

990002925

AMENDED AND RESTATED FORD'S  
COLONY PROFFERS

These AMENDED and RESTATED FORD'S COLONY PROFFERS are made this 24<sup>th</sup> day of January, 1999 by REALTEC INCORPORATED, a North Carolina corporation ("Realtec"), JAMES HERBERT NEW, MATTIE PAGE SPRATT, CHARLES G. NEW, JR., SUZANNE SEELY, REBECCA HENDRICKSON and MELINDA COX, owners of the property described on Exhibit A-3, C. C. CASEY LIMITED COMPANY, a Virginia limited liability company and owner of the property described on Exhibit A-1, and PAUL A. WILFORD, RUTH WILFORD CACCAVALE, MARY WILFORD-HUNT and CARL J. WILFORD, owners of the property described on Exhibit A-2. Realtec and each of the other signatories to these Proffers and their respective successors in title are hereinafter collectively referred to as "Owner".

RECITALS

A. Realtec is the owner and developer of the Ford's Colony at Williamsburg development containing approximately 2,512.21 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, with the consent of each other Owner, has applied to amend its existing Master Plan to include four tracts of land containing approximately 265 acres, which property is more particularly described on Exhibits A-1 through A-4 hereto (the "Additional Property") and to rezone the Additional Property to R-4.

FEB 16 0092

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 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 526 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 and the rezoning, Realtec, with the approval of the other Owners as evidenced by their signatures hereon, desires to amend and restate the Existing Proffers as set forth below. If the requested amendment of Realtec's 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. Additional Property. These Amended and Restated Proffers shall apply to the property now subject to the Existing

FEB 11 96 0093

Proffers and, in addition, to the Additional Property.

3. Archaeological Sites. A Phase I Archaeological Study for each parcel of the Additional Property shall be submitted to the Director of Planning for his review and approval prior to land disturbance in the applicable parcel. A treatment plan shall be submitted to and approved by the Director of Planning for all sites in the Phase I study that are recommended for a Phase II evaluation and/or identified as being eligible for inclusion on the National Register of Historic Places. If a Phase II study is undertaken such a study shall be approved by the Director of Planning and a treatment plan for said sites shall be submitted to and approved by the Director of Planning for sites that are determined to be eligible for inclusion on the National Register of Historic Places and/or those sites that require a Phase III study. If, in the Phase II study, a site is determined eligible for nomination to the National Register of Historic Places and said site is to be preserved in place, the treatment plan shall include nomination of the site to the National Register of Historic Places. If a Phase III study is undertaken for said sites, such studies shall be approved by the Director Of Planning prior to land disturbance within the study area. All Phase I, Phase II, and Phase III studies shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines' for Archaeological Documentation, as applicable, and shall be

FEB 11 65 0094

conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. All approved treatment plans shall be incorporated into the plan of development for the site, and the clearing, grading or construction activities thereon. If Owner undertakes any Phase II studies on the Additional Property it shall make available a portion of the artifacts for display in public buildings.

4. Endangered Plant Species. Owner shall cause surveys to be conducted of the Additional Property for endangered plant species. The location of any small whorled pogonias or Virginia least trillium located on the Additional Property shall be shown on all subdivision or other development plans of the Additional Property and Owner shall submit to the Director of Planning with any subdivision or development plan a conservation plan for such plants. The conservation plan shall provide for the conservation of such plants either through transplanting the plants to other suitable habitat within Ford's Colony or by preserving a 20 foot buffer around the plants and, if necessary planting additional overstory to shade the plants, all as determined by Owner consistent with its past practices at Ford's Colony. The conservation plan shall be approved by the Director of Planning before any land disturbing activity is allowed in the vicinity of the any small whorled pogonias or Virginia least trillium identified on the Additional Property.

5. Longhill Road Bike Lanes. Owner shall install shoulder

bike lanes within the existing rights-of-way adjacent to the right turn lanes Owner is installing at the entrances into Ford's Colony from Longhill Road at the time of construction of the right turn lanes. In addition, at the request of the County Administrator Owner shall convey to the County up to an additional 10 feet of right-of-way from the Additional Property along Longhill Road as necessary to accommodate a bike lane.

6. Longhill Road Buffer. The Owner shall designate a greenbelt buffer along the Additional Property's Longhill Road frontage in the locations shown on the Amended Master Plan. The buffer shall have a width of 150 feet unless reductions in the buffer to no less than 100 feet are approved by the Director of Planning, provided, however, that Owner shall have the right to appeal any decision of the Director of Planning refusing to approve reductions in the buffer to the Development Review Committee, whose decision shall be final. It is the intent of this provision to provide for a determination if existing or proposed topography, vegetation and/or building setbacks from Longhill Road provide sufficient buffer to satisfy the objectives of the County's greenbelt buffer policy. The greenbelt buffer shall be exclusive of any lots and, except as set forth below, shall be undisturbed. Utilities, drainage improvements, pedestrian/bicycle trails and signs as approved by the Owner and the Development Review Committee shall be permitted.

7. Off-Site Road Improvements. Owner shall make a contribution of \$750.00 to the County for each residential lot or

FEB 11 8 00 96

unit shown on final subdivision plats or site plans of the portion of the Additional Property described on Exhibits A-1 through A-3. Such contributions shall be used by the County to finance off-site road improvements on News Road, Longhill Road and/or Centerville Road or used by the County 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 Additional Property. Such contributions shall be made at the time of final subdivision plat or site plan approval for lots or units within the portions of the Additional Land described above.

8. New Town Buffer. Owner shall provide a 50 foot buffer along the boundary of the Additional Property and Section 13 of the New Town development. The buffer shall be exclusive of any lots and, except as set forth below, shall be undisturbed. Utilities and drainage improvements as approved by the Owner and the Development Review Committee shall be permitted.

9. Emergency Services Contribution. Owner shall make a contribution of \$312.00 to the County for each of the residential lots or units shown on final subdivision plats or site plans of the Additional Property as hereinafter 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 Additional Property. For the first 126 residential lots or units within the Additional

FEB 11 6 00 97

Property, such contributions shall be made at the time of final subdivision plat or site plan approval. For the balance of the residential lots or units within the Additional Property (assumed to be 242 lots or units), such contributions shall be made in five annual installments, consisting of four equal annual installments of \$15,100.80 and a final installment of the unpaid balance due under this Proffer. Payments shall be due beginning on the date one year from the date of final approval of the subdivision plat or site plan for the 126th lot or unit within the Additional Property and on each of the succeeding four anniversary dates of such approval. The final payment shall be equal to \$15,100.80 unless as of its due date either (i) the Additional Property has been fully developed and contains either more or less than 368 lots or units in which case the final payment shall be in an amount necessary to make the total payments under this Proffer equal to the actual number of lots or units on the Additional Property multiplied by \$312.00 or (ii) the Additional Property has not been fully developed but the Owner and the County agree that at full development the Additional Property will contain either more or less than 368 lots or units in which case the final payment shall be in an amount necessary to make the total payments under this Proffer equal the agreed upon number of lots or units on the Additional Property multiplied by \$312.00. The obligation of Owner to make the installment payments required by this Proffer shall be secured by the subdivision improvement surety posted by Owner

FEB 15 0098

with the County.

10. Conservation Easement. Within 90 days of the approval by the County of final subdivision plats for the portions of the Additional Property adjacent to Powhatan Creek, Owner shall (i) grant a conservation easement in form approved by the County Attorney to the Williamsburg Land Conservancy or another land conservancy organization acceptable to the County over the portions of Ford's Colony along Longhill Swamp, Chisel Run and Powhatan Creek generally as shown on Exhibit B hereto now estimated to contain in excess of 200 acres (the "Conservation Area") and (ii) convey the Conservation Area, subject to the conservation easement described in this Condition, to the Ford's Colony at Williamsburg Homeowners Association. The conservation easement described in this condition shall permit installation and maintenance of (i) passive recreational facilities, including but not limited to, nature trails, overlooks, bird watching towers and similar facilities, (ii) utilities and stormwater management facilities approved by the County Engineer and (iii) wetland mitigation projects as approved by the U.S. Army Corps of Engineers. In addition, the conservation easement over the Conservation Area shall be subject to the rights of the holders of all existing easements to exercise their rights under the applicable easement agreements.

11. Passive Recreation. Within three years from approval by the County of the applied for rezoning and the amendment of the Master Plan, a soft surface nature trail shall be

FEB 11 6 00 99



constructed within the Conservation Area to connect Recreation Park #10 as shown on the Amended Master Plan with John Pott Drive and a bird watching tower shall be constructed within the portion of the Conservation Area south of Williamsburg West Drive.

12. Greenway Contribution. At the time of approval of the first final subdivision plat of lots within the Additional Property, 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 within the Additional Property, 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

FEB 16 01 00

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.

13. Community Services Contributions. At the time of approval of the first final subdivision plat of lots within the Additional Property, 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 within the Additional Property, 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.

14. Miscellaneous. These Proffers shall be a part of the zoning regulations applicable to the Additional Property and the obligations hereunder run with title to the Additional Property. Upon the conveyance of the portions of the Additional Property owned by Owners other than Realtec to Realtec, Realtec and its successors in title to such Additional Property shall be bound by these Proffers and such other Owners shall have no further obligations under these Proffers.

WITNESS the following signatures.

REALTEC INCORPORATED

By: 

Title: VICE PRESIDENT OPERATIONS

STATE OF VIRGINIA

CITY/COUNTY OF WILLIAMSBURG

The foregoing instrument was acknowledged before me this 3rd day of February, 1999, by DREW R MUGHARCAS as VICE PRESIDENT of Realtec Incorporated.

  
NOTARY PUBLIC

My commission expires: 12/31/99

FEB 18 0102

James Herbert New  
JAMES HERBERT NEW

Mattie Page Spratt  
MATTIE PAGE SPRATT  
BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Charles G. New Jr.  
CHARLES G. NEW JR.  
BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Suzanne Seely  
SUZANNE SEELY  
BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Rebecca Hendrickson  
REBECCA HENDRICKSON  
BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Melinda Cox  
MELINDA COX  
BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

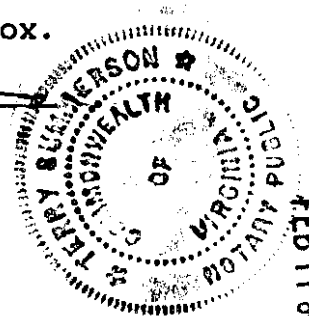
STATE OF VIRGINIA

CITY/COUNTY OF Fairfax

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of February, 1999, by James Herbert New, individually and as attorney-in-fact for Mattie Page Spratt, Charles G. New, Jr., Suzanne Seely, Rebecca Hendrickson and Melinda Cox.

[Signature]  
NOTARY PUBLIC

My commission expires: 03/31/00



FEB 18 0103

C.C. CASEY LIMITED COMPANY

By:

Robert T. Casey  
Title: Secretary

STATE OF VIRGINIA

CITY/COUNTY OF James City

The foregoing instrument was acknowledged before me this 5 day of February, 1999, by Robert T. Casey as Secretary of C.C. Casey Limited Company.

Debra Newberry  
NOTARY PUBLIC

My commission expires: Sept 30, 2000



FEB 18 0104

Paul A Wilford

PAUL A. WILFORD

Ruth Wilford Caccavale by Paul A. Wilford  
her attorney in fact.

RUTH WILFORD CACCAVALE

Mary Wilford-Hunt by Paul A. Wilford, her attorney  
in fact

MARY WILFORD-HUNT

Carl J. Wilford by Paul A. Wilford, her attorney  
in fact

CARL J. WILFORD

STATE OF VIRGINIA

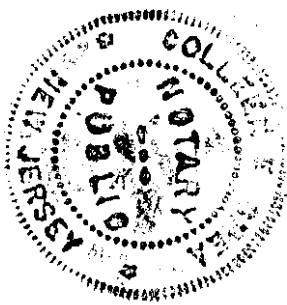
CITY/COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me this  
4<sup>th</sup> day of February, 1999, by Paul A. Wilford, individually and  
as attorney-in-fact for Ruth Wilford Caccavale, Mary Wilford-Hunt  
and Carl J. Wilford.

Colleen Shea

**COLLEEN E. SHEA** NOTARY PUBLIC  
A Notary Public of New Jersey  
My Commission Expires Dec. 28, 1999

My commission expires: \_\_\_\_\_



FEB 18 01 05

This document prepared by:  
Vernon Geddy, III  
Geddy, Harris & Geddy  
516 S Henry Street  
Williamsburg, VA 23185

Exhibit A-1

Description of Additional Property

**Casey Parcel**

All that certain lot or parcel containing 72 acres, more or less, shown and described as "Parcel C" on a plat entitled "CASEY PROPERTY PROPOSED WEST SIDE SUBDIVISION, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated 2/2/98 and made by AES Consulting Engineers of Williamsburg, Virginia.

FEB 18 01 06

Exhibit A-2

Description of Additional Property

**Wilford Parcel**

All that certain piece, parcel or tract of land containing 33 acres more or less, situate in James City County, Virginia, adjoining Mount Pleasant Grave Yard, and separated by an newly chopped line of trees, and bounded on the north by the land of P. W. Hiden; on the south and southeast by the land of J. S. New; and on the west by Powhatan Swamp.

All that certain tract or parcel of land, containing 45.1 acres, more or less, situate in James City County, Virginia, being a portion of a tract containing 152.6 acres which was partitioned among the heirs of J. S. New, deceased; the parcel hereby conveyed being bounded and described as follows: Beginning at a concrete monument on the western boundary line of the property now or formerly owned by Charles New and on the division line between the property now or formerly owned by Henley New and the parcel hereby conveyed; thence North  $58^{\circ} 15'$  West, passing a pine and an oak, 1685 feet to a stob on the boundary line of the property now or formerly owned by J. R. Austin; thence North  $59^{\circ} 15'$  East, 50.2 feet to a point, thence North  $36^{\circ} 00'$  East 178 feet to a 20 inch maple; thence North  $45^{\circ} 30'$  East 330 feet to an 8 inch ash; thence North  $39^{\circ} 45'$  East 170 feet to a 12 inch ash; thence north  $76^{\circ} 00'$  East 297 feet to a stob; thence South  $58^{\circ} 15'$  East 1441 feet to a concrete monument on the line between the property herein conveyed and that of the property now or formerly owned by P. H. Hiden; thence South  $41^{\circ} 30'$  West 1240 feet to a concrete monument, the point of beginning.

FEB 11 1950 0107



Exhibit A-3

Description of Additional Property

**New Parcel**

All that certain tract, or parcel of land, containing 45.1 acres and bounded and described as follows:

Beginning at a point designated by a concrete monument at the eastern corner of the said tract of land, thence south 77' 30" west 169 feet to a 16 inch gum; thence south 72' 20" west 205 feet to a point,, thence south 77' 00" west, passing a 4 inch pine and a 16 inch hickory 340 feet to a point; thence south 81' 15" west 176 feet to a 36 inch pine; thence south 84' 00" west, along a fence 723 feet to a point on the west side of the road; thence south 84' 30" west 293 feet to a point, thence south 76' 30" west 48 feet to a point, thence south 72' 30" west 247 feet to a large tree; thence south 70' 30" west 148 feet to a point; thence south 72' 00" west 200 feet to a point; thence south 65' 00" west 164 feet to a concrete monument; thence north 41' 30" east 980 feet to a concrete monument; thence same course 1240 feet to a concrete monument; thence south 58' 15" east 1898 feet to the point of beginning. Bounded on the northeast by the land of P. W. Hieden (Hiden); on the south by the lands of William A New's Estate; on the west by the parcels conveyed to Henly New and Drummond New.

FEB 11 8 0 108

Exhibit A-4

Description of Additional Property

**Carter Parcel**

That certain piece or parcel of land located in James City County shown and set out as Tax Parcel (31-3)(1-30) owned by Elizabeth Carter.

VIRGINIA, City of Williamsburg and County of James City, to Wit:

**PLAT ATTACHED**

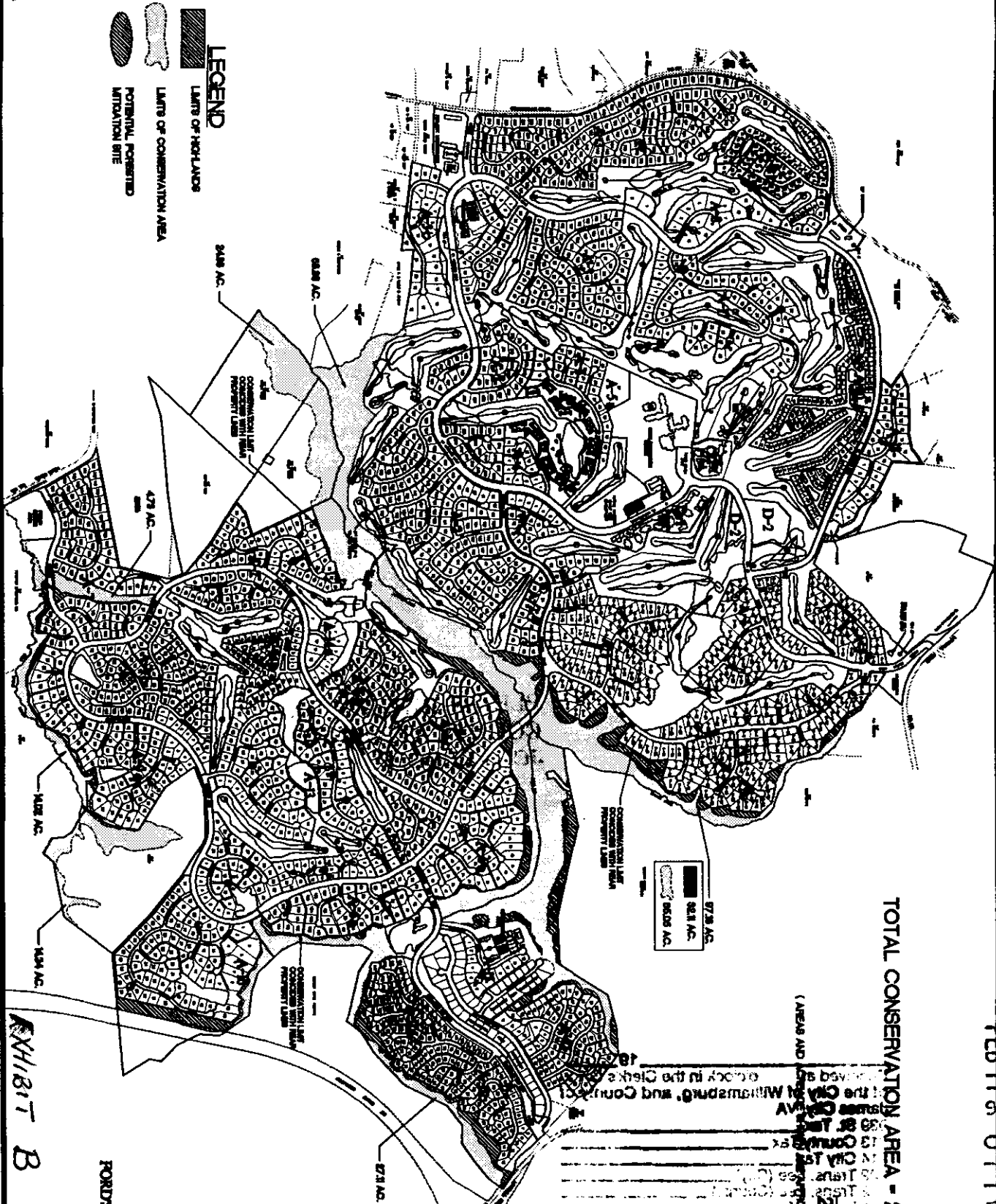
In the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City the Plat day of February 1979. This Amended Plat was presented with certificate annexed and admitted to record at 2:25 o'clock  
Teste: Helene S. Ward, Clerk  
by [Signature]  
Deputy Clerk

CLERK OF THE CIRCUIT COURT  
CITY OF WILLIAMSBURG  
COUNTY OF JAMES CITY  
COMMONWEALTH OF VIRGINIA

FEB 11 1979 0109

TOTAL CONSERVATION AREA - 2103 AC±

249 AC±  
74.3 AC±  
249.5 AC±



CONSERVATION AREA MAP  
FORD'S COLONY • WILLIAMSBURG

EXHIBIT B

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

DATE: 02/11/99 TIME: 14:26:35 ACCOUNT: 890CLR990002925 RECEIPT: 99000004557  
 CASHIER: CSF REG: WR04 TYPE: OTHER PAYMENT: FULL PAYMENT  
 INSTRUMENT : 990002925 BOOK: PAGE: RECORDED: 02/11/99 AT 14:25  
 GRANTEE: REALTEC INCORPORATED EX: N LOC: CD  
 GRANTEE: NEW, JAMES HERBERT EX: N PCT: 100%  
 AND ADDRESS : N/A N/A  
 RECEIVED OF : JAMES CITY COUNTY DATE OF DEED: 01/24/99  
 CHECK : \$28.00  
 DESCRIPTION 1: PARCEL C CASEY PROPERTY, AMENDED AND RE-  
 2: STATED FORS COLONY PROFFERS  
 CONSIDERATION: .00 MAP:  
 CODE DESCRIPTION PAID CODE DESCRIPTION PAID  
 301 DEEDS 24.00 145 VSLF 1.00  
 106 TECHNOLOGY FUND FEE 3.00  
 TENDERED : 28.00  
 AMOUNT PAID: 28.00  
 CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

DC-18 (7/93)

PLEASE RETURN TO:  
COUNTY ATTORNEY  
JCC - BLDG. C

2/11 19 99  
 Received at 2:00 o'clock in the Clerk's Office  
 of the City of Williamsburg, and County of  
 James City, VA.  
 039 St. Tax \_\_\_\_\_  
 213 County Tax \_\_\_\_\_  
 214 City Tax \_\_\_\_\_  
 222 Trans. Fee (City) \_\_\_\_\_  
 212 Trans. Fee (County) \_\_\_\_\_  
 301 Record. Fee 28.00  
 301 Plats \_\_\_\_\_  
 038 St. Tax \_\_\_\_\_  
 220 Local Tax (County) \_\_\_\_\_  
 223 Local Tax (City) \_\_\_\_\_  
 Misc. Fee \_\_\_\_\_  
 Total 28.00