

Tax Map No.'s #468-14-00-001, #468-07-00-A, #468-04-10-015, #468-04-10-001, #468-04-01-015, #469-02-00-009, #469-0A-00-012, #468-04-19-001, #468-04-10-019, #468-04-10-027, #468-06-00-C, and #468-0A-00-015

Prepared by and return to:  
Timothy O. Trant II, Esq. (VSB#48845)  
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Williamsburg, VA 23188

## PROFFERS

THESE PROFFERS are made this day of \_\_\_\_\_, 202\_\_ by **BLUEGREEN VACATIONS UNLIMITED, INC.**, a Florida corporation (together with its successors in title, the "Owner"), and **PLATINUM MANAGEMENT, LLC**, a Virginia limited liability company ("Developer"), each to be indexed as Grantors in the City of Williamsburg land records and the **CITY OF WILLIAMSBURG**, a Virginia municipal corporation ("City"), to be indexed as Grantee in the City of Williamsburg land records.

## RECITALS

A. Owner is the owner of those certain tracts or parcels of land located in the City of Williamsburg, Virginia, consisting of Tax Map #468-14-00-001, #468-07-00-A, #468-04-10-015, #468-04-10-001, #468-04-01-015, #469-02-00-009, #469-0A-00-012, #468-04-19-001, #468-04-10-019, #468-04-10-027, #468-06-00-C, and #468-0A-00-015 with addresses of 115, 135, 259, 275, 301, 331, 391 Penniman Road and 220, 221, 271, 273, 275 Broadway Avenue, Williamsburg, Virginia and being more particularly described on Exhibit A attached hereto (the "Property"). Developer is the contract purchaser of the Property. The Property is now zoned B-2, Corridor Business.

B. Owner and Developer have applied to rezone the Property from B-2 to RM-2, with Proffers.

C. Owner and Developer desire to offer to the City certain conditions on the development of the Property not generally applicable to land zoned RM-2.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and Article II, Division 4 of the City Zoning Ordinance, Owner agrees that or its successors in title, as the case may be, shall meet and comply with all of the following conditions in developing the Property. If the requested rezoning is not granted by the City, these Proffers shall be null and void.

## CONDITIONS

1. Master Plan. The Property shall be developed generally in accordance with that certain conceptual site plan entitled "Penniman Road Apartments", dated November 29, 2022, prepared by AES Consulting Engineers (the "Master Plan"). The Master Plan may be modified from time to time by the owner of the Property; provided the City or its duly authorized designee determines that such modifications do not alter the basic concept or character of the original Master Plan.

Notwithstanding the foregoing, the Master Plan shall be expressly subject to such changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over such development.

2. Design. The buildings constructed on the Property shall be generally in accordance with those certain architectural elevations entitled "Penniman Road/Williamsburg An Apartment Community by Waitzer Properties", dated \_\_\_\_\_, prepared by Poole & Poole Architecture and Platinum Management, LLC (the "Elevations"). The Elevations may be modified from time to time by the owner of the Property; provided the City or its duly authorized designee determines that such modifications do not alter the basic concept or character of the original Elevations. Notwithstanding the foregoing, the Elevations shall be expressly subject to such changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over such development.

3. Density. The Property shall not contain more than 235 residential dwelling units (each a "Unit").

4. Affordable Housing. The Owner make a one-time contribution to the City in the amount of \$1,500.00 per Unit constructed on the Property. Such contributions shall be paid on a per Unit basis at the time of issuance of a certificate of occupancy, and shall be used by the City for addressing housing affordability within the City.

The City of Williamsburg joins herein to and does hereby confirm its acceptance of these proffers as part of the rezoning of the subject Property from B-2 to RM-2.

[Signature page to the Proffers]

WITNESS the following signatures.

**BLUEGREEN VACATIONS UNLIMITED, INC.,**  
a Florida corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF \_\_\_\_\_  
CITY/COUNTY OF \_\_\_\_\_, to wit:

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 202\_\_ by \_\_\_\_\_ as \_\_\_\_\_ of BLUEGREEN VACATIONS UNLIMITED, INC., a Florida corporation.

\_\_\_\_\_  
Notary Public [Affix Notarial Stamp]

My Commission Expires: \_\_\_\_\_  
Notary Registration No.: \_\_\_\_\_

[Signature page to the Proffers]

**PLATINUM MANAGEMENT, LLC,**  
a Virginia limited liability company

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

STATE OF \_\_\_\_\_  
CITY/COUNTY OF \_\_\_\_\_, to wit:

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 202\_\_ by \_\_\_\_\_ as \_\_\_\_\_ of Platinum Management, LLC, a Virginia limited liability company.

\_\_\_\_\_  
Notary Public [Affix Notarial Stamp]

My Commission Expires: \_\_\_\_\_  
Notary Registration No.: \_\_\_\_\_

[Signature page to the Proffers]

**CITY OF WILLIAMSBURG, VIRGINIA**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

STATE OF \_\_\_\_\_

CITY/COUNTY OF \_\_\_\_\_, to wit:

The foregoing instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 202\_\_ by \_\_\_\_\_ as City Manager of The City of Williamsburg, on its behalf.

\_\_\_\_\_  
Notary Public [Affix Notarial Stamp]

My Commission Expires: \_\_\_\_\_

Notary Registration No.: \_\_\_\_\_

EXHIBIT A

#468-14-00-001  
115 Penniman Road

#468-07-00-A  
135 Penniman Road

#468-04-10-015  
259 Penniman Road

#468-04-10-001  
275 Penniman Road

#468-04-01-015  
301 Penniman Road

#469-02-00-009  
331 Penniman Road

#469-0A-00-012  
391 Penniman Road

#468-04-19-001  
220 Broadway Avenue

#468-04-10-019  
221 Broadway Avenue

#468-04-10-027  
271 Broadway Avenue

#468-06-00-C  
273 Broadway Avenue

#468-0A-00-015  
275 Broadway Avenue