

PROPOSED PROFFERS

Ramco-Gershenson, Inc., ("the Applicant"), has applied for a rezoning of Assessor's parcels 21-49 (portion), 49H, 49J, & 49Q ("the Property") to the P-TND Zoning District and hereby proffers that the use and development of the subject property shall be in substantial conformance with the following conditions. In conjunction with the rezoning application, the Applicant will request that the Board of Supervisors establish a Community Development Authority (CDA) for this Property pursuant to Virginia Code Section 15.2-5100 through 5158, commonly known as the Virginia Water and Waste Authorities Act, to be funded by tax incremental financing in sufficient amount to finance infrastructure for the development described herein in the amount of not less than approximately \$16,000,000 \$8,000,000. In the event the CDA is not approved as applied for by the Applicant, the Applicant shall not be required to comply with the provisions of Proffer 3Bii, below. Upon approval of both this reclassification and the CDA, the previous proffers approved for these parcels in ordinance number O86-68(R) for reclassification 86-25 are rescinded for Assessor's Parcels 21-49 (portion), 49H, 49J, and 49Q.

1. Types, Style, and Density of Development - The Applicant agrees that the type of transect zone (T-5, T-6, and SD-C) and the maximum associated density specified for each transect zone, primary roads, civic buildings and uses, pedestrian sheds, primary commercial frontages, and vista terminations will be located and designed in substantial accord with the Regulating Plan (RP), dated August, 2007, revised December 3, 2007,

and prepared by Bowman Consulting, and the Neighborhood Design Standards prepared by Brown Craig Turner dated August, 2007 and revised December 3, 2007. The project will be developed to include a mix of commercial and residential uses, with a maximum of ~~350~~ 287 residential units developed on the Property, and a maximum of 727,473 square feet of commercial uses. The residential units will have living space with an average size of 900-1,000 square feet. The maximum height of all structures, excluding non-habitable structures including but not limited to spires, belfries, cupolas, antennas, communication towers, silos, barns, water towers, ventilators, chimneys, mechanical penthouses, monuments, flags poles, or other appurtenances, shall be as follows:

Deleted: a minimum of 69 residential units and

The maximum height of all structures in transect zones, with the exception of the parking lot located on the southern side of the site, and the building identified as the second office building (located adjacent to Aquia Episcopal Church), shall be:

T-5 - (6 Stories)

T-6 - (6 Stories)

SD-C –(6 Stories)

Notwithstanding the provisions of Section 28-24 of the Stafford County Zoning Ordinance, the maximum height shall be 75 feet at the finished floor level of the top story.

The parking garage that abuts the southern portion of the Property shall be a maximum of 45 feet (4 Stories).

2. Site Access:

A. Access from Route 1/Jefferson Davis Highway – Access to the site from Route 1/Jefferson Davis Highway shall be limited to the three existing entrances: the main entrance to the center (opposite the I-95 off ramp), the existing right-in/right out driveway, and the southern-most full access driveway. Pursuant to Proffer 3Bi below, the Applicant shall reconstruct the southern-most full access driveway into a right-in/right-out driveway, subject to VDOT approval.

B. Access from Washington Drive – Access to the site from Washington Drive shall be limited to the existing entrance, unless the Applicant decides to construct, with the consent of the Aquia Harbour HOA, a maximum of two additional future entrances, as shown on the RP, which shall include access for emergency vehicles. Except as shown on the RP and GDP, the Applicant agrees it will not seek approval of any additional curb cuts on Washington Drive, or curb cuts located at different locations on Washington Drive, without advising the Aquia Episcopal Church of his intent to do so.

3. Transportation – The Applicant agrees to make the following improvements or cash contributions at its sole cost and expense to mitigate the impact of this project on area roads, as such impact is analyzed in the Transportation Impact Study entitled ‘The Town Center at Aquia’, prepared by Wells and Associates, dated August, 2007.

A. Phase I Improvements: The following improvements or cash contributions shall be completed no later than the date of issuance of the occupancy permit for the 400,001st square foot of commercial buildable area:

i. Route 1/Garrisonville Road/Washington Drive Intersection: The Applicant shall modify at its sole cost and expense, subject to VDOT approval, the

existing traffic signal controlling the Route 1/Garrisonville Road/Washington Drive intersection by installing a westbound right turn overlap phase on the existing traffic signal and by modifying the traffic signal phasing at the intersection to replicate more traditional traffic signal phasing, as shown in the Traffic Impact Study prepared by Wells and Associates, dated August, 2007.

ii. Route 1/Site Driveway/I-95 Northbound Off-Ramp Intersection: The Applicant shall implement at its sole cost and expense, subject to VDOT approval, northbound and westbound right turn overlap phases for the existing traffic signal at the Route 1/Site Driveway/I-95 Northbound Off-Ramp Intersection and shall further optimize the traffic signal timing, as approved by VDOT.

iii. The Applicant shall provide a \$200,000 matching contribution for a traffic signal on Route 1 at the northbound I-95 ramp.

iv. The Applicant agrees to provide a maximum contribution of \$175,000 toward the cost of the design and construction of a raised median, to be constructed/installed by others, along Route 1 between the center entrance and the southern entrance.

B. Phase II Improvements: The following improvements or cash contributions shall be completed no later than the date that the occupancy permit for the 633,365th square foot of buildable area:

i. Conversion of Southern Full Access Driveway Into Right-in, Right-out Driveway – Subject to VDOT approval and the acquisition of necessary right-of-way and easements, and provided further that the median along Route 1 has

not yet been constructed, the Applicant shall reconstruct the southern-most full access driveway into a right-in, right-out driveway through the use of a channelized island. If the Applicant is unable, through the use of commercially reasonable diligence, to obtain the necessary right-of-way and easements, the County may exercise its powers of eminent domain in order to obtain said right-of-way and easements. In the event that the necessary right-of-way and easements have not been obtained by either means within one year of the date of approval of this rezoning, the Applicant may satisfy this Proffer 3Bi by means of a cash contribution not exceeding \$25,000 representing the cost of construction of the channelized improvements, less the Applicant's costs expended in pursuing performance of this proffer.

ii. Commuter Parking: The Applicant agrees to design and build 200 spaces on the Property at a location determined by the Applicant for commuter parking.

C. Bus Stop: The Applicant agrees to provide a bus stop as shown on the RP for use by the Fredericksburg Regional Transit System (FRED bus) or other local transit operation.

D. Contribution to Regional Transit: The Applicant shall provide \$50,000 to Stafford County to be used to fund regional transit improvements that directly address the Route 1/Garrisonville Road intersection, which could include funding service improvements to the Fredericksburg Regional Transit System, in the event that service is established between the Town Center at Aquia and the shopping centers on Garrisonville Road.

E. Route 1 Corridor Study: The Applicant shall provide \$150,000 to Stafford County to be used to fund a Route 1 corridor study or other offsite traffic improvements on Route 1, at the County's discretion and subject to the agreement of VDOT, within one (1) year of the approval of this rezoning application.

F. Traffic Demand Management: The Applicant agrees to utilize Transportation Demand Management Strategies to reduce vehicular trips generated by the employees and residents of the Property during peak hours. The Applicant agrees to implement the following TDM strategies:

- i. **TDM Coordinator** – The Applicant shall designate an onsite representative responsible for the implementation of any and all TDM strategies associated with the property to serve as a liaison with the County and VDOT. These duties may be part of other duties assigned to the representative.
- ii. **Slug Lane** – The Applicant shall designate a pull-off area along one of the internal roadways for a slug (I-95 HOV commuter) lane.
- iii. **Employee Parking** – The Applicant shall reserve a number of conveniently located, first level, free parking spaces for office workers employed on-site who utilize carpools and vanpools to commute to work.
- iv. **Zipcar/Flexcar Parking** – Reserve one parking space at no cost within the development for a future/potential Zipcar or Flexcar use.
- v. **Information Distribution** – Provide a centralized location on-site for the distribution of Fredericksburg Regional Transit System (the FRED bus) and/or VRE schedules or other material pertaining to the use of alternative modes.

- vi. **Bike Racks** – The Applicant shall place bike racks throughout the Property, as appropriate.
- vii. **Broadband Wiring** – All residential units shall be pre-wired with broadband or high capacity data/networks connections, in addition to standard phone lines.
- viii. **Business Center** – Access to copier and fax machine shall be provide on site and shall be available to all residents of the multi-family units who choose to work from home.
- ix. **TDM Implementation and Monitoring** – The Applicant shall enter into an agreement with Stafford County (and seek VDOT’s input) to implement and monitor the TDM strategies listed above.

4. Cash Contribution: The Applicant agrees to pay cash proffers for each dwelling unit within the site in accordance with the Stafford County Proffer Guidelines that were revised and approved on November 1, 2005, and updated based on the Marshall Swift Index on November, 2006, in the amount stated for the applicable housing type. The Applicant agrees to pay the cash proffers for the residential units identified for the Property. For instance, for each Multi-Family Dwelling Unit, the sum of ~~Twenty Three Thousand Four Hundred Forty Eight Dollars and Zero Cents (\$23,448.00)~~ Six Thousand Dollars and Zero Cents (\$6,000) would be paid at issuance of the building permit for each residential unit. The per unit contribution shall be allocated based on the following categories:

Multi-Family:

Parks and Recreation	\$	6,916.00	<u>1,770.00</u>
Schools		8,670.00	<u>2,219.00</u>

Libraries	572.00	<u>146.00</u>
Fire and Rescue	736.00	<u>188.00</u>
Transportation	6,058.00	<u>1,550.00</u>
General Government	496.00	<u>127.00</u>
Total	\$ 23,448.00	<u>6,000.00</u>

5. Urban Park – The Applicant agrees to provide at least one urban park/plazas with appropriate amenities within the Property. The park shall be programmable open space within the Property that is open to the public, and will include public seating, pedestrian scale ornamental lights, special paving, irrigation, and landscaping. This space will serve as public gathering place for live music, exhibits, or public presentations, with public functions subject to prior approval and regulation by the Property Manager. A minimum area of 4,000 square feet will be provided for the park; however, the 4,000 square foot area may be developed as one park of 4,000 square feet or 2 parks measuring a minimum of 2,000 square feet each.

6. Mitigation of Impact on Adjoining Properties – In order to be a good neighbor, the Applicant agrees to take the following actions to reduce any potential impact of the development on adjoining properties:

A. Supplemental Town Center Landscaping: The Applicant agrees to provide supplemental landscaping on the portion of the Property located along the fence line behind the first and second office buildings, which shall consist of planting

10 red maple trees on top of existing berm wall, in order that the crown of these trees will fill in the areas where mature trees in the buffer zone have grown and left openings, and in addition,

15 crepe myrtle trees on the bottom of the existing berm to further help fill in the line of site.

This landscaping will supplement the existing berm, landscaping, buffer zone, and existing 5' fence, that now exist in order to mitigate the impact on the viewshed of the Aquia Episcopal Church. The supplemental landscaping shall be completed on or before issuance of the first occupancy permit for the Second Office Building.

B. Supplemental Aquia Church Landscaping: Contingent on receipt of written authorization from the Church, the Applicant agrees to provide supplemental landscaping and grading on a portion of the Aquia Church property to the rear of the education building, in order to mitigate the impact on the viewshed of the Church. The landscaping and grading work will consist of:

Removal of two large dead oak trees, with removal of the wood from the site unless otherwise directed by the Church;

Construction of a 3.5' to 4' high berm (110 feet in length) to wrap the existing parking area (using approximately 50 square yards of top soil);

Removal of six other smaller trees from the area where the new berm is to be installed, with all wood removed from the site unless otherwise directed by the Church;

Construct a 3-foot wide drainage swale in front of the berm and between the asphalt parking area;

Cover the bottom of the swale with approximately 15 tons of rip rap to help stabilize the berm and promote good drainage of the area;

Install 7 Leland Cypress (8'-10' high) on the back side of the berm;

Install 15 shrubs (Barberry/Burning Brush) on the front side of the berm; and

Cover the berm with approximately 20 yards of mulch to control erosion.

The supplemental landscaping shall be completed on or before issuance of the first occupancy permit for the Second Office Building.

C. Height Limitation for Parking Garage Adjacent to Aquia Harbour –

In order to protect the viewshed of the property owners within Aquia Harbour which abut the southern boundary of the Property, the Applicant agrees to restrict the height of the parking garage situated on the southern boundary of the Property no more than 45 feet (4 Stories).

D. Height Limitation for Office Building Adjacent to Aquia Episcopal

Church – In order to protect the viewshed of Aquia Episcopal Church, the Applicant agrees to restrict the height of the office building (which is known as the 2nd office building and which backs to Washington Drive) to a maximum of 75 feet tall (measured to the roofline, but excluding parapets or mechanical equipment).

7. CPTED – The Applicant agrees to design and construct the Property to comply to the maximum extent practicable with the goals of CPTED (Crime Prevention Through Environmental Design). CPTED design features shall include, but not be limited to, the following:

A. Installation of grooved concrete ramps in parking garages;

B. Installation of peepholes on all rear delivery doors;

C. Installation and maintenance of 2-4 F/C minimum maintained lighting level for all parking and pedestrian areas;

D. Use of lightened concrete inside the parking garages to help reflect lighting;

E. Prohibition of signage or other obstructions on the pedestrian bridge on the glass or open area which obstructs the view into the bridge from the street or from the bridge into the travelways; and

F. To encourage use of features such as business patios and/or outside dining in order to put more “eyes on the street.”

8. Owner’s Consent – In the event that changes to the Property’s Regulating Plan or Neighborhood Design Standards are requested after this rezoning is approved, in accordance with Section 28-56(g) 1 & 2 of the P-TND ordinance, the owner’s consent to such requests may be provided by the signature of the duly authorized representative of one or more of the Property Owner’s Association(s) or the Condominium Regime(s) (“Common Interest Community”) and such authority shall be evidenced by the governing documents of the Community within those affected transect zones.

Deleted: 8. Fire Prevention – The Applicant shall install automatic sprinkler systems in all multi-family and commercial buildings on the Property, as well as all parking garages that are directly abutting residential buildings, in accordance with the appropriate NFPA Standard 13 or 13R.

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9. Perimeter Fence – The Applicant agrees to maintain the existing board on board fence, which varies in height from 5-6 feet throughout the Property.

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10. Universal Design Units - The Applicant agrees to design and build 10% of the multi-family dwelling units as “universal design units” with the following universal design features that are provided in addition to the accessibility requirements of the Fair Housing Act:

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A. All Building entrances for universal design units shall be designed and built as accessible building entrances on an Accessible Route, as defined by the Fair Housing Act.

B. All bus stops on the Property shall be designed and built to include accessible bus stop shelters with open space for wheelchair occupants and seating for people with limited stamina.

C. At least one building entrance to each building containing universal design units shall feature eyeholes and package shelves.

D. The primary entrance door to each universal design dwelling unit shall be built with an optional kickplate on the push side of door to protect the surface of the door and also an optional auxiliary handle to aid in closing the door if the door does not automatically close.

E. The primary entrance door to each universal design dwelling unit shall contain eyeholes accessible to all people.

F. Lighting fixtures and kitchen, bathroom, and laundry facilities in each universal design unit shall use easy to use hardware, which requires little or no strength and flexibility, such as lever door handles, push plates, loop handle pulls on drawers and cabinet doors – no knobs, touch latches, and/or magnetic latches in lieu of mechanical, keyless locks.

G. If washer/dryers are furnished by developer for residential units, accessible features will be installed for the washer/dryers in the universal design units, which shall include clear floor space provided in front of washer/dryer. Free standing front loading machines shall be provided to allow for easy access of users; however, stacked washer/dryer units may be used provided the reach range meets ADA guidelines.

H. The bathroom in each of the universal design units shall be equipped, in addition to the framing for future grab bars required by the Fair Housing Act, with grab bars installed behind the toilet and the bathtub, with an additional grab bar installed on the short wall beside the toilet at a minimum distance of 18” away from the toilet. Directions for mounting grab bars shall be permanently displayed in the unit. Said

bathroom shall also include hand held shower head on a slide arm mount, and raised toilet seat and spacers installed raising height from 2" to 6" on 15" standard height toilet.

RAMCO-GERSHENSON, INC.
[Agent for Ramco VA Properties, LLC](#)

Name: Edward S. Wizner
Title: Vice President Development/ Redevelopment

COMMONWEALTH/STATE OF _____

CITY/COUNTY OF _____, to-wit:

I, the undersigned, a Notary Public in and for the State and City/County aforesaid, do hereby certify that Edward S. Wizner as Vice President of Development/ Redevelopment for Ramco-Gershenson, Inc., [Agent for Ramco VA Properties, LLC](#), is signed to the foregoing document for the corporation, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 2007.

Notary Public

My Commission Expires: _____