

GENERALIZED DEVELOPMENT PLAN – NARRATIVE

Applicant: Ni Village, LLC
515 Stone Mill Drive
Manakin-Sabot, Virginia 23103

Current Property Owners: Ni Village, LLC;
River Run Owners Association, Inc. c/o Luck Real Estate Ventures;
Barber Property Management LLC;
Luck Stone Corporation; and
Luck IV Family Real Estate Fund, LLC

**** (Applicant and Current Property Owners, collectively, the “Applicant”) ****

Project Name: Ni Village

The Property: Tax Map Parcels 49-15-5; 49-15-6; 49-15-7; 49-15-10; 49-15-11; 49-15-A; 49-15-B; 49-15-C; 49-16-8; 49-16-9; 49-A-70 (in part); 49-A-71; 49-A-81; 49-A-82; and 49B-1-1A (in part) in Spotsylvania County, Virginia (the “County”) consisting in the aggregate of approximately 325 acres (the “Property”), all as shown on the attached GDP (as defined below), as more particularly described herein.

Current Zoning: Planned Development Commercial (PDC) and Village Commercial (VC).

Rezoning Request: Industrial 1 (I-1) District, and Mixed Use Sub-Districts Residential Mixed Use (MU-3) and Mixed Use Low (MU-4).

GDP: Generalized Development Plan, entitled “GENERALIZED DEVELOPMENT PLAN FOR NI VILLAGE, BERKELEY MAGISTERIAL DISTRICT, SPOTSYLVANIA COUNTY, VIRGINIA,” prepared by Timmons Group, dated November 10, 2020, as last revised November 8, 2022 and attached hereto as Exhibit A (“GDP”).

Design Guidelines: Design Guidelines prepared by CiteDesign, entitled “NI VILLAGE DESIGN GUIDELINES” and dated November 2022 and attached hereto as Exhibit B (the “Design Guidelines”).

Date: November 8, 2022

File No.: R20-0010

Applicant’s Agents: Andrew M. Condlin, Esq. and Kim Lacy, Esq.
1519 Summit Ave, Suite 102, Richmond, VA 23239, (804) 441-8440
Email: acondlin@rothjackson.com
Email: klacy@rothjackson.com

1. Project Overview

The Applicant requests the rezoning of the Property from Planned Development Commercial (PDC) and Village Commercial (VC) Districts to Industrial 1 (I-1) District (approximately 109 acres), and Mixed Use Sub-Districts MU-3 Residential Mixed Use (MU-3) (approximately 161.9 acres), and Mixed Use Low (MU-4)(approximately 54.2 acres) to enable the Applicant, or its successors or assigns, to structure a development plan for Ni Village (the “Development” or the “Project”) that includes a strong design intent to create harmony but not uniformity, maintains density, includes a focus on economic development, and creates a live, work, shop, and play community that can accommodate the projected residential growth and desired commercial development in the County, and respect and harness the natural topographic features of the Property. As used herein, the “East Campus” includes the portions of the Property located to the east of Patriot Highway to be rezoned to MU-3, and the “West Campus” includes the portions of the Property located to the west of Patriot Highway to be rezoned I-1 and MU-4, all as generally shown on the GDP.

As described in more detail below under Section 3 of this narrative, the Applicant’s proposal conforms to the policies established by the County’s Comprehensive Plan dated November 14, 2013, as last updated December 14, 2021, as last amended July 12, 2022 (the “Comprehensive Plan”). Residential dwellings on the Property will not exceed the density permitted by the current zoning, which is a maximum of 950 dwelling units. To ensure the Applicant’s proposal results in minimal impacts on public facilities and services, the Applicant met with various County departments including Transportation, Fire, Rescue and Emergency Management, and the Sheriff’s Office. As a result of these meetings, the Project’s impacts related to roads, schools, fire, rescue and emergency management, and parks will be off set through numerous road and pathway improvements, cash proffers, reservation of 5 acres to the Fire, Rescue and Emergency Management Department for construction of a new fire station, the use of high quality building materials throughout the Project, and gated entry to apartment buildings constructed on the West Campus, all as more particularly described herein and in the Applicant’s proffered conditions made voluntarily in support of this rezoning application and attached hereto as Exhibit C (the “Proffers”).

A Virginia Department of Transportation (“VDOT”) Chapter 527 Traffic Impact Analysis, entitled, “TRAFFIC IMPACT ANALYSIS, NI VILLAGE, SPOTSYLVANIA COUNTY, VIRGINIA”, prepared by Ramey Kemp Associates, dated July 2020 and revised October 2021 (“TIA”) was performed to evaluate the current traffic conditions at the study intersections, estimate the trip generation potential of the proposed mixed use development, and determine what roadway improvements are needed to accommodate the projected traffic volumes. The Revised TIA dated October 5, 2021 includes analysis of the proposed restriping of westbound Massaponax Church Road at U.S. 1 to create a second left-turn lane (see Table 6 of the TIA). The Applicant has agreed to make a contribution toward this restriping and associated traffic signal improvements, as more particularly described in the Proffers. The Revised TIA also includes analysis of the Patriot Highway at River Run Parkway / Massaponax High School intersection with the proposed site driveways 2 and 3 restricted to directional crossovers (right-in / left-in / right-out – see Table 8 of the TIA). The Applicant has agreed to restrict site driveways 2 and 3 to directional crossovers, therefore, further revisions to the TIA are not required. The ITE Trip Generation Table was updated on June 14, 2022 (“ITE Trip Generation Update”) to reflect an update to the plan to account for single family detached housing and multifamily housing on the East Campus. A copy of the TIA and ITE Trip Generation Update are attached hereto as Exhibit D.

Applicant Luck Companies is a multi-generational family owned and operated business with nearly 100 years of experience. It strives to integrate environmental, economic, and social responsibility

best practices into its business strategies to ensure the long-term health of its company, people, communities, and environment. Luck Companies has been an integral part of the County for 20 years, and they share and apply their core value of community involvement by actively supporting many aspects of the local community, from schools to regional economic development. For example, Luck Companies partners with Project neighbor Massaponax High School to teach students about safe driving practices when sharing the road with commercial vehicles, and they partnered with the County Sheriff's Department to prepare and provide relief to those impacted by Hurricane Harvey and Hurricane Irma. Detailed information about Luck Companies and its involvement in the County is attached hereto as Exhibit E.

The prior rezoning of the Property in 2011 resulted in a significant increase in real property taxes paid by the Applicant to the County, and Applicant's current request for rezoning will result in an even greater increase in taxes generated for the benefit of the County. Applicant has paid a total of \$1,246,686.00 in real property taxes since 2011, with the average annual tax paid to the County being \$124,544.00. Prior to the 2011 rezoning, Applicant paid the County an average annual tax of \$416.00.

The Applicant also paid \$100,000.00 for road improvements at Hickory Ridge Road as a result of the 2011 rezoning of the Property. Applicant's current request for rezoning will result in additional road improvements and dedications to include improvements to Patriot Highway, right of way dedications for Guinea Station Road and Patriot Highway, and a \$100,000.00 cash proffer for the Massaponax Church Road signal, all as more particularly described in the Proffers.

2. Project Location

Ni Village will be developed on approximately 325 acres along Patriot Highway just south of Massaponax High School, on both the east and west sides of Patriot Highway, between the Interstate-95-Massaponax Church Road exit and the Interstate-95-Thornburg Road exit. A portion of the development is located in the Highway Corridor Overlay District. This is a high economic development corridor and this Project further enhances and supports growth in the County through the creation of jobs and a diverse mix of housing types.

2.1 Site Access.

Direct vehicular access to and from Patriot Highway shall be provided by a minimum of two (2) entrances/exits from Patriot Highway to and from the East Campus, and by a minimum of two (2) entrances/exits from Patriot Highway to and from the West Campus. All site access locations will be coordinated with County and VDOT. Please refer to the GDP for a depiction of site access locations.

2.2 Environmental Characteristics.

The development's design will minimize the impact to streams and wetlands on the Property. Based on Timmons Group's initial review of environmental characteristics, there are approximately 70 acres of wetlands on the Property (approximately 37 acres on the East Campus and approximately 33 acres on the West Campus), approximately 11,400 linear feet of perennial and non-perennial streams on the Property (approximately 8,000 linear feet on the East Campus and approximately 3,400 linear feet on the West Campus), and approximately 12 acres of open space (approximately 5.5 acres on the East Campus and approximately 6.5 acres on the West Campus).

2.3 Cultural and Historic Resources.

Based on information from the Virginia Department of Historic Resources, a portion of the East Campus may include cultural resources. Prior to the application of a site plan for development on the East Campus, the East Campus developer shall first complete a Phase IA Archaeological Site Survey for the portion of the East Campus to be included in the site plan, to determine if cultural resources are located within such areas. In the event a cultural resource is located the developer shall preserve, dedicate, donate, or relocate the cultural resources as appropriate and the GDP shall be updated based on such findings, as approved by the County Zoning Administrator at the time of site plan approval.

3. Planning and Zoning

3.1 Zoning District and Ordinance.

The Property is currently zoned Planned Development Commercial (PDC) and Village Commercial (VC). By proffered conditions existing on the Property, 950 dwelling units are permitted by right. As mentioned above, a portion of the Property is within the Highway Corridor Overlay District. Applicant's current request to rezone includes a request for all uses permitted by right within the I-1 and MU-4 districts for the West Campus, and all uses permitted by right within the MU-3 district for the East Campus. The I-1 district is a light industrial district that permits a variety of light industrial uses including, but not limited to, industrial/flex, mini-warehousing establishments, offices, warehouses, contractor's offices and shops, and business service and supply establishments. The MU-3 sub-district permits detached houses, attached houses and townhouses, and apartments, and includes provisions for limited retail and office uses in addition to provisions for other nonresidential uses established in the lower intensity MU-1 and MU-2 sub-districts. The MU-4 sub-district permits retail, office, and residential uses in a variety of building types up to four (4) stories in height. Residential configurations in the MU-4 sub-district include attached houses, townhouses, and apartments on upper floors of mixed use buildings.

3.2 Comprehensive Plan Analysis.

Ni Village is located within the County Primary Development Boundary and aligns with the Mixed Use General and Employment Center Heavy and Light land use categories, and General Objectives of the Land Use component of the County's Comprehensive Plan. The Mixed Use General land use category envisions a broad mix of commercial, office, residential (single-family attached and multifamily) development located within a walkable distance of one another, or in the "traditional neighborhood development" form with various uses "stacked" upon one another in multi-story buildings. Residential densities in these areas are envisioned to exceed 8 units/acre, and the Comprehensive Plan provides that urban or semi-urban densities of 16 units/acre or more and resulting building scale are appropriate and encouraged in this land use area. The Employment Center Light land use category envisions light industrial parks, data centers, and office parks, and warehousing and distribution may also be appropriate in this land use category. The Employment Center Heavy land use category suggests larger scale uses that may or may not include noise or odor impacts. Employment center land use policies also recommend inter-parcel connections to adjoining properties where appropriate, sidewalks and paths to ensure safe pedestrian routes, and shall promote a campus-style of development over a traditional strip commercial development, all of which are incorporated in Applicant's proposed Project.

3.2.1 The Development Provides Pedestrian Accommodations.

Pedestrian and bicycle areas are proposed within the Project and shall be in conformance with the materials, location and design of the trails, paths, and sidewalks shown on the pedestrian access plan provided in the GDP, as approved by the County Zoning Administrator at the time of site plan approval. VDOT standard shared-use paths are planned for the West Campus and the East Campus, and no more

than fifty (50) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of the East Campus constructs the East Campus shared-use path, and no more than fifty (50) residential units permitted on the West Campus shall receive a final certificate of occupancy until the developer of the West Campus constructs the West Campus shared-use paths. An inter-parcel pedestrian and bicycle connection from the East Campus to Massoponax High School (the “High School Connection”) is also planned and shall be constructed by the developer of the East Campus in the location approved by the County Zoning Administrator as part of site plan approval. No more than one hundred (100) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of such residential units has constructed the High School Connection.

3.2.2 The Development Supports a Diverse Housing Mix to Meet the Needs of Citizens.

The Project’s initial phase of development includes the construction of apartment buildings on the West Campus and detached homes and townhouse buildings on the East Campus to provide a diverse housing mix on the Property.

4. Public Facilities

4.1 Fire and Rescue.

The County has identified the need for a new fire and rescue station in the vicinity of Patriot Highway and Massaponax Church Road, and would require approximately 5 acres for such fire and rescue station site. The County Capital Improvement Plan provides that such fire and rescue station would provide relief to the surrounding districts, provide some stability and reliability measures for the area as future developments are built, and would provide a more rapid response of resources to multi-company incidents. The Applicant shall set aside a minimum of 5 acres on the West Campus for County use for a potential New Fire/Rescue - Company 12 (Massaponax Area), as defined in the County Capital Improvement Plan.

4.2 Water & Sewer.

Public water and wastewater systems shall be used for the Project. The Applicant will develop a utility plan for the Property as part of the site plan review and approval for development on the Property.

4.3 Transportation.

Applicant plans to provide transportation improvements and dedications that will further the transportation goals of the County’s Comprehensive Plan and will positively impact the area transportation network. Applicant plans to designate and reserve approximately 3.5 acres for pedestrian and bicycle pathways through the Project, and plans to dedicate approximately 6 acres of land for public road dedications for extensions of River Run Parkway and Guinea Station Road, and the extension and widening of Patriot Highway. Site entrance improvements are planned to include construction of northbound and southbound turn lanes on Patriot Highway for both the East Campus site entrances and the West Campus site entrances, and a marked pedestrian crosswalk will be added at the intersection of River Run Parkway and Patriot Highway, all as more particularly described in the Proffers and shown on the GDP. As detailed in the TIA and ITE Trip Generation Update attached as Exhibit D, and shown on the cover sheet page of the GDP attached as Exhibit A, the above-mentioned improvements and dedications are projected to result in a 41% decrease in average daily traffic, with a 54% decrease in the AM peak hour and a 51% decrease in the PM peak hour.

4.4 Schools.

Applicant plans to contribute \$20,000.00 towards uses at Massaponax High School, as more particularly described in the Proffers.

5. Residential Development

5.1 Residential Development on the West Campus.

Within the areas of the West Campus to be rezoned MU-4, as shown on the GDP, apartment buildings, townhouse buildings, mixed use buildings and attached homes shall be permitted subject to Applicant's voluntarily proffered conditions for architectural standards, gated entrances, recreational amenities, and protective covenants, all as more particularly described in the Proffers.

5.2 Residential Development on the East Campus.

Within the areas of the East Campus to be rezoned MU-3, as shown on the GDP, detached homes, attached homes, apartment buildings and townhouse buildings shall be permitted subject to Applicant's voluntarily proffered conditions for architectural standards, recreational amenities, and protective covenants, all as more particularly described in the Proffers.

6. Commercial and Industrial Development

6.1 Commercial and Industrial Development on the West Campus.

Within the areas of the West Campus to be rezoned MU-4, as shown on the GDP, a mix of commercial and industrial uses shall be permitted with commercial/office buildings ranging in sizes from approximately 3,000 square feet to approximately 25,000 square feet, and warehouse/storage and industrial/flex buildings ranging in sizes from approximately 100,000 square feet to approximately 500,000 square feet, subject to Applicant's voluntarily proffered conditions for architectural standards, all as more particularly described in the Proffers. Mixed use buildings and general buildings shall also be permitted subject to Applicant's voluntarily proffered conditions for architectural standards as more particularly described in the Proffers.

6.2 Commercial Development on the East Campus.

Within the areas of the East Campus to be rezoned MU-3, as shown on the GDP, general buildings shall be permitted subject to Applicant's voluntarily proffered conditions for architectural standards as more particularly described in the Proffers.

7. Phasing

The Applicant has voluntarily proffered conditions for construction phasing of the Project to ensure the Project's mixed use character with various housing types offered from the beginning, with conditions for a minimum number of residential dwelling units, specified road improvements, pedestrian and bicycle access, and recreational amenities to be included in phase one of development on the Property, as more particularly described in the Proffers.

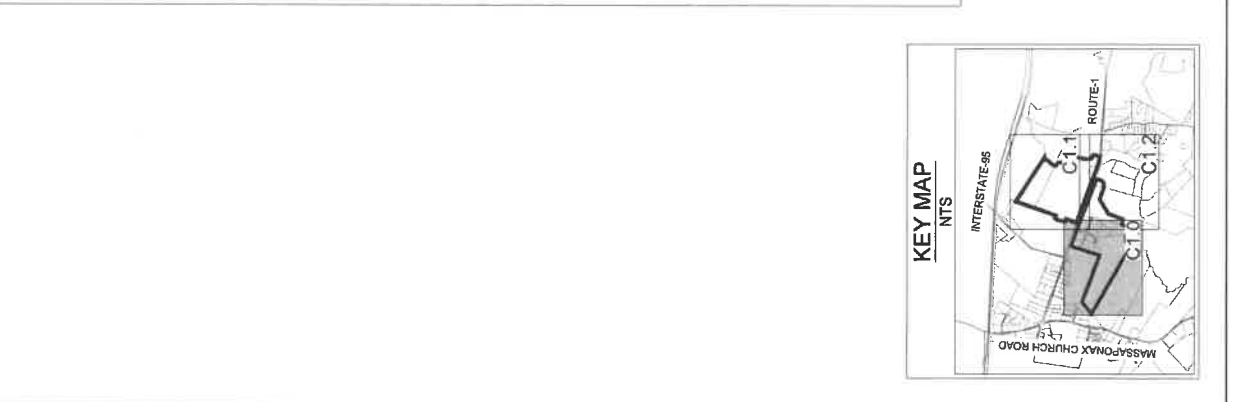
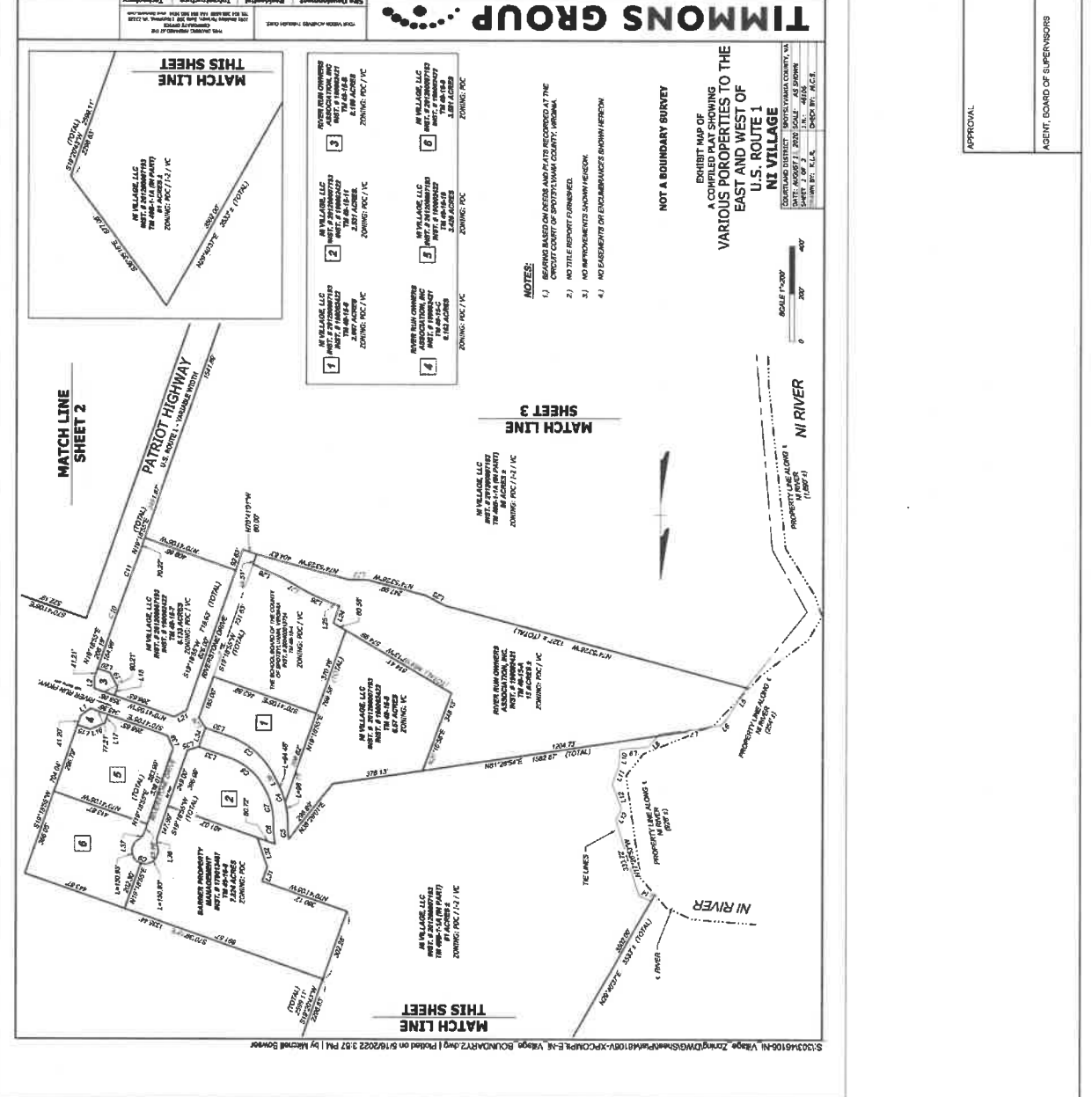
8. Exhibits

<u>EXHIBIT A</u>	Generalized Development Plan
<u>EXHIBIT B</u>	Design Guidelines
<u>EXHIBIT C</u>	Proffered Conditions
<u>EXHIBIT D</u>	TIA and ITE Trip Generation Update
<u>EXHIBIT E</u>	Luck Companies

Ni Village
Case R20-0010
GDP Narrative

EXHIBIT A
Generalized Development Plan
(See attached)

TIMMONS GROUP
 YOUR VISION ACHIEVED THROUGH OURS.

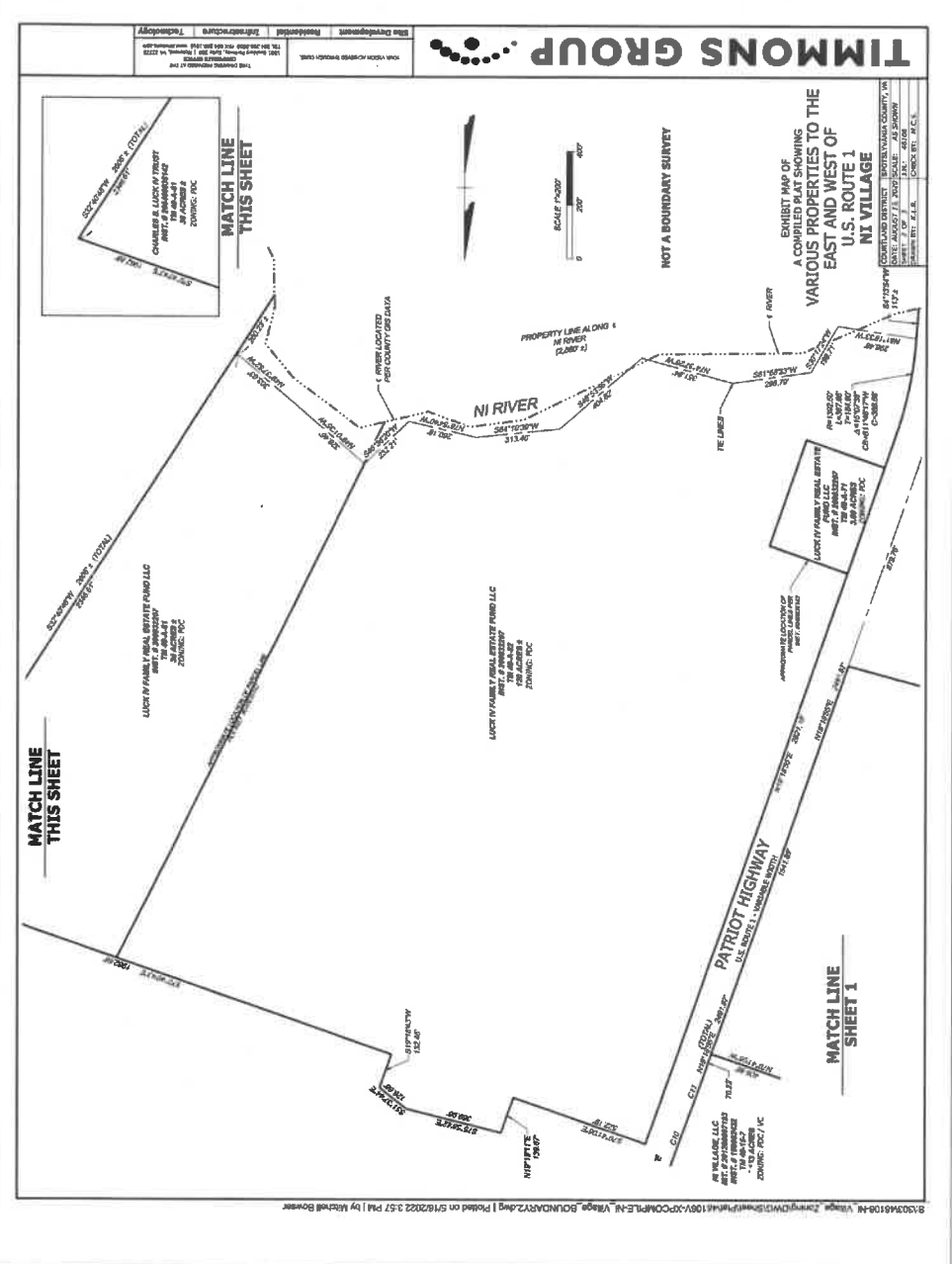




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DATE	8/19/2022	REVISED PER COUNTY COMMENTS
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CHECKED BY	L. WALLS
CREATED BY	M. BOWSER
SCALE	1"=200'

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SHEET NO.	C1.1
N1 VILLAGE BOUNDARY PLAT	
BERKELEY DISTRICT - SPOTSWYLDIA COUNTY - VIRGINIA	

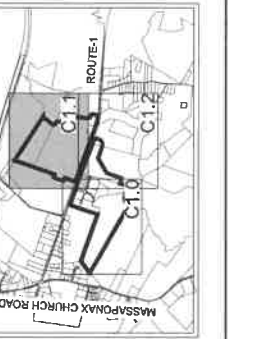


APPROVAL	DATE
AGENT, BOARD OF SUPERVISORS	

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N1 VILLAGE BOUNDARY PLAT

BERKELEY DISTRICT - SPOTSYLVANIA COUNTY - VIRGINIA

DATE: 5/15/2022

REVISION DESCRIPTION

REVISED PER COUNTY COMMENTS

REVISED PER COUNTY COMMENTS

REVISED PER COUNTY COMMENTS

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1001 Boulder Parkway, Suite 200 | Leesville, VA 22073

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CHECKED BY: M. JONES

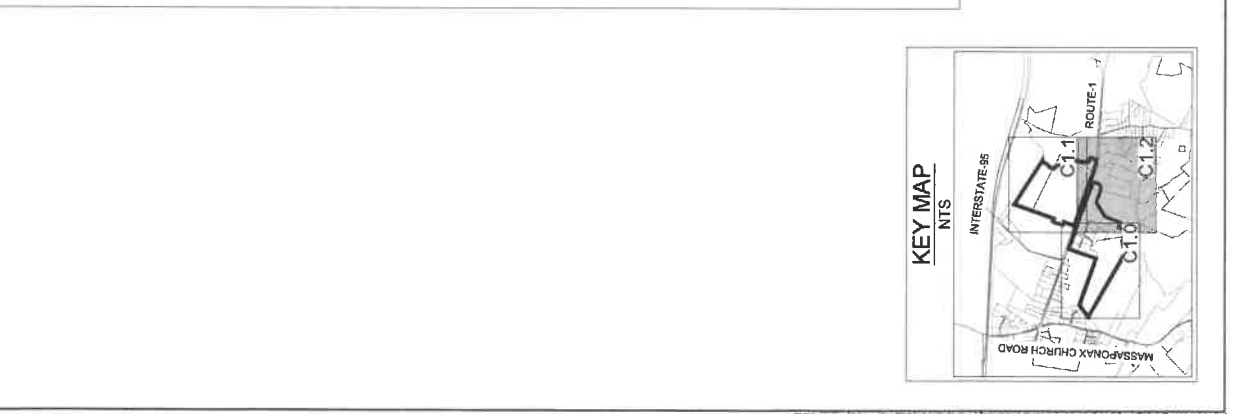
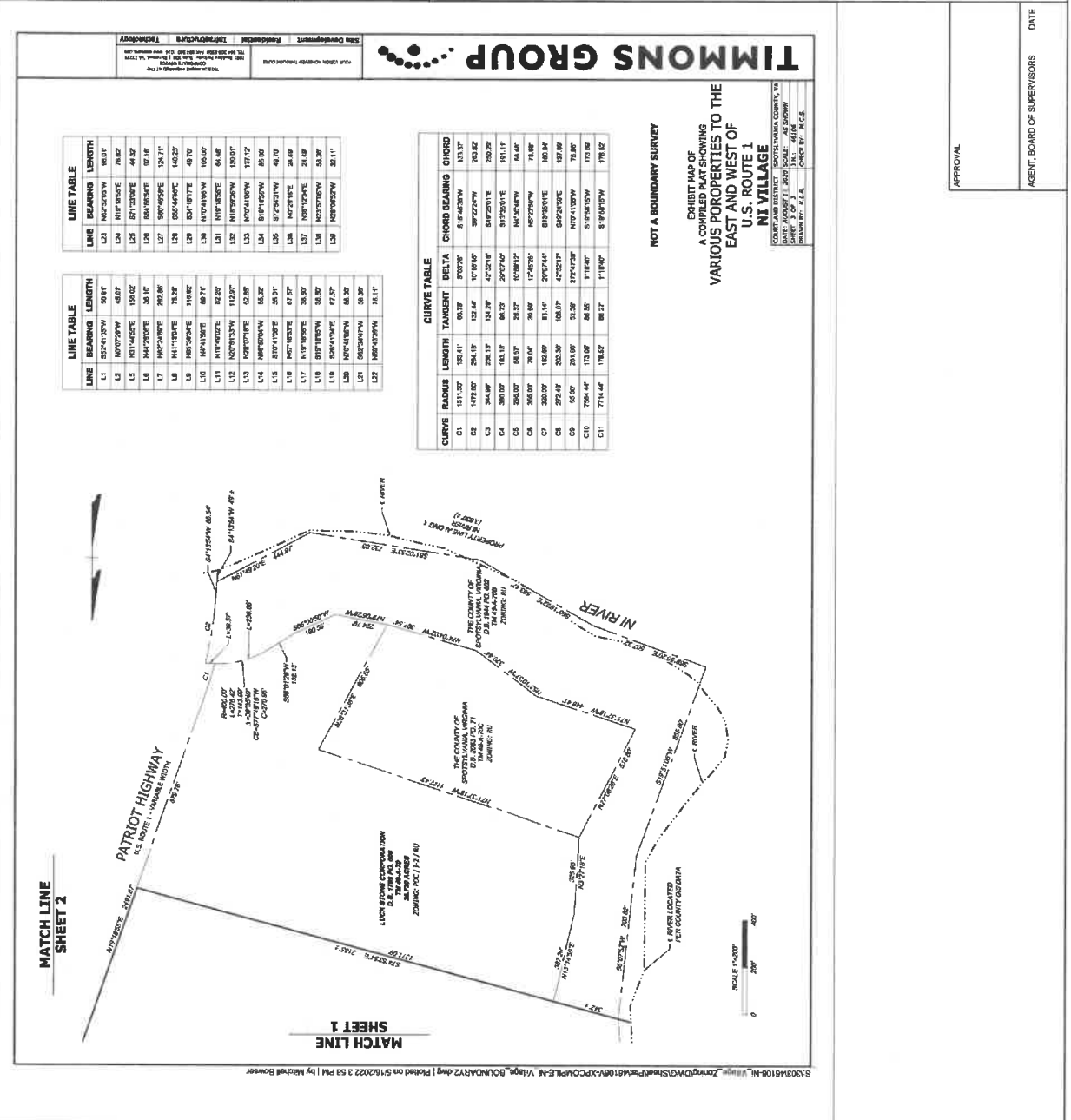
DATE: 5/15/2022

DESIGNED BY: L. HULLS

DATE: 5/15/2022

PROJECT NO.: 46106

SHEET NO.: C1.2



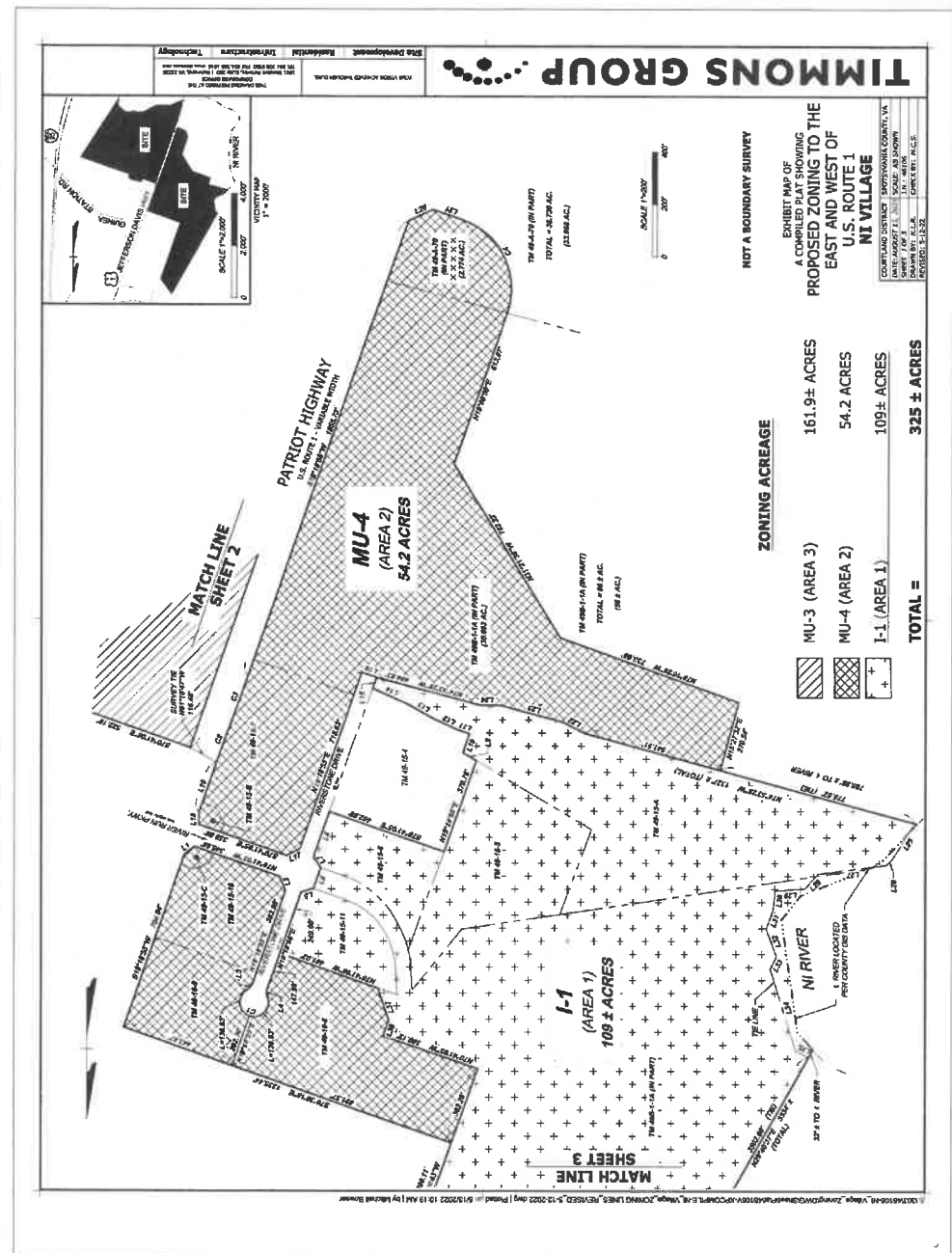


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 BY THE BOARD OF SUPERVISORS OF
 LOUDOUN COUNTY, VIRGINIA.

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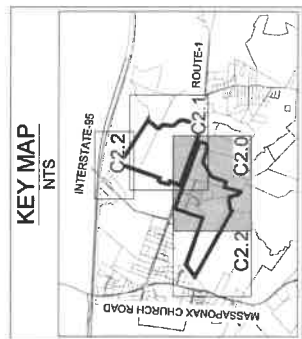
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 DESIGNED BY: M. HUNTER
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NI VILLAGE
 BERKELEY DISTRICT - SPOTSWYLDIA COUNTY - VIRGINIA
 PROPOSED ZONING PLAT
 DRAWING NO. 46106
 SHEET NO. C2.0



APPROVAL

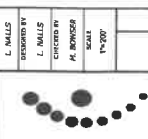
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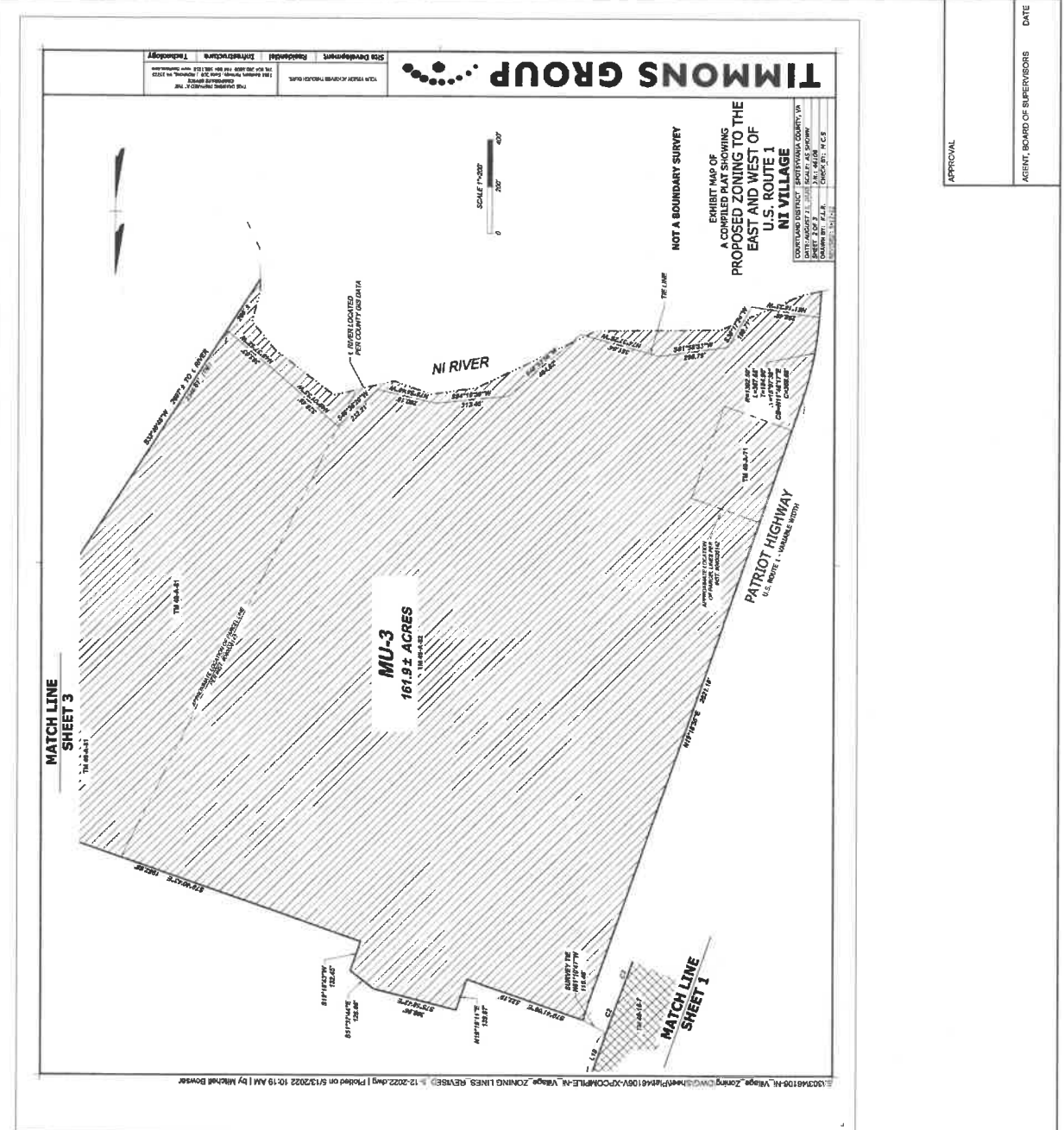
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NI VILLAGE
BERKELEY DISTRICT - SPOTSWYLDIA COUNTY - VIRGINIA
PROPOSED ZONING PLAT

THE NO.	46108
SHEET NO.	C2.1



APPROVAL	DATE
AGENT, BOARD OF SUPERVISORS	

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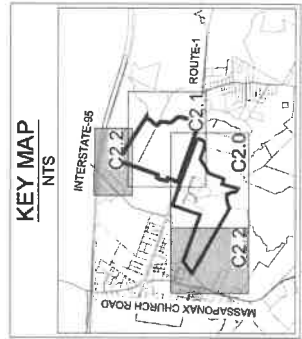
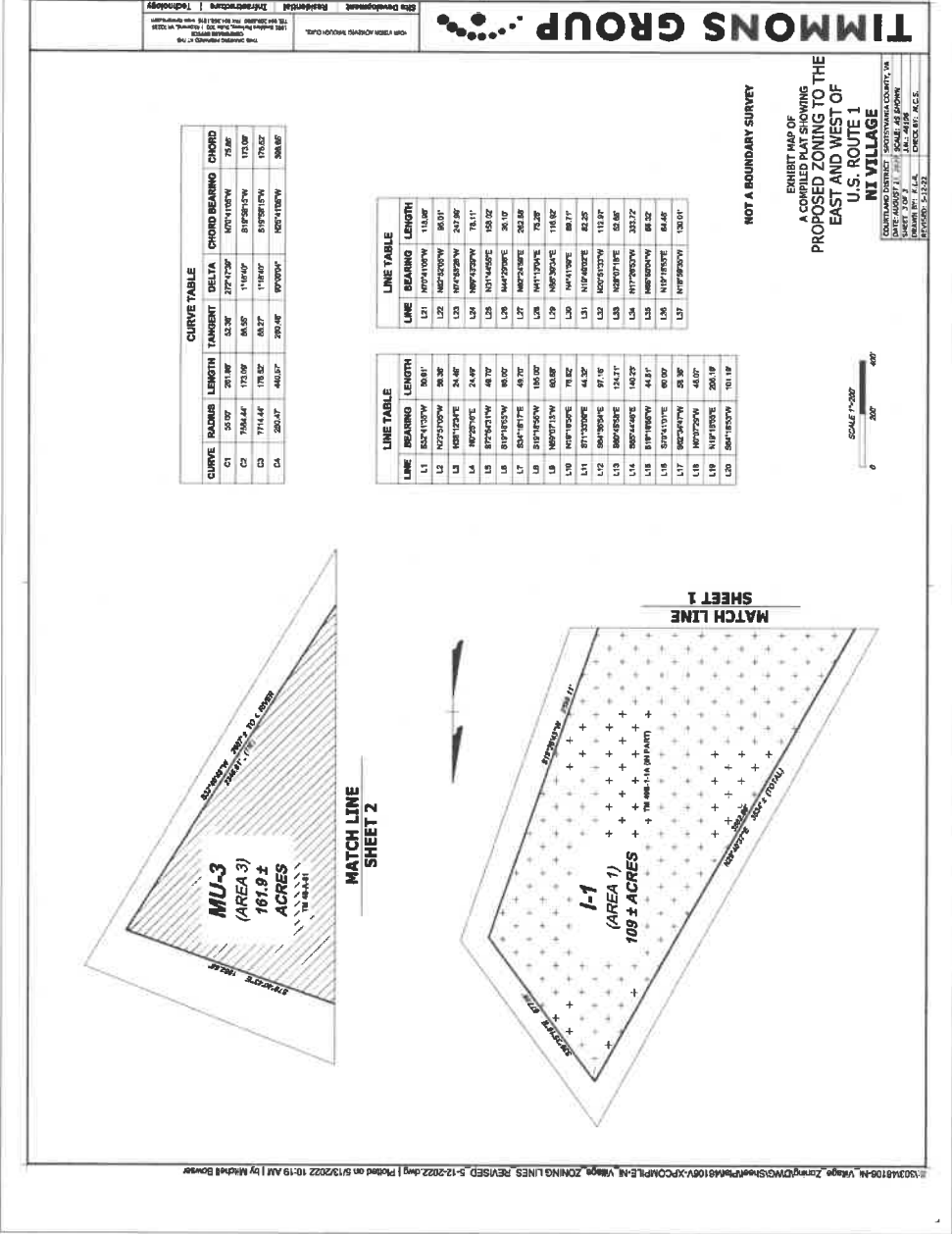


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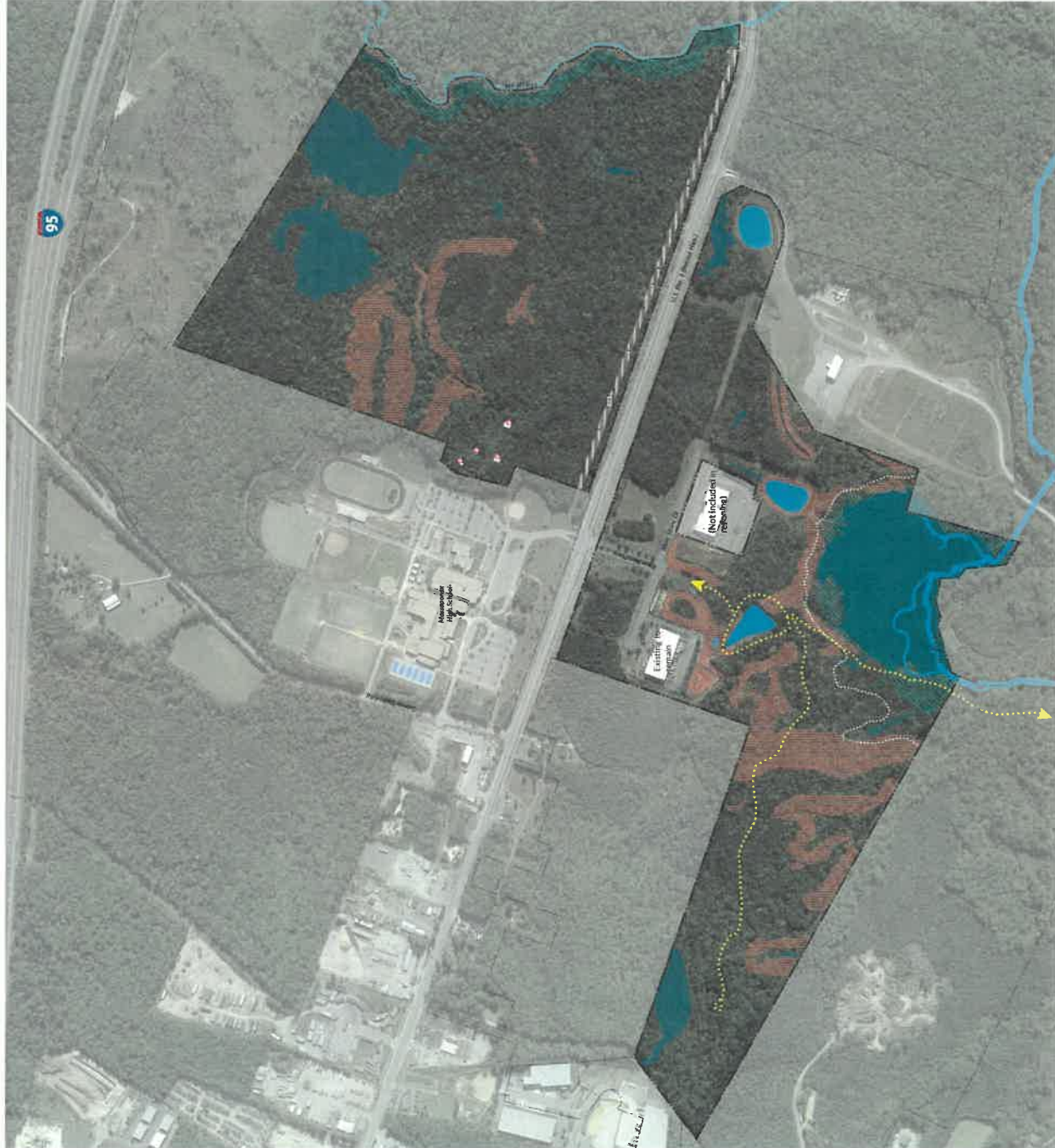
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 PROJECT: 5-1522
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 DATE: 11/07/2022
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 SCALE: 1"=200'
 DATE: 11/07/2022

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APPROVAL	DATE
AGENT, BOARD OF SUPERVISORS	



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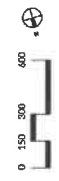
- 100 year floodplain
 - Existing Salamander Loop Trail
 - RPA (R)
 - NI River (R)
 - Existing stormwater pond (typ.)
 - Historical markers and artifacts
 - Overhead power easement
 - Wetlands (typ.)
 - Steep slopes (>15%)
- * Preliminary location. Full wetlands delineation to be conducted before site plan.
- ** Prior to the application of a site plan for development on the East Campus, the East Campus developer shall submit a site plan to the County Zoning Administrator for the purpose of the East Campus to be included in the site plan, to determine if cultural resources are located within such areas. In the event a cultural resource is located in such areas, the County Zoning Administrator shall be notified and the cultural resource decision, approval or restriction shall be updated based on such findings, as approved by the County Zoning Administrator at the time of site plan approval.



PROJECT NO. 2020-001
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 APPROVED BY: [Name]

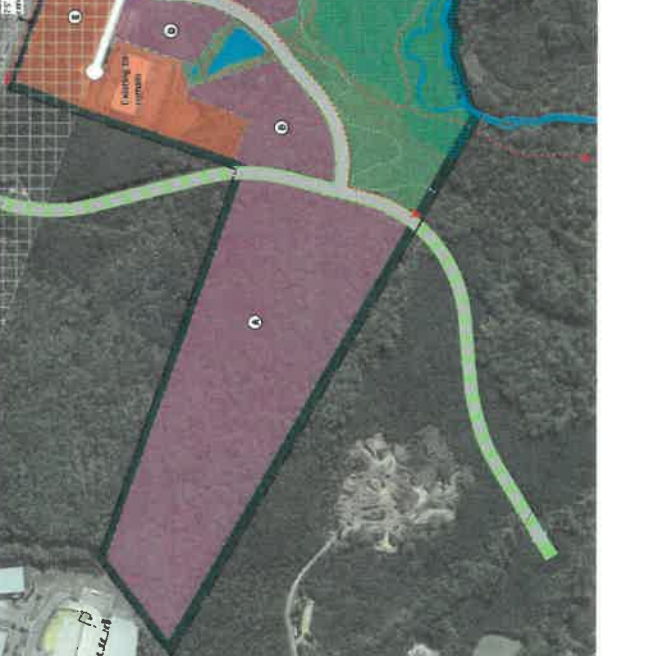
NI VILLAGE
 GENERAL DEVELOPMENT PLAN
 SPOTSYLVANIA COUNTY, VA
 AUGUST 26, 2020

EXISTING CONDITIONS PLAN
L01



Use Category**	MU-3	MU-4
General Business**	Office Retail/Trade or Supply Establishment Construction General Office and Shop Professional Office Administrative, Storage, Office, Utility	Office Major service establishment Scientific, research and development Professional office Wholesale trade establishment
Multi-Family Dwelling	Adult day care center Assisted living Nursing home Child care center Convalescence center Elder care center Senior center Child day care center	Convalescence home Elder care center Elder care center Nursing home Child day care center Senior center Child day care center
Public Facility	Art and craft studio Live performance Convention center Elder care center Elder care center Elder care center	Live and transient, labor Art and craft studio Open air market Performing arts establishment Retail store establishment Theater Vocational/training center
Vehicle Accommodations**	Hotel/motel Vacation home Mobile home	Hotel/motel Vacation home Mobile home

Use Category†	1-1
Commercial/Office†	Office Retail/Trade or Supply Establishment Construction General Office and Shop Professional Office Administrative, Storage, Office, Utility
Multi-Family Dwelling†	Adult day care center Assisted living Nursing home Child care center Convalescence center Elder care center Senior center Child day care center
Public Facility†	Art and craft studio Live performance Convention center Elder care center Elder care center Elder care center
Vehicle Accommodations†	Hotel/motel Vacation home Mobile home



Use	West Campus (MU-4, L-1) (Lots A, B, C, D, E, F, G, H)	East Campus (MU-3) (Lots J, K, L, M, N, O)
General Business**	1,000,000 SF max.	---
Residential (apartment dwelling, attached dwelling, detached dwelling)	500 units max.***	500 units max.***
Retail Sales, Service, Entertainment**	175,000 SF max.	---

See attached map to plan and apply for distribution with each site's development.
 *** Units developed must not be over 150 total residential units.

Permitted Uses†	Area
Commercial/Office†	41.36 ac. (A)
Warehouse/Storage†	74.2 ac. (B)
Total	59.56 ac. total

Permitted Uses†	Area
Public Facility	8.41 ac. (M)
Townhouse Dwelling	6.8 ac. (N)
Attached Dwelling	14.5 ac. (O)
General Business**	90.15 ac. total

Permitted Uses†	Area
Attached Dwelling	32.81 ac. (P)
Apartment Dwelling	3.7 ac. (Q)
General Business**	18.84 ac. (R)
Total	55.35 ac. total

Proposed Road Locations

- Wetland
- Perimeter buffer
- RPA (from GIS)
- Existing stormwater pond (type)
- Trails
- Highway Corridor (County Street)
- Roadplate (from GIS)

Minimum 5 acres of land set aside for potential County Street
 Any 5-acre parcels in the County CPD
 * Use first proposed for each acre intended for each use of land
 are not intended for final use permitted by right in such district, and
 is not a commitment to such use being represented in the final report.
 † All uses listed in the County Ordinance. Use categories in this table follow the County Ordinance.
 ** Units developed must not be over 150 total residential units.



CLIENT: LUCK REAL ESTATE PARTNERS
 PROJECT: GENERAL DEVELOPMENT PLAN
 DATE: AUGUST 26, 2020
 REVISION NO. 01-11
 PREPARED BY: [Name]
 CHECKED BY: [Name]
 APPROVED BY: [Name]

NI VILLAGE
 GENERAL DEVELOPMENT PLAN
 SPOTSYLVANIA COUNTY, VA
 AUGUST 26, 2020

LAND BAY PLAN
 102



Landscape Types

- A Existing street trees to remain
- B Proposed street trees (spaced at average of 50' on center)
- C 20' Type B Street Buffer (Type B minimum)

- D Existing overhead power equipment
- E Minimum 50' tree save buffer around perimeter of property (typical)

Sheet trees must be located outside of marked VDOT clear zone, and may not interfere with intersection line of sight. Details to be submitted at site plan.

	wetland		RMA
	existing trees to remain		Existing stormwater pond (typ.)
	development parcels		floodplain

Possible proposed road route (left/right) shown for representation purposes only.

Proposed road routes (see sheet L05 for public, streets and private streets) connections.

* The user may change right-of-way due to grading or road interior landscaping, other than street trees, is not prescribed. Landscape buffers are not proposed within the limits of the GPP. The user may change right-of-way due to grading or road interior landscaping, other than street trees, is not prescribed. Details to be submitted at site plan.



PROJECT NO. SPOTSD020-0001
DATE: 08-26-20
SCALE: AS SHOWN
DRAWN BY: J. L. LUCK
CHECKED BY: J. L. LUCK
APPROVED BY: J. L. LUCK

Trail Standards

The following trail types provide minimum standards for pedestrian access. Trail types and standards may vary slightly due to site conditions, etc.

10' shared use path*

* Trail location within buffer may change slightly due to site conditions, etc.

Existing Salamander Loop Trail to remain**

** Trail width may be increased at developer's discretion. Width shown is a minimum.

Secondary type**

** Trail width may be increased at developer's discretion. Width shown is a minimum.

Sidewalk

Sidewalks will be provided in accordance with the Final Plat and shall be at least 5 feet wide and shall be paved. Sidewalks shall be at least 5 feet wide and shall be paved. Sidewalks shall be at least 5 feet wide and shall be paved. Sidewalks shall be at least 5 feet wide and shall be paved.

Min. 500 SF of paved parking and minimum 100 SF of paved storage (final location to be determined)

Legend:

- wetland
- open space
- development parcels
- proposed pedestrian connection to adjacent property
- Proposed roads
- RA
- Existing easement (not NPS)
- Proposed crosswalk (off-property)
- Proposed floodplain
- Possible proposed road routes (off-property, shown for reference only)

Use	Min. Number of Bicycle "links"
Townhouse dwelling	1 per amenity space
Detached dwelling	1 per 10,000 SF
Office	1 per 50 parking spaces or 1 per 50 employees, whichever is less
Industrial/ flex	1 per 2 dwelling units
Apartment dwelling	1 per 2 dwelling units

* Interior bicycle parking/storage to be dictated by user
 Bicycle racks shall have a minimum capacity of two bicycles



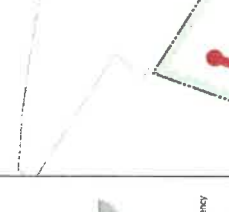
- Site Access:**
 - PA1:** Existing off-access intersection (align with Lick Stone entrance)
 - PA2:** Proposed limited access (future divided highway)
 - PA3:** Existing right-of-way intersection at River Run Pkwy
 - PA4:** Proposed 300' turn lane with taper (per recommendations in TIA, shown for reference)
 - 501:** Site Driveway 1 - 1,000 vehicles per day (see TIA for additional details)
 - 502:** Site Driveway 2 - 2,000 vehicles per day (see TIA for additional details)
 - 503:** Site Driveway 3 - 9,000 vehicles per day (see TIA for additional details)
 - 504:** Proposed roundabout at end of private right-of-way to conform with VDOT standards (see TIA for additional details)
- Welland:** welland
- Open Space:** open space
- Existing Stormwater Pond (SP):** Existing stormwater pond (SP)
- RPA (CS):** RPA (CS)
- Development Parcel:** development parcel
- Floodplain (CS):** Floodplain (CS)

Proposed public road (see VDOT standards below. Details for each road to be submitted at site plan)

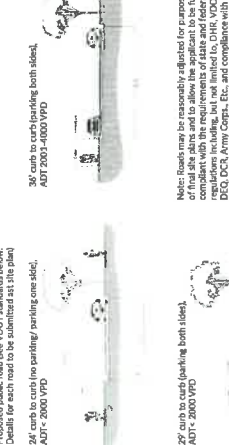
- 2x:** 2x cars to curb (no parking/ parking one-sided), ADOT, 2000 VPD
 - 3x:** 3x cars to curb (parking both sides), ADOT, 2003-10000 VPD
- Notes:** Road may be reconfigurable (subject to approval of final site plan, and to allow the applicant to be fully compliant with the requirements of state and federal agency DOT, DCJ, Army Corps, etc. and coordinate with the requirements of the County development regulations and other applicable laws. All proposed road alignments are subject to the approval of the County's Zoning Administrator, and in no event shall approved alignments to the GDP reduce the applicant from providing any of the parking.

Street Standards & Site Access

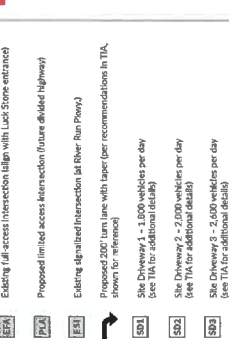
- Existing public road to remain**
- Proposed private road. See minimum standards below. Streets shown as minimum only, dimensions may be exceeded at developer's discretion.**
- No street parking**



Request/connector to be shown in blue. Upon approval of the final site plan for the portion of the Property to be reserved in an area shall be reserved on such a basis as to be consistent with the current zoning ordinance and vehicle connection from the Property to the adjoining properties to the north having current zoning of R-4. The 'Adjoining Properties' subject to a cross-access and maintenance agreement between the Applicant and Adjoining Properties are shown in yellow. After final approval, to ensure a cross-access and maintenance agreement between the Applicant and Adjoining Properties are shown in yellow. After final approval, the Applicant shall no longer be required to reserve a portion of the Property to be reserved in an area shall be reserved on such a basis as to be consistent with the current zoning ordinance for a connection to from Adjoining Properties.



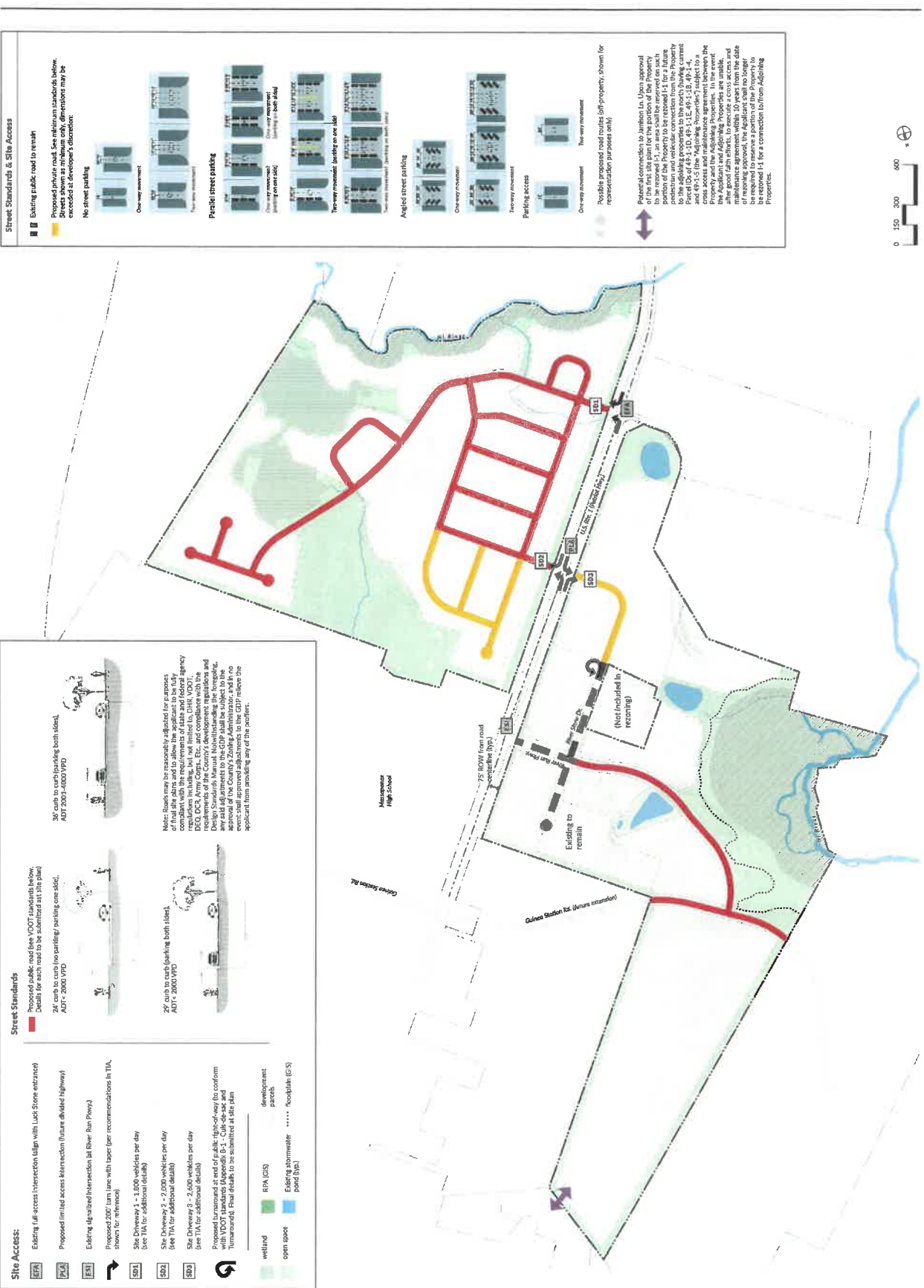
Request/connector to be shown in blue. Upon approval of the final site plan for the portion of the Property to be reserved in an area shall be reserved on such a basis as to be consistent with the current zoning ordinance and vehicle connection from the Property to the adjoining properties to the north having current zoning of R-4. The 'Adjoining Properties' subject to a cross-access and maintenance agreement between the Applicant and Adjoining Properties are shown in yellow. After final approval, to ensure a cross-access and maintenance agreement between the Applicant and Adjoining Properties are shown in yellow. After final approval, the Applicant shall no longer be required to reserve a portion of the Property to be reserved in an area shall be reserved on such a basis as to be consistent with the current zoning ordinance for a connection to from Adjoining Properties.



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REVISION NO. 10-13-21
REVISION DATE 03-13-22
REVISIONS Revised per County comments





DATE	11/11/2023	REVISED PER COUNTY COMMENTS
DATE	11/11/2023	REVISED PER COUNTY COMMENTS
DATE	11/11/2023	REVISED PER COUNTY COMMENTS
DATE	11/11/2023	REVISED PER COUNTY COMMENTS

TIMMONS GROUP

NI VILLAGE
UTILITY INFORMATION PLAN
BERKELEY DISTRICT - SPOTSWYLDIA COUNTY - VIRGINIA

SCALE: 1"=500'

DESIGNED BY: L. MALLS
CHECKED BY: M. DOWSER
DATE: 11/11/2023

THIS DRAWING IS THE PROPERTY OF TIMMONS GROUP AND IS NOT TO BE REPRODUCED OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF TIMMONS GROUP.

PRELIMINARY UTILITY CONNECTIONS NARRATIVE

MULTIPLE UTILITY CONNECTION LOCATIONS WILL BE SHOWN FOR THE PROPOSED DEVELOPMENT. ONE CONNECTION LOCATION WILL BE SHOWN FOR EACH UTILITY TYPE. THE LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS. THE LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS. THE LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS.

ESTIMATED SANITARY SEWER DEMAND

Land Use	Design Units	Flow / Unit	Peak Daily Flow	Peak Hourly Flow
Residential	80	1.500	120.00	15.00
Multi-Family Residential	100	0.172	17.20	2.15
Office	10	1.500	15.00	1.88
Commercial	10	1.500	15.00	1.88
General Retail	10	1.500	15.00	1.88
TOTAL			182.20	22.71

- SANITARY NOTES:**
- SANITARY FLOWS WERE ESTIMATED USING DESIGN DEMANDS FROM THE SPOTSWYLDIA COUNTY DESIGN MANUAL.
 - THE NUMBER OF UNITS PER LAND USE IS AN ESTIMATED VALUE AND IS SUBJECT TO CHANGE PER LOCAL SITE DESIGN.
 - THE FLEX INDUSTRIAL LAND USE WAS ASSUMED TO BE MEDIUM DENSITY.
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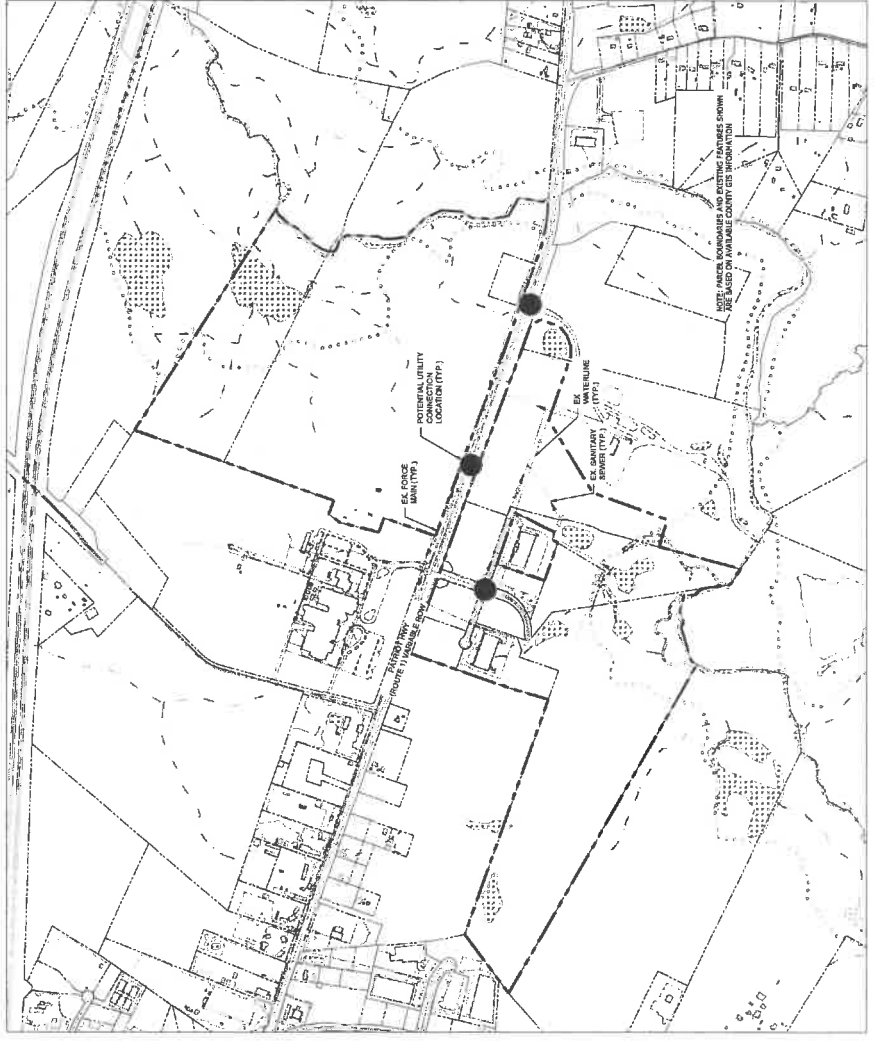
ESTIMATED WATER DEMAND

Land Use	Design Units	No. Units	Flow / Unit	Peak Daily Demand	Peak Hourly Demand
Residential	80	80	1.500	120.00	15.00
Multi-Family Residential	100	100	0.172	17.20	2.15
Office	10	10	1.500	15.00	1.88
Commercial	10	10	1.500	15.00	1.88
General Retail	10	10	1.500	15.00	1.88
TOTAL				182.20	22.71

- WATER NOTES:**
- WATER AND SEWER DEMAND CONSTRUCTION DEMANDS FROM THE SPOTSWYLDIA COUNTY DESIGN MANUAL.
 - THE NUMBER OF UNITS PER LAND USE IS AN ESTIMATED VALUE AND IS SUBJECT TO CHANGE PER LOCAL SITE DESIGN.
 - THE FLEX INDUSTRIAL LAND USE WAS ASSUMED TO BE MEDIUM DENSITY.
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IMPORTANT NOTE:

THESE UTILITY CONNECTIONS ARE SHOWN FOR INFORMATIONAL PURPOSES ONLY. THE EXACT LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS. THE LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS.



POTENTIAL UTILITY CONNECTION LOCATIONS

SCALE: 1"=500'

0 500 1000'

APPROVAL

AGENT, BOARD OF SUPERVISORS

DATE

THE POTENTIAL UTILITY CONNECTIONS SHOWN ON THIS SHEET ARE APPROXIMATE. THE EXACT LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS. THE LOCATION OF EACH UTILITY CONNECTION WILL BE BASED ON THE UTILITY LOCATION SHOWN ON THE PLANS.



DATE	10/27/2021	REVISION	REVISED PER COUNTY COMMENTS
DATE	8/12/2021	REVISION	REVISED PER COUNTY COMMENTS
DATE	8/12/2021	REVISION	REVISED PER COUNTY COMMENTS

YOUR VISION ACHIEVED THROUGH OURS.
 1001 Bowers Parkway, Suite 500 | Richmond, VA 23226
 TEL: 804.705.5500 FAX: 804.580.1010 WWW.TIMMONSGROUP.COM

TIMMONS GROUP

NI VILLAGE
 STORMWATER MANAGEMENT PLAN
 BERKELEY DISTRICT - SPOTSWYLDIA COUNTY - VIRGINIA

SHEET NO. 462106
 DATE 03.20

PRELIMINARY STORMWATER MANAGEMENT CALCULATIONS

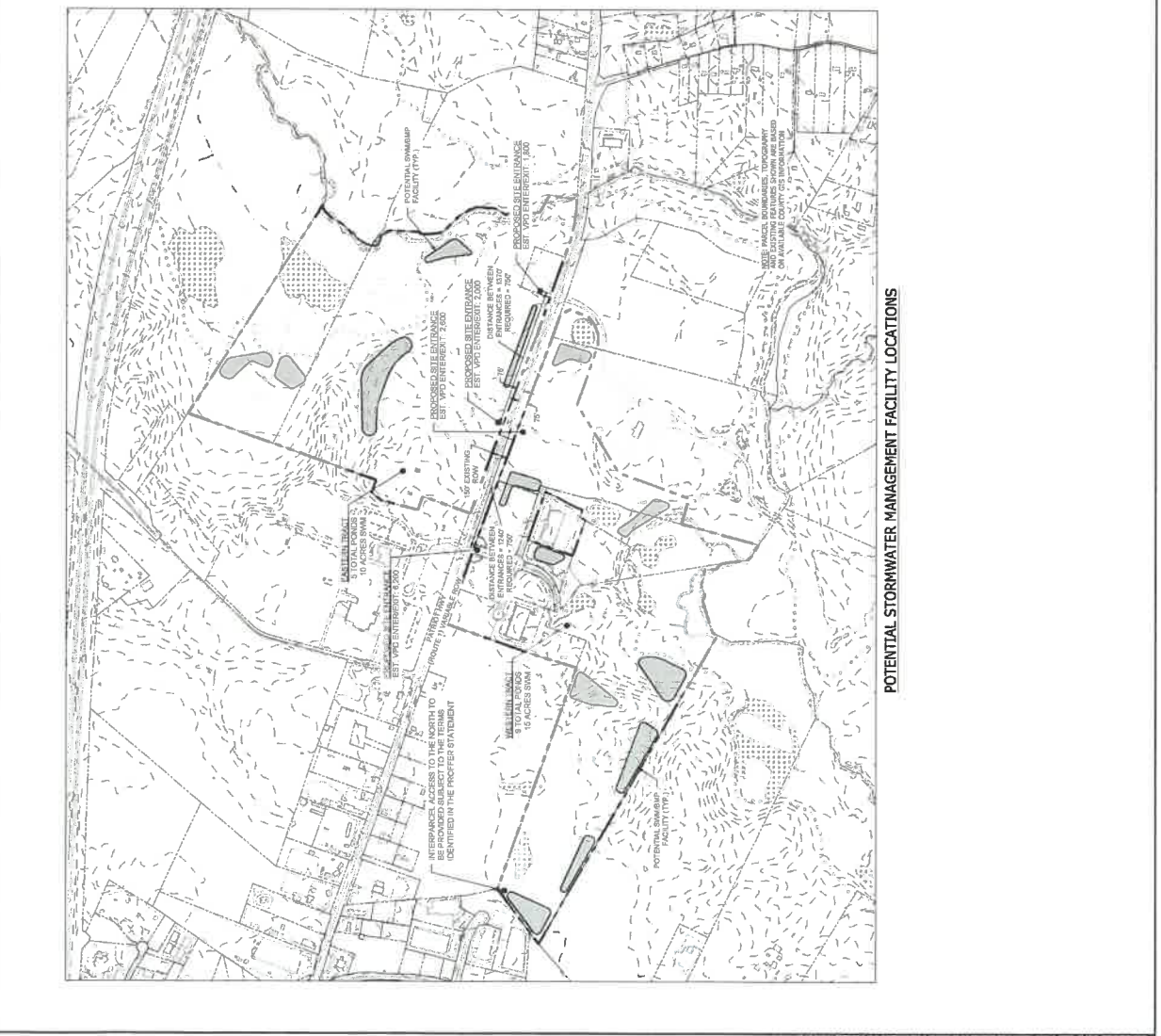
Project Information:
 Project Name: NI Village
 Project Location: Berkeley District - Spotsylvania County, Virginia
 Client: [Redacted]

Site Information:
 Total Area: 11.8865 Acres
 Impervious Area: 8.1177 Acres
 Permeable Area: 3.7688 Acres
 Runoff Coefficient (C): 0.75

Runoff Coefficient (C)	Area (Acres)	Runoff Volume (cu ft)
0.75	8.1177	1,390,000
0.25	3.7688	1,150,000
Total	11.8865	2,540,000

Retention Volume:
 Required Retention Volume: 1,390,000 cu ft
 Available Retention Volume: 1,390,000 cu ft

Retention Facility Details:
 Facility Name: NI Village Stormwater Retention Facility
 Capacity: 1,390,000 cu ft
 Location: [Redacted]



PRELIMINARY STORMWATER MANAGEMENT & EROSION CONTROL NARRATIVE:
 THE PROPOSED DEVELOPMENT IS SUBJECT TO STATE OF THE ART STORMWATER MANAGEMENT REGULATIONS THAT PRIORITIZE WATER QUALITY AND WATER QUANTITY REQUIREMENTS. PROPOSED FACILITIES ARE DESIGNED TO BE UTILIZED THROUGHOUT THE SITE TO MEET STATE AND LOCAL STORMWATER REQUIREMENTS.

THIS NARRATIVE DESCRIBES THE PROPOSED FACILITIES FOR ANY DEVELOPMENT TO BE LOCATED ON THIS SITE. THE CALCULATION PROVIDED ON THE SHEET IS FOR INFORMATION ONLY AND DOES NOT CONSTITUTE AN INVESTIGATION OR WARRANTY OF ANY KIND. THE DESIGNER DOES NOT WARRANT THE ACCURACY OF THE INFORMATION PROVIDED FOR THE PROPOSED DEVELOPMENT. THE DESIGNER'S LIABILITY IS LIMITED TO THE PROFESSIONAL SERVICES PROVIDED. THE DESIGNER SHALL NOT BE RESPONSIBLE FOR ANY DAMAGE TO PERSONS OR PROPERTY, INCLUDING BUT NOT LIMITED TO, CONSEQUENTIAL DAMAGES, ARISING FROM OR OUT OF THE USE OF THE INFORMATION PROVIDED. THE DESIGNER'S LIABILITY IS LIMITED TO THE PROFESSIONAL SERVICES PROVIDED.

EROSION CONTROL AND SEDIMENT CONTROL MEASURES FOR THE PROPOSED DEVELOPMENT MUST MEET ALL APPLICABLE REGULATIONS AND REQUIREMENTS. THE REQUIREMENTS LISTED IN THE "VIOLATION EROSION AND SEDIMENT CONTROL" HANDBOOK (VERSION).

POTENTIAL STORMWATER MANAGEMENT FACILITY LOCATIONS



APPROVAL	DATE
AGENT, BOARD OF SUPERVISORS	

SCALE:
 ALL CALCULATIONS AND POTENTIAL STORMWATER FACILITY LOCATIONS SHOWN ON THIS SHEET ARE APPROXIMATE IN NATURE AND ARE SHOWN FOR INFORMATIONAL PURPOSES ONLY. FINAL ENGINEERING DESIGN AND REVIEW IS REQUIRED PRIOR TO SITE PLAN APPROVAL.

THIS DRAWING IS THE PROPERTY OF TIMMONS GROUP AND IS TO BE USED FOR THE PROJECT AND SITE SPECIFICALLY IDENTIFIED ON THE DRAWING. IT IS NOT TO BE REPRODUCED, COPIED, REPRODUCED, OR TRANSMITTED IN ANY FORM OR BY ANY MEANS, ELECTRONIC OR MECHANICAL, INCLUDING PHOTOCOPYING, RECORDING, OR BY ANY INFORMATION STORAGE AND RETRIEVAL SYSTEM, WITHOUT THE WRITTEN PERMISSION OF TIMMONS GROUP.

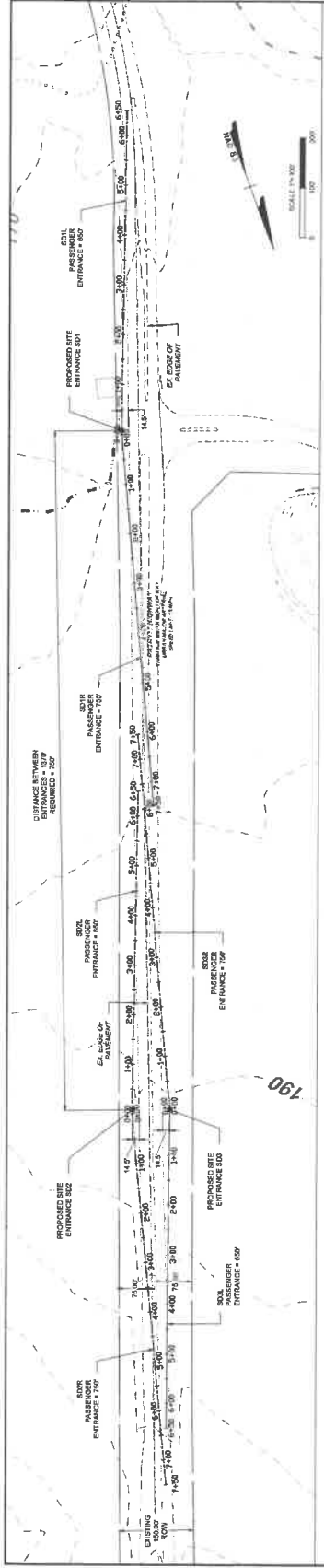


THIS DRAWING PREPARED BY THE CONSULTING ENGINEER AT THE OFFICE OF THE CONSULTING ENGINEER, 1001 PARKWAY DRIVE, SUITE 200, FARMERSVILLE, VA 22525. TEL: 540-525-0500 FAX: 540-525-0510 WWW.TIMMONSGROUP.COM

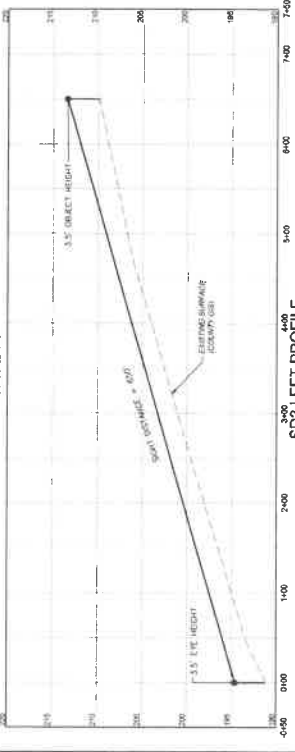
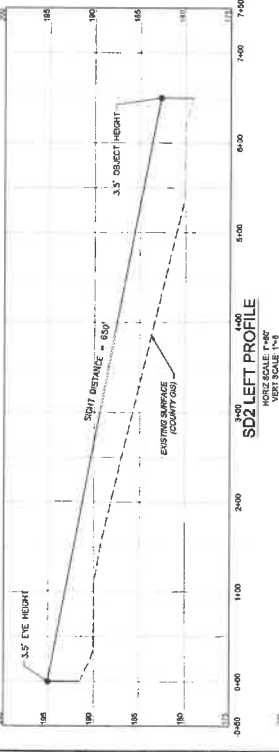
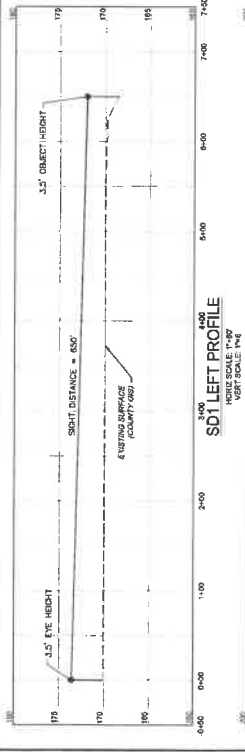
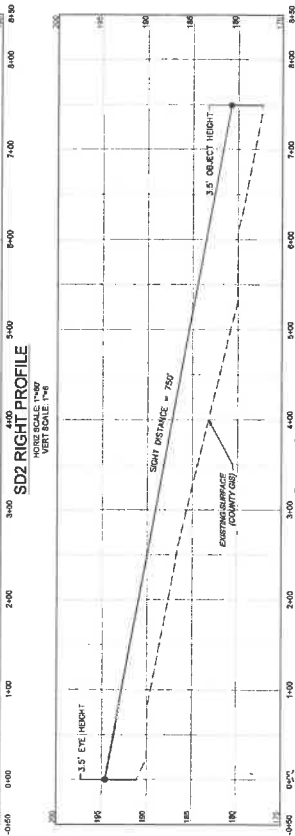
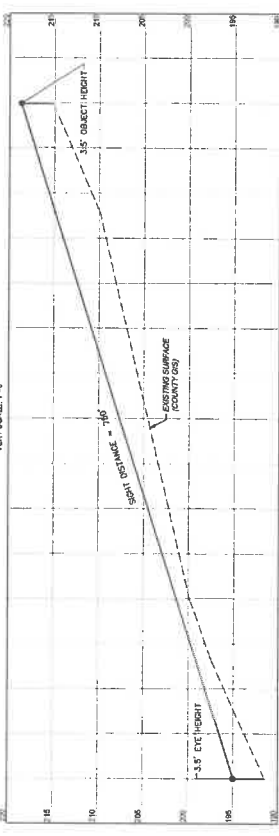
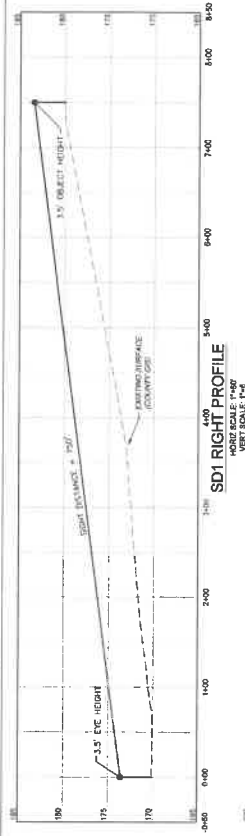
REVISION DESCRIPTION
 DATE
 DRAWN BY
 CHECKED BY
 ESTIMATED BY
 SCALE
 SHEET NO.

DATE: 1/1/2017
 DRAWN BY: L. MALLS
 CHECKED BY: M. BOWSER
 ESTIMATED BY: M. BOWSER
 SCALE: AS SHOWN
 SHEET NO: 88

PROJECT: NI VILLAGE
 LOCATION: BERKELEY DISTRICT - SPOTSWYLDIA COUNTY - VIRGINIA
 DRAWING TITLE: SIGHT DISTANCE PLAN
 DRAWING NO: 46206
 SHEET NO: 88 OF 88
 SCALE: AS SHOWN



PROPOSED ENTRANCE SIGHT DISTANCE PLAN



NOTE: PARCEL BOUNDARIES, TOPOGRAPHY AND EXISTING FEATURES SHOWN ARE BASED ON THE MOST RECENT AVAILABLE DATA. SCALE: SHORT DISTANCES WERE OBTAINED AS UNOBTAINED IN THE FIELD.

Ni Village
Case R20-0010
GDP Narrative

EXHIBIT B
Design Guidelines
(See attached)



Ni Village

Design Guidelines

November 2022
Spotsylvania County, Virginia

Land Developer:



Landscape Architects/Planners:



Civil Engineers:



Attorneys:



Traffic Engineers:



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Warehouse/storage (I-1)	5
Industrial/Flex (I-1)	6
General Building (MU)	7
Apartment Building (MU)	8
Townhouse Building (MU)	9
Detached House (MU)	10
Attached House (MU)	11
Mixed Use Building (MU)	12



J. Barber Moving & Storage Co. building (existing)

Architectural Requirements:

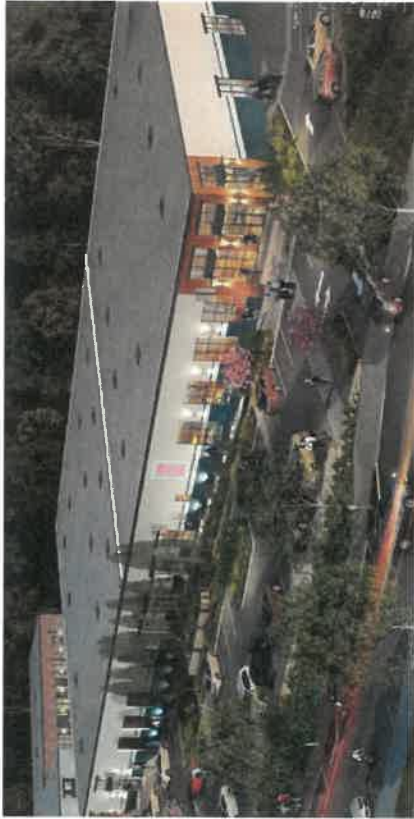
Buildings shall have a minimum of 2 of the following elements:

- Enhanced architecture at the main building entrance (storefront windows, awning, bump-out in facade, etc.)
- Outdoor seating area
- Enhanced architecture (e.g. faux windows) on street-facing facade when within 20' of street



Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types
Warehouse/storage (I-1)



Architectural Requirements:

Buildings shall have a minimum of 2 of the following elements:

- Enhanced architecture at the main building entrance (storefront windows, awning, bump-out in facade, etc.)
- Outdoor seating area for employees
- Enhanced architecture (e.g. faux windows) on street-facing facade when within 20' of street



Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types
Industrial/Flex (I-1)



Architectural Requirements:

Buildings shall have a minimum of 2 of the following elements:

- Enhanced architecture at the building entrance (storefront windows, awning, bump-out in facade, etc.)
- Outdoor seating area for employees
- Enhanced architecture (e.g. faux windows) on street-facing facade when within 20' of street



Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types

General Building (MU)



Architectural Requirements:

All HCOD applicable buildings will be subject to all applicable HCOD design standards.

Buildings shall have a minimum of 2 of the following elements:

- Enhanced architecture at the building entrance (storefront windows, awning, bump-out in facade, etc.)
- Outdoor seating area for customers
- A portion of primary facades shall be masonry/premium veneer (stone, brick, cast stone, wood, HardiePlank, etc.)

Example elevations of possible development (where in HCOD, shall comply with requirements) (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types
Apartment Building (MU)



Architectural Requirements:

- All buildings shall incorporate:
 - A portion of total facade area shall be masonry or premium veneer (stone, brick, cast stone, wood, HardiePlank, etc.)
 - A minimum of 2 of the following elements: balconies, enclosed ground-floor patios, gabled roofs, covered balconies, articulated facades, dormer windows, etc.
 - Minimum 80% of units shall have private balconies or porches



Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types
Townhouse Building (MU)



Architectural Requirements:

- All buildings shall incorporate:
 - A portion of front facades shall be masonry or premium veneer (stone, brick, cast stone, wood, HardiePlank, etc.)
 - A minimum of 2 of the following elements: front porch, covered stoop, recessed entry, decorative trusses, rear seating area, shared front porch, articulated front roofline.



Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types
Detached House (MU)



Architectural Requirements:
All buildings shall incorporate:
- A portion of front facades shall be masonry or premium veneer (stone, brick, cast stone, wood, HardiePlank, etc.)
- A minimum of 2 of the following elements: front porch, covered stoop, recessed entry, decorative trusses, bump-out window, articulated roofline, rear seating area, shared front porch, eyebrow roof, faux windows.

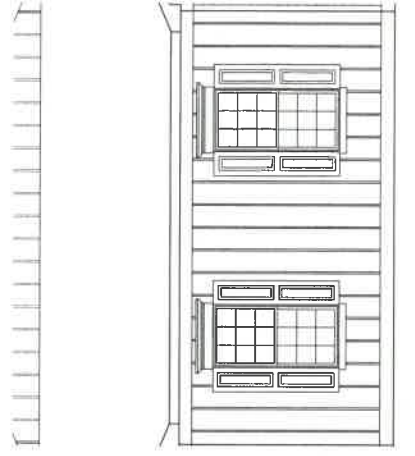


Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)



Architectural Requirements:

- All buildings shall incorporate:
 - A portion of front facades shall be masonry or premium veneer (stone, brick, cast stone, wood, HardiePlank, etc.)
 - A minimum of 2 of the following elements: covered stoop, covered porch, recessed entry, decorative trusses, articulated roofline, rear seating area, faux windows.



Example elevations of possible development (shown for example only, elevations shall be submitted and approved at site plan review)

Building Types
 Mixed Use Building (MU)



Architectural Requirements:

All HCOD applicable buildings will be subject to all applicable HCOD design standards.

Buildings shall have a minimum of 2 of the following elements:

- Enhanced architecture at the building entrance (storefront windows, awning, bump-out in facade, articulated parapet, etc.)
- Outdoor seating area for customers
- A portion of primary facades shall be masonry/premium veneer (stone, brick, cast stone, wood, HardiePlank, etc.)



Example elevations of possible development (where in HCOD, shall comply with requirements) (shown for example only, elevations shall be submitted and approved at site plan review)

Ni Village
Case R20-0010
GDP Narrative

EXHIBIT C
Proffered Conditions
(See attached)

VOLUNTARY PROFFER STATEMENT
Case #R20-0010

Applicant: Ni Village, LLC
515 Stone Mill Drive
Manakin-Sabot, Virginia 23103

Current Property Owners: Ni Village, LLC;
River Run Owners Association, Inc. c/o Luck Real Estate Ventures;
Barber Property Management LLC;
Luck Stone Corporation; and
Luck IV Family Real Estate Fund, LLC

(Applicant and Current Property Owners, collectively, the "Applicant")

Project Name: Ni Village

The Property: Tax Map Parcels 49-15-5; 49-15-6; 49-15-7; 49-15-10; 49-15-11; 49-15-A; 49-15-B; 49-15-C; 49-16-8; 49-16-9; 49-A-70 (in part); 49-A-71; 49-A-81; 49-A-82; and 49B-1-1A (in part) in Spotsylvania County, Virginia (the "County") consisting in the aggregate of approximately 325 acres (the "Property"), all as shown on the attached GDP (as defined below), as more particularly described herein.

Current Zoning: Planned Development Commercial (PDC) and Village Commercial (VC).

Rezoning Request: Industrial 1 (I-1) District, and Mixed Use Sub-Districts Residential Mixed Use (MU-3) and Mixed Use Low (MU-4).

GDP: Generalized Development Plan, entitled "GENERALIZED DEVELOPMENT PLAN FOR NI VILLAGE, BERKELEY MAGISTERIAL DISTRICT, SPOTSYLVANIA COUNTY, VIRGINIA", prepared by Timmons Group, dated November 10, 2020, as last revised November 8, 2022 and attached hereto as Exhibit A (the "GDP").

Design Guidelines: Design Guidelines prepared by CiteDesign, entitled "NI VILLAGE DESIGN GUIDELINES" and dated November 2022 and attached hereto as Exhibit B (the "Design Guidelines").

Date: November 8, 2022

File No.: R20-0010

Applicant's Agents: Andrew M. Condlin, Esq. and Kim Lacy, Esq.
1519 Summit Ave, Suite 102, Richmond, VA 23239, (804) 441-8440
Email: acondlin@rothjackson.com
Email: klacy@rothjackson.com

I. GENERAL OVERVIEW

The Applicant requests the rezoning of the Property from Planned Development Commercial (PDC) and Village Commercial (VC) Districts to Industrial 1 (I-1) District (approximately 109 acres), and Mixed Use Sub-Districts MU-3 Residential Mixed Use (MU-3) (approximately 161.9 acres), and Mixed Use Low (MU-4) (approximately 54.2 acres) to enable the Applicant, or its successors or assigns, to structure a development plan for Ni Village (the “Development” or the “Project”) that includes a strong design intent to create harmony but not uniformity, maintains density, includes a focus on economic development, and creates a live, work, shop, and play community that can accommodate the projected residential growth and desired commercial development in the County, and respect and harness the natural topographic features of the Property. As used herein, the “East Campus” includes the portions of the Property located to the east of Patriot Highway to be rezoned to MU-3, and the “West Campus” includes the portions of the Property located to the west of Patriot Highway to be rezoned I-1 and MU-4, all as generally shown on the GDP attached hereto as Exhibit A.

The Applicant, on behalf of itself, its successors and assigns, makes these Proffers voluntarily in support of the rezoning application and agrees that the development of the Project will be in conformance with the Design Guidelines and GDP (as more particularly described herein and attached hereto) and the voluntary proffered conditions provided herein, and such voluntary proffered conditions are being provided pursuant to Sections 15.2-2303, et seq. of the Code of Virginia (1950) as amended, and Section 23-4.6.3 of the Zoning Ordinance of Spotsylvania County (1955) as amended (collectively, the “Proffers”). The Proffers shall be effective only upon the County’s full and final approval of this rezoning application, File No. R20-0010 Ni Village, and upon such approval the Proffers shall supersede and replace any and all prior proffered conditions now or previously affecting the Property including without limitation, those proffers and zoning conditions set forth in the Voluntary Proffer Statement applicable to Rezoning Case Number R10-0002 dated August 23, 2011 and last revised October 11, 2011, a copy of which is recorded in the County Clerk’s Office as Instrument No. 201100020890.

II. LAND USE AND GENERAL DEVELOPMENT PLAN

a. Generalized Development Plan. The Property, including all community areas, uses and features shall be developed in conformance with the GDP. Notwithstanding the foregoing, all parcel lines, parcel and lot sizes, access points, building or home sizes, building locations, public road designs and locations, private driveway and road designs and locations, parking lot designs and configurations, inter-parcel connections, resource protection areas (“RPAs”), wetland areas, utility designs and locations, stormwater management facilities and designs, amenities, waste facilities, proposed street trees locations, pedestrian and bicycle pathway locations, and dimensions of open space or other undeveloped areas shown on the GDP may be reasonably adjusted for purposes of the final site plan or subdivision plans to allow full compliance with federal and state agency regulations including, but not limited to, the Virginia Department of Historic Resources (“DHR”), Virginia Department of Transportation (“VDOT”),

{01463143;v3}

the Virginia Department of Environmental Quality (“DEQ”), the U.S. Army Corps of Engineers, and the County’s Zoning Ordinance, Subdivision Ordinance, and Design Standards Manual. Notwithstanding the foregoing, any material adjustments to the GDP shall be subject to the approval of the County’s Zoning Administrator, and in no event shall approved adjustments to the GDP relieve the Applicant or Owner from providing any of the Proffers.

b. Design Guidelines. The feel of the Project will be achieved with quality materials, finishes, design elements and a variety of unique architectural styles, building types, textures, and colors, but providing a commonality of quality materials, finishes and styles throughout the Project in conformance with the Design Guidelines. The Design Guidelines provide conceptual illustrations of the dwelling units, design features and building types to be located in Ni Village, which design elements, design or architectural styles may be reasonably adjusted at the construction stage of development if such materials are no longer reasonably available, manufactured or produced, all subject to an advisory review by the County’s Zoning Administrator, and to allow full compliance with federal and state agency regulations and compliance with the requirements of the County’s Zoning Ordinance and Design Standards Manual. Notwithstanding the foregoing, any material adjustments to the Design Guidelines shall be subject to the approval of the County’s Zoning Administrator, and in no event shall approved adjustments to the Design Guidelines relieve the Applicant or Owner from providing any of the Proffers.

c. Density. A variety of residential building types shall be permitted on the Property, including detached houses, attached houses, townhouses, apartments, and mixed use buildings, with the maximum density on the Property not to exceed nine hundred fifty (950) residential units in the aggregate, with no more than five hundred (500) residential units on either the West Campus or the East Campus, which would result in a pro rata reduction of the maximum number of residential units permitted on the remainder of the Property. This restriction on density shall not include any residential units located in a nursing home or assisted living facility, however, residential density shall be reduced by the equivalent of the traffic impact resulting from the addition of residential units located in a nursing home or assisted living facility.

d. Access. Direct vehicular access to and from Patriot Highway shall be provided by a minimum of two (2) entrances/exits from Patriot Highway to and from the East Campus, and by a minimum of two (2) entrances/exits from Patriot Highway to and from the West Campus. The location of each access shall be in conformance with the GDP, with final approvals by the County and VDOT.

e. Shared Access. Upon approval of the first site plan for the portion of the Property to be rezoned I-1, an area shall be reserved on such portion of the Property to be rezoned I-1 for a future pedestrian and vehicular connection from the Property to the adjoining properties to the north (having current Parcel IDs of 49-1-1D, 49-1-1E, 49-1-1B, 49-1-4, and 49-1-5 (the “Adjoining Properties”) subject to a cross access and maintenance agreement between the Property and the Adjoining Properties. In the event the Applicant and Adjoining Properties are unable, after good faith efforts, to execute a cross access and maintenance agreement within {01463143;v3}

10 years from the date of rezoning approval, the Applicant shall no longer be required to reserve a portion of the Property to be rezoned I-1 for a connection to/from Adjoining Properties.

f. Uses and Development Standards.

i. Within the areas of the West Campus to be rezoned MU-4, as shown on the GDP:

1. Apartment Buildings. Apartment buildings shall be permitted subject to the following:

- a. Architectural Standards. Apartment buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
- b. Gated Entrance. Any primary vehicular access entrance for a project with apartment buildings shall be gated or otherwise have controlled access.
- c. Recreational Amenities. Prior to the issuance of the first residential unit receiving a final certificate of occupancy, the developer shall provide a minimum 5,000 square foot clubhouse and a fitness center. Prior to the issuance of the two hundred fiftieth (250th) residential unit receiving a final certificate of occupancy, the developer shall provide a swimming pool and a minimum of three (3) of the following amenities: outdoor grilling areas, children's playground, dog park, or outdoor seating/gathering areas, (collectively, the "West Campus Amenities").

2. General Buildings. General buildings shall be permitted subject to the following:

- a. Architectural Standards. General buildings shall be developed consistent with the elevations set forth in the Design Guidelines.

3. Attached Homes. Attached homes shall be permitted subject to the following:

- a. Architectural Standards. Attached homes shall be developed consistent with the elevations set forth in the Design Guidelines.

4. Townhouse Buildings. Townhouse buildings shall be permitted subject to the following:
 - a. Architectural Standards. Townhouse buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
5. Mixed Use Buildings. Mixed use buildings shall be permitted subject to the following:
 - a. Architectural Standards. Mixed use buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
- ii. Within the areas of the West Campus to be rezoned I-1, as shown on the GDP:
 - a. Commercial/Office. Commercial/Office buildings shall be permitted subject to the following:
 - i. Architectural Standards. Commercial/Office buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 - b. Warehouse/Storage. Warehouse/Storage buildings shall be permitted subject to the following:
 - i. Architectural Standards. Warehouse/Storage buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
 - c. Industrial/Flex. Industrial/flex buildings shall be permitted subject to the following:
 - i. Architectural Standards. Industrial/flex buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
- iii. Within the areas of the East Campus to be rezoned MU-3, as shown on the GDP:
 1. Detached Homes. Detached homes shall be permitted subject to the following:

- a. Architectural Standards. Detached homes shall be developed consistent with the elevations set forth in the Design Guidelines.
2. Attached Homes. Attached homes shall be permitted subject to the following:
 - a. Architectural Standards. Attached homes shall be developed consistent with the elevations set forth in the Design Guidelines.
3. Townhouse Buildings. Townhouse buildings shall be permitted subject to the following:
 - a. Architectural Standards. Townhouse buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
4. General Buildings. General buildings shall be permitted subject to the following:
 - a. Architectural Standards. General buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
5. Apartment Buildings. Apartment buildings shall be permitted subject to the following:
 - a. Architectural Standards. Apartment buildings shall be developed consistent with the elevations set forth in the Design Guidelines.
6. Recreational Amenities. For purposes of the detached homes, attached homes, apartment buildings and townhouse buildings to be constructed on the East Campus, the Applicant, its successors or assigns, shall provide at a minimum, four (4) of the following amenities: nature trails (not otherwise identified on the GDP), outdoor fitness stations, children’s playground, community gardens, pocket parks, or outdoor benches/seating areas (“East Campus Amenities”).

g. Phasing.

- i. The developer of residential units of the West Campus shall provide the following improvements prior to the issuance of the first certificate of occupancy for a residential unit on the West Campus:
 1. the West Campus Site Driveway 3 Entrance Improvements; and
 2. the Covenants.
- ii. The developer of residential units of the East Campus shall provide the following improvements prior to the issuance of the first certificate of occupancy for a residential unit on the East Campus:
 1. the East Campus Site Driveway 2 Entrance Improvements; and
 2. the Covenants.
- iii. No more than one hundred (100) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of such residential units has constructed:
 1. The High School Connection.
- iv. No more than two hundred fifty (250) residential units permitted on the West Campus shall receive a final certificate of occupancy until the developer of such residential units has constructed:
 1. the West Campus Amenities; and
 2. the Marked Pedestrian Crosswalk.
- v. No more than two hundred fifty (250) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of such residential units has constructed:
 1. the East Campus Amenities;
 2. the East Campus Site Driveway 1 Entrance Improvements; and
 3. the High School Connection.

h. Protective Covenants. Prior to or concurrent with receipt of the first certificate of occupancy for any portion of the Property, a document setting forth controls on the development and maintenance of that portion of the Property (the "Covenants") shall be established, and any such Covenants may establish one or more property owners' associations (the "Association"). Different Covenants may be provided for various portions of the Property provided an Association shall be responsible for the maintenance of all common areas within the relevant portion of the Property, as set forth in the Covenants. The articles of incorporation or organization and bylaws or operating agreement of such Association shall be submitted to and reviewed for approval by the County Attorney prior to recordation of the final plat for the portion

of the Property being developed. The Covenants shall be recorded in the County Circuit Court Clerk's Office, and the final Proffers accepted with this Rezoning Case Number R20-0010 shall be attached as an exhibit to and recorded with such Covenants.

i. Signage. All monument signs on the Property shall be in conformance with the materials and design of the existing River Run monument sign at the River Run Parkway and Patriot Highway intersection, with a portion of the sign consisting of masonry material (brick, stone, or brick veneer), as approved by the County Zoning Administrator at the time of site plan approval.

j. Pedestrian Areas and Circulation.

i. Pedestrian and bicycle areas on the Property shall be in conformance with the materials, location and design of the trails, paths, and sidewalks shown on the pedestrian access plan provided in the GDP, as approved by the County Zoning Administrator at the time of the first site plan approval.

ii. No more than one hundred (100) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of such residential units has constructed an inter-parcel pedestrian and bicycle connection from the East Campus to Massoponax High School (the "High School Connection") in the location approved by the County Zoning Administrator as part of site plan approval.

k. Street Plan. Public and private roads internal to the Project shall be in conformance with the street plan provided in the GDP, as approved by the County Zoning Administrator at the time of site plan approval.

l. Archaeological Site Survey. Prior to the application of a site plan for development on the East Campus, the East Campus developer shall first complete a Phase IA Archaeological Site Survey for the portion of the East Campus to be included in the site plan, to determine if cultural resources are located within such areas. In the event a cultural resource is located the developer shall preserve, dedicate, donate, or relocate the cultural resources as appropriate and the GDP shall be updated based on such findings, as approved by the County Zoning Administrator at the time of site plan approval.

III. TRANSPORTATION AND DEDICATIONS.

a. Road Improvements and Dedications. Subject to County and VDOT approvals for the development of the Project, the Applicant, its successors or assigns, agrees to provide the following road improvements and dedications, if required by the County at the time of any Plan of Development or subdivision review, as more particularly detailed and set forth within the Traffic Impact Analysis entitled, "Ni Village, Spotsylvania County, Virginia", prepared by Ramey Kemp & Associates dated October, 2021 and attached hereto as Exhibit C (the "TIA");

- i. East Campus Site Driveway 1 Entrance Improvements. No more than two hundred fifty (250) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of residential units on the East Campus constructs the following site entrance improvements, as set forth in the TIA (the “East Campus Site Driveway 1 Entrance Improvements”) :
 1. Patriot Highway at Quarry Driveway / Site Driveway 1:
 - a. Construct a northbound right-turn lane on Patriot Highway with two hundred (200) feet of storage;
 - b. Construct one southbound left-turn lane on Patriot Highway with two hundred (200) feet of storage; and
 - c. Provide one ingress lane and two egress lanes on Site Driveway 1.
- ii. East Campus Site Driveway 2 Entrance Improvements. The developer of residential units on the East Campus shall construct the following Site Driveway 2 entrance improvements, as set forth in the TIA, prior to the issuance of the first (1st) final certificate of occupancy for a residential unit on the East Campus (the “East Campus Site Driveway 2 Entrance Improvements”) :
 1. Patriot Highway at Site Driveway 2:
 - a. Construct one northbound right-turn lane on Patriot Highway with two hundred (200) feet of storage;
 - b. Construct one southbound left-turn lane on Patriot Highway with two hundred (200) feet of storage; and
 - c. Provide one ingress lane and one egress lane on Site Driveway 2.
- iii. Patriot Highway – Right of Way Dedication. At the time of site plan approval for development on the East Campus, Applicant shall dedicate the necessary portions of the Property located on the eastern line of Patriot Highway to provide seventy-five (75) feet of public right of way, as measured from the centerline of Patriot Highway. If it is determined by the County or VDOT that such dedication area is not required or has been provided by others, then such dedication shall no longer be required of the developer of the East Campus.
- iv. Shared-Use Paths.

1. East Campus. No more than fifty (50) residential units permitted on the East Campus shall receive a final certificate of occupancy until the developer of the East Campus constructs a 10-foot VDOT standard shared-use path along Patriot Highway beginning on the east side of Patriot Highway at the River Run Parkway intersection continuing south along the East Campus property frontage to the southern property line, unless otherwise approved by the County. This shared-use path shall be located within the VDOT right-of-way along Patriot Highway.
 2. West Campus. No more than fifty (50) residential units permitted on the West Campus shall receive a final certificate of occupancy until the developer of the West Campus constructs a 10-foot VDOT standard shared-use path (i) within the VDOT right-of-way along Patriot Highway beginning on the west side of Patriot Highway at the northern property line continuing south along the West Campus property frontage to the River Run Parkway intersection, unless otherwise approved by the County; and (ii) along River Run Parkway beginning at the Patriot Highway intersection and continuing west along River Run Parkway through the West Campus, continuing west along the proposed public road to the proposed public road intersection with the proposed future extension of Guinea Station Road, and continuing west along such future extension to the property boundary line of the West Campus, unless otherwise approved by the County.
- v. West Campus Site Entrance Improvements. The developer of residential units on the West Campus shall construct the following Site Driveway 3 entrance improvements, as set forth in the TIA, prior to the issuance of the first (1st) final certificate of occupancy for a residential unit on the West Campus (the “West Campus Site Entrance Improvements”):
1. Patriot Highway at Site Driveway 3:
 - a. Construct one northbound left-turn lane on Patriot Highway with two hundred (200) feet of storage;
 - b. Construct one southbound right-turn lane on Patriot Highway with two hundred (200) feet of storage; and
 - c. Provide one ingress lane and one egress lane on Site Driveway 3.
- vi. Marked Pedestrian Crosswalk. The developer of residential units on the West Campus shall add a marked pedestrian crosswalk at the intersection of Patriot Highway at the River Run Parkway and Massaponax High

School driveway traffic signal, which shall be subject to approval by VDOT (“Marked Pedestrian Crosswalk”). No later than the issuance of the first certificate of occupancy permit for residential dwelling units on the West Campus, the developer of such residential units shall (i) submit to VDOT and diligently pursue for its approval, the plans for the pedestrian crosswalk improvements, which shall include LED countdown pedestrian signal heads and push buttons, and (ii) install the pedestrian crosswalk within the existing public right of way of Patriot Highway within twelve (12) months of receipt of VDOT approval of such plans.

b. New Co. 12 Fire and Rescue Station. Consistent with the County Capital Improvement Plan (“CIP”), as requested by the County, Applicant, its successors or assigns, shall set aside a minimum of 5 acres on the West Campus for County use for a potential New Fire/Rescue - Company 12 (Massaponax Area), as defined in the County CIP.

c. Guinea Station Road – Right of Way Dedication. As requested by the County, Applicant, its successors or assigns, shall dedicate to the County a right of way sixty (60) feet in width for the extension of Guinea Station Road, in the location as generally shown on the GDP.

IV. CASH PROFFERS.

a. The Applicant, its successors or assigns, voluntarily offers the following cash and in-kind proffers to mitigate public facility and County services impacts resulting from the development of the Project, and to facilitate growth in the County:

CASH AND IN-KIND PROFERS		
PUBLIC FACILITY / COUNTY SERVICES CATEGORY	CONTRIBUTION	TOTAL VALUE
Fire, Rescue and Emergency Management.	A minimum of 5 acres of land shall be set aside on the West Campus for use by the County for a potential New Fire/Rescue - Company 12 (as defined in the County CIP).	\$1,000,000.00
Parks and Recreation	A minimum of 3.5 acres of land designed and reserved for public use for pedestrian and bicycle pathway use.	\$700,000.00
Schools	Cash proffer to be applied towards uses at Massaponax High School.	\$20,000.00

Transportation	6 acres of land dedicated to the County for public road dedications for extensions of River Run Parkway and Guinea Station Road, and the extension and widening of Patriot Highway.	\$1,200,000.00
Transportation	Cash proffer to be applied towards the costs of constructing the Massaponax Church Road traffic signal.	\$100,000.00
TOTAL CONTRIBUTION: \$3,020,000.00*		
<p>*Total Contribution is in addition to the \$1,246,686.00 paid by the Applicant in real property taxes since the prior rezoning in 2011 (of which the County contributed 54.1% to Schools, 17.9% to Public Safety, 3% to Parks and Recreation, and 3% to Public Works), and the \$100,000.00 paid by the Applicant for its Hickory Ridge Road contribution (Transportation). The Applicant's grand total contribution is <u>\$4,366,686.00</u>.</p>		

- b. Phasing for Cash Proffer for Transportation – Massaponax Church Road Signal.
The Applicant, its successors or assigns, shall pay the County One Hundred Thousand Dollars (\$100,000.00) to be applied towards the costs of constructing the Massaponax Church Road signal, to be paid as follows:
 - i. \$50,000.00 to be paid by the developer of the West Campus to the County prior to the issuance of the first certificate of occupancy for any residential dwelling unit on the West Campus, and
 - ii. \$50,000.00 to be paid by the developer of the East Campus to the County prior to the issuance of the first certificate of occupancy for any residential dwelling unit on the East Campus.
- c. Phasing for Cash Proffer for Schools – Massaponax High School Contribution.
 - i. \$20,000.00 to be paid by the Applicant, its successors or assigns, prior to the issuance of the first certificate of occupancy for any residential dwelling unit on the East Campus.

[REMAINDER OF PAGE INTENTIONALLY BLANK]

Ni Village
Case R20-0010
Proffers

[SIGNATURE PAGE TO NI VILLAGE, LLC PROFFERED CONDITIONS]

Dated _____
Rezoning Case Number: R20-0010

NI VILLAGE, LLC

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
) TO-WIT
CITY/COUNTY OF _____)

The foregoing instrument was acknowledged before me, _____,
Notary Public, this ___ day of _____, 20__, by _____, as
_____ of Ni Village, LLC, a Virginia limited liability company, on behalf of the
company.

Notary Public

Registration Number: _____

My commission expires: _____

Notary Seal

[SIGNATURE PAGE TO NI VILLAGE, LLC PROFFERED CONDITIONS]

Dated _____
Rezoning Case Number: R20-0010

RIVER RUN OWNERS
ASSOCIATION, INC.

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
) TO-WIT
CITY/COUNTY OF _____)

The foregoing instrument was acknowledged before me, _____,
Notary Public, this ___ day of _____, 20____, by _____, as
_____ of River Run Owners Association, Inc., a Virginia corporation, on behalf of
the corporation.

Notary Public

Registration Number: _____

My commission expires: _____

Notary Seal

Ni Village
Case R20-0010
Proffers

[SIGNATURE PAGE TO NI VILLAGE, LLC PROFFERED CONDITIONS]

Dated _____
Rezoning Case Number: R20-0010

BARBER PROPERTY
MANAGEGEMENT LLC

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
) TO-WIT
CITY/COUNTY OF _____)

The foregoing instrument was acknowledged before me, _____,
Notary Public, this ___ day of _____, 20___, by _____, as
_____ of Barber Property Management LLC, a Virginia limited liability company, on
behalf of the company.

Notary Public

Registration Number: _____

My commission expires: _____

Notary Seal

Ni Village
Case R20-0010
Proffers

[SIGNATURE PAGE TO NI VILLAGE, LLC PROFFERED CONDITIONS]

Dated _____
Rezoning Case Number: R20-0010

LUCK STONE CORPORATION

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
) TO-WIT
CITY/COUNTY OF _____)

The foregoing instrument was acknowledged before me, _____,
Notary Public, this ___ day of _____, 20___, by _____, as
_____ of Luck Stone Corporation, a Virginia corporation, on behalf of the
corporation.

Notary Public
Registration Number: _____
My commission expires: _____

Notary Seal

Ni Village
Case R20-0010
Proffers

[SIGNATURE PAGE TO NI VILLAGE, LLC PROFFERED CONDITIONS]

Dated _____
Rezoning Case Number: R20-0010

LUCK IV FAMILY REAL ESTATE
FUND LLC

By: _____
Name: _____
Title: _____

COMMONWEALTH OF VIRGINIA)
) TO-WIT
CITY/COUNTY OF _____)

The foregoing instrument was acknowledged before me, _____,
Notary Public, this ___ day of _____, 20___, by _____, as
_____ of Luck IV Family Real Estate Fund LLC, a Virginia limited liability
company, on behalf of the company.

Notary Public

Registration Number: _____
My commission expires: _____

Notary Seal

Ni Village
Case R20-0010
Proffers

EXHIBIT A
GENERALIZED DEVELOPMENT PLAN
(SEE ATTACHED)

Ni Village
Case R20-0010
Proffers

EXHIBIT B
DESIGN GUIDELINES
(SEE ATTACHED)

Ni Village
Case R20-0010
Proffers

EXHIBIT C
TRAFFIC IMPACT ANALYSIS
(SEE ATTACHED)

EXHIBIT D
ALTERNATIVE DEVELOPMENT STANDARDS

ZONING ORDINANCE SECTION	ZONING ORDINANCE STANDARD	REQUESTED ALTERNATIVE DEVELOPMENT STANDARD
Section 23-6.28.4 (Development Standards) (e) Detached house (1) Lot standards, Lot Dimensions (A) Lot Area (min/max)	3,000 square feet minimum 21,780 square feet maximum	2,500 square feet minimum No requested change to maximum
Section 23-6.28.4 (Development Standards) (e) Detached house (1) Lot standards, Principal Building Setback (C) Primary Street (min)	10 feet minimum	5 feet minimum
Section 23-6.28.4 (Development Standards) (e) Detached house (2) Building Placement, Build-to Zone (BTZ) (A) Primary Street (min/max)	5 feet minimum 45 feet maximum	No requested change to minimum 60 feet maximum
Section 23-6.28.4 (Development Standards) (e) Detached house (2) Building Placement, Build-to Zone (BTZ) (B) % of Building in Primary Street BTZ (min)	70 percent minimum	50 percent minimum
Section 23-6.28.4 (Development Standards) (f) Attached house (1) Lot standards, Lot Dimensions (A) Lot Area (min/max)	7,500 square feet minimum 15,000 square feet maximum	5,000 square feet minimum No requested change to maximum
Section 23-6.28.4 (Development Standards) (f) Attached house (1) Lot standards, Principal Building Setback (B) Lot Width (min/max)	60 feet minimum 80 feet maximum	40 feet minimum No requested change to maximum
Section 23-6.28.4 (Development Standards) (f) Attached house (2) Building Placement, Build-to Zone (BTZ) (A) Primary Street (min/max)	10 feet minimum 45 feet maximum	5 feet minimum No requested change to maximum

Ni Village
 Case R20-0010
 Proffers

Section 23-6.28.4 (Development Standards) (f) Attached house (2) Building Placement, Build-to Zone (BTZ) (B) % of Building in Primary Street BTZ (n	70 percent minimum	50 percent minimum
Section 23-6.28.4 (Development Standards) (g) Townhouse building (1) Lot standards, Building Setbacks (E) Primary Street (min)	5 feet minimum	No minimum building setback, primary street sha apply.
Section 23-6.28.4 (Development Standards) (g) Townhouse building (2) Building Placement, Build-to Zone (BTZ) (A) Primary Street (min/max)	5 feet minimum 25 feet maximum	No requested change to minimum 45 feet maximum
Section 23-6.28.4 (Development Standards) (g) Townhouse building (2) Building Placement, Build-to Zone (BTZ) (B) % of Building in Primary Street BTZ (n	70 percent minimum	50 percent minimum

Ni Village
Case R20-0010
GDP Narrative

EXHIBIT D
TIA and ITE Trip Generation Update
(See attached)

**See full copy of Traffic Impact Analysis dated October 2021
on file with rezoning application R20-0010**

**NI Village
 Spotsylvania County, VA**

ITE Trip Generation – Typical Weekday – 10th Edition

Land Use (ITE Land Use Code)	Size	Average Daily Traffic (vpd)		AM Peak Hour (vph)		PM Peak Hour (vph)	
		Enter	Exit	Enter	Exit	Enter	Exit
East Land Bay							
Single-Family Detached Housing (210)	200 lots	955	955	36	104	120	71
Multifamily Housing (Low-Rise) (220)	250 units	839	839	24	76	80	48
East Land Bay Subtotal		1,794	1,794	60	180	200	119
West Land Bay							
Data Center (160)	1,000,000 s.f.	495	495	68	56	31	73
Multifamily Housing (Low-Rise) (220)	458 units	1,711	1,711	48	163	161	95
General Office Space (710)	125,000 s.f.	659	659	125	20	23	121
General Retail Space (820)	50,000 s.f.	944	944	29	18	91	100
West Land Bay Subtotal		3,809	3,809	270	257	306	389
NI Village Total		5,603	5,603	330	437	506	508
November 2010 TIA – Table 5.2		9,541	9,541	1,167	516	757	1,312
Percentage Decrease in Trips		-41%		-54%		-51%	

June 14, 2022

**NI Village – East Land Bay
 Spotsylvania County, VA**

ITE Trip Generation – Typical Weekday – 10th Edition

Land Use (ITE Land Use Code)	Size	Average Daily Traffic (vpd)		AM Peak Hour (vph)		PM Peak Hour (vph)	
		Enter	Exit	Enter	Exit	Enter	Exit
October 5 TIA							
General Light Industrial (110)	220,000 s.f.	546	546	136	18	18	121
High-Cube Transload and Short-Term Storage Warehouse (154)	700,000 s.f.	490	490	43	13	20	50
Multifamily Housing (Low-Rise) (220)	492 units	1,840	1,840	52	174	174	102
Total		2,876	2,876	231	205	212	273
Current Plan							
Single-Family Detached Housing (210)	200 lots	955	955	36	104	120	71
Multifamily Housing (Low-Rise) (220)	250 units	839	839	24	76	80	48
Total		1,794	1,794	60	180	200	119
Percentage Decrease in Trips		-37%		-45%		-34%	

June 9, 2022

Ni Village
Case R20-0010
GDP Narrative

EXHIBIT E
Luck Companies
(See attached)



Community Impact – Spotsylvania



*Charlie Luck IV and son, Richard,
4th generation Luck family member
to join the company*

people are our purpose

LUCK COMPANIES

SINCE 1923

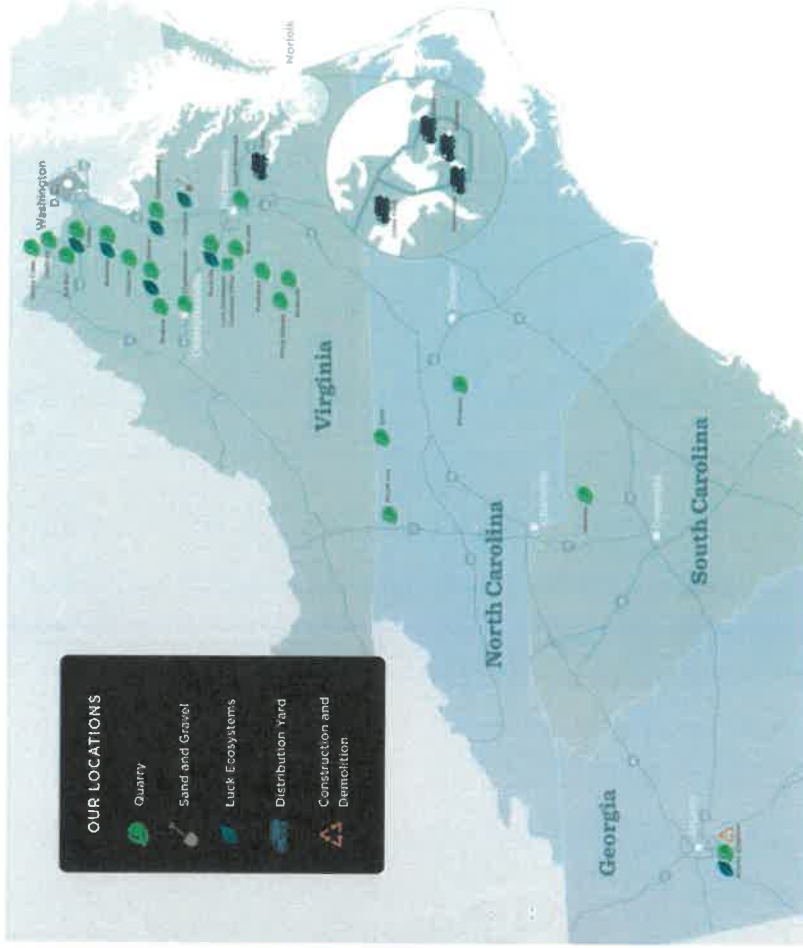
Our Aspirations for Growth



We are committed to creating a positive outcome for natural, built, and work environments.

We will develop generations of leaders committed to positively impacting the lives of others.

We are making a long-term investment in our economy to ensure the sustainability of our company, our communities, and our planet.



FAMILY-OWNED & OPERATED FOR NEARLY 100 YEARS

OUR VALUES

LEADERSHIP

Ignites human potential and performance

- Value diversity and difference
- Develop self and others
- Inspire confidence and optimism
- Confront issues

COMMITMENT

Takes personal responsibility for the success of self, others and the organization

- Model safety, health, and environmental stewardship
- Do what it takes
- Pursue excellence
- Celebrate success

INTEGRITY

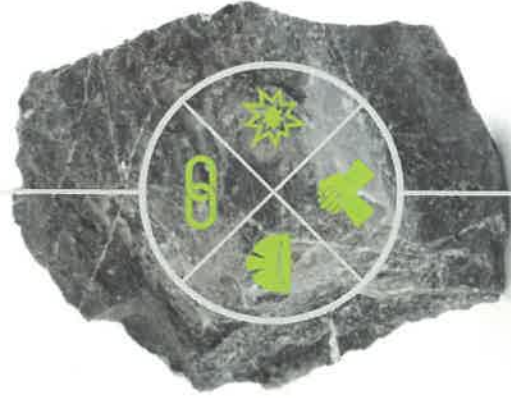
Earns the trust and respect of others

- Be honest
- Do what you say
- Hold self and others accountable
- Give and receive feedback

CREATIVITY

Delivers ideas and innovation that add value

- Be curious
- Learn new skills
- Be open to change
- Explore and experiment



VALUES-BASED LEADERSHIP

Values-Based Leadership (VBL) is a distinctive leadership philosophy that has guided Luck Companies for more than 15 years. VBL embodies living, working and leading in alignment with deeply discovered core values in order to ignite human potential in yourself and others. At its core, VBL is about becoming the best version of yourself so you can make a positive impact on those around you. In a professional setting, VBL can help connect organizational goals to associates' personal values. By fostering a values-based culture, we are creating and experiencing connections that have a significant, positive impact on our business.

FAMILY-OWNED & OPERATED FOR NEARLY 100 YEARS

MISSION

Luck Companies will ignite human potential through values-based leadership and positively impact the lives of others around the world.



LUCK COMPANIES IGNITING HUMAN POTENTIAL

Through three generations of family leadership, Luck Companies has been building strong communities for nearly 100 years. Our three business units make the products that serve as the foundation for the bridges, roads and buildings that keep our economy moving and protect our environment. Driven by our values of Integrity, Commitment, Leadership and Creativity, we believe in providing our associates with the tools and support to perform and lead at their best so they can ignite the potential in themselves and others. Our company is a community of people, utilizing the power of values and customer inspired relationships to redefine what's possible for an industry and make a positive and enduring impact. With 29 operating locations and nearly 900 associates, Luck Companies is headquartered in Richmond, VA, where it was founded by Charles Luck Jr. in 1923. Charlie Luck IV leads the company today.

LUCKCOMPANIES.COM

LUCK
STONE

LUCK
ECOSYSTEMS

LUCK
REAL ESTATE VENTURES™

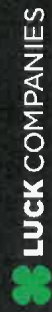
LUCK COMPANIES
FOUNDATION

WINNER:WILL



Luck Stone is the largest family-owned and -operated producer of crushed stone, sand and gravel in the U.S. We make the products that serve as the foundation for the bridges, roads and buildings that keep our economy moving and protect our environment. Our vision is that we will positively impact the Luck Stone community by building value inspired by our customers.

LUCKSTONE.COM





 LUCK COMPANY

LUCK ECOSYSTEMS™

Luck Ecosystems transforms raw materials into environmental performance products to optimize sports playing field surfaces, support plant growth, filter storm water, and protect the land and shore.

LUCKECOSYSTEMS.COM



LUCK

REALESTATE VENTURES™

Luck Real Estate Ventures specializes in the development of industrial and commercial real estate to impact economic growth. We care deeply about our communities and work closely with partners to realize the full economic and social potential of our properties.

**LUCKREALESTATE
VENTURES.COM**



LUCK COMPANIES FOUNDATION

Luck Companies Foundation matches associate giving and grants, and partners with non-profits to lead work that results in long-term positive impact in our local communities. We focus in two main areas — Values-Based Leadership and Environmental Stewardship.

**LUCKCOMPANIES.COM/
OUR-IMPACT**



INNERWILL

The InnerWill Leadership Institute is a national 501 c3 nonprofit organization committed to transforming individuals and organizations through Values-Based Leadership. InnerWill works with organizations, including Luck Companies, to develop leadership in every person, at every level.

INNERWILL.ORG





The Impact of Our Culture In Spotsylvania

Deep Roots in the Community

- Most of the associates that work at the Spotsylvania Plant are county residents.
- With deep roots in the community, the connections between plant associates transcend their day job. Whether it's opening up the facility for law enforcement training, helping to clean up nature trails in the county or volunteering with Big Brothers Big Sisters, the associates at the Spotsylvania Plant are contributing to a strong community fabric far beyond the building materials they handle day to day.



Driver Safety Event for Local High School Students



- Designed to help new drivers learn safe driving skills, Massaponax High School partners with Luck Stone to help teach students about safe driving practices when sharing the road with commercial vehicles.

Hurricane Relief Efforts

- Together with the Spotsylvania Sheriff's Department, Luck Stone associates prepped and packaged nine pallets of goods and deployed two tractor trailers to the areas impacted by Hurricane Harvey in Texas.
- When Hurricane Irma bared down on Florida just days after Harvey, Spotsylvania associates were able to redirect their efforts and deployed one of the first trucks to arrive in the Florida Keys after the storm.





“Community involvement is a fundamental part of the culture at Luck Companies, and I believe it’s what sets us apart,” said Luck Stone associate Jake Lane, who was born and raised in Fredericksburg, Va.

“We want to be a critical member of society—and we do that by being good partners with our neighbors, being stewards of the environment and acting as leaders in our community.”



Thank you