

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

**PROFFER STATEMENT**

Applicant: BREEDEN INVESTMENT PROPERTIES, INC. (the “Applicant”)

Property: Tax Map Parcel 53-1E, containing a total of 25.5263 acres subject to the rezoning (the “Property”)

Owner: KS Stafford Land LLC (the “Owner”)

Project Name: “Rappahannock Landing Apartments” (the “Project”)

Rezoning Request: From R-1 to UD-3

Date: April 2, 2018

File No.: RC18\_\_\_\_\_

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**1. General Requirements.**

(a) The following proffers are being made pursuant to Sections 15.2-2298 and 15.2-2303, and 15.2-2303.4, 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 being provided in accordance with Section 15.2-2303.4, et al., of the Code of Virginia 1950, as amended (the “Proffers”). If the Proffers are approved, any prior proffers in which the Property (as generally defined above and shown on the GDP) may be subject to or previously offered with this application or otherwise previously proffered are hereby superseded by these proffers, and said prior proffers are thus of no further legal force and effect (collectively “Prior Proffers”). In addition and notwithstanding the foregoing, the Proffers are conditioned upon and become effective only in the event the Applicant’s rezoning application No. RC18\_\_\_\_\_ is approved (including through applicable appeal periods) by the Stafford County Board of Supervisors (the “County”).

(b) Except as otherwise provided herein, the Property will generally be developed in accordance with that certain general development plan entitled “Rappahannock Landing Apartments”, dated March 2018, as last revised April 2, 2018, prepared by Bowman Consulting, which plan is attached hereto and marked as Exhibit A (the “GDP”) and includes, pursuant to an Urban Development-3 (UD-3) zoning district, a 324 unit residential multi-family community (each individually, a “Unit”, and collectively, the “Units”).

(c) For purposes of the final site plan (which will supersede the GDP after County approval), proposed parcel lines, parcel sizes, building envelopes and footprints, access points, building sizes, building locations, recreational and open space areas, dumpster sites, public road locations, private driveways, road and travel way locations, interparcel connectors, 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 development regulations and design standards manual.

(d) These proffers shall run with the Property and are binding upon all future assignees, successors, grantees, or lessees thereof, except as may otherwise set forth herein.

**2. Architecture & Materials.** For purposes of this rezoning, the architectural design and features of the multifamily buildings shall be in general accordance with the attached architectural renderings marked as Exhibit B (the "Renderings"). In regard to this proffer, the Renderings depict (i) a commitment to a general type, character, and quality of architectural design and details; and (ii) the general types of architectural and decorative elements and features. Building materials will include brick, fiber cement siding including panels and trim, vinyl siding including trim, vinyl windows, vinyl railings and architectural shingles.

**3. Cash Contribution.** For purposes of this rezoning, the Applicant agrees to pay aggregate cash proffers of \$3,247.00 per Unit, all as described and allocated more particularly below. All per Unit cash proffers shall be paid after the final inspection and before the County's approval of any certificate of occupancy for each residential apartment building proposed under this application and generally shown on the GDP.

The foregoing cash proffer contributions shall be allocated based on the following County public facilities:

(a) **Schools:** \$3,247.00 per unit.

These cash proffers are also subject to annual increases to be calculated on a yearly basis commencing two (2) years after the date of final County approval of this proffer statement. Such increases shall be calculated by multiplication of the Marshall-Swift Index and not the Consumer Price Index of the Department of Labor Statistics for the current year by the original per Unit cash proffer amount. Cash proffers shall be paid on a per Unit basis and only after the final inspection and before the County's approval of any certificate of occupancy for each residential apartment building proposed under this application.

**4. Recreational Amenities.** The Applicant will provide the following on site amenities: (i) clubhouse, fitness center and swimming pool; (ii) several pocket parks; (iii) dog run location; and (iv) playground.

**APPLICANT ACKNOWLEDGMENT & CONSENT**

**BREEDEN INVESTMENT PROPERTIES, INC.**

a Virginia corporation

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF \_\_\_\_\_, to-wit:

The foregoing instrument was acknowledged on this the \_\_\_\_ day of \_\_\_\_\_, 2018, by \_\_\_\_\_, as \_\_\_\_\_ of BREEDEN INVESTMENT PROPERTIES, INC., a Virginia corporation, on behalf of the company.

\_\_\_\_\_  
Notary Public

My Commission expires: \_\_\_\_\_

Notary Registration Number: \_\_\_\_\_

**OWNER ACKNOWLEDGMENT & CONSENT**

**KS STAFFORD LAND LLC**, a  
Virginia limited liability company

By: Kettler Asset Management LLC, its Manager

By: Kettler, Inc., its sole Member and Manager

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

COMMONWEALTH OF VIRGINIA,  
CITY/COUNTY OF \_\_\_\_\_, to wit:

The foregoing instrument was acknowledged before me this \_\_\_ day of \_\_\_\_\_,  
2018, by \_\_\_\_\_, as \_\_\_\_\_ of Kettler, Inc., sole Member and  
Manager of Kettler Asset Management LLC, Manager of KS Stafford Land LLC, a Virginia  
limited liability company, on behalf of the company.

\_\_\_\_\_  
Notary Public

My Commission expires: \_\_\_\_\_

Notary Registration number:

SEAL:

**EXHIBIT A**

Generalized Development Plan

General Development Plan entitled “Rappahannock Landing Apartments”, dated March 2018, as last revised April 2, 2018, and prepared by Bowman Consulting.

**EXHIBIT B**

Renderings

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