



CITY OF HARRISONBURG COMMUNITY DEVELOPMENT

409 SOUTH MAIN STREET, HARRISONBURG, VA 22801

OFFICE (540) 432-7700 • FAX (540) 432-7777

REZONING and SPECIAL USE PERMIT

On **December 10, 2024**, the Harrisonburg City Council approved a rezoning request from R-1, Single Family Residential District; R-2, Residential District; B-2, General Business District; and M-1, General Industrial District, to **R-5C High Density Residential District Conditional, and R-8C, Small Lot Residential District Conditional**, and three **special use permits as outlined below** for the property located at:

**51, 75, 85 Waterman Drive, West Market Street, and Brickstone Court
Harrisonburg, VA 22802**

City Tax Map Parcel(s): 36-T-1, 36-T-5, 37-C-2, 37-C-3, and 37-G-9

In connection with the rezoning approval for the property the following is proffered:

- See attached Frazier Quarry Rezoning – Rezoning Request Proffer letter revised November 25, 2024.

Special Use Permits:

1. To allow multiple-family dwellings of more than 12 units per building in the R-5 district
2. To allow attached townhomes of not more than eight in the R-8 district
3. To allow reduced side yard setbacks for townhomes in the R-8 district

In connection with the special use permit approval,

As per Section 10-3-130(c) of the City Code, whenever a special use permit is approved by the city council, the special use authorized shall be established, or any construction authorized shall be commenced and diligently pursued, within such time as the city council may have specified, or, if no such time has been specified, then within thirty-six (36) months from the approval date for residential projects and within twelve (12) months from the approval date for all other projects.


This permit is subject to all conditions and requirements of the Harrisonburg City Code now in effect and to the additional conditions imposed by the City Council, as follows:

For the SUP to allow attached townhomes per ZO Section 10-3-29.4 (1):

1. The maximum attached townhome groups shall be limited to a maximum of six (6) units.

For the SUP to allow reduced side yard setbacks for townhomes per ZO Section 10-3-59.4 (11):

2. The minimum side yard setback for townhouse groups shall be no less than ten (10) feet.
Note that the requested SUP allowing for the reduction of side yard setbacks is only applicable for townhome units and does not apply to other housing types.


Thanh Dang, AICP 3/10/25
Deputy Director of Community Development Date

**Frazier Quarry Rezoning
REZONING REQUEST PROFFER
(Conditions for this Rezoning Request)**

Applicant/Developer:

Waterman Investments, LLC
David K. Gildea, Managing Partner
600 Washington Ave., Suite 200
Baltimore, Md 21204

Owners:

Liberty Hall, LC

85 Waterman Drive	Brickstone Court
26.55 Acres	5.85 Acres
Tax Map No. 037 C 2	Tax Map No. 037 G 9

Ordovician, L.C.

85 Waterman Drive	W Market Street
43.89 Acres	36.66 Acres
Tax Map No. 037 C 3	Tax Map No. 036 T 5

Aichus, LLC

51 Waterman Drive
48.59 Acres
Tax Map No. 036 T 1

Total Acreage: 161.40

Dated: September 6, 2024; Revised October 1, 2024; Revised November 25, 2024

**TO THE HONORABLE MAYOR AND MEMBERS OF
THE COUNCIL OF THE CITY OF HARRISONBURG**

Property Information

The Applicant (also referred to herein as “Developer”) and the Owners of the above-described parcels, containing 161.40 acres +/- of land (the “Property”), have petitioned the City of Harrisonburg, Virginia (the “Council”) for a rezoning to allow for the development of a specific project, identified as Quarry Heights (the “Project”), as specifically detailed in the Quarry Heights Concept Plan (“Concept Plan” or “CP”) prepared by Valley Engineering containing a total of 161.40 +/- acres which depicts the Property delineated in the rezoning applications filed with the City.

Proffers

In furtherance of the Proposed Rezoning, the Applicant/Owner hereby proffers that in the event the Council approves the rezoning of the Property, from their varying current zoning districts to R-5C High Density Residential District Conditional with a special use permit to allow multifamily dwellings of more than 12 units per building and to R-8C Small Lot Residential District Conditional with special use permit to allow townhomes and a second special use permit to allow for reduced setbacks, then the Project shall be done in conformity with the terms and conditions as set forth herein, except to the extent that such terms and conditions may be subsequently amended or revised by the Applicant/Owner and such be approved by the Council in accordance with Virginia law. In the event that such rezoning is not granted, then these Proffers shall be deemed withdrawn and have no effect whatsoever. These Proffers shall be binding upon Applicant/Owner, and their legal successors or assigns. Any and all terms and conditions, accepted or binding upon the Property and Project, as a condition of accepting these Proffers, shall become void and have no subsequent effect. The Applicant/Owner hereby agrees that the Proposed Rezoning itself gives rise to the need for these Proffers, that the Proffers have a reasonable relation to the Proposed Rezoning, and that all conditions are in conformity with the City's Comprehensive Plan.

The Applicant, who is acting on behalf of the Owners of the Property, hereby voluntarily proffers that, if the Council approves the rezoning, the Applicant and the Owners, or their successors and assigns, will provide the following during the Project:

I. R-5C District Proffers (Multifamily Section):

- a. The number of dwelling units on the R-5C, multifamily section of the Property and as generally depicted on the Concept Plan shall not exceed three hundred (300) units.
- b. The Property shall not contain dwelling units that have more than three (3) bedrooms. None of the dwelling units shall be rented on a "per bedroom" basis other than one-bedroom units designed for that purpose.
- c. Occupancy shall be limited to a family or no more than three (3) unrelated persons per dwelling unit.
- d. Solar panels shall be installed and maintained on the clubhouse building within the R-5C project area to a minimum of fifty per cent (50%) of rooftop surface area. However, if solar panels exceed the maximum energy generation allowed by the Harrisonburg Electric Commission (HEC), then solar panel sizing shall be reduced to generate the maximum energy generation allowed by HEC.
- e. A minimum of two (2) "Level 2" (equivalent or better technology at the time of construction) electric vehicle charging stations at the Property shall be installed prior to the R-5C zoned area's project completion and thereafter maintained in operating condition.

- f. Amenities shall include at a minimum, the following: (the locations of such amenities as shown on the Concept Plan are only conceptual and may be relocated within the R-5C zoned area):
 1. A community clubhouse containing a minimum of twenty-five hundred (2,500) square feet and outdoor pool (CP item 5).
 2. A fenced dog park (CP item 7) with a minimum of 5,000 square feet total fenced area.
 3. A central lawn that is located internally to the R-5C development that is intended to provide open play areas/green space for residents (CP item 10). The central lawn shall be a minimum of 15,000 square feet with a minimum width of 40 feet measured from center line of sidewalk to center line of sidewalk.
 4. A “tot lot” or small playground intended to provide recreational play opportunities for children living in the community (CP item 13). The “tot lot” or small playground shall be a minimum of 4,000 square feet and shall include, at a minimum, two playground structures. One structure shall be designed for age groups 2-5, and the second structure shall be designed for age groups 5-12.
 5. An “entrance park/open space” that might include customary community amenities such as benches, recreational improvements, to be determined as part of site plan approval (CP item 19). The entrance park shall be a minimum of 20,000 square feet.

Both the clubhouse and primary outdoor amenity areas (items 1.f.1-5 above) shall be completed and opened prior to the issuance of the 150th certificate of occupancy for residential units on the R-5C portion of the Property.

II. R-8C District Proffers:

- a. The number of attached and detached residential dwelling units in the R-8C zoned portion of the Property and generally depicted on the Concept Plan shall not exceed 653 total dwelling units, of which no fewer than 45 of the R-8C section dwelling units shall be detached single family dwelling units.
- b. Solar panels shall be installed and maintained on the clubhouse building within the R-8C project area to a minimum of fifty per cent (50%) of rooftop surface area.
However, if solar panels exceed the maximum energy generation allowed by the Harrisonburg Electric Commission (HEC), then solar panel sizing shall be reduced to generate the maximum energy generation allowed by HEC.
- c. Community amenities to be installed by Applicant and maintained and administered by the HOA to include the following: (the locations of such amenities as shown on the Concept Plan are only conceptual and may be relocated within the R-8C zoned area):
 1. A community clubhouse containing a minimum of twenty-five hundred (2,500) sq. feet and outdoor pool (CP item 6).

2. A central lawn that is located internally to the R-8C development that is located in the Waterman Village section of the development and is intended to provide open play areas/ green space for residents (CP item 11). The central lawn shall be a minimum of 1 acre in size with a minimum width of fifty feet (50') measured from center line of sidewalk to center line of sidewalk.
 3. A minimum of two (2) "tot lots" or small playgrounds intended to provide recreational play opportunities for children living in the community (CP items 14). The "tot lots" or small playgrounds shall be a minimum of 2,000 square feet each (4,000 sf total) and shall include a minimum of two (2) play structures total (one structure in each playground for a total minimum of two structures in the R-8C zoned area). One structure shall be designed for age groups 2-5, and the second structure shall be designed for age groups 5-12.
 4. A minimum of three (3) "pocket" parks/open space that might include customary community amenities such as benches, recreational improvements, and other shared community assets to be determined as part of site plan approval. Pocket parks shall be located internal to the development. (CP items 18, 20). The two (2) "pocket" parks/open spaces located in the Waterman Village neighborhood shall each be a minimum of 5,000 square feet. The "pocket" park/open space located within the Brickstone neighborhood shall be a minimum of 10,000 square feet and shall contain a centrally located shelter/pavilion for resident use. The minimum size of the shelter (calculated by footprint) shall be 100 square feet.
 5. A minimum of three (3) "overlooks" shall be provided, a minimum of one (1) each within the West Ridge Summit, Lakeside, and Quarry Lake East sections of the development. The overlooks shall be oriented to the lake and each overlook shall include a minimum of one (1) bench for resident use and might include other location specific amenities such as (but not limited to) a fire pit and shade canopy.
 6. A linear park shall be installed and maintained in the West Ridge Summit portion of the Project with an integrated pedestrian path (CP Item 3, 12). The park shall have a minimum width of 30 feet (measured from back-of-curb to back-of-curb) with a 5' wide (min.) sidewalk provided throughout the length of the park. Large maturing trees shall be planted and maintained at a ratio of no less than one tree for every fifty feet (50') of the length of the linear park including the median breaks. The trees shall be a minimum of 1.5" diameter at breast height (DBH) at the time of planting.
- d. A forty-foot (40') exterior vegetated buffer shall be provided and maintained in the perimeter area designated on the Concept Plan (CP Item 17). The exterior buffer shall either maintain the existing vegetation within the 40-foot buffer OR provide a mix of planted vegetation with the intent to provide a visual screen. If planted, the buffer shall

contain a minimum of four (4) trees per one hundred linear feet (100 LF) (small, medium, or large maturing, 1.5” DBH at planting) and a minimum of ten (10) understory shrubs per 100 LF (36” min. height at planting).

- e. A twenty-foot (20’) exterior vegetative buffer shall be provided and maintained in the perimeter area designated on the Concept Plan (CP Item 17b). The exterior buffer shall contain a minimum of five (5) evergreen trees (5 ft. min height at planting) per 100 LF of common property line. Existing trees may be counted if they are in healthy condition and not damaged by construction. Applicant or HOA will install and maintain all existing, planted or replaced trees required under this section.
- f. Install and maintain a six foot (6”) high board-on-board or equivalent privacy fence between the Shared Use Path running parallel to the new public street connecting to Granite Farm (County Parcel 124-A-11 in Rockingham County) and the two southernmost lots at the end of the existing College Avenue right-of-way (CP Item 17c). Breaks in the fence will be provided for the Shared Use Path connection to College Avenue (Proffer IV.c below) and the existing overhead powerline easement to the extent required by the easement beneficiary. This privacy fence will be supplemented by additional evergreen screening consistent with that described in Proffer II.e above, if site conditions permit and if requested by one or both of the adjoining lot owners along their property boundary.

III. Transportation Proffers:

- a. The Owner/Applicant shall provide a public and private street network as generally depicted on the Concept Plan, to include roundabouts in the illustrated locations. The Department of Public Works may, in its sole discretion, waive, in whole or in part, the completion of this proffer.
- b. The Owner/Applicant will dedicate public right of way or provide easements to the City at the time of platting of any adjacent lots or common areas to include twenty feet (20’) of public street right-of-way along the west side of Waterman Drive frontage for purposes including, but not limited to future public street right-of-way, street pavement widening, drainage or other utility improvements. Denoted as “Future Waterman Drive Right of Way” (CP Item 26) on Concept Plan. Along the northern portion of the site where the Public City Trail (“PCT”) extension parallels Waterman Drive, the full combined public street and PCT right-of-way or easement grant shall total thirty feet (30’) in width (CP item 27). Owner/Applicant and City also agree to negotiate in good faith in the event that additional right-of-way or easements along the Waterman Drive frontage are requested by the City during engineered site plan design and approval on mutually agreeable terms so long as such additional right of way or easements do not negatively impact Concept Plan layouts for density or setback in the Quarry Lake East and Waterman Village sections of the project.

- c. No less than one (1) large deciduous tree shall be planted and maintained for every fifty (50) linear feet of parcel public street frontage where trees are not required by parking lot landscaping regulations (Section 10-3-30.1(1) of the Zoning Ordinance). Trees shall be planted within ten feet (10') of public street rights-of-way. The trees shall be a minimum of 1.5" diameter at breast height (DBH) at the time of planting.
- d. Central Lawn at Waterman Village Connection. A 50-ft. wide easement for future public street dedication and temporary construction/grading easements shall be reserved from the northern terminus of the Central Lawn to the closest public street shown in the Concept Plan for a future northerly public street connection. This area shall be dedicated as public street right-of-way to the City upon request.
- e. Street and Shared Use Path (Internal) Connections to County Parcel 124-A-11 (presently known as Granite Farm). Right-of-way for future public street dedication shall be reserved and dedicated to public use at time of platting fifty feet (50') in width with additional area for temporary construction/grading easements at the connection to Granite Farm (County Parcel 124-A-11) in Rockingham County to the west (CP item 21). A public access easement shall be dedicated for the shared use path (internal) connection at the end of Brickstone Court (CP 2). The location of the proffered public street stub (or connection) and shared use path (internal) stub (or connection) to County Parcel 124-A-11 shall be made at locations mutually agreed upon by the Owner/Developer, the owner of the referenced County Tax Parcel, and the City as part of the Engineered Comprehensive Site Plan review process in both jurisdictions. If the Quarry Heights Development designs/constructs the street and/or path connections (stubs) prior to Granite Farm constructing such stubs, then the Quarry Heights Development site plan shall include extension of the facility(ies) profile into County Tax Map Parcel 124-A-11 for a minimum distance of three hundred (300) feet, to show the feasibility of making the future connections compliant with street/path design standards, as determined by VDOT and the City. The Owner/Developer shall provide on-site temporary construction easements of sufficient width to accommodate the future completion of the street when County Tax Parcel 124-A-11 develops. However, if the street and/or path stub(s) from County Tax Parcel 124-A-11 are present, or scheduled to be completed, prior to the Quarry Heights Development beginning construction on these connections, then the site plan shall indicate completion of the connection(s) to the stubbed facilities on County Tax Map Parcel 124-A-11, instead of stubs terminating on the Owner/Developer's property. The Owner/Developer is solely responsible for obtaining temporary construction easements from adjacent property owners, if needed, to construct the street and shared use path connections.
- f. Within the R-5C section of the Project, an easement or public street right-of-way shall be granted for a bus shelter at a location acceptable to Harrisonburg Department of Public Transportation (HDPT), with the proposed location shown along the main entrance traffic circle from Waterman Drive (CP item 16). A concrete pad will be

constructed within the agreed easement location to HDPT's bus shelter design specifications. HDPT may, in its sole discretion, waive, in whole or in part, the completion of this proffer.

- g. Within the R-8C section of the Project, an easement or public street right-of-way shall be granted for a minimum three (3) bus shelters at public street locations acceptable to Harrisonburg Department of Public Transportation (HDPT). A concrete pad will be constructed within the agreed easement location to HDPT's bus shelter design specifications. Locations shown for demonstration only and are subject to Engineered Comprehensive Site Plan review and approval by HDPT. (CP item 16). HDPT may, in its sole discretion, waive, in whole or in part, the completion of this proffer.
- h. Raised crosswalks and/or speed humps or other traffic calming measures will be provided at key locations on public and private streets sections, as required by the Department of Public Works during the Engineered Comprehensive Site Plan review process.
- i. Speed limit signage, not to exceed 15 mph, will be posted within the private street sections of the Project. Location of speed limit signs are subject to Engineered Comprehensive Site Plan review and approval by the Department of Public Works.
- j. Waterman Drive and West Market Street Intersection Improvements. The following improvements to the intersection of Waterman Drive and West Market Street as shown on the Development Plan sheet prepared by Valley Engineering, which is attached hereto as Exhibit A ("Improvements"), shall be completed by the Developer/Owner upon the terms and conditions provided below:
 - i. Construction of the required extension to the southbound left turn lane from Waterman Drive onto West Market Street as shown on the Development Plan.
 - ii. Construction of intersection and frontage improvements as shown in the Development Plan attached as Exhibit A, to provide curb, gutter, sidewalk, and in some locations a retaining wall or similar improvement on the west side only of the improved intersection. This shall include any needed drainage and stormwater management facilities needed to direct stormwater solely from these additions to the public stormwater infrastructure along Waterman Drive and to address stormwater quality requirements. The curb, gutter, and sidewalk improvements to this intersection will extend north along Waterman Drive to the southernmost entrance into Quarry Heights from Waterman Drive as depicted generally on the Concept Plan.
 - iii. If easements or public right-of-way are needed from 910 and 916 West Market Street (tax map parcels 36-T-2 and 3), the Developer/Owner shall attempt to obtain at their cost easement or public right-of-way. However, if the Developer/Owner is unable to obtain easements or public right-of-way at fair market value, the Developer/Owner shall provide evidence and notice

to the City, both in writing, and then allow the City 180 days from the date of notice to attempt to obtain easements or public right-of-way. Only after the 180 days has passed, may the Developer/Owner reduce the scope of improvements on the west side of the street. Easements outside of the existing public right-of-way or the acquisition of additional public right-of-way shall be considered Uncontrollable Events subject to the Developer/Owner requirements to attempt to obtain such easements or public right-of-way contained in this section.

- iv. If easements or public right-of-way are needed from 44 and 66 Waterman Drive (tax map parcels 36-M-3 and 5), the Developer/Owner shall attempt to obtain at their cost easement or public right-of-way. However, if the Developer/Owner is unable to obtain easements or public right-of-way at fair market value, the Developer/Owner shall provide evidence and notice to the City, both in writing, and then allow the City 180 days from the date of notice to attempt to obtain easements or public right-of-way. Only after the 180 days has passed, may the Developer/Owner reduce the scope of improvements on the west side of the street. Easements outside of the existing public right-of-way or the acquisition of additional public right-of-way shall be considered Uncontrollable Events subject to the Developer/Owner requirements to attempt to obtain such easements or public right-of-way contained in this section.
- v. Improvement Deadlines. Developer/Owner agrees to contract for and manage the design and engineering of the Improvements in accordance with the Development Plan prior to or at the same time with approval of an Engineered Comprehensive Site Plan for any portion of the Quarry Heights Project with an entrance along Waterman Drive. The final approved Improvements design shall become part of the bonded improvements for the Quarry Heights Project approved site plan or final platting of any phase of the Project that has an entrance onto Waterman Drive (“Design Deadline”). The construction and completion of the Improvements shall be completed by the Developer/Owner and accepted by the City no later than six (6) months after the issuance of the 520th residential building permit (apartment, single family detached and attached housing all counting as residential building permits) by the City for construction at the Quarry Heights Project (“Construction Deadline”). However, if after the issuance of the 300th building permit for the Project, but prior to the issuance of the 520th building permit, the left turn queue on Waterman Drive is observed and measured to exceed the available storage for a majority of cycles during the AM and PM peak hours then the City has the authority to require these

improvements to be constructed within 12 months of notice provided by the City.

- vi. If the Design Deadline or the Construction Deadline is delayed by an Uncontrollable Event (which is defined as an event or condition for which the Developer/Owner does not have the control or authority to obtain, grant or condition, including, but not limited the acquisition of off-site easements or additional public right-of-way from a private landowner who is not the Developer/Owner) or for any reason not caused solely by the Developer/Owner or within the direct control of Developer/Owner, then such delay shall not entitle the City to delay or defer issuance of any site plan approvals, land disturbance permits or building permits, certificates of occupancy or other Entitlements for the Quarry Heights Project which otherwise meets applicable requirements for approval. In the event an Uncontrollable Event impacts the Design Deadline or Construction Deadline, the developer and City agree to work in good faith to modify the Development Plan to accommodate any Uncontrollable Event and to complete the Improvements as modified as closely to the Development Plan as possible had the Uncontrollable Event(s) not occurred.

IV. Bike/Ped Proffers:

- a. Applicant/Owner will design and install a ten foot (10') wide asphalt shared use path, referred to herein as the Public City Trail or PCT, through the site in the general location denoted on the Concept Plan serving as a future connection to the Friendly City Trail ("PCT"). The southern terminus of the PCT will be adjusted if requested by the City to accommodate a future connection. A twenty foot (20') wide public shared use path easement shall be conveyed to the City upon completion of any phased PCT sections by the Applicant/Owner (CP item 1). The PCT extension may be installed in phases throughout the Project but the entirety of the PCT shall be bonded under the initial Comprehensive Engineered Site Plan approval or first phase subdivision plat approval by the City. The PCT route may be relocated by mutual consent of the Applicant/Owner and City at Engineered Comprehensive Site Plan and platting stages of the Project. A typical Shared Use Path Cross Section for the PCT connection is proffered as denoted in the bottom left corner of the Concept Plan. The PCT shall be designed and built to the City's design standards for shared use paths. Portions of the trail that follow the alignment of roads established by the prior use as a quarry will be considered alterations of an existing facility, and therefore be designed to meet City standards to the maximum extent feasible, including design accommodations to compensate for difficulty of navigating steep sections where standards cannot be met, such as increasing the width of the trail, rest stops and/or flat landing areas at regular intervals, and other best practices. The Department of Public Works may, at its sole discretion, reject any

proffered PCT section dedications that do not meet its standards. Prior to rejection, objective written design documentation shall be provided by the Applicant/Owner and agreed upon by the Department of Public Works for any sections not meeting standards. Such rejected sections shall be converted to Shared Use Path (Internal).

- b. Hillside Avenue Connection. Applicant/Owner shall construct a shared use path connection from the terminus of Hillside Avenue as generally depicted on the Concept Plan (CP 25). A twenty foot (20') wide public right-of-way shall be dedicated to the City between the end of the existing Hillside Avenue public right-of-way and the new public right-of-way to be dedicated by Developer/Owner in the general location depicted on the Concept Plan. The physical installed path shall extend within existing street right-of-way to the edge of existing street pavement.
- c. College Avenue Connection. The Applicant/Owner shall construct a shared use path connection from the terminus of the existing College Avenue public right-of-way as generally depicted on the Concept Plan (CP 22). A fifty foot (50') wide public right-of-way shall be dedicated to the City connecting the public street within the Project to College Avenue along with the reservation of additional adjacent area for temporary construction/grading easements for possible future street connection by the City. The physical installed path shall extend within existing street right-of-way to the edge of existing street pavement. The Applicant/Owner will also install and maintain a minimum of (2) two benches or other seating areas in stone, wood or other natural materials along the shared use path between the end of College Avenue with entry landscaping consistent with that provided at other entry areas to the Project (CP Item 28).
- d. Public access easements will be granted over all sidewalks fronting on private streets within the R-8C zoned area.
- e. Privately owned pedestrian connections (sidewalks) that are either hard or innately surfaced (mulch, stone, etc.) and measure five feet (5') in width (minimum), serving spur destinations and recreational areas, shall be installed and maintained by the Applicant/Owner as generally shown on the Concept Plan (CP item 3). A public access easement will be granted over the pedestrian connections (sidewalks). The connections will be installed in conjunction with the phased Project build-out within phases submitted for Engineered Comprehensive Site Plan and platting stages.
- f. A pedestrian connection within a public access easement to the property line will be provided to the adjoining retail center on West Market Street (TM 36-T-2) with final location to be determined in coordination with improvements installed by the adjoining property owner. If the adjoining property owner rejects the pedestrian connection after reasonable effort and written documentation of rejection, then the Applicant/Owner will not be required to provide the pedestrian connection (CP item 24).
- g. Privately owned Shared Use Path (internal) of no less than ten feet (10') in width around the balance of the quarry lake in the center of the Project as generally shown on

the Concept Plan (CP item 2) shall be installed and maintained by the Applicant/Owner. A public access easement will be granted over this Shared Use Path (internal) but will be subject to reasonable Developer and HOA regulations as to time of use and access control. The Shared Use Path trails will generally be open to public use from dawn to dusk absent documented exigent circumstances. The paths will be installed in conjunction with the phased Project build-out within phases submitted for Engineered Comprehensive Site Plan and platting stages.

- h. A minimum of two (2) bike repair stations with concrete pad shall be provided along the PCT at locations approved by the City at the Engineered Comprehensive Site plan stage of the Project. The repair stations, at a minimum, shall include an air pump and bike mounting rack (CP item 4).

V. Resident and Public Safety Proffers:

- a. Prior to the issuance of the first Certificate of Occupancy for a residence in the Project, Developer/Owner will install and maintain uniform secure fencing around the central quarry lake area in order to restrict public and private access to the quarry lake.
- b. Developer/Owner will maintain open emergency access to the southeast rim of the quarry in a condition as currently exists on the Property or better during initial site preparation and grading, and to remain open an accessible in current condition until prior to the issuance of the first certificate of occupancy for the Project. Prior to the first Certificate of Occupancy, the Developer/Owner shall either:
 - i. Improve the existing emergency access as approved by the City, or
 - ii. Construct a new permanent emergency access at a different location. Final location, design and improvement of the permanent emergency access to the Quarry to be approved by the City during the first Engineered Comprehensive Site Plan review (CP item 23).
- c. Any mail stations accessed from public streets shall be at locations approved by the Department of Public Works during Engineered Comprehensive Site Plan approval, for reasons of pedestrian safety.

VI. General:

- a. Unless otherwise noted, for any proffered improvements or installations, the improvements and installations shall be installed and maintained by the Applicant, owner or successor in interest to any common areas within the Project such as a Homeowners' or Property Owners' Association.
- b. Unless otherwise noted, all proffered improvements in sections III-V above relative to the dedication of right-of-way or conveyance of easements above shall be provided at the time of platting. Unless otherwise noted, any physical improvements shall be constructed or installed concurrently with the development and improvement of

adjacent platted lots or common areas (which may be installed in phases throughout the Project) pursuant to an approved Engineered Comprehensive Site Plan for the Project.

IN WITNESS WHEREOF, the parties have executed this Rezoning Request Proffer as follows:

APPLICANT:

WATERMAN INVESTMENTS, LLC

By:  (SEAL)
David K. Gildea, Authorized Member

(Owner signature pages to follow)

OWNER:

LIBERTY HALL, LLC,
A Virginia limited liability company.



David A. Frazier (Dec 14, 2024 21:40 EST) (SEAL)

By: David A. Frazier

Its: Managing Partner

OWNER:

ORDOVICIAN, L.C.,
A Virginia limited liability company.



Bibb Y Frazier (Dec 16, 2024 10:44 CST) (SEAL)

By: Bibb Y Frazier

Its: Managing Member

OWNER:

AICHUS, LLC,
A Virginia limited liability company.



David A. Frazier (Dec 14, 2024 21:40 EST) (SEAL)

By: David A. Frazier

Its: Managing Partner

STREET IMPROVEMENT AGREEMENT

This Street Improvement Agreement ("SI Agreement") is entered into on this 25th day of November, 2024, to be effective as of the Effective Date (as defined below), by and between WATERMAN INVESTMENTS, LLC ("Developer"), LIBERTY HALL, LC, ORDOVICIAN, L.C., AICHUS, LLC (collectively "Owner") and the CITY OF HARRISONBURG, VIRGINIA ("City") to memorialize the rights and obligations of the parties related to certain street and other transportation facilities improvements related to the Developer's planned development of City tax map parcels 037 C 2, 037 G 9, 037 C 3, 036 T 5, and 036 T 1, containing 161.40 acres (+/-) acres, more or less, under contract for entitlement and development by Developer/Owner (the "Property" or "Quarry Heights Project").

RECITALS

1. The Developer/Owner has filed land use applications with the City of Harrisonburg requesting a Comprehensive Plan amendment designating the land use for the Property as a Medium Density Mixed Residential District, rezoning approvals within the Property to R-5C and R-8C districts with Special Use Permit requests and related approvals and permissions (collectively the "Entitlements").
2. A traffic impact analysis ("Quarry TIA") provided by the Developer/Owner and accepted by the City by letter dated September 23, 2024, found future traffic conditions directly attributable to the Quarry Heights Project warrant improvement of certain streets and intersections, and establishing certain other transportation facilities within the City.
3. The City has transportation and related infrastructure studies underway for the Waterman Drive corridor in the City and connecting streets and facilities and desires to incorporate the Quarry TIA into those studies, other planned projects and related infrastructure facilities in order to accept contributions from the Developer/Owner for certain transportation improvements detailed as mitigations in the findings of the Quarry TIA.

AGREEMENT

It is agreed between the parties as follows:

1. Mitigation Fees. The Quarry TIA showed certain impacts at the West Market Street and High Street and other studied intersections from the full build-out of the Quarry Heights Project which warranted certain transportation improvements upon modeled conditions where the contribution from the Quarry Heights Project was a low proportionate traffic contribution event. After review and consideration of these impacts and voluntary mitigations, the City and Developer/Owner agree that the City will accept from Developer/Owner "Mitigation Fees" in the amount of \$75,000. Developer/Owner agrees to fund the Mitigation Fees in full within 60-days of written request by the City for such funding. The City agrees not to request funding of the Mitigation Fees until 200 residential building permits have been issued for the Quarry Heights Project.

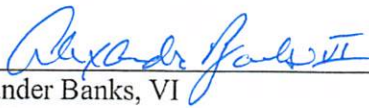
2. Amendment. This SI Agreement may be modified or amended, and the provisions of this Agreement may be waived, only by a writing executed by both parties.

3. Effective Date. This Agreement is contingent to take effect upon final approval of the submitted Entitlements by the Harrisonburg City Council, including the expiration of any applicable appeal period without the filing of an appeal (the "Effective Date"). If the rezoning is not approved by the Harrisonburg City Council or is lawfully challenged and set aside on appeal, this SI Agreement is void. The parties acknowledge that if an appeal is timely filed, it may be necessary to renegotiate the terms of this Agreement given the pending timeline for the Quarry Heights Project and the parties agree to negotiate in good faith in that regard.


4. Binding Effect. This Agreement shall be binding upon and shall inure to the benefit of the City of Harrisonburg and Developer/Owner.

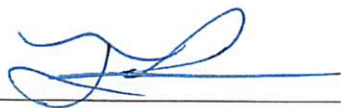
CITY OF HARRISONBURG, VA

WATERMAN INVESTMENTS, LLC

By: 
 Alexander Banks, VI
 City Manager

By: 
 David Gildea (Dec 13, 2024 15:41 EST)
 Authorized Member

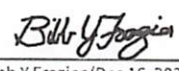

 Attest



 Attest

LIBERTY HALL, LC

ORDOVICIAN, L.C.

By: 
 David A. Frazier (Dec 14, 2024 21:41 EST)
 Its: Managing Partner

By: 
 Bibb Y Frazier (Dec 16, 2024 10:46 CST)
 Its: Managing Member


 Attest


 Attest

AICHUS, LLC

By: 
 David A. Frazier (Dec 14, 2024 21:41 EST)
 Its: Managing Partner


 Attest