

PROFFER STATEMENT
July 13, 2007
Revised September 7, 2007
Revised October 31, 2007
Revised November 19, 2007
Revised January 18, 2008

REZONING: Residential 4 (R-4) to Commercial 2 (C-2)

PROPERTY: 9.8146 acres more or less, in the Lee Magisterial District, identified as PINs 6899-24-0759-000 and 6899-25-0237-000 (collectively, the “Property”).

RECORD OWNERS: Wexford Mews, LLC
PO Box 659
Marshall, VA 20116

PROJECT NAME: Wexford Village

I. GENERAL PROVISIONS.

1. This proffer statement is submitted pursuant to the authority of the Code of Virginia and the Fauquier County Zoning Ordinance (“Ordinance”) by the Owner and the Applicant of the area of real Property containing approximately 9.8 acres located in the Lee Magisterial District, Fauquier County, Virginia (“the Property”) which is described and referenced in the rezoning application and materials filed with Fauquier County. Further, the Owner and the Applicant (“Applicant”), their successors and assigns, hereby proffer that in the event that the Board of Supervisors of Fauquier County (“Board”) approves the subject application to rezone the Property from the Residential-4 (R-4) District to the Commercial Highway (C-2) District, the development of the Property will be in accord with the regulations of the C-2 District and the proffers contained herein.

2. In the event the above referenced rezoning is not granted as applied for by the Applicant, these proffers shall be deemed withdrawn and shall be null and void. If this application is denied by the Board, but in the event an appeal is for any reason thereafter remanded to the Board for reconsideration by a court of competent jurisdiction, then these proffers shall be deemed withdrawn unless the Applicant shall affirmatively readopt all or any portion hereof, in writing specifically for that purpose.

3. 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.

4. 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.
5. The term “Applicant” as referenced herein shall include within its meaning the present and all future owners, heirs, assigns, and successors in interest.
6. When used in these proffers, the “Conceptual Development Plan” shall refer to the plan entitled “Conceptual Development Plan,” prepared by Carson, Ashley & Associates, LLC dated July 9, 2007, as revised October 29, 2007 (“CDP”).
7. The development shall be in general conformance with the CDP referenced provided all building footprints, parking configurations, landscape or open space area, loading zones and other details shown are subject to reasonable variation to accommodate town center design principals, engineering or regulatory considerations.

II. LAND USE

1. The commercial uses on the property may include retail, office , financial institutions, eating establishments and other uses allowed by ordinance except those specifically listed under item 2 below.
2. The following Commercial Highway (C-2) uses are specifically excluded:
 - Auto Service Stations.
 - Fuel Yard, Retail.
 - Outdoor Auction Establishment
 - Recreational Vehicle Storage Yard.
 - Outdoor Firing Range, Skeet or Trapshooting Facility.
 - Travel Trailer Park.
 - Golf Driving Range.
 - Spectator and Non-spectator Field Events and Activities (Class A, B, and C).
 - Arena/Stadium.
 - Fairgrounds.
 - Kennel/animal shelter
 - Mobile Home Sales, Rental, and Service.
 - Technical School Outdoor
 - Solid Waste Transfer Station
 - Carpentry, Plumbing, Electrical, Welding shop
 - Taxidermy Studio

- Car Wash
- Auto Sales, Rental and Service
- Commercial Storage and Processing of Bulk Agricultural Products
- Autobody/Painting Establishment
- Warehousing
- Wholesale trade establishments
- Frozen Food Lockers
- Bottling Plant
- Petroleum product bulk storage
- Enclosed Laboratories for Research and Development
- Contractor's offices, shops, and storage yards
- Crop/livestock farm
- Horse farm
- Truck farm
- Plant nursery/greenhouse – wholesale
- Lumber Yard
- Electrical substation
- Above ground water and sewer pumping storage
- Utility transmission not subject to SCC
- Sewage treatment system
- Telecommunications facilities
- Helistops.
- Motor Freight Terminal.
- Truck Stop.
- Bus or Rail Terminal.

III BUILDING HEIGHT AND SETBACKS

1. All buildings/structures shall be limited to a maximum height of forty-five (45) feet. The height restriction may be modified to allow a structure up to sixty-five (65) feet through an approved special permit pursuant to Category 24.
2. Buildings located along Lafayette Street and along Village Center Drive from Sta 14+00 to Sta 17+00 shall be located within 25' of the right-of-way with parking and loading located to the side and rear of the buildings.

IV LIGHTING AND LANDSCAPING

1. Free-standing exterior lighting shall have uniform material, style and color throughout the Property.
2. The Applicant shall provide landscape buffers as generally shown on the Conceptual Development Plan.- The landscape buffer may be altered to accommodate drainage, water, sewer or other easements necessary to connect utilities or recreation facilities across parcel lines.

3. In formulating the landscape plan, the applicant shall use shrubs which will form low hedges where the parking lots abut the street to block headlights from interfering with oncoming traffic.

V. PARKING

In order to facilitate the Town Center Design, the applicant shall request a parking reduction pursuant to Section 7-102.4 or 7-102.18 and agrees to reduce parking by at least 20% if such a reduction is approved.

VI. TRANSPORTATION

1. The Applicant shall have only a single point of access from Route 17 to the Property as illustrated on the CDP. Village Center Drive has already been designed, approved and bonded for construction with the Wexford Mews Site Plan (SPMA05-LE-021). The Applicant hereby proffers to construct Village Center Drive from Route 17 to Lafayette Street in accordance with said design and typical section contained with the approved Site Plan with the first site plan approved for the development.

2. The Applicant shall dedicate 45' feet along the western boundary to accommodate one-half of the right-of-way for the Comprehensive Plan road, Lafayette Street. The applicant will also construct a portion of Lafayette Street in accordance with the typical section shown on the Conceptual Development Plan. Lafayette Street, north of Village Center Drive shall be constructed to a dustless surface to the northern property line with the first building constructed within the northwestern quadrant of the site defined as the area north and west of Station 14+00 along Village Center Drive. Lafayette Street, south of Village Center Drive shall be constructed to a dustless surface to the southern property line with the first building constructed within the southwestern quadrant of the site defined as the area south and west of Station 14+00 along Village Center Drive. The alignment of this segment of Lafayette Street will not preclude the eventual connection with the proposed Lafayette Street north of Route 28 in the Freedom Place development.

3. Prior to the first site plan submittal, the Applicant shall submit a Transportation Impact Analysis to Fauquier County and VDOT reflecting the anticipated worse case traffic scenario for the entire site. The anticipated worst case traffic scenario will be determined in consultation with Fauquier County and VDOT based upon the mix of likely uses the site could reasonably support.

4. The Applicant shall provide interparcel access to the adjoining parcel (PIN 6899-24-3818), generally as shown on the exhibit entitled "Easement Exhibit Wexford Village" dated January 14, 2008. The ingress/ egress easement shall be a minimum of 30 feet and the travelway within said easement shall be a minimum of 24 feet face of curb to face of curb. This proposed interparcel connection shall be designed & constructed with the first site plan for any building located along the southern frontage of Village Center Drive to ensure compatibility with the Wexford development. The applicant will design the interparcel access to connect to the existing

parking lot located on the adjoining parcel. The applicant agrees to construct the inter-parcel access provided the adjoining property owner grants all easements and approvals necessary to perform said connection. If the adjoining property owner does not grant the necessary approvals within 60 days of the applicant's request, the applicant shall construct the travelway to a point at which the grading remains on-site and shall grant a temporary construction easement on the portion of the property necessary for the connection to be completed by others.

5. The Applicant shall limit the access to Village Center Drive by allowing only one curb cut on either side of the roadway in the general location as shown on the CDP.

6. The Applicant agrees to dedicate any additional right-of-way necessary along its frontage with Route 17 or Village Center Drive, if warranted by the Traffic Impact Analysis at no cost to Fauquier County.

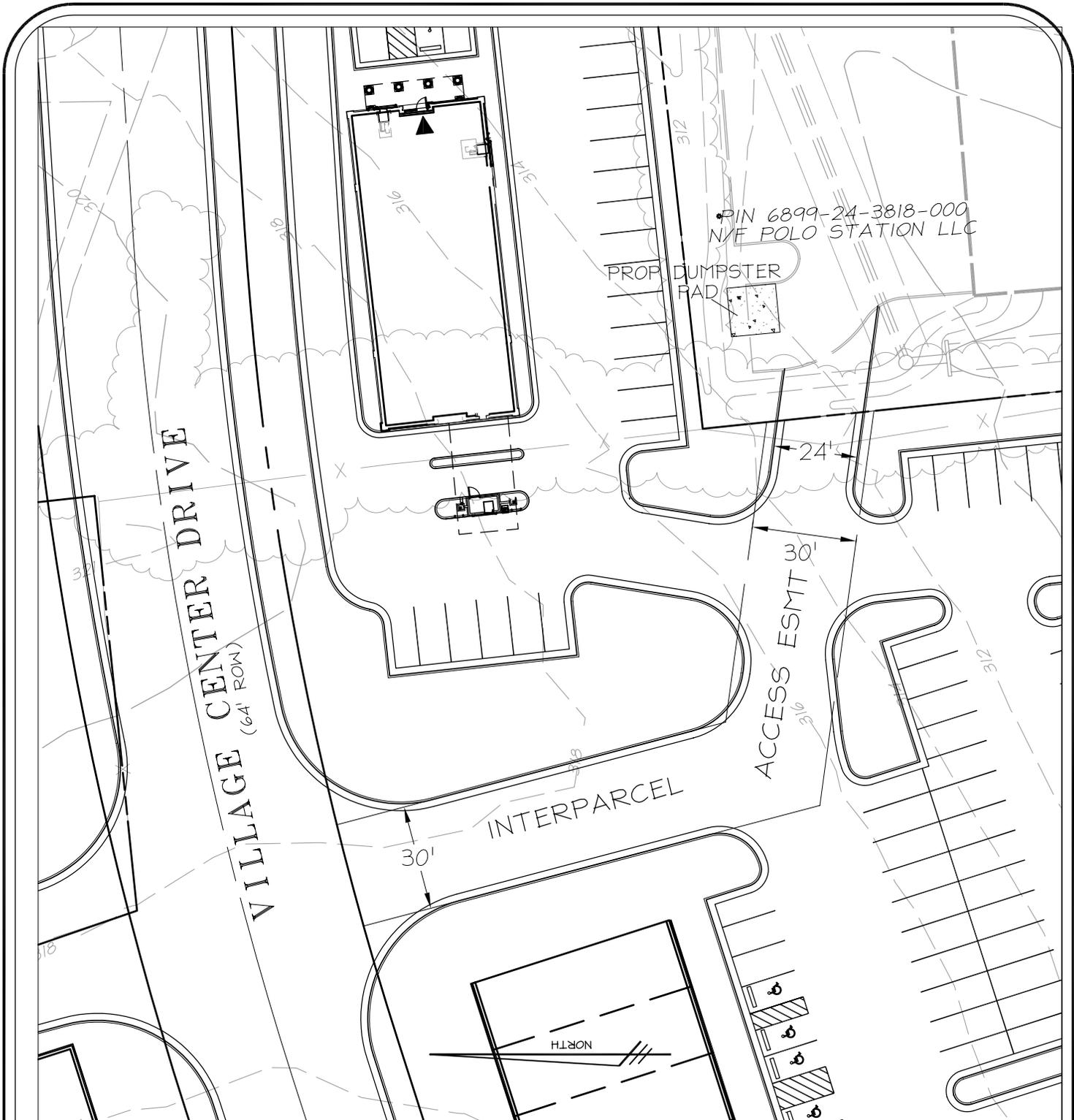
[SIGNATURE APPEARS ON FOLLOWING PAGE]

Applicant:

Wexford Mews, LLC

Frank Smerbeck, Managing Member

Date



PIN 6899-24-3818-000
N/F POLO STATION LLC

PROP. DUMPSTER PAD

VILLAGE CENTER DRIVE
(64' ROW)

INTERPARCEL

ACCESS ESMT
30'

NORTH

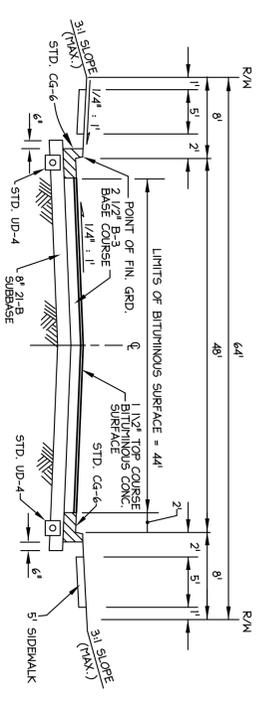
EASEMENT EXHIBIT
WEXFORD VILLAGE
LEE MAGISTERIAL DISTRICT
FAUQUIER COUNTY, VIRGINIA
SCALE: 1"=40' JANUARY 14, 2008



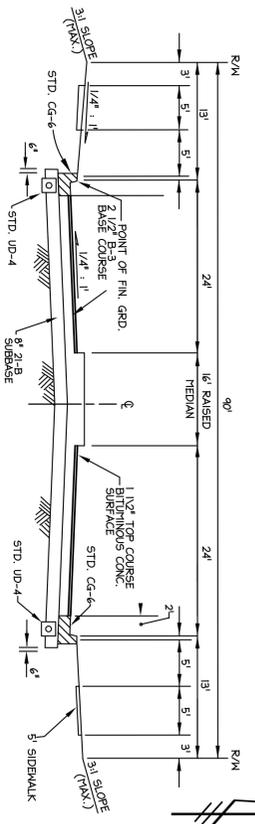
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TYPICAL PAVEMENT SECTION
VILLAGE CENTER DRIVE
N.T.S.



TYPICAL PAVEMENT SECTION - 4 LANE DIVIDED WITH RAISED MEDIAN
LAFAYETTE STREET
N.T.S.

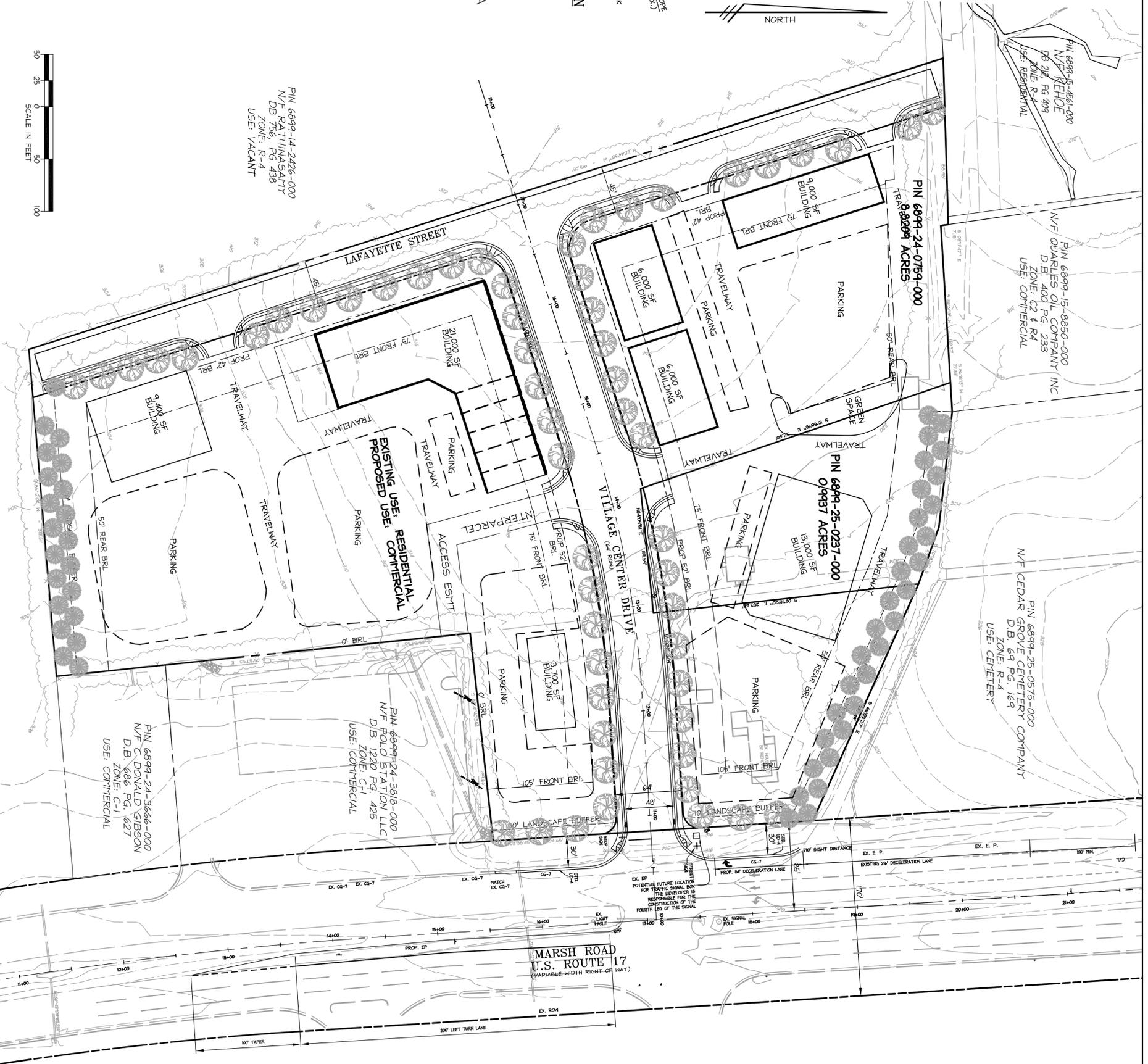


NOTE:
THIS TYPICAL REFLECTS THE ULTIMATE PLANNED DESIGN FOR LAFAYETTE STREET. THE APPLICANT IS PROPOSING TO CONSTRUCT A HALF SECTION OF THIS ROADWAY. THE DESIGN OF THE HALF SECTION WILL BE DETERMINED BY DISCUSSION WITH THE VA DEPT. OF TRANSPORTATION AND FAUQUIER COUNTY.

NOTE:
THIS CONCEPT DEVELOPMENT PLAN IS FOR ILLUSTRATIVE PURPOSES ONLY. THIS CONCEPT ILLUSTRATES THE GENERAL LOCATION OF PROPOSED BUILDINGS, PARKING AREAS AND TRAVELWAYS. THE BUILDING FOOTPRINTS ARE SUBJECT TO CHANGE BASED UPON THE DEVELOPED USES OF THE SITE PROVIDED THE OVERALL BUILDOUT WILL NOT EXCEED THE TOTAL SQUARE FOOTAGE PROVIDED HEREIN.

NOTE:
THE LANDSCAPE PLAN IS ILLUSTRATIVE. THE FINAL LANDSCAPE PLAN WILL BE DETERMINED BY DISCUSSION WITH THE FAUQUIER COUNTY OFFICE OF COMMUNITY DEVELOPMENT.

NO.	REVISIONS	DATE
1	COUNTY/NOT COMMENTS	9/7/07
2	BUBBLE PLAN	10/24/07
3	CORRECT LABELS ON TYPICAL SECTION	12/14/07



PIN 6899-14-2426-000
N/F RATHINASANTY
DB 756, PG 438
ZONE: R-4
USE: VACANT

PIN 6899-15-4561-000
N/F REHOE
DB 217, PG 409
ZONE: R-4
USE: RESIDENTIAL

PIN 6899-15-6950-000
N/F GUARLES OIL COMPANY, INC
D.B. 400 PG. 233
ZONE: C2 & R4
USE: COMMERCIAL

PIN 6899-25-0575-000
N/F CEDAR GROVE CEMETERY COMPANY
D.B. 69 PG. 169
ZONE: R-4
USE: CEMETERY

PIN 6899-24-3818-000
N/F POLO STATION LLC
D.B. 1220 PG. 425
ZONE: C-1
USE: COMMERCIAL

PIN 6899-24-3666-000
N/F G. DONALD GIBSON
D.B. 666 PG. 627
ZONE: C-1
USE: COMMERCIAL

MARSH ROAD
U.S. ROUTE 17
(VARIABLE-WIDTH RIGHT-OF-WAY)

PROJECT #00133-260

CONCEPTUAL DEVELOPMENT PLAN
WEXFORD VILLAGE

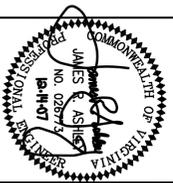
LEE MAGISTERIAL DISTRICT

FAUQUIER COUNTY, VIRGINIA



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DATE: JULY 13, 2007
SCALE: 1" = 50'
SHEET 3 OF 4

REZONING
WEXFORD VILLAGE

APPLICANT: WEXFORD MEWS, LLC

**LEE MAGISTERIAL DISTRICT
BEALETON SERVICE DISTRICT
FAUQUIER COUNTY, VIRGINIA**

PINS: 6899-24-0759-000 & 6899-25-0237-000

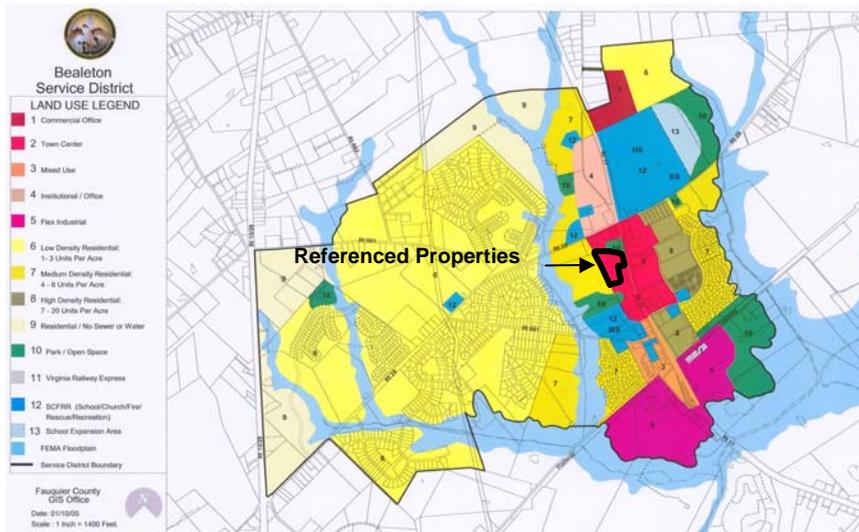
Introduction

The applicant, Wexford Mews, LLC is requesting a Rezoning from Residential-4 (R-4) to Commercial (C-2) with associated proffers. The referenced properties, each zoned Residential-4 (R-4), are 8.8209 acres and 0.9937 acres respectively, totaling 9.8146 acres. The properties are located on Route 17, between Route 28 and Remington Road (Route 656), in the core of the Bealeton Service District of the Fauquier County Comprehensive Plan. The surrounding properties are zoned either Commercial-1 (C-1) or Residential-4 (R-4). Liberty Station, which is directly across Route 28 from the referenced properties, is zoned Commercial-2 (C-2).

The referenced properties received approval for thirty-nine (39) town homes from the Board of Supervisors in February 2005. A site plan to develop the townhouses has subsequently been approved by the County.

Wexford Village is a proposal to create a main street style commercial area for the town center of Bealeton. The referenced properties are designated as part of the Bealeton Town Center area in the Comprehensive Plan. The Fauquier County Comprehensive Plan is very specific about the desire for the creation of a traditional Town Center in Bealeton along Route 17, between Route 28 and Station Drive. Wexford Village's design strictly conforms to the General Town Center design principles and guidelines as stated in the Bealeton, Opal, and Remington Service District Plan.

Bealeton Service District Plan



The Vision Statement for the Bealeton Service District Plan reads as follows:

Bealeton will be a “people friendly” community of distinct neighborhoods, built to the east and west of a town center. The shopping and recreational options, schools, town hall, offices, library, post office and VRE station of the town center will be located on a Main Street with ample sidewalks, and large boulevard trees. Appropriate employment areas (e.g. storage, light industrial, building trade workshops) will be included in less conspicuous places within the town center.

The Bealeton Plan also states that the area requiring special attention is the Town Center:

Bealeton does not possess a clear community focus, with a well developed business center, complete with the requisite hierarchy of residential neighborhoods, linked to parks, schools, or other public facilities.

And:

Bealeton is currently a bedroom community of houses, whose residents must look elsewhere for recreational, institutional and shopping needs.

In addition, the Introduction to The Bealeton, Opal, and Remington Service District Plans in the Fauquier County Comprehensive Plan includes General Town Design Guidelines:

General Town Center Design Principles:

The Bealeton Town Center will be designed as a mixed-use commercial core surrounded by a mix of institutional and office uses and a mix of higher density residential uses. This Town Center will be surrounded by a well-defined edge of parks and natural areas. In addition, the Town Center will:

- 1. Be designed in a generally rectilinear pattern of blocks and interconnecting streets and alleys, defined by buildings, street furniture and landscaping, a place to be shared equally by pedestrians, bicyclists and cars.*
- 2. Contain a core with a mix of lively and mutually supportive commercial and civic uses, such as a library, post office, churches, volunteer and fraternal halls, and spaces, and should contain prominent civic features, such as fountains, national and local memorials, which establish and commemorate the place.*
- 3. Possess urban parks and squares distributed throughout the Town Center. An important Square and a Town Park will be located at the core of the Town Center.*
- 4. Be designed so that similar uses in the Town Center will generally front one another across local streets, while dissimilar uses will generally abut along alleys, rear property boundaries and across collector roads.*

Chapter 11 of the Comprehensive Plan, *Community Design Guidelines*, provides an outline of the design features that are desirable for Fauquier County’s service districts.

Items 6d, 7, and 8 of the Policies and Action Strategies specifically address the design of commercial areas.

(6) d. Community design should consider:

- *Commercial uses should be contained in multi-story, mixed use structures with the commercial/retail uses on the ground level, residential apartment units or offices on the upper levels.*
- *Buildings can vary in terms of footprint and architectural elevations; the maximum ground level footprint should consistent with residential or neighborhood scale.*
- *Restaurant locations should be permitted to operate outside cafes on sidewalks, provided that pedestrian circulation and access to store entrances is not impaired.*
- *Buildings should define the streetscape through setbacks formed by the build to the line concept; the streetscape is further reinforced by planted shade trees, hedges, walls or fences.*
- *Exterior public and semi-public spaces, such as courtyards or plazas, should be designed to enhance surrounding buildings and uses in the form of textured paving, landscaping, lighting, trees, benches, and similar treatment methods.*
- *Buildings shall be oriented to the front and related to public streets, both functionally and visually, to the greatest extent possible. Buildings shall not be oriented to front toward a parking lot.*
- *Smaller lots and higher residential density are generally located closer to the main street commercial/business center.*

7. Encourage, in Service District areas, the orientation of new commercial buildings closer to existing public rights-of-way in order to create well defined public streets and spaces for commercial and other associated employment and service activities.

Implementation Strategy:

- a. All buildings should front directly onto a street; none should be set back from the street with an intervening parking lot in front.*
- b. Encourage the placement of a portion of the required parking to the rear of commercial buildings, with clear access to those buildings; parallel street parking would be allowed.*
- c. Develop a Facilities Standards Manual which includes design and engineering standards for alleys, rear and side yard parking areas.*
- d. Encourage the location of new buildings close to the street to minimize the scale of new arterial and collector streets.*

e. Discourage the location of large expanses of parking between public streets and building entrances.

8. Preserve and enhance the unique architectural and landscape qualities of the County's Service Districts, villages and rural areas.

Analysis

It is clear from the Bealeton Service District Section of the Fauquier County Comprehensive Plan, that Bealeton desires a traditional town core along Route 17, with all the commercial uses associated with a small town center. The referenced parcels are located in the area indicated as the town center in the Bealeton Service District Land Use Plan. The existing R-4 zoning of the parcels and the approved site plan for 39 town homes do not contribute toward the creation of a commercial town center in this area.

The applicant is requesting a new Commercial-2 designation in order to continue facilitating the creation of the Bealeton Town Center. The C-2 zoning designation would allow for the greater mix of commercial uses in order to improve the ratio of commercial to residential development in the Bealeton area.

The Wexford Village Conceptual Development Plan follows the Community Design Guidelines as outlined in Chapter 11 of the Comprehensive Plan. The Guidelines are clear about the kind of streetscape that is sought-after. The Guidelines describe new public streets with commercial buildings built to the sidewalk, lined with street trees, and parking lots behind the buildings. The Guidelines discourage the conventional suburban pattern of strip commercial development with the parking lot in the front of the buildings. Wexford Village proposes to extend Village Center Drive across Route 17 to connect with Church Street, all of which is part of the Bealeton Service District Transportation Comprehensive Plan. In order to create the kind of streetscapes envisioned in the Comprehensive Plan for Village Center Drive and Church Street, a reduction in front yard setback would be required.

The front yard setback in Commercial Highway (C-2) districts is 75 feet from the centerline of a local collector. In the instance of Village Center Drive, which has a 70 foot right-of-way, this would mean that new buildings can be no closer than 40 feet from the right-of-way line. This distance is excessive and does not allow for the creation of "well-defined public streets and spaces" as described in the Community Design Guidelines. This setback distance is much greater than the traditional setbacks seen in Main Street development. The applicant is proposing to reduce the front yard setback to 20' from the right-of-way line. This reduced setback allows the commercial buildings to frame the public space and create a more pleasant pedestrian experience. Section 3-400 of the Fauquier County Zoning Ordinance allows for the reduction of front yard setbacks for commercial buildings when:

- A. the setback provided is consistent with older, established buildings in the immediate area;*
- B. the setback is consistent with any design guidelines or requirements established by the Comprehensive Plan, if any such guidelines or requirements exist;*
- C. sufficient area is provided to accommodate construction requirements, including drainage; and*

D. sufficient area is provided to accommodate a full streetscape along the street, to include sidewalks and street trees, where appropriate.

The proposed 20 foot setback from the right-of-way line is consistent with the traditional main streets in Fauquier County. Warrenton, The Plains, Marshall and Remington all have Main Streets with commercial buildings that are built to the sidewalk adjacent to the right-of-way. Additionally, as previously described, the proposed setback is consistent with the Community Design Guidelines of the Comprehensive Plan. The 20 foot setback does provide sufficient area for construction requirements, utilities, street trees, and sidewalks.

Bealeton has absorbed a great deal of residential growth over the last decade. Commercial development in the area has lagged behind residential growth. Bealeton now has a population to support greater commercial development. New commercial development should be designed to contribute to the creation of a traditional small town environment where it is possible to live, work, and play. The Wexford Village proposal is just this kind of development. The applicant respectfully requests that the referenced parcels are rezoned from Residential-4 to Commercial-2, with reductions in front setback requirements, for the benefit of Bealeton's town center plan.

Carson Ashley and Associates, LLC
