

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

O-01-10 (R6)

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 March 2010:

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

Motion was made by Mr. Trout, which carried 3:2, to adopt the following ordinance:

**AN ORDINANCE TO APPROVE AMENDMENTS TO
THE FARMS OF NEW KENT PUD 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", as modified by Ordinance No. O-08-06(R) and Ordinance No. O-09-09; and

WHEREAS, New Kent Farms LLC has requested a third amendment of the PUD Ordinance; 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 and recommended approval of the application; and

WHEREAS, 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, will provide reasonable and appropriate flexibility within the PUD, and would address, protect, and promote public convenience, necessity, general welfare, and good zoning practices in the County;

NOW THEREFORE BE IT ORDAINED this the 8th day of March 2010 by the New Kent County Board of Supervisors that the amendments contained in Application PUD-02-09 be, and they are hereby, approved as follows:

A. The PUD Ordinance [Ordinance No. O-09-05(R3), as previously modified by Ordinance No. O-08-06(R) and Ordinance No. O-09-09] is amended as set forth below:

1. Under Paragraph 3, Permitted Uses, subparagraph 3.c.ii applying to Land Bay III is hereby amended, restated, and readopted as follows:

ii. A minimum of 40 affordable dwelling units shall be located in Land Bay III except to the extent such dwelling units are located in the commercial or multi-family components of Land Bay IV. The following minimum finished space requirements shall apply to the affordable dwelling units regardless of where they are located (i.e., in Land Bays III or IV):

(A) 20 or more units shall each have a minimum square footage of 1,050 square feet of finished space, excluding garage if any;

(B) A maximum of 10 units may have a minimum square footage of 950 square feet of finished space, excluding garage if any;

(C) A maximum of 10 units may have a minimum square footage of 850 square feet of finished space, excluding garage if any.

2. Under Paragraph 3, Permitted Uses, subparagraph 3.c.iii applying to Land Bay III is hereby amended, restated, and readopted as follows:

iii. *Farmers' Market with a minimum finished space square footage of 3,000 square feet. On a temporary basis, the farmer's market may be located in Land Bay IV or Land Bay V or a combination of both, provided however, that within eighteen (18) months of the issuance of the first building permit in Land Bay III, at least 3,000 square feet of finished space shall be located in Land Bay III for use as a Farmers' Market.*

3. Under Paragraph 3, Permitted Uses, subparagraph 3.d.i applying to Land Bay IV is hereby amended, restated, and readopted as follows:

- i. *A maximum of 450 dwelling units, as follows:*
 - a. *No more than 100 may be cluster, multi-family, single family attached or any arrangement other than single family detached units.*
 - b. *Of the 70 single family detached lots north of the main entrance road into the land bay and described nominally on the approved Area Plan for Land Bay IV as "60' Width", up to 17 may contain dwellings with a minimum of 1,500 square feet of finished space and up to 18 may contain dwellings with a minimum of 1,750 square feet of finished space. The remainder shall contain dwellings with a minimum square footage of 2,000 square feet of finished space.*
 - c. *Of the 117 single family detached lots north of the main entrance road into the land bay and described nominally on the approved Area Plan for Land Bay IV as "80' Width", up to 40 may contain dwellings with a minimum of 1,750 square feet of finished space and the remainder shall contain dwellings with a minimum square footage of 2,000 square feet of finished space.*
 - d. *Of the 84 single family detached lots south of the main entrance road into the land bay and described nominally on the approved Area Plan for Land Bay IV as 60' Width", up to 37 may contain dwellings with a minimum of 1,500 square feet of finished space and the remainder shall contain dwellings with a minimum square footage of 2,000 square feet of finished space.*
 - e. *All remaining single family detached lots shall contain dwelling units with a minimum square footage of 2,000 square feet of finished space.*
 - f. *All finished space calculations shall exclude garages.*

i. A maximum of 130 dwelling units each with a minimum square footage of 1,500 square feet of finished space which shall be provided in a mixture of single family detached, semi-attached, attached or multi-family dwellings

8. Under Paragraph 24, Recreational Standards, subparagraph 24.j is hereby amended, restated, and readopted as follows:

j. The recreational facilities in each Land Bay shall have been constructed, obtained final certificates of occupancy and either deeded to a property owners association or other appropriate entity or, with regard only to Land Bay I, a contract entered into for operation of the facilities by an appropriate entity prior to platting lots or receiving final plan approval as the case may be for more than fifty percent (50%) of the total number of permanent year-round occupancy residential units authorized in that Land Bay.

9. Under Paragraph 24, Recreational Standards, subparagraph 24.k is hereby amended, restated, and readopted as follows:

k. The clubhouses for Land Bay I, if applicable, and Land Bays IV, and V shall have been constructed, obtained final certificates of occupancy and either deeded to the property owners association or a contract entered into for operation of the facilities by an appropriate entity prior to platting lots or receiving final plan approval as the case may be for more than fifty percent (50%) of the total number of permanent year-round occupancy residential units authorized in that Land Bay. The requirement for a clubhouse in Land Bay I may be satisfied by membership or use rights extended to all residents of Land Bay I to the golf clubhouse and the inn and spa or either of them.

- B. It is understood and agreed 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.
- C. The Farms of New Kent Planned Unit Development Proffer Statement (Amendment No. 3) dated November 30, 2009 and voluntarily offered by the applicant is hereby accepted by the Board of Supervisors.
- D. Should any of the amendments contained herein result in a requirement to redesign any New Kent County public utility, the developer shall bear the full engineering, construction and maintenance of service costs for the redesign and its implementation.

E. Upon approval by the Board of Supervisors, the County Administrator be 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.

G. Cabell Lawton IV
County Administrator

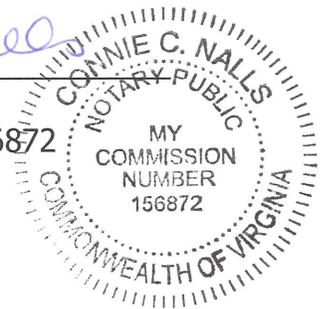
David M. Sparks
Chairman

STATE OF VIRGINIA
County of New Kent, to-wit:

Subscribed to before me, the undersigned Notary Public, by G. Cabell Lawton IV in New Kent County, Virginia, on the 10th day of March, 2010.

My commission expires 5/31/12.

Notary Public
Notary Registration No. 156872

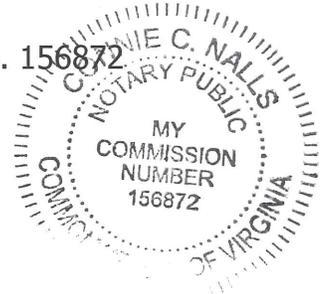


STATE OF VIRGINIA
County of New Kent, to-wit:

Subscribed to before me, the undersigned Notary Public, by David M. Sparks in New Kent County, Virginia, on the 11th day of March, 2010.

My commission expires 5/31/12.

Notary Public
Notary Registration No. 156872



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. 3)

CASE NO. O-01-10 (R6)

These proffers (the “Proffers”) are made as of this 30th day of November, 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 approximately 2,520 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) (as amended, 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”) and the Farms of New Kent Planned Unit Development Proffer Statement (Amendment No. 2) dated April 24, 2009, submitted with the PUD amendment entitled “An Ordinance to Approve Amendments to the Farms of New Kent PUD Ordinance and to the Proffers Associated with that Ordinance,” approved June 8, 2009, and recorded June 16, 2009 in the Clerk’s Office in Deed Book 551, page 767 (the “Second Amendment”) (the Original Proffers as modified by the First Amendment and Second Amendment are hereinafter collectively referred to as the “Proffers”).

R-3. The Owner has applied to amend the PUD Ordinance to allow affordable housing units in Land Bay IV, modify the residential square footage requirements in Land Bays IV and V, allow the Farmers’ Market to be located in Land Bays IV and V, provide greater flexible in

V, allow the Farmers' Market to be located in Land Bays IV and V, provide greater flexible in the distribution of densities among the various Land Bays, and avoid duplication of recreational facilities in Land Bay I (the "PUD Application").

R-4. In addition, the Owner desires to amend and restate Paragraph 1(b) of the First Amendment to exclude the \$2,500 cash proffer required under the Proffers for affordable dwelling units in all Land Bays.

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 previously submitted 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.

P R O F F E R S

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

1. Additional Cash Proffers.

* * *

b. The \$2,500 cash proffer shall be paid in addition to all other cash proffers provided for in the 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 any Land Bays, 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.

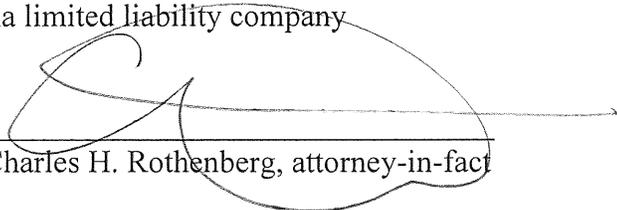
2. Severability. If any Proffer or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such Proffer or part thereof shall not invalidate any other Proffer contained herein.

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:

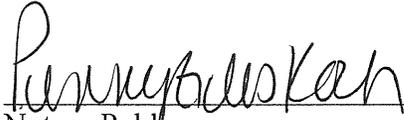
NEW KENT FARMS LLC, a
North Carolina limited liability company

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

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

The foregoing instrument was acknowledged before me this 30th day of November, 2009, by Charles H. Rothenberg, attorney-in-fact for New Kent Farms LLC, a North Carolina limited liability company, on behalf of the company.


Notary Public

Registration Number: _____

My Commission Expires: _____

[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]



BK0568P60491

NKP LB4 LLC, a
Virginia limited liability company

By:


Charles H. Rothenberg, attorney-in-fact

COMMONWEALTH OF VIRGINIA

CITY OF RICHMOND, to-wit:

The foregoing instrument was acknowledged before me this 30th day of November, 2009,
by Charles H. Rothenberg, attorney-in-fact for NKP LB4 LLC, a Virginia limited liability
company, on behalf of the company.



Notary Public

Registration Number: _____

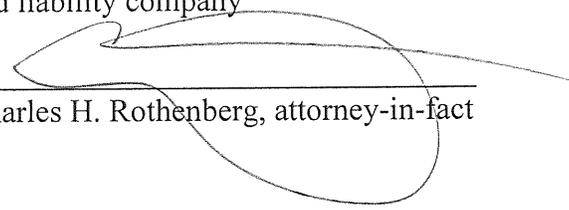
My Commission Expires: _____

[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]



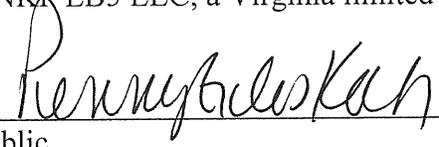
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NKP LB5 LLC, a
Virginia limited liability company

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

COMMONWEALTH OF VIRGINIA
CITY OF RICHMOND, to-wit:

The foregoing instrument was acknowledged before me this 30th day of November, 2009,
by Charles H. Rothenberg, attorney-in-fact for NKP LB5 LLC, a Virginia limited liability
company, on behalf of the company.


Notary Public

Registration Number: _____

My Commission Expires: _____

[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]



EXHIBIT A

List of Tax Parcel Nos.

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
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22A10-1-1-143	22A10-1-1-82	22A10-1-1-135	22A10-1-1-23	22A10-1-1-51
22A10-1-1-142	22A10-1-1-81	22A10-1-1-1	22A10-1-1-24	22A10-1-1-52
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

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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
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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

#2810458 v1 025427.03078

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

BK 0568 PG 0496

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:

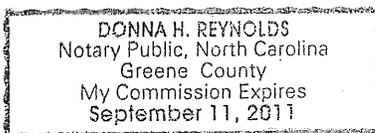
The foregoing instrument was acknowledged before me this 20 day of April,
2009, by Douglas E. Anderson, Executive Vice President of Boddie-Noell Enterprises, Inc., a
North Carolina corporation, as Manager of New Kent Farms LLC, a North Carolina limited
liability company, on behalf of the company.

Donna H Reynolds
Notary Public

Registration Number: 19962560028

My Commission Expires: 9/11/2011

[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]



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	

22A6-1-1-64

22A6-1-1-10

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Legal DescriptionParcel 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 $08^{\circ}05'02''$ 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 $16^{\circ}41'17''$; thence North $65^{\circ}20'06''$ West, a distance of 1373.46 feet; thence North $59^{\circ}37'22''$ West, a distance of 50.25 feet; thence North $65^{\circ}20'00''$ West, a distance of 30.00 feet; thence North $69^{\circ}25'08''$ West, a distance of 70.18 feet; thence North $65^{\circ}22'04''$ West, a distance of 212.50 feet; thence North $57^{\circ}34'30''$ West, a distance of 37.04 feet; thence North $65^{\circ}20'00''$ West, a distance of 100.00 feet; thence North $71^{\circ}02'38''$ West, a distance of 50.25 feet; thence North $65^{\circ}20'00''$ West, a distance of 600.00 feet; thence North $52^{\circ}48'16''$ West, a distance of 46.10 feet; thence North $65^{\circ}20'00''$ West, a distance of 55.00 feet; thence North $76^{\circ}38'36''$ West, a distance of 50.99 feet; thence North $65^{\circ}20'00''$ 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 $1^{\circ}45'57''$; thence North $65^{\circ}06'33''$ West, a distance of 87.37 feet; thence North $76^{\circ}03'31''$ 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 $7^{\circ}43'16''$ and being subtended by a chord which bears North $75^{\circ}02'22''$ West 260.57 feet; thence westerly along said curve, a distance of 260.76 feet; thence North $78^{\circ}54'00''$ 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 $9^{\circ}00'00''$; thence North $87^{\circ}54'00''$ West tangent to said curve, a distance of 693.22 feet; thence North $02^{\circ}06'00''$ East, a distance of 754.92 feet; thence South $76^{\circ}24'55''$ West, a distance of 123.36 feet; thence South $78^{\circ}25'30''$ West, a distance of 191.66 feet; thence South $78^{\circ}25'30''$ West, a distance of 155.94 feet; thence South $75^{\circ}46'20''$ West, a distance of 439.98 feet; thence North $05^{\circ}10'10''$ East, a distance of 391.00 feet; thence North $04^{\circ}09'50''$ West, a distance of 50.00 feet; thence North $04^{\circ}09'50''$ 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 $85^{\circ}20'26''$ East, a distance of 66.00 feet; thence North $63^{\circ}29'57''$ East, a distance of 597.46 feet; thence North $82^{\circ}20'26''$ West, a distance of 448.80 feet; thence North $51^{\circ}20'26''$ West, a distance of 435.60 feet to the stream centerline; thence along the stream center line a distance of 6123 feet; thence North $36^{\circ}39'59''$ East, a distance of 2799.80 feet to center line of State Route 606; thence along the said road South $22^{\circ}07'17''$ 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 $27^{\circ}41'08''$ and being subtended by a chord which bears South $34^{\circ}01'29''$ East 316.43 feet; thence southerly and southeasterly along said curve, a distance of 319.53 feet; thence South $51^{\circ}42'04''$ 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 $5^{\circ}07'40''$ and being subtended by a chord which bears South $47^{\circ}48'39''$ 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 $39^{\circ}27'52''$ 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 $14^{\circ}20'39''$; thence South $37^{\circ}01'12''$ 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 $14^{\circ}22'58''$ and being subtended by a chord which bears South $47^{\circ}59'24''$ 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 Talleyville 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

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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:

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 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.

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°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 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,

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.

#2497237 v2 025427.03078

BK0568PG0504

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

Attachment C to Ordinance 0-01-10

BK 0568 PG 0505
BK 0568 PG 0505

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]

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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: [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 LB4 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]

EXHIBIT A

BK0568PG0507

Tax Parcel Numbers

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.

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

Attachment D to Ordinance O-01-10(R6)

BK 0568PG0509

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

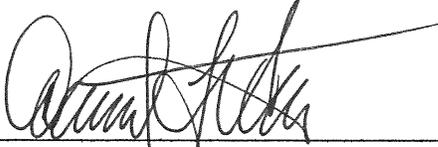
to act as my true and lawful attorney-in-fact for and in my name, place and stead with full power
and authority I would have if acting personally to seek rezoning, amendment to planned unit
development, a conditional use permit, special exception or change of conditions of my above
described property 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]

BK0568PG0510

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

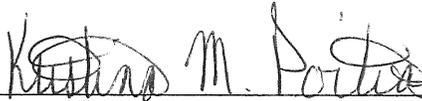
By: 
Name: David L. Peter
Title: Manager

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.


Notary Public

Registration Number: 7023860

My Commission Expires: 3/31/2010



[PHOTOGRAPHICALLY
REPRODUCIBLE
NOTARY STAMP]

EXHIBIT A

BK0568PG0511

Tax Parcel Numbers

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	

BK0568P60512

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.

#2493321 v1 025427.03078

INSTRUMENT #100000690
RECORDED IN THE CLERK'S OFFICE OF
NEW KENT COUNTY ON
MARCH 15, 2010 AT 03:55PM

KAREN A. BUTLER, CLERK
RECORDED BY: TMK