

080017656

AMENDED AND RESTATED FORD'S
COLONY PROFFERS

These AMENDED and RESTATED FORD'S COLONY PROFFERS are made this 10th day of June, 2008 by REALTEC INCORPORATED, a North Carolina corporation (together with its successors in title, the "Owner").

RECITALS

A. Owner is the developer of the Ford's Colony at Williamsburg development containing approximately 2,962 acres and which is zoned R-4, Residential Planned Community, with proffers, and subject to a Master Plan heretofore approved by James City County (the "Existing Master Plan").

B. In connection with prior Master Plan amendments, Owner has entered into and James City County has accepted Amended and Restated Ford's Colony Proffers dated as of January 6, 2005 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 050001465 and Richard J. Ford has entered into and James City County has accepted Richard J. Ford/Ford's Colony Proffers dated as of September 29, 1995 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in James City Deed Book 757 at page 529 (together, the "Existing Proffers"). The property now subject to the Existing Proffers and Existing Master Plan is hereinafter called the "Existing Property".

C. Owner has applied to amend its Existing Master Plan to include as Section 37 of Ford's Colony a tract of land with an address of 3889 News Road, Parcel ID# 3730100004, containing approximately 180 acres, which property is more particularly described on Exhibit A (the "Additional Property") and to rezone the Additional Property from R-8 to R-4, with proffers.

Prepared by: Vernon M. Geddy, III, Esq., 1177 Jamestown Rd., Williamsburg, VA 23185 (757-220-6500)

Return to: Adam R. Kinsman, Deputy County Attorney, 101-C Mounts Bay Rd., Williamsburg, VA 23185 (757-253-6612)

D. Owner has submitted to the County a master plan entitled “Master Plan for Rezoning of The Village at Ford’s Colony at Williamsburg for Realtec Incorporated” prepared by AES Consulting Engineers dated July 20, 2007, last revised May 20, 2008 (the “Amended Master Plan”) in accordance with the County Zoning Ordinance.

E. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned R-4.

F. In consideration of the approval of the amendment of its Amended Master Plan and the rezoning, Owner desires to amend and restate the Existing Proffers as set forth below. If the requested rezoning and amendment of Owner’s Existing Master Plan is not approved by James City County, these Amended and Restated Ford's Colony Proffers shall be void and the Existing Proffers shall remain unchanged, in full force and effect.

RESTATEMENT

1. **Restatement.** The Existing Proffers are hereby restated and incorporated herein by reference and shall continue to apply only to the Existing Property.

PROFFERS APPLICABLE TO THE ADDITIONAL PROPERTY

The following proffers apply only to the Additional Property:

2. **Master Plan.** The Additional Property shall be developed generally as shown and set out on sheets 4 through 8 of the Amended Master Plan. Final plans (as defined in Section 24-279 of the Zoning Ordinance) may vary from the Amended Master Plan to the extent permitted by Section 24-279 of the Zoning Ordinance.

3. **Density.** (a) There shall be no more than 596 independent living dwelling units (“dwelling units”), 83 assisted living/memory care rooms and 60 skilled nursing beds (together, the “rooms/beds”) and two AG Beds (as defined in Proffer 22) on the Additional Property. The

terms “assisted living room” or “room” shall mean a non-medical residential room in the assisted living facility area of the continuing care retirement community licensed in accordance with Sections 63.2-1800 et seq. of the Virginia Code and Sections 22 VAC 40-72 et seq. of the Virginia Administrative Code where adults who are aged, infirm or disabled are provided personal and health care services and 24-hour supervision and assistance. Rooms must meet the standards set forth in 22 VAC 40-72-730 and 880. Typically rooms are occupied by one person. No more than two persons may occupy a room and only persons directly related by blood or marriage may occupy the same room.

(b) All dwelling units developed on the Additional Property shall be occupied by persons eighteen (18) years of age or older in accordance with applicable federal and state laws and regulations, including but not limited to: the Fair Housing Act, 42 U.S.C. 3601 et seq. and the exemption therefrom provided by 42 U.S.C. 3607(b)(2)(C) regarding discrimination based on familial status; the Housing for Older Persons Act of 1995, 46 U.S.C. 3601 et seq.; the Virginia Fair Housing Law Va. Code 36-96.1 et seq.; any regulations adopted pursuant to the foregoing; any judicial decisions arising thereunder; any exemptions and/or qualifications thereunder; and any amendments to the foregoing as now or may hereafter exist. Specific provisions of the age restriction described above and provisions for enforcement of same shall be set forth in a recorded document which shall be subject to the review and approval of the County Attorney prior to issuance of the first building permit for dwelling units on the Additional Property.

(c) Any accessory commercial uses located on the Additional Property, such as bank offices, beauty salons and barbershops, shall be located and designed to serve residents of the Additional Property as verified by the Director of Planning.

4. **Water Conservation.** (a) The Owner shall be responsible for developing water

conservation standards to be submitted to and approved by the James City Service Authority (“JCSA”) 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 drought resistant native and other adopted low water use landscaping materials and warm season turf on common areas in areas with appropriate growing conditions for such turf 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 JCSA prior to final subdivision or site plan approval.

(b) If the Owner desires to have outdoor watering of the Additional Property it shall provide water for irrigation utilizing surface water collection from the surface water ponds (“Impoundments”) or other collection devices such as cisterns or rain barrels (“Collection Devices”). In the design phase, the Owner and design engineer shall take into consideration the design of stormwater systems that can be used to collect stormwater for outdoor water use for the development. In no circumstance shall the JCSA public water supply be used for irrigation purposes, except as otherwise provided by this condition. If the Owner demonstrates to the satisfaction and approval of the General Manager of JCSA through drainage area studies and irrigation water budgets that the Impoundments and Collection Devices cannot provide sufficient water for all irrigation, the General Manager of the JCSA may, in writing, approve a shallow (less than 100 feet) irrigation well to supplement the water provided by the Impoundments and the Collection Devices.

5. Contributions for Community Impacts. (a) A contribution of \$1,000 for each dwelling unit on the Additional Property shall be made to the County for fire, police or emergency services, library uses, and other public facilities, uses or infrastructure.

(b) A contribution of \$250.00 for each room/bed (excluding the AG Beds) on the Additional Property shall be made to the County for fire, police or emergency services uses.

(c) A contribution of \$870.00 for each dwelling unit and \$435.00 for each room/bed on the Additional Property shall be made to the JCSA for water system improvements.

(d) A one-time cash contribution in the amount of \$36,000.00 shall be made to the County prior to the County being obligated to issue any certificates of occupancy for dwelling units/rooms/beds on the Additional Property for off-site improvements at the News Road/Monticello Avenue intersection and in the Monticello Avenue corridor.

(e) A contribution of \$750.00 for each dwelling unit on the Additional Property, subject to a credit for the costs of engineering and construction related to the improvements proffered by Owner in Section 6(b) calculated as set forth below, shall be made to the County for improvements to the News Road/Powhatan Secondary intersection, flood control measures where News Road crosses Cold Spring swamp, improvements at the News Road/Centerville Road intersection and other off-site road improvements in the News Road corridor. Owner shall receive a credit in an amount equal to its actual costs of the engineering and construction of the improvements proffered by Owner in Section 6(b) against the initial per unit contributions proffered under paragraph (d) of this Section (the "Credit Amount"). If construction of such improvements is not complete at the time the initial per unit contributions are due under paragraph (e) of this Section, the Credit Amount shall equal an engineer's estimate of such costs submitted by the Owner and approved by the Director of Planning. The Credit Amount divided by \$750.00 is the number of dwelling units for which the Credit Amount offsets the cash contribution otherwise due and payable. After application of the Credit Amount, the \$750.00 per dwelling unit cash contribution shall be payable on all subsequent dwelling units on the

Additional Property. Owner shall provide the County with copies of invoices and other supporting documentation of the costs of the improvements. If the Credit Amount is based on an agreed upon costs estimate, it shall be adjusted to equal the final actual costs of engineering and construction ("Actual Costs"). If the Credit Amount is more than the Actual Costs, Owner shall pay to the County an amount equal to the difference. If the Credit Amount is less than the Actual Costs, Owner shall receive an additional credit equal to the difference between the Actual Costs and the Credit Amount at the time the next cash contributions are due this paragraph.

(f) The contributions described above in paragraphs (a), (b), (c) and (e) shall be payable for each dwelling unit or room/bed, as applicable, on the Additional Property at the time of final subdivision or site plan approval for the residential unit or non-residential building unless the County adopts a policy calling for the payment of cash proffers at a later time in the development process, in which case the contributions described in paragraphs (a), (b), (c) and (e) above shall be payable at the time specified in the policy. In the event dwelling units, such as townhouse units, require both a site plan and subdivision plat, the contributions described above shall be paid at the time of final subdivision plat approval.

(g) A one-time cash contribution shall be made to JCSA in the amount of \$60,000.00 prior to the County being obligated to issue any certificates of occupancy for dwelling units/rooms/beds on the Additional Property for use by JCSA for off-site sewer improvements.

(h) The per unit/room/bed contribution amounts shall consist of the amounts set forth in the above paragraphs plus any adjustments included in the Marshall and Swift Building Costs Index (the "Index") from 2008 to the year a payment is made if payments are made after on or after January 1, 2009. In no event shall the per unit/room/bed contribution be adjusted to a sum less than the amounts set forth in the preceding paragraphs of this Section. In the event that the

Index is not available, a reliable government or other independent publication evaluating information heretofore 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 per unit/room/bed contribution to approximate the rate of annual inflation in the County.

6. Entrances; Traffic Improvements. (a) At the main entrance into the Additional Property at the intersection of News Road and Firestone Drive, an exclusive left-turn lane from westbound News Road into the Additional Property and an exclusive right-turn lane, including a shoulder bike lane, from eastbound News Road into the Additional Property shall be constructed. A shoulder bike lane along the Additional Property's News Road frontage shall be constructed. The existing southbound left turn lane on Firestone Drive at News Road will be restriped to a shared left and through lane.

(b) Prior to the County issuing final approval on any site or subdivision plan for any dwelling units/rooms/beds on the Additional Property, Owner shall submit plans to the County and Virginia Department of Transportation ("VDOT") for the installation of an exclusive left-turn lane on westbound News Road at the intersection with Powhatan Secondary. Owner will complete construction of the left-turn lane within twelve months of County and VDOT approvals to construct this exclusive left-turn lane. Owner is not responsible for road right of way acquisition or landscape/screening other than stabilization of disturbed soils. The County may elect to accept the cash equivalent contribution outlined in Proffer 5(d), (with any adjustments as may be appropriate as provided for in Proffer 5(g)), in lieu of construction of the turn lane by the Owner, in the event that acquisition of any needed right-of-way proves to be prohibitive. In the event that VDOT constructs this turn lane as part of its Six Year Secondary Road Plan, the

County may elect to divert some or all of the cash equivalent contribution to other road projects in the News Road Corridor, at the News Road/Monticello Avenue intersection, or in the western Monticello Avenue Corridor. Owner shall install or pay for the installation of a traffic signal at the intersection of News Road with Powhatan Secondary at such time as VDOT traffic signal warrants are met and VDOT has approved the installation of such a traffic signal.

(c) The improvements proffered hereby shall be constructed in accordance with VDOT standards. The improvements listed in paragraph (a) shall be completed or all required permits and plans for such approvals shall have been approved by all necessary governmental agencies and their completion bonded in form satisfactory to the County Attorney prior to the issuance of any certificates of occupancy for any building on the Additional Property.

(d) The second entrance to the Additional Property shall be located in the general location shown on the Master Plan and shall be limited by gate to emergency access only unless and until turn lanes approved by VDOT at this entrance have been installed.

(e) Owner shall convey free of charge to VDOT any right of way from the Additional Property necessary for the widening or realignment of News Road within 60 days of a written request for such conveyance together with final plans for the widening or realignment.

(f) Owner shall conduct traffic counts at its entrances prior to the County being obligated to issue certificates of occupancy for more than 247 dwelling units/rooms/beds on the Additional Property and again prior to the County being obligated to issue certificates of occupancy for more than 494 dwelling units/rooms/beds on the Additional Property. If these counts show a trip generation from the Additional Property more than 10% higher than the trip generation projected by the News Road Corridor Traffic Forecast and Analysis dated April 4, 2008 prepared by DRW Consultants, LLC filed with the rezoning application and on file with the Planning Division,

Owner shall submit an updated traffic impact study, including a listing of any entrance or turn lane improvements necessary to accommodate the increased traffic and the appropriate trigger for their construction, for review and approval by the County and VDOT. Owner shall install the necessary improvements, including any warranted traffic signal, as approved by the County and VDOT at the time recommended in the updated approved traffic study.

7. **Archaeology.** A Phase I Archaeological Study for the entire Additional 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 Additional Property and the clearing, grading or construction activities thereon.

8. Off-Site Sewer Easements. Upon the request of JCSA, Owner shall grant JCSA utility easements over, across and under the portion of the Additional Property along Powhatan Creek to permit future connections from the gravity sewer on the Additional Property to Tax Parcel 3640100007. The location of the easement shall be determined during the site plan approval process. The easements shall be recorded prior to JCSA issuing a Certificate to Construct.

9. Sustainable Building. The project shall be designed and constructed to obtain at least 200 points under the EarthCraft House Virginia, EarthCraft Multi-Family program certification process and a copy of the project worksheet shall be provided to the Director of Planning prior to the issuance of a certificate of occupancy for buildings in the phase in question.

10. Master Stormwater Management Plan. (a) Owner shall submit to the County a master stormwater management plan for the Additional Property consistent with the Master Stormwater Conceptual Plan prepared by AES Consulting Engineers dated July 20, 2007, last revised April 14, 2008 (“Stormwater Plan”) and included in the Master Plan set submitted herewith and on file with the County, including facilities and measures necessary to meet the County’s general stormwater management system requirements and the special stormwater criteria applicable in the Powhatan Creek watershed (“SSC”) and, in addition, including features and measures over and above those necessary to meet the general requirements and SSC requirements and which will provide at least an additional five SSC credits, which shall include, without limitation, the features and measures listed on the Stormwater Plan subject to the criteria and conditions set forth on the Stormwater Plan. The master stormwater plan shall be approved

by the Environmental Director or his designee prior to the submission of any development plans for the Additional Property. The master stormwater management plan may be revised and/or updated during the development of the Additional Property based on on-site conditions discovered in the field with the prior approval of the Environmental Division. The approved master stormwater management plan, as revised and/or updated, shall be implemented in all development plans for the Additional Property.

(b) Prior to final site plan approval of the first site plan on the Additional Property, Owner shall submit a stream monitoring plan to the Environmental Division for their review and approval including a baseline assessment of the existing condition of the stream segments delineated on sheet 7 of the Master Plan and providing for annual monitoring beginning upon the date of the issuance of the first certificate of occupancy for a building on the Additional Property and continuing for a period of ten years from that date of the geomorphology of such stream segments. If such monitoring indicates the presence of new erosion not shown in the baseline assessment, Owner shall install additional upstream run-off control measures to prevent further erosion as approved by the Environmental Division.

(c) The warehouse building constructed in the area shown on the Master Plan as "Maintenance Area" shall be constructed using "green roof" technology. "Green roof" is defined as a roof which includes vegetation planted in soil or another growing medium spread over a waterproof membrane and may include drainage and/or irrigation systems.

11. **Nutrient Management Plan.** The Owner shall be responsible for contacting an agent of the Virginia Cooperative Extension Office ("VCEO") or, if a VCEO agent is unavailable, a soil scientist licensed in the Commonwealth of Virginia, an agent of the Soil and Water Conservation District or other qualified professional to conduct soil tests and to develop,

based upon the results of the soil tests, customized nutrient management plans (the “Plans”) for all common areas within the Additional Property shown on site plans for the Additional Property. The Plans shall be submitted to the County’s Environmental Director for his review and approval prior to the issuance of the any certificates of occupancy for units/rooms/beds shown on the site plan. Upon approval, the Owner shall be responsible for ensuring that any nutrients applied to common areas be applied in strict accordance with the Plan.

12. **Private Streets.** All streets and alleys on the Additional Property shall be private and shall be maintained by the Owner.

13. **Lighting.** All light poles on the Additional Property shall not exceed 30 feet in height. All external lights on the Additional 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. No light spillage defined as 0.1 footcandle or higher shall extend outside the property lines of the Additional Property unless otherwise approved by the Director of Planning. Owner shall submit a lighting plan to the Director of Planning for review and approval for consistency with this Proffer prior to final site plan approval.

14. **Greenway Trail.** Subject to the issuance of all required permits by the County and other agencies as may be needed, Owner shall construct a trail with a minimum eight foot wide travel path with a mulch or other natural surface (which will be open to the general public during daylight hours only), including necessary bridges, if any, generally in the location shown on the Master Plan. In addition, Owner shall grant the County an easement eight feet in width from the centerline of the trail as constructed for public access as described above and the maintenance and improvement of the trail by the County. The exact location of the trail and

greenway easement may be varied with the prior written approval of the Environmental Division. The trail shall be constructed within twelve months of the issuance of necessary permits by the County and other agencies as may be needed.

15. Natural Resources. A natural resource inventory of suitable habitats for S1, S2, S3, G1, G2, or G3 resources as defined in the County's Natural Resources Policy on the Additional Property shall be submitted to the Director of Planning for his/her review and approval prior to the submittal of any development plans for the Additional Property. If the inventory confirms that a natural heritage resource exists, a conservation management plan shall be submitted to and approved by the Director of Planning for the affected area. All inventories and conservation management plans shall meet the Virginia Department of Conservation and Recreation's Division of Natural Resources ("DCR/DNH") standards for preparing such plans, and shall be conducted under the supervision of a qualified biologist as determined by the DCR/DNH or the United States Fish and Wildlife Service. All approved conservation management plans shall be incorporated into the plan of development for the site, and the clearing, grading or construction activities thereon, to the maximum extent possible. Upon approval by the Director of Planning, a mitigation plan may substitute for the incorporation of the conservation management plan into the plan of development for the site. This proffer shall be interpreted in accordance with the County's Natural Resources Policy adopted by the County on July 27, 1999.

16. Public Transit. Owner shall install a bus stop and shelter on News Road adjacent to the main entrance into the Additional Property, with the exact location being subject to the approval of Williamsburg Area Transit ("WAT"), or any successor entity to WAT as may become appropriate. The bus stop shall be installed upon the request of WAT at such time as

WAT provides bus service along News Road to the Additional Property.

17. **Ford's Colony at Williamsburg Homeowners Association.** Owner shall not subject the Additional Property to the Declaration of Protective Covenants, Section II, Ford's Colony at Williamsburg, dated April 2, 1985 ("DPC") or the Bylaws of the Ford's Colony Homeowners Association ("FCHOA"), as amended from time to time ("Bylaws") nor shall owners or residents of units, lots or parcels on the Additional Property be "Owner(s)" as such term is defined in the DPC or the Bylaws or be Members (as defined in the DPC) of the FCHOA.

18. **Recreation.** Owner will provide recreational and social facilities and programs appropriate for residents of a continuing care retirement community, which includes senior adult housing, assisted living beds, and nursing beds, as determined by Owner and generally as described below and in the general locations shown on the Master Plan. Facilities will be both indoor and outdoor and will be managed and maintained on a year round basis by Owner. Hard surface and soft surface trails and sidewalks will be installed for walking and bicycling and shown on the site plan for each phase of the development. The phase one construction shall include an outdoor pool and areas designated for lawn games, and accessible gardens. The phase one main CCRC building will contain terraces and covered porch areas that will be programmed for community social events such as cookouts and concerts and will have benches and chairs to be used during non-programmed time. The phase one main CCRC building will contain a comprehensive wellness center and pool for aerobic and strength conditioning, physical therapy, swimming and water aerobics, rooms for dining, formal lounges and bar, activities such as arts and crafts and woodworking, convenience shopping, health, beauty and other spa features, and a chapel. A multi-purpose facility will be built in conjunction with phase one for social and educational programming with a capacity of approximately 400 people. A private transportation

system will be employed to transport groups to Williamsburg area entertainment venues and shopping. All residents shall have full access to all indoor and outdoor facilities and programming. The dedicated assisted living buildings and skilled nursing care building will feature health care-related exercise areas and indoor and outdoor respite areas.

Associated Functions:

Building A: Lobby, Main Hall, Front Desk, Work Room, Mail Room, Administration, Sales, Security, Living Room, Community Center/Chapel, Library, Card Room, Terrace Room, Deli, Dining Room, Kitchen, Game Room, Crafts, Shop, Movie Auditorium, Bank, Toilets, Beauty/Barber, Business, Wellness/Spa, Pool, Staff Support, Maintenance, Housekeeping, Mechanical, Loading Dock, Receiving and Training

Building B: Lobby, Main Hall, Front Desk, Work Room, Mail Room, Administration, Sales, Security, Living Room, Community Center/Chapel, Library, Card Room, Terrace Room, Deli, Dining Room, Kitchen, Game Room, Crafts, Shop, Movie Auditorium, Bank, Toilets, Beauty/Barber, Business, Wellness/Spa, Pool, Staff Support, Maintenance, Housekeeping, Mechanical, Loading Dock, Receiving and Training, Service

Building C: main community meeting & multi-purpose, terrace, parking

Building D: spa, beauty/barber, arts/crafts, & chapel

19. Cold Spring Swamp Drainage Analysis. Prior to the County being obligated to grant final approval of the first site plan for development on the Additional Property, Owner shall cause a duly licensed professional engineer to prepare and submit to the County an analysis of the Cold Spring swamp drainage basin assuming full development in the drainage basin, subject to the review and approval of the County's Environmental Division Director, evaluating the adequacy of the existing culverts under News Road for use by the County in determining whether or not improvements to the culverts are necessary for flood control purposes.

20. Height Restrictions. No building on the Additional Property shall exceed 60 feet in height (with building height as defined in Section 24-2 of the County Zoning Ordinance) nor have more than four stories above grade. Building P as designated on the Master Plan shall not

exceed 106 feet above sea level (or 38 feet above finished grade) in height (with building height as defined in Section 24-2 of the County Zoning Ordinance). The buildings shown on the Master Plan as Duplexes shall not contain more than one and one-half stories. Building A shall not contain more than three stories or exceed 50 feet above finished grade in height (with building height as defined in Section 24-2 of the County Zoning Ordinance). Building Q shall not contain more than two stories. The buildings shown on the Master Plan as Maintenance, Transportation and Warehouse shall not contain more than two stories.

21. **Building P.** All mechanical equipment and vehicular entrances to underground parking for Building P shall be located on the sides of the building. All mechanical equipment serving Building P shall be screened for sound attenuation purposes by solid walls approved by the Director of Planning. Owner shall install evergreen trees behind Building P pursuant to a landscape plan approved by the Development Review Committee in the site plan review process in order to provide additional screening of the basement level of Building P from the Monticello Woods subdivision.

22. **Social Services.** Owner shall reserve two assisted living beds (“AG Beds”) in Phase 2 of the project for individuals receiving auxiliary grants under the Auxiliary Grant Program (the “Program”) administered by the Virginia Department of Social Services and shall participate in the Program with respect to the AG Beds. Such individuals must meet applicable Program eligibility criteria as determined by the County Department of Social Services and are subject to all admission and discharge criteria of the facility other than ability to pay for services and all other generally applicable rules and regulations of the facility.

WITNESS the following signatures and seals:

REALTEC INCORPORATED

By: [Signature]
Title: VICE PRESIDENT

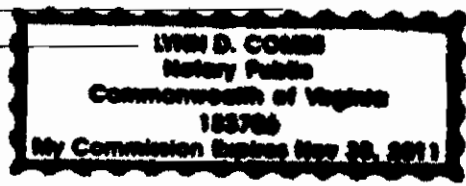
STATE OF VIRGINIA
CITY/COUNTY OF James City to-wit:

The foregoing instrument was acknowledged before me this 30th day of

June, 2008 by Drew Mulhare, Vice President of REALTEC
INCORPORATED, a North Carolina corporation, on behalf of the corporation.

[Signature]
NOTARY PUBLIC

My commission expires: _____
Registration No.: _____



Additional Property Description

FIGURE A

PARCEL A

All of that certain piece or parcel of land, lying and being in Jamestown District, James City County, Virginia, known as Hockaday, containing one hundred forty-seven and one-half (147-1/2) acres, more or less, bounded on the East, South and West by the land of the Shaw Land & Timber Co., known as the Pyle tract, the land of J. A. Barnes and Powhatan Swamp, and on the North by the land of Now Brothers.

PARCEL B

All of that certain piece or parcel of land situate in Jamestown District, James City County, Virginia, containing fifty five and two fifths (56-2/5) acres, more or less, and known as Cypress Swamp, and adjoining the lands of William Marlin's estate on the East, Greenspring on the South and Thomas N. Ratcliffe on the West and D. S. Jones on the North.

LESS AND EXCEPT that property conveyed to the Commonwealth of Virginia by Order Confirming Commissioner's Report, entered February 20, 1974, in the Circuit Court for the City of Williamsburg and County of James City, Virginia, and recorded in the Office of the Clerk of Court of such Court in James City County Deed Book 150, at Page 420, containing 3.74 acres, more or less, confirming that certain Certificate Number C-21570, filed by State Highway Commissioner of Virginia against the Heirs at Law of John G. Warburton, dated May 24, 1972, and recorded June 12, 1972, in the aforesaid Clerk's Office in James City County Deed Book 137, at Page 213, and SUBJECT TO the easements conveyed to the Commonwealth of Virginia in such Order and such Certificate.

The property herein conveyed, commonly known as the "Hockaday-Cypress Tract," is further described in its entirety on that certain plat of survey, entitled "BOUNDARY SURVEY OF A PORTION OF THE JOHN G. WARBURTON ESTATE, KNOWN AS THE HOCKADAY-CYPRESS TRACT," made by V. Monroe Mallory, of Dillard & Mallory, P.C., Certified Land Surveyors, Tappahannock, Virginia, dated October 25, 2001, recorded November 7, 2001, in the aforesaid Clerk's Office in James City County Plat Book 83, at Page 82, to which plat reference is made for a more complete description of such property.

Being a portion of the same property conveyed to John G. Warburton by Deed from C. H. Matthews and Mary Matthews, his wife, dated April 22, 1925, and recorded April 27, 1925, in the aforesaid Clerk's Office in James City County Dood Book 22, at Page 76, and by Deed from C. C. Hall and Beulah B. Hall, his wife, and T. C. Hall and Elsie G. Hall, his wife, dated March 18, 1952, and recorded April 3, 1952, in the aforesaid Clerk's Office in James City County Dood Book 47, at Page 183, the aforesaid John G. Warburton, having departed this life on October 15, 1968, and by his Last Will and Testament, dated February 3, 1964, and duly probated and recorded in the aforesaid Clerk's Office in City of Williamsburg Will Book 11, at Page 393, and duly recorded in the James City County probate records in Will File Number 374, devised such property to his daughters, Martha W. McMurrin, and Sue Gregory Warburton Redd, subject to a life estate devised to Sarah Warburton, widow of John G. Warburton, who thereafter departed this life on September 25, 1991 (and whose Last Will and Testament, dated July 30, 1984, was duly probated and duly recorded in the aforesaid Clerk's Office in City of Williamsburg Will Book 45, at Page 18, and duly recorded in the James City County probate records in Will File Number 3234), leaving Martha W. McMurrin and Sue Gregory Warburton Redd as the sole fee simple owners of such property, the said Sue Gregory Warburton Redd having conveyed her undivided one-half interest in and to such property to SWR-Hockaday, LLC, by Deed of Gift, dated February 24, 2003, and recorded March 3, 2003, in the aforesaid Clerk's Office as James City County Instrument Number 030006334, and by Deed of Correction, dated February 15, 2005, and recorded March 2, 2005, in the aforesaid Clerk's Office as James City County Instrument Number 050004430 and being the same property conveyed to Realtec, Incorporated, a North Carolina corporation, by Deed dated August 6, 2007, from Martha Warburton McMurrin, widow and SWR-Hockaday, LLC, a Georgia Limited Liability company, and recorded in the said Clerk's Office as Instrument Number 070024542.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
 This document was admitted to record on 16 July 08
 at 2:47 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