AMENDED PROFFER STATEMENT

UNIVERSITY OF VIRGINIA FOUNDATION

NORTH FORK REZONING AMENDMENT

Date: October 9, 2023

ZMA-2021-00016 North Fork UVA Discovery Park

Tax Map Parcels – see list of parcel numbers, existing zoning designation, and proposed zoning designation below:

Parcel	Owner	Existing Zoning Designation	Proposed Zoning Designation	Acres
03200000001800	University of Virginia Foundation	PD-IP	NMD	11.220
032000000018A0	University of Virginia Foundation	PD-IP	NMD	9.501
032000000006R0 (Portion)	University of Virginia Foundation	PD-IP	NMD	151.580
032000000006R0 (Residue)	University of Virginia Foundation	PD-IP	PD-IP*	315.943
032000000022B1	University of Virginia Foundation	HI**	PD-IP	4.979
032000000022B2	University of Virginia Foundation	R1	PD-IP	1.897
032000000019D0	University of Virginia Foundation	PD-IP	PD-IP*	4.002
032000000019H1	University of Virginia Foundation	PD-IP	PD-IP*	0.326
032000000019F1	University of Virginia Foundation	PD-IP	PD-IP*	2.532
032000000019G0	University of Virginia Foundation	PD-IP	PD-IP*	4.770
032000000019E0	University of Virginia Foundation	PD-IP	PD-IP*	7.100
032000000019C0	University of Virginia Foundation	PD-IP	PD-IP*	4.863
032000000019F0	University of Virginia Foundation	PD-IP	PD-IP*	6.024
032000000006A2	University of Virginia Foundation	PD-IP	PD-IP*	7.110
032000000019J1	University of Virginia Foundation	PD-IP	PD-IP*	4.669
032000000019H0	University of Virginia Foundation	PD-IP	PD-IP*	2.601
032000000019J0	University of Virginia Foundation	PD-IP	PD-IP*	4.333
			Total Acres:	**543.450**
			Total NMD Acres:	**172.301**

*The Application Plan and Proffers are being amended for those parcels that are remaining PD-IP.
** The existing HI Property associated with ZMA 1987-007 is being amended to be rezoned to PD-IP and remove existing proffers.

All of the parcels listed above are part of ZMA 2021-016, and subject to these proffers (the "Property").

Some of the parcels comprising the Property were originally rezoned as part of the original rezoning of the University of Virginia Research Park to Planned Development-Industrial Park as ZMA 95-04, which was amended by ZMA 1998-27. The zoning was further amended with ZMA 2005-0003, which added additional parcels. Parcel 32-22B1 was zoned Heavy Industrial ("HI") by ZMA 1989-07.

ZMA 95-04, ZMA 1998-27, ZMA 2005-003, and ZMA 1989-07, together with all applicable application plans and proffer statements associated therewith, are collectively referred to herein as the "Prior Zoning Actions."

This rezoning amendment application identified as "ZMA-2021-00016 North Fork UVA Discovery Park" proposes to rezone some of the parcels subject to the prior Zoning Actions from Planned Development-Industrial Park ("PD-IP") to Neighborhood Model District ("NMD"), to rezone one parcel from R-1 Residential ("R-1") to PD-IP, to rezone one parcel from HI to PD-IP, and to amend previously approved application plans and proffers associated with the Prior Zoning Actions, each as listed in more detail on the table on page one (1) herein (the "Rezoning Amendment"). This amended proffer statement associated with the Rezoning Amendment (this "Amended Proffer Statement") modifies and supersedes all prior proffer statements, application plans, exhibits, or other materials associated with the Prior Zoning Actions. For purposes of transportation proffers, all traffic counts and studies related to the existing buildings, uses, parking, streets, turn lanes, travel ways, and other transportation improvements that have been built on the Property as of the date of the approval of this proffer statement, together with all applicable related site plans, road plans, and subdivision plats, are collectively referred to herein as "Prior Site Actions."

The development of the Property authorized by this Rezoning Amendment is referred to as the "Project." The University of Virginia Foundation is the owner of the Property (the "Owner") and the Applicant of this Rezoning Amendment (the "Applicant"). For purposes of this Amended Proffer Statement, the terms Applicant and Owner are interchangeable.

The Applicant hereby voluntarily proffers that if the Albemarle County Board of Supervisors acts to rezone the property subject to the Rezoning Amendment as requested, the Applicant shall develop the Property in general accord with the following proffers pursuant to Sections 15.2-2303 and 15.2-2303.4 of the Code of Virginia, 1950, as amended, and pursuant to Section 33.7 of the Albemarle County Zoning Ordinance. The Applicant specifically deems the following proffers reasonable and appropriate, as conclusively evidenced by the signatures below. If the Rezoning Amendment is denied, this Amended Proffer Statement shall immediately be null and void and of no further force and effect.

1. Application Plan and Code of Development. The Property is depicted on the plans entitled "North Fork ZMA Rezoning Application Plan" dated December 13, 2021, last revised June 23, 2023, prepared by Timmons Group and LPDA (the "Application Plan"). Exhibit Q to the Application Plan is a Code of Development that shall regulate the development of the areas within the Project that are proposed to be zoned NMD (the "Code of Development"). The Property will be developed in general accord with the essential elements of the Application Plan, and in the areas zoned NMD, the Code of Development.

2. Maximum Non-Residential Area. The total maximum square footage of non-residential uses developed within the Project shall not exceed three million, seven hundred thousand (3,700,000) square feet gross floor area (the "Non-Residential Limit"). The Non-Residential limit shall expressly exclude the following permitted uses:

a. Recycling centers

b. Structures included as amenities within Green Space or amenity areas (as shown on the Application Plan or as regulated by the Code of Development) or any other common area, or open space area, such as picnic shelters, trail head kiosks, and restrooms.
c. Fire and emergency response stations(s)
d. Temporary construction uses
e. Storage buildings that are accessory to a permitted primary use (as distinguished from uses defined in Section 3.1 of the Zoning Ordinance as "Storage/Warehousing/Distribution/Transportation")
f. Utility infrastructure
g. Public Uses
h. Other uses that the Zoning Administrator determines to be similar in nature to those listed herein.

3. **Transportation Improvements**. For purposes of this paragraph 3, all traffic counts and trips that were associated with Prior Site Actions have been addressed by previously constructed transportation improvements and therefore references to projected traffic counts within this paragraph 3 shall not include any traffic counts or trips associated with Prior Site Actions. To accommodate the additional traffic estimated to be generated by the Project, the Applicant will design and construct the following road improvements, each as generally shown on Exhibit K to the Application Plan entitled "Proffered Road Improvements:"

A. US Route 29 at Lewis & Clark Drive Intersection.

i). Second Eastbound Left Turn Lane. Prior to obtaining a certificate of occupancy for a use within the Project that, based on a projected traffic count, would cause the eastbound left turn volume (turning left from Lewis & Clark Drive to proceed north on to Route 29) generated by the Project to exceed one hundred fifty (150) vehicles during the PM peak hour, the Applicant shall install a second eastbound left turn lane.

ii). Second Northbound Left Turn Lane. Prior to obtaining a certificate of occupancy for a use within the Project that, based on a projected traffic count, would cause the northbound left turn volume generated by the Project making a northbound left turn lane (turning left from Route 29 to proceed west onto Lewis & Clark Drive) to exceed one hundred fifty (150) vehicles during the AM peak hour, the Applicant shall install a second northbound left turn lane.

B. Berkmar Roundabout at Airport Road, Lewis and Clark Drive, and Future Berkmar Road Extended.

i. Within ninety (90) days after receipt of a written request of Albemarle County (the "County"), the Applicant shall dedicate at no cost to the County up to 0.70 acres of land, and up to 1.0 acres of negotiated easements (or as otherwise agreed to by the Applicant) required for the construction of the planned Berkmar Road Extended Roundabout project to be located on and around Airport Road at its intersection with Lewis & Clark Drive and the planned extension of Berkmar Drive to its intersection with Airport Road (the "Berkmar Roundabout Project"), including land

needed for associated road frontage improvements and shared use pathways, and temporary construction easements and permanent utility easements (the "Roundabout Dedication Land").

ii. The Applicant shall make a cash contribution to the County's Capital Improvement Program fund (the "CIP Fund") in the amount of Two Million, Five Hundred Thousand Dollars ($2,500,000) toward the costs of the Berkmar Roundabout Project (the "Roundabout Cash Contribution"). The Roundabout Cash Contribution shall be made within ninety (90) days after receipt of a written request of the County, provided that such written request is delivered to the Applicant after the engineered road plans for the Berkmar Roundabout Project are at 100% completion, all right-of-way and easements necessary for the Berkmar Roundabout Project have been obtained, and the Berkmar Roundabout Project is otherwise fully funded. Notwithstanding any other provision of law, the Roundabout Cash Contribution shall be used only for the costs of the Berkmar Roundabout Project, and not for any other road improvement or transportation improvement other than the Berkmar Roundabout Project, including any other alternative improvements of the same category within the locality in the vicinity of the Berkmar Roundabout Project.

C. Contribution to Future Transportation Improvements.

The Applicant's traffic impact analysis prepared by Timmons Group and dated December 2021, last revised July, 2023 (the "Traffic Study") concludes there is existing traffic congestion during the peak hours at the Route 29/Airport Road intersection and along Route 29 between Timberwood Boulevard and Lewis and Clark Drive (the "Congestion Area"). To mitigate the Project's contribution to the existing traffic congestion in the Congestion Area, the Applicant will contribute cash to the County CIP Fund to be applied toward the cost of constructing future transportation improvements (including multi-modal and transit improvements) designed to mitigate traffic impacts in the Congestion Area or to widen or otherwise improve Lewis & Clark Drive, on the following terms and conditions:

i. Ten Thousand (10,000) Trips Per Day: Prior to obtaining a certificate of occupancy for a use within the Project that, based on a projected traffic count, would cause the projected number of vehicle trips generated by the Project to exceed ten thousand (10,000) vehicle trips per day, the Applicant shall contribute Five Hundred Thousand Dollars ($500,000) to the County CIP Fund.

ii. Twelve Thousand (12,000) Trips Per Day: Prior to obtaining a certificate of occupancy for a use within the Project that, based on a projected traffic count, would cause the projected number of vehicle trips generated by the Project to exceed twelve thousand (12,000) vehicle trips per day, the Applicant shall contribute Five Hundred Thousand Dollars ($500,000) to the County CIP Fund.

iii. Twenty Thousand (20,000) Trips Per Day: Prior to obtaining a certificate of occupancy for a use within the Project that, based on a projected traffic count,

would cause the projected number of vehicle trips generated by the Project to exceed twenty thousand (20,000) vehicle trips per day, the Applicant shall contribute Five Hundred Thousand Dollars ($500,000) to the County CIP Fund.

iv. As an alternative to the provisions of paragraphs 3.C.i, 3.C.ii, and 3.C.iii herein, in the event that prior to the County's request for one or more of the contributions required pursuant to paragraphs 3.C.i, 3.C.ii, and 3.C.iii herein, the County and/or the Virginia Department of Transportation identify and approve specific transportation improvements within the Congestion Area that would benefit from a lump sum payment from the Applicant instead of three individual payments, then within ninety (90) days after receipt of a written request of the County, the Applicant shall make a cash contribution to the County's CIP Fund toward the cost of such approved future transportation improvements in the amount equal to the portion of the payments required pursuant to paragraphs 3.C.i, 3.C.ii, and 3.C.iii herein that has not already been contributed to the County, provided that in no event shall the Applicant's obligation pursuant to this paragraph 3.C exceed One Million, Five Hundred Thousand Dollars ($1,500,000) in total, regardless of whether it is contributed in a single payment or in one, two, or three payments of Five Hundred Thousand Dollars ($500,000). Such contribution pursuant to this paragraph 3.C.iv shall be in full satisfaction of paragraphs 3.C.i, 3.C.ii, and 3.C.iii herein, and the Applicant shall have no obligation for payment of the funds required by paragraphs 3.C.i, 3.C.ii, and 3.C.iii herein.

5. Buffer Adjacent to Dickerson Road. The one hundred fifty (150) foot buffer adjacent to Dickerson Road and shown as "150' Buffer Area" on Exhibit C to the Application Plan, entitled "NMD-PDIP Application Plan," may be reduced by up to fifty (50) feet if the dedication of right of way is required for the widening of Dickerson Road by VDOT. In such instance, the Applicant shall dedicate, without monetary consideration, the right of way within six (6) months following the Applicant's receipt of the written request by the County (or within such extended period as may be required to obtain final approval of any necessary subdivision plat or other plan).

6. Recreational Areas, Trails, Green Space and Open Space.

A. Dabney Grove Recreation Area. In the area shown and labeled as "Dabney Grove Park Parcel" on Exhibit E to the Application Plan entitled "Proposed and Existing NMD-PDIP Parks & Rec Facilities" ("Exhibit E") (the "Dabney Grove Park Parcel"), the Applicant shall construct an active amenity area containing a recreation field with irrigation, parking lot, picnic area, and restrooms (the "Dabney Grove Recreation Area"). The portions of the Dabney Grove Park Parcel containing the existing family cemetery, existing ice house pit, former homestead site, and the existing Dabney Grove Pavilion will be outside of the boundaries of the dedicated Dabney Grove Recreation Area.

The Applicant shall construct and dedicate the Dabney Grove Recreation Area to the County for public use prior to the earliest to occur of:

1. obtaining a certificate of occupancy for the two hundred and first (201st) residential dwelling unit within the Project; or
2. January 1, 2035, or such later date as the County and the Applicant may mutually agree upon.

At the time of dedication of the Dabney Grove Recreation Area to the County for public use the Applicant shall coordinate with the County to permit the use of the Dabney Grove Pavilion by the public when not in use by the Applicant.

Notwithstanding the provisions of this paragraph 6A, in the event the County's written request for the dedication of Dabney Grove Recreation Area is delivered to the Applicant prior to the Applicant's completion of any or all of the amenities required to be constructed as part of the Dabney Grove Recreation Area (such as restrooms or the recreation field), the Applicant shall dedicate the Dabney Grove Recreation Area within ninety (90) days after receipt of a written request of the County in the condition it is in as of the date of the County's written request notice, and such dedication shall be in full satisfaction of this paragraph 6A, and the Applicant shall have no further obligation to construct any other amenities within the Dabney Grove Recreation Area.

B. Pedestrian Trails. The Applicant has previously conveyed to the County a Deed of Dedication and Easement for the County to construct a public access trail and greenway within the area shown as "Existing Greenway Easement along Rivanna River" on Exhibit E (the "Rivanna River Greenway Trail"). As of the date of this Proffer Statement, the Rivanna River Greenway Trail has not been constructed. The Applicant shall construct the following improvements within the Project:

i). Trail Connecting Dabney Grove Park Parcel to a Greenway Trail. The Applicant will construct a pedestrian connection between the Dabney Grove Park Parcel and either the Rivanna River Greenway Trail or the Jacob's Run Greenway Trail in at least one (1) of the potential areas shown and labeled as "Potential Trail Connection" on Exhibit E (the "Connection Trail"). The Connection Trail may be comprised of a Class B, Type 2 trail, or a public sidewalk, or some combination thereof, and shall be made available for public use via a public access easement. The Connection Trail shall be constructed prior to obtaining a certificate of occupancy for the two hundred and first (201st) residential dwelling unit within the Project; provided, however, if the Rivanna River Greenway Trail has not yet been constructed at such time, the Applicant shall commence construction of the Connection Trail within three (3) months after the County notifies the Applicant in writing that it has completed construction of the Rivanna River Greenway Trail, and shall complete construction and dedication of the Connection Trail within twelve (12) months following the commencement of construction.

ii). Public Pedestrian Trail within Jacob's Run Greenway. Subject to the terms and conditions of an existing license with the U.S. Department of Forestry, the Applicant will construct a Class B, Type 1 primitive trail (a "Primitive Trail") through the area shown and labeled as "Jacob's Run Greenway and Primitive Trail" on Exhibit E, which trail shall be dedicated to the County for public use (the "Jacob's Run Greenway Trail"). The Jacob's

Run Greenway Trail shall be completed and dedicated prior to obtaining a certificate of occupancy for the two hundred and first (201st) residential dwelling unit within the Project; provided, however, if the Rivanna River Greenway Trail has not yet been constructed at such time, the Applicant shall commence construction of the Jacob's Run Greenway Trail within three (3) months after the County notifies the Applicant in writing that it has completed construction of the Rivanna River Greenway Trail, and shall complete construction and dedication of the Jacob's Run Greenway Trail within twelve (12) months following the commencement of construction.

iii). Future Expansion of Rivanna River Greenway Trail Easement. The County has determined that it will likely need to expand the boundary of the existing easement for the Rivanna River Greenway Trail in limited locations to reasonably forward the County's goal of enabling Greenway trail sites (including their associated pedestrian/bicycle bridge projects) that reasonably minimize project costs and complexity, perpetual maintenance costs and risks, and impacts to environmentally sensitive areas, while maximizing project sustainability, durability, and flood resilience (the "Greenway Program Goals"). Subject to the Applicant's reasonable review and approval of the design plans for such limited easement boundary expansions to confirm that such proposed expansions are generally consistent with the areas shown as "Potential Future Expansion Areas for Rivanna River Greenway Trail" on Exhibit E, and will support the County's Greenway Program Goals, then within six (6) months following the Applicant's receipt of a written request by the County (or within such extended period as may be required to obtain final approval of any necessary easement plat or similar plat) the Applicant shall dedicate to the County, without monetary consideration, a permanent easement in such area(s).

iv). Notwithstanding the provisions of paragraphs 6.B(i) and 6.B(ii) herein, in the event that the County commences and diligently pursues construction of the Rivanna River Greenway Trail prior to the Applicant being required to construct either the Connection Trail or the Jacob's Run Greenway Trail, and notifies the Applicant of such commencement, the Applicant shall commence construction of either the Connection Trail or the Jacob's Run Greenway Trail within one (1) year after the Applicant's receipt of such notice (or within such later time period as the parties may mutually agree, or as may be required to obtain final approval of any necessary plat or required permit), and shall thereafter complete construction of both the Connection Trail and the Jacob's Run Greenway Trail within two (2) years following the commencement of construction of the first of such two trails.

v). Easement for Future Shared-Use Path Along US Route 29. Within six (6) months following the Applicant's receipt of a written request by the County (or within such extended period as may be required to obtain final approval of any necessary easement plat or similar plat) the Applicant shall dedicate to the County, without monetary consideration, a permanent easement of up to fifteen (15) feet along the Property's frontage on US Route 29, as necessary for the construction of a shared-use path along the Property's frontage on US Route 29.

C. Trailhead Parking Area. The Applicant will provide a trailhead parking area to accommodate approximately seven (7) vehicles in an area within the Property that provides reasonably convenient public access to the Connection Trail trailhead, which may be a portion of an existing parking lot (the "Trailhead Parking Area"). The Trailhead Parking Area shall be completed generally at the same time as the Connection Trail.

D. NMD Amenity Areas. In the areas zoned NMD, the Code of Development shall regulate the development of Amenity Areas.

E. Green Space and Open Space.

i). Total Area of Green Space and Open Space. The total area of green space and open space over the entirety of the Project (areas zoned NMD and areas zoned PD-IP) will not be less than two hundred (200) acres. The Dabney Grove Park Parcel, the Dabney Grove Recreation Area, any land that is shown as green space or open space on the Application Plan, and any land that is or has been dedicated to the County or to any other public entity shall continue at all times to be counted as green space or open space (as applicable) for purposes of this paragraph 6.E.

ii). Green Space in NMD Areas. The Code of Development shall regulate the green space in the areas zoned NMD.

iii). Open Space in PDIP Areas. In addition to the improvements required within the Dabney Grove Park Parcel and the Dabney Grove Recreation Area, the open space areas within the areas zoned PDIP may include improvements such as, but not limited to utilities, stormwater management facilities, graded and revegetated slopes of 25 percent to 50 percent, pedestrian and bike trails, restrooms, trailhead parking areas (and other trailhead improvements), amenity improvements, and similar structures determined by the County to be appropriate for green space and/or open space areas, or as otherwise permitted by applicable provisions of the County Code.

7. Historic Resources in Block D. Prior to demolition of any of the existing buildings located within Blocks D-1 or D-2 (except for the Fire Rescue Station Parcel), the Applicant shall document such buildings with photographs and drawings in coordination with the Albemarle County Historic Preservation Committee.

8. **Water Conservation.** No single industrial or commercial user which proposes a use that will require more than One Hundred Twenty-Five Thousand (125,000) gallons per day (average daily consumption) of potable water shall be constructed without written confirmation from the Albemarle County Service Authority prior to approval of a final site plan (or prior to issuance of a building permit or final zoning clearance if a site plan is not required) that sufficient water capacity exists to support such a user, or is expected to exist at the time of completion of construction of any building(s) for such user. Such site plan approval, building permit, or zoning clearance, as applicable, may include reasonable conditions related to water usage.

9. Miscellaneous.

A. Tracking Details on Site Plan. If requested by the County in connection with its review of any site plan application within the Project, the Applicant shall include a summary chart of total gross square footage of non-residential uses and number of residential dwelling units completed within the Project to date, and/or trip generation estimates for such application, to assist with monitoring compliance with this Amended Proffer Statement.

B. Dedication of Land or Easements. For any proffer in this Amended Proffer Statement requiring the Applicant to dedicate land or easements to the County for public use, the Applicant shall bear the costs of preparing any necessary subdivision plat, easement plat, or related plat, and the cost to prepare the Deed or other instrument.

C. Right of County to Extend Deadlines. Any deadlines for completion of road improvements, trails, or other improvements or obligations of the Applicant contained in this Amended Proffer Statement may be extended by the County in its reasonable discretion as may be required to obtain final approval of any necessary subdivision plat, site plan, easement plat, road plan, or similar plan, or to accommodate unforeseen delays, supply chain disruptions, contractor delays, and force majeure events such as, but not limited to, natural disasters, quarantine, and pandemic without withholding issuance of any certificate of occupancy.

This Amended Proffer Statement shall run with the Property and each reference to the "Applicant" or "Owner" within this Amended Proffer Statement shall include within its meaning, and shall be binding upon, Applicant's and Owner's successor(s) in interest and/or the developer(s) of the Property or any portion of the Property.

OWNER and APPLICANT:

UNIVERSITY OF VIRGINIA FOUNDATION
a Virginia non-stock corporation

By: _____
Tim R. Rose, Chief Executive Officer

(46651722.16)