

Tax Map Nos. 3130100053A, 3131700001, 3130100058, 3130100053B

Prepared by:
Susan B. Tarley, Esquire
VSB 28896
Tarley Robinson, PLC
4808 Courthouse Street, Suite 102
Williamsburg, VA 23188

AMENDMENT TO FORD'S COLONY PROFFERS

THIS AMENDMENT TO FORD'S COLONY PROFFERS is made this 11th day of March, 2020 by **FORD'S COLONY AT WILLIAMSBURG HOMEOWNERS ASSOCIATION**, a Virginia nonstock corporation (the "Association"), **REDUS VA HOUSING, LLC**, a Delaware limited liability company ("Redus"), **WINDSOR HEALTHCARE EQUITIES, LLC**, a Maryland limited liability company ("Windsor"), and the **DOROTHEA M. FORD REVOCABLE DECLARATION OF TRUST**, ("Ford"), collectively referred to as the "Parties" and to be indexed as "Grantors" and **JAMES CITY COUNTY, VIRGINIA**, a political subdivision of the Commonwealth of Virginia, to be indexed as "Grantee."

RECITALS:

- A. Realtec, Incorporated, a North Carolina corporation ("Realtec") was the owner and developer of the Ford's Colony at Williamsburg development which contains approximately 2,962 acres and which is zoned R-4, Residential Planned Community, with proffers, and subject to a Master Plan previously approved by James City County.
- B. Realtec developed Ford's Colony in phases over a period of 30 years, with each phase subjected to the Ford's Colony Declaration of Protective Covenants, and each lot owner required to be a member in the Association.
- C. Realtec's authorization to do business in the Commonwealth of Virginia was revoked by the Virginia State Corporation Commission on or about April 30, 2015, and Realtec is no longer involved in the development of Ford's Colony at Williamsburg.
- D. The original proffers for Ford's Colony were made on March 11, 1987 and have been amended and restated many times over the years, including by Amended and Restated Ford's Colony Proffers (1) dated October 1, 1987 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City (the "Clerk's Office") in Deed

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101-C Mounts Bay Road
Williamsburg, VA 23185

Book 366 at page 512; (2) dated August 26, 1993 and recorded in the Clerk's Office in Deed Book 678 at page; (3) made by Richard J. Ford and dated as of September 29, 1995 and recorded in the Clerk's Office in Deed Book 757 at page 529 (the property subjected to these proffers became owned by Realtec); (4) dated September 29, 1995 and recorded in the Clerk's Office in Deed Book 757 at page 526; (5) dated January 24, 1999 and recorded in the Clerk's Office as Instrument No. 990002925; (6) dated September 20, 2002 and recorded in the Clerk's Office as Instrument No. 020024840; (7) dated as of January 6, 2005 and recorded in the Clerk's Office as Instrument No. 050001465; all of which incorporated the previously adopted proffers (together, the "Existing Proffers").

E. Certain Existing Proffers made by Realtec for Ford's Colony at Williamsburg have not been completed and are considered not warranted or necessary by development build-out.

F. The Existing Proffers run with the land and are binding on Realtec's successors.

G. The Association is the homeowners association for Ford's Colony representing the residential owners.

H. Redus is the owner of certain property located at 245 Ford's Colony Drive, Williamsburg, Virginia 23188, further identified as Parcel ID 3130100053A, and 1000 Eaglescliffe, Williamsburg, Virginia 23188, further identified as Parcel ID 3131700001, upon which a multifamily housing project consisting of sixty (60) residential condominium units is planned.

I. Windsor is the owner of that certain property located at 185 Ford's Colony Drive, Williamsburg, Virginia 23188, further identified as Parcel ID 3130100058, upon which a multifamily housing project consisting of thirty (30) residential condominium units is planned.

J. Ford is the owner of a certain property located at 1051 St. Andrews Drive, Williamsburg, Virginia 23188, further identified as Parcel ID 3130100053B, upon which up to fourteen (14) residential condominium units are planned.

K. The Redus, Windsor, and Ford condominium units referenced above shall be cumulatively referred to, for the purposes of these Amended Proffers only, as the New Condominium Units.

L. The Association and the governing documents for Ford's Colony provide consistency for the continued development of Ford's Colony as originally intended.

M. Ford's Colony has grown from its original proposal as a 1410 acre neighborhood with 1976 residential dwellings and golf courses offering 45 holes of golf to 2962 acres with 3250 residential units, golf courses offering 54 holes of golf with an additional 660 residential units on 140 acres.

N. The Parties propose amending the existing proffers that have not been completed by Realtec. This amendment request does not include any modification or amendment to the Master Plan layout, density, open space or unit count.

O. There are three remaining areas shown as residential on the Master Plan along Ford's Colony Drive which have been made subject to the Ford's Colony Declaration. Mandatory membership in the Association will ensure that those residents on the remaining residential parcels have access to the Association's amenities as well as the rights, privileges, and responsibilities of ownership in Ford's Colony. Mandatory membership in the Association is consistent with the development intent and Master Plan.

P. The Association owns and maintains all the roads and common areas in Ford's Colony, and all residential properties contribute to annual and long-term maintenance through assessments billed equally to all members.

Q. The commercial properties within Ford's Colony include properties owned by ClubCorp NV XV, LLC, Manor Club at Ford's Colony and FRH, LLC. These owners are not members of the Association and their properties are not subject to the Ford's Colony Declaration, however, they are parties to a Shared Maintenance Agreement with the Association in which they contribute to the maintenance of Ford's Colony Drive, and any further commercial development on Ford's Colony Drive will have a responsibility to contribute to the road maintenance.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of James City, Virginia (the "Board"), of the applied for rezoning and acceptance of these Amended Proffers and pursuant to Section 15.2-2302 and Section 15.2-2303 of the Code of Virginia, 1950, as amended, the Parties agree that they shall meet and comply with all of the following conditions in developing Property:

A. **Existing Proffers Retained.** Except as amended herein, the Existing Proffers shall remain in full force and effect and are incorporated into these Amended Proffers by reference.

B. **Amendments.** The Existing Proffers are amended as follows:

1. TERMINATION OF CERTAIN ROAD IMPROVEMENT PROFFERS. Condition 1 of the Ford's Colony Proffers dated March 11, 1987 and attached as Exhibit A to the Restated Ford's Colony Proffers dated October 1, 1987 in James City County Case MP-2-97 and recorded in Deed Book 366, page 512, *et. seq.* shall be replaced and superseded by the following:

(a) The Association will upgrade the main entrance to Ford's Colony at Ford's Colony Drive by extending the stop bar, and striping for a left and right turn lane on the outbound side of Ford's Colony Drive as required by the Traffic Impact Study Update, Ford's Colony Master Plan – Phased Development, James City County, Virginia, prepared by Kimley-Horn and Associates, Inc. dated January 2020 (the "2020 Traffic Impact Study") on the earlier of three (3) years from the approval of these Amended Proffers, or the award of the first certificate of occupancy for the New Condominium Units.

(b) The Association will install a right turn lane from Longhill Road onto Ford's Colony Drive as required by the 2020 Traffic Impact Study on the earlier of three (3) years from the approval of these Amended Proffers, or the award of the first certificate of occupancy for the New Condominium Units.

(c) The Association will dedicate right-of-way as necessary, upon request, to implement the Phase III, Longhill Road Corridor Plan, to the extent the Association is the owner of any property necessary for the right-of-way. The Association shall not be required to purchase any land or acquire any right-of-way across private property nor shall it be required to construct new or remove existing improvements.

(d) All road improvements proffered in the Existing Proffers and constructed as of the date of these Amended Proffers shall remain in place.

2. TRAFFIC IMPACT STUDY. Condition Number 3 of the Ford's Colony Proffers dated March 11, 1987 and attached as Exhibit A to the Restated Ford's Colony Proffers dated October 1, 1987 in James City County Case MP-2-97 and recorded in Deed Book 366, page 512, *et. seq.* in the Clerk's Office of the Circuit Court of James City County, is deleted in its entirety.

3. BIKE LANE. Condition Number 5 of the Amended and Restated Ford's Colony Proffers dated January 24, 1999 and recorded as Instrument No. 990002925 in the Clerks Office of the Circuit Court of James City County is deleted in its entirety.

C. **Supplemental Conditions.** In addition to the Existing Proffers, as amended above, the Parties proffer the following conditions:

1. MEMBERSHIP IN HOMEOWNERS ASSOCIATION. Contingent on plan approval by James City County, all new residential development on the Property shall be subject to mandatory membership in the Association by a Supplemental Declaration of Protective Covenants approved by the Association.

2. UNIT DENSITY; TYPES OF UNITS. The parcel owned by Windsor, Parcel No. 3130100058 is to have up to thirty (30) residential condominium units. The two parcels owned by REDUS VA HOUSING LLC, Parcel Nos. 3130100053A and 3131700001 are to have up to sixty (60) residential condominium units. The parcel owned by Ford, Parcel Number 3130100053B is to have up to fourteen (14) residential condominium units.

SIGNATURE PAGES FOLLOW

The undersigned has executed this Amendment to Ford's Colony Proffers this ____ day of _____, 2020.

WINDSOR HEALTHCARE EQUITIES, LLC

By: William Apollony
William Apollony, Authorized Member

STATE OF MARYLAND
CITY/COUNTY OF ANNE ARUNDEL, to-wit:

I, TAMMY R. BENNETT, a Notary Public in and for the jurisdiction aforesaid, so certify that the foregoing Amended Proffers were executed and acknowledged before me on this 11th day of MARCH 2020 by William N. Apollony authorized signatory for Windsor Healthcare Equities, LLC, a Maryland limited liability company on behalf of the company.

Tammy R. Bennett
Notary Public

My Commission Expires: August 13, 2021
Registration No.

TAMMY R. BENNETT
Notary Public-Maryland
Anne Arundel County
My Commission Expires
August 13, 2021

The undersigned has executed this Amendment to Ford's Colony Proffers this 12 day of MARCH, 2020.

By: REDUS VA HOUSING, LLC
BY: REDUS PROPERTIES, INC, ITS SOLE MEMBER
Ryan Sansavera
RYAN SANSAVERA, Authorized Member
VICE PRESIDENT

STATE OF NORTH CAROLINA
CITY/COUNTY OF MECKLENBURG, to-wit:

I, Astghik Vardanyan, a Notary Public in and for the jurisdiction aforesaid, so certify that the foregoing Amended Proffers were executed and acknowledged before me on this 12 day of 03, 2020 by Ryan Sansavera, authorized signatory for Redus Va Housing, LLC, a Delaware limited liability company on behalf of the company.

[Signature]

Notary Public

My Commission Expires: 04-03-2022
Registration No. 01815030005



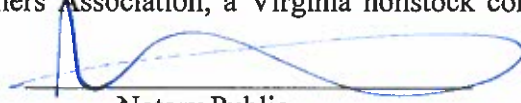
The undersigned has executed this Amendment to Ford's Colony Proffers this 11 day of MARCH, 2020.

FORD'S COLONY AT WILLIAMSBURG
HOMEOWNERS ASSOCIATION

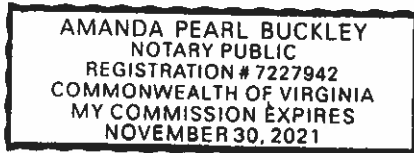
By: , President

STATE OF VIRGINIA
COUNTY OF JAMES CITY, to-wit:

I, Amanda Buckley, a Notary Public in and for the jurisdiction aforesaid, so certify that the foregoing Amended Proffers were executed and acknowledged before me on this 11th day of March 2020 by Robert Moeller, Authorized signatory for Ford's Colony at Williamsburg Homeowners Association, a Virginia nonstock corporation on behalf of the Corporation.


Notary Public

My Commission Expires:
Registration No. 7227942



The undersigned has executed this Amendment to Ford's Colony Proffers this 11 day of March, 2020.

DOROTHEA M. FORD REVOCABLE
DECLARATION OF TRUST

By:


Brian Ford, Attorney-in-fact
for Dorothea M. Ford, Trustee

STATE OF VIRGINIA
COUNTY OF JAMES CITY, to-wit:

I, A.B. Miller, a Notary Public in and for the jurisdiction aforesaid, so certify that the foregoing Amended Proffers were executed and acknowledged before me on this 11 day of March 2020 by Brian Ford, Attorney-in-fact for Dorothea M. Ford, Trustee of the Dorothea M. Ford Revocable Declaration of Trust, on behalf of the Trust.


Notary Public

My Commission Expires:
Registration No.

A. B. Miller
Notary Public
Commonwealth of Virginia
183383
My Commission Expires Nov 30, 2021

INSTRUMENT 200008078
RECORDED IN THE CLERK'S OFFICE OF
WMSBG/JAMES CITY CIRCUIT ON
JUNE 5, 2020 AT 02:57 PM
MONA A. FOLEY, CLERK
RECORDED BY: JLZ



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE : 06/05/2020 TIME : 14:57:31 CASE # : 830CLR200008078
 RECEIPT # : 20000016444 TRANSACTION # : 20060500096
 CASHIER : JLZ REGISTER # : B350
 INSTRUMENT : 200008078 BOOK :
 GRANTOR : FORDS COLONY AT WILLIAMSBURG HOMESOW
 NERS ASSOC
 GRANTEE : JAMES CITY COUNTY VIRGINIA
 RECEIVED OF : JAMES CITY COUNTY
 ADDRESS :
 CASH : \$0.00
 DESCRIPTION 1 : AMENDED PROFFERS FORDS COLONY
 NAMES : 0
 CONSIDERATION : \$0.00 AVAL : \$0.00 PIN OR MAP : 3130100053A/1/8/B

FILING TYPE : OTHER PAYMENT : FULL PAYMENT
 RECORDED : 06/05/2020 AT : 14:57
 EX : N LOC : CO
 EX : N PCT : 100%

PAGES : 009 OP : 0

ACCOUNT CODE	DESCRIPTION	PAID
035	VIRGINIA OUTDOOR FOUNDATION	\$0.00

TENDERED : \$ 0.00
 AMOUNT PAID : \$ 0.00