

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE 9TH DAY OF DECEMBER, NINETEEN HUNDRED NINETY-SEVEN, AT 5:03 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

A. ROLL CALL

Robert A. Magoon, Jr., Chairman, Jamestown District (absent)
Jack D. Edwards, Vice Chairman, Berkeley District

David L. Sisk, Roberts District
Perry M. DePue, Powhatan District
M. Anderson Bradshaw, Stonehouse District
Sanford B. Wanner, County Administrator
Frank M. Morton, III, County Attorney

B. WORK SESSIONS

1. Traffic Enforcement Issues

Mr. Edwards called the meeting to order.

Mr. Sanford B. Wanner, County Administrator, introduced Police Chief, Robert Key, who detailed the estimated costs for a traffic monitoring enforcement system for use at three locations to monitor running of red lights.

2. Tourist Shuttle Report

Mr. Anthony Conyers, Jr., Community Services Manager, introduced Mr. Richard Drumwright, James City County Transit, who presented a summary of the successful tourist shuttle for the time period May 23 to September 1, 1997. He recommended continuation of the shuttle service.

Mr. Edwards made a motion to go into executive session pursuant to Section 2.1-344(A)(3) of the Code of Virginia to consider acquisition of a parcel of property, at 5:46 p.m.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

Mr. Edwards reconvened the Board into open session at 6:08 p.m. and made a motion to approve the executive session resolution.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

RESOLUTION

CERTIFICATION OF EXECUTIVE MEETING

WHEREAS, the Board of Supervisors of James City County, (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 the 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 as were identified in the motion convening the executive meeting were heard, discussed or considered by the Board.

Mr. Edwards declared a break for dinner at 6:09 p.m.

Mr. Edwards called the meeting to order at 7:02 p.m.

C. MINUTES - November 25, 1997

Mr. Edwards asked if there were additions or corrections to the minutes.

Mr. Bradshaw stated that the name at the top of page 5 should be spelled "Nowadly."

Mr. Edwards made a motion to approve the minutes as amended.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

D. MINUTES - November 25, 1997

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

Mr. Sisk made a motion to approve on the Consent Calendar.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

1. Emergency Services - Budget Amendment

RESOLUTION

BUDGET AMENDMENT - EMERGENCY SERVICES

WHEREAS, the Board of Supervisors of James City County has been requested to approve the allotment by the Virginia Department of Emergency Services to the James City County Office of Emergency Services for the purpose of funding radiological planning projects for FY 97-98.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby amends the FY 98 Operating Budget, as follows:

Revenues:

Department of Emergency Services

\$15,675

Expenditures:

Emergency Services 073	
Operating Supplies/Materials 0318	<u>\$15,675</u>

2. Additional Allocations - Social Services DivisionRESOLUTIONAPPROPRIATION TO THE DIVISION OF SOCIAL SERVICES

WHEREAS, the State Department of Social Services has provided additional funding for Title IV-E - Child Day Care and Transportation Services for Children in Foster Care and the Child Day Care Quality Initiative Program; and

WHEREAS, Child Day Care and Transportation Services to Foster Children are mandated and the quality of child day care has been identified as a significant community concern; and

WHEREAS, sufficient matching funds have been previously appropriated to the Comprehensive Services Act in the Social Services budget.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes the following appropriation amendments:

Revenues:

From the Commonwealth	<u>\$20,298</u>
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Expenditures:

Title IV-E Day Care and Transportation	\$10,298
Child Day Care Quality Initiative Program	<u>10,000</u>
	<u>\$20,298</u>

3. Trash and Grass Liens:

105 Smokehouse Lane
8679 Pocahontas Trail

RESOLUTIONCODE VIOLATION LIEN

WHEREAS, the Zoning Administrator has certified to the Board of Supervisors of James City County, Virginia, that the property owner as described below have failed to pay a bill in the amount listed, for cutting of grass and weeds or removal of trash and debris, although the County has duly requested payment; and

WHEREAS, the unpaid and delinquent charges are chargeable to the owner and collectible by the County as taxes and levies and constitute a lien against the Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors, James City County, Virginia, that in accordance with Sections 7-4 and 7-5 of the Code of the County of James City, Virginia, the Board of Supervisors directs that the following delinquent charges for services rendered, plus interest at the legal rate from the date of recordation until paid, shall constitute a lien against the Property to wit:

Cleaning of Trash/Debris and/or Cutting of Grass, Weeds, etc.:

ACCOUNT: Robert Flaws
105 Smokehouse Lane
Williamsburg, VA 23185

DESCRIPTION: 105 Smokehouse Lane-Trash and Debris

TAX MAP NO.: (47-4)(07-0-0024)
James City County, Virginia

AMOUNT DUE: \$275.00

RESOLUTION

CODE VIOLATION LIEN

WHEREAS, the Zoning Administrator has certified to the Board of Supervisors of James City County, Virginia, that the property owner as described below have failed to pay a bill in the amount listed, for cutting of grass and weeds or removal of trash and debris, although the County has duly requested payment; and

WHEREAS, the unpaid and delinquent charges are chargeable to the owner and collectible by the County as taxes and levies and constitute a lien against the Property.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors, James City County, Virginia, that in accordance with Sections 7-4 and 7-5 of the Code of the County of James City, Virginia, the Board of Supervisors directs that the following delinquent charges for services rendered, plus interest at the legal rate from the date of recordation until paid, shall constitute a lien against the Property to wit:

Cleaning of Trash/Debris and/or Cutting of Grass, Weeds, etc.:

ACCOUNT: Cecil Lindsey
20 Joyner Road
Hampton, VA 23666

DESCRIPTION: 8679 Pocahontas Trail-High Weeds and Grass

TAX MAP NO.: (52-3)(01-0-0089)
James City County, Virginia

AMOUNT DUE: \$110.00

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E. BOARD CONSIDERATION

1. Case No. HW-1-97. Busch Gardens - Italy Expansion

Mr. Paul D. Holt, III, Planner, stated that this case was deferred at the November 25, 1997, Board of Supervisors' meeting to allow the applicant to present alternative location scenarios to members of the Board and staff. He further stated that Mr. Ronnie Orsborne, representing Langley and McDonald, had applied on behalf of Busch Entertainment Corporation for a height limitation waiver to allow construction of a 170-foot tall amusement attraction, zoned M-1, Limited Business/Industrial, further identified as part of Parcel No. (1-9) on James City County Real Estate Tax Map No. (51-4).

Mr. Holt further stated that the total height of the attraction would be 250 feet, with portions of the structure in a ravine. Staff determined that the attraction would be highly visible from nearby major roadways; proposed use, with its quiet technology, was consistent with intended uses in the Comprehensive Plan; and the proposed use was inconsistent with the objectives in the Comprehensive Plan for Community Character Corridors.

Staff recommended approval with the conditions listed in the resolution.

The Board and applicant had a brief discussion regarding buffer vegetation and location of future attractions.

Mr. Edwards made a motion to approve the resolution.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

RESOLUTION

CASE NO. HW-1-97. BUSCH GARDENS. ITALY EXPANSION

WHEREAS, Ronnie Orsborne, representing Langley and McDonald, has applied on behalf of the Busch Entertainment Corporation for a height limitation waiver to allow for the construction of a 170-foot tall amusement attraction; and

WHEREAS, a public hearing was advertised, adjoining property owners notified and a hearing scheduled on Case No. HW-1-97; and

WHEREAS, the attraction will be constructed within the existing theme park which is on property currently zoned M-1, Limited Business/Industrial and identified as Parcel No. (1-9) on the James City County Real Estate Tax Map No. (51-4); and

WHEREAS, the Board of Supervisors may grant a height limitation waiver to allow the erection of structures in excess of 60 feet in height upon finding that the requirements of Section 20-444 of the James City County Zoning Ordinance have been satisfied.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Case No. HW-1-97 with the following conditions:

1. Within one year after the construction of the attraction, the County shall review the visual effects of the structure on the Carter's Grove Country Road. This inspection shall occur at a time when the trees have shed their leaves. If the structure can be seen from the road, Busch Gardens, at no cost to the County, shall provide evergreen

landscape buffering along the road in a manner acceptable to the Director of Planning and the Colonial Williamsburg Foundation.

2. An effective 75-foot wooded buffer shall be maintained between the limits of clearing for the new attraction and the new theme park entrance road. Enhanced landscaping shall be provided within this area, where needed, to ensure a viable buffer. This landscaping shall be planted in a manner that is consistent with County ordinance standards and in locations acceptable to the Director of Planning. The landscaping for this area shall be installed within one year after the construction of the new attraction.
3. Busch Gardens shall provide an effective minimum 50-foot landscape buffer along the western side of the future Route 60 right-of-way. This landscape buffer shall be installed from Station Point 10+00.00 Ramp H to Station Point 18+77.02 Ramp H as shown on plans prepared by Langley and McDonald, titled "Commonwealth of Virginia/Department of Transportation/Plan of proposed State Highway, James City and York County/Grove - Busch Gardens Interchange," and dated June 10, 1996. The landscaping plan for this area shall be submitted to, and approved by, the Director of Planning and shall include landscaping that exceeds the County ordinance planting standards by at least 25 percent. The intent of this condition is to help mitigate the negative visual impacts the proposed structure will have on Route 60 by replacing existing vegetation that will be removed during the construction of the Grove Interchange. The landscaping for this area shall be installed within one year after the construction of the Grove Interchange. The Director of Planning may alter the location of the plantings required under this condition if the Virginia Department of Transportation ("VDOT") prohibits planting within the portions of this buffer area that lie within the state right-of-way.
4. Unless prohibited by VDOT, Busch Gardens shall provide enhanced evergreen landscaping within, or directly adjacent to, the "clover-leaf" portions of the interchange. The landscaping plan for this area shall be submitted to, and approved by, the Director of Planning and shall include landscaping that exceeds the County ordinance planting standards by at least 25 percent. Should landscaping in this area not be possible due to topography, built structures, or VDOT denial, the plantings shall be transferred to the buffer areas described under Conditions No. 2 and 3 above or other areas approved by the Planning Director. The landscaping for this area shall be installed within one year after the construction of the Grove Interchange.
5. Enhanced landscaping shall be provided on the western side of the Route 60 right-of-way between the southern end of the "France" parking lot and the beginning of the turn lanes into the park being constructed as part of the Grove Interchange. For purposes of this section, "enhanced landscaping" shall mean landscaping that exceeds the County ordinance planting standards by at least 25 percent. The landscaping for this area shall be installed within one year after the construction of the new attraction.
6. The proposed attraction shall not exceed a height of 170 feet above grade and not more than 255 feet above mean sea level.
7. Construction shall begin on the new attraction within three years or this height limitation waiver shall become void.
8. Prior to the issuance of a final certificate of occupancy for the attraction, Busch Entertainment shall submit the color scheme for the attraction. This color scheme shall be subject to review and approval by the Director of Planning.

9. A lighting plan for the structure shall be submitted to, and approved by, the Planning Director within six months after the construction of the new attraction. No glare shall be visible on the structure from the adjacent property lines or public road right-of-way.
10. Enhanced landscaping shall be provided in the immediate vicinity of the existing entrance to the theme park. For purposes of this section, "enhanced landscaping" shall mean landscaping that exceeds the County ordinance planting standards by at least 25 percent. The landscaping for this area shall be installed within one year after the construction of the new attraction and shall be subject to review and approval by the Director of Planning and the Colonial Williamsburg Foundation.
11. Should any portion of the Grove Interchange be widened in the future, at no cost to the county or VDOT, Busch Gardens shall provide landscaping and landscape buffers such that conditions No. 3 and No. 4 listed above are met.

F. PUBLIC HEARINGS

1. Williamsburg Land Conservancy/Request for Exemption from Real Property Taxes

Mr. Frank M. Morton, III, County Attorney, stated that the Williamsburg Land Conservancy had requested exemption from real property taxes on its holdings in James City County which required action by the General Assembly.

Staff recommended approval of the resolution.

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

Mr. Edwards made a motion to approve the resolution.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

RESOLUTION

WILLIAMSBURG LAND CONSERVANCY/

REQUEST FOR EXEMPTION FROM REAL PROPERTY TAXES

WHEREAS, the Williamsburg Land Conservancy (Conservancy) was established to carry out the provisions under the Virginia Conservation Easement Act; and

WHEREAS, the Conservancy is a 501(c)3 nonprofit organization and wishes to be exempt from real property taxes in James City County.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, that it hereby urges the Virginia General Assembly to grant the Williamsburg Land Conservancy exemption from real property taxes on holdings in said County, and, pursuant to § 30-19.04 of the Code of Virginia, makes the following findings:

1. The organization is exempt from taxation pursuant to § 501© of the Internal Revenue Code of 1954.

2. No license for the serving of alcoholic beverages has been issued by the Alcoholic Beverage Board to the Conservancy for use on property owned by the Conservancy.
3. No director or officer of the Conservancy is paid compensation in excess of a reasonable allowance for salaries or other compensation for personal services which such director or officer actually renders.
4. No part of the net earnings of the Conservancy inures to the benefit of any individual. The Conservancy provides services from funds generated by donations and/or grants.
5. The Conservancy provides services for the common good of the public.
6. The Conservancy does not involve itself in activities constituting propaganda or attempting to influence legislation nor does it involve itself in any political campaigns on behalf of a candidate for public office.
7. The Conservancy has no rule, regulation, policy, or practice which would discriminate on the basis of religious conviction, race, color, sex, or national origin.
8. The revenue impact to the County and its taxpayers of exempting the Conservancy's real property would be negligible.
9. The Conservancy owns property in James City County for the taxable year 1997 assessed at \$43,700 with taxes thereon of \$380.19.

BE IT FURTHER RESOLVED, that the Board of Supervisors of James City County recommends that the Conservancy be classified as a benevolent organization.

2. FY 1998 - 2003 Six Year Secondary Road Plan

Mr. Matthew W. Maxwell, Senior Planner, stated that Virginia Department of Transportation annually reviewed secondary roads and allocated funds for the roads with greatest need for improvement. He further stated that staff divided projects into three categories with Category I as those for which a substantial amount of funding had been committed with completion date of 1998; Category II as those which had received minimal funding to date with completion dates beyond the year 2001; and Category III which are bikeway projects.

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

Mr. Sisk made a motion to approve the resolution.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

RESOLUTION

FY 1998-2003 SIX-YEAR SECONDARY ROAD PLAN

WHEREAS, the Board of Supervisors of James City County has reviewed Secondary Roads Construction priorities proposed by the Virginia Department of Transportation (VDOT).

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the attached FY 1998-2003 Secondary Roads Priority List and Funding Plan

and authorizes the County Administrator to approve VDOT budgets and plans consistent with the approved Plan.

3. Case No. SUP-29-97, Lillian Wallace

Mr. Holt stated that Mr. William Hawthorne on behalf of Lillian Wallace, had applied for a special use permit to store and split firewood and to store and make mulch, zoned A-1, General Agricultural, located at 3150 Jolly Pond Road, further identified as Parcel No. (1-21) on James City County Real Estate Tax Map No. (30-3).

Staff determined that the case was consistent with the Comprehensive Plan and surrounding development.

In concurrence with staff, the Planning Commission recommended approval of resolution with conditions listed.

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

Mr. DePue made a motion to approve the resolution.

On a roll call, the vote was: AYE: Bradshaw, Sisk, DePue, Edwards (4). NAY: (0).

RESOLUTION

CASE NO. SUP-29-97, LILLIAN WALLACE

WHEREAS, the applicant has applied for a special use permit to store and split firewood and to store and make mulch on approximately four acres at 3150 Jolly Pond Road on property designated A-1, General Agricultural that can be further identified as a portion of Parcel No. (1-21) on the James City County Real Estate Tax Map Number (30-3); and

WHEREAS, the Planning Commission voted 7-0 to recommend approval.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-29-97 as described herein with the following conditions:

1. The applicant shall retain a 75-foot buffer along the edges of the property leased for this operation. This buffer shall remain undisturbed except in the buffer area along Jolly Pond Road where the following may be permitted: a security chain or cable across the access road to prevent unauthorized access to the site, necessary maintenance to the existing access road, and supplemental landscaping. The buffer shall be flagged on-site before the business shall be allowed to operate. This area shall remain free of stockpiled materials and the applicant shall use the existing access road into the site from Jolly Pond Road.
2. No machinery or vehicles may be stored within 150-feet of Jolly Pond Road.
3. The hours of operation shall be limited to 8:00 a.m. to 8:00 p.m. in the summer and 8:00 a.m. to 6:00 p.m. in the winter, Monday through Saturday. The hours of operation for Sunday shall be limited to 9:00 a.m. to 5:00 p.m. All mulch making and wood-

splitting activity shall be conducted with equipment that is either hand held or that can be transported or towed with a vehicle no larger than a pick-up truck.

4. No clearing shall be permitted within the 75-foot buffer described in Condition No. 1.
5. The special use permit shall be valid only for the manufacture and sale of wood products as described by this staff report and shall only be valid for the four-acre portion of land as identified on the attached map.
6. No more than two trucks, with a gross vehicle weight of 26,000 pounds each, may be operated from this site. This condition shall not limit the amount of automobiles, as defined in the James City County Zoning Ordinance, that may operate from the site.
7. The property must be put into use as described by this staff report within two years from the date of approval, or the special use permit shall become void.
8. Structures may be constructed on-site; however, the site may not have more than a total of 2,500-square feet in building coverage. No heavy equipment may be permanently installed at the site (i.e., all wood cutting and mulching equipment must be portable in nature). The exterior finish of any structure built on-site shall have a neutral, earth-tone color. Other colors may be approved by the Planning Director.
9. Any lighting used on site shall have recessed fixtures with no bulb, lens or globe extending below the casing. No lighting shall be permitted within the 75-foot buffer as described under Condition No. 1.

4. Case No. Z-11-97. Marjorie Gray Office and Warehouse Buildings

Mr. Holt stated that Ms. Marjorie Gray had applied to rezone approximately 5.67 acres from R-8, Rural Residential, to B-1, General Business, with proffers, located at 3356 Ironbound Road, further identified as Parcel No. (1-26) on James City County Real Estate Tax Map No. (47-1).

Mr. Holt further stated that access to the site would come from a full service entrance aligned with Powhatan Springs Road, which required a complete traffic study approved by Virginia Department of Transportation and the County; the proposal was consistent with existing adjacent warehouse development but was inconsistent with surrounding single-family dwellings; and the proposal was generally consistent with the Comprehensive Plan designation of Mixed Use and its intent.

In concurrence with staff, the Planning Commission, by a 6-1 vote, recommended approval of the application with proffers.

Mr. Morton advised the Board that the final proffers had not been reviewed as the document was not received until late afternoon this date. He recommended that the Board defer the case.

Mr. Edwards opened the public hearing.

1. Mr. Vernon Geddy, representative for the applicant, stated that community scale office and community scale commercial were proposed that would generate tax revenues and not affect County services. He detailed the buffers and green space and urged the Board to approve the business project as a benefit to the County.

2. Mr. Mark Kaisand, 2510 Manion Drive, spoke of his difficulty of finding a temperature controlled storage unit in the area, and spoke in support of the case as a business that was needed.
3. Mr. John Rhein, 3505 Hunter's Ridge, asked about the hours of operation and what mechanism would operate the overhead doors.
4. Mr. Don Milkavich, 4707 Wood Violet Lane, stated that the project was not consistent with the Comprehensive Plan and Five Forks area, and suggested a traffic study be completed before approval.
5. Ms. Janet Bradley, 2501 Manion Drive, stated the mini-storage warehouse would create low traffic and be an asset to the community.
6. Mr. Sashe Digges, 3612 Ironbound Road, stated that he was unaware of the rezoning of the parcel and opposed the encroachment of business on Ironbound Road.
7. Mr. Keith Nowadly, 4702 Wood Violet Lane, questioned whether this business was the best choice for transition from commercial to residential, and whether the 30-foot buffer from the right-of-way would be destroyed when the road was widened.

Mr. Edwards closed the public hearing.

Board and staff discussed holding a public review of the case, staff review of the proffers and rules for submission deadline for proffers.

Mr. Edwards made a motion to defer for a public review of the case.

On a roll call, the vote was: AYE: Edwards (1). NAY: Bradshaw, Sisk, DePue (3).

Mr. DePue made a motion to approve the case.

Mr. Edwards made a motion to defer until the December 22, 1997, Board of Supervisors' meeting.

On a roll call to defer, the vote was: AYE: Bradshaw, Edwards (2). NAY: Sisk, DePue (2). Motion defeated.

On a roll call to approve, the vote was: AYE: Bradshaw, Sisk, DePue (3). NAY: Edwards (1).

RESOLUTION

CASE NO. Z-11-97. GRAY PROPERTY REZONING

WHEREAS, in accordance with Section 15.1-431 of the Code of Virginia, and Section 20-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified and a hearing scheduled on Zoning Case No. Z-11-97 for rezoning approximately 5.67 acres zoned R-8, Rural Residential, to B-1, General Business, with proffers further identified as Parcel No. (1-26) on James City County Real Estate Tax Map No. (47-1); and

WHEREAS, the Planning Commission of James City County voted 6-1 to recommend approval of Case No. Z-11-97.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Zoning Case No. Z-11-97 and accepts the voluntary proffers.

Mr. Magoon arrived at 8:04 p.m.

5. Case Nos. SUP-30-97 and SUP-31-97. Henry S. Branscome, Inc. Borrow Pit

Mr. Holt stated that Mr. Roy Turman, of Henry S. Branscome, Inc., on behalf of William N. Lee and Sanifill, Inc., had applied for a special use permit to allow continued operation of existing borrow pit on approximately 420 acres of property zoned M-2, General Industrial, located approximately 1.2 miles southeast of the terminus of Blow Flats Road, Mr. Lee's property further identified as Parcel No. (1-2) on James City County Real Estate Tax Map No. (60-3) and the Sanifill, Inc. property further identified as Parcel No. (1-3) on James City County Real Estate Tax Map No. (60-3). Previously approved Case Nos. SUP-38-91 and SUP-39-91 expired September 8, 1997.

Staff recommended deferral of the cases to allow time to review impacts of the use on the industrial marketability of the land after borrow pit operations cease.

Mr. Sanford B. Wanner, County Administrator, stated that three different special use permit applications for the Skiffe's Creek Industrial Area had been received, and he was requesting that the Board defer consideration of all three special use permit requests until staff can request from and review with the applicants a coordinated strategy that included a proposed timetable for the mining operation and a land reclamation plan that would return the properties to a readily developable status for conventional general industrial facility uses.

The Board questioned the length of time for that review.

Mr. Wanner responded that if a meeting could be promptly arranged, the case would be brought back to the December 22, 1997, Board of Supervisors' meeting.

Mr. DePue stated that Mr. Branscome's organization had made a contribution to his recent political campaign and that he would abstain from voting on this case. He further indicated that he was returning the contribution.

Mr. Magoon opened the public hearing.

1. Mr. Vernon Geddy, representative for the applicant, stated that the availability of source of materials was an asset to the County; no complaints from citizens that Blow Flats Road carried industrial traffic; applicant would work with the County regarding reclamation efforts for economic development; and he urged the Board to approve the special use permit for five years.

Mr. DePue left the meeting at 8:35 p.m.

2. Mr. Howard Burns, representing Sanifill, Inc., stated the firm would work with others to address concerns and asked the Board for approval to continue use of the property for mining.

3. Mr. Henry Branscome, owner, assured the Board that the property would be restored to 100 percent developable.

4. Mr. Ed Oyer, 139 Indian Circle, stated that a right turn lane was needed onto Route 60 East on Blow Flats Road for truck traffic, and recommended pursuit of use of the BASF access road leading to the traffic light on Route 60.

5. Mr. Roy Turman asked citizens with a complaint to call him with license number of truck and reminded the Board of the County's growth in traffic over the years.

6. Mr. Jack Dubbs, resident of Kingsmill, spoke in favor of the special use permit.

Mr. Magoon closed the public hearing.

Mr. Edwards made a motion to defer the case as recommended by the County Administrator.

Mr. Sisk asked that the resolution be brought back with a five-year time limit for the special use permit.

On a roll call, the vote was: AYE: Edwards, Bradshaw, Sisk, Magoon (4). NAY: (0).

6. Case No. AFD-8-86. Casey (New Town Plan Withdrawal)
7. Case No. AFD-8-86. Casey (James City County/Williamsburg Courthouse Withdrawal)
8. Case No. AFD-8-86. Casey (E-Vantage Withdrawal)
9. Case Nos. MP-2-97 and Z-4-97. Casey New Town/Phase I
10. Case No. Z-10-97. Williamsburg/James City County Courthouse

Mr. John T. P. Horne, Manager of Development Management, stated that issues had arisen on the Community Development Authority improvements that had not been resolved and gave apologies to the Board and public. He stated that all the cases would be brought forward at the December 22, 1997, Board of Supervisors' meeting.

Mr. DePue returned to the meeting at 8:48 p.m.

Mr. Gary A. Pleskac, Senior Planner, stated that Mr. Vernon Geddy, III, on behalf of C. C. Casey, Ltd., had applied to withdraw approximately 65.45 acres from the existing Casey Agricultural and Forestal District for the purpose of initiating the first phases of Casey New Town Plan (64.7 acres) and a .75-acre site for an E-Vantage Heating and Cooling facility, located on the western side of the Ironbound Road and Monticello Avenue intersection, further identified as a portion of Parcel No. (1-7) on James City County Real Estate Tax Map No. (38-4).

Staff recommended deferral of the cases to allow further review of issues and all public hearings be continued until the December 22, 1997, Board of Supervisors' meeting.

Mr. Magoon opened the five public hearings.

1. Mr. Arthur C. Hilstrom, 3724 Brick Bat Road, spoke of his concerns of water, traffic and services if 2,300 new residences are approved. He asked that the Board delay voting.

2. Mr. Ed Oyer, 139 Indian Circle, stated the County did not need any growth and asked the Board to delay or defer the decision.

3. Mr. Keith Nowadly, 4702 Wood Violet Lane, asked when documents regarding the Community Development Authority would be available to the public.

Mr. Horne responded that all documents are available from Development Management and the Community Development Authority document would be available when received from Mr. Vernon Geddy.

4. Mr. Robert Clifford, 109 Shellbank, stated the issue most discussed during the election campaign was how to manage growth. He asked that the cases be deferred until further public input can be obtained.

Mr. Magoon continued the five public hearings and deferred the cases until the December 22, 1997, Board of Supervisors' meeting.

Mr. Magoon declared a ten-minute recess at 9:25 p.m.

Mr. Magoon reconvened the Board at 9:35 p.m.

11. Case No. SUP-23-97. Williamsburg-Jamestown Airport Amendment

Mr. Matthew W. Maxwell, Senior Planner, stated that Mr. Vernon Geddy, Jr., had applied on behalf of Larry and Jean Waltrip to amend the existing special use permit application (SUP-26-85) for a series of capital improvements over 20 years in four development stages, zoned R-8, Rural Residential, located on Marclay Road, a private road that connects to Lake Powell Road, further identified as Parcel Nos. (1-5A) and (1-6) on James City County Real Estate Tax Map No. (48-2).

Mr. Maxwell further stated that the improvements include widening and extending the runway with a relocated threshold; construction of eight new hangars; expansion and relocation of fuel facility; expansion of existing terminal building; construction of a building to house air rescue and fire fighting equipment; expansion of apron airplane parking facilities; and construction of a building for flight operation management.

Staff recommended approval of SUP-23-97 with the exception of the proposed runway extension, determining that no compelling evidence had been presented that safety problems existed at the airport, 80 percent of the aircraft operations involved single-engine aircraft that take less than 2,500 feet of runway to take off and land, and suggested a revision to Condition 2 of the resolution.

In concurrence with staff, the Planning Commission, by a 7-0 vote, recommended approval of the application with conditions listed in the resolution.

Mr. George Paris, staff consultant with the firm of Campbell and Paris, stated that adding 300 feet in any direction would lower incoming and raise outgoing flights; noise level would move the same amount but remain over airport property; desirable goal to establish minimum safety area off the end of the runway; paved overrun (stopway) is additional distance used to calculate runway length; Federal Aviation Administration requirements are level graded and grass; and moving threshold 240-300 feet of runway would best meet FAA standards.

Board and staff discussed an overrun of 300 feet at each end for greater margin of safety.

Mr. Magoon opened the public hearing.

1. Mr. Vernon Geddy, Jr., stated Waltrips are good corporate citizens, and 300 foot thresholds would have no measurable impact on community compared to current impact, and urged approval of the alternative resolution. He stated the amendment was consistent with Comprehensive Plan and had significant positive fiscal and economic impact.

2. Mr. Buzz Schmidt, 218 Southpoint Dr., representative of Jamestown Civic Association, spoke in opposition to runway extension for possibly permitting larger aircraft. He stated no analysis had been provided that supported the 300-foot overrun at each end. Mr. Schmidt urged the Board to approve the Planning Commission recommendation and let the safety overruns be considered in another process. He further spoke in support of a fully functioning airport advisory committee.

3. Dr. William Fuqua, 104 Acacia Court, asked that the alternative proposal be sent back to the Planning Commission.

4. Mr. John Buren, 114 Archers Hope Drive, stated an airport commission would give proper authority and involve community to a better understanding of the airport operation.

5. Mr. Ken Bradley, 127 Northpoint Drive, spoke in support of the airport as director of the community pilots association. He stated support for the alternative resolution stating that 300-foot overrun at each end with lights marking it needed no future study.

6. Mr. Ben Francisco, 3 Popeley Court, spoke in support of the overruns.

7. Mr. Carter Childs, 103 Pinepoint, urged the Board to deny the paving of 900-foot since FAA regulations satisfied with grass and earth.

8. Mr. Henry Branscome, speaking as a pilot, stated that overruns are needed for a safety factor in take off and landing and was also needed by the community.

9. Mr. Richard Coakley, 110 Redbud Lane, President, Jamestown Civic Association, stated the alternative resolution proposal should have input by the public.

10. Ms. Jean Miller, 103 Dogwood Drive, stated that grass overruns were discussed initially in 1985-86, but were never completed. She believed that this request was for an extension to runway for larger plane use.

11. Mr. Jack Dubbs, Kingsmill, stated the overruns were needed for planes, whether paved or grass.

12. Ms. Kim Holland asked persons in the audience who were in support of the case to stand.

13. Mr. John McGlennon, 2817 Mockingbird Lane, spoke in support of the Planning Commission recommendation and asked that the alternative resolution be considered by the airport commission with public comment.

14. Mr. Ray Merritt, 130 Branscome Boulevard, spoke in support of the overruns for safety factor.

Mr. Magoon closed the public hearing.

Mr. Edwards made a motion to approve the Planning Commission resolution.

Board discussion of staff recommendation and remaining issues that could be addressed by an airport commission followed.

Mr. DePue suggested deferral until December 22, 1997.

Mr. Magoon stated that the community would benefit from safety overruns at each end and activation of the airport commission was needed for key discussions.

Mr. Edwards withdrew his motion.

Mr. DePue made a motion to defer until December 22, 1997, Board of Supervisors' meeting.

Mr. Magoon recognized Mr. Buzz Schmidt, who stated that the community did not have access to professional information and could not participate in a productive process during the holiday season.

Mr. Sisk suggested a six-week deferral.

Mr. Sanford B. Wanner, County Administrator, suggested establishment of the airport committee, charged by the Board to look at the alternative resolution, study the proposal, and submit a special use permit amendment regarding the overruns, if warranted.

Board and staff discussion followed about time limit of deferral, Mr. Wanner's suggestion and taking immediate action.

Mr. DePue withdrew his motion.

Mr. Edwards made a motion to approve the Planning Commission recommendation with staff's revision to Condition 2.

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

RESOLUTION

CASE NO. SUP-23-97, WILLIAMSBURG-JAMESTOWN AIRPORT

WHEREAS, the Board of Supervisors of James City County has adopted by ordinance specific land uses that shall be subjected to a special use permit process; and

WHEREAS, in accordance with Section 15.1-431 of the Code of Virginia, and Section 20-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified and a hearing scheduled on Zoning Case No. SUP-23-97 for the purpose of amending the existing Special Use Permit for the Williamsburg-Jamestown Airport which is located on Parcel Nos. (1-5A) and (1-6) on James City County Real Estate Tax Map No. (48-2) and zoned R-8, Rural Residential; and

WHEREAS, the Planning Commission, following its public hearing on November 3, 1997, recommended approval of this application with the conditions listed below by a vote of 7 to 0.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-23-97 as described herein with the following conditions:

1. No extension of the existing runway shall be permitted. A paved safety overrun adjacent to Runway 13 (western end of runway), not to exceed 900 feet may be constructed in accordance with FAA standards. The paved safety overrun shall be marked appropriately and lights shall be installed and maintained across the width of the runway to delineate the runway and safety overrun.
2. The Williamsburg-Jamestown Airport Special Operating Procedures shall be amended such that Condition No. 5 under General Procedures which states that, "the calm wind runway (less than five knots) will be Runway 13, weather and traffic permitting" shall be deleted. The existing Williamsburg-Jamestown Airport Special Airport Operating Procedures, with the above revision noted, shall remain in effect.
3. The Williamsburg-Jamestown Airport shall review, revise, and publish, as necessary, the description of the airport and associated local rules, procedures, and warnings in the following industry publications:
 - a. Airport Facility Directory
 - b. VDOA (5010) Inspection Form - Remarks/Runway section.
 - c. Permanent NOTAM (Class II)

These publications shall indicate the established flight patterns and procedures and notify all pilots of the special established patterns to avoid the surrounding residential neighborhoods and Rawls Byrd Elementary School. This condition shall be satisfied prior to the issuance of a building permit for any of the proposed improvements contained within the Master Plan. Documentation shall also be submitted to the Community Airport Committee.

Also the following steps shall be taken:

- a. Report the basic pertinent information by UNICOM when pilots check in for takeoff and landing operations.
 - b. Identify/distribute information through a published set of "Airport Rules and Regulations."
 - c. Post/display Special Operating Procedures in the flight planning area and other conspicuous areas of the terminal building.
4. The Airport Procedures shall be amended to require runway preference for runway 31 for all arriving aircraft, not just twin-engine aircraft as stated in the current Airport Procedures.

5. Signs shall be erected at both ends of the runway which read as follows:

For departures on Runway 31: "Remember to turn left to avoid flying over the Elementary School."

For departures on Runway 13: "Remember to make right turn for noise abatement."

6. A Community Airport Committee shall be established. The Committee's purpose is to provide a formal setting for an on-going dialogue between all interested parties (i.e., the citizens, the County, the Airport owners and operators, pilots, WJCC Schools, and business community). It shall be the responsibility of the Airport owners to establish the Committee. The Committee shall be a balanced representation of the following interest groups: airport owners/operators, citizens, the County, WJCC Schools, and pilots. The Committee shall be comprised of no fewer than five persons and no more than 10 persons. The Airport owners shall submit a list of committee members to the County for approval within six months of the approval of this Special Use Permit application. The Committee shall meet at least four times per year in open session.
7. Approval of the facilities contained in the Master Plan in no way obligates the County to approving the construction of these facilities. The proposed facilities shall undergo the typical site plan and building plan review process and receive County approval before construction of these facilities and improvements shall commence.
8. A lighting plan shall be prepared and approved by the Planning Director for each site plan submittal that contains outdoor lighting. All outdoor lighting, exclusive of lights for the runway, taxiways, and other required safety lighting, shall have recessed lenses.
9. The following size limitations shall apply to the planned facilities:

T-Hangar Units	63 units* maximum
Corporate Hangar Units	14 units* maximum
Apron Parking Tie-Downs	49 spaces maximum

Terminal Building Expansion	2,500 square feet maximum --
Total size of building shall not exceed	7,327 square feet (4,327 + 2,500)
Flight Management Building	2,500 square feet maximum

*For T-Hangars and Corporate Hangars - 1 unit is equivalent to 1 aircraft parking space.

10. The improvements labeled as "Ultimate" on the Master Plan are not approved as part of this application. A 25-foot wide paved apron shall be permitted between the helipads (Stage III) and Hangar 14 (Stage I). The purpose of this paved apron would be to provide access to hangars on the west side of the airport.
11. No GPS "straight-in" approach procedure shall be permitted at the Airport.
12. The corporate hangars may include attached accessory office space that is exclusive of the airplane storage area. The office area shall be used/occupied by the owners or tenant of the corporate hangar to which the office/storage area is attached. The use of the office space shall be strictly limited to airport-related activities. The cumulative amount of office space attached to corporate hangars shall not exceed 5,000 square feet (i.e., five corporate hangars with 1,000 square feet office space OR two corporate hangars with 2,500 square feet -- the other three shall contain no office space, or any combination thereof not to exceed 5,000 square feet).
13. A landscaped buffer around the perimeter of the site shall be maintained or established which accomplishes the goal of screening the proposed airport improvements from adjacent properties. The Planning Director shall determine whether additional landscaping is needed to screen future improvements from adjacent properties at the time of site plan review.

Mr. Magoon declared a recess at 11:55 p.m.

Mr. Magoon reconvened the Board at 12:00 a.m.

G. PUBLIC COMMENT

1. Mr. R. M. Hazelwood, Jr., Toano, emphatically stated that time should not be limited for the applicant during public hearings.

H. REPORTS OF THE COUNTY ADMINISTRATOR

Mr. Wanner recommended the Board adjourn until 7:00 p.m., Monday, December 22, 1997.

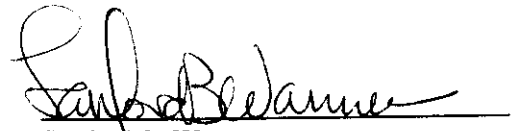
Mr. Wanner read portions of a letter from Mr. Kirby M. Bowers, County Administrator, Loudoun County, Virginia, inviting the County Administrator and a member of the Board of Supervisors to attend the first meeting of a conference steering committee ... "to form a jurisdictional partnership to sponsor a forum for elected and appointed officials in Spring 1998 to raise the general awareness and develop cooperative strategies to address the growth management concerns common to all jurisdictions."

I. BOARD REQUESTS AND DIRECTIVES - None

Mr. DePue made a motion to adjourn until 7:00 p.m., Monday, December 22, 1997.

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

The Board adjourned at 12:05 a.m.


Sanford B. Wanner
Clerk to the Board

120997bs.min

SECONDARY SYSTEM

COUNTY, JAMES CITY

CONSTRUCTION PROGRAM

ESTIMATED ALLOCATIONS

YEAR	NEW S.T.	FEDERAL	OTHER	TOTAL
1998-99	\$23,231	\$604,693	\$1,017,033	\$1,644,957
1999-00	\$23,311	\$0	\$1,627,046	\$1,650,357
2000-01	\$23,905	\$529,172	\$1,138,000	\$1,691,077
2001-02	\$24,683	\$815,219	\$903,218	\$1,743,120
2002-03	\$25,520	\$1,485,908	\$288,000	\$1,799,428
2003-04	\$25,520	\$1,235,908	\$538,000	\$1,799,428
TOTALS	\$146,170	\$4,670,900	\$5,511,297	\$10,328,367

APPROVED
 J. Edwards 1-13-98
 BOARD OF SUPERVISORS DATE

VDOT RESIDENT ENGINEER
 J. Edwards 2/11/98
 DATE

SA. Babbar 1/13/98
 (CHAIRMAN, CLERK, CO. ADMINISTRATOR, ETC.) DATE

6 Year Secondary Road Projects FY 98-03

Rank	Route #	Road Name	From	To	Length in Miles	Type of Improvement	Estimated Completion Date
Category I Projects							
	614	Centerville Road	Brick Bat Road	Jolly Pond Road	1.67	2 lane improvement with bikelanes.	Dec-97
	603	Mooretown Road	Lightfoot Road	Route 1447	0.76	2 lane improvement with bikelanes & sidewalk.	Jun-97
	610	Forge Road	Diascund Road	Riverside Drive	1.11	2 lane improvement with bikelanes.	Nov-97
	610	Forge Road	Riverside Drive	Richmond Road	2.41	2 lane improvement with bikelanes.	Jun-98
	613	News Road	Ironbound Road	1 mile west of Ironbound Rd.	1	2 lane improvement.	Jul-97
	615	Ironbound Road			0.2	Construct Left-Turn Lane at Tewning Road	Dec-97
	5300	Monument Drive				Fix cul-de-sac drainage problem.	Dec-96
	614	Centerville Road	0.137 KM N. Brick Bat Rd	0.079 KM S. Brick Bat Rd.	0.514KM	2 lane improvement with bikelanes & sidewalk.	Aug-98
	616	Strawberry Plains Rd.				Construct Left-Turn Lane at the Midlands Townhomes	Dec-98
Category II Projects							
1	615	Ironbound Road	Longhill Connector Road	Monticello Avenue	0.76	Improve from 2 lanes to 4 lanes.	Jul-05
2	612	Longhill Road	Olde Towne Road	Ironbound Road	3.53	Improve from 2 lanes to 4 lanes.	Jul-05
3	607	Croaker Road	Woodland Farms Subdivision	Croaker Landing Road	1.73	2 lane improvement.	Jun-02
4	617	Lake Powell Road	Williamsburg Landing	Treasure Island Road	0.9	2 lane improvement with bikelanes [final design & implementation pending public review]	Jul-01
5	601	Barnes Road	Richmond Road	0.80 miles N.E. of Richmond Rd.	0.8	Stabilization.	May-07
6	622	Racefield	Route 1040	0.90KM W. Route 1040	.90KM	Pave.	Dec-07
Category III - Bikeway Projects							
	612	Longhill Road	Olde Towne Road	Ironbound Road	0.86	Install bikelanes.	Jan-04
	615	Ironbound Road	Strawberry Plains Road	Eastern State	1.08	Install bikelanes.	Jan-99
		Treasure Island Road	End of Treasure Island Rd.	Colonial Parkway	0.3	Install bikelanes.	
	607	Croaker Road	JCC Library	Route 60		Install bikelanes.	
		Neck O'Land Road	End of Neck O'Land Road	Colonial Parkway		Install bikelanes.	
	612	Longhill Road	Olde Towne Road	Centerville Road		Install bikelanes.	
	615	Ironbound Road	Strawberry Plains Road	C.B. Baker School		Install bikelanes.	
	614	Centerville Road	Longhill Road	Jolly Pond Road South		Install bikelanes.	

FY 98-03 Six Year Secondary
Funding Schedule

Attachment 3

Route #	Road Name	Total Cost	Previous Funding	Additional Funding Required	1998-99	1999-00	2000-01	2001-02	2002-03	2003-04	Balance to Complete
Category I Projects											
614	Centerville Road	\$ 1,769,953	\$ 1,313,383	\$ 456,570	\$ 456,570						\$ -
603	Mooretown Road	\$ 951,050	\$ 916,500	\$ 34,550	\$ 34,550						\$ -
610	Forge Road	\$ 1,405,838	\$ 919,000	\$ 486,838	\$ 166,000	\$ 320,838					\$ -
610	Forge Road	\$ 2,729,937	\$ 1,768,495	\$ 961,442	\$ 248,190	\$ 713,252					\$ -
613	News Road	\$ 1,344,073	\$ 920,282	\$ 423,791	\$ 100,000	\$ 323,791					\$ -
615	Ironbound Road	\$ 1,045,939	\$ 599,285	\$ 446,654	\$ 100,000						\$ 346,654
8000	New Addition	\$ 528,000		\$ 528,000	\$ 88,000	\$ 88,000	\$ 88,000	\$ 88,000	\$ 88,000		\$ -
5300	Monument Drive	\$ 56,000	\$ 56,000								\$ -
614	Centerville Road	\$ 546,014	\$ 435,000	\$ 111,014	\$ 111,014						\$ -
616	Strawberry Plains Rd.	\$ 170,000	\$ 170,000								\$ -
Subtotal					\$ 1,304,324	\$ 1,445,681	\$ 88,000	\$ 88,000	\$ 88,000	\$ 88,000	\$ 346,654

Category II Projects											
615	Ironbound Road	\$ 2,150,000		\$ 2,150,000	\$ 51,171	\$ 181,165	\$ 350,000	\$ 150,000	\$ 635,547	\$ 782,117	
612	Longhill Road	\$ 5,500,000	\$ 162,891	\$ 5,337,109	\$ 91,231		\$ 529,172	\$ 1,480,437	\$ 1,685,908	\$ 1,050,361	\$ 500,000
607	Croaker Road	\$ 950,000	\$ 75,000	\$ 875,000	\$ 175,000		\$ 700,000				\$ -
617	Lake Powell Road	\$ 800,000	\$ 45,000	\$ 755,000							\$ 755,000
601	Barnes Road	\$ 1,950,000	\$ -	\$ 1,950,000							\$ 1,950,000
622	Racefield	\$ 407,222	\$ 97,456	\$ 309,766	\$ 23,231	\$ 23,311	\$ 23,905	\$ 24,683	\$ 25,520	\$ 25,520	\$ 163,596
5000	Alternate Route 5	\$ 5,250,000		\$ 5,250,000							\$ 5,250,000
Subtotal					\$ 340,633	\$ 204,476	\$ 1,603,077	\$ 1,655,120	\$ 1,711,428	\$ 1,711,428	\$ 9,400,713

TOTAL					\$ 1,644,957	\$ 1,650,357	\$ 1,691,077	\$ 1,743,120	\$ 1,799,428	\$ 1,799,428	\$ 9,747,367
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FY 98-03
Six Year Secondary Road Plan
 Category II Rankings

Rank	Route Name	From	To	Existing # Lanes	1994 Average Daily Traffic	Total Number of Accidents June '96 - July '97	Accident Points	Geometrics	Road Condition	total points
Roads Included in Six Year Secondary Plan										
4-Lane Improvements										
1	Ironbound Road	Longhill Connector	Monticello Avenue	2	16,983	11	275	0	1,000	18,258
2	Longhill Road	Olde Towne Road	Ironbound Road	2	14,389	6	150	0	0	14,539
3	Longhill Road	Centerville Road	Route 658 - Olde Towne Rd	2	12,701	21	525	0	0	13,226
4	Olde Towne Road	Longhill Road	Richmond Road	2	11,116	14	350	250	1,000	12,716
5	Ironbound Road	Monticello Avenue	Route 5	2	10,737	16	400	0	0	11,137
6	Ironbound Road	Route 5	Jamestown Road	2	5,565	1	25	0	0	5,590
2-Lane Improvements										
1	Croaker Road	Woodland Farms Drive	Croaker Landing Road	2	1,966	4	100	750	3,000	5,816
2	Lake Powell Road	Williamsburg Landing	Treasure Island Road	2	1,872	0	0	750	3,000	5,622
3	Barnes Road			2	325	1	25	750	3,000	4,100
Unpaved Road Funding										
1	Racefield Road	Route 1040	0.90KM W. Route 1040	2 unpaved						

Accident Points = (Total # of Accidents) * (0.25) * (100)

Bad Geometrics	
0	Good
250	Fair
500	Poor
750	Very Poor

Road Condition	
0	Good
1000	Fair
2000	Poor
3000	Very Poor

Other Roads Considered			
Road	From	To	Existing # of Lanes
Centerville Road	Richmond Road	Route 5	2
News Road	Ironbound Road	Jester's Lane	2
Forge Road	Richmond Road	Riverside Drive	2
Mooretown Road	Lightfoot Road	Route 1447	2
Mooretown Road	Route 1447	Airport Road	2
Strawberry Plains Road			
Sandy Bay Road	Ironbound Road	Jamestown Road	2
News Road	Ironbound Road	Jester's Lane	2
Reason for not ranking			
Improvements Completed or Pending			
Improvements Completed or Pending			
Improvements Completed or Pending			
Satisfactory Condition			
Route 199 to significantly relieve volumes.			
No improvements necessary.			
Realignment to significantly relieve volumes.			

000546

PROFFERS

THESE PROFFERS are made as of this 4th day of December, 1997, by Majorie A. Gray, individually and as attorney in fact for the individuals listed on the signature page of these Proffers (together with their successors and assigns, the "Owner").

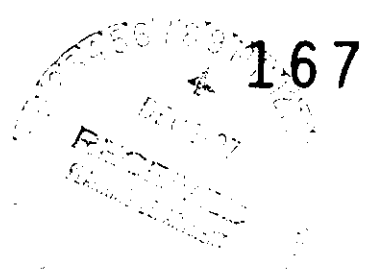
RECITALS

A. Owner is the owner of certain real property (the "Property") in James City County, Virginia containing approximately 5.67 acres and being more particularly described on Exhibit A attached hereto and made a part hereof.

B. The Property is now zoned R-8 and is designated Mixed Use on the County's Comprehensive Plan Land Use Map. Owner has applied for a rezoning of the Property to B-1, General Business, with proffers. Owner has submitted to the County a conceptual plan entitled "Gray Property Conceptual Plan" prepared by AES Consulting Engineers and dated 7/3/97 (the "Conceptual Plan").

C. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned B-1.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.1-491.2:1 of the Code of Virginia, 1950, as amended, and Section 20-18 of the County Zoning Ordinance, Owner agrees that it shall meet and



JM133 0209

comply with all of the following conditions in developing the Property. If the requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITIONS

1. Greenbelt. (a) The Owner shall designate a greenbelt buffer of 30 feet in width measured from the future right-of-way of Route 615 (designated as 45 feet from the existing centerline of Route 615) across the Property's Route 615 frontage. The greenbelt buffer shall remain undisturbed, except for landscaping, entrances/exits, sidewalks, utilities, drainage and stormwater improvements, pedestrian/bicycle trails and signs shown on the approved site plan.

2. Architectural. The office buildings and the mini-storage office on the Property shall be of harmonious and/or uniform architectural design and color scheme as determined by the Director of Planning. Owner shall design the office buildings and the mini-storage office within the Property in a manner compatible with the architectural styles of the office development across Route 615 at the Five Forks area. Owner shall submit to the Director of Planning with each site plan for office development or for the mini-storage office within the Property conceptual architectural plans, including architectural elevations, proposed building materials and colors, for the buildings shown on the site plan for the Director of Planning to review and approve for consistency with the intent of this Proffer. Final architectural plans shall be consistent with the

JAN 13 02 10

approved conceptual plans. The intent of this Proffer is to insure the office buildings and the mini-storage office building constructed on the Property are of high quality and are compatible with (but not necessarily of the same design as) surrounding office development, including the former high school building and teacherage, and to reduce the visual impact from Route 615 of the mini-storage buildings.

3. Landscaping. Enhanced landscaping (as defined below) shall be provided within the 30' greenbelt buffer along Route 615 and in the area between the office development and the mini-storage development on the Property as shown on the Conceptual Plan. The enhanced landscaping shall be shown on the site plan for development within this portion of the Property and shall be subject to the approval of the Development Review Committee. As used herein "enhanced landscaping" means landscaping that exceeds the numerical requirements of the Landscaping Ordinance by at least 25%, with credit given for the preservation of existing trees in accordance with the Landscaping Ordinance.

4. Entrance Locations. There shall be one full service (i.e. allowing both entering and exiting traffic) entrance into the Property unless otherwise approved by the Director of Planning and such entrance shall be located generally across from Powhatan Springs Road as shown on the Conceptual Plan and shall be a shared entrance with the adjoining property to the south. The second access from the Property onto Route 615 shown on the Conceptual Plan shall be (i) an exit only, (ii) shall allow only

JAN 13 2011

right turns onto Route 615, (iii) subject to the approval of the Virginia Department of Transportation ("VDOT"), (iv) shall be located generally as shown on the Conceptual Plan and (v) shall be installed only if a VDOT approved traffic study finds the entrance is necessary to alleviate unacceptable levels of service at the main entrance.

5. Entrance Signage. The sign at the main entrance to the Property shall be a monument type sign and shall be approved by the Director of Planning before a sign permit is issued.

6. Traffic Study and Road/Intersection Improvements. The County shall not be obligated to approve any site plans for development on the Property until Owner shall have submitted to the County a Traffic Impact Study for the development of the Property and the Traffic Impact Study shall have been approved by the Director of Planning and VDOT. The Traffic Study shall set forth the recommended road and intersection improvements on and adjacent to the Property based on the full build out of the Property as shown on the Conceptual Plan. The County shall not be obligated to issue certificates of occupancy for buildings on the Property until the road and intersection improvements, if any, that the approved Traffic Impact Study recommends to serve the approved development on the Property have been (i) constructed or (ii) their construction has been started and completion bonds acceptable to the County Attorney posted with the County or (iii) completion bonds acceptable to the County Attorney posted with the County. At such time, if any, as VDOT

JAN 13 2012

widens Route 615 to a four lane road adjacent to the Property, Owner shall install or cause to be installed contemporaneously with construction of the widening project curb and gutter, including necessary drainage improvements, in accordance with VDOT standards and as approved by VDOT in the approved plans for the widening project.

7. Development Limitations. Until such time as the commencement of construction of the office buildings shown on the Conceptual Plan, the sites for such office buildings shall remain undisturbed and in their natural states, provided that Owner may construct the parking lot shown on the Conceptual Plan at the time of construction of the first office building constructed. The mini-storage buildings on the Property shall have building footprints of no more than 40,000 square feet. Owner shall construct at least the exterior shell of all 12,000 square feet of office building at or before the time of construction of the mini-storage buildings.

8. Sidewalk. A four foot wide sidewalk shall be installed by Owner across the Route 615 frontage of the Property.

9. Conceptual Plan. The Property shall be developed generally in accordance with the Conceptual Plan showing 12,000 square feet of office development and 40,000 square feet of building footprint for the mini-storage buildings, with such minor changes as the Development Review Committee determines does not change the basic concept or character of the development.

10. Lighting. All exterior light fixtures on the Property

JAN 13 8 02 13

shall have recessed fixtures with no lens, bulb, or globe extending below the casing.

11. Severability. Each Condition, or portion thereof is severable. The invalidity of any particular Condition, or portion thereof, shall not effect the validity of the remaining conditions, or portions thereof.

12. Definitions. All terms used herein and defined in the County Zoning Ordinance shall have the meaning set forth therein unless otherwise specifically defined herein.

JAN 13 2014

WITNESS the following signature and seal:

Marjorie A. Gray

Marjorie A. Gray,
individually and as attorney
in fact for the persons listed
below:

Barbara Goddard
Doris Brown
Ethel Greenhow
Phil S. Armstead, Sr.
John Armstead
Bing C. Armstead
Glen A. Armstead
Paul Armstead
Clyde Armstead, Jr.
Alvin Armstead

Clayton Armstead
Michael Armstead
Bonnie Johnson
Pamela Hicks
Jackie Qualls
Joyce Facendo
Willette James
~~Eunice Cause~~
Carmen Armstead
Vivian Armstead

JAN 13 02 15

STATE OF VIRGINIA

CITY/COUNTY OF James City, to-wit:

4th The foregoing instrument was acknowledged before me this
day of December, 1997, by Marjorie A. Gray

[Signature]
NOTARY PUBLIC

My commission expires:

9/30/2000

Prepared by:

Vernon M. Geddy, III, Esquire
Geddy, Harris & Geddy
516 South Henry Street
Williamsburg, VA 23185

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Barbara R. Goddard, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 29 DAY OFOctober, 1997.

(insert month)

Barbara R. Goddard (SEAL)
Barbara R. Goddard

COMMONWEALTH OF VIRGINIA

City/County of WILLIAMSBURG / JCC, to wit:

I, Amanda V. Vishney, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Barbara R. Goddard, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 29 day of October, 1997.

My Commission expires: 2-28-99

(affix notary seal here)

NOTARY PUBLIC

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Doris Brown, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 27th DAY OF October, 1997.

(insert month)

Doris Brown (SEAL)
Doris Brown

COMMONWEALTH of VIRGINIA
City/County of Williamsburg, to wit:

I, Daryl C. Wynne, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Doris Brown, whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 27th day of October, 1997.

My Commission expires: 4/30/99

(affix notary seal here)

Daryl C. Wynne
NOTARY PUBLIC

JAN 13 2017

SPURN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Ginger Ethel Greenhow [also known as Ethel Greenhow], have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 29th DAY OF October, 1997.

(insert month)

Ginger Ethel Greenhow (SEAL)
Ginger Ethel Greenhow
[also known as Ethel Greenhow]

COMMONWEALTH of VIRGINIA

City/County of James City, to wit:

I, Kimberly G. Lowery, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Ginger Ethel Greenhow [also known as Ethel Greenhow], whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 29th day of October, 1997.

My Commission expires: 12-31-01

(affix notary seal here)

Kimberly G. Lowery
NOTARY PUBLIC

JAN 13 8 02 18

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Phil S. Armstead, Sr., have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 31 DAY OF October, 1997.

(insert month)

Phil S. Armstead, Sr. (SEAL)
Phil S. Armstead, Sr.

COMMONWEALTH OF VIRGINIA

City/County of Williamsburg, to wit:

I, Johnella F. Carter, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Phil S. Armstead, Sr., whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 31 day of October, 1997.

My Commission expires:

(affix notary seal here)

Johnella F. Carter
NOTARY PUBLIC

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 02 19

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, John W. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS _____ DAY OF

11-4- 1997.
(insert month)

John W. Armstead Sr. (SEAL)
John W. Armstead

COMMONWEALTH OF VIRGINIA

City/County of James City, to wit:

I, _____, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that John W. Armstead, whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 4 day of November, 1997.

My Commission expires:
My Commission Expires October 31, 2001
(affix notary seal here)

Lori Hazelwood
NOTARY PUBLIC

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 98 0220

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Bing C. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint **Marjorie A. Gray**, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 31ST DAY OF OCTOBER, 1997.

(insert month)

Bing C. Armstead (SEAL)
Bing C. Armstead

COMMONWEALTH OF VIRGINIA

City/County of YORK, to wit:

I, ANITA A. SAMUEL, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Bing C. Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 31ST day of OCTOBER, 1997.

My Commission expires: 11/30/99

(affix notary seal here)

Anita A. Samuel

NOTARY PUBLIC

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 1999

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Glen A. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 3 DAY OF November, 1997.

(insert month)

Glen A. Armstead (SEAL)
Glen A. Armstead

STATE OF GEORGIA

~~City~~/County of DEKALB, to wit:

I, Ronald G. Mason, a duly authorized officer having powers of a notary public, in the State of Georgia, for the jurisdiction aforesaid, do certify that Glen A. Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 3 day of November, 1997.

My Commission expires:

(affix notary seal here)

Ronald G. Mason
NOTARY PUBLIC

Notary Public, DeKalb County, Georgia
My Commission Expires Feb. 26, 2000

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 02 22 PM '98

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Paul Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 26 DAY OFNovember, 1997.

(insert month)

Paul Armstead

(SEAL)

Paul Armstead

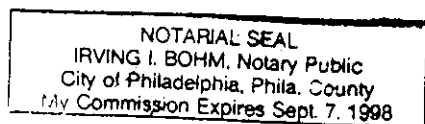
State of PENNSYLVANIA

City/County of Philadelphia, to wit:

I, IRVING I. BOHM, a duly authorized officer having powers of a notary public, in the State of Pennsylvania, for the jurisdiction aforesaid, do certify that Paul Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 26 day of November, 1997.

My Commission expires: 9-7-99

(affix notary seal here)

Irving I. Bohm
NOTARY PUBLIC

SPERN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 02 23

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Clyde Jr. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 3rd DAY OF November, 1997.

(insert month)

Clyde Jr. Armstead (SEAL)
Clyde Jr. Armstead

COMMONWEALTH OF VIRGINIA

City/County of James City, to wit:

I, Julia A. Brown, a duly authorized officer having powers of a notary public, in the State of VIRGINIA, for the jurisdiction aforesaid, do certify that Clyde Jr. Armstead, whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 3rd day of November, 1997.

My Commission expires: April 30, 1998

(affix)



Julia A. Brown
NOTARY PUBLIC

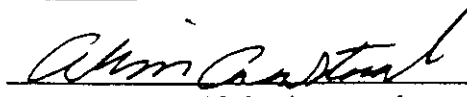
SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Alvin Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 19th DAY OFNovember, 1997.

(insert month)



(SEAL)

Alvin Armstead

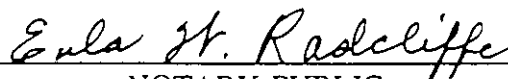
COMMONWEALTH of VIRGINIA

City/County of James City, to wit:

I, Eula W. Radcliffe, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Alvin Armstead, whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 19th day of November, 1997.

My Commission expires: May 31, 1999

(affix notary seal here)



NOTARY PUBLIC

JAN 13 8 02 25

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

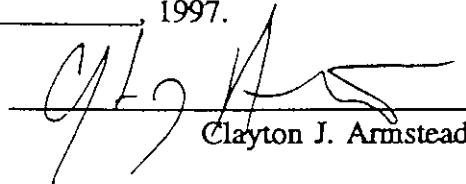
SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Clayton J. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 3 DAY OFNovember, 1997.

(insert month)



(SEAL)

Clayton J. Armstead

COMMONWEALTH of VIRGINIA

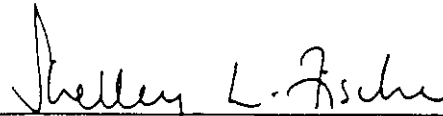
City/County of Williamsburg, to wit:

I, Shelley L. Fischer, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Clayton J. Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 3rd day of November, 1997.

My Commission expires:

4-16-98

(affix notary seal here)



NOTARY PUBLIC

JAN 13 02 26

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Michael A. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 24 DAY OFNovember, 1997.

(insert month)

Michael A. Armstead (SEAL)
Michael A. Armstead

State of NORTH CAROLINA

City/County of Wake to wit:

I, Theresa J. Pate, a duly authorized officer having powers of a notary public, in the State of North Carolina, for the jurisdiction aforesaid, do certify that Michael A. Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 24 day of November, 1997.

My Commission expires January 27, 2002

(affix notary seal here)

Theresa J. Pate
NOTARY PUBLIC

JAN 13 02 27

SPURN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, **Bonnie Johnson**, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint **Marjorie A. Gray**, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 4 DAY OFNOV, 1997.

(insert month)

Bonnie Johnson (SEAL)
Bonnie Johnson

COMMONWEALTH OF VIRGINIA

City/County of York, to wit:

I, Allison C. Williams, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Bonnie Johnson, whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 4th day of November, 1997.

My Commission expires:

12-31-2001

(affix notary seal here)

Allison C. Williams

NOTARY PUBLIC

SPURN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 2002

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, **Pamela A. Hicks**, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint **Marjorie A. Gray**, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 30 DAY OFOctober, 1997.

(insert month)

Pamela A. Hicks (SEAL)
Pamela A. Hicks

STATE OF NORTH CAROLINA

City/County of Cumberland, to wit:

I, Jay Roberts, a duly authorized officer having powers of a notary public, in the State of North Carolina, for the jurisdiction aforesaid, do certify that Pamela A. Hicks, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 30 day of October, 1997.

My Commission expires: 12-7-97

(affix notary seal here)

Jay Roberts
NOTARY PUBLIC

JAN 13 02 28

SPURN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Jackie Quarles Prather, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 03 DAY OFNOVEMBER, 1997.

(insert month)

Jackie Quarles Prather (SEAL)
Jackie Quarles Prather

COMMONWEALTH OF VIRGINIA

City/County of YORK, to wit:

I, CARLA M. PINTO, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Jackie Quarles Prather, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 03 day of NOVEMBER, 1997.

My Commission expires:

MAY 31, 2000

(affix notary seal here)

Carla M. Pinto
NOTARY PUBLIC

JAN 13 1998 0230

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Joyce Facendo, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 05th DAY OF November, 1997.
(insert month)

Joyce Facendo (SEAL)
Joyce Facendo

STATE of NEW YORK
City/County of Westchester, to wit:

I, Joyce Facendo, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Joyce Facendo, whose names is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 05th day of November, 1997.

My Commission expires: 12/2/98

(affix notary seal here)

Colleen M. Eberle
NOTARY PUBLIC

Colleen M. Eberle
Notary Public State of New York
Westchester County
01EB5089780
My Commission Expires 12/02/98

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Willnette James, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 5th DAY OF
NOV, 1997.

(insert month)

Willnette James

(SEAL)

Willnette James

COMMONWEALTH OF VIRGINIA

City/County of York, to wit:

I, Allison C. Williams, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Willnette James, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 5 day of NOV, 1997.

My Commission expires:

12-31-2001

(affix notary seal here)

Allison C. Williams

NOTARY PUBLIC

SPIRN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 02 32

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Carmen Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 29 DAY OF OCTOBER, 1997.
(insert month)

Carmen Armstead (SEAL)
Carmen Armstead

STATE OF MARYLAND
City/County of HARFORD, to wit:

I, CHARLES GUSTAVE, a duly authorized officer having powers of a notary public, in the State of Maryland, for the jurisdiction aforesaid, do certify that Carmen Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 29 day of OCTOBER, 1997.

My Commission expires: 5/3/99
(affix notary seal here)

Charles Gustave
NOTARY PUBLIC

NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 3, 1999

SPORN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

JAN 13 02 33

SPECIAL POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That I, Vivian L. Armstead, have made, constituted, and appointed, and by those present do hereby make, constitute, and appoint Marjorie A. Gray, as my true and lawful attorney-in-fact, for me in my name, place and stead to execute, sign, seal, acknowledge and deliver any and all documents necessary, customary, and required to transfer, pledge or assign, for said attorney in fact to sign any and all documents necessary to transfer ownership of said parcel and close for that certain property described on the attached Schedule A, including but not limited to Deed of Bargain and Sale, settlement statements HUD-1, as well as any and all miscellaneous documentation requiring our signatures as owners of said property as may be required, from the date herein until revoked by a document signed by the parties whose signatures are affixed hereto in writing; and to do, execute, and perform, all and every other act or acts, thing or things, in law needful and necessary to be done in and about the premises including the satisfaction of any debts, liens or delinquencies due thereon in my name or that of others affecting the title to said property, as fully, largely, and amply, to all intents and purposes whatsoever as I might or could do if acting personally. And I hereby ratify and confirm all lawful acts done by our attorney-in-fact by virtue hereof.

WITNESS THE FOLLOWING SIGNATURES AND SEALS, THIS 27 DAY OF October, 1997.

(insert month)

Vivian L. Armstead (SEAL)
Vivian L. Armstead

COMMONWEALTH of VIRGINIA

City/County of Wmstg / Jcc, to wit:

I, _____, a duly authorized officer having powers of a notary public, in the State of Virginia, for the jurisdiction aforesaid, do certify that Vivian L. Armstead, whose name is signed to the writing above, bearing date written above, has acknowledged the same before me in my jurisdiction aforesaid, this 27 day of October, 1997.

My Commission expires:

2/27/99

(affix notary seal here)

[Signature]
NOTARY PUBLIC

JAN 13 2002 02:34

SPURN, TARLEY,
ROBINSON & TARLEY
1313 JAMESTOWN ROAD
SUITE 202
POST OFFICE BOX 584
WILLIAMSBURG, VA 23187
(804) 229-4281

EXHIBIT "A"

All that certain parcel of land in the present Berkeley Magisterial District [formerly part of Jamestown Magisterial District] of James City County, Virginia, which is a part of what is known as "Pine Hill", and which contains approximately 5.7 acres, more or less, described by metes and bounds on January 29, 1996, as follows:

Commencing with the intersection of the eastern boundary of the right-of-way of Ironbound Road, with the Southern boundary of Baron Woods, as described in Plat Book 48, at page 69, as the point of beginning; Thence easterly with the line of Baron Woods to its intersection with the western boundary of Thomas W. and Maria D. O'Rourke, as described in Deed Book 520 at page 196; Thence southerly with the line of O'Rourke to its intersection with the northern boundary of Elizabeth N. Vaiden, as described in Deed Book 352 at page 219; Thence westerly on the line of Vaiden to the eastern boundary of the right-of-way for Ironbound Road; thence northerly with the right-of-way for Ironbound Road to the point of beginning.

Excepting from such metes and bounds that parcel of real estate heretofore conveyed by the said Annie Armistead to Phil Stanley Armistead and Roselee Armistead, husband and wife, by deed of gift, dated August 5, 1970, and recorded in James City County Deed Book 127, at page 432.

Said metes and bounds description of the property to be conveyed herein being a portion of that property conveyed to Annie Armistead [also known as Annie Armistead and Annie B. Armistead] by deed of gift, dated February 19, 1945, by Thomas Armistead, her husband and recorded in James City County Deed Book 36 at page 480. The said Annie B. Armistead having died intestate on October 17, 1978, being survived by the grantors herein who are her heirs at law, or potential heirs-at-law.

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

13 day of Jan, 1998, before me, the undersigned, was presented and

and acknowledged the said Annie B. Armistead, Clerk

Test: Thomas S. Ward, Clerk

Deputy Clerk

JAN 13 1998 02 35