

000002 DEC 32 8

**DECLARATION OF AMENDED REZONING REQUEST
PROFFERS**

The Declarant, the County of Warren, Virginia, a political subdivision of the Commonwealth of Virginia, pursuant to Sections 15.2-2296, -2297, -2298 of the Code of Virginia, 1950, as amended, does hereby declare the attached Amended Rezoning Request Proffers of Green Grass, LLC, Shenandoah Magisterial District, on that 28.1789 +/- acres on the property (the "Property") of Four-L Corporation, in Shenandoah Magisterial District, generally described as Tax Map 31, Parcel 39, Tract D, to be the voluntary proffer in writing by the applicant, Green Grass, LLC, of reasonable conditions as part of the rezoning or amendment to the zoning map of the Property from Agricultural to Commercial ("C") such that development of the Property shall be done in conformity with the terms and conditions set forth in said Amended Rezoning Request Proffers, dated November 14, 2005.


The conditions proffered in said Amended Rezoning Request Proffers shall be binding upon heirs, executors, administrators, assigns and successors in interest of the applicant, Green Grass, LLC. The proffered conditions shall apply to the Property and run with the land as to the Property in additions to the other requirements set forth in the Warren County Code.

WARREN COUNTY, VIRGINIA
LAND RECORDS

000003 DEC 32 8

Witness the following signature:

COUNTY OF WARREN, VIRGINIA

By: 
Douglas P. Stanley, County Administrator

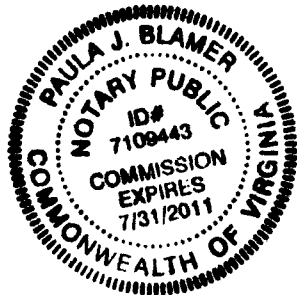
State of Virginia
County of Warren, to-wit:

I, the undersigned authority, a Notary Public in and for the State and County aforesaid, certify that **Douglas P. Stanley, County Administrator**, whose name is signed to the foregoing Declaration of Amended Rezoning Request Proffers, has this day personally appeared and acknowledged the same before me in my State and County aforesaid.

Given under my hand this 30th day of November, 2009.

My Commission Expires: 7-31-2011

My Notary Public Certificate #: 7109443




Notary Public

WARREN COUNTY, VIRGINIA
LAND RECORDS

000004 DEC 32 2
AMENDED REZONING REQUEST PROFFERS
November 14, 2005
File Number: R2005-03-01
GREEN GRASS, LLC

REZONING: Agricultural to Commercial ("C")

PROPERTY: Parcel located in Shenandoah
Magisterial District, known as Tax
Map 31, Parcel 39, Tract D, containing
28.1789 acres, more or less (the
"Property").

RECORD OWNER: Four-L Corporation

APPLICANT: Green Grass, LLC

I. EXPLANATION OF APPLICABILITY:

A. 1. The undersigned hereby proffer that the use and development of the subject property ("Property"), as described above, shall be in strict conformance with the following conditions, which shall supersede all other proffers that may have been made prior hereto. In the event the above referenced rezoning is not granted as applied for by Green Grass, LLC, the applicant ("Applicant"), these proffers shall be withdrawn and shall be null and void. If this application is denied by the Warren County Board of Supervisors (the "Board"), but in the event an appeal is for any reason thereafter remanded to the Board for reconsideration by a court of competent jurisdiction, then these proffers shall be deemed withdrawn unless the Applicant shall affirmatively readopt all or any portion hereof, in a writing specifically for that purpose.

2. The headings of the proffers set forth below have been prepared for convenience or reference only and shall not control or affect the meaning or be taken as an interpretation of any provision of the proffers. The improvements proffered herein shall be provided at the time of development of that portion of the Property to be served by the improvement or other proffered requirement, unless otherwise specified herein.

3. All land use plans, surveys, reports and similar documents submitted as part of the application by Applicant are for demonstrative purposes only and do not constitute any type of proffer by or on behalf of the Applicant or the owner of the Property.

B. The proffers set forth in these Amended Proffers shall supersede any other proffers made prior to these Amended Proffers.

WARREN COUNTY, VIRGINIA
LAND RECORDS

000005 DEC 32 8

II. PROFFERS:

A. The conditions proffered are as follows:

1. LAND USE

1.1 Development of the Property shall be developed in accordance with the regulations of the Commercial ("C") zoning district as are set forth in the Warren County Code or as may otherwise be approved by the Warren County Board of Supervisors in conformance therewith.

1.2 The following uses shall be prohibited in the above-referenced Property:

- A. Auction houses
- B. Bulk gasoline and petroleum storage
- C. Fairgrounds or racetrack
- D. Amusement Park
- E. Commercial Campground
- F. Auto Sales
- G. Commercial (repair) garage or wrecking service

In addition to the prohibited uses set forth above, Applicant hereby proffers that diesel fuel pumps designed to accommodate the needs of tractor-trailers shall not be placed on the Property.

1.3 Applicant shall comply with all local, state, and federal regulations applicable to the development of the Property, including those laws, statutes, and regulations pertaining to environmental quality and wetlands. Specifically, Applicant proffers the following:

A. A Central Water and Sewer system will be designed and constructed to minimum standards and specifications of the Commonwealth of Virginia and Warren County. The system will be owned and maintained by the property owners.

B. Prior to the submission of an initial site plan, the Applicant agrees to conduct a hydrogeologic test to demonstrate the long term well yield of the onsite groundwater well to be drilled onsite (the "Pump Test"). The Pump Test will include the advancement and installation of a single pumping well. Two observation wells will be drilled to monitor the effects of the drawdown during pumping. The installation of the observation wells will be a distance of no more than 50 feet, and 150 feet, respectively, from the pumping well. The location of the observation wells will be subject to the approval and agreement of the Warren County Administrator.

WARREN COUNTY, VIRGINIA
LAND RECORDS

000006 DEC 32 2

1. All aspects of the design, implementation and interpretation of the Pump Test will be performed in accordance with standard industry practices for conducting drawdown and recovery tests. The duration of the test will be no less than 72-hours of pumping. The duration of recovery will be function of the response of the aquifer. Continuous measurement of the drawdown and recovery (to within 95 % of the original pre-pumping static water levels) will be conducted in all three wells.

2. The Applicant will prepare a work plan for the drilling and testing of water supply wells for submittal and approval by the Warren County Administrator, such approval to not unreasonably be withheld. The work plan will describe the proposed location and orientation of the pumping and observation wells, the test protocols, proposed data collection and data reduction techniques. Additionally, the Applicant will produce a post Pump Test report for submittal and approval by the Warren County Administrator, such approval to not unreasonably be withheld. The report will present the data, data reduction, and interpretation of the data. Data interpretation will include, at a minimum, calculations for hydraulic conductivity, transmissivity, storage coefficient, and total sustained long term yield in gallons per minute.

3. Should an analysis of the data using a generally accepted objective standard agreed upon by the Applicant and the Warren County Administrator indicate that the groundwater supply is insufficient to meet the requirements of the project, or that withdrawal of sufficient groundwater supplies will result in likely impacts to off-site existing wells, the Applicant will submit an alternative water supply plan for review by the County, or reduce the scope of the project proportional to available ground water supply to the satisfaction of the Warren County Administrator, such satisfaction not to be unreasonably withheld.

4. Applicant agrees that water supply wells drilled subsequently to the first well will be subject to the requirements of this proffer.

5. The Applicant agrees to hire, at its own expense, an independent consultant acceptable to the County to review and interpret the monitoring results, work plans and any other Pump Test information submitted by the Applicant.

6. Applicant hereby proffers that the maximum Square Feet of Gross Floor Area permitted to be developed on the Property shall be the lesser of (a) Ninety Thousand (90,000) Square Feet of Gross Floor Area or (b) using the generally accepted objective standards and the Pump Test data described in this Paragraph 1.3(B), the maximum Square Feet of Gross Floor Area shown to be sustainable either by the ground water supply and/or by an alternative water supply plan approved by the Warren County Administrator.

C. In terms of the Supply Wells, and with the exception of conducting a Pump Test as set forth above, the well operation shall be monitored and the water withdrawal of each well shall not be more than 20 hours in every 24-hour period and shall be adjusted, including cessation, if it is proven, to the reasonable satisfaction of the Warren County Administrator based upon verifiable data provided to him, that a material threat to the water supply of residential properties within 2,000 feet of the withdrawal well(s) exists and substantially results from the development of the Property as contemplated herein. The

WARREN COUNTY, VIRGINIA
LAND RECORDS

000007 DEC 32 8

maximum potable water rates, and calendar day potable water uses will be monitored by appropriate flow metering techniques.

D. In terms of Stormwater/Flooding, Best Management Practices will be used as required by the Virginia Stormwater Management Handbook, First Edition 1999 ("The Blue Book")

E. Water quality will comply with 40 CFR 112 for Spill Prevention, Control and Countermeasures (SPCC).

F. Vehicular access to the treatment plant and supply wells will be provided onsite via one (1) or more service aisles rather than directly from Route 55.

2. ARCHITECTURAL/BUILDING MATERIALS

2.1. Materials used for the facades of the buildings may include but not be limited to concrete masonry units (CMU), brick, architectural block, wood siding, metal, fluted block, tile, concrete tile, dryvit or other simulated stucco (EFIS), real or simulated wood and/or glass.

2.2 Applicant proffers that all building facades on the Property shall be compatible in architectural style, materials, colors, and details.

2.3 Applicant proffers that in the event there is a gasoline service station developed onsite, then the fuel storage tanks and appurtenances shall be installed in accordance with the standards of the National Fire Protection Association and the Virginia Uniform Statewide Building Code; further, such development and operation thereof will be performed under strict observation and compliance with 40 CFR 112 for Spill Prevention Control and Countermeasures.

3. RESERVED

4. RESERVED

5. LANDSCAPING, GRADING, AND EROSION AND SILTATION CONTROL

5.1 The Applicant shall comply with the landscaping, grading, and erosion and siltation control requirements of the Warren County Code and Virginia erosion and sediment control law.

000008 DEC 32 8

6. BUSINESS IDENTIFICATION SIGNS

6.1 The Applicant hereby proffers that, for that portion of the subject property to be rezoned to the Commercial C District, all business identification signs will conform to a comprehensive signage program to be approved by the Applicant and shall be in compliance with the applicable provisions of the Warren County Code, as amended.

7. PUBLIC USE DEDICATION

7.1 The Applicant shall identify a portion of land within the Property mutually agreeable to the County of Warren and the Applicant and shall dedicate it to the County of Warren for use as a public park. The minimum size of such portion of land for public park purposes shall be sufficient to allow for a "tot lot" as such term is customarily defined. Provided, however, that such dedication of public park land shall take place only upon (i) the final approval of Applicant's subdivision application by the County of Warren and (ii) recordation of such finally approved subdivision plat among the land records of the Warren County Circuit Court Clerk's Office.

8. TRANSPORTATION

8.1 Road Improvements, Generally: At the time of initial site plan approval, Applicant proffers to dedicate and improve, as defined in Section 8.2, for state road purposes a portion of the land along the entire length of the frontage of the Property (approximately 0.4 mile) in the North side of Route 55 in order to fulfill compliance for one half of the planned width of 110 feet for an arterial highway right-of-way in the Highway Corridor Overlay District as defined in the Warren County Code.

8.2 Dedications, Construction of Improvements, Traffic Impact Assessment, Cash Proffers, and Specific Conditions.

8.2.1 Dedication. Under Section 8.2 above, the dedication shall be to a depth of fifty-five feet (55'), as may be adjusted for the aforesaid signal placement, and measured from the centerline of the existing pavement to the edge of the right-of-way. In addition, as specified further below, Applicant shall improve the roadway by widening the pavement to a modified urban standard highway section.

8.2.2 Construction of Improvements. Applicant proffers that the highway improvements shall be accomplished in conjunction with a revised Traffic Impact Assessment to VDOT and with all necessary and reasonable exceptions and/or waivers from minimum front and rear yard building and parking setback requirements in the Highway Corridor Overlay District for all lots created hereunder in the C District at the time of initial site development and formal subdivision, giving due consideration to the disproportionate length of frontage of the Property and the depth of right-of-way dedicated, relative to the Property's shallow and irregular depth. :

8.2.2.1 Construction of Route 55. Applicant proffers to construct at the

000009 DEC 32 8

time of site development under one or more site plans the widening of Route 55 along the entire frontage of the Property to approximately 43 feet from existing centerline of pavement to face of curb, providing therewith two (2) full westbound lanes including a 16-foot-wide painted median with a twelve-foot left-turning lane with appropriate tapers and transitions as necessary and sufficient to serve each of up to three site entrances, said widening and painted median to be installed in accordance with current construction and geometric standards of the Virginia Department of Transportation (VDOT):

8.2.2.2 Construction of Up to Three (3) Entrances. Applicant proffers at the time of site development to construct at Applicant's expenses under one or more site plans up to three (3) entrances to the Property plus an inter-parcel entrance for the wastewater treatment plant.. Applicant proffers that no entrance shall be constructed onto the Property nearer than eight hundred feet (800') from the intersection of Route 55 and Route 79 and at least one of the three entrances shall have signalization and the number of signalizations shall be as required by the TIA (Sec. 8.2.3). Applicant also proffers to construct onsite signalization as an intersecting street, which may be dedicated as a public right-of-way, and with appropriate signal devices and programming at such time as may be warranted by VDOT;

8.2.3 Proffer for Traffic Impact Study. Applicant proffers that Applicant will cause to be prepared, at its sole expense, a revised Traffic Impact Study (TIA) for the Property based upon the final site plans. The Study shall include the off-ramps from I-66, and the intersections of (i) Routes 55 and 647 (known as Dismal Hollow Road) and (ii) Routes 55 and 79. The revised TIA described in this Paragraph shall be submitted along with Applicant's initial site plan for commercial retail development on the Property.

8.2.4 Proffer for Cash Contribution. Applicant hereby agrees to make a cash proffer in the amount of Fifty Cents (\$ 0.50) per Square Foot of Gross Floor Area approved by the Board with this application (the "pro-rata basis"), payable in two equal payments to the Commonwealth of Virginia to be used for the purpose of improving the adjacent intersection of the I-66 interchange and Virginia State Route 79. Such cash proffer shall be paid as follows: fifty percent of the total cash contribution amount shall be paid at the time when the approval of all development plans are received. For example, if the Warren County Board of Supervisors approves a redistricting for 180,000 square feet of floor space with this Rezoning Application, then at the time of issuance of the said permit the Applicant's payment shall be \$45,000.00 (= 180,000 SFGFA x \$0.50 per SFGFA) x 50 % . The second payment of the proffered cash contribution shall be due and payable upon the release of Applicant's final construction bond for the road improvements to Route 55 and for the public services improvements.

8.2.5 Proffer on Condition of Limited Jurisdiction. In addition to any other conditions imposed upon Applicant's proffers set forth in this Section 8, Applicant's duties, obligations, and responsibilities set forth in this Section 8 are expressly conditioned upon written confirmation by VDOT that neither the Property nor any of the improvements to Route 55 proffered by Applicant herein are subject to the jurisdiction of the Federal Highway Administration.

000010 DEC 32 8

9. COMPLIANCE WITH LAWS

9.1 The Applicant hereby agrees that these proffers submitted with this Application shall comply with all applicable local, state, and federal laws and regulations.

SIGNATURE ON FOLLOWING PAGE

WARREN COUNTY, VIRGINIA
LAND RECORDS

000011 DEC 32 8

Respectfully Submitted,

GREEN GRASS, LLC, APPLICANT

By: V. Thanh Nguyen
V. Thanh Nguyen

Manager

STATE OF VIRGINIA
COUNTY OF Warren, TO WIT:

The foregoing instrument was acknowledged before me this 15th day of November
2005 by V. Thanh Nguyen, Manager of Green Grass, LLC.

[Signature]

NOTARY PUBLIC

My commission expires: 12-31-07



WARREN COUNTY, VIRGINIA
LAND RECORDS

000012 DEC 32 8

FOUR-L CORPORATION, LANDOWNER

By:

P. Owen Lanier, Jr.
President
Authorized Agent

STATE OF VIRGINIA
COUNTY OF Goochland, TO WIT:

The foregoing instrument was acknowledged before me this 17th day of November
2005 by P. Owen Lanier, Jr. Authorized Agent for Four-L Corporation.

Helen Main Smith

NOTARY PUBLIC

My commission expires: Sept. 30, 2006.

INSTRUMENT #090006955
RECORDED IN THE CLERK'S OFFICE OF
WARREN COUNTY ON
DECEMBER 2, 2009 AT 09:48AM

JENNIFER R. SIMS, CLERK
RECORDED BY: CGH

[Signature]



OFFICIAL RECEIPT
WARREN COUNTY CIRCUIT
1 EAST MAIN STREET
FRONT ROYAL, VA 22630
540-635-2435

DEED RECEIPT

DATE: 12/02/09 TIME: 09:48:25 ACCOUNT: 187CLR090006955 RECEIPT: 09000013404
CASHIER: CGH REG: WK35 TYPE: DEC PAYMENT: FULL PAYMENT
INSTRUMENT : 090006955 BOOK: PAGE: RECORDED: 12/02/09 AT 09:48
GRANTOR: WARREN COUNTY EX: N LOC: CO
GRANTEE: GREEN GRASS LLC EX: N PCT: 100%

AND ADDRESS :

RECEIVED OF : COUNTY OF WARREN

CHECK: \$30.00 235952

DESCRIPTION 1:

2:

CONSIDERATION:

.00 A/VAL:

.00 MAP:

PIN:

301 DEEDS

28.50 145 VSLF

1.50

PAGES: 11 O/P 0

NAMES: 0

TENDERED : 30.00

AMOUNT PAID: 30.00

CHANGE AMT : .00

CLERK OF COURT: JENNIFER R. SIMS

PAYOR'S COPY
RECEIPT COPY 1 OF 2