

**PROFFERS**

North Stafford Associates, LC ("the Applicant"), has applied for a rezoning of Assessor's Parcels 29-72 and 29-72B, consisting of approximately 16.632 acres, (the "Property" to the B-2, Urban Commercial Zoning District and hereby proffers that the use and development of the subject property shall be in substantial conformance with the following conditions. In the event the above-referenced reclassification is not approved as applied for by the Applicant, the below-described proffers shall be withdrawn and are automatically null and void and of no further force and effect.

**I. Transportation.**

A. **Site Access.** The Property shall be accessed by ~~three (3)~~ four (4) public entrances: one (1) full entrance "Sunflower Drive Entrance" that connects to Sunflower Drive via an Access Road through the commercial area of the Embrey Mill subdivision, one (1) right-in only entrance on Courthouse Road, ~~and~~ one (1) right-in/right out entrance on Mine Road and one (1) right-in/right out entrance on Sunflower Drive "auxiliary Sunflower Drive Entrance". All access points shall be located in the approximate area shown on the Generalized Development Plan ('GDP'), dated July, 2014 and revised March 13, 2015, prepared by Pennoni Associates Inc. and revised August 17, 2018 by VHB

**B. Transportation Improvements for Sunflower Drive.**

**1. Construction of First Half Section of Sunflower Drive.**

Subject to VDOT and County approval, the Applicant shall commence construction of the portion of Sunflower Drive as a half (two-lane) section between its intersection with Mine Road and the full Sunflower Drive

entrance to the Property in the location shown on the GDP if not constructed by others on or before the issuance of the occupancy permit for the first commercial use constructed on the Property, and complete said improvement within one year of commencement of construction. In the event that Sunflower Drive is constructed by others and approved/accepted by the County and VDOT, the Applicant shall have no further responsibility to construct or fund improvements on Sunflower Drive.

2. **Right-of-Way Dedication.** The Applicant shall dedicate right-of-way along the Property's frontage on Sunflower Drive, as shown on the GDP, within 60 days of the approval by Stafford County of the final road construction plan for Sunflower Drive.

3. **Construction of Second Half Section of Sunflower Drive.** Subject to VDOT and County approval, the Applicant shall commence construction of the second half section (for a total of 4 lanes upon completion) of Sunflower Drive between the intersection with Mine Road and the full Sunflower Drive entrance to the Property (as shown on the GDP) to connect to the Sunflower Drive entrance road, if not constructed by others, on or before the issuance of the occupancy permit for the 80,000th square foot of commercial uses built on the Property and complete said improvement within one year of the commencement of construction. In the event that Sunflower Drive is constructed by others and approved/accepted by the County and VDOT, the Applicant shall

have no further responsibility to construct or fund improvements on Sunflower Drive.

**4. Interparcel Connection.** The Applicant shall provide an interparcel connection for the Sunflower Drive Entrance through Assessor's Parcel 29-53B (commercial area of the Embrey Mill Subdivision) in the area shown on the GDP on or before the issuance of the occupancy permit for the 80,000<sup>h</sup> square foot of commercial uses.

**5. Turn Lanes on Sunflower Drive.** Subject to VDOT and County approval, the Applicant shall commence construction of one (1) right-turn lane on the portion of Sunflower Drive east of the Property, at the intersection with the Sunflower Drive Entrance on or before the issuance of the occupancy permit for the 80,000<sup>th</sup> square foot of commercial uses built on the Property, and complete said improvement within one year of the commencement of construction. The Applicant shall also construct one (1) left-turn lane on Sunflower Drive into the Sunflower Drive Entrance, if not constructed by others, no later than the construction of the portion of Sunflower Drive east of the Property entrance's intersection with Sunflower Drive.

**6. Traffic Signal and Warrant Study.** The Applicant shall perform one (1) traffic signal warrant study evaluating the need for a traffic signal at the Property's Sunflower Drive entrance within six (6) months of the completion of construction of the second half section of Sunflower Drive

to Austin Ridge Drive, and if warranted by VDOT, the Applicant shall install a traffic signal at the Sunflower Drive Entrance.

**C. Transportation Improvements for Courthouse Road.**

**1. West Bound Right Turn Lane on Courthouse Road.** Subject to VDOT and County approval, the Applicant shall construct one (1) westbound right-turn lane on Courthouse Road from the Cedar Lane intersection to the Property entrance on Courthouse Road, in coordination with the Courthouse Road 4-lane projects being constructed by others, on or before the issuance of the occupancy permits for the 9,000th square foot of commercial uses constructed on the Property which may include one restaurant with a drive-through window.

**2. Right-of-Way Dedication.** The Applicant shall dedicate approximately 1,400 square feet of right-of-way (ROW) to facilitate the transportation improvements referenced in Proffer IC 1, above, for Courthouse Road on the Property's southeast corner in the location as shown on the GDP within sixty (60) days after receipt of a request from the Board of Supervisors, but no earlier than sixty (60) days after approval of the rezoning by the Board of Supervisors.

**3. Temporary Construction Easement.** The Applicant shall execute a temporary construction easement at no charge to the County or VDOT for Assessor's Parcels 29-72 and 29-72B in the location as generally shown on VDOT Plan 0095-089-F09, RW 201, C501, sheets 8RW and 8CRW, prepared by Mark D. McGoniagle (attached to this document and labeled

Exhibit I and Exhibit II), last dated April 7, 2014, within 60 days after receipt of a request from the County or VDOT, but no earlier than sixty (60) days after approval of the rezoning by the Board of Supervisors.

Notwithstanding the foregoing, the terms of this proffer shall not operate to change, modify, or waive the requirements for VDOT to repair or reasonably restore the area of the temporary construction easement to its previous (pre-easement) condition at the termination of the temporary construction easement. The temporary construction easement executed by the Applicant shall also include provisions requiring VDOT to re-erect all signs situated within the easement area of the Property at the pre-easement location (signs include those signs serving lot owner of the Property and signs serving other lot owners that are located on the Property at the time of the execution of the temporary construction easement).

**D. Transportation Improvements for Mine Road.**

**1. Left Turn Lane on Mine Road onto Courthouse Road.** Subject to VDOT and County approval, the Applicant shall construct one (1) southbound left-turn lane on Mine Road at the intersection with Courthouse Road within the median with a maximum of 480 linear feet storage and 100 linear feet taper, on or before the issuance of the occupancy permits for the 9,000th square foot of commercial uses constructed on the Property which may include one restaurant with a drive-through window.

**2. Turn Lane at Intersection of Courthouse Road and Mine Road.**

Subject to VDOT and County approval, the Applicant shall commence construction of one (1) southbound right-turn lane on Mine Road turning onto Courthouse Road with a maximum of 400 linear feet storage and 100 linear feet taper in the location as shown on the GDP, no later than the issuance of the occupancy permit for the 80,000th square foot of commercial uses built on the Property

**3. Turn Lanes at Intersection of Mine Road and Sunflower Drive.**

The Applicant shall stripe one (1) northbound right-turn lane on Mine Road (turning right onto Sunflower Drive) and one (1) southbound left-turn lane on Mine Road (turning left onto Sunflower Drive) on or before the issuance of the occupancy permit for the 9,000th square foot of commercial uses constructed on the Property which may include one restaurant with a drive-through window.

**4. Traffic Signal and Warrant Study.** The Applicant shall provide one (1) traffic signal warrant study evaluating the need for a traffic signal at the intersection of Mine Road and Sunflower Drive on or before the issuance of the occupancy permit for building G (as shown on the GDP) on the Property, and if warranted by VDOT, the Applicant shall install a traffic signal at the intersection of Mine Road and Sunflower Drive.

**E. Cash Contributions for Regional Transportation Improvements.** The Applicant shall pay a total cash contribution of **\$223,900** (total includes the cost of the contributions listed in subsections I-4, below) to Stafford County for regional

transportation improvements below, no later than six (6) months after the approval of the first site plan for the Property, based on the impact of the proposed Property on regional roads.

**1. I-95 SB Off Ramp and WB Courthouse Road (Merge).** The Applicant shall pay a cash contribution to Stafford County of \$34,842.26 as described in Proffer IE, above for a portion of the cost of construction of improvements at the I-95 southbound ramp heading westbound on Courthouse Road.

**2. I-95 NB Off-Ramp and WB Courthouse Road.** The Applicant shall pay a cash contribution to Stafford County of \$5,994.97 as described in Proffer IE, above for a portion of the cost of construction of an additional storage lane on the I-95 off ramp on Courthouse Road heading west.

**3. Courthouse Road and Austin Ridge Drive.** The Applicant shall pay a cash contribution to Stafford County of \$93,645.60 as described in Proffer IE, above for a portion of the cost of construction of improvements at Courthouse Road and Austin Ridge Drive.

**4. Austin Ridge Drive and Sunflower Drive.** The Applicant shall pay a cash contribution to Stafford County of \$89,417.17 as described in Proffer IE, above for a portion of the cost of construction of improvements at the intersection of Austin Ridge Drive and Sunflower Drive.

**F. Trail.** The Applicant shall construct the 10 foot wide asphalt pedestrian trail on the north side of Courthouse Road from Cedar Lane to the Property's entrance on Courthouse Road within 90 days of completion of construction of the right- turn lane on Courthouse Road.

**G. Bus Service.** The Applicant shall provide an area on the Property for a “Transit stop” where the “FRED” bus or other local transportation provider is able to pickup/drop-off passengers if and when requested to do so by Stafford County or the operator of the regional bus service within 90 days of approval of the site plan for Building G, and shall offer to coordinate the design of the transit stop in advance of construction with the operator of the regional bus service. The design of the transit stop shall include seating with access to a covered area, but the Applicant shall be under no obligation to construct a free-standing shelter.

**H. Bike Racks.** The Applicant shall provide parking for a maximum of 21 bikes to serve customers and employees on the Property.

**II. Maximum Size and Permitted Uses.**

The Applicant agrees that a maximum of 103,770 square feet of commercial uses shall be constructed on the site. Further, all uses allowed in the B-2, Urban Commercial zoning district shall be permitted, except that the following uses shall not be constructed and allowed on the Property: (1) Adult Businesses as defined by Stafford Zoning Ordinance Section 28-25; (2) Boat Sales; (3) Building material sale and storage yard and mulch sale, but this exclusion shall not be deemed to prohibit or otherwise restrict a home improvement or general retail store; (4) Funeral Home; (5) Indoor Flea Market, (6) Lumber/Building/Electrical/Plumbing Supply, but this exclusion shall not be deemed to prohibit or otherwise restrict a home improvement or general retail store; (7) Motor Vehicle Sales; (8) Nightclub; (9) Outdoor Flea Market; and (10) Warehouse/Mini- Storage.



### **III. Architectural Design.**

The color, design, and materials of all buildings shall be designed and built in general conformance with the architectural design illustrated on Sheets 6 through 9 of the GDP labeled "Conceptual Elevations." Nothing herein shall be construed to prohibit a national and/or regional retail user of any building on the Property from reasonably employing general features of its prototype architectural design, provided the building design and colors are consistent with this paragraph.

### **IV. Building Height.**

Any building located on the Property shall be no more than 43.5 feet tall, exclusive of appurtenances located above the roof that are not intended for human occupancy.

### **V. Signage.**

The color, design, and materials for all business signs (defined as freestanding shopping center signs and wall signs) for all new signs located on the Property shall be designed and built in general conformance with the design shown on Sheet 10 of 13 of the GDP labeled "Signage Elevations." There shall be no restriction on existing project identification signage/walls, or any replacement, for the Embrey Mill subdivision.

### **VI. RPA Protection During Construction.**

Prior to major grading and clearing operations, the limits of the RPA and any buffer areas to be maintained shall be clearly identified on the site (using orange construction fencing or other suitable materials), and protected during construction.

**VII. Consolidation of Parcels.**

The Applicant shall vacate the existing parcel lines of Tax Map Parcels 29-72 and 29-72B and consolidate both parcels at or before the approval of the first construction plan for the Property.

**VIII. Existing Buildings.**

The existing structures on the Property shall be demolished before the issuance of the first grading permit for the Property.

**IX. Utilities.**

1. **Public Utilities.** The Property shall be served by public water and sewer.
2. **Construction of 16' Waterline and Fire Hydrants.** The Applicant shall provide a 16" waterline and fire hydrants along Courthouse Road along the Property's frontage as shown on the County's Master Water Plan, and shall provide adequate fire flow for each site, if developed in phases. The waterline north of the proposed Courthouse Road R-O-W and east of Mine Road shall be installed prior to the issuance of the first occupancy permit for Building G on the Property. The Applicant shall be entitled to receive pro-rata credits and reimbursements for all improvements within the County's Master Water and Sewer Plan.
3. **Alternative Payment of Pro-Rata Fee.** In the event the 16" waterline and fire hydrants on the Property are constructed by others, the Applicant shall convey a utility easement for the area of the waterline to Stafford County at no cost within sixty (60) days of receipt of a written request from Stafford County and engineered plans showing the location of the waterline and

hydrants to be constructed, but in no case less than sixty (60) days after approval of the rezoning by the Board of Supervisors, and pay the appropriate pro-rata fee at the time of connection of each building to the waterline.