

OCT 7 2016

PROFFERS

Planning Division

These Proffers are made this ____ day of _____, 2016 by and among: VIRGINIA HEALTH SERVICES, INC., a Virginia corporation, (to be indexed as Grantor); County of York, Virginia, a political subdivision of the Commonwealth of Virginia ("County") (to be indexed as Grantee).

Recitals:

R-1. Virginia Health Services, Inc., a Virginia corporation ("Owner"), is the owner of record of certain real property located in York County, Virginia, shown and depicted on Exhibit A, consisting of a nursing convalescent and rehabilitation center, all as shown on the attached Site Plan entitled "VHS York Assisted Living Facility" dated October 7, 2016, made by Timmons Group, attached hereto and made a part hereof.

R-2. The Owner has filed an application for Rezoning (hereinafter referred to as the "Application") of a portion of the property (the "Subject Property"), and has consented to the Application as evidenced by its duly authorized signature. The Application has been designated by the County as Case No. _____.

R-3. In the Application, Owner has requested that the Zoning Classification of the subject property be changed from R-20 to GB, with Proffers, as described in Section 24.1-361.1 et seq. of the York County Zoning Ordinance in effect on the date hereof in order to permit the construction of an assisted living apartment complex.

R-4. A site plan (Exhibit E) entitled "VHS York Assisted Living Facility", dated October 7, 2016, and prepared by Timmons Group (hereinafter referred to as the "Plan"), has been submitted to the York County Planning Commission for review in connection with the Application. The Plan is on file with the Office of the County Planning Division.

R-5. The provisions of the York County Zoning Ordinance may be deemed inadequate for protecting and enhancing orderly development of the property. Accordingly, the Owner, in furtherance of the Application, desires to proffer certain conditions which are limited solely to those set forth herein in addition to the regulations provided for by the York County Zoning Ordinance for the protection and enhancement of the development of the Subject Property, in accordance with the provisions of Section 15.2-2296, et seq. of the Code of Virginia (1950), as amended (hereinafter referred to as the "Virginia Code") and Section 24.1-361 of the York County Zoning Ordinance.

R-6. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

R-7. All capitalized terms used herein but not otherwise defined in these Proffers shall have the meaning ascribed hereto in the Residential Design Guidelines.

Furthermore, for and in consideration of the approval by York County of the Application, and pursuant to the Virginia Code and Section 24.1-361 of the York County Zoning Ordinance, the Owner hereby agrees that if the Application is approved and the York County Board of

Supervisors allows the rezoning of the Subject Property from R-20 to GB, then any subsequent development of the Subject Property shall be in conformance with the following Proffers, and the Architectural Elevations submitted to York County.

Proffers

1. Plan of Development. The Subject Property shall be developed generally in accordance with the Plan entitled "Site Plan Conceptual Layout" and in substantial conformance with the Plans, which include the "Landscape Plan", Building Architectural Elevations", "Sign Elevations", (hereinafter referred to as the "Project"). The Plan is a conceptual plan for the proposed development of the Subject Property and provides for the general location of buildings, parking, and buffer areas. Any deviations from the Plan and/or the Plans shall be allowed only in accordance with the provisions of Section 24.1-361.1 of the York County Zoning Ordinance.
2. Use. The use of the Subject Property will be limited to an assisted living facility consisting of one 3 story building with a maximum of 40 apartment units.
3. Exterior Building Materials. The exterior facade of buildings constructed on the Subject Property shall be constructed of brick and glass and other materials in accordance with the Plan.
4. Parking Requirements. Parking will meet the County requirements.
5. Successors and Assigns. These Proffers shall run with the title to the Subject Property and shall be binding on the parties hereto and their respective successors and assigns; provided, however once a party ceases to own any all or any portion of the Subject Property, such party shall have no personal liability hereunder.
6. Severability. In the event that any clause, sentence, paragraph, subparagraph, section or subsection of these Proffers shall be judged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or the United States, or if the application thereof to any owner of any portion of the Subject Property or to any government agency is held invalid, such judgment or holding shall be confined to its operation to the clause, sentence, paragraph, subparagraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, subparagraph, section, subsection or provision hereof.
7. Headings. All paragraph and subparagraph headings of the Proffers herein are for convenience only and are not a part of these Proffers.
8. Conflicts. In the event that there is any conflict between these Proffers and the York County Zoning Ordinance, the conflict shall be resolved by the York County Zoning Administrator subject to the appeal process to the Board of Zoning Appeals and the Courts as otherwise provided by law.
9. Void if Application Not Approved. In the event that the Application" is not approved by York County, these Proffers, the Master Plan, the Plans, and the Project shall be null and void.

10. Incorporation of Recitals. The Recitals set forth above shall be included and read as part of these Proffers and are incorporated herein by reference.

VIRGINIA HEALTH SERVICES, INC.

By  _____
Alfred L. Shrieves, Vice-President

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