

050 001465

AMENDED AND RESTATED FORD'S

COLONY PROFFERS

These AMENDED and RESTATED FORD'S COLONY PROFFERS are made this 6th day of January, 2005 by REALTEC INCORPORATED, a North Carolina corporation (together with its successors and assigns, the "Owner").

RECITALS

A. Realtec is the owner and developer of the Ford's Colony at Williamsburg development containing approximately 2,781.49 acres and which is zoned R-4, Residential Planned Community, with proffers, and subject to a Master Plan heretofore approved by James City County.

B. Realtec has applied to amend its existing Master Plan to change the Master Plan area designations of certain areas shown on the existing Master Plan as shown on the amended Master Plan entitled 2004 Master Plan submitted to the County prepared by AES Consulting Engineers dated October 15, 2004 and described in the October 2004 Addendum to the Ford's Colony at Williamsburg Community Impact Statement in Support of the October 2004 Master Plan Amendment prepared by AES Consulting Engineers. Among the changes are the location of 50 single family residential lots in Section A-33 (the "Lots").

C. In connection with prior Master Plan amendments, Realtec has entered into and James City County has accepted

Amended and Restated Ford's Colony Proffers dated as of September 20, 2002 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in James City as Instrument No. 020024840 and Richard J. Ford has entered into and James City County has accepted Richard J. Ford/Ford's Colony Proffers dated as of September 29, 1995 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in James City Deed Book 757 at page 529 (together, the "Existing Proffers"). Realtec now owns the property subject to the Richard J. Ford/Ford's Colony Proffers referenced above.

D. In consideration of the approval of the amendment of its Master Plan, Owner desires to amend and restate the Existing Proffers as set forth below. If the requested amendment of Master Plan is not approved by James City County, these Amended and Restated Ford's Colony Proffers shall be void and the Existing Proffers shall remain unchanged, in full force and effect.

RESTATEMENT AND AMENDMENTS

1. Restatement. The Existing Proffers are hereby restated and incorporated herein by reference.

2. Community Impacts. Owner shall make a contribution of \$750.00 to the County for each of the Lots. Such contributions shall be used by the County to finance off-site road improvements

on News Road, Longhill Road and/or Centerville Road, for schools, libraries or for any other project included in the County's capital improvement program, the need for which is generated in whole or in part by the development of the Lots.

3. Emergency Services Contribution. Owner shall make a contribution of \$312.00 to the County for each of the Lots as herein provided. Such contributions shall be used by the County for emergency services purposes or for any other project included in the County's capital improvement program, the need for which is generated in whole or in part by the development of the Lots.

4. Water System Contribution. A contribution of \$796.00 for each of the Lots shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of the Lots. The JCSA may use these funds for development of alternative water sources or any project related to improvements to the JCSA water system, the need for which is generated in whole or in part by the physical development and operation of the Property.

5. Timing of Cash Contributions. The cash contributions required by Proffers 2 - 4 above for each of the Lots shall be paid at the time of final subdivision plat approval for such Lots.

6. Greenway Contribution. At the time of approval of the first final subdivision plat for any of the Lots, Owner shall

make a restricted contribution to the Williamsburg Land Conservancy of \$5,000.00 for use by the Williamsburg Land Conservancy for the acquisition of greenways and/or development of trails within existing greenways within James City County. On or before the first, second and third anniversaries of the approval of the first final subdivision plat of Lots, Owner shall make additional restricted contributions to the Williamsburg Land Conservancy of \$5,000.00 for use by the Williamsburg Land Conservancy for the acquisition of greenways and/or development of trails within existing greenways within James City County. A further condition of these contributions shall be that if for any reason the Williamsburg Land Conservancy is unable or unwilling to use the contributions for their intended purpose within four years of the date of the initial contribution, that the Williamsburg Land Conservancy shall transfer the funds contributed to it pursuant to this Condition to the County's greenway fund included in the County's capital improvement program for the acquisition of greenways and/or development of trails within existing greenways within James City County. If any contribution required by this Proffer is not made when due, the County shall not be obligated to approve subdivision plats or site plans until such contribution has been made.

7. Community Services Contributions. At the time of approval of the first final subdivision plat of any of the Lots,

Owner shall make a contribution to Housing Partnerships of \$4,000.00 for use by Housing Partnerships within James City County and a contribution of \$1,000.00 to the County's Neighborhood Connections program. On or before the first, second and third anniversaries of the approval of the first final subdivision plat of Lots, Owner shall make additional contributions to Housing Partnerships of \$4,000.00 for use by Housing Partnerships within James City County and additional contributions of \$1,000.00 to the County's Neighborhood Connections program. If any contribution required by this Proffer is not made when due, the County shall not be obligated to approve subdivision plats or site plans until such contribution has been made.

8. Water Conservation. The Owner shall be responsible for developing water conservation standards consistent with James City Service Authority and County Water Conservation Guidelines in effect as of the date hereof to be submitted to and approved by the James City Service Authority and subsequently for enforcing these standards. The standards shall address such water 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.

WITNESS the following signatures.

REALTEC INCORPORATED

By: [Signature]
Title: VICE PRESIDENT

STATE OF VIRGINIA

CITY/COUNTY OF Williamsburg

The foregoing instrument was acknowledged before me this 6th day of January, 2005 2004 Drew Mulhare as Vice President of Realtec Incorporated.

[Signature]
NOTARY PUBLIC

My commission expires: 31 March 2008

Prepared by:
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VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 27 Jan 05
at 11:35 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: [Signature] Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 01/27/05 TIME: 11:35:12 ACCOUNT: 830CLR050001465 RECEIPT: 05000002557
CASHIER: CHB RES: WD45 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 050001465 BOOK: PAGE: RECORDED: 01/27/05 AT 11:35
GRANTOR: REALTEC INCORPORATED EX: N LDC: CO
GRANTEE: JAMES CITY COUNTY EX: N PCT: 100%

AND ADDRESS :
RECEIVED OF : JCCO DATE OF DEED: 01/06/05

CHECK : \$16.00
DESCRIPTION 1: AMENDED PROFFERS SEC A-33 PAGES: 6
2: NAMES: 0

CONSIDERATION: .00 ASSUME/VAL: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
30: DEEDS 14.50 145 VSLF 1.50

TENDERED : 16.00
AMOUNT PAID: 16.00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

TURN TO:
FORNEY
S

DC-18 (1/80)

16.00

FILED
BETSY B. WOOLRIDGE
CLERK OF COURT

2005 JAN 26 AM 10:37

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