

AMENDED PROFFER STATEMENT

R18-0002

(Revised September 10, 2018)

Applicant: Keswick Land Development Corporation
1005 Sophia St.
Fredericksburg, VA 22401

Project Name: Keswick

Tax Map Parcels: 47-25-1 thru 47-25-8

Prior Case No: R10-0005

Original Applicant: Keswick Land Co., LLC

**Original
Approval Date:** April 12, 2011

**Previously
Approved GDP:** “Keswick Generalized Development Plan” by Webb & Associates dated July 1, 2010 and last revised February 16, 2011.

**Approved Plats:
Preliminary Plat:** “Keswick Preliminary Plan” by Webb & Associates dated April 9, 2014, last revised June 27, 2014, approved by the Spotsylvania County Planning Department on July 6, 2016 (P16-0014).

Record Plat: “Subdivision Plat Keswick” by Webb and Associates, dated December 6, 2016, revised February 24, 2017, approved by Spotsylvania County Planning Department on June 15, 2017, and recorded in the Spotsylvania County Circuit Court Clerk’s Office as Instrument 17-10566.

Current Zoning: Planned Development Housing-5 (PDH-5)

The Applicant, Keswick Land Development Corporation, a Virginia corporation, and the Owners Keswick Land Development Corporation, a Virginia corporation (Owner of TM 47-25-1, 47-25-4 thru 47-25-8), Keswick Senior Apartments, LLC, a Virginia limited liability company (Owner TM 47-25-3), and Keswick Apartments I, LLC (Owner of TM 47-25-2) (hereinafter collectively "Applicant"), are seeking to amend the proffers approved in connection with the approved rezoning known as Keswick (R10-0005) of its parcels of land known as Tax Map Parcels 47-25-1 thru 47-25-8 (“Property”).

The Applicant on behalf of itself, and its successors and assigns, hereby voluntarily proffers the following in the event that the Property is rezoned as herein described by the Board of

Supervisors of Spotsylvania County, Virginia. These Proffers shall become effective only upon the full and final approval of the instant Proffered Condition Amendment application for the Property by the Spotsylvania County, Virginia Board of Supervisors, and the expiration of any applicable appeal period to the said approval. In such event the development of the Property shall be in conformance with the following proffers, pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended; and also pursuant to Section 23-4.6.3 of the Zoning Ordinance of Spotsylvania County, Virginia (1995 amended) (the "Ordinance"). These proffered conditions ("Proffers") are the only conditions offered on this rezoning, and any prior proffered conditions on the Property are hereby superseded by these proffers and any and all previous proffers on the Property are hereby void and of no further force and effect. Wherever the terms of these Proffers refer to the affirmative obligations of the Owner or Applicant, such obligations shall run with the land only, and shall be the obligation of the owner of the land at the time of its development.

I. LAND USE

A. Generalized Development Plan. The development of the Property shall be in substantial conformance with the Generalized Development Plan-Graphic ("GDP") by Webb and Associates dated July 1, 2010, last revised on February 16, 2011 and the Generalized Development Plan – Narrative dated July 1, 2010, and last revised February 16, 2011. Notwithstanding the statement of substantial conformance, all lot lines, lot sizes, minimum yard requirements, building envelopes, building sizes, building locations, public or private road locations, driveway locations, trail locations, utility locations, storm water management facilities and dimensions of undeveloped areas shown on the GDP are subject to modification and/or change due to requirements of final engineering and/or compliance with governmental regulations including, but not limited to USACE, DEQ, VDOT, DHR etc..

B. Land Uses. Keswick will consist of five (5) landbays as described in GDP. The landbays will be developed as follows:

(i) Landbay A (Keswick Gardens) – will consist of a maximum of 240 garden-style apartments with associated facilities and recreational facilities for the use of the residents of Keswick. None of the apartments shall have more than three (3) bedrooms. No more than fifty (50) of the apartments shall have three (3) bedrooms. At least twenty (20) of the apartments shall have no more than one (1) bedroom.

(ii) Landbay B (Keswick Commons) – will consist of a maximum of 90 single family, attached, townhouses and recreational facilities for the use of the residents of Keswick.

(iii) Landbay C (Keswick Villas) - will consist of a maximum of 84 single family, attached, villas which will be age-restricted, as defined in Section I(E) hereof, and recreational facilities for the use of the residents of Keswick.

(iv) Landbay D (Afton at Keswick) – will consist of a maximum of 150 single family, detached, residences and recreational facilities for the use of the residents of Keswick.

(v) Landbay E (Keswick Park) – will consist of the 36 acre public community park, a maximum of 100 age-restricted, apartments, as defined in Section I(E) hereof, and an assisted living facility with a maximum capacity of 100 residents.

C. Excluded Uses. The development of the Property and types of land use permitted on the Property are as shown on the GDP, and as permitted under the PDH-5 District. Notwithstanding Keswick Amended Proffer Statement – 09-10-18

anything to the contrary herein contained, the Property shall not be used for the following principal uses or secondary uses:

- (1) Personal service establishment;
- (2) Bus or railroad station; however, bus stops and bus stop shelters shall be allowed;
- (3) Business service center;
- (4) Eating establishment;
- (5) Financial institution without drive-in window;
- (6) Financial institution with drive-in window;
- (7) Indoor athletic facilities;
- (8) Indoor commercial recreation facilities;
- (9) Marinas, docks and boating facilities, commercial;
- (10) Private schools;
- (11) Repair service establishments;
- (12) Wetland mitigation bank;

D. Restricted Uses. The development of the Property and types of land use permitted on the Property are as shown on the GDP, and as permitted under the PDH-5 District. Notwithstanding anything to the contrary herein contained, if any portion of the Property is used for the secondary use of Office then the total square footage of the Office Uses on the Property shall not exceed 3,000 square feet, and if any portion of the Property is used for the secondary use of Retail sales Establishment, then the total square footage of the Retail Sales Establishment Uses on the Property shall not exceed 2,000 square feet.

E. Phasing of Residential Buildout. To reduce the risk of stress on the County's school attendance zones and other public facilities, the total number of building permits for single family detached units and/or the unrestricted single-family attached units shall not exceed 100 in any one calendar year.

The assisted living facility and the age-restricted apartments in Keswick Park, the unrestricted apartments located in Keswick Gardens, and the age-restricted single family attached units in Keswick Villas shall be excluded from, and shall not count against, this limitations. The Applicant shall have the right to allocate among the residential units in Keswick which units have the right to apply for building permits in any particular year.

E. Age Restricted Housing. The age restricted villas and apartments will be subject to recordable covenants which run with the land. The covenants shall provide, at a minimum, that:

- (1) The housing shall be intended for persons age 55 or older; and
- (2) At least 80 percent of the occupied units shall be occupied by at least one person who is 55 years of age or older in accordance with all applicable state and federal laws, regulations and requirements; and
- (3) There shall be a restriction placed in the deeds of each of the age-restricted units, and in the covenants of Keswick Villas, and in the leases for the age-restricted apartments that no person under the age of 18 will reside in the units for a period in excess of thirty (30) days.

F. Boundary Line Fence. The Applicant shall provide for the construction of a boundary line fence, generally along the property line between Keswick and Spotslee subdivision. The purpose

Keswick Amended Proffer Statement – 09-10-18

of the fence shall be to clearly delineate the boundary between the two properties. It is not intended to serve as a privacy or security fence. The general location and proposed design of the fence is shown on the GDP; however, the exact placement and design of the fence shall be determined during the site plan approval process. To preserve the existing natural buffer and for other bona fide planning and design purposes, upon the approval of the Planning Department Director, sections of the fence may be omitted or located off of the boundary.

II. KESWICK PARK (PUBLIC) SITE

The Applicant will donate a 36.0376 +/- acre site, identified on the GDP as “Keswick Park Site” to Spotsylvania County. The Applicant will build an improved park on the site.

A. Development of Park. The Applicant shall develop Keswick Park as generally shown on the GDP. The park will be developed in two phases as described below. Prior to, or concurrent with, the construction of Phase I of the park, the Applicant shall (i) obtain site plan approval for, and (ii) post all surety bonds for, and (iii) initiate construction of the public roads, water and sewer to serve the park site. The improvements contained in each of the two phases shall be as set forth in the specifications contained in the attached Exhibit A and such specifications shall govern over any description shown on the GDP-Graphic or included in the GDP-Narrative. A general description of the two phases of the park is:

(i) Phase I. For Phase I of Keswick Park, the Applicant shall construct the following improvements in Keswick Park, as shown on the GDP as “Keswick Park - Phase I Improvements”:

- (a) Entrance from Keswick Drive; and,
- (b) a paved parking lot for at least 180 vehicles; and,
- (c) Public Bathrooms and maintenance/storage facility; and,
- (d) Two (2) little league baseball diamonds with fencing.

The Phase I improvements shall be “Completed” (as described in (C) below) before the issuance of the 260th residential occupancy permit in Keswick.

(ii) Phase II. For Phase II of Keswick Park, the Applicant shall construct the following improvements in Keswick Park, as shown on the GDP as “Keswick Park – Phase II Improvements”:

- (a) Two (2) Soccer Fields with fencing and goals; and,
- (b) Two (2) Tennis Courts with fencing, nets, and lights.
- (c) One (1) Picnic Pavilion;
- (d) Two (2) Horseshoe Pits;
- (e) One (1) Tot Lot/Playground
- (f) Completion of that portion of the Keswick Nature Trail located in the Park, as shown on the GDP;
- (g) Storm water Management Facilities and Irrigation Facilities.

The Phase II improvements shall be “Completed” before the issuance of the 260th residential occupancy permit in Keswick.

B. Irrigation System Details. The Applicant will install a main to provide a future connection from the irrigation system to the public water system; however, the Applicant will not be responsible for the actual connection of the irrigation system to the public system, nor shall the Applicant be responsible for any fees, such as connection fees, availability fees, impact fees, etc. for the actual connection of the irrigation system to the public water system.

C. Completion of Improvements.

(1) Phase I. For Phase I of Keswick Park, the improvements shall be considered “Completed” upon all of the following:

- 1) Keswick Drive has been constructed to the stage of base coat of asphalt to the park entrance; and,
- 2) The public water and sewer mains serving the park have been approved by the Utilities Department; and,
- 3) Entrance drive and parking lot(s) have been constructed to the stage of base coat asphalt; and,
- 4) An Occupancy Permit has been issued for the public bathrooms and maintenance/storage facility.
- 5) The baseball diamonds have been completed to the stage that the grass has been planted, and the construction has been approved by the Parks & Recreation Department.

Notwithstanding any punchlist items, if any of the improvements have been approved for use (temporary or permanently), then the requirement for that improvement shall be considered to be met.

(2) Phase II. For Phase II of Keswick Park, the improvements shall be considered “Completed” upon all of the following:

- 1) An Occupancy Permit has been issued for the picnic pavilion.
- 2) An Occupancy Permit for the Tot Lot, or if not required, then approval of the Tot Lot by the Parks & Recreation Department.
- 3) The soccer fields and soccer goals have been completed to the stage that the grass has been planted, and the construction has been approved by the Parks & Recreation Department.
- 4) The tennis courts, horseshoe pits and nature trail have been completed, and the construction has been approved by the Parks & Recreation Department;
- 5) The Storm Water Management Facilities and Irrigation Facilities have been constructed and accepted by the Environmental Engineering and Parks & Recreation Departments, or a bond has been posted for any remaining items.

(3) Completion of Park. For the purposes of this proffer of construction of the park, the entire park shall be considered to be completed when (i) Phase I and Phase II have each been Completed; and, (ii) all public improvements (roads, water and sewer) have been accepted by the County (and VDOT where appropriate) or have proper bonds in place to ensure their completion; and, (iii) all punchlist items on the structures and recreational facilities have been completed and approved by the County, (iv) all soil and erosion

facilities have been accepted by the county or have proper bonds in place to ensure their completion.

D. Modifications. The types of park facilities, timing of construction, phasing, design of facilities and location of the facilities may be modified from time to time to better suit the then current needs of the County. Such modifications shall require the agreement of the Applicant, Parks & Recreation Department and Planning Department. The Applicant shall have the right to modify the boundary lines of the park, and to establish such easements as are necessary for the proper development of Keswick and any adjoining property, so long as the modifications or easements do not significantly adversely affect the parking lot, bathhouse, two soccer fields, two baseball diamonds, two tennis courts, playground, picnic pavilion, horseshoe pits, (hereinafter “Active Recreational Facilities”) in the park.

E. Dedication of Park. Once the Phase I improvements have been Completed, the Applicant shall offer to lease the Phase I park facilities to the County for no more than \$1.00 per year, with the Phase I park facilities to be maintained by the County, and upon such other terms as the County and Applicant agree. Once the entire park has been Completed, the Applicant shall dedicate the park to the County free of all liens and encumbrances, except for those easements allowed hereby. The Applicant reserves the right to locate utilities, including a sewer pump station, storm water management facilities and other infrastructure required for the orderly development of Keswick, in the Park, so long as such improvements do not materially impact the use of the Active Recreational Facilities of the Park, and the lease and dedication of the Park shall be subject to such utility, drainage and storm water management and other easements which the Applicant requires for the orderly development of Keswick.

F. Lighting of Park. The soccer fields, playground, pavilion, and nature trail shall not be lighted for use after dark; however, the County may install such lights as it deems necessary for safety purposes. The Applicant will install lighting for the tennis courts, public bathrooms and related parking areas.

III. TRANSPORTATION PROFFERS

A. Not Applicable.

B. Trail Network: The Applicant will provide an integrated system of trails and sidewalks. In addition to the internal sidewalks in each Landbay, Keswick will provide the following primary trails:

1) Keswick -Village Center Connector Trail – This 1440’ long multi-purpose trail along the south side of Robert E. Lee Drive will provide a pedestrian and bicycle link between Keswick and the Spotsylvania Courthouse Village Center. The Applicant shall make a reasonable attempt to acquire easements for the construction and maintenance of the trail at no cost to the Applicant or the County. If the Applicant determines that it is unable to build any portion of the trail due to a lack of easements, public right-of-way, design deficiencies, or upon request of the County, then the Applicant shall provide notice of any such obstacles to the County. The County shall have the option to remove one or more of the obstacles by taking Keswick Amended Proffer Statement – 09-10-18

whatever action the County deems necessary. After the County has had at least ninety (90) days to remove any obstacles, the Applicant shall construct as much of the trail as is practicable and shall pay a sum equal to the estimated costs of completion (including any costs of right-of-way acquisition) of the trail into the Spotsylvania County Sidewalk Fund for Livingston District. The trail shall be constructed (or the funds deposited into the sidewalk fund) prior to the issuance of the 320th residential occupancy permit for Keswick. Upon completion of the trail, the Applicant shall dedicate to the County whatever interest it may have in the trail and the property upon which it is located.

2) Keswick Nature Trail – This multi-purpose trail of approximately 3400 feet long will begin at Keswick Drive and will follow Lake Anna Parkway, pass along the creek, loop around the park and will reconnect to Keswick Drive. This trail will be constructed prior to the issuance of an occupancy permit for any residential unit in the Keswick Gardens Landbay. Upon completion of the trail, the Applicant shall dedicate to the County an easement for the use and maintenance of the trail. The Applicant reserves the right to re-locate the trail and the easement; however, the relocated trail shall perform substantially the same function as the trail shown on the GDP, and the Applicant shall be responsible for all costs of relocating and/or reconstructing the trail.

3) Keswick Drive Trail/Sidewalk – There will be a 2300' long multi-purpose trail/sidewalk beside Keswick Drive from Lake Anna Parkway to the future Massaponax Church Road Extension. This trail shall be constructed in phases along with the appropriate phases of Keswick Drive.

4) Future Trail Connection – Keswick will dedicate a 20' wide easement from Lake Anna Parkway to the cul-de-sac of Robert E. Lee Drive in the location shown on the GDP-Graphic as "Prop. 20' Public Trail Esm't."

5) Trail Ownership, Access and Maintenance – Any portion of the trails of Keswick which are located on County owned property, VDOT right of way, or otherwise located outside of the Keswick community boundaries, and the Future Trail Connection shall be dedicated to the County (to be County owned and maintained), and are identified on the GDP as "County Dedicated Trail". Those portions of the Keswick Nature Trail, Keswick-Village Connector Trail and the Keswick Drive Trail which are not dedicated to the County (identified on the GDP as "Public Association Trails") will be conveyed to the Keswick Community Association and will be maintained by the Association. These trails shall be open for use by the public subject to such reasonable rules and regulations adopted by the Community Association. All other trails in Keswick (those labeled on the GDP as "Private Association Trails" or not labeled) will be conveyed to the Community Association and shall be maintained by the Association, and the Association may limit access to such trails to residents of Keswick and may adopt such rules and regulations governing the use of such trails as it may deem appropriate.

D. Fred Bus System: The Applicant will provide an opportunity to integrate Keswick with the Fredericksburg Regional Transit System ("Fred"). Keswick Drive will include one bus turnout and bus stop shelter to facilitate Fred bus stops in Keswick. If the Planning Department determines during the site plan review for Section 1 of Keswick that an additional bus stop is

Keswick Amended Proffer Statement – 09-10-18

desired for Fred and/or the county school buses, then the Applicant shall construct an additional bus stop and shelter. The bus stop(s) shall be constructed in the general location shown on the GDP; however, alternative location(s) determined by the Applicant and the County at the time of the site plan approval of the first section of the project may be utilized. The bus stop(s) and shelter(s) shall be constructed at the time that the road adjacent to the bus stop is constructed. The bus stop(s) and shelter(s) shall be built to the specifications shown on the GDP, or to such alternative specifications as the Applicant and County Planning Department agree. The bus turnout(s) and shelter(s) shall be treated as transportation improvements for the purposes of the posting of improvement bonds, inspections and acceptance by the County.

Within sixty (60) days after notice to the Applicant that Fred has begun to provide regular bus service to Keswick, Applicant shall pay \$25,000.00 to Fred to help offset any costs incurred in establishing such service.

IV. ENVIRONMENT

A. Low Impact & Sustainable Development Practices. A minimum of twenty percent (20%) of the treatment of stormwater on the Property shall be by means of Low Impact Development ("LID") practices. Treatment shall consist of directing at least 20% of the stormwater from impervious surfaces, or surfaces which would typically be impervious except for utilizing LID practices, to an approved LID practice in accordance with local and state LID guidelines. Examples of typical practices may include infiltration practices, bioretention and biofiltration practices, compost amended soils, tree box filters, permeable pavement surfaces, or other such LID measures. Other new or innovative LID practices may be allowed on a case by case basis by Spotsylvania County to satisfy the terms of this proffer condition.

B. Lighting Standards. In Keswick, all lighting shall be located, screened or shielded so that adjacent residential lots are not directly illuminated. Lighting shall be designed with shields and directed down "down lighting" in order to minimize, and to the extent possible eliminate, the potential for glare. Further, all lighting shall be subject to the following:

1) all luminaries used for mounting on light poles are to be classified by the IES as "full cut-off" style;

2) the luminaire must not exceed lumen ratings for the mounting heights listed. Mounting height is defined as a measurement from the finished grade of the reflector to the center of the arc tube:

a) Less than 10 feet -limit of 10,000 lumens maximum of two fixtures per pole,

b) 11-15 feet -limit of 16,000 lumens maximum of two fixtures per pole,

c) 16-20 feet - limit of 32,000 lumens maximum of two fixtures per pole or limit of 1 fixture totaling 50,000 lumens (20 feet only),

d) 21-25 feet – limit of 50,000 lumens maximum of two fixtures per pole or limit of 1 fixture totaling 80,000 lumens (25 feet only)

3) All poles that are installed within 50 feet of adjacent streets or residentially zoned properties are to utilize reflector systems that are directional, and cast the light directly inward toward the Property.

4) Where wall mounted luminaries are used, they must also be IES "full cut off" style, however, directional fixtures may also be used as long as the same face downward or toward the

face of the building. The lamps of these fixtures may not be visible from any angle except from directly underneath or inside the building itself. In case of any conflict between this proffer IVB and Spotsylvania County Ordinances existing at the time of construction plan approval, the more restrictive provision of this proffer IVB and the ordinance shall govern.

V. RECREATIONAL AMENITIES, PARKS AND PEDESTRIAN ACCESS

The Applicant shall construct recreational amenities, parks and pedestrian/bicycle connections within the Property as further described below, with such construction to be done in phases and in conjunction with the development of the adjacent neighborhoods within the Property and the construction of the adjacent streets and infrastructure. These recreational amenities shall meet or exceed the requirements of Ordinance Section 23-6.12.6(f)2.

A. Community Center. The Applicant shall construct a community center which shall include a clubhouse building and a swimming pool, and at least one other recreational amenity such as, but not limited to, a tot lot, a picnic area, or tennis court, with the actual design and size to be determined by the Applicant, but in no event shall the clubhouse building contain less than 4,000 square feet of usable area. The Community Center shall be substantially completed prior to the issuance of the 260th residential occupancy permit. The Community Center is estimated to cost approximately \$725,475.00, as shown on the engineer's estimate filed with the Planning Department, and shall meet or exceed the expenditure requirements of Section 23-6.12.6(f)2.

B. Tot Lots and Pocket Parks. The Applicant shall construct a series of Tot Lots and Pocket Parks on the Property, which shall be available primarily for the use by the residents of Keswick. There will be at least three Tot Lots, in the locations shown on the GDP-Graphic. The Tot Lots shall include, at a minimum, the features shown on the GDP-Graphic.

VI. AFFORDABLE HOUSING

At least ten percent (10%) of the dwelling units located in Keswick shall be designated as "Affordable Dwelling Units." Affordable Dwelling Units shall be so designated at the time of occupancy permit application. The Affordable Dwelling Units shall be dispersed amongst at least three of the Landbays, and no more than three (3) Affordable Dwelling Units may be contiguous to each other. Affordable Dwelling Units shall be reserved to purchasers or renters with a household earning one hundred percent (100%) or less of the area income, adjusted for family size, which can be rented or purchased for a monthly payment of no more than thirty percent (30%) of household income, using the following formula: Gross Annual Income / 12 months = Gross Monthly Income; Gross Monthly Income * 30% = Monthly Allowable Housing Expense. These restrictions shall apply only to the initial sale or rental of the property and shall not restrict any resale or re-rental.

Witness the following signatures:

Owner Parcel TM 47-25-2

Keswick Apartments I, LLC, a Virginia limited liability company

By: HF Keswick Apartments I, LLC, Its Managing Member

By: HF Keswick Blocker LLC, its Co-Managing member

By: The Humanities Foundation, Inc., Its Sole Member

By: Tracy T. Doran
Tracy T. Doran, President

STATE OF South Carolina,
CITY/COUNTY OF Charleston, to-wit:



The foregoing instrument was this 10th day of September, 2018, duly acknowledged before me by Tracy T. Doran, as President of The Humanities Foundation, Inc., a South Carolina corporation, on behalf of the corporation.

My commission expires: 1/31/2024

Tracy T. Doran
Notary Public # N/A

Owner Parcel TM 47-25-3

Keswick Senior Apartments, LLC, a Virginia limited liability company

By: HF Keswick Senior, LLC, Its Managing Member

By: The Humanities Foundation, Inc., Its Sole Member

By: Tracy T. Doran
Tracy T. Doran, President

STATE OF South Carolina,
CITY/COUNTY OF Charleston, to-wit:



The foregoing instrument was this 10th day of September, 2018, duly acknowledged before me by Tracy T. Doran, as President of The Humanities Foundation, Inc., a South Carolina corporation, on behalf of the corporation.

My commission expires: 1/31/2024

Tracy T. Doran
Notary Public # N/A

Owner Parcels TM 47-25-1, 47-25-4 thru 47-25-8

Keswick Land Development Corporation, a Virginia corporation

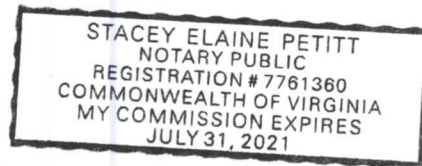
By: _____
James E. Jarrell, III, President

COMMONWEALTH OF VIRGINIA,
CITY OF FREDERICKSBURG, to-wit:

The foregoing instrument was this 10th day of September, 2018, duly acknowledged before me by James E. Jarrell, III, as President of Keswick Land Development Corporation, a Virginia corporation, on behalf of the corporation.

My commission expires: July 31, 2021

Stacey Elaine Pettit
Notary Public # 7761360



Keswick Proffer Summary Charts

UNIT CALCULATIONS AND PUBLIC FACILITY COSTS CALCULATIONS						
	Single-family	Townhouse	Multi-family	Age Restricted Townhouse	Age Restricted Apartment	GRAND TOTAL
# Units Proposed	150	90	240	84	100	664
# By-right Units	-30	0	0	0	0	-30
TOTAL NEW UNITS REQUESTED	120	90	240	84	100	634
PUBLIC FACILITY CATEGORY						
Fire & Rescue	\$218,520	\$125,550	\$239,520	\$82,992	\$98,800	\$765,382
Libraries	\$84,120	\$48,330	\$91,440	\$32,004	\$38,100	\$293,994
Parks & Rec.	\$211,200	\$121,320	\$229,200	\$80,220	\$95,500	\$737,440
Schools	\$2,210,160	\$1,143,000	\$833,520	\$0	\$0	\$4,186,680
Transportation	\$1,004,880	\$577,260	\$1,090,560	\$381,696	\$454,400	\$3,508,796
Law Enforcement	\$17,040	\$9,810	\$18,480	\$6,468	\$7,700	\$59,498
Govt. & Judicial	\$174,600	\$100,260	\$189,360	\$66,276	\$78,900	\$609,396
Solid Waste	\$73,680	\$42,300	\$79,920	\$27,972	\$33,300	\$257,172
TOTAL COST	\$3,994,200	\$2,167,830	\$2,772,000	\$677,628	\$806,700	\$10,418,358

CONTRIBUTIONS AND DEDICATIONS DETAILED IN THE PROFFER STATEMENT				
Public Facility Category	Total Calculated Cost of Public Facility Needs	Type of Proffer (cash, land, etc.)	Value of Proffer	Difference
Fire & Rescue	\$765,382	None	\$0	\$765,382
Libraries	\$293,994	None	\$0	\$293,994
Park Land	\$737,440	Keswick Park	\$6,942,500	-\$6,205,060
Schools	\$4,186,680	None		\$4,186,680
Transportation	\$3,508,796	N/A	\$0	
		Keswick-Village Connector Trail	\$108,000	
		Keswick Nature Trail	\$489,330	
		Fred Bus Service Grant	\$25,000	
		Fred Bus Stop	\$77,500	\$2,808,966
Law Enforcement	\$59,498	None	\$0	\$59,498
Gov't & Judicial	\$609,396	None	\$0	\$609,396
Solid Waste	\$257,172	None	\$0	\$257,172
TOTAL	\$10,418,358		\$7,642,330	\$2,776,028

PROFFERED PHASING AND TIMING OF CONTRIBUTIONS AND DEDICATIONS	
Phase or Contribution/Dedication	Timing
Section 1 (100 Units) Towns & SFR	Year 1 (Estimated CY2012)
Construction of Keswick Nature Trail	Prior to any Residential Occupancy Permit in Keswick Gardens
Construction of Keswick Drive Trail	Concurrent with Construction of Contiguous parcels
Section 2 (100 Units) Towns & SFR	Year 2 (Estimated CY2013)
Phase I of Keswick Park	Prior to 130th Residential Building Permit
Section 3 (40 Units) Towns & SFR	Year 3 (Estimated CY2014)
N/A	
Phase II of Keswick Park	N/A
Construction of Community Center	Prior to 260th Residential Building Permit
Construction (or Contribution to Sidewalk Fund) of	Prior to 270th Residential Building Permit
Keswick-Village Center Connector Trail	Prior to 320th Residential Building Permit
Phase III of Keswick Park	
Cash Proffer of \$25,000 to FRED Bus System	Prior to 400th Residential Building Permit
	Payable within 60 days notice of Bus Service to Keswick.

EXHIBIT A

PUBLIC PARK STANDARDS

Keswick park will be a fully developed 36 acre public park featuring 2 soccer fields, 2 baseball diamonds, 2 tennis courts, 2 horseshoe courts, a picnic pavilion, a bathhouse, a playground, nearly $\frac{3}{4}$ of a mile of nature trails, and a 180 space paved parking lot. Below are detailed descriptions of items to be provided within the park.

SOCCER FIELDS

- Two soccer fields shall be provided as shown on the Generalized Development Plan.
- One Field will have a minimum dimension of 300'x160'.
- One Field will have a minimum dimension of 150' x 120'.
- Fields shall consist of native topsoil base with a 2"-4" topping of a sand and compost mixture.
- Fields will be crowned with a cross-slope of 1%.
- Fields will be sprigged with Bermuda grass.
- Permanent underground irrigation facilities will be installed.
- Two soccer goals will be provided for each field.

TENNIS COURTS

- Two tennis courts shall be provided as generally depicted on the Generalized Development Plan.
- The tennis courts shall consist of a hot mix asphalt surface.
- Courts will be sloped from either side to side or end to end between 0.83% and 1.0%.
- The tennis court cross-section shall consist of a minimum of six-inches of compacted VDOT 21A, 2.5-inches of hot mix asphalt, and a liquid applied acrylic surface system.
- Striping and netting shall be provided in accordance with recognized standards.
- A twelve-foot apron shall be provided around the perimeter of the courts.
- Fencing shall be installed within one-foot of the perimeter of the apron.

HORSESHOE COURTS

- Two horseshoe courts shall be provided as generally depicted on the Generalized Development Plan.
- Horseshoe courts shall be constructed to National Horseshoe Pitch Association standards.
- Courts shall include pitching platforms, pits with backboards, and a 4' chain link fence.

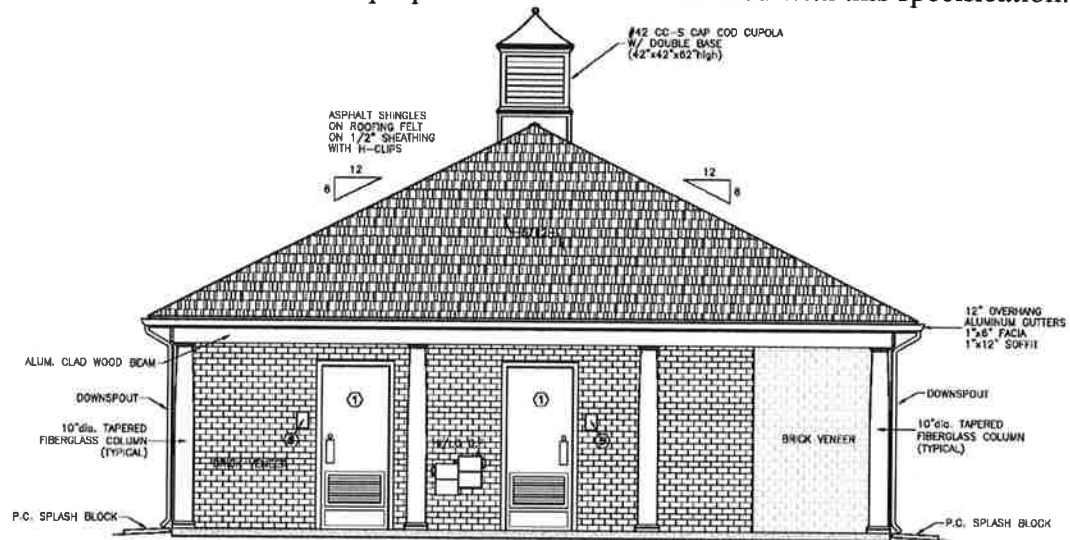
PICNIC PAVILLION

- The picnic pavilion shall be provided in general conformance with the Generalized Development Plan.
- The shelter will be of wood frame and asphalt shingle design which is architecturally complementary to the proposed bathhouse.
- The concrete pad under the shelter shall be a minimum of 1500-square feet. A minimum of four-inches of class A3 concrete shall be provided for the concrete pad.
- A minimum of six eight-foot picnic tables or approved equivalent shall be provided. Tables shall be “park model” tables of commercial quality as acceptable to Spotsylvania County Department of Parks and Recreation.

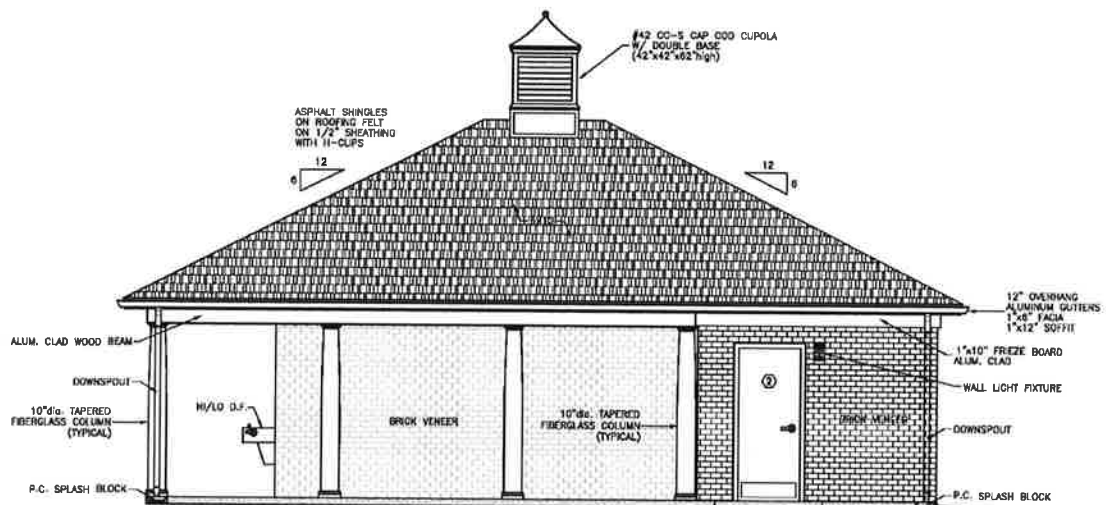


BATHHOUSE

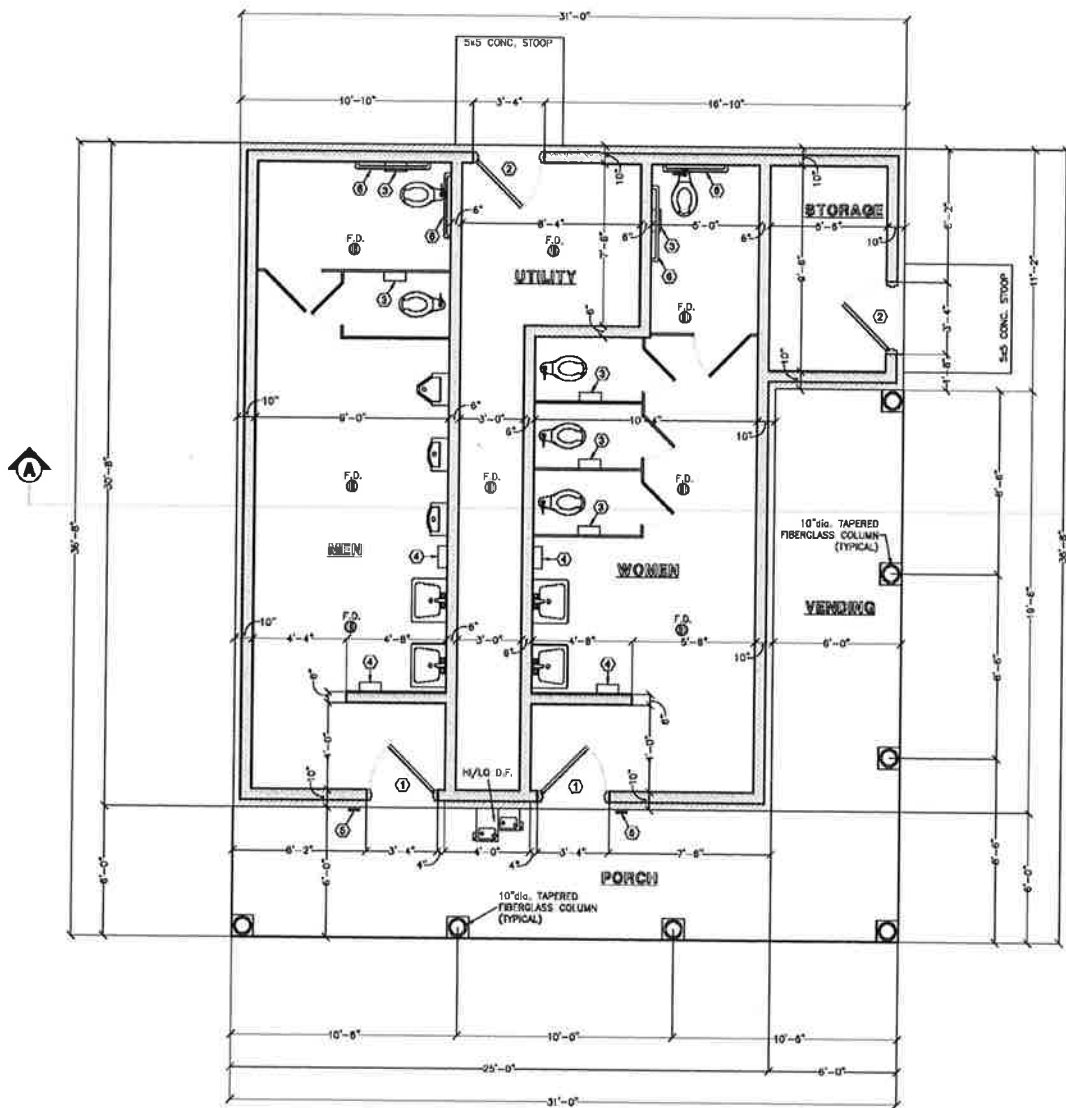
- The bathhouse shall be designed to match the existing bathhouses in Liberty Park and Patriot Park.
- The design shall incorporate equivalent materials and dimensions as the existing bathhouses.
- An elevation of the proposed bathhouse is included with this specification.



Front Elevation



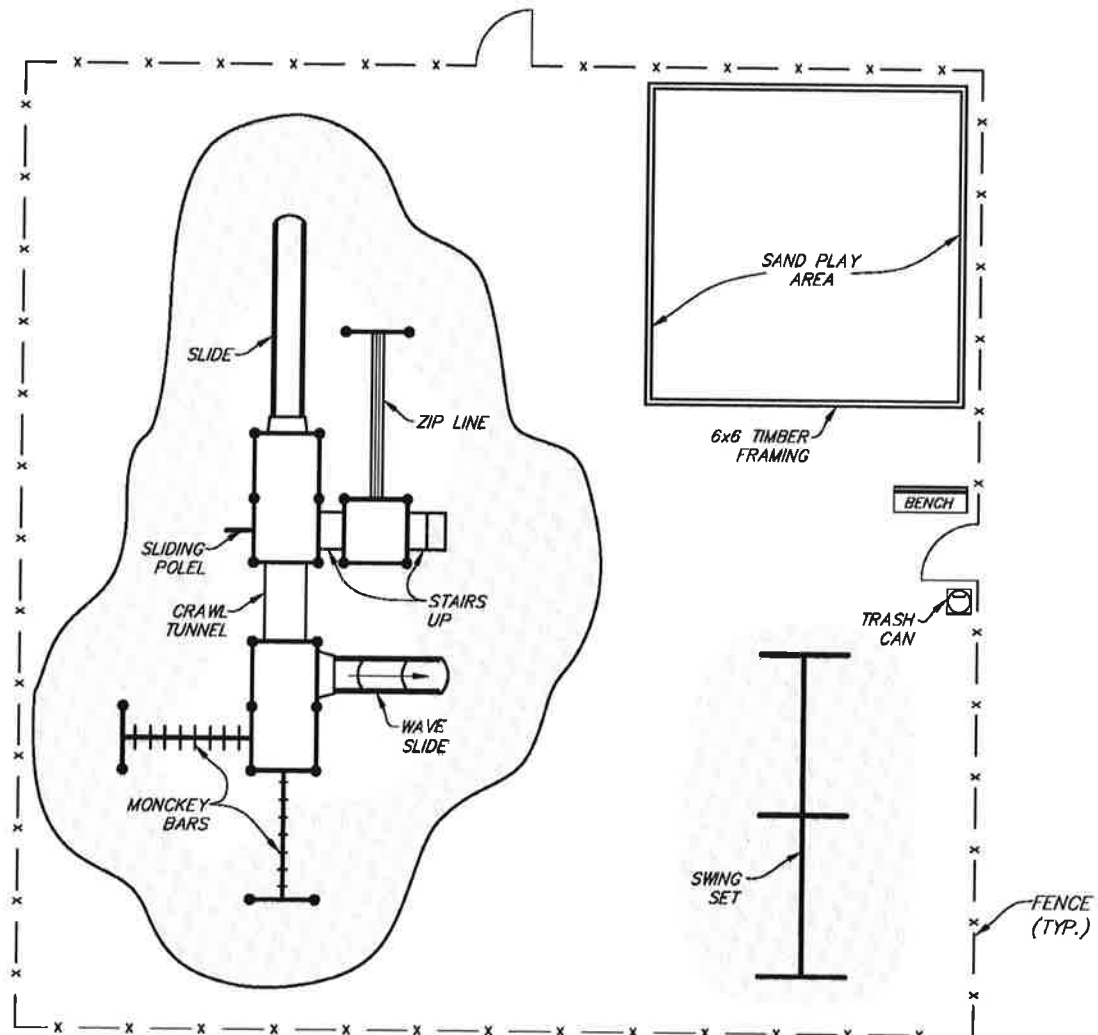
Right Elevation



Floor Plan

PLAYGROUND

- The playground will be constructed in general conformance with the Generalized Development Plan.
- The playground shall consist of a multi-station play structure, sand play area, swing set, and child play area.
- The playground shall also include a park bench and trash receptacle.
- Play structures and items provided within the playground area shall be of commercial grade and manufactured for public use.
- The types of equipment to be provided shall be equivalent to the examples within this section as approved by Spotsylvania County Department of Parks and Recreation.
- A 4' chain link fence will be provided around the playground.



PARKING LOT

- The layout of the parking spaces shall be perpendicular to the drive isles and in general conformance with the Generalized Development Plan.
- The parking lot will consist of 180 parking spaces including handicapped spaces in accordance with ADA requirements.
- Parking spaces will be constructed with the minimum length of 18' and a minimum width of 9'.
- Drive isles will be 24' in width.
- Landscaping within the parking lot will be designed and installed per Spotsylvania County Design Standards Manual and Zoning Ordinance requirements.
- The parking lot will be lit to provide a safe environment, but the maximum illumination will not exceed five tenths foot-candles at the property line.
- The parking lot pavement cross-section shall consist of a minimum of six-inches of compacted VDOT 21A aggregate and two-inches of SM 9.5 hot mix asphalt.

BASEBALL DIAMONDS

- The GDP shall be modified to accommodate two baseball diamonds in place of one of the soccer fields shown on the GDP.
- The dimensions shall be at least those of a 60' basepath Little League Baseball Field.
- Fields shall consist of native topsoil base with a 2"-4" topping of a sand and compost mixture.
- Fields will be crowned with a cross-slope of 1%.
- Fields will be sprigged with Bermuda grass.
- Permanent underground irrigation facilities will be installed.
- A 4' chain link fence will be provided around the fields.