

D R A F T
**For Discussion Purposes
Only**

STAFFORD COUNTY, VIRGINIA

PROFFER STATEMENT

Applicant: NVR, Inc.

Property Owner: Augustine South Associates, LLC

Property: See Attached Exhibit A for specific parcels, all located in the County of Stafford, Virginia, Hartwood Magisterial District and consisting in the aggregate 534.523 acres +/- . Collectively all parcels shall be hereinafter known as the “Property”

Project Name: George Washington Village Town Center (the “Project”)

Rezoning Request: Rezoning to Planned Traditional Neighborhood Development (“P-TND”).

Date: April 7, 2014, as last revised August 12, 2016

County File No. RC: 1400155

1. General Requirements.

(a) The following proffers are being made pursuant to Sections 15.2-2298 and 15.2-2303, et al. of the Code of Virginia (1950), as amended, and Section 28-161, et seq. of the Stafford County Zoning Ordinance. The proffers provided herein are the only proffered conditions offered in this rezoning application, and any prior proffers in which the Property (as generally defined above and shown on the Regulating Plan, which is defined below) may be subject to or previously offered with the Applicant’s application or otherwise previously proffered are hereby superseded by these proffers, and further any said prior proffers are hereby void and of no further force and effect. In addition and notwithstanding the foregoing, the proffers provided hereunder are specifically conditioned upon and become effective only in the event the Applicant’s rezoning application No. RC 14-00155 is approved (including through applicable appeal periods) by the Stafford County Board of Supervisors (the “County”). These proffered conditions shall be deemed accepted by the Board upon approval of the rezoning and the expiration of the said 30-day period following the Board’s approval, and confirmation that no litigation has been filed challenging the rezoning. Whenever the terms of the Proffers refer to the

affirmative obligations of the Applicant to make improvements to the Property or the public roads, the term Applicant will refer to the owner(s) of the Property at the time of the initial development of the Property, and its successors and assigns.

(b) Subject to the terms hereunder, the Property shall be generally developed in accordance with that certain Regulating Plan entitled “Regulating Plan George Washington Village”, consisting of four pages, dated April, 2014, as last revised August 12, 2016, and prepared by Bowman Consulting, which plan is attached hereto and marked as Exhibit B, and made a part hereof by this reference (the “Regulating Plan”).

(c) Subject to the terms hereunder, the Property shall also be developed in accordance with that certain generalized development plan entitled “General Development Plan George Washington Village” dated April, 2014, as last revised August 12, 2016, and prepared by Bowman Consulting and marked as Exhibit D (the “GDP”).

(d) For purposes of the final preliminary, subdivision, construction and site plans, which shall supersede the GDP, proposed parcel lines, parcel sizes, building envelopes and footprints, access points, building sizes, building locations, public road locations, private driveway, road and travel way locations, interparcel connectors, site constraints, RPAs and wetland areas, utility locations, storm water management facilities, and dimensions of undeveloped areas shown on the GDP may be relocated and/or amended from time-to-time by the Applicant to address final development, engineering, and design requirements and/or compliance with federal or state agency regulations including, but not limited to, VDOT, DEQ, Army Corps of Engineers, etc., and compliance with the requirements of the County’s applicable development regulations and design standards manual.

2. Types, Style, and Density of Development.

(a) The Applicant shall develop and construct the Property utilizing the following development and construction standards:

(i) Transect Zones: The Property shall be divided into transect zones T-1, T-4, T-6, and SD-C, and the density, primary roads, civic buildings uses, pedestrian sheds, and vista terminations shall all be generally located in the areas provided on the attached Regulating Plan.

(ii) Neighborhood Design Standards: All residential units shall be developed and constructed in general accordance with those certain neighborhood design standards, dated June 2016, entitled “George Washington Village” prepared by Bowman Consulting, attached hereto and marked as Exhibit C (“Design Standards”).

(b) Mix of Uses.

(i) A maximum of 1,868 residential units may be developed on the Property whereby no more than 300 units may be single family attached units; no

more than 750 units may be multifamily units and no more than 818 units may be single family detached units.

- (ii) There shall be at least three (3) different residential unit types (single family detached, single family attached and multifamily units), all as generally depicted on the Regulating Plan and GDP (as defined below). Single family lot sizes shall vary in width to accommodate differing unit sizes within the single family lots as generally shown on the GDP (as defined below). All residential units shall generally conform to the Design Standards.
- (iii) The non-residential uses shall consist of approximately 758,000 square feet of commercial space at full build-out, all as generally provided on the Regulating Plan and as generally depicted on the GDP. The construction of all non-residential uses shall generally conform to the Design Standards.
- (iv) Notwithstanding anything to the contrary herein, the Applicant, in accordance with Section 28-56 of the County Ordinance, may relocate residential lots, commercial buildings, trails and pathways, civic uses, and/or associated infrastructure, all as shown on the GDP, within other areas of the Project so long as such relocation is within the same Transect Zone provided on the Regulating Plan. By way of example, if the Applicant desires to relocate residential units from the East Village to the North Village area (as shown on the GDP), the Applicant may relocate said units so long as such relocation is within the same Transect Zone (e.g. T4).

3. **Phasing & Road Improvements.** Subject to applicable County and VDOT approvals for the development of the Project, the Applicant agrees to the following phasing of the development and in kind transportation improvements:

(a) **Residential.**

(i) The Applicant agrees that it shall not apply for any final certificate of County occupancy permits ("CO") within the first eighteen (18) months after rezoning approval ("Initial CO Limit"), except such limitation shall only include CO applications pertaining to the single family attached and detached units. Thereafter, the Applicant agrees to limit the number of annual requests of COs collectively for the single family attached and detached units to no more than 200 units per year for the first three (3) year period after the expiration of the Initial CO Limit ("Initial CO Cap"), and a limit of 150 units per year after the expiration of the Initial CO Cap, all as may be adjusted as herein described (collectively the "Annual CO Cap"). All of the aforesaid CO caps are cumulative meaning in the event the Applicant receives COs for less than the Initial Annual CO Cap or Annual CO Cap, as may be applicable, the difference in the number of units in

which the Applicant received a CO (whether under the Initial CO Cap or Annual CO Cap) may be rolled over to the subsequent year or years for purposes of adjusting upward the Annual CO Cap. By way of example, if the Applicant receives in year 3 after rezoning approval only 100 COs, then for purposes of the subsequent year, the Applicant may receive up to 300 COs (e.g. additional 100 rollover units) or for purposes of said subsequent year the Applicant only receives 250 COs vs. 300, then for purposes of the next year it may receive up to 250 COs (e.g. rollover additional 50 units).

(b) Commercial. The Applicant proffers the following commercial phasing:

(i) prior to the issuance of the CO for the 250th single family detached and attached residential unit, the Owner shall apply for building permits to construct at least 25,000 square feet of commercial space; and

(ii) prior to the issuance of the CO for the 500th single family detached and attached residential unit, the Owner shall apply for building permits to construct at least 50,000 square feet of additional commercial space.

(c) Mine Road Extension.

(i) The Applicant shall construct the first segment of the Mine Road extension, which shall include two lanes, from Courthouse Road heading south to the first intersection at North Village, in the locations generally depicted on the GDP, prior to the issuance the first CO within North Village (hereinafter known as "First Segment Mine Road North").

(ii) The Applicant shall construct the second segment of the Mine Road extension, which shall include two lanes, from the first intersection at North Village heading south, in the locations generally depicted on the GDP, prior to the issuance of the 201st certificate of occupancy within North Village (hereinafter known as "Second Segment Mine Road North"). In addition, upon the completion of the construction of the Second Segment Mine Road North, the Applicant will dedicate to the County adequate right of way for two additional lanes for the Mine Road extension in this location, all as generally depicted on the GDP.

(iii) The Applicant shall construct the additional two lanes (for a total of four lanes) along the First Segment Mine Road North upon the completion of the entire North Village residential development area and 110,000 square feet of commercial space within the town center area.

(iv) The Applicant shall construct the first segment of the Mine Road extension, which shall include two lanes, from Ramoth Church Road heading north to the fourth intersection at the East Village, in the locations generally depicted on the GDP, prior to the issuance the first CO within East Village (hereinafter known as "First Segment Mine Road South"). In addition, upon the completion of the

construction of the First Segment Mine Road South, the Applicant will dedicate to the County adequate right of way for two additional lanes for the Mine Road extension in this location, all as generally depicted on the GDP.

(v) The Applicant shall construct the second segment of the Mine Road extension, which shall include two lanes, from the first intersection at East Village heading north, in the locations generally depicted on the GDP, prior to the issuance of 251st the CO within East Village (hereinafter known as “Second Segment Mine Road South”). In addition, upon the completion of the construction of the Second Segment Mine Road South, the Applicant will dedicate to the County adequate right of way for two additional lanes for the Mine Road extension in this location, all as generally depicted on the GDP.

(vi) Prior to issuance of County building permits for collectively 400,000 square feet of commercial space within the Project, the remainder of the two lane road Mine Road extension shall be completed across Accokeek Creek, thus connecting North Village and East Village and completing the link of Mine Road extension through the Project (hereafter “Mine Road Connection”). In addition to the construction of the aforesaid two lane extension, the Owner shall dedicate adequate right of way area for an additional two lanes for the Mine Road extension, all as generally depicted on the GDP.

(vii) The aggregate in-kind transportation proffer value for the Mine Road Extension improvements and dedications is \$23,350,000.00.

(d) Austin Ridge Extension.

(i) Notwithstanding anything to the contrary herein, the Applicant shall complete the full two-lane section of the proposed Austin Ridge Road extension from Courthouse Road south to the connection to the Town Center prior to the issuance of certificates of occupancy for collectively 500,000 square feet of commercial uses within the Town Center in the areas shown on the GDP.

4. **Additional Transportation Proffers.** Subject to applicable County and VDOT approvals for the development of the Project, the Applicant agrees to provide the following in-kind transportation proffers:

- (a) General Road Network. Unless otherwise specified in the Proffers or on the GDP to the contrary, all private roads required for access to and within the Property shall be constructed in accordance with the County’s road construction standards. All public roads required for access to and within the Property shall be designed and constructed in accordance with VDOT and County standards. The Applicant will further maintain all private roads not otherwise dedicated for public uses. Dedication of land for roads shall include all related easements outside the right-of-way, such as slope, maintenance, storm drainage and utility relocation easements, temporary construction easement, necessary to construct

the public roads and streets in the areas shown on the GDP within the Property and along the Property's existing public street frontage. Dedication of right-of-way and easements to the County shall occur concurrently with record plat approval of each applicable development section (e.g. as subdivided) of the Property. Except as otherwise provided herein, on-site private or public roadways shall be constructed as the development of the Project (as shown on the GDP) evolves.

(b) Other Improvements:

(i) at the Courthouse Road/Mine Road Intersection upon connection of said roads:

(1) dual westbound left turn lanes, as shown on the GDP. The in-kind proffer value of this transportation proffer is **\$2,100,000.00**;

(ii) at the Mine Road extended/main retail entrance (from North Village as shown on GDP):

- (1) northbound right and left turn lanes upon connection of said roads,
- (2) southbound right and left turn lanes upon connection of said roads, and
- (3) traffic signal upon warrant by VDOT.

(iii) Aggregate Proffer Value. The aggregate in-kind transportation proffer value for improvements and dedications under this Section 4 is **\$25,450,000.00**.

5. Cash Contribution. For purposes of this rezoning and in addition to other proffers described hereunder, the Applicant agrees to pay **\$15,284,000.00** in aggregate cash proffers for purposes of schools, fire & rescue and parks & recreation all as described in more detail below. All cash proffers shall be paid per residential unit upon the issuance of a final CO by the County for each unit, except for the multifamily units, whereby the proffers for these units will be paid per unit upon the CO being issued for each multi-family residential building. These cash proffers are also subject to annual increases or decreases, as applicable, to be calculated on a yearly basis commencing five (5) years after the date of final County approval of this proffer statement. Such increases or decreases shall be calculated by multiplication of the Marshall-Swift Index, as provided in the County's current proffer guidelines.

These cash proffer contributions, paid from the Applicant to the County, shall be allocated as follows for each type of dwelling unit:

APPLICANT'S CASH & IN-KIND PROFFER CONTRIBUTIONS					
Public Facility Category	Type of Proffer (cash, land, etc.)	Value of Proffer per Unit (SF Detached 818)	Value of Proffer per Unit (SF Attached 300)	Value of Proffer per Unit (Multi-Family 750)	Total

Fire & Rescue	Cash	\$500	\$500	\$500	\$934,000.00
Parks & Recreation	Cash	\$500	\$500	\$500	\$934,000.00
Transportation ¹	Cash	\$0.00	\$0.00	\$0.00	\$0.00
Libraries	Cash	\$0.00	\$0.00	\$0.00	\$0.00
Schools	Cash	\$11,000	\$6,000	\$1,000	\$11,548,000.00
General Government	Cash	\$0.00	\$0.00	\$0.00	\$0.00
PER UNIT TOTAL		\$13,000	\$8,000	\$3,000	
TOTAL					\$13,416,000.00

6. Private Recreational Amenities.

- (a) **Club Houses.** The Applicant shall construct a clubhouse and pool for the North Village, East Village and multifamily residential development areas, all as generally depicted on the GDP.
- (b) **Walking Paths/Trails.** The Applicant will provide two miles of walking paths and trails within the Project, all in the general areas shown on the GDP.

7. Additional Fire and Rescue Protection Measures.

NFPA-14 Standpipe System. The Applicant shall install a NFPA-14 Standpipe System in all commercial buildings over two stories in height.

8. Entrance Features.

The Applicant agrees to construct an entrance monument out of brick or stone.

9. Covenants.

The Applicant agrees to encumber the Property with a declaration of conditions, covenants, restrictions, and easements for the purpose of (a) protecting the value and

¹ Applicant will pay the approximately \$3,000 per unit transportation impact fee as applicable under County ordinance, which will add an additional \$5,604,000.00 to total cash for capital facilities

desirability of the property; (b) facilitating the planning and development of the Project in a unified and consistent manner; (c) providing for the installation, maintenance, and repair for all landscaping, on-site amenities, open space, and other common areas; and (d) incorporating the Applicant's Neighborhood Design Guidelines. The Applicant shall also create a property or homeowner's association as a non-stock corporation under the laws of Virginia that shall provide and ensure oversight and structure for services provided, quality standards, intercampus relationships, and common area maintenance.

10. Exhibits.

The following exhibits are hereby incorporated into this proffer statement as material terms and conditions pertaining to the same:

(a) Exhibit A, List of subject parcels and current zoning designation for each parcel subject to this proffer statement.

(b) Exhibit B, "Regulating Plan George Washington Village", dated April 2014, as last revised August 12, 2016, and prepared by Bowman Consulting

(c) Exhibit C, Neighborhood Design Standards, entitled "George Washington Village", prepared by Bowman Consulting, dated June 2016.

(d) Exhibit D, "General Development Plan, entitled "General Development Plan George Washington Village", prepared by Bowman Consulting, dated April 2014, as last revised August 12, 2016 ("GDP").

APPLICANT/OWNER ACKNOWLEDGMENT & CONSENT

NVR, Inc.
a State of _____ corporation

By: _____
Name: _____
Title: _____

STATE/Commonwealth of _____,
CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ___ day of _____, 2016,
by _____, _____ of NVR, Inc., on behalf of said company.

Notary Public

My Commission expires: _____
Notary Registration number: _____

EXHIBIT A

LIST OF SUBJECT PARCELS

1. TM Parcel 29-32 (portion), zoned R-3
2. TM Parcel 29-36, zoned A-2
3. TM Parcel 29-38A, zoned A-2
4. TM Parcel 29-39C, zoned A-2
5. TM Parcel 29-81, zoned A-2
6. TM Parcel 29-82, zoned A-2
7. TM Parcel 29-83, zoned A-1
8. TM Parcel 38-1 (portion), zoned A-1
9. TM Parcel 38-55, zoned A-2
10. TM Parcel 38-58C, zoned A-2
11. TM Parcel 38-58D, zoned A-2
12. TM Parcel 38-66, zoned M-1
13. TM Parcel 38-69, zoned A-1
14. TM Parcel 38-70, zoned A-1
15. TM Parcel 38-70A, zoned A-1
16. TM Parcel 38-71, zoned M-1

EXHIBIT B

Regulating Plan

EXHIBIT C

Neighborhood Design Standards

EXHIBIT D

Generalized Development Plan

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