

Rezoning Case #R19-0007  
 Voluntary Proffer Statement  
 VILLAGE AT CROSSROADS STATION  
 Spotsylvania County, Virginia

APPLICANT: Tricord Incorporated  
 OWNERS: Denali Capital Group, LLC; Michael A. Jones and S. Craig Jones; Tricord Incorporated  
 PROJECT: Village at Crossroads Station  
 TAX MAP PARCELS: 37 ((A)) 48, 49, 50, 52, 52A, 53, 54, 55  
 DATED: May 20, 2020  
 REVISED: January 14, 2022

REZONING REQUEST: Tax Map 37-A-48: From RU to MU-2 and MU-3  
 Tax Map 37-A-49: From RU to MU-2  
 Tax Map 37-A-50: From RU to MU-2  
 Tax Map 37-A-52: From RU & I-1 to MU-2 and MU-3  
 Tax Map 37-A-52A: From RU to MU-3 and MU-4  
 Tax Map 37-A-53: From RU & C-3 to MU-4  
 Tax Map 37-A-54: From C-3 to MU-4  
 Tax Map 37-A-55: From C-3 to MU-4

The Applicant and Owners, (hereinafter sometimes collectively referred to as the “Applicant” or “Applicants”) are seeking to rezone the above referenced parcels of land, containing approximately 115.1 acres (hereinafter the “Property”), as shown on the generalized development plan prepared by Sullivan, Donahoe and Ingalls, entitled “Zoning Map Amendment, Generalized Development Plan, Village at Crossroads Station”, dated June 5, 2019, revised April 22, 2020, January 6, 2021, June 25, 2021, October 15, 2021 and last revised October 29, 2021 (hereinafter referred to as “the GDP”), a copy of which is attached hereto as “Attachment A”. The Applicant, its successors and assigns, hereby voluntarily agrees that the development of the Property, subsequent to approval of the rezoning application to which these Proffers (“Proffers”) are attached, will be in conformance with the following Proffered conditions pursuant to Sections 15.2-2303 and 15.2-2303.4, et al. of the Code of Virginia (1950), as amended, and Section 23-4.6.3, et al. of the Zoning Ordinance of Spotsylvania County (1995), as amended. The Proffers are the only conditions offered in this rezoning application, and any prior Proffers affecting the Property are hereby superseded by these Proffers. All previous Proffers associated with the Property, whether of record or not, are hereby void and of no further force and effect. The Proffers will be enforceable only upon Spotsylvania County’s (“County”) full and final approval of rezoning application R19-0007 submitted by the Applicant.

Village at Crossroads Station Proffer Statement  
 Dated: May 20, 2020  
 Revised: January 14, 2022

## I. Land Use

- a) The Property will be developed in conformance with the GDP, which is incorporated herein by this reference. Notwithstanding the foregoing, all parcel lines, parcel and lot sizes, building envelopes, building or home sizes, public road locations, private driveway and travelway locations, utility locations, storm water management facilities, amenities, waste facilities, parking areas, and dimensions of undeveloped areas shown on the GDP may be reasonably adjusted for purposes of the final site or subdivision plans to allow full compliance with state and federal agency regulations including, but not be limited to the Virginia Department of Historic Resources (“DHR”), the Virginia Department of Transportation (“VDOT”), the Virginia Department of Environmental Quality (“DEQ”), the Virginia Department of Conservation and Recreation (“DCR”), the U.S. Army Corps of Engineers (“ACOE”), etc., and the County’s Zoning Ordinance, Subdivision Ordinance and Design Standards Manual. Notwithstanding the foregoing, any material adjustments to the GDP shall be subject to the approval of the County’s Zoning Administrator, and in no event shall approved adjustments to the GDP relieve the Applicant and Owners from providing any of the Proffers.
- b) In total, no more than 770 residential dwelling units (“Units” or individually as “Unit”) shall be constructed on the Property. Residential Units, on the Property, shall consist of multiple-family, single family attached, and single family detached Units. No more than 270 Units shall be multiple-family Units. All multiple-family Units shall be condominiums and limited to POD A and B.
- c) To facilitate tracking of the Proffer requirements herein, and to determine the proposed density and allocation of each Unit type Applicant shall submit a Preliminary Plat, as defined in the Ordinance, for all the Property prior to approval of the first Site Plan for the Property. For purposes of calculating total Units, all Units within a multiple-family building shall be included in the total.
- d) Commercial/office uses shall not be permitted on the Property.
- e) In order to ensure that the Property is developed in a manner that displays characteristics that provide a unique sense of place, the Applicant shall record and encumber the Property with a Master Declaration of Conditions, Covenants, Restrictions, and Easements that provide for the establishment of Design Guidelines.

## II. Transportation

- a) Areas shown as “PROPOSED RIGHT-OF-WAY” along Crossroads Parkway on Sheet 9 and along Thornton Rolling Road on Sheet 10 of the GDP shall be conveyed to the County in accordance with applicable County requirements and procedures. Conveyance shall be made in each respective POD in conjunction with recordation of the first subdivision plat within that POD, except in the event the County requests that all or part of the said right-of-way be dedicated sooner.
- b) Offsite transportation improvements are to be constructed as shown on Sheets 9 and 10 of the GDP, as detailed below.
  - i. The following improvements to Crossroads Parkway/Route 17, shown on Sheet 9 of the GDP will be completed, by the Applicant, prior to the issuance of a certificate of occupancy (whether temporary or final) for the 100<sup>th</sup> Unit, as shown on the approved Preliminary Plat:

### A. Northbound right turn lane

Village at Crossroads Station Proffer Statement

Dated: May 20, 2020

Revised: January 14, 2022

- B. Right turn taper into Property
  - C. Second northbound left turn lane
  - D. Southbound left turn lane into Property
  - E. Southbound through lane
  - F. Southbound right turn lane into Crossroads Station
  - G. Pedestrian connection P1 to P6 shown on Sheet 6 of the GDP
  - H. Extension of the eastbound right turn lane (Route 17)
  - I. Extension of the west bound left turn lane (Route 17)
  - J. Extension of the west bound receiving lane (Route 17)
- ii. The following improvements to Thornton Rolling Road/Jim Morris Road/Route 17 associated with the site access on Parcel 37 ((A)) 52A shown on Sheet 10 of the GDP will be completed, by the Applicant, prior to the issuance of a certificate of occupancy (whether temporary or final) for the 200<sup>th</sup> Unit, as shown on the approved Preliminary Plat:
- K. Southbound right turn lane into Property
  - L. Northbound left turn lane into Property
  - M. Second northbound left turn lane
  - N. Northbound through lane
  - O. Northbound right turn lane
  - P. Southbound right turn lane (Jim Morris Road)
  - Q. Extension of the eastbound turn lane (Route 17)
  - R. New westbound receiving lane (Route 17)
- iii. The following improvements to Cosner Drive/Route 17 shown on Sheet 11 of the GDP will be completed, by the Applicant, prior to the issuance of a certificate of occupancy (whether temporary or final) for the 300<sup>th</sup> Unit, as shown on the approved Preliminary Plat:
- S. Second northbound left turn lane
  - T. Second westbound receiving lane on Route 17
- iv. The following improvements to Massaponax Church Road/Lee Hill School (Eagle) Drive shown on Sheet 12 will be completed, by the Applicant, prior to the issuance of a certificate of occupancy (whether temporary or final) for the 300<sup>th</sup> Unit, as shown on the approved Preliminary Plat:
- U. Northbound right turn lane
  - V. Southbound right turn lane
- c) A total of four external vehicular interparcel connections and one internal interparcel connection (“V3”) shall be provided as shown on the GDP and further described below.
- i. The road connection between Crossroads Parkway (“V1”) and Thornton Rolling Road (“V4”), sometimes referred to herein as “Crossroads Station Boulevard”, will be completed (to base asphalt) prior to the issuance of a certificate of occupancy (whether temporary or final) for the 200<sup>th</sup> Unit, as shown on the approved Preliminary Plat. The Preliminary Plat shall show one location for a FRED bus pull off on the road connection between Crossroads Parkway (“V1”) and Thornton Rolling Road (“V4”), to be shown at a mutually agreed upon location by the Applicant and Fredericksburg Regional Transit.

- ii. Interparcel connection V6 shall be located in the area as generally shown on the GDP for the purpose of providing a future connection to Tax Parcel 37-A-47. The Site Plan for POD E shall show the dedication of an area 50 feet in width, to the property line, to provide for the construction of a future connecting pedestrian trail to the property line, and a future connecting road. The road will be constructed to the property line, or as close as practical without the need for off-site construction, grading, or easements.
- d) A total of nine pedestrian interparcel connections shall be provided as shown on the GDP and further described below.
  - i. The shared use path between P1 and P10, between P5 and P9 and between P1 and P6, shall be included in public right of way, or placed into an easement and dedicated to public use, so that the trails can be utilized as a segment of the East Coast Greenway. The shared use path between P1 and P10, between P5 and P9, between P5 to P10 and between P1 and P6 shall have a minimum width of ten feet (10'), the pedestrian trails between P3 and P8 shall have a minimum width of eight feet (8'). The trails will be constructed of concrete, asphalt or similar materials. Applicant will provide directional signage at each interparcel connection in a format and style shown on an approved Site Plan.
  - ii. The pedestrian connection between P1 and P10 shall be designed and constructed in conjunction with the completion of Crossroads Station Boulevard (vehicular connection "V1" to "V4").
  - iii. The pedestrian connection between P4 and P5 shall be shown on the approved Site Plan for POD B and constructed when POD B is connected at V3
  - iv. The pedestrian connection between P4 and P9 shall be constructed in phases. The phase north of the power line easement shall be shown on the approved Site Plan for POD C and constructed when POD C is connected at V3. The phase south of the power line easement (to include the portion located within the power line easement) shall be shown on the approved Site Plan and constructed when POD D is connected to POD C. P9 shall be connected to the existing sidewalk in the right-of-way to the South of the Property by means of an agreement with the Property Owner to the South.
  - v. The pedestrian connection between P3 and P8 shall be shown on the approved Site Plan for POD E and constructed when POD E is connected to V2.
  - vi. A pedestrian connection between P6 and P7 shall be constructed only if the Applicant can reach an agreement with the County to acquire easements for an interparcel connection to and across Parcel 37 ((A)) 51 to connect to the existing 5' sidewalk on Crossroads Parkway. Applicant shall design and construct the entire connection including the portion across Parcel 37 ((A)) 51. The connection would be constructed prior to the approval of the final subdivision plat creating a residential lot on POD E.

### III. Community Area/Amenities

- a) A minimum of 29 acres of Community Area, as defined herein, shall be provided on the Property.
  - i. Community Area shall be any area conveyed to a property owner's association or condominium owner's association, as applicable, for land within the Property for

Village at Crossroads Station Proffer Statement

Dated: May 20, 2020

Revised: January 14, 2022

use as active recreation, passive recreation, aesthetic improvements, entry features, landscaping, undisturbed natural area or stormwater management facilities. It may include linear parks, pocket parks, or similar along the pedestrian trail connections shown on Sheet 6 of the GDP. It may include parks with specific recreational amenities for which access and/or use is limited to members of a property owner's association or condominium owner's association, as applicable, for land within the Property. In tabulating Community Area, all acreage defined above related to such recreational amenities, community buildings and associated parking lots shall be included.

- ii. POD A shall include a minimum of 4 acres of Community Area. The Community Area shall be conveyed no later than the recordation of the final subdivision plat creating the last residential lots in POD A, as shown on the Preliminary Plat.
  - iii. POD B shall include a minimum of 3 acres of Community Area. The Community Area shall be conveyed no later than the recordation of the final subdivision plat creating the last residential lots in POD B, as shown on the Preliminary Plat.
  - iv. POD C shall include a minimum of 9 acres of Community Area. The Community Area shall be conveyed no later than the recordation of the final subdivision plat creating the last residential lots in POD C, as shown on the Preliminary Plat.
  - v. POD D shall include a minimum of 4 acres of Community Area. The Community Area shall be conveyed no later than the recordation of the final subdivision plat creating the last residential lots in POD D, as shown on the Preliminary Plat.
  - vi. POD E shall include a minimum of 9 acres of Community Area. The Community Area shall be conveyed no later than the recordation of the final subdivision plat creating the last residential lots in POD E, as shown on the Preliminary Plat.
- b) Community Area shall be shown on the Preliminary Plat, in described above in Proffer III.a.ii-vi, and include, but not be limited to, the following:
- i. Prior to the issuance of a certificate of occupancy (whether temporary or final) for the 125<sup>th</sup> Unit within the project, Applicant shall install 1 tot lot, 1 dog park, 1 community garden.
  - ii. Prior to the issuance of a certificate of occupancy (whether temporary or final) for the 50<sup>th</sup> Unit within a POD being developed, Applicant shall install additional pedestrian trails, (with a natural surface) within the Community Area of the POD being developed that will connect to the pedestrian connections shown on sheet 6 of the GDP.
  - iii. Prior to the issuance of a certificate of occupancy (whether temporary or final) for the 350<sup>th</sup> Unit within the project, Applicant shall install 1 additional tot lot, 2 pickleball courts, and 1 disc golf course.

#### IV. Required Notice

- a) In each contract for the sale of a Unit within the Property, there shall be included in said contract for sale, a disclosure concerning the location of Fort A.P. Hill, its proximity to the Property, and the potential impacts (including traffic, vibration and sound) upon said residential housing Unit from the activities and operations conducted at or upon Fort A.P. Hill, by the U.S. Army, and/or by any other military service branches.

#### V. Cash Proffers and Additional Proffer

- a) Cash Proffers

Village at Crossroads Station Proffer Statement

Dated: May 20, 2020

Revised: January 14, 2022

- i. After completion of the final inspection and prior to the time of issuance of a certificate of occupancy (whether temporary or final) for each Unit built on the Property, the Applicant shall make a Cash Proffer of: \$280.58 per single family detached; \$222.43 per single family attached; and \$137.52 per multi-family condominium Unit. These amounts may be adjusted as defined in Proffer V.a.ii below. These amounts are based on the table below:

Category	Single Family Detached per Unit	Single Family Attached per Unit	Multi-Family Condominium per Unit
Public Parks	\$15.32	\$12.14	\$7.51
Public Safety	\$265.26	\$210.29	\$130.01
Schools	\$0	\$0	\$0
Total	\$280.58	\$222.43	\$137.52

- ii. Commencing five (5) years after the approval of this rezoning application, the Cash Proffers for each Unit described in Proffer V.a. above, shall be adjusted annually on January 1st to reflect any increase for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (the "CPI-U") prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States Department of Labor. The adjustment shall be made by multiplying the Cash Contributions for the preceding year by the CPI-U as of December 1st in the preceding year. If the CPI-U is discontinued by the United States Department of Labor, the Marshall and Swift Building Cost Index formula shall be used as defined by Section 15.2.2303.3b of the Code of Virginia.

b) Additional Proffer

- i. In addition to the Cash Proffers described above, after completion of the final inspection and prior to the time of issuance of a certificate of occupancy (whether temporary or final) for each Unit built on the Property, the Applicant shall make an Additional Cash Proffer of \$2,500 per Unit to the Spotsylvania County Schools.

VI. Affordable Housing

- a) The intent of the Applicant is to create housing priced in a range that is affordable to residents of Spotsylvania County, as defined and summarized in the Spotsylvania County Comprehensive Plan (adopted December 14, 2021). As described in Appendix A, which is incorporated herein by reference, a minimum of 10% of the total Units shall be sold at or below a sales price (contract price) for a family earning at or below 75% of the Median Family Income (Column 1). The total Cash Proffer (summarized in Proffer V.a.i above) and Additional Proffer will be reduced by 50% for every Unit that is sold at or below a sales price for a family earning at or below 60% of the Median Family Income (Column 2), as defined in Appendix A. The Median Family Income (used to determine the sales price) shall be calculated at the beginning of every year by the Applicant, using the methodology incorporated herein as Appendix A. A Proffer tracking spreadsheet shall be provided to the Zoning Administrator annually or more frequently, if requested.

[AUTHORIZED SIGNATURES TO FOLLOW]

The Applicant and Owners make these Proffers voluntarily, in support of this rezoning application and by our signatures deem them reasonable and appropriate as set out in Virginia Code Section 15.2-2303.4 A.D.1.

TRICORD INCORPORATED, a Virginia corporation

By: \_\_\_\_\_, Douglas K. Jones, President

COMMONWEATH OF VIRGINIA, CITY/COUNTY OF \_\_\_\_\_

I, the undersigned, a Notary Public in and for the aforesaid jurisdiction, do hereby certify that Douglas K. Jones, President of Tricord Incorporated, signed the foregoing Proffer Statement for the Village at Crossroads Station Rezoning Case No. R19-0007, dated May 20, 2020, revised through January 14, 2022 on behalf of the said corporation, and personally acknowledged the same before me.

Given under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Notary Public  
My Commission Expires \_\_\_\_\_  
Registration No. \_\_\_\_\_

DENALI CAPITAL GROUP, LLC a Virginia limited liability company

By: \_\_\_\_\_, S. Craig Jones, Co-Manager

COMMONWEATH OF VIRGINIA, CITY/COUNTY OF \_\_\_\_\_

I, the undersigned, a Notary Public in and for the aforesaid jurisdiction, do hereby certify that S. Craig Jones, Co-Manager of Denali Capital Group, LLC, signed the foregoing Proffer Statement for the Village at Crossroads Station Rezoning Case No. R19-0007, dated May 20, 2020, revised through January 14, 2022 on behalf of the said company, and personally acknowledged the same before me.

Given under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Notary Public  
My Commission Expires \_\_\_\_\_  
Registration No. \_\_\_\_\_

\_\_\_\_\_  
Michael A. Jones

COMMONWEATH OF VIRGINIA, CITY/COUNTY OF \_\_\_\_\_

I, the undersigned, a Notary Public in and for the aforesaid jurisdiction, do hereby certify that Michael A. Jones has signed the foregoing Proffer Statement for the Village at Crossroads Station Rezoning Case No. R19-0007, dated May 20, 2020, revised through January 14, 2022, and personally acknowledged the same before me.

Given under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2022.

\_\_\_\_\_  
Notary Public  
My Commission Expires \_\_\_\_\_  
Registration No. \_\_\_\_\_

\_\_\_\_\_  
S. Craig Jones

COMMONWEATH OF VIRGINIA, CITY/COUNTY OF \_\_\_\_\_

I, the undersigned, a Notary Public in and for the aforesaid jurisdiction, do hereby certify that S. Craig Jones has signed the foregoing Proffer Statement for the Village at Crossroads Station Rezoning Case No. R19-0007, dated May 20, 2020, revised through January 14, 2022, and personally acknowledged the same before me.

Given under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2022

\_\_\_\_\_  
Notary Public  
My Commission Expires \_\_\_\_\_  
Registration No. \_\_\_\_\_



## Appendix A

Affordability Calculation*		
2020 Housing Affordability Calculation		
	1	2
Assumption: 2020 Spotsylvania County Median Household Income**		
<b>A.</b>	<b>Gross Annual Household Income:</b>	\$81,434
<b>B.</b>	(A x 60%)	\$48,860
<b>B.1</b>	(A x 75%)	\$61,076
<b>C.</b>	<b>Gross Monthly Income:</b>	
	(B or B.1/12 months)	\$5,090
<b>D.</b>	<b>Total Debt permitted by lenders:</b>	
	(.36 x C)	\$1,832
<b>E.</b>	<b>Monthly Allowable Housing Expense:</b>	
	E=\$'s available for Principal and Interest (PI) = (C x 30%)	\$1,527
<b>F.</b>	<b>Monthly Taxes and Insurance Escrowed:</b>	
	(E x .19) = \$'s available for Taxes and Insurance (TI)	\$290
<b>G.</b>	<b>Monthly Mortgage Amount:</b>	
	(E-F) = \$'s available for PI	\$1,237
<b>H.</b>	<b>Estimated Housing Mortgage:</b>	
	PV((Mortgage Interest Rate***/12),30-Yr. Term (mos.),G)*-1	\$267,384
<b>Affordable Price Range:</b>		
	(H/.95) 95% consumer mortgage w/5% down	\$281,457
Assumed 30 Year Annual Interest Rate	3.74%	
Mortgage Term (yrs)	30	

**In this example the Affordable Price Range would be \$281,457 for a family earning 75% of the Median Family Income and \$225,165 for a family earning 60% of the Median Family Income. (See Proffer VI.a)**

\*Spotsylvania County Comprehensive Plan, Chapter 2 (Land Use), Table 10, Page 44

\*\*The Median Family Income shall be the most up to date data published by the U.S. Census Bureau in the American Community Survey (5-year estimate) for household median income in Spotsylvania County, or, if the American Community Survey is discontinued, an appropriate data source with the same general acceptance and reliability. The Spotsylvania County Comprehensive Plan used 2013-2017 data from the American Community Survey 5-year estimate (\$81,434).

\*\*\*The 30-year mortgage rate utilized shall be the average rate as of December of the prior year as determined by HSH Associates, or, if data by HSH Associates is discontinued, an appropriate data source with the same general acceptance and reliability. The Spotsylvania County Comprehensive Plan used December 2019 data from HSH Associates (3.74%).

Village at Crossroads Station Proffer Statement

Dated: May 20, 2020

Revised: January 14, 2022

## Appendix A Continued

## Methodology:

The Spotsylvania County Comprehensive Plan defines affordable housing as the “percent of income devoted to housing costs”, and uses 30% ( E. ) of gross income in the Affordability Calculation table.

To determine the “affordability housing price point”, the County based the Affordability Calculation on 30% ( E. ) of gross income of those households earning 75% ( B. ) or less of the County’s Median Family Income.

The methodology used in the Comprehensive Plan accounted for household income ( A. ), interest rate ( H. ), taxes and insurance ( F. ), an allowable loan to debt ratio ( D. ), with a down payment of 5%.