

**AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE 22ND DAY OF JANUARY 2008, AT 7:00 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.**

**A. ROLL CALL**

Bruce C. Goodson, Chairman, Roberts District  
James G. Kennedy, Vice Chairman, Stonehouse District  
James O. Icenhour, Jr., Powhatan District  
John J. McGlennon, Jamestown District  
Mary Jones, Berkeley District

Sanford B. Wanner, County Administrator  
Leo P. Rogers, County Attorney

**B. MOMENT OF SILENCE**

Mr. Goodson requested the Board and citizens observe a moment of silence.

**C. PLEDGE OF ALLEGIANCE** - Jeffrey Meekins, a sixth-grade student at James Blair Middle School and Ja'Quan Meekins, a fourth-grade student at D.J. Montague Elementary School led the Board and citizens in the Pledge of Allegiance.

**D. HIGHWAY MATTERS**

Mr. Jim Brewer, Virginia Department of Transportation (VDOT) Residency Administrator, noted pothole patching in the County.

Ms. Jones asked about patchwork in Westray Downs and stated she would follow up with more specific information. She also asked about the status of resurfacing in Westray Downs.

Mr. Brewer stated he could send the schedule for resurfacing to Ms. Jones.

Mr. McGlennon asked if funding was available.

Mr. Brewer stated the same amount of funding was available as the previous year.

**F. PUBLIC COMMENT**

1. Mr. Leonard Sazaki, 3927 Ironbound Road, commented on the County's potential airport purchase and devolution of the secondary road system; Route 60 relocation project funding; Williamsburg Area Destination Marketing Committee funding; additional employment positions; and fiscal responsibility of the Board.

2. Mr. Christopher Elmers, 144 Racefield Drive, protested stormwater management fee collections. He requested the stormwater management fee only apply to properties within the Primary Service Area (PSA).

3. Mr. Ed Oyer, 139 Indian Circle, commented on citizen disapproval of the Hampton Roads Transportation Authority; tax revenues from commercial real estate; fiscal priorities of the County; and indexing taxes.

#### **G. CONSENT CALENDAR**

Ms. Jones asked to highlight Item No. 3. She noted that the funds were a contribution by Prime Outlets for restoration of the Chisel Run tributary to Powhatan Creek.

Mr. McGlennon made a motion to adopt the items with an amendment to the minutes of the January 2, 2008, Organizational meeting.

On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY: (0).

1. Minutes –
  - a. December 11, 2007, Regular Meeting
  - b. January 2, 2008, Organizational Meeting
  - c. January 8, 2008, Regular Meeting
2. Award of Contract – Human Services Center Standby Power Generator

### **RESOLUTION**

#### **AWARD OF CONTRACT – HUMAN SERVICES CENTER STANDBY POWER GENERATOR**

WHEREAS, competitive proposal requests were advertised and received for the design and installation of a Standby Power Generator at the Human Services Center; and

WHEREAS, three proposals were received and evaluated with the preferred proposer being Hitt Electric Corporation; and

WHEREAS, staff believes that the scope of services and fees as proposed are appropriate for the work to be performed; and

WHEREAS, previously authorized Capital Improvements Program (CIP) budgeted funds are available to fund this contract.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the County Administrator or his designee to execute the necessary contract documents for furnishing and installing a Standby Power Generation System at the Human Services Center for \$106,911.

3. Budget Appropriation – Prime Retail LLP Funds - \$200,000

**RESOLUTION**

**BUDGET APPROPRIATION – PRIME RETAIL LLP FUNDS - \$200,000**

WHEREAS, the Board of Supervisors of James City County has been requested to approve the appropriation of funds from Prime Retail LLP Company to the Stormwater Capital Projects Account.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the following appropriation to the Stormwater Capital Projects Account:

Revenue:

Proffers \$200,000

Expenditure:

Stormwater Capital Projects \$200,000

4. Virginia Peninsulas Public Service Authority (VPPSA) Board of Directors Alternate Designee

**RESOLUTION**

**VIRGINIA PENINSULAS PUBLIC SERVICE AUTHORITY ALTERNATE DESIGNEE**

WHEREAS, the bylaws of the Virginia Peninsulas Public Service Authority (VPPSA) authorize each Governmental Member to appoint by resolution a designee of the Member jurisdictions to cast a vote.

NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby appoint John Horne as its VPPSA Board of Directors alternate designee.

5. Rescue Squad Assistance Fund Grant Award - \$28,612

**RESOLUTION**

**RESCUE SQUAD ASSISTANCE FUND GRANT AWARD - \$28,612**

WHEREAS, the Virginia Department of Health-Office of Emergency Medical Services (VDH-OEMS) has awarded the James City County Fire Department a Rescue Squad Assistance Fund (RSAF) grant in the amount of \$28,612; and

WHEREAS, the grant requires a local match of \$14,306 and the funds are available in the County's Grant Match Account; and

WHEREAS, the funds will be used to purchase training equipment upgrades, climate control drug boxes, replacement safety vests, and replacement safety cones.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Supervisors of James City County, Virginia, hereby authorizes the following appropriation to the Special Projects/Grants fund:

Revenues:

RSAP – Training/Safety Equipment	\$14,306
James City County Grant Match Account	<u>14,306</u>
Total	<u>\$28,612</u>

Expenditure:

RSAP – Training/Safety Equipment	<u>\$28,612</u>
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**I. BOARD CONSIDERATION**

1. Case No. SUP-34-2007. Hill Family Subdivision

Mr. Luke Vinciguerra, Planner, stated Mr. James Hill has applied for a Special Use Permit (SUP) for a subdivision of his property resulting in a parcel of less than three acres in size. The parcel would be created for residential use by a member of the owner's immediate family. The property is located at 100 Skillman Drive, further identified as Tax Map/Parcel No. 0430400001 with the proposed lot consisting of 1.1 acres and the remaining parent lot consisting of 8.923 acres. The property is zoned A-1, General Agricultural and is designated as Rural Lands by the Comprehensive Plan. The property is located outside the PSA

Staff found the proposal to be consistent with the surrounding zoning and development and Section 19-17 of the James City County Subdivision Ordinance.

Staff recommended approval of the application.

Mr. McGlennon stated appreciation for the work of staff to prohibit further subdivision and thanked Mr. Hill for his cooperation.

Mr. Kennedy made a motion to adopt the resolution.

On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY: (0).

## **RESOLUTION**

### **CASE NO. SUP-0034-2007. HILL FAMILY SUBDIVISION**

WHEREAS, the Board of Supervisors of James City County has adopted by ordinance specific land uses that shall be subjected to a Special Use Permit (SUP) process; and

WHEREAS, the applicants have requested an SUP to allow for a family subdivision in an A-1, General Agricultural District, located at 100 Skillman Drive, further identified as Parcel No. 0430400001 on James City County Real Estate Tax Map; and

WHEREAS, a public hearing was advertised, adjoining property owners notified and a hearing was held on Case SUP-0034-2007; and

WHEREAS, the Board of Supervisors, following a public hearing are of the opinion that the SUP to allow for the above-mentioned family subdivision should be approved.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. 0034-2007 as described herein with the following conditions:

1. This special use permit is valid for a family subdivision for the creation of one new lot of 1.1 acres or larger with one parent lot of approximately 8.923 acres remaining, generally as shown on the preliminary subdivision plat submitted with this application.
2. Final subdivision approval must be received from the County within twelve months from the issuance of this special use permit or the permit shall become void.
3. This special use permit is not severable. Invalidation of any word, phrase, clause, sentence, or paragraph shall invalidate the remainder.

#### **H. PUBLIC HEARING**

Mr. Goodson noted the presence of Mr. Jack Fraley on behalf of the Planning Commission.

##### **1. Case No. Z-0004-2007/MP-0004-2007. Stonehouse Amendment**

Ms. Ellen Cook, Planner, stated that David Guy has applied, on behalf of GS Stonehouse Green Land Sub, LLC, for an amendment of the master plan and proffers to change land use designations within the development; make revisions to the approved proffers related to traffic improvements, environmental protections, and other matters; incorporate Tax Parcel Nos. 0630100001, 1310100008A, 1310100019, all currently zoned A-1, General Agricultural, into the Planned Unit Development (PUD-R and/or PUD-C) Zoning District; and adjust the boundary line between PUD-Commercial and PUD Residential. The properties are located at 3820 Rochambeau Drive, also known as Tax Parcel No.: 1310100008A; 170 Sand Hill Road, also known as Tax Parcel Nos.: 1310100019; 3900, 3600 Mt. Laurel Road, also known as Tax Parcel Nos. 1310100022, 130100021; 9100, 9150, 9250, 9300, 4051, 9400, 9650, 9700, 9750, 9800, 9801, 9751, 9601, 9501, 9404, 9451, 9301, 9251, 9475, 9101, 9455, 9770 Six Mount Zion Road, also known as Tax Parcel Nos.: 0540100013, 0540100012, 0540100011, 0540100009, 0630100003, 0540100010, 0630100001, 0630100003, 0630100002, 0610100002, 0610100001, 0630100002, 0540100009, 0540100008, 0540100007, 0540100006, 0540100005, 0540100004, 0540100014, 0540100002, 0530100021, 0640100001; 4100, 4130, 4150, 4170 Ware Creek Road, also known as Tax Parcel Nos.: 0630100004, 0640100002, 1320100028,

1320100027; 9551, 9501, 9675, 10251 Sycamore Landing Road, also known as Tax Parcel Nos.: 0740100020 and 0740100022, 0740100029, 0740100021, 0710100001; 9020 Westmont Drive, also known as Tax Parcel Nos.: 1210100048; 9225, 9300, 9354, 9235, 9360, 9370, 9354, 9415, 9423, 9431, 9451 Fieldstone Parkway, also known as Tax Parcel Nos.: 0440100028, 0440100027, 0440100025, 0440100029, 0440100030, 0530100009, 0440100025, 0530100025, 0530100024, 0530100023, 0530100022; 9400, 9760, 3029 Mill Pond Run, also known as Tax Parcel Nos.: 0440100025A, 0530100010, 0530100020; and unaddressed parcels which are Tax Map Nos. 1210100047, and 0440100026. The parcels consist of approximately 4,537 acres which are zoned PUD, Planned Unit Development, A-1, General Agricultural, and are proposed to be zoned PUD, Planned Unit Development. The parcels are designated by the Comprehensive Plan for Mixed Use (Majority), Conservation Area, Rural Lands, and Low-Density Residential development. The properties are located within the PSA.

Staff found the proposed amendments generally consistent with the Comprehensive Plan and with surrounding development.

At its December 5, 2007, meeting, the Planning Commission recommended approval by a 6-1 vote.

Staff recommended approval of the application.

Mr. Icenhour asked about the remaining number of units and verified that there was a mixed variety of housing.

Ms. Cook stated this was correct.

Mr. Icenhour asked if the original plan only proffered land to be offered for schools.

Ms. Cook stated this was correct.

Mr. Icenhour asked if the remaining property, other than the parcel to contain the schools was substantially different.

Ms. Cook stated this was correct.

Mr. Goodson opened the Public Hearing.

1. Mr. Vernon Geddy, III, on behalf of the applicant, gave a brief overview of the companies behind the Stonehouse development and the requested zoning amendment. He highlighted the flexibility provided, marketability of the nonresidential areas, and transportation improvement proffer updates. He noted the developer's community relations and feedback received. Mr. Geddy described the new Master Plan and noted recreation areas, commercial development areas, and buffers. Mr. Geddy requested approval of the application.

2. Mr. Bob Spencer, on behalf of Stonehouse Homeowners Association, stated his organization and the developer had been in discussion about the application and they felt it was an asset to the community.

3. Mr. Mark Rinaldi, Chair of the Economic Development Authority (EDA), stated members of the EDA met with the developer on two occasions, and discussions were held with the other EDA Directors. He stated the process with the staff and applicant was collaborative. He stated support for the application that

has incorporated the key issues raised by the EDA. He then, speaking on behalf of a member of the Sycamore Landing community, stated concerns of the neighborhood, and that the developer's staff accommodated their requests.

4. Sarah Kadec, 3504 Hunters Ridge, on behalf of the James City County Citizen's Coalition, (J4Cs) stated that the process of this application was too slow. She stated the current proposal is superior to the previous proposal in environmental aspects. She requested approval on behalf of the J4Cs membership.

5. Ms. Colleen Lynch, 9409 Ashlock Court, on behalf of the Stonehouse Glen subdivision, requested approval and noted that the applicant has worked with the neighboring community.

6. Mr. Ed Oyer, 139 Indian Circle, stated the development would put a significant strain on water levels for the County. He suggested that the developer designate some property for a desalination plant on the York River.

As no one else wished to speak to this matter, Mr. Goodson closed the Public Hearing.

Mr. Kennedy asked Mr. Rogers about the issue regarding when cash proffers were collected by the County.

Mr. Rogers stated there was a proposal by the applicant at the time of subdivision site plan approval unless the County adopts a comprehensive cash proffer policy to adopt at a later date.

Mr. Goodson asked if the proffer would change if a new policy relating to the timing of proffer collection was adopted by the Board after this item was adopted.

Mr. Rogers stated it would be an amendment to proffer 8-f to collect proffers at the time of subdivision site plan approval. He stated that if it was established to be at a later time in the process by the County policy, the collection would take place at the later time.

Mr. Goodson stated that there was a bill in the General Assembly related to impact fees to be collected at issuance of a building permit.

Mr. Rogers stated that impact fees and cash proffers were collected differently.

Mr. Goodson stated the proffer policy could change and affect that proffer.

Mr. Rogers stated that was correct.

Mr. McGlennon stated that what was proposed was consistent with the past proffer policy.

Mr. Rogers stated this was correct, and what was proffered was what the County has historically done.

Mr. Icenhour noted that the policy change would affect everyone. He said it was a substantial improvement.

Mr. McGlennon stated there was a disincentive to change the policy in the future.

Ms. Jones stated the proffer was specifically a payment at permit during the Planning Commission evaluation. She asked whether the payment time was a policy or a practice.

Mr. Rogers stated that the practice is a policy. He stated it has been the policy and practice to seek proffers at the time of subdivision and site plan approval.

Mr. McGlennon stated there was a significant cash proffer of approximately \$10 million, but the value of the development is roughly \$2 billion.

Mr. Goodson stated there would be many jobs being created.

Mr. McGlennon stated the taxpayers would still be paying a good portion of the cost for the school children generated.

Mr. Icenhour stated there would be roughly 650 students, equating to roughly \$40-\$50 million in expenses.

Mr. Goodson stated no school children were generated.

Mr. Icenhour stated the school children were projected with the original application.

Mr. McGlennon thanked staff and the developer for this project and noted that there were no additional units proposed with more improvements. He noted that there was a significant proffer of \$1,000 toward affordable housing per unit, and roughly 125 homes that would be sold at a lower cost. He stated that the environmental, educational and recreational components, and the approach that were taken was worth support.

Mr. Kennedy thanked staff for its work and stated that this application was a superior project. He stated his support and made a motion to approve the application.

Mr. Icenhour stated there was an outstanding level of community support and involvement.

Mr. Kennedy stated he would like to approve the proffers as amended.

Mr. Goodson stated he supported the case and though he did not agree with the cash proffer policy, he appreciated the efforts of the developer to meet the policy.

Ms. Jones stated the applicant has set a high standard to help address many concerns of the community. She stated her support.

On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY: (0).

## **RESOLUTION**

### **CASE NO. Z-0004-2007/MP-0004/2007. STONEHOUSE AMENDMENT**

WHEREAS, in accordance with § 15.2-2204 of the Code of Virginia, 1950, as amended, and Section 24-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining

property owners notified, and a hearing scheduled on Zoning Case No. Z-0004-2007/MP-0004-2007, with Master Plan, for rezoning approximately 4,537 acres from Planned Unit Development, with proffers, to Planned Unit Development, with amended proffers, and from A-1, General Agricultural, to Planned Unit Development, with proffers; and

WHEREAS, the Planning Commission of James City County, following its public hearing on December 5, 2007, recommended approval by a vote of 6 to 1; and

WHEREAS, the Board acknowledges that the traffic proffers contained in the previous Stonehouse Amended and Restated Proffer Set (dated August 6, 1999) shall be considered satisfied and superseded by the adoption of the traffic proffers associated with this application (dated January 15, 2008), as provided for by Proffer 3(i) in the 1999 Proffer set; and

WHEREAS, the properties are located at the following James City County Real Estate Tax Map Nos. and addresses:

1. 3820 Rochambeau Drive, also known as Tax Parcel No.: 1310100008A.
2. 170 Sand Hill Road, also known as Tax Parcel No.: 1310100019.
3. 3900, 3600 Mt. Laurel Road, also known as Tax Parcel Nos.: 1310100022, 130100021.
4. 9100, 9150, 9250, 9300, 4051, 9400, 9650, 9700, 9750, 9800, 9801, 9751, 9601, 9501, 9404, 9451, 9301, 9251, 9475, 9101, 9455, 9770 Six Mount Zion Road, also known as Tax Parcel Nos.: 0540100013, 0540100012, 0540100011, 0540100009, 0630100003, 0540100010, 0630100001, 0630100003, 0630100002, 0610100002, 0610100001, 0630100002, 0540100009, 0540100008, 0540100007, 0540100006, 0540100005, 0540100004, 0540100014, 0540100002, 0530100021, 0640100001.
5. 4100, 4130, 4150, 4170 Ware Creek Road, also known as Tax Parcel Nos.: 0630100004, 0640100002, 1320100028, 1320100027.
6. 9551, 9501, 9675, 10251 Sycamore Landing Road, also known as Tax Parcel Nos.: 0740100020 and 0740100022, 0740100029, 0740100021, 0710100001.
7. 9020 Westmont Drive, also known as Tax Parcel No.: 1210100048.
8. 9225, 9300, 9354, 9235, 9360, 9370, 9354, 9415, 9423, 9431, 9451 Fieldstone Parkway, also known as Tax Parcel Nos.: 0440100028, 0440100027, 0440100025, 0440100029, 0440100030, 0530100009, 0440100025, 0530100025, 0530100024, 0530100023, 0530100022.
9. 9400, 9760, 3029 Mill Pond Run, also known as Tax Parcel Nos.: 0440100025A, 0530100010, 0530100020.
10. Unaddressed parcels which are Tax Map Nos.: 1210100047, 0440100026.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, following a public hearing, does hereby approve Case No. Z-0004-2007/MP-0004-2007 and accept the voluntary proffers.

#### **J. PUBLIC COMMENT**

1. Mr. Ed Oyer, 139 Indian Circle, commented on water being a national concern and gas taxes rising.
2. Mr. Christopher Elmers, 144 Racefield Drive, commented on stormwater management fees, the Toano Convenience Center, and County garbage collection.

Mr. Goodson noted that there was an optional County garbage collection program being considered and the convenience centers would remain open.

#### **K. REPORTS OF THE COUNTY ADMINISTRATOR**

Mr. Wanner stated the Board should recess for a meeting of the James City Service Authority (JCSA), and then the Board would need to have a Closed Session meeting for consideration of a Personnel Matter, the appointment of individuals to County boards and/or commissions pursuant to Section 2.2-3711(A)(1) of the Code of Virginia, specifically for appointments to the Planning Commission and the Community Participation Team (CPT); consideration of two acquisitions of parcels of property for public use pursuant to Section 2.2-3711(A)(3) of the Code of Virginia; and consideration of a Personnel Matter Involving the Six-Month Performance Evaluation of the County Administrator, Pursuant to Section 2.2-3711(A)(1) of the Code of Virginia. He stated that when the Board completed its business, it should recess to February 7, 2008, at 9:00 a.m. at the Government Complex for VML/VACo Legislative Day in Richmond. He stated the Governor would be speaking and then the Board would have an opportunity to speak with the County's State legislators. He noted that the item leftover from the work session would be discussed during Board Requests and Directives.

#### **L. BOARD REQUESTS AND DIRECTIVES**

Mr. Goodson stated that if there was a desire of the Board to have a resolution for the General Assembly regarding the Hampton Roads Transportation Authority, he requested that the discussion be held on February 26, 2008.

Ms. Jones stated that the budget next year would be for stormwater management projects to be funded in the General Fund.

Mr. McGlennon stated that seemed to be a majority opinion, but the County Administrator would present an optional budget.

Ms. Jones asked the timeline for this information.

Mr. Wanner stated it would be available by the end of March.

Ms. Jones stated her concern for the stormwater utility continuing in the wrong direction.

Mr. McGlennon stated the credit program would apply only to the current year, and the credit program was built into the budget for this year.

Ms. Jones stated she would like to give direction for next year's budget.

Mr. Goodson stated the guidance was clear.

Mr. Wanner stated he was directed to show the impact of funding stormwater management in the General Fund.

Mr. McGlennon stated it would be difficult to fund such a large expenditure with an already strained budget.

Ms. Jones stated schools compete for funding from the General Fund, and stormwater management should be considered similarly as a very important program.

Mr. Goodson stated the last item on the work session was regarding Section 24-283 and announced that the Board would hold the discussion for that item during Board Requests and Directives.

Mr. McGlennon requested to move forward with the JCSA meeting to allow citizens to speak to the public hearings.

At 8:26 p.m. Mr. Goodson recessed the Board.

At 8:48 p.m., Mr. Goodson reconvened the Board of Supervisors to hold the scheduled work session discussion relating to the Zoning Ordinance amendment for Section 24-283.

Mr. Rogers stated there were two memorandums provided, one with a legal opinion and the other with interpretation by the Deputy Zoning Administrator. He stated there are zoning designations that did not previously exist, and staff looks toward who owns the property. He stated the developer can be put into control over the same homeowners association and staff would accept the application. He stated this is just the property owner's right to request a rezoning and there could be restrictions set in place. He stated there was discussion about whether staff should or should not have accepted the application. He stated the County is allowed to accept it, acting within previous history, but sometimes the ordinance can be changed to make things clearer. He stated that though the ordinance says control of 400 acres is required, it does not say when control must be held. He noted that the ordinance implies that this control must be held at the time of application, but this may not be clear. He stated that he looked at Section 24-283 and found that the way it was being construed was not how staff applied it. He said staff then made it more consistent in an initiating resolution requesting a zoning ordinance amendment. He noted that it was good zoning practice to give clarity over a period of time. He stated that it gives the Board time to see what staff is doing and evaluate it. He stated there were many public improvements required of an R-4 community and that the homeowners association was established prior to that time. Mr. Rogers stated that a sliding scale of ownership or control is difficult to define and problematic. He noted that there has been sentiment to have involvement of the homeowners association. He said that the issue was the ability to apply and the need to have consent from another body to add land in a community. He stated that he was not aware of such a Code section.

Mr. McGlennon stated nothing prevents a property owner from applying for a rezoning outside the development.

Mr. Rogers stated this was correct, but R-4 requirements were stricter as other zoning designations, so it could apply to other zoning districts and it may or may not suit the needs of the community.

Mr. McGlennon asked if the additions to developments have historically provided consistent development with the rest of the community or if they had a significantly different purpose.

Mr. Rogers stated that the amendments have been integrated into the R-4 community by roads and other means, even though they may not be geographically connected. He noted that Greensprings also has many areas of separation, but was developed under the same master plan.

Mr. McGlennon asked if the nature of development of the addition was consistent with the existing community.

Mr. Porter stated this was correct and noted that Ford's Colony is an example of a community that has been expanded four times.

Mr. McGlennon stated the controversy was generated because the additions were quite different from the present development.

Mr. Porter stated that this was somewhat the case, but the nature of the new development was reasonable within a planned community.

Mr. McGlennon stated that this was not part of the original plan for the community.

Mr. Porter confirmed that this was correct.

Mr. McGlennon stated the initiating resolution was not specific to a particular case, but rather pertained to the language in the ordinance. He stated he agreed with Mr. Rogers on assigning the point of determination for when someone or some entity was no longer the owner.

Mr. Icenhour asked about the assertion that the County must accept the application. He asked if this was correct.

Mr. Rogers stated that in the past, staff has turned down applications that do not meet the prescribed criteria.

Mr. Icenhour stated his concern for property rights for the R-4 communities in the County. He stated when they start out, they are under developer control, and then with maturity they go under homeowner control. He asked how an instance would be handled if there were two separate applications to amend the master plan of a planned community from two entities that claimed ownership, such as the developer and the homeowners association.

Mr. Rogers noted that in the Code an application for rezoning only requires one owner. He stated there has not been an instance where the homeowners association has added property.

Mr. Icenhour stated it may occur in Ford's Colony as the homeowners association is putting the community management out to bid and the property is owned by the current owner. He stated that if the homeowners association had a different property management agent and did not have access to the property, it could choose to offer the property for sale contingent upon incorporating the property into the Ford's Colony master plan to maintain the facilities. He stated there was a possibility that the homeowners association may make an application in conflict with the developer's. He stated there should be a definition of transfer of ownership of property. He stated there were four amendments to the Ford's Colony master plan, but the units did not change and land was added internal to the boundaries. He stated there was a net decrease in density and an improvement of the property. He stated in the last case that the homeowners association's appointed Board interviewed the residents and requested approval. He stated that at this time the Board is not in agreement with the master plan change. He commented that the developer could possibly come back to a community maintained by a homeowners association and make changes that may not be embraced by the

homeowners. He stated that he would like to create an opportunity for the homeowners association to have input when there is conflict to protect homeowners' property rights and expressed a need to define the transfer of control of property.

Mr. Goodson stated the opinion of professional staff was provided, and staff requested a clarification of the language of the ordinance. He stated he supported the language change. He asked if there was any change in Mr. Rogers's opinion of the interpretation of the law.

Mr. Rogers stated there was no change in his opinion from the legal perspective. He stated there was a policy matter and asked for consideration of what changes may be made. He stated it was important to respond to and get feedback from the Board and the Policy Committee of the Planning Commission. He stated property values may be affected by the Board. He stated the issue was the application itself and whether or not it can be made. He stated the application to rezone does not generally affect property rights or property values. He said that homeowners may need to protect their rights by being heard by the Board. He stated he would like to make a distinction in ownership. He stated the homeowners association is established as a corporate entity which exists before the sale of the first lot. He stated he would like to see an established sliding scale of control. He stated that it would be difficult for staff to determine ownership and control upon receipt of an application. He stated in the case of rezonings, property owners and the homeowners association should be notified in order to be given an opportunity to protect their property rights. He stated the way that was developed meant they did not have to increase the cap. He stated it did not have to meet the original master plan concept. He said the question was whether or not the owner of the additional property should be able to apply and under what standard. He stated this gets resolved during the zoning process rather than the application process.

Mr. Goodson asked if any Board members would like to change the ordinance aside from clarifying the language. He stated he would like to clarify the language with the intent to maintain the current practice.

Mr. Icenhour stated staff should be given better direction from the Board.

Mr. Goodson stated that the Code provides the opportunity for a landowner to make an application.

Mr. Icenhour stated there was no sliding ownership and he felt it was clearly defined.

Mr. Kennedy stated Mr. Rogers has not had occasion to look further into this issue.

Mr. Icenhour stated he wanted to give an opportunity for public input. He stated that he had spoken to Mr. Rogers and he was willing to speak to people about the issue.

Mr. Kennedy noted that he understood there were bids out for a new property manager.

Mr. Icenhour stated this has been ongoing and the issue at hand was the definition of ownership.

Mr. Kennedy stated this was a foundation ordinance for all R-4 communities.

Mr. Icenhour stated the residents of Ford's Colony looked at the Code and the issue of ownership was clear. He stated there was only confusion due to interpretation of the Code.

Mr. Goodson stated that staff can give a ruling on this item to maintain the current interpretation or the ordinance can be changed.

Mr. McGlennon stated both avenues can be taken. He stated he would like to consider an ordinance to clarify this issue.

Mr. Icenhour stated staff could come forward at the next work session to follow up on this matter.

Mr. Goodson stated he felt the traditional interpretation was appropriate.

Mr. McGlennon stated discussion of ownership is more complicated than the Board has considered in the past.

Ms. Jones stated the item should go through a public process.

Mr. Icenhour stated this was a separate issue.

Mr. Goodson asked if the Board would like to clarify the language.

Mr. Kennedy stated he appreciated the concern, but he did not want to go back through past applications to do this.

Mr. Rogers stated he felt the Ford's Colony application was too far into the process to make an ordinance change that would affect that case. He stated the Board can do it for other generations of developments. He stated that staff can create a different ordinance and clarify or change it, if it is the pleasure of the Board.

Mr. Kennedy stated he would like to clean up the language of the resolution and revisit the matter at a later date if necessary.

Mr. Icenhour stated there should be a decision soon.

Mr. Kennedy stated his support for changing the language.

Mr. Goodson asked if a new initiating resolution was necessary.

Mr. Rogers stated the Board could pass the resolution from October 23, 2007. He stated this normally happens at the Planning Commission level, but the Board can do this to notify the citizens of the change. He stated the resolution just allows evaluation of the Code.

Mr. Icenhour asked if the ordinance revision would then come back before the Board.

Mr. Porter stated it would come from the Planning Commission with a recommendation.

Mr. Rogers stated it may go to the Policy Committee.

Mr. Goodson stated he felt the process should move forward.

Mr. Kennedy made a motion to approve the initiating resolution from October 23, 2007.

Mr. Porter noted the attendance of Mr. Reese Peck of the Planning Commission.

Mr. Wanner stated the motion was for the resolution of October 23, 2007.

Mr. Goodson stated the resolution was posted online for the public.

Mr. Rogers stated the resolution before the Board in October initiated a broad assessment of the R-4 Planned Community designation in the zoning ordinance. He stated the resolution in November initiated examination of the definition of R-4 zoning. He stated his opinion was that revising only the definition would not solve the problem.

Mr. McGlennon made a request to consider the initiating resolution at the next regular Board meeting in order to make the document available to the public and be able to view the language.

Mr. Goodson requested a motion to recess into Closed Session.

Mr. McGlennon made a motion to recess into Closed Session after a break.

On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY: (0).

#### **M. CLOSED SESSION**

At 9:28 p.m., Mr. McGlennon made a motion to go into Closed Session pursuant to Section 2.2-3711(A)(1) of the Code of Virginia for the consideration of a Personnel Matter, the appointment of individuals to County boards and/or commissions, specifically the Planning Commission and the Community Participation Team (CPT); and Section 2.2-3711(A)(3) of the Code of Virginia for the consideration of two acquisitions of parcels of property for public use.

At 10:26 p.m. Mr. Goodson reconvened the Board into Open Session.

Mr. Kennedy made a motion to adopt the Closed Session resolution.

On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY: (0).

### **RESOLUTION**

#### **CERTIFICATION OF CLOSED MEETING**

WHEREAS, the Board of Supervisors of James City County, Virginia, (Board) has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3711 of the Code of Virginia requires a certification by the Board that such closed meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby certifies that, to the best of each member's knowledge: i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies; and ii) only such public business matters were heard, discussed, or considered by the Board as were identified in the motion, Section 2.2-3711(A)(1), to consider a Personnel Matter Involving the Six-Month Performance Evaluation of the County Administrator.

Mr. Kennedy made a motion to appoint Marilyn Taylor to the Community Participation Team.

(0). On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY:

Ms. Jones made a motion to reappoint Jack Fraley to a four-year term on the Planning Commission set to expire on January 31, 2012.

(0). On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY:

Mr. McGlennon made a motion to appoint Joe Poole, III to a four-year term on the Planning Commission set to expire on January 31, 2012.

(0). On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY:

Mr. Kennedy made a motion to appoint Chris Henderson to an unexpired term on the Planning Commission set to expire on January 31, 2009.

(2). On a roll call vote, the vote was: AYE: Jones, Kennedy, Goodson (3). NAY: Icenhour, McGlennon

Mr. McGlennon made a motion to go into Closed Session pursuant to Section 2.2-3711(A)(1) of the Code of Virginia for the consideration of a Personnel Matter Involving the Six-Month Performance Evaluation of the County Administrator.

(0). On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY:

At 11:52 p.m., Mr. Goodson reconvened the Board into Open Session.

Mr. 11:52 made a motion to adopt the Closed Session resolution.

(0). On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY:

**RESOLUTION**

**CERTIFICATION OF CLOSED MEETING**

WHEREAS, the Board of Supervisors of James City County, Virginia, (Board) has convened a closed meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.2-3711 of the Code of Virginia requires a certification by the Board that such closed meeting was conducted in conformity with Virginia law.

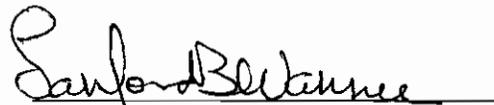
NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby certifies that, to the best of each member's knowledge: i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the closed meeting to which this certification resolution applies; and ii) only such public business matters were heard, discussed, or considered by the Board as were identified in the motion, Section 2.2-3711(A)(1), to consider personnel matters, the appointment of individuals to County boards and/or commissions; Section 2.2-3711(A)(3), to consider two acquisitions of parcels of property for public use.

N. **RECESS** to 9 a.m. on February 7, 2008.

Mr. McGlennon made a motion to recess.

On a roll call vote, the vote was: AYE: Icenhour, McGlennon, Jones, Kennedy, Goodson (5). NAY: (0).

At 11:53 p.m., Mr. Goodson recessed the Board to February 7, 2008, at 9 a.m.



Sanford B. Wanner  
Clerk to the Board

080 007838

AMENDED AND RESTATED  
STONEHOUSE PROFFERS

THESE AMENDED AND RESTATED PROFFERS are made as of this 27<sup>th</sup> day of November, 2007, by **GS STONEHOUSE GREEN LAND SUB LLC**, a Delaware limited liability company (together with its successors and assigns, the "Owner").

RECITALS

A. Owner is the owner of certain real property (the "Existing Property") located in James City County, Virginia, more particularly described on Exhibit A attached hereto and made a part hereof which is a portion of the property commonly referred to as the Stonehouse Planned Unit Development.

B. The Existing Property and the balance of the property located within the Stonehouse Planned Unit Development (not owned by Owner) is now zoned PUD-C and PUD-R, with proffers, and is subject to (i) a plan of development entitled "Stonehouse, Virginia, Master Plan, James City County, Virginia and New Kent County, Virginia, Stonehouse Inc./ Stonehouse LLC Owners/Developers" prepared by Langley and McDonald, P.C., dated February 19, 1999, a copy of which is on file with the County Planning Director (the "Existing Master Plan"), and (ii) Second Amended and Restated Stonehouse Proffers, dated August 6, 1999, of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia (the "Clerk's Office") as document number 990021231 (the "Existing Proffers").

C. Owner has applied to amend the Existing Master Plan in various respects and to include tracts of land containing approximately 89 acres (Tax Parcels 1310100019 and 1310100008A) and 4.125 acres (Tax Parcel 063010001), respectively, which property is more particularly described on Exhibit A-1 (the “Additional Property”), to rezone Tax Parcels 1310100019 and 1310100008A of the Additional Property from A-1 to PUD-C, with proffers, and to rezone Tax Parcel 0630100001 of the Additional Property from A-1 to PUD-R, with proffers, to amend the zoning line between the PUD-R and PUD-C portions of the development, and to amend and restate the Existing Proffers in their entirety as set forth below but only to the extent the Existing Master Plan and Existing Proffers apply to the Existing Property. The Existing Property and the Additional Property are hereinafter referred to as the “Property”. In connection therewith, Owner has filed rezoning and master plan amendment applications with the County which have been assigned case numbers Z-4-07 and MP-4-07 by the County Planning Department (the “Applications”).

D. Owner has submitted to the County an amended plan of development entitled “Stonehouse Master Plan” prepared by Chas. H. Sells, Inc. dated November, 2007 (the “Master Plan”) in accordance with Section 24-484 of the County Zoning Ordinance.

E. A traffic impact study entitled “Stonehouse Traffic Impact Analysis” prepared by URS Corporation and dated May 22, 2007 as revised September 12, 2007, and November, 2007 (the “Traffic Study”) has been submitted to the County in accordance with Section 24-484 of the

County Zoning Ordinance. The Traffic Study has been reviewed and approved by the County and the Virginia Department of Transportation (“VDOT”). The Traffic Study addresses the requirements of Proffer 3 of the Existing Proffers as provided in Proffer 3(i) thereof.

F. Owner has submitted to the County (i) a listing of all previous archaeological studies performed on the Stonehouse development, including on the Property, entitled “Previous Archaeological Excavations, Dated May 23, 2007” compiled by Carol Tyrer of Circa~Cultural Resource Management, LLC, (ii) a table listing all identified archaeological sites at the Stonehouse development, including the Property, entitled “Archaeological Sites at the Stonehouse Development, Dated March, 2007” compiled by Carol Tyrer of Circa~Cultural Resource Management, LLC, and (iii) a map identifying the approximate location of each of the identified archaeological sites entitled “Stonehouse Archaeological Exhibit” made by Chas. H. Sells, Inc. and dated April 3, 2007 (together, the “Archaeological Documents”). The Director of Planning has reviewed and approved the Archaeological Documents and each of the studies listed therein.

G. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned PUD-R and PUD-C for the protection and enhancement of the community and to provide for the high-quality and orderly development of the Property in accordance with Section 15.2-2296 *et seq.* of the Virginia Code and Section 24-16 of the Zoning Ordinance.

NOW, THEREFORE, in consideration of the approval by the County of the Applications and the Master Plan and the acceptance of the Amended Proffers, the Existing Proffers are hereby amended and restated insofar as they relate to the Property as set forth below. The Existing Proffers and Existing Master Plan shall continue to govern the portion of the Stonehouse Planned Unit Development not included within the Property. Owner agrees that the following conditions shall be met and satisfied in the development of the Property.

#### CONDITIONS

**1. Community Association.** Owner, with the concurrence of the Association at Stonehouse, Inc., shall subject Land Bays 1, 3, 5, 8 (other than BMP#6) and 14 to the existing Declaration of Covenants, Restrictions, Affirmative Obligations and Conditions for Stonehouse recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 970015414, including without limitation, the architectural review process and guidelines. Owner shall organize a community association or associations (the "Community Association") in accordance with Virginia law in which all property owners in the development on the Property other than in Land Bays 1, 3, 5, 8 and 14, by virtue of their property ownership, shall be members, provided, however, Owner may subject by the recordation of supplemental declaration(s) portions of the Property to existing property owners association(s) and restrictive covenants. The Community Association shall own and maintain BMP#6 located in Land Bay 8. Owners of property within the existing Stonehouse Glen subdivision shall have

the right to subject their property to the Governing Documents (as hereinafter defined) and become members of the Community Association on the same terms and conditions as other owners within the Property. There shall be one master Community Association for all residential portions of the Property other than in Land Bays 1, 3, 5, 8 and 14. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the Community Association shall be submitted to and reviewed by the County Attorney. The Governing Documents shall (i) require that the Community Association adopt an annual maintenance budget and assess all members for the maintenance of all properties owned or maintained by the Community Association and (ii) shall grant the Community Association the power to file liens on members' properties for non-payment of such assessments and for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Governing Documents shall also provide for one or more Design Review Committee(s) with the power to review and approve all site development and architectural plans within the development. Owner may organize separate neighborhood or commercial associations and impose supplemental or different restrictive covenants on individual sections of the Property.

**2. Density.** There shall be no more than 3,646 residential units and no more than 2,900,000 square feet of non-residential uses, excluding recreational uses, permitted on the Property. Of the 3,646 residential units no more than 1,200 residential units shall be B – attached structures containing two to four dwelling units, C – attached structures less than three stories

and containing more than four dwelling units or D - attached structures of three or more stories and containing more than four dwelling units as those terms are defined in section 24 – 484 of the County Zoning Ordinance. Owner shall provide on each site plan or subdivision plan for any development within the Property a then current accounting of the number of residential units, unit type and square footage of non-residential development that have previously been approved by the County and are proposed by the plan in question in form acceptable to the Director of Planning to permit the accurate tracking of the progression of the development of the Property.

**3. Transportation Improvements.** This proffer sets forth external and internal road and intersection improvements recommended in the Traffic Study and the phasing of their construction.

3.1 Periodic Traffic Counts. Owner shall have traffic volume counts conducted annually beginning not less than one year from the date of final approval of the requested rezoning by the Board of Supervisors and on or about each anniversary of the initial count thereafter (“Annual Counts”). With the approval of VDOT and the Director of Planning, the Annual Counts shall be conducted at a time of year such that no adjustment factor will need to be applied to the raw count data to estimate annual average daily traffic. The Annual Counts shall be conducted at (i) Fieldstone Parkway at its intersection with State Route 30, (ii) La Grange Parkway at its intersection with State Route 30, (iii) Ware Creek road at its intersection with Mount Laurel Road and (iv) Bridge Road at its intersection with Rochambeau Drive

(collectively, the “Entrances”) and submit the results of such counts to the Director of Planning and to VDOT. The Annual Counts shall include counts of left turn movements at each intersection where there is a vehicle per hour threshold in these Proffers for triggering additional left turn lane improvements.

3.2 Initial Transportation Improvements. The County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property after such time as the combined entering and exiting a.m. or p.m. peak hour traffic volumes entering and exiting the Entrances reach a total of 947 vehicles as shown by the Annual Counts (the “Initial Trigger”) until the following improvements have been completed or such improvements have been commenced (as used herein with respect to construction or installation of improvements, “commenced” shall mean all necessary plan approvals and permits have been obtained and actual physical construction activity, e.g. land disturbing, has begun) and guarantees in accordance with ' 15.2-2299 of the Code of Virginia, as amended, and the applicable provisions of the County Code in form and amount reasonably satisfactory to the County Attorney (“Guarantees”) for their completion have been posted with the County:

(a) Install a 4-lane roadway (Bridge Road) connecting the Property to State Route 30 (Rochambeau Drive) generally as shown on the Master Plan. The intersection of Bridge Road with State Route 30 shall include separate turn lanes (eastbound left turn, westbound left turn and westbound channelized right turn) on State Route 30 and southbound turn lanes (left turn and

right turn) on the Bridge Road approach to State Route 30 and shall include a median in Route 30 of sufficient width to accommodate a westbound left turn lane on Route 30 to be installed in the future by others. A traffic signal shall be installed when VDOT signal warrants (“Warrants”) are met. Install a second left turn lane to the southbound Bridge Road approach to State Route 30 when either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour; and

(b) Widen the segment of State Route 30 from two lanes to four lanes between the intersection with Bridge Road/Route 30 intersection and the Route 30/State Route 607 (Croaker Road) intersection; and

(c) At the intersection of State Routes 30 and 755 with State Route 607, add dual left turn lanes and a channelized right turn lane to the eastbound approach to Croaker Road; and

(d) Install a traffic signal at the intersection of State Route 30 and Fieldstone Parkway when Warrants are met; and

(e) Install a traffic signal at the intersection of State Route 30 and the westbound Interstate 64 Exit 227 exit ramps when Warrants are met; and

(f) Install a traffic signal at the intersection of the State Route 1045 and State Route 30 when Warrants are met; and

(g) Install a traffic signal at the intersection of the eastbound I-64 Exit 227 off-ramp and State Route 30 when Warrants are met.

3.3 Level 1 Transportation Improvements. The County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property after such time as the combined entering and exiting a.m. or p.m. peak hour traffic volumes entering and exiting the Entrances reach a total of 2,135 vehicles as shown by the Annual Counts (“Level 1 Trigger”) until the following improvements have been completed or such improvements have been commenced and Guarantees for their completion have been posted with the County and Guarantees for the design and construction of the Level 2 Transportation Improvements have been posted with the County:

(a) Modify the pavement markings on southbound Fieldstone Parkway to add a second left turn lane to the southbound Fieldstone Parkway approach to State Route 30 when either the a.m. or p.m. peak hour volume of vehicles completing this movement exceeds 300 vehicles per hour; and

(b) Add a second left turn lane to the westbound I-64 off-ramp at Exit 227 to southbound State Route 30. Add a second left turn lane to the northbound State Route 30 approach to the westbound I-64 on-ramp at Exit 227. Widen the westbound I-64 on-ramp to two lanes; and

(c) Install an exclusive left turn lane, a dual left/thru lane and an exclusive right turn lane on the southbound State Route 607 (Croaker Road) approach to U.S. Route 60 (Richmond Road); and

(d) Install a second left turn lane and a separate right turn lane to the northbound State Route 607 approach to State Routes 30 and 755; and

(e) Add a left and right turn lane and a second through lanes to westbound State Route 755 (Rochambeau Drive) approach to Route 607 (Croaker Road); and

(f) Owner shall have posted Guarantees for the design and completion of the Level 2 Transportation Improvements with the County.

3.4 Level 2 Transportation Improvements. The County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property after such time as the combined entering and exiting a.m. or p.m. peak hour traffic volumes entering and exiting the Entrances reach a total of 2,793 vehicles as shown by the Annual Counts (“Level 2 Trigger”) until the following improvements have been completed or such improvements have been commenced and Guarantees for their completion have been posted with the County:

(a) Add a second left turn lane to the southbound State Route 1045 approach to State Route 30 when either a.m. or p.m. peak hour volume of vehicles completing this movement exceed 300 vehicles per hour; and

(b) Extend by 200 feet the length of the on-ramp to eastbound I-64 at Exit 231 from northbound State Route 607 (Croaker Road); and

(c) Add a second left turn lane to the eastbound State Route 30 approach to Bridge Road when either a.m. or p.m. peak hour volume of vehicles completing this movement exceed 300 vehicles per hour

3.5 Design of Improvements. The Initial Trigger, Level 1 Trigger and the Level 2 Trigger are hereinafter called an “Improvement Trigger”. The County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property after such time as the Annual Counts reflect the combined entering and exiting a.m. or p.m. peak hour traffic volumes entering and exiting the Entrances equals or exceeds a total of 80% of an Improvement Trigger until such time as Owner has submitted evidence satisfactory to the Director of Planning that the design of the improvements associated with the Improvement Trigger has commenced.

3.6 Commencement of Improvements. The County shall not be obligated to grant final subdivision or site plan approval for any additional development on the Property after such time as the Annual Counts reflect the combined entering and exiting a.m. or p.m. peak hour traffic volumes entering and exiting the Entrances equals or exceeds a total of 90% of an Improvement Trigger until such time as Owner has submitted evidence satisfactory to the

Director of Planning that the construction of the improvements associated with the Improvement Trigger has commenced or Guarantees for such construction have been posted with the County.

3.7 Traffic Signal Warrant Analyses. Anything to the contrary herein notwithstanding, Owner shall not be obligated to install or post Guarantees for any traffic signal until such time as VDOT determines Warrants for that signal have been met. The Annual Counts shall include turning movement counts at the intersections listed in Sections 3.2, 3.3 and 3.4 for potential signalization. If based on the Annual Count VDOT determines any intersection at which a traffic signals is proffered is approaching meeting Warrants for installation of the traffic signal then at the request of VDOT, Owner shall have a Warrant analysis of that intersection conducted and submitted to the County and VDOT.

3.8 VDOT Standards. All improvements proffered in this Section 3 shall be designed and constructed in accordance with applicable VDOT standards and guidelines. All traffic signals proffered hereby shall be designed and installed to accommodate future proffered traffic improvements. Traffic signal timing equipment will be modified and signal timing plans updated as\required by VDOT concurrently with capacity improvements at the intersection in question. All traffic signals proffered hereby shall include signal coordination equipment if required by VDOT.

3.9 FHWA Approvals. The proffered modifications to Interstate 64 interchanges will require the approval of the Federal Highway Administration (“FHWA”). If FHWA approval

of a modification is not granted after submission through and with the approval of VDOT of all appropriate and required interchange modification applications and supporting documentation, Owner shall propose to the County and VDOT substitute improvements and provide VDOT and the County with a traffic study showing the impact of the proposed substitute improvements, commensurate in traffic benefit and costs with the proffered interchange modifications for the review and approval of the County and VDOT. If such substitute improvements are approved by the County and VDOT, the completion or posting of Guarantees for their completion with the County shall satisfy the obligation of Owner with respect to the proffered interchange modification for which FHWA approval was not granted.

3.10 Updated Traffic Study. (a) Owner may have the Traffic Study updated, amended or supplemented from time to time by an independent traffic consultant and shall submit any such updated, amended or supplemented Traffic Study to the County and VDOT for approval. The schedule of road and intersection improvements and the phasing thereof set forth above may be amended by the Owner based on such updated, amended or supplemented Traffic Study with the approval of the Board of Supervisors. Owner shall convey, without charge, to VDOT or the County, as appropriate, all right of way owned by it that is necessary for such improvements and, when completed, shall dedicate all such improvements to VDOT or the County, as appropriate.

(b) The County shall not be obligated to grant final subdivision or site plan approval for

any additional development on the Property after such time as the Level 2 Trigger is reached until the Owner, at its expense, has submitted to the VDOT and the Director of Planning for their review and approval an updated traffic study of the Stonehouse development performed by a traffic consultant acceptable to the County. The consultant shall submit the proposed methodology for the study to VDOT for approval before initiation of the study, however, the methodology shall include forecasted background traffic volumes (including traffic volumes from approved developments other than Stonehouse) as identified in the current traffic study. If the updated study indicates changes in the improvements proffered hereby and/or the triggers for such improvements are necessary as a result of an increase traffic generated by the development on the Property compared with that projected in the approved Traffic Study, Owner shall submit to the County an updated improvement and trigger plan which shall be subject to approval by the Director of Planning. Further development of the Property shall be in accordance with the approved, updated improvement and trigger plan.

3.11 Internal Road and Intersection Improvements. To ensure adequate service at major internal intersections and along roadway segments within the Property, Owner shall install the following improvements at the time of roadway and intersection construction in the area of the specified intersection unless another trigger is specified herein:

(a) Install eastbound left turn lane and right turn lane on the Fieldstone Parkway approach to La Grange Parkway and install a southbound right turn lane and a northbound left

turn lane on the La Grange Parkway approach to Fieldstone Parkway; and

(c) Install a traffic signal at the LaGrange Parkway/Fieldstone Parkway intersection when Warrants are met; and

(b) Add a second northbound left turn lane on the La Grange Parkway approach to Fieldstone Parkway when either a.m. or p.m. peak hour volume of vehicles completing this movement exceed 300 vehicles per hour; and

(c) Install a southbound left turn lane and a northbound right turn lane on the La Grange Parkway approach to Mount Laurel Road and install a westbound left turn lane and a right turn lane on Mount Laurel Road; and

(d) Install a traffic signal at the LaGrange Parkway/Mount Laurel Road intersection when Warrants are met; and

(e) Add a second westbound left turn lane to the Mount Laurel Road approach to La Grange Parkway when either a.m. or p.m. peak hour volume of vehicles completing this movement exceed 300 vehicles per hour. Concurrent with the installation of the second left turn lane on westbound Mount Laurel Road, La Grange Parkway will be widened from 2 lanes to 4 lanes from Mount Laurel Road south to the existing 4-lane section; and

(f) Extend the 4-lane section of Bridge Road from State Route 30 to Ware Creek Road.

3.12 Bicycle Accommodation Improvements. The improvements made by Owner to

Route 30 and the Route 607/Route 30 intersection shall include shoulder bike lanes provided such bike lanes can be installed within the existing right of way. All improvements to Route 600 within the Property shall include a shoulder bike lane except, with the approval of the Director of Planning, no bike lane shall be required where Route 600 passes under Interstate 64 if such a bike lane is not feasible due to pavement width restrictions under the bridge.

3.13 External Road Connections. There shall be no road connection directly from the Property onto Croaker Road. Within one year from the date of approval of the requested rezoning by the Board of Supervisors, Owner shall petition VDOT to permit the disconnection of Ware Creek Road immediately west of its intersection with Mount Laurel Road from the portion of Ware Creek Road that extends through the Property and, if VDOT approval is obtained, physically disconnect the road, to prevent traffic from the Property from using Ware Creek Road to access Croaker Road. If VDOT refuses to allow this disconnection, Owner shall not improve a segment of Ware Creek Road between its intersection with Bridge Road and the eastern boundary of the Property and shall not improve Ware Creek Road west of its intersection with Mount Laurel Road to the first subdivision road in the Property and through the use of signage and other measures as approved by VDOT shall attempt to de-emphasize Ware Creek Road as a means of ingress and egress to and from the Property.

4. Economic Development. (a) As and when segments of the roads shown on the Master Plan within or adjacent to areas designated E, F, G or H on the Master Plan are

constructed, water and sewer lines shall be installed adjacent to or within the road right-of-way or otherwise extended to such areas with capacity to serve the areas described above. Within 12 months from the date of approval of the requested rezoning by the Board of Supervisors, (i) design plans for water and sewer lines along Mount Laurel Road from its intersection with Six Mount Zion road to its intersection with Bridge Road with capacity to serve Tract 11 shall be submitted to the County and JCSA and (ii) design plans for the improvement of Mount Laurel Road to meet applicable VDOT subdivision street standards shall be submitted to the County and VDOT. Such water and sewer lines and road improvements shall be installed within 18 months of approval of such design plans.

(b) Owner, upon request, shall provide the County's Office of Economic Development ("OED"), any state or regional economic development agency and/or any prospective user identified by the OED or such state or regional agency with a marketing information package for the areas of the Property designated E, F, G or H on the Master Plan containing relevant information about the property such as size and configuration of available sites, surveys, topographic information, utility availability and capacity, road access, stormwater management plans and similar information.

(c) In Tracts 10B and 11A there shall be no more than 70,000 square feet of retail development and no single retail use shall exceed 7,500 square feet. If and when mixed use buildings are permitted by applicable zoning ordinances, no more than 10% of the floor area of

any mixed use building in Tracts 10B and 11A shall be devoted to retail use.

**5. Public Sites.**

5.1 School Site and Public Use Site. (a) Owner shall convey to the County, without consideration, a site containing approximately gross 179 acres (the “School Site”) in the location shown on the Master Plan as “School” for use by the County only as a site for schools and a public athletic field/tennis court complex. If the County desires to locate any other public use on the School Site, the use, location and architectural design of any improvements shall be subject to the prior approval of Owner.

(b) Owner shall convey to the County or the James City Service Authority (“JCSA”), without consideration, a site located in Tract 9 containing approximately ten acres for use only as a police, fire or emergency medical services station, public library, County or JCSA office building, park, park and ride lot, recycling center, community building or any combination thereof.

5.2 Timing of Conveyances. All conveyances of public sites to the County pursuant to this Condition 5 shall be upon the request of the County Administrator after the County has adopted a capital improvements program including funding for facilities on the sites. Within 45 days of the receipt of such a request Owner shall cause to be prepared and submitted to the County any required subdivision plat. The actual conveyance shall be made within five business days of final approval of the subdivision plat. If no subdivision is required, such conveyance

shall be made within 30 days of the receipt of the request from the County Administrator.

5.3 Reversion. If (i) the Board of Supervisors makes a formal determination by resolution not to use any of the sites conveyed to the County, the School Board or the Service Authority for the aforesaid public purposes before construction of any improvements on such sites or (ii) construction of improvements has not been commenced within fifteen years from the date of conveyance to the County, the School Board or the Service Authority, at the option of Owner title to such site or sites shall revert to the Owner or an entity designated by Owner, if as of the date of the resolution Owner owns any of the Property, or if Owner does not then own any of the Property, to the master Community Association. The County, at the request of the Owner or Community Association, shall deliver deeds to the Owner or Community Association, as appropriate, evidencing such reversion of title.

**6. Community and Recreational Facilities.**

6.1 Facilities and Phasing. Owner shall construct the community and recreational facilities described below (subject to obtaining all required permits) generally in the locations shown on the Master Plan. The facilities listed in paragraph (a) of this Section shall be commenced before the County is obligated to grant building permits for more than 800 residential units on the Property and shall be completed within 30 months of the date of commencement. Design plans for the facilities listed in paragraphs (b) through (g) and in paragraph (i) of this Section and in Section 6.2(b) shall be submitted to and approved by the

County Planning Director and construction of such facilities shall have started, or Guarantees in an amount and form reasonably acceptable to the County Attorney for such construction shall have been posted with the County, before the County is obligated to grant final subdivision of site plan approval for more than 50% of the mid-point of the range of residential lots or units permitted in the Tract or Land Bay in which the facilities are to be located and in any event the facilities shall be installed within three years from the date of final approval of the first subdivision plat or site plan for development within the Tract in question. Design plans for the facilities listed in paragraph (h) of this Section shall be submitted to the County within one year of the commencement of construction of the Bridge Road from Route 30 into the Property and the facilities shall be installed within one year from the date of final approval by the County of the design plans. Design plans for the facilities listed in paragraph (j) of this Section shall be submitted to and approved by the County Planning Director and construction of such facilities shall have started, or Guarantees in an amount and form reasonably acceptable to the County Attorney for such construction shall have been posted with the County, before the County is obligated to grant final subdivision or site plan approval for any residential lots or units permitted in Tract 2 or Tract 3 and in any event design plans for the facilities shall be submitted to the County within one year of the date of final approval of these Amended and Restated Proffers and the Amended Master Plan and the facilities shall be installed within one year from the date of final approval by the County of the design plans. Each Amenity Area shall contain

approximately the gross and net acreage set forth on the Master Plan.

(a) Tract 1, Amenity Area D. A major recreation facility including an 18,000 square foot building with an indoor basketball court, one outdoor junior Olympic pool with a water surface area of at least 5,000 square feet, one children's fun pool, two unlit softball fields, two unlit soccer fields, play areas for both toddlers and older children, open space of at least one acre for unstructured play, and one sand volleyball court.

(b) Tract 4, Amenity Area G. A canoe launch site with dock (subject to permitting) and benches accessed by a pedestrian path connecting to the internal pedestrian system.

(c) Tract 4, Amenity Area E. Passive park of at least seven acres accessed by a pedestrian path connecting to the internal pedestrian system. An appropriate interpretive historical sign shall be installed at the site.

(d) Tract 6, Amenity Area C. Playground with at least five apparatus and/or activities, unstructured play area of at least one acre, a gazebo and a community garden area of at least 2,500 square feet with a water source.

(e) Tract 6, Amenity Area F. A canoe launch site with dock (subject to permitting) and benches accessed by a pedestrian path connecting to the internal pedestrian system.

(f) Tract 8, Amenity Area A. Passive park of at least two acres accessed by a pedestrian path connecting to the internal pedestrian system. An appropriate interpretive historical sign shall be installed at the site.

(g) Tract 8, Amenity Area B. A marina (subject to permitting), trails to waterfront, benches. Commercial uses at the marina such as a restaurant, ships store or tackle/bait shop shall be open to the public.

(h) Tract 9. Three acre boat and RV storage area for residents.

(i) Land Bay 14. Park of at least two acres.

(j) Tract 3. A recreation facility of at least three acres to include a community building with a minimum area of 3,000 square feet, a swimming pool with a minimum water area of 4,500 square feet, a minimum 20 foot by 20 foot wading pool, outdoor seating areas and an open lawn of 30,000 square feet for gathering and play.

(k) Playgrounds. In addition to the facilities proffered in paragraphs (a) through (i) above, eleven playgrounds/pocket parks placed throughout the Property. Pocket parks will not be located primarily or exclusively in a single Tract. Each playground will be at least 3,000 square feet in area and include five activities and/or apparatus as well as benches for seating. Pocket parks will include benches for seating, gazebo or other gathering area.

(l) School Site. Owner shall construct four lighted softball fields and an eight court tennis complex on the School Site prior to or within one year of the conveyance of the School Site to the County. These facilities shall be open to the public and shall be conveyed to the County upon completion.

The Amenity Areas listed in paragraphs (b), (c) and (e) shall upon completion be

dedicated to the County and shall be open to the public. Owner shall provide public parking adjacent to a public road as close as reasonably possible to those three amenity areas given applicable environmental, topographic and regulatory constraints. If the marina listed in paragraph (g) is constructed, Owner shall reserve two boat slips for use by the U.S. Coast Guard and/or the County Police or Fire Departments, if such use is requested by those agencies at the time of development plans for the marina being submitted to the County.

The exact facilities to be provided at each site may be varied by Owner, with the consent of the Director of Planning based on, among other things, the demographics and expressed preferences of the residents of the development. There shall be provided on the Property other recreational facilities, if necessary, such that the overall recreational facilities on the Property meet the standards set forth in the County's Recreation Master Plan as determined by the Director of Planning or in lieu of such additional facilities Owner shall make cash contributions to the County in an amount determined pursuant to the County's Recreation Master Plan (with the amount of such cash contributions being determined by escalating the amounts set forth in the Recreation Master Plan to dollars for the year the contributions are made using the formula in Section 8(g)) or some combination thereof. All cash contributions proffered by this Proffer shall be used by the County for recreation capital improvements and shall be paid at the time of final site plan or final subdivision plat approval for the final phase of the development.

## 6.2 Trail System.

(a) Multi-Use Paths. An asphalt multi-use path approximately 15 miles in length and designed in accordance with applicable County greenway standards shall be installed on the Property along Six Mount Zion Road (except, with the approval of the Director of Planning, no multi-use path shall be required where Six Mount Zion Road passes under Interstate 64 if such a multi-use path is not feasible due to width restrictions under the bridge), Mount Laurel Road, the new parkway over I-64 and out to the marina site and along Ware Creek Road. In lieu of the multi-use path along Ware Creek Road, Owner may install a shoulder bike lane. The multi-use path shall be installed at the time the adjacent road is constructed or widened or if no construction or widening will take place at the time of development of adjacent parcels.

(b) Pedestrian Paths. Pedestrian paths along Ware Creek and internally along stream buffers to connect pedestrian system in individual Tracts to Amenity Area D in Tract 1 and to Amenity Area B in Tract 8, all subject to permitting. Pedestrian paths located within the net developable areas of the Property shall be asphalt. Pedestrian paths located outside net developable areas shall have a surface approved by the County Environmental Director and any other regulatory body with jurisdiction. Design plans for the path within a Tract shall be submitted to the County with the first development plan for the Tract and construction of such path shall begin or Guarantees for such construction shall be posted before the County is obligated to grant final subdivision of site plan approval for more than 50% of the mid-point of the range of residential lots or units permitted in the Tract and in any event the path shall be

installed within three years from the date of final approval of the first subdivision plat or site plan for development within the Tract in question.

(c) Greenway Connections. Owner shall provide connections at the boundaries of the Property from the internal trail system to a County wide greenway system, when and if implemented by the County.

**7. Archaeological Sites.**

7.1 Stone House Site. Owner shall preserve the site of the foundations of the "Stone House" located within Tract 4, Amenity Area E.

7.2 Other Archaeological Sites. (a) Archaeological sites listed in the Archaeological Documents (defined in Recital F) that are potentially eligible for the National Register of Historic Places that can be avoided by the development will be clearly marked on site plans or subdivision construction plans ("development plans"). In addition, if ground clearing or construction activities take place near the site area, then the site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing near the area. If potentially eligible sites cannot be avoided by the development, then a Phase II evaluation will be completed on the site prior to any ground disturbance activity in the site area. The Phase II evaluation will be submitted to the County Planning Director for review.

(b) At the conclusion of the Phase II evaluation, if a site is determined not eligible for listing on the National Register of Historic Places, then development may occur in the site area.

If the determination is made that the site is eligible for listing on the National Register of Historic Places, then several mitigation options are available:

(i) Avoidance. The site may be avoided by the development by setting aside the site in a park, RPA buffer, or vegetative area. National Register eligible archaeological sites that can be avoided by the development will be clearly marked on project development plans. In addition, if ground clearing or construction activities take place near the site area, then the site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing in the area.

(ii) Partial Avoidance/Data Recovery. The site may be partially located within a RPA or vegetative buffer and partially within a development area. In this case, data recovery will be limited to the site area to be impacted. The site area that remains within the buffer will be clearly marked on project development plans. In addition, if ground clearing or construction activities take place near the site area, then the remaining site boundaries will be cordoned-off in the field with orange snow fencing prior to land disturbing in the area. A Treatment Plan will be completed and submitted to the County Planning Director for review.

(iii) Data Recovery. If the site cannot be avoided, then a Treatment Plan will be completed and submitted to the County Planning Director for review.

(c) If the Phase II or Phase III study of a site determines the site is eligible for inclusion on the National Register of Historic Places and such site is to be preserved in place, the treatment plan shall include nomination to the National Register of Historic Places. All approved

treatment plans shall be incorporated into the plan of development for the site and the clearing, grading or construction activities thereon.

7.3 Unexpected Archaeological Discoveries. Should previously unidentified historic properties be identified during development of the Property, the applicant will halt all construction work involving subsurface disturbance in the area of the resource and in the surrounding area where further subsurface remains can reasonably be expected to occur and notify the Director of Planning and the Virginia State Historic Preservation Officer (“SHPO”) of the discovery. The Director of Planning and the SHPO will be allowed to immediately inspect the work site and determine the area and nature of the affected archaeological resource. Construction work may then continue in the area outside the archaeological resource as defined by Director of Planning and the SHPO, or their designated representative. Within 14 working days of the original notification of discovery, the Director of Planning, in consultation with the SHPO, will determine the National Register eligibility of the resource based on information provided by Owner’s archaeologist recovered from the field, site type, artifacts, and historic research. If the resource is determined eligible for the National Register, the applicant will prepare a plan for its avoidance, protection, recovery of information, or destruction without data recovery. The plan shall be approved by the Director of Planning, in consultation with the SHPO, prior to implementation. Work in the affected area shall not proceed until either (i) the development and implementation of appropriate data recovery or other recommended mitigation

procedures, or (ii) the determination is made that the located remains are not eligible for inclusion on the National Register.

7.4 Qualifications and Standards. The archaeological excavations will be conducted under the direct supervision of an archaeologist who meets the *Secretary of the Interior's Professional Qualification Standards*. All work and resulting reports will meet the *Secretary of the Interior's Standards and Guidelines for Archaeology and Historic Preservation* and the Virginia Department of Historic Resource's (VDHR) guidance entitled, *Guidelines for Preparing Identification and Evaluation Reports for Submission Pursuant to Section's 106 and 110, National Historic Preservation Act, Environmental Impact Reports of State Agencies, Virginia Appropriations Act, 1998 Session Amendments and Guidelines for Archaeological Investigations in Virginia June 1996*. All field and laboratory methodology, as well as the final report, will be conducted in accordance with standards set forth in the VDHR's *Guidelines for Preparing Archaeological Resource Management Reports* and will meet the qualifications set forth in the Secretary of Interior's *Professional Qualification Standards*.

8. Cash Contributions for Community Impacts. (a) Owner shall make a one-time contribution to the County of \$2,000.00 for each residential dwelling unit constructed on the Property. Such contributions shall be used by the County for the school uses.

(b) Owner shall make a one-time contribution to the County of \$1,000.00 for each residential dwelling unit constructed on the Property. Such contributions shall be used by the

County for the provision of affordable housing within the County.

(c) A one-time contribution of \$42.00 for each single family dwelling unit, \$35.00 for each multi-family dwelling unit and an amount equal to \$0.14 per gallon per day of average daily sanitary sewage flow as determined by JCSA for each non-residential building based on the use of the building(s) the sewer flows from which discharge into JCSA Lift Station 9-5 shall be made to the JCSA.

(d) A one-time contribution of \$93.00 for each single family dwelling unit, \$77.50 for each multi family dwelling unit and an amount equal to \$0.31 per gallon per day of average daily sanitary sewage flow as determined by JCSA for each non-residential building based on the use of the building(s) the sewer flows from which discharge into JCSA Lift Station 9-7 shall be made to the JCSA.

(e) A one-time contribution of \$16,240 for use by the County in purchasing monitoring equipment and establishing monitoring stations on the Property for the County's Water Quality Monitoring Program shall be made to the County at the time of the submittal of the initial development plan for development on the Property and a contribution of \$4,840 shall be made to the County on each of the following nine anniversary dates of the initial payment for ongoing maintenance and sampling costs.

(f) The contributions described in paragraphs (a) through (d) above shall be payable at the time of final subdivision or site plan approval for the residential unit or non-residential

building unless the County adopts a policy calling for the payment of cash proffers at a later time in the development process, in which case the contributions described in paragraphs (a) through (d) above shall be payable at the time specified in the policy. In the event dwelling units, such as townhouse units, require both a site plan and subdivision plat, the contributions described above shall be paid at the time of final subdivision plat approval.

(g) The per unit contribution amounts shall consist of the amounts set forth in the above paragraphs plus any adjustments included in the Marshall and Swift Building Costs Index (the "Index") from 2007 to the year a payment is made if payments are made after on or after January 1, 2009. The per unit contribution amount shall be adjusted once a year with the January supplement of the Index of the payment year. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in the preceding paragraphs of this Section. In the event that the Index is not available, a reliable government or other independent publication evaluating information heretofore used in determining the Index (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the per unit contribution to approximate the rate of annual inflation in the County.

(h) The County, JCSA and Owner acknowledge and agree that the obligations of Owner to make cash contributions for water system improvements is governed by the Water Facilities Agreement dated April 29, 2005 among JCSA and the predecessors in title to Owner to the

Property.

9. **Water Conservation.** (a) The JCSA and the Hampton Roads Sanitation District (“HRSD”) are undertaking a joint feasibility study of a reclaimed water system to supply irrigation water for the Stonehouse development, including a satellite treatment plant, storage facility and distribution lines (“Reclaimed Water System”). Owner shall participate in and cooperate with HRSD and JCSA in the feasibility study. If HRSD, JCSA and Owner agree that the Reclaimed Water System is feasible and HRSD and JCSA determine to undertake the project and all necessary permits and approvals for the project are obtained, (i) Owner shall install the pipe system for the distribution of the reclaimed water within the Property in accordance with HRSD/JCSA specifications, (ii) Owner shall convey without charge to HRSD a site of up to three net developable acres within the Property in a location acceptable to Owner and HRSD for the location of the treatment and storage facilities, and (iii) Owner shall require in the Governing Documents that property owners within the Property connect to and utilize the Reclaimed Water System for irrigation. Owner’s approval of the feasibility of the project shall not be unreasonably withheld.

(b) The Owner shall be responsible for developing water conservation standards to be submitted to and approved by the JCSA. The Community Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as (i) the requirement to use the Reclaimed Water System for irrigation if the system is constructed, (ii)

limitations on the installation and use of irrigation systems (other than the Reclaimed Water System) and irrigation wells, (iii) if the Reclaimed Water System is not constructed, the use of approved landscaping materials such as warm season turf in appropriate growing areas and drought tolerant native plants and (iv) the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources. The standards shall be approved by the JCSA prior to final subdivision or site plan approval for development on the Property.

(c) If the Owner desires to have outdoor watering of common areas on the Property it shall provide water for irrigation utilizing the reclaimed water system if it is constructed or otherwise from recycled water or surface water collection from surface water ponds and shall not use JCSA water or well water for irrigation purposes, except as provided below. This requirement prohibiting the use of well water may be waived or modified by the General Manager of JCSA if the Owner demonstrates to the JCSA General Manager that there is insufficient water for irrigation from recycled water or in the surface water impoundments, and the Owner may apply for a waiver for shallow (less than 100 feet) wells to supplement the recycled water supply or surface water impoundments. Owner acknowledges a waiver will be required for each well requested.

**10. Environmental Protection.**

10.1 Special Stormwater Criteria. The Property shall be subject to the County's

Special Stormwater Criteria (“SSC”) as a SSC Type 1 as if the Ware Creek watershed was subject to a management plan adopted by the Board of Supervisors so long as the SSC continue to be applicable to the Powhatan and Yarmouth Creek watersheds or are generally applicable in the County. If the County repeals its SSC program, Owner shall no longer be bound by this Proffer. The County acknowledges that the stormwater management inventory system proffered by Section 10.3 will qualify for an SSC unit per Tract under SSCP#22, the additional 25 foot RPA setback proffered by Section 10.5 will qualify for an SSC unit per Tract under SSCP#23 and provision of as-built drawings for the entire storm drainage system will qualify for one-half of an SSC unit per Tract under SSCP#39.

10.2 Stormwater Management Plans. At least 60 days prior to submission of development plans for a Tract as designated on the Master Plan within the Property, Owner shall submit to the County a conceptual master stormwater management plan for that Tract (“Stormwater Plan”). Each Stormwater Plan shall include the following: (i) narrative providing information about specific site plans including proposed land use, significant environmental constraints, and proposed method for meeting stormwater management requirements; (ii) preliminary site plan with conceptual layout of road network and utilities; (iii) completed Significant Design Consideration Checklist; (iv) identification of proposed location and type of each stormwater management device; (v) mapping of existing conditions drainage areas and environmental constraints; (vi) identification of stream crossings including proposed type of

crossing and summary of environmental impacts and mitigation requirements; (vii) 10-Point System worksheets showing preliminary calculations to verify compliance within each site; and (viii) SSC Checklist identifying the required unit measures and the menu items for which credit will be requested towards compliance. The submittal will not include calculations or detail sheets representing the design of stormwater management devices.

10.3 Stormwater Management Inventory System. Owner shall create a comprehensive inventory of all stormwater management devices within the Property. This inventory shall include data sheets for every device that will include basic information including location, type, and size of device. Additionally, a digital picture and other design information such as required storage volume and general operations and maintenance requirements shall be included. The goal of the system is to provide an interactive means by which the Community Association can maintain the stormwater management system and work proactively with the County. The database will be designed in accordance with any existing James City County stormwater management inventory standards. The initial version of the system shall be submitted with the first conceptual Stormwater Plan for the Property and the inventory system shall be updated as each Tract develops.

10.4 Conservation Easements. Owner shall grant a conservation easement to the Williamsburg Land Conservancy or some other County approved land conservation organization over all portions of the Property over which the Owner has granted a natural open space

easement to the County for Chesapeake Bay Preservation Ordinance purposes. The terms of the conservation easement shall be consistent with the terms of the County standard natural open space easement required for Chesapeake Bay Preservation Ordinance purposes.

10.5 Building RPA Setback. A 25 foot setback from the defined RPA buffer will be established so that no building will be erected within 25 feet of the RPA.

10.6 Low Impact Development (LID) Educational Field Center. To support the use of LID practices within Stonehouse an educational field center shall be established at the main amenity center to be located within Tract 1. This educational center will include the construction of a covered recreational amenity, in the vicinity of one of the corners of the parking area, such as a gazebo or other gathering space. The structure will incorporate numerous elements of LID including the use of a section of a green roof through complete or terraced coverage, the use of a rain barrel to provide reuse water for irrigation in the immediate vicinity of the structure, a rain garden, and the use of small sections (2-3 parking spaces) of multiple types of permeable pavement for a total of 12 spaces. The intention of the LID educational field center is to provide residents and perspective residents with a working example of applications they could implement on their lots. While the impacts of LID on a lot by lot basis can not be counted on or quantified, it is expected that applications throughout Stonehouse will serve as additional stormwater management water quantity and quality treatment above and beyond the minimum required standards. An educational component will include information explaining the elements of the

LID and providing reference information for interested residents. Prior to construction of the educational field center, educational materials will be located at the project sales office.

10.7 Rain Water Reuse Cistern. A large-scale cistern (rain barrel) shall be used at the main amenity center to be located within Tract 1 as a means to collect roof runoff to be used for irrigation around the amenity center and other uses not requiring potable water.

10.8 Natural Resources. A natural resource inventory of suitable habitats for S1, S2, S3, G1, G2, or G3 resources as defined in the County's Natural Resources Policy in the project area shall be submitted to the Director of Planning for his/her review and approval prior to land disturbance. If the inventory confirms that a natural heritage resource exists, a conservation management plan shall be submitted to and approved by the Director of Planning for the affected area. All inventories and conservation management plans shall meet the Virginia Department of Conservation and Recreation's Division of Natural Resources ("DCR/DNH") standards for preparing such plans, and shall be conducted under the supervision of a qualified biologist as determined by the DCR/DNH or the United States Fish and Wildlife Service. All approved conservation management plans shall be incorporated into the plan of development for the site, and the clearing, grading or construction activities thereon, to the maximum extent possible. Upon approval by the Director of Planning, a mitigation plan may substitute for the incorporation of the conservation management plan into the plan of development for the site. This proffer shall be interpreted in accordance with the County's Natural Resources Policy adopted by the County

on July 27, 1999.

10.9. Nutrient Management Plan. The Association shall be responsible for contacting an agent of the Virginia Cooperative Extension Office (“VCEO”) or, if a VCEO agent is unavailable, a soil scientist licensed in the Commonwealth of Virginia, an agent of the Soil and Water Conservation District or other qualified professional to conduct soil tests and to develop, based upon the results of the soil tests, customized nutrient management plans (the “Plans”) for all common areas within the Property and for the single family lots shown on each subdivision plat of the Property. The Plans shall be submitted to the County’s Environmental Director for his review and approval prior to the issuance of the building permits for more than 25% of the units shown on the subdivision plat. Upon approval, the Owner so long as it controls the Community Association and thereafter the Community Association shall be responsible for ensuring that any nutrients applied to common areas which are controlled by the Community Association be applied in strict accordance with the Plan. The Owner shall provide a copy of the individual Plan for each lot to the initial purchaser thereof. Within five years after issuance of the Certificate of Occupancy for the first dwelling unit on the Property and every three years thereafter, a turf management information seminar shall be conducted on the site. The seminar shall be designed to acquaint residents with the tools, methods, and procedures necessary to maintain healthy turf and landscape plants.

10.10 LEED Certification of Amenity Center. The amenity center building proffered by

Section 6.1 (a) shall achieve a certification level of Certified under U.S. Green Building Council's Leadership in Energy and Environmental Design certification program. Owner shall furnish evidence of certification to the Director of Planning.

10.11 Water Quality Monitoring Program. In addition to the cash contributions provided for by Section 8(e) of these Proffers, Owner shall cooperate with the Environmental and Stormwater Divisions in establishing three water quality monitoring stations on the Property in locations approved by Owner. These stations will be located to operate in conjunction with any other stream monitoring conducted by Owner pursuant to permit or regulatory requirements.

11. **Development Phasing.** The County shall not be obligated to issue building permits for more than the number of units on a cumulative basis set forth beside each anniversary of the date of the final approval of the applied for rezoning by the Board of Supervisors:

<b><u>Anniversary of Rezoning</u></b>	<b><u>Maximum Number of Units</u></b>
1	200
2	450
3	750
4	1,100
5	1,450
6	1,800

7	2,150
8	2,500
9	2,850
10	3,200
11	3,550
12	3,646

12. **Conceptual Review.** At least 60 days prior to submission of a development plan for all or any portion of a Tract, Owner shall submit a conceptual development plan for the development of the entire Tract to the Director of Planning for review and comment by the Director of Planning and the Development Review Committee. The conceptual development plan shall show the layout of lots/units or commercial buildings, density in units or square footage, road locations, amenity areas and improvements, trails and pedestrian paths, common and natural open space, required or proffered buffers, proposed clearing limits and any archaeology or natural resource preservation areas within the tract. Such review shall be for the purposes of determining general consistency with zoning ordinance requirements, the Master Plan, these proffers and other applicable County policies.

13. **Work Force Housing.** A minimum of 125 of the residential units shall be

reserved and offered for sale at an average price at or below \$250,000 (“Workforce Units”) subject to adjustment as set forth herein. The Workforce Units shall be shown and designated as such on the development plans for the area in question. The maximum prices set forth herein shall be adjusted annually, on January 1st of each year, by increasing such prices by the cumulative rate of inflation as measured by the Index annual average change for the period from January 1, 2008 until January 1 of the year in question. The Director of Planning shall be provided with a copy of the settlement statement for each sale of a Workforce Unit and a spreadsheet prepared by Owner showing the prices of all of the Workforce Unit that have been sold for use by the County in tracking compliance with the price restrictions applicable to the Workforce Units.

**14. Water and Sewer Master Plans.** Owner shall submit to the JCSA for its review and approval an overall master water and sanitary sewer plan for the Property prior to the submission of any development or subdivision plans for the Property. The overall Master Plan will be submitted as a skeletized layout reflecting the major pressure lines of the system with calculations justifying the line sizes. The purpose of the overall water master plan is to be sure the “system backbone” is appropriately sized for total build-out and not handled on a section-by-section submittal basis. The overall Master Water Plan shall also identify at what point in the development a future water source/facility may be required. JCSA will not require lift station locations and gravity sewer layout to be shown as part of the overall Master Sewer Plan. These

items will be included on sub-Development Area master plan submittals when more detail can be provided (i.e. lift station locations, gravity sewer layout, looping of waterlines, etc). It is understood the Reclaimed Water System if implemented will impact the overall Master Sewer Plan. Assuming that the project will be moving forward with sections of the development prior to this determination, notes/disclaimers will be added to the overall Master Sewer Plan stating the water re-use facility is not included. If the Reclaimed Water System does happen, then revised overall Master Sewer Plans will have to be submitted.

**15. Strip Shopping Centers Prohibited.** No retail development in Tracts 10 or 11 shall consist of an unbroken row or line of building fronts which are one unit deep and parallel or principally oriented to either Fieldstone Parkway, Six Mount Zion Road, Bridge Road or Mount Laurel Road with the parking field for such buildings located between the building and Fieldstone Parkway or Mount Laurel Road. It is the intent of this proffer to prohibit retail development commonly known as “strip retail/commercial development.” Development plans for retail development in Tracts 10 and 11 shall be subject to approval by the Director of Planning as to their compliance with this proffer.

**16. Tract 9 Height Limit.** No building in Tract 9 shall exceed 35 feet in height.

**17. Design Review.** Owner shall prepare and submit design review guidelines for each Tract of the Property to the Director of Planning setting forth design and architectural standards consistent with the Section entitled “Architectural Criteria” of the Community Impact

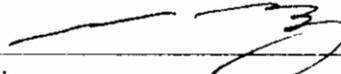
Statement on file with the Planning Department for the development of the Tract prior to the County being obligated to grant final approval to any development plans for the Tract (the “Guidelines”). Owner shall establish one or more Design Review Board(s) to review all building plans and building elevations for conformity with the Guidelines and to approve or deny such plans.

**18. Headings.** All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

**19. Severability.** If any condition or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such condition or part thereof shall not invalidate any other remaining condition contained in these Proffers.

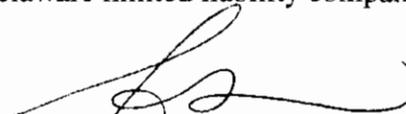
WITNESS the following signatures and seals:

GS STONEHOUSE GREEN LAND SUB LLC.

By:   
Title: SVP

*Connecticut*  
STATE OF ~~VIRGINIA~~  
CITY/COUNTY OF Fairfield, to-wit:

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of November, 2007 by Michael Bradley Senior Vice President of GS STONEHOUSE GREEN LAND SUB LLC, a Delaware limited liability company, on behalf of the company.

  
NOTARY PUBLIC

My commission expires:  
\_\_\_\_\_

**JENNIFER L. SKAWINSKI**  
**Notary Public**  
**Fairfield Cty. CT**  
**My Commission Expires 5-31-08**

**EXHIBIT "A"**  
**PROPERTY DESCRIPTION**

**DESCRIPTION OF PROPERTY**  
**HELD BY**  
**STONEHOUSE GLEN, LLC, JTL STONEWILL JOINT VENTURE, LLC AND CIMARRON**  
**CAPITAL, LLC**

**Tract I**  
**Tax Parcel ID No.: 0540100002**

"LAGRANGE" Tract, containing 203.29 acres, more or less, being Parcels A, B and D on a plat of survey made by John B. Vance, Jr., C.L.S., dated February 5, 1972, recorded in Plat Book 29, Page 40. Being the same land conveyed to the Chesapeake Corporation of Virginia by Littleberry James Haley, Jr., et al., by deed dated March 30, 1981, recorded in Deed Book 212, Page 411. LESS AND EXCEPT all lands lying north of the southerly boundary line of "Fieldstone Parkway" shown on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC" dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

**Tract II**  
**Tax Parcel ID No.: 0540100014**

All that property shown as "Parcel R-1" on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC" dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

**Tract III**  
**Tax Parcel ID No.: 0530100021**

All that property shown as "Parcel R-2" on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC" dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 060016179.

**DESCRIPTION OF PROPERTY  
HELD BY  
FIELDSTONE INVESTMENT, LLC, JTL STONEWILL JOINT VENTURE, LLC AND  
CIMARRON CAPITAL, LLC**

**Tract I**

**Tax Parcel ID No.: 0440100026**

12.5757 acres, shown as Parcel C on a "Boundary Line Adjustment Plat of Property owned by Stonehouse, Inc. and Golf Trust of America, L.P." made by Langley and McDonald, P.C., dated 5/5/97, recorded in Plat Book 66, Pages 89-93. LESS AND EXCEPT 5.2428 acres shown as Parcel C-1 on "Subdivision Plat of Stonehouse Development Area One, Phase 1, Section I-B, Section II-A, Section III-C, Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse, Inc.", made by Langley and McDonald, Inc., dated November 19, 1999, last revised December 9, 1999, recorded in Plat Book 75, Pages 93-97, and being the same 5.2428 acres conveyed to Stonehouse Development Company, LLC by deed dated December 27, 1999, from Stonehouse, Inc. recorded as Document No. 99-26875.

**Tract II**

**Tax Parcel ID No.: 0440100027**

5.0538 acres shown as Parcel D on a "Boundary Line Adjustment Plat of Property Owned by Stonehouse, Inc. and Golf Trust of America, L.P." made by Langley and McDonald, P.C., dated 5/5/97, recorded in Plat Book 66, Pages 89-93.

**Tract III**

**Tax Parcel ID No.: 0440100028**

13.1105 acres shown as Parcel E on a "Boundary Line Adjustment Plat of Property Owned by Stonehouse, Inc. and Golf Trust of America, L.P." made by Langley and McDonald, P.C., dated 5/5/97, recorded in Plat Book 66, Pages 89-93.

**Tract IV**

**Tax Parcel ID Nos.: 0440100029, 0530100010 and 0530100025**

Section I-B containing 19.1500 acres and Section III-C containing 16.0620 acres, all as shown on "Subdivision Plat of Stonehouse Development Area One, Phase 1, Section I-B, Section II-A, Section III-C, Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse, Inc.", made by Langley and McDonald, Inc., dated November 19, 1999, last revised December 9, 1999, recorded in Plat Book 75, Pages 93-97, and that certain property shown as "Parcel R-5" on that certain "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC" dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 060016179

**Tract V**

**Tax Parcel ID Nos.: 0530100022, 0530100023 and 0530100024**

All that property shown as "BMP #6", "Parcel R-4", and "Parcel R-3" on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC" dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 060016179. Together with all the rights, title and interest in and to that certain easement conveyed to Fieldstone Investment, LLC under that certain Benefit Pathway and Utility Easement dated May 15, 2006, recorded in the aforementioned Clerk's Office as Document No. 060012689.

**Tract VI**

**Tax Parcel ID No.: 1310100019**

ALL THAT certain tract of land lying in Stonehouse District, James City County, Virginia, containing 48.21 acres, more or less, and being in the residue of the "Tankard" Tract, known among the tax recorded for said county as Tax Map 13-1 (1-19). Reference is made to that plat of survey recorded in the Clerk's Office, Circuit Court, James City County, Virginia, in Plat Book 50, Page 14, and Deed recorded in Deed Book 420, Page 712, that plat recorded in Plat Book 88, Pages 43-44, and that Deed recorded as Instrument Number 020027159.

**Tract VII**

**Tax Parcel ID No.: 1310100008A**

Parcel I: ALL THAT certain tract or parcel of land situate, lying and being in Stonehouse District, James City County, Virginia, known and designated as "35.0 Acres, +/-" on a certain plat entitled "Survey of 35 Acres +/- for Conveyance to: Jackie L. Garry M. & Steve L. Massie from: Leon Carr Avery & Maxie G. Avery", made by AES, a professional corporation, dated March 11, 1982, which plat is recorded in the Clerk's Office, Circuit Court, James City County, Virginia, in Plat Book 37, Page 24.

Parcel II: ALL THAT certain tract or parcel of land, Situate, Lying and being in Stonehouse District, James City County, Virginia, known and designated as "7.31 acres", on plat entitled "Boundary Survey of 7.31 Acres Located on the North Line of Route 30", made by AES, a professional corporation, dated December 17, 1984, and described by metes and bounds in that certain deed recorded in the Clerk's Office aforesaid in Deed Book 262, Page 455.

**DESCRIPTION OF PROPERTY  
HELD BY  
MOUNT LAUREL, LLC, JTL STONEWILL JOINT VENTURE, LLC AND CIMARRON  
CAPITAL, LLC**

**Tract I  
Tax Parcel ID No.: 0540100013**

"ENOS" Tract, containing 149.26 acres by survey, being more particularly shown and described on a plat of survey by R. B. Cartwright, C.L.S., dated August 15, 1980, a copy of which is recorded in Plat Book 50, Page 12. Being the same property conveyed to the Chesapeake Corporation of Virginia by Elsie M. Slater, et al., by deed dated January 23, 1980, recorded in Deed Book 202, Page 752. LESS AND EXCEPT that property shown as "NEW RIGHT OF WAY" on that certain plat entitled "PLAT SHOWING RIGHT OF WAY BEING THE EXTENSION OF LAGRANGE PARKWAY AND REALIGNMENT OF A PORTION OF STATE ROUTE 600", dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 030010861.

**Tract II  
Tax Parcel ID No.: 0640100001**

"ENOS" Tract, containing 19.34 acres by survey, being more particularly shown and described on a plat of survey by R. B. Cartwright, C.L.S., dated August 15, 1980, a copy of which is recorded in Plat Book 50, Page 12. Being the same property conveyed to the Chesapeake Corporation of Virginia by Elsie M. Slater, et al., by deed dated January 23, 1980, recorded in Deed Book 202, Page 752. LESS AND EXCEPT that property shown as "NEW RIGHT OF WAY" on that certain plat entitled "PLAT SHOWING RIGHT OF WAY BEING THE EXTENSION OF LAGRANGE PARKWAY AND REALIGNMENT OF A PORTION OF STATE ROUTE 600", dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 030010861.

**Tract III  
Tax Parcel ID No.: 1310100021**

"CLOPTON" Tract No. 33-2015, containing 158.83 acres by survey, being more particularly shown and described on a plat of survey by R. B. Cartwright, C.L.S., dated February 20, 1981, a copy of which is recorded in Plat Book 50, Page 13. Being a portion of the property conveyed to The Chesapeake Corporation by W. F. Woodward, et al., by deed dated March 11, 1952, recorded in Deed Book 47, Page 172.

**Tract IV  
Tax Parcel ID No.: 1310100022**

"TANKARD" Tract No. 33-2011 (part of), containing 80.05 acres by survey, being that portion of the Tankard Tract lying to the northeast of Interstate 64, as more particularly shown and described on a plat of survey by R. B. Cartwright, C.L.S., a copy of which is recorded in Plat Book 50, Page 14. Being a portion of the property conveyed to The Chesapeake Corporation of Virginia by R. M. Hazelwood and wife by deed dated April 7, 1949, recorded in Deed Book 42, Page 97.

**DESCRIPTION OF PROPERTY  
HELD BY  
FAIRMONT INVESTMENT, LLC, JTL STONEWILL JOINT VENTURE, LLC AND  
CIMARRON CAPITAL, LLC**

**Tract I**

**Tax Parcel ID No.: 0630100003**

“ASHLOCK #1” Tract No. 33-2201, containing 152 acres by survey, being more particularly shown and described on a plat of survey by R.H. Highland, C.L.S., dated April 13, 1951, a copy of which is recorded in Plat Book 50, page 7, and 43 acres, more or less, bounded on the south by land now or formerly belonging to B.F. Garrett, on the east by Grantor’s Stonehouse Tract, on the North and west by a swamp (it being parcel Fourth in the next mentioned deed). Being the same property conveyed to The Chesapeake Corporation by Mattie B. Lewis, widow, by deed dated June 4, 1941, recorded in Deed Book 33, page 386.

**Tract II**

**Tax Parcel ID No.: 0540100005**

“ASHLOCK #2” Tract No. 33-2002, containing 14 acres by survey, being more particularly shown and described on a plat of survey by R. H. Highland, C.L.S., dated April 13, 1951, revised December 16, 1988, a copy of which is attached in Plat Book 50, Page 8. The property is depicted on the aforesaid plat as part of a 24.42 acre tract. This conveyance is made subject, however, to the reservation of ¼ acre of the tract for use as a burying ground as set forth in that deed next mentioned. The 14 acres being the same property conveyed to The Chesapeake Corporation of Virginia by John G. Warburton and wife by deed dated May 5, 1947, recorded in Deed Book 39, page 25.

**Tract III**

**Tax Parcel ID No.: 0540100005**

“ASHLOCK #3” Tract No. 33-2020, containing 10 acres by survey, being more particularly shown and described on a plat of survey by R. H. Highland, C.L.S., dated April 13, 1951, revised December 16, 1988, a copy of which is recorded in Plat Book 50, Page 8. The property is depicted on the aforesaid plat as part of a 24.42 acre tract. The 10 acre tract is the same property conveyed to The Chesapeake Corporation of Virginia by Andrew B. Brooks and wife by deed dated August 1, 1957, recorded in Deed Book 62, page 93.

**Tract IV**

**Tax Parcel ID No.: 0540100004**

“BATEMAN-TYLER” Tract No. 33-2013, containing 49.98 acres, as depicted on a plat of survey dated April 6, 1951, revised, stamped and signed by Charles J. Kerns, Jr., L.S., which is recorded in Plat Book 50, Page 8. LESS AND EXCEPT 1.11 acres conveyed to the Commonwealth of Virginia by deed dated

January 3, 1955. The 49.98 acre tract being the same property conveyed to The Chesapeake Corporation of Virginia by the following:

- (a) Deed from Margaret Tyler, dated June 3, 1949, recorded in Deed Book 42, page 539;
- (b) Deed from Evold Tyler, et al., dated June 3, 1949, recorded in Deed Book 42, page 536.

**Tract V**

**Tax Parcel ID No.: 0540100006**

“HENLEY” Tract No. 33-2014, containing 26 acres, more or less, as depicted on a plat of survey made by R.H. Highland, C.L.S., dated May 29, 1951, recorded in Plat Book 12, Page 37. Being the same property conveyed to The Chesapeake Corporation of Virginia by J. Turner Henley, et al., by deed dated June 7, 1951, recorded in Deed Book 45, page 162.

**Tract VI**

**Tax Parcel ID No.: 0540100008**

“BANKS” Tract, containing 17 acres, more or less, and being made up of two tracts containing 8-1/2 acres each, of which John Ashlock died seized. LESS AND EXCEPT the following described property:

1. 2-1/2 acres conveyed to Solomon Ashlock by deed recorded in Deed Book 23, Page 6;
2. One acre conveyed to Rebecca Walker by deed recorded in Deed Book 22, Page 382; and
3. Such of the property as may lie within the bounds of Route 600.

For a more complete description of the land conveyed reference is made to the next mentioned deed. Being the same property conveyed to The Chesapeake Corporation of Virginia by Elizabeth H. Banks, et al., by deed dated October 10, 1974, recorded in Deed Book 156, page 584.

**Tract VII**

**Tax Parcel ID No.: 0540100007**

“BOWMAN” Tract, containing 2 1/2 acres, more or less, as depicted on that plat of survey dated September 21, 1923, made by R. N. Crawford, and as more particularly described in the next mentioned deed. Being the same property conveyed to The Chesapeake Corporation of Virginia by A.H. Bowman and wife by deed dated January 10, 1974, recorded in Deed Book 149, page 724.

**Tract VIII**

**Tax Parcel ID No.: 0540100011**

“SLATER” Tract, containing 158 acres, more or less, as depicted on a plat thereof dated May 4, 1914, made by Sidney Smith, Surveyor, recorded in Plat Book 2, Page 50, including the church lot and the James Taylor Lot shown on the plat. LESS AND EXCEPT that portion of the property conveyed to the Commonwealth of Virginia for Route 600 recorded in Deed Book 53, Page 186. Being the same property conveyed to The Chesapeake Corporation of Virginia by A.D. Slater and wife by deed dated December 13, 1972, recorded in Deed Book 143, Page 425.

**Tract IX**

**Tax Parcel ID No.: 0540100010**

**"WARE ASHLOCK #2"** Tract, containing 1 1/2 acres, more or less, as more particularly described in the next mentioned deed. Being the same property conveyed to The Chesapeake Corporation of Virginia by D.W. Ware and wife dated September 4, 1980, recorded in Deed Book 206, page 621, and Solomon Ashlock dated December 17, 1973, recorded in Deed Book 149, page 202.

**Tract X**

**Tax Parcel ID No.: 0540100012**

**"FILICHKO"** Tract, containing 10.238 acres, being more particularly shown and described on a plat of survey by B.C. Littlepage, C.L.S., dated November 5, 1971, recorded in Plat Book 29, Page 6, being the same property conveyed to Chesapeake Corporation by John R. Filichko and wife by deed dated April 11, 1988, recorded in Deed Book 387, Page 143. LESS AND EXCEPT that property shown as "NEW RIGHT OF WAY" on that certain plat entitled "PLAT SHOWING RIGHT OF WAY BEING THE EXTENSION OF LAGRANGE PARKWAY AND RE-ALIGNMENT OF A PORTION OF STATE ROUTE 600", dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 030010861.

**DESCRIPTION OF PROPERTY**

**HELD BY**

**SIX HUNDRED NORTH, LLC, JTL STONEWILL JOINT VENTURE, LLC AND CIMARRON CAPITAL, LLC**

**Tract I**

**Tax Parcel ID No.: 0610100002**

**"CEDAR POINT"** Tract No. 33-2023, containing 96.58 acres by survey, being more particularly shown and described on plat of survey by O.M. Chandler, C.L.S., dated October 1917, recorded in Plat Book 25, Page 22 and Plat Book 6, Page 5. LESS AND EXCEPT that portion of the property conveyed to the Commonwealth of Virginia for Route 600 recorded in Deed Book 53, Page 186. Being the same property conveyed to the party of the first part by A.D. Slater and wife by deed dated November 14, 1967, recorded in Deed Book 114, Page 193.

**Tract II**

**Tax Parcel ID No.: 0540100009**

“WARE ASHLOCK #1” Tract, containing 22 acres, more or less, in the aggregate and consisting of two tracts containing 7-1/2 acres, 4-1/2 acres and two tracts of unstated acreage, all as more particularly described in the next mentioned deed. Being the same property conveyed to The Chesapeake Corporation of Virginia by D.W. Ware and wife by deed dated September 4, 1980, recorded in Deed Book 206, page 621 and by William Arthur Ashlock, et al., by deed dated March 1, 1973, recorded in Deed Book 146, page 281.

**Tract III**

**Tax Parcel ID No.: 0610100001**

That portion of “RICHARDSON’S MILL POND” Tract, containing 41 acres, more or less, which lies in James City County, and is the James City Part of the 58.99 acres depicted on that plat of survey by R.H. Highland, C.L.S., dated November 8, 1951, recorded in Plat Book 16, page 18. Being a portion of the property conveyed to Chesapeake Corporation by deed from David Nelson Sutton, Jr., Executor, et al., dated July 3, 1987, recorded in Deed Book 395, page 59. Subject, however, to rights of others in and to the use and enjoyment of the millpond and rights of others to withdraw water from the millpond.

**Tract IV**

**Tax Parcel ID No.: 0630100002**

“FARINHOLT” Tract, containing 146 acres, more or less, being more particularly shown and described on plat of survey by G.L. Evans, C.L.S., dated January 19, 1934, which plat is recorded in Plat Book 50, Page 9. LESS AND EXCEPT 1.59 acres, more or less, conveyed to the Commonwealth of Virginia by deed dated January 3, 1955. Being the residue of the tract conveyed to The Chesapeake Corporation by T.H. Geddy, Jr., Special Commissioner, by deed dated August 1, 1929, recorded in Deed Book 25, Page 239.

**DESCRIPTION OF PROPERTY**

**HELD BY**

**TYMAR CAPITAL, LLC, JTL STONEWILL JOINT VENTURE, LLC AND CIMARRON  
CAPITAL, LLC**

**Tract I**

**Tax Parcel ID No.: 0630100004**

“GARRETTS” Tract No. 33-2004, containing 534.24 acres, more or less, being the same property conveyed to The Chesapeake Corporation by C. L. Woodward and wife by deed dated March 18, 1925, recorded in Deed Book 22, Page 5. The tract is comprised of five tracts containing 25 acres, 86 acres, 50 acres, 213.41 acres and 159.83 acres, all as described on the aforementioned deed.

**Tract II**  
**Tax Parcel ID No.: 0640100002**

All of the right, title and interest of the Chesapeake Corporation of Virginia in and to the "MILES BRAXTON" Tract, containing 16 acres, more or less, as depicted on that plat of survey dated April 15, 1974, made by R. B. Cartwright, C.L.S., recorded in Deed Book 152, Page 163. Being the same property conveyed to The Chesapeake Corporation of Virginia by the following:

- A. Deed from James Clarke and wife, et al., dated April 18, 1974, recorded in Deed Book 152, Page 159;
- B. Deed from Carry Lee Clarke dated May 13, 1974, recorded in Deed Book 152, Page 344; and,
- C. Deed from Ida Mae Braxton dated May 24, 1974, recorded in Deed Book 152, Page 581.

**Tract III**  
**Tax Parcel ID No.: 1320100027**

"WOODWARD" Tract No. 33-2022, containing 9.75 acres by survey, being more particularly shown and described on plat of survey by R. H. Highland, C.L.S., recorded in Plat Book 22, Page 35. Being the same property conveyed to the Chesapeake Corporation of Virginia by C. L. Woodward, et al., by deed dated December 6, 1963, recorded in Deed Book 93, Page 564.

**Tract IV**  
**Tax Parcel ID No.: 1320100028**

All of the right, title and interest of the Chesapeake Corporation of Virginia in and to the "JAMES TAYLOR #2" Tract, containing 9 ¼ acres, more or less. The tract is bounded on the north and east by the Garretts Tract (Tract I above), on the south by the Woodward Tract (Tract III above) and on the west by Route 606. Being the same property conveyed to The Chesapeake Corporation of Virginia by the following:

- A. Deed from James Wallace and wife dated May 12, 1976, recorded in Deed Book 172, Page 617;
- B. Deed from Horace Taylor, et al., dated March 15, 1976, recorded in Deed Book 172, Page 619;
- C. Deed from Wilbert Wallace, et al., dated March 15, 1976, recorded in Deed Book 172, Page 622;
- D. Deed from Forest Ashby, et al., dated March 15, 1976, recorded in Deed Book 172, Page 626;
- E. Deed from Calvin Taylor, et al., dated March 1, 1976, recorded in Deed Book 172, Page 629;
- F. Deed from Richard Roberts, et al., dated February 13, 1976, recorded in Deed Book 166, Page 483.

**DESCRIPTION OF PROPERTY  
HELD BY  
STONEHOUSE CAPITAL, LLC, JTL STONEWILL JOINT VENTURE, LLC AND CIMARRON  
CAPITAL, LLC**

**Tract I**

**Tax Parcel ID No.: 0710100001**

"WILLIAM LEE" Tract No. 33-2008, containing 90 acres, more or less, being the same property conveyed to The Chesapeake Corporation of Virginia by C. W. Payne, et al., by deed dated October 9, 1946, recorded in Deed Book 38, page 546. The tract is depicted on that plat made by Girard Chambers recorded in Plat Book 10, Page 35.

**Tract II**

**Tax Parcel ID No.: 0740100020**

"W. P. RICHARDSON" Tract No. 33-2009, containing 1,683 acres, more or less, being a portion of the property conveyed to The Chesapeake Corporation by Chesapeake Pulp & Paper Company, Incorporated by deed dated May 1, 1922, recorded in Deed Book 20, page 92. Subject, however, to that Boundary Line Agreement dated November 7, 1994 between Stonehouse Inc. and Horace G. Dean, Jr., recorded in Deed Book 720, Page 883.

**Tract III**

**Tax Parcel ID No.: 0640100001**

"STONEHOUSE" Tract No. 33-2010, containing 269 acres, more or less, being the same property conveyed to The Chesapeake Corporation by I. S. Waltman and wife by deed dated September 15, 1939, recorded in Deed Book 31, page 350. The property is depicted on a plat made by O. M. Chandler, Surveyor, dated October, 1917, recorded in Plat Book 6, Page 5 and Plat Book 25, Page 22.

**Tract IV**

**Tax Parcel ID No.: 0740100021**

"GARRETT LEE" Tract No. 33-2024, containing 239-3/4 acres, more or less, and being all of a tract of land known as "Barnett Jones" depicted on a plat of survey made by Geo. P. Coleman, Surveyor, as appears on a map recorded in Deed Book 6, Pages 226-227, except a portion thereof containing 1 acre which was conveyed to D. F. Ballard by deed dated May 4, 1944, recorded in Deed Book 42, page 462. Together with those easements of right of way conveyed to The Chesapeake Corporation of Virginia in the next mentioned deed. Being the same property conveyed to The Chesapeake Corporation of Virginia by B. F. Garrett, Jr., widower, by deed dated August 11, 1970, recorded in Deed Book 127, page 539.

**Tract V**

**Tax Parcel ID No.: 0740100029**

"JAMES TAYLOR" Tract, being shown as Lot 1 containing 3.0033 acres, more or less, and Lot 2 containing 1.2174 acres, more or less, on that plat of survey made by Paul C. Small, L.S., dated May 17, 1984, a copy of which is recorded in Plat Book 39, page 66. Together with and conveying by quitclaim only all the Grantor's right, title and interest in and to that certain strip of land containing 0.3355 acres, more or less, lying between the center line of Route 607 and Lots 1 and 2, designated "25' R/W

Dedication" on the aforementioned plat. Being the same property conveyed to The Chesapeake Corporation of Virginia by James H. Taylor and wife by deed dated February 9, 1974, recorded in Deed Book 150, page 229.

**Tract VI**

**Tax Parcel ID No.: 0740100022**

"IVYDALE" Tract No. 33-2007, containing 183.75 acres by survey, being more particularly shown and described on a plat of survey by R. B. Cartwright, C.L.S., dated December 15, 1981, a copy of which is recorded in Plat Book 50, Page 6. LESS AND EXCEPT that portion of the tract depicted on "Plat of Subdivision & Property Line Extinguishment Ivey Dell" dated 10/25/94, last revised 3/15/95, made by AES Consulting Engineers, recorded in Plat Book 61, Pages 35 - 37, leaving by estimation 58.75 acres, more or less, lying entirely on the west side of Route 607, to be conveyed by the previous deed. Being the same property conveyed to The Chesapeake Corporation by Chesapeake Pulp & Paper Company, Incorporated by deed dated May 1, 1922, recorded in Deed Book 20, page 92.

**DESCRIPTION OF PROPERTY**

**HELD BY**

**COMMERCE PARK AT STONEHOUSE, LLC, JTL STONEWILL JOINT VENTURE, LLC  
AND CIMARRON CAPITAL, LLC**

**Tract I**

**Tax Parcel ID Nos.: 1210100047, 1210100048, and 0640100001**

"LAGRANGE" Tract, containing (i) 223.89 acres as depicted on that plat of survey dated August 26, 1988 made by Charles J. Kerns, Jr., L.S., recorded in Plat Book 50, Page 11, as conveyed to Chesapeake Corporation by Sheldon Lumber Company, Incorporated, dated April 29, 1987, recorded in Deed Book 393, Page 285, and (ii) 4.75 acres, depicted as Parcel B on plat of survey dated 3/29/84 made by AES, recorded in Deed Book 246, page 313, as conveyed to Stonehouse Inc. by deed from Howard V. Clayton and Marion P. Clayton dated January 28, 1992, recorded Deed Book 549, Page 59. LESS AND EXCEPT the following described property:

1. 15.00 acres depicted on "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse, Inc." dated 10/10/95, made by Langley and McDonald, P.C., recorded in Plat Book 62, Pages 94-96, as conveyed to Amoco/Enron Solar by deed dated October 12, 1995, recorded in Deed Book 758, Page 721;
2. 11.1906 acres, depicted as Parcel A on "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse Inc." dated 10/10/95, made by Langley and McDonald, P.C. recorded in Plat Book 62, Pages 94-96, as conveyed to The Industrial Development Authority of James City County by deed dated September 30, 1996, recorded in Deed Book 809, Page 728;
3. 4.600 acres, depicted as Stonehouse Commerce Park, Section B, Parcel A on that plat entitled "Plat of Section B of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse for Stonehouse Inc." made by Langley and McDonald, P.C., dated 1/23/98, recorded in Plat Book 68, Pages 60-61, as conveyed to The Barre Company, L.L.C., by deed dated March 3, 1998, recorded as Document No. 98-4099;
4. 6.245 acres, as depicted on "Plat of Boundary Line Adjustment Stonehouse Commerce Park Between Avid Realty, L.L.C. and Stonehouse Inc" dated May 2, 2002, made by AES Consulting

Engineers, recorded in the Clerk's Office aforesaid in Plat Book 87, Page 89, of which 3.100 acres, depicted as Stonehouse Commerce Park, Section B, Parcel B on that plat entitled "Plat of Section B of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse for Stonehouse Inc." made by Langley and McDonald, P.C., dated 1/23/98, recorded in Plat Book 68, Pages 60-61, was conveyed to Avid Realty, L.L.C., by deed from Stonehouse Inc., dated June 23, 1998, recorded as Document No. 98-11721;

5. 74.3712 acres, depicted as "Stonehouse Commerce Park, Section C, Parcel A" on the plat entitled "Plat of Section C of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse for Stonehouse Inc." made by Langley and McDonald, P.C., dated 3/22/99, recorded in Plat Book 73, Pages 38-39, as conveyed to Wachovia Capital Investments, Inc., by deed from Stonehouse Inc. dated May 17, 1999, recorded as Document No. 99-11248;

6. 4.1278 acres, depicted as "Stonehouse Commerce Park, New Parcel B-1, Section C" on the plat entitled "Resubdivision Plat of Section C, Parcel B of Stonehouse Commerce Park at Stonehouse Commerce Park at Stonehouse for Stonehouse Inc." made by Landmark Design Group, dated 4/5/00, recorded in Plat Book 77, Pages 28-29, as conveyed to Friendship Partnership, LLC, by deed from Stonehouse Inc. dated April 6, 2000, recorded as document No. 00-7666;

7. Parcel A-2B containing 4151 S.F., Parcel A-2A containing 2750 S.F. and Parcel A-1A containing 2050 S.F., all as depicted on "Resubdivision Plat of Section A, Parcel A of Stonehouse Commerce Park at Stonehouse for the Industrial Development Authority of the County of James City, Virginia" made by Landmark Design Group, dated March 17, 2000, last revised June 23, 2000, recorded in Plat Book 78, Pages 4-5, and as conveyed to The Industrial Development Authority of James City County by three deeds from Stonehouse Inc. dated June 26, 2000, June 23, 2000 and June 23, 2000, recorded as Document Numbers 00-12706, 00-12707 and 00-12708, respectively;

8. All that certain lot, piece or parcel of land with all improvements thereon and appurtenances thereunto belonging, situate, lying and being in the County of James City, Virginia, known and designated as "New Parcel," consisting of 10.3± acres, more or less, as shown on that certain plat entitled, "SUBDIVISION OF THE PROPERTY OF STONEHOUSE AT WILLIAMSBURG, LLC AT STONEHOUSE COMMERCE PARK STONEHOUSE DISTRICT, JAMES CITY COUNTY, VIRGINIA, made by Landmark Design Group, dated October 24, 2003, and revised October 28, 2003, and recorded in the Clerk's Office of the Circuit Court for the County of James City, Virginia as Instrument No. 030039997, to which reference is here made;

9. All that certain lot, piece or parcel of land with all improvements thereon and appurtenances thereunto belonging, situate, lying and being in the County of James City, Virginia, known and designated as "Parcel A 24,157 S.F. .05689 AC." on that certain plat entitled, "SUBDIVISION PLAT OF PARCEL A & PARCEL B SECTION D, STONEHOUSE COMMERCE PARK BEING A PORTION OF THE PROPERTY OF COMMERCE PARK AT STONEHOUSE, LLC", made by Landmark Design Group, dated September 26, 2005, attached hereto as Exhibit A-1, and the easement rights to be conveyed therewith as noted on the aforementioned plat; and

10. All that property shown as "NEW RIGHT OF WAY" on that certain plat entitled "PLAT SHOWING RIGHT OF WAY BEING THE EXTENSION OF LAGRANGE PARKWAY AND REALIGNMENT OF A PORTION OF STATE ROUTE 600", dated July 8, 2002, last revised January 16, 2003, prepared by LandMark Design Group, recorded in the Clerk's Office for the City of Williamsburg and the County of James City as Instrument Number 030010861.

Together with the reservation of easements set forth in the following Deeds of Conveyance: Deed Book 758 Page 721, Deed Book 809 Page 728, Document No. 980004099, Document No. 980011721, Document No. 990011248, Document No. 000007666 and Document No. 020022341.

**ALSO LESS AND EXCEPT:**

11. That certain lot or parcel of land located in the Stonehouse District of James City County, Virginia shown and set out as "Parcel B, 100,898 S. F., 2.3163 AC." on the plat of subdivision entitled "Subdivision Plat of Parcel A & Parcel B, Section D, Stonehouse Commerce Park Being a Portion of the Property of Commerce Park at Stonehouse, LLC", prepared by Landmark Design Group and dated February 16, 2006, consisting of three sheets, which plat of subdivision is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 060009197.

Portions of the property being further described as follows:

**Legal Description of Parcel R-1:**

All that certain piece or parcel of land situate in James City County, Virginia lying east of the easterly right of way line of Stonehouse Glen and north of the northerly right of way line of Fieldstone Parkway containing 12.8822 acres being listed as tax parcel number 0540100014 by the county assessor's office and shown as parcel R-1 on sheet 6 of that certain plat titled "Subdivision Plat Showing Stonehouse Glen Sections 1&2 and Right of way of Fieldstone Parkway" prepared by Landmark Design Group, Inc. and dated 05/31/06 and recorded in the clerk's office of the Circuit of James City County Virginia as Document number 060016179 and being more particularly described as follows:

Beginning at a point on the northerly right of way line of Fieldstone Parkway at it's intersection with the westerly right of way line of State Route 600 (Six Mount Zion Road); thence following along the northerly right of way line of Fieldstone Parkway the following two courses: 1)N27°51'59"W, 11.42 feet to a point; 2) thence along a curve to the left having a radius of 975.00 feet, an arc length of 920.51 feet, a

chord bearing of N54°54'48"W and a chord length of 886.70 feet to a point at the intersection of the northerly right of way line of Fieldstone Parkway and the easterly right of way line of Stonehouse Glen; thence along the easterly right of way line of Stonehouse Glen the following 3 courses: 1) along a curve to the right having a radius of 25.84 feet, an arc length of 39.15 feet, a chord bearing of N38°33'29"W and a chord length of 35.51 feet to a point; 2) N04°50'29"E, 46.18 feet to a point; 3) along a curve to the left having a radius of 327.50 feet, an arc length of 117.50 feet, a chord bearing of N05°26'12"W and a chord length of 116.87 feet to a point; thence leaving said right of way line and following the line common with the property herein described and BMP #2 as shown on Sheet 6 of the aforementioned plat the following 6 courses: 1) S89°07'13"E, 132.25 feet to a point; 2) S34°28'26"E, 78.75 feet to a point; 3) N38°23'49"E, 223.20 feet to a point; 4) N17°15'58"W, 107.36 feet to a point; 5) S83°56'17"W, 259.91 feet to a point; 6) S54°10'49"W, 108.22 feet to a point on the easterly right of way line of Stonehouse Glen; thence following along the said right of way line the following 4 courses: 1) along a curve to the left having a radius of 327.50 feet, an arc length of 11.32 feet, a chord bearing of N40°30'46"W and a chord length of 11.32 feet to a point; 2) N41°30'10"W, 111.28 feet to a point; 3) along a curve to the right having a radius of 315.00 feet, an arc length of 234.01 feet, a chord bearing of N20°13'34"W and a chord length of 228.66 feet to a point; 4) along a curve to the right having a radius of 474.75 feet, an arc length of 193.92 feet, a chord bearing of N12°45'33"E and a chord length of 192.58 feet to a point; thence leaving said right of way line and following the line common with the property herein described and Stonehouse Glen Section 1 and 2 the following 11 courses: 1) S59°52'08"E, 180.81 feet to a point; 2) thence S80°19'22"E, 62.20 feet to a point; 3) thence S59°02'36"E, 45.43 feet to a point; 4) thence S52°58'17"E, 153.37 feet to a point; 5) thence S48°12'27"E, 126.90 feet to a point; 6) thence S47°35'14"E, 87.45 feet to a point; 7) thence S59°25'04"E, 64.24 feet to a point; 8) thence S79°26'17"E, 181.54 feet to a point; 9) thence S72°06'55"E, 117.57 feet to a point; 10) thence S63°28'41"E, 130.02 feet to a point; 11) thence S85°21'08"E, 66.99 feet to a point; thence S09°00'53"W, 807.87 feet and returning to the point of beginning.

#### **Legal Description of Parcel R-2:**

All that certain piece or parcel of land situate in James City County, Virginia listed as tax parcel number 0530100021 by the assessor's office containing 44.4 acres more or less, and shown as parcel R-2 on sheet 5 of that certain plat titled "Subdivision Plat Showing Stonehouse Glen Sections 1&2 and Right of way of Fieldstone Parkway" prepared by Landmark Design Group, Inc. and dated 05/31/06 and recorded in the Clerk's Office of the Circuit of James City County Virginia as Document number 060016179 and being more particularly described as follows:

Beginning at a point on the northerly right of way line of Fieldstone Parkway at its intersection with the centerline of Bird Swamp; thence leaving the said right of way line in a northeasterly direction along the centerline of Bird Swamp being the line common with the property herein described and the property now or formerly of Fieldstone Investment, LLC approximately 683 feet to a point; thence continuing in a northeasterly direction along the centerline of Bird Swamp, being the line common with the property herein described and the property now or formerly of The Tradition Golf Club at Stonehouse Glen approximately 459 feet to a point; thence following along the line common with the property herein described and Stonehouse Glen Sections 1&2 the following 23 courses: 1) S24°44'41"E, 193.25 feet to a point; 2) thence S29°25'36"E, 83.19 feet to a point; 3) thence S20°46'56"E, 83.19 feet to a point; 4) thence S23°50'25"E, 44.89 feet to a point; 5) thence S44°14'36"E, 44.89 feet to a point; 6) thence S54°33'51"E, 68.88 feet to a point; 7) thence S44°41'23"E, 59.34 feet to a point; 8) thence S20°59'50"E, 89.28 feet to a point; 9) thence S09°05'20"E, 89.28 feet to a point; 10) thence S04°57'44"W, 67.71 feet to a point; 11) thence S28°55'22"E, 67.71 feet to a point; 12) thence S40°56'46"E, 411.15 feet to a point; 13) thence S50°40'20"E, 62.35 feet to a point; 14) thence S 69°39'14"E, 62.35 feet to a point; 15) thence

S77°49'07"E, 242.82 feet to a point; 16) thence S81°57'29"E, 242.82 feet to a point; 17) thence S86°07'40"E, 88.15 feet to a point; 18) thence S72°39'37"E, 191.40 feet to a point; 19) thence S71°32'24"W, 101.66 feet to a point; 20) thence S14°45'50"E, 20.75 feet to a point; 21) thence N67°49'44"E, 200.78 feet to a point; 22) thence N58°14'25"E, 164.29 feet to a point; 23) thence N89°07'24"E, 186.67 feet to a point on the westerly right of way line of Stonehouse Glen; thence following the westerly right of way line of Stonehouse Glen the following 5 courses: 1) along a curve to the left having a radius of 365.00 feet, an arc length of 258.81 feet, a chord bearing of S21°11'23"E and a chord length of 253.42 feet to a point; 2) thence S41°30'10"E, 99.60 feet to a point; 3) thence along a curve to the right having a radius of 272.50 feet, an arc length of 220.41 feet, a chord bearing of S18°19'50"E and a chord length of 214.45 feet to a point; 4) thence S04°49'34"W, 57.84 feet to a point; 5) along a curve to the right having a radius of 25.84 feet, an arc length of 39.16 feet a chord bearing of S48°13'56"W and a chord length of 35.52 feet to a point on the northerly right of way line of Fieldstone Parkway; thence following along said right of way line the following 6 courses: 1) along a curve to the left having a radius of 975.00 feet, an arc length of 198.78 feet, a chord bearing of S85°48'11"W and a chord length of 198.44 feet to a point; 2) thence S79°57'44"W, 872.57 feet to a point; 3) thence along a curve to the right having a radius of 1036.00 feet, an arc length of 1064.98 feet, a chord bearing of N70°35'18"W, and a chord length of 1,018.71 feet to a point; 4) thence along a curve to the left having a radius of 2,608.00 feet, an arc length of 703.34 feet, a chord bearing of N48°51'53"W and chord length of 701.21 feet to a point; 5) thence N39°08'37"W, 183.44 feet to a point; 6) thence N56°35'26"W, 112.56 feet and returning to the point of beginning.

#### Legal Description for SH-1:

All that certain piece or parcel of land situate in James City County, Virginia containing 273.0 acres more or less, being shown as Parcel Numbers 6, 3, 2, 12, 7, 22 and a portion of Parcel Numbers 11, 18, 20 & 23 on Sheet 3 of a plat titled "ALTA/ACSM Land Title Survey of the Overall Perimeter Boundary of Tax parcels 0540100013, 1310100021, 1310100022, 0630100003, 0540100005, 0540100004, 0540100006, 0540100008, 0540100007, 0540100011, 0540100010, 0540100012, 0630100001, 0610100002, 0630100002, 0610100001, 0630100004, 0640100002, 1320100027, 1320100028, 0710100001, 0740100020, 0640100001, 0740100021, 0740100029, 0740100022, 0540100009, 0540100002, 0530100021 and 0540100014" prepared by Landmark Design Group, Inc., dated 05/07/04, revised 10/23/06 and being more particularly described as follows:

Commencing at a Point on the northerly right of way line of Interstate Highway 64 at its intersection with the centerline of Bird Swamp; thence leaving said right of way and following along the centerline of Bird Swamp in a northeasterly direction a distance of approximately 6,962 feet to a point, being the True Point of Beginning, thence from said point of beginning along the centerline of Bird Swamp being the line common with the property herein described and the properties now or formerly of Stonehouse Development Company and now or formerly of Alvis L. Golden, in a northeasterly direction a distance of approximately 1,667 feet to a point, five feet above the high water mark of Richardsons Mill Pond; thence continuing along a line five feet above the high water mark of Richardsons Mill Pond, being the line common with the property herein described and the property now or formerly of Hyatt, now or formerly of The Association at Stonehouse, Inc., now or formerly of Curl, now or formerly of Buggs, now or formerly of Ludtke, now or formerly of The Association at Stonehouse, Inc., now or formerly of Young, now or formerly of Curtis, and now or formerly of Nguyen, in a northerly direction approximately 2,932 feet; thence continuing along a line five feet above the high water mark of Richardsons Mill Pond, being the line common with the property herein described and the property now or formerly of The Association at Stonehouse, Inc. now or formerly of Schuck, now or formerly of Nelson, now or formerly of Hyatt, now or formerly of Brown, now or formerly of Phelps, now or formerly of Miran and now or formerly of Moore, in a northwesterly direction approximately 6,131 feet to a point; thence following the centerline of

Richardsons Mill Pond being the line common with the property herein described and the property now or formerly of Kinney and Johnson, Trustee, said line also being the municipal boundary line between James City County and New Kent County in a southeasterly direction a distance of approximately 3,531 feet to a point; thence continuing along the centerline of Richardsons Mill Pond in a northeasterly direction a distance of approximately 1,631 feet to a point; thence continuing along the centerline of Richardsons Mill Pond in a southeasterly direction a distance of approximately 145 feet to a point on the westerly right of way line of Six Mount Zion Road (State Route No. 600); thence following along said right of way line the following courses: along a curve to the right having a radius of 382.06 feet, a chord bearing of S49°45'46"W, a chord distance of 151.95 feet; and an arc length of 152.97 feet to a point; thence along a curve to the left having a radius of 207.33 feet a chord bearing of S15°48'28"W, a chord distance of 296.11 feet, and an arc length of 329.80 feet to a point; thence S30°01'47"E, 104.10 feet to a point; thence S35°40'48"E, 193.96 feet to a point; thence along a curve to the right having a radius of 452.46 feet, a chord bearing of S04°38'43"W, a chord distance of 447.20 feet an arc length of 467.75 feet to a point; thence S31°02'30"W, 89.02 feet to a point; thence along a curve to the left having a radius of 974.93 feet, a chord bearing of S22°14'41"W, a chord distance of 405.95 feet, and an arc length of 408.94 feet to a point; thence S10°13'41"W, 174.43 feet to a point; thence along a curve to the left having a radius of 460.74 feet, a chord bearing of; S07°45'49"E, a chord distance of 284.63 feet and an arc length of 289.36 feet to a point; thence S25°45'19"E 187.76 feet to a point; thence along a curve to the right to the right having a radius of 420.74 feet, a chord bearing of S12°09'49"E, a chord distance of 197.75 feet, and an arc length of 199.62 feet to a point; thence S01°25'41"W 388.43 feet to a point; thence along a curve to the right having a radius of 281.56 feet, a chord bearing of S18°34'12"W, a chord distance of 165.97 feet, and an arc length of 168.47 feet to a point; thence S45°43'44"W, 96.60 feet to a point; thence S44°54'41"W, 19.16 feet to a point; thence along a curve to the right having a radius of 547.96 feet, a chord bearing of S48°57'12"W, a chord distance of 77.25 feet, and an arc length of 77.31 feet to a point; thence S54°00'04"W, 97.89 feet to a point; thence S58°18'41"W, 208.93 to a point; thence along a curve to the left having a radius of 1165.92 feet a chord bearing of S54°13'11"W, a chord distance of 166.38 feet, and an arc length of 166.52 feet to a point; thence S50°07'41"W, 151.70 feet to a point; thence along a curve to the right, having a radius of 1125.92 feet, a chord bearing of S55°13'41"W, a chord distance of 200.18 feet, and an arc length of 200.44 feet to a point; thence S60°19'41"W, 72.30 feet to a point; thence S67°48'31"W, 145.01 feet to a point; thence S76°41'30"W, 244.16 feet to a point; thence along a curve to the left having a radius of 401.97 feet, a chord bearing of S68°31'40"W, a chord distance of 125.76 feet and an arc length of 126.28 feet to a point; thence S59°31'41"W, 288.32 feet; thence along a curve to the left having a radius of 306.48 feet, a chord bearing of S40°16'11"W a chord distance of 202.17 feet and an arc length of 206.03 feet to a point; thence S21°00'41"W, 491.76 feet to a point; thence along a curve to the left having a radius of 736.20 feet, a chord bearing of S16°46'11"W, a chord distance of 108.90 feet, and an arc length of 109.00 feet to a point; thence S12°31'41"W, 35.89 feet to a point; thence along a curve to the right having a radius of 298.31 feet, a chord bearing of S25°31'41"W, a chord distance of 134.21 feet, and an arc length of 135.37 feet to a point; thence S38°31'41"W, 82.59 feet; thence along a curve to the left having a radius of 258.73 feet, a chord bearing of S29°32'11"W, a chord distance of 80.87 feet, and an arc length of 81.21 feet to a point; thence S20°32'41"W, 100.83 feet to a point; thence along a curve to the left having a radius of 357.03 feet, a chord bearing of S11°40'41"W, a chord distance of 110.06 feet, and an arc length of 110.50 feet to a point; thence S02°48'41"W, 558.72 feet to a point; thence S07°25'02"W, 96.58 feet to a point; thence S15°09'06"W, 93.54 feet to a point; thence along a curve to the right having a radius of 338.10 feet, a chord bearing of S48°44'25"W, a chord distance of 259.36 feet, and an arc length of 266.19 feet to a point; thence S71°17'41"W, 62.90 feet to a point; thence along a curve to the left having a radius of 214.22 feet, a chord bearing of S61°17'41"W, a chord distance of 74.40 feet, and an arc length of 74.78 feet to a point; thence S51°17'41"W, 319.20 feet to a point; thence along a curve to the left having a radius of 280.44 feet, a chord bearing of S37°16'11"W, a chord distance of 135.93 feet, and an arc length of 137.29 feet to a point; thence S23°14'41"W, 109.29 feet to a point; thence S23°14'41"W, 483.46 feet to a point; thence along a curve to the right having a radius of 317.03 feet, chord bearing of S36°16'54"W, a chord distance of 143.03 feet, and an arc length of 144.27

feet to a point; thence N41°43'25"W, 9.79 feet to a point; thence along a curve to the right having a radius of 322.49 feet, chord bearing of S59°11'23"W, a chord distance of 122.11 feet, and an arc length of 122.85 feet to a point; thence along a curve to the right having a radius of 694.08 feet, chord bearing of S78°58'49"W, a chord distance of 152.96 feet, and an arc length of 153.27 feet to a point; thence S83°18'41"W, 38.67 feet to a point; thence along a curve to the left having a radius of 555.00 feet, chord bearing of S73°42'19"W, a chord distance of 185.23 feet, and an arc length of 186.10 feet to a point; thence leaving the westerly right of way line of Six Mount Zion Road (State Route No. 600) and following the line common with the property herein described and Stonehouse Glen Subdivision N09°00'53"E, 807.87 feet to a point; thence S85°21'08"E, 57.47 feet to a point; thence N46°18'59"E, 111.93 feet to a point; thence N17°07'33"E, 41.10 feet to a point; N17°07'33"E, 50.40 feet to a point; thence N01°04'14"E, 157.58 feet to a point; thence N07°14'05"W, 129.70 feet to a point; thence N07°02'42"W, 256.38 feet to a point; thence N07°19'11"E, 259.45 feet to a point; thence N09°15'15"W, 178.60 feet to a point; thence N25°35'02"W, 224.88 feet to a point; thence N08°58'01"W, 374.97 feet to a point; thence N13°59'43"E, 321.14 feet to a point; thence N07°10'27"W, 122.36 feet to a point; thence S21°15'02"E, 239.97 feet to a point; thence N11°30'41"E, 277.23 feet to a point; thence N01°09'13"W, 167.32 feet to a point; thence N09°48'22"W, 140.69 feet to a point; thence N02°50'55"W, 77.77 feet to a point; thence N15°53'04"W, 68.47 feet to a point; thence N24°03'24"W, 75.23 feet to a point; thence N61°16'43"W, 105.20 feet and returning to the Point of Beginning.

#### Legal Description for SH-2:

All that certain piece or parcel of land situate in James City County, Virginia containing 804.4 acres more or less, being shown as Parcel Numbers 5, 8, 14, 21, 16, 19 and a portion of Parcel Numbers 1, 11, 20 and 4 on Sheet 3 of a plat titled "ALTA/ACSM Land Title Survey of the Overall Perimeter Boundary of Tax parcels 0540100013, 1310100021, 1310100022, 0630100003, 0540100005, 0540100004, 0540100006, 0540100008, 0540100007, 0540100011, 0540100010, 0540100012, 0630100001, 0610100002, 0630100002, 0610100001, 0630100004, 0640100002, 1320100027, 1320100028, 0710100001, 0740100020, 0640100001, 0740100021, 0740100029, 0740100022, 0540100009, 0540100002, 0530100021 and 0540100014" prepared by Landmark Design Group, Inc., dated 05/07/04, revised 10/23/06 and being more particularly described as follows:

Beginning at a point on the northerly right of line of Interstate Highway 64 at its intersection with the easterly right of way line of State Route 600 (Six Mount Zion Road); thence following along the easterly right of way line of State Route 600 (Six Mount Zion Road) the following courses: N11°28'30"W, 352.08 feet to a point; thence S82°10'14"W, 5.94 feet to a point; thence along a curve to the right having a radius of 958.50 feet, a chord bearing of N09°28'22"E, a chord distance of 425.68 feet, and an arc length of 429.26 feet to a point; thence S85°54'49"E, 26.07 feet to a point; thence N45°48'30"E, 58.51 feet to a point; thence N69°17'48"E, 139.87 feet to a point; thence N18°04'06"E, 86.22 feet to a point; thence N35°53'30"E, 49.22 feet to a point; thence N48°20'13"E, 63.37 feet to a point; thence along a curve to the right having a radius of 495.00 feet, a chord bearing of N79°01'41"E, a chord distance of 73.94 feet and an arc length of 74.01 feet to a point; thence N83°18'41"E, 37.64 feet to a point; thence along a curve to the left having a radius of 754.08 feet, a chord bearing of N78°53'24"E, a chord distance of 166.42 feet, and an arc length of 166.76 feet to a point; thence continuing along a curve to the left having a radius of 382.49 feet, a chord bearing of N59°17'31"E, a chord distance of 146.17 feet to a point and an arc length of 147.07 feet to a point; thence N41°43'25"W, 10.21 feet to a point; thence along a curve to the left having a radius of 357.03 feet, a chord bearing of N36°13'24"E, a chord distance of 160.37 feet, and an arc length of 161.75 feet to a point; thence N23°14'41"E, 592.75 feet to a point; thence along a curve to the right having a radius of 240.44 feet, a chord bearing of N37°16'11"E, a chord distance of 116.54 feet, and an arc length of 117.71 feet to a point; thence N51°17'41"E, 231.83 feet to a point; thence N54°34'12"E, 87.51 feet; thence along a curve to the right having a radius of 169.22 feet, a chord bearing

of N61°17'41"E, a chord distance of 58.77 feet, and an arc length of 59.07 feet to a point; thence N71°17'41"E, 44.83 to a point; thence N63°09'12"E, 104.88 to a point; thence along a curve to the left having a radius of 378.10 feet, a chord bearing of N30°29'56"E, a chord distance of 351.37 feet, and an arc length of 365.42 feet to a point; thence N02°48'41"E, 612.23 feet to a point; thence along a curve to the right having a radius of 317.03 feet, a chord bearing of N11°40'41"E, a chord distance of 97.73 feet, and an arc length of 98.12 feet to a point; thence N20°32'41"E, 100.83 feet to a point; thence along a curve to the right having a radius of 218.73 feet, a chord bearing of N24°55'47"E, a chord distance of 33.45 feet, and an arc length of 33.48 feet to a point; thence N42°05'12"E, 35.09 feet to a point; thence N38°31'41"E, 82.59 feet to a point; thence N28°03'05"E, 84.54 feet to a point; thence along a curve to the left having a radius of 338.31 feet, a chord bearing of N18°24'57"E, a chord distance of 69.41 feet, and an arc length of 69.53 feet to a point; thence N12°31'41"E, 35.89 feet to a point; thence along a curve to the right having a radius of 696.20 feet, a chord bearing of N16°46'11"E, a chord distance of 102.99 feet, and an arc length of 103.08 feet to a point; thence N21°00'41"E, 491.76 feet to a point; thence along a curve to the right having a radius of 266.48 feet, a chord bearing of N40°16'11"E, a chord distance of 175.79 feet, and an arc length of 179.14 feet to a point; thence N59°31'41"E, 288.32 to a point; thence along a curve to the right having a radius of 361.97 feet, a chord bearing of N68°31'40"E, a chord distance of 113.24 feet, and an arc length of 113.71 feet to a point; thence N84°45'14"E, 98.22 feet to a point; thence N82°41'41"E, 65.75 to a point; thence along a curve to the left having a radius of 383.10 feet, a chord bearing of N71°30'41"E, a chord distance of 148.60 feet, and an arc length of 149.55 feet to a point; thence N60°19'41"E, 54.46 feet to a point; thence along a curve to the right having a radius of 20.00 feet, a chord bearing of S83°17'15"E, a chord distance of 23.73 feet, and an arc length of 25.40 feet to a point at the intersection of the easterly right of way line of State Route 600 (Six Mount Zion Road) and the southerly right of way line of Ware Creek Road (S.R. 606); thence following along the southerly right of way line of Ware Creek Road the following courses: along a curve to the right having a radius of 2646.96 feet, a chord bearing of S32°10'32"W, a chord distance of 156.86 feet, and an arc length of 156.89 feet to a point; thence along a curve to the left having a radius of 431.80 feet, a chord bearing of S19°16'21"W, a chord distance of 188.10 feet, and an arc length of 189.62 feet to a point; thence along a curve to the left having a radius of 259.94 feet, a chord bearing of S17°56'32"E, a chord distance of 160.21 feet, and an arc length of 162.86 feet to a point; thence S34°03'48"E, 103.28 feet to a point; thence along a curve to the right having a radius of 440.27 feet, a chord bearing of S19°51'22"E, a chord distance of 226.30 feet, an arc length of 228.87 feet to a point; thence along a curve to the left having a radius of 250.96 feet, a chord bearing of S22°07'13"E, a chord distance of 89.53 feet, and an arc length of 90.01 feet to a point; thence S33°19'09"E, 158.80 feet to a point; thence along a curve to the left having a radius of 495.35 feet, a chord bearing of S51°46'01"E, a chord distance of 187.51 feet, and an arc length of 188.65 feet to a point; thence along a curve to the right having a radius of 440.16 feet, a chord bearing of S45°41'17"E, a chord distance of 187.87 feet, and an arc length of 189.33 feet to a point; thence S28°44'04"E, 201.19 feet to a point; thence S19°04'27"E, 100.59 feet to a point; thence along a curve to the left having a radius of 507.98 feet, a chord bearing of S28°17'10"E, a chord distance of 101.74 feet, and an arc length of 101.91 feet to a point; thence along a curve to the right having a radius of 2835.52 feet, a chord bearing of S35°37'14"E, a chord distance of 247.34 feet, and an arc length of 247.42 feet to a point; thence along a curve to the right having a radius of 565.46 feet, a chord bearing of S23°03'39"E, a chord distance of 107.08 feet, and an arc length of 107.25 feet to a point; thence along a curve to the left having a radius of 569.63 feet, a chord bearing of S28°09'08"E, a chord distance of 162.98 feet, and an arc length of 163.54 feet to a point; thence along a curve to the left having a radius of 494.92 feet, a chord bearing of S63°53'43"E, a chord distance of 165.58 feet, and an arc length of 166.36 feet to a point; thence along a curve to the right having a radius of 420.70 feet, a chord bearing of S59°36'18"E, a chord distance of 178.42 feet, and an arc length of 179.78 feet to a point; thence along a curve to the left having a radius of 275.09 feet, a chord bearing of S59°10'48"E, a chord distance of 186.20 feet, and an arc length of 189.95 feet to a point; thence along a curve to the right having a radius of 316.22 feet, a chord bearing of S62°30'48"E, a chord distance of 110.73 feet, and an arc length of 111.30 feet to a point; thence along a curve to the left having a radius of 909.54 feet, a chord bearing of S62°18'58"E, a chord distance of

193.55 feet, and an arc length of 193.92 feet to a point, S69°38'04"E, 185.49 feet to a point; thence along a curve to the right having a radius of 109.31 feet, a chord bearing of S44°44'11"E, a chord distance of 118.96 feet, and an arc length of 125.79 feet to a point; thence continuing along a curve to the right having a radius of 1492.92 feet, a chord bearing of S10°05'03"E, a chord distance of 425.73 feet, and an arc length of 427.19 feet to a point; thence along a curve to the left having a radius of 106.58 feet, a chord bearing of S39°56'58"E, a chord distance of 134.41 feet, and an arc length of 145.43 feet to a point; thence S77°22'42"E, 49.70 feet to a point; thence along a curve to the left having a radius of 313.52 feet, a chord bearing of N87°31'58"E, a chord distance of 175.14 feet, and an arc length of 177.51 feet to a point; thence along a curve to the right having a radius of 2323.01 feet, a chord bearing of N70°01'21"E, a chord distance of 420.41 feet, and an arc length of 420.98 feet to a point; thence along a curve to the right having a radius of 223.97 feet, a chord bearing of S87°06'17"E, a chord distance of 161.84 feet, and an arc length of 165.58 feet to a point; thence S66°48'37"E, 75.47 feet to a point; thence along a curve to the left having a radius of 165.17 feet, a chord bearing of S83°51'53"E, a chord distance of 125.50 feet, and an arc length of 128.73 feet to a point; thence N79°06'25"E, 295.54 feet to a point; thence along a curve to the right having a radius of 226.18 feet, a chord bearing of S85°25'27"E, a chord distance of 129.15 feet, and an arc length of 130.97 to a point; thence S66°34'58"E, 263.59 feet to a point; thence along a curve to the right having a radius of 235.26 feet, a chord bearing of S55°15'05"E, a chord distance of 117.72 feet, and an arc length of 118.98 feet to a point; thence S40°12'01"E, 306.30 feet to a point; thence along a curve to the right having a radius of 179.58 feet, a chord bearing of S28°57'11"E, a chord distance of 86.23 feet, and an arc length of 87.08 to a point; thence S15°05'11"E, 160.09 feet to a point; thence along a curve to the right having a radius of 316.91 feet, a chord bearing of S09°56'32"E, a chord distance of 84.99 feet, and an arc length of 85.24 feet to a point; thence S01°24'31"E, 138.04 feet to a point; thence along a curve to the right having a radius of 558.60 feet, a chord bearing of S01°38'54"W, a chord distance of 122.17 feet, and an arc length of 122.42 feet to a point; thence S10°42'21"W, 102.56 feet to a point; thence along a curve to the left having a radius of 317.25 feet, a chord bearing of S04°43'02"E, a chord distance of 150.23 feet, and an arc length of 151.67 feet to a point; thence S16°48'21"E, 249.52 feet to a point; thence along a curve to the left having a radius of 303.91 feet, a chord bearing of S34°01'38"E, a chord distance of 182.05 feet, and an arc length of 184.88 feet to a point; thence along a curve to the right having a radius of 444.69 feet, a chord bearing of S45°07'23"E, a chord distance of 105.29 feet, and an arc length of 105.53 feet to a point; thence along a curve to the left having a radius of 670.54 feet, a chord bearing of S49°19'43"E, a chord distance of 373.29 feet, and an arc length of 378.29 feet to a point; thence along a curve to the right having a radius of 325.00 feet a chord bearing of S40°20'56"E, a chord distance of 274.34 feet, and an arc length of 283.21 feet to a point; thence S18°43'53"E, 253.18 feet to a point; thence along a curve to the right having a radius of 206.09 feet, a chord bearing of S04°27'51"W, a chord distance of 227.37 feet, and an arc length of 240.85 feet to a point; thence along a curve to the left having a radius of 227.67 feet, a chord bearing of S02°18'48"W, a chord distance of 206.34 feet, and an arc length of 214.14 feet to a point; thence along a curve to the right having a radius of 1203.06 feet, a chord bearing of S18°21'56"E, a chord distance of 318.14 feet, and an arc length of 319.08 feet to a point; thence along a curve to the left having a radius of 1140.18 feet, a chord bearing of S32°24'22"E, a chord distance of 332.55 feet, and an arc length of 333.74 feet to a point; thence along a curve to the left having a radius of 665.13 feet, a chord bearing of S43°45'54"E, a chord distance of 188.55 feet, and an arc length of 189.19 feet to a point; thence leaving the right of way line of Ware Creek Road (S.R. 606) and following the line common with the property herein described and the property now or formerly of Nizolek the following courses: S86°36'59"W, 131.59 feet to a point; thence S87°33'40"W, 136.88 feet to a point, thence S86°23'02"W, 371.10 feet to a point; thence S07°23'11"E, 154.70 feet to a point; thence S30°15'49"W, 111.60 feet to a point; thence S20°18'11"E, 229.50 feet to a point; thence S33°21'49"W, 294.20 feet to a point; thence S54°56'49"W, 338.80 feet to a point; thence S29°50'02"W, 171.42 feet to a point, thence S24°22'36"W, 242.80 feet to a point; thence S66°41'02"W, 223.60 feet to a point; thence S30°18'59"W, 117.80 feet to a point; thence S85°09'05"W, 179.15 feet to a point; thence S01°42'28"W, 378.91 feet to a point; thence S08°00'33"W, 686.30 feet to a point; thence N68°28'27"W, 301.69 feet to a point; thence S27°59'30"W, 131.55 feet to a point on the northerly right of

way line of Interstate Highway 64; thence following along the northerly right of way line of Interstate Highway 64 the following courses: N62°17'51"W, 309.79 feet to a point; thence N68°32'39"W, 8.14 feet to a point; thence N46°43'02"W, 555.07 feet to a point; thence N37°52'54"W, 152.86 feet to a point; thence N57°16'22"W, 153.03 feet to a point; thence N48°59'01"W, 852.02 feet to a point; thence N40°19'43"W, 152.65 feet to a point; thence N56°30'01"W, 252.06 feet to a point; thence N51°44'52"W, 751.68 feet to a point; thence N47°11'26"W, 252.22 feet to a point; thence N57°59'55"W, 251.80 feet to a point; thence N55°11'01"W, 1221.63 feet to a point; thence N58°34'17"W, 171.59 feet to a point; thence N57°51'21"W, 760.96 feet to a point; thence N54°41'46"W, 201.23 feet to a point; thence N65°05'51"W, 150.92 feet to a point; thence N59°56'46"W, 320.04 feet to a point; thence N59°40'00"W, 50.60 feet to a point; thence N50°37'59"W, 354.93 feet to a point; thence N43°09'32"W, 51.05 feet to a point; thence N50°29'45"W, 425.46 feet to a point; thence N62°55'39"W, 235.40 feet and returning to the Point of Beginning.

### Legal Description for Sh-3:

All that certain piece or parcel of land situate in James City County, Virginia and containing 3031.43 acres more or less and being shown as Parcel Numbers 9, 17, 13, 24, 10, 27, 26, 25, 28, 29, & 30, and a portion of Parcel Numbers 1, 4, & 23 on Sheet 3 of a plat titled "ALTA/ACSM Land Title Survey of the Overall Perimeter Boundary of Tax parcels 0540100013, 1310100021, 1310100022, 0630100003, 0540100005, 0540100004, 0540100006, 0540100008, 0540100007, 0540100011, 0540100010, 0540100012, 0630100001, 0610100002, 0630100002, 0610100001, 0630100004, 0640100002, 1320100027, 1320100028, 0710100001, 0740100020, 0640100001, 0740100021, 0740100029, 0740100022, 0540100009, 0540100002, 0530100021 and 0540100014" prepared by Landmark Design Group, Inc., dated 05/07/04, revised 10/23/06 and being more particularly described as follows:

Beginning at a point on the easterly right of way line of Six Mount Zion Road (S.R. 600) at its intersection with the centerline of Richardsons Mill Pond, being the municipal boundary line of James City County, Virginia and New Kent County, Virginia; thence following along the centerline of Richardsons Mill Pond being the line common with the property herein described and the property now or formerly of Kinney and Johnson, Trustees and the property now or formerly of Ware Creek Preserve, LLC, meandering in an easterly direction a distance of approximately 1,259 feet to a point on the centerline of Ware Creek; thence following along the centerline of Ware Creek being the line common with the property herein described and the property now or formerly of Ware Creek Preserve, LLC, and being the municipal boundary between James City County, Virginia and New Kent County, Virginia, in an easterly direction a distance of approximately 31,601 feet to a point at the mean low water mark of the York River at the mouth of Ware Creek; thence following the line common with the property herein described and the mean low water line of the westerly shoreline of York River in a southerly direction a distance of approximately 6,212 feet to a point on the said mean low water line; thence leaving the said mean low water line and following the line common with the property herein described and the property now or formerly of Martin the following courses: S54°57'18"W, 299.17 feet to a point; thence S44°57'23"W, 31.56 feet to a point; thence S36°14'58"W, 44.23 feet to a point on the westerly right line of way of Sycamore Landing Road (S.R. 607); thence leaving the said right of way and following the line common with the property herein described and the property now or formerly of Dean the following courses: S62°00'42"W, 140.68 feet to a point; thence S48°54'19"W, 190.07 feet to a point thence S61°25'14"W, 107.51 feet to a point; thence S65°32'57"W, 95.33 feet to a point; thence S35°25'06"W, 71.47 feet to a point; thence along the line common with the property herein described and the property now or formerly of Dean and the property now or formerly of Mihalcoe S18°52'19"E, 1922.30 feet to a point; thence following the line common with the property herein described and the property now or

formerly of Mihalcoe the following courses: N50°17'26"E, 201.10 feet to a point; thence N41°47'26"E, 127.00 feet to a point; thence following the line common with the property herein described and the property now or formerly of Armstrong and the property now or formerly of Lenthall S48°50'29"E, 133.05 feet to a point; thence following the line common with the property herein described and the property now or formerly of Burnette S04°35'34"W, 130.27 feet to a point; thence S40°48'57"E, 159.83 feet to a point; thence following the line of Folly Swamp being the line common with the property herein described and the property now or formerly of Cody, now or formerly of Breeden, now or formerly of Williams, now or formerly of Richards, now or formerly of Walsh, now or formerly of Heyburn, now or formerly of Bryan, now or formerly of Snow, now or formerly of Fairbanks, now or formerly of Good, now or formerly of Estes, and now or formerly of Dana in a southeasterly direction a distance of approximately 4,604 feet to a point; thence following the line common with the property herein described and the property now or formerly of Dana the following courses: N30°57'54"E, 533.46 feet to a point; thence S54°18'43"E, 99.52 feet to a point; thence following the line common with the property herein described and the property now or formerly of Mills N30°58'07"E, 450.80 feet to a point on the westerly right of way line of Sycamore Landing Road (S.R. 607); thence following along the westerly right of way line of said road the following courses: along a curve to the right having a radius of 506.30 feet, a chord bearing of S51°51'53"E, a chord distance of 86.06 feet, and an arc length of 86.16 feet to a point; thence S47°19'06"E, 99.31 feet to a point; thence along a curve to the left having a radius of 203.99 feet, a chord bearing of S51°33'54"E, a chord distance of 98.18 feet, and an arc length of 99.16 feet to a point; thence S57°08'01"E, 87.40 feet to a point; thence along a curve to the right having a radius of 267.41 feet, a chord bearing of S36°30'55"E, a chord distance of 216.36 feet, and an arc length of 222.74 feet to a point; thence along a curve to the left having a radius of 712.53 feet, a chord bearing of S25°36'32"E, a chord distance of 305.42 feet, and an arc length of 307.81 feet to a point; thence leaving the westerly right of line of Sycamore Landing Road along the line common with the property herein described and the property now or formerly of McCartney the following courses: S64°03'25"W, 416.27 to a point; thence S69°24'34"W, 42.32 feet to a point; thence S59°30'15"W, 147.79 feet to a point; thence S65°53'43"W, 172.02 feet to a point; thence S64°27'32"W, 180.33 feet to a point; thence S59°51'10"W, 56.51 feet to a point; thence S32°46'47"E, 78.30 feet to a point; thence S85°27'09"E, 142.49 feet to a point; thence S75°32'08"E, 280.67 feet to a point; thence N89°34'14"E, 94.51 feet to a point; thence S86°50'13"E, 85.02 feet to a point; thence N88°51'30"E, 109.46 feet to a point; thence S87°59'01"E, 290.30 feet to a point; thence N88°48'33"E, 136.85 feet to a point on the westerly right of way line of Sycamore Landing Road (S.R. 607); thence following along the said right of way line the following courses: along a curve to the right having a radius of 340.50 feet, a chord bearing of S21°52'00"W, a chord distance of 68.90 feet, and an arc length of 69.02 feet to a point; thence S29°47'52"W, 129.10 feet; thence along a curve to the right having a radius of 1028.05 feet, a chord bearing of S34°17'30"W, a chord distance of 125.38 feet, and an arc length of 125.46 feet to a point; thence S39°42'50"W, 87.40 feet to a point; thence along a curve to the left having a radius of 464.29 feet, a chord bearing of S17°41'20"W, a chord distance of 321.76 feet, and an arc length of 328.57 feet to a point; thence S02°12'36"W, 141.99 feet to a point; thence along a curve to the right having a radius of 911.10, a chord bearing of S08°45'04"W, a chord distance of 138.05 feet, and an arc length of 138.18 feet to a point; thence along a curve to the left having a radius of 1743.91 feet, a chord bearing of S09°52'13"W, a chord distance of 269.92 feet, and an arc length of 270.19 feet to a point; thence continuing along a curve to the left having a radius of 3918.64 feet, a chord bearing of S05°02'48"W, a chord distance of 167.87 feet, and an arc length of 167.89 feet to a point; thence N88°27'44"W, 11.04 feet to a point; thence S06°13'16"W, 149.83 feet to a point; thence S02°13'16"W, 350.71 feet to a point; thence S06°19'44"E, 81.87 feet to a point; thence leaving the westerly right of way line of Sycamore Landing Road (S.R. 607) and following along the line common with the property herein described and the property now or formerly of Scruggs the following courses: N79°12'44"W, 334.44 feet to a point; thence S22°38'42"E, 94.43 feet to a point; thence N85°46'16"W, 193.81 feet to a point; thence N79°35'28"W, 294.88 feet to a point; thence N76°04'42"W, 105.06 feet to a point; thence N68°26'42"W, 142.00 feet to a point; thence S86°07'25"W, 227.68 feet to a point; thence S14°14'47"E, 694.95 feet to a point; thence following along the line common with the property herein

described and the property now or formerly of Carter the following courses: S12°16'42"E, 232.93 feet to a point; thence S51°00'34"E, 92.84 feet to a point; thence S09°47'54"E, 213.20 feet to a point; thence S39°30'53"E, 269.21 feet to a point; thence S14°37'08"E, 60.71 feet to a point thence following along the line common with the property herein described and the property now or formerly of Lucas S71°21'06"W, 206.84 feet to a point; thence following along the line common with the property herein described and the property now or formerly of Webb the following courses: S71°21'06"W, 108.93 feet to a point; thence S58°19'42"W, 130.70 feet to a point; thence S71°28'39"W, 95.40 feet to a point; thence following along the line common with the property herein described and the property now or formerly of York River Estates, LC the following courses: S77°49'35"W, 185.12 feet to a point; thence S71°33'56"W, 430.81 feet to a point; thence S67°20'16"W, 101.15 feet to a point; thence following along the line common with the property herein described and the property now or formerly of Stonehouse Inc., S77°08'04"W, 539.19 feet to a point; thence following along the line common with the property herein described and the property now or formerly of York River Estates, LC the following courses: S68°44'21"W, 130.43 feet to a point; thence N86°23'27"W, 662.46 feet to a point; thence S33°59'52"E, 230.75 feet to a point; thence S33°59'52"E, 129.22 feet to a point; thence S36°04'42"E, 95.64 feet to a point; thence S33°25'04"E, 448.38 feet to a point; thence S34°36'12"E, 579.76 feet to a point; thence S33°21'13"E, 89.13 feet to a point; thence S30°51'23"E, 326.73 feet to a point; thence following the centerline of a stream being the line common with the property herein described and the property now or formerly of York River Estates, LC and the property now or formerly of Wenger Farms, LLC a in a westerly direction approximately 5,553 feet to a point; thence continuing along the centerline of the stream being the line common with the property herein described and the property now or formerly of Wenger Farms, LLC in a southerly direction approximately 1,395 feet to a point; thence following along the line of the property herein described and the property now or formerly of Wilson and Barlow S87°29'46"W, 875.60 feet to a point; thence following along the line of the property herein described and the property now or formerly of Wilson and Barlow and the property now or formerly of Johnson S02°01'01"E, 1003.87 feet to a point on the northerly right of way of Ware Creek Road (S.R. 606); thence following the northerly right of way line of Ware Creek Road the following courses: along a curve to the left having a radius of 476.26 feet, a chord bearing of S65°33'20"W, a chord distance of 129.53 feet, and an arc length of 129.93 feet to a point; thence S54°30'58"W, 73.06 feet to a point; thence in a curve to the right having a radius of 377.83 feet, a chord bearing of S70°48'12"W, a chord distance of 180.12 feet, and an arc length of 181.87 feet to a point; thence continuing in a curve to the right having a radius of 510.96 feet, a chord bearing of N87°03'25"W, a chord distance of 191.14 feet, and an arc length of 192.27 feet to a point; thence N73°20'59"W, 102.97 feet to a point; thence in a curve to the left having a radius of 121.90 feet, angle of 33°47'17", a chord bearing of N85°02'12"W, a chord distance of 70.85 feet, and an arc length of 71.89 feet to a point at the intersection of the northerly right of way line of Ware Creek Road with the northerly right of way line of Mount Laurel Road (S.R. 608); thence N41°46'00"W, 427.93 feet to a point; thence along a curve to the left having a radius of 558.23 feet, a chord bearing of, N44°42'48"W, a chord distance of 70.79 feet, and an arc length of 70.84 feet to a point; thence N50°19'12"W, 263.19 feet to a point; thence along a curve to the right having a radius of 743.86 feet, a chord bearing of N41°25'16"W, a chord distance of 154.75 feet, and an arc length of 155.03 feet to a point; thence along a curve to the left having a radius of 743.32 feet, a chord bearing of N40°14'34"W, a chord distance of 217.82 feet, and an arc length of 218.61 feet to a point; thence along a curve to the right having a radius of 635.13 feet, a chord bearing of N44°03'56"W, a chord distance of 189.31 feet, and an arc length of 190.02 feet to a point; thence continuing along a curve to the right having a radius of 1110.18 feet, a chord bearing of N32°31'49"W, a chord distance of 321.74 feet, and an arc length of 322.88 feet to a point; thence in a curve to the left having a radius of 1233.06 feet, a chord bearing of N18°26'21"W, a chord distance of 322.22 feet, and an arc length of 323.14 feet to a point; thence along a curve to the right having a radius of 197.67 feet, a chord bearing of N02°03'16"E, a chord distance of 176.96 feet, and an arc length of 183.47 feet to a point; thence along a curve to the left having a radius of 236.09 feet, a chord bearing of N04°30'26"E, a chord distance of 256.10 feet, and an arc length of 270.68 feet to a point; thence N18°43'53" W, 249.72 feet to a point; thence along a curve to the left having a radius of radius of 355.00

feet, a chord bearing of N40°25'30"W, a chord distance of 298.89 feet, and an arc length of 308.51 feet to a point; thence along a curve to the right having a radius of 640.54 feet, a chord bearing of N49°16'19"W, a chord distance of 357.90 feet, and an arc length of 362.72 feet to a point; thence in a curve to the left having a radius of 474.69 feet, a chord bearing of N45°01'54"W, a chord distance of 113.64 feet, and an arc length of 113.91 feet to a point; thence along a curve to the right having a radius of 273.91 feet, a chord bearing of N34°00'34"W, a chord distance of 164.01 feet, and an arc length of 166.57 feet to a point; thence N16°48'21"W, 250.01 feet to a point; thence along a curve to the right having a radius of 287.25 feet, a chord bearing of N04°48'08"W, a chord distance of 135.99 feet, and an arc length of 137.30 feet to a point; thence N10°42'52"E, 102.49 feet to a point; thence along a curve to the left having a radius of 588.60 feet, a chord bearing of N01°44'32"E, a chord distance of 128.95 feet, and an arc length of 129.21 feet to a point; thence N01°24'31"W, 137.42 feet to a point; thence along a curve to the left having a radius of 346.91 feet, a chord bearing of N09°52'02"W, a chord distance of 92.57 feet, and an arc length of 92.85 feet to a point; thence N15°05'11"W, 159.43 feet to a point; thence along a curve to the left having a radius of 209.58 feet, a chord bearing of N28°51'20"W, a chord distance of 99.93 feet, and an arc length of 100.91 feet to a point; thence N40°12'01"W, 305.78 feet to a point; thence along a curve to the left having a radius of 265.26 feet, a chord bearing of N55°08'35"W, a chord distance of 132.05 feet, and an arc length of 133.46 feet to a point; thence N66°34'58"W, 263.36 feet to a point; thence along a curve to the left having a radius of 256.18 feet, a chord bearing of N85°19'21"W, a chord distance of 146.57 feet, and an arc length of 148.65 feet to a point; thence S79°06'25"W, 296.71 feet to a point; thence along a curve to the right having a radius of 135.17 feet, a chord bearing of N83°51'58"W, a chord distance of 105.13 feet; thence and an arc length of 107.98 feet to a point; thence N66°48'37"W, 76.70 feet to a point; thence along a curve to the left having a radius of 253.97 feet, a chord bearing of N87°01'32"W, a chord distance of 182.41 feet, and an arc length of 186.58 feet to a point; thence along a curve to the left having a radius of 2353.01 feet, a chord bearing of S70°01'58"W, a chord distance of 423.21 feet, and an arc length of 423.78 feet to a point; thence in a curve to the right having a radius of 283.52 feet, a chord bearing of S87°43'43"W a chord distance of 157.08 and an arc length of 159.16 feet to a point; thence N77°22'42"W, 50.47 feet to a point; thence along a curve to the right having a radius of 76.58 feet, a chord bearing of N40°00'24"W, a chord distance of 97.07 feet, and an arc length of 105.14 feet to a point; thence along a curve to the left having a radius of 1522.92 feet, a chord bearing of N10°02'54"W, a chord distance of 432.98 feet, and an arc length of 434.46 feet to a point; thence along a curve to the left having a radius of 139.31 feet, a chord bearing of N44°38'44"W, a chord distance of 148.20 feet, and an arc length of 156.26 feet to a point; thence N69°38'04"W, 183.19 feet to a point; thence along a curve to the right having a radius of 879.54, a chord bearing of N62°20'13"W, a chord distance of 185.90 feet, and an arc length of 186.25 feet to a point; thence along a curve to the left having a radius of 346.22 feet, a chord bearing of N62°44'34"W, a chord distance of 121.96 feet, and an arc length of 122.60 feet to a point; thence along a curve to the right having a radius of 245.09 feet, a chord bearing of N59°07'55" W, a chord distance of 169.25 feet, and an arc length of 172.81 feet to a point; thence along a curve to the left having a radius of 450.70 feet, a chord bearing of N59°29'42"W, a chord distance of 193.72 feet, and an arc length of 195.24 feet to a point; thence along a curve to the right having a radius of 464.92 feet, a chord bearing of N64°12'43"W, a chord distance of 151.31 feet, and an arc length of 151.99 feet to a point; thence along a curve to the right having a radius of 539.63 feet, a chord bearing of N27°55'56"W, a chord distance of 149.13 feet, and an arc length of 149.61 feet to a point; thence along a curve to the left having a radius of 595.46 feet, a chord bearing of N23°08'58"W, a chord distance of 113.37 feet, and an arc length of 113.54 feet to a point; thence along a curve to the left having a radius of 2865.52 feet, a chord bearing of N35°35'52"W, a chord distance of 250.07 feet, and an arc length of 250.14 feet to a point; thence along a curve to the right having a radius of 477.98 feet, a chord bearing of N28°16'36"W, a chord distance of 93.80 feet, and an arc length of 93.95 feet to a point; thence N19°04'27"W, 102.20 feet to a point; thence N28°44'04"W, 204.92 feet to a point; thence along a curve to the left having a radius of 470.16, a chord bearing of N45°41'23"W, a chord distance of 203.11 feet, and an arc length of 204.73 feet to a point; thence along a curve to the right having a radius of 465.35 feet, a chord bearing of N51°57'34"W, a chord distance of 175.41 feet, and an arc length of 176.46 feet to a point; thence

N33°19'09"W, 156.54 feet to a point; thence along a curve to the right having a radius of 220.96 feet, a chord bearing of N22°18'45"W, a chord distance of 76.90 feet, and an arc length of 77.30 feet to a point; thence along a curve to the left having a radius of 470.27 feet, chord bearing of N19°57'37"W, a chord distance of 239.72 feet, and an arc length of 242.39 feet to a point; thence N34°03'48"W, 103.59 feet to a point; thence along a curve to the right having a radius of 229.94 feet, a chord bearing of N18°12'57"W, a chord distance of 140.51, an arc length of 142.80 feet to a point; thence continuing along a curve to the right having a radius of 401.80 feet, a chord bearing of N19°21'43"E, a chord distance of 172.79 feet, and an arc length of 174.15 feet to a point; thence continuing along a curve to the right having a radius of 2676.96 feet, a chord bearing of N31°50'54"E, a chord distance of 188.12 feet, and an arc length of 188.16 feet to a point; thence along a curve to the left having a radius of 100.00 feet, a chord bearing of N07°41'02"E, a chord distance of 37.74 feet, and an arc length of 37.97 feet to a point at the intersection of the easterly right of way line of Ware Creek Road (S.R.606) with the easterly right of way line of Six Mount Zion Road (S.R.600); thence along the easterly right of way of Six Mount Zion Road (S.R. 600) the following courses: N60°19'41"E, 28.80 feet to a point; thence along a curve to the left having a radius of 1165.92 feet, a chord bearing of N55°13'41"E, a chord distance of 207.29 feet, and an arc length of 207.56 to a point; thence N50°07'41"E, 151.70 feet to a point; thence along a curve to the right having a radius 1125.92 feet, a chord bearing of N54°13'11"E, a chord distance of 160.67, and an arc length of 160.81 to a point; thence N58°18'41"E, 255.77 feet to a point; thence along a curve to the left having a radius of 592.96, a chord bearing of N55°39'12"E, a chord distance of 55.00 feet, and an arc length of 55.02 feet to a point; thence N50°58'29"E, 103.12 feet to a point; thence N39°50'31"E, 103.39 feet to a point; thence along a curve to the left having a radius of 321.56 feet, a chord bearing of N18°34'12"E, a chord distance of 189.55 feet, an arc length of 192.41 feet to a point; thence N01°25'41"E, 388.43 feet to a point; thence along a curve to the left having a radius of 460.74 feet, a chord bearing of N12°09'49"W", a chord distance of 216.55 feet, and an arc length of 218.59 feet to a point; thence N25°45'19"W, 187.76 feet to a point; thence along a curve to the right having a radius of 420.74 feet, a chord bearing of N07°45'49"W, a chord distance of 259.92 feet, and an arc length of 264.24 feet to a point; thence N10°13'41"E, 174.43 feet to a point; thence along a curve to the right, having a radius of 934.93 feet, a chord bearing of N22°14'41"E, a chord distance of 389.30 feet, and an arc length of 392.17 feet to a point; thence N40°40'51" E, 89.44 feet to a point; thence along a curve to the left having a radius of 507.46 feet, a chord bearing of N16°38'43"E, a chord distance of 307.15 feet, and an arc length of 312.05 feet to a point; thence N09°40'04"W, 105.68 to a point; thence along a curve to the left having a radius of 502.46 feet, a chord bearing of N25°07'17"W, a chord distance of 211.52 feet, and an arc length of 213.11 feet to a point; thence N37°16'19"W, 164.59 feet to a point; thence along a curve to the right having a radius of 165.98 feet, a chord bearing of N11°34'11"E, a chord distance of 249.93 feet, and an arc length of 282.98 feet to a point; thence along a curve to the left having a radius of 346.54 feet, a chord bearing of N54°20'18"E, a chord distance of 181.35 feet, and an arc length of 183.49 feet and returning to the Point of Beginning.

**Legal Description of a portion of the Lagrange Tract North of Interstate 64:**

All that certain piece or parcel of land situate in James City County, Virginia containing 79.3 acres more or less, being a portion of the La Grange Tract listed as tax parcel number 0540100002 by the county assessor's office and lying north of Interstate 64, south of Fieldstone Parkway and west of state route number 600 and being shown as Parcel Number 18 on a plat titled "ALTA/ACSM Land Title Survey of the Overall Perimeter Boundary of Tax parcels 0540100013, 1310100021, 1310100022, 0630100003, 0540100005, 0540100004, 0540100006, 0540100008, 0540100007, 0540100011, 0540100010, 0540100012, 0630100001, 0610100002, 0630100002, 0610100001, 0630100004, 0640100002, 1320100027, 1320100028, 0710100001, 0740100020, 0640100001, 0740100021, 0740100029, 0740100022, 0540100009, 0540100002, 0530100021 and 0540100014" prepared by Landmark Design Group, Inc., dated 05/07/04, revised 10/23/06 and being more particularly described as follows:

Beginning at a point on the northerly right of way line of Interstate Highway 64 at its intersection with the westerly right of way line of State Route 600 (Six Mount Zion Road); thence along the northerly right of way line of Interstate 64 in a curve to the left having a radius of 24,705.33 feet, an arc length of 3,714.98 feet, a chord bearing of N67°35'30"W and a chord length of 3,711.48 feet to a point; thence leaving said right of way line and following along the centerline of Bird Swamp in a northerly direction approximately 1,043 feet to a point on the southerly right of way line of Fieldstone Parkway; thence following along the southerly right of way line of Fieldstone Parkway the following 7 courses: 1) S56°35'26"E, 97.18 feet to a point; 2) thence S76°49'24"E, 115.66 feet to a point; 3) thence along a curve to the right having a radius of 2,528 feet, an arc length of 681.76 feet, a chord bearing of S48°51'53"E and a chord length of 679.70 feet to a point; 4) thence along a curve to the left having a radius of 1,116 feet, an arc length of 1,147.22 feet, a chord bearing of S70°35'18"E, and a chord length of 1,097.37 feet to a point; 5) thence N79°57'44"E, 872.57 feet to a point; 6) thence along a curve to the right having a radius of 895.00 feet, an arc length of 1,127.36 feet, a chord bearing of S63°57'07"E and a chord length of 1,054.30 feet to a point; 7) thence S27°51'59"E, 14.45 feet to a point on the westerly right of way line of State Route 600 (Six Mount Zion Road); thence following the westerly right of way line of State Route 600 the following 6 courses: 1) along a curve to the left having a radius of 555.00 feet, an arc length of 280.26 feet, a chord bearing of S41°21'38"W and a chord length of 277.30 feet to a point; 2) thence N67°41'51"W, 42.86 feet to a point; 3) thence along a curve to the left having a radius of 1,069.45 feet, an arc length of 548.24 feet; a chord bearing of S07°36'59"W and a chord length of 542.25' to a point; 4) thence continuing along a curve to the left having a radius of 1,400 feet, an arc length of 147.57 feet, a chord bearing of S10°05'06"E and a chord length of 147.51 feet to a point; 5) thence S13°06'17"E, 64.49 feet to a point; 6) thence S37°50'19"W, 231.03 feet and returning to the point of beginning.

EXHIBIT A, cont'

All those certain lots, pieces or parcels of real property lying, being, and situated in the Stonehouse Magisterial District of James City County, Virginia, shown as "PARCEL B" on a that certain plat entitled "BOUNDARY LINE ADJUSTMENT PLAT OF PROPERTY OWNED BY STONEHOUSE, INC. AND GOLF TRUST OF AMERICA, L.P.", dated May 5, 1997, made by Langley and McDonald, P.C., recorded in the Circuit Court Clerk's Office for the County of James City and the City of Williamsburg (the "Clerk's Office"), in Plat Book 66, at pages 89-93; and all that certain lot, piece or parcel of real property lying, being, and situated in the Stonehouse Magisterial District of James City County, Virginia, shown as "SECTION II-A" on that certain plat entitled "SUBDIVISION PLAT OF STONEHOUSE DEVELOPMENT AREA ONE, PHASE I SECTION I-B, SECTION II-A, SECTION III-C PARCEL B AND PARCEL C BEING A SUBDIVISION OF PROPERTIES OWNED BY STONEHOUSE LIMITED LIABILITY COMPANY AND STONEHOUSE INC.", dated November 19, 1999, revised December 9, 1999, prepared by Langley and McDonald, Inc., recorded in the Clerk's Office in Plat Book 75, at pages 93-97; LESS AND EXCEPT the following described property:

1. All that property shown as "PARCEL B-1" and "PARCEL B-2" on that certain plat entitled "SUBDIVISION PLAT OF STONEHOUSE DEVELOPMENT AREA ONE, PHASE I SECTION I-B, SECTION II-A, SECTION III-C PARCEL B AND PARCEL C BEING A SUBDIVISION OF PROPERTIES OWNED BY STONEHOUSE LIMITED LIABILITY COMPANY AND STONEHOUSE INC.", dated November 19, 1999, revised December 9, 1999, prepared by Langley and McDonald, Inc., recorded in the Clerk's Office in Plat Book 75, at pages 93-97;
2. All that property shown as "WELL FACILITY W-25" and "EXISTING WELL FACILITY W-26" on that certain plat entitled "SUBDIVISION & CONVEYANCE PLAT OF WELL FACILITY W-25 AND VARIABLE WIDTH UTILITY EASEMENT TO JAMES CITY SERVICE AUTHORITY FROM STONEHOUSE DEVELOPMENT CO., LLC.", dated February 11, 2002, prepared by Landmark Design Group, recorded in the Clerk's Office in Plat Book 85, at pages 72 and 73;
3. All that property shown as "WASTEWATER LIFT STATION NO. 9-1" on that certain plat entitled "SUBDIVISION AND CONVEYANCE PLAT OF WASTEWATER LIFT STATION NO. 9-1 TO JAMES CITY SERVICE AUTHORITY FROM STONEHOUSE DEVELOPMENT CO., LLC.", dated January 15, 2002, prepared by Landmark Design Group, recorded in the Clerk's Office in Plat Book 85, at page 71; and
4. Public Right of Way and all that property shown as "FIELDSTONE PARKWAY", "BMP #6", "PARCEL R-3", "PARCEL R-4", and "Parcel R-5" on that certain plat entitled "SUBDIVISION PLAT SHOWING STONEHOUSE GLEN SECTION 1 & 2 AND RIGHT OF WAY OF FIELDSTONE PARKWAY BEING A SUBDIVISION OF THE PROPERTY OF FIELDSTONE INVESTMENT, LLC AND STONEHOUSE GLEN, LLC", dated May 31, 2006, prepared by LandMark Design Group, recorded in the Clerk's Office as Instrument Number 060016179.

**EXHIBIT "A", cont**

All of that certain piece or parcel of land located in the Stonehouse District of James City County, being a portion of PARCEL B, Section A, Stonehouse Commerce Park, shown and set out on the plat of subdivision entitled "Plat of Section A of Stonehouse Commerce Park at Stonehouse for Stonehouse, Inc." dated 10/10/95 and made by Langley and McDonald, P.C., consisting of three sheets, which plat of subdivision is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in James City Plat Book 62 at pages 94-96, and depicted as a cross-hatched area labeled "Property to be conveyed to GS STONEHOUSE GREEN LAND SUB, L.L.C." on a plat prepared by AES Consulting Engineers entitled "Plat of Boundary Line Adjustment and Dedication of Various Utility Easements, 30' Access Easement and Variable Width Private Drainage Easement, Stonehouse Commerce Park, Between AVID Realty, L.L.C., La Grange Holdings LLC, and GS Stonehouse Green Land Sub LLC, dated July 28, 2006, recorded as instrument number 070632319

TOGETHER with all and singular, the buildings and improvements thereon, rights and privileges, tenements, hereditaments, easements and appurtenances unto the said land belonging or in anywise appertaining.

SUBJECT, however, to restrictions, easements and rights of way of record affecting said property.

IT BEING a portion of the property conveyed unto said Grantor from BP Solar International, Inc. a Delaware corporation by deed dated September 29, 2004, recorded October 1, 2004, in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia, as Instrument No. 040 024595.

EXHIBIT A, cont

**Parcel I:**

All that certain piece, parcel or tract of land, situate, lying and being in Stonehouse Magisterial District, James City County, Virginia, and being more particularly shown and described on that certain plat entitled "Composite Plat Showing a Portion of Parcel A, Stonehouse Development Company, L.L.C., prepared by G.T. Wilson, Jr., L.S., dated January 14, 2004 and revised March 18, 2004, a copy of which is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 040008576, which plat was recorded with that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576, and to which plat reference is hereby made for a more particular description of such property.

BEING the same property identified as "Parcel 3" in that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576.

**Parcel II:**

All that certain lot, parcel or tract of land, lying, situate and being in Stonehouse Magisterial District, James City County, Virginia, and being more particularly shown and described as Parcel B-1 on that certain plat entitled "Plat Showing Boundary Line Adjustment & Lotline Extinguishment Being New Parcel B-1 & Lot 1, Section I-A For 2J Investments, L.L.C.," prepared by G.T. Wilson, Jr., L.S., of AES Consulting Engineers, dated February 9, 2005 and recorded March 29, 2005 in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City as Instrument No. 050007055, to which plat reference is hereby made for a more particular description of such property.

BEING a portion of the property identified as "Parcel 5" in that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576.

**Parcel III:**

All that certain lot, parcel or tract of land, situate, lying and being more particularly shown and described as Parcel B-2 on that certain plat of subdivision entitled "Subdivision Plat of Stonehouse Development Area One, Phase 1, Section I-B, Section II-A, Section III-C, Parcel B and Parcel C Being a Subdivision of Properties Owned by Stonehouse Limited Liability Company and Stonehouse, Inc. prepared by Langley and MacDonald, P.C. dated November 19,

1999 revised December 9, 1999, a copy of which is of record in the Clerk's Office of the Circuit Court of the City of Williamsburg and the County of James City, Virginia in Plat Book 75 at page 93, to which reference is hereby made for a more particular description of such property.

BEING a portion of the property identified as "Parcel 5" in that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576.

ALL OF PARCELS I, II AND III ABOVE being a portion of the property conveyed in that certain Deed of Bargain and Sale from Stonehouse Development Company, LLC, a Virginia limited liability company, to 2J Investments, LLC, a Virginia limited liability company, dated March 16, 2004 and recorded March 25, 2004 in the aforesaid Clerk's Office as Instrument No. 040008576.

EXHIBIT B

Tract XI

Tax Parcel ID No.: 0630100001

"STINNETTE" Tract, containing 4-1/6 acres, and being bounded and described as follows:

COMMENCING at the southeasterly fork between State Secondary Road 600 and State Secondary Road 606, proceeding thence in an easterly direction along the southerly side of Route 600 to the point where the line between the property here conveyed and the property now or formerly of Chesapeake Corporation strikes the said road; proceeding thence in a southeasterly direction along the line of Chesapeake Corporation 800 to 900 feet, more or less, along the bottom of a ravine; thence along the bottom of a ravine in a southwesterly direction, the line of Chesapeake Corporation, to the easterly side of Route 606; thence with Route 606 to the southeasterly fork of Route 606 and 600, the point of beginning. Being the same land conveyed to Chesapeake Corporation by deed dated February 19, 1999, from Brake & Associates, Inc., recorded as Document #99-4844. The boundaries of the property are more particularly shown on that plat of survey dated 11/15/85 made by Buchart-Horn, Inc., recorded in Plat Book 50 at page 7.

**Legal Description for Massie Tract I:**

All that certain piece or parcel of land situated in James City County, Virginia containing 48.00 acres more or less, designated as Tax Parcel #1310100019 by the James City County Assessors office and being shown as Tract I on a plat titled SURVEY OF PROPERTIES STANDING IN THE NAME OF FIELDSTONE INVESTMENT, LLC AS DESIGNATED BY PARCEL IDENTIFICATION NUMBERS: PIN: 1310100008A & PIN: 1310100019 dated 10-9-06 and prepared by LandTech Resources, Williamsburg, VA. and being more particularly described as follows:

Beginning at the most southerly corner of Lot 10, Section 2 of the Sand Hill Subdivision, said point being marked by an iron pipe; thence from said Point Of Beginning following the line common with the property herein described and Lot 10, Lot 9 and Lot 8, Section 2 of the Sand Hill Subdivision N19°49'17"E, 441.90 feet to an iron pipe; thence following the line common with the property herein described and the property now or formerly of Kinney and Johnson, trustees N24°38'06"E, 677.11 feet to an iron rod at the southerly right of way line of Sand Hill Road; thence following the southerly right of way line of Sand Hill Road the following courses: along a curve to the left having a radius of 159.00 feet an arc length of 58.63 feet, a chord distance of 58.30 feet, and a chord bearing of N89°29'12"E to an iron rod; thence N78°55'23"E, 104.77 feet to an iron rod at the intersection of southerly right of way line of Sand Hill Road and the south westerly right of way line of Interstate Route 64; thence following the south westerly right of way line of Interstate Route 64 the following courses: along a curve to the right having a radius of 28,497.89 feet an arc length of 2,005.99 feet, a chord distance of 2,005.57 feet, and a chord bearing of S40°58'22"E to an iron rod; thence S13°04'03"W, 62.18 feet to an iron rod; thence S59°46'58"E, 136.50 feet to an iron rod; thence along a curve to the right having a radius of 28,497.89 feet an arc length of 573.33 feet, a chord distance of 573.32 feet and a chord bearing of S38°02'47"E to an iron rod; thence leaving the south westerly right of way line of Interstate Route 64 and following the line common with the property herein described and the property now or formerly of Altizer the following courses: S32°01'54"W, 178.80 feet to an iron rod; thence S57°20'49"W, 161.50 feet to an iron T-bar; thence following the line common with the property herein described and the property now or formerly of Milton & Lee, Reilly and Jackson N56°00'33"W, 785.03 feet to an iron pipe; thence following the line common with the property herein described and the property now or formerly of Fieldstone Investment, LLC, said line being marked by painted and marked trees the following courses: N56°07'41"W, 1,326.91 feet to an iron pipe; thence S68°15'24"W, 259.77 feet to an iron T-bar; thence N86°43'56"W, 194.00 feet to a tree; thence N68°06'56"W, 179.71 feet to an iron T-bar; thence N72°18'56"W, 179.00 feet to an iron T-bar; thence N73°43'29"W, 159.47 feet to a Walnut Tree; thence following the line common with the property herein described and the property now or formerly of Mereau N66°08'23"E, 134.24 feet to a

Hickory Tree; thence following the line common with the property herein described and the property now or formerly of Burrell the following courses: N69°17'01"E, 91.38 feet to an iron rod; thence S77°00'33"E, 236.30 feet to an iron pipe; thence following the line common with the property herein described and Lot 10, Section 2 of the Sand Hill Subdivision S84°02'51"E, 105.35 feet and returning to the point of beginning.

**Legal Description for Massie Tract 2:**

All that certain piece or parcel of land situated in James City County, Virginia containing 41.95 acres more or less, designated as Tax Parcel #1310100008A by the James City County Assessors office and being shown as Tract 2 on a plat titled SURVEY OF PROPERTIES STANDING IN THE NAME OF FIELDSTONE INVESTMENT, LLC AS DESIGNATED BY PARCEL IDENTIFICATION NUMBERS: PIN: 1310100008A & PIN: 1310100019 dated 10-9-06 and prepared by LandTech Resources, Williamsburg, VA. and being more particularly described as follows:

Commencing at a Point on the northerly right of way line of Rochambeau Drive at its intersection with the easterly right of way line of Sand Hill Road; thence following the northerly right of way line of Rochambeau Drive in a south easterly direction approximately 823' feet to an iron pipe at the common corner of the property herein described and the property now or formerly of Bradby, said point being The True Point Of Beginning; thence from said Point Of Beginning, leaving the northerly right of way line of Rochambeau Drive and following the line common with the property herein described and the property now or formerly of Bradby N24°34'56"E, 537.26 feet to an iron pipe; thence N22°32'19"W, 165.63 feet to an iron pipe; thence following the line common with the property herein described and the property now or formerly of Bradby, Lapham and Carroll N70°42'20"W, 394.06 feet to an iron rod; thence following the line common with the property herein described and the property now or formerly of Sligh N25°11'45"E, 184.04 feet to a Walnut tree; thence following the line common with the property herein described and the Property now or formerly of Fieldstone Investment, LLC, said line being marked by painted and marked trees the following courses: S73°43'29"E, 159.47 feet to an iron T-bar; thence S72°18'56"E, 179.00 feet to an iron T-bar; thence S68°06'56"E, 179.71 feet to tree; thence S86°43'56"E, 194.00 feet to an iron T-bar; thence N68°15'24"E, 259.77 feet to an iron pipe; thence S56°07'41"E, 1,326.91 feet to an iron pipe; thence following the line common with the property herein described and the property now or formerly of Jackson the following two courses: S18°47'32"W, 447.68 feet to an iron pipe; thence S22°59'39"W, 531.17 feet to an iron pipe; on the northerly right of way line of Rochambeau Drive thence following the northerly right of way line of Rochambeau Drive the following courses: N62°43'32"W, 141.29 feet; thence following the centerline of a stream along a tie line course of N09°03'49"W, 297.36 feet to the intersection of two streams; thence following a tie line course of S52°28'21"W, 264.72 feet to a point; thence N62°43'32"W, 1,304.46 feet and returning to the point of beginning.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY  
This document was admitted to record on 12 Mar. 08  
at 9:55 AM/PM. The taxes imposed by Virginia Code  
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX LOCAL TAX ADDITIONAL TAX

\$ \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_  
TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

EXHIBIT "A"

All that certain lot, piece or parcel of land situate, lying and being in the County of James City, Virginia, and designated as N/P Jenway LP, which contains approximately 0.359 acres more or less, as shown on that certain plat entitled, "A PHYSICAL SURVEY OF PROPERTY LOCATED AT 112 INGRAM ROAD, JAMES CITY COUNTY, VIRGINIA FOR EVANS DEVELOPMENT CORPORATION, JAMES CITY COUNTY, VIRGINIA", prepared by LandTech Resources, Inc., Surveying, Mapping, Land Design, dated March 9, 2006 which plat is duly recorded in the Circuit Court Clerk's Office for the City of Williamsburg and County of James City, Virginia, simultaneously with and immediately prior hereto.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY  
This document was admitted to record on 11 Mar -08  
at 9:55 AM/PM. The taxes imposed by Virginia Code  
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
\$ _____	\$ _____	\$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk