

VOLUNTARY PROFFER STATEMENT

Applicant & Owner: Kittansett Limited Partnership, a Delaware limited partnership
(the “Applicant: ~~TFO Wellesley Joint Venture LLC~~”)

~~Owner:-~~ ~~Leanne Besachio, Kelly B. Davis, William Davis, Jr., Robert Holloway, Mary Holloway, Gregory H. Davis, John Davis, Mary H. Ward and Thomas G. Cannon (collectively the “Owner”)~~

Representative: Charles W. Payne, Jr.,
Hirschler Fleischer
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Fredericksburg, VA, 22401
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Project Name: “Broaddus Development Project”

Property: Spotsylvania County Tax Parcels 64-A-8, consisting of approximately 78.74 acres (the “Property”)

GDP: Generalized Development Plan, titled “Zoning Map Amendment Generalized Development Plan for ~~The Broaddus Property, South of Mudd Tavern/ Stonewall Jackson (Route #606)~~Development Project”, dated March ~~25~~30, 2021, as revised ~~July 2~~April 5, 2021~~2023~~, and prepared by CHA Consulting, Inc., which plan is attached hereto as **Exhibit A** (“GDP”)

Rezoning Request: ~~From~~ Conditional rezoning from Agricultural-2 (A-2) to Industrial-2 (I-2)

Date: ~~July 21~~April 5, 2020~~2023~~

File No.: R21-0006

I. General Information.

The Applicant ~~and Owner~~, its successors and assigns, hereby ~~agree~~agrees that the development of the Property, subsequent to approval of the rezoning application to which these proffers are attached, will be in conformance with the GDP and the below proffered conditions (“Proffers”) pursuant to sections 15.2-2303 and 15.2-2303.4, et al. of the Code of Virginia (1950, as amended), and ~~section~~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. The headings for the Proffers set forth below have been prepared for convenience or reference only and will not control or affect the meaning or be taken as an interpretation of any provision

of the Proffers. The Proffers are the only conditions offered in this rezoning application. The Proffers will be effective upon Spotsylvania County’s (“County”) ~~full and~~ final approval of rezoning application ~~R12-0006~~R21-0006 to reclassify the Property from A-2 to I-2 to allow for the development of ~~an industrial park~~ a commercial employment center (the “Project”). Any prior proffers affecting the Property, whether of record or not, are hereby superseded by these Proffers, and thus are void and of no further force and effect upon said approval.

II. Land Use.

- A. **General Development.** The Property will be developed in conformance with the GDP. Notwithstanding the foregoing, all parcel lines, parcel and lot sizes, building envelopes, open space areas, building or unit sizes, public road locations, private driveway and travel-way locations, waste facilities, inter-parcel connections, parking areas, utility locations, storm water management facilities, amenities, and dimensions of undeveloped areas shown on the GDP may be reasonably adjusted for purposes of the final site or subdivision plans and to allow full compliance with the requirements of state and federal agency regulations including, but not limited to, ~~DHR, VDOT, DEQ,~~ Virginia Department of Historical Resources (“DHR”), Virginia Department of Transportation (“VDOT”), Virginia Department of Environmental Quality (“DEQ”), Virginia Department of Conservation and Recreation (“DCR”), U.S. Army Corps., etc. of Engineers, and the County’s Zoning Ordinance, Subdivision Ordinance, and Design Standards Manual. Notwithstanding the foregoing, any material adjustments to the GDP ~~shall~~will be subject to the approval of the County’s Zoning Administrator, and in no event ~~shall~~will approved adjustments to the GDP relieve the Applicant ~~and Owner~~ from providing any of the Proffers.
- B. **Use.** The Property ~~shall~~may be developed for permitted uses ~~allowed~~identified under the I-2 zoning district. Notwithstanding the ~~following~~foregoing, the following uses ~~shall~~may not be developed on the Property:
- (1) Animal ~~Shelters~~shelter;
 - (2) Art and craft studio;
 - (3) Civil, social, or fraternal facilities; ~~and~~
 - (4) Feed mill~~;~~
 - (5) Places of worship; and
 - (6) Public facility/uses.
- C. **General Architectural Features.** The general design, architectural features, materials, and improvements for the Project will be as generally depicted on the attached architectural rendering dated March 30, 2021, as last revised April 5, 2023, titled “Architectural Renderings”, which includes Sheets R-1 and R-2, prepared by CHA Consulting, Inc. and marked as Exhibit B, ~~dated March 19, 2021, titled “TFO Wellesley Overall Plan (Spotsylvania & Caroline County)”, include Sheets R-1 through R-4, and prepared by CHA (“Architectural Renderings”).~~

III. **Transportation.** The Applicant ~~and Owner agree~~agrees to provide the following in-kind transportation proffers, all as generally shown on the GDP and described as:

- A. ~~Total dedication~~Dedication of approximately 1.54 acres of right-of-way along Mudd Tavern/~~Stonewall Jackson Road~~ Road (Route 606) to include sixty (60) feet from the existing roadway centerline to accommodate a future four-lane divided major collector road. This dedication will be made ~~prior to the County site plan (as part of the Project's initial) subdivision plat approval for the Project, except in the event the County reasonably requests that all or part of the said right of way be dedicated sooner. Within thirty (30) days of the County's request, the Applicant must submit the right of way dedication plat application for approval. The Applicant must diligently pursue plat approval and record said right of way within sixty (60) days of plat application submission. or earlier pursuant to the County's request so long as the Applicant is allotted at least thirty (30) days to submit said dedication.~~
- B. ~~Construct or install~~Prior to the County's issuance of the first certificate of occupancy for the Project, the Applicant agrees to construct or improve the following improvements, all in the areas generally designated on the GDP:
- (1) ~~The construction of two (2) separate~~the deceleration ~~lanes~~lane from Mudd Tavern Road (Route 606) to Entrance-2 on the eastbound side of Mudd Tavern Road (Route 606) to include a minimum of 200 feet of storage and 200 feet of tapered area;
 - (2) ~~Providing a~~24 foot right-in only, partial-access site driveway (Entrance-1) at Mudd Tavern Road (Route 606) with one ingress lane to User #2;
 - (3) ~~Providing a~~26 foot in and 26 foot out full-access divided site driveway (Entrance-2) at Mudd Tavern Road (Route 606) with two (2) ingress lanes and two (2) egress lanes to support additional separation between trucks and passenger vehicles; and
 - (4) a 24 foot exit only site driveway (Entrance-3) with one egress lane from User 1 to Mudd Tavern Road (Route 606).
~~(4) Providing a cash contribution in the amount of \$5,000.00 for the installation of a ten (10) foot wide shared use asphalt path along Route 606 to be paid prior to the issuance of the first certificate of occupancy for the first industrial building.~~
- C. Prior to the County's issuance of the certificate of occupancy permit for the User 2 building, the Applicant agrees to construct the deceleration lane from Mudd Tavern Road (Route 606) to Entrance-1 on the eastbound side of Mudd Tavern Road (Route 606) to include a minimum of 200 feet of storage and 200 feet of tapered area, as generally depicted on the GDP.
- D. ~~(5) Limiting~~The Applicant will limit the site entrances on Mudd Tavern Road (Route 606) to only ~~two~~three (23) entrances ~~in Spotsylvania and two (2) entrances in Caroline, all as shown on the GDP.~~

E. Interparcel connections will be provided as generally depicted on the GDP and may be relocated pursuant to final site plan approval.

F. Applicant agrees to construct a 10-foot-wide shared use path within the Mudd Tavern Road (Route 606) right-of-way, all as generally depicted on the GDP, prior to the County's issuance of the certificate of occupancy permit for the Project's last building.

IV. **Additional Proffers.** The Applicant ~~and Owner agree~~agrees to provide the following additional proffers:

~~A. Pursuant to a cost-sharing or other agreement with the County and prior to the issuance of the first certificate of occupancy for the first industrial building, design, construct and extend water and sewer utilities to the Property, all as generally depicted on the GDP.~~

A. ~~B.~~ Prior to the initial subdivision plan approval for the Property, the Applicant will establish a property owners association and/or record restrictive covenants that will address shared maintenance and repair obligations for the common areas on the Property.

B. Prior to the County's issuance of the first certificate of occupancy permit for the Project, the Applicant agrees to install a water main extension within the Mudd Tavern Road right-of-way from Mallard Road to the Project site.

C. Prior to the County's issuance of the first certificate of occupancy permit for the Project, the Applicant will install low pressure sewer service lines within the Mudd Tavern Road right-of-way from the existing pump station (PS 29) located near the I-95/Route 606 Interchange.

~~[AUTHORIZED SIGNATURES TO FOLLOW]~~

The Applicant ~~and~~ /Owner ~~make~~makes these Proffers voluntarily, in support of ~~their~~its rezoning application.

WITNESS the following signature:

APPLICANT:

APPLICANT/OWNER:

TFO Wellesley Joint Venture, LLC

By: _____

Date: _____

Kittansett Limited Partnership,

COMMONWEALTH/STATE OF _____

CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _____, 20__ by _____, in his or her capacity as _____ on behalf of TFO Wellesley Joint Venture, LLC.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No. _____

[SEAL]

~~OWNERS: [may need separate notaries for all below if not executing at same time]~~ a Delaware limited partnership

Kittansett Corporation,

By: _____

~~Leanne Besachio,~~
a Delaware corporation, its sole
General Partner

By: _____
Robert Buonato, President

=

By: _____
_____ Kelly B. Davis

By: _____
_____ William Davis, Jr.,

By: _____
_____ Robert Holloway

By: _____
_____ Mary Holloway

By: _____
_____ Gregory H. Davis

By: _____
_____ John Davis

By: _____
_____ Mary H. Ward

By: _____
_____ Thomas G. Cannon

COMMONWEALTH/STATE OF _____
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ___ day of _____, 20___ by Robert Buanto, President of Kittansett Corporation, a Delaware corporation, the sole General Partner of Kittansett Limited Partnership, a Delaware limited partnership, on behalf of the partnership.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No. _____

[SEAL]

Exhibit A

GDP

Exhibit B

Architectural Renderings

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Summary report:	
Litera Compare for Word 11.3.0.46 Document comparison done on 4/4/2023 4:40:28 PM	
Style name: HF Standard	
Intelligent Table Comparison: Active	
Original DMS: iw://HF_IMAN/IMAN/15930832/1	
Modified DMS: iw://HF_IMAN/IMAN/15911047/3	
Changes:	
Add	101
Delete	103
Move From	2
Move To	2
Table Insert	0
Table Delete	0
Table moves to	0
Table moves from	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
Total Changes:	208