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THE VILLAGE AT CANDLE STATION

PROFFERS

THESE PROFFERS are made this 27th day of April, 2015 by CANDLE DEVELOPMENT, LLC, a Virginia limited liability company (together with its successors in title and assigns, the "Candle"), CANDLE FACTORY BUILDING, LLC, a Virginia limited liability company ("CFB"), POPLAR CREEK, LLC, a Virginia limited liability company ("PC"), NVR, INC., a Virginia corporation, doing business as Ryan Homes ("NVR"), KLR PROPERTIES, LLC, a Virginia limited liability company ("KLR"), KEITH A. MCCARTHY and ADRIENNE D. MCCARTHY (collectively, "McCarthy"), BRYAN C. SZOSTAK ("Szostak"), RONICA LEFTWICH ("Leftwich"), and JOHN B. BARNETT, JR. and JUDITH BARNETT, individually and as Trustees of the John B. Barnett Jr. and Judith L. Barnett Living Trust dated June 2, 2011 (the "Barnetts").

RECITALS

A. Candle, CFB, PC, NVR, KLR, McCarthy, Szostak, Leftwich, and Barnetts (collectively, "Owner") are the owners of that certain property (the "Property") located in James City County and more particularly described on Exhibit A attached hereto.

B. The Property is now zoned Mixed Use with proffers and M-1. The Property is designated Low Density Residential, Mixed Use, and Conservation Area on the County's Comprehensive Plan Land Use Map.

C. The Owner has submitted to the County an application (the "Application") to rezone the Property from Mixed Use with proffers and M-1 to Planned Unit Development with proffers.

D. Owner has submitted to the County a master plan entitled "PROPOSED MASTER PLAN THE VILLAGE AT CANDLE STATION", Drawing No. 3 of 7, prepared by AES Consulting Engineers, dated November 14, 2014, last revised March 11, 2015 (the "Master Plan") for the Property in accordance with the County's Zoning Ordinance. The Master Plan is on file with the County in the Office of the Director of Planning.

E. Owner has submitted to the County design guidelines entitled "THE VILLAGE AT CANDLE STATION DESIGN GUIDELINES", prepared by AES Consulting Engineers, dated June 17, 2013, last revised April 2015 (the "Design Guidelines"). The Design Guidelines are on file with the County in the Office of the Director of Planning.

F. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned Planned Unit Development.

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's Zoning Ordinance, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property.

CONDITIONS

1. **Density.** The number of residential dwelling units ("Dwelling Units") located on the Property shall not exceed 208 Dwelling Units.

2. **Owners Association.** There shall be organized a property owner's association (the "Association") for the residential development of the Property in accordance with Virginia law in which all residential property owners in the development, by virtue of their property ownership, shall be members. In addition, there may be organized separate owner's associations for individual neighborhoods within the Property in which all owners in the neighborhood, by virtue of their property ownership, also shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing each Association shall be submitted to the County Attorney for review and approval for consistency with this Proffer prior to final approval by the County of the first site plan for residential development of any portion of the Property. The Governing Documents shall require that each Association adopt an annual maintenance budget, which shall include a reserve for maintenance of stormwater management BMPs, recreation areas, private roads and parking areas, if any, sidewalks, and all other common areas (including open spaces) under the jurisdiction of the Association and shall provide the Association with authority to (i) assess all members for the maintenance of all properties owned or maintained by the Association and (ii) file liens on members' properties for non-payment of such assessments. The Governing Documents shall grant each Association the power to file liens on members' properties for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Governing Documents shall authorize the Association to develop, implement and enforce a water conservation standards and nutrient management plan as provided herein.

3. **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 for, subsequently, enforcing such 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 lots and 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 submitted to JCSA for review and approval for consistency with this Proffer prior to final approval by the County of the first site plan for development of any portion of the Property.

(b) In the design phase, Owner shall take into consideration the design of stormwater systems that can be used to collect stormwater for outdoor water use for the entire development. If the Owner desires to have outdoor watering of common areas on the Property it shall provide water for irrigation utilizing surface water collection from the surface water ponds or other rainwater collection devices and shall not use JCSA water or well water for irrigation purposes, except as provided below. This requirement prohibiting the use of well water may be waived or modified by the General Manager of JCSA if the Owner demonstrates to the JCSA General Manager that there is insufficient water for irrigation in the surface water impoundments, and the Owner may apply for a waiver for a shallow (less than 100 feet) well to supplement the surface water impoundments.

4. **Housing Opportunities.** Development of the Property shall be done in a manner

consistent with the criteria established by the Housing Opportunities Policy adopted by the Board of Supervisors on November 27, 2012 and in effect as of the date of approval of the requested rezoning (the "HOP") to provide affordable and workforce housing opportunities at different price ranges to achieve the greater housing diversity goal of the 2009 Comprehensive Plan; provided, however, that affordable and workforce Dwelling Units provided may be located anywhere within the Property in areas designated for residential development. With respect to affordable and workforce Dwelling Units provided pursuant to this proffer, a soft second mortgage meeting the requirements of the HOP or other instrument approved in advance by the County Attorney shall be executed by the initial purchaser thereof and recorded against the Dwelling Unit to assure the Dwelling Unit continues to meet the requirements of the HOP. In addition, each deed to an affordable or workforce for sale Dwelling Unit shall include a right of first refusal in favor of the County in the event a subsequent owner desires to sell the Dwelling Unit. All affordable or workforce Dwelling Units provided pursuant to this Proffer shall be sold to persons whose incomes fall within the qualifying income ranges used to determine the prices under the HOP.

5. Cash Contributions for Community Impacts.

(a) A contribution of \$19,505.34 for each single-family detached Dwelling Unit and of \$5,550.16 for each single-family attached Dwelling Unit constructed on the Property shall be made to the County for the mitigation of impacts on County schools.

(b) A contribution of \$1,099 for each Dwelling Unit constructed on the Property shall be made to the County for the mitigation of impacts on emergency services, off-site road improvements, future water needs, library uses, and public use sites.

(c) A contribution of \$1,375.00 for each single-family detached Dwelling Unit and of \$1,039.00 for each single-family attached Dwelling Unit constructed on the Property shall be made to JCSA for the mitigation of impacts on JCSA's potable water system.

(d) A contribution of \$725.00 for each Dwelling Unit constructed on the Property shall be made to JCSA for the mitigation of impacts on JCSA's sanitary sewer system.

(e) A contribution of \$549.50 for each Dwelling Unit constructed on the Property shall be made to the County for off-site stream restoration or other environmental improvements in the Yarmouth Creek watershed.

(f) A one-time contribution of an amount equal to \$2.10 multiplied by the total estimated daily sanitary sewage discharge from each non-residential building constructed on the portion of the Property shown on the Master Plan as "MASTER PLAN AREA 2" (the "PUD-C Area") shall be made to JCSA for the mitigation of impacts on JCSA's sanitary sewer system. The County shall not be obligated to issue a certificate of occupancy for a non-residential building constructed on the PUD-C Area until the contribution prescribed in this subsection (f) has been paid.

(g) A one-time contribution of \$32,970 shall be made to the County for off-site sidewalks. The County shall not be obligated to issue certificates of occupancy for more than 87 Dwelling Units on the Property until the contribution prescribed in this subsection (g) has been paid.

(h) Notwithstanding any other provision of these Proffers, the contributions described in subsections (a) through (e) above shall be reduced by the applicable percentage set

forth in the HOP for affordable and workforce Dwelling Units provided on the Property in accordance with the HOP.

(i) The contributions described in subsections (a) through (e) above shall be payable for each Dwelling Unit on the Property prior to issuance of a certificate of occupancy for such Dwelling Unit.

(j) The contribution(s) paid in each year pursuant to this Section and Section 6(e) shall be adjusted annually beginning January 1, 2016 to reflect any increase or decrease for the preceding year in the Index. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in subsections (a) through (e) of this Section and Section 6(e). The adjustment shall be made using Section 98, Comparative Costs Multipliers, Regional City Averages of the Index. 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) shall be relied upon in establishing an inflationary factor for purposes of increasing the per unit contribution to approximate the rate of annual inflation in the County.

6. Entrances; Traffic Improvements.

(a) The existing private driveway at the Route 60/Croaker Road intersection shall be reconstructed to a public road with a four lane road section (provided, however, that the County may require a fifth lane, if the level of development that has occurred on Tax Map Parcel Nos. 2331100001F and 2331100001G warrants such additional lane) at the Route 60 intersection and tapering to a two lane section. The northbound Croaker Road approach to the Croaker Road/Route 60 intersection shall include a left turn lane with 200 feet of storage, a through lane

(provided, however, that the County may require a through/left turn lane, if the level of development that has occurred on Tax Map Parcel Nos. 2331100001F and 2331100001G warrants such through/left turn lane) and a right turn lane.

(b) At the intersection of Route 60 and Croaker Road, a 200 foot right turn taper with shoulder bike lane from east bound Route 60 into the Property shall be constructed.

(c) At the intersection of Route 60 and Croaker Road, the eastbound Route 60 left turn lane shall be extended to have 200 feet of storage and a 200 foot taper.

(d) The improvements proffered hereby shall be constructed in accordance with Virginia Department of Transportation (“VDOT”) standards and shall include any related traffic signal improvements or replacement, including signal coordination equipment, at that intersection. The improvements listed in subsections (a) through (c) shall be completed or guaranteed (“Guaranteed”) in accordance with Section 15.2-2299 of the Virginia Code prior to final approval by the County of the first site plan for development of any portion of the Property.

(e) Within 180 days after issuance by the County of the 135th building permit for construction of Dwelling Units on the Property, Owner shall pay to VDOT the costs, not to exceed \$10,990, of the equipment at the Norge Lane/Route 60 traffic signal necessary to allow the coordination of that signal and the signal at the Croaker Road/Route 60 intersection.

(f) Subject to the prior approval of VDOT and when the sidewalk has been constructed on the north side of Route 60 at the Croaker Road/Route 60 intersection to receive pedestrians, Owner shall install or pay the costs of installation of crosswalks across Route 60, a median refuge island, signage and pedestrian signal heads at the intersection (“Pedestrian Improvements”). The County shall not be obligated to issue building permits for more than 100

Dwelling Units on the Property until either (i) the Pedestrian Improvements have been installed, or (ii) Owner has guaranteed the installation of such Pedestrian Improvements.

7. **Connections to Adjacent Properties.** Owner shall provide pedestrian and vehicular connections between the Property and the adjacent property (Tax Parcel 2321100001F) generally as shown on the Master Plan. The plans, location and materials for such connections shall be submitted to the County Director of Planning for review and approval for consistency with this Proffer prior to final approval by the County of the first site plan for development of any portion of the Property. The connections shall be either (i) installed or (ii) Guaranteed prior to final approval by the County of the first site plan for development of any portion of the Property.

8. **Streetscape Guidelines.** The Owner shall provide and install streetscape improvements in accordance with the applicable provisions of the County's Streetscape Guidelines policy or, with the permission of VDOT, the plantings (meeting County standards for plant size and spacing) may be installed in the adjacent VDOT right-of-way. The streetscape improvements shall be shown on development plans for the portions of the Property proposed for development and shall be submitted to the County Director of Planning for approval in connection with the County's review and approval of the site plan or subdivision plan for development of such portion of the Property. Street trees shall be located no farther than 10 feet from the edge of pavement, subject to VDOT approval. Streetscape improvements shall be either (i) installed within 6 months after the issuance of a certificate of occupancy for any adjacent Dwelling Unit constructed on the Property, or (ii) Guaranteed prior to the issuance of a certificate of occupancy for any adjacent Dwelling Unit constructed on the Property.

9. **Recreation.** The following recreational facilities shall be provided on the Property:

- (a) Approximately 3.65 acres of parkland;
- (b) 1 centrally located, shared playground at least 2,500 square feet in area with at least five activities either in composite structures or separate apparatus;
- (c) 1 picnic shelter of at least 625 square feet;
- (d) A minimum 8 foot wide, concrete or asphalt shared use path along one side of the entrance road approximately 0.36 of a mile in length and an additional approximately 0.94 of a mile of soft surface walking trails generally as shown on the Master Plan;
- (e) 1 paved multi-purpose court approximately 50' x 90' in size; and
- (f) 1 graded multi-purpose field which will be at least 200' x 200' in size.

The exact locations and design of the facilities proffered in this Section and the equipment to be provided at such facilities shall be shown on development plans for the portions of the Property in which such facilities are located, which development plans shall be submitted to the County Director of Planning for approval for consistency with this proffer prior to the County's approval of a site plan for development of such portions of the Property. Such facilities shall be constructed at the time of the construction of the phase of the development in which such facilities are located as shown on the development plans for the Property.

10. **Archaeology.** If required by the County Director of Planning, a Phase I Archaeological Study for the entire Property shall be submitted to the County Director of Planning for review and approval prior to land disturbance. A treatment plan shall be submitted and approved by the County 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 County Director of Planning and a treatment plan for said sites shall be submitted to, and approved by, the County 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 County 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 Property and the clearing, grading or construction activities thereon.

11. Design Guidelines and Review; Sustainable Building.

(a) The Property shall be developed substantially in accordance with the Design Guidelines. Owner shall submit a supplement to the Design Guidelines for Area 2, as shown on the Master Plan, to the County Director of Planning for review and approval for consistency with these Proffers, the Design Guidelines, and the Master Plan in connection with

the County's review and approval of the site plan or subdivision plan for development of such portion of the Property. Owner shall establish a Design Review Board to review all residential building plans and residential building elevations for conformity with the Design Guidelines. The Design Guidelines may be amended from time to time provided that such amendments do not alter the basic character and intent of the Design Guidelines and provided that such amendments are approved by the County Director of Planning for consistency with this proffer upon the recommendation of the Design Review Board.

(b) All single-family detached Dwelling Units shall achieve EarthCraft House Virginia certification at the EarthCraft House Certified (Level I) level. Owner shall provide a copy of each certification to the County Director of Planning within one year of the issuance of a certificate of occupancy for such Dwelling Unit.

12. **Sidewalks.** There shall be sidewalks installed on at least one side of each of the public streets on the Property, which sidewalks may be installed in phases as adjacent Dwelling Units are constructed. Sidewalks shall be installed prior to issuance of any certificates of occupancy for adjacent Dwelling Units. The sidewalk design shall be submitted to the County Director of Planning for review and approval for consistency with this Proffer prior to final approval by the County Director of Planning of the any site plan for development of the Property where sidewalks are required.

13. **Curb and Gutter.** Streets (but not the private alleys) within the Property shall be constructed with curb and gutter provided, however, that this requirement may be waived or modified by the County Director of Planning along those segments of street, including entrance roads, where structures are not planned.

14. **Master Stormwater Management Plan.** Owner has submitted to the County a master stormwater management plan for the Property (“Stormwater Plan”) which is on file with the County in the Office of Engineering and Resource Protection and includes facilities and measures necessary to meet the County’s 10 point stormwater management system requirements and the special stormwater criteria applicable in the Yarmouth Creek watershed (“SSC”) and, in addition, including additional low impact development (“LID”) measures to treat stormwater from 30% of the impervious areas on the Property, which additional LID measures are over and above those necessary to meet the 10 point and SSC requirements. The Property shall be developed in general conformity with the Stormwater Plan. The Stormwater Plan may be revised and/or updated during the development of the Property based upon site conditions discovered in the field which revisions and/or updates shall be submitted to the County Director of Planning for review and approval for consistency with this Proffer.

15. **Nutrient Management Plan.** The Association 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, or other qualified professional to conduct soil tests and to develop, based upon the results of the soil tests, customized nutrient management plans (the “Nutrient Plans”) for all common areas within the Property and each individual single-family lot shown on each subdivision plat of the Property. The Nutrient Plans shall be submitted to the County Director of Engineering and Resource Protection for review and approval for consistency with this Proffer prior to the issuance of the building permits for more than 25% of the Dwelling Units shown on the subdivision plat. Upon approval of the Nutrient Plans by the County Director of Engineering and Resource Protection,

the Association shall be responsible for ensuring that any nutrients applied to common areas which are controlled by the Association be applied in strict accordance with the Nutrient Plans. The Owner shall provide a copy of the individual Nutrient Plan for each lot to the initial purchaser thereof. Within 12 months after issuance of the Certificate of Occupancy for the final Dwelling Unit on the Property and every 3 years thereafter, a turf management information seminar shall be conducted for the Association. The seminar shall be designed to acquaint residents with the tools, methods, and procedures necessary to maintain healthy turf and landscape plants. The County Director of Engineering and Resource Protection shall be provided evidence of the seminars taking place by submitting to the County Director of Engineering and Resource Protection a seminar agenda and or minutes thereof no later than 10 days after each seminar.

16. **Private Streets.** All private streets, if any, and alleys on the Property shall be maintained by the Association. The owner responsible for construction of a private street shall deposit into a maintenance reserve fund to be managed by the association responsible for maintenance of that private street an amount equal to one hundred and 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 Director of Planning shall be provided evidence of the deposit of such maintenance fee prior to issuance of certificates of occupancy for Dwelling Units served by the relevant private street.

17. **Water and Sanitary Sewer Master Plan.** Owner has submitted to JCSA a water and sanitary sewer master plan for the Property ("Water/Sewer Plan") which is on file with the County in the Office of the General Manager of JCSA. The Property shall be developed in

general conformity with the Water/Sewer Plan. The Water/Sewer Plan may be revised and/or updated during the development of the Property based upon site conditions discovered in the field which revisions and/or updates shall be submitted to JCSA for review and approval for consistency with this Proffer.

18. **Route 60 Median Landscaping.** Subject to VDOT approval, Owner shall install landscaping as provided herein in the portion of the Route 60 median beginning at the Route 60/Croaker Road intersection and extending eastward 800 feet. The landscaping shall consist of 20 street trees at least 125% of the caliper size requirements prescribed in the County's Zoning Ordinance. A landscape plan for the median shall be submitted to the County Director of Planning with the initial site plan for development on the Property for review and approval for consistency with this proffer and the County's Streetscape policy. The median shall be planted or the planting Guaranteed prior to the County being obligated to issue building permits for buildings located on the Property.

19. **Crosswalks.** Subject to VDOT approval, Owner shall provide a crosswalk across Croaker Road from Tax Parcel 2321100001B to Tax Parcel 2321100001F and crosswalks providing access to the two internal parks on the Property both in the locations generally as shown on the Master Plan at the time the final layer of pavement is placed on the segment of Croaker Road where the crosswalks are located.

20. **Boundary Line Adjustment.** Prior to final site plan or subdivision plan approval for development of Area 2 shown on the Master Plan, Owner shall submit to the County Director of Planning for review and approval a boundary line adjustment plat consistent with the Master Plan for Area 2.

21. **Master Plan.** The Property shall be developed generally as shown on the Master Plan. Development plans may deviate from the Master Plan as provided in Section 24-23 of the Zoning Ordinance.

22. **Headings.** All section and subheadings of these Proffers are for convenience only and shall not be read as a part of these Proffers or utilized in interpretation thereof.

23. **Delegation of Subsequent Approvals.** The County Board of Supervisors by accepting these Proffers is exercising its legislative function. While these Proffers provide for subsequent approvals by the County or by its duly authorized designees appointed by the County, such subsequent approvals by any duly authorized designee of the County shall not include the exercise of any legislative function.

24. **Severability.** In the event that any clause, sentence, paragraph, section or subsection of these Proffers shall be adjudged 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 application 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.

25. **Conflicts.** In the event that there is any conflict between these Proffers and the Zoning Ordinance, the conflict shall be resolved by the County's Zoning Administrator subject to the appeal process to the Board of Supervisors and the Courts as otherwise provided by law.

26. **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.

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

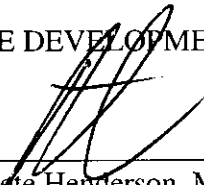
28. **Amended and Restated.** These Proffers amend, restate, and supersede all prior proffers accepted by the County regarding the Property.

[SIGNATURES LOCATED ON SUCCEEDING PAGES]

[SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures.

CANDLE DEVELOPMENT, LLC

By: 
Pete Henderson, Manager

STATE OF VIRGINIA AT LARGE

CITY/COUNTY OF York, to-wit:

The foregoing instrument was acknowledged this 24th day of April 2015,
by Pete Henderson as manager of Candle Development, LLC.


NOTARY PUBLIC


My commission expires: 11/30/18
Registration No.: 7600737



[SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures.

CANDLE FACTORY BUILDING, LLC

By: 
Pete Henderson, Manager

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF York, to-wit:

The foregoing instrument was acknowledged this 24th day of April, 2015,
by Pete Henderson as manager of Candle Factory Building, LLC.


NOTARY PUBLIC

My commission expires: 11/30/18
Registration No.: 7600737



[SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures.

POPLAR CREEK, LLC

By: [Signature]
Pete Henderson, Manager

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF York, to-wit:

The foregoing instrument was acknowledged this 24th day of April, 2015,
by Pete Henderson as manager of Poplar Creek, LLC.

[Signature]
NOTARY PUBLIC

My commission expires: 11/30/18
Registration No.: 7600737.



[SIGNATURE PAGE TO PROFFERS]

NVR, INC.
By: [Signature]
Name: Jeff Ambrose
Title: Vice President

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF JAMES CITY, to-wit:

The foregoing instrument was acknowledged this 21st day of April,
by JEFF AMBROSE as VICE PRESIDENT of NVR, Inc.

[Signature]
NOTARY PUBLIC

My commission expires: 6-30-2015
Registration No.: 7146383



[SIGNATURE PAGE TO PROFFERS]

KLR PROPERTIES, LLC

By: Kimberly L. Roller
Kimberly L. Roller, Managing Member

By: NVR, Inc., Attorney-In-Fact

By: [Signature]

Name: Jeff Ambrose

Title: Vice President

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

The foregoing instrument was acknowledged this 24 day of April 2015,
by Jeff Ambrose as Vice President of NVR, Inc. as attorney-
in-fact for Kimberly L. Roller, as Managing Member of KLR Properties, LLC.

[Signature]

NOTARY PUBLIC

My commission expires: 5/31/19
Registration No.: 7149229

Kelly Lynn Wroten
NOTARY PUBLIC 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2019

[SIGNATURE PAGE TO PROFFERS]

Keith A. McCarthy
Keith A. McCarthy

By: NVR, Inc., Attorney-In-Fact

By: [Signature]

Name: Jeff Ambrose

Title: Vice President

Adrienne D. McCarthy
Adrienne D. McCarthy

By: NVR, Inc., Attorney-In-Fact

By: [Signature]

Name: Jeff Ambrose

Title: Vice President

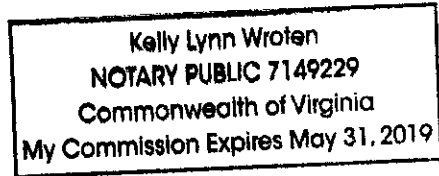
STATE OF VIRGINIA AT LARGE.
CITY/COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged this 24 day of April 2015,
by Jeff Ambrose as Vice President of NVR, Inc. as attorney-
in-fact for Keith A. McCarthy and Adrienne D. McCarthy.

[Signature]

NOTARY PUBLIC

My commission expires: 5/31/19
Registration No.: 7149229



[SIGNATURE PAGE TO PROFFERS]

Bryan C. Szostak

Bryan C. Szostak

By: NVR, Inc., Attorney-In-Fact

By: [Signature]

Name: Jeff Ambrose

Title: Vice President

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

The foregoing instrument was acknowledged this 24 day of April 2015,
by Jeff Ambrose as Vice President of NVR, Inc. as attorney-
in-fact for Bryan C. Szostak.

Kelly Lynn Wroten

NOTARY PUBLIC

My commission expires: 5/31/19
Registration No.: 7149229

Kelly Lynn Wroten
NOTARY PUBLIC 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2019

[SIGNATURE PAGE TO PROFFERS]

Ronica Leftwich
Ronica Leftwich

By: NVR, Inc., Attorney-In-Fact

By: [Signature]

Name: Jeff Ambrose

Title: Vice President

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

The foregoing instrument was acknowledged this 24 day of April 2015,
by Jeff Ambrose as Vice President of NVR, Inc. as attorney-
in-fact for Ronica Leftwich.

[Signature]
NOTARY PUBLIC

My commission expires: 5/31/19
Registration No.: 7149229

Kelly Lynn Wroten
NOTARY PUBLIC 7149229
Commonwealth of Virginia
My Commission Expires May 31, 2019

[SIGNATURE PAGE TO PROFFERS]

John B. Barnett, Jr.
John B. Barnett, Jr.

John B. Barnett, Jr.
John B. Barnett, Jr., Trustee

Judith Barnett
Judith Barnett

Judith Barnett, Trustee
Judith Barnett, Trustee

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF York, to-wit:

The foregoing instrument was acknowledged this 24th day of April, 2015,
John B. Barnett, Jr. and Judith Barnett, individually and as trustees of the John B. Barnett, Jr. and
Judith L. Barnett Living Trust dated June 2, 2011.

Josie Taylor-Soltys
NOTARY PUBLIC

My commission expires: 11/30/2018
Registration No.: 7600737



EXHIBIT A
Property Description

Parcel D1

All that certain piece, parcel or lot of land situate in James City County, Virginia, set out and described as Parcel D1 as shown on a certain plat entitled "PLAT OF SUBDIVISION ON THE PROPERTY OWNED BY JOHN B. BARNETT JR., POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated April 6, 2006 and made by AES Consulting Engineers of Williamsburg, Virginia, recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia as Instrument No.

and

Parcel E

All that certain piece, parcel or lot of land situate in James City County, Virginia, set out and described as Parcel E as shown on a certain plat entitled "PLAT OF SUBDIVISION & PROPERTY LINE EXTINGUISHMENT BETWEEN THE PROPERTIES OWNED BY JOHN B. BARNETT JR., CHICKASAW, L.L.C. AND BARNETT DEVELOPMENT COMPANY, INC., POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated April 4, 2006 and made by AES Consulting Engineers of Williamsburg, Virginia, recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia as Instrument No. 060013607.

Including, all those certain lots, pieces, or parcels of land lying and being in the County of James City, Virginia, and known and designated as Lot Numbers 34 - 57 and the private right-of-ways of Luminary Drive, Tealight Drive, and Votive Drive as shown on that certain plat entitled "PLAT OF SUBDIVISION, VILLAGE AT CANDLE STATION, PHASE 1, LOTS 34 - 57", a subdivision of the property of Candle Development, LLC, James City County, Virginia, made by AES Consulting Engineers, Williamsburg, Virginia August 8, 2014, and recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, Virginia, on September 10, 2014 as Instrument Number 140014744.

County Tax Parcel Numbers: #2321100001D, #2321100001E #2321100034, #2321100035, #2321100036, #2321100037, #2321100038, #2321100039, #2321100040, #2321100041, #2321100042, #2321100043, #2321100044, #2321100045, #2321100046, #2321100047, #2321100048, #2321100049, #2321100050, #2321100051, #2321100052, #2321100053, #2321100054, #2321100055, #2321100056, #2321100057, and #2321100003B

And

A portion of Parcel A, County Tax Parcel #2321100001A, containing a total of approximately 1.764 acres:

ALL THAT CERTAIN PORTION OF PARCEL "A", TAX MAP PARCEL #(23-2)(11-1A), SITUATE, LYING AND BEING IN THE POWHATAN DISTRICT OF THE COUNTY OF JAMES CITY, VIRGINIA, CONTAINING A TOTAL OF 76,820 SQUARE FEET± OR 1.764± ACRES MORE OR LESS AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF RICHMOND ROAD, U. S. ROUTE #60; A CORNER OF PARCEL "B", NOW OR FORMERLY OWNED BY CROSSWALK COMMUNITY CHURCH, INC., TAX MAP PARCEL #(23-2)(11-1B); THENCE IN A EASTERLY DIRECTION AND ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF RICHMOND ROAD, U. S. ROUTE #60, S70°01'07"E, 573.20' TO A POINT; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 2824.79' AND AN ARC LENGTH OF 14.83' TO A POINT; THIS BEING THE TRUE POINT OF BEGINNING (P.O.B.) AND THE NORTHWESTERN CORNER OF PARCEL "A" OF THE PROPERTY DESCRIBED HEREON.

THENCE FROM SAID TRUE POINT OF BEGINNING, SAID POINT BEING ALONG THE SOUTHERLY RIGHT-OF-WAY LINE OF RICHMOND ROAD, U. S. ROUTE #60, A CORNER TO PARCEL "A" OF THE PROPERTY DESCRIBED HEREON AND PARCEL "E" OF THE LANDS NOW OR FORMERLY OWNED BY CANDLE DEVELOPMENT, LLC; THENCE CONTINUING ALONG THE RIGHT-OF-WAY LINE OF RICHMOND ROAD, U. S. ROUTE #60, ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 2824.79' AND AN ARC LENGTH OF 25.14' TO A POINT; A CORNER TO PARCEL "A" OF THE PROPERTY DESCRIBED HEREON AND PARCEL "D" OF THE LANDS NOW OR FORMERLY OWNED BY CANDLE DEVELOPMENT, LLC; THENCE LEAVING SAID CORNER AND RIGHT-OF-WAY LINE OF RICHMOND ROAD, U. S. ROUTE #60, S26° 33'06"W, 399.43' TO A POINT; THENCE ALONG A CURVE TO THE LEFT, HAVING A RADIUS OF 583.96' AND AN ARC LENGTH OF 71.64' TO A POINT; THENCE S19° 31'22"W, 247.60' TO A POINT, THENCE S36° 52'20"W, 2358.01' TO A POINT; THENCE N51° 43'03"E, 25.01' TO A POINT; THENCE N36° 52'20"E, 2353.58' TO A POINT; THENCE N19° 31'22"E, 243.78' TO A POINT; THENCE ALONG A CURVE TO THE RIGHT, HAVING A RADIUS OF 608.96' AND AN ARC LENGTH OF 74.71' TO A POINT; THENCE N26° 33'06"E, 396.79' TO THE AFORESAID TRUE POINT OF BEGINNING;

THAT PORTION OF PARCEL "A" AND THE PROPERTY DESCRIBED HEREON IS MORE PARTICULARLY SHOWN ON THAT CERTAIN PLAT ENTITLED, "PLAT OF SUBDIVISION & PROPERTY LINE EXTINGUISHMENT BETWEEN THE PROPERTIES OF JOHN B. BARNETT, JR., CHICKASAW, L.L.C. AND BARNETT DEVELOPMENT COMPANY, INC.", DATED APRIL 4, 2006, REVISED MAY 5, 2006 AND DULY RECORDED AT THE CLERK'S OFFICE OF THE CIRCUIT COURT OF THE COUNTY OF JAMES CITY, VIRGINIA AS INSTRUMENT #060013607.

And

That certain portion of James City County Tax Parcel 2321100001C to be made a part of Tax Parcel 2321100001D via boundary line adjustment as more particularly shown on the Master Plan.

And

That certain portion of James City County Tax Parcel 2321100002D to be made a part of Tax Parcel 2321100001D via boundary line adjustment as more particularly shown on the Master Plan.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY

This document was admitted to record on 7-10-2015
at 12:04 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
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\$ _____	\$ _____	\$ _____
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TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

RECEIVED & FILED

Date: 7-8-15

Time: 2:00 ~~AM~~ PM

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

BY: _____ CLERK



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

DEED RECEIPT

DATE: 07/10/15 TIME: 12:04:45 ACCOUNT: 830CLR150013720 RECEIPT: 15000022757
CASHIER: KGD REG: WD45 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 150013720 BOOK: PAGE: RECORDED: 07/10/15 AT 12:04
GRANTOR: CANDLE DEVELOPMENT LLC EX: Y LOC: CO
GRANTEE: CANDLE FACTORY BUILDING LLC EX: Y PCT: 100%
AND ADDRESS : N/A N/A, XX. 00000
RECEIVED OF : JAMES CITY COUNTY DATE OF DEED: 06/27/15
: \$.00
DESCRIPTION 1: PROFFERS VILLAGE AT CANDLE STATION PAGES: 29 OP: 0
2: NAMES: 0
CONSIDERATION: .00 A/VAL: .00 MAP:
PIN:
301 DEEDS .00
TENDERED : .00
AMOUNT PAID: .00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

PAYOR'S COPY
RECEIPT COPY 1 OF 1