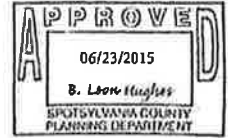


Exhibit A



PROFFER STATEMENT

Applicant: International Development of Virginia, LLC

Owner: International Development of Virginia, LLC
and David Dobson

Properties: Tax Map Parcels 36-2-1, 36-A-22 & 35-A-88, 49-A-101, and 49-A-102 (owned by International Development of Virginia, LLC) and 35-4-1A (owned by David Dobson) consisting in the aggregate 240.9417 acres +/-; Spotsylvania County, Virginia, all as shown on the attached GDP (as defined below) (collectively the "Property")

Please note that 0.4193 acres shown on the GDP as a portion of Old Telegraph Road will become part of the overall Project only if said portion is subsequently vacated by the County

Rezoning Request: Mixed Use Development (MU-5)

Current Zoning: Industrial 1 (I-1)

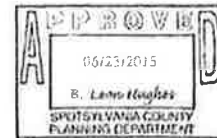
Project Name: Jackson Village ("Project")

Date: April 27, 2015

File No. R14-0009

I. General Overview

The Applicant, on behalf of itself, its successors and assigns, does hereby agree that the development of the Property will be in conformance with the voluntary proffers provided hereunder and said proffers are being provided pursuant to Sections 15.2-2303, 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 supersede and replace any and all prior proffers affecting the Property, and thus upon the County's approval of the Proffers all previously approved proffers on the Property are hereby void and no further force and effect. The Proffers are effective only upon the County's full and final approval of this zoning reclassification application, Case No. R14-0009. These Proffers, if approved, shall refer to the affirmative obligations of the Applicant and its successor and/or assigns.

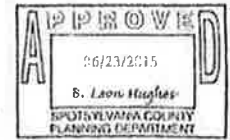


II. Land Use & General Development Plan.

A. Generalized Development Plan: The Property shall be developed in conformance with that certain generalized development plan, attached hereto and marked as Exhibit A, which plan is entitled "Generalized Development Plan for Jackson Village", dated July 16, 2014, as last revised February 6, 2015, prepared by Bowman Consulting Group ("GDP"). For purposes of the final site and subdivision plan(s), proposed parcel lines, parcel sizes, building envelopes and footprints, access points, building sizes, building locations, public road locations, private driveway, road and travel way locations, interparcel connectors, RPAs and wetland areas, utility locations, storm water management facilities, and dimensions of undeveloped areas shown on the GDP may be relocated and/or adjusted from time-to-time by the Applicant to address final development plan, engineering, unanticipated site conditions, design requirements and/or compliance with federal or state agency regulations including, but not limited to, Virginia Department of Transportation ("VDOT"), Virginia Department of Environmental Quality ("DEQ"), Army Corps of Engineers, etc., and compliance with the requirements of the County's development regulations and design standards manual. Notwithstanding the foregoing, any required adjustments to the GDP are subject to the approval of the County's Zoning Administrator and any abandonment of Old Telegraph Road shall be subject to the approvals currently set out in the GDP, and any relocation and/or adjustment described in this proffer statement shall not void any proffer provided herein, including, but not limited to proffers to construct amenities and public improvements including, but not limited to, the construction of the Four Lane Road as defined below.

B. Mixed Use Development.

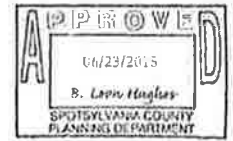
1. The Property shall be developed for no greater than 2,270 residential units, which will include the following housing mix:
 - (a) No greater than 695 multifamily units
 - (b) No greater than 594 condominium (not to include multifamily units) residential units
 - (c) No greater than 596 attached single family units
 - (d) No greater than 385 healthcare related units will be developed on the Property and will include assisted, independent living, nursing home, memory care or other similar uses. For purposes of healthcare related uses, the Applicant may develop all healthcare related uses as either solely assisted living, independent living, nursing home or memory care or any combination with any or all of the foregoing (e.g. independent living, assisted living and nursing home uses within one land bay). The independent living units may be active adult or senior living and shall be



age restricted and could include up to 385 units. All said age restricted shall qualify as "housing for older persons" in accordance with the provisions set forth in Code of Virginia Section 36-96.7, et al., as amended. Further, all age restricted units shall provide a restrictive covenant that qualification for initial and subsequent occupancy of any dwelling or residential unit associated with the shall be restricted to households with at least one person who is age 55 years or older. Additionally, a covenant shall be placed on said units that provides that no permanent resident under 18 years of age may reside in the units for a period of time exceeding thirty (30) days within any six (6) month period.

Notwithstanding the foregoing restrictions, any age restricted unit may be occupied by a physically or mentally individual who is 18 years of age or older and is the child of an age-restricted occupant. The nursing home and memory care units described herein will be developed within one or more buildings in the areas generally shown on the GDP.

2. The Property shall include at a minimum 298,000 square feet of commercial by-right uses authorized under the Mixed-Use 5 (MU-5) Zoning District.
3. Notwithstanding anything to the contrary in this Proffer Statement, the mixed uses described under this Section II and on the GDP may be relocated to other land bays within the Project to ensure maximum development flexibility, subject to the density maximums of 2,270 described herein and so long as the commercial square footage minimum is maintained at 298,000 square feet. Although residential density is capped at 2,270 units, the commercial square footage may exceed 298,000 square feet and/or replace residential unit land bays described herein and as shown on the GDP.
4. Notwithstanding anything to the contrary herein, the Applicant, for purposes of the development (at any time) of the Project, may convert all or any of the proposed condominium residential uses described above under Section II B 1 (b) and as shown on the GDP, to attached single family uses only and shall not be converted to multifamily units.
5. Notwithstanding anything to the contrary herein, the Applicant, for purposes of the development (at any time) of the Project, may convert all or any of the proposed attached single family residential uses described

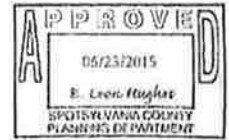


above under Section II B 1 (c) and as shown on the GDP, to conduct uses only and shall not be converted to multifamily units.

6. The multifamily units described herein shall include accessible units in excess of the applicable building code requirements.
- C. Environmental. The Applicant agrees to preserve as open space those particular areas shown on Sheet 7 of 11 of the GDP, 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.
- D. Lighting. All lighting within the Property, other than associated with residential units and their associated uses, motor vehicles, and entry features, shall be located, screened or shielded so that adjacent residential lots are not directly illuminated. Applicable lighting shall include lighting associated with recreation facilities, community centers, open play areas, swimming pools, and parking areas. Luminaries shall be designed with shields so as to direct lighting downward in order to minimize, and to the extent possible eliminate, the potential for glare. All lighting for public streets within the Property shall utilize shields to minimize glare subject to VDOT approval.
- E. Signage. Intentionally deleted.
- F. Utilities. The Applicant agrees to improve and extend a sixteen inch (16") watermain along the frontage of the Property, which is part of the County's master utility plan (4,400 linear feet and 6 fire hydrants). The cost to extend this watermain is \$549,000 and is provided herein as an in-kind proffer.
- G. Phasing. Notwithstanding anything to the contrary in these Proffers, the Applicant shall have substantially completed (meaning completed construction and filing for the issuance of a certificate of occupancy) the construction of at least 25,000 square feet of commercial space prior to the County issuance of the 751st residential unit (as described herein) certificate of occupancy.

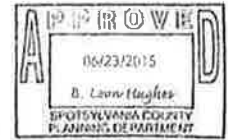
III. Transportation. Subject to necessary County and VDOT approvals for the development of the Project, the Applicant agrees to provide the following transportation in-kind proffers, all as generally shown on the GDP and described below:

- A. Road Network. Unless otherwise specified in the Proffers or on the GDP, all roads required for access to and within the Property shall be constructed in accordance with the County's road construction standards to provide access to the Property. All public roads required for access to and within the Property shall be



designed and constructed in accordance with VDOT and County standards. On-site private or public roadways shall be constructed in phases as the development of the land bays (as shown on the GDP) occurs, all subject to County and VDOT approvals at the applicable site plan stage of the Project. The Applicant or applicable homeowners or property associations will further maintain all private roads not otherwise dedicated for public uses. Dedication of land for 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 within the Property and along the Property's existing public street frontage. Dedication of right-of-way and easements to the County shall occur concurrently with record plat approval of each section (as subdivided) of the Property.

- B. Access. The Property will be served by five (5) primary entrances as generally shown on the GDP. These five primary entrances include: (i) two full movement entrances; (ii) two limited access entrance on U.S. Route 1 (also known as Jefferson Davis Highway) & (iii) the Bridge Crossing (as defined below). These entrances will be connected by the main access road through the development ("Main Site Access Road"), all as shown on the GDP and described in more detail below under Section III F.
- C. Interparcel Connections. The Applicant will dedicate right-of-way and construct the necessary stub streets from the Property to adjacent parcels in accordance with VDOT standards in the areas as shown on the GDP for purposes of providing interparcel access to adjoining lots. Construction of stub streets shall occur at the time subdivision street construction occurs in the area of each individual interparcel connection.
- D. Dedication of Property for Public Uses. The Applicant shall dedicate certain land to the County described as "Land Bay I" on the GDP ("Dedicated Land"). The Applicant shall take no action encumber or restrict the use of the Dedicated Land. The Dedicated Land shall be limited for the following public uses: transportation, education, public utility lines and accessory equipment, entertainment or animal shelter uses (the "Public Uses"). The Dedicated Land is approximately 25.1347 acres. The Dedicated Land will be dedicated to the County in accordance with applicable County proffer policy for dedication of land and other County requirements. The Applicant shall also perform a Phase I environmental (and provide a copy of which to the County) prior to the conveyance of the Dedicated Land to the County. The Applicant shall convey and dedicate the Dedicated Land to the County upon the initial final subdivision approval of the Project. The Dedicated Land value is **\$13,030,550** in-kind proffer.
- E. Transit Stop & Covered Bicycle Parking Facility. The Applicant shall construct and locate a transit stop and bicycle parking facility within the

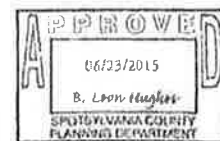


Project at a location to be determined during the applicable site plan at the Project. The estimated value of this reservation is **\$100,000.00**.

F. Offsite Improvements & Dedications (all as shown on the GDP).

1. Full frontage improvements along U.S. Route 1, which include the following:
 - (a) Right and left turn lanes at each of the Southernmost entrance and two at the Northernmost entrances;
 - (b) Realignment of the existing U.S. Route 1/Old Telegraph Road intersection from the current skewed alignment;
 - (c) Dedication of seventy-five feet (75') of right of way from center line of U.S. Route 1, as shown on the GDP;
 - (d) Construct a northbound lane on U.S. Route 1 from the main entrance at Landbay E to the northern property limits to meet the County's transportation master plan for U.S. Route 1 to be six (6) lanes, which is in addition to the right and left turn lanes being provided by the Applicant from U.S. Route 1, all as shown on the GDP; and
 - (e) Install and dedicate necessary area for a traffic signal at the main entrance of the Project as shown on the GDP. The timing of installation is conditioned upon VDOT approval of the signal plans and the subject intersection meeting traffic warrants. Once warranted, the Applicant will install the traffic signal within eighteen (18) months of approval.
2. Construct an interparcel connection to the existing Cosner's Corner commercial development from the Property as shown on the GDP.
3. The value of all of the aforesaid offsite improvements and dedications is **\$2,100,000**.

- G. The Applicant shall construct a public four (4) lane road, as shown on the GDP, to be located within Landbays E, F and I prior to the completion of either of the following, whichever first occurs, (the "Triggers"): (i) 220,000 square feet of commercial space on the Property or (ii) completion of 1500 residential units on the Property ("Four Lane Road"). The Four Lane Road will connect to a public use bridge location ("Bridge") to be constructed by VDOT, the County, either, or both, at their sole respective discretion, over U.S. Interstate 95 ("I-95"), all as generally shown on the GDP. The Bridge is intended to connect to the eastern side of I-95, all as generally depicted on the GDP ("Bridge Crossing"). The in-kind proffer value for two (2) lanes of the Four Lane Road, which will benefit offsite traffic utilization of the Bridge, is **\$2.75 million** or one half of the cost (\$5.5 million) to construct the Four Lane Road and traffic light intersection.

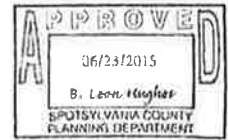


Notwithstanding the foregoing, in the event the County desires to construct Four Lane Road and Bridge prior to the occurrence of either of the Triggers, the Applicant shall dedicate to the County, without demand for compensation (except for proffer credits described herein), the Four Lane Road area shown on the GDP. Notwithstanding anything to the contrary herein, in the event that prior to the occurrence of either of the Triggers the County and/or VDOT revise their respective transportation plans to construct a regional interchange at or near the Property which would, in the opinion of the County, not necessitate the construction of the Bridge or Bridge Crossing in the location shown on the GDP, then the Applicant, subject to County approval, shall not be required to connect the Four Lane Road to the Bridge area as described under this Section III G.

- H. Except as otherwise provided under these Proffers, the transportation proffers described under this Section III will be completed as required for the development (as phased overtime) of the Project.

IV. **Cash Proffers.** The Applicant agrees to pay the following cash proffers for purposes of the residential units described below as follows:

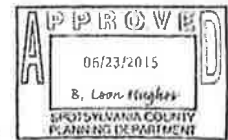
- A. **Multifamily:** The Applicant agrees to pay \$1,205.29 per multifamily unit (695 x \$1,205.29) for a total of **\$837,676.55** as a voluntary cash proffer contribution allocated exclusively for County transportation projects or other capital improvement projects (as designated by the Board of Supervisors), subject to below Section IV H. allocation.
- B. **Single Family Attached Units:** The Applicant agrees to pay \$4,401.50 per single family attached unit (596 x \$4,401.50) or **\$2,623,294.00** in total as a voluntary cash proffer contribution allocated exclusively for County transportation projects or other capital improvement projects (as designated by the Board of Supervisors), subject to below Section IV H. allocation.
- C. **Condominium Single Family Units:** The Applicant agrees to pay \$4,401.50 per condominium single family unit (594 X \$4,401.50) or **\$2,614,491.00** in total as a voluntary cash proffer contribution allocated exclusively for County transportation projects or other capital improvement projects (as designated by the Board of Supervisors), subject to below Section IV H. allocation.
- D. **Payment of Cash Proffers:** The per unit cash proffers expressed above under Sections IV A. through C. shall be payable after the completion of the final inspection and prior to the issuance of the certificate of occupancy permit for each applicable residential unit constructed on the Property and referenced in this Section IV of the Proffer Statement, except the multifamily unit proffers shall be paid after the completion of the final inspection and prior to the issuance of the certificate of occupancy for each apartment building.
- E. **Escalation Clause.** Commencing five (5) years after the approval of this rezoning application, the cash proffer for each residential unit (whether single family detached, single family attached or multi-family building) shall be adjusted



annually on January 1 to reflect any increase or decrease for the preceding the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) (1982-84=100) (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 1st 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.

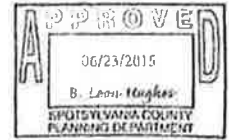
- F. County Transportation Fund. In addition to the cash proffers provided above under Section IV A, B & C, cash proffers, the Applicant shall pay **\$1,000,000.00** to the County as a voluntary cash proffer contribution allocated exclusively for County transportation projects (as designated by the Board of Supervisors). The payment of this voluntary contribution shall occur upon the issuance of the first approved and final site, construction and subdivision plans for the Project.
- G. Fire & Rescue Fund. In addition to the cash proffers provided above under Section IV A, B & C, the Applicant agrees to pay as a one lump sum payment the amount of **\$100,000** to the County for fire and rescue capital facility purposes upon issuance of the final certificate of occupancy of the first building constructed for the senior healthcare related units.
- H. Animal Shelter Funds. Notwithstanding anything to the contrary herein, the Applicant agrees to allocate from the cash proffers totals above provided under Section IV. A, B and C, the sum of **\$1,000,000.00** as a voluntary cash proffer for the County's planned animal shelter. The payment of this voluntary contribution shall be payable as provided above under Section IV. D.

UNIT CALCULATIONS AND PUBLIC FACILITY COST CALCULATIONS UTILIZING 1885 UNIT COUNT				
	Townhouse	Multi-family	Condominium	Total Units
# Units Proposed	596	695	594	1885
# By-right Units	0	0	0	0
TOTAL NEW UNITS REQUESTED	596	695	594	1885
PUBLIC FACILITIES CATEGORY				TOTAL COST
Fire & Rescue	\$1,271	\$900	\$900	\$1,917,616.00
Libraries	\$225	\$160	\$160	\$339,696.00
Parks & Rec.	\$1,348	\$955	\$955	\$2,034,403.00
Schools	\$12,700	\$3,473	\$3,473	\$12,045,897.00
Transportation	\$6,414	\$4,544	\$4,544	\$9,679,960.00
Law Enforcement	\$109	\$77	\$77	\$164,217.00
Govt. & Judicial	\$1,114	\$789	\$789	\$1,680,965.00
Solid Waste	\$470	\$333	\$333	\$709,357.00
TOTAL COST	\$23,651	\$11,230	\$11,230	\$28,571,466.00

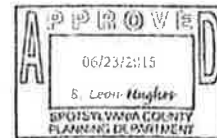


CONTRIBUTIONS AND DEDICATIONS DETAILED IN PROFFER STATEMENT UTILIZING 1885 UNIT COUNT						
Public Facility Category	Type of Proffer (cash, land, etc.)	Value of Proffer per TH Unit	Value of Proffer per MF Unit	Value of Proffer per Condo Unit	Value of Proffer per HC Unit	Total
Fire & Rescue	Cash. See Section IV G.	\$0.00	\$0.00	\$0.00	\$259.74	\$100,000.00
Libraries	Cash	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Parks & Rec.	In kind trails and structures. See Sections V.C. 4 & 5	\$804.77	\$804.77	\$804.77	\$0.00	\$1,517,000.00
Schools	Cash	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Transportation	Cash – See Sections IV A. B. C. & H	\$3,871.00	\$674.49	\$3,871.00	\$0.00	\$5,075,461.55
	Cash – County Transportation Fund. See Section IV F.	\$530.50	\$530.50	\$530.50	\$0.00	\$1,000,000.00
	Public Use Area Dedication. See Section III D.	\$6,912.75	\$6,912.75	\$6,912.75	\$0.00	\$13,030,550.00
	FRED Stop. See Section III E.	\$53.05	\$53.05	\$53.05	\$0.00	\$100,000.00
	Offsite Improvements and Dedication. See Section III F.	\$1,114.06	\$1,114.06	\$1,114.06	\$0.00	\$2,100,000.00
	Construction of 2 lanes of 4 lane road to connect I-95 bridge. See Section III G.	\$1,458.88	\$1,458.88	\$1,458.88	\$0.00	\$2,750,000.00
Law Enforcement	Cash	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Govt. & Judicial	Cash – Animal Shelter Funds. See Section IV H.	\$530.50	\$530.50	\$530.50	\$0.00	\$1,000,000.00
Solid Waste	Utilities, In kind extension of watermain as provided under Section II. F.	\$291.25	\$291.25	\$291.25	\$0.00	\$549,000.00
TOTAL		\$15,566.76	\$12,370.25	\$15,566.76	\$259.74	\$27,222,011.60

V. Recreation.



- A. General Amenities. The Applicant will construct various recreational ar within the Property which shall be for the benefit of the future residents of the Property and will include a trail system, passive recreational areas, general purpose pavilion or amphitheater (construction of pavilion or amphitheater at discretion of Applicant) and tot lots. All amenities will be installed during the periods of the development of the Project hereinafter described in Subsection C of this Section V. of the Proffer Statement.
- B. Trails & Sidewalk Network. The Applicant agrees to provide a trail and sidewalk network as generally shown on the GDP. The trail and sidewalk network will be constructed and installed as provided herein.
- C. Description of Other Amenities. The Applicant shall construct, at a minimum, the following recreational amenities:
1. Multifamily Units : For purposes of the multifamily units, the Applicant will provide per applicable landbay, as a minimum, the following:
 - (i) One (1) clubhouse which shall include a 2,000 square foot clubhouse with one (1), fifteen (15) meter outdoor swimming pool, and one (1) play court, which may be either tennis courts, multi-purpose courts or open play fields. The amenities described under this Section V.C. 1 (i) will be constructed, per land bay, shall be completed not later than upon the completion (construction and final occupancy permit) of the first multifamily building constructed on any applicable landbay.
 2. Single Family Attached & Stacked or Condominium Units: For purposes of the single family attached and condominium residential units, the Applicant will provide, per applicable landbay, as a minimum, the following:
 - (i) One (1) 2,000 square foot clubhouse, which shall include a one (1) ten (10) meter outdoor swimming pool, and one (1) play court, which may be either tennis courts, multi-purpose courts or open play fields. The amenities described under this Section V.C 2 (i) will be constructed, per land bay, no later than upon the completion (construction and final occupancy permits) of seventy-five percent (75%) of the units constructed on any applicable landbay.
 3. Each residential use land bay shall include at least one (1) tot lot equipped with a multi-function play system. The amenities described under this

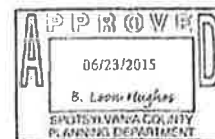


Section V.C. 3 will be constructed, per land bay, no later than upon completion (construction and final occupancy permits) of fifty percent (50%) of the residential units constructed on any applicable land bay.

4. A trail system, consisting of a hard surface where appropriate and a soft surface in areas that would be considered environmentally sensitive, in the general location shown on the GDP with possible future connections to off-site trails. The Applicant will provide public access to the trail network via the public parking area shown on the GDP. The total estimated value, which includes land value, equipment, site work, and construction and installation, for these amenities is **\$1,217,000.00**. The trail system described under this Section V.C.4 shall be completed no later than the completion (construction and final occupancy permits) of seventy-five percent (75%) of all residential units within land bays F, G & H.
5. At least one (1) amphitheater or community pavilion and picnic area to be located on the Property as an accessory use at a total estimated value of **\$300,000.00**. The amphitheater or community pavilion and picnic area described under this Section V.C.5. shall be completed no later than the completion (construction and final occupancy permits) of seventy-five percent (75%) of all residential units within land bays F, G & H.

VI. **Covenants.** The Applicant, prior to developing the Property, shall encumber the residential portions of the Property with a declaration of certain 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 development in a unified and consistent manner; and (c) providing for the installation, maintenance, and repair for all landscaping, on-site amenities, open space, and other common areas, all subject to specific agreements with end users of the Property. The Applicant will also create a property or homeowner's association as a non-stock corporation under the laws of Virginia that will provide and ensure oversight and structure for services provided, quality standards, intercampus relationships, and common area maintenance.

[AUTHORIZED SIGNATURES TO FOLLOW]



We agree to all of the foregoing as witnessed by the following signatures:

APPLICANT & OWNERS:

International Development of Virginia, LLC
a Virginia limited liability company

By

David Dobson

David Dobson

Its: Managing Member

Date

April 27, 2015

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF

Stafford

The foregoing was subscribed, sworn to and acknowledged before me this 27
day of April 2015, by David Dobson, managing member of International Development of
Virginia, LLC.

[Signature]
Notary Public

Print Name:

Heidi Guayra

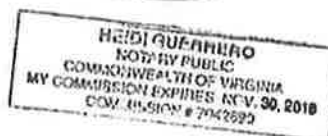
My Commission Expires:

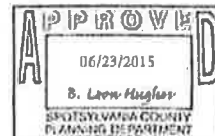
11/30/2016

Registration No.

7012640

[SEAL]





By: David Dobson
David Dobson, Individual

Date April 27, 2015

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Culpeper

The foregoing was subscribed, sworn to and acknowledged before me this 27
day of April 2015, by David Dobson, Individual

[Signature]
Notary Public

Print Name: Heidi Guerrero

My Commission Expires: 11/30/2016

Registration No. 7042890 [SEAL]

