efforts to assist the applicant in acquiring such easements for the construction of said trunk sewer line. The applicant will reimburse the County for reasonable costs

associated with the acquisition of such easements, including legal proceedings and land acquisition costs.

4. **Stormwater Management Facilities**

The applicant proffers to provide stormwater management facilities which will control post-development peak runoff rates to levels at or below predevelopment runoff rates for both the two-year frequency storms, designed in accordance with Best Management Practices (BMPs) and meeting State specifications. Erosion and sediment control throughout the Augustine development will meet or exceed the criteria established in the Virginia Erosion and Sediment Control Handbook. The applicant further proffers that stormwater management facilities in the commercial/industrial areas located in Augustine South shall provide first flush pre-treatment of stormwater runoff to reduce sediment and hydrocarbon loadings from parking lot runoff.

5. **Schools**

- a. The applicant will dedicate to the Stafford County School Board one (1) school site of not less than sixty-five (65) acres located in Augustine Central as generally shown in Exhibit 1. Further, the applicant will:
 - 1) Retain responsibility for stormwater management for the school site as part of overall stormwater management for the property, and will obtain any wetlands study and permits, if required by the Stafford County School Board. If so requested by the School Board in writing, the applicant agrees to produce said wetlands study within one hundred eighty (180) days of final, non-appealable reclassification of the property;
 - 2) Supply the Stafford County School Board with the results of subsurface exploration including laboratory testing and geotechnical analysis of the site, if any, within one hundred eighty (180) days of final non-appealable reclassification of the property;
 - 3) Install underground utilities (sewer and water) to the property line of the school site;
 - 4) Clear all trees and shrubs as required by the Stafford County School Board, in accordance with County ordinances;
 - 5) Grade the site in accordance with a future site plan to be provided by the Stafford County School Board, and in accordance with County ordinances;
 - 6) Install erosion and sediment control measures in accordance with State and County standards;

- 7) Temporary seed and mulch the site;
 - 8) Provide current boundary survey, plat, and metes and bounds description to the Stafford County School Board within one hundred eighty (180) days of final non-appealable reclassification of the property; and provide topographic survey at a scale of 1"50' with 2-foot contour interval for the school site to the Stafford County School Board no sooner than three (3) months from written request for such survey; and,
 - 9) If requested by the Stafford County School Board, provide for access to the school site from Courthouse Road and Mine Road (Extended), which shall consist of curb cuts and acceleration/deceleration lanes, as necessary, and shall be consistent with VDOT highway standards, prior to the opening of the school facility planned for the site.
- b. In addition to the foregoing, the applicant agrees to tender a general warranty deed the minimum 65-acre school site, as generally shown in Exhibit 1, to the Stafford County School Board prior to September 15, 1992. It is understood and agreed that the applicant will reserve in the subject deed easements for the purposes of clearing, grading, drainage, sediment and erosion control, temporary seeding, and associated activities.

The applicant further proffers that the site shall be cleared, rough graded and temporary seeded in accordance with Proffers C.5.a.4-7 and in accordance with an approved site plan provided by the School Board; said clearing, grading and seeding shall be accomplished no later two (2) years prior to the projected opening of the school facility planned for the site but in any event not before July, 1996.

- c. The applicant agrees to provided public water service to the property line of the school site, as specified in Proffer C.5.a.3, not later than one (1) year prior to the projected opening of the school facility planned for the site but in any event not before July 1996; the provision of sanitary sewer service to the property line of the site shall occur not later than six (6) months prior to the projected opening date of the school facility planned for the site but in any event not before March, 1997, provided all local, State and federal permits are obtained through due diligence by the applicant.

6. **Day Care Center.** ~~The applicant will reserve, for sale or for development by the applicant, one (1) site encompassing a minimum of three (3) acres for use as a day care center, as generally depicted on Exhibit 1. Said day care center shall, at a minimum, consist of five thousand (5,000) square feet of floor area.~~

D. **Parks and Recreation**

1. **General**

The applicant proffers the construction of the following facilities for active and passive recreation. The acreages represented below are estimation and will change with final engineering design.

2. **Augustine North**

The application proffers the construction of a one hundred fifty (150+) acre 18-hole public golf course, with associated lake features, for public use and enjoyment.

3. **Public Access to Accokeek Furnace**

The Colonial Forge community will develop easements to be dedicated to Stafford County to provide public pedestrian access for visitors to the Accokeek Furnace site within the limits of the property owned by the applicant.

4. **Pool Membership**

The applicant will make available, for a fee, annual pool passes for residents in the immediate vicinity of Augustine. The exact number of passes, and fees, will be determined by a vote of the Augustine Homeowners' Association (AHOA).

5. **Augustine South**

~~The applicant agrees to grade or cause to be graded and temporarily seed or cause to be seeded up to four (4) ballfields on a twelve (12) acres site located in Augustine South; such grading and temporary seeding shall occur on or before the issuance of the eight hundredth (800) residential occupancy permit for Augustine North and Colonial Forge.~~

It is hereby agreed and understood that the applicant's commitment to construct the 18-hole public golf course, as specified in Proffers A.1 and D.2, shall be given full credit against any land area requirements of the "Development Control Policy: Parks and Recreation Land Requirements" (Resolution R90-487, adopted August 7, 1990) in excess of said twelve (12) acre dedication within Augustine South.

E. **Environmental**

1. **General**

The applicant proffers to limit construction within the Accokeek Creek stream valley and upon associated slopes greater than twenty-five (25) percent to the installation of utilities, road crossings, and stormwater management facilities. Further, the applicant agrees to restrict development within the 100-year floodplain to necessary road crossings, stormwater management facilities and utilities placement; construction in such areas will not impact existing flood elevations.

In accordance with the Chesapeake Bay Local Assistance Department (CBLAD) Model Ordinance guidelines, prior to initiating grading or other on-site land disturbing activities in areas containing non-tidal wetlands (as identified in the May 1989 "Preliminary Non-Tidal Wetlands Investigation" prepared by Greenhorne & O'Mara, Inc.), the applicant agrees to obtain all wetlands permits required by federal, state and local laws and regulations, and further, agrees to provide evidence of such permits to Stafford County.

2. **Tree Preservation**

The applicant proffers to hire a professional Forester to identify significant tree stands, and specimen trees on the property deemed suitable for protection. Tree stands and specimen trees so identified by the professional Forester shall be incorporated into the design of individual residential, commercial or industrial areas, and further, shall be protected during construction through the use of perimeter fencing around tree save areas and through direction signage indicating areas in which construction traffic and heavy equipment are prohibited.

Prior to construction plan approval, the applicant shall submit for review and approval by the Office of Planning a limits of clearing plan in an effort to preserve quality vegetation on the subject property, where possible, in areas not designated for structures, roadways or parking area. At a minimum, fifteen (15%) per cent of the total site area of Augustine shall remain as undisturbed open space.

3. **Golf Course**

- a. The applicant agrees to use Integrated Pest Management (IPM) techniques in the design, construction, and operation of the golf course to manage the use and application of fertilizers, pesticides, herbicides, and fungicides, and shall incorporate the Golf Course Management Guidelines recommended by the Virginia Cooperative Extension Service into said IPM techniques.
- b. The applicant agrees to use on-site surface water impoundments, as generally depicted on Exhibit 1, as the primary water source for golf course irrigation; only when necessary will groundwater be utilized to supplement the primary water source of the surface impoundments. In no event will the Stafford County public water supply be used for golf course irrigation.
- c. Upon written notification that a well or wells located on adjacent properties to Augustine North have gone dry or do not provide sufficient domestic water supply for a single family residence, and upon professional determination that the groundwater pumpage by the applicant has caused the depletion, the applicant agrees to provide an adequate water supply at its sole expense.

The foregoing does not apply to any depletion arising from the applicant's use of the well located on the eastern part of the golf course and in use prior to January 1, 1996, or any replacement or successor to that well, it being agreed that the applicant has no objection to ameliorate any depletion caused by that well's, or its replacement's or successor's, operations.

F. **Phasing of Residential Development**

1. The applicant proffers the payment of One Million Dollars (\$1,000,000) to the County toward construction of water facilities. Payment shall be made no later than the issuance of an occupancy permit for the 354th residential unit for Augustine. In exchange for this payment, applicant shall be granted Water pro rate Credits in accordance with the Water Pro Rata Credit Agreement for Colonial Forge dated November 20, 2003.

2. **Phasing of Residential Occupancy**

- a. Occupancy of the residential portions of the property shall be phased

according to the following schedule, which shall be read to provide that the number of occupancy permits for residential units allowed within each year shall be cumulative.

Accordingly, any units allowed to be occupied within a given year may be occupied in any subsequent year without diminishing the number of units allowed in each subsequent year.

b. Occupancy Permit Schedule:

The applicant proffers that no more than the number of units stated below will be occupied in any given year of project construction subject to the provisions outlined in Proffer F.2.a above:

Year	<u>Units per Year</u>
2000 (cumulative to date)	175
2001	75
2002	75
2003	75
2004	125
2005	125
2006	125
2007	125
2008	<u>91</u>
Total:	991

c. The applicant agrees to grade and seed the 18-hole golf course in Augustine North prior to the issuance of the first residential occupancy permit for Augustine North. The intent of this [provision is to ensure that the fairways, greens and driving range are usable for golf play, with the exception of maturation of the grass. The 18-hole public golf course in Augustine North shall be playable and open to the public prior to the issuance of the 251St residential occupancy permit or within three (3) years of the date of commencement of construction of the golf course, whichever occurs first. Satisfaction of this proffer shall not be construed to require that public water and sanitary sewer, the clubhouse and associated recreation facilities be completed.

d. The phasing of residential occupancy permits is further conditioned by the development of non-residential portions of Augustine (herein defined to include, not necessarily be limited to, commercial uses, light industrial uses, office uses, and recreational enterprises), but only to the extent described in this Proffer F.2.d. Notwithstanding any of the provisions of this Proffer F.2.d., the applicant shall not

be precluded from constructing any portion of the non-residential development at any time. It is understood that it is a policy of Stafford County to promote and encourage commercial and industrial growth within "The Corridor." The applicant will assist and participate in the implementation of that policy.

3. It is further agreed and understood that residential occupancy beyond the 353rd residence is dependent on the construction of a water storage tank or the availability of an alternative water supply source, by others, to service the commercial/industrial areas of Augustine South, with connections from the tank or alternative water supply source to water lines existing or planned for construction along Ramoth Church Road. Any such storage tank or alternative water supply source shall be located, designed and built in a manner consistent with the adopted water and sewer master plan.

~~4. The applicant proffers that upon satisfaction of the condition set forth in Proffer F.2.d.1 above, and prior to the issuance of the eight hundred first (801st) residential occupancy permit, the applicant shall submit a site plan for the construction of a minimum of fifty thousand (50,000) square feet of non-residential building area. Completion of said 50,000 square feet of non-residential building area shall entitle the applicant to an additional one hundred (100) residential occupancy permits. Completion of non-residential building area is herein defined as the construction of a base building with no tenant improvements.~~

~~5. Completion of an additional one hundred thousand (100,000) square feet of non-residential building area shall entitle the applicant to an additional ninety one (91) residential occupancy permits.~~

G. Miscellaneous

1. Commercial/Industrial Property Owners Association

The applicant will prepare all the necessary documentation to form a property owner's association to be known as the Augustine Business Owner's Association (ABOA), prior to the occupancy of the first commercial or industrial building, the membership of which shall consist of all the commercial and industrial property owners within the Augustine community. The members of the ABOA shall pay monthly dues to the ABOA. The ABOA shall maintain and provide for grass cutting and lawn maintenance of all common areas and/or open space, including snow removal on all private streets, garbage collection, maintain and operate all common areas owned by the ABOA and maintain and repair all application private streets.

2. **Architectural Control**

The applicant proffers that, at the discretion of the Zoning Administrator, all commercial/industrial development shall conform to the Design Guidelines Handbook, dated July 13, 1989. As the industrial area is developed, the applicant will maintain architectural control.

H. **Furnace Site Dedication**

The applicant agrees to convey to the County the furnace site shown on the GDP, and described in Attachment I. The applicant further proffers to convey the above-described property within ninety (90) days from the approval date of this reclassification. As part of this conveyance, the applicant agrees to purchase a title insurance policy on behalf of the County and/or its successor for the parcel conveyed in the face amount of \$300,000 that does not exempt access to the property.

I. **Additional Obligations of Applicant**

Notwithstanding any other obligation of the Applicant under this Statement as it applies to the Remaining Parcel, the Applicant agrees to the following additional proffers for purposes of constructing the Embrey Mill Athletic Fields-Phase II retaining wall project, as shown on that certain site plan prepared by the Timmons Group entitled “Embrey Mill Athletic Fields-Phase II”, sheets C4.5, C4.6, C5.2, C5.4, C5.6 and C5.8, and pursuant to the retaining wall plans prepared by Dominion Engineering Associates, Inc., entitled “Embrey Mill Phase 2 Retaining Wall Addition” (collectively the “Project”):

1. Applicant (or its affiliated company Augustine Homes, L.L.C.) would act as general contractor and contract with subcontractors to complete the Project;
2. We recommend that the County be the applicant for County required applications pertaining to the Project, and provide administrative support for the Project;
3. The Applicant would not be required to pay applicable permitting or application fees relating to the Project, but shall be required to provide a bond for the Project;
4. The retaining wall design and engineering plans for the Project will be submitted and approved, and building permit issued, by the County prior to construction. The retaining wall design, engineering plans and boring costs for the Project will be paid for by the Applicant at an estimated cost of \$14,900;

5. The retaining wall construction for the Project will be provided in accordance with the County approved designs and plans for the Project, and paid for by Applicant at an estimated cost of \$315,000;
6. The Applicant will import fill dirt from offsite for purposes of the Project of approximately 24,000 cubic yards at the County's estimated cost of \$432,000;
7. The Applicant will also import backfill for the retaining wall-of approximately 6,000 cubic yards at the County's estimated cost of \$108,000;
8. The Applicant will provide the erosion and sediment control protections as required by the County while the Project work is underway. The cost has yet to be determined;
9. The Applicant shall provide survey costs for the Project at an estimated cost of \$5,000;
10. The storm drainage improvements associated with the Project will be provided by the Applicant at an estimated cost of \$62,182;
11. The Applicant will also provide construction management services to oversee the Project at an estimated cost of \$20,000;
12. The Applicant will provide third party inspectors to inspect the work of the Project at an estimated cost of \$17,000;
13. Upon completion and final inspection of the Project, the Applicant will assign all warranties of work for the Project to the County and the County will release any applicable performance or other bonds and will release the Applicant from any liability pertaining to the Project;
14. The Applicant will complete the Project on a timeline pursuant to the discretion and readiness of the County;
15. Upon approval of this Statement, the Applicant may proceed to construct the remaining 96 residential dwelling units within the Colonial Forge development on the Remaining Parcel;
16. The Applicant shall be responsible for any overages above and beyond the estimated cost of the retaining wall construction as expressed in Section I-5; and
17. The total cost estimate for the Applicant's work on the Project is \$974,082.00.

J. Additional Cash Proffers for Embrey Mill Park.

The Applicant agrees to pay in the aggregate the sum of \$250,000.00 in cash as a proffer toward improvements at Embrey Mill Park. This cash proffer shall be paid \$2777.78 per unit (e.g. \$2777.78 x 90 units) for each unit issued a certificate of occupancy commencing upon the 801st unit and completing upon the 890th unit within the Augustine Central development area.

[AUTHORIZED SIGNATURES TO FOLLOW]

OWNER'S CONSENT:

Stafford Associates, L.P. II

By: _____
Name: _____
Title: _____

COMMONWEALTH OF _____

CITY/COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that _____, _____ of Stafford Associates, L.P. II, has acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal this ____ day of _____, 201__.

Notary Public

Print Name: _____

My Commission Expires: _____ Registration No. _____ [SEAL]

PROFFER AMENDMENT EXHIBIT A

“O04-40”

PROFFER AMENDMENT EXHIBIT B

“Exhibit Showing Platted and Remaining Areas of Stafford Associates Limited Partnership
No. 2”

PROFFER AMENDMENT EXHIBIT C

**Tax Map Numbers (assumed
to be) for Remaining Parcel**

Section 8

29J-8-391	29J-8-412
29J-8-392	29J-8-413
29J-8-393	29J-8-414
29J-8-394	29J-8-415
29J-8-395	29J-8-416
29J-8-396	29J-8-417
29J-8-397	29J-8-418
29J-8-398	29J-8-419
29J-8-399	29J-8-420
29J-8-400	29J-8-421
29J-8-401	29J-8-422
29J-8-402	29J-8-423
29J-8-403	29J-8-424
29J-8-404	29J-8-425
29J-8-405	29J-8-426
29J-8-406	29J-8-427
29J-8-407	29J-8-428
29J-8-408	29J-8-429
29J-8-409	29J-8-430
29J-8-410	29J-8-G*
29J-8-411	29J-8-O*

7473375-13 028016.00026

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Deletion	
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<u>Moved to</u>	
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Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

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Moved to	0
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Format changed	0
Total changes	11

AMENDED AND RESTATED PROFFER STATEMENT

STAFFORD COUNTY, VIRGINIA

Applicant/Owner: Stafford Association LTD Partnership No. 2

Property: The applicable property includes Tax Map Numbers 29J-4-310, 29J-4-311, 29J-4-312, 29J-4-313, 29J-4-314, 29J-4-315, 29J-4-316, 29J-4-317, 29J-4-318, 29J-4-319, 29J-4-320, 29J-4-321, 29J-4-322, 29J-4-323, 29J-4-324, 29J-4-325, 29J-4-326, 29J-4-327, and 29J-4-A (open space), totaling 8.091 acres; 29J-2C-85, 29J-2C-86, 29J-2C-87, 29J-2C-115, 29J-2C-116, 29J-2C-117, 29J-2C-118, 29J-2C-119, 29J-2C-120, 29J-2C-121, 29J-2C-122, 29J-2C-123, 29J-2C-124, 29J-2C-125, 29J-2C-126, 29J-2C-127, 29J-2C-133, 29J-2C-134, 29J-2C-135, 29J-2C-136, 29J-2C-137, 29J-2C-138, 29J-2C-139, 29J-2C-140, 29J-2C-141, 29J-2C-142, 29J-2C-143, 29J-2C-144, 29J-2C-145, 29J-2C-146, 29J-2C-147, 29J-2C-148, 29J-2C-149, 29J-2C-150, 29J-2C-151, 29J-2C-152, 29J-2C-153, 29J-2C-154, 29J-2C-D*, 29J-2C-E*, totaling 18.505 acres; and portions of Tax Parcel 28-100, with assumed Tax Map Numbers as listed on Proffer Amendment Exhibit C, which includes 15.128 acres, and as further defined below (hereinafter the "Remaining Parcel")
(*These parcels are open space.)

Minor Proffer Amendment Request: As provided below

Date: February 4, 2016

County File No. RC1300296

RECITALS

WHEREAS, on October 5, 2004, the County of Stafford, Virginia (the "County") approved via zoning ordinance O04-40, which was an amendment to certain approved proffered conditions, all as more particularly provided in said ordinance, a copy of which is attached hereto and marked as Proffer Amendment Exhibit A ("O04-40"); and

WHEREAS, the residential development of Colonial Forge described under said O04-40 is substantially built-out and many of the below proffers have been satisfied, but prior to completing the remaining lots (18 in Section 4, 40 in Future Section 8, and 38 in Section 2C), the

Applicant has requested this proffer amendment known as RC1300926, all as provided more particularly below; and

WHEREAS, it is the intent of this Amended and Restated Proffer Statement (the "Statement") to provide amendments to O04-40, including the removal of certain obligations under Sections C.6., D. 5., and F. 4. and F. 5. of O04-40, and the confirmation of certain satisfied proffers under O04-40, and the inclusions of additional obligations of the Applicant, and to further cap the number of dwelling units under Section A.1. at 900, all as provided more particularly below.

I. Overview

Stafford Associates, L.P. II ("the Applicant"), has applied for a proffer amendment for certain property, consisting of approximately 41.724 acres, all as more particularly described in that certain exhibit plat, attached hereto and marked as Proffer Amendment Exhibit B, prepared by Bowman Consulting and entitled "Exhibit Showing Platted and Remaining Areas of Stafford Associates Limited Partnership No. 2", dated July 8, 2013 and last revised July 28, 2015 (the "Remaining Parcel"). In the event the Statement is not approved as applied for by the Applicant, or as the Applicant may modify the application, the below described amended proffers shall be automatically withdrawn and are null and void and of no further force and effect regarding the Remaining Parcel. In the event the Statement is approved, it shall take effect and shall thereafter apply to the Remaining Parcel. The Statement shall be deemed accepted by the Board upon approval of the Statement as applied for by the Applicant, the expiration of the 30-day appeal period following the Board's approval, and confirmation that no litigation has been filed challenging the proffer amendment application. Whenever the terms of the Statement refer to the affirmative obligations of the Applicant to make improvements to the Remaining Parcel, the term Applicant shall refer to the owner(s) of the Remaining Parcel at the time of the initial development of the Remaining Parcel, and their successors and assigns.

To the extent any of the following proffers have not been previously satisfied or amended as expressed herein, the following shall apply to the Remaining Parcel:

A. Land Use

1. **General:** The within-described proffers are contingent upon final, non-appealable reclassification of the property to R-1, R-3, B-2 and M-I districts, as shown on Exhibit 2; in the event that the within-described reclassifications are not granted as requested, these proffers shall be withdrawn and are to be considered null and void. The subject property is divided into three (3) development areas, described herein and in

Exhibit 1 and 2 dated May 31, 1990, as: Augustine North; Colonial Forge formerly known as Augustine Central, and Augustine South.

The applicant proffers that no more than nine hundred (900) dwelling units will be constructed on the property, including the Remaining Parcel, which applies to and includes the entire Colonial Forge development. The applicant proffers to construct an 18-hole public golf course on the subject property, as generally shown on Exhibit 1, for public use and enjoyment. The subject area of the proposed golf course shall remain in its current A-1 zoning.

2. **R-1, District (Augustine North; Refer to Exhibits 1 and 2)**

The applicant proffers that the development of Augustine North will be limited to the construction of no more than three hundred fifty-two (352) single family detached dwellings, as generally depicted on Exhibit 1. The applicant further proffers that lots and/or a combination of lots and open space along the western and southern boundaries of Augustine North, as depicted on Exhibit 1, will average one (1) acre in size.

3. **R-3 District (Colonial Forge; Refer to the GDP dated June 10, 2004)**

The applicant proffers that the development of Colonial Forge may include Single Family Detached dwellings, Duplexes, Townhouses, and/or Condominiums, and lands dedicated for public school uses (65+ acres). The applicant further agrees that no more than 180 townhouses shall be constructed at Colonial Forge and that the total number of multi-family units shall not exceed 281.

4. **B-2 District (Augustine South; Refer to Exhibits 1 and 2)**

The applicant proffers that the development of areas within Augustine South designated for B-2 reclassification may include a mix of retail stores, office, personal service uses, service commercial uses, and child care facilities, as generally depicted on Exhibit 1. In the event of the State's authorization for Stafford County to create a Virginia Transportation Service District, the applicant will petition the Board of Supervisors to place the portions of Augustine South proposed for B-2 reclassification into a voluntary Virginia Transportation Service District (The Augustine B-2 Transportation Service District), pursuant to Section 15.1-791.1 et. seq. of the Annotated Code of Virginia (as amended). The Board of Supervisors shall make this determination at its sole discretion. In the event that the Augustine B-2 Transportation Service District is approved by the Board of Supervisors, the property owners in areas designated for B-2 reclassification shall form a property owner's association (as described in Proffer G.2) known as the

Augustine Business Owner's Association (ABOA) which shall assist with responsibility for the administration of the Augustine B-2 Transportation Service District, as may be directed by the Board of Supervisors. It shall be agreed and understood that no properties outside of Augustine will be included in the Augustine B-2 Transportation Service District, unless or until the owners of specific off-site properties explicitly petition the Board of Supervisors for inclusion in the Augustine B-2 Transportation Service District. The monies generated from the Augustine B-2 Transportation Service District shall be utilized for purposes related to the extension of the Augustine Drive from its southern terminus in Augustine Central to the future Outer Connector/Mountain View Road interchange (Exhibit 1), and/or other Master Planned transportation improvements in the western Accokeek and Potomac Creek Watersheds (herein defined as west of I-95).

5. **M-1 District (Augustine South; Refer to Exhibits 1 and 2)**

The applicant proffers that the development of areas within Augustine South designated for M-1 reclassification may include light industrial, warehouse, research and development, and office uses. In the event of the State's authorization for Stafford County to create a Virginia Transportation Service District, the applicant will petition the Board of Supervisors to place the portions of Augustine South proposed for M-1 reclassification into a voluntary Virginia Transportation Service District (The Augustine M-1 Transportation Service District), pursuant to Section 15.1-791.1 et seq. of the Annotated Code of Virginia (as amended). The Board of Supervisors shall make this determination at its sole discretion. In the event that the Augustine M-1, Transportation Service District is approved by the Board of Supervisors, the property owners in areas designated for M-1 reclassification shall form a property owner's association (as described in Proffer G.2) known as the Augustine Business Owner's Association (ABOA) which shall assist with responsibility for the administration of the Augustine M1 Transportation Service District, as may be directed by the Board of Supervisors. It shall be agreed and understood that no properties outside of Augustine will be included in the Augustine M-1 Transportation Service District, unless or until the owners of specific off-site properties explicitly petition the Board of Supervisors for inclusion in the Augustine M-1 Transportation Service District. The monies generated from the Augustine M-1 Transportation Service District shall be utilized for purposes related to the extension of the Augustine Drive from its southern terminus in Augustine Central to the future Outer Connector/Mountain View Road interchange (Exhibit 1), and/or other Master Planned transportation improvements in the western Accokeek and Potomac Creek Watersheds. The applicant agrees to coordinate marketing efforts with the County Department of Economic Development to attract industry to Augustine.

B. **Transportation**

1. **General** - The configuration of the proposed road network will be generally shown on the GDP, subject to final engineering design.

2. **Augustine Drive (Colonial Forge, formally known as Augustine Central)**

a. The applicant shall dedicate ninety two (92) feet for a public right-of-way for the purpose of constructing a four (4) lane divided roadway from Courthouse Road to a point approximately one thousand, eight hundred (1,800) lineal feet south of Courthouse Road, as shown on the GDP, then dedicate ninety two (92) feet for a public right-of-way, for the purpose of constructing a two (2) lane divided roadway from Millrace Road to its intersection with Accokeek Furnace Road. The roadway shall have a five (5) foot wide pedestrian trail on both sides. The portion of the two (2) lane divided roadway that crosses culverts and fills shall be designed and built to accommodate a four (4) lane divided roadway with a five (5) foot wide pedestrian trail on both sides. This ninety two (92) foot wide two lane roadway will continue off-site in a southerly direction from Colonial Forge as illustrated on the County's Master Transportation Plan. No residential lots will have direct frontage access to this roadway.

b. For the off-site segment of the Augustine Drive south of Accokeek Furnace Road, the applicant agrees to pay all reasonable costs associated with the acquisition costs up to Fifty Thousand Dollars (\$50,000), for the future connection to Ramoth Church Road. In the event the applicant is unable to obtain the necessary right-of-way at fair market value, the applicant agrees to contribute, prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, up to said Fifty Thousand Dollars (\$50,000) for right-of-way acquisition (as documented by the County through invoices and receipts, as the case may be), which sum shall be paid into an interest bearing escrow account to be administered by the County for the purpose of right-of-way acquisition between Colonial Forge and Ramoth Church Road, and other Master Planned transportation improvements in the western Accokeek and Potomac Creek watersheds, including the Interstate 95/State Route 630 interchange.

- c. The applicant further proffers to construct the off-site portion of the Augustine Drive between Colonial Forge and Ramoth Church Road provided the necessary right-of-way has been obtained prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge but in no event shall the expenditure by the applicant for such roadway construction exceed Four Hundred Fifty Thousand Dollars (\$450,000). Such roadway construction or payment of funds if the cost estimate exceeds \$450,000 by the applicant shall occur prior to the issuance of the four hundred first (401st) residential occupancy permit for Colonial Forge.

In the event that the necessary right-of-way for the aforementioned segment of the Augustine Drive has not been obtained prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, the applicant shall contribute the Four Hundred Fifty Thousand Dollars (\$450,000) for roadway construction, for the purpose of right-of-way acquisition along the Master Planned alignment of Augustine Drive between Colonial Forge and existing Ramoth Church Road and/or for the construction of other Master Planned transportation improvements in the western Accokeek and Potomac Creek watershed including the Interstate 95/State Route 630 interchange.

In the event the applicant selects not to comply with the construction of Augustine Drive South of Accokeek Furnace Road to Ramoth Church Road, or pay the sum of \$450,000 to the County, the applicant agrees to improve Accokeek Furnace Road from Augustine Drive to Ramoth Church Road to VDOT standards, including the purchasing of additional right-of-way and the cost of construction. The applicant shall apply for a Subdivision Construction Application prior to the construction of Accokeek Furnace Road and shall make all reasonable efforts to avoid any negative impact on the church property at the corner of Accokeek Furnace Road and Ramoth Church Road. If the applicant chooses this option, the improvement of Accokeek Furnace Road must be completed prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge. As a third option, the applicant may elect to connect Augustine Drive to Ramoth Church Road through the acquisition of additional right of way. In any case, if the applicant does not expend the referenced sum of \$450,000 the balance shall be paid to the County for the purpose of right-of-way acquisition and construction of Augustine Drive between Colonial Forge and existing Ramoth Church Road along

the Master Transportation Planned alignment of Augustine Drive, and/or for the construction of other Master Planned transportation improvements in the western Accokeek and Potomac Creek watershed, including the Interstate 95/State Route 630 interchange. Upon aforesaid contribution of the referenced sum, or partial balance due, the applicant shall automatically be released from all obligation to construct any portion of the off-site segment of Augustine Drive.

- d. In lieu of any of the foregoing, the County may elect to utilize the referenced funds to widen Augustine Drive to four (4) lanes from the terminus of the four (4) lane roadway referenced at Proffer B2a to the intersection of Augustine Drive and Accokeek Furnace Road. The County may also direct the applicant to construct with the referenced funds the additional lanes for Augustine Drive, provided the County provides written notice to the applicant within two (2) years of the date of the adoption of this proffer amendment by the Board of Supervisors to undertake the construction.

3. **Frontage Roads Right-of-Way Dedication**

The applicant proffers to dedicate up to forty-five (45) feet of right-of-way from the existing centerline along areas of the property which fronts on Mountain View Road, Ramoth Church Road and seventy (70) feet of right-of-way from the existing centerline along areas of the property that front on Courthouse Road, as necessary. In addition, frontage improvements will be provided at all proposed intersections with existing Mountain View Road, Ramoth Church Road, Accokeek Furnace Road and Courthouse Road, as shown on Exhibit 1 and the GDP; said frontage shall consist of acceleration lanes, deceleration lanes, left turn lanes, and other necessary improvements as determined by VDOT, provided that a reasonable effort by the applicant to obtain needed right-of-way at fair market value is successful. In the event that the applicant is unable to obtain necessary rights-of-way as prescribed above, the applicant will construct revised frontage improvements within the available rights-of-way, as approved by V DOT.

C. **Public Facilities**

1. **General**

The applicant proffers that all areas within Augustine will be served by public water and sanitary sewer. The exact alignment and configuration of these systems will be

determined with final engineering study in coordination with the Stafford County Department of Public Utilities.

2. **Public Water Facilities**

- a. The applicant proffers to construct major water lines within Augustine; the proposed water distribution system will not access lines existing or planned for extension along Mountain View Road, unless otherwise directed by the Stafford County Department of Public Utilities. The sizing of these lines will be coordinated with the Stafford County Department of Public Utilities.
- b. The applicant proffers to construct a twelve (12) inch water line along Augustine Drive from Courthouse Road to Ramoth Church Road, such Waterline shall be constructed within the ninety two (92) foot wide right-of-way for Augustine Drive within the applicant's property.

3. **Sanitary Sewer Facilities**

- a. The applicant proffers to construct a major trunk sewer along the Accokeek Creek stream valley to a proposed wastewater pump station west of Interstate 95. In exchange for this construction, applicant shall be granted Sewer Pro Rata Credit in accordance with the Sewer Pro Rata Credit Agreement between the Board of Supervisors of Stafford County, Virginia and Stafford Associates Limited Partnership dated July 17, 1996.
- b. The applicant and the County have entered into a sewer Pro-Rata Credit Agreement, which requires the applicant to make certain improvements consistent with the County's Water and Sewer Master Plan in consideration for pro rata credits. The referenced Agreement dated September 7, 2004, or subsequent amendment to this agreement as may Be mutually agreed by Stafford County and Stafford County Associates Limited Partnership, is incorporated into these proffers by reference.
- c. If necessary off-site easements are not available for the construction of such sanitary sewer trunk line, the applicant will make a bona fide attempt to purchase said easements at fair market value. If the applicant is unable to acquire such easements at fair market value, it is understood and agreed that the construction of the subject sanitary trunk sewer will fulfill an important public purpose and serve the public, in general, and accordingly that all appropriated government agencies will use their best

efforts to assist the applicant in acquiring such easements for the construction of said trunk sewer line. The applicant will reimburse the County for reasonable costs associated with the acquisition of such easements, including legal proceedings and land acquisition costs.

4. **Stormwater Management Facilities**

The applicant proffers to provide stormwater management facilities which will control post-development peak runoff rates to levels at or below predevelopment runoff rates for both the two-year frequency storms, designed in accordance with Best Management Practices (BMPs) and meeting State specifications. Erosion and sediment control throughout the Augustine development will meet or exceed the criteria established in the Virginia Erosion and Sediment Control Handbook. The applicant further proffers that stormwater management facilities in the commercial/industrial areas located in Augustine South shall provide first flush pre-treatment of stormwater runoff to reduce sediment and hydrocarbon loadings from parking lot runoff.

5. **Schools**

- a. The applicant will dedicate to the Stafford County School Board one (1) school site of not less than sixty-five (65) acres located in Augustine Central as generally shown in Exhibit 1. Further, the applicant will:
 - 1) Retain responsibility for stormwater management for the school site as part of overall stormwater management for the property, and will obtain any wetlands study and permits, if required by the Stafford County School Board. If so requested by the School Board in writing, the applicant agrees to produce said wetlands study within one hundred eighty (180) days of final, non-appealable reclassification of the property;
 - 2) Supply the Stafford County School Board with the results of subsurface exploration including laboratory testing and geotechnical analysis of the site, if any, within one hundred eighty (180) days of final non-appealable reclassification of the property;
 - 3) Install underground utilities (sewer and water) to the property line of the school site;
 - 4) Clear all trees and shrubs as required by the Stafford County School Board, in accordance with County ordinances;

- 5) Grade the site in accordance with a future site plan to be provided by the Stafford County School Board, and in accordance with County ordinances;
 - 6) Install erosion and sediment control measures in accordance with State and County standards;
 - 7) Temporary seed and mulch the site;
 - 8) Provide current boundary survey, plat, and metes and bounds description to the Stafford County School Board within one hundred eighty (180) days of final non-appealable reclassification of the property; and provide topographic survey at a scale of 1"50' with 2-foot contour interval for the school site to the Stafford County School Board no sooner than three (3) months from written request for such survey; and,
 - 9) If requested by the Stafford County School Board, provide for access to the school site from Courthouse Road and Mine Road (Extended), which shall consist of curb cuts and acceleration/deceleration lanes, as necessary, and shall be consistent with VDOT highway standards, prior to the opening of the school facility planned for the site.
- b. In addition to the foregoing, the applicant agrees to tender a general warranty deed the minimum 65-acre school site, as generally shown in Exhibit 1, to the Stafford County School Board prior to September 15, 1992. It is understood and agreed that the applicant will reserve in the subject deed easements for the purposes of clearing, grading, drainage, sediment and erosion control, temporary seeding, and associated activities.

The applicant further proffers that the site shall be cleared, rough graded and temporary seeded in accordance with Proffers C.5.a.4-7 and in accordance with an approved site plan provided by the School Board; said clearing, grading and seeding shall be accomplished no later two (2) years prior to the projected opening of the school facility planned for the site but in any event not before July, 1996.

- c. The applicant agrees to provided public water service to the property line of the school site, as specified in Proffer C.5.a.3, not later than one (1) year prior to the projected opening of the school facility planned for the site but in any event not before July 1996; the provision of sanitary sewer service to the property line of the site shall occur not later than six (6) months prior to the projected opening date of the school facility planned for the site but in any event not before March, 1997, provided all local, State and federal permits are obtained through due diligence by the applicant.

6. **Day Care Center.** ~~The applicant will reserve, for sale or for development by the applicant, one (1) site encompassing a minimum of three (3) acres for use as a day care center, as generally depicted on Exhibit 1. Said day care center shall, at a minimum, consist of five thousand (5,000) square feet of floor area.~~

D. **Parks and Recreation**

1. **General**

The applicant proffers the construction of the following facilities for active and passive recreation. The acreages represented below are estimation and will change with final engineering design.

2. **Augustine North**

The application proffers the construction of a one hundred fifty (150+) acre 18-hole public golf course, with associated lake features, for public use and enjoyment.

3. **Public Access to Accokeek Furnace**

The Colonial Forge community will develop easements to be dedicated to Stafford County to provide public pedestrian access for visitors to the Accokeek Furnace site within the limits of the property owned by the applicant.

4. **Pool Membership**

The applicant will make available, for a fee, annual pool passes for residents in the immediate vicinity of Augustine. The exact number of passes, and fees, will be determined by a vote of the Augustine Homeowners' Association (AHOA).

5. **Augustine South**

~~The applicant agrees to grade or cause to be graded and temporarily seed or cause to be seeded up to four (4) ballfields on a twelve (12) acres site located in Augustine South; such grading and temporary seeding shall occur on or before the issuance of the eight hundredth (800) residential occupancy permit for Augustine North and Colonial Forge.~~

It is hereby agreed and understood that the applicant's commitment to construct the 18-hole public golf course, as specified in Proffers A.1 and D.2, shall be given full credit

against any land area requirements of the "Development Control Policy: Parks and Recreation Land Requirements" (Resolution R90-487, adopted August 7, 1990) in excess of said twelve (12) acre dedication within Augustine South.

E. **Environmental**

1. **General**

The applicant proffers to limit construction within the Accokeek Creek stream valley and upon associated slopes greater than twenty-five (25) percent to the installation of utilities, road crossings, and stormwater management facilities. Further, the applicant agrees to restrict development within the 100-year floodplain to necessary road crossings, stormwater management facilities and utilities placement; construction in such areas will not impact existing flood elevations.

In accordance with the Chesapeake Bay Local Assistance Department (CBLAD) Model Ordinance guidelines, prior to initiating grading or other on-site land disturbing activities in areas containing non-tidal wetlands (as identified in the May 1989 "Preliminary Non-Tidal Wetlands Investigation" prepared by Greenhorne & O'Mara, Inc.), the applicant agrees to obtain all wetlands permits required by federal, state and local laws and regulations, and further, agrees to provide evidence of such permits to Stafford County.

2. **Tree Preservation**

The applicant proffers to hire a professional Forester to identify significant tree stands, and specimen trees on the property deemed suitable for protection. Tree stands and specimen trees so identified by the professional Forester shall be incorporated into the design of individual residential, commercial or industrial areas, and further, shall be protected during construction through the use of perimeter fencing around tree save areas and through direction signage indicating areas in which construction traffic and heavy equipment are prohibited.

Prior to construction plan approval, the applicant shall submit for review and approval by the Office of Planning a limits of clearing plan in an effort to preserve quality vegetation on the subject property, where possible, in areas not designated for structures, roadways or parking area. At a minimum, fifteen (15%) per cent of the total site area of Augustine shall remain as undisturbed open space.

3. **Golf Course**

- a. The applicant agrees to use Integrated Pest Management (IPM) techniques in the design, construction, and operation of the golf course to manage the use and application of fertilizers, pesticides, herbicides, and fungicides, and shall incorporate the Golf Course Management Guidelines recommended by the Virginia Cooperative Extension Service into said IPM techniques.
- b. The applicant agrees to use on-site surface water impoundments, as generally depicted on Exhibit 1, as the primary water source for golf course irrigation; only when necessary will groundwater be utilized to supplement the primary water source of the surface impoundments. In no event will the Stafford County public water supply be used for golf course irrigation.
- c. Upon written notification that a well or wells located on adjacent properties to Augustine North have gone dry or do not provide sufficient domestic water supply for a single family residence, and upon professional determination that the groundwater pumpage by the applicant has caused the depletion, the applicant agrees to provide an adequate water supply at its sole expense.

The foregoing does not apply to any depletion arising from the applicant's use of the well located on the eastern part of the golf course and in use prior to January 1, 1996, or any replacement or successor to that well, it being agreed that the applicant has no objection to ameliorate any depletion caused by that well's, or its replacement's or successor's, operations.

F. **Phasing of Residential Development**

1. The applicant proffers the payment of One Million Dollars (\$1,000,000) to the County toward construction of water facilities. Payment shall be made no later than the issuance of an occupancy permit for the 354th residential unit for Augustine. In exchange for this payment, applicant shall be granted Water pro rate Credits in accordance with the Water Pro Rata Credit Agreement for Colonial Forge dated November 20, 2003.

2. **Phasing of Residential Occupancy**

- a. Occupancy of the residential portions of the property shall be phased

according to the following schedule, which shall be read to provide that the number of occupancy permits for residential units allowed within each year shall be cumulative.

Accordingly, any units allowed to be occupied within a given year may be occupied in any subsequent year without diminishing the number of units allowed in each subsequent year.

b. Occupancy Permit Schedule:

The applicant proffers that no more than the number of units stated below will be occupied in any given year of project construction subject to the provisions outlined in Proffer F.2.a above:

Year	<u>Units per Year</u>
2000 (cumulative to date)	175
2001	75
2002	75
2003	75
2004	125
2005	125
2006	125
2007	125
2008	<u>91</u>
Total:	991

- c. The applicant agrees to grade and seed the 18-hole golf course in Augustine North prior to the issuance of the first residential occupancy permit for Augustine North. The intent of this [provision is to ensure that the fairways, greens and driving range are usable for golf play, with the exception of maturation of the grass. The 18-hole public golf course in Augustine North shall be playable and open to the public prior to the issuance of the 251st residential occupancy permit or within three (3) years of the date of commencement of construction of the golf course, whichever occurs first. Satisfaction of this proffer shall not be construed to require that public water and sanitary sewer, the clubhouse and associated recreation facilities be completed.
- d. The phasing of residential occupancy permits is further conditioned by the development of non-residential portions of Augustine (herein defined to include, not necessarily be limited to, commercial uses, light industrial uses, office uses, and recreational enterprises), but only to the extent described in this Proffer F.2.d. Notwithstanding any of the provisions of this Proffer F.2.d., the applicant

shall not be precluded from constructing any portion of the non-residential development at any time. It is understood that it is a policy of Stafford County to promote and encourage commercial and industrial growth within "The Corridor." The applicant will assist and participate in the implementation of that policy.

3. It is further agreed and understood that residential occupancy beyond the 353rd residence is dependent on the construction of a water storage tank or the availability of an alternative water supply source, by others, to service the commercial/industrial areas of Augustine South, with connections from the tank or alternative water supply source to water lines existing or planned for construction along Ramoth Church Road. Any such storage tank or alternative water supply source shall be located, designed and built in a manner consistent with the adopted water and sewer master plan.

~~4. The applicant proffers that upon satisfaction of the condition set forth in Proffer F.2.d.1 above, and prior to the issuance of the eight hundred first (801st) residential occupancy permit, the applicant shall submit a site plan for the construction of a minimum of fifty thousand (50,000) square feet of non-residential building area. Completion of said 50,000 square feet of non-residential building area shall entitle the applicant to an additional one hundred (100) residential occupancy permits. Completion of non-residential building area is herein defined as the construction of a base building with no tenant improvements.~~

~~5. Completion of an additional one hundred thousand (100,000) square feet of non-residential building area shall entitle the applicant to an additional ninety one (91) residential occupancy permits.~~

G. Miscellaneous

1. Commercial/Industrial Property Owners Association

The applicant will prepare all the necessary documentation to form a property owner's association to be known as the Augustine Business Owner's Association (ABOA), prior to the occupancy of the first commercial or industrial building, the membership of which shall consist of all the commercial and industrial property owners within the Augustine community. The members of the ABOA shall pay monthly dues to the ABOA. The ABOA shall maintain and provide for grass cutting and lawn maintenance of all common areas and/or open space, including snow removal on all private streets, garbage collection, maintain and operate all common areas owned by the ABOA and maintain and repair all application private streets.

2. **Architectural Control**

The applicant proffers that, at the discretion of the Zoning Administrator, all commercial/industrial development shall conform to the Design Guidelines Handbook, dated July 13, 1989. As the industrial area is developed, the applicant will maintain architectural control.

H. **Furnace Site Dedication**

The applicant agrees to convey to the County the furnace site shown on the GDP, and described in Attachment I. The applicant further proffers to convey the above-described property within ninety (90) days from the approval date of this reclassification. As part of this conveyance, the applicant agrees to purchase a title insurance policy on behalf of the County and/or its successor for the parcel conveyed in the face amount of \$300,000 that does not exempt access to the property.

I. **Additional Obligations of Applicant**

Notwithstanding any other obligation of the Applicant under this Statement as it applies to the Remaining Parcel, the Applicant agrees to the following additional proffers for purposes of constructing the Embrey Mill Athletic Fields-Phase II retaining wall project, as shown on that certain site plan prepared by the Timmons Group entitled "Embrey Mill Athletic Fields-Phase II", sheets C4.5, C4.6, C5.2, C5.4, C5.6 and C5.8, and pursuant to the retaining wall plans prepared by Dominion Engineering Associates, Inc., entitled "Embrey Mill Phase 2 Retaining Wall Addition" (collectively the "Project"):

1. Applicant (or its affiliated company Augustine Homes, L.L.C.) would act as general contractor and contract with subcontractors to complete the Project;
2. We recommend that the County be the applicant for County required applications pertaining to the Project, and provide administrative support for the Project;
3. The Applicant would not be required to pay applicable permitting or application fees relating to the Project, but shall be required to provide a bond for the Project;
4. The retaining wall design and engineering plans for the Project will be submitted and approved, and building permit issued, by the County prior to construction. The retaining wall design, engineering plans and boring costs for the Project will be paid for by the Applicant at an estimated cost of \$14,900;

5. The retaining wall construction for the Project will be provided in accordance with the County approved designs and plans for the Project, and paid for by Applicant at an estimated cost of \$315,000;
6. The Applicant will import fill dirt from offsite for purposes of the Project of approximately 24,000 cubic yards at the County's estimated cost of \$432,000;
7. The Applicant will also import backfill for the retaining wall-of approximately 6,000 cubic yards at the County's estimated cost of \$108,000;
8. The Applicant will provide the erosion and sediment control protections as required by the County while the Project work is underway. The cost has yet to be determined;
9. The Applicant shall provide survey costs for the Project at an estimated cost of \$5,000;
10. The storm drainage improvements associated with the Project will be provided by the Applicant at an estimated cost of \$62,182;
11. The Applicant will also provide construction management services to oversee the Project at an estimated cost of \$20,000;
12. The Applicant will provide third party inspectors to inspect the work of the Project at an estimated cost of \$17,000;
13. Upon completion and final inspection of the Project, the Applicant will assign all warranties of work for the Project to the County and the County will release any applicable performance or other bonds and will release the Applicant from any liability pertaining to the Project;
14. The Applicant will complete the Project on a timeline pursuant to the discretion and readiness of the County;
15. Upon approval of this Statement, the Applicant may proceed to construct the remaining 96 residential dwelling units within the Colonial Forge development on the Remaining Parcel;
16. The Applicant shall be responsible for any overages above and beyond the estimated cost of the retaining wall construction as expressed in Section I-5; and
17. The total cost estimate for the Applicant's work on the Project is \$974,082.00.

J. **Additional Cash Proffers for Embrey Mill Park.**

The Applicant agrees to pay in the aggregate the sum of \$250,000.00 in cash as a proffer toward improvements at Embrey Mill Park. This cash proffer shall be paid \$2777.78 per unit (e.g. \$2777.78 x 90 units) for each unit issued a certificate of occupancy commencing upon the 801st unit and completing upon the 890th unit within the Augustine Central development area.

[AUTHORIZED SIGNATURES TO FOLLOW]

OWNER'S CONSENT:

Stafford Associates, L.P. II

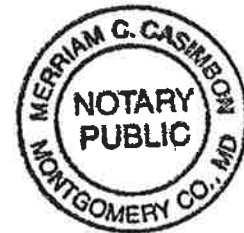
By: [Signature]
Name: JOEL J HOCHMAN
Title: MANAGER

COMMONWEALTH OF _____
CITY/COUNTY OF Montgomery, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do hereby certify that Joel J. Hochman, manager of Stafford Associates, L.P. II, has acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal this 5th day of February, 2016.

Miriam C. Casimbon
Notary Public



Print Name: MERRIAM C. CASIMBON

My Commission Expires: August 30, 2018 Registration No. _____ [SEAL]

PROFFER AMENDMENT EXHIBIT A

“O04-40”

PROFFER AMENDMENT EXHIBIT B

“Exhibit Showing Platted and Remaining Areas of Stafford Associates Limited Partnership No. 2”

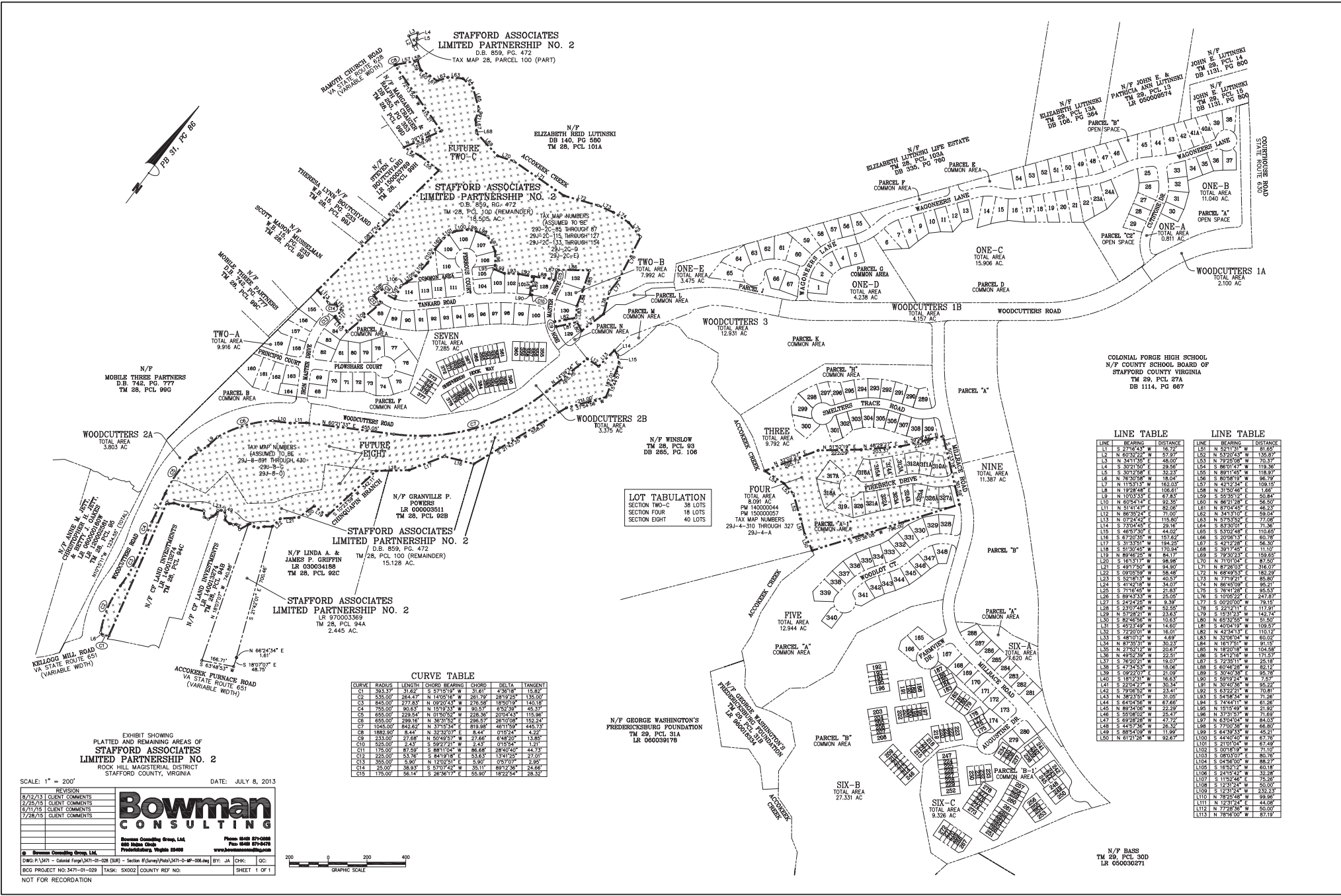
PROFFER AMENDMENT EXHIBIT C

**Tax Map Numbers (assumed
to be) for Remaining Parcel**

Section 8

29J-8-391	29J-8-412
29J-8-392	29J-8-413
29J-8-393	29J-8-414
29J-8-394	29J-8-415
29J-8-395	29J-8-416
29J-8-396	29J-8-417
29J-8-397	29J-8-418
29J-8-398	29J-8-419
29J-8-399	29J-8-420
29J-8-400	29J-8-421
29J-8-401	29J-8-422
29J-8-402	29J-8-423
29J-8-403	29J-8-424
29J-8-404	29J-8-425
29J-8-405	29J-8-426
29J-8-406	29J-8-427
29J-8-407	29J-8-428
29J-8-408	29J-8-429
29J-8-409	29J-8-430
29J-8-410	29J-8-G*
29J-8-411	29J-8-O*

7473375-1 028016.00026



STAFFORD ASSOCIATES
LIMITED PARTNERSHIP NO. 2
D.B. 859, PG. 472
TAX MAP 28, PARCEL 100 (PART)

STAFFORD ASSOCIATES
LIMITED PARTNERSHIP NO. 2
D.B. 859, PG. 472

STAFFORD ASSOCIATES
LIMITED PARTNERSHIP NO. 2
D.B. 859, PG. 472
LR 000003118

STAFFORD ASSOCIATES
LIMITED PARTNERSHIP NO. 2
D.B. 859, PG. 472
LR 070003569

LOT TABULATION
SECTION TWO-C 38 LOTS
SECTION FOUR 18 LOTS
SECTION EIGHT 40 LOTS

CURVE TABLE

CURVE	RADIUS	LENGTH	CHORD BEARING	CHORD	DELTA	TANGENT
C1	263.33'	31.62'	S 270°19' W	31.61'	630°18'	15.82'
C2	535.00'	264.43'	N 14°05'18" W	281.73'	281°25'	135.00'
C3	685.00'	670.21'	N 69°00'13" W	276.58'	185°19'	140.18'
C4	755.00'	501.83'	N 19°19'33" W	460.57'	650°19'	45.37'
C5	855.00'	228.54'	N 01°50'22" W	228.50'	200°43'	115.96'
C6	855.00'	236.14'	N 30°10'32" E	208.51'	287°05'	155.24'
C7	1045.00'	845.62'	N 37°15'34" E	819.58'	461°15'	445.73'
C8	1885.00'	2,431.24'	N 32°22'04" E	8,434.01'	019°24'	4,322.00'
C9	2333.00'	27,658.87'	N 50°49'57" W	27,658.648'	648°20'	13,829.00'
C10	525.00'	2,431.24'	N 32°22'04" E	8,434.01'	019°24'	4,322.00'
C11	175.00'	87.50'	S 88°11'54" W	86.658'	282°40'	44.73'
C12	225.00'	56.25'	S 88°11'54" W	55.114'	134°21'	27.61'
C13	225.00'	56.25'	N 1°23'51" W	55.070'	079°07'	2.89'
C14	25.00'	38.93'	S 57°07'42" W	35.111'	89°22'46"	24.66'
C15	175.00'	87.50'	S 24°28'17" W	85.972'	182°24'	28.32'

LINE TABLE

LINE	BEARING	DISTANCE	LINE	BEARING	DISTANCE
L1	S 27°04'18" W	16.72'	L51	N 82°02'22" W	57.97'
L2	S 27°04'18" W	16.72'	L52	N 82°02'22" W	57.97'
L3	S 27°04'18" W	16.72'	L53	N 82°02'22" W	57.97'
L4	S 27°04'18" W	16.72'	L54	N 82°02'22" W	57.97'
L5	S 27°04'18" W	16.72'	L55	N 82°02'22" W	57.97'
L6	S 27°04'18" W	16.72'	L56	N 82°02'22" W	57.97'
L7	S 27°04'18" W	16.72'	L57	N 82°02'22" W	57.97'
L8	S 27°04'18" W	16.72'	L58	N 82°02'22" W	57.97'
L9	S 27°04'18" W	16.72'	L59	N 82°02'22" W	57.97'
L10	S 27°04'18" W	16.72'	L60	N 82°02'22" W	57.97'
L11	S 27°04'18" W	16.72'	L61	N 82°02'22" W	57.97'
L12	S 27°04'18" W	16.72'	L62	N 82°02'22" W	57.97'
L13	S 27°04'18" W	16.72'	L63	N 82°02'22" W	57.97'
L14	S 27°04'18" W	16.72'	L64	N 82°02'22" W	57.97'
L15	S 27°04'18" W	16.72'	L65	N 82°02'22" W	57.97'
L16	S 27°04'18" W	16.72'	L66	N 82°02'22" W	57.97'
L17	S 27°04'18" W	16.72'	L67	N 82°02'22" W	57.97'
L18	S 27°04'18" W	16.72'	L68	N 82°02'22" W	57.97'
L19	S 27°04'18" W	16.72'	L69	N 82°02'22" W	57.97'
L20	S 27°04'18" W	16.72'	L70	N 82°02'22" W	57.97'
L21	S 27°04'18" W	16.72'	L71	N 82°02'22" W	57.97'
L22	S 27°04'18" W	16.72'	L72	N 82°02'22" W	57.97'
L23	S 27°04'18" W	16.72'	L73	N 82°02'22" W	57.97'
L24	S 27°04'18" W	16.72'	L74	N 82°02'22" W	57.97'
L25	S 27°04'18" W	16.72'	L75	N 82°02'22" W	57.97'
L26	S 27°04'18" W	16.72'	L76	N 82°02'22" W	57.97'
L27	S 27°04'18" W	16.72'	L77	N 82°02'22" W	57.97'
L28	S 27°04'18" W	16.72'	L78	N 82°02'22" W	57.97'
L29	S 27°04'18" W	16.72'	L79	N 82°02'22" W	57.97'
L30	S 27°04'18" W	16.72'	L80	N 82°02'22" W	57.97'
L31	S 27°04'18" W	16.72'	L81	N 82°02'22" W	57.97'
L32	S 27°04'18" W	16.72'	L82	N 82°02'22" W	57.97'
L33	S 27°04'18" W	16.72'	L83	N 82°02'22" W	57.97'
L34	S 27°04'18" W	16.72'	L84	N 82°02'22" W	57.97'
L35	S 27°04'18" W	16.72'	L85	N 82°02'22" W	57.97'
L36	S 27°04'18" W	16.72'	L86	N 82°02'22" W	57.97'
L37	S 27°04'18" W	16.72'	L87	N 82°02'22" W	57.97'
L38	S 27°04'18" W	16.72'	L88	N 82°02'22" W	57.97'
L39	S 27°04'18" W	16.72'	L89	N 82°02'22" W	57.97'
L40	S 27°04'18" W	16.72'	L90	N 82°02'22" W	57.97'
L41	S 27°04'18" W	16.72'	L91	N 82°02'22" W	57.97'
L42	S 27°04'18" W	16.72'	L92	N 82°02'22" W	57.97'
L43	S 27°04'18" W	16.72'	L93	N 82°02'22" W	57.97'
L44	S 27°04'18" W	16.72'	L94	N 82°02'22" W	57.97'
L45	S 27°04'18" W	16.72'	L95	N 82°02'22" W	57.97'
L46	S 27°04'18" W	16.72'	L96	N 82°02'22" W	57.97'
L47	S 27°04'18" W	16.72'	L97	N 82°02'22" W	57.97'
L48	S 27°04'18" W	16.72'	L98	N 82°02'22" W	57.97'
L49	S 27°04'18" W	16.72'	L99	N 82°02'22" W	57.97'
L50	S 27°04'18" W	16.72'	L100	N 82°02'22" W	57.97'

SCALE: 1" = 200' DATE: JULY 8, 2013

EXHIBIT SHOWING PLATTED AND REMAINING AREAS OF STAFFORD ASSOCIATES LIMITED PARTNERSHIP NO. 2 ROCK HILL MAGISTERIAL DISTRICT STAFFORD COUNTY, VIRGINIA



Bowman Consulting Group, Ltd. Phone: (848) 874-0288
1800 Indian Creek Road, Suite 200, Rock Hill, SC 29730
www.bowmanconsulting.com
BCC PROJECT NO. 1471-01-029 | TASK: SK002 | COUNTY REF. NO. | SHEET 1 OF 1
NOT FOR RECORDATION



LAND USE ACTION REQUEST

BOARD OF SUPERVISORS

Date: January 19, 2016

New

Revised

Unfinished

REQUEST: An amendment to proffered conditions on Tax Map Parcel Nos. 29J-2C-85, 29J-2C-86, 29J-2C-87, 29J-2C-115, 29J-2C-116, 29J-2C-117, 29J-2C-118, 29J-2C-119, 29J-2C-120, 29J-2C-121, 29J-2C-122, 29J-2C-123, 29J-2C-124, 29J-2C-125, 29J-2C-126, 29J-2C-127, 29J-2C-133, 29J-2C-134, 29J-2C-135, 29J-2C-136, 29J-2C-137, 29J-2C-138, 29J-2C-139, 29J-2C-140, 29J-2C-141, 29J-2C-142, 29J-2C-143, 29J-2C-144, 29J-2C-145, 29J-2C-146, 29J-2C-147, 29J-2C-148, 29J-2C-149, 29J-2C-150, 29J-2C-151, 29J-2C-152, 29J-2C-153, 29J-2C-154, 29J-2C-D, 29J-2C-E, 29J-4-310, 29J-4-311, 29J-4-312, 29J-4-313, 29J-4-314, 29J-4-315, 29J-4-316, 29J-4-317, 29J-4-318, 29J-4-319, 29J-4-320, 29J-4-321, 29J-4-322, 29J-4-323, 29J-4-324, 29J-4-325, 29J-4-326, 29J-4-327, and 29J-4-A, and portions of Tax Map Parcel No. 28-100, consisting of 41.72 acres, Zoned R-3, Urban Residential – High Density.

Conforms with Comprehensive Plan? Yes No N/A

CONDITIONS: See proposed Ordinance 016-03

APPLICANT:

Name: John Snyder
Stafford Associates LTD Partnership No. 2

Address: 7220 Wisconsin Avenue, Suite 200
Bethesda, MD 20814

TAX STATUS: Paid through May, 2016

PLANNING COMMISSION RECOMMENDATION: Approve Deny

On November 18, 2015, the Planning Commission voted 4-3 (Apicella, Coen and Gibbons opposed) to recommend approval of the application with the amended proffers.

TIMING:

Application Date May 24, 2013

Advertisement Date/s January 5, 2016 and January 12, 2016

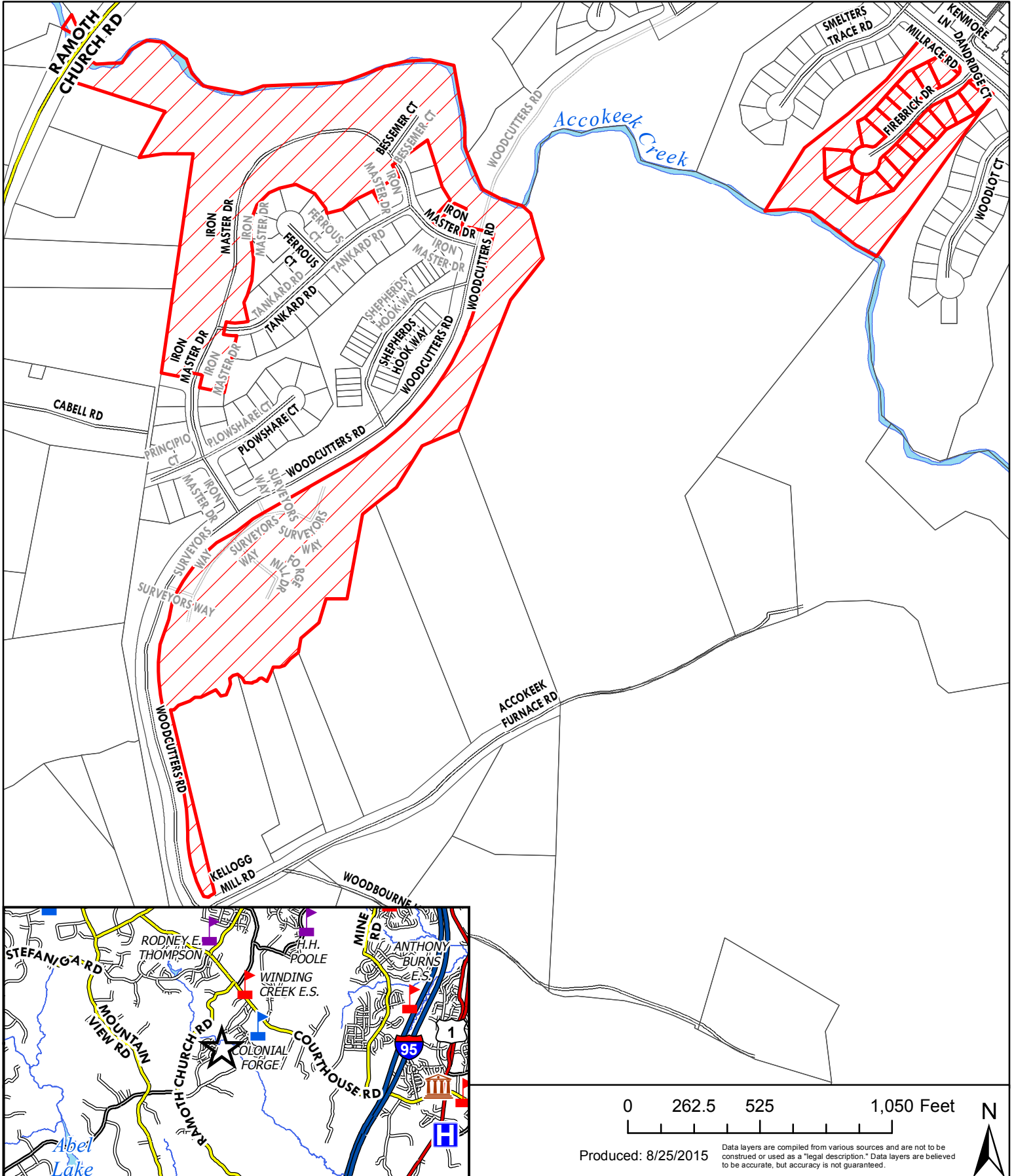
Plan. Comm. Action Date November 18, 2015 (Required) November 18, 2015

Proposed Board Action Date January 19, 2016 (Required) January 19, 2016



RC1300296; Reclassification COLONIAL FORGE PROFFER AMENDMENT

Produced by the Stafford County Department of Planning and Zoning
540-658-8668 | P.O. Box 339 Stafford, VA 22555

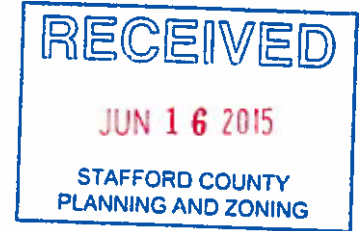


Produced: 8/25/2015

Data layers are compiled from various sources and are not to be construed or used as a "legal description." Data layers are believed to be accurate, but accuracy is not guaranteed.

June 16, 2015

Mr. Jeff Harvey
Director of Planning
Stafford County
1300 Courthouse Road
Stafford, Virginia 22555



Re: RC1300296, Colonial Forge Proffer Amendment to O04-40
Tax Map Parcel 28-100 (hereinafter the "Remaining Parcel")

Dear Jeff,

I hope this finds you well. As you may be aware, this firm and the undersigned represent Stafford Association LTD Partnership No. 2 ("Applicant") with the above referenced matter. In this regard, we should now be listed as the agent under county zoning matter RC 1300296. We have provided with this letter a revised application form to address this issue. We have also provided an amended and restated proffer statement, as well as the below justification for the amendment.

As noted above, the purpose of this letter is to provide your office modifications to that certain proffer amendment application filed on or about September 5, 2014, by Leming and Healy, P.C. on behalf of the Applicant. As you are aware, our client's proffer amendment application requests, in part, that the certain proffers under County Ordinance O04-40 be deleted so that said proffers are no longer applicable to the Remaining Parcel, which includes in the aggregate 15.128 acres, all as shown on the attached exhibit plat prepared by Bowman Consulting, dated July 8, 2013 and last revised June 11, 2015, entitled "Exhibit Showing Platted and Remaining Areas of Stafford Associates Limited Partnership No. 2" (hereinafter the "Plat").

The proffers we desire to be deleted are generally as follows:

1. **Proffer D.5.** the proffer to dedicate and seed and grade four (4) ball fields on twelve (12) acres;
2. **Proffer F.4.** the proffer that the Applicant must submit a site plan for the construction of 50,000 square feet of non-residential building area prior to the issuance of a certificate of occupancy for the 801st residential unit and completion of said 50,000 square feet of non-residential area would entitle the Applicant to an additional 100 residential occupancy units;
3. **Proffer F.5.** the proffer that the Applicant complete the construction of 100,000 square feet of non-residential area in order to obtain 91 additional residential occupancy units; and

The Edgeworth Building
2100 East Cary Street
Richmond, VA 23223
Phone: 804.771.9500
Fax: 804.644.0957

Mailing address:
Post Office Box 500
Richmond, VA 23218

Mill Race North
725 Jackson Street
Suite 200
Fredericksburg, VA 22401
Phone: 540.604.2100
Fax: 540.604.2101

June 8, 2015
Page 2

4. **Proffer C.6.** the proffer that the applicant reserve a three (3) acre area for a daycare center.

In addition to the foregoing, we also proposed to include the following proffers:

1. **Additional Proffer Amendment.** the Applicant also requests that Proffer A.1. be amended to cap the number of dwelling units from 927 to 915; and

2. **Additional Proffers:** in consideration for approval of all of the aforesaid proffer amendments, the Applicant proposes to provide the following:

A. The Applicant agrees to construct improvements to the Embrey Mill retaining wall project ("Project"), which shall include the following:

Proposed Action	Estimate Cost
1. Applicant (or its affiliated company Augustine Homes, L.L.C.) would act as general contractor and contract with subcontractors to complete the Project	N/A
2. County would agree to be the applicant (for county required applications) for and provide administrative support to the Project. The Applicant would not be required to provide a performance bond or pay applicable permitting or application fees	N/A
3. Wall design, engineering and boring costs to be provided by the Applicant	\$14,900
4. Wall construction to be provided by Applicant	\$315,000
5. The Applicant will import fill dirt from offsite of approximately 24,000 cubic yards	\$432,000
6. The Applicant will also import backfill for retaining wall-of approximately 6,000 cubic yards	\$108,000
7. The Applicant will provide the erosion and sediment control protections as required by the County while the Project work is underway	TBD
8. Survey costs to be provided by the Applicant	\$5,000
9. Storm drainage improvements associated with the Project to be provided by the Applicant	\$62,182
10. The Applicant will also provide construction management services to oversee the Project	\$20,000
11. The Applicant will provide 3 rd Party inspectors to inspect the work of the Project	\$17,000

June 8, 2015
Page 3

12. Any unanticipated overrun costs shall be shared equally between the County and the Applicant	TBD
13. Upon completion and final inspection of the Project, the Applicant will assign all warranties of work for the Project to the County and the County will release the Applicant from any liability pertaining to the Project.	N/A
14. The Applicant would desire to complete the Project by December 31, 2015	N/A
15. Upon BOS approval of the proffer amendment, the Applicant could proceed to construct the remaining 88 residential dwelling units within Colonial Forge.	N/A
16. Augustine Homes agrees to cap total number of units approved under Ordinance 004-40 at 915 vs. 927	N/A
Total Costs Estimate	\$974,082.00

Please note that we have attached a clean copy version and redline version of the proposed restated and amendment proffer statement.

JUSTIFICATION FOR THE AMENDMENT

Section C, Public Facilities, Proffer C. 6. Day Care Center

The applicant will reserve, for sale or for development by the applicant, one (1) site encompassing a minimum of three (3) acres for use as a day care center, as generally depicted on Exhibit 1. Said day care center shall, at a minimum, consist of five thousand (5,000) square feet of floor area.

Justification: We believe this proffer should be deleted from the approved proffer statement. We incorporate the justification analysis provided in the original September 5, 2014, filing, and further state a daycare is not a county public facility. We also believe such a private sector use should be controlled by market forces and demand and not a government requirement.

Section D, Parks and Recreation, Section D.5. Augustine South

The applicant agrees to grade or cause to be graded and temporarily seed or cause to be seeded up to four (4) ball fields on a twelve (12) acre site located in Augustine South; such grading and temporary seeding shall occur on or before the issuance of the eight hundredth (800th) residential occupancy permit for Augustine North and Colonial Forge.

June 8, 2015
Page 4

It is hereby agreed and understood that the applicant's commitment to construct the 18-hole public golf course, as specified Proffers A.1 and D.2, shall be given full credit against any land area requirements of the "Development Control Policy: Parks and Recreation Land Requirements" (Resolution R90-487, adopted August 7, 1990) in excess of said twelve (12) acre dedication within Augustine South.

Justification: We incorporate the justification analysis provided in the original September 5, 2014, filing, as the Applicant does not own or control Augustine South.

Section F. Phasing of Residential Development, Section F. 4.

The applicant proffers that upon satisfaction of the condition set forth in Proffer F.2.d.1 above, and prior to the issuance of the eight hundred first (801st) residential occupancy permit, the applicant shall submit a site plan for the construction of a minimum of fifty thousand (50,000) square feet of non-residential building area. Completion of said 50,000 square feet of non-residential building area shall entitle the applicant to an additional one hundred (100) residential occupancy permits. Completion of non-residential building area is herein defined as the construction of a base building with no tenant improvements.

Justification: We incorporate the justification analysis provided in the original September 5, 2014, filing, as the Applicant does not own or control Augustine South.


Section F. Phasing of Residential Development, Section F.5.

Completion of an additional one hundred thousand (100,000) square feet of non-residential building area shall entitle the applicant to an additional ninety-one (91) residential occupancy permits.

Justification: We incorporate the justification analysis provided in the original September 5, 2014, filing, as the Applicant does not own or control Augustine South.

In closing, please contact us at your earliest convenience to address any questions and/or comments from staff and to further confirm the first public hearing date. Thank you in advance for your time and consideration of this matter.

Respectfully submitted,



Charles W. Payne, Jr.

The applicable property includes Tax Map Numbers 29J-4-310, 29J-4-311, 29J-4-312, 29J-4-313, 29J-4-314, 29J-4-315, 29J-4-316, 29J-4-317, 29J-4-318, 29J-4-319, 29J-4-320, 29J-4-321, 29J-4-322, 29J-4-323, 29J-4-324, 29J-4-325, 29J-4-326, 29J-4-327, and 29J-4-A (open space), totaling 8.091 acres; and portions of Tax Parcel 28-100, which includes 33.633 acres, with assumed Tax Map Numbers as listed on Proffer Amendment Exhibit C, and as further defined below (hereinafter the “Remaining Parcel”)

Tax Map Numbers (assumed to be) for Remaining Parcel

<u>Section 2-C</u>		<u>Section 8</u>	
29J-2C-85	29J-2C-137	29J-8-391	29J-8-412
29J-2C-86	29J-2C-138	29J-8-392	29J-8-413
29J-2C-87	29J-2C-139	29J-8-393	29J-8-414
29J-2C-115	29J-2C-140	29J-8-394	29J-8-415
29J-2C-116	29J-2C-141	29J-8-395	29J-8-416
29J-2C-117	29J-2C-142	29J-8-396	29J-8-417
29J-2C-118	29J-2C-143	29J-8-397	29J-8-418
29J-2C-119	29J-2C-144	29J-8-398	29J-8-419
29J-2C-120	29J-2C-145	29J-8-399	29J-8-420
29J-2C-121	29J-2C-146	29J-8-400	29J-8-421
29J-2C-122	29J-2C-147	29J-8-401	29J-8-422
29J-2C-123	29J-2C-148	29J-8-402	29J-8-423
29J-2C-124	29J-2C-149	29J-8-403	29J-8-424
29J-2C-125	29J-2C-150	29J-8-404	29J-8-425
29J-2C-126	29J-2C-151	29J-8-405	29J-8-426
29J-2C-127	29J-2C-152	29J-8-406	29J-8-427
29J-2C-133	29J-2C-153	29J-8-407	29J-8-428
29J-2C-134	29J-2C-154	29J-8-408	29J-8-429
29J-2C-135	29J-2C-D*	29J-8-409	29J-8-430
29J-2C-136	29J-2C-E*	29J-8-410	29J-8-G*
		29J-8-411	29J-8-O*

* These parcels are open space.

STAFFORD COUNTY
Department of Planning and Zoning

Statements of Understanding

I, as owner/co-owner of the property subject to this application, do hereby certify that I have read and understand the requirements for the submission of a reclassification as provided under the Stafford County Code, and further, that this submittal is in compliance with the requirements and applicable provisions of the Stafford County Zoning Ordinance, Chapter 28 of the Stafford County Code.


Signature of Owner/Co Owner STEPHEN A GOLDBERG 8/11/15
Printed Name Date


Signature of Owner/Co Owner JOEL J HOCHMAN 8/11/15
Printed Name Date


Signature of Owner/Co Owner MARK F SPISAK 8/11/15
Printed Name Date

I, as applicant or agent for the owner(s) of the property subject to this application, do hereby certify that I have read and understand the requirements for the submission of a reclassification as provided under the Stafford County Code, and further, that this submittal is in compliance with the requirements and applicable provisions of the Stafford County Zoning Ordinance, Chapter 28 of the Stafford County Code.


Signature of Applicant/Agent JOEL J HOCHMAN 8/11/15
Printed Name Date

* Additional sheets may be used, if necessary.

STAFFORD COUNTY
Department of Planning and Zoning

Statements of Understanding

I, as owner/co-owner of the property subject to this application, do hereby certify that I have read and understand the requirements for the submission of a reclassification as provided under the Stafford County Code, and further, that this submittal is in compliance with the requirements and applicable provisions of the Stafford County Zoning Ordinance, Chapter 28 of the Stafford County Code.

Martin J. Kirsch
Signature of Owner/Co Owner

MARTIN J. KIRSCH 8/11/15
Printed Name Date

Mark F. Spisak
Signature of Owner/Co Owner

Mark F. Spisak, Secretary
Augustine Land Dev. Inc. 8/11/15
Printed Name Date

Signature of Owner/Co Owner

Printed Name Date

I, as applicant or agent for the owner(s) of the property subject to this application, do hereby certify that I have read and understand the requirements for the submission of a reclassification as provided under the Stafford County Code, and further, that this submittal is in compliance with the requirements and applicable provisions of the Stafford County Zoning Ordinance, Chapter 28 of the Stafford County Code.

[Signature]
Signature of Applicant/Agent

JOEL J HOCHMAN 8/11/15
Printed Name Date

* Additional sheets may be used, if necessary.

STAFFORD COUNTY
Department of Planning and Zoning

General Information

Clearly indicate all information that applies to this project:

DETAILED DESCRIPTION OF PROJECT

Request that certain proffers under County Ordinance O04-40 be deleted (as detailed in attached justification letter) so that said proffers are no longer applicable to the Remaining Parcel, which includes in the aggregate 15.128 acres and request for certain additional proffers as provided with this Application.

INFORMATION FOR FEE CALCULATIONS

15.128 # of Acres

Type of Rezoning:

- Standard Rezoning
- Planned Development
- Proffer Amendment
- Minor Proffer Amendment

INFORMATIONAL

Previous Ordinance # O04-40

Previous Resolution # _____

of Lots (if rezoning to residential) 915

Original Zoning R-3

Proposed Zoning R-3

Proposed Use(s) _____

subdivision

STAFFORD COUNTY
Department of Planning and Zoning

Application Affidavit

Page 2

Applicant: Stafford Assoc. L.P. No. 2

Project Name:	<u>Colonial Forge Proffer Amendment</u>
A/P #:	<u>1300296</u>
Date:	_____

3. Property Information

Assessors Parcel(s) see attached list

Address n/a

4. Unless the equitable ownership is a corporation, limited liability company or similar business ownership, list all equitable owners of the property.

<u>Name of owners</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____

5. If the equitable ownership of the property is a corporation, limited liability company or similar business ownership, list all officers, managing partners, general partners, share holders, owners and members. This provision shall not apply if the corporation is listed on a national or local stock exchange and has more than 500 share holders.

<u>Name of Members</u>	<u>Address</u>
<u>Stephen A. Goldberg</u>	<u>7220 Wisconsin Ave Suite 200 Bethesda, Md 20814;</u>
<u>Joel Hochman</u>	<u>7220 Wisconsin Ave Suite 200 Bethesda, Md 20814</u>
<u>Mark Spisak</u>	<u>7220 Wisconsin Ave Suite 200 Bethesda, Md 20814</u>
<u>Martin Kirsch</u>	<u>7220 Wisconsin Ave Suite 200 Bethesda, Md 20814</u>
<u>Augustine Land & Develo</u>	<u>7220 Wisconsin Ave Suite 200 Bethesda, Md 20814</u>

6. Unless the applicant is a contract purchaser and is a corporation, limited liability company or similar business ownership, list all individuals involved with the purchase of the property.

<u>Name of Members</u>	<u>Address</u>
_____	_____
_____	_____
_____	_____
_____	_____

STAFFORD COUNTY
Department of Planning and Zoning

Application Affidavit

Page 4

Applicant: Stafford Assoc. L.P. No. 2

Project Name:	Colonial Forge Proffer Amendment
A/P #:	1300296
Date:	

10. Affirmation & Witness

I hereby make oath or affirmation that the contents of this affidavit are true and correct to the best of my knowledge, information and belief. In the event the ownership of the involved real estate changes during the time the application is pending, I shall make complete disclosure of the new equitable ownership of the real estate involved in the application as required herein.

Printed name of Signer Joel Hochman

Corporate Office of Signer Treasurer

Signature *[Handwritten Signature]*

Date 8/11/15

COMMONWEALTH OF VIRGINIA
COUNTY OF STAFFORD, to wit:

The forgoing affidavit was acknowledged before me this 11th day of August, 2015 by Joel J. Hochman owner/applicant.

My commission expires: April 30, 2018

[Handwritten Signature]
Notary Public



Adjoining Owners List

Section Two-C

28-101A LUTINSKI ELIZABETH REID
12492 ROLOK CT
WOODBIDGE VA 22192-1751

28-99D CRAIGER RALPH E & MARGARET L
273 RAMOTH CHURCH ROAD
STAFFORD VA 22554-6913

28-99H BOUTCHYARD STEVEN C
287 RAMOTH CHURCH RD
STAFFORD VA 22554-6913

28-99J BOUTCHYARD THERESA LYNN
329 RAMOTH CHURCH RD
STAFFORD VA 22554-6915

28-99 MUSSELMAN SCOTT MASON
319 RAMOTH CHURCH ROAD
STAFFORD VA 22554-6915

29J 2B 88 THE DREES COMPANY
8551 RIXLEW LN STE 230
MANASSAS VA 20109-4278

29J 2B 89 ASANTE ALBERT P
25 TANKARD RD
STAFFORD VA 22554

29J 2B C COLONIAL FORGE COMMUNITY ASSOCIATION
100 RIVERSIDE PKWY STE 229
FREDERICKSBURG VA 22406-1016

28-99E STARKWEATHER NORMA JEAN
274 RAMOTH CHURCH ROAD
STAFFORD VA 22554-6912

28-99B PETRINE FRANKIE C & WENDELIN S
282 RAMOTH CHURCH ROAD
STAFFORD VA 22554-6912

Section 4

29J-3-H COLONIAL FORGE COMMUNITY ASSOC INC
29J-5-A 10950 PIERSON DR STE 600
29L 13 A FREDERICKSBURG VA 22408-8084

28-93 WINSLOW DAN & MARK WINSLOW & WENDY W
600 MOE ROAD
CAMANO ISLAND WA 98282-8516

29K 1 A 29J 2B 110 BEAZER HOMES CORP
29J 2A 84 29J 2B 99 14901 BOGLE DR STE 100
29J 2B 114 CHANTILLY VA 20151-1736

Stafford County Real Estate Tax Search/Payment

Owner Name / Mailing Address: STAFFORD ASSOC LTD PARTNERSHIP NO 2 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Property Description Map #: 28-100 Alt. ID/PIN: 17133 Legal: *No Situs Address*	Current Assessment Land Value: \$1,567,700 Improvement Value: \$0 Total Taxable Value: \$1,567,700 View Real Estate Details
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$432,205.16
 Total Penalty/Int Paid: \$2,274.10

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	16897	Regular RE	12/7/2015	1.019	\$7,987.43	\$0.00	\$0.00	\$0.00	\$7,987.43	12/8/2015
2015	16897	Regular RE	6/5/2015	1.019	\$7,987.43	\$0.00	\$0.00	\$0.00	\$7,987.43	6/9/2015
2014	16907	Regular RE	12/5/2014	1.019	\$17,974.65	\$0.00	\$0.00	\$0.00	\$17,974.65	12/11/2014
2014	16907	Regular RE	6/5/2014	1.019	\$17,974.65	\$0.00	\$0.00	\$0.00	\$17,974.65	6/4/2014
2013	16918	Regular RE	12/5/2013	1.070	\$18,341.41	\$0.00	\$0.00	\$0.00	\$18,341.41	12/17/2013
2013	16918	Regular RE	6/5/2013	1.070	\$18,341.41	\$0.00	\$0.00	\$0.00	\$18,341.41	6/7/2013
2012	16933	Regular RE	12/5/2012	1.070	\$18,341.41	\$0.00	\$0.00	\$0.00	\$18,341.41	12/5/2012
2012	16933	Regular RE	6/19/2012	1.070	\$18,341.41	\$0.00	\$0.00	\$0.00	\$18,341.41	6/22/2012
2011	16952	Regular RE	12/5/2011	1.080	\$19,052.82	\$0.00	\$0.00	\$0.00	\$19,052.82	12/8/2011
2011	16952	Regular RE	6/6/2011	1.080	\$19,052.82	\$0.00	\$0.00	\$0.00	\$19,052.82	6/10/2011
2010	16955	Regular RE	12/6/2010	1.100	\$19,405.65	\$0.00	\$0.00	\$0.00	\$19,405.65	12/10/2010
2010	16955	Regular RE	6/7/2010	1.100	\$19,405.65	\$0.00	\$0.00	\$0.00	\$19,405.65	6/10/2010
2009	16963	Regular RE	12/7/2009	0.840	\$20,676.18	\$0.00	\$0.00	\$0.00	\$20,676.18	12/10/2009
2009	16963	Regular RE	6/5/2009	0.840	\$20,676.18	\$0.00	\$0.00	\$0.00	\$20,676.18	6/10/2009
2008	16975	Regular RE	12/5/2008	0.840	\$20,676.18	\$0.00	\$0.00	\$0.00	\$20,676.18	12/10/2008
2008	16975	Regular RE	6/5/2008	0.840	\$20,676.18	\$0.00	\$0.00	\$0.00	\$20,676.18	6/9/2008
2007	16995	Regular RE	12/5/2007	0.700	\$21,137.20	\$0.00	\$0.00	\$0.00	\$21,137.20	12/10/2007
2007	16995	Regular RE	6/5/2007	0.700	\$21,137.20	\$0.00	\$0.00	\$0.00	\$21,137.20	6/5/2007
2006	37838	Regular RE	12/5/2006	0.630	\$19,023.48	\$0.00	\$0.00	\$0.00	\$19,023.48	12/11/2006
2006	37838	Regular RE	6/5/2006	0.630	\$19,023.48	\$0.00	\$0.00	\$0.00	\$19,023.48	6/15/2006
2005	36763	Regular RE	12/5/2005	0.000	\$3,757.29	\$0.00	\$0.00	\$0.00	\$3,757.29	12/16/2005

Stafford County Real Estate Tax Search/Payment

<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-310 Alt. ID/PIN: 53146 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51488	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51488	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-311 Alt. ID/PIN: 53147 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51489	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51489	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-312 Alt. ID/PIN: 53148 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51490	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51490	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-313 Alt. ID/PIN: 53149 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51491	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51491	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-314 Alt. ID/PIN: 53150 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51492	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51492	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-315 Alt. ID/PIN: 53151 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
 Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51493	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51493	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-316 Alt. ID/PIN: 53152 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51494	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/7/2015
2015	51494	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-317 Alt. ID/PIN: 53153 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: **\$0.00** Total Tax Paid: **\$1,375.66**
 Total Penalty/Int Paid: **\$0.00**

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51495	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/7/2015
2015	51495	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-318 Alt. ID/PIN: 53154 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51496	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/7/2015
2015	51496	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-319 Alt. ID/PIN: 53155 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51497	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/7/2015
2015	51497	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Stafford County Real Estate Tax Search/Payment

Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-320 Alt. ID/PIN: 53156 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51498	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/7/2015
2015	51498	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-321 Alt. ID/PIN: 53157 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51499	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51499	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-322 Alt. ID/PIN: 53158 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51500	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51500	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-323 Alt. ID/PIN: 53159 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51501	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51501	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-324 Alt. ID/PIN: 53160 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51502	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51502	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-325 Alt. ID/PIN: 53161 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51503	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51503	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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<p>Owner Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855</p>	<p>Property Description Map #: 29J-4-326 Alt. ID/PIN: 53162 Legal: *No Situs Address*</p>	<p>Current Assessment Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details</p>
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Invoice History

Total Due: \$0.00 Total Tax Paid: \$1,375.66
Total Penalty/Int Paid: \$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51504	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51504	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Owner	Property Description	Current Assessment
Name / Mailing Address: BEAZER HOMES CORP 7220 WISCONSIN AVE STE 200 BETHESDA MD 20814-4855	Map #: 29J-4-327 Alt. ID/PIN: 53163 Legal: *No Situs Address*	Land Value: \$135,000 Improvement Value: \$0 Total Taxable Value: \$135,000 View Real Estate Details

Invoice History

Total Due:	\$0.00	Total Tax Paid:	\$1,375.66
		Total Penalty/Int Paid:	\$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51505	Regular RE	12/7/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	12/8/2015
2015	51505	Regular RE	6/5/2015	1.019	\$687.83	\$0.00	\$0.00	\$0.00	\$687.83	6/9/2015

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Owner	Property Description	Current Assessment
Name / Mailing Address: COLONIAL FORGE COMMUNITY ASSOC INC 10950 PIERSON DR STE 600 FREDERICKSBURG VA 22408-8084	Map #: 29J-4-A Alt. ID/PIN: 53164 Legal: *No Situs Address*	Land Value: \$0 Improvement Value: \$0 Total Taxable Value: \$0 View Real Estate Details

Invoice History

Total Due:	\$0.00	Total Tax Paid:	\$0.00
		Total Penalty/Int Paid:	\$0.00

Year	Bill #	Type	Due Date	Rate	Levy Due	Penalty Due	Interest Due	Total Due	Total Paid	Date Paid
2015	51506	Regular RE	12/7/2015	1.019	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	
2015	51506	Regular RE	6/5/2015	1.019	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	

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BOARD OF SUPERVISORS
COUNTY OF STAFFORD
STAFFORD, VIRGINIA

ORDINANCE

At a regular meeting of the Stafford County Board of Supervisors (the Board) held in the Board Chambers, Stafford County Administration Center, Stafford, Virginia, on the 5th day of October, 2004:

<u>MEMBERS:</u>	<u>VOTE:</u>
Jack R. Cavalier, Chairman	Yes
Gary D. Pash, Vice Chairman	Yes
Peter J. Fields	Yes
Robert C. Gibbons	Yes
Kandy A. Hilliard	Yes
Mark W. Osborn	Yes
Gary F. Snellings	Yes

On motion of Mr. Snellings, seconded by Mr. Osborn, which carried by a vote of 7 to 0, the following was adopted:

AN ORDINANCE TO AMEND AND REORDAIN THE ZONING ORDINANCE FOR STAFFORD COUNTY BY AMENDING THE ZONING DISTRICT MAP TO AMEND PROFFERED CONDITIONS OF PROPERTIES IDENTIFIED AS ASSESSOR'S PARCELS 28-94, 94A, 100, 29-27, 31 AND 31A, WITHIN THE HARTWOOD ELECTION DISTRICT

WHEREAS, Stafford Associates, L.P., II, Applicant, has submitted application RC240996 requesting amendment of proffered conditions of property consisting of 232.30 acres, located on the south side of Courthouse Road, east of Ramoth Church Road and north of Accokeek Furnace Road, within the Hartwood Election District; and

WHEREAS, the Board has carefully considered the recommendation of the Planning Commission and staff and testimony at the public hearing; and

WHEREAS, the Board has determined that the requested amendment to proffered conditions is compatible with the surrounding land uses and zoning;

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NOW, THEREFORE, BE IT ORDAINED by the Stafford County Board of Supervisors on this the 5th day of October, 2004, that the Zoning Ordinance for Stafford County be and it hereby is amended and reordained by amending the Zoning District Map to amend proffered conditions on this parcel of land, as shown on the plats of survey by Barry L. Wissinger, L.S., dated May 11, 1989, and William E. Farnam, L.S., revised January 5, 1999, with the following proffers:

A. Land Use

1. General

The within-described proffers are contingent upon final, non-appealable reclassification of the property to R-1, R-3, B-2 and M-1 districts, as shown on Exhibit 2; in the event that the within-described reclassifications are not granted as requested, these proffers shall be withdrawn and are to be considered null and void. ~~The applicant proffers that the development of the subject property will be in general conformance with the Concept Plan dated May 31, 1990 (Exhibit 1).~~

The subject property is divided into three (3) development areas, described herein and in Exhibit 1 and 2 dated May 31, 1990, as: Augustine North; Colonial Forge formerly known as Augustine Central, and Augustine South. The applicant proffers that no more than ~~nine hundred ninety one (991)~~ nine hundred twenty-seven (927) dwelling units will be constructed on the property.

The applicant proffers to construct an 18-hole public golf course on the subject property, as generally shown on Exhibit 1, for public use and enjoyment. The subject area of the proposed golf course shall remain in its current A-1 zoning.

2. R-1, District (Augustine North; Refer to Exhibits 1 and 2)

The applicant proffers that the development Augustine North will be limited to the construction of no more than three hundred fifty-two (352) single family detached dwellings, as generally depicted on Exhibit 1. The applicant further proffers that lots and/or a combination of lots and open space along the western and southern boundaries of Augustine North, as depicted on Exhibit 1, will average one (1) acre in size.

3. R-3 District (~~Augustine Central~~ Colonial Forge; Refer to ~~Exhibits 1 and Exhibit 2~~ the GDP dated June 10, 2004).

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The applicant proffers that the development of Augustine-Central Colonial Forge may include Single Family Detached dwellings, Duplexes, Townhouses, and/or Condominiums, and lands dedicated for public school uses (65+ acres), as generally shown on Exhibit 1. The applicant further agrees that no more than 180 townhouses shall be constructed at Colonial Forge and that the total number of multi-family units shall not exceed 281.

4. B-2 District (Augustine South; Refer to Exhibits 1 and 2)

The applicant proffers that the development of areas within Augustine South designated for B-2 reclassification may include a mix of retail stores, office, personal service uses, service commercial uses, and child care facilities, as generally depicted on Exhibit 1. In the event of the State's authorization for Stafford County to create a Virginia Transportation Service District, the applicant will petition the Board of Supervisors to place the portions of Augustine South proposed for B-2 reclassification into a voluntary Virginia Transportation Service District (The Augustine B-2 Transportation Service District), pursuant to Section 15.1-791.1 et seq. of the Annotated Code of Virginia (as amended). The Board of Supervisors shall make this determination at its sole discretion. In the event that the Augustine B-2 Transportation Service District is approved by the Board of Supervisors, the property owners in areas designated for B-2 reclassification shall form a property owner's association (as described in Proffer G.2) known as the Augustine Business Owner's Association (ABOA) which shall assist with responsibility for the administration of the Augustine B-2 Transportation Service District, as may be directed by the Board of Supervisors. It shall be agreed and understood that no properties outside of Augustine will be included in the Augustine B-2 Transportation Service District, unless or until the owners of specific off-site properties explicitly petition the Board of Supervisors for inclusion in the Augustine B-2 Transportation Service District. The monies generated from the Augustine B-2 Transportation Service District shall be utilized for purposes related to the extension of the Augustine Drive from its southern terminus in Augustine Central to the future Outer Connector/ Mountain View Road interchange (Exhibit 1), and/or other Master Planned transportation improvements in the western Accokeek and Potomac Creek Watersheds (herein defined as west of I-95).

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5. M-1 District (Augustine South; Refer to Exhibits 1 and 2)

The applicant proffers that the development of areas within Augustine South designated for M-1 reclassification may include light industrial, warehouse, research and development, and office uses. In the event of the State's authorization for Stafford County to create a Virginia Transportation Service District, the applicant will petition the Board of Supervisors to place the portions of Augustine South proposed for M-1 reclassification into a voluntary Virginia Transportation Service District (The Augustine M-1 Transportation Service District), pursuant to Section 15.1-791.1 et seq. of the Annotated Code of Virginia (as amended). The Board of Supervisors shall make this determination at its sole discretion. In the event that the Augustine M-1, Transportation Service District is approved by the Board of Supervisors, the property owners in areas designated for M-1 reclassification shall form a property owner's association (as described in Proffer G.2) known as the Augustine Business Owner's Association (ABOA) which shall assist with responsibility for the administration of the Augustine M-1 Transportation Service District, as may be directed by the Board of Supervisors. It shall be agreed and understood that no properties outside of Augustine will be included in the Augustine M-1 Transportation Service District, unless or until the owners of specific off-site properties explicitly petition the Board of Supervisors for inclusion in the Augustine M-1 Transportation Service District. The monies generated from the Augustine M-1 Transportation Service District shall be utilized for purposes related to the extension of the Augustine Drive from its southern terminus in Augustine Central to the future Outer Connector/ Mountain View Road interchange (Exhibit 1), and/or other Master Planned transportation improvements in the western Accokeek and Potomac Creek Watersheds. The applicant agrees to coordinate marketing efforts with the County Department of Economic Development to attract industry to Augustine.

B. Transportation:

1. General

~~The applicant proffers to dedicate and construct all on-site streets shown on Exhibit 1 subject to the condition specified in Proffer B-2, in accordance with Virginia Department of Transportation.~~ The configuration of the proposed road network will be generally shown on ~~Exhibit 1~~ the GDP, subject to final engineering design

2. Augustine Parkway Drive (Colonial Forge, formally known as Augustine Central)

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- a. The applicant will shall dedicate a 90 ninety two (92) foot wide feet for a public right-of-way for the purpose of constructing a four (4) lane divided roadway from Courthouse Road to a point approximately 5,700 lineal feet to the south (Exhibit 1), which southern terminus abuts the Jett Property (Assessor's Parcel 28-95), one thousand, eight hundred (1,800) lineal feet south of Courthouse Road, as shown on the GDP, then dedicate ninety two (92) feet for a public right-of-way, for the purpose of constructing a two (2) lane divided roadway from Millrace Road to its intersection with Accokeek Furnace Road. The roadway shall have a five (5) foot wide pedestrian trail on both sides. The portion of the two (2) lane divided roadway that crosses culverts and fills shall be designed and built to accommodate a four (4) lane divided roadway with a five (5) foot wide pedestrian trail on both sides. this alignment being identical to the alignment depicted on the County's Master Transportation Plan. It is anticipated that this This ninety two (92) foot wide four lane divided (two lane) roadway will continue off-site in a northerly southerly direction from Augustine Central Colonial Forge, as illustrated on the County's Master Transportation Plan. This new four lane roadway, both on-site and off-site, shall be referred to as the Augustine Parkway. The Augustine Parkway will be constructed to VDOT standards. No no residential lots will have direct frontage access to this roadway.
- b. Upon receipt of written notification that the Augustine Parkway along the County's Master Planned alignment has been designed by the State of Virginia as a matching fund project, pursuant to Sec. 33.1-75.1 of the Code of Virginia, 1950 (as amended), and that the State has approved the application for matching funds for the Augustine Parkway construction project with the State's contribution not to exceed fifty (50) percent, and provide that VDOT's design is consistent with a four lane divided roadway in a 90 foot right of way, the applicant will: Action (1) construct the two (2) lanes of the four lane Augustine Parkway as and when needed for the development of Augustine Central; and Action (2) contribute one million Dollars (\$1,000,000) into an interest bearing escrow account for the purpose of construction of the State Route 627/Interstate 95 interchange or other Master Planned roadway projects within the western Potomac and Accokeek Creek watersheds (herein defined as west of Interstate 95), but in no event shall this One Million Dollar (\$1,000,000) contribution be made prior to January 1, 1996.

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- ~~e.~~ In the event that the State has not approved an application for matching funds for the Augustine Parkway construction project designed as a four lane divided roadway in a 90 foot right of way along the County's Master Planned alignment on or before January 1, 1994, with construction scheduled to begin on or before January 1, 1995, the applicant shall proceed to construct on-site portion of Augustine Parkway in lieu of the contribution described in Proffer B.2.b above, as and when needed for the development of Augustine Central.
- ~~d.~~ In the event construction of access for development in Augustine Central is required for development in Augustine Central prior to January 1, 1995, the applicant may at its option proceed to construct the on-site portion of the Augustine Parkway or any portion thereof.
- e.b. For the off-site segment of the Augustine Parkway Drive north of Courthouse Road south of Accokeek Furnace Road, the applicant agrees to pay all reasonable costs associated with the acquisition costs up to Fifty Thousand Dollars (\$50,000), for the future connection to Mine Road Ramoth Church Road. In the event the applicant is unable to obtain the necessary right-of-way at fair market value, the applicant agrees to contribute, no later than December 31, 1995 prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, up to said Fifty Thousand Dollars (\$50,000) for right-of-way acquisition (as documented by the County through invoices and receipts, as the case may be), which sum shall be paid into an interest bearing escrow account to be administered by the County for the purpose of right-of-way acquisition between Augustine Central Colonial Forge and Mine Road Ramoth Church Road, and other Master Planned transportation improvements in the western Accokeek and Potomac Creek watersheds, including the Interstate 95/State Route 630 interchange.
- f.c. The applicant further proffers to construct the off-site portion of the Augustine Parkway Drive between Augustine Central Colonial Forge and Mine Road Ramoth Church Road provided the necessary right-of-way has been obtained prior to December 31, 1995 the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, and but in no event shall the expenditure by the applicant for such roadway construction exceed Four Hundred Fifty Thousand Dollars (\$450,000). ~~nor shall~~ such roadway construction

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or expenditure payment of funds if the cost estimate exceeds \$450,000 by the applicant shall occur prior to the issuance of the four hundred first (401st) residential occupancy permit for Colonial Forge.

In the event that the necessary right-of-way for the aforementioned segment of the Augustine Parkway Drive has not been obtained prior to ~~December 31, 1995, and in no event sooner than~~ the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge, the applicant shall contribute the Four Hundred Fifty Thousand Dollars (\$450,000) for roadway construction, for the purpose of right-of-way acquisition along the Master Planned alignment of Mine Road Augustine Drive between Augustine Central Colonial Forge and existing Mine Road Ramoth Church Road, ~~and/or for the construction of other Master Planned alignment of Mine Road between Augustine Central and existing Mine Road, and/or for the~~ construction of other Master Planned transportation improvements in the western Accokeek and Potomac Creek watershed including the Interstate 95/State Route 630 interchange.

In the event the applicant selects not to comply with the construction of Augustine Drive south of Accokeek Furnace Road to Ramouth Church Road, or pay the sum of \$450,000 to the County, the applicant agrees to improve Accokeek Furnace Road from Augustine Drive to Ramoth Church Road to VDOT standards, including the purchasing of additional right-of-way and the cost of construction. The applicant shall apply for a Subdivision Construction Application prior to the construction of Accokeek Furnace Road and shall make all reasonable efforts to avoid any negative impact on the church property at the corner of Accokeek Furnace Road and Ramouth Church Road. If the applicant chooses this option, the improvement of Accokeek Furnace Road must be completed prior to the issuance of the four hundred and first (401st) residential occupancy permit for Colonial Forge. As a third option, the applicant may elect to connect Augustine Drive to Ramoth Church Road through the acquisition of additional right of way. In any case, if the applicant does not expend the referenced sum of \$450,000 the balance shall be paid to the County for the purpose of right-of-way acquisition and construction of Augustine Drive between Colonial Forge and existing Ramoth Church Road along the Master Transportation Planned alignment of Augustine Drive, and/or for the construction of other Master Planned transportation improvements in the western Accokeek and Potomac Creek watershed, including the

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Interstate 95/State Route 630 interchange. Upon the aforesaid contribution of the referenced sum, or partial balance due, the applicant shall automatically be released from all obligation to construct any portion of the off-site segment of Augustine Drive.

- d. In lieu of any of the foregoing, the County may elect to utilize the referenced funds to widen Augustine Drive to four (4) lanes from the terminus of the four (4) lane roadway referenced at Proffer B2a to the intersection of Augustine Drive and Accokeek Furnace Road. The County may also direct the applicant to construct with the referenced funds the additional lanes for Augustine Drive, provided the County provides written notice to the applicant within two (2) years of the date of the adoption of this proffer amendment by the Board of Supervisors to undertake the construction.

3. Frontage Roads Right-of-Way Dedication

The applicant proffers to dedicate up to forty-five (45) feet of right-of-way from the existing centerline along areas of the property which fronts on Mountain View Road, Ramoth Church Road and seventy (70) feet of right-of-way from the existing centerline along areas of the property that front on Courthouse Road, as necessary. In addition, frontage improvements will be provided at all proposed intersections with existing Mountain View Road, Ramoth Church Road, Accokeek Furnace Road and Courthouse Road, as shown on Exhibit 1 and the GDP: said frontage improvements shall consist of acceleration lanes, deceleration lanes, left turn lanes, and other necessary improvements as determined by VDOT, provided that a reasonable effort by the applicant to obtain needed right-of-way at fair market value is successful. In the event that the applicant is unable to obtain necessary rights-of-way as prescribed above, the applicant will construct revised frontage improvements within the available rights-of-way, as approved by VDOT.

~~4. Reservation and Dedication for Possible Future Rights-of-Way~~

- ~~a. The applicant proffers to reserve the possible future dedication to the Stafford County Board of Supervisors a 90-foot right-of-way for the possible future alignment of the Augustine Parkway through Augustine South, as generally depicted on Exhibit 1, for a period of eight (8) years from the date of reclassification approval.~~

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~~In the event that no written request for the right of way dedication through this portion of Augustine South from the Board of Supervisors is received within the eight (8) year period, the reservation for possible future dedication shall be withdrawn, no dedication shall be made, and the applicant shall be entitled to develop said area pursuant to the provisions of the Stafford County Zoning and Subdivision Ordinances, and in general accordance with the Concept Plan (Exhibit 1).~~

C. Public Facilities

1. General

The applicant proffers that all areas within Augustine will be served by public water and sanitary sewer. The exact alignment and configuration of these systems will be determined with final engineering study in coordination with the Stafford County Department of Public Utilities.

2. Public Water Facilities

- a. The applicant proffers to construct major water lines within Augustine; the proposed water distribution system will not access lines existing or planned for extension along Mountain View Road, unless otherwise directed by the Stafford County Department of Public Utilities. The sizing of these lines will be coordinated with the Stafford County Department of Public Utilities.
- b. The applicant proffers to construct a twelve (12) inch water line along Augustine Drive from Courthouse Road to Ramoth Church Road, such waterline shall be constructed within the ninety two (92) foot wide right-of-way for Augustine Drive within the applicants property.

3. Sanitary Sewer Facilities

- a. The applicant proffers to construct a major trunk sewer along the Accokeek Creek stream valley to a proposed wastewater pump station east of Jefferson Davis Highway west of Interstate 95 which will tie into an existing 6 inch force main. In exchange for this construction, applicant shall be granted Sewer Pro Rata Credit in accordance with the Sewer Pro Rata Credit Agreement between the Board of Supervisors of Stafford County, Virginia and Stafford Associates Limited Partnership dated July 17, 1996. The applicant agrees to ~~construct an oversized trunk sewer line and pump station in~~

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~~accordance with the County's proposed pro-rata reimbursement policy; otherwise, the trunk sewer line and pump station will be sized to serve only Augustine. If the trunk sewer is oversized, it will be designed to accommodate flows from the development of the Accokeek Creek watershed west of I-95, with a general maximum line size of twenty-seven inches (27"), and the pump station will be designed to accommodate staged capacity expansion to serve ultimate shed development west of I-95; the pump will be sized to serve Augustine.~~

- b. The applicant and the County have entered into a sewer Pro-Rata Credit Agreement, which requires the applicant to make certain improvements consistent with the County's Water and Sewer Master Plan in consideration for pro rata credits. The referenced Agreement dated September 7, 2004, or subsequent amendment to this agreement as may be mutually agreed by Stafford County and Stafford Associates Limited Partnership, is incorporated into these proffers by reference.
- bc. If necessary off-site easements are not available for the construction of such sanitary sewer trunk line, the applicant will make a bona fide attempt to purchase said easements at fair market value. If the applicant is unable to acquire such easements at fair market value, it is understood and agreed that the construction of the subject sanitary trunk sewer will fulfill an important public purpose and serve the public, in general, and accordingly that all appropriate government agencies will use their best efforts to assist the applicant in acquiring such easements for the construction of said trunk sewer line. The applicant will reimburse the County for reasonable costs associated with the acquisition of such easements, including legal proceedings and land acquisition costs.

4. Stormwater Management Facilities

The applicant proffers to provide stormwater management facilities which will control post-development peak runoff rates to levels at or below predevelopment runoff rates for both the two-year frequency storms, designed in accordance with Best Management Practices (BMPs) and meeting State specifications. Erosion and sediment control throughout the Augustine development will meet or exceed the criteria established in the Virginia Erosion and Sediment Control Handbook. The applicant further proffers that stormwater management facilities in the commercial/industrial areas located in

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Augustine South shall provide first flush pre-treatment of stormwater runoff to reduce sediment and hydrocarbon loadings from parking lot runoff.

5. Schools

- a. The applicant will dedicate to the Stafford County School Board one (1) school site of not less than sixty-five (65) acres located in Augustine Central as generally shown in Exhibit 1. Further, the applicant will:
 1. Retain responsibility for stormwater management for the school site as part of overall stormwater management for the property, and will obtain any wetlands study and permits, if required by the Stafford County School Board. If so requested by the School Board in writing, the applicant agrees to produce said wetlands study within one hundred eighty (180) days of final, non-appealable reclassification of the property;
 2. Supply the Stafford County School Board with the results of subsurface exploration including laboratory testing and geotechnical analysis of the site, if any, within one hundred eighty (180) days of final non-appealable reclassification of the property;
 3. Install underground utilities (sewer and water) to the property line of the school site;
 4. Clear all trees and shrubs as required by the Stafford County School Board, in accordance with County ordinances;
 5. Grade the site in accordance with a future site plan to be provided by the Stafford County School Board, and in accordance with County ordinances;
 6. Install erosion and sediment control measures in accordance with State and County standards;
 7. Temporary seed and mulch the site;
 8. Provide current boundary survey, plat, and metes and bounds description to the Stafford County School Board within one hundred eighty (180) days of final non-appealable

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reclassification of the property; and provide topographic survey at a scale of 1"=50' with 2-foot contour interval for the school site to the Stafford County School Board not sooner than three (3) months from written request for such survey; and,

9. If requested by the Stafford County School Board, provide for access to the school site from Courthouse Road and Mine Road (Extended), which shall consist of curb cuts and acceleration/deceleration lanes, as necessary, and shall be consistent with VDOT highway standards, prior to the opening of the school facility planned for the site.
 - b. In addition to the foregoing, the applicant agrees to tender a general warranty deed the minimum 65-acre school site, as generally shown in Exhibit 1, to the Stafford County School Board prior to September 15, 1992. It is understood and agreed that the applicant will reserve in the subject deed easements for the purposes of clearing, grading, drainage, sediment and erosion control, temporary seeding, and associated activities. The applicant further proffers that the site shall be cleared, rough graded and temporary seeded in accordance with Proffers C.5.a.4-7 and in accordance with an approved site plan provided by the School Board; said clearing, grading and seeding shall be accomplished no later than two (2) years prior to the projected opening of the school facility planned for the site but in any event not before July, 1996.
 - c. The applicant agrees to provide public water service to the property line of the school site, as specified in Proffer C.5.a.3., not later than one (1) year prior to the projected opening of the school facility planned for the site but in any event not before July 1996; the provision of sanitary sewer service to the property line of the site shall occur not later than six (6) months prior to the projected opening date of the school facility planned for the site but in any event not before March 1997, provided all local, State and federal permits are obtained through due diligence by the applicant.
6. Day Care Center

The applicant will reserve, for sale or for development by the applicant, one (1) site encompassing a minimum of three (3) acres for use as a day care center, as generally depicted on Exhibit 1. Said day care center shall, at a minimum, consist of five thousand (5,000) square feet of floor area.

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D. Parks and Recreation

1. General

The applicant proffers the construction of the following facilities for active and passive recreation. The acreages represented below are estimations and will change with final engineering design.

2. Augustine North

The applicant proffers the construction of a one hundred fifty (150 +) acre 18-hole public golf course, with associated lake features, for public use and enjoyment.

3. Public Access to Accokeek Furnace

The Augustine Colonial Forge community will develop easements to be dedicated to Stafford County to provide public pedestrian access for visitors to the Accokeek Furnace site within the limits of the property owned by the applicant

4. Pool Membership

The applicant will make available, for a fee, annual pool passes for residents in the immediate vicinity of Augustine. The exact number of passes, and fees, will be determined by a vote of the Augustine Homeowner's Association (AHOA).

5. Augustine South

~~The applicant agrees to dedicate, within one hundred eighty (180) days of final non appealable reclassification approval, a minimum of twelve (12) acres for public parks and recreational use as generally shown on Exhibit 1. Further,~~ The applicant agrees to grade or cause to be graded and temporarily seed or cause to be seeded up to four (4) ballfields on said a twelve (12) acre site located in Augustine South; such grading and temporary seeding shall occur on or before the issuance of the eight hundredth (800) residential occupancy permit for Augustine North and Colonial Forge.

It is hereby agreed and understood that the applicant's commitment to construct the 18-hole public golf course, as specified in Proffers A.1 and D.2, shall be given full credit against any land area requirements of the "Development Control Policy: Parks and Recreation Land Requirements"

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(Resolution R90-487, adopted August 7, 1990) in excess of said twelve (12) acre dedication within Augustine South.

E. Environmental

1. General

The applicant proffers to limit construction within the Accokeek Creek stream valley and upon associated slopes greater than twenty-five (25) percent to the installation of utilities, road crossings, and stormwater management facilities. Further, the applicant agrees to restrict development within the 100-year floodplain to necessary road crossings, stormwater management facilities and utilities placement; construction in such areas will not impact existing flood elevations.

In accordance with the Chesapeake Bay Local Assistance Department (CBLAD) Model Ordinance guidelines, prior to initiating grading or other on-site land disturbing activities in areas containing non-tidal wetlands (as identified in the May 1989 "Preliminary Non-Tidal Wetlands Investigation" prepared by Greenhorne & O'Mara, Inc.), the applicant agrees to obtain all wetlands permits required by federal, state and local laws and regulations, and further, agrees to provide evidence of such permits to Stafford County.

2. Tree Preservation

The applicant proffers to hire a professional Forester to identify significant tree stands, and specimen trees on the property deemed suitable for protection. Tree stands and specimen trees so identified by the professional Forester shall be incorporated into the design of individual residential, commercial or industrial areas, and further, shall be protected during construction through the use of perimeter fencing around tree save areas and through directional signage indicating areas in which construction traffic and heavy equipment are prohibited.

Prior to construction plan approval, the applicant shall submit for review and approval by the Office of Planning a limits of clearing plan in an effort to preserve quality vegetation on the subject property, where possible, in areas not designated for structures, roadways or parking area. At a minimum, fifteen (15) percent of the total site area of Augustine shall remain as undisturbed open space.

3. Golf Course

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- a. The applicant agrees to use Integrated Pest Management (IPM) techniques in the design, construction, and operation of the golf course to manage the use and application of fertilizers, pesticides, herbicides, and fungicides, and shall incorporate the Golf Course Management Guidelines recommended by the Virginia Cooperative Extension Service into said IPM techniques.
- b. The applicant agrees to use on-site surface water impoundments, as generally depicted on Exhibit 1, as the primary water source for golf course irrigation; only when necessary will groundwater be utilized to supplement the primary water source of the surface impoundments. In no event will the Stafford County public water supply be used for golf course irrigation.
- c. Upon written notification that a well or wells located on adjacent properties to Augustine North have gone dry or do not provide sufficient domestic water supply for a single family residence, and upon professional determination that the groundwater pumpage by the applicant has caused the depletion, the applicant agrees to provide an adequate water supply at its sole expense.

The foregoing does not apply to any depletion arising from the applicant's use of the well located on the eastern part of the golf course and in use prior to January 1, 1996, or any replacement or successor to that well, it being agreed that the applicant has no obligation to ameliorate any depletion caused by that well's, or its replacement's or successor's, operation.

F. Phasing of Residential Development

~~1. It is further agreed and understood that residential occupancy beyond the 353rd residence is dependent on the construction of a water storage tank or the availability of an alternative water supply source, by others, to service the commercial/industrial areas of Augustine South, with connections from the tank or alternative water supply source to water lines existing or planned for construction along Ramoth Church Road. Any such storage tank or alternative water supply source shall be located, designed and built in a manner consistent with the adopted water and sewer master plan.~~

1. The applicant proffers the payment of One Million Dollars (\$1,000,000) to the County toward construction of water facilities. Payment shall be made no later than the issuance of an occupancy permit for the 354th residential unit for Augustine. In exchange for this payment, applicant shall be granted Water pro rata Credits in accordance with the Water Pro Rata Credit Agreement for Colonial Forge dated November 20, 2003.

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2. Phasing of Residential Occupancy

a. Occupancy of the residential portions of the property shall be phased according to the following schedule, which shall be read to provide that the number of occupancy permits for residential units allowed within each year shall be cumulative. Accordingly, any units allowed to be occupied within a given year may be occupied in any subsequent year without diminishing the number of units allowed in each subsequent year.

b. Occupancy Permit Schedule:

The applicant proffers that no more than the number of units stated below will be occupied in any given year of project construction, subject to the provisions outlined in Proffer F.2.a above:

<u>Year</u>	<u>Units per Year</u>
2000 (cumulative to date)	175
2001	75
2002	75
2003	75
2004	125
2005	125
2006	125
2007	125
2008	<u>91</u>
Total	991

b. The applicant agrees to grade and seed the 18-hole golf course in Augustine North prior to the issuance of the first residential occupancy permit for Augustine North. The intent of this provision is to ensure that the fairways, greens and driving range are usable for golf play, with the exception of maturation of the grass. The 18-hole public golf course in Augustine North shall be playable and open to the public prior to the issuance of the 251st residential occupancy permit, or within three (3) years of the date of commencement of construction of the golf course, whichever occurs first. Satisfaction of this proffer shall not be construed to require that public water and sanitary sewer, the clubhouse and associated recreational facilities be completed.

d. The phasing of residential occupancy permits is further conditioned by the development of non-residential portions of Augustine (herein defined to include, but not necessarily be limited to, commercial uses, light industrial uses, office uses, and recreational enterprises), but

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only to the extent described in this Proffer F.2.d. Notwithstanding any of the provisions of this Proffer F.2.d., the applicant shall not be precluded from constructing any portion of the non-residential development at any time. It is understood that it is a policy of Stafford County to promote and encourage commercial and industrial growth within "The Corridor". The applicant will assist and participate in the implementation of that policy.

3. It is further agreed and understood that residential occupancy beyond the 353rd residence is dependent on the construction of a water storage tank or the availability of an alternative water supply source, by others, to service the commercial/industrial areas of Augustine South, with connections from the tank or alternative water supply source to water lines existing or planned for construction along Ramoth Church Road. Any such storage tank or alternative water supply source shall be located, designed and built in a manner consistent with the adopted water and sewer master plan.
4. The applicant proffers that upon satisfaction of the condition set forth in Proffer F.2.d.1 above, and prior to the issuance of the eight hundred first (801st) residential occupancy permit, the applicant shall submit a site plan for the construction of a minimum of fifty thousand (50,000) square feet of non-residential building area. Completion of said 50,000 square feet of non-residential building area shall entitle the applicant to an additional one hundred (100) residential occupancy permits. Completion of non-residential building area is herein defined as the construction of a base building with no tenant improvements.
5. Completion of an additional one hundred thousand (100,000) square feet of non-residential building area shall entitle the applicant to an additional ninety-one (91) residential occupancy permits.

G. Miscellaneous

1. Homeowner's Association

~~The applicant will prepare all the necessary documentation to form an overall homeowner's association to be known as the Augustine Homeowner's Association (AHOA) prior to the occupancy of the first (1st) residential unit in Augustine, which Association shall eventually be managed by the homeowners. The documents shall be submitted to, and approved by, the appropriate Federal agencies to ensure their acceptability for VA and FHA insurability of home mortgages, as appropriate. The applicant shall retain control of the AHOA until such time as at least fifty percent (50%) of the lots in Augustine have been sold.~~

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~~The members of the AHOA shall pay monthly dues to the AHOA. The AHOA shall maintain and provide grass cutting and lawn maintenance of all common areas and/or open spaces, including snow removal on all private streets, garbage collection, maintain and operate all recreation building areas owned by the AHOA and maintain and repair all applicable private streets. All residential property owners shall be members of the community wide AHOA. Incorporated into the by laws of the HOA will be architectural guidelines establishing controls over additions, fences, and outside storage.~~

21. Commercial/Industrial Property Owners Association

The applicant will prepare all the necessary documentation to form a property owner's association to be known as the Augustine Business Owner's Association (ABOA), prior to the occupancy of the first commercial or industrial building, the membership of which shall consist of all the commercial and industrial property owners within the Augustine community. The members of the ABOA shall pay monthly dues to the ABOA. The ABOA shall maintain and provide for grass cutting and lawn maintenance of all common areas and/or open space, including snow removal on all private streets, garbage collection, maintain and operate all common areas owned by the ABOA and maintain and repair all applicable private streets.

32. Architectural Control

The applicant proffers that, at the discretion of the Zoning Administrator, all commercial/industrial development shall conform to the Design Guidelines Handbook, dated July 13, 1989. As the industrial area is developed, the applicant will maintain architectural control.

H. Furnace Site Dedication

The applicant agrees to convey to the County the furnace site shown on the GDP, and described in Attachment 1. The applicant further proffers to convey the above-described property within ninety (90) days from the approval date of this reclassification. As part of this conveyance, the applicant agrees to purchase a title insurance policy on behalf of the County and/or its successor for the parcel conveyed in the face amount of \$300,000 that does not exempt access to the property.

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Attachment 1

June 15, 2004

METES AND BOUNDS DESCRIPTION

on a portion of the lands of

Stafford Associates Limited Partnership, No. 2

Deed Book 1007, Page 565

Tax Map 29, Parcel 31A

Rock Hill Magisterial District

Stafford County, Virginia

Beginning at a point, said point being a corner to lands now or formerly standing in the name of Nalls (Tax Map 28, Parcel 92A) in or near the center of an old road; thence, departing said old road and with said Nalls (Tax Map 28, Parcel 92A) two (2) courses and as follow:

North 03°30'41" West, 516.63 feet to a point; thence,

North 68°27'21" West, 316.27 feet to a point, said point being a corner to Nalls (Tax Map 28, Parcel 92A) in the line of lands now or formerly standing in the name of Winslow (Tax Map 28, Parcel 93); thence, with said Winslow (Tax Map 28, Parcel 93)

North 38°36'12" East, 1019.12 feet to a point, said point being a corner to Winslow in or near the center of Accokeek Creek and further being a corner to other lands now or formerly standing in the name of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31); thence, with said other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31) and along the meanders of Accokeek Creek six (6) courses as follow:

South 61°21'26" East, 24.72 feet to a point; thence,

South 14°35'40" West, 216.65 feet to a point; thence,

South 04°05'02" East, 194.45 feet to a point; thence,

South 15°40'34" East, 126.45 feet to a point; thence,

South 03°45'48" East, 94.69 feet to a point; thence,

South 48°55'18" East, 50.02 feet to a point, said point being in the line of said other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31) and a corner to lands now or formerly standing in the name of George Washington's Fredericksburg Foundation (Tax Map 29, Parcel 31B) in or near the center of Accokeek Creek; thence, departing said other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31) and said center of Accokeek Creek and with said George Washington's Fredericksburg Foundation (Tax Map 29, Parcel 31B) six (6) courses as follow:

South 34°14'24" West, 181.88 feet to a point; thence,

South 45°32'35" East, 389.70 feet to a point; thence,

North 58°25'16" East, 140.78 feet to a point; thence,

South 71°07'26" East, 104.14 feet to a point; thence,

South 43°57'40" East, 122.89 feet to a point; thence,

North 49°52'34" East, 80.12 feet to a point, said point being a corner to said George Washington's Fredericksburg Foundation (Tax Map 29, Parcel 31B) in or near the center of Accokeek Creek and further being in the line of the aforementioned other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31); thence, with said other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31) and along the meanders of Accokeek Creek six (6) courses as follow:

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South 36°16'21" East, 47.01 feet to a point; thence,
South 71°46'45" East, 121.34 feet to a point; thence,
South 36°49'48" East, 108.38 feet to a point; thence,
South 58°52'29" East, 78.50 feet to a point; thence,
South 29°50'02" East, 104.08 feet to a point; thence,
South 30°26'07" East, 154.42 feet to a point, said point being in the line of said other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31) in or near the center of Accokeek Creek; thence, continuing with said other lands of Stafford Associates Limited Partnership, No. 2 (Tax Map 29, Parcel 31), in part, and lands now or formerly standing in the name of Augustine South Associates, L.L.C. (Tax Map 29, Parcel 32), in part, and along the meanders of Accokeek Creek

South 50°32'53" East, 153.67 feet to a point, said point being in the line of said Augustine South Associates, L.L.C. (Tax Map 29, Parcel 32) in or near the center of said Accokeek Creek, in or near the center of an old road and a corner to lands now or formerly standing in the name of Blackburn & Blackburn, Trustees (Tax Map 29, Parcel 33); thence, departing said Augustine South Associates, L.L.C. (Tax Map 29, Parcel 32) and Accokeek Creek and with said Blackburn & Blackburn, Trustees (Tax Map 29, Parcel 33) and generally along the said old road ten (10) courses as follow:

South 82°11'49" West, 415.24 feet to a point; thence,
South 80°24'01" West, 154.43 feet to a point; thence,
South 80°19'34" West, 156.99 feet to a point; thence,
South 80°47'10" West, 119.59 feet to a point; thence,
North 51°12'40" West, 55.42 feet to a point; thence,
North 17°01'24" West, 265.01 feet to a point; thence,
North 48°02'45" West, 79.27 feet to a point; thence,
North 78°49'27" West, 138.84 feet to a point; thence,
South 87°53'56" West, 168.18 feet to a point; thence,
South 64°43'38" West, 125.38 feet to the Point of Beginning and containing 22.42144 Acres, more or

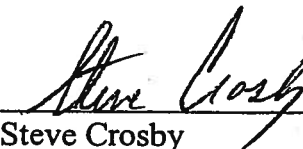
less.

Notes

1. This description has been prepared from deeds and plats of record. No field or boundary survey performed by Greenhorne & O'Mara, Inc. at this time.
2. Courses along Accokeek Creek and the old road are for the purposes of calculating area only. The actual property line is the center of said Accokeek Creek and said old road, respectively, with their meanders.

J:\admin\6802 Central Furnace Addition MBD.doc

A Copy, teste:


Steve Crosby
County Administrator

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2. RC1300296; Reclassification – Colonial Forge Proffer Amendment - A proposed amendment to proffered conditions on Assessor's Parcels 28-94, 28-94A, 28-100, 29-27, and 29-31, a portion of the original development known as Augustine, consisting of 110.17 acres, zoned R-3, Urban Residential – High Density Zoning District, to remove phasing requirements for the commercial development. The Property is located on the south side of the intersection of Courthouse Road and Woodcutters Road, within the Hartwood Election District. **(Time Limit: December 10, 2013)**

Mr. Rhodes: So this is RC1300296. The Reclassification for the Colonial Forge Proffer Amendment. Mr. Harvey?

Mr. Harvey: Thank you, Mr. Chairman. Andrea Hornung will be giving this presentation.

Mrs. Hornung: Good evening, Mr. Chairman, members of the Planning Commission. The second item is Colonial Forge Proffer Amendment, Reclassification RC1300296. It is a proffer amendment to amend the proffered conditions on Assessor's Parcels 28-94, 28-94A, 28-100, 29-27, and 29-3. The basis of this proffer amendment is to delete proffers requiring phasing of commercial development that is tied to residential occupancy permits in Colonial Forge and also delete the proffer to construct 4 ball fields which are on another parcel in the what's considered the south part of the subdivision of the development. The zoning designation is R-3, Urban Residential which is high density. The total area is 89.15 acres. The applicant is North Stafford Associates LTD Partnership No. 2 and the agent is Clark Leming of Leming & Healy. This gives you schematic of the existing development which is known as Augustine and Colonial Forge. A little bit of history, Augustine North, Augustine Central and Augustine South was the original development of some proffers which had been amended throughout the years in '90, 2001 and 2004. Augustine North is currently the area of the development that is built out. Augustine Central is now known as Colonial Forge, which is under construction and Augustine South is the area that is the zoned M-1, B-2 property. The Augustine North is R-1 zoning and the Colonial Forge is R-3 zoning which is a mix of single-family, detached, duplex, townhouse, multi-family developments. This is an aerial showing you the existing conditions. This is the Comp Plan at the time recommendation which is currently suburban development. And basically the proffers that are requesting to be eliminated are eliminating the requirement to submit a site plan for 50,000 square feet of non-residential area by the 801st residential occupancy permit and completion of a 50,000 square foot non-residential building area that would allow for an additional 100 residential occupancy permits. Another proffer to delete would be constructing the additional 100,000 square feet of non-residential area in order to be entitled to 91 occupancy permits and then of course the 4 ball fields on a 12 acre site in Augustine South. In going through this, there is some discrepancies in the proffers which you have toward the end of your packet of pages 1 through 21. They eliminated parcel 3-A which is a parcel that has been sold to the George Washington Foundation Accokeek Furnace. So that's... staff is presuming that it essentially will come back to have the Heritage Interpretation Overlay District placed upon it, but...

Mr. English: Where is that located on that? Do you know? That you're talking about?

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Mrs. Hornung: The 3-A?

Mr. English: Yes.

Mr. Rhodes: The top purple.

Mr. English: The purple part?

Mr. Harvey: Yes sir.

Mr. Rhodes: Thank you.

Mr. Harvey: Actually, Mr. Chairman, I pointed at the wrong spot. It's this property here, at the end of Accokeek Furnace Road.

Mr. Rhodes: Okay. The one that is solid purple, kind of wrapping around that little piece? Gotcha.

Mr. Harvey: I believe the boundary extends like this.

Mr. Rhodes: Thank you.

Mr. English: So that's going to (inaudible - microphone not on).

Mrs. Hornung: Well, there is no information that we know that for sure, but because it owned by the George Washington Foundation that's going to be for Ferry Farm. George Washington Foundation of Ferry Farm, I think that's their name. Right, Jeff?

Mr. Harvey: Yes, it's the George Washington Ferry Farm Foundation. They own that property. It's formerly been Iron Furnace that was associated with George Washington's father. That land was proffered to the County. The County subsequently ensured that it was conveyed to the foundation.

Mrs. Hornung: In going back and reviewing the proffers that you have, the south part, the M-1 and B-2, that has been sold off to another entity. So the North Stafford Associates do not own that parcel anymore. The proffers are all tying in the Colonial Forge residential units to the development that would happen on the M-1 and B-2, specifically the ball fields which is the main purpose of this proffer amendment.

Mr. English: When you said sold off, who did it sell off to?

Mrs. Hornung: I believe Mr. Garrett. Andy Garrett is the owner of that piece, or that development and the applicant agent is here and can correct me if I'm wrong. By having the residential units tied into the amenities or recreational facilities on the M-1, B-2 that satisfied the proffered guide lines for parks and recreation development policy when this was initially done. And when you're looking at page 15 of the proffers, it shows to eliminate for Augustine South,

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which is the M-1, B-2 property, eliminate the 4 ball fields on 12 acres that were tied into the 800th residential unit. But if you go to the next page there is a paragraph that was not eliminated and it says that, paraphrasing: it's hereby agreed and understood that the applicant's commitment to construct the 18 hole golf course, which is in place, as specified in previous proffers shall be given full credit against any land requirements in the development control policy for parks and recreational land requirements by the resolution 90-74 adopted August 7th 1990 in access of the said 12 acre dedication with Augustine South. So when you're looking at that, the golf course is actually beyond the 12 acre ball field. So that is one of the reasons why staff does not recommend it. There is not mitigation for that 12 acres, for the 4 ball fields that were proffered and we have this paragraph that's still in the proffers for the ball fields. Also you have the other proffers toward the end for the commercial part that want to remove the 50,000 square foot and actually the proffer says: shall submit a site plan for construction of 50,000 square feet of non-residential building. And completion of that would entitle them for the additional 100 occupancy units.

Mr. Rhodes: What page is that?

Mrs. Hornung: I'm sorry, page 20 of the proffers which is F-4. And then on number 5 it also wants to remove the additional 100,000 square feet of non-residential building area which would give them an additional 91 residential occupancy permits. By removing these proffers and tying the development into the residential permits, it will allow the residential component to continue to build without any guarantee for the commercial development to occur. Now that commercial development is tied to a property that the applicant does not own.

Mr. Rhodes: That they sold.

Mrs. Hornung: That they sold. But as we know, proffers run with the land, but you have two owners that are bound to proffers, that they will be affected by each other because the commercial has to be built first or the ball fields have to be built first before or at the time that they receive their 400th or 800th permit. So does that make it a little clearer, because as I was going through this it was a little confusing, making sure that the parcels that are associated with these particular proffers, they still have proffers that tie them to the M-1 and B-2 property. So basically the staff's recommendation is that the staff cannot support it as proposed, because there is no mitigation for the amenities that were proffered in support of the residential that was approved at the time of reclassification. If you have any questions, Mr. Harvey and I... I can try to answer, Mr. Harvey can also assist.

Mr. Rhodes: So 191 units that are now tied to proffers associated with property they've sold off and therefore they would like to exclude the requirement to develop the 150,000 of commercial and the ball fields on the 12 acres and still build 191 units.

Mrs. Hornung: That's correct.

Mr. Rhodes: Got it. Okay. Questions for staff?

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Mr. Hirons: Were those 4 ball fields, I wasn't sure if I was completely sure clear on, were they for Parks and Recreation or were they Stafford County or were they maintained by the community?

Mrs. Hornung: They were to satisfy the proffer requirement for Parks and Recreation at the time of the request and I believe the 12 acres would have been dedicated to the County, but I'm not sure. Maybe Mr. Harvey can clarify that.

Mr. Harvey: I believe that was the intent, yes.

Mr. Hirons: Okay.

Mrs. Hornung: Also, I'm sorry, one more thing I failed to mention. Also on the last page of the proffers, page 21 under miscellaneous, it does talk about a commercial/industrial property owners association and it's still tying that to these parcels, but this is talking about that they would have control and would form an Augustine Business Owners Property Association for the M-1, B-2 and that also they would maintain architectural control of the commercial development. Which I think that's in conflict if they want to remove the requirements for what's happening on the M-1, B-2. There is still proffers in here that are tying the residential to the M-1 and B-2.

Mr. English: Can you go back to the map and show me where this commercial part would be?

Mrs. Hornung: It must be off the map, because it only shows the R-3 and then the other properties that are A-1.

Mr. Harvey: Also, for the Commission's information, on page 4 of the staff report, there is a map that shows the location of Augustine North, Augustine Central and Augustine South. Generally speaking, Augustine South is on the north side of Ramoth Church Road, south of Kellogg Mill Road.

Mr. Rhodes: Any other questions for staff before we go to the applicant?

Mr. Apicella: Mr. Chairman, I realize this is planning 101, but I have some basic questions, so the number of development units is like 950 something. The proffers that were included in the most recent version, the 2004 version, are there for the purpose of mitigating the total number of development units and their impact on the community, right?

Mrs. Hornung: Yes.

Mr. Apicella: And the applicant knew or should have known when they sold off what is Augustine South that that was a commitment that they were required to fill if they wanted to build that total number of units.

Mrs. Hornung: Yes.

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Mr. Apicella: So I'm not quite sure where the Planning Commission is going to go with this, but if the reclassification is not approved, what are their options?

Mrs. Hornung: Well, if it's denied I believe they have to wait...

Mr. Harvey: They would still have to commit to the proffers, so the proffers would govern the development of the property.

Mr. Rhodes: You'd be limited to 800 at least.

Mr. Apicella: Or that's another option. One option is to not exceed the number of 800 units and the other option is to fulfill the proffers that they committed to most recently in 2004. That's it. That's my question.

Mr. Rhodes: Any other questions for staff? Thank you. Applicant please.

Mr. Leming: Good evening Mr. Chairman, members of the Planning Commission. I'm Clark Leming here on behalf of the applicant. Let me correct a couple of misconceptions and then I have a proposal for you. First, Augustine was originally, all sections of it, originally zoned back in 1992. There were 3 sections. North, South and Central, as Mrs. Hornung has indicated. The present owner of Augustine Central, which is Colonial Forge, never owned or sold South. The original Augustine South was owned by an organization called KEG. KEG lost the land, the bank foreclosed on it and it was purchase by Mr. Garrett. So there has never been any sale there. It is true that from the very beginning the whole idea was that there would be integration between these 3 different parts of Augustine, but, given the different ownership, none of that has occurred and all of the proffer obligations, which are substantial, in the early 1990s the county had very limited cash proffer authority, so proffers took on a different nature. The Colonial Forge School Site came out of the Augustine land, the grading, the infrastructure, infrastructure for Winding Creek School, the pump station and the sewer trunk line that serves this entire area was put in by Augustine. Water tanks, road improvements, million dollar road improvements, extension of Mine Road. All of these are part of the proffers and the burden for all of these proffers fell on Sal. That is the owner of Augustine Central, Colonial Forge and previously the owner of Augustine North. I think that's all been sold out at this point. So there has been no contribution to any of the proffers by the owner of Augustine South. In 2004 there was an adjustment to the proffers to address some of these issues. The proffers were amended at that time, only for Augustine North, what was left of it, and Augustine Central and the Augustine South owner did not participate in that application. So the older proffers still apply to Augustine South. The 2004 proffers apply to Augustine Central and Augustine North, or whatever is left of it. The point of this exercise from the standpoint of Colonial Forge was really just housekeeping. There were two proffers that were tripped before the end of the development. Now it's not 900 and some units and I realize you all have gotten an email today, everybody in world got an email today, from Cord Sterling, except us. So the numbers are not accurate there either. There are about 80 units at stake here. There are about 80 units that they would not be able to complete. Not because of the cap on the overall units, I think probably Mr. Garrett will claim some of those

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units for Sal, but because of the number that are actually planned for Colonial Forge. So the intent here was to simply come back and say, look we don't control what's going on here. There is no level of cooperation here. We're not able to implement the proffer. We have no control over the commercial that occurs at Augustine South. Never had any control over that and the playing fields are not even to be on our property. We don't know where they would be on Augustine South or how you get to them or whether we'd even have permission to do that. So it certainly imposes some difficulties in terms of complying with the proffer. Now 80 units is not a terribly big number. That's where they would be cut off at the 800 number, both with regard to the commercial proffer and with regard to the playing fields. But having heard all of the... seen all the email discussion today and some of your questions tonight. What I'd like to propose, there are a couple of things that I think would be beneficial to you, and in fact we didn't know what staff's position was going to be until the staff report came out, but I think there are a couple of things that would be beneficial. One would be for you to see the value of the recreational proffers that have already been made by the owners of Augustine North and Augustine Central. They are substantial. And I think we can demonstrate that even under today's park and recreation guidelines we come very close to complying with those if not exceed them. We also did dedicate to the County an almost 12 acre, 11.3 acre site that is not utilized by the County that is in the same proximity. And what we would like to do is to look at that acreage and see if that wouldn't be suitable for the same improvements that are planned for Augustine South property. At least the County could give us permission to do those improvements. It already has been dedicated to the County and is not currently being utilized, but we'd like to take a look at that to see whether that's feasible or not. I'd also point out that the proffer, I don't think they have any problem at all with it coming to the County if it was done on County land and no question it would be the County's property, but I also want to point out that the proffer itself only requires that the land be graded and seeded sufficient to accommodate four playing fields. It does not require the construction of 4 playing fields. It doesn't require the conveyance of the County either, but that's not an issue. But what I would propose, because we have to look at the numbers for this also and decide what 80 units is worth here, because Colonial Forge would be essentially built out before we actually get to that 800 number and come back to you, I think we can have something back to you for your next meeting, looking at the contributions that Augustine North and Central have already made recreationally and looking at the feasibility of doing these same improvements to that 11.3 acre site and see if that might be something that would work. I think those improvements could be made for approximately the same cost that it would cost to go into Augustine South and make those improvements. So that was the intent of the exercise. We don't have any control over the land where the improvements were to be made. The owner of that land is not participating in this proffer amendment. Didn't participate in the last proffer amendment. Augustine South, as I'm sure you all know, is part of the George Washington UDA and it's certainly entirely possible that somebody would get interested in that and come in and reconfigure the entire thing and you'd have a chance to revisit and enhance all of those proffers, which are not very substantial, at least under the terms of the Augustine proffers, because with these two exceptions the commercial is not really a County improvement, with exception of this 12 acre park site. All of the other proffers have been complied with, with exception of some road construction which they're going to do. So that's what I would propose.

Mr. English: Who's going to do the road construction?

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Mr. Leming: They will. Colonial Forge does that and in fact Mr. Harvey had to make a particular election at a point in time as to which road improvement was to be made and did that, I think, Jeff, way back in, was it 2009 or so, you decided on which road improvements you wanted to be made under the proffers. So that we have to do.

Mr. Rhodes: Questions for the applicant? Just to clarify. Is it the position... I'm just trying to clarify because I made this comment too... if you don't do over 800 units, do you feel like you don't have an obligation for the 4 ball fields?

Mr. Leming: That's right. It's tripped at unit 800 and so one option, clearly, we have is to simply cut off that last 80 or so units and not do them or at least not do them until somebody else complies with the proffer. I mean I pointed out that this proffer is still binding on Augustine South. This doesn't affect that. It's on that property. They're the ones that have the obligation. They've done nothing else. So we think the equities of this cry out pretty loudly for them to be compelled to comply with this proffer. From the county's stand point, and I understand perfectly, it's a lot easier to hold some additional residential units over the developers head and make them go work it out. But that's just not something that's likely to happen here.

Mr. Rhodes: It seems like the proffer says that those have to be done regardless, just the timing of it would have to be before the 800th unit.

Mr. Leming: And I think staff concedes that.

Mr. Rhodes: Okay.

Mr. Leming: The proffer still remains in full force and effect for south, it just means that what does the County has to go to them and say okay time to put the playing fields in. The unit has been tripped, you are still obligated under this proffer. You have got to do them, but what is the cost to that land owner if not doing them, I guess it what it comes down to and what would the County have to do in order to enforce the proffer.

Mr. Rhodes: But also enforce for Colonial Forge, because you can't go past the 800th.

Mr. Leming: That is right. And we are stuck at...

Mr. Rhodes: And it does say specifically 4ball fields and 12 acres.

Mr. Leming: Yes.

Mr. Rhodes: Okay. I think that is probably the hardest point in all this, given the desperate need for additional ball fields and recreational support in this county.

Mr. Leming: Sure.

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Mr. Rhodes: Giving that up is just a hard one to even consider.

Mr. Leming: Well we will look at that 11.3 acre site and see it is feasible on that site. We just... as I say with regard to Augustine South, when and where it would be or what you would have to do to get there, I mean that's not an area that has been improved or is subject to any road system at this point.

Mr. Rhodes: And you would not look at any other proffer for building them anywhere else? Or any other modification, monetary or otherwise?

Mr. Leming: Well I mean if the County has other land and would want to see the same thing done. I mean, I think what Mr. Sterling proposed is not going to happen. I think he was talking about 3 turf fields which...

Mr. Rhodes: I did not read what he proposed, I don't know what you...

Mr. Leming: Somewhere in the vicinity of 2.5 million dollars. Which, you know, when you weigh that against the 80 units, it just does not make any sense.

Mr. Rhodes: Yes.

Mr. Leming: So anyway, that is where we are and I am sorry there was some confusion about this, but it started off simply enough.

Mr. Rhodes: Alright, other questions for the applicant? Please, Mr. English.

Mr. English: Yes, I guess what you are saying is you would be willing to do something as far as the ball fields were concerned, is that...

Mr. Leming: Yes. I mean, if we can take... I think, I don't want to put words to soon into the owners mouth here, but I think if given the cost of what... if we could get to the Augustine South side and do the improvement there, whatever that cost was of grading and seeding that area, if we can take that and transfer that somewhere else then that is certainly a reasonable thing to consider.

Mr. English: Okay.

Mr. Leming: And that... the County still ends up better because you still have the proffer obligation that Augustine South is obligated to comply with. You still have that, plus you get the additional improvement that we would put out there.

Mr. Rhodes: Okay, well we still have the public comment portion... I am sorry, Mr. Hirons.

Mr. Hirons: No, Mr. Chairman, I really just had kind of a point of order, a procedure question. I believe what I just heard Mr. Leming say was they want to come back to us with a new proposal.

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If we have a public hearing at this point, are we able to keep that public comment open? If they have a brand new proposal that no one is going to have a review or eyes on.

Mr. Rhodes: I mean are we cancelling this entire proffer amendment?

Mr. Leming: We are not asking you to cancel the public hearing tonight or the proffer amendment, if somebody is here and wants to speak on it. We are simply alerting you that we are going to come back... I think you have the ability to continue your public hearing if you choose to do that, until... so that there can be public comment on the...

Mr. Rhodes: We could retain that and we could see if there is not a modification to our... to what we would recommend on forward on the proffer amendment through the public dialogue. And certainly if it was too significant from what would have been the public hearing and should be more constraint on the public we would have to re-advertise and go forward. But it could be the modifications, they are not too significant as to negate the public hearing, correct.

Ms. McClendon: That is correct Mr. Chairman. I will say that if the Commission does decide to keep the public hearing open, when it decided to keep it open it needs to set it for a date specific. If a date specific is not set then we will need to re-advertise regardless.

Mr. Rhodes: Okay, thank you very much. So I think if there were anyone here that was on this issue, thus far I don't know that it's going to be modified much. We will have to see. We certainly can receive their public comment and then see where we are going to take this. So I will open the public comment portion of the public hearing. If anyone would like to speak on item number 2, RC1300296, reclassification, Colonial Forge proffer amendment, may come forward and do so at this time. I know there is one.

Mr. Carpenter: Mr. Chairman and members of the Planning Commission, my name is Dale Carpenter. The Augustine South, I believe if I am understanding where that is, would be to the south side directly bordering our property. My wife Sandy is with me tonight. We moved into that property 2 years ago and are recent residents moving into Virginia. I have to say that we love where we live. Virginia is a beautiful State. The property that we live on is treed, wooded, has wildlife and we are fortunate to be within a half mile of historical Accokeek Furnace. Which we discussed earlier tonight, my wife and I are friends with some of the adjacent property owners. They let us ride our 4-wheelers down and we have ridden down, numerous times into that area to the creek and observed those settings. This is the first time... some of my comments probably don't go exactly along with this proposed amendment. But if you will bear with me, I think that it does tie together with things that were discussed tonight, about this amendment. The first time I saw the document that all this is in, with the Planning Commission and all the attachments was yesterday. So forgive me if I say something that is redundant with previous meetings or say something that has already been determined otherwise. But what my concern is, and we are witnessing the entrance being created off of... in this document it seems to want to call it Accokeek Furnace, but it is truly Kellogg Mill Road where the other entrance for Colonial Forge is being built, which I understand to be a two-lane access road that will open up new areas in the subdivision. Not having been familiar with this project, reading this for the first time. A

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number of things kind of stood out that I wanted to at least bring forth as questions and possible concerns. At least concerns to those of who live in that area, that in reading the documents it appears as so there are certain things that were planned to be done to handle the traffic flow, to expedite the traffic flow and minimize impact to properties in this community. I believe Pastor Bowman may be speaking about Ramoth Church specifically, so I will limit my comments to the properties in the area. The biggest concern is about traffic that would divert to Ramoth Church Road. We don't see anything that will handle that traffic. We are talking about a road that will cut through eventually from the Colonial Forge High School all the way to Kellogg Mill Road. Right now the current County road is a minimally paved gravel and tar road with no pull-overs, no lanes and the intersection of Kellogg Mill Road and Ramoth Church Road is already dangerous. When I go home at night and turn on onto Kellogg Mill Road, I am facing traffic on a hill that I cannot really see over. If somebody comes flying over the hill at 50 miles an hour we can have a disastrous impact. I am concerned that this could become a death point for the community, that if something is not done and it appears as though in this document things were planned to be done to make this a safer journey. The impact of this area is...

Mr. Rhodes: Sir the 3 minutes has ended if you could just identify what your last key items were.

Mr. Carpenter: The last key item is the environmental impact. There are things in the document that address that. We have witnessed things along the Accokeek Furnace, the historical property, that I fear... the Accokeek Furnace, we have actually visited. It is not easy to find and it is only about 25 yards from the adjoining property of Colonial Forge. That property is in severe jeopardy of damage that may not ever be repaired.

Mr. Rhodes: Okay, thank you.

Mr. Carpenter: Thank you.

Mr. Rhodes: Would anyone else like to speak on this item?

Mr. Bowman: Thank you Mr. Chairman. I am Page Bowman. I am an Associate Pastor at Ramoth Baptist Church. I have been associated with the church for 23 years now. And I have some concern on page 7 of 20 and page 8 of 20. If they come out 45 feet off the right-of-way on the center line they will be in the midst of our chapel or they will be in the midst of the building we bought from the school in the '50's that we use for education and storage and so forth. Also 15,000 autos coming through there, there is no 4-way stop, just a concern there. We would lose a lot of parking if they were to claim that area. I noticed on page 8 it says if there is not a reasonable effort by the applicant to obtain the needed right-of-way at fair market value, but fair market value and losing 2 buildings... 2 structures and parking would be a minimal fair market value. So we are just concerned at the church. We are interested in the homes and people, our church is certainly in a growth mode now, but just concerned about the amount of traffic that would be coming by there. Thank you.

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Mr. Rhodes: Thank you Sir. Anyone else who would like to speak on this item? Okay I will close the public comment portion of the public hearing... yes please Mr. Apicella.

Mr. Apicella: I would ask that you do not close the public comment...

Mr. Rhodes: Oh I am sorry, thank you very much. Yes, I was going to ask. Thank you. So how do we keep it open Ms. McClendon? Is that a motion? Is that a... I would like to get... so what I would like to do is be able for allow some follow up comment from the applicant on anything that was stated, and any other point. And then keep the public comment portion of the public hearing open.

Ms. McClendon: Yes Mr. Chairman. I believe you can bring it back to the Commission for discussion and then when you take the vote at the end...

Mr. Rhodes: Take a motion.

Ms. McClendon: ...to dispose of the item have the motion... put the next date of the meeting in the motion and keep the public comment portion open.

Mr. Rhodes: Thank you very much. Okay, so we will bring it back in. Mr. Leming, any comments to the...

Mr. Leming: We will talk with them after the meeting and try to help them understand what the improvements are that are planned. These are not things... these things are already part of the proffers and road improvement are already part of the plan. But I think we can help them understand what is going on a little bit better. I did want to point out since they brought up Accokeek Furnace, I think Mrs. Hornung indicated that was sold. We did not sell that, that was dedicated. That was a required proffer as well. We want to be sure that we get credit for that.

Mr. Rhodes: Okay, thank you. I will bring it in to the Planning Commission at this point. It's in the...

Mr. English: My district.

Mr. Rhodes: Hartwood, yes. To keep the public hearing, the public comment and public hearing opportunity open, we need to identify the specific date that we bring it back up and will be again allowing for public comment. Correct? Okay, thank you. So that would need to be in any motion you made to defer.

Mr. English: I make a motion to defer it to the October... thirty days from now and leave the public comment open on this issue.

Mr. Rhodes: The 9th of October.

Mr. English: Does that give them enough time?

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Mr. Rhodes: So there is a motion to defer this to the 9 October session of the Planning Commission and to continue to allow for public comment at that time.

Mr. Boswell: Second.

Mr. Rhodes: Second by Mr. Boswell. Any further comment Mr. English?

Mr. English: No sir.

Mr. Rhodes: Further comment Mr. Boswell? Any other member? Okay, very good. So there is a motion to defer this and bring it back on the 9th of October including and continuing the public comment being open. All those in favor signify by saying aye.

Mr. Apicella: Aye.

Mr. Hirons: Aye.

Mr. English: Aye.

Mr. Boswell: Aye.

Mr. Rhodes: Aye. Any opposed? None opposed. Okay, passes 5-0.

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1. RC1300296; Reclassification - Colonial Forge Proffer Amendment - A proposed amendment to proffered conditions on Assessor's Parcels 29J-4-310, 29J-4-311, 29J-4-312, 29J-4-313, 29J-4-314, 29J-4-315, 29J-4-316, 29J-4-317, 29J-4-318, 29J-4-319, 29J-4-320, 29J-4-321, 29J-4-322, 29J-4-323, 29J-4-324, 29J-4-325, 29J-4-326, 29J-4-327, and 29J-4-A and portions of Assessor's Parcel 28-100, a portion of the original development known as Augustine, consisting of 41.72 acres, zoned R-3, Urban Residential – High Density Zoning District, to remove phasing requirements for the commercial development. The property is located on the south side of the intersection of Courthouse Road and Woodcutters Road, within the Hartwood Election District. **(Time Limit: September 23, 2015)**

Mr. Harvey: Thank you Mr. Chairman. Please recognize Mike Zuraf for the presentation.

Mr. Zuraf: Good evening Mr. Chairman, members of the Planning Commission. This item is for a project known as Colonial Forge; it's a proffer amendment. The specific request is to amend proffered conditions to remove phasing requirements for commercial development in a part that's required. The site's zoned R-3, Urban Residential. The portion of the project that's being rezoned is 41.72 acres. The agent is Charlie Payne. The applicant is Stafford Associates Limited Partnership. The location of the development, Colonial Forge, bisects a new road that's being developed known as Woodcutters Road. That's located to the south... on the south side of Courthouse Road and north side of Kellogg Mill Road. Eventually, Woodcutters Road will completely connect through; right now the southern and northern portions are built and the middle portion over Accokeek Creek is yet to be constructed. The orange shading designates the R-3 zoning. Surrounding this R-3 zoning on many sides is A-1, Agricultural zoned property where you have large lot residential uses and undeveloped land. The highlighted blue portions on the map reflect the portion of the site that's requesting the proffer amendment. The other portions of Colonial Forge are already developed or developing portions that are owned by other individuals. So, you know, we can't include those portions in the proffer amendment because you need to sign off on all those other individual property owners. For some history on Colonial Forge, in the 1990's the property was originally known as Augustine, reclassified from A-1 and A-2 zoning to residential, commercial, and industrial zoning. There were two subsequent proffer amendments that occurred, most recently in 2004. The subject property, Colonial Forge, is highlighted in green in the middle of the image. It's one part of the larger project that was originally known as Augustine. Augustine North in red is all single-family detached residential uses. Augustine Central, zoned R-3, includes a mix of residential uses. And the blue-shaded area, Augustine South is zoned for commercial and industrial uses. Augustine North is built out. Colonial Forge is under development. And Augustine South is undeveloped and has since been sold off to different owners. Overall, in all of Augustine, the proffers don't allow more than 927 dwelling units which would cover Augustine North and Augustine Central. And I'll provide a breakout as we move along. Looking at the aerial view, Colonial Forge, it's a residential development roughly on 210 acres. There's a maximum of 575 dwelling units within this area that is permitted. There is also... the uses include a variety of single-family detached units, village units, multi-family townhouse units, and community amenities including a clubhouse and swimming pool. And Colonial Forge High School is part of the original Augustine Central area as well. Construction has progressed from the north to the south and is currently ongoing. It's on both sides but a lot of the newer development is occurring on the south side of Accokeek

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Creek and where Woodcutters Road will eventually connect to the north. A lot of this site has been graded, infrastructure is installed, and lots platted for much of the remaining development area in Colonial Forge. Here's a breakdown of the units in all of Augustine. Currently, Augustine North was approved for 352... actually 351 units have been built. For Colonial Forge, Augustine Central, 575 units were approved although on the construction plans, only 538 are approved to actually be built across the site. And currently, at this point, 331 residential units have been completed and are occupied. So, for a total across Augustine, you have the max 927 units as approved. Planned for Colonial Forge and built in Augustine, that would include up to 890. And what's been built so far is 683 units. So, looking at the specific amendments, the applicant is looking to reduce the maximum number of dwelling units from 927 to 915. This more closely reflects what ultimately might be built on the site. Also, they are looking to delete several requirements, which include the reservation or sale of development for a 3-acre site for a daycare center, grading and temporarily seeding a 4-ballfield site... amenity on 12 acres before the 800th residential unit, also submitting a site plan for 50,000 square feet of non-residential building area prior to the 801st residential unit, and completing 50,000 square feet of the non-residential building prior to allowing additional 100 residential occupancy permits. And then also completing an additional 100,000 square feet of building area prior to allowing an additional 991 residential occupancy permits. Also, then the applicant is...

Mr. Gibbons: You did say 91, not 900.

Mr. Zuraf: Ninety-one, yes, yes. Sorry. And then also the proffers include a new proffer adding a statement obligating the applicant to construct and backfill a retaining wall in Embrey Mill Park as part of that ongoing development project, which includes then, as part of the backfilling and construction of the retaining wall, that includes also E&S and stormwater management work that's involved compacting the fill and basically grading out a... rough grading out the field area that would be above that retaining wall. So, the estimated cost of that work and materials would be \$974,000 approximately. Evaluating these proposed amendments, the dwelling unit reduction is more consistent, as mentioned, with the actual lot yield. It would permit slightly more units than are currently shown on the construction plans. And so this would leave the applicant some ability to, if they choose to on any of the undeveloped portions, they could potentially modify the plan to try to achieve that ultimate lot yield that was approved. Also, within the commercial phasing, as I noted, that is a commercial that's within Augustine South. That now is under separate ownership. The area itself is undeveloped. Right now it's the area that is to the north side of Ramoth Church Road and west of Interstate 95. It's right now kind of an isolated area for commercial and industrial development as it stands. And also, this is an area where the separate rezoning of George Washington Village is being considered. So that could affect what ultimately happens on that property depending on the action that occurs there. With the proffer for the park site, the change would increase potentially the deficit of recreational fields available to the County in the near term as it would delay the ultimate construction of proffered recreation fields. It doesn't take away the requirement for that field to be built but it does remove the Colonial Forge developer from being obligated to build that field.

Mr. Rhodes: Mike, on several of the proposed proffer amendment changes, it took off ties to a number of occupancy permits. But other than removing the timing piece of it, does it preclude the obligation to fulfill those requirements?

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Mr. Zuraf: No.

Mr. Rhodes: Okay.

Mr. Zuraf: Well, for the developer of Colonial Forge, yes.

Mr. Rhodes: Okay. But for the ultimate...

Mr. Zuraf: Build-out of Augustine South, it would still...

Mr. Rhodes: Require those items to be done, just not at the timing of occupancy permits.

Mr. Apicella: I'm not following.

Mr. Rhodes: I'm just trying to confirm because I knew for sure it was on the ball fields. There's still an obligation on the ball fields, correct?

Mr. Zuraf: Yes.

Mr. Rhodes: What about the other couple (inaudible)?

Mr. Zuraf: Well, for the commercial development it would mean that's really tied to the residential development, so once the residential development is done, then it's not...

Mr. Rhodes: Then that's gone. But the ball fields still remain as a requirement?

Mr. Zuraf: Yes.

Mr. Rhodes: Okay.

Mr. Boswell: But you use the word indefinitely... indefinitely delayed. So is it ever going to get built?

Mr. Zuraf: Well, it would happen whenever that area is built, which is not... there are no site plans in or construction plans for that area to be developed.

Mr. Harvey: Mr. Chairman, just to clarify for the Commission. The Augustine South project has its own set of proffers but are very similar to these. And, as Mr. Zuraf pointed out, they stipulate construction of the 12-acre park and show a location on the GDP. They also have general commercial and industrial zoned property which could be subject to those same terms that are referenced here. So, that being said, the George Washington Village case is getting ready to come to the Board in October; that proposal is to wipe out all those proffers from Augustine South and substitute them for other proffers. So it could be in a few weeks that all this issue about Augustine South is no longer valid.

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Mr. Apicella: On the contrary, it's true that it's still valid, right, if that doesn't get approved.

Mr. Zuraf: Right.

Mr. Apicella: So I just want to be clear that the commercial development associated or triggered by the residential, there are milestones. And if you go over the 800, you have to build 50,000 square feet. And if you want to go over that amount, you've got to build a total of 150,000 square feet.

Mr. Zuraf: It's actually... first, to go over 800 units, they would have to submit a site plan for 50,000 square feet. So just submitting the plan for that development; completing the 50,000 square feet prior to allowing an additional 100 units.

Mr. Apicella: Right. To go from 800 to 900, you need to put in 50,000... you need to build 50,000 square feet of commercial. Or if you want to go over and above that amount, then you need to build another 100,000.

Mr. Zuraf: Right. To go over 900 units, yes, correct.

Mr. Apicella: I just wanted to clarify, thank you.

Mr. Gibbons: I thought you had to have the plan... it had to be filed as a plan, not complete? When go to 800, you have to submit a plan for 50,000 square feet, right? A plan. It doesn't mean the completion of it.

Mr. Apicella: May I read what it says? Prior to the issuance of the 801st residential occupancy permit, the applicant shall submit a site plan for the construction of a minimum of 50,000 square feet of non-residential building area. Completion of said 50,000 square feet of non-residential building area shall entitle the applicant to an additional 100 residential occupancy permits. I read that to my plan language meaning if you want to go... if you want to build... if you build... you cannot build another unit after the 801st until you start to build the commercial associated.

Mr. Zuraf: Correct. Until you complete that 50,000 square feet.

Mr. Apicella: Right.

Mr. Rhodes: Okay. Please.

Mr. Boswell: Under your proffer evaluation, it says that you (inaudible - microphone not on) that it's going to exacerbate the need for fields (inaudible - microphone not on). But in your opinion, if we delete that proffer (inaudible - microphone not on)?

Mr. Zuraf: It would happen whenever the commercial development proceeds. That's when, and... right, because it's all dependent on whenever that... if the... so if the George Washington Village rezoning doesn't happen and it's still, you know, commercial and industrial zoned land,

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whenever that commercial and industrial development occurs, that's when the ball fields would come along. And we don't know when that would happen.

Mr. English: So it's all kind of hinging on George Washington really. Is that what it's hinging on?

Mr. Zuraf: Partly, but then also on whenever the commercial area develops, if it proceeds in that manner.

Mr. Boswell: So, if this proffer stays as it is, Stafford County is going to get four ball fields (inaudible).

Mr. Zuraf: You could get the ball fields... if it stands as it is, the options would, for the Colonial Forge developer is they build no more than 800 units and they stop there. Or they go in and build the fields and can proceed to build out the rest of Colonial Forge.

Mr. Apicella: Mr. Chairman? Along a similar vein, how many units are at Embrey Mill? Approved?

Mr. Zuraf: Approximately 2,000.

Mr. Apicella: Two thousand. So, the Embrey Mill Park is primarily associated with the... the driver for that park is associated with the units at Embrey Mill. Is that sort of right?

Mr. Zuraf: Correct.

Mr. Apicella: And the park proffers associated with Augustine are associated with the number of units at Augustine, around 800, if we accept the notion of what was proposed and approved as part of this package.

Mr. Zuraf: Correct.

Mr. Apicella: So they're not necessarily tied together.

Mr. Zuraf: Right.

Mr. Apicella: The total infrastructure for parks are separate. They got a park for Embrey Mill and ball fields for Augustine, is that...?

Mr. Zuraf: Right.

Mr. Apicella: Okay, thank you.

Mr. Zuraf: So, continuing with the evaluation, in considering the issue of mitigating of this change to do away with the requirement to build the park, the applicant is proposing to assist with the Embrey Mill park which would be, as I mentioned, where they would go in and provide

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fill, build the retaining wall, all the site work that's needed to make, you know, so they don't just come and drop the fill, they're going to put the retaining wall in, do all the proper compaction and grading and stormwater management to make it suitable, and assist in that effort. It does...

Mr. Coen: Mr. Chairman?

Mr. Rhodes: Yes, please Mr. Coen.

Mr. Coen: And the estimate for doing said retaining wall work, is that an estimate developed by the County or is that an estimate developed by the applicant?

Mr. Zuraf: That was prepared by the applicant. It was reviewed by County staff. And it was determined to be a valid estimate.

Mr. Coen: Okay. So, is it a chunk of money ergo or is it they're going to build it and if it only takes a half a million to do it then it only costs a half a million and the County is out the four hundred and I think it was seventy-four? So, it's whatever they can do it for is what they're going to do it for.

Mr. Zuraf: Correct. And staff had reviewed this and also looked at estimates that were already prepared by our own engineers for the park. And it closely aligned with the estimates for if we had gone in to do the work as the County. The retaining wall and fill and everything, yes.

Mrs. Bailey: Mr. Chairman?

Mr. Rhodes: Mrs. Bailey.

Mrs. Bailey: Just a couple questions, Mr. Zuraf. Embrey Mill park, is that open to the public?

Mr. Zuraf: Yes it is.

Mrs. Bailey: Is that just specifically for the residents of Embrey Mill?

Mr. Zuraf: No, it's open to the public.

Mrs. Bailey: Okay. How large is this particular park in Embrey Mill? Any idea?

Mr. Zuraf: It's pretty large. It's considered more of a regional park, really to serve ultimately a larger population (inaudible).

Mr. Gibbons: I think the building's 76,000 under roof.

Mrs. Bailey: Okay. But throughout Embrey Mill, there are quite a number of different parks, throughout the development?

Mr. Zuraf: There are other parks within that neighborhood, yes.

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Mrs. Bailey: Which also are they open to the public as well? Or just to the residents of Embrey Mill?

Mr. Zuraf: They are... well, I believe they are generally private. They are right kind of integrated into and along the streets, so you might get some public use out of them. But I think the intent is that they'd be maintained by the HOA.

Mrs. Bailey: So the residents do have parks, additional, throughout the subdivision?

Mr. Zuraf: Yes.

Mrs. Bailey: Okay, thank you.

Mr. English: This... Mike, this fill, the wall and stuff, that's right nearby the pool, is that what you're saying? In that area, correct? Where they're building a pool in that area?

Mr. Zuraf: In Colonial Forge?

Mr. English: No, in Embrey Mill.

Mr. Rhodes: Embrey Mill. Where the retaining wall...

Mr. Zuraf: I'm not certain the exact spot where that fill's going to be placed.

Mr. English: Does the applicant know do you think or I can ask them?

Mr. Zuraf: They may.

Mr. English: Okay, I'll wait.

Mr. Harvey: Mr. English and Mr. Chairman, to answer the general question, associated with that complex where the aquatic center is going is a multi-field complex. And this will be serving two of the fields within the multi-field complex.

Mr. Rhodes: Thank you.

Mr. Zuraf: And to kind of complete staff's presentation, staff is supportive of this proffer amendment and does recommend approval pursuant to the ordinance... you did receive new ordinances. We had some numbering problem so it's Ordinance O15-36. Staff believes this would appropriately mitigate park impacts. Although it does remove commercial phasing, the isolated location of the commercial area would limit the ultimate ability for the site to develop in the near term. And staff does also have concerns with if this proffer was to remain, you would have undeveloped portions of the site where the site's been graded, infrastructure, streets, and utilities have been put in, and they would be kind of left vacant until some point the conditions

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change for the proffer the park was built. So staff would turn it back to the Commission at this time for any questions.

Mr. Rhodes: Questions for staff before we have the applicant come forward?

Mr. Coen: Yes sir.

Mr. Rhodes: Yes, please Mr. Coen.

Mr. Coen: Mike, did I remember correctly from your staff briefing that you emailed us that the primary access point for all of Colonial Forge and this commercial area would be off of Courthouse Road?

Mr. Zuraf: Yes.

Mr. Coen: And from its initial initiated thought process it was that there would be all these homes and then that this bottom part would be commercial.

Mr. Zuraf: Right.

Mr. Coen: So, the area that they're deciding is isolated. From the very beginning of this whole process, it was always down there and always where it was, so it's not as though it's isolated because something miraculously happened in the last five years.

Mr. Zuraf: Right, it's always been sited there.

Mr. Coen: And I tried to get this beforehand, but when... I know when we have projects come to us nowadays we hear how much of a benefit the commercial is going to be to our tax base and etcetera. When this initially being advocated, was that one of the selling points was that the commercial would offset the impact of said residential?

Mr. Zuraf: I'm not certain. I'd have to go back and research the original (inaudible).

Mr. Rhodes: Mike was 12 then.

Mr. Harvey: Mr. Coen and Mr. Chairman, some of us are more long in the tooth and were here during that timeframe. My recollection was that was one of the selling points where this was going to be an integrated community that could have a commercial component, large luxury homes around a golf course, and also a variety of other types of homes for just general folks within the County. One of the things that was considered back in the day and would have made the southern part less isolated was in the late 80s/early 90s, the Commonwealth of Virginia was looking at building another beltway around Washington. And that beltway was supposed to end in Stafford County at I-95 and Ramoth Church Road. And the developer reserved right-of-way through the southern portion of the project for that beltway and the interchange; therefore, that would have been a prime location for commercial as well as distribution type activities. But also, the concept was to align Stafford Regional Airport with Dulles Airport. You'd have a

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direct road connection between both of them. So that was a big factor, the change that had an influence on the viability of that southern portion of the property for commercial and industrial development.

Mr. Coen: Thank you. But again, the primary road of access was off of Courthouse. And do I remember correctly that the 29th of this month, VDOT is going to give a presentation on what they are doing on Courthouse Road and the divergent diamond interchange that's being mentioned for the interchange of 630?

Mr. Zuraf: There will be an upcoming public meeting. I'm not positive what the exact date of that is.

Mr. Harvey: Mr. Chairman, Mr. Coen, their public meeting is going to be the 29th and also, jumping ahead to the Planning Director's Report, I've asked the engineer to come to the Planning Commission to give that presentation on that project as part of the quarterly transportation update. So Michelle Shropshire will be here on the 23rd to give an update to the Commission on the diverging diamond interchange.

Mr. Coen: Thank you very much.

Mr. Rhodes: Thank you. Mr. Apicella?

Mr. Apicella: Mr. Chairman, if I could just follow on Mr. Coen's question. I'm looking at attachment 4, page 16 and 17, of the proffers, F.2.(d), it says the phasing of residential occupancy permits is further... and Bob... Mr. Gibbons can speak to this because his name is on the proffer statement... the phasing of residential occupancy permits further conditioned by the development of non-residential portions of Augustine, herein defined to include but not necessarily be limited to, commercial uses, light industrial uses, office uses, and recreational enterprises, but only to the extent described in this proffer F.2.(d). Notwithstanding any of the provisions of this proffer, the applicant shall not be precluded from construction of any portion of the non-residential development at any time. So, any time up to the thresholds they could have produced the 50 or 150,000 square feet of commercial. And this is what I think is important. It is understood that it is a policy of Stafford County to promote and encourage commercial and industrial growth within the corridor. The applicant will assist and participate in the implementation of that policy. So, by my reading, and it's not really for me to answer your question but it certainly seems to me that commercial was tied specifically to the thresholds proposed by the applicant. So, what we have, I think, Mr. Zuraf is 682 units out of the 927 that have already been built -- that's about 75%, right?

Mr. Zuraf: Correct.

Mr. Apicella: And some are under construction. So that 682 doesn't include those that are under construction.

Mr. Zuraf: Right, there are some, yeah.

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Mr. Apicella: Okay. And, I'm sorry Mr. Chairman, I did ask some questions via email. I'm going to try to go through some but not all of those. I think we've got a sense that there's 2,000 plus units at Embrey Mill, 927 within the Augustine development, and by my count several hundred if not several thousand other units that are already in place or approved along the Courthouse Road corridor, right?

Mr. Zuraf: Correct.

Mr. Apicella: I'm just trying to go to a parks capacity because it seems to me that we have a sufficient needs for parks already now and will need that much more going forward when all of these units are developed, built along the Courthouse Road corridor. Going back to the ownership issue, so, at the time this project was first conceived back in 19... the early 1990s, there was a partnership or one owner who owned all three of the parcels?

Mr. Zuraf: Right. Yes, and I'm not certain who that was.

Mr. Apicella: Okay. At some point thereafter, Augustine South was sold off to somebody else?

Mr. Zuraf: Correct.

Mr. Apicella: And what happens with the proffer commitments when a portion of a project is sold off?

Mr. Zuraf: Those proffer requirements still carry with the land regardless of the ownership.

Mr. Apicella: So, for all of the proffers including the ballfields and the commercial, those are still live and still required to meet the... to go over the 800 if that's what the applicant would normally want to do unless the County chooses to provide some relief here.

Mr. Zuraf: Right.

Mr. Apicella: In terms of the Embrey Mill Park, how is that being paid for? What sources of funds are being used to bring that to fruition?

Mr. Zuraf: There are multiple sources. There's some proffer money within the Embrey Mill development that's going towards it. General obligation park bonds funds, and then some cash capital as well.

Mr. Apicella: Okay, so there are several pots of money that are being utilized to pay for the park.

Mr. Zuraf: Right.

Mr. Apicella: In terms of the... I saw that a significant portion of the cost of the retaining wall that's associated with the fill dirt, and the applicant's agent provided a summary of the costs. For 24,000 cubic yards of fill dirt, that amounted to \$432,000. Is that correct?

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Mr. Zuraf: Correct, yes.

Mr. Apicella: So almost half of the... not half, but 40%, 45% is associated with the fill dirt. Has the County explored any other options for obtaining the fill dirt? Either other County properties, at Embrey Mill proper or the EDA property?

Mr. Zuraf: Not that I am aware of. I think that would probably be a desired... you'd probably need to do some testing of the soil to make sure you're getting proper soil that would be suitable. My understanding is that this soil has been tested and is determined to be suitable.

Mr. Harvey: Mr. Chairman, Mr. Apicella?

Mr. Rhodes: Please, Mr. Harvey.

Mr. Harvey: I have had some discussions in the past with the Capital Facilities Manager who is working on this project. And they've looked at other options for soil. However, one of the issues ran into was the cost. So, we've had other opportunities to potentially get additional soil to be put in there, but the big cost drivers are excavating it from the donor site, transporting it, depositing on property and grading it, which are appropriate requirements plus the other things that Mr. Zuraf mentioned. So that's what's been keeping us from proceeding so far at this point was some of the cost drivers there.

Mr. Apicella: I appreciate that comment Mr. Harvey, but I guess my point here is there may be other options. At a minimum, I would think the developer for Embrey Mill, who in my mind got a pretty good deal there, has a vested interest in this park coming to fruition with its 2,000 plus homes, right? There's got to be a lot of fill dirt in close proximity to the park already.

Mr. Zuraf: Right.

Mr. Apicella: Right? And again, I've seen them moving dirt for at least a year plus, right? So, to me there seems to be at least some options to defray the costs if we wanted to at least explore some other avenues outside of using this potential trade-off. Going back to the reduction of number of units, the 927 to the 915, there's no correlation between what we choose to do here today in terms of the ballfields and/or the commercial and the reduction from 927 to 915?

Mr. Zuraf: That more so just reflects what the ultimate build-out and what the site will yield.

Mr. Apicella: Okay, my last question at the moment is when is the Board going to make its decision or when is the deadline for the Board making its decision on the George Washington Village proposal?

Mr. Zuraf: There's a set deadline of November 17th of 2015, but the Board may actually... you know, their by-laws prohibit them from making any actions in November and December during election years. So they probably would have to make a decision in October unless the applicant grants an extension.

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Mr. Apicella: And our deadline for this one is September 23rd? So we're seeing it for the first time and we have two weeks to make a decision on this one?

Mr. Zuraf: This one came in originally in 2013, went through public hearing, and was put on hold.

Mr. Apicella: For two years.

Mr. Zuraf: Yes.

Mr. Apicella: Right? So why do we just get two weeks? In my view, it's a different proposal because it's changed. So I'm going to go back to the question why do we only have two weeks to make a decision on this one?

Mr. Zuraf: There is a 90 day limit and I guess we would need to talk to the applicant about extending that further.

Mr. Apicella: A 90 day limit from... when did the clock start?

Mr. Zuraf: From the time when the application was complete and, well, for the first public hearing, and...

Mr. Apicella: So, did they grant us two years? I'm trying to understand the process here. When they decided to, I don't want to say withdraw, but forestall their application, was there some documentation that said well we're going to give you 12 months, we're going to give you another 12 months?

Mr. Zuraf: Just an indefinite deferral until they came back in.

Mr. Apicella: So why are we being held to two... I'm still trying to figure out why are we being held to two weeks at this point in time?

Mr. Harvey: Mr. Apicella, as Mr. Zuraf said, we'll have to talk to the applicant about what their willingness is to extend the time limit for consideration. In particular, as Mr. Zuraf said, our code requires that the Planning Commission act within 90 days of hearing a zoning case. Also, the state code requires that the Board act within a year of a zoning case being filed. Those time periods have gone past, so now we're essentially at the extension of the applicant and their desirability to add more time to the process.

Mr. Apicella: I guess I'm not following. I guess my concern here is one of the notions being put forward is that this may all become moot or resolved by the Board of Supervisors' decision on George Washington Village, which may come next week... I don't know if it's on the schedule for next week... or it may come in a couple of weeks. It seems to me that we... good prudent planning... in good prudent planning we'd want to know what the Board intends to do on that to see if it does become a moot issue. It may be resolved; it may be unresolved. I think we ought

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to know as a Planning Commission which way the Board is going to act on Augustine South. That's it Mr. Chairman.

Mr. Rhodes: Okay. Yes, Mr. Gibbons.

Mr. Gibbons: A follow-up on Steven's question, I think he's got a very good question. Why the two weeks? Nobody's brought up why. When it was... it was extended indefinitely, so what triggers the clock again?

Mr. Harvey: Mr. Gibbons, Mr. Chairman, the clock was triggered when staff discussed it with the applicant about rescheduling the public hearing.

Mr. Gibbons: So the clock started at that period?

Mr. Harvey: Yes, and then when (inaudible) good valid till they gave us a date, we worked the schedule to get a public hearing and here we are today.

Mr. Gibbons: I understand, but when did you sit down with them when the clock started? Was that two months ago? A month ago?

Mr. Harvey: I'd have to go back and check the records.

Mr. Gibbons: I mean, just roughly.

Mr. Harvey: I don't recall directly.

Mr. Rhodes: You had to have at least enough time to advertise for public hearing.

Mr. Harvey: Yes. So it's been at least three weeks prior to today.

Mr. Rhodes: Yeah, at least three weeks to do the public hearing.

(Inaudible).

Mr. Coen: Well, I guess one of the things that I'm sort of curious because when I got on the Board about two years ago, staff wonderfully gave me a list of things that were in the pipeline and this was on it. And I thought, oh, okay, this is interesting. And so I started looking at all the things that were on the pipeline and it just seems weird that this has been percolating for two years and, at the applicant's request, they can say we only get two weeks. That just seems odd.

Mr. Gibbons: No, no, they said the clock started...

Mr. Coen: Started then, but yeah...

Mr. Gibbons: ... when they met.

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Mr. Coen: ... when they met with them, but either way, if even it was three weeks ago, that still only gives us two weeks to do our job. To go back to the parks issue, one of the things that was sort of raised was that the Embrey Mill facility was going to be a regional and people could come from hither and far. How about, a rough estimate, how far is it from the various homes if this gets to be all homes down in this section is it to Embrey Mill?

Mr. Zuraf: I'd have to... I don't have an answer for you right now.

Mr. Coen: Okay, but what I'm sort of trying to figure out is that you have, you know, the theory of neighborhood parks that people could walk to versus a park that they have to go up Courthouse Road which is going to be a 4-plus-lane road. Maybe if they're walking, go down to sidewalks, maybe cross over in front of the high school, walk down more sidewalks, to get to said parks. Unless we're going to... and this retaining wall is just a retaining wall; it's not like a climbing wall that kids could actually do something on?

Mr. Zuraf: This is a retaining wall.

Mr. Coen: Right, so that the young people in this neighborhood go from having something nearby to having nothing that's a good distance away. That's the basic gist.

Mr. Zuraf: I'd have to look and measure what the difference is between the current proposed park and the Embrey Mill.

Mr. Coen: I little bit far for moms to walk with baby carriages.

Mr. Zuraf: It is... even the current park is internal to Augustine South, so it's a little bit of a hike to that one too. But I'm guessing Embrey Mill Park is a little bit farther away.

Mr. English: You don't have a picture of that, do you Mike?

Mr. Zuraf: Of...?

Mr. English: Where that wall is or anything?

Mr. Zuraf: Not of the wall, no.

Mr. English: Okay.

Mr. Rhodes: Okay. Other questions for staff before we have the applicant come forward? Please Mr. Boswell.

Mr. Boswell: The test dirt, (inaudible), any idea where it's from?

Mr. Rhodes: Is your mic on?

Mr. Zuraf: It's from Colonial Forge development, is my understanding.

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Mr. Boswell: Okay, so they've got some dirt over there they need to get rid of?

Mr. Zuraf: Yes.

Mr. Boswell: Got it.

Mr. Rhodes: Very good. Okay, thank you very much. Applicant please.

Mr. Payne: Mr. Chairman, other members of the Planning Commission, my name is Charlie Payne with the law firm Hirschler Fleischer and we appreciate your time this evening. Thank staff also for its presentation; I think they covered a lot of the bases and a lot of the questions other than Mr. Apicella had, and I apologize for not getting back to you earlier today. But I did get your questions. Obviously there's been a lot of questions from the Planning Commission members on this project. I think it first is important to note that it's not unusual to have an amendment, a proffer amendment, to a project that was rezoned in the early 90s. And obviously over time, you know, I know that developers and their counsel and other consultants who look at a project when it's initially moved forward, you have vision of what that project may build out to be. It doesn't always turn out that way. Obviously, market changes. We've talked a lot about why concentration of rooftops attract commercial development and why that's important. In this case, this is very much a suburban type of development; very typical along Route 630. So the commercial component of this has not been obviously marketable or attractive over time. And since that time I think obviously, given the number of units and the time period that has occurred since then, and that there's not commercial there tells a lot. In addition to that, the applicant has no control over the property owner at Augustine South, which is Augustine South Associates which would obviously be required to provide the fields and/ or the commercial component. Just because we are requesting this proffer amendment does not mean that the fields would not be provided at some point in the future. I think it's also important to note that Augustine and Colonial Forge, especially Augustine, has obviously provided significant proffers over time, including the Colonial Forge site, the high school site. It was graded, brought utilities to the site, it also has golf course on the site. So when we talk about recreational amenities and facilities, there's clubhouses and pools, etcetera, that are currently on the site. So, we shouldn't discount that as a fact. In fact, today many of the residents in that area utilize the ballfields at the high school. Also noted, I think very important, that Embrey Mill is a regional park. This is a unique opportunity to address the issues that the County is having in completing the fields, some of the fields at Embrey Mill. This is also an opportunity that we're... the applicant here is providing an additional million dollars and you still have the obligation of the park fields or the fields in Augustine South. So, to take the position in my opinion that we're losing something I just don't concur with. I think you're actually getting something in addition, and you're getting the fields at Embrey Mill sooner rather than later because of the ability for us to jump in and assist at this time. There was a question in regards to the reduction in the camp. We were obviously going through this process and discussing this with the District Supervisor and others, you know, wanted us to get our arms around what that number should be or could be, and that's why we reduced that number from 927 to 915 as potential capacity. Um, in addition to that, timing is key; yes it is. I know there's a priority on part of the County to address this retaining wall issue as soon as we can. We're getting ready to go to the fall and the winter, so the timing on that is

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very important for us to move forward in that process. In regards to questions regarding whether or not George Washington Village, whether it's approved or not, of course this Planning Commission has reviewed that application. If it's approved or not, in my opinion, is not relevant to this proffer amendment and it wouldn't be moot one way or the other if it was turned down or accepted for the fact that the obligations remain with Augustine South in regards to providing the fields and obviously it's already zoned commercial and/or industrial, which means only those uses could be developed on the site if it's not approved and they decide to move forward in that route. Um, I want to make sure I got all of Mr. Apicella's questions. I believe they were answered, but Mr. Apicella, if I missed anything or you need any additional information, I'm happy to provide it, as well as I'm happy to provide any answers to any questions that any other Planning Commissioner may have. And I appreciate your time.

Mr. Rhodes: Thank you. Questions for the applicant? Mr. English.

Mr. English: Mr. Payne, what are... if the wall is, like Mr. Coen said, under budget and it comes to maybe \$400,000 to build, the remaining monies, what are you going to do with that? Can that come back to the County or what?

Mr. Payne: Well, one of the reasons why it took awhile to get back... to get the process back on the calendar if you will, is because of the extensive review that we had, both from an engineering perspective on the County's side and on our side. So we're fairly confident that that number is where it is and is correct. It, you know, when we did our estimates, we obviously just couldn't simply do it in a vacuum; we had to have it certified by an engineer. The County obviously had to do its analysis to confirm that. So, we're fairly confident, especially given our close proximity; it's a fairly, as Mr. Harvey stated earlier, the fact the cost, one of the biggest cost issues is not only, one, finding the right top soils in this location, but also hauling to that location. Given the proximity to Colonial Forge, my bet is this is a heck of a cost savings.

Mr. English: What if you go over? Are you going to take up the cost if it goes over?

Mr. Payne: Yes. There's a provision for the overage. We... actually we've agreed to split that with the County, whatever the overage is.

Mr. Rhodes: Okay, questions for the applicant? Mr. Coen.

Mr. Coen: I just want to make sure I heard correctly. So, if it's under, we don't get anything. I mean, you're proffering a million dollars, but if it's under a million dollars, it's not going to be a million dollars. But if it's over a million dollars, say a million-twenty, the County kicks in ten and you kick in ten. Because you said you'd split the cost with us.

Mr. Payne: Correct.

Mr. Rhodes: Mr. Apicella?

Mr. Apicella: I'm just trying to follow some of the logic here, at least with respect to the commercial piece. You said that there's no demand for commercial because nothing's happened

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there. Well, as I tried to tease out of our staff, we've got probably 4,000 units along that corridor, maybe more, if you go further out. And so I'm trying to understand, since this was a package deal when it was sold to the County back in the 90s, and I realize things change, we're now at 75% build-out already, what incentive is there for the builder, or anybody in the future, to produce this commercial in the absence of linking an increase in density to this commercial phasing? Right now you want us to abandon that commercial phasing trigger.

Mr. Payne: Mm-hm.

Mr. Apicella: So, in the absence of that, how can we be assured that commercial will ever happen?

Mr. Payne: I'm not sure I understand your question. I'll try to answer it. One, obviously location of any commercial use is relevant, right. And this... the vision in 1999 versus where the vision is today is, you know, absolutely given the marketing conditions, is simply not what was envisioned. Honestly, commercial doesn't work in that part of the County. Maybe some industrial may, but commercial, retail, restaurants, etcetera, doesn't work. I think we've made this argument before; you've heard me a thousand times that George Washington Village commercial is more prevalent at major interchanges and near major road arteries. That's where you pick up traffic off I-95, traffic off Route 630; it's just not an attractive place to locate commercial. And if it was, it'd be there! And it's not there!

Mr. Apicella: Well, the way that I interpret that, Mr. Payne, is you're very skeptical about plans in the future when a builder tells you there's going to be a commercial in the place because things change or maybe it's not viable. So, at the end of the day, Stafford County and the residents of Stafford County are losing out on what was proposed as a commercial offset to 927 units that's got to be one of the top 10 residential developments in all of Stafford County.

Mr. Payne: All we can do on this end is do our best to try to attract our commercial user, our residential user, and investor to this County. That's all we can do. We hope that given the worker skill levels in this County and the average median income and, hopefully, the concentration of those rooftops, that will trigger greater commercial investment. That's just a fact. I don't know how else to change it. I can't imagine that there's a developer out there who's going to say no Walgreens... I'm sorry, no, uh, I'm trying to think of the grocery store chain... Harris Teeter or Wegman's or whatever, you can't come here because we don't want you here, you know, we don't have enough people in one location. I mean, no. If they're there and there's a market for it, the commercial developer is going to put them there and put the infrastructure in to make it work. It's just that's not the appropriate location for it to happen. And I think if you look, I think the County has done a very good job and you've done a very good job in re-evaluating your Comprehensive Plan for that purpose. I know that you have sent to the Board of Supervisors a revised plan to encourage more commercial north of Accokeek Creek and near the interchange. I think that's a smart plan. I think that's where it's much more viable.

Mr. Apicella: Mr. Payne, with all due respect, what I really see here, and perhaps it's my skeptical interpretation, is the owner of... the owners of what are now Colonial Forge and Augustine North decided at some point in time to device themselves of Augustine South and the

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absence of being able to control that, they can no longer live up to the promises that they made some 20-plus years ago. So it's not necessarily about well the commercial isn't viable there, it's that you don't... a conscious decision was made to no longer control the piece where the commercial would be located.

Mr. Payne: That's not accurate, and I'm not going to get in a debate about that. That's far from being accurate and that's just... I'm not even going to debate about that. I'm sorry, I have no disrespect for (inaudible).

Mr. Apicella: You can't have it both ways though. You can't say...

Mr. Payne: There's no...

Mr. Apicella: You can't say that well, I don't think commercial's going to happen over there but we don't control it.

Mr. Payne: To ignore financial swings and real estate market and cycles and suggest that somehow they divest themselves intentionally so they don't have to fill their obligation, and come back some 11 years later and ask for a proffer amendment is just (inaudible).

Mr. Apicella: So help me understand why we should allow you all to continue to build another 200 units in the absence of fulfilling the proffers that you guys made?

Mr. Payne: It's not 200 units, it's 96 units.

Mr. Apicella: It's not 96; it's whatever is over 800.

Mr. Payne: It's 96 units.

Mr. Apicella: Actually it's 127.

Mr. Payne: It allows us to move forward with 96 units.

Mr. Apicella: It's 127. My math is you have the ability to build 801... we talked about this earlier on... 801 you have to develop a site plan. Over 801 you have to build... build 50,000 square feet. To go over to the next increment, you have to build 150,000 square feet.

Mr. Payne: We have platted 793; we can finish... we have asked to move forward with 96 additional. That's what we vested in.

Mr. Apicella: Well, I'm going to ask staff to verify the numbers, because those numbers quite frankly don't make sense to me sir.

Mr. Rhodes: Other questions for the applicant? Mr. Gibbons?

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Mr. Gibbons: Charlie, I've been trying to follow this along. Why can't you amend your proffers to take care of the dam if it goes over? A good businessman knows how to make ends meet. And you know if you've got to move the land... if you're moving the fill off of Colonial, it's a value to you to be able to move it too. Because where are you going to put it if you didn't have the dam; you've got to put it somewhere.

Mr. Payne: We have places to put it I'm sure. In regards to...

Mr. Gibbons: So all I'm asking is to change the proffers so you build the (TAPE 55:00) dam regardless of cost. And the other thing is, I can't... for the sake of me, I can't see losing that park. I just... we need the ballfields, we need that, and I just can't...

Mr. Payne: Are we talking about Embrey Mill or are we talking about the ballfields?

Mr. Gibbons: The four ballfields.

Mr. Payne: They're not being lost, Mr. Gibbons...

Mr. Gibbons: What's that? I can't hear you.

Mr. Payne: They're not being lost, they will run with... the proffer requirement will still run with Augustine South.

Mr. Gibbons: Yeah, but I'd rather have you take care of it ahead of time. But you can't do that, right?

Mr. Payne: Well, we're adding an extra million dollars to (inaudible).

Mr. Gibbons: And my last request is why can't you extend this till the end of the month until the other zoning is... two weeks or two and a half weeks is not a big time limit, you know, this time of the year.

Mr. Payne: Well, again, in discussions with priorities and timeframes, we believe this is the appropriate path.

Mr. Rhodes: Okay.

Mr. Gibbons: So what did you say, a polite no?

Mr. Payne: Respectfully no, Mr. Gibbons.

Mr. Gibbons: Respectfully no, okay.

Mr. Rhodes: Okay; any other questions for the applicant? Okay, very good. Thank you very much sir.

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Mr. Payne: Thank you Mr. Chairman.

Mr. Gibbons: I've got a legal question.

Mr. Rhodes: Yes, please Mr. Gibbons.

Mr. Gibbons: If we do nothing at all well then the activity passes to the Board in two weeks, is that correct?

Mr. Rhodes: If we don't act on it at our next session, either this time or at our next session, then what happens Ms. McClendon?

Ms. McClendon: Mr. Chairman, if the Planning Commission does not act within the time permitted by the code, the Planning Commission's recommendation will be deemed approval sent to the Board.

Mr. Rhodes: Okay. So, if we don't act on it tonight or on the 23rd, at our next session, then it would be deemed approval.

Mr. Gibbons: (Inaudible).

Mr. Rhodes: Deemed approved and sent to the Board.

Mr. Gibbons: I understand.

Mr. Rhodes: Yes sir. Thank you very much Ms. McClendon.

Mr. Gibbons: Can the action be no action? Just pass it onto the Board with no action? Could that be a motion?

Ms. McClendon: Generally the code calls for a recommendation, so it would really be an up or down vote. So no action would be deemed approval; however, staff may be able to note in their report to the Board that the Planning Commission took no action because there was concern with the time limits.

Mr. Gibbons: But that could be a recommendation, no action, right?

Mr. Rhodes: I think technically it goes forward as deemed approval but the staff can provide commentary to state that our intent was, if we pass that way, would be to take no action.

Ms. McClendon: That's correct.

Mr. Rhodes: Okay, very good. With that I'll open it to public comment. If there's any member of the public that would like to speak on this item, item number 1 on the agenda, the Reclassification, Colonial Forge Proffer Amendment, you may come forward and do so at this time. I ask you to state your name and your address. I'll give you 3 minutes then 1 minute then

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no minutes. Okay, I will close the public comment portion of the public hearing and bring it back into the Planning Commission. Are there further comments or further discussion? This is in the Hartwood District, yep.

Mr. Apicella: Can I just ask for a clarification on the numbers, again, with all due respect to Mr. Payne. What number are they able to build beyond 801 if the proffer doesn't change on the commercial? What would they be required to do to go over 801?

Mr. Zuraf: Yeah, the proposed cap would be 915, so that's 114 additional units over, up to the full cap. The 96 they were referencing was the, currently there's 793 platted units and they mentioned adding 96 more to go up to 889, but that's still not the ultimate. The ultimate cap is 915; that would be, you know, under their proposed change.

Mr. Rhodes: So they would plat 889 but they have the ability to go to 915.

Mr. Zuraf: The ability to go up to 914... 915.

Mr. Rhodes: Very good, okay.

Mr. Apicella: Thank you.

Mr. Coen: Mr. Chair? Mike, didn't you say at one point in answering questions or whatnot that if things went through a certain way, they would have that authority to go up higher than that number? To up to the greater number?

Mr. Zuraf: They could go up to the (inaudible).

Mr. Coen: Right. So, in theory, we're saying X but in theory they could go up to whatever was the decreed upon number way back when.

Mr. Zuraf: Well, no, not the way back when.

Mr. Coen: But it was pseudo when.

Mr. Zuraf: Whatever the new cap is, it's 915; they can go up to that. Right now, like they're saying, they've right now have it only planned and designed for a number that's slightly less. But if there's some undeveloped areas, they can modify the design and try to get up to that.

Mr. Coen: Thank you sir.

Mr. Apicella: And just to be clear, the ballfields, the trigger there is 801, right?

Mr. Zuraf: Right.

Mr. Apicella: So, they would need to do that at the point... they would need to provide some, at least equal contribution for the ballfields at 801 units. So that's one piece of the equation. I'm

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just trying to get to, if we're going to 801 to the next 114, that's sort of tied to the commercial piece.

Mr. Zuraf: Right.

Mr. Apicella: Is that... okay, thanks.

Mr. Rhodes: Okay, thank you very much. Mr. English.

Mr. English: In reference to the Reclassification, RC1300296, I ask for a deferral till September 23rd.

Mr. Gibbons: Second.

Mr. Rhodes: So, the motion, Mr. English, second by Mr. Gibbons, to defer this to the 23rd of September. Further discussion... further comment Mr. English?

Mr. English: No, I just probably would want to talk with Mr. Payne about it more, because of some of the issues that arose tonight maybe we could iron them out before the 23rd.

Mr. Rhodes: Okay, very good. Mr. Gibbons, any further comment? Anyone else?

Mr. Apicella: Mr. Chairman, I would ask staff to revisit the timeframe, whether September 23rd is really our final deadline because, again, it seems to me very, uh, restrictive since again we saw it for the first time, new, on Friday.

Mr. Rhodes: Okay. Mr. Coen?

Mr. Coen: And if staff could look at one of the things that is sort of an interesting dynamic in this, is there seems to be the saying that the ballfields shall happen, but then we hear that the applicant has no control over Augustine South so therefore they can't make the... guarantee that the ballfields will happen. So, that seems to be a disconnect and...

Mr. Rhodes: I think the key thing is that the proffer still exists.

Mr. Coen: Right, but I mean still, but again they're not here to actually say that. And so there's a lot of fuzziness on that. And then, again, if you get some distance between where these residences are going to be in Embrey Mill, I mean, it'll be nice that we get some information from VDOT that night so I thank Mr. Harvey for arranging that. And then it just seems interesting; if you could just provide for me how many rooftops there are at Embrey Mill, you know, existing and proposed. My mind is sort of going to the concept that if there's rooftops, there's commercial that if the entrance of this had been designed such in the first place, that they intended that to be the primary avenue to go to a commercial, then you would have had loads of people off of Courthouse Road able to access and you could have had commercial here. Or, you could have, in the beginning planned commercial closer to the major artery. You know, one of the things that the applicant's spokesperson said was you need major road arteries for retail.

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Well, on 610 there is. And so it just seems to be a disconnect between what really was planned and what's happening to make this isolated now. Thank you.

Mr. Rhodes: Okay, further comments? Okay, the motion is to defer this to September 23rd, get a little more information as was requested, and Mr. English can talk to the applicant's representative a bit. All those in favor of the motion to defer this to September 23rd signify by saying aye.

Mr. Apicella: Aye.

Mr. Coen: Aye.

Mrs. Bailey: Aye.

Mr. English: Aye.

Mr. Boswell: Aye.

Mr. Gibbons: Aye.

Mr. Rhodes: Aye. Any opposed? None opposed; passes 7-0. We'll take this back up in two weeks.

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2. RC1300296; Reclassification - Colonial Forge Proffer Amendment - A proposed amendment to proffered conditions on Tax Map Parcel Nos. 29J-4-310, 29J-4-311, 29J-4-312, 29J-4-313, 29J-4-314, 29J-4-315, 29J-4-316, 29J-4-317, 29J-4-318, 29J-4-319, 29J-4-320, 29J-4-321, 29J-4-322, 29J-4-323, 29J-4-324, 29J-4-325, 29J-4-326, 29J-4-327, and 29J-4-A and portions of Tax Map Parcel No. 28-100, a portion of the original development known as Augustine, consisting of 41.72 acres, zoned R-3, Urban Residential – High Density Zoning District, to remove phasing requirements for the commercial development. The property is located on the south side of the intersection of Courthouse Road and Woodcutters Road, within the Hartwood Election District. **(Time Limit: September 23, 2015) (History: Deferred on September 9, 2015 to September 23, 2015) (Deferred on September 23, 2015 to November 18, 2015)**

Mr. Harvey: Thank you Mr. Chairman. Mike Zuraf will be giving the presentation on this matter.

Mr. Rhodes: Thank you.

Mr. Zuraf: Good evening Mr. Chairman, members of the Planning Commission; Mike Zuraf with the Planning and Zoning Department. This is an amendment to proffers for the Colonial Forge development. The public hearing for this item was held on September 9th. It was deferred at that time to September 23rd. In advance of the September 23rd meeting, there were issues that were still being worked out with the applicant so the case was deferred to this meeting to continue those discussions. Prior to... well, since that initial public hearing, there were several issues raised and additional information provided. So I'd like to summarize the issues that have come up since that initial public hearing. There were questions about the distance from the Colonial Forge subdivision to the proposed Augustine Park and Embrey Mill Park. As you know, part of the proposal would be to indefinitely delay construction of the proffered Augustine Park site and divert resources to the currently developing Embrey Mill Park. And so, in this image that we've prepared, you can see distances; we've provided direct line distances from the general center point of Colonial Forge to the Augustine Park site and the Embrey Mill Park site. And then what that distance would be if you had to travel that by road. The purple line would be travelling to the Embrey Mill Park site via Courthouse Road; it's 2.22 miles. And then the blue line reflects travelling to the Augustine South Park site via Ramoth Church Road; that's 2.61 miles to get there. Some of the other issues were raised, questions about the existing and proposed dwelling units in the Embrey Mill subdivision. In the staff report, we provided this information. There are currently 153 dwelling units existing in Embrey Mill -- more developing as we speak also -- out of the proposed total dwelling units for Embrey Mill of 2,246. So, there's a lot more development to occur in Embrey Mill. Also, there were questions about the deadline for this case. This was a case that originated back in 2013; it was deferred indefinitely. When additional information came in earlier this year, we brought it back up and the deadline provided by the applicants to beyond 90 days was to the September 23rd meeting. And then there was concern about this deadline and that still would be a deadline that would apply. But when it was deferred beyond the September 23rd date, the applicant has since granted further extensions and they've done that to this meeting. And any future extension would need additional request of the applicant if so desired. There were also concerns with the proposed proffer I that dealt with the transfer of fill to the Embrey Mill Park and assistance with constructing a retaining wall. One of

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the provisions dealt with the County assisting in cost overruns. With the latest version of the proffers, that issue has been addressed and I'll get to that. Also, there were, in the staff report and memo, staff noted... provided a note regarding the current proffer for the park in Augustine South. We did note that the current proffers, it does provide for the construction of four ballfields but it is very limiting in what is offered with temporary seeding and not much more. And so staff notes that the current proffer, as it stands, leaves little certainty about what additional amenities might be provided. It's likely that the County would have to come in and expend additional funds to complete that park to bring it up to current standards and to the standards that we would want. So, that's just a note we wanted to add. And then there were additional background questions posed previously that we included in your package. I think today you also received some additional background questions and answers from staff on those issues and some new questions that have come up. And just to point out the biggest change in the latest version of proffers that you received had to do with adjustments to proffer I dealing with the transfer of fill to the Embrey Mill Park. And some of those changes added reference to specific retaining wall plans that have been approved; adds requirements for County approvals and bonding of work; it does push back the completion date as this likely would not go to the Board until January or February of next year; and then also does remove the cost overrun concerns and the application themselves would be responsible for any of those cost overruns. There were several concerns raised regarding the use of fill and a lot of the details of the Embrey Mill Park site and its development. And we do have here tonight Keith Dayton with County Administration and Jamie Porter of Parks and Rec who can assist us in answering some of those questions. And I'd like to defer the rest of my presentation to Keith Dayton.

Mr. Rhodes: Thanks Mike. Mr. Dayton.

Mr. Dayton: Mr. Chairman, members of the Commission, thank you for this opportunity. Mr. Zuraf had forwarded some questions that you had just recently with respect to the Colonial Forge Proffer Amendment. I wanted to start first by talking about what we're trying to accomplish here. I've seen the project characterized actually in the background report and elsewhere as a retaining wall project. It's actually more than that. The goal here, the attempt that we're trying to accomplish is actually to construct the base, the backbone for two additional full-size rectangular fields at Embrey Mill Park. We have six that have just now finished up. This would be two more, on our way to a total of 11 at that location. So, involved in this is a retaining wall, but that is sort of peripheral to the overall project which is to put in the storm drainage, bring in the fill, compact it in an engineered fashion, bring up a retaining wall concurrently with that, put us in a position where we can now move forward to finish off the field, either as a natural grass field or as an artificial turf field, construct the parking lot, and finish it up. So this is the first step in a bigger attempt to improve our recreational value there at Embrey Mill Park. With that, I'll go directly into the questions. This one from Commissioner Apicella: to what extent or not was the retaining wall and fill dirt scoped in the Embrey Mill Park rec center project? These two fields were included in the design that we had prepared by the Timmons Group. It was actually bid initially as an alternate. When the bids came in, we recognized that we didn't have funding to include those two. We restructured the bid, excluded them from the opportunity for anybody to bid on it and move forward with the six fields that I've just described that we've just now finished up. We just simply didn't have adequate funding. So, these were contemplated from the very beginning of our vision for Embrey Mill Park. Another question -- some of us have

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heard that the County found funding to pay for the wall; is that correct? What you may be referring to is that the County did just authorize and receive \$2.7 million in recreational bond funding. This was previously authorized in 2009. We haven't expended all of it; we haven't borrowed all of it. So we added to that and that was certainly intended to go towards this Embrey Mill recreational project. So, that could be applied in this manner; \$2.7 million will get us two more completely finished off fields. Our estimate is about \$2.3 million for that effort. On the other hand, we could take what's being proffered here, the value, apply it to the field construction, take that \$2.7 million, finish off the fields, and then complete the next three fields and be done with the park. So, we see a couple of options here but we prefer finishing Embrey Mill Park and not having to go back in there. Another question -- when did anyone know that there were not sufficient funds to pay for the wall and how did the applicant know, of all things needed, the wall was one? Again, this gets back to this being a wall project. It's far bigger than that. When we received bids in June 2014, that's when we realized that we didn't have sufficient funds to complete the last five fields, of which these two were included. So, a year and a half ago is roughly what we're talking about. That's when we knew. The applicant was... came to the County and to the Hartwood District Supervisor and was looking for a way to satisfy the proffer requirement, relieve themselves of some constraints at Colonial Forge quite frankly, and approached County staff and the Hartwood Supervisor about some options. And through this dialogue, I became engaged in this about a year ago, we started talking about what the County would need, where we could apply the value of that proffer in a manner that we felt would be most beneficial to the residents of the County. So, it was through this dialogue that we started to drill down towards applying that value, in terms of work completed, to Embrey Mill. So, that's how that whole process moved along. Another question -- when was the wall originally planned? Surely, an engineer or staff calculated the cost. If it was at the start of the project, it would be in the initial cost estimates. If this was a recent development, the builder would calculate it, so we should be able to see those estimates and compare them to the applicant's figures. Or going back, our estimate was completed prior to we received bids at the end of... or in June of 2014, so we had estimates at that time. We provided those estimates to the applicant so they would have an understanding of what the costs were that would be associated with this conversation that we were having. Initially it started out as you need dirt, let us take some dirt over and we'll pile it kind of where you want it. We said really that's of no value because then we have to move the dirt and then go back in and place it. It would be of real value if you moved dirt over of a proper engineered type and placed in a proper engineered manner, not just any dirt would work for what we were trying to do. So, if all of those pieces were in place, then we would move forward with something of real value. So, our numbers were \$18 per yard in place, transported and placed in a manner, in an engineered manner. That is the number that they used to develop their calculations. They also used our numbers for the cost of the retaining wall. Once they got into it a little further, they modified those very slightly but there's not a lot of differences. They've also included in the value of the proffer some other things like engineering inspection during construction. That wasn't in our estimate, but it was certainly in the overall project estimate. It would have been carried by the County outside of that. They've included it; I've looked at it. They're very reasonable for the scope that they have in there. So, I've kind of looked at the whole package. We... I think we're right at around \$900,000 value. We don't believe it's over-inflated. In fact, we think it's dead on. When we bid that contract initially, the contractors bid came in spot on to the engineer's estimate. Unfortunately we couldn't stretch our budget that far or we would have had this thing built along with the rest of the fields. So, those

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were all the questions I had. I hope I answered them to your satisfaction. I'm happy to expand on it still more, answer other questions that you may have.

Mr. Rhodes: Okay, great. Anyone?

Mr. Apicella: So, we've got this big development called Embrey Mill with 2,500 homes and this regional park in Embrey Mill, right? In my mind, the people who benefit the most from that park are obviously the residents who are going to be living there, but the developer would certainly seem to benefit from having that park developed on time, on budget, what have you. So, I guess I don't understand... there's no dirt at Embrey Mill that could be used as fill dirt for these fields?

Mr. Dayton: Well, sir, I believe the answer to that is yes, we don't have any available to us right now. I'm not aware of any stockpiles of surplus fill dirt.

Mr. Apicella: I'm not saying that. I'm just saying, I don't know how big Embrey Mill Park is; it's got to be pretty big to accommodate 2,500 homes. Have we reached out to the developer to see if they would provide some support for this, you know, unfunded or unbudgeted or not completely budgeted retaining wall and fields?

Mr. Dayton: Well, if I may, I would like to clear up a little bit of what I'm hearing. As part of a... they amended some proffers some time ago with the Embrey Mill development. And as part of that, they paid us several million dollars that we applied to Embrey Mill Park. So, quite frankly, the developer of Embrey Mill has contributed in a very large way to the development of that park and we applied that money to the park. So, they have definitely contributed and I mean, I'll agree with you; they see that as a tremendous asset but, quite honestly, the County sees it as a tremendous asset, to have that many high quality fields in the same location that we can program, that we can minimize staff requirements, maintenance requirements. It's an exciting prospect. So it's a County asset, not a development asset. They are... Embrey Mill is building some neighborhood parks in conjunction and as a requirement of their development. Those will be open certainly to the community, but they're also... there's no question that that community will use our general asset, recreational asset as well and we look forward to that.

Mr. Apicella: So, representing the County, the County is willing to trade potentially four ballfields associated with the Colonial Forge/Augustine North project for fields over at Embrey Mill?

Mr. Dayton: Well, this is the exciting part about it. We will be, and certainly in my opinion and I'll speak for the County as well, we're grabbing about \$900,000 in value and applying it to Embrey Mill which is where we're working right now, we're creating an asset right now. The beauty of this thing is that those four fields don't go away. There's still a proffer requirement with Augustine South, so as that project moves forward, the requirement for those fields comes back up again. And we would look to that to decide, based upon that development, if that's where we want a four field asset of unspecified quality -- let me emphasize that. But whether we want to go ahead and move forward there or whether we would once again enter into a negotiation and say well maybe there's a better place to apply that value. This is something that

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we're doing now with every rezoning action, particularly where the proffer requirements were developed back in the 90's and we have an opportunity to update them.

Mr. Rhodes: Okay. Mr. Coen?

Mr. Coen: Did I understand you correctly that when it went out to be rebid, it went out without this... these fields because by then you had realized that it was not affordable. And so, I think your term was, it went forward with that in mind. I mean, I thought that's what you said.

Mr. Dayton: Mr. Coen, what we ended up doing is we decided to do a phased approach at Embrey Mill. We couldn't do all 11 fields with the budget that we had in hand at that time. We've never lost sight of the vision that that needs to be an 11-field complex. And that's where this \$2.7 million that we've taken on is to advance it another step further. The exciting part about this proposition is we're now in range where we think we can complete the entire package and be done with Embrey Mill Park and get out of there and it'll be a recreational asset going forward.

Mr. Coen: Right, but so when you said that you rebid it with the premise that you weren't going to have these right now because it was a phased process, and you went forward under that predicate, that was... that's correct, and that this would help you do what ultimately the County's going to do is come up with all of the fields to make it 11, just do it a little sooner. Yes?

Mr. Dayton: Yes sir.

Mr. Coen: But there will be still six fields that open when this opens?

Mr. Dayton: Yes.

Mr. Coen: It doesn't delay anything at all, it just whether or not we get the two extra fields immediately to-wit we go to build the other ones later on.

Mr. Dayton: That's a fair statement.

Mr. Coen: Okay.

Mr. Dayton: We're going to open up with six fields on St. Patrick's Day with a tournament. We're looking forward to that.

Mr. Coen: Cool. Thank you.

Mr. Rhodes: Okay, great. Other questions? Very good, thank you very much. Applicant please.

Mr. Apicella: Mr. Chairman, I thought we still had a staff report?

Mr. Rhodes: I thought he said that he would give the rest of it... did you have more? I'm sorry Mike. I thought you said that was going to be it.

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Mr. Zuraf: That's the end and I'll just take questions.

Mr. Apicella: I know Mr. Coen has questions and I have questions.

Mr. Rhodes: Oh, okay, I'm sorry; please.

Mr. Coen: Okay. Thank you. I received these and I know we sent a lot to you all and I appreciate the great work that staff did. One of the things that Steven had asked, Mr. Apicella asked in one of his first emails was about all the number of development along Courthouse Road, and it didn't really seem to come back that way. So I asked a further question that asked what was the total number of units from Embrey Mill all the way down to the end of Courthouse to the various... including the Liberty Knolls all the way to the very Shelton Shops. And the response was within a 2-mile radius around this subdivision, the total numbers of existing was 3,103 and then the approved but unbuilt is 1,954. So it's roughly 5,000 units within just two miles. And if people were watching, you know, the map you showed about how far it was to get to places was over two miles. So, in reality, what we're talking about is the amount of residential along this swath of road is in excess of 5,000 homes.

Mr. Zuraf: Right.

Mr. Coen: Correct?

Mr. Zuraf: Correct.

Mr. Coen: Mrs. Bailey had a really good point in September when this first came to us about asking about what Embrey Mill had as far as other than this project, but what other amenities that were put in. And you were very nice to say that includes three recreational areas that includes soccer and multi-use fields and, you know, basketball courts and this and that and the other, but for the Colonial Forge subdivision it really was just these four fields.

Mr. Zuraf: Colonial Forge does have a recreational center and a pool complex.

Mr. Coen: And a pool complex, but as far as fields and what not.

Mr. Zuraf: Correct.

Mr. Coen: And correct me, I think you answered this really nicely by the way, that the initial proffer for Section 3 about the four fields was, I don't know if I'm reading it right, staff is pointing out that the proffer is currently vague and not ensuring playing fields would necessarily be required to meet some of the standards we have today. But if I read the proffer that's before us, the four fields gets specified to be... I mean, we go from vague for that Section 3 to specifically seeded. It just says seeded.

Mr. Zuraf: No, it...

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Mr. Coen: I thought that's what I read in blue? I mean, it doesn't necessarily say... I mean, before it sort of infers ballfields but this sort of just says they're seeding fields. If I remember reading this about eight times...

Mr. Zuraf: Well, under this proposal, it would actually all be, as applies to Colonial Forge, it would be deleted. But as it remains in Augustine South it would... it doesn't change, the language doesn't change. The applicant agrees to grade or cause to be graded and temporarily seed or cause to be seeded up to four ballfields.

Mr. Coen: Okay. And just out of curiosity when the George Washington Village came before us and part of their... this last section was part of it, was there anything in regards to the fields in relations to that proffer? I remember them having loads of different fields and whatnot in their plan, but I don't remember it necessarily saying they were negating this.

Mr. Zuraf: The George Washington Village project did encompass parts of Augustine South and so that proposal is a proposal to a new zoning district. So, these current proffers that apply now to Augustine South would go away and be replaced with what proffers apply to George Washington Village. That included a park complex with... and I have that written down here somewhere...

Mr. Rhodes: But is that relevant to this?

Mr. Coen: Well, but that's the question. I mean, is it sort of is this to a certain degree we're told that this language is vague. Initially it stays vague with this. Well, then next it's going to, you know, so there may not be something there. You don't have to get in particulars, Mr. Chairman, but I just want to get the timeframe sort of correctly. Basically this went forward in '91; '99 they sell this last section; about 2001-ish there's talk, basically the real talk of there being this grand outer connector; it sort of goes by the wayside; and then the first turning of soil for the Colonial Forge Subdivision was in 2008. So, you know, all of this... that's sort of the progression of the timeframe?

Mr. Zuraf: Yes.

Mr. Coen: Thank you sir.

Mr. Rhodes: Yes, Mr. Apicella?

Mr. Apicella: Mike, first of all let me say thank you. I appreciate your response to all my questions and I'm sorry for the barrage that I sent you just a couple days ago. As always, you're wonderful in responding back. Again, my questions are primarily for context for comparison purposes, and especially to kind of see how the current Augustine projects, Augustine North, Augustine Central, and to some extent Augustine South, also would have been married up against what was the George Washington Village proposal since it's been asserted that that proposal or some proposal dealing with Augustine South might accommodate those four ballfields and/or commercial that's currently in the proffer here for this subdivision. So, with that in mind, again, as a refresher, how many units have already been built and are under construction at Augustine North and Colonial Forge?

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Mr. Zuraf: Augustine North is built out; they were approved for 352 but actually 351 were built. For Colonial Forge, they have approval for, well, under their proposal, it would be 563 with 538 planned under their construction plan and currently, based on information from September, 331 units built and 94 are under construction. So, a total under what's being proposed, there would be 915 total units with a total of 889 planned and, at this point, 682 built and including everything built and under construction you'd have 776 units.

Mr. Apicella: And that's about 85%. The 776 is 85% of the 915, right?

Mr. Zuraf: Right.

Mr. Apicella: And of the trigger point, which is 800/801 depending on whichever of the two proffers we're talking about, that's got to be, what, 95+%, right?

Mr. Zuraf: Right.

Mr. Apicella: Built or close to being built.

Mr. Zuraf: Correct.

Mr. Apicella: What's the total value of proffers and per unit contribution amount?

Mr. Zuraf: Well, for... if you applied today's proffer guidelines for all the single-family... this is in -- I figured that up for the units within Colonial Forge only -- the 250 single-family units in Colonial Forge would have a total proffer value of \$11.9 million, with 180 townhomes value of \$7.3 million, for multi-family units, 144 multi-family units, the value of almost \$3.8 million.

Mr. Rhodes: \$23.1 million.

Mr. Zuraf: Yeah.

Mr. Apicella: Okay. And with regard to the annual revenues associated with the commercial aspect of the... of Augustine South that was associated with this project, where it was either 100,000 at one trigger point or 150,000 square feet of commercial, do we know what the financial or revenues associated with that would be for this particular project?

Mr. Zuraf: I'm not certain. I'd have to look into that.

Mr. Apicella: So, on the proffers, you're saying per unit the applicant provided \$47,630.

Mr. Zuraf: No. This is what the recommended... County recommended.

Mr. Apicella: Oh, well I guess we were off; maybe you didn't understand my question. I was trying to find out what, in value, of the proffers that they actually provided, what was the value of those proffers per unit?

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Mr. Zuraf: I'd have to go back and look at the proffers. They weren't per unit proffers; there were land dedications, there were some one-time payments I think for some utility work. But they weren't per unit payments. (Inaudible).

Mr. Apicella: Understand, but just in terms of value, would you say it's close to the guidelines, about halfway to the guidelines, or just something you just couldn't say?

Mr. Zuraf: I couldn't say.

Mr. Apicella: Again, back to my question about the commercial piece. Do you have a sense of what that would have provided in annual revenues to the County at 150,000 square feet of commercial?

Mr. Zuraf: I couldn't say right now; I'd have to research that.

Mr. Apicella: If the requested proffer changes are approved, and in the absence of any development at Augustine South currently, what would be the trigger or forcing mechanism to require the additional ballfields to be constructed?

Mr. Zuraf: There wouldn't be... the proffer would still apply to Augustine South and there wouldn't necessarily be a trigger in place. Likely that would come along though as sites within that area developed adjacent to where the ballfields are proffered. But, other than specific triggers, that wouldn't be specified.

Mr. Apicella: So again, we're at 776 units built, or under construction, of the 800 or 801 that would create this trigger for the parks and for the commercial, right?

Mr. Zuraf: Right.

Mr. Apicella: And we don't know when or if something's going to happen in Augustine South at this point in time. I know there's a proposal that was rejected; there may be another proposal. But nothing's happened since 1999 on that parcel, right?

Mr. Zuraf: Right.

Mr. Apicella: It could be 5 years, 10 years, 20 years for all we know. But what we do know is they're already close to the trigger point for those two proffers, right?

Mr. Zuraf: Correct.

Mr. Apicella: One of the points that was raised on this project is that when it was first planned, it was assumed that the outer connector would be built. When was it know that that wouldn't happen?

Mr. Zuraf: Well, I know that in 2001 there was a proffer amendment. And at that time language referring to that, it was actually the western bypass around Washington and that there was some

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language regarding that in the proffers. In 2001 that language was removed, because at that point the County was opposed to that western bypass coming through the County.

Mr. Apicella: And the Augustine parcel...

Mr. Gibbons: (Inaudible - microphone not on).

Mr. Rhodes: Please Mr. Gibbons.

Mr. Gibbons: (Inaudible) took the money out of the western bypass (inaudible - microphone not on).

Mr. Apicella: And the Augustine South parcel, that was sold in 1999, right?

Mr. Zuraf: Yes.

Mr. Apicella: So, two years after that parcel was sold, it was pretty clear that that outer connector wouldn't happen?

Mr. Zuraf: Right.

Mr. Apicella: And there was a proffer amendment back in 2004, right?

Mr. Zuraf: Correct.

Mr. Apicella: And at that point in time, the language in the parks proffers was actually tweaked. So, this developer, this applicant, didn't own Augustine South but the parks proffer in this related to Colonial Forge and Augustine North and Augustine South, that language was actually tweaked in 2004, right? I have it in front of me so...

Mr. Zuraf: Okay, alright.

Mr. Apicella: So, the ownership issue, the economic viability issues, and the parks proffer and/or the commercial proffer and the associated triggers, that could have been addressed almost 11 years ago, right?

Mr. Zuraf: Correct.

Mr. Apicella: Potentially.

Mr. Zuraf: Potentially.

Mr. Apicella: But it wasn't. The George Washington Village proposal, that included about 3,000 residential units?

Mr. Zuraf: Yes, slightly less.

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Mr. Apicella: And the commercial was up to 100... I'm sorry, 1.55 million square feet?

Mr. Zuraf: Correct.

Mr. Apicella: But only a portion of that was guaranteed, right? There were milestones in that. I think there were 250 or 500,000 square feet, depending on how you read the proffer statement; not quite sure which the maximum would have been or guaranteed associated with the residential development. Is that right?

Mr. Zuraf: There was phasing (inaudible) the commercial.

Mr. Apicella: And what was the parks proffer in that proposal?

Mr. Zuraf: I'd have to get the... I don't have the proffers.

Mr. Apicella: Okay, so it was... what I see in front of me is a 66-acre active park and a large portion of acreage associated with trails, but not active park related. Do you recall what the staff comments or concerns were about that park and its location?

Mr. Zuraf: I believe there were some concerns with the... no, I'd have to...

Mr. Apicella: As I recall in reading back over the package, it was cited over intermittent streams and wetlands. So, from the staff perspective, it wasn't in a viable place.

Mr. Zuraf: Right.

Mr. Apicella: And after trying to push the applicant, it didn't really change that much.

Mr. Zuraf: There were some adjustments to the park location in later iterations, but I'd have to check.

Mr. Rhodes: Is the George... I'm not finding the nexus of the George Washington...

Mr. Apicella: There's an absolute nexus because George Washington Village is Augustine South, okay. And it's been asserted...

Mr. Rhodes: It was going to be the same...

Mr. Apicella: No, it is. It's half of George Washington...

Mr. Rhodes: But the George Washington Village is no longer viable for us.

Mr. Apicella: But it's important to know what that developer, who owns that parcel, had planned. Mr. Chairman, I have a right to ask my questions.

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Mr. Rhodes: Absolutely! I was just trying to find the nexus. I apologize for interrupting you.

Mr. Apicella: Did that George Washington's parks proffer specifically mention and provide for the four ballfields associated with Augustine North and Augustine Central?

Mr. Zuraf: They didn't reference that, no.

Mr. Apicella: Again, to your point Mr. Chairman, did the George Washington Village proposal subsume the entirety of the Augustine South parcel?

Mr. Zuraf: Can you repeat that question?

Mr. Apicella: Did the George Washington Village proposal subsume the entirety of the Augustine South parcel?

Mr. Zuraf: Yes.

Mr. Apicella: Okay. And when I personally overlay the maps of the George Washington Village and Augustine South, it appears to be that Augustine South is slightly more than half of the acreage associated with George Washington Village.

Mr. Zuraf: I'd have to...

Mr. Apicella: So here's my point, Mr. Chairman. I asked this question during the George Washington Village proposal when it was in front of us. I said, what would happen with the Augustine South proffer conditions, including the four ballfields? And the response in the staff report was, those proffer requirements would go away. Do you recall? I mean, I think you were...

Mr. Zuraf: Right.

Mr. Apicella: So, in my mind there appears to be a disconnect. On the one hand we're told that potentially any development of Augustine South will accommodate the ballfields and/or the commercial required as part of Colonial Forge and Augustine North, yet when I look at the proposal that was in front of us, that developer didn't necessarily accommodate one or both of those two proffer requirements. You know, 66 acres of parkland for 4,000 units and over 12,000 people. That seems like there's a disconnect. To me that doesn't seem like a sufficient amount of parkland associated with 12,000 residents. I could be wrong, but that's what it looks like to me. That's it Mr. Chairman.

Mr. Rhodes: Okay, thank you very much. Other questions for staff? Yes, Mr. Gibbons, please.

Mr. Gibbons: Mr. Chairman, I want to go back to the ballfields and proffer D.5. because I want to get in the specifics rather than just generics. If you've got four ballfields and the proffer says four ballfields and everybody knows that up in our area that we're short of ballfields, I want to get that proffer more down to reality than... it says the applicant agrees to grade or cause to be

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graded. What is a cause? I don't know. I mean, I know we march up and down Pennsylvania Avenue in Washington so we have a cause, but what does that mean when it comes to ballfields? So, my concern is I think the ballfields are still part of the requirement for this application and I don't want it just to go to seeding. But I want to get more specific; if it's a date or a number of units have to be modified to do it, but I'd rather have the ballfields laid down in concrete and specific language than just seeded piece of property. I don't know how to request that.

Mr. Zuraf: If I can, Mr. Chairman, Mr. Gibbons, the ballfield proffer, that would remain. That's going to be... the remainder of that is going to be on the Augustine South property which is under different ownership. So the applicants here can't change that language. That is going to apply to the Augustine South (inaudible).

Mr. Gibbons: So, the way the language is now is it's four ballfields must be constructed, true?

Mr. Zuraf: Correct, yeah.

Mr. Gibbons: And he can't change that.

Mr. Zuraf: Well, the proposal will delete it as it applies to Colonial Forge, but as it remains, it would remain and still apply to Augustine South. But that's under different ownership.

Mr. Gibbons: Yeah, but the trigger element comes off of the overall zoning for all three parcels.

Mr. Zuraf: Correct.

Mr. Gibbons: So you're changing the trigger. And I don't want to change the trigger. Thank you.

Mr. Rhodes: Okay. Other questions for staff? Okay, thank you sir. Applicant please.

Mr. Payne: Mr. Chairman, other members of the Planning Commission, my name is Charlie Payne with the law firm Hirschler Fleischer and we represent the applicant. I want to thank you for your time this evening and Happy Thanksgiving. I won't see you next week. And Happy Holidays. I'm not sure what more I could add. I think Mr. Dayton clearly expressed what our intent here is tonight. I think staff has also answered the questions and issues that came up at our last public hearing. I think just to make this very clear, we are, in our opinion, adding value. We're not taking value away. We have no or little control over what Augustine South Associates does with their property in regards to a rezoning. It sounds like it's still kind of out there a little bit in some folks minds and what George Washington Village is going to do. But the bottom line is, that proffer runs with that property no matter what. And you have control of it. If they come in here and rezone the property and they want to put 60 acres of ballfields located wherever it is in the project, you control that given obviously the fact that they have an application before you on a rezoning and obviously given the fact that you know that there's ballfields dedication for on 12 acres to be graded and seeded, not constructed. I think it's important to understand I think that staff was trying to iterate tonight is those aren't finished

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fields. Those are just to be dedicated areas graded and seeded, not finished. So, you wouldn't have finished fields with the triggers that are there now. You've got a rezoning...

Mr. Gibbons: Mr. Chairman, can I ask a question? That's the point we're trying to get at Charlie. You've got a trigger point on the whole property and the trigger says that the four fields go in.

Mr. Payne: The trigger says, Mr. Gibbons, that they would be dedicated, 12 acres for four fields, only to be graded and seeded, not finished, not completed. You would just only get 12 acres of a graded site for four fields and seeded, that's it.

Mr. Gibbons: What does the proffer say in the Augustine South today? I hate to get into this, Mr. Chairman, but, you know, a proffer's a proffer. And a trigger is a trigger. And that's what I'm concerned about.

Mr. Zuraf: Yeah, the proffer says the applicant agrees to grade or cause to be graded and temporarily seed or cause to be seeded up to four ballfields on a 12-acre site located on Augustine South.

Mr. Gibbons: And that's Augustine South?

Mr. Zuraf: Yes.

Mr. Gibbons: That's the way the proffer reads today?

Mr. Zuraf: Yes.

Mr. Gibbons: Okay.

Mr. Coen: Mike, and the word is ballfields, correct?

Mr. Zuraf: Correct.

Mr. Coen: Okay.

Mr. Payne: It doesn't say what kind of ballfields. So, if someone is to come in with a rezoning project, you could help clarify that obviously if that was George Washington Village or some other project. Again, there is added value here; there isn't value being taken away. The applicant has provided and completed substantial amount of their proffers already in Colonial Forge, including dedication of the Colonial Forge High School site, the dedication of the foundry site, the historic foundry site through the George Washington Foundation. Of course they've got already athletic amenities on site, pools, clubhouses, golf course, tot lots, etcetera. And again, I think that what we're doing here is not taking away; I think we're adding to without losing that proffer with Augustine South. And I think it's also important to know my clients haven't controlled or owned this property since 1999, so they have no control, there is no premonition about getting out of these proffers in 1999 obviously. But again, what we see here is an

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opportunity to assist the County with what is a priority. Embrey Mill Park is a priority. And to get those ballfields, additional two ballfields online sooner rather than later, which will be a benefit to the entire community, not just to Colonial Forge. So, with that, I'm happy to answer any questions you may have.

Mr. Rhodes: Questions for the applicant please? Mr. Apicella?

Mr. Apicella: Mr. Payne, again with all due respect, you're at 776 units built or close to being built, the trigger point is 800 or 801 for the parks or the commercial. So you're... I don't mean you, but the applicant is 24 units away from making that trigger point, right?

Mr. Payne: Well, not constructed. It was platted... constructed and platted, correct.

Mr. Apicella: Right? So again, 776 out of... we're not even talking about to get to 915; just to get to the 800, you're only 24 units away. And these proffers, as I understand it, have nothing to do with Augustine South in terms of the residential units. These proffers are to mitigate the impacts of the residential units associated with Augustine North and Augustine Central, and you're almost at that trigger point. Again, with all due respect, even though you don't own that parcel, you have decided to continue building and have built, you know, since 2001 or whenever, when we knew there wasn't going to be an outer connector and when there was a proffer amendment in 2004 and these issues weren't addressed. And I'm just trying to understand. I appreciate what you're trying to do and I appreciate the accommodation you're trying to make, at least with respect to the parks although I'm not necessarily convinced it's an even trade, especially since those four ballfields are supposed to mitigate the impacts and be online fairly soon. You know, my assumption is you could build 24 units fairly quickly. So, why again should the County provide some relief at the 800 unit mark? To go from 801 to 915 there's a commercial piece. There's revenues associated with that commercial piece. Those revenues are supposed to mitigate the impacts; that's what was presented I'm sure when the County and the applicant first discussed this back in the early '90s. So when you say we're not losing anything, at a minimum we're losing, if you assume it's a fair trade on the parks piece, we're definitely losing the commercial, right?

Mr. Payne: Well, I don't agree with you respectfully. One, a lot of changes in 15 years, certainly in any community. When the commercial was contemplated, there was an outer connector contemplated. So that was tied to it being feasible at that point in time. I think it... I think this Planning Commission would agree that commercial in that particular part of Augustine South is likely not viable. Most of that should be directed toward the interchange area. We don't control again that site. You've got a potential rezoning with George Washington Village whenever it comes back that does address those issues and offset what you say is impacts. I don't necessarily agree with that. I think what we're getting here just to kind of bring this all back to the forefront of what we're asking for and what you've heard from staff tonight is this is added value to address a priority at Embrey Mill Parks. That's what we're doing. The proffer remains with Augustine South Associates.

Mr. Apicella: So, I'm going to reiterate my point. In 2001 we knew there wasn't going to be an outer connector. So you're saying the economic viability of the commercial piece was

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associated with the outer connector. In 2001, everybody knew there wasn't going to be an outer connector. Three years later there was a proffer amendment. It did not address the commercial piece. There was an opportunity to change it at that point in time. So if we know that the outer connector was tied to the commercial piece, why wasn't it fixed at that point? Why wasn't there an adjustment to the number of units?

Mr. Payne: Well, I wasn't here in 2004 or 2001 and my client didn't control that property, so I don't know the answer to that.

Mr. Rhodes: Okay, other questions for the applicant?

Mr. Gibbons: I still want to go back. Charlie, I'm not in favor of taking that trigger away from those four ballfields. Mr. Chairman, I mean, a proffer is a proffer and a trigger is a trigger. Now, with the argument about the commercial, I don't think it's a fair swap because I don't know what tax value we get out of 150,000 square feet and the sales revenue because I've never had that proposed. But the ballfields, I know we need the ballfields. And the trigger, like Mr. Apicella said is a few homes away and I want those things to be ballfields. And whatever that proffer calls for, that's what I'm in favor of. Thank you.

Mr. Rhodes: Okay, thank you. Any other questions for the applicant at this point? Okay sir, thank you very much.

Mr. Payne: Just to Mr. Gibbons' point, I don't think we disagree. I think we're saying the same thing. The proffers don't go away. They're not finished ballfields. I think you need to understand with the triggers and I don't know...

Mr. Gibbons: No, no, no... I agree with what you said on that. I mean, I'm just saying that what's required by the proffer at the trigger should be put in. If it's grading, seeding, and it's got to have a standard for whatever a ballfield standard is; you can't grade just to, you know, put a lawn in.

Mr. Payne: Well, in all fairness, the proffers are fairly vague and I certainly don't want to argue. I have great respect for you. I'm not trying to be disrespectful. I'm just saying you're getting two ballfields versus no usable ballfields. I guess that's a better way to put it.

Mr. Gibbons: What are you saying, the land that you... the 12 acres is not usable?

Mr. Payne: They wouldn't be usable. They wouldn't be finished fields. They wouldn't be... unless the Park and Recreation Department is able to finish them and pay to finish them, but they would not be finished fields.

Mr. Rhodes: Graded and seeded.

Mr. Payne: Only graded and seeded and dedicated, correct.

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Mr. English: Jamie's gone, isn't she? Ms. Porter, if that's the case, if they did have the four fields finished, do we have the money to... would we have the money to put into that or not? Probably not at this point?

Ms. Porter: First, good evening. Jamie Porter, your Director of Parks, Recreation and Community Facilities. No sir, we do not have the money today to be able to finish those ballfields. I would also add that in 2013, we started a series of parks utilization assessment. And what we found is though we are at a place that we have enough fields, we don't have the fields that people want to necessarily want to go to and can play on and can stay all day because we don't have the amenities associated with the fields. And so there is a distinct difference between a field that is playable and has restrooms and water and the family can come with a playground versus some of the fields that we have today, which counted out at about 105, that are grassy areas versus playable rectangle or diamond fields. So there's a distinct difference.

Mr. English: Thank you.

Ms. Porter: Yes sir.

Mr. Rhodes: Mr. Boswell.

Mr. Boswell: Are you in favor of this trade at this time?

Ms. Porter: I believe that it's more beneficial for us to put in fields where we have the associated amenities, the restrooms, the concession building, the playgrounds, and it is easier and more cost effective for us to maintain parks that come together as a park with associated fields and amenities. So, it is more difficult for me to take the resources that we currently have and send them out to various areas to cut grass or to do the amendments and the seeding when I can have one location that will attract regional customers, regional tournaments, and more families so that they can enjoy the entirety of the park.

Mr. English: And more revenue for the County.

Ms. Porter: That is correct also.

Mr. Apicella: Isn't there a capacity issue though as well? So, over the long haul, we have 11 potential parks at Embrey Mill for a certain number of people who are in that area. So those parks were in theory scoped based on a certain population and a certain housing density, as well as the park site for the Colonial Forge and Augustine North site. So, in my view, over the long haul, money being put aside, it's a net loss. We're losing four ballfields. It would have been 15 ballfields, right, if both these projects came to fruition, again, money not being the issue because acreage is also important. They're not making more acreage in Stafford County. When it's gone, it's gone. So, as a capacity issue for the number of people that are going to be in that area, I'd ask you the same question. Putting money aside, is there going to be over the long haul an issue that we still don't have enough capacity for all the people that are going to be on the Courthouse Road corridor?

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Ms. Porter: I would say no sir, because the issue is not necessarily the number of ballfields that we have. We have 105 ballfields before Embrey Mill. The issue is that people don't want to go to the ballfields that don't include water and playground and restrooms. And so I have fields today that have very low utilization numbers because people don't want to go if they don't want to have shade and the other amenities is what we found by going through several community sessions, by doing surveys, and by talking to the communities that we have around us. So, I have underutilized fields today for that reason that they are simply grassy fields.

Mr. Apicella: But that's in the context of what's a regional park. I live in a townhome development. I got to tell you, all the kids were playing on the field because there was nowhere else to go. And so there were no amenities; it was a field and people played soccer or baseball or whatever for 200 plus residents who live... 200 plus units at that townhome development. So, I appreciate what you're saying, in the context of regional park, and the Embrey Mill Park will certainly be that and it will certainly have, you know, top of the line amenities. But for the people who don't... who live at Augustine who don't have ballfields, who'll have to go to Embrey Mill and be in competition with all the other people there because, at some point in time, those parks will max out because of, again, the population that is already here and that will be here over the next 20 years. I still think there's a capacity issue with all due respect to what you're saying.

Mr. Coen: Mr. Chair?

Mr. Rhodes: Yes please.

Mr. Coen: Just for a bit of clarification, Mr. Dayton said we open up Embrey Mill on time with six fields. If this goes through, we can have two more fields. If this doesn't go through, there is money available to put in the two more fields. It's just whether you want to make that choice of doing this. And so it doesn't stymie this Embrey Mill complex opening on time. It doesn't decrease the number of fields that you went into when you rebid this project. And, quite honestly, you could get to what would happen with this with existing funds and/or next budget cycle or whatever could go... is going to have to go for those additional fields anyways. Correct?

Ms. Porter: Um, that is...

Mr. Coen: I mean, you have an option. You either take this or you take money from somewhere else that Mr. Dayton said you have to make these two fields. And then regardless, you still can't go up to the full 11 immediately. You're going to have to do an additional round of phasing anyways. So really, just (inaudible).

Mr. Rhodes: I thought I heard him say if you got this, he could get the two and then they could do the three as well.

Mr. Coen: Right. But they're still phasing. Yeah, right. So, we have the money to do these two, it's just when you phase in these additional ones immediately or farther along really.

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Ms. Porter: There are other priorities, obviously, that are in place for a community of our size. And so Embrey Mill is the number one priority for the Parks and Recreation Commission, as well as the Stafford County Board of Supervisors. And so the funding that we receive and that we would allocate would go to Embrey Mill Park first. I believe that that answers at least part of your question. And I believe that Keith was saying that there would have been some money that could go towards finishing these two and then we could move onto the three.

Mr. Coen: Onto the other ones. And then, just out of curiosity, you mentioned Parks and Rec, when in 2014 it was obvious that there wasn't enough funding to do this and you had to rebid, was Parks and Rec informed of it at that time?

Ms. Porter: I do not recall that sir.

Mr. Coen: Okay.

Mr. Rhodes: Other questions for staff? Okay, thank you very much; appreciate it. Back to the Planning Commission. This one is Hartwood.

Mr. English: Yes it is. Mr. Chairman, I think with Mr. Dayton's information he gave tonight and with them continuing what they're doing with the wall, I make a motion to approve reclassification RC1300296.

Mr. Rhodes: Motion recommending approval; is there a second?

Mrs. Bailey: Second.

Mr. Rhodes: Second by Mrs. Bailey. Further comment Mr. English?

Mr. English: No sir.

Mr. Rhodes: Yes please.

Mr. Apicella: I would have a substitute motion to deny the request.

Mr. Rhodes: Okay.

Mr. Coen: Second.

Mr. Rhodes: Substitute motion to deny the request and a second by Mr. Coen. Further comment Mr. Apicella?

Mr. Apicella: Mr. Chairman, I'm scratching my head wondering why the County should grant the applicant relief from the proffers that they committed to which, in my opinion, are aimed at mitigating the impacts of a 900+ unit development and at a point in time when the majority of the residential units have already been built. In my view, this project was and is one of the largest in the County -- almost a thousand units. It's a services and infrastructure demand driver, not just on our roads and our schools, but also on our parks system. We have a population of

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140,000 residents and we're growing, and that includes thousands of children and our systems are already stretched. Even with the existing parks and new regional parks at Embrey Mill, with 2,500+ homes, we still, in my view, have more demand than capacity is Stafford, especially as it grows. I think, as we've learned anything in the past few decades, the phasing of residential units, the associated infrastructure requirements, and commercial revenue should be more closely aligned. In this case, the parks and the commercial come long after the need, on the back-end of this project. And I certainly understand and appreciate that things change on the developer's side. But I don't see how a change of circumstances for a developer should come at the expense of County residents and taxpayers. So, even with the parks proffer of 12 acres of ballfield with four ballfields and a guarantee of 150,000 square feet of commercial and associated revenues and jobs, I believe this developer got a pretty good deal here at Augustine, if I tallied up all the proffers that they provided compared to not just the County's current guidelines, but the ones that we came up with that are even smaller than the County's guidelines. So I think this would be an even sweeter deal by decoupling the parks and the commercial proffers, again which are aimed at mitigating the impact of this project. This request is coming after 776 units have already been built and that's 85% of the total. At any point in time they could have come forward and said, hey, we want to change things. We don't think it's viable to do the commercial or the parks. But they chose to do it on the back-end, not at the front-end, not in the middle, all the way at the end when most of the units have been built. So, they want to go over the 800 cap that triggers the parks and the commercial proffers that they previously agreed to. In my view, by eliminating one or both of these triggers in the proffers, and the fact that this applicant no longer owns the parcels on which the parks and the commercial land would be built, the County loses its assurance that those proffers will come to fruition and, at a minimum, in close relationship to the timing and number of units that have already been built. The Augustine South parcel has not been developed since the overall project was approved by the County, not since 1999 when it was sold to a different owner. So, again, over the last 16 years with almost 700, almost 800 units already built, we're told that things need to change. We were also told that commercial on the Augustine South parcel doesn't even make economic sense. And this despite the fact that the commercial was tied to the residential growth at Augustine, and even though several thousand units have already been developed, or under way, in close proximity to Augustine South. Now I'm going to give some more context here. We talk... I've heard that hey, the commercial piece doesn't matter. So we had a much smaller project, Oakenwold, with 650 units in front of us, about two-thirds the size of this project. It guaranteed at that point in time 100,000 square feet of commercial and asked for up to 250,000 square feet. In their impact statement they noted that for 100,000 square feet of commercial, they'd realize \$220,500 in annual revenues and the commercial would generate 278 jobs. So, if I use that same estimate, and I extrapolated to what was proposed here, for 150,000 square feet of commercial required to build over 800 units, that would generate \$330,000 and 400 jobs. That's a lot of money and that's a lot of jobs that goes away potentially by decoupling these triggers. It's been suggested that the Augustine South proffers and requirements would satisfy the existing parks and commercial requirements. Yet when that project was in front of us, we were told specifically, based on the question asked, that those requirements would go away. So, both can't be true. The George Washington Village project, in my view, is separate from Augustine North and the Augustine Central projects, only it provided 66 acres of active park, and it didn't provide specifically these four ballfields associated with this development. So, in my view, the owner of Augustine South basically indicated that they were not planning on accommodating the

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requirements associated with this development. Again, that's 66 acres for 4,000 homes and over 10,000 residents. By keeping the parks proffers and the commercial proffers in place, nothing precludes this applicant from building up to the current cap of 800 units. They can work with the existing owner of Augustine South to satisfy the parks and commercial proffers and build the additional units over the 800 cap on whatever schedule that they can mutually agree to. I am also concerned that by eliminating the important linkage that currently exists, the County gets no assurance that these proffers will actually come to fruition. Again, it could be 5 years, 10 years, 20 years; who knows when Augustine South will ultimately be developed. So, let's be clear, the change in ownership over the subject parcel is what created this situation. And the risk and the burdens shouldn't be shifted from the County because the applicant and the owner of Augustine South aren't the same entity. And I am also concerned that approval of this proffer sends a message to any other developer that they can sell away their responsibilities, or come in at the 11th hour and ask for a significant change in their proffer package without offering any reasonable alternatives to mitigate the requirements. So, it's not just again about the park space; it's also about the commercial piece. In my view, we shouldn't delink and eliminate the only legal leverage the County has and its citizens have that the four ballfields and the 100,000 to 150,000 square feet of commercial will be built. Not may be built, but will be built. So, without these triggers, again there's no assurance that these things will happen. So, in my humble opinion, Mr. Chairman, I think this is not a good deal for Stafford County. I think we should keep those proffers in place and I think this should not go forward.

Mr. Rhodes: Thank you. Mr. Coen?

Mr. Coen: Yes sir. In addition to supporting what Mr. Apicella said, there are many things that are just problematic with this. First, it's just the general premise that we have the applicant is parcel B but we're sort of giving for parcel A, but they don't really have any legal standing to force parcel B to do what they want to do and what they're supposed to do. So, it's really vague and it sets a bad precedent. On the parks, you know, we had it; it's gone back and forth. But the language is ballfields and, as the applicant's spokesman said, it could be any type of fields. But now it's clear that it's only going to be seeded and graded. The residents who bought into Colonial Forge subdivision, one of the selling points was there would be ballfields. Not just sort of something at some point. We saw the distance between basically the midpoint to the Embrey Mill Park which is really all they're going to have to do anything for this foreseeable future and it was over 2 miles, on a major road; which means these families do not have ready access to any type of amenity, whether it be a normal park or something with a restroom. Either way, they're left with nothing. Mrs. Bailey pointed out very well that Embrey Mill has these different amenities as part of their development. And granted they are bigger, but to the people in Colonial Forge subdivision, the mentality was we're getting something and now they're getting nothing. We heard something back in September that basically wasn't true. The spokesman said, in response to Mrs. Bailey, that if residents of Colonial Forge needed fields, they could use the fields at the high school. Well, we know from the administration at Colonial Forge High School that no they cannot. And that's pretty standard for all the high schools. They're allowed to use the tennis courts but not the fields. So these people are left with nothing, except for travelling 2+ miles to get to Embrey Mill. Mr. Gibbons wisely keeps pointing out about triggers and it's sort of this mentality and it reminds me of the character from Popeye that, in the paraphrase, they will gladly build us fields sometime tomorrow for homes they can build homes

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today. Well, Stafford really should not be wimpy. They promised a certain set of lines here; they should go forward with what they promised in the first place. One of the things that was said in September, which also is questionable, is that it is not going to cost the County anything. According to the staff, and I thank them for it, and I read it, the initial thing says it not necessarily be required to meet today's standards, which means that in the give and take in negotiation, it might be. But, as we go forward with this, it's pretty clear that it's not going to be fields, so anything definitively will be put on the County to build -- number one. Number two, the whole point... and we keep hearing this... over and over and over again is we are having this commercial element to offset the impact to the County of the homes. And that's supposed to be the thing that makes homes bearable is that we will get this money. And we're not getting any of it. So, therefore, the impact of the residential is costing this County money. That's just basic Aristotelian logic and for some reason it's sort of well, it's okay because "the commercial is not viable." But that's why I harped on the timeline. The initial timeline of this was in 1991, they were saying this was all based on the outer connector. As Mr. Zuraf accurately pointed out, there was a proffer in 2001 that basically says yeah, we know it's not happening. And if I read staff's notes correctly, there were little changes in 2004. So, logic would have said they could have, at some point, acknowledged that their initial plan in 1991 and then again when they sold in in 1999, and then as they went through in 2001, and then in 2004, the initial concept of putting the retail in the back was not viable and yet so we could move the retail into the front where it would be close to Courthouse Road. But that was never done. You look at 2008 at the entrance that they built to the subdivision and it is clearly not intended to entertain any retail in the back. So, it just... it gives the impression that this was a fete accompli that this was never going to happen rather than accepting the reality on the ground that the retail was in the wrong spot. And the reason why I'm harping on this is quite honestly, from staff there are over 5,000 homes in a 2-mile radius. And yet supposedly if they had moved the commercial up to the front it could not sustain it. It really begs question. On the bigger than a wall issue, quite honestly I find it disconcerting that the applicant was able to see the initial cost of what the wall would be but, no matter how many times we asked, we could never see a side by side comparison. I'm not quite sure why it wasn't just hey, we'll give you the money, you know, and then you can do what you want on this wall as opposed to what we're going to build it. And I just really don't think that that's a good precedent. Again, we can go forward; we have six fields. Embrey Park will open on time. The pool complex will open on time. What we're debating is whether we do two fields with this chunk of money or we do two fields with another chunk of money, and then cobble money further on for the other three, as opposed to two with this and use other money to cobble together to build those three. And so then you have to make a value judgment. Is waiving the commercial, which was a proffer and a promise and revenue for this County, and allowing people to... allowing them to build more homes now, and the theory of getting fields at some point equal to just sitting there and saying well, okay, let's just grab a million dollars now for something. Lastly, the thing that really is disconcerting is this basic premise that we always hear, and hopefully it will stick in the ears. We are continually hearing that we need rooftops to sustain commercial. And yet there's 5,000 at least, and if you go further down to the Sheltons and you go down Winding Creek, there is way more than that rooftops there and yet there was no real serious attempt to put the commercial in here. And that is just very disconcerting. So the County loses out on the revenue, the County loses out on the fields because they'll get built sometime, but we never know when, and yet we're supposed to be happy because we get two fields earlier that we could have anyways earlier. Thank you.

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Mr. Rhodes: Thank you very much. Other comments? Okay, all those in favor of the substitute motion which is to recommend denial of the reclassification, right?

Mr. Apicella: The proffer amendment.

Mr. Rhodes: I'm sorry, of the proffer amendment. I forgot for a moment what it was, so I just wanted to make sure everybody... All those in favor of the substitute motion to recommend denial of the proffer amendment -- thank you very much -- signify by saying aye.

Mr. Apicella: Aye.

Mr. Coen: Aye.

Mr. Rhodes: All those opposed say nay.

Mrs. Bailey: Nay.

Mr. English: Nay.

Mr. Boswell: Nay.

Mr. Rhodes: Nay. I think that's 4-3; were you yay or nay?

Mr. Gibbons: I abstain.

Mr. Rhodes: You abstain; okay, so it's 4-2. So the substitute motion does not pass. We're back to the original motion. The original motion was to recommend approval of the Colonial Forge Proffer Amendment. For the motioner, do you have further comment Mr. English?

Mr. English: My concern was if the ballfields were that concerned with the residents in Colonial Forge, why haven't we heard anything from the residents? That's all I have.

Mr. Rhodes: Okay, thank you very much. Mrs. Bailey?

Mrs. Bailey: Yeah, Mr. Chairman, I really do appreciate all the comments from Mr. Apicella and Mr. Coen this evening. They're very eloquent in their thoughts and expressing their views. But I think at the end of the day, just to get to where we are with this, I really do think that unfortunately, when the proffers were written for Colonial Forge or Augustine South or George Washington Village or wherever they're at right now, they were very poorly written. And to me, I think that it would be much more of an advantage at this particular point in time, rather than to have 12 acres of land that's just sitting there that's seeded and graded, having the fields finished at Embrey Mill, the regional complex far outweighs the unfortunate consequence of not being able to have those four ballfields. As it was pointed out also, we have a lot of fields throughout Stafford County that are underutilized. And why are they underutilized? They're underutilized because people don't want to go to them, they're not adequately... the facilities really have

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nothing more than fields. And so, therefore, being able to have the regional fields at the Embrey Mill Complex, which will get a lot more use, and we certainly had the advantage from the developers to be able to finish that for the County, so that we can take some of the additional funds that we have and maybe we can bring some of the substandard fields that are not being used up to standard. And so therefore I'm in favor of this.

Mr. Rhodes: Any other comments? Mr. Apicella?

Mr. Apicella: Mr. Chairman, again, I think the parks issue is certainly important. I still think we're forgetting about the commercial piece. I don't know how many projects we've had in front of us over the last two years that have had a commercial component to it, and I think by allowing them to abandon their commercial proffer, we're sending a message to anybody else who comes forward 5, 10 years, 15 years from now, well, you know, it's no longer economically viable for me to do that. I built a thousand homes, but you know what? I can't do this. I can't do this commercial piece. Sorry. That's the message we're sending. I think it's the wrong message.

Mr. Rhodes: Mr. Coen?

Mr. Coen: And just to tag onto that is I just will draw the attention to the Commission, many of the last projects that have come to us with commercial have been decreasing, shrinking, diminishing the size of the commercial. So, we've gone from a certain size to a little size to a little size to now zero. As we move forward on our Comp Plan, we may actually want to look at the fact that putting in some type of mechanism that requires commercial is meaningless if it's not going to be done.

Mr. Rhodes: Okay, thank you very much. Anyone else? Okay, all those in favor of the motion, which is to recommend approval of the Colonial Forge Proffer Amendment, RC1300296, signify by saying aye.

Mrs. Bailey: Aye.

Mr. English: Aye.

Mr. Boswell: Aye.

Mr. Rhodes: Aye. Any opposed?

Mr. Apicella: Nay.

Mr. Coen: Nay.

Mr. Gibbons: Nay.

Mr. Rhodes: It passes 5-2. With that, thank you all very much for your...

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Mr. Gibbons: (Inaudible - microphone not on).

Mr. Coen: No, he said no.

Mr. Rhodes: Again, I apologize; 4-3. I'm sorry, I missed it. I appreciate all the energy and effort and time of everyone involved; thank you very much.