

PROFFER STATEMENT

Project Name: Buc-ee's of Stafford

Applicant: Buc-ee's LTD
327 F.M. 2004
Lake Jackson, TX 77566
979-417-0838

Owner: Rocky Ridge LLC (f/k/a Rocky Ridge Joint Venture)
9900 Main Street, Suite 500
Fairfax, VA 22031
703-425-2614

Attorney: Karen L. Cohen, Esq. and D. Scott Foster, Jr., Esq.
Gentry Locke Attorneys
P.O. Box 780
Richmond, VA 23218
804-956-2065

Parcels/Acreage: 29-60D (12.95 acres); 29-60E (11.24 acres); 29-60F (8.88 acres); 29-60G (a 1.90-acre portion) (together, the "Property")

Total Acreage: +/- 35 acres

Current Zoning/Use: B-2 / Vacant Land

Request: Concurrent Zoning Reclassification (with Proffers) and Conditional Use Permit to permit the development of a Buc-ee's Travel Center

File Numbers: RC _____ / CUP _____

Date: _____, 2025

RECITALS

WHEREAS, on or about June 3, 2003, the Stafford County Board of Supervisors ("County") approved Ordinance O03-16/O98-56, which amended the Zoning District Map to reclassify from A-1 Agricultural, to B-2 Urban Commercial, and PD-1 Planned Development -1, the parcels of land as shown on the plats entitled "Plat 65.9703 Acres of Land a portion of Tax Map 29-66A" and "Plat 4.5000 Acres of Land a Portion of Tax Map 29-66A" by Eric V. Sullivan L.S., dated September 18, 2002, and amended proffered conditions of Assessor's Parcel 29-60, then within the Hartwood Election District;

WHEREAS, on or about March 3, 2015, the County approved Ordinance O15-15, which amended the Zoning District Map to reclassify from the PD-1 Planned Development 1 Zoning District, to the B-2 Urban Commercial Zoning District, Assessor’s Parcel 29-60 (portion), in the location identified on the Rezoning Plat, prepared by Sullivan, Donahoe and Ingalls, dated March 24, 2014, with proffers entitled “Proffers,” dated January 28, 2015, in the Garrisonville Election District;

WHEREAS, Applicant, to include future owners, successors and assigns, is seeking approval for development of a Buc-ee’s Travel Center (the “Project”), all in accordance with the concurrent rezoning and conditional use permit request in RC _____ / CUP _____, and the proffers set forth hereinbelow;

WHEREAS, it is the purpose of these proffers to amend and supersede all prior proffers whether or not of record, including the proffers under Ordinances O03-16/O98-56 and O15-15, all as provided more particularly below:

1. General Requirements. The following voluntary proffers (the “Proffers”) are being made pursuant to sections 15.2-2298 and 15.2-2303, et seq. of the Code of Virginia (1950), as amended, and section 28-161, et seq. of the Stafford County Zoning Ordinance. The Proffers provided herein are the only proffered conditions offered in this concurrent rezoning and conditional use permit application, and any prior proffers which the Property may be subject to (whether of record or not), including without limitation Ordinances O03-16/O98-56 and O15-15, are hereby superseded and replaced by these Proffers; and further, all said prior proffers will be void and of no further force and effect regarding the Property upon the Stafford County Board of Supervisors’ approval of Applicant’s above-requested concurrent zoning reclassification and conditional use permit.
2. Generalized Development Plan. The Property will be developed in general accordance with the attached generalized development plan prepared by Kimley-Horn and Associates, Inc., titled “BUC-EE’S OF STAFFORD–STAFFORD COUNTY, VIRGINIA–GENERAL DEVELOPMENT PLAN–PARCELS 29-60D, 29-60E, 29-60F & 29-60G (PORTION)” dated March 12, 2025 (the “GDP”), which is marked as Exhibit A. For purposes of the final site planning for the Property and engineering of the Project, the number and approximate location of open spaces, right-of-way entrances, minimum building and parking setbacks from public rights-of-way, setbacks and screenings, landscape and buffer requirements, parcel or lot lines, parcel or lot sizes, building envelopes, building sizes, public road locations, private driveway, entrances, parking areas, travel way locations, access areas, utility locations, storm water management facilities, waste facilities, and other development features and dimensions of undeveloped areas shown on the GDP may be amended or adjusted by the Applicant to fulfill requirements of final engineering, planning, and design of the Project and/or to comply with applicable County development and design requirements or state agency regulations

including, but not limited to, Virginia Department of Transportation (VDOT), Virginia Department of Environmental Quality (DEQ), etc. Changes consistent with the original intent of the GDP will be permitted, and where necessary any interpretation required to ensure consistency with the GDP will be determined by the County's zoning administrator or other designee.

3. Uses. All uses permitted in the B-1 zoning district shall be permitted on the Property.
4. Signage. Signage shall be in general conformance with the site signage package, approved by the County pursuant to this RC ____/CUP ____.
5. Architecture & Design. Architectural elements and design on the Property shall be in general conformance with the design concepts and details shown in the Buc-ee's of Stafford - Illustrative Building Elevations submitted by Applicant.
6. State & Federal Highway Agency Approvals. Access to the Property shall be provided generally as shown on the GDP and in accordance with the Operational Safety Analysis Report (OSAR), and all requirements of the relevant transportation authorities having jurisdiction, including the Virginia Department of Transportation (VDOT), the Federal Highway Administration (FHWA) and the Commonwealth Transportation Board (CTB).
7. Transportation Improvements. Applicant shall make the following transportation improvements in connection with the development of the Project on the Property:
 - a. Austin Ridge Drive and Courthouse Road
 - i. Reconfigure the westbound approach which includes a single right-turn lane to include dual right-turn lanes; one signalized lane and one channelized free-flow lane.
 - ii. Construct an additional eastbound through lane along Courthouse Road between Mine Road and Austin Ridge Drive.
 - iii. Construct an additional westbound through lane along Courthouse Road between Austin Ridge and I-95 southbound off-ramp.
 - iv. Increase the southbound left-turn lane storage length to 530 feet.
 - v. Re-stripe the northbound Austin Ridge Drive approach to a left-turn lane, shared through-left lane and dual right-turn lanes

- vi. Construct a new traffic signal at the intersection of Austin Ridge Drive and Sunflower Drive/Project Driveway 1.
 - vii. Construct a new traffic signal at the intersection of Austin Ridge Drive and Israel Rodriguez Drive (proposed).
 - viii. Optimize signal timings, splits, and offsets at all study area signalized intersections.
- b. I-95 at Exit 140 Diverging Diamond Interchange
- i. Construct a median separated southbound right-turn slip-lane and receiving lane along westbound Courthouse Road, as shown on the GDP on Sheet C2.1-Site Plan.
8. No-Build Area / Vacation of Right-of-Way.
- a. Applicant will not construct any vertical improvements on Parcel 29-60C at the corner of Austin Ridge Drive and Courthouse Road shown on the GDP as *“PARCEL 29-60C (AREA: 2.58 AC.) NOT PART OF BUC-EE’S REZONING.”*
 - b. Within ninety (90) days after Applicant submits its final site development plan to the County for review, the County shall have vacated its right-of-way (identified on the County map as Parcel 29-ROW) in the area shown on the GDP as *“EXISTING RIGHT-OF-WAY (AREA: 1.12 AC.) TO BE VACATED.”*
9. Severability. If any term or provision of these Proffers or the application thereof is deemed invalid or unenforceable, the remainder of these Proffers, other than those as to which it is held invalid or unenforceable, will not be affected thereby, and each such terms and provisions of these Proffers shall remain valid and enforced to the fullest extent permitted by law.

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OWNER ACKNOWLEDGMENT & CONSENT

Rocky Ridge LLC

By: _____

Print Name: _____

Title: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____, to wit:

Before me, a notary public in and for the jurisdiction aforesaid, this ____ day of _____, 2025, appeared _____, who acknowledged that he executed the foregoing instrument in his/her capacity as _____ of Rocky Ridge LLC, a Virginia limited liability company, on behalf of said limited liability company.

GIVEN under my hand and seal this __ day of _____, 2025.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No.: _____

[Seal]

APPLICANT ACKNOWLEDGMENT & CONSENT

Buc-ee's LTD

By: _____

Print Name: _____

Title: _____

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

Before me, a notary public in and for the jurisdiction aforesaid, this ____ day of _____, 2025, appeared _____, who acknowledged that he executed the foregoing instrument in his capacity as _____ of _____, a _____, on behalf of said _____.

GIVEN under my hand and seal this __ day of _____, 2025.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No.: _____

[Seal]

EXHIBIT A

GDP