

REZONING REQUEST PROFFER STATEMENT, AS
(Conditions for this Rezoning Request)

Applicant/Developer:
TCP Link Harrisonburg LLC
2400 Liberty Street, Suite 300
Harrisonburg, VA 22801

Owners:
Bernard, LC
Tax Map Parcel: 025 J 3 & 4
0.69 acres
473 S. Main Street
Harrisonburg, VA 22801

Trenton, Inc.
Tax Map Parcels: 025 J 2, 5, 6, 7, 15, 16, 17, 18
2.01 acres
473 S. Main Street
Harrisonburg, VA 22801

Total Acreage: 2.75 +/-

Dated: June 4, 2025; Revised July 1, 2025; Revised February 10, 2026; Revised March 2, 2026;
Revised March 4, 2026; Revised March 25, 2026; Revised June 26, 2026

TO THE MEMBERS OF THE COUNCIL OF THE CITY OF HARRISONBURG

Property Information

The Applicant (also referred to herein as “Developer”) and the Owners of the above-described parcels, containing approximately 2.75 acres +/- of land (the “Property”), have petitioned the City of Harrisonburg, Virginia (the “Council”) for a Change of Zoning District (“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 (“Project”) as shown on the Concept Plan prepared by Monteverde Engineering dated June 1, 2026 (“Concept Plan” or “CP”) which depicts the Property delineated in the Rezoning application filed with the City.

Proffers

In furtherance of the requested Rezoning, the Applicant and Owners hereby proffer that in the event the Council approves the Rezoning of the Property from R-3 (Medium Density Residential District) to B-1C (Central Business District with proffered conditions), then the development on the Property shall be done in conformity with the terms and conditions as set forth herein, except to the extent that such terms and conditions may be subsequently amended or revised

by the Applicant and Owners and such be approved by the Council in accordance with Virginia law. These Proffers shall be binding upon Applicant, Owners, and their legal successors or assigns and shall run with the Property. The Applicant and Owners hereby agree that the proposed Rezoning itself gives rise to the need for these Proffers, that the Proffers have a reasonable relation to the proposed Rezoning, and that all conditions are in substantial conformity with the City's Comprehensive Plan. This Proffer Statement shall supersede and replace in full any previously filed Proffer Statement(s) for the Property in connection with the Application.

The Applicant and Owner hereby voluntarily proffer that, if the Council acts to rezone the Property as requested, the Applicant and Owners shall develop the Property in general accord with the following proffers pursuant to Sections 15.2-2303 and 15.2-2303.4, et al., of the Code of Virginia, 1950 as amended, and pursuant to Section 10-3-123, et al., of the City Of Harrisonburg Code of Ordinances, the Applicant and the Owners, or their successors and assigns, will provide the following:

I. Development Standards:

a. The development of the Property in terms of primary building structure location, parking garage location, and public street access points shall be in substantial conformance with the Concept Plan. The Concept Plan may be modified during site plan review as needed to meet applicable local, state, and federal requirements and otherwise deemed necessary/beneficial during the Comprehensive Engineered Site Plan ("Site Plan") approval process with approval by the Department of Community Development.

b. The maximum number of residential dwelling units on the Property shall not exceed 180 units. The maximum number of bedrooms on the Property shall not exceed 440.

c. A minimum of 40% of the maximum proffered residential dwelling units (as provided in proffer I.b. above) will consist of studio or one-bedroom apartments (for clarity, a minimum of 72 studio or one-bedroom apartments).

d. A maximum of 47.5% of the maximum proffered residential dwelling units (as provided in proffer I.b. above) will consist of four (4) bedroom apartments (for clarity, a maximum of 85 four (4) bedroom apartments). No dwelling units will consist of more than four (4) bedrooms.

e. A minimum of 2,500 square feet and a maximum of 5,000 square feet of commercial space shall be completed on the southeast corner of the first floor of the primary structure and along the Paul Street and South Main Street frontages. Commercial tobacco, smoke or vape shops uses shall be prohibited on the Property.

f. Reserved

g. The Project shall be designed to include many architectural features intended to scale down the massing of the building by incorporating materials of various styles and

elevations and by articulating the façade both vertically and horizontally with elements such as fluctuating parapet heights and depths, and containing multiple building projections including unit balconies, cornices, trim, sun shades in general conformance with the building elevations titled “Proposed Housing Project – 473 South Main Street, Harrisonburg, VA – View 1, View 2, View 3” (3 pages), dated June 5, 2026 and filed with these Proffers. Final colors, finishes, materials and exact exterior specifications shall be subject to final construction documents, Site Plan approval, and material availability.

h. The height of all buildings on the Property shall be limited to fifty-two feet (52’) as defined under “Building, height of” in the City Code of Ordinances Section 10-3-24. Rooftop structures such as solar panel installations, HVAC units and other mechanical equipment and parapets shall be permitted up to fifty-five feet (55’) per the “Building, height of” definition so long as those structure installations are screened from public view. It is the intent of the Applicant that Curb Grade shall be measured at the midpoint of the Paul Street extension frontage, with the primary entrance of the building being located on Paul Street as shown on the Concept Plan.

i. The parking garage’s north facing wall and west facing building plane will contain at least one of the following exterior screening/décor features: a green wall (living plants), screening trees, mural art, sculptural screens, installed landscaping, lighting and other screening and exterior décor features. The gross coverage area of each of the north and west facing garage wall building planes will be at a minimum of 60% surface coverage. For any tree plantings or living wall installations being counted as part of the minimum screening coverage ratio, detailed planting types and screening dimensions at levels of maturity will be submitted for review and approval by the Zoning Administrator as a supplement to the Site Plan.

j. The primary structure will include design elements and rough-in measures to allow for future installation of solar panels on a portion of the roof of the main building structure. Such measures include structural support considerations, electrical conduits, and placement of rooftop HVAC units.

k. The Property shall be managed by a qualified third-party property management company experienced in the management of comparable multifamily properties. The management company shall be responsible for the day-to-day operation of the Property, including but not limited to:

- (1) marketing and leasing,
- (2) resident services and community programming,
- (3) enforcement of lease provisions, noise and lighting impacts and community rules,
- (4) property maintenance, repairs, and unit turnover,
- (5) capital improvements as needed, and
- (6) parking management and enforcement.

The Developer or any successor owners shall designate with the City a local management representative who shall be available to respond to operational issues or concerns. The Property shall maintain on-site staffing located in Harrisonburg, Virginia, which may include, but shall not be limited to, a property manager, leasing personnel, resident services staff and maintenance personnel.

Nothing in this proffer shall prevent the Developer or any successor owner from changing property management companies, provided that the Property continues to be professionally managed in accordance with this proffer.

II. Transportation Improvements:

a. A public street extension of Paul Street shall be designed and constructed as generally shown on the Concept Plan with sidewalks on both sides of the street and designed to accommodate 2-way traffic. Final width and configuration of this new public street extension will be reviewed and approved by Public Works during Site Plan approval.

b. The new Paul Street public street extension will be dedicated to the neighboring property line of Harrisonburg Baptist Church (“HBC”). The street will be designed and installed to accommodate entrances from the existing HBC parking lot onto the public street extension with locations shown on the Concept Plan and to be reviewed and approved by City Public Works during Site Plan approval, and with the approval of HBC. Upon HBC request and City approval, Developer will install curb, gutter and sidewalk extensions consistent with the installations on the Subject Property across the former (closed) Main and Liberty Street entrances to the HBC parking lot. Street bump-outs along South Main Street will be designed and installed as approved by Public Works during Site Plan approval in the locations as generally depicted on the Concept Plan. Public Works may, in its sole discretion, waive, in whole or in part, the completion of bump-outs.

c. At a minimum, sidewalks shall be constructed to conform with City standards along all public street frontages of the Property. The South Main Street and Liberty Street sidewalks along the length of the subject property shall be designed and constructed to match the width, material, and appearance of the sidewalk fronting the adjacent City Hall and Build Our Park properties, respectively, to be reviewed and approved by Public Works during the Site Plan approval process. Where new sidewalk width exceeds existing rights-of-way, public pedestrian access easements shall be granted to the City.

d. A minimum of two sidewalk connections will be made from the north property line of the Property connecting to adjacent City-owned parcels (City tax map numbers 25-J-10, 19, 20, 21 or 22). The specific locations of these connections shall be determined in consultation with and approved by the City during the Site Plan approval process. These two proffered north boundary pedestrian connections are in addition to, and do not include, the existing sidewalk connections fronting South Main and South Liberty Streets.

e. A cash contribution shall be provided to the City upon request in the amount of Forty-Five Thousand Dollars (\$45,000.00) for traffic-calming improvements to Paul Street

and/or connecting streets. The City may request funding for any traffic calming improvements that are selected through the City's Neighborhood Traffic Calming Program on Paul Street (or connecting streets) between South Main Street and Martin Luther King, Jr. Way. The cash contribution may be requested by the City after the issuance of the first Certificate of Occupancy for the Property and shall be provided within 180 days of the City request. The City shall make any request for a cash contribution under this proffer within five (5) years of the issuance of the first Certificate of Occupancy for the Property (and may make multiple requests up to the aggregate cash contribution amount).

f. All proffered Transportation Improvements in this section II, unless specifically provided otherwise, shall be substantially complete prior to the issuance of the first Certificate of Occupancy.

III. Parking/Access Improvements:

a. A minimum of 320 structured parking spaces shall be provided on the Property. The structured parking spaces shall be substantially completed and open for public use prior to the issuance of the first Certificate of Occupancy (or Temporary Certificate of Occupancy) for the Property.

b. Reserved.

c. A minimum of ten (10) Level 2 or better (or equivalent to current Level 2 technology or better) electric vehicle charging stations shall be installed and maintained within the structured parking deck.

d. Secure indoor/covered bicycle storage for a minimum capacity of ninety (90) bikes shall be installed and maintained on the Property. A minimum of sixteen (16) exterior bike parking spaces shall be installed and maintained on the Property.

e. Coordinated back of stage access and turnaround as generally shown on the Concept Plan will be designed and installed in coordination with the timing of installation of adjacent Park improvements as constructed by the City or a third party. An ingress and egress easement shall be granted to the City or appropriate Park authority for this Park access within ninety (90) days of Site Plan approval or City request associated with Park construction needs, whichever first occurs, with the simultaneous release of the existing City access easement (found recorded at Deed Book 5542 at Page 793) located over a portion of the Property.

f. A cash contribution will be made to the City for parking enforcement or enhancements to the City's public permit parking programs in the amount of Twenty-two Thousand Five Hundred Dollars (\$22,500.00) in order to offset parking related impacts from the Project. Such cash contribution shall be delivered to the City within thirty (30) days of the issuance of the first Certificate of Occupancy for the Project.

IV. Amenities:

a. A minimum of 8,000 square feet of indoor amenity & common spaces on the Property, and a minimum of 15,000 square feet of outdoor amenity space will be installed and maintained on the Property. Amenities may be placed within the primary building structure, courtyard/atriums or parking garage areas so long as they are enclosed from public view.

b. The development shall incorporate pedestrian-scale lighting, street furniture (minimum of six (6) separate outdoor seating locations), and landscaping along public street frontages of the Property. Street furniture shall include, at a minimum, trash receptacles and varied seating options. Landscaping shall include, at a minimum, one (1) large deciduous tree or two (2) small deciduous trees or combination thereof at same ratios, planted for each 50 linear feet of street frontage of the Property. Up to 50% of the large tree requirement may be substituted with ten (10) shrubs or ornamental grasses, or any combination thereof at the same specified ratios. Trees and shrubs may be clustered. All improvements and installations contained in this section (including pedestrian area refuse management) shall be completed or bonded for completion prior to the issuance of the first Certificate of Occupancy for the Property.

c. The development shall incorporate pedestrian-scale lighting and landscaping where pedestrian facilities are provided along the northern property lines. Lighting may be limited where necessary to avoid light trespass in excess of City standards, unless otherwise permitted via City Council waiver. Landscaping shall include, at a minimum, one (1) large deciduous planted tree for each 50 linear feet of property line north of the development. Up to 50% of required large deciduous trees may be substituted (per tree) with two (2) small deciduous or evergreen trees, ten (10) shrubs or ornamental grasses, or any combination thereof at the same specified ratios. Trees and shrubs may be clustered. Any trees or other landscaping placed to satisfy this proffer may also count towards screening requirements provided in Proffer I.i. above. All improvements and installations contained in this section shall be completed or bonded for completion prior to the issuance of the first Certificate of Occupancy for the Property.

d. The Zoning Administrator may allow reduction or modification of tree and landscaping commitments contained in this article to meet public safety requirements from applicable City departments including Harrisonburg Fire Department, Harrisonburg Police Department and Public Works. The applicant shall demonstrate to the Zoning Administrator that alternatives to meet requirements have been explored and exhausted before the Zoning Administrator approves reduction or modification.

V. Affordable Housing:

a. A cash contribution to the City to fund affordable housing or housing programs or initiatives in the amount of Seventy Thousand Dollars (\$70,000.00) to offset impacts to City housing affordability from the Project. Such cash contribution shall be delivered to the City at the time of the issuance of the first Certificate of Occupancy for the Project.

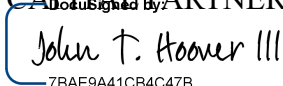
VI. Implementation:

These proffers shall take effect upon approval of the rezoning by the City Council. We hereby proffer that the development of the subject property on this application shall be in strict accordance with the conditions set forth in this submission.

In witness whereof, the Applicant/Owner has caused these Proffers to be executed as follows:

APPLICANT:

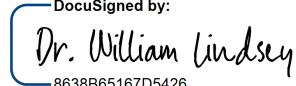
TIMBERWOLF CAPITAL PARTNERS LLC

By:  (SEAL)
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John T. Hoover, III, Managing Partner

Date: 6/26/2026

OWNER:

BERNARD, LC

By:  (SEAL)
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Dr. William Lindsey, Manager

Date: 6/26/2026

OWNER:

TRENTON, INC.

By:  (SEAL)
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Dr. William Lindsey, President

Date: 6/26/2026