

September 26, 2007

A Regular Meeting of the Rockingham County Board of Supervisors was held at 6:00 p.m. at the Rockingham County Administration Center, Harrisonburg, Virginia. The following members were present:

PABLO CUEVAS, Election District #1
CHARLES W. AHREND, Election District #2
DEE E. FLOYD, Election District #3
WILLIAM B. KYGER, JR., Election District #4
MICHAEL A. BREEDEN, Election District #5

Also present:

JOSEPH S. PAXTON, County Administrator
THOMAS H. MILLER, JR., County Attorney
STEPHEN G. KING, Deputy County Administrator
JAMES L. ALLMENDINGER, Director of Finance
WENDELL J. EBERLY, Recreation & Facilities Director
WARREN G. HEIDT, Director of Public Works
RHONDA G. HENDERSON, Director of Planning
STEPHEN R. RIDDLEBARGER, Director of Human Resources
WILLIAM L. VAUGHN, Community Development Director
DOTTIE L. BOWEN, Deputy Clerk
DONALD F. KOMARA, Residency Administrator
Virginia Department of Transportation

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CALL TO ORDER
PLEDGE OF ALLEGIANCE
INVOCATION.

Chairman Kyger called the Regular Meeting to order at 6:00 p.m.

County Attorney Miller led the Pledge of Allegiance, and Supervisor Cuevas gave the Invocation.

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APPROVAL OF MINUTES.

On motion by Supervisor Ahrend, seconded by Supervisor Floyd and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board approved the minutes of the Regular Meeting of September 12, 2007.

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RECOGNITION - ZACH PRICE.

The Board recognized Zach Price and congratulated this young citizen on his accomplishment in placing third in the 2007 U.S. Jr. Olympic Skills Competition. The Chairman presented Master Price with a plaque, expressing the County's recognition and congratulations.

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RECOGNITION - JAMES BERG.

The Board recognized James Berg, the new Executive Director of the Harrisonburg-Rockingham Chamber of Commerce.

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RESOLUTION NO. 07-25 - ELKTON LITTLE LEAGUE SOFTBALL.

On motion by Supervisor Breeden, seconded by Supervisor Ahrend and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board approved the following resolution. A framed copy of the resolution was presented to team members and their coaches.

RESOLUTION

WHEREAS, the ELKTON LITTLE LEAGUE SOFTBALL TEAM, organized in the Town of Elkton in 1953, is one of the youth softball programs sponsored by the County of Rockingham, Virginia, through its Parks and Recreation Department; and

WHEREAS, the ELKTON LITTLE LEAGUE SOFTBALL TEAM, 11-to-12-year-old girls, won the Virginia State Little League Championship in Pound, Virginia, on July 16, 2007; and

WHEREAS, the ELKTON LITTLE LEAGUE SOFTBALL TEAM by virtue of this victory, qualified for the South Regional Little League playoff that was held July 27 to August 1, 2007, in St. Petersburg, Florida, the winner of which qualified for the Little League World Series, held in Williamsport, Pennsylvania; and

NOW, THEREFORE, BE IT RESOLVED that the Rockingham County Board of Supervisors, hereby recognizes and congratulates ELKTON LITTLE LEAGUE SOFTBALL TEAM and its manager and coaches for the exemplary skill they have displayed in their accomplishments to this date and calls upon the citizens of this community to join the Board in congratulating this outstanding group of young citizens and wishing them well in representing the Town of Elkton, the County of Rockingham and the Commonwealth of Virginia.

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RESOLUTION NO. 07-26 - NELSON S. GARDNER.

On motion by Supervisor Cuevas, seconded by Supervisor Ahrend and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board approved the following joint resolution in memory of Nelson S. Gardner. A copy of the resolution was presented to Nancy Gardner, his widow.

JOINT RESOLUTION
OF THE INDUSTRIAL DEVELOPMENT AUTHORITY
OF ROCKINGHAM COUNTY, VIRGINIA AND
THE BOARD OF SUPERVISORS OF ROCKINGHAM COUNTY, VIRGINIA

IN MEMORY OF NELSON S. GARDNER

WHEREAS, Rockingham County values its rich heritage in farming and agriculture and recognizes that many persons through the years have dedicated their lives to such interests for the benefit of all inhabitants of the County and the Commonwealth of Virginia; and

WHEREAS, Nelson S. Gardner, who was a friend and a notable leader in the cattle industry not only in Rockingham County but also in the Commonwealth of Virginia and our nation, passed away earlier this year; and

WHEREAS, through the years Mr. Gardner made significant contributions of his time, talents and gifts to the cattle industry to support education and promote leadership in agricultural endeavors; and

WHEREAS, Mr. Gardner, who founded Rocby Holsteins-Nelson S. Gardner & Sons in Bridgewater, Virginia, demonstrated expertise to manage dairy operations, and his life will continue to serve as a model to others and assure the continuing success and vitality of the dairy industry for the benefit of future generations; and

WHEREAS, Mr. Gardner capably served on many boards and advisory committees including The Virginia State Dairymen's Association and The Virginia Cattlemen's Association, and, further, the National Milk Producers Federation, the Dairy Farmers of America, and the Valley of Virginia Milk Producers (formerly Shenandoah's Pride), to name a few; and

WHEREAS, in illustration of the many honors received through the years by Mr. Gardner, it is hereby noted that, among other awards, Mr. Gardner was named Virginia Farmer of the Year and he also was selected as the Distinguished Dairy Cattle Breeder by the National Dairy Shrine, with his portrait being displayed at the National Dairy Shrine Visitor's Center in Fort Atkinson, Wisconsin, all in recognition of his accomplishments and contributions to the cattle industry; and

WHEREAS, through the years Mr. Gardner also capably and faithfully served on various civic, educational, church and nonprofit boards and advisory committees, including his service to Virginia Tech, the Bridgewater Church of the Brethren and the Bridgewater Retirement Community, to name a few; and

WHEREAS, the Board of Supervisors duly appointed Nelson Gardner as a Board of Director of the Industrial Development Authority of Rockingham County, Virginia (the "Authority"), and Mr. Gardner capably and faithfully served two terms on the Board of Directors of the Authority and as its Chairman.

NOW, THEREFORE, BE IT JOINTLY RESOLVED BY THE INDUSTRIAL DEVELOPMENT AUTHORITY OF ROCKINGHAM COUNTY, VIRGINIA, AND THE BOARD OF SUPERVISORS OF ROCKINGHAM COUNTY, VIRGINIA:

THAT the Authority and Rockingham County express deep sadness on the passing of Nelson S. Gardner, an outstanding dairyman who was a friend and a dedicated leader in the agriculture community of Rockingham County, and whose accomplishments were recognized not only in our community but also in the Commonwealth of Virginia and our nation, and

THAT the Authority and Rockingham County hereby honor the memory of Nelson S. Gardner and commemorate the significant contributions of his time, talents and gifts to the enhancement of the cattle and dairyman's industry, and, further, in notable and commendable service to the Authority and Rockingham County and its inhabitants.

STUDENTS WELCOMED.

The Board welcomed students from government classes at Eastern Mennonite and Turner Ashby High Schools.

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TRANSPORTATION DEPARTMENT.

The Board heard Mr. Komara's report on the activities of the Transportation Department.

Supervisor Floyd asked about the status of the request that no trucks be permitted on Route 689.

Mr. Komara said he had submitted this request to VDOT's central office and was awaiting a reply.

Chairman Kyger pointed out that the comments in the Record of Decision by the Federal Highway Administration in the Tier 1 Final Environmental Impact Study (EIS) for Interstate 81 noted it was not reasonable for the Tier 1 EIS to evaluate multi-state rail improvements, and therefore no rail solution would be included in the Tier 2 EIS. He noted that the proposal in the Tier 2 EIS was to study only Segments of Independent Utility, therefore potentially shutting out rail as a viable solution, as rail is not considered an effective option at shorter distances. He said this decision was also a concern since the rail study mandated by the General Assembly would not be complete until October, 2007.

At Chairman Kyger's suggestion, there was a consensus of the Board to authorize the County Administrator to send a letter to the Secretary of Transportation, Commonwealth Transportation Board Chairman, advising that the Board of Supervisors continues to support a rail solution as an alternative to some of the conditions on I-81 and asking that a rail solution alternative continue to be considered as part of the overall I-81 solution. Chairman Kyger asked that copies of the letter be sent to localities along the I-81 Corridor, from Bristol to Fredrick County.

Mr. Paxton suggested that the left turn lane into the new subdivision on Route 259 be extended to Sunset Drive, and Mr. Komara agreed to investigate that possibility.

Supervisor Floyd noted that, in spite of the broken lines that have been added on Route 276, drivers still seem to be unsure of when they are to make their turns. Mr.

Komara said he planned to meet with the engineer on that project to decide on the changes that need to be made.

Mr. Paxton noted that County staff and VDOT staff had met to find ways to get Stone Spring Road "jump started" to get it completed or underway before the new Rockingham Memorial Hospital opens.

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COUNTY ADMINISTRATOR'S STAFF REPORT.

Administrator Paxton did not have a written report.

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COUNTY ATTORNEY'S STAFF REPORT.

County Attorney Miller advised that the lease document with SRI is being reviewed by SRI. He requested that a closed meeting be held later in the evening to discuss a legal matter related to land use.

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DEPUTY COUNTY ADMINISTRATOR'S STAFF REPORT.

Deputy Administrator King noted that work has started on construction of the addition to the Rockingham County Administration Center.

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FINANCE DIRECTOR'S STAFF REPORT.

On motion by Supervisor Cuevas, seconded by Supervisor Ahrend and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board approved the following Finance Committee recommendations.

Approved a supplemental appropriation for the fiscal year ended June 30, 2007, in the amount of \$302,326 for the School Cafeteria Fund. This is due to the reporting requirement to record the revenue and

expenditure of food commodities from the federal government.

\$302,326 GL Code: 202-65100-926-6002-000 Food Purchases
 \$302,326 GL Code: 202-03305-0300 Food Commodities

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PUBLIC WORKS DIRECTOR'S STAFF REPORT.

The Board received and reviewed Public Works Director Heidt's staff report dated September 26, 2007, including information concerning the schedule for Penn Laird Drive and Water Tower Road sewer (project is 40% complete and on schedule); McGaheysville WWTP (letters to landowners have been mailed); Phase III/IV Landfill expansion (work order approved for groundwater protection provisions); Three Springs Water system (progress meeting scheduled); Pleasant Run Sewer Interceptor and Water Supply Line (progressing on schedule); Lilly Gardens (contractor authorized to proceed with final design); City of Harrisonburg Waste to Energy Plant; Landfill Pro-Forma Study & Landfill Gas Utilization Feasibility Study; and Highland Park and Belmont Sewage Lift Stations (project currently out for bid).

On motion by Supervisor Cuevas, seconded by Supervisor Breeden and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board approved the recommendation of the Public Works Committee that the Board enter into an agreement with the City of Harrisonburg and the Harrisonburg-Rockingham Regional Sewer Authority to assume an allocation level of 4.6 MGD in the expanded facility.

On motion by Supervisor Cuevas, seconded by Supervisor Breeden and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board awarded the contract for installation of a concrete pad at the landfill for proper storage of containers to Charlie's Backhoe & Construction in the amount of \$29,738.00. The bid summary for construction of the pad is as follows:

Bidder	Price
Charlie's Backhoe & Construction	\$29,738.00
Blaine Enterprises	\$34,000.00
Partners Excavation	\$62,865.00

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COMMUNITY DEVELOPMENT DIRECTOR'S STAFF REPORT.

The Board received and reviewed Community Development Director Vaughn's staff report dated September 26, 2007, including information concerning priority projects underway, a Board of Zoning Appeals vacancy, Zoning Ordinance re-write, tabled requests, and upcoming requests.

Supervisor Cuevas noted that it was important, when annexation is requested, that the seven towns submit information to the County on their growth plans and a timetable so that required County services can be planned in a proper way.

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HUMAN RESOURCES DIRECTOR'S REPORT.

The Board received and reviewed Human Resources Director Riddlebarger's staff report dated September 26, 2007, including information concerning health insurance.

On motion by Supervisor Kyger, seconded by Supervisor Ahrend and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board authorized the County Administrator to sign, on behalf of the County, the Administrative Services Agreement and an Addendum to the Administrative Services Agreement for the Delegation of Claims Fiduciary Status by and between Rockingham County & Rockingham County Public Schools, the sponsor of a self-funded employee health and welfare benefits plan, and "Southern Health Services, Inc. Mr. Riddlebarger noted that these two documents represent the basic agreement between the County and Southern Health for the operation of the self funded health insurance program for the County and County Schools. The agreements are in effect for a period of one year beginning October 1, 2007.

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RESOLUTION - CULPEPER COUNTY.

There was a consensus of the Board to refer to staff for study a resolution adopted by Culpeper County on August 7, 2007, concerning its "desire to join with other localities to identify and study the local problems caused by illegal immigration."

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APPOINTMENTS.

On motion by Supervisor Breeden, seconded by Supervisor Floyd and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board reappointed Wendell J. Eberly to a four-year term (expiring on September 30, 2011) on the Upper Valley Regional Park Authority.

On motion by Supervisor Ahrend, seconded by Supervisor Breeden and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board reappointed Robert Mishler to a five-year term on the Building Appeals Board.

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COMMITTEE REPORTS.

The Board head committee reports from Board members and staff.

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RESOLUTION NO. 07-27 - REVISED MEMORANDUM OF UNDERSTANDING HARRISONBURG-ROCKINGHAM METROPOLITAN PLANNING ORGANIZATION.

On motion by Supervisor Ahrend, seconded by Supervisor Floyd and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board adopted the following resolution.

A Resolution Approving a Revised Memorandum of Understanding with the Commonwealth of Virginia Regarding the Harrisonburg/Rockingham Metropolitan Planning Organization

WHEREAS, the City of Harrisonburg, County of Rockingham and the towns of Bridgewater, Dayton and Mt. Crawford entered into a Memorandum of Understanding (MOU) with the Commonwealth of Virginia forming the Harrisonburg/Rockingham Metropolitan Planning Organization (HRMPO) on 21 May 2003; and

WHEREAS, the United States Government and the Commonwealth of Virginia have requested each Metropolitan Planning

Organization (MPO) approve an updated and revised MOU;
and

WHEREAS, the HRMPO Policy Board has reviewed and
unanimously approved the revised MOU at its regular
meeting held on 20 September 2007; and

WHEREAS, the HRMPO Policy Board recommends the revised MOU
be considered and approved by the Harrisonburg City
Council, Rockingham County Board of Supervisors,
Bridgewater Town Council, Dayton Town Council and Mt.
Crawford Town Council.

**NOW, THEREFORE, BE IT RESOLVED THAT THE ROCKINGHAM COUNTY
BOARD OF SUPERVISORS** does hereby approve the revised
MOU as recommended by the HRMPO Policy Board; and

BE IT FURTHER RESOLVED THAT the Chairman of the Rockingham
County Board of Supervisors is authorized to execute
the revised MOU on behalf of Rockingham County.

MEMORANDUM OF UNDERSTANDING
Continuing, Cooperative, And Comprehensive
Multimodal Transportation Planning And Programming Process
For
The City Of Harrisonburg-Rockingham County Urbanized Area

THIS AGREEMENT, which amends the initial Agreement
executed on the 30th day of April, 2003 that established the
Harrisonburg-Rockingham County Metropolitan Planning
Organization, is made and entered into as of this ___ day
of _____, 2007, by and between the Commonwealth of
Virginia - Secretary of Transportation, hereinafter
referred to as the "STATE"; the City of Harrisonburg,
acting as a local unit of government and the Public
Transportation Operator (Harrisonburg Transit), hereinafter
referred to as the "CITY"; the County of Rockingham, acting
as a local unit of government, hereinafter referred to as
the "COUNTY"; and the towns of Bridgewater, Dayton and Mt.
Crawford, acting as a local unit of government, hereinafter
referred to as the "TOWNS"; for the purpose of identifying
the roles and responsibilities in order to carry out a
Continuing, Cooperative, and Comprehensive Multimodal
Transportation Planning and Programming Process in the City
of Harrisonburg-Rockingham County Urbanized Area of
Virginia.

The STATE, the CITY, the COUNTY, and the TOWNS shall
participate in a Continuing, Cooperative, and Comprehensive
metropolitan transportation planning and programming
process, hereinafter referred to as the 3-C PROCESS, as
defined in United States Department of Transportation
regulations 23 CFR 450 (Federal Highway Laws) and 49 CFR
613 (Federal Transit Laws); and in accordance with the
constitution and statutes of the Commonwealth of Virginia

to form the Metropolitan Planning Organization, hereinafter referred to as the MPO.

NOW, THEREFORE, the CITY, the COUNTY, the TOWNS, and the STATE, agree as follows:

ARTICLE I - GEOGRAPHIC SCOPE OF THE 3-C PROCESS

The boundaries of the Metropolitan Planning Area, hereinafter referred to as the MPA, shall be determined by agreement between the MPO and the STATE. The transportation planning process shall, at a minimum, cover the existing urbanized area as designated by the U.S. Bureau of the Census, and the contiguous geographic area expected to become urbanized within a 20 year forecast period for the metropolitan transportation plan. The MPA shall include the City of Harrisonburg, towns of Bridgewater, Dayton and Mt. Crawford, and portions of the County of Rockingham. The MPA boundaries shall be reviewed after each Census by the MPO, in cooperation with the STATE, to determine if existing MPA boundaries meet the minimum statutory requirements for new and updated urbanized area, and shall be adjusted as necessary.

ARTICLE II - TIME FRAME OF THE 3-C PROCESS

The 3-C PROCESS shall occur on a continuing basis, effective the date of the execution of this AGREEMENT by all participants. The AGREEMENT shall terminate when:

1. 23 CFR 450 (Federal Highway Laws) and 49 CFR 613 (Federal Transit Laws), previously cited herein, are repealed or amended by the Congress of the United States to no longer require the 3-C PROCESS, or
2. The CITY, the COUNTY, the TOWNS, or the STATE withdraw from the 3-C PROCESS with not less than ninety (90) days written notice to the other parties, or
3. The re-designation of the MPO by the local jurisdictions and the Governor of the Commonwealth of Virginia.

ARTICLE III - FINANCING THE 3-C PROCESS

The responsibilities and work activities performed by the MPO shall be supported by planning funds authorized by 23 CFR 450 (Federal Highway Laws) and 49 CFR 613 (Federal Transit Laws); these funds shall be allocated in accordance with the direction of the MPO. The use of these Highway and Transit Funds and other funding sources shall continue as additional monies are appropriated. Should all such funds be discontinued, this AGREEMENT shall be terminated.

ARTICLE IV - AMENDMENTS

Amendments to this AGREEMENT may be made by written agreement among all parties to this AGREEMENT.

ARTICLE V - METROPOLITAN PLANNING ORGANIZATION

The MPO Policy Board represents the MPO and has final authority in carrying out the 3-C PROCESS. The MPO Policy Board shall be composed of the following voting representatives, or their alternates, designated by and representing their respective jurisdictions or agencies.

1. City of Harrisonburg -- 5 representatives
2. Rockingham County -- 3 representatives

3. Town of Bridgewater -- 1 representative
4. Town of Dayton -- 1 representative
5. Town of Mt. Crawford -- 1 representative
6. A STATE representative designated by and empowered to participate on behalf of the Secretary of Transportation.

There shall also be one non-voting representative designated by and representing each of the following agencies.

1. Federal Highway Administration
2. Federal Transit Administration
3. Virginia Department of Rail and Public Transportation
4. Virginia Department of Aviation
5. Any other agencies or groups as may be agreed upon by a majority of all voting representatives of the MPO.

The MPO shall elect a chairman and other officers as deemed appropriate. The MPO shall establish and follow rules of order and record. The MPO constituted herein shall remain in effect until such time the local jurisdictions and the Governor of the Commonwealth of Virginia designate another MPO or until the MPO is terminated in accordance with the provisions of this AGREEMENT.

ARTICLE VI - FINANCIAL PLANS AND OTHER RESPONSIBILITIES

Financial Plans - The MPO, the Public Transportation Operator, and the STATE are responsible for cooperatively developing and sharing information related to the development of financial plans that support the 3-C PROCESS. These Financial Plans shall demonstrate consistency between reasonably available and projected future revenues, and projected costs of implementing proposed transportation improvements, using inflation rates to reflect "year of expenditure dollars". These financial plans will support the MPO's Transportation Improvement Program, Constrained Long Range Plan, and Annual Listing of Obligated Projects.

Unified Planning Work Program - The MPO, in cooperation with the STATE and Public Transportation Operator, shall annually develop a Unified Planning Work Program, hereinafter referred to as the UPWP, that outlines 3-C PROCESS activities and tasks anticipated within the region for the next fiscal year. The UPWP shall be subject to approval by the Federal Highway Administration, hereinafter referred to as the FHWA, and the Federal Transit Administration, hereinafter referred to as the FTA.

Public Participation Plan - The MPO shall develop, periodically review, and use a documented Public Participation Plan, hereinafter referred to as the PPP, that defines a process for providing citizens and interested parties with reasonable opportunities to be involved in the 3-C PROCESS. The PPP shall be

developed by the MPO in consultation with all interested parties. The MPO will provide copies of this PPP to FHWA and FTA.

Transportation Improvement Program - The MPO, in cooperation with the STATE and Public Transportation Operator, shall develop a Transportation Improvement Program, hereinafter referred to as the TIP, that is consistent with the Metropolitan Transportation Plan. The STATE and Public Transportation Operator shall provide to the MPO a list of project, program, or category obligations by year and/or phase for all STATE managed projects to facilitate the development of the TIP document as well as provide flexibility for modification purposes. The TIP shall cover a minimum of four years and shall be updated at least every four years. The TIP, and any revisions to the TIP, shall be approved by the MPO and the Governor. The STATE shall incorporate the MPO's TIP into the Statewide Transportation Improvement Program, hereinafter referred to as the STIP, and the STATE shall submit the STIP to FHWA and FTA for approval.

Metropolitan Transportation Plan - The MPO's 3-C PROCESS shall include development of a transportation plan addressing no less than a 20 year planning horizon. The transportation plan shall include both long range and short range strategies / actions, and a fiscally Constrained Long Range Plan. The MPO, Public Transportation Operator, and STATE shall cooperatively develop Financial Plans to support transportation plan implementation. The MPO shall develop and approve transportation plan contents and supporting analysis, and the MPO shall review and update the transportation plan at least every five years. The MPO will provide copies of the transportation plan to the Governor, FHWA and FTA.

Annual Listing of Obligated Projects - The MPO, STATE, and Public Transportation Operator shall cooperatively develop a listing of projects for which funds under 23 U.S.C. and 49 U.S.C. Chapter 53 were obligated in the preceding program year. The STATE and Public Transportation Operator will provide to the MPO an annual report with this project listing and required information, and the MPO shall publish and make this report available as outlined in the PPP.

ARTICLE VII - STATE AND FEDERAL REQUIREMENTS

All parties to the agreement shall comply with all applicable state and federal requirements necessary to carry out provisions of agreement.

ARTICLE VIII - AIR QUALITY

All applicable federal and/or state regulations pertaining to air quality shall be adhered to in the 3-C Process.

The MPO Policy Board considered and approved this Memorandum of Understanding at its regular meeting held on 20 September 2007.

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PUBLIC SCHOOL MATTERS.

Chairman Kyger reported that the Virginia Association of Counties and the Virginia Municipal League "tacitly agreed" to consider supporting a new type of funding program for public school construction. He advised that the Speaker of the House presented a plan to go before the General Assembly in the next session that would change the funding mechanism in Virginia to a public-private partnership arrangement and increase funds immediately for buying down of interest rates, contingent on the type of funding by the General Assembly.

At Supervisor Cuevas' suggestion, there was a consensus of the Board to ask the County Administrator to direct a letter to the Governor, expressing the Board's desire that he be cautious in looking at his education priority to extend the 4-year old program in Virginia, noting that while the goals of this program are laudable and its intent is clearly to position Virginia's youth to perform at a high level as they progress through the elementary and secondary system, the cost of the program during a time when the projected revenue growth in the Commonwealth has diminished greatly would cause a strain to adequately fund existing programs at the local and state level and, second, the estimated cost of the program does not include the local only requirements to provide classroom space for the increased number of students in the program. Board members expressed concern that many of the County's elementary schools are filled to capacity, and the additional requirement for the 4-year old program could require the County to make unanticipated additions to schools at an undetermined cost to local taxpayers.

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PUBLIC HEARING - REZONING, PRESTON LAKE MASTER PLAN AMENDMENT, AND REZONING & MASTER PLAN AMENDMENT - MASSANUTTEN VILLAGE AND WOODSTONE MEADOWS.

At 7:15 p.m., Chairman Kyger opened the meeting for a public hearing on the following rezoning request. Ms. Henderson reviewed the background.

RZ07-12, Leonard E. Shull, 9111 Lady Bug Road, Bridgewater, to rezone 2 acres from A1 (Prime

Agricultural) to A2-C (General Agricultural with Conditions) on a portion of tax parcel 120 (A) 2. The site is located on the south side of Lady Bug Road (Route 749) approximately .4 mile east of Community Center Road (Route 730) in Election District #2. The Comprehensive Plan designates this area as Agricultural Reserve. If this rezoning is granted, the applicant's son-in-law plans to apply for a special use permit for a public garage for farm implements and farm truck repair.

On August 7, 2007, the Planning Commission concurred with the following recommendation by staff to approve the request. "This area, in farmland and scattered residences, is designated as Agricultural Reserve in the Comprehensive Plan. The Comprehensive Plan states that "the Agricultural Reserve is planned for agricultural uses and uses that support agriculture as a viable way of life and economic enterprise". The applicant has proffered that the public garage would solely service farm vehicles and equipment. A public garage supportive of agriculture would be a valuable asset to the surrounding community."

Jeremy Long, son-in-law of the applicant, explained that he wanted to build a garage to serve the agriculture community.

Supervisor Cuevas asked that staff recommend a change to the Zoning Ordinance to more appropriately title a garage for agricultural related uses. Ms. Henderson explained that the re-write of the Zoning Ordinance, which is presently taking place, would include a new title.

There was no opposition expressed.

At 7:20 p.m., Chairman Kyger closed the public hearing and called the regular meeting back to order.

On motion by Supervisor Ahrend, seconded by Supervisor Cuevas and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; subject to the following proffers, the Board approved RZ07-12, Leonard E. Shull, 9111 Lady Bug Road, Bridgewater, to rezone 2 acres from A1 (Prime Agricultural) to A2-C (General Agricultural with Conditions) on a portion of tax parcel 120 (A) 2.

1. There will be no mobile homes, manufactured double-wide mobile homes or house trailers placed on the subject property.

2. The subject property will be restricted to repairs to agriculture machinery, and agriculture trucks.
3. The architectural appearance of the proposed building will be of agricultural style.

At 7:22 p.m., Chairman Kyger declared the meeting open for a public hearing on the following request.

MP07-01, Main Street at Preston Lake, LLC, and Preston Lake Homes, LLC, 4145 Quarles Court, Harrisonburg, to amend the Master Plan to tax parcels 125 (18) 2, zoned R5, and 125 (18) 1, zoned PCD. The site is located southwest of the intersection of Spotswood Trail (Route 33) and Massanetta Springs Road (Route 687) in Election District #3. The Comprehensive Plan designates this area as Commercial and Community Residential. R5 zoning allows up to eight units per gross acre; the amended Master Plan would limit the R5-zoned property to 3.8 units per gross acre. The Master Plan for the PCD-zoned area proposes an increase from 46 upper-floor residential units to 90 units.

Ms. Henderson reviewed the background on this request.

On September 5, 2007, on a vote of 3-0, the Planning Commission concurred with the following recommendation of staff to approve this request. "This area is designated in the Comprehensive Plan as Commercial and Community Residential. The proposed master plan amendments are compatible with the designations and the principles of traditional neighborhood development and planned commercial districts."

Richard Hine, Applicant, described his plans for the site. He noted that, on the Williamsburg section, the reconfiguration came about as a result of discussions with Massanutten Conference Center representatives so that the rear of the buildings would not face the Conference Center. He noted that no change in configuration was proposed for Clubhouse Hill Court but the lot lines would be reconfigured to allow for 29 cottage lots. He advised that those lots were 90 percent occupancy filled. He stated that, in the "flat area," in two of the buildings where there would have been second story office space, the area would be converted to flats, and that change was "market driven." He noted that his company had received 70 reservations for that area. He pointed out that every building would be energy efficient and would be certified as a "earth craft community."

Will Bascom, Chief, No. 4, said he hoped the Board would hold up the type of proffers made by this developer as a model for others coming to the area.

There was no opposition expressed.

At 7:50 p.m., Chairman Kyger closed the public hearing and called the regular meeting back to order.

On motion by Supervisor Floyd, seconded by Supervisor Cuevas and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; subject to the following proffers, the Board approved MP07-01, Main Street at Preston Lake, LLC, and Preston Lake Homes, LLC, 4145 Quarles Court, Harrisonburg, to amend the Master Plan to tax parcels 125 (18) 2, zoned R5, and 125 (18) 1, zoned PCD.

**NARRATIVE STATEMENT OF PRESTON LAKE
PLANNED COMMERCIAL DISTRICT
AND R-5 RESIDENTIAL COMMUNITIES
THE HINE GROUP, LLC
PRESTON LAKE, LLC
June 29, 2001
(Revised)**

I. INTRODUCTION

In recent years, the developing commercial node at the intersection of U.S. Route 33 and Massanetta Springs Road has emerged as a new commercial center for Rockingham County lying just east of the existing Route 33 commercial corridor in the City of Harrisonburg. This new commercial area, which includes Quarles Court and the commercially zoned Tip Top Fruit Farm property, is an area slated for growth to serve the County's residential communities lying east of Harrisonburg in the Route 33 - Port Republic Road Corridor. This developing commercial center currently exists as a mix of retail and professional service sites. The area proposed for development lies wholly within an Urban Growth Area, is designated for commercial and residential development in the near-term Conceptual Land Use Guide Map, and is served by existing public utilities and related infrastructure.

The Hine Group, LLC is a Virginia limited liability company. This primary entity, together with affiliate entities, including Preston Lake, LLC, Preston Lake Homes, LLC, and Main Street at Preston Lake, LLC, have been formed to facilitate the development of the project, and are referred to herein collectively as 'The Hine Group' or the "Developer".

The Hine Group has purchased the Preston Farm properties, containing an aggregate of approximately one hundred forty-five (145) acres, and found adjacent to this emergent service and professional area. Richard J. Hine principally manages The Hine Group. The Hine Group and Mr. F-line have significant mixed use development experience and the resources to undertake a high quality mixed use project on the Preston Farm properties. This experience and vision has led to the collaborative development of the Preston Lake Master Planned project proposal consisting of a Planned Commercial District (PCD) and a surrounding R-5 planned residential community. To meet the needs of the planned R-5 residential community, and those residential communities established and contemplated east of the City, The Hine Group has developed a concept to establish a Planned Commercial District and R-5 residential communities at the intersection of U.S. Route 33

and Massanetta Springs Road. The PCD will include a convenient concentration of retail shops, professional offices and upper story condominium style residential units. The surrounding R-5 communities will contain a master planned mix of residential housing options to create a cohesive community environment and meet the housing needs of a wide cross section of local residents.

II. PROJECT OBJECTIVES & CHARACTER

The Hine Group's primary objective in the development of Preston Lake is to provide for a mixed use center that utilizes traditional community "Main Street" design features in its PCD to serve the planned residential communities within the project and those citizens living in communities lying east of the City and proximate to the project. In addition to the internal communities, the project will be a retail hub located in the County to serve resident and visitor needs at the Massanetta Springs Conference Center, Sunnyside Retirement Community and Massanutten Resort. Further, residents in existing subdivisions such as Battlefield Estates, Lakewood, Taylor Springs, Spring Oaks, Highland Park and Barrington will have a new retail option located in the County. This retail option will also reduce the need to commute into the City of Harrisonburg to serve their retail needs.

The commercial center will feature a primary central shopping corridor designed for pedestrian access, with parking provided at the perimeters and rear of the stores fronting the central street area. The commercial center will feature light commercial/retail uses at street level, with professional and office suites on the second level and selected urban style condominium residences on the second, third or upper floors. Streetscape and architectural design of the commercial center and out parcels is regulated by design and materials proffers submitted under a separate Proffer Letter. The residential neighborhoods are phased and developed under a varied but consistent pattern of architectural design reflecting traditional American architectural styles.

The commercial center at Preston Lake will provide local residents with a community shopping venue designed to meet their retail and service needs with pedestrian, bike and vehicle access provided totally on-site. This access design is provided to mitigate or remove the need for community vehicular traffic onto surrounding primary and secondary roads when visiting the commercial center. A variety of shops and services, selected to cater to the needs of the residential community, will be clustered along the central corridor in a well landscaped, traditional downtown setting, connected by convenient walkways. The central commercial area will be designed for the pedestrian with period architecture, benches, streetlights, awnings, a focal clock tower and related amenities to assist in creating a traditional community aesthetic. The commercial area will contain a common area maintenance (CAM) feature to provide for maintenance, upkeep and capital improvements to the PCD area.

The Preston Lake PCD and surrounding R-5 residential neighborhoods have been designed specifically to meet the goals and objectives of the Rockingham County Comprehensive Plan. Specifically, the Preston Lake project draws upon the tenets of New Urbanism" outlined in the Plan. The New Urbanism design style was developed in the early decades of the 20th century. This traditional design style focused on community cohesiveness, with an emphasis on pedestrian and non-motorized modes of access. New Urbanism, as reflected in the Preston Lake project, is a reaction to continual urban sprawl and its focus on motorized access spread across non-contiguous commercial and retail developments. Preston Lake is based upon the belief that a return to traditional community and neighborhood patterns is essential to restoring functional, sustainable and efficient communities with a sense of place. The entire Preston Lake concept has been specifically designed to promote harmony and compliance with the Traditional Urban Design goals set forth in the County's Comprehensive Plan.

Examples of New Urbanism and Traditional Community features provided within the Preston Lake community Master Plan include the following:

- The neighborhood has a discernable center and focal community features such as a

- square, a community green, a lake, and other centrally located amenities
- Most dwellings are within a five (5) minute walk of the commercial center
- A variety of dwelling types, including single family detached houses, both retirement style and traditional town homes, and apartments/condominiums are available to young and old, as well as serving families and individuals of differing economic means
- Shops and offices are at the edge of the neighborhood, of sufficiently various types to supply the weekly needs of community residents
- There are playgrounds and parks spread throughout the community and easily accessible to every dwelling, with no home being more than one fifth (1/5) mile distant from a public area
- The neighborhood streets are a connected and self-contained network, providing a variety of pedestrian and vehicular traffic routes between various use areas
- The streets are relatively narrow and landscaped with traffic calming features
- Buildings in the neighborhood center are placed close to the central pedestrian corridor, creating a strong sense of place and downtown atmosphere as opposed to a “big box” suburban retail center with frontal parking and primary vehicle access
- Parking lots and garage doors rarely front the street. Parking is relegated to the rear or side of buildings, and periphery of the commercial area usually accessed by alleys and pedestrian walkways
- A civic building for meetings, education, religion, and cultural activities is provided to residents
- The neighborhood is self-governing via an incorporated Property or Homeowners Association to provide for maintenance, security, and aesthetic control and harmony
- An Architectural Review Board will also be established to maintain control of the type and character of all improvements

Both the central commercial area and surrounding neighborhoods are intended to have a pleasing tasteful appearance. The careful selection of architectural design, exterior colors, building materials and landscaping elements will insure Preston Lake will be an attractive and unique addition to the community. The single-family homes to be constructed in the project and each town home community style is regulated by design and materials proffers submitted under a separate Proffer Letter.

The types of single-family housing provided in the R-5 communities at Preston Lake are designed to meet the needs of a varied cross-section of the local community. The Master Plan includes many town home units designed for seniors in the Charleston town home phases (with ADA compliance and elevator options), smaller starter detached single-family home sites, smaller moderately priced town homes in the Georgetown phase, and conventional single family and town home options. Along with the single bedroom, young professional condominium residential units in the PCD, this varied option of housing choices is intended to cater to a broad range of owners, and not to be limited to an exclusive set of upper income owners.

III. APPROXIMATE DEVELOPMENT SCHEDULE

Construction of infrastructure and site improvements began in late-2006. The PCD area is slated for initial development with a phasing of construction based upon market demand, but anticipated for build-out in twenty-four (24) months. The R-5 residential neighborhoods are scheduled for phased development. The residential neighborhoods are primarily divided into two (2) categories: town home communities and single-family lots to be improved by detached single-family residences.

Both the planned P-S town home and single-family lot communities within the Preston Lake project are scheduled to be constructed in five (5) phases. Each phase is anticipated to correlate to a twelve (12) month period per phase, for a total residential build-out schedule of five (5) years for the residential neighborhoods, with project completion anticipated in the period of 2011-2013. This phasing schedule is subject to market demand and pace of infrastructure installation and may be extended, but not shortened by the developer.

Each town home phase is designed with the number of units shown on the Master Plan. The first and second phases will constitute the Charleston town home community containing a mix of retirement (first floor master suites) and traditional town home designs set around a community “green”. The other three (3) town home communities, Williamsburg, Georgetown and Boston Common architectural styles, are each planned for a separate annual phase. General architectural styles have been proffered for each community as shown on Figures 4.4.1 - 4.4.7, 4.5.1, 4.6.1 and 4.7.1. Each of the four (4) planned town home communities will have a distinct and attractive style reflecting well-known geographic and architectural regions from across America. The Hine Group will control the construction and sale of all town home units to insure quality and design consistency with the Master Plan. Community quality will be maintained via the use of an Architectural Review Board and community associations organized for maintaining community quality standards.

The single-family residential lots are also phased on a five (5) year schedule with a limit of twenty-five (25) platted lots per year or phase, except for twenty-eight (28) lots in the final phase. The lot sizes vary to accommodate differing sizes and price ranges for the detached single-family homes in Preston Lake. This multi-layered approach to housing is intended to provide a variety of housing sizes, designs, and prices to meet differentiated owner needs. The single-family residential phases are arranged to cluster smaller lots closer to community amenities, and larger lots to the outer rim of development to provide for a tower density of development adjacent to the neighboring Massanetta Springs Conference Center. As with the town home communities, The Hine Group will directly control the construction and sale of the single-family residences to insure quality and design consistency within the project. The Hine Group may sell any or all portions of the project, but in the event of sale will assure architectural controls, and have put Master Plan and architectural proffers in place to provide full quality standards of development.

IV. LAND AREA SALES & LEASING

The residential communities of Preston Lake are being phased to control enrollment increases in local schools. Based upon discussions with local public school representatives and other public officials, community services, including public schools, can accommodate the gradual and phased development of the residential portions of Preston Lake.

Several out-parcels may be created within the PCD area along the Route 33 corridor, and/or near the intersection of Route 33 and Massanetta Springs Road. These out-parcels are the only tracts of land expected to be sold by the developer, and any such parcels would remain subject to common area maintenance requirements and architectural control. Consistent with commercial trends and demand, commercial units within the POD may take the form of condominium units, out parcel sales, land lease arrangements or straight rental properties. In all events, the Developer will establish architectural controls and standards compatible with the Preston Lake development design proffers and Master Plan.

The Hine Group may rent, lease or create condominium units for sale in the planned commercial buildings or building space designated for retail, professional or other commercial uses compatible with the character of the development. The Hine Group may lease or create condominium units for sale of ninety (90) apartment style residential units provided on the upper floors of structures within the POD.

There are several existing structures (a barn, several out buildings and two (2) residential homes) on the property. The out buildings in disrepair will be removed in Phase I and the homes and barn will be demolished in Phase 3, if not sooner.

V. PLANNED COMMERCIAL DISTRICT BUILDINGS

The exterior architectural style of all buildings planned for the Preston Lake POD and surrounding P-S neighborhoods will be aesthetically compatible with the character of the development. In keeping with the consistent internal architectural themes, structures will incorporate the use of high quality exterior materials, excluding vinyl siding, corrugated steel and exposed

masonry. The Main Street commercial area within the POD will be marked by broken rooflines and walls and have varying styles of street facing facades, porches, awnings and other features of interest as depicted generally in the attached Figures 4.1.1 .4.1.S.

Buildings containing three stories are anticipated to house upper floor residential units with private entrances.

At build-out, the combined area of all buildings in the commercial portion is expected to be approximately 280,000 square feet.

VI. RESIDENTIAL NEIGHBORHOOD HOMES AND AMENITIES

Within the town home and single-family neighborhoods shown on the Master Plan for the project, The Hine Group intends to provide homes and amenities benefiting varied residential groups, from single young professionals, to traditional families and retirees. Young professionals will be offered POD condominium style residential units, high quality traditional town homes with rear entry two-car garages, served by alleyway access, or smaller lot, detached housing options. Traditional families will be offered town home options, with traditional units of up to 2,500 square feet. They will also have the option of traditional single-family detached homes on lots of over one-half (1/2) acre in size. Retirees are also specifically designed and planned for with retiree focused town home units with first floor master suites, handicap access and walking distance to shopping and other amenities.

Centrally located within the neighborhoods themselves, numerous attractive and varied community amenities will be provided. These amenities will be developer installed and subsequently maintained and managed through property owner associations. The amenities, as shown and located on the Master Plan include the following:

- Walking paths, sidewalks, bike trails for internal access and circulation
- Parks - chess park, central park, soccer/basketball/tennis type recreational fields, mountain view park, wooded park, spring park, village green
- Some designer street lighting, street trees, landscaped entrance areas
- 3.0 (approximately) acre Lake Preston' - deep water, game fish stocked, perimeter walking path, fountain, and weather permitting winter activities
- Covered bus stops for local transit and school buses
- Community center for lakeside community meetings, fitness center and activity center as materially shown with the architectural style exhibited on Figure 4.2.1. The Community Center general design and materials is regulated under proffers contained in a separate Proffer Letter.
- Gazebo/Bandstand with sifting area at the village green
- Nature trails winding through existing wooded areas that tie into walking and bike trails
- Community swimming pool
- Picnic areas with benches, tables and BBQ areas

VII. USE, MAINTENANCE & PROTECTION OF THE PROPERTY

The Hine Group will be solely responsible for the initial construction and maintenance of the Preston Lake POD improvements and common areas as generally depicted on the Master Plan, either directly or through a subsidiary or affiliate entity to be established for management of the project.

Definitive restrictions and covenants will control the use and operation of all leased commercial space and out-parcels to ensure that the nature, character, and quality of the development are not compromised. Common area maintenance charges will be assessed to all commercial properties in the POD area to assure adequate funds for maintenance, upkeep and capital improvements needed within the commercial area.

The Hine Group will install and initially maintain all roads, parking areas, bicycle and pedestrian ways, open areas and parks, storm water management facilities, lighting and all landscaping and buffer areas. Public utility services to supply the project are all available to the site, and The Hine Group in coordination with

the utility companies will be responsible for any utility connection installation required on the site for the provision of adequate utilities to all structures and amenities.

The P-S residential communities will have an overall community Association for the project with broad responsibilities for community standards and common area amenities. Each distinct neighborhood will also have a separate Neighborhood Association to control and manage the amenities and character specific to that neighborhood. Further, the Association documents will create an Architectural Review Board with powers to maintain construction character and quality and to maintain the aesthetic values found at Preston Lake.

VIII. COMMUNITY CONTRIBUTIONS

As detailed in separate, binding proffers submitted along with the application for project rezoning and approval, The Hine Group is offering several proffers to harmonize the Preston Lake project with, and to benefit, community infrastructure and services. These proffers include extensive road improvement and entrance/access proffers in the Route 33, Massanetta Springs Road, and Boyers Road corridors. The developer is also proffering a two hundred foot (200') wide development corridor open to future VDOT dedication for facilitation of upgrades to the road system in the area.

The developer is also proffering substantial contributions to the local fire and rescue system. These proffers will provide funds for the upgrade of the Hose Company #4 facility so that the building may house additional equipment, including a ladder truck. Additional funds for the training of local volunteer firefighters will also be provided by the Developer as outlined in the Proffer Letter provided with this submission.

The Preston Lake Community Master Plan was approved in December 2005 by the Rockingham County Board of Supervisors. As of this date, June 22, 2007, a substantial amount of work has been done in design, construction, and securing high profile commercial tenants. Although the basic Plan is essentially the same, some minor individual changes are being requested, therefore this revised rezoning application has been submitted. The major changes are noted as follows:

1. Because of a high demand for "cottage" lots (lots averaging 8,000 to 12,000 sf.), twenty one (21) "estate" lots are proposed to become twenty nine (29) "cottage" lots, causing an eight (8) lot increase. Therefore the total number of single family detached lots will increase from one hundred and twenty (120) to one hundred twenty eight (128). The affected lots are displayed in Figure 4.3.10. Artist's renderings of potential single family homes are displayed in Figures 4.3.1 - 4.3.9.
2. Another proposed change is the revised layout of the Williamsburg section townhomes, however the number of units remain the same. In a collaborative effort with our neighbor, the Massanetta Springs Conference Center, the orientation of the layout was revised to eliminate units backing up to Massanetta Springs Conference Center. Detached garages were also added so that each unit can have a garage if desired.
3. Forty six (46) Condos, one and two bedroom flats were approved to be placed on the second and third floors over the commercial/retail buildings in the Main Street at Preston Lake section (a PCD zoning). Because of the unexpected high demand for the small condo units, it is requested that an additional forty four (44) units be allowed making the total number of condo units to be ninety (90). The additional units created would be an exchange for currently approved office space on the second and third floors in the Main Street at Preston Lake section, and would not increase the total square footage of the development.

These are the major changes requested. Some slight adjustments in road alignments and building shapes have occurred but are insignificant and within allowances.

Preston Lake, LLC
4145 Quarles Court, Suite 8
Harrisonburg, Virginia 22801
Phone: (540) 432-1945

October 11, 2007
(Revised)

William Vaughn
Director of Community Development
Rockingham County
20 East Gay Street
Harrisonburg, VA 22802

RE: Preston Lake Planned Commercial District (PCD) and R-5 Residential Community Proffers for Tax Map Nos. 126AL4 and 125AL216 and 125AL219

Dear Mr. Vaughn:

Please be advised that this is a letter containing binding proffers for the Preston Lake project located in the southwest quadrant of the intersection of U.S. Route 33 and Massanetta Springs Road in Rockingham County, and being identified on the Tax Maps of Rockingham County, Virginia, as Parcel Nos. 125-A- L216 and L219 and 126-A-L4. We hereby proffer that the development of the subject properties described on the PCD and R-5 residential rezoning applications and Master Plans submitted herewith shall be in accordance with the conditions set forth in this Letter of Proffers. The applicant is referred to herein as "Developer". This Letter of Proffers will supersede and replace the previous Letter of Proffers dated August 2, 2005.

The following conditions and proffers are made part of the PCD and R-5 Master Planned rezoning applications for the Preston Lake Project:

I. Road Infrastructure and Upgrade Proffers

1. Developer will maintain a two hundred foot (200') wide undeveloped corridor ("Corridor") as shown on the Master Plan for future dedication to VDOT as needed for future public road improvements as determined by VDOT and Rockingham County. This proffered Corridor will be maintained for a period of five (5) years from December 15, 2005. If the Corridor is not required by VDOT for road improvements within five (5) years from the date of Master Plan approval, December 15, 2005, this proffer shall cease and the Corridor property shall be freely available for Developer use via modification to the Master Plan. Developer agrees to dedicate the Corridor to public use for road improvements if requested by VDOT within five (5) years of Master Plan approval. In addition, if VDOT designates the Corridor for use in connection with future connector road improvements within the five (5) year time period referenced above, Developer agrees to construct a two-lane roadway ("the "Required Roadway") through the Preston Lake Property, within the Corridor, and subject to the conditions contained herein. The Required Roadway shall be constructed according to the "Typical Road Section" design shown on the "Proposed Road for the Preston Lake Property" prepared by Blackwell Engineering, Edmond H. Blackwell, P.E., and incorporated herein by reference. The actual location of the Required Roadway will be within the Corridor, along one side thereof, to permit the future expansion by VDOT of the Required Roadway to four or more lanes. The actual location of the Required Roadway within the Corridor shall be reasonably approved in advance by VDOT, but shall give due consideration to topographic features and Preston Lake's property development plans. The Required Roadway will lie within the two hundred foot (200') right of way to be dedicated to VDOT by Developer as provided in these Proffers. If the divided road design does not require 200ft of width, only the minimum width required will be dedicated. VDOT shall have the right to require the coordination of completion of the Required Roadway by Developer in the event VDOT constructs a connector road to the Required Roadway upon adjoining properties lying to the west and south of the Preston Lake Property. The completion of the Required Roadway by Developer will be scheduled in conjunction with the completion of the future connector road constructed by VDOT, and shall be completed no longer than twelve (12) months after VDOT completes the future connector on adjoining properties. Other than the Required Roadway and standard utilities necessary for the development of the Preston Lake Property, Developer shall make no other improvements within the Corridor for the five (5) year period from the date of rezoning as set forth in the Proffers. In the event VDOT has not selected the Corridor for construction of a connector road within five (5) years from the date of rezoning, Developer's obligations hereunder shall cease. Without proffering a dollar amount, it is anticipated that such improvements will aggregate approximately Three Hundred Fifty Thousand Dollars (\$350,000) in value, exclusive of the value of the underlying land and reduction in Project potential units.

2. Developer will design and construct those road improvements and entrances materially as shown on the Master Plan, including improvement of Massanetta Springs Road along the length of the properties, improvements to Boyers Road at the entrances to the Preston Lake development, and an entrance off of U.S. Route 33 into the commercial development. Without proffering a dollar amount, it is anticipated that the Massanetta Springs Road improvements outlined in number I.2 to I.4 will aggregate approximately Five Hundred Thousand and no/100 Dollars (\$500,000.00) in value.

3. All entrances will have landscaped features appropriate to the community. The primary project entrance from Massanetta Springs Road will include a distinct entry feature such as a stone wall, fencing and landscaping elements. All entrances will be constructed providing adequate clear zones and in accordance with all other VDOT regulations.
4. Developer will design, and construct certain streets within the project, which include the main connector street between Massanetta Springs Road and Boyers Road. This main connector, whether public or private shall be open to public use even if the connector is maintained by the Home Owner Association.
5. All internal private streets will be constructed to Rockingham County width and base specifications, which will be determined based upon projected traffic counts. The Main Street area within the PCD shall be designed and installed for limited vehicular access for delivery, handicap, emergency, and special purposes only with primary use as a pedestrian-only street.
6. Directional signs for Massanetta Springs Conference Center and Sunnyside Retirement Community will be permitted by cooperative location proximate to the intersection of U.S. Route 33 and Massanetta Springs Road. Such signage is permitted for community benefit, and shall not be chargeable against the allowable sign square footage allotment for the Preston Lake project. All signs shall be located off of the VDOT right of way.
7. Developer will enter into a standard signal agreement with VDOT for the future installation of a traffic control light at the intersection of Quarles Court, Massanetta Springs Road and the primary entrance to Preston Lake. If, within five (5) years of project buildout, VDOT determines that a light is needed at this location, Developer will agree to contribute one-half (1/2) of the actual cost of installing the required traffic signal, with such costs capped at 2005 signal installation rates of One Hundred Ten Thousand and no/100 Dollars (\$110,000.00). This Developer proffer will expire in five (5) years from the date of project buildout.

II. Infrastructure Fee Proffers

1. All Residential Lots ("Lots") shown on the proposed Master Plan for the Preston Lake Project shall be subject to an Infrastructure Fee, ("Infrastructure Fee") calculated upon the number of bedrooms in any residential structures constructed upon the Lots. The same Infrastructure Fee shall apply to any residential condominium or like residential units constructed by the Developer within the PCD portion of the Project, and will be calculated and paid in the same manner as Infrastructure Fees for residential Lots within the R-5 portion of the Project.
2. The Infrastructure Fee shall be calculated at a rate of Three Hundred Fifty and no/100 Dollars (\$350.00) per bedroom in any residential structure constructed on any residential Lot in Preston Lake. The Infrastructure Fee shall be payable by the Developer to the County at the time of the closing and transfer of title to any Lot from the Developer, or at such time as the Developer has retained any such Lot (or condominium unit) for a period of one (1) year after a final Certificate of Occupancy has been issued for any residence located on a Lot (or for any condominium unit). A non-binding, but illustrative example of the payment structure for the Infrastructure Fees is shown on the Schedule attached hereto and entitled "Preston Lake Infrastructure Proffer Revenue Projection".
3. For any Lot (or residential portion of the PCD) upon which no residential structure or unit is constructed, no Infrastructure Fee shall become due from the Developer.
4. In addition, all commercial units located within the PCD portion of the Project shall be subject to a commercial unit Infrastructure Fee, ("C Infrastructure Fee"). C Infrastructure Fees shall be calculated in the amount of One Thousand and no/100 Dollars (\$1,000.00) per commercial unit or commercial out parcel (anticipated to be approximately fifty (50) units within the PCD portion of the Project). The C Infrastructure Fee shall be payable by the Developer to the County at the earliest of: (i) the commercial unit is retained by the Developer and has been occupied by a leasehold tenant for twelve (12) months, (ii) at the time of the closing of the sale of a commercial unit to a third party purchaser, or (iii) twenty-four (24) months after the issuance of a final Certificate of Occupancy for the commercial unit. A non-binding, but illustrative example of the payment structure for the C Infrastructure Fees is also shown on the Schedule attached hereto and entitled "Preston Lake Infrastructure Proffer Revenue Projection".
5. The aggregate payment of the combined Infrastructure Fees and C Infrastructure Fees upon buildout of the entire Project as materially shown on the Master Plan, and described in the Schedule, shall be no less than Five Hundred Thousand and no/100 Dollars (\$500,000.00). In the event the aggregate amount of said Infrastructure Fees and C Infrastructure Fees is less than Five Hundred Thousand and no/100 Dollars (\$500,000.00) at the time the above described buildout is materially complete, and all Lots are constructed and sold, the Developer shall pay, within six (6) months of Project completion, the difference to the County to reach the minimum aggregate Infrastructure Fee and C Infrastructure Fee threshold of Five Hundred Thousand and no/100 Dollars (\$500,000.00). Developer proffers no deadline for Project completion or the commensurate payment of the aggregate Infrastructure Fee and C Infrastructure Fee amount.

6. In the event the residential units on Lots, condominium residential units and commercial units within the Project are not constructed, or are only partially constructed, Infrastructure Fees and/or C Infrastructure Fees shall not become due and payable on Lots or within portions of the PCD that remain unimproved by residences or commercial units, and there shall be no guarantee of any minimum payment by the Developer to the County as set forth in Section II.5.

7. The Developer shall have the option, upon contractual disclosure in the sale of residential Lots or residential condominium units, or within the sale or lease transactions for commercial units, to pass through the Infrastructure Fees or C Infrastructure Fees to purchasers or renters of any such Lots, residences or commercial units. However, this shall not relieve Developer from responsibility for payment of any such Infrastructure Fees or C Infrastructure Fees if and when said fees become due and payable to the County under the terms provided in this Section II.

III. Planned Commercial District

1. The Planned Commercial District Main Street area will have materially the architectural design and appearance depicted in the artist's rendering attached hereto as Figures 4.1.1 - 4.1.5. Due to tenant's specific requests, the buildings will continue to evolve in the architectural styles depicted in the artist's renderings. Any out parcels will materially conform to this architectural design and quality.

2. The PCD Main Street area will contain traditional street lighting, park benches, phone booths, and similar traditional community shopping features. Sidewalks and walkways will be installed with accented areas of stamped concrete, brick, and/or landscape pavers, as displayed in Figure 1.2.

3. Building size and square footage will vary according to merchant needs within the general location and limits shown on the Master Plan. All store fronts within the Main Street area will have traditional signage and pedestrian accessible display areas. All storefronts will feature varying rooflines and materials to include flat and pitched roofs, metal seamed roofing, and other features to replicate traditional neighborhood commercial aesthetics.

4. All building front facades facing Main Street will contain high quality materials such as brick, stone, shingle, clapboard, stucco, and similar materials. No vinyl siding, exposed concrete block or unfinished masonry will be permitted on the front or exposed side facades within the PCD.

IV. R-5 Residential Areas

1. The Planned Residential areas is planned to contain four (4) distinct town home neighborhoods as shown on the Master Plan. These neighborhoods are identified by four (4) separate traditional American geographical architecture styles: Charleston, Williamsburg, Georgetown, and Boston Common. Each distinct town home neighborhood will have materially the architectural design and appearance depicted in the artist's renderings attached hereto as Figures 4.4.1 - 4.4.7, 4.5.1, 4.6.1, and 4.7.1. These figures correspond sequentially to the neighborhood geographical styles denoted in this paragraph and on the Master Plan. Developer reserves the right to rearrange the sequence of the phased development shown on the Master Plan and to rearrange the proffered architectural styles amongst the designated phases. While architectural style and design quality will be maintained according to the proffered renderings, Developer reserves the right to arrange particular units according to owner demand and to create varied community appearance.

2. The town home neighborhoods will prohibit vinyl siding, exposed masonry or concrete block and wood framed chimneys. Exterior materials will include brick, stone, clapboard, and shingles. All roofing to be architectural asphalt shingles, metal roofing, wood shingles, or flat roofs. Each architectural style neighborhood will have multiple unit designs/layouts to be assembled in an ever-changing layout by building. The Preston Lake town home neighborhoods are designed with both architectural style conformity, but with building configuration irregularity to assure that all the buildings do not all look the same within a neighborhood. The final layout of each building section will be determined by purchaser selection and developer infill. Exterior colors to be traditional colonial color schemes fitting with each architectural style.

3. The single family lot neighborhood phases will contain exclusively traditional designs with exterior façade materials to include brick, stone, shingle, clapboard, and brick chimneys. Vinyl siding, wood framed chimneys, and exposed masonry or concrete block will be prohibited. Windows will consist mainly of double hung design with grilles. Traditional paneled front doors of varying colors will be installed. No contemporary designed homes will be permitted in order to maintain traditional community architectural conformity. Roofing materials will include architectural asphalt shingles, metal roofing, and wood shingles. Exterior colors to be traditional color schemes fitting with the traditional architectural style.

4. A Homeowners Association will be formed at Project and Neighborhood levels to maintain community quality of life and improvement standards. The Association will also manage and regulate the use of community Common Areas and amenities.

5. A lakeside Community Center will be constructed to substantially conform to the design and appearance as depicted in the artist's rendering attached as Figure 4.2.1. The actual Community Center as-built will be substantially as shown on the Master Plan, but may vary slightly in size and shape to conform to the lakefront shape and final pool location. Community Center size to be determined by office space needs, fitness center needs, meeting room space, kitchen/catering requirements, deck sizing, and other community amenities.

6. Developer will install, and the Association will maintain, a 3 to 3.5 lake as shown on the Master Plan. The lake will be excavated to a depth to support game fish and stocked for community use. The lake will contain fountain or other agitation features. The Developer and Association will manage and maintain the community lake. The lake and Community Center area will contain appropriate lighting and landscaping for aesthetic and safety purposes.

7. Developer will install, and the Association will maintain, two (2) decorative, covered, and seated bus stops at the two (2) main community entrances for use by public transportation services.

8. Trees and other landscaping will be installed by the Developer and maintained by the Association throughout the project. Specifically, street trees such as pears, cherries, or similar flowering varieties will surround the lake and Community Center, will be spaced along the major through street, interspersed within the town home neighborhoods and placed decoratively in the Village Green.

9. A landscaped elevated berm will be installed by the Developer and maintained by the Association as shown on the Master Plan between the southern-most single family home lots and the Massanetta Springs Conference Center. This beam is depicted in Figures 4.5.3 and 4.5.4.

10. The parks and other Common Area amenities shown on the Master Plan will be outfitted by the Developer with appropriate surfaces, landscaping, picnic tables, outdoor benches and furnishings, sports equipment, playground equipment, and other like improvements. These areas and amenities will be maintained by the Association.

11. The town home phasing will progress at no greater pace that one (1) phase per year as shown on the Master Plan. The Developer reserves the right to change the order of Phases constructed.

12. The single family phasing will progress at no greater than the number of lots shown per phase per year as shown on the Master Plan (i.e., limited to twenty-five (25) single family lots per year except the final year (year 5) will have 28 lots). The Developer reserves the right to allocate this maximum twenty-five (25) lot per year allotment amongst different single family project phases in accordance with home mix and infrastructure installation schedules.

IV. Fire and Rescue Contributions

1. Developer will provide construction funding for the expansion or relocation of the Hose Company #4 building to facilitate the housing of a ladder truck. Total funding of One Hundred Fifty Thousand and no/100 Dollars (\$150,000.00) will be provided over a three (3) year period. The funding dates will fall on a schedule determined mutually agreeable by the developer and representatives of Rockingham County.

2. Developer will provide to Rockingham County Two Thousand Five Hundred and no/100 Dollars (\$2,500.00) per year for three (3) years to upgrade the training for volunteer firefighters and emergency medical services providers to be used at the discretion of Rockingham County. These amounts will be payable as mutuality agreeable by the developer and county representatives.

Sincerely,

Preston Lake, LLC,

a Virginia limited liability company

By: Richard J. Hine

Its: Manager/Member

At 7:52 p.m., Chairman Kyger opened the meeting for a public hearing on RZ07-11, Great Eastern Resort Corporation and Massanutten Public Service Corporation, 1822 Resort Drive, to rezone 45.629 acres from A2 (General Agricultural), RR1 (Residential or Recreational), and R4

(Residential Planned Community) to R5 (Planned Residential) on tax parcels 128 (A) 129, 128 (A) 127A, 128 (A) 128, 128 (A) 4D2; 128 (8) 1, 128 (8) 2; and 128 (2) 5B; and a portion of 128 (A) 4D. The applicants propose to amend the Massanutten Village Master Plan by removing two parcels from the existing approved plan, and to amend the Woodstone Meadows Master Plan by adding the proposed rezoning request to the plan and requesting 250 additional timeshare units interspersed throughout Woodstone Meadows. Massanutten Village is located west of Resort Drive (Route 644) and north of Bloomer Springs Road (Route 646). Woodstone Meadows is located on the east side of Resort Drive (Route 644) and north of Bloomer Springs Road (Route 646). Both developments are in Election District #5. The McGaheysville Area Plan designates this area as Resort-Related Development.

Ms. Henderson reviewed the background on this request.

On September 5, 2007, on a vote of 3-0, the Planning Commission concurred with the following recommendation of staff to approve this request. "This area is designated in the Comprehensive Plan as Commercial and Community Residential. The proposed master plan amendments are compatible with the designations and the principles of traditional neighborhood development and planned commercial districts."

On August 7, 2007, the Planning Commission, on a 5-0 vote, concurred with the following staff recommendation and noted the Massanutten Village and Woodstone Meadows development has been an asset to the County.

"This area is designated in the McGaheysville Area Plan as Resort-Related Development. This proposal is compatible with this designation and with the planned community and resort concepts under which Massanutten Village and Woodstone Meadows have historically operated."

Meredith Ward, Valley Engineering, representing Great Eastern Resort, said the request was a result of "consistent self-evaluation to be an important asset to Rockingham County." She noted that Great Eastern had preserved five parcels and the request was a "housekeeping item to transfer these parcels." She said approval would "permit Great Eastern to continue the time share units...no additional bedrooms being created...and fewer bedrooms proposed." She noted that improvements in Woodstone Meadows would include "improvements to Route 64...a new recycling center...and new tennis courts."

Todd Ray, Clark and Bradshaw, counsel for Great Eastern, read a statement describing Great Eastern as a "vital business to the County" and "an increasingly complex operation."

Gene Hauze made the following statement.

"Good evening members of the Rockingham County Board of Supervisors. I am Gene Hauze. It is a pleasure to stand before you again and speak in concern for our wonderful county and its citizens. I have spoken to many citizens about growth in Rockingham County. I've told them I believe that we need to implement smart growth in the future. They ask me what is smart growth. It has many aspects to it, but I use this rezoning as an example of what I think smart growth is not! Why? Here are the historical facts in this matter. In 1996, this Board approved the development of Woodstone Meadows by Great Eastern. As part of the approved master plan, Great Eastern was approved to build 600 timeshare units at a baseline rate of 50 units per year. This meant the original 600 units should be completed by 2008. To date, Great Eastern has built less than 400 units. With 200 units yet to be built at the baseline rate of 50 per year, Great Eastern should now complete the original 600 in the year 2011. In 2001, this Board rezoned additional land and amended the Woodstone Meadows Master Plan to allow Great Eastern to build an additional 300 units for a total of 900. Now, with 500 units yet to be built at the baseline rate of 50 units per year, Great Eastern should now complete the total of 900 units approved in 2001 in the year 2017. In 2003, this Board rezoned more land and again amended the Woodstone Meadows Master Plan to allow Great Eastern to build an additional 550 units, now for a total of 1450. With 1050 units yet to be built at the baseline rate of 50 units per year, Great Eastern should now complete the total of 1450 units approved in 2003 in the year 2028. That is 21 years from now. This is more than 54,600 timeshare weeks yet to be sold – that is a lot sales to be completed. Now in 2007, this Board is being asked to rezone even more land and again amend the Woodstone Meadows Master Plan to allow Great Eastern to build an additional 250 units for a total now of 1700. This extends the construction schedule to the year 2033–26 years from now. To put this into perspective, 26 years ago Ronald Reagan was a newly elected President. The Soviet Union was still in business. And, I just graduated from college. At my current age of 48, I hope and pray that God blesses me with 26 years more of life – I will be 74 years old. I stood before this Board in 2002 and complained of Great Eastern's lack of long range planning – I think you might remember that briefing I made at 11:00 at night. I guess I should watch out for what I ask for – because in this case I got it right between the eyes. But, long range planning does not equate to rezoning and increases in number of housing units. In 1971, this Board approved the first Massanutten Village Master Plan that consisted of 3042 acres and 5027 units. In 1972, this Board amended the Massanutten Village Master Plan to 5344 acres and 8758 units. A long term construction schedule was envisioned. But, in 1981 and 8 amendments later, this Board amended the Massanutten Village Master Plan to

5066 acres and 8054 units – less acreage and units than in 1972. And, in 1994 and 3 additional amendments later, the acreage remained the same and there was even less number of units (7543). The 11 amendments to the Massanutten Village Master Plan were granted by this Board to accommodate a changing market. This I can understand. That does not necessarily mean that the amount of acreage and number of units automatically increases. So, I can understand if Great Eastern wishes to amend the Woodstone Meadows Master Plan to accommodate a changing market. This I have no problem with. It seems apparent to me that this is a necessary thing given Great Eastern's historical performance. However, I think the Board should place a moratorium on amending either the Massanutten Village or Woodstone Meadows Master Plans relative to an increase in land area or in number of housing units – to include timeshares. This was discussed by the McGaheysville Area Study Citizens Advisory Committee and placed in their draft Plan; however, the text was removed by County Staff in the final version. We discussed the importance of realizing the impact of the current planned growth on the infrastructure before any further expansion is approved. For example, many well qualified people believe that Resort Drive will have to undergo a further expansion to four lanes from Bloomer Springs Road to Woodstone Meadows. Or, a second entrance into Woodstone Meadows needs to be constructed from Route 33 --as per the McGaheysville Area Plan. The expansion in the infrastructure will come at a cost. The cost of additional infrastructure and how it is paid for needs to be factored into any growth in the Massanutten area before any growth is allowed. We have 21 years before what has already been approved is constructed. Smart growth is waiting at least 10 years to see what happens to the infrastructure. Smart growth is leaving land undisturbed until such time. I ask this Board to table this request until such time that Great Eastern modifies its request to include to growth in land area or amount of housing units."

At 8:49 p.m., Chairman Kyger called the meeting back to order and the following motion was adopted.

Noting that much of the request was for "housekeeping issues" and "all businesses have to plan for years out," on motion by Supervisor Breeden, seconded by Supervisor Cuevas and carried by a vote of 5 to 0, voting recorded as follows: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; KYGER - AYE; the Board approved RZ07-11, Great Eastern

Resort Corporation and Massanutten Public Service Corporation, subject to the following.

NARRATIVE STATEMENT
MASSANUTTEN VILLAGE MASTER PLAN AMENDMENT REQUEST
GREAT EASTERN RESORT CORPORATION
JUNE 2007

Since the previous Master Plan Amendment in 2002, Massanutten Village has remained as a strong and growing community of Rockingham County. Since that time, Massanutten Village has grown in its timeshare and single family communities. Numerous facilities such as swimming pools, the golf course improvements, ski facilities, tubing park, miniature golf and go-cart track have been added or improved by developer and Massanutten Property Owners Association for the enjoyment of residents, guests and tourists. Great Eastern and the Massanutten Property Owners Association continuously improve upon the existing features as well as producing new and innovative facilities throughout the resort to maintain the quality of life for home owners and guests year around.

Project Objective and Character

The intent of this application is to remove two properties from the current Massanutten Village Master Plan in conjunction with adding them to the Woodstone Meadows Master Plan. This proposed amendment request is in conjunction with the Woodstone Meadows Master Plan Amendment Application. These properties are referenced as FE and FF on the currently approved Massanutten Village Master Plan. Due to various land transactions, they now consume 3 parcels, which are referenced from the tract schedule. Refer to Exhibit A for the general location of the original 2 parcels and the Exhibit B within the Narrative Statement for the Wood stone Meadows Master Plan Amendment request for the current 3 parcels.

Parcel I is currently owned by Great Eastern Resort Corporation. This parcel was used by Massanutten Public Service Corporation (MPSC) as a lagoon for the sewer treatment plant; it is now closed and filled in. Great Eastern is in the process of converting this parcel to a Refuse Collection Center.

Parcel 2 is currently owned by MPSC. This site contains the WWTP for the residents of Massanutten Village and surrounding properties served by MPSC. This use will remain unchanged.

Parcel 3 is vacant and owned by Great Eastern Resort Corporation. Some timeshare development is proposed for this land as shown on the proposed Woodstone Meadows Master Plan.

All three parcels are located on the eastern side of Rt. 644, Resort Drive. The purpose of this application is to remove the referenced parcels and transfer them to the proposed Woodstone Meadows Master Plan. Currently a portion is R-4 under the Massanutten Village Master Plan and R-5 under the Woodstone Meadows Master Plan. This will allow MSPC's treatment facilities to be in the same zoning classification.

Time Share Development

The layout for time share development is the same as on the approved Master Plan as what is proposed here. Therefore, layout has not caused the density to increase, but the acreage reduction causes this effect. The present approved residential density of 4.5 people/acre is proposed to increase to 4.6 people/acre due to the transfer of the referenced parcels. The parcels shown to be removed currently are not designated for residential or recreational use. The total units approved and proposed are the same.

There is no change proposed or planned for time share development under the proposed revision.

Water and Sewer

Water and sewer services for Massanutten Village will be provided by the Massanutten Public Service Corporation systems, which is the current provider. All required lines, pump stations, treatment facilities, and other components of the systems have been or will be installed by the developer and owned and maintained by the MPSC, as provided in the previous Master Plan submittal.

With consideration for the future of Massanutten Village and other properties served by the M7PSC, a water distribution and supply study is currently being conducted to accommodate future development. The analysis is to evaluate the incorporation of a new water tank which will increase pressures and make available more water for properties within Massanutten Village and Woodstone Meadows. The location of the proposed water tank will be determined as a part of this on-going study.

Land Area Sales and Leasing

The only sales anticipated are of timeshare units, subject to the Virginia Timeshare Act. No land is expected to be leased, although commercial or service facilities may be operated by one or more subsidiaries of Great Eastern Resort Corporation.

NARRATIVE STATEMENT WOODSTONE MEADOWS MASTER PLAN AMENDMENT REQUEST GREAT EASTERN RESORT CORPORATION JUNE 2007

As stated within the previous rezoning request, “Woodstone Meadows now represents the primary focus for time share development”. Since that request of July of 2005, Great Eastern Resort Corporation has followed its goals and expectations of the development and continues to improve and expand upon these. In addition, as a part of acquiring properties involved in the upgrade of Resort Drive, Great Eastern has purchased several properties on the east side of Resort Drive adjoining Woodstone Meadows’ properties.

The development of Woodstone Meadows is an on-going process through the construction and establishment of the community itself pursuant to the present Master Plan. It is the intent of this request to implement the continued orderly development of this highly successful asset to Rockingham County.

Project Objective and Character

One goal of this application is to designate a use in conformance with the current Master Plan for recently acquired properties and to incorporate properties from the Massanutten Village Master Plan to ensure continuity and avoid conflict on the eastern side of Rt. 644. Eight parcels are involved as referenced on the attached tract schedule. Also refer to Exhibit B for general locations of these properties.

Parcels 1 and 2 are each single family residences. The current Master Plan encompasses these tracts on all three sides and across Resort Drive from properties included within the Massanutten Village Master Plan. These two parcels are designated as long-term residential rentals on the proposed Woodstone Meadows Master Plan.

Parcels 3 and 4 are currently single family residences split by overhead power lines

through the middle of the properties. The area on these parcels lying between the current R-5 development and the existing power lines is designated for time share use.

The portion of these two parcels lying between the overhead power lines and Rt. 644 is to remain undeveloped and serve as a buffer from Rt. 644. The existing structure on parcel 3 is proposed to remain as long term rental property for residential use. Parcel 4 is proposed to serve as a temporary residential rental until time share development occurs as planned in this area as shown on the proposed Master Plan.

Parcel 5 is currently a single family residence with the overhead power line continuing throughout this property as well. The proposed use for this property is administrative offices. The proposed Master Plan shows a parking schematic as anticipated for this use. Driveway and entrance improvements will follow upon approval of this request. A portion of this property is proposed for time share use as well.

Parcel 6 is one of the 3 parcels removed from the Massanutten Village Master Plan Amendment request. The request of this Master Plan must work in conjunction with the Massanutten Village Master Plan Amendment to ensure one master plan includes parcel 6, 7, and 8 as referenced within this application. Due to this parcel's proximity to a previous lagoon site, limited development is achievable here. The proposed Master Plan shows some time share development to occur on this parcel complying with the state regulations established at the pre-existing lagoon site.

Parcel 7 is the site of a closed lagoon now filled and stabilized. The proposed Master Plan designates this site to accommodate a refuse and recycling center location. Truck maintenance and storage will also be needed for this site to operate as a refuse center. A building will be constructed to include truck wash bays, storage areas, and an office. Recycling bins will be aligned along the entrance to the waste water treatment plant and accessed by a service road. The refuse center will be adequately buffered from both Rt. 644 and Woodstone Meadows Clubhouse by vegetation and existing elevation change. As a result of this land use designation, the parcel currently designated as the refuse center site is now proposed to serve as a maintenance area.

Parcel 8, owned by Massanutten Public Service Corporation (MPSC), is currently the waste water treatment plant site and remains the same as shown of the proposed Master Plan. It is necessary to add this parcel to the Woodstone Meadows Master Plan to match the current zoning of the remainder of the MPSC property occupied by the waste water treatment plant.

Another goal of this application is to present a new and innovative approach to time share development. At least one future cluster of Woodstone Meadows will feature Great Eastern's latest style of building to be referred to as the "Platinum Unit". The new Platinum unit will offer top scale resort living. Due to the exclusive nature of this addition, extra attention has been given to the layout of this community. Each building has been oriented in such a way to give residents the best view from the highest region within Woodstone Meadows designated for time share use. A community pool is proposed as well as vegetative buffering from the surrounding properties. This development is noted as Phase 7 as shown on the revised Master Plan. This first phase, which will feature the Platinum units, could include up to 27 buildings. In the event the Platinum development proves successful, a second phase will be constructed featuring the same building. This continuation is noted as Phase 9 on the revised Master Plan. Ultimately, this phase could consist of 34 buildings. The introduction of this top scale community to Woodstone Meadows will stand out from the traditional time share configuration of Woodstone today.

The two phases discussed above consume approximately 72 acres. The layout in this area has been revised since the last approved Master Plan. The new layout has been designed specifically for the Platinum community and includes such features as isolated parking areas off of the main drive, greater separation between buildings, and views off the

mountain from each residence. By revising the layout, special attention has been made to the existing grades to locate buildings best suited for the land as is and reduce disturbance.

Lastly, this Master Plan amendment includes the addition of playground areas and a tennis court. The general location of these is shown on the revised Master Plan. An existing temporary driving range is shown as well overlaid by proposed time share buildings. The driving range was installed in spring of 2006. As time share development continues towards this area, the driving range will be closed and construction will occur as shown on the Master Plan.

Time Share Development

The increase in acreage of this development allows for an increase in the total allowable units. The currently approved Master Plan is approved for 1450 units. The proposed 1700 units provides for a density of less than one-half the allowable density within this zoning classification. The proposed additional acreage carries out the goals set forth in the current Master Plan and has been proven to be the basis of a well-perceived community. The additional 250 units proposed could potentially be located at any location designated for time share development as defined on the Master Plan. Great Eastern currently offers a variety of different unit types. There are 6 to 12 units per building depending upon the unit type. It is vital to the success of the resort to plan as the market dictates and the only way to achieve this is by offering variety and keeping options available. The introduction of the Platinum unit is an example of this. As the expectations of time share owners continue to increase, Great Eastern recognizes the need to adjust accordingly.

Time share development is expected to occur at its current rate of 50-100 units annually. There are currently 369 time share units constructed as of July 1, 2007. Existing clusters are delineated on the revised Master Plan to define the limits of existing development.

Water and Sewer

Water and sewer services for Woodstone Meadows will be provided by the Massanutten Public Service Corporation systems, which is the current provider. All required lines, pump stations, treatment facilities, and other components of the systems will be installed by the developer and owned and maintained by the MPSC, as provided in the previous Master Plan submittal.

With consideration for the future of Woodstone Meadows and other properties served by the MPSC, a water distribution and supply study is currently being conducted to accommodate future development. The analysis is to evaluate the incorporation of a new water tank which will increase pressures and make available more water for properties within Massanutten Village and Woodstone Meadows. The location of the proposed water tank will be determined as a part of this on-going study.

Land Area Sales and Leasing

The only sales anticipated are of timeshare units, subject to the Virginia Timeshare Act. No land is expected to be leased, although commercial or service facilities may be operated by one or more subsidiaries of Great Eastern Resort Corporation.

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CLOSED MEETING.

On motion by Supervisor Ahrend, seconded by Supervisor Floyd and carried by the following vote: AHREND - AYE; BREEDEN - AYE; CUEVAS - AYE; FLOYD - AYE; and KYGER - AYE; the Board recessed the meeting from 8:51 p.m. to 9:22 p.m. in accordance with State Code Pursuant to Section 2.2-3711(A)(7) Consultation with Legal Counsel and Briefing by Staff Members pertaining to Actual or Probable Litigation.

At 9:22 p.m., Chairman Kyger called the meeting back to order and the following motion was adopted.

MOTION: SUPERVISOR AHREND NO: X07-19
SECOND: SUPERVISOR FLOYD MEETING DATE: Sept. 26, 2007

CERTIFICATION OF CLOSED MEETING

WHEREAS, the Rockingham County Board of Supervisors has convened a Closed Meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of The Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3712 of the Code of Virginia requires a certification by this Board of Supervisors that such Closed Meeting was conducted in conformity with Virginia law;

NOW, THEREFORE, BE IT RESOLVED that the Rockingham County Board of Supervisors hereby certifies that, to the best of each member's knowledge, (i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the Closed Meeting to which this certification resolution applies; and (ii) only such public business matters as were identified in the motion convening the Closed Meeting were heard, discussed or considered by the Board of Supervisors.

VOTE:
AYES: AHREND, BREEDEN, CUEVAS, FLOYD, KYGER
NAYS: NONE
ABSENT: NONE

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ADJOURNMENT.

On motion by Supervisor Breedon, seconded by Supervisor Ahrend, and carried unanimously, the meeting was adjourned at 9:23 p.m.

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Chairman