

060 001939

THE VILLAGES AT WHITEHALL  
ETCKORY NECK, ROCHAMBEAU AND TASKINAS VILLAGES

PROFFERS

THESE PROFFERS are made this 1st day of September, 2005 by HAZELWOOD-WAVERLY, L.L.C., a Virginia limited liability company ("HW"); R. M. HAZELWOOD, JR., TRUSTEE OF THE NETTIE A. HAZELWOOD REVOCABLE TRUST DATED MAY 4, 2003 ("Hazelwood"); DAVID JOHNSON and CINDY JOHNSON, husband and wife ("Johnsons") (together with their successors in title and assigns, the "Owners"); and RAUCH DEVELOPMENT COMPANY, LLC, a Virginia limited liability company ("Buyer").

RECITALS

A. HW is the owner of a tract or parcel of land located in James City County, Virginia, with an address of 3400 Rochambeau Drive, Toano, Virginia, and being Tax Parcel 1220100014, containing approximately 83.07 acres, being more particularly described on Schedule A hereto (the "HW Property").

B. Hazelwood is the owner of two tracts or parcels of land located in James City County, Virginia, with addresses of 3610 Rochambeau Drive and 3611 Rochambeau Drive, Toano, Virginia, respectively, and being Tax Parcels 1220100024 and 1220100022, respectively, containing a total of approximately 19.99 acres,

being more particularly described on Schedule A hereto (the "Hazelwood Property").

C. Johnsons are the owners of two tracts or parcels of land located in James City County, Virginia, with an address of 3850 Richmond Road, Toano, Virginia, and being Tax Parcel 1220100018, containing approximately 4.69 acres, and with an address of 3505 Rochambeau Drive, Toano, Virginia, and being Tax Parcel 1220'00019, containing approximately 23.20 acres, both being more particularly described on Schedule A hereto (the "Johnson Property").

D. The HW Property, the Hazelwood Property, and the Johnson Property are sometimes herein collectively referred to as the "Property."

E. Buyer has contracted to purchase the Property.

F. The Johnson Property is now zoned A-1. The HW Property and the Hazelwood Property is now zoned B-1. All of the Property is designated Low Density Residential on the County's Comprehensive Plan Land Use Map.

G. Buyer, with the consent of the Owners, has applied to rezone a portion of the Property from A-1 and B-1 to R-2, with proffers, and a portion of the Property from A-1 and B-1 to R-5, with proffers, a portion of the Property from B-1 and to B-1,

with proffers, and for a special use permit for a residential cluster with a density in excess of three units an acre.

H. Buyer has submitted to the County a master plan entitled "Master Plan, The Villages at Whitehall for Rauch Development, LLC" prepared by AES Consulting Engineers dated February 22, 2005, last revised June 24, 2005 (the "Master Plan") for the Property in accordance with the County Zoning Ordinance.

I. Buyer and Owners desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned R-2 and R-5.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2298 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. **Master Plan.** The Property shall be developed generally in accordance with the Master Plan, with only minor changes thereto that the Development Review Committee determines do not change the basic concept or character of the development.

There shall be a maximum of 415 single family attached and detached dwelling units on the Property. The Property shall be developed in conjunction with The Villages at Whitehall, LaGrange Village, development with a single master property owners association for all villages as provided in Condition 2.

2. **Owners Association.** There shall be organized a master owner's association for the Villages at Whitehall development (the "Association") in accordance with Virginia law in which all property owners in the development, by virtue of their property ownership, shall be members. In addition, there may be organized separate owner's associations for individual Villages or neighborhoods within Villages in which all owners in the Village or neighborhood, by virtue of their property ownership, also shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing each Association shall be submitted to and reviewed by the County Attorney for consistency with this Proffer. The Governing Documents shall require that each 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 areas (including open spaces) under the jurisdiction of each Association 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 each Association the power to file liens on members' properties for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. If there is more than one Association created for the Property the Associations shall enter into a costs sharing agreement allocating responsibility for maintenance and expenses for common areas described above between the Associations. The Governing Documents shall authorize the Association to develop, implement and enforce a turf management plan as provided herein.

**3. Water Conservation.** (a) The Association shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority and subsequently 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 subdivision or site plan approval.

(b) If the Owner desires to have outdoor watering of common areas on the Property it shall provide water for irrigation utilizing surface water collection from the two surface water ponds that are shown on the Master Plan and shall not use James City Service Authority ("JCSA") water or well water for irrigation purposes, except as provided below. This requirement prohibiting the use of well water may be waived or modified by the General Manager of JCSA if the Owner demonstrates to the JCSA General Manager that there is insufficient water for irrigation in the surface water impoundments, and the Owner may apply for a waiver for a shallow (less than 100 feet) well to supplement the surface water impoundments.

4. Cash Contributions for Community Impacts. (a) A contribution of \$1,061.00 for each detached dwelling unit on the Property and of \$796.00 for each attached 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. 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 \$36.00 for each single family detached dwelling unit and a contribution of '\$30.00 for each single family attached dwelling unit on the Property served by JCSA Lift Station 9-5 shall be made to the JCSA in order to mitigate impacts on the County from the physical development and operation of the Property. A contribution of \$81.00 for each single family detached dwelling unit and a contribution of \$67.50 for each single family attached dwelling unit on the Property served by JCSA Lift Station 9-7 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 to defray the costs of JCSA Lift Stations 9-7 and 9-5 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 \$1,275.00 for each detached dwelling unit on the Property and of \$775.00 for each attached 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, off-site sidewalk and road improvements, library uses, and public use sites.

(d) A contribution of \$3,750.00 for each detached dwelling unit on the Property and of \$1,875.00 for each attached 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 school uses.

(e) A contribution of \$100.00 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 the County's purchase of development rights program.



(f) The contributions described above shall be payable for each dwelling unit on the Property at the time of final subdivision plat or site plan approval for such unit unless the County adopts a written policy or ordinance calling for payment of cash proffers at a later date in the development process.

(f) The per unit contribution(s) paid in each year pursuant to this Section shall be adjusted annually beginning January 1, 2006 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) through (e) 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.

**5. Entrances; Traffic Improvements.** (a) At the entrance from Route 60 into Area 3 of the Property as shown on the Master Plan, a north bound 150 foot right turn taper and a south bound 200 foot left turn lane and 200 foot left turn taper shall be constructed.

(b) At the western entrance from Rochambeau Road into Area 3 and Area 1 of the Property as shown on the Master Plan, an east bound 150 foot right turn taper a west bound 200 foot left turn lane and 200 foot left turn taper, a west bound 150 foot right turn taper and an east bound 200 foot left turn lane and 200 foot left turn taper shall be constructed.

(c) At the eastern entrance from Rochambeau Road into Area 3 of the Property as shown on the Master Plan, a east bound 150 foot right turn taper and a west bound 200 foot left turn lane and 200 foot left turn taper shall be constructed.

(d) At the entrance from Rochambeau Road into the B-1 parcel of the Property as shown on the Master Plan, a west bound 150 foot right turn taper shall be constructed.

(e) The turn lanes and tapers proffered hereby shall be constructed in accordance with Virginia Department of Transportation ("VDOT") standards and shall be completed or their completion bonded in form satisfactory to the County Attorney prior to the issuance of any building permits for the Master Plan Area served thereby.

(f) Prior to the issuance of building permits for buildings in Taskinas or Rochambeau Villages and subject to the approval thereof by VDOT, Owner shall reconfigure the intersection of Rochambeau Road and Old Stage Road to the configuration shown on the Master Plan or bond, in form satisfactory to the County Attorney, such reconfiguration.

(g) The Owner shall submit an updated traffic impact study to the Director of Planning and VDOT for their review and approval prior to the time of the issuance of building permits for more than 75% of the total number of dwelling units permitted on the Property under thd Master Plan, unless the Director of Planning and VDOT waive such requirement. The updated traffic study shall include actual traffic counts from the developed portions of the Property and utilize ITE trip

generation figures for undeveloped portions of the Property and shall account for all other traffic utilizing the entrance roads into the Property and shall determine whether full right turn lanes at the entrances to the Property are warranted. If the approved-updated study determines such turn lanes are warranted, the County shall not be obligated to issue any further building permits for further development on the Property until such turn lanes have been installed or surety for their completion in form acceptable to the County Attorney have been posted with the County.

(g) Owner shall submit with each preliminary development plan which includes collector roads planned to potentially serve off-site properties to the Director of Planning and VDOT for their review and approval, a study confirming that the road as designed meets VDOT design and construction standards and guidelines for the projected traffic using the road. Such roads shall be constructed in accordance with the approved study.

6. Route 60 Community Character Buffer. (a) There shall be a variable width buffer along the Route 60 frontage of the Property to provide screening between the Village of Hickory Neck and Route 60 and an appropriate foreground to historic Hickory Neck Church. Owner shall submit a plan for this buffer for review and approval by the Development Review Committee.

This landscape plan may include a landscaped farm pond also serving as a stormwater 3MP as shown on the Master Plan and shall contain trees, shrubs, groundcovers and/or grasses, provide for the planting and harvesting of agricultural crops or other agricultural operations, fencing and berming to retain and/or create a sense of open farmland or pasture while screening the Village from the direct view of vehicles traveling on Route 60. The buffer shall be graded to create a gentle slope from Route 60 to a low landscaped berm located behind the lots adjacent to the buffer. The combination of the berm and landscaping shall, when the landscaping has reached maturity, screen the adjacent houses from the direct view of vehicles traveling on Route 60. The buffer provided shall measure a minimum of 300 feet deep. The buffer shall be exclusive of any lots or units. Agricultural activities such as planting and harvesting crops and grazing livestock shall be permitted in the buffer. The entrances, turn lanes/tapers and stormwater management facilities as shown generally on the Master Plan, the trails, sidewalks and bike lanes as shown generally on the Master Plan, utilities, lighting, entrance features and signs may be located in the buffer with the approval of the Development Review Committee. Dead, diseased and dying trees or shrubbery, and invasive or poisonous plants may be removed from

the buffer area. If a stormwater BMP pond is located within the buffer area, it shall be designed and constructed in accordance with a plan submitted to and approved by the Director of Planning to resemble a farm pond, using techniques such as less steep slopes, landscaping typical to a farm pond and berms. The buffer shall be planted in accordance with the approved buffer landscape plan or the planting bonded prior to the County being obligated to issue certificates of occupancy for dwelling units in Hickory Neck Village.

(b) All billboards now located within the buffer shall be removed before the County is obligated to issue certificates of occupancy for dwelling units on the Property.

**7. Route 60 Median Landscaping.** Owner, subject to the approval of VDOT, shall install landscaping in the Route 60 median along the Route 60 frontage to Hickory Neck Village. This landscaping shall be designed to compliment the Hickory Neck Village Community Character Corridor buffer landscaping and shall include trees, shrubs and groundcovers in accordance with a plan submitted to and approved by the Director of Planning. The median shall be planted or the planting bonded prior to the County being obligated to issue certificates of occupancy for dwelling units in Hickory Neck Village.

8. **Rochambeau Road Buffers.** (a) Along the Rochambeau Road frontage of Rochambeau Village, the 75 foot buffer shall be planted as set forth herein to provide a visual screen between the road and the Village through a reforestation plan. This plan may include some earth moving and berming and shall include a seeding and planting plan as recommended by the State of Virginia's Department of Forestry and approved by the Director of Planning. The planting mix shall include at least two types of evergreen trees and a variety of deciduous trees including Oak, Maple and Gum as well as native understory trees including Redbud and Dogwood. The buffer shall achieve an effective visual screen (6'-8' height of plantings and berming) within six years from time of installation. The buffer shall be left undisturbed to reforest with the exception of a more groomed landscape at the Village entrances. The buffer shall be planted or the planting bonded prior to the County being obligated to issue certificates of occupancy for dwelling units in Rochambeau Village.

(b) Along the Rochambeau Drive frontage to Hickory Neck Village, landscaping shall be provided within the 75' buffer to enhance the look of a forested edge to that Village in accordance with a landscaping plan approved by the Director of Planning. The buffer shall be planted or the planting bonded

prior to the County being obligated to issue certificates of occupancy for dwelling units located within 500 feet of Rochambeau Drive in Hickory Neck Village.

(c) Along the Rochambeau Drive and School Lane frontages to Taskinas Village, landscaping shall be provided within the 75' buffer to enhance the look of a forested edge to that Village in accordance with a landscaping plan approved by the Director of Planning. In any areas where the backs of dwelling units face Rochambeau Road or School Lane a combination of berms and/or landscaping shall, when the landscaping has reached maturity, screen the adjacent units from the direct view of vehicles traveling on Rochambeau Road or School Lane. The buffer shall be planted or the planting bonded prior to the County being obligated to issue certificates of occupancy for dwelling units located in Taskinas Village.

**9. Pedestrian Connections to Adjacent Properties.** Owner shall provide pedestrian connections between the Property and the adjacent properties generally as shown on the Master Plan, with the plans, location and materials for such connections subject to review and approval by the Director of Planning and with such connections to be shown on the development plans for the Property. The connections 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 buildings in the Village containing such connections

**10. Streetscape Guidelines.** The Owner shall provide and install streetscape improvements in accordance with the applicable provisions of the County's Streetscape Guidelines policy. The streetscape improvements shall be shown on development plans for that portion of 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 (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.

**11. Recreation.** (a) Owner shall preserve the Waverly Farm farmhouse pursuant to a preservation plan approved by the Director of Planning and may utilize it as a clubhouse/community facility. Owner reserves the right to relocate the farmhouse to a different location on the Property with the prior approval of the Development Review Committee.

(b) The following recreational facilities shall be provided: (i) approximately 12.48 acres of parkland, including 8.03 acres shown as recreation area on the Master Plan; (ii) two

play areas (tot lots) with playground equipment for four to six activities; (iii) two to four tennis and/or multi-use courts; (iv) approximately 2.03 miles of trails/paths; (v) a 25 meter swimming pool with pool house. The exact locations of the facilities proffered hereby and the equipment to be provided at such facilities shall be subject to the approval of the Development Review Committee. All recreational facilities shall be open to owners in LaGrange Village.

(c) There shall be provided on the Property other recreational facilities, if necessary, such that the overall recreational facilities on the Property meet the standards set forth in the County's Recreation Master Plan as determined by the Director of Planning or in lieu of such additional facilities Owner shall make cash contributions to the County in an amount determined pursuant to the County's Recreation Master Plan (with the amount of such cash contributions being determined by escalating the amounts set forth in the Recreation Master Plan from 1993 dollars to dollars for the year the contributions are made using the formula in Section 4(e)) or some combination thereof. All cash contributions proffered by this Proffer 18 shall be used by the County for recreation capital improvements. The exact locations of the facilities proffered hereby and the equipment to be provided at such

facilities shall be subject to the approval of the Development Review Committee.

**12. Archaeology.** A Phase I Archaeological Study for the entire Property shall be submitted to the Director of Planning for review and approval prior to land disturbance. A treatment plan shall be submitted 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 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 III 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 areas. 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 Standards 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 Property and the clearing, grading or construction activities thereon.

**13. Design Guidelines and Review.** Owner shall prepare and submit design review guidelines to the Development Review Committee setting forth design and architectural standards for the development of the Property attempting to capture the architectural character of the Toano area and generally consistent with the architectural styles embodied in "Villages at Whitehall, Supplementai Community Information" prepared by AES Consulting Engineers submitted as a part of the rezoning application and incorporating appropriate and suitable sustainable building practices as recommended in the Sustainable Building Sourcebook of the City of Austin for the approval of the Development Review Committee prior to the County being obligated to grant final approval to any development plans for the Property (the "Guidelines"). The Guidelines shall

specifically address appropriate architectural treatments for the rear elevation of any dwelling units facing Rochambeau Road or School Lane in Taskinas Village. Once approved, the Guidelines may not be amended without the approval of the Development Review Committee. Owner shall establish a Design Review Board to review all building plans and building elevations for conformity with the Guidelines and to approve or deny such plans.

**14. Hickory Neck Church.** Owner shall design the stormwater BMPs and system on the Property to serve the proposed expansion of Hickory Neck Church and shall grant the Church the necessary easements to drain into such system. Owner shall preserve and enhance the existing hedgerow located along the common property line between the Property and Hickory Neck Church in the vicinity of the road connection to the Hickory Neck Church site as shown on the Master Plan and/or plant a hedgerow extending along the property line generally as shown on the Master Plan, all in accordance with a plan approved by the Development Review Committee. The hedgerow shall be planted in accordance with the approved landscape plan or the planting bonded prior to the County being obligated to issue certificates of occupancy for dwelling units in Hickory Neck Village.

15. Stonehouse Elementary School/Williamsburg Christian Academy/Faith Fellowship Assembly of God. Owner shall design the stormwater BMPs and system on the Property to serve the Stonehouse Elementary School and any potential expansion thereof and Faith Fellowship Assembly of God and shall grant the School and the Church the necessary easements to drain into such system. Owner shall extend gravity sewer to the Property from Lift Station 9-5 with a size approved by JCSA to serve Stonehouse Elementary School, Williamsburg Christian Academy and Faith Fellowship Assembly of God and shall grant the School and the Church the necessary easements to utilize such sewer line. Owner shall extend the pedestrian access from the pedestrian system on the Property to the Faith Fellowship Assembly of God.

16. Sidewalks. There shall be sidewalks installed on both sides of each of the public streets on the Property, which sidewalks may be installed in phases as residential units are constructed. Sidewalks shall be installed prior to issuance of certificates of occupancy for adjacent dwelling units. Owner shall either (i) install sidewalks along the Route 60 and Rochambeau Road frontage of the Property or (ii) in lieu thereof, construct a hard surface multi-use trail with a design approved by the Director of Planning along such road frontages with connections to the internal trail system on the Property or

(iii) in lieu thereof, make a payment to the County for sidewalk improvements included in the County's capital improvements plan in an amount acceptable to the Director of Planning based on the estimated costs of construction of the sidewalks.

**17. Commercial Uses.** In the portion of the Property rezoned to B-1, with proffers, the following uses, otherwise permitted by right, shall not be permitted:

automobile service stations;  
hotels, motels, tourist homes and convention centers;  
indoor sports facilities  
indoor theaters  
radio and television stations and accessory antenna or towers or tower mounted wireless communication facilities, which are 60 feet or less in height;  
fast food restaurants: and  
wholesale and warehousing.

**18. Curb and Gutter.** Streets (but not the private alleys) within the Property shall be constructed with curb and gutter provided, however, that this requirement may be waived or modified along those segments of street, including entrance roads, where structures are not planned.

**19. Master Stormwater Management Plan.** Owner shall submit to the County a master stormwater management plan as a part of the initial site or development plan submittal for the Property, including the stormwater management BMP ponds, and where appropriate and feasible, low impact design techniques for

review and approval by the Environmental Division. The master stormwater management plan may be revised and/or updated during the development of the Property with the prior approval of the Environmental Division. The County shall not be obligated to approve any final development plans for development on the Property until the master stormwater management plan has been approved. The approved master stormwater management plan, as revised and/or updated, shall be implemented in all development plans for the Property.

**20. Turf Management Plan.** The Association shall be responsible for developing and implementing a turf management plan ("Turf Management Plan") for the maintenance of lawns and landscaping on the Property in an effort to limit nutrient runoff into Ware Creek and its tributaries from the Property. The Turf Management Plan shall include measures necessary to manage yearly nutrient application rates to turf such that the application of nitrogen does not exceed 75 pounds per year per acre. The Turf Management Plan shall be prepared by a landscape architect licensed to practice in Virginia and submitted for review to the County Environmental Division for conformity with this proffer. The Nutrient Management Plan shall include terms permitting enforcement by either the Owners Association or the County. The Turf Management Plan shall be



approved by the Environmental Division prior to final subdivision or site plan approval.

21. **Development Phasing.** The County shall not be obligated to grant final subdivision plat or site plan approval for more than the number of lots/units on a cumulative basis set forth beside each anniversary of the date of the final approval of the applied for rezoning by the Board of Supervisors:

<u>Anniversary of Rezoning</u>	<u>Maximum Number of Lots/Units</u>
1	63
2	126
3	189
4	252
5	315
6	378
7 and thereafter	415

22. **Private Streets.** All private streets on the Property shall conform to VDOT construction standards. Private streets shall be maintained by the Associatio or a neighborhood association. The party responsible for construction of a private street shall deposit into a maintenance reserve fund to be managed by the association responsible for maintenance of that private street an amount equal to one hundred and fifty percent (150%) of the amount of the maintenance fee that would be required for a similar public street as established by VDOT - Subdivision Street Requirements. The<sup>n</sup>County shall be provided evidence of the deposit of such maintenance fee at the time of

final site plan or subdivision plat approval by the County for the particular phase or section which includes the relevant private street.

23. **Reserved Right of Way.** Owner shall reserve the area 50 feet in width shown on the Master Plan as "Future Connections to Adjacent Property" for a possible future road connections to the adjacent parcels to the south and west of the Property. Owner shall have no responsibility to construct a connecting road in this area and shall not be obligated to permit the owners of the adjacent parcels to construct a road in such area unless and until Owner and the owner of the adjacent parcels have entered into an agreement providing for the equitable sharing of the cost of maintenance of such road and the main entrance road into the Property, agreed upon a restriction limiting the use by the adjacent parcel of such roads to cars and light duty trucks and obligating the owner of the adjacent parcel to pay for any required road or traffic signal improvements warranted by the additional traffic from the adjacent parcels.

WITNESS the following signatures.

Hazelwood-Waverly, L.L.C.

By: R.M. Hazelwood, Jr.  
Manager

R.M. Hazelwood, Jr. Trustee  
R. M. Hazelwood, Jr, Trustee

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

The foregoing instrument was acknowledged this 2nd  
day of September, 2005, by R.M. Hazelwood, Jr., as Manager  
of Hazelwood-Waverly, L.L.C. on behalf of the company.

John M. Sedberry III  
NOTARY PUBLIC

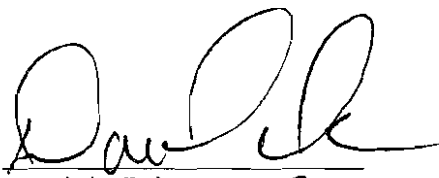
My commission expires: 12/31/09

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

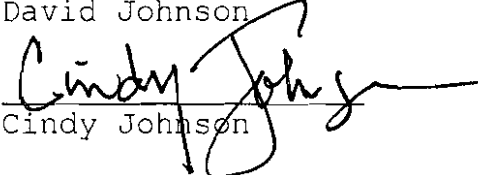
The foregoing instrument was acknowledged this 2nd  
day of September, 2005, by R. M. Hazelwood, Jr., as  
Trustee of the Nettie A. Hazelwood Revocable Trust dated May 4,  
2003.

John M. Sedberry III  
NOTARY PUBLIC

My commission expires: 12/31/09.



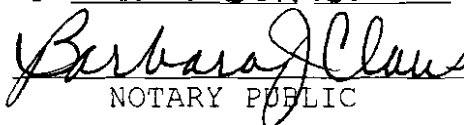
David Johnson



Cindy Johnson

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

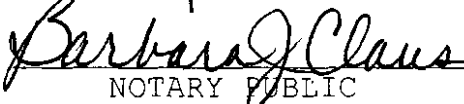
The foregoing instrument was acknowledged this 6  
day of September, 2005, by David Johnson.

  
NOTARY PUBLIC

My commission expires: 1/31/07.

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

The foregoing Instrument was acknowledged this 6  
day of September, 2005, by Cindy Johnson.

  
NOTARY PUBLIC

My commission expires: 1/31/07.

LLC

Rauch Development Company,

*Gayle M Rauch*  
By: Gayle M Rauch  
Title: Manager

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

The foregoing instrument was acknowledged this 2nd  
day of \_\_\_\_\_, 2005, by Gayle M. Rauch, as Manager  
of Rauch Development Company, LLC on behalf of the company.

*Vernon M Geddy III*  
NOTARY PUBLIC

My commission expires: 12/31/09.

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

## SCHEDULE A

### HAZELWOOD Properties:

#### Tax Map **12-2 01-0-0014** aka **3400** Rochambeau Drive

All that certain tract or parcel of land in Stonehouse Magisterial District, James City County, Virginia, containing 83.07 acres, more or less, being all of the rest, residue and remainder of a certain tract or parcel of land known as "Waverly" acquired by R.M. Hazelwood by deed from Robert Hugh Haynes and Nolie Allen Haynes dated November 1, 1960, recorded in the Clerk's Office of James City County, Virginia, November 1, 1960, in Deed Book 77, page 167.

It being a part of the land conveyed to R.M. Hazelwood, Jr. by (1) Will of R.M. Hazelwood, recorded in James City County Will Book 10, page/ 499; (2) Deed of Gift from Mable W. Hazelwood, recorded in James City County Deed Book 165, page 249; and (3) Deed from Elizabeth H. Fowler, et ux, recorded in James City County Deed Book 324, page 95.

#### Tax Map **12-2 01-0-0024** aka **3610** Rochambeau Drive

All that certain piece or parcel of land in the Stonehouse District of James City County, Virginia, estimated to contain 5.7 acres, more or less, being part of the tract of land formerly known as "Tankards," being triangular in shape and bounded on the south by Rochambeau Drive, on the northeast by Old Stage Road and on the west by a ravine separating it from a tract of land known as Waverly.

It being a part of the land conveyed to R. M. Hazelwood, Jr., Trustee of the Nettie A. Hazelwood Revocable Trust, dated May 5, 2003, recorded in James City County as Instrument No. 050000791.

#### Tax Map **12-2 01-0-0022** aka **3611** Rochambeau Drive

All that certain parcel of land in the Stonehouse District of James City County, Virginia, containing 14.20 acres, more or less, shown and designated as PARCEL 1A on a Plat of Survey entitled, "SUBDIVISION OF PARCEL 1A, PROPERTY OF R.M. HAZELWOOD (PLAT BOOK 70, PAGE 34), STONEHOUSE DISTRICT, JAMES CITY COUNTY, VIRGINIA," which plat was made by Landmark Design Group, dated May 20, 2002, a copy of which said plat is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and James City County, Virginia, in Plat Book 86, page 62, to which reference is here made.

It being a part of the land conveyed to R. M. Hazelwood, Jr., Trustee of the Nettie A. Hazelwood Revocable Trust, dated May 5, 2003, recorded in James City County as Instrument No. 050000791.

**JOHNSON/ARGO Properties:**

**3850 Richmond Road, Tax Map 1220100018:**

Parcel 1. All that piece or parcel of land in James City County, Virginia, being a portion of the "Waverly" tract on which the dwelling house is situated, containing 4.694 acres, more or less, as set out and shown on a plat entitled, "PLAT OF SURVEY A PARCEL CONTAINING 4.694 ACRES +/- OWNED BY DAVID AND CINDY JOHNSON AND A PARCEL CONTAINING 22.235 ACRES +/- OWNED BY ARGO, L.L.C., STONEHOUSE DISTRICT, JAMES CITY COUNTY, VIRGINIA," dated January 20,2003, and made by AES Consulting Engineers of Williamsburg, Virginia, a copy of which plat is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and James City County, Virginia, as Instrument No. 050021664.

Together with an easement of right-of-way for access to and from this property to Highway Route 60 along the road or lane as now used, the approximate location of said road or lane is shown on the plat above referred to, said right to be in common with the right of the owner of the "Waverly" tract to use the same.

**3505 Rochambeau Drive, Tax Map 1220100019:**

Parcel 2. All that certain piece or parcel of land together with all the improvements thereon, situate, lying and being in James City County, Virginia, containing 22.235 acres, more or less, as set out and shown on a plat entitled, "PLAT OF SURVEY A PARCEL CONTAINING 4.694 ACRES +/- OWNED BY DAVID AND CINDY JOHNSON AND A PARCEL CONTAINING 22.235 ACRES +/- OWNED BY ARGO, L.L.C., STONEHOUSE DISTRICT, JAMES CITY COUNTY, VIRGINIA," dated January 20,2003, and made by AES Consulting Engineers of Williamsburg, Virginia, a copy of which plat is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and James City County, Virginia, as Instrument No. 050021664.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY  
This document was admitted to record on 26 Jan 06  
at 11:53 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 8. WOOLRIDGE, CLERK  
BY: Betsy B. Woolridge Clerk