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May 4, 2018

Susan W. Blackburn, Zoning Administrator
Stafford County Department of Planning & Zoning
P.O. Box 339
Stafford, Virginia 22555



RE: Request for Determination
Recreational Business Campus Permissible Use

Dear Ms. Blackburn,

I represent Celebrate Virginia Warehouse & Flex Space I, LLC, a landowner within the Celebrate Virginia North development (the "Project"). My client is in receipt of the attached letter from Legacy Engineering dated March 20, 2018, as shown in Exhibit A, which notified my client of a pending submission of an application for Preliminary Plan for 125 age-targeted villa and multi-family residential units (the "Development Proposal") on Parcel 44W-2 within the Project.

As you are aware, my client submitted a zoning amendment request for age-restricted housing within the Project in December, 2017. Mr. Chris Hornung, who is a representative of my client, submitted a letter to Jeff Harvey dated January 10, 2018, as shown in Exhibit B, providing reasons why the Development Proposal is not a permitted use on Parcel 44W-2 without a similar zoning action. It is my understanding that the County has not responded to my client's legitimate concerns regarding this use.

Therefore, I am requesting your formal determination on the following:

1. Is age-restricted retirement housing a by-right use within the Recreational Business Campus (RBC) zoning?
2. Are there any limitations on the amount of land upon which age-restricted retirement housing can be constructed within the RBC District?
3. Are there any limitations on the location upon which age-restricted retirement housing can be constructed within the RBC District?

4. Does the “Proposed Conditions Land Use Plan – Celebrate Virginia North,” dated August 14, 2015 (the “Land Use Plan”), as shown in Exhibit C, which was submitted and approved as part of O15-37 and O15-38, represent the current “preliminary concept plan” for the Project as described in Sec. 28-39.i.(14)a. Special Regulations of Stafford County’s Zoning Ordinance?
5. Does the Development Proposal property, or a portion thereof, include Pod A3 as shown in Exhibit C?
6. Is Pod A3 identified as a “Retirement/Office/Resort District” as shown in Exhibit C?
7. Is Pod A3 identified as being within the “Office District” as shown in Exhibit C?
8. Is retirement housing listed as a permitted use within the “Office District” as shown in Exhibit C?
9. In what District(s) on the Land Use Plan is age-restricted retirement housing permitted without an amendment to the preliminary concept plan?
10. Does an application for age-restricted retirement housing in any District other than the Retirement/Office/Resort District, as identified on the Land Use Plan, require the submission of a zoning amendment application, preliminary concept plan amendment, and/or proffers?
11. Does a wholesale change to a land pod’s District designation meet the definition of a “material change to the preliminary concept plan” under Sec. 28-39.i.(14)a. Special Regulations of Stafford County’s Zoning Ordinance?
12. Does a wholesale change to a land pod’s District designation (change from one designation to another) require an amendment to the preliminary concept plan?
13. Was a revised preliminary concept plan reviewed and approved by the County as part of O03-40, an ordinance to amend and re-ordain the zoning ordinance for Stafford County by amending the Zoning District Map to amend proffered conditions of Assessor’s Parcels 44-89 and 90 (portion), Hartwood Election District?
14. If yes, did the revised preliminary concept plan identify Pod A3 as an age-restricted retirement land use pod?
15. Was the revised preliminary concept plan considered by the Stafford County Board of Supervisors in concert with the Applicant’s proffered conditions?

16. Did the Stafford County Board of Supervisors approve O03-40, as shown in Exhibit D, to include the amendment of the revised preliminary concept plan and the Applicant's proffered conditions?

17. Does Proffer #5 under O05-40, which states "The Applicant further agrees that retirement housing shall be constructed only on property within the RBC Zoning District that is subject to these proffers," restrict construction of retirement housing on portions of the RBC Zoning District that was not subject to said proffers?

18. Was it the intent of the Stafford County Board of Supervisors, as part of their approval of O05-40, to limit retirement housing within the Celebrate Virginia North RBC District to Land Pods C and D as shown on the preliminary concept plan approved as part of O03-40?

Thank you for your time and consideration. If you have any questions or would like to discuss this matter, please feel free to contact me.

With kindest regards, I am

Very truly yours,

A handwritten signature in black ink, appearing to read "RHS", with a horizontal line extending to the left.

Richard H. Stuart

RHS/dwg



LEGACY ENGINEERING

March 20, 2018

**CELEBRATE VIRGINIA CORPORATE CAMPUS
1201 CENTRAL PARK BLVD
FREDERICKSBURG VA 22401-4912**

Property Owner Tax Map: 44W-5E

Sir or Madam,

This is to notify you that a Preliminary Plan Application will be submitted for approval to the Stafford County Department of Planning and Zoning located at the Stafford County Administration Center, 1300 Courthouse Road, Stafford, VA 22555 on, or about, March 21, 2018.

You may review the application at the above-mentioned address or call (540) 658-8668.

The following information is supplied for your convenience:

Name of Project:	Villas at Celebrate
Name of Applicant:	David Dobson
Address of Applicant:	Lady Olivia @ North Cliff, LLC 9198 North Cliff Lane Rixeyville, VA 22737
Telephone #:	(540) 937-7010
Name of Engineer:	Legacy Engineering, PC
Type of Use:	125 age-targeted villa and multi-family residential units
Specific Location:	Celebrate VA Parkway (approximately 1.4 miles southeast of its intersection with US Route 17) - Stafford, VA County Tax Map 44W, Parcel2
Additional Information:	This application is to add age-targeted units to the Celebrate campus VA Parkway.

Sincerely,

**Sara R. Cushing, PE
Project Engineer**

Exhibit B



Established 1941

January 10, 2018

Mr. Jeff Harvey
Planning Director, Stafford County
Stafford County
1300 Courthouse Rd.
Stafford, VA 22554

RE: Retirement Housing Proposal
Tax Parcel 44W-2
Celebrate Virginia North

Dear Jeff,

As you are aware, the Silver Companies submitted a zoning application in December that proposed additional age-restricted retirement housing within the Celebrate Virginia North development. Our application included the appropriate request to amend the Celebrate Virginia North Generalized Development Plan (GDP), a traffic study, impact analysis, and Intent to submit proffers for Planning Commission and Board of Supervisors consideration.

It has come to our attention that another applicant has recently met with the County and proposes to construct age-restricted retirement housing on a different parcel within the Celebrate Virginia North development, Tax Parcel 44W-2, which is currently identified as an Office Land Use Pod in the approved GDP (see attached). We understand that the applicant has made the argument that the use is permitted by-right under the Recreational Business Campus (RBC) zoning district without proffers or an amendment to the Celebrate Virginia North Generalized Development Plan. This interpretation appears to be based on the belief that there is currently surplus retirement housing density within the project and that while retirement housing is not an allowed use for Tax Parcel 44W-2 on the GDP, changes to the preliminary concept plan are permitted under the provisions of County Code Section 28-39(i)(14). We strongly disagree that this interpretation is correct, and are sharing the following additional information with you before the applicant spends additional time and money pursuing this course.

28-39(i)(14) allows for certain non-material changes to be made to the RBC District at the administrative level and for certain material changes to be made with Planning Commission approval of an amended preliminary concept plan. Material changes include the relocation of land pods and minor adjustments of existing land use pods. The proposal for Parcel 44W-2 is neither relocating nor making minor adjustments to an existing land pod. Our understanding is that the proposal would change the use of an existing Office Land Use Pod to a Retirement Land Use Pod, which does not fall under the definition of changes that can be made under 28-39(i)(14).

Further, we believe that retirement housing on Parcel 44W-2 is also restricted by proffer. Retirement housing was permitted within the Celebrate Virginia North RBC by adoption of Ordinance 03-40, which amended the zoning district map and proffered conditions for Parcels 44-89 and 44-90 (part). Tax Parcel 44W-2 was part of Parcel 44-90 at the time this ordinance was adopted.

BOCA RATON OFFICES

1001 EAST TELECOM DRIVE, BOCA RATON, FL 33431
PH: 561.981.5252 FX: 561.981.5253

METRO WASHINGTON, D.C. OFFICES

1201 CENTRAL PARK BLVD., FREDERICKSBURG, VA 22401
PH: 540.786.1405 FX: 540.786.1406

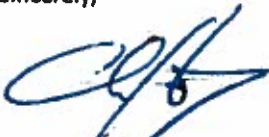
Proffered Condition #5 states:

"The Applicant further agrees that retirement housing shall be constructed only on property within the RBC Zoning District that is subject to these proffers."

Two retirement land use pods were created with O03-40, Pod C and Pod D, as shown on the current GDP. The Applicant, as the owner of Parcel 44-90 (which now includes Parcel 44W-2) at the time, therefore agreed to limit retirement housing on its property to these land pods in proffered condition #5. Therefore, additional retirement housing would not be permitted on Parcel 44W-2 without an amendment to the Celebrate Virginia North GDP and approval of amended proffers.

We believe that after researching this topic further you will agree with our position. I will be calling you later this week to setup a meeting to discuss this matter further.

Sincerely,



Chris Hornung, P.E.
Vice President
Planning & Engineering

Cc: Richard Stuart

**GENERAL ALLOCATION OF USES PERMITTED BY RIGHT
IN THE RESPECTIVE PODS AS MORE SPECIFICALLY DEFINED IN THE LEGEND
BELOW AND AS OTHERWISE ALLOWED BY THE EXISTING RECREATIONAL
BUSINESS CAMPUS ZONING DISTRICT, AS AMENDED.**

Exhibit C

COMMERCIAL

- AUTOMOBILE SERVICE
- BAKERIES
- BARBER/BEAUTY SHOP
- BANK AND LENDING INSTITUTIONS
- BUSINESS SERVICE AND SUPPLY FACILITIES
- CHILD CARE CENTER
- CONVENIENCE CENTER
- CONVENIENCE STORE
- DANCE STUDIO
- DRUG STORE
- DRY CLEANER/LAUNDRY
- FLORESTS
- GIFT/ANTIQUE SHOPS
- HIGH INTENSITY COMMERCIAL RETAIL
- HOTEL/MOTEL
- LOW INTENSITY COMMERCIAL RETAIL
- MEDIUM INTENSITY COMMERCIAL RETAIL
- PUBLIC FACILITY/UTILITY
- RESTAURANT
- RETAIL FOOD STORES
- THEATER
- VEHICLE FUEL SALES

ACREAGE BREAKDOWN

OFFICE DISTRICT	170.01 AC
RETIREMENT/OFFICE/RESORT DISTRICT	346.00 AC
RESORT DISTRICT	633.40 AC
MULTI-FAMILY RESIDENTIAL DISTRICT	24.83 AC
RIGHT-OF-WAY	26.81 AC
TOTAL	1300.85 AC

OFFICE

- ACTIVE RECREATION
- CLINIC, MEDICAL OR DENTAL
- CLUBS, LODGES, FRATERNAL ORGANIZATIONS
- CONFERENCE FACILITY
- CONVENTION FACILITY
- GENERAL OFFICE USE
- HELISTOP
- LABORATORY, DEVELOPMENT, RESEARCH AND TESTING
- LIGHT INDUSTRIAL USE
- LIGHT MANUFACTURING
- MEDICAL/DENTAL OFFICE
- PASSIVE RECREATION
- PRIVATE SCHOOL AND INSTRUCTIONAL FACILITY
- PROFESSIONAL OFFICE
- PUBLIC FACILITY/UTILITY

RESORT

- ACTIVE RECREATION
- AMPHITHEATER
- ATHLETIC FIELDS
- COMMUNITY USE
- CONFERENCE FACILITY
- CONVENTION FACILITY
- EXECUTIVE STYLE HOUSING
- GOLF COURSE
- GOLF DRIVING RANGE AND PRACTICE AREA
- HEALTH/FITNESS CLUB OR SPA
- HORSEBACK RIDING AND STABLES
- HOTEL/MOTEL
- MANNA
- PARKS AND PLAYGROUNDS
- PASSIVE RECREATION
- PRIVATE SCHOOL AND INSTRUCTIONAL FACILITY
- PROFESSIONAL OFFICE
- PUBLIC FACILITY/UTILITY
- RECREATIONAL ENTERPRISE
- RECREATIONAL FACILITY
- RESTAURANT

RETIREMENT

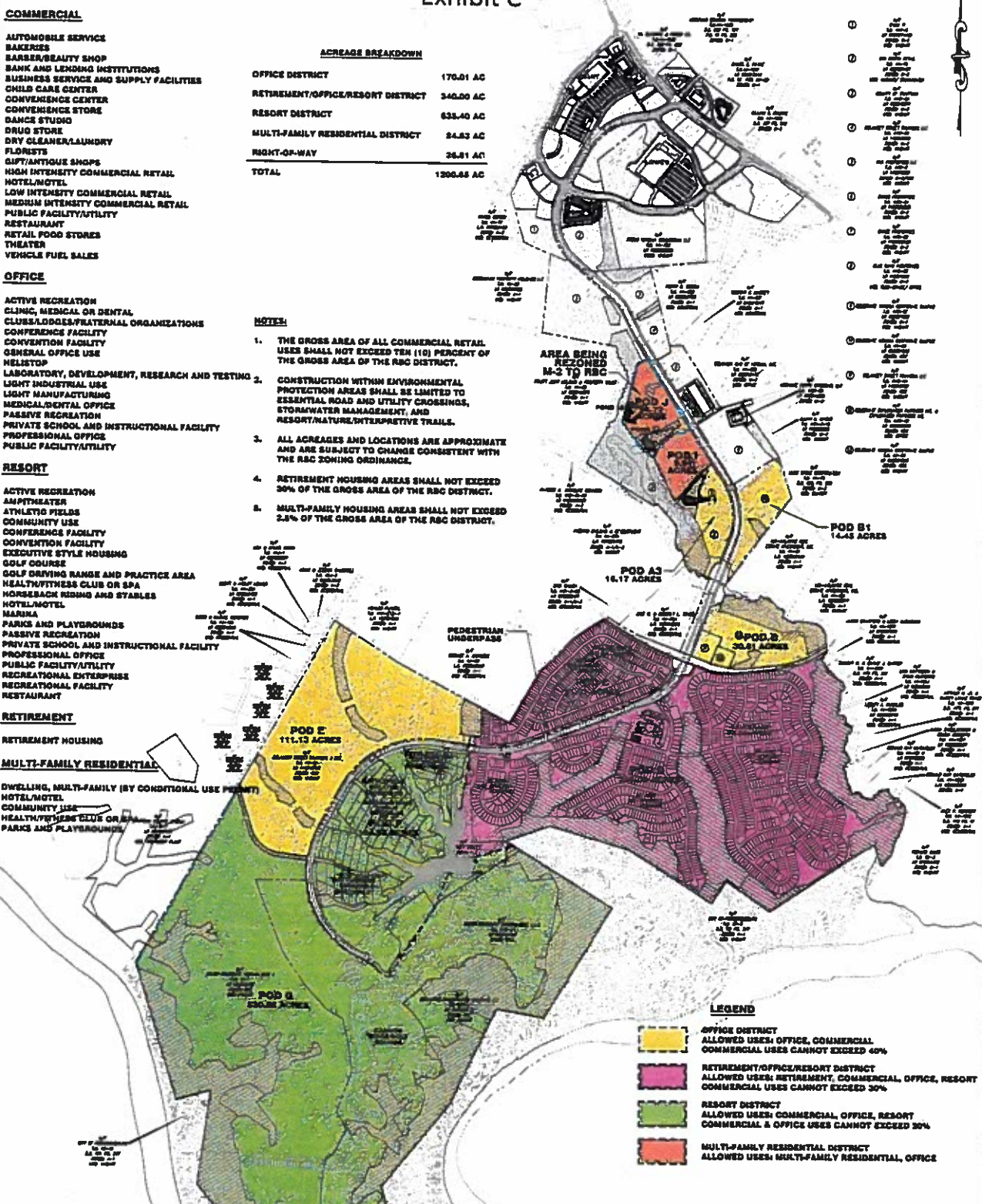
- RETIREMENT HOUSING

MULTI-FAMILY RESIDENTIAL

- DWELLING, MULTI-FAMILY (BY CONDITIONAL USE PERMIT)
- HOTEL/MOTEL
- COMMUNITY USE
- HEALTH/FITNESS CLUB OR SPA
- PARKS AND PLAYGROUNDS

NOTE:

1. THE GROSS AREA OF ALL COMMERCIAL RETAIL USES SHALL NOT EXCEED TEN (10) PERCENT OF THE GROSS AREA OF THE RBC DISTRICT.
2. CONSTRUCTION WITHIN ENVIRONMENTAL PROTECTION AREAS SHALL BE LIMITED TO ESSENTIAL ROAD AND UTILITY CROSSINGS, STORMWATER MANAGEMENT, AND RESORT/NATURE/INTERPRETIVE TRAILS.
3. ALL ACREAGES AND LOCATIONS ARE APPROXIMATE AND ARE SUBJECT TO CHANGE CONSISTENT WITH THE RBC ZONING ORDINANCE.
4. RETIREMENT HOUSING AREAS SHALL NOT EXCEED 30% OF THE GROSS AREA OF THE RBC DISTRICT.
5. MULTI-FAMILY HOUSING AREAS SHALL NOT EXCEED 2.5% OF THE GROSS AREA OF THE RBC DISTRICT.



LEGEND

- OFFICE DISTRICT
ALLOWED USES: OFFICE, COMMERCIAL
COMMERCIAL USES CANNOT EXCEED 40%
- RETIREMENT/OFFICE/RESORT DISTRICT
ALLOWED USES: RETIREMENT, COMMERCIAL OFFICE, RESORT
COMMERCIAL USES CANNOT EXCEED 30%
- RESORT DISTRICT
ALLOWED USES: COMMERCIAL OFFICE, RESORT
COMMERCIAL & OFFICE USES CANNOT EXCEED 30%
- MULTI-FAMILY RESIDENTIAL DISTRICT
ALLOWED USES: MULTI-FAMILY RESIDENTIAL, OFFICE

SHEET 4 OF 8



PREPARED: August 14, 2015 1 INCH = 600 FEET

**PROPOSED CONDITIONS
LAND USE PLAN
CELEBRATE VIRGINIA NORTH**

STAFFORD COUNTY VIRGINIA

PREPARED FOR:
CIVIC PROPERTIES, LLC
1501 CLYBURN PARK BLVD.
HERNDON, VA 20155
TEL: (571) 764-4400
WWW.CIVICPROPERTIES.COM

PREPARED BY:
PRIME DESIGN
ENGINEERING, P.C.
1001 ARDENWOOD DRIVE CT
HERNDON, VA 20155
TEL: (571) 764-4400



GENERAL ALLOCATION OF USES PERMITTED BY RIGHT IN THE RESPECTIVE PODS AS MORE SPECIFICALLY DEFINED IN THE LEGEND BELOW AND AS OTHERWISE ALLOWED BY THE EXISTING RECREATIONAL BUSINESS CAMPUS ZONING DISTRICT, AS AMENDED.

Exhibit C

COMMERCIAL

- AUTOMOBILE SERVICE
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- BARBER/BEAUTY SHOP
- BANK AND LENDING INSTITUTIONS
- BUSINESS SERVICE AND SUPPLY FACILITIES
- CHILD CARE CENTER
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- CONVENIENCE STORE
- DANCE STUDIO
- DRUG STORE
- DRY CLEANER/LAUNDRY
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- MEDIUM INTENSITY COMMERCIAL RETAIL
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- RESTAURANT
- RETAIL FOOD STORES
- THEATER
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- CLINIC, MEDICAL OR DENTAL
- CLUBS/ODDS/FRATERNAL ORGANIZATIONS
- CONFERENCE FACILITY
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- GENERAL OFFICE USE
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- LIGHT MANUFACTURING
- MEDICAL/DENTAL OFFICE
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- PRIVATE SCHOOL AND INSTRUCTIONAL FACILITY
- PROFESSIONAL OFFICE
- PUBLIC FACILITY/UTILITY

RESORT

- ACTIVE RECREATION
- AMPHITHEATER
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- GOLF DRIVING RANGE AND PRACTICE AREA
- HEALTH/FITNESS CLUB OR SPA
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- HOTEL/MOTEL
- MAJANA
- PARKS AND PLAYGROUNDS
- PASSIVE RECREATION
- PRIVATE SCHOOL AND INSTRUCTIONAL FACILITY
- PROFESSIONAL OFFICE
- PUBLIC FACILITY/UTILITY
- RECREATIONAL ENTERPRISE
- RECREATIONAL FACILITY
- RESTAURANT

RETIREMENT

RETIREMENT HOUSING

MULTI-FAMILY RESIDENTIAL

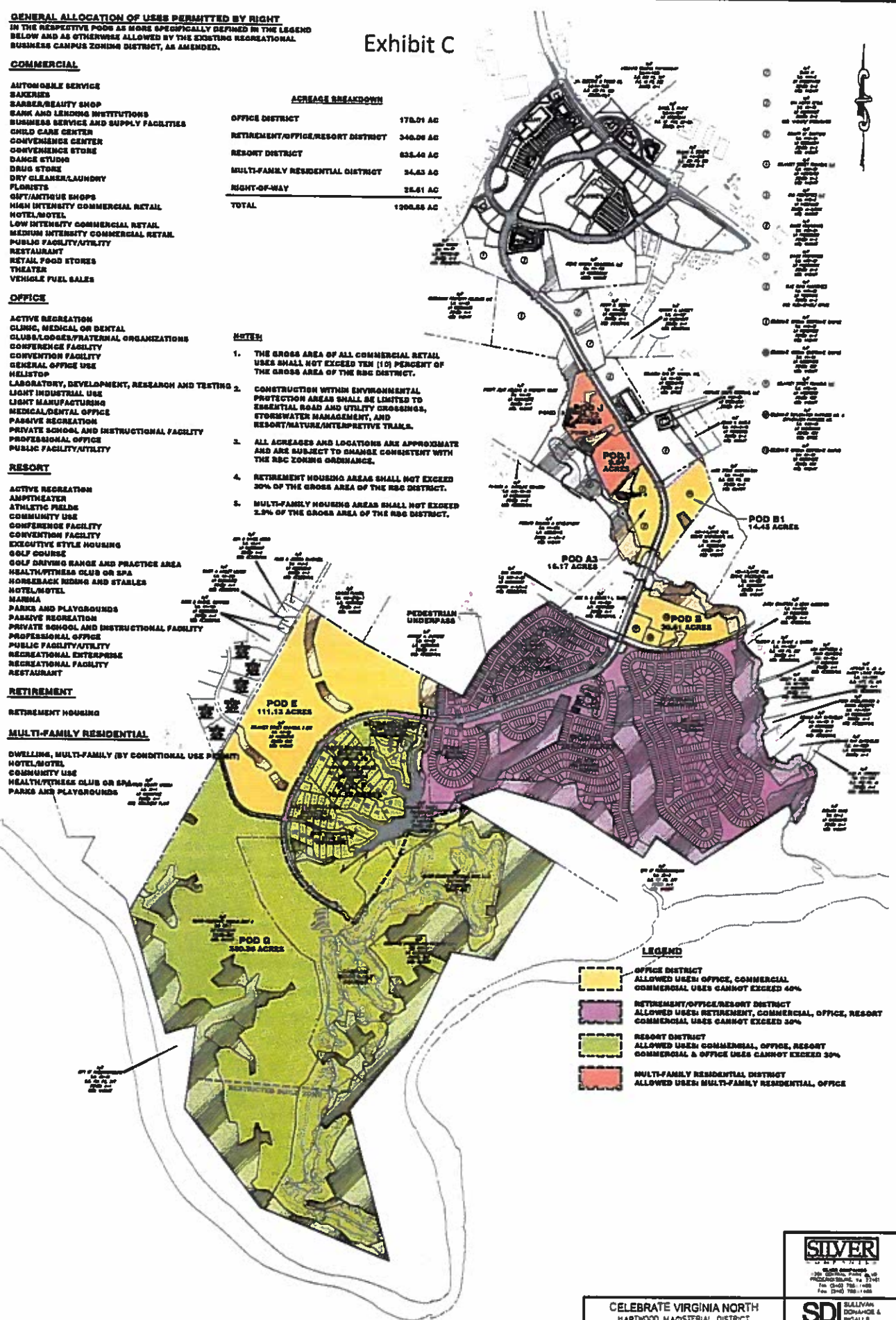
- DWELLING, MULTI-FAMILY (BY CONDITIONAL USE PERMIT)
- HOTEL/MOTEL
- COMMUNITY USE
- HEALTH/FITNESS CLUB OR SPA
- PARKS AND PLAYGROUNDS

ACREAGE BREAKDOWN

OFFICE DISTRICT	178.01 AC
RETIREMENT/OFFICE/RESORT DISTRICT	346.26 AC
RESORT DISTRICT	635.48 AC
MULTI-FAMILY RESIDENTIAL DISTRICT	34.63 AC
RIGHT-OF-WAY	25.61 AC
TOTAL	1309.85 AC

NOTES

1. THE GROSS AREA OF ALL COMMERCIAL RETAIL USES SHALL NOT EXCEED TEN (10) PERCENT OF THE GROSS AREA OF THE RES DISTRICT.
2. CONSTRUCTION WITHIN ENVIRONMENTAL PROTECTION AREAS SHALL BE LIMITED TO ESSENTIAL ROAD AND UTILITY CROSSINGS, STORMWATER MANAGEMENT, AND RESORT/NATURE/INTERPRETIVE TRAILS.
3. ALL ACRESAGES AND LOCATIONS ARE APPROXIMATE AND ARE SUBJECT TO CHANGE CONSISTENT WITH THE ZBC ZONING ORDINANCE.
4. RETIREMENT HOUSING AREAS SHALL NOT EXCEED 30% OF THE GROSS AREA OF THE RES DISTRICT.
5. MULTI-FAMILY HOUSING AREAS SHALL NOT EXCEED 2.5% OF THE GROSS AREA OF THE RES DISTRICT.



LEGEND

	OFFICE DISTRICT ALLOWED USES: OFFICE, COMMERCIAL COMMERCIAL USES CANNOT EXCEED 60%
	RETIREMENT/OFFICE/RESORT DISTRICT ALLOWED USES: RETIREMENT, COMMERCIAL, OFFICE, RESORT COMMERCIAL USES CANNOT EXCEED 50%
	RESORT DISTRICT ALLOWED USES: COMMERCIAL, OFFICE, RESORT COMMERCIAL & OFFICE USES CANNOT EXCEED 30%
	MULTI-FAMILY RESIDENTIAL DISTRICT ALLOWED USES: MULTI-FAMILY RESIDENTIAL, OFFICE

SILVER
CONSULTANTS

1100 Amphlett
1700 Westpark Drive, #10
Pleasanton, VA 23131
Tel: (540) 788-1100
Fax: (540) 788-1100

SDI SULLIVAN
DOWNS &
BIGGALLS

BUSINESS LAND PLANNING & SURVEYING
1770 S. 200th Ave.
Pleasanton, VA 23131
Tel: (540) 788-1100

DATE: 12/15/2017
SCALE: 1" = 200'
SHEET 5 OF 8

CELEBRATE VIRGINIA NORTH
HARTWOOD MAGISTERIAL DISTRICT
SPOTSYLVANIA COUNTY, VIRGINIA

EXISTING CONDITIONS
LAND USE PLAN

BOARD OF SUPERVISORS
COUNTY OF STAFFORD
STAFFORD, VIRGINIA

ORDINANCE

At an adjourned meeting of the Stafford County Board of Supervisors (the Board) held in the Board Chambers, Stafford County Administration Center, Stafford, Virginia, on the 29th day of July, 2003:

MEMBERS:

	<u>VOTE:</u>
Peter J. Fields, Chairman	No
Robert C. Gibbons, Vice Chairman	Yes
Jack R. Cavalier	Yes
Kandy A. Hilliard	No
Mark W. Osborn	Yes
Gary D. Pash	No
Gary F. Snellings	Yes

On motion of Mr. Snellings, seconded by Mr. Osborn, which carried by a vote of 4 to 3, the following was adopted:

AN ORDINANCE TO AMEND AND REORDAIN THE ZONING
ORDINANCE FOR STAFFORD COUNTY BY AMENDING THE
ZONING DISTRICT MAP TO AMEND PROFFERED CONDITIONS
OF ASSESSOR'S PARCELS 44-89 AND 90 (PORTION),
HARTWOOD ELECTION DISTRICT

WHEREAS, Celebrate Virginia Corporate Campus, L.L.C., ("the Applicant"), has applied for a proffer amendment to the Recreational Business Campus ("RBC") Zoning District for the portion of Assessor's Parcel 44-89, shown as Pod C, 54.26 acres and Pod D, 291.11 acres, on the Celebrate Virginia North Preliminary Concept Plan, Sheet 6 of 7, dated March 4, 2003 (the "Retirement Housing Parcels"). The Applicant hereby proffers to Stafford County (the "County") that the use and development of the Retirement Housing Parcels shall be in substantial conformance with the following conditions. In the event this proffer amendment is not approved as applied for by the Applicant, or in the event the County Board of Supervisors does not adopt a text amendment to the RBC Zoning District permitting retirement housing, the below described proffers shall be withdrawn and are automatically null and void and of no further force and effect;

NOW, THEREFORE, BE IT ORDAINED by the Stafford County Board of Supervisors on this the 29th day of July, 2003, that the Zoning Ordinance for Stafford County be and it hereby is amended and reordained by amending the zoning district map to amend proffered conditions of the parcels of land as shown on the plats with the following proffers:

1. Cash Contribution - The Applicant agrees to pay County the sum of Three Thousand Eight Hundred Ninety-Six Dollars and no cents (\$3,896.00) per residential retirement unit built on the Retirement Housing Parcels, payable at the issuance of the building permit for each such residential family retirement housing unit. The per unit payments shall, until paid, be subject to annual increases, with notice to the Applicant, to be calculated on a yearly basis commencing one year after the date of approval of this proffer amendment. Such increases shall be calculated by multiplication of the Consumer Price Index of the Department of Labor Statistics for the current year by the original per unit cash proffer amount.

The per unit contribution shall be allocated based on the following categories or subcategories:

Transportation	\$3,206.03 per home/unit
Libraries	\$ 235.00 per home/unit
Fire and Rescue	\$ 200.00 per home/unit
Parks and Recreation	\$ 254.97 per home/unit

All funds included within the Transportation portion of the cash proffer shall be applied to improvements on U. S. Route 17 between Interstate 95 and Greenbank Road, except for the improvements at the entrance of Celebrate Virginia on U. S. Route 17, the cost of which shall be borne by the Applicant.

The Applicant agrees that in the event less than 150,000 square feet of commercial space, including office, retail and other commercial uses permitted in the zoning districts comprising Celebrate Virginia North has been completed at the time of issuance of the 700th building permit for residential units in the Residential Housing Parcels, the above referenced cash proffer shall be increased to the sum of Four Thousand Five Hundred Dollars (\$4,500.00) per unit. The increased cash proffer shall remain in effect from the 700th residential unit until such time that the referenced commercial square footage has been completed, at which time the cash proffer shall revert to the original amount. The enhanced cash proffer (\$604.00 per unit) may, within the discretion of the Board of Supervisors, be applied solely to the Transportation category, or to the proffer categories indicated above on a pro rata basis. The enhanced cash proffer shall be subject to the same Consumer Price Index escalator provision referenced above.

In addition to the foregoing, the Applicant agrees to pay to the County for Fire and Rescue services the sum of \$547,500.00, payable in the following amounts and at such time the following number of building permits for retirement housing units are issued:

150 th residential building permit issued	\$ 10,000.00
300 th residential building permit issued	\$ 19,000.00
450 th residential building permit issued	\$ 28,000.00
600 th residential building permit issued	\$ 38,000.00
750 th residential building permit issued	\$ 49,000.00
900 th residential building permit issued	\$ 60,000.00
1,050 th residential building permit issued	\$ 70,000.00
1,200 th residential building permit issued	\$ 81,500.00
1,350 th residential building permit issued	\$ 92,000.00
1,450 th residential building permit issued	\$100,000.00

In the event the development is completed prior to attaining any of the above referenced thresholds, the Applicant shall submit payment to the County on a pro rata basis for any additional units completed over and above the last threshold for which payment was submitted. Such final payment shall be made prior to the recordation of the final subdivision plat for the Retirement Housing Parcels.

If on the date which is ten (10) years from the date of recordation of the first subdivision plat for single family retirement residential lots at the Retirement Housing Parcels, the cash proffer on fewer than 1,200 residential units has been paid to the County, then as an extra fee, Applicant shall pay to the County the product of the difference between 1,200 and such lower number multiplied by the then current Transportation portion of the proffer, computed as described above.

2. Additional Payments by Applicant - (a) If on the date which is ten (10) years from the date of recordation of the first subdivision plat as described in paragraph 1 above, less than 1,200 building permits for residential family retirement units at the Retirement Housing Parcels have been issued, then Applicant shall pay to the County the product of \$1,667.00 multiplied by the difference of the number of building permits issued by the County for residential family retirement units at the Retirement Housing parcels and 1200.

(b) If the County (or other governmental entity, such as the IDA, with the County's consent) elects to borrow money to accelerate the completion date of the improvements to U.S. Route 17 contemplated by the Transportation portion of the cash proffer described in Paragraph 1 above, then Applicant shall reimburse the County semi-annually for such interest (but the Rate shall not exceed the County's best tax exempt borrowing Rate), and the indebtedness to which such interest factor shall be applied shall be the then unpaid Transportation portion of the proffer described in Paragraph 1 above, assuming 1200 residential family retirement units.

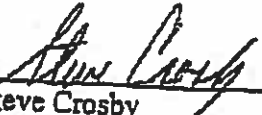
3. Shuttle Bus Service – The Applicant agrees that a shuttle bus service shall be provided for the residents of any retirement community development on the Retirement Housing Parcels, which service shall commence by the time of the occupancy of the 75th residential unit. The shuttle service shall have a regular schedule to locations in the general vicinity of the retirement community and may be modified periodically. With County approval, arrangements with the regional bus service satisfactory to the County in every respect will satisfy this requirement. The Applicant may also transfer responsibility for operation of the shuttle bus service to the homeowners association for the retirement community.
4. Clubhouse Facility and Other Amenities – The Applicant agrees that the clubhouse facility, consisting of at least 18,000 square feet, serving the retirement housing units and the Retirement Housing Parcels shall be subject to the following conditions:
 - a. Development of the facility shall commence by the issuance of the 125th retirement housing unit occupancy permit and construction of the facility shall be completed and placed in service no later than the issuance of the 375th retirement housing unit occupancy permit.
 - b. When opened, the facility shall have at least one full-time activities staff person.
 - c. The clubhouse facility shall incorporate the following: a multi-purpose meeting and activity room, a demonstration kitchen, an indoor and outdoor pool (or combination), a minimum of two (2) tennis courts, bocce ball court, horseshoe pits and rooms or areas designed and equipped for the following uses: library, billiards, information technology, arts and crafts, cards, and exercise.
 - d. All other provided amenities, including walking trails, sitting areas, gardens, pavilions and similar amenities shall be completed in phases at the beginning of the phase or section in which such other amenities are located (defined as before 10 percent (10%) of the occupancy permits for such section).
 - e. The Applicant agrees to install a meeting room and demonstration kitchen in any condominium building featuring more than 100 units.
5. Maximum Number of Retirement Housing Units - The number of retirement housing units within the Retirement Housing Parcels shall not exceed 1,450. The Applicant agrees that no rental units and that no more than 450 multi-family condominium units shall be constructed on the property. The Applicant further agrees that retirement housing shall be constructed only on property within the RBC Zoning District that is subject to these proffers.

6. Vegetated Buffer – The Applicant shall install or cause to be installed a vegetated buffer at least 125 feet in width between any retirement housing units within the Retirement Housing Parcels and any office, commercial or resort buildings. Such vegetated buffer shall either be the existing natural wooded area or if not wooded, then planted according to Stafford County standards for a buffer “D” under the Zoning Ordinance. In addition, the Applicant shall install or cause to be installed vegetated buffers, incorporating an earthen berm, along Celebrate Virginia Parkway adjacent to the Retirement Housing Parcels, approximating the County standards for a buffer “C”.
7. Low Impact Development Standards – The U. S. Army Corps of Engineers Individual Standard Permit (wetlands permit) for Celebrate Virginia North (#00-V1816-45) requires that Low Impact Development Design Strategies (LID) for stormwater management be applied to development. In conformance with the permit, a design guidebook for LID measures is to be submitted to and approved by the Corps of Engineers. All construction plans for retirement housing units within the retirement housing parcels shall follow the approved guidebook and integrate LID measures as part of the stormwater management best practices. The open space preservation areas and stream buffers are a component of the LID Plan.
8. Height Limit on Multi-Family Condominiums – The maximum height for the habitable portion of any multi-family condominium building shall not exceed 60 feet. The Applicant further agrees that a minimum of four percent (4%) of any Condominium Units shall be designed to be adaptable for people with disabilities. The Applicant will consider the People with Disabilities Act in all design standards throughout the project.
9. Convenience Commercial Separation – Any convenience center or convenience store shall be at least 100 feet from any retirement housing unit.
10. Hydraulic Analysis – The Applicant shall resubmit to the County a hydraulic analysis to confirm that the water and sewer system proposed for the Retirement Housing Parcels will meet all County requirements and will adequately convey water supply to the units and wastewater generated by the development from the units. The analysis shall be submitted and approved by the County prior to the issuance of a construction permit for respective water lines, gravity sewer lines, sewage pumping stations, or sewage force mains.
11. Sanford Drive Water Line – The Applicant shall construct a 12-inch water line, meeting all County specifications, on Sanford Drive along the common boundary with the Celebrate Virginia North project. Plans for the water line shall be submitted to the County within sixty (60) days of the approval of the Proffer Amendment application and shall be constructed within one hundred and twenty (120) days of the County's approval of such plans.

12. Main Sewage Pump Station Access Road – The Applicant shall construct, at its expense, a temporary all weather access road to the main sewage pump station from Sanford Drive and, following construction of the Celebrate Virginia Parkway, a permanent all weather access road to the main pump station from the Celebrate Virginia Parkway. Both access roads will be constructed in temporary easements dedicated to the County for public use. After the permanent access road is inspected and accepted by the County, the temporary access road may be abandoned and the corresponding temporary access easement vacated. The permanent access road may be constructed in phases. If requested by the County, the Applicant further agrees to provide three phase electrical power to the main pump station for operation of the pump station. All such costs as described in this paragraph shall be calculated as a credit toward the pro rata sewer fees for the retirement community.
13. Infrastructure – The Applicant agrees that the Retirement Housing Parcels shall be served by (have access to) the same primary roadway, Celebrate Virginia Parkway, that will serve the corporate office campus and commercial portions of Celebrate Virginia North. The Applicant further agrees that the County infrastructure necessary to service the retirement units, specifically water and sewer, shall be constructed in conjunction with the infrastructure necessary to service the commercial and corporate office campus portions of Celebrate Virginia North between U.S. Route 17 and the retirement community, and that such infrastructure and services shall be available at the same time the occupancy of the retirement community commences. Applicant will work within the providers of other infrastructure services, specifically electricity, telephone, cable, and communications, to have the same available within a period of six (6) months that such services are available to the retirement community.
14. Commerce Parkway Access – Subject to VDOT approval, the Applicant agrees to develop its internal road system in such a manner to provide a connection from the Celebrate Virginia Parkway to Commerce Parkway for outgoing traffic to access U.S. Route 17. Any such connection shall be designed to prevent traffic from entering the property by way of Commerce Parkway. The Applicant agrees that this improvement shall be constructed by the date of the issuance of an occupancy permit for the 375th retirement housing unit.
15. Commencement of Retirement Housing Units – It is understood and agreed that if the Applicant has not filed with the County the instruments and documents necessary to record a subdivision plat for all or any portion of the Retirement Housing Parcels (for retirement housing units) within thirty-six (36) months from the date the Board of Supervisors approved this proffer application (Proffer Amendment) the Applicant agrees it shall not construct residential housing units on the Retirement Housing Parcels, but may construct thereon any other use permitted in the RBC Zoning District.

- 16. Occupancy Permits - That no occupancy permits will be issued for eighteen months from the date of the County's approval hereof.

A Copy, teste:


 Steve Crosby
 County Administrator

SC:eh

COMMONWEALTH OF VIRGINIA
 COUNTY OF STAFFORD TO-WIT:
 IN THE OFFICE OF THE CLERK OF THE CIRCUIT COURT FOR
 THE COUNTY OF STAFFORD, THE 22 DAY OF Oct 20 04
 THE FOREGOING DEED Deed WAS PRESENTED AND WITH
 THE CERTIFICATE UNRECORDED ADMITTED TO RECORD AT 15:00
 AND INDEXED AFTER PAYMENT OF \$ TAX IMPOSED BY
 58.1-600., ET. SEQ.

TESTE:

BARBARA G. DECATUR, CLERK

