

SUPPLEMENTAL DECLARATION

PHASE 3-A. REDFIELDS

THIS SUPPLEMENTAL DECLARATION is entered into this 5th day of February, 1997, by REDFIELDS DEVELOPMENT CORPORATION, owner of Lots 1 through 14 and 17 through 26 in the below-described Phase 3-A of Redfields, and CRAIG BUILDERS, a division of CRAIG ENTERPRISES, INC., owner of Lots 15, 16, 27 and 28 in the said Phase 3-A of Redfields, and supplements the Declaration dated February 21, 1991, of record in the Clerk's Office of the Circuit Court of Albemarle County, Virginia, in Deed Book 1140, page 707 (the "Declaration").

There is hereby imposed upon each owner and lot in Phase 3-A, Redfields, as more particularly described in Schedule A attached hereto, the following additional assessment, pursuant to Section 8 of Article VIII of the Declaration, in addition to all other assessments imposed under the Declaration. Such additional assessment shall be payable and enforceable in the same manner as all other assessments imposed under the Declaration.

Establishment of Phase 3-A Homeowner's Committee. There is hereby established the Redfields Phase 3-A Homeowner's Committee (the Committee) whose function shall be to administer the provisions of this Supplemental Declaration. The Committee shall be appointed by the Board of Directors of Redfields Community Association, Inc., which shall also determine the size of the Committee and the length of the terms of the Committee members, provided, however, that there shall be a representative of Redfields Development Corporation on such Committee for as long as Redfields Development has a representative on the Board of the

Association, and further provided that Craig Builders shall have a representative on such Committee until such time as eighty percent (80%) of the lots in Phase 3-A have been sold to individual homeowners. No person shall be a member of this Committee who is not also an owner of a Phase 3-A lot.

Neighborhood Area Assessment. The amount of the Phase 3-A Neighborhood Area Assessment shall be determined on an annual basis by the Committee, by allocating among the Phase 3-A lots, in equal shares, the amount required to provide revenues equaling proposed expenditures set forth in the Budget adopted by the Committee (the "Neighborhood Area Assessment") as provided in the following paragraph.

Annual Budget; Purposes of Assessments. The Committee shall prepare, adopt, and make available to all Owners of lots in Phase 3-A, at least 30 days prior to the beginning of each fiscal year of the Association, a budget setting forth anticipated receipts and expenses for the following year for the following activities:

- (1) Groundskeeping and lawn maintenance of yards, including mowing, landscaping, weeding, raking, and shrub replacement;
- (2) Snow removal from parking areas and sidewalks;
- (3) All costs of any other activities, services, or expenses exclusively or primarily for the benefit of Phase 3-A which the Committee elects to provide or incur in a manner not inconsistent with the Declaration;

(4) Any administrative expenses and insurance expenses associated with items (1) and (2) above or directly allocated to Phase 3-A; and

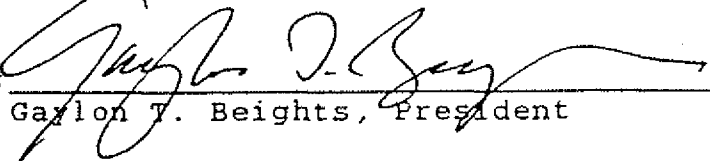
(5) Such reserves for capital projects in and for Phase 3-A as the Committee may deem prudent and appropriate.

Covenant for Assessments. Each Owner of one or more lots in Phase 3-A covenants to pay the portion of Neighborhood Area Assessments allocated to his or her lot(s) as provided above, in addition to and in the same manner as the other assessments provided for under the Declaration, as it may be amended and supplemented from time to time. The Committee, acting through the Board, shall be responsible for carrying out the purposes of this Supplemental Declaration and any projects or activities authorized hereto.

WITNESS the following signatures:

REDFIELDS DEVELOPMENT CORPORATION

By:


Gaylon T. Beights, President

CRAIG BUILDERS, a division of
CRAIG ENTERPRISES, INC.

By:



STATE OF VIRGINIA
CITY OF CHARLOTTESVILLE, to wit:

The foregoing instrument was acknowledged before me this 17th day of February, 1997, by Gaylon T. Beights, President of Redfields Development Corporation.


Notary Public

My commission expires: 12/31/97.

STATE OF VIRGINIA
CITY OF CHARLOTTESVILLE, to wit:

The foregoing instrument was acknowledged before me this day of February, 1997, by Samuel D. Craig, III, President of Craig Builders, a division of Craig Enterprises, Inc.

Chaillette D. Goodwin
Notary Public

My commission expires: 12/31/98.

SCHEDULE A

All those certain lots or parcels of land located in the Samuel Miller Magisterial District of Albemarle County, Virginia, shown and designated as Lots 1 through 28, on a plat of Kirk Hughes and Associates, dated October 13, 1995, last revised May 14, 1996, entitled "Subdivision Plat Lots 1 thru 58, Phase 2-C; Lots 1 thru 28, Phase 3-A; Redfields", a copy of which is recorded in the Clerk's Office of the Circuit Court of said County in Deed Book 1568, pages 220-229.