



March 30, 2020

Andrew M. Condlin
Richmond Office
(804) 977-3373 (direct)
acondlin@rothjackson.com

VIA U.S. Mail

Ms. Gretchen W. Biernot, Planner
Hanover County Department of Planning
P.O. Box 470
Hanover, Virginia 23069

Re: Air Park Associates - REZ2019-00037

Dear Ms. Biernot:

Enclosed please find the original executed Proffers and Power of Attorney for the referenced matter.

Sincerely,

Andrew M. Condlin

Enclosure

{00902922.v1}

RICHMOND

1519 Summit Avenue, Suite 102, Richmond, VA 23230
P: 804-441-8440 F: 804-441-8438

TYSONS CORNER

8200 Greensboro Drive, Suite 820, McLean, VA 22102
P: 703-485-3535 F: 703-485-3525

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 March 20, 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 SERVICE CENTER”, prepared by Whiting-Turner, and dated March 16 & 19, 2020 (the “Elevations”), permitting exterior building material of decorative architectural masonry and decorative architectural insulated metal wall panels. Any additional structures on the Property 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. In addition, all front facades of main buildings on the property and wall surfaces fronting on Ashcake, Sliding Hill, Relocated Ashcake and New Ashcake Extended Roads shall be constructed of any of the following, or combination of the following, or other materials of similar quality: brick, granite, marble, decorative block glass wall, glass curtain wall, architectural precast, architectural concrete, metal and glass curtain wall, or metal curtain wall construction systems. The internal structural system of the building may be a pre-engineered prefabricated metal building design system. Metal and/or aluminum may be incorporated for window and decorative treatments. All rooftop heating and cooling equipment shall be screened from public view at ground level from all public thoroughfares. This screening may be accomplished by landscaping, or by using building materials that are architecturally compatible with the buildings on site.
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 signs, if lighted, shall be internally lighted, except freestanding signs may be externally lit with down lighting. All freestanding signs shall be monument style signs.
5. Outside Storage. Outside storage of equipment, materials, or supplies shall be prohibited.
6. Loading Spaces. Loading spaces shall be located only as shown on the Concept Plan or otherwise for the additional structures on the Property, within side or rear yards.

7. 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 aisles.
 - 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.

8. Buffer and Screening 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 seventy-five (75) feet in width, and the frontage along Sliding Hill Road (State Route 656) shall include a thoroughfare buffer no less than twenty-five (25) feet in width all as shown on the Concept Plan. Buffers shall be measured from the ultimate right of way. The outer most (road) 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. Utility easements (including storm sewer) shall be permitted within the buffer area so long as such easements are generally perpendicular to the buffer.
 - 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", with the exception of dead or diseased trees and vegetation, and the removal of trees as necessary for 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. No buildings shall be constructed within such natural area. Utility easements (including storm sewer) shall be permitted within the buffer area so long as such easements are generally perpendicular to the buffer.
 - c. A variable width natural and landscaped area a minimum of one hundred (100) feet in width shall be provided, as generally shown on the Concept Plan, along the western edge of the Property adjoining any property designated as agricultural or residential zoning, with the exterior 20-40 feet in width of the 100 feet to be landscaped area per Sec. 26-266 of the County Code. Utility easements (including storm sewer) shall be permitted within the buffer area so long as such easements are generally perpendicular to the buffer, and access from Ashcake Road may be permitted as shown on the Concept Plan.

9. Parking Lot Lighting. Light poles within parking areas designated as “25’-30’ Fixture Mounting Height” on the “OVERALL LIGHTING PLAN” and dated March 20, 2020, (the “Lighting Plan”) shall not exceed thirty (30) feet in height. Light poles within areas designated as “≤ 45’ Fixture Mounting Height” shall not exceed forty-five (45) feet in height.
10. Utility Lines Underground. Except for major transmission lines 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.
11. 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.
12. Traffic. The maximum density of the Property shall be that which does not generate in excess of 2710 a.m. and 2420 p.m. peak hour trips based on the trip generation rates as set forth in the Institute of Transportation Engineers Trip General Manual, 5th Edition. Notwithstanding the foregoing, the maximum density of building floor area on the Property shall be 1,700,000 square feet of floor area.
13. 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), which may be used for a shared use pedestrian and biking path;
 - b. Fifty feet (50’) of right-of-way measured from the centerline of Sliding Hill Road (State Route 656), which may be used for a shared use pedestrian and biking path; and
 - c. Right-of-way for the purpose of realigning Sliding Hill Road (State Route 657) as generally shown on the Concept Plan as “PROPOSED SLIDING HILL ROAD INTERIM RE-ALIGNMENT” (the “Sliding Hill Realignment”). The final conceptual Sliding Hill Realignment shall conform to applicable VDOT geometric standards and be subject to mutual agreement of the Owner, the County and VDOT prior to site plan approval.

14. Accesses. Except as provided below, there shall be no more than two (2) access points located along Sliding Hill Road, and no more than two (2) access points along Ashcake Road. No access centerline shall be located within 800 feet of the Sliding Hill/Ashcake intersection (measured at the point where the centerline of those roads intersects). No entrance shall be located within 200 feet of Countryside Lane (measured from centerline to centerline). No access shall be located directly across from Brown Grove Church. The owner shall construct left-turn lanes and right-turn lanes at each public road access if required by VDOT. For any access along Sliding Hill Road (other than an emergency only access), a sign shall be placed on such access prohibiting trucks from turning left from the Property onto Sliding Hill Road.
15. Phasing. Total trip development on the Property shall be limited to not more than 1815 trips in the p.m. peak hours until such time as two (2) lanes of New Ashcake Road extended are constructed between Sliding Hill Road and Lewistown Road. In no event shall development on site exceed trip generation of more than 2420 trips in the p.m. In the event the owner desires to construct all or a portion of the aforementioned road improvements and is unable to acquire the off-site right-of-way necessary for such construction, the owner may request, in writing, the County to acquire such right-of-way as a public road improvement. All costs associated with the acquisition of the right- of-way shall be borne by the owner. In the event the County chooses not to assist the owner in acquisition of such right-of-way or is unable to acquire the right-of-way, the owner shall be relieved of the obligation to cap this development below 2420 trips in the P.M. In the event the new Ashcake Road extended improvements are made prior to the Sliding Hill improvements, the Planning Commission may, in its sole discretion, adjust the phasing caps, but in no event shall development on site exceed trip generation of more than 2420 trips in the P.M.
16. 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 improvements referenced in 16.b. 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 the funding and construction responsibilities 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 PROPOSED SLIDING HILL ROAD INTERIM REALIGNMENT EXHIBIT” prepared by Timmons Group, and dated February 11, 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. Install an acceleration lane from the main access along Sliding Hill Road heading west on Sliding Hill Road (as warranted by VDOT).
 - g. All such improvements shall be designed and constructed in accordance with VDOT standards and specifications unless otherwise approved by the County and VDOT.
17. 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.
18. Tandem Trailers. Tractor-trailer trucks delivering product to and from the Property shall consist of single trailers only and use of tandem trailers (double trailers) is prohibited.
19. Operational Requirements. Unless a local delivery, any facility operator’s trucks delivering product to and from the Property shall be subject to a procedural requirement that they access the site from Sliding Hill Road directly from I-95, unless another direct route from I-95 via New Ashcake Road Extended west of Sliding Hill Road is made available. All other trucks delivering product to and from the Property shall be instructed to follow the same access as described above.
20. Fencing. Any fence located along Ashcake Road and the portion of Sliding Hill Road as shown on the Concept Plan shall be opaque, such as a solid board on board type fence, or if a chain link fence, installed with an all-weather sound attenuation slat or panels specifically designed for such use.

AIR PARK ASSOCIATES, L.P.

By: [Signature]
Andrew M. Condlin, by Power of Attorney

3/30/2020 Date

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

I, Tracy Gibrall Craddock, do hereby certify that Andrew M. Condlin by Power of Attorney for Air Park Associates, L.P. has acknowledged the foregoing proffers before me, this 30th day of March, 2020.

[Signature] (SEAL)
Notary Public

My Commission Expires: 11/30 12021



**SPECIAL LIMITED POWER OF ATTORNEY
LAND USE APPLICATIONS**

KNOW ALL MEN BY THESE PRESENTS, that **Air Park Associates, L.P.**, hereby ratifies and constitutes and appoints, and by these presents does hereby affirm the actions of **ANDREW M. CONDLIN and MARK J. KRONENTHAL** undertaken as his true and lawful attorney-in-fact ("Attorney"), in his name, place and stead with such full power and authority as he would have had, if acting personally, in all matters associated with the filing and request for approval of a proffer amendment as deemed necessary, to use the real estate for on such real estate as is located in the County of Hanover, Virginia, designated in the Real Estate Assessment Records of the County of Hanover, Virginia (the Tax Parcels 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"). No authority except that which is expressly stated herein is intended to be conferred by this instrument and none may be implied.

This Special Limited Power of Attorney may be revoked by delivery of notice of such revocation to the County of Hanover.

WITNESS the following signatures and seals this 30th day of MARCH, 2020.

AIR PARK ASSOCIATES, L.P.

By: Phillip W. Dean Mar. 30, 2020
Phillip W. Dean, General Partner Date

COMMONWEALTH OF VIRGINIA
COUNTY/CITY of Chesterfield, to-wit:

I, Phyllis Ann Akil, do hereby certify that Phillip W. Dean, General Partner of Air Park Associates, L.P. has acknowledged the foregoing Power of Attorney before me, this 30th day of March, 2020.

Phyllis Ann Akil (SEAL)
Notary Public

My Commission Expires: 11/30/2022

PHYLLIS ANN AKIL
NOTARY PUBLIC
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES NOV. 30, 2022
COMMISSION # 303622