

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE 9TH DAY OF FEBRUARY, 1999, AT 7:01 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
David L. Sisk, Vice Chairman, Roberts District

John J. McGlennon, Jamestown District
Ronald A. Nervitt, Powhatan District
M. Anderson Bradshaw, Stonehouse District
Sanford B. Wanner, County Administrator
Frank M. Morton, III, County Attorney

B. PRESENTATIONS

1. Williamsburg Area Chamber of Commerce, Robert Hershberger

Mr. Robert Hershberger, Executive Director, Williamsburg Area of Commerce, presented complimentary copies of the book, Hampton Roads - Gateway to America's East Coast, to the Board.

2. Census 2000

Mr. Edwards read and presented a proclamation to Ms. Susan Hardy, Regional Director, United States Census Bureau. Ms. Hardy briefly explained the census taking process for 2000 and encouraged citizens to complete the form listing each person residing in a household.

C. PUBLIC COMMENT

1. Mr. Sasha Digges, 3612 Ironbound Road, stated that the warehouse construction on Ironbound Road was visible from the road, despite statements made that the warehouses would not be seen.

2. Ms. Sarah Kadec, 3504 Hunter's Ridge, stated that blights on the landscape such as the Busch Gardens roller coaster and the mini-storage warehouse on Ironbound Road should be monitored by the County and not be allowed to happen.

3. Mr. Arthur C. Hilstrom, 3724 Brick Bat Road, reiterated his statements concerning the issues of how much water was needed and the increasing traffic from new development.

4. Mr. Jay Everson, 103 Branscome Boulevard, spoke in opposition to changes in the Warhill Master Plan that would allow large retail companies to locate and affect small businesses in the community.

D. CONSENT CALENDAR

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

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

On a roll call, the vote was: AYE: Sisk, McGlennon, Bradshaw, Nervitt, Edwards (5). NAY: (0).

- 1. Minutes of January 26, 1999, Regular Meeting and January 27, 1999, Work Session
- 2. Authorization to Apply for Chesapeake Bay Local Assistance Department Grant

RESOLUTION

**AUTHORIZING SUBMISSION OF A GRANT APPLICATION TO THE
CHESAPEAKE BAY LOCAL ASSISTANCE DEPARTMENT**

WHEREAS, the Chesapeake Bay Preservation Act establishes that the Chesapeake Bay Local Assistance Board is responsible for carrying out the purposes and provisions of Chapter 21 of the Code of Virginia; and

WHEREAS, the Chesapeake Bay Local Assistance Board has promulgated a Request for Proposals to the Local Assistance Competitive Grants Program; and

WHEREAS, in accordance with the FY 2000 Competitive Grants Program Request for Proposals, it is required that a Resolution Authorizing the Submission of a Grant Application be received from all parties to a grant proposal.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, authorize the County Administrator to apply for a grant in the amount of \$21,896.00 from the Chesapeake Bay Local Assistance Department to bring the 1997 Comprehensive Plan into Phase II compliance with the Chesapeake Bay Preservation Act.

- 3. Appropriation to James City County Transit, Portion of Transportation Equity Act for the 21st Century (TEA21) Grant

RESOLUTION

APPROPRIATION TO JAMES CITY COUNTY TRANSIT

WHEREAS, the Crossroads Steering Committee has received \$325,000 in grant funds for transportation planning; and

WHEREAS, the Crossroads Steering Committee has agreed to transfer \$100,000 to James City County Transit for the development of a long-range public transportation plan.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the following budget amendments and changes in appropriations for FY 99:

Revenues:

From the Crossroads Steering Committee \$100,000

Expenditures:

James City County Transit \$100,000

4. Census 2000

PROCLAMATION

CENSUS 2000

WHEREAS, the U. S. Census Bureau conducts a census every ten years; and

WHEREAS, the James City County Board of Supervisors recognizes the significance of Census 2000; and

WHEREAS, an accurate census account will impact the future plans for James City County; and

WHEREAS, a heightened awareness of the census by our citizens is of benefit to the community.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, supports the efforts of the Census Bureau and will promote participation in Census 2000 through active outreach efforts.

E. PUBLIC HEARINGS

1. Case No. AFD-1-89. Armistead Agricultural and Forestal District/Carter Withdrawal

Mr. Paul D. Holt, Senior Planner, stated that Mr. William Bland, representing landowner Elizabeth Carter, had applied to withdraw 90± acres from AFD-1-89, Armistead Agricultural and Forestal District, zoned R-8, Rural Residential, located at 4051 Longhill Road, further identified as Parcel No. (1-30) on James City County Real Estate Tax Map No. (31-3).

Staff determined that the application met the Board of Supervisors' Policy on Withdrawal Criteria.

The Agricultural and Forestal District Advisory Committee by a vote of 6-0, the Planning Commission, by a vote of 6-0, and staff recommended approval of the application.

Board and staff discussed actual size of withdrawal.

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

Mr. Nervitt made a motion to approve the Ordinance.

Mr. Edwards declared a hold on the action for this Ordinance until public hearing and discussion had been held on the next agenda item.

2. Case Nos. Z-4-98 and MP-3-98. Ford's Colony - 1998 Additions

Mr. Holt stated that Mr. Drew Mulhare, representing Realtec, Inc., had applied to rezone 64.5± acres for 129 single-family dwellings, landowner Elizabeth Carter, zoned R-8, Rural Residential, located at Longhill Road at the main entrance to Ford's Colony, further identified as Parcel No. (1-30) on James City County Real Estate Tax Map No. (31-3); rezone 130.1± acres for 146 single-family dwellings, landowners Charles New and Paul Wilford, zoned R-8, Rural Residential, located adjacent to Springhill subdivision, further identified as Parcels No. (1-1) on James City County Real Estate Tax Map No. (37-2) and Parcel Nos. (1-1), (1-1A), and (1-2) on James City County Real Estate Tax Map No. (37-1) to R-4, Residential Planned Community, with proffers; and 71.5± acres for 93 single-family dwellings, landowner C. C. Casey Ltd., zoned R-8, Rural Residential, with proffers, to R-4, Residential Planned Community, with proffers, identified as Section 13 of New Town, further identified as a portion of Parcel No. (1-1) on James City County Real Estate Tax Map No. (38-4).

Mr. Holt defined the Master Plan amendments and stated that the additional units in Ford's Colony would create impacts which could not have been forecasted and mitigated during the original and previous rezonings, and staff determined the impacts should be mitigated by all 368 proposed units.

Staff determined that the proposal was generally consistent with the 1997 Comprehensive Plan, surrounding properties and zoning, and found the proffers generally consistent with County policies. Staff also determined that the proposed expansion would include impacts on water supply, off-site road systems, and stormwater management, which was not accounted for in the fiscal impact study.

In concurrence with staff, the Planning Commission, by a vote of 5-1, recommended approval of the rezoning and master plan application, with proffers.

Board and staff discussed number of units in existing master plan versus number of proposed units if master plan amendment was approved; great amount of time needed to research and implement additional mitigating factors if Board so directed; and varying widths of buffers needed to maintain visual effect of 150 feet.

Mr. Edwards opened the public hearing.

1. Vernon Geddy, Esq., on behalf of Realtec, Inc., stated that the expansion would be of high quality and represented carefully controlled management growth; impacts accounted for in proffers; no increase in the number of planned units for Ford's Colony; was within the Primary Service Area; and there was no public opposition at the Planning Commission.

2. Mr. Drew Mulhare, Vice President, Realtec, Inc., stated total number of units remained the same as originally approved along with increased open space causing no additional impacts. He emphasized the proposal was supported by nearby Ford's Colony Homeowner Association.

3. Mr. Robert C. Whittaker, 106 North Stocker Court, spoke in opposition that the expansion was competition for the value of homes in the older sections of Ford's Colony.

4. Mr. Clifford Curkin, 118 Country Club Drive, spoke in opposition to the earthen berm to be built by Ford's Colony across Country Club Drive in front of his home in Williamsburg West. He asked when the traffic light at Country Club Drive and Longhill Road would be installed.

5. Mr. Richard F. Boggs, 105 Butler, Chair of Ford's Colony Advisory Board, expressed that Ford's Colony residents strongly supported the expansion.

6. Mr. Arthur Hilstrom, 3724 Brick Bat Road, voiced his concern about the water needed for development.

Mr. Edwards closed the public hearing.

Board, staff, and applicant discussed buffering of one area of housing units in very close proximity to Route 199; contribution to Housing Partnership was continuation of support for the program; future applications should be reviewed for impacts and with mitigation of real costs of residential development; residential development of golf community not treated the same as economic development; consuming more land for development of the same number of houses and closely clustered units with more intensive water use were not positive development; and additional traffic would occur in existing planned community with no curb cuts on main roads.

Mr. Edwards called for a vote on Case No. AFD-1-89. Armistead Agricultural and Forestal District.

On a roll call, the vote was: AYE: Nervitt, Sisk, McGlennon, Bradshaw, Edwards (5). NAY: (0).

Mr. Edwards called for a vote on Case Nos. Z-4-98 and MP-3-98. Ford's Colony 1998 Amendment.

On a roll call, the vote was: AYE: Nervitt, Sisk, McGlennon, Bradshaw, Edwards (5). NAY: (0).

RESOLUTION

CASE NOS. Z-4-98 AND MP-3-98. FORD'S COLONY - 1998 EXPANSION

WHEREAS, in accordance with §15.2-2204 of the Code of Virginia, and Section 24-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified, and a hearing scheduled on Zoning Case Nos. Z-4-98 and MP-3-98 for rezoning approximately 194.6 acres zoned R-8, Rural Residential, to R-4, Residential Planned Community, with proffers, and for rezoning approximately 71.5 acres zoned R-8, Rural Residential, with proffers, to R-4, Residential Planned Community, with proffers; and

WHEREAS, the Planning Commission of James City County recommended approval of Case Nos. Z-4-98 and MP-3-98 by a vote of 5-1 with one absence.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Zoning Case Nos. Z-4-98 and MP-3-98 and accepts the voluntary proffers.

Mr. Edwards declared a 15-minute break at 9:02 p.m.

Mr. Edwards reconvened the Board into open session at 9:17 p.m.

3. Authorize Sale of 0.80 Acre Parcel from James City County to LHIW-3, L.C., Its Successors, or Assigns at 9061 Barnes Road

Mr. Andrew H. Herrick, Assistant County Attorney, stated that LHIW Land Investors has offered \$24,000 to purchase a 0.80-acre parcel at 9061 Barnes Road, Toano, for use as a well site to serve future development on nearby parcels it owned. He further stated that the well site would not affect the County five test wells on the site and once the LHIW well was in place, both that well and the property would be dedicated to James City Service Authority.

Staff recommended approval of the resolution.

Board and staff discussed that a groundwater withdrawal permit would be required for wells withdrawing 300,000 gallons of water a month.

Mr. Edwards opened the public hearing.

1. Mr. Ed Oyer, 139 Indian Circle, emphasized that the Chickahominy Piney Point Aquifer water level had dropped in past years and asked the Board to support current residents rather than new development if and/or when wells fail.

Mr. Edwards closed the public hearing.

Board and staff discussed the sale of this property would not affect the developer's right to develop his parcels and place the well on another site.

Mr. Edwards made a motion to approve the resolution.

On a roll call, the vote was: AYE: Sisk, McGlenmon, Bradshaw, Edwards (4). NAY: Nervitt (1).

RESOLUTION

SALE OF PROPERTY TO LHIW-3, L.C.

WHEREAS, in 1984, James City County acquired a certain 0.80-acre parcel at 9061 Barnes Road, Toano; and

WHEREAS, LHIW-3, L.C. wishes to purchase the property and has offered \$24,000.00 for said property; and

WHEREAS, the Board of Supervisors, following a public hearing, is of the opinion the County should convey such property to LHIW-3, L.C. for the agreed-upon price.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, authorizes and directs the County Administrator to execute a deed and all other documents needed to convey the above-referenced property to LHIW-3, L.C. for \$24,000.00.

F. BOARD CONSIDERATION1. Case No. MP-5-98. Warhill Tract Master Plan Amendment (Deferred from January 12, 1999)

Ms. Tamara A. M. Rosario, Senior Planner, stated that the case was deferred at the January 12, 1999, Board of Supervisors meeting to allow the applicant to consider additional buffering and inform the client of the Research and Technology zoning district. She explained that Mr. Vernon Geddy, III, had informed staff that the client did not wish to consider the suggested changes.

Ms. Rosario stated that Mr. Geddy had applied on behalf of TMB Service Corporation to expand the amount of retail commercial square footage and increase flexibility in locating various uses throughout the property.

Staff determined that the proposed proffers would ensure adequate buffers; proposal was consistent with surrounding properties and uses, Comprehensive Plan and previous actions taken by the Board of Supervisors.

In concurrence with staff, the Planning Commission, by a vote of 5-0, recommended approval of the proposals, with proffers.

Board and staff discussed buffering and setback distances; that the larger square footage significantly increased the possibility of a single purpose building; other uses that would currently be allowed; reasoning for the requested changes; and tradeoff in decrease of square footage was increase in retail permitted.

Mr. Bradshaw made a motion to approve the resolution.

On a roll call, the vote was: AYE: Sisk, Bradshaw (2). NAY: Nervitt, McGlennon, Edwards (3).

G. PUBLIC COMMENT

1. Mr. Ed Oyer, 139 Indian Circle, spoke of school and State salaries and expressed dissatisfaction at the visibility of the new roller coaster ride at Busch Gardens from the area roadways.

2. Mr. Keith Nowady, 4702 Wood Violet Lane, spoke in favor of the Board directing staff to review and bring to the Board regulations on development impacts mitigated through proffers.

H. REPORTS OF THE COUNTY ADMINISTRATOR

Mr. Wanner asked Mr. Larry Foster, General Manager, James City Service Authority, to respond to Mr. Hilstrom's questions during the first Public Comment.

Mr. Foster stated that the County's water plan projected ten million gallons of water per day for the next 40 years. He explained the aquifer water level fluctuated by seasons, and that groundwater withdrawal permits were required to mitigate impacts on existing private wells. He expressed that the recent severe drought could make shallow wells and wetlands become dry.

Mr. Wanner asked Mr. William C. Porter, Jr., Assistant County Administrator, to report on the Storm Debris Collection Program.

Mr. Porter stated that the collection process, totaling 3,500 tons of debris, had been completed, and that an appropriation request to cover the costs would be brought forward at the February 23, 1999, Board of Supervisors meeting.

Mr. Wanner stated that Mr. John T. P. Horne, Manager of Development Management, would prepare information for a work session to discuss the mitigation of development impacts and other issues. He further stated that staff would encourage future applicants to address those impacts.

Mr. Wanner recommended an executive session pursuant to Section 2.1-344(A)(3) of the Code of Virginia to consider acquisition of parcels of property for public use. He recommended adjournment until the February 23, 1999, Board of Supervisors meeting, following the executive session.

I. BOARD REQUESTS AND DIRECTIVES

Mr. Sisk stated that he would request a \$1,000 contribution to the Virginia Peninsula Chamber of Commerce during the budget process.

Mr. McGlennon requested staff to recognize formally the neighboring communities who helped with the Storm Debris Collection Program.

Mr. McGlennon reported that the meeting of several neighborhoods on January 30, 1999, was well attended and very successful.

Mr. Edwards asked staff to provide information regarding explanation of what was included in the information when the Busch Gardens roller coaster was approved, and what might change in the future.

Mr. Bradshaw announced that he would be available to receive comments from the public at a meeting, Tuesday, February 16, 1999, from 7:00 - 9:00 p.m. at the James City County Library on Croaker Road.

Mr. Edwards made a motion to convene into executive session, pursuant to Section 2.1-344(A)(3) of the Code of Virginia, to consider acquisition of parcels of property for public use, at 10:25 p.m.

On a roll call, the vote was: AYE: Nervitt, Sisk, McGlennon, Bradshaw, Edwards (5). NAY: (0).

Mr. Edwards reconvened the Board into open session at 10:43 p.m.

Mr. Sisk made a motion to approve the executive session resolution.

On a roll call, the vote was: AYE: Nervitt, Sisk, McGlennon, Bradshaw, Edwards (5). NAY: (0).

RESOLUTION

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 were heard, discussed or considered by the Board as were identified in the motion, Section 2.1-344(A)(3), consider acquisition of parcels of property for public use.

Mr. Bradshaw made a motion to adjourn.

On a roll call, the vote was: AYE: Sisk, McGlennon, Bradshaw, Nervitt, Edwards (5). NAY: (0).

The Board adjourned at 10:44 p.m.



Sanford B. Wanner
Clerk to the Board

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FEB 9 1999

ORDINANCE NO. 182A-5

BOARD OF SUPERVISORS
JAMES CITY COUNTY
VIRGINIA

ARMISTEAD AGRICULTURAL AND FORESTAL DISTRICT (AFD-1-89)

1998 ELIZABETH CARTER WITHDRAWAL

WHEREAS, a request to withdraw approximately 90 acres owned by Elizabeth Carter, identified as Parcel No. (1-30) on the James City County Real Estate Tax Map No. (31-3), has been filed with the James City County Board of Supervisors; and

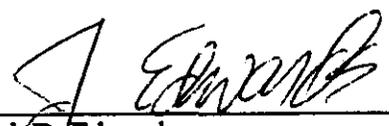
WHEREAS, the Agricultural and Forestal District Advisory Committee at its December 3, 1998, meeting recommended the property be withdrawn by a vote of 6-0; and

WHEREAS, in accordance with Section 15.2-4314 of the Code of Virginia, a public hearing was advertised and held by the Planning Commission and at its January 11, 1999, meeting, recommended the property be withdrawn by a vote of 6-0; and

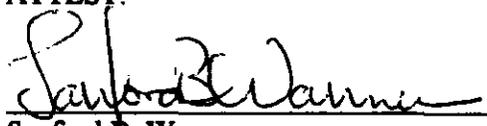
WHEREAS, in accordance with Section 15.2-4314 of the Code of Virginia, a public hearing was advertised and held by the Board of Supervisors of James City County, Virginia; and

WHEREAS, the Board finds that the withdrawal request meets the criteria set forth in the Board of Supervisors' Withdrawal Policy for Agricultural and Forestal District Parcels Within the Primary Service Area, dated September 24, 1996.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby removes that 90.075 acres owned by Elizabeth Carter, as referenced herein from the 403.439 acre Armistead Agricultural and Forestal District.



 Jack D. Edwards
 Chairman, Board of Supervisors

ATTEST:


 Sanford B. Wanner
 Clerk to the Board

SUPERVISOR	VOTE
NERVITT	AYE
SISK	AYE
MCGLENNON	AYE
BRADSHAW	AYE
EDWARDS	AYE

Adopted by the Board of Supervisors of James City County, Virginia, this 9th day of February, 1999.

WILLIAM R. BLAND

ATTORNEY AT LAW
 908 CAPITOL LANDING ROAD
 POST OFFICE BOX 3491
 WILLIAMSBURG, VIRGINIA 23187



TELEPHONE (757) 229-9662

TELEFAX (757) 229-9807

October 13, 1998

James City County
 Board of Supervisors
 c/o Mr. Paul Holt
 101-E Mounts Bay Road
 Williamsburg, Virginia 23185

Re: Elizabeth Carter
 65 Acres approximately
 Tax Map (31-3) (1-30)

Gentlemen:

Please be advised that I have been retained to represent Ms. Elizabeth Carter in the sale of the above captioned property. The property is currently under contract to be sold to Realtec, Inc. with settlement to occur on December 31, 1998.

It is our understanding that Realtec, Inc. has filed an application to rezone the property and to include it in the Ford's Colony Master Plan. Ms. Carter has directed me to write you to express her desire for you to facilitate the Realtec, Inc. applications. For this purpose she submits this application to withdraw the subject real property from the Armistead Agricultural and Forestal District.

This application shall apply to the entire parcel and shall not be filed again this year. This application and the Ford's Colony applications may be processed simultaneously.

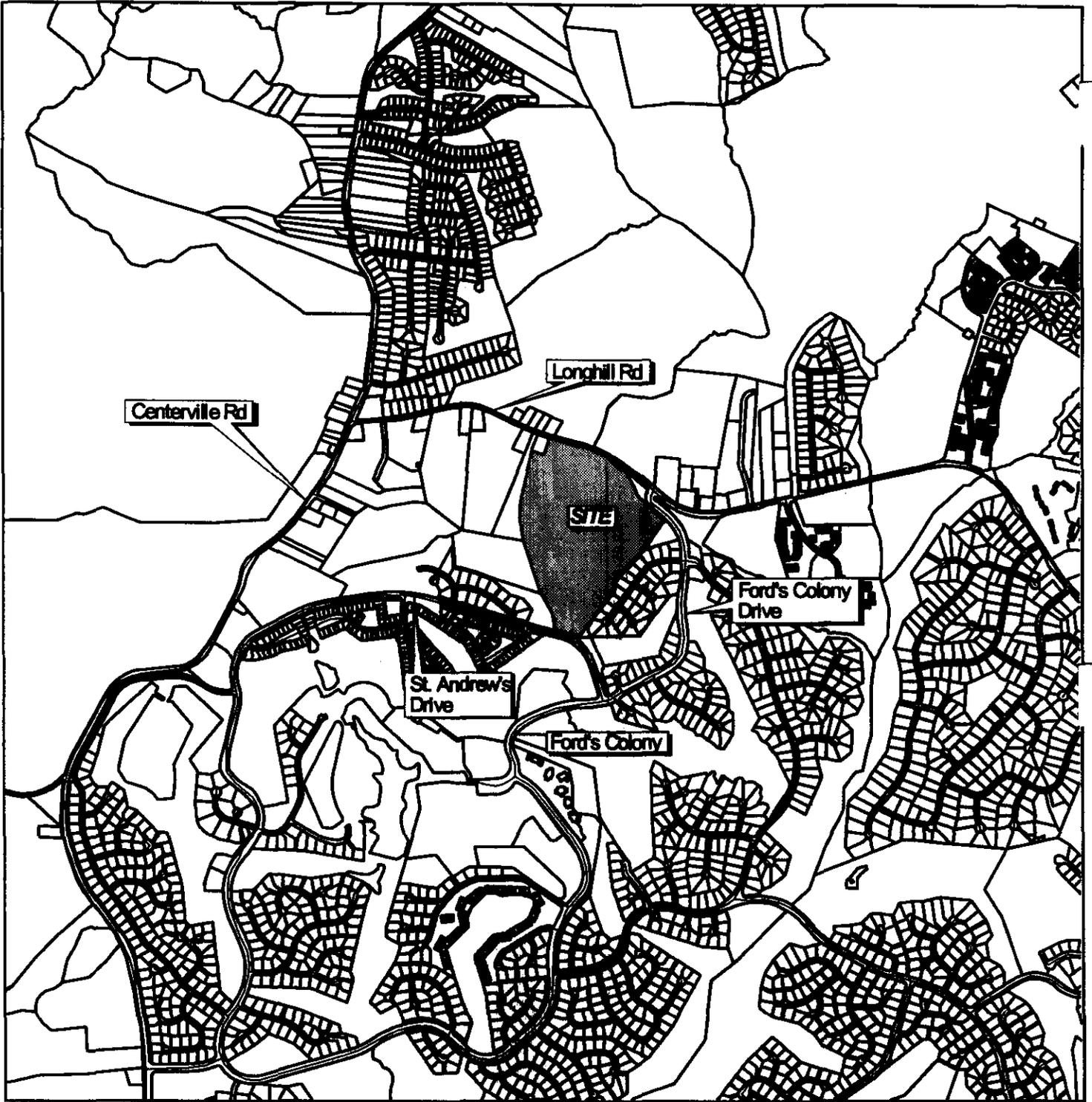
Yours truly,

William R. Bland
 WRB:wrb
 Encl.
 cc: Realtec
 Carter

Addition	Land Owner(s)	Size of Addition	Proposed Use	Location	Existing Zoning	Comprehensive Plan Designation	PSA
Addition #1	Elizabeth Carter	64.5± acres	129 single family	Longhill Road at Main Entrance to Fords Colony; Powhatan District	R-8, Rural Residential	Low Density Residential	Inside
Addition #2	Charles New and Paul Wilford	130.1± acres	146 single family	Adjacent to Springhill subdivision; Berkeley District	R-8, Rural Residential	Low Density Residential	Inside
Addition #3	C.C. Casey Ltd.	71.5± acres	93 single family	Section 13 of New Town; Berkeley District	R-8, Rural Residential, w/proffers	Mixed Use	Inside

Tax Map ID's

Addition #1 Tax Map ID: (31-3)(1-30)
Addition #2 Tax Map ID: (37-2)(1-1); (37-1)(1-1); (37-1)(1-1A); (37-1)(1-2)
Addition #3 Tax Map ID: a portion of (38-4)(1-1)



AFD-1-89. Armistead 1998 Elizabeth Carter Withdrawal



3000 0 3000 6000 Feet



99002925

AMENDED AND RESTATED FORD'S
COLONY PROFFERS

These AMENDED and RESTATED FORD'S COLONY PROFFERS are made this 24th day of January, 1999 by REALTEC INCORPORATED, a North Carolina corporation ("Realtec"), JAMES HERBERT NEW, MATTIE PAGE SPRATT, CHARLES G. NEW, JR., SUZANNE SEELY, REBECCA HENDRICKSON and MELINDA COX, owners of the property described on Exhibit A-3, C. C. CASEY LIMITED COMPANY, a Virginia limited liability company and owner of the property described on Exhibit A-1, and PAUL A. WILFORD, RUTH WILFORD CACCAVALE, MARY WILFORD-HUNT and CARL J. WILFORD, owners of the property described on Exhibit A-2.

Realtec and each of the other signatories to these Proffers and their respective successors in title are hereinafter collectively referred to as "Owner".

RECITALS

A. Realtec is the owner and developer of the Ford's Colony at Williamsburg development containing approximately 2,512.21 acres and which is zoned R-4, Residential Planned Community, with proffers, and subject to a Master Plan heretofore approved by James City County.

B. Realtec, with the consent of each other Owner, has applied to amend its existing Master Plan to include four tracts of land containing approximately 265 acres, which property is more particularly described on Exhibits A-1 through A-4 hereto (the "Additional Property") and to rezone the Additional Property to R-4.

FEB 16 0092

C. In connection with prior Master Plan amendments, Realtec has entered into and James City County has accepted Amended and Restated Ford's Colony Proffers dated as of September 29, 1995 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in James City Deed Book 757 at page 526 and Richard J. Ford has entered into and James City County has accepted Richard J. Ford/Ford's Colony Proffers dated as of September 29, 1995 and recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in James City Deed Book 757 at page 529 (together, the "Existing Proffers"). Realtec now owns the property subject to the Richard J. Ford/Ford's Colony Proffers referenced above.

D. In consideration of the approval of the amendment of its Master Plan and the rezoning, Realtec, with the approval of the other Owners as evidenced by their signatures hereon, desires to amend and restate the Existing Proffers as set forth below. If the requested amendment of Realtec's Master Plan is not approved by James City County, these Amended and Restated Ford's Colony Proffers shall be void and the Existing Proffers shall remain unchanged, in full force and effect.

RESTATEMENT AND AMENDMENTS

1. Restatement. The Existing Proffers are hereby restated and incorporated herein by reference.
2. Additional Property. These Amended and Restated Proffers shall apply to the property now subject to the Existing

Proffers and, in addition, to the Additional Property.

3. Archaeological Sites. A Phase I Archaeological Study for each parcel of the Additional Property shall be submitted to the Director of Planning for his review and approval prior to land disturbance in the applicable parcel. A treatment plan shall be submitted to and approved by the Director of Planning for all sites in the Phase I study that are recommended for a Phase II evaluation and/or identified as being eligible for inclusion on the National Register of Historic Places. If a Phase II study is undertaken such a 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 of 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 of 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. All Phase I, Phase II, and Phase III studies shall meet the Virginia Department of Historic Resources' 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

FEB 16 0094

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. If Owner undertakes any Phase II studies on the Additional Property it shall make available a portion of the artifacts for display in public buildings.

4. Endangered Plant Species. Owner shall cause surveys to be conducted of the Additional Property for endangered plant species. The location of any small whorled pogonias or Virginia least trillium located on the Additional Property shall be shown on all subdivision or other development plans of the Additional Property and Owner shall submit to the Director of Planning with any subdivision or development plan a conservation plan for such plants. The conservation plan shall provide for the conservation of such plants either through transplanting the plants to other suitable habitat within Ford's Colony or by preserving a 20 foot buffer around the plants and, if necessary planting additional overstory to shade the plants, all as determined by Owner consistent with its past practices at Ford's Colony. The conservation plan shall be approved by the Director of Planning before any land disturbing activity is allowed in the vicinity of the any small whorled pogonias or Virginia least trillium identified on the Additional Property.

5. Longhill Road Bike Lanes. Owner shall install shoulder

FEB 16 0095

bike lanes within the existing rights-of-way adjacent to the right turn lanes Owner is installing at the entrances into Ford's Colony from Longhill Road at the time of construction of the right turn lanes. In addition, at the request of the County Administrator Owner shall convey to the County up to an additional 10 feet of right-of-way from the Additional Property along Longhill Road as necessary to accommodate a bike lane.

6. Longhill Road Buffer. The Owner shall designate a greenbelt buffer along the Additional Property's Longhill Road frontage in the locations shown on the Amended Master Plan. The buffer shall have a width of 150 feet unless reductions in the buffer to no less than 100 feet are approved by the Director of Planning, provided, however, that Owner shall have the right to appeal any decision of the Director of Planning refusing to approve reductions in the buffer to the Development Review Committee, whose decision shall be final. It is the intent of this provision to provide for a determination if existing or proposed topography, vegetation and/or building setbacks from Longhill Road provide sufficient buffer to satisfy the objectives of the County's greenbelt buffer policy. The greenbelt buffer shall be exclusive of any lots and, except as set forth below, shall be undisturbed. Utilities, drainage improvements, pedestrian/bicycle trails and signs as approved by the Owner and the Development Review Committee shall be permitted.

7. Off-Site Road Improvements. Owner shall make a contribution of \$750.00 to the County for each residential lot or

FEB 16 0096

unit shown on final subdivision plats or site plans of the portion of the Additional Property described on Exhibits A-1 through A-3. Such contributions shall be used by the County to finance off-site road improvements on News Road, Longhill Road and/or Centerville Road or used by the County for any other project included in the County's capital improvement program, the need for which is generated in whole or in part by the development of the Additional Property. Such contributions shall be made at the time of final subdivision plat or site plan approval for lots or units within the portions of the Additional Land described above.

8. New Town Buffer. Owner shall provide a 50 foot buffer along the boundary of the Additional Property and Section 13 of the New Town development. The buffer shall be exclusive of any lots and, except as set forth below, shall be undisturbed. Utilities and drainage improvements as approved by the Owner and the Development Review Committee shall be permitted.

9. Emergency Services Contribution. Owner shall make a contribution of \$312.00 to the County for each of the residential lots or units shown on final subdivision plats or site plans of the Additional Property as hereinafter provided. Such contributions shall be used by the County for emergency services purposes or for any other project included in the County's capital improvement program, the need for which is generated in whole or in part by the development of the Additional Property. For the first 126 residential lots or units within the Additional

FEB 11 6 00 97

Property, such contributions shall be made at the time of final subdivision plat or site plan approval. For the balance of the residential lots or units within the Additional Property (assumed to be 242 lots or units), such contributions shall be made in five annual installments, consisting of four equal annual installments of \$15,100.80 and a final installment of the unpaid balance due under this Proffer. Payments shall be due beginning on the date one year from the date of final approval of the subdivision plat or site plan for the 126th lot or unit within the Additional Property and on each of the succeeding four anniversary dates of such approval. The final payment shall be equal to \$15,100.80 unless as of its due date either (i) the Additional Property has been fully developed and contains either more or less than 368 lots or units in which case the final payment shall be in an amount necessary to make the total payments under this Proffer equal to the actual number of lots or units on the Additional Property multiplied by \$312.00 or (ii) the Additional Property has not been fully developed but the Owner and the County agree that at full development the Additional Property will contain either more or less than 368 lots or units in which case the final payment shall be in an amount necessary to make the total payments under this Proffer equal the agreed upon number of lots or units on the Additional Property multiplied by \$312.00. The obligation of Owner to make the installment payments required by this Proffer shall be secured by the subdivision improvement surety posted by Owner

FEB 15 0098

with the County.

10. Conservation Easement. Within 90 days of the approval by the County of final subdivision plats for the portions of the Additional Property adjacent to Powhatan Creek, Owner shall (i) grant a conservation easement in form approved by the County Attorney to the Williamsburg Land Conservancy or another land conservancy organization acceptable to the County over the portions of Ford's Colony along Longhill Swamp, Chisel Run and Powhatan Creek generally as shown on Exhibit B hereto now estimated to contain in excess of 200 acres (the "Conservation Area") and (ii) convey the Conservation Area, subject to the conservation easement described in this Condition, to the Ford's Colony at Williamsburg Homeowners Association. The conservation easement described in this condition shall permit installation and maintenance of (i) passive recreational facilities, including but not limited to, nature trails, overlooks, bird watching towers and similar facilities, (ii) utilities and stormwater management facilities approved by the County Engineer and (iii) wetland mitigation projects as approved by the U.S. Army Corps of Engineers. In addition, the conservation easement over the Conservation Area shall be subject to the rights of the holders of all existing easements to exercise their rights under the applicable easement agreements.

11. Passive Recreation. Within three years from approval by the County of the applied for rezoning and the amendment of the Master Plan, a soft surface nature trail shall be

FEB 11 9 00 99

constructed within the Conservation Area to connect Recreation Park #10 as shown on the Amended Master Plan with John Pott Drive and a bird watching tower shall be constructed within the portion of the Conservation Area south of Williamsburg West Drive.

12. Greenway Contribution. At the time of approval of the first final subdivision plat of lots within the Additional Property, Owner shall make a restricted contribution to the Williamsburg Land Conservancy of \$5,000.00 for use by the Williamsburg Land Conservancy for the acquisition of greenways and/or development of trails within existing greenways within James City County. On or before the first, second and third anniversaries of the approval of the first final subdivision plat of lots within the Additional Property, Owner shall make additional restricted contributions to the Williamsburg Land Conservancy of \$5,000.00 for use by the Williamsburg Land Conservancy for the acquisition of greenways and/or development of trails within existing greenways within James City County. A further condition of these contributions shall be that if for any reason the Williamsburg Land Conservancy is unable or unwilling to use the contributions for their intended purpose within four years of the date of the initial contribution, that the Williamsburg Land Conservancy shall transfer the funds contributed to it pursuant to this Condition to the County's greenway fund included in the County's capital improvement program for the acquisition of greenways and/or development of trails within existing greenways within James City County. If

FEB 16 0100

any contribution required by this Proffer is not made when due, the County shall not be obligated to approve subdivision plats or site plans until such contribution has been made.

13. Community Services Contributions. At the time of approval of the first final subdivision plat of lots within the Additional Property, Owner shall make a contribution to Housing Partnerships of \$4,000.00 for use by Housing Partnerships within James City County and a contribution of \$1,000.00 to the County's Neighborhood Connections program. On or before the first, second and third anniversaries of the approval of the first final subdivision plat of lots within the Additional Property, Owner shall make additional contributions to Housing Partnerships of \$4,000.00 for use by Housing Partnerships within James City County and additional contributions of \$1,000.00 to the County's Neighborhood Connections program. If any contribution required by this Proffer is not made when due, the County shall not be obligated to approve subdivision plats or site plans until such contribution has been made.

14. Miscellaneous. These Proffers shall be a part of the zoning regulations applicable to the Additional Property and the obligations hereunder run with title to the Additional Property. Upon the conveyance of the portions of the Additional Property owned by Owners other than Realtec to Realtec, Realtec and its successors in title to such Additional Property shall be bound by these Proffers and such other Owners shall have no further obligations under these Proffers.

WITNESS the following signatures.

REALTEC INCORPORATED

By:

Title: VICE PRESIDENT OPERATIONS

STATE OF VIRGINIA

CITY/~~COUNTY~~ OF WILLIAMSBURG

The foregoing instrument was acknowledged before me this 3rd day of February, 1999, by DREW R. MUMFARCS VICE PRESIDENT of Realtec Incorporated.

Vern M. Seddy III
NOTARY PUBLIC

My commission expires: 12/31/99

FEB 18 01 02

James Herbert New
JAMES HERBERT NEW

Mattie Page Spratt
MATTIE PAGE SPRATT

BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Charles G. New Jr.
CHARLES G. NEW JR.

BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Suzanne Seely
SUZANNE SEELY

BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Rebecca Hendrickson
REBECCA HENDRICKSON

BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

Melinda Cox
MELINDA COX

BY JAMES HERBERT NEW, ATTORNEY-IN-FACT

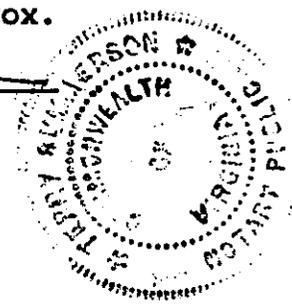
STATE OF VIRGINIA

CITY/COUNTY OF Fairfax

The foregoing instrument was acknowledged before me this 9th day of February, 1999, by James Herbert New, individually and as attorney-in-fact for Mattie Page Spratt, Charles G. New, Jr., Suzanne Seely, Rebecca Hendrickson and Melinda Cox.

[Signature]
NOTARY PUBLIC

My commission expires: 03/31/00



FEB 16 01 03

C.C. CASEY LIMITED COMPANY
By: Robert T. Casey
Title: Secretary

STATE OF VIRGINIA
CITY/COUNTY OF James City

The foregoing instrument was acknowledged before me this
5 day of February, 1999, by Robert T. Casey as Secretary of
C.C. Casey Limited Company.

Debra Newberry
NOTARY PUBLIC

My commission expires: Sept 30, 2000



FEB 18 0104

Paul A. Wilford

PAUL A. WILFORD

Ruth Wilford Caccavale

RUTH WILFORD CACCAVALE

Mary Wilford-Hunt

MARY WILFORD-HUNT

Carl J. Wilford

CARL J. WILFORD

by Paul A. Wilford
her attorney in fact.
her attorney
in fact
her attorney
in fact

STATE OF VIRGINIA

CITY/COUNTY OF _____

The foregoing instrument was acknowledged before me this
4th day of February, 1999, by Paul A. Wilford, individually and
as attorney-in-fact for Ruth Wilford Caccavale, Mary Wilford-Hunt
and Carl J. Wilford.

Colleen Shea

COLLEEN E. SHEA NOTARY PUBLIC
A Notary Public of New Jersey
My Commission Expires Dec. 28, 1999

My commission expires: _____



FEB 19 01 05

This document prepared by:
Vernon Geddy, III
Geddy, Harris & Geddy
516 S Henry Street
Williamsburg, VA 23185

Exhibit A-1

Description of Additional Property

Casey Parcel

All that certain lot or parcel containing 72 acres, more or less, shown and described as "Parcel C" on a plat entitled "CASEY PROPERTY PROPOSED WEST SIDE SUBDIVISION, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated 2/2/98 and made by AES Consulting Engineers of Williamsburg, Virginia.

FEB 11 2006

Exhibit A-2

Description of Additional Property

Wilford Parcel

All that certain piece, parcel or tract of land containing 33 acres more or less, situate in James City County, Virginia, adjoining Mount Pleasant Grave Yard, and separated by an newly chopped line of trees, and bounded on the north by the land of P. W. Hiden; on the south and southeast by the land of J. S. New; and on the west by Powhatan Swamp.

All that certain tract or parcel of land, containing 45.1 acres, more or less, situate in James City County, Virginia, being a portion of a tract containing 152.6 acres which was partitioned among the heirs of J. S. New, deceased; the parcel hereby conveyed being bounded and described as follows: Beginning at a concrete monument on the western boundary line of the property now or formerly owned by Charles New and on the division line between the property now or formerly owned by Henley New and the parcel hereby conveyed; thence North 58° 15' West, passing a pine and an oak, 1685 feet to a stob on the boundary line of the property now or formerly owned by J. R. Austin; thence North 59° 15' East, 50.2 feet to a point, thence North 36° 00' East 178 feet to a 20 inch maple; thence North 45° 30' East 330 feet to an 8 inch ash; thence North 39° 45' East 170 feet to a 12 inch ash; thence north 76° 00' East 297 feet to a stob; thence South 58° 15' East 1441 feet to a concrete monument on the line between the property herein conveyed and that of the property now or formerly owned by P. H. Hiden; thence South 41° 30' West 1240 feet to a concrete monument, the point of beginning.

FEB 18 0 10 7

Exhibit A-3

Description of Additional Property

New Parcel

All that certain tract, or parcel of land, containing 45.1 acres and bounded and described as follows:

Beginning at a point designated by a concrete monument at the eastern corner of the said tract of land, thence south 77' 30" west 169 feet to a 16 inch gum; thence south 72' 20" west 205 feet to a point,, thence south 77' 00" west, passing a 4 inch pine and a 16 inch hickory 340 feet to a point; thence south 81' 15" west 176 feet to a 36 inch pine; thence south 84' 00" west, along a fence 723 feet to a point on the west side of the road; thence south 84' 30" west 293 feet to a point, thence south 76' 30" west 48 feet to a point, thence south 72' 30" west 247 feet to a large tree; thence south 70' 30" west 148 feet to a point; thence south 72' 00" west 200 feet to a point; thence south 65' 00" west 164 feet to a concrete monument; thence north 41' 30" east 980 feet to a concrete monument; thence same course 1240 feet to a concrete monument; thence south 58' 15" east 1898 feet to the point of beginning. Bounded on the northeast by the land of P. W. Hieden (Hiden); on the south by the lands of William A New's Estate; on the west by the parcels conveyed to Henly New and Drummond New.

FEB 13 0108

Exhibit A-4

Description of Additional Property

Carter Parcel

That certain piece or parcel of land located in James City County shown and set out as Tax Parcel (31-3)(1-30) owned by Elizabeth Carter.

Virginia, City of Williamsburg and County of James City, to Wit:

PLAT ATTACHED

In the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City the 11 day of February 1992. This Amended Plat was presented with certificate annexed and admitted to record at 2:05 o'clock

Teste: Helene S. Ward, Clerk
by [Signature]
County Clerk

FEB 13 0109

