

VOLUNTARY PROFFER STATEMENT
Case #R20-0010

Applicant: Ni Village, LLC
515 Stone Mill Drive
Manakin-Sabot, Virginia 23103

Current Property Owners: Ni Village, LLC;
River Run Owners Association, Inc. c/o Luck Real Estate Ventures;
Barber Property Management LLC;
Luck Stone Corporation; and
Charles S Luck IV, Custodian & Charles Luck IV & John P Ackerly Trustees

(Applicant and Current Property Owners, collectively, the “Applicant”)

Project Name: Ni Village

The Property: Tax Map Parcels 49-15-5; 49-15-6; 49-15-7; 49-15-10; 49-15-11; 49-15-A; 49-15-B; 49-15-C; 49-16-8; 49-16-9; 49-A-70 (in part); 49-A-71; 49-A-81; 49-A-82; and 49B-1-1A (in part) in Spotsylvania County, Virginia (the “County”) consisting in the aggregate of approximately 325 acres (the “Property”), all as shown on the attached GDP (as defined below), as more particularly described herein.

Current Zoning: Planned Development Commercial (PDC) and Village Commercial (VC).

Rezoning Request: Industrial 1 (I-1) District, and Mixed Use Sub-Districts MU-3 Residential Mixed Use (MU-3) and Mixed Use Low (MU-4).

GDP: Generalized Development Plan, entitled “GENERALIZED DEVELOPMENT PLAN FOR NI VILLAGE, BERKELEY MAGISTERIAL DISTRICT, SPOTSYLVANIA COUNTY, VIRGINIA”, prepared by Timmons Group, dated November 10, 2020, as last revised May 13, 2022 and attached hereto as Exhibit A (the “GDP”).

Design Guidelines: Design Guidelines prepared by CiteDesign, entitled “NI VILLAGE DESIGN GUIDELINES” and dated May 2022 and attached hereto as Exhibit B (the “Design Guidelines”).

Date: May 16, 2022
File No.: R20-0010

Applicant’s Agents: Andrew M. Condlin, Esq., Mark Kronenthal, Esq., and Kim Lacy, Esq.
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I. GENERAL OVERVIEW

The Applicant requests the rezoning of the Property from Planned Development Commercial (PDC) and Village Commercial (VC) Districts to Industrial 1 (I-1) District (approximately 109 acres), and Mixed Use Sub-Districts MU-3 Residential Mixed Use (MU-3) (approximately 161.9 acres), and Mixed Use Low (MU-4) (approximately 54.2 acres) to enable the Applicant, or its successors or assigns, to structure a development plan for Ni Village (the “Development” or the “Project”) that includes a strong design intent to create harmony but not uniformity, maintains density, includes a focus on economic development, and creates a live, work, shop, and play community that can accommodate the projected residential growth and desired commercial development in the County, and respect and harness the natural topographic features of the Property. As used herein, the “East Campus” includes the portions of the Property located to the east of Patriot Highway to be rezoned to MU-3, and the “West Campus” includes the portions of the Property located to the west of Patriot Highway to be rezoned I-1 and MU-4, all as generally shown on the GDP attached hereto as Exhibit A.

The Applicant, on behalf of itself, its successors and assigns, makes these Proffers voluntarily in support of the rezoning application and agrees that the development of the Project will be in conformance with the Design Guidelines and GDP (as more particularly described herein and attached hereto) and the voluntary proffered conditions provided herein, and such voluntary proffered conditions 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 (1955) as amended (collectively, the “Proffers”). The Proffers shall be effective only upon the County’s full and final approval of this rezoning application, File No. R20-0010 Ni Village, and upon such approval the Proffers shall supersede and replace any and all prior proffered conditions now or previously affecting the Property including without limitation, those proffers and zoning conditions set forth in the Voluntary Proffer Statement applicable to Rezoning Case Number R10-0002 dated August 23, 2011 and last revised October 11, 2011, a copy of which is recorded in the County Clerk’s Office as Instrument No. 201100020890.

II. LAND USE AND GENERAL DEVELOPMENT PLAN

a. Generalized Development Plan. The Property, including all community areas, uses and features shall be developed in general conformance with the GDP. For purposes of the final site and subdivision plan(s), proposed parcel lines, parcel sizes, lot configurations, building envelopes and footprints, access points, building sizes, building locations, public road designs and locations, private driveway and road designs and locations, parking lot designs and configurations, inter-parcel connections, resource protection areas (“RPAs”), wetland areas, utility designs and locations, stormwater management facilities and designs, and open space or other undeveloped areas shown on the GDP may be relocated and/or adjusted from time-to-time by the Applicant to address final development plans, engineering, unanticipated site conditions, design requirements and/or compliance with federal or state agency regulations including, but not limited to, the Virginia Department of Transportation (“VDOT”), the Virginia Department of Environmental Quality (“DEQ”), the U.S. Army Corps of Engineers, and compliance with the requirements of the County’s development regulations and design standards manual, subject to the approval of the County’s Zoning Administrator. Notwithstanding the foregoing, in no event shall any amendments or adjustments to the GDP relieve the Applicant from any of the Proffers.

b. Design Guidelines. The feel of the Project will be achieved with quality materials, finishes, design elements and enhanced architectural features on buildings to reflect a variety of unique architectural styles, building types, textures, and colors, but providing a commonality of quality materials,

finishes and styles throughout the Project in general conformance with the Design Guidelines. The Design Guidelines provide conceptual illustrations of the community amenities, dwelling units, recreation and open space areas, design features and building types, block standards and alternative block standards, and streetscape concepts to be located in Ni Village, which design elements, design or architectural styles may be adjusted from time-to-time by the Applicant, or its successors or assigns, to address final development plans, engineering, unanticipated site conditions, design requirements and/or compliance with federal or state agency regulations and compliance with the requirements of the County's development regulations and design standards manual, subject to the approval of the County's Zoning Administrator. Notwithstanding the foregoing, in no event shall any amendments or adjustments to the Design Guidelines relieve the Applicant, its successors or assigns, from any of the Proffers.

c. Density. The maximum density of the Property shall be 950 residential dwelling units in the aggregate, with no more than 500 residential units on either the West Campus or the East Campus (which would result in a pro rata reduction of the maximum number of residential units permitted on the remainder of the Property). This restriction on density shall not include any residential dwelling units located in a nursing home or assisted living facility.

d. Access. Direct vehicular access to and from Patriot Highway shall be provided by a minimum of two (2) entrances/exits from Patriot Highway to and from the East Campus, and by a minimum of two (2) entrances/exits from Patriot Highway to and from the West Campus. The location of each access shall be in general conformance with the GDP, with final approvals by the County Transportation Department.

e. Shared Access. Upon approval of the site plan for the portion of the Property to be rezoned I-1, the right of pedestrian and vehicular access over and across the Property shall be granted to the adjoining properties to the north (having current Parcel IDs of 49-1-1D, 49-1-1E, 49-1-1B, 49-1-4, and 49-1-5 (the "Adjoining Properties")), subject to an agreement with such Adjoining Properties (a) to permit access over and across Jamison Lane that crosses on and between the Adjoining Properties for the benefit of the Property and the Adjoining Properties, and (b) for maintenance of all impacted access ways, as generally shown on the GDP.

f. Uses and Development Standards.

i. Within the areas of the West Campus to be rezoned MU-4, as shown on the GDP:

1. Apartment Buildings. Apartment buildings shall be permitted subject to the following:

a. Architectural Standards. Apartment buildings shall be developed consistent with the elevations set forth in the Design Guidelines.

b. Gated Entrance. Any primary vehicular access entrance for a project with apartment buildings shall be gated or otherwise have controlled access.

c. Recreational Amenities. For purposes of the apartment buildings to be constructed on the West Campus, the Applicant, its successors or assigns, shall provide at a minimum, four (4) of the

following amenities: a clubhouse, swimming pool, fitness center, outdoor grilling areas, children’s playground, dog park or outdoor seating/gathering areas (“West Campus Amenities”).

2. General Buildings. General buildings including those intended primarily for commercial, office, manufacturing and employment uses (“General Buildings”) shall be permitted subject to the following:
 - a. Architectural Standards. General Buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 3. Townhouse Buildings. Townhouse buildings shall be permitted subject to the following:
 - a. Architectural Standards. Townhouse buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 4. Mixed Use Buildings. Mixed use buildings shall be permitted subject to the following:
 - a. Architectural Standards. Mixed use buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
- ii. Within the areas of the West Campus to be rezoned I-1, as shown on the GDP:
- a. Office. Office buildings shall be permitted subject to the following:
 - i. Architectural Standards. Office buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 - b. Warehouse. Warehouse buildings shall be permitted subject to the following:
 - i. Architectural Standards. Warehouse buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 - c. Industrial/Flex. Industrial/flex buildings shall be permitted subject to the following:
 - i. Architectural Standards. Industrial/flex buildings shall be developed consistent with the elevations set forth in the Design Guidelines.

- iii. Within the areas of the East Campus to be rezoned MU-3, as shown on the GDP:

1. Detached Homes. Detached homes shall be permitted subject to the following:
 - a. Architectural Standards. Detached homes shall be developed consistent with the elevations set forth in the Design Guidelines.
 - b. Alternative Block Standards.
 - i. Front setbacks shall be a minimum of 5 feet.
 - ii. The build-to-zone shall be a minimum of 5 feet and a maximum of 60 feet.
 - iii. The minimum lot area shall be 2,500 square feet.
 2. Townhouse Buildings. Townhouse buildings shall be permitted subject to the following:
 - a. Architectural Standards. Townhouse buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 - b. Alternative Block Standards.
 - i. No minimum front setbacks shall apply.
 - ii. The build-to-zone shall be a minimum of 5 feet and a maximum of 45 feet.
 - iii. No minimum lot area shall apply.
 3. Recreational Amenities. For purposes of the detached homes and townhouse buildings to be constructed on the East Campus, the Applicant, its successors or assigns, shall provide at a minimum, four (4) of the following amenities: a clubhouse, swimming pool, fitness center, outdoor grilling areas, children's playground, dog park or outdoor seating/gathering areas ("East Campus Amenities").
 4. General Buildings. General buildings shall be permitted subject to the following:
 - a. Architectural Standards. General Buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
- g. Phasing.
- i. No more than 50% of the multifamily residential units permitted on the West Campus shall receive a final certificate of occupancy until the developer of such multifamily residential units has constructed:
 1. the West Campus Amenities; and
 2. the West Campus Site Entrance Modifications.

- ii. No more than 50% of the townhome and single family detached residential dwelling units permitted on the East Campus shall receive a final certificate of occupancy until the developer of such townhome and single family detached residential units has constructed:

1. the East Campus Amenities;
2. the East Campus Site Entrance Modifications;
3. the Marked Pedestrian Crosswalk; and
4. the High School Connection.

h. Utilities. Public water and wastewater system shall be used. Prior to any tentative site plan or subdivision approval for all or any part of the Property to be developed, a utility plan shall be submitted to and approved by the Utilities Department (the "Utilities Master Plan"). The utilities for this development, and phasing thereof, shall conform to the approved Utilities Master Plan or as otherwise approved by the Utilities Department.

i. Protective Covenants. Prior to or concurrent with receipt of the first certificate of occupancy for any portion of the Property, a document setting forth controls on the development and maintenance of that portion of the Property (the "Covenants") shall be established, and any such Covenants may establish one or more property owners' associations (the "Association"). Different Covenants may be provided for various portions of the Property provided an Association shall be responsible for the maintenance of all common areas within the relevant portion of the Property, as set forth in the Covenants. The articles of incorporation or organization and bylaws or operating agreement of such Association shall be submitted to and reviewed for approval by the County Attorney prior to recordation of the final plat for the portion of the Property being developed. The Covenants shall be recorded in the County Circuit Court Clerk's Office, and the final Proffers accepted with this Rezoning Case Number R20-0010 shall be attached as an exhibit to and recorded with such Covenants.

j. Signage. All monument signs on the Property shall be in general conformance with the materials and design of the existing River Run monument sign at the River Run Parkway and Patriot Highway intersection, with a portion of the sign consisting of masonry material (brick, stone, or brick veneer), as approved by the County Zoning Administrator at the time of site plan approval.

k. Landscaping. Landscaping on the Property shall be in general conformance with the landscape plan provided in the GDP, as approved by the County Zoning Administrator at the time of site plan approval.

l. Pedestrian Areas and Circulation.

i. Pedestrian/bicycle areas on the Property shall be in general conformance with the materials, location and design of the trails, paths, and sidewalks shown on the pedestrian access plan provided in the GDP, as approved by the County Zoning Administrator at the time of site plan approval.

ii. An interparcel pedestrian/bicycle connection from the East Campus to Massoponax High School (the "High School Connection") shall be constructed by the developer of the East Campus in the location approved by the County Zoning Administrator as part of site plan approval.

m. Street Plan. Public and private roads internal to the Project shall be in general conformance with the street plan provided in the GDP, as approved by the County Zoning Administrator at the time of site plan approval.

n. Archaeological Site Survey. Prior to the application of a site plan or subdivision plat for development on the East Campus, the East Campus developer shall first complete a Phase I Archaeological Site Survey for the portion of the East Campus to be included in the site plan or subdivision plat, to determine if cultural resources are located within such areas. In the event a cultural resource is located, the development will avoid such area of the Property, and shall preserve, dedicate, donate, or relocate the cultural resources as appropriate.

III. TRANSPORTATION AND DEDICATIONS.

a. Road Improvements and Dedications. Subject to County and VDOT approvals for the development of the Project, the Applicant, its successors or assigns, agrees to provide the following road improvements and dedications, if required by the County at the time of any Plan of Development or subdivision review, as more particularly detailed and set forth within the Traffic Impact Analysis entitled, “Ni Village, Spotsylvania County, Virginia”, prepared by Ramey Kemp & Associates dated October, 2021 and attached hereto as Exhibit C (the “TIA”):

i. East Campus Site Entrance Modifications. No more than 50% of the residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of residential units on the East Campus constructs the following site entrance modifications, as set forth in the TIA:

1. Patriot Highway at Quarry Driveway / Site Driveway 1:

- a. Construct a northbound right-turn lane on Patriot Highway with 200 feet of storage;
- b. Construct one southbound left-turn lane on Patriot Highway with 200 feet of storage; and
- c. Provide one ingress lane and two egress lanes on Site Driveway 1.

2. Patriot Highway at Site Driveway 2:

- a. Construct one northbound right-turn lane on Patriot Highway with 200 feet of storage;
- b. Construct one southbound left-turn lane on Patriot Highway with 200 feet of storage; and
- c. Provide one ingress lane and one egress lane on Site Driveway 2.

ii. Patriot Highway – Right of Way Dedication. Dedicate the necessary portions of the Property located on the eastern line of Patriot Highway up to twenty (20’) feet in width to be used for the right of way necessary to allow Patriot Highway to be widened up to six (6) lanes within ninety (90) days of such request from the County or VDOT, which shall be in full force and effect for a period of fifteen (15) years from the date of the rezoning of the Property. If it is determined by the

County or VDOT that such dedication area is not required or has been provided by others, then such shall no longer be required of the developer of the East Campus.

- iii. Shared-Use Path. Prior to the issuance of the 75th certificate of occupancy permit for any uses in the East Campus, the developer of the East Campus shall construct a 10-foot VDOT standard shared-use path from the northern property line along the east side of Patriot Highway and continuing south to the southern property line (the “Shared-Use Path”), unless otherwise approved by the County Transportation Department. This shared-use path may be located within the buffer along the Patriot Highway road buffer.
- iv. West Campus Site Entrance Modifications. No more than 50% of the residential units permitted on the West Campus shall receive a final certificate of occupancy until the developer of residential units on the West Campus constructs the following site entrance modifications, as set forth in the TIA:
 1. Patriot Highway at Site Driveway 3:
 - a. Construct one northbound left-turn lane on Patriot Highway with 200 feet of storage;
 - b. Construct one southbound right-turn lane on Patriot Highway with 200 feet of storage; and
 - c. Provide one ingress lane and one egress lane on Site Driveway 3.
- v. Marked Pedestrian Crosswalk. The developer of residential units on the West Campus shall add a marked pedestrian crosswalk at the intersection of Patriot Highway at the River Run Parkway and Massaponax High School driveway traffic signal, which shall be subject to approval by VDOT (“Marked Pedestrian Crosswalk”). No later than the issuance of the first certificate of occupancy permit for residential dwelling units on the West Campus, the developer of such residential units shall (i) submit to VDOT for its approval, the plans for the pedestrian crosswalk improvements, which shall include LED countdown pedestrian signal heads and push buttons, and (ii) install the pedestrian crosswalk within the existing public right of way of Patriot Highway within twelve (12) months of receipt of VDOT approval of such plans.
 - b. New Co. 12 Fire and Rescue Station Dedication. Consistent with the County Capital Improvement Plan, as requested by the County, Applicant, its successors or assigns, shall dedicate 5 acres on the West Campus, in the location as generally shown on the GDP, to the County for New Fire/Rescue - Company 12 (Massaponax Area), as defined in the County Capital Improvement Plan.
 - c. Guinea Station Road – Right of Way Dedication. As requested by the County, Applicant, its successors or assigns, shall dedicate to the County a right of way sixty (60) feet in width for the extension of Guinea Station Road, in the location as generally shown on the GDP.

IV. CASH PROFFERS.

a. Cash Proffer for Transportation – Massaponax Church Road Signal. The Applicant, its successors or assigns, proposes to mitigate public facility impacts resulting from the development of the Project by voluntarily offering to pay County Transportation a cash proffer in the amount of One Hundred Thousand Dollars (\$100,000.00) to be applied towards the costs of constructing the Massaponax Church Road signal, to be paid as follows:

- i. \$50,000.00 to be paid by the developer of the West Campus to County Transportation prior to the issuance of the first certificate of occupancy for any residential dwelling unit on the West Campus, and
- ii. \$50,000.00 to be paid by the developer of the East Campus to County Transportation prior to the issuance of the first certificate of occupancy for any residential dwelling unit on the East Campus.

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