



**SPECIAL USE APPLICATION**  
(Please type or print)

07/01/2017

Date: \_\_\_\_\_ Case: \_\_\_\_\_

110-0000-316-16-08 (395)	Mailing	\$ _____
260-0000-318-99-14	Intake	\$ <u>60.00</u>
	Process. Fee	
110-0000-316-16-08 (395)	Planning	\$ _____
110-0000-316-16-10 (334)	GIS	\$ <u>224.50</u>
260-0000-313-03-45	Zoning	\$ <u>474.00</u>
<b>Total Filing Fee:</b>		_____

Sustainable Property Holdings, LLC  
Applicant's Name  
2180 South 1300 East, Suite 600  
Applicant's Address  
Salt Lake City, Utah 84106-2749  
City, State, Zip Code  
permitting@spower.com  
Applicant's E-mail Address  
(801) 679-3500  
Applicant's Telephone No.

Garret Bean  
Agent's Name (Point of Contact for Application)  
5000 East Spring Street, Suite 130  
Agent's Address  
Long Beach, CA 90815  
City, State, Zip Code  
gbean@spower.com  
Agent's E-mail Address  
(562) 348-1130  
Agent's Telephone No.

**Property Owner Information:**

See Attachment A  
Name

**If Applicant is not the owner, attach documentation of owner's consent**

See Attachment A  
Address City, State, Zip Code Telephone No.

Parcel Location: See Attachment A

Tax Map Parcel Number: See Attachment A Acreage: See Attachment A  
 Zoning District: See Attachment A Overlay District: See Attachment A  
 Proposed Use: Solar Energy Facility

To: The Board of Supervisors of Spotsylvania County, Virginia. The above named applicant(s) hereby petition(s) for the approval indicated above for the described property and as shown on the attached plan made a part of this Application and certifies that the information provided is correct. I hereby certify by my signature below that I am the owner of record of the named property or that I am authorized to act on behalf of all the owners of record of the named property to execute this application. I further certify that all information I have provided thereon is complete and accurate. I agree on behalf of myself and all owners to conform to the Zoning Ordinance, Subdivision Ordinance, Virginia Uniform Statewide Building Code, Erosion Ordinance, Chesapeake Bay Preservation Ordinance, the Water and Sewer Construction Specifications of Spotsylvania County, and all other applicable laws and regulations of this jurisdiction.

[Signature] 3/7/18 Garret Bean  
Signature of Owner (or Agent with POA\*) Date Print Name

Signature of Owner (or Agent with POA\*) Date Print Name

*\*I have read this Application, understand its intent and freely consent to its filing. Furthermore, I have the power to authorize and hereby grant permission for Spotsylvania County Officials and other authorized government agents on official business to enter the property to process this Application.*

Voting District: \_\_\_\_\_ Census Tract: \_\_\_\_\_ Traffic Analysis Zone: \_\_\_\_\_  
(To be completed by the Planning Department after submission)

## Attachment A

### Property Owner Information

<b>Name</b>	Riveroak Timberland Investments, LLC, a Tennessee limited liability company (formerly RiverOak Timberland Investments, L.P.)
<b>Mailing Address</b>	Attn: President 79 South 2 <sup>nd</sup> Street Memphis, TN 38103-3011
<b>Parcel Locations</b>	15 parcels generally bounded by Orange Plank Road (SR 621) to the north; West Catharpin Road to the south; Mine Run to the west; and Catharpin Road (SR 612) to the east.
<b>Tax Map Parcel Number</b>	28-A-71, 29-A-2A, 29-A-2, 28-A-77, 16-A-1, 29-A-24, 29-A-25, 29-A-26, 29-A-27, 17-A-47, 29-A-28, 29-A-22, 18-A-15, 18-A-20, 29-A-7
<b>Assessor Parcel Numbers</b>	6876-55-7022, 6876-64-9093, 6876-78-6664, 6877-31-3446, 6877-46-3161, 6977-10-9155, 6977-11-5562, 6977-32-4345, 6977-42-4692, 6977-56-6903, 6977-61-1136, 6977-80-3422, 7077-17-3737, 7077-56-8927, 6876-50-9308
<b>Approximate Acreage</b>	3,622 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	RPA Overlay District, FEMA Flood Zone Overlay District

<b>Name</b>	Charles Woolfrey Construction Inc.
<b>Mailing Address</b>	Attn: Charles Woolfrey 30233 Mine Run Rd Locust Grove, VA 22508-9701
<b>Parcel Locations</b>	Approximately 1.60 miles east of Mine Run
<b>Tax Map Parcel Number</b>	28-A-1, 28-A-78
<b>Assessor Parcel Numbers</b>	6877-15-6117, 6877-23-4630
<b>Approximate Acreage</b>	119 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	RPA Overlay District, FEMA Flood Zone Overlay District

<b>Name</b>	Robert S. Coleman, Jr.
<b>Mailing Address</b>	4440 Zachary Taylor HWY Culpeper, VA 22701-9004
<b>Parcel Location</b>	Adjacent to the western boundary of the Spotsylvania Switching Station
<b>Tax Map Parcel Number</b>	29-A-1
<b>Assessor Parcel Number</b>	6877-63-3856

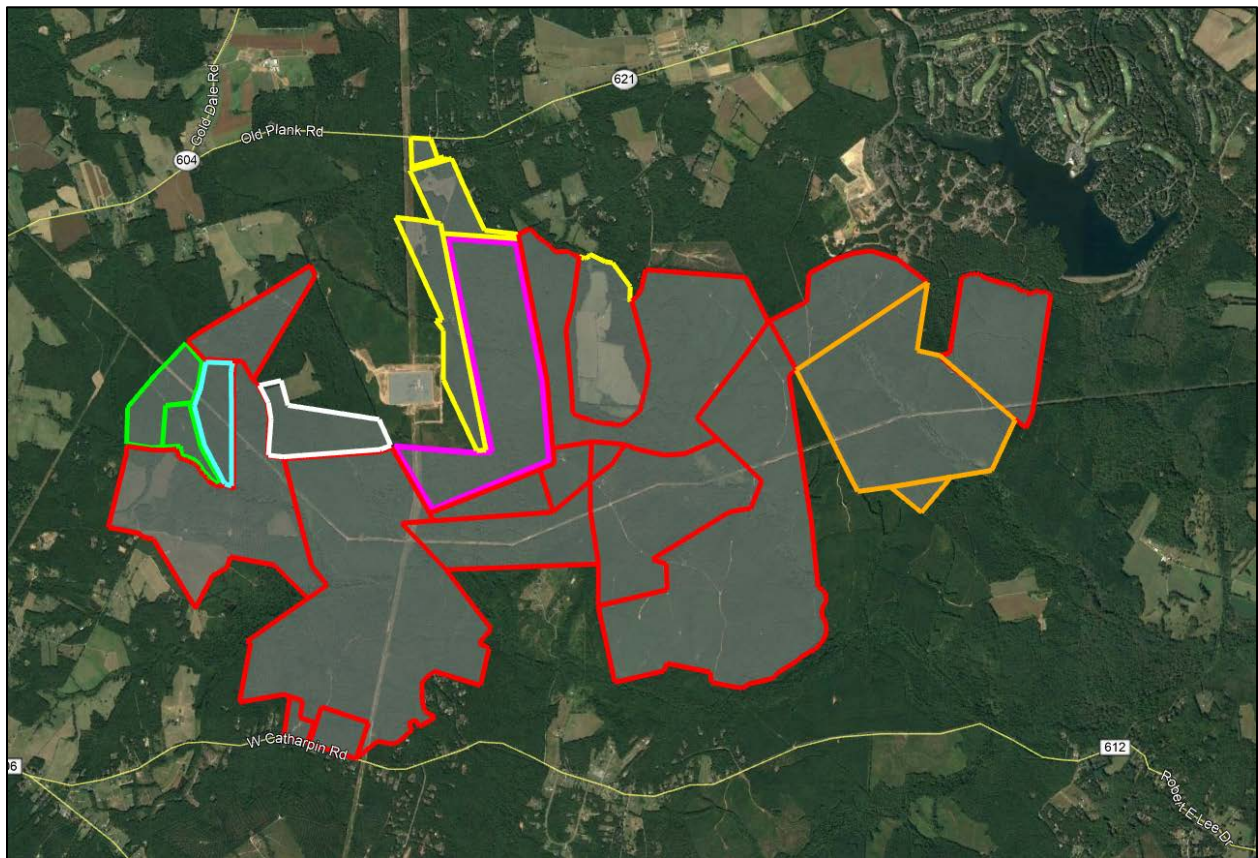
<b>Approximate Acreage</b>	115 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	None

<b>Name</b>	Gary Thomas Woolfrey
<b>Mailing Address</b>	10495 Gold Dale Ln Locust Grove, VA 22508-9793
<b>Parcel Location</b>	Approximately 2.25 miles east of Mine Run
<b>Tax Map Parcel Number</b>	28-A-79
<b>Assessor Parcel Number</b>	6877-34-2901
<b>Approximate Acreage</b>	73 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	RPA Overlay District, FEMA Flood Zone Overlay District

<b>Name</b>	Goodwin Brothers Lumber Company, LLC, a Virginia limited liability company
<b>Mailing Address</b>	Attn: Mary Katherine Greenlaw 405 Fauquier St Fredericksburg, VA 22401
<b>Parcel Locations</b>	Approximately 0.5 miles south of Fawn Lake
<b>Tax Map Parcel Numbers</b>	30-A-1, 18-A-16
<b>Assessor Parcel Numbers</b>	7077-31-6798, 7077-34-1042
<b>Approximate Acreage</b>	489 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	RPA Overlay District, FEMA Flood Zone Overlay District

<b>Name</b>	Berman James Meadows, Frederick Lee Meadows, David Lawrence Meadows, Victor Noel Meadows, II, all as Partners (d/b/a “Meadows Farms”, also d/b/a “Meadows Enterprises”)
<b>Mailing Address</b>	Attn: Victor Meadows 11311 Thorburn Farm Lane Fredericksburg, VA 22407
<b>Parcel Locations</b>	South of Orange Plank Road (SR 621); and adjacent to the eastern boundary of the Spotsylvania Switching Station
<b>Tax Map Parcel Numbers</b>	17-A-4, 17-A-3, 17-5-19, 17-A-3A, 17-A-48
<b>Assessor Parcel Numbers</b>	6877-97-7739, 6878-90-8241, 6878-91-1569, 6878-91-2832, 6977-46-4910
<b>Approximate Acreage</b>	358 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	RPA Overlay District, FEMA Flood Zone Overlay District

<b>Name</b>	MWD Properties 2009, LLC, a Virginia limited liability company (survivor by merger with DFRE Investments LLC)
<b>Mailing Address</b>	Attn: V. Earl Dickinson III 1207 Roseneath Rd Richmond, VA 23230
<b>Parcel Location</b>	South of Orange Plank Road (SR 621); and approximately 0.20 miles to the east of the Spotsylvania Switching Station
<b>Tax Map Parcel Number</b>	17-A-7
<b>Assessor Parcel Number</b>	6977-15-2132
<b>Approximate Acreage</b>	417 Acres
<b>Zoning District</b>	Agriculture 3 (A-3)
<b>Overlay District</b>	RPA Overlay District, FEMA Flood Zone Overlay District



Color	Landowner
Red	Riveroak Timberland Investments, LLC
Green	Charles Woolfrey Construction Inc.
Turquoise	Gary Thomas Woolfrey
White	Robert S. Coleman, Jr.
Pink	MWD Properties 2009, LLC
Yellow	Meadows Family
Orange	Goodwin Brothers Lumber Company, LLC

SPECIAL POWER OF ATTORNEY AFFIDAVIT

COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA

This 11 day of July, 2018, I, Gary Thomas Woolfrey, am the owner of Spotsylvania County Tax Parcel No. 28-A-79 and 16-A-2. The entirety of Tax Parcel No. 28-A-79, and that portion of land depicted in Exhibit A attached hereto and incorporated herein shall constitute "the Property" for purposes of this Affidavit. I, do make, constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true and lawful attorney-in-fact, and in my name, place and stead giving unto Developer power and authority to do and perform all acts and make all representations necessary to make Application for Special Use Application for the limited purpose of permitting the development of solar facilities on the Property, including the ability to submit on my behalf any preliminary project design plans, maps, environmental reports and assessments, and answers to requests for questionnaires requested by the Planning Department of Spotsylvania County, Virginia. The power of attorney created herein shall not empower Developer to convert existing zoning to another zoning district, but does permit creation of a special use permit under the Property's current zoning district. The power of attorney created herein shall not empower Developer to sell, convey, or otherwise transfer any interest I have in the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on the date signed below, and shall remain in full force and effect thereafter until Gary Thomas Woolfrey delivers notice by certified mail, return receipt requested which is received by the Planning Department of Spotsylvania County, stating that the terms of this power have been revoked or modified.

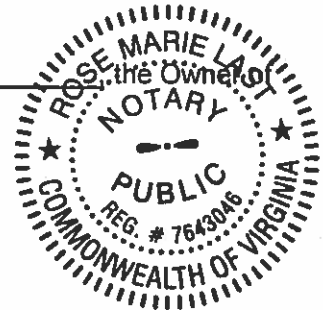
Given by my hand this 11 day of January 2018.

[Signature] (Signature)  
Gary Thomas Woolfrey

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:  
The foregoing instrument was acknowledged before me by

Gary Thomas Woolfrey  
said Property, this 11 day of January, 2018.

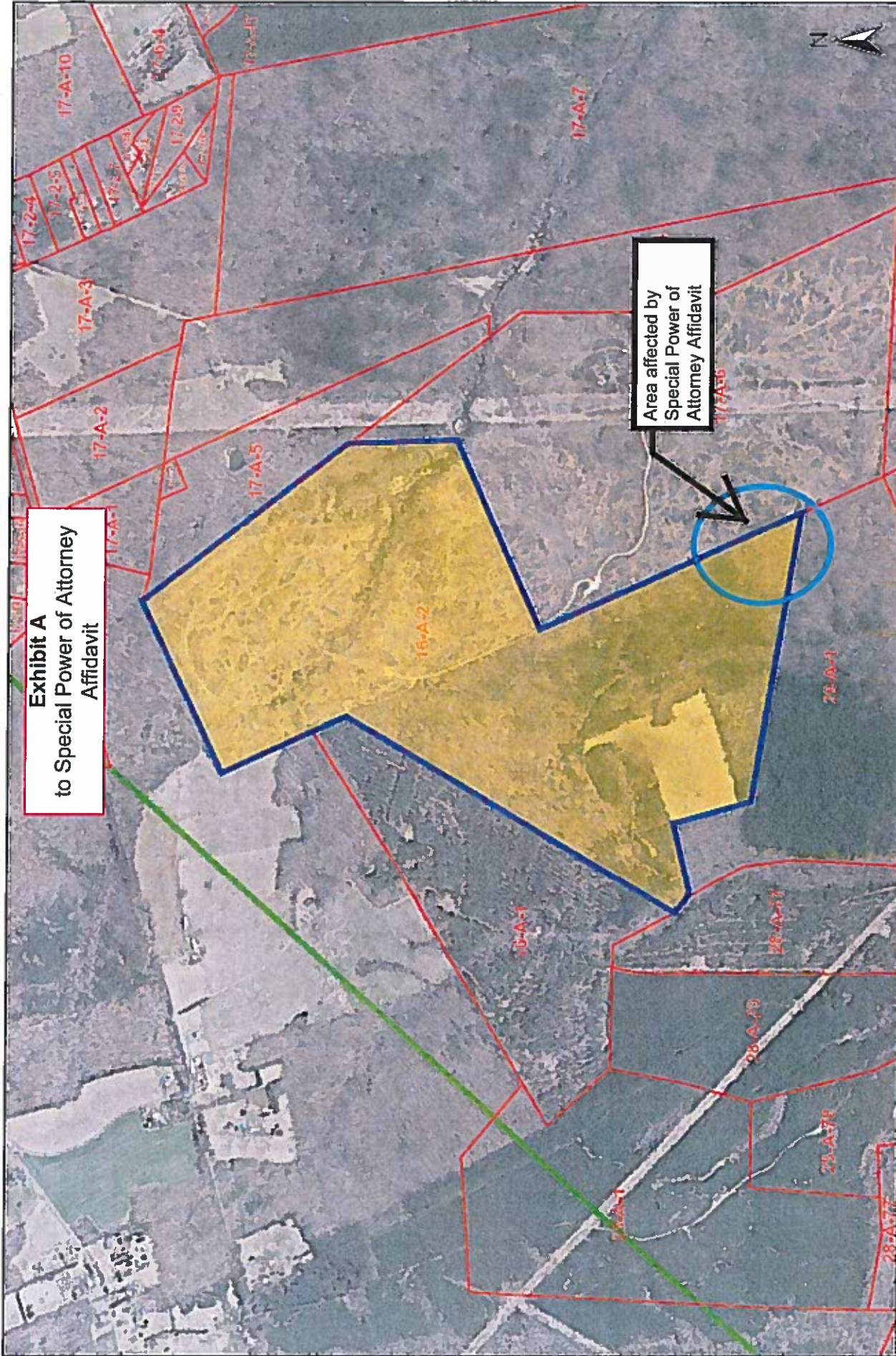
My commission expires: June 30, 2019  
Rose Marie Lat Notary Public  
7643046 Registration Number



OFFICE USE ONLY

File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_\_\_





**Exhibit A**  
to Special Power of Attorney  
Affidavit

Area affected by  
Special Power of  
Attorney Affidavit

**Title:**

Date: 12/20/2017



**DISCLAIMER:** The geographic data you are about to access are electronic public records as defined by the Code of Virginia, 1950, Section 2.2-3704. This information is made available as a public service. Spotsylvania County assumes no responsibility for any action or actions taken by users of this information. Spotsylvania County shall not be liable to the user or to any other person for the use or misuse of this data. This information is for general information only and shall not be used for the design, modification, or construction of improvements to real property or for flood plain determination. If you believe any data provided is inaccurate, please inform the GIS Division by e-mail at [gis@spotsylvania.va.us](mailto:gis@spotsylvania.va.us)



**SPECIAL POWER OF ATTORNEY AFFIDAVIT**

**COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA**

This 31<sup>st</sup> day of January, 2018, Charles Woolfrey Construction Inc., a Virginia corporation ("Owner"), the owner of Spotsylvania County Tax Parcel Nos. 28-A-1 and 28-A-78 ("the Property"), do make, constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true and lawful attorney-in-fact, and in my name, place and stead giving unto Developer full power and authority to do and perform all acts and make all representation necessary, without any limitation whatsoever, to make Application for Special Use Application to permit the development of solar facilities on the Property. The county is hereby notified that any prior Special Power of Attorney Affidavit regarding the Property is hereby terminated.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on January 31<sup>st</sup>, 2018, and shall remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested is received by the Planning Department of Spotsylvania County stating that the terms of this power have been revoked or modified.

Given under our hands this 31<sup>st</sup> day of January 2018.

Charles Woolfrey Construction Inc., a Virginia corporation

By: Charles Woolfrey Pres.

Name (Print): Charles Woolfrey

Its: President

COMMONWEALTH OF VA  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by

Charles Woolfrey  
said Property, this 31<sup>st</sup> day of January, 2018.

My commission expires: 8/31/2019

Melinda M. Queen  
Notary Public

7140175 Registration Number



**OFFICE USE ONLY**

File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_



SPECIAL POWER OF ATTORNEY AFFIDAVIT

COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA

I, Gary Thomas Woolfrey, am the owner of Spotsylvania County Tax Parcel No. 28-A-79 and 16-A-2. The entirety of Tax Parcel No. 28-A-79, and that portion Tax Parcel No. 16-A-2 described in Exhibit A, attached hereto and incorporated herein, shall constitute "the Property" for purposes of this Affidavit. I hereby revoke any prior power of attorney affidavits signed by me to date regarding the Property, and do make, constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true and lawful attorney-in-fact, and in my name, place and stead giving unto Developer power and authority to do and perform all acts and make all representations necessary to make Application for Special Use Application for the limited purpose of permitting the development of solar facilities on the Property, including the ability to submit on my behalf any preliminary project design plans, maps, environmental reports and assessments, and answers to requests for questionnaires requested by the Planning Department of Spotsylvania County, Virginia. The power of attorney created herein shall not empower Developer to convert existing zoning to another zoning district, but does permit creation of a special use permit under the Property's current zoning district. The power of attorney created herein shall not empower Developer to sell, convey, or otherwise transfer any interest I have in the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on the date signed below, and shall remain in full force and effect thereafter until Gary Thomas Woolfrey delivers notice by certified mail, return receipt requested which is received by the Planning Department of Spotsylvania County, stating that the terms of this power have been revoked or modified.

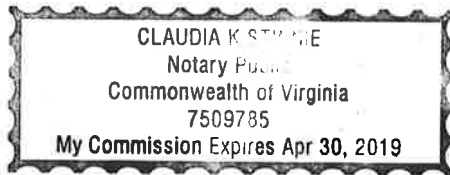
Given by my hand this 6<sup>th</sup> day of February 2018.

[Signature] (Signature)  
Gary Thomas Woolfrey

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by Gary Thomas Woolfrey, the Owner of said Property, this 6<sup>th</sup> day of February, 2018.

My commission expires:  
[Signature] Notary Public  
7509785 Registration Number



OFFICE USE ONLY  
File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_\_\_



**EXHIBIT A  
DESCRIPTION OF PORTION OF 16-A-2**

THAT CERTAIN PORTION OF SPOTSYLVANIA COUNTY TAX ASSESSOR'S PARCEL NUMBER 16-A-2, PROPERTY OF GARY T. WOOLFREY, LOCATED SOUTH OF THE END OF GOLD DALE LANE IN SPOTYLVANIA COUNTY, VIRGINIA, SAID PORTION BEING SITUATED IN THE SOUTHEAST CORNER OF SAID 16-A-2, AND FURTHER DESCRIBED AS FOLLOWS:

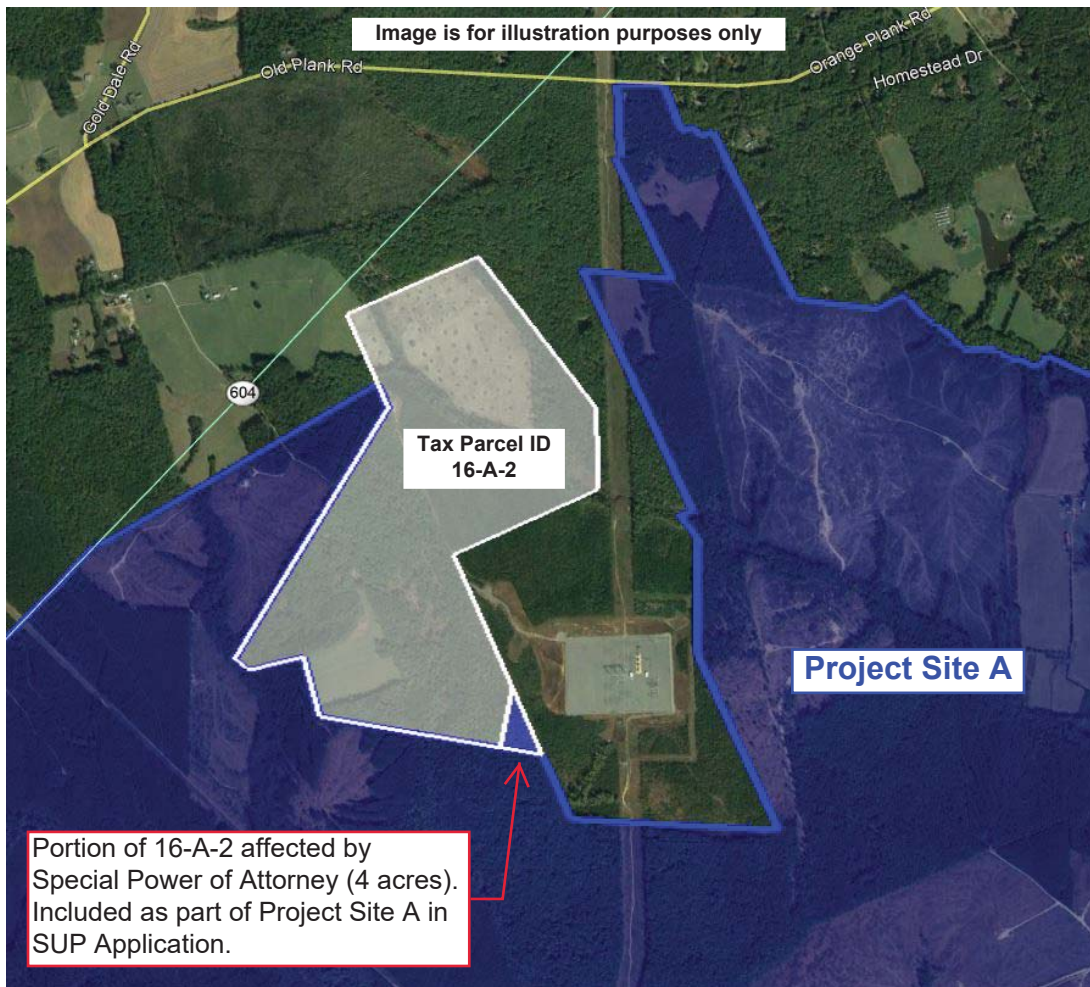
BEGINNING AT AN IRON PIN SET (IPS), WHICH IPS IS A COMMON CORNER BETWEEN SAID WOOLFREY AND THE PROPERTY OF ROBERT S. COLEMAN, JR., AND WHICH IPS IS LOCATED ON THE LINE OF THE PROPERTY OF VEPCO (TAX MAP #17-A-6),

THENCE, ALONG THE LINE OF COLEMAN, NORTH 80 DEGREES 33 MINUTES 27 SECONDS WEST FOR A DISTANCE OF 486.82 FEET TO AN IPS;

THENCE, LEAVING COLEMAN ALONG A NEW LINE THROUGH THE PROPERTY OF WOOLFREY, NORTH 09 DEGREES 32 MINUTES 24 SECONDS EAST FOR A DISTANCE OF 715.84 FEET TO AN IPS, WHICH IPS IS LOCATED ON SAID LINE OF VEPCO;

THENCE, WITH SAID VEPCO, SOUTH 24 DEGREES 42 MINUTES 33 SECONDS EAST FOR A DISTANCE OF 865.00 FEET TO THE POINT OF BEGINNING;

CONTAINING 4.000 ACRES MORE OR LESS.



**SPECIAL POWER OF ATTORNEY AFFIDAVIT**

**COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA**

This 19 day of December, 2017,  
Goodwin Brothers Lumber Company, LLC, a Virginia limited liability company ("Owner"), the  
owner of Spotsylvania County Tax Parcel Nos. 18-A-16 and 30-A-1 ("the Property"), do make,  
constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a  
Delaware limited liability company ("Developer"), my true and lawful attorney-in-fact, and in  
my name, place and stead giving unto Developer full power and authority to do and  
perform all acts and make all representation necessary, without any limitation whatsoever, to  
make Application for Special Use Application to permit the development of solar facilities on the  
Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in  
full force and effect on December 19, 2017, and  
shall remain in full force and effect thereafter until actual notice, by certified mail, return receipt  
requested is received by the Planning Department of Spotsylvania County stating that the terms  
of this power have been revoked or modified.

Given under our hands this 19 day of December, 2017.

**Goodwin Brothers Lumber Company, LLC, a Virginia limited liability company**

By: [Signature]

Name (Print): Stephen Teel Goodwin

Its: Managing Member and Authorized Person

COMMONWEALTH OF VIRGINIA  
CITY/COUNTY OF ORANGE, to wit:

The foregoing instrument was acknowledged before me by  
Stephen Teel Goodwin, manager, the Owner of  
said Property, this 19 day of December, 2017.

My commission expires:

\_\_\_\_\_ Notary Public

\_\_\_\_\_ Registration Number



**OFFICE USE ONLY**

File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_\_\_

**SPECIAL POWER OF ATTORNEY AFFIDAVIT**

**COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA**

This 20<sup>th</sup> day of DECEMBER, 2017, I, VICTOR NOEL MEADOWS, II, an authorized partner of Meadows Farms, a partnership (also d.b.a. Meadows Enterprises), the owner of Spotsylvania County Tax Parcel No(s). 17-5-19, 17-A-3A, 17-A-3, 17-A-4, and 17-A-48 (collectively "the Property"), do make, constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true and lawful attorney-in-fact, and in my name, place and stead giving unto Developer full power and authority to do and perform all acts and make all representation necessary, without any limitation whatsoever, to make Application for Special Use Application to permit the development of solar facilities on the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on DECEMBER 20, 2017, and shall remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested is received by the Planning Department of Spotsylvania County stating that the terms of this power have been revoked or modified.

Given under our hands this 20<sup>th</sup> day of DECEMBER 2017.

**Meadows Farms, a partnership (also d.b.a. Meadows Enterprises)**

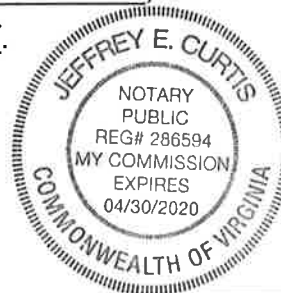
By: [Signature]  
Name (Print): VICTOR N MEADOWS, II

Its: Authorized Partner

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Spotsylvania, to wit:

The foregoing instrument was acknowledged before me by Victor N Meadows II, the Owner of said Property, this 20<sup>th</sup> day of December, 2017.

My commission expires: April 30, 2020  
[Signature] Notary Public  
286594 Registration Number



**OFFICE USE ONLY**  
File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_



SPECIAL POWER OF ATTORNEY AFFIDAVIT

COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA

This 5<sup>th</sup> day of January, 20 18, Victor N. Meadows, II, Berman James Meadows, Frederick Lee Meadows, and David Lawrence Meadows, being all of the managing partners of Meadows Farms, a partnership (also d.b.a. Meadows Enterprises), the owner of Spotsylvania County Tax Parcel No(s). 17-5-19, 17-A-3A, 17-A-3, 17-A-4, and 17-A-48 (collectively "the Property"), together with Betty Meadows and Jay Meadows, as Trustees under the Amendment and Restatement of the William J. Meadows Revocable Trust Agreement dated as of November 13, 2012, do collectively make, constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), as the partnership's true and lawful attorney-in-fact, and in the partnership's, place and stead giving unto Developer full power and authority to do and perform all acts and make all representation necessary, without any limitation whatsoever, to make Application for Special Use Application to permit the development of solar facilities on the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on January 5<sup>th</sup>, 20 18, and shall remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested is received by the Planning Department of Spotsylvania County stating that the terms of this power have been revoked or modified. This Affidavit may be executed in any number of original counterparts, each of which shall be on original and all of which taken together shall constitute one instrument.

Given under our hands this 5<sup>th</sup> day of January 20 18.

Meadows Farms, a partnership (also d.b.a. Meadows Enterprises)


By: [Signature]

Name: Victor N. Meadows, II, Partner

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by Victor N. Meadows, II, this 5<sup>th</sup> day of January, 20 18.

My commission expires: August 31<sup>st</sup> 2020  
Ashley Carter Wood Notary Public  
01685527 Registration Number

 **ASHLEY CARTER WOOD**  
NOTARY PUBLIC 7685527  
COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES AUGUST 31, 2020

[Signature Page Continues Next Page]

OFFICE USE ONLY  
File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20 \_\_\_\_

By: Berman James Meadows

Name: Berman James Meadows, Partner

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by Berman James Meadows, this 5<sup>th</sup> day of January, 2018.

My commission expires: August 31<sup>st</sup> 2020  
Ashley Carter Wood Notary Public  
7685527 Registration Number



ASHLEY CARTER WOOD  
NOTARY PUBLIC 7685527  
COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES AUGUST 31, 2020

By: Frederick Lee Meadows

Name: Frederick Lee Meadows, Partner

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by Frederick Lee Meadows, this 5<sup>th</sup> day of January, 2018.

My commission expires: August 31<sup>st</sup> 2020  
Ashley Carter Wood Notary Public  
7685527 Registration Number



ASHLEY CARTER WOOD  
NOTARY PUBLIC 7685527  
COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES AUGUST 31, 2020

By: David Lawrence Meadows

Name: David Lawrence Meadows, Partner

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by David Lawrence Meadows, this 5<sup>th</sup> day of January, 2018.

My commission expires: August 31<sup>st</sup> 2020  
Ashley Carter Wood Notary Public  
7685527 Registration Number



ASHLEY CARTER WOOD  
NOTARY PUBLIC 7685527  
COMMONWEALTH OF VIRGINIA  
MY COMMISSION EXPIRES AUGUST 31, 2020

[Signature Page Continues Next Page]



By: Betty Meadows

Name: **Betty Meadows, as Trustee under the Amendment  
And Restatement of the William J. Meadows  
Revocable Trust Agreement dated as of November 13, 2012**

COMMONWEALTH OF Virginia  
CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by Betty Meadows, this 5<sup>th</sup> day of  
January, 2018.

My commission expires: August 31<sup>st</sup> 2020  
Ashley Carter Wood Notary Public  
7685527 Registration Number



**ASHLEY CARTER WOOD  
NOTARY PUBLIC 7685527  
COMMONWEALTH OF VIRGINIA**

**MY COMMISSION EXPIRES AUGUST 31, 2020**

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

Name: **Jay Meadows, as Trustee under the Amendment  
And Restatement of the William J. Meadows  
Revocable Trust Agreement dated as of November 13, 2012**

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

The foregoing instrument was acknowledged before me by Jay Meadows, this \_\_\_\_ day of  
\_\_\_\_\_, 20\_\_\_\_.

My commission expires:  
\_\_\_\_\_  
\_\_\_\_\_  
Notary Public  
Registration Number



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

**Name: Betty Meadows, as Trustee under the Amendment  
And Restatement of the William J. Meadows  
Revocable Trust Agreement dated as of November 13, 2012**

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

The foregoing instrument was acknowledged before me by Betty Meadows, this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

My commission expires:

\_\_\_\_\_ Notary Public  
\_\_\_\_\_ Registration Number


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

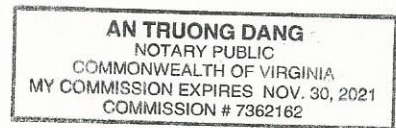
**Name: Jay Meadows, as Trustee under the Amendment  
And Restatement of the William J. Meadows  
Revocable Trust Agreement dated as of November 13, 2012**

COMMONWEALTH OF Virginia  
CITY/COUNTY OF  Loudoun , to wit:

The foregoing instrument was acknowledged before me by Jay Meadows, this 05 day of January, 2018.

My commission expires:

 Notary Public An T. Dang  
7362162 Registration Number



**SPECIAL POWER OF ATTORNEY AFFIDAVIT**

**COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA**

This 11<sup>th</sup> day of December, 2017,  
MWD Properties 2009, LLC, a Virginia limited liability company, survivor by merger with DFRE  
Investments LLC ("Owner"), the owner of Spotsylvania County Tax Parcel No. 17-A-7 ("the  
Property"), do make, constitute, and appoint Garret Bean, VP of Development, Sustainable  
Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true and lawful  
attorney-in-fact, and in my name, place and stead giving unto Developer full power  
and authority to do and perform all acts and make all representation necessary, without any  
limitation whatsoever, to make Application for Special Use Application to permit the development  
of solar facilities on the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in  
full force and effect on December 11<sup>th</sup>, 2017, and  
shall remain in full force and effect thereafter until actual notice, by certified mail, return receipt  
requested is received by the Planning Department of Spotsylvania County stating that the terms  
of this power have been revoked or modified.

Given under our hands this 11<sup>th</sup> day of December 2017.

**MWD Properties 2009, LLC**, a Virginia limited liability company

By: V. Earl Dickinson III

Name (Print): V. Earl Dickinson III

Its: Authorized Manager

COMMONWEALTH OF Virginia

CITY/COUNTY OF Henrico, to wit:

The foregoing instrument was acknowledged before me by

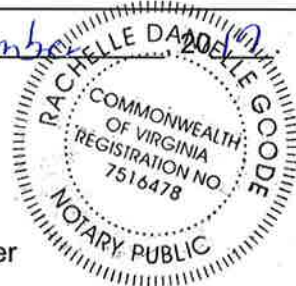
V. Earl Dickinson III, the Owner of

said Property, this 11<sup>th</sup> day of December

My commission expires:

Rachelle Danielle Goode Notary Public

7516478 Registration Number



**OFFICE USE ONLY**  
File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_\_\_

**SPECIAL POWER OF ATTORNEY AFFIDAVIT**

**COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA**

This 31<sup>st</sup> day of JANUARY, 2018,  
RiverOak Timberland Investments, LLC, a Tennessee limited liability company ("Owner"), the  
owner of Spotsylvania County Tax Parcel Nos. 16-A-1, 28-A-77, 29-A-2, 28-A-71, 29-A-2A, 29-  
A-25, 29-A-24, 29-A-26, 29-A-27, 29-A-28, 17-A-47, 29-A-22, 18-A-15, 18-A-20, 28-A-58, 29-A-7,  
and 43-A-3 ("the Property"), do make, constitute, and appoint Garret Bean, VP of Development,  
Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true  
and lawful attorney-in-fact, and in my name, place and stead giving unto  
Developer full power and authority to do and perform all acts and make all representation  
necessary, without any limitation whatsoever, to make Application for Special Use Application to  
permit the development of solar facilities on the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in  
full force and effect on JANUARY 31, 2018  
("Effective Date"), and shall remain in full force and effect thereafter, but shall terminate on the  
earlier of 1) one year from the Effective Date, or 2) when actual notice by certified mail, return  
receipt requested is received by the Planning Department of Spotsylvania County from either  
Owner or Developer stating that the terms of this power have been revoked or modified.

Given under our hands this 31<sup>st</sup> day of JANUARY 2018.

**RiverOak Timberland Investments, LLC, a Tennessee limited liability company**

By: [Signature]

Name (Print): Jay Fik

Its: Secretary

COMMONWEALTH OF Shelby

CITY/COUNTY OF Memphis, to wit:

The foregoing instrument was acknowledged before me by

Jay Fik, the Owner of  
said Property, this 31<sup>st</sup> day of January, 2018.

My commission expires: March 30, 2020

[Signature] Notary Public



\_\_\_\_\_ Registration Number

**OFFICE USE ONLY**  
File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_\_\_



SPECIAL POWER OF ATTORNEY AFFIDAVIT

COMMONWEALTH OF VIRGINIA  
COUNTY OF SPOTSYLVANIA

This 8 day of Dec., 2017, I, Robert S. Coleman, Jr., the owner of Spotsylvania County Tax Parcel No. 29-A-1 ("the Property"), do make, constitute, and appoint Garret Bean, VP of Development, Sustainable Property Holdings, LLC, a Delaware limited liability company ("Developer"), my true and lawful attorney-in-fact, and in my name, place and stead giving unto Developer full power and authority to do and perform all acts and make all representation necessary, without any limitation whatsoever, to make Application for Special Use Application to permit the development of solar facilities on the Property.

The right, powers, and authority of said attorney-in-fact herein granted shall commence and be in full force and effect on Dec. 8, 2017, and shall remain in full force and effect thereafter until actual notice, by certified mail, return receipt requested is received by the Planning Department of Spotsylvania County stating that the terms of this power have been revoked or modified.

Given under our hands this 8 day of Dec. 2017.

Robert S. Coleman, Jr. (Signature)

Robert S. Coleman, Jr.

COMMONWEALTH OF VA

CITY/COUNTY OF Orange, to wit:

The foregoing instrument was acknowledged before me by Robert S. Coleman Jr, the Owner of said Property, this 8th day of December, 2017.

My commission expires: 1/31/2018

Chevaliet N. Snead Notary Public

7360917 Registration Number



OFFICE USE ONLY  
File/Case Number \_\_\_\_\_ Date Accepted \_\_\_\_\_, 20\_\_\_\_