

Assessor's Parcels 29-53B, Portion
29-60C, Portion, and 29-70K
Embrey Mill Town Center

May 30, 2019

North Stafford Associates, LC and O'Connor G. Ashby, Attorney in Fact, (the "Applicants") have applied for a Zoning Reclassification for Assessor's Parcel 29-53B, Portion, from PD-2 to B-2, Assessor's Parcel 29-60C, Portion, from B-2 to PD-2, and Assessor's Parcel 29-70K, from A-1 to PD-2, with the 3 parcels or portions consisting of approximately 5.4 acres and referenced as "the Property". The purpose of the rezoning classification is to combine Tax Map Parcel 29-70K and 29-60C, Portion, with Tax Map Parcel 29-53B, to allow the existing development approved for the commercial portion of Embrey Mill to be built in a slightly larger area, and to rezone a small part of Tax Map Parcel 29-53B to B-2 to make it consistent with the adjacent B-2 parcel. In the event the above referenced Zoning Reclassification is not approved as requested by the Applicant, the below described proffers shall be withdrawn and shall be withdrawn and are automatically null and void and of no force and effect. In the event that the Rezoning Reclassification is approved, it shall take effect and shall thereafter apply to the Rezoning Reclassification as applied for by the Applicant.

1. GENERAL SITE DEVELOPMENT

- a. Maximum Development. The Property shall be developed subject to the maximum development totals shown in Phase #4 of the phasing plan that was approved as part of the Embrey Mill Preliminary Plan (attached hereto) for the Embrey Mill subdivision.
- b. Design. The Property shall be designed and constructed in a manner compatible with the remaining PD-2 district, including the integration of streets, blocks, viewshed, landscaping, architectural design, and pedestrian network and site access.
- c. Allowable Uses. The development may include the residential uses authorized to be built in Phase #4, including the Commercial Apartments (except in the portion of Tax Map Parcel 29-53B to be rezoned), but shall not include any additional residential uses. Development of one or more fast food restaurants and convenience stores/gas stations shall be contingent on approval by the Board of Supervisors of a Conditional Use Permit. This proffer is not intended to restrict commercial and office uses planned for development in Embrey Mill north of Sunflower Drive.
- d. Uses Prohibited. The Applicant proffers that the following land uses that are currently permitted by-right and by Conditional Use Permit in the PD-2 and B-2 zoning districts shall be specifically prohibited from development within the Property:

Uses permitted by-right

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Adult Businesses as defined by Sec. 28-25 of the Stafford County Zoning Ordinance
Building Material sale and storage yard and mulch sales, but this exclusion shall not
be deemed to prohibit or otherwise restrict a home improvement or general retail
store
Funeral Home
Machinery Sale and Service
Plant and tree nursery/greenhouse
Lumber/building/electrical/plumbing supply

Uses requiring Conditional Use Permit

Boat Sales
Fleet Parking
Marina

e. Phasing.

- (i) The development of the property shall be generally as shown on the Phasing Plan, subject to market variations and approval of applicable plans and although not necessarily in numerical order. The maximum number of residential units constructed within each phase of development and the maximum square footage of non-residential area constructed within each phase of development shall be as shown on the "Site Tabulations" table on the Phasing Plan. It shall not be necessary to complete development within one phase prior to commencing development on any subsequent phase except as set forth below.
- (ii) The applicant shall begin development of the property utilizing access from Route 630. Residential development shall begin in Phase 2C and occupancy of homes in Phase 1 may begin only when Phase 2C is 70% complete, not including the senior units, or when Mine Road is connected to Route 630 through the project but no earlier than 2006. The applicant may, but shall not be obligated to, begin development of residential and/or non-residential development in Phase 3A and/or Phase 4, prior to or at the same time as Phase 2C, all accessing from Route 630.
- (iii) No more than 300 residential units shall access existing Mine Road to the north until Mine Road is completed to Route 630.

f. Land Use - Residential. The location of residential areas and units on the property and the distribution of unit types within the residential areas shall be conceptually as shown on that plan entitled "Conceptual Land Use Plan", prepared by PHR&A, dated December 1998 and last revised December 2000 (the "Land Use Plan"). Variation in the development plan shall be permitted as necessary to accommodate final site engineering and market considerations, provided that the overall number of units by type shall not exceed the overall numbers specified in Proffer 1.a.

g. Land Use - Commercial. The location of commercial areas on the property shall be

generally as shown on the Land Use Plan. Buildings shown within commercial areas on the Land Use Plan are for illustrative purposes only. The actual type, size and location of buildings within the commercial areas will be determined by market considerations and final site engineering at the time of submission of the site plan for the Property.

- h. Land Use - Civic/Community Sites. The location of civic and community sites on the property shall be generally as shown on the Land Use Plan; however, the exact location of civic and community sites is subject to final site engineering and may vary from that shown on the Land Use Plan. The final location of each civic/community site shall be shown on the final site/subdivision plans prepared for the phase in which said site is contained. Uses for civic and community sites shall include, but not be limited to, the following: places for religious worship and associated facilities, fraternal organizations, libraries, community centers, recreation centers, and day care centers.
- i. Phasing. The applicant agrees that no more than 195 occupancy permits for the above-referenced units shall be issued in a given year, beginning with the date of approval of this rezoning by the Board of Supervisors. The phasing schedule shall be cumulative, such that any units allowed to be occupied in a given year which are not occupied within said year shall be permitted to be occupied in any subsequent year without decreasing the number of units allowed in the subsequent year, provided that the absolute maximum number of units which may be constructed in any given year shall not exceed the annual maximum by more than 50%. The maximum number of units allowed per year shall not include senior units.

2. TRANSPORTATION

- a. Street Layout. The street layout for the development shall be generally as shown on the plan entitled "Transportation Plan", prepared by PHR&A, dated December 1998 and last revised December 2000.
- b. Street Design. The development shall provide a hierarchy of streets, utilizing the street design specifications shown on the Transportation Plan. Streets shall be constructed generally in accordance with those cross-sections shown on those plans entitled "Street Sections, Embrey Mill Parcel", prepared by PHR&A and submitted as part of the Transportation Plan, copies of which are also attached to this proffer statement as Exhibit A, subject to all necessary Virginia Department of Transportation approvals and to engineering modifications as may be approved by VDOT.
- c. Courthouse Road Dedication. The applicant shall dedicate right-of-way across the Courthouse Road frontage of the property measuring a distance of seventy-five feet (75') from the existing centerline of Courthouse Road, free and clear of any liens or encumbrances, for the widening of Courthouse Road. Said dedication shall be made at the time of submission of the first final site or subdivision plan for any portion of the project which is accessed from Courthouse Road or when requested by VDOT. In the event the Stafford County Department of Planning and Community Development or VDOT requests right-of-way in excess of seventy-five feet (75'),

the applicant agrees to make such additional dedication to the County at no cost; however, said right-of-way shall be deducted from the required buffer which would otherwise be provided along Courthouse Road, so that no more than a total of one-hundred twenty-five feet (125') of combined right-of-way and buffer area shall be provided along Courthouse Road.

- d. Austin Collector Dedication. In the event the Stafford County Department of Planning and Community Development or VDOT requests the dedication of right-of-way for the Austin Collector in advance of the applicant's timetable for making such dedication, the applicant agrees to cooperate with County officials and VDOT to dedicate said right-of-way to the County at no cost, provided that it is in a location reasonably acceptable to the applicant.
- e. I-95/Courthouse Road Interchange Dedication. The applicant shall dedicate right-of-way in the southeastern portion of the property, free and clear of any liens or encumbrances, as necessary to accommodate the final VDOT design for the I-95/Courthouse Road interchange, as said dedication is generally shown on the Transportation Plan. Said dedication shall be made at the time of submission of the first final site or subdivision plan for any portion of the project which is accessed from Courthouse Road, or when requested by VDOT.
- f. Commercial Connector. The applicant shall make a good faith attempt to acquire those properties necessary to permit the connection of the "Commercial Connector" and Courthouse Road in its ultimate location; however, if the applicant is not successful in its efforts to acquire such properties and if the County or VDOT does not acquire such properties, the applicant shall construct a temporary on-site extension of the Commercial Connector to provide a connection to Courthouse Road. At such time that an extension of the Commercial Connector is constructed by others to provide a permanent connection to Courthouse Road in the ultimate location, said temporary connection on the property shall be closed. In the event the Department of Planning and Community Development or VDOT requests the dedication of on-site right-of-way for the Commercial Connector in advance of the applicant's timetable for making such dedication, the applicant agrees to cooperate with County officials and VDOT to dedicate said right-of-way to the County at no cost, provided that it is in a location reasonably acceptable to the applicant.
- g. South Residential "B"/Courthouse Road Connection. The applicant shall have no obligation to construct or permit a connection to be made via South Residential "B" from proposed Mine Road "F" to Courthouse Road.
- h. Mine Road Connection.
 - (i) The applicant agrees to construct Mine Road to a full four lane section through the property from Austin Ridge Drive to the Commercial Connector, and to construct the Commercial Connector from Mine Road to Courthouse Road (which obligation may be satisfied by constructing a temporary on-site connection as described in Proffer 2.h. above), and said construction shall be completed prior to the issuance of a building permit for the 950th overall residential unit constructed on the property, provided that the applicant's

obligation to construct said Mine Road by the 950th residential unit shall be contingent upon the Board of Supervisor's cooperation in establishment of a Community Development Authority ("CDA"), if requested by the applicant, encompassing some or all of the property, to issue bonds to finance the cost of constructing said Mine Road and other infrastructure.

- i. Off-site Roadway Improvements. To the extent the applicant is required to construct off-site improvements, such obligations:
 - (i) shall be contingent upon (a) such improvements not already having been completed by others, (b) sufficient right-of-way (including drainage, grading, slope and construction easements) for such improvements already being in existence, or (c) right-of-way (including drainage, grading, slope and construction easements) for such improvements being made available to the applicant. If such right-of-way is obtained by Stafford County or VDOT rather than the applicant, the applicant agrees to reimburse the County for the cost of said right-of-way, which reimbursement shall be made as part of the security posted with the County for the portion of the development which necessitates said right-of-way; and
 - (ii) shall include a good faith effort by the applicant to acquire right-of-way necessary for the construction of any off-site improvements at fair market value, which "good faith effort" shall be defined as the applicant obtaining an appraisal of the off-site right-of-way area from a certified professional real estate appraiser and making an offer to the property owner as determined by the appraisal.
- j. Completion of On-Site Roads. For the purposes of this proffer statement, construction of on-site road shall be considered "completed" for timing requirements once such improvements have been physically constructed, to be defined as once the base course of asphalt has been applied and the roadway is passable for vehicular traffic and security has been posted for the final improvements with Stafford County or VDOT in accordance with the adopted Stafford County or VDOT security policy.
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- k. Private Travelways. The applicant shall have the option of providing private travelways, with on-street parking within the commercial areas, in those locations specified on the Transportation Plan. In those areas where said travelways intersect public streets, said private travelways shall be subject to VDOT sight distance requirements.
- l. Signalization. Wherever traffic signalization is proffered or required to be constructed by the applicant pursuant to applicable VDOT regulations, the timing of said signalization shall be subject to VDOT warrants being met. For the purposes of this proffer statement, construction of such signalization shall be considered "completed" for timing requirements once said signalization has either been physically constructed, or at such time as a cash escrow for the cost of such signalization has been paid to the County or VDOT.

- m. (Satisfied) Right-of-Way and Other Land Dedication. Overall density for the project shall be calculated based on the original 957 acres subject to this application, prior to the dedication of any right-of-way for on-site roads or dedication of regional storm water management facilities or school sites to the County.
 - n. Street Buffers. Street buffers provided along commercial streets shall be similar to those shown on that rendering prepared by WHA Architecture & Planning, entitled "Commercial Street", attached hereto as part of exhibit D. Examples of typical street buffers to be provided along commercial streets shall be submitted to the director of Planning for review at the time of submission of site and/or subdivision plans for any associated development.
3. SCHOOLS.
- a. Monetary Contribution. The applicant shall contribute the sum of \$2,135.00 per residential unit to the Board of Supervisors for school purposes. Said contribution shall be paid, on a per-unit basis, at the time of issuance of a building permit for each residential unit to be constructed on the property. Said contribution shall not apply to the elderly housing units referenced in Proffer 1.g.
 - b. Clearing and Grading. If requested by the Stafford County Public Schools, the applicant shall clear, rough grade and temporary seed each of the above-referenced school sites as necessary in accordance with the approved final plan for each said school site. Said clearing, rough grading and temporary seeding of School Site #1 shall commence immediately following the completion of the two-lane section roadway referenced in Proffer 3.a(i), and said clearing, rough grading and temporary seeding of school Site #2 shall commence immediately following the completion of the two-lane section roadway referenced in Proffer 3.a(ii). The applicant shall receive a credit for the cost of said clearing, grading and temporary seeding against the monetary contribution referenced in Proffer #3.b.
4. RECREATION AND OPEN SPACE.
- a. (Satisfied) Open Space. The applicant shall provide open space areas on the property generally as shown on the GDP.
 - b. (Satisfied) Community Recreational Areas. The applicant shall provide three (3) community recreation areas on the property in the general locations shown on the GDP. The location of said community recreation areas are conceptually as shown on the GDP and shall be of the same general size and shall be located within the same phase shown on the GDP. The final location of each community recreation area shall be shown on the final site/subdivision plans prepared for the phase in which said area is contained. The amenities provided with each respective community recreation area shall be as described on the GDP. The timing of construction of said areas shall be as follows:

- (i) "Rec Area A". Rec Area A shall have the following facilities: 1 soccer/multi-use field (150' x 250'); 1 basketball court; 1 outdoor swimming pool; 1 meeting house/community center. Rec Area A shall be constructed within Phase 1 according to the following timetable: multi-use field and basketball court to be constructed prior to the issuance of a building permit for the 300th residential unit contained in Phase 1 (out of 1,054 total); swimming pool and meeting house/community center to be constructed prior to the issuance of a building permit for the 500th residential unit contained in Phases 1, 2A or 2B (out of 1,445 total). The pool in Rec Area A shall be a minimum of 25 meters X 15 meters in size.
 - (ii) "Rec. Area B". Rec Area B shall have the following facilities: 1 soccer/multi-use field (150' x 250'); 1 tot lot; 1 meeting house/community center. Rec Area B shall be constructed within Phase 2A prior to the issuance of a building permit for the 194th residential unit constructed in Phase 2A (out of 291 total).
 - (iii) "Rec Area C". Rec Area C shall have the following facilities: 1 soccer/multi-use field (150' x 250'); 1 basketball court; 1 outdoor swimming pool; 1 meeting house/community center. Rec Area C shall be constructed within Phase 2C prior to the issuance of a building permit for the 185th residential unit constructed in Phase 2C (out of 550 total).
- c. Additional Recreational Facilities Provided at School Sites. In addition to the recreational facilities provided at Rec Areas A, B and C, the following additional recreational facilities are anticipated to be provided as part of the elementary school site and middle school site being constructed on the property: 3 or 4 soccer/football multi-use fields; 3 or 4 softball/baseball fields; 6 paved basketball or tennis/multi-purpose courts (3 per school site); 1 stadium and running track (middle school site).
 - d. Neighborhood Recreational Areas. The applicant shall also provide open space areas or "community greens" throughout the project, as generally shown on the GDP, to provide active and passive recreation for the neighborhoods within the development. Each such community green shall be defined as a medium-sized (e.g., from 100' x 100' to 200' x 500') public space available for recreation, its landscape consisting of grassy areas and trees.
 - e. Pedestrian System. The applicant shall provide for pedestrian access to connect the various sections of the community, either through sidewalks, trails, or a combination of both.
 - f. (Satisfied) Indoor Recreational Facilities. The applicant shall reserve a site in the regional commercial area for a private or public indoor recreational facility. In the event the Stafford County Board elects to develop a County-owned and operated indoor recreational facility on a site in the regional commercial area, the applicant agrees to dedicate land to the County for said facility at no cost to the County, provided that the exact location of said site shall be mutually acceptable to the County and the applicant.

5. ARCHITECTURE/URBAN DESIGN

- a. Regional Commercial Area. Within that area identified as Phase 3A and Phase 4 on the Phasing Plan, the principal exterior building materials utilized in all structures devoted exclusively to non-residential uses shall be brick, glass, architecturally textured masonry, precast or jobcast concrete, stucco type material, wood or wood composite, or a combination of such materials. No building having metal siding or non-textured masonry block as a principal exterior building material shall be constructed within Phase 3A or Phase 4, unless said exterior is made substantially non-visible to the general public through the use of screening, landscaping, set-backs, or berms.
- b. Commercial Uses Within Phase 3A. Wherever commercial uses are developed within residential areas, the following controls shall be implemented to minimize the impacts of the commercial use on the surrounding residential uses:
 - (i) Lighting. All lighting (except for street lights), whether pole mounted, ground mounted, or building mounted, shall be shielded in design and direction downward and inward on the commercial site so that none of the said lighting is directed toward or results in glare toward the adjacent residential buildings.
 - (ii) Building Orientation. The rear of commercial buildings shall be oriented away from the front of any residential structure located either adjacent to or across the street from such commercial buildings.
 - (iii) Dumpsters. All garbage dumpsters shall be kept within a gated enclosure at all times. Said enclosure shall consist of either a wooden board on board fence or of building materials which match those used on the associated building.

6. SIGNAGE.

- a. Freestanding Commercial Signage. Freestanding commercial signage shall utilize colors and materials compatible with the materials and colors used on the associated building.
- b. Live-Work Buildings. Signs on live-work buildings may be made of wood, cast aluminum or thickly-enameled steel. Signs shall be attached to buildings, integral with the storefronts, and shall be no larger than 36 inches in height. "Pedestrian signs", or signs attached perpendicular to the building and oriented toward pedestrians walking along the sidewalk, may extend up to 4 feet from the building façade and shall not exceed 24 inches in height. Signs shall be externally lit and painted with a gloss finish. Signs on the inside of glazed openings may be neon lit. Freestanding signs are allowed perpendicular to the façade for detached units, a minimum 2 feet back from the sidewalk, and shall be no more than 9 square feet in area.

7. STORMWATER MANAGEMENT.

- a. Regional Detention Ponds. The applicant shall construct regional stormwater management facilities located on the property, as generally identified on the GDP as "Detention Basin No. 5", "Detention Basin No. 9", and "Detention Basin No. 10", in accordance with the County's master stormwater management plan, as said plan may be modified from time to time. Applicant agrees to coordinate with the County's consultant developing a stormwater management levy for maintenance of the County's stormwater management system. All costs relating to the construction of said facilities shall be borne by the applicant, subject to reimbursement in accordance with the County's pro rata share program for stormwater management ponds, as referenced below. The obligation to construct such regional ponds shall be contingent upon the County's adoption of a pro rata share program for the specific ponds to be constructed by applicant, the details of which shall be established at the time of site plan processing for the portion of the property which contains the referenced pond. Said program shall include reimbursement to the applicant of the value of the land dedicated to the County for the referenced pond. Upon the completion of each facility and acceptance of construction by Stafford County, based on acceptable as-built plans and certifications, the applicant shall (i) convey fee simple title to said pond to Stafford County, and (ii) continue to maintain said pond for a period of three (3) years from the date of conveyance of said facility to the County.
 - b. Site-Specific Ponds. The applicant shall construct such other stormwater detention facilities on the property as may be necessary to serve the project.
 - c. Existing Vegetation. The applicant agrees to preserve, to the extent practicable, the existing vegetation within the buffers located around the stormwater management ponds referenced in Proffer 7.a. above.
8. WATER. The property will be served by public water. Prior to the approval of a preliminary subdivision plan for the property, the applicant shall perform a hydraulic study of the property and submit the results of the study to the County for review and approval. Prior to the preparation of the study, the applicant shall meet with County staff to determine the appropriate scope of the study.
9. SEWER. The property will be served by public sewer. The applicant further agrees that no pump/lift stations shall be used on the property, other than those which have been included in the Stafford County Master Water and Sewer Plan.
10. CEMETERIES. The applicant shall preserve any cemeteries located on the property, and shall also provide for reasonable pedestrian access to any such cemeteries.
11. GPS MONUMENTATION. Upon final buildout of the property, the applicant shall install two (2) GPS monuments keyed in to the Virginia Coordinates System 1983 on the property.

12. ENVIRONMENT.

- a. The applicant agrees that all reasonable efforts shall be made during the construction of the proposed Rocky Run Interceptor on the property to minimize the impacts of such construction on the Resource Protection Area (RPA) located on the property. The applicant further agrees to flag the limits of clearing in the field prior to construction and to notify the Stafford County Department of Planning and Community Development once the limits have been flagged so that they can be inspected by County staff.
- b. The applicant agrees to preserve, to the extent reasonably and financially practicable, the existing vegetation within the PD-2 perimeter buffer located on the property.
- c. No residential lots shall be platted within the 100-year floodplain. The applicant agrees to delineate the limits of the 100-year floodplain for any floodplain located adjacent to proposed development at the time of processing of a site plan for said development.

13. ARCHAEOLOGICAL STUDY. The applicant shall perform a Phase I Archaeological study of the portion of the property identified as "AR-5" in the Phase 1A Archaeological report prepared by Cultural Resources, Inc. for the Stafford County Regional Stormwater Management Project, and shall provide a copy of said study to the Department of Planning and Community Development. Said Phase 1 study shall be performed prior to the construction of the regional stormwater management pond identified alternatively as "AR-5" and "Austin Run 5", in accordance with the standards set forth in the Memorandum of Agreement for Stafford County Regional Stormwater Management Project between the U. S. Army Corps of Engineers, Norfolk District and the Commonwealth of Virginia Historic Preservation Officer (the "Memorandum of Agreement"). The applicant shall commission a study by a professional archaeological consultant to determine if there are any historic resources located on the property, to include background and archival research and walk-over reconnaissance of the property to identify historic period sites. The applicant shall provide the results of said study to the Stafford County Historical Commission ("Historical Commission") and the Planning Office. Additionally, if during the development process, any historic sites not identified in the study are found to be located on the property, the applicant shall cooperate with the appropriate officials of Stafford County to permit on-site inspection and documentation of such sites. The applicant agrees to make the property available to the Historical Commission for investigation of the property for sites of historical significance and also agrees to allow access by the Historical Commission or its designee to any historical sites discovered on the property.

14. BLASTING AND EARTHWORK. Any blasting or earthwork conducted on the property as part of the construction of Mine Road or other roadways on the property, or as part of the general development of the property, shall be done in accordance with all applicable Stafford County requirements, including applicable Fire Marshal, safety regulations. If any damage is done to the private wells or other structures

located on Stafford County Tax Map Parcel 29-45A and/or Tax Map Parcel 29-44K as a result of blasting or earthwork performed on the property, said wells and/or other structures shall either be restored or repaired to their original condition, or replaced at no cost to the owner of said parcel, provided that such damage can be determined to have been caused by said blasting or earthwork activities. This proffer shall be contingent upon the owners of said parcels consenting to the completion of a pre-blast and pre-earthwork survey of the wells and other structures to determine their existing condition. Upon receipt of a claim of actual damage from blasting or earthwork on the property, the applicant shall cause his consultant or the responsible contractor to respond expeditiously by meeting at the site of the alleged damage to confer with the adjacent property owner. The applicant will require contractors/subcontractors to maintain necessary liability insurance to cover the costs of repairing damages to any wells or structures or replacing any wells or structures which are beyond repair, which are directly attributable to blasting or earthwork on the property.

15. LANDSCAPING/SCREENING. The applicant agrees to plant a row of evergreen trees along the boundary of the property adjacent to Tax Map Parcels 29-45A and 29-44K to provide screening of said parcels from Mine Road. Said trees shall be a minimum of 6 to 8 feet in height, spaced no more than 10 feet apart and planted on center. In the event that the applicant proposes streetscape/landscaping improvements on County-owned property, the proposal shall be submitted to the County for its review and approval prior to installation of the proposed improvements, and an easement over the landscaping area shall be recorded. The maintenance of said improvements shall be the sole responsibility of the applicant.
16. FIRE & RESCUE.
 - a. The applicant shall make a monetary contribution to the Board of Supervisors in the amount of \$100.00 per residential unit constructed on the property for fire and rescue purposes. Said contribution shall be paid for each such dwelling unit at the time a building permit is issued for said dwelling unit.
 - b. The applicant shall make a monetary contribution to the Board of Supervisors in the amount of \$0.15 per square foot of gross floor area for every commercial building constructed on the property. Said contribution shall be used for fire and rescue services in the area and shall be paid for each building at the time a building permit is issued for said building.
17. LIBRARIES.
 - a. ((Satisfied) The applicant shall contribute the sum of \$75,000 to the Board of Supervisors for the purchase of library books or for other library purposes, which sum shall be paid as follows: \$37,500 prior to the issuance of the 500th residential building permit and \$37,500 prior to the issuance of the 750th residential building permit for the Property.

EXHIBIT A

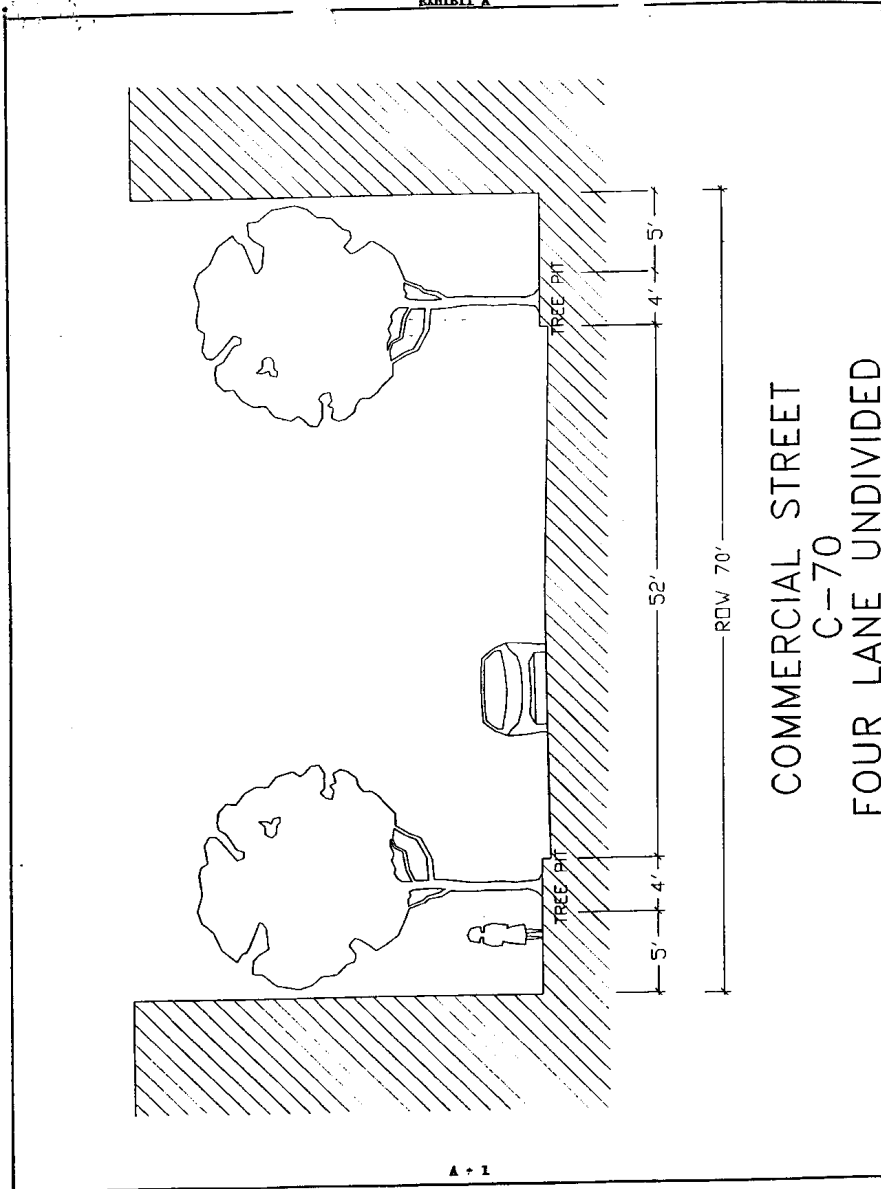
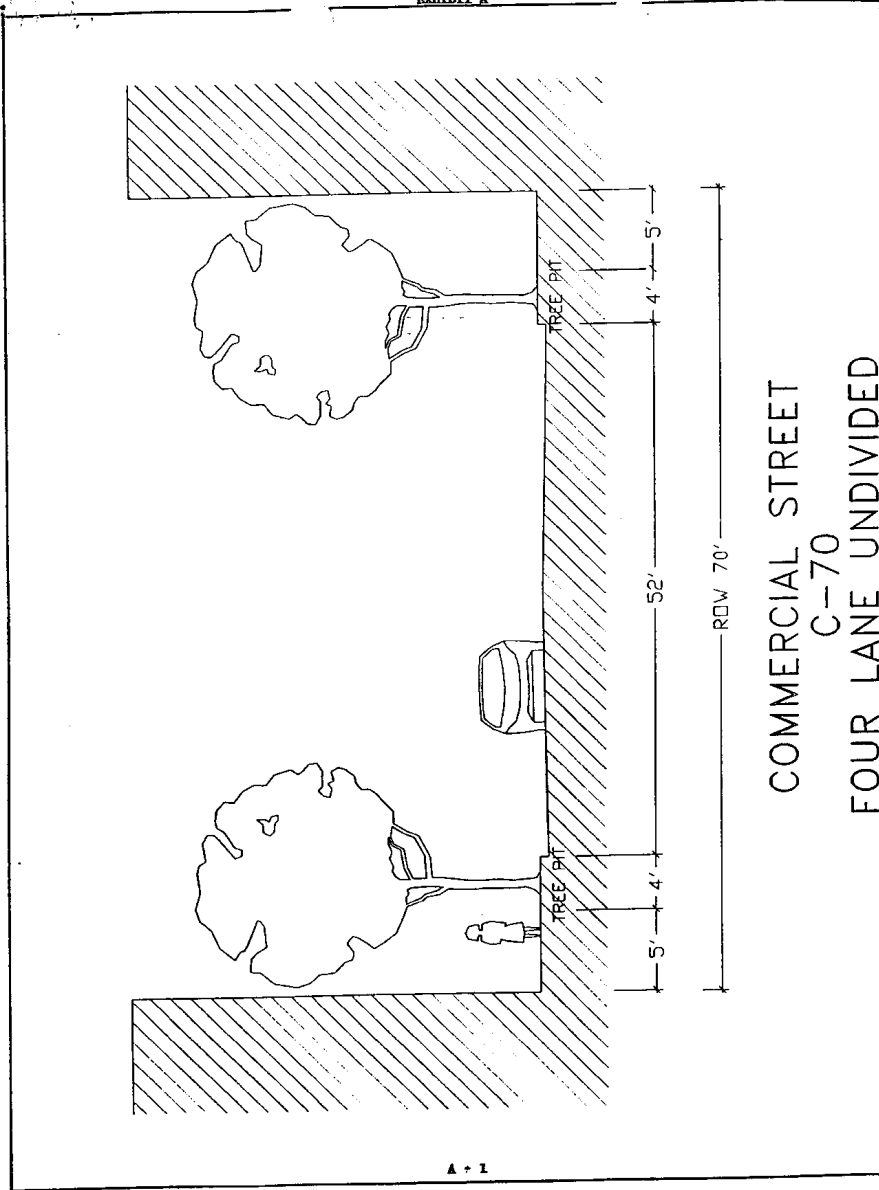
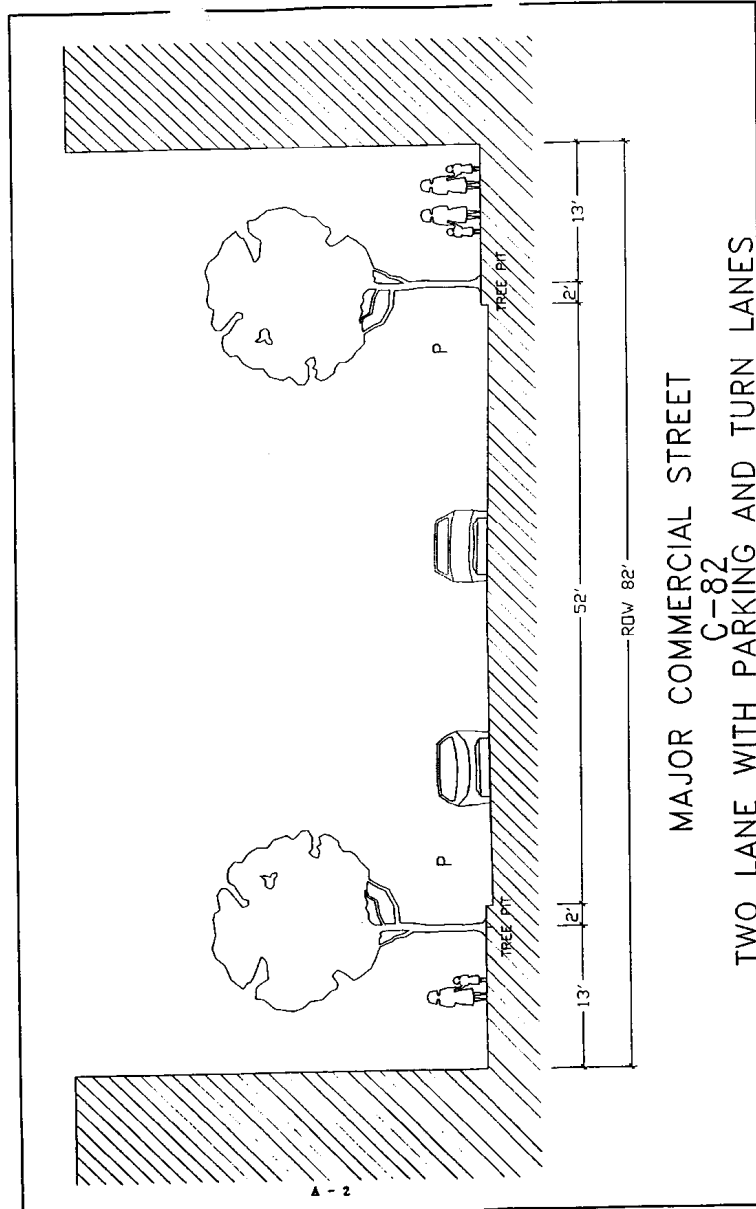
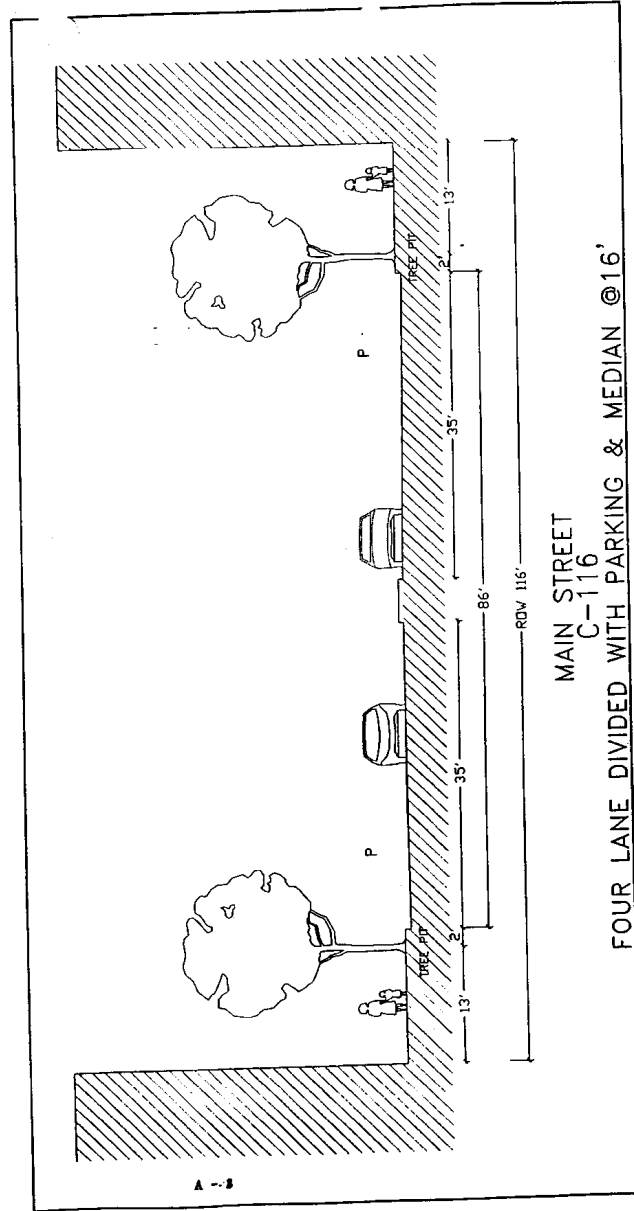
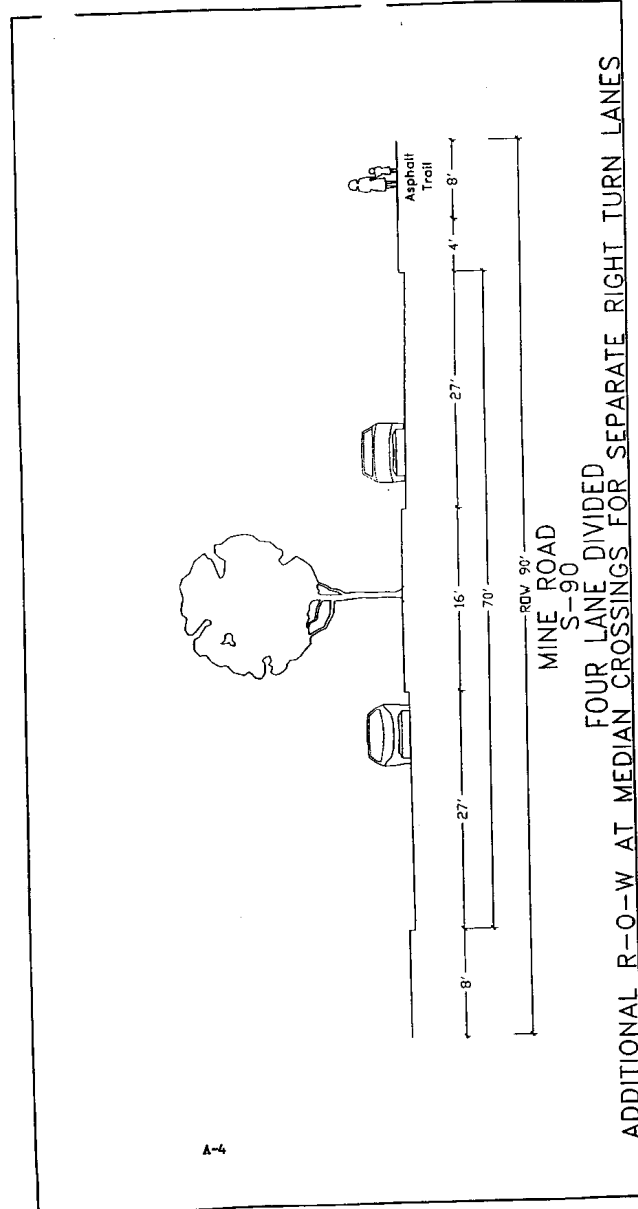


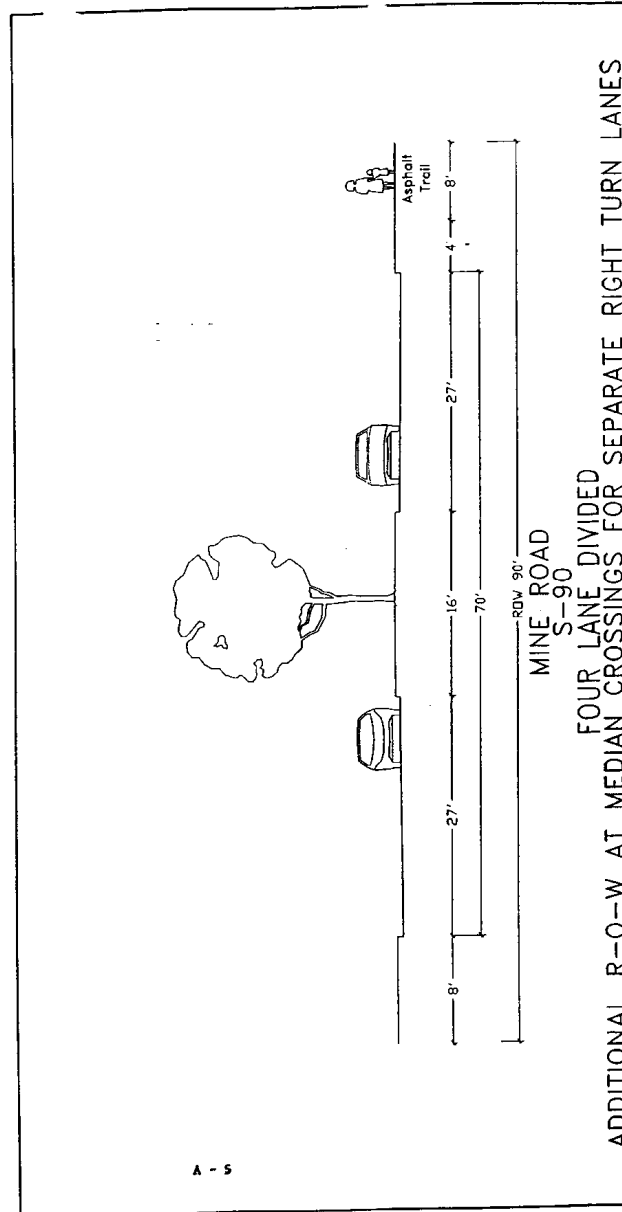
EXHIBIT A

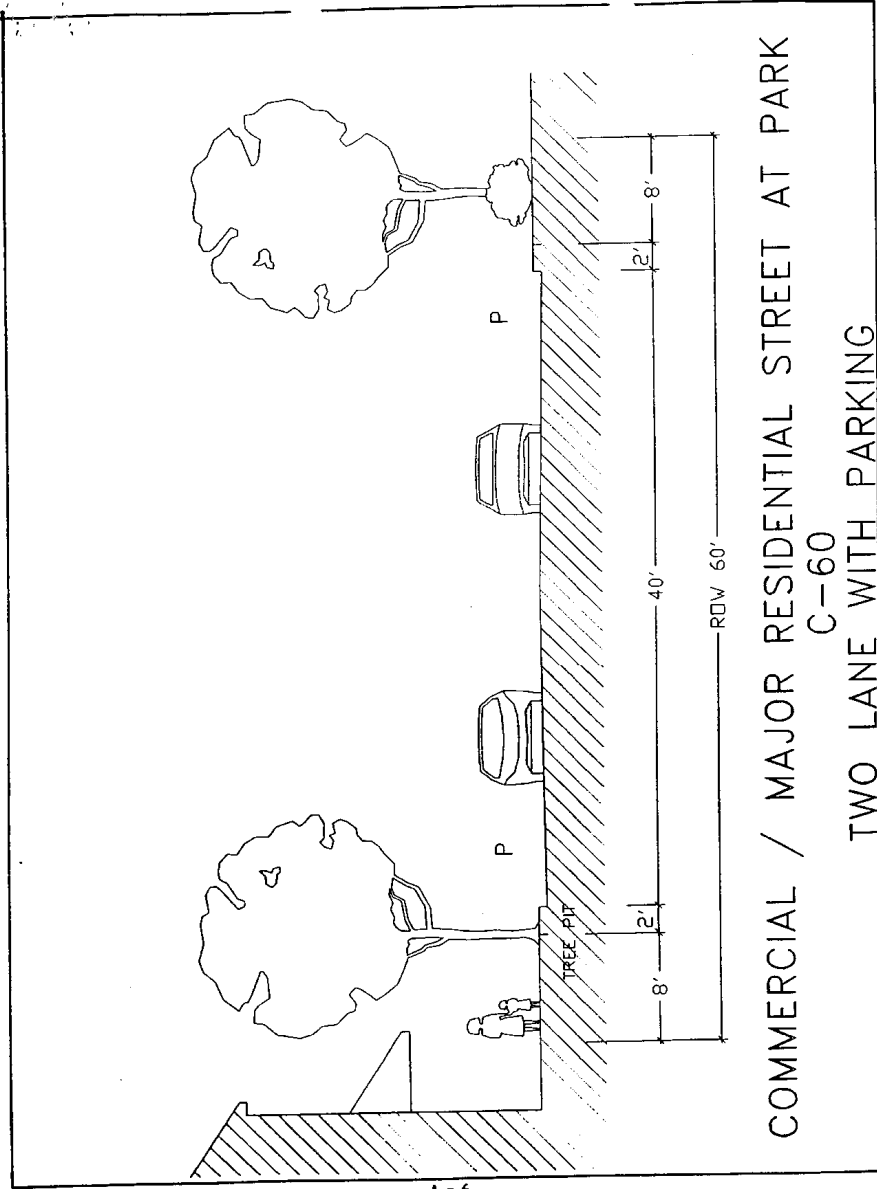




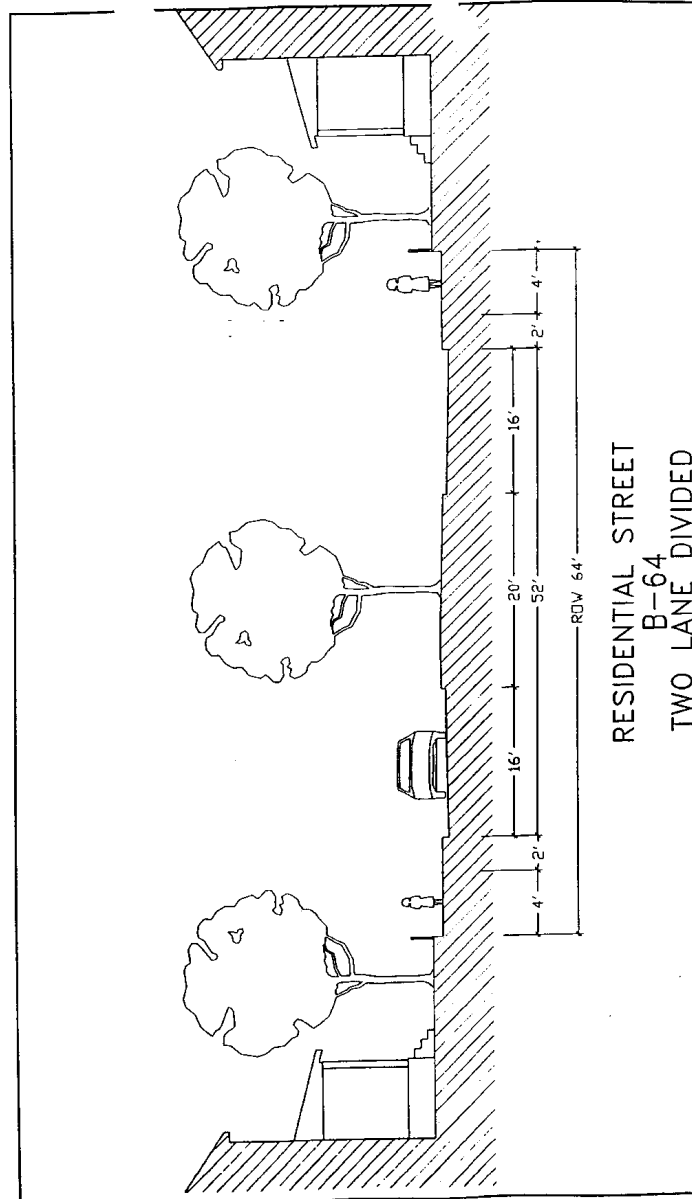


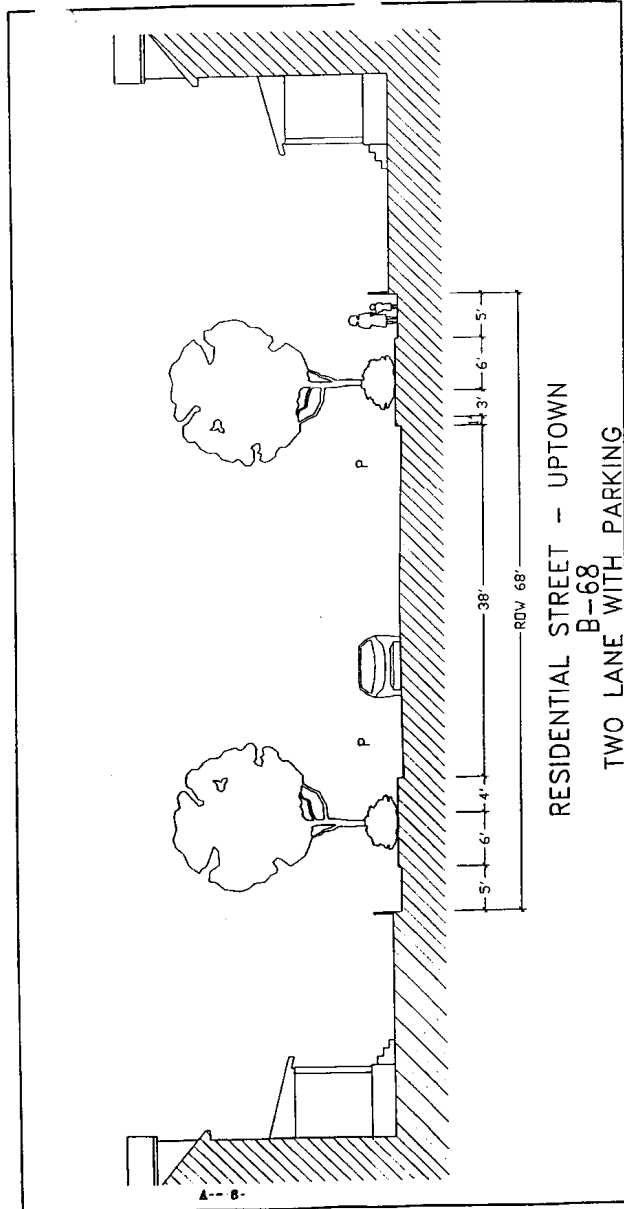


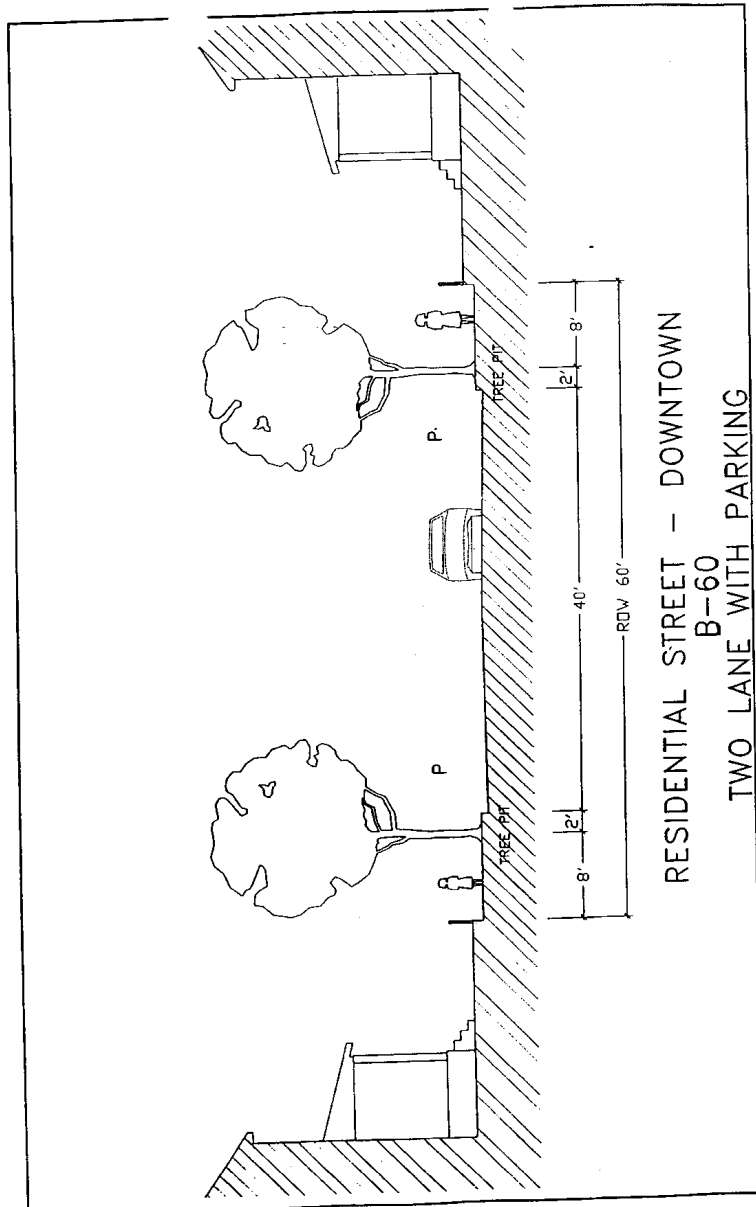


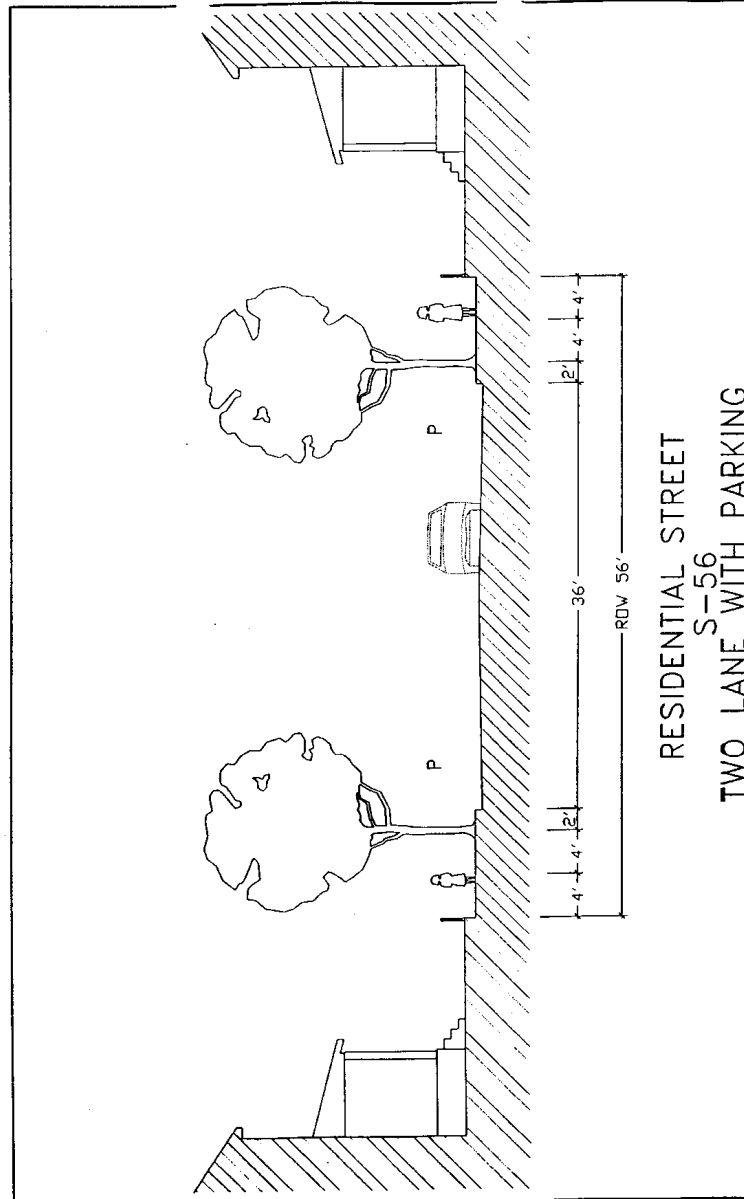


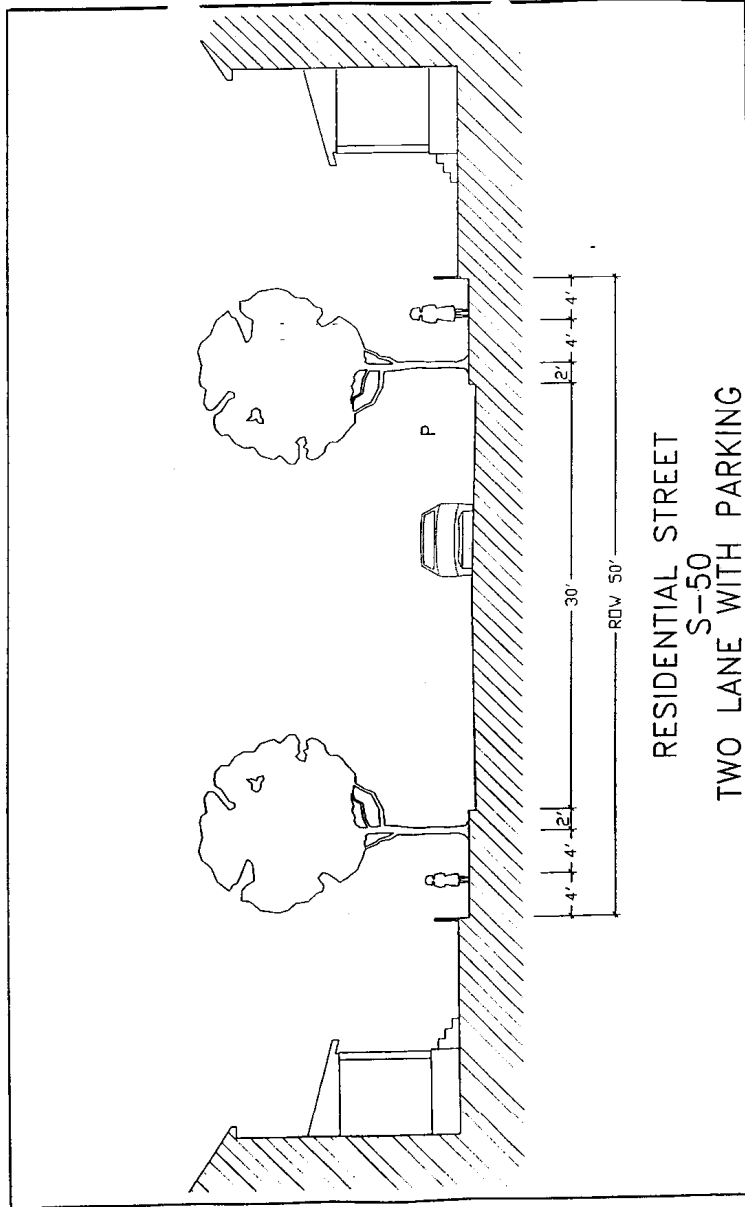
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**EXHIBIT B
ON-SITE ROADWAY IMPROVEMENTS**

IMPROVEMENT ROAD SEGMENT CONSTRUCTED	THRESHOLD LEVEL	
	TWO-LANE SECTION	FOUR-LANE SECTION
Embrey Mill Road, Notwithstanding the above, said improvement shall be from its current completed prior to the issuance of a building permit for off-site terminus to the 500th residential unit constructed on the Property, a connection with provided that any necessary offsite right-of-way (including the internal street drainage, grading, slope and construction easements) for network, for the said improvement is made available to the Applicant in Property, to reasonable time.		N/A
provide a connection between existing Embrey Mill Road and existing Mine Road A through the internal streets of Phase 1.		

N/A is Not Applicable

ROAD SEGMENT CONSTRUCTED	TWO-LANE SECTION	FOUR-LANE SECTION
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Mine Road "B" "C", "D" "E" "F" and Commercial Connector as a full four-lane section from the end of existing Mine Road to Route 630	Said improvement shall be completed prior to the issuance of a building permit for the 950 th residential unit constructed on the Property, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time. ¹	Said improvement shall be completed prior to the issuance of a building permit for the 950 th residential unit constructed on the Property, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time. ¹
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Austin Collector ("A" and "B")	At such time that the number of daily trips on Commercial Connector south of Austin Collector "A" generated by the Property' exceeds 14,000 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 470,000 th gross square foot of non-residential building area contained in Phase 3A and/or Phase 4. ²	At such time that the number of daily trips on Austin Collector ("A" and "B") generated by the Property' exceeds 6,000 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 510,000 th gross square foot of non-residential building area contained in Phase 3A and/or Phase 4. ²
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¹ Based on site generated traffic considering approved final subdivision plat(s) for residential lots) and approved construction plans (for multi-family residential and commercial uses) and Stafford County daily trip generation rates as shown on page 2 of Stafford County Transportation Impact Statement (TIS) Guidelines, Department of Planning and Community Development, Stafford, VA, 1996, and the ITE Trip Generation Rate for non-residential uses (ITE Trip Generation Manual, 6th Edition).

²For purposes of this proffer, on-site roads shall be considered "completed" as defined in paragraph 2.m. of the Proffer Statement.

³ To be expanded to six lanes if the future Mine Road connection from the southern terminus of Mine Road "F" to Courthouse Road is not constructed by others at the time the number of site-generated daily trips on the affected road segment exceeds 20,000 VPD.

EXHIBIT C
OFF-SITE INTERSECTION IMPROVEMENTS

INTERSECTION IMPROVEMENT	THRESHOLD LEVEL
Addition of a left turn lane to the eastbound approach of the intersection of Northampton Boulevard and Mine Road.	At such time that the number of daily trips on Mine Road "A" generated by the Property ¹ exceeds 3,600 vehicles per day (VPD). Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 410th residential unit constructed on the Property, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time. ²
Signalization of the intersection of Mine Road and Northampton Boulevard.	At such time that the number of daily trips on Mine Road "A" generated by the Property ¹ exceeds 3,600 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 410th residential unit constructed on the Property, subject to VDOT warrants being met and provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time. ²
Addition of a right turn lane to the westbound approach of the intersection of Austin Ridge Drive and Mine Road.	At such time that the number of daily trips on Mine Road "A" generated by the Property ¹ exceeds 9,500 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 1,390th residential unit constructed on the Property, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time. ²

INTERSECTION IMPROVEMENT

THRESHOLD LEVEL

Signalization of the intersection of Austin Ridge Drive and Mine Road.

At such time that Mine Road/Commercial Connector is connected from Mine Road "A" to Courthouse Road. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 1,500th residential unit constructed on the Property, subject to VDOT warrants being met and provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time.²

Signalization of the intersection of the Commercial Connector and Courthouse Road.

At such time that Mine Road/Commercial Connector is connected from Mine Road "A" to Courthouse Road. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 1,500th residential unit constructed on the Property, subject to VDOT warrants being met and provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time.²

Addition of a left turn lane to the eastbound approach of the intersection of Commercial Connector and Courthouse Road.

At such time that the number of daily trips on Commercial Connector south of Austin Collector "A" generated by the Property¹ exceeds 6,500 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 320,000th gross square foot of non-residential building area contained in Phase 3A and/or Phase 4, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time.²

INTERSECTION IMPROVEMENT

THRESHOLD LEVEL

Addition of a free flow right turn lane to the westbound approach of the intersection of Courthouse Road and Commercial Connector

At such time that the number of daily trips on Commercial Connector south of Austin Collector "A" generated by the Property¹ exceeds 12,000 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 410,000th gross square foot of non-residential building area contained in Phase 3A and/or Phase 4, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time.²

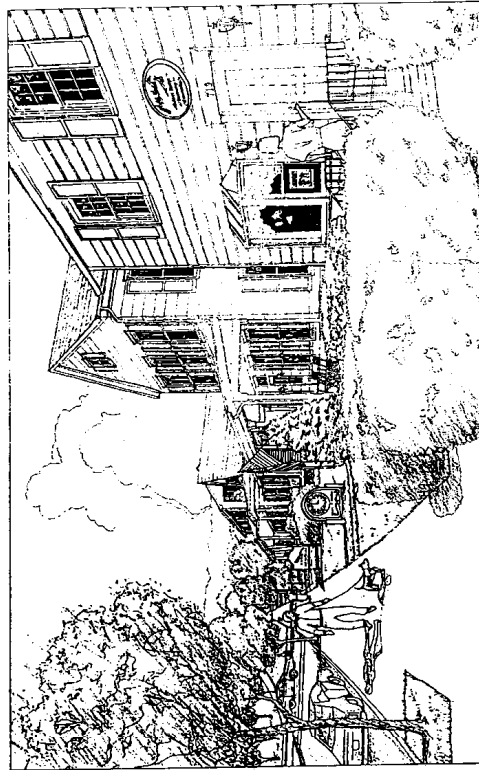
Signalization of the intersection of South Residential "B" and Courthouse Road.

At such time that the number of daily trips on South Residential "B" at its intersection with Courthouse Road generated by the Property¹ exceeds 6,500 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 570,000th gross square foot of non-residential building area contained in Phase 3A and/or Phase 4, provided that any necessary offsite right-of-way (including drainage, grading, slope and construction easements) for said improvement is made available to the Applicant in reasonable time.²

¹ Based on site generated traffic considering approved final subdivision plats (for residential lots) and approved final construction plans (for multi-family residential and commercial uses) and Stafford County daily trip generation rates as shown of page 2 of Stafford County Transportation Impact Statement (TIS) Guidelines. Department of Planning and Community Development, Stafford, VA, 1996.

² For purposes of this proffer, off-site roads shall be considered "completed" as defined in paragraph 2.n. of the Proffer Statement.

EXHIBIT D

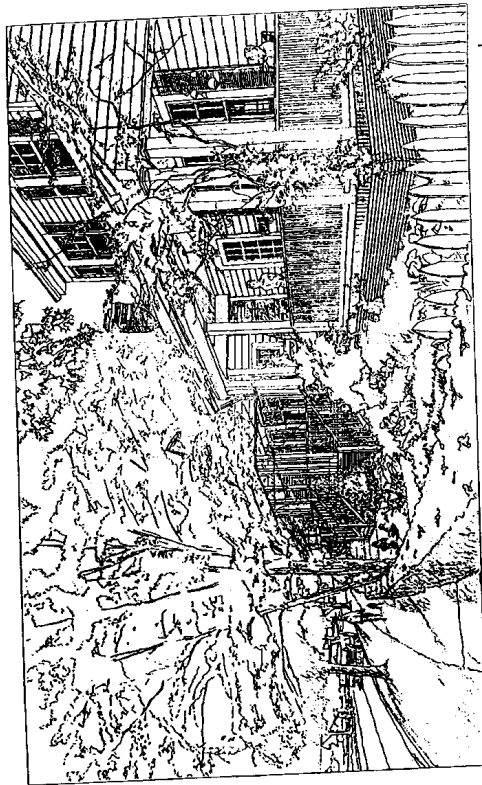


DETACHED LIVE/WORK UNITS

NORTH STAFFORD ASSOCIATES PARCEL

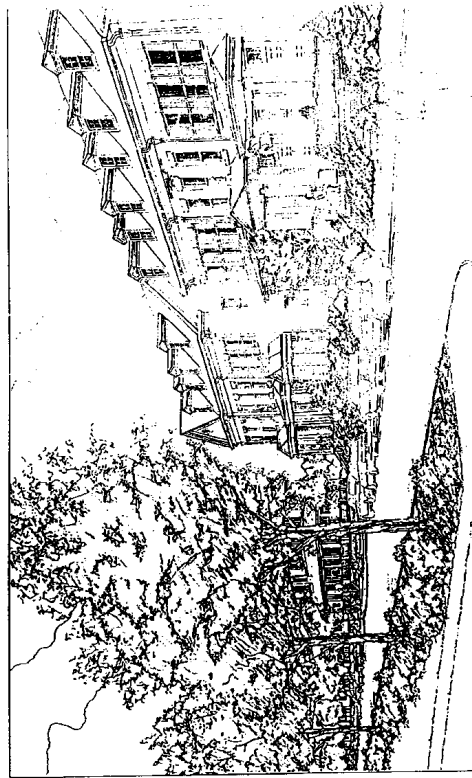
WHA ARCHITECTURE & PLANNING

D - 1

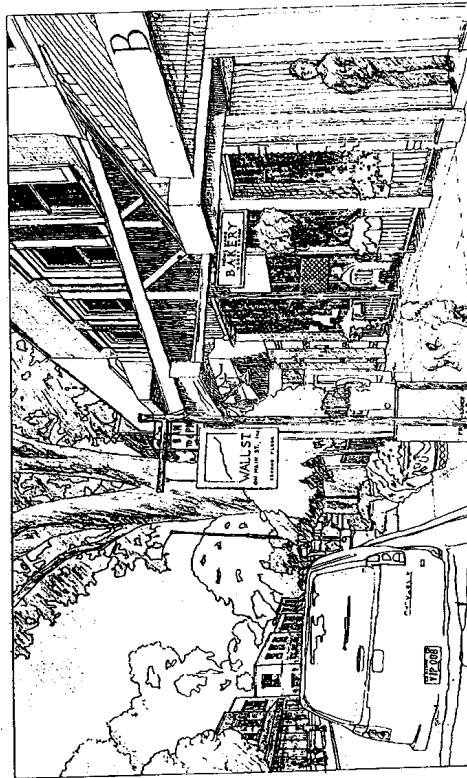


MINOR RESIDENTIAL STREET
NORTH STAFFORD ASSOCIATES PARCEL
VIA ARCHITECTURE & PLANNING

D-2

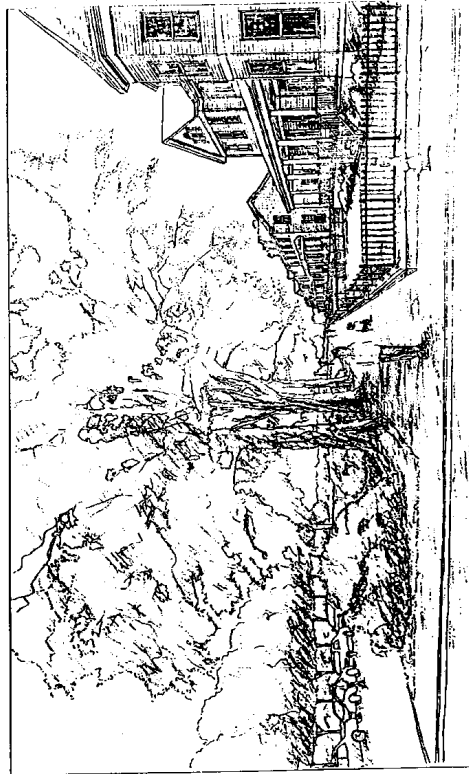


TOWNHOUSES ACROSS FROM SQUARE
NORTH STAFFORD ASSOCIATES PARCEL
WHA ARCHITECTURE & PLANNING



COMMERCIAL STREET
 NORTH STAFFORD ASSOCIATES PARCEL
 VIA ARCHITECTURE & PLANNING

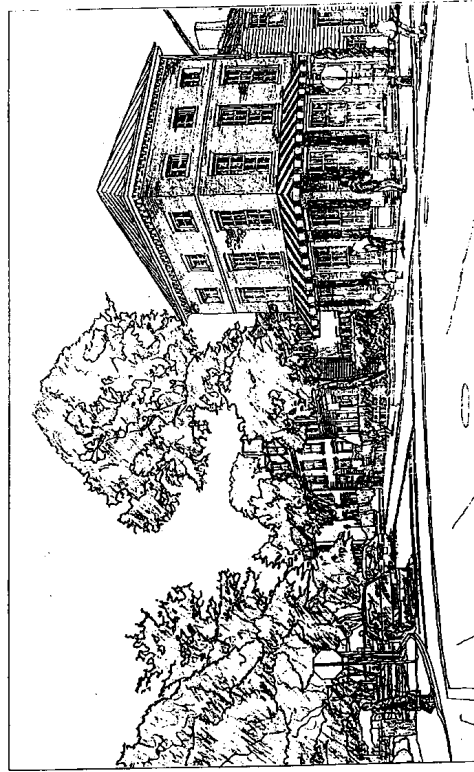
D - 4



RESIDENTIAL SERVICE - URBAN

NORTH STAFFORD ASSOCIATES, P.A.C.E.

WHA ARCHITECTURE & PLANNING



CORNER STORE / LIVE-WORK UNIT

NORTH STAFFORD ASSOCIATES PARCEL

THA ARCHITECTURE & PLANNING

D - 6



HIGHA RESIDENTIAL STREET

PLATS & ELEVATIONS

NORTH STAFFORD ASSOCIATES PARCEL

BRAND BOULEVARD

BRAND BOULEVARD

HIGHA RESIDENTIAL STREET

HIGHA RESIDENTIAL STREET

BOULEVARD - CORNER LOT

WHA ARCHITECTURE & PLANNING