

## PROFFERS

These PROFFERS are made this 7 day of September 20 18 by BC SECURE HOLDINGS CORPORATION, together with his successors, heirs, and assigns (the "Owner").

## RECITALS

- A. The Owner is the owner of certain real property located in James City County, Virginia, containing approximately 7.40 acres, more or less, known as 8679 Pocahontas Trail and being more particularly described as Parcel Number (1-89) on Tax Map Number (52-3) (the "Property").
- B. The property is now zoned R-5 with proffers. The initial proffers are dated December 27, 1990, and were made by Cecil L. Lindsey, Jr., the then owner of the Property, and are recorded in James City Deed Book 507 at page 680 (the "Initial Proffers").
- C. The First Amended and Restated Proffers are dated May 27, 1999, and were made by Leonard Epstein, the then owner of the Property, and are recorded as Instrument Number 99015760.
- D. The Second Amended and Restated Proffers are dated June 12, 2012, and were made by Pedro Becerra-Cely, the then-owner of the Property, and are recorded as Instrument Number 120018922.
- E. The Owner desires to change the current Multifamily Residential District, R-5 zoning to Mixed Use, MU to conform to the demanding needs of the community and our already existing residents.
- F. There is no new residential component of the requested rezoning to the multi-use Mixed Use, MU District.

NOW, THEREFORE, the Proffers are hereby stated as follows:

1. There already exists on the Property an independent living and assisted living facility, including skilled nursing, of no more than one hundred and ten (110) units (the "Facility"). With minimal structural changes to the interior of the building, a medical office will be opened within the Facility for use by residents of the Facility and the surrounding communities. This change does not require the addition of residential units, or modification to the exterior of the building which will remain "as is." Uses on the Property shall be limited to those listed within this paragraph.
2. The occupancy of the Facility shall be restricted to elderly and/or handicapped households. For purposes of this proffer, elderly is defined as household heads age 55 and above. Handicapped persons shall meet the definition of handicapped set forth by the Social Security Administration. Also as part of this proffer, no persons under the age of eighteen (18) years shall be allowed to reside in the complex on a full-time basis.
3. There shall be no more than one (1) entrance into the Property, that entrance being from Magruder Avenue.

4. The Facility was designed and constructed, and will be maintained, in a manner that complies with all standards and regulations of the U.S. Department of Housing and Urban Development relative to the construction of Housing for Older Persons.
5. Development of the Property shall be consistent with the exhibit entitled "Colonial Manor Master Plan", (the "Exhibit") dated July 19, 2018. The Facility shall contain no more than one (1) story. A central kitchen and dining facility shall be provided for the use of the residents of the Facility.
6. There shall be a rear landscape buffer that screens the Facility from adjacent properties, which shall be located on the east edge of the Hampton Roads Sanitation District easement, as shown on the Exhibit.
7. All dumpsters and heating and cooling units shall be screened by landscaping or fencing.
8. Signage on the Property shall be limited to one sign, which shall be free-standing, ground mounted, and monument style.
9. There shall be a fifty (50) foot landscape buffer along Pocahontas Trail right-of-way, containing enhanced landscaping, so that the required number of plants equals up to 133 percent of the County's Landscaping Ordinance requirements with up to 33 percent of the required number of trees being evergreen.

WITNESS the following signature.

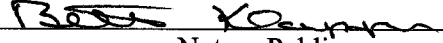
  
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 Pedro Becerra-Cely  
 President, BC Secure Holdings Corp.

**COMMONWEALTH OF VIRGINIA**  
**COUNTY OF JAMES CITY, to wit:**

INSTRUMENT 180014691  
 RECORDED IN THE CLERK'S OFFICE OF  
 WMSBG/JAMES CITY CIRCUIT ON  
 September 17, 2018 AT 02:36 PM  
 MONA A. FOLEY, CLERK  
 RECORDED BY: JLZ

The foregoing instrument was acknowledged before me this 7 day of September, 20 18 by Pedro Becerra-Cely, President, BC Secure Holdings Corp.

**Beth Klapper**  
 Notary Public No.: 7182762  
 Commonwealth of Virginia  
 My Commission Expires:  
12-31-20

  
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 Notary Public

My Commission expires on the 31 day of December, 20 20.

Registration No.: 7182762