

PROFFER AMENDMENT STATEMENT

Applicant/Owner: Chancellorsville Investment Company, LLC and its assigns and successors (“Owner”)

Project Name: Legends of Chancellorsville (“Project”)

Date: May 5, 2020

Tax Map Parcel: Tax Map Parcel 9-A-107 (665.18 acres) (the “Property”)

Current Zoning: Planned Rural Residential (PRR-3)

Prior Approval: R14-0006, September 9, 2014

File No. R19-0012

I. General Overview

The Owner, on behalf of itself, its successors and assigns, does hereby agree that the development of the Property will be in conformance with these amended proffers provided hereunder and said proffers are being provided pursuant to Sections 15.2-2303, et seq. of the Code of Virginia (1950) as amended, and Section 23-4.6.3 of the Zoning Ordinance of Spotsylvania County (1995) as amended (collectively the “Amended Proffers”). The Amended Proffers are the only conditions offered in this proffer amendment application, and all prior proffers affecting the Property approved under the Prior Rezoning Approval are hereby superseded by these Amended Proffers, and thus upon the County’s approval of the Amended Proffers all previously approved proffers on the Property are hereby void and of no further force and effect. The Amended Proffers are effective only upon the County’s full and final approval of this proffer amendment application, Case No. R19-0012, and expiration of applicable appeal period. These Amended Proffers, if approved, shall refer to the affirmative obligations of the Owner.

II. Land Use & General Development Plan.

- A. Generalized Development Plan: The Property shall be developed in conformance with the generalized development plan ("GDP"), entitled "Legends of Chancellorsville - Generalized Development Plan for Proffer Amendment", dated April 2, 2014, as last revised February 26, 2020, and the following proffered conditions, as amended. Notwithstanding the statement of conformance described above, the County and the Owner agree that all parcel lines, parcel sizes, house locations, drainfield locations, stormwater management facilities, and road configurations shown on the GDP may be

modified by the Owners to fulfill final engineering and design and be fully compliant with federal and state agency regulations including, but not limited to, USACE, VDOT, VDH, VDHR, DEQ, etc., and of 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 from providing any of the Amended Proffers.

B. Land Use

1. Owner shall designate Rural Preservation Areas totaling not less than 550 acres of the Property in the approximate locations identified on the GDP.
2. The following uses shall be prohibited within the Property:
 - a. The raising of poultry or livestock;
 - b. Cemetery.
3. The following secondary land uses shall be prohibited in the Rural Preservation Area portion of the Property as shown on the GDP:
 - a. Agriculture;
 - b. Equestrian facility;
 - c. Garden center;
 - d. Public facility/use;
 - e. Playground, playfield;
 - f. Single-family detached home;
 - g. Winery.

III. DEVELOPMENT OF PROPERTY

1. The total number of detached, single-family dwelling units on the Property shall not exceed two hundred and eighteen (218) as identified on the GDP.
2. All single-family lots shall contain a "tree-save" area totaling not less than 35% of the gross area of the lot, in which trees greater than 12" diameter at breast height ("DBH") shall be preserved. Tree save areas will be identified on the site plan. Preservation and protection shall be done in accordance with DSM 6-4. From the date of final rezoning approval, no trees shall be cleared, damaged, or destroyed in any manner prior to the approval of an early clearing and grading site plan that identifies the tree saved area.

Notwithstanding the foregoing, in the event the house or drainfield cannot feasibly be located outside of areas containing trees of 12" DBH or greater, at least 35% of the gross area of the lot shall be preserved outside of house or drainfield area to allow for

naturally occurring tree reforestation and tree maturation. There shall be no requirement of replanting or planting of trees if the lot does not contain 12" DBH trees or greater or if the house or drainfield cannot feasibly be constructed to avoid 12" DBH or greater trees.

3. Use of aluminum siding as building material for single-family dwellings shall be prohibited. Vinyl siding may be included as an authorized building material, except it shall be no less than .042 inch in thickness, or any form of fiber cement, brick, or stone siding may be included as an authorized building material.
4. All asphalt roofing materials used on the primary dwelling units shall be 30-year architectural shingles or greater.
5. The minimum floor area for all dwelling units within the Property shall be a minimum of two thousand seven hundred (2,700) finished and habitable square feet, exclusive of any garage. Open porches, garages, and patios are not included in computing floor area.
6. The Owner shall install a 4' high berm with evergreen vegetation to include Green Giant Arborvitae trees along Legends Drive as shown on the GDP at the time of construction of that portion of Legends Drive.
7. The Owner shall install a 4' high berm with evergreen vegetation along Legends Drive on Tax Map parcel 9-9-1B at the time of construction of that portion of Legends Drive.
8. Clearing, land disturbance, and the construction of structures or amenities shall be prohibited within all Undisturbed Buffer Areas as shown on the GDP.

IV. TRANSPORTATION

1. The Property shall have one main general traffic entrance into the southern portion of the Property on Plank Road (Route 3) and one main entrance into the northern portion of the Property on Ely's Ford Road as shown on the GDP.
2. The Owner shall preserve sufficient right-of-way at the intersection of Route 3 and Legends Drive to accommodate future signalization which may be required if adjacent properties are permitted to connect to Legends Drive. The required configuration of the easement shall be determined in consultation with the County and VDOT prior to site plan approval.
3. There shall be no road connection to Battlefield Drive.
4. No more than forty (40) single-family dwelling units shall have access to Ely's Ford Road as shown on the GDP.

5. Owner shall construct all improvements required by the Virginia Department of Transportation to accommodate the proposed entrances.

V. UTILITIES

1. No sewer drainfield shall be installed within 150' of the exterior boundary of the Property.

VI. FIRE & RESCUE

1. Within 6 months of the completion of Legends Drive, Owner shall construct a dry hydrant connection to the Hunting Run reservoir to allow for fire protection water withdrawal by the Spotsylvania County Fire Department. Owner shall construct a gravel access drive from Legends Drive to the dry hydrant connection in a location and configuration approved by the County at site plan approval.

VII. CASH PROFFERS

1. For each unit constructed after the first ten (10) units on the Property, the Owner shall pay a cash proffer to the County of \$13,000 per unit constructed upon the Property. Proffers payments shall be due prior to issuance of an occupancy permit for each unit. The County Board of Supervisors may use the funds for any public facility/service the Board of Supervisors determines to be appropriate, including but not limited to Fire and Rescue, Libraries, Parks and Recreation, Schools, Transportation, Law Enforcement, Government and Judicial, and Solid Waste.
2. Cash proffers herein described shall be adjusted annually on January 1st to reflect any increase from the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) (the "CPI") prepared and reported monthly by the U.S. Department of Labor. The adjustment shall be made by multiplying the Per Unit Contribution for the preceding year by the change in the CPI from December 1st in the preceding year. If the CPI-U is discontinued by the U.S. Department of Labor, the Zoning Administrator shall designate an appropriate index or formula, such as the Marshall & Swift Building Cost Index, having the same general acceptance as to use the reliability as the CPI-U herein described.

[AUTHORIZED SIGNATURES TO FOLLOW]

Agreed to as witnessed by the following signature:

Chancellorsville Investment Company, LLC a
Florida limited liability company

By: SH ADVISORS, Inc., its Manager a
Florida corporation

By: _____
B. Judson Honaker, Jr., President

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

The foregoing instrument was acknowledged before me this ____ day of _____,
2020, by B. Judson Honaker, Jr., in his capacity as President of SH ADVISORS, Inc., a Florida
corporation, Manager of Chancellorsville Investment Company, LLC a Florida limited liability
company.

WITNESS my hand and official seal.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No. _____

[SEAL]

Exhibit A

Prior Rezoning Approval

12364401.2 039448.00008