

050 025873
PROFFERS

THESE PROFFERS are made this 10th day of March, 2005 by the WILLIAMSBURG REDEVELOPMENT AND HOUSING AUTHORITY and the JAMES CITY SERVICE AUTHORITY (together with their successors and assigns, the "Owners") and BAY AGING, INC., a Virginia Corporation (together with its successors and assigns, the "Purchaser").

RECITALS

- A. Owners are the collective owners of eight tracts or parcels of land located in James City County, Virginia, described as follows and hereinafter referred to as the "Property" , (see Attachment "A") :

<u>Address</u>	<u>JCC Tax Parcel</u>	<u>Approximate Acreage</u>
1) 4408 Ironbound Road	#3910100057	.138 acres
2) 4406 Ironbound Road	#3910100058	.138 acres
3) 4404 Ironbound Road	#3910100059	.138 acres
4) 4400 Ironbound Road	#3910800003	1.833 acres
5) 108 Carriage Road	#3910800004	.207 acres
6) 112 Carriage Road	#3910800001	.164 acres
7) 150 Carriage Road	#3910100064	2.748 acres
8) 120 Carriage Road	#3910800005	663 acres

- B. Owners have submitted to the County of James City, Virginia, (the "County") a master plan entitled "Master Plan for Rezoning Apartments for Senior Housing at Ironbound Square" prepared by AES Consulting Engineers dated February 22, 2005 (the "Master Plan") for the Property in accordance with the County Zoning Ordinance.
- C. Purchaser has contracted to purchase approximately 3.75 acres of the Property, designated as area "A" on the Master Plan (the "Senior Housing Parcel") conditioned upon the rezoning of the Property
- D. Owners have applied to rezone the Property from R-2 to MU Mixed Use District, with proffers
- E. Owners and Purchaser desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and the County Zoning Ordinance, Owners agree that they shall meet and comply with all of the following conditions in developing the Property, If the requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITIONS

1. **Density.** There shall be no more than 72 dwelling units on the Property, consisting of no more than 5 single family dwelling units ("Single Family Units") located in the portion of the Property with a Master Plan area designation of "A" and no more than 67 senior housing dwelling units ("Senior Housing Units") located in the portion of the Property with a Master Plan area designation of " D . The Senior Housing Units shall be limited to occupancy by elderly households, defined as a household including one or more persons 62 years of age or older.

2. **Water Conservation** Water conservation standards for the Property shall be submitted to and approved by the James City Service Authority. The Owners shall be responsible for enforcing these standards. The standards shall address such conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of approved landscaping materials and 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 James City Service Authority prior to final subdivision or site plan approval.

3. **Affordable Housing.** For a period of 20 years from the date the first Senior Housing Unit on the Property is placed in service all Senior Housing Units on the Property shall be occupied by individuals or families with at least one member 62 years of age or older and having an adjusted annual income no greater than 50% of the Area Median Income ("AMI") adjusted for family size as determined by the U.S. Department of Housing and Urban Development ("HUD). The Senior Housing Unit resident shall pay rent and utility expenses in accordance with HUD Section 202 Supportive Housing for the Elderly Program regulations ("HUD Regulations").

Three of the five Single Family Units developed on the Property shall be sold to households with incomes no greater than 80% of the AMI adjusted for household size as determined by HUD.

4. **Road Improvements** The Senior Housing Parcel Owner shall install, in accordance with Virginia Department of Transportation ("VDOT") recommendations, standards and specifications the following road improvements a curbed entrance from Carriage Road into the Senior Housing Parcel; curb, gutter, paving and sidewalks on the northern side of Carriage Road from

Ironbound Road to the intersection with Watford Lane as shown on the Master Plan.

The Senior Housing Parcel Owners shall dedicate to the County an unrestricted thirty foot (30') wide strip of land on the western property line, adjacent to the existing Ironbound Road right of way. The dedicated 30' strip shall run from the northern edge of the Carriage Road right of way to the southern edge of the Magazine Road right of way. This dedication shall be for the purpose of accommodating the planned widening of Ironbound Road. ■

The preceding road improvements and dedication shall be completed prior to issuance of any certificates of occupancy for dwelling units on the Senior Housing Parcel.

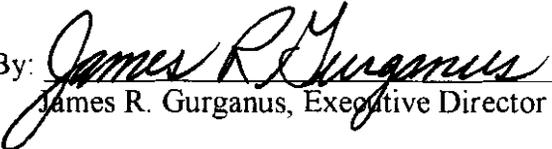
There shall be constructed in accordance with VDOT recommendations, standards and specifications, a left-turn lane for southbound Ironbound Road at the Carriage Road intersection, and a right turn radius from the northbound lane of Ironbound Road onto Carriage Road.

Left-turn lane and right turn radius shall be completed prior to issuance of any certificates of occupancy for dwelling units on the Senior Housing Parcel.

5. **Recreation.** Senior Housing Parcel Owners shall lease, at no cost to the County, approximately 1.2 acres located adjacent to the park on the Master Plan to the County for recreational use and will permit but not fund the improvements indicated on the Master Plan.
6. **Design Review.** Senior Housing Parcel Owners shall submit a preliminary site plan with preliminary building elevations for the Senior Housing Units to the New Town Design Review Board (“DRB”). Final building plans and site plan shall be consistent as determined by the DRB with the approved Preliminary Plans.

WITNESS the following signatures:

WILLIAMSBURG REDEVELOPMENT and HOUSING AUTHORITY

By: 
James R. Gurganus, Executive Director

JAMES CITY SERVICE AUTHORITY

By: Larry M. Foster
Larry M. Foster, General Manager

~~BAY AGING, INC.~~

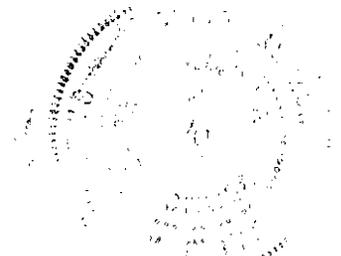
By: Kathy E. Vesley
~~Allyn W. Gemerck, President~~
Kathy E. Vesley, Chief Operating Officer

STATE OF VIRGINIA
CITY / COUNTY OF WILLIAMSBURG, to wit:

The foregoing instrument was acknowledged this 29th day of March
2005, by James R. Gurganus, WRHA Executive Director

My commission expires: 6/30/2005

[Signature]
Notary Public



STATE OF VIRGINIA
~~CITY~~ / COUNTY OF JAMES CITY, to wit

The foregoing instrument was acknowledged this 29th day of March,
2005, by Larry M. Foster, JCSA General Manager.

My commission expires: 12-31-08

[Signature]
Notary Public



STATE OF VIRGINIA

CITY / COUNTY OF Middlesex, to wit:

The foregoing instrument was acknowledged this
2005, by ~~Allyn W. Gernerik~~, Bay Aging, ~~Inc., President~~ of April
Kathy E. Vesley Chief Operating Officer

My commission expires 10/31/08

Lisa McFarland Walker
Notary Public

Prepared by the James City County Office of Housing and Community Development,
5248 Olde Towne Road, Suite 10, Williamsburg, VA 23188, (757) 220-1272

ATTACHMENT "A"

PARCEL 1

ALL THAT CERTAIN lot of land, situate in Jamestown District, James City County, Virginia, on the easterly side of Iron Bound Road and fronting thereon 40 feet and extending back between parallel lines a distance of 150 feet, and being the same property as that conveyed to Ruby Brown by deed dated 11 July 1960 and recorded 28 July 1960 in James City County Deed Book 75 at page 455; the said Ruby Brown having departed this life intestate on 25 March 1961 leaving as her sole heirs at law her husband, Percell H. Brown and her children Alice Bowens and Andrew Rodgers (a/k/a/ Andrew Brown); the said Percell H. Brown having departed this life March 6, 1973.

BEING the same property conveyed to the Williamsburg Redevelopment and Housing Authority from Eddie W. Givens and Zelda W. Givens by Deed dated February 7, 2003, recorded February 10, 2003 in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 030004283.

Also known as: 4408 Ironbound Road, Williamsburg, VA, PIN 3910100057

PARCEL 2

All that certain piece, parcel or tract of [land] situate, lying and being in Jamestown District, James City County, Virginia, being more fully bounded and described as follows: Beginning at a point on the easterly side of Ironbound Road where the property herein conveyed, the property of Ruby Brown, and said road converge; thence in an easterly direction along the line of the property hereby conveyed and that of Ruby Brown 150 feet, more or less, to a point where the property herein conveyed, the property of Ruby Brown and the property of Ernest Taylor converge; thence along the line of the property herein conveyed and that of Ernest Taylor in a southerly direction a distance of 40 feet, more or less, to a point where the property hereby conveyed, the property of Ernest Taylor, and the property of R. Brown converge; thence in a westerly direction along the line of the property herein conveyed and that of R. Brown 150 feet more or less, to a point on Ironbound Road where the property herein conveyed, the property of R. Brown and said road converge; thence in a northerly direction along said road 40 feet, more or less, to the point of beginning.

IT BEING the same property conveyed to Williamsburg Redevelopment and Housing Authority by deed dated March 5, 2004 from Kelvin Pressey, Sr., Keith Pressey, Sr., Brian Pressey, Sr., Marvin Pressey, Miranda Sadler, Janis Chisman, and Karen Pressey, also known as Karen P. Mcnair and recorded in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 040011774.

Also known as: 4406 Ironbound Road, Williamsburg, VA, PIN 3910100058

PARCEL 3

ALL THAT CERTAIN lot of land, situate in Jamestown District, James City County, Virginia, on the easterly side of Iron Bound Road, bounded and described as follows: Beginning at a point 12 feet north of the lot of William L. Parker on the easterly side of the Iron Bound Road; thence N 36° 10' E the distance of 40 feet; the said lot then extends back in an easterly direction between parallel lines the distance of 150 feet.

BEING the same property conveyed to Williamsburg Redevelopment and Housing Authority from Roberta V. Brown, by Deed dated March 26, 2003, recorded March 27, 2003, in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 030009068.

Also known as: 4404 Ironbound Road, Williamsburg, VA, PIN 3910100059

PARCEL 4

ALL THAT CERTAIN lot, piece or parcel of land situate, lying and being in Berkeley District, James City County, Virginia, shown as "78,765.37 SQ. FT. 1.808 ACRES" as set forth on that certain plat entitled, "A SURVEY FOR CONVEYANCE - EDMUND T. & JOSEPH I. BROWN TO NORCO, INC., A PARCEL OF LAND LYING IN JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA", made by L. V. Woodson & Associates, dated December 11, 1970, and recorded in Deed Book 129, page 320.

LESS AND EXCEPT that portion of Parcel II containing 16,422 square feet or 0.3774 acres conveyed by Norco, Inc. to the County of James City, Virginia, by Deed dated April 28, 1980 and recorded in James City County Deed Book 212, Page 192.

BEING the same property conveyed to the Williamsburg Redevelopment and Housing Authority by G-Square, Inc., a Virginia Corporation by final order in Law Case No. 10145 entered March 16, 2004, and in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Document No. 040174.

Also known as: 4400 Ironbound Road, Williamsburg, VA, PIN 3910800003

PARCEL 5

ALL THAT CERTAIN lot, piece or parcel of land, together with the buildings and improvements thereon and the appurtenances thereunto belonging or in anywise appertaining, lying, being and situate in Berkeley Magisterial District, James City County, Virginia, being a portion of a .73 acre

tract shown on a plat recorded in James City County, Plat Book 9, at page 36, entitled, "Plat Showing Proposed Subdivision of Parker Brothers Property Situated on Five Forks Road James City County, Virginia", and bounded and described as follows: BEGINNING at a point on the southerly side of a 20 foot right of way, said point being 250 feet from the intersection of said right of way with the right of way of Ironbound Road; thence, along the line of said 20 foot right of way and the property hereby conveyed S 54° 24' E a distance of 165 feet, more or less, to a point on the 20 foot right of way; thence, N 38° 58' E along the line of the property hereby conveyed and the property now or formerly belonging to the Grantors a distance of 52 feet, more or less, to a point, at which point the property now or formerly belonging to the Grantors and other property now or formerly belonging to the Grantees converge; thence N 53° 23' W along the line of the property hereby conveyed and the property now or formerly belonging to the Grantees herein a distance of 165 feet, more or less, to a point where the property hereby conveyed, the remaining lands of the Grantors and the other property of the Grantees herein converge; thence, S 38° 58' W along the line of the property hereby conveyed and the remaining lands of the Grantors to a point on the right of way, being the point of departure.

IT BEING the same property conveyed to the Williamsburg Redevelopment and Housing Authority by deed from Mary Elizabeth Parker by Louise Parker Jefferson, her attorney-in-fact, dated April 10, 2004 and recorded in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 040010323.

Also known as: 108 Carriage Road, PIN 3910800004

PARCEL 6

ALL THAT CERTAIN lot, piece or parcel of land, together with the appurtenances thereunto belonging or in anywise appertaining, lying, being and situate in Berkeley Magisterial District, James City County, Virginia being a portion of a 0.73 acre tract of land shown on a plat entitled "Plat Showing Proposed Subdivision of Parker Brothers Property situated on Five Fork James City County, Virginia", said plat being recorded in James City County in Plat Book 9, at page 36, being bounded and described as follows: Beginning at a point on the southerly side of a 20 foot right of way, said point being 340 feet from the intersection of said right of way with Ironbound Road at a point where the property hereby conveyed, the right of way and the remaining lands now or formerly of Alexander Parker and Mary Elizabeth Parker converge; thence along the line of the said 20 foot right of way and the property hereby conveyed S 54° 24' E a distance of 75 feet, more or less, to a point on the right of way, being the point where the property hereby conveyed, the 20 foot right of way and property now or formerly of H. L. Cooke converge; thence S 38° 58' W along the line of the property hereby conveyed and the remaining property now or formerly of Alexander Parker and Mary Elizabeth Parker, a distance of 100 feet, more or less, to the point of departure.

LESS AND EXCEPT:

ALL THAT CERTAIN lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Parcel A (New R/W and Exist. Public RW), on that certain plat entitled, "PLAT FOR CONVEYANCE AND DEDICATION OF R/W FROM: ALEXANDER & MARY ELIZABETH PARKER TO: JAMES CITY COUNTY, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA, dated December 17, 1979, recorded in Deed Book 202, Page 462.

BEING the same property conveyed to Williamsburg Redevelopment and Housing Authority from Angelette Lee Dennis by Deed dated June 5, 2003, recorded June 6, 2003 in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 030016909.

Also known as: 112 Carriage Road, PIN 3910800001

PARCEL 7:

Parcel A

All that certain lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Parcel A (New R/W), Parcel B (Exist. Private R/W) and Tract 2 on that certain plat entitled "PLAT FOR CONVEYANCE AND DEDICATION OF RIGHT-OF-WAY FROM: PERCELL ALVIN AND IRENE VIRGINIA BROWN, TO: JAMES CITY COUNTY, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA," dated January 1980; Job: J05-7-D made by Small Engineering, Inc., Williamsburg, Virginia, which said plat is attached hereto and made a part hereof.

Parcel B

All that certain lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Parcel A (New WW), Parcel B (Exist. Private R/W) and Tract 3 on that certain plat entitled "PLAT FOR CONVEYANCE AND DEDICATION OF RIGHT-OF-WAY FROM: BEATRICE AND LEONARD LEGUM TO: JAMES CITY COUNTY, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA," dated January 1980; Job: J05-7-E, made by Small Engineering, Inc., Williamsburg, Virginia, which said plat is attached hereto and made a part hereof.

Parcel C

All that certain lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Parcel A-I, A-2, and Tract 4 – Total Area of 2.9601 Acres, on

that certain plat entitled "PLAT FOR CONVEYANCE & DEDICATION OF R/W FROM: LYNWOOD & LOUISE PARKER JEFFERSON AND LATHANIAL PARKER TO: JAMES CITY COUNTY, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA," dated March 25, 1980; Job: JO5-56 & 64, made by Small Engineering, Inc., Williamsburg, Virginia, which said plat is made a part hereof by reference thereto, and recorded in Plat Book 36, Page 44.

LESS AND EXCEPT all that certain lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Part of Tract 4, 17,516 square feet or 0.4021 acres on that certain plat entitled, "PLAT FOR CONVEYANCE OF PART OF TRACT 4, FROM: JAMES CITY COUNTY, TO: NORCO, MC., BERKELEY DISTRICT, JAMES CITY COUNTY, VA.," dated July 30, 1980, Job No. JO5-56 & 64-2, made by Small Engineering, Inc., Williamsburg, Virginia, which said plat is attached hereto and made a part hereof.

Parcel D

All that certain lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Tract 5, 16,442 square feet or 0.3774 acres on that certain plat entitled, "PLAT FOR CONVEYANCE OF TRACT 5 FROM: NORCO, INC., TO: JAMES CITY COUNTY, BERKELEY DISTRICT, JAMES CITY COUNTY, VA," dated March 25, 1980, Job No. JO5-8-A-2 made by Small Engineering, Inc., Williamsburg, Virginia, which said plat is attached hereto and made a part hereof.

Parcels A, B, C and D being the same property conveyed to the Williamsburg Redevelopment and Housing Authority by deed from the County of James City, Virginia, a political subdivision of the Commonwealth of Virginia, dated July 7, 2004 and recorded in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 040017175.

Parcel E

All that certain lot, piece or parcel of land situate, lying and being in Berkeley District, James City County, Virginia, shown and designated as "PART OF TRACT 4, 17,516 SQUARE FEET, 0.4021 ACRES" on that certain plat entitled, "PLAT FOR CONVEYANCE OF PART OF TRACT 4, FROM: JAMES CITY COUNTY, TO: NORCO, INC., BERKELEY DISTRICT, JAMES CITY COUNTY, VA.," dated July 30, 1980, made by Small Engineering, Inc., and recorded in James City County Deed Book 212, Page 191.

Being the same property conveyed to the Williamsburg Redevelopment and Housing Authority by deed dated December 27, 2004 from G-Square, Inc., a Virginia Corporation and recorded in the Clerk's Office of the Circuit Court of the County of James City, Virginia as Instrument No. 040032115.

Parcel 7 properties are collectively known as: 150 Carriage Road, Williamsburg, VA, PIN 3910100064

PARCEL 8

All that certain lot, piece or parcel of land lying and situate in Berkeley District, James City County, Virginia, shown and designated as Parcel A (New R/W and Exist. Public WW) and Tract 1 (0.663 Acres more or less) on that certain plat entitled, "PLAT FOR THE CONVEYANCE AND DEDICATION OF R/W/ FROM: ALEXANDER & MARY ELIZABETH PARKER TO: JAMES CITY COUNTY, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA", dated December 17, 1979, made by Small Engineering, Inc., Williamsburg, Virginia.

IT BEING the same property conveyed to James City Service Authority by deed from the County of James City, Virginia dated July 23, 1996 and recorded in the Clerk's Office of the Circuit Court of the County of James City, Virginia in Deed Book 801, at page 109.

Also known as: 120 Carriage Road, Williamsburg, VA, PIN: 3910800005

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on Nov. 05
at 9:12 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