

PROFFERS

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

RECITALS:

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

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

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

C. James City County (the "County") may be unwilling to permit Ford's Colony to incorporate the Property into the

existing Ford's Colony project because of the projected impact of the proposed development on the roadways available in that part of the County.

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

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of James City of the Amended Plan, and pursuant to Section 15.1-491.1 et. seq. of the Code of Virginia, 1950, as amended, Ford's Colony agrees that in addition to the restrictions heretofore imposed in connection with the original Master Plan, as subsequently amended, it will meet and comply with all of the following conditions for the development of the Property.

CONDITIONS

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

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

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

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

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

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

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

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

2. To the extent a roadway on the Property is constructed to intersect with Route 199, it is understood and agreed that certain other improvements contemplated hereby may no longer be necessary or required and, to the extent such improvements are deemed no longer necessary or required by VDOT and James City

County (e.g. the improvement of the intersection of Country Club Drive with Route 612), then, in that event, such improvements shall no longer be required and shall then not be deemed additional obligations of Ford's Colony.

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

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

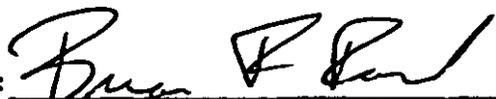
5. Within 120 days after final approval of the Amended Plan, Ford's Colony shall convey to the County, without cost, fee simple title to a site for use by the County as a well site, with

access rights thereto. Such site shall be 100 feet by 100 feet in size and shall be at a location between News Road and Longhill Road mutually agreeable to Ford's Colony and the County.

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

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

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

By: 
Title: V.P.

STATE OF VIRGINIA AT LARGE

CITY OF WILLIAMSBURG, to-wit:

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

Jackie L. Sutton
NOTARY PUBLIC

My commission expires:
July 4, 1989

VMG/jls/f10

VIRGINIA: City of Williamsburg and County of James City, to-wit:

In the Clerk's office of the City of Williamsburg and County of James City, Virginia, this

19 day of Oct, 1987 Reslated
Proffer was presented with certificate annexed and admitted to record at 1:24 o'clock

Teste: Helene S. Ward, Clerk
by Melrose Ward
Deputy Clerk

PLAT RECORDED IN
P.B. NO. 46 PAGE 77+78