

010020618

WINDSORMEADE PROFFERS

THESE PROFFERS are made as of this 12th day of September, 2001, by **VIRGINIA UNITED METHODIST HOMES, INC.**, a Virginia corporation (together with its successors and assigns, "VUMH") (index as a "grantor"); **C. C. CASEY LIMITED COMPANY**, a Virginia limited liability company (the "Owner") (index as a "grantor"); and the **COUNTY OF JAMES CITY, VIRGINIA** (the "County") (index as the "grantee").

RECITALS

R-1. Owner is the owner of certain parcels of real property in James City County, Virginia, portions of which parcels are more particularly described as "Parcel 1" and "Parcel 2" on EXHIBIT A attached hereto and made a part hereof "the Property".

R-2. Owner has contracted to sell certain interests in and to the Property to VUMH for development of a continuing care retirement community ("the Project") all of the buildings of which are planned to be located on Parcels "A" and "A-1" of Parcel 1 of the Property (the "Project Property").

R-3. A portion of "Parcel 1" of the Property designated on EXHIBIT A is currently subject to the New Town Proffers dated December 9, 1997, 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") as document no. 980001284 ("the New Town Proffers").

R-4. None of "Parcel 2" of the Property designated on EXHIBIT A is currently subject to the New Town Proffers.

R-5. The New Town Proffers provide for development of that portion of the Property which is subject to the New Town Proffers in accordance with a conceptual master land use plan entitled, "NEW TOWN PLAN" prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997, and revised December 8, 1997 (the "New Town Master Plan").

R-6. The New Town Proffers further provide for development of that portion of the Property which is subject to the New Town Proffers in accordance with design guidelines entitled "NEW TOWN DESIGN GUIDELINES, JAMES CITY COUNTY, VIRGINIA" prepared by Cooper, Robertson & Partners dated September 3, 1997 (the "New Town Design Guidelines").

R-7. In furtherance of the vision embodied in the New Town Master Plan and the New Town Design Guidelines, VUMH has applied for a rezoning of the Property from R-8 Rural Residential and R-8 Rural Residential with proffers, to MU, Mixed Use, with proffers. The rezoning of the Property to MU is in fact consistent both with the land use designation for the Property on the County's Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 24-514 of the County's Zoning Ordinance (the "Zoning Ordinance").

R-8. VUMH has submitted an updated Community Impact Statement which satisfies the requirements of Section 24-515(c) of the Zoning Ordinance and the New Town Proffers, which Community Impact Statement includes, without limitation, an updated Fiscal Impact Study which has been reviewed and approved by the County in connection with the rezoning request referenced above. The updated Community Impact Statement is on file with the County's Director of Planning.

R-9. Pursuant to subsection 2(b) of the New Town Proffers, there has been established a Design Review Board ("DRB") for development of the property subject to the New Town Proffers.

R-10. Pursuant to the New Town Proffers, the DRB is charged with the responsibility of rendering a written advisory recommendation to the County's Planning Commission and to the County's Board of Supervisors as to the general consistency with the New Town Master Plan and the New Town Design Guidelines of any proposed master plans and guidelines in future rezonings of the property subject to the New Town Proffers.

R-11. VUMH has previously submitted to the DRB, and the DRB has previously approved in writing, as consistent with both the New Town Master Plan and the New Town Design Guidelines: (1) a plan for variable width roadway improvements from Monticello Avenue to the Project entitled "PRELIMINARY LAYOUT WINDSORMEADE WAY, WINDSORMEADE OF WILLIAMSBURG, VIRGINIA UNITED METHODIST HOMES DATED DECEMBER 1, 2000" ("the WindsorMeade Way Plans"), (2) a master plan entitled "WINDSORMEADE OF WILLIAMSBURG, CONTINUING CARE RETIREMENT COMMUNITY, WILLIAMSBURG, VIRGINIA DATED JANUARY 19, 2001, REVISED APRIL 20, 2001 and July 19, 2001 (the "VUMH Master Plan"); and, (3) design guidelines entitled "WINDSORMEADE OF WILLIAMSBURG, A CONTINUING CARE RETIREMENT COMMUNITY BY VIRGINIA UNITED METHODIST HOMES, INC., MU MASTER PLAN AND DESIGN GUIDELINES DATED NOVEMBER 6, 2000", with amendments thereto dated May 3, 2001 (the "VUMH Guidelines"), copies of which WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Guidelines are on file with the County's Director of Planning.

R-12. The provisions of the Zoning Ordinance may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, VUMH, in furtherance of its

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application for rezoning, desires to proffer certain conditions in addition to the regulations provided for by the Zoning Ordinance for the protection and enhancement of the development of the Property, in accordance with the provisions of Section 15.2-2296 *et seq.* of the Code of Virginia (1950), as amended (the "Virginia Code"), Section 24-16 of the Zoning Ordinance and the New Town Proffers.

R-13. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the rezoning set forth above and approval of the WindsorMeade Way Plans, the VUMH Master Plan, the VUMH Guidelines and all related documents described herein, and pursuant to Section 15.2-2296 *et seq.* of the Virginia Code, Section 24-16 of the Zoning Ordinance, and the New Town Proffers, it is agreed that unless otherwise noted herein, all of the following conditions shall be met and satisfied in developing the Property. In the event the requested rezoning is not granted by the County, these Proffers shall thereupon be null and void.

#### CONDITIONS

1. Application of New Town Proffers, Master Plan and Design Guidelines. Unless otherwise specifically noted herein, these Proffers shall supercede and amend and restate in their entirety the New Town Proffers, the New Town Master Plan and the New Town Design Guidelines but only as to the Property.

2. Owner's Association. A supplemental declaration (the "Supplemental Declaration") shall be executed and recorded in the Clerk's Office to submit the Project Property to the applicable property owners association(s) for New Town (the "Association") and to the applicable Master Declaration of Covenants, Easements and Restrictions for such property in New Town, and the articles of incorporation and the bylaws governing the Association. In addition to

the Association, a separate owner's association for the Project Property may be organized to impose supplemental restrictive covenants on the Project Property. The Supplemental Declaration and any articles of incorporation, bylaws and declaration associated with a separate owner's association for the Project Property, if any, shall be submitted to and reviewed by the County Attorney for general consistency with this proffer.

3. Development, Process and Land Use.

(a) Development. All the Property (including, without limitation, Parcel 2) shall be developed in one or more phases generally in accordance with the WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Design Guidelines, including, but not limited to, the land uses, densities and design set forth therein; however, all of such development shall be expressly subject to such changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over such development.

(b) DRB Authority, Duties and Powers. The DRB shall review all subdivision plats, site plans, landscaping plans, architectural plans and elevations and other development plans for the Property for general consistency with the WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Design Guidelines and shall render an approval of such plans prior to their submission to the County Department of Development Management. The procedures for the design review process, including submission requirements and time frames, shall be set forth in rules adopted by the DRB from time to time. The County shall not be required to review any subsequent development plans not receiving the prior approval of the DRB. In reviewing applications, development plans and specifications, the DRB shall consider the factors set forth in the WindsorMeade Way Plans, the VUMH Master Plan and/or the VUMH Design Guidelines. The DRB may approve development plans that do not strictly comply with the WindsorMeade Way Plans, the VUMH Master Plan and/or the VUMH Guidelines if circumstances, including, but

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not limited to, topography, natural obstructions, hardship, economic conditions or aesthetic or environmental considerations, warrant approval. All structures and improvements on the Property shall be constructed generally in accordance with the approved plans and specifications as finally approved by the DRB.

(c) Procedures for Changes to the WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Design Guidelines. Applications may be made to the Planning Commission or the Board of Supervisors, as appropriate, to change the WindsorMeade Way Plans, the VUMH Master Plan and/or the VUMH Design Guidelines as hereinafter provided.

The County Planning Commission may approve all of such amendments after receiving written confirmation from the County's Director of Planning that the changes do not significantly alter the character of land uses or other features or conflict with any conditions placed on the approval of the rezoning, without any requirement that the Board of Supervisors approve any such changes.

No amendment of the WindsorMeade Way Plan, the VUMH Master Plan and/or the VUMH Design Guidelines which significantly alters the character of land uses or other features or conflicts with any conditions placed on approval of the rezoning as determined by the County's Director of Planning shall be effective unless approved by the County Board of Supervisors. In considering applications for such amendments, the County's Director of Planning, and the County Board of Supervisors shall consider all appropriate factors, including, but not limited to, changes in circumstances that may have occurred.

Any change or amendment shall apply after its effective date but shall not require modification or removal of any previously approved construction. The procedures for amendments to the WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Design

Guidelines, including submission requirements and time frames shall be set forth in rules adopted by the DRB, as in effect from time to time.

The DRB shall advise of either (i) the DRB's recommendation of approval of the submission, or (ii) the areas or features of the submission which are deemed by the DRB to be materially inconsistent with the applicable WindsorMeade Way Plans, the VUMH Design Guidelines and/or the VUMH Master Plan and the reasons for such finding and suggestions for curing the inconsistencies.

(d) Limitation of Liability. Review of and recommendations with respect to any application and plans by the DRB is made on the basis of aesthetic and design considerations only and the DRB shall not have any responsibility for ensuring the structural integrity or soundness of approved construction of modifications, nor for ensuring compliance with building codes or other governmental requirements, or ordinances or regulations. Neither VUMH, the Owner, the County, the DRB nor any member of the DRB shall be liable for any injury, damages or losses arising out of the manner or quality of any construction on the Property.

(e) Land Use. As a result of the rezoning sought in connection with these Proffers, "Table 1, Land Use and Density Tabulation: Residential, West Side" and "Table 2, Land Use and Density Tabulation: Non-Residential, West Side" shown on page 2 of the New Town Master Plan are hereby amended to reflect the densities and land uses specified in EXHIBIT B attached hereto. Except as hereby amended, the Tables and Charts on page 2 of the New Town Master Plan shall remain unchanged.

4. Limitation of Use of Proposed Right of Way of the Property. Subject to such changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over the same, the "Proposed Right of Way" area of the Property shall be limited in use to development of a roadway, parking, sidewalks, drainage, utilities,

median, landscaping, lighting, signage and like improvements generally as depicted on the WindsorMeade Way Plans until the adjacent property is rezoned by the County at which time any remaining property within said "Proposed Right of Way" area not developed as aforesaid may be utilized for such uses as permitted by and shall be otherwise governed by the subsequent rezoning of the adjacent property.

5. Traffic Study and Signal Improvements. In accordance with the requirements of Section 4 of the New Town Proffers, VUMH has submitted to the County an updated traffic study entitled "TRAFFIC STUDY FOR WINDSORMEADE OF WILLIAMSBURG (CASEY PROPERTY), JAMES CITY COUNTY, VIRGINIA", dated July 24, 2000, prepared by DRW Consultants, Inc., Midlothian, Virginia (the "Traffic Study"), which is on file with the County's Director of Planning. Notwithstanding the fact that the Traffic Study has determined that the level of service criteria as established by the New Town Proffers will be maintained after the development of the Project Property in accordance with the WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Design Guidelines, without further offsite road improvements, the owner of the Project Property shall pay to the County up to the sum of \$10,000.00 upon the installation of a traffic signal to be installed later by others at the intersection of WindsorMeade Way and Monticello Avenue which said sum shall be used by the County toward the installation of traffic signal pre-emption equipment on said signal. In the event the monies are not used by the County for the purposes designated within ten years from the date of receipt by the County, the amounts not used shall be returned to the then owner of the Project Property, without interest.

6. Pedestrian Connections. The owner of the Project Property shall install pedestrian connections on the Property both within the Project Property and along WindsorMeade



Way accessing the Project Property substantially as shown on the WindsorMeade Way Plans, the VUMH Master Plan and the VUMH Guidelines

7. Public Square at Entrance to Project. The WindsorMeade Way Plans and the VUMH Guidelines set forth a “Town Square” open for the use and enjoyment of the general public at the main entrance to the Project Property “to be developed and constructed by others.” To assure the subsequent construction of the same, no residential development of the property immediately adjacent to the entrance of the Project Property shall occur unless said “Town Square” is first constructed or, the owner of the property immediately adjacent to the entrance to the Project Property shall enter into an agreement with the County and furnish to and maintain with the County a certified check, bond with surety or letter of credit in the amount of One Hundred Thousand and No/100 Dollars in form satisfactory to the County, along with such other agreements which are satisfactory to and approved by the County Attorney, all as more particularly set forth in Section 19-72 of the County Code as written on the date hereof. Notwithstanding the aforesaid, the configuration, composition and location of the design of the “Town Square” may be modified as provided by the provisions of paragraph 3(c) hereof and shall be further expressly subject to such other changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over said area.

8. Entrance to Property from Jester’s Lane. The entrance/exit to/from the Project Property from/to Jester’s Lane shall be limited to emergency uses only and shall not be used for construction purposes.

9. Enhanced Landscaping Adjacent to Jester’s Lane. Within the setback for the Project Property immediately adjacent to existing improved lots which front on Jester’s Lane as shown on the VUMH Master Plan, enhanced landscaping shall be provided so that when counted, the landscaping retained plus additional landscaping provided shall equal up to 133% of the

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number of plantings otherwise required. Such landscaping plan and materials shall be approved by the County's Director of Planning..

10. Lighting Limitations Adjacent to Jester's Lane. All parking area, drive isle and building lighting within the area designated on the VUMH Master plan as "Proffered Area of Lighting Restrictions" adjacent to the existing improved lots which front on Jester's Lane shall be limited to fifteen (15) feet in height above finished elevation. All such lighting fixtures within said areas shall be horizontally mounted recessed fixtures with no lens, bulb or globe extending below the casing unless otherwise shielded by the case so that the light source is not directly visible from the side of the fixture.

11. Enhanced Buffer of Project From Route 199. Within the area one hundred fifty feet (150') in width adjacent to Route 199, and along the eastern portion of the Project Property, the owner of the Project Property shall provide additional landscaping and/or berms to provide an enhanced visual and sound buffer between the Project and Route 199. The plan and materials shall be approved by the County's Director of Planning as a part of the site plan approval for the independent dwelling units adjacent to Route 199 as shown on the VUMH Master Plan.

12. Water Conservation. The owner of the Project Property and the Association shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority ("the JCSA"). The Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use, if any, 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. Unless approved by the JCSA Board of Directors, no groundwater or water supplied by a public water system as defined in the

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Zoning Ordinance shall be used for irrigation of the Project Property. All such standards shall be approved by the JCSA prior to the approval of the first site plan for the Project Property.

13. Water Source: Cash Contribution. A contribution shall be made to the County by the owner of the Project Property in the amount of Six Hundred Twenty-five Dollars (\$625.00) for each independent dwelling unit developed within the Project Property and Five Hundred Dollars (\$500.00) per assisted living unit and nursing bed (the "Per Unit Contribution"). The County shall make these monies available for either development of water supply alternatives, or in the discretion of the Board of Supervisors of the County, any other project in the County's capital improvement plan, the need for which is deemed by the County to be generated by the development of the Project Property. In the event the monies are not used by the County for the purposes designated within ten years from the date of receipt by the County, the amounts not used shall be returned to the then owner of the Project Property, without interest.

A. Such contributions shall be payable for each of the independent dwelling units, the assisted living units and the nursing beds developed within the Project Property at the time of final site plan approval by the County for the particular independent dwelling unit, assisted living unit or bed or grouping, phase or section of independent dwelling units, assisted living units or beds.

B. The Per Unit Contribution(s) paid in each year shall be adjusted annually beginning January 1, 2003 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84 = 100) (the "CPI") prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States Department of Labor. In no event shall the Per Unit Contribution be adjusted to a sum less than Six Hundred Twenty-five Dollars (\$625.00) per independent dwelling unit and Five Hundred Dollars (\$500.00) per assisted living unit and nursing bed. The adjustment

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shall be made by multiplying the Per Unit Contribution for the preceding year by a fraction, the numerator of which shall be the CPI as of December 1 in the year preceding the calendar year most currently expired, and the denominator of which shall be the CPI as of December 1 in the preceding year. In the event a substantial change is made in the method of establishing the CPI, then the Per Unit Contribution shall be adjusted based upon the figure that would have resulted had no change occurred in the manner of computing CPI. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI shall be relied upon in establishing an inflationary factor for purposes of increasing the Per Unit Contribution to approximate the rate of annual inflation in the County.

14. Age Restrictions. Prior to issuance of a building permit for the Project Property, there shall be submitted to the County restrictions to be recorded against title to the Project Property restricting permanent residency within the Project Property to residents over the age of eighteen (18) (or such higher age as determined by the owner of the Project Property in accordance with applicable law); provided, however, this age restriction may be amended from time to time or otherwise qualified to ensure compliance with applicable local, state and federal laws and regulations governing age restricted housing and the Federal Fair Housing Act, as amended from time to time.

15. Archaeological Study. A Phase I Archaeological Study for the Property site shall be submitted by the owner of the Project Property to the Director of Planning for his review and approval prior to land disturbance. 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 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 shall be adhered to during the clearing, grading and construction activities thereon.

16. Small Whorled Pogonias. The owner of the Project Property shall cause surveys to be conducted of the Project Property for small whorled pogonias. The location of any small whorled pogonias located on the Project Property shall be shown on all subdivision or other development plans of the Project Property. Before any land disturbing activity is allowed in the vicinity of the small whorled pogonias identified on the Project Property, a conservation plan shall be prepared by the owner of the Project Property in accordance with state and federal laws applicable to the Project Property at the time of development of the conservation plan and said conservation plan shall be submitted for information purposes to the Director of Planning.

17. Drainage. All run-off from the impervious areas within the hatch-marked area of the Project Property shown on the Stormwater Management Master Plan section of the VUMH

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Master Plan shall be collected and treated within the area designated on said plan as “Proposed Stormwater/Irrigation Pond, Drainage Area = 156.9 Acres.”

18. Noise. The Project Property shall comply with the County’s noise ordinance set forth in Section 15-20 of the County’s Code notwithstanding that, once rezoned, the Project Property will not be located in a “residential-zoned” area.

MISCELLANEOUS PROVISIONS

19. Void if Rezoning not Approved. In the event the requested rezoning is not approved by the County, these Proffers shall be null and void.

20. Severability. In the event that any clause, sentence, paragraph, section or subsection of these 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 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.

21. Conflicts. In the event there is a conflict between: (1) these Proffers, the WindsorMeade Way Plan, the VUMH Master Plan and the VUMH Guidelines; and (2) the New Town Proffers, the New Town Master Plan and the New Town Guidelines, then these Proffers, the WindsorMeade Way Plan, the VUMH Master Plan and the VUMH Guidelines shall govern.

In the event that there is any conflict between these Proffers and the Zoning Ordinance, the conflict shall be resolved by the County's Zoning Administrator subject to the appeal process to the Board of Supervisors and the Courts or as otherwise provided by law.

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22. Conditions Applicable Only To The Project Property. Notwithstanding anything in these Proffers to the contrary, the failure to comply with one or more of the conditions herein in developing the Project Property shall not affect the rights of the Owner and its successors in interest to develop its other property in accordance with the other applicable provisions of the County Zoning Ordinances.

23. Successors and Assigns. These Proffers shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns. Any obligations of VUMH hereunder shall be binding upon and enforceable against any subsequent owner or owners of the Project Property or any portion thereof.

24. Owner Consent. Owner joins in these Proffers to evidence its consent thereto.

25. Signature by County. The County's Director of Planning has executed these Proffers solely for purpose of confirming the filings and submissions described herein and confirming approval by the Board of Supervisors of the rezoning of the Property with these Proffers by Resolution dated October 23, 2001.

26. Headings. All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

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WITNESS the following signatures, thereunto duly authorized:

VIRGINIA UNITED METHODIST HOMES, INC.

By: Wm. Joseph Fink  
Its: President

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

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of September, 2001 by Wm. Joseph Fink as President of Virginia United Methodist Homes, Inc.

July M. Walker  
NOTARY PUBLIC

My commission expires: 9-30-04



NOV-9 0017

C.C. CASEY LIMITED COMPANY

By:

Its:

Robert T. Casey  
SECRETARY

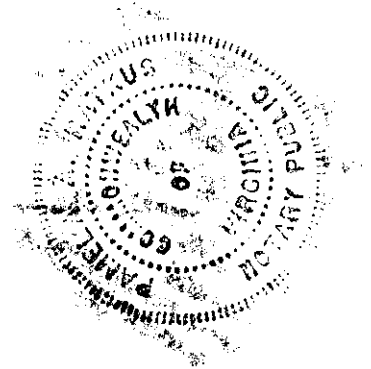
STATE OF VIRGINIA

CITY/COUNTY OF James City, to wit:

The foregoing instrument was acknowledged before me this 28 day of SEPTEMBER, 2001 by ROBERT T. CASEY as SECRETARY of C. C. Casey Limited Company.

Frank A. Rusk  
NOTARY PUBLIC

My commission expires: 7-31-05



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THE COUNTY OF JAMES CITY, VIRGINIA

By: *O.M.S.*  
Name: O.M. Sowers, Jr.  
Title: Planning Director

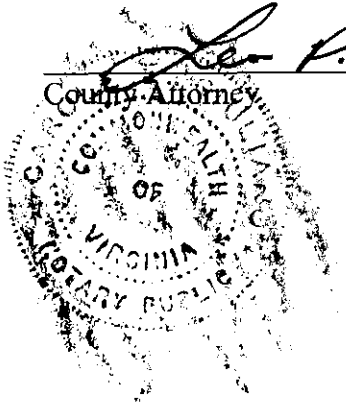
STATE OF VIRGINIA  
CITY/COUNTY OF James City, to wit:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of November, 2001 by O. MARVIN SOWERS as PLANNING DIRECTOR for the County of James City, Virginia.

*Carole C. Giuliano*  
NOTARY PUBLIC

My commission expires: May, 31, 2001

APPROVED AS TO FORM:  
*Lee P. Lopez*  
County Attorney



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EXHIBIT A

PARCEL 1

All those certain lots, pieces or parcels of land located in the County of James City, Virginia, and being designated as "PARCEL A 4,159,372 S.F. 95.49 Ac. ±", "PARCEL A-1 454,992 S.F. 10.45 Ac. ±" and "PROPOSED RIGHT-OF-WAY 471,733 S.F. 10.83 Ac. ±" on that plat entitled "CASEY PROPERTY, NEW TOWN, PROPOSED WEST SIDE SUBDIVISION OWNER/DEVELOPER: C.C. CASEY LIMITED COMPANY, BERKELEY DISTRICT JAMES CITY COUNTY VIRGINIA", dated 2/2/98, last revised 1/19/01, prepared by AES Consulting Engineers, a copy of which plat is on file with the James City County Director of Planning.

PARCEL 2

All that certain lot, piece or parcel of land, lying and being in James City County, Virginia, shown and set forth as Parcel A on that certain plat of survey entitled, "BOUNDARY LINE AGREEMENT BETWEEN THE PROPERTIES OF ROBERT E. BERRY (PARCEL A) AND SHIRLEY H. CASEY (PARCEL B) AND JOE E. & DOROTHY R. WILSON (PARCEL C), JAMES CITY COUNTY, VIRGINIA", dated June 6, 1998 and made by Walters Land Surveying, Ltd., which plat of survey has been recorded prior hereto and is made a part hereof by reference. (PB 72, Pg 40).

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EXHIBIT B

CASEY NEW TOWN WEST SIDE  
 REVISED RESIDENTIAL LAND USE AND DENSITY TABULATION  
 (INCLUDES BERRY PROPERTY - PARCEL 2 OF THE PROPERTY)

SECTION	PERMITTED USE	SECTION AREA IN ACRES	DEVELOPABLE AREA	MAXIMUM DWELLING UNITS (D.U.)	DENSITY D.U./ACRE
11	E, G, C, D, M (CE) (CG) (GI), I, J	19.1	19.1	0	0
12	A, B, C, D, I, J	59.6	50.5	216	3.6
VUMH	A, B, C, D, M, (I D C E), E, I, J	106	85.2	343	3.3
F.C.	A	71.5	56.9	94	1.3
<b>Subtotal</b>		<b>256.2</b>	<b>211.7</b>	<b>653</b>	

CASEY NEW TOWN WEST SIDE  
 REVISED NON-RESIDENTIAL LAND USE AND DENSITY TABULATION  
 (INCLUDES BERRY PROPERTY - PARCEL 2 OF THE PROPERTY)

SECTION	PERMITTED USE	SECTION AREA	DEVELOPABLE AREA	MAXIMUM NON-RESIDENTIAL SQUARE FOOTAGE	DENSITY SF/ACRE
11	E, G, C, D, M (CE) (CG) (GI), I, J	19.1	19.1	149,600	7,833
12	A, B, C, D, I, J	59.6	50.5	0	0
VUMH	A, B, C, D, M, (I D C E), E, I, J	106	85.2	34,100	322
F.C.	A	71.5	56.9	0	0
<b>Subtotal</b>		<b>256.2</b>	<b>211.7</b>	<b>183,700</b>	

NOTE: RESIDENTIAL UNITS AND NON-RESIDENTIAL SQUARE FOOTAGE NOT UTILIZED WITHIN THE PARTICULAR SECTIONS INDICATED, MAY BE TRANSFERRED TO OTHER SECTIONS OF THE NEW TOWN MASTER PLAN IF APPROVED BY THE DRB AND THE OWNERS OF THE AFFECTED SECTIONS.

"F.C." means "Ford's Colony"

#6009756 v20 - VUMH Proffers

VIRGINIA: City of Williamsburg and County of James City, to Wit:  
 In the Clerk's Office at the Circuit Court for the City of Williamsburg and County of James City the 9 day of Nov, 2001 this Proffer was presented with the certificate annexed and admitted to record at 9:06 AM o'clock.  
 Teste:  
 By: Debra J. Woodbridge  
 Deputy Clerk

NOV-9 2001

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

DATE: 11/09/01 TIME: 09:09:57 ACCOUNT: 830CLR010020618 RECEIPT: 01000033492  
CASHIER: CHB REG: W104 TYPE: OTHER PAYMENT: FULL PAYMENT  
INSTRUMENT : 010020618 BOOK: PAGE: RECORDED: 11/09/01 AT 09:06  
GRANTOR: VIRGINIA UNITED METHODIST HOMES INC EX: N LOC: CD  
GRANTEE: COUNTY OF JAMES CITY EX: N PCT: 100X

AND ADDRESS :  
RECEIVED OF : JCCD DATE OF DEED: 09/12/01  
CHECK : \$31.00

DESCRIPTION 1: PROFFERS WINDSORMEADE PAGES: 21  
2: NAMES: 0  
MAP:

CONSIDERATION: .00 ASSUME/VAL: .00  
CODE DESCRIPTION PAID CODE DESCRIPTION PAID  
301 DEEDS 29.50 145 VSLF 1.50

TENDERED : 31.00  
AMOUNT PAID: 31.00  
CHANGE AMT : .00

CLERK OF COURT: BETSY WOOLRIDGE

PLEASE RETURN TO:  
COUNTY ATTORNEY  
JCC - BLDG. C