

VOLUNTARY PROFFER STATEMENT

Applicant: 2600 SCR, LLC
609 Independence Parkway, Suite 200, Chesapeake, VA 23320

Owners: Six D's Inc. (Tax Map #23-A-49 & 23-A-49B); and Louetta H. Bowles
Executor of the Estate of Genevieve Garrett Howard (Tax Map #23-A-42)
(collectively all of the foregoing are the "Owner")

**** (Applicant & Owner are hereafter known collectively as the "Applicant") ****

Representative: Charles W. Payne, Jr., Hirschler Fleischer,
725 Jackson Street, Suite 200, Fredericksburg, VA, 22401
Phone (540) 604-2108; Fax (540) 604-2101; Email: cpayne@hf-law.com

Project Name: "2600 Acqua"

Property: Spotsylvania County Tax Parcels 23-A-49 ("Parcel 49"), 23-A-49B
("Parcel 49B") and 23-A-42 ("Parcel 42"), consisting of approximately
20.777 acres, known as 2618 and 2622 Salem Church Road (collectively,
the "Property")

Date: July 12, 2018

GDP: Generalized Development Plan, entitled "Rezoning / Generalized
Development Plan Plan #: R18-0001 2600 Acqua", prepared by Bowman
Consulting, dated June 2017, as last revised June 28, 2018, attached hereto
as Exhibit A (the "GDP")

Rezoning Request: From R-1 (Parcels 49B, 42, and portion of Parcel 49) & C-2 (portion of
Parcel 49) to MU-4

Rezoning File No.: R18-0001

I. General Information

The Applicant and its successors and assigns hereby agree 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 following proffered conditions (the "Proffers") all provided pursuant to Sections 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 (1995) as amended. The Proffers are the only conditions offered in this rezoning application, and any prior proffers affecting the Property, whether by prior approval or prior proffer offers accompanying this

application, are hereby superseded by these Proffers, and all said previous proffers associated with the Property, whether of record or not, are hereby void and of no further force and effect. Notwithstanding the foregoing, the Proffers will be effective only upon Spotsylvania County's (the "County") full and final approval of rezoning application R18-0001 submitted by the Applicant to reclassify the Property from R-1 and C-2 to MU-4 to allow for the development of a multi-family residential community plus retail/commercial uses. The Proffers shall encumber the Property, including for purposes of the future development of the same by the Applicant or any successors or assigns of the Applicant.

II. Land Use

- A. **General Development.** The Property will be developed in conformance with the GDP. Notwithstanding the foregoing, all parcel lines, parcel sizes, building envelopes, building sizes, public road and access locations, parking areas, private driveway and travelway locations, recreational and common areas, utility locations, waste management areas, storm water management facilities, and dimensions of undeveloped areas shown on the GDP may be reasonably adjusted for purposes of the final site or subdivision plans to allow the Applicant to address final development, engineering and design requirements, fulfill compliance with state and federal agency regulations including, but not limited to, DHR, VDOT, DEQ, DCR, Army Corps., etc., and compliance with the requirements of the County's development regulations and design standards manual. Notwithstanding the foregoing, any said 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 below proffers.

- B. **Use.** The Property shall be developed solely for purposes of developing a 288 unit residential multi-family community (each individually, a "Unit", and collectively, the "Units"), and approximately up to 12,000 square feet of commercial uses under the County's MU-4 zoning district, all as generally shown on the GDP.

- C. **Prohibition of Certain Uses.** Notwithstanding the foregoing, the Applicant agrees to prohibit the following uses on the Property:

Amusement arcade
Animal shelter
Auction establishment
Billiard, pool hall
Convenience store
Equestrian event facility
Funeral home
Hospital
Contractors office and shop
Industrial/flex
Mini-warehousing establishment
Repair service establishment
Scientific research and development establishment

Warehouse
Bus station/depot/terminal
Fuel dispensing service
Helistop
Parking, commercial off-street surface parking
Parking, structure off-street facility
Railroad station/depot/terminal
Vehicle service establishment, light
Vehicle service establishment, major
Vehicle sale, rental and ancillary service establishment

- D. **General Architectural Features.** The general design, architectural features, materials and improvements for the proposed multi-family residential community constructed on the Property will be as depicted on the attached architectural renderings entitled “2600 Acqua” dated January 2018 and marked as Exhibit B.

III. Transportation

The Applicant, subject to necessary County and VDOT approvals for the development of the project, agrees to provide the following transportation proffers, all as generally shown on the GDP:

- A. Installation of a continuous Northbound Left Turn Lane created by eradication of existing striping in the median;
- B. Installation of a Southbound Right Turn Lane at the entrance and extending to the property line to the north, consisting of a full frontage paved turn lane with striped out portion to prevent use as a continuous Right Turn Lane;
- C. Dedication of 0.1174 acres of right of way area along Salem Church Road, all in the areas generally designated on the GDP; and
- D. All right of way dedications shown on the GDP and described herein shall be conveyed to the County as the Property is developed over various stages all in accordance with applicable County requirements and procedures.

- IV. **Covenants.** The Applicant, prior to developing the Property, shall encumber the Property with a declaration of conditions, covenants, restrictions, and easements for the purpose of (a) protecting the value and desirability of the Property; (b) facilitating the planning and development of the project in a unified and consistent manner; and (d) providing for the installation, maintenance, and repair for all landscaping, on-site amenities, open space, and other common areas.

V. **Open Space**

As shown on the GDP, no less than 10% of the Property will be retained as preserved open space. The open space area shown on the GDP will be owned and maintained by the HOA, and preserved into perpetuity pursuant to the covenants created under above Section IV of this proffer statement.

VI. Cash Proffers

A. The Applicant will provide the following cash proffers to mitigate the project’s impacts. For the purpose of calculating these cash proffers, the number of Units has been reduced from 288 to 278 to reflect the 10 by-right Units that could be developed under the existing zoning. All cash proffers will be paid on a per Unit basis of \$93.82 each (\$27,020.00 divided by 288 Units = \$93.82 per Unit) after the final inspection and before the County’s approval of the certificate of occupancy for each residential apartment building proposed under this application.

CASH AND IN-KIND PROFFERS NET OF BY RIGHT UNITS					
	SF Detached	SF Attached	Multi-Family	Age-Restricted	TOTAL
Per Unit Cash Proffer	<i>\$0 x 0</i>	<i>\$0 x 0</i>	<i>\$97.20 x 278</i>	<i>\$0 x 0</i>	
TOTAL	<i>\$0</i>	<i>\$0</i>	<i>\$27,020.00</i>	<i>\$0</i>	<i>\$27,020.00</i>
LUMP SUM AND IN-KIND CONTRIBUTIONS					
PUBLIC FACILITY CATEGORY					TOTAL VALUE
Schools	\$0.00 cash per unit to Schools				\$0.00
Fire and Rescue	\$45.58 cash per unit to Public Safety				\$12,670.00
Parks & Rec.	\$51.62 cash per unit to Parks & Rec.				\$14,350.00
TOTAL CASH & IN KIND PROFFER VALUE					<i>\$27,020.00</i>

PROFFERED PHASING AND TIMING	
Phase or Contribution/Dedication	Timing
<i>Cash contribution to Fire and Rescue</i>	On a per Unit basis and after the final inspection and before the County's approval of any certificate of occupancy for each apartment building

Cash contribution to Parks & Rec.

On a per unit basis, and after the final inspection and before the County's approval of any certificate of occupancy for each apartment building

- B. Escalation/De-Escalation Clause. Commencing five (5) years after the approval of this rezoning application, the cash proffer for each residential multi-family unit shall be adjusted annually on January 1 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84=100) (the "CPI") 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 Per Unit Contribution for the preceding year by the CPI 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.

[AUTHORIZED SIGNATURES TO FOLLOW]

The Applicant makes these proffers voluntarily, in support of their rezoning application.

WITNESS the following signatures:

APPLICANT:

2600 SCR, LLC, a
Virginia limited liability company

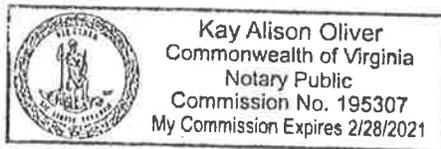
By: *[Signature]*
Name: C. Burton CROUGHT
Its: Manager
Date: 7/17/2018

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Chesapeake, VA

The foregoing was subscribed, sworn to and acknowledged before me this 17 day of
July, 2018, by C. Burton CROUGHT, Manager of 2600 SCR, LLC, a
Virginia limited liability company, on behalf of said company.

[Signature]
Notary Public

Print Name: KAY OLIVER
My Commission Expires: 2-28-2021
Registration No. 195307
[SEAL]



OWNER:

Estate of Genevieve Garrett Howard

By: *Louetta H. Bowles*
Louetta H. Bowles, Executor

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF FREDERICKSBURG

The foregoing was subscribed, sworn to and acknowledged before me this 19 day of July, 2018, by Louetta H. Bowles, Executor of the Estate of Genevieve Garrett Howard.

Rhonda J. Edwards
Notary Public

Print Name: Rhonda J. Edwards
My Commission Expires: 12/31/18
Registration No. 170730
[SEAL]



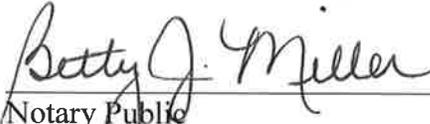
OWNER:

SIX D'S INC., a Virginia corporation

By: 
M. Clay Dickinson, President

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fredericksburg

July The foregoing was subscribed, sworn to and acknowledged before me this 25th day of July, 2018, by M. Clay Dickinson, President, of Six D's Inc., a Virginia corporation, on behalf of said company.


Notary Public

Print Name: Betty J. MILLER
My Commission Expires: 8/31/2018
Registration No. 4060695
[SEAL]



OWNER:

SIX D'S INC., a Virginia corporation

By: Harry D. Dickinson
Harry D. Dickinson, Vice President and Secretary

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF Fredericksburg

The foregoing was subscribed, sworn to and acknowledged before me this 24th day of July, 2018, by Harry D. Dickinson, Vice President and Secretary, of Six D's Inc., a Virginia corporation, on behalf of said company.

Betty J. Miller
Notary Public

Print Name: Betty J. MILLER
My Commission Expires: 8/31/2018
Registration No. 4060695
[SEAL]



EXHIBIT A

Generalized Development Plan

EXHIBIT B

General Architectural Features

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