

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
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Developer: Samer Shalaby
Development Consulting Services, PLC
159 Lichfield Blvd., Suite 101
Fredericksburg, VA 22406
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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 June 5, 2023, and titled “Generalized Development Plan 1500 Gateway City of Fredericksburg, Virginia Ward 1 – Precinct 101 RZFY23-01” (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. RZFY 23-01

Date: _____, 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. In accordance with Section 72-3, et al. of the UDO, the Property will be reclassified under the PD-MU zoning district for purposes of developing and constructing a mix of residential and commercial/industrial uses, all as generally depicted on the GDP and provided below (collectively the “Project”).

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

- (i) up to approximately 204,000 square feet of industrial, office and/or institutional space, to include industrial flex space which is defined as “a room or group of rooms that provides combined office, low intensity commercial retail, light manufacturing and warehouse facilities made up of one or more small establishments”;
- (ii) up to approximately 173,400 square feet of commercial space;
- (iii) up to approximately 66,500 square feet of lodging space (collectively all of the foregoing Section 2 B (i), (ii) and (iii) known as the “Commercial Uses” or individually “Commercial Use”);

- (iv) notwithstanding the foregoing, the Applicant may combine all of the aforesaid square footage for one or some of the Commercial Uses; and
- (v) the Applicant may develop the Property for all Commercial Uses permitted under Section 72-40, et al. of the UDO except: (1) dormitory, (2) fraternity or sorority, (3) social service delivery, and (4) adult day care.
- (vi) the residential component of the Project includes no more than six hundred and forty nine (649) residential units with the following mix of residential uses in accordance with Section 72-33.3, et seq. : (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 collectively as the “Residential Units” or individually as “Residential Unit”. 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.
- (vii) Notwithstanding anything to the contrary under these Proffers, the Applicant may: (1) relocate (e.g. interchangeable) Residential Uses among any of the Land Bays that include Residential Uses, and (2) relocate (e.g. interchangeable) Commercial Uses within any of the Land Bays that include Residential Uses or other Commercial Uses, all as depicted 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.
- (viii) Land bay areas depicted on the GDP may be adjusted to address final engineering and design requirements, all in accordance with below Section 2 C requirements.

C. Generalized Development Plan: Subject to the terms and conditions of these Proffers, the Property will be developed in substantial 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 require the approval of the City Zoning Administrator.

3. ARCHITECTURAL AND DESIGN PLANNING.

- A. Subject to the terms and conditions herein, the architectural and design planning for the Project will be in substantial accordance with that certain design guideline manual dated June 5, 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”). Notwithstanding the foregoing, all illustrative depictions shown in the Design Guidelines are illustrative examples only and do not depict the final designs and building features and materials for the Project. In this regard, the Design Guidelines illustrations 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. In the event there is a conflict between the GDP and the Design Guidelines, the GDP will govern.
 - B. The Applicant, as part of the development of the Property, will encumber the Property with certain 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 development in a unified and consistent manner; and (c) providing for the installation, maintenance, and repair for all common area landscaping, onsite amenities, open space, and other common areas. The Applicant will also create a home owners and/or property owners’ association(s) as a non-stock corporation under the laws of Virginia that will provide and ensure the following: (i) oversight, management, and structure for services provided, (ii) quality development and construction standards, and (iii) requirements for common area maintenance.
4. **LANDSCAPING.** Conceptual landscaping features and buffering for the Project are as depicted on Sheet 8 of the GDP, and as described under Section 6 of the Design Guidelines.
5. **TRANSPORTATION.** The Applicant, subject to applicable VDOT and/or City approvals (as applicable) and in accordance with that certain transportation impact analysis, prepared by Bowman Consulting, and titled “Transportation Impact Analysis, 1500 Gateway Boulevard, Fredericksburg, Virginia”, dated March 6, 2023, as updated April 20, 2023 (collectively the “TIA”), attached hereto and marked as **Exhibit C**, will provide the following transportation in kind proffers (collectively the “Transportation Improvements”):
- A. As depicted on Sheet 5 of the GDP, the Applicant agrees to construct the following 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, one (1) 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.
 - (v) All of the aforesaid proffers under this Section 5 A. will be completed during Phase 3 of construction, which is depicted on Sheet 5 of the GDP.
- B. As identified in the TIA, Applicant agrees to coordinate with VDOT and the City regarding the implementation of the future traffic signal timings within the Plank Road Corridor. This Section 5 B. proffer will be completed during Phase 3 of construction, which is depicted on Sheet 5 of the GDP.
- C. As depicted on Sheet 5 of the GDP, Applicant agrees to construct the following improvements at the intersection of Cowan Boulevard and Gateway Boulevard Extension:
- (i) install a traffic signal or traffic circle at this location in accordance with the TIA (as defined below) all subject to final design for the Project and site plan approval; and
 - (ii) provide signalized pedestrian crosswalks with traffic signal design plans as required by the City of Fredericksburg and VDOT.
 - (ii) This Section 5 C. proffer will be completed during Phase 1 of construction, which is depicted on Sheet 5 of the GDP.
- D. As depicted on Sheet 5 of the GDP, Applicant agrees to construct the following 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.
 - (ii) This Section 5 D. proffer will be completed during Phase 3 of construction, which is depicted on Sheet 5 of the GDP.
- E. As depicted on Sheet 5 of the GDP, Applicant agrees to construct the following 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.
 - (ii) This Section 5 E. proffer will be completed during Phase 3 of construction, which is depicted on Sheet 5 of the GDP.
- F. As depicted on Sheet 5 of the GDP, Applicant agrees to construct the following 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.
 - (ii) This Section 5 F. proffer will be completed during all three phases of construction, which is depicted on Sheet 5 of the GDP.
- G. As generally shown on Sheet 5 of the GDP, Applicant agrees to construct the following 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.
 - (ii) This Section 5 G. proffer will be completed during Phase 1 of construction, which is depicted on Sheet 5 of the GDP.
- H. As depicted on Sheet 5 of the GDP, the Applicant will construct two (2) lane improvements to the Gateway Boulevard extension from Plank Road to Cowan Boulevard (“Gateway Boulevard Extension”). Notwithstanding the foregoing, the Applicant will agree to construct four (4) lanes of the Gateway Boulevard Extension versus two (2) lanes if the City approves a tax increment financing method or other public funding method mutually acceptable to the City and Applicant to fund and/or reimburse the Applicant for the construction of the additional two (2) lanes. If the City and the Applicant are unable to agree on an acceptable funding method, then the Applicant will be only obligated to construct two (2) lanes of the Gateway Boulevard Extension, and will dedicate the additional right of way area to the City to complete the said four (4) lanes, all as generally depicted on the GDP. The phasing for improvements provided under this Section 5 H. will occur in several phases, all as depicted on Sheet 5 of the GDP.
- 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. All dedications will occur during the three phases described herein and depicted on Sheet 5 of the GDP.

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 pay cash proffers for impacts to certain City public facilities 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) \$3,732.29 per MFU Unit; and
 - (ii) \$5,082.21 per SFA Unit and 2/2 Unit.
 - (iii) All of the aforesaid cash proffers will be paid to the City after the final inspection and prior to the City’s issuance of a final certificate of occupancy permit for each said Residential 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) \$902.13 per SFA Unit and 2/2 Unit;
 - (ii) \$790.40 per MFU;
 - (iii) \$1,369.17 per 1,000 Gross Square Feet (“GSF”) of commercial retail & restaurant space;
 - (iv) \$719.29 per 1,000 GSF of commercial office space;
 - (v) \$1,293.46 per 1,000 GSF of flex/industrial space;
 - (vi) \$271.31 per 1,000 GSF of warehouse space,
 - (vii) \$230.30 per continuing care bed; and
 - (viii) \$53.63 per hotel room.
 - (ix) All of the aforesaid cash proffers will be paid to the City after the final inspection and before the City’s issuance of a final certificate of occupancy for each said Residential Unit, and for purposes of the Commercial Uses after the final inspection and before the City’s issuance of a final certificate of occupancy for each said commercial and industrial facility constructed on the Property.
7. **PROJECT AMENITIES.** All amenities for the Project are as generally described in the Design Guidelines and as depicted on the GDP.

8. TRAILS & SIDEWALKS.

- A. The Applicant will provide a 10' wide multi-use trail to be located along Gateway Boulevard, connecting Plank Road with the existing trail along Cowan Boulevard, all as generally described in the Design Guidelines and as depicted on Sheet 5 of GDP.
- B. For purposes of providing internal pedestrian circulation throughout the Project, the Applicant will also provide 5' wide sidewalks extending the length of Gateway Boulevard (as constructed on the Property) and along parking lots, all as generally described in the Design Guidelines and as depicted on Sheet 5 of the GDP, subject to minor revisions in accordance with final engineering.
- C. The Applicant will also reserve an area on the Property for a future transit bridge access, all as depicted on Sheet 5 of the GDP.
- D. The Applicant will grant a trail easement (mutually agreeable location to be determined at a later date) to the City for purposes of connecting to the existing Smith Run Trail and open space areas- Land Bays G and H.
- E. The Applicant agrees to provide and construct a pedestrian trail and interparcel road access connection from Gateway Boulevard Extension to the City's Vermont Ridge parcel and will stub a water connection to the same.

- 9. OPEN SPACE AREAS.** The Applicant agrees to preserve as open space Land Bays G & H, all as depicted on Sheet 4 of the GDP. Prior to the initial site plan approval, the Applicant will record restrictive covenants that prohibit the development of Land Bays G & H. Notwithstanding anything to the contrary under these Proffers, the Applicant may utilize Land Bays G & H for purposes of (i) extending necessary public and private utilities, (ii) providing additional recreational trails, and (ii) extending Gateway Boulevard Extension to Mahone Street (to be built by others). The Applicant agrees to dedicate to the City right of way for the aforesaid extension, identified on the GDP as the "Future Gateway Boulevard", during Phase 1 of construction, which phase is depicted on Sheet 5 of the GDP.

10. MISCELLANEOUS.

- A. The Applicant agrees to construct a sound wall adjacent to Interstate-95 along the areas adjoining any Residential Uses, all as generally depicted on the GDP.
- B. The Applicant agrees to participate on a prorata cost impact basis its applicable share of impact to City public utilities serving the Project. The aforesaid prorata impact will be determined prior to the initial site plan approval for the Project. It is anticipated the Project will take ten (10) years to complete and the Residential Units should be completed within six (6) to eight (8) years after rezoning approval.

- C. The stormwater pond located on Land Bay G will be outside of the resource protection area (“RPA”) adjacent to Smith Run, and will be designed and constructed to minimize impacts on the existing topography of Land Bay G.
- D. The Applicant will not request a certificate of occupancy permit for the first Residential Unit constructed on the Property earlier than twenty (20) months following the approval of this rezoning application RZFY 23-01, and prior to said request for a certificate of occupancy permit, the Applicant will confirm with the City’s Public Works Department availability of sanitary sewer. Thereafter, the Project will be phased in accordance with the GDP.

11. 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 June 5, 2023, and titled “Generalized Development Plan 1500 Gateway, City of Fredericksburg, Virginia, Ward 1-Precinct 101 RZ 2022-RZFY 23-01” (the “GDP”).
- B. Exhibit B: Design guideline manual dated June 5, 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, as updated April 20, 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

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