

030032005
SUPPLEMENTAL PROFFERS
NEW TOWN - SECTIONS 2 and 4

THESE SUPPLEMENTAL PROFFERS are made as of this 3rd day of October, 2003, by **NEW TOWN ASSOCIATES, LLC**, a Virginia limited liability company (together with its successors and assigns, "Associates") (index as a "grantor"); and the **COUNTY OF JAMES CITY, VIRGINIA** (the "County") (index as the "grantee").

RECITALS

R-1. Associates is the developer of a mixed-used project referred to as "New Town" located in James City County, Virginia which is subject to and more particularly described in certain proffers (collectively the "Proffers") which include (i) the New Town Proffers ("New Town Proffers") dated December 9, 1997 of record in the Office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City, Virginia ("Clerk's Office") as Instrument No. 980001284, and (ii) the New Town – Sections 2 and 4 – Proffers dated November 1, 2001 of record in the Clerk's Office as Instrument No. 010023715 (the "Section 2 and 4 Proffers"). The Sections 2 and 4 Proffers are attached hereto and incorporated by reference.

R-2. The New Town Proffers provide for development of the Property in accordance with (i) a conceptual master land use plan entitled, "NEW TOWN PLAN" prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated July 23, 1997, and revised December 8, 1997 (the "New Town Master Plan"), and (ii) design guidelines entitled "NEW TOWN DESIGN GUIDELINES, JAMES CITY COUNTY, VIRGINIA" prepared by Cooper, Robertson & Partners dated September 3, 1997 (the "New Town Design Guidelines").

R-3. Associates has acquired certain additional property by deed dated January 28, 2003 of record in the Clerk's Office as instrument no. 030004167 (the "Additional Property"). Associates intends, by these Supplemental Proffers and a re-zoning of the Additional Property and property formerly a part of Section 9 of New Town, to consolidate into Section 4 of New Town the Additional Property and portions of the Property previously a part of Section 9 of New Town. The property to be added to Section 4 of New Town, to be rezoned and subjected to these Proffers, is shown on EXHIBIT A (the "Area Added").

R-4. In furtherance of the additions to Section 4 of New Town, Associates has applied for rezoning of the Area Added from R-8 with proffers, M-1 and MU to MU subject to these Supplemental Proffers. Associates has also applied for certain amendments to the New Town Design Guidelines. The requested rezoning to MU, with these Supplemental Proffers, is, in fact, consistent both with the land use designation for the Property on the County's Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 24-514 of the County's Zoning Ordinance in effect on the date hereof (the "Zoning Ordinance").

R-5. Pursuant to subsection 2(b) of the New Town Proffers, there has been established a Design Review Board ("DRB") for development of the property subject to the New Town Proffers.

R-6. Associates has previously submitted to the DRB, and the DRB has previously approved in writing, as consistent with both the New Town Master Plan and the New Town Design Guidelines, a master plan entitled "NEW TOWN SECTIONS 2 & 4 AMENDED MASTER PLAN", dated June, 2001, revised June 23, 2003 (the "Sections 2 and 4 Amended Master Plan") and amended design guidelines entitled "Amended and Restated NEW TOWN SECTIONS 2 & 4 DESIGN GUIDELINES", dated July 31, 2003 (the "Sections 2 and 4 Amended Guidelines") for the Property, copies of which Sections 2 and 4 Amended Master Plan and Sections 2 and 4 Amended Guidelines are on file with the County's Director of Planning.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the rezoning set forth above and the Sections 2 and 4 Amended Master Plan, the Sections 2 and 4 Amended Guidelines and all related documents described herein, and pursuant to Section 15.2-2296, et seq., of the Virginia Code, Section 24-16 of the Zoning Ordinance and the Proffers, Associates agrees that all of the following conditions shall be met and satisfied in developing the Property.

PROFFERS:

PROFFERS APPLICABLE TO AREA ADDED

1. Application of Sections 2 and 4 Proffers, Amended Master Plan and Amended Design Guidelines. Development and use of the Area Added shall hereafter be subject to and in accordance with the Sections 2 and 4 Proffers as amended hereby, the Amended Master Plan and the Sections 2 and 4 Amended Guidelines, each of which are incorporated herein by reference. The Sections 2 and 4 Proffers are attached hereto for ease of reference. Terms of the Sections 2 and 4 Proffers relative to interpretation, amendment and construction of the Sections 2 and 4 Proffers and/or the Amended Design Guidelines shall be applicable hereto as if set forth in full below. The term "Property" as used in the Sections 2 and 4 Proffers shall be deemed by virtue hereof to include the Area Added.

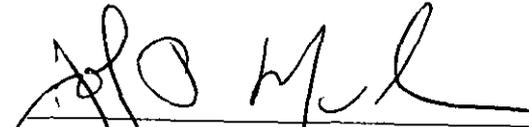
2. Right-In Access from Monticello Avenue. The Area Added may be served by one (1) right in only entrance providing direct access to the Area Added from Monticello Avenue with a turn lane, as shown on the Sections 2 and 4 Amended Master Plan. The entrance shall be governed by signage and design criteria approved by VDOT and the County's Director of Planning, which shall provide for right turn only use of such entrance from Monticello Avenue. No exit to, or left turn entrance from Monticello Avenue shall be permitted via the entrance described herein.

3. Supplemental Proffers. These Supplemental Proffers amend the Sections 2 and 4 Proffers and the provisions of the New Town Master Plan only as to the Area Added. No amendment to the proffers affecting property not included in the Area Added and of record in the Clerk's Office as of the date hereof is intended or accomplished hereby.

4. Recitals. The Recitals set forth above shall be included and read as a part of these Proffers and are incorporated by reference.

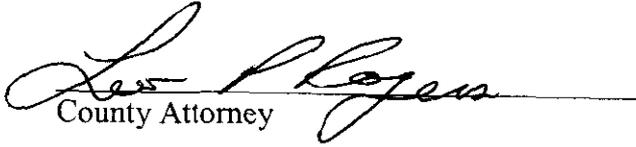
WITNESS the following signatures, thereunto duly authorized:

NEW TOWN ASSOCIATES, LLC

By: 

Title: EXECUTIVE DIRECTOR

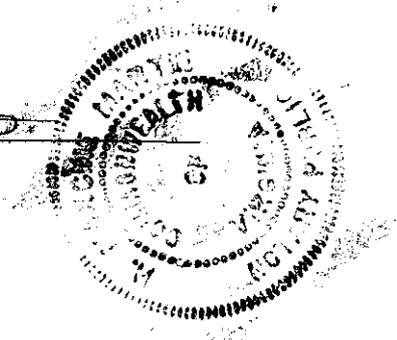
APPROVED AS TO FORM:


County Attorney

STATE OF VIRGINIA
COUNTY OF JAMES CITY, to wit:

The foregoing instrument was acknowledged before me this 7th day of October,
2003 by John P. McCANN, Executive Director of New Town Associates, LLC, a Virginia
limited liability company, on its behalf.

N. Mexie Moore
NOTARY PUBLIC



My commission expires:
December 31, 2004

#6045813 v3

EXHIBIT A

ADDED AREAS

Those certain pieces or parcels of land shown and set out as "AREA ADDED TO SECTION 4" on the NEW TOWN Sections 2 and 4 AMENDED MASTER PLAN prepared by Cooper, Robertson & Partners and AES Consulting Engineers, dated June, 2001 and last amended June 23, 2003.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 20 Oct. 03
at 4:26 AM/PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

| STATE TAX | LOCAL TAX | ADDITIONAL TAX |
|-----------|-----------|----------------|
| \$ _____ | \$ _____ | \$ _____ |

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 10/20/08 TIME: 09:27:00 ACCOUNT: 8300 8030082005 RECEIPT: 08000044204
CARRIER: DHE REB: 2104 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT: 1 0800082005 EDRN: FAGE: RECORDED: 10/20/08 AT 09:28
GRANTOR: NEW TOWN ASSOCIATES LLC EX: N LOC: 00
GRANTEE: COUNTY OF JAMES CITY EX: N PRT: 100%
AND ADDRESS:
RECEIVED OF: 1000 DATE OF DEED: 10/20/08
CHECK: \$16.00

DESCRIPTION 1: SUPPLEMENTAL PROFFERS NEW TOWN SEC B 1 4 FAGE: 0
E: NAME: 0
CONSIDERATION: .00 ASSUME/VAL: .00 NAP:
CODE DESCRIPTION FAIR CODE DESCRIPTION FAIR
301 DEEDS 14.50 145 VSLF 1.50

TENDERED : 16.00
AMOUNT PAID: 16.00
CHANGE AMT : .00

CLERK OF COURT: BETSY E. WOOLRIDGE