

060017870

Tax Parcels: 3840100002,3840100003,3840100052 and a portion of 3840100056

NEW TOWN - SECTION 9 - SETTLER'S MARKET AT NEW TOWN -

PROFFERS

THESE PROFFERS are made as of this 17th day of March, 2006 by **WHS LAND HOLDINGS, LLC**, a Virginia limited liability company ("WHS"), **NEW TOWN ASSOCIATES**, a Virginia limited liability company ("Associates") (together with their respective successors and assigns, "Owner") (index each as a "grantor"); and the **COUNTY OF JAMES CITY, VIRGINIA** (the "County") (index as the "grantee").

RECITALS

R-1. WHS is the owner of certain real property in James City County, Virginia, being more particularly described on Exhibit A attached hereto and made a part hereof (the "WHS Property")

R-2. WHS has contracted to sell the WHS Property to AIG Baker Development, LLC ("Baker").

R-3. Associates is the owner of certain real property in James City County, Virginia, being more particularly described on Exhibit B attached hereto and made a part hereof (the "Associates Property").

R-4. Associates has contracted to sell a portion of the Associates Property to Baker and a portion of the Associates Property to Developers Realty Corporation ("DRC").

R-5. Baker and DRC intend to construct a mixed use commercial/residential development on their respective properties pursuant to an agreed upon Master Plan. The

WHS Property and the Associates Property is hereinafter collectively called the "Property".

R-6. The Property is located within and in the vicinity of a development commonly known as "New Town." The New Town development is subject to and governed by (i) certain proffers entitled the "New Town Proffers" dated December 9, 1997 of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia (the "Clerk's Office") as Instrument No. 980001284, (ii) a conceptual master land use plan entitled "New Town Plan" prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997 and revised December 8, 1997 (the "New Town Master Plan"), (iii) design guidelines entitled "NEW TOWN DESIGN GUIDELINES, JAMES CITY COUNTY, VIRGINIA," prepared by Cooper, Robertson & Partners dated September 3, 1997 and (iii) the New Town - Sections 2 and 4 - Proffers dated November 1, 2001 of record in the Clerk's Office as Instrument No. 010023715 (the "New Town Design Guidelines"), (iv) New Town - Sections 3 and 6 - Proffers dated October 25, 2005, Instrument No. 040027471, (v) Supplemental Proffers - New Town - Sections 2 and 4, dated October 3, 2003, Instrument No. 030032005, and (vi) New Town - Section 5 - Proffers, April 23, 2004, Instrument No. 040020235.

R-7. In furtherance of the vision embodied in the New Town Master Plan and New Town Design Guidelines, Baker and DRC, with the consent of Owner, have applied for a rezoning of the Property from M-1, Limited Industrial, and R-8, Rural Residential to MU, Mixed-Use, with proffers. The rezoning of the Property to MU, with proffers, is in fact consistent both with the land use designation for the Property on the County's

Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 24-514 of the County's Zoning Ordinance in effect on the date hereof (the "Zoning Ordinance").

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

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

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

R-11. Owner has previously submitted to the DRB, and the DRB has previously approved in writing as consistent with both the New Town Master Plan and the New Town Design Guidelines, a master plan entitled "SETTLER'S MARKET AT NEW TOWN, MASTER PLAN, dated December 22,2005 (the "Section 9 Master Plan"), and

design guidelines entitled "SETTLER'S MARKET AT NEW TOWN, SECTION 9 DESIGN GUIDELINES", dated December 5, 2005 (the "Section 9 Guidelines") for the Property, copies of which Section 9 Master Plan and Section 9 Guidelines are on file with the County's Director of Planning.

R-12. In accordance with paragraph 4 of the New Town Proffers, Owner has submitted to the County a traffic study entitled "Traffic Study for Settler's Market at New Town" dated February 28, 2006 prepared by DRW Consultants, Inc. (the "Traffic Study"), a copy of which is on file with the Director of Planning.

R-13. A small whorled pogonia survey was conducted on the Associates Property revealing that no small whorled pogonia plants exist on the Associates Property. The report generated from that survey is entitled "SEARCHED FOR THE SMALL WHORLED POGONIA, ISOTRIS MEDEOLOIDES, ON THE CASEY TRACT, CHISEL RUN WATERSHED, WILLIAMSBURG/JAMES CITY COUNTY, VIRGINIA SPRING/SUMMER 1996" (the "1996 report"), prepared by Dr. Donna M. E. Ware of the College of William & Mary for Williamsburg Environmental Group, Inc. The results of the 1996 report are illustrated on sheet 6, entitled "Master Stormwater Plan", of the New Town Master Plan. A copy of the 1996 report is on file with the County Planning Director. A small whorled pogonia survey was conducted on the WHS Property revealing that no small whorled pogonia plants exist on the WHS Property. The report generated from that survey is set forth in the document entitled "ENVIRONMENTAL RESOURCE INVENTORY OF THE AIG BAKER TRACTS I & II AT NEW TOWN", prepared by Williamsburg Environmental Group, Inc. and dated September 2005, a copy of which is on file with the Director of Planning.

R-14. A Phase I Archeological Study (the "Casey Study") was conducted on the Associates Property as detailed in that certain report entitled "A Phase I Archeological Survey of the Casey Property, James City County, Virginia", dated July 30, 1990, prepared for the Casey Family c/o Virginia Landmark Corporation by the William and Mary Archeological Project Center, which report has been submitted to, reviewed and approved by the County Planning Director. The Casey Study identified only one (1) area of archeological significance on the Property, Site 44JC617, and recommended such site for Phase II evaluation. Subsequent to the Casey Study, Associates commissioned a second Phase I Archeological Study (the "Associates Study") of, *inter alia*, Site 44JC617 as detailed in that certain report entitled "Phase I Archeological Investigations of Sites 44JC617, 44JC618, 44JC619, and 44JC620 on the New Town Tract James City County, Virginia", dated January, 2004, prepared by Alain C. Outlaw, Principal Investigator, Timothy Morgan, Ph.D., and Mary Clemons, which report has been submitted to, reviewed and approved by the County Planning Director. The Associates Study determined that Site 44JC617 is an isolated finds area and recommended no further treatment of the site. An archaeological study entitled "Phase I and Phase II Archaeological Investigations in Select Areas of the Casey Tract, James City County, Virginia" dated May, 2005, prepared by Alain C. Outlaw, Principal Investigator, Timothy Morgan, Ph.D., and Mary Clemons (the "2005 Study") of the WHS Property has been submitted to, reviewed and approved by the County Planning Director. The 2005 Study recommended no further archaeological on the WHS Property.

R-15. The provisions of the Zoning Ordinance, Section 24-1, et seq., may be deemed inadequate for protecting and enhancing orderly development of the Property.

Accordingly Owner, in furtherance of its application for rezoning, desires to proffer certain conditions which 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-15. The County constitutes a high-growth locality as defined by Section 15.2 - 2298 of the Virginia Code.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the rezoning set forth above and the Section 9 Master Plan, the Section 9 Guidelines and all related documents described herein, and pursuant to Section 15.2-2296 et seq., of the Virginia Code, Section 24-16 of the Zoning Ordinance and the New Town Proffers, Owner agree that all of the following conditions shall be met and satisfied.

PROFFERS:

1. Application of New Town Proffers, Master Plan and Guidelines. Unless otherwise specifically noted herein, these Proffers shall supersede and amend and restate in their entirety the New Town Proffers, the New Town Master Plan and the New Town Design Guidelines, to the extent they now apply to the Property.

2. Owner's Association. Either (i) a supplemental declaration (the Supplemental Declaration") shall be executed and recorded in the Clerk's Office to submit the Property to the New Town Master Association, a Virginia non-stock corporation (the "Commercial Association"), and to the Master Declaration of Covenants,

Easements and restrictions for New Town, dated June 22, 1998, recorded in the Clerk's Office as documents no. 980013868, the Articles of Incorporation and the Bylaws governing the Commercial Association, as any of the foregoing have been or may be hereafter supplemented, amended or modified pursuant to the terms thereof, with it being specifically intended that the Property shall be maintained as a stand alone development by the owner thereof and the Property shall not be subject to all of the covenants, restrictions, terms and conditions set forth in the declarations governing New Town, or, (ii) in the alternative, for any of the Property not submitted to the Supplemental Declaration, a separate owners association (the "Settler's Market Association") shall be formed by Owner. If a Settler's Market Association is formed, the Settler's Market Association and the Commercial Association shall develop and enter into shared facility agreements with respect to shared facilities, if any, benefiting both associations to fairly and reasonably apportion fiscal responsibility for the operation and maintenance of shared facilities. In addition, one or more separate owners or condominium associations may be organized for the Property (each individually "Separate Association") and supplemental restrictive covenants may be imposed on the Property. The Supplemental Declaration and any articles of incorporation, bylaws and declaration associated with a Settler's Market Association, any separate owner's association for the Property (collectively, the "Governing Documents"), if any, shall be submitted to and reviewed by the County Attorney for general consistency with this proffer. The Governing Documents shall (i) require that the applicable association adopt an annual maintenance budget and assess all members for the maintenance of the properties owned or maintained by such association (ii) grant such association the power to, and require that such association, file

liens on member's properties for non-payment of such assessments and for the cost to remedy violations of, or otherwise enforcing, the Governing Documents, and (iii) provide that the **DRB** is to serve as a design review board for each association formed with respect to the Property.

3. Development Process and Land Use. (a) DRB Authority. Duties and Powers. All revised master plans, revised design guidelines, subdivision, site plans, landscaping plans, architectural plans and elevations and other development plans for the Property shall be submitted to the DRB for review and approval in accordance with the manual entitled "NEW TOWN DESIGN PROCEDURES JAMES CITY COUNTY", as the same may be amended by the DRB from time to time, and such other rules as may be adopted by the DRB from time to time, for general consistency with the Section 9 Master Plan and Section 9 Guidelines. Evidence of DRB approval of plans required to be submitted to the County for approval shall be provided with any submission to the County Department of Development Management of such plans. The County shall not be required to review any subsequent development plans not receiving the prior approval of the DRB. In reviewing applications, development plans and specifications, the DRB shall consider the factors set forth in the Section 9 Master Plan and/or the Section 9 Guidelines. The DRB shall advise of either (i) the DRB's recommendation of approval of the submission, or (ii) the areas or features of the submission which are deemed by the DRB to be materially inconsistent with the Section 9 Master Plan and/or the Section 9 Guidelines and the reasons for such findings and suggestions for curing the inconsistencies. The DRB may approve development plans that do not strictly comply with the Section 9 Master Plan and/or Section 9 Guidelines, if the circumstances,

including, but not limited to, topography, natural obstructions, hardship, economic conditions or aesthetic or environmental considerations, warrant approval. All structures and improvements and open space, wetlands and other natural features on the Property shall be constructed, improved, identified for preservation, left undisturbed or modified, as applicable, substantially in accordance with the plans and specifications as finally approved by the DRB.

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

4. Traffic Study and Road and Signal Improvements/Traffic Signal Preemption Equipment. (a) In accordance with the requirements of Section 4 of the New Town Proffers, Owner has submitted to the County the Traffic Study.

(b) A traffic signal at the Settler's Market Boulevard/Monticello Avenue intersection shall be designed and installed, which traffic signal shall include, subject to Virginia Department of Transportation ("VDOT") approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the James City County Fire Department.

(c) For the Casey Boulevard (as designated on the Master Plan) connection to Monticello Avenue, the following entrance and road improvements shall be installed:

- (i) Dual eastbound left turn lanes on Monticello Avenue.
- (ii) A westbound right turn/through lane on Monticello Avenue

extending to the existing right turn lane from westbound Monticello Avenue onto northbound Route 199.

A traffic signal at the Casey Boulevard/Monticello Avenue intersection shall be designated and installed, which traffic signal shall include, subject to VDOT approval, traffic signal preemption equipment meeting VDOT design standards and acceptable to the County Fire Department.

(d) The traffic signal improvements proffered in paragraphs (b) and (c) shall include pedestrian crosswalks, pedestrian signal heads and controls on the Settler's Market side of Monticello Avenue, and, if safe and feasible in light of turn lane configurations, pedestrian median refuges.

(e) The road improvements identified in items (b) and (c) above shall be installed to VDOT standards and specifications. The traffic improvements and signals proffered above shall be bonded in accordance with the provisions of the County Code prior to final development plan approval for development on the Property and shall be installed when warranted as determined by VDOT.

(f) A contribution shall be made to the County in the amount of Sixty Eight Thousand Eight Hundred Dollars (\$68,800.00) at the time of final site plan approval for the development of the Property ("Road Contribution"). The County shall make these monies available for off-site road improvements in the Monticello Avenue corridor, the

need for which is deemed by the County to be generated by the development of the Property.

5. Mix of Housing Types. A minimum of three percent (3%) of the residential units constructed on the Property shall be initially offered for sale for a period of nine (9) continuous months (if not earlier sold pursuant to such offer) after the issuance of a building permit for such residential units at a price at or below One Hundred Fifty-Four Thousand Dollars (\$154,000.00) subject to adjustment as set forth herein. The County Planning Director and Department of Housing and Community Development shall be provided with a copy of the listing agreement and sales literature for each residential unit offered for sale at a price at or below the adjusted price set forth above, and with respect to the sale of such residential units, consultation shall be made with, and referrals of qualified buyers shall be accepted from, the County Department of Housing and Community Development.

6. Community Spaces. There shall be village community spaces generally as shown on the Section 9 Master Plan as the DRB may approve as consistent with the Section 9 Guidelines (the "Village Community Spaces"). The construction of the Village Community Spaces shall be bonded in form satisfactory to the County Attorney prior to final development plan approval for development on the Property. The Village Community Spaces shall be maintained by the applicable owners association for the Property, and shall be subject to rules and regulations as may be promulgated, from time to time, by the responsible association; provided, however, no permanent barriers shall be erected or maintained to prohibit pedestrian access to such Village Community Spaces and such Village Community Spaces shall be open to the owners of the Property, their

respective mortgagees, and tenants and occupants of buildings constructed on the Property and the respective subtenants, licensees, concessionaires, business invitees, employees and customers of all such persons.

7. **Streetscapes.** All site development and subdivision plans for development within the Property shall include (i) pedestrian connections on the Property, or the portion thereof so developed, along main roads adjoining the Property, (ii) streetscape plans for adjacent streets within the Property, and (iii) streetscape plans for those portions of the Property adjacent to Monticello Avenue, all of which pedestrian connections and streetscapes shall be consistent with the applicable Section 9 Guidelines. The approved streetscape plans, including, where required by the DRB pursuant to the Section 9 Design Guidelines, street trees, the town wall or fence, sidewalks, crosswalks, street lighting, street furniture, and bike lanes, and any other miscellaneous improvements required by the Section 9 Design Guidelines and approved by the DRB, shall be implemented when the adjacent portion of the Property is developed but in any event within one (1) year after the issuance of the first certificate of occupancy for a building on the Property.

8. **Bus/Transit Facilities.** At least one (1) but no more than two (2) bus pull-off area and bus stop shelter shall be constructed on the Property in locations approved by the County Transit Administrator. Design of the pull-off and shelter shall be approved in advance by the DRB. The pull-off and shelter shall be shown on development plans for the Property, shall be bonded in accordance with the County Code at the time of final development plan approval and installed when the adjacent roadways are constructed.

9. Contribution for Public Facilities. (a) Water. A contribution shall be made to the County in the amount of Eight Hundred Twelve Dollars (\$812.00), for each individual residential dwelling unit (individually, a "Residential Unit", and collectively, the "Residential Units") developed on the Property (the "Per Unit Water Contribution"). The County shall make these monies available for development of water supply alternatives, the need for which is deemed by the County to be generated by the development of the Property.

(b) Recreation. A recreation contribution shall be made to the County in the amount of One Hundred and Nine Dollars (\$109.00) for each Residential Unit developed on the Property (the "Per Unit Recreation Contribution"). The County shall make these monies available for development of recreational facilities, the need for which is deemed by the County to be generated by the development of the Property.

(c) School Facilities. A contribution shall be made to the County in the amount of Five Hundred Twenty-Eight Dollars (\$528.00) per Residential Unit for each Residential Unit developed on the Property (the "Per Unit School Contribution"). The County shall make these monies available for acquisition of school sites and/or construction of school facilities, the need for which is deemed by the County to be generated by the development of the Property.

(d) Library Facilities. A contribution shall be made to the County in the amount of Sixty-One Dollars (\$61.00) for each Residential Unit developed on the Property (the "Per Unit Library Contribution"). The County shall make these monies available for the development of library space, the need for which is deemed by the County to be generated by the development of the Property.

(e) Fire/EMS Facilities. A contribution shall be made to the County in the amount of Seventy-One Dollars (\$71.00) for each Residential Unit developed on the Property (the "Per Unit Fire/EMS Contribution"). The County shall make these monies available for the acquisition of fire and rescue facilities and equipment, the need for which is deemed by the County to be generated by the development of the Property.

(f) The Per Unit Water Contribution, Per Unit Recreation Contribution, Per Unit School Contribution, Per Unit Library Contribution, and Per Unit Fire/EMS Contribution (collectively, the "Per Unit Contributions") shall be payable for each of the Residential Units to be developed within the Property at the time of final, non-appealable site plan or subdivision plat approval for the Residential Unit.

10. Private Streets. It is intended that Settler's Market Boulevard, Casey Boulevard and Merchants Court shall be dedicated as public streets, however, as stated on the Section 9 Master Plan, all streets within Section 9 of the Property may be private. The party responsible for construction of a private street shall deposit into a maintenance fund to be managed by the applicable association responsible for maintenance of such private street an amount equal to one hundred 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 County shall be provided evidence of the deposit of such maintenance fee amount at the time of final site plan of subdivision plat approval by the County for the particular phase or section which includes the street to be designated as private.

11. Construction Setback. No building shall be constructed within 15 feet of any Resource Protection Area buffer on the Property.

12. Water Conservation. The Settler's Market Association and/or the Commercial Association shall be responsible for developing water conservation standards for the Property 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.

13. Turf Management Plan. The Settler's Market Association and/or the Commercial 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 Powhatan Creek and its tributaries. The Turf Management Plan shall include measures necessary to manage and limit yearly nutrient application rates to turf. The Turf Management Plan shall be prepared by a landscape architect licensed to practice in Virginia or submitted for review to the County Environmental Division for conformity with this proffer. The Turf Management Plan shall include terms permitting enforcement by either the Settler's Market Association and/or the Commercial Association or the County. The Turf Management Plan shall be approved by the Environmental Division prior to final subdivision or site plan approval.

14. Consumer Price Index Adjustment. All cash contributions and pricing contained in these Proffers (collectively, the "Proffered Amounts"), to include but not be

limited to housing sales prices and Per Unit Contributions and the Road Contribution, shall be adjusted annually beginning January 1, 2007 to reflect any increase or decrease for the preceding year in the Marshall and Swift Building Costs Index (the "Index"). In no event shall the Proffered Amounts be adjusted to a sum less than the amount initially established by these Proffers. The adjustment shall be made by multiplying the Proffered Amounts for the preceding year by a fraction, the numerator of which shall be the Index as of December 1 in the year preceding the calendar year most currently expired, and the denominator of which shall be the Index as of December 1 in the preceding year. In the event a substantial change is made in the method of establishing the Index, then the Proffered Amounts shall be adjusted based upon the figure that would have resulted had no change occurred in the manner of computing the Index. In the event that the Index is not available, a reliable government or other independent publication evaluating information hereto used in determining the Index (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 Proffered Amounts to approximate the rate of annual inflation in the County.

15. Disposition of Proffered Property and Payments. In the event cash and dedication of real property are proffered pursuant to these Proffers and any such property and cash payments are not used by the County or, with respect to real property, the Commonwealth of Virginia, for the purposes designated within twenty (20) years from the date of receipt by the County, the amounts and 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 deemed by the County to be generated by the development of the Property.

16. 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. Any obligation(s) of Owner hereunder shall be binding upon and enforceable against any subsequent owner or owners of the Property or any portion thereof.

17. Severability. In the event that any clause, sentence, paragraph, section or subsection of these Proffers shall be judged 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 applicable 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.

18. Conflicts. In the event there is a conflict between: (1) these Proffers, the Section 9 Guidelines, and/or the Section 9 Master Plan; and (2) the New Town Proffers, the New Town Master Plan and/or the New Town Guidelines, then these Proffers, the Section 9 Guidelines and the Section 9 Master Plan shall govern.

19. Signature by the County. The County's Director of Planning has executed these Proffers solely for purpose of confirming the filings and submissions

described herein and confirming approval by the Board of Supervisors of the rezoning of the Property with these Proffers by resolution dated *M4 9* 2006.

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

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

WITNESS the following signatures, thereunto duly authorized:

WHS LAND HOLDINGS, LLC

By: Williamsburg Health Services, Inc., its
sole member

By: Man B. Sharr
Title: Chairman

NEW TOWN ASSOCIATES, LLC

By: [Signature]
Title: EXECUTIVE DIRECTOR

THE COUNTY OF JAMES CITY,
VIRGINIA

By: [Signature]
Its: JCC Planning Director

APPROVED AS TO FORM:

[Signature]
County Attorney

STATE OF VIRGINIA
CITY/COUNTY OF James City

The foregoing instrument was acknowledged before me this 17th day of March, 2006, by CB Shar, as Chairman of Williamsburg Health Services on behalf of the company, as WHS Land Holdings, LLC.

Veronica M. Geddy, LLC
Notary Public

My commission expires: 12/31/09

STATE OF VIRGINIA
CITY/COUNTY OF VA

The foregoing instrument was acknowledged before me this 23rd day of March, 2006, by John P. McLann as Executive Director of New Town Associates LLC on behalf of the company.

Jenesa Curryman Knighton
Notary Public

My commission expires: 08/31/08

STATE OF VIRGINIA
CITY/COUNTY OF nee City

The foregoing instrument was acknowledged before me this 18th day of July, 2006, by O. Marvin Sowers as of Planning of James PIP, County on behalf of the company. County.

Mary Frances Rieger
Notary Public

My commission expires: October 31, 2009

Prepared by and return to:
Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, Virginia 23185

PROPERTY DESCRIPTION

EXHIBIT A
WHS PROPERTY

All that certain piece, parcel or tract of land, situate, lying and being in the Berkeley District of the County of James City, Virginia, containing a total of 27.880 acres more or less and being more particularly described as follows:

Beginning at a point on the northerly right-of-way line of Monticello Avenue Extension, said point being approximately 1,900' westerly of the intersection of said Monticello Avenue Extension and Ironbound Road, State Route 615; thence, along the northerly right-of-way line of Monticello Avenue Extension, **N82° 42'08"W**, 270.27' to a point; thence, along a curve to the left, having a radius of 867.51' and arc length of 514.15' to a point; thence, **N77° 26'29"W**, 52.92' to a point; thence, **S57° 33'24"W**, 100.00' to a point; thence, **S12° 33'17"W**, 52.92' to a point; thence, along a curve to the left having a radius of 867.51' and arc length of 81.40' to a point; thence, **S46° 23'51" W**, 473.47' to a point, the corner to the property described heron and New Town Associates, LLC; thence leaving said right-of-way line of Monticello Avenue Extension and being along the line of New Town Associates, LLC, **N18° 29'55"W**, 289.67' to a point; thence **N14° 06'23"W**, 225.46' to an iron pipe found; thence, **N 49° 43'48"E**, 381.52' to a found 18" Oak; thence, **N30° 26'18"E**, 298.45' to a found 40" Poplar; thence, **S27° 00'35"E**, 104.02 to an iron rod found; thence, **S55° 02'21"E**, 149.03' to an iron rod found; thence, **S53° 04'43"E**, 334.03' to an iron rod found; thence, **S40° 13'01"E**, 177.63 to an iron rod found; thence, **S77° 50'07"E**, 85.56 to a found 10" Gum; thence, **S17° 38'25"E**, 378.78 to an iron rod found; thence, **S16° 09'22"ER**, 146.49' to an iron rod found; thence, **S17° 21'30"E**, 21.91' to a point on the northerly right-of-way line of Monticello Avenue Extension, the corner to the property described hereon and New Town Associates, LLC; thence along the right-of-way line of said Monticello Avenue Extension, **N82° 42'08"W**, 6.43 to a point; thence, **S07° 17'52"W**, 166.00' to the aforesaid point of beginning. said property being shown and set out on the plat entitled "Plat of Survey, a Parcel Containing 27.880 Acres Owned by Philip O. Richardson, William L. Person, Jr. And A.B. Smith Residual Trust" made by AES Consulting Engineers dated 10/7/00 and recorded as Exhibit A-2 to the Deed recorded in the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 010006507.

LESS AND EXCEPT that certain lot or parcel of land located in James City County, Virginia shown and set out as "New Parcel, Area = 2.00 Acres++ 0.36 Acres± (Prop.R/W), Total 2.36 Acres±" on the plat entitled "Plat of Subdivision Being a Portion of the Property Owned by: WHS Land Holdings, LLC for Conveyance to Philip O. Richardson" made by AES consulting Engineers dated 1/8/02 and recorded herewith in the Clerk's Office for the Circuit court for the City of Williamsburg and County of James City in James City Plat Book 85 at page 16 (the "Plat").

All that certain lot, piece or parcel of land, containing Ten Acres (10), situate, lying and being in James City County, Virginia, set up, shown and described on a plat of survey thereof entitled "Plat Showing Lot & 10 Acre Parcel Belonging to Carlton C. & Olive D. Casey to be conveyed to Williamsburg Broadcasting Company, Incorporated, and 40 ft. wide Parcel to be Dedicated as Access Right of Way to 10 Acre Parcel, James City County, Virginia," dated August 11, 1959, made by Wetherill D. Thomas, C.S., and attached to made a part of that certain deed of record in the Clerk's Office aforesaid in Deed Book 71, at page 176, whereon said parcel of land is more particularly described as follows: Beginning at an iron pipe on the westerly side of a 40-foot Access Right of Way, and thence S. 83° 23' 20" W. 660 feet, through two iron pipes, to an iron pipe; thence N. 6° 36' 40" W. 660 feet, through two iron pipes, to an iron pipe; thence N. 83° 23' 20" E. 660 feet, through two iron pipes, to an iron pipe on the westerly edge of said 40-foot Access Right of Way; thence along the westerly edge of said 40-foot Access Right of Way S. 6° 36' 40" E. 660 feet to the point of beginning.

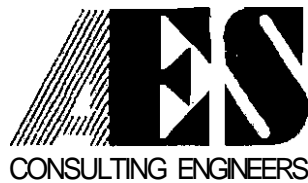
TOGETHER with a non-exclusive easement of way for foot and vehicular traffic and for the erection, construction, replacement, maintenance and repair of an underground or overhead electrical line or Lines for the transmission of electrical power, radio signals and other electronic communications. Said easement shall be forty (40) feet in width and shall begin at the northern right of way line of Monticello Avenue and extend to the above conveyed property in the location shown on the plat recorded in James City Plat book 17 at page 45 and together with all and singular the other rights, privileges, hereditaments and appurtenances to the said premises belonging or in anywise incident or appertaining. Grantor expressly reserves unto itself and its successors and assigns all of its rights in and to the portion of the easement of way originally granted by Deed recorded in Deed Book 71, page 176 that is located south of the northern right of way line of Monticello Avenue to Ironbound Road.

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The foregoing conveyance is made subject to all easements, conditions or restrictions of record or apparent on the ground insofar as they may lawfully affect the property conveyed hereby.

Being a portion of the same property as that conveyed to G-Square, Inc., a Virginia corporation, by Deed dated April 5, 1976, from Bulkeley Corporation, a Virginia corporation and recorded in James City County Deed Book 167, Page 828.

5248 Olde Towne Road • Suite 1
Williamsburg, VA 23188
(757) 253-0040
Fax: (757) 220-8994



614 Moorefield Park
Richmond, VA 23236
(804) 330-8040
Fax: (804) 330-9840

April 25, 2006

EXHIBIT B
ASSOCIATES PROPERTY

Property Description
for
AIG Baker Development, LLC

Portions of Tax Map Parcel #**(38-4)(1-51)** and Tax Map Parcel **(38-4)(1-56)**
Containing a total of **14.099 Acres+/-**

All those certain pieces, parcels or tracts of land, situate, lying and being in the Berkeley District of the County of James City, Virginia, containing a total of 14.099 acres more or less and being more **particularly** described as follows:

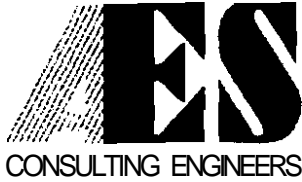
Commencing at an iron rod found at the intersection of the easterly right-of-way line of State Route #199 and the northerly right-of-way line of Monticello Avenue, State Route #321; thence in a easterly direction and along the northerly right-of-way line of Monticello Avenue, State Route #321, **N46°23'51"E**, 72.84' to an iron rod found; thence **N61°30'51"E**, 155.38' to an iron rod found; thence **N46°23'51"E**, 336.39 to an iron rod found; thence **N01°23'51"E**, 50.00' to an iron rod found; thence **N46°23'51"E**, 57.87' to an iron rod found. This being the true point of beginning (**p.o.b.**) and the southwestern corner of the property described hereon.

Thence from said true point of beginning and iron rod found, said point being along the northerly right-of-way line of Monticello Avenue, State Route #321, a corner to the property described hereon and other lands of New Town Associates, L.L.C.; thence leaving said corner and right-of-way line of Monticello Avenue, State Route #321, **N18°29'55"W**, 278.33' to an iron pipe found; thence **N14°06'23"W**, 106.03' to an iron pipe found, a corner to the property described hereon, other properties of New Town Associates, L.L.C. and the property now or formerly standing in the name of WHS Holdings, L.L.C.; thence lying along the line of the property described hereon and the property now or formerly standing in the name of WHS Holdings, L.L.C., **N14°06'23"W**, 660.00' to an iron pipe found; thence **S75°50'00"W**, 630.30' to an iron rod found along the easterly right-of-way line of State Route #199, said iron rod found being a corner to the property described hereon and the property now or formerly standing in the name of WHS Holdings, L.L.C.; thence leaving said corner and lying along the right-of-way line of State Route #199, **N06°36'51"W**, 335.06' to a point, said point being a corner to the property described hereon and other lands now or formerly standing in the name of New Town Associates, L.L.C.; thence leaving said corner and lying along a proposed property line **between** the property described hereon and other lands of the property now or formerly standing in the name of New Town Associates, L.L.C., **N75°50'02"E**, 875.08' to a point; thence **S56°52'18"E**, 50.99' to a point; thence **S26°18'43"E**, 35.06' to a point; thence **S56°03'09"E**, 35.80' to a point; thence **S75°05'24"E**, 67.86' to a point; thence **N48°25'10"E**, 48.28' to a point; thence **N16°11'12"E**, 47.39' to a point; thence **N41°49'10"E**, 30.79' to a point; thence **N54°23'10"E**, 52.86' to a point; thence **N62°02'26"E**, 19.14' to a point; thence **S29°52'16"E**, 50.90' to a point; thence **S85°09'06"E**, 53.28' to a point; thence **N63°49'01"E**, 66.48' to a point; thence **S52°55'57"E**, 20.95' to a point, said point being a corner to the property described hereon, other lands of the property now or formerly standing in the name of New Town Associates, L.L.C. and being along the line of the property now or formerly standing in the name of WHS Holdings, L.L.C.; thence along the line of the property described hereon and the property now or formerly standing in the name of WHS Holdings, L.L.C., **S49°43'48"W**, 265.40' to an iron rod found; thence **S20°41'22"E**, 453.27' to an iron pipe found; thence **S52°49'31"W**, 532.46' to an iron pipe found; thence **S14°06'23"E**, 225.46' to a iron

rod found; thence **S18°29'55"E, 289.67'** to an iron rod found along the northerly right-of-way line of Monticello Avenue, State Route #321, a corner to the property described hereon and the property now or formerly standing in the name of WHS Holdings, L.L.C.; thence leaving said corner and lying along the northerly right-of-wayline of Monticello Avenue, State Route #321, **N88°36'09"W, 40.49'** to an iron rod found; thence **S46°23'51"W, 2.13'** to the aforesaid true point of beginning.

This being a portion of the same property conveyed to New Town Associates, L.L.C., A Limited Liability Company, by deed from C.C. Casey Limited Company, A Limited Liability Company, and the College of William and Mary Real Estate Foundation. Inc., a Virginia Nonstock Corporation, dated June 23, 2000 and duly recorded at the Clerk's Office of the Circuit Court of the County of James City, Virginia by Instrument #000012573.

5248 Olde Towne Road • Suite 1
Williamsburg, VA 23188
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April 25, 2006

EXHIBIT B, CONTINUED
ASSOCIATES PROPERTY

Properly Description
For
Developers Realty Corporation

Tax Map Parcel #(38-4)(1-52) Containing 8.420 Acres+/-

All that certain piece, parcel or tract of land, with the improvements shown thereon, situate, lying and being in the Berkeley District of the County of James City, Virginia, containing a total of 8.420 acres more or less and being more particularly described as follows:

Beginning at an iron rod found at the intersection of the easterly right-of way line of State Route #199, the northerly right-of-way line of Monticello Avenue, State Route #321 and a corner to the property described hereon; thence leaving said corner of the property described hereon and lying along the easterly right-of-way line of State Route #199, N 26°41'13"W, 373.33' to an iron rod found; thence, N19°03'42"W, 336.49' to an iron rod found, a corner to the property described hereon and the property now or formerly standing in the name of WHS Holdings, L.L.C.; thence leaving said corner and right-of-way line of State Route #199 and lying along the line of the property described hereon and the property now or formerly standing in the name of WHS Holdings, L.L.C., N75°50'00"E, 659.50' to an iron pipe found, a corner to the property described hereon, the property now or formerly standing in the name of WHS Holdings, L.L.C. and the property now or formerly standing in the name of New Town Associates, L.L.C.; thence leaving said corner and lying along the easterly line of the property described hereon and the property now or formerly standing in the name of New Town Associates, L.L.C. and an existing 50' easement and access right-of-way, S14°06'23"W, 106.03' to an iron pipe found; thence S18°29'55"E, 278.33' to an iron rod found on the northerly right-of-way line of Monticello Avenue, State Route #321, a corner to the property described hereon and the property now or formerly standing in the name of New Town Associates, L.L.C.; thence leaving said corner and lying along the northerly right-of-way line of Monticello Avenue, State Route #321, S46°23'51"W, 57.87' to an iron rod found; thence S01°23'51"W, 50.00' to an iron rod found; thence S46°23'51"W, 336.39' to an iron rod found; thence S61°30'51"W, 155.38' to an iron rod found; thence S46°23'51"W, 72.84' to the aforesaid point of beginning.

This being a portion of the same property conveyed to New Town Associates, L.L.C., A Limited Liability Company, by deed from C.C. Casey Limited Company, A Limited Liability Company, and the College of William and Mary Real Estate Foundation, Inc., a Virginia Nonstock Corporation, dated June 23, 2000 and duly recorded at the Clerk's Office of the Circuit Court of the County of James City, Virginia by Instrument #000012573.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 25 July 06
at 9-09 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