

STATEMENT OF JUSTIFICATION
Lovettsville Town Center
Application of Lovettsville Square, LLC
Proffer Amendment Application
May 15, 2014

I. INTRODUCTION

Lovettsville Square, LLC (hereinafter, the "Applicant"), hereby requests amendments to the previously approved Lovettsville Town Center Concept Plan (dated July 16, 2008, and revised September 19, 2008) to change the designation of 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 to Town Center Residential, as more particularly shown on the enclosed revised Concept Development Plan ("Concept Plan"). The Lovettsville Town Center is approximately 84.6 acres and is generally located west of Broad Way and north of Berlin Pike (Routes 673 and 287) within the Town of Lovettsville.

II. PREVIOUSLY APPROVED ZONING MAP AMENDMENTS, CONCEPT PLAN AMENDMENTS AND ZONING ORDINANCE MODIFICATION

The rezoning of approximately 65.97 acres of land to the Town Center Planned Development District ("T-C"), the Concept Development Plan and proffers were approved for the Lovettsville Town Center by the Lovettsville Town Council on August 22, 2002. A Concept Plan Amendment application to modify the residential building height was approved by the Lovettsville Town Council on February 10, 2005, including amendments to the approved proffers. A Concept Plan Amendment and rezoning application to incorporate approximately 20 additional acres into the Lovettsville Town Center Residential area was approved by the Lovettsville Town Council on December 14, 2006, including amendments to the approved proffers.

A Concept Plan Amendment (LVRZ 2008-0002) and a Zoning Ordinance Modification (LVZM 2008-0001) to increase the area of the Town Center Core, remove some of the alleyways, revise typical lot layouts and a zoning modification to increase the residential front yard setback was approved by the Lovettsville Town Council on January 22, 2009, including amendments to the approved proffers.

III. PROPOSED PROFFER AMENDMENT

The Applicant is requesting a Proffer Amendment of the approved Concept Plan for Loudoun County Tax Map and Parcel Number 9A210-126 (MCPI #369-20-2773), 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) to change the designation from Town Center Core to Town Center Residential.

The Applicant has diligently attempted to prelease the commercial portion of the Town Center over the past six years, as required by all commercial lenders. These efforts have not succeeded. The lack of viable retailers that were in the financial position to expand their store

count combined with the lack of population density in the area, compounded to thwart all of the efforts by the Applicant. As a result, the Applicant has re-evaluated the approved plan, and has determined the following:

- (a) there is too much commercial space in the Town Center as currently approved to be supported by the Town population;
- (b) at this time, the second story space has proved to lack any demand and is unleaseable; and
- (c) the Applicant must build at least one of the commercial buildings speculatively in order to attract potential tenants and get leasing started.

Therefore, the Applicant has redesigned a portion of the commercial core in the Town Center to allow the first building to be constructed as a single story building with a clock tower while maintaining similar character as originally envisioned for the Town Center Core (see the attached approved Proffer "Exhibit B, Conceptual Drawing of Town Square"). The Applicant has worked closely with the project architect to refine the design to reflect the Town's Germanic heritage and to be compatible with the design of the Walker Pavilion. The attached Lovettsville Square illustrative elevation drawings for Building B, prepared by Rounds Vanduzer Architects, dated April 29, 2014, demonstrate that the proposed buildings will maintain a similar character as originally approved and are of high quality.

Additionally, the Applicant is proposing to eliminate the least desirable commercial space located along West Broad Way that was originally envisioned for the post office, Town office and/or library and replace that area with single family detached residential lots. These proposed lots back to existing single family detached residential lots and will face existing residential lots across West Broad Way.

By incorporating the aforementioned changes, the Applicant plans to construct two single story buildings of approximately 16,000 square feet with a clock tower to attract initial commercial tenants and establish momentum for the completion of the remainder of the Town Center commercial core.

These amendments will not change the overall residential density but will increase the number of houses from 206 to a total of 212. Open space will be unchanged. The Town Center Core area will decrease slightly from 7.73 acres to 6.23 acres.

IV. COMPREHENSIVE PLAN

The proposed amendments are in conformance with goals and policies of the Town of Lovettsville Comprehensive Plan 2011, adopted February 24, 2011, and will promote economic development, encourage and facilitate the development of the Town Center commercial core.

V. SUMMARY

The Applicant is proposing a Proffer Amendment to decrease the Town Center Core from 7.73 acres to 6.23 acres, and decrease the amount of commercial square footage by eliminating undesirable commercial area along Broad Way that was previously contemplated for the post

office, library and Town offices and by eliminating the second story of the first commercial buildings. With the approval of these amendments, the Applicant will construct two one-story commercial buildings with a combined total area of approximately 16,000 square feet to attract tenants and build momentum for the completion of the remainder of the Town Center commercial core.

The planning philosophies and principals are maintained with the proposed amendments in the development and design of the Lovettsville Town Center:

- Traditional Town Center design elements and principles with a focus on pedestrians;
- Town Center design character that reflects the Town's Germanic heritage;
- Smart Growth techniques – modest size lots with large public open space to encourage community interaction;
- Enhance livability – provision of open spaces large enough for multiple uses and preserve the natural landscape and water features; and
- Ensure the economic viability and vitality in the Town Center Core area.

The Applicant respectfully requests the support of the Town Staff, a recommendation of approval by the Planning Commission and approval by the Lovettsville Town Council of the proposed Proffer Amendment application.

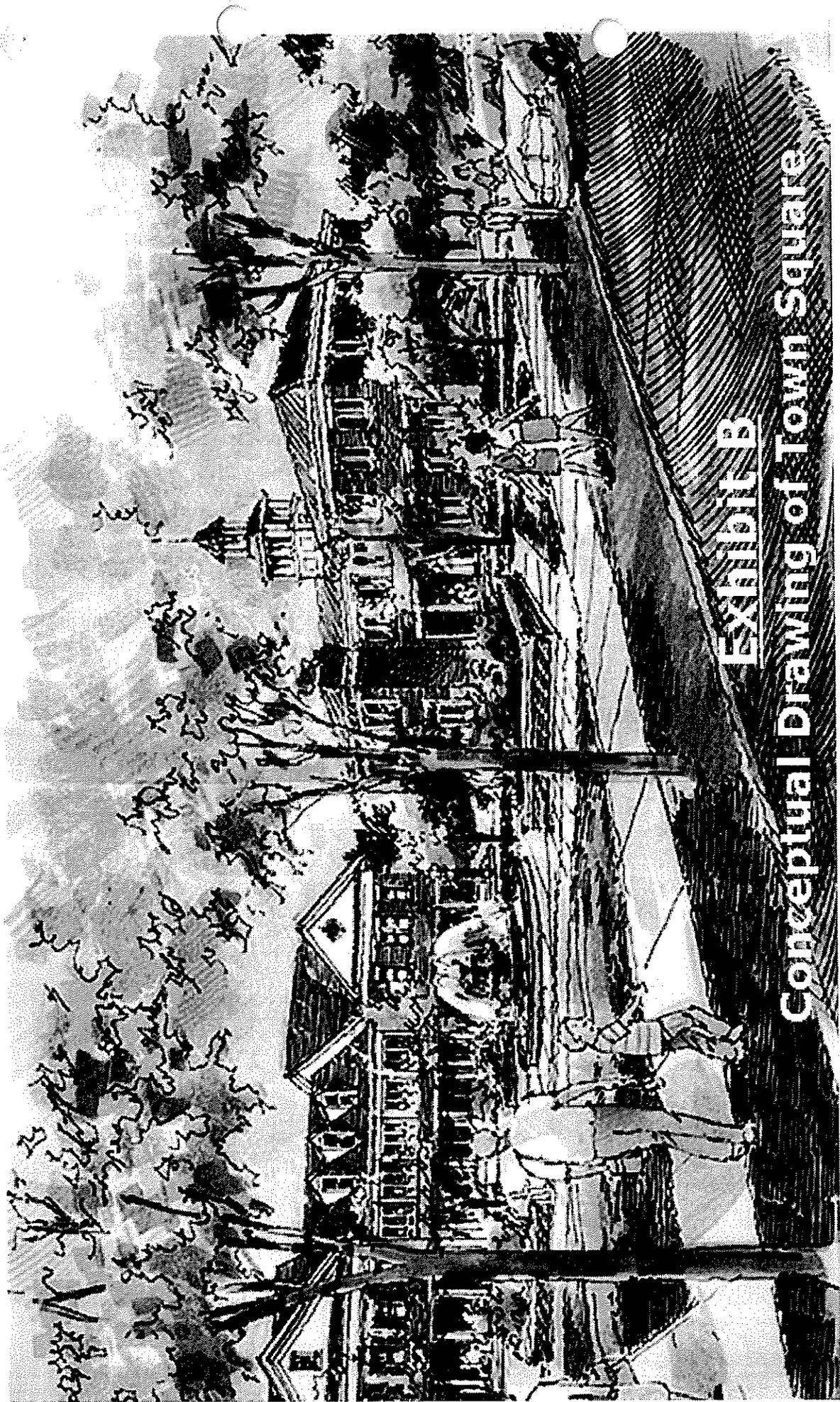


Exhibit B
Conceptual Drawing of Town Square

