

1814

BOOK 548 PAGE 586



Revision #3

PROFFERS

These PROFFERS are made as of this 28th day of October, 1991 by CRESTAR BANK, as 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. Owners have applied for a rezoning of the Property. Owners have requested that approximately 254.5 acres be rezoned from A-1 to M-1, with proffers, approximately 223.3 acres be rezoned from A-1 to R-5, with proffers, and approximately 14.0 acres be rezoned from A-1 to A-1, with proffers.

C. The M-1, R-5 and A-1 provisions of the County Zoning Ordinance may be deemed inadequate for the orderly development of the Property.

D. Owners desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned M-1, R-5 and A-1 for the protection and enhancement of

the community and to provide for the orderly development of the Property.

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.

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, 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 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.

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:

(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 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 223.3 acres designated on the Plan as R-5 Time Share w/18 Hole Golf Course 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 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 evaluation (meeting the guidelines set forth in the Virginia Department of Historic Resource's Guidelines for Preparing Archaeological Resource Management Reports and conducted under the supervision of a qualified archaeologist who meets, at a minimum the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards) of each of the areas designated as "Site #2 through Site #6" shall be completed before construction begins on the site in question. The recommendations of the Phase II study shall be incorporated into development and site grading or construction plans for the sites in question.

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.

CRESTAR BANK, Trustee

By: [Signature]
Title: vice President

[Signature]
GEORGE HANKINS, JR!

[Signature]
ANN HANKINS

[Signature]
HOWARD HANKINS

[Signature]
KELLY HANKINS

[Signature]
MARY HENRY THOMPSON

[Signature]
LEROY THOMPSON

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

The foregoing instrument was acknowledged before me this
27th day of November, 1991 by W. D. Hanna,
Vice President of CRESTAR BANK, Trustee.

Helen E. Malin
NOTARY PUBLIC

My commission expires:
_____.

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

The foregoing instrument was acknowledged before me this
27 day of November, 1991 by GEORGE HANKINS, JR.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:
Jan. 9, 1993.

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

The foregoing instrument was acknowledged before me this
27 day of November, 1991 by ANN HANKINS.

Judy D. Knobling
NOTARY PUBLIC

My commission expires:
Jan. 9, 1993.

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

The foregoing instrument was acknowledged before me this
27 day of November, 1991 by HOWARD HANKINS.

Judy D Knobling
NOTARY PUBLIC

My commission expires:

Jan. 9, 1993.

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

The foregoing instrument was acknowledged before me this
27 day of November, 1991 by KELLY HANKINS.

Judy D Knobling
NOTARY PUBLIC

My commission expires:

Jan. 9, 1993.

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

The foregoing instrument was acknowledged before me this
27 day of November, 1991 by MARY HENLY THOMPSON.

Judy D Knobling
NOTARY PUBLIC

My commission expires:

Jan. 9, 1993.

STATE OF VIRGINIA AT LARGE

CITY/COUNTY OF Newport News to-wit:

The foregoing instrument was acknowledged before me this 27 day of November, 1991 by LEROY THOMPSON.

Judy D Knobling
NOTARY PUBLIC

My commission expires:

Jan. 9, 1993.

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 the

11 day of Feb, 1992 This Progen was presented with certificate annexed and admitted to record at 12:56 o'clock

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

COMMONWEALTH OF VIRGINIA



(1143-025 7/91)

OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 02/11/92 TIME: 12:56:53 ACCOUNT: 095CLR920001814 RECEIPT: 92000002967
CASHIER: CHB REG: WB04 TYPE: PROFFRS PAYMENT: FULL PAYMENT
INSTRUMENT : 920001814 BOOK: 0 PAGE: 0 RECORDED: 02/11/92 AT 12:56
GRANTOR NAME : CRESTAR BANK TR ETAL EX: N LOCALITY: CO
GRANTEE NAME : JAMES CITY CO EX: N PERCENT: 100%
AND ADDRESS :
RECEIVED OF : JCCO DATE OF DEED: 10/28/91

CHECK : \$26.00
DESCRIPTION 1: PROFFERS 254.5 AC

CONSIDERATION:	.00	ASSUMPTION:	.00	MAP:	
CODE DESCRIPTION	PAID	CODE DESCRIPTION	PAID		
301 DEEDS	25.00	145 VSLF	1.00		

TOTAL TENDERED :	26.00
TOTAL AMOUNT PAID:	26.00
TOTAL CHANGE AMT :	.00

CLERK OF COURT: HELENE S. WARD

DC-18 (5/86)

COUNTY ATTORNEY
300 - BLDG. C

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