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PROFFERS

COLONIAL HERITAGE AT WILLIAMSBURG

THESE PROFFERS are made this 7th day of November, 2001, by and among:

U.S. HOME CORPORATION, a Delaware corporation ("U.S. Home") (to be indexed as grantor) and

VAJACK, LLC, a Virginia limited liability company ("Vajack") (to be indexed as grantor) and

MASSIE CORPORATION, a Virginia corporation ("Massie Corp.") (to be indexed as grantor) and

L. WALLACE SINK, Trustee of the Marital Trust under the Will of David W. Ware, deceased ("Sink") (to be indexed as grantor), and

THE COUNTY OF JAMES CITY, VIRGINIA ("County") (to be indexed as grantee), provides as follows:

Prepared by: Kaufman & Canoles, P.C.
1200 Old Colony Lane
Williamsburg, VA 23187

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RECITALS:

R-1. Vajack is the owner of certain real property located in the County of James City, Virginia, containing 470± acres, more particularly described on **Exhibit A** attached hereto and made a part hereof.

R-2. Vajack is the owner of certain real property located in the County of James City, Virginia, containing 2.68± acres, more particularly described on **Exhibit B** attached hereto and made a part hereof. The property described on **Exhibits A and B** is referred to collectively herein as the "Vajack Property." Vajack is the successor in interest in the Vajack Property to Jack L. Massie and Virginia M. Massie, husband and wife ("Massies").

R-3. Massie Corp. is the owner of certain real property located in the County of James City, Virginia, consisting of 94± acres, more particularly described on **Exhibit C** attached hereto and made a part hereof (the "Massie Corp. Property").

R-4. Sink is the owner of certain real property located in the County of James City, Virginia, containing approximately 180± acres, more particularly described on **Exhibit D** attached hereto and made a part hereof (the "Ware Trust Property").

R-5. The real property described on Exhibits A through D inclusive shall be referred to collectively herein as the "Property".

R-6. U.S. Home is the contract purchaser of the Property.

R-7. Vajack, Massie Corp., Sink, U.S. Home and their collective successors and assigns who own record title to all of the Property and subsequent purchasers of Residential

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Units (as hereinafter defined) and non-residential areas are referred to collectively herein as the "Owners". The term "Residential Unit(s)" as used herein shall be defined as any residential dwelling, house, condominium or other unit.

R-8. The Massies, prior to conveyance of the Vajack property, joined in the filing of an Application for rezoning (the "Application") of the Property. The Application has been designated by the County as Case No. Z-04-00/MP-01-01.

R-9. U.S. Home, Sink, Massie Corp. and the predecessors in title to Vajack have requested in the Application that the Property be rezoned to MU – Mixed Use district as described by Section 24-514 *et seq.* of the County's zoning ordinance in effect on the date hereof ("Zoning Ordinance") in order to permit the construction of an age restricted residential community and non-residential development.

R-10. The provisions of the Zoning Ordinance, Section 24-1, *et seq.* possibly may be deemed inadequate for protecting and enhancing orderly development of the Property in accordance with the County Comprehensive Plan. The Owners, in furtherance of the Application, desire to proffer certain conditions which, among other things, provide for some of the types of benefits specified in the low density residential provisions of the comprehensive plan and in the Cluster Development Standards and density bonus provisions of the Zoning Ordinance applicable to R-1, R-2 and R-5 districts that should be provided for densities greater than one dwelling unit per acre. These conditions are specifically 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 Property, in accordance with the provisions of

Section 15.2-2296 *et seq.* of the Code of Virginia (1950), as amended (the "Virginia Code"), and Section 24-16 of the Zoning Ordinance.

R-11. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

R-12. Phase I, II and III Archaeological Studies have been performed on the Vajack Property and the Massie Corp. Property and those studies with treatment plans required pursuant to paragraph 2 below have been approved by the County Director of Planning.

R-13. Copies of each of the Studies referenced in Recital paragraph R-12 and paragraph 2 below are on file in the office of the County Director of Planning.

R-14. A Community Impact Statement has been submitted to the County Director of Planning for review and approval by the County in connection with the rezoning request referenced above, and is on file in the office of the County Director of Planning. The County hereby acknowledges that the Community Impact Statement described above has been submitted and is on file in the office of the County Director of Planning.

NOW, THEREFORE, for and in consideration of the approval by the County of the rezoning of the Property, and pursuant to Section 15.2-2296 of the Virginia Code and Section 24-16 of the Zoning Ordinance, the Owners agree that they shall meet and comply with the following conditions and proffers as indicated in developing the Property.

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PROFFERS:

SECTION I. Proffers Applicable to All Property.

1. Binding Master Plan. The Property shall be developed generally in accordance with a Master Plan of Development pursuant to Section 24-515(b) of the Zoning Ordinance entitled "Master Plan of Colonial Heritage at Williamsburg" made by AES Consulting Engineers and Land Design, Inc. and Williamsburg Environmental Group, Inc., dated November 1, 2000, and revised April 2, 2001, May 29, 2001, and November 1, 2001, which is incorporated by reference (the "Master Plan"). The Master Plan provides only for the general location of proposed streets, the general location of proposed areas of open space, buffer areas, recreation facilities, densities, and types of land use, and the general location of proposed areas for golf fairways, greens, drainage facilities, pedestrian connectivity and other amenities. Development plans may deviate from the Master Plan if the Planning Commission concludes after reviewing written comments from the Planning Director that the plan does not significantly alter the character of land uses or other features or conflict with any conditions placed on the approval of the rezoning. The County hereby acknowledges that the Master Plan described above has been submitted to and is on file in the office of the County Director of Planning. Prior to or concurrent with submission of development plans for each land bay within the Property, the Owners shall receive approval from the County's Director of Planning of a more detailed master plan for each land bay describing the dwelling unit and commercial land use types and layout for each land bay.

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2. Archaeological Study. A Phase I Archaeological Study for the entire site shall be submitted 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.

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3. Traffic.

A. U.S. Home has submitted to the Office of the County Director of Planning and the Virginia Department of Transportation ("VDOT") a traffic analysis dated October 23, 2000 entitled: "Traffic Analysis for U.S. Homes Site on Richmond Road" prepared by DRW Consultants, Inc. (the "Traffic Study"). The Traffic Study is on file with the County Department of Planning.

B. The following entrance and road improvements ("West Crossover Improvements") shall be installed to VDOT standards and specifications:

(1) A traffic signal at the west crossover as shown and defined in the Traffic Study (hereinafter "West Crossover").

(2) Construction of double left turn lanes on westbound Richmond Road at the West Crossover.

(3) Construction of a right-turn lane on eastbound Richmond Road at the West Crossover.

(4) Construction of three (3) exit lanes and two (2) entrance lanes at the site entrance at the West Crossover.

(5) Construction of a left-turn lane on eastbound Richmond Road at the West Crossover as necessary to accommodate the traffic signal described above.

(6) Modifications to crossover pavement to accommodate improvements listed herein.

C. In addition, the following entrance and road improvements (“East Crossover Improvements”) shall be installed to VDOT standards and specifications:

(1) A traffic signal at the east crossover as shown on the Traffic Study (hereinafter “East Crossover”).

(2) Construction of double left turn lanes on westbound Richmond Road at the East Crossover.

(3) Construction of a right turn lane on eastbound Richmond Road at the East Crossover.

(4) Construction of three (3) exit lanes and two (2) entrance lanes at the site entrance at the East Crossover.

(5) Construction of an eastbound left turn lane at the East Crossover as necessary to accommodate a traffic signal.

(6) Construction of East Crossover pavement to accommodate improvements listed herein.

(7) If commercial component or Nonresidential Use (as defined below) development precedes residential development and commercial component or Nonresidential access to the West Crossover is requested, then the West Crossover improvements cited above shall be required as a condition of the Nonresidential development approval upon determination of necessity by the County Director of Planning and approval by VDOT.

D. (1) The East Crossover and West Crossover Improvements cited above may be phased in accordance with a commercial phasing plan described herein and/or in the Master Plan. Any phasing of East Crossover and West Crossover Improvements must be approved by VDOT and the County Director of Planning as a condition of the site plan approval for the commercial phase.

(2) After approval of the first phase of road improvements identified above and within 30 days of a request from VDOT, the Owners shall pay to VDOT a pro rata share (pro rata share based on the number of signals provided by the Owner divided by the total number of signals included) of any VDOT U.S. Route 60 (Richmond Road) signal coordination project that includes either or both of the East and West Crossovers committed for construction by the earlier of December 31, 2020 or the date of completion of development of the Property (defined below).

(3) For purposes of this paragraph, the date of completion of development of the Property shall be defined as the later of such date on which final site plan or final subdivision plan approval has been granted by the County for all portions of the Property devoted to both residential and commercial use.

(4) The cost for a signal coordination project may include traffic signal equipment at intersections on Richmond Road and may include any necessary utility relocation within available right of way and easements to accommodate traffic signal equipment, but will not include any right of way acquisition expense(s) or road construction changes.

E. For any right turn in/right turn out driveway on eastbound Richmond Road to provide access to the Nonresidential areas of the Property, a right turn lane on eastbound Richmond Road shall be installed to VDOT standards and specifications prior to the issuance of any temporary or permanent Certificate of Occupancy for buildings shown on the associated site plan.

F. In addition, the following entrance and road improvements shall be installed to VDOT standards and specifications:

(1) Construction of a left turn lane on northbound Centerville Road at the point of access.

(2) Construction of a right turn lane on southbound Centerville Road at the point of access.

(3) Construction of two (2) exit lanes and one (1) entrance lane at the point of access.

G. Plantings approved in advance by the County Director of Planning and VDOT, if necessary, shall be placed in the median of Richmond Road along those portions of Richmond Road which abut the Property.

H. (1) The entrance and road improvements described in subparagraphs B and C above shall be completed prior to approval of any final subdivision plat or final site plan for any lot, section or phase within the Property.

(2) The plantings described in paragraph G above shall be completed or bonded in accordance with Section 19-72 of the County Code prior to approval of any building permit for any lot, section or phase within the Property.

I. The road improvements to Centerville Road described in subparagraph F above shall be completed or bonded prior to approval of any subdivision plat or final site plan for any lot, section or phase containing Residential Units within Land Bay V as shown on the Master Plan. The entrance and road improvements for Centerville Road described in subparagraph F above and the connection of the main road shown on the Master Plan connecting State Route 614 (Centerville Road) to U.S. Route 60 (Richmond Road) shall be completed or bonded prior to approval of any final subdivision plat or site plan for any lot, section or phase creating a cumulative total of 1,200 Residential Units within the Property. No Residential Units beyond 1200 shall be approved by the County until said improvements and connection have been completed or bonded. If said improvements and connection to Centerville Road have not then been completed, then the Owner shall provide an additional traffic impact analysis (reviewed and approved by the County Director of Planning and VDOT) to include:

(1) A count of actual traffic using the U.S. Route 60 (Richmond Road) access during the AM and PM peak hours.

(2) A determination of the actual trip generation rates of the existing Residential Units during the AM and PM peak hours.

(3) A forecast for the then remaining Residential Units on the Property to be built to determine if the sum of the traffic from said remaining Residential Units at actual

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trip generation rates without the State Route 614 (Centerville Road) connection added to the actual trips exiting and entering the Property at U.S. Route 60 (Richmond Road) is less than or greater than the Residential Unit traffic assigned to U.S. Route 60 (Richmond Road) in the Traffic Study.

(4) If it is determined that the sum of said remaining Residential Unit traffic at actual trip generation rates without the State Route 614 (Centerville Road) connection added to the actual trips exiting and entering the Property at U.S. Route 60 (Richmond Road) is greater than the Residential Unit traffic assigned to U.S. Route 60 (Richmond Road) in the Traffic Study, then the additional traffic impact analysis will determine either:

(a.) That the traffic from said remaining Residential Units based on actual trip generation rates will not change the levels of service (letter grade) presented in the Traffic Study in which event subdivision and/or final site plan approval may proceed beyond the 1,200 units described above, or

(b.) Additional road improvements identified by the Traffic Study and needed on U.S. Route 60 (Richmond Road) to provide the levels of service (letter grade) presented in the Traffic Study for the remaining Residential Units at actual trip generation rates will be provided by the Owner.

(5) The improvements identified in 3(I)(4)(b) above, if any, shall be installed or bonded as described below prior to final site plan or subdivision approval for any

Residential Units beyond 1200. Except as provided to the contrary above, the Owner may obtain final plat or site plan approval by providing for completion of the required improvements and by entering into an agreement with the County and furnishing to the County a certified check, bond with surety or letter of credit satisfactory to the County, along with such 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.

J. Furthermore, the following additional measures shall be undertaken:

(1) Prior to issuance of a building permit for the 600th Residential Unit on the Property, a trip generation study of the residential development of the Property shall be conducted and submitted to the County Director of Planning and VDOT for review and approval. The trip generation study shall conduct counts (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.) and document actual two-way A.M. and P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued by the County as of the date of the study, but such counts shall be limited to entering and exiting counts at all residential points of access to the Property.

(a.) In the event that such actual two-way A.M. and/or P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued is greater than the residential trip generation rates projected in the Traffic Study, additional steps shall be taken as described in subparagraph 4 below to mitigate traffic impacts upon Richmond Road and/or Centerville Road.

(b.) In the event that actual trip generation rates are equal to or less than those projected in the Traffic Study, development of Residential Units may proceed pending additional traffic studies as described below.

(2) Prior to issuance of a building permit for the 1,200th Residential Unit on the Property, a trip generation study of the residential development of the Property shall be conducted and submitted to the County Director of Planning and VDOT for review and approval. The trip generation study shall conduct counts (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.) and document actual two-way A.M. and P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued by the County as of the date of the study, but such counts shall be limited to entering and exiting counts at all residential points of access to the Property.

(a.) In the event that the actual two-way A.M. and/or P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued is greater than the residential trip generation rates projected in the Traffic Study, additional steps shall be taken as described in subparagraph 4 below to mitigate traffic impacts upon Richmond Road and/or Centerville Road.

(b.) In the event that actual trip generation rates are equal to or less than those projected in the Traffic Study, development of Residential Units may proceed pending additional traffic studies as described below.

(3) Prior to issuance of a building permit for the 1,600th Residential Unit on the Property, a trip generation study of the residential development of the Property shall

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be conducted and submitted to the County Director of Planning and VDOT for review and approval. The trip generation study shall conduct counts (7 a.m. to 9 a.m. and 4 p.m. to 6 p.m.) and document actual two-way A.M. and P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued by the County as of the date of the study, but such counts shall be limited to entering and exiting counts at all residential points of access to the Property.

(a.) In the event that the actual two-way A.M. and/or P.M. peak hour trip generation for Residential Units for which a certificate of occupancy has been issued is greater than the residential trip generation rates projected in the Traffic Study, additional steps shall be taken as described in subparagraph 4 below to mitigate traffic impacts upon Richmond Road and/or Centerville Road.

(b.) In the event that actual trip generation rates are equal to or less than those projected in the Traffic Study, development of Residential Units may proceed.

(4) In the event that such actual trip generation rates as determined above produced by Residential Units on the Property exceed those projected by the Traffic Study, additional roadway improvements shall be made after each trip generation study or, at the option of the County, cash payment(s) may be made to the County after each trip generation study in order to fund road improvements, additional signal coordination, capacity improvements on Richmond Road or Centerville Road, or other capacity needs generated by development of the Property as may be determined appropriate and approved in advance by the County Director of Planning; provided, however, that the aggregate cost of improvements and/or cash payment(s)

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described herein during the entire development of the Property shall not exceed a total of Five Hundred Thousand and No/100 Dollars (\$500,000.00).

4. Underground Utilities. All existing and new utilities, including electrical and telephone wires, conduits and all sewer and water pipes within the Property (but outside of the area currently dedicated to the transmission lines for Dominion Virginia Electric & Power, Dominion Virginia Natural Gas and the City of Newport News) shall be underground, except as approved by the County Director of Planning.

5. Bus/Transit Facilities. A bus pull-off area and bus stop shelter shall be constructed on both Richmond Road and Centerville Road adjacent to the Property. Design and location of the pull-off and shelter shall be approved in advance by the County Transit Administrator.

6. Natural Resources. Notwithstanding the fact that all of the Property lies outside the Yarmouth Creek Natural Area, as mapped and described in the document entitled *Conservation Planning for the Natural Areas of the Lower Peninsula of Virginia*, the Owners shall commission a natural resource inventory of the Property which will map and describe unique and sensitive habitats for any known threatened and/or endangered species, as well as any rare species of concern ("Natural Heritage Resources") which are listed by the Virginia Department of Conservation and Recreation's Division of Natural Heritage ("DCR/DNH"). These investigations will be conducted by personnel who are qualified to conduct such studies and be submitted to and approved by the County Director of Planning prior to issuance of a land disturbance permit for any portion of the development of the Property occupied by any Natural Heritage Resource. If the natural resource inventory confirms that a Natural Heritage Resource

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exists on the Property, a conservation management plan will be prepared, submitted, and approved by the County Director of Planning, as well as any other agency responsible for the protection/conservation of the specific species inventoried prior to issuance of any land disturbance permit for the affected portion of the Property. All inventories and conservation management plans shall meet or exceed DCR/DNH standards. All approved conservation management plans shall be incorporated into the development plan of the Property and if unavoidable impacts will occur as a result of clearing, grading or construction, an appropriate mitigation plan will be developed by the Owners and approved by the County Director of Planning and the appropriate regulatory agency prior to issuance of a land disturbance permit for any portion of the development of the Property occupied by any Natural Heritage Resource.

7. Sidewalks. Sidewalks shall be constructed on one side of the road along those portions of Richmond Road and Centerville Road which abut the Property. These sidewalks shall be constructed prior to issuance of a building permit by the County for the 250th Residential Unit within the Property. Should VDOT or other permitting issues delay completion of the sidewalks described in this paragraph, the Owners may be issued building permits beyond 250 Residential Units after bonding pursuant to §19-72 of the County Code.

8. Public Use Site or Cash Contribution.

A. In order to mitigate impacts upon the County of development of the Property, either cash payments pursuant to paragraph B below, or a conveyance of real property pursuant to paragraph C below shall be made to the County. The election to receive cash payments or real property as described below shall be made by resolution adopted by the County Board of Supervisors on or before the later of (i) thirty (30) calendar days after a draft

groundwater withdrawal permit for a desalinization plant has been issued as described in Section II, paragraph 15 below, or (ii) September 30, 2002, *time being of the essence*. Should the County Board of Supervisors fail to adopt a resolution making the election described above within the time period described herein, the election shall be made by U.S. Home.

B. In the event that cash payments to the County are elected as described above, the following terms shall apply:

(1.) A contribution shall be made to the County in the amount of Seven Hundred Fifty Thousand and No/100 Dollars (\$750,000.00) to be used by the County for acquisition or improvement of a Public Use Site(s), or any other project in the County's capital improvement plan, the need for which is generated by development of the Property. This contribution shall be payable at the rate of Seven Hundred Fifty and No/100 Dollars (\$750.00) for each of the first one thousand (1,000) Residential Units developed on the Property (the "Per Unit Contribution"), payable upon the earlier of the time of final subdivision plat or final site plan approval by the County of each said Residential Unit or grouping, phase or section of Residential Units.

(2.) 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 Seven Hundred Fifty and No/100 Dollars (\$750.00) per Residential Unit. The adjustment 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 (approved in advance by the County Manager of Financial Management Services) 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.

C. In the event that conveyance of real property to the County is elected as described above, the following terms shall apply:

(1.) The Owners shall convey to the County for use as a public use site that certain portion of the Property more particularly shown and described on the attached plat/drawing entitled: "COLONIAL HERITAGE – PUBLIC USE SITE A" ("Public Use Site A"). Public Use Site A shall be subject to restrictive covenants benefiting the Owners and the Association, prohibiting uses and/or development except as described in subparagraph 3. Public Use Site A shall be conveyed to the County on or before such date as is three (3) years from the date of final approval of the rezoning of the Property with these Proffers by the County Board of Supervisors; or in the alternative at any time prior to the conveyance of Public Use Site A to the County, the Owners may convey a site in accordance with subparagraph 2.

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(2.) The Owners may, at their sole and exclusive option, convey to the County for use as a public use site that certain property shown on the attached plat entitled: "COLONIAL HERITAGE – PUBLIC USE SITE B" ("Public Use Site B"). Public Use Site B shall be conveyed subject to restrictive covenants benefiting the Owners and the Association, prohibiting uses and/or development except as described in subparagraph 3 below.

(3.) The public use site conveyed to the County pursuant to this proffer (either Public Use Site A or Public Use Site B described above) shall be conveyed subject to restrictive covenants running with the land which shall limit the use and/or development of the public use site to uses intended to mitigate the impacts of development of the Public Use Site on the Property and to protect and enhance development of the remainder of the Property. Accordingly, use of the public use site described and conveyed above shall be restricted to the following uses permitted by the MU-Mixed Use Zoning District ("MU Ordinance") defined within the County Code as of the date hereof:

- Community recreation facilities, including parks, playgrounds, swimming pools, ballfields, tennis courts, and other similar recreation facilities
- Fire station
- Health, exercise and/or fitness center
- Hospital
- Indoor sport facility
- Library
- Parking lot
- Public meeting hall
- School(s)

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SECTION II. Proffers Applicable to Residential Property

1. Age Restriction. Occupancy of Residential Units developed upon the Property shall be age restricted to persons fifty-five (55) years of age or older in accordance with the following parameters:

A. It is the intent of the parties that Residential Units shall be occupied by persons fifty-five (55) years of age or older and that no Residential Unit shall be occupied by a person under the age of eighteen (18). In some instances, persons under the age of fifty-five (55) but over the age of eighteen (18) shall be entitled to occupy Residential Units, subject, at all times, to the laws and regulations governing age fifty-five (55) and over restricted housing as more particularly set forth and described in subparagraph B below.

B. Each Residential Unit within the Property shall have a master bedroom and bath on the main floor of such unit and shall be developed and operated in compliance with applicable federal and state laws and regulations regarding housing intended for occupancy by persons fifty five (55) years of age or older, including but not limited to: the Fair Housing Act, 42 U.S.C. §3601 *et seq.* and the exemption therefrom provided by 42 U.S.C. §3607(b)(2)(C) regarding discrimination based on familial status; the Housing for Older Persons Act of 1995, 46 U.S.C. §3601 *et seq.*; the Virginia Fair Housing Law Va. Code §36-96.1 *et seq.*; any regulations adopted pursuant to the foregoing; any judicial decisions arising thereunder; any exemptions and/or qualifications thereunder; and any amendments to the foregoing as now or may hereafter exist. Specific provisions of the age restriction described above and provisions for enforcement of same shall be set forth in a declaration of restrictive covenants and property owners' association documents described in Section II, paragraph 8 below.

2. Density. No more than two thousand (2,000) Residential Units shall be developed upon the Property.

3. Water Source; Cash Contribution. A contribution shall be made to the County in the amount of Seven Hundred Fifty and No/100 Dollars (\$750.00) for each Residential Unit developed on the Property (the "Per Unit Contribution"). The County shall make these monies available for development of water supply alternatives.

A. Such contributions shall be payable for each of the Residential Units developed within the Property upon the earlier of the time of final subdivision plat or final site plan approval by the County for the particular Residential Unit or grouping, phase or section of Residential Units.

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 Seven Hundred Fifty and No/100 Dollars (\$750.00) per Residential Unit. The adjustment 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 (approved in advance by the County Manager of Financial Management Services) 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.

4. Neighborhood Recreation Facilities. The following recreation facilities shall be provided, open to all residents of the Property, maintained and regulated by the Association (defined below):

A. Park land which meets or exceeds the Guidelines (defined below) shall be established by U.S. Home. Included shall be an eighteen (18) hole golf course, an approximately 10 acre clubhouse site with a clubhouse facility of at least 15,000 square feet and related amenities. Clubhouse amenities shall include a room for library use which shall accommodate a cooperative program between the Williamsburg Regional Library (or successor public library) and the Association (defined in Section II, paragraph 8 below). Clubhouse amenities shall also include an aerobic exercise room and locker rooms.

B. Tennis courts numbering not fewer than three (3).

C. An indoor and an outdoor swimming pool with an aggregate area of all pools (whether one or more, indoor, outdoor or both) not less than twenty-five (25) meters by twenty-five (25) meters.

D. The golf course, clubhouse and swimming pool(s) and tennis courts shall be completed before issuance of the Certificate of Occupancy for the 450th Residential Unit within the Property.

E. (1) An area for a public greenway shall be conveyed to the County generally as shown on the Master Plan. Such greenway shall be located exclusively within the resource protection area ("RPA"), as defined on the date hereof, and as generally shown on the Master Plan and not exceeding 30 feet in width.

(2) The greenway described herein shall be conveyed subject to restrictive covenants prohibiting all motorized vehicles from operating thereon, and further prohibiting all buildings or structures thereon.

(3) The Owners, or the Association as successor in interest to the Owners, shall convey the greenway described herein only at such time as a public greenway has been acquired by, conveyed or dedicated to the County at either terminus of the greenway shown upon the Master Plan, physically connecting the greenway on the Property to other public greenways and to a public greenway system maintained by the County.

(4) The general location of greenways within the Property shall be described in advertising, promotional and disclosure materials published by the Owners.

5. Transitional Screening.

A. A landscape area shall be established between all commercial and residential use areas within the Property. Such landscape area shall be thirty-five (35) feet in

width, and shall contain plantings which meet or exceed the landscape area standards of Section 24-94 of the Zoning Ordinance. This landscape area may be located on areas within the Property which are designated for commercial or residential uses, or partly on both, but no portion of said landscape area shall be part of any individual lot designated for a Residential Unit.

B. A buffer of one hundred fifty (150) feet shall be maintained between any lot and the Centerville Road right-of-way as it exists on the date hereof. In areas of this buffer which are not presently wooded, a minimum of three (3) trees per four hundred (400) square feet of buffer area shall be planted; not less than fifty percent (50%) of such trees shall be evergreen species.

C. The buffer proffered in paragraph B of this Section II paragraph 5 may, with the approval of the Planning Director, include entrance/exit roads, directional signage, underground utilities, underground and above ground drainage facilities, bus stops, curbs, gutters, sidewalks, fences and signs.

6. Golf Course Water Usage. Unless otherwise specifically approved by the Board of Directors of the James City Service Authority, no groundwater or water supplied by a public water system as defined in the Zoning Ordinance shall be used for irrigation purposes upon the golf course developed upon the Property. The term "groundwater" as used in this paragraph shall not include surface water, surface water runoff, stormwater, water from stormwater management facilities (including those facilities commonly known as or defined by the County Code, Virginia Code or applicable regulations, best management practices or BMPs), water from ponds, lakes or other impoundments not supplied by wells. Design features, including the use of

drought tolerant grasses and plantings, a water conservation plan, and drought management plan shall be implemented to reduce the total irrigated area of the golf course in order to accomplish the limitation on use of public water and groundwater contained within this paragraph.

7. Additional Water Conservation.

A. The Owners and the Association shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority. The Association shall be responsible for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems, 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 the first subdivision plat approval for a Residential Unit within the Property.

B. No irrigation well(s) shall be established or utilized for any Residential Unit within the Property.

8. Property Owners Association. A residential property owners' association ("Association") shall be established in accordance with the Virginia Property Owners' Association Act, §55-508 *et seq.* of the Virginia Code, in which all owners of Residential Units within the Property, by virtue of their property ownership, shall be members. The articles of incorporation or organization and bylaws of the Association and declaration of restrictive covenants enforceable by the Association shall be submitted to and reviewed by the County Attorney for consistency with this proffer. Such governing documents shall require or provide for, *inter alia* the following:

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A. The Association shall adopt an annual maintenance budget and assess all members for the maintenance of all properties owned and/or maintained by the Association, including private roads.

B. The Association shall be granted the right to adopt and enforce rules and regulations with respect to the use of common areas and with respect to other areas of responsibility of the Association.

C. The Association shall have the power to assess its members in order to provide for the budget described above, and shall further have the power to levy special assessments, and to have a lien upon property owned by its members for collection and enforcement of such assessments, and for the cost of remedying violations of the rules and regulations established by the Association. Separate owners' associations may be established for individual sections within the Property, and impose supplemental restrictive covenants on individual sections or areas of the Property.

D. The Association shall have the power and shall enforce the age restrictions described above, including without limitation the application of such restrictions upon sale and/or resale of any Residential Unit.

E. The Association shall administer the Automatic External Defibrillator program described in Section II, paragraph 14 below.

F. The Association shall be charged with the obligation to provide for not less than one (1) uniformed security guard to be continuously stationed at the main entrance to the Property from Richmond Road. Such security guard need not be, but may be at the

discretion of the Association (subject to appointment procedures established by law), (i) a special police officer(s) and/or conservator(s) of the peace, and/or (ii) armed.

G. The Association shall conduct or facilitate a golf instructional program for children of low income families residing in the County, so as to expose children to the game of golf. Such instructional program shall be conducted no less frequently than two (2) times per calendar year.

9. Private Streets. All streets (as defined by the County Code) within the residential portions of the Property shall be private and shall conform to VDOT construction standards. All private streets shall be certified to the satisfaction of the County engineer as required by Section 19-49 of the County Code. Curb and gutter shall be constructed on any streets on which a Residential Unit fronts.

10. Deed Provisions. Every deed by which any lot or parcel created for a Residential Unit is first conveyed to any owner by the Owners shall contain reference to the age restriction provisions of Section II, paragraph 1 above.

11. Streetscapes. Any and all residential development within the Property shall be in conformity with the County Streetscape Guidelines Policy as in effect on the date hereof. No Residential Unit(s) shall front on any portion of the main arterial street shown on the Master Plan running from U.S. Route 60 (Richmond Road) to State Route 614 (Centerville Road).

12. Sidewalks/Pedestrian and Bicycle Trails.

A. (1) Sidewalks shall be constructed on at least one (1) side of every internal street or road constructed within the Property, and sidewalk construction shall be completed at the same time as the adjacent road is constructed.

(2) Sidewalks (or a combination of sidewalks and the pedestrian trails described in subparagraph B below) shall be constructed on both sides of any internal street on which multiple family or two-family (as defined in the County Code) Residential Units front.

(3) At any point where sidewalks or pedestrian trails described herein cross and connect to another sidewalk or trail across the main arterial street shown on the Master Plan connecting U.S. Route 60 (Richmond Road) with State Route 614 (Centerville Road), striping, signage, and pavement texturing shall be designed and implemented to assure the visibility of such crossing. All such measures shall be subject to the approval of the County Director of Planning.

B. A system of pedestrian and bicycle trails shall be constructed in connection with each phase, section or land bay shown on the Master Plan (which trail system shall include the sidewalks described above) conforming to the following design guidelines:

(1) All pedestrian trails shall be not less than four (4) feet in width and all bicycle trails shall be not less than eight (8) feet in width.

(2) Access to abutting land bays shown on the Master Plan and connection of cul-de-sacs shall be established where practical as determined by the County Planning Director.

(3) Interconnectivity for pedestrian traffic between the commercial or Non-Residential Use (defined below) areas of the Property shall be established as a part of pedestrian trail and/or sidewalk systems created pursuant to this paragraph.

(4) Trails shall avoid lands with greater than twenty-five percent (25%) slopes, environmentally sensitive areas and areas designated as resource protection areas where practical as determined by the County Chesapeake Bay Administrator.

(5) Paved surfaces shall be provided, except as limited by environmentally sensitive areas, wherein pervious, soft surfaces underlaid with filter cloth shall be employed, as determined by the County Director of Planning.

(6) One and one-half (1.5) miles of trail shall be provided for each 590 Residential Units constructed within the Property and all construction of such trails shall be assured by agreement with the County and by furnishing to the County a certified check, bond with surety or letter of credit satisfactory to the County as set forth in Section 19-72 of the County Code.

(7) Except as provided or contradicted above, the trails shall be designed to meet or exceed the standards of the County Comprehensive Parks and Recreation Plan proffer guidelines, as in effect on the date hereof (“Guidelines”).

(8) Pedestrian and bicycle trails may, but shall not be required to be located within the buffers established pursuant to Section II, paragraphs 5(A), (B) and (C).

C. All sidewalks constructed within the Property shall meet or exceed the standards of Section 24-35 of the County Code.

13. EMS Equipment/Signalization: Cash Contribution.

A. A contribution shall be made to the County in the amount of Seventy Thousand and No/100 Dollars (\$70,000.00) for fire and rescue equipment replacement and supply and traffic signal preemption equipment. This payment shall be made at the rate of Seventy and No/100 Dollars (\$70.00) per Residential Unit (the "Per Unit Contribution") for the first one thousand (1,000) Residential Units within the Property, and shall be payable upon the earlier of the time of final subdivision plat or final site plan approval by the County of each said Residential Unit or grouping, phase or section of Residential Units or, in the case of signal preemption equipment, when said equipment is installed.

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 Seventy and No/100 Dollars (\$70.00) per Residential Unit. The adjustment 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 (approved in advance by the County Manager of Financial Management Services) 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.

C. A contribution shall be made to the County in the amount of Fifty Thousand and No/100 Dollars (\$50,000.00) for application to the purchase of a new paramedic/first aid vehicle or unit. These funds may be, at the discretion of the Board of Supervisors of the County, applied to other capital needs of the County Emergency Medical Services deemed by the County to be generated by development of the Property. This payment shall be made prior to final site plan or subdivision plat approval for any Residential Units beyond 400 within the Property.

14. Automatic External Defibrillator ("AED") Program. An AED program shall be established for administration by the Association within the Property which shall comply with Section 32.1-111.14:1 *et seq.* of the Code of Virginia, as written on the date hereof, and Virginia State Board of Health regulations promulgated pursuant thereto. Not less than one defibrillator per building to be used as a part of the AED program shall be supplied by the Owner for use in this AED program for every building constructed for public occupancy on the Property of the Association (exclusive of golf course maintenance buildings, equipment sheds, pump houses, storage buildings, Residential Units and other outbuildings of less than 2,000 square feet. The

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existence of such AED program and an implementation schedule shall be confirmed by the County Fire Chief prior to any final site plan or subdivision plat approval.

15. Limitation On Land Disturbance Permit Issuance.

A. No land disturbance permit shall be issued by the County for any development of any portion of the Property containing Residential Units until either a draft groundwater withdrawal permit for a desalinization plant has been issued by the Department of Environmental Quality to the County or another suitable source of water has been identified by the County. The existence and adequacy of any such other suitable source of water shall be subject to approval by the County Board of Supervisors prior to issuance of land disturbance permit(s) for the Property absent the issuance of the draft groundwater withdrawal permit described above.

B. Notwithstanding the aforesaid, the Owners may file with the County all necessary site plans, subdivision plans, building plans, etc.; however, the approval of such plans by the County shall not result in the issuance of any permits for construction unless and until the said draft groundwater withdrawal permit has been issued or another suitable source of water has been identified by the County.

16. Cash Contributions For Additional Community Impacts.

A. An additional contribution shall be made to the County in the amount of Four Hundred Thirty-Eight and No/100 Dollars (\$438.00) for each of the first one thousand (1,000) Residential Units developed on the Property (the "Per Unit Contribution"), in order to mitigate additional impacts on the County arising from the physical development and/or physical

operation of the Property. The County may make these monies available for any project in the County's capital improvement plan, the need for which is generated by the physical development and/or physical operation of the Property.

B. The contributions described above, unless otherwise specified, shall be payable for each of the Residential Units developed within the Property at the time of final subdivision plat or final site plan approval by the County for the particular Residential Unit or grouping, phase or section of Residential Units.

C. 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 Four Hundred Thirty-Eight and No/100 Dollars (\$438.00) per Residential Unit. The adjustment 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 (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary

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factor for purposes of increasing the Per Unit Contribution to approximate the rate of annual inflation in the County.

III. Proffers Applicable to Commercial Property

1. Area of Nonresidential Uses. A portion of the Property as shown on the Master Plan shall be developed for Nonresidential Uses defined in Section 24-521 and/or Section 24-522 of the Zoning Ordinance as written on the date hereof ("Nonresidential Use").

2. Development Plans. Design review standards for Nonresidential Use development shall be established by the Owner(s) and provided to the County Director of Planning for approval. Thereafter, conceptual plans and conceptual elevations for development shall be approved prior to site plan approval for any Nonresidential building by the County Development Review Committee of the Planning Commission with a procedure generally as provided by Section 24-142 *et seq.* of the Zoning Ordinance so as to assure conformity with such design review standards, including but not limited to the following:

- (a) location and uses of buildings,
- (b) building orientation,
- (c) landscaping, open space and buffers,
- (d) location and number of entrances,
- (e) pedestrian and vehicular connections,
- (f) building height, and size of any single building

- (g) architectural design,
- (h) setbacks from adjacent properties or roadways,
- (i) signs.

Such approval shall be designed to address the uniformity, appearance and quality of Nonresidential Use of the Property, and shall not be unreasonably withheld.

3. Homeowners' Association Not to Control Commercial Property. The Association shall not control any of the Property developed for Nonresidential Uses. This provision shall not be read to preclude establishment of a separate association created in connection with development of areas of Nonresidential Use within the Property.

4. Strip Shopping Center(s) Prohibited. No retail construction/development or nonresidential use shall be undertaken in Land Bay VI that consists of a row or line of building fronts or separately occupied businesses which are one (1) unit deep, parallel or principally oriented to Richmond Road. A majority of the parking spaces provided shall not be located between the buildings and Richmond Road but shall instead be located beside and/or behind the buildings. Street frontage along Richmond Road shall primarily consist of buildings and open space. At least two pedestrian connections shall be provided from U.S. Route 60 (Richmond Road), one shall be provided from the main spine road, and one from Land Bay I. All pedestrian connections shall be paved and be at least four feet wide. All commercial uses within Land Bay VI shall be interconnected for both pedestrian and motor vehicular access. It is the intent of this proffer to prohibit development commonly known as "strip commercial development."

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Development plans for Land Bay VI shall be approved by the Planning Director as to their compliance with these proffers.

5. Richmond Road Buffer. A buffer of fifty (50) feet shall be maintained between any parcel, lot or property line within the Property and the Richmond Road right-of-way as it exists on the date hereof. The buffer proffered in this Section III, paragraph 5 may, with the approval of the Planning Director, include entrance/exit roads, directional signage, underground utilities, underground and above ground drainage facilities, bus stops, curbs, gutters, sidewalks, fences and signs.

IV. Miscellaneous Provisions

1. Headings. All section and subheadings of these Proffers are for convenience only and shall not be read as a part of these Proffers or utilized in interpretation thereof.

2. 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.

3. Conflicts. 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 as otherwise provided by law.

4. Successors and Assigns. This Proffer Agreement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns.

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

6. Cash Proffer Condition. Notwithstanding any provision of these Proffers, no cash payment, contribution or cash proffer described above shall be due or payable prior to such date as the draft groundwater withdrawal permit described in Section II, paragraph 15 above has been issued, or another suitable source of water has been identified by the County so as to allow issuance of a land disturbance permit as described in that paragraph.

7. Cash Proffer Disposition. In the event that any cash payment(s) or real property conveyed as required under the terms of these proffers are not used by the County for the purpose(s) designated within twenty (20) years from the date of receipt by the County, the amounts or Property not used shall be used at the discretion of the Board of Supervisors of the County for any other project in the County's capital improvement plan, the need for which is generated by the development of the Property.

8. Inflation Adjustment of Cash Proffered. The payments described in Section I paragraph 3(J)(4), and Section II, paragraph 13(B) above shall be inflation adjusted to reflect changes in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All

Items (1982-84=100) (the "CPI") prepared and reported by the U.S. Bureau of Labor Statistics of the United States Department of Labor.

A. The adjustment shall be made by increasing or decreasing the payment (or any portion thereof) due by the percentage change in CPI from (i.) the date of the resolution described in Section IV paragraph 9 below through (ii) the last day of the month most recently preceding the date on which the cash payment is due, payable or paid.

B. In no event shall the unadjusted proffered cash payment(s) be adjusted to a sum less than the amount specified in the particular paragraphs described herein.

C. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of adjusting proffered cash payments to reflect the rate of inflation in the County after approval of the Application.

9. Signature by County. The County's Director of Planning has executed these Proffers solely for purpose of confirming the filings and submissions described in the Recitals section above, and confirming approval by the County Board of Supervisors of the rezoning of the Property with these Proffers by a resolution dated November 27, 2001.

U.S. HOME CORPORATION, a Delaware corporation

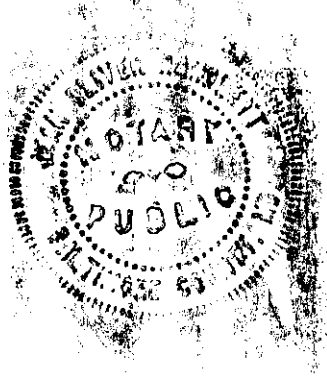
By: *Wm P Gerald Jr*
Name: Wm P Gerald Jr
Title: Regional V.P.

COMMONWEALTH OF VIRGINIA
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 7th day of November, 2001, by Wm. P. Gerald Jr., Regional V.P. of U.S. Home Corporation, a Delaware corporation, in its behalf.

Jean Oliver Rundlett
Notary Public

My commission expires: March 6, 2004



NOV 30 07 96

VAJACK, LLC, a Virginia limited liability company

By: Jack L. Massie
Jack L. Massie, Trustee

By: Virginia M. Massie
Virginia M. Massie, Trustee

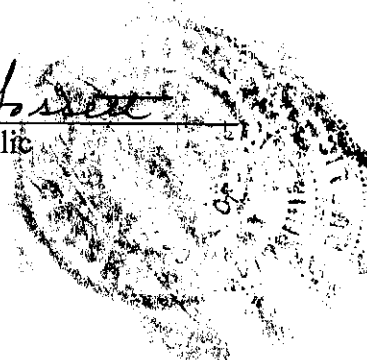
Trustees of the Jack L. Massie and Virginia M. Massie Revocable Trust as restated November 28, 2000

COMMONWEALTH OF VIRGINIA
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 15 day of November 2001, by Jack L. Massie and Virginia M. Massie, Trustees of the Jack L. Massie and Virginia M. Massie Revocable Trust as restated November 28, 2000.

Lakene M. Gossett
Notary Public

My commission expires: July 31, 2002



NOV 30 2001 07 97

MASSIE CORPORATION, a Virginia corporation

By: *Jack L. Massie*
Name: Jack L. Massie
Title: President

COMMONWEALTH OF VIRGINIA
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 15 day of November 2001, by Jack L. Massie, President, of Massie Corporation, a Virginia corporation, in its behalf.

Laverne M. Gossett
Notary Public

My commission expires: July 31, 2002



NOV 30 07 98

L. Wallace Sink (SEAL)
L. Wallace Sink, Trustee of the Marital Trust under
the Will of David W. Ware, deceased

STATE OF VIRGINIA
City of Hampton, to-wit:

The foregoing instrument was acknowledged before me this 15th day of November, 2001,
by L. Wallace Sink, Trustee of the Marital Trust under the Will of David W. Ware, deceased.

Helen H. DeCoursey (SEAL)
Helen H. DeCoursey, Notary Public

My commission expires:
September 30, 2003



NOV 30 2003 0799

THE COUNTY OF JAMES CITY,
VIRGINIA

By: *[Signature]*
Name: O. M. Sowers, Jr.
Title: Director of Planning

COMMONWEALTH OF VIRGINIA

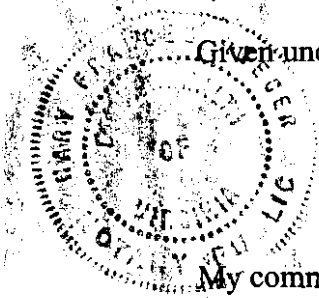
City/County of James City, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do certify that O. Marvin Sowers, Jr., whose name is signed to the foregoing document, has acknowledged the same before me.

Given under my hand this 28th day of November, 2001.

Mary Frances Rieger
Notary Public

My commission expires: October 31, 2005



NOV 30 5 08 00

APPROVED AS TO FORM:

Leo P. Rogers
County Attorney

COMMONWEALTH OF VIRGINIA

City/County of James City, to wit:

I, the undersigned, a Notary Public in and for the County and State aforesaid, do certify that Leo P. Rogers, whose name is signed to the foregoing document, has acknowledged the same before me.

Given under my hand this 28th day of November, 2001.

Mary Frances Rieger
Notary Public

My commission expires: October 31, 2005.

NOV 30 08 01

EXHIBIT A

A PORTION OF THE VAJACK PROPERTY

That certain tract or parcel of land in Powhatan Magisterial District, James City County, Virginia, containing 470 acres, more or less, being all of the tract of 480 acres that was conveyed to Leon H. Cooley by deed from Louise Trosvig and husband, dated January 14, 1918 and recorded in the Clerk's Office of said County in Deed Book 17, at page 272, less 10 acres, a part thereof which was conveyed by deed to Leon H. Cooley and wife to Louise Trosvig, dated April 3, 1920 and recorded in said Clerk's Office in Deed Book 18, at page 450.

Said tract of 480 acres is bounded on the East by the Telegraph Road, now known as U. S. Highway No. 60; on the North by the land of W. G. W. Farthing and Farmville Spring Swamp, which separates it from the land of R. L. Henley and William H. E. Morecock; on the West by the Swamp which separates it from the land of R. L. Henley and H. B. Warren; on the South by the land of T. P. Marston, the land of E. C. Wynne and a 20 acre tract.

Said tract of 10 acres, shown as excluded above, is bounded and described as follows:

Commencing at the Northeast corner of the tract of land now owned by Louise Trosvig on the Main Road from Williamsburg to Richmond, running north along said road from Williamsburg to Richmond, running north along said road 7 rods; thence West between parallel lines with the land of Louise Trosvig 103 rods to a point; thence south 38 rods to the land of C. C. Branch to the southwest corner of the land of Louise Trosvig; thence north along the line of Louise Trosvig to a corner of her land; thence east along the line of Louise Trosvig to the Main Road, the point of beginning.

Excepting from the above description, however, 1.28 acres conveyed to the Commonwealth of Virginia, for additional right of way for State Highway No. 60 as will appear from deed recorded in Deed Book 20, at page 221.

It being the same property conveyed to JACK L. MASSIE from Jack L. Massie and Virginia M. Massie, his wife dated October 25, 1971 and duly recorded November 18, 1971 in the Clerk's Office of the Circuit Court of James City County in Deed Book 133 page 757.

LESS, SAVE AND EXCEPT that parcel conveyed to the Commonwealth of Virginia for Route 60, in Deed Book 95, at page 83 and the Order entered in Deed Book 109, at page 635, in the aforesaid Clerk's Office.

LESS, SAVE AND EXCEPT that parcel conveyed to the James City Service Authority in Deed Book 186, at page 531, in the aforesaid Clerk's Office.

LESS, SAVE AND EXCEPT that parcel conveyed to Virginia M. Massie, in Deed Book 237, at page 398, in the aforesaid Clerk's Office (described herein as the "Virginia M. Massie Property").

It being the same property conveyed to Vajack, LLC by deed dated NOVEMBER 28, 2000, from JACK L. MASSIE AND VIRGINIA M. MASSIE, duly recorded NOVEMBER 30, 2000, in the Clerk's Office of the Circuit Court for the City of WILLIAMSBURG and COUNTY OF JAMES CITY, VIRGINIA as Instrument No. 000022356.

NOV 30 08 03

EXHIBIT B

A PORTION OF THE VAJACK PROPERTY

All that certain, piece or parcel of land, situate, lying and being in the County of James City, Virginia, and containing 2.68 acres as described on that certain plat entitled "Survey of 2.68 Acres for conveyance to Virginia M. Massie", which said plat was dated May 17, 1983, and prepared by Paul C. Small, Land Surveyor, the said parcel fronting 234.18 feet on Route 60, and running back therefrom between parallel lines along the Northerly side of said plat N 72 degrees 00' 00" E a distance of 553.82 feet, and running back therefrom on the Southerly side S 71 degrees 12' 19" W a distance of 469.36 feet, the said parcel having a Westerly line which is N 19 degrees 27' 17" W and running a distance of 228.20 feet.

It being the same property conveyed to Vajack, LLC by deed dated NOVEMBER 28, 2000, from JACK L. MASSIE AND VIRGINIA M. MASSIE, duly recorded NOVEMBER 30, 2000, in the Clerk's Office of the Circuit Court for the City of WILLIAMSBURG and COUNTY OF JAMES CITY, VIRGINIA as Instrument No. 000022356.

NOV 30 2004

EXHIBIT C

THE MASSIE CORP. PROPERTY

All that certain lot, piece or parcel of land situate, lying and being in James City County, Virginia, designated as "94 ACRES +" on that certain plat entitled "TITLE SURVEY, 94+ ACRES LOCATED ON THE NORTH LINE OF CENTERVILLE ROAD STANDING IN THE NAME OF ELIZABETH CARTER, REF. W.B. 6-478, JAMES CITY COUNTY, VIRGINIA" dated June 27, 1985 and made by AES, a professional corporation, which said plat is attached hereto to be recorded herewith for a more complete description of the property herein conveyed, in Plat Book 41, at page 32.

It being the same property conveyed to MASSIE CORPORATION a Virginia corporation from ELIZABETH CARTER, unmarried, individually and as Executrix of the Estate of Signor Bradby, deceased dated July 24, 1985 and duly recorded August 14, 1985 in the Clerk's Office of the Circuit Court of James City County in Deed Book 278 page 734.

LESS, SAVE AND EXCEPT that certain parcel of land shown on a plat entitled "BOUNDARY LINE ADJUSTMENT BETWEEN WILLIAM A. & ALINE W. WALLACE AND THE MASSIE CORPORATION, LOCATED IN JAMES CITY COUNTY, VIRGINIA" made by Spearman & Associates, P.C., dated December 28, 1990, a copy of which is attached hereto and made a part hereof and shown thereon as: "AREA FOR CONVEYANCE = 3967.75 S.F. OR 0.091 ACRE", said parcel being bounded as follows: Beginning at a point which marks the southerly boundary of the properties of the Grantor and Grantee on Route 614 and thence proceeding N 14 degrees 30' 00" W. a distance of 194.95 feet to a point, thence proceeding N 88 degrees 30' 00" E. a distance of 41.77 feet to a point, thence proceeding S 02 degrees 07' 45" E. a distance of 189.97 feet to the point of beginning.

LESS, SAVE AND EXCEPT that parcel conveyed to the Commonwealth of Virginia for Route 614, in Deed Book 634, at page 397, in the aforesaid Clerk's Office.

NOV 30 08 05

EXHIBIT D

THE WARE TRUST PROPERTY

Approximately one hundred eighty (180) acres of land being all of the approximately two hundred five (205) acre tract owned by L. Wallace Sink, Trustee of the Marital Trust Under the Will of David W. Ware, fronting on Richmond Road, James City County, Virginia which was conveyed to David W. Ware by James E. Farthing, et als., by deed dated August 4, 1966 recorded in the Clerk's Office of the Circuit Court for Williamsburg/James City County, Virginia in Deed Book 107, page 670 and being more particularly described in such deed and shown on a plat attached thereto entitled, "Plat of Survey, A Tract Containing 205.79 acres, owned by David W. Ware" dated June 22, 1966 made by R. H. Highland, C.L.S. LESS AND EXCEPT: 25 +/- acres fronting on Richmond Road and bounded on the west by a line running parallel to Richmond Road at a distance from Richmond Road which will mark the westerly boundary line of a twenty five (25) acre parcel.

IT being part of the same property devised unto L. WALLACE SINK, TRUSTEE OF THE MARITAL TRUST UNDER THE WILL OF DAVID W. WARE, DECEASED, by Deed of Confirmation, from L. WALLACE SINK, ADMINISTRATOR C.T.A. OF THE ESTATE OF DAVID W. WARE, DECEASED, dated October 14, 1994, recorded November 17, 1994, in Deed Book 715, at page 97, in the Clerk's Office of James City County, Virginia.

#6010116 v32 - U.S. HOME/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 30 day of Nov, 2001 this Proffer was presented with the certificate annexed and admitted to record at 3:02 P.M. o'clock.

Teste:

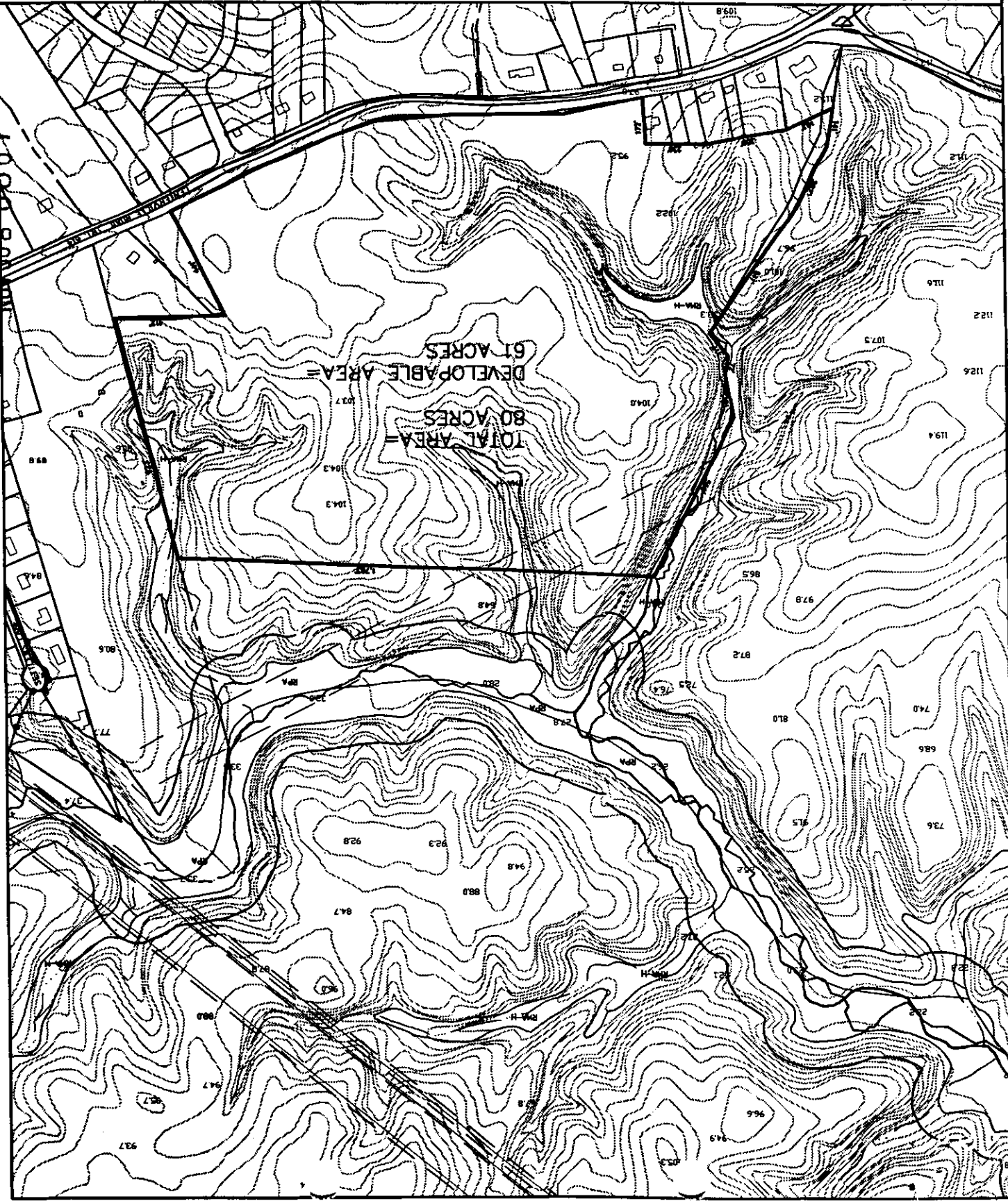
By Deborah Woodbridge
Deputy Clerk

PLAT ATTACHED (A)

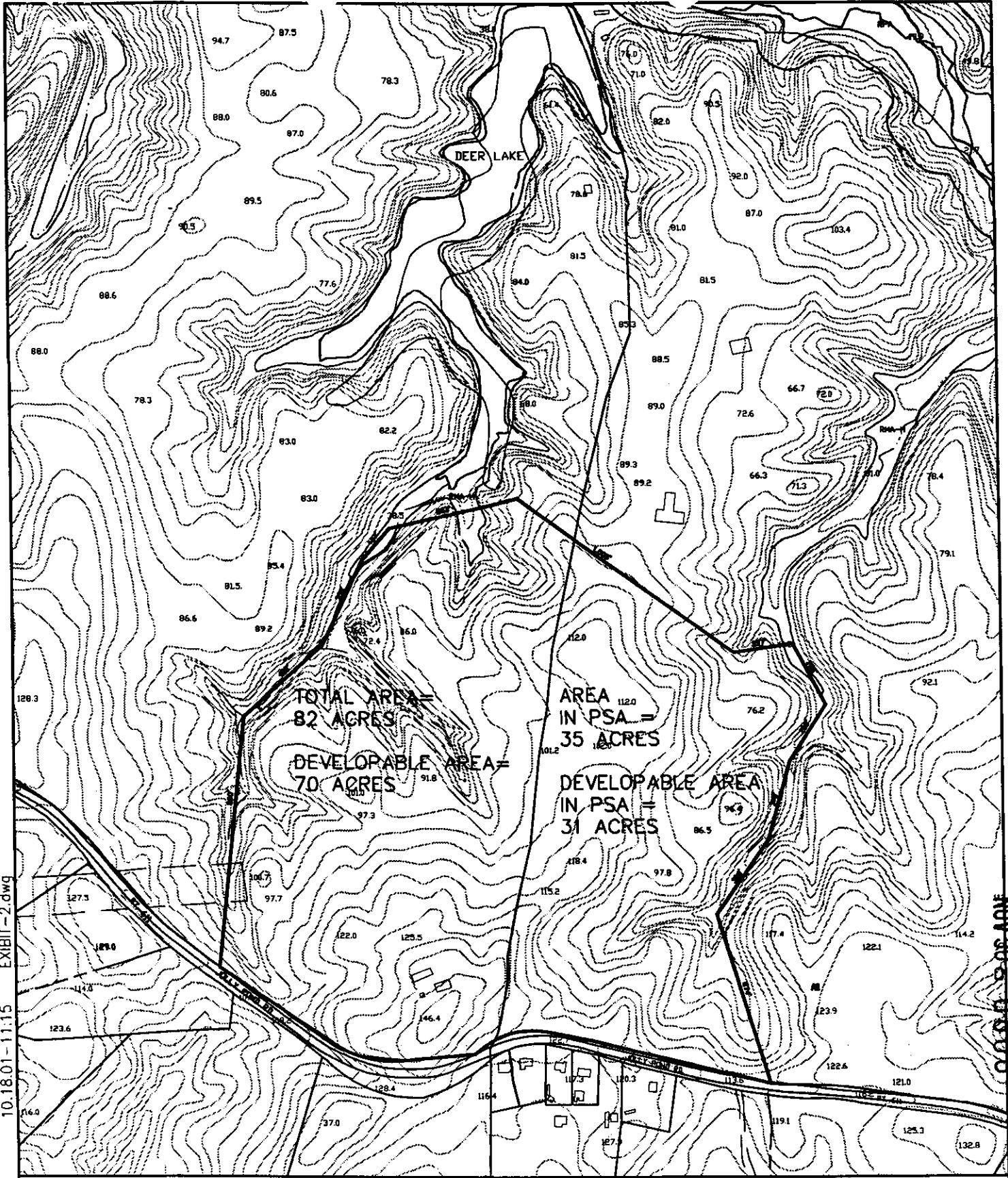
10F 2
Drawing No.
6861
Project No.
1"=500'
Date 10/18/01
Scale
AMS
Drawn
Checked

COLONIAL HERITAGE -
PUBLIC USE SITE A

Consulting Engineers
Engineers, Surveyors, Planners
Williamsburg, Virginia



70000 200000



10.18.01-11.15 EXHIBIT-2.dwg

NOV 20 2008 09:09

HBK



Consulting Engineers

Engineers, Surveyors, Planners

Williamsburg, Virginia

Designed AES	Drawn AES
Scale 1" = 500'	Date 10/18/01
Project No. 8081	
Drawing No. 2 OF 2	

COLONIAL HERITAGE -
PUBLIC USE SITE B

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 11/30/01 TIME: 15:03:44 ACCOUNT: 830CLR010022082 RECEIPT: 01000035672
CASHIER: CHB REG: W104 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 010022082 BOOK: PAGE: RECORDED: 11/30/01 AT 15:02
GRANTOR: U S HOME CORPORATION EX: N LOC: CD
GRANTEE: COUNTY OF JAMES CITY EX: N PCT: 100X
AND ADDRESS :

RECEIVED BY : JCCO DATE OF DEED: 11/07/01

CHECK \$51.00

DESCRIPTION 1: PROFFERS COLONIAL HERITAGE AT WILLIAMSBURG PAGES: 52
2: NAMES: 0

CONSIDERATION: .00 ASSUME/VAL: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 49.50 145 VSLF 1.50

TENDERED : 51.00
AMOUNT PAID: 51.00
CHANGE AMT : .00

CLERK OF COURT: BETSY WOOLRIDGE

RETURN TO:
ATTORNEY
DG. C