

040 016082

PROFFERS

THESE PROFFERS are made this 5th day of January, 2004 by Evelyn H. Anderson, individually and as co-executor of the estate of Frederick A Hoar, Marie A. Hovland, as co-executor of the estate of Frederick A Hoar and George Ford and Sharyn Ford, husband and wife (together with their respective successors in title and assigns, the "Owner") and Littlefeet, LLC, a Virginia limited liability company ("Buyer").

RECITALS

A. Evelyn H. Anderson, individually and as co-executor of the estate of Frederick A Hoar, Marie A. Hovland, as co-executor of the estate of Frederick A Hoar are the owners of three contiguous tracts or parcels of land located in James City County, Virginia, one with an address of 7147 Richmond Road, Williamsburg, Virginia and being Tax Parcel 2320100049, the second with an address of 7145 Richmond Road, Williamsburg, Virginia and being Tax Parcel 2320100050, and the third with an address of 75 Nina Lane, Williamsburg, Virginia and being Tax Parcel 2320100050C (the "Hoar Property").

B. George Ford and Sharyn Ford, husband and wife are the owners of a tract or parcel of land located in James City County, Virginia, with an address of 126 Rondane Place, Williamsburg, Virginia and being Tax Parcel 2320100051 (the "Ford Property").

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, VA 23185
(757) 220-6500

1 of 2 2

B. Buyer has contracted to purchase the Hoar Property and a portion of the Ford Property as shown on the Master Plan (defined below) conditioned upon the rezoning of the Property.

C. The Hoar Property is now zoned A-1. The Ford Property is now zoned R-2. The Hoar Property and the portion of the Ford Property shown on the Master Plan are hereinafter called the "Property". Owner and Buyer have applied to rezone the Property from A-1 and R-2 to MU, Mixed Use District, with proffers.

D. Buyer has submitted to the County a master plan entitled "Master Plan for Rezoning of Norge Neighborhood Site" prepared by AES Consulting Engineers dated September 17, 2003 and revised October 13, 2003 and November 17, 2003 and December 29, 2003 (the "Master Plan") for the Property in accordance with the County Zoning Ordinance.

E. Owner and Buyer desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and the County Zoning Ordinance, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITIONS

1. **Density.** There shall be no more than 82 residential dwelling units on the Property, consisting of no more than two single family dwelling units located in the portion of the Property with a Master Plan area designation of "A" and no more than 80 multi-family dwelling units located in the portion of the Property with a Master Plan area designation of "B". All multi-family units on the Property shall be developed as a condominium project pursuant to the Virginia Condominium Act. The residential portions of the Property shall have an overall density of no more than four dwelling units per acre. The portion of the Property with a Master Plan area designation of "E, G" (the "Commercial Parcel") shall have a total maximum building coverage of 20%, no single building shall have a footprint of more than 3,000 square feet unless otherwise approved by the Director of Planning based on building architecture with varied roof lines, wall articulations, window placements and other features to reduce the mass and unbroken building lines that may occur in certain standard commercial building designs and no structure shall exceed two and one-half stories and 45 feet in height. There shall be no more than one restaurant on the Commercial Parcel and any restaurant shall contain no more than 3,000 square feet of floor area.

2. **Condominium Owners Association.** There shall be organized a condominium owner's association as required by the Virginia Condominium Act (the "Association") in accordance with Virginia law in which all condominium unit owners in the Property, by virtue of their property ownership, shall be members. The articles of incorporation, bylaws and condominium declaration (together, the "Governing Documents") creating and governing the Association shall be submitted to and reviewed by the County Attorney for consistency with this Proffer. The Governing Documents shall require that the Association adopt an annual maintenance budget, which shall include a reserve for maintenance of stormwater management BMPs, recreation areas, private roads and parking areas, sidewalks, and all other common elements (including open spaces) and shall require that the association (i) assess all members for the maintenance of all properties owned or maintained by the association and (ii) file liens on members' properties for non-payment of such assessments. The Governing Documents shall grant the Association the power to file liens on members' properties for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Association and the owner of the Commercial Parcel and/or a property owners association formed for the Commercial Parcel shall enter into a costs sharing agreement setting forth the responsibilities of the respective parties with respect to the

maintenance of the portion of the private driveways and stormwater maintenance facilities utilized by both properties. Such agreement shall be subject to the approval of the County Attorney and shall not be amended without the prior approval of the Planning Director.

3. **Water Conservation.** Water conservation standards for the Property shall be submitted to and approved by the James City Service Authority and Owner and/or 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 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. The standards shall be approved by the James City Service Authority prior to final site plan or subdivision approval.

4. **Sewer Service.** The County shall not be obligated to issue any building permits for structures on the Property until either: (i) the developer of the Colonial Heritage project and the County and/or the James City Service Authority ("JCSA") have entered into an agreement providing for the construction of proposed Regional Lift Station 9-9 and its associated cross country gravity sewer lines and the removal of Lift Stations 6-3 and 6-5 and construction has commenced; or (ii) a detailed

capacity analysis of existing Lift Station 6-5 accounting for flows reserved by the Colonial Heritage project and identifying the upgrades necessary to serve the development of the Property is submitted to and approved by the JCSA and Owner makes the necessary upgrades to existing Lift Station 6-5 at its expense.

5. Cash Contributions for Community Impacts. (a) A contribution of \$750.00 for each dwelling unit on the Property shall be made to the JCSA in order to mitigate impacts on the County from the physical development and operation of the Property. The JCSA may use these funds for development of alternative water sources or any project related to improvements to the JCSA water system, the need for which is generated in whole or in part by the physical development and operation of the Property.

(b) A contribution of \$427.00 for each dwelling unit on the Property shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of the Property unless Owner, at its expense, upgrades an existing Lift Station 6-5 as provided in Section 4(ii) above to serve the Property in which case no additional contribution shall be required. The JCSA may use these funds for development of sewer system improvements or any project related to improvements to the JCSA sewer system, the

need for which is generated in whole or in part by the physical development and operation of the Property.

(c) A contribution of \$750.00 for each dwelling unit on the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated in whole or in part by the physical development and operation of the Property, including, without limitation, for emergency services, school uses, off-site road improvements, library uses, and public use sites.

(d) Owner shall make a contribution to the County of \$250.00 for each residential lot or unit shown on a final development plan for the Property for use by the County for recreation capital improvements.

(e) The contributions described above, unless otherwise specified, shall be payable for each dwelling unit on the Property at the time of subdivision or site plan approval for such unit.

(f) The per unit contribution(s) paid in each year pursuant to this Section shall be adjusted annually beginning January 1, 2005 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 the amounts set forth in paragraphs (a) and (b) of this Section. 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.

6. Streetscapes. The Owner shall provide and install streetscape improvements along both sides of the internal streets and the shared private driveway and on one side of the pedestrian/emergency access shown on the Master Plan in

accordance with the County's Streetscape Guidelines Policy. The streetscape improvements shall be shown on development plans for the Property and submitted to the Director of Planning for approval during the site plan approval process. Streetscape improvements shall be either (i) installed within six months of the issuance of a certificate of occupancy for any residential units in adjacent structures or, in the case of the streetscape improvements along one side of the pedestrian emergency access, within six months of the construction thereof or (ii) bonded in form satisfactory to the County Attorney prior to the issuance of a certificate of occupancy for any residential units in adjacent structures or, in the case of the streetscape improvements along one side of the pedestrian emergency access, at the time of completion of the construction thereof.

7. Commercial Design Review. Prior to the County being obligated to grant final development plan approval for any of the buildings on the Commercial Parcel, there shall be prepared and submitted to the Director of Planning for approval conceptual site plan, including dumpster locations, architectural and landscaping plans, including architectural elevations, for the Director of Planning to review and approve for general consistency with the architectural character of the Norge Community Character Area and the provisions of Section 24-370 (c) and 24-96 (d) (1) of the Zoning Ordinance as in effect on the

date hereof. The Director of Planning shall review and either approve or provide written comments setting forth changes necessary to obtain approval within 45 days of the date of submission of the plans in question. Final plans and completed buildings shall be consistent with the approved conceptual plans.

The design of the entrance into the Commercial Parcel from the main entrance drive into the Property shall be subject to the review for traffic safety and approval by the Director of Planning prior to final site plan approval.

8. Archaeology. A Phase I Archaeological Study for the Property 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.

9. **Environmental Protections.** (a) The Owner and/or the owners association shall grant, free of charge, to a County approved land conservation entity and/or the County a conservation easement with terms consistent with these Proffers over the area designated on the Master Plan as Conservation Area generally in the locations shown on the Master Plan. The exact boundaries of the Conservation Area shall be shown on subdivision plats and/or site plans of the Property. The conservation easement over the Conservation Area shown on each individual

subdivision plat or site plan shall be granted at the time of final approval thereof by the County. The Conservation Area shall remain undisturbed and in its natural state, preserving indigenous vegetation except as set forth below. With the prior approval of the County Engineer or his designee on a case by case basis, (i) dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Conservation Area; (ii) select hand clearing and pruning of trees shall be permitted in the Conservation Area to permit sight lines or vistas, (iii) utilities, pedestrian paths, trails and bridges may intrude into or cross the Conservation Area, (iv) stream restoration work shall be permitted in the Conservation Area and (v) stormwater BMPs may be located in the Conservation Area but shall not be located in nor impact the channel flow of perennial streams unless specifically approved by the Environmental Division. If vegetation is removed from the Conservation Area by development activities it shall be replaced by indigenous vegetation that is equally or more effective in retarding runoff, preventing erosion and filtering nonpoint source pollution. Except for existing utilities and to the extent reasonably feasible, new utility crossings shall be generally perpendicular through the Conservation Area and Owner shall endeavor to design utility systems that do not intrude into the Conservation Area. The Conservation Area shall be maintained by Owner unless the

County approved land conservation entity or the County assumes responsibility therefor under its easement or the Conservation Area is conveyed to an owners association, at which time the association shall assume responsibility for its maintenance. The Conservation Area shall be exclusive of lots or dwelling units.

(b) In order to achieve superior environmental protection, Owner shall utilize some combination of (i) an on-site infiltration/recharge BMP(s), and/or (ii) upgrading and using the existing BMP pond on the adjacent Williamsburg Dodge property as a regional facility and/or (iii) save existing onsite Hydrologic Soil Group A and B soils in the stormwater management system for the Property. The foregoing items shall be in addition to and shall not preclude use of an on-site BMP pond. The stormwater management plan for the Property shall be subject to the approval of the Director of the Environmental Division.

(c) Owner shall submit a streambed stabilization plan for the area shown on the Master Plan as "Area of Streambed Restoration" for review and approval by the Environmental Division prior to land disturbing activities for buildings 11 through 14 as shown on the Master Plan. The approved streambed stabilization plan shall either be (i) implemented or (ii) bonded in form satisfactory to the County Attorney prior to issuance of any land disturbing permits for buildings 11 through 14.

10. **Entrance/Taper.** Except as provided below, there shall be one entrance into the Property to and from Route 60 in the general location shown on the Master Plan. The Commercial Parcel shall not have direct access to Route 60 unless due to the unique nature of a proposed use or uses on the Commercial Parcel the Director of Planning and Virginia Department of Transportation approve a direct access. The portion of the Property with a Master Plan designations of "A" shall be served by a private shared driveway off Nina Lane as shown on the Master Plan. A eastbound right turn taper 200 feet in length on Route 60 shall be constructed at the entrance to the Property from Route 60. The taper proffered hereby shall be constructed in accordance with Virginia Department of Transportation standards and shall be completed prior to the issuance of the first certificate of occupancy. All signage along the Route 60 frontage of the Property shall be subject to review and approval of the Director of Planning in accordance with provisions of Section 24-69 of the Zoning Ordinance.

11. **Sidewalk Connections.** There shall be sidewalks on the Property generally in the locations shown on the Master Plan, including the internal sidewalk connection to the Commercial Parcel and to Nina Lane and along the Nina Lane frontage of the Property. Sidewalks along the entrance road shall be installed at the time of road construction. Otherwise, sidewalks shall be

installed prior to issuance of certificates of occupancy for adjacent dwelling units. There shall be no fence, gate, sign or structure to restrict pedestrian access to any of such sidewalks.

12. Pedestrian Path/Emergency Access. There shall be a multi-use path at least 12 feet in width, six feet paved and six feet of soil - reinforced earth shoulders, installed on the Property generally as shown on the Master Plan to provide pedestrian access and emergency vehicular access to and from the Property and Nina Lane. The path shall be located on property owned by the Association and shall be maintained by the Association. The path shall be either (i) installed or (ii) bonded in form satisfactory to the County Attorney prior to the issuance of any certificates of occupancy for any residential units in the adjacent buildings.

13. Private Streets. All streets on the Property shall be private and shall conform to VDOT construction standards. Owner shall deposit into the maintenance reserve fund maintained by the Association the amount of \$8,500.00 and shall provide evidence of such deposit to the Director of Planning at the time of final site plan or subdivision approval.

14. Commercial Uses. Except as further limited below, uses on the Commercial Parcel shall be limited to those uses permitted by right in the B - 1 zoning district under the James City County Zoning Ordinance as in effect as of the date of these proffers.

The following uses, otherwise permitted by right in the B - 1 zoning district, shall not be permitted on the Commercial Parcel:

- automobile service station
- fast food restaurant
- hotels, motels, tourists homes and convention centers
- indoor sports facilities
- indoor theaters
- lumber and building supply
- machinery sales and service
- marinas, docks, piers, yacht clubs, boat basins, and servicing, repair and sales facilities for the same
- marine or waterfront businesses to include the receipt, storage and transshipment of waterborne commerce or seafood receiving, packing or distribution
- public billiard parlors, arcades, pool rooms, bowling alleys, dance halls and other indoor centers of amusement
- radio and television stations and accessory antenna or towers and tower mounted wireless communications facilities
- retail food stores
- telephone exchanges and telephone switching stations
- wholesale and warehousing

If any use is proposed to locate on the Commercial Parcel with a materially higher trip generation based on ITE trip generation figures than the specialty retail (ITE Code 814) use used in the traffic impact study submitted herewith performed by DRW Consultants, Inc., then Owner shall submit with its proposed site plan an updated traffic impact study to the Director of Planning and VDOT based on the proposed use for their review and approval and shall implement the recommendations of the approved updated study prior to issuance of certificate of occupancy for the Commercial Parcel.

15. Landscaped Berm. There shall be a landscaped berm from two to six feet in height located between the multi-family

development on the Property and the Kristiansand subdivision, with the location and dimensions of the berm and the landscaping to be located thereon to be consistent with the detail and notes provided on the Master Plan and to be shown on development plan for the Property to be reviewed and approved in the plan review process.

16. Lighting. Street light poles at the Route 60 entrance and along the access drive extending the depth of the Commercial Parcel shall not exceed 20 feet in height. All other street light poles on the Property shall not exceed 15 feet in height. All building mounted external lights along the backs of the buildings on the Property shall be recessed fixtures with no globe, bulb or lens extending below the casing or otherwise unshielded by the case so that the light source is visible from the side of the fixture. These lights shall be shown on a lighting plan to be submitted to and approved by the Director of Planning and shall indicate that no glare defined as 0.1 footcandle or higher is cast off the Property onto adjacent properties.

17. Shared Driveway. There shall be a shared driveway at least 10 feet in width with at least a four inch stone base and one and one-half inches of asphalt serving the two single family residential lots on the Property generally as shown on the Master Plan with the design of the shared driveway to be approved by the

Director of Planning. The shared driveway shall be installed before the earlier of (i) final subdivision plat approval for the two single family lots or (ii) issuance of 40 certificates of occupancy for more than 40 multi-family units. Prior to final approval and recordation of the subdivision plat for those lots, Owner shall submit an instrument to the County Attorney for approval, setting forth provisions (i) creating the necessary easements for the shared driveway, (ii) for the permanent care and maintenance of the shared driveway, and (iii) establishing the method of assessing each lot for its share of the costs of administering, maintaining and replacing the shared driveway. The approved instrument shall be recorded with the final subdivision plat.

18. Recreation. Owner shall install a shelter/gazebo generally as shown on the Master Plan prior to issuance of a certificate of occupancy for any of the condominium units on the Property.

19. Landscaped Setbacks. The 35 foot landscaped setback shown on the Master Plan parallel to the entrance road and adjacent to the Williamsburg Dodge property shall contain the equivalent amount of landscaping as if the setback was fifty feet in width. The 35 foot landscaped setback adjacent to buildings 19 and 20 shall contain enhanced landscaping consisting of 125% of the landscaping otherwise required by the Zoning Ordinance and

clearing of the trees between 35' and 50' shall be the minimum necessary to properly install the buildings and appurtenances.

WITNESS the following signatures.

Evelyn H. Anderson *by Susanna B. Hickner*
her atty in fact

Evelyn H. Anderson, individually and as co-executor of the estate of Frederick A Hoar

Marie A. Hovland *by Susanna B. Hickner*
her atty in fact

Marie A. Hovland, as co-executor of the estate of Frederick A Hoar

George Ford *by [Signature]* *HER ATTORNEY IN FACT*

George Ford

Sharyn Ford *by [Signature]* *HER ATTORNEY IN FACT*

Sharyn Ford

Littlefeet, LLC

By: [Signature]
Title: Manager

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Williamsburg, to-wit:

The foregoing instrument was acknowledged this 5th day of January, 2004, by Evelyn H. Anderson, individually and as co-executor of the estate of Frederick A Hoar, by Susanna B. Hickner, her attorney in fact

[Signature]
NOTARY PUBLIC

My commission expires: 12/31/04.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Williamsburg, to-wit:

The foregoing instrument was acknowledged this 5th day of January, 2004, by Marie A. Hovland, as co-executor of the estate of Frederick A Hoar, by Susanna B-Hickman, her attorney in fact

Vann M Dobby III
NOTARY PUBLIC

My commission expires: 12/31/04.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Williamsburg, to-wit:

The foregoing instrument was acknowledged this 5th day of January, 2004, by George Ford and Sharyn Ford, husband and wife, by John Wilson, their attorney in fact.

Vann M Dobby III
NOTARY PUBLIC

My commission expires: 12/31/04.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Williamsburg, to-wit:

The foregoing instrument was acknowledged this 5th day of January, 2004, by John Wilson, as member of Littlefeet, LLC on behalf of the company.

Vann M Dobby III
NOTARY PUBLIC

My commission expires: 12/31/04.

Schedule A

Parcel 1

All that lot, piece or parcel of land situate, lying and being in the County of James City Virginia, known and designated as Lot 1, containing 3.2168 acres, more or less, together with 50' right of way all as shown on that certain plat entitled, "PLAT OF SUBDIVISION & BOUNDARY LINE VACATION ON PROPERTY STANDING IN THE NAME OF FREDERICK A. HOAR BEING 20.4349 ACRES LOCATED JAMES CITY COUNTY, VIRGINIA", dated June 7, 1988, revised August 19, 1988, made by Spearman & Associates, Inc., Land Surveying, and duly of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia in Plat Book 49 at page 88.

BEING a portion of the same property conveyed to Frederick A. Hoar by deed dated January 20, 1948, of record in the said Clerk's Office in Deed Book 41 at page 171. Frederick A. Hoar died testate. June 14, 1994. His will is recorded in Will File 3717, and is dated September 23, 1988, devising Lot 1 to Evelyn A. Anderson in Article I, Paragraph B.

Parcel 2

That certain piece or parcel of land situate in Powhatan Magisterial District, James City County, Virginia, containing 1 acres by survey, but being sold in gross and not by acre, which said parcel is shown and designated as Lot No. 3 on a plat entitled, "Plat Showing Survey for F. A. Hoar," made February, 1948 by V. D. McManus, a copy of said plat is recorded in Plat Book 11 page 15.

Said parcel of land being bounded and described as follows:

Commencing at an iron rod driven in the ground on the right of way of State Highway No. 60 at the corner of the property this day conveyed to Rustad and running thence South 13° 30' East the distance of 170.7 feet to an iron rod driven in the ground at the corner of Lot No. 2; thence South 76° 30' West the distance of 255.2 feet to an iron rod; thence North 13° 30' West the distance of 170.7 feet to an iron rod at the corner of Lot No. 4; thence 76° 30' East the distance of 255.2 feet to the point of beginning.

BEING the same property conveyed to Evelyn Hoar Anderson and George Braxton Anderson, husband and wife, tenants by the entireties with the right of survivorship, by deed dated March 10, 1948, recorded in Deed Book 40 at page 446. George Braxton Anderson died September 22, 1996, leaving Evelyn Hoar Anderson surviving

Parcel 3

All that certain lot, piece or parcel of land, together with the buildings and improvements thereon and appurtenances thereunto belonging, situate, lying and being in the County of

James City, Virginia, and known, numbered and designated as "Parcel A, a Plat of a Survey of Two Parcels of Land Located in Powhatan District, James City County, Virginia, dated February 10, 1975, made by Deward M. Martin & Associates, Inc., and recorded in the Clerk's Office of the Circuit Court of the County of James City, Virginia in Deed Book 161, page 393.

Commencing at a point, on the southerly right-of-way line of Rondane Place, said point marking the intersection of said right-of-way line and the line dividing Lot 51 and Lot 52, Kristiansand Section 2, thence along said dividing Line, S26°40'05"E 150.00' to a point, said point marking the intersection of the line dividing Lot 51 and Lot 52, Kristiansand Section 2 and the line of Norge Neighborhood, LLC; thence, along the line Dividing Norge Neighborhood, LLC and Kristiansand Subdivision, S63°19'55"W 40.88' to the point of beginning, said point marking the intersection of the line dividing Norge Neighborhood, LLC, Kristiansand Subdivision and George C. Ford, Jr. and Sharyn L. Ford, the point of beginning thus established; thence, leaving the line of Kristiansand Subdivision along the line of Norge Neighborhood, LLC, S09°27'16"W 227.35' to a point; thence, N42°18'49"E 106.58' to a point; thence, S26°01'28"W 69.96' to a point; thence, S02°03'42"W 151.80' to a point; thence, S16°30'39"W 77.83' to a survey point, thence, continuing along said line S16°30'39"W 4.98' to the centerline of a stream, said stream being the dividing line between the parcel herein described, Norge Neighborhood, LLC, and Colonial Heritage, L.L.C.; thence, returning to said survey point, along a survey line only, the centerline of the stream is the property line, N63°42'21"E 25.81' to a survey point; thence, S84°00'24"W 326.65' to a survey point; thence, N11°03'55"W 53.94' to a survey point; thence, N59°56'41"W 64.93' to a survey point along the centerline of the stream, the centerline of the stream is the property line; thence, leaving said stream, along a proposed line through the property of George C. Ford, Jr. and Sharyn L. Ford N73°30'26"E 357.32' to a point, a proposed corner; thence, N04°30'26"E 91.31' to a point, a proposed corner; thence, N14°56'09"E 97.85' to a point, a proposed corner; thence, N63°15'03"E 91.11' to a point, a proposed corner; thence, N26°44'57"W 123.68' to a point, a proposed corner; thence, N63°19'55"W 202.78' to the point of beginning; said parcel containing ± 2.30 acres.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 25 June 04
at 9:12 AM/PM: The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
\$ _____	\$ _____	\$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK
BY: Betsy B. Woolridge Clerk

2 of 2

22822

040016083

LIMITED POWER OF ATTORNEY


We, Evelyn H. Anderson, individually and as Co-Executor of the Estate of Frederick A. Hoar and Marie A. Hovland, as Co-Executor of the Estate of Frederick A. Hoar do hereby appoint, SUSANNA B. HICKMAN, as our true and lawful attorney-in-fact ("my attorney"). We authorize our attorney to act for us as follows:

To sign on our behalf proferred conditions in connection with the rezoning of our property known as 7145 Richmond Road, 19.3 ± acres.

This Limited Power of Attorney shall terminate upon the final rezoning of the above referenced property.

Any person, firm, or corporation shall be fully protected in relying upon this power of attorney unless and until actual notice of its revocation or actual notice of the death of the undersigned is received. I hereby ratify and confirm all actions which may be taken by my Agent under this power of attorney. This power of attorney shall not terminate upon my disability.

WITNESS my signature and seal this 10 day of October, 2003.

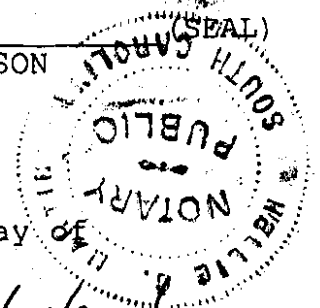


EVELYN H. ANDERSON

October, WITNESS my signature and seal this 01 day of October, 2003.



MARIE A. HOVLAND



STATE OF S.C. AT LARGE
CITY/COUNTY OF Greenville, to-wit:

The foregoing instrument was acknowledged before me
this 10 day of October, 2003, by EVELYN H. ANDERSON.

(AFFIX SEAL)

Nelli C. Matz
NOTARY PUBLIC

My commission expires: April 22, 2007

STATE OF S.C. AT LARGE
CITY/COUNTY OF Greenville, to-wit:

The foregoing instrument was acknowledged before me
this 10 day of October, 2003, by MARIE A. HOVLAND.

(AFFIX SEAL)

Nelli C. Matz
NOTARY PUBLIC

My commission expires: April 22, 2007



VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 25 June 04
at 9:14 AM/PM- The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
\$ _____	\$ _____	\$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

040016084

LIMITED POWER O-F ATTORNEY

We, George Ford and Sharyn Ford, husband and wife, do hereby appoint, JOHN WILSON, as our true and lawful attorney-in-fact ("our attorney"). We authorize our attorney to act for us as follows:

To sign on our behalf preferred conditions in connection with the rezoning of the portion of our property known as 126 Rondone Place, Williamsburg, Va. (Tax Parcel 2320100051) shown on the plan entitled "Master Plan for Rezoning of Norge Neighborhood Site" prepares by AES Consulting Engineers.

This limited Power of Attorney shall terminate upon the final rezoning of the above referenced property.

Any person, firm, or corporation shall be fully protected in relying upon this power of attorney unless and until actual notice of its revocation or actual notice of the death of the undersigned is received. We hereby ratify and confirm all actions which may be taken by our Agent under this power of attorney. This power of attorney shall not terminate upon our disability.

WITNESS our signatures and seals this 24th day of October, 2003.

George C. Ford (SEAL)
GEORGE FORD

Sharyn Ford (SEAL)
SHARYN FORD

STATE OF Virginia AT LARGE
CITY/COUNTY OF New Kent, to wit:

The foregoing instrument was acknowledged before me this 24 day of October, 2003,
by George Ford and Sharyn Ford, husband and wife.

Cynthia D. Jamell
NOTARY PUBLIC

My commission expires: June 30, 2007



VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 25 June 04
at 9:15 AM/PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
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\$ _____ \$ _____ \$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

