

VOLUNTARY PROFFER STATEMENT

R21-_____

Applicants' Name: (1) Courthouse Road Properties, L.L.C.
(2) PHACH, L.L.C.

Owners' Names: (1) Courthouse Road Properties, L.L.C.
(2) PHACH, L.L.C.
10333 Southpoint Landing, 3rd Floor
Fredericksburg, VA 22407

Project Name: Spotsylvania Courthouse Village | Brock Road Intersection
(the "Project")

Tax Parcel: 47-A-1, 47-A-2, 47-A-3, 47-A-3A, 47-A-4, 47-A-6A,
47-A-59, 47-A-59A and 47-8-1
As Shown on Exhibit A (the "Property")

Date: May 21, 2021

- I. General Information – Owners, their successors or assigns, hereby agree that the development of the Property, subsequent to the approval of the rezoning application to which these proffers are attached, will be in general conformance with the Generalized Development Plan ("GDP" attached as Exhibit B) and the following proffered conditions (the "Proffers"), pursuant to Section 15.2-2303, 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, Virginia (1995 amended). The Proffers are the only conditions offered in this rezoning application, and any prior proffers affecting the Property, whether by prior proffer offers, are hereby superseded by these Proffers.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 in effect only upon the Spotsylvania County Board of Supervisors full and final approval of the rezoning application R21_____ submitted by Owners for the reclassification of the following parcels owned by Courthouse Road Properties, L.L.C.: Parcel 47-A-59 from RU to MU-3; Parcels 47-A-1, 47-A-2 and 47-6A from RU to MU-4; Parcel 47-A-3 from RU and C-2 to MU-4, Parcel 47-A-3A from C-2 to MU-4 and Parcel 47-A-4 from C-1 to MU-4 and reclassification of the following parcels owned by PHACH, L.L.C.: Parcel 47-A-59A and 47-8-1 from RU to MU-4.
- II. Master Plan – Applicants hereby proffer that they will develop the Property in a way which is in conformance to the Mixed-Use (MU) District Code Document for Spotsylvania Courthouse Village and the GDP. Collectively, these documents shall be considered the Master Plan for the Property.
- III. Architectural and Landscape Guidelines – In order to achieve an overall compatibility and continuity of architectural design, the construction, landscaping, placing of signs and subsequent alterations of the Property within the Project are as follows and subject to prior

written approval by the Owners. The plans may only be amended by an occupant of the Property after receiving Owners, or a designee of Owners, written permission.

1. Exterior Building Elements for Residential or Mixed-Use Properties:

- a. Major Exterior Elements. Walls may be built and covered by one or more of the following major (at least 2/3 of total wall area on each exterior wall) materials:
 - i. Wood or Vinyl equivalent (5"-6"exposed) siding
 - ii. Brick
 - iii. Cement masonry board siding
- b. Minor Exterior Elements. Walls may be built and covered by one or more of the following minor (at least 1/3 of total wall area on each exterior wall) materials:
 - i. Exterior Insulated Finish Systems (EIFS) is allowed on the upper floors. On the ground floors, it is allowed only as an accent material.
 - ii. Stucco is allowed on the upper floors. On the ground floors, it is allowed only as an accent material.
 - iii. Synthetic stucco is allowed on the upper floors. On the ground floors, it is allowed only as an accent material.
 - iv. Stone
 - v. Synthetic stone
- c. Prohibited Exterior Wall Elements. Exterior walls shall not be painted or unpainted cinder block. Owner may prohibit other materials on a case by case basis.
- d. Foundation. Exposed foundation walls, no more than 18" in height, shall be built of one or more of the following materials:
 - i. Brick
 - ii. Local fieldstone or the like
 - iii. Parged block
 - iv. Smooth-finished poured concrete
 - v. Painted brick-form poured concrete
- d. Roofs. Roofing will consist of one or more of the following materials:
 - i. Dimensional shingles
 - ii. Natural slate
 - iii. Wood shake
 - iv. Synthetic or authentic slate
 - v. Standing seam metal (including copper)
 - vi. Membrane roofing (for flat roofs behind parapet)
- e. Windows. Windows shall not exceed 35% of the overall wall façade and shall conform to the following:
 - i. For Residential Properties Application:
 1. Windows shall be single-hung, double-hung, casement, or fixed in decorative applications.

2. Windows may be built of wood, steel, aluminum, or vinyl
3. Windows shall be square or vertical in proportion
4. When used window lights shall be square or vertical in proportion
- ii. For Mixed-Use Properties Application:
 1. Windows shall be single-hung, double-hung, casement, or fixed in decorative applications.
 2. Windows may be built of wood, steel, aluminum, or vinyl
 3. Windows shall be square or vertical in proportion
 4. When used window lights shall be square or vertical in proportion
- iii. For Commercial Properties Application:
 1. Storefront windows matching the décor of the structures' façade shall be used on the first floor
 2. Upper floors shall conform to the residential guidelines herein.
- f. Exterior doors: Exterior doors shall be made of wood, glass, aluminum, steel, embossed steel, or fiberglass (or a combination of one or more). Awnings, when used, shall be shaped, sized and proportioned to the window(s) or door(s) they serve.

Mixed-Use Properties are hereby described as a flexible approach to development, to include infill and redevelopment, by allowing a variety of interrelated and compatible commercial, office, residential, civic, recreational and entertainment uses.

2. Landscape and Site Controls:

Wherever possible and appropriate, loading areas, trash collection facilities and other service areas shall be placed to the rear or side of buildings, such as the rear alley, in visually unobtrusive locations. Commercial dumpsters shall be enclosed on three sides either by wood, synthetic wood material or brick enclosures.

3. Commercial Properties Development and Building Guidelines:

For buildings, parcels and properties, used solely for commercial uses, shall be subject to the following guidelines. Applicants believe retail and commercial properties will be unique in appearance and site design but still include the needed refinements for a conventional retail/commercial use.

- a. All architectural plans will need to be approved in writing by Owners. The plans may only be amended by an occupant of the Property after receiving Owners, or a designee of Owners, written permission.
- b. The following building exterior surfaces/finishes will not be allowed:
 - i. Split face block
 - ii. Painted or unpainted cinder block
 - iii. Metal siding buildings
 - iv. Building surfaces with over 35% stucco or the like

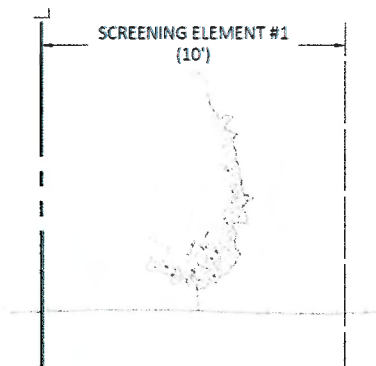
- c. Whenever possible and appropriate, the loading areas, trash collection facilities and other service areas shall be placed to the rear or side of buildings such as the rear alley in visually unobtrusive locations. All refuse shall be enclosed on three sides either by wood or brick enclosures.
- d. All mechanical units will be screened properly by vegetation or fencing or be installed in the parapet areas of the roofs of the affected building. Such screening will limit the mechanical unit from being seen from ground level immediately adjacent the site.
- e. All commercial buildings shall have its first floor entrance area substantially on grade with the front sidewalk or at ground level.

IV. Utilities – Public water and sewer service shall be constructed to serve each land bay for residential and non-residential uses.

V. Private Streets – Private streets shall be constructed, owned and maintained at the discretion of Owners within land bays to connect and provide access to public roads. Pavement thickness shall be at a minimum structurally equivalent to the pavement requirements set forth in the Spotsylvania County Design Standards Manual.

VI. Building Height – All buildings shall be limited to a height of no more than three (3) stories above grade.

VII. Transitional Screening – Per Section 6 of the Spotsylvania County Design Code, where a “common plan” applies, Owners may modify the transitional screening and buffer requirements. Therefore, as shown in the Generalized Development Plan, Owners shall provide a screening element (SE#1) containing one large evergreen (large meaning it is



expected to grow 30'-50' tall for every 25 linear feet of buffer. Nothing herein shall prevent Owners from using the screen area as (i) a drainage way or other disturbance typically required for maintaining their property (ii) easements and extensions thereof currently existing or reserved or granted in the future for utilities (including, but not limited to, sewer, water, gas, electric, telephone and cable television) and (iv) an area for site construction by Owners, provided, however, that after construction the transitional screen will be planted as intended. Upon

acceptance of this Proffer, Owners, its successors or assigns, shall be deemed to be in compliance with the Spotsylvania County transitional screening or landscaping ordinances or other requirements or standards between Owners' property and the adjoining residential zoned properties, as such ordinances or other requirements may currently exist or be enacted or adopted in the future. Furthermore, if during the Owners site plan development, it is decided that the current tree line shall remain, then the SE#1 may be eliminated by Owners.

VIII. Village Trailways/Sidewalks – Applicants do hereby proffer to provide an integrated system of trails and sidewalks. In addition to the internal sidewalks in each parcel, each Owner will provide the following primary trails on its property so long as such trails and related improvements are permitted as shown by VDOT and Spotsylvania County:

1. Village Center Connector Trail:

This multi-purpose trail along the south side of Lake Anne Parkway will provide a pedestrian and bicycle link between Brock Road intersection parcels and the Spotsylvania Courthouse Village. If required, Owners shall make a reasonable attempt to acquire easements for the construction and maintenance of the trail at no cost to Owners or Spotsylvania County. If Owners determines that it is unable to build any portion of the trail due to a lack of easements, public right-of-way, design deficiencies, or upon request of Spotsylvania County, then Owners shall provide notice of any such obstacles to Spotsylvania County. Spotsylvania County shall have the option to remove one or more of the obstacles by taking whatever action Spotsylvania County deems necessary. After Spotsylvania County has had at least nineth (90) days to remove any obstacles, Owners shall construct as much of the trail as is practicable and shall pay a sum equal to the estimated costs of completion (including any costs of right-of-way acquisition) of the trail into the Spotsylvania County Sidewalk Fund for Livingston District. The trail shall be constructed (or the funds deposited into the sidewalk fund) prior to the issuance of the 40th residential occupancy permit for Owners. Upon completion of the trail, Owners shall dedicate to Spotsylvania County whatever interest it may have in the trail and the property upon which it is located.

2. Trail Ownership, Access and Maintenance:

Any portion of the trails which are located on Spotsylvania County owned property, VDOT right-of-way or otherwise located outside of the boundaries of the Property shall be dedicated to Spotsylvania County (to be Spotsylvania County owned and maintained).

Applicants make these proffers voluntarily, in support of their Rezoning Application.

[Signature]

Date: 5-21-21

William J. Vakos, III, Manager
Courthouse Road Properties, L.L.C.

COMMONWEALTH OF VIRGINIA
COUNTY of Spotsylvania, to-wit:

I HEREBY CERTIFY the foregoing was acknowledged and signed before me by William J. Vakos, III this 21st day of May, 2021.



SEAL

[Signature]
Notary Public

My Commission Expires: 9-30-2022

Registration Number: 200791

[Signature]

Date: 5-21-21

William J. Vakos, III, Manager
PHACH, L.L.C.

COMMONWEALTH OF VIRGINIA
COUNTY of Spotsylvania, to-wit:

I HEREBY CERTIFY the foregoing was acknowledged and signed before me by William J. Vakos, Jr. this 21st day of May, 2021.



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[Signature]
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