

**PROFFER AMENDMENT STATEMENT**

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

Owners: R Income Properties, LLC

Property: Tax Map Parcel, 38-77 (portion thereof) consisting of 19.067 acres of land, all as shown on the attached generalized development plan (“GDP”) titled “Project Mover Generalized Development Plan”, prepared by Bagby, Foroughi and Goodpasture, PLLC, and dated December 16 , 2020 (the “Property”).

Project Name: Project Mover (the “Project”)

Date: December 16, 2020

File No.: Proffer Amendment Application No. \_\_\_\_\_

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**RECITALS**

**WHEREAS**, on or about March 16, 2010, the Stafford County Board of Supervisors (“County”) did approve the Owner’s original rezoning request pursuant to Ordinance O10-26 to reclassify a portion of Parcel 38-77 from B-3 Office to B-2 Urban Commercial; and

**WHEREAS**, the Applicant desires to amend the current proffered conditions affecting the Property under Ordinance O10-26 to allow for the development of a warehouse, storage and distribution center, all as more particularly provided below; and

**WHEREAS**, it is the purpose of this proffer amendment statement to provide the following amended proffers:

1. **General Application & Effect.** Subject to the terms herein, the purpose of this proffer amendment statement is to amend the prior approved proffers under Ordinance O10-26 as it applies to the Property and for no other purpose. This proffer amendment statement will replace and supersede all prior proffers affecting the Property and said proffers will thereby be void, unenforceable and of no further legal effect upon Stafford County Board of Supervisor’s (“County”) final approval of this proffer amendment statement and underlying application. Thereafter, the proffers provided under this proffer amendment statement will be the only proffers that apply to the Property, except as otherwise provided herein.

2. **Generalized Development Plan and Elevations.** The Property will be developed in general accordance with the GDP, which is attached hereto, marked as **Exhibit A** and incorporated herein by this reference. For purposes of the final site planning of the Property, all parcel or lot lines, parcel or lot sizes, building envelopes, building sizes, public road locations, private driveway, 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 Property 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.
  
3. **Uses.** The Property, consisting of approximately 19.067 acres, shall be developed for purposes of constructing (in part) an approximately 533,624 square foot warehouse, storage and distribution facility plus accessory uses, all as provided more particularly on the GDP.
  
4. **Architectural Details.** The architectural features and materials of the Project will be in general accordance with the attached renderings titled “Conceptual Rendering, New Facility, Stafford County, Virginia” and “Prelim. Color Elevation, New Facility, Stafford County, Virginia”, which renderings are attached hereto, marked as **Exhibit B** and incorporated herein by this reference (collectively the “Renderings”).

[AUTHORIZED SIGNATURES AND NOTARIES TO FOLLOW]

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

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: \_\_\_\_\_

COMMONWEALTH/STATE OF \_\_\_\_\_  
COUNTY/CITY OF \_\_\_\_\_, to-wit:

I, the undersigned, a Notary Public in and for the County/Cite and State aforesaid, do hereby certify that \_\_\_\_\_, as \_\_\_\_\_ of Exel, Inc, has personally acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

Registration No.: \_\_\_\_\_

[SEAL]

R Income Properties, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

COMMONWEALTH/STATE OF \_\_\_\_\_  
COUNTY/CITY OF \_\_\_\_\_, to-wit:

I, the undersigned, a Notary Public in and for the County/Cite and State aforesaid, do hereby certify that \_\_\_\_\_, as \_\_\_\_\_ of R Income, LLC, has personally acknowledged the same before me in my aforesaid jurisdiction for the corporation.

GIVEN under my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 2020.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_

Registration No.: \_\_\_\_\_

[SEAL]

EXHIBIT A

GDP

EXHIBIT B

Rendering

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