



AGENDA

**FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, JANUARY 23, 2019
5:30 P.M. – BUDGET WORK SESSION
7:00 P.M. - REGULAR MEETING
BOARD ROOM, COUNTY ADMINISTRATION BUILDING
107 NORTH KENT STREET, WINCHESTER, VIRGINIA**

5:30 P.M. – Budget Work Session Call to Order

Adjourn

7:00 P.M. - Regular Meeting Call to Order

Invocation

Pledge of Allegiance

Adoption of Agenda

Citizen Comments – Agenda Items that are not the subject of a Public Hearing

Consent Agenda

Attachment

1. Minutes

- a. Regular Meeting of January 9, 2018 ----- A
- b. Budget Work Session of January 16, 2019 ----- B

2. Committee Reports

- a. Finance Committee Report of 1/16/19 ----- C
- b. Human Resources Committee Report of 1/11/19 ----- D
- c. Parks and Recreation Commission Report of 1/8/19 ----- E

Board of Supervisors Comments

County Officials

1. Committee Appointments----- F
 - a. Extension Leadership Council
Back Creek District -- Unexpired 4-year term ending 1/14/20
 - b. Shawneeland Sanitary District Advisory Committee
2-year term of Michelle Landon ended 11/9/18 (Eligible for reappointment)
2-year term of Jeff Stevens ended 11/9/18 (Eligible for reappointment)
 - c. Board of Equalization
3-year term ending 12/31/18 (Seeking applications)

Committee Business

Finance Committee

(See Tab _C_ for additional information)

1. The Winchester Regional Airport Director requests an Airport fund supplemental appropriation in the amount of \$10,000 to hold the "Wings 'N Wheels" community event. No local funds required. **Approved on Committee consent agenda.**
2. The Sheriff requests a General Fund supplemental appropriation in the amount of \$2,425. This amount represents court ordered restitution received. No local funds required. **Approved on Committee consent agenda.**

Public Hearings (Non Planning Issues) - None

Planning Commission Business

Public Hearings

1. Rezoning #03-18 for Carpers Valley Industrial Park ----- G
Submitted by Pennoni Associates, Inc., to Rezone 122.18+/- Acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with Proffers. The Properties are Located Approximately One Mile East of I-81 on the South Side of Millwood Pike (Route 50), East of Prince Frederick Drive (Route 781) and Coverstone Drive and are Identified by Property Identification Numbers 64-A-86 and 64-A-87 in the Shawnee Magisterial District.

Other Planning Business

1. Request by Wesley Housing – Resolution for a Local Housing ----- H
Revitalization Area (PIN#: 54-A-128)

Board Liaison Reports

Citizen Comments

Board of Supervisors Comments

Adjourn

A

**MINUTES
REGULAR MEETING
FREDERICK COUNTY BOARD OF SUPERVISORS
WEDNESDAY, JANUARY 9, 2019
7:00 P.M.
BOARD ROOM, COUNTY ADMINISTRATION BUILDING
107 NORTH KENT STREET, WINCHESTER, VIRGINIA**

ATTENDEES

Board of Supervisors: Charles S. DeHaven, Jr., Chairman; Gary A. Lofton, Vice Chairman; Blaine P. Dunn; J. Douglas McCarthy; Judith McCann-Slaughter; Shannon G. Trout and Robert W. Wells were present.

Staff present: Kris C. Tierney, County Administrator; Jay E. Tibbs, Deputy County Administrator; Roderick B. Williams, County Attorney; Karen Vacchio, Public Information Officer; Mike Ruddy, Director of Planning; Mark Cheran, Zoning & Subdivision Administrator; Tyler Klein, Planner; Scott Varner, Director of Information Technology; Lenny Millholland, Sheriff; Travis Mitchell, Deputy; Patrick Fly, GIS Manager; Cheryl Shiffler, Finance Director; Jennifer Place, Budget Analyst; Ellen Murphy, Commissioner of the Revenue; Bill Orndoff, Treasurer; Mike Marciano, Human Resources Director; Jason Robertson, Parks and Recreation Director. and Ann W. Phillips, Deputy Clerk to the Board of Supervisors.

CALL TO ORDER

Chairman DeHaven called the meeting to order at 7:00 p.m.

INVOCATION

Pastor Bobby Alger, Crossroads Community Church delivered the invocation.

PLEDGE OF ALLEGIANCE

Vice Chairman Lofton led the Pledge of Allegiance.

ORGANIZATION OF BOARD OF SUPERVISORS FOR 2019

A. Election of Vice-Chairman – Gary A. Lofton Elected

Chair DeHaven opened nominations for Vice-Chairman. Supervisor McCarthy nominated Supervisor Lofton. Supervisor Wells seconded the motion which carried unanimously on a voice vote.

B. Adoption of Rules of Procedure - Approved

Supervisor Dunn moved that the Board adopt the Rules of Procedure Frederick County Board of Supervisors, adopted May 28, 2003, amended August 8, 2018, except the last sentence in Section 1-1 Annual Meeting; Schedule of Regular Meetings, will be expanded by adding the phrase “, except that the Chairman may cancel a regular meeting in extenuating circumstances.” He further moved that the Board adopt Robert’s Rules of Order Simplified and Applied. Supervisor McCarthy seconded the motion. Vice Chairman Lofton expressed concern about

the change allowing the Chair to cancel meetings in extenuating circumstances saying he hoped in the future it can be changed to allow the Chairman to cancel a meeting after polling the Board members. The motion carried on a voice vote.

RULES OF PROCEDURE
FREDERICK COUNTY BOARD OF SUPERVISORS
Adopted by the Frederick County Board of Supervisors
at a Regular Meeting Held on May 28, 2003

ARTICLE I – MEETINGS

Section 1-1. Annual Meeting; Schedule of Regular Meetings

On the second Wednesday of January of each year, or on such other date in the month of January as it may designate, the Board shall assemble in the Board of Supervisors' Meeting Room of the County Administration Building, 107 North Kent Street, Winchester, Virginia, or such other public place as it may designate, in regular session and conduct its annual or organizational meeting. During the course of such meeting, the Board shall fix the date, time, and place of all of its regular meetings during the ensuing calendar year, and shall fix the day on which a regular meeting shall be continued should the Chairman later declare that weather or other conditions make it hazardous for members to attend. Thereafter, no changes shall be made to the schedule of regular meetings and continued dates of same unless the requirements of Section 15.2-1416 of the Code of Virginia, 1950, as amended, are first met, except that the Chairman may cancel a regular meeting in extenuating circumstances.

Section 1-2. Special Meetings

The Board of Supervisors may hold such special meetings as it deems necessary and at such times and places as it may find convenient. A special meeting can only be called pursuant to the requirements imposed by Sections 15.2-1417 and 15.2-1418 of the Code of Virginia, 1950, as amended.

Section 1-3. Continued Meetings

Upon majority vote of the members attending, the Board may continue its meetings, regular or special, from time to time as it may find convenient or necessary with no requirement to further advertise or announce.

Section 1-4. Quorum and Method of Voting

At any meeting, a majority of the Supervisors shall constitute a quorum. All questions submitted to the Board for decision shall be determined by a majority vote of the Supervisors present and voting on any such question, unless otherwise provided by law or these Rules of Procedure. The name of each member voting and how he or she voted will be recorded for each action taken by the Board of Supervisors.

The Board of Supervisors has elected not to have a tiebreaker, as provided for by the Code of Virginia, 1950, as amended.

Section 1-5. Motions

Subject to limitations imposed hereafter in these rules, discussion of items on the agenda shall be permitted for purposes of clarifying the issues and/or the options available for consideration. No call for a vote shall be allowed until a member of the Board moves a specific action with reasonable clarity and each member of the Board has thereafter had an opportunity to speak to the specific motion. Motions shall require a second. When possible, Board members making complex, multi-part, or lengthy motions are requested to provide the clerk with a written copy of the motion at the time the motion is made.

Section 1-6. Motion to Adjourn

At a meeting of the Board, a motion to adjourn shall always be in order and shall be decided without debate, provided each member of the Board is given a reasonable opportunity to be heard.

Section 1-7. Motions While a Question is Under Debate

When a motion is under debate at a meeting of the Board, no motion shall be received unless it is one to amend, to refer to committee, for the previous question, for a substitute motion to lay on the table, or to recess or adjourn.

Section 1-8. Reconsideration of Motions, Etc., Upon Which Vote Has Been Announced

At any meeting of the Board, when any vote upon any motion, resolution, ordinance, or question has been previously announced, it may not be reconsidered unless and until a motion to that effect is presented by a member of the Board who previously voted with the prevailing side when such motion, resolution, ordinance, or question was considered. Any such motion to reconsider shall be decided by a majority vote of the members present at the time such motion to reconsider is presented.

Section 1-9. Robert's Rules of Order; Suspending Rules [Amended 09/14/11] [Amended 02/14/18]

The proceedings of the Board of Supervisors, except as otherwise provided in these rules and by applicable State law, shall be governed by the latest version of Robert's Rules of Order, Simplified and Applied, with the exception of motions to postpone. Motions to postpone shall be for durations as decided by the Board of Supervisors and in conformity with the Code of Virginia, 1950, as amended, as applicable.

These Rules of Procedure of the Board may only be suspended on presentation of a motion to that effect, which is carried by majority vote of the members present and voting.

Section 1-10. Board to Sit with Open Doors

The Board of Supervisors shall sit with open doors, and all persons conducting themselves in an orderly manner may attend the meetings. However, the Board may hold closed meetings as permitted by law.

Closed meetings may be placed on the agenda or may be requested by any member of the Board. However, no closed meeting shall be convened unless and until the Board has favorably acted on a motion to so convene, and then, only if such motion accurately states a lawful reason for such closed meeting as permitted by and outlined in Section 2.2-3711 of the Code of Virginia, 1950, as amended.

Section 1-11. Limitations on Duration and Hour of Meetings; Adjournment

Meetings of the Board of Supervisors shall not continue for more than 4 consecutive hours or later than 11:00 P.M. without the consent of a majority of the members present. Should it appear to the Chair that the matter or matters before the Board cannot be heard within the time remaining, the Chair shall poll the members of the Board to determine the desire of the members. The Chair shall adjourn or recess the meeting upon final action on the current agenda item unless a majority of the members agree to exceed the limits established by this section. Any items not taken up by the Board of Supervisors prior to adjourning will be added to the agenda of the next meeting without further action of the Board.

ARTICLE II - OFFICERS

Section 2-1. Chairman and Vice Chairman [Amended 01/14/09]

At the annual or organizational meeting of the Board of Supervisors, as described in Section 1-1 hereof, the Board shall elect from its membership a Vice Chair, who shall serve for a one year term expiring on December 31st of the same year in which he or she is elected; provided, however, that unless the term of office has expired and the member has not been re-elected, the Vice Chair shall serve until their respective successor(s) shall have been elected and qualify. In the event that the Chair is absent from any meeting, the Vice Chair shall assume the authority and duties of the Chair. In the event the Chair and Vice Chair are absent from any meeting of the Board, then the members present at such meeting shall choose one of their number as temporary Chair by majority vote of the members present and voting.

Section 2-2. Authority of the Chairman

The efficient and dignified conduct of public business is the ultimate concern of the Board. Accordingly, it is the policy of the Board that its meetings be conducted with the highest degree of order and decorum, and the Board will permit no behavior, which is not in keeping with this policy.

The Chairman shall preserve order and decorum at all meetings. He shall recognize persons desiring to speak and shall ensure that speaker's comments are limited to the issue before the Board for consideration and that any limitations on time are observed. The Chairman shall ensure that all persons entitled and desiring to speak are permitted to do so without interruption or comment during their presentation. The Chair shall determine if statements are demeaning, inappropriate, or out of order, and shall have the authority to revoke the speaker's right to continue.

The Chairman may order the expulsion of any person for violation of rules, disruptive behavior, or any words or action that incite violence or disorder, subject to appeal to the Board. Any person so expelled shall not be readmitted for the remainder of the meeting from which he was expelled. Any person who has been so expelled and who at a later meeting again engages in words or actions justifying expulsion may be barred from attendance at future meetings of the Board for a specified and reasonable period of time not to exceed six months or upon a still subsequent expulsion, a period not to exceed one year, either by the Chairman, subject to appeal to the Board, or by motion passed by the Board.

The Chairman shall have the power to administer an oath of honesty to any person concerning any matter submitted to the Board or connected with its powers and duties. The power to administer an oath granted to the Chair in this section shall be no greater than the same power authorized by Section 15.2-1410 of the Code of Virginia, 1950, as amended.

Section 2-3. Clerk

The Clerk of the Board shall be the County Administrator, and the duties and responsibilities of that position shall be as specified in Sections 15.2-407 and 15.2-1539 of the Code of Virginia, 1950, as amended. At

the discretion of the Board, any county employee can be designated as Deputy Clerk, or Temporary Clerk, as the circumstances may require, and said employee shall have the same powers and duties outlined herein for the duration of said appointment.

ARTICLE III - AGENDA

Section 3-1. Preparation

The Clerk shall prepare an agenda for each meeting of the Board of Supervisors, conforming to the order of business specified in Section 4-1 under Order of Business. Supporting information for every item to be placed on the regular meeting agenda shall be received in the Office of the County Administrator before noon on the Thursday that falls in the week immediately prior to the regularly scheduled Board meeting. Agendas for special meetings shall be prepared as far in advance as the circumstances necessitating the special meeting allow. The clerk shall include on the agenda all matters for which a written request and supporting information have been received in advance of the deadline herein established.

Section 3-2. Delivery

Each member of the Board shall receive the regular meeting agenda, along with the supporting information available to staff, on the Friday of the week prior to the regular meeting to be held on the second and fourth Wednesdays of each month. Special meeting agendas and supporting information will be delivered as far in advance as the circumstances necessitating the special meeting allow.

Section 3-3. Posting and Notice [Amended 02/14/18]

A copy of the meeting agendas shall be made available in the Office of the County Administrator, as of the date and time the information is distributed to members of the Board. Agendas will also be posted on the county web page at www.fcva.us, and outside the main entrance to the Board of Supervisors' meeting room.

Section 3-4. Copies [Amended 02/14/18]

Individuals desiring complete copies of agenda packages shall arrange with the Clerk for the delivery and cost of the information desired.

ARTICLE IV - CONDUCT OF BUSINESS

Section 4-1. Order of Business [Amended 06/11/03]; [Amended 01/14/04]; [Amended 02/14/18]; [Amended 08/08/18]

At meetings of the Board, the order of business should be as follows:

- Closed Session (When Required)
- Call to Order
- Invocation
- Pledge of Allegiance
- Adoption of Agenda
- Citizen Comments (Agenda Items Only, That Are Not Subject to Public Hearing.)
- Consent Agenda (Will contain Minutes and Committee Reports)
- Board of Supervisors Comments
- County Officials
- Committee Business
- Public Hearings – Non Planning Issues (When Required)
- Planning Commission Business
 - Public Hearings (When Required)
 - Other Planning Commission/Department Business
- Liaison Reports (If Any)
- Citizen Comments
- Board of Supervisors Comments
- Adjournment

Section 4-2. Adoption of Agenda

The agenda presented for adoption shall be the agenda prepared and delivered as required in Article III. Additions, deletions, or modifications and/or adoption of the agenda shall require the consent of a majority of the members of the Board present at the meeting.

Section 4-3. Consent Agenda

The Consent Agenda shall be introduced by a motion "to approve the Consent Agenda," and shall be considered by the Board as a single item. There shall be no debate or discussion by any member of the Board regarding any item on the Consent Agenda, beyond asking questions for simple clarification.

On objection by any member of the Board of Supervisors to inclusion of any item on the Consent Agenda, that item shall be removed from the Consent Agenda forthwith. Such objection may be recorded at any time prior to completing the taking of a vote on the motion to approve the

Consent Agenda. Items which have been objected to and removed from the Consent Agenda shall be acted upon in the original order presented within the agenda.

Approval of the motion to approve the Consent Agenda shall constitute approval, adoption, or enactment of each motion, resolution, or other item of business thereon, exactly as if each had been acted upon individually.

Section 4-4. Citizen Comments Period [Amended 4/14/04] [Amended 01/10/18]; [Amended 02/14/18]

Two Citizen Comments periods shall be furnished during every regular meeting of the Board of Supervisors. The first Citizen Comments period shall occur after the adoption of the Consent Agenda and shall be a time for citizens to address agenda items that are not scheduled for public hearing. A register for persons desiring to address the Board of Supervisors during this Citizen Comments period shall be furnished prior to the beginning of every regular meeting of the Board of Supervisors. Citizens desiring to address the Board of Supervisors during this period should provide their name, the issue they want to address, and their Magisterial District of residence on the register provided.

The second Citizens Comments period shall occur prior to the Board of Supervisors Comments at the end of the meeting and shall be a time for citizens to address the Board of Supervisors on issues that are not part of the regular meeting agenda. Citizens desiring to address the Board of Supervisors during this period are not required to register; however, each shall state their name and their Magisterial District of residence prior to their comments.

Each speaker during the Citizen Comments periods shall be limited to one appearance per citizen comment period per meeting. Individuals speaking during the Citizen Comments periods shall be subject to a three-minute time limitation.

Any person desiring to address the Board of Supervisors during the Citizen Comments periods shall be required to abide by the rules governing such presentations as set forth in these rules in Article VI-Citizen Responsibilities.

Members of the Board shall neither engage in debate with, nor shall they be expected to answer questions posed by individuals speaking during the Citizen Comment period.

Section 4-5. Scheduled Presentations

Any person desiring to address the Board of Supervisors for a presentation under County Officials shall be required to abide by the rules governing such presentations as set forth in these rules in Article VI-Citizen Responsibilities.

Any citizen or staff member who desires to address the Board during the County Officials portion of the agenda at a regular meeting shall submit a written request to the Clerk, or his/her designee, identifying, with reasonable certainty, the subject matter of the presentation. Such request must be in the Clerk's hands not later than the agenda deadline specified in Section 3-1 hereof. Only the person requesting to make the presentation may do so, unless otherwise permitted by the Chair, and every such speaker shall be subject to a five minute time limit for the presentation itself, which limit can be extended with agreement of the Chairman. Board member questions and discussion of the material presented shall not be subject to any time limit. Persons making presentations should be prepared to answer questions and provide detailed information in response to questions from members of the Board.

ARTICLE V - PUBLIC HEARINGS

Section 5-1. Format for Public Hearings

It is the purpose and objective of the Board of Supervisors to give each citizen an opportunity to express his/her views on the issue(s) at hand at public hearings and to give all speakers equal treatment and courtesy. While it is often necessary to have a presentation by an applicant and staff, it is the desire of the Board to hear from the public; and therefore, the applicant and staff presentations will be as brief as possible. In order to accomplish this objective, it is necessary that certain rules of order prevail at all public hearings of the Board of Supervisors as follows:

Section 5-2. Order of Business

At public hearings, the order of business will be as follows:

- (a) Identification of Issue and Verification of Notice
- (b) Staff and/or Applicant Presentation
- (c) Public Comment
- (d) Close of Public Hearing
- (e) Board Member Questions
- (f) Staff, Applicant Response
- (g) Board discussion and/or consideration

Section 5-3. Identification of Issue and Verification of Required Notice

The Chair shall call upon the appropriate county staff member to verify that any required notice has been given and to read or summarize the notice for the benefit of those attending the public hearing.

Section 5-4. Staff and/or Applicant Presentation

The Chair will call upon the appropriate county staff and/or applicant to present such information as is necessary to explain the action requested of the Board of Supervisors. Presentations will be brief, concise summaries for the Supervisor's and the public's information and understanding, provided that sufficient time will be allowed to present, properly and fairly, the subject matter. When written information has been provided prior to the hearing, that information should be summarized, and only new information should be presented in detail at the meeting.

Section 5-5. Public Comment

Any person desiring to address the Board of Supervisors at a Public Hearing conducted by the Board of Supervisors shall be required to abide by the rules governing such presentations as set forth in these rules in Article VI-Citizen Responsibilities.

Prior to permitting public comment, the Chair shall determine, to the best of his ability, the approximate number of persons desiring to comment at the public hearing and shall establish the manner in which speakers are recognized and the length of time each may speak.

Should the Chair determine that the likely number of persons desiring to speak is 10 or more in number, he may direct that individuals desiring to speak register with staff, providing their name and the district in which they reside. Should registration be required, the Chair shall verify that all such registration has been completed before the hearings begin.

Section 5-6. Order of Speaking

Members of the public shall be permitted to speak as the Chair recognizes each, provided that no member of the public shall be recognized to speak a second time until all persons desiring to speak have had an opportunity to do so. In the event the number of persons desiring to speak necessitates a register, speakers shall be recognized in the order in which they have registered.

In the event the number of speakers results in the continuation of a public hearing, any persons registered but not heard at the initial Public Hearing will be the first given an opportunity to speak at the continued hearing.

Section 5-7. Presentation of Comments

Each person may address the Board as many times as the Chair, in his or her discretion, may allow, but no speaker shall exceed the total time limit set by the Chair.

Section 5-8. Board Members' Questions

Upon completion of a presentation by staff, applicant or member of the public, any member of the Board may ask questions to enhance their understanding of the issue, verify information presented or clarify the action or actions requested. Members of the Board shall not engage in debate with the person or persons making the presentation.

Section 5-9. Staff and/or Applicant Response

The Chairman shall call on the staff or applicant for any response on closing comments with reference to the public hearing presentations.

Section 5-10. Close of Hearing

When the Chair of the Board shall have closed a public hearing, no further public comments shall be received.

Section 5-11. Board Discussions and/or Consideration

At the close of the public hearing, the Board of Supervisors shall, at its discretion, act or defer action upon the matter set for public hearing. In the event the Board defers action to a later date, the record shall be left open to receive written comments up until the time that a vote is taken.

ARTICLE VI - CITIZEN RESPONSIBILITIES

Section 6-1. Application of Rules

Any person desiring to address the Board of Supervisors during any portion of a meeting designated for public comment shall be required to abide by the rules governing such presentations as hereafter set forth in these rules.

Section 6-2. Addressing the Board

All persons speaking at a meeting of the Board during any portion of a meeting designated for public comment shall address their comments to the Board of Supervisors and shall limit their comments to matters before the Board of Supervisors. Speakers shall not engage in debate with other speakers or members of the public. Questions shall not be asked of other speakers but may be directed to the Chairman of the Board for consideration by the Board in later deliberating the matter.

Section 6-3. Conduct while Speaking/Conduct While Not Speaking

Persons speaking at a meeting of the Board of Supervisors shall do so in a courteous manner. Cursing or other obscene language or gestures, threats, insults, or other actions intended to harass, provoke or incite a fight, brawl, or other such disorderly response will not be permitted. Any person whose conduct is contrary to this section will be removed as provided for in section 2-2 of these rules. Board members are expected to observe the same decorum at all meetings.

Section 6-4. Name and Magisterial District of Residence [Amended 02/14/18]

Individuals addressing the Board during any portion of a meeting designated for public comment shall clearly state their name and Magisterial District of residence prior to making any further comments. Should a person be recognized to speak more than once, they shall identify themselves each time before speaking.

Section 6-5. Organizational Representation

Any person speaking at any portion of a meeting designated for public comment, who represents himself as being an officer or representative of an organization, group, association, corporation, or other entity, shall, upon request of a member of the Board, disclose for the organization, group, association, corporation, or other entity, the history, size, dues, structure, date of creation, requirements for membership, tax status; and shall reveal the organizations method of determining its official position and the speaker's authority to represent the organization. Unreasonable failure to provide this information to the satisfaction of the Board of Supervisors shall bar the speaker from speaking on behalf of the organization.

Section 6-6. Order of Speaking

Persons speaking during any portion of a meeting designated for public comment shall do so in the order in which they are recognized and called upon by the Chair.

Section 6-7. Time Limits

All persons speaking during any portion of a meeting designated for public comment shall observe all time limits established herein and shall yield the floor when informed their time has expired.

Section 6-8. Registration [Amended 02/14/18]

Should registration of speakers be required, all persons desiring to speak shall sign the register, providing their name and Magisterial District of residence.

Section 6-9. Written Copy of Comments

Speakers are requested, but not required, to leave written statements and/or comments with the Clerk or Deputy Clerk of the Board to be incorporated into the written record of the meeting.

Section 6-10. Information Sources

No person who speaks or otherwise presents information during any portion of a meeting designated for public comment shall knowingly present false or untrue information to the Board of Supervisors, and shall, upon request of any Board Member, provide the source of any information presented.

ARTICLE VII – APPOINTMENTS

Section 7-1. Appointments by the Chairman of the Board

The Chairman shall appoint members of the Board to such authorities, boards, commissions, committees or other organizations or positions as the Board shall so authorize and to appoint various citizen members to Board's standing committees.

The following positions are appointed by the Chairman each January.

STANDING COMMITTEES OF THE BOARD APPOINTED BY THE CHAIRMAN:

Finance Committee	Code and Ordinance Committee
Human Resources Committee	Public Safety Committee
Public Works Committee	Technology (IT) Committee
Transportation Committee	

OTHER APPOINTMENTS MADE BY THE CHAIRMAN:

Board Liaison to Fire & Rescue Association
County Representatives to the Frederick County-Winchester Joint Finance Committee

Section 7.2. Appointments by the Board of Supervisors [Amended 01/25/06]; [Amended 02/14/18]; [Amended 08/08/18]

Each board member may nominate citizen members to be appointed to the various authorities, boards, commissions, and committees where a representative is needed from a member's respective magisterial district or for the county at large. (Note: A current list of boards and committees is available on the County website, www.fcva.us.) A majority vote of those board members present shall be required to appoint a nominee to said authority, board, commission, or committee. Prior to Board action on a prospective nominee, the following process shall be followed:

1. Applications are required for positions on bodies created by the Board of Supervisors. For non-Frederick County boards such as regional or community-based bodies, the Board of Supervisors will accept and consider nominations from those boards while reserving the right to appoint its preferred candidate. The application form, or Committee Appointments Informational Data Sheet, is available on the County website, www.fcva.us, or through the County Administrator's Office. A completed application (Informational Data Sheet) shall be required for all initial nominations; however, a completed application (Informational Data Sheet) for candidates being reappointed shall not be required.
2. Applications must be received in the County Administrator's Office by 5:00 p.m. on the Wednesday preceding a Board meeting in order to be included in the agenda for review by the members of the Board.
3. Any applications received after the deadline specified above will be held for review until the next regularly scheduled meeting of the Board.

ARTICLE VIII - AMENDMENTS

Section 8-1. Amendments

These Rules of Procedure may from time to time be revised, repealed, or otherwise amended upon an affirmative vote by a majority of the members of the Board of Supervisors present and voting.

(Adopted: 05/28/03)
(Amended: 06/11/03)
(Amended: 01/14/04)
(Amended: 04/14/04)
(Amended: 01/25/06)
(Amended: 01/14/09)
(Amended: 09/14/11)
(Amended: 01/10/18)
(Amended: 02/14/18)
(Amended: 08/08/18)
(Amended: 01/09/19)

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C. Selection of a Parliamentarian – County Administrator Elected

Supervisor Wells moved that the Board elect the County Administrator as Parliamentarian. Supervisor Dunn seconded the motion which carried on a voice vote.

D. Selection of Time and Place for Regular Meetings - Approved

Vice Chairman Lofton moved that the second and fourth Wednesdays of each month, at 7:00 P.M., in the Board of Supervisors' Meeting Room, County Administration Building, 107 North Kent Street, Winchester, Virginia be the time and meeting place for the Frederick County Board of Supervisors for 2019. He further moved that should a meeting be canceled because of inclement weather, it will take place the following evening. Supervisor Dunn seconded the motion which carried on a voice vote.

E. Chairman's Annual Committee Assignments - Approved

Supervisor Slaughter moved for approval confirming the following Board Member Assignments to Committees and Citizen Member Assignments to Committees for 2019 as presented by the Chairman. Supervisor Wells seconded the motion which carried on a voice vote.

Board Member Assignments for 2019

| | |
|--------------------------------|--|
| <u>Charles S. DeHaven, Jr.</u> | Finance Committee; Joint Finance Committee; Metropolitan Planning Organization; Northwestern Regional Jail Board alternate; Tourism Board liaison alternate |
| <u>Blaine P. Dunn</u> | Code & Ordinance Committee; Human Resources Committee, Chair; Public Safety Committee; Northern Shenandoah Valley Regional Commission; Fire & Rescue Association liaison; Tourism Board liaison |
| <u>Gary A. Lofton</u> | Finance Committee; Public Works Committee; Technology Committee, Chair; Transportation Committee, Chair; Economic Development Authority; Social Services Board liaison; Agricultural District Advisory Committee liaison; Extension Leadership Council liaison |
| <u>J. Douglas McCarthy</u> | Code & Ordinance Committee; Human Resources Committee; Public Works Committee, Chair; Technology Committee; Planning Commission liaison alternate; Tourism Board; Handley Regional Library liaison |
| <u>Judith McCann-Slaughter</u> | Finance Committee, Chair; Public Safety Committee; Technology Committee; Transportation Committee; Joint Finance Committee; Metropolitan Planning Organization; Conservation Easement Authority; Northwestern Regional Jail Board |
| <u>Shannon G. Trout</u> | Code & Ordinance Committee, Chair; Northern Shenandoah Valley Regional Commission; Planning Commission liaison; Sanitation Authority liaison |
| <u>Robert W. Wells</u> | Human Resources Committee; Public Safety Committee, Chair; Public Works Committee; Northwestern Regional Jail Board; Parks & Recreation Commission liaison; Landfill Oversight Committee |

Citizen Committee Assignments for 2019

Code & Ordinance Committee

Derek C. Aston
Stephen G. Butler
James A. Drown

Finance Committee

Jeffrey S. Boppe
Angela L. Rudolph

Human Resources Committee

Don Butler
Dorrie R. Greene
Beth Lewin

Public Safety Committee

Walter “Walt” Cunningham
Helen Lake
Charles R. “Chuck” Torpy

Public Works Committee

Gene E. Fisher
Ed Strawsnyder, Jr.
Whitney “Whit” L. Wagner

Information Technologies Committee

Quaisar Absar
Todd Robertson

Transportation Committee

Gary R. Oates
James M. Racey, II
Barry G. Schnoor

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ADOPTION OF AGENDA - APPROVED

Mr. Tierney noted updated information on a proposed resolution in support of the efforts of the Coalition of High Growth Communities with the General Assembly regarding proffer legislation. Upon motion of Supervisor Wells, seconded by Supervisor Dunn, the agenda was adopted with one item removed from the consent agenda: a Resolution supporting the Coalition of High Growth Communities’ efforts on the proffer legislation being discussed during the upcoming General Assembly session and SB 1373 recently submitted by Senator Favola.

CITIZENS COMMENTS - None

ADOPTION OF CONSENT AGENDA – APPROVED

Upon motion of Supervisor Trout, seconded by Supervisor Wells, the consent agenda was adopted on a roll call vote as follows:

| | | | |
|-----------------------|------------|-------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
|-----------------------|------------|-------------------------|------------|

| | | | |
|-------------------------|-----|-------------------------|-----|
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

- MINUTES: REGULAR MEETING OF DECEMBER 12, 2018 - CONSENT AGENDA APPROVAL

- FINANCE COMMITTEE REPORT OF DECEMBER 19, 2018 - CONSENT AGENDA APPROVAL, Appendix 1

- PARKS AND RECREATION COMMISSION REPORT OF DECEMBER 11, 2018 - CONSENT AGENDA APPROVAL, Appendix 2

- RESOLUTION SUPPORTING DELEGATE COLLINS'S PROPOSED LEGISLATION TO AMEND AND REENACT § 58.1-3833 OF THE CODE OF VIRGINIA, RELATING TO COUNTY FOOD AND BEVERAGE TAX; MAXIMUM RATE- CONSENT AGENDA APPROVAL

**Resolution Supporting
Delegate Collins's Proposed Legislation
To Amend and Reenact § 58.1-3833 of the Code of Virginia, Relating to County
Food and Beverage Tax; Maximum Rate**

WHEREAS, the Frederick County Board of Supervisors has identified local taxing authority as one of its top legislative priorities for the 2019 General Assembly Session; and

WHEREAS, the Frederick County Board of Supervisors desires legislation to provide specific taxing authority to increase taxes on meals and transient occupancy, without legislative imposition of mandatory specific uses of the realized gain in revenue; and

WHEREAS, Delegate Collins is proposing an amendment to §58.1-3833 of the Code of Virginia, Relating to County Food and Beverage Tax; Maximum Rate which would allow Any tax levied pursuant to this section to be imposed at a rate not to exceed the rate imposed by an adjoining city in Virginia, if such rate is greater than four percent at the time the county imposes its rate.

NOW, THEREFORE, BE IT HEREBY RESOLVED that the Board of Supervisors of the County of Frederick, Virginia, hereby expresses its strong **support** for Delegate Collin's proposed legislation and requests that Senator Jill Holtzman Vogel and Delegates David A. LaRock and Wendy Gooditis join in supporting and vote to approve this legislation.

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- REQUESTS FROM THE COMMISSIONER OF THE REVENUE FOR REFUNDS AND CORRESPONDING SUPPLEMENTAL APPROPRIATIONS - CONSENT AGENDA APPROVAL

The approved refunds were as follows: Enterprise FM Trust for \$5,785.59; Undisclosed Taxpayer – Disabled Veteran's Relief for \$2,543.20; Undisclosed Taxpayer – Disabled Veteran's Relief for \$3,500.57; and Undisclosed Taxpayer – Disabled Veteran's Relief for \$12,290.31.

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RESOLUTION SUPPORTING THE EFFORTS OF THE COALITION OF HIGH GROWTH COMMUNITIES WITH THE GENERAL ASSEMBLY REGARDING PROFFER LEGISLATION AND SB 1373 SUBMITTED BY SEN. FAVOLA - APPROVED

Supervisor Wells expressed concern about supporting the proposed resolution. Mr. Tierney noted the concerted effort to work with the Home Builders Association on proffer legislation language. He said the Home Builders Association has brought forth revised language that other localities and staff think is improved. He said it was decided it was appropriate to bring the resolution to the Board for consideration.

Supervisor McCarthy moved for adoption of the resolution and Supervisor Slaughter seconded the motion.

Supervisor McCarthy said he has had extensive conversations with Delegate Collins regarding the bill and the current version goes a long way toward allowing mutually beneficial agreement on rezoning and proffers.

Supervisor Trout questioned if the matter could be delayed until the next meeting.

Supervisor Dunn said he supports the concept but asked for a delay on voting on the resolution.

The motion carried as follows:

| | | | |
|--------------------------------|------------|--------------------------------|----------------|
| Blaine P. Dunn | No | Shannon G. Trout | Abstain |
| Gary A. Lofton | Aye | Robert W. Wells | No |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Resolution Supporting the Efforts of the Coalition of High Growth Communities with the General Assembly Regarding Proffer Legislation and SB 1373 Submitted by Sen. Favola.

WHEREAS, Frederick County has maintained a positive relationship through a long history of working together with both the Top of Virginia Building Association and the local development community for the betterment of Frederick County and its citizens; and
WHEREAS, Frederick County is a member of the Coalition of High Growth Communities; and
WHEREAS, both the Coalition of High Growth Communities and Frederick County are committed to finding an equitable and efficient system to better manage the impacts associated with rapid residential growth and to addressing the counterproductive effects of SB 549; and
WHEREAS, Frederick County is interested in the changes being advanced to the proffer legislation and in working collaboratively with the Top of Virginia Building Association; and
WHEREAS, Frederick County supports the ongoing and constructive dialogue between the Coalition of High Growth Communities and Home Builders Association of Virginia and their efforts to achieve a positive legislative solution for the benefit of all parties; and
WHEREAS, as a result of the ongoing and constructive dialogue and the efforts of Senator Favola and Delegate Thomas bills have been submitted to the General Assembly to amend and reenact Section 15.2-2303.4 of the Code of Virginia, relating to conditional rezoning proffers which contain many of the positions the Coalition of High Growth Communities has been advocating for; and
WHEREAS, Frederick County supports, in particular, SB 1373 submitted by Senator Favola as the basis for the continued dialogue aimed at achieving a positive legislative solution for the benefit of all parties; and
NOW, THEREFORE, BE IT RESOLVED, that the Board of Supervisors of the County of Frederick, Virginia, requests that the Members of the General Assembly support the efforts of the Coalition of High Growth Communities and Frederick County as part of its 2019 legislative efforts; and
BE IT FURTHER RESOLVED, that the Board of Supervisors of the County of Frederick, Virginia, requests that the Members of the General Assembly support SB 1373 submitted by Senator Favola which reflects many of the positions advocated by the Coalition of High Growth Communities.

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BOARD OF SUPERVISORS COMMENTS - None

COUNTY OFFICIALS:

RECOGNITION OF EMPLOYEE OF THE YEAR TRAVIS MITCHELL

Chairman DeHaven recognized and congratulated Travis Mitchell on his selection as Employee of the Year for 2018.

RECOGNITION OF THE FREDERICK COUNTY FINANCE DEPARTMENT FOR RECEIVING THE GOVERNMENT FINANCE OFFICERS ASSOCIATION'S DISTINGUISHED BUDGET PRESENTATION AWARD

Chairman DeHaven recognized and congratulated Finance Director Cheryl Shiffler and Budget Analyst Jennifer Place noting that Frederick County has received the Distinguished Budget Presentation Award for the fiscal year 2018 budget from GFOA for the thirty-second consecutive year.

COMMITTEE APPOINTMENTS

DOUG RINKER RE-APPOINTED TO THE ECONOMIC DEVELOPMENT AUTHORITY - APPROVED

Upon motion of Vice Chairman Lofton, seconded by Supervisor Wells, Doug Rinker was reappointed to the Economic Development Authority for a four-year term ending January 10, 2023. The motion carried on a voice vote.

CHARLES SANDY RE-APPOINTED TO THE PARKS AND RECREATION COMMISSION - APPROVED

Upon motion of Supervisor Wells, seconded by Supervisor Dunn, Charles Sandy was reappointed to the Parks and Recreation Commission for a three-year term ending January 25, 2022. The motion carried on a voice vote.

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COMMITTEE BUSINESS

FINANCE COMMITTEE

Supervisor Slaughter moved for approval of the following requests: a General Fund supplemental appropriation in the amount of \$2,000 representing a grant award from the Virginia DEQ in support of the County's Secure Your Load campaign; a General Fund supplemental appropriation in the amount of \$3,404.95 representing an insurance claim for stolen equipment; a General Fund supplemental appropriation in the amount of \$10,000 representing donated funds received for spaying and neutering shelter pets; a General Fund

supplemental appropriation in the amount of \$45,535 representing PEG funds to be used for electronic agenda creation/management and live streaming of County meetings; a General Fund supplemental appropriation in the amount of \$203.33 representing K9 donations; and a General Fund supplemental appropriation in the amount of \$41,450.34 representing unspent FY 18 VJJCA funds to be returned to the State. Vice Chairman Lofton seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund and School Capital Projects Fund supplemental appropriation in the amount of \$1,264,000 to implement Phase II Safety and Security Construction Upgrades. Supervisor Wells seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a Shawneeland Fund supplemental appropriation in the amount of \$300,000 representing funds for emergency repairs to roads and drainage structures due to excessive rainfall. Supervisor McCarthy seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund supplemental appropriation in the amount of \$11,251 representing funds needed to hire an additional GIS Technician and further moved for approval of a transfer from contingency funds. Vice Chairman Lofton seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of the creation of the School Grounds Maintenance Equipment Fund to set aside funds for grounds maintenance equipment replacement. Supervisor Wells seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund supplemental appropriation in the amount of \$954 representing proceeds from the sale of old gym equipment to be used toward replacement. Supervisor McCarthy seconded the motion which carried

as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund supplemental appropriation in the amount of \$3,637.55 representing proceeds from the sale of salvage and surplus in excess of budgeted revenue. Supervisor McCarthy seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund supplemental appropriation in the amount of \$4,500 representing reimbursements received from the Secret Service for the purchase of evidence collection and storage equipment. Vice Chairman Lofton seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund supplemental appropriation in the amount of \$28,850 representing recovered costs for traffic control to be used for overtime. Supervisor McCarthy seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

Supervisor Slaughter moved for approval of a General Fund supplemental appropriation not to exceed \$42,000 representing funds for radio equipment and further moved for approval of a transfer from contingency funds. Vice Chairman Lofton seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

PUBLIC HEARINGS (Non-Planning Items) - None

PLANNING COMMISSION BUSINESS

Public Hearing - None

Other Planning Business

REQUEST BY WESLEY HOUSING – RESOLUTION FOR A LOCAL HOUSING REVITALIZATION AREA (PIN#: 54-A-128) - POSTPONED

John Foote, of Walsh Colucci Lubeley & Walsh P.C., explained the request for the Frederick County Board of Supervisors to pass a resolution designating the St. Paul's on the Hill property, PIN 54-A-128, as a local housing revitalization zone. He said a local housing revitalization zone is created by resolution of the local governing body pursuant to the Code of Virginia and the Virginia Housing Development Authority VHDA criteria, noting that the second category referencing encouraging economic development and a desired mix of housing are applicable to the current request. He said Wesley Housing is seeking Low Income Tax Credits administered through the Virginia Housing Development Authority to assist with the development of this project, and this designation of a local housing revitalization zone would be beneficial to the applicant as it would potentially enable the allocation of additional points to their VHDA application.

Rosa Estrada, of Wesley Housing, explained the funding process and the need for a project to be competitive to receive the tax credits.

Paul Brown, of Wesley Housing, said no one wants to suggest that the County is blighted by designating a revitalization area. He cited other localities that have benefited from the use of tax credits for redevelopment. He asked for the Board's careful consideration.

Supervisor Slaughter and Mr. Foote discussed revising the language of the proposed resolution to delete references to the property being blighted.

Supervisor McCarthy and Ms. Estrada discussed the result if tax credits are not awarded. Ms. Estrada said Wesley Housing will reapply in 2020 if tax credits are not awarded this year. She said the project will not move forward without financing or credits.

Supervisor Dunn said he was not currently prepared to move forward with supporting the resolution designating the property as a revitalization zone.

Vice Chairman Lofton said he voted against the project originally and now is more uncomfortable with it. He questioned why the project was not financed in the beginning. Supervisor Dunn said the Applicant had previously noted the financing would be via the tax credits.

Supervisor McCarthy said he supports delaying action on the resolution. He said the request asks the Board to tip the scales in favor of one development project over another, adding there is no need to induce development in this particular geographic area.

Supervisor Dunn moved to postpone consideration of the request until the January 23 Board meeting. Supervisor Wells seconded the motion which carried as follows:

| | | | |
|--------------------------------|------------|--------------------------------|------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Aye |
| Gary A. Lofton | No | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

SITE PLAN (SUBDIVISION) #22-18 SPRING RUN – 15-LOT TOWNHOUSE
SUBDIVISION – Presented for Information

Planner Tyler Klein provided background on the item saying this application is for a subdivision design plan for fifteen (15) single-family attached (townhouses) units with a minimum lot size of 1,936+/- square feet planned to be constructed on 1.88+/- acres of land zoned RA (Rural Areas) District with RP (Residential Performance) District standards via Transfer of Development Rights (TDR) credits. He said the proposed subdivision will be accessed from Senseny Road (Route 657) via a private internal road (Coralrose Court). He continued saying although the property is presently zoned RA (Rural Areas) District, the Applicant will utilize the County's Transfer of Development Rights (TDR) program to develop additional lots with RP (Residential Performance) District standards and the Applicant has purchased 10 TDR credits from Sending Area #3 which has a value of 1.5 residential units per credit for a total of 15 units (10 credits x 1.5 SFA units = 15 units allowed). Mr. Klein said the Applicant also previously received a waiver of the Master Development Plan (MDP) requirement on June 13, 2018 and has chosen to process a subdivision design plan (site plan) in lieu of the MDP. When processing a subdivision design plan in lieu of the MDP, the application must be presented to the Planning Commission and to the Board of Supervisors as an informational item. He concluded saying this proposed subdivision, Spring Run, generally meets the requirements of the Frederick County Zoning and Subdivision Ordinances and is in a form that it is administratively approvable. He added that any of the issues brought forth by the Board of Supervisors should be appropriately addressed by the Applicant, and the item is being presented as an informational item and following its presentation to the Planning Commission and to the Board of Supervisors, Staff will proceed with approval of the plan.

Vice Chairman Lofton asked for clarification on the TDRs coming from a sending area rather than a receiving area.

Supervisor Dunn asked for the approximate value of the proposed homes. The Applicant, Jeremy Tweedie, replied the value will be determined at the time of construction. He noted a similar development in the area has homes starting in the \$240,000 to \$300,000 range.

Supervisor Dunn commented that this is an example of a time when the Board cannot act, but he is troubled by the matter of transferring development rights from one area to another and still costing the County. He said he would prefer that the impact of new development be borne by the developer.

BOARD LIAISON REPORTS

Supervisor Trout provided an update on recent activities of Frederick Water.

Supervisor Wells provided an update on the Parks and Recreation Commission. He praised the recent holiday light show held at Clear Brook Park. He invited everyone to visit Frederick Heights Park to see the recent improvements and recognized the effort of Supervisor Dunn to encourage the revitalization and updates in Frederick Heights Park. He said the community is enjoying the improved Park.

Supervisor Dunn noted the grand reopening of the Frederick Heights Park, and praised the work done by Parks and Recreation staff. He also commended the staff at the Clear Brook Park for their success with the holiday light show.

Supervisor Dunn recognized Law Enforcement Appreciation Day.

CITIZEN COMMENTS –

John Wright, Red Bud District, and President of the Frederick County Professional Firefighter Association asked the Board to support legislation in the Virginia General Assembly to add certain cancers to the list of cancers that are presumed to be an occupational disease covered by the Virginia Workers' Compensation Act when firefighters and certain employees develop cancer. The legislation would also remove the compensability requirement that the employee who develops cancer had contact with a toxic substance encountered in the line of duty, meaning the firefighter would not have to specifically identify what specific toxic exposures have occurred at each fire or prove the exact carcinogen on the exact day that caused their cancer. He asked the Board for its support of the legislation.

BOARD OF SUPERVISORS COMMENTS

Supervisor Trout expressed concern about the upcoming budget cycle meeting schedule and asked if any of the meetings could be moved to a day other than Wednesday at 4:00 p.m. or later. She apologized for her difficult schedule. Supervisor McCarthy said he may be able to move a couple of meetings adding that any changes will affect other commitments and obligations.

Supervisor McCarthy said Gainesboro District has been affected by the enormous amount of rain this past year causing numerous road deterioration issues. He said he is regularly getting calls from constituents asking about requesting VDOT assistance with road repair. He commended the County Transportation staff for their efforts as the liaison in communicating with VDOT.

Supervisor Dunn suggested additional potential meeting dates be sent out to facilitate rescheduling meetings to assist Supervisor Trout.

ADJOURN

On motion of Vice Chairman Lofton, seconded by Supervisor Dunn, the meeting was adjourned at 8:22 p.m.

B

MINUTES
Frederick County Board of Supervisors
Budget Work Session
Wednesday, January 16, 2019
4:00 p.m.

First Floor Conference Room, 107 North Kent Street, Winchester, VA

ATTENDEES

Board of Supervisors: Chairman Charles S. DeHaven, Jr.; Vice Chairman Gary A. Lofton; Blaine P. Dunn; Judith McCann-Slaughter; J. Douglas McCarthy; and Robert W. Wells were present. Shannon G. Trout was absent. Staff present: Kris C. Tierney, County Administrator; Ellen Murphy, Commissioner of the Revenue; C. William Orndoff, Jr., Treasurer; Jay E. Tibbs, Deputy County Administrator; Roderick B. Williams, County Attorney; Cheryl B. Shiffler, Finance Director; Jennifer Place, Budget Analyst; Sharon Kibler, Assistant Finance Director; Michael Marciano, Human Resources Director; Scott Varner, IT Director; Mike Ruddy, Planning Department Director; Karen Vacchio, Public Information Officer; Lenny Millholland, Sheriff; Denny Linaburg, Fire & Rescue Chief; Jason Robertson, Director of Parks & Recreation; Seth Thatcher, Assessor; and Ann W. Phillips, Deputy Clerk to the Board of Supervisors.

Finance Committee Members present: Jeffrey Boppe; Angela Rudolph

Others: Dr. David Sovine, Superintendent of Frederick County Public Schools; Patty Camery, Executive Director of Finance for Frederick County Public Schools; School Board members Mike Lake and Seth Thatcher; and John Huddy, Handley Regional Library Director.

CALL TO ORDER

Chairman DeHaven called the meeting to order at 4:00 p.m.

DISCUSSION - Budget

Commissioner of the Revenue Ellen Murphy presented information on the latest reassessment.

County Administrator Kris Tierney gave an overview of the FY 2020 budget requests and expected revenues.

The Board discussed the requested new positions for Fire and Rescue and requested Chief Linaburg provide information on his interpretation of the recommendation provided by Fitch and Associates in the recently completed fire and rescue study.

Supervisor McCarthy moved that the Board advertise the current real estate tax rate of \$0.61 per \$100 of assessed value. Supervisor Slaughter seconded the motion which carried on a voice vote.

Mr. Tierney said he planned to bring information to the next work session incorporating the use of added revenue gained by maintaining the \$0.61 tax rate on the increased value in real estate shown in the reassessment.

Dr. Sovine invited the Board to attend the February 19, 2019, School Board meeting scheduled for 7:00pm where he will present the School Board's budget. He said he will provide his presentation to Mr. Tierney the next day for distribution to the Board of Supervisors. The Board tentatively scheduled a joint work session with the School Board for February 27 at 5:30p.m.

Mr. Tierney said the Board will be provided with detailed department requests via their iPads.

Supervisor Dunn and Mr. Tierney discussed the result of keeping a revenue neutral tax rate.

The Board and Staff discussed fees in various departments and the possibility of increasing those fees.

CLOSED SESSION

At 4:42 p.m. Vice Chairman Lofton moved that the Board of Supervisors of Frederick County enter a closed session pursuant to Virginia Code § 2.2-3711(A)(3) for discussion or consideration of the disposition of publicly held real property, where discussion in an open meeting would adversely affect the bargaining position or negotiating strategy of the public body. Supervisor Wells seconded the motion which carried on a voice vote.

At 5:25 p.m., the Board members being assembled within the designated meeting place in the presence of members of the public and the media desiring to attend, the meeting was reconvened on motion of Vice Chairman Lofton, seconded by Supervisor Wells. Vice Chairman Lofton moved that the Board of Supervisors of Frederick County certify that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification applies, and (ii) only such public business matters as were identified in the motion convening the closed meeting were heard, discussed, or considered by the Board. Supervisor Dunn seconded the motion which carried as follows on a roll call vote:

| | | | |
|--------------------------------|------------|--------------------------------|---------------|
| Blaine P. Dunn | Aye | Shannon G. Trout | Absent |
| Gary A. Lofton | Aye | Robert W. Wells | Aye |
| J. Douglas McCarthy | Aye | Charles S. DeHaven, Jr. | Aye |
| Judith McCann-Slaughter | Aye | | |

ADJOURN

There being no further business, on motion Vice Chairman Lofton, seconded by Supervisor McCarthy, the meeting was adjourned at 5:26 p.m.

C

FINANCE COMMITTEE REPORT to the BOARD OF SUPERVISORS
Wednesday, January 16, 2019
3:45 p.m.
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

A Finance Committee meeting was held in the First Floor Conference Room at 107 North Kent Street on Wednesday, January 16, 2019 at 3:45 p.m.

ATTENDEES:

Committee Members Present: Judith McCann-Slaughter, Chairman; Charles DeHaven; Gary Lofton; Jeffrey Boppe; and Angela Rudolph. Non-voting liaisons: William Orndoff, Treasurer; and Ellen Murphy, Commissioner of the Revenue.

Committee Members Absent: none

Staff present: Cheryl Shiffler, Finance Director; Sharon Kibler, Assistant Finance Director; Kris Tierney, County Administrator; Jay Tibbs, Assistant County Administrator; Rod Williams, County Attorney; Lenny Millholland, Sheriff; Jennifer Place, Budget Analyst; Karen Vacchio, PIO; and Nick Sabo, WRA Director.

ITEMS REQUIRING ACTION BY BOARD OF SUPERVISORS:

☒ Items 1 and 2 were approved under consent agenda.

1. ☒ The WRA Director requests an Airport fund supplemental appropriation in the amount of \$10,000 to hold the "Wings 'N Wheels" community event. No local funds required. See attached memo, p. 2.
2. ☒ The Sheriff requests a General Fund supplemental appropriation in the amount of \$2,425. This amount represents court ordered restitution received. No local funds required. See attached memo, p. 3.

NO ACTION REQUIRED:

1. The Commissioner of the Revenue provided information on tax relief. See attached information, p. 4.

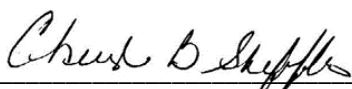
INFORMATION ONLY

1. The Finance Director provides a Fund 10 Transfer Report for December 2018. See attached, p. 5.
2. The Finance Director provides financial statements ending December 31, 2018. See attached, p. 6 – 16.
3. The Finance Director provides an FY 2019 Fund Balance Report ending January 11, 2019. See attached, p. 17.

Respectfully submitted,

FINANCE COMMITTEE

Judith McCann-Slaughter, Chairman
Charles DeHaven
Gary Lofton
Jeffrey Boppe
Angela Rudolph

By 
Cheryl B. Shiffler, Finance Director



WINCHESTER REGIONAL AIRPORT

491 AIRPORT ROAD
WINCHESTER, VIRGINIA 22602
(540) 662-5786

Memo

To: Cheryl Shiffler, Frederick County Finance Director
From: Nick Sabo, Winchester Regional Airport Authority Executive Director
Date: January 8, 2019
Re: Supplemental Appropriation Request - Airport Event Expenses

The purpose of this memorandum is to respectfully request appropriation of \$10,000 for expenses related to a community event called "Wings 'N Wheels", tentatively scheduled for June 1, 2019 at the Winchester Regional Airport. No local matching funds are required as offsetting revenues will be generated through collection of sponsorship, exhibitor, and vendor fees. If successful, our intention is to make this an annual event.

Note: although the requested appropriation is \$10,000, the actual amount expended will not exceed revenues collected. If approved, please create corresponding expense and revenue budget codes for Fund 17.

Thank you for your support and assistance. If you have questions or need additional information, please contact me directly at 540-662-5786.

Sincerely,

Nick Sabo
Executive Director
Winchester Regional Airport Authority

FREDERICK COUNTY SHERIFF'S OFFICE



Sheriff Lenny Millholland

Major Steve A. Hawkins

**1080 COVERSTONE DRIVE
WINCHESTER, VIRGINIA 22602**

**540-662-6168
FAX 540-504-6400**

TO : Cheryl Shiffler, Director of Finance
FROM : Sheriff R. Lenny Millholland
SUBJECT : Sheriff Restitution
DATE : January 9, 2019

We are requesting the following amounts to be appropriated in the following line items. These amounts represent as payment order by the court for restitution.

10/9/18 - \$2075.00 - This amount represents court order as payment from the defendant Burkehammer) for all the hours worked during the case for Investigator Varnau. Please appropriate this amount to line item 3102-1005-000-000

12/12/18 - \$350 – This amount represents court ordered restitution for damage sustained to Deputy Bradford cruiser during an arrest on 11/29/17. Please appropriate this amount to line item 3102-3004-000-002

Thank you

LWM/adl

| TAX RELIEF FOR ELDERLY, DISABLED, VETERANS AND SURVIVING SPOUSE OF KILLED IN ACTION | | | |
|---|----------|------------|-----------------|
| TYPE OF TAX RELIEF | TAX YEAR | # APPROVED | DISCOUNT AMOUNT |
| ELDERLY | 2015 | 537 | \$269,684.71 |
| | 2016 | 564 | \$288,031.72 |
| | 2017 | 552 | \$321,264.40 |
| | 2018 | 562 | \$335,186.54 |

| TYPE OF TAX RELIEF | TAX YEAR | # APPROVED | DISCOUNT AMOUNT |
|--------------------|----------|------------|-----------------|
| DISABLED | 2015 | 193 | \$109,056.02 |
| | 2016 | 207 | \$130,017.46 |
| | 2017 | 186 | \$132,640.94 |
| | 2018 | 188 | \$139,278.39 |

| TYPE OF TAX RELIEF | TAX YEAR | # APPROVED | DISCOUNT AMOUNT |
|--------------------|----------|------------|-----------------|
| Veteran | 2015 | 92 | \$108,470.82 |
| | 2016 | 110 | \$136,870.36 |
| | 2017 | 123 | \$170,044.77 |
| | 2018 | 143 | \$205,809.20 |

| TYPE OF TAX RELIEF | TAX YEAR | # APPROVED | DISCOUNT AMOUNT |
|--------------------|----------|------------|-----------------|
| Surviving Spouse | 2015 | 0 | \$0.00 |
| | 2016 | 1 | \$1,716.43 |
| | 2017 | 1 | \$1,799.63 |
| | 2018 | 1 | \$1,830.02 |

BUDGET TRANSFERS DECEMBER 2018

Page 1

| DATE | DEPARTMENT/GENERAL FUND | REASON FOR TRANSFER | FROM | TO | ACCT | CODE | AMOUNT |
|------------|------------------------------------|--|------|------|------|------|-------------|
| 12/6/2018 | FIRE AND RESCUE | 12/18 Promotions | 3505 | 1007 | 000 | 001 | (2,710.93) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 107 | 2,710.93 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,310.49) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 058 | 2,310.49 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,785.94) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 010 | 2,785.94 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,710.99) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 085 | 2,710.99 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,782.80) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 125 | 2,782.80 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,303.02) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 106 | 2,303.02 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (3,112.14) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 084 | 3,112.14 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,300.14) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 092 | 2,300.14 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,502.26) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 053 | 2,502.26 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,300.84) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 093 | 2,300.84 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,300.84) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 083 | 2,300.84 |
| | FIRE AND RESCUE | | 3505 | 1007 | 000 | 001 | (2,777.99) |
| | FIRE AND RESCUE | | 3505 | 1001 | 000 | 127 | 2,777.99 |
| 12/10/2018 | REFUSE COLLECTION | PURCHASE BOOKS | 4203 | 8006 | 000 | 000 | (200.00) |
| | REFUSE COLLECTION | | 4203 | 5411 | 000 | 000 | 200.00 |
| 12/10/2018 | INSPECTIONS | TO COVER DEFICIT FUNDS | 3401 | 1005 | 000 | 000 | (2,000.00) |
| | INSPECTIONS | | 3401 | 1001 | 000 | 075 | 2,000.00 |
| 12/11/2018 | COUNTY OFFICE BUILDINGS/COURTHOUSE | PURCHASE CART TO HOLD TABLES/CHAIRS IN BOS CLOSET | 4304 | 5401 | 000 | 000 | (600.00) |
| | COUNTY OFFICE BUILDINGS/COURTHOUSE | | 4304 | 5400 | 000 | 000 | 600.00 |
| 12/11/2018 | INSPECTIONS | TO COVER DEFICIT FUNDS | 3401 | 1005 | 000 | 000 | (1,000.00) |
| | INSPECTIONS | | 3401 | 1001 | 000 | 075 | 1,000.00 |
| 12/13/2018 | OTHER | TO COVER DEFICIT IN ELECTRICITY FREDERICK COUNTY MIDDLE SCHOOL | 1224 | 5302 | 000 | 000 | (1,800.00) |
| | COUNTY OFFICE BUILDINGS/COURTHOUSE | | 4304 | 5101 | 000 | 010 | 1,800.00 |
| | OTHER | | 1224 | 5307 | 000 | 000 | (1,600.00) |
| | COUNTY OFFICE BUILDINGS/COURTHOUSE | | 4304 | 5101 | 000 | 010 | 1,600.00 |
| 12/13/2018 | OTHER | TO COVER DEFICIT IN TELEPHONE FREDERICK COUNTY MIDDLE SCHOOL | 1224 | 5302 | 000 | 000 | (200.00) |
| | COUNTY OFFICE BUILDINGS/COURTHOUSE | | 4304 | 5204 | 000 | 010 | 200.00 |
| 12/21/2018 | FIRE AND RESCUE | EMERGENCY LIGHTING & INSTALLATION ON NEW VEHICLE | 3505 | 5408 | 000 | 000 | (10,236.00) |
| | FIRE AND RESCUE | (reclass to fixed asset) | 3505 | 8005 | 000 | 000 | 10,236.00 |
| 12/21/2018 | SHERIFF | NOVEMBER EXPENSES | 3102 | 5410 | 000 | 000 | (6,000.00) |
| | SHERIFF | | 3102 | 5409 | 000 | 000 | 6,000.00 |

County of Frederick
General Fund
December 31, 2018

| ASSETS | FY19
<u>12/31/18</u> | FY18
<u>12/31/17</u> | Increase
(Decrease) |
|------------------------------------|-----------------------------|-----------------------------|-----------------------------------|
| Cash and Cash Equivalents | 49,917,517.06 | 46,788,841.54 | 3,128,675.52 *A |
| Petty Cash | 1,555.00 | 1,555.00 | 0.00 |
| Receivables: | | | |
| Taxes, Commonwealth, Reimb. P/P | 3,825,716.05 | 3,468,797.20 | 356,918.85 |
| Streetlights | 1,226.94 | 1,211.09 | 15.85 |
| Miscellaneous Charges | 50,274.79 | 54,868.41 | (4,593.62) |
| Due from Fred. Co. San. Auth. | 657,083.23 | 657,083.23 | 0.00 |
| Prepaid Postage | 546.96 | 4,351.66 | (3,804.70) |
| GL controls (est.rev / est. exp) | <u>(4,404,280.02)</u> | <u>(16,425,148.68)</u> | <u>12,020,868.66</u> (1) Attached |
| TOTAL ASSETS | <u>50,049,640.01</u> | <u>34,551,559.45</u> | <u>15,498,080.56</u> |
|
LIABILITIES | | | |
| Retainage Payable | 47,010.53 | 0.00 | 47,010.53 |
| Performance Bonds Payable | 761,210.00 | 1,188,847.76 | (427,637.76) |
| Taxes Collected in Advance | 188,095.15 | 497,932.48 | (309,837.33) |
| Deferred Revenue | <u>3,877,516.78</u> | <u>3,525,429.97</u> | <u>352,086.81</u> *B |
| TOTAL LIABILITIES | 4,873,832.46 | 5,212,210.21 | (338,377.75) |
|
EQUITY | | | |
| Fund Balance | | | |
| Reserved: | | | |
| Encumbrance General Fund | 1,118,991.77 | 715,196.38 | 403,795.39 (2) Attached |
| Conservation Easement | 4,779.85 | 4,779.85 | 0.00 |
| Peg Grant | 377,100.38 | 234,066.38 | 143,034.00 |
| Prepaid Items | 949.63 | 949.63 | 0.00 |
| Advances | 657,083.23 | 657,083.23 | 0.00 |
| Employee Benefits | 93,120.82 | 93,120.82 | 0.00 |
| Courthouse Fees | 408,676.25 | 362,751.09 | 45,925.16 |
| Historical Markers | 17,726.59 | 17,501.27 | 225.32 |
| Animal Shelter | 1,226,179.07 | 1,091,175.27 | 135,003.80 |
| Sheriff's Reserve | 1,000.00 | 1,000.00 | 0.00 |
| Proffers | 5,158,521.68 | 4,160,177.57 | 998,344.11 (3) Attached |
| Parks Reserve | 17,631.82 | 12,413.70 | 5,218.12 |
| E-Summons Funds | 163,429.73 | 78,269.19 | 85,160.54 |
| VDOT Revenue Sharing | 436,270.00 | 436,270.00 | 0.00 |
| Undesignated Adjusted Fund Balance | <u>35,494,346.73</u> | <u>21,474,594.86</u> | <u>14,019,751.87</u> (4) Attached |
| TOTAL EQUITY | <u>45,175,807.55</u> | <u>29,339,349.24</u> | <u>15,836,458.31</u> |
| TOTAL LIAB. & EQUITY | <u>50,049,640.01</u> | <u>34,551,559.45</u> | <u>15,498,080.56</u> |

NOTES:

A The cash increase includes an increase in revenue and fund balance and a decrease in expenditures and transfers (refer to the comparative statement of revenues, expenditures, transfers and change in fund balance).

***B** Deferred revenue includes taxes receivable, street lights, misc. charges, dog tags, and motor vehicle registration fees.

BALANCE SHEET

| (1) GL Controls | FY19 | FY18 | Inc/(Decrease) |
|---------------------|---------------|---------------|----------------|
| Est.Revenue | 180,176,369 | 172,209,964 | 7,966,405 |
| Appropriations | (79,987,939) | (84,594,267) | 4,606,328 |
| Est.Tr.to Other fds | (105,711,701) | (104,756,042) | (955,660) |
| Encumbrances | 1,118,992 | 715,196 | 403,795 |
| | (4,404,280) | (16,425,149) | 12,020,869 |

(2) General Fund Purchase Orders 12/18

| DEPARTMENT | Amount |
|-------------------------|--|
| Commonwealth Attorney | 3,925.32 HON Systems Furniture |
| County Office Buildings | 23,940.00 Control System Public Safety Building |
| | 3,100.00 Water Conditioner |
| Fire and Rescue | 47,300.00 Uniforms |
| | 4,215.00 Emergency lighting, Siren, Console includes installation for the Ford F-250 Training Purposes |
| | 4,000.00 Install Lighting |
| | 16,664.00 Washer Extractor With Installation |
| | 31,270.55 2019 Ford F-250 |
| | 47,300.00 Protective Clothing |
| | 7,524.79 Motorola Mobile Radio with Multiband Antenna |
| Parks | 10,235.23 Emergency Lighting for 2019 Ford F-250 includes Installation |
| | 40,355.15 Outdoor Gym & Installation Sherando |
| | 56,057.00 Frederick Heights Park Trail |
| | 560.40 Agricultural Supplies |
| | 527,200.00 Sherando Park Recreation Access Project |
| | 9,512.04 Event Shirts |
| | 5,650.00 Sand for Volleyball Courts |
| | 2,878.47 IP Video System |
| Public Safety | 4,290.00 Youth Basketball Uniforms |
| | 40,438.46 Carousel Installation Project Management |
| | 30,375.00 ITS Equipment & Emergency Notification Software & Service |
| | 5,000.00 Clear Lot At North Mountain Tower |
| | 4,586.60 Cable, Connectors, and Mounts |
| Sheriff | 12,819.20 North Mountain Tower Inspection/Includes Materials and Labor |
| | 4,540.00 One Solution Software and Installation Service |
| | 2,053.06 Body Armor Vest Carriers (48) |
| | 16,024.54 Combat Uniforms |
| | 7,141.18 Uniforms |
| | 4,217.38 Tactical Equipment |
| | 2,892.00 (2) Raptor K Band Radar |
| | 3,250.00 Intoximeters |
| | 3,125.00 Truck Vault With Accessories |
| | 127,600.00 Armored Swat Van |
| | 4,107.44 (4) Nikon Cameras |
| | 4,843.96 Dell Computer with (2) Monitors |
| Total | 1,118,991.77 |

| (3) Proffer Information | SCHOOLS | PARKS | FIRE & RESCUE | Designated Other Projects | TOTAL |
|-------------------------|--------------|-----------|---------------|---------------------------|--------------|
| Balance 12/31/18 | 2,751,622.38 | 87,651.67 | 463,712.91 | 1,855,534.72 | 5,158,521.68 |

Designated Other Projects Detail

| | |
|-------------------------------|---|
| Administration | 327,492.71 |
| Bridges | 14,714.00 |
| Historic Preservation | 158,000.00 12/11/14 Board Action designated \$50,000 for final debt payment |
| Library | 200,857.01 on the Huntsberry property. |
| Rt.50 Trans.Imp. | 10,000.00 |
| Rt. 50 Rezoning | 25,000.00 |
| Rt. 656 & 657 Imp. | 25,000.00 |
| RT.277 | 162,375.00 |
| Sheriff | 81,706.00 |
| Solid Waste | 12,000.00 |
| Stop Lights | 52,445.00 |
| Treasurer | 700.00 |
| BPG Properties/Rt.11 Corridor | 330,000.00 |
| Blackburn Rezoning | 452,745.00 |
| Clearbrook Bus.Ctr.Rezoning | 2,500.00 |
| Total | 1,855,534.72 |

Other Proffers 12/31/18

| | |
|---------------------------|-----------------|
| (4) Fund Balance Adjusted | |
| Ending Balance 12/18 | 44,247,902.53 |
| Revenue 12/18 | 82,018,458.79 |
| Expenditures 12/18 | (39,674,428.80) |
| Transfers 12/18 | (51,097,585.79) |
| 12/18 Ending Balance | 35,494,346.73 |

County of Frederick
Comparative Statement of Revenues, Expenditures
and Changes in Fund Balance
December 31, 2018

| REVENUES: | | FY19
12/31/18
<u>Actual</u> | FY18
12/31/17
<u>Actual</u> | YTD
Actual
<u>Variance</u> |
|--|-----------------------|-----------------------------------|-----------------------------------|----------------------------------|
| | <u>Appropriated</u> | | | |
| General Property Taxes | 123,179,515.00 | 53,478,452.87 | 51,453,139.22 | 2,025,313.65 (1) |
| Other local taxes | 36,959,731.00 | 11,308,093.26 | 11,214,649.75 | 93,443.51 (2) |
| Permits & Privilege fees | 1,838,386.00 | 1,030,213.66 | 1,062,366.11 | (32,152.45) (3) |
| Revenue from use of money
and property | 526,810.00 | 800,130.27 | 413,541.47 | 386,588.80 (4) |
| Charges for Services | 3,061,899.00 | 1,493,377.56 | 1,419,637.97 | 73,739.59 |
| Miscellaneous | 530,579.29 | 303,299.00 | 380,058.51 | (76,759.51) |
| Recovered Costs | 1,618,949.00 | 1,054,013.27 | 841,921.02 | 212,092.25 (5) |
| Proffers | | 711,462.09 | 690,852.32 | 20,609.77 (5) |
| Intergovernmental: | | | | |
| Commonwealth | 12,460,499.74 | 11,774,914.53 | 11,640,839.72 | 134,074.81 (6) |
| Federal | 0.00 | 8,501.95 | 9,795.00 | (1,293.05) (7) |
| Insurance Recoveries | 0.00 | 3,104.33 | 0.00 | 3,104.33 |
| Transfers | 0.00 | 52,896.00 | 0.00 | 52,896.00 |
| TOTAL REVENUES | 180,176,369.03 | 82,018,458.79 | 79,126,801.09 | 2,891,657.70 |
| | | | | |
| EXPENDITURES: | | | | |
| General Administration | 12,945,879.26 | 7,398,210.99 | 7,026,272.96 | 371,938.03 |
| Judicial Administration | 2,924,157.74 | 1,381,747.82 | 1,256,908.88 | 124,838.94 |
| Public Safety | 38,840,792.87 | 19,920,105.92 | 20,073,829.59 | (153,723.67) |
| Public Works | 6,251,106.13 | 2,526,560.26 | 2,159,239.59 | 367,320.67 |
| Health and Welfare | 10,200,498.00 | 4,179,281.10 | 4,153,337.90 | 25,943.20 |
| Education | 81,080.00 | 40,540.00 | 38,160.00 | 2,380.00 |
| Parks, Recreation, Culture | 8,659,114.78 | 3,479,473.70 | 3,306,539.14 | 172,934.56 |
| Community Development | 2,184,007.71 | 748,509.01 | 2,673,204.19 | (1,924,695.18) |
| TOTAL EXPENDITURES | 82,086,636.49 | 39,674,428.80 | 40,687,492.25 | (1,013,063.45) (8) |
| | | | | |
| OTHER FINANCING SOURCES (USES): | | | | |
| Operating transfers from / to | 103,613,004.33 | 51,097,585.79 | 54,856,635.60 | (3,759,049.81) (9) |
| Excess (deficiency)of revenues & other
sources over expenditures
& other uses | (5,523,271.79) | (8,753,555.80) | (16,417,326.76) | (7,663,770.96) |
| | | | | |
| Fund Balance per General Ledger | | 44,247,902.53 | 37,891,921.62 | 6,355,980.91 |
| Fund Balance Adjusted to reflect
Income Statement 12/31/18 | | 35,494,346.73 | 21,474,594.86 | 14,019,751.87 |

| (1)General Property Taxes | FY19 | FY18 | Increase/Decrease |
|--------------------------------------|------------|------------|-------------------|
| Real Estate Taxes | 29,265,624 | 27,956,242 | 1,309,382 |
| Public Services | 1,202,351 | 1,402,899 | (200,548) |
| Personal Property | 22,320,741 | 21,395,961 | 924,780 |
| Penalties and Interest | 520,946 | 535,847 | (14,901) |
| Credit Card Chgs./Delinq.Advertising | (16,432) | (27,381) | 10,949 |
| Adm.Fees For Liens&Distress | 185,224 | 189,571 | (4,347) |
| | 53,478,453 | 51,453,139 | 2,025,314 |

(2) Other Local Taxes

| | | | |
|-----------------------------|----------------------|----------------------|------------------|
| Local Sales Tax | 4,866,113.53 | 4,697,581.87 | 168,531.66 |
| Communications Sales Tax | 390,737.08 | 418,112.79 | (27,375.71) |
| Utility Taxes | 1,298,499.45 | 1,351,671.82 | (53,172.37) *1 |
| Business Licenses | 952,072.58 | 1,052,577.86 | (100,505.28) |
| Auto Rental Tax | 60,958.68 | 46,996.47 | 13,962.21 |
| Motor Vehicle Licenses Fees | 437,545.11 | 470,667.63 | (33,122.52) |
| Recordation Taxes | 925,290.16 | 838,697.68 | 86,592.48 |
| Meals Tax | 2,070,338.69 | 2,024,859.31 | 45,479.38 |
| Lodging Tax | 290,503.11 | 294,011.30 | (3,508.19) |
| Street Lights | 11,864.87 | 15,363.02 | (3,498.15) |
| Star Fort Fees | 4,170.00 | 4,110.00 | 60.00 |
| Total | 11,308,093.26 | 11,214,649.75 | 93,443.51 |

(3)Permits&Privileges

| | | | |
|-------------------------------|---------------------|---------------------|--------------------|
| Dog Licenses | 19,217.83 | 19,139.00 | 78.83 |
| Land Use Application Fees | 6,225.00 | 6,325.00 | (100.00) |
| Transfer Fees | 1,707.97 | 1,714.27 | (6.30) |
| Development Review Fees | 188,557.14 | 243,007.00 | (54,449.86) |
| Building Permits | 592,331.64 | 567,052.26 | 25,279.38 |
| 2% State Fees | 6,809.58 | 7,804.58 | (995.00) |
| Electrical Permits | 61,997.50 | 61,054.00 | 943.50 |
| Plumbing Permits | 14,314.00 | 10,294.00 | 4,020.00 |
| Mechanical Permits | 56,401.00 | 53,899.00 | 2,502.00 |
| Sign Permits | 1,075.00 | 4,925.00 | (3,850.00) |
| Permits Commerical Burning | 25.00 | 100.00 | (75.00) |
| Blasting Permits | 195.00 | 195.00 | - |
| Land Disturbance Permits | 79,657.00 | 86,157.00 | (6,500.00) |
| Commercial Pump and Haul Fee | 500.00 | - | 500.00 |
| Residential Pump and Haul Fee | 100.00 | 500.00 | (400.00) |
| Transfer Development Rights | 1,100.00 | 200.00 | 900.00 |
| Total | 1,030,213.66 | 1,062,366.11 | (32,152.45) |

(4) Revenue from use of

| | | | |
|--------------|-------------------|-------------------|-------------------|
| Money | 779,736.72 | 383,091.37 | 396,645.35 |
| Property | 20,393.55 | 30,450.10 | (10,056.55) |
| Total | 800,130.27 | 413,541.47 | 386,588.80 |

*1 Timing of the receipt of revenue in current month.

| (5) Recovered Costs | FY19 | FY18 | Increase/Decrease |
|---|--------------|--------------|-------------------|
| | 12/31/2018 | 12/31/2017 | |
| Recovered Costs Treasurer's Office | 819.00 | 32,772.00 | (31,953.00) |
| Recovered Costs Social Services | 7,883.18 | - | 7,883.18 |
| Purchasing Card Rebate | 205,315.50 | 156,281.56 | 49,033.94 |
| Recovered Costs-IT/GIS | 27,261.00 | 27,261.00 | - |
| Recovered Costs F&R Fee Recovery | 177,586.94 | 101,177.06 | 76,409.88 |
| Recovered Cost Fire Companies | 171,346.53 | 94,182.34 | 77,164.19 |
| Recovered Costs Sheriff | 28,850.00 | 11,125.00 | 17,725.00 |
| Reimbursement Circuit Court | 4,773.12 | 5,244.61 | (471.49) |
| Reimb.Public Works/Planning Clean Up | 2,042.47 | 1,283.68 | 758.79 |
| Clarke County Container Fees | 27,871.27 | 24,891.95 | 2,979.32 |
| City of Winchester Container Fees | 20,651.01 | 22,428.48 | (1,777.47) |
| Refuse Disposal Fees | 54,238.15 | 53,092.37 | 1,145.78 |
| Recycling Revenue | 29,474.10 | 44,664.76 | (15,190.66) |
| Sheriff Restitution | 2,075.00 | - | 2,075.00 |
| Container Fees Bowman Library | 753.48 | 926.36 | (172.88) |
| Reimb.of Expenses Gen.District Court | 15,641.32 | 14,846.53 | 794.79 |
| Reimb.Task Force | 34,297.00 | 26,529.62 | 7,767.38 |
| Reimb. Elections | 2,155.98 | - | 2,155.98 |
| Westminster Canterbury Lieu of Tax | 18,651.80 | 18,651.80 | - |
| Grounds Maint. Frederick County Schools | 153,344.57 | 142,671.65 | 10,672.92 |
| Comcast PEG Grant | 43,722.50 | 43,292.00 | 430.50 |
| Fire School Programs | 11,680.00 | 11,288.00 | 392.00 |
| Clerks Reimbursement to County | 4,627.50 | 5,094.36 | (466.86) |
| Reimb. Sheriff | 8,951.85 | 4,215.89 | 4,735.96 |
| Subtotal Recovered Costs | 1,054,013.27 | 841,921.02 | 212,092.25 |
| Proffer Sovereign Village | 32,928.57 | - | 32,928.57 |
| Proffer Lynnehaven | - | 3,378.31 | (3,378.31) |
| Proffer Redbud Run | 58,086.00 | 32,270.00 | 25,816.00 |
| Proffer Canter Estates | - | 57,231.58 | (57,231.58) |
| Proffer Southern Hills | 97,256.82 | 127,660.00 | (30,403.18) |
| Proffer Snowden Bridge | 498,785.70 | 416,621.43 | 82,164.27 |
| Proffer Cedar Meadows | 24,405.00 | 53,691.00 | (29,286.00) |
| Subtotal Proffers | 711,462.09 | 690,852.32 | 20,609.77 |
| Grand Total | 1,765,475.36 | 1,532,773.34 | 232,702.02 |

| | | | |
|------------------------------------|---------------|---------------|-------------------|
| (6) Commonwealth Revenue | FY19 | FY18 | |
| | 12/31/2018 | 12/31/2017 | Increase/Decrease |
| Motor Vehicle Carriers Tax | 38,825.41 | 22,886.25 | 15,939.16 |
| Mobile Home Titling Tax | 45,437.66 | 54,528.49 | (9,090.83) |
| Recordation Taxes | 243,034.09 | 187,177.20 | 55,856.89 |
| P/P State Reimbursement | 6,526,528.18 | 6,526,528.18 | - |
| Shared Expenses Comm.Atty. | 227,381.07 | 228,328.33 | (947.26) |
| Shared Expenses Sheriff | 1,042,698.00 | 1,027,896.59 | 14,801.41 |
| Shared Expenses Comm.of Rev. | 93,644.71 | 91,613.47 | 2,031.24 |
| Shared Expenses Treasurer | 68,954.25 | 53,671.72 | 15,282.53 |
| Shared Expenses Clerk | 191,854.88 | 195,692.75 | (3,837.87) |
| Public Assistance Grants | 2,421,927.70 | 2,536,509.94 | (114,582.24) |
| Litter Control Grants | 18,330.00 | 14,774.00 | 3,556.00 |
| Four-For-Life-Funds | 88,718.24 | 85,262.32 | 3,455.92 |
| Emergency Services Fire Program | 260,328.00 | 251,441.00 | 8,887.00 |
| DMV Grant Funding | 15,480.31 | 14,220.85 | 1,259.46 |
| Parks -State Grants | 23,985.27 | - | 23,985.27 |
| State Grant Emergency Services | - | 15,925.00 | (15,925.00) |
| Sheriff State Grants | 11,360.00 | 36,207.35 | (24,847.35) |
| JJC Grant Juvenile Justice | 32,090.00 | 64,180.00 | (32,090.00) |
| Rent/Lease Payments | 116,451.39 | 115,528.52 | 922.87 |
| Spay/Neuter Assistance State | 314.45 | 134.90 | 179.55 |
| Wireless 911 Grant | 107,046.20 | 29,144.98 | 77,901.22 |
| State Forfeited Asset Funds | 12,321.29 | 17,584.42 | (5,263.13) |
| VA Dept. of Health | 93,033.80 | - | 93,033.80 |
| Victim Witness-Commonwealth Office | 95,169.63 | 71,475.96 | 23,693.67 |
| F&R OEMS Reimbursement | - | 127.50 | (127.50) |
| Total | 11,774,914.53 | 11,640,839.72 | 134,074.81 |

County of Frederick**General Fund**

December 31, 2018

| (7) Federal Revenue | FY19 | FY18 | Increase/Decrease |
|------------------------------|----------|----------|-------------------|
| Payments In Lieu of Taxes | 352.20 | 0.00 | 352.20 |
| Federal Forfeited Assets DOJ | - | 1,549.17 | (1,549.17) |
| Federal Funds Sheriff | 8,149.75 | 6,423.36 | 1,726.39 |
| Forfeited Assets Treasury | - | 1,822.47 | (1,822.47) |
| Total | 8,501.95 | 9,795.00 | (1,293.05) |

(8) Expenditures

Expenditures decreased \$1,013,063.45. **General Administration** increased \$371,938.03 and includes \$163,585.88 in IT for firewall support, switch and smartnet contract, and switch replacement core data network. **Public Works** increased \$367,320.67 and includes the \$192,664.02 for the Stephenson Compactor Site and an Engineering purchase for a 2018 Ford F-150 4x4 at a cost of \$28,408.00. Additionally, \$25,406 for a heat pump that includes installation and \$32,400 for a control system. **Community Development** decreased \$1,924,695.18 and was impacted by the \$2,000,000 transfer to Economic Development Authority for economic incentive for the Navy Credit Union in the previous year. The transfers decreased \$3,759,049.81. See chart below:

| (9) Transfers Decreased \$3,759,049.81 | FY19 | FY18 | Increase/Decrease | |
|---|---------------|---------------|-------------------|----|
| Transfer to School Operating | 41,730,199.45 | 40,951,338.87 | 778,860.58 | *1 |
| Transfer to Debt Service Schools | 7,267,910.00 | 7,986,237.50 | (718,327.50) | *2 |
| Transfer to Debt Service County | 1,552,312.20 | 1,525,259.37 | 27,052.83 | *3 |
| Transfer School Operating Capital | 503,416.47 | - | 503,416.47 | *4 |
| Operational Transfers | 43,747.67 | 70,179.86 | (26,432.19) | *5 |
| Board Contingency | 0.00 | 4,323,620.00 | (4,323,620.00) | *6 |
| Total | 51,097,585.79 | 54,856,635.60 | (3,759,049.81) | |

*1 School Operating FY19 was \$542,862.45 C/F encumbrances and \$41,187,337 for half the School Operating. The FY18 total was C/F that includes School encumbrances of \$1,032,255.77, grant funds for \$285,003.55 received in FY17 for specific purposes, and \$997,264.55 represents unspent FY17 funds to be spent on buses. Additionally \$38,636,815 for half the School operating.

*2 The transfer to debt service was reduced \$718,327.50.

*3 Payments include the Bowman Library and the City of Winchester for Courtroom, Roof, and HVAC Projects, Millwood Station, Roundhill, Public Safety, and the Animal Shelter.

*4 School Operating Capital includes \$316,537.71 that represents a carry forward of unspent, restricted grant funds and \$186,878.76 carry forward of unspent funds for the purchase of a school bus and security equipment.

*5 Timing of Insurance Charge Outs.

*6 Board of Supervisors Capital.

County of Frederick
FUND 11 NORTHWESTERN REGIONAL ADULT DETENTION CENTER
December 31, 2018

| ASSETS | FY2019
<u>12/31/18</u> | FY2018
<u>12/31/17</u> | Increase
(Decrease) |
|---------------------------------|---------------------------|---------------------------|------------------------|
| Cash | 8,568,433.78 | 8,776,390.97 | (207,957.19) *1 |
| GL controls(est.rev/est.exp) | <u>(1,456,447.48)</u> | <u>(1,003,200.50)</u> | <u>(453,246.98)</u> |
| TOTAL ASSETS | <u>7,111,986.30</u> | <u>7,773,190.47</u> | <u>(661,204.17)</u> |
| LIABILITIES | | | |
| Accrued Operating Reserve Costs | <u>2,551,494.10</u> | <u>2,507,247.00</u> | <u>44,247.10</u> |
| TOTAL LIABILITIES | <u>2,551,494.10</u> | <u>2,507,247.00</u> | <u>44,247.10</u> |
| EQUITY | | | |
| Fund Balance | | | |
| Reserved | | | |
| Encumbrances | 85,862.44 | 15,961.60 | 69,900.84 |
| Undesignated | | | |
| Fund Balance | <u>4,474,629.76</u> | <u>5,249,981.87</u> | <u>(775,352.11) *2</u> |
| TOTAL EQUITY | <u>4,560,492.20</u> | <u>5,265,943.47</u> | <u>(705,451.27)</u> |
| TOTAL LIABILITY & EQUITY | <u>7,111,986.30</u> | <u>7,773,190.47</u> | <u>(661,204.17)</u> |

NOTES:

*1 Cash decreased \$207,957.19. Refer to the following page for comparative statement of revenues and expenditures and changes in fund balance.

*2 Fund balance decreased \$775,352.11. The beginning balance was \$5,566,043.76 that includes adjusting entries, budget controls for FY19(\$1,316,409.00) and the year to date revenue less expenditures \$224,995.00.

| | |
|--|--------------------|
| Current Unrecorded Accounts Receivable- | <u>FY19</u> |
| Prisoner Billing: | 30,324.20 |
| Compensation Board Reimbursement 12/18 | <u>279,197.61</u> |
| Total | 309,521.81 |

County of Frederick
Comparative Statement of Revenues, Expenditures
and Changes in Fund Balance
December 31, 2018

FUND 11 NORTHWESTERN REGIONAL ADULT DETENTION CENTER

| | | FY2019
12/31/18 | FY2018
12/31/17 | YTD Actual |
|---|-----------------------|----------------------------|----------------------------|--------------------------|
| REVENUES: | <u>Appropriated</u> | <u>Actual</u> | <u>Actual</u> | <u>Variance</u> |
| Credit Card Probation | - | 248.87 | 43.76 | 205.11 |
| Interest | | 33,167.73 | 20,902.98 | 12,264.75 |
| Supervision Fees | 56,096.00 | 25,837.00 | 15,043.00 | 10,794.00 |
| Drug Testing Fees | 1,000.00 | 135.00 | 103.45 | 31.55 |
| Work Release Fees | 350,628.00 | 161,007.25 | 141,077.63 | 19,929.62 |
| Prisoner Fees from other localities | 0.00 | 237.96 | 0.00 | 237.96 |
| Federal Bureau Of Prisons | 0.00 | 55.00 | 110.00 | (55.00) |
| Local Contributions | 7,824,994.00 | 3,990,079.50 | 4,570,527.75 | (580,448.25) |
| Miscellaneous | 7,501.00 | 1,590.84 | 1,656.68 | (65.84) |
| Phone Commissions | 400,000.00 | 103,926.88 | 91,607.53 | 12,319.35 |
| Food & Staff Reimbursement | 80,000.00 | 22,945.35 | 29,207.68 | (6,262.33) |
| Elec.Monitoring Part.Fees | 97,000.00 | 67,631.86 | 34,155.07 | 33,476.79 |
| Share of Jail Cost Commonwealth | 1,350,000.00 | 316,756.00 | 326,160.60 | (9,404.60) |
| Reimb. Of Prior Year Deficit | | | 0.00 | |
| Medical & Health Reimb. | 85,000.00 | 23,509.89 | 31,837.48 | (8,327.59) |
| Shared Expenses CFW Jail | 5,400,000.00 | 2,204,885.46 | 2,086,294.38 | 118,591.08 |
| State Grants | 276,233.00 | 73,716.00 | 64,092.00 | 9,624.00 |
| D.J.C.P. Grant | 0.00 | 0.00 | 69,832.00 | (69,832.00) |
| Local Offender Probation | 277,467.00 | 67,354.00 | 0.00 | 67,354.00 |
| Bond Proceeds | 0.00 | 0.00 | 0.00 | 0.00 |
| Transfer From General Fund | 5,266,848.00 | 3,893,932.50 | 4,045,844.25 | (151,911.75) |
| TOTAL REVENUES | 21,472,767.00 | 10,987,017.09 | 11,528,496.24 | (541,479.15) |
| EXPENDITURES: | 23,015,076.92 | 10,762,022.09 | 9,882,148.14 | 879,873.95 |
| Excess(Deficiency)of revenues over expenditures | (1,542,309.92) | 224,995.00 | 1,646,348.10 | (1,421,353.10) |
| FUND BALANCE PER GENERAL LEDGER | | <u>4,249,634.76</u> | <u>3,603,633.77</u> | <u>646,000.99</u> |
| Fund Balance Adjusted To Reflect Income Statement 12/31/18 | | 4,474,629.76 | 5,249,981.87 | (775,352.11) |

County of Frederick
Fund 12 Landfill
December 31, 2018

| ASSETS | FY2019
12/31/18 | FY2018
12/31/17 | Increase
(Decrease) |
|-----------------------------------|----------------------|----------------------|------------------------|
| Cash | 37,989,277.89 | 37,157,395.82 | 831,882.07 |
| Receivables: | | | |
| Accounts Receivable | | | |
| Fees | 770,373.90 | 533,200.46 | 237,173.44 *1 |
| Accounts Receivable Other | 2,611.20 | 2,273.44 | 337.76 |
| Allow.Uncollectible Fees | (84,000.00) | (84,000.00) | 0.00 |
| Fixed Assets | 47,529,650.90 | 47,158,186.20 | 371,464.70 |
| Accumulated Depreciation | (31,283,925.70) | (29,232,078.83) | (2,051,846.87) |
| GL controls(est.rev/est.exp) | (4,063,691.00) | (2,871,762.00) | (1,191,929.00) |
| TOTAL ASSETS | 50,860,297.19 | 52,663,215.09 | (1,802,917.90) |
| LIABILITIES | | | |
| Accounts Payable | - | - | |
| Accrued VAC.Pay and Comp TimePay | 173,153.49 | 158,608.75 | 14,544.74 |
| Accrued Remediation Costs | 13,126,481.90 | 12,807,957.65 | 318,524.25 *2 |
| Deferred Revenue Misc.Charges | 2,611.20 | 2,273.44 | 337.76 |
| TOTAL LIABILITIES | 13,302,246.59 | 12,968,839.84 | 333,406.75 |
| EQUITY | | | |
| Fund Balance | | | |
| Reserved: | | | |
| Encumbrances | 55,887.55 | 386,396.00 | (330,508.45) *3 |
| Land Acquisition | 1,048,000.00 | 1,048,000.00 | 0.00 |
| New Development Costs | 3,812,000.00 | 3,812,000.00 | 0.00 |
| Environmental Project Costs | 1,948,442.00 | 1,948,442.00 | 0.00 |
| Equipment | 3,050,000.00 | 3,050,000.00 | 0.00 |
| Undesignated | | | |
| Fund Balance | 27,643,721.05 | 29,449,537.25 | (1,805,816.20) *4 |
| TOTAL EQUITY | 37,558,050.60 | 39,694,375.25 | (2,136,324.65) |
| TOTAL LIABILITY AND EQUITY | 50,860,297.19 | 52,663,215.09 | (1,802,917.90) |

NOTES:

*1 Landfill receivables increased \$237,173.44. Landfill fees at 12/18 were \$598,585.35 compared to \$463,335.25 at 12/17 for an increase of \$135,250.10. Delinquent fees at 12/18 were \$217,818.38 compared to \$69,865.21 at 12/17 for an increase of \$147,953.17.

*2 Remediation increased \$318,524.25 and includes \$271,591.00 for post closure and \$46,933.25 interest.

*3 The encumbrance balance at 12/31/18 was \$55,887.55 and includes \$31,819.55 for a 2019 Ford F-250 truck, and \$24,068.00 for a Toyota gas forklift.

*4 Fund balance decreased \$1,805,816.20. The beginning balance was \$31,691,389.40 and includes adjusting entries, budget controls for FY19(\$30,199), C/F Landfill projects(\$3,706,000), and (\$311,469.35) for year to date revenue less expenses.

County of Frederick
Comparative Statement of Revenue,Expenditures
and Changes in Fund Balance
December 31, 2018

| FUND 12 LANDFILL
REVENUES | | FY2019
12/31/18
<u>Actual</u> | FY2018
12/31/17
<u>Actual</u> | YTD
Actual
<u>Variance</u> |
|---|-----------------------|--|--|---|
| | <u>Appropriated</u> | | | |
| Credit Card Charges | 0.00 | 2,988.02 | 1,845.80 | 1,142.22 |
| Interest on Bank Deposits | 120,000.00 | 145,265.72 | 72,604.30 | 72,661.42 |
| Salvage and Surplus | 75,000.00 | 80,722.15 | 80,089.51 | 632.64 |
| Sanitary Landfill Fees | 6,562,000.00 | 3,578,770.70 | 2,950,140.66 | 628,630.04 |
| Charges to County | 0.00 | 307,341.30 | 268,547.35 | 38,793.95 |
| Charges to Winchester | 0.00 | 80,252.35 | 69,949.32 | 10,303.03 |
| Tire Recycling | 142,500.00 | 116,228.78 | 124,957.49 | (8,728.71) |
| Reg.Recycling Electronics | 91,200.00 | 30,800.00 | 24,301.00 | 6,499.00 |
| Greenhouse Gas Credit Sales | 0.00 | 29,680.82 | 4,918.95 | 24,761.87 |
| Miscellaneous | 0.00 | 169.00 | 178.00 | (9.00) |
| Renewable Energy Credits | 168,402.00 | 80,132.04 | 89,808.12 | (9,676.08) |
| Landfill Gas To Electricity | 312,837.00 | 143,792.13 | 159,885.85 | (16,093.72) |
| Insurance Recoveries | | 4,872.23 | 0.00 | 4,872.23 |
| Waste Oil Recycling | | 0.00 | 0.00 | 0.00 |
| TOTAL REVENUES | 7,471,939.00 | 4,601,015.24 | 3,847,226.35 | 753,788.89 |
| Operating Expenditures | 5,567,138.00 | 2,054,743.24 | 1,618,557.17 | 436,186.07 |
| Capital Expenditures | 6,024,379.55 | 2,857,741.35 | 97,214.38 | 2,760,526.97 |
| TOTAL Expenditures | 11,591,517.55 | 4,912,484.59 | 1,715,771.55 | 3,196,713.04 |
| Excess(deficiency)of revenue over
expenditures | (4,119,578.55) | (311,469.35) | 2,131,454.80 | (2,442,924.15) |
| Fund Balance Per General Ledger | | 27,955,190.40 | 27,318,082.45 | 637,107.95 |
| FUND BALANCE ADJUSTED | | 27,643,721.05 | 29,449,537.25 | (1,805,816.20) |

County of Frederick, VA
Report on Unreserved Fund Balance
January 11, 2019

Unreserved Fund Balance, Beginning of Year, July 1, 2018 **46,153,037**

Prior Year Funding & Carryforward Amounts

| | |
|--|-------------|
| C/F forfeited asset funds | (52,569) |
| C/F Fire Company Capital | (224,818) |
| C/F Capital impact study | (59,067) |
| C/F Sheriff auto claim reimbursement | (15,191) |
| C/F Parks projects | (324,382) |
| C/F compactor rehab | (19,500) |
| C/F Middletown convenience site | (45,000) |
| C/F Stephenson convenience site | (385,342) |
| C/F spay/neuter program | (6,521) |
| C/F design/build animal shelter addition | (6,727) |
| C/F county admin bldg maintenance projects | (31,044) |
| C/F School Operating | (503,416) |
| | (1,673,577) |

Other Funding / Adjustments

| | |
|-----------------------------------|-------------|
| COR refund - Ascar Leasing | (2,521) |
| COR refund - BMW Financial | (2,790) |
| COR refund - Bowman Properties | (3,283) |
| COR refund - Capital Meats | (23,136) |
| Sheriff SWAT vehicle | (130,943) |
| COR refund - Acar Leasing | (3,026) |
| COR refund - Toyota Leasing | (4,087) |
| COR refund - Toyota Leasing | (3,714) |
| COR refund - Disabled Veteran | (3,492) |
| COR refund - Disabled Veteran | (3,907) |
| COR refund - Disabled Veteran | (7,297) |
| COR refund - American Telephone | (2,712) |
| COR refund - APC PCS LLC | (40,650) |
| Return unspent FY 18 VJCCCA funds | (41,450) |
| School Safety Phase II | (1,264,000) |
| COR refund - Enterprise FM | (5,786) |
| COR refund - Disabled Veteran | (2,543) |
| COR refund - Disabled Veteran | (3,501) |
| COR refund - Disabled Veteran | (12,290) |
| | (1,561,127) |

Fund Balance, January 11, 2019 **42,918,333**

D

HUMAN RESOURCES COMMITTEE REPORT to the BOARD OF SUPERVISORS
Friday, January 11, 2019
9:00 a.m.
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

A Human Resources Committee meeting was held in the First Floor Conference Room at 107 North Kent Street on Friday, January 11, 2019 at 9:00 a.m.

ATTENDEES:

Committee Members Present: Blaine Dunn, Chairman; Don Butler.

Non-voting liaisons: None

Committee Members Absent: Doug McCarthy; Dorrie Green; Robert (Bob) Wells; and Beth Lewin

Staff present: Michael Marciano, Human Resources Director; DeLois Blevins, Human Resources Manager; Rod Williams, County Attorney; Cheryl Shiffler, Finance Director; Sharon Kibler, Assistant Finance Director; Jay Tibbs, Assistant County Administrator; William Orndoff, Treasurer.

Others present: Josh Janney.

ITEMS REQUIRING ACTION BY BOARD OF SUPERVISORS:

A quorum was not attained and therefore no actions could be taken; discussions were for informational purposes only.

1. The Finance Department is requesting a new position in the FY 2019/2020 budget; Purchasing Manager; at a grade 10.
2. The Fire and Rescue Department is requesting a new position in the FY 2019/2020 budget; Assistant Chief; at a grade 12.
3. Discussion on the need to revamp the County's Employee of the Month program.

ITEMS FOR INFORMATION ONLY

None

Respectfully submitted,

HUMAN RESOURCES COMMITTEE

Blaine Dunn, Chairman
Don Butler

By /s/ Michael Marciano

Michael Marciano, Human Resources Director

E

PARKS AND RECREATION COMMISSION REPORT to the BOARD OF SUPERVISORS
Wednesday January 23, 2019
7:00 p.m.
107 NORTH KENT STREET, WINCHESTER, VIRGINIA

To: Jay Tibbs, Deputy County Administrator for Human Services
From: Jason L. Robertson, Director, Parks & Recreation Dept.
Date: January 10, 2019
Subject: Parks and Recreation Commission Action

The Parks and Recreation Commission met on January 8, 2019. Members present were: Christopher Fordney, Natalie Gerometta, Gary Longerbeam, Charles Sandy, Jr., Ronald Madagan, and Robert Wells (Board of Supervisors' Non-Voting Liaison). Members absent were: Randy Carter, Amy Strosnider, Guss Morrison.

ITEMS REQUIRING ACTION BY BOARD OF SUPERVISORS:

None

ITEMS SUBMITTED FOR INFORMATION ONLY

1. The Commission elected Mr. Charles R. Sandy, Jr. as the 2019 Chairman and Mr. Gary Longerbeam as the Vice-Chairman.
2. The Commission recommended updating the attached Youth Sports Partner Policy (500.02)
 - a. This policy will return to Commission for further review, prior to Board submittal.
3. The Commission recommends purchasing the materials needed to create a pickleball court at Frederick Heights Park.

Cc: Randy Carter, Chairman
Robert Wells, Board of Supervisors' Non-Voting Liaison



COUNTY of FREDERICK

Parks and Recreation Department

540/665-5678

Fax: 540/665-9687

Email: fcprd@fcva.us

www.fcprd.net

FREDERICK COUNTY COMMISSION FOR PARKS AND RECREATION

January 8, 2019

Greenwood Mill Community Center

Members Present: Christopher Fordney, Natalie Gerometta, Gary Longerbeam, Charles Sandy, Jr., Ronald Madagan, and Robert Wells (Board of Supervisors' Non-Voting Liaison)

Members Absent: Randy Carter, Amy Strosnider, Guss Morrison

Staff: Jason Robertson, Jon Turkel, Stacy Herbaugh

Call to Order

The meeting was called to order at 7:00 p.m. by Mr. Charles Sandy.

Approval of December 11, 2018 Meeting Minutes

Mrs. Gerometta moved to approve the minutes as submitted, second by Mr. Longerbeam carried unanimously (5-0).

Adoption of Agenda

Mr. Fordney moved to approve the agenda, second by Mr. Madagan carried unanimously (5-0).

Unfinished Business

Mr. Madagan complimented the Winchester Star reporter for the nice article regarding Frederick Heights Park that was published on Janu 5, 2019.

New Business

Election of Officers: Mr. Robertson (as Secretary of the Commission) opened the floor for nominations for the Chairman and Vice-Chairman of the Commission.

Mr. Longerbeam nominated Mr. Sandy for the position of Chairman, seconded by Mr. Madagan carried unanimously (5-0).

Mr. Madagan nominated Mr. Longerbeam for Vice-Chairman, seconded by Mrs. Gerometta, carried unanimously (5-0).

Monthly Reports

Staff Report-Mr. Turkel reported as follows:

Frederick Heights Park ribbon cutting will be January 23, 2019 at 11:30 a.m., all are invited. The park officially opened on December 28, 2018. Mr. Fordney's bench has been installed as well as the dog waste station.

The land disturbance permits are in for Northwest Sherando Park, the asphalt work should begin over the next two weeks.

The Clearbrook Park parking lot is still awaiting site plan comments, hope to bid the project out in late January.

Mr. Madagan asked about the Frederick Water ballfields, a site plan has not been submitted yet.

The Sherando Field #8 pressbox and dugouts are in.

Mr. Robertson reported as follows:

Interviews are being conducted this week for the positions of a Recreation Technician and a Park Caretaker.

The basic REC staff will be attending a Ukeru training conducted by Grafton School.

The Father/Daughter Dance will be held on February 16th at the Moose Lodge.

We will be hosting a Trail Run/Walk at Sherando Park on April 6th.

The donation to the WATTS Organization in the amount of \$7,269.29 will be presented at the Parks and Recreation Office on January 14, 2019 at 1:30 p.m.

Drafts are out to the YSP's for 2019 Field Allocations. Those will be reviewed by the YSP Committee on February 6th at 4 p.m.

The Frederick County Finance Committee approved the School Grounds Maintenance Equipment Fund. It will go before the Board of Supervisors on January 9, 2019.

Winter Wonderland concluded on December 30th with over 22,000 in attendance with a revenue of \$137,970.

Standing Committee Reports:

Youth Sports Partners Committee-January 2, 2019:

1. Mrs. Gerometta made a motion to adopt the Youth Sports Partners Policy (500.02) as written, seconded by Mr. Madagan, carried unanimously (5-0).
2. Ms. Herbaugh updated the Commission on the procedure for Non-YSP promotion of activities that would benefit the community via the Department's media outlets.
3. Ms. Herbaugh reviewed the MOU with the Youth Development Center and provided the Commission with an update on some oversight measures for 2019.

Building and Grounds Committee-January 4, 2019:

1. Purchasing directional signs for Frederick Heights Park will be tabled until spring to allow time to gather information to determine need.
2. Installing a fence or shrubs beside the bollard at Frederick Heights Park to prevent a vehicle from driving on the trail was tabled until spring.
3. Mr. Madagan made a motion to purchase the supplies to create a pickleball court on the asphalt slab at Frederick Heights Park, seconded by Mr. Longerbeam, carried unanimously (5-0).

Information Items

The Commission will be receiving a policy recommendation next month to edit the by-laws regarding attending the meetings electronically.

Adjournment

Mr. Sandy adjourned the meeting at 8:02 p.m.

Respectfully submitted,

Randy Carter, Chairman


Jason L. Robertson, Director

F



COUNTY of FREDERICK

Kris C. Tierney
County Administrator

540/665-6382

Fax: 540/667-0370

E-mail: ktierney@fcva.us

MEMORANDUM

TO: Board of Supervisors
FROM: Kris C. Tierney, County Administrator *KCT*
DATE: January 15, 2019
RE: Committee Appointments

Listed below are the vacancies/appointments due through March 2019. As a reminder, in order for everyone to have ample time to review applications, and so they can be included in the agenda, please remember to submit applications prior to Friday agenda preparation. Your assistance is greatly appreciated.

VACANCIES/OTHER

Extension Leadership Council

Margaret B. Douglas – Back Creek District Representative
452 Barley Lane
Winchester, VA 22602
Term Expires: 01/14/20
Four year term

(Vacancy Due to the Passing of Mrs. Brumback.) *(The Extension Leadership Council is comprised of ten members, one member from each magisterial district appointed by the Board of Supervisors and four members-at large recommended by the Virginia Tech Extension Service. Members serve a four year term.)*

Shenandoah Area Agency on Aging (SAAA)

Member-At-Large – Frederick County – SAAA Appointment

(Staff has confirmed that the Area Agency on Aging is still seeking assistance in finding a possible candidate(s) to fill the Frederick County Member-At-Large seat. This seat is their appointment. Staff has posted to County Web Site.) *(According to agency by-laws, the Area Agency on Aging Board may appoint up to six At-Large Members.)*

NOVEMBER 2018

Shawneeland Sanitary District Advisory Committee

Michelle Landon
226 Graywolfe Trail
Winchester, VA 22602
Home: (540)877-1838
Term Expires: 11/09/18
Two year term

Jeff Stevens
114 Rappahannock Trail
Winchester, VA 22602
Home: (540)327-3112
Term Expires: 11/09/18
Two year term

(Staff has posted to County Web Site.) *The ShawneeLand Sanitary District Advisory Committee is comprised of five members made up of resident property owners and serve a two year term. Members are eligible for reappointment.)*

DECEMBER 2018

Board of Equalization

Timothy W. McKee – Frederick County Representative
2101 Salem Church Road
Stephens City, VA 22655
Home: (540)868-1472
Term Expires: 12/31/18
Three year term

(Mr. McKee has advised he does not wish to continue serving when his term expires. Staff has posted to County Web Site.) *(The Board of Equalization is composed of five members. Members must be free holders in the county. In October 2010, the Board of Supervisors appointed the Board of Equalization as a “permanent” board for subsequent reassessments. The original five members were appointed for the following terms: one member for a one-year term; one member for a two-year term; and three members for a three-year term. Going forward, all future appointments shall be for a three-year term. Recommendation for appointment/reappointment are made by the Board of Supervisors and submitted to the Judge of the Frederick County Circuit Court for final appointment.)*

JANUARY 2019

No remaining appointments due for January.

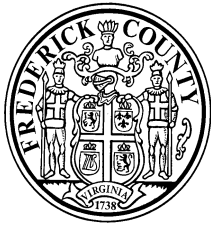
FEBRUARY & MARCH 2019

No appointments due for February or March.

KCT/tjp

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REZONING APPLICATION #03-18
CARPERS VALLEY INDUSTRIAL PARK
Staff Report for the Board of Supervisors
Prepared: January 14, 2019

Staff Contact: Candice E. Perkins, AICP, CZA, Assistant Director
John Bishop, AICP, Assistant Director – Transportation

| | <u>Reviewed</u> | <u>Action</u> |
|------------------------------|------------------------|---|
| Planning Commission: | 11/07/18 | Public Hearing Held; Recommended Approval |
| Board of Supervisors; | 12/12/18 | Postponed |
| Board of Supervisors: | 01/23/19 | Pending |

PROPOSAL: To rezone 122.18+/- acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with proffers.

LOCATION: The subject properties are located approximately one mile east of I-81 on the south side of Millwood Pike (Route 50), proceed right on Prince Frederick Drive (Route 781) then left on Coverstone Drive.

EXECUTIVE SUMMARY & STAFF CONCLUSION FOR THE 01/23/19 BOARD OF SUPERVISORS MEETING:

Staff Note: This rezoning application is consistent with the application postponed on December 12, 2018; no changes have been made to the application.

This is an application to rezone a total of 122.18+/- acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with proffers. The subject property is part of the original Carpers Valley/Governors Hill Rezoning which was approved in 2005 (revised in 2009, 2013 and 2014). Rezoning #11-05 provided for 143 acres of commercial uses and 550 residential units on six parcels of land (Land Bay 1 – Residential, Land Bay 2 – Commercial).

The site is located within the limits of the Senseny/Eastern Frederick Urban Area Plan of the 2035 Comprehensive Plan and depicts the subject properties with a commercial land use designation. This commercial land use designation is reflective of the commercial component of the approved mixed-use project approved for this site. The requested M1 (Light Industrial) District is inconsistent with the Comprehensive Plan.

Rezoning #03-18 seeks to sever two parcels (64-A-86 and 64-A-87) from the original approved proffered rezoning and rezone them to the M1 District with a separate set of proffers. The primary changes proposed with this rezoning include modifications to the overall transportation network approved with the Governors Hill Rezoning. The approved rezoning provided for the completion of Coverstone Drive from Prince Frederick Drive to its intersection with Millwood Pike (Route 50). This rezoning removes the commitment for Coverstone Drive's completion with Land Bay 2 (commercial) and places this commitment solely on Land Bay 1 (residential).

This rezoning has not provided for any coordination with the parties of Land Bay 1 and places a great deal of the road construction responsibilities on Land Bay 1. With this proposed change, it also removes the commercial square footage trigger for the completion of Coverstone Drive. Land Bay 2 consisted of the commercial area and Land Bay 1 the residential portion. The proposed change to industrial would not trigger the completion of Coverstone Drive and Land Bay 1 does not have commercial areas and would therefore also not trigger its completion.

Staff would note that the overall rezoning utilized the commercial tax revenue generated to offset the impacts of the 550 residential units within the development. The monetary proffers for the residential units are \$2,637/unit which was \$2,345 less per unit than the capital impact model in place at the time of rezoning. The Applicant has not demonstrated that the proposed industrial square footage proposed with this rezoning will adequately offset the impacts the residential units will place on the County. The approved rezoning projected up to 1,285,000 SF of commercial building area. The proposed rezoning allows up to 3,100 trips per day (TIA estimated at 1.2 million square feet of warehousing/industrial uses). The total credit utilized to offset the residential units totals \$1,289,750. It is unclear what the proposed industrial use will offset as opposed to the currently approved commercial revenue.

The Planning Commission held a public hearing for this item on November 7, 2018; the Commission ultimately recommended approval of this rezoning.

Staff has outlined concerns that should be considered by the Board of Supervisors in their review of this proposed rezoning. The proposed proffers associated with this proposed rezoning are as follows, Staff comments are shown in bold italic:

Proffer Statement – Dated August 8, 2018, Revised October 12, 2018, November 20, 2018:

1. LAND USE

- 1.1 The Owner intends to develop the Property with a mix of light industrial uses as allowed under the M-1 zoning district provided the maximum daily vehicle trips do not exceed the Traffic Impact Study – Revision I (as prepared by Pennoni July 2018) of 3,100 vehicle trips per day (VPD). With each Site Plan, the owner will submit for the property a trip generation estimate per the Institute of Transportation Engineers (ITE) “Trip Generation Manual”, current edition and a summary of total trips approved to date to ensure that estimates for the property do not exceed 3,100 VPD. In order to gain Site Plan approval for any development that would result in more site trips generated than a total of 3,100 VPD, the Owner shall prepare a new Traffic Impact Analysis, identifying any transportation improvements required to mitigate the increased trip volumes, and reach an agreement with Frederick County and the Virginia Department of Transportation on improvements necessary to mitigate those impacts.

Staff Note: This proposed rezoning removes the commercial square footage trigger for the completion of Coverstone Drive. Land Bay 2 consisted of the commercial area and Land Bay 1 the residential portion. The proposed change to industrial

would not trigger the completion of Coverstone Drive and Land Bay 1 does not have commercial areas and would therefore also not trigger its completion.

Staff Note: This proffer would require the County and VDOT to reach an agreement with the Owner regarding mitigation of future transportation impacts; there are no provisions for what would happen if the parties are unable to reach an agreement.

2. ARCHITECTURE AND SIGNAGE:

- 2.1 All buildings on the Property shall be constructed using similar architectural styles and building materials for a more uniform appearance. Site signage shall be uniform and in compliance with the Frederick County ordinances.

Staff Note: This proffer removes the approved design modification package for the overall development "Design and Development Standards for Carpers Valley". The design modification package contained an overall streetscape design standards, landscaping/screening/open space standards, architectural standards and an architectural review board, height maximums, and street design standards. This proposed rezoning would separate the proposed industrial area from the residential design standards.

3. PEDESTRIAN TRAIL SYSTEM

- 3.1 The Owner shall design and build a public pedestrian-bicycle trail system to Virginia Department of Transportation standards that links to the adjoining properties adjacent Coverstone Drive. Said trails shall be in the location generally depicted on the GDP. Sidewalks shall be constructed on public streets to Virginia Department of Transportation standards. The combined pedestrian/bicycling trail shall be 10 feet wide and shall have an asphalt surface.

4. WATER & SEWER:

- 4.1 The Owner shall be responsible for connecting the Property to public water and sewer. It shall further be responsible for constructing all facilities required for such connection at the Property boundary. All water and sewer infrastructure shall be constructed in accordance with the requirements of the Frederick Water.

Staff Note: This proffer is unnecessary as it is already required.

5. CULTURAL RESOURCES:

- 5.1 The Owner shall conduct or cause to be conducted a Phase I Archeological Investigation of the Property, prior to the approval of the first site or public improvement plan for the

property and shall complete Phase II and III investigations thereof as may be demonstrated to be necessary by the Phase I study.

6. FIRE & RESCUE:

- 6.1 The Applicant shall contribute to the Millwood Fire and Rescue Company in the sum of \$0.10 per building square foot floor area for fire and rescue purposes, payable prior the issuance of the first occupancy permit for each building.

7. TRANSPORTATION:

- 7.1 The Owner shall dedicate, design and construct Coverstone Drive, in the general location shown on the GDP, with reasonable adjustments permitted for final engineering, as a full section with raised medians on a minimum 94' right-of-way, all in accordance with Virginia Department of Transportation specifications, according to the following phasing schedule:

PHASE 1: Phase 1 shall consist of a full four lane section including a ten-foot trail from Point A at its terminus and end of existing right-of-way to Point B the second proposed entrance as depicted on the GDP. Said roadway shall be constructed to base asphalt prior to issuance of a certificate of occupancy for any light industrial building up to 405,000 square feet or greater than 1,500 VPD on the Property.

Staff Note: The approved rezoning allowed for up to 300,000 SF of office land use prior to the completion of Coverstone Drive from point A to B which is the connection of Coverstone Drive to Route 50/Inverlee Way intersection (base asphalt section). The approved proffer also required the completion of all necessary improvements (including signalization of Route 50/Inverlee Way if warranted). The proposed revision only proposes a connection from the existing terminus of Coverstone to the limits of the first proposed industrial intersection for up to 405,000 SF. Due to the change in land use the trip generation will be lower, however there will be additional tractor trailer trips.

PHASE 2: Phase 2 shall consist of construction of a full four lane section of Coverstone Drive, including a ten-foot pedestrian/bicycling trail from Point B, the second proposed entrance, to Point C, the future intersection of Tazewell Road, and the bonding or construction of Coverstone Drive as a four-lane section from Point C to Point D as depicted on the GDP. Said roadway improvements shall be completed prior to issuance of a certificate of occupancy for any use that would cause the Property to exceed 405,000 square feet of light industrial building area or greater than 1,500 VDP. Final top courses of asphalt for Coverstone Drive from Point A to Point C shall be completed with the completion of Phase 2.

Staff Note: Phase 2 from the original rezoning completed the roadway for Coverstone Drive from the segment completed with Phase 1 (Route 50 intersection) to the completed section of Coverstone Drive (two lane section) prior to an issuance of occupancy that caused the development to exceed 400,000 SF of commercial area. This proposed rezoning removes this commitment and constructs a portion from their proposed Phase 1 (existing Coverstone to their first commercial entrance) to the Tazewell Drive intersection and then constructs or bonds the roadway from that point to the neighboring property owner's line. This proposed revision places responsibility for completion of the construction of Coverstone Drive from Millwood Pike/Inverlee to the shared property line (Point D) solely onto the residential area.

Staff Note: Phase 3 from the original rezoning completed the full four lane section of Coverstone Drive once the development exceeds 800,000 SF of commercial area. This rezoning does not account for this improvement.

Staff Note: Phase 4 from the original rezoning proffered the design of Coverstone Drive extended as a four-lane section from Prince Frederick Drive to the proposed limits of the future Route 522 Realignment. In the event that this alignment has not been determined by June 30, 2018, the Applicant is proffered to pay \$20,000 for transportation improvements. The Applicant has not paid the \$20,000 proffer and is therefore in violation of Proffer 15 from the approved rezoning, however there is now a proffer of \$20,000 added as 7.8 below.

Staff Note: Proffer 15.3 from the approved rezoning requires the completion of Coverstone Drive as a full four-lane section from Millwood Pike to Prince Frederick Drive prior to November 1, 2025. The proposed rezoning removes the commitment for the completion of Coverstone Drive and any Inverlee intersection improvements.

Staff Note: Proffer 15.6 from the approved rezoning proffered \$175,000 for signalization or other road improvements at the intersection of Costello Drive and Prince Frederick Drive within 60 days of written request by the County and VDOT after the acceptance of Phase 2 Coverstone Improvements (15.2). This proffer has been removed and would place this requirement on the residential section (Land Bay 1).

- 7.2 The Coverstone Drive public right-of-way shall be dedicated to Frederick County as part of the Site Plan approval process, consistent with applicable Virginia law. Right-of-Way dedication shall be provided to adjacent owners in Governors Hill or another entity if the design, funding and construction Coverstone Drive occurs prior to Carpers Valley Industrial Park executing the proffered improvements above.

7.3 All public streets and roads shall be designed in accordance with the Virginia Department of Transportation specifications, subject to review and approval by Frederick County and Virginia Department of Transportation.

7.4 The design of off-site road improvements shall be in general conformance with the plan entitled “Off-Site Improvements Exhibit” Sheets 1-3, as prepared by Pennoni Associates Inc., dated October 2018. Off-site improvements shall be constructed in two (2) phases and correspond as part of Phases 1 and 2 as defined in Proffer 7.2 above;

Staff Note: The approved rezoning proffered improvements (Phase A) that included improvements at the intersection of Coverstone/Millwood/Inverlee. This improvement is not accounted for in the proposed rezoning and would be required by Land Bay 1 (residential).

Intersection 1: Road improvements as described in “Off-Site Improvements Exhibit Sheet 1 of 3 Route 522 @ Costello Drive” shall be completed in Phase 1.

Staff Note: This proffer amounts to a restriping to extend the left turn lane to accommodate conditions that already exist and does not add any actual capacity. The County has a pending SmartScale application to properly address left turn capacity issues at this intersection, however approval is not assured, and this issue should be analyzed more closely.

Intersection 2: Road improvements as described in “Off-Site Improvements Exhibit Sheet 2 of 3 Prince Frederick Drive at Costello Dr” shall be completed in Phase 1.

Intersection 3: Road improvements as described in “Off-Site Improvements Exhibit Sheet 3 of 3 Route 50 at Prince Frederick Dr” shall be completed in Phase 1.

7.5 Public right-of-way of Tazewell Road shall be dedicated to the property lines of the adjacent parcel with the construction and dedication of the Coverstone Drive extension Phase 2, to allow further construction of the future roadway by others.

Staff Note: While the Applicant has provided for the R-O-W to construct Tazewell Road, all other commitments for Coverstone Drive would need to be completed by Phase 1 of the development prior to the construction of any residential units.

7.6 The Owner shall dedicate an area of approximately 0.6 acres, for the purposes or regional transportation improvements, all property of PIN# 64-A-87 south and west of the Coverstone Drive and Prince Frederick Drive Intersection at the request of Frederick County or the Virginia Department of Transportation.

7.7 The Owner shall make good faith efforts to obtain any off-site right of way needed to complete any proffered off-site transportation improvements. In the event that the

Owner is not able to obtain the right of way and, further, the County and/or State of Virginia do not obtain the necessary right of way in lieu of constructing the road improvement, the Owner shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction cost of those road improvements that could not be implemented. The construction cost estimate shall be subject to review and approval by Virginia Department of Transportation. These monetary contributions may be utilized by Frederick County for transportation improvements within the vicinity of the subject property.

Staff Note: While a cash proffer in lieu of construction in a scenario where right-of-way is not available could possibly be acceptable it should be noted that if right-of-way is not available this could still leave the County with an unacceptable traffic condition at the location where this occurred and no realistic way to address it. It would also be appropriate for the Applicant to analyze this issue more closely to determine where right-of-way may actually be required as this is somewhat of a speculative proffer. It should be determined now whether or not this is an issue and where it is an issue.

- 7.8 The Owner shall contribute \$20,000 toward infrastructure improvements for Coverstone Drive west of Prince Frederick Drive to connect to relocated Route 522, payable prior to the first occupancy permit.

8. AIRPORT OPERATIONS:

- 8.1 The Owner shall consult with the Executive Director of the Winchester Regional Airport with respect to the granting of a reasonable avigation easement to provide further protection for airport operations, and shall dedicate such easement, as the Airport and Owner shall mutually agree. Said avigation easement shall be dedicated prior to issuance of the 1st occupancy permit for the property.
- 8.2 The Owner shall file an Obstruction Evaluation/Airport Airspace Analysis (OE/AAA) in accordance with the Code of Virginia, Section 15.2-2294. The OE/AAA filing shall occur a minimum of 45 days prior to the expected start of any site plan or public improvement plan construction.

Following the required public hearing, a decision regarding this rezoning application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.

This report is prepared by the Frederick County Planning Staff to provide information to the Planning Commission and the Board of Supervisors to assist them in making a decision on this application. It may also be useful to others interested in this zoning matter. Unresolved issues concerning this application are noted by staff where relevant throughout this staff report.

| | <u>Reviewed</u> | <u>Action</u> |
|------------------------------|------------------------|---|
| Planning Commission: | 11/07/18 | Public Hearing Held; Recommended Approval |
| Board of Supervisors: | 12/12/18 | Postponed |
| Board of Supervisors: | 01/23/19 | Pending |

PROPOSAL: To rezone 122.18+/- acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with proffers.

LOCATION: The subject properties are located approximately one mile east of I-81 on the south side of Millwood Pike (Route 50), east of Prince Frederick Drive (Route 781) and Coverstone Drive.

MAGISTERIAL DISTRICT: Shawnee

PROPERTY ID NUMBERS: 64-A-86 and 64-A-87

PROPERTY ZONING: R4 (Residential Planned Community) District

PRESENT USE: Undeveloped/Vacant

ADJOINING PROPERTY ZONING & PRESENT USE:

| | | | |
|--------|------------------------------|------|-----------------------------|
| North: | RP (Residential Performance) | Use: | Single Family Residential |
| South: | RA (Rural Areas) | Use: | Regional Airport |
| East: | M1 (Light Industrial) | Use: | Industrial and Residential |
| | MH1 (Mobile Home Community) | | |
| West: | RA (Rural Areas) | Use: | Regional Airport and Office |
| | B2 (General Business) | | |

REVIEW EVALUATIONS:

Virginia Dept. of Transportation: *Please see summary of VDOT review comments dated July 5, 2018.*

Frederick County Department of Public Works: We will perform a comprehensive review of the site plan to ensure compliance with applicable County Codes. All Stormwater design shall comply with State and County Code. All environmental permit requirements shall be complied with prior to site plan approval.

Frederick County Fire Marshall: Plan approved.

Frederick County Attorney: *Please see Mr. Roderick B. Williams County Attorney, comment letter dated October 30, 2018.*

Frederick Water: *Please see Mr. Eric Lawrence, Executive Director, letter dated August 27, 2018.*

Winchester Regional Airport: *Please see Mr. Nick Sabo, A.A.E., Executive Director, letter dated September 7, 2018.*

Frederick-Winchester Service Authority: No comments.

Planning & Zoning:

1) Site History

The original Frederick County zoning map (U.S.G.S. Winchester Quadrangle) identifies the subject parcels as being zoned R1 (Residential Limited). The parcels were re-mapped from R1 to A2 (Agricultural General) pursuant to the County's comprehensive downzoning initiative (Zoning Amendment Petition #011-80), which was adopted on October 8, 1980. The County's agricultural zoning districts were subsequently combined to form the RA (Rural Areas) District upon adoption of an amendment to the Frederick County Zoning Ordinance on May 10, 1989. The corresponding revision of the zoning map resulted in the re-mapping of the subject property and all other A1 and A2 zoned land to the RA District. The subject properties were rezoned to the R4 (Residential Planned Community) District in 2005 (revised in 2009, 2013 and 2014). A Master Development Plan was approved for the property, the Governors Hill project, in 2009.

2) Comprehensive Plan

The 2035 Comprehensive Plan is the guide for the future growth of Frederick County.

The 2035 Comprehensive Plan is an official public document that serves as the Community's guide for making decisions regarding development, preservation, public facilities and other key components of Community life. The primary goal of this plan is to protect and improve the living environment within Frederick County. It is in essence a composition of policies used to

plan for the future physical development of Frederick County.

The Area Plans, Appendix I of the 2035 Comprehensive Plan, are the primary implementation tool and will be instrumental to the future planning efforts of the County.

Land Use

The 2035 Comprehensive Plan and the Senseny/Eastern Frederick Urban Area Plan provide guidance on the future development of the property. The property is located within the SWSA. The 2035 Comprehensive Plan identifies these properties with a B2/B3 land use designation (commercial/transition uses). The requested M1 (Light Industrial) District is inconsistent with the Comprehensive Plan.

The subject parcels are also located within the boundaries of the Airport Support Area that surrounds the Winchester Regional Airport. This area comprises a zone of influence for airport operations wherein new residential land use is discouraged due to the prevalence of aircraft noise and the consequent potential for use incompatibilities. The development of business and industrial land uses is supported within the Airport Support Area to minimize such use conflicts and ensure the feasibility of future airport expansion.

Transportation and Site Access

The planned road network included in the Senseny/Eastern Frederick Urban Area Plan identifies a major collector road system which provides for an east-west linkage (Coverstone Drive) which connects to Route 50 East at Inverlee Drive. A portion of Coverstone Drive currently exits from Prince Frederick Drive to the property boundary of the Frederick County Public Safety Center. The connection from existing Coverstone Drive to Inverlee Drive offers an important major collector for the approved development as well as significant residential development north of Route 50. This connection offers an alternative to and relieves future congestion on Route 50 between Prince Frederick Drive and I-81.

In addition, Coverstone Drive will connect with the future relocated Route 522 South once it is connected to Prince Frederick Drive. In combination with the soon to be bid Crossover Boulevard project from Airport Road into the City of Winchester, this important network connection will allow significant traffic flow from the residential area and the approved development to Route 522 south and the City of Winchester without traveling through the Exit 313 interchange area.

3) Potential Impacts

Development Coordination:

Rezoning #03-18 seeks to sever two parcels (64-A-86 and 64-A-87) from the original approved proffer and rezone them to the M1 District with a separate set of proffers. The primary changes proposed with this rezoning include modifications to the overall transportation network approved with the Governors Hill Rezoning. The approved rezoning provided for the completion of Coverstone Drive from Prince Frederick Drive to its intersection with Millwood Pike (Route 50). This rezoning removes the commitment for Coverstone Drive's completion

with Land Bay 2 (commercial) and places this commitment solely on Land Bay 1 (residential). This rezoning has not provided for any coordination between the parties of Land Bay 1 and places a great deal of the road construction responsibilities on other parties.

With this proposed change, it also removes the commercial square footage trigger for the completion of Coverstone Drive. Land Bay 2 consisted of the commercial area and Land Bay 1 the residential portion. The proposed change to industrial would not trigger the completion of Coverstone Drive and Land Bay 1 does not have commercial areas and would therefore also not trigger its completion.

Residential Monetary Proffers:

The overall rezoning utilized the tax revenue generated to offset the impacts of the 550 residential units within the development. The monetary proffers for the residential units are \$2,637/unit which was \$2,345 less per unit than the capital impact model in place at the time of rezoning. The Applicant has not demonstrated that the proposed industrial square footage proposed with this rezoning will adequately offset the impacts the residential units will place on the County. The approved rezoning projected up to 1,285,000 SF of commercial building area. The proposed rezoning allows up to 805,000 SF of High-Cube Warehouse or other industrial uses. The total credit utilized to offset the residential units totals \$1,289,750. It is unclear what the proposed industrial use will offset as opposed to the currently approved commercial revenue.

Transportation:

It is recognized that while the trip generation for the development is significantly reduced with the change in land use, the truck portion of that trip generation slightly increases from approximately 916 (based on 2%) to 1,010.

Of significant concern from a transportation perspective is the implementation of the comprehensive planned road network which is proffered in the approved rezoning. The approved rezoning provides a coordinated development that implements the connection to Route 50 at Inverlee Drive from Coverstone Drive. The Applicant's new proposal builds a portion of that roadway but shifts the remainder to the other land bays and there is no evidence that it is feasible for the remaining landbays to address this. The connection from Route 50 to Coverstone and eventually Route 522 (and its ultimate relocation) is important to improving the long-term traffic congestion on Route 50 from Prince Frederick Drive to I-81.

This proposal also shifts the cash proffers for future improvements or signalization at the intersection of Prince Frederick and Costello to the other land bays. In addition, the proposed improvements at Route 522 and Costello Drive do not improve level of service or add capacity.

PLANNING COMMISSION SUMMARY AND ACTION FROM THE 11/07/18 MEETING:

Staff reported this is a request to rezone a total of 122.18+/- acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with proffers and provided an overview of the application.

A Commission Member commented and inquired, the future Route 522 is supposed to come in at Prince Frederick Drive, how would they connect the traffic from Coverstone Drive to the new Route 522. Staff noted it would be a significant intersection or a round-about. The Commission Member inquired if a cash proffer is accepted by the County could it only be used for the purpose of those transportation improvements and if not approved would that cash go back to the developer. Staff noted without more detailed language in the proffers that would be correct. The Commission Member shared his concerns regarding tractor trailers having to make multiple turns to access major roadway and the dangers of the bad angle of turning left from Prince Frederick Drive onto Route 50. Staff noted it would be difficult to improve this intersection.

A Commission Member commented, on the original rezoning cash proffers there is one that reads; by June 30, 2018 the right-of-way and design to be secured for Coverstone Drive to the new Route 522 is supposed to be a \$20,000 cash proffer and he inquired was this proffer paid. Staff explained that it had not been paid and the relocation to Route 522 was adopted by the BOS in December 2017. The Commission Member asked if that would be considered a zoning violation with the existing rezoning. Staff explained, the responsibility for that proffer falls to all property owners associated with the original rezoning; it is an outstanding proffer therefore it is a component of the zoning ordinance specific to this property and it would need to be fulfilled before any development occurs on the property. He noted, should this rezoning move forward, this property would not be responsible for that proffered contribution, that would fall on the balance of the properties as a zoning violation and all of the other commitments that remain would be the responsibility of the remaining property owners. Mr. Alex Westra representing Hines – Global Investment and Development presented a brief overview of the company. He noted, although a very large company, Hines remains family oriented. Mr. Westra commented the development will be a major benefit to the County.

Mr. Ron Mislowsky of Pennoni Associates spoke on behalf of the Applicant. Mr. Mislowsky gave an overview of how this application came forward and the prior rezoning. Mr. Mislowsky shared comments provided by County Agencies. Mr. Mislowsky believes the impacts associated with this rezoning have been addressed. Mr. Mislowsky noted the Applicant is agreeable to the increase to emergency services of \$0.10 per SF and also not to exceed 3,100 trips per day.

A Commissioner Member shared his concerns with the safety issues regarding truck traffic turning left from Prince Frederick Drive onto Route 50. A Commission Member inquired regarding the Airport Support District and does that encompass all of the Land Bays. Mr. Mislowsky stated that it does; Business and Industrial.

Mr. Paul Anderson the Vice-Chairman of the Regional Airport Authority spoke in support of this application and wants to make sure the proffers are left in place.

Rezoning #03-18 Carpers Valley Industrial Park
January 14, 2019
Page 13

Mr. Steve Aylor of Miller & Smith, the owners of parcels 64-A-83 and 64-A-83A requested this item be postponed or denied.

Commission Members reiterated their concerns for this application: proffers too expensive for residential; traffic safety; road development throughout.

A motion was made (Ambrogi), seconded (Dawson), and passed to recommend approval.

Yes: Mohn, Dawson, Triplett, Ambrogi, Thomas

No: Molden, Oates, Cline, Kenney

(Note: Commissioners Marston, Unger, Manuel were absent from the meeting.)

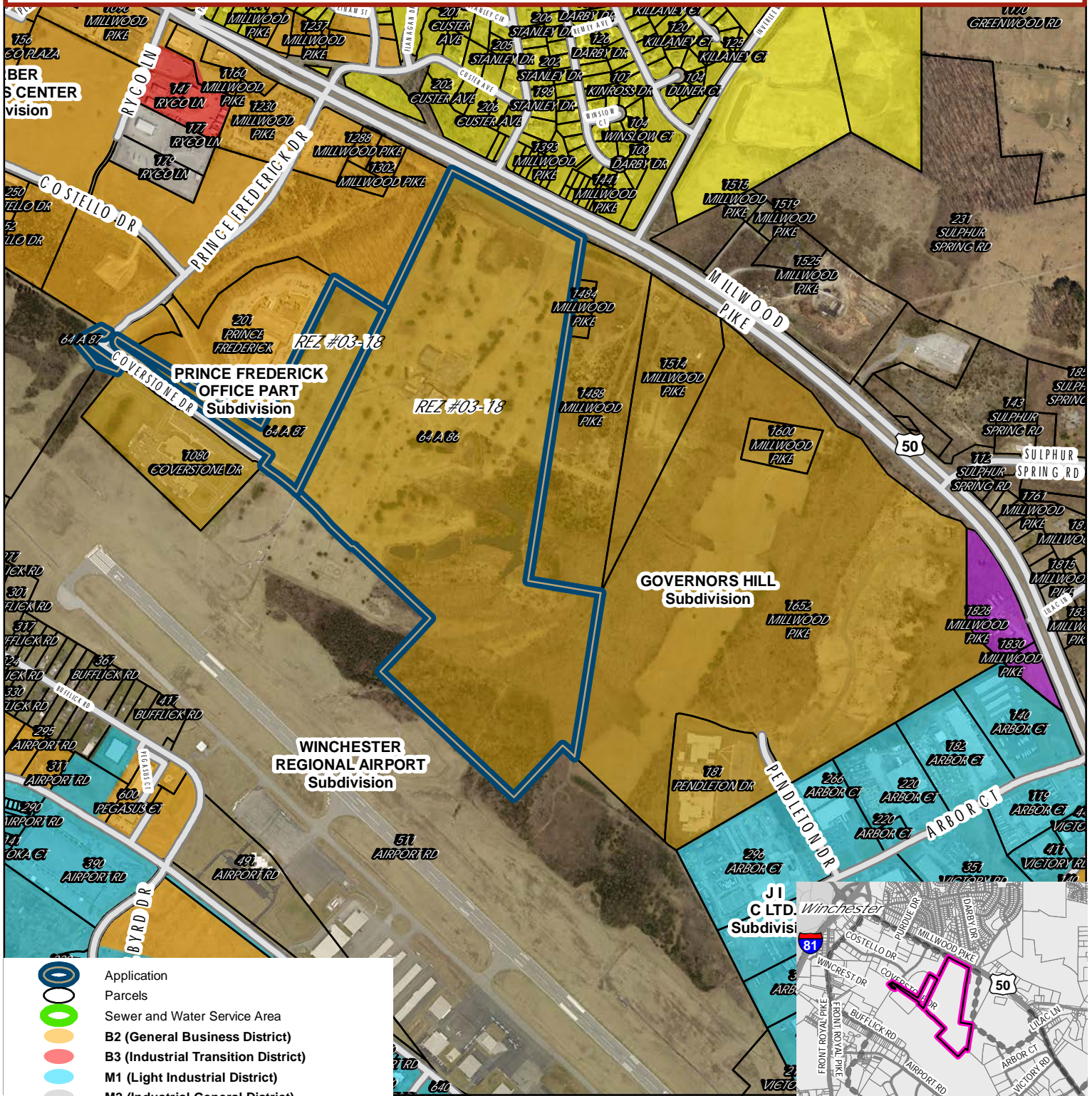
Following the required public hearing, a decision regarding this rezoning application by the Board of Supervisors would be appropriate. The Applicant should be prepared to adequately address all concerns raised by the Board of Supervisors.











REZ # 03 - 18: Carpers Valley Industrial Park

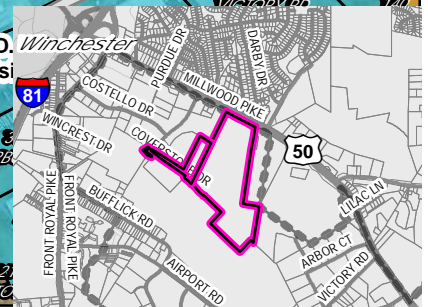
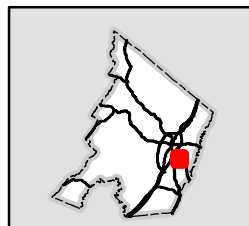
PINs: 64 - A - 86, 64 - A - 87

Rezoning from R4 to M1

Zoning Map

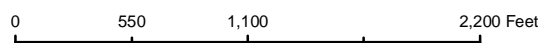
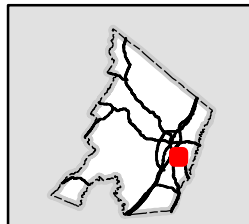
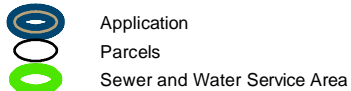


-  Application
-  Parcels
-  Sewer and Water Service Area
-  B2 (General Business District)
-  B3 (Industrial Transition District)
-  M1 (Light Industrial District)
-  M2 (Industrial General District)
-  MH1 (Mobile Home Community District)
-  R4 (Residential Planned Community District)
-  RP (Residential Performance District)



0 550 1,100 2,200 Feet

Location Map



Frederick County Planning & Development
107 N Kent St
Winchester, VA 22601
540 - 665 - 5651
Map Created: October 18, 2018

Long Range Land Use Map



PROFFER STATEMENT

REZONING: RZ. #03-18: R4 to M1

PROPERTY: 122.18 Acres +/-:
Tax Map & Parcels 64-A-86 and 87 (the "Property")

RECORD OWNER: JGR THREE LLC, ELLEN, LLC, LCR, LLC, MDC THREE, LLC,
SUSAN SANDERS, LLC, LIBERTY HILL, L.C., Thomas A. Dick,
Timothy J. Dick and Michael E. Dick

APPLICANT: Hines Acquisitions, LLC

PROJECT NAME: Carpers Valley Industrial Park

DATES
OF
PROFFERS FOR
PREVIOUS REZONINGS: March 24, 2008 (Revised: September 2, 2008; October 31, 2008;
December 8, 2008; January 9, 2009; May 1, 2013; June 17, 2013,
July 23, 2013; August 15, 2013; September 6, 2013; September 26,
2013)

DATE OF PROFFERS: August 8, 2018

REVISION DATE: October 12, 2018; November 20, 2018

The undersigned owners hereby proffer that the use and development of the subject property ("Property"), as described above, shall be in conformance with the following conditions, which shall supersede all other proffers that may have been made prior hereto. In the event that the above referenced rezoning is not granted as applied for by the Owner ("Owner"), these proffers shall be deemed withdrawn and shall be null and void. Further, these proffers are contingent upon final rezoning of the Property with "Final Rezoning" defined as that rezoning that is in effect on the day upon which the Frederick County Board of Supervisors (the "Board") grants the rezoning.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein. The term "Owner" as referenced herein shall include within its meaning all future owners, assigns, and successors in interest. When used in these proffers, the "Generalized Development Plan" shall refer to the plan entitled "Generalized Development Plan, Carpers Valley Industrial Park" prepared by Pennoni Associates, Inc., (the "GDP") dated October 2018. The purpose of the GDP is to identify the general location of the land bays, the general location of the proffered transportation improvements and the general location of the pedestrian trail system. The Owner hereby proffers to develop the Property in substantial conformity with the proffered GDP, prepared by Pennoni Associates, Inc. and dated October 2018. The GDP is recognized to be a conceptual plan and may be adjusted without the

need of new conditional rezoning approval by the Board, provided that the adjustments do not eliminate, substantially reduce, or substantially relocate the areas indicated on the proffered GDP.

1. LAND USE

- 1.1 The Owner intends to develop the Property with a mix of light industrial uses as allowed under the M-1 zoning district provided the maximum daily vehicle trips do not exceed the Traffic Impact Study – Revision I (as prepared by Pennoni July 2018) of 3,100 vehicle trips per day (VPD). With each Site Plan, the owner will submit for the property a trip generation estimate per the Institute of Transportation Engineers (ITE) “Trip Generation Manual”, current edition and a summary of total trips approved to date to ensure that estimates for the property do not exceed 3,100 VPD. In order to gain Site Plan approval for any development that would result in more site trips generated than a total of 3,100 VPD, the Owner shall prepare a new Traffic Impact Analysis, identifying any transportation improvements required to mitigate the increased trip volumes, and reach an agreement with Frederick County and the Virginia Department of Transportation on improvements necessary to mitigate those impacts.

2. ARCHITECTURE AND SIGNAGE:

- 2.1 All buildings on the Property shall be constructed using similar architectural styles and building materials for a more uniform appearance. Site signage shall be uniform and in compliance with the Frederick County ordinances.

3. PEDESTRIAN TRAIL SYSTEM

- 3.1 The Owner shall design and build a public pedestrian-bicycle trail system to Virginia Department of Transportation standards that links to the adjoining properties adjacent Coverstone Drive. Said trails shall be in the location generally depicted on the GDP. Sidewalks shall be constructed on public streets to Virginia Department of Transportation standards. The combined pedestrian/bicycling trail shall be 10 feet wide and shall have an asphalt surface.

4. WATER & SEWER:

- 4.1 The Owner shall be responsible for connecting the Property to public water and sewer. It shall further be responsible for constructing all facilities required for such connection at the Property boundary. All water and sewer infrastructure shall be constructed in accordance with the requirements of the Frederick Water.

5. CULTURAL RESOURCES:

- 5.1 The Owner shall conduct or cause to be conducted a Phase I Archeological Investigation of the Property, prior to the approval of the first site or public improvement plan for the

property and shall complete Phase II and III investigations thereof as may be demonstrated to be necessary by the Phase I study.

6. FIRE & RESCUE:

- 6.1 The Applicant shall contribute to the Millwood Fire and Rescue Company in the sum of \$0.10 per building square foot floor area for fire and rescue purposes, payable prior the issuance of the first occupancy permit for each building.

7. TRANSPORTATION:

- 7.1 The Owner shall dedicate, design and construct Coverstone Drive, in the general location shown on the GDP, with reasonable adjustments permitted for final engineering, as a full section with raised medians on a minimum 94' right-of-way, all in accordance with Virginia Department of Transportation specifications, according to the following phasing schedule:

PHASE 1: Phase 1 shall consist of a full four lane section including a ten-foot trail from Point A at its terminus and end of existing right-of-way to Point B the second proposed entrance as depicted on the GDP. Said roadway shall be constructed to base asphalt prior to issuance of a certificate of occupancy for any light industrial building up to 405,000 square feet or greater than 1,500 VPD on the Property.

PHASE 2: Phase 2 shall consist of construction of a full four lane section of Coverstone Drive, including a ten-foot pedestrian/bicycling trail from Point B, the second proposed entrance, to Point C, the future intersection of Tazewell Road, and the bonding or construction of Coverstone Drive as a four-lane section from Point C to Point D as depicted on the GDP. Said roadway improvements shall be completed prior to issuance of a certificate of occupancy for any use that would cause the Property to exceed 405,000 square feet of light industrial building area or greater than 1,500 VDP. Final top courses of asphalt for Coverstone Drive from Point A to Point C shall be completed with the completion of Phase 2.

- 7.2 The Coverstone Drive public right-of-way shall be dedicated to Frederick County as part of the Site Plan approval process, consistent with applicable Virginia law. Right-of-Way dedication shall be provided to adjacent owners in Governors Hill or another entity if the design, funding and construction Coverstone Drive occurs prior to Carpers Valley Industrial Park executing the proffered improvements above.
- 7.3 All public streets and roads shall be designed in accordance with the Virginia Department of Transportation specifications, subject to review and approval by Frederick County and Virginia Department of Transportation.

- 7.4 The design of off-site road improvements shall be in general conformance with the plan entitled "Off-Site Improvements Exhibit" Sheets 1-3, as prepared by Pennoni Associates Inc., dated October, 2018. Off-site improvements shall be constructed in two (2) phases and correspond as part of Phases 1 and 2 as defined in Proffer 7.2 above;

Intersection 1: Road improvements as described in "Off-Site Improvements Exhibit Sheet 1 of 3 Route 522 @ Costello Dr" shall be completed in Phase 1.

Intersection 2: Road improvements as described in "Off-Site Improvements Exhibit Sheet 2 of 3 Prince Frederick Drive at Costello Dr" shall be completed in Phase 1.

Intersection 3: Road improvements as described in "Off-Site Improvements Exhibit Sheet 3 of 3 Route 50 at Prince Frederick Dr" shall be completed in Phase 1.

- 7.5 Public right-of-way of Tazewell Road shall be dedicated to the property lines of the adjacent parcel with the construction and dedication of the Coverstone Drive extension Phase 2, to allow further construction of the future roadway by others.
- 7.6 The Owner shall dedicate an area of approximately 0.6 acres, for the purposes or regional transportation improvements, all property of PIN# 64A87 south and west of the Coverstone Drive and Prince Frederick Drive Intersection at the request of Frederick County or the Virginia Department of Transportation.
- 7.7 The Owner shall make good faith efforts to obtain any off-site right of way needed to complete any proffered off-site transportation improvements. In the event that the Owner is not able to obtain the right of way and, further, the County and/or State of Virginia do not obtain the necessary right of way in lieu of constructing the road improvement, the Owner shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction cost of those road improvements that could not be implemented. The construction cost estimate shall be subject to review and approval by Virginia Department of Transportation. These monetary contributions may be utilized by Frederick County for transportation improvements within the vicinity of the subject property.
- 7.8 The Owner shall contribute \$20,000 toward infrastructure improvements for Coverstone Drive west of Prince Frederick Drive to connect to relocated Route 522, payable prior to the first occupancy permit.

8. AIRPORT OPERATIONS:

- 8.1 The Owner shall consult with the Executive Director of the Winchester Regional Airport with respect to the granting of a reasonable aviation easement to provide further protection for airport operations, and shall dedicate such easement, as the

Airport and Owner shall mutually agree. Said aviation easement shall be dedicated prior to issuance of the 1st occupancy permit for the property.

- 8.2 The Owner shall file an Obstruction Evaluation/Airport Airspace Analysis (OE/AAA) in accordance with the Code of Virginia, Section 15.2-2294. The OE/AAA filing shall occur a minimum of 45 days prior to the expected start of any site plan or public improvement plan construction.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

JGR THREE, LLC

By: JOHN G. RUSSELL III
By:

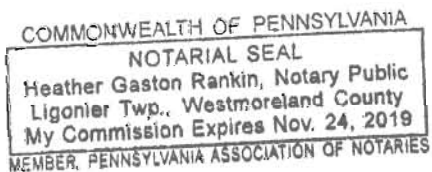
John G. Russell III

Pennsylvania

COMMONWEALTH OF VIRGINIA, AT LARGE
County/City of Westmoreland to-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by JOHN G. RUSSELL III
of JGR THREE, LLC.

My commission expires November 24, 2019
Notary Public Heather Gaston Rankin



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

ELLEN, LLC

By: JOHN G. RUSSELL III

By:

John G. Russell III

Pennsylvania

COMMONWEALTH OF VIRGINIA, AT LARGE

County/City of Westmoreland, To-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by JOHN G. RUSSELL III of ELLEN, LLC.

My commission expires

Notary Public

November 24, 2019
Heather Gaston Rankin

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
Heather Gaston Rankin, Notary Public
Ligonier Twp., Westmoreland County
My Commission Expires Nov. 24, 2019
MEMBER, PENNSYLVANIA ASSOCIATION OF NOTARIES

Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

LCR, LLC

By: LINDA C. RUSSELL

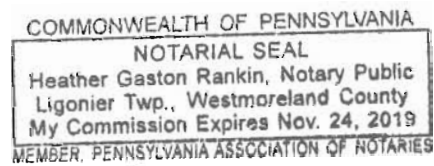
By:

Linda C. Russell
Pennsylvania

COMMONWEALTH OF VIRGINIA, AT LARGE
County/City of Westmoreland, To-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by LINDA C. RUSSELL of LCR, LLC.

My commission expires November 24, 2019
Notary Public Heather Gaston Rankin



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

MDC THREE, LLC

By: JOHN G. RUSSELL III
By:

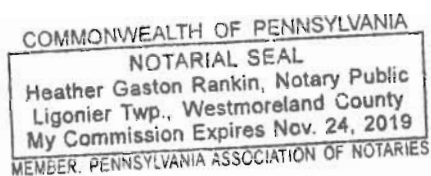
John G. Russell III

Pennsylvania
COMMONWEALTH OF VIRGINIA, AT LARGE
County/City of Westmoreland To-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by JOHN G. RUSSELL III
of MDC THREE, LLC.

My commission expires
Notary Public

November 24, 2019
Heather Gaston Rankin



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

SUSAN SANDERS, LLC

By: JOHN G. RUSSELL III
By:

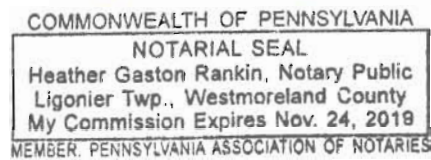
John G. Russell III

Pennsylvania

COMMONWEALTH OF VIRGINIA, AT LARGE
County/City of Westmoreland To-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by JOHN G. RUSSELL III
of SUSAN SANDERS, LLC.

My commission expires November 24, 2019
Notary Public Heather Gaston Rankin



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

LIBERTY HILL, L.C.

By:

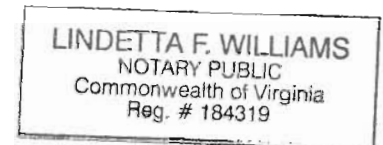
By:

Donna C. Dick

COMMONWEALTH OF VIRGINIA, AT LARGE
~~County~~/City of Winchester, To-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by Donna C. Dick
of LIBERTY HILL, L.C.

My commission expires 03/31/2019
Notary Public Lindetta F. Williams



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

MICHAEL E. DICK

Michael E. Dick

District of Columbia
~~COMMONWEALTH OF VIRGINIA~~, AT LARGE
County/City of Washington, To-wit:

The foregoing instrument was acknowledged before me this 5th day of December, 2018, by
MICHAEL E. DICK.

My commission expires 3/14/2019
Notary Public [Signature]



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

TIMOTHY J. DICK



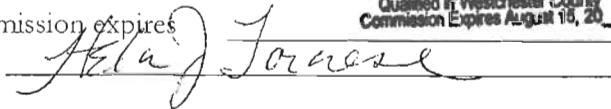
NEW YORK STATE

COMMONWEALTH OF VIRGINIA, AT LARGE
County/City of Westchester to-wit:

The foregoing instrument was acknowledged before me this 5 day of December, 2018, by
TIMOTHY J. DICK.

My commission expires
Notary Public

HELEN J. TORNESE
Notary Public, State of New York
No. 02108346438
Qualified in Westchester County
Commission Expires August 15, 2021



Carpers Valley Industrial Park
Proffer Statement

November 20, 2018

THOMAS A. DICK

Thomas A. Dick

COMMONWEALTH OF VIRGINIA, AT LARGE

~~County~~/City of Winchester, To-wit:

The foregoing instrument was acknowledged before me this 10th day of December, 2018, by
THOMAS A. DICK.

My commission expires
Notary Public

03/31/2019
Lindetta F. Williams

LINETTA F. WILLIAMS
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 184319



FRONT ROYAL PIKE (US
RTE 522) /COSTELLO
DR INTERSECTION

OVERALL LOS AT LOS
"B" AM AND LOS "C"
PM PEAK WITH SITE
FOR 2020 AND 2024

COSTELLO DR
STORAGE SUFFICIENT
FOR "2020 AND 2024 W/
SITE" QUEUES



PENNONI ASSOCIATES INC.
13880 Dulles Corner Lane, Suite 100
Herndon, VA 20171
T 703.449.6700 F 703.449.6713

ALL DOCUMENTS PREPARED BY PENNONI ASSOCIATES ARE INSTRUMENTS OF SERVICE IN RESPECT OF THE PROJECT. THEY ARE NOT INTENDED OR REPRESENTED TO BE SUITABLE FOR REUSE BY OWNER OR OTHERS ON THE EXTENSIONS OF THE PROJECT OR ON ANY OTHER PROJECT. ANY REUSE WITHOUT WRITTEN VERIFICATION OR ADAPTATION BY PENNONI ASSOCIATES FOR THE SPECIFIC PURPOSE INTENDED WILL BE AT OWNERS SOLE RISK AND WITHOUT LIABILITY OR LEGAL EXPOSURE TO PENNONI ASSOCIATES; AND OWNER SHALL INDEMNIFY AND HOLD HARMLESS PENNONI ASSOCIATES FROM ALL CLAIMS, DAMAGES, LOSSES AND EXPENSES ARISING OUT OF OR RESULTING THEREFROM.

Carpers Valley Industrial Park
Frederick County, Virginia

Off-Site Improvements Exhibit
Route 522 at Costello Drive
(Proffer 7.4 Intersection 1)

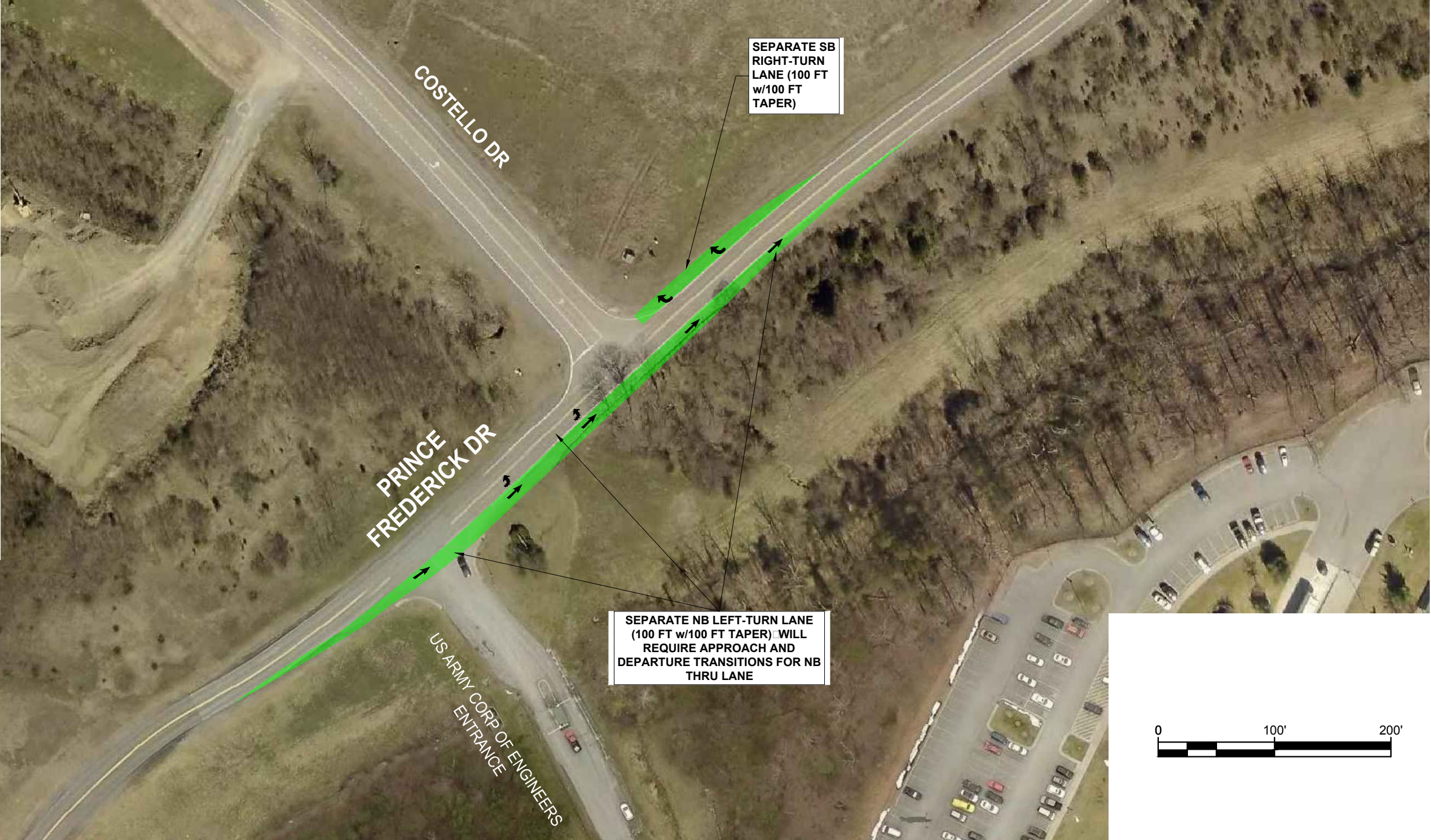
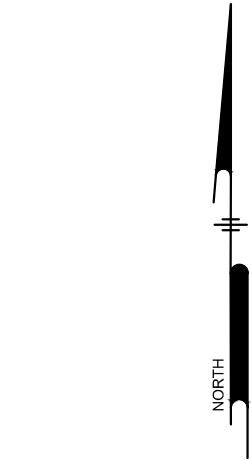
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| PROJECT | HINEX18001 |
| DATE | October 2018 |
| DRAWING SCALE | NOT TO SCALE |
| DRAWN BY | WC |
| APPROVED BY | DRK |

EXHIBIT 1

SHEET 1 OF 3

Base Source: Google Earth

U:\ACCOUNTS\HINEX\HINEX18001 - HINES GOVERNORS HILL\DESIGN\TIA FIGURES\IMPROVEMENTS EXHIBIT FOR PROFFER.DWG
PLOTTED: 7/31/2018 6:47:25 PM, BY: DAVID FRANK PLOTSTYLE: PENNONI NCS.STB, PROJECT STATUS: ---



BASE SOURCE: FREDERICK COUNTY GIS



PENNONI ASSOCIATES INC.
13880 Dulles Corner Lane, Suite 100
Herndon, VA 20171
T 703.449.6700 F 703.449.6713

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Carpers Valley Industrial Park
Frederick County, Virginia

Off-Site Improvements Exhibit
Prince Frederick Drive at Costello Drive
(Proffer 7.4 Intersection 2)

| | |
|---------------|--------------|
| PROJECT | HINEX18001 |
| DATE | October 2018 |
| DRAWING SCALE | 1" = 100' |
| DRAWN BY | WC |
| APPROVED BY | DF |

EXHIBIT 2
SHEET 2 OF 3

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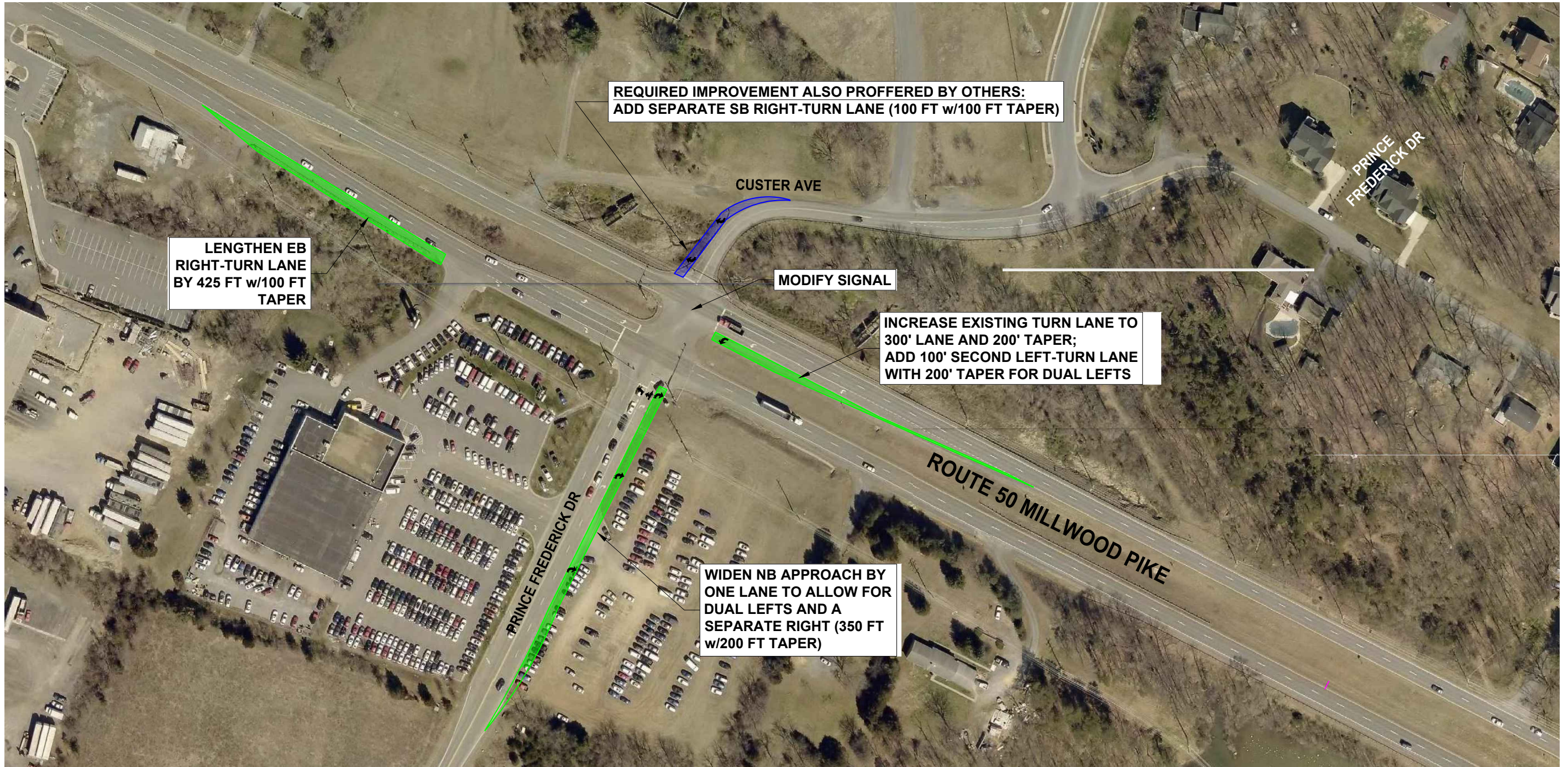


FIGURE UPDATED
2018-10-03 WC



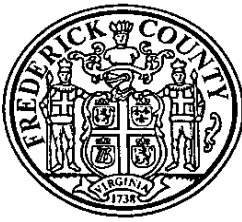
PENNONI ASSOCIATES INC.
13880 Dulles Corner Lane, Suite 100
Herndon, VA 20171
T 703.449.6700 F 703.449.6713

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Carpers Valley Industrial Park
Frederick County, Virginia

Off-Site Improvements Exhibit
Route 50 at Prince Frederick Drive
(Proffer 7.4 Intersection 3)

| | |
|---------------|--------------|
| PROJECT | HINEX18001 |
| DATE | October 2018 |
| DRAWING SCALE | 1" = 150' |
| DRAWN BY | WC |
| APPROVED BY | DF |
| EXHIBIT 3 | |
| SHEET | 3 OF 3 |



ORDINANCE

Action:

PLANNING COMMISSION: November 7, 2018
BOARD OF SUPERVISORS: December 12, 2018
January 23, 2019

Public Hearing, Recommended Approval
Postponed

AN ORDINANCE AMENDING
THE ZONING DISTRICT MAP
REZONING #03-18 CARPERS VALLEY INDUSTRIAL PARK

WHEREAS, REZONING #03-18 Carpers Valley Industrial Park, was submitted by Pennoni Associates to rezone 122.18 ± acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with proffers with a final revision date of November 20, 2018. The subject properties are located approximately one mile east of I-81 on the south side of Millwood Pike (Route 50), proceed right on Prince Frederick Drive (Route 781) then left on Coverstone Drive. The properties are located in the Shawnee Magisterial District and are identified by Property Identification Nos. 64-A-86 and 64-A-87; and

WHEREAS, the Planning Commission held a public hearing on this rezoning on November 7, 2018 and recommended approval; and

WHEREAS, the Board of Supervisors postponed this rezoning on December 12, 2018; and

WHEREAS, the Board of Supervisors held a public hearing on this rezoning on January 23, 2019; and

WHEREAS, the Frederick County Board of Supervisors finds the approval of this rezoning to be in the best interest of the public health, safety, welfare, and in conformance with the Comprehensive Plan;

NOW, THEREFORE, BE IT ORDAINED by the Frederick County Board of Supervisors, that Chapter 165 of the Frederick County Code, Zoning, is amended to rezone 122.18 ± acres from the R4 (Residential Planned Community) District to the M1 (Light Industrial) District with proffers with a final revision date of November 20, 2018. The conditions voluntarily proffered in writing by the Applicant and the Property Owner are attached.

This ordinance shall be in effect on the date of adoption.

Passed this 23rd day of January 2019 by the following recorded vote:

| | | | |
|-----------------------------------|-------|-------------------------|-------|
| Charles S. DeHaven, Jr., Chairman | _____ | Gary A. Lofton | _____ |
| J. Douglas McCarthy | _____ | Robert W. Wells | _____ |
| Shannon G. Trout | _____ | Judith McCann-Slaughter | _____ |
| Blaine P. Dunn | _____ | A COPY ATTEST | |

Proffer Comparison

PROFFER STATEMENT

REZONING: RZ. #10-08: R4 and RA to R4

PROPERTY: 278.0 Acres +/-;
Tax Map & Parcels 64-A-83, 83A, 84, 85, 86, and 87 (the
"Property")

RECORD OWNER: Carpers Valley Development, LLC and Governors Hill
LLC

APPLICANT: Carpers Valley Development, LLC and Governors Hill
LLC

PROJECT NAME: Governors Hill

ORIGINAL DATE OF
PROFFERS: March 24, 2008

REVISION DATE: September 2, 2008; October 31, 2008; December 8, 2008;
January 9, 2009; May 1, 2013; June 17, 2013, July 23,
2013; August 15, 2013; September 6, 2013; September 26,
2013; September 18, 2014

The undersigned owners hereby proffer that the use and development of the subject property ("Property"), as described above, shall be in conformance with the following conditions, which shall supersede all other proffers that may have been made prior hereto. In the event that the above referenced rezoning is not granted as applied for by the Applicant ("Applicant"), these proffers shall be deemed withdrawn and shall be null and void. Further, these proffers are contingent upon final rezoning of the Property with "Final Rezoning" defined as that rezoning that is in effect on the day upon which the Frederick County Board of County Supervisors (the "Board") grants the rezoning.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein. The term "Applicant" as referenced herein shall include within its meaning all future owners, assigns, and successors in interest. When used in these proffers, the "Master Development Plan" shall refer to the plan entitled "Master Development Plan, Governors Hill" prepared by Patton Harris Rust & Associates, (the "MDP") dated March 2008 revised January 9, 2009.

1. LAND USE

- 1.1 The project shall be designed to establish interconnected mixed-use residential and commercial/employment Land Bays in general conformance with the MDP, and as is specifically set forth in these

proffers subject to minor modifications as necessary upon final engineering including but not limited to intersection alignments.

The Carpers Valley Industrial Park will continue to be in general conformance with the MDP associated with Rezoning 05-13.

- 1.2 All development, including street landscaping, shall be accomplished in general conformance with the "Governors Hill, Design and Development Standards", prepared by PHR&A attached hereto and incorporated herein by reference (the "Design and Development Standards"). While this requirement would continue to apply the remaining Governors Hill parcels, Carpers Valley Industrial Park would not be subject to these requirements.
- 1.3 Residential uses shall be prohibited in the area identified as Land Bay 2 on the MDP. Furthermore, Land Bay 2 shall be restricted to those uses permitted in the General Business (B-2) zoning district as specified in the Frederick County Code Article X, §165-82B(1).

This Proffer only applies to Governors Hill Land Bay 2 and therefore would not affect the Governors Hill Land Bay 1.

- 1.4 Except as modified herein, areas of residential development on the Property shall be limited to Land Bay 1 and shall be developed in conformance with the regulations of the Residential Planned Community ("R4") zoning district, including permissible housing types set forth in the Frederick County Code Article VII, §165-67 through §165-72, as cross-referenced to Article VI, §165-58, through §165-66. Unit types and lot layouts within residential Land Bays may comprise any of the permitted unit types as set forth in the Design and Development Standards, and authorized for the R4 district, and these Proffers.

This Proffer does not currently apply to Governors Hill Land Bay 2 (proposed Carpers Valley Industrial Park)

- 1.5 Residential development on the Property shall not exceed 550 dwelling units, with a mix of housing types permitted in the R4 district. Multi-family units, as defined by the Design and Development Standards, shall not exceed 50% of the total number of dwelling units developed in the project. No residential structures shall be closer than 2000 feet from the centerline of the existing Winchester Airport runway.

The proffer does not currently apply to Governors Hill Land Bay 2 (proposed Carpers Valley Industrial Park)

- 1.6 Prior to the Property exceeding 1,285,000 square feet of commercial building floor area, the Applicant shall submit to the County a revised Traffic Impact Analysis (TIA) for the Property. The total permitted commercial building floor area may increase provided that the Applicant completes a revised traffic impact analysis which identifies the impacts of trips for commercial development in excess of 45,815 Average Daily Trips (ADT) and mitigation, if necessary for said impacts is provided by the Applicant in a form that is acceptable to the County and VDOT.

The proffer only applies to Governors Hill Land Bay 2 and therefore would not affect the Governors Hill Bay 1.

2. CONSTRUCTION OF A UNIFIED DEVELOPMENT

- 2.1 The Property shall be developed as one single and unified development in accordance with applicable ordinances and regulations for the R4 zoning district, the MDP as approved by the Board, and this Proffer Statement.

While this requirement would continue to apply the remaining Governors Hill parcels, Carpers Valley Industrial Park would not be subject to these requirements.

3. ACCESS TO ARMORY PARCEL

- 3.1 The Applicant has designed and constructed a two lane public roadway, identified on the MDP as Pendleton Drive, from Arbor Court to the entrance of the Armory Site (TM 64-A-82). At such time that Tazewell Road is constructed as depicted on the MDP, the Applicant shall extend Pendleton Drive to connect with Tazewell Road.

As this improvement has been completed, there is no affect on either Governors Hill Land Bays.

4. PHASING OF RESIDENTIAL DEVELOPMENT

- 4.1 Building permits for Land Bay I of the Property shall be issued on the following phasing schedule:

| | |
|------------------------|----------------------|
| Year 1 (Months 1-12): | 140 building permits |
| Year 2 (Months 13-24): | 140 building permits |
| Year 3 (Months 25-36): | 140 building permits |
| Year 4 (Months 37-48): | 130 building permits |

The above identified phasing schedule is taken from the Date of Final Rezoning (DFR). Any building permits not issued within any given year may be carried over to the following year, however the Applicant shall not make application for more than 200 residential building permits in any given year.

This proffer only applies to Governors Hill Land Bay 1 and therefore does not affect the Governors Hill Land Bay 2.

- 4.2 Commercial and employment uses may be constructed at any time.
This proffer is not affected by the proposed rezoning.
- 4.3 Improvements including a 3,000 square foot community center, 3,500 square feet of neighborhood swimming pools, and a dog park shall be constructed in conjunction with residential development in Land Bay 1 and the land therefor shall be dedicated upon completion of the improvements to the Property Owners Association. The location thereof shall be depicted on final subdivision plans for such residential development. These recreational amenities shall serve to meet the requirement of 1 recreation unit per 30 dwellings. These improvements shall be completed prior to the issuance of the 281st residential building permit.

This proffer only applies to Governors Hill Land Bay 1 and therefore does not affect the Governors Hill Land Bay 2.

5. ARCHITECTURE, SIGNAGE, AND LANDSCAPING:

- 5.1 All buildings on the Property shall be constructed using compatible architectural styles. The Applicant shall establish one or more Architectural Review Boards through the required Property Owner Association to be created to enforce and administer a unified development plan in general conformity with the Design and Development Standards.

While this requirement would continue to apply to the remaining Governors Hill parcels, Carpers Valley Industrial Park would not be subject to these requirements. The Carpers Valley Industrial Park proffer does however include a note that its buildings shall be compatible in style and materials.

- 5.2 All signage within the Property shall be in substantial conformity with a comprehensive sign plan that meets the requirements of the Zoning Ordinance for signage, which shall be submitted in conjunction with the first final site or subdivision plan for the Property.

While this requirement would continue to apply the remaining Governors Hill parcels, Carpers Valley Industrial Park would not be subject to these requirements.

6. PEDESTRIAN TRAIL SYSTEM AND RECREATION AREAS

- 6.1 The Applicant shall design and build a public pedestrian-bicycle trail system to Virginia Department of Transportation standards that links residential and commercial areas within the development. Said trails shall be in the locations generally depicted on the MDP. To the extent that such trails are not depicted on the MDP at the time of Final Rezoning, such trails shall be connected with or linked to the internal street and sidewalk network. Sidewalks shall be constructed on public streets to VDOT standards, and a minimum of four-foot sidewalks shall be constructed on private streets. All combined pedestrian/bicycling trails shall be 10 feet wide, and shall have an asphalt surface.

While this requirement would continue to apply to the remaining Governors hill parcels. The Carpers Valley Industrial Park proffer does however include a requirement that a hiker biker trail and sidewalks will be provided along Coverstone Drive.

7. FIRE & RESCUE:

- 7.1 The Applicant shall contribute to the Board the sum of \$422 per dwelling unit for fire and rescue purposes, payable upon the issuance of a building permit for each dwelling unit.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

- 7.2 Following Final Rezoning, the Master POA to be created in accordance herewith shall contribute annually, on or before July 1st of each year, the sum of \$100 per constructed residential unit, and \$100 per 1000 square feet of constructed commercial (not including any land in public use), to the fire and rescue company providing first response service to the Property. Such contribution shall be monitored and enforced by the master POA, and the Board may require an accounting of such payments at such times and upon such conditions as it may determine necessary. Said monetary contribution shall cease at such time that the fire and rescue company providing first response service is no longer a volunteer operation or should the County adopt a fee for service plan to provide fire and rescue services.

While this requirement would continue to apply the remaining Governors Hill Parcels, Carpers Valley Industrial Park would not be subject to these requirements. The Carpers Valley-Industrial Park

8. SCHOOLS: proffer does however include a requirement that a donation to Millword Fire and Rescue Company in the amount of \$15,000.

- 8.1 The Applicant shall contribute to the Board the sum of \$1,714 per dwelling unit for educational purposes, payable upon the issuance of a building permit for each dwelling unit.

This proffer only applies to Governors Hill Land Bay 1 and therefore does not affect the Governors Hill Land Bay 2.

9. PARKS & OPEN SPACE:

- 9.1 The Applicant shall contribute to the Board the sum of \$343 per dwelling unit for recreational purposes, payable upon the issuance of a building permit for each dwelling unit.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

10. LIBRARIES:

- 10.1 The Applicant shall contribute to the Board the sum of \$79 per dwelling unit for library purposes, payable upon the issuance of a building permit for each dwelling unit.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

11. ADMINISTRATION BUILDING:

- 11.1 The Applicant shall contribute to the Board the sum of \$79 per dwelling unit upon issuance of a building permit for each dwelling unit to be used for construction of a general governmental administration building.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

12. CREATION OF PROPERTY OWNERS' ASSOCIATION:

- 12.1 The Master Property Owners Association to be created in accordance herewith shall be created contemporaneously with the first final site or subdivision plan submitted for the Property. While this requirement would continue to apply the remaining Governors Hill parcels. Carpers Valley Industrial Park would not be subject to these requirements.

- 12.2 The Applicant shall establish a Master Property Owners' Association (hereinafter "Master POA") for Governors Hill, in its entirety, that shall, among other things, have responsibility for assuring compliance with design guidelines and standards, signage requirements, landscape maintenance, and similar matters. Any homeowners' or property owners' associations created for commercial or residential uses individually shall act as a subset of the Master POA. There would be no facilities or maintenance shared between the Carpers Valley Industrial Park and Governors Hill Land Bay 1 and therefore no Master POA is required.

- 12.3 The residential portion of the development shall be made subject to one or more Property Owners' Association(s) (hereinafter "Residential POA") that shall be responsible for the ownership, maintenance and repair of the community center, walking trails in Land Bay 1, swimming pools, all common areas, including any conservation areas that may be established in accordance herewith not dedicated to the County or others, and stormwater management facilities not dedicated to public use in Land Bay 1, for each area subject to their jurisdiction, and shall be provided such other responsibilities, duties, and powers as are customary for such associations or as may be required for such Residential POA herein.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

- 12.4 In addition to such other duties and responsibilities as may be assigned, a Residential POA shall have title to and responsibility for the following in Land Bay 1: (i) all common open space areas not otherwise dedicated to public use, (ii) common buffer areas located outside of residential lots; (iii) private streets serving the residents who are members of such

association; (iv) common solid waste disposal and recycling programs, including curbside pick-up of refuse by a private refuse collection company, and (v) responsibility for the perpetual maintenance of any street, perimeter, or road buffer areas, all of which buffer areas shall be located within easements to be granted to the Residential POA if platted within residential or other lots, or otherwise granted to the Residential POA by appropriate instrument.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

- 12.5 The Residential POA shall be so established that it possesses all necessary powers to set and revise fees and dues in sufficient sums to perform the responsibilities assigned to it hereunder and under the Declaration to be recorded creating such Association. In addition, upon any conveyance of a residential unit from the builder thereof to a home purchaser, there shall be a fee paid by the home purchaser to the Residential POA in an amount equal to three times the then-current monthly residential dues applicable to the unit so conveyed.

This proffer only applies to Governors Hill Land Bay 1 and therefore not affect the Governors Hill Land Bay 2.

- 12.6 Any commercial portion of the development (with the exception of any property owned or leased by the United States, or Frederick County) shall be made subject to one or more Property Owners' Association(s) (hereinafter "Commercial POA"). Such Commercial POA(s) shall be responsible for the ownership, maintenance and repair of all common areas in Land Bay 2, including any conservation areas that may be established in accordance herewith not dedicated to the County or others, and stormwater management facilities (under common (open space) ownership) not dedicated to public use for each area subject to their jurisdiction, and shall be provided such other responsibilities, duties, and powers as are customary for such associations or as may be required for such Commercial POA herein. While this requirement would continue to apply the remaining Governors Hill parcels. Carpers Valley Industrial Park would not be subject to these requirements.

- 12.7 In addition to such other duties and responsibilities as may be assigned, a Commercial POA, in Land Bay 2, shall have title to and responsibility for (i) all common open space areas not otherwise dedicated to public use, (ii) common buffer areas located outside of commercial lots; (iii) responsibility for the perpetual maintenance of any street, perimeter, or road buffer areas, all of which buffer areas shall be located within easements to be granted to the Commercial POA if platted within commercial or other lots, or parcels, or otherwise granted to the Commercial POA by appropriate instrument. While this requirement would continue to apply the remaining Governors Hill parcels. Carpers Valley Industrial Park would not be subject to these requirements.

13. WATER& SEWER:

- 13.1 The Applicant shall be responsible for connecting the Property to public water and sewer. It shall further be responsible for constructing all facilities required for such connection at the Property boundary. All water and sewer infrastructure shall be constructed in accordance with the requirements of the Frederick County Sanitation Authority.

This proffer is not affected by the proposed zoning.

14. ENVIRONMENT:

- 14.1 Stormwater management and Best Management Practices (BMP) for the Property shall be provided in accordance with the Virginia Stormwater Management Regulations, First Ed. 1999, Chapter 2, Table 2-3.

This proffer is not affected by the proposed zoning.

- 14.2 The Applicant shall provide notice in all sales literature, in covenants, conditions and restrictions for any Property Owners' Associations, of the adjacency of the Winchester Regional Airport. The Applicant shall provide noise attenuation treatment for all residential units.

This proffer is not affected by the proposed zoning.

15. TRANSPORTATION:

- 15.1 The major roadways to be constructed on the Property shall be constructed in the locations depicted on the MDP, with reasonable adjustments permitted for final engineering. *This proffer is not affected by the proposed zoning.*

- 15.2 Excluding 300,000 square feet of office uses which may be developed at any time utilizing access to the existing completed portion of Coverstone Drive, the Applicant shall design and construct Coverstone Drive as a full section with raised medians on a minimum 90' right-of-way, utilizing the following phasing schedule:

PHASE 1: Phase 1 shall consist of the full four lane section including a ten-foot trail from Millwood Pike to the first intersection on Coverstone Drive as depicted on the MDP from Point A to Point B. Said roadway shall be constructed to base asphalt prior to issuance of a certificate of occupancy for any commercial building for the Property and/or prior to issuance of a building permit for any residential units, excluding model homes, located in Land Bay 1. Phase 1 improvements shall consist of all necessary improvements, including signalization when warranted by VDOT, to create a four way intersection at the existing intersection of Inverlee Way and Millwood Pike as shown on the MDP.

As the Carpers Valley Industrial Park does not require the connection of Coverstone Drive to Millwood Ave, this proffer only applies to Governor's Hill Land Bay 1 and therefore would not affect the Carpers Valley Industrial Park.

PHASE 2: Phase 2 shall consist of construction of a two lane section of Coverstone Drive from Point B to Point C as depicted on the MDP. Said roadway improvements shall be completed prior to issuance of a certificate of occupancy for any use that would cause the Property to exceed 400,000 square feet of commercial building area.

This proffer only applies to Governors Hill Land Bay 2 and therefore not affect the Governors Hill Land Bay 1.

PHASE 3: Phase 3 shall consist of construction of the remaining two lane section of Coverstone Drive from Point B to Point C as depicted on the MDP. Said roadway improvements shall be completed prior to issuance of a certificate of occupancy for any use that would cause the Property to exceed 800,000 square feet of commercial building area.

This proffer only applies to Governors Hill Land Bay 2 and therefore not affect the Governors Hill Land Bay 1.

PHASE 4: The Applicant shall design Coverstone Drive Extended as a four-lane section from Prince Frederick to Relocated Route 522 as depicted from Point D to Point E or for a maximum distance of 800 feet when the alignment of Relocated 522 has been determined by VDOT, and the right of way for this segment of Coverstone Drive has been acquired by VDOT or Frederick County. In the event that the alignment for relocated Route 522 has not been determined or if the right of way for Coverstone Drive Extended is not secured by June 30, 2018 then the Applicant shall pay to the County \$20,000 for transportation improvements within the vicinity of the Property in lieu of designing said portion of Coverstone Drive. The Applicant shall further pay to the County \$1,000 for each permitted residential unit as a contribution towards the future construction of Coverstone Drive Extended, but if the conditions above have not been met by June 30, 2018 then these funds may be used for other projects in the vicinity of the Property that have a rational nexus to the Property. Such funds shall be paid at the time of building permit issuance for each of the permitted residential units. As the Carpers Valley Industrial Park does not

require the connection of Coverstone Drive to Rte 522, this provision does not affect the Carpers Valley Industrial Park.

15.3 Notwithstanding any other provisions of these proffers, the Applicant shall construct Coverstone Drive as a full four-lane section as required in Proffer 15.2 from Millwood Pike to Prince Frederick Drive prior to November 1, 2025. A median break and eastbound left turn lane shall be constructed at the existing Millwood Pike and Inverlee intersection prior to November 1, 2015.

As the Carpers Valley Industrial Park does not require the connection of Coverstone Drive to Millwood Ave, this proffer only applies to Governor's Hill Land Bay 1 and therefore would not affect the Governor's Hill Land Bay 2.

- 15.4 The Applicant shall design and construct Tazewell Road as shown on the MDP as a minimum two lane roadway within a variable width right of way with a maximum right of way width of 60' to provide access to residential uses within Land Bay 1 and other commercial areas of Land Bay 2. Said 60' right of way width shall be required for Tazewell Road between Coverstone Drive and Pendleton Drive. The right of way and road width shall decrease for the remaining portions of Tazewell Road. Said roadway shall be constructed in phases as needed for future subdivision plans. Furthermore, no certificate of occupancy for any residential dwelling that is served by Tazewell Road, excluding model homes, shall be issued until such time that access to Land Bay 1 from Millwood Pike is provided via Coverstone Drive and Tazewell Road.

This proffer only applies to Governors Hill Land Bay 1 and therefore does not affect the Governors Hill Land Bay 2.

- 15.5 The Applicants shall pay to the County the amount of \$75,000 for signalization or other road improvements at the intersection of Millwood Pike (US Route 50) and Victory Road (Route 728). Such funds shall be paid within sixty (60) days of the issuance of the first residential building permit in Land Bay 1.

This proffer only applies to Governors Hill Land Bay 1 and therefore does not affect the Governors Hill Land Bay 2.

- 15.6 The Applicants shall pay to the County the amount of \$175,000 for signalization or other road improvements at the intersection of Costello Drive and Prince Frederick Drive. Such funds shall be paid within sixty (60) days of receiving written request from the County and VDOT after acceptance of Phase 2 Coverstone Drive Improvements per Proffer 15.2 into the State highway system. Carpers Valley Industrial Park is undertaking improvements to intersections on Prince Frederick Drive. Governors Hill Land Bay 1 may be responsible for further improvements

- 15.7 Access to Millwood Pike shall be limited to Coverstone Drive as shown on the MDP with the exception of the private driveway currently serving TM 64-A-83B. The Applicant shall close said driveway once access is provided to TM 64-A-83B via the internal residential street network as depicted on the MDP. Additionally, the Applicant shall close the existing crossover previously used for access to the golf course concurrent with Phase 1 improvements as provided by Proffer 15.2.

This proffer is not affected by the proposed zoning.

- 15.8 All public right-of-ways shall be dedicated to Frederick County as part of the subdivision approval process, consistent with applicable Virginia law.

This proffer is not affected by the proposed zoning.

- 15.9 All public streets and roads shall be designed in accordance with the Virginia Department of Transportation specifications, subject to review and approval by Frederick County and VDOT.

This proffer is not affected by the proposed zoning.

- 15.10 All private streets and roads shall be constructed in accordance with the current Virginia Department of Transportation structural standards, and as may be modified by the County, and shall be owned and maintained by the Property Owners Association served by such streets or roads.

This proffer only applies to Governors Hill Land Bay 1 and therefore does not affect the Governors Hill Land Bay 2.

- 15.11 The design of off-site road improvements shall be in general conformance with the plan entitled "Governors Hill Road Improvements" Sheets 1-2, as prepared by Patton Harris Rust and Associates, dated October 30, 2008. Excluding 300,000 square feet of office uses which may be developed at any time utilizing access to the existing completed portion of Coverstone Drive, off-site improvements shall be constructed in three phases as depicted on the aforementioned plans as follows:

As the Carpers Valley Industrial Park does not require the connection of Coverstone Drive to Millwood Ave, this proffer only applies to Governor's Hill Land Bay 1.

Phase A: Phase A improvements shall consist of improvements at the intersection of Millwood Pike/Inverlee Way/Coverstone Drive and shall be completed coincident with Phase 1 Coverstone Drive construction per Proffer 15.2.

Carpers Valley Industrial Park is proposing improvements at these intersections as required by the impacts identified by the TIA.

Phase B: Phase B improvements shall consist of improvements at the intersections of Millwood Pike/Prince Frederick Drive and Prince Frederick Drive/Costello Drive. Phase B improvements shall be completed coincident with Phase 2 Coverstone Drive construction per Proffer 15.2.

As the Carpers Valley Industrial Park does not require improvements at this intersection, this proffer may only apply to Governors Hill Land Bay 1.

Phase C: Phase C improvements shall consist of improvements at the intersection of Millwood Pike/Sulphur Spring Road. Phase C improvements shall be completed coincident with Phase 3 Coverstone Drive construction per Proffer 15.2.

- 15.12 The Applicant shall make good faith efforts to obtain any off-site right of way needed to complete any proffered off-site transportation improvements. In the event that the Applicant is not able to obtain the right of way and, further, the County and/or State of Virginia do not obtain the necessary right of way, in lieu of constructing the road improvement, the Applicant shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction cost of those road improvements that could not be implemented. The construction cost estimate shall be subject to review and approval by VDOT. The monetary contribution shall coincide with the commercial area threshold that triggers the off-site road improvement as identified in Proffer 15.11.

This proffer is not affected by the proposed zoning.

- 15.13 Any future transportation analyses which may be required for the Property, shall utilize Code 820 "Retail" per the I.T.E. Trip Generation Manual 7th Edition for any commercial use other than office use.

With the Carpers Valley Industrial Park Rezoning, this proffer no longer applicable.

15.14 In the event any proffered off-site road improvements are constructed by others, the Applicant shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction costs of those proffered road improvements not installed by the Applicant. The construction cost estimate shall be subject to review and approval by VDOT. The monetary contribution shall coincide with the commercial area threshold that triggers the off-site road improvements as identified in Proffer 15.11. *This proffer is not affected by the proposed zoning.*

16. CULTURAL RESOURCES INVESTIGATION AND PRESERVATION

The Applicant shall conduct or cause to be conducted a Phase I Archaeological Investigation of the Property, prior to the approval of the first final site or subdivision plan for the Property, and shall complete Phase II and III investigations thereof as may be demonstrated to be necessary by the Phase I study. *This proffer is not affected by the proposed zoning.*

17. ESCALATOR CLAUSE

17.1 In the event any monetary contributions set forth in the Proffer Statement are paid to the Frederick County Board County Supervisors ("Board") within 30 months of October 12, 2005, as applied for by the Applicant, said contributions shall be in the amounts as stated herein. Any monetary contributions set forth in the Proffer Statement which are paid to the Board after 30 months following October 12, 2005 shall be adjusted in accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor, such that at the time contributions are paid, they shall be adjusted by the percentage change in the CPI-U from that date 30 months after October 12, 2005 to the most recently available CPI-U to the date the contributions are paid, subject to a cap of 5% per year, non-compounded. *This proffer is not affected by the proposed zoning.*

18. SEPTEMBER 18, 2014 PROFFER REVISION

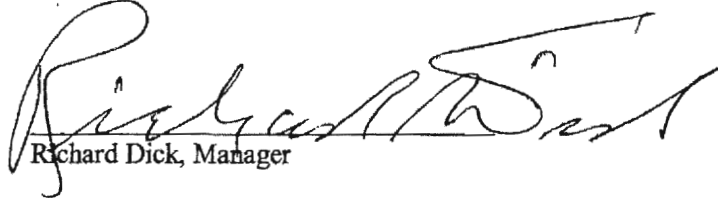
18.1 The revisions dated September 18, 2014 apply only to tax parcels 64-A-86 and 64-A-87 and do not apply to the other properties subject to the Proffer Statement dated September 26, 2013. These modifications increase from 200,000 to 300,000 the square footage of office floor space which may be developed, on any or all of the properties subject to the Proffer Statement dated September 26, 2013, utilizing access from the completed portion of Coverstone Drive. This increase in floor space is indicated in Sections 15.2 and 15.11 of this Proffer Statement.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

This proffer only applies to Governors Hill Land Bay 2 and therefore does not affect the Governors Hill Land Bay 1. The Carpers Valley Industrial Park TIA demonstrates less traffic generation than the approved 300,000 square footage of office floor space would generate.

JGR Three L.L.C.

By: JPG Three L.L.C. Managing Member


Richard Dick, Manager

STATE OF VIRGINIA, AT LARGE

~~FREDERICK COUNTY~~, To-wit:

City of Winchester

The foregoing instrument was acknowledged before me this 19th day of September,
2014, by Richard G. Dick.

My commission expires 7/31/18
Notary Public Phyllis M. Newlin



140008703

6000

PROFFER STATEMENT

REZONING: RZ. #10-08: R4 and RA to R4

PROPERTY: 278.0 Acres +/-:
Tax Map & Parcels 64-A-83, 83A, 84, 85, 86, and 87 (the
"Property")

RECORD OWNER: Carpers Valley Development, LLC and Governors Hill
LLC

APPLICANT: Carpers Valley Development, LLC and Governors Hill
LLC

PROJECT NAME: Governors Hill

ORIGINAL DATE OF
PROFFERS: March 24, 2008

REVISION DATE: September 2, 2008; October 31, 2008; December 8, 2008;
January 9, 2009; May 1, 2013; June 17, 2013, July 23,
2013; August 15, 2013; September 6, 2013; September 26,
2013; September 18, 2014

The undersigned owners hereby proffer that the use and development of the subject property ("Property"), as described above, shall be in conformance with the following conditions, which shall supersede all other proffers that may have been made prior hereto. In the event that the above referenced rezoning is not granted as applied for by the Applicant ("Applicant"), these proffers shall be deemed withdrawn and shall be null and void. Further, these proffers are contingent upon final rezoning of the Property with "Final Rezoning" defined as that rezoning that is in effect on the day upon which the Frederick County Board of County Supervisors (the "Board") grants the rezoning.

The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to or including the improvement or other proffered requirement, unless otherwise specified herein. The term "Applicant" as referenced herein shall include within its meaning all future owners, assigns, and successors in interest. When used in these proffers, the "Master Development Plan" shall refer to the plan entitled "Master Development Plan, Governors Hill" prepared by Patton Harris Rust & Associates, (the "MDP") dated March 2008 revised January 9, 2009.

1. LAND USE

- 1.1 The project shall be designed to establish interconnected mixed-use residential and commercial/employment Land Bays in general conformance with the MDP, and as is specifically set forth in these

proffers subject to minor modifications as necessary upon final engineering including but not limited to intersection alignments.

- 1.2 All development, including street landscaping, shall be accomplished in general conformance with the "Governors Hill, Design and Development Standards", prepared by PHR&A attached hereto and incorporated herein by reference (the "Design and Development Standards").
- 1.3 Residential uses shall be prohibited in the area identified as Land Bay 2 on the MDP. Furthermore, Land Bay 2 shall be restricted to those uses permitted in the General Business (B-2) zoning district as specified in the Frederick County Code Article X, §165-82B(1).
- 1.4 Except as modified herein, areas of residential development on the Property shall be limited to Land Bay 1 and shall be developed in conformance with the regulations of the Residential Planned Community ("R4") zoning district, including permissible housing types set forth in the Frederick County Code Article VII, §165-67 through §165-72, as cross-referenced to Article VI, §165-58, through §165-66. Unit types and lot layouts within residential Land Bays may comprise any of the permitted unit types as set forth in the Design and Development Standards, and authorized for the R4 district, and these Proffers.
- 1.5 Residential development on the Property shall not exceed 550 dwelling units, with a mix of housing types permitted in the R4 district. Multi-family units, as defined by the Design and Development Standards, shall not exceed 50% of the total number of dwelling units developed in the project. No residential structures shall be closer than 2000 feet from the centerline of the existing Winchester Airport runway.
- 1.6 Prior to the Property exceeding 1,285,000 square feet of commercial building floor area, the Applicant shall submit to the County a revised Traffic Impact Analysis (TIA) for the Property. The total permitted commercial building floor area may increase provided that the Applicant completes a revised traffic impact analysis which identifies the impacts of trips for commercial development in excess of 45,815 Average Daily Trips (ADT) and mitigation, if necessary for said impacts is provided by the Applicant in a form that is acceptable to the County and VDOT.

2. CONSTRUCTION OF A UNIFIED DEVELOPMENT

- 2.1 The Property shall be developed as one single and unified development in accordance with applicable ordinances and regulations for the R4 zoning district, the MDP as approved by the Board, and this Proffer Statement.

3. ACCESS TO ARMORY PARCEL

- 3.1 The Applicant has designed and constructed a two lane public roadway, identified on the MDP as Pendleton Drive, from Arbor Court to the entrance of the Armory Site (TM 64-A-82). At such time that Tazewell Road is constructed as depicted on the MDP, the Applicant shall extend Pendleton Drive to connect with Tazewell Road.

4. PHASING OF RESIDENTIAL DEVELOPMENT

- 4.1 Building permits for Land Bay I of the Property shall be issued on the following phasing schedule:

| | |
|------------------------|----------------------|
| Year 1 (Months 1-12): | 140 building permits |
| Year 2 (Months 13-24): | 140 building permits |
| Year 3 (Months 25-36): | 140 building permits |
| Year 4 (Months 37-48): | 130 building permits |

The above identified phasing schedule is taken from the Date of Final Rezoning (DFR). Any building permits not issued within any given year may be carried over to the following year, however the Applicant shall not make application for more than 200 residential building permits in any given year.

- 4.2 Commercial and employment uses may be constructed at any time.
- 4.3 Improvements including a 3,000 square foot community center, 3,500 square feet of neighborhood swimming pools, and a dog park shall be constructed in conjunction with residential development in Land Bay 1 and the land therefor shall be dedicated upon completion of the improvements to the Property Owners Association. The location thereof shall be depicted on final subdivision plans for such residential development. These recreational amenities shall serve to meet the requirement of 1 recreation unit per 30 dwellings. These improvements shall be completed prior to the issuance of the 281st residential building permit.

5. ARCHITECTURE, SIGNAGE, AND LANDSCAPING:

- 5.1 All buildings on the Property shall be constructed using compatible architectural styles. The Applicant shall establish one or more Architectural Review Boards through the required Property Owner Association to be created to enforce and administer a unified development plan in general conformity with the Design and Development Standards.

- 5.2 All signage within the Property shall be in substantial conformity with a comprehensive sign plan that meets the requirements of the Zoning Ordinance for signage, which shall be submitted in conjunction with the first final site or subdivision plan for the Property.

6. PEDESTRIAN TRAIL SYSTEM AND RECREATION AREAS

- 6.1 The Applicant shall design and build a public pedestrian-bicycle trail system to Virginia Department of Transportation standards that links residential and commercial areas within the development. Said trails shall be in the locations generally depicted on the MDP. To the extent that such trails are not depicted on the MDP at the time of Final Rezoning, such trails shall be connected with or linked to the internal street and sidewalk network. Sidewalks shall be constructed on public streets to VDOT standards, and a minimum of four-foot sidewalks shall be constructed on private streets. All combined pedestrian/bicycling trails shall be 10 feet wide, and shall have an asphalt surface.

7. FIRE & RESCUE:

- 7.1 The Applicant shall contribute to the Board the sum of \$422 per dwelling unit for fire and rescue purposes, payable upon the issuance of a building permit for each dwelling unit.
- 7.2 Following Final Rezoning, the Master POA to be created in accordance herewith shall contribute annually, on or before July 1st of each year, the sum of \$100 per constructed residential unit, and \$100 per 1000 square feet of constructed commercial (not including any land in public use), to the fire and rescue company providing first response service to the Property. Such contribution shall be monitored and enforced by the master POA, and the Board may require an accounting of such payments at such times and upon such conditions as it may determine necessary. Said monetary contribution shall cease at such time that the fire and rescue company providing first response service is no longer a volunteer operation or should the County adopt a fee for service plan to provide fire and rescue services.

8. SCHOOLS:

- 8.1 The Applicant shall contribute to the Board the sum of \$1,714 per dwelling unit for educational purposes, payable upon the issuance of a building permit for each dwelling unit.

9. PARKS & OPEN SPACE:

- 9.1 The Applicant shall contribute to the Board the sum of \$343 per dwelling unit for recreational purposes, payable upon the issuance of a building permit for each dwelling unit.

10. LIBRARIES:

- 10.1 The Applicant shall contribute to the Board the sum of \$79 per dwelling unit for library purposes, payable upon the issuance of a building permit for each dwelling unit.

11. ADMINISTRATION BUILDING:

- 11.1 The Applicant shall contribute to the Board the sum of \$79 per dwelling unit upon issuance of a building permit for each dwelling unit to be used for construction of a general governmental administration building.

12. CREATION OF PROPERTY OWNERS' ASSOCIATION:

- 12.1 The Master Property Owners Association to be created in accordance herewith shall be created contemporaneously with the first final site or subdivision plan submitted for the Property.
- 12.2 The Applicant shall establish a Master Property Owners' Association (hereinafter "Master POA") for Governors Hill, in its entirety, that shall, among other things, have responsibility for assuring compliance with design guidelines and standards, signage requirements, landscape maintenance, and similar matters. Any homeowners' or property owners' associations created for commercial or residential uses individually shall act as a subset of the Master POA.
- 12.3 The residential portion of the development shall be made subject to one or more Property Owners' Association(s) (hereinafter "Residential POA") that shall be responsible for the ownership, maintenance and repair of the community center, walking trails in Land Bay 1, swimming pools, all common areas, including any conservation areas that may be established in accordance herewith not dedicated to the County or others, and stormwater management facilities not dedicated to public use in Land Bay 1, for each area subject to their jurisdiction, and shall be provided such other responsibilities, duties, and powers as are customary for such associations or as may be required for such Residential POA herein.
- 12.4 In addition to such other duties and responsibilities as may be assigned, a Residential POA shall have title to and responsibility for the following in Land Bay 1: (i) all common open space areas not otherwise dedicated to public use, (ii) common buffer areas located outside of residential lots; (iii) private streets serving the residents who are members of such

association; (iv) common solid waste disposal and recycling programs, including curbside pick-up of refuse by a private refuse collection company, and (v) responsibility for the perpetual maintenance of any street, perimeter, or road buffer areas, all of which buffer areas shall be located within easements to be granted to the Residential POA if platted within residential or other lots, or otherwise granted to the Residential POA by appropriate instrument.

- 12.5 The Residential POA shall be so established that it possesses all necessary powers to set and revise fees and dues in sufficient sums to perform the responsibilities assigned to it hereunder and under the Declaration to be recorded creating such Association. In addition, upon any conveyance of a residential unit from the builder thereof to a home purchaser, there shall be a fee paid by the home purchaser to the Residential POA in an amount equal to three times the then-current monthly residential dues applicable to the unit so conveyed.
- 12.6 Any commercial portion of the development (with the exception of any property owned or leased by the United States, or Frederick County) shall be made subject to one or more Property Owners' Association(s) (hereinafter "Commercial POA"). Such Commercial POA(s) shall be responsible for the ownership, maintenance and repair of all common areas in Land Bay 2, including any conservation areas that may be established in accordance herewith not dedicated to the County or others, and stormwater management facilities (under common (open space) ownership) not dedicated to public use for each area subject to their jurisdiction, and shall be provided such other responsibilities, duties, and powers as are customary for such associations or as may be required for such Commercial POA herein.
- 12.7 In addition to such other duties and responsibilities as may be assigned, a Commercial POA, in Land Bay 2, shall have title to and responsibility for (i) all common open space areas not otherwise dedicated to public use, (ii) common buffer areas located outside of commercial lots; (iii) responsibility for the perpetual maintenance of any street, perimeter, or road buffer areas, all of which buffer areas shall be located within easements to be granted to the Commercial POA if platted within commercial or other lots, or parcels, or otherwise granted to the Commercial POA by appropriate instrument.

13. WATER& SEWER:

- 13.1 The Applicant shall be responsible for connecting the Property to public water and sewer. It shall further be responsible for constructing all facilities required for such connection at the Property boundary. All water and sewer infrastructure shall be constructed in accordance with the requirements of the Frederick County Sanitation Authority.

14. ENVIRONMENT:

- 14.1 Stormwater management and Best Management Practices (BMP) for the Property shall be provided in accordance with the Virginia Stormwater Management Regulations, First Ed. 1999, Chapter 2, Table 2-3.
- 14.2 The Applicant shall provide notice in all sales literature, in covenants, conditions and restrictions for any Property Owners' Associations, of the adjacency of the Winchester Regional Airport. The Applicant shall provide noise attenuation treatment for all residential units.

15. TRANSPORTATION:

- 15.1 The major roadways to be constructed on the Property shall be constructed in the locations depicted on the MDP, with reasonable adjustments permitted for final engineering.
- 15.2 Excluding 300,000 square feet of office uses which may be developed at any time utilizing access to the existing completed portion of Coverstone Drive, the Applicant shall design and construct Coverstone Drive as a full section with raised medians on a minimum 90' right-of-way, utilizing the following phasing schedule:

PHASE 1: Phase 1 shall consist of the full four lane section including a ten-foot trail from Millwood Pike to the first intersection on Coverstone Drive as depicted on the MDP from Point A to Point B. Said roadway shall be constructed to base asphalt prior to issuance of a certificate of occupancy for any commercial building for the Property and/or prior to issuance of a building permit for any residential units, excluding model homes, located in Land Bay 1. Phase 1 improvements shall consist of all necessary improvements, including signalization when warranted by VDOT, to create a four way intersection at the existing intersection of Inverlee Way and Millwood Pike as shown on the MDP.

- PHASE 2: Phase 2 shall consist of construction of a two lane section of Coverstone Drive from Point B to Point C as depicted on the MDP. Said roadway improvements shall be completed prior to issuance of a certificate of occupancy for any use that would cause the Property to exceed 400,000 square feet of commercial building area.
- PHASE 3: Phase 3 shall consist of construction of the remaining two lane section of Coverstone Drive from Point B to Point C as depicted on the MDP. Said roadway improvements shall be completed prior to issuance of a certificate of occupancy for any use that would cause the Property to exceed 800,000 square feet of commercial building area.
- PHASE 4: The Applicant shall design Coverstone Drive Extended as a four-lane section from Prince Frederick to Relocated Route 522 as depicted from Point D to Point E or for a maximum distance of 800 feet when the alignment of Relocated 522 has been determined by VDOT, and the right of way for this segment of Coverstone Drive has been acquired by VDOT or Frederick County. In the event that the alignment for relocated Route 522 has not been determined or if the right of way for Coverstone Drive Extended is not secured by June 30, 2018 then the Applicant shall pay to the County \$20,000 for transportation improvements within the vicinity of the Property in lieu of designing said portion of Coverstone Drive. The Applicant shall further pay to the County \$1,000 for each permitted residential unit as a contribution towards the future construction of Coverstone Drive Extended, but if the conditions above have not been met by June 30, 2018 then these funds may be used for other projects in the vicinity of the Property that have a rational nexus to the Property. Such funds shall be paid at the time of building permit issuance for each of the permitted residential units.
- 15.3 Notwithstanding any other provisions of these proffers, the Applicant shall construct Coverstone Drive as a full four-lane section as required in Proffer 15.2 from Millwood Pike to Prince Frederick Drive prior to November 1, 2025. A median break and eastbound left turn lane shall be constructed at the existing Millwood Pike and Inverlee intersection prior to November 1, 2015.

- 15.4 The Applicant shall design and construct Tazewell Road as shown on the MDP as a minimum two lane roadway within a variable width right of way with a maximum right of way width of 60' to provide access to residential uses within Land Bay 1 and other commercial areas of Land Bay 2. Said 60' right of way width shall be required for Tazewell Road between Coverstone Drive and Pendleton Drive. The right of way and road width shall decrease for the remaining portions of Tazewell Road. Said roadway shall be constructed in phases as needed for future subdivision plans. Furthermore, no certificate of occupancy for any residential dwelling that is served by Tazewell Road, excluding model homes, shall be issued until such time that access to Land Bay 1 from Millwood Pike is provided via Coverstone Drive and Tazewell Road.
- 15.5 The Applicants shall pay to the County the amount of \$75,000 for signalization or other road improvements at the intersection of Millwood Pike (US Route 50) and Victory Road (Route 728). Such funds shall be paid within sixty (60) days of the issuance of the first residential building permit in Land Bay 1.
- 15.6 The Applicants shall pay to the County the amount of \$175,000 for signalization or other road improvements at the intersection of Costello Drive and Prince Frederick Drive. Such funds shall be paid within sixty (60) days of receiving written request from the County and VDOT after acceptance of Phase 2 Coverstone Drive Improvements per Proffer 15.2 into the State highway system.
- 15.7 Access to Millwood Pike shall be limited to Coverstone Drive as shown on the MDP with the exception of the private driveway currently serving TM 64-A-83B. The Applicant shall close said driveway once access is provided to TM 64-A-83B via the internal residential street network as depicted on the MDP. Additionally, the Applicant shall close the existing crossover previously used for access to the golf course concurrent with Phase 1 improvements as provided by Proffer 15.2.
- 15.8 All public right-of-ways shall be dedicated to Frederick County as part of the subdivision approval process, consistent with applicable Virginia law.
- 15.9 All public streets and roads shall be designed in accordance with the Virginia Department of Transportation specifications, subject to review and approval by Frederick County and VDOT.
- 15.10 All private streets and roads shall be constructed in accordance with the current Virginia Department of Transportation structural standards, and as may be modified by the County, and shall be owned and maintained by the Property Owners Association served by such streets or roads.

15.11 The design of off-site road improvements shall be in general conformance with the plan entitled "Governors Hill Road Improvements" Sheets 1-2, as prepared by Patton Harris Rust and Associates, dated October 30, 2008. Excluding 300,000 square feet of office uses which may be developed at any time utilizing access to the existing completed portion of Coverstone Drive, off-site improvements shall be constructed in three phases as depicted on the aforementioned plans as follows:

Phase A: Phase A improvements shall consist of improvements at the intersection of Millwood Pike/Inverlee Way/Coverstone Drive and shall be completed coincident with Phase 1 Coverstone Drive construction per Proffer 15.2.

Phase B: Phase B improvements shall consist of improvements at the intersections of Millwood Pike/Prince Frederick Drive and Prince Frederick Drive/Costello Drive. Phase B improvements shall be completed coincident with Phase 2 Coverstone Drive construction per Proffer 15.2.

Phase C: Phase C improvements shall consist of improvements at the intersection of Millwood Pike/Sulphur Spring Road. Phase C improvements shall be completed coincident with Phase 3 Coverstone Drive construction per Proffer 15.2.

15.12 The Applicant shall make good faith efforts to obtain any off-site right of way needed to complete any proffered off-site transportation improvements. In the event that the Applicant is not able to obtain the right of way and, further, the County and/or State of Virginia do not obtain the necessary right of way, in lieu of constructing the road improvement, the Applicant shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction cost of those road improvements that could not be implemented. The construction cost estimate shall be subject to review and approval by VDOT. The monetary contribution shall coincide with the commercial area threshold that triggers the off-site road improvement as identified in Proffer 15.11.

15.13 Any future transportation analyses which may be required for the Property, shall utilize Code 820 "Retail" per the I.T.E. Trip Generation Manual 7th Edition for any commercial use other than office use.

- 15.14 In the event any proffered off-site road improvements are constructed by others, the Applicant shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction costs of those proffered road improvements not installed by the Applicant. The construction cost estimate shall be subject to review and approval by VDOT. The monetary contribution shall coincide with the commercial area threshold that triggers the off-site road improvements as identified in Proffer 15.11.

16. CULTURAL RESOURCES INVESTIGATION AND PRESERVATION

The Applicant shall conduct or cause to be conducted a Phase I Archaeological Investigation of the Property, prior to the approval of the first final site or subdivision plan for the Property, and shall complete Phase II and III investigations thereof as may be demonstrated to be necessary by the Phase I study.

17. ESCALATOR CLAUSE

- 17.1 In the event any monetary contributions set forth in the Proffer Statement are paid to the Frederick County Board County Supervisors ("Board") within 30 months of October 12, 2005, as applied for by the Applicant, said contributions shall be in the amounts as stated herein. Any monetary contributions set forth in the Proffer Statement which are paid to the Board after 30 months following October 12, 2005 shall be adjusted in accordance with the Urban Consumer Price Index ("CPI-U") published by the United States Department of Labor, such that at the time contributions are paid, they shall be adjusted by the percentage change in the CPI-U from that date 30 months after October 12, 2005 to the most recently available CPI-U to the date the contributions are paid, subject to a cap of 5% per year, non-compounded.

18. SEPTEMBER 18, 2014 PROFFER REVISION

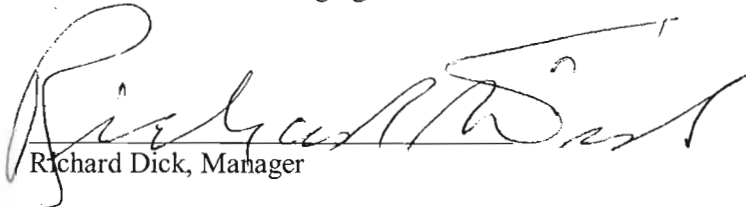
- 18.1 The revisions dated September 18, 2014 apply only to tax parcels 64-A-86 and 64-A-87 and do not apply to the other properties subject to the Proffer Statement dated September 26, 2013. These modifications increase from 200,000 to 300,000 the square footage of office floor space which may be developed, on any or all of the properties subject to the Proffer Statement dated September 26, 2013, utilizing access from the completed portion of Coverstone Drive. This increase in floor space is indicated in Sections 15.2 and 15.11 of this Proffer Statement.

SIGNATURES APPEAR ON THE FOLLOWING PAGES

0020

JGR Three L.L.C.

By: JPG Three L.L.C. Managing Member


Richard Dick, Manager

STATE OF VIRGINIA, AT LARGE

FREDERICK COUNTY, To-wit:

City of Winchester

The foregoing instrument was acknowledged before me this 19th day of September, 2014, by Richard G. Dick.

My commission expires 7/31/18
Notary Public Phyllis M. Newlin



THIS SUPPLEMENT TO REZONING APPLICATION, made and dated this 26th day of September, 2014, by and between **JGR THREE, LLC**, a Virginia limited liability company, **ELLEN, LLC**, a Virginia limited liability company, **LCR, LLC**, a Virginia limited liability company, **MDC THREE, LLC**, a Virginia limited liability company, **SUSAN SANDERS, LLC**, a Virginia limited liability company, **LIBERTY HILL, L.C.**, a Virginia limited liability company, **THOMAS A. DICK, TIMOTHY J. DICK** and **MICHAEL E. DICK** (the “**Owners**”) and **COUNTY OF FREDERICK, VIRGINIA** (“**Frederick County**”).

RECITALS:

A. The Owners are vested with fee simple title to those certain parcels of land being more particularly described on Exhibit “A” attached hereto and incorporated herein by reference as if set out in full (the “**Property**”).

B. The Owners have previously submitted that certain Rezoning Application Form, that certain revised Proffer Statement and that certain Special Limited Power of Attorney to the Frederick County Department of Planning & Development as part of a request to modify and amend the Proffers previously approved for the Property (the “**Rezoning Application**”).

C. Through inadvertence, the Rezoning Application was not signed by all of the Owners of the Property.

D. The Owners intend to correct said omission and hereby ratify and approve the Rezoning Application and all documents submitted in connection therewith.

NOW, THEREFORE, WITNESSETH: For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. **Recitals:** The Recitals are made a material part hereof and incorporated herein by reference as if set out in full.

2. **Approval of Rezoning Application:** The Owners hereby ratify and approve the Rezoning Application, that certain Proffer Statement bearing a revision date of September 18, 2014, that certain Special Limited Power of Attorney dated September 19, 2014, and all documents submitted in connection therewith, and are bound by all such documents, as evidenced by their execution of this Supplement to Rezoning Application. This Supplement To Rezoning Application is made part of the Rezoning Application, that certain Proffer Statement bearing a revision date of September 18, 2014, that certain Special Limited Power of Attorney dated September 19, 2014, and all documents submitted in connection therewith.

WITNESS the following signatures and seals:

JGR THREE, LLC

By John G. Russell, III (SEAL)
JOHN G. RUSSELL, III, Manager

STATE OF SOUTH CAROLINA, AT LARGE,
CITY/COUNTY OF BEAUFORT, to-wit:

The foregoing instrument was acknowledged before me on the 26 day of SEPTEMBER, 2014, by John G. Russell, III, who is Manager of JGR THREE, LLC, a Virginia Limited Liability Company.

My commission expires _____
Commission Expires: May 21, 2017

John G. Russell, III
NOTARY PUBLIC



ELLEN, LLC

By: John G. Russell, III (SEAL)
JOHN G. RUSSELL, III, Manager

STATE OF SOUTH CAROLINA, AT LARGE,
CITY/COUNTY OF BEAUFORT, to-wit:

The foregoing instrument was acknowledged before me on the 26 day of
SEPTEMBER, 2014 by John G. Russell, III, who is Manager of ELLEN, LLC, a Virginia
Limited Liability Company.

My commission expires _____ Commission Expires: May 21, 2017

J. R. Lynn
NOTARY PUBLIC

LCR, LLC

By: Linda C. Russell (SEAL)
LINDA C. RUSSELL, Manager

STATE OF SOUTH CAROLINA, AT LARGE,
CITY/COUNTY OF BEAUFORT, to-wit:

The foregoing instrument was acknowledged before me on the 26 day of
SEPTEMBER, 2014, by Linda C. Russell, who is Manager of LCR, LLC, a Virginia
Limited Liability Company.

My commission expires _____ Commission Expires: May 21, 2017

J. R. Lynn
NOTARY PUBLIC

MDC THREE, LLC

By: John G. Russell III (SEAL)
JOHN G. RUSSELL, III, Manager

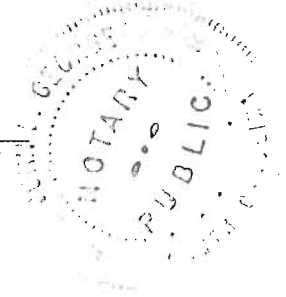
STATE OF SOUTH CAROLINA, AT LARGE,
CITY/COUNTY OF BEAUFORT, to-wit:

The foregoing instrument was acknowledged before me on the 26 day of
SEPTEMBER, 2014, by John G. Russell, III, who is Manager of MDC THREE, LLC, a
Virginia Limited Liability Company.

Commission Expires: May 24, 2017

My commission expires _____

[Signature]
NOTARY PUBLIC



SUSAN SANDERS, LLC

By: John G. Russell III (SEAL)
JOHN G. RUSSELL, III, Manager

STATE OF SOUTH CAROLINA, AT LARGE,
CITY/COUNTY OF BEAUFORT, to-wit:

The foregoing instrument was acknowledged before me on the 26 day of
SEPTEMBER, 2014, by John G. Russell, III, who is Manager of SUSAN SANDERS,
LLC, a Virginia Limited Liability Company.

Commission Expires: May 24, 2017

My commission expires _____

[Signature]
NOTARY PUBLIC



LIBERTY HILL, L.C.

By: Richard G. Dick (SEAL)
RICHARD G. DICK, Manager

STATE OF VIRGINIA, AT LARGE,
CITY/COUNTY OF Winchester, to-wit:

The foregoing instrument was acknowledged before me on the 29th day of September, 2014, by Richard G. Dick, who is Manager of LIBERTY HILL, L.C., a Virginia Limited Liability Company.

My commission expires January 31, 2018



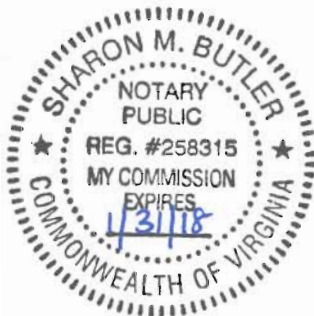
Sharon M. Butler
NOTARY PUBLIC

Thomas A. Dick By Richard G. Dick AIF (SEAL)
THOMAS A. DICK, by RICHARD G. DICK, his
Attorney-in-Fact

STATE OF VIRGINIA, AT LARGE,
CITY/COUNTY OF Winchester, to-wit:

The foregoing instrument was acknowledged before me on the 29th day of September, 2014, by Richard G. Dick, Attorney-in-Fact for Thomas A. Dick.

My commission expires January 31, 2018

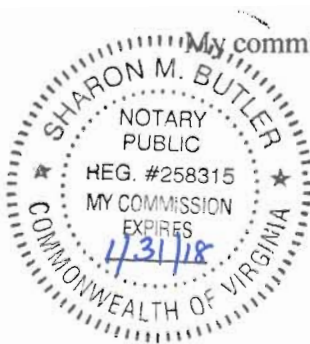


Sharon M. Butler
NOTARY PUBLIC

x Timothy J. Dick
 By Richard G. Dick (SEAL)
 TIMOTHY J. DICK, by RICHARD G. DICK, his
 Attorney-in-Fact

STATE OF VIRGINIA, AT LARGE,
 CITY/COUNTY OF Winchester, to-wit:

The foregoing instrument was acknowledged before me on the 29th day of
September, 2014, by Richard G. Dick, Attorney-in-Fact for Timothy J. Dick.



My commission expires January 31, 2018

Sharon M. Butler
 NOTARY PUBLIC
 x Michael E. Dick
 By Richard G. Dick (SEAL)
 MICHAEL E. DICK, by RICHARD G. DICK, his
 Attorney-in-Fact

STATE OF VIRGINIA, AT LARGE,
 CITY/COUNTY OF Winchester, to-wit:

The foregoing instrument was acknowledged before me on the 29th day of
September, 2014, by Richard G. Dick, Attorney-in-Fact for Michael E. Dick.

My commission expires January 31, 2018



Sharon M. Butler
 NOTARY PUBLIC

EXHIBIT "A"

PARCEL ONE: All of that certain lot or parcel of land, together with all improvements thereon and all rights, rights of way, and appurtenances thereunto belonging, containing 107.4389 acres, more or less, more particularly described on that certain plat titled "Boundary Line Adjustment Between Governors Hill and Winchester Regional Airport" dated March 28, 2006, revised August 31, 2007, drawn by Cory M. Haynes, L.S., attached to that certain Deed of Boundary Line Adjustment dated September 21, 2007, of record in the Clerk's Office of the Circuit Court of Frederick County, Virginia as Instrument No. 070015617, and incorporated herein by reference as if set out in full.

Tax Map No.: 64-A-86

PARCEL TWO: All of that certain lot or parcel of land, together with all improvements thereon and all rights, rights of way, and appurtenances thereunto belonging, containing 14.7423 acres, more or less, more particularly described on that certain plat titled "Plat Showing Right of Way Dedication & Dedication/Vacation of Various Easements on the Property of Carpers Valley Development, L.L.C." dated May 11, 2007, revised November 28, 2007, drawn by Cory M. Haynes, L.S., attached to that certain Dedication for Street Purposes and Vacation of Easement dated January 4, 2008, of record in the aforesaid Clerk's Office as Instrument No. 080002019, and incorporated herein by reference as if set out in full.

Tax Map No.: 64-A-87

The foregoing Parcel One and Parcel Two are the same lands acquired by the Owners by that certain Trustee's Deed dated December 30, 2013, of record in the Clerk's Office of the Circuit Court of Frederick County, Virginia as Instrument No. 140000018.

Governors Hill

FINAL MASTER DEVELOPMENT PLAN

COUNTY OF FREDERICK, VIRGINIA
SHAWNEE MAGISTERIAL DISTRICT



VICINITY MAP 1"=2000'

MARCH 2008
REVISED JANUARY 9, 2009

PROPOSED WAIVERS:

1. **Waiver of Section 144-24C:**
The Applicant requests a waiver of Section 144-24C of the Frederick County Subdivision Ordinance to allow commercial lots to be subdivided on private streets.
2. **Waiver of Section 144-24C(2a):**
Proposed Private Street network shall locate lots a maximum of 800 feet from a state-maintained road, as measured from the public street along the access roads.

ROAD NOTES:

1. Location of private streets subject to modifications at the time of final engineering.
2. Covenants Drive shall be constructed in accordance with Section 15 entitled "Transportation" of the approved profile Statement on Sheet 4.
3. The following street/corridor have been reserved by the Frederick County Department of CDS:
- Pendleton, Sanson, Fawcett, Cobeth, Durbin, Potomac, Montague, McKinney

COMMERCIAL AREA DIMENSIONAL STANDARDS:

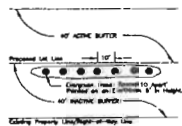
1. Maximum Height - 63 feet
2. All other dimensional standards shall be in accordance with B7 (General Business) zoning district regulations.

UTILITY NOTES:

1. All utility locations including storm water ponds are conceptual in nature and are subject to change upon final engineering.
2. Sanitary sewer and water available per FESA.
3. All utilities will be placed underground.

ENVIRONMENTAL FEATURE NOTES:

1. Open Space Summary for Commercial Land Use: 181.10 Acres
- Open Space Required (15%): 24.17 Acres
- Minimum Net Usable Open Space (50%): 12.09 Acres
- Open Space location to be finalized at time of Site Plan.
2. Open Space Summary for Residential Land Use: 116.90 Acres
- Open Space Required for Residential Area (30%): 35.05 Acres
- Open Space shown on MDP: 35.85 Acres
- Net Usable Open Space: 27.42 Acres



TYPICAL (REDUCED DISTANCE) ROAD
EFFICIENCY BUFFER
NOT TO SCALE



CATEGORY 'C' ZONING DISTRICT
BUFFER (COLL. GREEN)
NOT TO SCALE

SHEET INDEX

1. COVER SHEET
2. OVERALL PLAN
3. MASTER DEVELOPMENT PLAN
4. BOUNDARY SURVEY & APPROVED PROFFER STATEMENT

Phasing Schedule (Per Proffer 4.1)

Year 1 - 140 building permits
Year 2 - 140 building permits
Year 3 - 140 building permits
Year 4 - 150 building permits

Note: Any permits not issued for a given year may be carried over to the following year. Anticipate the Applicant shall not make applications for more than 200 building permits in any given year.

Project Summary:

Total Gross Commercial Area: 161.1 Acres
Total Residential Area: 116.90 Acres
Planning Zoning: R-4
Proposed (in Accordance with Residential 2nd Commercial
Site of Multi-Family Housing Units: 128
No of Single Family Attached Housing Units (SFA): 422

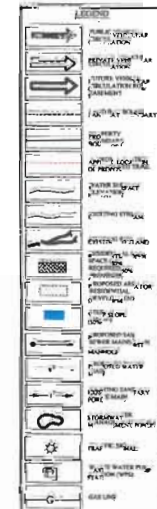
General Notes:

1. Easement: 10' wide easement @ 5'
2. All Public Roads to be built to VDOT Standards:
3' Wide Right-of-Way: 66'-A-87, 66'-A-87A, 66'-A-87,
66'-A-87, 66'-A-87, 66'-A-87

Recreational Unit Requirements:

Total Units: 550 - Rec Units Required (1750): 16.15

Note: Required Recreation units shall be constructed or donated in conjunction with the development. 3,000 square foot community center, 3,500 square foot neighborhood swimming pool, and day care shall be completed prior to the issuance of the final building permit (proffer 4.3).



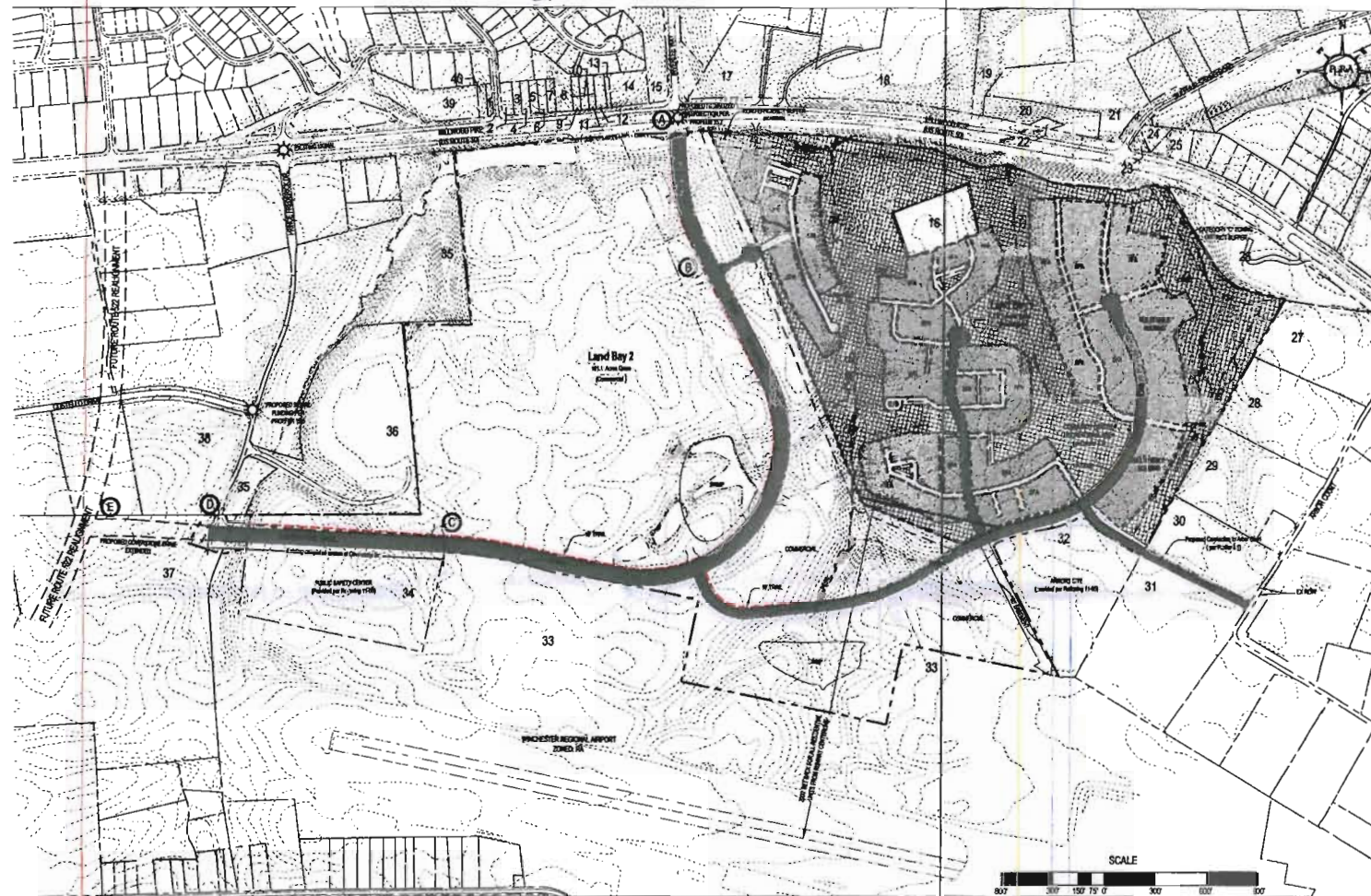
| Owner and Applicant | Owner and Applicant |
|--|---|
| Carpet Valley Development, LLC
480 S. 1st Street, Suite 300
Winchester, Virginia 22601
(540) 722-9568 | Governors Hill, LLC
480 S. 1st Street, Suite 300
Winchester, Virginia 22601
(540) 722-9568 |
| <i>[Signature]</i> 1-30-09
John I. Conrad | <i>[Signature]</i> 1-30-09
John I. Conrad |

| APPROVAL BLOCK |
|------------------------------------|
| <i>[Signature]</i> 1/30/09
Date |

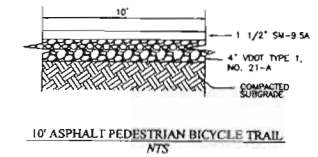
| |
|---|
| Patton Harris Rust & Associates, P.C.
Engineers, Surveyors, Planners, Landscape Architects |
| 208 Mill Street, S.E.
Lawrenceville, GA 30045
770.973.1000
P. 770.777.3726 |



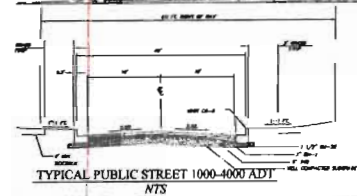
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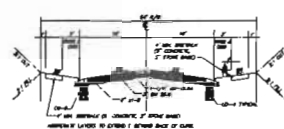
| KEY | LOT | OWNER | ZONE | USE |
|-----|-------------|--|------|-----|
| 1 | 64A 7 1 2 | KARNES, JOHN H & CHRISTOPHER BROOKS | RP | RES |
| 2 | 64A 7 1 3 | HARTLEY, DOUGLAS ALLEN | RP | RES |
| 3 | 64A 7 1 4 | HARTLEY, DOUGLAS ALLEN | RP | RES |
| 4 | 64A 7 1 5 | COOK, JUDY BELLE / COO RODGERS, JUDY B | RP | RES |
| 5 | 64A 7 1 6 | COOK, JUDY BELLE / COO RODGERS, JUDY B | RP | RES |
| 6 | 64A 7 1 7 | COOK, JUDY BELLE / COO RODGERS, JUDY B | RP | RES |
| 7 | 64A 7 1 8 | COOK, JUDY BELLE / COO RODGERS, JUDY B | RP | RES |
| 8 | 64A 7 1 9 | COOK, JUDY BELLE / COO RODGERS, JUDY B | RP | RES |
| 9 | 64A 7 1 10A | LAMBERT, GEORGE G & KELSA R | RP | RES |
| 10 | 64A 7 1 11A | LAMBERT, GEORGE G & KELSA R | RP | RES |
| 11 | 64A 7 1 12A | LAMBERT, GEORGE G & KELSA R | RP | RES |
| 12 | 64A 7 1 13 | FRASER, ROBERT A | RP | RES |
| 13 | 64A 7 1 14 | FRASER, ROBERT A | RP | RES |
| 14 | 64A 7 1 15 | LOV, DAVID W | RP | RES |
| 15 | 64A 7 1 16A | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 16 | 64A 7 1 17 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 17 | 64A 7 1 18 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 18 | 64A 7 1 19 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 19 | 64A 7 1 20 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 20 | 64A 7 1 21 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 21 | 64A 7 1 22 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 22 | 64A 7 1 23 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 23 | 64A 7 1 24 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 24 | 64A 7 1 25 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 25 | 64A 7 1 26 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 26 | 64A 7 1 27 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 27 | 64A 7 1 28 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 28 | 64A 7 1 29 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 29 | 64A 7 1 30 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 30 | 64A 7 1 31 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 31 | 64A 7 1 32 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 32 | 64A 7 1 33 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 33 | 64A 7 1 34 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 34 | 64A 7 1 35 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 35 | 64A 7 1 36 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 36 | 64A 7 1 37 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 37 | 64A 7 1 38 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 38 | 64A 7 1 39 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 39 | 64A 7 1 40 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |
| 40 | 64A 7 1 41 | RAVENHAWK HOMEOWNERS ASSOCIATION | RP | RES |



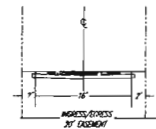
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NTS



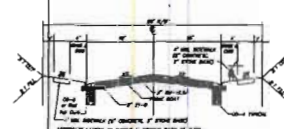
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NTS



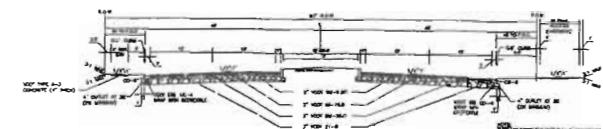
TYPICAL PUBLIC STREET 400-1000 ADT
NTS



TYPICAL ALLEY
20' EASEMENT-16' PAVEMENT
NTS



TYPICAL PRIVATE STREET
NTS



COVER STONE DRIVE SECTION (4 LANE SECTION)
ADT = 10,400 VDP Design Speed 40 MPH

| REVISED PER COUNTY COMMENTS | DATE | BY | PR |
|-----------------------------|------|---------|--------|
| DESCRIPTION | DATE | REVISED | REASON |
| REVISION | | | |



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PHRA

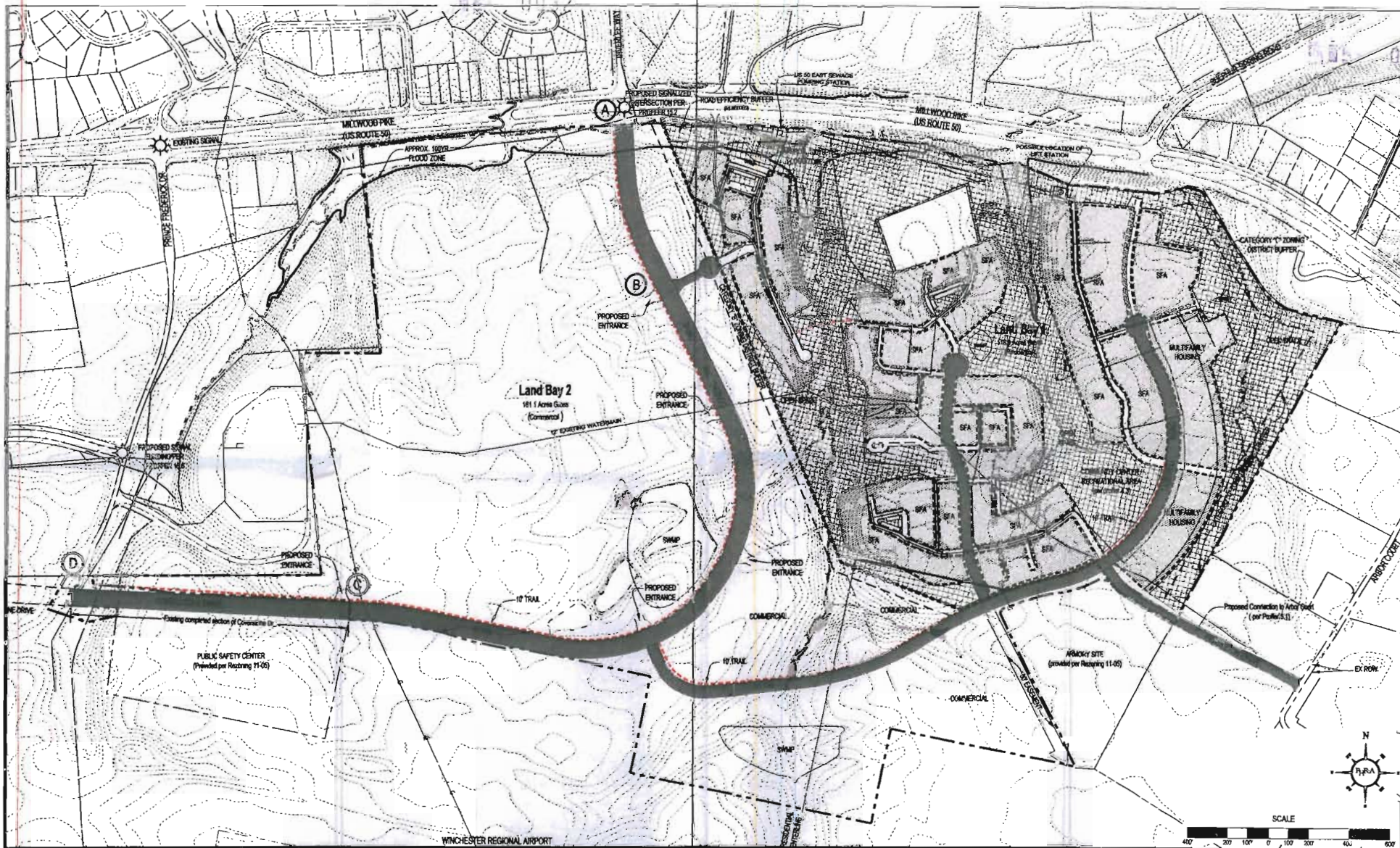
208 Church Street SE
Leesburg, VA 20175
T 703.777.3616
F 703.777.3725

OVERALL PLAN

Governors Hill
MASTER DEVELOPMENT PLAN

FREDERICK COUNTY, VIRGINIA

| DESIGN | TEAM | SURVEY | PHR-A |
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| DESIGN | TEAM | DATE | MARCH 2008 |
| CHECKED | PRR | SCALE | 1" = 300' |
| SHEET | 2 OF 4 | FILE NO. | 13415-1-0 |



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| 1 | REVISED PER COUNTY COMMENTS | | | | |
| 2 | REVISED PER COUNTY COMMENTS | 10/31/08 | PHR | PHR | |
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| NO. | DESCRIPTION | DATE | REV'D | REV'D | |
| | | | | | |



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MASTER PLAN

Governors Hill MASTER DEVELOPMENT PLAN

FREDERICK COUNTY, VIRGINIA

| | | | |
|---------|--------|----------|------------|
| DESIGN | TEAM | SURVEY | PHR+A |
| DRAWN | TEAM | DATE | MARCH 2008 |
| CHECKED | PHR | SCALE | 1" = 200' |
| SHEET | 3 OF 4 | FILE NO. | 13415-1-0 |

4.2 Commercial and employment uses may be conducted at any time.

4.3 Improvements including a 3,000 square foot community center/3,000 square feet of neighborhood swimming pool, and a dog park, may be constructed in conjunction with residential development in Land Bay 1 and the land transferor shall be obligated upon completion of the improvements to the Property Owners Association. The location thereof shall be inspected on least satisfactory plans for such membership. These improvements shall serve to meet the need for the requirement of 1 recreation unit per 10 dwellings. These improvements shall be completed prior to the issuance of the 281st residential building permit.

5. ARCHITECTURE, SIGNAGE, AND LANDSCAPING

5.1 All buildings on the Property shall be constructed using compatible architectural styles. The Applicant shall establish one or more Architectural Review Boards to review all exterior architectural features. The Architectural Review Board shall be a non-profit, non-stock, non-member Association to be created to embrace and administer a critical development plan in general conformance with the Design and

5.2 All signage within the Property shall be in substantial conformity with a comprehensive sign plan that meets the requirements of the Zoning Ordinances for signage, which shall be submitted in conjunction with the first final site or subdivision plan for the Property.

6 PEDESTRIAN TRAIL SYSTEM AND RECREATION AREAS

6.1 The Applicant shall design and build a public pedestrian-bicycle trail system to Virginia Department of Transportation standards that links residential and commercial areas within the development. Said

trails shall be in locations generally depicted on the MDP. To the extent that such trails are not depicted on the MDP at the time of Final Rezoning, such trails shall be connected with or linked to the interim street and sidewalk network. Sidewalks shall be constructed on public streets to VDOT standards, and a minimum of four-foot sidewalks shall be constructed on private streets. All combined pedestrian/bicycling trails shall be 10 feet wide, and shall have an asphalt surface.

of a building permit for each dwelling unit.

12 Following a final ratification, the master PUA is to be passed in accordance herewith shall contribute annually on or before July 1st of each year, the sum of \$100 per constructed residential unit, and \$100 per 1000 square feet of constructed commercial (not including any lots in public use), to the fire and rescue company providing first response service to the Property. Such contribution shall be monitored and enforced by the master PGA, and the Board may require an accounting of such payments at such times and upon such conditions as it may determine necessary. Said monetary contribution shall cease at such time that the fire and rescue company providing first response service is no longer a volunteer operation or should the County adopt a fee for service plan to provide fire and rescue service.

8. SCHOOLS:

8.1 The Applicant shall contribute to the Board the sum of \$1,714 per dwelling unit for educational purposes, payable upon the issuance of a building permit for each dwelling unit.

9. PARKS & OPEN SPACE:

9.1 The Applicant shall contribute to the Board the sum of \$243 per dwelling unit for recreational purposes, payable upon the issuance of a building permit for each dwelling unit.

10. LIBRARIES:

10.1 The Applicant shall contribute to the Board the sum of \$79 per

dwelling unit for library purposes, payable upon the issuance of a building permit for each dwelling unit.

11. ADMINISTRATION BUILDING

11.1 The Applicant shall contribute to the Board the sum of \$75 per dwelling unit upon issuance of a building permit for each dwelling unit to be used for construction of a general government administration building.

12. CREATION OF PROPERTY OWNERS' ASSOCIATION

12.1 The Master Property Owners' Association to be created in accordance herewith shall be created contemporaneously with the first final site or subdivision plan submitted for the Property

12.2 The Applicant shall establish a Master Property Owners Association (hereinafter "Master POA") for Governors Hill in its entirety, that shall, among other things, have responsibility for assuring compliance with design guidelines and standards, signage requirements, landscape maintenance, and similar matters. Any homeowners' or property owners' associations created for commercial or residential uses individually shall act as a subset of the Master POA.

12.3 The restricted portion of the development shall be made subject to one or more "Private Owners' Association(s)" (hereinafter "Residential POA") that shall be responsible for the ownership, maintenance and repair of the community center, walking trails in Land Bay 1, swimming pools, all common areas, including any conservation areas that may be established in accordance herewith not dedicated to the County or others, and stormwater management facilities not dedicated to public use in Land Bay 1, for each area subject to their jurisdiction, and shall be provided each other responsibilities, duties,

and powers as are customary for such associations or as may be required for such Residential PCA herein

PHASE 4: The Applicant shall design and construct the Converse Drive Extended to a four-lane section from Prince Frederick Road to Reallocated Route 527 and the Applicant shall construct the Reallocated Route 527 to a four-lane section of 850 feet when the alignment for Reallocated Route 527 has been determined by VDOT and the right of way for this segment of Converse Drive has been acquired by the County. If the right of way for the segment of Converse Drive to be reallocated Route 527 has not been determined at the end of the right of way for Converse Drive Extended at RRM extended by June 30, 2018 then the Applicant shall pay the County \$20,000 for the property and line of disamping east portion of Converse Drive. The Applicant shall further pay to the County \$10,000 for each permitted residential unit as a contribution to the County for the cost of the County's share of the cost of the project. The conditions above shall not be taken until June 30, 2018 then these funds may be used for other projects in the vicinity of this Property that are approved by the Prince Georges County Board of Public Works. The County shall provide a building permit allowance for the cost of the permitted residential units.

15.4 The Applicant shall design and construct Tazewell Road as shown on the MDP as a minimum two-lane roadway within a variable width right of way with a maximum right of way width of 60' to provide access to re-entrant easels within Land Use 1 and other commercial areas of Land Use 2. Said 60' right of way width shall be reduced for Tazewell Road between Covington Drive and the Army entrance. The right of way and road width shall decrease for the remaining portions of Tazewell Road. Said roadway shall be constructed in phases, as needed, for future additional phases. firstwestcoast.com

certificates of occupancy for any residential dwelling that is served by Tazewell Road, excluding mobile homes, shall be issued until such time that access to Land Bay 1 from Highway 154 is provided via Conventions Drive and Tazewell Road.

[illegible]

Note:
The Boundary Information shows

11. The design of off-site road improvements shall be in general conformance with the design criteria "Overseas Hill Road Improvements" (Sheet 1-2, as prepared by Flinto Rogers Smith and Associates, dated October 30, 2008). Situating 200,000 square feet office use which may be developed at any time abutting access to an unserviced portion of the proposed off-site road, off-site improvements shall be constructed in three phases as depicted on the aforementioned plans as follows:

Phase A - Phase A Improvements shall consist of improvements to the intersection of Midvale Highway and Way/Cowlesville Drive and shall be completed concurrent with Phase 1 Cowlesville Drive Project as per Project 15.2

Phase B - Phase B Improvements shall consist of improvements to the intersections of Midvale Highway/Fredrick, Drive and Pioneer/Fredrick Drive/Cowlesville Drive. Phase B improvements shall be completed concurrent with Phase 2 Cowlesville Drive construction per Project 16.2

Phase C - Phase C Improvements shall consist of improvements to the intersection of Midvale Highway and Pioneer/Fredrick Drive/Cowlesville Drive. Phase C improvements shall be completed concurrent with Phase 3 Cowlesville Drive construction per Project 17.2

16.1? The Applicant shall make good faith efforts to obtain any off-site right of way needed to complete any proffered off-site transportation improvements. In the event that the Applicant is not able to obtain all right of way and, further, the County and/or State of Virginia do not obtain the necessary right of way, in lieu of constructing the road improvement, the Applicant shall provide a monetary contribution to Frederick County that is equivalent to the estimated construction cost of those road improvements that could not be implemented. The

construction cost estimate shall be subject to review and approval by VDOT. This monetary contribution shall coincide with the commercial area threshold that triggers the off-site road improvement as identified in Profile 15.11.

[illegible]

An aerial photograph of a residential area. A prominent rectangular building is labeled 'BROOKLYN' and '100-10'. Other buildings and streets are visible, with some labels like '100-10' and '100-10' repeated. The image is somewhat blurry and has a high-contrast, black-and-white appearance.

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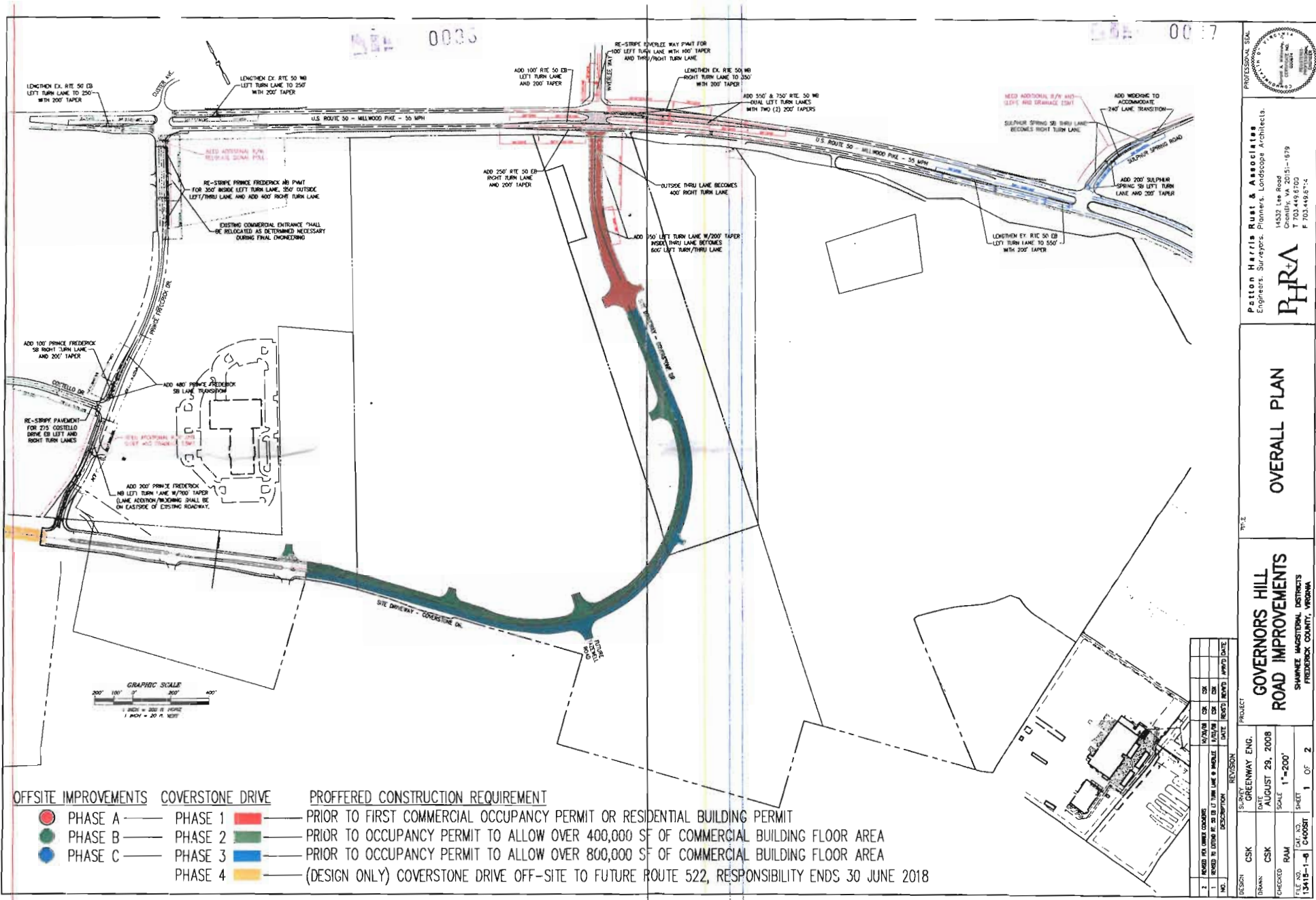


P+H+R+A

Governors Hill
MASTER DEVELOPMENT PLAN
FREDERICK COUNTY, VIRGINIA

| | | | |
|---------|--------|---------|------------|
| DESIGN | TEAM | SURVEY | PIRVA |
| DRAWN | TEAM | DATE | MARCH 2008 |
| CHECKED | PRS | SCALE | 1" = 400' |
| SHEET | 4 OF 4 | FILE NO | 13415-1-0 |

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- OFFSITE IMPROVEMENTS**
- PHASE A
 - PHASE B
 - PHASE C
- COVERSTONE DRIVE**
- PHASE 1
 - PHASE 2
 - PHASE 3
 - PHASE 4
- PROFFERED CONSTRUCTION REQUIREMENT**
- PRIOR TO FIRST COMMERCIAL OCCUPANCY PERMIT OR RESIDENTIAL BUILDING PERMIT
 - PRIOR TO OCCUPANCY PERMIT TO ALLOW OVER 400,000 SF OF COMMERCIAL BUILDING FLOOR AREA
 - PRIOR TO OCCUPANCY PERMIT TO ALLOW OVER 800,000 SF OF COMMERCIAL BUILDING FLOOR AREA
 - (DESIGN ONLY) COVERSTONE DRIVE OFF-SITE TO FUTURE ROUTE 522, RESPONSIBILITY ENDS 30 JUNE 2018

PROFESSIONAL SEAL

Patton Harris Rust & Associates
Engineers, Planners, Landscape Architects
14323 Lee Road
Granville, VA 22051-6799
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PHRA

OVERALL PLAN

GOVERNORS HILL
ROAD IMPROVEMENTS

SHARPEE MAGISTERIAL DISTRICTS
FREDERICK COUNTY, VIRGINIA

PROJECT

SLAVEY GREENWAY ENG.

DATE

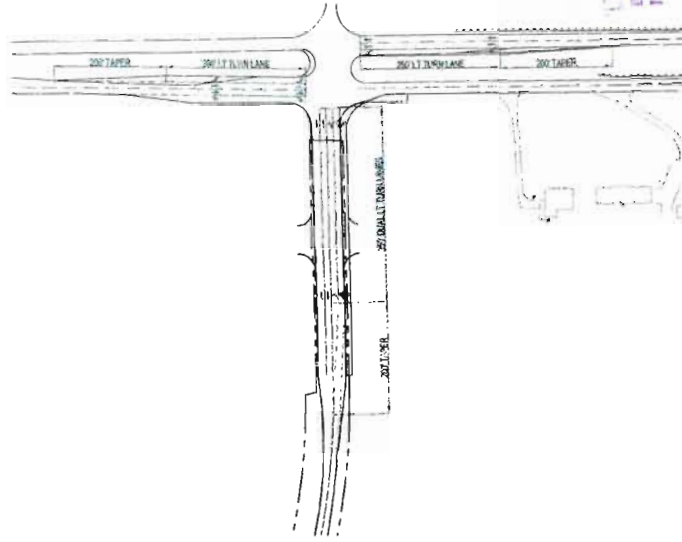
AUGUST 29, 2008

SCALE

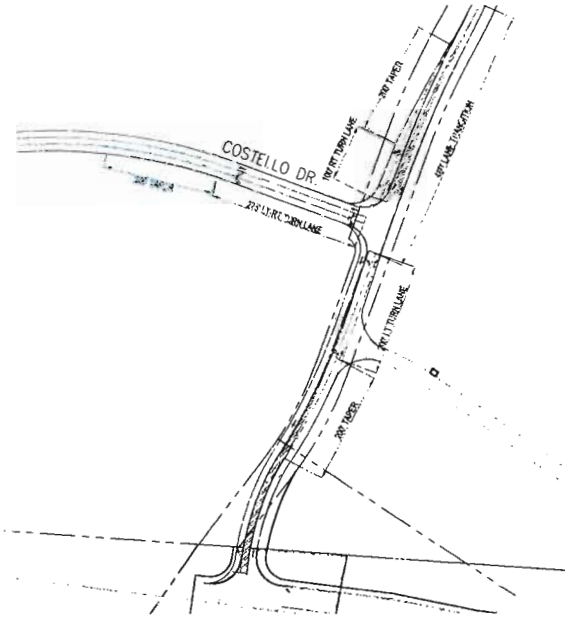
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SHEET

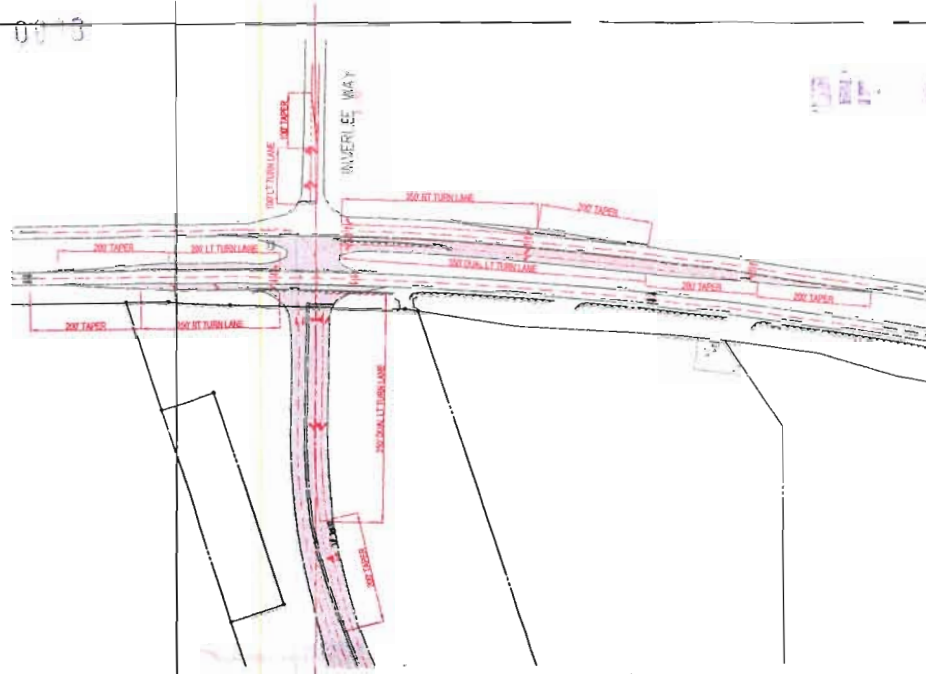
1 OF 2



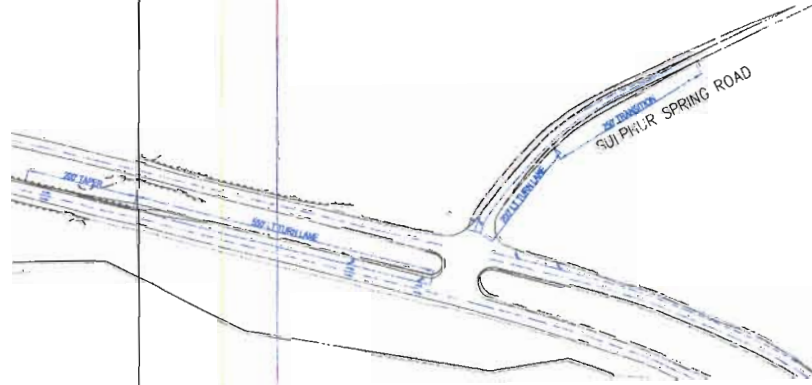
U.S. ROUTE 50 - CUSTER AVE - PRINCE FREDERICK DR.



COVERSTONE DR. - COSTELLO DR. - PRINCE FREDERICK DR.



U.S. ROUTE 50 - INVERLEE WAY - SITE DRIVEWAY/COVERSTONE DRIVE



U.S. ROUTE 50 - SULPHUR SPRING ROAD

OFFSITE IMPROVEMENTS

- PHASE A
- PHASE B
- PHASE C



| NO. | REVISION | DATE | BY | CHKD | DATE | BY | CHKD |
|-----|----------|------|----|------|------|----|------|
| 1 | REVISION | | | | | | |
| 2 | REVISION | | | | | | |

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| DESIGNER | CSK | DATE | AUGUST 29, 2008 |
| CHECKED | CSK | DATE | AUGUST 29, 2008 |
| SCALE | 1"=100' | | |
| SHEET | 2 | OF | 2 |

| | |
|----------|---|
| PROJECT | GOVERNORS HILL ROAD IMPROVEMENTS |
| CLIENT | GREENWAY ENG. |
| LOCATION | GOVERNORS HILL ROAD, FREDERICK, CO. MD. |

INTERSECTIONS

GOVERNORS HILL ROAD IMPROVEMENTS

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Hines Carper Valley Traffic Impact Study

Industrial Rezoning Revision
14007 Millwood Pike

Frederick County, VA

Prepared For:

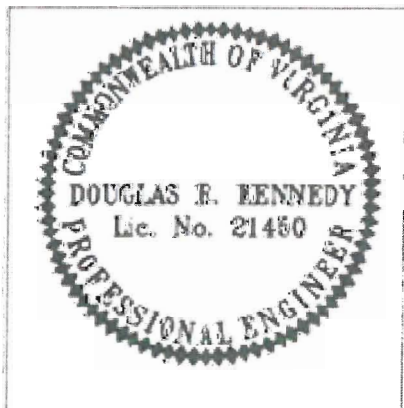
Hines

Two City Center
800 10th Street, NW, Suite 600
Washington, DC 20001

Submitted By:

Pennoni

117 East Piccadilly Street
Winchester, VA 226101- 5002
(540) 665-5643
and 13880 Dulles Corner Lane, Suite 100
Herndon, VA 20171
(703) 449-6700



HINEX18001

July 2018
Revision 1

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Appendix A: Scoping Document

Appendix B: Traffic Counts

Appendix C: Level of Service Criteria

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Appendix G: Synchro Analysis Output – 2020 Total Conditions with Mitigation

Appendix H: Synchro Analysis Output – 2024 Background Conditions

Appendix I: Synchro Analysis Output – 2024 Total Conditions

Appendix J: Synchro Analysis Output – 2024 Total Conditions with Mitigation

Appendix K: Turn Lane Warrants

EXECUTIVE SUMMARY

The Hines Carpers Valley site is a 121-acre site in eastern Frederick County, Virginia. The site is located on the south side of Route 50 (Millwood Pike), approximately 1 mile east of the City of Winchester and the I-81 interchange at Route 50 (Exit #313). The site location and vicinity are shown in **Figure 1**.

The current purchaser, Hines, has proposed to develop the site for light industrial uses, Industrial Park, General Light Industrial, or High-Cube Transload & Short-Term Storage Warehouse use. The site encompasses two (2) parcels, Frederick County PIN #'s 64 A 86 (107.44 acres) and 64 A 87 (14.74 acres), as shown on **Figure 2**.

The site was part of a 2008 zoning approval (RZ #10-08) for a planned residential/commercial development, named "Governor's Hill," that did not materialize. The subject rezoning would convert the western portion of the Governor's Hill site from commercial uses to allow industrial uses with access from Coverstone Drive.

Hines proposes to develop two (2) of the parcels included in that zoning approval. Since this project's size and proposed uses are entirely different from the Governor's Hill rezoning, this TIA has been prepared to identify transportation improvements required and for which of the transportation proffers from the previous rezoning would apply to the project.

This current TIA submission, with the modified proposed industrial uses and projected trip reductions of greater than 75% from the commercial uses assumed in the 2008 zoning approval, attempts to identify the transportation element for the subject site.

The TIA associated with the previous zoning approval (RZ #10-08), "A Traffic Impact Analysis of Governors Hill Development" (August 14, 2008, PHR+A), assumed development of two (2) additional parcels to the east, Frederick County PIN #'s 64 A 83A (14.25 acres) and 64 A 83 (115.72 acres) for residential uses. Proffers were accepted for the whole site assuming the development of those additional parcels, along with the more intense commercial uses for the subject parcel. For this analysis, as scoped, land use and access for the other sites are not included.

Access to the site from Route 522 and Route 50 is proposed via Costello Dr and Prince Frederick Dr, respectively. The site driveways would be on the eastern extension of Coverstone Dr, past the existing Frederick County Public Safety Center at 1080 Coverstone Drive.

With this land use change and reduction without commercial/office uses, the planned Coverstone Drive extension to Route 50 is not feasible as the connection is off-site to the east of the subject site. Furthermore, the other transportation proffers require reevaluation for need based on the results of this TIA. Therefore, the purpose of this TIA is to determine the transportation improvements necessary for the development of the subject site only.

The property is zoned R4 (Residential Performance District) as part of RZ #10-08, approved January 9, 2009. The contiguous R4 district that the site is located on encompasses approximately 300 acres on the south side of Route 50, as shown on **Figure 2**. A rezoning is proposed to update the mix of uses and proffers with the development.

The most likely use for the site is a High-Cube Transload & Short-Term Storage Warehouse, as shown on the site plan option presented as **Exhibit A**. The developer proposed employment uses, and the TIA has assumed general industrial uses for the first phase of development.

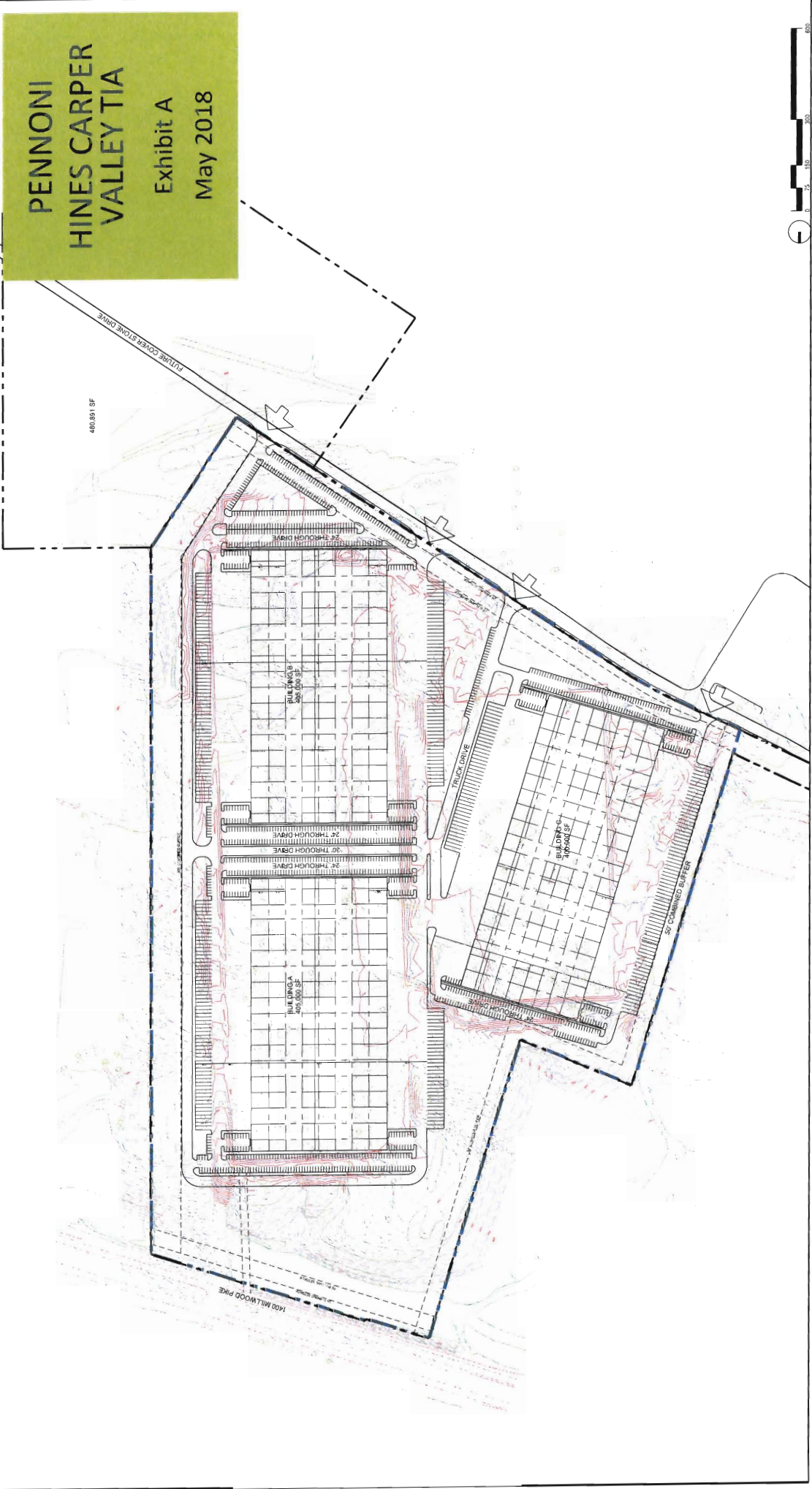
The site is anticipated to be built in two (2) phases. The first phase would construct approximately a third of the total proposed 1.21 million SF and the second phase would construct the remainder. The site is currently undeveloped, as shown in the aerial, **Exhibit B**.

Trip generation for the site was based on the Institute of Transportation Engineers' (ITE) Trip Generation Manual, 10th Edition. Although the most conservative (i.e. generates more trips) of the possible industrial uses, ITE's "General Light Industrial" trip generation rates were used for Phase 1 in this TIA to be conservative per standard VDOT practice and to offer the owners flexibility in the choice of tenants at the outset. The ITE "High-Cube Transload & Short-Term Storage Warehouse" was used for Phase 2 trip generation. The density used, 1.21 million SF, was based on the concept plan with three buildings. For the subject parcels and assumed density, this use is projected to generate 93% less daily trips, 76% less AM peak hour trips, and 91% less PM peak hour trips, than the approved uses assumed in the 2008 TIA (without the residential uses).

Given the proposed uses, trucks were assumed to comprise a significant portion of the site traffic, which have different impacts on the study intersections than passenger vehicles. Given that the most likely development for the site is a High-Cube Transload & Short-Term Storage Warehouse, truck percentages from the ITE study, "High-Cube Warehouse Vehicle Trip Generation Analysis" (October 2016), were assumed for this TIA, which found trucks to make up 32% of the daily, 31% of the AM peak hour, and 22% of the PM peak hour total trips for the use. To recognize the different purpose of truck trips (generally non-local) versus passenger vehicle trips (generally local, such as employees), different trip distributions were assumed for each vehicle type.

SITE PLAN, OPTION 01

SITE AREA = APPROX. 122 AC (5,314,323 SF) TOTAL BLDG. AREA: 1,210,000 SF COVERAGE: 22.8% PARKING PROVIDED: 1,194 SPACES



**PENNONI
HINES CARPER
VALLEY TIA**

Exhibit A
May 2018



Source: Frederick County GIS
(frederick.va.us, accessed 05-18-2018)



HINES CARPERS VALLEY
TRAFFIC IMPACT STUDY
FREDERICK COUNTY, VA

**AERIAL VIEW CURRENT
SITE CONDITIONS**

EXHIBIT B
Project # HINEX18001
July 2018

Site Trip Generation

The proposed land uses associated with the Hines Carpers Valley site are summarized in **Table E1** and encompass approximately 405,000 square feet in Phase 1 and approximately 1.2 million square feet for total build-out. The effective site trip generation is provided in **Table E2**.

TABLE E1: PROPOSED SITE DENSITIES

| Land Use | Cumulative Densities |
|---|----------------------------|
| General Light Industrial (Phase 1) | 405,000 gsf |
| General Light Industrial (Phase 1)
High-Cube Transload & Short-Term
Storage Warehouse (Phase 2) | 405,000 gsf
805,000 gsf |

TABLE E2: PROPOSED TRIP GENERATION SUMMARY

| | AM Peak
Hour Trips | PM Peak
Hour Trips | Weekday
Daily Trips |
|--|-----------------------|-----------------------|------------------------|
| Phase 1 Total Trips | 284 | 255 | 2,009 |
| <i>Phase 1 Truck Trips</i> | 87 | 55 | 647 |
| Final Build-Out Total Trips | 348 | 336 | 3,136 |
| <i>Final Build-Out Total Truck Trips</i> | 107 | 73 | 1,010 |

Suggested improvements associated with the study are summarized in **Table E3**.

The improvements are provided based on the traffic study conclusions and the analysis conditions established as part of the scoping with VDOT Staunton District and Frederick County, and updated for the Phase 2 use change.

TABLE E3: ROADWAY NETWORK OPERATIONAL RECOMMENDATIONS

| Improvement Type | Location | Description | Timing | |
|------------------|--|---|---|---|
| | | | 2020 or "Short-term" Improvement | 2024 or "Long-term" Incremental Improvement |
| New Roads | Coverstone Dr east of existing terminus at Frederick Co Public Safety Center | Extend as a two-lane roadway | + approx. 750 ft | + approx. 970 ft |
| Turn Lanes | Rte 522 at Costello Dr | Extend SB Rte 522 left-turn lane by restriping center two-way turn lane | + 155 ft | |
| | Prince Frederick Dr at Costello Dr | Add a separate right-turn lane on SB Prince Frederick Dr | 100 ft w/ 100 ft taper | |
| | | Add a separate left-turn lane on NB Prince Frederick Dr | 100 ft w/ 100 ft taper, with thru transitions | |
| | Rte 50 at Prince Frederick Dr/Custer Ave | Extend EB Rte 50 right-turn lane | + 425 ft w/ 100 ft taper | |
| | | Add a second left-turn lane on NB Prince Frederick Dr | 350 ft w/ 200 ft taper | |
| | | Add a separate right-turn lane on SB Custer Ave | 100 ft w/ 100 ft taper | |
| Other | Rte 50 at Prince Frederick Dr/Custer Ave | Traffic Signal | Modify signal for new geometry and FYA left-turn operations | Optimize Signal Timing from Short-Term |

Traffic Operations Summary

Under Existing 2018 conditions, the study intersections operate at overall LOS “C” or better during the peak hours and the main-line approaches are at LOS “D” or better.

However, during the PM peak hour, the side-street approaches at Route 522 operate at LOS “E” and “F” for the Costello Dr and Hotel Entrance approaches, respectively, and the 95th percentile queue length for the SB Route 522 left-turn lane exceeds the available storage by approximately 150 ft. Also, the NB Prince Frederick Dr approach to the Route 50 signal operates at LOS “F” during the PM peak hour. A separate right-turn lane is warranted for SB Prince Frederick Dr at Costello Dr, although all the movements operate at LOS “B” or better.

Under Background 2020 conditions, with an ambient annual growth rate of 1.5 percent and the addition of traffic on Route 50 from the approved FBI and Navy Federal Credit Union office developments to the east, the WB Route 50 approach to Route 50 & Prince Frederick Dr/Custer Ave is projected to operate at LOS “E”, with the NB Prince Frederick Dr approach continuing to operate at LOS “F” during the PM peak hour. Based on VDOT guidance and “cross-product” calculations, the EB and WB Route 50 approach left-turns were modeled to operate under protected/permissive Flashing Yellow Arrow (FYA) control.

All movements at Prince Frederick Dr & Costello Dr would still operate at LOS “B” or better, however, a separate right-turn lane will still be warranted for the SB Prince Frederick Dr approach.

If Phase 1 site trips are added to the Background 2020 conditions (i.e. Total 2020), the signal at Route 50 & Prince Frederick Dr/Custer Ave is projected to operate at overall LOS “D” and “F” for the AM and PM peak hours, respectively. In order to achieve approach and overall LOS “D” or better and provide sufficient storage for 95th percentile queues at the Route 50 & Prince Frederick Dr/Custer Ave signal, extension of the EB right-turn lane, the addition of a separate right-turn lane for the SB Custer Ave approach, and the addition of a second left-turn lane for the NB Prince Frederick Dr would be required. Based on VDOT guidance and “cross product” calculations, with the exception of the WB left-turn during the AM peak hour, the EB and WB Route 50 approach left-turns were modeled to operate under protected/permissive FYA control.

Traffic conditions at the signal at Route 522 & Costello Dr/Hotel Entrance and the unsignalized intersection of Prince Frederick Dr & Costello Dr are projected to remain generally the same as conditions without the site, with only minor increases in delay values and queues. The side-street approaches are projected to continue operating at LOS “E” and “F” for the Costello Dr and Hotel Entrance approaches, respectively, in the PM peak hour and the 95th percentile queue length for the SB Route 522 left-turn lane will continue to exceed available capacity but is projected to increase by less than one car-length (<25 ft). The storage capacity for the SB Route 522 left-turn lane can be increased by restriping and converting the existing center two-way turn lane. Both NB and SB Prince Frederick Dr approaches to Costello Dr will warrant a separate turn lane.

Under Background 2024 conditions, Traffic conditions at the signal at Route 522 & Costello Dr/Hotel Entrance and the unsignalized intersection of Prince Frederick Dr & Costello Dr are projected to remain generally the same, with only minor increases in delay values and queues. The side-street approaches are projected to continue operating at LOS “E” and “F” for the Costello Dr and Hotel Entrance approaches,

respectively, in the PM peak hour and the 95th percentile queue length for the SB Route 522 left-turn lane will continue to exceed available capacity but is projected to increase by less than one car-length (<25 ft).

The signal at Route 50 & Prince Frederick Dr/Custer Ave is projected to operate at overall LOS “D” and “E” during the AM and PM peak hours, respectively. However, the WB Route 50 and NB Prince Frederick Dr approaches are projected to operate at undesirable LOS “F” during the PM peak hour. Based on VDOT guidance and “cross-product” calculations, the EB and WB Route 50 approach left-turns were modeled to operate under protected/permissive Flashing Yellow Arrow (FYA) control.

With final build-out site trips added to the Background 2024 conditions (i.e. Total 2024), and with the suggested 2020 Total improvements assumed to be in place, and slight signal timing adjustments, the signal at Route 50 & Prince Frederick Dr/Custer Ave would operate at overall LOS “C” and LOS “D” during the AM and PM peak hours, respectively, with all approaches operating at overall LOS “D” or better. Based on VDOT guidance and “cross product” calculations, with the exception of the WB left-turn during the AM peak hour, the EB and WB Route 50 approach left-turns were modeled to operate under protected/permissive FYA control.

At the Prince Frederick Dr & Costello Dr intersection, with the separate left and right-turn lanes on Prince Frederick Dr required under 2020 Total conditions assumed to be in place, the stop-sign-controlled EB Costello Dr approach would continue to operate at desirable LOS during the AM and PM peak hours.

Traffic conditions at the signal at Route 522 & Costello Dr/Hotel Entrance and the unsignalized intersection of Prince Frederick Dr & Costello Dr are projected to remain generally the same, with only minor increases in delay values and queues.

Summary Assessment & Recommendations

The most likely use for the site is a distribution center/warehouse, as shown in the concept site plan, not the General Light Industrial use assumed for Phase I in the TIA. However, it was used to be conservative per VDOT guidance and to give the owner some flexibility in the choice of tenants at the outset. Using ITE Land Use “High-Cube Transload & Short-Term Storage Warehouse” (Land Use Code 154) from the ITE Trip Generation Manual, 10th Edition, to represent the distribution center/warehouse use, results in a much lower trip rate than just using the ITE Land Use assumed in Phase I, “General Light Industrial” (Land Use Code 110).

The number of daily and peak hour trips resulting from assuming the entire 1.21 million SF was High-Cube Transload & Short-Term Storage Warehouse is actually considerably less than the trips at even Phase 1 of the General Light Industrial use. Therefore, it is reasonable to infer that the transportation improvements required for Phase 1 “General Light Industrial” for the short-term scenario would adequately support full build-out of the site with a “High-Cube Transload & Short-Term Storage Warehouse” use.

With the improvements suggested in this TIA, the study intersections can accommodate both phases of site development. In this TIA, Phase 1 included 405,000 SF of “General Light Industrial” use and Phase 2 included 805,000 SF of “High-Cube Transload & Short-Term Storage Warehouse” use, for a total of 1.21 million SF for the site.

INTRODUCTION

This TIA has been prepared to identify transportation improvements that would be required for the development of the 121-acre Hines Carpers Valley site in eastern Frederick County, Virginia. The site is located on the south side of Route 50 (Millwood Pike), approximately 1 mile east of the City of Winchester and the I-81 interchange at Route 50 (Exit #313). **Figure 1** shows the location of the property in relation to the City of Winchester, I-81, Route 522, and Route 50. The site location and study area are shown in **Figure 2**.

Hines has proposed to develop the site into approximately 1.2 million SF of industrial and/or distribution center/warehouse uses. The two (2) parcels are identified by Frederick County PIN #'s 64 A 86 (107.44 acres) and 64 A 87 (14.74 acres).

Access to the site from Route 522 and Route 50 is proposed via Costello Dr and Prince Frederick Dr, respectively. The site driveways would be on the eastern extension of Coverstone Dr, past the existing Frederick County Public Safety Center.

Two (2) transportation phases are anticipated and assumed for this study. The first phase is assumed to be in 2020, with 405,000 SF of General Light Industrial uses. The second phase is assumed to build-out the site by 2024, at 1.21 million SF, with 805,000 of High-Cube Transload and Short-Term Storage Warehouse uses. The most likely use for both phases is a distribution center/warehouse; however, General Light Industrial, which has a higher trip rate, was assumed in Phase 1 for this TIA to be conservative per VDOT guidance, as well as provide the owner with some flexibility in the choice of tenants in the outset.

The proposed site plan for the site requires a traffic study for coordinating access requirements for the property. To quantify the impacts, the traffic operations study was performed. The analysis includes:

- 2018 existing conditions assessment based on 2018 turning movement counts at the study intersections,
- Development of a Synchro model for the study area to project existing and future traffic conditions,
- Based on growth between 2018 and 2020, development of short-term forecasts for a phased analysis of local traffic operations,
- Estimation of AM peak hour, PM peak hour, and daily trips generated by the proposed project, based on the employee and heavy vehicle activities for the assumed General Light Industrial and High-Cube use,
- Documentation of trips and assignments,
- Review of peak hour traffic conditions using Synchro 10.0 analysis following HCM methodology for the existing conditions, short-term 2020, and long-term 2024 forecasts.

Previous rezoning approval in 2008, with subject site as office and commercial uses;

Revised scope for reduced land uses to review impacts to Coverstone Drive extended without direct access to Route 50



**Pennoni**

SITE LOCATION & STUDY AREA

July 2018

The following reports, obtained from VDOT, were used to derive the annual growth rate, background development trips, and distributions for this analysis:

- Cardno, *Traffic Impact Study – FBI Central Records Complex*, September 2015
- Wells + Associates, *Navy Federal Credit Union Traffic Impact Study*, April 2018

Scoping

A VDOT Chapter 527/870 traffic study is not required for the proposed land use application, since the proposed trips are not more than the 5,000 vpd volume threshold. Pennoni received VDOT approval of the scope via email on April 10, 2018. A copy of Pennoni's final scoping document, submitted on April 9, 2018, is included in **Appendix A**. The first submission of the TIA was in May 2018. VDOT comments (dated July 5, 2018) were received on July 9, 2018 and this revised TIA responds to the comments.

Study Area

The study area for this analysis includes the existing signalized site access point intersections at Costello Dr and Prince Frederick Dr on Routes 522 and 50, respectively, the unsignalized intersection at Prince Frederick Dr & Costello Dr, and the four (4) proposed site driveways on Coverstone Dr extended.

Roadway Context

The public street network in the vicinity of the site is summarized below, with the existing characteristics and road functional classifications (same for VDOT and County):

- U.S. Route 522 (Front Royal Pike) is a 5-lane (center lane is two-way turn lane) minor arterial with a north-south orientation, east of I-81, with a 35 MPH posted speed limit, curb & gutter, and commercial development on both sides. It combines with Route 50 at the I-81 interchange, and heads towards downtown Winchester to the northwest. A sidewalk is present on both sides of the roadway from Garber Ln (approximately 600 ft south of Costello Dr) to Route 50. The VDOT AAWDT was 16,000 VPD in 2017, based on published data.
- U.S. Route 50 (Millwood Pike) is a median-divided 4-lane minor arterial with an east-west orientation and a 45 MPH posted speed limit, with sections of gravel and/or paved shoulder and curb & gutter. There is commercial development as well as residences on both sides. There is no sidewalk on either side of the roadway. The VDOT AAWDT was 19,000 VPD in 2017, based on published data.
- Costello Drive (County Route 1367) is an approximately 3,000 ft long local road that connects Route 522 and Prince Frederick Dr. It has a two-way center turn lane, with the western half segment as a 5-lane section and the eastern half segment as a 3-lane section. The entire length has a 35 MPH posted speed limit. A sidewalk and curb & gutter are present on both sides of the roadway in the commercially built-up area along the western 5-lane section but are not present in the eastern 3-lane section. The VDOT AADT was 2,900 VPD in 2017, based on published data. VDOT AAWDT data was not available.

- Prince Frederick Drive (County Route 781) is an approximately 2,300 ft long collector road, with a 35 MPH posted speed limit, that connects Route 50 with Coverstone Dr. The road has a 4-lane section with curb & gutter, but no sidewalk, from Route 50 and for 500 ft to the south. The remainder of the road, to Coverstone Dr, has a 2-lane section and neither sidewalk or curb & gutter are present. The VDOT AADT was 3,200 VPD between Route 50 and Costello Dr and 730 VPD between Costello Dr and Coverstone Dr. VDOT AAWDT data was not available.
- Coverstone Drive is a partially completed 4-lane median-divided local road, ultimately envisioned as a major collector to extend in the west to a future minor arterial, west of Prince Frederick Dr, connecting Routes 522 and 50, and in the east, to Route 50. The existing section is along the frontage of the County Public Safety Center, providing access to the Center via Prince Frederick Dr. VDOT volume data was not available for this roadway.

Comprehensive Plan

The Land Use Plan in the County 2035 Comprehensive Plan, adopted January 25, 2017, envisions the site parcels as B2/B3 zoning.

As part of the Comprehensive Plan, the Frederick County Road Plan envisions Coverstone Dr to be extended to the east, then to the north to Route 50, as a new major collector.

The extension of Coverstone Dr to Route 50 (opposite Inverlee Way) was proffered with previous development plans for the area and is proposed as a four-lane divided section to be constructed to the west. However, the development plans for this TIA extends Coverstone Dr along the site's southern boundary. The proposed access spacing on Coverstone Dr is shown in **Table 1**.

TABLE 1: COVERSTONE DRIVE PROPOSED PUBLIC STREET SPACING

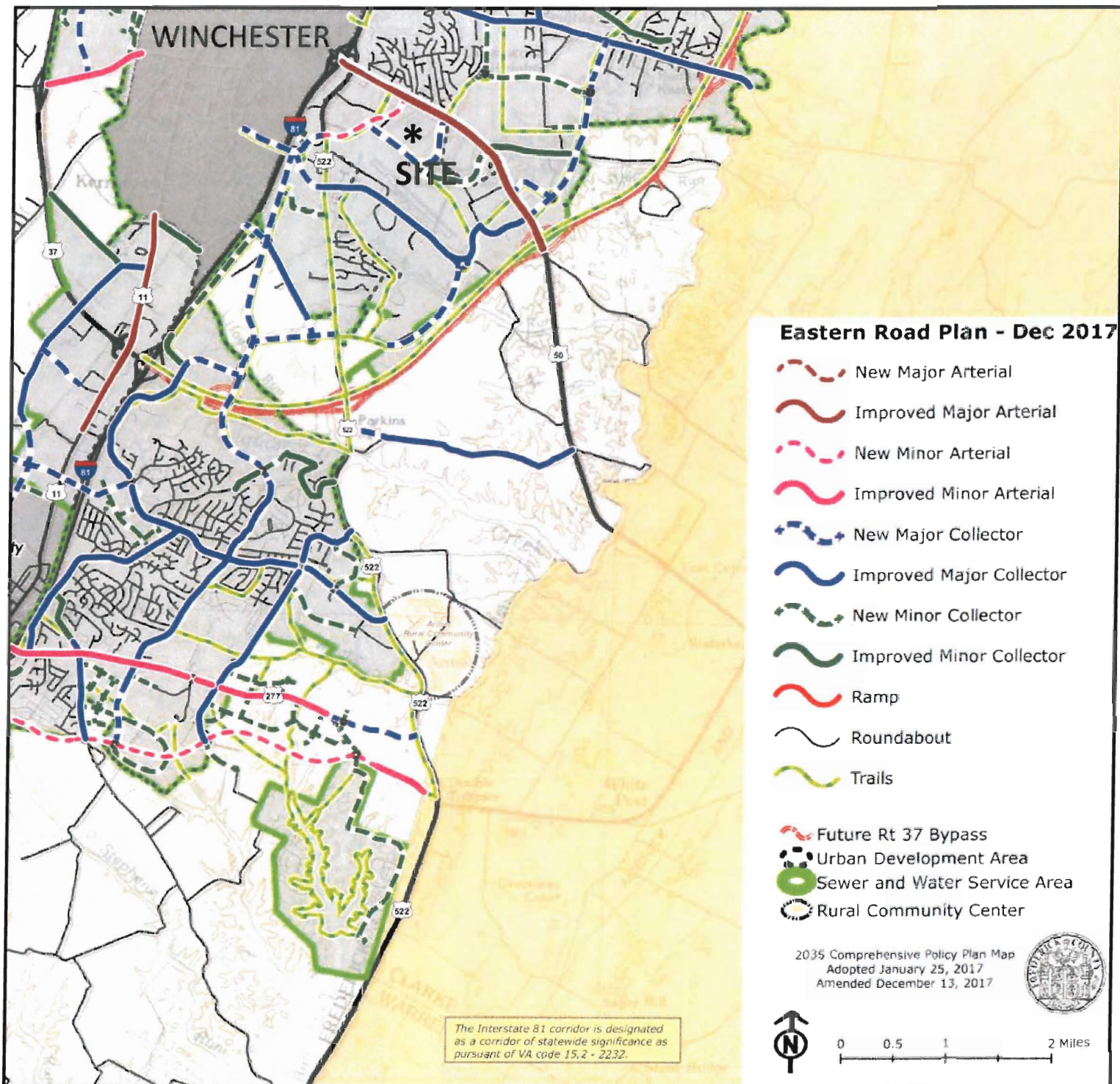
| Intersection | Spacing (ft.) ⁽¹⁾ |
|---|------------------------------|
| From Frederick Co Public Safety Ctr (East | |
| To Site Entrance #1 ⁽²⁾ | 0 |
| To Site Entrance #2 | 750 |
| To Site Entrance #3 ⁽³⁾ | 330 |
| To Site Entrance #4 | 640 |

(1) All Dimensions are to centerline and approximate.

(2) Spacing to align with existing driveway for County Public Safety Center.

(3) Final spacing as right in/right out or shifted to 440 ft. per VDOT Access Management requirements for a collector.

The existing Frederick County Road Plan designations are shown in **Figure 3** in the study area. The 2035 plan includes the local roadway network with Coverstone Drive as a new major collector.



Source: Frederick County, VA (fcva.us, accessed 05-15-2018)

Pennoni

HINES CARPERS VALLEY
TRAFFIC IMPACT STUDY
FREDERICK COUNTY, VA

FREDERICK COUNTY
TRANSPORTATION PLAN MAP

FIGURE 3

Project # HINEX18001
July 2018

VDOT Functional Road Plan

The VDOT Functional Plan for this portion of Frederick County is excerpted in **Figure 4**, which shows Routes 522 and 50 as “Minor Arterials” in the study area vicinity as green links, east of I-81. Costello Dr, Prince Frederick Dr, and Coverstone Dr are not identified as collectors.

The functional plan designation establishes the VDOT Access Management requirements for median crossovers and traffic control. For this study, the Frederick County Road functions are utilized for review.

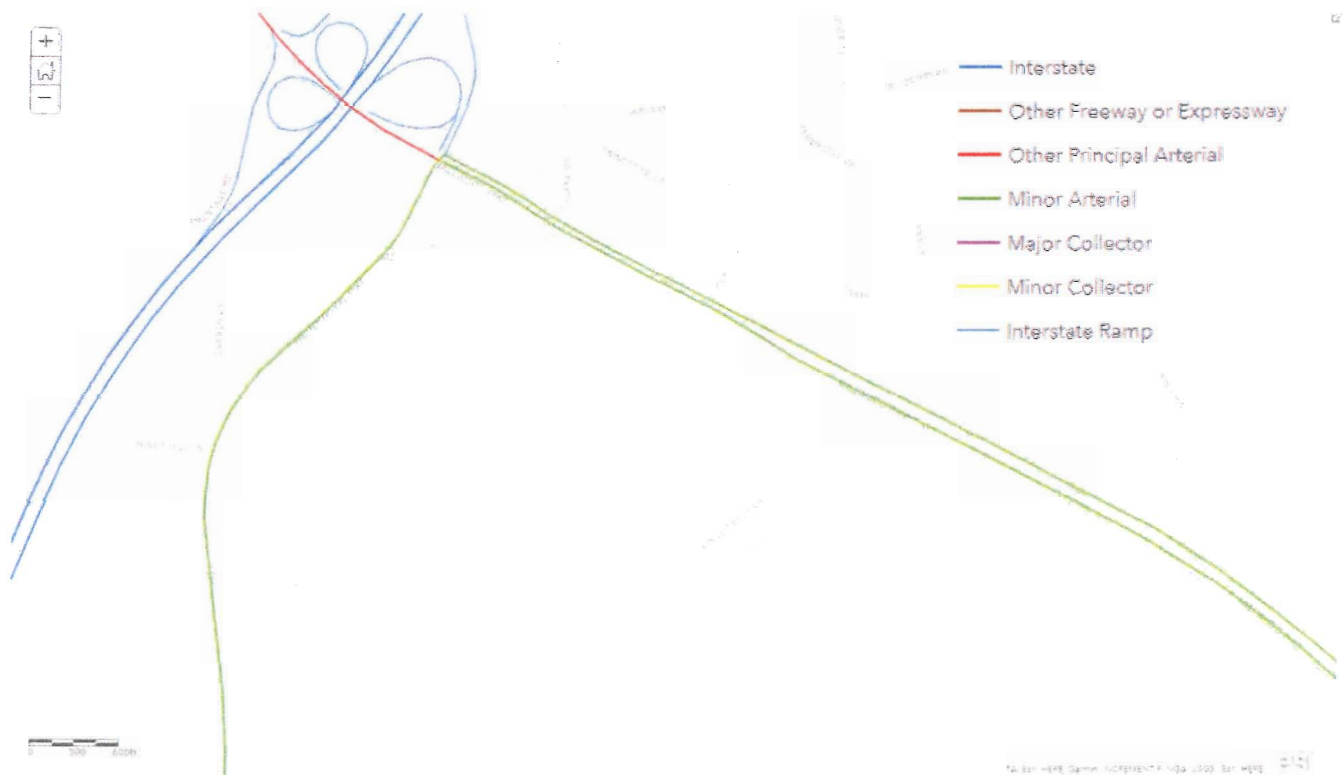


Figure 4: VDOT Functional Plan

Multi-Modal Access

The existing roadway network does not include a continuous pedestrian access. Bike lanes are not included in the existing roadway sections.

Future Transportation Improvements

The County Transportation Plan envisions improvements to the west of the site in the vicinity of the I-81/Route 50/17 interchange to improve local operations and allow for a realignment of new minor arterial in the Prince Frederick Drive/Ryco Road vicinity. However, no active project or planning is currently programmed, so network changes are not included in this analysis.

As outlined in the introduction, the extension of Coverstone Drive east of the site towards Route 50 also is not included in this analysis, as improvement would be required by off-site properties.

EXISTING CONDITIONS

Traffic counts were collected on Thursday, April 5, 2018 during the AM peak periods from 6:00 to 9:00 AM and for the PM peak period from 4:00 to 7:00 PM. The peak hours were determined to start between 7:00 and 7:15 AM during the AM peak and at 4:00 PM during the PM peak. The traffic counts are included in **Appendix B**.

Existing Traffic Operations

The existing turning movement data during the AM and PM peak hours, with the effective intersection LOS by approach are summarized in **Figure 5**. The LOS by lane group, approach, and overall grade and back of queue values for each of the study intersections for the weekday AM and PM peak hours for the existing conditions is shown on **Table 2** for the Front Royal Pike/Costello Drive, Costello Drive/Prince Frederick Drive, and Millwood Pike/Prince Frederick Drive intersections. For the unsignalized intersection at Costello Road/Prince Frederick Drive, the approach LOS for the stop-controlled leg is shown and only conflicted movements are assigned a LOS letter grade. Capacity calculations in HCM mode are from Synchro 10. The Synchro calculation worksheets are in **Appendix D**. Since the existing signals at Route 522 and Route 50 operate with shared movement lanes and split phasing, the HCM outputs default to HCM 2000 methodology.

INTERSECTION LEVEL OF SERVICE CRITERIA

Based on the Highway Capacity Manual methodologies for intersection and roadways, Pennoni utilized the Level of Service (LOS) grades for intersection to measure the performance of the transportation facilities. LOS is a measure of vehicle operator delay with the overall driving experience through a particular facility. Performance is quantified with designations of LOS 'A' through 'F' based on the average control delay (given in seconds per vehicle) per lane group and the overall intersection. These LOS designations describe the performance of the intersection from the motorist's perspective, with LOS 'A' representing free flowing conditions and LOS 'F' representing congested conditions. Delay is the additional travel time experienced by a driver, passenger, or pedestrian. Control delay results when a traffic control device (such as a traffic signal) causes a lane group to reduce speed or to stop; it is measured in comparison with an uncontrolled condition.

A summary of the LOS criteria for signalized and unsignalized intersections is included as **Appendix C**. For urban conditions within Frederick County urban development area, a LOS "D" is preferred.

General Level of Service assessment of the existing conditions:

- The signalized intersection at Front Royal Pike/Costello Drive/Hotel Entrance currently operates at overall LOS "B" in the AM peak hour and at overall LOS "D" in the PM peak hour. The westbound Costello Drive and eastbound Hotel Entrance approaches each operate at LOS "D" in the AM peak hour. Costello drive operates at LOS "E" in the PM peak hour; Hotel Entrance operates at LOS "F" in the PM peak hour. Left turning movements from northbound and southbound Front Royal Pike operate at LOS "D" in the AM peak hour; southbound left turns operate at LOS "E" in the PM peak hour. (Northbound left turn LOS is not given due to zero volume). The Front Royal Pike approaches operate at LOS "C" or better in the AM peak hour and the PM peak hour.

- The controlled approach of the unsignalized intersection at Costello Drive/Prince Frederick Drive operates at LOS “B” or better in the AM peak hour and the PM peak hour. All conflicted movements operate at LOS “B” or better in either peak hour.
- The signalized intersection at Millwood Pike/Prince Frederick Drive/Custer Avenue operates at overall LOS “C” in the AM and PM peak hours, with the mainline (Millwood Pike) approaches operating at LOS “C” or better during both peak hours. The northbound Prince Frederick Drive approach and lane groups operate at LOS “D” in the AM peak hour; the approach and the left/through lane group operate at LOS “F” in the PM, while right turns operate at LOS “D” in the PM peak hour. Custer Avenue operates at LOS “D” in both peak hours.

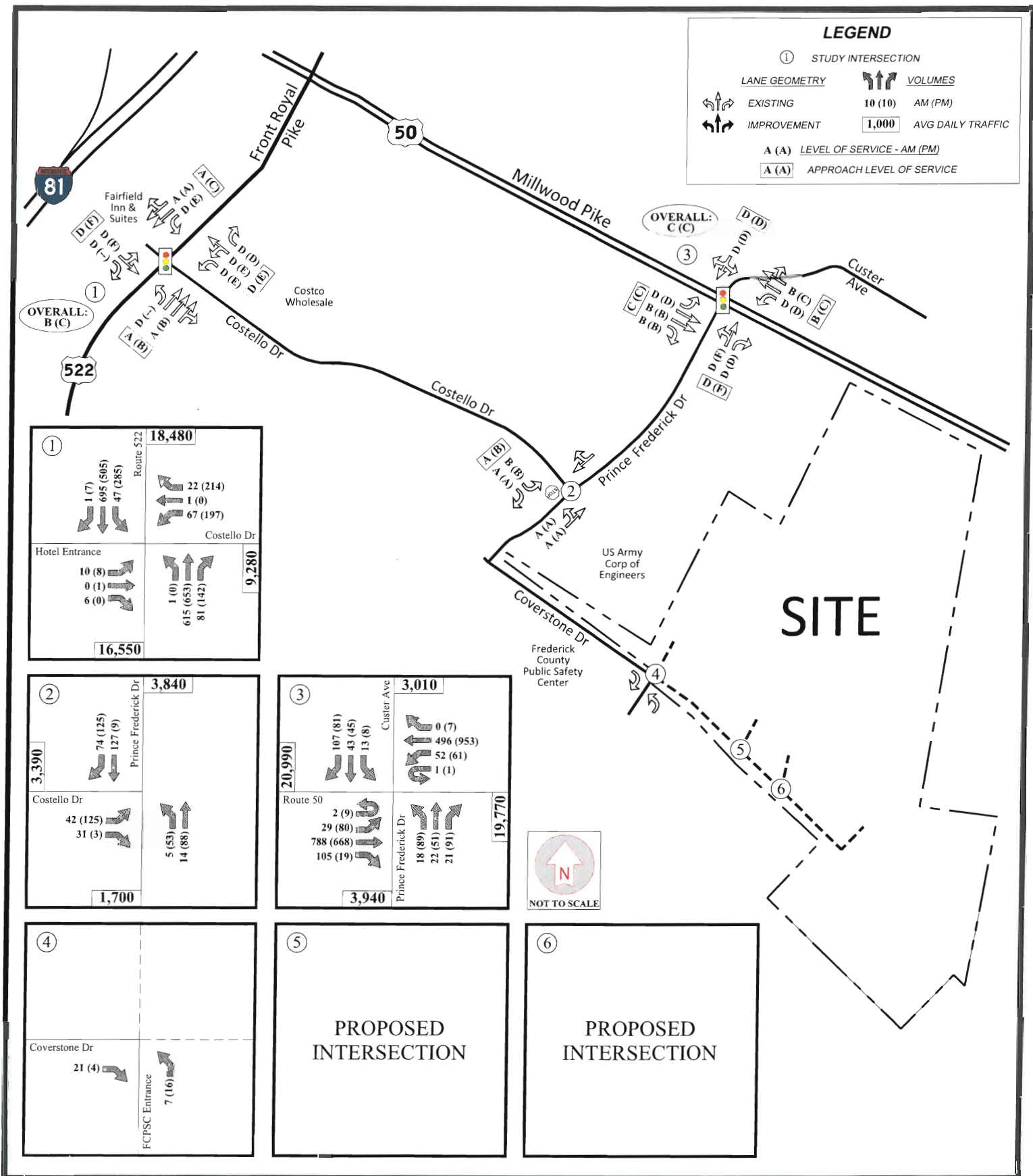


TABLE 2: EXISTING 2018 LOS, DELAY AND QUEUE LENGTHS

| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|---|--------------------------------|---------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 1 | Route 522
&
Costello Dr
&
Hotel Entrance | Signalized | EB/LT | 40 | D | 44.7 | 22 | F | 103.3 | 26 |
| | | | EB/R | 40 | D | 42.9 | 0 | - | - | - |
| | | | EB LOS | - | D | 44.0 | - | F | 103.3 | - |
| | | | WB/L | 120 | D | 42.3 | 52 | E | 64.2 | 146 |
| | | | WB/LT | 3,000 | D | 42.2 | 52 | E | 64.2 | 146 |
| | | | WB/R | 1,400 | D | 40.0 | 0 | D | 50.1 | 74 |
| | | | WB LOS | - | D | 41.7 | - | E | 56.8 | - |
| | | | NB/L | 100 | D | 44.4 | 5 | - | - | - |
| | | | NB/TT | 475 | A | 8.6 | 116 | B | 18.2 | 225 |
| | | | NB/TR | 825 | | | | | | |
| | | | NB LOS | - | A | 8.6 | - | B | 18.2 | - |
| | | | SB/L | 195 | D | 42.8 | 63 | E | 63.5 | 316 |
| | | | SB/TTR | 720 | A | 7.5 | 172 | A | 4.5 | 107 |
| | | | SB LOS | - | A | 9.8 | - | C | 25.6 | - |
| | | Overall | | - | B | 11.5 | - | C | 29.4 | - |
| 2 | Prince Frederick Dr
&
Costello Dr | Unsignalized | EB/L | 350 | B | 10.0 | 5 | B | 11.8 | 20 |
| | | | EB/R | 3,000 | A | 9.4 | 3 | A | 8.7 | 0 |
| | | | EB LOS | - | A | 9.7 | - | B | 11.7 | - |
| | | | NB/LT | 580 | A | 8.0 | 0 | A | 7.6 | 3 |
| | | | NB LOS | - | - | 2.1 | - | - | 2.9 | - |
| | | | SB/TR | 1,410 | - | - | - | - | - | - |
| | | | SB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | Overall | | - | - | 2.6 | - | - | 4.7 | - |
| 3 | Route 50
&
Prince Frederick Dr
&
Custer Ave | Signalized | EB/L | 150 | D | 48.6 | 49 | D | 51.0 | #138 |
| | | | EB/TT | 890 | B | 19.8 | 298 | B | 18.7 | 233 |
| | | | EB/R | 200 | B | 14.0 | 0 | B | 14.2 | 0 |
| | | | EB LOS | - | C | 20.1 | - | C | 22.3 | - |
| | | | WB/L | 360 | D | 45.6 | 72 | D | 47.4 | 78 |
| | | | WB/TTR | 1,140 | B | 16.0 | 168 | C | 24.3 | 347 |
| | | | WB LOS | - | B | 18.9 | - | C | 25.7 | - |
| | | | NB/LT | 1,420 | D | 44.8 | 60 | F | 140.4 | #220 |
| | | | NB/R | 500 | D | 42.3 | 0 | D | 40.5 | 0 |
| | | | NB LOS | - | D | 43.9 | - | F | 101.0 | - |
| | | | SB/LTR | 265 | D | 50.0 | 122 | D | 44.6 | 103 |
| | | | SB LOS | - | D | 50.0 | - | D | 44.6 | - |
| | | Overall | | - | C | 23.4 | - | C | 33.7 | - |

- EB = Eastbound, WB = Westbound, NB = Northbound, SB = Southbound, L: Left, T: Thru, R: Right

- Storage lengths include half the taper. Continuous lane lengths are to upstream intersection. TBD: To Be Determined

- 95th percentile volume exceeds capacity.

ANALYSIS OF FUTURE CONDITIONS WITHOUT PROPOSED DEVELOPMENT

Future 2020 and 2024 base traffic volumes represent the future traffic in the study area, to reflect land uses and growth with and without the subject Hines Carpers Valley site plan. A Background scenario is included in the short-term and long-term, for comparisons of the site plan impacts.

Ambient Growth

An annual growth percentage of 1.5%, based on what was used for the nearby FBI site TIA, was used in this TIA to account for ambient growth.

Pennoni also reviewed the historical traffic growth trend along US Routes 522 and 50 in the vicinity of the site for verification of the annual growth percentage. **Tables 3A** and **3B** are provided to show the traffic growth trend from 2002 to 2017 for the annual average and average annual weekday conditions, based upon available VDOT historical traffic data. The table shows effective annual growth rates for 1 year, 3 year, 5 year, and 10 year periods. The data shows average growth rates of 0.4% to 0.9% for Route 522 and -1.0% to 0.2% for Route 50. Therefore, a 1.5% annual growth rate is conservative.

TABLE 3A: VDOT RTE. 50 GROWTH TRENDS

| Route 50 (Millwood Pike)
Front Royal Pike (Route 522)
to
Carpers Valley Rd (Route 723) | | | | | | | | | | | | |
|---|--------|------------------------|------|-------|-------|-------|-------------------|--------|------------------------|-------|-------|-------|
| YEAR | AADT | Effective Growth Rates | | | | | YEAR | AAWDT | Effective Growth Rates | | | |
| | | 1 YR | 2 YR | 3 YR | 5 YR | 10 YR | | | 1 YR | 3 YR | 5 YR | 10 YR |
| 2017 | 18,000 | 0.0% | 0.0% | 1.9% | 2.4% | -2.0% | 2017 | 19,000 | -5.0% | 1.8% | 2.2% | -1.0% |
| 2016 | 18,000 | 0.0% | 2.9% | 1.9% | 2.4% | -1.5% | 2016 | 20,000 | 5.3% | 5.6% | 3.3% | 0.0% |
| 2015 | 18,000 | 5.9% | 2.9% | 4.0% | -1.1% | -1.5% | 2015 | 19,000 | 5.6% | 3.8% | -1.0% | -0.5% |
| 2014 | 17,000 | 0.0% | | 2.0% | -2.2% | -1.6% | 2014 | 18,000 | 5.9% | 1.9% | -2.1% | -1.5% |
| 2013 | 17,000 | 6.3% | | -3.6% | -2.2% | -1.1% | 2013 | 17,000 | 0.0% | -5.3% | -3.2% | -1.6% |
| 2012 | 16,000 | 0.0% | | -5.6% | -6.2% | -1.7% | 2012 | 17,000 | 0.0% | -5.3% | -4.1% | -1.1% |
| 2011 | 16,000 | -15.8% | | -5.6% | -5.3% | | 2011 | 17,000 | -15.0% | -5.3% | -3.2% | |
| 2010 | 19,000 | 0.0% | | -4.8% | -2.0% | | 2010 | 20,000 | 0.0% | -1.6% | 0.0% | |
| 2009 | 19,000 | 0.0% | | -3.3% | -1.0% | | 2009 | 20,000 | 0.0% | 0.0% | -1.0% | |
| 2008 | 19,000 | -13.6% | | -3.3% | 0.0% | | 2008 | 20,000 | -4.8% | 0.0% | 0.0% | |
| 2007 | 22,000 | 4.8% | | 3.2% | 3.0% | | 2007 | 21,000 | 5.0% | 0.0% | 2.0% | |
| 2006 | 21,000 | 0.0% | | 3.4% | | | 2006 | 20,000 | 0.0% | 0.0% | | |
| 2005 | 21,000 | 5.0% | | 3.4% | | | 2005 | 20,000 | -4.8% | 1.7% | | |
| 2004 | 20,000 | 5.3% | | | | | 2004 | 21,000 | 5.0% | | | |
| 2003 | 19,000 | 0.0% | | | | | 2003 | 20,000 | 5.3% | | | |
| 2002 | 19,000 | | | | | | 2002 | 19,000 | | | | |
| Avg Growth Rates: | | -0.2% | | -0.5% | -1.1% | -1.6% | Avg Growth Rates: | | 0.2% | -0.2% | -0.6% | -1.0% |

SOURCE: VDOT, Traffic Engineering Division, Daily Traffic Volume Estimates.

SOURCE: VDOT, Traffic Engineering Division, Daily Traffic Volume Estimates.

TABLE 3B: VDOT RTE. 522 GROWTH TRENDS

| Route 522 (Front Royal Pike)
Papemill Rd (Route 644)
to
Route 50 (Millwood Pike) | | | | | | | | | | | | |
|---|--------|------------------------|------|-------|-------|-------|-------------------|--------|------------------------|-------|-------|-------|
| YEAR | AADT | Effective Growth Rates | | | | | YEAR | AAWDT | Effective Growth Rates | | | |
| | | 1 YR | 2 YR | 3 YR | 5 YR | 10 YR | | | 1 YR | 3 YR | 5 YR | 10 YR |
| 2017 | 15,000 | 0.0% | 0.0% | 2.3% | 1.4% | -0.6% | 2017 | 16,000 | 0.0% | 2.2% | 1.3% | 0.0% |
| 2016 | 15,000 | 0.0% | 3.5% | 2.3% | 1.4% | 0.0% | 2016 | 16,000 | 0.0% | 2.2% | 1.3% | 0.6% |
| 2015 | 15,000 | 7.1% | 3.5% | 2.3% | 1.4% | 0.0% | 2015 | 16,000 | 6.7% | 2.2% | 1.3% | 0.6% |
| 2014 | 14,000 | 0.0% | | 0.0% | 0.0% | -0.7% | 2014 | 15,000 | 0.0% | 0.0% | 0.0% | 0.0% |
| 2013 | 14,000 | 0.0% | | 0.0% | 0.0% | 0.0% | 2013 | 15,000 | 0.0% | 0.0% | 0.0% | 0.7% |
| 2012 | 14,000 | 0.0% | | 0.0% | -2.6% | 0.0% | 2012 | 15,000 | 0.0% | 0.0% | -1.3% | 0.7% |
| 2011 | 14,000 | 0.0% | | 0.0% | -1.4% | | 2011 | 15,000 | 0.0% | 0.0% | 0.0% | |
| 2010 | 14,000 | 0.0% | | -4.4% | -1.4% | | 2010 | 15,000 | 0.0% | -2.1% | 0.0% | |
| 2009 | 14,000 | 0.0% | | -2.3% | -1.4% | | 2009 | 15,000 | 0.0% | 0.0% | 0.0% | |
| 2008 | 14,000 | -12.5% | | -2.3% | 0.0% | | 2008 | 15,000 | -6.3% | 0.0% | 1.4% | |
| 2007 | 16,000 | 6.7% | | 2.2% | 2.7% | | 2007 | 16,000 | 6.7% | 2.2% | 2.7% | |
| 2006 | 15,000 | 0.0% | | 2.3% | | | 2006 | 15,000 | 0.0% | 2.3% | | |
| 2005 | 15,000 | 0.0% | | 2.3% | | | 2005 | 15,000 | 0.0% | 2.3% | | |
| 2004 | 15,000 | 7.1% | | | | | 2004 | 15,000 | 7.1% | | | |
| 2003 | 14,000 | 0.0% | | | | | 2003 | 14,000 | 0.0% | | | |
| 2002 | 14,000 | | | | | | 2002 | 14,000 | | | | |
| Avg Growth Rates: | | 0.6% | | 0.4% | 0.0% | -0.2% | Avg Growth Rates: | | 0.9% | 0.9% | 0.6% | 0.4% |

SOURCE: VDOT, Traffic Engineering Division, Daily Traffic Volume Estimates.SOURCE: VDOT, Traffic Engineering Division, Daily Traffic Volume Estimates.

PROJECTED SHORT-TERM CONDITIONS WITHOUT SITE

The 2020 background conditions are used as a 'baseline' for comparison with the build-out analysis with the site.

Base Traffic Volumes with Growth

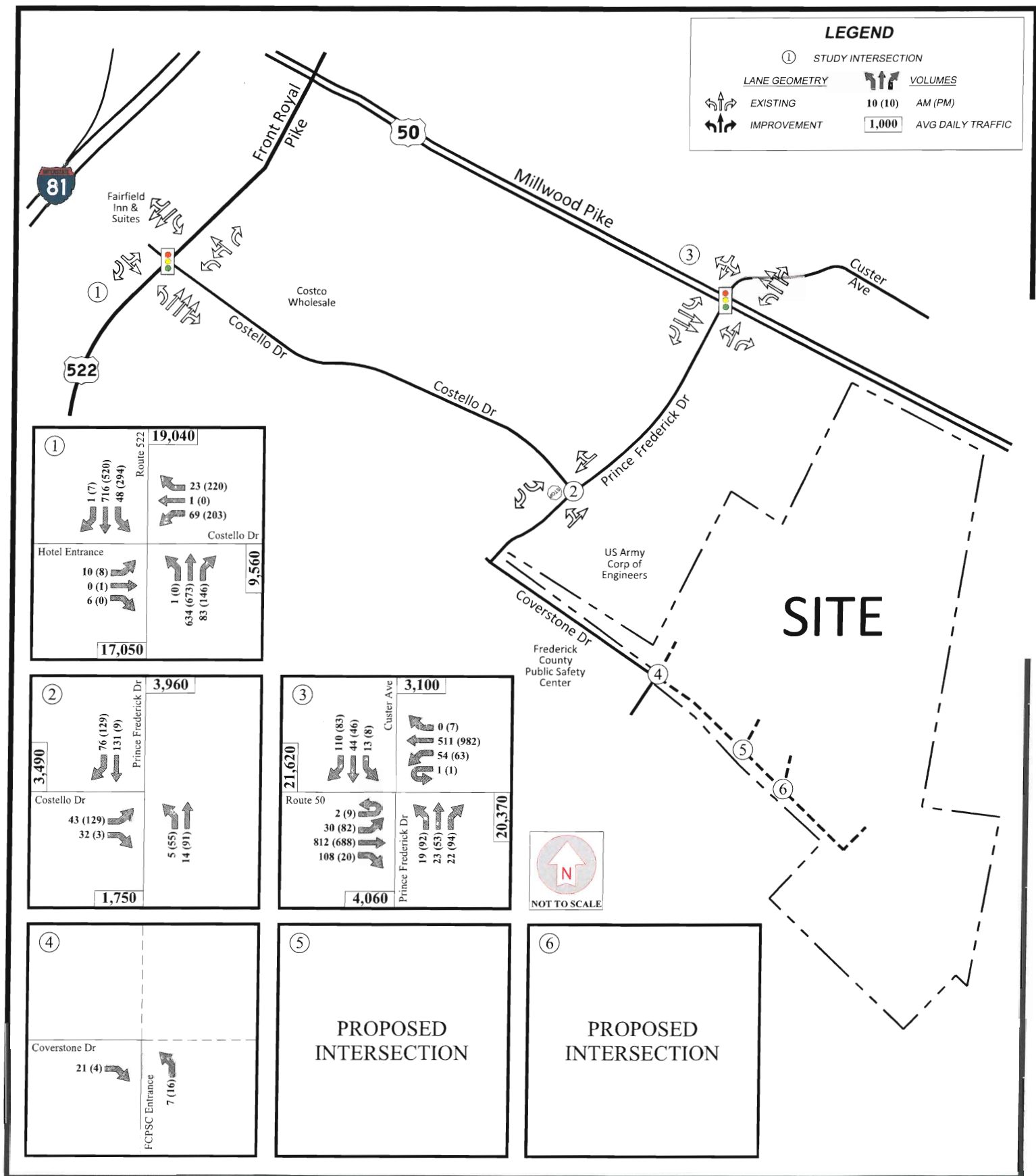
Traffic volumes are summarized in **Figure 6** for the 2020 conditions with ambient growth only.

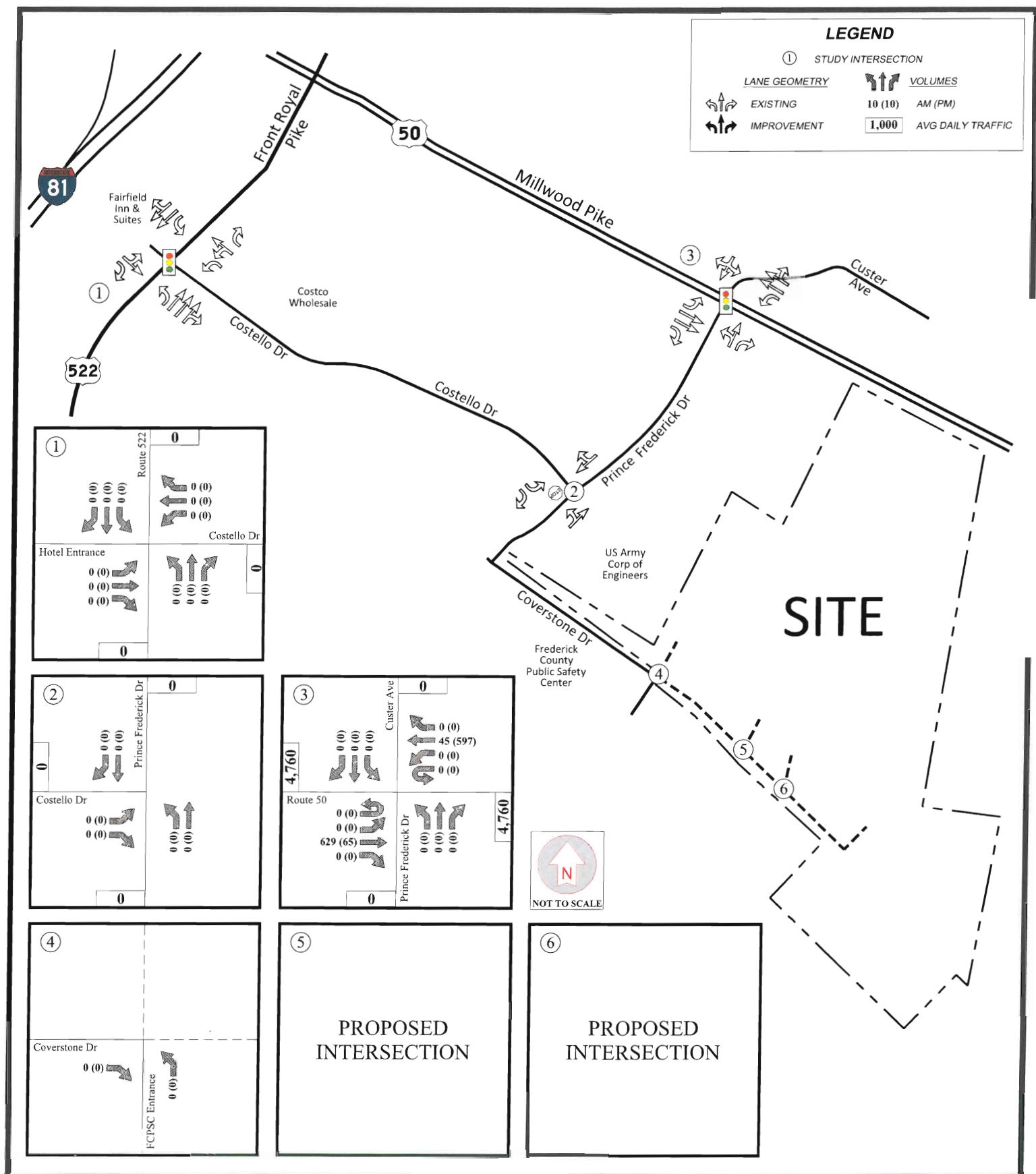
Other Development Traffic

The other background development in the site vicinity is identified as the Route 50 employment uses east of the site as identified in the scoping. The two developments are the FBI site and the Navy Federal Credit Union building activities, located north of Route 50 and south of Commerce Drive, respectively. Both sites are shown at full employment uses with access east of Sulphur Springs Road. The site trips for the other development are shown in **Table 4**, for the peak periods, based on the driveway assignments from the individual reports. The site trips for other development do not include any phasing and are also added to the 2024 roadway network. The other development trips are shown in **Figure 7** as they impact Intersection #3.

TABLE 4: OTHER DEVELOPMENT TRIP GENERATION

| Use | AM | | PM | |
|------|-----|-----|----|-----|
| | In | Out | In | Out |
| FBI | 337 | 48 | 56 | 304 |
| NFCU | 514 | 16 | 34 | 549 |





Short-Term 2020 Traffic Volumes without the Site

The 2020 conditions are used as a baseline for comparison with the site plan scenario. The background 2020 forecasts for the public streets are summarized in **Figure 8** for the AM and PM peaks.

Left-Turn Phasing Mode

The Rte 50 intersection was evaluated and recommended for protective/permissive left-turn phasing by VDOT in 2017. The analysis was updated for consideration of Flashing Yellow Arrow (FYA) left-turn operation provided that the cross-product of (Left-Turn + U-turn) X (Opposing Thru + Opposing Right) is less than 100,000 per hour. The VDOT comment also expressed a preference for protected-only left-turn movements with cross products of 150,000 or more. The left-turn operation would change based on a time of day plan with protected-only operation when justified by the cross products. The cross-products were 17,757 and 78,671 per hour for the eastbound left and westbound left, respectively, for the AM peak hour and 144,761 and 48,109 for the eastbound left and westbound left, respectively for the PM peak hour. Since all cross-products for the mainline lefts were less than 150,000 per hour, the Route 50 intersection was analyzed with FYA protected/permissive left-turn operation, consistent with VDOT recommendations.

Short-Term 2020 Operations without the Site

The 2020 conditions were evaluated for peak hour intersection capacity with the existing lane operations and signal timing, as summarized in Figure 8 and are used as a baseline for comparison with the proposed site plan analysis scenario. Existing peak hour factors (minimum 0.92 and not exceeding 0.95) were utilized for the analysis. Heavy vehicle percentages were taken from existing counts. Capacity worksheets are included in **Appendix E**. Intersection operations are noted below:

- The signalized intersection at Front Royal Pike/Costello Drive/Hotel Entrance is expected to operate at overall LOS "B" in the AM peak hour and at overall LOS "C" in the PM peak hour. The westbound Costello Drive and eastbound Hotel Entrance approaches each operate at LOS "D" in the AM peak hour. Costello drive operates at LOS "E" in the PM peak hour; Hotel Entrance operates at LOS "F" in the PM peak hour. Left turning movements from northbound and southbound Front Royal Pike operate at LOS "D" in the AM peak hour; southbound left turns operate at LOS "E" in the PM peak hour. (Northbound left turn LOS is not-applicable). Overall, the Front Royal Pike approaches operate at LOS "C" or better in the AM peak hour and the PM peak hour. LOS computations are based on the HCM 2000 methodology due to shared movements on the side streets.
- The stop-controlled approach of the unsignalized intersection at Costello Drive/Prince Frederick Drive operates at LOS "B" or better in the both peak hours. All conflicted movements operate at LOS "B" or better in either peak hour.
- The signalized intersection at Millwood Pike/Prince Frederick Drive/Custer Avenue operates at overall LOS "C" in the AM peak hour and at overall LOS "D" in the PM peak hour. The eastbound mainline (Millwood Pike) approach operates at LOS "D" and LOS "B" in the AM and PM peak hours, respectively. The westbound approach operates at LOS "B" and undesirable LOS "E" in the AM and PM peak hours, respectively. Northbound Prince Frederick Drive approach and lane groups

operate at LOS “D” in the AM peak hour; the approach and the left/through lane group operate at LOS “F” in PM peak hour, while right turns operate at LOS “D” in the PM peak hour. Custer Avenue operates at LOS “D” in both peak hours. LOS computations are based on the HCM 2000 methodology due to shared movements on the side streets.

The analysis of the 2020 background conditions indicates increases in delay and back of queues with the short-term forecasts with growth and other development. LOS summaries, delays by approach and movement are shown in **Table 5**.

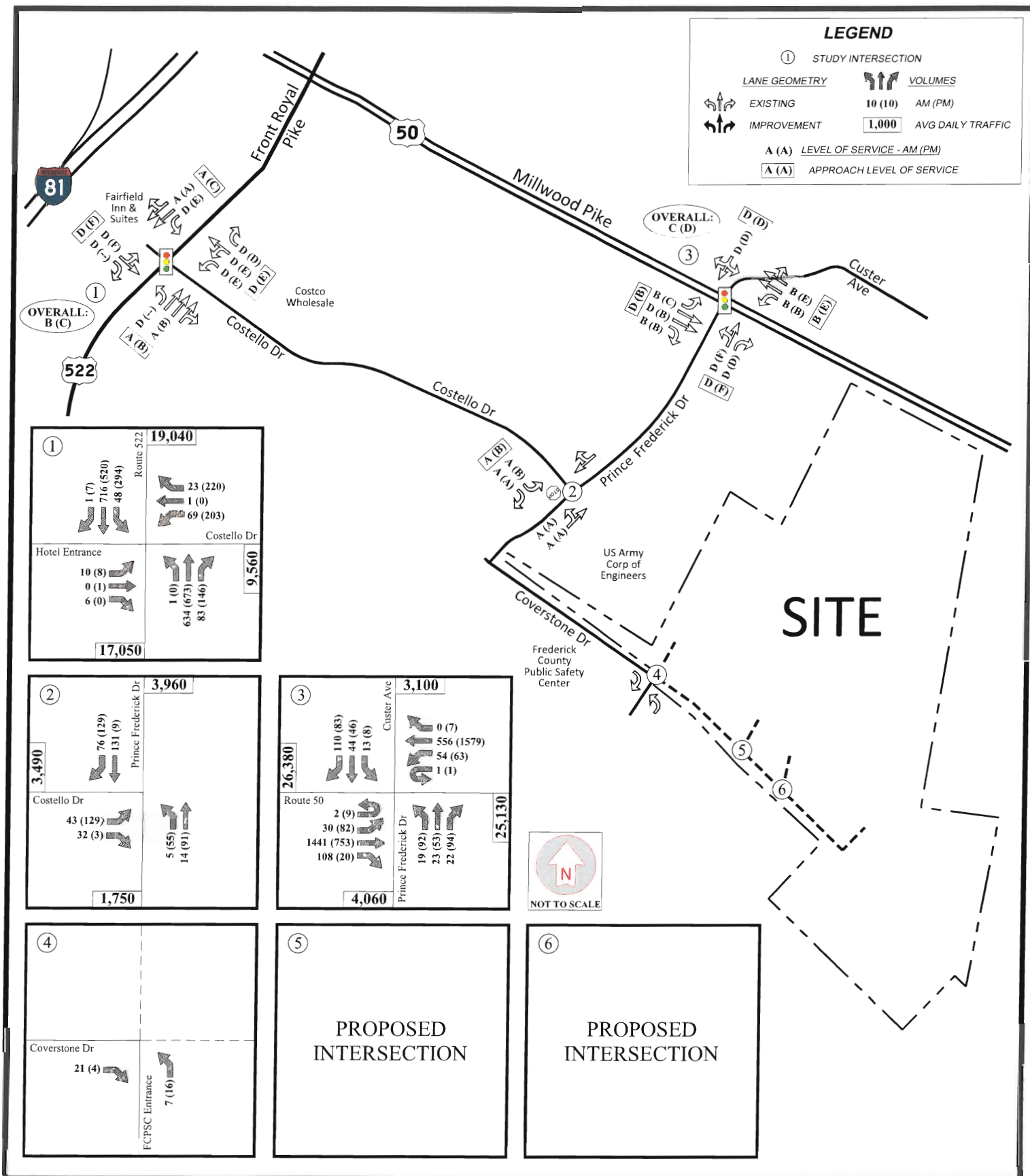


TABLE 5: SHORT-TERM BACKGROUND 2020 LOS, DELAY AND QUEUES WITHOUT SITE

| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|---|--|---------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 1 | Route 522
&
Costello Dr
&
Hotel Entrance | Signalized | EB/LT | 40 | D | 44.5 | 23 | F | 103.3 | 26 |
| | | | EB/R | 40 | D | 42.9 | 0 | - | - | - |
| | | | EB LOS | - | D | 43.9 | - | F | 103.3 | - |
| | | | WB/L | 120 | D | 42.2 | 53 | E | 63.8 | 147 |
| | | | WB/LT | 3,000 | D | 42.1 | 53 | E | 64.6 | 148 |
| | | | WB/R | 1,400 | D | 40.1 | 0 | D | 49.9 | 75 |
| | | | WB LOS | - | D | 41.7 | - | E | 56.8 | - |
| | | | NB/L | 100 | D | 44.4 | 6 | - | - | - |
| | | | NB/TT | 475 | A | 7.8 | 116 | B | 18.6 | 230 |
| | | | NB/TR | 825 | | | | | | |
| | | | NB LOS | - | A | 7.8 | - | B | 18.6 | - |
| | | | SB/L | 195 | D | 49.0 | 63 | E | 63.9 | 323 |
| | | | SB/TTR | 720 | A | 7.2 | 175 | A | 4.6 | 108 |
| | | | SB LOS | - | A | 9.8 | - | C | 25.8 | - |
| | | Overall | | - | B | 11.2 | - | C | 29.7 | - |
| 2 | Prince Frederick Dr
&
Costello Dr | Unsignalized | EB/L | 350 | A | 9.9 | 5 | B | 11.5 | 20 |
| | | | EB/R | 3,000 | A | 9.3 | 3 | A | 8.6 | 0 |
| | | | EB LOS | - | A | 9.6 | - | B | 11.4 | - |
| | | | NB/LT | 580 | A | 7.9 | 0 | A | 7.6 | 3 |
| | | | NB LOS | - | - | 2.1 | - | - | 2.9 | - |
| | | | SB/TR | 1,410 | - | - | - | - | - | - |
| | | | SB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | Overall | | - | - | 2.5 | - | - | 4.6 | - |
| 3 | Route 50
&
Prince Frederick Dr
&
Custer Ave | Signalized
Flashing Yellow Arrow
(protected/permissive) for
EB & WB lefts | EB/L | 150 | B | 11.2 | 24 | C | 22.7 | 62 |
| | | | EB/TT | 890 | D | 38.1 | #718 | B | 18.2 | 251 |
| | | | EB/R | 200 | B | 13.1 | 0 | B | 13.4 | 0 |
| | | | EB LOS | - | D | 35.8 | - | B | 18.6 | - |
| | | | WB/L | 360 | B | 18.4 | 35 | B | 12.0 | 39 |
| | | | WB/TTR | 1,140 | B | 15.8 | 184 | E | 68.9 | #806 |
| | | | WB LOS | - | B | 16.1 | - | E | 66.7 | - |
| | | | NB/LT | 1,420 | D | 44.6 | 62 | F | 151.7 | #228 |
| | | | NB/R | 500 | D | 42.2 | 0 | D | 40.5 | 0 |
| | | | NB LOS | - | D | 43.8 | - | F | 107.9 | - |
| | | | SB/LTR | 265 | D | 49.0 | 124 | D | 44.9 | 104 |
| | | | SB LOS | - | D | 49.0 | - | D | 44.9 | - |
| | | Overall | | - | C | 32.0 | - | D | 54.7 | - |

- EB = Eastbound, WB = Westbound, NB = Northbound, SB = Southbound, L: Left, T: Thru, R: Right

- Storage lengths include half the taper. Continuous lane lengths are to upstream intersection. TBD: To Be Determined

- 95th percentile volume exceeds capacity.

SITE TRIP GENERATION

Trip generation for the site was based on the Institute of Transportation Engineers' (ITE) Trip Generation Manual, 10th Edition. ITE's "General Light Industrial" trip generation rates were used for this TIA since they were most conservative (i.e. generates more trips) than the other possible uses. The density used, 1.21 million SF, was based on the site layout for the property with 3 buildings. For the subject parcels and assumed density with industrial uses in Phase 1 and High-Cube Warehouse uses in Phase 2, this site is projected to generate 93% less daily trips, 76% less AM peak hour trips, and 91% less PM peak hour trips, than the approved uses assumed in the 2008 TIA for the non-residential uses. Trip generation values are summarized in **Table 6**.

Given the proposed uses, trucks were assumed to comprise a significant portion of the site traffic, which have different impacts on the study intersections than passenger vehicles. Given that the most likely development for the site is a High-Cube Transload & Short-Term Storage Warehouse, truck percentages from the ITE study, "High-Cube Warehouse Vehicle Trip Generation Analysis" (October 2016), were assumed for this TIA, which found trucks to make up 32% of the daily, 31% of the AM peak hour, and 22% of the PM peak hour total trips for the use. To recognize the different purpose of truck trips (generally non-local) versus passenger vehicle trips (generally local, such as employees), different distributions were assumed for each.

TABLE 6: SITE TRIP GENERATION

| ITE Land Use CODE ⁽¹⁾ | TG Manual Edition | USE | Size | Var. | DAILY (2-way) | AM PEAK HOUR | | | PM PEAK HOUR | | |
|---|-------------------|---|----------|------|---------------|--------------|-----|-------|--------------|-----|-------|
| | | | | | | IN | OUT | TOTAL | IN | OUT | TOTAL |
| Proposed with Revised Land Use | | | | | | | | | | | |
| PHASE 1 | | | | | | | | | | | |
| 110 | 110.490 | 10th Gen. Light Ind. (Avg Rate) ⁽²⁾ | 405.000 | ksf | 2,009 | 250 | 34 | 284 | 33 | 222 | 255 |
| | | Cars (67.8% Daily, 69.2% AM, 78.3% PM) | | | 1,362 | 173 | 24 | 197 | 26 | 174 | 200 |
| | | Trucks | | | 647 | 77 | 10 | 87 | 7 | 48 | 55 |
| PHASE 2 | | | | | | | | | | | |
| 154 | 154.100 | 10th Hi-Cube Transload & Shrt-Term Storage Wrhs | 805.000 | ksf | 1,127 | 49 | 15 | 64 | 23 | 58 | 81 |
| | | Cars (67.8% Daily, 69.2% AM, 78.3% PM) | | | 764 | 34 | 10 | 44 | 18 | 45 | 63 |
| | | Trucks | | | 363 | 15 | 5 | 20 | 5 | 13 | 18 |
| | | Subtotal | 1210.000 | ksf | 3,136 | 299 | 49 | 348 | 56 | 280 | 336 |
| Total Proposed Trip Generation (Weekday Peak) | | | | | 3,136 | 299 | 49 | 348 | 56 | 280 | 336 |

| ITE Land Use CODE | TG Manual Edition | USE | Size | Var. | DAILY (2-way) | AM PEAK HOUR | | | PM PEAK HOUR | | |
|--|-------------------|---------------------|----------|------|---------------|--------------|-----|-------|--------------|-------|-------|
| | | | | | | IN | OUT | TOTAL | IN | OUT | TOTAL |
| Previous Zoning Approval Traffic Study (8/2008) | | | | | | | | | | | |
| 710 | 710.000 | 7th Office | 385.000 | ksf | 3,767 | 485 | 66 | 551 | 87 | 423 | 510 |
| 820 | 820.000 | 7th Shopping Center | 900.000 | ksf | 38,646 | 565 | 362 | 927 | 1,620 | 1,755 | 3,375 |
| | | Subtotal | 1285.000 | ksf | 42,413 | 1,050 | 428 | 1,478 | 1,707 | 2,178 | 3,885 |
| Total By-Right Trip Generation (Weekday Peak) ⁽³⁾ | | | | | 42,413 | 1,050 | 428 | 1,478 | 1,707 | 2,178 | 3,885 |

Change in Trips from by-right -39,277 -751 -379 -1,130 -1,651 -1,898 -3,549

Percentage Change -93% -72% -89% -76% -97% -87% -91%

NOTES:

TRIP RATE SOURCE: Institute of Transportation Engineers (ITE) Trip Generation Manual, edition as noted in table above.

(1) ITE Land Code shown as the first 3 digits.

(2) Average rates used for General Light Industrial in lieu of regression equations because the square footage (independent variable) is outside the range of data.

(3) Pass-By trips and internal trips with residential uses not included in comparisons.

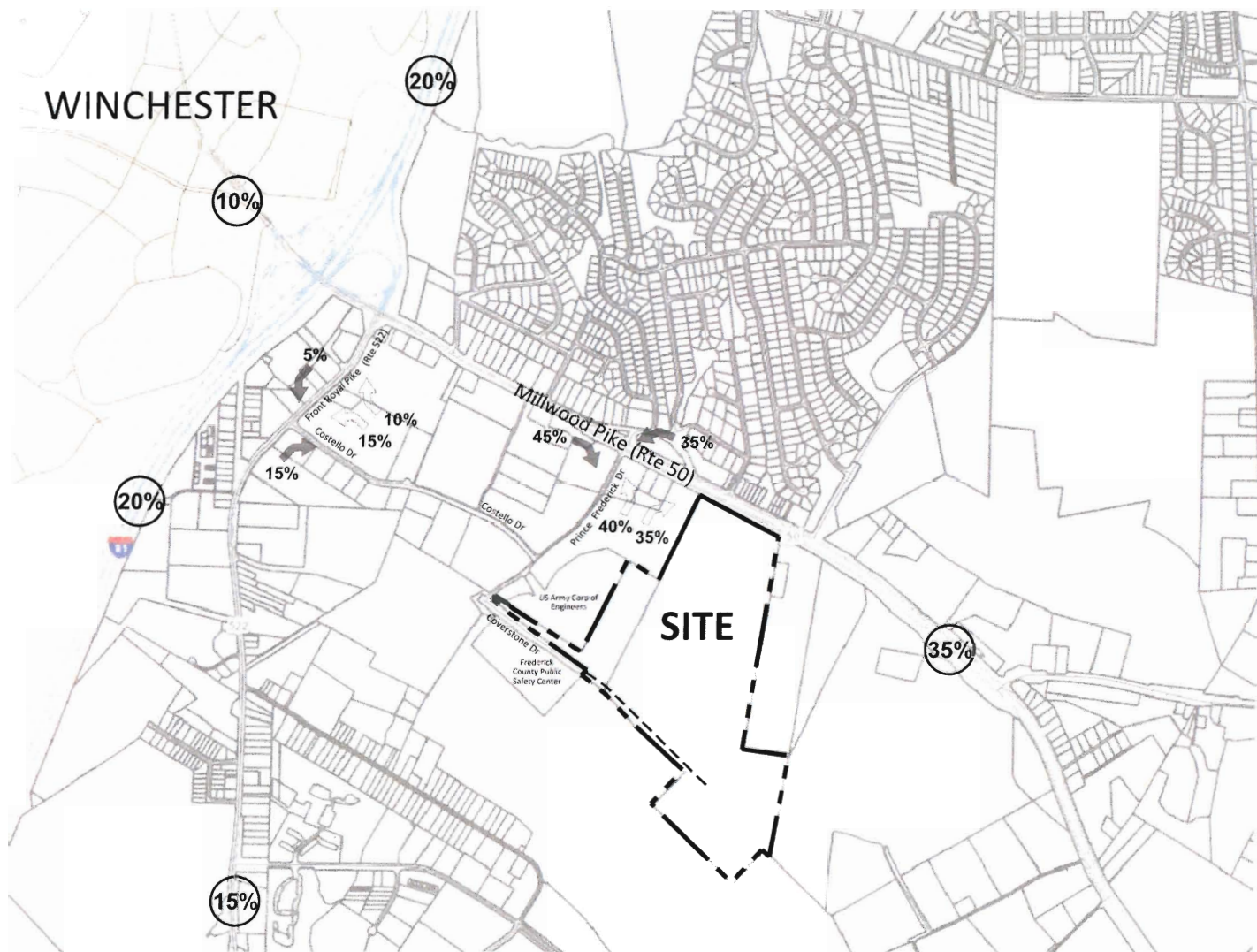


Site Assignments Short-Term

Figures 9 and 10 show the site trip distributions for employees/cars and trucks separately as percentages. The primary truck access was assigned to/from I-81 and individual routings are shown to Route 522/Costello Drive and Route 50/Prince Frederick Drive for access to the site via Coverstone Drive. Trip distributions are summarized in **Table 7**. Subject site trips (as shown in Table 6) are shown separately for employees/cars and trucks in **Figures 11 and 12** for the Phase 1 density.

TABLE 7: SITE TRIP DISTRIBUTIONS

| Direction | Site Car | Site Trucks |
|-----------------|----------|-------------|
| North I-81 | 20% | 35% |
| East US 50/17 | 35% | 10% |
| South US 522 | 15% | 15% |
| South I-81 | 20% | 35% |
| West Winchester | 10% | 5% |
| Total | 100% | 100% |



Note: Distributions derived from "Traffic Impact Study - FBI Central Records Complex," by Cardno, September 2015; and previous commercial distributions for the site.

 In%
 Out%



NOT TO SCALE

Source: Frederick County GIS
(frederick.va.us, accessed 03-23-2018)

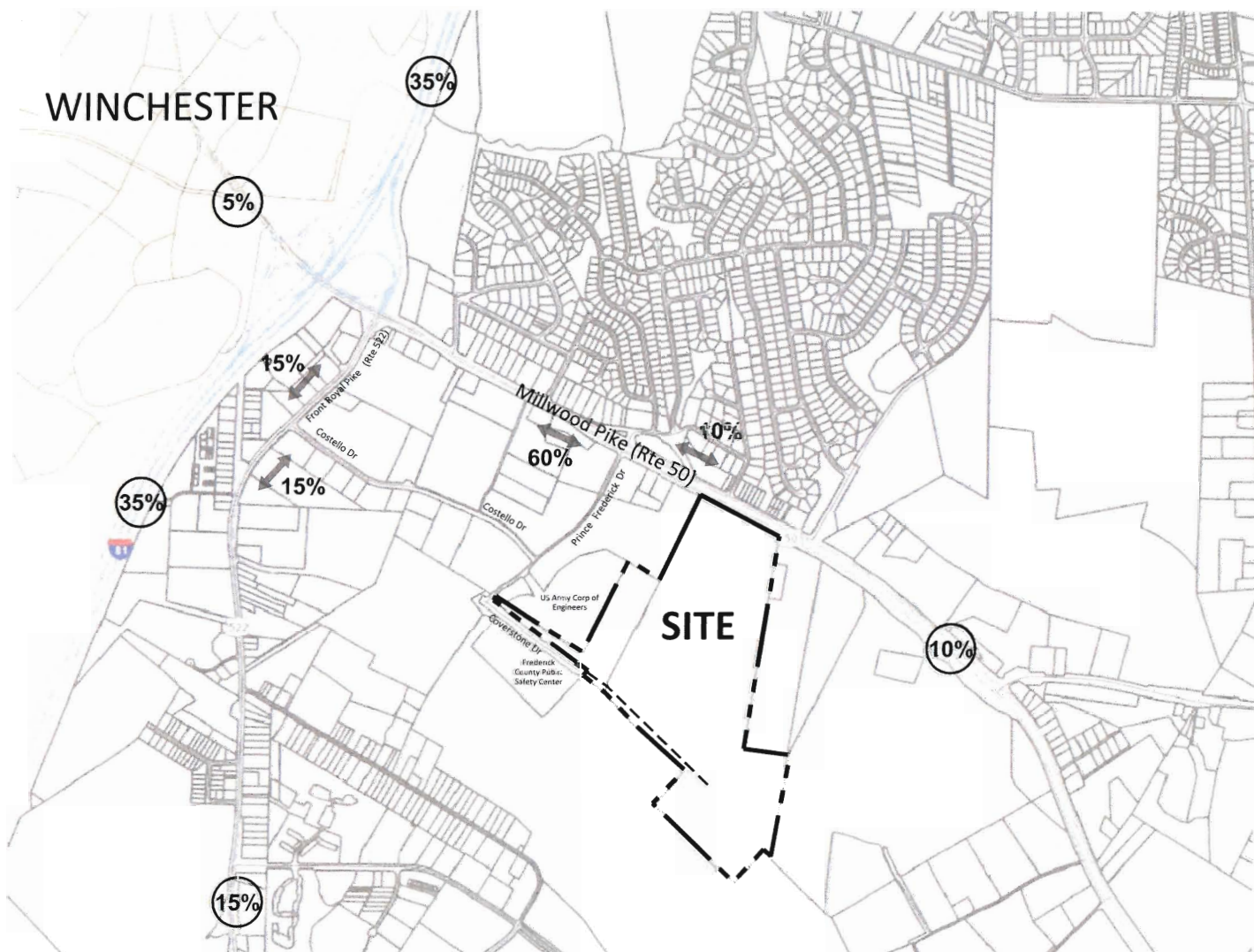
Pennoni

HINES CARPERS VALLEY
TRAFFIC IMPACT STUDY
FREDERICK COUNTY, VA

**SITE DISTRIBUTIONS
(CARS)**

FIGURE 9

Project # HINEX18001
July 2018



NOT TO SCALE

Source: Frederick County GIS
(frederick.va.us, accessed 03-23-2018)

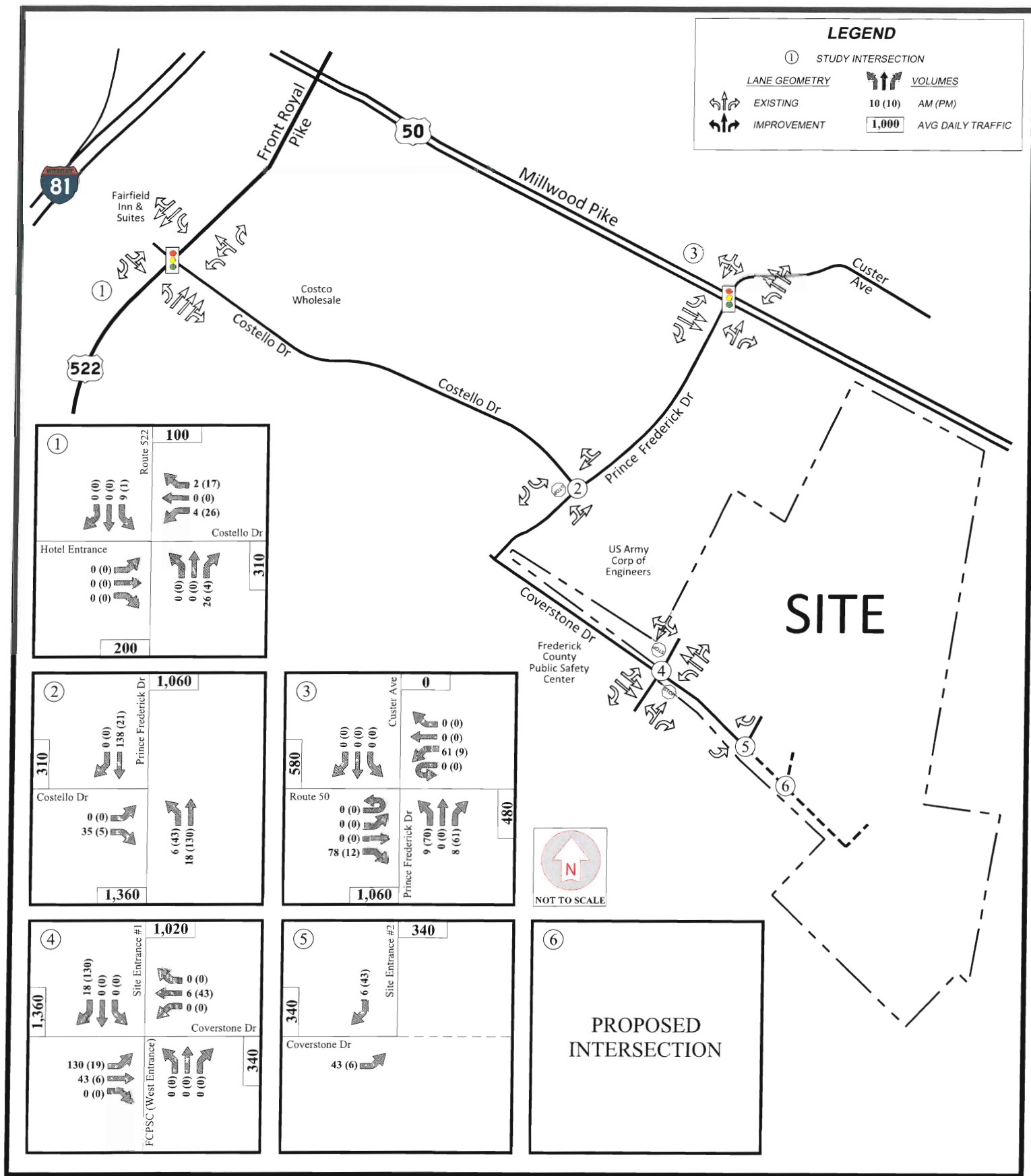
Pennoni

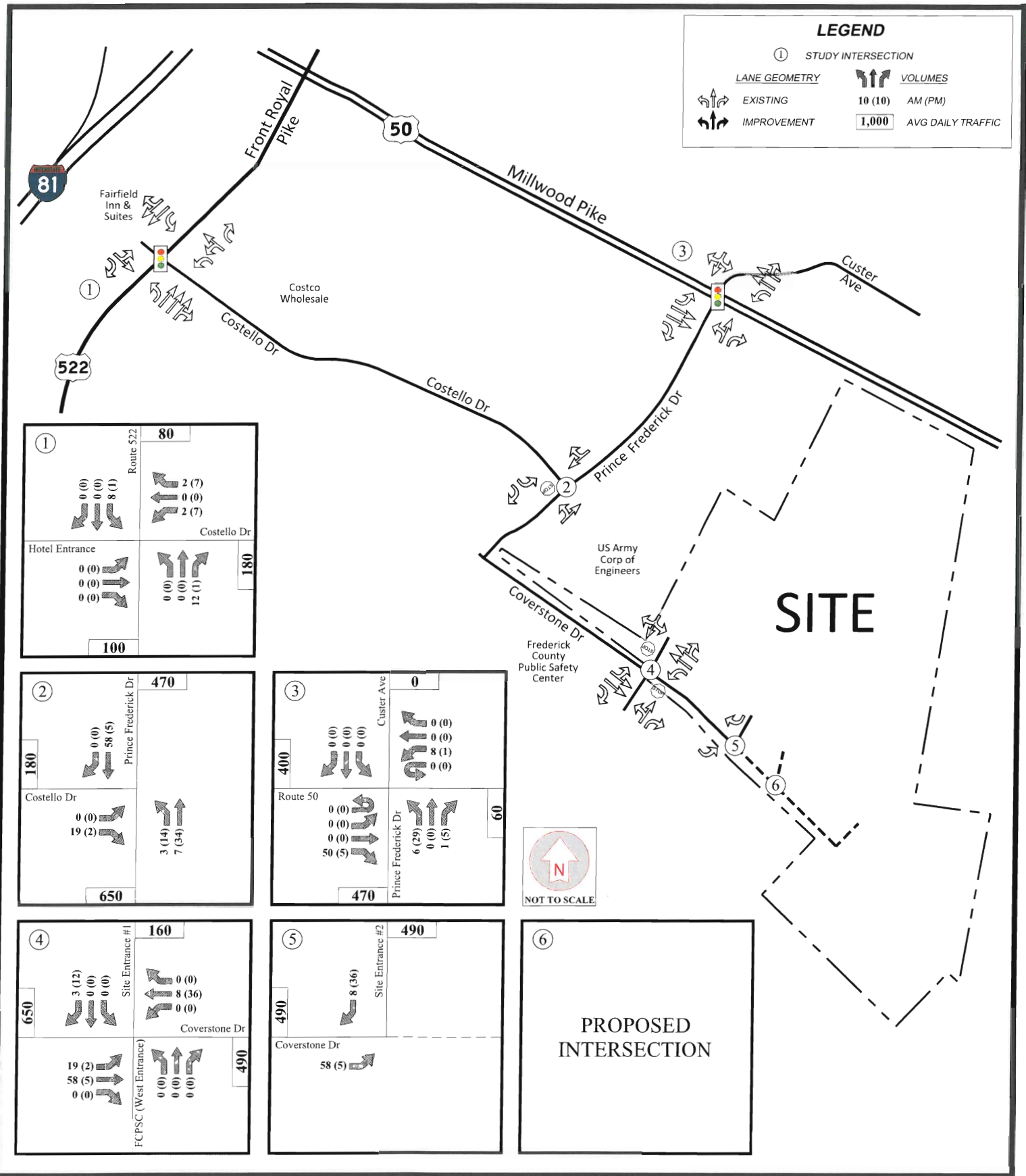
HINES CARPERS VALLEY
TRAFFIC IMPACT STUDY
FREDERICK COUNTY, VA

**SITE DISTRIBUTIONS
(TRUCKS)**

FIGURE 10

Project # HINEX18001
July 2018





SHORT-TERM 2020 CONDITIONS WITH PROPOSED SITE

The analysis of the short-term 2020 conditions with the site were developed as a combination of:

- Base traffic (Figure 6),
- Other Development (Figure 7), and
- Site Traffic added to the network associated with the proposed rezoning industrial plan uses (Figures 11 and 12).

Short-term 2020 turning volumes and LOS are summarized in **Figure 13**, without mitigation.

Left Turn Phasing Mode

The Rte 50 intersection was evaluated and recommended for protective/permissive left-turn phasing by VDOT in 2017. As revised, Pennoni considered with Flashing Yellow Arrow (FYA) left-turn operation provided that the cross-product of (Left-Turn + U-turn) X (Opposing Thru + Opposing Right) is less than 100,000 per hour. VDOT also expressed a preference for protected-only left-turn movements with cross products of 150,000 or more. The left-turn operation would change based on a time of day plan with protected -only operation when justified by the cross products. The cross-products were 17,757 and 177,007 per hour for the eastbound left and westbound left, respectively, for the AM peak hour and 144,761 and 55,460 for the eastbound left and westbound left, respectively for the PM peak hour. Therefore, the Route 50 intersection was analyzed with FYA protected/permissive for the mainline lefts except for the Westbound left during the AM peak hour.

Short-Term Traffic Operations

The LOS by movement and back of queue values for each of the study intersections for the AM and PM peak hours for the short-term 2020 conditions is shown on **Tables 8A** and **8B**. The incorporation of site traffic includes analysis of the unsignalized intersection at Coverstone Drive/Frederick County Public Safety Center (FCPSC) with the fourth leg representing the site entrance. Capacity calculations in HCM mode are from Synchro 10. The Synchro calculation worksheets are in **Appendix F** without mitigation.

General Level of Service assessment of expected short-term 2020 operations with the site without improvements are described below:

- The signalized intersection at Front Royal Pike/Costello Drive/Hotel Entrance operates at overall LOS "B" in the AM peak hour and at overall LOS "C" in the PM peak hour. The westbound Costello Drive and eastbound Hotel Entrance approaches each operate at LOS "D" in the AM peak hour. Costello Drive operates at LOS "E" in the PM peak hour; Hotel Entrance operates at LOS "F" in the PM peak hour. Left turning movements from northbound and southbound Front Royal Pike operate at LOS "D" in the AM peak hour;

Short-Term 2020 Conditions with site without mitigation:

LOS at the Route 50 signal at Prince Frederick Drive remains undesirable from background with site;

Turn lanes at Prince Frederick Drive signal to achieve improved LOS;

Costello Drive/Prince Frederick Drive intersection operate at LOS "C";

Overall LOS "C" at Route 522 signal.

southbound left turns operate at LOS “E” in the PM peak hour. Overall, the Front Royal Pike approaches operate at LOS “C” or better in the AM peak hour and the PM peak hour. LOS computations are based on the HCM 2000 methodology due to shared movements on the side streets.

- The stop-controlled approach of the unsignalized intersection at Costello Drive/Prince Frederick Drive operates at LOS “C” or better in the AM peak hour and the PM peak hour. All conflicted movements operate at LOS “C” or better in either peak hour.
- The signalized intersection at Millwood Pike/Prince Frederick Drive/Custer Avenue operates at overall LOS “D” in the AM peak hour and at overall LOS “F” in the PM peak hour. The eastbound mainline (Millwood Pike) approach operates at LOS “E” and LOS “B” in the AM and PM peak hours, respectively. The westbound approach operates at LOS “B” and LOS “E” in the AM and PM peak hours, respectively. The northbound Prince Frederick Drive approach operates at LOS “D” in the AM peak hour; the approach and the left/through lane group operate at LOS “F” in PM, while right turns operate at LOS “D” in the PM peak hour. Custer Avenue operates at LOS “D” in both peak hours. LOS computations are based on the HCM 2000 methodology due to shared movements on the side streets.
- The unsignalized intersection at Coverstone Drive/FCPSC/Site Entrance operates at LOS “B” or better for all approaches and lane groups in both peak hours.

Short-Term 2020 Traffic Operations with Mitigation

The Millwood Pike/Prince Frederick Drive/Custer Avenue signal does not operate at acceptable LOS or with queues that can be accommodated without improvements, with the site traffic in 2020. LOS by movement and back of queue values for each of the study intersections for the AM and PM peak hours for the short-term conditions with potential mitigation was included in Tables 8A & 8B for this intersection. The improvements and resulting LOS and queuing analyses are summarized below. The LOS by approach is shown in **Figure 14** for the AM and PM peak hours. Capacity calculations in HCM mode are from Synchro 10. The Synchro calculation worksheets are in **Appendix G**.

Mitigation considered for the Millwood Pike/Prince Frederick Drive/Custer Avenue signalized intersection are as follows:

- Lengthen the eastbound right turn lane on Millwood Pike to 675 feet effective,
- Add a new 450-foot long northbound left turn on Prince Frederick Drive, and
- Add a separate southbound right turn lane on Custer

Short-Term Conditions with site with mitigation:

Lengthen eastbound right turn lane at Route 50/Prince Frederick Drive signal;

Widen Prince Frederick Drive approach as previously proffered to allow separate left turn lane on NB approach;

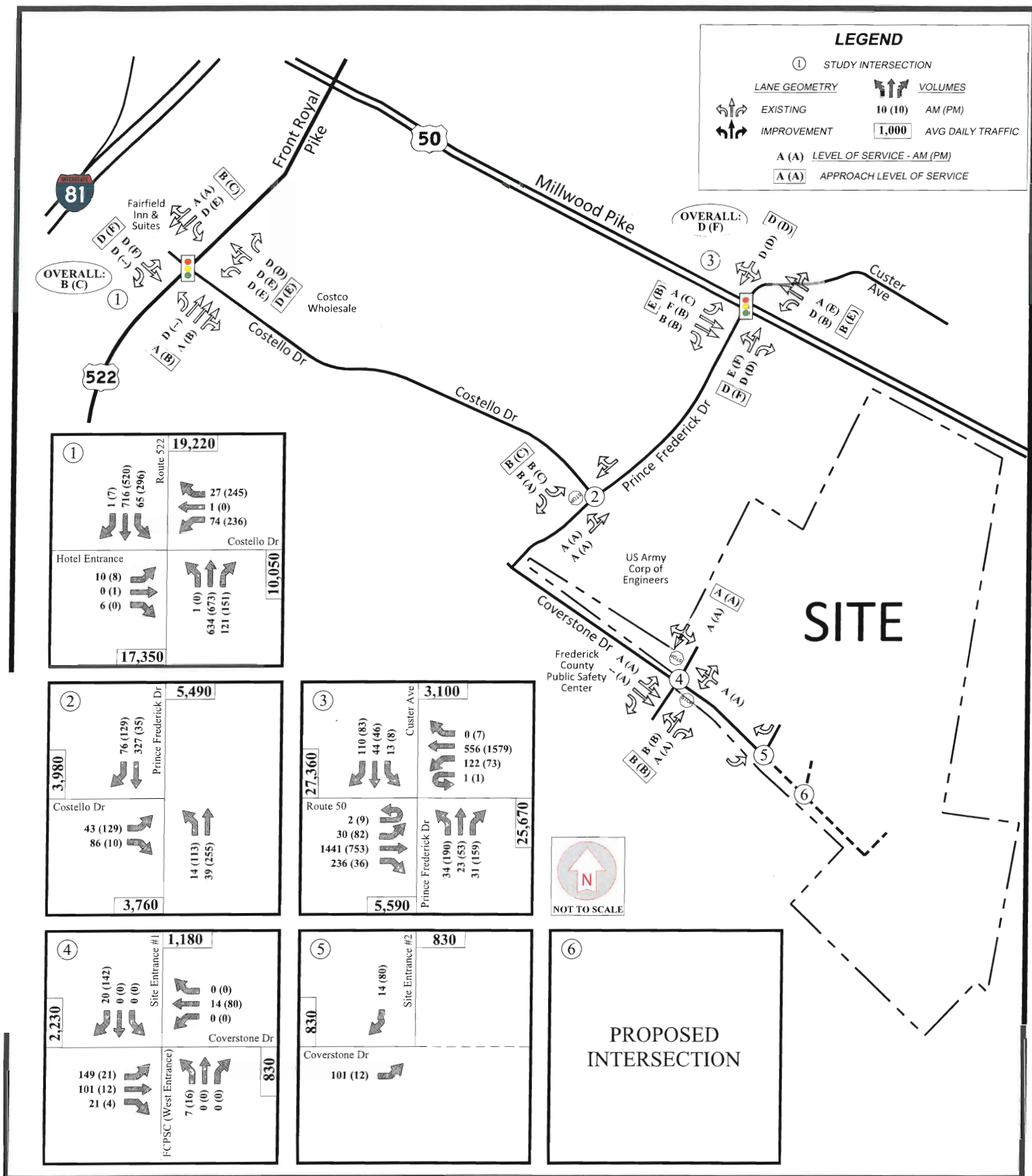
Add separate SB right turn lane on Custer Avenue to address existing LOS deficiency.

Avenue.

The above mitigation measures provide the following improvements and changes in the operation of the intersection:

- The overall LOS for the intersection improves for the AM and PM peak hours. The AM peak hour improves to LOS "C"; the PM peak hour improves to LOS "D".
- The eastbound approach improves to LOS "C" in the AM peak hour and LOS "B" in the PM peak hour.
- The westbound approach during the PM peak hour improves to LOS "D" with the mitigation proposed.
- The southbound approach is unchanged at LOS "D".

LOS computations are based on the HCM 2000 methodology due to shared movements on the side streets.



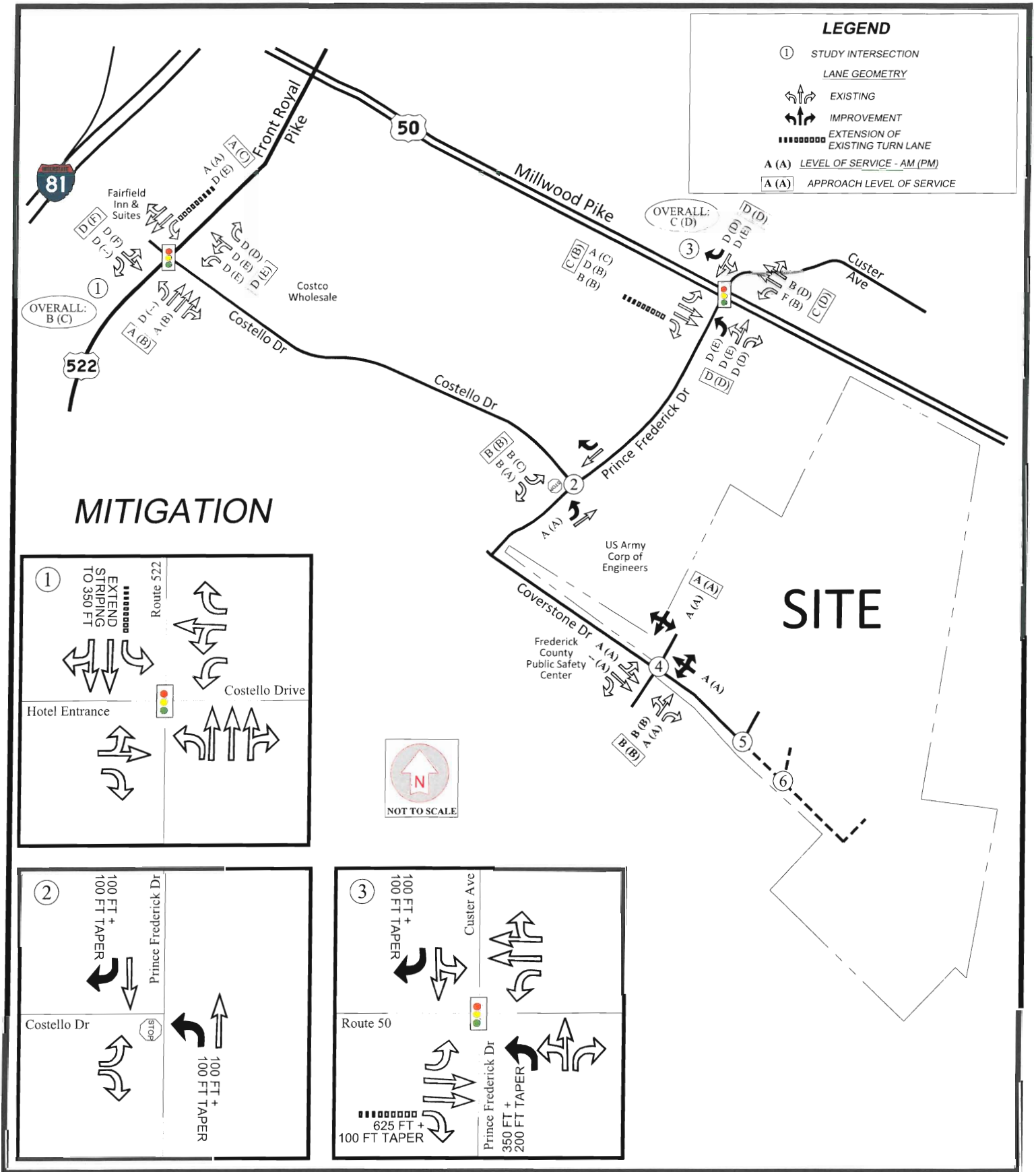


TABLE 8A: SHORT-TERM 2020 LOS, DELAY AND BACK OF QUEUE WITH SITE (INTERSECTIONS 1 & 2)

| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|--|--|----------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 1 | Route 522
&
Costello Dr
&
Hotel Entrance | Signalized

Extend SB left-turn lane
striping to 350 ft (to
accommodate projected
queues; does not change
analysis results, i.e.
LOS, delay, or queue
lengths) | EB/LT | 40 | D | 44.5 | 23 | F | 103.3 | 26 |
| | | | EB/R | 40 | D | 42.9 | 0 | - | - | - |
| | | | EB LOS | - | D | 43.9 | - | F | 103.3 | - |
| | | | WB/L | 120 | D | 42.2 | 56 | E | 66.1 | 169 |
| | | | WB/LT | 3,000 | D | 42.1 | 55 | E | 66.9 | 170 |
| | | | WB/R | 1,400 | D | 39.9 | 0 | D | 48.9 | 80 |
| | | | WB LOS | - | D | 41.5 | - | E | 57.5 | - |
| | | | NB/L | 100 | D | 44.4 | 6 | - | - | - |
| | | | NB/TT | 475 | A | 9.1 | 130 | B | 19.6 | 231 |
| | | | NB/TR | 825 | | | | | | |
| | | | NB LOS | - | A | 9.2 | - | B | 19.6 | - |
| | | | SB/L | 350 | D | 46.0 | 79 | E | 63.8 | 327 |
| | | | SB/TTR | 720 | A | 7.3 | 177 | A | 5.0 | 108 |
| | | | SB LOS | - | B | 10.6 | - | C | 26.2 | - |
| | | | Overall | - | B | 12.1 | - | C | 31.0 | - |
| 2 | Prince Frederick Dr
&
Costello Dr | Unsignalized | EB/L | 350 | B | 11.8 | 8 | C | 17.0 | 35 |
| | | | EB/R | 3,000 | B | 11.7 | 13 | A | 9.0 | 0 |
| | | | EB LOS | - | B | 11.7 | - | C | 16.4 | - |
| | | | NB/L | 580 | A | 8.7 | 0 | A | 8.0 | 8 |
| | | | NBT | | A | 0.0 | - | A | 0.0 | - |
| | | | NB LOS | - | - | 2.3 | - | - | 2.4 | - |
| | | | SB/T | 1,410 | - | - | - | - | - | - |
| | | | SB/R | | - | - | - | - | - | - |
| | | | SB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | | Overall | - | - | 2.8 | - | - | 4.7 | - |
| | | Add separate NB left
and SB right-turn lanes
(100 ft + 100 ft taper)
per VDOT warrants | EB/L | 350 | B | 11.5 | 8 | C | 15.4 | 30 |
| | | | EB/R | 3,000 | B | 11.3 | 13 | A | 8.7 | 0 |
| | | | EB LOS | - | B | 11.4 | - | B | 14.9 | - |
| | | | NB/L | 150 | A | 8.7 | 0 | A | 8.0 | 8 |
| | | | NB/T | 580 | - | - | - | - | - | - |
| | | | NB LOS | - | - | 2.3 | - | - | 2.4 | - |
| | | | SB/T | 1,410 | - | - | - | - | - | - |
| | | | SB/R | 150 | - | - | - | - | - | - |
| | | | SB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | | Overall | - | - | 2.7 | - | - | 4.4 | - |

TABLE 8B: SHORT-TERM 2020 LOS, DELAY AND BACK OF QUEUE WITH SITE (INTERSECTIONS 3 & 4)

| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|---|--|---------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 3 | Route 50
&
Prince Frederick Dr
&
Custer Ave | Signalized

Flashing Yellow Arrow
(protected/permissive)
for EB Left AM & EB
& WB lefts PM | EB/L | 150 | A | 8.1 | 24 | C | 22.7 | 62 |
| | | | EB/TT | 890 | F | 80.1 | #790 | B | 18.4 | 253 |
| | | | EB/R | 200 | B | 18.0 | 53 | B | 13.6 | 0 |
| | | | EB LOS | - | E | 70.1 | - | B | 18.6 | - |
| | | | WB/L | 360 | D | 52.7 | 136 | B | 12.1 | 44 |
| | | | WB/TTR | 1,140 | A | 9.3 | 132 | E | 68.9 | #806 |
| | | | WB LOS | - | B | 17.2 | - | E | 66.3 | - |
| | | | NB/LT | 1,420 | E | 56.6 | #83 | F | 563.9 | #398 |
| | | | NB/R | 500 | D | 41.9 | 0 | D | 40.7 | 28 |
| | | | NB LOS | - | D | 51.4 | - | F | 356.9 | - |
| | | | SB/LTR | 265 | D | 49.8 | 124 | D | 44.9 | 104 |
| | | | SB LOS | - | D | 49.8 | - | D | 44.9 | - |
| | | Overall w/o MITIGATION | | - | D | 54.6 | - | F | 89.6 | - |
| | | Lengthen EB right-turn
(625 ft + 100 ft taper)
lane

Add new NB left-turn
lane (350 ft + 200 ft
taper)

Add separate SB right-
turn lane (100 ft + 100 ft
taper) | EB/L | 150 | A | 9.2 | 19 | C | 26.0 | 76 |
| | | | EB/TT | 890 | D | 36.4 | #614 | B | 17.5 | 258 |
| | | | EB/R | 675 | B | 14.1 | 37 | B | 13.1 | 0 |
| | | | EB LOS | - | C | 32.8 | - | B | 18.2 | - |
| | | | WB/L | 360 | F | 88.6 | #187 | B | 11.8 | 45 |
| | | | WB/TTR | 1,140 | B | 13.2 | 147 | D | 45.1 | #837 |
| | | | WB LOS | - | C | 26.9 | - | D | 43.6 | - |
| | | | NB/L | 450 | D | 43.9 | 47 | E | 63.1 | 155 |
| | | | NB/LT | 1,420 | D | 43.4 | 49 | E | 58.0 | 157 |
| | | | NB/R | 500 | D | 41.2 | 0 | D | 44.1 | 47 |
| | | | NB LOS | - | D | 42.8 | - | D | 54.0 | - |
| | | | SB/LT | 265 | D | 53.2 | #98 | E | 56.3 | #109 |
| | | | SB/R | 150 | D | 40.4 | 0 | D | 49.3 | 0 |
| | | | SB LOS | - | D | 44.8 | - | D | 52.1 | - |
| | | Overall w/ MITIGATION | | - | C | 26.7 | - | D | 38.1 | - |
| 4 | Coverstone Dr
&
Site Entrance #1
&
Frederick Co Public Safety
Center (East Entrance) | New Intersection

Unsignalized | EB/LT | 520 | A | 7.7 | 10.0 | A | 7.5 | 0 |
| | | | EB/T | | A | 0.1 | - | A | 0.0 | - |
| | | | EB/R | 190 | - | - | - | - | - | - |
| | | | EB LOS | - | - | - | - | - | 4.3 | - |
| | | | WB/LTR | 750 | A | 0.0 | 0 | A | 0.0 | 0 |
| | | | WB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | | NB/LT | 55 | B | 13.2 | 2.5 | B | 11.2 | 8 |
| | | | NB/R | | A | 0.0 | - | A | 0.0 | - |
| | | | NB LOS | - | - | - | - | B | 11.2 | - |
| | | | SB/LTR | 25 | A | 8.6 | 2.5 | A | 9.2 | 15 |
| | | | SB LOS | - | - | - | - | A | 9.5 | - |
| | | Overall | | - | - | - | - | - | - | - |

- EB = Eastbound, WB = Westbound, NB = Northbound, SB = Southbound, L: Left, T: Thru, R: Right

- Storage lengths include half the taper. Continuous lane lengths are to upstream intersection. TBD: To Be Determined

- 95th percentile volume exceeds capacity.

LONG-TERM 2024 CONDITIONS WITHOUT PROPOSED SITE

The long-term 2024 traffic background forecasts reflect the local conditions with growth on Route 50 and at Route 522, without the site uses added. Background trips include:

- Local growth to existing trips (1.5% annual ambient growth)
- Other Development

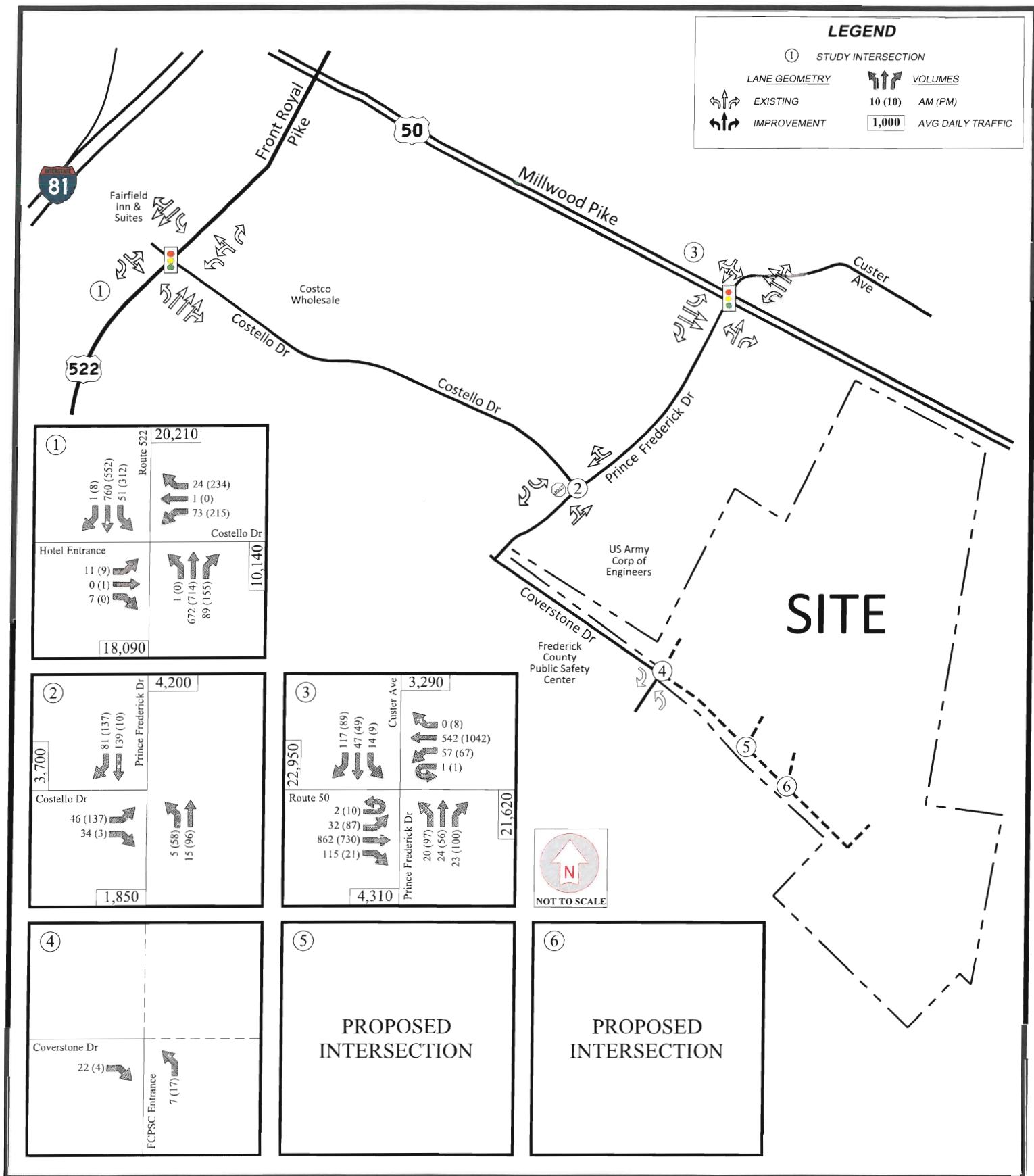
Traffic volumes are summarized in **Figure 15** for the background 2024 conditions.

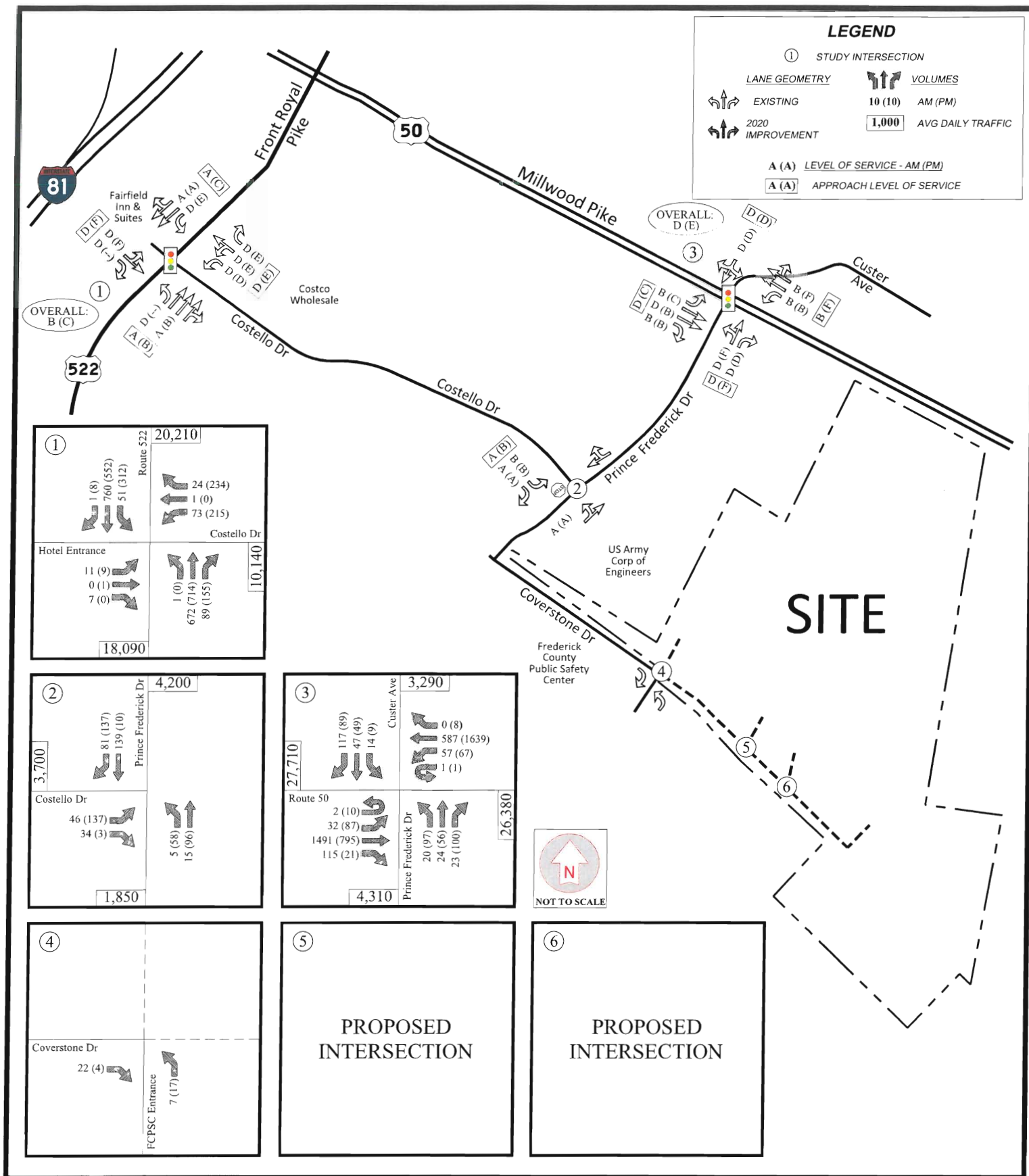
Other Development and Long-Term Background Traffic Volumes

Other approved development traffic from the FBI and Navy Federal Credit Union sites as previously introduced for the short-term 2020 scenario, do not change for the long-term, and are shown in Figure 7. The 2024 forecasts for the study intersections (volumes and LOS) are summarized in **Figure 16**.

Left-Turn Phasing Mode

The Rte 50 intersection was evaluated and recommended for protective/permissive left-turn phasing by VDOT in 2017. As revised, Pennoni considered with Flashing Yellow Arrow (FYA) left-turn operation provided that the cross-product of (Left-Turn + U-turn) X (Opposing Thru + Opposing Right) is less than 100,000 per hour. The VDOT guidance expressed a preference for protected-only left-turn movements with cross-products of 150,000 or more. The left-turn operation would change based on a time of day plan with protected-only operation when justified by the cross-products. The cross-products were 19,905 and 86,386 per hour for the eastbound left and westbound left, respectively, for the AM peak hour and 159,507 and 53,924 for the eastbound left and westbound left, respectively for the PM peak hour. The EB left was analyzed with protected/permissive FYA operation since its cross-product is only slightly over 150,000 per hour and since it had increased only slightly from the 2020 background scenario.





Long-Term 2024 Traffic Operations

The 2024 LOS without the site are shown in Figure 16. The projected LOS by movement and back of queue values for each of the study intersections for the AM and PM peak hours for the long-term 2024 conditions is shown on **Table 9**.

Capacity calculations in HCM mode are from Synchro 10. The Synchro calculation worksheets are in **Appendix H**.

General Level of Service assessment of expected long-term 2024 operations without the site are described below:

- The signalized intersection at Front Royal Pike/Costello Drive/Hotel Entrance operates at overall LOS "B" in the AM peak hour and at overall LOS "C" in the PM peak hour. The westbound Costello Drive and eastbound Hotel Entrance approaches each operate at LOS "D" in the AM peak hour. Costello Drive operates at LOS "E" in the PM peak hour; Hotel Entrance operates at LOS "F" in the PM peak hour. Left turning movements from northbound and southbound Front Royal Pike operate at LOS "D" in the AM peak hour; southbound left turns operate at LOS "E" in the PM peak hour. Overall, the Front Royal Pike approaches operate at LOS "C" or better in the AM peak hour and the PM peak hour. LOS computations are based on the HCM 2000 in lieu of HCM 2010 methodology due to shared movements on the side streets.

Long-Term 2024 Conditions without Site

Undesirable overall intersection LOS and queues without improvements:

At Route 50 signal at Prince Frederick Drive, overall LOS "E" with growth;

At Route 522 signal, overall LOS "C" with growth but stacking length inadequate;

Costello Drive/Prince Frederick Drive operates at LOS "B" but a SB right-turn lane is warranted.

- The stop-controlled approach of the unsignalized intersection at Costello Drive/Prince Frederick Drive operates at LOS "B" or better in the AM peak hour and the PM peak hour. All conflicted movements operate at LOS "B" or better in either peak hour.
- The signalized intersection at Millwood Pike/Prince Frederick Drive/Custer Avenue operates at overall LOS "D" in the AM peak hour and at overall LOS "E" in the PM peak hour. The eastbound mainline (Millwood Pike) approach operates at LOS "D" in the AM peak hour and at LOS "C" in the PM peak hour. The westbound approach operates at LOS "B" and LOS "F" in the AM and PM peak hours, respectively. Northbound Prince Frederick Drive approach and lane groups operate at LOS "D" in the AM peak hour; the approach and the left/through lane group operate at LOS "F" in the PM peak hour, while right turns operate at LOS "D" in the AM and PM peak hours. Custer Avenue operates at LOS "D" in both peak hours. LOS computations are based on the HCM 2000 in lieu of HCM 2010 methodology due to shared movements on the side streets.

TABLE 9: LONG-TERM 2024 BACKGROUND LOS, DELAY AND BACK OF QUEUES WITHOUT SITE

| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|---|--------------------------------|---------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 1 | Route 522
&
Costello Dr
&
Hotel Entrance | Signalized | EB/LT | 40 | D | 44.7 | 24 | F | 126.8 | 28 |
| | | | EB/R | 40 | D | 42.9 | 0 | - | - | - |
| | | | EB LOS | - | D | 44.0 | - | F | 126.8 | - |
| | | | WB/L | 120 | D | 42.2 | 55 | E | 65.4 | 156 |
| | | | WB/LT | 3,000 | D | 42.1 | 55 | E | 65.4 | 156 |
| | | | WB/R | 1,400 | D | 40.0 | 0 | D | 49.7 | 78 |
| | | | WB LOS | - | D | 41.6 | - | E | 57.2 | - |
| | | | NB/L | 100 | D | 44.4 | 6 | - | - | - |
| | | | NB/TT | 475 | A | 8.5 | 126 | B | 19.8 | 247 |
| | | | NB/TR | 825 | | | | | | |
| | | | NB LOS | - | A | 8.5 | - | B | 19.8 | - |
| | | | SB/L | 195 | D | 42.5 | 66 | E | 65.3 | 346 |
| | | | SB/TTR | 720 | A | 7.5 | 190 | A | 4.8 | 116 |
| | | | SB LOS | - | A | 9.6 | - | C | 26.4 | - |
| | | Overall | | - | B | 11.4 | - | C | 30.6 | - |
| 2 | Prince Frederick Dr
&
Costello Dr | Unsignalized | EB/L | 350 | B | 10.0 | 5 | B | 11.8 | 20 |
| | | | EB/R | 3,000 | A | 9.3 | 3 | A | 8.7 | 0 |
| | | | EB LOS | - | A | 9.7 | - | B | 11.7 | - |
| | | | NB/L | 580 | A | 7.9 | 0 | A | 7.6 | 3 |
| | | | NB/T | | A | 0.0 | - | A | 0.0 | - |
| | | | NB LOS | - | - | 2.0 | - | - | 2.9 | - |
| | | | SB/T | 1,410 | - | - | - | - | - | - |
| | | | SB/R | | - | - | - | - | - | - |
| | | | SB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | Overall | | - | - | 2.6 | - | - | 4.7 | - |
| 3 | Route 50
&
Prince Frederick Dr
&
Custer Ave | Signalized | EB/L | 150 | B | 11.4 | 25 | C | 24.1 | 69 |
| | | | EB/TT | 890 | D | 47.5 | #757 | B | 19.1 | 269 |
| | | | EB/R | 200 | B | 13.3 | 0 | B | 13.6 | 0 |
| | | | EB LOS | - | D | 44.4 | - | B | 19.5 | - |
| | | | WB/L | 360 | B | 19.8 | 37 | B | 12.5 | 41 |
| | | | WB/TTR | 1,140 | B | 16.4 | 196 | F | 90.4 | #851 |
| | | | WB LOS | - | B | 16.7 | - | F | 87.3 | - |
| | | | NB/LT | 1,420 | D | 44.8 | 64 | F | 173.7 | #243 |
| | | | NB/R | 500 | D | 42.2 | 0 | D | 40.5 | 0 |
| | | | NB LOS | - | D | 43.9 | - | F | 121.2 | - |
| | | | SB/LTR | 265 | D | 51.6 | #147 | D | 46.6 | 114 |
| | | | SB LOS | - | D | 51.6 | - | D | 46.6 | - |
| | | Overall | | - | D | 37.8 | - | E | 67.7 | - |

- EB = Eastbound, WB = Westbound, NB = Northbound, SB = Southbound, L: Left, T: Thru, R: Right

- Storage lengths include half the taper. Continuous lane lengths are to upstream intersection. TBD: To Be Determined

- 95th percentile volume exceeds capacity.

LONG-TERM 2024 CONDITIONS WITH PROPOSED SITE

Long-Term 2024 Site Traffic Volumes

For the traffic assignments, Pennoni utilized the site assignments for general light industrial uses in Phase 1 and High Cube Transload & Short-Term Use in Phase 2. Pennoni utilized Institute of Transportation Engineers (ITE) *Trip Generation Manual* (10th Edition) for the trip generation calculations for the 1.2 million sf site development and assigned the trips to the local roadway network using the same distributions as presented in Table 6.

Table 10 summarizes the peak hour trips for total build-out as proposed, while **Table 11** shows the trips if the entire site was only associated with High-Cube Warehouse uses to show the incremental trips if Phase 1 was developed without industrial uses. The trip activities as a High-Cube would have the higher percentages of heavy vehicles, but the effective trip rates per 1,000 sf of building space is significantly reduced. The total site build-out, if High-Cube activities are constructed and occupied, are fewer peak trips than the Phase 1 traffic assignments as industrial uses. For this analysis, the higher industrial-type activities are shown for the Phase 1 site assignments for 'worst case' impacts to the public streets.

TABLE 10: SITE TRIP GENERATION WITH BUILD-OUT

| Density | AM Peak Hour | PM Peak Hour | Daily |
|-----------------|-------------------------|--------------------------|---------------------|
| 1.21 million sf | 29/49 <u>348</u> | 56/280 <u>336</u> | <u>3,136</u> |

See Table 6 for calculations. ITE LUC Code 110 (405,000 SF) and LUC 154 (805,000 SF).

Legend: Inbound/Outbound **Total (2-way) Trips.**

TABLE 11: INCREMENTAL LONG-TERM SITE TRIPS IF DEVELOPED AS HIGH-CUBE WAREHOUSE

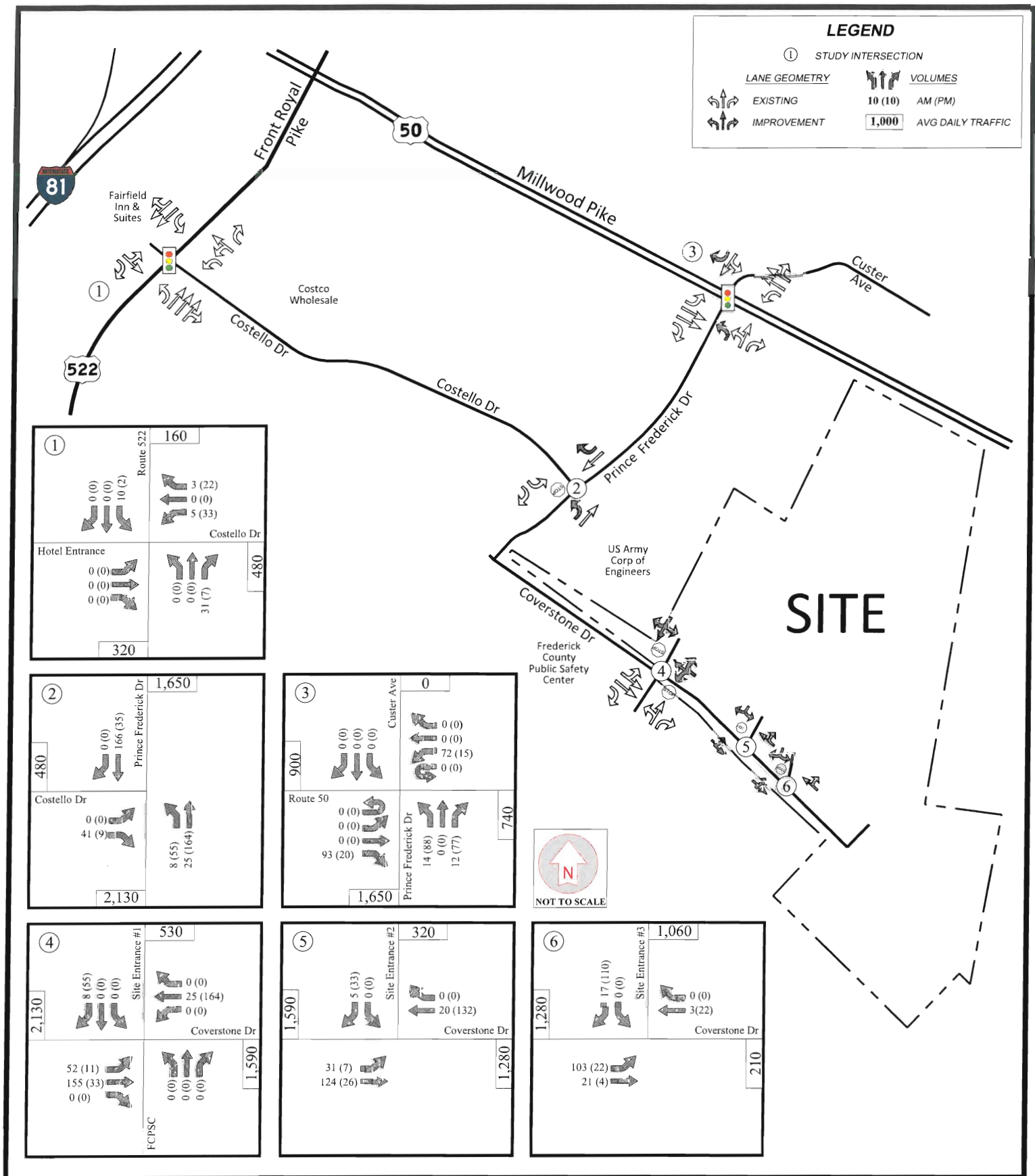
| Use | Density | AM Peak Hour | PM Peak Hour | Daily |
|---|-----------------|--------------|--------------|---------------------|
| Phase 1 Industrial (LUC: 110) + Phase 2 High-Cube (LUC:154) | 1.21 million sf | 348 | 336 | <u>3,136</u> |
| High-Cube Warehouse (LUC: 154) only | 1.21 million sf | 97 | 121 | <u>1,694</u> |
| Decrease | | 251 | 215 | <u>1,442</u> |

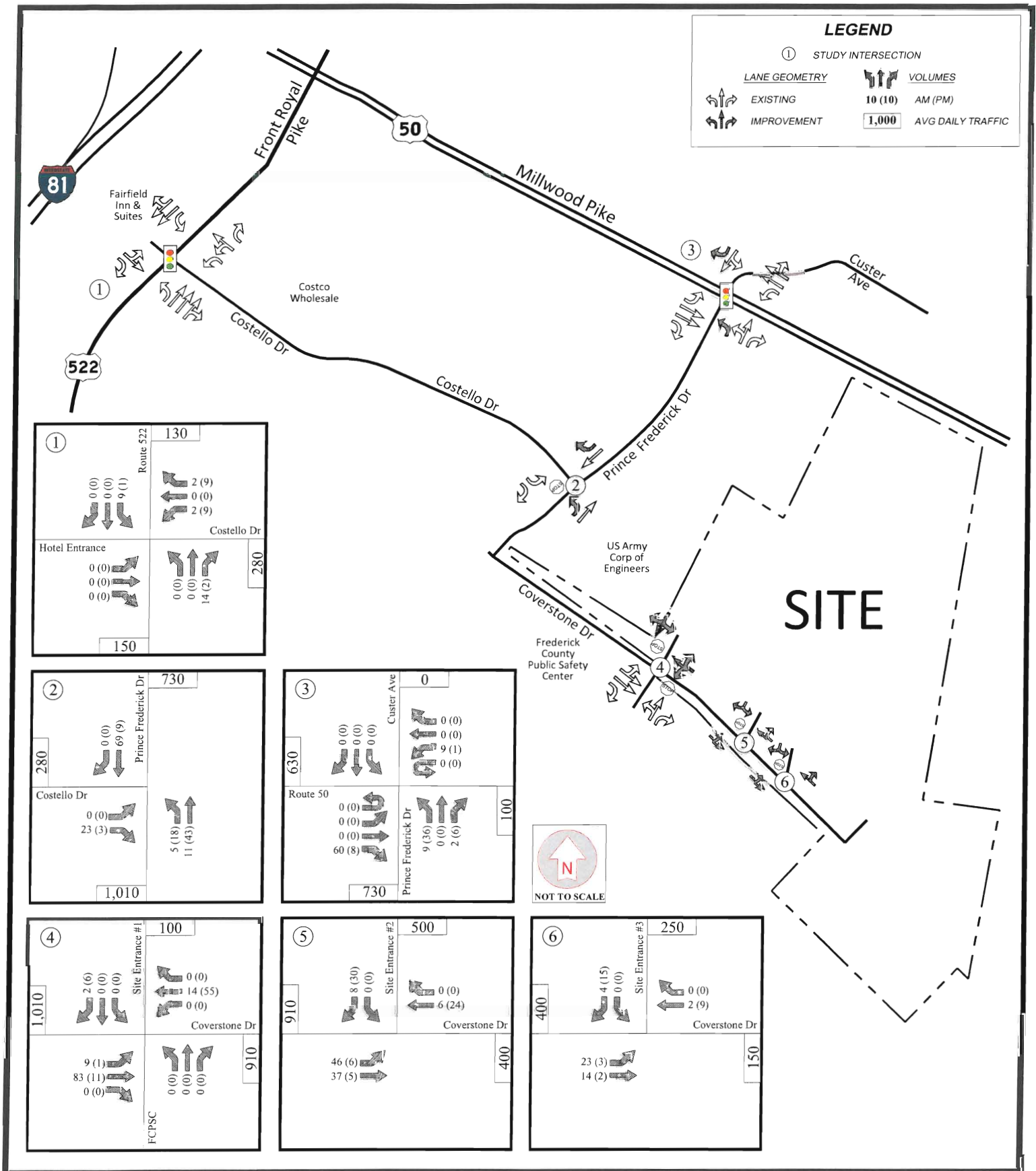
ITE *Trip Generation Manual* (10th edition) LUC 110 and LUC 154. Two-way trips presented.

Site Assignments 2024 Long-Term

Figure 17 shows the external site trips for employees/cars for weekday AM and PM peak hours at 2024 build-out. The truck site trips for the Carpers Valley site are summarized for the long-term 2024 conditions in **Figure 18**.







Left-Turn Phasing Mode

The Rte 50 intersection was evaluated and recommended for protective/permissive left-turn phasing by VDOT in 2017. As revised, Pennoni considered with Flashing Yellow Arrow (FYA) left-turn operation provided that the cross-product of (Left-Turn + U-turn) X (Opposing Thru + Opposing Right) is less than 100,000 per hour. The VDOT guidance also expressed a preference for protected-only left-turn movements with cross-products of 150,000 or more. The left-turn operation would change based on a time of day plan with protected -only operation when justified by the cross products. The cross-products were 19,909 and 208,062 per hour for the eastbound left and westbound left, respectively, for the AM peak hour and 159,507 and 67,098 for the eastbound left and westbound left, respectively for the PM peak hour. The WB and EB lefts at the Rte. 50 signal were analyzed with protected/permissive FYA operation during the peak hours, except for the WB left during the AM peak hour since its cross-product is significantly over 150,000 per hour.

The eastbound left was analyzed with protected/permissive FYA operation since its cross-product is only slightly over 150,000 per hour and since it is the same as under 2024 background conditions, in which protected/permissive FYA was used.

Long-Term 2024 Traffic Operations with Build-Out

The total 2024 traffic volumes and LOS with the site are summarized in **Figure 19** and include the mitigation measures developed for the short-term 2020 analysis. The projected LOS by movement and back of queue values for each of the study intersections for the AM and PM peak hours for the long-term 2024 conditions is shown on **Tables 12A** and **12B**. The only additional mitigation required is a signal timing update to the Rte 50 and Prince Frederick Dr/Custer Ave intersection. LOS with the signal timing update is shown on **Figure 20**.

Capacity calculations in HCM mode are from Synchro 10. The Synchro calculation worksheets are in **Appendix I**; Synchro calculation worksheets with the signal timing mitigation are in **Appendix J**.

General Level of Service assessment of expected long-term operations with the site are described below:

- The signalized intersection at Front Royal Pike/Costello Drive/Hotel Entrance operates at overall LOS "B" in the AM peak hour and at overall LOS "C" in the PM peak hour. The westbound Costello Drive and eastbound Hotel Entrance approaches each operate at LOS "D" in the AM peak hour. Costello Drive operates at LOS "D" in the PM peak hour; Hotel Entrance operates at LOS "F" in the PM peak hour. Left turning movements from northbound and southbound Front Royal Pike operate at LOS "D" in the AM peak hour; southbound left turns operate at LOS "E" in the PM peak hour. Overall, the Front Royal Pike approaches operate at LOS "C" or better in the AM peak hour

Long-Term Conditions with Site Build-Out

Acceptable overall intersection LOS and queues with improvements added in 2020 for Phase 1;

At Route 50 signal at Prince Frederick Drive, update signal timing;

At Route 522 signal, overall LOS "C" with growth;

Costello Drive/Prince Frederick Drive operates at LOS "C".

and the PM peak hour. LOS computations are based on the HCM 2000 methodology due to shared movements on the side streets.

A summary of the queues and storage at the Route 522 signal is included as **Figure 21**. No curb changes are proposed.

- The stop-controlled approach of the unsignalized intersection at Costello Drive/Prince Frederick Drive operates at LOS "B" in the AM peak hour and at LOS "C" in the PM peak hour. Turn lanes are shown in **Figure 22**, based on general VDOT transition criteria, subject to final design.
- The signalized intersection at Millwood Pike/Prince Frederick Drive/Custer Avenue operates at overall LOS "C" in the AM peak hour and at LOS "D" in the PM peak hour. The eastbound mainline (Millwood Pike) approach operates at LOS "C" in the AM peak hour and LOS "B" in the PM peak hour. The westbound approach operates at LOS "C" in the AM peak hour and at LOS "E" in the PM peak hour. The northbound Prince Frederick Drive approach operates at LOS "D" in the AM peak hour and LOS "E" in the PM peak hour. Custer Avenue operates at LOS "D" in the AM and PM peak hours.
- The only mitigation necessary for the signalized intersection at Millwood Pike/Prince Frederick Drive/Custer Avenue to operate at desirable LOS is an update to the signal timing. With the updated signal timing, the intersection operates at overall LOS "C" in the AM and PM peak hours. The westbound and northbound approaches in the PM peak hour improve from undesirable LOS "E" to LOS "D" and LOS "C", respectively. Custer Avenue remains LOS "D" for both peak hours. The general concept improvements recommended for Phase 1 in 2020 and that continue to be adequate for full site build-out in 2024 are summarized in **Figure 23** for the Route 50 signal.

TABLE 12A: LONG-TERM 2024 TOTAL CONDITIONS LOS/DELAYS/QUEUES (INTERSECTIONS 1 & 2)

| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|--|--------------------------------|---------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 1 | Route 522
&
Costello Dr
&
Hotel Entrance | Signalized | EB/LT | 40 | D | 44.7 | 24 | F | 126.8 | 28 |
| | | | EB/R | 40 | D | 42.9 | 0 | - | - | - |
| | | | EB LOS | - | D | 44.0 | - | F | 126.8 | - |
| | | | WB/L | 120 | D | 42.2 | 55 | E | 65.4 | 156 |
| | | | WB/LT | 3,000 | D | 42.1 | 55 | E | 65.4 | 156 |
| | | | WB/R | 1,400 | D | 40.0 | 0 | D | 49.7 | 78 |
| | | | WB LOS | - | D | 41.6 | - | E | 57.2 | - |
| | | | NB/L | 100 | D | 44.4 | 6 | - | - | - |
| | | | NB/TT | 475 | A | 8.5 | 126 | B | 19.8 | 247 |
| | | | NB/TR | 825 | | | | | | |
| | | | NB LOS | - | A | 8.5 | - | B | 19.8 | - |
| | | | SB/L | 195 | D | 42.5 | 66 | E | 65.3 | 346 |
| | | | SB/TTR | 720 | A | 7.5 | 190 | A | 4.8 | 116 |
| | | | SB LOS | - | A | 9.6 | - | C | 26.4 | - |
| | | Overall | | - | B | 11.4 | - | C | 30.6 | - |
| 2 | Prince Frederick Dr
&
Costello Dr | Unsignalized | EB/L | 350 | B | 10.0 | 5 | B | 11.8 | 20 |
| | | | EB/R | 3,000 | A | 9.3 | 3 | A | 8.7 | 0 |
| | | | EB LOS | - | A | 9.7 | - | B | 11.7 | - |
| | | | NB/L | 580 | A | 7.9 | 0 | A | 7.6 | 3 |
| | | | NB/T | | A | 0.0 | - | A | 0.0 | - |
| | | | NB LOS | - | - | 2.0 | - | - | 2.9 | - |
| | | | SB/T | 1,410 | - | - | - | - | - | - |
| | | | SB/R | | - | - | - | - | - | - |
| | | | SB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | Overall | | - | - | 2.6 | - | - | 4.7 | - |

TABLE 12B: LONG-TERM 2024 TOTAL CONDITIONS LOS/DELAYS/QUEUES (INTERSECTIONS 3 & 4)

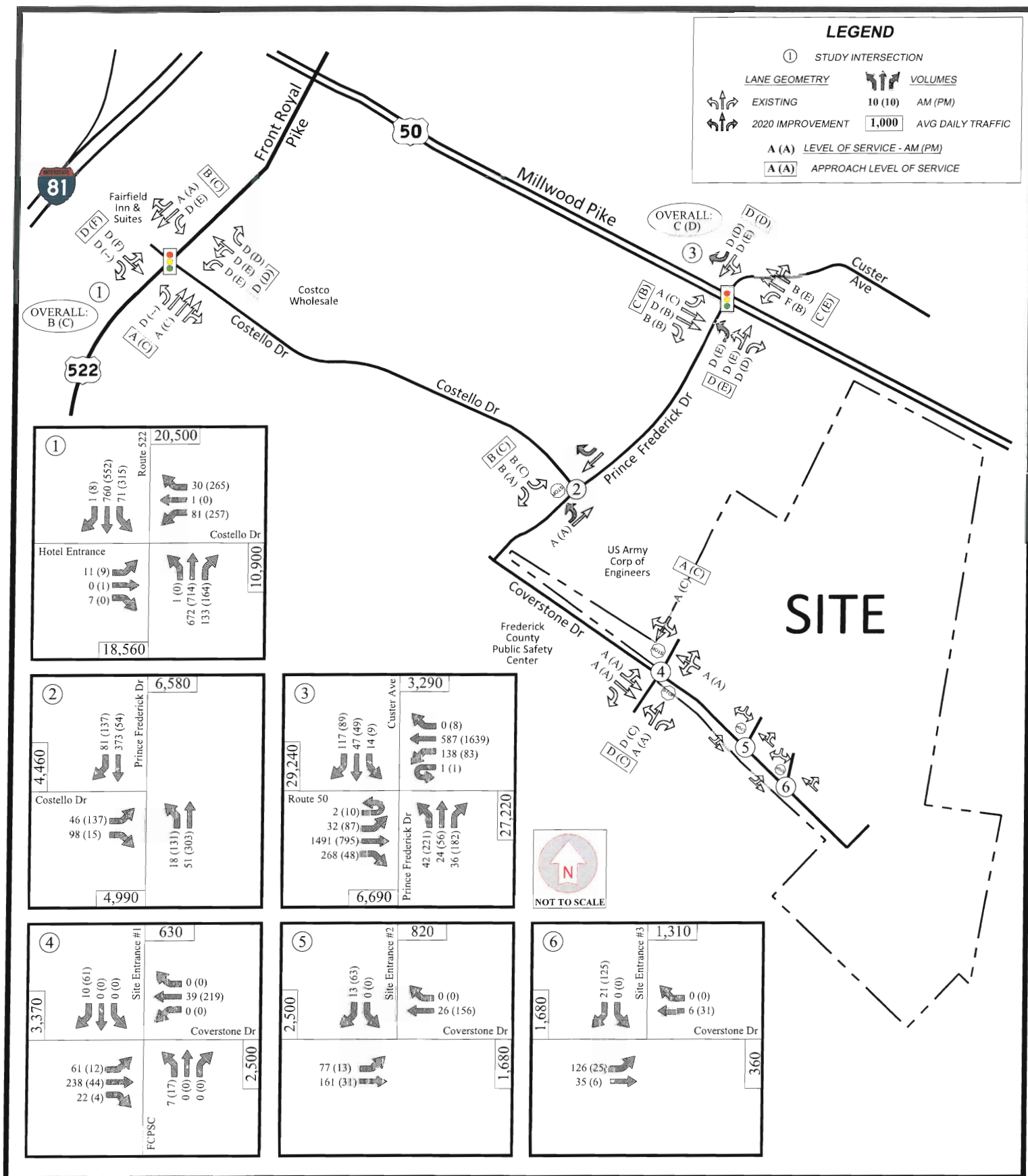
| # | Intersection | Traffic Control/
Mitigation | Lane/Approach | Storage
Lengths (ft) | AM Peak Hour | | | PM Peak Hour | | |
|---|---|---|---------------|-------------------------|--------------|--------------------|--------------------------|--------------|--------------------|--------------------------|
| | | | | | LOS | Delay
(sec/veh) | Back of
Queue
(ft) | LOS | Delay
(sec/veh) | Back of
Queue
(ft) |
| 3 | Route 50
&
Prince Frederick Dr
&
Custer Ave | Signalized

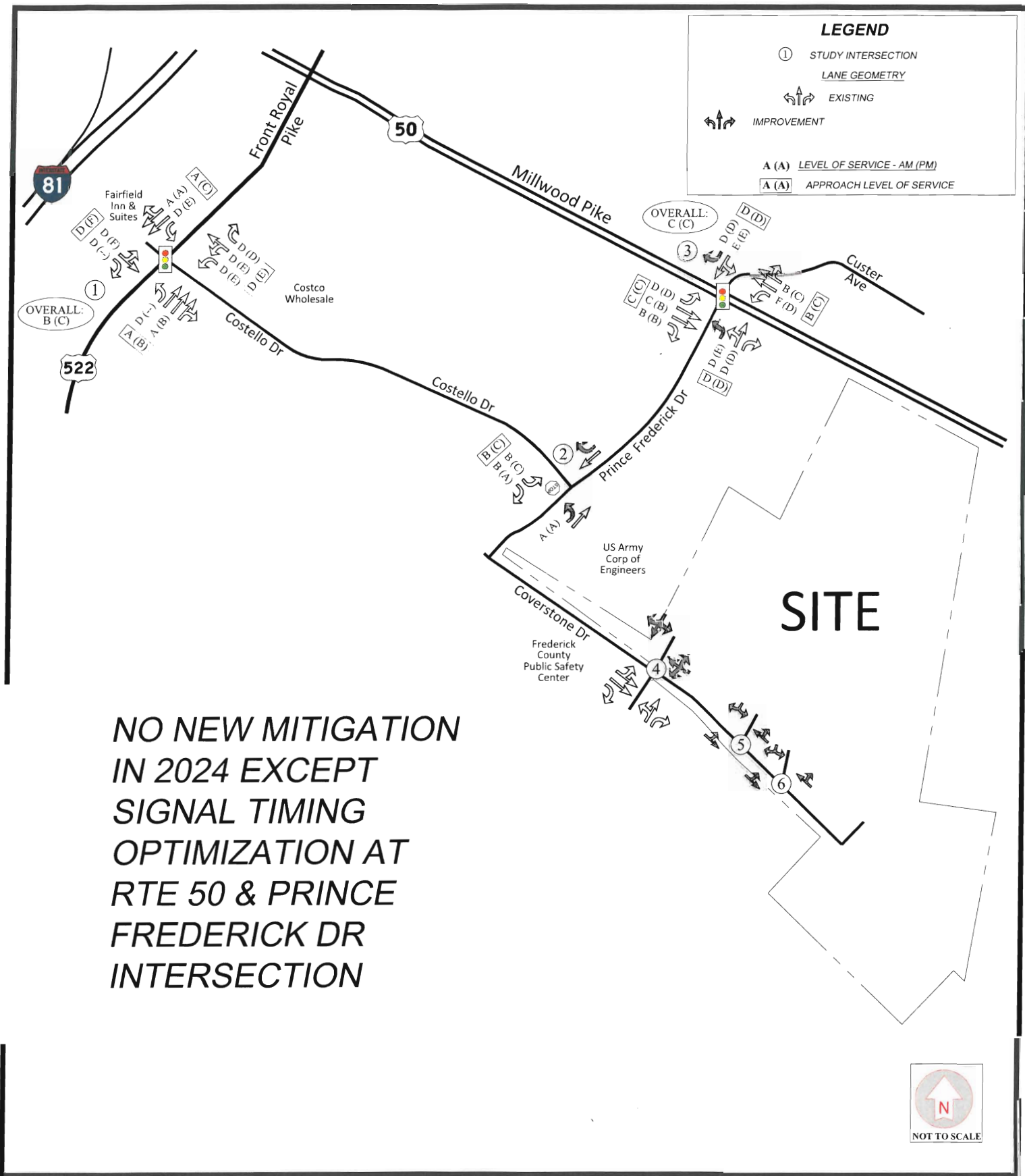
Flashing Yellow Arrow
(protected/permissive)
for EB Left AM & EB
& WB lefts PM | EB/L | 150 | A | 9.2 | 19 | C | 28.1 | 82 |
| | | | EB/TT | 890 | D | 36.4 | #614 | B | 18.7 | 279 |
| | | | EB/R | 650 | B | 14.1 | 37 | B | 13.8 | 0 |
| | | | EB LOS | - | C | 32.8 | - | B | 19.4 | - |
| | | | WB/L | 360 | F | 88.6 | #187 | B | 12.6 | 49 |
| | | | WB/TTR | 1,140 | B | 13.2 | 147 | E | 61.2 | #892 |
| | | | WB LOS | - | C | 26.9 | - | E | 58.8 | - |
| | | | NB/L | 450 | D | 43.9 | 47 | E | 68.4 | #189 |
| | | | NB/LT | 1,420 | D | 43.4 | 49 | E | 60.4 | 178 |
| | | | NB/R | 500 | D | 42.8 | 0 | D | 43.3 | 64 |
| | | | NB LOS | - | D | 44.6 | - | E | 56.0 | - |
| | | | SB/LT | 265 | D | 53.2 | #98 | E | 61.7 | #116 |
| | | | SB/R | 150 | D | 40.4 | 0 | D | 49.5 | |
| | | | SB LOS | - | D | 44.8 | - | D | 54.3 | - |
| | | Overall | | - | C | 32.4 | - | D | 46.9 | - |
| | | Optimize Signal Timing | EB/L | 150 | A | 9.3 | 19 | C | 26.0 | 76 |
| | | | EB/TT | 890 | D | 46.4 | #655 | B | 17.5 | 258 |
| | | | EB/R | 675 | B | 14.9 | 43 | B | 13.1 | 0 |
| | | | EB LOS | - | D | 41.0 | - | B | 18.2 | - |
| | | | WB/L | 400 | F | 88.6 | #203 | B | 11.8 | 45 |
| | | | WB/TTR | 1,140 | B | 13.4 | 157 | D | 45.1 | #837 |
| | | | WB LOS | - | C | 27.8 | - | D | 43.6 | - |
| | | | NB/L | 450 | D | 49.0 | #60 | E | 63.1 | 155 |
| | | | NB/LT | 1,420 | D | 44.0 | 54 | E | 58.0 | 157 |
| | | | NB/R | 500 | D | 41.2 | 0 | D | 44.1 | 47 |
| | | | NB LOS | - | D | 44.6 | - | D | 54.0 | - |
| | | | SB/LT | 265 | E | 58.0 | #105 | E | 56.3 | #109 |
| | | | SB/R | 150 | D | 40.5 | 0 | E | 49.3 | 0 |
| | | | SB LOS | - | D | 46.5 | - | D | 52.1 | - |
| | | Overall | | - | C | 38.1 | - | D | 38.1 | - |
| 4 | Coverstone Dr
&
Site Entrance #1
&
Frederick Co Public Safety
Center (East Entrance) | Unsignalized | EB/LT | 520 | A | 7.5 | 3 | A | 7.8 | 0 |
| | | | EB/T | | A | 0.1 | - | A | 0.0 | - |
| | | | EB/R | 190 | - | - | - | - | - | - |
| | | | EB LOS | - | - | 1.5 | - | - | 1.6 | - |
| | | | WB/LTR | 750 | A | 0.0 | 0 | A | 0.0 | 0 |
| | | | WB LOS | - | - | 0.0 | - | - | 0.0 | - |
| | | | NB/LT | 55 | B | 12.4 | 0 | B | 11.8 | 3 |
| | | | NB/R | | A | 0.0 | - | A | 0.0 | - |
| | | | NB LOS | - | B | 12.4 | - | B | 11.8 | - |
| | | | SB/LTR | 25 | A | 8.7 | 0 | B | 10.1 | 8 |
| | | | SB LOS | - | A | 8.7 | - | B | 10.1 | - |
| | | Overall | | - | - | 1.7 | - | - | 2.6 | - |

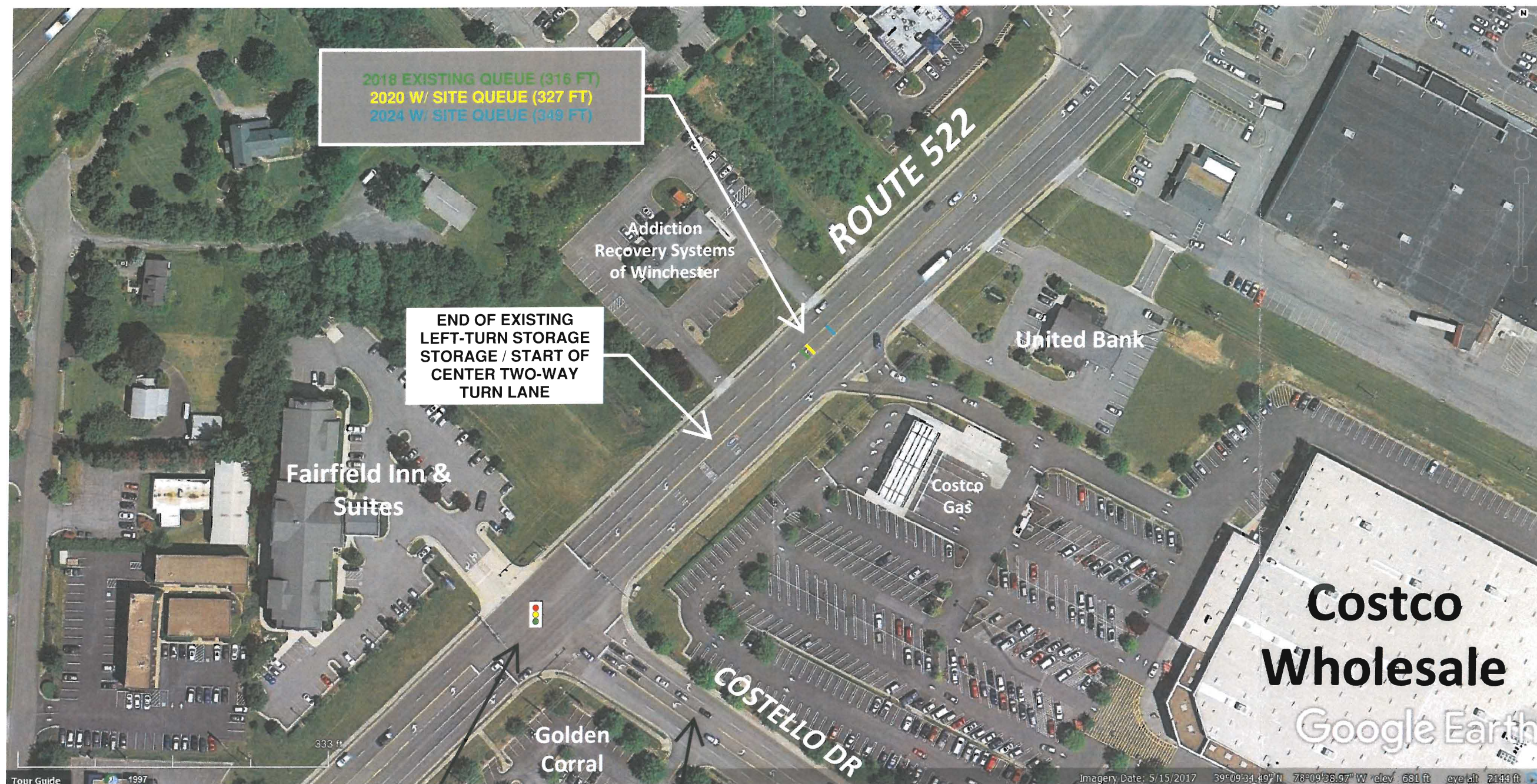
- EB = Eastbound, WB = Westbound, NB = Northbound, SB = Southbound, L: Left, T: Thru, R: Right

- Storage lengths include half the taper. Continuous lane lengths are to upstream intersection. TBD: To Be Determined

- 95th percentile volume exceeds capacity.



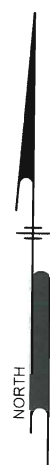




FRONT ROYAL PIKE (US
RTE 522) /COSTELLO
DR INTERSECTION

OVERALL LOS AT LOS
"B" AM AND LOS "C"
PM PEAK WITH SITE
FOR 2020 AND 2024

COSTELLO DR
STORAGE SUFFICIENT
FOR "2020 AND 2024 W/
SITE" QUEUES



Pennoni

PENNONI ASSOCIATES INC.
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T 703.449.6700 F 703.449.6713

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HINES CARPERS VALLEY
TRAFFIC IMPACT STUDY
FREDERICK COUNTY, VA

**ROUTE 522 AT COSTELLO DR
ANTICIPATED STRIPING UPDATES W/ SITE
HINES**

| | |
|---------------|--------------|
| PROJECT | HINEX18001 |
| DATE | 2018-07 |
| DRAWING SCALE | NOT TO SCALE |
| DRAWN BY | WC |
| APPROVED BY | DRK |
| FIGURE 21 | |

Base Source: Google Earth

U:\PROJECTS\HINEX18001 - HINES GOVERNORS HILL DESIGN\TIA FIGURES\PENNONI\HINES GOVERNORS HILL_TIA_FIGURE22_201807.DWG
PLOTTED 7/31/2018 12:03:23 PM BY: WAN CHONG PLOT STYLE: PENNONI\PCS STB, PROJECT STATUS: ---



BASE SOURCE: FREDERICK COUNTY GIS



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HINES CARPERS VALLEY TRAFFIC IMPACT STUDY
VDOT STAUNTON DISTRICT
FREDERICK COUNTY, VA

**MITIGATION AT PRINCE FREDERICK
DR/COSTELLO DR**

HINES
800 10TH STREET, NW, SUITE 600
WASHINGTON, DC 20001

| | |
|---------------|--------------|
| PROJECT | HINEX18001 |
| DATE | 2018-06-22 |
| DRAWING SCALE | NOT TO SCALE |
| DRAWN BY | WC |
| APPROVED BY | DF |

FIGURE 22



LEGEND



IMPROVEMENTS FOR ADEQUATE
LEVEL OF SERVICE AND QUEUE
STORAGE



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HINES CARPERS VALLEY TRAFFIC IMPACT STUDY
VDOT STAUNTON DISTRICT
FREDERICK COUNTY, VA
**MITIGATION AT ROUTE 50/PRINCE
FREDERICK DR SIGNAL**

HINES
800 10TH STREET, NW, SUITE 600
WASHINGTON, DC 20001

| | |
|---------------|--------------|
| PROJECT | HINEX18001 |
| DATE | 2018-07 |
| DRAWING SCALE | NOT TO SCALE |
| DRAWN BY | RSL/WC |
| APPROVED BY | DRK |

FIGURE 23

TRAFFIC EVALUATION

Traffic evaluation in this analysis includes northbound left turn and southbound right turn lane warrants for Prince Frederick Drive at Costello Drive, left turn lane warrants for eastbound Coverstone Drive at the east entrance to FCPSC/Site Entrance #1, and an assessment of site impacts on each of the studied intersections. Turn lane warrant worksheets are included as **Appendix K**.

Turn Lane Warrants

Turn lane warrants were evaluated for all scenarios for northbound and southbound Prince Frederick Drive at Costello Drive. In addition, left turn lane warrants were evaluated for the 2020 and 2024 total scenario for eastbound Coverstone Drive at Site Entrance #1/FCPSC east entrance. The results of the warrant analyses are included in **Table 13**.

TABLE 13: TURN LANE SUMMARY

| Scenario | Location | Left Turn Warrants (1) | Right Turn Warrants (1) |
|----------------------------|---|---|------------------------------|
| 2018 Existing Conditions | Prince Frederick Drive/Costello Drive | No | Yes
100 ft + 100 ft taper |
| 2020 Background Conditions | Prince Frederick Drive/Costello Drive | No | Yes
100 ft + 100 ft taper |
| 2020 Total Conditions | Prince Frederick Drive/Costello Drive | Yes
100 ft + 100 ft taper
(w/ NB thru lane transitions) | Yes
100 ft + 100 ft taper |
| | Coverstone Drive/Site Entrance#1/FCPSC East | No | N/A |
| 2024 Background Conditions | Prince Frederick Drive/Costello Drive | No | Yes
100 ft + 100 ft taper |
| 2024 Total Conditions | Prince Frederick Drive/Costello Drive | Yes
100 ft + 100 ft taper | Yes
100 ft + 100 ft taper |
| | Coverstone Drive/Site Entrance#1/FCPSC East | No | N/A |

1. VDOT RDM, Appendix F

Site Impacts

The site impacts of the proposed development on the signalized intersections in the study area are presented in **Table 14** for 2020 and 2024 total conditions. The overall intersection impacts are less than 10% for each intersection in the 2020 and 2024 scenarios.

TABLE 14: SITE IMPACTS

| Intersection | Approach | 2020 | | | 2024 | | |
|---|------------------------|-------------|--------------|-------------|-------------|--------------|--------------|
| | | Site Volume | Total Volume | Site Impact | Site Volume | Total Volume | Site Impacts |
| Weekday AM Peak Hour | | | | | | | |
| Route 522
&
Costello Dr
&
Hotel Entrance | EB Hotel Entrance | 0 | 16 | 0.0% | 0 | 17 | 0.0% |
| | WB Costello Dr | 9 | 102 | 8.9% | 13 | 111 | 11.7% |
| | NB Route 522 | 38 | 756 | 5.0% | 45 | 807 | 5.6% |
| | SB Route 522 | 16 | 782 | 2.1% | 20 | 832 | 2.4% |
| | Overall | 63 | 1656 | 3.8% | 77 | 1768 | 4.4% |
| Route 50
&
Prince Frederick Dr
&
Custer Ave | EB Route 50 | 128 | 1709 | 7.5% | 153 | 1792 | 8.5% |
| | WB Route 50 | 68 | 679 | 10.1% | 82 | 727 | 11.2% |
| | NB Prince Frederick Dr | 25 | 88 | 28.4% | 36 | 103 | 35.1% |
| | SB Custer Ave | 0 | 168 | 0.0% | 0 | 178 | 0.0% |
| | Overall | 221 | 2643 | 8.4% | 271 | 2800 | 9.7% |
| Weekday PM Peak Hour | | | | | | | |
| Route 522
&
Costello Dr
&
Hotel Entrance | EB Hotel Entrance | 0 | 9 | 0.0% | 0 | 10 | 0.0% |
| | WB Costello Dr | 58 | 481 | 12.0% | 73 | 522 | 14.0% |
| | NB Route 522 | 5 | 824 | 0.6% | 8 | 878 | 1.0% |
| | SB Route 522 | 2 | 823 | 0.2% | 3 | 875 | 0.4% |
| | Overall | 65 | 2138 | 3.0% | 85 | 2285 | 3.7% |
| Route 50
&
Prince Frederick Dr
&
Custer Ave | EB Route 50 | 16 | 881 | 1.8% | 28 | 941 | 2.9% |
| | WB Route 50 | 10 | 1660 | 0.6% | 17 | 1731 | 1.0% |
| | NB Prince Frederick Dr | 164 | 402 | 40.8% | 207 | 460 | 45.0% |
| | SB Custer Ave | 0 | 138 | 0.0% | 0 | 147 | 0.0% |
| | Overall | 190 | 3081 | 6.2% | 251 | 3278 | 7.7% |

CONCLUSIONS

This TIA has been prepared to identify transportation improvements that would be required for the development of the 121-acre Hines Carpers Valley site in eastern Frederick County, Virginia. The site is located on the south side of Route 50 (Millwood Pike), approximately 1 mile east of the City of Winchester and the I-81 interchange at Route 50 (Exit #313).

Hines has proposed to develop the site into approximately 1.2 million SF of industrial and/or distribution center/warehouse uses. Access to the site from Route 522 and Route 50 is proposed via Costello Dr and Prince Frederick Dr, respectively. The site driveways would be on the eastern extension of Coverstone Dr, past the existing Frederick County Public Safety Center.

Two (2) transportation phases are anticipated and assumed for this study. The first phase is assumed to be in 2020, with 405,000 SF of General Light Industrial uses. The second phase is assumed to build-out the site by 2024, with a site total of 1.21 million SF of Industrial and High-Cube Transload and Short-Term Warehouse uses.

Given the proposed uses, trucks were assumed to comprise a significant portion of the site traffic, which have different impacts on the study intersections than passenger vehicles. To recognize the different purpose of truck trips (generally non-local) versus passenger vehicle trips (generally local, such as employees), different trip distributions were assumed for each.

The County transportation Plan envisions improvements to the west of the site in the vicinity of the I-81/Route 50/17 interchange to improve local operations and allow for a realignment of a new minor arterial in the Prince Frederick Drive/ Ryco Road vicinity. However, no active project or planning is currently programmed, so network changes are not included in this analysis. As outlined in the introduction, the extension of Coverstone Drive east of the site towards Route 50 also is not included in this analysis, as improvement would be required by off-site properties. Recommended improvements to the existing roadway network, previously presented as Table E3, are reproduced below.

Short-Term 2020 Site Impacts and Mitigation:

Lengthen eastbound right- turn lane at Route 50/Prince Frederick Drive signal;

Widen Prince Frederick Drive approach as previously proffered to allow separate left turn lane on NB approach;

Add separate SB right turn lane on Custer Avenue to address existing LOS deficiency.

At Route 522 signal, overall LOS “C” with growth, stripe added stacking length;

Costello Drive/Prince Frederick Drive movements operate at LOS “C” or better with separate turn lanes warranted.

Long-Term 2024 Site Impacts and Mitigation:

Acceptable overall intersection LOS and queues with improvements added in 2020;

At Route 50 signal at Prince Frederick Drive, update signal timing for LOS.

TABLE E3: ROADWAY NETWORK OPERATIONAL RECOMMENDATIONS

| Improvement Type | Location | Description | Timing | |
|------------------|--|---|---|---|
| | | | 2020 or "Short-term" Improvement | 2024 or "Long-term" Incremental Improvement |
| New Roads | Coverstone Dr east of existing terminus at Frederick Co Public Safety Center | Extend as a two-lane roadway | + approx. 750 ft | + approx. 970 ft |
| Turn Lanes | Rte 522 at Costello Dr | Extend SB Rte 522 left-turn lane by restriping center two-way turn lane | + 155 ft | |
| | Prince Frederick Dr at Costello Dr | Add a separate right-turn lane on SB Prince Frederick Dr | 100 ft w/ 100 ft taper | |
| | | Add a separate left-turn lane on NB Prince Frederick Dr | 100 ft w/ 100 ft taper, with thru transitions | |
| | Rte 50 at Prince Frederick Dr/Custer Ave | Extend EB Rte 50 right-turn lane | + 425 ft w/ 100 ft taper | |
| | | Add a second left-turn lane on NB Prince Frederick Dr | 350 ft w/ 200 ft taper | |
| | | Add a separate right-turn lane on SB Custer Ave | 100 ft w/ 100 ft taper | |
| Other | Rte 50 at Prince Frederick Dr/Custer Ave | Traffic Signal | Modify signal for new geometry and FYA left-turn operations | Optimize Signal Timing from Short-Term |

The site trip generation was conservative for Phase 1 with "General Light Industrial" uses, per VDOT requirement to use the highest trip rate possible for a particular planning zone. The most likely use for the site is a distribution center/warehouse, as shown in the concept site plan, and therefore ITE Land Use "High-Cube Transload & Short-Term Storage Warehouse" (Land Use Code 154) from the ITE Trip Generation Manual, 10th Edition, was assumed for the Phase 2 increment to represent the distribution center/warehouse use.

With the improvements suggested in this TIA, the study intersections can accommodate both phases of site development. In this TIA, Phase 1 included 405,000 SF of "General Light Industrial" use and Phase 2 included 805,000 SF of "High-Cube Transload & Short-Term Storage Warehouse" use, for a total of 1.21 million SF for the site.

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Hines Carpers Valley Rezoning TIA, Frederick County, VA

Summary of VDOT Review Comments

July 5, 2018

VDOT Staunton District Planning and Traffic Engineering Divisions performed a review of the Hines Carpers Valley Rezoning TIA completed by Pennoni and submitted on May 30, 2018.

Overall, the methodology used for the year 2020 TIA scenarios was found to be acceptable, with minor revisions noted in the first three comments below. We ask that the applicant please resubmit the figure corrections noted.

Comments on the 2024 TIA scenarios are more consequential and will require a more substantial undertaking to complete a resubmission. The primary issues found with the 2024 scenarios are detailed in comments 4 and 5 below and center on two issues: the assumption of future non-developer led widening of US 17/50 and the proposal for a new traffic signal at the Costello Drive & Prince Frederick Drive intersection. To reduce delays for Phase I of the project, VDOT recommends that the applicant consider a phased rezoning, with Phase I (2020) moving forward first with that portion of the TIA. A trigger could be used to revise the 2024 portion of the TIA and review necessary mitigation prior to proceeding with Phase II. Alternatively, VDOT can meet with the applicant in July to scope and revise the 2024 scenario of the TIA to facilitate a rezoning application with both phases.

Please review the comments below and contact us with any questions.

Existing Conditions Scenarios

1. For the Existing 2018 conditions, the levels of service reported in Figure 5 on Page 21 (PDF page 23) do not match the modeling results.

2020 Scenarios

2. Conflicting LOS is reported between Table 8A and Figure 15 for mitigated intersections 2 and 3. It appears that the table matches the model outputs. Please validate reporting as well as associated text summaries and then submit corrections for the 2020 analysis.
3. An inconsistent lane configuration is identified for the NB approach to intersection 3, Route 50 & Prince Frederick Dr/Custer Ave, between the Figure 15 main diagram (left/thru + right), the Figure 15 callout map (left + thru + right), and the Synchro model (left + left/thru + right). For review purposes, it is assumed that the Synchro model represents what is being proposed, but the recommended configuration should be consistently identified. Please correct and resubmit this figure.

2024 Scenarios

4. The 2024 analysis identifies that US-17/50 will be widened to six lanes to provide adequate capacity at the Prince Frederick Drive/Custer Ave intersection. Since this project is neither publically programmed, nor committed to by this or any other development, this is not a valid assumption. To correct this issue, the 2024 analysis will need to be resubmitted with the widening removed and propose only developer-led mitigation of impacts resulting from added development traffic.

Per VDOT [IIM-TE-387.0](#), "Roundabouts and other AI [alternative intersection] designs shall be considered during the scoping phase of projects that involve partial or full widening of an existing signalized intersection in accordance with this Memorandum." Since widening is being considered for the 2024 scenario, VDOT will need to work with the applicant to scope a revised 2024 analysis with consideration of innovative intersections as a potential alternative. Preliminary testing of innovative intersection concepts by VDOT has indicated that there may be feasible alternatives to widening.

5. Page 10 (PDF page 12) has some discussion on the intersection of Costello Drive & Prince Frederick Drive. It states: "The previous proffer included signalization, if warranted. The signal is not warranted but may be needed to satisfy LOS." Pursuant to [IIM-TE-387.0](#), a traffic signal cannot be installed at this location without first performing a signal justification report (SJR). It is not enough to satisfy only the MUTCD signal warrants; alternatives to the signal, such as roundabouts, must also be considered at this location according to the policy. These details would need to be discussed during scoping for a revised 2024 analysis.
6. Conflicting LOS is reported between Table 12A and Figure 22 for unmitigated intersection 1, EB approach, AM period. It appears that the table matches the model outputs. Please validate reporting as well as associated text summaries and then submit corrections.
7. There is significant mismatch between the LOS reporting at intersection 3 in Table 12B and Figures 21 & 22 for the unmitigated and mitigated 2024 scenarios. It appears that the table matches the model outputs. Please validate reporting as well as associated text summaries and then submit corrections.
8. In Table 8A, the traffic control/mitigation description for intersection 2 has a typo. It should say "Add separate NB *left turn* and SB right turn lanes..."
9. The intersection of US-17/50, Prince Frederick Drive, and Custer Avenue was studied by VDOT in 2017 and recommended to have protected/permissive flashing yellow arrow left-turn phasing on both eastbound and westbound US-50. All scenarios with a single left-turn lane should be evaluated with the impacts of these two left-turn movements running as a flashing yellow arrow

provided that the cross-product of (left turn + U turn) * (opposing thru + opposing right) is less than 100,000.

At cross-products of 150,000 or more during the peak period, we would most likely want to run such left-turn movements protected-only during those peak periods with a time of day plan. Therefore, modeling it as a protected-only movement is appropriate. Protected-only left-turn phasing should be reinstated with any alternatives that call for double left-turn lanes for either left-turn movement.

The flashing yellow arrow is programmed as the D.P+P turn type in Synchro with the current protected-only left-turn phasing provided.

The intersection of US-522 and Costello Drive was also evaluated for protected/permissive left-turn phasing, but the protected/permissive left-turn phasing was not recommended. Reports for both of these studies are attached to this comment set.

General comments – no revisions required

10. We are unsure as to the purpose of the 2020 & 2024 background with mitigation scenarios, as no public projects are programmed to achieve the proposed improvements and there is no site traffic to mitigate. No changes are needed since the proposed improvements are indicated as part of mitigation for the site development scenarios.
11. For future reference (no changes needed on this TIA), we ask you please identify on all delay MOE tables the methodology used. The report notes that “capacity calculations in HCM 2010 mode are from Synchro 10”, but does not note where HCM 2000 vs. 2010 methods were used. Please also note that VDOT has just adopted HCM 6th Edition, so we will be requiring that all future TIAs make use of the HCM 6th Edition methodology in Synchro, as opposed to HCM 2010 or 2000. As you likely experienced in developing the subject TIA, HCM 2000 may be needed where signal phasing is incompatible with the newer HCM editions. This is an acceptable practice per the VDOT Traffic Operations and Safety Analysis Manual (TOSAM).

July 31, 2018

Mr. Matthew B. Smith, PE
Area Land Use Engineer
VDOT - Land Development
Clarke, Frederick, Shenandoah & Warren Counties
14031 Old Valley Pike
Edinburg, VA 22824

**Re: Hines Carpers Valley Traffic Impact Study
Response to VDOT Comments (Received July 9, 2018)
Pennoni HINEX18001**

Dear Mr. Smith:

On behalf of the potential purchaser and developer of a portion of the Governor's Hill property assembly, Pennoni is pleased to provide responses to the VDOT comments received on July 9, 2018 (dated July 5, 2018) for the Hines Carpers Valley Traffic Impact Study.

Most of the comments were minor clarifications of the May 2018 Study. Only three (3) of the comments (#4, #5, and #9) were policy/land-use related which had an impact on the Study assumptions and conclusions. The policy items relate to the trigger of land uses or related improvements for the long-term conditions without corridor widening to the Route 50/17 segment at Prince Frederick Drive, or meet with VDOT to rescope the 2024 scenario to facilitate the second phase of development of employment uses. We would suggest pursuing a trigger through potential development condition language through Frederick County approvals that may limit the Phase 2 development potential as distribution center uses.

In revising the technical findings from the May report, Pennoni had included a trip generation comparison if the ultimate build-out of the site was oriented more to a distribution center use than as industrial. Based on the ITE Trip Generation Manual (10th Edition), the trip rates per 1,000 SF are reduced with Land Use Code 154 (High-Cube distribution center), Pennoni maintained the short-term densities from Phase 1 as industrial but revised the technical assignments for the Phase 2 uses as distribution center use for the 805,000 SF of development potential. These thresholds were tested for the 2024 scenario to verify off-site improvements, consistent with the Phase 1 off-site improvements.

In order to address those comments, the following changes were made to the Traffic Study:

- Phase 2 (2024) land use was changed from "General Light Industrial" to "High-Cube Transload & Short-Term Storage Warehouse," which has a lower trip rate.
- Mainline Route 50 left-turn signal operations at the Route 50 & Prince Frederick Dr/Custer Ave intersection were changed from "protected only" to "protected/permissive (FYA)" when volumes warranted it.

- The changes above resulted in the following major updates to the **Phase 2 (2024)** conclusions:
 - Additional thru lanes are **NOT** required for Route 50 at Prince Frederick Dr/Custer Ave for Phase 2 (2024).
 - A second WB Route 50 left-turn lane is **NOT** required at Prince Frederick Dr/Custer Ave.
 - Signalization is **NOT** required at the Costello Dr & Prince Frederick Dr intersection for Phase 2 (2024).
- There were no major updates to the Phase 1 (2020) conclusions.

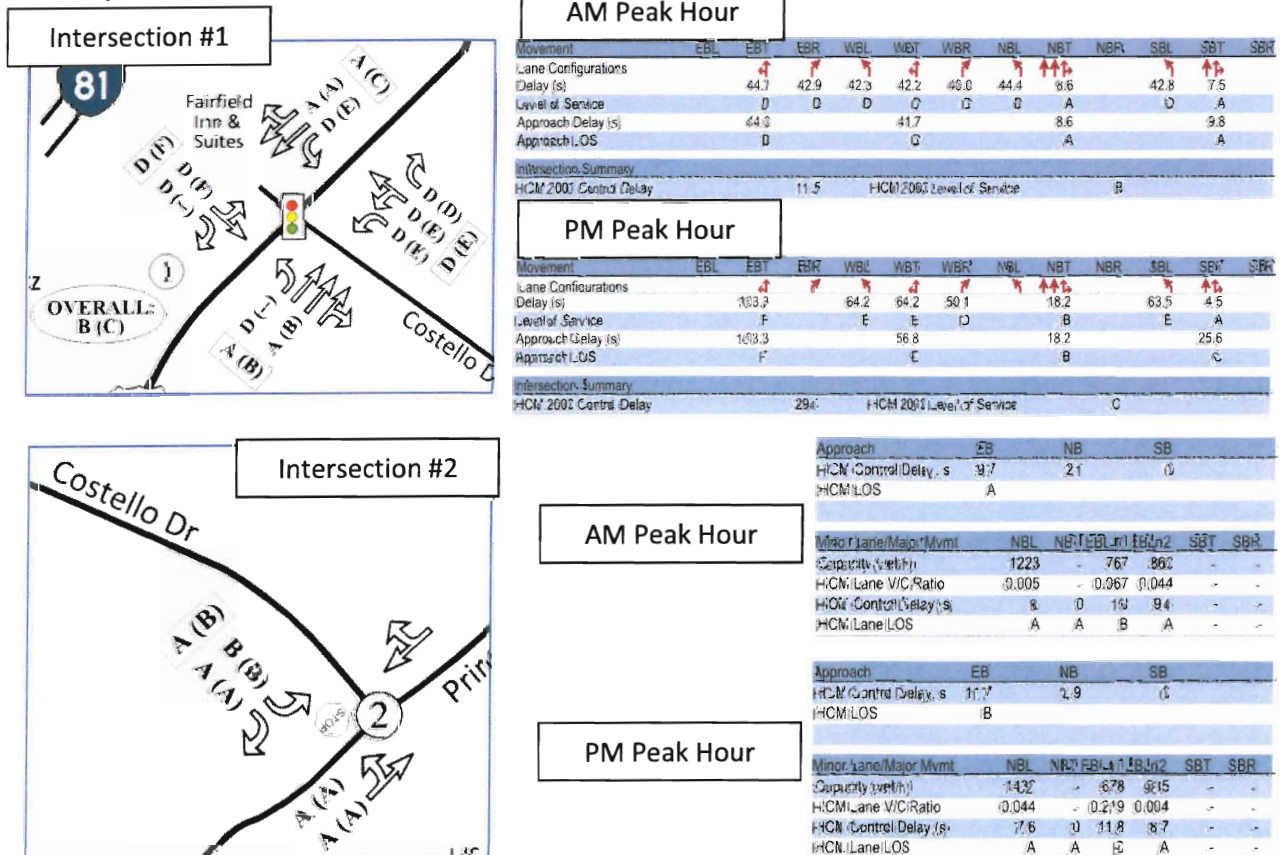
The reduction in land use and equivalent site trips may still be reviewed in the future if the market conditions and future traffic growth varies, subject to VDOT and Frederick County approvals. However, the revised Phase 2 land uses can be accommodated with the proposed improvements.

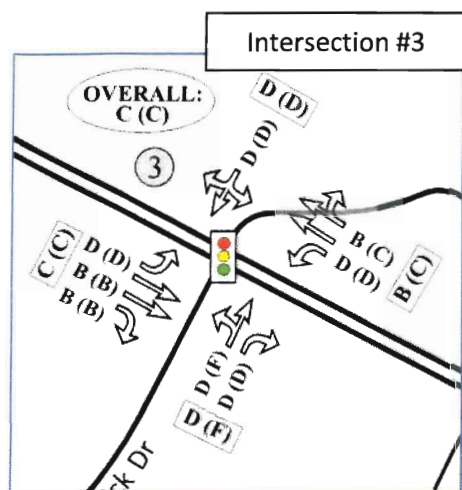
The individual VDOT comments are noted in the following pages, with our responses in ***bold italic***.

Existing Conditions Scenarios

- For the Existing 2018 conditions, the levels of service reported in Figure 5 on Page 21 (PDF page 23) do not match the modeling results.

Response: The LOS in Figure 5 reflect the Synchro outputs for Existing 2018 in Appendix D (as shown below) as well as the LOS in Table 2.





| AM Peak Hour | | | | | | | | | | | | | |
|------------------------|------|-----|-----|-----|---------------------------|-----|-----|-----|------|-----|-----|------|-----|
| Movement | EBU | EBL | EBT | EBR | WBU | WBL | WBT | WBR | NBL | NBT | NBR | SBL | SBT |
| Lane Configurations | | | | | | | | | | | | | |
| Delay (s) | 48.6 | | | | | | | | | | | | |
| Level of Service | D | B | B | | D | B | | | D | D | | D | |
| Approach Delay (s) | 20.1 | | | | 18.9 | | | | 43.9 | | | 50.0 | |
| Approach LOS | C | | | | B | | | | D | | | D | |
| Intersection Summary | | | | | | | | | | | | | |
| HCM 2000 Control Delay | 23.4 | | | | HCM 2000 Level of Service | | | | C | | | | |

| PM Peak Hour | | | | | | | | | | | | | |
|------------------------|------|-----|-----|-----|---------------------------|------|-----|-----|-------|------|-----|------|-----|
| Movement | EBU | EBL | EBT | EBR | WBU | WBL | WBT | WBR | NBL | NBT | NBR | SBL | SBT |
| Lane Configurations | | | | | | | | | | | | | |
| Delay (s) | 51.0 | | | | 47.4 | 24.3 | | | 140.4 | 40.5 | | 44.6 | |
| Level of Service | D | B | B | | D | C | | | F | D | | D | |
| Approach Delay (s) | 22.3 | | | | 25.7 | | | | 101.0 | | | 44.6 | |
| Approach LOS | C | | | | C | | | | F | | | D | |
| Intersection Summary | | | | | | | | | | | | | |
| HCM 2000 Control Delay | 33.7 | | | | HCM 2000 Level of Service | | | | C | | | | |

Please note that HCM 2000 was used in lieu of HCM 2010 for the signalized intersections because HCM 2010 does not support turning movement with shared and exclusive lanes. Notes added to revised report.

2020 Scenarios

- Conflicting LOS is reported between Table 8A and Figure 15 for mitigated intersections 2 and 3. It appears that the table matches the model outputs. Please validate reporting as well as associated text summaries and then submit corrections for the 2020 analysis.

Response: Corrected. New Figure 13 and Figure 14 with Mitigation updated.

- An inconsistent lane configuration is identified for the NB approach to intersection 3, Route 50 & Prince Frederick Dr/Custer Ave, between the Figure 15 main diagram (left/thru + right), the Figure 15 callout map (left + thru + right), and the Synchro model (left + left/thru + right). For review purposes, it is assumed that the Synchro model represents what is being proposed, but the recommended configuration should be consistently identified. Please correct and resubmit this figure.

Response: Corrected, as new Figure 14.

2024 Scenarios

- The 2024 analysis identifies that US-17/50 will be widened to six lanes to provide adequate capacity at the Prince Frederick Drive/Custer Ave intersection. Since this project is neither publically programmed, nor committed to by this or any other development, this is not a valid assumption. To correct this issue, the 2024 analysis will need to be resubmitted with the widening removed and propose only developer-led mitigation of impacts resulting from added development traffic.

Per VDOT IIM-TE-387.0, "Roundabouts and other AI [alternative intersection] designs shall be considered during the scoping phase of projects that involve partial or full widening of an existing

signalized intersection in accordance with this Memorandum.” Since widening is being considered for the 2024 scenario, VDOT will need to work with the applicant to scope a revised 2024 analysis with consideration of innovative intersections as a potential alternative. Preliminary testing of innovative intersection concepts by VDOT has indicated that there may be feasible alternatives to widening.

Response: The land use for the 805,000 SF of development in Phase 2 (2024) has been modified from “General Light Industrial” to “High-Cube Transload & Short-Term Storage Warehouse,” which has a significantly lower trip rate for the peak hours. Since final tenant uses have not been determined, the purchaser can accept a less intense land use for the long-term in order to update the development conditions. With the lower trip generation used for Phase 2 in 2024, widening of Route 50 at Prince Frederick Dr/Custer Ave is not necessary for LOS or queues.

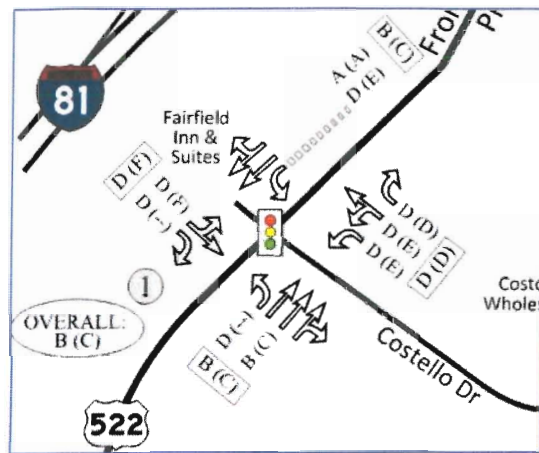
Since Route 50 is not widened to achieve acceptable LOS with mitigation, investigating innovative intersections as a potential alternative is not needed.

5. Page 10 (PDF page 12) has some discussion on the intersection of Costello Drive & Prince Frederick Drive. It states: “The previous proffer included signalization, if warranted. The signal is not warranted but may be needed to satisfy LOS.” Pursuant to IIM-TE-387.0, a traffic signal cannot be installed at this location without first performing a signal justification report (SJR). It is not enough to satisfy only the MUTCD signal warrants; alternatives to the signal, such as roundabouts, must also be considered at this location according to the policy. These details would need to be discussed during scoping for a revised 2024 analysis.

Response: With the lower trip generation used for Phase 2 in 2024, a signal is not needed to satisfy LOS at that intersection. Therefore, all mention of signal warrants has been removed with mitigation. The signal was previously proffered at this location, if warranted. Pennoni notes that a signal justification report may not be necessary if the improvements are grandfathered, per page 5 of IIM-TE-387.0, which has been used for other VDOT District applications to apply to proffered signal improvements. Since Prince Frederick Drive is not an arterial and is off-site, other alternative improvements may be more challenging. However, in this case, without signalization required for operations as revised, the additional signal justification report analysis is not required with the updated proffers.

6. Conflicting LOS is reported between Table 12A and Figure 22 for unmitigated intersection 1, EB approach, AM period. It appears that the table matches the model outputs. Please validate reporting as well as associated text summaries and then submit corrections.

Response: The LOS in Figure 22 reflect the LOS on Table 12A in the May Traffic Study, as shown below.



| Lane/Approach | AM Peak Hour | | | PM Peak Hour | | |
|---------------|--------------|-----------------|--------------------|--------------|-----------------|--------------------|
| | LOS | Delay (sec/veh) | Back of Queue (ft) | LOS | Delay (sec/veh) | Back of Queue (ft) |
| EB/LT | D | 44.7 | 24 | F | 126.8 | 28 |
| EB/R | D | 42.9 | 0 | - | - | - |
| EB LOS | D | 44.0 | - | F | 126.8 | - |
| WB/L | D | 42.3 | n37 | E | 58.6 | #262 |
| WB/LT | D | 42.6 | m38 | E | 58.6 | #262 |
| WB/R | D | 39.6 | m0 | D | 45.1 | 92 |
| WB LOS | D | 41.6 | - | D | 51.9 | - |
| NB/L | D | 44.4 | 6 | - | - | - |
| NB/TT | | | | | | |
| NB/TR | B | 11.0 | 167 | C | 24.4 | 250 |
| NB LOS | B | 11.1 | - | C | 24.4 | - |
| SB/L | D | 54.2 | 198 | E | 65.8 | 354 |
| SB/TT | A | 7.7 | 196 | A | 6.9 | 116 |
| SB LOS | B | 13.1 | - | C | 28.2 | - |
| all | B | 14.4 | - | C | 33.4 | - |

In the revised Traffic Study, the new forecasts for the 2024 Total scenario slightly change the LOS at Intersection #1 from above. Please note also that some of the Figures have been renumbered in the revised Traffic Study; Figure 22 has been renumbered as Figure 20.

7. There is significant mismatch between the LOS reporting at intersection 3 in Table 12B and Figures 21 & 22 for the unmitigated and mitigated 2024 scenarios. It appears that the table matches the model outputs. Please validate reporting as well as associated text summaries and then submit corrections.

Response: Acknowledged. However, since the scenario that Table 12B and Figures 21 & 22 depict, 2024 Total, has been reanalyzed with new volume forecasts, the LOS in the May Traffic Study is no longer valid. Please note that Figures 21 & 22 are Figures 19 & 20 in the revised Study.

8. In Table 8A, the traffic control/mitigation description for intersection 2 has a typo. It should say “Add separate NB left turn and SB right turn lanes...”.

Response: Corrected.

9. The intersection of US-17/50, Prince Frederick Drive, and Custer Avenue was studied by VDOT in 2017 and recommended to have protected/permissive flashing yellow arrow left-turn phasing on both eastbound and westbound US-50. All scenarios with a single left-turn lane should be evaluated with the impacts of these two left-turn movements running as a flashing yellow arrow provided that the cross-product of (left turn + U turn) * (opposing thru + opposing right) is less than 100,000.

At cross-products of 150,000 or more during the peak period, we would most likely want to run such left-turn movements protected-only during those peak periods with a time of day plan. Therefore, modeling it as a protected-only movement is appropriate. Protected-only left-turn phasing should be reinstated with any alternatives that call for double left-turn lanes for either left-turn movement.

The flashing yellow arrow is programmed as the D.P+P turn type in Synchro with the current protected-only left-turn phasing provided.

The intersection of US-522 and Costello Drive was also evaluated for protected/permissive left-turn phasing, but the protected/permissive left-turn phasing was not recommended. Reports for both of these studies are attached to this comment set.

Response: The Study has been updated with Flashing Yellow Arrow (FYA) operation for the Route 50 EB and WB lefts, when warranted by the cross-products (per the comment: if less than 100,000, generally not more than 150,000) and engineering judgement.

Also, page 18 of the VDOT document, "Left-Turn Phasing Mode Selection Guidance," was considered, which states,

"There is no volume cross-product threshold, or other volume-based threshold, that would trigger consideration for Protected Only phasing. Even in cases when a relatively high cross-product indicates that there are insufficient gaps for left-turning vehicles, it may be desirable to allow for permissive left turns, especially in saturated conditions, so that a few vehicles may take advantage of any gaps that present themselves."

Based on those recommendations, the EB and WB lefts were modeled with FYA for all the future scenarios except the WB left during the AM peak hour for 2020 Total and 2024 Total, which have cross-products of 208,062 and 177,007, respectively. Since the cross-product was considerably higher than 150,000, the lefts are modeled as protected only as a worst-case LOS calculation. The following table shows the cross-products (unadjusted, i.e. without considering number of lanes to cross).

| Peak Hour | Direction | 2018 Existing | | 2020 Background | | 2020 Total (Phase I) | | 2024 Background | | 2024 Total (Phase II) | |
|-----------|-----------|---------------|----------------|-----------------|-----|----------------------|-----------|-----------------|-----|-----------------------|-----------|
| AM | EB Left | 15,376 | Prot. (Exist.) | 17,757 | FYA | 17,757 | FYA | 19,909 | FYA | 19,909 | FYA |
| | WB Left | 41,764 | Prot. (Exist.) | 78,671 | | 177,007 | Protected | 86,386 | | 208,062 | Protected |
| PM | EB Left | 84,817 | Prot. (Exist.) | 144,761 | FYA | 144,761 | FYA | 159,507 | FYA | 159,507 | FYA |
| | WB Left | 41,416 | Prot. (Exist.) | 48,109 | | 55,460 | | 53,924 | | 67,098 | |

The Existing 2018 conditions calculations are shown in the table to show basis of calculations for existing conditions, with products at less than 100,000 without any adjustment for the number of approach lanes. The Background scenarios (i.e. without the subject site) are included in the table for general reference to show the changes with Route 50 thru growth and to contrast with site traffic added. As noted, the cross-product for the AM WB lefts x EB thrus (177,007 in 2020 and 208,062 in 2024) is significantly over the 150,000 FYA guidance, so a protected only phase was shown in the calculations for the AM peak hour. The phasing would vary from the PM peak FYA operations, which is not typical but can occur per the VDOT guidance with a time of day plan.

FYA was maintained for 2024 Background and 2024 Total for the EB left despite the cross-product being slightly over 150,000 (159,507). Although protected-only is recommended for the WB left during the AM, as mentioned above, with only 2 lanes of Route 50 to cross and the median-crossover grade being

downhill, the EB left crossing distance is short compared to the WB left, which needs to cross 3 lanes (2 thru and a separate right) and has an uphill median-crossover grade to Prince Frederick Dr, as shown in the photo below (facing WB on Route 50).



Pennoni conducted traffic counts at the intersection on 5 April 2018 using Quality Counts, Inc., while the VDOT traffic counts were conducted on 10 July 2017. The VDOT counts found the AM peak hour to be from 7:30 to 8:30 AM and the PM peak hour to be from 4:30 AM to 5:30 PM, while the Pennoni counts found the AM peak hour to be from 7:15 to 8:15 AM and the PM peak hour to be from 4:15 to 5:15 PM. The Pennoni counts and cross-products were compared to the VDOT counts and cross-products below (Pennoni data in yellow).

| | EB left | | WB through | | Cross-product | Adjusted cross-product | |
|----------------|---------|----|------------|-----|---------------|------------------------|--------|
| AM peak period | 32 | 31 | 550 | 496 | 17,600 | 15,376 | 7,688 |
| PM peak period | 60 | 89 | 985 | 953 | 59,100 | 84,817 | 42,409 |

| | WB left | | EB through | | Cross-product | Adjusted cross-product | |
|----------------|---------|----|------------|-----|---------------|------------------------|--------|
| AM peak period | 39 | 53 | 726 | 788 | 28,314 | 41,764 | 20,882 |
| PM peak period | 48 | 62 | 708 | 668 | 33,984 | 41,416 | 20,708 |

The comparisons show that the 2018 Pennoni counts, and therefore, the cross-products, are higher than the 2017 VDOT counts with the exception of the EB left cross-product in the AM peak hour (the EB left volume was very close at 32 vs. 31 but the WB thru volume decreased by approximately 10% from the 2017 VDOT counts to the 2018 Pennoni counts). The other AM direction, the WB left cross-product, increased by almost 50% from the 2017 VDOT to 2018 Pennoni calculations. For the PM peak hour, the

cross-products increased by 44% and 22% for the EB and WB lefts, respectively, from the 2017 VDOT to 2018 Pennoni data.

The variance between the 2017 VDOT and the 2018 Pennoni counts would be somewhat expected since the VDOT counts were taken while schools are out for summer vacation while the Pennoni counts were taken while schools were in session. The 2018 Pennoni counts are utilized to evaluate a worst-case scenario. Overall, the conclusions of the 2017 VDOT analysis are maintained, for the FYA operations, except for the AM WB left-turns.

General comments – no revisions required

10. We are unsure as to the purpose of the 2020 & 2024 background with mitigation scenarios, as no public projects are programmed to achieve the proposed improvements and there is no site traffic to mitigate. No changes are needed since the proposed improvements are indicated as part of mitigation for the site development scenarios.

Response: Mitigation for the 2020 & 2024 Background scenarios were included to help show the relative impacts due to the growth in terms of required improvements. Removed to streamline revised Study and prevent confusion for potential improvements.

11. For future reference (no changes needed on this TIA), we ask you please identify on all delay MOE tables the methodology used. The report notes that “capacity calculations in HCM 2010 mode are from Synchro 10”, but does not note where HCM 2000 vs. 2010 methods were used. Please also note that VDOT has just adopted HCM 6th Edition, so we will be requiring that all future TIAs make use of the HCM 6th Edition methodology in Synchro, as opposed to HCM 2010 or 2000. As you likely experienced in developing the subject TIA, HCM 2000 may be needed where signal phasing is incompatible with the newer HCM editions. This is an acceptable practice per the VDOT Traffic Operations and Safety Analysis Manual (TOSAM).

Response: TIA updated for Phase 2 revised assignments. The text is revised to include references to the situations where HCM 2000 was used for the signals with shared lane uses for the side streets. Future reports will default to the HCM 6th Edition.

Thank you for your coordination on this application. If you should have any questions, please contact me at (703) 840-4830 or Ron Mislowsky directly at (540) 771-2085.

Sincerely,

PENNONI

Mr. Douglas R. Kennedy, P.E.
Associate Vice President

cc: Ron Mislowsky – Pennoni
Wan Chong – Pennoni

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COUNTY of FREDERICK

Roderick B. Williams
County Attorney

540/722-8383

Fax 540/667-0370

E-mail:

rwillia@co.frederick.va.us

October 30, 2018

VIA REGULAR MAIL AND E-MAIL

Thomas Moore Lawson, Esq.
Lawson and Silek, P.L.C.
P.O. Box 2740
Winchester, Virginia 22604

Re: Rezoning Application – Carpers Valley Industrial Park – JGR Three LLC, et al. –
Tax Parcel Numbers 64-A-86 and 64-A-87 (“Subject Property”) – Proffer
Statement revised October 12, 2018 (“Proffer Statement”)

Dear Ty:

I have reviewed the above-referenced revised Proffer Statement, submitted for the proposed rezoning of the Subject Property. The Proffer Statement would be in a form to meet the requirements of the Frederick County Zoning Ordinance and the Code of Virginia, and would be legally sufficient as a proffer statement, subject to the following comments:

1. Proffer 1:

- Re Proffer 1.1, if the stated square footages are intended to be limits, the Proffer Statement should so state that they are limits.
- Re Proffer 1.2, the most unambiguous approach would be, instead of stating that the indicated uses are allowed, to state that all current M1 uses other than the indicated uses are prohibited. Also, re the conditional use of tractor truck and tractor truck trailer parking, the Proffer Statement should clarify whether approval through the conditional use permit process would still be necessary.
- Re Proffers 1.1 and 1.2 generally, it may be better for clarity to state the last sentence of 1.1 first and then state along the lines of: The Property may be developed with not to exceed 405,000 SF of any uses allowed within the M1 zoning district. The Property may be further developed with not to exceed an additional 805,000 SF of M1 uses, provided that no uses other than the following uses shall be permitted in connection with that 805,000 SF: [list of uses]. Conditional uses in connection with

that 805,000 SF shall be limited to tractor truck and tractor truck trailer parking and such conditional use shall be subject first to the Board of Supervisors electing to grant approval under Part 103 of Chapter 165 of the Frederick County Code.

- Re Proffer 1.3, it may be acceptable if worded differently: Future uses that may be subsequently added in the M1 zoning district are not prohibited, provided that the maximum daily vehicle trips do not exceed _____. The blank should be filled with a specific number.
 - Re Proffer 1.4, because the TIA is not approved with the proffers, delete “and approved” in the fifth line.
2. Proffer 6.1 – County practice is for fire and rescue proffers to be paid to the County and not to individual fire and rescue companies.
 3. Proffer 7.1 – Phase 3 – The proffer does not state a triggering event for the bonding or construction of the referenced portion of Coverstone Drive.
 4. Proffer 7.2 – The timing of the dedication of right-of-way in the event of construction of Coverstone Drive by others needs revision. Construction would not be able to occur until dedication, so perhaps the dedication should be “upon request”.
 5. Proffer 7.6 – With respect to the proposed dedication of 0.6 acres adjacent to the intersection of Coverstone Drive and Prince Frederick Drive, in order that the County might have the opportunity to ascertain the appropriateness of the dedication, the proffer might better provide that the dedication shall occur upon request by the County.
 6. Proffer 7.7 – A comma needs to be inserted prior to “in lieu of constructing the road improvement”.
 7. Proffer 8.1 – The inclusion of a specific acceptable aviation easement as an exhibit would be helpful.
 8. Proffer 8.2 – The proffer might best also cite to Part 701 (AP1 Airport District) of Chapter 165 of the Frederick County Code.
 9. Re correspondence with previous rezoning of the Property and of adjoining properties:
 - The Proffer Statement does not address provision for a property owners’ association, as previously set forth in Proffer 12 of the approved proffers dated September 18, 2014 (the “2014 Proffers”).
 - Relative to Proffers 15.2, 15.3, 15.5, and 15.6 of the 2014 Proffers, to the extent any of those obligations apply to the Property and to the other properties that were subject to the 2014 Proffers, the proposed proffers would leave unresolved issues that include

Thomas Moore Lawson, Esq.
October 30, 2018
Page 3

how Proffers 15.2, 15.3, 15.5, and 15.6 of the 2014 Proffers would be fulfilled. Specifically, the vast majority of the remaining area subject to the 2014 Proffers, identified there as Land Bay 1, is designated for residential uses and therefore would not be capable of generating commercial development square footages sufficient to trigger the obligations in the 2014 Proffers necessary to construct the remainder of Coverstone Drive.

I have not reviewed the substance of the proffers as to whether the proffers are suitable and appropriate for this specific development, as my understanding is that review will be done by staff and the Planning Commission.

Sincerely,

A handwritten signature in black ink, appearing to read 'R. Williams', with a long horizontal flourish extending to the right.

Roderick B. Williams
County Attorney

cc: Michael T. Ruddy, Director, Frederick County Planning & Development
Candice E. Perkins, Assistant Director, Frederick County Planning & Development
John A. Bishop, Assistant Director-Transportation, Frederick County Planning & Development



315 Tasker Road
Stephens City, Virginia 22655

PH (540) 868-1061
Fax (540) 868-1429
www.FrederickWater.com

Eric R. Lawrence
Executive Director

August 27, 2018

David Frank
Pennoni Associates
117 E. Piccadilly Street, Suite 200
Winchester, Virginia 22601

**RE: Rezoning Application Comment
Carper Valley Industrial Park Rezoning Application
Tax Map Number: 64-A-86 and 64-A-87
122.18 acres**

Dear Mr. Frank:

Thank you for the opportunity to offer review comments on the Carper Valley Industrial Park rezoning application package, with a draft proffer statement dated August 8, 2018 and Impact Analysis Statement dated August 1, 2018. Frederick Water offers comments limited to the anticipated impact/effect upon Frederick Water's public water and sanitary sewer system and the demands thereon.

The project parcels are located within the sewer and water service area (SWSA) and in an area presently served by Frederick Water. The SWSA enables access to public water and sewer service by county policy. Inclusion within the SWSA does not guarantee that sanitary sewer and water conveyance and treatment capacities are available to serve the property.

The rezoning application proffer states that the proposed use will be limited to uses permitted in the M1 Light Industrial Zoning District. ***The impact analysis statement is silent on the proposed water and sewer demands.***

Facilities for conveyance of water to, and sanitary sewer from, the subject properties do presently exist. Until the proposed uses' projected water and sewer demands are known, it is

unknown if the existing conveyance network has the capacity to accommodate the projected demands.

The Impact Analysis (IA) acknowledges the existence of a 12-inch water main which traverses the property in an east-west manner. The IA states that the water main will be re-routed as necessary to accommodate site development plans. Please note that this water main is a fully functional, operational, and in service water main and that any re-routing will need to be coordinated in advance with Frederick Water. More importantly, the applicant will need to establish the new water main route and easements, completely construct the new infrastructure, have the new infrastructure accepted by Frederick Water and placed into service, prior to disturbing the existing water main.

The property has access to an existing gravity sewer system. The existing gravity sewer running parallel to Millwood Pike continues to be inundated by the adjacent pond water. Historically, the use of the pond for irrigating the Carper Valley Golf Course resulted in a pond water level that was suitable for the sewer manholes. When the golf course ceased operations, the pond's water levels rose, and only minimal maintenance, if any, of the pond's overflow culverts was undertaken. The culverts are generally clogged and non-functioning, resulting in higher water levels in the pond. With the proffer statement promoting Coverstone Drive for vehicular access to the proposed industrial park, it would appear that the original entrance to the golf club and the driveway's use as the pond's earthen dam may no longer be necessary. Please either reduce the height of the earthen dam or implement a maintenance program on the pond's overflow culvert so that the pond elevation does not exceed the height of the gravity sewer manholes.

The gravity sewer system which is positioned to serve the proposed industrial park terminates at the Route 50 Pump Station, located immediately east of the subject property. This pump station is near capacity and will require upgrades to accommodate future growth and flows. Expansion of the pump station site will also be necessary to accommodate the new pump station.

The proffer statement is silent on improvements that would be constructed by the applicant to meet water and sanitary sewer demands. Accordingly, the comments offered herein are general in nature. The ultimate decision regarding the ability to serve the property with adequate water and sanitary sewer will be determined at the time the site's uses are determined, conveyance facilities are constructed, and water and sewer connection fees are paid to Frederick Water. Sanitary sewer system capacity is not reserved until the sewer connection fee is paid to Frederick Water, and physical connection to the system is made.

Water and sanitary sewers are to be constructed in accordance with Frederick Water standards specifications. Dedicated easements may be required and based on the layout vehicular access will need to be incorporated into the final design.

Please be reminded that Frederick Water is offering these review comments without benefit of knowledge of the projected water and sewer demands of the site.

Thank you for the opportunity to offer review comments on the Carper Valley Industrial Park rezoning application.

Sincerely,

A handwritten signature in dark ink, appearing to read "Eric", is positioned above the printed name and title.

Eric R. Lawrence
Executive Director

Cc: Michael T. Ruddy, AICP, County Planning Department
Dick Helm, Frederick-Winchester Service Authority
Frederick Water Board of Directors



WINCHESTER REGIONAL AIRPORT

491 AIRPORT ROAD
WINCHESTER, VIRGINIA 22602
(540) 662-5786

September 7, 2018

Pennoni Associates Inc.
117 E. Piccadilly Street Suite 200
Winchester, VA 22601

Re: David L. Frank
Master Development Plan Comments
Carpers Valley Industrial Park
Shawnee Magisterial District

Dear Mr. Frank,

On behalf of the Winchester Regional Airport Authority (WRAA), I submit the following comments regarding the above referenced master development plan.

1. The airport supports rezoning the property from R4 to M1, as light industrial uses are typically compatible with airport operations.
2. The development must conform to the requirements of the Frederick County Code Chapter 165, Part 701: AP1 Airport District.
3. WRAA requests that an aviation easement be executed prior to development of the property.
4. In accordance with the Code of Federal Regulations Title 14 Part 77.9 and the Code of Virginia, Section 15.2-2294, the development meets Federal Aviation Administration (FAA) criteria to file an Obstruction Evaluation/Airport Airspace Analysis (OE/AAA). OE/AAA filings are also subject to review by the Virginia Department of Aviation (DOAV).
 - a. The height of any proposed structures must account for the maximum height of any and all appurtenances.
 - b. Cranes and/or temporary construction equipment also require an OE/AAA determination.
 - c. OE/AAA submissions should be made a minimum of 45 days prior to the expected start date of construction using FAA Form 7460-1.
 - d. Electronic filing can be accomplished at the following web address:
<https://oeaaa.faa.gov/oeaaa/external/portal.jsp>.
5. Copies of all FAA determination letters should be forwarded to the airport.
6. The WRAA requests compliance with these comments and any FAA requirements as a condition of approval of the rezoning application by the Frederick County Board of Supervisors.

Thank you for your cooperation in ensuring the safety of the Winchester Regional Airport. If you have any questions or need additional information please contact my office.

Sincerely,

A handwritten signature in black ink, appearing to read 'Nick Sabo', followed by a long horizontal line extending to the right.

Nick Sabo, A.A.E.
Executive Director

Cc: Gene Fisher, WRAA Chairman
Adam Switzer, Delta Airport Consultants

**REZONING APPLICATION FORM
FREDERICK COUNTY, VIRGINIA**

To be completed by Planning Staff:

Zoning Amendment Number 03-18
PC Hearing Date 12/5/18

Fee Amount Paid \$ 22,218.⁰⁰
Date Received 10/12/18
BOS Hearing Date 11/9/19

The following information shall be provided by the applicant:

All parcel identification numbers, deed book and page numbers may be obtained from the **Office of the Commissioner of Revenue, Real Estate Division, 107 North Kent Street, Winchester.**

1. Applicant:

Name: Pennoni Associates Inc. Telephone: 540-667-2139

Address: 117 E. Piccadilly Street, Suite 200
Winchester, VA 22601

2. Property Owner (if different than above):

Name: JGR THREE LLC ETALS Telephone: _____

Address: 1407 Gordon Place
Winchester, VA 22601

3. Contact person if other than above:

Name: Pennoni Associates Inc./David Frank Telephone: 540-667-2139

4. Property Information:

- a. Property Identification Number(s): 64-A-86 64-A-87
- b. Total acreage to be rezoned: 122.18 acres
- c. Total acreage of the parcel(s) to be rezoned (if the entirety of the parcel(s) is not being rezoned): _____
- d. Current zoning designation(s) and acreage(s) in each designation: R4
- e. Proposed zoning designation(s) and acreage(s) in each designation: M1
- f. Magisterial District(s): Shawnee

5. Checklist: Check the following items that have been included with this application.

| | | | |
|--|-------------------------------------|---------------------------|-------------------------------------|
| Location map | <input checked="" type="checkbox"/> | Agency Comments | <input checked="" type="checkbox"/> |
| Plat | <input checked="" type="checkbox"/> | Fees | <input checked="" type="checkbox"/> |
| Deed to property | <input checked="" type="checkbox"/> | Impact Analysis Statement | <input checked="" type="checkbox"/> |
| Verification of taxes paid | <input checked="" type="checkbox"/> | Proffer Statement | <input checked="" type="checkbox"/> |
| Plat depicting exact meets and bounds for the proposed zoning district | <input type="checkbox"/> | | |
| Digital copies (pdf's) of all submitted documents, maps and exhibits | <input checked="" type="checkbox"/> | | |

6. The Code of Virginia allows us to request full disclosure of ownership in relation to rezoning applications.

Please list below all owners or parties in interest of the land to be rezoned:

JGR THREE LLC ETALS, Current Owner

Hines, Contract Purchaser

7. Adjoining Property:

PARCEL ID NUMBER

USE

ZONING

SEE ATTACHED

| | | |
|--|--|--|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

8. Location: The property is located at (give exact location based on nearest road and distance from nearest intersection, using road names and route numbers):

The property is located approximately one mile east of I-81 on the south side of Millwood Pike (Route 50),

right on Prince Frederick Dr (Route 781), left on Coverstone Dr

9. The following information should be provided according to the type of rezoning proposed:

Number of Units Proposed

Single Family homes: _____ Townhome: _____ Multi-Family: _____
Non-Residential Lots: _____ Mobile Home: _____ Hotel Rooms: _____

Square Footage of Proposed Uses

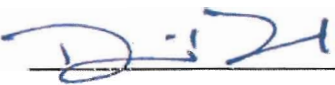
Office: _____ Service Station: _____
Retail: _____ Manufacturing: 405,000 SF
Restaurant: _____ Warehouse: 1,305,000 SF
Commercial: _____ Other: _____

10. Signature:

I (we), the undersigned, do hereby respectfully make application and petition the Frederick County Board of Supervisors to amend the zoning ordinance and to change the zoning map of Frederick County, Virginia. I (we) authorize Frederick County officials to enter the property for site inspection purposes.

I (we) understand that the sign issued when this application is submitted must be placed at the front property line at least seven days prior to the Planning Commission public hearing and the Board of Supervisors public hearing and maintained so as to be visible from the road right-of-way until the hearing.

I (we) hereby certify that this application and its accompanying materials are true and accurate to the best of my (our) knowledge.

Applicant(s): 

Date: 8/9/2018

Date: _____

Owner(s): _____

Date: _____

Date: _____

| Name and Property Identification Number | | Address |
|---|---|-------------------------------|
| Owner: | Name Kaknis, John H. & Christopher Brooks | 656 N. HAYFIELD RD |
| Property #: | C/O John J. Kaknis | WINCHESTER VA 22603 |
| Owner: | KAKNIS, JOHN H & CHRISTOPHER BROOKS | 656 N. HAYFIELD RD |
| Property #: | C/O JOHN G. KAKNIS | WINCHESTER VA 22603 |
| Owner: | HARTLEY, DOUGLAS ALLEN | 100 STANLEY DR |
| Property #: | 64A 7 1 3 | WINCHESTER VA 22602 |
| Owner: | HARTLEY, DOUGLAS ALLEN | 100 STANLEY DR |
| Property #: | 64A 7 1 4 | WINCHESTER VA 22602 |
| Owner: | COOK, JUDY BELLE / C/O RODGERS, JUDY B | 178 GRANDVIEW LANE |
| Property #: | 64A 7 1 5 | CLEARBROOK VA 22624 |
| Owner: | COOK, JUDY BELLE / C/O RODGERS, JUDY B | 178 GRANDVIEW LANE |
| Property #: | 64A 7 1 6 | CLEARBROOK VA 22624 |
| Owner: | COOK, JUDY BELLE / C/O RODGERS, JUDY B | 178 GRANDVIEW LANE |
| Property #: | 64A 7 1 7 | CLEARBROOK VA 22624 |
| Owner: | COOK, JUDY BELLE / C/O RODGERS, JUDY B | 178 GRANDVIEW LANE |
| Property #: | 64A 7 1 8 | CLEARBROOK VA 22624 |
| Owner: | RAVENWING HOMEOWNERS ASSOCIATION | 9990 FAIRFAX BLVD., SUITE 200 |
| Property #: | C/O ALLEN B. WARREN/CHAD. WASHINGTON | FAIRFAX VA 22030 |
| Owner: | LAMBERT, KELSA R | 1141 MILLWOOD PIKE |
| Property #: | 64A 7 1 10A | WINCHESTER VA 22602 |
| Owner: | LAMBERT, KELSA R | 1141 MILLWOOD PIKE |
| Property #: | 64A 7 1 11A | WINCHESTER VA 22602 |
| Owner: | LAMBERT, KELSA R | 1141 MILLWOOD PIKE |
| Property #: | 64A 7 1 12A | WINCHESTER VA 22602 |
| Owner: | SPENCE ANDREA L | 1427 MILLWOOD PIKE |
| Property #: | 64A 7 1 13 | WINCHESTER VA 22602 |
| Owner: | SPENCE ANDREA L | 1427 MILLWOOD PIKE |
| Property #: | 64A 7 1 14 | WINCHESTER VA 22602 |
| Owner: | LOY, DAVID W | 1441 MILLWOOD PIKE |
| Property #: | 64A 7 1 15 | WINCHESTER VA 22602 |
| Owner: | GOVERNOR'S HILL LLC | 8401 GREENSBORO DR STE 450 |
| Property #: | 64 A 83 | MCLEAN VA 22102 |
| Owner: | GOVERNOR'S HILL LLC | 8401 GREENSBORO DR STE 450 |
| Property #: | 64 A 83A | MCLEAN VA 22102 |
| Owner: | HOCKMAN INVESTMENTS LLC | 112 E. PICCADILLY STREET |
| Property #: | 64 A 84 | WINCHESTER VA 22601 |
| Owner: | HOCKMAN INVESTMENTS LLC | 112 E. PICCADILLY STREET |
| Property #: | 64 A 85 | WINCHESTER VA 22601 |
| Owner: | WINCHESTER REGIONAL AIRPORT | 491 AIRPORT RD |
| Property #: | 64 A 79 | WINCHESTER VA 22602 |
| Owner: | FREDERICK COUNTY VIRGINIA | 107 N. KENT STREET |
| Property #: | 64 A 87A | WINCHESTER VA 22601 |
| Owner: | FREDERICKTOWNE GROUP LC C/O RICHARD DICK | 130 S. CAMERON STREET |
| Property #: | 64 A 89 | WINCHESTER VA 22601 |
| Owner: | PRINCE FREDERICKTOWNE GROUP LC | 6231 LEESBURG PIKE STE 600 |
| Property #: | C/O JAMES L. MCILVAINE JR. | FALLS CHURCH VA 22044 |
| Owner: | WINCHESTER REGIONAL AIRPORT | 401 AIRPORT RD |
| Property #: | 64A 88 | WINCHESTER VA 22602 |
| Owner: | WALTER H AIKENS LIMITED PARTNERSHIP | P.O. BOX 2468 |
| Property #: | 64 10 3 | WINCHESTER VA 26204 |
| Owner: | SEMPELES HELEN J TRUSTEE | 107 ROSZEL RD |
| Property #: | 64A A 12 | WINCHESTER VA 22601 |



Special Limited Power of Attorney
County of Frederick, Virginia
Frederick Planning Website: www.fcva.us

Department of Planning & Development, County of Frederick, Virginia
107 North Kent Street, Winchester, Virginia 22601
Phone (540) 665-5651 Facsimile (540) 665-6395

Know All Men By These Presents: That I (We)

(Name) JGR THREE LLC ETALS (Phone) _____

(Address) 1407 Gordon Place, Winchester, VA 22601 the
owner(s) of all those tracts or parcels of land ("Property") conveyed to me (us), by deed recorded in the Clerk's
Office of the Circuit Court of the County of Frederick, Virginia, by

Instrument No. 140000018 on Page _____, and is described as

Tax Map ID: 64-A-86, 64-A-87

do hereby make, constitute and appoint:

(Name) Pennoni Associates Inc. (Phone) 540-667-2139

(Address) 117 E. Piccadilly Street, Suite 200, Winchester, VA 22601

To act as my true and lawful attorney-in-fact for and in my (our) name, place and stead with full power and
authority I (we) would have if acting personally to file planning applications for my (our) above described
Property, including:

- ☒ Rezoning (including proffers)
- ☐ Conditional Use Permit
- ☒ Master Development Plan (Preliminary and Final)
- ☐ Subdivision
- ☒ Site Plan
- ☐ Variance or Appeal

My attorney-in-fact shall have the authority to offer proffered conditions and to make amendments to previously
approved proffered conditions except as follows:

This authorization shall expire one year from the day it is signed, or until it is otherwise rescinded or modified.

In witness thereof, I (we) have hereto set my (our) hand and seal this 3 day of Aug, 2018.

Signature(s) _____

THOMAS A. DICK

State of Virginia, City/County of North Chesterfield, To-wit:

I, Shirley Ann, a Notary Public in and for the jurisdiction aforesaid,
certify that the ~~signatures~~ who signed to the foregoing instrument personally appeared before me and has
acknowledged the same before me in the jurisdiction aforesaid this 3 day of Aug, 2018.

COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES AUG. 31, 2022
COMMISSION # 7763831

My Commission Expires: Aug 31, 2022

Notary Public



Special Limited Power of Attorney
County of Frederick, Virginia
Frederick Planning Website: www.fcva.us

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- ☐ Subdivision
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- ☐ Variance or Appeal

My attorney-in-fact shall have the authority to offer proffered conditions and to make amendments to previously
approved proffered conditions except as follows:

This authorization shall expire one year from the day it is signed, or until it is otherwise rescinded or modified.
In witness thereof, I (we) have hereto set my (our) hand and seal this 3rd day of August, 2010.

Signature(s) Michael E. Dick

State of Virginia, City/County of Charlottesville. To-wit:

I, Brittany Dixie Eversberg, a Notary Public in and for the jurisdiction aforesaid,
certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
acknowledged the same before me in the jurisdiction aforesaid this 3rd day of August, 2010.

Brittany Dixie Eversberg
Notary Public

My Commission Expires: 04/30/2010



Brittany Dixie Eversberg
Commonwealth of Virginia
Notary Public
Commission No. 7656640
My Commission Expires 4/30/2010



**Special Limited Power of Attorney
County of Frederick, Virginia
Frederick Planning Website: www.fcva.us**

**Department of Planning & Development, County of Frederick, Virginia
107 North Kent Street, Winchester, Virginia 22601
Phone (540) 665-5651 Facsimile (540) 665-6395**

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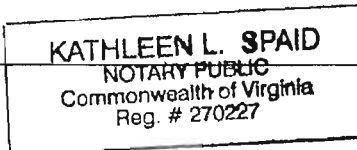
In witness thereof, I (we) have hereto set my (our) hand and seal this 3rd day of August, 20 18,

LIBERTY HILL, LLC
Signature(s) By: Donna C. Rich

State of Virginia, City/County of Winchester, To-wit:

I, Kathleen L. Spaid, a Notary Public in and for the jurisdiction aforesaid,
certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
acknowledged the same before me in the jurisdiction aforesaid this 3rd day of August, 20 18.

Kathleen L. Spaid My Commission Expires: 11/30/18
Notary Public





Special Limited Power of Attorney
County of Frederick, Virginia
 Frederick Planning Website: www.fcva.us

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 107 North Kent Street, Winchester, Virginia 22601
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 approved proffered conditions except as follows:

This authorization shall expire one year from the day it is signed, or until it is otherwise rescinded or modified.
 In witness thereof, I (we) have hereunto set my (our) hand and seal this _____ day of _____, 20____,

Signature(s) 

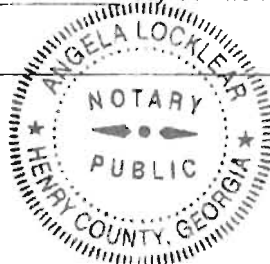
TIMOTHY J. DICK

State of Georgia, City/County of Fulton, To-wit:

I, Angela Locklear, a Notary Public in and for the jurisdiction aforesaid,
 certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
 acknowledged the same before me in the jurisdiction aforesaid this 3rd day of August, 2018.


 Notary Public

My Commission Expires: December 10, 2019





Special Limited Power of Attorney
County of Frederick, Virginia
Frederick Planning Website: www.fcva.us

Department of Planning & Development, County of Frederick, Virginia
107 North Kent Street, Winchester, Virginia 22601
Phone (540) 665-5651 Facsimile (540) 665-6395

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approved proffered conditions except as follows:

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In witness thereof, I (we) have hereto set my (our) hand and seal this 3rd day of August, 2018.

Signature(s) By: John J. Russell, II Mgr
ELLEN, LLC

State of Virginia, City/County of Winchester, To-wit:

I, Kathleen L. Spaid, a Notary Public in and for the jurisdiction aforesaid,
certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
acknowledged the same before me in the jurisdiction aforesaid this 3rd day of August, 2018.

Kathleen L. Spaid My Commission Expires: 11/30/18
Notary Public

KATHLEEN L. SPAID
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 270227



**Special Limited Power of Attorney
County of Frederick, Virginia
Frederick Planning Website: www.fcva.us**

**Department of Planning & Development, County of Frederick, Virginia
107 North Kent Street, Winchester, Virginia 22601
Phone (540) 665-5651 Facsimile (540) 665-6395**

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approved proffered conditions except as follows:

This authorization shall expire one year from the day it is signed, or until it is otherwise rescinded or modified.

In witness thereof, I (we) have hereto set my (our) hand and seal this 3rd day of August, 20 18.

Signature(s) By: LGR, LLC
Linda C. Russell

State of Virginia, City/County of Winchester, To-wit:

I, Kathleen L. Spaid, a Notary Public in and for the jurisdiction aforesaid,
certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
acknowledged the same before me in the jurisdiction aforesaid this 3rd day of August, 20 18.

Kathleen L. Spaid My Commission Expires: 11/30/18
Notary Public

KATHLEEN L. SPAID
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 270227



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County of Frederick, Virginia
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Signature(s) By JGR Three LLC
John J. Runnels III

State of Virginia, City/County of Winchester, To-wit:

I, Kathleen L. Spaid, a Notary Public in and for the jurisdiction aforesaid,
certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
acknowledged the same before me in the jurisdiction aforesaid this 3rd day of August, 2018.

Kathleen L. Spaid My Commission Expires: 11/30/18
Notary Public

KATHLEEN L. SPAID
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 270227



**Special Limited Power of Attorney
County of Frederick, Virginia
Frederick Planning Website: www.fcva.us**

**Department of Planning & Development, County of Frederick, Virginia
107 North Kent Street, Winchester, Virginia 22601
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In witness thereof, I (we) have hereto set my (our) hand and seal this 3rd day of August, 20 18,

Signature(s) By: MDC THREE, LLC
John A. Rameel, mgr

State of Virginia, City/County of Winchester, To-wit:

I, Kathleen L. Spaid, a Notary Public in and for the jurisdiction aforesaid,
certify that the person(s) who signed to the foregoing instrument personally appeared before me and has
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Kathleen L. Spaid My Commission Expires: 11/30/18
Notary Public

**KATHLEEN L. SPAID
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 270227**



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SUSAN SANDERS, LLC
Signature(s) By: John A. Russell, III

State of Virginia, City/County of Winchester, To-wit:

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Kathleen L. Spaid My Commission Expires: 11/30/18
Notary Public


KATHLEEN L. SPAID
NOTARY PUBLIC
Commonwealth of Virginia
Reg. # 270227

H



MEMORANDUM

TO: Frederick County Board of Supervisors

FROM: Michael T. Ruddy, AICP, Director of Planning and Development 

RE: **UPDATE** - Request for support for St. Paul's on the Hill / Wesley Housing Development Corporation.

DATE: January 17, 2019

Please find attached correspondence from Mr. John Foote on behalf of Wesley Housing and St. Paul's on the Hill regarding the request for support for the Low Income Tax Credits for the project. Mr. Foote is providing the additional information on the Low Income Housing Tax Credits and the St. Paul's on the Hill project, based on questions and comments from the Board of Supervisors.

Included in the attachment is a revised resolution of support for the Board of Supervisors consideration.

As the Board is aware, the request is for the Frederick County Board of Supervisors to pass a resolution designating the St. Paul's on the Hill property, PIN 54-A-128, as a local housing revitalization zone. A local housing revitalization zone is created by resolution of the local governing body pursuant to the Code of Virginia and the Virginia Housing Development Authority VHDA criteria.

Wesley Housing is seeking Low Income Tax Credits administered through the Virginia Housing Development Authority to assist with the development of this project. This designation of a local housing revitalization zone would be beneficial to the applicant as it would potentially enable the allocation of additional points to their VHDA application due to it being in such a local housing revitalization zone.

Attachments:

1. Letter from John H. Foote, Walsh Colucci Lubeley & Walsh PC



WALSH COLUCCI
LUBELEY & WALSH PC

John H. Foote
(703) 680-4664 Ext. 5114
jfoote@thelandlawyers.com
Fax: (703) 680-2161

January 16, 2019

Via E-Mail Only

Kris Tierney, County Administrator
Rod Williams, Esq., County Attorney
Michael Ruddy, Planning Director
107 North Kent Street
Winchester, Virginia 22601

Re: More on Low Income Housing Tax Credits and St. Paul's on the Hill

Dear Kris, Rod, and Mike:

On behalf of Wesley Housing Development Corporation of Northern Virginia and St. Paul's on the Hill Church, we wish to provide additional information regarding Low Income Housing Tax Credits (LIHTCs) and the St. Paul's on the Hill Project, now known as Senseny Place, based on questions and comments from the Board on January 9th.

As you know, these credits are administered by the Virginia Housing Development Authority whose express mission "is to help low and moderate-income Virginians attain quality, affordable housing."¹

LIHTCs are perhaps the principal means of financing low income housing, not just in Virginia, but in the United States. This is a national program, and as we said in our first letter to the County, its operation has changed in direct response to the Federal Tax Cuts and Jobs Act of 2017, Pub. L. 115-97, and certain Consolidated Appropriations Acts.

Despite the recent regulatory changes of which you are aware, the VHDA maintains in place a program that has been in effect since federal statutes and IRS regulations of 1986. These tax credits are calculated as a percentage of the costs incurred in developing an affordable housing property. Individual and corporate investors purchase the credits from the

¹ <https://bit.ly/2HgXjZJ>

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Commonwealth, which they may then claim on their individual returns, thereby creating equity – here in the VHDA.² The resulting funds may be used to finance affordable housing properties. Under the VHDA’s program LIHTCs provide equity equal to the present value of either 30 percent (referred to by the VHDA as the 4 percent credit) or 70 percent (referred to as the 9 percent credit) of the eligible costs of a low-income housing project, depending in part on whether tax-exempt bonds are used to finance a project. The VHDA in fact provides for both “4% and 9% Developments.”

To give you a sense of the importance of gathering the “points” that we discussed with the Board at your last meeting, there were 32 applications out of 107 submitted for the former, and 38 applications out of 169 granted for the latter in 2018 statewide, so you can see how competitive the process is, and how important it is for a developer to seek all for which it may be eligible.

The criteria for the award of the points necessary to win funding from the pool of money generated by the sale of the credits are, as Ms. Estrada indicated, complex and multifaceted, and include such things as per square foot cost limits, environmental site assessments, and a multiplicity of design characteristics such as the availability of a community or meeting room, the use of brick or other similar low maintenance material, if water expense is sub-metered to individual units, if bathrooms employ WaterSense labeled fixtures, and for older residents if cooking ranges have front controls, and if all entrance doors have two eye viewers – one at 42 inches and the other at standard height. There are also points allotted for real estate tax abatements and local public funding contributions, neither of which we seek from the County for Senseny Place. There are pages of these criteria, and each is allocated points in The Plan of the Virginia Housing Development Authority for the Allocation of Low-Income Housing Tax Credits, and as many as possible are included in an application. <https://bit.ly/2RwwBBn>. As Ms. Estrada said in her comments to the Board, applications can win or lose on the basis of as little as ½ point.

We also note that since we prepared our initial request to the Board, the VHDA has published its Low Income Housing Tax Credit Manual, which may be found at <https://bit.ly/2QN1WtW>. Among other very useful information, the Manual sets out the 2019 Schedule for the program. This year, Reservation applications are due by 2:00 p.m. on March 14th. Preliminary rankings will be announced on May 2nd, and final rankings will be announced May 31st and reviewed with the VHDA Board on June 12th. You can find the points allocation for Revitalization Areas at page 28 of the Manual.

It was also suggested in the meeting that a decision to identify the parcel of land that is St. Paul’s on the Hill, and no other, was not appropriate for two principal reasons.

The first of these was that the site does not qualify under the applicable statute.

² The credits are used by the purchasers over a ten year period, and indeed some investors may garner additional benefits by making direct LIHTC investments. This, of course, makes them attractive investments as well as socially beneficial ones.

Recall that the enabling legislation for Revitalization Areas begins with the statement by the legislature that “[f]or the sole purpose of empowering the HDA to provide financing in accordance with this chapter, the governing body of any city or county may by resolution designate an area within such city or county as a revitalization area. . . .” Va. Code Ann, § 36.55.30:2 (A). These areas are intended to be a tool available to localities seeking to diversify housing opportunities, as well as to meet what has been recognized as a general public responsibility for affordable housing. The area that is proposed comprises just under 5 acres, and thanks to the observation by Supervisor McCann-Slaughter, it is entirely correct to modify the proposed Resolution to reflect that the area is not blighted, for it most certainly is not. But Wesley Housing and the Church do submit that, in parsing (and paraphrasing) the legislative intent, the

economic development of such area will benefit the county but the area lacks the housing needed to induce commercial, educational, entertainment, community development, healthcare or nonprofit enterprises or undertakings to locate or remain in such area, and, that most assuredly private enterprise and investment are not reasonably expected, without assistance, to produce the construction or rehabilitation of decent, safe and sanitary housing and supporting facilities that will meet the needs of low and moderate income persons and families in such area and will induce other persons and families to live within such area and thereby create a desirable economic mix of residents in such area.³

This is all about the provision of affordable housing, and not about the description of an area as anything other than an area that can benefit from the provision of that housing.⁴ It should not go unnoticed, as well, that with the development of this Project, property that was formerly exempt from taxation will re-enter the tax rolls at a significant valuation

Second, it was suggested that the Board of Supervisors would be picking winners and losers in Frederick County.

To the best of our knowledge, there are no other potential applicants for LIHTCs in the County, and there are certainly no other applicants for designation as a Revitalization Area or for other similar categorization that entitles a qualified applicant to the award of extra points in the allocation process. The only thing that the Board would do by approving this Resolution is to

³ A revised Resolution is attached in both redline and clean versions.

⁴ According to the United States Census Bureau, the Median Gross Rent for housing in Frederick County between 2013 and 2017 was \$1,121. As Ms. Estrada noted, rents in this Project will begin at approximately \$500 per month.

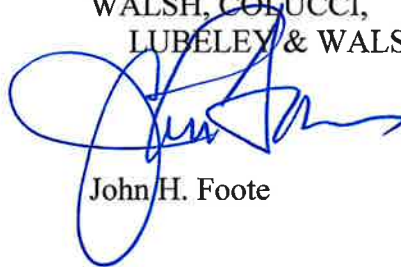
assist Wesley Housing and the Church in the competition for access to critical equity that will be made available solely for the purpose that they each seek to serve.⁵

This is an application that has been made by Wesley Housing, with St Paul's blessing, for it is a part of the Church's purpose, as well. It, too, is concerned with the availability of affordable housing in Frederick County, and wants to see Wesley Housing, and the County, succeed in this new effort. It applauds Wesley Housing for coming to Frederick and trying what has not been tried before.

We respectfully submit that the purposes served by this Resolution, and by the program it advances and the Project to which it is directed, deserves the support of the Board, and we ask for that support.

Very truly yours,

WALSH, COLUCCI,
LUBELEY & WALSH, P.C.



John H. Foote

JHF/jf

cc: Member of the Board of Supervisors
Rosa Estrada, WHDC
Rev. Susan MacDonald
Robert Lovan

⁵ We have attached as an Appendix to this letter a list of VHDA Experienced LIHTC Developers. Wesley Housing is just such a developer.

APPENDIX A

VHDA EXPERIENCED LIHTC DEVELOPERS / UPDATED NOVEMBER 9, 2018⁶

NON-PROFITS, LHAs & (PUBLICLY TRADED) CORPORATIONS

- 1 AHC, Inc.
- 2 Alexandria RHA
- 3 Arlington Partnership for Affordable Housing (APAH)
- 4 Better Housing Coalition
- 5 Buckeye Community Hope Foundation
- 6 Community Housing Partners
- 7 Community Housing, Inc.
- 8 ElderHomes (dba Project: Homes)
- 9 Enterprise Homes, Inc.
- 10 Fairfax County RHA
- 11 Homes for America, Inc.
- 12 Humanities Foundation, Inc.
- 13 Huntington Housing, Inc.
- 14 Newport News RHA
- 15 NHT-Enterprise Preservation Corporation
- 16 Norfolk Redevelopment Housing Authority
- 17 People Incorporated
- 18 Piedmont Housing Alliance
- 19 Portsmouth RHA
- 20 RHA/Housing, Inc.
- 21 The Community Builders
- 22 Virginia Supportive Housing
- 23 Virginia United Methodist Housing Development Corporation
- 24 Wesley Housing Development Corporation

⁶ <https://bit.ly/2QN1WtW>

RESOLUTION OF SUPPORT
FREDERICK COUNTY BOARD OF SUPERVISORS
FOR THE ESTABLISHMENT OF A LOCAL HOUSING REVITALIZATION
ZONE AREA

Action:

BOARD OF SUPERVISORS:

WHEREAS, the Frederick County Board of Supervisors has been requested by the Wesley Housing Development Corporation of Northern Virginia ("Wesley Housing") to designate land within the County as a Local Housing Revitalization Zone Area, and

WHEREAS, these are zones-areas created by resolution of the local governing body to designate areas that empower the Virginia Housing Development Authority ("VHDA") to provide financing consistent with its mission, and

WHEREAS, such Revitalization Zones-Areas are an essential component of the VHDA's program for the administration of Low Income Housing Tax Credits created pursuant to Va. Code Ann. § 36-55.30:2 and under regulations found at 13VAC10-180, et seq., and the Tax Cuts and Jobs Act of 2017, Pub. L. 115-97, and

WHEREAS, there is a finite pool of such credits available that are allocated on a point system, among the criteria for which is the award of 15 additional points to an applicant whose project is located in such a Local Housing Revitalization Zone Area and

WHEREAS, Wesley Housing, the developer, requests the designation of property located at PIN 54-A-128, to wit, St. Paul's on the Hill Church, also known as Senseny Place, as the proposed Revitalization Area and

WHEREAS, Wesley Housing wishes to apply for such tax credits to place it in a more favorable position and more likely to receive credits for an age restricted housing project that the Board has heretofore approved as a benefit to the community by Rezoning #02-18, and CPPA #01-18, St. Paul's on the Hill, given that private enterprise and investment are generally unavailable to finance projects such as that for which Wesley Housing has been approved, and

WHEREAS, this Resolution is solely for the purpose of securing Low Income Housing Tax Credits, and

WHEREAS, in the proposed Revitalization Zone Area (i) the industrial, commercial or other economic development of such area will benefit the county but such area lacks the housing needed to induce manufacturing, industrial, commercial, governmental, educational, entertainment, community development, healthcare or nonprofit enterprises or undertakings to locate or remain in such area, if not rehabilitated, is likely to deteriorate by reason that the buildings, improvements or other facilities in such area are subject to one or more of the following conditions dilapidation, obsolescence, overcrowding, inadequate ventilation, light or sanitation, excessive land coverage, deleterious land use, or faulty or otherwise inadequate

~~design, quality or condition,~~ and (ii) private enterprise and investment are not reasonably expected, without assistance, to produce the construction or rehabilitation of decent, safe and sanitary housing and supporting facilities that will meet the needs of low and moderate income persons and families in such area and will induce other persons and families to live within such area and thereby create a desirable economic mix of residents in such area,

NOW THEREFORE BE IT RESOLVED THAT the Frederick County Board of Supervisors does hereby designate the property located at 1527 Senseny Road, Winchester, Virginia, PIN 54-A-128, St. Paul's on the Hill, as a Local Housing Revitalization Area pursuant to Va. Code Ann. § 36-55.30:2.

ADOPTED, this ____ day of _____, 2018.

This resolution was approved by the following recorded vote:

| | | | |
|----------------------------------|-------|-------------------------|-------|
| Charles S. DeHaven, Jr. Chairman | _____ | Gary A. Lofton | _____ |
| J. Douglas McCarthy | _____ | Robert W. Wells | _____ |
| Shannon G. Trout | _____ | Judith McCann-Slaughter | _____ |
| Blaine P. Dunn | _____ | | |

A COPY ATTEST

Kris C. Tierney
Frederick County Administrator

**RESOLUTION OF SUPPORT
FREDERICK COUNTY BOARD OF SUPERVISORS
FOR THE ESTABLISHMENT OF A LOCAL HOUSING REVITALIZATION AREA**

Action:

BOARD OF SUPERVISORS:

WHEREAS, the Frederick County Board of Supervisors has been requested by the Wesley Housing Development Corporation of Northern Virginia (“Wesley Housing”) to designate land within the County as a Local Housing Revitalization Area, and

WHEREAS, these are areas created by resolution of the local governing body to designate areas that empower the Virginia Housing Development Authority (“VHDA”) to provide financing consistent with its mission, and

WHEREAS, such Revitalization Areas are an essential component of the VHDA’s program for the administration of Low Income Housing Tax Credits created pursuant to Va. Code Ann. § 36-55.30:2 and under regulations found at 13VAC10-180, et seq., and the Tax Cuts and Jobs Act of 2017, Pub. L. 115-97, and

WHEREAS, there is a finite pool of such credits available that are allocated on a point system, among the criteria for which is the award of additional points to an applicant whose project is located in such a Local Housing Revitalization Area and

WHEREAS, Wesley Housing, the developer, requests the designation of property located at PIN 54-A-128, to wit, St. Paul’s on the Hill Church, also known as Senseny Place, as the proposed Revitalization Area and

WHEREAS, Wesley Housing wishes to apply for such tax credits to place it in a more favorable position and more likely to receive credits for an age restricted housing project that the Board has heretofore approved as a benefit to the community by Rezoning #02-18, and CPPA #01-18, St. Paul’s on the Hill, given that private enterprise and investment are generally unavailable to finance projects such as that for which Wesley Housing has been approved, and

WHEREAS, this Resolution is solely for the purpose of securing Low Income Housing Tax Credits, and

WHEREAS, in the proposed Revitalization Area (i) the industrial, commercial or other economic development of such area will benefit the county but such area lacks the housing needed to induce manufacturing, industrial, commercial, governmental, educational, entertainment, community development, healthcare or nonprofit enterprises or undertakings to locate or remain in such area, and (ii) private enterprise and investment are not reasonably expected, without assistance, to produce the construction or rehabilitation of decent, safe and sanitary housing and supporting facilities that will meet the needs of low and moderate income persons and families in such area and will induce other persons and families to live within such area and thereby create a desirable economic mix of residents in such area,

NOW THEREFORE BE IT RESOLVED THAT the Frederick County Board of Supervisors does hereby designate the property located at 1527 Senseny Road, Winchester, Virginia, PIN 54-A-128, St. Paul's on the Hill, as a Local Housing Revitalization Area pursuant to Va. Code Ann. § 36-55.30:2.

ADOPTED, this ____ day of _____, 2018.

This resolution was approved by the following recorded vote:

| | | | |
|----------------------------------|-------|-------------------------|-------|
| Charles S. DeHaven, Jr. Chairman | _____ | Gary A. Lofton | _____ |
| J. Douglas McCarthy | _____ | Robert W. Wells | _____ |
| Shannon G. Trout | _____ | Judith McCann-Slaughter | _____ |
| Blaine P. Dunn | _____ | | |


A COPY ATTEST

Kris C. Tierney
Frederick County Administrator



MEMORANDUM

TO: Frederick County Board of Supervisors

FROM: Michael T. Ruddy, AICP, Director of Planning and Development 

RE: Request for support for St. Paul's on the Hill / Wesley Housing Development Corporation.

DATE: January 3, 2019

Frederick County has received a request from Wesley Housing Development Corporation in connection with its development of the mixed-use project at St. Paul's on the Hill Episcopal Church, located at 1527 Senseny Road.

More specifically, the request is for the Frederick County Board of Supervisors to pass a resolution designating the St. Paul's on the Hill property, PIN 54-A-128, as a local housing revitalization zone. A local housing revitalization zone is created by resolution of the local governing body pursuant to the Code of Virginia and the Virginia Housing Development Authority VHDA criteria.

Wesley Housing is seeking Low Income Tax Credits administered through the Virginia Housing Development Authority to assist with the development of this project. This designation of a local housing revitalization zone would be beneficial to the applicant as it would potentially enable the allocation of additional points to their VHDA application due to it being in such a local housing revitalization zone.

Should the Board of Supervisors desire to support this request, a draft resolution has been prepared by Mr. Foote on behalf of Wesley Housing.

Attachments:

1. Letter from John H. Foote, Walsh Colucci Lubeley & Walsh PC



**WALSH COLUCCI
LUBELEY & WALSH PC**



John H. Foote
(703) 680-4664 Ext. 5114
jfoote@thelandlawyers.com
Fax: (703) 680-2161

December 4, 2018

Kris Tierney
Frederick County Administrator
107 North Kent Street
Winchester, Virginia 22601

Rod Williams, Esq.
Frederick County Attorney
107 North Kent Street
Winchester, Virginia 22601

Re: St. Paul's on the Hill / Wesley Housing Development Corporation

Dear Kris and Rod:

As I believe you are both aware, this firm represents Wesley Housing Development Corporation ("Wesley Housing") in connection with its development of the mixed-use project at St. Paul's on the Hill Episcopal Church, located at 1527 Senseny Road. As has been discussed with the Planning Staff, and is reflected in staff reports to the Board, Wesley Housing intends to develop age-restricted, affordable housing apartments on the property. You also know that the Board has approved this project.

To do this, Wesley Housing wishes to seek Low Income Housing Tax Credits. This program is administered by the Virginia Housing Development Authority under regulations that are found at 13VAC10-180, et seq. These regulations have been significantly revised, in part as a consequence of the Federal Tax Cuts and Jobs Act of 2017, Pub. L. 115-97, and certain Consolidated Appropriations Acts. A copy of these revised regulations is attached for your ease of reference.¹

¹ The draft attached has been approved by the Governor. The regulations are also available at 33 Va. Reg. Iss. 2, September 17, 2018. <https://bit.ly/2Pi3PmH>.

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There is a finite pool of such credits available, and they are allocated on a point system.² Among the criteria for the allocation of points is the award of 15 “extra” points to an applicant whose project is located in a “local housing revitalization area” created pursuant to Va. Code Ann. § 36-55.30:2. These are areas created by resolution of the governing body in which cities and counties are authorized to designate areas that empower the VHDA to provide financing consistent with its mission.³ Among other things, the statute permits the governing body to make a determination for a given area that

the industrial, commercial or other economic development of such area will benefit the city or county but such area lacks the housing needed to induce manufacturing, industrial, commercial, governmental, educational, entertainment, community development, healthcare or nonprofit enterprises or undertakings to locate or remain in such area

and

private enterprise and investment are not reasonably expected, without assistance, to produce the construction or rehabilitation of decent, safe and sanitary housing and supporting facilities that will meet the needs of low and moderate income persons and families in such area and will induce other persons and families to live within such area and thereby create a desirable economic mix of residents in such area.

Va. Code Ann. § 36-55.30:2(A)(i)(b) and (ii).

Wesley Housing would, therefore, respectfully request the Frederick County Board of Supervisors to pass a resolution pursuant to the foregoing statutory authority for a limited area that would include only the property at PIN 54-A-128 as a local housing revitalization area.

This would permit Wesley Housing to seek the tax credits that are available, to place it in a more favorable position than would otherwise be the case, and thus to make it more likely that a project that the Board has now blessed as a benefit to the community would actually come to

² Frederick County is in the Northwest / North Central Virginia Area Pool, to which only 9.20% of the total of Virginia’s tax credit allocation is available.

³ The Regulations permit “a qualified census tract or federal targeted area, both as defined in the IRC, deemed under § 36-55.30:2 of the Code of Virginia to be designated as a revitalization area without adoption of a resolution” to be awarded 10 additional points (13VAC10-180-60), but if the locality has adopted that resolution the zone qualifies for the 15 points.

Kris Tierney
Rod Williams
December 4, 2018
Page | 3

life. It should come as no surprise that without the kind of assistance that the VHDA can provide, and without the tax credits that are potentially available, private enterprise and investment are hard pressed to finance projects such as those to which Wesley Housing is committed. Every advantage is of great benefit.

We would greatly appreciate it if you would present this concept to the Board to determine if it is willing to pursue further discussions of the matter. We have attached a draft resolution for your consideration if the staff and Board are so inclined.

Needless to say, we stand prepared to answer any questions you may have, and provide any assistance. Please let me know what further you require.

Thank you as always for your kind and courteous assistance.

Very truly yours,

WALSH, COLUCCI,
LUBELEY & WALSH, P.C.



John H. Foote

JHF/jf

cc: Rosa Estrada, Wesley Housing Development Corporation
Mike Ruddy, Planning Director

**RESOLUTION OF SUPPORT
FREDERICK COUNTY BOARD OF SUPERVISORS
FOR THE ESTABLISHMENT OF A LOCAL HOUSING REVITALIZATION ZONE**

Action:

BOARD OF SUPERVISORS:

WHEREAS, the Frederick County Board of Supervisors has been requested by the Wesley Housing Development Corporation (“Wesley Housing”) to designate land within the County as a Local Housing Revitalization Area; and

WHEREAS, these are areas created by resolution of the local governing body to designate areas that empower the Virginia Housing Development Authority (“VHDA”) to provide financing consistent with its mission; and

WHEREAS, such Revitalization Areas are an essential component of the VHDA’s program for the administration of Low Income Housing Tax Credits created pursuant to Va. Code Ann. § 36-55.30:2 and under regulations found at 13VAC10-180, et seq., and the Tax Cuts and Jobs Act of 2017, Pub. L. 115-97; and

WHEREAS, there is a finite pool of such credits available that are allocated on a point system, among the criteria for which is the award of 15 additional points to an applicant whose project is located in such a Local Housing Revitalization Area; and

WHEREAS, Wesley Housing requests the designation of property located at PIN 54-A-128, to wit, St. Paul’s on the Hill Church, as the proposed Revitalization Area (the “Development”); and

WHEREAS, Wesley Housing wishes to apply for such tax credits to place it in a more favorable position and more likely to receive credits for an age restricted housing project that the Board has heretofore approved as a benefit to the community by Rezoning #02-18; and CPPA #01-18, St. Paul’s on the Hill, given that private enterprise and investment are generally unavailable to finance projects such as that for which Wesley Housing has been approved; and

WHEREAS, the above-referenced Development is located in a Revitalization Area in the County of Frederick, Virginia; and the Revitalization Area is (i) blighted, deteriorated, deteriorating or, if not rehabilitated, is likely to deteriorate by reason that the buildings, improvements or other facilities in such area are subject to one or more of the following conditions dilapidation, obsolescence, overcrowding, inadequate ventilation, light or sanitation, excessive land coverage, deleterious land use, or faulty or otherwise inadequate design, quality or condition, and (ii) private enterprise and investment are not reasonably expected, without assistance, to produce the construction or rehabilitation of decent, safe and sanitary housing and supporting facilities that will meet the needs of low and moderate income persons and families in such area and will induce other persons and families to live within such area and thereby create a desirable economic mix of residents in such area,

NOW THEREFORE BE IT RESOLVED THAT the Frederick County Board of Supervisors does hereby designate the property located at PIN 54-A-128, St. Paul's on the Hill, as a Local Housing Revitalization Area pursuant to Va. Code Ann. § 36-55.30:2.

ADOPTED, this ____ day of _____, 2018.

This resolution was approved by the following recorded vote:

| | | | |
|----------------------------------|-------|-------------------------|-------|
| Charles S. DeHaven, Jr. Chairman | _____ | Gary A. Lofton | _____ |
| J. Douglas McCarthy | _____ | Robert W. Wells | _____ |
| Shannon G. Trout | _____ | Judith McCann-Slaughter | _____ |
| Blain P. Dunn | _____ | | |

A COPY ATTEST

Kris C. Tierney
Frederick County Administrator

REGULATIONS

VOL. 35 ISS. 2 - SEPTEMBER 17, 2018

TITLE 13. HOUSING

VIRGINIA HOUSING DEVELOPMENT AUTHORITY

Chapter 180

Proposed Regulation

« Previous | Next » | Table of Contents »

REGISTRAR'S NOTICE: The Virginia Housing Development Authority is claiming an exemption from the Administrative Process Act (§ 2.2-4000 et seq. of the Code of Virginia) pursuant to § 2.2-4002 A 4 of the Code of Virginia.

Title of Regulation: 13VAC10-180. Rules and Regulations for Allocation of Low-Income Housing Tax Credits (amending 13VAC10-180-50, 13VAC10-180-60, 13VAC10-180-70, 13VAC10-180-90, 13VAC10-180-110).

Statutory Authority: § 36-55.30:3 of the Code of Virginia.

Public Hearing Information:

September 26, 2018 - 10 a.m. - Virginia Housing Development Authority, 601 South Belvidere Street, Richmond, VA 23220

Public Comment Deadline: September 26, 2018.

Agency Contact: Paul M. Brennan, Chief Counsel, Virginia Housing Development Authority, 601 South Belvidere Street, Richmond, VA 23220, telephone (804) 343-5798, FAX (804) 833-8344, or email paul.brennan@vhda.com.

Summary:

The proposed amendments (i) require a first leasing preference to individuals in certain identified target populations, having rental assistance from the Commonwealth and referred to the development by approved referring agents, in lieu of points previously awarded for a similar leasing preference; (ii) require applicants to waive his right to pursue a qualified contract and bar applicants having participated in a qualified contract or planned foreclosure in Virginia; (iii) add a baseline energy performance requirement and provide points for additional green building certifications; (iv) approve the use of income averaging, subject to limitations; (v) create an innovation pool in which developments having innovative aspects may compete prior to the traditional competitive process; (vi) restructure the accessible supportive housing pool and require that owners have a supportive housing certification and complete the authority's supportive housing certification; (vii) restructure the revitalization area point category, including providing points for certain deals in opportunity zones; (viii) revise the cost limits for developments by creating a per-square-foot cost limit that is localized and remove the land and acquisition cost from such calculation; (ix) revise maximum allowable developer's fees; (x) require a general contractor's cost certification; (xi) require a physical needs assessment for rehabilitation developments; (xii) require a Phase I environmental site assessment; (xiii) eliminate points for developments with fewer than 100 units; (xiv) require a site visit by authority staff as part of application review; (xv) provide that a prior award of credits to be refreshed in exchange for principals not being permitted to compete in the following year's competitive application process; (xvi) limit requests for additional credits to no more than 10% of the original award of credits, otherwise the applicant must return prior award and re-compete; (xvii) provide that owners seeking both 9.0% and 4.0% credits for a combined transaction must meet with authority staff in advance of application submission, that the two developments must be physically separate, and provide points for such combined applications in the scoring of the 4.0% application; (xviii) provide points for rent and income set-asides for units at the 30% of area median income level that are not subsidized by project-based vouchers; (xix) broaden the subsidized funding points category; (xx) simplify the calculation of points for developments constructed using brick and other low-maintenance materials; (xxi) revise or provide amenity item points for multiple items, including dehumidification systems, Internet service, bath vent fans, solid core interior doors, fire prevention features, USB charging ports, LED lighting, ledges at entry doors, and balconies; (xxii) eliminate amenity item points for multiple items, including certain energy efficiency items that are duplicative in light of the new energy efficiency threshold requirements and for emergency call systems; (xxiii) reduce points awarded to developments for having real estate tax abatements; (xxiv) give the authority the ability to remove basis boost if it determines the development is feasible without such basis boost; (xxv) remove penalty points for certain minor infractions; (xxvi) provide that the analyst preparing the market study must meet the authority's qualifications; (xxvii) expand the type of project-based rental assistance or subsidy that can receive bonus points in the local housing authority pool; and (xxviii) make other miscellaneous administrative clarification changes.

13VAC10-180-50. Application.

Prior to submitting an application for reservation, applicants shall submit on such form as required by the executive director, the letter for authority signature by which the authority shall notify the chief executive officers (or the equivalent) of the local jurisdictions in which the developments are to be located to provide such officers a reasonable opportunity to comment on the developments.

Application for a reservation of credits shall be commenced by filing with the authority an application, on such form or forms as the executive director may from time to time prescribe or approve, together with such documents and additional information (including, without limitation, a

market study that is prepared by a housing market analyst that meets the authority's requirements for an approved analyst, as set forth on the application form, instructions, or other communication available to the public, that shows adequate demand for the housing units to be produced by the applicant's proposed development) as may be requested by the authority in order to comply with the IRC and this chapter and to make the reservation and allocation of credits in accordance with this chapter. The executive director may reject any application from consideration for a reservation or allocation of credits if in such application the applicant does not provide the proper documentation or information on the forms prescribed by the executive director. In addition to the market study contained in the application, the authority may conduct its own analysis of the demand for the housing units to be produced by each applicant's proposed development.

All sites in an application for a scattered site development may only serve one primary market area. If the executive director determines that the sites subject to a scattered site development are served by different primary market areas, separate applications for credits must be filed for each primary market area in which scattered sites are located within the deadlines established by the executive director.

The application should include a breakdown of sources and uses of funds sufficiently detailed to enable the authority to ascertain what costs will be incurred and what will comprise the total financing package, including the various subsidies and the anticipated syndication or placement proceeds that will be raised. The following cost information, if applicable, needs to be included in the application to determine the feasible credit amount: site acquisition costs, site preparation costs, construction costs, construction contingency, general contractor's overhead and profit, architect and engineer's fees, permit and survey fees, insurance premiums, real estate taxes during construction, title and recording fees, construction period interest, financing fees, organizational costs, rent-up and marketing costs, accounting and auditing costs, working capital and operating deficit reserves, syndication and legal fees, development fees, and other costs and fees. All applications seeking credits for rehabilitation of existing units must provide for contractor construction costs of at least \$10,000 per unit for developments financed with tax-exempt bonds and \$15,000 per unit for all other developments.

Any application that exceeds the cost limits ~~set forth~~ described below in subdivisions 1, 2, and 3 shall be rejected from further consideration hereunder and shall not be eligible for any reservation or allocation of credits.

~~1. Inner Northern Virginia. The Inner Northern Virginia region shall consist of Arlington County, Fairfax County, City of Alexandria, City of Fairfax, and City of Falls Church. The total development cost of proposed developments in the Inner Northern Virginia region may not exceed (i) for new construction or adaptive reuse: \$387,809 per unit plus up to an additional \$43,090 per unit if the proposed development contains underground or structured parking for each unit or (ii) for acquisition/rehabilitation: \$338,564 per unit.~~

~~2. Prince William County, Loudoun County, Fauquier County, Manassas City, and Manassas Park City. The total development cost of proposed developments in Prince William County, Loudoun County, Fauquier County, Manassas City, and Manassas Park City may not exceed (i) for new construction or adaptive reuse: \$288,087 per unit plus up to an additional \$43,090 per unit if the proposed development contains underground or structured parking for each unit or (ii) for acquisition/rehabilitation: \$203,138 per unit.~~

~~3. Balance of state. The total development cost of proposed developments in the balance of the state may not exceed (i) for new construction or adaptive reuse: \$215,450 per unit plus up to an additional \$43,090 per unit if the proposed development contains underground or structured parking for each unit or (ii) for acquisition/rehabilitation: \$166,204 per unit.~~

~~Costs, subject to a per unit limit set by the executive director, attributable to equipping units with electrical and plumbing hook-ups for dehumidification systems and attributable to installing approved dehumidification systems will not be included in the calculation of the above per unit cost limits.~~

~~The cost limits in subdivisions 1, 2, and 3 above are 2015 fourth quarter base amounts. The cost limits shall be adjusted annually beginning in the fourth quarter of 2016 by the authority in accordance with Marshall & Swift cost factors for such quarter, and the adjusted~~ The authority will at least annually establish per-square-foot cost limits based upon historical cost data of tax credit developments in the Commonwealth. Such limits will be indicated on the application form, instructions, or other communication available to the public. The cost limits will be established for new construction, rehabilitation, and adaptive reuse development types. The authority will establish geographic limits utilizing Marshall & Swift cost factors. For the purpose of determining compliance with the cost limits, the value of a development's land and acquisition costs will not be included in total development cost. Compliance with cost limits will be determined both at the time of application and also at the time the authority issues the IRS Form 8609, with the higher of the two limits being applicable at the time of IRS Form 8609 issuance.

~~Each application shall include plans and specifications or, in the case of rehabilitation for which plans will not be used, a unit-by-unit work write-up for such rehabilitation with certification in such form and from such person satisfactory to the executive director as to the completion of such plans or specifications or work write-up.~~

In the case of rehabilitation, the application must include a physical needs assessment in such form and substance and prepared by such person satisfactory to the executive director pursuant to the authority's requirements as set forth on the application form, instructions, or other communication available to the public.

Each application must include an environmental site assessment (Phase I) in such form and substance and prepared by such person satisfactory to the executive director pursuant to the authority's requirements as set forth on the application form, instructions, or other communication available to the public.

Each application shall include evidence of (i) sole fee simple ownership of the site of the proposed development by the applicant, (ii) lease of such site by the applicant for a term exceeding the compliance period (as defined in the IRC) or for such longer period as the applicant represents in the application that the development will be held for occupancy by low-income persons or families, or (iii) right to acquire or lease such site pursuant to a valid and binding written option or contract between the applicant and the fee simple owner of such site for a period extending at least four months beyond any application deadline established by the executive director, provided that such option or contract shall have no conditions within the discretion or control of such owner of such site. Any contract for the acquisition of a site with existing residential property may not require an empty building as a condition of such contract, unless relocation assistance is provided to displaced households, if any, at such level required by the authority. A contract that permits the owner to continue to market the property, even if the applicant has a right of first refusal, does not constitute the requisite site control required in clause (iii) above. No application shall be considered for a reservation or allocation of credits unless such evidence is submitted with the application and the authority determines that the applicant owns, leases, or has the right to acquire or lease the site of the proposed development as described in the preceding sentence. In the case of acquisition and rehabilitation of developments funded by Rural Development of the U.S. Department of Agriculture (Rural Development), any site control document subject to approval of the partners of the seller does not need to be approved by all partners of the seller if the general partner of the seller executing the site control document provides (i) an attorney's opinion that such general partner has the authority to enter into the site control document and such document is binding on the seller or (ii) a letter from the existing syndicator indicating a willingness to secure the necessary partner approvals upon the reservation of credits.

Each application shall include written evidence satisfactory to the authority (i) of proper zoning or special use permit for such site or (ii) that no zoning requirements or special use permits are applicable.

Each application shall include, in a form ~~or forms~~ required by the executive director, a certification of previous participation listing all developments receiving an allocation of tax credits under § 42 of the IRC in which the ~~principal or~~ principals have or had an ownership or participation interest, the location of such developments, the number of residential units and low-income housing units in such developments and such other information as more fully specified by the executive director. Furthermore, for any such development, the applicant must indicate whether the appropriate state housing credit agency has ever filed a Form 8823 with the IRS reporting noncompliance with the requirements of the IRC and that such noncompliance had not been corrected at the time of the filing of such Form 8823. The executive director may reject any application from consideration for a reservation or allocation of credits unless the above information is submitted with the application. If, after reviewing the above information or any other information available to the authority, the executive director determines that the ~~principal or~~ principals do not have the experience, financial capacity and predisposition to regulatory compliance necessary to carry out the responsibilities for the acquisition, construction, ownership, operation, marketing, maintenance and management of the proposed development or the ability to fully perform all the duties and obligations relating to the proposed development under law, regulation and the reservation and allocation documents of the authority or if an applicant is in substantial noncompliance with the requirements of the IRC, the executive director may reject applications by the applicant. No application will be accepted from any applicant with a principal that has or had an ownership or participation interest in a development at the time the authority reported such development to the IRS as no longer in compliance and is no longer participating in the federal low-income housing tax credit program.

Each application shall include, in a form ~~or forms~~ required by the executive director, a certification that the design of the proposed development meets all applicable amenity and design requirements required by the executive director for the type of housing to be provided by the proposed development.

The application should include pro forma financial statements setting forth the anticipated cash flows during the credit period as defined in the IRC. The application shall include a certification by the applicant as to the full extent of all federal, state and local subsidies that apply (or that the applicant expects to apply) with respect to each building or development. The executive director may also require the submission of a legal opinion or other assurances satisfactory to the executive director as to, among other things, compliance of the proposed development with the IRC and a certification, together with an opinion of an independent certified public accountant or other assurances satisfactory to the executive director, setting forth the calculation of the amount of credits requested by the application and certifying, among other things, that under the existing facts and circumstances the applicant will be eligible for the amount of credits requested.

Each applicant shall commit in the application to provide relocation assistance to displaced households, if any, at such level required by the executive director. Each applicant shall commit in the application to use a property management company certified by the executive director to manage the proposed development.

Unless prohibited by an applicable federal subsidy program, each applicant shall commit in the application to provide a leasing preference to individuals (i) in a target population identified in a memorandum of understanding between the authority and one or more participating agencies of the Commonwealth, (ii) having a voucher or other binding commitment for rental assistance from the Commonwealth, and (iii) referred to the development by a referring agent approved by the authority. The leasing preference shall not be applied to more than 10% of the units in the

development at any given time. The applicant may not impose more restrictive tenant selection criteria or leasing terms with respect to individuals receiving this preference.

Each applicant shall commit in the application not to require an annual minimum income requirement that exceeds the greater of \$3,600 or 2.5 times the portion of rent to be paid by tenants receiving rental assistance.

Each applicant shall commit in the application to waive its right to request to terminate the extended low-income housing commitment through the qualified contract process, as described in the IRC. Further, any application submitted by an applicant containing a principal that was a principal in an owner that has previously requested, on or after January 1, 2019, a qualified contract in the Commonwealth (regardless of whether the extended low-income housing commitment was terminated through such process) shall be rejected from further consideration and shall not be eligible for any reservation or allocation of credits.

Any application submitted by an applicant containing a principal that was a principal in an owner that has, in the authority's determination, previously participated, on or after January 1, 2019, in a foreclosure in Virginia (or instrument in lieu of foreclosure) that was part of an arrangement a purpose of which was to terminate an extended low-income housing commitment (regardless whether the extended low-income housing commitment was terminated through such foreclosure or instrument) shall be rejected from further consideration and shall not be eligible for any reservation or allocation of credits.

If an applicant submits an application for reservation or allocation of credits that contains a material misrepresentation or fails to include information regarding developments involving the applicant that have been determined to be out of compliance with the requirements of the IRC, the executive director may reject the application or stop processing such application upon discovery of such misrepresentation or noncompliance and may prohibit such applicant from submitting applications for credits to the authority in the future.

In any situation in which the executive director deems it appropriate, he may treat two or more applications as a single application. Only one application may be submitted for each location.

The executive director may establish criteria and assumptions to be used by the applicant in the calculation of amounts in the application, and any such criteria and assumptions may be indicated on the application form, instructions or other communication available to the public.

The executive director may prescribe such deadlines for submission of applications for reservation and allocation of credits for any calendar year as he shall deem necessary or desirable to allow sufficient processing time for the authority to make such reservations and allocations. If the executive director determines that an applicant for a reservation of credits has failed to submit one or more mandatory attachments to the application by the reservation application deadline, he may allow such applicant an opportunity to submit such attachments within a certain time established by the executive director with a 10-point scoring penalty per item.

After receipt of the applications local notification information data, if necessary, the authority shall notify the chief executive officers (or the equivalent) of the local jurisdictions in which the developments are to be located and shall provide such officers a reasonable opportunity to comment on the developments.

The development for which an application is submitted may be, but shall not be required to be, financed by the authority. If any such development is to be financed by the authority, the application for such financing shall be submitted to and received by the authority in accordance with its applicable rules and regulations.

The authority may consider and approve, in accordance herewith, both the reservation and the allocation of credits to buildings or developments that the authority may own or may intend to acquire, construct ~~and/or~~ or rehabilitate.

Any application seeking an additional reservation of credits for a development in excess of 10% of an existing reservation of credits for such development shall be rejected from further consideration hereunder and shall not be eligible for any reservation or allocation of credits pursuant to such application. However, such applicant may execute a consent to cancellation for such existing reservation and submit a new application for the aggregate amount of the existing reservation and any desired increase.

13VAC10-180-60. Review and selection of applications; reservation of credits.

The executive director may divide the amount of credits into separate pools and each separate pool may be further divided into separate tiers. The division of such pools and tiers may be based upon one or more of the following factors: geographical areas of the state; types or characteristics of housing, construction, financing, owners, occupants, or source of credits; or any other factors deemed appropriate by him to best meet the housing needs of the Commonwealth.

An amount, as determined by the executive director, not less than 10% of the Commonwealth's annual state housing credit ceiling for credits, shall be available for reservation and allocation to buildings or developments with respect to which the following requirements are met:

1. A "qualified nonprofit organization" (as described in § 42(h)(5)(C) of the IRC) that is authorized to do business in Virginia and is determined by the executive director, on the basis of such relevant factors as he shall consider appropriate, to be substantially based or active in the community of

the development and is to materially participate (regular, continuous and substantial involvement as determined by the executive director) in the development and operation of the development throughout the "compliance period" (as defined in § 42(i)(1) of the IRC); and

2. (i) The "qualified nonprofit organization" described in the preceding subdivision 1 is to own (directly or through a partnership), prior to the reservation of credits to the buildings or development, all of the general partnership interests of the ownership entity thereof; (ii) the executive director of the authority shall have determined that such qualified nonprofit organization is not affiliated with or controlled by a for-profit organization; (iii) the executive director of the authority shall have determined that the qualified nonprofit organization was not formed by one or more individuals or for-profit entities for the principal purpose of being included in any nonprofit pools (as defined below) established by the executive director, and (iv) the executive director of the authority shall have determined that no staff member, officer or member of the board of directors of such qualified nonprofit organization will materially participate, directly or indirectly, in the proposed development as a for-profit entity.

In making the determinations required by the preceding subdivision 1 and clauses (ii), (iii) and (iv) of ~~this subdivision 2 of this section~~, the executive director may apply such factors as he deems relevant, including, ~~without limitation~~, the past experience and anticipated future activities of the qualified nonprofit organization, the sources and manner of funding of the qualified nonprofit organization, the date of formation and expected life of the qualified nonprofit organization, the number of paid staff members and volunteers of the qualified nonprofit organization, the nature and extent of the qualified nonprofit organization's proposed involvement in the construction or rehabilitation and the operation of the proposed development, the relationship of the staff, directors or other principals involved in the formation or operation of the qualified nonprofit organization with any persons or entities to be involved in the proposed development on a for-profit basis, and the proposed involvement in the construction or rehabilitation and operation of the proposed development by any persons or entities involved in the proposed development on a for-profit basis. The executive director may include in the application of the foregoing factors any other nonprofit organizations that, in his determination, are related (by shared directors, staff or otherwise) to the qualified nonprofit organization for which such determination is to be made.

For purposes of the foregoing requirements, a qualified nonprofit organization shall be treated as satisfying such requirements if any qualified corporation (as defined in § 42(h)(5)(D)(ii) of the IRC) in which such organization (by itself or in combination with one or more qualified nonprofit organizations) holds 100% of the stock satisfies such requirements.

The applications shall include such representations and warranties and such information as the executive director may require in order to determine that the foregoing requirements have been satisfied. In no event shall more than 90% of the Commonwealth's annual state housing credit ceiling for credits be available for developments other than those satisfying the preceding requirements. The executive director may establish such pools (nonprofit pools) of credits as he may deem appropriate to satisfy the foregoing requirement. If any such nonprofit pools are so established, the executive director may rank the applications therein and reserve credits to such applications before ranking applications and reserving credits in other pools, and any such applications in such nonprofit pools not receiving any reservations of credits or receiving such reservations in amounts less than the full amount permissible hereunder (because there are not enough credits then available in such nonprofit pools to make such reservations) shall be assigned to such other pool as shall be appropriate hereunder; provided, however, that if credits are later made available (pursuant to the IRC or as a result of either a termination or reduction of a reservation of credits made from any nonprofit pools or a rescission in whole or in part of an allocation of credits made from such nonprofit pools or otherwise) for reservation and allocation by the authority during the same calendar year as that in which applications in the nonprofit pools have been so assigned to other pools as described above, the executive director may, in such situations, designate all or any portion of such additional credits for the nonprofit pools (or for any other pools as he shall determine) and may, if additional credits have been so designated for the nonprofit pools, reassign such applications to such nonprofit pools, rank the applications therein and reserve credits to such applications in accordance with the IRC and this chapter. In the event that during any round (as authorized hereinbelow) of application review and ranking the amount of credits reserved within such nonprofit pools is less than the total amount of credits made available therein, the executive director may either (i) leave such unreserved credits in such nonprofit pools for reservation and allocation in any subsequent round ~~or rounds~~ or (ii) redistribute, to the extent permissible under the IRC, such unreserved credits to such other ~~pool or~~ pools as the executive director shall designate reservations therefore in the full amount permissible hereunder (which applications shall hereinafter be referred to as "excess qualified applications") or (iii) carry over such unreserved credits to the next succeeding calendar year for the inclusion in the state housing credit ceiling (as defined in § 42(h)(3)(C) of the IRC) for such year. Notwithstanding anything to the contrary herein, no reservation of credits shall be made from any nonprofit pools to any application with respect to which the qualified nonprofit organization has not yet been legally formed in accordance with the requirements of the IRC. In addition, no application for credits from any nonprofit pools or any combination of pools may receive a reservation or allocation of annual credits in an amount greater than \$950,000 unless credits remain available in such nonprofit pools after all eligible applications for credits from such nonprofit pools receive a reservation of credits.

Notwithstanding anything to the contrary herein, applicants relying on the experience of a local housing authority for developer experience points described hereinbelow ~~and/or~~ or using Hope VI funds from HUD in connection with the proposed development shall not be eligible to receive a reservation of credits from any nonprofit pools.

The authority shall review each application, and, based on the application and other information available to the authority, shall assign points to each application as follows:

1. Readiness. ~~a. Written evidence satisfactory to the authority of unconditional approval by local authorities of the plan of development or site plan for the proposed development or that such approval is not required. (40 points; applicants receiving points under this subdivision 1 a are not eligible for points under subdivision 5 a below)~~

~~b. For applications submitted prior to January 1, 2016, written evidence satisfactory to the authority (i) of proper zoning or special use permit for such site or (ii) that no zoning requirements or special use permits are applicable. (40 points)~~

2. Housing needs characteristics.

a. Submission of the form prescribed by the authority with any required attachments, providing such information necessary for the authority to send a letter addressed to the current chief executive officer (or the equivalent) of the locality in which the proposed development is located, soliciting input on the proposed development from the locality within the deadlines established by the executive director. (minus 50 points for failure to make timely submission)

b. A letter in response to its notification to the chief executive officer of the locality in which the proposed development is to be located opposing the allocation of credits to the applicant for the development. In any such letter, the chief executive officer must certify that the proposed development is not consistent with current zoning or other applicable land use regulations. Any such letter must also be accompanied by a legal opinion of the locality's attorney opining that the locality's opposition to the proposed development does not have a discriminatory intent or a discriminatory effect (as defined in 24 CFR 100.500(a)) that is not supported by a legally sufficient justification (as defined in 24 CFR 100.500(b)) in violation of the Fair Housing Act (Title VIII of the Civil Rights Act of 1968, as amended) and the HUD implementing regulations. (minus 25 points)

c. Any proposed development that is to be located in a revitalization area meeting the requirements of § 36-55.30:2 A of the Code of Virginia, ~~(40 points)~~ or within an opportunity zone designated by the Commonwealth pursuant to the Federal Tax Cuts and Jobs Act of 2017, as follows: (i) in a qualified census tract or federal targeted area, both as defined in the IRC, deemed under § 36-55.30:2 of the Code of Virginia to be designated as a revitalization area without adoption of a resolution (10 points); (ii) in any redevelopment area, conservation area, or rehabilitation area created or designated by the city or county pursuant to Chapter 1 (§ 36-1 et seq.) of Title 36 of the Code of Virginia and deemed under § 36-55.30:2 to be designated as a revitalization area without adoption of a further resolution (10 points); (iii) in a revitalization area designated by resolution adopted pursuant to the terms of § 36-55.30:2 (15 points); (iv) in a local housing rehabilitation zone created by an ordinance passed by the city, county, or town and deemed to meet the requirements of § 36-55.30:2 pursuant to § 36-55.64 G of the Code of Virginia (15 points); and (v) in an opportunity zone and having a binding commitment of funding acceptable to the executive director pursuant to requirements as set forth on the application form, instructions, or other communication available to the public. (20 points). If the development is located in more than one such area, only the highest applicable points will be awarded, that is, points in this subdivision c are not cumulative.

d. Commitment by the applicant for any development without section 8 project-based assistance to give leasing preference to individuals and families (i) on public housing waiting lists maintained by the local housing authority operating in the locality in which the proposed development is to be located and notification of the availability of such units to the local housing authority by the applicant or (ii) on section 8 (as defined in 13VAC10-180-90) waiting lists maintained by the local or nearest section 8 administrator for the locality in which the proposed development is to be located and notification of the availability of such units to the local section 8 administrator by the applicant. (5 points)

e. ~~Any of the following: (i) firm financing commitment(s) from the local government, local housing authority, Federal Home Loan Bank affordable housing funds, Virginia Housing Trust Fund, funding from VOICE for projects located in Prince William County and donations from unrelated private foundations that have filed an IRS Form 990 (or a variation of such form) or Rural Development for a below market rate loan or grant; (ii) a resolution passed by the locality in which the proposed development is to be located committing such financial support to the development in a form approved by the authority; (iii) a commitment to donate land, buildings or tap fee waivers from the local government; or (iv) a commitment to donate land (including a below market rate land lease) from an entity that is not a principal in the applicant (the donor being the grantee of a right of first refusal or purchase option, with no ownership interest in the applicant, shall not make the donor a principal in the applicant). Any nonfederal funding source, as evidenced by a binding commitment or letter of intent, that is used to reduce the credit request. Loans must be below market-rate (the one-year London Interbank Offered Rate (LIBOR) rate at the time of commitment) or cash-flow only to be eligible for points. Financing from the authority and market rate permanent financing sources are not eligible. Funding from the Federal Home Loan Bank is eligible. (The amount of such financing funding, dollar value of local support, or value of donated land (including a below market rate land lease) will be determined by the executive director and divided by the total development sources of funds and the proposed development cost. The applicant receives two points for each percentage point up to a maximum of 40 points.)~~

f. Any development subject to (i) HUD's Section 8 or Section 236 program or (ii) Rural Development's 515 program, at the time of application. (20 points, unless the applicant is or has any common interests with the current owner, directly or indirectly, the application will only qualify for these points if the applicant waives all rights to any developer's fee on acquisition and any other fees associated with the acquisition and rehabilitation ~~(or rehabilitation only)~~ of the development unless permitted by the executive director for good cause.)

g. Any development receiving ~~(i) a real estate tax abatement on the increase in the value of the development or (ii) new project-based subsidy from HUD or Rural Development for the greater of five units or 10% of the units of the proposed development. (40 (5 points)~~

~~h. Any proposed elderly development located in a census tract that has less than a 10% poverty rate (based upon Census Bureau data) (25 points). Effective January 1, 2018, any proposed elderly development located in a census tract that has less than a 12% poverty rate (based upon Census Bureau data) (20 points); any proposed elderly development located in a census tract that has less than a 3.0% poverty rate (based upon Census Bureau data) (30 points).~~

~~i. Any proposed family development located in a census tract that has less than a 10% poverty rate (based upon Census Bureau data) (25 points). Effective January 1, 2018, any proposed family development located in a census tract that has less than a 12% poverty rate (based upon Census Bureau data) (20 points); any proposed family development located in a census tract that has less than a 3.0% poverty rate (based upon Census Bureau data) (30 points).~~

h. Any development receiving new project-based subsidy from HUD or Rural Development for the greater of five units or 10% of the units of the proposed development. (10 points)

i. Any proposed elderly or family development located in a census tract that has less than a 3.0% poverty rate based upon Census Bureau data (30 points); less than a 10% poverty rate based upon Census Bureau data (25 points); or less than a 12% poverty rate based upon Census Bureau data (20 points).

j. Any proposed development listed in the top 25 developments identified by Rural Development as high priority for rehabilitation at the time the application is submitted to the authority (15 points).

k. Any proposed new construction development (including adaptive reuse and rehabilitation that creates additional rental space) located in a pool identified by the authority as a pool with little or no increase in rent-burdened population. ~~(up (Up to minus 20 points, depending upon the portion of the development that is additional rental space, in all pools except the at-large pool, 0 points in the at-large pool; the executive director may make exceptions in the following circumstances:~~

- (1) Specialized types of housing designed to meet special needs that cannot readily be addressed utilizing existing residential structures;
- (2) Housing designed to serve as a replacement for housing being demolished through redevelopment; or
- (3) Housing that is an integral part of a neighborhood revitalization project sponsored by a local housing authority.)

l. Any proposed new construction development (including adaptive reuse and rehabilitation that creates additional rental space) that is located in a pool identified by the authority as a pool with an increasing rent-burdened population. ~~(up (Up to 20 points, depending upon the portion of the development that is additional rental space, in all pools except the at-large pool, 0 points in the at-large pool).~~

3. Development characteristics.

a. Evidence satisfactory to the authority documenting the quality of the proposed development's amenities as determined by the following:

(1) The following points are available for any application:

(a) If a ~~community/meeting community~~ room with a minimum of 749 square feet is provided. (5 points) Community rooms receiving points under this subdivision 3 a (1) (a) may not be used for commercial purposes. ~~Effective January 1, 2018, provided~~ Provided that the cost of the community room is not included in eligible basis, the owner may conduct, or contract with a nonprofit provider to conduct, programs or classes for tenants and members of the community in the community room, so long as (i) tenants compose at least one-third of participants, with first preference given to tenants above the one-third minimum; (ii) no program or class may be offered more than five days per week; (iii) no individual program or class may last more than eight hours per day, and all programs and class sessions may not last more than 10 hours per day in the aggregate; (iv) cost of attendance of the program or class must be below market rate with no profit from the operation of the class or program being generated for the owner (owner may also collect an amount of ~~for~~ reimbursement of supplies and clean-up costs); (v) the community room must be available for use by tenants when programs and classes are not offered, subject to reasonable "quiet hours" established by owner; and (vi) any owner offering programs or classes must provide an annual certification to the authority that it is in compliance with such requirements, with failure to comply with these requirements resulting in a 10-point penalty for three years from the date of such noncompliance for principals in the owner.

(b) If the exterior walls are constructed using ~~the following materials: (i) Brick~~ brick or other similar low-maintenance material approved by the authority (as indicated on the application form, instructions, or other communication available to the public) covering ~~30% or more of the exterior walls 25% or greater, up to and including 85%, of the exterior walls of the development. For purposes of making such coverage calculation, the triangular gable end area, doors, windows, knee walls, columns, retaining walls, and any features that are not a part of the façade are excluded from the denominator. Community buildings are included in the foregoing coverage calculations. (Zero points if coverage is less than 25%; 10 points if coverage is at least 25%, and an additional 15 points is available on a sliding scale if coverage is greater than 25% up to and including 85% coverage. No additional points if coverage is greater than 85%).~~ (40 points) and

(ii) If subdivision 3 a (1) (b) (i) above is met, an additional one-fifth point for each percent of exterior wall brick or other similar low-maintenance material approved by the authority (as indicated on the application form, instructions, or other communication available to the public) in excess of 30%. (maximum 10 points) and

(iii) If subdivision 3 a (1) (b) (i) above is met, an additional one-tenth point for each percent of exterior wall covered by fiber-cement board. (maximum 7 points)

(c) If all kitchen and laundry appliances (except range hoods) meet the EPA's Energy Star qualified program requirements. (5 points)

(d) If all the windows and glass doors are Energy Star labeled for the North-Central Zone or are National Fenestration Rating Council (NFRC) labeled with a maximum U-Factor of 0.27 and maximum solar heat gain coefficient (SHGC) of 0.40. (5 points)

(e) If every unit in the development is heated and cooled with either (i) heat pump equipment with both a seasonal energy efficiency ratio (SEER) rating of 15.0 or more and a heating seasonal performance factor (HSPF) rating of 8.5 or more or (ii) air conditioning equipment with a SEER rating of 15.0 or more, combined with a gas furnace with an annual fuel utilization efficiency (AFUE) rating of 90% or more. (10 points)

(f) (c) If the water expense is submetered (the tenant will pay monthly or bimonthly bill). (5 points)

(g) (d) If points are not awarded pursuant to subdivision 3 f below for optional certification, if each bathroom contains only WaterSense labeled toilets, faucets and showerheads. (2 (3 points)

(h) (e) If each unit is provided with the necessary infrastructure for high-speed Internet or broadband service. (1 point)

(i) If all the water heaters have an energy factor greater than or equal to 67% for gas water heaters or greater than or equal to 93% for electric water heaters; or any centralized commercial system that has an efficiency performance rating equal to or greater than 95%, or any solar thermal system that meets at least 60% of the development's domestic hot water load. If free Wi-Fi access is provided in the community room and such access is restricted to resident only usage. (4 points) If each unit is provided with free individual high-speed Internet access. (6 points, 8 points if such access is Wi-Fi). (5 points)

(j) If each bathroom is equipped with a WaterSense labeled toilet. (2 points)

(k) Effective until January 1, 2018, for new construction only, if each full bathroom is equipped with EPA Energy Star qualified bath vent fans. (2 points) Effective January 1, 2018, if each full bathroom is provided either an EPA Energy Star qualified bath vent fan with duct size per manufacturer requirements or a continuous exhaust as part of a dedicated outdoor air system with humidity control. (2 points)

(l) If the development has or the application provides for installation of continuous R-3 or higher wall sheathing insulation. (5 points)

(m) (f) If each full bathroom's bath fans are wired to the primary bathroom light with a delayed timer, or continuous exhaust by ERV/DOAS. (3 points) If each full bathroom's bath fans are equipped with a humidistat. (3 points)

(g) If all cooking surfaces are equipped with fire prevention features that meet the authority's requirements as indicated on the application form, instructions, or other communication available to the public. (4 points)

If all cooking surfaces are equipped with fire prevention or suppression features that meet the authority's requirements (as indicated on the application form, instructions, or other communication available to the public). (2 points)

(h) For rehabilitations, equipping all units with dedicated space, drain, and electrical hook-ups for permanently installed dehumidification systems (2 points). For rehabilitations and new construction, providing permanently installed dehumidification systems in each unit. (5 points)

(i) If each interior door is solid core. (3 points)

(j) If each unit has at least one USB charging port in the kitchen, living room, and all bedrooms. (1 point)

(k) If each kitchen has LED lighting in all fixtures that meets the authority's minimum design and construction standards (2 points)

(l) If each unit has a shelf or ledge outside the primary entry door in interior hallway. (2 points)

(m) For new construction only, if each unit has a balcony or patio with a minimum depth of five feet clear from face of building and a size of at least 30 square feet. (4 points)

(2) The following points are available to applications electing to serve elderly tenants:

(a) If all cooking ranges have front controls. (1 point)

(b) If all units have an emergency call system. (3 points) (c) If all bathrooms have an independent or supplemental heat source. (1 point)

(d) (c) If all entrance doors to each unit have two eye viewers, one at 42 inches and the other at standard height. (1 point)

(3) If the structure is historic, by virtue of being listed individually in the National Register of Historic Places, or due to its location in a registered historic district and certified by the Secretary of the Interior as being of historical significance to the district, and the rehabilitation will be completed in such a manner as to be eligible for historic rehabilitation tax credits. (5 points)

b. Any development in which (i) the greater of five units or 10% of the units will be assisted by HUD project-based vouchers (as evidenced by the submission of a letter satisfactory to the authority from an authorized public housing authority (PHA) that the development meets all prerequisites for such assistance) or other form of documented and binding federal or state project-based rent subsidies in order to ensure occupancy by extremely low-income persons; and (ii) the greater of five units or 10% of the units will conform to HUD regulations interpreting the accessibility requirements of § 504 of the Rehabilitation Act and be actively marketed to persons with disabilities as defined in the Fair Housing Act in accordance with a plan submitted as part of the application for credits (all common space must also conform to HUD regulations interpreting the accessibility requirements of § 504 of the Rehabilitation Act, and all the units described in clause (ii) above must include roll-in showers and roll-under sinks and front control ranges, unless agreed to by the authority prior to the applicant's submission of its application). (60 points)

~~In addition, for any development eligible for the preceding 60 points, subject to appropriate federal approval, any applicant that commits to providing a first preference on its waiting list for persons with a developmental disability as confirmed by the Virginia Department of Behavioral Health and Developmental Services for the greater of five units or 10% of the units. (25 points)~~

c. Any development in which the greater of five units or 10% of the units (i) have rents within HUD's Housing Choice Voucher (HCV) payment standard, (ii) conform to HUD regulations interpreting the accessibility requirements of § 504 of the Rehabilitation Act, and (iii) are actively marketed to persons with disabilities as defined in the Fair Housing Act in accordance with a plan submitted as part of the application for credits (all common space must also conform to HUD regulations interpreting the accessibility requirements of § 504 of the Rehabilitation Act). (30 points)

~~In addition, for any development eligible for the preceding 30 points, subject to appropriate federal approval, any applicant that commits to providing a first preference on its waiting list for persons with a developmental disability as confirmed by the Virginia Department of Behavioral Health and Developmental Services for the greater of five units or 10% of the units. (25 points)~~

d. Any development in which 5.0% of the units (i) conform to HUD regulations interpreting the accessibility requirements of § 504 of the Rehabilitation Act and (ii) are actively marketed to persons with disabilities as defined in the Fair Housing Act in accordance with a plan submitted as part of the application for credits. (15 points)

e. Any development located within one-half mile of an existing commuter rail, light rail or subway station or one-quarter mile of one or more existing public bus stops. (10 points, unless the development is located within the geographical area established by the executive director for a pool of credits for Northern Virginia or Tidewater Metropolitan Statistical Area (MSA), in which case, the development will receive 20 points if the development is ranked against other developments in such Northern Virginia or Tidewater MSA pool, 10 points if the development is ranked against other developments in any other pool of credits established by the executive director)

f. Each development must meet the following baseline energy performance standard applicable to the development's construction category. For new construction, the development must meet all requirements for EPA Energy Star certification. For rehabilitation, the proposed renovation of the development must result in at least a 30% post-rehabilitation increase on the Home Energy Rating System Index (HERS Index) or score an 80 or better on the HERS Index. For adaptive reuse, the proposed development must score a 95 or better on the HERS Index. For mixed construction types, the applicable standard will apply to the development's various construction categories. The development's score on the HERS Index must be verified by a third-party, independent, nonaffiliated, certified Residential Energy Services Network (RESNET) home energy rater.

~~Any development for which the applicant agrees to obtain either (i) EarthCraft Gold or higher certification or; (ii) U.S. Green Building Council LEED green-building certification; (iii) National Green Building Standard Certification of Silver or higher; or (iv) meet Enterprise Green Communities Criteria prior to the issuance of an IRS Form 8609 with the proposed development's architect certifying in the application that the development's design will meet the criteria for such certification, provided that the proposed development's architect is on the authority's list of LEED/EarthCraft certified architects. (15 points for a LEED Silver development or EarthCraft certified development; 35 points for a LEED Gold development or EarthCraft Gold development; 45 points for a LEED Platinum development and an additional 10 points for an EarthCraft certified development or EarthCraft Gold development that performs tenant utility monitoring and benchmarking.) RESNET rater is registered with a provider on the authority's approved RESNET provider list. (10 points. points in this paragraph are not cumulative)~~

Additionally, points on future applications will be awarded to an applicant having a principal that is also a principal in a tax credit development in the Commonwealth meeting (i) the Zero Energy Ready Home Requirements as promulgated by the U.S. Department of Energy (DOE) and as evidenced by a DOE certificate; or (ii) the Passive House Institute's Passive House standards as evidenced by a certificate from an accredited Passive House certifier. (10 points. points in this paragraph are cumulative)

The executive director may, if needed, designate a proposed development as requiring an increase in credit in order to be financially feasible and such development shall be treated as if in a difficult development area as provided in the IRC for any applicant receiving 25 or 45 ~~an additional 10~~ points under this subdivision, provided however, any resulting increase in such development's eligible basis shall be limited to 5.0% ~~10%~~ of the development's eligible basis ~~for 25 points awarded under this subdivision and 10% for 45 points awarded under this subdivision of. Provided,~~

however, the authority may remove such increase in the development's eligible basis if the authority determines that the development is financially feasible without such increase in basis.

g. If units are constructed to include the authority's universal design features, provided that the proposed development's architect is on the authority's list of universal design certified architects. (15 points, if all the units in an elderly development meet this requirement; 15 points multiplied by the percentage of units meeting this requirement for nonelderly developments)

~~h. Any development in which the applicant proposes to produce less than 100 low-income housing units. (20 points for producing 50 low-income housing units or less, minus 0.4 points for each additional low-income housing unit produced down to 0 points for any development that produces 100 or more low-income housing units.)~~

~~i. h. Any applicant for a development that, pursuant to a common plan of development, is part of a larger development located on the same or contiguous sites, financed in part by tax-exempt bonds. Combination developments seeking both 9.0% and 4.0% credits must clearly be presented as two separately financed deals including separate equity pricing that would support each respective deal in the event the other were no longer present. While deals are required to be on the same or a contiguous site they must be clearly identifiable as separate. The units financed by tax exempt bonds may not be interspersed throughout the development. Additionally, if co-located within the same building footprint, the property must identify separate entrances. All applicants seeking points in this category must arrange a meeting with authority staff at the authority's offices prior to the deadline for submission of the application in order to review both the 9.0% and the tax-exempt bond financed portion of the project. Any applicant failing to meet with authority staff in advance of applying will not be allowed to compete in the current competitive round as a combination development. (25 points for tax-exempt bond financing of at least 30% of aggregate units, 35 points for tax-exempt bond financing of at least 40% of aggregate units, and 45 points for tax-exempt bond financing of at least 50% of aggregate units; such points being noncumulative) noncumulative; such points will be awarded in both the application and any application submitted for credits associated with the tax-exempt bonds)~~

4. Tenant population characteristics. Commitment by the applicant to give a leasing preference to individuals and families with children in developments that will have no more than 20% of its units with one bedroom or less. (15 points; plus 0.75 points for each percent of the low-income units in the development with three or more bedrooms up to an additional 15 points for a total of no more than 30 points)

5. Sponsor characteristics.

a. Evidence that the controlling general partner or managing member of the controlling general partner or managing member for the proposed development have developed:

(1) As controlling general partner or managing member, (i) at least three tax credit developments that contain at least three times the number of housing units in the proposed development or (ii) at least six tax credit developments. (50 points) ~~or;~~

(2) At least three deals as a principal and have at least \$500,000 in liquid assets. "Liquid assets" means cash, cash equivalents, and investments held in the name of the ~~entity(s) and entities or person(s) persons~~, including cash in bank accounts, money market funds, U.S. Treasury bills, and equities traded on the New York Stock Exchange or NASDAQ. Certain cash and investments will not be considered liquid assets, including ~~but not limited to:~~ (i) stock held in the applicant's own company or any closely held entity, (ii) investments in retirement accounts, (iii) cash or investments pledged as collateral for any liability, and (iv) cash in property accounts, including reserves. The authority will assess the financial capacity of the applicant based on its financial statements. The authority will accept financial statements audited, reviewed, or compiled by an independent certified public accountant. Only a balance sheet dated on or after December 31 of the year prior to the application deadline is required. The authority will accept a compilation report with or without full note disclosures. Supplementary schedules for all significant assets and liabilities may be required. Financial statements prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP) are preferred. Statements prepared in the income tax basis or cash basis must disclose that basis in the report. The authority reserves the right to verify information in the financial statements. (50 points); ~~or~~

(3) As controlling general partner or managing member, at least one tax credit development that contains at least the number of housing units in the proposed development. (10 points)

Applicants receiving points under subdivisions a (1) and a (2) of this subdivision 5 shall have the 50 points reduced if the controlling general partner or managing member of the controlling general partner or managing member in the applicant acted as a principal in a development receiving an allocation of credits from the authority where:

(a) ~~such~~ Such principal met the requirements to be eligible for points under 5 (a) (1) or (2) and

(b) ~~any of the following occurred: (i) submission of a Form 8609 application that failed to match the required accountant's cost certification (minus 10 points for For two years); (ii) failure to place a rehabilitation development in service by substantial completion (e.g., placed in service by expenditures after two years) (minus 5 points for two years); (iii) years made more than two requests for final inspection (minus 5 points for two years); or (iv) requests for any deadline extension (minus 1 point for two years).~~

Applicants receiving points under subdivisions a (1) and a (2) of this subdivision 5 are not eligible for points under subdivision a of subdivision 1 Readiness, above.

b. Any applicant that includes a principal that was a principal in a development at the time the authority inspected such development and discovered a life-threatening hazard under HUD's Uniform Physical Condition Standards and such hazard was not corrected in the timeframe established by the authority. (minus 50 points for a period of three years after the violation has been corrected)

c. Any applicant that includes a principal that was a principal in a development that either (i) at the time the authority reported such development to the IRS for noncompliance had not corrected such noncompliance by the time a Form 8823 was filed by the authority or (ii) remained out-of-compliance with the terms of its extended use commitment after notice and expiration of any cure period set by the authority. (minus 15 points for a period of three calendar years after the year the authority filed Form 8823 or expiration of such cure period, unless the executive director determines that such principal's attempts to correct such noncompliance was prohibited by a court, local government or governmental agency, in which case, no negative points will be assessed to the applicant, or 0 points, if the appropriate individual or individuals connected to the principal attend compliance training as recommended by the authority)

d. Any applicant that includes a principal that is or was a principal in a development that (i) did not build a development as represented in the application for credit (minus two times the number of points assigned to the item or items not built or minus 20 points for failing to provide a minimum building requirement, for a period of three years after the last Form 8609 is issued for the development, in addition to any other penalties the authority may seek under its agreements with the applicant), or (ii) has a reservation of credits terminated by the authority, (minus 10 points a period of three years after the credits are returned to the authority).

e. Any applicant that includes a management company in its application that is rated unsatisfactory by the executive director or if the ownership of any applicant includes a principal that is or was a principal in a development that hired a management company to manage a tax credit development after such management company received a rating of unsatisfactory from the executive director during the compliance period and extended use period of such development. (minus 25 points)

f. Any applicant that includes a principal that was a principal in a development for which the actual cost of construction (as certified in the Independent Auditor's Report with attached Certification of Sources and Uses that is submitted in connection with the Owner's Application for IRS Form 8609) exceeded the applicable cost limit by 5.0% or more (minus 50 points for a period of three calendar years after December 31 of the year the cost certification is complete; provided, however, if the Board of Commissioners determines that such overage was outside of the applicant's control based upon documented extenuating circumstances, no negative points will be assessed.)

6. Efficient use of resources.

a. The percentage by which the total of the amount of credits per low-income housing unit (the "per unit credit amount") of the proposed development is less than the standard per unit credit amounts established by the executive director for a given unit type, based upon the number of such unit types in the proposed development. (200 points multiplied by the percentage by which the total amount of the per unit credit amount of the proposed development is less than the applicable standard per unit credit amount established by the executive director, negative points will be assessed using the percentage by which the total amount of the per unit credit amount of the proposed development exceeds the applicable standard per unit credit amount established by the executive director.)

b. The percentage by which the cost per low-income housing unit (the "per unit cost"), adjusted by the authority for location, of the proposed development is less than the standard per unit cost amounts established by the executive director for a given unit type, based upon the number of such unit types in the proposed development. (100 points multiplied by the percentage by which the total amount of the per unit cost of the proposed development is less than the applicable standard per unit cost amount established by the executive director; negative points will be assessed using the percentage by which the total amount of the per unit cost amount of the proposed development exceeds the applicable standard per unit cost amount established by the executive director.)

The executive director may use a standard per square foot credit amount and a standard per square foot cost amount in establishing the per unit credit amount and the per unit cost amount in subdivision 6 above. For the purpose of calculating the points to be assigned pursuant to such subdivision 6 above, all credit amounts shall include any credits previously allocated to the development.

7. Bonus points.

a. Commitment by the applicant to impose income limits on the low-income housing units throughout the extended use period (as defined in the IRC) below those required by the IRC in order for the development to be a qualified low-income development. Applicants receiving points under this subdivision 7 a may not receive points under subdivision 7 b below. (Up to 50 points, the product of (i) 100 multiplied by (ii) the percentage of housing units in the proposed development both rent restricted to and occupied by households at or below 50% of the area median gross income; plus one point for each percentage point of such housing units in the proposed development that are further restricted to rents at or below 30% of 40% of the area median gross income up to an additional 10 points.) If the applicant commits to providing housing units in the proposed development both rent-restricted to and occupied by households at or below 30% of the area median gross income and that are not subsidized by

project-based rental assistance. (plus 1 point for each percentage point of such housing units in the proposed development, up to an additional 10 points)

b. Commitment by the applicant to impose rent limits on the low-income housing units throughout the extended use period (as defined in the IRC) below those required by the IRC in order for the development to be a qualified low-income development. Applicants receiving points under this subdivision 7 b may not receive points under subdivision 7 a. (Up to 25 points, the product of (i) 50 multiplied by (ii) the percentage of housing units in the proposed development rent restricted to households at or below 50% of the area median gross income; plus one point for each percentage point of such housing units in the proposed development that are further restricted to rents at or below 30% of 40% of the area median gross income up to an additional 10 points. Points for proposed developments in low-income jurisdictions shall be two times the points calculated in the preceding sentence, up to 50 points.)

c. Commitment by the applicant to maintain the low-income housing units in the development as a qualified low-income housing development beyond the 30-year extended use period (as defined in the IRC). Applicants receiving points under this subdivision 7 c may not receive bonus points under subdivision 7 d. (40 points for a 10-year commitment beyond the 30-year extended use period or 50 points for a 20-year commitment beyond the 30-year extended use period.)

d. Participation by a local housing authority or qualified nonprofit organization (substantially based or active in the community with at least a 10% ownership interest in the general partnership interest of the partnership) and a commitment by the applicant to sell the proposed development pursuant to an executed, recordable option or right of first refusal to such local housing authority or qualified nonprofit organization or to a wholly owned subsidiary of such organization or authority, at the end of the 15-year compliance period, as defined by IRC, for a price not to exceed the outstanding debt and exit taxes of the for-profit entity. The applicant must record such option or right of first refusal immediately after the low-income housing commitment described in 13VAC10-180-70. Applicants receiving points under this subdivision 7 d may not receive bonus points under subdivision 7 c. (60 points; plus five points if the local housing authority or qualified nonprofit organization submits a homeownership plan satisfactory to the authority in which the local housing authority or qualified nonprofit organization commits to sell the units in the development to tenants.)

e. Any development participating in the Rental Assistance Demonstration (RAD) program, or other conversion to project-based vouchers or project-based rental assistance approved by the authority, competing in the local housing authority pool will receive an additional 10 points. Applicants must show proof of a commitment to enter into housing assistance payment (CHAP) or a RAD conversion commitment (RCC).

In calculating the points for subdivisions 7 a and b above, any units in the proposed development required by the locality to exceed 60% of the area median gross income will not be considered when calculating the percentage of low-income units of the proposed development with incomes below those required by the IRC in order for the development to be a qualified low-income development, provided that the locality submits evidence satisfactory to the authority of such requirement.

After points have been assigned to each application in the manner described above, the executive director shall compute the total number of points assigned to each such application. Any application that is assigned a total number of points less than a threshold amount of 425 points (325 points for developments financed with tax-exempt bonds in such amount so as not to require under the IRC an allocation of credits hereunder) shall be rejected from further consideration hereunder and shall not be eligible for any reservation or allocation of credits.

8. Innovation. For calendar years 2019, 2020, and 2021, the authority establishes an innovation pool equal to the additional 12.5% of credits established by the federal Consolidated Appropriations Act of 2018. Any applicant intending to submit an application in a particular year's competitive round and having completed the local notification information process may self-select to first compete in the innovation pool. Applications for the innovation pool will be due prior to the deadline for the competitive pool on a date determined by the authority. The authority will evaluate each application in the innovation pool, without scoring it on the traditional points scale, to determine and rank the uniqueness and innovative nature of the development concept based upon the parameters set forth in this subdivision 8. The developments meeting the authority's threshold for innovation will be ranked highest to lowest and only those developments for which there are sufficient credits in the pool to fully fund such developments will be awarded credits. However, the application must meet all the requirements of the IRC and threshold score. The authority may also establish a review committee comprised of external real estate professionals, academic leaders, and other individuals knowledgeable of real estate development, design, construction, accessibility, energy efficiency, or management to assist the authority in determining and ranking the innovative nature of the development. Factors for consideration:

a. Innovative construction methods or materials that reduce the traditional construction time or construction cost of the development while maintaining sustainability;

b. Having more than 50% of funding committed to the development at the time of application;

c. Regional collaboration and support;

d. Utilizing unique up-zoning activities promoting greater density (e.g., a higher number of units per acre than otherwise permitted by zoning);

e. Ability of the development to address an unmet need of an underserved population or geographic location;

f. Unique or innovative tenant services, tenant selection criteria, or eviction policies;

g. Demonstrated capacity of the applicant to complete the proposed development and financial feasibility of the development with the innovative components;

h. Extent to which the proposed development would be at a competitive or financial disadvantage relative to developments considered in the other traditional competitive pools; and

i. The proposed development's contribution to the authority's identified mission and goals.

Applicants in the innovation pool may amend their applications prior to submission for competition in the remaining pools. After review of all applications in the innovation pool, the authority may elect to not award any credits in the innovation pool or to less than fully fund the pool and any unused credits will move to the remaining pools.

During its review of the submitted applications in all pools, the authority may conduct its own analysis of the demand for the housing units to be produced by each applicant's proposed development. Notwithstanding any conclusion in the market study submitted with an application, if the authority determines that, based upon information from its own loan portfolio or its own market study, inadequate demand exists for the housing units to be produced by an applicant's proposed development, the authority may exclude and disregard the application for such proposed development.

During its review of the submitted applications in all pools, the authority may conduct a site visit to the applicant's proposed development. Notwithstanding any conclusion in any environmental site assessment submitted with an application, if the authority determines that the applicant's proposed development presents health or safety concerns for potential tenants of the development, the authority may exclude and disregard the application for such proposed development.

The executive director may exclude and disregard any application that he determines is not submitted in good faith or that he determines would not be financially feasible.

Upon assignment of points to all of the applications, the executive director shall rank the applications based on the number of points so assigned. If any pools shall have been established, each application shall be assigned to a pool and, if any, to the appropriate tier within such pool and shall be ranked within such pool or tier, if any. The amount of credits made available to each pool will be determined by the executive director. Available credits will include unreserved per capita dollar amount credits from the current calendar year under § 42(h)(3)(C)(i) of the IRC, any unreserved per capita credits from previous calendar years, and credits returned to the authority prior to the final ranking of the applications and may include up to 40% of next calendar year's per capita credits as shall be determined by the executive director. Those applications assigned more points shall be ranked higher than those applications assigned fewer points. However, if any set-asides established by the executive director cannot be satisfied after ranking the applications based on the number of points, the executive director may rank as many applications as necessary to meet the requirements of such set-aside (selecting the highest ranked application, or applications, meeting the requirements of the set-aside) over applications with more points.

In the event of a tie in the number of points assigned to two or more applications within the same pool, or, if none, within the Commonwealth, and in the event that the amount of credits available for reservation to such applications is determined by the executive director to be insufficient for the financial feasibility of all of the developments described therein, the authority shall, to the extent necessary to fully utilize the amount of credits available for reservation within such pool or, if none, within the Commonwealth, select one or more of the applications with the highest combination of points from subdivision 7 ~~above~~, and each application so selected shall receive (in order based upon the number of such points, beginning with the application with the highest number of such points) a reservation of credits. If two or more of the tied applications receive the same number of points from subdivision 7 ~~above~~ and if the amount of credits available for reservation to such tied applications is determined by the executive director to be insufficient for the financial feasibility of all the developments described therein, the executive director shall select one or more of such applications by lot, and each application so selected by lot shall receive (in order of such selection by lot) a reservation of credits.

For each application which may receive a reservation of credits, the executive director shall determine the amount, as of the date of the deadline for submission of applications for reservation of credits, to be necessary for the financial feasibility of the development and its viability as a qualified low-income development throughout the credit period under the IRC. In making this determination, the executive director shall consider the sources and uses of the funds, the available federal, state and local subsidies committed to the development, the total financing planned for the development as well as the investment proceeds or receipts expected by the authority to be generated with respect to the development, and the percentage of the credit dollar amount used for development costs other than the costs of intermediaries. He shall also examine the development's costs, including developer's fees and other amounts in the application, for reasonableness, and if he determines that such costs or other amounts are unreasonably high, he shall reduce them to amounts that he determines to be reasonable. The executive director shall review the applicant's projected rental income, operating expenses and debt service for the credit period. The executive director may establish such criteria and assumptions as he shall deem reasonable for the purpose of making such determination, including, ~~without limitation~~, criteria as to the reasonableness of fees and profits and assumptions as to the amount of net syndication proceeds to be received (based upon such percentage of the credit dollar amount used for development costs, other than the costs of intermediaries, as the executive director shall determine to be

reasonable for the proposed development), increases in the market value of the development, and increases in operating expenses, rental income and, in the case of applications without firm financing commitments (as defined hereinabove) at fixed interest rates, debt service on the proposed mortgage loan. The executive director may, if he deems it appropriate, consider the development to be a part of a larger development. In such a case, the executive director may consider, examine, review and establish any or all of the foregoing items as to the larger development in making such determination for the development.

The following developer's fees may not be exceeded in the application: (i) for 4.0% developments, \$20,000 per unit for units zero through 60; \$15,000 per unit for units 61 through 120; and \$10,000 per unit for any units above 120; and (ii) for 9.0% developments, \$20,000 per unit for units zero through 30; \$15,000 per unit for units 31 through 60, and \$10,000 per unit for any units above 60. For 4.0% developments above 120 units and 9.0% developments above 60 units, the developer fee shall be subject to the authority's determination of reasonableness, and the developer fee per unit may be lower than set forth above. However, in no event shall the developer fee exceed 15% of the development's total development cost, as determined by the authority.

At such time or times during each calendar year as the executive director shall designate, the executive director shall reserve credits to applications in descending order of ranking within each pool and tier, if applicable, until either substantially all credits therein are reserved or all qualified applications therein have received reservations. (For the purpose of the preceding sentence, if there is not more than a de minimis amount, as determined by the executive director, of credits remaining in a pool after reservations have been made, "substantially all" of the credits in such pool shall be deemed to have been reserved.) The executive director may rank the applications within pools at different times for different pools and may reserve credits, based on such rankings, one or more times with respect to each pool. The executive director may also establish more than one round of review and ranking of applications and reservation of credits based on such rankings, and he shall designate the amount of credits to be made available for reservation within each pool during each such round. The amount reserved to each such application shall be equal to the lesser of (i) the amount requested in the application or (ii) an amount determined by the executive director, as of the date of application, to be necessary for the financial feasibility of the development and its viability as a qualified low-income development throughout the credit period under the IRC; provided, however, that in no event shall the amount of credits so reserved exceed the maximum amount permissible under the IRC.

~~Effective until January 1, 2018, not more than 20% of the credits in any pool may be reserved to developments intended to provide elderly housing, unless the feasible credit amount, as determined by the executive director, of the highest ranked elderly housing development in any pool exceeds 20% of the credits in such pool, then such elderly housing development shall be the only elderly housing development eligible for a reservation of credits from such pool. However, if credits remain available for reservation after all eligible nonelderly housing developments receive a reservation of credits, such remaining credits may be made available to additional elderly housing developments. The above limitation of credits available for elderly housing shall not include elderly housing developments with project-based subsidy providing rental assistance for at least 20% of the units that are submitted as rehabilitation developments or assisted living facilities licensed under Chapter 17 (§ 63.2-1700 et seq.) of Title 63.2 of the Code of Virginia.~~

If the amount of credits available in any pool is determined by the executive director to be insufficient for the financial feasibility of the proposed development to which such available credits are to be reserved, the executive director may move the proposed development and the credits available to another pool. If any credits remain in any pool after moving proposed developments and credits to another pool, the executive director may for developments that meet the requirements of § 42(h)(1)(E) of the IRC only, reserve the remaining credits to any proposed ~~development(s)~~ developments scoring at or above the minimum point threshold established by this chapter without regard to the ranking of such application with additional credits from the Commonwealth's annual state housing credit ceiling for the following year in such an amount necessary for the financial feasibility of the proposed ~~development, or developments.~~ However, the reservation of credits from the Commonwealth's annual state housing credit ceiling for the following year shall be in the reasonable discretion of the executive director if he determines it to be in the best interest of the plan. In the event a reservation or an allocation of credits from the current year or a prior year is reduced, terminated, or canceled, the executive director may substitute such credits for any credits reserved from the following year's annual state housing credit ceiling.

In the event that during any round of application review and ranking the amount of credits reserved within any pools is less than the total amount of credits made available therein during such round, the executive director may (i) leave such unreserved credits in such pools for reservation and allocation in any subsequent round ~~or rounds,~~ (ii) redistribute such unreserved credits to such other ~~pool or~~ pools as the executive director may designate, (iii) supplement such unreserved credits in such pools with additional credits from the Commonwealth's annual state housing credit ceiling for the following year for reservation and allocation if in the reasonable discretion of the executive director, it serves the best interest of the plan, or (iv) carry over such unreserved credits to the next succeeding calendar year for inclusion in the state housing credit ceiling (as defined in § 42(h)(3)(C) of the IRC) for such year.

Notwithstanding anything contained herein, the total amount of credits that may be awarded in any credit year after credit year 2001 to any applicant or to any related applicants for one or more developments shall not exceed 15% of Virginia's per capita dollar amount of credits for such credit year (the "credit cap"). However, if the amount of credits to be reserved in any such credit year to all applications assigned a total number of points at or above the threshold amount set forth above shall be less than Virginia's dollar amount of credits available for such credit year, then the authority's board of commissioners may waive the credit cap to the extent it deems necessary to reserve credits in an amount at least equal to such dollar amount of credits. Applicants shall be deemed to be related if any principal in a proposed development or any person or entity related

to the applicant or principal will be a principal in any other proposed development or developments. For purposes of this paragraph, a principal shall also include any person or entity who, in the determination of the executive director, has exercised or will exercise, directly or indirectly, substantial control over the applicant or has performed or will perform (or has assisted or will assist the applicant in the performance of), directly or indirectly, substantial responsibilities or functions customarily performed by applicants with respect to applications or developments. For the purpose of determining whether any person or entity is related to the applicant or principal, persons or entities shall be deemed to be related if the executive director determines that any substantial relationship existed, either directly between them or indirectly through a series of one or more substantial relationships (e.g., if party A has a substantial relationship with party B and if party B has a substantial relationship with party C, then A has a substantial relationship with both party B and party C), at any time within three years of the filing of the application for the credits. In determining in any credit year whether an applicant has a substantial relationship with another applicant with respect to any application for which credits were awarded in any prior credit year, the executive director shall determine whether the applicants were related as of the date of the filing of such prior credit year's application or within three years prior thereto and shall not consider any relationships or any changes in relationships subsequent to such date. Substantial relationships shall include, ~~but not be limited to~~, the following relationships (in each of the following relationships, the persons or entities involved in the relationship are deemed to be related to each other): (i) the persons are in the same immediate family (including, ~~without limitation~~, a spouse, children, parents, grandparents, grandchildren, brothers, sisters, uncles, aunts, nieces, and nephews) and are living in the same household; (ii) the entities have one or more common general partners or members (including related persons and entities), or the entities have one or more common owners that (by themselves or together with any other related persons and entities) have, in the aggregate, 5.0% or more ownership interest in each entity; (iii) the entities are under the common control (e.g., the same ~~person or~~ persons and any related persons serve as a majority of the voting members of the boards of such entities or as chief executive officers of such entities) of one or more persons or entities (including related persons and entities); (iv) the person is a general partner, member or employee in the entity or is an owner (by himself or together with any other related persons and entities) of 5.0% or more ownership interest in the entity; (v) the entity is a general partner or member in the other entity or is an owner (by itself or together with any other related persons and entities) of 5.0% or more ownership interest in the other entity; or (vi) the person or entity is otherwise controlled, in whole or in part, by the other person or entity. In determining compliance with the credit cap with respect to any application, the executive director may exclude any person or entity related to the applicant or to any principal in such applicant if the executive director determines that (i) such person or entity will not participate, directly or indirectly, in matters relating to the applicant or the ownership of the development to be assisted by the credits for which the application is submitted, (ii) such person or entity has no agreement or understanding relating to such application or the tax credits requested therein, and (iii) such person or entity will not receive a financial benefit from the tax credits requested in the application. A limited partner or other similar investor shall not be determined to be a principal and shall be excluded from the determination of related persons or entities unless the executive director shall determine that such limited partner or investor will, directly or indirectly, exercise control over the applicant or participate in matters relating to the ownership of the development substantially beyond the degree of control or participation that is usual and customary for limited partners or other similar investors with respect to developments assisted by the credits. If the award of multiple applications of any applicant or related applicants in any credit year shall cause the credit cap to be exceeded, such applicant ~~or applicants~~ shall, upon notice from the authority, jointly designate those applications for which credits are not to be reserved so that such limitation shall not be exceeded. Such notice shall specify the date by which such designation shall be made. In the absence of any such designation by the date specified in such notice, the executive director shall make such designation as he shall determine to best serve the interests of the program. Each applicant and each principal therein shall make such certifications, shall disclose such facts and shall submit such documents to the authority as the executive director may require to determine compliance with the credit cap. If an applicant or any principal therein makes any misrepresentation to the authority concerning such applicant's or principal's relationship with any other person or entity, the executive director may reject any or all of such applicant's pending applications for reservation or allocation of credits, may terminate any or all reservations of credits to the applicant, and may prohibit such applicant, the principals therein and any persons and entities then or thereafter having a substantial relationship (in the determination of the executive director as described above) with the applicant or any principal therein from submitting applications for credits for such period of time as the executive director shall determine.

Within a reasonable time after credits are reserved to any applicants' applications, the executive director shall notify each applicant for such reservations of credits either of the amount of credits reserved to such applicant's application (by issuing to such applicant a written binding commitment to allocate such reserved credits subject to such terms and conditions as may be imposed by the executive director therein, by the IRC and by this chapter) or, as applicable, that the applicant's application has been rejected or excluded or has otherwise not been reserved credits in accordance herewith. The written binding commitment shall prohibit any transfer, direct or indirect, of partnership interests (except those involving the admission of limited partners) prior to the placed-in-service date of the proposed development unless the transfer is consented to by the executive director. The written binding commitment shall further limit the developers' fees to the amounts established during the review of the applications for reservation of credits and such amounts shall not be increased unless consented to by the executive director.

If credits are reserved to any applicants for developments that have also received an allocation of credits from prior years, the executive director may reserve additional credits from the current year equal to the amount of credits allocated to such developments from prior years, provided such previously allocated credits are returned to the authority. Any previously allocated credits returned to the authority under such circumstances shall be placed into the credit pools from which the current year's credits are reserved to such applicants.

The executive director shall make a written explanation available to the general public for any allocation of housing credit dollar amount that is not made in accordance with established priorities and selection criteria of the authority.

The authority's board shall review and consider the analysis and recommendation of the executive director for the reservation of credits to an applicant, and, if it concurs with such recommendation, it shall by resolution ratify the reservation by the executive director of the credits to the applicant, subject to such terms and conditions as it shall deem necessary or appropriate to assure compliance with the aforementioned binding commitment issued or to be issued to the applicant, the IRC and this chapter. If the board determines not to ratify a reservation of credits or to establish any such terms and conditions, the executive director shall so notify the applicant.

The executive director may require the applicant to make a good faith deposit or to execute such contractual agreements providing for monetary or other remedies as it may require, or both, to assure that the applicant will comply with all requirements under the IRC, this chapter and the binding commitment (including, without limitation, any requirement to conform to all of the representations, commitments and information contained in the application for which points were assigned pursuant to this section). Upon satisfaction of all such aforementioned requirements (including any post-allocation requirements), such deposit shall be refunded to the applicant or such contractual agreements shall terminate, or both, as applicable.

If, as of the date the application is approved by the executive director, the applicant is entitled to an allocation of the credits under the IRC, this chapter and the terms of any binding commitment that the authority would have otherwise issued to such applicant, the executive director may at that time allocate the credits to such qualified low-income buildings or development without first providing a reservation of such credits. This provision in no way limits the authority of the executive director to require a good faith deposit or contractual agreement, or both, as described in the preceding paragraph, nor to relieve the applicant from any other requirements hereunder for eligibility for an allocation of credits. Any such allocation shall be subject to ratification by the board in the same manner as provided above with respect to reservations.

The executive director may require that applicants to whom credits have been reserved shall submit from time to time or at such specified times as he shall require, written confirmation and documentation as to the status of the proposed development and its compliance with the application, the binding commitment and any contractual agreements between the applicant and the authority. If on the basis of such written confirmation and documentation as the executive director shall have received in response to such a request, or on the basis of such other available information, or both, the executive director determines any or all of the buildings in the development that were to become qualified low-income buildings will not do so within the time period required by the IRC or will not otherwise qualify for such credits under the IRC, this chapter or the binding commitment, then the executive director may (i) terminate the reservation of such credits and draw on any good faith deposit, or (ii) substitute the reservation of credits from the current credit year with a reservation of credits from a future credit year if the delay is caused by a lawsuit beyond the applicant's control that prevents the applicant from proceeding with the development. If, in lieu of or in addition to the foregoing determination, the executive director determines that any contractual agreements between the applicant and the authority have been breached by the applicant, whether before or after allocation of the credits, he may seek to enforce any and all remedies to which the authority may then be entitled under such contractual agreements.

The executive director may establish such deadlines for determining the ability of the applicant to qualify for an allocation of credits as he shall deem necessary or desirable to allow the authority sufficient time, in the event of a reduction or termination of the applicant's reservation, to reserve such credits to other eligible applications and to allocate such credits pursuant thereto.

Any material changes to the development, as proposed in the application, occurring subsequent to the submission of the application for the credits therefor shall be subject to the prior written approval of the executive director. As a condition to any such approval, the executive director may, as necessary to comply with this chapter, the IRC, the binding commitment and any other contractual agreement between the authority and the applicant, reduce the amount of credits applied for or reserved or impose additional terms and conditions with respect thereto. If such changes are made without the prior written approval of the executive director, he may terminate or reduce the reservation of such credits, impose additional terms and conditions with respect thereto, seek to enforce any contractual remedies to which the authority may then be entitled, draw on any good faith deposit, or any combination of the foregoing.

In the event that any reservation of credits is terminated or reduced by the executive director under this section, he may reserve, allocate or carry over, as applicable, such credits in such manner as he shall determine consistent with the requirements of the IRC and this chapter.

Notwithstanding the provisions of this section, the executive director may make a reservation of credits in an accessible supportive housing pool (ASH pool) to any applicant that proposes a nonelderly development that (i) will be assisted by ~~HUD project-based vouchers or another form of a~~ documented and binding ~~federal or state project-based rent subsidies~~ form of rental assistance in order to ensure occupancy by extremely low-income persons; (ii) conforms to HUD regulations interpreting the accessibility requirements of § 504 of the Rehabilitation Act; ~~and~~ (iii) will be actively marketed to people with disabilities in accordance with a plan submitted as part of the application for credits and approved by the executive director for either (a) ~~at least 25% of the units in the development or~~ (b) ~~if HUD Section 811 funds are providing the rent subsidies, at least 15% but not more than 25% of the units in the development.~~ at least 15% of the units in the development; (iv) has a principal with a demonstrated capacity for supportive housing evidenced by a certification from a certifying body acceptable to the executive director or other preapproved source; and (v) for which the applicant has completed the authority's supportive housing certification form. Any such reservations made in any calendar year may be up to 6.0% of the Commonwealth's annual state housing credit ceiling for the applicable credit year. However, such reservation will be for credits from the Commonwealth's annual state housing credit ceiling from the following calendar year. If the ASH pool

application deadline is simultaneous with the deadline for the other pools, the unsuccessful applicants in the ASH pool will also compete in the applicable geographic pool.

13VAC10-180-70. Allocation of credits.

At such time as one or more of an applicant's buildings or an applicant's development which has received a reservation of credits is (i) placed in service or satisfies the requirements of § 42(h)(1)(E) of the IRC and (ii) meets all of the preallocation requirements of this chapter, the binding commitment and any other applicable contractual agreements between the applicant and the authority, the applicant shall so advise the authority, shall request the allocation of all of the credits so reserved or such portion thereof to which the applicant's buildings or development is then entitled under the IRC, this chapter, the binding commitment and the aforementioned contractual agreements, if any, and shall submit such application, certifications, (including an independent certified public accountant's certification of applicant's actual cost and an independent certified public accountant's certification of the general contractor's actual costs), legal and accounting opinions, evidence as to costs, a breakdown of sources and uses of funds, pro forma financial statements setting forth anticipated cash flows, and other documentation as the executive director shall require in order to determine that the applicant's buildings or development is entitled to such credits as described above. The applicant shall certify to the authority the full extent of all federal, state and local subsidies which apply (or which the applicant expects to apply) with respect to the buildings or the development.

As of the date of allocation of credits to any building or development and as of the date such building or such development is placed in service, the executive director shall determine the amount of credits to be necessary for the financial feasibility of the development and its viability as a qualified low-income housing development throughout the credit period under the IRC. In making such determinations, the executive director shall consider the sources and uses of the funds, the available federal, state and local subsidies committed to the development, the total financing planned for the development as well as the investment proceeds or receipts expected by the authority to be generated with respect to the development and the percentage of the credit dollar amount used for development costs other than the costs of intermediaries. He shall also examine the development's costs, including developer's fees and other amounts in the application, for reasonableness and, if he determines that such costs or other amounts are unreasonably high, he shall reduce them to amounts that he determines to be reasonable. The executive director shall review the applicant's projected rental income, operating expenses and debt service for the credit period. The executive director may establish such criteria and assumptions as he shall then deem reasonable (or he may apply the criteria and assumptions he established pursuant to 13VAC10-180-60) for the purpose of making such determinations, ~~including, without limitation,~~ criteria as to the reasonableness of fees and profits and assumptions as to the amount of net syndication proceeds to be received (based upon such percentage of the credit dollar amount used for development costs, other than the costs of intermediaries, as the executive director shall determine to be reasonable for the proposed development), increases in the market value of the development, and increases in operating expenses, rental income and, in the case of applications without firm financing commitments (as defined in 13VAC10-180-60) at fixed interest rates, debt service on the proposed mortgage loan. The amount of credits allocated to the applicant shall in no event exceed such amount as so determined by the executive director by more than a de minimis amount of not more than \$100.

Prior to allocating credits to an applicant, the executive director shall require the applicant to execute and deliver to the authority a valid IRS Form 8821, Tax Information Authorization, naming the authority as the appointee to receive tax information. The Forms 8821 of all applicants will be forwarded to the IRS, which will authorize the IRS to furnish the authority with all IRS information pertaining to the applicants' developments, including audit findings and assessments.

Prior to allocating the credits to an applicant, the executive director shall require the applicant to execute, deliver and record among the land records of the appropriate jurisdiction or jurisdictions an extended low-income housing commitment in accordance with the requirements of the IRC. Such commitment shall require that the applicable fraction (as defined in the IRC) for the buildings for each taxable year in the extended use period (as defined in the IRC) will not be less than the applicable fraction specified in such commitment and which prohibits both (i) the eviction or the termination of tenancy (other than for good cause) of an existing tenant of a low-income unit and (ii) any increase in the gross rent with respect to such unit not otherwise permitted under the IRC. The amount of credits allocated to any building shall not exceed the amount necessary to support such applicable fraction, including any increase thereto pursuant to § 42(f)(3) of the IRC reflected in an amendment to such commitment. The commitment shall provide that the extended use period will end on the day 15 years after the close of the compliance period (as defined in the IRC) or on the last day of any longer period of time specified in the application during which low-income housing units in the development will be occupied by tenants with incomes not in excess of the applicable income limitations; provided, however, that the extended use period for any building shall be subject to termination, in accordance with the IRC, ~~(4) on the date the building is acquired by foreclosure or instrument in lieu thereof unless a determination is made pursuant to the IRC that such acquisition is part of an agreement with the current owner thereof, a purpose of which is to terminate such period or (ii) on the last day of the one-year period following the written request by the applicant as specified in the IRC (such period in no event beginning earlier than the end of the fourteenth year of the compliance period) if the authority is unable to present during such one-year period a qualified contract (as defined in the IRC) for the acquisition of the building by any person who will continue to operate the low-income portion thereof as a qualified low-income building.~~ In addition, such termination shall not be construed to permit, prior to close of the three-year period following such termination, the eviction or termination of tenancy of any existing tenant of any low-income housing unit other than for good cause or any increase in the gross rents over the maximum rent levels then permitted by the IRC with respect to such low-income housing units. Such commitment shall contain a waiver of the applicant's right to pursue a qualified contract. Such commitment shall also contain such other terms and conditions as the executive director may deem necessary or appropriate to assure that the applicant and

the development conform to the representations, commitments and information in the application and comply with the requirements of the IRC and this chapter. Such commitment shall be a restrictive covenant on the buildings binding on all successors to the applicant and shall be enforceable in any state court of competent jurisdiction by individuals (whether prospective, present or former occupants) who meet the applicable income limitations under the IRC.

In accordance with the IRC, the executive director may, for any calendar year during the project period (as defined in the IRC), allocate credits to a development, as a whole, which contains more than one building. Such an allocation shall apply only to buildings placed in service during or prior to the end of the second calendar year after the calendar year in which such allocation is made, and the portion of such allocation allocated to any building shall be specified not later than the close of the calendar year in which such building is placed in service. Any such allocation shall be subject to satisfaction of all requirements under the IRC.

If the executive director determines that the buildings or development is so entitled to the credits, he shall allocate the credits (or such portion thereof to which he deems the buildings or the development to be entitled) to the applicant's qualified low-income buildings or to the applicant's development in accordance with the requirements of the IRC. If the executive director shall determine that the applicant's buildings or development is not so entitled to the credits, he shall not allocate the credits and shall so notify the applicant within a reasonable time after such determination is made. In the event that any such applicant shall not request an allocation of all of its reserved credits or whose buildings or development shall be deemed by the executive director not to be entitled to any or all of its reserved credits, the executive director may reserve or allocate, as applicable, such unallocated credits to the buildings or developments of other qualified applicants at such time or times and in such manner as he shall determine consistent with the requirements of the IRC and this chapter.

The executive director may prescribe (i) such deadlines for submissions of requests for allocations of credits for any calendar year as he deems necessary or desirable to allow sufficient processing time for the authority to make such allocations within such calendar year and (ii) such deadlines for satisfaction of all preallocation requirements of the IRC the binding commitment, any contractual agreements between the authority and the applicant and this chapter as he deems necessary or desirable to allow the authority sufficient time to allocate to other eligible applicants any credits for which the applicants fail to satisfy such requirements.

The executive director may make the allocation of credits subject to such terms as he may deem necessary or appropriate to assure that the applicant and the development comply with the requirements of the IRC.

The executive director may also (to the extent not already required under 13VAC10-180-60) require that all applicants make such good faith deposits or execute such contractual agreements with the authority as the executive director may require with respect to the credits, (i) to ensure that the buildings or development are completed in accordance with the binding commitment, including all of the representations made in the application for which points were assigned pursuant to 13VAC10-180-60 and (ii) only in the case of any buildings or development which are to receive an allocation of credits hereunder and which are to be placed in service in any future year, to assure that the buildings or the development will be placed in service as a qualified low-income housing project (as defined in the IRC) in accordance with the IRC and that the applicant will otherwise comply with all of the requirements under the IRC.

In the event that the executive director determines that a development for which an allocation of credits is made shall not become a qualified low-income housing project (as defined in the IRC) within the time period required by the IRC or the terms of the allocation or any contractual agreements between the applicant and the authority, the executive director may terminate the allocation and rescind the credits in accordance with the IRC and, in addition, may draw on any good faith deposit and enforce any of the authority's rights and remedies under any contractual agreement. An allocation of credits to an applicant may also be cancelled with the mutual consent of such applicant and the executive director. Upon the termination or cancellation of any credits, the executive director may reserve, allocate or carry over, as applicable, such credits in such manner as he shall determine consistent with the requirements of the IRC and this chapter.

An applicant that demonstrates a legitimate change in circumstances or delay beyond their reasonable control, as determined by the authority, may return a valid reservation of prior years' tax credits between October 1 and December 31 and receive a reservation of the same amount of current or future year tax credits. The authority must determine that the applicant is capable of completing and placing the development in service within the time required by the IRC for such current or future year tax credits. However, none of the principals in the development for which credits are returned and refreshed may be a principal in an application the following calendar year and the applicant must waive the right to a qualified contract, if applicable.

13VAC10-180-90. Monitoring for IRS compliance.

A. Federal law requires the authority to monitor developments receiving credits for compliance with the requirements of § 42 of the IRC and notify the IRS of any noncompliance of which it becomes aware. Compliance with the requirements of § 42 of the IRC is the responsibility of the owner of the building for which the credit is allowable. The monitoring requirements set forth hereinbelow are to qualify the authority's allocation plan of credits. The authority's obligation to monitor for compliance with the requirements of § 42 of the IRC does not make the authority liable for an owner's noncompliance, nor does the authority's failure to discover any noncompliance by an owner excuse such noncompliance.

B. The owner of a low-income housing development must keep records for each qualified low-income building in the development that show for each year in the compliance period:

1. The total number of residential rental units in the building (including the number of bedrooms and the size in square feet of each residential rental unit).
2. The percentage of residential rental units in the building that are low-income units.
3. The rent charged on each residential rental unit in the building (including any utility allowances).
4. The number of occupants in each low-income unit, but only if rent is determined by the number of occupants in each unit under § 42(g)(2) of the IRC (as in effect before the amendments made by the federal Revenue Reconciliation Act of 1989).
5. The low-income unit vacancies in the building and information that shows when, and to whom, the next available units were rented.
6. The annual income certification of each low-income tenant per unit.
7. Documentation to support each low-income tenant's income certification (for example, a copy of the tenant's federal income tax return, Forms W-2, or verifications of income from third parties such as employers or state agencies paying unemployment compensation). Tenant income is calculated in a manner consistent with the determination of annual income under section 8 of the United States Housing Act of 1937, 42 USC § 1401 et seq. ("section 8"), not in accordance with the determination of gross income for federal income tax liability. In the case of a tenant receiving housing assistance payments under section 8, the documentation requirement of this subdivision 7 is satisfied if the public housing authority provides a statement to the building owner declaring that the tenant's income does not exceed the applicable income limit under § 42(g) of the IRC.
8. The eligible basis and qualified basis of the building at the end of the first year of the credit period.
9. The character and use of the nonresidential portion of the building included in the building's eligible basis under § 42(d) of the IRC (e.g., tenant facilities that are available on a comparable basis to all tenants and for which no separate fee is charged for use of the facilities, or facilities reasonably required by the development).

The owner of a low-income housing development must retain the records described in this subsection B for at least six years after the due date (with extensions) for filing the federal income tax return for that year. The records for the first year of the credit period, however, must be retained for at least six years beyond the due date (with extensions) for filing the federal income tax return for the last year of the compliance period of the building.

In addition, the owner of a low-income housing development must retain any original local health, safety, or building code violation reports or notices issued by the Commonwealth or local government (as described in subdivision C 6 of this section) for the authority's inspection. Retention of the original violation reports or notices is not required once the authority reviews the violation reports or notices and completes its inspection, unless the violation remains uncorrected.

C. The owner of a low-income housing development must certify annually to the authority, on the form prescribed by the authority, that, for the preceding 12-month period:

1. The development met the requirements of the 20-50 test under § 42(g)(1)(A) of the IRC ~~or~~ the 40-60 test under § 42(g)(2)(B) of the IRC, or the income averaging test of the federal Consolidated Appropriations Act of 2018 (as limited by the executive director), whichever minimum set-aside test was applicable to the development.
2. There was no change in the applicable fraction (as defined in § 42(c)(1)(B) of the IRC) of any building in the development, or that there was a change, and a description of the change.
3. The owner has received an annual income certification from each low-income tenant, and documentation to support that certification; or, in the case of a tenant receiving section 8 housing assistance payments, the statement from a public housing authority described in subdivision 7 of subsection B of this section (unless the owner has obtained a waiver from the IRS pursuant to § 42(g)(8)(B) of the IRC).
4. Each low-income unit in the development was rent-restricted under § 42(g)(2) of the IRC.
5. All units in the development were for use by the general public (as defined in IRS Regulation § 1.42-9) and that no finding of discrimination under the Fair Housing Act has occurred for the development. (A finding of discrimination includes an adverse final decision by the Secretary of HUD, 24 CFR 180.680, an adverse final decision by a substantially equivalent state or local fair housing agency, 42 USC § 3616(a)(1), or adverse judgment from federal court.)
6. Each building in the development was suitable for occupancy, taking into account local health, safety, and building codes (or other habitability standards), and that the Commonwealth or local government unit responsible for making local health, safety, and building code inspections did not issue a violation report for any building or low-income unit in the development. (If a violation report or notice was issued by the governmental unit,

the owner must attach a statement summarizing the violation report or notice or a copy of the violation report or notice to the annual certification. In addition the owner must state whether the violation has been corrected.)

7. There was no change in the eligible basis (as defined in § 42(d) of the IRC) of any building in the development, or if there was a change, the nature of the change (e.g., a common area has become commercial space or a fee is now charged for a tenant facility formerly provided without charge).

8. All tenant facilities included in the eligible basis under § 42(d) of the IRC of any building in the development, such as swimming pools, other recreational facilities, and parking areas, were provided on a comparable basis without charge to all tenants in the building.

9. If a low-income unit in the development became vacant during the year, that reasonable attempts were or are being made to rent that unit or the next available unit of comparable or smaller size to tenants having a qualifying income before any units in the development were or will be rented to tenants not having a qualifying income.

10. If the income of tenants of a low-income unit in the development increased above the limit allowed in § 42(g)(2)(D)(ii) of the IRC, the next available unit of comparable or smaller size in the development was or will be rented to tenants having a qualifying income.

11. An extended low income housing commitment as described in § 42(h)(6) of the IRC was in effect (for buildings subject to § 7108(c)(1) of the federal Omnibus Budget Reconciliation Act of 1989).

12. All units in the development were used on a nontransient basis (except for transitional housing for the homeless provided under § 42(i)(3)(B)(iii) of the IRC or single-room-occupancy units rented on a month-by-month basis under § 42(i)(3)(B)(iv) of the IRC).

Such certifications shall be made annually covering each year of the compliance period and must be made under the penalty of perjury.

In addition, each owner of a low-income housing development must provide to the authority, on a form prescribed by the authority, a certification containing such information necessary for the Commonwealth to determine the eligibility of tax credits for the first year of the development's compliance period.

D. The authority will review each certification set forth in subsection C of this section for compliance with the requirements of § 42 of the IRC. Also, the authority will conduct on-site inspections of all the buildings in the development by the end of the second calendar year following the year the last building in the development is placed in service and, for at least 20% of the development's low-income housing units, inspect the low-income certification, the documentation the owner has received to support that certification, and the rent record for the tenants in those units. In addition, at least once every three years, the authority will conduct on-site inspections of all the buildings in each low-income housing development and, for at least 20% of the development's low-income units, inspect the units, the low-income certifications, the documentation the owner has received to support the certifications, and the rent record for the tenants in those units. The authority will determine which low-income housing developments will be reviewed in a particular year and which tenant's records are to be inspected.

In addition, the authority, at its option, may request an owner of a low-income housing development not selected for the review procedure set forth above in a particular year to submit to the authority for compliance review copies of the annual income certifications, the documentation such owner has received to support those certifications and the rent record for each low-income tenant of the low-income units in their development.

All low-income housing developments may be subject to review at any time during the compliance period.

E. The authority has the right to perform, and each owner of a development receiving credits shall permit the performance of, an on-site inspection of any low-income housing development through the end of the compliance period of the building. The inspection provision of this subsection E is separate from the review of low-income certifications, supporting documents and rent records under subsection D of this section.

The owner of a low-income housing development should notify the authority when the development is placed in service. The authority reserves the right to inspect the property prior to issuing IRS Form 8609 to verify that the development conforms to the representations made in the Application for Reservation and Application for Allocation.

F. The authority will provide written notice to the owner of a low-income housing development if the authority does not receive the certification described in subsection C of this section, or does not receive or is not permitted to inspect the tenant income certifications, supporting documentation, and rent records described in subsection D of this section or discovers by inspection, review, or in some other manner, that the development is not in compliance with the provisions of § 42 of the IRC.

Such written notice will set forth a correction period which shall be that period specified by the authority during which an owner must supply any missing certifications and bring the development into compliance with the provisions of § 42 of the IRC. The authority will set the correction period for a time not to exceed 90 days from the date of such notice to the owner. The authority may extend the correction period for up to 6 months, but only if the authority determines there is good cause for granting the extension.

The authority will file Form 8823, "Low-Income Housing Credit Agencies Report of Noncompliance," with the IRS no later than 45 days after the end of the correction period (as described above, including any permitted extensions) and no earlier than the end of the correction period, whether or not the noncompliance or failure to certify is corrected. The authority must explain on Form 8823 the nature of the noncompliance or failure to certify and indicate whether the owner has corrected the noncompliance or failure to certify. Any change in either the applicable fraction or eligible basis under subdivisions 2 and 7 of subsection C of this section, respectively, that results in a decrease in the qualified basis of the development under § 42(c)(1)(A) of the IRC is noncompliance that must be reported to the IRS under this subsection F. If the authority reports on Form 8823 that a building is entirely out of compliance and will not be in compliance at any time in the future, the authority need not file Form 8823 in subsequent years to report that building's noncompliance.

The authority will retain records of noncompliance or failure to certify for six years beyond the authority's filing of the respective Form 8823. In all other cases, the authority must retain the certifications and records described in subsection C of this section for three years from the end of the calendar year the authority receives the certifications and records.

G. If the authority decides to enter into the agreements described below, the review requirements under subsection D of this section will not require owners to submit, and the authority is not required to review, the tenant income certifications, supporting documentation and rent records for buildings financed by Rural Development under the § 515 program, or buildings of which 50% or more of the aggregate basis (taking into account the building and the land) is financed with the proceeds of obligations the interest on which is exempt from tax under § 103 (tax-exempt bonds). In order for a monitoring procedure to except these buildings, the authority must enter into an agreement with Rural Development or tax-exempt bond issuer. Under the agreement, Rural Development or tax-exempt bond issuer must agree to provide information concerning the income and rent of the tenants in the building to the authority. The authority may assume the accuracy of the information provided by Rural Development or the tax-exempt bond issuer without verification. The authority will review the information and determine that the income limitation and rent restriction of § 42(g)(1) and (2) of the IRC are met. However, if the information provided by Rural Development or tax-exempt bond issuer is not sufficient for the authority to make this determination, the authority will request the necessary additional income or rent information from the owner of the buildings. For example, because Rural Development determines tenant eligibility based on its definition of "adjusted annual income," rather than "annual income" as defined under section 8, the authority may have to calculate the tenant's income for purposes of § 42 of the IRC and may need to request additional income information from the owner.

H. The owners of low-income housing developments must pay to the authority such fees in such amounts and at such times as the authority shall reasonably require the owners to pay in order to reimburse the authority for the costs of monitoring compliance with § 42 of the IRC.

I. The owners of low-income housing developments that have submitted IRS Forms 8821, Tax Information Authorization, naming the authority as the appointee to receive tax information on such owners shall submit from time to time renewals of such Forms 8821 as required by the authority throughout the extended use period.

J. The requirements of this section shall continue throughout the extended use period, notwithstanding the use of the term compliance period, except to the extent modified or waived by the executive director.

13VAC10-180-110. Qualified contracts.

After the first day of the 14th year of the compliance period, an owner of a low-income housing tax credit development may seek to terminate the extended use period pursuant to § 42(h)(6)(E) of the IRC by requesting the authority to present a qualified contract for the acquisition of the low-income portion of the development, unless such right to terminate has already been waived by the owner for the tax credits allocated to such development. A request for a qualified contract shall be commenced by filing with the authority a complete application, on such ~~form or forms~~ as the executive director may from time to time prescribe or approve, together with such documents and additional information as may be requested by the authority in order to comply with the IRC and this chapter and to determine the qualified contract price in accordance with § 42(h)(6)(F) of the IRC. The executive director may reject any application from consideration for a qualified contract, if in such application, the owner does not provide the proper documentation or information on the forms prescribed by the executive director. Acceptance of the application and approval of the request shall be contingent upon the developments being in compliance with IRC requirements at the time of the application and continuing through the qualified contract process.

The application should include the following information sufficiently detailed to enable the authority to ascertain the qualified contract amount: first year IRS Form 8609 for each building, the owner's annual tax returns for all years of operation since the start of the credit period ("all years"), annual project financial statements for all years, loan documents for all secured debt during the credit period, the owner's organizational documents (original, current and all interim amendments), and accountant work papers for all years. The application may require a physical needs assessment, appraisal for the entire project, market study for the entire project, a title report showing marketable title, and a Phase I environmental assessment at the time of the original submission of the application or the executive director may permit such items to be obtained after the confirmation of the qualified contract price.

The executive director may also require the submission of a legal opinion or other assurances satisfactory to the executive director as to, among other things, compliance with the IRC and a certification, together with an opinion of an independent certified public accountant or other

assurances satisfactory to the executive director, setting forth the calculation of the qualified contract amount requested in the application and certifying, among other things, that the owner is entitled to the qualified contract amount requested.

The executive director may establish criteria and assumptions to be used by the owner in the calculation of qualified contract amount, and any such criteria and assumptions may be indicated on the application form, instructions or other communication available to the public.

The authority shall charge reasonable fees in such amounts as the executive director shall determine to be necessary to cover third party costs and the authority's actual costs incurred in producing a qualified contract. Such fees shall not include any general costs associated with the general operations of the authority. Such fees shall be payable at such time or times as the executive director shall require.

NOTICE: The following forms used in administering the regulation were filed by the agency. The forms are not being published; however, online users of this issue of the Virginia Register of Regulations may click on the name of a form with a hyperlink to access it. The forms are also available from the agency contact or may be viewed at the Office of the Registrar of Regulations, 900 East Main Street, 11th Floor, Richmond, Virginia 23219.

FORMS (13VAC10-180)

1995 Annual Owners Certification-

Building Information Report-

Project Information Report-

Occupancy Status Report-

Previous Participation Certification-

Federal Low Income Housing Tax Credit Program, Application for Reservation DRAFT (undated, filed 8/30/2018)

VA.R. Doc. No. R19-5635; Filed August 23, 2018, 2:21 p.m.

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