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January 6, 2016

VIA EMAIL

Ms. Beth Lewis
Community Development Director
Southampton County
207 W. Second Ave
Franklin, VA 23851

**Re: Hampton Roads Development, L.L.C.
Rezoning Application for Camp Parkway Commerce Center
Our Matter No. 0160611**

Dear Beth:

On behalf of our client, Hampton Roads Development, L.L.C., I write to provide additional submittal materials in connection with the above-referenced Rezoning Application. In the months following the submittal of our application in September, we have consulted and received substantial input from the community and local stakeholders regarding this project. In order to address and accommodate the input received to date, my client wishes to supplement its application with the enclosed materials providing additional assurances and further restrictions with regard to this project. Specifically, the enclosed materials, among other benefits, provide for the following: a) a voluntary ban of numerous permitted M-1 uses in addition to those initially proffered; b) submission of a Conceptual Phasing Plan showing the proposed phased order of development of the site; c) submission of Design Guidelines governing the architectural design of the buildings on the site; d) the proffer of a sidewalk along Camp Parkway to connect with the existing sidewalk on Clay Street; and e) additional traffic proffers.

Accordingly, enclosed please find the following:

1. Comment Response Memo;
2. Conceptual Phasing Plan dated December 4, 2015;
3. Revised Proffer Statement dated as of January 6, 2016, along with a redline version showing the revisions;
4. Design Guidelines dated December 4, 2015; and
5. Revised Fiscal Impact Analysis dated as of January 6, 2016;

Please let me know how many additional copies of these materials you will need, and we will be glad to provide complete binders of all of the latest versions of the application materials. Thank you for your time and attention to this application.

Very truly yours,


William L. Holt

c: Ed Fiscella (via email)

TO: Beth Lewis, AICP, Southampton County Planning Department

FROM: Kaufman & Canoles, P.C.

DATE: January 6, 2016

RE: **Camp Parkway Commerce Center Rezoning
Our Matter No. 0160611**

This memorandum is prepared as a comprehensive response to the comments that Hampton Roads Development LLC (the "Applicant") has received from the Southampton County Planning Staff and various agencies ("Staff") on its submittal of the above referenced application. The Applicant offers the following responses to Staff comments:

DEPARTMENT OF COMMUNITY DEVELOPMENT (SEPTEMBER 25, 2015 COMMENT LETTER):

Phasing

1. **Comment:** There is a construction schedule on page 6 of the financial analysis plan and a tabulation on the conceptual plan page, but I can't determine if they correspond. Development from north to south? East to west? Camp Parkway going north? Provide pictorial phasing plan, including roadway improvements.

Response: *See Conceptual Phasing Plan submitted herewith. In general, development phasing will begin from the south end of the site along Camp Parkway and both sides of Delaware Road. Phases I & II will complete the east side of Delaware Road. with Phases III & IV west of Delaware Road and north to the railroad tracks for completion.*

2. **Comment:** Provide information regarding phasing should development halt mid-way or be delayed substantially. Each phase should be able to stand alone or build on the one(s) before it, not rely on the one(s) after it..

Response: *See Conceptual Phasing Plan submitted herewith. Each phase would be developed to be able to stand alone. It is important to remember that this application seeks approval of a master plan only, and that more specific details for individual phases and buildings would be subject to further review through the site plan process at the time of development of each building and/or phase.*

3. **Comment:** Page A-5 of the financial analysis report seems to say the berms and landscaping would be complete in 2023. Is that accurate? Which phase is that?

Response: *The primary berms and landscaping along Camp Parkway are proffered to be completed in the first phase of development and would be required to be*

completed before a certificate of occupancy can be granted for any building or structure in the development. Please see the Conceptual Phasing Plan and Proffers submitted herewith.

4. **Comment:** Page 6 of the financial analysis says phase 1 is 2017-2023. If land disturbing will be done phase by phase, will some land be disturbed for six years? How do the physical locations of the phases coordinate with road improvements? Are the buildings in each phase grouped together or spread throughout the site?

Response: See Conceptual Phasing Plan submitted herewith. Each phase will have the appropriate improvements necessary to support itself (drainage facilities, streets, utilities, etc.) as a single section.

With regard to Projected Building Construction Schedule listed in the Fiscal Impact Analysis, it should be noted that the specific size and sequencing of buildings and of uses within those buildings that are presented within Table 1 on Page 6 are for the purposes of conducting the fiscal impact analysis. Actual building sequencing and occupancy will be market driven.

5. **Comment:** There is at least one occupied residence on the property. Will those residents remain at all during the clearing and construction, or will they relocate prior to any work being done? If they will remain, accommodations will need to be provided in the phasing plan to permit them to live there for some period of time.

Response: See Conceptual Phasing Plan submitted herewith. Applicant owns the residences and will continue to rent to current residents in compliance with their leases. It is expected that the residents would remain in their homes as long as possible until development in the surrounding area occurs.

6. **Comment:** Is the church on Delaware Road at the northern end of the property in use? If so, there may need to be accommodations made so that property can be used while construction takes place.

Response: Yes, Pleasant Shade Baptist Church is in operation and the Applicant has remained in contact with the church leadership regarding the development plans. As shown on the Conceptual Master Plan, a berm and a large open buffer is provided in the area around Pleasant Shade Baptist Church to screen the church from the proposed development. There are no plans for the church to close during construction as access will be maintained throughout construction of improvements.

Infrastructure

7. **Comment:** Will water/sewer all come from County? Does the fact that the site is in the revenue sharing area have any effect on the provision of services?

Response: Water and sewer service will be provided and billed by the County, with the water supply coming from the City of Franklin based on the property's location within the revenue sharing area.

8. **Comment:** Will gas lines be needed?

Response: *Gas service is not currently extended to the Property. The need for gas service will be evaluated by individual users of the Property. The Applicant is in the process of obtaining estimates of the cost to extend gas service to the site should a potential user desire it.*

9. **Comment:** Which power company is the provider? Have they been consulted on needs and phasing? There is a Franklin Power and Light substation adjacent to the northern end of the property where Delaware Road crosses the railroad track.

Response: *Dominion Power would provide power and can accommodate the project. Specific power needs for the individual buildings and phases will depend on the specific users.*

10. **Comment:** Provide phasing plan of infrastructure improvements, both internal and those expected from locality. If phase 1 includes food processing, it may be expected that water/sewer needs will be substantial early in the plan.

Response: *See Conceptual Phasing Plan submitted herewith. No infrastructure is to be provided by any locality.*

11. **Comment:** When will the trail be installed, which phase, or phase by phase? Public or private? Who will maintain?

Response: *See Conceptual Phasing Plan submitted herewith. The trail will be installed in phase by phase sections as the Property is developed. In the trail's current configuration, it would be developed largely in Phase III. The trail will be maintained by Owners Association for the Property. The trail is intended to be public, but it is expected that that primary users would be employees of the businesses on the Property.*

12. **Comment:** Any sidewalks planned internal or external to development? When?

Response: *The Applicant has proffered to install a sidewalk from Village Parkway beside Riverdale Elementary School along Camp Parkway to the eastern edge of the property line so that a connection to the existing sidewalk along Clay Street would be possible. The sidewalk would be constructed following the installation of the berms along Camp Parkway, and the Applicant has proffered to complete the sidewalk prior to construction of 1 million square feet of buildings on the Property.*

13. **Comment:** Will Delaware Road include a bike lane/sidewalk? Will Camp Parkway?

Response: *See above response to Comment No. 12 with regard to a sidewalk proffered along Camp Parkway. No sidewalks or bike plans are currently planned for Delaware Road.*

14. **Comment:** Provide phasing plan for erosion and sediment control as well as BMP installation. The financial analysis plan indicates VSMP fees of \$12,050. Is all grading/clearing/installation of E&S/BMP going to be done at start of project?

Response: See Conceptual Phasing Plan submitted herewith. The project will be graded and cleared in phases and in some cases per building depending on the size and location of the buildings. BMPs will be constructed in the respective phases as shown according to the Conceptual Phasing Plan along with appropriate and necessary grading and clearing. Final clearing and erosion and sediment control plans will be submitted and approved during the site plan approval process.

15. **Comment:** Will the internal streets be public or private? Or will they be more like driveways than streets? Will they be gated? If so, will the gates be staffed 24 hours?

Response: Internal streets will be private, and will be maintained by the Owners Association. Security will be provided by individual business users of the Property. It is expected that individual facility entrances will be gated and monitored by 24-hour surveillance.

17. **Comment:** Note that USPS will not deliver mail to individual buildings or businesses any longer. Provision for gang mail delivery will be required.

Response: Duly noted.

18. **Comment:** I have a digital copy of the plans for the water line installed to serve the property in 2007, if they are helpful. I do not, however, have as-builts.

Response: The Applicant has copies as well, thank you.

Uses

19. **Comment:** Will any agricultural use continue while property is being developed elsewhere on the property? Or will all grading/clearing be done at start of project? How will the cleared area be kept up during all the years of development?

Response: Clearing and grading will be done in phases to coincide with phased development of the Property as projected on the Conceptual Phasing Plan. Prior to each phase being developed, the Applicant intends to maintain agricultural use on such phases not yet developed.

20. **Comment:** The cemetery is enclosed with a wall. Make sure the area is protected during construction and the path remains accessible. When will the road to the cemetery be installed? What phase?

Response: Duly noted. See Conceptual Phasing Plan submitted herewith.

21. **Comment:** How will the existing tree line be protected during construction?

Response: The Applicant will follow normal clearing and erosion and sediment control protocol. As part of the site plan approval process, a complete clearing and erosion and sediment control plan will be submitted to the County for approval, which will include more details on tree protection for specific portions of the Property as developed.

22. **Comment:** Please define in the proffers as limitations on uses, “Intermodal container storage, except those containers parked on the property temporarily for loading and unload...”. What is temporary? How would the County enforce that? Are there specific places for these to be stored? Will those places be screened from view from the public ROW?

Response: The purpose of this proffer is to prevent any proposed outright use of the Property for storing or stacking intermodal containers for offsite storage for the port or any similar offsite storage type uses. In connection with warehousing uses of the Property, there is expected to be tractor-trailers on the Property involved in the transportation of goods and materials, and intermodal containers are expected to remain on the site for reasonable periods of time in connection with being loaded and unloaded. Accordingly, the purpose of the 8’ landscaped berms proffered by the Applicant is to screen the site and these uses from the public ROW to the greatest extent possible. The County has authority to issue notices of violation for any use of the Property not consistent with the Proffer language which violates this or any other prohibited use. If the County has proposed language to further define this specific prohibited use, the Applicant is happy to discuss.

23. **Comment:** The rail yard may require screening for the houses on the other side of the track.

Response: Duly noted. The existing tree line and proposed berms will provide screening in this area.

24. **Comment:** Does “public warehouse” mean mini-storage?

Response: No. A public warehouse is a business that provides storage, logistics, and fulfillment services to multiple businesses on a short or long-term basis. The public storage warehouse typically owns its own equipment and staff to manage the operations of the facility. Public warehousing can be used as the sole storage for a business or to supplement a private company’s storage, logistics, and fulfillment facilities.

25. **Comment:** Much discussion before the Board of Supervisors when the Comprehensive Plan was adopted included references to some part of this project including an incubator-type building. Are there any plans for such an office building? Would it be in addition to what is shown or in place of what is shown, or is it not included?

Response: The Applicant’s recollection of the discussion during the Comprehensive Plan related to the ability for Camp Parkway Commerce Center to

accommodate business that may “graduate” from the Franklin Business Incubator or other local office or industrial facilities. Camp Parkway Commerce Center will offer a variety of different size and style spaces that can accommodate local businesses needing industrial space and would keep these local businesses in the Franklin/Southampton area.

26. **Comment:** Will there be on-site security around the clock, live-in?

Response: *Security will be provided by individual business users of the Property. It is expected that individual facility entrances will be gated and monitored by 24-hour surveillance. Should the need arise, the Owners Association will be able to implement security measures for the Property, but the Applicant does not expect this to be needed.*

TIA questions

27. **Comment:** Per page 6, at build out there will be 10,134vpd. High-cube warehousing will contribute 3,848vpd, but trucks will only be 2,094vpd. If trucks are 2,094vpd, does that mean the remaining 8,040vpd will be passenger vehicles? Does that mean each of the 2,000 employees will make two round trips (four total trips) per day?

Response: *Trucks in this case refers to heavy trucks (greater than 3 axles). It does not include smaller vehicles like step vans and large pick-up trucks nor does it include single unit trucks or trucks with small trailers. In addition, High-cube warehousing is the only land use that provides truck generation estimates, so that figure was applied to the entire site for estimation. This is merely an estimation for planning purposes only to plan for future traffic improvements and the actual truck percentages will be ultimately determined by the specific businesses that locate on the property.*

28. **Comment:** Page 9 says, “truck traffic would primarily be oriented to come from and depart to US 58 via Camp Parkway to the east”. Since no through-truck traffic is permitted in Franklin, what will be done to keep trucks from going to Franklin if they are not delivering or picking up in the City? “Primarily” seems to be too indecisive a word.

Response: *A specific proffer has been included to require signage at the intersection of Camp Parkway and Delaware Road prohibiting trucks exiting the Property from making left turns onto Camp Parkway towards Franklin. With regard to the word "primarily" as used in the traffic analysis, this language was used for the possibility of trucks that are oriented to downtown Franklin as their final destination.*

29. **Comment:** Per page 6, 20% of the traffic would go to and come from Franklin. That is 2,000vpd. If none of them are trucks not stopping in Franklin, that's quite a few employees from Franklin. Does that seem reasonable? VDOT 2012 traffic counts on Clay Street along the westernmost stretch were only 3,300vpd, an increase of 2,000vpd is a marked increase.

Response: *The 20% number mentioned references peak hour distribution, which is not the same as daily distribution because the peak hour does, in fact, provide for a higher percentage of employees. The peak hour is used for planning purposes because it has the high volume of traffic on the roadways and the expectation of people being able to arrive and depart from work in an efficient manner. Most likely, the 20% east orientation will drop off between peaks with the exception of lunchtime when employees travel for lunch. Additionally, Clay Street is a four-lane facility and can easily handle this estimated increase in traffic.*

30. **Comment:** The TIA says there will be a STUDY regarding the installation of a traffic signal at Camp Parkway and Delaware Road at 3,882vpd. The financial analysis says there will be a traffic signal INSTALLED at 1.7M square feet of building. Which is it?

Response: *The traffic improvements to be provided and the triggers for providing such improvements are clearly stated in the proffers, which are binding on the Applicant. Accordingly, to determine the specific triggers for traffic improvements, the proffers should be consulted. With regard to this traffic signal, the proffers provide that “Prior to requesting a building permit for any building or structure on the Property after the total vehicle trips per day (vpd) reach 3,882 for the Property, Owner shall...Request a signal warrant analysis by VDOT at the intersection of Camp Parkway and Delaware Road and construct a traffic signal at this intersection if warranted.”*

VDOT regulations mandate a strict warrant process that governs the installation of traffic signals, so the Applicant has proffered to construct the traffic light in accordance with the required VDOT warrant process. The Traffic Impact Analysis makes the assumption that a traffic light will be warranted by VDOT after the completion of 1.7M square feet of buildings. However, due to the potential different types of businesses expected for the Property, the proffers use vehicle trips per day (vpd) as a more reliable trigger for the traffic improvements. Accordingly, regardless of the square footage built on the Property, the Applicant has committed to install this traffic signal as soon as the site generates 3,882 vpd and the VDOT warrant is met to allow the signal.

Financial analysis questions

31. **Comment:** The site is in the revenue sharing area. Please provide information as to what that does to the expected revenues and expenses for both the county and the city.

Response: *The Revenue Sharing District within which Camp Parkway Commerce Center will be located provides for a 70%/30% split of all local tax revenues generated by the Property, with 70% to the County and 30% to the City. This assumes that the entire Property will be served by water supplied from the City of Franklin pursuant to the Revenue Sharing Agreement. Local tax revenues do not include fees (building permits, water and sewer, etc.). The revenues to be shared by the County are distributed to the City in arrears annually in October of each year. The Fiscal Analysis provides more details regarding the taxes to be received by the County and the City.*

32. **Comment:** Please define, “Wholesale and Industrial Supply” as used in the analysis.

Response: *“Wholesale and Industrial Supply” technically is a redundancy, as the NAICS code for Wholesale Trade (42) includes Industrial Supply wholesalers. As used in the Fiscal Impact Analysis, the term “industrial supply” is meant to suggest the probability that many of the wholesale companies that could locate at the Property would be companies supplying the manufacturing and/or construction industries. Examples of such companies are: Fastenal, MSC Industrial, Grainger and Ferguson. Regarding the metrics employed to estimate revenues, industrial supply was not distinguished from wholesale (the same metrics applied to wholesale and industrial supply). It should be noted that the assumptions defining tenant mix, while informed by the Applicant, are illustrative and based on likely tenant patterns, but are not proffers of what the actual tenant mix will be.*

33. **Comment:** Page 5 says each phase will be permitted with regard to E&S/SWM, but what are the phases? It says there are four phases with regard to infrastructure, but do those phases correspond to the phases referenced elsewhere? A pictorial phasing plan is required so as to make sure all infrastructure/transportation needs are met phase by phase.

Response: *See Conceptual Phasing Plan submitted herewith. Phase 1 includes Buildings A, B, C, and E; Phase 2 includes Buildings D and F; Phase 3 includes Buildings G, H, I and J; Phase 4 includes Buildings K, L and M. Streets and accompanying utilities are to be developed phase by phase. Given the long timeline for this project and the potential large square footage users of the Property, the Conceptual Phasing Plan is subject to change based on the market conditions and the demand of space at the Property from the various types of users. For example, if a prominent business wants to locate a large square footage facility on the site early in the Project’s build-out, it is likely that a larger building footprint would be developed to accommodate such user and the phases would be adjusted accordingly. With that said, the Conceptual Phasing Plan represents a logical progression of infrastructure development as expected by the Applicant.*

The phasing of Camp Parkway Commerce Center is also described in Table 1 of the Fiscal Impact Analysis. It should be noted that the assumptions defining tenant mix in the Fiscal Impact Analysis, while informed by the Applicant, are illustrative and based on likely tenant patterns, but are not proffers of what actual tenant mix will be.

34. **Comment:** Page 8 paragraph 4 says the property is “not economically feasible to develop residentially”. What objective analysis was done to come to that conclusion? Or is it subjective, based on the property owner’s preference?

Response: *This conclusion is based on current inventory levels of developed and undeveloped but approved lots in the County versus the projected residential growth for the County during the same time period of this project. Although some population growth is expected in the County during the same time period of this project, there is expected to be inventory to accommodate this future demand. Additionally, a rezoning for this Property was denied that would have allowed the density of this project to compete to create the type of affordable housing that is otherwise lacking in the County. Also, based on the fiscal impact*

analysis submitted for this project, this rezoning clearly represents the highest and best use of this Property from the County's perspective.

35. **Comment:** Are the water and sewer fees on page 9 tied to a phasing plan?

Response: *The timing of the payment of most water and sewer fees, as well as development fees, is tied to building construction (which follows the Conceptual Phasing Plan). Fees are assumed to be paid as buildings are developed, not pre-paid as phases are begun. Exceptions to this are water line and sewer line permit fees and the local portion of the VSMP fee (including the renewal fee), which are paid at the start of each phase. Additionally, the site plan review fee and land disturbance fee are also assumed to be paid as phases are begun.*

36. **Comment:** A traffic signal is planned for installation at 1.7M square feet of building. By the construction schedule, that is 2031 (pg A-4), but by the report text that is 2034 (pg A-5). Which is it? Page A-5 says the signal will be installed once 1.7M square feet "is developed". Does that mean upon completion? Or does that mean when a building permit is sought? Or when a certificate of occupancy is sought?

Response: *See above response to Comment No. 30. The proffers set the binding triggers for the installation of traffic improvements based on the data from the Traffic Impact Analysis. In order to provide overall fiscal projections for the project, the Fiscal Impact Analysis estimates the times for the installation of certain traffic improvements, but the binding triggers are contained in the proffers.*

37. **Comment:** Page A-5 says "water and sewer fees were calculated assuming fifteen (16) 1 inch water meters...". Is it fifteen (15) or sixteen (16)? When I calculate the number of water meters based on use and owned/leased/size provided on page A-5 with regard to the chart on page A-4, I seem to get a number of meters higher than either 15 or 16.

Response: *Based on the business mix assumed in the Fiscal Impact Analysis, the correct number of 1" meters is 16 (not fifteen). There are a total of 21 water meters projected for the project at full development, 16 one inch meters and 5 one and one-half inch meters.*

38. **Comment:** Page A-10 says water/sewer use is based on employees per square foot. Earlier in the analysis it says the employee count is projected to be near 2,000. Do these measures come up with the same number?

Response: *Yes, water and sewer use is calculated based on the same employee per square foot metrics used to calculate the total expected number of employees generated by the project.*

Buildings

39. **Comment:** What information can be provided regarding the architecture of the proposed buildings as seen from the public ROW? Page 2 of the proffer section says the formal design guidelines will be submitted “prior to site plan approval for any building or structure on the property”. Does that mean building by building? Or site plan approval for the site as a whole? Or does it mean prior to the first building?

Response: *The Applicant has now submitted proposed Design Guidelines herewith. Conformance with these Design Guidelines has been proffered and will be a requirement that runs with the land. Using these guidelines, building designs will be submitted to a Design Review Committee prior to building permit submittal for each building permit application.*

40. **Comment:** Page 2 of the proffers says a design review committee shall be established but it says the DRC has no authority to approve or deny any plans. What is its purpose? Or does this merely mean the DRC cannot issue building permits? What is the county expected to do if the DRC does not make a favorable recommendation of a building design?

Response: *The purpose of the DRC is to allow stakeholder input prior to the building permit application process. The DRC is an advisory body and is intended to make recommendations to the Board of Supervisors much like a Planning Commission.*

41. **Comment:** Page 2 of the proffers says the articles of incorporation and bylaws shall be submitted to the county attorney for review prior to issuance of a certificate of occupancy for any building on the property. First, prior to a CO may be too late in the process. And second, does that really mean prior to the issuance of a CO for the FIRST building on the property? Even so, it needs to be prior to the issuance of the first land disturbing permit on the property at all.

Response: *See revised Proffers submitted herewith, which revise this provision to require submission of the articles of incorporation and bylaws for the Owners Association prior to the issuance of a building permit for any building on the Property.*

Parking

42. **Comment:** Are the only parking areas those white areas that include parking lot islands? Or are some of the white areas near the buildings parking lots for employees as well?

Response: *The parking areas shown on the Master Plan are conceptual locations to demonstrate the ability to meet ordinance requirements. Prior to construction of each building, a detailed site plan showing specific parking detail would be submitted for review and approval by the County.*

43. **Comment:** The plan indicates 2,000 employees at completion. How was that determined? How can we assess whether sufficient parking is provided?

Response: *The number of employees is estimated based on the assumption of use types and number of employees per square foot was calculated by use type based on recent regional economic development announcements in Southeastern Virginia. This methodology is used to estimate the total number of employees working at the Center upon build-out. With regard to parking, prior to construction of each building, a detailed site plan showing specific parking detail would be submitted for review and approval by the County. The Parking demands of individual business users will be more known during the site plan process and the County will be in a much better position to assess the sufficiency of parking proposed by site plans submitted at that time.*

44. **Comment:** If the white areas with parking lot islands are the only employee parking, the requirements of the ordinance cannot be met. Parking must be no more than 300 feet from the use.

Response: *See above response to Comment No. 42. Detailed parking plans for individual buildings and/or phases will be submitted during the site plan process to ensure compliance with the parking requirements of the Zoning Ordinance and to ensure the parking needs of individual business users are met.*

45. **Comment:** If the white areas near the buildings are for parking, how will trucks access the buildings?

Response: *See above responses to Comment Nos. 42 and 44. Detailed parking plans for individual buildings and/or phases will be submitted during the site plan process to ensure compliance with the parking requirements of the Zoning Ordinance and to ensure the parking needs of individual business users are met.*

46. **Comment:** Will parking be constructed in phases, or all at the beginning of the project? Building by building? Will all the parking be maintained by the owners' association? Plans for parking for each building must be provided in conjunction with the site plan for each building, if that's how the development will proceed, building by building.

Response: *See above responses to Comment Nos. 42, 44, and 45, as well as the Conceptual Phasing Plan.*

OCTOBER 20, 2015 COMMENT LETTER FROM VDOT:

1. **Comment:** While it is understood that this study was completed in an effort to determine the roadway impacts resulting from rezoning the land use. As the Build condition was denoted as 2040 (+25 years), addendums to the study will need to be completed as parcels are built using the then current collected traffic volumes in order to ensure that the appropriate traffic mitigation measures are completed. Parcel development should be completed in phases with TIA addendums and site plans submitted for review and comment.

Response: *Agreed. The Applicant has proffered to conduct annual traffic counts in order to stay apprised of the traffic increases generated by the project, and the Applicant has proffered to conduct an additional traffic study prior to construction of any additional buildings after the site generates 3,882 vpd.*

2. **Comment:** When designing the internal Commerce Center roadway network, care will need to be used to ensure that the proposed accesses on Delaware Road meet or exceed Department Access Management spacing and intersection design requirements.

Response: *Duly noted. This comment will be addressed by the site engineer in the site plan review process.*

3. **Comment:** No background developments were included and/or addressed in the submitted study. All previously approved development and their associated trips will need to be included in the No Build scenario. A confirmation from the County will need to be obtained as to the status of any development project that is in the foreseeable future.

Response: *At the time of the 527 scoping, no developments were indicated by VDOT, Franklin, or Southampton.*

4. **Comment:** Due to the intended design traffic (i.e. heavy vehicles), a pavement analysis on Delaware Road will need to be completed to ensure that the roadway design is sufficient for the proposed traffic.

Response: *Duly noted. This comment will be addressed by the site engineer prior to approval of any site plans for the Property. Any additional improvements needed could likely be completed in conjunction with the other improvements already proposed for Delaware Road.*

5. **Comment:** The submitted study identifies two intersections (Camp Parkway/Delaware Rd and Camp Parkway/Route 58) that are anticipated to meet the warrants for signalization per the MUTCD under Build out conditions. As no signal can be constructed until justified and the Build out is projected to be 2040, these intersections will need to be monitored and signal warrant analyses completed with each phase of development. A crash analysis will need to be conducted as the MUTCD includes a warrant based on crashes that are correctable by the installation of a traffic signal.

Response: *Duly noted. See revised Proffers submitted herewith.*

6. **Comment:** Proffers for identified improvements/signalization should be obtained from the Developers by the County.

Response: *See Proffers submitted herewith.*

7. **Comment:** The following comments pertain to the Synchro files:

i) Speed throughout network is coded 30mph which is not consistent with existing conditions.

- ii) Roadway geometry is not consistent with existing network intersection distances.
- iii) Camp Parkway/Route 58 intersection in Synchro does not match the existing field configuration.
- iv) Network Volumes are not balanced.
- v) Future conditions models are not configured with accurate road lanes.
- vi) Some models have fatal errors as some intersections have no receiving lanes.

Response: *These items have been addressed with VDOT with the revised submittal of the Traffic Study.*

8. **Comment:** All Synchro models need to be corrected to reflect existing/proposed conditions.

Response: *Synchro models have been resubmitted to VDOT.*

9. **Comment:** Roadway construction site plans will need to be submitted for review and contain but not be limited to; intersection geometrics, lane configurations, corner radii, intersection sight distances, right of way etc.

Response: *Duly noted. This comment will be addressed by the site engineer in the site plan review process.*

CAMP PARKWAY COMMERCE CENTER

Conceptual Phasing Plan
December 4, 2015



- Phase I
- Phase II
- Phase III
- Phase IV

TABULATION:

Building A:	100,000 s.f.
Building B:	80,000 s.f.
Building C:	80,000 s.f.
Building D:	230,000 s.f.
Building E:	100,000 s.f.
Building F:	250,000 s.f.
Building G:	300,000 s.f.
Building H:	500,000 s.f.
Building I:	500,000 s.f.
Building J:	500,000 s.f.
Building K:	300,000 s.f.
Building L:	166,000 s.f.
Building M:	166,000 s.f.
TOTAL:	3,272,000 s.f.

LEGEND:

Pond	Forest	Open Space	Bldg. C 100,000 sq.ft.	Roads	Rail	Berms

Notes:

- Berms to be a minimum of 3'-5' high
- Buffer to be composed of hardwood deciduous trees and a minimum of 50% evergreen trees

CAMP PARKWAY COMMERCE CENTER
PROFFERS

THESE PROFFERS are made this ____ day of January, 2016 by and among **HAMPTON ROADS DEVELOPMENT LLC**, a Virginia limited liability company, and or its successors and assignees (collectively the "Owner") (to be indexed as grantor), and the **COUNTY OF SOUTHAMPTON, VIRGINIA**, a political subdivision of the Commonwealth of Virginia ("County") (to be indexed as grantee).

RECITALS

R-1. Owner owns certain real property located within the territorial confines of the County and identified as County Tax Map Parcel Nos. 77-36, 77-38, and 77-43, which is more particularly described on **Exhibit A**, attached hereto and made part hereof (such property described in **Exhibit A** shall be referred to herein as the "Property").

R-2. Owner has filed an application (the "Application") requesting that the zoning of the Property be changed from A-2 Agricultural and R-1 Residential to M-1 – Limited Industrial with proffers as described in Section 18-546 of the County's zoning ordinance in effect on the date hereof (the "Zoning Ordinance"). A master plan of development (the "Master Plan") entitled "Camp Parkway Commerce Center Conceptual Master Plan" dated August 3, 2015, prepared by Land Planning Solutions has been submitted to the County Planning Division for review by the County in connection with the Application. The Master Plan is on file with the Office of the County Planning Division.

R-3. The provisions of the Zoning Ordinance may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, Owner, in furtherance of the Application, desires to proffer certain conditions which are limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection of the community and enhancement of the development of the Property, in accordance with the provisions of Section 15.2-2296, et seq. of the Code of Virginia (1950), as amended (the "Virginia Code") and the County Zoning Ordinance.

NOW, THEREFORE, for and in consideration of the approval by the County of the Application and pursuant to Section 15.2-2296, et seq., of the Virginia Code and the Zoning Ordinance, Owner hereby agrees that if the Application is approved and the Board of Supervisors of the County rezones the Property from A-2 Agricultural and R-1 Residential to M-1 – Limited Industrial with proffers, then any subsequent development of the Property shall be in conformance with the following proffers:

PROFFERS:

1. **Plan of Development**. The Property shall be developed generally in accordance with the Master Plan. The Master Plan is a conceptual plan for proposed development on the Property and provides only for the general location and size of buildings, proposed streets, parking, drainage facilities, landscaping, areas of open space, and buffer areas, and is subject to such approvals as may be necessary from any governmental body, quasi-governmental entity, and/or private utility entity. Deviations from the Master Plan shall be allowed in accordance with the Zoning Ordinance and Virginia Code. The Master Plan may be amended from time to time provided that such amendments do not alter the basic character and intent of the Master Plan and provided that such amendments are approved by the County Board of Supervisors ("Board

of Supervisors”), which may be by consent action, after receiving an advisory recommendation from the Design Review Committee as established in conformance herewith.

2. Limitation on Uses. The following M-1 permitted uses as stated in Section 18-282 of the Zoning Ordinance shall be prohibited on the Property:

- a. Automobile service station
- b. Airports and landing fields, heliports, and accessory uses
- c. Storage of damaged or inoperative vehicles
- d. Blacksmith shop
- e. Circus or carnival grounds
- f. Coal and wood yards
- g. Dog kennels, commercial or noncommercial
- h. Engine testing
- i. Exposition center or fairgrounds
- j. Exterminating establishments
- k. Fertilizer storage
- l. Firewood operation
- m. General advertising signs
- n. Grain storage
- o. Manufacture or storage of insecticides, fungicides, disinfectants, and related industrial and household chemical elements
- p. Lumber yard, planing and millwork
- q. Manufacture of paper and paperboard
- r. Pottery and figurines or similar ceramic products and kilns
- s. Race track or course, any type, including horses, stock cars or drag strip
- t. Rifle or pistol range
- u. Sand and gravel processing
- v. Sawmill
- w. Sports arena or stadium, commercial athletic field or baseball park
- x. Structural iron and steel fabrication
- y. Tobacco products
- z. Truck stop
- aa. Water well drilling establishment
- bb. Welding, bracing, or soldering shops
- cc. Intermodal container storage, except those containers parked on the Property temporarily for loading and unloading in connection with other M-1 permitted uses, not prohibited herein

3. Property Owners Association(s). If any individual parcel on the Property is to be offered for sale separate from the rest, then a master property owners association shall be established pursuant to and in accordance with the Virginia Property Owners Association Act, Section 55-508 et seq., of the Virginia Code (the “Owners Association”), in which all owners of lots and parcels within the Property shall be members of the Owners Association by virtue of their property ownership. The Owner shall subject the Property to a master declaration of covenants which shall provide for, among other things, the establishment of a Design Review Committee (“DRC”). The DRC shall be delegated by the Owners Association Board of Directors the responsibility for reviewing development plans for the Property for consistency with the Design Guidelines and the Master Plan and for providing advisory input. Notwithstanding anything to the contrary, input from the DRC shall be advisory in nature only and the DRC shall not have authority to approve or deny any plans. The developer/declarant shall establish in the master declaration of covenants, at its discretion, a period of declarant control during which time the

developer/declarant shall have the right to, among other things, appoint the members of the Owners Association Board of Directors. The Owners Association Board of Directors shall, among other things, appoint the members of DRC. The articles of incorporation and bylaws of the Owners Association and declaration of covenants enforceable by the Owners Association shall be submitted to and reviewed by the County Attorney for consistency with this proffer prior to issuance of a certificate of occupancy for any building on the Property.

4. Design Review Committee. Prior to construction of any structure on the Property, evidence satisfactory to the County Attorney shall be submitted confirming the establishment of the Design Review Committee in accordance with these proffers. Prior to issuance of a building permit for construction of any structure on the Property, a certification of approval by the Board of Supervisors, which may be by consent action, following receipt of advisory input from the Design Review Committee, shall be submitted to the County's Director of Codes Compliance with respect to such structure.

5. Design Guidelines. The Property shall be developed substantially in accordance with the "DESIGN GUIDELINES FOR CAMP PARKWAY COMMERCE CENTER COURTLAND, VIRGINIA" dated January 6, 2016 (the "Design Guidelines"). The Design Guidelines may be amended from time to time provided that such amendments do not alter the basic character and intent of the Design Guidelines and provided that such amendments are approved by the Board of Supervisors after receiving advisory input from the Design Review Committee as established in conformance with the Design Guidelines.

6. Berms. Prior to issuance of a certificate of occupancy for any building or structure on the Property, landscaped berms shall be constructed on the Property as shown on the Master Plan. The berms shall be consistent with the "CAMP PARKWAY COMMERCE CENTER CONCEPTUAL PLANTING PLANS FOR 'PRIMARY' BERMS" and "CAMP PARKWAY COMMERCE CENTER CONCEPTUAL PLANTING PLANS FOR 'SECONDARY' ORNAMENTAL BERMS" prepared by Greensprings Landscape Architecture and dated September 4, 2015, which plans is on file with the County Planning Department. Notwithstanding the foregoing, construction of the berms shall be phased such that no berms east of Delaware Road shall be required until the time of construction of the first building or structure on the Property east of Delaware Road and no berms west of Delaware Road shall be required until the time of construction of the first building or structure on the Property west of Delaware Road.

7. Landscape Plan. Prior to issuance of a building permit for any building or structure on the Property, a landscape plan in conformance with the Design Guidelines for the phase of development in which such building or structure is located ("Landscape Plan") shall be submitted to the County Director of Planning for review and approval for consistency with the Design Guidelines. All landscaping measures shown in the Landscape Plan to be located on such lot containing such building or structure shall be installed in accordance with the Landscape Plan or bonded in a manner satisfactory to the County Attorney prior to issuance of a certificate of occupancy for any building or structure located on such lot.

8. Sidewalks/Trails.

a. A sidewalk shall be constructed along the Property's frontage along Camp Parkway from the Property's shared boundary line with the Riverdale Elementary School site extending to the eastern limits of the Property. It is the Owner's intention of this proffer to allow for the connection of the sidewalk on the Property to the existing sidewalk along Camp Parkway/Clay Street. The sidewalk shall be constructed within the 100' buffer on the Property along Camp Parkway and shall be constructed prior to completion of buildings on the Property

totaling 1 million square feet. The sidewalk proffered herein shall be maintained by the Owners Association.

b. A trail shall be constructed on the Property as shown on the Master Plan and shall be maintained by the Owners Association. The trail will be constructed in phases in conjunction with development on the Property adjacent to such trail location.

9. Exterior Lighting. Exterior lighting shall be directed inward and downward onto the site so as not to cause glare to adjacent properties and rights-of-way in accordance with the Design Guidelines.

10. Riverdale Elementary School Traffic Improvements. Prior to requesting a building permit for any building or structure on the Property, the Owner shall, at Owner's expense, obtain an independent traffic study to evaluate potential improvement of the access and traffic flow on the school property at Riverdale Elementary School on Camp Parkway. The traffic study shall be performed by a professional traffic engineer acceptable to Owner and the County.

11. Traffic Improvements. The Owner has submitted to the Director of Planning a "Chapter 527 Traffic Impact Study for Camp Parkway Commerce Center in Southampton County" prepared by Intermodal Engineering, P.C. dated August 3, 2015, and revised as of November 19, 2015 (the "Traffic Study"), a copy of which is on file with the Director of Planning. This proffer sets forth traffic improvements recommended in the Traffic Study and the phasing of construction for such improvements:

- a. Prior to requesting a certificate of occupancy for any building or structure on the Property, Owner shall:
 - i. Construct two southbound lanes (a right turn only lane and a left/through lane) on Delaware Road extending the length of the Property's frontage along Delaware Road.
 - ii. Extend the existing Camp Parkway eastbound left turn lane onto Delaware Road to 250 feet with a 200 foot taper.
 - iii. Extend the existing U.S. Route 58 eastbound left turn lane onto Camp Parkway to 375 foot with a 200 foot taper.
 - iv. Construct W1/E1 Access Road from the Property, including a 200 foot left turn lane with a 200 foot taper onto Delaware Road.
 - v. Submit a formal request to Southampton County and Virginia Department of Transportation (VDOT) to reduce the speed limit on Delaware Road to 45 miles per hour (mph) or less.
 - vi. Construct signage for trucks exiting the Property from Delaware Road onto Camp Parkway prohibiting left turns onto Camp Parkway
- b. Prior to requesting a building permit for any building or structure on the Property after the total vehicle trips per day (vpd) reach 3,882 for the Property, Owner shall:
 - i. Extend the Camp Parkway eastbound left turn lane onto Delaware Road to 350 feet with a 200 foot taper.

- ii. On westbound Camp Parkway, construct a 200 foot right turn taper onto Delaware Road.
 - iii. Extend the U.S. Route 58 eastbound left turn lane onto Camp Parkway to 450 foot with a 200 foot taper.
 - iv. Extend the U.S. Route 58 westbound right turn ramp onto Camp Parkway by 200 feet.
 - v. Request a signal warrant analysis to be completed by VDOT at the intersection of Camp Parkway and U.S. Route 58 and construct a traffic signal at this intersection if warranted.
 - vi. Request a signal warrant analysis by VDOT at the intersection of Camp Parkway and Delaware Road and construct a traffic signal at this intersection if warranted.
 - vii. Construct a 200 foot northbound right turn taper on the W1/E1 Access Road on the Property.
 - viii. Upon written request by the Board of Supervisors, Owner shall procure an updated or new traffic study, and shall construct any additional traffic improvements recommended therein upon meeting triggers specified therein. The replacement or updating of the Traffic Study shall be procured and obtained solely by Owner, at Owner's expense, unless otherwise agreed.
- c. After development of the Property has commenced, upon written request by the Board of Supervisors, which may be by consent action, but no more frequently than once per year, Owner shall procure independent traffic counts at the Property determine the then current volume of vehicles trips per day (vpd) reached in order to determine whether additional traffic improvement triggers have been met as contained in the Traffic Study and these Proffers.
- d. At any time, upon the mutual agreement of Owner and the Board of Supervisors, which may be by consent action, the Traffic Study and accompanying traffic improvements and triggers referenced herein, may be replaced or amended as recommended by an updated or new traffic study commissioned by Owner and approved by VDOT and the Board of Supervisors. The replacement or updating of the Traffic Study shall be procured and obtained solely by Owner, at Owner's expense, unless otherwise agreed.

12. Miscellaneous. In the event that any clause, sentence, paragraph, section or subsection of these proffers shall be adjudged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Property or to any government agency is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of the associated rezoning or any other clause, sentence, paragraph, section or provision hereof. These proffers shall run with the title to the Property and shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or

assigns. In the event that the proposed rezoning sought by this application is not approved by the County as submitted, these proffers shall be null and void of any effect.

[SIGNATURES LOCATED ON FOLLOWING PAGES]

[COUNTERPART SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures, thereunto duly authorized:

HAMPTON ROADS DEVELOPMENT, L. L. C.
a Virginia limited liability company

By: _____

Print Name: _____

Title: _____

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of January, 2016 by
_____ as _____ of Hampton Roads Development,
L.L.C., a Virginia limited liability company.

NOTARY PUBLIC

My commission expires: _____

Registration No.: _____

EXHIBIT A

[INSERT LEGAL DESCRIPTION]

DRAFT

**CAMP PARKWAY COMMERCE CENTER
PROFFERS**

THESE PROFFERS are made this ____ day of ~~September~~January, 2015- 2016 by and among **HAMPTON ROADS DEVELOPMENT LLC**, a Virginia limited liability company, and or its successors and assignees (collectively the “Owner”) (to be indexed as grantor), and the **COUNTY OF SOUTHAMPTON, VIRGINIA**, a political subdivision of the Commonwealth of Virginia (“County”) (to be indexed as grantee).

RECITALS

R-1. Owner owns certain real property located within the territorial confines of the County and identified as County Tax Map Parcel Nos. 77-36, 77-38, and 77-43, which is more particularly described on **Exhibit A**, attached hereto and made part hereof (such property described in **Exhibit A** shall be referred to herein as the “Property”).

R-2. Owner has filed an application (the “Application”) requesting that the zoning of the Property be changed from A-2 Agricultural and R-1 Residential to M-1 – Limited Industrial with proffers as described in Section 18-546 of the County's zoning ordinance in effect on the date hereof (the “Zoning Ordinance”). A master plan of development (the “Master Plan”) entitled “Camp Parkway Commerce Center Conceptual Master Plan” dated August 3-2015, prepared by Land Planning Solutions has been submitted to the County Planning Division for review by the County in connection with the Application. The Master Plan is on file with the Office of the County Planning Division.

R-3. The provisions of the Zoning Ordinance may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, Owner, in furtherance of the Application, desires to proffer certain conditions which are limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection of the community and enhancement of the development of the Property, in accordance with the provisions of Section 15.2-2296, et seq. of the Code of Virginia (1950), as amended (the “Virginia Code”) and the County Zoning Ordinance.

NOW, THEREFORE, for and in consideration of the approval by the County of the Application and pursuant to Section 15.2-2296, et seq., of the Virginia Code and the Zoning Ordinance, Owner hereby agrees that if the Application is approved and the Board of Supervisors of the County rezones the Property from A-2 Agricultural and R-1 Residential to M-1 – Limited Industrial with proffers, then any subsequent development of the Property shall be in conformance with the following proffers:

PROFFERS:

1. **Plan of Development**. The Property shall be developed generally in accordance with the Master Plan. The Master Plan is a conceptual plan for proposed development on the Property and provides only for the general location and size of buildings, proposed streets, parking, drainage facilities, landscaping, areas of open space, and buffer areas, and is subject to such approvals as may be necessary from any governmental body, quasi-governmental entity, and/or private utility entity. Deviations from the Master Plan shall be allowed in accordance with the Zoning Ordinance and Virginia Code. The Master Plan may be amended from time to time provided that such amendments do not alter the basic character and intent of the Master Plan and provided that such amendments are approved by the County ~~Director of Planning~~ (“~~Director~~”

~~of Planning~~) Board of Supervisors (“Board of Supervisors”), which may be by consent action, after receiving an advisory recommendation from the Design Review Committee as established in conformance herewith.

2. Limitation on Uses. The following M-1 permitted uses as stated in Section 18-282 of the Zoning Ordinance shall be prohibited on the Property:

- a. Automobile service station
- ab. Airports and landing fields, heliports, and accessory uses
- c. Storage of damaged or inoperative vehicles
- d. Blacksmith shop
- ~~be.~~ Circus or carnival grounds
- ~~ef.~~ Coal and wood yards
- ~~eg.~~ Dog kennels, commercial or noncommercial
- h. Engine testing
- ~~ei.~~ Exposition center or fairgrounds
- i. Exterminating establishments
- k. Fertilizer storage
- ~~fl.~~ Firewood operation
- m. General advertising signs
- n. Grain storage
- o. Manufacture or storage of insecticides, fungicides, disinfectants, and related industrial and household chemical elements
- p. Lumber yard, planing and millwork
- q. Manufacture of paper and paperboard
- r. Pottery and figurines or similar ceramic products and kilns
- ~~gs.~~ Race track or course, any type, including horses, stock cars or drag strip
- ~~ht.~~ Rifle or pistol range
- u. Sand and gravel processing
- v. Sawmill
- ~~iw.~~ Sports arena or stadium, commercial athletic field or baseball park
- x. Structural iron and steel fabrication
- y. Tobacco products
- ~~jz.~~ Truck stop
- aa. Water well drilling establishment
- bb. Welding, bracing, or soldering shops
- ~~kcc.~~ Intermodal container storage, except those containers parked on the Property temporarily for loading and unloading in connection with other M-1 permitted uses, not prohibited herein

3. Property Owners Association(s). If any individual parcel on the Property is to be offered for sale separate from the rest, then a master property owners association shall be established pursuant to and in accordance with the Virginia Property Owners Association Act, Section 55-508 et seq., of the Virginia Code (the “Owners Association”), in which all owners of lots and parcels within the Property shall be members of the Owners Association by virtue of their property ownership. The Owner shall subject the Property to a master declaration of covenants which shall provide for, among other things, the establishment of a Design Review Committee (“DRC”). The DRC shall be delegated by the Owners Association Board of Directors the responsibility for reviewing development plans for the Property for consistency with the Design Guidelines and the Master Plan and for providing advisory input. Notwithstanding anything to the contrary, input from the DRC shall be advisory in nature only and the DRC shall not have authority to approve or deny any plans. The developer/declarant shall establish in the master

declaration of covenants, at its discretion, a period of declarant control during which time the developer/declarant shall have the right to, among other things, appoint the members of the Owners Association Board of Directors. The Owners Association Board of Directors shall, among other things, appoint the members of DRC. The articles of incorporation and bylaws of the Owners Association and declaration of covenants enforceable by the Owners Association shall be submitted to and reviewed by the County Attorney for consistency with this proffer prior to issuance of a certificate of occupancy for any building on the Property.

4. Design Review Committee. Prior to construction of any structure on the Property, evidence satisfactory to the ~~Director of Planning~~ County Attorney shall be submitted confirming the establishment of the Design Review Committee in accordance with these proffers. Prior to issuance of a building permit for construction of any structure on the Property, a certification of approval by the ~~Director of Planning~~ Board of Supervisors, which may be by consent action, following receipt of ~~an~~ advisory input from the Design Review Committee, shall be submitted to the County's Director of Codes Compliance with respect to such structure.

5. Design Guidelines. The Property shall be developed substantially in accordance with the ~~formal design guidelines, which shall be submitted and approved by the Director of Planning prior to final site plan approval for any building or structure on the Property~~ "DESIGN GUIDELINES FOR CAMP PARKWAY COMMERCE CENTER COURTLAND, VIRGINIA" dated January 6, 2016 (the "Design Guidelines"). The Design Guidelines may be amended from time to time provided that such amendments do not alter the basic character and intent of the Design Guidelines and provided that such amendments are approved by the ~~Director of Planning~~ Board of Supervisors after receiving ~~an~~ advisory ~~recommendation~~ input from the Design Review Committee as established in conformance with the Design Guidelines.

6. Berms. Prior to issuance of a certificate of occupancy for any building or structure on the Property, landscaped berms shall be constructed on the Property as shown on the Master Plan. The berms shall be consistent with the "CAMP PARKWAY COMMERCE CENTER CONCEPTUAL PLANTING PLANS FOR 'PRIMARY' BERMS" and "CAMP PARKWAY COMMERCE CENTER CONCEPTUAL PLANTING PLANS FOR 'SECONDARY' ORNAMENTAL BERMS" prepared by Greensprings Landscape Architecture and dated September 4, 2015, which plans is on file with the ~~Director of County Planning~~ Department. Notwithstanding the foregoing, construction of the berms shall be phased such that no berms east of Delaware Road shall be required until the time of construction of the first building or structure on the Property east of Delaware Road and no berms west of Delaware Road shall be required until the time of construction of the first building or structure on the Property west of Delaware Road.

7. Landscape Plan. Prior to issuance of a building permit for any building or structure on the Property, a landscape plan in conformance with the Design Guidelines for the phase of development in which such building or structure is located ("Landscape Plan") shall be submitted to the County Director of Planning for review and approval for consistency with the Design Guidelines. All landscaping measures shown in the Landscape Plan to be located on such lot containing such building or structure shall be installed in accordance with the Landscape Plan or bonded in a manner satisfactory to the County Attorney prior to issuance of a certificate of occupancy for any building or structure located on such lot.

8. Sidewalks/Trails.

a. A sidewalk shall be constructed along the Property's frontage along Camp Parkway from the Property's shared boundary line with the Riverdale Elementary School site extending to the eastern limits of the Property. It is the Owner's intention of this proffer to allow for the connection of the sidewalk on the Property to the existing sidewalk along Camp

Parkway/Clay Street. The sidewalk shall be constructed within the 100' buffer on the Property along Camp Parkway and shall be constructed prior to completion of buildings on the Property totaling 1 million square feet. The sidewalk proffered herein shall be maintained by the Owners Association.

~~8. Sidewalks and trails will be~~ b. A trail shall be constructed on the Property as shown on the Master Plan and shall be maintained by the Owners Association. The trail will be constructed in phases in conjunction with development on the Property adjacent to such trail location.

9. Exterior Lighting. Exterior lighting shall be directed inward and downward onto the site so as not to cause glare to adjacent properties and rights-of-way ~~beyond such minor amounts as may be allowed by the Director of Planning. The exterior lighting plan shall be subject to the review and approval of the Director of Planning for consistency with this proffer prior to issuance of a building permit for any building or structure on the Property~~ in accordance with the Design Guidelines.

10. Riverdale Elementary School Traffic Improvements. Prior to requesting a building permit for any building or structure on the Property, the Owner shall, at Owner's expense, obtain an independent traffic study to evaluate potential improvement of the access and traffic flow on the school property at Riverdale Elementary School on Camp Parkway. The traffic study shall be performed by a professional traffic engineer acceptable to Owner and the County.

11. Traffic Improvements. The Owner has submitted to the Director of Planning a "Chapter 527 Traffic Impact Study for Camp Parkway Commerce Center in Southampton County" prepared by Intermodal Engineering, P.C. dated August 3, 2015, and revised as of November 19, 2015 (the "Traffic Study"), a copy of which is on file with the Director of Planning. This proffer sets forth traffic improvements recommended in the Traffic Study and the phasing of construction for such improvements:

- a. Prior to requesting a certificate of occupancy for any building or structure on the Property, Owner shall:
 - i. Construct two southbound lanes (a right turn only lane and a left/through lane) on Delaware Road extending the length of the Property's frontage along Delaware Road.
 - ii. Extend the existing Camp Parkway eastbound left turn lane onto Delaware Road to 250 feet with a 200 foot taper.
 - iii. Extend the existing U.S. Route 58 eastbound left turn lane onto Camp Parkway to 375 foot with a 200 foot taper.
 - iv. Construct W1/E1 Access Road from the Property, including a 200 foot left turn lane with a 200 foot taper onto Delaware Road.
 - v. Submit a formal request to Southampton County and Virginia Department of Transportation (VDOT) to reduce the speed limit on Delaware Road to 45 miles per hour (mph) or less.
 - vi. Construct signage for trucks exiting the Property from Delaware Road onto Camp Parkway prohibiting left turns onto Camp Parkway

- b. Prior to requesting a building permit for any building or structure on the Property after the total vehicle trips per day (vpd) reach 3,882 for the Property, Owner shall:
- i. Extend the Camp Parkway eastbound left turn lane onto Delaware Road to 350 feet with a 200 foot taper.
 - ii. On westbound Camp Parkway, construct a 200 foot right turn taper onto Delaware Road.
 - iii. Extend the U.S. Route 58 eastbound left turn lane onto Camp Parkway to 450 foot with a 200 foot taper.
 - iv. Extend the U.S. Route 58 westbound right turn ramp onto Camp Parkway by 200 feet.
 - v. Request a signal warrant analysis to be completed by VDOT at the intersection of Camp Parkway and U.S. Route 58 and construct a traffic signal at this intersection if warranted.
 - vi. Request a signal warrant analysis by VDOT at the intersection of Camp Parkway and Delaware Road and construct a traffic signal at this intersection if warranted.
 - vii. Construct a 200 foot northbound right turn taper on the W1/E1 Access Road on the Property.
 - viii. Upon written request by the Board of Supervisors, Owner shall procure an updated or new traffic study, and shall construct any additional traffic improvements recommended therein upon meeting triggers specified therein. The replacement or updating of the Traffic Study shall be procured and obtained solely by Owner, at Owner's expense, unless otherwise agreed.
- c. After development of the Property has commenced, upon written request by the ~~Director of Planning~~Board of Supervisors, which may be by consent action, but no more frequently than once per year, Owner shall procure independent traffic counts at the Property determine the then current volume of vehicles trips per day (vpd) reached in order to determine whether additional traffic improvement triggers have been met as contained in the Traffic Study and these Proffers.
- d. At any time, upon the mutual agreement of Owner and the ~~Director of Planning~~Board of Supervisors, which may be by consent action, the Traffic Study and accompanying traffic improvements and triggers referenced herein, may be replaced or amended as recommended by an updated or new traffic study commissioned by Owner and approved by VDOT and the ~~Director of Planning~~Board of Supervisors. The replacement or updating of the Traffic Study shall be procured and obtained solely by Owner, at Owner's expense, unless otherwise agreed.

12. Miscellaneous. In the event that any clause, sentence, paragraph, section or subsection of these proffers shall be adjudged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Property or to any government agency is held invalid, such judgment or

holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of the associated rezoning or any other clause, sentence, paragraph, section or provision hereof. These proffers shall run with the title to the Property and shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns. In the event that the proposed rezoning sought by this application is not approved by the County as submitted, these proffers shall be null and void of any effect.

[SIGNATURES LOCATED ON FOLLOWING PAGES]

[COUNTERPART SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures, thereunto duly authorized:

HAMPTON ROADS DEVELOPMENT, L. L. C.
a Virginia limited liability company

By: _____

Print Name: _____

Title: _____

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF _____, to wit:

The foregoing instrument was acknowledged before me this ____ day of ~~September~~January, ~~2015~~-2016 by _____ as _____ of Hampton Roads Development, L.L.C., a Virginia limited liability company.

NOTARY PUBLIC

My commission expires: _____

Registration No.: _____

EXHIBIT A

[INSERT LEGAL DESCRIPTION]

Comparison Details	
Title	pdfDocs compareDocs Comparison Results
Date & Time	1/6/2016 11:23:13 PM
Comparison Time	2.02 seconds
compareDocs version	v3.4.9.12

Sources	
Original Document	[#14079364] [v3] Camp Parkway Commerce Campus/Rezoning/Proffers.docDMS Information
Modified Document	[#14079364] [v5] Camp Parkway Commerce Campus/Rezoning/Proffers.docDMS information

Comparison Statistics	
Insertions	26
Deletions	4
Changes	28
Moves	0
TOTAL CHANGES	58

Word Rendering Set Markup Options	
Name	Standard
<u>Insertions</u>	
Deletions	
<u>Moves / Moves</u>	
Inserted cells	
Deleted cells	
Merged cells	
Formatting	Color only.
Changed lines	Mark left border.
Comments color	ByAuthorcolor options]
Balloons	False

compareDocs Settings Used	Category	Option Selected
Open Comparison Report after Saving	General	Always
Report Type	Word	Formatting
Character Level	Word	False
Include Headers / Footers	Word	True
Include Footnotes / Endnotes	Word	True
Include List Numbers	Word	True
Include Tables	Word	True
Include Field Codes	Word	True
Include Moves	Word	True
Show Track Changes Toolbar	Word	True
Show Reviewing Pane	Word	True
Update Automatic Links at Open	Word	False
Summary Report	Word	End
Include Change Detail Report	Word	Separate
Document View	Word	Print
Remove Personal Information	Word	False

Design Guidelines

for

Camp Parkway Commerce Center
Courtland, Virginia

December 4, 2015

I. PURPOSE

The development plans for Camp Parkway Commerce Center (“CPCC”) are to be implemented to provide a professional and attractive setting for business and industrial uses. In order to preserve the integrity of CPCC and to achieve consistent quality over time, it is the purpose of these Design Guidelines to guide designers and developers when preparing plans and to guide the Southampton County (“County”) when reviewing plans for development and construction, as well as renovations or additions. Any such activity must be in compliance with the established standards and guidelines in this document, or any amended version, to provide a high quality unified development.

Development of CPCC shall adhere to the guidelines of the County Zoning Ordinance. The County may, at its discretion, approve variances to the standards herein if such variances increase the adaptability of the CPCC development to the natural conditions of the site. The requirements of the following Design Guidelines shall run with the property and shall be binding upon any subsequent property owner, its heirs, successors, and assigns. The County reserves the right to permit the amendment of these Design Guidelines to meet changing conditions.

II. DESIGN REVIEW PROCEDURES

Preliminary Design

Preliminary designs for individual buildings or subdivided portions of the property shall be submitted to the County Planning Department for approval at the earliest practicable time, but in any event prior to proceeding with final design. Preliminary submittals shall include the following elements:

1. Conceptual plan indicating locations of site access, all required setbacks, buildings, parking, loading areas, refuse collection areas, and landscape areas.
2. Preliminary building footprints and elevations, indicating general dimensions and proposed material types, and color samples if the color scheme is unique, unusual, or proprietary.
3. Preliminary planting plans indicating locations of plants by general type and areas of proposed lawn. Any existing trees proposed for preservation should also be indicated.
4. Preliminary plat indicating property line bearings and dimensions, existing and proposed easements.

Before submitting plans to the County Planning Department for approval, all plans shall first be reviewed by the Design Review Committee (“DRC”) established pursuant to those certain Proffers dated January __, 2016 submitted in connection with the CPCC rezoning. The DRC shall have the opportunity to review all plans and provide advisory input prior to submission to the County Planning Department.

The County Planning Department will comment on the preliminary design in order to provide guidance before the developer proceeds to final design documents.

Plan Approval

The County Planning Department shall have fourteen (14) business days upon receipt of full submittal package to approve the plans or provide comments to the applicant regarding disapproved submittals. Any submittal which has not received a response within fourteen (14) business days shall be deemed approved. Only complete applications will be considered for final approval.

The County may, at its discretion, approve variances to the standards set herein if such variances are planned to increase the adaptability of development within the community to the natural conditions of the site.

The approval of the County in no way substitutes for any review of development plans required by any other governmental agencies. The developer of such site is responsible for complying with any applicable local, state or federal ordinances or standards.

No construction or site disturbance shall take place without the prior written approval of the County Planning Department.

III. SITE DEVELOPMENT STANDARDS

Minimum Setbacks

Building setbacks shall apply to primary buildings, building extensions, and accessory site structures.

- Building Setbacks:
 1. 100 feet from the right-of-way line of Delaware Road or Camp Parkway.
 2. 30 feet from right-of-way line of any internal street on the Property.
 3. 100 feet from any exterior property line.
 4. 30 feet from any other property line.
- Parking Lot Setbacks (to the back edge of the curb):
 1. 25 feet from right-of-way line of any proposed public street within the limits of CPCC.
 2. 100 feet from right-of-way line of Delaware Road or Camp Parkway.
 3. 10 feet from any internal property line.

Waivers to the setback requirements for individual buildings or parking lots may be allowed by the County Planning Director, in its discretion, in recognition of the unique character and conditions of a site.

Utility Standards

All on-site electrical, cable, telephone, communications and other utility lines shall be located underground and shall not be exposed on the exterior of any building. All equipment, fixtures, conduits, ducts, flues and pipes located on the exterior of any building shall not be visible from any public street.

It shall be the property owner's responsibility, at his or her own cost, to extend all utilities to existing or proposed connection points, even though this construction may fall within the street right-of-way. If existing pavement of public streets must be cut in order to provide additional utilities or for any other reason, it shall be the property owner's responsibility to patch the pavement cuts.

Parking Standards

Parking quantities by land use and dimensions of individual parking stalls shall be provided to meet the requirements of the County Zoning Ordinance. The surfaces of all driveways, parking areas and loading or service areas shall be of concrete or bituminous asphalt. It shall be the property owner's responsibility, at his or her own cost, to extend all driveways to existing or proposed connection points, even though this construction is within the street right-of-way.

Loading Areas

Dimensions of loading areas and quantities shall meet the minimum requirements of any applicable provision of the County Zoning Ordinance. Loading areas facing adjacent sites shall be screened per the provisions of the Planting Criteria section of this document. All stacking and storage of trucks must be accommodated on the individual sites to the extent possible.

Outdoor Storage

Outdoor storage areas shall be located so that they are not visible from the building front or from any public street. Outdoor storage areas visible from adjacent sites shall be screened per the provisions of the Planting Section of this document. No materials, supplies, equipment trash, or refuse shall be stored on the property except inside of the building or behind an approved visual barrier.

IV. ARCHITECTURAL CRITERIA

Materials and Finishes

All buildings within CPCC shall be constructed to present an attractive appearance. All materials and elevations shall be reviewed and approved by the County Planning Director for consistency with the character of CPCC.

All structures shall be designed and constructed of high quality, durable materials which provide a permanent finish with a high quality appearance. The following finishes are encouraged for building shells and are required for building facades facing a street: brick, stone, glass, pre-cast

concrete, dryvit, stucco, and high-quality unit masonry (such as split face CMUs), or architecturally designed steel panels. Steel panel buildings shall be conventionally framed, have a non-corrugated face with concealed fasteners, and shall have gutters and downspouts screened by parapets. Bright colors and bright white finishes shall be avoided except as accent elements.

Roof mounted equipment shall whenever possible be architecturally screened or located in order to avoid visibility from a public street.

Maximum Building Height

The maximum allowable building height is 50 feet or the maximum allowed by County Code, whichever is less. The construction of the following structures shall require prior approval from the County Planning Director:

- Chimneys or smoke stacks
- Flags or banners
- Elevator housing equipment
- Communication towers
- Outside stairways

V. PLANTING CRITERIA [NOT APPLICABLE TO PERIMETER LANDSCAPED BERMS]

General Standards

The planting design of CPCC shall serve to provide a continuous, attractive and easily maintained setting for the architectural elements. All lawn areas and plantings shall be kept in an attractive and uncluttered appearance. Planting for each specific site shall be designed to coordinate with plantings on adjacent sites. Planting locations and types shall be designed to provide a continuum from one site to another. Use of native plants and/or other varieties of plants that fit the character of the site conditions, climate and soils of the region is encouraged.

Required plants shall be provided in the following minimum sizes at the time of planting:

- Large Deciduous Trees (mature height exceeding 40 feet): 2" - 2 1/2" caliper
- Medium Deciduous and Ornamental Trees (mature height exceeding 15 feet): 1-1 1/4" caliper or 10' to 12' height for multi-stem species.
- Evergreen Trees (mature height exceeding 15 feet): 6'-8' height
- Screening Shrubs: 30" minimum height

- Other Shrubs: 18"-24" height or 18"-24" spread, as appropriate for species, or as required by City of Suffolk ordinance
- Groundcovers: 15"-18" spread, or 1 gallon pots

Site Entrances

Median islands, if provided, shall be planted with a cover of plant material other than turf. A minimum of 50 percent of these plants shall be evergreen. Perennials and annual plants may be used.

Plantings on the sides of the entrance shall be planned to blend with the planting theme for the remainder of the site and that of adjacent site entrances.

Street Frontage

Streetscape plantings are required between all parking lots and the streets on which they front. The streetscape plantings shall consist of continuous shrub beds, or a combination of shrub beds and earthen berms as required by County ordinance. Trees are required with either method. The linear frontage may be reduced by the width of driveways. The streetscape planting shall meet the following requirements:

- When shrubs are used to achieve the screening, a minimum of a single row of shrubs planted at three feet on center shall be provided.
- Earthen berms may replace the shrub beds to a maximum of 50 percent of the linear street frontage. If berms are constructed, they shall have a maximum side slope of 3:1 and a maximum crown of 3 feet. All berms shall be designed to vary in height along the length of the street frontage and they shall have an undulating form. Trees shall be located along the sides or base of the berm and not on the crown.
- Street trees shall be required per the County ordinance. In addition, the use of groups of medium sized ornamental trees required at each major site entrance and is encouraged at other site entrances.

Parking Lots

The practice of grouping required plantings into large islands and in rows between parking bays is encouraged in order to allow space for the development of tree root systems.

For every 10 parking spaces provided on the site, 1 large deciduous tree is required within the parking lot islands. No other trees, such as those planted at the buildings or along street frontages, may count toward this requirement.

The landscaped islands shall be equally distributed throughout the parking lot. Large deciduous trees shall not be planted closer than 20 feet on center and medium deciduous trees shall not be planted closer than 12 feet on center. The centerline of the trunks of all parking lot trees shall be planted a minimum of 4 feet from curbs.

Buildings

Tree masses are required along any facade visible from a public street and not already screened by a perimeter landscaped berm. The trees shall be planted in a bed with a minimum width of twenty feet. Three large trees and 3 medium trees are required between the building and any adjacent parking lots for every 100 linear feet of visible building facade.

Utility, Dumpster and Storage Area Screening

All dumpsters, above ground utilities, and outdoor mechanical equipment that are visible from adjacent properties or public streets shall be screened by a fence, wall, shrubs or a combination of these elements. Outdoor storage areas visible from adjacent properties or public streets shall be screened by a fence or wall and shrubs.

Fences and walls shall be compatible in materials and style with the architecture of the adjacent buildings. The combination of screening materials shall form a continuous visual screen for the full height and width of the element being screened.

VI. SITE FURNISHINGS

General

In order to achieve a consistent and high standard of quality for each property within CPCC, all site furnishings visible from public streets or adjacent properties shall be submitted for the approval of the County.

Individual sites within CPCC will be developed with quality architectural standards, and site furnishings shall be selected to be compatible with the architectural character.

Site furnishings regulated by these criteria include, but shall not be limited to, the following: fences and walls, walkway and plaza paving, benches and chairs, bicycle racks, picnic shelters, trash receptacles, planters, ornamental statuary and fountains.

Materials

All site furniture shall be constructed of high-quality materials with durable finishes and shall be installed per manufacturer's directions or per design standards to provide a safe, low-maintenance installation. All timber construction shall be of pressure-treated lumber. All metal shall be provided with a corrosion-resistant finish.

Fences and walls shall be constructed of high quality materials. No metal fencing (except for high-quality, rust-proof, steel or aluminum) and no stockade style wooden fencing shall be allowed. Posts and structural supports on all fences shall face inward to the site. No barbwire or razorwire will be allowed.

VII. SITE LIGHTING

Site lighting shall be required to provide for general illumination and attractiveness of the property. All site lighting shall be designed so that lighting is directed away from adjacent

properties and roads. Lighting shall be designed and installed so that it does not encumber or interfere with the vision or safety of motorists and pedestrians. Site lighting on any individual site shall be of the types and models specified herein. The following lighting guidelines shall apply:

- Transformers shall be located in inconspicuous areas away from vehicular and building entrances and screened as per the standards in the screening section of this document.
- Unless otherwise directed by County codes or ordinances, the following height limitations shall govern:
 1. Pole mounted lights on streets and in parking areas shall not exceed a mounting height of 30 feet and shall be of type to ensure minimal upward illumination.
 2. Pole mounted lights in pedestrian areas shall not exceed a mounting height of 12 feet.
 3. Light bollards shall not exceed an overall height of 42 inches.
- Security lighting attached to buildings shall be allowed only in service and loading areas with minimum visibility from site perimeters, and at pedestrian entrances.

VIII. MAINTENANCE

Construction Phase Maintenance

The property owner is responsible for maintenance of the site during construction to provide a neat and orderly appearance. All construction debris shall be promptly removed from public streets and property frontages.

Long Term Maintenance

In order to guarantee the desired level of visual quality within the CPCC, individual site owners and tenants shall be responsible for the continued maintenance of individual properties. The County shall have the authority to notify any property owner, in writing, of any unsightly or dangerous condition on the property, or any condition which violates the Design Guidelines. The property owner shall have 30 days from the date printed on the notice to correct the situation.

The owner shall be responsible for all labor and materials required to maintain landscaping material in a safe and healthy growing condition, including fertilization, supplemental watering, mowing, pruning and trimming, replacement of mulch and dead plant material and removal of trash and debris.