

**Lovettsville Town Center**  
**Town Center Core**  
**Application of Lovettsville Square, LLC**  
**Proffer Amendment Application**  
**LVRZ 2014-0001**

November 17, 2014  
Revised November 26, 2014  
Revised December 22, 2014

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Pursuant to Sections 15.2-2299 through 15.2-2303 et seq., the Code of Virginia (1950), as amended, and Section 42-238 (previously Section 3-7 of the Zoning Ordinance, Town of Lovettsville, Virginia, Lovettsville Square, LLC, a Virginia limited liability company, (hereinafter, the “Applicant”) is seeking approval by the Town of Lovettsville of a Proffer Amendment application of a proffered Zoning Map Amendment and Concept Plan approved on August 22, 2002, a Concept Plan Amendment approved on February 10, 2005, and a Zoning Map Amendment and Concept Plan Amendment approved on December 14, 2006, and Concept Plan Amendment (LVRZ 2008-0002 & LVZM 2008-0001) approved on January 22, 2009. The Applicant is also seeking approval by the Town to change the Town Center Core designations of the following properties also owned by the Applicant and described as: Loudoun County Tax Map and Parcel Number 9A210-126 (MCPI #369-20-2773), a portion of Loudoun County Tax Map and Parcel Number 9A211-1 (MCPI #369-20-4273) and Loudoun County Tax Map and Parcel Number 9A211-5 (MCPI #369-20-2899). The Applicant is also seeking approval to accommodate parking on the property owned by the Applicant and described as Loudoun County Tax Map and Parcel Number 9A211-3 (MCPI #369-10-2939).

The Applicant does hereby submit the following voluntary proffers which are contingent upon approval by the Lovettsville Town Council of the Proffer Amendment application (LVRZ 2014-0001). In the event the Lovettsville Town Council approves the Proffer Amendment application (LVRZ 2014-0001) these proffers will supersede and replace and consolidate all previously approved proffers dated January 22, 2009, and approved on January 22, 2009; November 20, 2006, and approved on December 14, 2006; proffers dated October 28, 2004, and approved February 10, 2005; and Zoning Map Amendment and Concept Plan Amendment approved August 22, 2002 (“Previously Approved Proffers”), for the Subject Property and not for the property that is not subject to these proffers. The properties listed in Exhibit C, shall remain subject to the Previously Approved Proffers and not subject to the Proffers for LVRZ 2008-0002, LVZM 2008-0001 & LVRZ 2014-0001. Thereafter, these proffers shall govern and shall be the only ones applicable to the properties listed in Exhibit D.

1. Subject to final design to accommodate engineering, the Subject Property will be developed to be in substantial conformance with the plans titled "Lovettsville Town Center Concept Plan (LVRZ 2014-0001) for Town Center Planned Development District” consisting of Sheets 1, 3 through 7 of 7, dated May, 2014, and revised through December 16, 2014, and prepared by Bowman Consulting Group, Ltd., which are attached and made part of these Proffers, as Exhibit A. The Applicant

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- reserves the right and shall be permitted to adjust the location of the lot lines, street alignments, improvements and landscaping depicted on the Concept Development Plan, Landscape Plan and Building B Parking Details Area Exhibit as may be required to accommodate and meet the requirements of the Virginia Department of Transportation, the United States Army Corps of Engineers, Environmental Protection Agency, and Virginia Department of Environmental Quality wetlands permitting processes, and final engineering considerations as determined during site plan or subdivision review.
2. The Applicant shall provide public sanitary sewer lines and public water lines for the Subject Property, as required by the Town's Subdivision Ordinance.
  3. At time of the issuance of individual Zoning Permits for the dwelling units to be constructed on the Subject Property, the Applicant shall contribute to the Lovettsville Volunteer Fire & Rescue Company a cash sum of Three Hundred and Twenty Dollars (\$320.00) per residential unit.
  4. As a bonded improvement to be constructed during its first development phase, the Applicant shall construct the Town Square and the site infrastructure supporting the commercial development adjacent to the Town Square on the Subject Property in substantial conformance with the Concept Development Plan.
  5. The Applicant shall establish, prior to approval of the first record plat for the residential area of the Subject Property, a Homeowners' Association ("HOA"). The Applicant shall include all the single family dwelling units on the Subject Property in the HOA. Documents to form an HOA shall be submitted to and approved by the Town prior to approval of the first record plat for the Residential area of the Subject Property. The Applicant shall include in the HOA documents the creation and

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- establishment of public access easements over and across all parks within the Subject Property. At the time of subdivision, including these parks, public access easements will be granted and conveyed over and across these parks in the documents creating the subdivision.
6. The Applicant shall establish, prior to approval of the first site plan for the commercial area of the Subject Property, a Commercial Owner's Association ("COA"). The Applicant shall include all the commercial and retail units on the Subject Property in the COA. Documents to form a COA shall be submitted to and approved by the Town prior to approval of the first site plan for the commercial area of the Subject Property.
  7. The HOA and/or the COA shall own and maintain common areas, including the neighborhood parks, all common areas and stormwater management facilities on the Subject Property, and any special pedestrian walkways or paving enhancements located in the VDOT rights-of way that VDOT is unable to maintain pursuant to its established policies. The COA shall also be responsible for trash pickup services within the Town Center Core.
  8. At the request of the Town, the Applicant will convey the Town Park and the Town Square to the Town. The Town will also have the option to request additional neighborhood park areas within the Subject Property to be conveyed by the Applicant or the HOA for use as public parks.
  9. The commercial areas and the Town Square shall be developed in conformance with the general character of the "Conceptual Drawing of Town Square", which is attached as Exhibit B. Buildings in the Town Center Core shall be fully designed on all elevations to provide attractive building facades from all directions. Street lighting

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shall be consistent with the Town of Lovettsville's selection of "The Exton LED Luminaire on Meterie Cross Arm; and the Madison Ductile/Steel Posts" manufactured by Spring City Electrical Mfg. Co. of Spring City, Pennsylvania (Exhibit B-1).

- A. Building B in the Town Center Core shall be developed in substantial conformance with the character, massing, scale, materials and colors on the exhibit titled "Lovettsville Square Building "B" Town of Lovettsville Loudoun County, Virginia Project Number: 2012011.11", dated October 10, 2014, including the Front Elevation and Rear Elevation, prepared by Rounds VanDuzer Architects, which is attached as Exhibit B-2. Building B shall be designed to complement Lovettsville's Germanic heritage.

The building materials on the front and side elevation walls, at the pedestrian level shall be predominantly faced with brick, stone veneer, E.I.F.S., precast concrete and/or fiber cement siding, with the exception of the windows and doors. Storefront windows will be incorporated in building elevations adjacent to pedestrian breezeways. Building elevations shall include trellises and planters and awnings over windows and doors where appropriate.

The roof will be articulated with backlit dormers to break up long expanses of the roof and the roof pitch and parapet walls will be designed to screen the rooftop mechanicals from the streets and adjacent properties.

Within 3 months of approval of this Proffer Amendment application (LVRZ 2014-0001), the Applicant shall file a site plan for construction of Building B. Within 180 days of approval of the site plan, and issuance of required zoning and building permits, the Applicant shall commence construction of Building B and shall diligently pursue completion thereafter. Notwithstanding the

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foregoing, these performance deadlines shall be extended due to Force Majeure, or other factors outside of the Applicant's control that impede or prohibit the fulfillment of these performance deadlines. However, the Applicant shall not be required to commence construction during the months of November through February of any given year. Completion of construction of Building B shall be deemed constructed when the Certificate of Occupancy has been issued for the shell building; but not individual tenants.

10. Prior to the application for each building permit for the commercial buildings, the Applicant will submit to the Zoning Administrator for review, all building elevations and/or streetscape elevations, which shall include: sample building and roofing materials, colors, trellises, planters, lighting fixtures, sign lighting fixtures, awnings, street lights, and street furniture, such as outdoor seating and tables, benches, planters, trash receptacles and landscaping. The Zoning Administrator shall review the submitted elevations and materials for substantial conformance with Exhibit B-2 within a reasonable length of time (fifteen days) and upon determination by the Zoning Administrator that the building elevations and/or streetscape elevations and materials are in substantial conformance Exhibit B-2 shall make a recommendation to the Town and/or County to approve the issuance of the Zoning Permit(s).

- A. The Applicant shall construct the clock tower at its own expense to accommodate up to a three faced clock and a glockenspiel mechanism which shall be installed by others. The clock tower shall be designed and constructed to support the necessary equipment. Access to the upper portions of the clock tower shall be provided to allow efficient access for routine maintenance.
- B. The Applicant shall provide and install signage and removable bollards at the end of Kestrel Alley in the commercial parking lot to prevent vehicular access

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with the exception of emergency and maintenance vehicles. The location of the signs and removable bollards shall be coordinated with the Zoning Administrator, prior to the issuance of the first Certificate of Occupancy for the commercial building.

C. Prior to issuance of the first Certificate of Occupancy for the commercial building, the Applicant shall:

- i. Submit to the Zoning Administrator a Parking License Agreement (“Agreement”) in a form acceptable to the Town Attorney; and
- ii. Record the Agreement among the land records of Loudoun County, Virginia, and provide a copy to the Zoning Administrator.
- iii. Construct and stripe the temporary parking lot to accommodate up to 16 parking spaces which shall be located on the property described as Loudoun County Tax Map and Parcel Number 9A211-3 (MCPI #369-10-2939) (the “Temporary Parking Lot”) as shown on “Building B – Parking Area Details Exhibit”, Sheet 7 of 7 of Exhibit A. The Temporary Parking lot shall be for the purpose of providing parking for Building B, according to the Agreement.

11. The Greenbelt area as identified on the Concept Development Plan shall remain natural and undisturbed with the exception of the installation of plant materials and utilities and minor grading during construction.

12. As determined by the Town during site plan review for the commercial components of Lovettsville Town Center, a reduction in parking may be allowed to enhance pedestrian movements through the Subject Property and reduce impervious area.

13. Pedestrian Trails shall be provided to allow for access to the common open space areas owned by the COA or the HOA and to any Town-owned parks within the

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Subject Property as shown in the Lovettsville Town Center, Concept Development Plan.

14. A public street connection to Woodbriar Drive from the Subject Property, as shown on the Concept Development Plan, shall be made unless the Applicant is directed to the contrary by the Town prior to approval of the first preliminary subdivision plan. The public street connection from the Subject Property to Church Street, as shown on the Concept Development Plan, may be deleted if deemed infeasible by the Applicant or the Town at time of preliminary subdivision plan review.
15. The Applicant shall provide the following recreational facilities within the Neighborhood Park 4 as shown on the Landscape Plan, Sheet 4 of 7: One (1) children's play area with playground equipment. At the time of construction of these recreational facilities, the Applicant shall provide a fence around the Neighborhood Park 4 to keep children safe from vehicular traffic.
16. The following lots as shown on the Concept Development Plan, Sheet 3 of 7 shall be constructed with rear loaded garages off of the alley: Lots 1 through 13, 18 through 20, 40 through 43, 54 through 56; and 208 through 212. The following lot as shown on the Concept Development Plan, Sheet 3 of 7 shall be constructed with a side loaded garage off of Town Center Drive: Lot 39.
17. No Zoning Permits shall be issued for residential Lots 207 through 212, until such time as the first Occupancy Permit has been issued for Building B.

The undersigned owners of the Subject Property do hereby voluntarily proffer the conditions stated above which conditions shall be binding on the Subject Property which is subject to the Proffer Amendment application and shall have the affect specified in Section 15.2-2297, et seq. of the Code of Virginia (1950), as amended. These proffers shall be binding upon the heirs, executors, administrators, assigns and successors in interest of the Applicant. The undersigned hereby warrants that all of the owners of a legal interest in the Subject Property have

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signed the Proffer Statement, that he/she has full authority to bind the Subject Property to these conditions and that the Proffers are entered into voluntarily. The undersigned is the authorized signature of the Applicant and owners of the Subject Property, which are the subject of this Proffer Amendment application.

**EXHIBITS A, B, B-1, B-2, C & D ATTACHED HERETO**

[SIGNATURE PAGES FOLLOWS THIS PAGE]

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**LOVETTSVILLE SQUARE, LLC, a Virginia  
limited liability company**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: Manager & Authorized Agent

COMMONWEALTH OF VIRGINIA,  
CITY/COUNTY OF \_\_\_\_\_, to wit:

I, the undersigned Notary Public, in and for the jurisdiction aforesaid, do hereby certify that \_\_\_\_\_ as \_\_\_\_\_, of Lovettsville Square, LLC, as set forth above, whose name is signed to the foregoing Proffers, appeared before me and personally acknowledged the same in my jurisdiction aforesaid.

GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2014.

\_\_\_\_\_  
Notary Public

My Commission expires: \_\_\_\_\_

Notary Registration number: \_\_\_\_\_