

120018922

SECOND AMENDED AND RESTATED PROFFERS

These SECOND AMENDED AND RESTATED PROFFERS are made this 25th day of June, 2012, by BC SECURE HOLDINGS CORPORATION, together with his successors, heirs and assigns (the "Owner").

RECITALS

- A. Owner is the owner of certain real property (the "Property") located in James City County, Virginia, containing approximately 7.40 acres, more or less, known as 8679 Pocahontas Trail and being more particularly described as Parcel Number (1-89) on Tax Map Number (52-3). *(See attached Exhibit A)*
- B. The Property is now zoned R-5, with proffers. The initial Proffers are dated December 27, 1990, and were made by Cecil L. Lindsey, Jr., the then owner of the Property, and are recorded in James City Deed Book 507 at page 680 (the "Initial Proffers").
- C. The First Amended and Restated Proffers are dated May 27, 1999, and were made by Leonard Epstein, the then owner of the Property, and are recorded at Instrument Number 99015760.
- D. The Owner desires to amend and restate the Existing Proffers in their entirety.

NOW THEREFORE, the Existing Proffers are hereby amended and restated as follows:

1. There shall be constructed on said Property an independent and assisted living facility of no more than one hundred ten (110) units with accessory buildings designed specifically for the elderly. The project, prior to site plan approval, shall be submitted to the Planning Division for the review and approval of the building exterior appearance and site design. Any desired changes in these design elements shall be submitted to County staff for approval, and if required by staff, shall be presented to the Planning Commission for final approval.

2. The occupancy of this facility shall be restricted to elderly and/or handicapped households. For purposes of this proffer, elderly is defined as household heads age 62 and above. Handicapped persons shall meet the definition of handicapped set forth by the Social Security Administration. Also as part of this proffer, no persons under the age of eighteen years shall be allowed to reside in the complex on a full time basis.

3. There shall be no more than one entrance into the Property, that entrance being from Magruder Avenue.

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4. The facility shall be designed and constructed in a manner which will comply with all standards and regulations of the U.S. Department of Housing and Urban Development relative to the construction of Housing for Older Persons.

5. The buildings which comprise the facility shall contain no more than one story and there shall be a central kitchen and dining facility provided for the use of the residents of the facility.

6. Any road or highway improvements required by the Virginia Department of Transportation as a result of the proposed development shall be paid for by the Owner and installed prior to conversion of the units.

WITNESS the following signature.



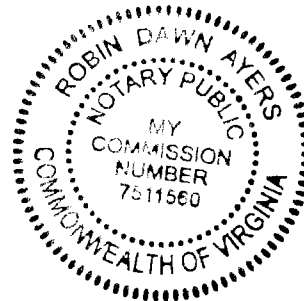
Pedro Becerra-Cely,
President, BC Secure Holdings Corp.

STATE OF VIRGINIA
COUNTY OF JAMES CITY

The foregoing instrument was acknowledged before me this 25th day of June, 2012, by Pedro Becerra-Cely.


Notary Public

My commission expires: February 29, 2016
Notary number: 7511560



PG. 2 of 2

"Exhibit A"

Address: 8679 Pocahontas Trail, Williamsburg, VA 23185

ALL THAT CERTAIN lot, piece or parcel of land situate, lying and being in the County of James City, Virginia, being 7.388 acres, as shown on that certain plat of survey entitled "PHYSICAL SURVEY OF TWO PARCELS OF LAND CONTAINING 7.388 ACRES (TOTAL) HAVING PARCEL ID: 5230100089 LOCATED ON POCAHONTAS TRAIL U.S. ROUTE 60 JAMES CITY COUNTY, VIRGINIA", dated 11/25/08 prepared by TLS Surveying – GPS – Mapping, Inc., and recorded simultaneously with this Deed in the Clerk's Office of the Circuit Court for the City of Williamsburg and the County of James City, Virginia for a more complete description.

Subject, also, however, to all restrictions and easements of records affecting said property.

Together with all singular the improvements thereon, rights of privileges, tenements, hereditaments, easements, and appurtenances unto the said land and belonging or in anywise appertaining.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 9-11-2012
at 12:44 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 |
|----------------|----------------|----------------|
| \$ <u> </u> | \$ <u> </u> | \$ <u> </u> |

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk