

VOLUNTARY PROFFER STATEMENT

Applicant: EXEL INC., a Massachusetts corporation, d/b/a/ DHL Supply Chain (USA) (the “Applicant”)

Owners: R Income Properties, LLC (Parcels 38-77, 38-76A, 38-76C, 38-76E, 38-76F, 38-76G and 38-76J); Kasey Trucking, Inc. (Parcel 38-76H); Sun Land, LLC (Parcel 38-76); (collectively all of the foregoing the “Owner”)

Property: Tax Map Parcels 38-77 (portion of), 38-76, 38-76A (portion of), 38-76C, 38-76 E, 38-76F, 38-76G, 38-76H and 38-76J.

Project Name: Project Mover

Rezoning Request: From A-1 to B-2 to include Tax Map Parcels 38-76A, 38-76C, 38-76E, 38-76F, 38-76G, 38-76H, 38-76J and 38-76, containing a total of approximately 49.569 acres, all as shown on sheet 4 of 7 of the attached generalized development plan (“GDP”) titled “Project Mover Generalized Development Plan,” prepared by Bagby, Foroughi and Goodpasture, PLLC, and dated December 16, 2020 (collectively, “Rezoning Parcels”).

CUP Request: To develop a warehouse and distribution center to include: Tax Map Parcels 38-77, 38-76A (portion thereof), 38-76C, 38-76F, 38-76G, 38-76H, 38-76J and 38-76 (portion thereof) containing approximately 50.156 acres, all as shown on sheet 5 of 7 of the GDP (the “Distribution Center Parcels”).

Related Proffer Amendment: March 16, 2010 - Ordinance O10-26

Date: December 16, 2020

File No.: RC20 _____
CUP20 _____

1. General Requirements.

(a) The following proffers are being made pursuant to sections 15.2-2298 and 15.2-2303, et seq. of the Code of Virginia (1950), as amended, and section 28-161, et seq. of the Stafford County Zoning Ordinance (“Proffers”). The Proffers provided herein are the only proffered conditions offered in this rezoning application, and any prior proffers in which the Property may be subject to (whether of record or not) are hereby superseded by these Proffers, and further, all said prior proffers are hereby void and of no further force and effect upon the

Stafford County Board of Supervisors' (the "County") approval of the Applicant's above-referenced Rezoning Application No. _____, and related Conditional Use Permit Application No. _____ and Proffer Amendment Application No. _____ (including through applicable appeal periods).

(b) Subject to the terms hereunder, the Distribution Center Parcels will be generally developed in accordance with the GDP, which is attached hereto and marked as **Exhibit A**. For purposes of the final site planning of the Distribution Center Parcels, all parcel or lot lines, parcel or lot sizes, building envelopes, building sizes, public road locations, private driveway, entrances, parking areas, drive throughs and travel way locations, utility locations, storm water management facilities, waste facilities, and dimensions of undeveloped areas shown on the GDP may be amended or adjusted by the Applicant to fulfill requirements of final engineering, planning, and design of the Distribution Center Parcels or to comply with applicable County development and design requirements or state agency regulations including, but not limited to, VDOT, DEQ, etc. Changes consistent with the original intent of the GDP will be permitted. Where it is necessary to determine if changes are consistent with the original intent of the GDP, the same will be referred to the County Zoning Administrator for determination thereof.

2. **Land Use.**

(a) **Use.** The Distribution Center Parcels shall be developed for warehouse, storage, distribution (high cubed transload and short term storage warehouse), and accessory uses relating to the same ("Distribution Center"). The Distribution Center will include an approximately 533,624 square foot facility plus accessory uses, all as generally depicted on the GDP.

(b) **Architecture & Materials.** For purposes of this rezoning, the architectural design of the Distribution Center shall be in general accordance with the attached architectural renderings titled "Conceptual Rendering, New Facility, Stafford County, Virginia" and "Prelim. Color Elevation, New Facility, Stafford County, Virginia" marked as **Exhibit B**, which are incorporated herein by this reference (collectively the "Renderings"). The Renderings are illustrative only and do not depict the final elevations and design for the Distribution Center. In this regard, the Renderings depict (1) a commitment to a general type, character, and quality of architectural design, details and materials; and (2) the general types of architectural and decorative elements and features.

(c) Notwithstanding anything to the contrary under this proffer statement, this Section 2 applies only to the Distribution Center Parcels.

(d) Prior to the development of the remainder of Tax Map Parcels 38-76 (not to include the portion included in the Distribution Center Parcels), 38-76A (not to include the portion included in the Distribution Center Parcels) and 38-76E, the owners of said parcels, subject to Stafford County and Virginia Department of Transportation requirements, shall perform an updated traffic study to determine whether there any additional impacts to immediate transportation network.

APPLICANT ACKNOWLEDGMENT & CONSENT

EXEL INC., a Massachusetts corporation, d/b/a/ DHL
Supply Chain

By: _____

By: _____

STATE/Commonwealth of _____,
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of _____, 2020,
by _____.

Notary Public

My Commission expires: _____
Notary Registration number: _____
SEAL:

OWNER ACKNOWLEDGMENT & CONSENT

R INCOME PROPERTIES, LLC

By: _____
Print Name: _____
Title: _____

STATE/Commonwealth of _____,
City/County of _____, to wit:

The foregoing instrument was acknowledged before me this ___ day of _____, 2020,
by _____, as _____ for R Income Properties, LLC.

Notary Public

My Commission expires: _____
Notary Registration number: _____
SEAL:

OWNER ACKNOWLEDGMENT & CONSENT

KASEY TRUCKING, INC.

By: _____
Print Name: _____
Title: _____

STATE/Commonwealth of _____,
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ___ day of _____, 2020,
by _____, as _____ for Kasey Trucking, Inc.

Notary Public

My Commission expires: _____

Notary Registration number: _____

SEAL:

OWNER ACKNOWLEDGMENT & CONSENT

SUN LAND, LLC

By: _____

Print Name: _____

Title: _____

STATE/Commonwealth of _____,
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ___ day of _____, 2020,
by _____, as _____ for Sun Land, LLC.

Notary Public

My Commission expires: _____

Notary Registration number: _____

SEAL:

EXHIBIT A

Generalized Development Plan

EXHIBIT B

Renderings

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