

VOLUNTARY PROFFER STATEMENT

Applicant: HHHunt Corporation

Owners: Timber W.F. Gronau & M. Clay Dickson and Braver, L.L.C.
(collectively all of the foregoing are the "Owner")

Representative: Charles W. Payne, Jr., Hirschler Fleischer, 725 Jackson Street,
Ste 200, Fredericksburg, VA, (540) 604-2108;
Fax (540) 604-2101; email: cpayne@hf-law.com

Project Name: "Spring Arbor II"

Property: Spotsylvania County Tax Parcels 13-A-73 ("Parcel A") & 13-A-74
("Parcel B"), consisting of approximately 3.99 acres, known as 1804
Bragg Road and 5300 River Road (collectively, the "Property")

Date: November 14, 2017

GDP: Generalized Development Plan, entitled "Spring Arbor II
Rezoning/Generalized Development Plan", prepared by Bowman
Consulting, dated February 2017, as last revised October 4, 2017, attached
hereto as Exhibit A (the "GDP")

Rezoning Request: From R-1 to C-2

Rezoning File No.: R17-0006

I. General Information

The Applicant and the Owner, its successors and assigns, hereby agrees that the development of the Property, subsequent to approval of the rezoning application to which these proffers are attached, will be in conformance with the GDP and the following proffered conditions (the "Proffers") pursuant to Sections 15.2-2303, et al. of the Code of Virginia (1950) as amended, and Section 23-4.6.3, et al. of the Zoning Ordinance of Spotsylvania County (1995) as amended. The Proffers are the only conditions offered in this rezoning application, and any prior proffers affecting the Property, whether by prior proffer offers or through the impact statement accompanying this application, are hereby superseded by these Proffers. All previous proffers associated with the Property, whether of record or not, are hereby void and of no further force and effect. The Proffers will be effective only upon Spotsylvania County's (the "County") full and final approval of rezoning application R17-0006 submitted by the Applicant to reclassify the Property from R-1 to C-2 to allow development of a memory care/assisted living facility plus retail/commercial.

II. Land Use

- A. **General Development.** The Property will be developed in conformance with the GDP. Notwithstanding the foregoing, all parcel lines, parcel sizes, building envelopes, building sizes, public road locations, private driveway and travelway locations, utility locations, storm water management facilities, and dimensions of undeveloped areas shown on the GDP may be reasonably adjusted for purposes of the final site or subdivision plans to allow the Applicant to address final development, engineering and design requirements, fulfill compliance with state and federal agency regulations including, but not limited to, DHR, VDOT, DEQ, DCR, Army Corps., etc., and compliance with the requirements of the County's development regulations and design standards manual. Notwithstanding the foregoing, any said adjustments to the GDP shall be subject to the approval of the County's Zoning Administrator, and in no event shall approved adjustments to the GDP relieve the Applicant from providing any of the below proffers.
- B. **Use.** The Property shall be developed solely for purposes of developing a memory care/assisted living facility and up to 8,000 square feet of multitenant (e.g. 2 or more tenant users) permitted commercial uses under the County's C-2 zoning district, all as generally shown on the GDP. Notwithstanding the foregoing, the Applicant agrees that the following commercial uses shall not be permitted on the Property:
- (1) Amusement arcade
 - (2) Animal Shelter
 - (3) Auction establishment
 - (4) Billiards/pool hall
 - (5) Car wash
 - (6) Contractor's offices and shop
 - (7) Convenience store
 - (8) Eating establishment, carry out/fast food
 - (9) Funeral home
 - (10) Garden center
 - (11) Hospital
 - (12) Hotel, motel
 - (13) Indoor commercial recreation/athletic facilities
 - (14) Live entertainment, indoor
 - (15) Micro-brewery, winery, cidery, distillery
 - (16) Miniature golf
 - (17) Private school
 - (18) Public school
 - (19) Repair service establishment
 - (20) Theater
 - (21) Vehicle light service establishment
 - (22) Veterinary hospitals/services; and

(23) All special uses listed under Section 23-6.18.3.

C. **General Architectural Features.**

(1) The general design, architectural features, materials and improvements for the proposed memory care/assisted living facility constructed on the Property will be as depicted on the attached architectural rendering marked as Exhibit B, entitled “Concept Elevations, Fredericksburg Cottages”, prepared by Moseley Architects, dated 4-28-17.

(2) The general design, architectural features, materials and improvements for the multitenant commercial building will include the following:

(i) Pitched roofs of the primary building shall have a minimum pitch of 6 inches for every 12 linear inches. This pitch shall not necessarily apply to porches canopies, etc.

(ii) If a pitched roof is clearly visible from River or Bragg Roads, it shall be standing seam metal, three dimensional shingles, “architectural” shingle, clay tile, wood shake, slate, or rubber look-a-like slate, or similar materials. This does not include simple 3-ply type shingle.

(iii) Flat roofs shall be screened by parapets of a minimum of three feet (3') in height. Parapet heights shall be varied.

(iv) To avoid long monotonous wall surfaces, no uninterrupted length of any façade publicly visible from River or Bragg Roads shall exceed one hundred feet (100'). Publicly visible wall lengths in excess of one hundred feet (100') must incorporate architectural elements and changes in relief such as but not limited to wall plane projections and recesses. For single and multiple story buildings, wall surfaces visible from River or Bragg Roads shall be well articulated through use of but not limited to intrastory banding, building base course, parapet wall, or window/door/sills, fascia, soffit, eave, and cornice trim; porch columns and supports, or a combination of these.

(v) Excluding signage, façade colors are primarily natural earth tones. Bright colors such as yellow, orange, pink, purple shall be limited to not exceed 25% of any single exterior wall area, as a trim element. Trim colors shall be used for accent and identifying purposes and shall be the brightest group of colors allowed.

(vi) Materials – Buildings facades visible from the highway corridor may incorporate a variety of materials such as wood, stucco, stone, cement siding (such as Hardi Plank), face brick or textured architectural brick or tinted/textured concrete masonry units and other equivalent finished materials. Use of vernacular and indigenous materials are the most appropriate materials to use in the rural landscape and are encouraged.

(vii) All building facades visible from River or Bragg Roads (whether front, side or rear) or visible from adjacent residential development shall consist of similar architectural treatment in terms of materials, quality, appearance, and detail; and no façade portion of the building located on parcels fronting the corridor and buildings visible from the corridor or visible from adjacent residential development shall be constructed or unadorned cinder block, corrugated metal or sheet metal; the foregoing shall not preclude standing seam roofs or preclude metal products used as trim material provided it is limited to 20% or less of all façade materials.

III. Transportation

The Applicant, subject to necessary County and VDOT approvals for the development of the project, agrees to provide the following transportation proffers, all as generally shown on the GDP:

- A. Dedication of right of way area along Spring Arbor Lane and Bragg Road, all in the areas generally designated on the GDP.
- B. All right of way dedications shown on the GDP and described herein shall be conveyed to the County upon the final subdivision and site plan approvals for the project, in accordance with applicable County requirements and procedures.

- IV. Covenants.** The Applicant, prior to developing the Property, shall encumber the Property with a declaration of conditions, covenants, restrictions, and easements for the purpose of (a) protecting the value and desirability of the Property; (b) facilitating the planning and development of the project in a unified and consistent manner; and (d) providing for the installation, maintenance, and repair for all landscaping, on-site amenities, open space, and other common areas.

[AUTHORIZED SIGNATURES TO FOLLOW]

The Applicant makes these proffers voluntarily, in support of their rezoning application.

WITNESS the following signatures:

APPLICANT:

HHHunt Corporation, a Virginia corporation

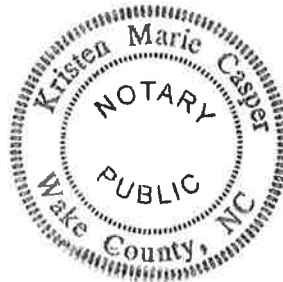
By: [Signature]
Name: Stephen L. Freeman
Its: Via President
Date: 11-14-2017

State of North Carolina
~~COMMONWEALTH OF VIRGINIA~~
CITY/COUNTY OF Wake

The foregoing was subscribed, sworn to and acknowledged before me this 15 day of November, 2017, by Stephen L. Freeman, Via President of HHHunt Corporation, a Virginia corporation, on behalf of said company.

Print Name: Kristen Marie Casper
My Commission Expires: October 29, 2020
Registration No. N/A
[SEAL]

Kristen Marie Casper
Notary Public



OWNER:

Timber W. F. Gronau
Timber W. F. Gronau

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fredericksburg

The foregoing was subscribed, sworn to and acknowledged before me this 15 day of November, 2017, by Timber W. F. Gronau.

Courtney B. Howard
Notary Public

Print Name: Courtney B. Howard
My Commission Expires 5-31-2020
Registration No. 349801
[SEAL]



OWNER:

M. Clay Dickinson

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF Fredericksburg

The foregoing was subscribed, sworn to and acknowledged before me this 16th day of November, 2017, by M. Clay Dickinson.

Betty J. Miller
Notary Public

Print Name: Betty J. Miller
My Commission Expires: 8/31/2018
Registration No. 4060695
[SEAL]



OWNER:

BRAVER, L.L.C. a
Virginia limited liability company

By: 
M. Clay Dickinson, Manager

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fredericksburg

The foregoing was subscribed, sworn to and acknowledged before me this 16th day of November, 2017, by M. Clay Dickinson, Manager, of Braver, L.L.C., a Virginia limited liability company, on behalf of said company.


Notary Public

Print Name: Betty J. MILLER
My Commission Expires: 8/31/2018
Registration No. 4060695
[SEAL]



OWNER:

BRAVER, L.L.C. a
Virginia limited liability company

By: Robert D. Dickinson, Jr.
Robert D. Dickinson, Jr., Manager

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fredericksburg

The foregoing was subscribed, sworn to and acknowledged before me this 15th day of November, 2017, by Robert D. Dickinson, Jr., Manager, of Braver, L.L.C., a Virginia limited liability company, on behalf of said company.

Betty J. Miller
Notary Public

Print Name: Betty J. MILLER
My Commission Expires: 8/31/2018
Registration No. 4060695
[SEAL]



EXHIBIT A

Generalized Development Plan

See attached GDP entitled “Spring Arbor II Rezoning/ Generalized Development Plan”, prepared by Bowman Consulting, dated February 2017, as last revised October 4, 2017

EXHIBIT B

General Architectural Features

See attached rendering entitled “Concept Elevations, Fredericksburg Cottages”, prepared by
Moseley Architects, dated 4-28-17

9244583-1 001473.03461