

CITY OF HARRISONBURG
**COMMUNITY
DEVELOPMENT**

**Change of Zoning District
(Rezoning) Application**
www.harrisonburgva.gov/zoning

PROPERTY INFORMATION

473 South Main Street, Harrisonburg, VA 22801

025 J 2,3,4,5,6,7,15,16,17,18

Property Address

Tax Map Parcel/ID

Total Land Area

(circle) or sq. ft.
(circle)

Existing Zoning District: R-3

Proposed Zoning District: B-1C

Existing Comprehensive Plan Designation: Mixed Use

PROPERTY OWNER INFORMATION

Trenton, Inc. & Bernard, LC (c/o Dr. William Lindsey)

Property Owner Name

Telephone

473 S. Main Street

Street Address

E-Mail

Harrisonburg VA 22801

City State Zip

OWNER'S REPRESENTATIVE INFORMATION

Todd Rhea

Owner's Representative

Telephone

92 North Liberty Street

Street Address

E-Mail

Harrisonburg VA 22802

City State Zip

CERTIFICATION

I certify that the information supplied on this application and on the attachments provided (maps and other information) is accurate and true to the best of my knowledge. In addition, I hereby grant permission to the agents and employees of the City of Harrisonburg to enter the above property for the purposes of processing and reviewing this application. I also understand that, when required, public notice signs will be posted by the City on any property.

Dr. William Lindsey

6/5/2025

PROPERTY OWNER

DATE

REQUIRED ATTACHMENTS

- ☒ Letter explaining proposed use & reasons for seeking change in zoning.
- ☒ Statement on proffers, if applying for conditional rezoning.
- ☒ Survey of property or site map.
- ☒ Traffic Impact Analysis (TIA) Determination Form OR Traffic Impact Analysis (TIA) Acceptance Letter signed by Public Works Department. Applicant is responsible for coordinating with Public Works prior to submitting this application. For more information, visit www.harrisonburgva.gov/traffic-impact-analysis.

TO BE COMPLETED BY PLANNING & ZONING DIVISION

Date Application and Fee Received

Total Fees Due: \$ 640 Paid
Application Fee: \$550.00 + \$30.00 per acre

Received By

CLARK & BRADSHAW, P.C.

ATTORNEYS AND COUNSELORS AT LAW

TODD C. RHEA
MATTHEW C. SUNDERLIN
BRADLEY J. MOYERS
QUINTON B. CALLAHAN
KAREN L. ROWELL
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92 North Liberty Street
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Post Office Box 71
Harrisonburg, Virginia 22803-0071

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

Web Site: www.clark-bradshaw.com

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,

A handwritten signature in blue ink, appearing to read 'Todd C. Rhea', with a long horizontal flourish extending to the right.

Todd C. Rhea, Esq.

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

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 February 6, 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 250 units. The maximum number of bedrooms on the Property shall not exceed 555.

c. A minimum of 44% 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 110 studio or one-bedroom apartments).

d. A maximum of 34% 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 2,000 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. Studio and one-bedroom residential dwelling units may be leased to a family or no more than two unrelated individuals. All other residential dwelling units may be leased to a family or no more than one unrelated individual per bedroom.

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 Development Project – 473 South Main Street, Harrisonburg, VA – View 1, View 2, View 3” (3 pages), dated January 26, 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 fifth (5th) and sixth (6th) floors of the structure will contain stepped back elevations along the South Liberty Street and South Main Street frontages generally as shown on the “Proposed Housing Development Project – 473 South Main Street, Harrisonburg, VA – Level 5 Plan, Level 6 Plan” (2 pages) dated January 26, 2026 and filed with these Proffers. No public or resident access will be provided to the sixth (6th) floor rooftop area.

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 walls 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.

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 with a minimum of one sidewalk connection to the planned park (City tax map numbers 25-J-19, 20, 21 or 22) and a minimum of one sidewalk connection to the City Hall parcel (City tax map parcel 25-J-10). 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 Thirty Thousand Dollars (\$30,000.00) for traffic calming improvements to Paul Street and/or connecting streets. The City may request this 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 any 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 any 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 any Certificate of Occupancy.

III. Parking/Access Improvements:

a. A minimum of 480 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 first issuance of any Certificate of Occupancy (or Temporary Certificate of Occupancy) for the Property.

b. A Parking Agreement with the City shall be entered into consistent with the Memorandum of Understanding (“Parking MOU”) filed herewith reserving up to 65 parking spaces for municipal/public uses to be located on the entrance level(s) of the structured parking garage on the Property on terms consistent with the Parking MOU. The Parking Agreement will provide for a review of actual usage and demand for parking after two years of the issuance of a Certificate of Occupancy for the Property for leased space adjustments based on demand and a history of parking space uses.

c. A minimum of fourteen (14) 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. A minimum of four (4) EV charging stations will be installed and maintained on the level leased for municipal/public parking.

d. Secure indoor bicycle storage for a minimum capacity of one hundred twenty (120) 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 Thirty Thousand Dollars (\$30,000.00) 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 any Certificate of Occupancy for the Project.

IV. Amenities:

a. A minimum of 10,000 square feet of indoor amenity space on the Property, and a minimum of 15,000 square feet of outdoor amenity space (including an outdoor pool / hot tub containing a combined minimum of 1,400 square feet) will be installed and maintained on the Property in the locations generally depicted on the Concept Plan.

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 prior to the issuance of any Certificate of Occupancy for the Property or bonded for completion within 180-days of Certificate of Occupancy issuance.

c. The development shall incorporate pedestrian-scale lighting and landscaping 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 prior to the issuance of any Certificate of Occupancy for the Property or bonded for completion within 180-days of Certificate of Occupancy issuance.

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:

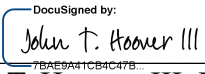
a. A cash contribution to the City to fund affordable housing or housing programs or initiatives in the amount of Ninety-Three Thousand Seven Hundred and Thirty-Eight Dollars (\$93,738.00) to offset impacts to City housing affordability from the Project. Such cash contribution shall be delivered to the City at the time of the issuance of any Certificate of Occupancy for the Project. This voluntary proffer is supported by the Proffer Analysis dated January 27, 2026, prepared by Virginia Proffer Solutions on behalf of the Applicant and filed along with this revised Proffer Statement.

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.

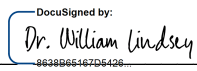
In witness whereof, the Applicant/Owner has caused these Proffers to be executed as follows:

APPLICANT:
TIMBERWOLF CAPITAL PARTNERS LLC

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

Date: 3/4/2026

OWNER:
BERNARD, LC

By:  (SEAL)
Dr. William Lindsey, Manager

Date: 3/4/2026

OWNER:
TRENTON, INC.

By:  (SEAL)
Dr. William Lindsey, President

Date: 3/4/2026

SITE INFORMATION:
TAX MAP#: 025 J 2, 3, 4, 5, 6, 7, 15, 16, 17, 18
TOTAL ACREAGE: 2.758 AC
EXISTING ZONING: R-3 (MEDIUM DENSITY RESIDENTIAL DISTRICT)
PROPOSED ZONING: B-1C (CENTRAL BUSINESS DISTRICT WITH PROFFERED CONDITIONS)

NOTE: IT IS ANTICIPATED THAT THE FOLLOWING VARIANCE WILL BE OBTAINED IN ORDER TO CONSTRUCT THE PROJECT AS DEPICTED:
• SECTION 10-2-41(a) - TO ALLOW ALTERNATIVE STREET DESIGN (CURB RADII AND ACCESS SPACING)



Curb bump-out (typ.); refer to Proffered Condition II(b). May require variance for curb radii; refer to Transportation Improvements section of Zoning Support Letter.

Development shall be illuminated and landscaped along northern parcel lines; refer to Proffered Condition IV(c).

Sidewalk connection (typ.); refer to Proffered Condition II(d).

Build Our Park Concept Plan as approved by City Council. Plan shown for conceptual/contextual purposes only.

Liberty St improvements of proposed two-way Cycle Track, as awarded in 2023. Layout shown for conceptual/contextual purposes only.

Stage access & turnaround; refer to Proffered Condition III(e).

HBC parking lot modification with Paul Street access; refer to Proffered Condition II(b). May require variance for entrance spacing from intersection; refer to Transportation Improvements section of Zoning Support Letter.

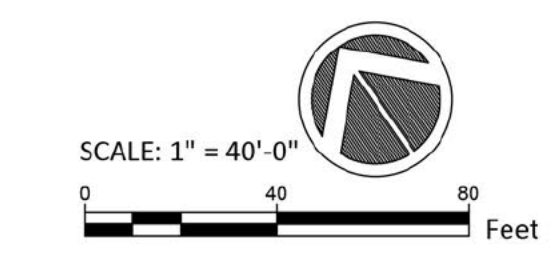
PLAN OF DEVELOPMENT
LINDSEY PROPERTIES
473 S. MAIN STREET, HARRISONBURG, VA 22801

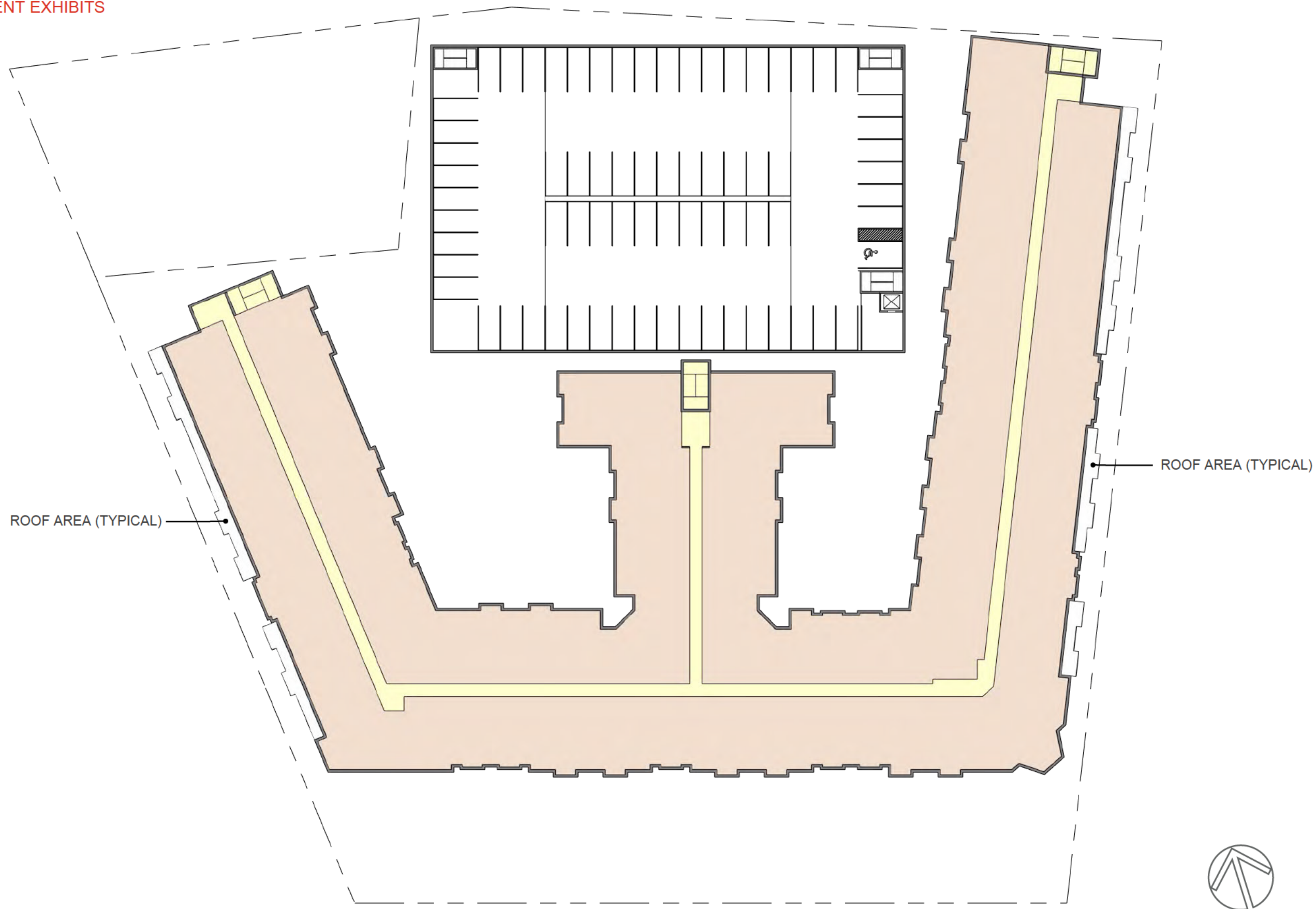
Revisions:		
No.	Description	Date

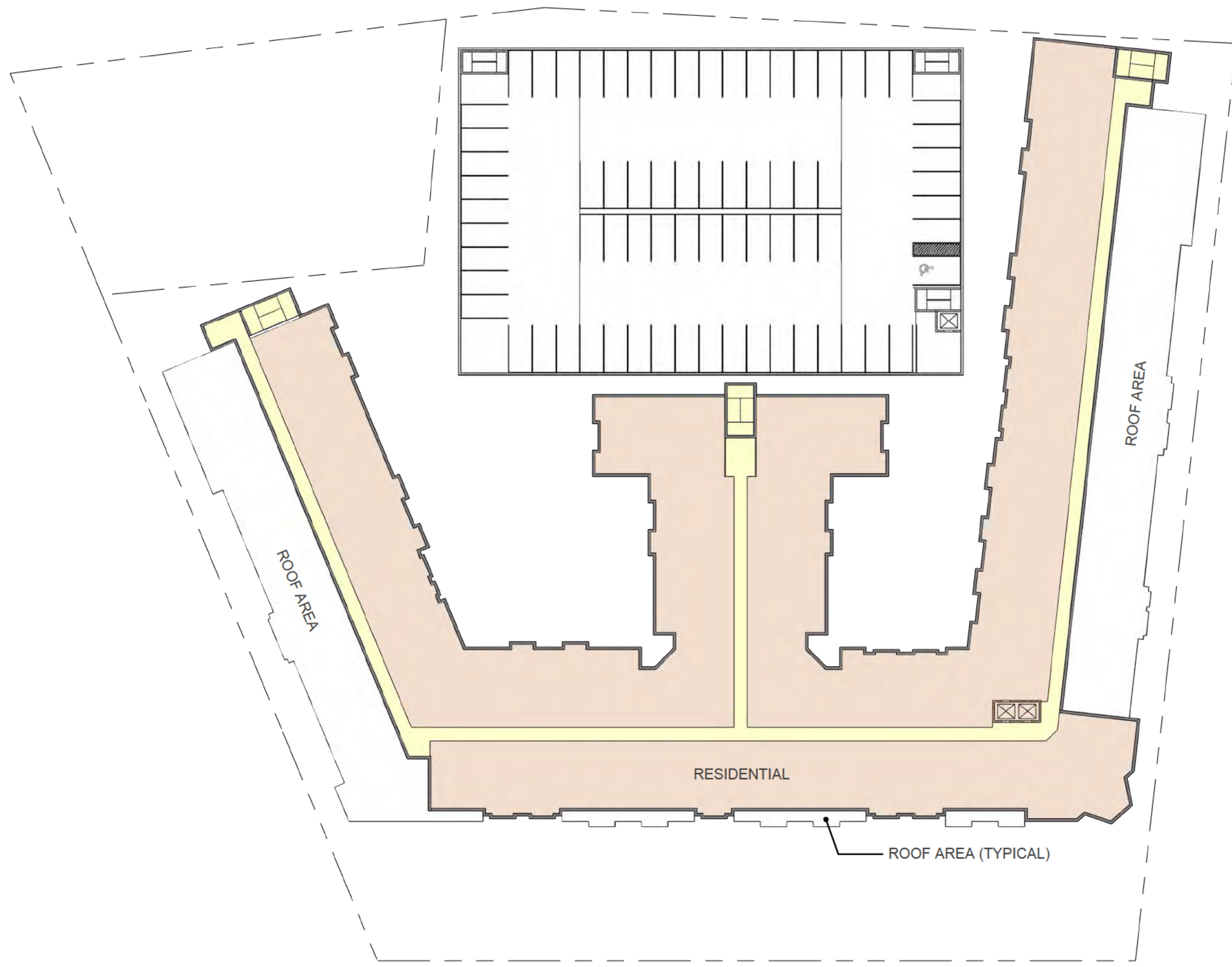
PRELIMINARY ISSUE
NOT FOR CONSTRUCTION

CONCEPT PLAN

Project number:	24024C
Date:	FEBRUARY 06, 2026
Drawn by:	OP
Checked by:	SOR









PROPOSED HOUSING DEVELOPMENT PROJECT | 473 S. MAIN STREET | HARRISONBURG VA

VIEW 1

01 | 26 | 2026

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PROPOSED HOUSING DEVELOPMENT PROJECT | 473 S. MAIN STREET | HARRISONBURG VA

01 | 26 | 2026

VIEW 2

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PROPOSED HOUSING DEVELOPMENT PROJECT | 473 S. MAIN STREET | HARRISONBURG VA

01 | 26 | 2026

VIEW 3

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Memorandum of Understanding (“MOU”) among of City of Harrisonburg and TCP Link Harrisonburg, LLC

City of Harrisonburg
Attn: Ande Banks, III, City Manager
409 South Main Street
Harrisonburg, VA 22801

This Memorandum of Understanding ("MOU") is submitted as an exhibit to the Revised Proffers related to the Project as of the **2nd day of March, 2026**, by and between the **City of Harrisonburg**, an independent City located in the Commonwealth of Virginia (hereinafter, the "**City**"), and **TCP Link Harrisonburg, LLC**, a Wyoming limited liability company, or its assigns (hereinafter, "**TCP**" and, together with the City, the "**Parties**").

This MOU is filed in connection with the entitlement applications and potential acquisition and development of certain real property located at **473 S. Main Street, Harrisonburg, VA** (the "**Project**").

1. PROJECT BACKGROUND

TCP is in the process of securing rezoning and entitlements for the Project, which is planned to be a six-story mixed-use residential complex comprising:

- No more than 250 dwelling units;
- 2,000-5,000 square feet of ground-floor retail space; and
- A structured parking garage of no fewer than six stories, providing a minimum of 480 parking spaces (estimated at 500 total parking spaces).

2. PURPOSE

The purpose of this MOU is to establish the Parties' intent for the Developer (TCP) to lease **sixty-five (65) parking spaces (“Leased Spaces”)** on the first floor of the proposed parking garage to the City at a ***discounted, below-cost lease rate***, subject to the terms outlined below.

3. LEASE TERMS

- **Initial Term:** Five (5) years, commencing on date of issuance of a Certificate of Occupancy for the Project and availability of Leased Spaces.
- **Lease Rate:** \$55 per parking space per month for the first five (5) years (“Initial Term”) with an option to renew for five (5) successive three-year (3) renewal terms thereafter.
- **Escalation Clause:** The monthly lease rate per space shall increase by 10% on the first day of the sixth year of the lease and shall increase by 10% every three (3) years following the initial term (i.e. on the first day of the ninth lease year, twelfth lease year).
- **Total Monthly Lease Payment (Initial Term):** \$3,575 per month (\$55 × 65 spaces), equating to \$42,900 per year.
- **Renewal Option:** The City may negotiate a renewal under mutually agreeable terms upon expiration of each lease term. See the renewal options above
- **Use of Spaces:** The City shall utilize the leased spaces exclusively for municipal or public parking purposes. Resale or subletting of the spaces is expressly prohibited.

4. RESPONSIBILITIES

4.1 Developer (TCP) Responsibilities

- Ensure the continuous availability of the leased parking spaces for the City.
- Maintain the structural integrity, lighting, security, and general upkeep of the parking garage in accordance with standard commercial practices. Developer may control access to the garage for safety and commercial reasons but shall facilitate access to Leased Spaces consistent with this MOU.

4.2 City Responsibilities

- Timely payment of all lease amounts as specified.
- Ensure the proper use and upkeep of the leased parking spaces in accordance with municipal guidelines.

5. NON-BINDING NATURE

This MOU reflects the Parties' mutual understanding and intent but is not legally binding. The Parties agree to negotiate in good faith to execute a formal lease agreement that incorporates the terms outlined herein.

6. TERMINATION

This MOU shall remain in effect until the earlier of:

- The execution of a formal lease agreement; or
- Terminated earlier by mutual written consent of both Parties.
- The denial or withdrawal of rezoning and site plan approval applications for the Project.

7. GOVERNING LAW

This MOU shall be governed by and construed in accordance with the laws of the **Commonwealth of Virginia**.

8. REPRESENTATIONS & WARRANTIES

Each Party represents and warrants that:

- It has full legal authority to enter into this MOU and execute its obligations hereunder.
- The execution and performance of this MOU do not conflict with any existing contract, legal duty, or obligation to which the Party is bound.

9. ENTIRE AGREEMENT

This MOU constitutes the entire understanding between the Parties concerning the subject matter hereof and supersedes all prior discussions, representations, and agreements.



Downtown needs more residents.

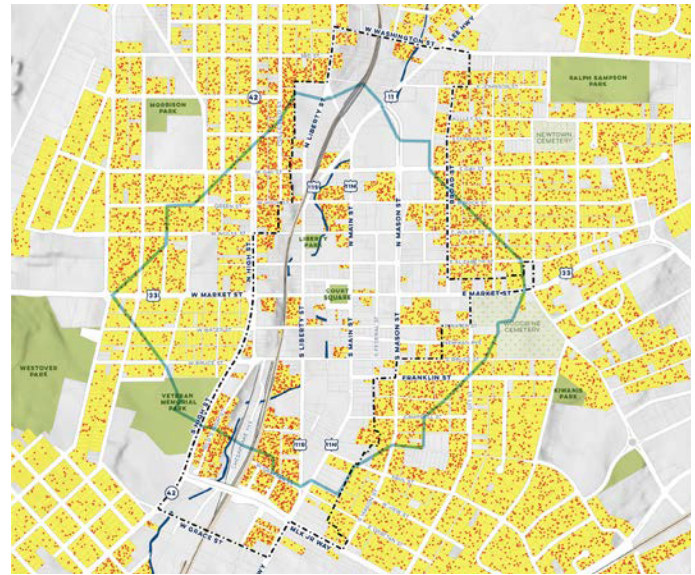
Much of Downtown's residential growth has been accommodated through the conversion of older buildings into residential lofts. However, Downtown is running out of old buildings to reuse, and new approaches are needed to create more housing Downtown. Today, there are almost 2,600 housing units in Downtown. 3,400 people (6% of the City's population) live within a 10-minute walk of Court Square, though much of Downtown's housing is scattered in specific buildings. More residential density is needed to help Downtown feel more like a neighborhood and to support local businesses.

Catering primarily to younger and relatively more affluent residents, the availability of housing and the range of housing types in Downtown are severely limited. Many of the units are loft-style apartments available at higher price points than can be found in other sections of the City. At the same time, Downtown has the largest concentration of low-income housing in Harrisonburg, with 181 units (21% of the City's subsidized units) within a one-block radius.⁷ The Downtown real estate market has one of the highest rates of housing purchased as investment properties, and research confirms that buyers with more income are looking for housing, not finding options on the upper end of their budgets, and effectively squeezing the housing options for lower-income residents. In addition, the student market and higher rents they can pay puts further pressure on existing housing when the rental vacancy rate citywide is already low - below 3.5%.⁸

⁷ City of Harrisonburg Housing Assessment & Market Study, 2021

⁸ City of Harrisonburg Housing Assessment & Market Study, 2021

DOWNTOWN POPULATION



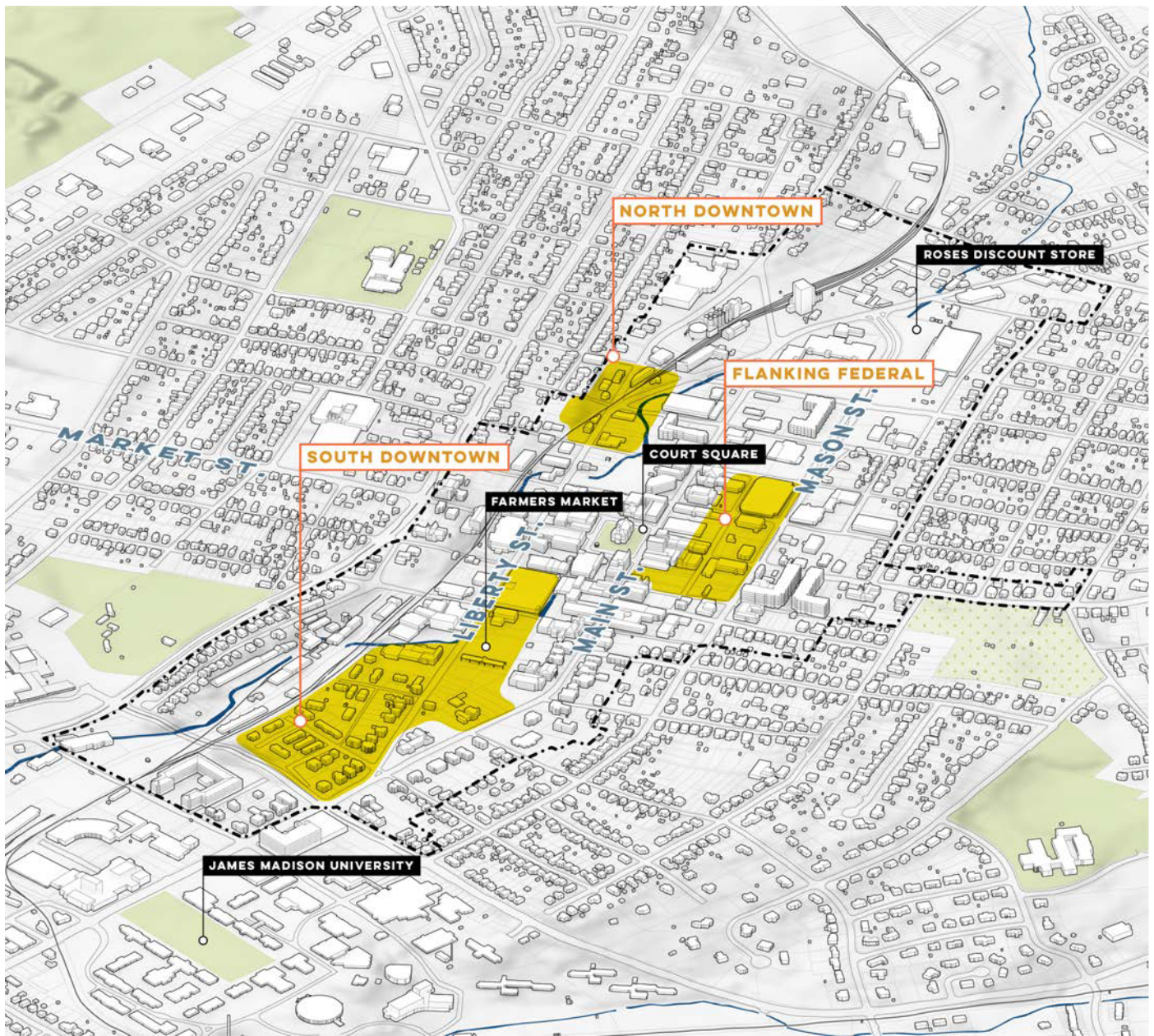
--- STUDY AREA
1 DOT = 5 PEOPLE
RESIDENTIAL, MIXED USE, AND GROUP QUARTERS
10-MINUTE WALKING RADIUS FROM COURT SQUARE

Sources: City of Harrisonburg, ESRI

Roughly 3,400 people - 6% of the total City population, live within a 10-minute walk of Court Square

EXHIBIT 1

POTENTIAL RESIDENTIAL DEVELOPMENT



16

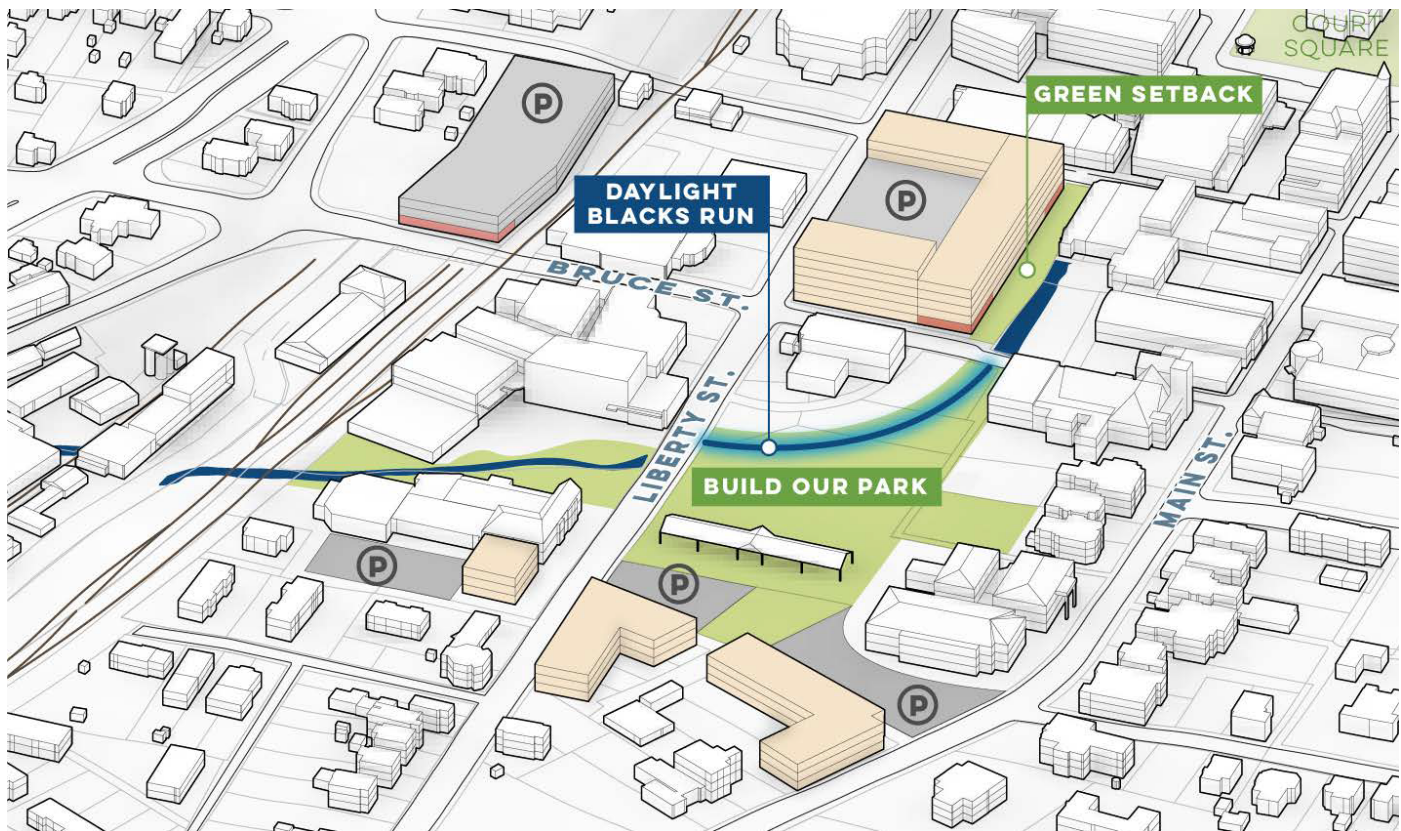
Encourage mixed-use and residential development in key clusters of currently underutilized space

While there are potential opportunities to develop housing across Downtown, there are two areas where there are clusters of underutilized property ripe for reinvestment. Both of these areas are around the existing City-controlled parking decks that are in need of redevelopment. Redevelopment in these two pockets of Downtown alone could bring 580 new homes to Downtown, 50,000 square feet of new commercial space and an additional 300 parking spaces.

EXHIBIT 2

SOUTH DOWNTOWN

residential commercial parking open space



A

Create more activity south of Water Street - The Ice House has brought new life in Downtown south of the concentration of restaurants along Water and Main Streets. Currently, the Farmers Market anchors what is now a large surface parking lot. The recent parking study indicates the Water Street parking deck should be redeveloped given its age and condition. Redevelop the deck as a new mixed-use structure with housing wrapping a new parking deck. Activate Water Street and Blacks Run with new space for commercial uses. Step the new

building back from Blacks Run as well to create a linear park along the creek to help connect this area south toward the Farmers Market and the proposed park. Integrate new housing close to City Hall to activate the south side of the Farmers Market, encouraging green building solutions, such as solar energy and recycled or sustainable materials. Coordinate with nearby private property owners about the possibility of creating new parking just to the west of Liberty Street intended to serve a range of developments and businesses.

New Parking:

1,040 spaces

Net New Parking:

270 spaces

New Residential:

270 units

New Commercial:

13,000 square feet

New Park Space:

2 acres

EXHIBIT 3

Lindsey Redevelopment Site





Midtown Row

Williamsburg, Virginia

With the development team winning the 2022 Best Multi-Family/Commercial Housing Project Award of Excellence, Bonstra Haresign Architects provided architectural, geotechnical and structural engineering, landscape and interior design services for Midtown Row and Current Midtown Apartments, a project consisting of four modern five-story mixed-use residential building of approximately 340,000 residential GSF and 56k GSF retail/office. Located at the corner “Main and Main” of Williamsburg, VA (Monticello Avenue & Richmond Road), current Midtown has 240 residential units with a mix of studio 1-, 2-, 3-, and 4-bedroom apartments.

Current Midtown offers its residents a variety of amenities including group and private study areas, private video gaming rooms, two-story sports bar, coffee bar, co-working areas, numerous study hubs, fitness facilities and yoga studio, tiered theater room, and a year-round heated pool with two adjacent hot tubs. Also, there is a two-story structured parking garage for both residents and retail guests.



TIMBERWOLF CAPITAL PROPERTIES, LLC

CODA Residential Building



LOCATION

Syracuse, NY

COMPLETION

2023

SIZE

300,000 sf

COST

Withheld

PROJECT TYPE

New Construction

SUMMARY

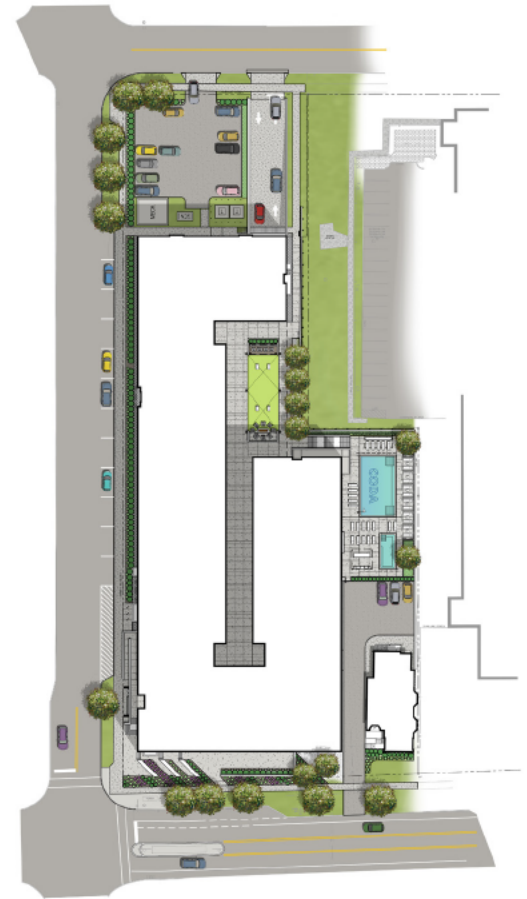
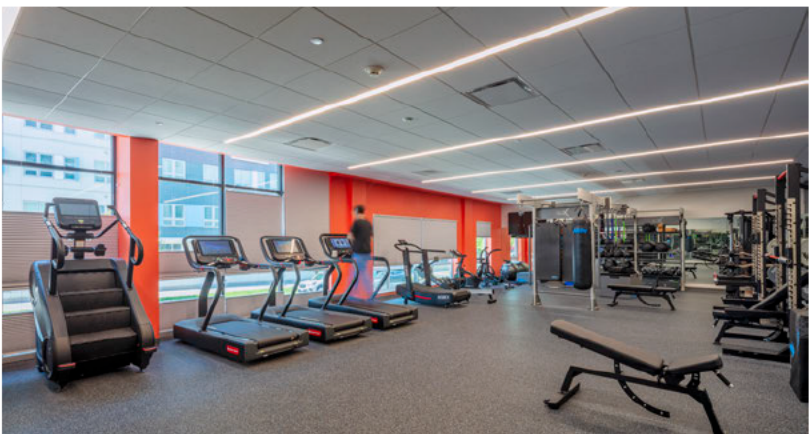
QPK Design provided architectural, geotechnical and structural engineering, landscape and interior design services for CODA, a modern six-story mixed-use residential development project of approximately 300,000 SF situated in the greater university area located at the corner of East Genesee Street and South Crouse Avenue providing 282 residential units with a mix of studio 1-, 2-, and 3-bedroom apartments. The project also includes the renovation and reuse of an historically designed Ward Wellington Ward structure located on site.

CODA offers its residents a variety of amenities including group and private work hubs, fitness facilities, yoga studio, gaming and TV viewing rooms, indoor cafe, and a podcast/media room. A year-round heated pool with hot tub and cabana facilities, an outdoor cooking area, and recreational courtyard with fire-pit locations are also provided.

REFERENCE

Timberwolf Capital Properties, LLC

CODA Residential Building (continued)





CITY OF HARRISONBURG
**PUBLIC
WORKS**

320 EAST MOSBY ROAD, HARRISONBURG, VA 22801

OFFICE (540) 434-5928 • FAX (540) 434-2695

January 12th, 2026

Seth Rodrick, PE
Monteverde Engineering & Design Studios
250 E Elizabeth St, Ste 114
Harrisonburg, VA 22801

RE: Link Apartments Traffic Impact Analysis

Mr. Rodrick,

Harrisonburg Public Works has reviewed the Traffic Impact Analysis submitted in January 2026. City staff consider this analysis to accurately represent both existing and future conditions of the transportation network surrounding the proposed development site.

Thank you,

Timothy Mason
City of Harrisonburg – Public Works