

PROFFERS: Creighton Parkway Mixed Use

The undersigned, Hanover Associates, LLC with respect to GPINs: 8725-50-2354, 8724-59-5659, 8724-69-4686 (the “Property”), voluntarily agree for themselves, their agents, personal representatives, successors and assigns (collectively the “Property Owner”) that, in the event the Property is rezoned from B-3 and A-1 to B-2, B-3, and RM, the development and use of the Property will be subject to the following conditions:

PROFFERS APPLICABLE TO THE ENTIRE PROPERTY:

1. Conceptual/Landscape Plan. The Property will be developed, including any access thereon, in general conformity with that certain conceptual plan prepared by Balzer & Associates, entitled “CREIGHTON PARKWAY, MIXED USE OVERALLCONCEPT PLAN, EX-B,” and dated August 25, 2025, last revised March 6, 2026 (the "Concept Plan").
2. Right-of-Way Dedication. The Property Owner will dedicate right-of-way along the south side of U.S. Route 360 adjoining the Property where right-of-way is needed for future road widening of seventy (70) feet from the centerline of U.S. Route 360. The Property Owner will dedicate right-of-way along the east side of Creighton Parkway adjoining the Property where right-of-way is needed for future road widening of sixty (60) feet from the centerline of Creighton Parkway. Dedication will take place when requested by Hanover County, Virginia (the “County”) and will be free of cost and free of encumbrances interfering with the use for right-of-way purposes.

[DEDICATIONS DETAILS TO BE INSERTED BASED ON APPROVED TIA]

3. Internal Circulation. Internal pedestrian circulation will be provided throughout the Property. The exact location of internal sidewalks and other walkways will be determined at the time of site plan review, but will be provided as follows:
 - a. Internal sidewalks and pathways must be at least four feet (4’) in width and constructed of concrete, concrete pavers, or similar hard-surfaced materials.
 - b. Sidewalks and pathways must be provided on at least one side of the primary internal roads within the Property.
 - c. A sidewalk must connect each building entrance to the internal pedestrian network and/or sidewalks along adjacent public roadways, with crosswalks provided where the sidewalk must cross parking areas, or drive aisles.
 - d. Pedestrian crosswalks crossing primary internal roads within the Property must be distinguishable from vehicular travel lanes through the use of stamped asphalt, pavers, or another change in pavement material and/or color, as approved by the Senior Director of Planning and Community Development or their designee.

- e. Sidewalks and pathways will connect the Commercial Property (as defined below) and the Residential Property (as defined below) along streets connecting the areas of the Property.
 - f. Street furniture as shown on Sheet MG-4 will be provided along pathways and sidewalks. The exact location of street furniture will be determined at the time of site plan review, as approved by the Senior Director of Planning and Community Development or their designee.
 - g. Decorative light fixtures as shown on Sheet MG-3 will be provided along pathways and sidewalks. The exact location of the decorative light fixtures will be determined at the time of site plan review, as approved by the Senior Director of Planning and Community Development. All decorative light fixtures along pathways and sidewalks will be shielded to limit light pollution onto adjoining properties.
4. Transportation Improvements and Right-of-Way. The Property Owner will build and construct the following entrance and roadway improvements. All improvements will be completed prior to issuance of the first Certificate of Occupancy within the Property, will be designed and constructed in accordance with Virginia Department of Transportation (“VDOT”) standards and specifications, and are subject to VDOT approval.

[ROAD IMPROVEMENTS TO BE INSERTED BASED ON APPROVED TIA]

5. Road Cash Proffer. The Property Owner, for itself, and its successors and assigns, agrees to pay to the County the amount of \$250.00 per residential unit built. Payment will be made at such time the County issues a Certificate of Occupancy unless state law modifies the timing of the payment. The funds will be used for the purpose of completing off-site road improvements relating to the development allowed by the rezoning. In the event any funds are paid and are not used for such improvements, the County will return the funds paid to the Property Owner or its successors in title within the timeframe required by Virginia Code Section 15.2-2303.2.
6. Underground Utilities. Except for junction boxes, meters, pedestals, transformers and existing overhead utility lines, and any utility lines crossing wetlands, all utility lines shall be underground.
7. Buffers.
- a. An enhanced thoroughfare buffer, a minimum of twenty-five (25) feet in width will be provided along U.S. Route 360 and Creighton Parkway as generally shown on the Concept Plan and designed in accordance with the applicable standards set forth in Section 26-264 of the Hanover County Zoning Ordinance. Such buffer along U.S. Route 360 and Creighton Parkway will be enhanced by increasing the necessary plantings by 25% for trees and 30% for shrubs. Trees

will consist of a combination of deciduous and evergreen trees and plant material will be appropriately clustered to create a more natural and organic design.

- b. A vegetated buffer of no less than seventy-five (75) feet in width will be provided along the eastern property line as generally shown on the Concept Plan. Any trees within such buffer will remain undisturbed with the exception of dead or diseased trees or parts thereof; provided, however, this will not prevent the removal of trees necessary for removal or as required by the construction of drainage or public utility improvements. There will be the equivalent of one tree for every seven (7) linear feet of buffer length, with credit given for existing trees within the vegetated buffer area.
8. Protective Covenants. Prior to, or concurrent with, the approval of any site plan, there will be a recorded document in the Clerk's Office of the Circuit Court of the County, setting forth controls on the development, architectural compatibility and maintenance of the Property (the "Covenants"). Different Covenants may be provided for various portions of the Property, provided a property owners' association (the "Association") will be responsible for the maintenance of all common areas within the relevant portion of the Property, as set forth in the Covenants. Further, design guidelines consistent with the "Design Guidelines for 360/Creighton Parkway" dated September 24, 2025, revised December 11, 2025 (the "Design Guidelines") will be made a part of the Covenants and require the Association (through a design review committee) to ensure all buildings and other improvements on the Commercial Property (defined below) comply with the Design Guidelines.

PROFFERS APPLICABLE TO THE B-2 AND B-3 PORTIONS OF THE PROPERTY (the "Commercial Property"):

9. Commercial Uses- B-2. Uses within the B-2 portion of the Commercial Property shall be limited to the following:
 - a. Use permitted within the B-1, Neighborhood Business District;
 - b. Appliance repair and maintenance;
 - c. Craft brewery;
 - d. Lawn and garden equipment and supply stores, including rentals; AND
 - e. Personal and household goods, repair and maintenance.
10. Commercial Uses – B-3. Uses within the B-3 portion of the Commercial Property shall be limited to the following:
 - a. Uses permitted within the B-2 portion of the Commercial Property;
 - b. A facility with warehousing and storage, such as office and storage flex space, provided no more than five thousand (5,000) square feet of accessory storage area per individual business establishment, and a gross floor area no greater than thirty thousand (30,000) square feet; and
 - c. Child day care center;

- d. Self-storage warehouse facility
 - e. No more than one convenience store with a drive thru;
 - f. No more than one retail fueling station.
11. Architecture. The Commercial Property will be developed with a unified and complementary color and architectural theme. Retail tenants will be permitted to include prototypical or corporate identification architectural elements in the design of their building or space. The standard of compatibility may be met through scale, materials, forms, and/or colors. Retail and business structures within the Commercial Property will be designed to meet the following general standards: adjacent facades will be compatible, and architectural features such as setbacks, water tables, awnings, canopies, changes in building materials and colors, variations in roof styles and other architectural features and techniques will be used to add visual interest for facades, all as more particularly set forth in the Design Guidelines.
12. Materials. Exterior wall surfaces (whether front, side or rear) of each building within the Commercial Property will be similar in architectural treatment and materials as the front wall surfaces, when such wall surfaces are visible from and fronting U.S. Route 360 or Creighton Parkway. Building materials utilized for the facades of the buildings will be limited to brick, plank or board and batten siding, natural or manufactured stone, or simulated stucco (E.I.F.S.). Roofing materials will be dimensional asphalt shingle or pre-finished standing metal seam, if a raised roof, or if a flat roof system is used, then a parapet on the perimeter of the roof will be used, all as more particularly set forth in the Design Guidelines.
13. Design Guidelines. Other than a convenience store, retail fuel station, and self-storage warehouse facility, all development on the Commercial Property must conform to the Design Guidelines. Any convenience store must be generally in conformance with renderings entitled “EXTERIOR ELEVATIONS”, and attached hereto (2 pages), “NEW SHEETZ STORE” dated February 5, 2025, and attached hereto (1 page), “NEW SHEETZ SITE, MIDLOTHIAN” dated September 22, 2021, and attached hereto (1 page), “NEW SHEETZ SITE MIDLOTHIAN, dated July 20, 2020, and attached hereto (1 page) with respect to quality of design, massing, architecture, and variety of features. Any self-storage warehouse facility must be generally in conformance with elevations entitled “SELF-STORAGE, NEW CONSTRUCTION, CREIGHTON PKWY, MECHANICSVILLE, VA 23111” dated March 11, 2026, and attached hereto, with respect to quality of design, massing, architecture, and variety of features. Building elevations subject to this proffered condition must be approved by the Senior Director of Planning and Community Development during site plan review.
14. Screening Exterior Mechanical Equipment. Exterior mechanical equipment, including HVAC equipment, permanent electrical generators, refrigeration equipment and ductwork, backflow prevention devices, and similar features, must be screened as follows:
- a. Roof-mounted mechanical equipment. Mechanical equipment mounted on the

roof of a building must be screened in all horizontal directions, by a parapet wall, roof screen, or similar device that is integrated into the building's building form and of a height equal to or greater than the height of the mechanical equipment being screened.

- b. Ground-mounted and wall-mounted mechanical equipment. Mechanical equipment mounted on or near ground-level, or otherwise mounted on the building wall, must be screened in all horizontal directions, by any combination of the building being served by the mechanical equipment, sight-obscuring dense evergreen vegetation, or decorative walls or fences that incorporate at least one of the primary materials or colors of the nearest wall of the closest primary structure on the lot. The height of the vegetation, wall, or fence shall equal or exceed that of the mechanical equipment being screened.
15. Signage. All freestanding signs on the Property will be monument type and may be internally lit. Retail tenants will be permitted to show their standard logo and colors on building and panel signage.
16. Site Lighting. Lighting fixtures will not exceed thirty-five (35) feet in height. House side shields will be installed on all parking lot lighting fixtures on Commercial Property.
17. Loading Docks. No loading doors will face Creighton Parkway or Mechanicsville Turnpike and will be adequately screened from adjoining parcels.

PROFFERS APPLICABLE TO THE R-M PORTION OF THE PROPERTY (the “Residential Property”):

18. Rental Product. No more than ten (10) dwelling units at any one time will be permitted to be for rent at any given time. This restriction will also be made part of the Covenants enforced by the Association.
19. Pedestrian Path. If Willow Dance Road is not extended into the Property, a pedestrian path may be provided which connects the Property to Willow Dance Road.

[REMAINING CONDITIONS TO BE INSERTED BASED ON STAFF COMMENTS]

Andrew M. Condlin, by Power of Attorney

Date

COMMONWEALTH OF VIRGINIA,
CITY OF RICHMOND, to-wit:

I, Tracy Gibrall Craddock, do hereby certify that Andrew M. Condlin has acknowledged the foregoing Proffers before me, this ____ day of _____, 2026.

(SEAL)

Notary Public

My Commission Expires: / /