

CITY OF WINCHESTER, VIRGINIA

PROPOSED CITY COUNCIL AGENDA ITEM

CITY COUNCIL MEETING OF: 7/22/14 (work session), CUT OFF DATE: 7/16/14
8/12/14 (1st Reading) 9/9/14 (2nd reading)

RESOLUTION ___ ORDINANCE X PUBLIC HEARING X

ITEM TITLE:

RZ-14-351 AN ORDINANCE TO CONDITIONALLY REZONE 33.40 ACRES OF LAND AT 200 MERRIMANS LANE FROM CONDITIONAL RESIDENTIAL BUSINESS (RB-1) DISTRICT WITH CORRIDOR ENHANCEMENT (CE) DISTRICT OVERLAY, CONDITIONAL MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LOW DENSITY RESIDENTIAL (LR) DISTRICT TO EDUCATION, INSTITUTION AND PUBLIC USE (EIP) DISTRICT, HIGHWAY COMMERCIAL (B-2) DISTRICT, RESIDENTIAL BUSINESS (RB-1) DISTRICT, MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LR DISTRICT; AND TO CONDITIONALLY REZONE 3.37 ACRES OF LAND AT 418 MERRIMANS LANE FROM LR DISTRICT TO EIP DISTRICT AND B-2 DISTRICT

STAFF RECOMMENDATION:

Approval

PUBLIC NOTICE AND HEARING:

Public hearing for 9/9/14 Council mtg

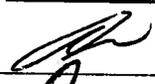
ADVISORY BOARD RECOMMENDATION:

Planning Commission recommended approval.

FUNDING DATA: N/A

INSURANCE: N/A

The initiating Department Director will place below, in sequence of transmittal, the names of each department that must initial their review in order for this item to be placed on the City Council agenda.

<u>DEPARTMENT</u>	<u>INITIALS FOR APPROVAL</u>	<u>INITIALS FOR DISAPPROVAL</u>	<u>DATE</u>
1. City Attorney			
2. City Manager			7-17-14
3. Clerk of Council			



Initiating Department Director's Signature:  (Planning)

7/16/14



APPROVED AS TO FORM:

 7/17/14
CITY ATTORNEY

CITY COUNCIL ACTION MEMO

To: Honorable Mayor and Members of City Council

From: Tim Youmans, Planning Director

Date: July 15, 2014

Re: **RZ-14-351** AN ORDINANCE TO CONDITIONALLY REZONE 33.40 ACRES OF LAND AT 200 MERRIMANS LANE FROM CONDITIONAL RESIDENTIAL BUSINESS (RB-1) DISTRICT WITH CORRIDOR ENHANCEMENT (CE) DISTRICT OVERLAY, CONDITIONAL MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LOW DENSITY RESIDENTIAL (LR) DISTRICT TO EDUCATION, INSTITUTION AND PUBLIC USE (EIP) DISTRICT, HIGHWAY COMMERCIAL (B-2) DISTRICT, RESIDENTIAL BUSINESS (RB-1) DISTRICT, MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LR DISTRICT; AND TO CONDITIONALLY REZONE 3.37 ACRES OF LAND AT 418 MERRIMANS LANE FROM LR DISTRICT TO EIP DISTRICT AND B-2 DISTRICT

THE ISSUE:

The request is to rezone the Ridgewood Orchard and DBL Holdings properties to support construction of Meadow Branch Avenue and the new John Kerr Elementary School along the west side of the 4-lane roadway. A Generalized Development Plan (GDP) and a Proffer Statement are included with the conditional rezoning request to guide development of the 3 major land bays shown on the GDP.

RELATIONSHIP TO STRATEGIC PLAN:

Goal 1: Grow the Economy

Goal 4: Create a more livable city for all

BACKGROUND:

See attached staff report

BUDGET IMPACT:

The rezoning implements recommendations in the recently adopted Comprehensive Plan including the decision to construct a replacement public elementary school on about 9.3 acres of the subject tract. The proposed B-2 zoning would support greater tax-generating uses to help offset the loss of revenue from taxable development on the proposed school site.

OPTIONS:

- Approve the proposed rezoning including the GDP and associated proffers
- Deny part or all of the proposed rezoning

RECOMMENDATIONS:

Planning Commission recommended approval of the rezoning.

RZ-14-351 AN ORDINANCE TO CONDITIONALLY REZONE 33.40 ACRES OF LAND AT 200 MERRIMANS LANE FROM CONDITIONAL RESIDENTIAL BUSINESS (RB-1) DISTRICT WITH CORRIDOR ENHANCEMENT (CE) DISTRICT OVERLAY, CONDITIONAL MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LOW DENSITY RESIDENTIAL (LR) DISTRICT TO EDUCATION, INSTITUTION AND PUBLIC USE (EIP) DISTRICT, HIGHWAY COMMERCIAL (B-2) DISTRICT, RESIDENTIAL BUSINESS (RB-1) DISTRICT, MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LR DISTRICT; AND TO CONDITIONALLY REZONE 3.37 ACRES OF LAND AT 418 MERRIMANS LANE FROM LR DISTRICT TO EIP DISTRICT AND B-2 DISTRICT

REQUEST DESCRIPTION

On May 10, 2005, City Council approved a proffered rezoning for parcels owned by the Smith Estate near the intersection of Merrimans Lane and Amherst Street (prior to the realignment of Merrimans Lane into the short segment of Meadow Branch Ave built in conjunction with the CVS Pharmacy). Ridgewood Orchard (the current owners of the undeveloped Smith Estate land) and DBL Holdings (owners of a landlocked parcel adjoining the Ridgewood Orchard land) seek rezoning of their lots. The request entails amending the approved Smith Estate proffers to relocate the Meadow Branch Avenue right-of-way and revise the underlying zoning to support school use, highway commercial uses, and a different form of residential use than anticipated with the 2005 rezoning. The DBL Holdings property would be rezoned from conventional LR zoning to EIP for school use in addition to a small strip along the northern boundary being rezoned to B-2 with proffers. A small portion of the Ridgewood Orchard property fronting along the east side of Merrimans Lane would be left LR as a single-family residential buffer to any new commercial use.

The original version of this rezoning request submitted on June 2, 2014 would rezone the Ridgewood Orchard land to B-2, HR and EIP, with conditions. The B-2 area would extend between a proposed EIP District in the center area of the tract and the existing B-2 District boundary aligning with the rear of the CVS and the intersection of Merrimans at Meadow Branch Avenue. Uses on the B-2 land would be generally restricted to those allowed under the current zoning for the same area (i.e. the CVS site). The applicant's originally submitted proffers would have excluded uses believed to be inappropriate for this area. Uses on the proposed High Density (HR) area east of Meadow Branch Avenue would be anything as allowed in the HR District as spelled out in Section 5 of the Zoning Ordinance. This includes multifamily and townhouse use by right as well as nursing homes with approval of a CUP. The originally proposed HR zoning would permit up to 13.2 dwelling units per acre by right. The EIP District, proposed along the west side of Meadow Branch Avenue, would be established for public school use.

The latest revised version of the rezoning request dated July 11, 2014 and received by the City on July 14, 2014 no longer requests HR zoning on the area identified as Land Bay 'C' on the Generalized Development Plan, and instead simply removes the previously established proffers for the MR and RB-1 zoned portions of this area lying to the east of Meadow Branch Avenue. For now, the zoning district map will still show a small area of RB-1 zoning adjoining the Sacred Heart property.

The rezoning also removes all of the subject acreage from the existing Amherst Street Corridor Overlay (CE) District. In the applicant's cover memo dated June 2, 2014 (Revised June 4, 2014), it is stated, that "it is the opinion of the owners that while the design standards provided in the CE Overlay section of the ordinance are effective when dealing with the smaller B-2/RO-1 properties bordering Amherst Street,

the building size requirements and administration of the reviews and approvals would make development of the proposed larger commercially zoned parcels more cumbersome. Therefore, we would propose that Corridor Enhancement Overlay be removed from the subject parcels, but the corridor overlay design standards have been imposed on the areas zoned B-2.”

AREA DESCRIPTION

The subject Ridgewood Orchard site is vacant, except for an unused driveway extending from Merrimans Lane to the Sacred Heart Church. Land adjacent to the site to the west and east is zoned LR, including a wedge-shaped portion of the Ridgewood Orchard site that is not proposed for rezoning from LR. Land across Merrimans Lane further to the west includes the First Christian Church with frontage on Merrimans Lane and Amherst Street. Land further south along the west side of Merrimans Lane includes single-family residences, primarily on oversized lots. The mostly vacant DBL Holdings lot is a vacant landlocked tract that formerly housed a storage facility for a heating and cooling contractor. There is one storage building on the site that is proposed for demolition in conjunction with the school project.



Land to the south is part of the Moffett Estate and is primarily undeveloped. The easternmost portion of the Moffett land was conditionally rezoned from LR to MR in 2008 to support medium density residential use along the east side of Meadow Branch Avenue extended. Land to the southeast and east includes undeveloped portions of the Glass-Glen Burnie Foundation. The Sacred Heart property immediately to the east contains a church and private school in addition to a residential unit. Land to the north is zoned conditional B-2 and includes the CVS store as well as two vacant tracts of land, one to the east of the CVS and one on the opposite side of Meadow Branch Avenue to the west. Land further to the north across Amherst Street is zoned Residential Office (RO-1) and Medical Center (MC) and contains bank, medical office, and regional medical center uses.

STAFF COMMENTS

The adopted 2011 Comprehensive Plan called for the extension of Meadow Branch Avenue between Amherst Street and Buckner Drive and envisioned mixed use, New Urbanism-type development with a variety of housing types. A 2014 revision to the Plan was adopted by City Council on July 8, 2014. It calls for facilitating the establishment of a new elementary school along the west side of Meadow Branch Avenue extended and envisions a variety of housing types in the central and southern portions of the Ridgewood Orchard site and planned commercial uses in the northern portions. It specifically suggests that MR zoning would be appropriate for the area known as Land Bay ‘C’ unless a PUD calling for age-restricted housing is included as part of the rezoning request, in which case, high density zoning may be appropriate.

The 2005 rezoning request for the Smith Estate established a mix of zoning designations on the 36-acre parcel to the west of the Sacred Heart property. All but two acres adjacent to Merrimans Lane was rezoned from LR to more intensive zoning. The southernmost (rear) 16 acres were rezoned from LR to MR. The middle 15 acres were rezoned from LR to RB-1. The front 3 acres were rezoned to B-2. The

proffer statement included use restrictions, design standards, and provisions controlling the timing of construction of Meadow Branch Avenue and the Green Circle Trail along one side of the 4-lane divided roadway.

The current rezoning request is outlined in the attached cover memo dated June 2, 2014 and revised on June 4th from Ron Mislowsky of Pennoni Associates, applicant for the two property owners. The conditional rezoning request includes a proffered Generalized Development Plan (GDP) originally dated June 4, 2014 and most recently revised on July 11, 2014. It depicts the proposed alignment of Meadow Branch Avenue and the configuration of the three proposed zoning districts. While the GDP does not depict the Green Circle Trail along Meadow Branch Avenue itself, a spur connecting to the Glen Burnie property is depicted across the 10.59-acre portion of the site over which MR zoning without the 2005 proffers is now requested. That spur trail alignment is consistent with the amendment to the Comp Plan.

The GDP depicts two land bays for conditional B-2 commercial use, mostly within the bounds of the area currently zoned RB-1. On the east side of Meadow Branch Ave is a smaller 2-acre site and on the west side is a larger 9.62-acre land bay. This includes a small portion of the DBL Holdings property. The proposed boundary for the EIP district on a majority (about 3 acres) of the DBL Holdings property and a little over 6 acres of the Ridgewood property is consistent with the proposed amended Comprehensive Plan and the Comprehensive Agreement approved by the City School Board as part of the JKES PPEA project. Most of the proposed EIP district within the Ridgewood property is area that is currently zoned MR where up to 40 single-family homes were proffered in 2005.

The area depicted on the GDP as Land Bay 'C' is a 10.59-acre portion of the site situated along the east side of Meadow Branch Avenue extending from the Sacred Heart property on the north to the Moffett Estate property to the south. This predominantly MR district includes a conspicuous "tail" of RB-1 zoned land situated between the Sacred Heart property and the proposed Meadow Branch Ave right of way boundary. Most of this area was part of the 16-acre conditional MR land from the 2005 rezoning with the exception of the tail and a little corner near the tail that was within the area zoned RB-1. The proposed zoning boundaries do correspond well with the existing zoning boundaries due to the proposed realignment of Meadow Branch Avenue to swing eastward of the school site.

The Proffer Statement dated June 2, 2014 and revised June 4, 2014 included proffers organized under 6 headings (A through F) that related to the following:

- A. Design Standards for B-2 Development
- B. Allowed Uses in the B-2 District (Land Bay A)
- C. Use Allowed in the EIP District(Land Bay B)
- D. Use Allowed in the HR District(Land Bay C)
- E. Phasing of Development
- F. Construction of the Public Roads

The latest revised Proffer Statement dated July 11, 2014 includes proffers organized under 5 headings (A through E) that related to the following:

- A. Design Standards for B-2 Development
- B. Allowed Uses in the B-2 District (Land Bay A)
- C. Removal of Previous Proffers in Land Bay C
- D. Phasing of Development
- E. Construction of the Public Roads

The proposed Design Standards mimic many of the provisions in the current Amherst Street CE overlay District that is proposed for removal from the site. The applicant wishes to have greater flexibility than presently allowed under CE zoning to construct a large footprint commercial building. The proffers related to B-2 District Use restrictions outline uses in the B-2 district regulations that would not be allowed. The revised Proffer C now calls removal of the previously adopted 2005 rezoning proffers associated with the MR and RB-1 zoning that is, for now, being retained in Land Bay 'C'.

The proffer pertaining to Phasing of Development makes reference to the publicly administered Meadow Branch Avenue construction project and really ties occupancy permits in any of the Land Bays to a determination of the roadway being 'substantially complete' by the City Engineer. General zoning and occupancy provisions would otherwise preclude any occupancies before the public street is complete.

The final proffer pertaining to Construction of the Public Roadway references the dedication of the public right of way to the City as shown on the GDP. It makes specific reference to providing the spur trail across Land Bay 'C' as a 10-foot wide hiker/biker trail prior to occupancy permits in Land Bay 'C' and notes that the trail would be City maintenance responsibility. The exact alignment of the trail would be subject to adjustment as part of the final layout of uses in the proposed HR district. The last proffer also makes reference to the location of access points along Meadow Branch Avenue as being compliant with the proposed GDP. The access proposal also calls for an access easement over Land Bay 'C' to serve Sacred Heart.

RECOMMENDATION

The elimination of the proposed HR zoning for Land Bay C makes the latest revised version of the request generally consistent with the recent amendment to the Comprehensive Plan that was unanimously adopted by City Council on July 8, 2014. While staff does not particularly favor retaining the tail of RB-1 zoning down between the proposed roadway and the adjoining Sacred Heart property, it is understood that a further rezoning of this area and the remaining MR land in Land Bay 'C' will be forthcoming once a known Planned Unit Development (PUD) proposal for age-restricted housing with a proffered site layout for a specific use is proposed. The proposed B-2 and EIP zoning requests seem consistent with the vision expressed in the 2014 amendment to the Comprehensive Plan. The Green Circle Trail, while not depicted on the GDP, is part of the Comprehensive Agreement between the City and the School developer, and thus is consistent with the approved recommendation in the 2014 Comprehensive Plan exhibit for the subject area.

At its July 15, 2014 meeting, the Planning Commission forwarded RZ-14-351 to City Council recommending approval of the rezoning as depicted on an exhibit entitled "*Rezoning Exhibit RZ-14-351, Prepared by Winchester Planning Department, July 14, 2014*" because the proposed B-2, EIP, RB-1 and MR zoning supports public school construction, supports economic development, and is generally consistent with the amended Comprehensive Plan. The recommendation is subject to adherence with the latest Generalized Development Plan titled 'Ridgewood Orchard and DBL Holdings' dated July 11, 2014 and the submitted proffers dated June 2, 2014 and last revised July 11, 2014.

AN ORDINANCE TO CONDITIONALLY REZONE 33.40 ACRES OF LAND AT 200 MERRIMANS LANE FROM CONDITIONAL RESIDENTIAL BUSINESS (RB-1) DISTRICT WITH CORRIDOR ENHANCEMENT (CE) DISTRICT OVERLAY, CONDITIONAL MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LOW DENSITY RESIDENTIAL (LR) DISTRICT TO EDUCATION, INSTITUTION AND PUBLIC USE (EIP) DISTRICT, HIGHWAY COMMERCIAL (B-2) DISTRICT, RESIDENTIAL BUSINESS (RB-1) DISTRICT, MEDIUM DENSITY RESIDENTIAL (MR) DISTRICT AND LR DISTRICT; AND TO CONDITIONALLY REZONE 3.37 ACRES OF LAND AT 418 MERRIMANS LANE FROM LR DISTRICT TO EIP DISTRICT AND B-2 DISTRICT

RZ-14-351

WHEREAS, the Common Council has received an application from Pennoni Associates Inc. on behalf of Ridgewood Orchard LTD Partnership and DBL Holdings LLC to rezone property at 200 and 418 Merrimans Lane from conditional Residential Business (RB-1) with Corridor Enhancement (CE) District overlay, conditional Medium Density Residential (MR), and Low Density Residential (LR) to Highway Commercial (B-2) District without Corridor Enhancement (CE) District overlay, Educational, Institution And Public Use (EIP) District, Residential Business (RB-1) District, and Medium Density Residential (MR) District with revised proffers; and,

WHEREAS, the Planning Commission forwarded the request to Council on July 15, 2014 recommending approval of the rezoning as depicted on an exhibit entitled "*Rezoning Exhibit RZ-14-351, Prepared by Winchester Planning Department, July 14, 2014*" because the proposed rezoning supports a public school, supports economic development and is generally consistent with the Comprehensive Plan. The recommendation is subject to adherence with the Generalized Development Plan titled 'Ridgewood Orchard and DBL Holdings' dated July 11, 2014 and the submitted proffers dated June 2, 2014 and last revised July 11, 2014; and,

WHEREAS, a synopsis of this Ordinance has been duly advertised and a Public Hearing has been conducted by the Common Council of the City of Winchester, Virginia, all as required by the Code of Virginia, 1950, as amended, and the said Council has determined that the rezoning associated with this property herein designated supports a public school, supports economic development and is generally consistent with the Comprehensive Plan.

NOW, THEREFORE, BE IT ORDAINED by the Common Council of the City of Winchester, Virginia that the following land is hereby rezoned from the existing zoning designation of conditional Residential Business (RB-1) with Corridor Enhancement (CE) District overlay, conditional Medium Density Residential (MR), and Low Density Residential (LR) to Highway Commercial (B-2) District without Corridor Enhancement (CE) District overlay, Educational, Institution And Public Use (EIP) District, Residential Business (RB-1) District, and Medium Density Residential (MR) District with revised proffers:

Approximately 36.77 acres of land at 200 and 418 Merrimans Lane as depicted on an exhibit entitled "*Rezoning Exhibit RZ-14-351, Prepared by Winchester Planning Department, July 14, 2014*".

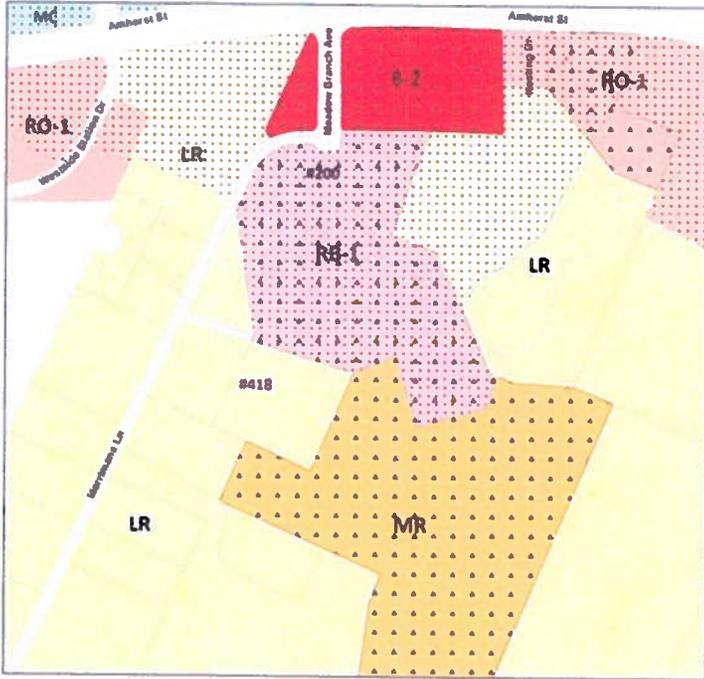
BE IT FURTHER ORDAINED by the Common Council of the City of Winchester, Virginia that the rezoning is subject to adherence with the Generalized Development Plan titled 'Ridgewood Orchard and DBL Holdings' dated July 11, 2014 and the submitted proffers dated June 2, 2014 and last revised July 11, 2014.

REZONING EXHIBIT

RZ-14-351

PREPARED BY WINCHESTER PLANNING DEPARTMENT

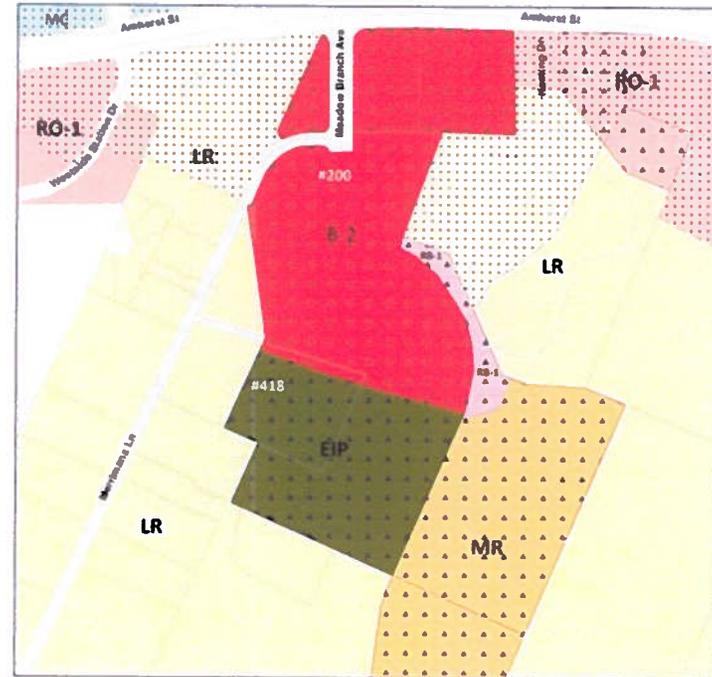
JULY 14, 2014



EXISTING:

200 MERRIMANS LN
Conditional RB-1 (CE)
Conditional MR
LR

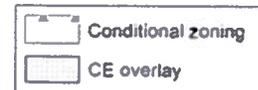
418 MERRIMANS LN
LR



PROPOSED:

200 MERRIMANS LN
Conditional EIP
Conditional B-2
Conditional RB-1
Conditional MR
LR

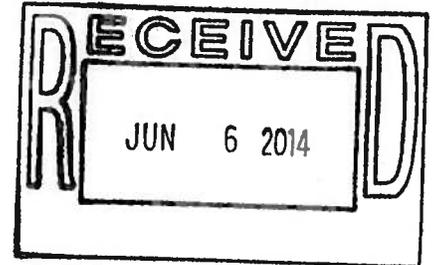
418 MERRIMANS LN
Conditional EIP
Conditional B-2





PENNONI ASSOCIATES INC.
CONSULTING ENGINEERS

MEMORANDUM



TO: Tim Youmans, Planning Director, City of Winchester

FROM: Ron Mislowsky, PE

DATE: June 2, 2014 Revised June 4, 2014

SUBJECT: Ridgewood Orchard and DBL Holdings Rezoning Application

CC: Kevin McKew, Winchester Public Schools
Tucker Conaboy, Caldwell and Santmyer Inc.
Ty Lawson

In 2005, the Winchester Common Council approved a proffered rezoning for parcels owned by the G.F. Smith Estate at the intersection of Merrimans Lane, Meadow Branch Avenue and Amherst Street. The current owners of the Ridgewood Orchard and DBL Holdings properties on Merrimans Lane desire to rezone their lots, amending the approved proffers dated 10 May 2005 to relocate the Meadow Branch Avenue right-of-way and revise the underlying zoning and allowed uses in the RB-1 and MR areas. In summary, we would propose that the affected land areas be rezoned to B-2, HR and EIP, with conditions.

Uses on the B-2 area between a proposed EIP District and Merrimans/Amherst, would be generally restricted to those allowed under the current zoning for the same area. We have excluded uses that we believe may be out of character for this area.

Uses on the HR area east of Meadow Branch Avenue Extended would be limited to uses as allowed by Winchester Zoning Ordinance Section 5.

The EIP District, west of Meadow Branch Avenue Extended would be used for a public school.

It is the opinion of the owners that while the design standards provided in the CE Overlay section of the ordinance are effective when dealing with the smaller B-2/RO-1 properties bordering Amherst Street, the building size requirements and administration of the reviews and approvals would make development of the proposed larger commercially zoned parcels more cumbersome. Therefore, we would propose that Corridor Enhancement Overlay be removed from the subject parcels, but the corridor overlay design standards have been imposed on the areas zoned B-2.

We have attached the signed application, the required fee and the proposed proffer statement including a generalized development plan. We would welcome the opportunity to meet with you to review any comments you might have on the application or answer questions.



PENNONI ASSOCIATES INC.
CONSULTING ENGINEERS

MEMORANDUM

TO: Tim Youmans, Planning Director, City of Winchester
FROM: Ron Mislowsky, PE
DATE: July 14, 2014
SUBJECT: Ridgewood Orchard

Please find attached a revised Proffer and Generalized Development Plan for the Ridgewood Orchard rezoning request. We have adjusted Land Bay C so that the zoning of that parcel, east of Meadow Branch Avenue, will not change. In order to facilitate the revised routing of Meadow Branch Avenue, we have proposed that the conditions which now apply to the RB-1 and MR zones be removed.

We continue to review the exceptions to permitted uses within the B-2 zoned area. This version of the proffer clarifies the service station use. We expect to exempt other uses but will need to make that change separately.

We have provided two copies of each document. If you need additional hard copies or have questions, please let me know.



PROFFER STATEMENT

A PROPOSED REZONING

for

A PORTION OF

TAX MAP PARCEL ID: 169-01-3 AND TAX MAP PARCEL ID: 149-1-7

Prepared For: Ridgewood Orchard LTD Partnership
549 Merrimans Lane
Winchester, Virginia 22601

and

DBL Holdings LLC
4150 Martinsburg Pike
Clear Brook, Virginia 22624

Prepared By: Pennoni Associates Inc.
117 E. Piccadilly Street
Suite 200
Winchester, Virginia 22601
Tel: 540-667-2139



Original Date: June 2, 2014
Revision 1: June 4, 2014
Revision 2: June 26, 2014
Revision 3: July 11, 2014

PROFFER STATEMENT
PARCEL TAX MAP ID 169-01-3 AND
PARCEL TAX MAP ID 149-1-7

INTRODUCTION

This proposed rezoning involves two parcels of land within the City of Winchester. According to the tax records of the City of Winchester, Tax Map Parcel ID 169-01-3 contains approximately 3.4 acres and is currently zoned LR. Tax Map Parcel ID 149-1-7 contains approximately 33.4 acres and is currently zoned LR, MR and RB-1 with conditions. These parcels are illustrated on the Proffered Generalized Development Plan (GDP).

Adjacent property to the west, south and east is generally zoned LR and MR. Properties to the north, between the parcels and Amherst Street, are zoned LR and B-2. The owners desire to rezone the subject land, less the 1.58 acre LR parcel, to provide a mixture of EIP Education Institution Public District and B-2 Highway Commercial District with conditions and to remove conditions from the existing RB-1 Residential Business and MR Medium Residential District as depicted on the attached and incorporated GDP.

The owners recognize that since the parcels are located within the western entrance corridor to the City and abut residential properties, church properties, and the Glen Burnie Foundation property, unique design standards must be implemented during the development of the parcels.

Acknowledging the importance of maintaining and enhancing certain characters desirable in this area, as well as the City in general, the owners are willing to proffer adherence to (A) design standards for all B-2 structures, (B) restrictions on the types of activities allowed in the B-2 zoning districts, (C) dedication of the right-of-way for public road improvements to facilitate the extension of Meadow Branch Avenue as a VDOT locally administered project which qualifies for revenue sharing.

Pursuant to the applicable provisions of the City of Winchester Zoning Ordinance, the undersigned owners proffer that in the event that the City Council of the City of Winchester shall approve Rezoning Application # RZ-14-351 for the rezoning of approximately 36.8 acres on Parcels 149-1-7 and 169-1-3 from LR, RB-1 and MR to LR, B-2 (with conditions) and EIP and removal of conditions as provided herein, development of these parcels will be in conformity with the terms and conditions set forth in this document. These terms and conditions may be subsequently amended or revised by the owners of the property with permission from the City Council of the City of Winchester in accordance with City codes. These proffers shall be binding on the owners and their legal successors or assigns.

The conditions proffered herein supersede all prior proffers submitted by the owners on the affected Land Bays. All prior proffers affecting these areas are hereby revoked by the owners.

(A) PROFFERS RELATING TO DESIGN STANDARDS FOR B-2 DEVELOPMENT

The land zoned B-2, within Land Bay A, shall be subject to the standards provided in the City of Winchester Zoning Ordinance Sections 14-2-2 and 14-2-6, except that the subsection 14-2-6.1c, regulating building size, will not apply.

Deviation from the design standards in Winchester Zoning Ordinance Sections 14-2-6.1a, 14-2-6.4a and 14-2-6.4e may be approved by the City of Winchester Planning Commission if it is

PROFFER STATEMENT
PARCEL TAX MAP ID 169-01-3 AND
PARCEL TAX MAP ID 149-1-7

determined the proposed design represents good planning practice and does not detract from the corridor appearance.

(B) PROFFERS RELATING TO ALLOWED USES IN THE PROPOSED B-2 DISTRICT (LAND BAY A)

Structures to be erected and land to be used in the proposed B-2 district, Land Bay A, shall be as allowed by the Winchester Zoning Ordinance Section 8 except the following:

- 8-1-11 Building supplies and service with storage under cover.
- 8-1-24 Machinery sales and service.
- 8-1-32 Processing or manufacturing establishments that are not objectionable because of smoke, odor, dust, or noise, but only when such processing or manufacturing is incidental to a retail business conducted on the premises and where not more than ten (10) persons are employed on the premises in the processing or manufacturing activities.
- 8-1-41 Outdoor storage of materials and supplies and display of merchandise for sale or rent incidental to the conduct of any permitted uses on the lot as provided for in Section 18-20 of this Ordinance. (10/17/95, Case TA-95-04, Ord. No 053-95).
- 8-1-44 Wholesale businesses where loading areas are completely screened from public street view.
- 8-1-50 Assembling establishments not involved in any on site manufacturing that are not objectionable because of smoke, odor, dust, or noise with not more than ten (10) persons employed. (1/14/03, Case TA-02-10, Ord. No. 003-2003).
- 8-2-1 Mini-warehouses/mini-storage, as defined, subject to the following provisions (5-16-78) (Revised section adopted 9-10-91, Case TA-91-02, Ord. No. 037-91).
- 8-2-2 Adult bookstores, adult motion picture theaters, and adult mini-motion picture theaters.
- 8-2-4 Entertainment Establishments, located less than 200 feet from a residentially zoned property.
- 8-2-7 Private clubs and lodges.
- 8-2-8 Roller Rinks.
- 8-2-9 Tourist homes.
- 8-2-10 Kennels.
- 8-2-10.1 Pet Daycare Center.
- 8-2-11 Single family detached dwellings. (9/12/89, Case TA-89-01, Ord. No. 022-89).
- 8-2-18 Group Home and assisted living facility in which no more than eight (8) persons reside as residential occupancy by a single family.
- 8-2-22 Short-term loan establishment.
- 8-2-23 Crematories.
- 8-2-24 Hookah establishment, as defined.
- 8-2-25 Accessory structure, used and occupied as a subordinate dwelling unit by a domestic employee, as defined.
- 8-2-26 Arenas, Amphitheaters, and Stadiums.
- 8-2-27 Home occupations.

The owners proffer that service stations are allowed in the proposed B-2 District (Land Bay A) pursuant to **Section 8-1-39** of the Winchester Zoning Ordinance but only if they fully comply with the unique design standards proffered above and only if all repairs of vehicles take place in a fully enclosed building. No amplified music will be permitted.

PROFFER STATEMENT
PARCEL TAX MAP ID 169-01-3 AND
PARCEL TAX MAP ID 149-1-7

(C) PROFFERS RELATING TO USE IN LAND BAY C

Land Bay C is being revised to remove previous proffered conditions so to facilitate the relocation of the Meadow Branch Avenue right-of-way, the installation of the new John Kerr Elementary School and as further provided herein.

(D) PROFFERS RELATING TO THE PHASING OF DEVELOPMENT

The City of Winchester will construct Meadow Branch Avenue from Merrimans Lane south to Heth Place as a VDOT Locally Administered Project qualifying for State revenue sharing. No occupancy permits can be issued on the subject properties until road construction is substantially complete as determined by the City Engineer.

(E) PROFFERS RELATING TO THE CONSTRUCTION OF PUBLIC ROADS

The owners agree to dedicate through the parcels, the rights-of-way for the roads commonly known as Meadow Branch Avenue Extension and Merrimans Lane realigned, as generally shown on the Proffered GDP. Such dedication of rights-of-way and necessary easements, shall additionally allow for extension of the Green Circle Walking Trail.

At time of the development of Land Bay C, a 10 ft. hiker biker trail shall be constructed from the pedestrian access on the east side of Meadow Branch Avenue Extension to the Glass Glen Burnie Foundation property line. The walking trail shall be in place and necessary maintenance easements dedicated to the City of Winchester prior to occupancy permits being issued within Land Bay C. The route of the trail may be adjusted to best conform to the final layout for Land Bay C.

The entrances to Land Bays will be as generally shown on the GDP. The number of entrances to each Land Bay will be limited to that shown.

The conditions proffered above shall be binding on the heirs, executors, administrators, assigns, and successors in the interest of the owners. In the event that the City Council of Winchester grants this rezoning and accepts these proffers, then these proffers shall apply to the land rezoned in addition to the other requirements of the City of Winchester Codes.

SIGNATURES APPEAR ON THE FOLLOWING PAGE(S)

PROFFER STATEMENT
PARCEL TAX MAP ID 169-01-3 AND
PARCEL TAX MAP ID 149-1-7

Submitted By:

Ridgewood Orchard LTD Partnership

By: _____

Date: _____

STATE OF VIRGINIA, AT LARGE
FREDERICK COUNTY, To-wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 2014,
by _____.

My commission expires on _____

Notary Public _____

PROFFER STATEMENT
PARCEL TAX MAP ID 169-01-3 AND
PARCEL TAX MAP ID 149-1-7

Submitted By:

D B L Holdings LLC

By: _____

Date: _____

STATE OF VIRGINIA, AT LARGE
FREDERICK COUNTY, To-wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 2014,
by _____.

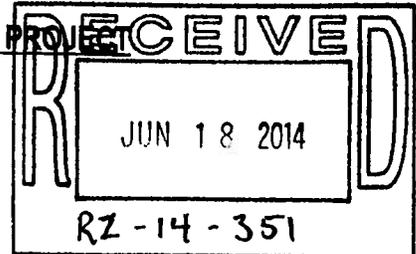
My commission expires on _____

Notary Public _____

FILE COPY

PURSUANT TO THE FUTURE REZONING OF RIDGEFIELD ORCHARD
INCLUDING THE PROPERTY ADJOINING AND IN THE VICINITY OF

THE NEW JOHN KERR ELEMENTARY SCHOOL PROJECT



BE IT RESOLVED AS FOLLOWS:

(1) The Winchester Public School Board, as party to the PPEA Comprehensive Agreement with C&S Design & Development Company, LLC for the development of a new elementary school in Ridgefield Orchard has a vested interest in the future development surrounding the site such that the environment is safe and compatible with the essential teaching and learning activities of the school, and therefore requests that the Planning Commission and City Council consider the unique requirements of the elementary school in decision-making regarding the rezoning and associated development conditions.

(2) The Winchester Public School Board supports the anticipated rezoning request by C&S Design & Development Company, LLC, specifically: (i) rezoning of the school Site to MR, Medium Density Residential, (ii) rezoning of land bays adjoining the Site to uses that are compatible with use of the Site for an elementary school in the following manner contemplated during the development of the Comprehensive Agreement: with respect to the land bay to the east of the Site, MR, Medium Density Residential, with proffered conditions for residential use, and with respect to the land bay to the north of the Site, B-2, Highway Commercial, with proffered conditions restricting uses to those appropriate given the uses of the neighboring properties and implementing design standards that will be consistent with the uses of the neighboring properties.

(3) The Winchester Public School Board recommends and requests that the Planning Commission and City Council favorably consider proffered conditions leading to construction of the portion of the Green Circle Trail through the Ridgefield Orchard property, and placement of walkways and trails on

adjoining land bays to facilitate student walkers and bike-riders, and allow the most direct route for the school's access to the future trail network on the MSV property.

Erica W. Truban

Chairman, Winchester School Board

Bonnie M. Stuckley

Clerk of the Board

April 28, 2014

Date

April 28, 2014

Date