

VOLUNTARY PROFFER STATEMENT

Applicant: BRG Stafford, LLC, a Virginia limited liability company
(the “Applicant”)

Property: Tax Map Parcels 39-8, 39-8B, 39-16C, 39-16F, and 39-16G, containing a
total of approximately 24.273 acres subject to the rezoning (collectively
the “Property”)

Owner: Powell Associates, Inc., a Colorado corporation; and Allen D. Peake
(collectively the “Owner”)

Project Name: “Attain at Stafford” (the “Project”)

Rezoning Request: Conditional rezoning from Agricultural (A-1) to Urban Development
Residential Mixed Use (UD-4) and Urban Commercial (B-2)

Date: April 24, 2023

File No.: **RC**_____

1. General Requirements.

(a) The following proffers are being made pursuant to sections 15.2-2298, 15.2-2303, and 15.2-2303.4, et al. of the Code of Virginia (1950), as amended, and section 28-161, et seq. of the Stafford County Zoning Ordinance. The proffers provided herein are the only proffered conditions offered in this rezoning application and are being provided in accordance with section 15.2-2303.4, et al., of the Code of Virginia 1950, as amended (the “Proffers”). If the Proffers are approved, any prior proffers that affect the Property are hereby superseded by the Proffers, and said prior proffers are thus of no further legal force and effect. In addition and notwithstanding the foregoing, the Proffers are conditioned upon and become effective only in the event the Applicant’s rezoning application number RC_____ is approved (including through applicable appeal periods) by the Stafford County Board of Supervisors (the “County”).

(b) The Property will be generally developed in accordance with that certain master plan titled “ATTAIN AT STAFFORD MASTER PLAN FALMOUTH MAGISTERIAL DISTRICT STAFFORD COUNTY, VIRGINIA” dated April 19, 2023, prepared by Fairbanks & Franklin, which plan is attached hereto and marked as **Exhibit A** (the “Master Plan”). For purposes of the final site and/or subdivision plans, adjustments to the Master Plan may occur for purposes of addressing final site plans, engineering, 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, Army Corps of Engineers, etc., and compliance with the requirements of the County’s development regulations and design standards manual. Notwithstanding the foregoing, any material modifications or adjustments to the final plans, as noted above, will be approved by the County Zoning Administrator

(c) A portion of the Property will be rezoned to the Urban Development Residential Mixed Use (UD-4) zoning district, and include no more than 300 residential multi-family units (singularly “Unit” and collectively the “Units”), and another portion of the Property, including approximately 3.43 acres, will be rezoned to Urban Commercial (B-2) for purposes of developing commercial uses permitted under B-2, all as generally shown on the Master Plan.

2. **Excluded Uses.** Notwithstanding the foregoing, the following B-2 uses may not be developed on the Property:

- Adult day care center;
- Building material sale and storage yard and mulch sale;
- Clinic, medical;
- Club, lodge, fraternal organization;
- Data and computer services centers;
- Farmers market;
- Gift/antique shop;
- Hotel;
- Indoor flea market;
- Lumber/building/electrical/plumbing supply with covered storage;
- Machinery sale and service;
- Motel;
- Place of worship;
- Public facilities/utilities;
- Public works;
- School;
- School, vocational;
- Theater with fewer than 3,500 seats; and
- Wholesale business.

3. **Architecture & Materials.** The architectural design and features of the Units will be in general accordance with the architectural elevations prepared by Bonaventure titled “Attain at Stafford Conceptual Elevation, and dated April 17, 2023, which are attached hereto and marked as **Exhibit B** (“Elevations”). In regard to this Section 2, the Elevations will depict only (1) a commitment to a general type, character, and quality of architectural design and details; and (2) the general types of architectural and decorative elements and features.

4. **Cash Contribution.** Subject to the terms and conditions expressed herein, the Applicant agrees to pay cash proffers in the aggregate amount of **\$2,773,546.75**, all as described and allocated more particularly below. For purposes of the school cash proffer, the current school attendance zones impacted by the Project are Stafford Elementary School, Stafford Middle School, and Brooke Point High School. For purposes of the public safety cash proffer, the current fire and rescue station serving the Property is Station #2 (Stafford). For the purposes of calculating these cash proffers, the number of applicable residential units has been reduced to reflect the four (4)

by-right single family detached units that could be developed under the existing A-1 zoning, which by-right units are exempted under applicable Virginia Code.

The foregoing cash proffer contributions will be allocated and applied to all Units based on the following County public facilities after the by-right distribution:

- (a) **Schools: \$2,717,533.00** (300 Units x \$9,058= \$2,717,533.00)
- (b) **Public Safety: \$56,013.75** (300 Units x \$186.71 = \$56,013.75)

Commencing five (5) years after the approval of this rezoning application, the cash Proffers for each Unit will be adjusted annually on January 1 to reflect any increase for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (the “CPI-U”) prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States Department of Labor. The adjustment will be made by multiplying the Cash Contributions for the preceding year by the CPI-U 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.

The cash proffers described under this Section 4 will be paid after the final inspection and before the County’s approval of a certificate of occupancy permit for each Unit and the subject building in which the Units are located, as applicable.

5. Transportation. In accordance with the Traffic Impact Analysis prepared by Ramey Kemp, dated February 24, 2023, attached hereto and marked as Exhibit C (“TIA”), and as generally shown on the Master Plan, the following in-kind transportation proffers will be constructed or installed as the Project is developed:

- (a) Conversion of the eastbound right-turn lane on Hospital Center Boulevard to free flow operation;
- (b) An eastbound right-turn lane on Hospital Center Boulevard;
- (c) A northbound right-turn lane on Old Potomac Church Road;
- (d) One inbound lane and two outbound lanes on the site driveway at Old Potomac Church Road; and
- (e) Provide Right-In/Right-Out single lane each, including 4' raised concrete median delineation of the northbound Route 1 left-turn lane at the right-in-right-out site driveway.

6. Recreational Amenities. At a minimum and for purposes of the UD-4 zoned portion of the Property, the Applicant will provide the following onsite amenities to be constructed and installed as the Project is developed: (i) pool, (ii) clubhouse, (iii) fitness center, and (iv) two pickle ball courts.

WITNESS the following signatures acknowledging approval and consent of this proffer statement:

APPLICANT:

BRG STAFFORD, LLC,
a Virginia limited liability company

By: BWF Manager, LLC, a Virginia limited liability company, its Manager

By: _____
Dwight D. Dunton, III, Manager

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged on this the ___ day of _____, 2023, by Dwight D. Dunton, III, Manager of BWF Manager, LLC, a Virginia limited liability company, Manager of BRG Stafford, LLC, a Virginia limited liability company, on behalf of the company.

Notary Public

Print Name: _____
My Commission Expires: _____
Registration No.: _____[SEAL]

OWNER

POWELL ASSOCIATES, INC.,
a Colorado corporation

By: _____
Gregory Powell, President/Director

STATE/Commonwealth OF _____,
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _____, 2023, by Gregory Powell, President/Director of Powell Associates, Inc., a Colorado corporation, on behalf of the corporation.

Notary Public

Print Name: _____
My Commission Expires: _____
Registration No.: _____ [SEAL]

OWNER

By: _____
Allen D. Peake, Sr.

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____day of _____, 2023, by Allen D. Peake, Sr.

Notary Public

Print Name: _____
My Commission Expires: _____
Registration No.: _____[SEAL]

Exhibit A

“Master Plan”

Exhibit B

“Elevations”

Exhibit C

“TIA”

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