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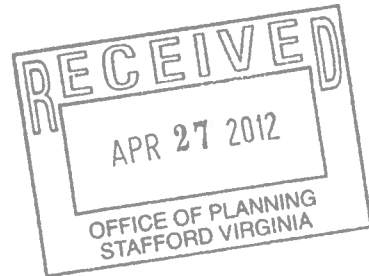
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April 27, 2012

VIA HAND DELIVERY

Susan W. Blackburn
Zoning Administrator
Stafford County
P.O. Box 339
Stafford, VA 22555-0339



Re: Request for Vesting Determination – Aquia Town Center, Assessor’s Parcels 21-49(portion), 21CC-A, 21CC-1 and 21CC-2

Dear Ms. Blackburn:

Enclosed please find an application for a vesting determination for the Aquia Town Center located on Assessor’s Parcels 21-49(portion), 21CC-A, 21CC-1 and 21CC-2 (the “Property”), owned by Ramco Virginia Properties, L.L.C., a Michigan limited liability company and Ramco Aquia Office LLC, a Delaware limited liability company. Please consider this letter as supplemental information for the vesting determination request.

Statutory Vesting Test

As you are aware, the test for determining vesting for zoning is codified at Virginia Code Section 15.2-2307. A landowner must satisfy the three part test and is deemed vested if he

- (i) obtains or is the beneficiary of a significant affirmative governmental act which remains in effect allowing development of a specific project; and
- (ii) relies in good faith on the significant affirmative governmental act; and
- (iii) incurs extensive obligations or substantial expenses in diligent pursuit of the specific project in reliance on the significant affirmative governmental act.

I will address each prong of the test and what I believe is the relevant information necessary for your determination.

Significant Affirmative Governmental Act

In January 2008 Aquia Town Center was rezoned to the P-TND zoning district, with substantial proffers (Ordinance Attached hereto as Exhibit A). Section 15.2-2307 lists seven governmental acts which are deemed to be significant affirmative governmental acts. I believe the first two are relevant to your inquiry. They are (1) the governing body has accepted proffers or proffered conditions which specify use related to a zoning amendment; and (2) the governing body has approved an application for rezoning for a specific use or density. Proffer 1 of Ordinance 008-10 specifies the types, style and density of development. The proffered Regulating Plan further specifies use in the context of the P-TND zoning district. The proffer states that “[t]he project will be developed to include a mix of commercial and residential uses developed on the Property, and a maximum of 287 residential units developed on the Property and a maximum of 727,473 square feet of commercial uses.” Further specification in the proffer addresses residential square footage and height of buildings. In my view this proffer satisfies either of the significant affirmative governmental acts noted above.

Good Faith Reliance

The second prong of the statutory vesting test has prompted the least discussion since it goes without saying that if the landowner takes any extensive or substantial subsequent action in reliance on the significant affirmative governmental act the prong is satisfied. Thus, the analysis shifts to the third prong of the test and if that prong is satisfied prong two is also satisfied, unless the landowner should have known not to incur extensive obligations or significant expenses related to the property, which would be a most unusual circumstance.

Extensive Obligations and Substantial Expenses

The third prong of the vesting test may be satisfied by either “**extensive obligations or substantial expenses** in diligent pursuit of the specific project in reliance on the significant affirmative governmental act” (emphasis added). In the case of Aquia Town Center we have both the extensive obligations and substantial expenses. I have attached a summary of both the obligations and expenses incurred by the land owner. The backup documentation is within my possession, at least electronically, and I will be happy to forward it to you if necessary for your review. It is extensive.

The only legal guidance of the sufficiency of obligations and expenses occurs in the cases that follow. In **Stafford County Board of Supervisors v. Board of Zoning Appeals**, Case No. 2000-505, the Stafford County Circuit Court issued an opinion in a vested rights case that held “[t]hat the landowners incurred substantial expenses, approximately \$20,000, in diligently pursuing the project from 1989 through 1995. In **City of Suffolk v. Board of Zoning Appeals for the City of Suffolk**, 580 SE2d 796 2003), the Supreme Court of Virginia concluded that a landowner’s expenditure of “. . . over \$158,000 between 1993 and 1998 toward the development of the Property” constituted substantial expenses. As recently as September 12, 2011 in

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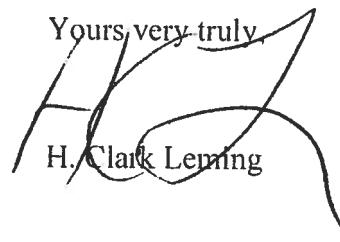
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In Re: September 28, 2010 Decision of the Board of Zoning Appeals of Stafford County, Virginia – Appeal A10-1/1000030 (Case No.: CL100001425-00), the Stafford County Circuit Court found that the landowner's expenditures associated with erosion and sediment control design for an existing road and turnaround as well as engineering for the subject lot constituted substantial expenses in diligent pursuit of a specific project. In that case, the landowner paid a \$500 grading permit fee to the County, incurred a cost of \$17,312.50 for site engineering and erosion and sediment control, and posted a bond of \$34,648.

None of the foregoing cases address the issue of extensive obligations. However, the expenses incurred by Ramco Virginia Properties, L.L.C. and Ramco Aquia Office LLC far exceed any of the totals in the foregoing cases and I believe are more than sufficient to satisfy the third prong of the vesting test.

Based on the foregoing, I request that you find the Aquia Town Center, as such was rezoned in 2008, to have met the requirements of the statutory vesting test, Section 15.2-2307.

Yours, very truly,

A handwritten signature in black ink, appearing to read 'H. Clark Leming', is written over the typed name. The signature is stylized and somewhat cursive.

H. Clark Leming

cc: Ed Wisner

Enclosures