

BK 0475 PG 0683

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

O-08-06 (R)

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 26th day of June 2006:

Present	Vote
Stran L. Trout	Aye
W. R. Davis, Jr.	Aye
Mark E. Hill	Aye
James H. Burrell	Aye
David M. Sparks	Aye

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

**AN ORDINANCE TO APPROVE AN AMENDMENT TO
THE PUD ORDINANCE FOR THE FARMS OF NEW
KENT PLANNED UNIT DEVELOPMENT**

WHEREAS, New Kent Farms, LLC has requested amendment of Ordinance O-09-05 (R3) also known as and referred to as the "PUD Ordinance" for the Farms of New Kent Planned Unit Development; and

WHEREAS, said amendment is necessitated in order to successfully market the Community Development Authority (CDA) bonds for the Farms of New Kent Planned Unit Development; and

WHEREAS, said amendment to the PUD Ordinance 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 application was referred to the New Kent County Planning Commission in accordance with the County Code and established procedure: and

WHEREAS, the 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 recommendation to the Board of Supervisors; and

WHEREAS, the New Kent County Board of Supervisors has conducted a duly advertised public hearing and carefully considered the public input; and

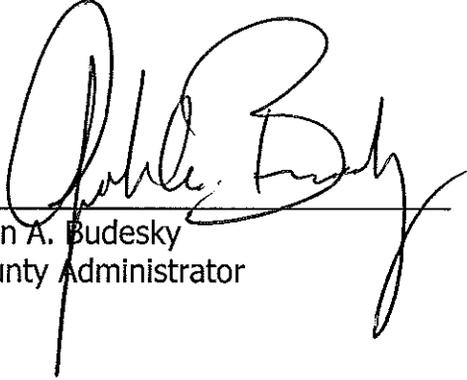
WHEREAS the New Kent County Board of Supervisors has found that the amendment as proposed is in the mutual best interests of the County and the applicant and addresses, protects, and promotes public convenience, necessity, general welfare and good zoning practices in the County;

NOW THEREFORE BE IT ORDAINED this, the 26th day of June 2006, by the New Kent County Board of Supervisors that the request by New Kent Farms, LLC be, and it is hereby, approved and Paragraph 6.c. of Ordinance O-09-05 (R3) is amended to read and provide as follows:

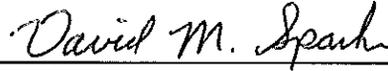
c. The applicant shall be entitled to an additional annual increment of residential development for each increment of 30,000 square feet of commercial space beyond the initial increment of 150,000 square feet that is physically occupied by tax-paying commercial and business concerns. In determining compliance with this section, "physically-occupied" shall mean that actual business operations are being conducted on a year-round basis by a business enterprise that owns the premises or has a binding lease on the premises that guarantees lease payments for a period of no less than thirty-six (36) months. In cases of conflict over this determination, the Commissioner of Revenue for New Kent County shall resolve the issue and his or her determination shall be binding. *Alternatively, the applicant may construct dwelling units in excess of the annual limits established in paragraph b. above by the payment of an additional fee as provided for in the Farms of New Kent Planned Unit Development Proffer Statement (Amendment No. 1) dated April 25, 2006. The foregoing sentence shall not apply to Land Bay IV.*

BE IT FURTHER ORDAINED that the Board accepts the Farms of New Kent Planned Unit Development Proffer Statement (Amendment No. 1) dated April 25, 2006 and voluntarily offered by the applicant.

BE IT FURTHER ORDAINED that the Board hereby directs the County Administrator 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



David M. Sparks
Chairman

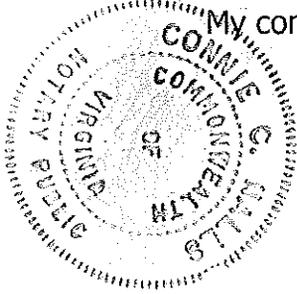
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COMMONWEALTH OF VIRGINIA

County of New Kent, to-wit:

Subscribed to before me, the undersigned Notary Public, in the aforesaid county within the Commonwealth of Virginia, on the 29th day of June, 2006.

My commission expires 5/31/08.



Connie C. Mills

Notary Public

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

Tax Parcel Nos.: See Exhibit B attached hereto

FARMS OF NEW KENT
PLANNED UNIT DEVELOPMENT
PROFFER STATEMENT
(Amendment No. 1)

CASE NO. PUD-03-06
0-08-06

These proffers (the "Proffers") are made as of this 25th day of April, 2006, 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 of 1,571.238 acres, more or less (the "Property"), in New Kent County, Virginia, as described in Exhibit A attached to these Proffers.

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").

R-3. The Owner has applied to amend the PUD Ordinance to modify the caps on the number of non-age-restricted permanent residences that may be constructed each year (the "PUD Application"). In consideration of the County's approval of the PUD Application, the Owner desires to pay an additional cash proffer.

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. Additional Cash Proffers.

- a. The Owner agrees to make cash payments to the County in the amount of \$2,500.00 per each non-age-restricted permanent year-round dwelling unit in excess of the number of non-age-restricted permanent year round dwelling units permitted pursuant to paragraphs (b) and (c) of Section 6 (Project Phasing) of the PUD Ordinance. Such cash payments shall be used by the County to construct public school facilities or such other items identified in the County's Capital Improvement Program as shall be deemed appropriate by the County Board of Supervisors in its sole discretion. The \$2,500.00 shall be paid at building permit application for each applicable residence.
- b. The \$2,500 cash proffer shall be paid in addition to all other cash proffers provided for in the Original Proffers. The additional cash proffers set out herein shall not apply to age-restricted units in Land Bay V, up to 40 affordable dwelling units in Land Bay III, up to 100 resort cottages in Land Bay I and the additional annual increment of residential development described in Section 6(c) of the PUD Ordinance
- 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 be adjusted in accordance with the Consumer Price Index for All Urban Consumers ("CPI-U") published by the United States Department of Labor, such that at the time contributions are paid, they shall be adjusted by the percentage change in the CPI from that date that is twenty-four (24) months after the approval of this PUD Application to the most recently available CPI to the date the contributions are paid, 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]

WITNESS the following signatures:

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

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Hanover, to-wit:

The foregoing instrument was acknowledged before me this 24th day of
April, 2006, 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.

My commission expires: August 31, 2006.



Stacey B. Gray
Notary Public

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NKP LB4 LLC, a
Virginia limited liability company

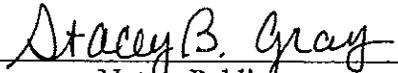
By: 
Name: David L. Peter
Title: Manager

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Hanover, to-wit:

The foregoing instrument was acknowledged before me this 24th day of April, 2006, by David L. Peter, as Manager of NKP LB4 LLC, a Virginia limited liability company, on behalf of the company.

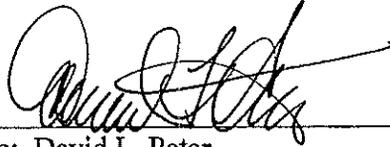
My commission expires: August 31, 2006.


Notary Public



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NKP LB5 LLC, a
Virginia limited liability company

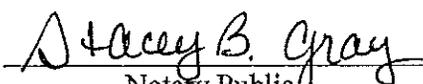
By: 
Name: David L. Peter
Title: Manager

COMMONWEALTH OF VIRGINIA

COUNTY/CITY OF Hanover, to-wit:

The foregoing instrument was acknowledged before me this 24th day of April, 2006, by David L. Peter, as Manager of NKP LB5 LLC, a Virginia limited liability company, on behalf of the company.

My commission expires: August 31, 2006.


Notary Public



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EXHIBIT A

Description of the Property

PARCEL I

Landbay I

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

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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 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 $4^{\circ}18'14''$ and being subtended by a chord which bears South $03^{\circ}23'08''$ West 614.10 feet; thence southerly along said curve, a distance of 614.24 feet; thence South $00^{\circ}46'00''$ 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 $63^{\circ}59'32''$ and being subtended by a chord which bears South $30^{\circ}20'53''$ West 876.61 feet; thence southerly and southwesterly along said curve, a distance of 923.89 feet; thence South $58^{\circ}33'30''$ 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 $18^{\circ}59'42''$ and being subtended by a chord which bears South $51^{\circ}12'25''$ West 377.24 feet; thence southwesterly along said curve, a distance of 378.97 feet; thence South $40^{\circ}22'39''$ 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 $19^{\circ}30'32''$; thence South $20^{\circ}52'07''$ 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 the following three parcels:

Parcel A

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 $02^{\circ}34'28''$ East 755.10 feet to a point and said point being the True Point of Beginning; thence South $76^{\circ}54'13''$ West, a distance of 123.96 feet; thence South $78^{\circ}58'36''$ West, a distance of 191.11 feet; thence South $78^{\circ}51'56''$ West, a distance of 156.26 feet; thence South $76^{\circ}15'16''$ West, a distance of 439.80 feet; thence North $05^{\circ}52'24''$ East, a distance of 391.00 feet; thence North $02^{\circ}56'14''$ West, a distance of 329.59 feet; thence North $03^{\circ}13'09''$ West, a distance of 170.15 feet; thence North $04^{\circ}06'51''$ East, a distance of 106.00 feet; thence North $17^{\circ}51'33''$ East, a distance of 144.96 feet; thence North $38^{\circ}45'09''$ East, a distance of 535.18 feet; thence North $48^{\circ}06'38''$ East, a distance of 262.80 feet; thence North $51^{\circ}49'44''$ East, a distance of 343.94 feet; thence North $62^{\circ}44'51''$ East, a distance of 82.15 feet; thence North $62^{\circ}44'51''$ East, a distance of 302.67 feet; thence North $43^{\circ}24'02''$ East, a distance of 294.36 feet; thence North $21^{\circ}03'20''$ East, a distance of 242.70 feet; thence North $07^{\circ}57'24''$ 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 $87^{\circ}49'22''$ East, a distance of 86.00 feet; thence North $64^{\circ}10'38''$ East, a distance of 620.37 feet; thence North $82^{\circ}18'15''$ West, a distance of 448.80 feet; thence North $51^{\circ}18'15''$ West, a distance of 435.60 feet; thence North $51^{\circ}18'15''$ West, a distance of 9.52 feet; thence North $38^{\circ}59'50''$ East, a distance of 35.50 feet; thence North $12^{\circ}01'04''$ East, a distance of 15.73 feet; thence South $90^{\circ}00'00''$ East, a distance of 391.68 feet; thence South $86^{\circ}49'16''$ East, a distance of 170.56 feet; thence South $72^{\circ}53'50''$ East, a distance of 111.74 feet; thence South $52^{\circ}52'59''$ East, a distance of 285.90 feet; thence South $18^{\circ}56'47''$ 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 $63^{\circ}29'57''$; a tangent of 123.76 feet and being subtended by a chord which bears South $31^{\circ}44'58''$ West 210.48 feet; thence along said curve, a distance of 221.65 feet; thence South $63^{\circ}29'57''$ West tangent to said curve, a distance of 50.90 feet; thence North $90^{\circ}00'00''$ West, a distance of 134.65 feet; thence South $04^{\circ}26'34''$ West, a distance of 309.66 feet; thence South $26^{\circ}25'10''$ East, a distance of 312.46 feet; thence South $08^{\circ}36'31''$ East, a distance of 337.91 feet; thence South $01^{\circ}55'19''$ East, a distance of 906.13 feet; thence South $50^{\circ}31'39''$ East, a distance of 46.45 feet; thence South $15^{\circ}31'27''$ East, a distance of 80.29 feet; thence South $00^{\circ}00'00''$ West, a distance of 64.35 feet; thence South $18^{\circ}26'06''$ West, a distance of 78.53 feet; thence South $42^{\circ}12'59''$ West, a distance of 270.57 feet; thence South $86^{\circ}46'22''$ West, a distance of 610.59 feet; thence South $09^{\circ}11'49''$ 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 $76^{\circ}54'32''$ West 57± feet to a point; thence, South $76^{\circ}54'31''$ 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.

Parcel B

Beginning at a point on the prescriptive right of way for State Route 609, Old Church Road; thence, North $70^{\circ}28'28''$ West 43.74 feet to the True Point of Beginning; thence North $70^{\circ}28'28''$ West, a distance of 43.74 feet to the beginning of a curve tangent to said line; thence, northwesterly a distance of 247.02 feet along the curve concave to the northeast, having a radius of 285.00 feet and a central angle of $49^{\circ}39'35''$, a chord of North $45^{\circ}38'41''$ West 239.36 feet, a tangent of 131.87 feet; thence North $20^{\circ}48'53''$ West tangent to said curve, a distance of 186.64 feet; thence South $79^{\circ}06'00''$ East, a distance of 87.55 feet; thence North $65^{\circ}13'11''$ East, a distance of 437.87 feet; thence South $21^{\circ}22'25''$ West, a distance of 562.04 feet to the Point of Beginning and containing 2.690 ACRES, more or less.

Parcel C

Beginning at a point on the prescriptive right of way for State Route 609, Old Church Road; thence North $70^{\circ}28'28''$ West, a distance of 106.35 feet to the beginning of a curve tangent to said line; thence, northwesterly a distance of 268.68 feet along the curve concave to the northeast, having a radius of 310.00 feet and a central angle of $49^{\circ}39'35''$; thence North $20^{\circ}48'53''$ West tangent to said curve, a distance of 371.16 feet to the beginning of a curve tangent to said line; thence northeasterly, a distance of 282.43 feet along the curve concave to the southeast, having a radius of 175.00 feet and a central angle of $92^{\circ}28'03''$; thence North $71^{\circ}39'10''$ East tangent to said curve, a distance of 24.77 feet; thence North $18^{\circ}20'50''$ West, a distance of 25.00 feet to the True Point of Beginning; thence North $18^{\circ}20'50''$ West, a distance of 371.11 feet; thence North $71^{\circ}39'10''$ East, a distance of 310.81 feet to the beginning of a curve concave to the northeast having a radius of 500.00 feet and a central angle of $23^{\circ}37'19''$ and being subtended by a chord which bears South $49^{\circ}33'41''$ East 204.68 feet;

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thence southeasterly along said curve, a distance of 206.14 feet, a tangent of 104.55 feet; thence South 22°51'42" West, a distance of 168.25 feet to the beginning of a curve tangent to said line; thence southwesterly a distance of 99.39 feet along the curve concave to the northwest, having a radius of 150.00 feet and a central angle of 37°57'55", a chord of South 41°50'40" West 97.58 feet, a tangent of 51.60 feet; thence South 60°49'37" West tangent to said curve, a distance of 6.15 feet to the beginning of a curve tangent to said line; thence southwesterly a distance of 29.44 feet along the curve concave to the north, having a radius of 35.00 feet and a central angle of 48°11'26", a chord of South 84°55'17" West 28.58 feet to a point of reverse curvature; thence southwesterly a distance of 64.27 feet along the arc of said curve concave to the southeast having a radius of 40.00 feet and a central angle of 92°03'31", a chord of South 62°59'16" West 57.58 feet, a tangent of 41.46 feet to a point of reverse curvature; thence southwesterly a distance of 29.67 feet along the arc of said curve concave to the northwest having a radius of 35.00 feet and a central angle of 48°34'14", a chord of South 41°14'39" West 28.79 feet, a tangent of 15.79 feet; thence South 65°31'47" West tangent to said curve, a distance of 21.27 feet to the beginning of a curve tangent to said line; thence southwesterly a distance of 16.03 feet along the curve concave to the north, having a radius of 150.00 feet and a central angle of 6°07'23", a chord of South 68°35'28" West 16.02 feet, a tangent of 8.02 feet; thence South 71°39'10" West tangent to said curve, a distance of 68.60 feet to the Point of Beginning and containing 2.830 ACRES, more or less.

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°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°57'12"; thence North 83°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°47'00" and being subtended by a chord which bears South 86°51'00" East 333.78 feet; thence easterly along said curve, a distance of 335.44 feet; thence South 76°57'30" East tangent to said curve, a distance of 828.53 feet; thence, leaving the right of way for Route 249, South 01°53'26" East, a distance of 901.62 feet; thence South 81°22'01" West, a distance of 1161.23 feet; thence North 85°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°15'01" East, a distance of 1107.09 feet; thence North 36°33'47" East, a distance of 85.76 feet to the Point of Beginning and containing 49.930 ACRES, more or less.

TOGETHER WITH the following parcel:

Beginning at the southwest intersection of State Route 249 and State Route 106; thence along the right of way of Route 106 South 11°12'50" West, a distance of 409.71 feet; thence leaving the right of way of Route 106 North 82°03'55" West, a distance of 750.90

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feet; thence North 79°54'10" West, a distance of 77.89 feet; thence North 86°41'31" West, a distance of 123.53 feet; thence North 24°33'01" East, a distance of 694.74 feet to the right of way line of Route 249; thence South 65°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°06'35" and being subtended by a chord which bears South 68°23'18" East 63.73 feet; thence southeasterly and easterly along said curve, a distance of 63.76 feet; thence South 18°33'25" West radial to said curve, a distance of 5.00 feet; thence South 55°24'28" East, a distance of 80.18 feet to the Point of Beginning and containing 11.028 ACRES, more or less.

ALSO TOGETHER WITH the following parcel:

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°25'13" West, a distance of 582.50 feet; thence South 06°23'56" East, a distance of 616.04 feet; thence North 46°48'09" West, a distance of 111.35 feet; thence North 32°16'33" West, a distance of 848.30 feet; thence North 32°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°23'49" East, a distance of 64.45 feet; thence South 70°14'21" East, a distance of 64.23 feet; thence South 65°20'00" East, a distance of 850.28 feet; thence South 56°13'45" East, a distance of 50.64 feet; thence South 74°26'15" East, a distance of 50.64 feet; thence South 56°13'45" East, a distance of 50.64 feet; thence South 67°03'32" East, a distance of 100.05 feet; thence South 69°12'51" East, a distance of 36.78 feet; thence South 66°02'40" East, a distance of 212.52 feet; thence South 61°57'55" East, a distance of 70.40 feet to the Point of Beginning. Containing 16.69 ACRES, more or less, and being more particularly shown on a Parcel and Zoning Map A by Resource International, Ltd., dated June 22, 2004.

PARCEL III

Landbay IV

Beginning at the northwest intersection of Interstate 64 and State Route 106; thence leaving the right of way line of Route 106, North 59°46'49" West, a distance of 1889.22 feet; thence South 32°49'38" West, a distance of 196.26 feet; thence South 42°38'48" West, a distance of 127.03 feet; thence South 36°35'28" West, a distance of 101.06 feet; thence South 49°50'38" West, a distance of 102.95 feet; thence South 61°45'01" West, a distance of 93.51 feet; thence South 53°42'41" West, a distance of 218.11 feet; thence South 67°24'27" West, a distance of 198.41 feet; thence North 60°47'32" West, a distance of 153.87 feet; thence North 04°55'52" East, a distance of 91.72 feet; thence North 00°59'19" East, a distance of 91.39 feet; thence North 13°48'27" West, a distance of 64.40 feet; thence North 6°02'09" West, a distance of 154.94 feet; thence North 12°59'41" West, a distance of 200.12 feet; thence North 25°16'40" West, a distance of 597.18 feet; thence North 19°17'24" West, a distance of 317.84 feet; thence North 30°27'56" West, a distance of 295.85 feet; thence North 08°07'48" West, a distance of 106.07 feet; thence North 08°07'48" East, a distance of 318.20 feet; thence North

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23°09'53" East, a distance of 228.47 feet; thence North 36°23'04" East, a distance of 354.01 feet; thence North 45°00'00" East, a distance of 84.85 feet; thence North 67°20'43" East, a distance of 229.58 feet; thence North 34°59'52" East, a distance of 258.27 feet; thence North 15°56'43" East, a distance of 69.25 feet; thence South 03°19'36" East, a distance of 159.12 feet; thence South 74°02'08" East, a distance of 677.53 feet; thence North 09°43'32" East, a distance of 1292.40 feet to the right of way line of Route 610; thence along the right of way line of Route 610, to a point of cusp on a curve concave to the north having a radius of 2894.79 feet and a central angle of 3°19'55" and being subtended by a chord which bears North 84°25'34" East 168.32 feet; thence easterly along said curve, a distance of 168.34 feet; thence North 82°45'37" East tangent to said curve, a distance of 1023.04 feet; to a point of cusp on a curve concave to the south having a radius of 2834.79 feet and a central angle of 12°22'23" and being subtended by a chord which bears North 89°20'01" East 610.98 feet; thence easterly along said curve, a distance of 612.17 feet; thence South 84°28'48" East tangent to said curve, a distance of 1261.92 feet; thence South 45°32'04" East, a distance of 26.87 feet to the southwest intersection of Route 610 and Route 106; thence along the right of way of Route 106 South 11°15'01" West, a distance of 258.15 feet; to the beginning of a curve concave to the east having a radius of 11489.16 feet and a central angle of 6°05'30" and being subtended by a chord which bears South 08°17'28" West 1220.93 feet; thence southerly along said curve, a distance of 1221.50 feet; thence South 05°14'43" West tangent to said curve, a distance of 538.96 feet; thence South 10°05'35" West, a distance of 108.39 feet; thence South 01°45'03" West, a distance of 150.28 feet; thence South 05°14'43" West, a distance of 420.74 feet to the beginning of a curve tangent to said line; thence southerly and southwesterly a distance of 1507.61 feet along the curve concave to the northwest, having a radius of 1879.86 feet and a central angle of 45°57'00"; thence South 58°04'12" West, a distance of 346.39 feet; thence South 51°26'50" West, a distance of 284.29 feet to the Point of Beginning and containing 340± ACRES, more or less and being more particularly shown on a Parcel and Zoning Map @ by Resource International, Ltd. dated June 22, 2004.

PARCEL IV

Landbay V

Beginning at the northeast intersection of Interstate 64 and State Route 106; thence along the right of way of Route 106 North 51°26'50" East, a distance of 429.21 feet; thence North 39°32'06" East, a distance of 194.83 feet; thence North 51°31'13" East, a distance of 142.71 feet to the beginning of a curve tangent to said line; thence northeasterly and northerly a distance of 1566.73 feet along the curve concave to the northwest, having a radius of 1939.86 feet and a central angle of 46°16'30"; thence North 05°14'43" East tangent to said curve, a distance of 659.74 feet; thence North 16°31'47" East, a distance of 62.20 feet; thence North 01°41'40" West, a distance of 100.74 feet; thence North 05°14'43" East, a distance of 25.00 feet; thence North 10°28'43" East, a distance of 100.42 feet; thence North 00°00'43" East, a distance of 100.42 feet; thence North 05°14'43" East, a distance of 171.96 feet to the beginning of a curve tangent to said line; thence northerly a distance of 252.38 feet along the curve concave to the east, having a

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radius of 11429.16 feet and a central angle of $1^{\circ}15'55''$; thence North $17^{\circ}10'01''$ East, a distance of 50.70 feet; thence North $01^{\circ}42'00''$ East, a distance of 100.13 feet to the beginning of a curve concave to the east having a radius of 11429.16 feet and a central angle of $4^{\circ}04'42''$ and being subtended by a chord which bears North $09^{\circ}17'59''$ East 813.37 feet; thence northerly along said curve, a distance of 813.54 feet; thence North $11^{\circ}15'01''$ East, a distance of 1328.95 feet; thence leaving the right of way line of Route 106 South $85^{\circ}43'06''$ East, a distance of 906.67 feet; thence North $04^{\circ}16'54''$ East, a distance of 293.00 feet; thence North $81^{\circ}22'01''$ East, a distance of 1161.23 feet; thence along a creek in an easterly direction 753; thence South $03^{\circ}51'48''$ East, a distance of 1198.14 feet; thence South $20^{\circ}06'02''$ East, a distance of 164.87 feet; thence South $35^{\circ}12'09''$ East, a distance of 156.17 feet; thence South $11^{\circ}56'22''$ East, a distance of 275.37 feet; thence South $03^{\circ}40'29''$ East, a distance of 288.87 feet; thence South $03^{\circ}42'15''$ East, a distance of 1993.23 feet; thence South $75^{\circ}26'56''$ West, a distance of 147.67 feet; thence South $50^{\circ}33'07''$ West, a distance of 119.86 feet; thence South $17^{\circ}28'01''$ West, a distance of 154.10 feet; thence South $35^{\circ}34'39''$ East, a distance of 101.78 feet; thence South $69^{\circ}15'14''$ East, a distance of 382.90 feet; thence South $42^{\circ}36'14''$ East, a distance of 276.41 feet; thence South $78^{\circ}36'12''$ East, a distance of 132.30 feet; thence South $64^{\circ}45'31''$ East, a distance of 179.95 feet; thence South $40^{\circ}34'53''$ East, a distance of 128.89 feet; thence South $22^{\circ}51'38''$ West, a distance of 324.15 feet; thence South $04^{\circ}51'57''$ East, a distance of 510.67 feet; thence South $10^{\circ}16'22''$ West, a distance of 219.45 feet; thence South $29^{\circ}39'33''$ West, a distance of 463.63 feet; thence South $12^{\circ}27'30''$ East, a distance of 492.83 feet; thence South $50^{\circ}54'22''$ East, a distance of 115.36 feet; thence South $15^{\circ}42'31''$ West, a distance of 186.01 feet; thence South $12^{\circ}17'03''$ East, a distance of 298.94 feet to the beginning of a curve concave to the north having a radius of 45730.61 feet and a central angle of $1^{\circ}48'26''$ and being subtended by a chord which bears North $79^{\circ}37'08''$ West 1442.43 feet; thence westerly along said curve, a distance of 1442.49 feet; thence North $76^{\circ}04'48''$ West, a distance of 304.49 feet; thence North $86^{\circ}41'06''$ West, a distance of 100.98 feet; thence North $78^{\circ}42'55''$ West, a distance of 3036.12 feet; thence North $11^{\circ}17'05''$ East, a distance of 147.58 feet; thence North $78^{\circ}42'55''$ West, a distance of 147.58 feet; thence South $11^{\circ}17'05''$ West, a distance of 147.58 feet; thence North $78^{\circ}42'55''$ West, a distance of 30.84 feet; thence North $62^{\circ}54'43''$ West, a distance of 259.12 feet; thence North $60^{\circ}59'29''$ West, a distance of 471.97 feet; thence North $03^{\circ}19'37''$ West, a distance of 110.23 feet to the Point of Beginning and containing 606± ACRES, more or less, and being more particularly shown on a Parcel and Zoning Map by Resource International, Ltd. dated June 22, 2004.

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INSTRUMENT #060002968
RECORDED IN THE CLERK'S OFFICE OF
NEW KENT COUNTY ON
JUNE 30, 2006 AT 02:47PM
KAREN A. BUTLER, CLERK

RECORDED BY: ADM

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EXHIBIT B

List of Tax Parcel Nos.

LAND BAY I

GPIN
SURVEY/PLAT)

TAX ID

ACREAGE (BY

L12-1302-3058	21-104	99.4±
L12-3516-3203	21-101	127±
M13-2271-0365	11-24	445±
L13-3432-2247	22-1	159.004
L13-1278-1107	22-2	170.597
M12-3437-1136	10-63	96±
		TOTAL: 1191±

LAND BAY III

K13-0030-4637	22-2C	16.4±
K13-1726-4204	22-2A	11.059
K13-3356-4098	22-11A	10.0
K13-3750-1456	22-11(PART)	36.229
		TOTAL: 46.229

LAND BAY IV

K12-2888-1030	21-92	29.263
K12-4019-0701	22-3	123.524
K13-1556-1403	22-3C	5.024
J13-0447-3910	22-4	60.99
J12-3617-3048	21-90	42.3±
J12-0648-4405	21-91(PART)	81±
		TOTAL: 343±

LAND BAY V

K13-3750-1456	22-11(PART)	300.233
J13-3207-2356	22-5	265±
J13-0839-1844	22-5B	35.361
		TOTAL: 600.594

GRAND TOTAL: 2,181±