

CLARK & BRADSHAW, P.C.

ATTORNEYS AND COUNSELORS AT LAW

TODD C. RHEA
MATTHEW C. SUNDERLIN
BRADLEY J. MOYERS
QUINTON B. CALLAHAN
KAREN L. ROWELL
KATHERINE M. MANN
KEVIN M. WHEELER

92 North Liberty Street
Harrisonburg, Virginia 22802
Post Office Box 71
Harrisonburg, Virginia 22803-0071
Telephone: (540) 433-2601 Facsimile: (540) 433-5528
Web Site: www.clark-bradshaw.com
Writer's Email: tcrhea@clark-bradshaw.com

AMY L. RUSH, C.P.A.
NOT AN ATTORNEY

March 2, 2026

City of Harrisonburg
Community Development
Attn: Adam Fletcher, Director
409 South Main St.
Harrisonburg, VA 22801

Re: Change of Zoning District (Rezoning) Application
City Tax Map Parcels: 025 J 2, 3, 4, 5, 6, 7, 15, 16, 17, 18
Owners: Bernard, LC and Trenton, Inc.
Developer: TCP Link Harrisonburg, LLC
Project Address: 473 S. Main Street, Harrisonburg, VA 22801

Dear Mr. Fletcher,

On behalf of the property Owners and Developer (referred to jointly herein as “Applicant”), this updated Zoning Justification Letter will replace the previously filed letter dated July 1, 2025, which was submitted along with a Change of Zoning District (“Rezoning”) Application, Proffer Statement, survey, Concept Plan, and application fee. The Applicant seeks a Rezoning from R-3 (Medium Density Residential District) to B-1C (Central Business District with proffered conditions) to allow for the development of a primarily residential mixed-use project with structured parking on the approximately 2.75 acre site comprised of ten tax parcels located at 473 S. Main Street, Harrisonburg, VA 22801, bearing City Tax Map numbers 025 J 2, 3, 4, 5, 6, 7, 15, 16, 17, 18 (“Subject Property”).

This supplemental Zoning Justification Letter will discuss and highlight several important additions to the revised Proffer Statement submitted in connection with the rezoning application in response to community and citizen feedback on the Project. The Applicant participated in a facilitated engagement process in the fall and winter of 2025 with a formal report dated December 5, 2025, and titled “Facilitation Report: The Link Discussion” being issued by the facilitation team which identified key Project concerns and involved a discussion regarding Project features and proffers surrounding those items. These areas of impact and comments included architectural design and materials, building step-backs, parking impacts, transportation impacts and housing affordability. A copy of the facilitation report is filed as an exhibit to this Zoning Justification Letter. The Report contains a detailed narrative description of the facilitated engagement process, participants, primary issues and suggestions received by the Applicant.

The parcels making up the Subject Property total 2.758 acres, all currently zoned R-3, with eight parcels owned by Trenton, Inc. and two parcels (025 J 3 & 4, 0.69 acres) owned by Bernard, LC. The current use of the Subject Property includes vacant land and surface parking, a funeral home business, garages, and a vacant single-family structure. A current survey of the Subject Property prepared by Balzar and Associates was submitted along with the rezoning application.

The requested Rezoning of the Subject Property from R-3 to B-1C is in accord with the current Mixed Use designation for the Subject Property found in the City Land Use Guide Map found in the Comprehensive Plan and the goals and objectives found in the Downtown 2040 Plan presented to City Council in 2021. The Rezoning represents a logical extension of the downtown B-1 Central Business District to encompass the Subject Parcels immediately contiguous to the southern end of the B-1 Central Business District between South Main and South Liberty Streets. This Rezoning requires neither a Comprehensive Plan Map Amendment nor Special Use Permit request. A revised Proffer Statement has been submitted which demonstrates commitments by the applicant to transportation, design, parking and other features which were identified as City and community stakeholder and citizen priorities during the facilitated engagement and review process.

This Subject Property was highlighted in the Downtown 2040 Plan both in concept and stated goals on the excerpted and previously submitted pages 16, 59 and 60 of the Plan under “Downtown Needs More Residents”, “Potential Residential Development” and “South Downtown” Plan goals and directives. The Subject Property was also highlighted by HDR and City Economic Development for potential redevelopment, consistent with the Downtown 2040 Plan in a 2024 VEDA Community Economic Development Award presentation. Plan and Presentation excerpts were previously filed with the City along with the rezoning documents.

The Subject Property has frontage on both South Main Street and South Liberty Street, with existing infrastructure including water, sanitary, and storm utilities available. An illustrative and updated Concept Plan with certain committed elements as defined in the proffers was prepared by Monteverde Engineering & Design Studio and submitted along with the Rezoning application for reference, with an updated Concept Plan submitted with the revised Proffer Statement. The revised Concept Plan is referenced herein as a guide to certain elements of the Project.

The Project will be known as “The Link” or “The Link Apartments”. The Project will provide up to 250 apartment style residential units for rent and between 2,000-5,000 square feet of first floor commercial space with integrated indoor and outdoor amenity areas for residents and a parking garage (the “Project”). The designation of The Link is meant to highlight the role of the proposed development in linking South Downtown more meaningfully to the northern end of the James Madison University campus in the Hotel Madison area, in linking South Main and South Liberty Streets with a highly valuable new east-west public street connection, and linking the City Hall, Build Our Park and Turner Pavilion with a vibrant and modern residential structure filling in a current economic and civic/public activity “dead zone” at the gateway to South Downtown.

Key benefits of approving the B-1C Rezoning proposal include:

Transportation Improvements: The Project solves a significant downtown east/west transportation circulation issue by proffering to install a new public street extension of Paul Street to provide a connection between South Main and South Liberty Streets, as well as to serve all

deliveries and ride-share needs of the proposed development. This new public street would allow the City to replace or repurpose the current substandard Warren and Grattan east-west public street connections. The Paul Street connection also provides an option for the neighboring Church parking lot to improve two-way functionality and add parking spaces by entering off the new Paul Street extension. The Paul Street extension would ultimately result in the reduction of entrances onto South Main Street and Liberty Street thus reducing vehicular conflict points on the two most-prominent thoroughfares of the City's Downtown district. The Rezoning and redevelopment of the Subject Property also aligns with the timeline of the Liberty Street cycle track project and integrates with it via location of on-site interior bike storage and direct bike path connection from the building to South Liberty Street. Design and construction of the Paul Street extension is anticipated to require two design variances, one for reduced curb radii to allow for the road's alignment to avoid conflicts with the neighboring property, and another for reduced entrance spacing to allow for the church's entrances to be relocated off of S Main St and Liberty St; both anticipated variances are itemized on the Concept Plan for clarity of intent. The Applicant has provided a voluntary cash proffer related to traffic calming measures which may be approved under the City's existing Neighborhood Traffic Calming program for potential impacts to Paul Street (and connecting public streets) between South Main Street and Martin Luther King, Jr. Way.

Parking Solutions: The Project addresses City municipal parking resource needs, particularly important as the development of the Build our Park initiative will result in the loss of over thirty existing parking spaces in close proximity to City Hall, with additional on-street parking likely to be lost with the completion of the Liberty Street cycle track project. The Applicant has proffered below market parking for up to 65 spaces at ground level for municipal/public use with the further opportunity of that ground level parking to be used for night and weekend public parking. The Subject Property is designed to meet all of its resident parking needs on-site, though the Developer plans to charge market rates for parking separately from base rents to encourage residents to consider walk/bike/transit, ride share or car light options. The Project would construct structured parking over what is today largely surface parking, greatly increasing the efficiency of that space in line with the Downtown 2040 Plan. The structured parking facility will also offer a minimum of 14 proffered Level 2 EV charging stations (with at least 4 in the public/municipal leased parking area) for resident and City use in line with City project EV standards. The Applicant has also provided a voluntary cash proffer to offset the costs of supplemental parking enforcement or public parking program technology enhancements which may be caused by parking impacts from the Project.

Fiscal Benefits: The Project will be highly fiscally accretive to the City, with anticipated resident demographics that will generate few public school students, while adding over 500 new residents to the downtown area in direct accord with the Downtown 2040 Plan "Downtown Needs More Residents" directive. A preliminary analysis of R-3 zoned properties proximate to the Subject Property along South Main and South Liberty streets indicates current average improved assessed values in the \$1.5-2 million dollars per acre range. A Rezoning of the Subject Property and redevelopment as a B-1 property consistent with the Concept Plan would likely yield in excess of \$15 million dollars per acre in assessed value and approximately \$600,000 annually in recurring real estate tax revenues given anticipated assessed values and current City tax rates. Substantial City revenues would also be generated from permitting and construction activities and increased meals and sales taxes from both businesses located in the Project and from increased retail/restaurant activity in the downtown core generated from over 500 new downtown Link residents.

Community Cohesion: The Project ties JMU to Downtown both as a visual waypoint and through stronger pedestrian connections between the campus and downtown communities. The redevelopment would also bring a large cohort of residents as potential retail workers and retail customers within easy walking distance of downtown retail and restaurant establishments (without the need to drive and park to work or shop downtown). The productive redevelopment of the Subject Property also serves to reduce a significant south downtown economic activity “dead zone” identified in the Downtown 2040 Plan. The Project would contain a student component which is easily walkable, bikeable and transit convenient to the JMU campus (less than 0.5 miles to most of the main campus). This would reverse the trend of locating student housing remotely on the Port Road and Reservoir Street corridors and out into Rockingham County where walking and biking over 2-3 miles of congested and auto-centric roadways are not realistic options.

Open Space Synergy: The redevelopment concept for the Subject Property has been closely integrated with the Build Our Park design (endorsed by the City in 2024) as a complementary use, connecting a vibrant public commons to an urban residential backdrop. The Project provides multiple points of pedestrian connection to the Park, as well as back-of-house vehicular access to the Park’s proposed sound stage. Additionally, the Developer is committed to collaborating on murals, green wall screening, creative lighting and other art installations on its planned parking structure to create supportive visual integration with both the adjacent Park and neighboring City Hall.

Affordable Housing. The Applicant recognizes that housing affordability is a high priority for the City given low vacancy rates and the lack of housing supply as evidenced in recent City and regional studies of the local housing market. These priorities were clearly shared with the Applicant during the facilitated community engagement process for the Project. The Applicant commissioned and has filed a Proffer Analysis from Virginia Proffer Solutions detailing impacts (both positive and negative) to affordable housing in the City related to the Project. Consistent with this Proffer Analysis, the Applicant has provided a voluntary cash proffer to offset net negative impacts to housing affordability in the City related to the Project.

The vision for the Project stems from Timberwolf Capital Partners' proven track record of creating sustainable, community-focused developments across the Mid-Atlantic region. With over 125 years of collective experience in planning and development, Timberwolf has assembled a team uniquely qualified to transform the Subject Property into a vibrant mixed-use destination that will serve as a catalyst for continued investment and revitalization in Downtown Harrisonburg. Timberwolf has most recently completed and opened similar projects in Williamsburg, VA (Midtown Row, 2022) and Syracuse, NY (CODA, 2024).

The building height aligns with existing downtown signature structures, including Hotel Madison, the Student Success Center (former RMH site), two bank buildings on Court Square, Urban Exchange, and the Public Safety Building. The site has natural separation and buffering from bordering both Main and Liberty Streets, the large existing surface parking lots at City Hall and the Baptist Church surface parking lot and new Paul Street extension. The Applicant has also elicited and integrated community stakeholder, citizen and City input into its exterior architectural design to provide vertical and horizontal dimensions and materials and coloring consistent with more traditional architecture and exterior materials found in downtown Harrisonburg. These include enhanced cornices, modified balconies and pedestrian scale, varied foundational elements at street

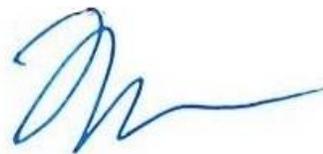
level responsive to public input and suggestions. The Applicant has also revised and proffered substantial changes to its building design to provide sixth (6th) floor step-backs along South Main and South Liberty Streets (with smaller fifth (5th) floor step-backs also proffered) to lessen the vertical height appearance of the structure from those streets. These features are demonstrated on the revised elevation views (3 pages) and Level 5 and Level 6 plans (2 pages) prepared by QPK Design and filed with the revised Proffer Statement for the Project.

The Project incorporates sustainable design principles, including energy-efficient building systems, LED lighting, enhanced sound separation between units, stormwater management features, and pedestrian-friendly spaces that will reduce vehicle dependency and promote a healthier urban environment. The Project will offer access and climate-controlled bike storage at LEED recommended levels with direct access to the new Liberty Street bike lane. The Project location also provides an opportunity for e-bike and similar sharing programs to facilitate non-vehicular transit between downtown and the JMU campus. There are also existing HDPT transit stops on both S. Main and S. Liberty streets in close proximity to the Subject Property.

This Rezoning represents a significant opportunity to transform an underutilized property into a valuable community asset that aligns with the City's long-term planning goals. It is the first large new-build residential structure in the Downtown area since the 2009 completion of Urban Exchange, and likely represents the largest single investment in Downtown in current dollars. The project will create jobs during construction and operation phases, significantly increase Downtown housing supply, tie the JMU and downtown communities together visually to enhance Downtown economic activity, and generate substantial tax revenue that will benefit the City for decades to come. The Rezoning request to B-1C aligns with any logical extension of the existing B-1 District filling the full width between Main and Liberty Streets in the downtown core. Finally, the Applicant has made significant investments in community engagement and has responded meaningfully to community priorities and concerns regarding Project impacts raised during this process as reflected in the revised Proffer Statement for the Project.

Thank you for your assistance and cooperation. If you have any questions, please do not hesitate to contact me.

Sincerely,



Todd C. Rhea, Esq.