

PROFFERS

Hampton Roads Development, L.L.C., as Applicant and successor Declarant to J. R. Chisman Development Co., hereby agrees to amend that certain Proffer Agreement dated March 22, 1995, executed by J. R. Chisman Development Co., as Owner, duly recorded in Deed Book 752, page 280 in the Clerk's Office of the Circuit Court of the City of Williamsburg and the County of James City, Virginia, as follows; and in the event of any conflict between the original Proffer Agreement and the following Proffers, the terms and conditions of the following Proffers shall prevail:

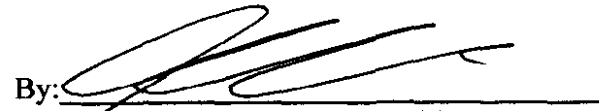
1. Relocated Open Space Conservation Easement. The amount of existing open space conservation easement, as provided in the Jamestown Hundred Subdivision final recorded plat which open space is between the Chapel and Jamestown Hundred Subdivision, will be retained and relocated adjacent to the Williamsburg Community Chapel's revised east, south and west property lines.
2. Number of Infill Dwelling Units. Jamestown Hundred Subdivision was approved for 106 lots as proffered in the 22 March 1995 Proffer Agreement for Jamestown Hundred Subdivision (Z-02-95/PR-0-53) and only 105 were platted. This proffer hereby amends the total number of lots from 106 to a revised total of 108 lots. The infill of the three (3) new lots and the lot line revisions will be in accordance with the 1996 Master Plan with 2003 Extension for Jamestown Hundred prepared by AES Consulting Engineers, dated October 14, 2003, with latest revision number 1 dated December 29, 2003.
3. Cash Contribution for Water System Improvements. A contribution of \$750.00 for each of the two (2) additional dwelling units developed from the addition of the .965 acres to the Subdivision shall be paid by Owner to the James City Service Authority prior to final subdivision plat approval in order to mitigate impacts on the County from the physical development and operation of the Subdivision. The James City County Service Authority may use these funds for development of alternative water sources or any project related to improvements to the James City Service Authority water system, the need for which is generated, in whole or in part, by the physical development and

operation of the Subdivision. The per unit contribution(s) paid in the year pursuant to this Section shall be adjusted annually beginning January 1, 2004 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84 = 100) (the "CPI) prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States Department of Labor. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in paragraph (a) this Section. The adjustment shall be made by multiplying the unit contribution for the preceding year by a fraction, the numerator of which shall be the CPI as of December 1 in the year preceding the calendar year most currently expired, and the denominator of which shall be the CPI as of December 1 of the preceding year, in the event a substantial change is made in the method of establishing the CPI, then the per unit contribution shall be adjusted based upon the figure that would have resulted had no change occurred in the manner of computing CPI. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI (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.

4. Cash Contributions for Route 5 Transportation District. The Owner shall contribute to the County the sum of one percent (1%) of the estimated sales price for each dwelling unit developed on the two (2) new lots and the County shall make these monies available to the Route 5 Transportation Improvement District for construction of alternate Route 5 or for any other project included in the County's Capital Improvement Plan, the need for which in whole or in part is generated by the development of the Undeveloped Property. Said contributions shall be payable only when, as and if the Owner conveys a lot within said area on which lot is located, a dwelling unit for which an initial certificate of occupancy has been issued by the County. Notice that such sum is due shall be recorded on all plats of subdivision approved after the date hereof.

5. Cash Contribution for Recreation Capital Improvements. In lieu of providing active recreational facilities on the property, the Owner shall make a contribution to the County of \$624.30 for use by the County for recreation capital improvements. The contribution shall be payable at the time of subdivision final plat approval.
  
6. Provisions of Existing Proffer Agreement. All of the remaining provisions of the existing Proffer Agreement dated 22 March 1995 for Jamestown Hundred Subdivision not amended herein shall remain in full force and effect.

HAMPTON ROADS DEVELOPMENT, L.L.C.  
 By: Virginia Enterprises, Inc., Manager

By:   
 George E. Fiscella, President

STATE OF VIRGINIA  
 CITY OF NEWPORT NEWS, to-wit:

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of January, 2004, by George E. Fiscella, President of Virginia Enterprises, Inc., a Virginia corporation, as Manager of Hampton Roads Development, L.L.C., a Virginia limited liability company, on behalf of the Company.

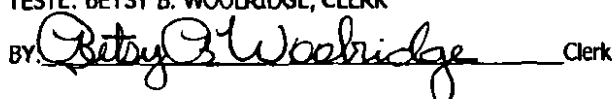
  
 NOTARY PUBLIC

My commission expires: March 31, 2007.

#880607 v4(Proffers)

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY  
 This document was admitted to record on 29 June 04  
 at 9:31 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:  Clerk

3 of 3

Prepared by:  
 Lawrence G. Cumming, Esq.  
 Kaufman & Canoles, P.C.  
 2236 Cunningham Drive  
 Hampton, VA 23666  
 (757) 224-2910

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT  
WILLIAMSBURG JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

DATE: 04/29/04 TIME: 09:01:27 ACCOUNT: 8906LR04001140E RECEIPT: 04100016656  
CASHIER: JHB REG: W045 TYPE: OTHER PAYMENT: FULL PAYMENT  
INSTRUMENT : 04001140E BOOK: PAGE: RECORDED: 04/29/04 AT 09:01  
GRANTED: HAMPTON ROAD DEVELOPMENT L L C EX: N LCC: 00  
GRANTEE: FRANKLIN ROAD DEVELOPMENT L L C EX: N PCT: 100X

AND ADDRESS :  
RECEIVED OF : JDDC

DESCRIPTION : \$16.00  
PROFFERS JAMESTOWN HUNDRED SUBDIVISION

PAGES: 0  
NAMES: 0  
MAP:

CONSIDERATION: .00 ASSUMED VAL: .00  
CODE DESCRIPTION: SALE CODE DESCRIPTION  
001 BEPDE 14.50 145 WELF

FAIR  
1.50

TENDERED : 15.00  
AMOUNT PAID: 15.00  
CHANGE AMT : .00

CLERK OF COURT: BETSY E. WOOLRIDGE

2004 APR 25 PM 2:42