

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE SIXTEENTH DAY OF MARCH, NINETEEN HUNDRED EIGHTY-SEVEN, AT 1:00 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

A. ROLL CALL

Jack D. Edwards, Chairman, Berkeley District
 Stewart U. Taylor, Vice-Chairman, Stonehouse District
 William F. Brown, Roberts District
 Perry M. DePue, Powhatan District
 Thomas D. Mahone, Jamestown District

Darlene L. Burcham, Acting County Administrator
 Frank M. Morton, III, County Attorney

B. MINUTES - February 23, 1987
 March 2, 1987

Mr. Edwards asked if there were corrections or comments to the minutes.

Mr. Mahone said that on page 15 a correction is needed in the fifth paragraph to read "but, may have a three year"

Mr. Mahone made a motion to approve the minutes with correction.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

D. PRESENTATIONS

1. School Board Budget Requests FY 1988

Ken Smith, Chairman of the Williamsburg-James City County School Board, presented a summary of expenditure increases in the four major priorities for the FY 1988 budget: 1) Demands of Enrollment Growth, 2) Compensation Increase of 10% for Teachers, 3) Maintenance of Facilities and Equipment, and 4) Improved and Expanded Services in the Community.

Mr. Smith stated the total proposed increase is \$2.6 million, or 13.2% more than the FY 1987 budget. Staff and salary requirements represent 11.4% of the proposed 13.2% increase. The proposed contribution increase for the County is 11.5%. With the City of Williamsburg's 16.6% proposed contribution, the combined proposed local requirement is 13%.

2. Hampton Roads Sanitation District

Mr. James Borberg, Executive Director of the Hampton Roads Sanitation District, reported that he received a letter from Mrs. Burcham regarding concerns about the major force main break that occurred on Sunday, March 1, 1987. He stated that the supervisor who reported to the site erred in his decision to wait until Monday, March 2, to initiate repairs.

Mr. Borberg concluded that future emergencies would be handled immediately and a supervisor would be at the site.

Mr. Edwards asked if the supervisor would have the authority to initiate the repairs.

Mr. Borberg said that the supervisor, communicating by radio, would mobilize the crews and start repairs immediately. He advised against seeking communication from other than site personnel and suggested the James City Service Authority personnel could keep the County Administrator informed from the repair site.

C. PROCLAMATION

1. Lawrence Taylor Day, March 20, 1987

Mr. Edwards reported that Friday, March 20, 1987, would be proclaimed Lawrence Taylor Day in James City County.

PROCLAMATIONLAWRENCE TAYLOR DAY

WHEREAS, Lawrence Taylor is a native of James City County; and

WHEREAS, Lawrence Taylor has been named by the National Football League as the Most Valuable Player; and

WHEREAS, Lawrence Taylor has been called the most outstanding Defensive football player of this decade; and

WHEREAS, his achievements reflect positively on the County and many of its institutions; and

WHEREAS, the citizens of James City County are justly proud of this native son.

NOW, THEREFORE, BE IT RESOLVED by the James City County Board of Supervisors that March 20, 1987 be declared LAWRENCE TAYLOR DAY in James City County in acknowledgment of his professional achievement, his contributions to his community, and the recognition he has brought this community.

E. HIGHWAY MATTERS

Mr. Taylor welcomed citizens from Chickahominy Haven who had concerns about the maintenance and condition of the Forge Road area.

1. Mr. Ed Livsey, 3077 North Riverside Drive, Lanexa, spoke on behalf of Mr. Roy Condrey, President of the Chickahominy Haven Citizens' Association, indicating that Forge Road is narrow with trees too close to the road's edge, has deep ditches on the sides, and is bumpy and dangerous.

2. Phil Hatcher, 7617 Cypress Drive, Lanexa, said that the roads have received fewer improvements, while the traffic, construction in the area, and road usage have increased. Citizen concerns include no shoulders, no graded banks, trees too close to the road, and numerous potholes that are improperly repaired.

Mr. James Brewer of the State Highway Department said the Highway Department was utilizing the entire right-of-way and that nothing could be done until additional right-of-way was obtained. He stated that the pothole situation would be looked into.

Mr. Taylor asked what the State procedure was for acquiring right-of-way and suggested the Highway Department contact the present landowners who each might consider donating ten feet of right-of-way.

Mr. Edwards requested that Mr. Brewer convey the information to Mr. Frank Hall, who should in turn contact Mr. Taylor.

Mr. DePue reminded the citizens that the County does not maintain roads or rights-of-way. He further advised that the supervisors work with the Highway Department during the year and make a priority list of roads to be upgraded and improved.

Mr. Brown commented that the monies received in the past for upgrading roads have been meager compared to the number of roads needing repair. He invited the citizens to speak at the public hearing on secondary highway priorities and asked them to ascertain a cost estimate for the Forge Road improvements.

Mr. Hatcher asked that some modifications be initiated to make the road passable.

Mr. Taylor stated that he felt the Highway Department would cut the trees if the right-of-way was secured. He suggested the citizens assist in securing additional right-of-way and noted that the Board would ask the Highway Department to review the situation.

F. PUBLIC HEARINGS

1. Ford's Colony

Mr. Edwards opened the public hearing.

1. Mr. Vernon E. Geddy, attorney for the applicant, requested approval of the Master Plan with the three documented proffers, the sewer contract with the James City Service Authority, and the purchase contract for land.

Mr. Edwards closed the public hearing.

Mr. Edwards said the proposed plan was a compromise of all participants. He further stated that the Board recognizes Ford's Colony as a good development for the community.

Mr. DePue commented he continues to have concerns about roads in the Ford's Colony area. He noted the fine work of Mr. Morton, County Attorney, and Mrs. Gussman, Planning Director, during this extremely difficult process.

Mr. Edwards asked about voting on the contract for the purchase of land.

Mr. Morton replied the contract for the purchase of property would be presented at a later date.

Mr. Edwards made a motion to approve the amended master plan with proffers.

Mr. Brown expressed two concerns with the proposed amended plan. He noted the density of the new section is considerably higher than the present section, therefore, the traffic figures may be understated, and if the Route 199 interchange is not built, the package of proffers will be very inadequate. Mr. Brown said he could not support the proposal without the approval of the Route 199 road structure.

Mr. DePue explained that the 416 acres, zoned R-2, could be developed at 2.67 units per acre. Overall density of the proposed plan would equate to 1.5 units per acre. Mr. DePue felt that the Highway Department would approve access to Route 199 at some point.

Mr. Edwards stated he opposed additional intersections on Route 199, which would create congestion on a heavily traveled road by preventing the rapid movement of traffic.

Mr. Taylor said that Route 199 would benefit the entire area.

Mr. Mahone said he would support the proposed plan because the developer had contributed to the community and had dealt fairly with the County.

On a roll call, the vote was AYE: Taylor, Mahone, DePue, Edwards (4). NAY: Brown (1).

R E S O L U T I O N

CASE NO. MP-4-86. FORD'S COLONY MASTER PLAN AMENDMENT

WHEREAS, Mr. Vernon M. Geddy, Jr., has applied on behalf of Realtec, Inc., for an amendment to the approved master plan for Ford's Colony; and

WHEREAS, Section 20-15 of the James City County Zoning Ordinance reserves to the Board of Supervisors the authority to amend a master plan; and

WHEREAS, the James City County Planning Commission has considered the application and voted to recommend approval; and

WHEREAS, the Planning staff has recommended approval of the amendment with voluntary proffers.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Case No. MP-4-86 and amends the master plan for Ford's Colony consisting of the addition of approximately 750 acres, the expansion of the core amenity area, designation of a conference center and resort hotel, relocation of the driving range and redesignation of dwelling units to permit three-story condominium units in an area previously limited to two-story units as described on the amended master plan dated July 22, 1986 and received by the Planning Office on March 6, 1987.

BE IT FURTHER RESOLVED that the Board of Supervisors accepts the voluntary proffers as part of this application.

G. CONSENT CALENDAR

Mr. Edwards asked if any Board Member wanted to remove any items from the Consent Calendar.

Mr. Edwards made a motion to approve the Consent Calendar.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

1. Planning Commissioners Salaries

R E S O L U T I O N

PLANNING COMMISSIONERS SALARIES

WHEREAS, the members of the Planning Commission of James City County do freely give of their time, effort, and wisdom for the betterment of the community, providing valuable advice to the Board of Supervisors on matters related to James City County's future growth and development.

NOW, THEREFORE, BE IT RESOLVED that each member of the James City County Planning Commission be compensated for his or her effort at the rate of \$40 per month and, furthermore, that this rate be retroactive to January 1, 1987.

BE IT FURTHER RESOLVED that each member of the James City County Planning Commission be compensated at the rate of \$80 per month beginning July 1, 1987.

2. Subdivision of Land Within the Gospel Spreading Church Farm AFD

R E S O L U T I O N

SUBDIVISION OF CERTAIN LAND WITHIN THE GOSPEL SPREADING CHURCH FARM AGRICULTURAL AND FORESTAL DISTRICT (AFD-12-86)

WHEREAS, the Gospel Spreading Church Farm Agricultural and Forestal District, established December 1, 1986 by the Board of Supervisors of James City County, places restrictions on land use within the District; and

WHEREAS, the subdivision of land within the Agricultural and Forestal District is limited to parcels of 25 acres or more, except where the Board of Supervisors authorizes smaller lots to be created for residential use by members of the owner's immediate family; and

WHEREAS, Mr. and Mrs. Lyman R. Hall have requested to subdivide approximately one-half acre from parcel (47-4)(1-13) for residential use by a member of their immediate family.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County does hereby authorize the subdivision of approximately one-half acre from parcel (47-4)(1-13), in accordance with the Subdivision Ordinance of James City County, for the purpose of allowing the property owners' son to construct a residence on the property.

3. Longhill Road Connector

R E S O L U T I O N

LONGHILL ROAD CONNECTOR

WHEREAS, the City of Williamsburg has advanced \$70,000 for the purpose of acquiring land, owned by the College of William and Mary, for right-of-way for the Longhill Connector Road.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby appropriates the City contribution and authorizes the disbursement of \$70,000 to the College of William and Mary for land to be used as right-of-way for the Longhill Connector Road:

Revenues:

City of Williamsburg-Longhill Connector Road	\$70,000
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Expenditures:

<u>Special Projects</u> College of William and Mary Land Acquisition	\$70,000
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4. School Surplus

R E S O L U T I O N

SCHOOL SURPLUS

WHEREAS, a condition of the joint contract dictates that funds in excess of the requirements of the School Board be returned to the City and County in proportion to their local contributions.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, acknowledges the audited surplus of the School Board as of June 30, 1986, in the amount of \$86,520 and appropriates these funds to the Capital Projects Fund as follows:

General Fund

Revenue:

School Surplus	\$86,520
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Expenditures:

Contributions - Payment to City	\$46,596
Contribution to Capital Projects	<u>39,924</u>
	\$86,520

Capital Projects FundRevenue:

From General Fund	\$39,924
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Expenditures:

Capital Contingency	\$39,924
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R E S O L U T I O NPAYMENTS TO THE CITY

WHEREAS, the City of Williamsburg overpaid under the School contract in the amount of \$139,786 for the 1985 fiscal year.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes, subject to the annual appropriation process, the following payment schedule:

<u>Fiscal Year</u>	<u>Amount</u>
FY 1987	\$ 46,596
FY 1988	46,595
FY 1989	<u>46,595</u>
Total	\$139,786

5. Request by York County to Convey a Former Pump Station Site to George Washington Ventures

R E S O L U T I O N

TO PERMIT THE YORK COUNTY BOARD OF SUPERVISORS
TO CONVEY A FORMER PUMP STATION SITE TO
GEORGE WASHINGTON VENTURES

WHEREAS, an agreement between the Board of Supervisors of York County and James City County, Virginia, dated the 12th day of November, 1962, provides that no real property held by either of the parties to the agreement may be disposed of without a duly authorized resolution by both parties to the agreement permitting such disposal; and

WHEREAS, the York County Board of Supervisors on the 7th day of June, 1984, adopted a resolution authorizing the County Administrator to convey a certain former pump station site and easements in the area to George Washington Ventures, owner of the George Washington Inn; and

WHEREAS, York County and George Washington Ventures cooperated to effect the construction of a new pumping station so that the desires of George Washington Ventures and the needs of York County could be realized; and

WHEREAS, the conveyance proposed by the York County Board of Supervisors will have no adverse effect upon the people or government of James City County.

NOW, THEREFORE, BE IT RESOLVED by the James City County Board of Supervisors that it agrees to permit, and it does hereby permit, the Board of Supervisors of York County to convey to George Washington Ventures the former pump station site shown and designated "Property To Be Conveyed to George Washington Ventures, 0.37 acres ±" on a certain plat entitled "Plat For Conveyance Of Lands Between GEORGE WASHINGTON VENTURES And THE YORK COUNTY BOARD OF SUPERVISORS, Located York County, Virginia", dated February 27, 1987, prepared by Spearman & Associates, Inc., and identified as "Sheet #2 of 4".

6. Community Development Block Grant Application - Chickahominy Road

RESOLUTION

CHICKAHOMINY ROAD COMMUNITY DEVELOPMENT
BLOCK GRANT APPLICATION

WHEREAS, financial assistance is available to units of general local government through the Commonwealth of Virginia Community Development Block Grant Program (VCDBG); and

WHEREAS, in order to avail itself of such financial assistance it is necessary to file with the Virginia Department of Housing and Community Development an application for a Community Improvement Grant; and

WHEREAS, James City County wishes to apply for \$700,000 in VCDBG funds to be used in undertaking a comprehensive improvement project in the designated Chickahominy Road Neighborhood; and

WHEREAS, \$541,800 in local funds are allocated to the project and approximately \$1,532,000 of state funds and \$80,000 of federal funds will also be expended on this project; and

WHEREAS, the project is anticipated to benefit 105 low and moderate income households by providing connections to public water, 35 low and moderate households by providing standard housing through housing rehabilitation and replacement housing assistance, 20 low and moderate income households by providing septic system improvements, and 143 households, of which 138 are low and moderate income, directly benefiting from the realignment and reconstruction of neighborhood streets.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, that the Acting County Administrator is authorized to file an application, including all understandings and assurances contained therein, with the Virginia Department of Housing and Community Development and to provide such additional information as may be required by the Department.

7. Works Sessions for FY 1988 Budget

The work sessions for the FY 1988 Budget are scheduled as follows:

Tuesday, April 7 - 7:00 p.m.
Thursday, April 9 - 7:00 p.m.
Tuesday, April 14 - 7:00 p.m.
Thursday, April 16 - 7:00 p.m. (if needed)

H. BOARD CONSIDERATIONS

1. Economic Development Strategy

Mrs. Burcham requested that this item be discussed later in the meeting since members of the Industrial Development Agency had not arrived.

2. Emergency Ordinance to Amend Public Parks and Recreation Facilities Ordinance

Mr. Edwards stated that the emergency ordinance is necessary because of the limited time before the opening of the new recreation facility.

Mr. Taylor inquired if the ordinance would be effective on this date if adopted.

Mr. Mahone made a motion to adopt the emergency ordinance.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

3. 1987 Preallocation Hearing

Mrs. Gussman reported there is a preallocation meeting at Suffolk on March 25, 1987 at 11:00 a.m. She asked that a board member attend and continue to request completion of Route 199, construction of the Grove Interchange, construction of the Monticello Extension, and the design of an alternate alignment of Pocahontas Trail.

Mr. DePue said he could not support the link between Olde Towne Road and Longhill Road, and made a motion to approve the Resolution as amended by deleting the words "in principle . . . supports" in the final paragraph of the resolution.

Mr. Taylor asked if the link could be brought forward again.

Mrs. Gussman said a design hearing would be scheduled for 1988.

On a roll call, the vote was AYE: Brown, Mahone, DePue, Edwards
(4). NAY: Taylor (1).

Mr. Brown stated that the Virginia Department of Transportation needs to tell the County quickly if there will be no additional interchanges.

R E S O L U T I O N

HIGHEST PRIORITY HIGHWAY PROJECTS IN JAMES CITY COUNTY

WHEREAS, the James City County Board of Supervisors believes that a safe, efficient and adequate transportation network is vital to the future of the County and the region; and

WHEREAS, the James City County Comprehensive Plan and/or regional and State transportation plans and studies conclude that the following highway projects are essential to permit the safe and efficient movement of traffic in the Williamsburg-James City County area; and

WHEREAS, there exists a pressing need to implement the projects below in order to relieve traffic congestion which causes inconvenience and delay, impedes the actions of emergency vehicles and personnel, and contributes the major source of air pollution to the area; and

WHEREAS, public hearings for the corridor selection of Route 199 were successfully completed in 1979 and again in 1986, and the access point for the Grove Interchange on Interstate 64 was approved in 1979; and

WHEREAS, the Commonwealth Transportation Board has included funding for the Grove Interchange in the Six-Year Improvement Program, FY 87-FY 92, in recognition of the need for improved traffic circulation in the vicinity of Busch Gardens; and

WHEREAS, the Highway Commission has also recognized the tremendous traffic impacts caused by commercial development in the Lightfoot area by approving funding for the construction of Route 199 between Interstate 64 and Richmond Road (Route 60 West) in the FY 87-FY 92 Six-Year Program; and

WHEREAS, the adopted Skiffe's Creek Area Development Plan, incorporated into the Comprehensive Plan of James City County, designates new roadway construction bypassing hazardous portions of Pocahontas Trail (Route 60 East) and providing access to a major future industrial area.

NOW THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County that the following list comprises the highest priority primary highway projects in James City County:

- o The design, construction and completion of Route 199 from Interstate 64 to John Tyler Highway (Route 5)
- o The extension of Monticello Avenue to the proposed extension of Route 199

- o The design of an alternate alignment of Pocahontas Trail (Route 60 East) between the Anheuser Busch access road and the Newport News city limits, with evaluation of the feasibility of constructing a future link to Interstate 64 in the vicinity of Route 238.

BE IT FURTHER RESOLVED the Board supports the funding of the Grove Interchange on Interstate 64 as programmed in the adopted 1987-92 Six-Year Improvement Program.

4. VPSA Bond Resolution

Mrs. Burcham presented, for the Board's consideration, a resolution authorizing the Acting County Administrator to accept the market interest rate on the VPSA Bonds on April 1, 1987 at 11:00 a.m., thereby eliminating the need for a Special Board Meeting on that date.

Mr. Brown asked what the range of rates would be on 20 year bonds.

Mr. McDonald replied that he was hopeful the rate would be around 6-1/2%.

Mr. Edwards made a motion to amend the maximum rate of 12% in the resolution to 9%.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

Mr. Taylor made a motion to approve the amended resolution.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

At a regular meeting of the Board of Supervisors of James City County, Virginia, held on the 16th day of March, 1987, at which the following members were present and absent:

PRESENT: Jack D. Edwards, Chairman
Stewart U. Taylor, Vice-Chairman
William F. Brown
Perry M. DePue
Thomas D. Mahone

ABSENT: None

The following resolution was adopted by a majority of all members of the Board of Supervisors by a roll call vote, the ayes and nays being recorded in the minutes of the meeting as shown below:

<u>Member</u>	<u>Vote</u>
Jack D. Edwards	AYE
Stewart U. Taylor	AYE
William F. Brown	AYE
Perry M. DePue	AYE
Thomas D. Mahone	AYE

RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF \$8,600,000 SCHOOL BONDS, SERIES OF 1987A, OF JAMES CITY COUNTY, VIRGINIA, AND PROVIDING FOR THE FORM, DETAILS AND PAYMENT THEREOF

BE IT RESOLVED BY THE BOARD OF SUPERVISORS OF JAMES CITY COUNTY, VIRGINIA:

1. It is hereby determined to be necessary and expedient for James City County, Virginia (the County), to finance capital projects for public schools by contracting a debt in the amount of Eight Million Six Hundred Thousand Dollars (\$8,600,000), issuing its school bonds therefor and selling the same to the Virginia Public School Authority, a state agency prescribed by the General Assembly pursuant to Article VII, Section 10(b) of the Constitution of Virginia (the Authority).

2. The Board of Supervisors recognizes that the County is one of several localities selling bonds to the Authority and that therefore the Authority is dependent upon the County for its commitment to participate in the Authority's sale for the success of the sale as a whole.

3. It is hereby determined to be in the best interest of the County to accept the offer of the Authority to purchase the bonds at a rate of interest which will produce a differential of not more than 1/10 of 1% over the true interest cost to the Authority on the bonds which it will sell to provide the necessary funds to purchase the County's bonds. The Clerk to the Board of Supervisors is hereby authorized to award the bonds to the Authority at an interest rate complying with the provisions of this paragraph, but in no event greater than 9% per year.

4. The bonds shall be designated "School Bonds, Series of 1987A," shall be dated the date of their delivery to the Authority, shall be in fully registered form, in denominations of \$5,000 and multiples thereof, and shall be numbered R-1 upward. The bonds shall mature in installments of \$430,000 on December 15 in each of the years 1987 to 2006, inclusive. Each bond shall bear interest at such rate as shall be determined at the time of sale, payable semiannually on June 15 and December 15, beginning December 15, 1987, (a) from its date, if it is authenticated prior to December 15, 1987, or (b) otherwise from the June 15 or December 15 that is, or immediately precedes, the date on which it is authenticated (unless payment of interest thereon is in default, in which case such bond shall bear interest from the date to which interest has been paid). Principal and premium, if any, shall be payable to the registered owners upon surrender of the bonds as they become due at the principal corporate trust office of Central Fidelity Bank, Richmond, Virginia (the Paying Agent). Interest shall be payable by check or draft mailed to the registered owners at their addresses as they appear on registration books kept by the Registrar, as hereinafter defined, on the first day of the month of the interest payment date. Principal, premium, if any, and interest shall be payable in lawful money of the United States of America.

5. Bonds maturing on or before December 15, 1996, are not subject to redemption prior to maturity. Bonds maturing after December 15, 1997, are subject to redemption prior to maturity at the option of the County on or after December 15, 1996, in whole at any time or in part in inverse order of maturity on any interest payment date, upon payment of the principal amount of the bonds to be redeemed plus interest accrued and unpaid to the redemption date and a redemption premium of one-half of one percent (1/2 of 1%) of such principal amount for each six-month period, or part thereof, between the redemption date and the stated maturity dates of the bonds to be redeemed, provided that the redemption premium shall not exceed 2% of such principal amount.

If less than all the bonds of any maturity are called for redemption, the bonds to be redeemed within such maturity shall be selected by the Registrar by lot, each portion of \$5,000 principal amount being counted as one bond for such purpose. The County shall cause notice of the call for redemption identifying the bonds or portions thereof to be redeemed to be sent, by registered or certified mail, not less than 30 nor more than 60 days prior to the redemption date, to the registered owner of each bond to be redeemed at his address as it appears on the registration books kept by the Registrar. If a portion of a bond is called for redemption, a new bond in principal amount equal to the unredeemed portion thereof shall be issued to the registered owner upon the surrender thereof.

6. The Paying Agent is hereby appointed Registrar and shall maintain registration books for the registration of bonds. Upon surrender of any bonds at the principal corporate trust office of the Registrar, together with an assignment duly executed by the registered owner or his duly authorized attorney or legal representative in such form as shall be satisfactory to the Registrar, the County shall execute and the Registrar shall authenticate and deliver in exchange a new bond or bonds having an equal aggregate principal amount, in authorized denominations, of the same form and maturity, bearing interest at the same rate, and registered in names as requested by the then registered owner or his duly authorized attorney or legal representative. Any such exchange shall be at the expense of the County, except that the Registrar may charge the person requesting such exchange the amount of any tax or other governmental charge required to be paid with respect thereto.

The Registrar shall treat the registered owner as the person exclusively entitled to payment of principal, premium, if any, and interest and the exercise of all other rights and powers of the owner, except that all interest payments shall be made to the person shown as owner on the registration books on the first day of the month of each interest payment date.

7. The bonds shall be signed by the manual or facsimile signature of the Chairman of the Board of Supervisors, shall be countersigned by the manual or facsimile signature of its Clerk and its seal shall be affixed thereto or a facsimile thereof printed thereon; provided, however, that if both of such signatures are facsimiles, no bond shall be valid until it has been authenticated by the manual signature of an authorized officer or employee of the Registrar and the date of authentication noted thereon.

8. The bonds shall be in substantially the following form:

REGISTERED NO. R-__	(Form of Printed Bond)	REGISTERED \$ _____	
UNITED STATES OF AMERICA COMMONWEALTH OF VIRGINIA JAMES CITY COUNTY School Bond, Series of 1987A			
INTEREST RATE _____ %	MATURITY DATE _____	DATED DATE _____, 1987	CUSIP _____
REGISTERED OWNER:			
PRINCIPAL AMOUNT:		DOLLARS	

James City County, Virginia (the County), for value received, hereby promises to pay, upon surrender hereof at the principal corporate trust office of _____, Richmond, Virginia (the Registrar), to the registered owner hereof, or registered assigns or legal representative, the principal sum stated above on the maturity date stated above, subject to prior redemption as hereinafter provided, and to pay interest hereon semiannually on each June 15 and December 15, beginning December 15, 1987, at the annual rate stated above. Interest is payable (a) from _____, 1987, if this bond is authenticated prior to December 15, 1987, or (b) otherwise from the June 15 or December 15 that is, or immediately precedes, the date on which this bond is authenticated (unless payment of interest hereon is in default, in which case this bond shall bear interest from the date to which interest has been paid). Interest is payable by check or draft mailed to the person shown as owner hereof at his address as it appears on the registration books kept by the Registrar on the first day of the month of the interest payment date. Principal, premium, if any, and interest are payable in lawful money of the United States of America.

THE PROVISIONS OF THIS BOND ARE CONTINUED ON THE REVERSE HEREOF, AND SUCH CONTINUED PROVISIONS SHALL FOR ALL PURPOSES HAVE THE SAME EFFECT AS IF SET FORTH ON THE FACE HEREOF.

All acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist or be performed precedent to and in the issuance of this bond have happened, exist and have been performed, and the issue of bonds of which this bond is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and statutes of the Commonwealth of Virginia.

This bond shall not be valid until the Registrar shall have executed the Certificate of Authentication appearing hereon and inserted the date of authentication hereon.

IN WITNESS WHEREOF, the Board of Supervisors of James City County, Virginia, has caused this bond to be signed by the facsimile signature of its Chairman, to be countersigned by the facsimile signature of its Clerk, a facsimile of its seal to be printed hereon, and this bond to be dated _____, 1987.

COUNTERSIGNED:

 Clerk, Board of Supervisors
 of James City County, Virginia

(SEAL)

 Chairman, Board of Supervisors
 of James City County, Virginia

Date Authenticated: _____

CERTIFICATE OF AUTHENTICATION

This bond is one of the bonds described in the within-mentioned resolution.

 Registrar

By _____
 Authorized Signature

(Reverse of Bond)
 ADDITIONAL BOND PROVISIONS

This bond is one of an issue of \$8,600,000 School Bonds, Series of 1987A, of like date and tenor, except as to number, denomination, privilege of redemption and maturity, authorized and issued pursuant to a resolution adopted by the County's Board of Supervisors on March 16, 1987, and the Constitution and statutes of the Commonwealth of Virginia, including Article VII, Section 10(b) of the Constitution and the Public Finance Act, to provide funds for financing capital projects for public schools.

Bonds maturing on or before December 15, 1996, are not subject to redemption prior to maturity. Bonds maturing after December 15, 1997, are subject to redemption prior to maturity at the option of the County on or after December 15, 1996, in whole at any time or in part in inverse order of maturity on any interest payment date, upon payment of the principal amount of the bonds to be redeemed plus interest accrued and unpaid to the redemption date and a redemption premium of one-half of one percent (1/2 of 1%) of such principal amount for each six-month period, or part thereof, between the redemption date and the stated maturity dates of the bonds to be redeemed, provided that the redemption premium shall not exceed 2% of such principal amount.

If less than all of the bonds of any maturity are called for redemption, the bonds to be redeemed within such maturity shall be selected by the Registrar by lot, each portion of \$5,000 principal amount being counted as one bond for such purpose. The County shall cause notice of the call for redemption identifying the bonds or portions thereof to be redeemed to be sent, by registered or certified mail, not less than 30 nor more than 60 days prior to the redemption date, to the registered owner of each bond to be redeemed at his address as it appears on the registration books kept by the Registrar. If a portion of this bond shall be called for redemption, a new bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender hereof.

The full faith and credit of the County are hereby irrevocably pledged for the payment of principal of and interest on this bond.

The bonds are issuable as fully registered bonds in denominations of \$5,000 and multiples thereof. Upon surrender of this bond at the principal corporate trust office of the Registrar, together with an assignment duly executed by the then registered owner or his duly authorized attorney or legal representative in such form as shall be satisfactory to the Registrar, the County shall execute, and the Registrar shall authenticate and deliver in exchange, a new bond or bonds having an equal aggregate principal amount, in authorized denominations, of the same form and maturity, bearing interest at the same rate, and registered in names as requested by the then registered owner hereof or his duly authorized attorney or legal representative, all subject to the limitations and conditions provided in the resolution

authorizing the issuance of the bonds. Any such exchange shall be at the expense of the County, except that the Registrar may charge the person requesting such exchange the amount of any tax or other governmental charge required to be paid with respect thereto.

The Registrar shall treat the registered owner as the person exclusively entitled to payment of principal, premium, if any, and interest and the exercise of all other rights and powers of the owner, except that interest payments shall be made to the person shown as owner on the registration books on the first day of the month of each interest payment date.

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sell(s), assign(s) and transfer(s) unto _____

(Please print or type name and address, including zip code, of Transferee)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF TRANSFEREE:

: _____ :
: _____ :

the within bond and all rights thereunder, hereby irrevocably constituting and appointing _____, Attorney, to transfer said bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

Signature Guaranteed

NOTICE: Signature(s) must be guaranteed by a member firm of the New York Stock Exchange or a commercial bank or trust company.

Signature of Registered Owner

NOTICE: The signature above must correspond with the name of the registered owner as it appears on the front of this bond in every particular, without alteration or enlargement or any change whatsoever.

9. At the request of the Authority, the bonds shall be issued initially in typewritten form, with one bond being issued for each maturity. While the bonds are held by the Authority in typewritten form, the County Treasurer shall act as Registrar, the provision of paragraph 6 to the contrary notwithstanding. Upon request of the Authority, the County shall arrange to have prepared, executed, authenticated and delivered in exchange as soon as practicable bonds in printed form having an equal aggregate principal amount, in authorized denominations, of the same form and maturity, bearing interest at the same rate, and registered in such names as requested by the Authority or its duly authorized attorney or legal representative. All typewritten bonds surrendered in any such exchange shall be canceled.

10. Typewritten bonds shall be in substantially the following form:

(Form of Typewritten Bond)

No. R- _____

\$ _____

UNITED STATES OF AMERICA
COMMONWEALTH OF VIRGINIA
JAMES CITY COUNTY
School Bond, Series of 1987A

James City County, Virginia (the County), for value received, hereby promises to pay, upon surrender hereof at the principal corporate trust office of _____, Richmond, Virginia, to

VIRGINIA PUBLIC SCHOOL AUTHORITY

or registered assigns or legal representative, the principal sum of

FOUR HUNDRED THIRTY THOUSAND DOLLARS (\$430,000)

on December 15, 19__ , subject to prior redemption as hereinafter provided, and to pay interest hereon from the date hereof until payment at the rate of _____ per cent (____%) per year, payable semiannually on June 15 and December 15, beginning December 15, 1987, by check or draft mailed to the Virginia Public School Authority, Principal, premium, if any, and interest are payable in lawful money of the United States of America.

This bond is one of an issue of \$8,600,000 School Bonds, Series of 1987A, of like date and tenor, except as to number, denomination, privilege of redemption and maturity, authorized and issued pursuant to the Constitution and statutes of the Commonwealth of Virginia, including Article VII, Section 10(b) of the Constitution and the Public Finance Act, to provide funds for financing capital projects for public schools.

Bonds maturing on or before December 15, 1996, are not subject to redemption prior to maturity. Bonds maturing after December 15, 1997, are subject to redemption prior to maturity at the option of the County on or after December 15, 1996, in whole at any time or in part in inverse order of maturity on any interest payment date, upon payment of the principal amount of the bonds to be redeemed plus interest accrued and unpaid to the redemption date and a redemption premium of one-half of one percent (1/2 of 1%) of such principal amount for each six-month period, or part thereof, between the redemption date and the stated maturity dates of the bonds to be redeemed, provided that the redemption premium shall not exceed 2% of such principal amount.

If less than the full amount of this bond is called for redemption, the amount of this bond to be redeemed shall be selected by the County Treasurer, as Registrar, by lot, each portion of \$5,000 principal amount being counted as one bond for such purpose. The County shall cause notice of the call for redemption identifying the bonds or portions thereof to be redeemed to be sent, by registered or certified mail, not less than 30 nor more than 60 days prior to the redemption date, to the registered owner of each bond to be redeemed at his address as it appears on the registration books kept by the Registrar. If a portion of this bond is called for redemption, a new bond in principal amount equal to the unredeemed portion hereof will be issued to the registered owner upon the surrender hereof.

The full faith and credit of the County are hereby irrevocably pledged for the payment of principal of and interest on this bond.

The bonds may be exchanged without cost at the principal corporate trust office of _____, Richmond, Virginia, for an equal aggregate principal amount of bonds in printed form.

All acts, conditions and things required by the Constitution and statutes of the Commonwealth of Virginia to happen, exist or be performed precedent to and in the issuance of this bond have happened, exist and have been performed, and the issue of bonds of which this bond is one, together with all other indebtedness of the County, is within every debt and other limit prescribed by the Constitution and statutes of the Commonwealth of Virginia.

IN WITNESS WHEREOF, the Board of Supervisors of James City County, Virginia, has caused this bond to be signed by its Chairman, to be countersigned by its Clerk, its seal to be affixed hereto, and this bond to be dated _____, 1987.

COUNTERSIGNED:

Clerk, Board of Supervisors
of James City County, Virginia

(SEAL)

Chairman, Board of Supervisors
of James City County, Virginia

11. The full faith and credit of the County are hereby irrevocably pledged for the payment of principal of and interest on the bonds. Unless other funds are lawfully available and appropriated for timely payment of the bonds, the Board of Supervisors shall levy and collect an annual ad valorem

tax over and above all other taxes authorized or limited by law sufficient to pay the principal of and interest on the bonds, as the same become due and payable.

12. The County Administrator, the County Treasurer and Director of Finance and Management Services, or any of them, are hereby authorized and directed to execute an agreement (the Escrow Agreement) between the County, the Authority and a bank or trust company to be hereafter selected by the Authority, as escrow agent (the Escrow Agent), providing for the deposit of the proceeds of the bonds and the custody, investment and disbursement of such proceeds; provided, however, that such proceeds shall be invested in such manner that none of the bonds will be "arbitrage bonds" within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, and regulations issued pursuant thereto (the Code). The Escrow Agreement shall be in such form as shall be approved by the County Attorney and bond counsel for the County.

13. The County Treasurer is hereby authorized and directed to provide for the deposit of the proceeds of the bonds in the escrow fund established by the Escrow Agreement.

14. The County hereby covenants that it shall not take or omit to take any action the taking or omission of which will cause the bonds to be "arbitrage bonds" within the meaning of Section 148 of the Code, or otherwise cause interest on the bonds to be includable in the gross income of the registered owners thereof under existing statutes. Without limiting the generality of the foregoing, the County shall comply with any provision of law that may require the County at any time to rebate to the United States any part of the earnings derived from the investment of the gross proceeds of the bonds.

15. Such officers of the County as may be requested are hereby authorized and directed to execute an appropriate certificate setting forth the expected use and investment of the proceeds of the bonds in order to show that such expected use and investment will not violate the provisions of Section 148 of the Code. Such certificate shall be in such form as may be requested by bond counsel for the County.

16. The County hereby covenants that it shall not permit the gross proceeds of the bonds to be used in any manner that would result in (a) 10% or more of such proceeds being considered as having been used directly or indirectly in any trade or business carried on by any person other than a governmental unit as provided in Section 141(b) of the Code, or (b) 5% or more of such proceeds being considered as having been used directly or indirectly to make or finance loans to any persons other than a governmental unit as provided in Section 141(c) of the Code; provided, however, that if the County receives an opinion of its bond counsel with respect to the bonds, and bond counsel to the Authority with respect to the Authority's School Financing Bonds, Series 1987A, that any such restriction is not required to prevent the interest on such bonds from being includable in the gross income of the registered owners thereof under existing statutes, the County need not comply with such restriction.

17. After the bonds have been awarded, the Chairman and the Clerk of the Board of Supervisors are hereby authorized and directed to take all proper steps to have the bonds prepared and executed in accordance with their terms and to deliver the bonds to the Authority upon payment therefor.

18. The Clerk of the Board of Supervisors is hereby authorized and directed to cause a certified copy of this resolution to be delivered forthwith to the Clerk of the County School Board. The bonds hereby authorized shall not be issued until the County School Board shall have adopted an appropriate resolution consenting to the issuance of the bonds.

19. All other action of officers of the County in conformity with the purposes and intent of this resolution and in furtherance of the issuance and sale of the bonds are hereby approved and confirmed. The officers of the County are hereby authorized and directed to execute and deliver all certificates and instruments and to take all such further action as may be considered necessary or desirable in connection with the issuance, sale and delivery of the bonds.

20. The Clerk of the Board of Supervisors, in collaboration with the County Attorney, is hereby authorized and directed to see to the immediate filing of a certified copy of this resolution with the Circuit Court of James City County and within ten days thereafter to cause to be published once in a newspaper having general circulation in the County a notice setting forth (a) in brief and general terms the purpose for which the bonds are to be issued and (b) the amount of such bonds.

21. All resolutions or parts of resolutions in conflict herewith are hereby repealed.

22. This resolution shall take effect immediately.

The undersigned Clerk of the Board of Supervisors of James City County, Virginia, hereby certifies that the foregoing constitutes a true and correct extract from the minutes of a regular meeting of the Board of Supervisors held the 16th day of March, 1987, and of the whole thereof so far as applicable to the matters referred to in such extract.

I. PUBLIC COMMENT - None

K. BOARD REQUESTS AND DIRECTIVES

Mr. Taylor reported that citizens from the Chickahominy Road area had signed a petition to rename their road and had requested its addition to the list of dirt streets.

Mr. Edwards made a motion to formally appoint the following citizens to the Williamsburg Community Growth Commission: Andy Bradshaw, Stan Brown, Roger Guernsey, Carolyn Lowe, Gerald Mephram, Tom Mahone, and Gwen Robinson.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

Mr. Morton requested a public hearing be set for April 20 for the sale of a 1.206 acre parcel of County property that Ford's Colony is desirous of purchasing.

Mr. Edwards made a motion to set a public hearing on April 20, 1987.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

The Board recessed at 2:50 p.m.

The Board reconvened at 3:05 p.m.

H. BOARD CONSIDERATIONS

1. Economic Development Strategy

Mrs. Burcham reported that Items 1, 2, and 5 of the Action Strategy report would be dealt with during the budgetary process.

The general consensus of the Board was to take up the remaining seven issues separately.

Issue #3. Promotion of James City County's Development Potential to Future Business

Mr. Edwards stated that the \$5,000 does not impact on the County's budget. Mr. Edwards made a motion to approve as an ongoing program.

Mr. Mahone said he could give only limited support for spending for advertising. Available sewer and water will attract businesses without this expenditure.

Mr. DePue said the Board should be aware in subsequent years that the funds for promotion might come from IDA or the County's General Fund.

Mr. Brown mentioned that \$5,000 represents only two or three placement advertisements.

Mr. DePue made a motion to approve Issue #3.

On a roll call, the vote was AYE: Brown, Taylor, DePue, Edwards (4). NAY: Mahone (1).

Issue #4. Exposure of James City County Economic Development Potential to Existing Businesses

Mr. Brown noted that the business breakfasts had educated the business community on current topics.

Mr. Edwards made a motion to approve Issue #4.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

Issue #6. Alternative Financing Tools

Mr. Edwards made a motion to approve Issue #6.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

Issue #7. Planning for County Economic Development Opportunities

Mrs. Burcham recommended that the County start on area plans in order to define zoning changes which would help direct development to certain areas of the community.

Mr. Brown inquired about the budget balance of the IDA.

Mrs. Burcham replied that it was approximately \$20,000.

Mr. DePue said that the Croaker area represents a good area for commercial development, and he was prepared to support Issue #7.

Mr. Mahone mentioned his concern was that it was premature to try to control or limit interchanges.

Mr. Edwards noted it would be a good idea to look at other locations.

Mrs. Burcham said developers respect a development plan stating the County's desires when it is available.

Mr. DePue made a motion to approve Issue #7.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

Issue #8. Relationship of Industrial Development Authority and Development Staff to the Virginia Economic Development Council and The Williamsburg Area Chamber of Commerce

Mr. Ken Axtell, Chairman of the IDA, requested an increase in the IDA's involvement with the agencies to provide information and work with them. The Chamber of Commerce promotes hotel, motel, and restaurant, and receives requests for information on commercial and industrial sites in the area.

Mr. DePue made a motion to approve Issue #8.

On a roll call, the reverse vote was AYE: Brown, DePue (2) NAY: Taylor, Mahone, Edwards (3).

Issue #9. Targeting of Future James City County Commercial-Industrial Activities

Mr. DePue made a motion to approve Issue #9 and said he would like to see development with corporate headquarters, branch offices of high-tech firms, etc.

Mr. Brown stated that these types of firms would be generally accepted in the community because of the life-style of the community.

Mr. Edwards said the Growth Conference indicated that the County needs more tax base and better jobs for the citizens. The corporate and high-tech firms would provide more tax base, but not necessarily better jobs.

On a roll call, the reverse vote was AYE: Brown, DePue, Taylor (3)
NAY: Mahone, Edwards (2).

Issue #10. The Future Role of the Industrial Development Authority

Mrs. Burcham noted that items 3, 4, 5, 6, and 7 were endorsed by the Board's previous actions.

Mr. DePue made a motion to approve Issue #10 with the exception of items 1 and 2.

Mr. Edwards said he could not support the staff recommendation that the role of the Authority and the function of economic development should be "promoting business and industry."

Mr. Mahone said he, too, could not support that role.

Mr. Brown noted that we have been promoting business for quite some time and he could support the statement.

On a roll call, the vote was AYE: Brown, Taylor, DePue, (3). NAY: Mahone, Edwards (2).

J. REPORTS OF THE ACTING COUNTY ADMINISTRATOR

1. Drainage Study - Longhill Swamp and Chisel Run

Wayland Bass, Director of Public Works, said the Upper Powhatan Creek Watersheds cover 8,000 acres, or 12 square miles, with forty active construction projects. Mr. Bass showed numerous slides and described the recommendation for twelve regional stormwater detention basins to improve the drainage runoff from heavy rainfalls, so there would be less flooding, stream bank erosion, and loss of wetlands.

Jack Hardigan of Camp, Dresser, & McKee said the study concluded the following points:

1. The best approach is regional detention basins. New development would pay for the basins through a County-administered system of development charges. Maintenance would be performed by County personnel.
2. The facilities will be strategically located.
3. The local government recovers the construction costs from development charges.

The advantages are that: 1) it is easier to maintain a small number of facilities; 2) it is more effective and reliable; 3) facilities can address existing as well as future problems; 4) lower capital and maintenance costs; and 5) open space benefits.

Four stormwater basins would be located in the Chisel Run area and 8 in the Longhill Swamp area.

Mr. Bass said that staff was not requesting approval at this time; however, unless the Board objected, the staff will complete the report, take it to the Planning Commission, and then return to the Board of Supervisors for approval with appropriation of funds beginning in the FY 1989 Capital Improvements Program.

Mr. Brown asked about the size and design of the proposed detention basins.

Mr. Bass replied that detention basins would average eight acres each, with a depth of about 10 feet and height of 15-20 feet with reinforced concrete outlet structures.

Mr. Brown stated detention ponds were unattractive and environmentally unsound. He inquired as to what kind of permit would be issued, and what the justification was for fees.

Mr. Bass replied that the Army Corps of Engineers will examine the environmental aspects and that permits will not adversely affect the plan.

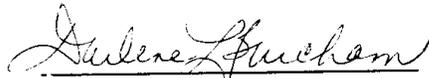
Mr. DePue mentioned that new development will bring tax revenues.

Mr. Edwards said that current developers are required to create a situation where there will be no flooding on the property, but they are not required to do anything to help downstream.

Mr. Edwards made a motion to adjourn.

On a roll call, the vote was AYE: Brown, Taylor, Mahone, DePue, Edwards (5). NAY: (0).

The Board adjourned at 5:17 p.m.



Darlene L. Burcham
Clerk to the Board

FORD'S COLONY

PROFFERS

THESE PROFFERS, made as of this 11 day of March, 1987, by REALTEC INCORPORATED, a North Carolina corporation, successor by merger to Ford's Colony at Williamsburg, Inc., a Virginia corporation, ("Ford's Colony").

RECITALS:

A. Ford's Colony is the owner of certain real property in James City County, Virginia (hereinafter referred to as the "Property") and more particularly described as follows:

All those certain pieces and parcels of land situate in James City County, Virginia, more fully described in that certain Amendment to 1986 Master Plan submitted by Ford's Colony at Williamsburg, Inc. to the Planning Commission of James City County, Virginia, on July 22, 1986, and on file in the Planning Department of James City County, which parcels include 416.6± acres formerly referred to as "Williamsburg West" and 333± acres of land formerly known as "Craney Meadow", which lands contain, in the aggregate, approximately 750 acres. A copy of said plat is recorded herewith in Plat Book _____ at page _____.

B. Ford's Colony has applied for an amendment to its original Master Plan for Ford's Colony (as subsequently amended on January 28, 1985, April 2, 1985 and February 10, 1986) such that the Property would be included into and made a part of the Master Plan of Ford's Colony all as more particularly set forth in the proposed Amendment to Master Plan submitted on July 22, 1986 to the Planning Commission of James City County (the "Amended Plan").

C. James City County (the "County") may be unwilling to permit Ford's Colony to incorporate the Property into the existing Ford's Colony project because of the projected impact of the proposed development on the roadways available in that part of the County.

D. Ford's Colony, for itself and its successors and assigns, is desirous of offering to the County certain assurances and understandings for the protection of the community that are intended to increase the capacity of existing roadways and alleviate some projected congestion of the roadways available in that portion of the County.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of James City of the Amended Plan, and pursuant to Section 15.1-491.1 et. seq. of the

Code of Virginia, 1950, as amended, Ford's Colony agrees that in addition to the restrictions heretofore imposed in connection with the original Master Plan, as subsequently amended, it will meet and comply with all of the following conditions for the development of the Property.

CONDITIONS

1. Ford's Colony will upgrade the existing and proposed entrances to Ford's Colony (the "Project") to increase the capacity of the existing road network and to provide enhanced safe access to those roads. The affected entranceways to be improved are as set forth in the Amended Plan. These improvements shall include:

(a) Installation of traffic signals at the intersection of (i) Country Club Drive or a private road (the "Alternate Route") and Route 612 (Longhill Road), (ii) a yet unnamed road and Route 613 (News Road), and (iii) Ford's Colony Drive and Route 612;

(b) Installation of left and right turn lanes as may be required by the Virginia Department of Transportation ("VDOT") and James City County at the News Road and at the Centerville Road/Old Manchester Road entrances to the Project;

(c) When required by the approved phasing plan set forth below, Ford's Colony shall establish a right of way for the the Alternate Route (sufficient in width to permit the ultimate construction of a four-lane road) from that part of the Williamsburg West tract included within this Master Plan Amendment to Route 612 (Longhill Road) to intersect at or near Country Club Drive. Ford's Colony shall construct a two-lane private road within such right of way. If the VDOT does not permit construction of an intersection with Route 199 as set forth in paragraph (g) below, Ford's Colony shall, in accordance with the phasing plan, widen the initial two-lane road to a four-lane road.

(d) At the intersection of Longhill Road and Country Club Drive or the Alternate Route, the following: installation of dual through lanes on Route 612, installation of dual left turn lanes on Route 612, a right turn lane on Route 612, and dual right turn lanes on Country Club Drive or the Alternate Route.

(e) Installation of a right turn lane at the Intersection of Route 612 and Ford's Colony Drive;

(f) Dedication to the County of a fifteen foot (15') strip of land to widen Route 612 (between Country Club Drive or the Alternate Route and Ford's Colony's property line along Route 612) and construction of the roadway improvements required to create a four-lane road from the entrance to the Project on Country Club Drive or the Alternate Route to the proposed intersection of Route 612 with Route 199 (consistent with the corridor adopted by the Virginia Highways and Transportation Board on October 16, 1986); provided however, Ford's Colony shall not be obligated to purchase any land or acquire any right of way across private property other than property currently owned or controlled by Ford's Colony; and

(g) Payment by Ford's Colony of \$230,000 to the VDOT for the installation of an intersection at a point on the Property where Route 199 (as the corridor was adopted by the Virginia Highways and Transportation Board on October 16, 1986) crosses the Property and as may be approved by VDOT, including, the installation of appropriate turn lanes and traffic signals to the extent required by VDOT.

2. To the extent a roadway on the Property is constructed to intersect with Route 199, it is understood and agreed that certain other improvements contemplated hereby may no longer be necessary or required and, to the extent such improvements are deemed no longer necessary or required by VDOT and James City County (e.g. the improvement of the intersection of Country Club Drive with Route 612), then, in that event, such improvements shall no longer be required and shall then not be deemed additional obligations of Ford's Colony.

3. All such improvements shall be installed in accordance with a phasing plan to be developed by Ford's Colony and submitted to the County within six months of the approval of the Master Plan Amendment. Within sixty (60) days, the Board of Supervisors shall approve or disapprove the phasing plan. Until Ford's Colony files such a plan, and receives approval, the County shall be under no obligation to give final approval to any subdivision plat or development plan filed by Ford's Colony; provided, however, that the subdivision plats for Sections VI and X of Ford's Colony (which have heretofore received preliminary approval by the County) and any clearing and grading or building permits for work within such Sections shall not be subject to this provision.

4. Ford's Colony agrees to donate and contribute all necessary land currently owned by Ford's Colony to construct such road improvements (at no cost to the County); provided, however, Ford's Colony shall not be required to acquire or purchase any land not currently owned by Ford's Colony to facilitate the construction of such road improvements.

5. Within 120 days after final approval of the Amended Plan, Ford's Colony shall convey to the County, without cost, fee simple title to a site for use by the County as a well site, with access rights thereto. Such site shall be 100 feet by 100 feet in size and shall be at a location between News Road and Longhill Road mutually agreeable to Ford's Colony and the County.

6. Ford's Colony shall designate a Scenic Easement along the line of Cold Spring Swamp, such easement to be defined by the edge of the swamp or marsh and a line that is a minimum distance of fifty (50) feet therefrom. The boundaries of such fifty (50) foot easement shall be shown on all final subdivision plats or final site plans of areas adjoining Cold Spring Swamp.

IN WITNESS WHEREOF, the undersigned, intending to be legally bound, has, as of the date first written above, caused these Proffers to be executed by its corporate officer, duly authorized.



REALTEC INCORPORATED, successor by merger to Ford's Colony at Williamsburg, Inc., a Virginia corporation

By: Brian F. Ford
Title: V.P.

STATE OF VIRGINIA AT LARGE

CITY OF WILLIAMSBURG, to-wit:

The foregoing instrument was acknowledged before me this 11th day of March, 1987, by Brian F. Ford, Vice President of REALTEC INCORPORATED, on behalf of the corporation.

Jackie L. Sutton
NOTARY PUBLIC

My commission expires:

July 4, 1989