

## AMENDMENT TO PROFFER STATEMENT

RE: PRA #PLN 2014-00399, Potomac Shores  
Applicant/Owner: Harbor Station Communities LLC, CHR Properties LLC,  
Harbor Station Marina LLC, and HSP Properties LLC

Amended Proffer Statement Property: GPINs 8389-18-2115 (pt.), 8389-43-1626, 8389-53-5711, 8389-11-0801, 8389-43-3928, 8389-53-7408, 8389-16-5368 (pt.), 8289-93-7231, 8389-43-6730, 8389-42-9772, 8388-68-6019, 8389-43-7941, 8389-62-0140, 8389-52-0622, 8389-43-8622, 8389-62-0162, 8389-52-1394, 8389-52-4387, 8389-62-0327, 8389-52-7685, 8389-62-1254, 8389-52-1849, 8389-52-8065, 8288-88-1665, 8389-52-2672, 8389-32-1295, 8389-53-2532, 8289-91-1918, 8389-52-4232, 8389-32-5571, 8389-53-4114, 8388-18-4994, 8389-52-5473, 8389-42-6195, 8389-53-4443, 8389-00-0137, 8389-41-3404, 8389-42-4267, 8389-60-1576, 8389-62-3777, 8389-62-5228, 8389-62-5354, 8389-62-5363, 8389-62-5845, 8389-62-7185, 8389-63-1137, 8389-63-4442, 8389-63-6343, 8388-79-8558, 8389-52-1680, 8389-43-9843, 8389-53-0224, 8389-53-6042, 8389-62-1962, 8389-62-3361, 8389-54-1076 and 8389-24-5146 (pt.).

Potomac Magisterial District

1,129.18 Total Acres

271.37 Acres PMD, Planned Mixed Use District

857.81 Acres PMR, Planned Mixed Residential District

Date: January 13, 2015

This Amendment to Proffer Statement ("Amended Proffer Statement") shall revise only those proffers as set forth below. Except as amended hereby, the Proffer Statement associated with REZ #PLN2012-00420, dated July 15, 2013, as approved by the Prince William County Board of County Supervisors on July 16, 2013, shall remain in full force and effect and unchanged. The undersigned hereby proffers that the use and development of the Amended Proffer Statement Property, as defined above, shall be in strict conformance with the Proffer Statement associated with REZ #PLN2012-00420, dated July 15, 2013, as approved by the Prince William County

**PRA #PLN2014-00399, Potomac Shores**  
**Approved by BOCS: 02/24/15**



**Rebecca Horner, AICP, CZA**  
**Planning Office**

AMENDMENT TO PROFFER STATEMENT  
PRA #PLN2014-00399, Potomac Shores  
Harbor Station Communities LLC, CHR Properties LLC,  
Harbor Station Marina LLC, and HSP Properties LLC  
January 13, 2015

Board of County Supervisors, and as revised by this Amended Proffer Statement. In the event that this amendment is not granted as applied for by the Applicant, this Amended Proffer Statement shall be withdrawn and be null and void, and the Proffer Statement associated with REZ #PLN2012-00420, dated July 15, 2013, as approved by the Prince William County Board of County Supervisors, shall remain in full force and effect. The Amended Proffer Statement shall apply only to the Amended Proffer Statement Property; the balance of the property subject to the Proffer Statement associated with REZ #PLN2012-00420 (i.e., Landbay 1), shall remain subject to the proffers approved with REZ #PLN2012-00420.

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. All improvements proffered herein shall be provided at the time of development of that portion of the Property adjacent to the improvement, unless otherwise specified herein. The term "Applicant" and "Developer" shall include all future owners and successors in interest.

**AMENDMENT TO LIST OF PLANS AND EXHIBITS**

References in this Amended Proffer Statement to plans and exhibits shall include the following:

1. Master Zoning Plan ("MZP"), prepared by The Engineering Groupe, Inc. and dated March 30, 2012, last revised May 30, 2013.
  - a. Land Use Plan (sheet 2 of 5), last revised May 27, 2014. ["Land Use Plan"]
2. Potomac Shores Master Design Guidelines prepared by HartHowerton and dated April 11<sup>th</sup>, 2012, revised December 18<sup>th</sup>, 2014 ("Potomac Shores Design Guidelines").

**PRA #PLN2014-00399, Potomac Shores**  
**Approved by BOCS: 02/24/15**



**Rebecca Horner, AICP, CZA**  
**Planning Office**

**AMENDMENT TO PROFFERED CONDITIONS**

**USES and SITE DEVELOPMENT**

2. A maximum of 3,987 residential units shall be permitted on the Property (including the units constructed in Landbay 1), with a minimum of: (a) 900 single family detached units; and (b) 200 additional units which may be either single family detached units or duplex house units. A maximum of 2,500 units shall be located outside the Town Center (Land Bay 9).
44. The Applicant shall construct a recreation center on the Property for use of the residents of the Property (including Landbay 1). Said recreation center shall be located in Landbay 9 (Town Center) and shall be reflected on a final plan to be filed at the time of or as a part of the final site/subdivision plan that results in the 375<sup>th</sup> cumulative residential unit on the Property (including Landbay 1). The recreation center shall be constructed and available for use at the time a building permit is issued for the 500<sup>th</sup> residential unit on the Property (including Landbay 1). The recreational amenities to be provided in Landbay 9 shall include the following:
- a. Clubhouse facility consisting of a minimum of 10,000 square feet of net floor area (may be one or more buildings), and shall include a multi-purpose room and an exercise/fitness room.
  - b. Two (2) swimming pools, one of which shall be a minimum 6-lane, 25-yards in length.
  - c. Outdoor activity area(s) that may include any of the following amenities: (i) community gardens; (ii) greenhouse/potting shed; (iii) courts (i.e., volley ball, tennis, bocce, croquet); (iv) tot lot; and (v) other similar types of recreational/activity amenities. The Applicant reserves the right to modify the activity areas over time provided at least two such amenities are provided at any given time and subject to the approval of all required plans and permits.

**PRA #PLN2014-00399, Potomac Shores**  
**Approved by BOCS: 02/24/15**



**Rebecca Horner, AICP, CZA**  
**Planning Office**

AMENDMENT TO PROFFER STATEMENT  
PRA #PLN2014-00399, Potomac Shores  
Harbor Station Communities LLC, CHR Properties LLC,  
Harbor Station Marina LLC, and HSP Properties LLC  
January 13, 2015

- d. Notwithstanding the obligation to provide outdoor activity areas referenced in subparagraph c above, the Applicant shall construct two (2) tennis courts at the recreation center or make a cash equivalent capital improvement monetary contribution to the the Potomac Shores Residential Association (PSRA) in the amount of \$150,000 to be used for the construction of tennis courts or other recreational amenities in the community as determined by the PSRA. The PSRA must decide by a majority vote of the PSRA homeowner members prior to July 1, 2018, that the tennis courts are to be constructed by the Applicant by July 1, 2019. Otherwise, the Applicant shall satisfy this obligation with the payment of the capital contribution by July 1, 2019.

{P0458893.DOCX / 1 Approved Proffers.Amended.004 007352 000036}  
1/13/15

**PRA #PLN2014-00399, Potomac Shores**  
**Approved by BOCS: 02/24/15**



**Rebecca Horner, AICP, CZA**  
**Planning Office**

AMENDMENT TO PROFFER STATEMENT  
PRA #PLN2014-00399, Potomac Shores  
Harbor Station Communities LLC, CHR Properties LLC,  
Harbor Station Marina LLC, and HSP Properties LLC  
January 13, 2015

**SIGNATURE PAGE**

HARBOR STATION COMMUNITIES LLC, a Delaware limited liability company

By: Harbor Station Venture LLC, Its Manager

By: HS Land Holdings LLC, Its Manager

By: [Signature]  
Name: Bruce Cook  
Title: Authorized Signatory

CHR PROPERTIES LLC, a Delaware limited liability company

By: Harbor Station Venture LLC  
Its: Sole Member

By: HS Land Holdings LLC  
Its: Manager

By: [Signature]  
Name: Bruce Cook  
Title: Authorized Signatory

HARBOR STATION MARINA LLC, a Delaware limited liability company

By: [Signature]  
Name: Bruce Cook  
Title: Authorized Signatory

**PRA #PLN2014-00399, Potomac Shores  
Approved by BOCS: 02/24/15**

HSP PROPERTIES LLC, a Delaware limited liability company

By: Harbor Station Venture LLC  
Its: Sole Member

By: HS Land Holdings LLC  
Its: Manager

By: [Signature]  
Name: Bruce Cook  
Title: Authorized Signatory

[Signature]

**Rebecca Horner, AICP, CZA  
Planning Office**