

AMENDED AND RESTATED PROFFERS

THESE AMENDED AND RESTATED PROFFERS are made this 19th day of March, 2015, by TOANO TRACE HOMEOWNERS ASSOCIATION, INC., a Virginia non-stock corporation, successor to the County of James City, Virginia (together with its successors and assigns, the "Owner" or "Grantor") for the benefit of JAMES CITY COUNTY, VIRGINIA ("Grantee").

RECITALS

WHEREAS, on January 29, 1992 the County of James City, Virginia (the "County") executed certain proffers as part of an application to rezone and subdivide property to develop affordable housing (the "Existing Proffers") (Exhibit 1); and

WHEREAS, pursuant to the Existing Proffers the Toano Trace Homeowners Association, Inc., was established as the homeowners association of the new subdivision; and

WHEREAS, the County conveyed all property designated as "Recreation Lot" and "Open Space/Conservation Easement" to the Owner by deed recorded as Instrument Number 004457, which can be found in James City County Circuit Court Deed Book 676, Page 149.

WHEREAS, Owner is the owner of a tract or parcel of land located in James City County, Virginia, with an address of 3319 Pinecrest Cir., Toano, VA 23168, being Tax Parcel 2220700001C, and a second address of 7639 Crestview Dr., Toano, VA 23168, being Tax Parcel 2220700001B (together the "Property"); and

WHEREAS, the Property and all residential lots within the Toano Trace subdivision are subject to the Existing Proffers; and

WHEREAS, Owner has applied to amend and restate paragraph "2" of Existing Proffers; and

WHEREAS, Owner desires to amend and restate the Existing Proffers in order to allow detached accessory structures, which are prohibited in paragraph 2 of the Existing Proffers.

NOW, THEREFORE, for and in consideration of the approval of the requested amendment, and pursuant to Sections 15.2-2302 and 15.2-2303 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 development and use of the Property.

AMENDED PROFFER NO. 2

2. The use of the Property shall be limited to:
 - a. Single-family dwellings, two-family dwellings. The total number of individual dwelling units shall not exceed 60.
 - b. Community recreation facilities.
 - c. Garages that are attached to dwellings and other storage structures as are generally allowed in the R-2, General Residential zoning district. No detached garages or detached accessory apartments shall be permitted.

ALL OTHER PROFFERS, RECITALS, AND CONDITIONS SHALL REMAIN THE SAME.

WITNESS the following signatures:

TOANO TRACE HOMEOWNERS ASSOCIATION, INC.

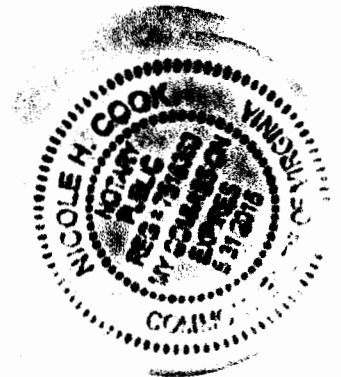
By: Ermadine Bullard, President
[Title]

STATE OF VIRGINIA
City/County of James City County, to wit:

The foregoing instrument was acknowledged this 19 day of March, 2015, by Ermadine Bullard, as President of Toano Trace Homeowners Association, Inc.

Nicole H. Cook
Notary Public

My commission expires: My Commission Expires August 31, 2016
My registration number: 7516360



VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 5-15-2015
at 11:47 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



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT COURT
5201 MONTICELLO AVE SUITE 6
WILLIAMSBURG, VA 23188
757-564-2242

DEED RECEIPT

DATE: 05/15/15 TIME: 11:47:44 ACCOUNT: 830CLR150009209 RECEIPT: 15000015699
CASHIER: AES REG: WD19 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 150009209 BOOK: PAGE: RECORDED: 05/15/15 AT 11:47
GRANTOR: TOANO TRACE HOMEOWNERS ASSOCIATION EX: N LOC: CO
GRANTEE: JAMES CITY COUNTY VIRGINIA EX: N PCT: 100%
AND ADDRESS : N/A N/A, XX. 00000
RECEIVED OF : JAMES CITY COUNTY VIRGINIA DATE OF DEED: 03/19/15
: \$.00
DESCRIPTION 1: DB 676 PG 149 AMENDED AND RESTATED PROFFERS PAGES: 0 OP: 0
2: NAMES: 0
CONSIDERATION: .00 A/VAL: .00 MAP:
PIN:
000 ** ZERO PAYMENT ** .00
TENDERED : .00
AMOUNT PAID: .00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

PAYOR'S COPY
RECEIPT COPY 1 OF 2