

✓ Prepared by/Return to:
 Kaufman & Canoles, P.C.
 4801 Courthouse Street, Suite 300
 Williamsburg, Virginia 23188

Parcel No. 4810100063

PROFFER AMENDMENT

✓ *Applicable to Tax Parcel No. 4810100063 (Boatwright Circle Property)*

THIS PROFFER AMENDMENT ("Amendment") is made this 18th day of April, 2013, by and between **WILLIAMSBURG LANDING, INC.**, a Virginia non-stock non-profit corporation, and/or its successors and assigns (collectively "WLI") (to be indexed as grantor), and **THE COUNTY OF JAMES CITY, VIRGINIA**, a political subdivision of the Commonwealth of Virginia ("County") (to be indexed as grantee), provides as follows:

RECITALS:

R-1. WLI is the owner of certain real property in James City County, Virginia, being more particularly described on EXHIBIT A attached hereto and made a part hereof (the "Boatwright Circle Property").

R-2. The Boatwright Circle Property is subject to that certain Proffer Agreement (the "Existing Proffers") dated April 30, 1993 and 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") at Deed Book 623 at Page 661.

R-3. The Boatwright Circle Property is subject to that certain special use permit dated May 3, 1993 and identified as SUP-0007-1993 (the "Existing SUP").

R-4. WLI has made application to the County pursuant to County Case Nos. Z-0001-2013 and SUP-0002-2013 (the "Applications") to amend the Existing Proffers and Existing SUP to increase the number of units permitted to be constructed in accordance with Condition No. 2 of the Existing Proffers by one (1) additional unit.

R-5. The provisions of the James City County Zoning Ordinance, Section 24-1, *et seq.* (the "Zoning Ordinance"), may be deemed inadequate for protecting and enhancing orderly development of the Boatwright Circle Property. Accordingly, WLI, in furtherance of the above-described application for rezoning, desires to proffer certain conditions which are limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection and enhancement of the development of the Boatwright Circle Property, in accordance with the provisions of Section 15.2-2303 *et seq.* of the Code of Virginia, as amended (the "Virginia Code") and Section 24-16 of the Zoning Ordinance.

NOW, THEREFORE, for and in consideration of the approval of the Applications set forth above by the County Board of Supervisors, and pursuant to Section 15.2-2303, *et seq.*, of the Virginia Code and Section 24-16 of the Zoning Ordinance, it is agreed that all of the following conditions shall be met and satisfied in developing the Boatwright Circle Property.

PROFFERS:

1. Amendment of Existing Proffers to Allow for Additional Unit (the "Additional Unit"). Condition No. 2 of the Existing Proffers is hereby amended and restated in its entirety as follows:

Independent living units shall be limited to a total of twenty-eight (28) units for the Undeveloped Property; however, such limitation shall not apply to the other uses hereby permitted.

2. Effect of this Amendment. As amended by this Amendment, the Existing Proffers and Existing SUP are hereby ratified and confirmed and all other terms of the Existing Proffers and Existing SUP shall remain in full force and effect.

3. Delegation of Subsequent Approvals. The County Board of Supervisors by accepting this Amendment is exercising its legislative function. While this Amendment and the Existing Proffers provide for subsequent approvals by the County or by its duly authorized designees appointed by the County, such subsequent approvals by any duly authorized designee of the County shall not include the exercise of any legislative function.

4. Severability. In the event that any clause, sentence, paragraph, section or subsection of this Amendment or the Existing Proffers shall be adjudged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Boatwright Circle Property or to any government agency is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, section or provision hereof.

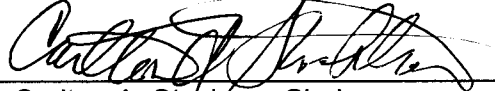
5. Successors and Assigns. This Amendment and the Existing Proffers shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

[SIGNATURE PAGE TO PROFFER AMENDMENT]

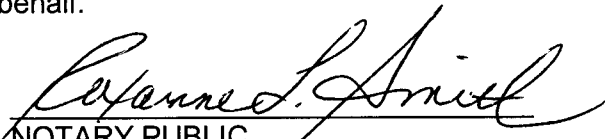
WITNESS the following signatures, thereunto duly authorized:

WILLIAMSBURG LANDING, INC.
a Virginia non-stock, not-for-profit corporation

By: 
Carlton A. Stockton, Chairman

COMMONWEALTH OF VIRGINIA
COUNTY OF JAMES CITY, to wit:

The foregoing instrument was acknowledged before me this 18th day of April, 2013 by Carlton A. Stockton as Chairman of the Board of Directors of Williamsburg Landing, Inc., a Virginia non-stock, not-for-profit corporation, on its behalf.


NOTARY PUBLIC

My commission expires: 10/31/2015

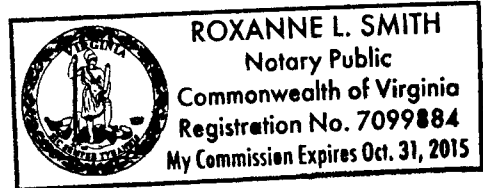


EXHIBIT A

All that certain tract or parcel of land situate in James City County, Virginia, and more particularly described as "13.9303 ACRES" as shown on that certain plat entitled "PLAT OF 1.8609 ACRES & 13.9303 ACRES, PARCEL "B" & PART OF PARCEL "C" (P.B. 39, PG. 20 & 21), BEING A SUBDIVISION OF PROPERTY OF AMERICAN RETIREMENT CORPORATION FOR CONVEYANCE TO WILLIAMSBURG LANDING, INC., JAMES CITY COUNTY, VIRGINIA", dated 12-14-92 and prepared by Stephen A. Romeo, Land Surveyor, Langley and McDonald, Engineers-Planners-Surveyors, a copy of which plat is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in Plat Book 56, Page 72.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 7-25-2013
at 11:57 AM, . 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



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 07/25/13 TIME: 11:57:12 ACCOUNT: 830CLR130017390 RECEIPT: 13000026785
CASHIER: ATA REG: WD02 TYPE: AMEND PAYMENT: FULL PAYMENT
INSTRUMENT : 130017390 BOOK: PAGE: RECORDED: 07/25/13 AT 11:57
GRANTOR: WILLIAMSBURG LANDING INC EX: N LOC: CO
GRANTEE: COUNTY OF JAMES CITY EX: N PCT: 100%
AND ADDRESS : N/A N/A, XX. 00000
RECEIVED OF : COUNTY OF JAMES CITY DATE OF DEED: 04/18/13
: \$.00
DESCRIPTION 1: AMEND PROFFER DB 623 PG 661 PAGES: 4 OP 0
2: NAMES: 0
CONSIDERATION: .00 A/VAL: .00 MAP:
PIN:
000 ** ZERO PAYMENT ** .00
TENDERED : .00
AMOUNT PAID: .00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

PAYOR'S COPY
RECEIPT COPY 1 OF 1