

PROFFERS

THESE PROFFERS are made this 22nd day of August 2011 by the COUNTY OF JAMES CITY, a political subdivision of the Commonwealth of Virginia (together with its successors and assigns, the "County"), and THE SALVATION ARMY, (together with its successors and assigns, the "Salvation Army" and together with the County, the "Owners").

RECITALS

- A. The County is the owner of eleven (11) certain parcels of land located in James City County, Virginia, described on the attached Exhibit A (the "County Property").
- B. The Salvation Army is the owner of one (1) certain parcel of land located in James City County, Virginia, described on the attached Exhibit B (the "Salvation Army Property").
- C. The County has applied to rezone the County Property on the attached Exhibit A from R-2, General Residential District to MU, Mixed Use District, with proffers.
- D. By resolution dated July 12, 2011, the County's Board of Supervisors initiated rezoning of the Salvation Army Property and an additional fifty-two (52) certain parcels, as described on the attached Exhibit C, from R-2 to MU, with proffers.
- E. The County has submitted a master plan entitled "Master Plan for Rezoning for Forest Heights Road/Neighbors Drive/Richmond Road Areas," prepared by AES Consulting Engineers dated 4/1/11 (the "Master Plan") in accordance with the County Zoning Ordinance.

NOW, THEREFORE, in consideration of the approval of the requested rezoning and pursuant to Section 15.2-2303 of the *Code of Virginia*, 1950, as amended, and the County Zoning Ordinance, the County and the Salvation Army agree that they shall meet and comply with the applicable following conditions. If the requested rezoning is not granted by the Board of Supervisors, these Proffers shall be null and void.

PROFFERS

PART A. The following proffers shall apply to the County Property only:

1. Water Conservation/Sustainable Building. For all County-owned and/or developed parcels, water conservation measures will be implemented to reduce the water usage in the home and to heat that water more efficiently. Such water conservation measures shall apply to

County-owned lots and to rehabilitations on County Property and include: conducting water leakage tests to ensure there are no bulk water leaks inside of the structure, replacement of old toilets and old showerheads in pre-existing bathrooms with new fixtures that meet the National Energy Policy Act standards for low flow, installation of high efficiency water heaters that meet Energy Star standards, and insulation of the first few feet of hot and cold water lines to reduce conductive losses and wasted water. Proof of EarthCraft Single Family Renovation certification, or equivalent documentation, shall be provided to the Planning Director within one month of issuance of a Certificate of Occupancy, or such other time as is agreed to in writing in advance by the Planning Director.

2. Affordable and Workforce Housing. A minimum of four (4) parcels shall be sold to Peninsula Habitat for Humanity ("Habitat") on which Habitat will construct dwellings for low and moderate income households who qualify for Habitat's homeownership program. In addition, a minimum of two (2) dwelling units shall be reserved and offered to a buyer at or below the Virginia Housing Development Authority income limits. The Planning Director shall be provided with a copy of the settlement statement for the sale of each of the six (6) units.
3. Owners Association. The County shall establish an owners' association (the "Association") in accordance with Virginia law, which all current property owners on Forest Heights Road and Neighbors Drive may voluntarily join, and all purchasers of County-owned and developed lots shall be required to join. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the Association shall be submitted to and approved by the County Attorney prior to issuance of any building permit for a County-owned or developed lot. The Governing Documents shall require that the Association adopt an annual maintenance budget, which shall include a reserve for maintenance of dedicated open space and common areas.

PART B. The following proffer shall apply to the Salvation Army Property only:

4. Salvation Army Building Elevation. The Salvation Army shall submit the final architectural design of the Salvation Army building for the Planning Director's review and approval prior to any final development plan approval. Such review shall ensure that the design, materials and colors of the building are reasonably consistent with the architectural elevations prepared by Guernsey Tingle Architects and submitted as a part of the rezoning application.

PART C. The following proffers shall apply to both the County Property and the Salvation Army Property:

5. Archaeology. Phase 1 Archaeological Study(ies) for the area recommended for Phase I archaeological testing as shown in Figure 5 of the Phase 1A Cultural Resources Assessment shall be submitted to the Planning Director for review and approval. A treatment plan shall be submitted and approved by the Planning Director for all sites in the Phase I study

that are recommended for a Phase I 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 Planning Director and a treatment plan for said sites shall be submitted to, and approved by, the Planning Director or 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 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.

6. Shared maintenance agreement for the stormwater facilities. Owners agree to develop and execute a Shared Maintenance Agreement (the "Agreement") prior to issuance of any building permit on the Salvation Army Property. The Agreement shall provide for routine and non-routine maintenance of the stormwater basin to be located on the Property currently known as 6001 Richmond Road. Said Agreement shall provide that routine maintenance, including mowing the grass, removing the trash, tree removal, and animal control shall be performed by the County. Non-routine maintenance, including but not limited to, dredging of the pond, structural repairs to the dam and spillways, replacing pipes, and emergency repairs, shall be performed by the County or its Agents as needed. The costs of said routine and non-routine shall be borne in proportion to the amount of total drainage each Owner contributes to the pond.
7. Water Conservation. Owners shall be responsible for developing and implementing water conservation standards which shall be submitted to and approved by the James City Service Authority prior to any final development plan approval(s). The standards shall address such water conservation measures as prohibitions 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.

WITNESS the following signatures:

THE COUNTY OF JAMES CITY, VIRGINIA

BY: _____
Robert C. Middaugh, County Administrator

COMMONWEALTH OF VIRGINIA

County of James City, to-wit:

The foregoing Proffers were acknowledged before me this _____ day of _____, 2011 by Robert C. Middaugh

Notary Public

My Commission expires: _____

Registration No. _____

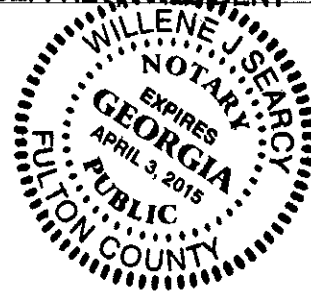
THE SALVATION ARMY A GEORGIA CORP.

BY: _____

Its: DAVID E. JEFFREY, PRESIDENT

STATE OF Georgia

City/County of Fulton, to wit:



The foregoing Proffers were acknowledged before me this 22nd day of August, 2011, by DAVID E. JEFFREY, PRESIDENT.

Willene J. Searcy
Notary Public WILLENE J. SEARCY

My Commission expires: April 3rd 2015

Registration No. 0001615232



Salvation Army Corps Facility

Williamsburg, Virginia