

PROFFER STATEMENT

Project Name: “1500 Gateway”

Applicant: Ideal Realty Group, Inc. (the “Applicant”)
9801 Washington Blvd., Suite 230
Gaithersburg, MD 20878

Owner: Hylton Venture, LLC (the “Owner”)
5593 Mapledale Plaza
Woodbridge, VA 22193

Counsel: Charles W. Payne, Jr., Esq.
Hirschler Fleischer
725 Jackson Street, Suite 200
Fredericksburg, VA 22401
(540) 604-2108 Fax (540) 604-2101
cpayne@hirschlerlaw.com

Developer: Samer Shalaby
Development Consulting Services, PLC
159 Lichfield Blvd., Suite 101
Fredericksburg, VA 22406
c: 540.840.9979
o: 540.368.1327

Engineer: Bowman Consulting
1300 Central Park Blvd.
Fredericksburg, VA 22401

Property: GPIN# 7769-93-9151, 7769-94-7825, 7779-02-1758, 7779-03-1528, generally known as 2401 Plank Road, 1500 Gateway Boulevard, 2303 Plank Road, and 1109 Mahone Street in the City of Fredericksburg, Virginia (the “City”), and consisting collectively of approximately 86.6159 acres, located in the City between Cowan Boulevard and Route 3, all as generally depicted on the GDP (as defined below) (collectively the “Property”)

GDP: Generalized Development Plan prepared by Bowman Consulting, dated March 2022, as last revised February 15, 2023, and titled “Generalized Development Plan 1500 Gateway, City of Fredericksburg, Virginia, Ward 1-Precinct 101 RZ 2022-__” (the “GDP”)

Request: Conditional Rezoning from Planned Development Medical Center (“PD-MC”) to Planned Development Mixed-Use (“PD-MU”) in accordance with Sections 72-22.5 and 72-33.3, et al., of the City’s Uniform Development Code (“UDO”).

City Case No.

Date: March 7, 2023

1. OVERVIEW

The Applicant proffers the conditions provided more particularly below which will be applicable to the Property if it is rezoned from PD-MC to the PD-MU zoning district. These conditions are proffered as a material part of the above referenced rezoning application and the Applicant acknowledges that these proffers are reasonable and voluntary in accordance with sections 15.2-2298 and 15.2-2303.4, et al. of the Code of Virginia (1950), as amended (collectively the “Proffers”). Upon the City of Fredericksburg, Virginia’s (“City”) approval of this rezoning and these Proffers (including any applicable appeal periods), then the Proffers will supersede and entirely replace any and all prior proffers (including without limitation those proffers provided under RZ-2018-01, City Ordinance 18-08 dated May 22, 2018) affecting or applicable to the Property.

2. LAND USE

A. Uses. The Property will be reclassified under the PD-MU zoning district for purposes of developing and constructing a mix of commercial, industrial flex and office, and residential uses, all as generally depicted on the GDP (collectively the “Project”).

B. Mix of Uses. The mix of uses noted above under Section 2(A) include the following:

- (i) the commercial component of the Project includes (1) up to approximately 204,000 square feet of office, flex industrial and institutional space, (2) up to approximately 173,400 square feet of retail and consumer space, and (3) up to approximately 66,500 square feet of lodging space (collectively all of the foregoing the “Commercial Uses”), and notwithstanding the foregoing, the Applicant may combine all of the aforesaid square footage for one or some of the Commercial Uses; and
- (ii) the residential component of the Project includes no more than six hundred and forty nine (649) residential units with the following estimated breakdown for development: (1) up to 187 single family attached units (“SFA Units”); (2) up to 174 two-over-two style units (“2/2 Units”); and (3)

up to 288 multi-family units (“MFU”). Collectively the SFA Units, 2/2 Units and MFU are known as the “Residential Units”. Notwithstanding anything to the contrary under these Proffers, the Applicant may increase by no more than 20% any of the aforesaid residential unit amounts so long as the total Residential Units count does not exceed 649 units.

- (iii) Notwithstanding anything to the contrary under these Proffers, the Applicant may relocate (e.g. interchangeable) the various aforementioned residential and commercial uses within any of the Land Bays shown on the GDP, except MFU nor Commercial Uses may be relocated on Land Bay B, and no Residential Units or Commercial Uses may be located on Land Bays G and H.

C. Generalized Development Plan: Subject to the terms and conditions of these Proffers, the Property will be developed in general conformance with the GDP, which is attached hereto, incorporated herein by this reference and marked as **Exhibit A**. For purposes of the final site and/or subdivision plans, adjustments to the GDP may occur for purposes of addressing final site plans, engineering, design requirements and/or compliance with federal or state agency regulations including, but not limited to, Virginia Department of Transportation (“VDOT”), Virginia Department of Environmental Quality, Army Corps of Engineers, etc., and compliance with the requirements of the City’s development regulations and design standards manual. Notwithstanding the foregoing, any material modifications or adjustments to the final plans, as noted above, will first be approved by the City Zoning Administrator.

- 3. **DEVELOPMENT AND BUILDING DESIGNS.** The general development, architectural and design planning for the Project will be in general accordance with that certain design guideline manual dated February 15, 2023, prepared by Landscape Planning & Design Associates, and titled “1500 Gateway A Planned Development Mixed Use (PD-MU) Community Design Guidelines Manual”, attached hereto and marked as **Exhibit B** (the “Design Guidelines”). The Design Guidelines are illustrative only and do not depict the final designs and building features and materials for the Project. In this regard, the Design Guidelines depict only (1) a commitment to a general type, character, and quality of architectural design, details and materials; and (2) the general types of architectural and decorative elements and features.
- 4. **LANDSCAPING.** Conceptual landscaping features and buffering for the Project are as generally depicted on Sheet 8 of the GDP and as generally depicted in the Design Guidelines.
- 5. **TRANSPORTATION.** The Applicant, subject to applicable VDOT or City approvals (as applicable), agrees during the various phases of the Project, to provide the following transportation proffers:
 - A. As generally shown on Sheet 5 of the GDP, the Applicant proffers and agrees to construct the following in kind transportation improvements at the entrance near the

Gateway Boulevard/Gateway Boulevard Extension and Plank Road intersection of the Project:

- (i) construction of one additional eastbound left turn lane with 300 feet of storage and a 200 foot taper;
 - (ii) extend the existing eastbound left turn lane to have 300 feet of storage and a 200 foot taper;
 - (iii) construction of southbound approach (Gateway Boulevard Extension location) with one (1) exclusive left turn lane, one (1) shared left turn/through lane, and two (2) exclusive right turn lanes; and
 - (iv) modifying the existing traffic signal by installing a right turn lane overlap phase for both the existing northbound approach and the proposed southbound approach.
- B. As identified in the TIA (defined below), Applicant proffers and agrees to coordinate with VDOT and the City regarding the implementation of the future traffic signal timings within the Plank Road Corridor.
- C. As generally shown on Sheet 5 of the GDP, Applicant proffers and agrees to construct the following in kind transportation improvements at the intersection of Cowan Boulevard and Gateway Boulevard Extension:
- (i) install a traffic signal or roundabout at this location in accordance with the TIA, as defined below, all subject to final design for the Project and site plan approval.
- D. As generally shown on Sheet 5 of the GDP, Applicant proffers and agrees to construct the following in kind transportation improvements at the intersection of Gateway Boulevard Extension and Mahone Street:
- (i) construction of a right-in/right out two (2) way stop controlled intersection with Gateway Boulevard Extension as the mainline and Mahone Street as the side street.
- E. As generally shown on Sheet 5 of the GDP, Applicant proffers and agrees to construct the following in kind transportation improvements at the intersection of Gateway Boulevard Extension and Ramseur Street (as relocated):
- (i) relocate Ramseur Street to intersect Gateway Boulevard Extension to the north of Mahone Street, and construct a two way stop controlled full access intersection at this intersection.
- F. As generally shown on Sheet 5 of the GDP, Applicant proffers and agrees to construct the following in kind transportation improvements at the intersection of Gateway Boulevard Extension and Internal Connections (#1-5):

(i) construct connections at these locations whereby Gateway Boulevard Extension is free-flowing and the Internal Connections are stop controlled.

G. As generally shown on Sheet 5 of the GDP, Applicant proffers and agrees to construct the following in kind transportation improvements at the intersection of Cowan Boulevard and Preserve Lane/Evergreens Lane:

(i) restripe the southbound approach to delineate a 11 foot wide shared left turn/through lane and an exclusive 11 foot wide right turn lane.

H. As generally shown on Sheet 5 of the GDP, the Applicant will construct improvements to the Gateway Boulevard extension from Plank Road to Cowan Boulevard. Notwithstanding the foregoing, the Applicant, in lieu of constructing the said improvements, may construct the full, four (4) lanes of Gateway Boulevard extension from Plank Road to Cowan Boulevard (including intersection improvements at Cowan Boulevard and Plank Road as shown on the GDP), and receive the Cash Proffer Credit as described below under Section 6 C.

I. The Applicant will dedicate to the City all applicable right of way required for the construction of all transportation improvements expressed under these Proffers and shown on the GDP.

J. Notwithstanding anything to the contrary hereunder, the Applicant is not required to make the proffered improvements provided under this Section 5 until such improvements are reasonably required for proceeding with and constructing the various phases of the Project, all in accordance with that certain Transportation Impact Analysis prepared by Bowman Consulting titled “Transportation Impact Analysis, 1500 Gateway Boulevard, Fredericksburg, Virginia”, dated March 6, 2023 (“TIA”), and attached hereto marked as **Exhibit C**.

6 **CASH PROFFERS.** For purposes of mitigating potential impacts of the Residential Uses and Commercial Uses to City school and/or public safety facilities that are included in the City’s capital improvements plan as of the date of these Proffers, the Applicant, in accordance with applicable state code provisions and City ordinance, and subject to the terms and conditions of these Proffers, will as follows:

A. **School Facilities:** For purposes of the Project’s impact on public school facilities, the Applicant will pay the following cash proffers:

(i) \$2,807.52 per MFU Unit and 2/2 Unit; and

(ii) \$3,823.22 per SFA Unit.

(iii) All of the aforesaid cash proffers will be paid to the City upon the issuance of a final certificate of occupancy permit for each MFU, 2/2 Unit and SFA Unit.

B. Public Safety Facilities: For purposes of the Project’s impact on the public safety facilities, the Applicant will pay the following cash proffers:

(i) \$978.88 per SFA Unit;

(ii) \$813.90 per MFU and 2/2 Unit;

(iii) \$1,286.65 per 1,000 Gross Square Feet (“GSF”) of commercial retail & restaurant space;

(iv) \$675.94 per 1,000 GSF of commercial office space;

(v) \$1,215.50 per 1,000 GSF of flex/industrial space;

(vi) \$254.96 per 1,000 GSF of warehouse space,

(vii) \$216.42 per continuing care bed; and

(viii) \$50.40 per hotel room.

(ix) All of the aforesaid cash proffers will be paid to the City upon the issuance of a final certificate of occupancy for each MFU, 2/2 Unit and SFA Unit, and for purposes of the Commercial Uses upon the issuance of a final certificate of occupancy permit for each said commercial and industrial facility constructed on the Property.

C. Proffer Credit. Notwithstanding anything to the contrary under these Proffers, in the event the Applicant constructs the four (4) lane Gateway Boulevard Extension as expressed above under Section 5 H. of these Proffers, then the Applicant shall receive a credit towards the cash proffers provided under this Section 6 in the amount of \$4.35 million, whereby the Applicant will not be required to pay said cash proffers up to this amount (“Cash Proffer Credit”).

7. **PROJECT AMENITIES**. All amenities for the Project are as generally described and depicted under the Design Guidelines and as generally shown on the GDP.

8. **TRAILS & SIDEWALKS**.

A. The Applicant will provide a 10' wide multi-use trail long Gateway Boulevard, connecting Plank Road with the existing trail along Cowan Boulevard, all as generally shown in the Design Guidelines and on Sheet 5 of GDP.

B. The Applicant will also provide 5' wide sidewalks along parking lots, all as generally shown in the Design Guidelines and on Sheet 5 of the GDP, subject to minor revisions in accordance with final engineering, to provide internal pedestrian circulation throughout the development.

- C. The Applicant will also reserve an area on the Property for a future pedestrian bridge access all as shown on Sheet 5 of the GDP.
9. **OPEN SPACE AREAS**. The Applicant agrees to preserve as open space Land Bays G & H, all as generally shown on Sheet 4 of the GDP and as depicted in the Design Guidelines.
10. **EXHIBITS**. The following exhibits are material to the terms and conditions of these Proffers:
- A. **Exhibit A**: Generalized Development Plan prepared by Bowman Consulting, dated March 2022, as last revised February 15, 2023, and titled “Generalized Development Plan 1500 Gateway, City of Fredericksburg, Virginia, Ward 1-Precinct 101 RZ 2022-__” (the “GDP”).
- B. **Exhibit B**: Design guideline manual dated February 15, 2023, prepared by Landscape Planning & Design Associates, and titled “1500 Gateway A Planned Development Mixed Use (PD-MU) Community Design Guidelines Manual”.
- C. **Exhibit C**: Transportation Impact Analysis prepared by Bowman Consulting titled “Transportation Impact Analysis, 1500 Gateway Boulevard, Fredericksburg, Virginia”, dated March 6, 2023.

[REMAINDER OF PAGE LEFT INTENTIONALLY BLANK; AUTHORIZED SIGNATURES TO FOLLOW]

WITNESS the following signatures acknowledging approval and consent of this proffer statement:

APPLICANT:

Ideal Realty Group, Inc.,
a Virginia corporation

By: _____
Print Name: _____
Title: _____

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

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that _____, in his/her capacity as _____ of Ideal Realty, Inc., a Virginia corporation, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 2023.

Notary Public

Print Name: _____
My Commission Expires: _____
Registration No.: _____ [SEAL]

OWNER

Hylton Venture, LLC,
a Virginia limited liability company

By: Ridgedale, Inc., a Virginia Corporation
Its Manager

By: _____

COMMONWEALTH OF VIRGINIA,
CITY/COUNTY OF _____, to wit:

I, the undersigned, a Notary Public in and for the jurisdiction aforesaid, do hereby certify that _____, in his/her capacity as _____ for Ridgedale, Inc., the Manager of Hylton Venture, LLC, has personally acknowledged the same before me in my aforesaid jurisdiction.

GIVEN under my hand and seal this _____ day of _____, 2023.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No.: _____ [SEAL]

Exhibit A

Generalized Development Plan

Exhibit B

Design Guidelines

Exhibit C

Transportation Impact Analysis

15855054.1 046335.00002