

PROFFERS: REZ2019-00037, Air Park Associates, L.P.

The undersigned, Air Park Associates, L.P., owner of parcels designated with GPIN 7798-44-0937, 7798-44-0663, 7798-44-2350, 7798-33-3765, 7798-34-2121, 7798-24-8382, 7798-24-6569, 7798-24-4811, 7798-25-1001, 7798-35-3160, 7798-35-4750, 7798-35-0225, 7798-25-6471, 7798-45-3554, 7798-54-5903, 7798-33-9427, 7798-43-4904, 7798-43-4481, 7798-43-8505, 7798-53-1614, and 7798-35-1840 (“the Property”), voluntarily agrees for themselves, their agent, personal representatives, successors and assigns (collectively “the Property Owner”) that the development and use of the Property shall be subject to the following conditions:

1. Concept Plan. The property shall be developed in substantial conformity with the conceptual plan attached, titled “WEGMANS VIRGINIA DISTRIBUTION CENTER CONCEPTUAL PLAN” dated February 6, 2020, and prepared by Timmons Group (the “Concept Plan”).
2. Architectural Treatment. The building shown on the Concept Plan shall be designed and constructed in substantial conformity with the elevations attached titled “WEGMANS, VIRGINIA DISTRIBUTION CENTER”, prepared by Whiting-Turner, and dated January 28, 2020 (the “Elevations”). Any additional structures shall be consistent with the Elevations in scale, design, and materials, which shall be reviewed and approved by the Planning Commission prior to site plan approval to ensure compatibility with the Elevations.
3. Protective Covenants. Prior to or concurrent with the approval of any site plan, there shall be recorded a document in the Clerk’s Office of the Circuit Court of Hanover County, Virginia, setting forth controls on the development, architectural compatibility and maintenance of the property.
4. Signs. All freestanding signs shall be monument type and, if lighted, shall be internally illuminated and/or externally lit with down lighting.
5. Parking. The passenger vehicle and truck parking and storage areas shall be designed and constructed in accordance with the following standards:
 - a. Employee and passenger vehicle parking areas shall be designed and constructed to include hard surface paving, curb and gutter, and shall be landscaped in accordance with the standards of Section 26-192 of the Hanover County Zoning Ordinance.
 - b. Truck and trailer parking areas shall be designed to include the use of curb and gutter and hard surface paving, and shall be striped to clearly delineate individual parking stalls from drive isles.
 - c. Truck storage areas shall be designed to include curb and gutter and shall be hard surface paved.
 - d. All such parking and storage areas shall be clearly delineated on the site plan for such improvements.
6. Screening, Thoroughfare Buffers, and No Build Areas. Buffers and screening shall be provided in accordance with the following standards:

- a. Areas fronting Ashcake Road (State Route 657) shall include a thoroughfare buffer no less than 50 feet in width, and the frontage along Sliding Hill Road (State Route 656) shall include a thoroughfare buffer no less than twenty-five feet (25') in width. Buffers shall be measured from the ultimate right of way. The inner-most project side of the buffer shall be planted with a vegetated screen in accordance with the standards of Section 26-263(b) of the Hanover County Zoning Ordinance. The remaining portion of the buffer shall be planted in accordance with the standards of 26-264 of the Hanover County Zoning Ordinance. The installation of the buffer along Sliding Hill Road shall be phased with the approvals of the final plans for the ultimate right-of-way determination for the realignment of Sliding Hill along the Property.
 - b. A variable width natural area shall be provided along Sliding Hill Road as shown on the Concept Plan as "APPROXIMATE LIMITS OF VARIABLE WIDTH NATURAL AREA", such that all trees five inches (5") or more in diameter shall not be removed, with the exception of dead or diseased trees and the removal of trees as necessary for the construction of improvements shown on the Concept Plan (such as for grading or roads) and for other engineering reasons, as approved at the time of site plan review.
7. Utility Lines Underground. Except for major transmission lines that and existing lines that now traverse the property, all utility lines, such as electric, telephone, CATV, or other similar lines shall be installed underground or located overhead along rear property lines. To the extent possible, utility service lines shall be located so as to minimize disturbance of any tree of 15 inch caliper or greater on site. All junction and access boxes, when located on sites fronting on Ashcake or Sliding Hill Roads shall be screened from view with landscaping.
8. Use Restrictions. Except for the following, all permitted uses in the M-2, Light Industrial District, shall be allowed:
 - a. Animal, poultry, and bird raising, commercial.
 - b. Tire retreading, recapping and vulcanizing (as a principal use).
 - c. Coal and wood yards, coke storage and sales.
 - d. Plating, electrolytic process.
 - e. Poultry packing and slaughtering (wholesale).
 - f. Outside storage or dispensing of bulk fertilizer.
 - g. Insecticides, fungicides, disinfectants, and related industrial and household chemical elements (as a principal use).
 - h. Animal hospital or animal pound.
 - i. Kennels, boarding or otherwise.
9. Right-of-Way Dedication. The owner agrees to dedicate the following right-of-way free of cost to the County of Hanover, Virginia (the "County"), upon the request of the County or the Virginia Department of Transportation ("VDOT"):
 - a. Thirty feet (30') of right-of-way measured from the centerline of Ashcake Road (State Route 657);
 - b. Fifty feet (50') of right-of-way measured from the centerline of Sliding Hill Road (State Route 656).

- c. Right-of-way for the purpose of realigning Sliding Hill Road (State Route 657) as generally shown on the Concept Plan as “FUTURE SLIDING HILL ROAD RE-ALIGNMENT” (the “Sliding Hill Realignment”). The final Sliding Hill Realignment shall be subject to mutual agreement of the Owner, the County and VDOT.

10. Road Improvements. The Owner agrees to undertake the following study and construct the following road improvements:

- a. Prepare a Signal Justification Study for the intersection of Sliding Hill Road and New Ashcake Road (the “Study Intersection”) and submit the study to VDOT for review and approval or disapproval prior to site plan approval;
- b. Install either a traffic signal or other traffic control improvements at the Study Intersection, to ensure the safe movement of traffic through the Study Intersection, provided the cost of such improvements do not exceed five hundred thousand dollars (\$500,000). Such installation shall commence at such time as VDOT deems the improvement to be warranted.
- c. Should the improvements exceed the value referenced herein, a one-time cash contribution of five hundred thousand dollars (\$500,000) shall be made to Hanover County with such funds being used for the sole purpose of improving the Study Intersection.
- d. Should Hanover County undertake responsibility for improving the aforesaid intersection, the Owner shall then be obligated to realign approximately 500 linear feet of Sliding Hill Road (State Route 656) within the additional right-of-way dedication area as depicted on the plan titled “WEGMANS VIRGINIA DISTRIBUTION CENTER SLIDING HILL ROAD REALIGNMENT EXHIBIT” prepared by Timmons Group, and dated February 4, 2020.
- e. Install left and right turn lanes (only if warranted by VDOT) at the Main Entrance as depicted on the Concept Plan with the first phase of development.
- f. All such improvements shall be designed and constructed in accordance with VDOT standards and specifications unless otherwise approved by the County and VDOT.

11. Cemetery Removal or Relocation. Should a grave or cemetery be discovered, and should the location of the grave or cemetery be in conflict with the Concept Plan and necessary infrastructure such as roads, drainage, and utilities, the grave or cemetery shall be relocated in accordance with the procedure administered by the Virginia Department of Historic Resources. The Owner shall be responsible for all costs and expenses associated with the cemetery removal or relocation.

Owner

Date

COMMONWEALTH OF VIRGINIA,
COUNTY OF HANOVER, to-wit:

I, _____, do hereby certify that
_____ has acknowledged the foregoing proffers
before me, this ____ day of _____, 2020.

_____(SEAL)
Notary Public

My Commission Expires: / /