

150016182

AMENDED & RESTATED PROFFER AGREEMENT

This Amended and Restated Proffer Agreement (the "2015 Restated Proffers") is made by **REGJAG, L.L.C.**, a Virginia limited liability company, successor to **R. E. GILLEY** and **JOANN H. GILLEY** (all to be indexed as Grantors) (all referred to herein, collectively as "Owner") and provides as follows:

RECITALS

R-1. REGJAG, LLC is the owner of certain real property (the "Property") located in the County of James City, Virginia, containing 152.22 acres, more or less, more particularly described on **Exhibit A** attached hereto and made a part hereof.

R-2. In connection with development of the Gatehouse Farms subdivision located in James City County, Virginia, R. E. Gilley and JoAnn H. Gilley created certain proffers set forth in an agreement executed June 30, 1987 and recorded in the Office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City (the "Clerk's Office") in Deed Book 366, page 508 (the "Existing Proffers").

R-3. Subsequent to creation of the Existing Proffers, Owner entered into a conservation easement agreement with James City County as a part of the County's purchase of development rights program. The deed creating said conservation easement dated April 18, 2014 is of record in the aforesaid Clerk's Office as Instrument Number 140006461 (the "Conservation Easement"). The Conservation Easement eliminates the potential for development of the Property pursuant the Proffers, and as such a certain Addendum to Proffer Agreement was executed by Owner, approved by the County, and recorded as Instrument No. 140011974 in the Clerk's Office. The Existing Proffers as referenced herein shall be deemed to include said Addendum to Proffer Agreement.

Prepared by:
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R-4. In order to obtain A-1 zoning for the entire Property consistent with the Conservation Easement, Owner has applied by application dated May 14, 2015 to rezone all R-1 zoned portions of the Property to A-1, with proffers (the "Application").

R-5. Owner desires to offer to the County certain conditions on the use and development of the Property not generally applicable to land zoned A-1.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended (the "Virginia Code"), and the County Zoning Ordinance, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property and that the Existing Proffers are hereby amended and restated to be as follows:

CONDITIONS:

1. Amended & Restated Proffers. These 2015 Restated Proffers shall replace and supersede any and all prior proffer agreements regarding the subject property, specifically including without limitation, the Existing Proffers.

2. Limitation on Uses. The following uses shall be prohibited on the Property:

a. Uses that qualify as "*Agriculture, intensive*" as defined in James City County Code § 24-2 as of the date hereof.

3. Farm Conservation Plan. All agricultural activities on the Property shall be conducted in conformance with a Farm Conservation Plan in accordance with Section 7(b) of the Conservation Easement. A Farm Conservation Plan shall be submitted to the Colonial Soil and Water Conservation District (or such other party as may be approved by the County) for review and approval within eighteen (18) months from the date of approval of this Application by the James City County Board of Supervisors.

4. FEMA Flood Zone. No dwellings shall be erected in the 1% annual chance flood area on the Property. This restriction shall not, in any way, limit Owner's rights with regard to any Existing Dwellings (as defined in the Conservation Easement) on the Property.

5. Successors and Assigns. These 2015 Restated Proffers shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns, and shall be recorded in the Clerk's Office.

6. Void if Application not Approved. In the event that the Application is not approved by the County, these 2015 Restated Proffers shall be null and void.

WITNESS the following signatures and seals this 1st day of ~~June~~ July, 2015.

REGJAG, L.L.C.
a Virginia limited liability company

By: R. Edwin Gilley
R. Edwin Gilley

COMMONWEALTH OF VIRGINIA
CITY/COUNTY OF JAMES CITY, to wit:

The foregoing instrument was acknowledged before me in James City County, Virginia, this 1st day of ~~June~~ July, 2015, by R. Edwin Gilley. He is personally known to me ~~or has produced~~ as identification.

[Signature]
Notary Public

My Commission expires: Aug 31, 2018
Notary Registration No.: 150663
[Affix Notarial Stamp]

GREGORY R. DAVIS
Notary Public
Commonwealth of Virginia
My Commission Expires Aug. 31, 2018
Registration # 150663

EXHIBIT A

Tract No. 1 (4740100040 and 4740100041)

All those certain lots, piece or parcels of land with the buildings and improvements thereon and the appurtenances thereunto belonging or in anywise appertaining, lying, being and situate in Roberts District (formerly Jamestown District), James City County, Virginia, and more fully shown, set forth and designated as PARCEL "A", PARCEL "B", PARCEL "C", and PARCEL "D" on that certain plat entitled, "Plat of Properties of Gate House Dairy, Inc., and Willard Gilley, Jamestown District, James City County, Virginia", dated May 22, 1971, by Douglas E. White, CLS, a copy of which said plat is duly of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia in Plat Book 28, Page 47.

The foregoing described property is also described as the following four parcels:

Parcel No. 1

All that certain lot or parcel of land, together with the buildings and improvements thereon, and the appurtenances thereunto belonging, lying, being and situated in Roberts District (formerly Jamestown District), James City County, Virginia, containing, one (1) acre of land lying to the northeast of Parcel No. 2, hereinafter described. Said one acre of land fronts 104.35 feet on Virginia State Highway 682, sometimes known as Virginia State Highway 608, and also known as Neck O'Land Road, and formerly known as Jamestown Road, and extends back 417.12 feet from said State Highway, and is bounded by said State Highway, the lands now or formerly belonging to Jess H. Jackson and James W. Anderson, and Parcel No. 2. hereinafter described.

Parcel No. 2

All that certain lot, piece or parcel of land with the buildings and improvements thereon and the appurtenances thereunto belonging or in anywise appertaining, lying, being and situate in Roberts District (formerly Jamestown District), James City County, Virginia, and more fully shown, set forth and designated as Parcel "A" on that certain plat entitled, "Plat of Properties of Gate House Dairy, Inc., and Willard Gilley, Jamestown District, James City County, Virginia", dated May 22, 1971, by Douglas E. White, CLS, a copy of which said plat is duly of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia in Plat Book 28, Page 47, and on which said plat the property herein described is more particularly shown, set forth and designated as commencing at an iron pipe on the southerly side of Virginia State Route 682, also known as Neck O'Land Road, at a point where the property hereby described, the right of way of said Route 682 and the Parcel D as shown on said plat converge (said Parcel D being the same as Parcel 1 as hereinabove set forth); thence, S 46°59'03" E along the line of the property hereby conveyed through several iron pipes, and the line of the property now or formerly standing in the name of Jess H. Jackson, et al, the distance of 4345.48 feet to an iron pipe at a point where the property hereby described, the property now or formerly of James F. Ayres and the property of REGJAG, L.L.C. converge; thence, S

72°53'38" W the distance of 49.64 feet to an iron pipe; thence, N 51°7'49" W the distance of 200.03 feet to an iron pipe; thence, N 62°37'08" W a distance of 150.73 feet to an iron pipe; thence S 31°08'07" E the distance of 248.58 feet to an iron pipe; thence, S 40°03'32" E the distance of 307.36 feet to an iron pipe; thence, S 13°41'32" W the distance of 208.48 feet to an iron pipe; thence, N 23°51'06" W the distance of 125.92 feet to an iron pipe; thence, N 62°34'47" W the distance of 306.22 feet to an iron pipe; thence, N 16°29'55" W the distance of 201.20 feet to an iron pipe; thence N 63°45'44" W, the distance of 154.97 feet to an iron pipe; thence, S 34°33'04" E the distance of 123.64 feet to an iron pipe; thence, S 05°20'43" E the distance of 295.64 feet to an iron pipe; thence, N 64°26'51" W the distance of 104.02 feet to an iron pipe; thence, N 36°59'38" W the distance of 79.40 feet; thence, N 53°19'49" W the distance of 186.49 feet to an iron pipe; thence, N 69°00'35" W the distance of 52.54 feet to an iron pipe at a point where the property hereby conveyed, the property formerly belonging to Willard Gilley and Evelyn S. Gilley, and the property of REGJAG, L.L.C. converge; thence, N 46°59'37" W the distance of 3821.90 feet along the line of the property hereby described and the property formerly belonging to Willard Gilley and Evelyn S. Gilley to the iron pipe on the southerly side of Route 682; thence along the line of the property hereby described and the right of way of said Route 682; thence, N 43°4'43" E the distance of 640.57 feet to an iron pipe, the point of departure.

Parcel No. 3

ALL that certain lot, piece or parcel of land together with the appurtenances thereunto belonging, or in any wise appertaining, lying, being and situated in Roberts District (formerly Jamestown District), James City County, Virginia, and more fully shown, set forth and designated on a certain blue print plat entitled, "Plat of Properties of Gate House Dairy, Inc., and Willard Gilley, Jamestown District, James City County, Virginia", dated May 22, 1971, made by Douglas E. White, CLS, a copy of said blue print plat is duly of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia, and on which plat the property herein described is more particularly shown, set forth and designated on said plat as Parcel "B". The property hereby described commences at an iron pipe on the southerly side of Virginia State Route 682 and the property formerly standing in the name of James F. Ayers (shown Ayres on plat); thence, along the line of the property hereby described and the right of way of said Virginia State Route 682, N 43°04'43" E, a distance of 1177.75 feet to an iron pipe at a point where the property hereby conveyed, the right of way of said Virginia State Route 682 and the property standing formerly in the name of Gate House Farm, Inc., formerly known as Gate House Dairy, Inc., S 46°59'37" E, a distance of 3821.90 feet to an iron pipe at a point where the property hereby described the property formerly of Gate House Farm, Inc., formerly known as Gate House Dairy, Inc., and the property of REGJAG, L.L.C. converged; thence, along the line of the property hereby described and the property of REGJAG, L.L.C. as shown on said plat as marsh land to an iron pipe and following the division line as shown on said plat between the marsh land and the wood land to the aforesaid iron pipe being a point where the property hereby conveyed, the property of the REGJAG, L.L.C., and the property formerly standing in the name of James F. Ayers converge; thence, along the line of the property hereby

conveyed and the property of James F. Ayers as aforesaid, N 46°59'37" W, a distance of 4110.33 feet to the iron pipe on Virginia State Route 682 being the point of departure. The parcel hereby described contains 123.54 acres, more or less, but is encumbered in gross and not by the acre.

Parcel No. 4

ALL that certain lot, piece or parcel of land together with the appurtenances thereunto belonging, or in any wise appertaining., lying, being, and situated in Roberts District (formerly Jamestown District), James City County, Virginia, and more fully shown, set forth and designated on a certain blue print plat entitled, "Plat of Properties of Gate House Dairy, Inc., and Willard Gilley, Jamestown District, James City County, Virginia," dated May 22, 1971, made by Douglas E. White, CLS, a copy of said blue print plat is duly of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, and on which plat the property herein conveyed is more particularly shown, set forth and designated as Parcel "C", bounded and described as follows: commencing at an iron pipe of the northerly side of Virginia State Route 682 approximately 4,271 feet from the right of way thereof at a point where the property hereby described, the property formerly standing in the name of James F. Ayers, and the property of REGJAG, L.L.C. converge; thence, N 84°54'35" E along the line of the aforesaid and the property of the aforesaid, a distance of 63.68 feet to a point; thence N 08°02'10" E, a distance of 168.10 feet to a point; thence, along the line of the property hereby described, and the property of REGJAG, L.L.C., as aforesaid; thence, S 47° 58'17" E, a distance of 162.87 feet to a point; thence, along the line of the property hereby described, and the property of REGJAG, L.L.C., as aforesaid, S 58°20'5" E, a distance of 259.42 feet to a point; thence, S 86°46'09" W, a distance of 165.37 feet to an iron pipe; thence in a northerly direction along the line of the property hereby conveyed the property of James F. Ayers, a distance of 244.93 feet to the iron pipe, the point of departure. The parcel hereby conveyed, designated as Parcel "C", contains 1.19 acres, more or less. but is sold in gross and not by the acre.

LESS AND EXCEPT from the foregoing described property the following:

A. All that certain piece or parcel of land, lying and being in the County of James City, Virginia, containing 28.220 acres, plus or minus, more particularly described on that certain plat of survey entitled "PLAT OF 28.220 ACRES+/- TO BE CONVEYED TO: UNITED VIRGINIA DEVELOPMENT CORPORATION, FROM: ROBERT E. GILLEY, JAMES CITY COUNTY, VIRGINIA", dated June 5, 1979, revised June 20, 1979, prepared by Paul C. Small of Small Engineering, Inc., a copy of which is recorded in the aforesaid Clerk's Office in Deed Book 195, Page 468, which property was conveyed by Robert E. Gilley and Joann H. Gilley, husband and wife, to United Virginia Development Corporation by Deed dated June 21, 1979, recorded in the aforesaid Clerk's Office in Deed Book 195, Page 466; and

B. All that certain piece or parcel of land, lying, being and situated in James City County, Virginia, containing 5.79 acres and shown on a certain plat of survey entitled "SUBDIVISION OF 5.79 ACRES STANDING IN THE NAME OF ROBERT E. GILLEY" dated October 13, 1983, made by AES, a professional corporation, which plat is recorded in the aforesaid Clerk's Office in Plat Book 39, Page 45; and

C. All that certain lot, piece or parcel of land, lying and being in the County of James City, Virginia, containing 15,053 square feet +/-, known and designated as Parcel A, as shown on that certain plat entitled "PLAT OF THE PROPERTY OF JO ANN H. GILLEY, PARCEL "A", JAMES CITY COUNTY, VIRGINIA" made by James K. Alvis, Jr., Land Surveyor, Newport News, Virginia, dated March 31, 1987, which plat is recorded in the aforesaid Clerk's Office in Plat Book 45, Page 66, and which property was conveyed by Joann H. Gilley and Robert E. Gilley, wife and husband, to Vineyard Investors by Deed dated May 20, 1987, recorded in the aforesaid Clerk's Office in Deed Book 348, Page 733; and

D. All that certain lot, piece or parcel of land, lying and being in the County of James City, Virginia, containing 15,528 square feet +/-, known and designated as Parcel B, as shown on that certain plat entitled "PLAT OF THE PROPERTY OF JO ANN H. GILLEY, PARCEL "B", JAMES CITY COUNTY, VIRGINIA" made by James K. Alvis, Jr., Land Surveyor, Newport News, Virginia, dated March 31, 1987, which plat is recorded in the aforesaid Clerk's Office in Plat Book 45, Page 27, and which property was conveyed by Joann H. Gilley and Robert E. Gilley, wife and husband, to Vineyard Investors by Deed dated April 24, 1987, recorded in the aforesaid Clerk's Office in Deed Book 341, Page 80; and

E. All that certain lot, piece or parcel of land, lying and being in the County of James City, Virginia, containing 15,353 square feet +/-, known and designated as Parcel C, as shown on that certain plat entitled "PLAT OF THE PROPERTY OF JO ANN H. GILLEY, PARCEL "C", JAMES CITY COUNTY, VIRGINIA" made by James K. Alvis, Jr., Land Surveyor, Newport News, Virginia, dated April 4, 1987, which plat is recorded in the aforesaid Clerk's Office in Plat Book 45, Page 54, and which property was conveyed by Joann H. Gilley and Robert E. Gilley, wife and husband, to Vineyard Investors by Deed dated May 20, 1987, recorded in the aforesaid Clerk's Office in Deed Book 345, Page 258; and

F. All that certain lot, piece or parcel of land, lying and being in the County of James City, Virginia, containing 2.00 acres shown and designated as Parcel A-1 on that certain plat entitled "Plat of the Property of Leigh Ann Gilley, Parcel A-1, 2.00 Acres, Being part of Gate House Farms, Jamestown District, James City County, Virginia" made by James K. Alvis, Jr., CLS, Newport News, Virginia, dated December 6, 2004, revised May 3, 2005, which plat is recorded in the aforesaid Clerk's Office as Instrument No. 050002188, and which property was conveyed by REGJAG, L.L.C., to Leigh Ann Gilley by Deed recorded in the aforesaid Clerk's Office as Instrument No. 050002188; and

G. All that certain piece or parcel of land, lying and being in the County of James City, Virginia, containing 1.18 acres +/-, being a portion of the property shown and designated as Parcel C on that certain plat entitled "PROPERTY LINE ADJUSTMENT PLAT, PARCEL C, NECK-O-LAND FARM, OWNER/DEVELOPER ROBERT E. GILLEY II, AND WIFE MEREDITH H. GILLEY, JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA" made by DJG, Inc., dated February 20, 2000, which plat is recorded in the aforesaid Clerk's Office in Plat Book 78, Page 62, and which property was conveyed together with other property by Robert E. Gilley and Jo Ann H. Gilley, husband and wife, to Robert E. Gilley II and Meredith H. Gilley, husband and wife, by Deed recorded in the aforesaid Clerk's Office as Instrument No. 000017549.

Parcel No. 2, as hereinabove set forth, is expressly subject to a certain deed of easement dated the 5th day of July, 1974, which grants an easement fifty (50) feet in width over, along and through Parcel No. 2, as is more fully shown, set forth and designated in said deed of easement which is of record in the aforesaid Clerk's Office.

Tract No. 1 being a portion of the same real estate conveyed to REGJAG, L.L.C. from Jo Ann H. Gilley, by deed of gift dated September 11, 2001, recorded October 10, 2001, in the Clerk's Office, Circuit Court, City of Williamsburg and County of James City, Virginia, as Instrument No. 010018329.

Tract No. 2 (4740100042D)

All of that tract, piece or parcel of property located in James City County, Virginia, and designated as PARCEL "D", containing 3.75 acres, as shown and set forth on a certain blueprint plat of survey entitled "A SURVEY FOR CONVEYANCE – JAMES E. AYERS ET ALS TO UVB OF WMSBG., TR. – PART OF NECK-O-LAND FARM, LYING IN JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA", dated January 6, 1970, revised February 2, 1970, made by Otto S. Schultz, Jr., C.L.S., a copy of which plat is duly of record in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, in James City County Plat Book No. 27, at Page 43.

LESS AND EXCEPT a certain 0.93 acre parcel of PARCEL "D" more fully shown and described on a plat entitled, "PLAT OF THE PROPERTY OF ROBERT E. AND JO ANN H. GILLEY, 0.93 AC +/- OF PARCEL "D" AS SHOWN IN PLAT BOOK 27, PAGE 43, JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA", dated September 8, 1988, made by James K. Alvis, Jr., Land Surveyor, and recorded in James City County Plat Book 49, Page 62.

Tract No. 2 being a portion of the same real estate conveyed to REGJAG, L.L.C. from Robert E. Gilley, II, Leigh Ann Gilley, and Terri Lynn McIlwean, by Deed dated June 17, 2009 recorded in the Clerk's Office, Circuit Court, City of Williamsburg and County of James City, Virginia, as Instrument No. 090018383.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 8-20-2015
at 8:48 AM/PP. 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

RECEIVED & FILED

Date: 8-14-2015

Time: 1:10 AM/PM

Circuit Court Clerk's Office
City of Williamsburg
County of James City, VA
Betsy B. Woolridge, Clerk

BY: YJ CLERK