

DRAFT PROFFER STATEMENT

Applicant: Palmers Creek, LLC

Owners: Palmers Creek, LLC and Massaponax Land Company, L.L.C.

Property: Tax Map Parcels 49-A-112, 49-A-114 (owned by Palmers Creek, LLC) and 49-A-114-A (a portion of; owned by Massaponax Land Company, L.L.C.)

Total Project Acreage: ± 25.13

Rezoning Request: Mixed Use Development (MU-5)

Current Zoning: C-3 (± 20.452 acres) and RU (± 4.673 acres)

Project Name: Palmers Creek (“Project”)

Date: June 4, 2018

File No. R16-0009

The undersigned does hereby agree that the development of the Property shall be in conformance with the voluntary proffers provided hereunder and said proffers are being provided pursuant to Sections 15.2-2303.4, et seq. of the Code of Virginia (1950) as amended, and Section 23-4.6.3 of the Zoning Ordinance of Spotsylvania County (1995) as amended (collectively the “Proffers”). The Proffers shall supersede all other proffers made prior hereto, and thus upon the County’s approval of the Proffers, all previously approved proffers on the Property are void upon approval of the rezoning requested herein. The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. Any improvements proffered herein below shall be provided at the time of development of the portion of the site adjacent to the improvement, unless otherwise specified. The terms “Applicant” and “Developer” shall include all future owners and successors in interest.

References in this Proffer Statement to plans and exhibits shall include the following:

Palmers Creek Generalized Development Plan For Rezoning (GDP) - prepared by Fairbanks & Franklin, dated November 10, 2017, last revised February 22, 2018, and consisting of the following sheets and Plan;

1. Palmers Creek Cover Sheet – Sheet 1 of 5
2. Palmers Creek Existing Conditions – Sheet 2 of 5

3. Palmers Creek Proposed Conditions – Sheet 3 of 5
4. Palmers Creek Proposed Conditions – Route 1 – Sheet 4 of 5
5. Palmers Creek Illustrative Plan and Details – Sheet 5 of 5

1. LAND USE

- A. The Property, consisting of approximately ± 25.13 acres, shall be developed as MU-5, Mixed Use 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/Owner 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 fulfill 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/Owner from providing any of the below proffers.

B. Mixed Use Development.

1. Commercial.

- a. A maximum of 40,000 square feet of commercial by-right uses authorized under the Mixed Use 5 (MU-5) Zoning District shall be constructed on the Property. The location of the commercial development shall be located as shown on the GDP.
- b. The commercial buildings shall be a maximum of 1 story in height.
- c. Building designs on the Property shall be in conformance with the design concepts shown on the attached elevations entitled "Palmers Creek Retail Facility" dated March 19, 2018. The building shall be constructed primarily of brick, stucco, metal panel, siding, stone, cementitious materials and/or other equivalent materials having similar appearance to achieve the intended design quality as determined by the Applicant during the final construction design and based on the availability of materials.

- d. Facade signs advertising retail stores or services shall be located in a coordinated sign band directly above the first floor level. This sign placement requirement shall be included in the covenants for the property or the lease agreements for the tenant spaces. All sign placements shall be subject to review and approval by the landlord and such approval shall be demonstrated at the time of sign permit review..
- e. Awnings upon which tenant signage is placed shall project at least four (4) feet from the facade.

2. Residential.

- a. A maximum of 400 residential apartment units shall be constructed on the Property, and a maximum of 140 of the 400 apartment units may include 3 bedrooms.
- b. The maximum building height for Buildings 1, 2 and 3 shall be 4 stories.
- c. The maximum building height for Building 4 shall be 5 stories.
- d. **Phasing.** The development of the residential buildings shall be in two phases.
 - i. Phase I shall consist of approximately 200 residential units, as shown on the GDP, and the maximum building height of this phase shall be 4 stories.
 - ii. Phase II shall consist of approximately 100 to 200 residential units, as shown on the GDP, and the maximum building height of this phase shall be 5 stories. The architectural design of the Phase II building shall be consistent with the buildings in Phase I and the final building footprint shall be determined at the time of the Phase II final site plan review and approval.
 - iii. The phasing described above is intended to define the general order of development. Portions of phases (subphases) may be developed rather than requiring completion of the full number of dwelling units described above as Phase I or Phase II; provided, however, that roads, stormwater management, landscaping and related minimum infrastructure necessary to serve such building(s), phase(s) or subphase(s) are constructed to support the building(s), phase(s) or subphase(s).

- e. Building designs on the Property shall be in conformance with the design concepts shown on the attached elevations titled “Palmers Creek Apartments”, prepared by J. Price Architecture, dated November 2, 2016; subject to minor modifications as determined necessary by the Applicant.

2. TRANSPORTATION

- A. Road Network. The Applicant shall dedicate, from its property, right-of-way as shown on the GDP. Dedication of land for public roads shall include all related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, necessary to construct the public roads and streets shown on the GDP.
- B. Access. The Property shall be served by two (2) primary entrances in the locations generally shown on the GDP. These two primary entrances include: (i) one right-of-way entrance on Jefferson Davis Highway (Route 1) north of the proposed commercial area; and (ii) one right-of-way entrance on Jefferson Davis Highway (Route 1) on the southern portion of the proposed commercial area.
- C. Interparcel Connections. The Applicant shall dedicate right-of-way and/or easements needed to construct the necessary stub streets from the Property to adjacent parcels in accordance with VDOT and County standards in the areas as shown on the GDP for purposes of providing interparcel access to adjoining lots. Construction of stub streets up to the property line shall occur at the time that street construction occurs in the area for each individual interparcel connection and shall be provided by the Applicant.
- D. Multi-Modal Transportation. A bus shelter shall be provided at one of the locations indicated on Sheet 3 of the GDP. The bus shelter location shall be determined at the time of final site plan approval. The bus shelter shall be constructed on a 6 ft. by 10 ft. concrete pad and include the features indicated in the details on Sheet 3 of the GDP, plus a 20 gallon perforated trash receptacle, and ash urn. The bus shelter shall be connected to a sidewalk, and the bus pull off area as depicted in the bus stop layout detail. Illumination of the bus shelter shall be from a nearby street light, parking lot lighting or a light provided specifically for the bus shelter. The bus stop/shelter design shall be incorporated with the final site plan for the residential area and shall be completed prior to issuance of an occupancy permit for a residential building.

3. COMMUNITY DESIGN

- A. Pedestrian Connectivity. A network of sidewalks and pedestrian trails shall be provided throughout the community and shall include the interconnection of destinations within the mixed use area by sidewalks adjacent to parking areas and along private streets as indicated in the Pedestrian Connections Diagram on Sheet 5 of 5 of the GDP.

1. **Trail.** A 5-foot wide paved trail shall be provided in the vicinity of the Regional Storm Water Management Area as shown on the GDP. The final location of the trail shall be determined based on engineering considerations.
 2. **Shared-Use Path.** A 10-foot wide shared-use path shall be provided along the site frontage on Jefferson Davis Hwy. If the right-of-way width represented in the GDP is sufficient without additional dedication from the Applicant's property, the shared-use path shall be within the right of way, or if the right of way is not sufficient, then that shared-use path shall be within an easement granting public access and providing for future maintenance as determined necessary during review of the final site plan.
- B. Landscaping. Landscaping provided on the Property shall be in general conformance with the detail shown on Sheet 3 of 5 of the GDP entitled "Typical Streetscape for Area Between Sidewalk and Building" and shall include, but not limited to, native species appropriate to the location and climate of the area; landscaping shall be drought resistant or as approved by the County.
1. Planting beds shall be provided between building entrances, patios, and parking areas generally as depicted in the detail labeled "Typical Streetscape for Area Between Sidewalk and Building" on Sheet 3 of the GDP, and shall include a mixture of flowering and evergreen species planted at the rate of 35 shrubs per 100 linear feet. Evergreen and deciduous trees shall be planted at the rate of 4 trees per 100 linear feet. Evergreen trees shall be 6 to 8 feet in height at the time of planting. Ornamental trees shall be 6 to 8 feet in height at the time of planting. Deciduous trees shall be 2 ½ inch caliper at the time of planting.

4. ENVIRONMENT

The Applicant agrees to preserve a minimum of 5 acres of open space subject to necessary installation and construction of the Project's development features/ improvements, such as stormwater management facilities, utilities, trails, roads, passive recreational improvements and other features/improvements shown on the GDP.

5. MONETARY CONTRIBUTION TO ADDRESS PUBLIC SERVICE IMPACT

The impact on public services due to residential development is \$101.01 per dwelling unit. To address this impact, the Applicant shall contribute \$101.01 per dwelling unit to Spotsylvania County prior to the issuance of a building permit for each residential building proposed on the GDP. The amount of the monetary contribution shall be equal to \$101.01 times the number of dwelling units in the building covered under the building permit subject to adjustments (escalation/de-escalation) as provided for herein.

6. ESCALATION/DE-ESCALATION CLAUSE

Commencing five (5) years after the approval of this rezoning application, the cash proffer for each residential unit shall be adjusted annually on January 1 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U). All Items (the “CPI”) prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States Department of Labor. The adjustment shall be made by multiplying the Per Unit Contribution for the preceding year by the CPI as of December 1 in the preceding year. If the CPI-U is discontinued by the United States Department of Labor, the Marshall and Swift Building Cost Index formula shall be used as defined by Section 15.2.2303.3b of the Code of Virginia.

[Signatures on following pages]

SIGNATURE PAGE

Palmers Creek, LLC
a Virginia limited liability company

By: Don C. Hart, Jr.
Manager

By: Thomas J. Medale
Manager

COMMONWEALTH OF VIRGINIA:

County of Spotsylvania

Subscribed and sworn before me this 6th day of June, 2018 in my
county and state aforesaid, by the aforementioned principal.

Anita J. Thorpe
NOTARY PUBLIC

My Commission Expires: 5-31-2020

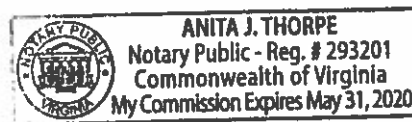
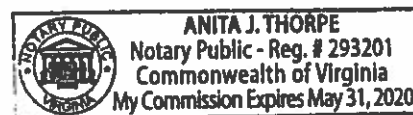
COMMONWEALTH OF VIRGINIA:

County of Spotsylvania

Subscribed and sworn before me this 6th day of June, 2018 in my
county and state aforesaid, by the aforementioned principal.

Anita J. Thorpe
NOTARY PUBLIC

My Commission Expires: 5-31-2020



Draft Proffer Statement
Palmers Creek – R16-0009
June 4, 2018

SIGNATURE PAGE

Massaponax Land Company, L.L.C.
a Virginia limited liability company

By: [Signature]
Operating Manager

COMMONWEALTH OF VIRGINIA:

City
County of Fredericksburg

Subscribed and sworn before me this 6th day of June, 2018 in my
county and state aforesaid, by the aforementioned principal.

Stacey Elaine Pettitt
NOTARY PUBLIC

My Commission Expires: July 31, 2021

