



PROFFER STATEMENT

Applicants & Owners: Walton Virginia, LLC; and
WUSF 5 ALEXANDER'S STATION LLC (collectively the
"Applicant")

Properties: Tax Map Parcels 36-2-2, 36-2-2A, 36-A-43K, 36-A-43P
50-A-113, 50-A-112, 50-A-132E, 50-A-131A, 50-A-126
50-A-114, 36-A-46 and 36-A-51C consisting in the aggregate
701.51 acres +/- Spotsylvania County, Virginia, all as shown on
the attached GDP (as defined below) (collectively the "Property")

Rezoning Request: Mixed Use Development (MU-3 and MU-4)

Current Zoning: Industrial District 1 (I-1), Rural District (RU) and Industrial
District 2 (I-2)

Project Name: Alexander's Crossing ("Project")

Date: December 7, 2015

File No. R14-0012

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. R14-0012.

II. Land Use & General Development Plan.

A. **Generalized Development Plan:** The Property will 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 Alexander's Crossing", dated November 21, 2014, as last revised November 30, 2015, prepared by Bowman Consulting Group (the "GDP"). For purposes of the final site and subdivision plan(s), proposed parcel lines, parcel sizes, lot

configurations, 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 plans, engineering, unanticipated site conditions, design requirements and/or compliance with federal or state agency regulations including, but not limited to, VDOT, 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 are subject to the approval of the County's Zoning Administrator. Notwithstanding anything to the contrary under this proffer statement, in no event shall any amendments or adjustments to final plans, as authorized herein, relieve the Applicant from any of the proffers below including, but not limited to the construction of infrastructure improvements.

B. Mix Use Development.

1. The Property shall be developed for no greater than 2,607 residential units, which will include the following housing mixes:

(a) No greater than 1,118 multifamily units (which includes 888 market rate multifamily units as a minimum amount and 230 potential Conversion Units, as defined below)

(b) No greater than 1,201 attached single family units (which includes 971 market rate attached single family units as a minimum amount and 230 potential Conversion Units (as defined below)

(c) No greater than 518 single family detached units

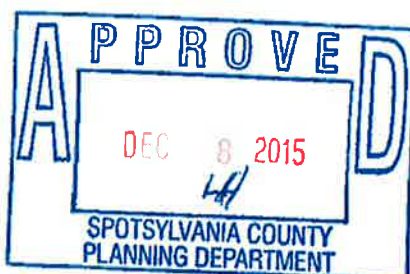
(d) No greater than 230 senior living units may be developed on the Property and will include assisted, independent living, or nursing home uses (collectively "Senior Housing Units"). For purposes of the Senior Housing Units, the Applicant may develop all said uses as either solely assisted living, independent living or nursing home or any combination of all the aforesaid (e.g. independent living, assisted living and nursing home uses within one land bay). All Senior Housing Units constructed on the Property shall be age restricted and qualify as "housing for older persons" in accordance with the criteria set forth in Code of Virginia Section 36-96.7, et al., as amended. Further, the Owner of Senior Housing Units shall provide a restrictive covenant that the qualification for initial and subsequent occupancy of any dwelling or residential unit associated with the Senior Housing Units shall be restricted to households with at least



one person who is age 55 years or older. Additionally, a covenant shall be placed on the Senior Housing Units that provides that no permanent resident under 18 years of age may reside in a Senior Housing Unit for a period of time exceeding thirty (30) days within any six (6) month period. Notwithstanding the foregoing restrictions, a Senior Housing Unit may be occupied by a physically or mentally disabled individual who is 18 years of age or older and is the child of an age-restricted occupant. Such covenants shall be recorded against that specific area of the Property where the Senior Housing Units are to be located. All Senior Housing Units shall be developed within one or more buildings in the area as generally shown on the GDP.

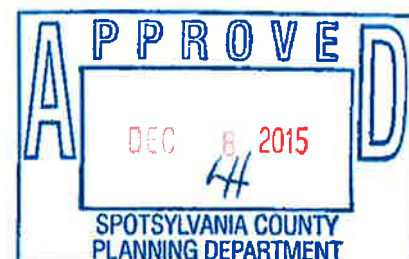
(e) Notwithstanding anything to the contrary herein, the Applicant may convert the Senior Housing Units to market (non-age restricted) multifamily and/or single family attached units as provided above under Section II B. 1 (a) and (b), so long as the aggregate number of units shall not exceed the residential unit limitations provided in this proffer statement of 2,607 and said conversion units shall pay the same proffer amounts (on the same terms) for multi family and single family attached units as provided below under Section IV (the "Conversion Units").

2. The Project will include a commercial footprint of 1.558 million square feet of commercial space at full build-out, all as generally depicted on the GDP.
3. Notwithstanding anything to the contrary in this Proffer Statement, the mixed uses described herein and on the GDP may be relocated to other land bays (all in accordance with and subject to the requirements of the applicable MU districts shown on the GDP) within the Project to ensure maximum development flexibility, subject to the residential density maximums (2,607) and mix of residential uses described herein.
4. The multifamily building units described herein shall include accessible units in excess of the minimum requirements provided under the 2012 Virginia Construction Code, Section 1107.6.2.1.1, as amended.
5. Notwithstanding anything to the contrary under this Proffer Statement and within only a portion of Landbay M that is located along the boundary of and to the northeast and immediately adjacent to the development known as Lancaster Gate (in the hatched area shown on Sheet 4 of the GDP) shall be developed only as single family detached units, except all other residential uses authorized under the applicable zoning district may be



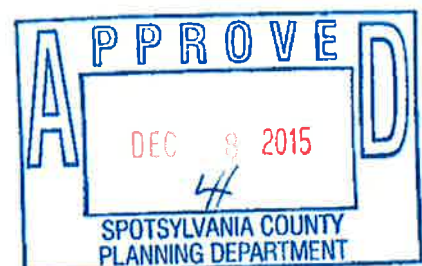
developed within the remaining portions of Landbay M, all in conformance with the conditions herein and as shown on the GDP.

- C. Environmental. The Applicant agrees to preserve as open space those particular areas shown in green on the Open Space Map on Sheet 3 of 10 of the GDP subject to necessary installation and construction of the Project's development infrastructure 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. Utilities. The Applicant agrees to extend the existing 16" water main located within the right-of-way for existing Hospital Boulevard from its current terminus at the existing cul-de sac to the northern property line of the Property (TM 36-2-2). Additionally, the Applicant will extend an existing 8' water main located within the existing Cosner Drive right-of-way from its current terminus point to the northern property line of the Property (TM 36-((A))-43P). Both of these extensions will be made at no cost to the County and the value of these utilities is approximately \$618,000.
- F. Telecommunications. The Applicant will work to facilitate that telecommunication utilities are provided and extended throughout the Project. Such utilities may include the following:
- (1) cabled broadband and telephony services into all phases of the proposed development;
 - (2) coordination and planning of construction of backbone and infrastructure throughout the development in such a manner to share common trench and/or aerial easements for fiber runs at the time of construction where feasible; and
 - (3) sufficient design capacity for the delivery of broadband and telephony services to support the proposed development.



III. Transportation. Subject to County and VDOT approvals for the development of the Project, the Applicant agrees to provide the following in-kind transportation 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. The Applicant 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, temporary construction easement, 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 applicable development section (e.g. as subdivided) of the Property. Except as otherwise provided herein, on-site private or public roadways shall be constructed as the development of the Project (as shown on the GDP) occurs and is required for each land bay.
- B. **Access.** The Property will be served by a minimum of six (6) access points (with associated improvements) all as generally shown on the GDP. These six (6) access points include:
1. Two (2) primary access points onto Massaponax Church Road
 2. One (1) primary access point connecting to Cosner Drive
 3. One (1) primary access point connecting to Hospital Boulevard
 4. One (1) primary access point connecting to Leonard Drive
 5. One (1) primary access point connecting to the proposed I-95 Bridge Crossing (as defined on Sheet 4 of the GDP).
- C. **Interparcel Connections.** The Applicant will dedicate public right-of-way and construct the necessary stub streets from the Property to adjacent parcels in two (2) locations, all as generally shown on the GDP for purposes of providing interparcel access to adjoining lots and allowing public access. Construction of stub streets shall occur at the time subdivision street construction occurs in the area of each individual interparcel connection area.
- D. **Transit Stop.** The Applicant shall construct and locate a minimum of three (3) transit stops with two bicycle racks per stop within the Project in the general areas shown as "Potential Transit Stops" on the GDP. The in-kind proffer value of these three transit stops is **\$110,000.**



E. Offsite and On-Site Improvements & Dedications. The following offsite and on-site transportation improvements shall be provided by the Applicant, either concurrently with adjacent development or as indicated below, and as generally shown on the GDP:

1. Accel/decel lanes on Massaponax Church Road: As shown on Sheet 8 of 10 of the GDP and being further described as:

(a) Furthest western entrance location (optional) to be a minor entrance connection, and will provide turn lanes and tapers in accordance with VDOT standards.

(b) The middle entrance location (ties into the future Rt. 17 Connector within the site) will provide a 200' right turn lane and 200' taper, a 200' acceleration lane (to the West) and a 200' left turn lane and 200' taper into the site, in accordance with VDOT standards.

(c) Entrance #3 location will provide a secondary access point and include a 100' taper to either side of the entrance, in accordance with VDOT Standards.

(d) Entrance #4 location (furthest East on Massaponax Church Road) will provide a 150' right turn lane and 100' taper, a 200' acceleration lane to the West and a 200' left turn lane and 200' taper into the site, in accordance with VDOT standards.

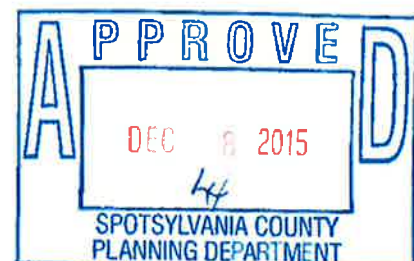
2. Extension of Hospital Boulevard off-site from its current terminus to the northern Property line as shown on Sheet 8 of 10 of the GDP, the right-of-way for which shall be provided by others per the approved proffers for Rezoning Case File Number R06-17;

3. Extension of Hospital Boulevard on-site from the northern Property line to the intersection with proposed Route 17 Connector Road;

4. The east-west connector road known as "Proposed Route 17 Connector Road" extending to Massaponax Church Road from the southern boundary of the Property to the common property boundary with Tax Map Parcel TM 36-A-44, as identified as "Parcel 10" on Sheet 2 of 10 of the GDP;

5. Extension of Cosner Drive from its current terminus off-site to the Route 17 Connector Road on-site, and then to Massaponax Church Road; and

6. Right turn lanes at four entrances from Massaponax Church Road into the Alexander's Crossing project.

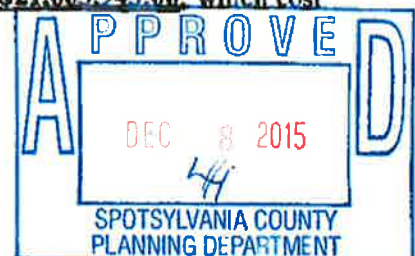


- F. **I-95 Bridge Crossing:** The Applicant shall construct and dedicate a four (4) lane road ("Four Lane Road"), as shown and described on sheet 3 of the GDP, prior to the completion of any of the following (whichever first occurs): (i) the County issuance of certificate of occupancies for at least 1,500 residential units within the Project; or (ii) the County issuance of a certificate of occupancy for at least seven hundred and fifty thousand square feet (750,000 SF) of total commercial space within the Project; or (iii) upon Jackson Village (rezoning approval R14-0009) meeting at least one of its trigger requirements under Section III (G) of said rezoning approval, along with the County, VDOT, either, or both, having obtained full funding and procured a contractor to construct the Bridge Crossing (as defined below), and further the earlier of either the Applicant having constructed and received certificate of occupancy permits for at least five-hundred thousand square feet (500,000 SF) of commercial space or the expiration of nine (9) years after rezoning approval (individually or collectively all of the foregoing under this Section III F (i), (ii) and (iii) are known as the "Triggers"). The Four Lane Road will connect to a public use bridge ("Bridge") to be constructed by the County, VDOT, either, or both, at their sole respective discretion, over U.S. Interstate 95 ("I-95"), all as generally shown on the GDP. The Bridge shall connect to the western side of I-95, all as generally depicted as "Bridge Alternative 1" or "Bridge Alternative 2" on Sheets 3 and 4 of the GDP ("Bridge Crossing").

Notwithstanding the foregoing, the actual area to be dedicated for the Four Lane Road shall be based on final engineering, and thus in the event the Bridge Crossing Alignment Study described under Section III. H. concludes that the Four Lane Road connection should be located in another area not described herein, then the Applicant may, with the approval of the County and VDOT, relocate the Four Lane Road to the area identified in said Bridge Crossing Alignment Study without requirement of an amendment to these proffers or the GDP.

Notwithstanding anything to the contrary herein, in the event the County desires to construct the Four Lane Road and Bridge prior to the occurrence of any 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 any 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 the County's sole discretion, shall not be required to connect the Four Lane Road to the Bridge area as described under this Section III F.

- G. The aggregate proffer value (e.g. qualifies as a proffer not otherwise required for the development) of all of the aforesaid improvements and dedications under Section III D, Sections III E 2-6 and Section III F is ~~\$21,063,943.00~~, which cost



evaluations derive from the Spotsylvania County Transportation Masterplan analysis.

- H. The Applicant will provide funding of \$40,000.00 to the County for a bridge alignment study that analyzes the Bridge Crossing. The Applicant shall pay this amount to the County upon the approval of the first approved, final subdivision and construction plans for the Property.
- I. The Applicant will provide an interparcel connection for the benefit of Tax Map Parcel 36-A-43-J across a portion of the Applicant's Property to a public right of way and will dedicate 60' of ROW for this purpose, as generally shown on the GDP. This access area will be designated by the Applicant during the development phases of the Property. In no event will the Applicant be required to construct a road for this purpose unless the Applicant requires said road for its development.
- J. The Applicant agrees to pay to the County \$200,000.00 for the acquisition of necessary property for the purpose of constructing a park and ride lot facility within the Massaponax area of the County. The aforesaid payment shall be paid to the County six (6) months after approval of R14-0012, including the applicable thirty (30) day appeal period thereafter.
- K. Transportation Infrastructure Phasing. Notwithstanding anything to the contrary under this Proffer Statement and for purposes of the Applicant's development of the Project, excluding any construction on the Land Bay Dedications (as defined below under Section VI), and if not constructed prior to the below trigger periods, the Applicant agrees to dedicate and construct (prior to the acceptance for maintenance by VDOT), the following transportation infrastructure pursuant to the following phasing plan:
- (1) no later than upon the issuance of the certificate of occupancy permit for the 750th residential unit, the Applicant shall construct the portion of the east-west connector road known as "Proposed Route 17 Connector Road" between Hospital Boulevard and the common property boundary with Tax Map Parcel TM 36-A-44, as identified as Parcel "10" on Sheet 2 of 10 of the GDP; and
- (2) no later than upon the issuance of the certificate of occupancy permit for the 750th residential unit, the Applicant shall extend Cosner Drive from its current terminus offsite to the Route 17 Connector Road within the Project, all as shown on the GDP; and
- (3) no later than upon the issuance of a certificate of occupancy permit for the 1,300th residential unit constructed within the Project or issuance of certificate of occupancy permits for 350,000 square feet of commercial space within the Project, whichever first occurs, the Applicant shall extend Hospital Boulevard off-site from its current terminus to the northern Property line as shown on Sheet 8 of



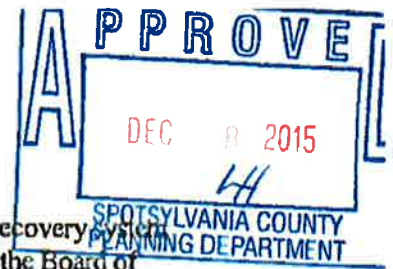
10 of the GDP, the right-of-way for which shall be provided by others pursuant to the approved proffers for Rezoning Case File Number R06-17, and further extend Hospital Boulevard to the intersection with the proposed Route 17 Connector Road.

- L. Except as otherwise provided in this Proffer Statement, the transportation improvements proffered to be constructed under this Section III will be constructed pursuant to the Applicant's applicable phasing of the Project and as otherwise required under County ordinance and state law.

IV. Cash Proffers. The Applicant agrees to pay the following cash proffers (as further described in the below chart) as follows:

- A. Multifamily: The Applicant agrees to pay \$1,000 per multifamily unit (e.g. potentially up to 1,118 multifamily units x \$1,000) for a potential total of \$1,118,000.00 as a voluntary cash proffer contribution to be allocated for County transportation and/or school capital improvement projects (for all such projects designated by the Board of Supervisors).
- B. Single Family Attached Units: The Applicant agrees to pay \$2,000 per single family attached unit (e.g. potentially up to 1,201 x \$2,000) or potentially \$2,402,000.00 in total as a voluntary cash proffer contribution to be allocated for County transportation and/or school capital improvement projects (for all such projects designated by the Board of Supervisors).
- C. Single Family Detached Units. The Applicant agrees to pay \$10,000 per new single family detached unit (e.g. potentially up to 518 x \$10,000) or potentially \$5,180,000.00 in total as a voluntary cash proffer contribution to be allocated for County transportation and/or school capital improvement projects (for all such projects designated by the Board of Supervisors).
- D. Cash Proffers for Law Enforcement. In addition to the aforesaid cash proffers for each mix of residential units, every residential unit shall pay the sum of \$191.80 per unit (aggregate of \$500,022.00) for law enforcement capital improvement projects.
- E. Cash Proffers for Regional Transit Funding. In addition to the aforesaid cash proffers provided above under this Section IV, the Applicant shall pay toward regional transit or other related transportation purposes, subject to the sole discretion of the Board of Supervisors, the aggregate sum of \$875,000.00, which shall be payable from each of the residential units described herein at the amount of \$335.63 per unit.
- F. Additional School Proffers. In addition to the cash proffers described herein, the Applicant agrees to pay \$500.00 per residential unit (the aggregate sum of \$1,303,500.00) as a cash proffer towards public school purposes at the sole and absolute discretion of the Board of Supervisors.
- G. Fire Department Cash Proffer. In addition to the cash proffers described herein, the Applicant agrees to pay \$230.15 per residential unit (the aggregate sum of





\$600,000.00) as a cash proffer toward the acquisition of an emissions recovery system or other fire department purposes at the sole and absolute discretion of the Board of Supervisors.

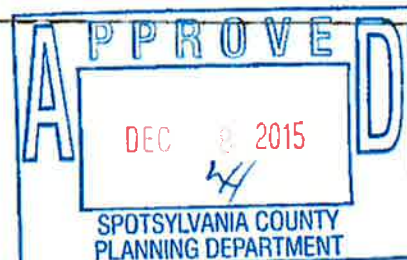
- H. Payment of Cash Proffers. The per residential unit cash proffers described under this Section IV, Subsections A thru G, shall be payable per residential unit only after the final inspection and prior to the issuance of any occupancy permit for each applicable residential single family attached and detached unit, and for purposes of the multifamily units only after the final inspection and prior to the issuance of any certificate of occupancy for each multifamily building constructed (that includes the multifamily units) on the Property.
- I. Escalation and De-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 year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (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.
- J. Proffer Chart. The following chart includes the Applicant's cash and in kind proffers being proffered under this Proffer Statement:

CASH AND IN-KIND PROFFERS					
	SF Detached	SF Attached	Multi-Family	Age-Restricted	TOTAL
Per Unit Cash Proffer	\$22,669.91 x 518	\$14,669.92 x 1201	\$13,669.91 x 888 (1118 less 230 conv. Units)	\$0 x 0	
TOTAL	\$11,743,013.38	\$17,618,573.92	\$12,138,880.08	\$0	\$41,500,465.00
LUMP SUM AND IN-KIND CONTRIBUTIONS					
PUBLIC FACILITY CATEGORY					TOTAL VALUE
Schools	\$500.00 cash per unit to Schools				\$1,303,500.00
Sheriff, FREM, Courts & Govt.	\$230.15 cash per unit to FREM				\$600,000.00

Sheriff, FREM, Courts & Govt.	\$191.80 cash per unit to Sheriff	\$500,022.00
Schools and/or Transportation	\$1,000 cash per MF Unit, \$2,000 cash per SFA unit and \$10,000 cash per SFD unit to Schools and/or Transportation (see Section IV. A-C)	\$8,470,000.00
Transportation	\$110,000 in-kind construction of a minimum of 3 transit stops with two bicycle racks per stop within the Project (see Section III D.)	\$110,000.00
Transportation	\$427.68 cash per unit to Transportation (see Sections IV.E., III. H. & III.J.)	\$1,115,000.00
Transportation	\$16,953,943 in-kind Offsite Improvements and Dedication (see Section III E, #2-6)	\$16,953,943.00
Transportation	\$4,000,000 in-kind construction and dedication of a four (4) lane road Bridge crossing (see Section III.F.)	\$4,000,000.00
Parks & Rec.	\$2,148,000.00 in-kind trails and structures (see Sections V. B and V.C. 4)	\$2,148,000.00
Solid Waste		
Libraries		
Civic Use Area	\$6,300,000.00 in-kind land dedication of two (2) civic use parcels (see Section VI)	\$6,300,000.00
TOTAL CASH & IN KIND PROFFER VALUE		\$41,500,465.00

*** PLEASE NOTE THAT THE CASH PROFFERS FOR SCHOOLS AND/OR TRANSPORTATION IN THIS ROW REFLECT THE PROFFER LANGUAGE PROVIDED HEREIN UNDER SECTIONS IV. A-C, AND ARE NOT INTENDED TO DOUBLE THIS NUMBER, BUT RATHER ARE A TOTAL DOLLAR AMOUNT UP TO \$8,470,000.00, WHICH MAY BE UTILIZED FOR SCHOOLS AND TRANSPORTATION OR JUST EXCLUSIVELY FOR SCHOOLS OR TRANSPORTATION AT COUNTY DISCRETION***

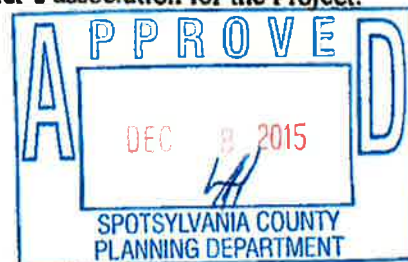
PROFFERED PHASING AND TIMING	
Phase or	Timing
<i>Cash contribution to Schools</i>	As provided above under Section IV F.
<i>Cash contribution to Sheriff, FREM</i>	As provided above under Sections IV. D. & G
<i>*Cash Contribution to Schools and/or Transportation*</i>	As provided above under Section IV H.



<i>Cash Contribution to Transportation</i>	As provided above under Sections III H & J, and Section IV E
<i>Construction of Transit Stops</i>	As provided above under Section III K
<i>Transportation Offsite Improvements and Dedication</i>	As provided above under Section III K
<i>Bridge Crossing: construction and dedication of a four (4) lane road</i>	As provided under Section III F
<i>In-Kind Trails and Structure to Parks & Rec.</i>	As provided below under Section V
<i>Civic Use Area Dedication</i>	As provided below under Section VI

V. Recreation.

- A. General Amenities. The Applicant will construct various recreational amenities within the Property which shall be for the benefit of the future residents of the Property and will include a trail system, passive and active recreational areas, general purpose community areas such as picnic areas, pavilions, or other similar uses (all at the discretion of Applicant, except what is specifically proffered herein) and tot lots in the areas generally shown on the GDP and as described in more detail below. All amenities will be installed during the periods of the development of the Project hereinafter described below in this Section V.
- B. Trails. The Applicant agrees to provide and construct a trail network with possible future connections to off-site trails, all as shown on the GDP, and proffers to complete the trail network prior to the issuance of certificate of occupancy permits for seventy-five percent (75%) of the residential units within the Project. The trail network will be constructed and installed during the construction of each applicable landbay of the Project. The on-site trails will be accessible to the public at an area to be determined at site plan stage of the Project. The total estimated value, which includes land value, equipment, site work, and construction and installation, for these amenities is \$2,148,000.00. The trail network located outside of public right-of-way area will be owned and maintained by the Applicant or the applicable property/homeowner's association for the Project.



C. Description of Other Amenities. The Applicant shall construct, at a minimum, the following recreational amenities:

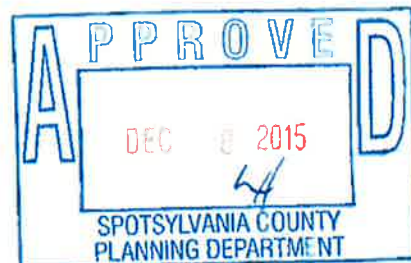
1. Multifamily Units: For purposes of the multifamily units, the Applicant will provide as a minimum:
 - (i) One (1) swimming pool facility which shall include a 2,000 square foot clubhouse with one (1) fifteen (15) meter outdoor swimming pool, and one (1) play court, which may be either tennis courts, multi-purpose courts or open play fields. The amenities described under this Section V.C. 1 (i) will be completed prior to the issuance of certificate of occupancy permits for seventy-five percent (75%) of the multifamily units within any applicable landbay.
2. Single Family Detached and Attached Units : For purposes of the single family attached and residential units, the Applicant will provide as a minimum:
 - (i) Two (2) facilities each to include a minimum 2,000 square foot clubhouse with one (1) 25-meter outdoor swimming pool, and an active recreation area, which may be either a tennis court, multi-purpose courts or open play field. The amenities described under this Section V.C 2 (i) will be completed prior to the issuance of certificate of occupancy permits for seventy-five percent (75%) of the single family detached units for the single family detached land bay (e.g. one facility set)and seventy-five percent (75%) of the attached units located within the single family attached unit land bay (e.g. second facility set) of the Project.
3. A minimum of three (3) tot lots will be located within the proposed residential uses and shall be equipped with a multi-function play system, such as but not limited to climbing apparatus, swings, etc. The tot lots shall be located within the residential land bays of the Property as generally shown as "Possible Neighborhood/Community Amenities" on Sheet 4 of the GDP. Final location of such tot lots shall be in areas to be designated by the Applicant. The amenities described under this Section V.C. 3 will be constructed upon the completion of the applicable uses in said Landbays.
4. At least one community pavilion or similar use and picnic area to be located on the Property at an area to be designated by the Applicant. The community pavilion and picnic area described under this Section V.C. 4 shall be completed prior to the issuance of certificate of occupancy



permits for seventy-five percent (75%) of all residential units within the Project. The estimated cost of the aforesaid improvement is \$500,000.00.

VI. Civic Use Area. The Applicant shall dedicate to the County two (2) civic use parcels with the first being approximately 10.29 acres of land identified as "Public/Civic Use" and shown as Landbay K on the GDP; and the second being approximately five (5) acres of land identified as "Public/Civic Use" located west of the "Cosner Drive Extension" and Landbay O, all as generally shown on the GDP. The County may use these dedicated parcels for the following public purposes: recreation, public safety, cultural, educational or job training (collectively the "Public Land Dedication"). The Applicant will dedicate the Public Land Dedication to the County when the adjacent public roads to said parcels are constructed and open for public use prior to the acceptance for maintenance by VDOT. The dedications described under this Section VI shall be conveyed via fee simple and by general warranty deed from the Applicant to the County in accordance with applicable County policy, and further without any encumbrances caused by the Applicant. Prior to the dedication, the Applicant will perform and provide to the County a copy of a Phase I Environmental study for the Land Bay Dedication. The dedications described under this Section VI shall be conveyed via fee simple and by general warranty deed from the Applicant to the County in accordance with applicable County policy, and further without any encumbrances caused by the Applicant. Prior to the dedication, the Applicant will perform and provide to the County a copy of a Phase I Environmental study for the Land Bay Dedication. In the event the Phase I Environmental Study requires a Phase II, the Applicant, at its sole cost, will perform the Phase II and undertake necessary remediation of the Land Bay Dedication so as to deliver to the County an environmentally compliant site, all in accordance with applicable state and federal law. The total value of this donation to the County is \$6,300,000.00 (10.29 acre parcel value at \$4.1 million and 5.0 acre parcel at \$2.2 million) based upon the submitted appraisal report dated August 5, 2015, as revised October 29, 2015, from Thorne Consultants, Inc. Notwithstanding anything to the contrary under this Section VI, in the event the County requests the dedication of the above-described five (5) acre Public/Civic Use parcel prior to the construction by the Applicant of the adjacent "Cosner Drive Extension", which is required to provide access to said dedicated parcel, then the Applicant will dedicate both the five (5) acre Public/Civic Use parcel and adjacent public road right-of-way for the Cosner Drive Extension frontage improvements at no cost to the County.

VII. 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.



VIII. Fort A.P. Hill Overlay Noise Mitigation/Notice Proffers. For purposes of ensuring that the Project will adequately address potential noise impacts from Fort A.P. Hill, the Applicant will undertake the following actions:

(a) Prior to closing on any residential dwelling located within the Fort A.P. Hill overlay area, the Applicant will provide each buyer disclosure statements about the potential noise impacts of the fort.

IX. Phase I Cultural Review. Prior to the issuance of a site plan for any portion of Land Bay O, as shown on the GDP, the Applicant shall perform a Phase I Cultural Resources analysis for the purpose of identifying a potential cemetery site within the area identified in Plat Book 1, at Page 783, of record in the clerk's office of Spotsylvania County, Virginia, Circuit Court.

[AUTHORIZED SIGNATURES TO FOLLOW]



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

APPLICANTS & OWNERS:

WALTON VIRGINIA, LLC,
a Virginia limited liability company

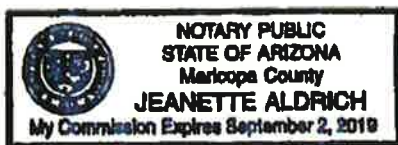
By: Walton International Group, Inc.,
a Nevada corporation, its Manager

By: [Signature]
Name: Matthew M. Keister
Title: Authorized Signatory

By: [Signature]
Name: Carey Herbert
Title: Authorized Signatory

STATE OF ARIZONA)
)
COUNTY OF MARICOPA) ss.

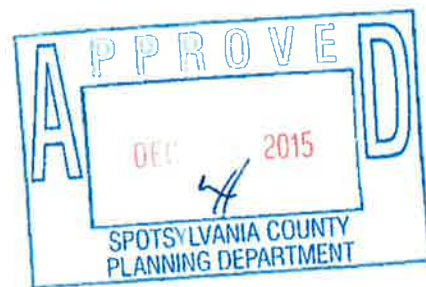
The foregoing instrument subscribed, sworn to and acknowledged before me on this 8th day of December, 2015, by Matthew M. Keister and Carey Herbert, each an Authorized Signatory of Walton International Group, Inc., a Nevada corporation and the Manager of Walton Virginia, LLC, a Virginia limited liability company and an owner of the real property that is the subject of said instrument, in the capacity herein stated.



[stamp]

[Signature]
Notary Public, State of Arizona

Print Name: Jeanette Aldrich
My Commission expires: 9/2/2019



WUSF 5 ALEXANDER'S STATION, LLC,
a Virginia limited liability company

By: Walton U.S. Land Fund 5, LP,
a Delaware limited partnership,
its Manager

By: WUSF 5 GP, LLC,
a Delaware limited liability company,
its General Partner

By: Walton Land Management (USA), Inc.,
a Delaware corporation, its Manager

By: [Signature]
Name: Matthew M. Kelster
Title: Authorized Signatory

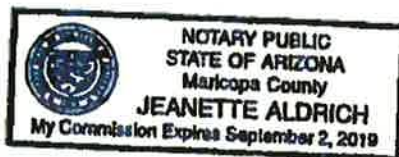
By: [Signature]
Name: Carey Herbert
Title: Authorized Signatory



STATE OF ARIZONA)
)
COUNTY OF MARICOPA)

ss.

The foregoing instrument subscribed, sworn to and acknowledged before me on this 8th day of December, 2015, by Matthew M. Kelster and Carey Herbert, each an Authorized Signatory of Walton Land Management (USA), Inc., a Delaware corporation, the Manager of WUSF 5 GP, LLC, a Delaware limited liability company, the General Partner of Walton U.S. Land Fund 5, LP, a Delaware limited partnership, the Manager of WUSF 5 Alexander's Station LLC, the owner of the real property that is the subject of said instrument, in the capacity herein stated.



[stamp]

[Signature]
Notary Public, State of Arizona

Print Name: Jeanette Aldrich
My Commission expires: 9/2/2019

EXHIBIT A
Generalized Development Plan



ALEXANDER'S CROSSING

GENERALIZED DEVELOPMENT PLAN

COURTLAND & LEE HILL MAGISTERIAL DISTRICT

BERKELEY & LEE HILL ELECTION DISTRICT

STREET ADDRESS: 9300 COSNER DR.

SPOTSYLVANIA COUNTY, VIRGINIA

LAND USE ATTORNEY

HIRSCHLER FLEISCHER

725 JACSON STREET

SUITE 200

FREDERICKSBURG, VA 22401

PHONE: (540) 604-2108

CONTACT: MR. CHARLES PAYNE JR.

ENGINEERING/PLANNING

BOWMAN CONSULTING

650A NELMS CIRCLE

FREDERICKSBURG, VA 22406

PHONE: (540) 371-0268

CONTACT: MR. MARK KING

TRANSPORTATION

BOWMAN CONSULTING

3951 WESTERRE PARKWAY, SUITE 150

RICHMOND, VA 23233

PHONE: (804) 616-3240

CONTACT: MR. JOHN D. RILEY PE, PTOE

ENVIRONMENTAL

BOWMAN CONSULTING

14020 THUNDERBOLT PLACE, SUITE 300

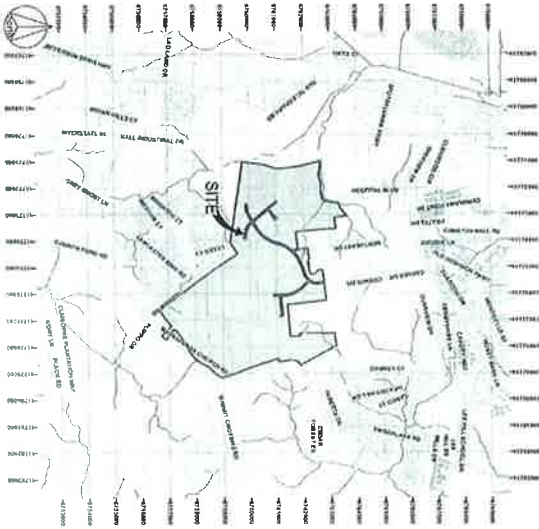
CHANTILLY, VA 20151

PHONE: (703) 464-1000

CONTACT: MRS. JESSICA FLEMING

SHEET INDEX

- 1 COVER SHEET
- 2 EXISTING CONDITIONS
- 3 DETAILS AND TABULATION
- 4 OVERALL CONCEPT LAYOUT
- 5 GENERALIZED DEVELOPMENT PLAN
- 6 GENERALIZED DEVELOPMENT PLAN
- 7 GENERALIZED DEVELOPMENT PLAN
- 8 TRANSPORTATION PLAN
- 9 CONCEPTUAL LANDSCAPE PLAN
- 9A PRELIMINARY SWM & BMP PLAN
- 10 ROW VACATION PLAN
- 10A AREAWIDE FUTURE TRANSPORTATION IMPROVEMENTS
- APPLICATION FILE NUMBER: R4-0012



VICINITY MAP
SCALE: 1" = 500'

OWNERS

WUSF 5 ALEXANDER'S STATION LLC

& WALTON VIRGINIA, LLC

1650 TYSONS BLVD, SUITE 1500

TYSONS, VA 22102

PHONE: (703)-677-6068

CONTACT: MR. KEVIN CROWN

APPLICANT

WALTON VIRGINIA, LLC

1650 TYSONS BLVD, SUITE 1500

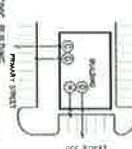
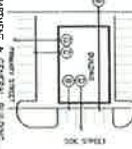
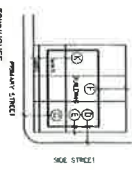
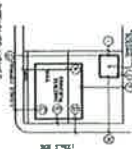
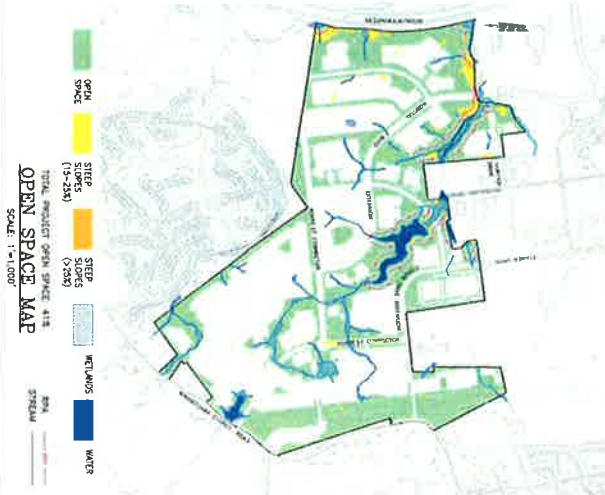
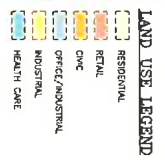
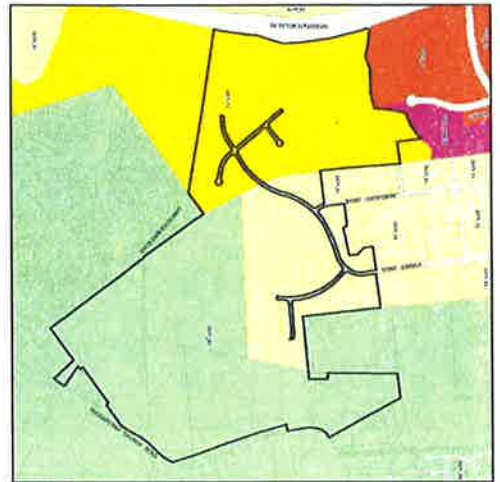
TYSONS, VA 22102

PHONE: (703)-677-6068

CONTACT: MR. KEVIN CROWN

GENERAL NOTES

1. THE BOUNDARY INFORMATION SHOWN IS BASED ON COUNTY GIS DATA AND A BOUNDARY SURVEY PERFORMED BY BOWMAN CONSULTING GROUP IN JULY 2014.
2. THIS SITE IS ACQUIRED AS 12% ASSUMPTION MAP NO. 30-A-114, 50-A-115, 50-A-116, 50-A-117, 50-A-118, 50-A-119, 50-A-120, 50-A-121, 50-A-122, 50-A-123, 50-A-124, 50-A-125, 50-A-126, 50-A-127, 50-A-128, 50-A-129, 50-A-130, 50-A-131, 50-A-132, 50-A-133, 50-A-134, 50-A-135, 50-A-136, 50-A-137, 50-A-138, 50-A-139, 50-A-140, 50-A-141, 50-A-142, 50-A-143, 50-A-144, 50-A-145, 50-A-146, 50-A-147, 50-A-148, 50-A-149, 50-A-150, 50-A-151, 50-A-152, 50-A-153, 50-A-154, 50-A-155, 50-A-156, 50-A-157, 50-A-158, 50-A-159, 50-A-160, 50-A-161, 50-A-162, 50-A-163, 50-A-164, 50-A-165, 50-A-166, 50-A-167, 50-A-168, 50-A-169, 50-A-170, 50-A-171, 50-A-172, 50-A-173, 50-A-174, 50-A-175, 50-A-176, 50-A-177, 50-A-178, 50-A-179, 50-A-180, 50-A-181, 50-A-182, 50-A-183, 50-A-184, 50-A-185, 50-A-186, 50-A-187, 50-A-188, 50-A-189, 50-A-190, 50-A-191, 50-A-192, 50-A-193, 50-A-194, 50-A-195, 50-A-196, 50-A-197, 50-A-198, 50-A-199, 50-A-200, 50-A-201, 50-A-202, 50-A-203, 50-A-204, 50-A-205, 50-A-206, 50-A-207, 50-A-208, 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Experiment	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21	22	23	24	25	26	27	28	29	30	31	32	33	34	35	36	37	38	39	40	41	42	43	44	45	46	47	48	49	50	51	52	53	54	55	56	57	58	59	60	61	62	63	64	65	66	67	68	69	70	71	72	73	74	75	76	77	78	79	80	81	82	83	84	85	86	87	88	89	90	91	92	93	94	95	96	97	98	99	100
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[illegible]

General Information										Detailed Information									
Case No.		Date		Time		Location		Status		Remarks		Remarks		Remarks		Remarks			
1	1000	10/10/2010	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00	10:00		
2	1001	10/10/2010	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01	10:01		
3	1002	10/10/2010	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02	10:02		
4	1003	10/10/2010	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03	10:03		
5	1004	10/10/2010	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04	10:04		
6	1005	10/10/2010	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05	10:05		
7	1006	10/10/2010	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06	10:06		
8	1007	10/10/2010	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07	10:07		
9	1008	10/10/2010	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08	10:08		
10	1009	10/10/2010	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09	10:09		
11	1010	10/10/2010	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10	10:10		
12	1011	10/10/2010	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11	10:11		
13	1012	10/10/2010	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12	10:12		
14	1013	10/10/2010	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13	10:13		
15	1014	10/10/2010	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14	10:14		
16	1015	10/10/2010	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15	10:15		
17	1016	10/10/2010	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16	10:16		
18	1017	10/10/2010	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17	10:17		
19	1018	10/10/2010	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18	10:18		
20	1019	10/10/2010	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19	10:19		

TYPICAL LOT DETAILS & LOT REQUIREMENTS

SCALE 1"=1,000'

APPROVED

DEC 8 2015

SPOTSYLVANIA COUNTY
PLANNING DEPARTMENT

GDP NOTES

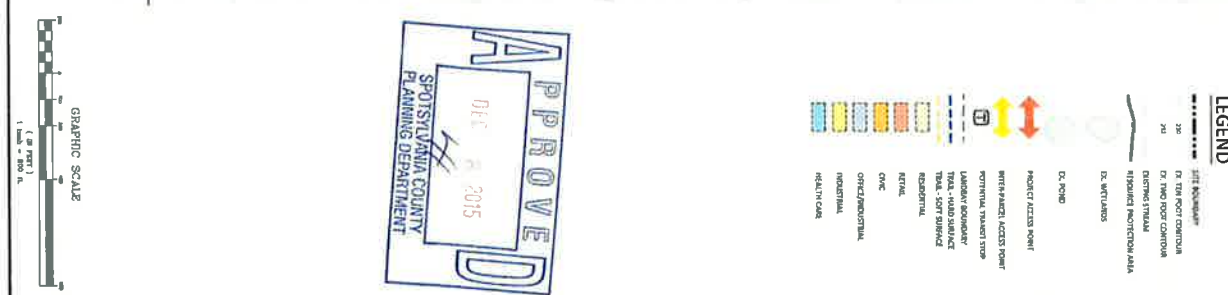
BRIDGE ALTERNATIVE 1
SCALE: 1"=2,000'

BRIDGE ALTERNATIVE 2
SCALE: 1"=2,000'

NOTE: ROAD SEGMENTS WILL RECEIVE CREDIT FOR DEDICATION AND CONSTRUCTION OF 4-LANE ROADS

1. FLOODING AND HIGH WATER SPEED REQUIREMENTS ARE SUBJECT TO MAJOR ADJUSTMENT BASED ON THE STATE OF THE OCEAN SURF, LESS THAN THE USUAL REQUIREMENT BE PROVIDED.
2. THE PROPOSED PROJECT WILL BE SITED IN PUBLIC WATERS AND THEREFORE, BY PROVISIONS OF THE FEDERAL NAVIGATION ACT, CONSENTING TO FLOODING SHALL BE CONSIDERED AS CONSENTING TO THE PROPOSED PROJECT AND THE PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA. FURTHER, THE PROPOSED PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA.
3. THE PROPOSED PROJECT WILL CONTAIN HAZARDOUS MATERIALS AND WILL BE LOCATED IN THE COASTAL ZONE AND WILL BE SUBJECT TO THE PROVISIONS OF THE FEDERAL NAVIGATION ACT, CONSENTING TO FLOODING SHALL BE CONSIDERED AS CONSENTING TO THE PROPOSED PROJECT AND THE PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA. FURTHER, THE PROPOSED PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA.
4. THE PROPOSED PROJECT WILL BE SITED IN PUBLIC WATERS AND THEREFORE, BY PROVISIONS OF THE FEDERAL NAVIGATION ACT, CONSENTING TO FLOODING SHALL BE CONSIDERED AS CONSENTING TO THE PROPOSED PROJECT AND THE PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA. FURTHER, THE PROPOSED PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA.
5. STATE FLOODING WILL BE PROVIDED IN COMPLIANCE WITH ARTICLE 5-7-2-4-1 OF THE DMR.
6. THE PROPOSED PROJECT WILL BE SITED IN PUBLIC WATERS AND THEREFORE, BY PROVISIONS OF THE FEDERAL NAVIGATION ACT, CONSENTING TO FLOODING SHALL BE CONSIDERED AS CONSENTING TO THE PROPOSED PROJECT AND THE PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA. FURTHER, THE PROPOSED PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA.
7. FLOODING AND HIGH WATER SPEED REQUIREMENTS OF THIS PLAN IS DEEMED AS STANDARDS MINIMUMS, UNITS FOR INDEPENDENT ADJUSTMENT BASED ON THE STATE OF THE OCEAN SURF, LESS THAN THE USUAL REQUIREMENT BE PROVIDED.
8. THE PROPOSED PROJECT WILL BE SITED IN PUBLIC WATERS AND THEREFORE, BY PROVISIONS OF THE FEDERAL NAVIGATION ACT, CONSENTING TO FLOODING SHALL BE CONSIDERED AS CONSENTING TO THE PROPOSED PROJECT AND THE PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA. FURTHER, THE PROPOSED PROJECT SHALL BE CONSIDERED AS A PROJECT OF THE UNITED STATES OF AMERICA.





	<p>GENERALIZED DEVELOPMENT PLAN ALEXANDER'S CROSSING GENERALIZED DEVELOPMENT PLAN</p>	<p>Bowman Consulting Group, Ltd. 8844 Hallock Circle Leesville, Virginia 20175 Phone: (540) 371-0588 Fax: (540) 371-0479 www.bowmanconsulting.com</p>
<p>BERKELEY & LEE HILL ELECTION DISTRICTS</p>	<p>SPOTSYLVANIA COUNTY, VIRGINIA</p>	

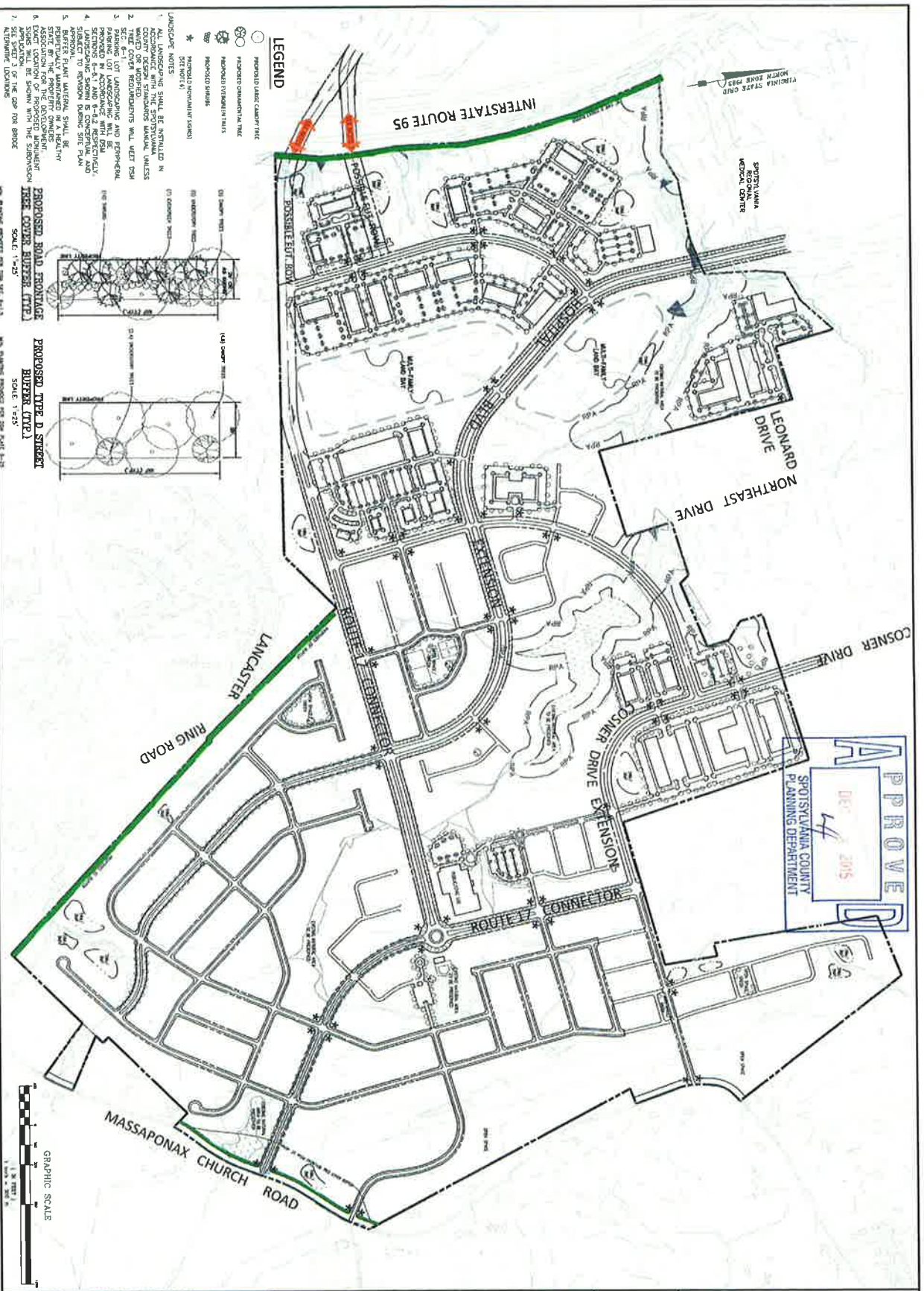
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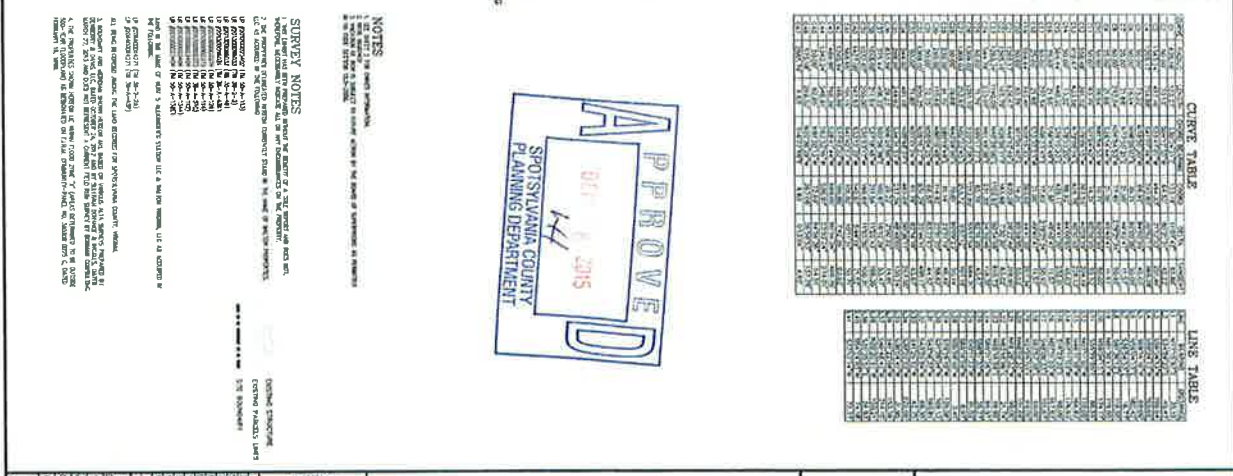








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 DEC 14 2015
 SPOTSYLVANIA COUNTY
 PLANNING DEPARTMENT

A large, complex grid of musical notation, likely a score for a large ensemble or orchestra, featuring many staves and dense musical symbols. The notation is dense and fills the page, with various musical symbols, notes, and rests visible across the staves. The overall appearance is that of a highly detailed and intricate musical score.[illegible]

ROW VACATION PLAN
ALEXANDER'S CROSSING
GENERALIZED DEVELOPMENT PLAN

BERKELEY & LEE HILL ELECTION DISTRICTS SPOTSYLVANIA COUNTY, VIRGINIA

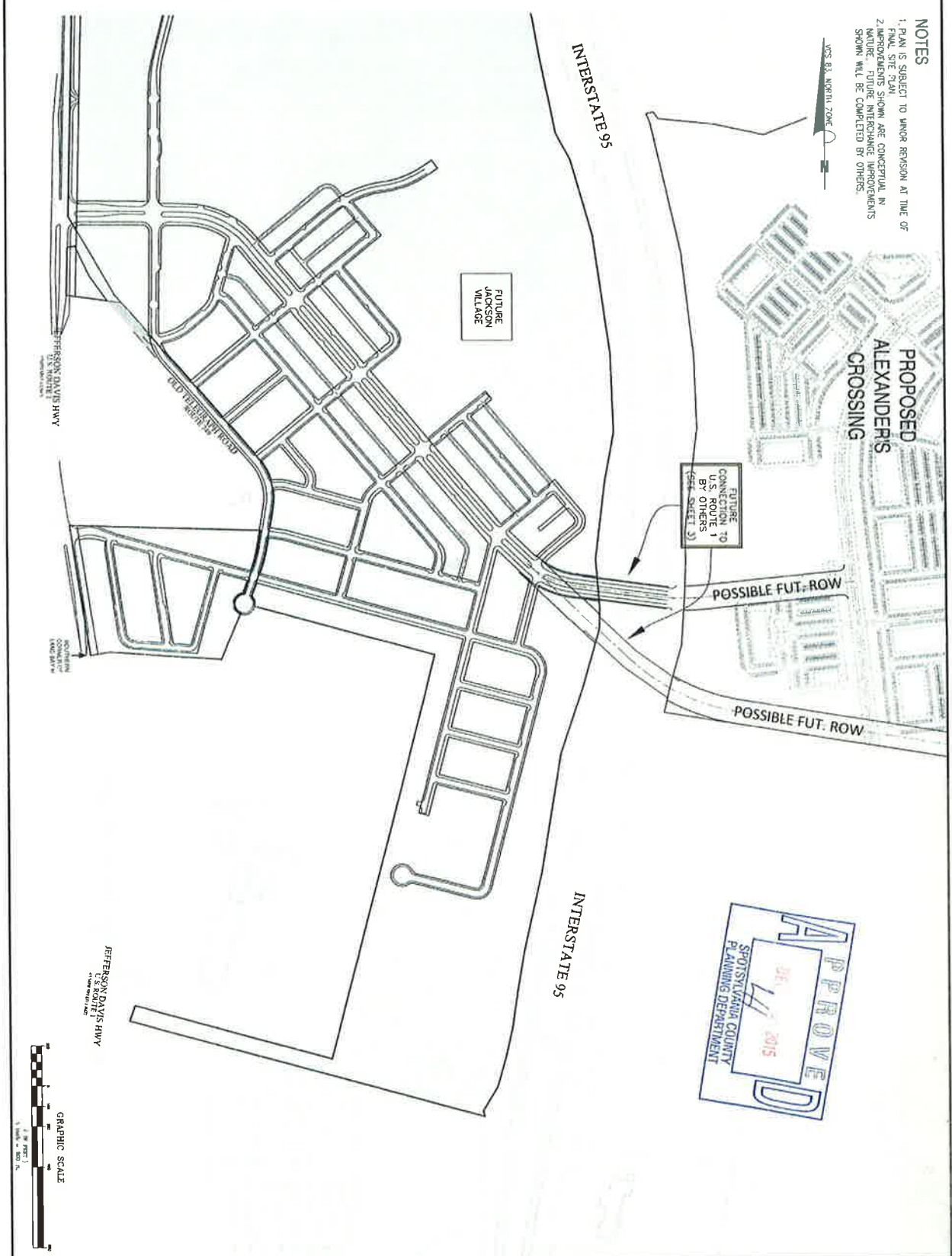
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 RECORDED IN CLERK'S OFFICE OF SPOTSYLVANIA ON
 Jan 27, 2016 AT 02:31 pm
 CHRISTALYN M. JETT by ATB

NOTES

1. PLAN IS SUBJECT TO MINOR REVISION AT TIME OF FINAL SITE PLAN
2. IMPROVEMENTS SHOWN ARE CONCEPTUAL IN NATURE. FUTURE INTERCHANGE IMPROVEMENTS SHOWN WILL BE COMPLETED BY OTHERS.



		AREAWIDE FUTURE TRANSPORTATION IMPROVEMENTS ALEXANDER'S CROSSING GENERALIZED DEVELOPMENT PLAN BERKELEY & LEE HILL ELECTION DISTRICTS SPOTSYLVANIA COUNTY, VIRGINIA		Bowman Consulting Group, LLC 12015 Nelson Circle Leesburg, Virginia 22075 Phone: (540) 371-0284 Fax: (540) 371-3475 www.bowmanconsulting.com © Bowman Consulting Group, LLC	
DATE: 12/04/2015 DESIGNED BY: JAC CHECKED BY: JAC DRAWN BY: JAC SCALE: AS SHOWN SHEET: 10A OF 10	10A OF 10				