

VOLUNTARY PROFFER STATEMENT

Applicant: KEG Associates III, LLC (“Applicant”)
33225 Constitution Highway
Locust Grove, Virginia 22508

Owners: See **Schedule 1** (collectively the “Owner”)

Representative: Charles W. Payne, Jr.
Hirschler
725 Jackson Street, Suite 200
Fredericksburg, Virginia 22401
Phone: (540) 604-2108
Fax: (540) 604-2101
Email: cpayne@hirschlerlaw.com

Project Name: “Wilderness Crossing” (“Project”)

Property: See **Schedule 2** (collectively the “Property”)

Rezoning Request: From Agricultural (A), Industrial (I-2), Residential (R-1), Commercial (C-2), and Rural (RU) to Planned Development – Mixed Use (PDM)

Date: July 15, 2022

File No.: REZ-22_____

I. General Information.

- A. The Applicant (which includes future owners, assignees and successors) hereby agrees that the development of the Property, subsequent to approval of the rezoning application to which these proffers are attached, will be in conformance with that certain generalized development plan titled “Generalized Development Plan – Wilderness Crossing” prepared by Sullivan, Donahoe & Ingalls, dated May 11, 2021, as last revised July 6, 2022, and marked as **Exhibit A** (the “GDP”), and that certain design guidelines manual titled “Wilderness Crossing, Design Guidelines Manual” dated January 2022, as last revised June 2022, prepared by Land Planning & Design Associates, and marked as **Exhibit B** (the “Design Guidelines”).
- B. These conditions (“Proffers”) are voluntary and reasonable in accordance with Sections 15.2-2302, 15.2-2298 and 15.2-2303, et al. of the *Code of Virginia* (1950), as amended, and Section 70-193, et al. of the County of Orange (“County”) zoning ordinance, as amended. The headings of the Proffers set forth

below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the Proffers. The Proffers are the only proffered conditions offered in this rezoning application. The Proffers will be effective only upon the County's full and final approval (including any applicable appeal periods) of rezoning application REZ-21-0002 to reclassify the Property to a PDM zoning district. Any prior proffers (whether of record or not) affecting or encumbering the Property are hereby superseded by the Proffers, and will therefore be void and of no further force and effect upon said approval.

II. Land Use.

A. **General Development.** The Property will be developed in conformance with the GDP. For purposes of the GDP, all proposed parcel and lot lines, parcel and lot sizes, building envelopes and footprints, parking areas, access points, building sizes, waste management areas, building locations, public road locations, private driveway, road and travel way locations, interparcel connectors, waste facilities, RPAs and wetland areas, utility resources and locations, storm water management facilities, open spaces and dimensions of undeveloped areas may be adjusted, reconfigured and/or amended from time to time by the Applicant at final site or subdivision plan stages to address final engineering, and design requirements 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.

B. **Uses.** The Property will be developed under the Planned Development Mixed Use Zoning District (PDM) and will include a mix (all or some) of the uses described in the attached Wilderness Crossing Land Use Chart marked as **Exhibit D**, which is attached hereto and incorporated herein by this reference. In addition, the Project will be subject to the following conditions:

(1) no more than a total of 6,500 residential units (which is approximately 20% of the allowable density under PDM zoning for the Property) will be developed on the Property and shall include at least two (2) or more of the residential uses identified in **Exhibit D**, all in conformance with the GDP and Design Guidelines, as may be applicable, (collectively the "Residential Uses"); and

(2) all age restricted uses developed within the Project will include age-restricted units that qualify as "housing for older persons" in accordance with the criteria set forth in Code of Virginia section 36-96.7, et seq., as amended. Further, prior to construction of the first age restricted unit, restrictive covenants will be prepared and recorded among the land records of Orange County, Virginia, and encumber a portion(s) of the Property for said purposes. The restrictive covenants will define the qualification for initial and subsequent occupancy of any age restricted use associated with the Project and will further restrict households to include at least

one person who is age 55 years or older. Additionally, a covenant will be placed on the said portion(s) of the Property for age restricted uses that further prohibits any resident age 18 years or younger to reside within any age restricted use constructed on the Property for a period of time exceeding 30 days within any six-month period; and

(3) commercial uses to be developed on the Property will include a mix (all or some) of the commercial and industrial uses identified in **Exhibit D**, all in conformance with the GDP and Design Guidelines, as may be applicable, (collectively the “Commercial Uses”).

(4) The GDP describes general locations of land bays and proposed uses within said bays. Notwithstanding the uses designated on the GDP, during the development phasing of the Project, the Applicant may relocate, interchange or swap uses within the various land bay areas to address market changes and development requirements over the life of the Project.

C. **Proffered Dedications & Improvements**. In accordance with these Proffers, the Applicant agrees to the following proffered dedications and improvements:

(1) public dedication to the County of a regional park in the area shown and noted on the GDP, which park area prior to said dedication will be cleared and graded, have access to public and private utilities (connections to include at the applicable boundary line of the site), and will have access to and from a public road (collectively the “Dedicated Park Area”); and

(2) in addition to the Dedicated Park Area, the Applicant will construct and install certain recreational facilities within the Dedicated Park Area to include ***[Improvements to be determined after client completes park plan program and consultation with county staff]*** (collectively the “Park Area Improvements”). A phase approach to the Park Area Improvements will be completed prior to the completion of Phase 1 (as defined below) of the Project and dedicated to the County upon the completion of the same to the satisfaction of the County and Applicant; and

(3) the Applicant agrees to preserve and not develop certain open spaces areas within the Project, all as depicted on the GDP, which includes approximately 35% (approximately 900 acres which is not inclusive of the designated reservoir areas on the GDP) of the of the Project (the “Preserved Open Space”). Notwithstanding the foregoing, the Applicant may utilize the Preserved Open Space for the following purposes: extension of utilities, access roads and travelways, community gardens, reservoir, lake and/or pond areas, wetland mitigation, undertaking stormwater and LID measures, maintenance of existing and subsequent obligations of the Project, any environmental remediation or mitigation, providing Project amenities including without limitation trails, share use paths, docks, and community gathering areas, dog parks, limited parking,

temporary grading and ingress/egress for all of the foregoing, and miscellaneous temporary impacts typical in developing property within the County (collectively all of the foregoing known as “Permitted Actions”); and

(4) public dedication to the County of a future school site in the area shown and noted on the GDP, which school site prior to said dedication will be cleared and graded, have access to public and private utilities (connections to include at the applicable boundary line of the site), and will have access to and from a public road (“Dedicated School Site”); and

(5) public dedication to the County of a future public safety facility site in the area shown and noted on the GDP, which public safety facility site prior to said dedication will be cleared and graded, have access to public and private utilities (connections to include at the applicable boundary line of the site), and will have access to and from a public road (“Dedicated Public Safety Facility Site”); and

(6) for purposes of assisting the County in attracting new economic development opportunities and pursuant to the Applicant’s sole discretion, the Applicant, if feasible to the Applicant’s development planning, may: (i) dedicate to the County Economic Development Authority (“EDA”) up to approximately 150 acres of land identified on the GDP as the “Economic Opportunity Zone” area, or (ii) joint venture with the EDA or County, pursuant to the County’s request, on an economic development project(s) that will include all or a portion of the “Economic Opportunity Zone” area, (iii) develop that Economic Opportunity Zone area without a County or EDA joint venture, which shall not prohibit the County from offering performance or other incentives for an economic development user on said area, or (iv) a combination of any or all of the aforesaid options; and

(7) all of the aforesaid dedications, as applicable, will occur during Phase 1 of the Project (as described below), except and unless the County requests that the dedications occur during later phases of the Project.

D. **Project Amenities.** All amenities for the Project are as generally described and depicted under the Design Guidelines.

E. **Phasing.** Given the complexity of adequately predicting future real estate development markets, the Applicant’s planning for the first ten (10) years of the Project includes the following development and infrastructure phasing plan, which is subject to future adjustments due to market changes and demand:

(1) Years 1-10 of the Project:

(i) Construction of Goldmine Parkway, including near term use as a construction access road for the development of the Project;

(ii) Construction of proffered Phase 1 Transportation Improvements;

- (iii) Construction of approximately 2,000+ Residential Units and 150,000-200,000 SF of Commercial Space;
- (iv) Extension and construction of RSA water and sewer utilities to support the aforesaid uses and dedication areas noted above under Section II C;
- (v) Mine Evaluation & Mitigation described below under Section II G 2.;
- (vi) Dedication of the Dedicated Park Area and completion of Park Area Improvements, except and unless the County requests that the dedications occur during later phases of the Project.
- (vii) Dedication of the Dedicated School Site and Dedicated Public Safety Facility Site, except and unless the County requests that the dedications occur during later phases of the Project; and
- (viii) Construction of applicable amenities (as to extent of the progress of Project development).

F. Other Development Requirements.

- (1) Reservoirs/Impoundment: After consulting with the County, applicable government agencies and/or available public water providers, the Project may include reservoirs in locations generally shown on the GDP, all in accordance with applicable governmental requirements. Any approved reservoir/impoundment will include the following elements, unless otherwise not required by applicable permitting agencies:
 - a. Rapidan Tributary Impoundment: A particular tributary leading directly to the Rapidan River, the mouth of which is located approximately 6,000 feet west of the Spotsylvania County line on the Rapidan River. The Project will respect this potential impoundment location to a maximum water surface elevation of 250 feet.
 - b. Wilderness Run Tributary Impoundment: A particular tributary leading directly to Wilderness Run, the mouth of which is located approximately 3,000 feet south of the Rapidan River. The Project will respect this potential impoundment location to a maximum water surface elevation of 248 feet.
 - c. Construction of the aforesaid impoundments are subject to review, approval, and permit issuance from the Department of Environmental Quality, the United States Army Corps of Engineers, Orange County, the Virginia Department of Conservation and Recreation, and other applicable governmental agencies.
 - d. The Project will provide access to the embankment and upland inundation areas for the purpose of construction and clearing of the impoundment areas. Improvement of the provided access to support construction activities is not a requirement of the Project, though

access will be granted to improved roadways to the extent that they exist at the time of construction of the embankment.

(2) Prior Mining Mitigation Measures: There are five (5) documented and one (1) undocumented existing orphaned/abandoned mines located on the Property, all of which are identified on the GDP. The documented Mines are Vaucluse Mine, Melville Mine, Wilderness Mine, Greenwood Mine and Woodville Mine; and the one undocumented Mine is unnamed and is understood to be a sluice mine located on a particular tributary of the Shotgun Hill Branch to Wilderness Run (all of the foregoing are collectively known herein as the “Mines”). The Applicant agrees to evaluate and mitigate, if required, the Mines in a phased approach generally summarized as follows:

- a. *Phase 1 (General Evaluation)*: The Applicant, in coordination with the County and the Virginia Department of Energy (VDE), will evaluate the Mines and general proximity of all of the same (the “Phase 1 General Evaluation”). The Phase 1 General Evaluation process is intended to determine if there exists any residual pollutants attributed to past gold mining operations, primarily the mercury utilized in the amalgamation process, and to identify the remaining mining areas that do not contain evidence of residual pollutants. The Phase 1 General Evaluation process will be completed the earlier of (i) 12 months after the final rezoning approval of the Property, or (ii) prior to the submission of the initial subdivision or site plan for the Project (whichever is sooner).
- b. *Phase 2 (Detailed Evaluation)*: The Applicant, in coordination with the County, VDE and the Virginia Department of Environmental Quality (“DEQ”), will perform a detailed testing regimen within the areas identified as having residual pollutants pursuant to the Phase 1 General Evaluation (the “Phase 2 Detailed Evaluation”). The Phase 2 Detailed Evaluation will include the vicinity identified in Phase 1 as well as surrounding and downstream areas to approximately 100 feet beyond land disturbance anticipated by the Project or until acceptable pollutant concentrations (as defined by the Environmental Protection Agency) are identified. Areas that are 100 feet beyond the land disturbance envelope anticipated by the Project will not be subject to further evaluation. The Phase 2 Detailed Evaluation will be performed before the County issuance of a land disturbance permit within one-half (½) mile of an area identified in the Phase 1 General Evaluation as warranting further investigation.
- c. *Phase 3 (Management and Mitigation Strategy)*: The Applicant will provide the County, prior to initial site plan or subdivision plan approval (whichever is sooner) of a particular area of the Project identified during the Phase 2 Detailed Evaluation as including residual pollutants, a specific management strategy to mitigate any adverse impacts from the past mining operations (the “Phase 3

Management and Mitigation Strategy”). The Phase 3 Management Strategy will include preparation of a detailed plan of the proposed actions required to mitigate identifiable impacts from the residual pollutants, which would be subject to review and approval by Orange County, the VDE, the VDEQ, and other applicable government agencies. The Phase 3 Management Strategy will include at a minimum, unless otherwise not required by the aforesaid applicable governmental agencies, the following actions:

- i. The Project will cap found existing vertical mine shaft openings (with concrete including warning markers and vent cap) in a manner consistent with the Virginia Department of Energy recommendations before a land disturbance permit is issued within ¼ mile of the found existing vertical mine shaft opening;
- ii. The Project will not place residential lots directly over known/mapped subterranean mine features; and
- iii. The Project will not place publicly dedicated roadways directly over known/mapped subterranean mine features without an appropriate geotechnical analysis being performed for the review of the Virginia Department of Transportation (“VDOT”), and VDOT’s express written acknowledgement of the existing condition.

- (3) **Public Utilities.** The Applicant agrees to coordinate with the Rapidan Service Authority (RSA) for purposes of developing a Master Public Utility Plan or other similar plans to extend public water and/or sewer to the Project.

III. Transportation. For purposes of developing the Property and subject to the final review and approvals from both the Virginia Department of Transportation (“VDOT”) and the County, the Applicant will construct certain transportation improvements (collectively the “Transportation Improvements”) in general accordance with the GDP and Traffic Impact Study, which is attached hereto as **Exhibit C**, (as defined below). Should any of the Transportation Improvements be constructed by others, then the Applicant will have no further obligations with respect to such improvements. All Transportation Improvements will be constructed, as required, pursuant to the following phases:

- A. **Phase 1 Transportation Improvements.** Phase 1 improvements (“Phase 1”) will be constructed in conformance with the GDP and as provided in the “Phase 1 / 2026 Future Conditions with Development” scenario of the traffic impact study prepared by Gorove Slade Associates, dated May 8, 2020 and last revised March 16, 2022, titled “Traffic Impact Study – Wilderness Crossing Development” (“TIA”). In accordance with the Phase 1 program under the TIA, the combined uses on the Property under Phase 1 will not exceed 26,937 vehicles per day (“VPD”), as calculated by the 10th edition of the Institute of Transportation Engineers’ (“ITE”) Trip Generation Manual. As part of the review of each site

plan or subdivision plan application during Phase 1, as applicable, the Applicant will provide the County a running tabulation of the expected cumulative VPD generated by the Project. All listed improvements under Phase 1 (“Phase 1 Improvements”) will, unless stipulated otherwise, be constructed before the Project cumulatively exceeds 26,937 VPD, as calculated by the aforesaid Trip Generation Manual.

The Phase 1 Improvements include the following:

(1) Route 3 at Vaucluse Road:

- a. The Applicant will convert the existing intersection to a Restricted Crossing U-Turn (“RCUT”), as shown in the GDP.

(2) Route 3 and Post Office Road:

- a. The Applicant will reconfigure the intersection and construct a RCUT as shown on the GDP.
- b. The Applicant will construct a signal at the main RCUT intersection and northern u-turn median break.

(3) Route 3 at Lakes of the Woods Way / Goodwin Drive:

- a. The Applicant will construct a second westbound right turn lane at the subject intersection in the event that VDOT proceeds with the reconfiguration of the intersection to a RCUT.
- b. The Applicant will construct a second eastbound right turn lane at the subject intersection in the event that VDOT proceeds with the reconfiguration of the intersection to a RCUT design.
- c. In the event that VDOT proceeds with the reconfiguration of the intersection to a RCUT design, the Applicant will construct a second northbound u-turn lane at the RCUT’s northern u-turn median break.
- d. In the event that VDOT proceeds with the reconfiguration of the intersection to a RCUT design, the Applicant will install a signal for the main RCUT intersection, its northern u-turn median break, and its southern u-turn median break.

(4) Partnership Way at Goodwin Drive:

- a. The Applicant will restripe the eastbound approach to provide a left/thru configuration.

- b. The Applicant will convert the subject intersection from a two-way stop-control operation to a four-way stop-control operation, unless and except it is determined by VDOT that a four-way stop control operation is not warranted for the said intersection in which event the Applicant would be relieved from converting the subject intersection as aforesaid.

(5) Route 3 at Flat Run Drive / Germanna Heights Drive:

- a. The Applicant will modify the existing signal and convert the westbound approach to a left, thru/right configuration.

(6) Route 3 at Somerset Ridge Road:

- a. Prior to the submission of the initial site plan for the Project, the Applicant will submit to VDOT for a review a traffic signal timing modification analysis for the subject intersection. In the event that VDOT determines that adjustments to the signal timings are warranted based upon such analysis, then the Applicant will make such adjustments. Should VDOT determine that no timing adjustments are necessary for the subject intersection, then the Applicant would be relieved from having to make the aforesaid adjustments.

(7) Route 3 at Development Entrance 1:

- a. The Applicant will construct a new unsignalized entrance along Route 3 between Post Office Road and Vaucluse Road, all as shown on the GDP. The Applicant will restrict the entrance to left-in, right-in, and right-out movements only.

(8) Route 3 at Development Entrance 2:

- a. The Applicant will construct a new unsignalized entrance along Route 3 between Goodwin Drive and Post Office Road, as shown on the GDP. The Applicant will restrict the entrance to right-in and right-out movements only.

(9) Route 3 at Development Entrance 3:

- a. The Applicant will construct a new unsignalized entrance along Route 3 between Goodwin Drive and Post Office Road, as shown on the GDP. The Applicant will restrict the entrance to right-in and right-out movements only.

B. **Phase 2 Transportation Improvements.** Phase 2 improvements (“Phase 2 Improvements”) will be constructed in general conformance with the GDP and as

provided under the “Phase 2 / 2031 Future Conditions with Development” scenario of the TIA. Consistent with the Phase 2 program under the TIA, the combined uses on the Property under Phase 2 will not exceed 53,846 VPD, as calculated by the 10th edition of ITE’s Trip Generation Manual. As part of the review of each site plan or subdivision plan application during Phase 2, as applicable, the Applicant will provide the County a running tabulation of the expected cumulative VPD generated by the Project. All Phase 2 Improvements will, unless stipulated otherwise, be constructed before the Project cumulatively generates 53,846 VPD, as calculated the Trip Generation Manual.

The Phase 2 Improvements include the following:

(1) Route 3 at Route 20:

- a. The Applicant will reconfigure the northbound approach to allow for a single displaced left turn lane, as shown on the GDP.
- b. The Applicant will construct a northbound right turn lane, as shown in the GDP.
- c. The Applicant will reconfigure the west leg of the intersection to accommodate a second eastbound left turn lane, as shown on the GDP.
- d. The Applicant will construct a third southbound lane along Route 3 from Goldmine Parkway to just south of Route 20, as shown in the GDP.

(2) Route 3 at Vaucluse Road:

- a. Concurrent with the opening of Goldmine Parkway and pursuant to Proffer III.B.2.6, the Applicant will restrict the entrance to right-in and right-out movements only.

(3) Route 3 at Lakes of the Woods Way / Goodwin Drive:

- a. The Applicant will submit to VDOT for review a traffic signal timing modification analysis for the subject intersection. In the event that VDOT determines that adjustments to the signal timings are warranted based upon said analysis, then the Applicant will make the adjustment. Should VDOT determine that no timing adjustment be deemed necessary for the subject intersection based upon said analysis, then the Applicant shall be relieved from having to make the aforesaid adjustments.

(4) Route 3 at Flat Run Drive / Germanna Heights Drive:

- a. The Applicant will submit to VDOT for review a traffic signal timing modification analysis for the subject intersection. In the event that VDOT determines that adjustments to the signal timings are warranted based upon such analysis, then the Applicant will make such adjustment. Should VDOT determine that no timing adjustment be deemed necessary for the subject intersection based upon said analysis, then the Applicant shall be relieved from having to make the aforesaid adjustments.

(5) Route 3 at Somerset Ridge Road:

- a. The Applicant will submit a traffic signal timing modification analysis for the subject intersection to VDOT for review. In the event that VDOT determines that adjustments to the signal timings are warranted based upon such analysis, then the Applicant will make such adjustment. Should VDOT determine that no timing adjustment be deemed necessary for the subject intersection based upon said analysis, then the Applicant shall be relieved from having to make the aforesaid adjustments.

(6) Route 3 at Goldmine Parkway:

- a. The Applicant will construct a RCUT, as generally shown on the GDP.
- b. The Applicant will signalize the main RCUT intersection and northern u-turn median break, all as shown in the GDP.

(7) Route 3 at Development Entrance 1:

- a. The Applicant will restrict the entrance to right-in and right-out only movements.

C. Post Phase 2 Transportation Improvements. Any required additional transportation improvements will be determined pursuant to future updates of the TIA for purposes of all phases of the Project after the Phase 2 Improvements. The first update to the traffic impact study will be conducted no later than at site or subdivision plan (as applicable) for the Project that would exceed the generation of one hundred percent (100%) of the Phase 2 VPD (53,846 VPD) as calculated by ITE's Trip Generation Manual. Thereafter, additional updated traffic impact study revisions will analyze subsequent development phases and any applicable improvements relating to the same, and such updates will be conducted for uses that collectively generate a minimum of 20,000 VPD.

D. Right of Way Dedications: Through the various phases of development, the Applicant/Owner agrees to dedicate necessary right of way for all Transportation Improvements described herein. Notwithstanding anything to the contrary under

these Proffers, in the event the Applicant/Owner, after reasonable efforts, is unable to obtain necessary right of way from other property owners in order to complete the Transportation Improvements proffered hereunder, the Applicant may request that the County, in accordance with applicable law, exercise its condemnation authority to obtain said right of way in order to allow the Applicant/Owner to complete the Transportation Improvements, as may be applicable. In the event the County refuses to exercise said authority, the Applicant shall not be required to construct any applicable improvement until the necessary right of way is obtained, and further the Applicant shall not be prohibited from proceeding with the development of the Project.

- E. **Pedestrian Access.** The Applicant will provide pedestrian access to, from and within the Project as generally described in the Design Guideline Manual.

IV. Community Development Authority:

(1) **Formation.** Subject to the terms herein and recognizing the existing and future infrastructure improvements, the Applicant may propose the formation of a Community Development Authority (“CDA”) in accordance with §15.2-5152, et seq. of the Code of Virginia 1950, as amended (the “Code”), and applicable County requirements. After legal formation, the Applicant may request that the CDA issue revenue bonds for purposes of financing the construction of certain infrastructure improvements relating to the Project. Notwithstanding anything to the contrary herein, in no event will the debt issued by the CDA be secured by or a liability of the County, all in accordance with §§§15.2-5103, 15.2-5125, or 15.2-5131, et al. of the Code.

(2) **Security for CDA.** The revenue bonds issued for the purpose of financing those certain improvements will be secured by the proceeds of a special tax and/or a special assessment on the properties within the boundaries of the CDA district.

(3) **Use of CDA Funds.** All CDA funds will be utilized for the purposes expressed herein and not for any other purpose. Notwithstanding anything to the contrary under this proffer statement, the CDA financing amount will be finalized prior to the issuance of applicable bonds and in conjunction with final engineering costs relating to proposed infrastructure improvements.

(4) **Other Financing Methods.** Notwithstanding anything to the contrary under this proffer statement, in no event will CDA funding described under this Section IV be the required, sole or exclusive private or public funding source for transportation or utility infrastructure improvements required for the development of the Project.

V. Covenants. 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; (c) providing for and requiring private waste collection facilities and disposal; and (c) providing for the installation,

maintenance, and repair for all 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. All of the aforesaid will be completed during various phases of the Project.

VI. Miscellaneous. The following additional miscellaneous proffers shall apply to this application:

1. Private Waste Collection . The Applicant/Owner agrees to establish a private waste collection system whereby the developer of the Project will contract with a third party vendor to collect waste from all Residential Uses and Commercial Uses.
2. Tax Application. After rezoning approval to PDM zoning district, as provided herein, the Property will not be subject to a new tax assessment until the following occurs: (i) Applicant submits and the County approves either a subdivision or site plan, as applicable, for a particular section(s) of the Project; (ii) upon the approval of the later of either a final subdivision or site plan, only those particular sections of the Project will be subject to any tax increase due to a change in use, and (iii) the remaining portions of the Property will continue paying taxes at the then current use and rate (whether land use or other) until final subdivision or site plans for a change in use are approved for those remaining sections of the Property.
3. Severability. If any term or provision under these Proffers or the application thereof is deemed invalid or unenforceable, the remainder of the Proffers, or the application hereunder of the same, other than those as to which it is held invalid or unenforceable, will not be affected thereby, and thus all remaining Proffers and provisions of the same shall be deemed valid and enforced to the fullest extent authorized hereunder and permitted by law.
4. Development Team & Partners. The Project will be a multifaceted, high quality development, and will utilize a team of professional consultants, contractors, developers, materialmen and builders. The Applicant will team with only those companies that are highly respected in their respective industries, and include a financial balance sheet that is capable of delivering a quality development in accordance with the terms and conditions of these Proffers.

VII. Exhibits. All of the following exhibits are included as a material part of these Proffers and attached hereto:

1. "Generalized Development Plan – Wilderness Crossing" prepared by Sullivan, Donahoe & Ingalls, dated May 11, 2021, as last revised July 6, 2022, and marked as **Exhibit A**;

2. “Wilderness Crossing, Design Guidelines Manual” dated May, 2022, and prepared by Land Planning & Design Associates, and marked as **Exhibit B**; and
3. Wilderness Crossing Development, Orange County, Virginia”, dated May 8, 2020, as last revised June 1, 2022, prepared by Gorove Slade, and marked as **Exhibit C**.
4. Wilderness Crossing Land Use Chart marked as **Exhibit D**.

[AUTHORIZED SIGNATURES TO FOLLOW]

WITNESS the following signatures:

APPLICANT:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _
_____, 2022, by _____, as _____ for
_____.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No. _____

[SEAL]

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _
_____, 2022, by _____, as Owner of Orange County Parcel Nos.
_____.

Notary Public

Print Name: _____

My Commission Expires: _____

Registration No. _____

[SEAL]

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ___ day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _____, 2022, by _____ as Owner of Orange County Parcel Nos. _____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ___ day of _
_____, 2022, by _____ as Owner of Orange County Parcel Nos.
_____.

Notary Public

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

OWNER:

By: _____

Date: _____

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF _____

The foregoing was subscribed, sworn to and acknowledged before me this ____ day of _____, 2022, by _____ as Owner of Orange County Parcel Nos. _____.

Notary Public

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

Schedule 1

List of Owners

- 1) King-Evans Culpeper Property LLC (Parcel 0240000000090);
- 2) KEG Associates III LLC (Parcels 0130000000200, 0130000000190, 0130000000070, 024000000002A, 0240000000020, and 013000000016B);
- 3) Evans King 2 LLC (Parcel 0130000000100);
- 4) Evans King LLC (Parcels 0130000000110, 0130000000160, and 013000000005B);
- 5) Jan King Evans et al (Parcel 0130000000130);
- 6) Charles B. King Jr., et al (Parcels 013000000006A, 013000000006B, 013000000006C, and 0130000000060);
- 7) Jan A K Evans, Trustee et al (Parcels 0130000000030 and 0130000000020);
- 8) Charles B. King, Jr. (Parcel 0140000000010); and
- 9) Jennifer Lee King, Trustee (Parcel 013000000003A).

Schedule 2

List of Properties

Orange County Tax Parcel Map Identification Numbers:

- 1) 02400000000090 (currently zoned R-1 Conditional and C-2);
- 2) 01300000000200 (I-2 Conditional);
- 3) 01300000000190 (currently zoned I-2 Conditional);
- 4) 01300000000070 (currently zoned I-2 Conditional, A, and C-2);
- 5) 0240000000002A (currently zoned A);
- 6) 02400000000020 (currently zoned A) ;
- 7) 0130000000016B (currently zoned A);
- 8) 01300000000100 (currently zoned A);
- 9) 01300000000110 (currently zoned A);
- 10) 01300000000160 (currently zoned C-2);
- 11) 0130000000005B (currently zoned A and C-2);
- 12) 01300000000130 (currently zoned A);
- 13) 0130000000006A (currently zoned currently zoned A);
- 14) 0130000000006B (currently zoned A);
- 15) 0130000000006C (currently zoned A);
- 16) 01300000000060 (currently zoned A);
- 17) 01300000000030 (currently zoned A);
- 18) 01400000000010 (currently zoned A);
- 19) 01300000000020 (currently zoned A);
- 20) 0130000000003A (currently zoned A); and

All of the foregoing consisting in the aggregate of approximately 2,618.131 acres (collectively, the "Property")

Exhibit A

“Generalized Development Plan”

Exhibit B

“Design Guidelines Manual”

Exhibit C

“Transportation Impact Analysis

Exhibit D

“Wilderness Crossing Land Use Chart”

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