

9. Road Construction, Common Area improvements and utility installation will be completed within two (2) years after the commencement of construction.

10. There shall be a dry hydrant installed at the common area adjacent to Lake Anna to facilitate fire protection.

VA Timberline, LLC (Applicant)

by /s/Daniel P. Girouard
Authorized Signatory

Lake Anna Land Trust (Owner)

All non-water lot owners shall have access to Lake Anna via a common area and common boat ramp to be located within the portion of the development which is within Orange County, as the same is generally shown on page 8 of the GDP.

5. Storm water management for the proposed development shall be accomplished by means of BMP's located at strategic areas as needed to control storm water run-off from high impervious areas. The storm water management or BMP's shall comply with the provisions of the Chesapeake Bay Preservation Act and the local ordinances adopted pursuant thereto. Erosion and sediment control for the roads within the subdivision shall be accomplished using standard measures as found in the Virginia Erosion and Sediment Control Handbook.

6. With respect to the existing boat ramp and pier located on the east side of State Route 522, and in response to the opposition of the public to the reopening of said boat ramp and pier, Applicant shall remove the existing ramp and pier located upon the "boat ramp area" and otherwise provide reasonable barricades to prevent access to said area by motor vehicles. Such removal and barricading shall be completed no later than 12 months following the date of approval of rezoning.

7. Applicant agrees to provide upon proposed Lot 1, shown on the GDP, a 15' conservation area, adjacent to, and to the development side of, the public utility easement reserved across Lot 1 along State Route 522. No live trees or vegetation shall be removed from within said conservation area.

Applicant further agrees that within the Common Area located at the entrance of the development from State Route 522, as said Common Area is shown on the GDP, to provide Transitional Screening 1 along the boundary line of said Common Area, adjacent to the lands of Goodwin (boundary line closest to State Route 522).

8. Recognizing the need for additional public facilities to serve the area of the County wherein the project is located, and in particular the identified need for additional Fire and Rescue facilities, the Applicant makes the following Public Facility Impact Proffer, which monies herein described are for the purposes of Fire & Rescue, Library, Schools and Transportation, the specific projects for which said monies may be used to be determined by the Board of Supervisors:

There shall be paid to Spotsylvania County \$307,944.00 as follows:

\$6,552.00 per lot (dwelling) (\$307,944/47), the per lot fee for any individual lot to be paid with regard to said lot prior to the issuance of a building permit for the dwelling upon said lot for which the building permit is sought, and which calculations are based upon the following:

Fire & Rescue	\$663.00
Library	\$10,608.00
Parks & Rec.	\$ 0.00*
Schools	\$249,600.00
Transportation	\$47,073.00

*Applicant has agreed to forego use of existing boat ramp and pier and to construct new boat ramp and pier area to serve the proposed development.

Rezoning Application
Applicant: VA Timberline, LLC
Owner: Lake Anna Land Trust
Tax Map: 53-A-9
Date: June 7, 2002
Case No. R2001-07

FIFTH REVISED
PROFFER STATEMENT

The use and development of the Property to be rezoned PRR-4 shall be in strict accordance with the hereinafter proffered conditions.

Land Uses.

1. The property shall be subdivided for residential use only (single family detached dwellings and typical accessory uses related thereto).
2. The subdivision to be developed upon the property shall not exceed forty seven (47) lots*, and the development of the property shall be in general accordance with the Preliminary Subdivision of Haskell Landing for VA Timberline, LLC, prepared by Kevin A. Merkey, Berkley Howell & Assoc., P.C., dated July 9, 2001, revised October 17, and revised January 16, 2002, revised February 12, 2002, and revised April 2, 2002, (hereinafter "GDP") and submitted as part of the rezoning application, allowing for such reconfiguration of any lots or other areas within the development necessary to obtain subdivision plat approval from the appropriate authorities of Spotsylvania County, Virginia. The proposed right turn lane and proposed left turn lane, along State Route 522, as shown on the GDP, shall be constructed prior to the issuance of the first building permit within the development.

*A portion of the tract of land owned by the applicant is located in Orange County, Virginia, and application has or will be made to Orange County for development of the portion of the lands in Orange County as a 4 lot development by right.

3. The property shall not be used for any of the following purposes:

Special Uses:

- a) Bed and breakfast
- b) camp, recreation trailer camp, summer camp;
- c) civic, social or fraternal facilities
- d) Marinas, docks & boating facilities, commercial**
- e) places of worship
- f) keeping of horses

**Nothing herein shall be deemed to prevent the installation, construction and use of a common area to serve the subdivision lot owners and including boat ramps and boat docks, nor to prevent an individual lake front lot owner from construction of boat docks, ramps and other similar facilities to serve the lot owner, his family and guests.

4. There will be restrictive covenants established that: (a) restrict the use of the common areas to Haskell Landing Lot owners and their invitees only, and (b) that allow for one (1) parking space per off-water lot owner to use at the boat docks with a possible additional spaces in reserve, all other parking (i.e., boat trailers, invitee vehicles) will be on the individual's lot.