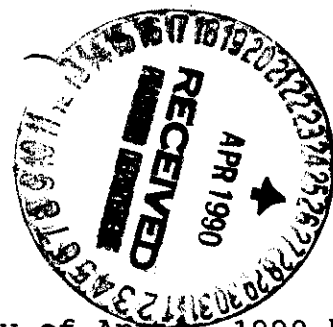


842 2

PROFFERS



These PROFFERS are made as of this 25th day of April, 1990 by DEVELOPMENT CONCEPTS OF VIRGINIA, INC., a Virginia corporation (together with its successors and assigns, the "Owner").

RECITALS

A. Owner is the owner of certain real property (the "Property") in James City County, Virginia (the "County") and more particularly described as follows:

All that certain piece or parcel of land situate, lying and being in James City County, Virginia, and designated as "Remainder of Parcel C, 2.3706 AC." as shown on that certain plat entitled "PLAT OF LOT 6 & 7 BEING A SUBDIVISION OF PARCEL C STANDING IN THE NAME OF WILLIAM E. JAMERSON, JAMES CITY COUNTY, VIRGINIA", dated June 22, 1988, made by Langley & McDonald, P.C., and recorded in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City in Plat Book 49, Page 63.

Together with the right of ingress and egress over and along the "50' Ingress and Egress Easement" as shown on the aforesaid plat.

B. The Owner has applied for rezoning of the Property from R-2 to B-1.

C. The County may be unwilling to rezone the Property because the B-1 provisions of the County Zoning Ordinance may be deemed inadequate for the orderly development of the Property because competing and incompatible uses may conflict.

D. More flexible and adaptable zoning methods are deemed advisable to permit the use of the Property.

E. The Owner is desirous of offering certain conditions for the protection of the community that are not generally applicable to land zoned B-1.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the requested rezoning and pursuant to Section 15.1-491.1 of the Code of Virginia, 1950, as amended, and Section 20-18 of the Zoning Ordinance of James City County, Virginia, the Owner agrees that it shall meet and comply with all of the following conditions for the development of the Property:

CONDITIONS:

1. The uses of the Property shall be limited to:
 - a. florist, picture framing, stamp and coin, travel bureau;
 - b. banks and other financial institutions;
 - c. photography studios and sales, artists and sculptor studios;
 - d. corporate, business, governmental and professional offices;
 - e. doctors, dentists and other medical clinics or offices;
 - f. wholesale and warehousing (with storage limited to a fully enclosed building);
 - g. printing and publishing;
 - h. plumbing and electrical supply (with storage limited to a fully enclosed building);

- i. contractors offices (with storage of materials limited to a fully enclosed building);
 - j. health clubs, exercise clubs, fitness centers
2. All loading and unloading entrances to warehouse facilities on the Property, if any, shall face the southeasterly direction.
3. The height of any structure constructed on the Property shall not exceed 38 feet.
4. All principal buildings, roads, parking areas, sidewalks and open space on the Property shall be located generally as shown on the Williamsburg Office Park, Site Plan - Building 10, 11, 12, 14, dated April 16, 1990, prepared by Karl E. Kolher Associates (the "Plan") submitted herewith; provided, however, the final site plan for the Property may deviate from Plan if the Zoning Administrator determines the final site plan does not alter the basic concept or character of the development.
5. The Property shall be landscaped at a minimum in accordance with the Williamsburg Office Park, Landscaping Plan, dated April 16, 1990, prepared by Karl E. Kolher Associates and submitted herewith. In addition, Owner shall plant shrubbery in the proffered open space along the parking areas and roads on the western and northern portions of the Property to create an effective screen between the Property and the adjoining residential property, all as approved by the Development Review Committee.

6. The aggregate number of square feet of floor area of all buildings on the Property shall not exceed 20,000.

7. All terms of this Agreement shall have the same meaning as provided in the County Zoning Ordinance.

DEVELOPMENT CONCEPTS OF VIRGINIA, INC.

By Woodrow W. Sirois

STATE OF VIRGINIA AT LARGE

CITY/COUNTY OF Williamsburg, to-wit:

The foregoing instrument was acknowledged before me this 25th day of April, 1990, by Woodrow W. Sirois, President of Development Concepts of Virginia, Inc.

Joan Babcock Turner
NOTARY PUBLIC

My commission expires:

2/24/92

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

In the Clerk's office of the Circuit Court of the City of Williamsburg and County of James City on 16 day of May, 1990. This Proffers was presented with certificate annexed and admitted to record at 10:46 o'clock

Teste: Helena S. Ward, Clerk
by Robert Ward
Deputy Clerk

PLAT RECORDED IN
P.B. NO. 52 PAGE 884 89

COMMONWEALTH OF VIRGINIA



1114 E-022 11 89

OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 08/16/90 TIME: 10:47:52 ACCOUNT: 095CLR900008422 RECEIPT: 90000015311
CASHIER: CHB REG: WR04 TYPE: PROFFER PAYMENT: FULL PAYMENT
INSTRUMENT : 90000842E BOOK: 0 PAGE: 0 RECORDED: 08/16/90 AT 10:46
GRANTOR NAME : DEVELOPMENT CONCEPTS OF VA INC EX: N LOCALITY: CO
GRANTEE NAME : JAMES CITY COUNTY EX: N PERCENT: 1.00
AND ADDRESS :

RECEIVED OF : JAMES CITY CO
CHECK : \$33.00

DESCRIPTION 1: PARCEL C, 2.3706 AC WILLIAM E. JAMERSON
2:

CONSIDERATION:	.00	ASSUMPTION:	.00	MAP:	
CODE DESCRIPTION	PAID	CODE DESCRIPTION	PAID		
301 DEEDS	32.00	145 VSLF	1.00		

TOTAL TENDERED :	33.00
TOTAL AMOUNT PAID:	33.00
TOTAL CHANGE AMT :	.00

CLERK OF COURT: HELENE S. WARD

DC 19 5/86

PLAT RECORDED IN

P.B. NO. 11 PAGE 1