

BK 0551 PG 0767

**BOARD OF SUPERVISORS
COUNTY OF NEW KENT
VIRGINIA**

0-09-09

At the regular meeting of the Board of Supervisors of the County of New Kent in the Boardroom of the Administration Building in New Kent, Virginia, on the 8th day of June 2009:

| Present: | Vote: |
|------------------|-------|
| David M. Sparks | Aye |
| James H. Burrell | Aye |
| Stran L. Trout | Aye |
| Thomas W. Evelyn | Aye |
| W. R. Davis, Jr. | Aye |

Motion was made by Mr. Burrell, which carried 5:0, to adopt the following Ordinance:

**AN ORDINANCE TO APPROVE AMENDMENTS TO
THE FARMS OF NEW KENT PUD ORDINANCE
AND TO THE PROFFERS ASSOCIATED
WITH THAT ORDINANCE**

WHEREAS, the New Kent County Board of Supervisors approved the Farms of New Kent Planned Unit Development on 23 May 2005 through the adoption of Ordinance No. O-09-05(R3), also referred to as the "PUD Ordinance"; and

WHEREAS, New Kent Farms LLC has requested a second amendment of the PUD Ordinance, as previously modified by Ordinance O-08-06(R); and

WHEREAS, this application was referred to the New Kent County Planning Commission in accordance with the County Code and established procedure; and

WHEREAS, the Planning Commission conducted a duly advertised public hearing and carefully weighed the public input with the goals and objectives of the adopted Comprehensive Plan in providing a unanimous favorable recommendation to the Board of Supervisors; and

WHEREAS, after conducting a duly advertised public hearing in full accord with applicable laws and procedures, the Board of Supervisors finds that said amendment will support economic development of the Farms of New Kent Planned Unit Development as well as New Kent County and further will provide reasonable and appropriate flexibility within the PUD; and

WHEREAS, said amendment is accompanied by an amendment to the proffer statement previously accepted by the Board of Supervisors and binding upon the Farms of New Kent Planned Unit Development; and

WHEREAS, the Board of Supervisors finds that the proffer amendment will provide reasonable and appropriate relief from certain unnecessary administrative burdens to the County and the developer alike;

NOW THEREFORE BE IT ORDAINED this the 8th day of June, 2009 that the amendments set forth below are approved and are incorporated into the PUD Ordinance [Ordinance No. O-09-05(R3), as previously modified by Ordinance O-08-06(R)]:

1. Under Paragraph 3, Permitted Uses, subparagraph 3.a.ii applying to Land Bay I is amended, restated and readopted as follows:
 - ii. *An Inn & Spa occupying one or more buildings, with up to a total of 90,000 square feet of finished space and up to 75 guest rooms. The Inn & Spa may contain full services hotel and spa facilities, including, without limitation, fitness areas, restaurants, banquet spaces, meeting rooms, auditoriums, recreational spaces, retail areas, and office, maintenance, storage and other facilities related to the operation of the Inn and Spa.*
2. Under Paragraph 3, Permitted Uses, a new subparagraph 3.a.xii applying to Land Bay I is added and adopted as follows:
 - xii. *A maximum of 75 rooms in addition to those authorized in subparagraph ii. above for transient use; such rooms may be provided in a mixture of detached, semi-attached, attached or multi-unit buildings.*
3. Under Paragraph 3, Permitted Uses, subparagraph 3.b.i applying to Land Bay II is amended, restated and readopted as follows:
 - i. *One (1) existing single-family residence and two additional lots of no more than five (5) acres each for the construction of two additional single family detached dwellings together with reasonable and customary accessory structures.*

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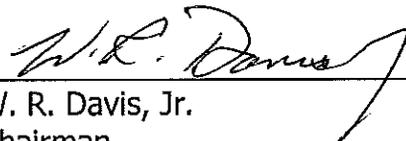
BE IT FURTHER ORDAINED that the Board of Supervisors accepts the Farms of New Kent Planned Unit Development Proffer Statement (Amendment No. 2) dated 24 April 2009 and voluntarily offered by the applicant.

BE IT FURTHER ORDAINED that nothing contained in this amendment to the PUD Ordinance shall be deemed to change the "date of approval" of the PUD Ordinance from the original date of approval, being 23 May 2005.

BE IT FURTHER ORDAINED that the County Administrator be, and he is hereby, directed to cause a fully executed copy of this Ordinance and the Proffers associated with it to be recorded upon the Land Records of the County maintained in the office of the Clerk of the Circuit Court.



John A. Budesky
County Administrator



W. R. Davis, Jr.
Chairman

PREPARED BY
HIRSCHLER FLEISCHER
a Professional Corporation
P.O. Box 500
RICHMOND, VIRGINIA 23218-0500

Tax Parcel Nos.: See Exhibit A attached hereto

FARMS OF NEW KENT
PLANNED UNIT DEVELOPMENT
PROFFER STATEMENT
(Amendment No. 2)

CASE NO. _____

These proffers (the "Proffers") are made as of this 24th day of April, 2009, by NEW KENT FARMS LLC, a North Carolina limited liability company, NKP LB4 LLC, a Virginia limited liability company and NKP LB5 LLC, a Virginia limited liability company (collectively, the "Owner", to be indexed as Grantors) for the benefit of the BOARD OF SUPERVISORS OF NEW KENT COUNTY, VIRGINIA, a body corporate and politic of the Commonwealth of Virginia (the "County", to be indexed as Grantee).

RECITALS:

R-1. The Owner is the owner or developer of 1,965.554 acres, more or less (the "Property"), in New Kent County, Virginia, as described in the First Amendment (as defined below).

R-2. The Owner intends to develop the Property as a part of the mixed use community known as the Farms of New Kent Planned Unit Development (the "PUD") established by County Ordinance 0-09-05(R3) (the "PUD Ordinance") recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia (the "Clerk's Office") in Deed Book 443, page 199. The PUD is also subject to the Farms of New Kent Planned Unit Development Proffer Statement, Case No. PUD-03-04, dated July 15, 2004, last revised May 5, 2005, recorded in the Clerk's Office in Deed Book 443, page 258 (the "Original Proffers"), which was amended by the Farms of New Kent Planned Unit Development Proffer Statement (Amendment No. 1), Case No. PUD-03-06, dated April 25, 2006, and recorded in the Clerk's Office in Deed Book 475, page 687 (the "First Amendment") (the "Original Proffers" as modified by the "First Amendment" are hereinafter collectively referred to as the "Proffers").

R-3. The Owner has applied to amend the PUD Ordinance to permit additional commercial development in Land Bay I, modify the square footage requirements for residential units in Land Bay IV and Land Bay V and provide greater flexible in the distribution of densities among the various Land Bays (the "PUD Application").

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R-4. In addition, the Owner desires to amend and restate Paragraph 1(c) of the First Amendment to clarify the procedure for determining consumer price index adjustments to the monetary contributions required under the Proffers.

NOW, THEREFORE, The Owner and applicant in the PUD Application, pursuant to Section 15.2-2298 of the Code of Virginia (1950 as amended) and the Zoning Ordinance of New Kent County, for itself and its successors or assigns, proffer that the Property will be developed according to the following proffers if, and only if, the rezoning request submitted herewith is granted with only those conditions agreed to by the Owner. In the event this request is denied or approved with conditions or amendments to the PUD Ordinance not agreed to by the Owner, the Proffers shall immediately be null and void and of no further force or effect.

PROFFERS

1. Adjustment of Cash Proffers. Proffer 1(c) of the First Amendment is hereby amended and restated in its entirety as follows:

1. Additional Cash Proffers.

* * *

c. In the event the monetary contributions set forth in these Proffers are paid to the County within twenty-four (24) months of the approval of this PUD Application, said contributions shall be in the amounts as stated herein. Any monetary contributions set forth in these Proffers which are paid to the County after twenty-four (24) months following the approval of the PUD Application shall thereafter be adjusted as of January 1st of each year in accordance with the percentage change in the Consumer Price Index for All Urban Consumers ("CPI-U"), published by the United States Department of Labor, by the change in the CPI-U from January to December in the immediately preceding calendar, subject to a cap of 6% per year, non-compounded.

2. Severability. If any Proffer or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such Proffer or part thereof shall not invalidate any other Proffer contained herein.

3. Recordation. The Owner and the County agree that an original of these Proffers shall be recorded in the Clerk's Office.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

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WITNESS the following signatures:

NEW KENT FARMS LLC, a
North Carolina limited liability company

By: Charles H. Rothenberg
Charles H. Rothenberg, attorney-in-fact

BK0551PG0772

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Richmond, to-wit:

The foregoing instrument was acknowledged before me this 24th day of April, 2009, by Charles H. Rothenberg, attorney-in-fact for New Kent Farms LLC, a North Carolina limited liability company, on behalf of the company.



Jill E. Tweed
Notary Public

Registration Number: 361462

My Commission Expires: 3/31/13

[PHOTOGRAPHICALLY
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NOTARY STAMP]



NKP LB4 LLC, a
Virginia limited liability company

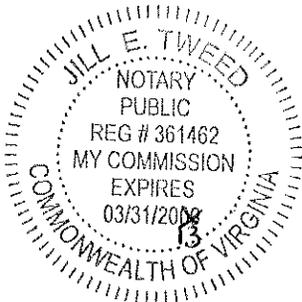
By: 
Charles H. Rothenberg, attorney-in-fact

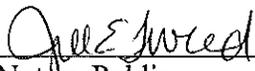
COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Richmond, to-wit:

The foregoing instrument was acknowledged before me this 24th day of April, 2009, by Charles H. Rothenberg, attorney-in-fact for NKP LB4 LLC, a Virginia limited liability company, on behalf of the company.

BK0551PG0773




Notary Public

Registration Number: 361462

My Commission Expires: 3/31/13

[PHOTOGRAPHICALLY
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NKP LB5 LLC, a
Virginia limited liability company

By: *Charles H. Rothenberg*
Charles H. Rothenberg, attorney-in-fact

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Richmond, to-wit:

The foregoing instrument was acknowledged before me this 24th day of
April, 2009, by Charles H. Rothenberg, attorney-in-fact for NKP LB5 LLC, a Virginia
limited liability company, on behalf of the company.

BK0551PG0774



Jill E. Tweed
Notary Public

Registration Number: 361462

My Commission Expires: 3/31/13

[PHOTOGRAPHICALLY
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NOTARY STAMP]

EXHIBIT A

List of Tax Parcel Nos.

BK0551PG0775

| | | |
|-------------|--------------|---------------|
| 22-2E | 22A6-1-1-62 | 22A6-1-1-12 |
| 22-2D | 22A6-1-1-63 | 22A-4A |
| 22A-1 | 22A5-1-1-47 | 22A-10-2-1-78 |
| 10-63 | 22A5-1-1-48 | 22A-9-1-1-256 |
| 11-24 | 22A5-1-1-49 | 22A-9-1-1-257 |
| 21-90 | 22A5-1-1-50 | 21-3-A3 |
| 21-91 | 22A6-1-1-80 | 22-2E |
| 21-101 | 22A5-1-1-51 | 22-2D |
| 22-1 | 22A5-1-1-52 | 22A-1 |
| 22-2 | 22A6-1-1-81 | 22A10-2-1-1 |
| 22-5B | 22A6-1-1-82 | 22A10-2-1-14 |
| 22-66 | 22A5-1-1-53 | 22A10-2-1-62 |
| 22-11 | 22A6-1-1-83 | 22A10-2-1-182 |
| 22-11A | 22A6-1-1-85 | 22A10-2-1-180 |
| 22-2A | 22A5-1-1-54 | 22A10-2-1-50 |
| 22-2C | 22A5-1-1-55 | 22A10-2-1-51 |
| 22-5C | 22A5-1-1-56 | 22A10-2-1-52 |
| 22A6-1-1-1 | 22A5-1-1-57 | 22A10-2-1-53 |
| 22A2-1-1-29 | 22A6-1-1-88 | 22A10-2-1-54 |
| 22A2-1-1-30 | 22A5-1-1-58 | 22A10-2-1-55 |
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| 22A2-1-1-31 | 22A5-1-1-59 | 22A10-2-1-57 |
| 22A6-1-1-3 | 22A6-1-1-91 | 22A10-2-1-59 |
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| 22A5-1-1-21 | 22A5-1-1-66 | 22A10-2-1-35 |
| 22A5-1-1-22 | 22A5-1-1-67 | 22A10-2-1-36 |
| 22A6-1-1-5 | 22A6-1-1-99 | 22A10-2-1-37 |
| 22A5-1-1-23 | 22A6-1-1-102 | 22A10-2-1-38 |
| 22A5-1-1-24 | 22A5-1-1-68 | 22A10-2-1-39 |
| 22A6-1-1-6 | 22A6-1-1-103 | 22A10-2-1-40 |
| 22A5-1-1-25 | 22A6-1-1-104 | 22A10-2-1-41 |
| 22A5-1-1-26 | 22A5-1-1-69 | 22A10-2-1-15 |
| 22A5-1-1-32 | 22A6-1-1-105 | 22A10-2-1-16 |
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| 22A5-1-1-37 | 22A5-1-1-72 | 22A10-2-1-69 |
| 22A5-1-1-38 | 22A6-1-1-108 | 22A10-2-1-70 |
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| 22A5-1-1-39 | 22A6-1-1-109 | 22A10-2-1-189 |

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| | | |
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| 22A5-1-1-45 | 22A5-1-1-93 | 22A10-2-1-80 |
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| 22A6-1-1-61 | 22A6-1-1-9 | 21-92 |
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| 22A10-2-1-12 | 22A10-2-1-61 | 21-3-A1 |
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| 22A9-1-1-249 | 22A10-2-1-66 | 22A10-1-1-62 |
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| 22A13-1-1-265 | 22A10-2-1-74 | 22A10-1-1-68 |
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| 22A13-1-1-201 | 22A10-2-1-76 | 22A10-1-1-127 |
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| 22A10-2-1-45 | 22A10-2-1-184 | |
| 22A10-2-1-46 | 22A10-2-1-185 | |
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| 22A10-2-1-48 | 22A10-2-1-68 | |

22A10-1-1-155 22A10-1-1-88 22A10-1-1-124 22A10-1-1-16 22A10-1-1-45

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| | | | | |
|---------------|---------------|---------------|--------------|--------------|
| 22A10-1-1-154 | 22A10-1-1-89 | 22A10-1-1-114 | 22A10-1-1-15 | 22A10-1-1-44 |
| 22A10-1-1-153 | 22A10-1-1-90 | 22A10-1-1-115 | 22A10-1-1-14 | 22A10-1-1-43 |
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| 22A10-1-1-151 | 22A10-1-1-92 | 22A10-1-1-118 | 22A10-1-1-12 | 22A10-1-1-41 |
| 22A10-1-1-150 | 22A10-1-1-94 | 22A10-1-1-119 | 22A10-1-1-11 | 22A10-1-1-40 |
| 22A10-1-1-149 | 22A10-1-1-95 | 22A10-1-1-120 | 22A10-1-1-10 | 22A10-1-1-39 |
| 22A10-1-1-148 | 22A10-1-1-87 | 22A10-1-1-126 | 22A10-1-1-17 | 22A10-1-1-46 |
| 22A10-1-1-147 | 22A10-1-1-86 | 22A10-1-1-128 | 22A10-1-1-19 | 22A10-1-1-47 |
| 22A10-1-1-146 | 22A10-1-1-85 | 22A10-1-1-130 | 22A10-1-1-20 | 22A10-1-1-48 |
| 22A10-1-1-145 | 22A10-1-1-84 | 22A10-1-1-132 | 22A10-1-1-21 | 22A10-1-1-49 |
| 22A10-1-1-144 | 22A10-1-1-83 | 22A10-1-1-136 | 22A10-1-1-22 | 22A10-1-1-50 |
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| 22A10-1-1-141 | 22A10-1-1-80 | 22A10-1-1-2 | 22A10-1-1-25 | 22A10-1-1-70 |
| 22A10-1-1-140 | 22A10-1-1-79 | 22A10-1-1-116 | 22A10-1-1-26 | 22A10-1-1-71 |
| 22A10-1-1-139 | 22A10-1-1-113 | 22A10-1-1-93 | 22A10-1-1-27 | 22A10-1-1-72 |
| 22A10-1-1-138 | 22A10-1-1-112 | 22A-5 | 22A10-1-1-28 | 22A10-1-1-73 |
| 22A10-1-1-137 | 22A10-1-1-111 | 22A10-1-1-18 | 22A10-1-1-29 | 22A10-1-1-74 |
| 22A10-1-1-104 | 22A10-1-1-110 | 22A10-1-1-54 | 22A10-1-1-30 | 22A10-1-1-75 |
| 22A10-1-1-103 | 22A10-1-1-109 | 22A10-1-1-01 | 22A10-1-1-31 | 22A10-1-1-76 |
| 22A10-1-1-102 | 22A10-1-1-108 | 22A10-1-1-3 | 22A10-1-1-32 | 22A10-1-1-77 |
| 22A10-1-1-101 | 22A10-1-1-107 | 22A10-1-1-4 | 22A10-1-1-33 | 22A10-1-1-78 |
| 22A10-1-1-100 | 22A10-1-1-106 | 22A10-1-1-5 | 22A10-1-1-34 | 22A10-1-1-53 |
| 22A10-1-1-99 | 22A10-1-1-105 | 22A10-1-1-6 | 22A10-1-1-35 | 22A10-1-1-55 |
| 22A10-1-1-98 | 22A10-1-1-123 | 22A10-1-1-7 | 22A10-1-1-36 | 22A10-1-1-56 |
| 22A10-1-1-97 | 22A10-1-1-122 | 22A10-1-1-8 | 22A10-1-1-37 | 22A10-1-1-57 |
| 22A10-1-1-96 | 22A10-1-1-121 | 22A10-1-1-9 | 22A10-1-1-38 | 22A10-1-1-58 |

Prepared by:
Hirschler Fleischer
P.O. Box 500
Richmond, VA 23218-0500

Attachment 2 to Ordinance O-09-9

Tax Parcel Nos.: See Exhibit A attached hereto

NEW KENT COUNTY

SPECIAL LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That (Name) New Kent Farms LLC, a North Carolina limited liability company
(Telephone) (804) 366-2898

(Address) c/o Mr. Peter M. Johns, P. O. Box 188, New Kent, VA 23124

as owner of the property described as: See Exhibit B attached hereto, and as "Declarant" under that certain Declaration of Covenants, Conditions and Restrictions for New Kent Vineyards Master Property Owners' Association, Inc., dated as of October 15, 2007, and recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia, in Deed Book 520, Page 629, and otherwise authorized to take such action, do hereby make, constitute and appoint:

(Name) Charles H. Rothenberg, James W. Theobald and Matthew A. Foote

(Telephone) 771-9503, 771-9513 and 771-9508

(Address) P. O. Box 500, Richmond, Virginia 23218-0500

to act as my true and lawful attorney-in-fact for and in my name, place and stead with full power and authority I would have if acting personally to seek rezoning, amendment to planned unit development, a conditional use permit, special exception or change of conditions of my above described property and to set forth and negotiate conditions including any additions, amendments, modifications or deletions thereto that in his discretion are deemed reasonable, appropriate and necessary.

[SEE ATTACHED SIGNATURE PAGE]

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In witness thereof, I have hereto set my hand and seal this 20 day of April, 2009.

NEW KENT FARMS LLC, a
North Carolina limited liability company

By: Boddie-Noell Enterprises, Inc.,
a North Carolina corporation,
its manager

By: Douglas E. Anderson
Douglas E. Anderson
Executive Vice President

NOTE: This document with original signatures shall be filed with the rezoning case application and become a permanent part thereof.

STATE OF NORTH CAROLINA

COUNTY/CITY OF Nash, to-wit:

The foregoing instrument was acknowledged before me this 20 day of April, 2009, by Douglas E. Anderson, Executive Vice President of Boddie-Noell Enterprises, Inc., a North Carolina corporation, as Manager of New Kent Farms LLC, a North Carolina limited liability company, on behalf of the company.

Donna H. Reynolds
Notary Public

Registration Number: 19962560028

My Commission Expires: 9/11/2011

[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]

DONNA H. REYNOLDS
Notary Public, North Carolina
Greene County
My Commission Expires
September 11, 2011

BK0551PG0779

EXHIBIT A

Tax Parcel Numbers

| | | |
|-------------|--------------|-------------|
| 22-2E | 22A6-1-1-62 | 22A6-1-1-12 |
| 22-2D | 22A6-1-1-63 | 22A-4A |
| 22A-1 | 22A5-1-1-47 | |
| 10-63 | 22A5-1-1-48 | |
| 11-24 | 22A5-1-1-49 | |
| 21-90 | 22A5-1-1-50 | |
| 21-91 | 22A6-1-1-80 | |
| 21-101 | 22A5-1-1-51 | |
| 22-1 | 22A5-1-1-52 | |
| 22-2 | 22A6-1-1-81 | |
| 22-5B | 22A6-1-1-82 | |
| 22-66 | 22A5-1-1-53 | |
| 22-11 | 22A6-1-1-83 | |
| 22-11A | 22A6-1-1-85 | |
| 22-2A | 22A5-1-1-54 | |
| 22-2C | 22A5-1-1-55 | |
| 22-5C | 22A5-1-1-56 | |
| 22A6-1-1-1 | 22A5-1-1-57 | |
| 22A2-1-1-29 | 22A6-1-1-88 | |
| 22A2-1-1-30 | 22A5-1-1-58 | |
| 22A6-1-1-2 | 22A6-1-1-90 | |
| 22A2-1-1-31 | 22A5-1-1-59 | |
| 22A6-1-1-3 | 22A6-1-1-91 | |
| 22A5-1-1-19 | 22A6-1-1-97 | |
| 22A5-1-1-20 | 22A6-1-1-98 | |
| 22A5-1-1-21 | 22A5-1-1-66 | |
| 22A5-1-1-22 | 22A5-1-1-67 | |
| 22A6-1-1-5 | 22A6-1-1-99 | |
| 22A5-1-1-23 | 22A6-1-1-102 | |
| 22A5-1-1-24 | 22A5-1-1-68 | |
| 22A6-1-1-6 | 22A6-1-1-103 | |
| 22A5-1-1-25 | 22A6-1-1-104 | |
| 22A5-1-1-26 | 22A5-1-1-69 | |
| 22A5-1-1-32 | 22A6-1-1-105 | |
| 22A5-1-1-33 | 22A5-1-1-70 | |
| 22A5-1-1-35 | 22A6-1-1-106 | |
| 22A5-1-1-36 | 22A6-1-1-107 | |
| 22A5-1-1-37 | 22A5-1-1-72 | |
| 22A5-1-1-38 | 22A6-1-1-108 | |
| 22A6-1-1-11 | 22A5-1-1-73 | |
| 22A5-1-1-39 | 22A6-1-1-109 | |
| 22A5-1-1-40 | 22A6-1-1-110 | |
| 22A5-1-1-41 | 22A5-1-1-75 | |
| 22A5-1-1-42 | 22A5-1-1-76 | |
| 22A5-1-1-43 | 22A5-1-1-77 | |
| 22A5-1-1-44 | 22A5-1-1-78 | |
| 22A5-1-1-45 | 22A5-1-1-93 | |
| 22A5-1-1-46 | 22A5-1-1-94 | |
| 22A6-1-1-13 | 22A5-1-1-95 | |
| 22A6-1-1-14 | 22A5-1-1-100 | |
| 22A6-1-1-15 | 22A5-1-1-101 | |
| 22A6-1-1-16 | 22A5-1-1-92 | |
| 22A6-1-1-17 | 22A6-1-1-4 | |
| 22A6-1-1-18 | 22A6-1-1-7 | |
| 22A6-1-1-27 | 22A6-1-1-8 | |
| 22A6-1-1-61 | 22A6-1-1-9 | |

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22A6-1-1-64

22A6-1-1-10

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EXHIBIT B

Legal Description

Parcel I

(Landbay I)

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Beginning at the intersection of State Route 249 and 106; thence, along the right of way line of State Route 249, from the beginning of Right curve from which the radius point bears North 08°05'02" East, westerly and northwesterly a distance of 159.60 feet along the curve concave to the north, having a radius of 547.96 feet and a central angle of 16°41'17"; thence North 65°20'06" West, a distance of 1373.46 feet; thence North 59°37'22" West, a distance of 50.25 feet; thence North 65°20'00" West, a distance of 30.00 feet; thence North 69°25'08" West, a distance of 70.18 feet; thence North 65°22'04" West, a distance of 212.50 feet; thence North 57°34'30" West, a distance of 37.04 feet; thence North 65°20'00" West, a distance of 100.00 feet; thence North 71°02'38" West, a distance of 50.25 feet; thence North 65°20'00" West, a distance of 600.00 feet; thence North 52°48'16" West, a distance of 46.10 feet; thence North 65°20'00" West, a distance of 55.00 feet; thence North 76°38'36" West, a distance of 50.99 feet; thence North 65°20'00" West, a distance of 205.14 feet to the beginning of a curve tangent to said line; thence northwesterly a distance of 59.63 feet along the curve concave to the southwest, having a radius of 1935.00 feet and a central angle of 1°45'57"; thence North 65°06'33" West, a distance of 87.37 feet; thence North 76°03'31" West, a distance of 50.96 feet to the beginning of a curve concave to the south; having a radius of 1935.00 feet and a central angle of 7°43'16" and being subtended by a chord which bears North 75°02'22" West 260.57 feet; thence westerly along said curve, a distance of 260.76 feet; thence North 78°54'00" West tangent to said curve, a distance of 1330.50 feet to the beginning of a curve tangent to said line; thence westerly a distance of 303.95 feet along the curve concave to the south, having a radius of 1935.00 feet and a central angle of 9°00'00"; thence North 87°54'00" West tangent to said curve, a distance of 693.22 feet; thence North 02°06'00" East, a distance of 754.92 feet; thence South 76°24'55" West, a distance of 123.36 feet; thence South 78°25'30" West, a distance of 191.66 feet; thence South 78°25'30" West, a distance of 155.94 feet; thence South 75°46'20" West, a distance of 439.98 feet; thence North 05°10'10" East, a distance of 391.00 feet; thence North 04°09'50" West, a distance of 50.00 feet; thence North 04°09'50" West, a distance of 280.00 feet; thence along the stream center line a distance of 2915 feet; thence along the edge of water a distance of 5301 feet; thence South 85°20'26" East, a distance of 66.00 feet; thence North 63°29'57" East, a distance of 597.46 feet; thence North 82°20'26" West, a distance of 448.80 feet; thence North 51°20'26" West, a distance of 435.60 feet to the stream centerline; thence along the stream center line a distance of 6123 feet; thence North 36°39'59" East, a distance of 2799.80 feet to center line of State Route 606; thence along the said road South 22°07'17" East, a distance of 238.25 feet to the beginning of a curve concave to the northeast having a radius of 661.27 feet and a central angle of 27°41'08" and being subtended by a chord which bears South 34°01'29" East 316.43 feet; thence southerly and southeasterly along said curve, a distance of 319.53 feet; thence South 51°42'04" East, a distance of 267.12 feet to the beginning of a curve concave to the southwest having a radius of 4930.87 feet and a central angle of 5°07'40" and being subtended by a chord which bears South 47°48'39" East 441.15 feet; thence southeasterly along said curve, a distance of 441.30 feet to a point of cusp on a curve, from which the radius point bears South 39°27'52" West; thence southeasterly a distance of 185.21 feet along the arc of said curve concave to the southwest having a radius of 739.80 feet and a central angle of 14°20'39"; thence South 37°01'12" East, a distance of 63.34 feet to the beginning of a curve concave to the northeast having a radius of 979.05 feet and a central angle of 14°22'58" and being subtended by a chord which bears South 47°59'24" East 245.12 feet; thence southeasterly along said curve, a distance

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of 245.77 feet to a point of cusp on a curve, from which the radius point bears South 38°38'38" West; thence southeasterly a distance of 317.44 feet along the arc of said curve concave to the southwest having a radius of 257199.81 feet and a central angle of 0°04'15" to a point of cusp on a curve, from which the radius point bears South 34°53'22" West; thence southeasterly a distance of 196.69 feet along the arc of said curve concave to the southwest having a radius of 950.11 feet and a central angle of 11°51'41" to a point of cusp on a curve, from which the radius point bears South 40°57'26" West; thence southeasterly a distance of 104.47 feet along the arc of said curve concave to the southwest having a radius of 292.90 feet and a central angle of 20°26'11"; thence South 32°21'39" East, a distance of 132.41 feet to the beginning of a curve concave to the northeast having a radius of 721.81 feet and a central angle of 14°56'16" and being subtended by a chord which bears South 38°17'25" East 187.66 feet; thence southeasterly along said curve, a distance of 188.19 feet to a point of cusp on a curve, from which the radius point bears South 43°11'20" West; thence southeasterly a distance of 307.89 feet along the arc of said curve concave to the southwest having a radius of 2811.55 feet and a central angle of 6°16'28" to a point of cusp on a curve, from which the radius point bears North 53°38'12" East; thence southeasterly a distance of 199.05 feet along the arc of said curve concave to the northeast having a radius of 627.60 feet and a central angle of 18°10'17" to a point of cusp on a curve, from which the radius point bears North 40°34'17" East; thence southeasterly a distance of 272.77 feet along the arc of said curve concave to the northeast having a radius of 2256.34 feet and a central angle of 6°55'35" to a point of cusp on a curve, from which the radius point bears South 35°07'17" West; thence southeasterly a distance of 294.70 feet along the arc of said curve concave to the southwest having a radius of 1324.28 feet and a central angle of 12°45'01"; thence South 42°52'11" East, a distance of 80.93 feet to the beginning of a curve concave to the northeast having a radius of 939.47 feet and a central angle of 8°55'34" and being subtended by a chord which bears South 45°57'29" East 146.21 feet; thence southeasterly along said curve, a distance of 146.36 feet to a point of cusp on a curve, from which the radius point bears South 43°32'59" West; thence southeasterly a distance of 276.46 feet along the arc of said curve concave to the southwest having a radius of 5313.25 feet and a central angle of 2°58'52" to a point of cusp on a curve, from which the radius point bears South 45°23'43" West; thence southeasterly and southerly a distance of 653.46 feet along the arc of said curve concave to the west having a radius of 800.29 feet and a central angle of 46°47'00"; thence South 05°08'02" West, a distance of 631.26 feet to the beginning of a curve concave to the east having a radius of 8177.12 feet and a central angle of 4°18'14" and being subtended by a chord which bears South 03°23'08" West 614.10 feet; thence southerly along said curve, a distance of 614.24 feet; thence South 00°46'00" West, a distance of 362.95 feet to the beginning of a curve concave to the northwest having a radius of 827.21 feet and a central angle of 63°59'32" and being subtended by a chord which bears South 30°20'53" West 876.61 feet; thence southerly and southwesterly along said curve, a distance of 923.89 feet; thence South 58°33'30" West, a distance of 400.77 feet to the beginning of a curve concave to the southeast having a radius of 1143.13 feet and a central angle of 18°59'42" and being subtended by a chord which bears South 51°12'25" West 377.24 feet; thence southwesterly along said curve, a distance of 378.97 feet; thence South 40°22'39" West, a distance of 1443.43 feet to the beginning of a curve tangent to said line; thence southwesterly and southerly a distance of 357.52 feet along the curve concave to the southeast, having a radius of 1050.00 feet and a central angle of 19°30'32"; thence South 20°52'07" West tangent to said curve, a distance of 1862.36 feet to the Point of Beginning. Containing 1156.02 ACRES, more or less and being more particularly shown on a "Parcel and Zoning Map" by Resource International, Ltd. June 22, 2004.

LESS AND EXCEPT Parcel A (Downs Island), beginning at a point on the north right of way line of State Route 249, New Kent Highway, being approximately 1.10± miles West of State Route 609; thence, North 02°34'28" East 755.10 feet to a point and said point being the True

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Point of Beginning; thence South 76°54'13" West, a distance of 123.96 feet; thence South 78°58'36" West, a distance of 191.11 feet; thence South 78°51'56" West, a distance of 156.26 feet; thence South 76°15'16" West, a distance of 439.80 feet; thence North 05°52'24" East, a distance of 391.00 feet; thence North 02°56'14" West, a distance of 329.59 feet; thence North 03°13'09" West, a distance of 170.15 feet; thence North 04°06'51" East, a distance of 106.00 feet; thence North 17°51'33" East, a distance of 144.96 feet; thence North 38°45'09" East, a distance of 535.18 feet; thence North 48°06'38" East, a distance of 262.80 feet; thence North 51°49'44" East, a distance of 343.94 feet; thence North 62°44'51" East, a distance of 82.15 feet; thence North 62°44'51" East, a distance of 302.67 feet; thence North 43°24'02" East, a distance of 294.36 feet; thence North 21°03'20" East, a distance of 242.70 feet; thence North 07°57'24" East, a distance of 130.60 feet; thence, along the same line approximately 31± feet to the edge of Mill Pond; thence along the edge of the pond 4,878± feet to a point; thence, South 87°49'22" East, a distance of 86.00 feet; thence North 64°10'38" East, a distance of 620.37 feet; thence North 82°18'15" West, a distance of 448.80 feet; thence North 51°18'15" West, a distance of 435.60 feet; thence North 51°18'15" West, a distance of 9.52 feet; thence North 38°59'50" East, a distance of 35.50 feet; thence North 12°01'04" East, a distance of 15.73 feet; thence South 90°00'00" East, a distance of 391.68 feet; thence South 86°49'16" East, a distance of 170.56 feet; thence South 72°53'50" East, a distance of 111.74 feet; thence South 52°52'59" East, a distance of 285.90 feet; thence South 18°56'47" East, a distance of 178.91 feet to the beginning of a curve concave to the northwest having a radius of 200.00 feet and a central angle of 63°29'57"; a tangent of 123.76 feet and being subtended by a chord which bears South 31°44'58" West 210.48 feet; thence along said curve, a distance of 221.65 feet; thence South 63°29'57" West tangent to said curve, a distance of 50.90 feet; thence North 90°00'00" West, a distance of 134.65 feet; thence South 04°26'34" West, a distance of 309.66 feet; thence South 26°25'10" East, a distance of 312.46 feet; thence South 08°36'31" East, a distance of 337.91 feet; thence South 01°55'19" East, a distance of 906.13 feet; thence South 50°31'39" East, a distance of 46.45 feet; thence South 15°31'27" East, a distance of 80.29 feet; thence South 00°00'00" West, a distance of 64.35 feet; thence South 18°26'06" West, a distance of 78.53 feet; thence South 42°12'59" West, a distance of 270.57 feet; thence South 86°46'22" West, a distance of 610.59 feet; thence South 09°11'49" West, a distance of 226.03 feet to a point in the center of a stream; thence along the center of the stream 1,480± feet to a point; thence, South 76°54'32" West 57± feet to a point; thence, South 76°54'31" West a distance of 412.60 feet to a point, said point being the point of beginning and containing 132.7± Acres, more or less and being more particularly shown on a plat by Resource International, Ltd. entitled "NEW KENT VINEYARDS SECTION I" and dated 12/06/2005.

AND LESS AND EXCEPT the following Winery and Vineyard Parcels, and the 2009 Plat Parcels, to the extent such parcels are owned by Tallevsille Associates, LLC:

Winery and Vineyard Parcels

ALL those certain tracts of land, with improvements thereon and appurtenances thereto belonging, located in New Kent County, Virginia consisting of 2.830 acres and 2.690 acres as more particularly shown and designated as "Winery" and "Vineyard," respectively on that certain plat entitled "Exhibit Winery-Vineyard & Access Easement," made by Resource International, Ltd., dated November 1, 2005, recorded in the Clerk's Office of the Circuit Court in New Kent County, Virginia in Plat Book 19, page 102.

Parcel II

Landbay III

BEGINNING at the southeast intersection of Route 106 and Route 249; thence along Route 249 from the beginning of a curve to the left from which the radius point bears North $02^{\circ}12'41''$ East, easterly a distance of 93.36 feet along the curve concave to the north, having a radius of 597.46 feet and a central angle of $8^{\circ}57'12''$; thence North $83^{\circ}19'00''$ East, a distance of 489.30 feet to the beginning of a curve concave to the south having a radius of 971.50 feet and a central angle of $19^{\circ}47'00''$ and being subtended by a chord which bears South $86^{\circ}51'00''$ East 333.78 feet; thence easterly along said curve, a distance of 335.44 feet; thence South $76^{\circ}57'30''$ East tangent to said curve, a distance of 828.53 feet; thence, leaving the right of way for Route 249, South $01^{\circ}53'26''$ East, a distance of 901.62 feet; thence South $81^{\circ}22'01''$ West, a distance of 1161.23 feet; thence North $85^{\circ}41'32''$ West, a distance of 870.81 feet to the eastern right of way line of Route 106; thence along the right of way of Route 106 North $11^{\circ}15'01''$ East, a distance of 1107.09 feet; thence North $36^{\circ}33'47''$ East, a distance of 85.76 feet to the Point of Beginning and containing 49.930 ACRES, more or less.

Together with:

Beginning at the southwest intersection of State Route 249 and State Route 106; thence along the right of way of Route 106 South $11^{\circ}12'50''$ West, a distance of 409.71 feet; thence leaving the right of way of Route 106 North $82^{\circ}03'55''$ West, a distance of 750.90 feet; thence North $79^{\circ}54'10''$ West, a distance of 77.89 feet; thence North $86^{\circ}41'31''$ West, a distance of 123.53 feet; thence North $24^{\circ}33'01''$ East, a distance of 694.74 feet to the right of way line of Route 249; thence South $65^{\circ}19'27''$ East, a distance of 672.48 feet to the beginning of a curve concave to the north having a radius of 597.96 feet and a central angle of $6^{\circ}06'35''$ and being subtended by a chord which bears South $68^{\circ}23'18''$ East 63.73 feet; thence southeasterly and easterly along said curve, a distance of 63.76 feet; thence South $18^{\circ}33'25''$ West radial to said curve, a distance of 5.00 feet; thence South $55^{\circ}24'28''$ East, a distance of 80.18 feet to the Point of Beginning and containing 11.028 ACRES, more or less.

Together with:

Beginning at the southern right of way line of State Route 249, 0.3 miles from the intersection of State Route 249 and 609; thence leaving State Route 249, South $48^{\circ}25'13''$ West, a distance of 582.50 feet; thence South $06^{\circ}23'56''$ East, a distance of 616.04 feet; thence North $46^{\circ}48'09''$ West, a distance of 111.35 feet; thence North $32^{\circ}16'33''$ West, a distance of 848.30 feet; thence North $32^{\circ}02'29''$ West, a distance of 965.05 feet to southern right of way line of State Route 249; thence along the right of way line of the said road, North $85^{\circ}23'49''$ East, a distance of 64.45 feet; thence South $70^{\circ}14'21''$ East, a distance of 64.23 feet; thence South $65^{\circ}20'00''$ East, a distance of 850.28 feet; thence South $56^{\circ}13'45''$ East, a distance of 50.64 feet; thence South $74^{\circ}26'15''$ East, a distance of 50.64 feet; thence South $56^{\circ}13'45''$ East, a distance of 50.64 feet; thence South $67^{\circ}03'32''$ East, a distance of 100.05 feet; thence South $69^{\circ}12'51''$ East, a distance of 36.78 feet; thence South $66^{\circ}02'40''$ East, a distance of 212.52 feet; thence South $61^{\circ}57'55''$ East, a distance of 70.40 feet to the Point of Beginning and containing 16.69 acres, more or less, and being more particularly shown on a "Parcel and Zoning Map" by Resource International, Ltd., dated July 14, 2004.

Parcel III

Landbay IV Commercial

ALL that certain piece or parcel of land, with improvements thereon and appurtenances thereto appertaining, located in St. Peters District, New Kent County, Virginia, containing 41.845 acres,

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more or less, as more particularly shown on that certain plat entitled "Landbay IV, Consolidation Plat, St. Peters District, New Kent County, Virginia" prepared by Resource International, Ltd., dated November 5, 2007, a copy of which plat was recorded January 15, 2008 in the Clerk's Office of the Circuit Court of New Kent County, Virginia in Plat Book 20, page 7 and reference to which plat is hereby made for a more particular description of the property.

Landbay V Commercial

ALL that certain piece or parcel of land, with improvements thereon and appurtenances thereto appertaining, located in Cumberland District, New Kent County, Virginia, designated as containing 70.494 acres, more or less, all as more particularly shown on that certain plat entitled "Compiled Plat of Several Parcels of Land Cumberland District New Kent County, Virginia" prepared by Resource International, Ltd., dated November 21, 2005, a copy of which plat was recorded December 26, 2005 in the Clerk's Office of the Circuit Court of New Kent County, Virginia in Plat Book 19, pages 45-46 and reference to which plat is hereby made for a more particular description of the property.

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Prepared by:
Hirschler Fleischer
P.O. Box 500
Richmond, VA 23218-0500

Attachment 3 to Ordinance O-09-9

Tax Parcel Nos.: See Exhibit A attached hereto

NEW KENT COUNTY

SPECIAL LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That (Name) NKP LB4 LLC, a Virginia limited liability company
(Telephone) (703) 537-3160

(Address) c/o Republic Land Development, LLC, 10340 Democracy Lane, Suite 101
Fairfax, VA 22030

as owner of the property described as: See Exhibit B attached hereto, authorized to take such
action, do hereby make, constitute and appoint:

(Name) Charles H. Rothenberg, James W. Theobald and Matthew A. Foote

(Telephone) 771-9503, 771-9513 and 771-9508

(Address) P. O. Box 500, Richmond, Virginia 23218-0500

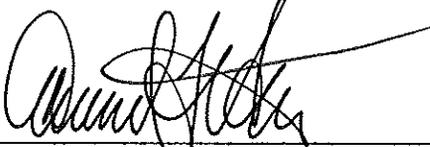
to act as my true and lawful attorney-in-fact for and in my name, place and stead with full power
and authority I would have if acting personally to seek rezoning, amendment to planned unit
development, a conditional use permit, special exception or change of conditions of my above
described property and to set forth and negotiate conditions including any additions,
amendments, modifications or deletions thereto that in his discretion are deemed reasonable,
appropriate and necessary.

[SEE ATTACHED SIGNATURE PAGE]

BK0551PG0787

In witness thereof, I have hereto set my hand and seal this 20th day of April, 2009.

NKP LB4 LLC, a
Virginia limited liability company

By: 

Name: David L. Peter

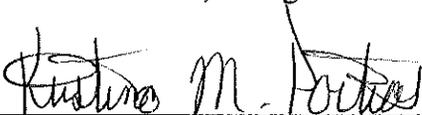
Title: Manager

NOTE: This document with original signatures shall be filed with the rezoning case application and become a permanent part thereof.

COMMONWEALTH OF VIRGINIA

COUNTY CITY OF Hanover, to-wit:

The foregoing instrument was acknowledged before me this 20th day of April, 2009, by David L. Peter, as Manager of NKP LB4 LLC, a Virginia limited liability company, on behalf of the company.


Notary Public

Registration Number: 7023860

My Commission Expires: 3/31/2010



[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]

BK055 | PG0788

EXHIBIT A

Tax Parcel Numbers

BK055 I PG0789

| | | | |
|---------------|---------------|---------------|---------------|
| 22A10-2-1-1 | 22A10-2-1-9 | 22A10-2-1-49 | 22A10-2-1-69 |
| 22A10-2-1-14 | 22A10-2-1-10 | 22A10-2-1-58 | 22A10-2-1-70 |
| 22A10-2-1-62 | 22A10-2-1-11 | 22A10-2-1-60 | 22A10-2-1-188 |
| 22A10-2-1-182 | 22A10-2-1-12 | 22A10-2-1-61 | 22A10-2-1-189 |
| 22A10-2-1-180 | 22A10-2-1-13 | 22A10-2-1-63 | 22A10-2-1-190 |
| 22A10-2-1-50 | 22A0-1-1-247 | 22A10-2-1-64 | 22A10-2-1-191 |
| 22A10-2-1-51 | 22A9-1-1-248 | 22A10-2-1-65 | 22A10-2-1-192 |
| 22A10-2-1-52 | 22A9-1-1-249 | 22A10-2-1-66 | 22A10-2-1-78 |
| 22A10-2-1-53 | 22A9-1-1-270 | 22A10-2-1-186 | 22A10-2-1-79 |
| 22A10-2-1-54 | 22A9-1-1-271 | 22A10-2-1-187 | 22A10-2-1-80 |
| 22A10-2-1-55 | 22A13-1-1-262 | 22A10-2-1-71 | 22A10-2-1-81 |
| 22A10-2-1-56 | 22A13-1-1-263 | 22A10-2-1-72 | 22A10-2-1-82 |
| 22A10-2-1-57 | 22A13-1-1-264 | 22A10-2-1-73 | 22A10-2-1-83 |
| 22A10-2-1-59 | 22A13-1-1-265 | 22A10-2-1-74 | 22A10-2-1-178 |
| 22A10-2-1-33 | 22A13-1-1-199 | 22A10-2-1-75 | 22A10-2-1-179 |
| 22A10-2-1-34 | 22A13-1-1-200 | 22A-4 | 22A10-2-1-181 |
| 22A10-2-1-35 | 22A13-1-1-201 | 22A10-2-1-76 | 22-4 |
| 22A10-2-1-36 | 22A10-2-1-01 | 22A10-2-1-193 | 21-91 |
| 22A10-2-1-37 | 22A10-2-1-02 | 22A10-2-1-194 | 21-92 |
| 22A10-2-1-38 | 22A10-2-1-31 | 22A10-2-1-195 | 22-3 |
| 22A10-2-1-39 | 22A10-2-1-32 | 22A10-2-1-196 | 22-3C |
| 22A10-2-1-40 | 22A10-2-1-42 | 22A10-2-1-197 | |
| 22A10-2-1-41 | 22A10-2-1-43 | 22A10-2-1-198 | |
| 22A10-2-1-15 | 22A10-2-1-44 | 22A10-2-1-183 | |
| 22A10-2-1-16 | 22A10-2-1-45 | 22A10-2-1-184 | |
| 22A10-2-1-17 | 22A10-2-1-46 | 22A10-2-1-185 | |
| 22A10-2-1-18 | 22A10-2-1-47 | 22A10-2-1-67 | |
| 22A10-2-1-19 | 22A10-2-1-48 | 22A10-2-1-68 | |

EXHIBIT B

Legal Description

ALL that certain piece or parcel of land, with improvements thereon and appurtenances thereto appertaining, located in St. Peters District, New Kent County, Virginia, containing 86.77 acres, more or less, as more particularly shown on that certain plat entitled "Compiled Plat of Section I, Landbay IV, New Kent Farms, LLC St. Peters District New Kent County, Virginia" prepared by Resource International, Ltd., dated October 19, 2005, a copy of which plat is attached to the deed recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia in Deed Book 458, page 349 (Plat Book 19, page 48) and reference to which plat is hereby made for a more particular description of the property; and

ALL that certain piece or parcel of land, with improvements thereon and appurtenances thereto appertaining, located in St. Peters District, New Kent County, Virginia, containing 209.174 acres, more or less, as more particularly shown on that certain plat entitled "Compiled Plat of Three Parcels of Land St. Peters District New Kent County, Virginia" prepared by Resource International, Ltd., dated November 21, 2005, a copy of which plat is attached to the deed recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia in Deed Book 458, page 349 (Plat Book 19, page 44) and reference to which plat is hereby made for a more particular description of the property.

LESS AND EXCEPT ALL those certain lots lying and being in St. Peters District, New Kent County, Virginia, shown and designated as lots 77, 78, 256, 257, 260, and 261 on that certain "Plat of Correction, Farms of New Kent, Landbay IV, Phase I, St. Peters District, New Kent County, Virginia", dated July 25, 2007, revised December 8, 2008, by Resource International, Ltd., recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia on December 30, 2008 in Plat Book 20, page 181.

BK0551PG0790

Prepared by:
Hirschler Fleischer
P.O. Box 500
Richmond, VA 23218-0500

Attachment 4 to Ordinance O-09-9

Tax Parcel Nos.: See Exhibit A attached hereto

NEW KENT COUNTY

SPECIAL LIMITED POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

That (Name) NKP LB5 LLC, a Virginia limited liability company
(Telephone) (703) 537-3160

(Address) c/o Republic Land Development, LLC, 10340 Democracy Lane, Suite 101
Fairfax, VA 22030

as owner of the property described as: See Exhibit B attached hereto, authorized to take such
action, do hereby make, constitute and appoint:

(Name) Charles H. Rothenberg, James W. Theobald and Matthew A. Foote

(Telephone) 771-9503, 771-9513 and 771-9508

(Address) P. O. Box 500, Richmond, Virginia 23218-0500

to act as my true and lawful attorney-in-fact for and in my name, place and stead with full power
and authority I would have if acting personally to seek rezoning, amendment to planned unit
development, a conditional use permit, special exception or change of conditions of my above
described property and to set forth and negotiate conditions including any additions,
amendments, modifications or deletions thereto that in his discretion are deemed reasonable,
appropriate and necessary.

[SEE ATTACHED SIGNATURE PAGE]

BK0551PG0791

In witness thereof, I have hereto set my hand and seal this 20th day of April, 2009.

NKP LB5 LLC, a
Virginia limited liability company

By: [Signature]
Name: David L. Peter
Title: Manager

NOTE: This document with original signatures shall be filed with the rezoning case application and become a permanent part thereof.

COMMONWEALTH OF VIRGINIA

COUNTY CITY OF Hanover, to-wit:

The foregoing instrument was acknowledged before me this 20th day of April, 2009, by David L. Peter, as Manager of NKP LB5 LLC, a Virginia limited liability company, on behalf of the company.

[Signature]
Notary Public

Registration Number: 7023860

My Commission Expires: 3/31/2010



[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]

BK0551PG0792

EXHIBIT A

Tax Parcel Numbers

BK0551PG0793

| | | | | | |
|---------------|---------------|---------------|--------------|--------------|---------------|
| 22A10-1-1-155 | 22A10-1-1-88 | 22A10-1-1-124 | 22A10-1-1-16 | 22A10-1-1-45 | 22A10-1-1-65 |
| 22A10-1-1-154 | 22A10-1-1-89 | 22A10-1-1-114 | 22A10-1-1-15 | 22A10-1-1-44 | 22A10-1-1-64 |
| 22A10-1-1-153 | 22A10-1-1-90 | 22A10-1-1-115 | 22A10-1-1-14 | 22A10-1-1-43 | 22A10-1-1-63 |
| 22A10-1-1-152 | 22A10-1-1-91 | 22A10-1-1-117 | 22A10-1-1-13 | 22A10-1-1-42 | 22A10-1-1-62 |
| 22A10-1-1-151 | 22A10-1-1-92 | 22A10-1-1-118 | 22A10-1-1-12 | 22A10-1-1-41 | 22A10-1-1-61 |
| 22A10-1-1-150 | 22A10-1-1-94 | 22A10-1-1-119 | 22A10-1-1-11 | 22A10-1-1-40 | 22A10-1-1-60 |
| 22A10-1-1-149 | 22A10-1-1-95 | 22A10-1-1-120 | 22A10-1-1-10 | 22A10-1-1-39 | 22A10-1-1-59 |
| 22A10-1-1-148 | 22A10-1-1-87 | 22A10-1-1-126 | 22A10-1-1-17 | 22A10-1-1-46 | 22A10-1-1-66 |
| 22A10-1-1-147 | 22A10-1-1-86 | 22A10-1-1-128 | 22A10-1-1-19 | 22A10-1-1-47 | 22A10-1-1-67 |
| 22A10-1-1-146 | 22A10-1-1-85 | 22A10-1-1-130 | 22A10-1-1-20 | 22A10-1-1-48 | 22A10-1-1-68 |
| 22A10-1-1-145 | 22A10-1-1-84 | 22A10-1-1-132 | 22A10-1-1-21 | 22A10-1-1-49 | 22A10-1-1-69 |
| 22A10-1-1-144 | 22A10-1-1-83 | 22A10-1-1-136 | 22A10-1-1-22 | 22A10-1-1-50 | 22A10-1-1-125 |
| 22A10-1-1-143 | 22A10-1-1-82 | 22A10-1-1-135 | 22A10-1-1-23 | 22A10-1-1-51 | 22A10-1-1-127 |
| 22A10-1-1-142 | 22A10-1-1-81 | 22A10-1-1-1 | 22A10-1-1-24 | 22A10-1-1-52 | 22A10-1-1-129 |
| 22A10-1-1-141 | 22A10-1-1-80 | 22A10-1-1-2 | 22A10-1-1-25 | 22A10-1-1-70 | 22A10-1-1-131 |
| 22A10-1-1-140 | 22A10-1-1-79 | 22A10-1-1-116 | 22A10-1-1-26 | 22A10-1-1-71 | 22A10-1-1-133 |
| 22A10-1-1-139 | 22A10-1-1-113 | 22A10-1-1-93 | 22A10-1-1-27 | 22A10-1-1-72 | 22A10-1-1-134 |
| 22A10-1-1-138 | 22A10-1-1-112 | 22A-5 | 22A10-1-1-28 | 22A10-1-1-73 | 22-11C |
| 22A10-1-1-137 | 22A10-1-1-111 | 22A10-1-1-18 | 22A10-1-1-29 | 22A10-1-1-74 | |
| 22A10-1-1-104 | 22A10-1-1-110 | 22A10-1-1-54 | 22A10-1-1-30 | 22A10-1-1-75 | |
| 22A10-1-1-103 | 22A10-1-1-109 | 22A10-1-1-01 | 22A10-1-1-31 | 22A10-1-1-76 | |
| 22A10-1-1-102 | 22A10-1-1-108 | 22A10-1-1-3 | 22A10-1-1-32 | 22A10-1-1-77 | |
| 22A10-1-1-101 | 22A10-1-1-107 | 22A10-1-1-4 | 22A10-1-1-33 | 22A10-1-1-78 | |
| 22A10-1-1-100 | 22A10-1-1-106 | 22A10-1-1-5 | 22A10-1-1-34 | 22A10-1-1-53 | |
| 22A10-1-1-99 | 22A10-1-1-105 | 22A10-1-1-6 | 22A10-1-1-35 | 22A10-1-1-55 | |
| 22A10-1-1-98 | 22A10-1-1-123 | 22A10-1-1-7 | 22A10-1-1-36 | 22A10-1-1-56 | |
| 22A10-1-1-97 | 22A10-1-1-122 | 22A10-1-1-8 | 22A10-1-1-37 | 22A10-1-1-57 | |
| 22A10-1-1-96 | 22A10-1-1-121 | 22A10-1-1-9 | 22A10-1-1-38 | 22A10-1-1-58 | |

EXHIBIT B

Legal Description

ALL that certain piece or parcel of land, with improvements thereon and appurtenances thereto appertaining, located in Cumberland District, New Kent County, Virginia, containing 530.000 acres, more or less, as more particularly shown on that certain plat entitled "Compiled Plat of Several Parcels of Land Cumberland District New Kent County, Virginia" prepared by Resource International, Ltd., dated November 21, 2005, a copy of which plat is attached to the deed recorded in the Clerk's Office of the Circuit Court of New Kent County, Virginia in Deed Book 458, page 345 (Plat Book 19, pages 45-46) and reference to which plat is hereby made for a more particular description of the property.

BK0551PG0794

#2493321 v1 025427.03078

INSTRUMENT #090002284
RECORDED IN THE CLERK'S OFFICE OF
NEW KENT COUNTY ON
JUNE 16, 2009 AT 12:22PM

KAREN A. BUTLER, CLERK
RECORDED BY: KSM