

050019045

PROFFERS

THESE PROFFERS are made this 16th day of May, 2005 by FIVE FORKS, VIRGINIA, INC., a Virginia corporation, and KATHRYN S. DALY, Successor Trustee to E. H. Saunders under the E. H. Saunders Revocable Trust dated July 29, 1997 (together with their successors and assigns, the "Owner") and NATIONAL HOUSING, LLC, a Virginia limited liability company ("Buyer").

RECITALS

A. Owner is the owner of four contiguous tracts or parcels of land located in James City County, Virginia, one with an address of 4360 John Tyler Highway, Williamsburg, Virginia and being Tax Parcel 4620100014, the second with an address of 4310 John Tyler Highway, Williamsburg, Virginia and being Tax Parcel 4620100037, the third with an address of 3191 Ironbound Road, Williamsburg, Virginia and being Tax Parcel 4710100035, and the fourth with an address of 3181 Ironbound Road, Williamsburg, Virginia and being Tax Parcel 4710100036, being more particularly described on Exhibit A attached hereto (together, the "Property"). A portion of the Property is now zoned B-1 and a portion is now zoned R-8. The Property is designated Moderate Density Residential and Low Density Residential on the County's Comprehensive Plan Land Use Map.

B. Buyer has contracted to purchase the Property conditioned upon the rezoning of the Property.

C. Owner and Buyer have applied to rezone the Property from B-1 and R-8 to MU, Mixed Use District, with proffers.

D. Buyer has submitted to the County a master plan entitled "Master Plan for Rezoning of Governor's Grove for National Housing Corporation" prepared by AES Consulting Engineers dated March 21, 2005 and revised May 23, 2005 (the "Master Plan") for the Property in accordance with the County Zoning Ordinance.

E. Owner has submitted to the County a traffic impact analysis entitled "Traffic Analysis for Governor's Grove" prepared by DRW Consultants, Inc. dated March 18, 2005 (the "Traffic Study") for the Property.

F. On September 28, 2004, the Board of Supervisors of James City County adopted Primary Principles for the Five Forks Area of James City County (the "Primary Principles")

G. Owner and Buyer desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2298 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 developing the Property. If the requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITION

1. **Master Plan.** The Property shall be developed generally as shown on the Master Plan, with only minor changes thereto that the Development Review Committee determines do not change the basic concept or character of the development. There shall be no more than 132 residential dwelling units on the Property. All residential dwelling units on the Property shall be offered for sale by the developer thereof.

2. **Owners Association.** There shall be organized an owner's association or associations (the "Association") in accordance with Virginia law in which all unit owners in the Property, by virtue of their property ownership, shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the Association shall be submitted to and reviewed by the County Attorney for consistency with this Proffer. The Governing Documents shall require that the Association adopt an annual maintenance budget, which shall include a reserve for maintenance of stormwater management BMPs, recreation areas,

private roads and parking areas, shall require each initial purchaser of a unit to make a capital contribution to the Association for reserves in an amount equal to one-sixth of the annual general assessment applicable to the unit (but no less than \$100.00) and shall require that the association (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. Upon the request of the Director of Planning the Association shall provide evidence of such initial capital contributions. The Governing Documents shall grant the Association the power to file liens on members' properties for the cost of remedying violations of, or otherwise enforcing, the Governing Documents.

3. **Water Conservation.** (a) Water conservation standards shall be submitted to the James City Service Authority for its review and approval as a part of the site plan or subdivision submittal for development on the Property and Owner and/or the Association shall be responsible for enforcing these 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 approved landscaping materials and the use of water conserving fixtures and appliances to

promote water conservation and minimize the use of public water resources.

(b) If the Owner desires to have outdoor watering it shall provide water for irrigation utilizing surface water collection from the surface water pond that is shown on the Master Plan and shall not use James City Service Authority ("JCSA") water for irrigation purposes.

4. Cash Contributions for Community Impacts. For each dwelling unit on the Property the one time cash contributions set forth in this Section 4 shall be made.

(a) A contribution of \$796.00 for each dwelling unit on the Property shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of the Property. The JCSA may use these funds for development of alternative water sources or any project related to improvements to the JCSA water system, the need for which is generated by the physical development and operation of the Property.

(b) A contribution of \$1,000.00 for each dwelling unit on the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need

for which is generated by the physical development and operation of the Property, including, without limitation, for emergency services equipment replacement and supply, school uses, off-site road improvements, library uses, and public use sites.

(c) A contribution of \$500.00 for each dwelling unit on the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of the Property, including, without limitation, off-site stream stabilization or other stormwater management projects in the Powhatan Creek watershed.

(d) The contributions described above, unless otherwise specified, shall be payable for each dwelling unit on the Property at or prior to the final approval of the site plan or subdivision plat for such unit.

(e) The per unit contribution(s) pursuant to this Section shall be adjusted annually beginning January 1, 2006 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84 = 100) (the "CPI") prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States

Department of Labor. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in paragraphs (a) and (b) of this Section. The adjustment shall be made by multiplying the per unit contribution for the preceding year by a fraction, the numerator of which shall be the CPI as of December 1 in the year preceding the calendar year most currently expired, and the denominator of which shall be the CPI as of December 1 in the preceding year, In the event a substantial change is made in the method of establishing the CPI, then the per unit contribution shall be adjusted based upon the figure that would have resulted had no change occurred in the manner of computing CPI. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI (approved in advance by the County Manager of Financial Management Services) 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.

(f) A single lump sum contribution of \$24,162.00 shall be made to the County prior to the County being obligated to grant final development plan approval for any development on the Property in order to mitigate impacts on the County from the

physical development and operation of the Property. The County may use these funds for intersection improvements at the Route 5/Ironbound Road intersection or, if the County determines not to construct such improvements, for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of the Property.

5. **Route 5 Buffer**. There shall be a 150 foot buffer along the Route 5 frontage of the Property north of Route 5 generally as shown on the Master Plan. The buffer shall be exclusive of any lots or units and shall be undisturbed, except for the entrance, right turn taper and stormwater management facilities as shown generally on the Master Plan, the trails, sidewalks and bike lanes as shown generally on the Master Plan, and with the approval of the Development Review Committee, for utilities, lighting, entrance features and signs. Dead, diseased and dying trees or shrubbery, invasive or poisonous plants may be removed from the buffer area with the approval of the County Engineer. A buffer plan showing the location of the stormwater management facility, trails, picnic facilities and providing for supplemental landscaping in the buffer area adjacent to the stormwater management BMP pond shown on the Master Plan and in the southeast corner of the buffer generally as shown on the Master Plan shall be submitted as a part of the development plan

for Section 1 of the Property for review and approval by the Director of Planning. The supplemental landscaping shown on the approved plan shall be installed or its installation bonded prior to the issuance of any certificates of occupancy for dwelling units in Section 1.

6. Entrances/Turn Lanes. (a) There shall be one entrance into Section 1 of the Property to and from Route 5 and one entrance into Section 3 of the Property to and from Ironbound Road, all as generally shown on the Master Plan, except as specifically permitted by paragraph (b) of this Proffer 6. An eastbound left turn lane and a westbound right turn taper on Route 5 shall be constructed at the entrance to the Property from Route 5. The turn lanes proffered hereby shall be constructed in accordance with Virginia Department of Transportation ("VDOT") standards and shall be completed prior to the issuance of the first certificate of occupancy. At the time of construction of the turn lanes proffered above, Owner shall install, to the extent not already existing, a three foot paved shoulder on the north side of Route 5. Owner shall reserve sufficient area for a future vehicular connection from Section 3 of the Property to the adjacent property to the north (Tax Parcel 4710100024). The entrance into Section 3 of the

Property shall be designed and constructed to accommodate a shoulder bike lane along Ironbound Road.

(b) The area in Section 1 shown on the Master Plan as "Emergency Access Only" shall be used only for emergency vehicle and pedestrian access to and from the Property and Ingram Road unless the Board of Supervisors of the County, with the approval of VDOT, prior to preliminary site plan approval requests that the emergency vehicle access be opened to normal vehicular traffic, either as an exit only from the Property or a full entrance/exit. Any such entrance shall be constructed in accordance with VDOT standards and the design thereof shall be approved by the Director of Planning.

(c) With the prior approval of VDOT and the Board of Supervisors of the County, Owner may install a right in/right out only access from the Property to Route 5 in Section 3 in the location as generally shown on the Master Plan. Such entrance shall only be approved upon a demonstration by the applicant that 1) the entrance will alleviate an offsite congestion, delay, or safety problem at the proposed Ironbound Road entrance and 2) the entrance will not increase congestion or delay on Route 5. Any such entrance shall be constructed in accordance with VDOT standards and the design thereof shall be approved by the Director of Planning.

7. **Sidewalk Connections.** There shall be a pedestrian walkway connection from the internal pedestrian walkway in Section 1 to the multi-use path adjacent to Route 5 generally as shown on the Master Plan. There shall be internal pedestrian walkways installed generally in the locations shown on the Master Plan, which may be installed in phases as residential units are constructed. Pedestrian walkways shall be installed concurrently with the construction of adjoining units.

8. **Recreation.** Owner shall provide the recreational facilities shown on the Master Plan before the County is obligated to grant certificates of occupancy for more than 30 dwelling units on the Property. The recreational facilities on the Property shall meet the standards set forth in the County's Recreation Master Plan as determined by the Director of Planning.

9. **Multi-Use Path/Easement.** (a) There shall be a paved multi-use path at least five feet in width installed on Section 1 of the Property generally as shown on the Master Plan. The path shall be located to avoid mature or specimen trees where reasonably feasible and the exact location of the trail shall be approved by the Director of Planning. The path shall be either (i) installed or (ii) bonded in form satisfactory to the County Attorney prior to the issuance of any certificates of occupancy.

(b) At or prior to the County being obligated to issue any building permits for residential dwelling units on the Property, Owner shall grant to the County free of charge an easement 35 feet in width over the area of Section 2 of the Property immediately adjacent to Route 5 permitting the County to construct and maintain a path in the easement area.

(c) At or prior to the County being obligated to issue any building permits for residential units on the Property, Owner shall grant to the County, free of charge, an easement 35 feet in width through the open space of Section 1 of the Property generally in the location shown on the Master Plan permitting the County to construct and maintain a trail in the easement area.

10. Private Drives. All entrance roads, interior roads, driveways, lanes or drive aisles connecting the parking areas on the Property to Route 5 or Ironbound Road shall be private.

11. Environmental Protections. (a) The Owner shall maintain and preserve as open space with terms consistent with these Proffers the area designated on the Master Plan as Open Space generally in the locations shown on the Master Plan. The exact boundaries of the Open Space shall be shown on subdivision plats and/or site plans of the Property. The Open Space shall remain undisturbed by Owner and in its natural state, except as

set forth below. Dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Open Space with the approval of the County Engineer. With the prior approval of the Environmental Division utilities may intrude into or cross the Open Space and clearing and construction activities necessary therefor may take place in the Open Space. Pedestrian paths, trails and bridges generally as shown on the Master Plan may intrude into or cross the Open Space and clearing and construction activities necessary therefor may take place in the Open Space. Stormwater BMPs may be located in the Open Space but shall not be located in nor impact the channel flow of perennial streams unless specifically approved by the Environmental Division and any stormwater BMP in Section 2 shall be located only in areas already cleared as of the date hereof. To the extent reasonably feasible, utility crossings shall be generally perpendicular through the Open Space and Owner shall endeavor to design utility systems that do not intrude into the Open Space. The Open Space shall be exclusive of lots or dwelling units.

(b) Owner shall submit to the County a master stormwater management plan as a part of the site plan submittal for the Property, including the stormwater management pond generally as shown on the Master Plan, dry swales and/or other low impact

design measures, methods and measures to reduce fecal bacteria, such as aeration and maintenance of appropriate water levels in the stormwater management pond and generally attempting where feasible and practical to maximize the amount of drainage from impervious surfaces draining to pervious surfaces prior to draining into the BMP pond, for review and approval by the Environmental Division. The master stormwater management plan may be revised and/or updated during the development of the Property with the prior approval of the Environmental Division. The County shall not be obligated to approve any final development plans for development on the Property until the master stormwater management plan has been approved. The approved master stormwater management plan, as revised and/or updated, shall be implemented in all development plans for the Property.

(c) There shall be a 10 foot construction setback adjacent to the Open Space on the Property. No building shall be permitted in this setback area. This setback shall be shown on all development plans for those areas of the Property.

(d) The Association shall be responsible for developing and implementing a turf management plan ("Turf Management Plan") for the maintenance of lawns and landscaping on the Property in an effort to limit nutrient runoff into Powhatan Creek and its

tributaries. The Turf Management Plan shall include measures necessary to manage yearly nutrient application rates to turf such that the application of total nitrogen does not exceed 75 pounds per year per acre. The Turf Management Plan shall be prepared by a landscape architect licensed to practice in Virginia and submitted for review to the County Environmental Division for conformity with this proffer. The Turf Management Plan shall include terms permitting enforcement by either the Owners Association or the County. The Turf Management Plan shall be approved by the Environmental Division prior to final subdivision or site plan approval.

(e) Owner shall explore the potential of shared stormwater management with the owner of the adjoining parcels, County Parcel No.'s 4620100015 and 4620100011.

12. Archaeology. A Phase I Archaeological Study for the Property shall be submitted to the Director of Planning for his review and approval prior to land disturbance. A treatment plan shall be submitted to, and approved by, the Director of Planning for all sites in the Phase I study that are recommended for a Phase II evaluation, and/or identified as being 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 Director of Planning and a treatment plan for said sites

shall be submitted to, and approved by, the 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 II 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 Director of Planning prior to land disturbance within the study area. 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 Standard 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 site and shall be adhered to during the clearing, grading and construction activities thereon.

13. Architectural Review. Prior to the County being obligated to grant final development plan approval for any of

the buildings shown on any development plan for any portion of the Property, there shall be prepared and submitted to the Director of Planning for approval architectural and landscaping plans, including architectural elevations, for the Director of Planning to review and approve for general consistency with the guidelines from Article III, Section 5 of the Primary Principles and the architectural elevations submitted herewith entitled "Governor's Grove at Five Forks, Conceptual Elevations". The Director of Planning shall review and either approve or provide written comments setting forth changes necessary to obtain approval within 30 days of the date of submission of the plans in question. Decisions of the Director of Planning may be appealed to the Development Review Committee, whose decision shall be final. Final plans and completed buildings shall be consistent with the approved conceptual plans.

14. Updated Traffic Study. If any use is proposed on Section 3 of the Property with a materiality, as determined by the Director of Planning, higher trip generation based on ITE trip generation figures than the use used in the Traffic Study which results in an overall materiality, as determined by the Director of Planning, higher trip generation from Section 3 of the Property, then Owner shall submit with the proposed site plan for the new use an updated traffic impact study to the

Director of Planning and VDOT based on the new proposed use for their review and approval to confirm that the new A.M. and P.M. peak hour new trips from the different use fall within the trip generation thresholds set forth in Article I, Section 5 of the Primary Principles. If the County does approve development plans for such a use, at the time of final plan approval Owner shall make an additional one time cash contribution to the County calculated pursuant to the formula set forth on Exhibit B attached hereto for the incremental trip generation from the new use over and above the trip generation from Section 3 assumed in the Traffic Study in order to mitigate impacts on the County from the physical development and operation of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of the Property, including, without limitation, intersection improvements at the Route 5/Ironbound Road intersection. If the update to the Traffic Study indicates trip generation from Section 3 exceeds the trip generation thresholds set forth in Article I, Section 5 of the Primary Principles, the County shall not be obligated to approve development plans for such use.

15. Height Limitation. No building in Section 1 or Section 3 of the Property shall exceed 45 feet in height.

16. **Commercial Use Restrictions.** The following uses shall not be permitted in Section 3 of the Property:

Convenience store
Automobile service station
Fast food restaurant

17. **Buffer/Open Space Landscaping.** Any areas of buffer or open space proffered hereby that are disturbed by adjacent construction activity on the Property shall be landscaped in accordance with the County's landscape ordinance requirements, subject to any restrictions in applicable easements

WITNESS the following signatures.

Five Forks, Virginia, Inc.

By: Kathryn Daly
Title:

Kathryn Daly
~~Kathryn S. Daly, Successor~~
Kathryn S. Daly, Successor
Trustee

National Housing LLC

By: [Signature]
Title: VP

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

The foregoing instrument was acknowledged this 16th
day of May, 2005, by Kathryn Daly, as
of Five Forks, Virginia, Inc. on behalf of the corporation.

[Signature]
NOTARY PUBLIC

My commission expires: 12/31/08.

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

The foregoing instrument was acknowledged this 16th
day of MAY, 2005, by Kathryn S. Daly, Successor
Trustee to E. H. Saunders under the E. H. Saunders Revocable
Trust dated July 29, 1997.

Vernon M Geddy III
NOTARY PUBLIC

My commission expires: 12/31/08.

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

The foregoing instrument was acknowledged this _____
day May, 2005, by Eric Nelson, as Vice President
of National Housing, LLC on behalf of the company.

Vernon M Geddy III
NOTARY PUBLIC

My commission expires: 12/31/09.

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, VA 23185
(757) 220-6500

Exhibit A
Property Description

Parcel I

All that certain tract, piece or parcel of land, with any and all the buildings and improvements thereon, situate, lying and being in Berkeley District, James City County, Virginia, formerly situated in Jamestown District, James City County, Virginia, lying just west of the "Five Forks" intersection on both sides of State Route L, said parcel of land containing 27.38 aares, more or less, but hereby conveyed in gross and not by the acre, said property known as "Goat Hill", and being shown upon that certain blue print plat thereof entitled, "COMPILED PLAT SHOWING THE EMILY M. HALL PROPERTY, SITUATED IN JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA," made by Vincent D. McManus, C. L. S., and dated November, 1941, a blue print copy of which plat is recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and James City County in Plat Book 23, page 4, to which said plat reference is hereby made for a more particular description of the property conveyed herein;

LESS AND EXCEPT that certain lot of land, containing 1.70 acres, more or less, conveyed by Emily M. Hall, unmarried, to Albert M. Baker and Frances M. Baker, husband and wife, by deed dated December 18, 1951, and recorded December 19, 1951 in James City County Deed Book No. 46, page 210, said conveyance is more fully shown and described on that certain plat entitled, "Plat Showing Lot Surveyed For Emily M. Hall, Located Near Five Forks, James City County, Virginia", surveyed December, 1951, and made by W. D. Thomas, Surveyor, and duly recorded in James City County Plat Book No. 13, page 1, to which said plat reference is hereby made for a more particular description of the property excepted from the hereinabove referred to plat recorded in the aforesaid Clerk's Office in Plat Book 23, page 4.

AND FURTHER LESS AND EXCEPT all that certain piece or parcel of land, lying, situate and being in Berkeley District, James City County, Virginia, containing 0.485 acres, more or less, and shown and designated as PARCEL "A", on that certain blueprint plat entitled, "PLAT OF PART OF GOAT HILL, PROPERTY OF EDMUND H. SAUNDERS", dated February, 1968, and made by Stephen Stephens, C. L. S., a copy of which said blueprint plat is attached to a deed from the party of the first part to Heffner Oils, Incorporated, a Virginia Corporation, dated April 30, 1968, and recorded in the aforesaid Clerk's Office on May 17, 1968 in Deed Book 116, page 290 and incorporated therein by reference, to which deed and plat reference is made for a more particular description of the property therein conveyed.

Parcel I being a portion of the property conveyed to the party of the first part by Deed dated September 30, 1965, from Emily M. Hall, unmarried, and recorded in the aforesaid Clerk's Office in Deed Book 103, page 52.

Parcel II

All that certain piece, parcel or lot of Land, together with any improvements thereon, lying and being in Jamestown Magisterial District, James City County, Virginia, as shown and designated on a certain

blueprint plat entitled, "Plat showing Portion or Land Belonging to A. M. Baker, Located Near Five Forks, James City County, Virginia", made by W. D. Thomas, C.S., November, 1952, a copy of which plat is duly of record at Plat Book 13, page 26, in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City, Williamsburg, Virginia. Said property is bounded and described as follows on said plat: Commencing at a point in the center of the road which leads from Powell's Pond to Five Forks; thence, S 76 20' W a distance of 212.3 feet along the line of the property thereby conveyed and the land formerly belonging to A. M. Baker; thence, N 30 00' W a distance of 100 feet along the line of the property thereby conveyed and the land formerly of Emily Hall; thence, N 76 02' E a distance of 263.4 feet along the line of the property thereby conveyed and the land formerly of A. M. Baker to a point in the center of the aforesaid road; thence up said road S 0 23' E a distance of 100 feet to the point of departure in the center of said road.

Being the same property as that conveyed to the party of the first part herein by deed dated June 7, 1968, from Lois S. Nixon and Lawrence N. Nixon, her husband, and Mary C. Taylor and Donald R. Taylor, her husband, which said deed is duly of record in the aforesaid Clerk's Office in Deed Book 117 at page 60

Parcel III

All that certain lot, piece or parcel of land together with the buildings and improvements thereon and the appurtenances thereunto belonging or in anywise appertaining, lying, being and situate in Berkeley District, James City County, Virginia, being described as follows: Commencing at a point in the center of the county road leading from Five Forks to Virginia State Route #615, said point being 276.13 feet southwest of the concrete marker set by the Highway Department to designate the southwest limit of the right of way for Virginia State Highway Route #5, at the intersection between the said Route #5 and the road leading from Five Forks to Route #615; thence, South 62 15' West a distance of 15 feet to an iron pipe, said iron pipe being the point where the said road and the property therein conveyed converge; thence continuing South 62 15' a distance of 159.19 feet, more or less, to an iron pipe, said pipe being the southwest boundary of the property thereby conveyed; thence North 30 00' West a distance of 105 feet, more or less, to a point, said point being the northwest corner of the property thereby conveyed; thence North 76 20' East a distance of 227.3 feet, more or less, to a point, said point being in the center of the road leading from Five Forks to Virginia State Route #615 and being the Northeast corner of the property thereby conveyed; thence South 0 23' East a distance of 65 feet, more or less, to the point of beginning.

Being the same property as that conveyed to the party of the first part from Walter H. Boswell and Louire C.

Boswell, husband and wife, by deed dated September 28, 1970 and recorded in the aforesaid Clerk's Office at Deed Book 128, page 265.

Parcel IV

All that certain lot, piece or parcel of land, containing a total of 2.77 acres+/- lying, being situate in Berkeley Magisterial District, James City County, Virginia, as shown, set forth and designated as 2.00 AC. and 0.77 AC. on that certain plat entitled, "PLAT SHOWING BOUNDARY LINE ADJUSTMENT AND PROPERTY LINE EXTINGUISHMENT BETWEEN THE PROPERTIES OWNED BY : THE PATRICK COMPANIES, INC. AND FIVE FORKS, VIRGINIA, INCORPORATED"), DATED April 21, 1998 and prepared by AES, Consulting Engineers, which plat is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, in Plat Book 69, at page 56

TOGETHER with all singular the rights, privileges, hereditaments and appurtenances to the said premises belonging or in anywise incident or appertaining

The foregoing conveyance is made subject to all easements, conditions or restrictions of record or apparent on the ground insofar as *they* may lawfully affect the property conveyed hereby.

ALL LESS AND EXCEPT that certain portion of the property containing 1.6 acres, more or less, shown and set out on the Master Plan as "Existing B-1 to Remain".

Exhibit B
Formula for Contributions to Intersection Improvements

Any increase in trip generation will increase the contribution according to the following formula:

1. $[(AM * X) + (PM * Y)] / (AM + PM) = \text{Weighted Percent of New Trips}$
2. $\text{Weighted Percent of New Trips} * \$123,850 = \text{Cash Contribution}$

Where AM=additional AM peak trips, PM=additional PM peak trips, X=AM/500, and Y=PM/650.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 17 Aug. 05
at 3:57 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
\$ <u> </u>	\$ <u> </u>	\$ <u> </u>

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk