

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE 6TH DAY OF NOVEMBER, NINETEEN HUNDRED NINETY-FIVE, AT 7:07 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

A. ROLL CALL

Perry M. DePue, Chairman, Powhatan District
David L. Sisk, Vice Chairman, Roberts District

Jack D. Edwards, Berkeley District
Robert A. Magoon, Jr., Jamestown District
Stewart U. Taylor, Stonehouse District
David B. Norman, County Administrator
Frank M. Morton, III, County Attorney

B. MINUTES - October 16, 1995

Mr. DePue asked if there were corrections or additions to the minutes.

Mr. Edwards made a motion to approve the minutes.

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

C. CONSENT CALENDAR

Mr. DePue asked if a Board member wished to remove any item from the Consent Calendar.

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

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

1. Dedication of Street in Riverview Plantation, Section 4, Block H and I

RESOLUTION

DEDICATION OF STREET IN RIVERVIEW PLANTATION, SECTION 4, BLOCK H AND I

WHEREAS, the street described on the attached Additions Form SR-5(A), fully incorporated herein by reference, is shown on plats recorded in the Clerk's Office of the Circuit Court of James City County; and

WHEREAS, the Resident Engineer for the Virginia Department of Transportation has advised this Board the street meets the requirements established by the Subdivision Street Requirements of the Virginia Department of Transportation; and

WHEREAS, the County and the Virginia Department of Transportation have entered into an agreement on November 1, 1993, for comprehensive stormwater detention which applies to this request for addition.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby requests the Virginia Department of Transportation to add the street described on the attached Additions Form SR-5(A) to the secondary system of State highways, pursuant to §33.1-229, Code of Virginia, and the Department's Subdivision Street Requirements.

BE IT FURTHER RESOLVED, this Board guarantees a clear and unrestricted right-of-way, as described, and any necessary easements for cuts, fills and drainage.

BE IT FURTHER RESOLVED that a certified copy of this resolution be forwarded to the Resident Engineer for the Virginia Department of Transportation.

2. Dedication of Streets in Berkeley's Green, Section 5, Phase 6, Sections I and II, and Phase 6B

RESOLUTION

DEDICATION OF STREETS IN BERKELEY'S GREEN

SECTION 5, PHASE 6, SECTIONS I AND II, AND PHASE 6B

WHEREAS, the streets described on the attached Additions Form SR-5(A), fully incorporated herein by reference, are shown on plats recorded in the Clerk's Office of the Circuit Court of James City County; and

WHEREAS, the Resident Engineer for the Virginia Department of Transportation has advised this Board the streets meet the requirements established by the Subdivision Street Requirements of the Virginia Department of Transportation; and

WHEREAS, the County and the Virginia Department of Transportation have entered into an agreement on November 1, 1993, for comprehensive stormwater detention which applies to this request for addition.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby requests the Virginia Department of Transportation to add the streets described on the attached Additions Form SR-5(A) to the secondary system of State highways, pursuant to §33.1-229, Code of Virginia, and the Department's Subdivision Street Requirements.

BE IT FURTHER RESOLVED, this Board guarantees a clear and unrestricted right-of-way, as described, and any necessary easements for cuts, fills and drainage.

BE IT FURTHER RESOLVED that a certified copy of this resolution be forwarded to the Resident Engineer for the Virginia Department of Transportation.

3. Additional State Allocations - Social Services Division**RESOLUTION****APPROPRIATION TO THE DIVISION OF SOCIAL SERVICES**

WHEREAS, the State Department of Social Services has provided additional funding for Aid to Dependent Children - Foster Care, Day Care Fee Block Grant, Day Care Fee At-Risk Pass Through, Administration, and Family Preservation and Support Act Planning; and

WHEREAS, sufficient local matching funds are available in Fringe Benefits.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the following appropriation amendments:

Revenues:

From the Commonwealth	<u>\$61,781</u>
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Expenditures:

Aid to Dependent Children - Foster Care	\$ 8,018
Day Care Fee Block Grant	30,352
Day Care Fee At-Risk Pass Through	6,000
Administration	23,014
Family Preservation/Support Act	2,000
Child Caring Connection-United Way	(3,000)
Fringes	<u>(4,603)</u>
Total	<u>\$61,781</u>

4. Parks and Recreation Budget Amendment - Summer Breeze Concert Series**RESOLUTION****PARKS AND RECREATION BUDGET AMENDMENT****SUMMER BREEZE CONCERT SERIES**

WHEREAS, the concert series is sponsored jointly with Merchant's Square Association; and

WHEREAS, Merchant's Square Association has contributed funds to the County which will offset the additional costs of entertainment.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the following appropriation amendments:

RECREATION SERVICES

Revenues:

From Merchant's Square Association	<u>\$2,610</u>
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Expenditures:

Operating Expenses (Entertainment)	<u>\$2,610</u>
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5. Colonial Community Corrections Position Request - Pretrial Investigator**RESOLUTION****COLONIAL COMMUNITY CORRECTIONS POSITION REQUEST****PRETRIAL INVESTIGATOR**

WHEREAS, Colonial Community Corrections administers the Pretrial Services Program; and

WHEREAS, this program has received funding from the Department of Criminal Justice Services to hire two (2) Pretrial Investigators; and

WHEREAS, James City County is the fiscal agent for Colonial Community Corrections.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby creates two full-time limited-term positions of Pretrial Investigator.

D. PUBLIC HEARINGS1. Case Nos. Z-5-95 and SUP-10-95. Hampton Roads Sanitation District Peninsula Composting Facility (Continued from June 6, 1995)

Mr. Mark J. Bittner, Planner, stated that Mr. Vernon Geddy, III, had applied on behalf of Greenmount Associates, L.L.C., to rezone from M-2, General Industrial, to M-2 with Proffers, and for a special use permit on the same site to allow manufacture of fertilizer, located approximately one mile south of Route 60 in the Skiffe's Creek area and further identified as Parcel No. (1-47) on James City County Real Estate Tax Map No. (59-2). Mr. Bittner stated that the applicant had requested deferral until the November 20, 1995, Board of Supervisors' meeting to allow additional time to review proffers with staff.

Staff concurred with that request.

Mr. DePue opened the public hearing, and continued the case until November 20, 1995, Board of Supervisors' meeting.

2. Case No. Z-13-95. Hankins Golf Clubhouse

Mr. Michael A. Freda, Senior Planner, stated that Mr. George Hankins, Jr., had applied to rezone approximately 10 acres from R-5, Multifamily Residential, with proffers, to R-8, Rural Residential, with proffers, to construct a golf course clubhouse and related facilities, located within the 492-acre Hankins property on Croaker Road approximately 2,500 feet north of the interchange of Croaker Road and Interstate 64, approved

as part of Z-12-90/SUP-48-90 in December 1991, and further identified as Parcel No. (1-40) on James City County Real Estate Tax Map No. (14-3).

Mr. Freda further stated that the proffers would require the clubhouse and related facilities to connect to public water and sewer when available to the property; the temporary entrance would be abandoned when internal streets were constructed within the development and developers would provide road improvements deemed necessary to mitigate traffic impacts caused by the golf course.

Staff determined that the proposal was consistent with the Comprehensive Plan and Master Plan approved in 1991.

In concurrence with staff, the Planning Commission recommended approval of the rezoning with proffers.

Mr. DePue opened the public hearing, and as no one wished to speak, he closed the public hearing.

Mr. Taylor made a motion to approve Case No. Z-13-95.

Discussion between the Board and staff regarding how the County would benefit from allowing the rezoning and building of time shares followed.

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

RESOLUTION

CASE NO. Z-13-95 HANKINS GOLF CLUBHOUSE

(OLD DOMINION FRENCH WINERY PROJECT)

WHEREAS, in accordance with Section 15.1-431 of the Code of Virginia, and Section 20-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified and a hearing scheduled on Zoning Case No. Z-13-95 for rezoning approximately 10 acres from R-5, Multifamily Residential with proffers, to R-8, Rural Residential, with proffers, identified as Parcel No. (1-40) on James City County Real Estate Tax Map No. (14-3); and

WHEREAS, the Planning Commission of James City County, unanimously recommended approval of Case No. Z-13-95.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Zoning Case No. Z-13-95 and accepts the voluntary proffers.

3. Case No. Z-14-95. James River Commerce Center

Mr. Gary A. Pleskac, Planner, stated that Mr. Alvin Anderson on behalf of the applicant, Williamsburg Developments, Inc., and Industrial Development Authority of James City County, had applied to rezone approximately 10.9 acres from MU, Mixed Use District with Proffers, to M-2, General Industrial District, and to rezone approximately 208.14 acres from Mixed Use District with Proffers, to M-1, Limited Business/Industrial District with Proffers, located at south side of Route 60, and west side of BASF entrance road, further identified as Parcel No. (1-17) on James City County Real Estate Tax Map No. (59-1).

Mr. Pleskac further stated that the applicant had requested deferral of the M-2 portion of the rezoning request until the November 20, 1995, Board of Supervisors' meeting and that the M-1 portion of the rezoning request be referred back to the Planning Commission. Staff concurred with the requests.

The Board questioned the reason for referral back to the Planning Commission. Staff responded that use and configuration of the BASF road was to be reviewed.

Mr. DePue opened the public hearing and continued the case until the November 20, 1995, Board of Supervisors' meeting.

Mr. Edwards made a motion to refer the M-1 portion of Case No. Z-14-95 back to the Planning Commission.

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

4. Case No. SUP-26-95. Williamsburg-James City County Public Schools (Former Child Development Resources Building)

Mr. Bittner stated that Mr. William C. Black had applied on behalf of the Williamsburg-James City County Public Schools for a special use permit to operate a school in the existing building owned by Child Development Resources, zoned A-1, General Agricultural, located at 6325 Centerville Road, further identified as Parcel No. (1-3) on James City County Real Estate Tax Map No. (23-4).

Staff determined that the proposal was consistent with the land use designation and continuation of an existing use. In concurrence with staff, the Planning Commission unanimously recommended approval of the application.

Mr. DePue opened the public hearing, and as no one wished to speak, he closed the public hearing.

Mr. DePue made a motion to approve the resolution.

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

RESOLUTION

CASE NO. SUP-26-95. WILLIAMSBURG/JAMES CITY COUNTY

PUBLIC SCHOOL (FORMER CDR BUILDING)

WHEREAS, the Board of Supervisors of James City County has adopted by ordinance specific land uses that shall be subjected to a special use permit process; and

WHEREAS, the Planning Commission of James City County, following its public hearing on October 10, 1995, unanimously recommended approval of Case No. SUP-26-95 by a vote of 6 to 0 to permit the operation of a school at 6325 Centerville Road, further identified as Parcel No. (1-3) on James City County Real Estate Tax Map No. (23-4).

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-26-95 as described herein with the following condition:

1. This special use permit shall be valid up to and for a period of one year after the opening date of the new high school located on John Tyler Highway (Route 5). This high school site is further identified as Parcel No. (1-2D) on James City County Real Estate Tax Map No. (46-1).

E. BOARD CONSIDERATIONS

1. Resolution Authorizing Issuance and Sale of General Obligation Public Improvement Bonds, Series 1995, in the Maximum Amount of \$35,000,000

Ms. Carol Davis, Assistant Manager of Financial and Management Services, stated that the resolution authorized sale of \$35,000,000 in General Obligation Bonds and provided details for the borrowing.

Staff recommended approval of the resolution.

Mr. Edwards made a motion to approve the resolution.

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

2. Improvements and Dedication of Moses Lane from Oak Drive to Turnaround - Kearney Subdivision

Mr. John T. P. Home, Manager of Development Management, stated that the resolution requested Virginia Department of Transportation to accept Moses Lane into the secondary roads system and that reconstruction of Moses Lane be done to VDOT standards.

Staff recommended approval.

Mr. Sisk made a motion to approve the resolution.

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

RESOLUTION

IMPROVEMENTS AND DEDICATION OF MOSES LANE FROM OAK DRIVE

TO TURNAROUND - KEARNEY SUBDIVISION

- WHEREAS, the street described below was established November 8, 1955, and currently serves at least three families per mile; and
- WHEREAS, the Virginia Department of Transportation has deemed that James City County's current subdivision control ordinance meets all necessary requirements to qualify this County to recommend additions to the secondary system of State highways, pursuant to § 33.1-72.1, Code of Virginia; and
- WHEREAS, the James City County Board of Supervisors recommends that Moses Lane from Oak Drive to a turnaround, more particularly described below, be accepted as an addition to the Secondary System of State Highways; and
- WHEREAS, after examining the ownership of all property abutting this street, neither the original developer, the developers, nor successive developers retain a speculative interest in property abutting

Moses Lane from Oak Drive to the turnaround, the Board finds that speculative interest does not exist.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby request that the Virginia Department of Transportation improve and add to the Secondary System of State Highways, pursuant to § 33.1-72.1(C), Code of Virginia:

Name of Street:	Moses Lane
Length: 779 feet (0.15 mile)	
From:	State Route 642 (Oak Drive)
To:	0.15 Mi. West State Route 642 (Turnaround)
Guaranteed Right-of-Way Width:	40 feet

<u>PLAT RECORDED DATE</u>	<u>DEED BOOK</u>	<u>PAGE</u>	<u>PLAT BOOK</u>	<u>PAGE</u>
11/8/55	56	112		
5/23/90	475	99	52	30
12/9/87	373	183	47	25
4/15/86	299	614	42	37
9/11/95	753	841		

BE IT FURTHER RESOLVED the Board guarantees a clear and unrestricted right-of-way, as described, and any necessary easements for cuts, fills, and drainage; and

BE IT FURTHER RESOLVED the Board requests the Virginia Department of Transportation to improve said street to the prescribed minimum standards, funding said improvements pursuant to § 33.1-72.1(C), Code of Virginia; and

BE IT FURTHER RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby commit to fund 50 percent of the actual street improvements costs which are estimated by VDOT to be \$58,450.

BE IT STILL FURTHER RESOLVED that this resolution be forwarded to the Resident Engineer of the Virginia Department of Transportation along with a check in the amount of \$29,225; certified copies of plats indicating street right-of-ways, turnaround right-of-way, place of recordation, and a detailed record of current lot ownership.

3. Resolution Expressing Intent to Adopt a Resolution Providing for Creation of Peninsula Public Sports Facility Authority

Mr. Sanford B. Wanner, Assistant County Administrator, stated that the participating jurisdictions of Cities of Hampton, Newport News, Poquoson, and Williamsburg, and Counties of James City and York, must indicate interest in creation of a Peninsula Public Sports Facility Authority by adoption of concurrent resolutions expressing intent to create such an Authority. He explained that a public hearing must be held and Articles of Incorporation filed before creation of an Authority.

Staff recommended approval of the resolution.

Board and staff discussed timeliness of the resolution and Board's interest in regional partnership.

Mr. DePue made a motion to approve the resolution.

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

RESOLUTION

A RESOLUTION EXPRESSING THE INTENT OF THE BOARD TO ADOPT A

RESOLUTION PROVIDING FOR THE CREATION OF THE PENINSULA

PUBLIC SPORTS FACILITY AUTHORITY

WHEREAS, James City County, together with the Cities of Hampton, Newport News, Poquoson, and Williamsburg, and York County, desire to establish a public recreational facility authority, to be called the Peninsula Public Sports Facility Authority, pursuant to the provisions of the Virginia Public Recreational Facilities Authorities Act, being Chapter 29, Title 15.1, Code of Virginia, as amended (the Act); and

WHEREAS, Section 15.1-1273 of the Act requires that the governing bodies who desire to join together to create a public recreational facility authority first must adopt concurrent resolutions or ordinances signifying their intent to adopt an ordinance or resolution actually creating such an authority.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby expresses its intent to adopt a resolution providing for the creation of the Peninsula Public Sports Facility Authority, and hereby authorizes and directs the County Administrator to cause to be given the notice required by § 15.1-1273 of the Act of a public hearing before the Board to consider adoption of such a resolution.

F. PUBLIC COMMENT

1. Mr. David Brown, 213 Nelson Street, Yorktown, expressed his opinion of certain County employees' attitudes and actions.

2. Mr. R. E. Gilley, 227 Gatehouse Boulevard, commended County employee Gary Pleskac for his outstanding work as staff representative for the Agricultural and Forestal District Advisory Committee.

G. REPORT OF THE COUNTY ADMINISTRATOR

Mr. Norman recommended the Board go into executive session pursuant to Section 2.1-344(A)(3) of the Code of Virginia to consider acquisition of a parcel of property for public use.

H. BOARD REQUESTS AND DIRECTIVES

Mr. Magoon asked staff to remind Board members of upcoming Neighborhood Connections/Community Conversation meetings in respective districts.

Mr. Magoon asked staff to schedule a Strategic Management Planning meeting with the Board.

Mr. DePue asked staff to add to the legislative package the use of local jail inmates for cleanup work on public roads.

Mr. DePue asked staff to put Shrink-Swell Soils on the November 20, 1995, Board agenda for discussion of issues to send to the Shrink-Swell Soil Task Force for its input and expertise.

Mr. DePue referenced the Reading File memorandum from Mr. Donald Davis stating that the deadline date to submit Comprehensive Plan land use change applications to the County by an owner or agent of the property for which the change was requested would be on or before Friday, January 19, 1996.

Mr. DePue asked staff to provide a written report for reason of delay of sidewalk on Longhill Road.

Mr. DePue mentioned the Timbering Ordinance and asked Mr. Morton about status of reviewing the legal viability of a process that would define either an administrative procedure or modify the Zoning Ordinance.

Mr. Morton responded that a proposal would be forthcoming.

Mr. Edwards encouraged citizens to vote on Tuesday, November 7, 1995.

Mr. DePue made a motion to go into executive session as recommended by the County Administrator.

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

Mr. Taylor left the meeting at 9:20 p.m.

Mr. DePue reconvened the Board at 9:20 p.m. and made a motion to approve the executive session resolution.

On a roll call, the vote was: AYE: Sisk, Edwards, Magoon, DePue (4). NAY: (0).

RESOLUTION

MEETING DATE: November 6, 1995

CERTIFICATION OF EXECUTIVE MEETING

WHEREAS, the Board of Supervisors of James City County, Virginia, (Board) has convened an executive meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.1-344.1 of the Code of Virginia requires a certification by the Board that such executive meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby certifies that, to the best of each member's knowledge; i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the executive meeting to which this certification resolution applies; and, ii) only such public business matters as were identified in the motion convening the executive meeting were heard, discussed or considered by the Board.

Mr. DePue made a motion to recess until 5:00 p.m., Monday, November 20, 1995, for a work session on special use permits.

On a roll call, the vote was: AYE: Sisk, Edwards, Magoon, DePue (4). NAY: (0).

The Board recessed at 9:41 p.m.



David B. Norman
Clerk to the Board

110695bs.min



ADDITIONS FORM SR-5(A) - Proposed Additions to the Secondary System of State Highways

Attachment to one Board of Supervisors Resolution Surety Dated: _____

Attachment 1 of 1
James City County

Name of Subdivision: Riverview Plantation

Ref. No.	Name of Street (Required Data Field)	Street Addition Termini	R-O-W Width (ft)	Miscellaneous Notes	Centerline Length (mil)
1	Greenway Circle	From: Route 608 (Riverview Road) To: End of permanent cut-de-sac Plat Recorded Date: 04/16/83 Plat Book: 57 Page 18	50	# Occupied Dwl: 3 Other: Description: Roadside ditches, 4' shoulder, biluminous concrete, surfs	0.06
2		From: To: Plat Recorded Date: Plat Book: Page		# Occupied Dwl: Other: Description:	
3		From: To: Plat Recorded Date: Plat Book: Page		# Occupied Dwl: Other: Description:	
4		From: To: Plat Recorded Date: Plat Book: Page		# Occupied Dwl: Other: Description:	
5		From: To: Plat Recorded Date: Plat Book: Page		# Occupied Dwl: Other: Description:	
6		From: To: Plat Recorded Date: Plat Book: Page		# Occupied Dwl: Other: Description:	
7		From: To: Plat Recorded Date: Plat Book: Page		# Occupied Dwl: Other: Description:	
Total Mileage					0.06

Notes: Guaranteed width of right of way exclusive of any necessary easements for cuts, fills, and drainage.

CERTIFICATION OF ATTACHMENT (by county clerk or surety agent)

This attachment is certified a part of the document above.

(Name and Title) **DAVID NORMAN, County Administrator**



ADDITIONS FORM SR-5(A) - Proposed Additions to the Secondary System of State Highways

Attachment to one) Board of Supervisors Resolution Surety Dated: _____
 Name of Subdivision: Berkeley's Green
 James City County

Ref. No.	Name of Street (Required Data Field)	Street Addition Termini	R-O-W Width (ft)	Miscellaneous Notes	Centerline Length (mil)
1	Mallard Creek Run	From: Route 1310 To: End of permanent cut-de-sac Plat Recorded Date: 04/28/92 Plat Book: 55 Page 71	50	# Occupied Dwl. 10 Other: PB57, PB3, 08/03/93, PB60, P37, 11/10/94, PB81, P92 Description: Curb & gutter, bit. conc. surface	0.29 2.00
2	Stoney Creek Drive	From: Mallard Creek Run To: End of permanent cut-de-sac Plat Recorded Date: 04/28/92 Plat Book: 55 Page 71	50	# Occupied Dwl. 8 Other: Description: Curb & gutter, bit. conc. surface	0.06 2.00
3	Stoney Creek Drive West	From: Mallard Creek Run To: End of permanent cut-de-sac Plat Recorded Date: 04/28/92 Plat Book: 55 Page 71	50	# Occupied Dwl. Other: PB 75, P 98, 08/03/93, PB 80, P 37, 11/10/94 Description: Curb & gutter, bit. conc. surface	0.15
4	Cedar Run	From: Stone Creek Drive West To: End of permanent cut-de-sac Plat Recorded Date: 03/03/93 Plat Book: 57 Page 98	50	# Occupied Dwl. 9 Other: Description: Curb & gutter, bit. conc. surface	0.09
5	Holly Brook Drive	From: Mallard Creek Run To: End of permanent cut-de-sac Plat Recorded Date: 04/28/92 Plat Book: 55 Page 69	50	# Occupied Dwl. 9 Other: Description: Curb & gutter, bit. conc. surface	0.08 2.00
6	Woods Walk Court	From: Mallard Creek Run To: End of permanent cut-de-sac Plat Recorded Date: 04/28/92 Plat Book: 55 Page 71	50	# Occupied Dwl. 8 Other: PB 57, P 63, 08/03/93 Description: Curb & gutter, bit. conc. surface	0.06
7		From: To: Plat Recorded Date: Plat Book:		# Occupied Dwl. Other: Description:	
Total Mileage					0.73

Notes: Guaranteed width of right of way exclusive of any necessary easements for cuts, fills, and drainage.

CERTIFICATION OF ATTACHMENT (By county clerk or surety agent)
 This attachment is certified a part of the document above.
 (Name and Title) **DAVID B. NORMAN, COUNTY ADMINISTRATOR**

015228

AMENDED AND RESTATED
PROFFERS

These AMENDED AND RESTATED PROFFERS are made as of this 24 day of October, 1995 by DONALD N. PATTEN, as Successor Trustee of Hankins Land Trusts No. 1 and No. 2, GEORGE HANKINS, JR., ANN HANKINS, HOWARD HANKINS, KELLY HANKINS, MARY HENLY THOMPSON and LEROY THOMPSON (together with their successors and assigns, the "Owners").

RECITALS:

A. Owners are the owners of a tract of land containing approximately 491.8 acres located in James City County, Virginia (the "County") more particularly shown and set out on the Development Plan (the "Plan") dated March 1, 1991, prepared by AES, a professional corporation, and submitted to the County herewith (the "Property").

B. The Property is now zoned M-1, with proffers, R-5, with proffers, and A-1, with proffers. The existing Proffers are dated October 28, 1991 and are recorded in James City Deed Book 548 at page 586 (the "Existing Proffers"). Owners have applied for a rezoning of approximately 10 acres of the Property shown on the plat attached hereto from R-5, with proffers, to R-8, with proffers, for a golf course clubhouse and maintenance facility.

C. In connection with the applied for rezoning, Owners desire to amend in certain respects and restate the Existing Proffers.

1-18



NOW, THEREFORE, in consideration of the approval by the Board of Supervisors of James City County of the requested rezoning described above, and pursuant to Section 15.1-491.2:1 of the Code of Virginia, as amended, Owners agree that they shall meet and comply with all of the following conditions in the development of the Property. If the requested rezoning is not granted by the County, these Proffers shall thereupon be null and void and the Existing Proffers shall remain in full force and effect.

CONDITIONS

1. Traffic Studies. Owners have submitted to the County and the Virginia Department of Transportation ("VDOT") a Traffic Impact Study dated March 1, 1991 (based on projected traffic generation from the development of the Property) for their review and approval. Before the earlier to occur of (i) the County issuing building permits for more than 1,000,000 square feet of floor area within the Property or (ii) the expiration of five years from the date a certificate of occupancy is issued by the County for more than an aggregate of 50,000 square feet of floor area on the Property excluding the golf course clubhouse and maintenance facility, Owners shall submit to the County and VDOT for their review and approval an updated Traffic Impact Study of the development of the Property by an independent traffic consultant, which shall be based on actual traffic counts from the Property. The Study shall indicate the traffic improvements needed to accommodate continued development of the

Property and indicate at what point in the continued development (based on number of square feet of floor area) such improvements are required. Continued development of the Property shall then be limited to the level (based on the number of square feet of floor area) which can be accommodated by the surrounding road system until the recommended improvements have been constructed.

2. Entrances. There shall be no more than five permanent entrances into the Property, of which no more than three shall be full access entrances (i.e. entrances permitting turning movements in each direction in and out of the entrance). The main entrance into the Property shall be located opposite Cedar Point Road as shown on the Plan. The other two full access entrances shall be in the general locations shown on the Plan, one on Fenton Mill Road and one on Moss Side Lane, with such minor changes in their location as may be approved by the Development Review Committee. The remaining two permitted entrances shall be limited access entrances (i.e. permitting only right turns into and out of the entrance) and shall be along Croaker Road, and shall be subject to all required approvals. There shall be no more than one temporary entrance into the Property to serve the golf course and related facilities. At the time internal streets are constructed (i.e., ready for vehicular traffic) on the property, the temporary entrance shall be abandoned and new entrance constructed to one of the internal streets. Owner shall construct, at no cost to the County or VDOT, any turn lanes or other road improvements to either a

permanent or temporary entrance to the golf course development, if such improvements are deemed necessary by the County or VDOT at the time of any site plan approval for the golf course.

3. Road Improvements. (a) The following road improvements shall be completed or construction thereof shall have commenced and guarantees in accordance with § 15.1-491.3 of the Virginia Code and the County Zoning Ordinance ("guarantees") for their completion and shall have been posted with the County before the County issues Certificates of Occupancy for more than 10,000 square feet of floor area within the Property excluding the golf course clubhouse and maintenance facility:

(i) Croaker Road shall be improved, at no cost to the County or VDOT, to four lanes from the end of the existing four lane section adjacent to the Property to immediately beyond the main entrance to the Property where it shall taper to two lanes. Necessary turn lanes with tapers and storage areas as required by VDOT based upon the approved Traffic Impact Study shall be constructed on Croaker Road and James City Parkway at the main entrance into the Property.

(ii) A traffic signal shall be installed, at no cost to the County or VDOT, at the intersection of Croaker Road and the main entrance into the Property.

(iii) Fenton Mill Road from Croaker Road to James City Parkway shall be closed, the existing pavement removed

and seedlings planted thereon with the approval of VDOT.

(iv) The crossover in the median of Croaker Road at its intersection with Fenton Mill Road shall be closed and the existing turn lanes shall be removed.

(v) James City Parkway shall be constructed from the main entrance on Croaker Road to the location of the sewer pump station as shown on the Overall Water and Sewer Plan submitted to the County as a part of the Plan. James City Parkway from the main entrance shown on the Plan to its intersection with Corporate Campus Drive shall have a median at least 30 feet in width. Necessary turn lanes with tapers and storage areas as required by VDOT based on the approved Traffic Impact Study shall be constructed.

(vi) Chateau Boulevard shall be constructed except for the segment thereof shown as "Possible Future Connection" on the Plan.

(vii) The new intersection of Fenton Mill Road and James City Parkway on the south side of the Property shall be constructed. Necessary turn lanes with tapers and storage areas as required by VDOT based on the approved Traffic Impact Study shall be constructed.

(b) Before the County shall issue any building permits for construction of buildings within the northern area designated M-1 Light Industrial on the Plan, (i) Moss Side Lane shall be improved, at no cost to the County or VDOT, to a 22 foot road from Croaker Road to its intersection with Corporate Campus

Drive, or construction of the improvement shall have commenced and guarantees for its completion posted with the County, and (ii) all of Corporate Campus Drive shall have been constructed or its construction shall have commenced and guarantees for its completion shall have been posted with the County. The location of Corporate Campus Drive may be changed from that shown on the Plan, with the consent of the Director of Planning, to accommodate the requirements of potential users.

(c) A traffic signal shall be installed, at no cost to the County or VDOT, at the intersection of James City Parkway and Chateau Boulevard when determined to be warranted by VDOT or at an earlier time in the discretion of the Owner with the approval of VDOT.

(d) The segment of Chateau Boulevard designated on the Plan as "Possible Future Link" shall be constructed at the request of the County based on the type and intensity of development on the southeastern area designated M-1 Light Industrial on the Plan.

(e) The road improvements proffered above shall be designed and constructed in accordance with VDOT standards and specifications, shall have the right-of-way width required by VDOT standards based on the type of road (i.e. with or without curb and gutter) and the needed capacity of the road and shall be dedicated to the County upon their completion.

(f) Roads within the portion of the Property to be rezoned R-5, with proffers, and R-8, with proffers, and the entrance road from Chateau Boulevard or James City Parkway into this area may

be private. Any such private roads shall be designed and constructed in accordance with the County's standards and guidelines for private roads. Certifications in form and substance acceptable to the County Engineer that the construction of such private roads meets these standards and guidelines shall be provided to the County.

4. Uses. (a) Within the approximately 70 acres designated on the Plan as Light Industrial (Retail) M-1, the following use restrictions shall apply:

(i) The Chateau Winery building shall contain no more than 135,000 square feet of floor area of which no more than 70,000 square feet shall be used for retail uses.

(ii) There shall be no more than one hotel/convention center of up to 300 rooms, subject to Condition 10 hereof, with accessory retail and restaurant uses;

(iii) No more than 120,000 square feet of floor area within all buildings (excluding retail uses in the Chateau Winery building and hotel/convention center referred to above) constructed in this portion of the Property shall be used for retail purposes until Owner has submitted the updated Traffic Impact Study described in Condition 1 hereof. If the approved Study indicates traffic from additional retail space can be accommodated, an additional 30,000 square feet of floor

area in this portion of the Property can be used for retail purposes. As used herein, the phrase "floor area used for retail purposes" shall have the same meaning as the term "retail floor area" as used in Section 20-13 of the Zoning Ordinance.

(iv) There shall be no "strip shopping centers" (as defined below). For purposes of this Condition, "strip shopping center" shall mean a group of at least three physically connected and architecturally unified retail establishments which are planned, developed, owned and managed as a single operating unit, which include an anchor tenant or tenants and other smaller retail establishments, which generally face the same direction, usually toward a public road, and for which on-site parking is provided in direct relationship to the characteristics of the establishments contained within the center.

While Owner owns or has the contractual right to purchase any of the Property, Owner shall submit reports to the County on a semi-annual basis beginning six months from the date the first certificate of occupancy is issued for development on the Property setting forth the number of square feet of retail floor area within each building on the Property.

(b) Within the approximately 184.5 acres designated on the Plan as Light Industrial M-1, no more than 20% of the floor area of any building constructed within this portion of the Property

shall be used for retail uses. Only retail uses accessory to the main use of the building shall be permitted.

(c) The approximately 14.0 acres designated A-1 Vineyards on the Plan shall be used only for agricultural and passive recreational uses (including pedestrian trails and picnic areas) and water impoundments.

(d) The approximately 213.3 acres designated on the Plan as R-5 Time Share w/18 Hole Golf Course and R-8 Golf Clubhouse and Maintenance Facility shall be developed as (i) one eighteen hole golf course, with related driving range, putting green, clubhouse, maintenance and cart storage facilities and (ii) a "time-share project" as defined in the Virginia Real Estate Time-Share Act, Va. Code § 55-360 et seq. (the "Act") containing no more than 500 "time-share units" (as defined in the Act), subject to Condition 10 hereof, with related recreational amenities, sales and maintenance facilities. There shall be no conventionally owned residential development on the Property. The golf course shall be open to play by members of the general public.

5. Water and Sewer. (a) Except as provided in condition 5 (b) below, all development upon the Property shall be connected to public water and sewer systems approved by the County.

(b) A sales/information/administration/management facility of up to 10,000 square feet of floor area and the golf course clubhouse and maintenance facility may be constructed and temporarily connected to a private well and septic system. The

facility shall connect to approved public water and sewer systems when available at the Property.

(c) Before the County issues Certificates of Occupancy for more than 10,000 square feet of floor area within the Property, the following water and sewer improvements shall be constructed or their construction shall have commenced and guarantees shall have been posted for their completion:

(i) Extension of off-site sewer and water lines to the Property.

(ii) The 450,000 gallon water storage facility and related facilities including an all weather road providing access to the facilities in the general location shown on the Overall Water and Sewer Plan.

(iii) The sewer pump station in the general location shown on the Overall Water and Sewer Plan.

(iv) Water lines and gravity sewer lines along James City Parkway from its intersection with Fenton Mill Road to the sewer pump station and along Chateau Boulevard (including the segment designated as "Possible Future Link").

(v) A water line along James City Parkway from its intersection with Chateau Boulevard to its intersection with Croaker Road, with a stub connection at Corporate Campus Drive.

(vi) A sewer line along James City Parkway from its intersection with Chateau Boulevard to its intersection with Corporate Campus Drive.

(d) Before the County shall issue any building permits for the construction of buildings within the northern area designated as M-1 Light Industrial on the Plan, water and sewer lines shall have been constructed along the length of Corporate Campus Drive or their construction shall have commenced and guarantees for their completion shall have been posted with the County.

(e) Owner shall submit to the County Engineer for review and approval schematic internal sewer plans for all sewer lines other than those proffered above before submission of detailed construction plans.

6. Time-Share Estate Owners Association. A time-share estate owners association shall be formed in accordance with the Act and shall have all powers and responsibilities as provided in the Act. The articles of incorporation and bylaws of the association shall be submitted to and reviewed by the County Attorney. As portions of the R-5 Property (exclusive of the time-share units themselves) are conveyed to the owners association in accordance with the Act, the association shall assume responsibility for all costs associated with the maintenance of the time-share project, including maintenance of private roads and common areas. In portions of the R-5 property not developed as a time-share project and the portion of the R-5 property developed as the time-share project until conveyed to

the owners association, Owner shall be responsible for maintenance of any private roads and common areas.

7. Perimeter Buffer. There shall be a buffer area around the perimeter of the Property in the locations, with the width and of the type specified on the Plan. Where the perimeter of the Property abuts Croaker Road, Moss Side Lane and Riverview Road, the buffer shall be measured from the proposed road-right-way as shown on the Plan. Owner has submitted to the County for its review and approval a typical landscaping plan for the buffer area adjacent to Croaker Road. Landscaping within the buffer area adjacent to Croaker Road shall be generally in accordance with the approved typical landscaping plan and shall be subject to the approval of the Development Review Committee in the site plan approval process. Breaks or intrusions in the buffer area for entrances, roads, utilities, walkways, fences, signs and other similar facilities shall be permitted with the prior approval of the Development Review Committee or the Planning Commission.

8. Archaeological. A Phase I Archaeological Study of the Property by the William and Mary Archaeological Project Center has been prepared and submitted to the County. The portion of the Property designated as "Site #1 - Prehistoric Base Camp (6500 B.C. - 1400 A.D.)" shall be preserved as recommended. A Phase II study shall be conducted for "Site #2 through Site #6". The Phase II study shall be approved by the Director of Planning and a treatment plan for said sites shall be submitted to and

approved by the Director of Planning for sites that are determined to be eligible for inclusion on the National Register or Historic Places and/or those sites that require a Phase III study, If, in the Phase II study, a site is determined eligible for nomination to the National Register or Historic Places and said site is to be preserved in place, the treatment plan shall include nomination of the site to the National Register of Historic Places. If a Phase III study is undertaken for said sites, such studies shall be approved by the Director of Planning prior to land disturbance within the study area. The Phase II and Phase III studies shall meet the Virginia Department of Historic Resource's Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines for Archaeological Documentation as applicable, and shall be conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. All approved treatment plans shall be incorporated into the plan of development for the site, and the clearing, grading or construction activities thereon.

9. Well Site. Owner shall convey to the James City Service Authority upon the request of the Service Authority and without cost a parcel of 1.0 acre with access thereto for use as a well site in the location shown on the Overall Water and Sewer Plan or, if the Service Authority determines that the operation of a well on the site shown on the Overall Water and Sewer Plan is

unacceptable due to water quality or quantity, in another location on the Property acceptable to the Service Authority and Owners.

10. Phasing. (a) Anything to the contrary herein notwithstanding, the hotel referred to in Condition 4 (a) (ii) shall have no more than 150 rooms until the County has issued building permits and footings have been constructed and inspected for more than 500,000 square feet of light industrial uses (not including retail uses) on the Property, at which time the additional 150 rooms may be constructed.

(b) Anything to the contrary herein notwithstanding, the time-share project referred to in Condition 4 (c) shall initially contain no more than 100 time-share units. Thereafter for each 100,000 square feet of light industrial uses (not including retail uses) on the Property for which building permits have been issued and footings constructed and inspected, an additional 50 time-share units may be constructed up to the proffered limit of 500 units.

WITNESS the following signatures.

DONALD N. PATTEN, Trustee

By: *Donald N. Patten*
 Title: *Successor Trustee*

George Hankins, Jr.
 GEORGE HANKINS, JR.

George Hankins, Jr.

ANN HANKINS

Howard Hankins

HOWARD HANKINS

Kelly Hankins

KELLY HANKINS

Mary Henry Thompson

MARY HENRY THOMPSON

Leroy Thompson

LEROY THOMPSON

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by _____,
DONALD N. PATTEN, Trustee.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb 29, 1996.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by GEORGE HANKINS, JR.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb. 29, 1996.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by ANN HANKINS.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb 29, 1996.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by HOWARD HANKINS.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb 29, 1996.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by KELLY HANKINS.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb. 29, 1996.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by MARY HENLY THOMPSON.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb. 29, 1996.

STATE OF VIRGINIA AT LARGE
CITY/COUNTY OF Newport News, to-wit:

The foregoing instrument was acknowledged before me this
24 day of October, 1995 by LEROY THOMPSON.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:

Feb. 29, 1996.

VIRGINIA: City of Williamsburg and County of
King and County of James City, to Wit:

In presence of the Clerk of the
City of Williamsburg and County of James City, the

On Nov, 1995. This document
was presented with certificate annexed and
read at 3:58 o'clock

Tested: Hilene S. Ward, Clerk
by Robert [Signature]
Deputy Clerk

**RESOLUTION AUTHORIZING THE ISSUANCE AND SALE OF
GENERAL OBLIGATION PUBLIC IMPROVEMENT BONDS, SERIES 1995,
IN THE MAXIMUM PRINCIPAL AMOUNT OF \$35,000,000 OF
JAMES CITY COUNTY, VIRGINIA, AND PROVIDING FOR
THE FORM, DETAILS AND PAYMENT THEREOF**

WHEREAS, the issuance of general obligation bonds by James City County, Virginia (the "County"), in the maximum principal amount of \$38,600,000 was approved by the qualified voters of the County at an election held on March 1, 1994, to finance in whole or in part the costs of a school construction program, including the acquisition of land and equipment and the design and construction of new school facilities and renovation and expansion of existing facilities (the "School Improvements") and \$7,500,000 of such bonds were issued in 1994;

WHEREAS, the issuance of general obligation bonds by the County in the maximum principal amount of \$5,500,000 was approved by the qualified voters of the County at an election held on March 1, 1994, to finance in whole or in part the costs of construction of library facilities, including the acquisition of land and equipment and the design and construction of a new library building (the "Library Improvements"), and \$500,000 of such bonds were issued in 1994;

WHEREAS, the issuance of general obligation bonds by the County in the maximum amount of \$8,000,000 was approved by the qualified voters of the County at an election held on March 1, 1994, to finance in whole or in part the costs of parks and recreation facilities, including the acquisition and development of land and equipment and the design and construction of new park and recreation facilities and renovation and expansion of existing recreation facilities (the "Parks and Recreation Improvements" and, together with the School Improvements and the Library Improvements, the "Project"), and \$1,500,000 of such bonds were issued in 1994; and

WHEREAS, the County's Board of Supervisors (the "Board") determines that it is now in the best interests of the County to issue and sell up to \$23,500,000 of additional general obligation bonds for School Improvements, up to \$5,000,000 of additional general obligation bonds for Library Improvements, and up to \$6,500,000 of additional general obligation bonds for Parks and Recreation Improvements, and to sell such additional general obligation bonds as a single issue;

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

Section 1. Authorization, Issuance and Sale. There is hereby authorized to be issued and sold, pursuant to the Constitution and statutes of the Commonwealth of Virginia, including the Public Finance Act of 1991 (the "Act"), general obligation public improvement bonds of the County in the maximum

principal amount of \$35,000,000 to pay costs of financing the Project and to pay costs incurred in connection with issuing such bonds.

Section 2. Bond Details. Such bonds shall be designated "General Obligation Public Improvement Bonds, Series 1995" (the "Bonds"), shall be dated November 15, 1995, shall be in registered form, in denominations of \$5,000 and multiples thereof, and shall be numbered R-1 upward. Subject to Section 4, the Bonds shall mature in installments or have mandatory sinking fund installments on each December 15 beginning no later than the year 1996 and ending no later than the year 2015. Interest on the Bonds shall be payable on June 15, 1996, and semiannually thereafter on each December 15 and June 15. The Board authorizes the issuance and sale of the Bonds on terms as shall be satisfactory to the County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services; *provided*, that the Bonds (a) shall have a true or "Canadian" interest cost not to exceed 6.20% per year, taking into account any original issue discount or premium, (b) shall be sold at a price not less than 99.50% nor more than 101% of the original aggregate principal amount thereof, and (c) shall have a weighted average maturity of no more than fourteen (14) years.

Principal and premium, if any, shall be payable to the registered owners upon surrender of the Bonds as they become due at the office of the Registrar, as defined below. Interest shall be payable by check or draft mailed to the registered owners at their addresses as they appear on the registration books kept by the Registrar on the first day of the month of each interest payment date. In case the date of maturity or redemption of the principal of any Bond or an interest payment date shall be a date on which banking institutions are authorized or obligated by law to close at the place where the principal office of the Registrar is located, then payment of principal and interest need not be made on such date, but may be made on the next succeeding date which is not such a date at the place where the principal office of the Registrar is located, and if made on such next succeeding date no additional interest shall accrue for the period after such date of maturity or redemption or interest payment date. Principal, premium, if any, and interest on the Bonds shall be payable in lawful money of the United States of America.

Interest on the Bonds shall be calculated on the basis of a 360-day year with twelve 30-day months. Each Bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless such Bond is (i) authenticated before June 15, 1996, in which case it will bear interest from November 15, 1995, or (b) authenticated upon an interest payment date or after the record date with respect thereto, in which case it will bear interest from such interest payment date (unless payment of interest thereon is in default, in which case interest on such Bond shall be payable from the date to which interest has been paid).

Section 3. Book-Entry System. Initially, one Bond certificate for each maturity of the Bonds shall be issued to and registered in the name of The Depository Trust Company, New York, New York ("DTC"), or its nominee. The County shall enter into a Letter of Representations relating to a book-entry system to be maintained by DTC with respect to the Bonds. As used herein, the term "Securities Depository" shall mean DTC or any other securities depository for the Bonds appointed pursuant to this Section 3.

In the event that (a) the Securities Depository determines not to continue to act as the securities depository for the Bonds by giving notice to the Registrar and the County, or (b) the County in its sole discretion determines (i) to select a new Securities Depository or (ii) that beneficial owners of Bonds shall be able to obtain certificated Bonds, then its chief financial officer shall, at the direction of the County, attempt to locate another qualified securities depository to serve as Securities Depository or arrange for the authentication and delivery of certificated Bonds to the beneficial owners or to the Securities Depository's participants on behalf of beneficial owners, substantially in the form provided for in Exhibit A. In delivering certificated Bonds, the chief financial officer shall be entitled to rely on the records of the Securities Depository as to the beneficial owners or the records of the Securities Depository's participants acting on behalf of beneficial owners. Such certificated Bonds will then be registrable, transferable and exchangeable as set forth in Section 8.

So long as there is a Securities Depository for the Bonds (1) it or its nominee shall be the registered owner of the Bonds, (2) notwithstanding anything to the contrary in this Resolution, determinations of persons entitled to payment of principal, premium, if any, and interest, transfers of ownership and exchanges and receipt of notices shall be the responsibility of the Securities Depository and shall be effected pursuant to rules and procedures established by such Securities Depository, (3) the Registrar and the County shall not be responsible or liable for maintaining, supervising or reviewing the records maintained by the Securities Depository, its participants or persons acting through such participants, (4) references in this Resolution to registered owners of the Bonds shall mean such Securities Depository or its nominee and shall not mean the beneficial owners of the Bonds, and (5) in the event of any inconsistency between the provisions of this Resolution and the provisions of the above-referenced Letter of Representations, such provisions of the Letter of Representations, except to the extent set forth in this paragraph and the next preceding paragraph, shall control.

Section 4. Redemption Provisions. (a) Optional Redemption. The Bonds maturing on or before December 15, 2005 are not subject to optional redemption prior to their respective stated dates of maturity. The Bonds maturing on or after December 15, 2006 shall be subject to redemption prior to their stated dates of maturity at the option of the County, on and after December 15, 2005, in whole or in part at any time, upon payment of the following redemption prices (expressed as a percentage of the principal amount of the Bonds to be redeemed) plus interest accrued and unpaid to the redemption date as set forth below:

<u>Redemption Period (Inclusive)</u>	<u>Redemption Price</u>
December 15, 2005 through December 14, 2006	102%
December 15, 2006 through December 14, 2007	101
December 15, 2007 and thereafter	100

(b) Mandatory Sinking Fund Redemption. Any term bonds may be subject to mandatory sinking fund redemption as determined by the County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services. If there are any term bonds, on or before the 70th day next preceding any mandatory sinking fund redemption date, the County may apply as a credit against the County's mandatory sinking fund redemption obligation for any Bonds maturing on such date, Bonds that previously have been optionally redeemed or purchased and cancelled or surrendered for cancellation by the County and not previously applied as a credit against any mandatory sinking fund redemption obligation for such Bonds. Each such Bond so purchased, delivered or previously redeemed shall be credited at 100% of the principal amount thereof against the principal amount of the Bonds required to be redeemed on such mandatory sinking fund redemption date. Any principal amount of Bonds so purchased, delivered or previously redeemed in excess of the principal amount required to be redeemed on such mandatory sinking fund redemption date shall similarly reduce the principal amount of the Bonds to be redeemed on the next mandatory sinking fund redemption date.

(c) Bonds Selected for Redemption. If less than all of the Bonds are called for redemption, the maturities of the Bonds to be redeemed shall be selected by the chief financial officer of the County in such manner as he may determine to be in the best interest of the County. If less than all the Bonds of any maturity are called for redemption, the Bonds to be redeemed shall be selected by DTC or any successor Securities Depository pursuant to its rules and procedures or, if the book-entry system is discontinued, shall be selected by the Registrar by lot in such manner as the Registrar in its discretion may determine. In either case, (a) the portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or some integral multiple thereof and (b) in selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds that is obtained by dividing the principal amount of such Bond by \$5,000.

If a portion of a Bond is called for redemption, a new Bond in principal amount equal to the unredeemed portion thereof will be issued to the registered owner upon the surrender thereof.

(d) Notice of Redemption. The County shall cause notice of the call for redemption identifying the Bonds or portions thereof to be redeemed to be sent by facsimile transmission, registered or certified mail or overnight express delivery, not less than thirty (30) nor more than sixty (60) days prior to the redemption date, to DTC or its nominee as the registered owner of the Bonds or, if the book-entry system is discontinued, by registered or certified mail to the registered owners of the Bonds to be redeemed.

Section 5. Execution and Authentication. The Bonds shall be signed by the manual or facsimile signature of the Chairman or Vice Chairman of the Board, the Board's seal shall be affixed thereto or a facsimile thereof printed thereon and attested to by the manual or facsimile signature of the Clerk or Deputy Clerk of the Board; *provided*, that no Bond shall be valid until it has been authenticated by the manual signature of an authorized representative of the Registrar and the date of authentication noted thereon.

Section 6. Bond Form. The Bonds shall be in substantially the form set forth in Exhibit A attached hereto.

Section 7. Pledge of Full Faith and Credit. The full faith and credit of the County are irrevocably pledged for the payment of principal of and premium, if any, and interest on the Bonds. Unless other funds are lawfully available and appropriated for timely payment of the Bonds, the County shall levy and collect an annual *ad valorem* tax, over and above all other taxes authorized or limited by law and without limitation as to rate or amount, on all locally taxable property in the County sufficient to pay the principal of and premium, if any, and interest on the Bonds, as the same become due.

Section 8. Registration, Transfer and Owners of Bonds. Crestar Bank, Richmond, Virginia, is appointed paying agent and registrar for the Bonds (the "Registrar"). The Registrar shall maintain registration books for the registration of Bonds. Upon surrender of any Bonds at the 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 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.

Section 9. Sale of Bonds. The Board approves the following terms of the sale of the Bonds. The Bonds will be sold by competitive bid. The County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services, in collaboration with the County's financial advisor (the "Financial Advisor"), shall receive bids for the Bonds and award the Bonds to the bidder providing the lowest true or "Canadian" interest cost, all subject to the limitations set forth in Section 2. The Board further authorizes the County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services, in collaboration with the Financial Advisor, to (a) determine the principal amount of the Bonds, subject to the limitations set forth in Section 1, (b) determine the maturity schedule of the Bonds, subject to the limitations set forth in Section 2, and (c) establish the redemption provisions, if any, for the Bonds, subject to the limitations set forth in Section 4. Prior to the sale of the Bonds, the County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services, in collaboration with the Financial Advisor, may change the dated date of the Bonds to a date not later than December 31, 1995, to facilitate the sale and delivery of the Bonds. The actions of the County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services in selling the Bonds shall be conclusive, and no further action with respect to the sale and issuance of the Bonds shall be necessary on the part of the Board.

Section 10. Sale Documents. Drafts of the Notice of Bond Sale (the "Notice of Sale"), the Summary Notice of Bond Sale (the "Summary Notice of Sale") and the Official Bid Form (the "Bid Form"), pursuant to which the Bonds have been and will be offered for sale, were presented to and approved by the Board by a resolution adopted at its meeting held on October 16, 1995 (the "Preliminary Resolution"). The final forms of the Notice of Sale, the Summary Notice of Sale and the Bid Form have been presented to the Board. The use and distribution of the Notice of Sale, the Summary Notice of Sale and the Bid Form, in the final forms presented to the Board, are hereby ratified and approved.

Section 11. Official Statement. A draft of the Preliminary Official Statement of the County (the "Preliminary Official Statement") describing the Bonds, was presented to and approved by the Board by the Preliminary Resolution. The final form of the Preliminary Official Statement dated November 6, 1995 has been presented to the Board. The use and distribution of the Preliminary Official Statement, in the final form presented to the Board, are hereby ratified and approved. The Preliminary Official Statement was "deemed final" by the County Administrator as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission (the "Rule"), except for the omission from the Preliminary Official Statement of such pricing and other information permitted to be omitted pursuant to the Rule. The Board hereby ratifies and approves of such action by the County Administrator.

The County Administrator shall make such completions, omissions, insertions and changes in the Preliminary Official Statement not inconsistent with this Resolution as are necessary or desirable to complete it as a final Official Statement (the "Official Statement"). The County Administrator shall arrange for the delivery to the underwriter of a reasonable number of copies of the Official Statement, within seven (7) business days after the Bonds have been sold, for delivery to each potential investor requesting a copy of the Official Statement and to each person to whom the underwriter initially sells Bonds.

The County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services is authorized, on behalf of the County, to deem the Official Statement to be final as of its date within the meaning of the Rule. The County Administrator, the Assistant County Administrator or the Manager of Financial and Management Services is authorized and directed to execute the Official Statement, which such execution shall be conclusive evidence that the Official Statement has been deemed final.

Section 12. Continuing Disclosure. A draft of the Continuing Disclosure Certificate to be given by the County (the "Continuing Disclosure Certificate") evidencing conformity with certain provisions of the Rule, was presented to and approved by the Board by the Preliminary Resolution. The final form of the Continuing Disclosure Certificate has been presented to the Board. The execution, delivery, use and distribution of the Continuing Disclosure Certificate, in the final form presented to the Board, are hereby ratified and approved.

The County hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate. Notwithstanding any other provision of this Resolution, failure of the County to comply with the Continuing Disclosure Certificate shall not be considered a default under this Resolution or the Bonds; *provided*, that any Holder of the Bonds (as defined in the Continuing Disclosure

Certificate, including owners of beneficial interests in the Bonds) may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the County to comply with its obligations under this Section 12 and the Continuing Disclosure Certificate.

Section 13. Preparation and Delivery of Bonds. After the Bonds have been awarded, the Chairman or Vice Chairman and the Clerk or Deputy Clerk of the Board are authorized and directed to take all proper steps to have the Bonds prepared, executed and authenticated in accordance with their terms and to deliver the Bonds to the underwriter thereof upon payment therefor.

Section 14. Arbitrage Covenants. (a) No Composite Issue. The County represents that there have not been issued, and covenants that there will not be issued, any obligations that will be treated as part of the same issue of obligations as the Bonds within the meaning of the Internal Revenue Code of 1986, as amended, including regulations issued pursuant thereto (the "Code").

(b) No Arbitrage Bonds. The County 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 for federal income tax purposes of the registered owners thereof under existing law. Without limiting the generality of the foregoing, the County shall comply with any provision of law which 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, unless the County receives an opinion of nationally recognized bond counsel that such compliance is not required to prevent interest on the Bonds from being includable in the gross income for federal income tax purposes of the registered owners thereof under existing law. The County shall pay any such required rebate from its legally available funds.

Section 15. Non-Arbitrage Certificate and Elections. Such officers of the County as may be requested are 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, and any elections such officers deem desirable regarding rebate of earnings to the United States, for purposes of complying with Section 148 of the Code. Such certificate and elections shall be in such form as may be requested by bond counsel for the County. The County shall comply with any covenants set forth in such certificate regarding the use and investment of the proceeds of the Bonds.

Section 16. SNAP Investment Authorization. The Board has received and reviewed the Information Statement (the "Information Statement"), describing the State Non-Arbitrage Program of the Commonwealth of Virginia ("SNAP") and the Contract Creating the State Non-Arbitrage Program Pool I (the "Contract"), and the Board has determined to authorize the County Treasurer to have the option to utilize SNAP in connection with the investment of the proceeds of the Bonds. The Board acknowledges that the Treasury Board of the Commonwealth of Virginia is not, and shall not be, in any way liable to the County in connection with SNAP, except as otherwise provided in the Contract.

Section 17. Limitation on Private Use; No Federal Guaranty. The County covenants that it shall not permit the proceeds of the Bonds to be used in any manner that would result in (a) five percent (5%) or more of such proceeds being used in a trade or business carried on by any person other than a governmental unit, as provided in Section 141(b) of the Code, (b) five percent (5%) or more of such proceeds being used with respect to any output facility (other than a facility for the furnishing of water), within the meaning of Section 141(b)(4) of the Code, or (c) five percent (5%) or more of such proceeds being 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*, that if the County receives an opinion of nationally recognized bond counsel that any such covenants need not be complied with to prevent the interest on the Bonds from being includable in the gross income for federal income tax purposes of the registered owners thereof under existing law, the County need not comply with such covenants.

The County represents and agrees that the Bonds are not and will not be "federally guaranteed," as such term is used in Section 149(b) of the Code. No portion of the payment of principal of or interest on the Bonds is guaranteed, directly or indirectly, in whole or in part by the United States or an agency or instrumentality thereof.

Section 18. Discharge upon Payment of Bonds. Any defeasance of the Bonds, as permitted by the Act, shall not release the County or the Registrar from its obligations hereunder to register and transfer Bonds or release the Registrar from its obligations to pay the principal of and interest on the Bonds as contemplated herein until the date all of the Bonds are paid. In addition, such defeasance shall not terminate the obligations of the County under Sections 14 and 17 until the date all of the Bonds are paid.

Section 19. Other Actions. All other actions of the Supervisors, officers and staff 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 approved and confirmed. The officers and staff of the County are 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.

Section 20. Limitation of Liability of Officials of the City. No covenant, condition, agreement or obligation contained herein shall be deemed to be a covenant, condition, agreement or obligation of a Supervisor, officer, employee or agent of the County in his or her individual capacity, and no officer of the County executing the Bonds shall be liable personally on the Bonds or be subject to any personal liability or accountability by reason of the issuance thereof. No Supervisor, officer, employee or agent of the City shall incur any personal liability with respect to any other action taken by him or her pursuant to this Resolution, provided he or she acts in good faith.

Section 21. Contract with Bondholders. The provisions of this Resolution shall constitute a contract between the County and the Bondholders for so long as any of the Bonds are outstanding. Notwithstanding the foregoing, this Resolution may be amended by the County in any manner that does not, in the opinion of the County and the Registrar, materially adversely affect the Bondholders or the Registrar.

Section 22. Repeal of Conflicting Resolutions. All resolutions or parts of resolutions in conflict herewith are repealed.

Section 23. Effective Date. This Resolution shall take effect immediately upon its adoption. The Clerk and any Deputy Clerk of the Board 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, Virginia.

EXHIBIT A

REGISTERED
No. R- _____REGISTERED
\$ _____

UNITED STATES OF AMERICA

COMMONWEALTH OF VIRGINIA

JAMES CITY COUNTY

General Obligation Public Improvement Bond, Series 1995

INTEREST RATE	MATURITY DATE	DATED DATE	CUSIP
_____ %	December 15, _____	November 15, 1995	_____

REGISTERED OWNER:

PRINCIPAL AMOUNT:

James City County, Virginia (the "County"), for value received, promises to pay, upon surrender hereof, to the Registered Owner stated above, or registered assigns or legal representative, the Principal Amount stated above on the Maturity Date stated above, subject to prior redemption as hereinafter provided, and to pay interest hereon at the Interest Rate per year stated above from the Dated Date stated above on June 15, 1996 and semiannually thereafter on each December 15 and June 15. Principal, premium, if any, and interest are payable in lawful money of the United States of America by **Crestar Bank**, Richmond, Virginia, who has been appointed Registrar (the "Registrar").

Interest shall be payable by check or draft mailed to the Registered Owner, determined as of the first day of the month of the interest payment date, at its address as it appears on the registration books kept for that purpose at the principal office of the Registrar. Principal shall be payable upon presentation and surrender of this bond to the Bond Registrar. If this bond is held by or for The Depository Trust Company or other entity acting as a securities depository (the "Securities Depository"), all payments of principal, redemption premium, if any, and interest shall be paid by wire transfer pursuant to the most recent wire instructions received by the Registrar from such Securities Depository and all redemptions or prepayments of principal may be made without presentation of this bond to the Registrar if such Securities Depository makes a notation on the schedule attached hereto.

This bond shall bear interest from the interest payment date next preceding the date on which it is authenticated, unless this bond is (a) authenticated before June 15, 1996, in which case it shall bear interest from the Dated Date stated above or (b) authenticated upon an interest payment date or after the record

date with respect thereto, in which case it shall bear interest from such interest payment date; *provided*, that if at the time of authentication of this bond interest is in default, this bond shall bear interest from the date to which interest has been paid. Interest shall be calculated on the basis of a 360-day year with twelve 30-day months.

In case the date of maturity or redemption of the principal of this bond or an interest payment date shall be a date on which banking institutions are authorized or obligated by law to close at the place where the principal office of the Registrar is located, then payment of principal and interest need not be made on such date, but may be made on the next succeeding date which is not such a date at the place where the principal office of the Registrar is located, and if made on such next succeeding date no additional interest shall accrue for the period after such date of maturity or redemption or interest payment date.

This bond is one of an issue of \$35,000,000 General Obligation Public Improvement Bonds, Series 1995 (the "Bonds"), of like date and tenor, except as to number, denomination, rate of interest, privilege of redemption and maturity, and is issued pursuant to the constitution and statutes of the Commonwealth of Virginia, including the Public Finance Act of 1991. The Bonds were approved by the qualified voters of the County at an election on March 1, 1994, and authorized by resolutions adopted by the Board of Supervisors of the County (the "Board") on October 16, 1995 and November 6, 1995 (together, the "Resolution").

Bonds maturing on or before December 15, 2005, are not subject to optional redemption prior to maturity. Bonds maturing on or after December 15, 2006, are subject to redemption prior to maturity at the option of the County on or after December 15, 2005, in whole or in part (in integral multiples of \$5,000) at any time upon payment of the following redemption prices (expressed as a percentage of principal amount of Bonds to be redeemed) plus interest accrued and unpaid to the redemption date:

<u>Period During Which Redeemed</u> <u>Both Dates Inclusive</u>	<u>Redemption</u> <u>Price</u>
December 15, 2005, to December 14, 2006	102%
December 15, 2006, to December 14, 2007	101
December 15, 2007, and thereafter	100

If less than all of the Bonds are called for redemption, the maturities of the Bonds to be redeemed shall be selected by the chief financial officer of the County in such manner as he may determine to be in the best interest of the County. If less than all the Bonds of a particular maturity are called for redemption, the Bonds to be redeemed shall be selected by the Securities Depository pursuant to its rules and procedures or, if the book entry system is discontinued, shall be selected by the Registrar by lot in such manner as the Registrar in its discretion may

determine. In either case, (a) the portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or some integral multiple thereof and (b) in selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds that is obtained by dividing the principal amount of such Bond by \$5,000. The County shall cause notice of the call for redemption identifying the Bonds or portions thereof to be redeemed to be sent by facsimile transmission, registered or certified mail or overnight express delivery, not less than thirty (30) nor more than sixty (60) days prior to the redemption date, to the Securities Depository or its nominee as the Registered Owner of the Bonds or, if the book-entry system is discontinued, by registered or certified mail to the Registered Owners of the Bonds to be redeemed.

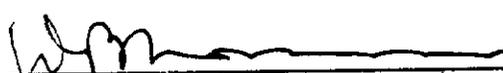
The full faith and credit of the County are irrevocably pledged for the payment of principal of and premium, if any, and interest on this bond.

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.

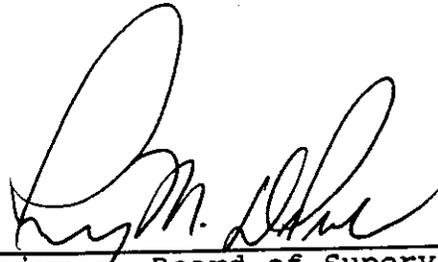
IN WITNESS WHEREOF, the Board of Supervisors of James City County, Virginia, has caused this bond to be issued in the name of James City County, Virginia, to be signed by its Chairman, its seal to be affixed hereto and attested by the signature of its Clerk and this bond to be dated November 15, 1995.

(SEAL)

ATTEST:



Clerk, Board of Supervisors
of James City County,
Virginia



Chairman, Board of Supervisors
of James City County,
Virginia

AUTHENTICATION DATE: _____

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds described in the within mentioned Resolution.

CRESTAR BANK, as Registrar

By: _____
Title: Authorized Representative

ASSIGNMENT

FOR VALUE RECEIVED the undersigned sell(s), assign(s) and transfer(s) unto _____ (Please print or type name and address, including postal zip code, of Transferee)

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF TRANSFEREE:

[Empty rectangular box for Social Security or other identifying number]

the within bond and all rights thereunder, hereby irrevocably constituting and appointing _____ Attorney, to transfer said bond on the books kept for the 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.

The undersigned Clerk of the Board of Supervisors of James City County, Virginia, certifies that:

1. A regular meeting of the Board of Supervisors of James City County, Virginia, was held on November 6, 1995, at the time and place established by the Board for such meetings, at which the following members were present and absent:

PRESENT: Perry M. DePue
 Jack D. Edwards
 Robert A. Magoon, Jr.
 David L. Sisk
 Stewart U. Taylor

ABSENT: NONE

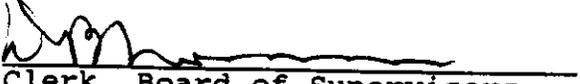
2. A resolution entitled "Resolution Authorizing the Issuance and Sale of General Obligation Public Improvement Bonds, Series 1995, in the Maximum Principal Amount of \$35,000,000 of James City County, Virginia, and Providing for the Form, Details and Payment Thereof" was adopted by a majority of all members of the Board 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>
Perry M. DePue	AYE
Jack D. Edwards	AYE
Robert A. Magoon, Jr.	AYE
David L. Sisk	AYE
Stewart U. Taylor	AYE

3. Attached hereto is a true and correct copy of the foregoing resolution as recorded in full in the minutes of the meeting on November 6, 1995.

4. This resolution has not been repealed, revoked, rescinded or amended and is in full force and effect on the date hereof.

WITNESS my signature and the seal of the Board of Supervisors of James City County, Virginia, this 6th day of November, 1995.


 Clerk, Board of Supervisors
 of James City County, Virginia

(SEAL)