

BOARD OF SUPERVISORS
COUNTY OF STAFFORD
STAFFORD, VIRGINIA

ORDINANCE

At a regular meeting of the Stafford County Board of Supervisors (the Board) held in the Board Chambers, Stafford County Administration Center, Stafford, Virginia, on the 19th day of March, 2013:

<u>MEMBERS:</u>	<u>VOTE:</u>
Susan B. Stimpson, Chairman	Yes
Robert "Bob" Thomas, Jr., Vice Chairman	Yes
Jack R. Cavalier	Yes
Paul V. Milde III	Yes
Ty A. Schieber	Yes
Gary F. Snellings	Yes
Cord A. Sterling	Yes

On motion of Mr. Schieber, seconded by Mr. Sterling, which carried by a vote of 7 to 0, the following was adopted:

AN ORDINANCE TO AMEND AND REORDAIN THE ZONING ORDINANCE FOR STAFFORD COUNTY BY AMENDING THE PROFFERED CONDITIONS ON ASSESSOR'S PARCELS 29-53, 29G-AA, 29G-K, 29G-L, AND 29G-M, 29G-1-33 THROUGH 65, 29G-1-81 THROUGH 120, 29G-1-154 THROUGH 165, 29G-1-187 THROUGH 199, 29G-1-325 THROUGH 347, AND 29G-1-A, E, F, H AND J, ZONED A-1, AGRICULTURAL AND PD-2, PLANNED DEVELOPMENT 2, WITHIN THE GARRISONVILLE ELECTION DISTRICT

WHEREAS, the Board, acting as applicant, on behalf of Nash Stafford, LLC, submitted an application requesting an amendment to proffered conditions on Assessor's Parcels 29-53, 29G-AA, 29G-K, 29G-L, and 29G-M, as well as 29G-1-33 through 65, 29G-1-81 through 120, 29G-1-154 through 165, 29G-1-187 through 199, 29G-1-325 through 347, and 29G-1-A, E, F, H and J, zoned A-1, Agricultural and PD-2, Planned Development 2; and

WHEREAS, Nash Stafford, LLC, is the owner of Assessor's Parcels 29-53, 29G-AA, 29G-L, and 29G-M, as well as 29G-1-33 through 65, 29G-1- 81 through 120, 29G-1-154 through 165, 29G-1-187 through 199, 29G-1-325 through 347, and 29G-1-A, E, F, H and J; and

WHEREAS, the County is the owner of Assessor's Parcel 29G-K; and

WHEREAS, the Board desires to amend the proffered conditions on Parcel 29G-K; and

WHEREAS, the above-listed properties are subject to proffered conditions pursuant to Ordinance O01-08, adopted by the Board on March 6, 2001; and


WHEREAS, the Board carefully considered the recommendations of the Planning Commission and staff, and the testimony, if any, at the public hearing; and

WHEREAS, the Board determined that the requested amendment to proffered conditions is compatible with the surrounding land uses and zoning; and

WHEREAS, the Board finds that public necessity, convenience, general welfare, and good zoning practice require adoption of an ordinance to amend the proffered conditions on the subject properties;

NOW, THEREFORE, BE IT ORDAINED by the Stafford County Board of Supervisors on this the 19th day of March, 2013, that the Zoning Ordinance for Stafford County be and it hereby is amended and reordained by amending the proffered conditions on Assessor's Parcels, 29-53, 29G-AA, 29G-K, 29G-L, and 29G-M, as well as 29G-1-33 through 65, 29G-1-81 through 120, 29G-1-154 through 165, 29G-1-187 through 199, 29G-1-325 through 347, and 29G-1-A, E, F, H and J, zoned A-1, Agricultural and PD-2, Planned Development 2, as specified in the proffer statement entitled "Proffers," dated December 14, 2012.

A Copy, teste:



Anthony J. Romanello, ICMA-CM
County Administrator

AJR:JAH:kb

Embrey Mill Revised Proffers
December 14, 2012

I. GENERAL SITE DEVELOPMENT

- a. Maximum Units. The property will be developed in general accordance with that plan entitled "General Development Plan", prepared by PHR&A, dated December, 1998 and last revised December, 2000 (the "GDP"). The maximum number of units to be constructed on the property shall be 2,246; however, the maximum number of "non-senior housing" units shall be 1,898. The maximum number of each type of residential unit constructed on the property shall be as follows:
 - (i) Detached residential – 1455 (100 with senior features)
 - (ii) Attached residential – 314 (80 senior)
 - (iii) Multi-family – 301 (268 senior)
 - (iv) Commercial Apartment/Multi-family - 176
- b. Live-Work Units. In the event the Stafford County Zoning Ordinance is amended to permit "live-work" units, as described herein, the applicant shall have the right to convert a maximum of 111 of the residential units referenced in Proffer I.a. to live-work units. Said live-work units may be used for strictly residential purposes. For purposes of this proffer, a "live-work unit" shall be defined as an attached or detached unit, located in a primarily residential area, which contains both a living unit and a work unit for "low intensity" employment uses. Such employment uses shall have limited traffic (fewer than 50 vehicle trips per day per 1,000 square feet of gross floor area devoted to the employment use), limited noise, accessible entrance and bathrooms, and limited hours of operation (between 8:00 a.m. and 6:00 p.m.). Examples of such employment uses shall include, but not be limited to, studio space for artists, photographers, etc.; professional offices for lawyers, accountants, therapists, architects, etc.
- c. 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.
- d. 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. The applicant reserves the right to develop elderly residential units as defined in Proffer 1.g. below on any portion of the project.
- e. 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 buildout of the project. The applicant reserves the right to develop elderly residential units as defined in Proffer 1.g. below on any portion of the project; provided, however, that in no event shall the number of residential units exceed the limitations set forth in Proffer 1.a.
- f. 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.
- g. Senior Housing Units. The applicant agrees that a minimum of three-hundred forty eight (348) of the housing units referenced in Proffer 1.a. shall be reserved for senior housing, which shall include the following housing types: "adult day care center", "congregate housing" and "retirement housing", as said housing types are defined in the Stafford County Zoning Ordinance, subject to the approval of a Conditional Use Permit in accordance with Table 3.1 of the Zoning Ordinance. The applicant further agrees that one hundred (100) additional residential units, irrespective of housing type, shall be designated with features that are attractive to seniors, such as first-floor master bedrooms, etc.

- h. 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. Mine Road.
 - (i) The applicant shall dedicate right-of-way, ninety feet (90) in width, as generally shown on the Transportation Plan, free and clear of any liens or encumbrances, for the future extension of Mine Road through the property as shown on the Transportation Plan. The applicant shall dedicate each segment of right-of-way for Mine Road at the time of commencement of construction of the portion of the development being served by that segment. In the event the Stafford County Department of Planning and Community Development or VDOT requests the dedication of right-of-way for any portion of Mine Road 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.
 - (ii) For purposes of this proffer statement and application, the portion of Mine Road located within the limits of the property shall not be considered an "external road".
 - (iii) Mine Road Sections B, C, D, E and F shall be constructed in accordance with that road cross-section entitled "Mine Road S-90 Four Lane Divided",

included as part of the Transportation Plan and attached hereto as part of Exhibit A, consistent with VDOT's standards and subject to VDOT approval.

- d. 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.
- e. 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.
- f. 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.
- g. Route 610/Mine Road Intersection. The applicant shall contribute the sum of \$100,000.00 to the Board of Supervisors of Stafford County for improvements to the intersection of Route 610 and Mine Road. Said contribution shall be paid within three (3) years of the date of approval of RC981380, provided that the applicant's overall preliminary plan for the property has been approved by Stafford County.
- h. 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.

- i. South Residential "B"/Courthouse Road Connection. The applicant agrees that no connection shall be made via South Residential "B" from proposed Mine Road "F" to Courthouse Road until such time that the widening of Courthouse Road from two to four lanes has been completed. This proffer shall not preclude construction of South Residential "B" to provide access to a community facility such as, but not limited to, a school, fire station or park.
- j. Mine Road Connection.
 - (i) No more than 300 residential units shall utilize existing Mine Road at the northern end of the project without a connection being completed from existing Mine Road to Route 630.
 - (ii) 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.
- k. Roadway Improvements (General). On-site road link improvements shall be completed as described on the table entitled "On Site Roadway Improvements", attached hereto as "Exhibit B", and intersection improvements shall be completed as described on the table entitled "Off-Site Intersection Improvements", attached hereto as "Exhibit C". As part of the submission of site or subdivision plans for any use developed on the property, the applicant shall submit to Stafford County a trip generation summary detailing (i) the road segments to be affected by said use, (ii) site-generated vehicle trips per day on the affected road segments prior to the development of said use, (iii) anticipated site-generated vehicle trips per day on the affected road segments following the development of said use, and (iv) an analysis of the "post-development" site-generated vehicle trips per day vis-a-vis the "threshold levels" contained in Exhibits B and C, to determine whether the threshold levels for construction of the road link improvements and intersection improvement contained in the exhibits have been reached.

- l. 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.
- m. 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.
- n. Completion of Off-Site Roads and Other Improvements. For the purposes of this proffer statement, except as otherwise provided in Exhibit B and Exhibit C, construction of off-site roads 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 with Stafford County for the final improvements, or (b) in the event the applicant is unable to acquire the necessary right-of-way and/or easements after making "good faith effort" (as defined in Proffer 2.1.(ii)), once the applicant has posted security for said improvement with Stafford County or VDOT in accordance with the adopted Stafford County or VDOT security policy and the "fair market value" of said right-of-way and/or easements, as determined by an appraisal performed by a certified professional road estate appraiser, has been posted with Stafford County by the applicant.
- o. 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.

- p. 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.
- q. Mine Road Bike Trail. The applicant shall construct an 8-foot wide asphalt bike trail along the west side of Mine Road, to be constructed at such time that the segment of Mine Road which contains the trail is built to a four-lane section. Said bike trail shall be in lieu of a sidewalk for the affected sections of Mine Road. Notwithstanding, the applicant shall also construct a 4-foot wide sidewalk on the east side of Mine Road along section "F". Said sidewalk shall be located along the service drive to be constructed as part of the adjacent development, and the applicant shall record an easement over the sidewalk to permit pedestrian access by the general public.
- r. 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.
- s. 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.
- t. The applicant shall provide interparcel access prior to completion of Phase #4 for Tax Map Parcel No. 29-70K.
- 3. SCHOOLS.
 - a. School Site Dedication. The applicant shall dedicate and convey to the ~~School~~ Board of Supervisors free and clear of any liens or encumbrances two (2) school sites consisting of a total of approximately 56 acres for use as schools or other appropriate public use, as said school sites are identified as "School Site #1" on the GDP and "School Site #2" under Proffer 3(a)(ii) below. Said conveyances shall be made upon the request of the Board of Supervisors at any time following the approval of Ordinance O13-22; however, the conveyance of School Site #1 and School Site #2 shall be subject to the acceptance by the Board of Supervisors (or any other public user) of the building architecture and site layout for said schools shown on that plan entitled "Proposed School Elevation", prepared by WHA Architecture & Planning and dated July 16, 1999 (the "School Elevation"), or an alternate design which is

acceptable to both the applicant and the Board of Supervisors (or any other public user). If the architecture and site layout on the School Elevation is not accepted by the Board of Supervisors (or any other public user), and if an alternate design is not developed which is mutually acceptable to the applicant and the Board of Supervisors or any other public user, the applicant reserves the right to move said school sites to other locations on the property. The timing of connection of roads and utilities to the school sites shall be as follows:

- (i) School Site #1 - Elementary School (approximately 23 acres). The applicant agrees to construct a two-lane section roadway to the property line of the school site not later than six (6) months prior to the planned date for the commencement of construction of the school facility, but in any event not prior to the issuance of a building permit for the first residential unit constructed in Phases 1, 2A or 2B, provided that School Site #1 is located in the location shown on the GDP. If School Site #1 is located in another location on the property pursuant to Proffer #3.a. above, the applicant agrees to construct said improvements not prior to the issuance of a building permit for the 300th residential unit constructed in Phases 1, 2A or 2B (out of 1,380 total). The applicant agrees to provide public water service to the property line of the school site not later than one (1) year prior to the projected opening date of the school facility, but in any event not prior to the issuance of a building permit for the first residential unit constructed in Phases 1, 2A or 2B, provided that School Site #1 is located in the location shown on the GDP. If School Site #1 is located in another location on the property pursuant to Proffer #3.a. above, the applicant agrees to provide water service to the property line of the school site not prior to the issuance of a building permit for the 300th residential unit constructed in Phases 1, 2A or 2B (out of 1,380 total). The applicant agrees to provide sanitary sewer service to the property line of the school site not later than six (6) months prior to the projected opening date of the school facility, but in any event not prior to the issuance of a building permit for the first residential unit constructed in Phases 1, 2A or 2B, provided that School Site #1 is located in the location shown on the GDP. If School Site #1 is located in another location on the property pursuant to Proffer #3.a. above, the applicant agrees to provide sanitary sewer service to the property line of the school site not prior to the issuance of a building permit for the 300th residential unit constructed in Phases 1, 2A or 2B (out of 1,380 total). School Site #1 shall be served by the Austin Run trunk sewer line.
- (ii) School Site #2 - Middle School (approximately 33 acres). The applicant agrees to construct a two-lane section of any subdivision road to the property line of the school site not later than six (6) months prior to the planned date for the commencement of construction of the school facility.

The applicant agrees to provide public water service to the property line of the school site not later than one (1) year prior to the projected opening date of the school facility, but in any event not prior to the issuance of a building

permit for the 100th residential unit constructed in Phase 2C (out of 550 total). The applicant agrees to provide sanitary sewer service to the property line of the school site not later than six (6) months prior to the projected opening date of the school facility, but in any event not prior to the issuance of a building permit for the 100th residential unit constructed in Phase 2C (out of 484 total). School Site #2 shall be served by the Rocky Run interceptor sewer line. School Site #2 shall be located on the east side of Mine Road opposite of the intersection of Mine Road and Embrey Mill Road, in the location identified as Public Park #2 on the GDP.

- b. 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.
- c. 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. Open Space. The applicant shall provide open space areas on the property generally as shown on the GDP.
- b. 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. Playgrounds/Tot Lots. In addition to the tot lots to be provided at Recreation Areas A, B and C, the applicant shall provide two (2) playgrounds/tot lots in Phase 1 and one (1) playground/tot lot in each of Phases 2B and 2C.
- f. 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.
- g. Public Recreational Facilities:

Public Park. Upon request of the Board of Supervisors, the applicant shall dedicate to the Stafford County Board of Supervisors an area for a public park, or other appropriate public use, consisting of 53 acres, including approximately 38 acres formerly identified as School Site #2, 10.9 acres formerly identified as Public Park #1, and 4 acres formerly identified as Fire & Rescue Site on the GDP. In addition to this dedication, the applicant shall provide a monetary contribution to the County in the

amount of \$2.813 million towards construction of the park and/or recreational facilities. Such contribution shall be made in three payments. The first payment in the amount of Five Hundred Fifty Thousand Dollars (\$550,000) shall be received by the County no later than close of business on June 30, 2013. The second payment in the amount of Four Hundred Fifty Thousand Dollars (\$450,000) shall be received by the County no later than close of business on January 31, 2014. The third payment in the amount of One Million Eight Hundred Thirteen Thousand Dollars (\$1,813,000) shall be received by the County no later than close of business on June 30, 2015. If one or more payments are not made by the specified dates above, the County shall reserve the right, in its sole discretion, to withhold recordation of any subsequent subdivision plats until the entire \$2.813 million is paid.

- h. 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. Remainder of the Property. The applicant shall record Covenants, Conditions and Restrictions (CCRs) against the remainder of the property, excluding any land(s) dedicated to Stafford County for public use, to establish architectural and urban design guidelines for the project. The CCRs will address such items as building height, number of stories of structures, architectural design, required setbacks, required architectural features such as porches, fences, etc., signage, and building materials and colors. Examples of typical architectural themes and design elements are depicted in those renderings prepared by WHA Architecture & Planning entitled "Detached Live-Work Units", "Minor Residential Street", "Townhouses Across From Square", "Commercial Street", "Residential Street-Uptown", "Corner Store/Live Work Unit", and "Plats and Elevations" (elevations only), copies of which are attached to this proffer statement as Exhibit D. Notwithstanding the above, no less than 35% of the attached residential dwelling units constructed on the property shall utilize brick or masonry as the primary building material on the front façade of the structure.

- c. 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,

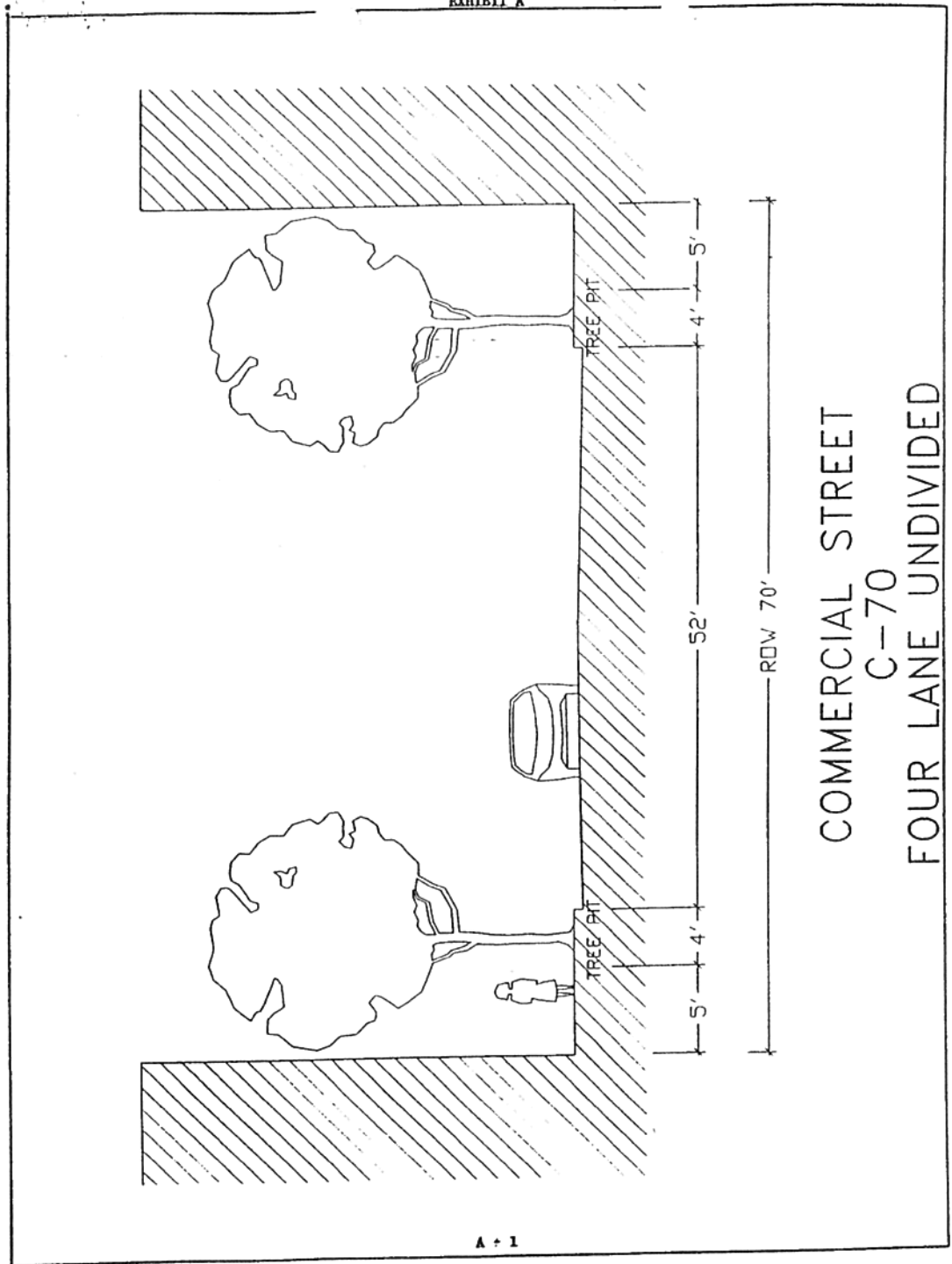
the existing vegetation within the PD-2 perimeter buffer located on the property.

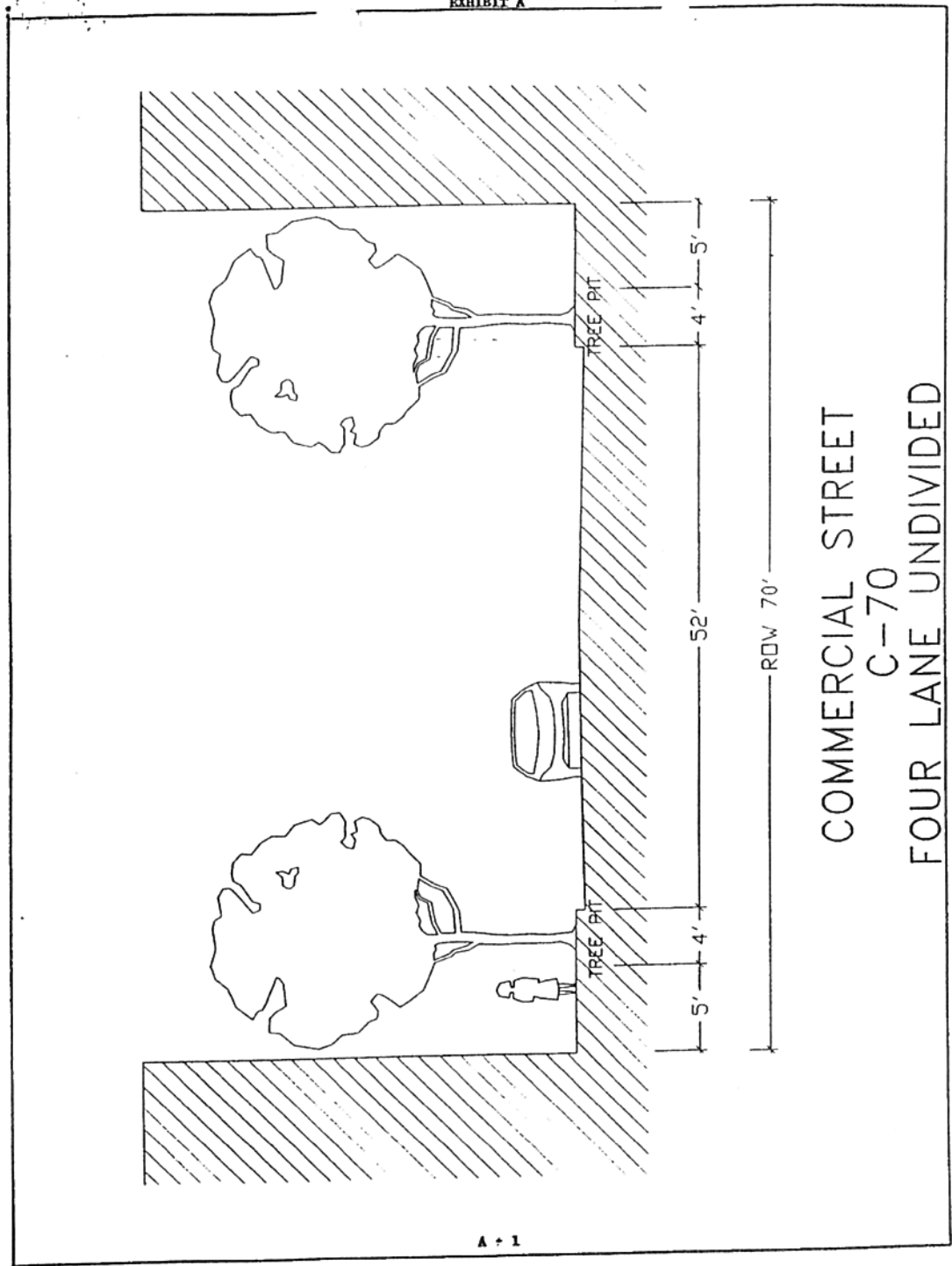
- c. No residential lots shall be platted within the 100-year floodplain. The applicant agrees to delineate the limits of the 100-year floodplain for any floodplain located adjacent to proposed development at the time of processing of a site plan for said development.
13. ARCHAEOLOGICAL STUDY. The applicant 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 I 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. THREATENED AND ENDANGERED SPECIES. The applicant shall provide a copy of any threatened or endangered species study performed on the property in conjunction with the construction of stormwater management ponds under the Memorandum of Agreement to the Department of Planning and Community Development.
15. 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

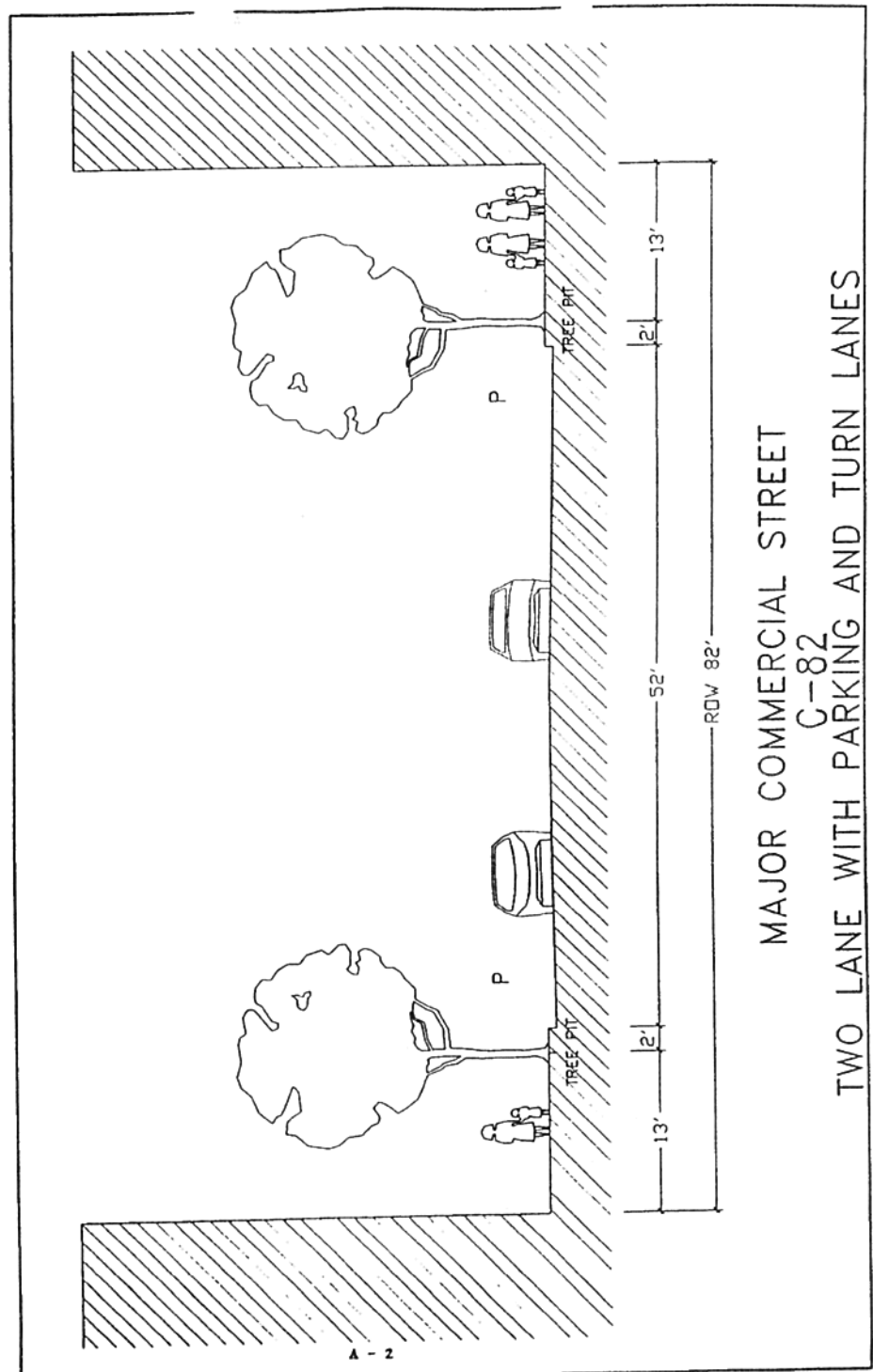
contingent upon the owners of said parcels consenting to the completion of a pre-blast and pre-earthwork survey of the wells and other structures to determine their existing condition. Upon receipt of a claim of actual damage from blasting or earthwork on the property, the applicant shall cause his consultant 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.

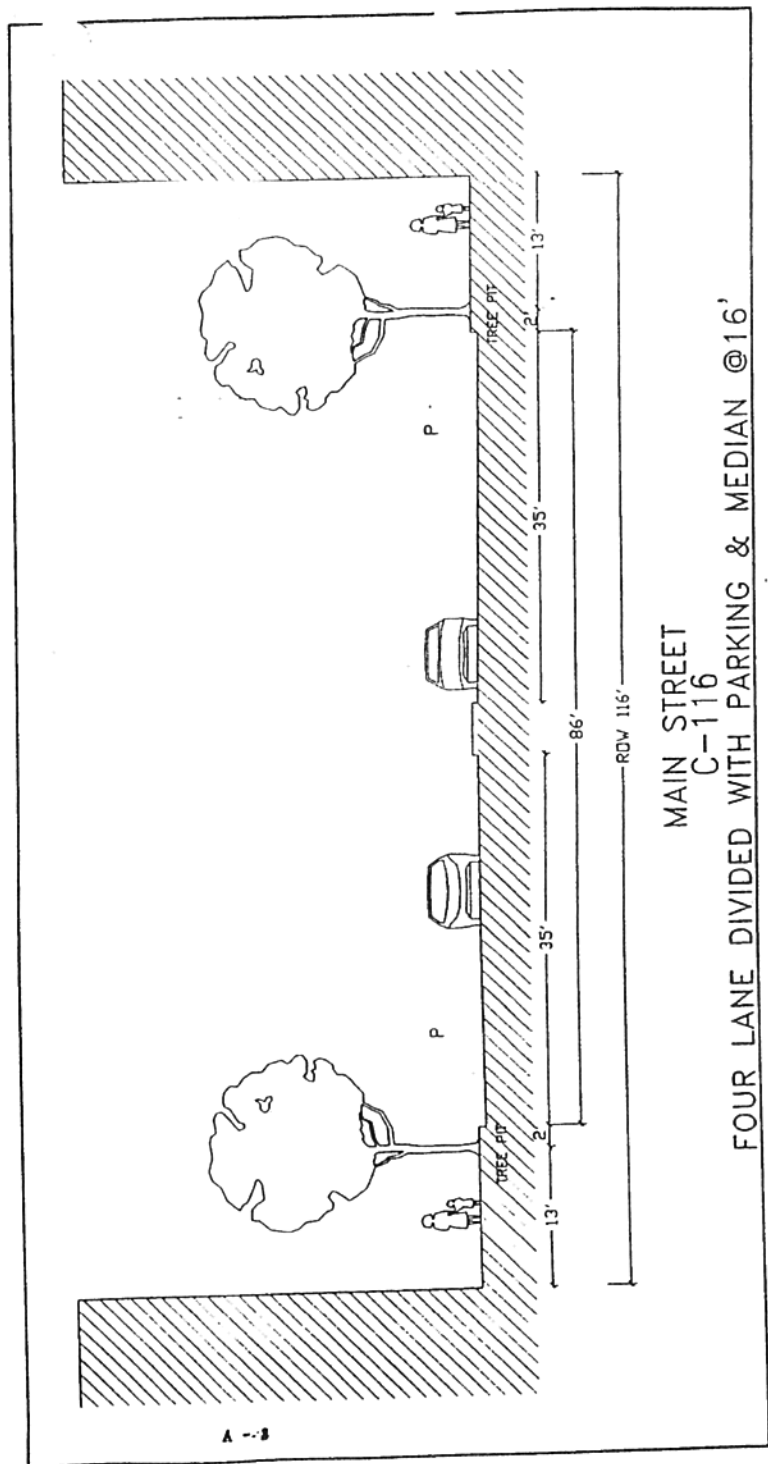
16. LANDSCAPING/SCREENING. The applicant agrees to plant a row of evergreen trees along the boundary of the property adjacent to Tax Map Parcels 29-45A and 29-44K to provide screening of said parcels from Mine Road. Said trees shall be a minimum of 6 to 8 feet in height, spaced no more than 10 feet apart 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.
17. 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.
18. NON-PUBLIC ACCESS. The applicant shall provide a non-public construction entrance to the project from Embrey Mill Road for heavy construction vehicles prior to issuance of a building permit for the 50th unit constructed in Phases I, 2A, or 2B unless access is otherwise available to Route 630 at that time..
19. LIBRARIES.
 - a. The applicant agrees to dedicate and convey to the Board of Supervisors, free and clear of any liens or encumbrances, a two-acre civic site for use as a public library or other appropriate public use. Said conveyance shall be made upon the request of the Board of Supervisors at any time following the approval of a preliminary plan for the property; however, said conveyance shall be contingent upon the prior approval of building architecture for the library and site design by the applicant.

- b. 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.

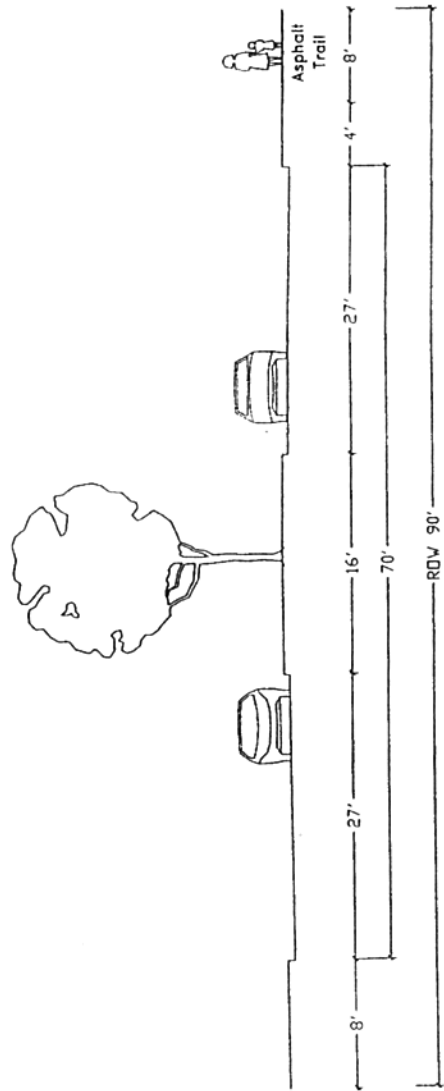






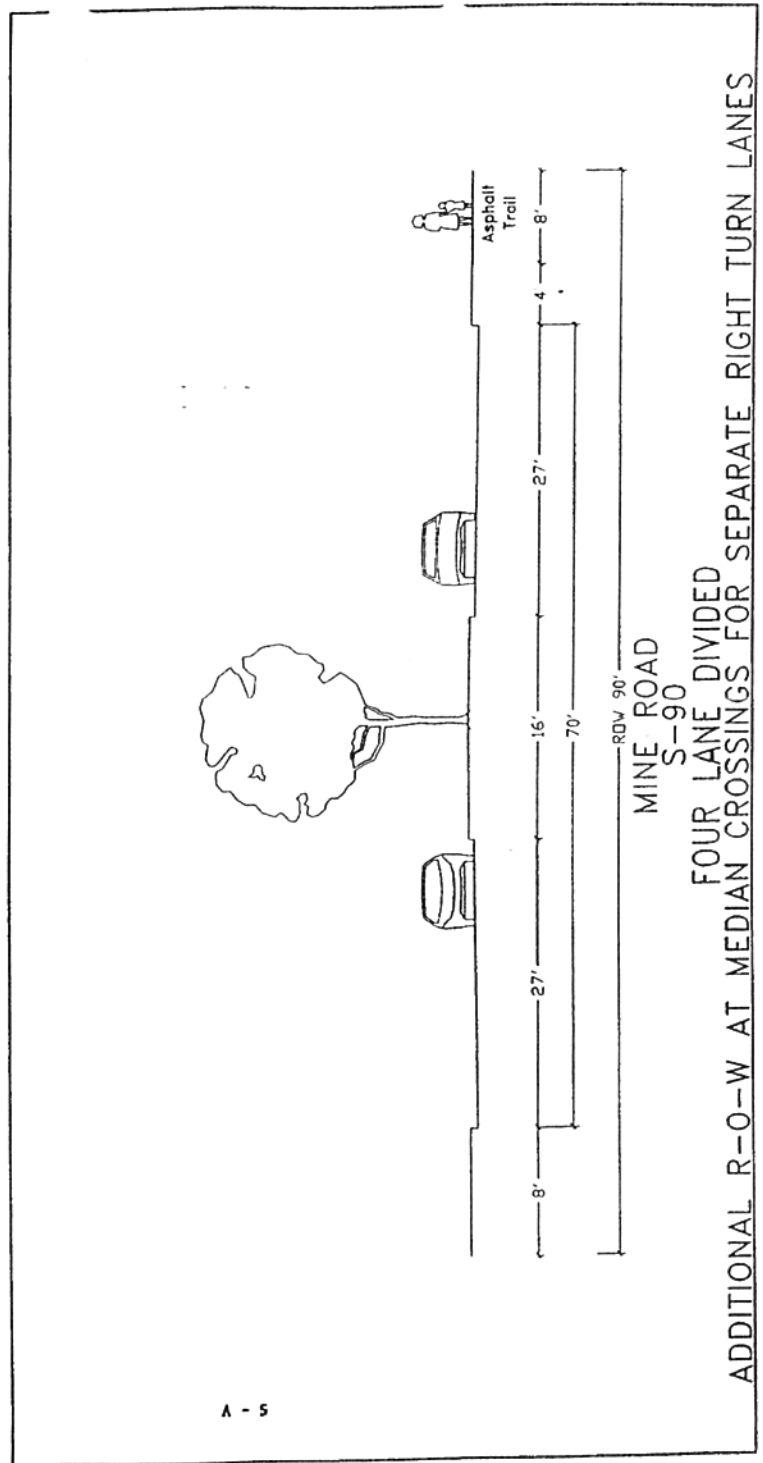


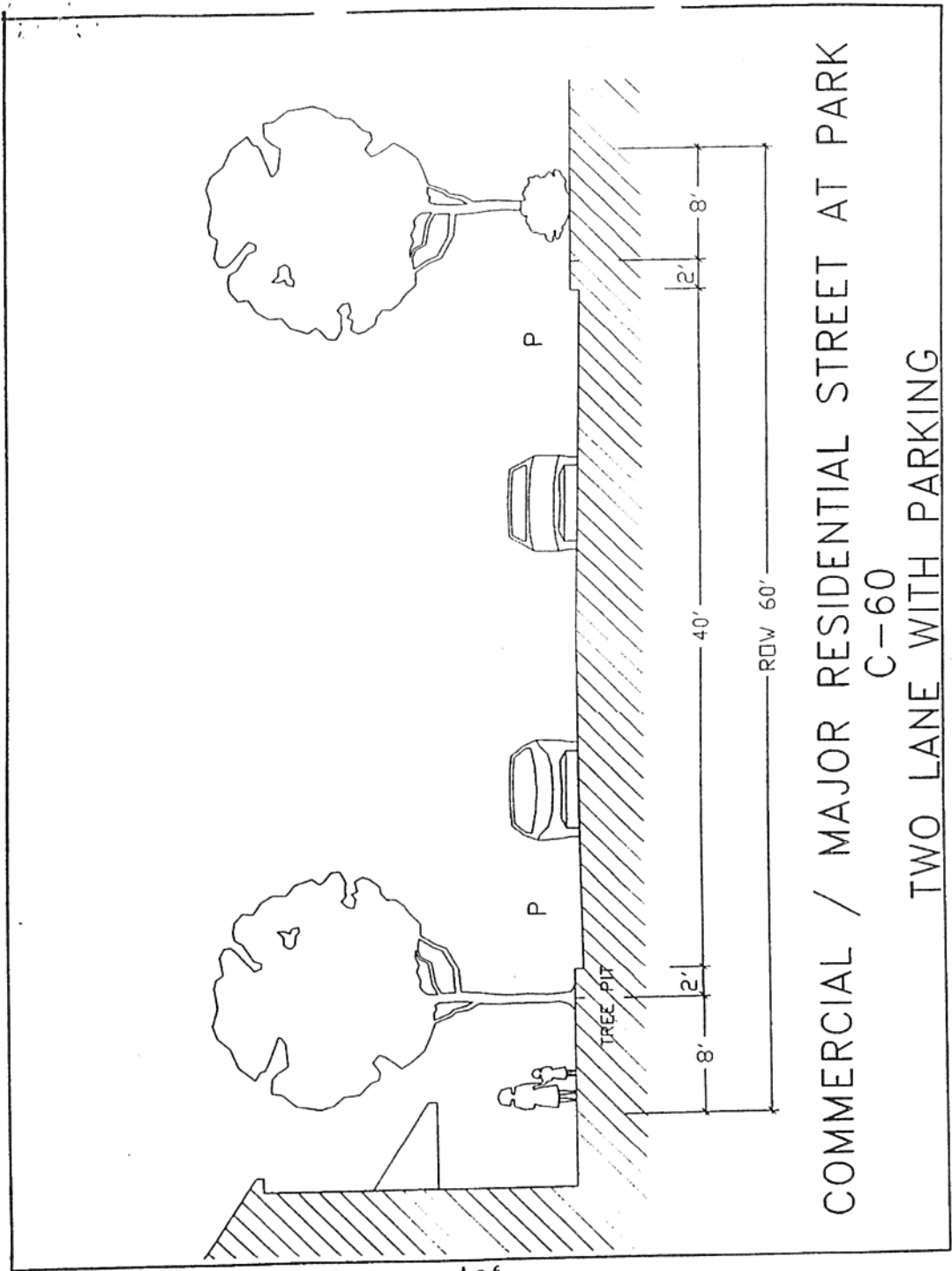
A-4



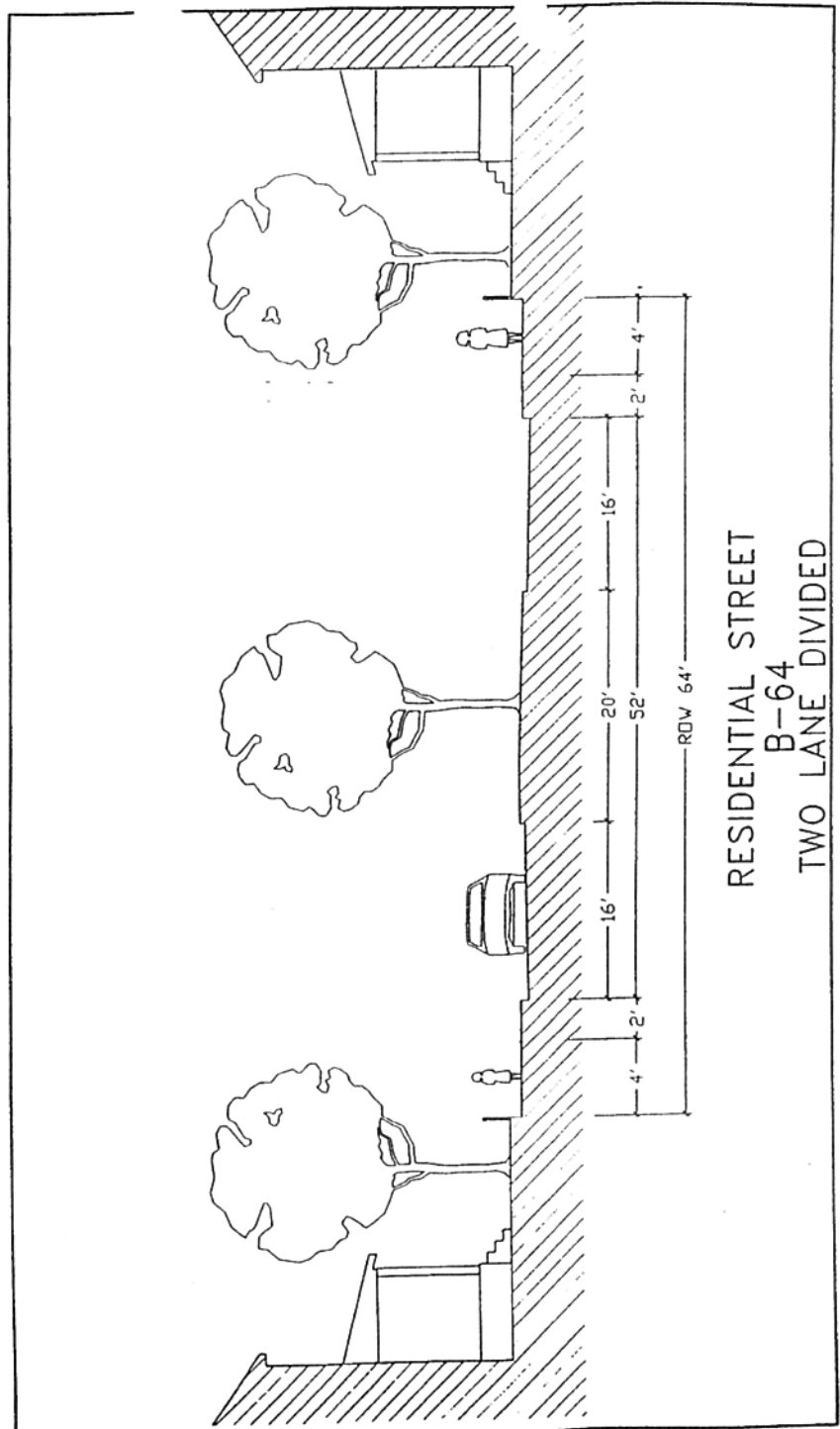
MINE ROAD
S-90
FOUR LANE DIVIDED
ADDITIONAL R-O-W AT MEDIAN CROSSINGS FOR SEPARATE RIGHT TURN LANES

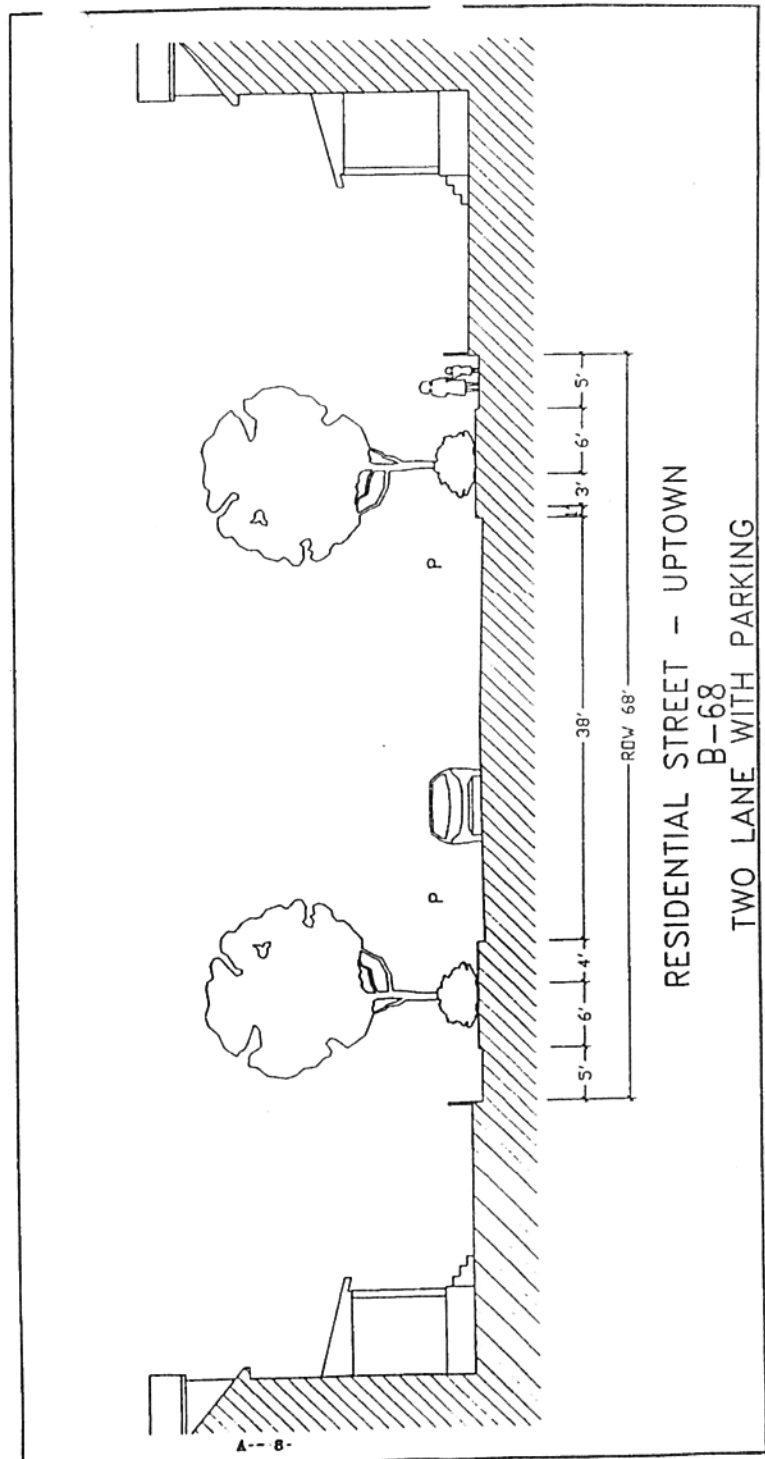
A - 5

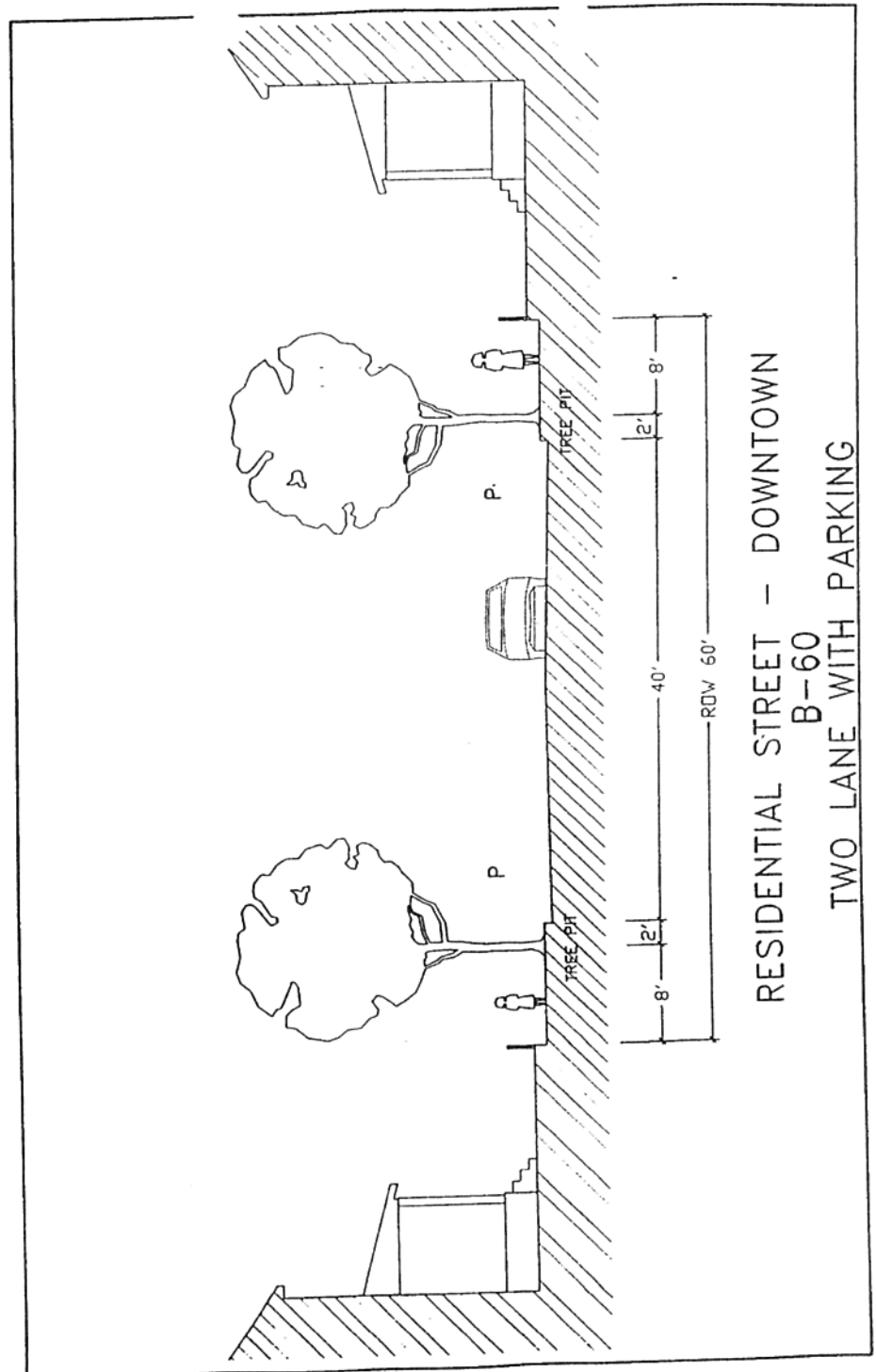




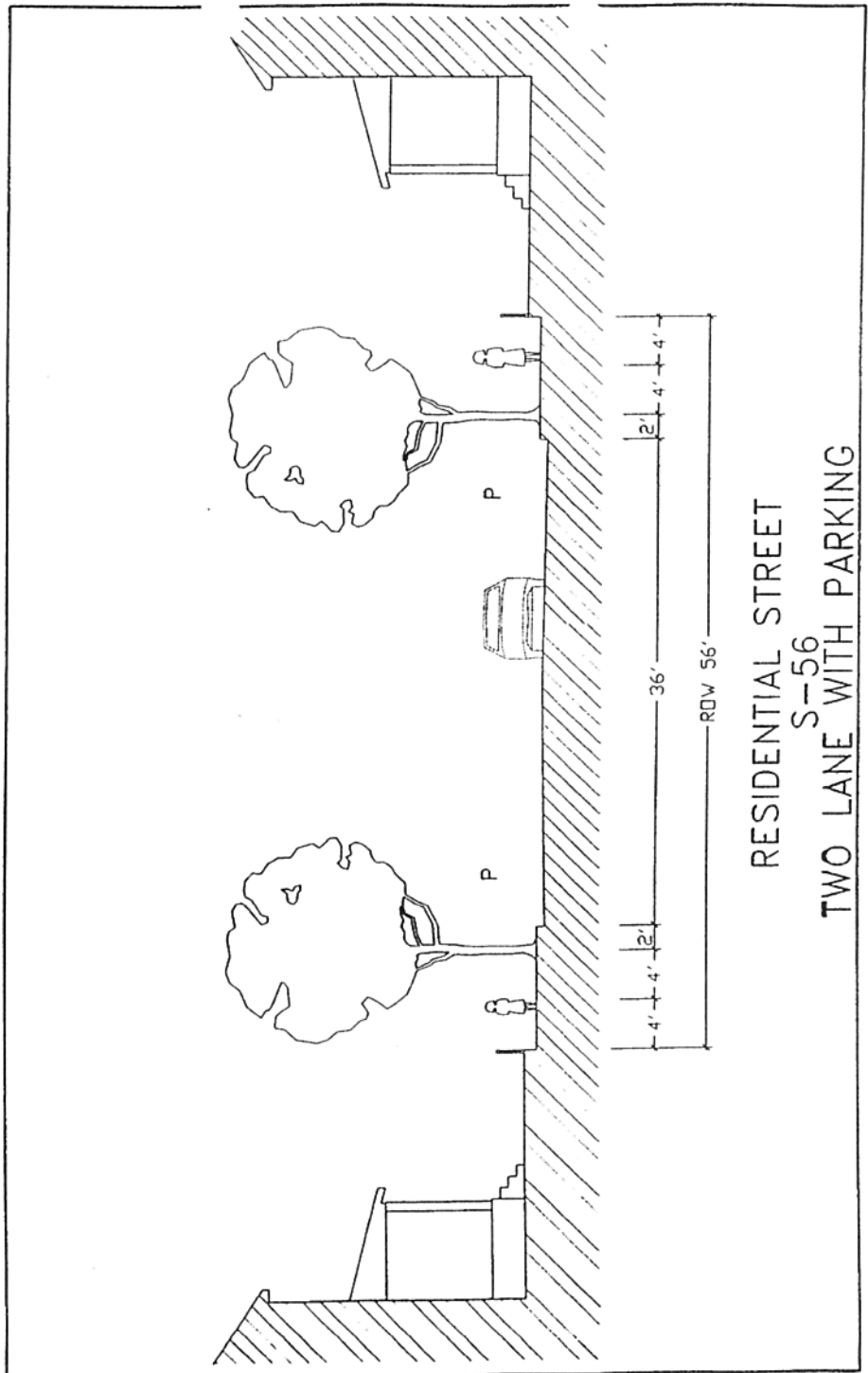
COMMERCIAL / MAJOR RESIDENTIAL STREET AT PARK
C-60
TWO LANE WITH PARKING

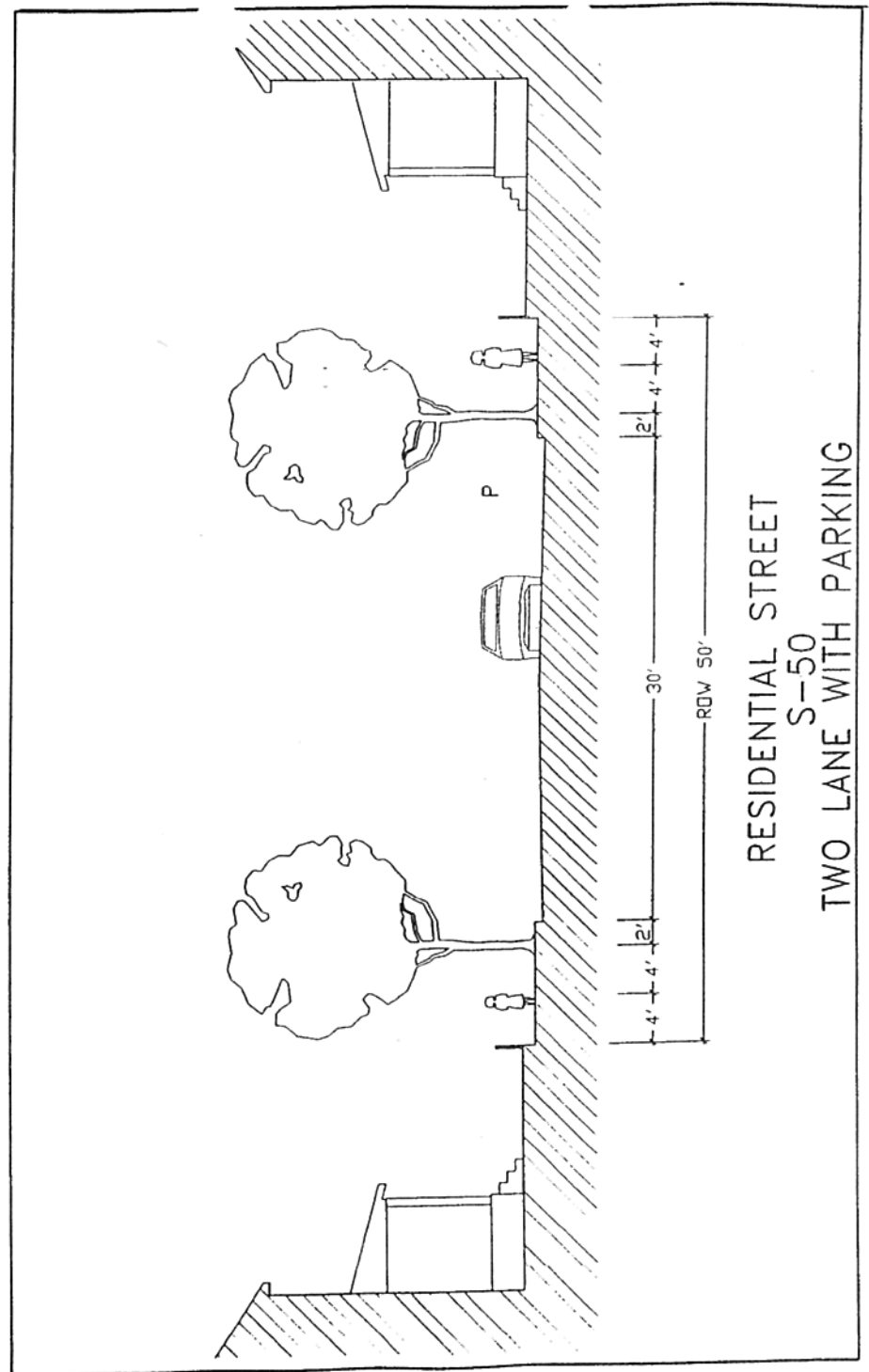






RESIDENTIAL STREET - DOWNTOWN
B-60
TWO LANE WITH PARKING





**EXHIBIT B
ON-SITE ROADWAY IMPROVEMENTS**

IMPROVEMENT ROAD SEGMENT CONSTRUCTED	THRESHOLD LEVEL	
	TWO-LANE SECTION	FOUR-LANE SECTION
Embrey Mill Road, from its current off-site terminus to a connection with the internal street network for the Property; provide connection between existing Embrey Mill Road and existing Mine Road A through the internal streets of Phase 1.	Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 500th 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 a 2 to reasonable time.	N/A

N/A is Not Applicable

ROAD SEGMENT CONSTRUCTED	TWO-LANE SECTION	FOUR-LANE SECTION
--------------------------------	------------------	-------------------

Mine Road "B" "C", Said improvement shall be completed prior to the issuance of a building permit for the 950th residential unit constructed on the "D" "E" "F" and Commercial Connector as a full (including drainage, grading, slope and construction easements) four-lane section for said improvement is made available to the Applicant in from the end of reasonable time.² existing Mine Road to Route 630

Said improvement shall be completed prior to the issuance of a building permit for the 950th 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

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 Property¹ exceeds 14,000 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 470,000th 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 Property¹ exceeds 6,000 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 510,000th gross square foot of non-residential building area contained in Phase 3A and/or Phase 4.²

¹ Based on site generated traffic considering approved final subdivision plats (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).

² For 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

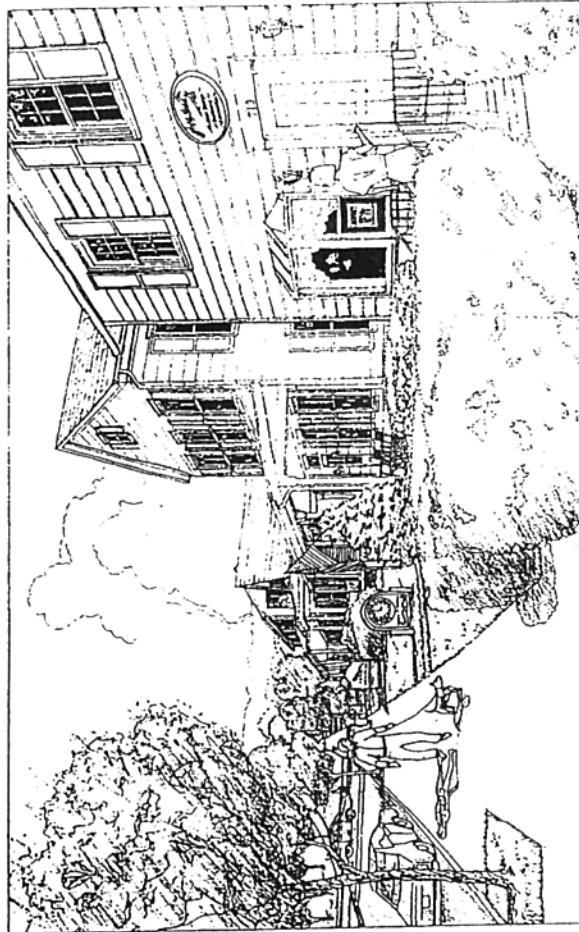
At such time that the number of daily trips on Commercial Connector south of Austin Collector "A" generated by the Property¹ exceeds 12,000 VPD. Notwithstanding the above, said improvement shall be completed prior to the issuance of a building permit for the 410,000th gross square foot of non-residential 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

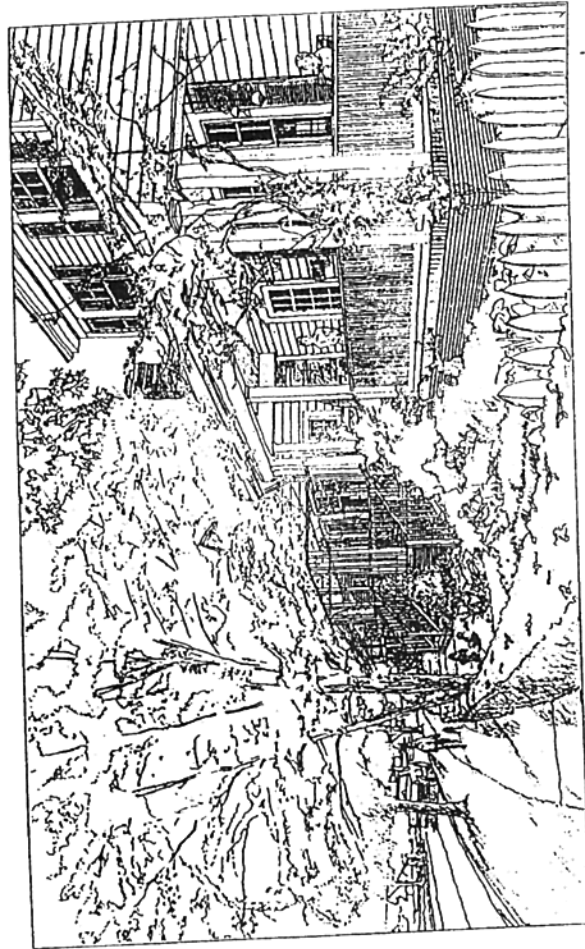
¹ Based on site generated traffic considering approved final subdivision plats (for residential lots) and approved final construction plans (for multi-family residential and commercial uses) and Stafford County daily trip generation rates as shown of page 2 of Stafford County Transportation Impact Statement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



DETACHED LIVE/WORK UNIT'S
NORTH STAFFORD ASSOCIATES' PARCEL

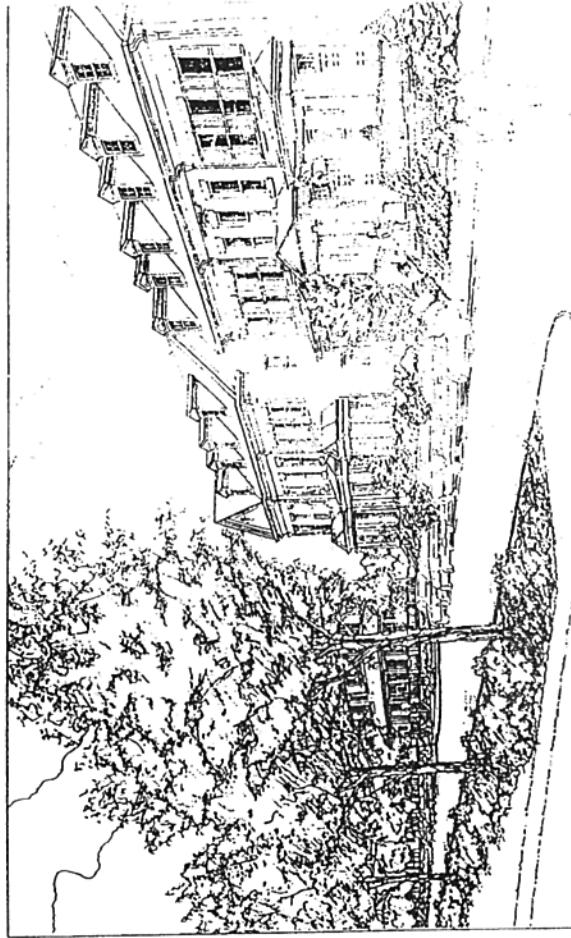
WHA ARCHITECTURE & PLANNING



MINOR RESIDENTIAL STREET
NORTH STAFFORD ASSOCIATES PARCEL

WHA ARCHITECTURE & PLANNING

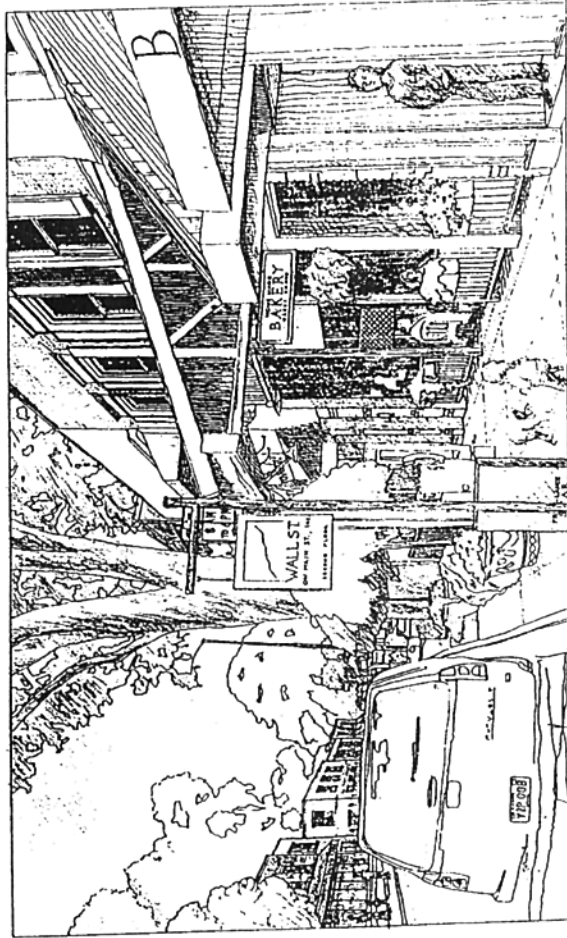
D - 2



TOWNHOUSES ACROSS FROM SQUARE

NORTH STAFFORD ASSOCIATES PARCEL

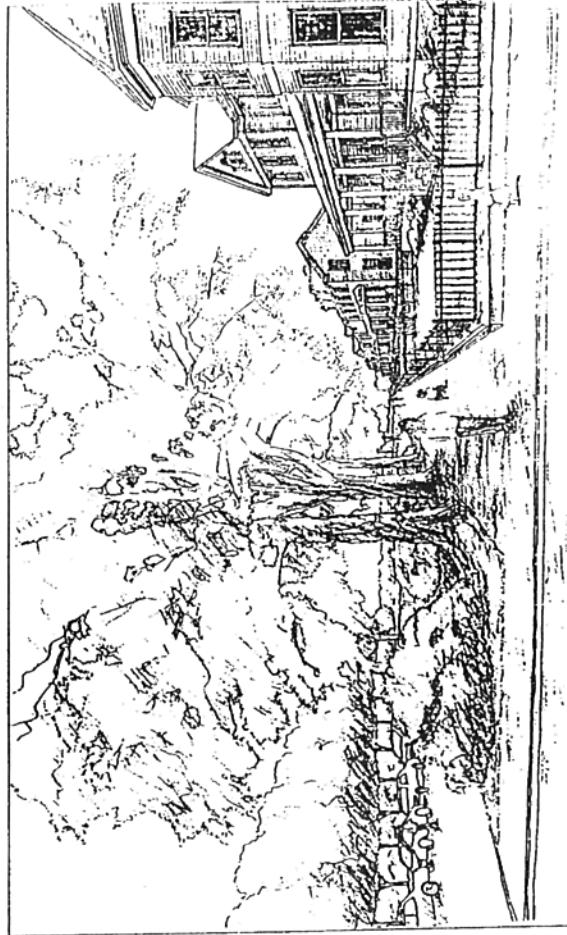
WEA ARCHITECTURE & PLANNING



COMMERCIAL STREET NORTH STAFFORD ASSOCIATES PARCEL

WHA ARCHITECTURE & PLANNING

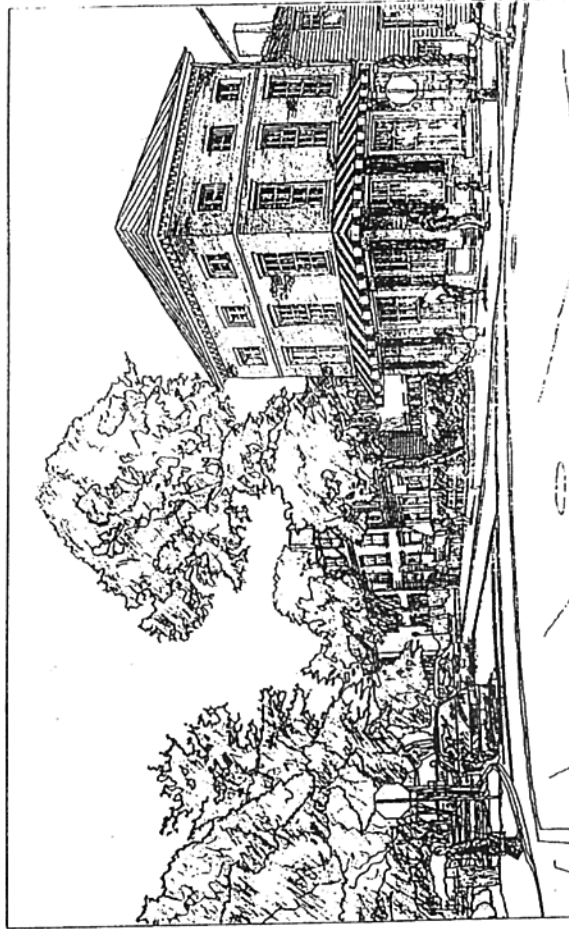
D - 4



RESIDENTIAL STREET CORNER
NORTH STAFFORD ASSOCIATES PARCEL

WHA ARCHITECTURE & PLANNING

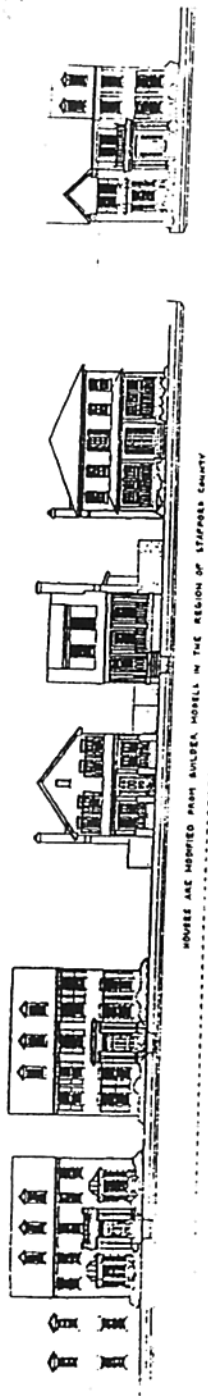
D-5



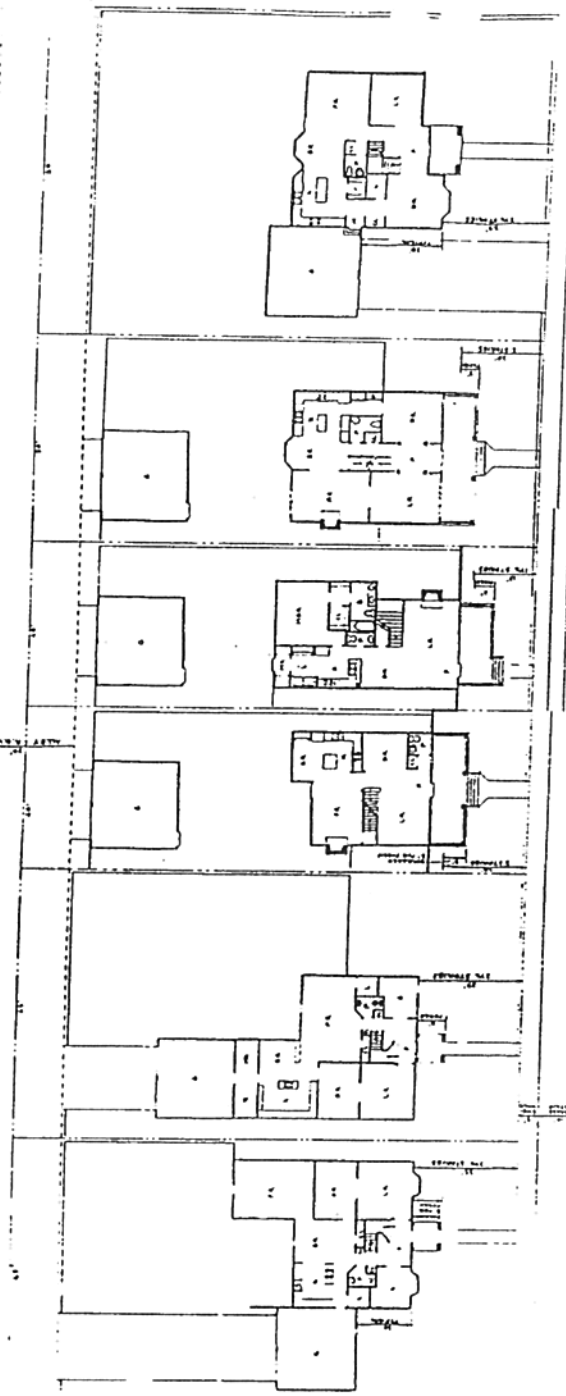
CORNER STORE / LIVE-WORK UNIT
NORTH STAFFORD ASSOCIATES PARCEL

WHA ARCHITECTURE & PLANNING

D - 6



HOUSES ARE MODIFIED FROM BOLDER MODELS IN THE REGION OF STAFFORD COUNTY



GRAND BOULEVARD

HILDA RESIDENTIAL STREET

BOULEVARD-CORNER LOT

HILDA RESIDENTIAL STREET

GRAND BOULEVARD

GRAND BOULEVARD

D - 7

PLATS & ELEVATIONS

NORTH STAFFORD ASSOCIATES PARCEL

YHA ARCHITECTURE & PLANNING

NASH STAFFORD, LLC
A Delaware Limited Liability Company

By: [Signature]
Name: Tracy Graves
Title: Authorized Signatory

COMMONWEALTH/STATE OF Virginia
COUNTY/CITY OF Laird, to-wit:

I, the undersigned, a Notary Public in and for the State and City/County aforesaid, do hereby certify that Tracy Graves, whose name is signed to the foregoing document, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this 22nd day of April, 2014.

[Signature]
Notary Public

My Commission expires: 7/31/17

