

**JAMES RIVER COMMERCE CENTER
PROFFER AGREEMENT**



481

This Agreement made this 28th day of December, 1992, by and between Williamsburg Developments, Inc. and the Industrial Development Authority of James City County ("the Owners") and the County of James City ("the County").

Whereas, each of the Owners owns a separate tract of land situated in James City County, Virginia, the combination of which tracts is known as the James River Commerce Center, containing 219.24 acres, more or less, and lying adjacent to and on the southerly side of U.S. Route 60 East, Pocahontas Trail, as shown on a plan entitled "MASTER PLAN - JAMES RIVER COMMERCE CENTER", dated September 29, 1992, prepared by Rancorn, Wildman, Krause, Brezinski Architects, more particularly described on Exhibits A, B, and C attached, ("the Property"); and

Whereas, the Owners have applied for a rezoning of the Property from the Rural Residential District, R-8, and the General Industrial District, M-2 ("the Existing Zoning") to the Mixed Use District ("the Proposed Zoning");

Whereas, the Owners are desirous of offering certain conditions for the protection of the community that are not applicable to land similarly zoned in addition to the regulations provided for in the Proposed Zoning regulations.

NOW, THEREFORE, this Agreement witnesseth that for and in consideration of the County rezoning the Property from the Existing Zoning to the Proposed Zoning and

pursuant to Section 15.1-491.1 of the Code of Virginia, 1950, as amended, and Section 20-18 of the Zoning Ordinance of the County, the Owners agree that in addition to the regulations provided in the Proposed Zoning, they and each of them will meet and comply with all of the following conditions in the development of the Property.

1. **Limitations on Use.** The Property shall only be used for one or more of the following uses:

Accessory structures, as defined in Section 20-2.

Banks, and other similar financial institutions.

Barber and beauty shops

Book stores

Community recreation facilities, public or private, including parks, playgrounds, clubhouses, boating facilities, swimming pools, ball fields, tennis courts and other similar recreation facilities.

Contractor offices, excluding equipment storage yards, but including shops and warehouses with storage under cover or screened with landscaping and fencing from adjacent property.

Convenience stores without the sale of fuel.

Business, professional and governmental offices.

Data processing centers.

Day care and child care centers.

Dry cleaners and laundries.

Employment services or agencies.

Food processing and storage, but not the slaughter of animals.

Indoor sport facilities, health clubs, exercise clubs, and fitness centers.

Industrial and technical training schools.

Janitorial service establishments.

Manufacture and assembly of musical instruments, toys, novelties, and rubber and metal stamps.

Manufacture and bottling of soft drinks and wine.

Manufacture and processing of textiles and textile products.

Manufacture, compounding, assembly or treatment of products made from previously prepared paper, plastic, metal, textiles, tobacco, wood, paint, fiber glass, glass, rubber, leather, cellophane, canvas, felt, fur, horn, wax, hair and yarn.

Manufacture, compounding, processing or packaging of cosmetic, toiletry, and pharmaceutical products.

Manufacture of carpets and carpet yarns.

Manufacture of pottery and ceramic products, using kilns fired only by gas or electricity.

Manufacture or assembly of appliances, tools, firearms, hardware products, and heating, cooling or ventilating equipment.

Manufacture or assembly of electronic instruments, electronic devices or electronic components.

Manufacture or assembly of medical, drafting, metering, marine, photographic and mechanical instruments.

Medical clinics and offices.

Office supply stores, secretarial and duplicating services.

Off-street parking as required by Section 20-12.

Parking lots and garages.

Printing and publishing establishments.

Processing, assembly and manufacture of light industrial products or components, with all storage, processing, assembly and manufacture conducted indoors and under cover, with no dust, noise, odor or other objectionable effect.

Property maintenance facilities, sheds or garages.

Research, development, and design facilities or laboratories.

Restaurants, tea rooms and taverns.

Security service offices.

Schools, libraries, fire stations, and post offices.

Telephone exchanges and telephone switching stations.

Travel bureaus.

Warehouse, storage, and distribution centers with storage under cover or screened with landscaping and fencing from adjacent property.

2. **Initial Road Improvements.** Access to U.S. Route 60 from the Property shall be limited to a single entrance as shown on the Master Plan, across from the eastern leg of Tarleton Bivouac. Prior to issuance of any Certificate of Occupancy on the Property, the Owners shall install the following road improvements:
 - a. A four-lane entrance roadway (two lanes entering and two lanes exiting) within a right-of-way sufficient to accommodate a third exiting lane meeting VDOT requirements, and designed to accommodate right, left, and through movements exiting the property.
 - b. A left turn lane meeting VDOT requirements on the westbound Route 60 East approach.
 - c. A right turn lane meeting VDOT requirements on the eastbound Route 60 approach.

3. **Traffic Light Improvements.** Upon meeting applicable VDOT warrants, the Owners shall signalize, in a manner acceptable to VDOT, the intersection of the entrance roadway to the Property with U.S. Route 60 East.

4. **Subsequent Road Improvements.** If VDOT has not previously included in its Six Year Plan the alternate U.S. Route 60 East as generally shown on the County's Comprehensive Plan, development within the Property shall be limited to no more than 300,000 square feet of interior building area until the following road improvements are in place:
 - a. Widening of U. S. Route 60 East to a four-lane divided urban minor arterial highway meeting VDOT requirements. The widening shall extend from the intersection at the BASF entrance road tapered to a two lane section at the western edge of the site of the James River Elementary School.

 - b. A second left turn lane on the westbound U.S. Route 60 East approach.

 - c. If the peak hour volume exiting the Property to westbound

Route 60 East exceeds 400 vehicles, a second northbound left turn lane.

If VDOT has previously included in its Six Year Plan the alternate U.S. Route 60 East, as generally shown on the County's Comprehensive Plan, development within the Property may exceed 300,000 square feet of interior building area once the following conditions are met and satisfied.

- a. A traffic study of the intersection of the Property's entrance roadway with U.S. Route 60 East shall be prepared at the Owners' expense and provided to VDOT and the County for review and approval.
 - b. Upon approval of the aforesaid traffic study, the Owners shall install such turn lanes, signal installation, modifications or improvements as may be required by the approved traffic study.
5. **Landscaping Requirements.** Prior to the issuance of any Certificate of Occupancy on the Property, the main entrance to the Property from U. S. Route 60 East shall be landscaped by the Owners in conformance with a landscape plan approved by the Development Review

Committee of the James City County Planning Commission.

6. **Setback from U. S. Route 60 East.** No building shall be located within 195 feet of the centerline of the right-of- way of U.S. Route 60 East, existing at the time of approval of the rezoning of this Property.

7. **Owner's Association.** The Owners shall provide documentation acceptable to the County Attorney demonstrating that an owners' association has been legally established with authority to impose, raise and collect assessments against the owners of lots according to law. The association shall have the ability to place a lien on any lot within the Property for unpaid assessments levied against that lot.

8. **Limitation on Land Disturbing Activities.** No land disturbing activities with the exception of stormwater facilities or other utilities approved by the Development Review Committee, and archaeological research, shall take place in any area shown as "Undevelopable Land" on the plats entitled "Subdivision of Property of Colonial Williamsburg Foundation, Being Part of the Locust Grove Tract, Situated in the Roberts District, James City County, Virginia", dated 8/7/91, recorded in James City County Plat Book 55, Page 43 and "Subdivision of Property of Colonial Williamsburg Foundation, Being Part of the

Conveyed to Williamsburg Developments, Inc. Situated in the Roberts District, James City County, Virginia" dated April 27, 1992 recorded in James City County Plat Book ____, Page ____.

9. **Conflict with Declaration of Covenants and Restrictions.** If any one or more of these proffers or any portion thereof be in conflict with any one or more of the conditions contained in the Declaration of Covenants and Restrictions recorded in James City County Deed Book 545, Page 361, et. seq., and the Supplemental Declaration thereto recorded in James City County Deed Book ____, Page ____, et seq. the more restrictive provision(s) shall govern.

10. **Contract Not Amended.** Nothing in this agreement shall be deemed to change any provision of the Agreement dated December 1, 1991 between the City of Williamsburg, Virginia, the County of James City, Virginia, The Colonial Williamsburg Foundation and Williamsburg Developments, Inc. and the limitations on the financial responsibilities of the parties thereto.

11. **No Relationship Created.** Neither Williamsburg Developments, Inc. nor the Industrial Development Authority of James City County by the execution and delivery of this Proffer Agreement intend to create a

joint venture, partnership, agency or other legal combination of their respective entities.

- 12. **Binding Upon Successors.** The obligations created by this Agreement shall be binding upon each of the successors in title to each of Williamsburg Developments, Inc. and the Industrial Development Authority of James City County.

- 13. **Headings.** All section and subsection headings of this Agreement are for convenience only and are not part of these proffers.

WILLIAMSBURG DEVELOPMENTS, INC.

By: Victoria Gussman
Victoria Gussman, Vice President

INDUSTRIAL DEVELOPMENT AUTHORITY
OF JAMES CITY COUNTY

By: Jon A. Nystrom
Jon A. Nystrom, Chairman

STATE OF VIRGINIA

CITY/COUNTY OF Williamsburg, to-wit:

The foregoing document was acknowledged before me this 28th day of December, 1992 by Victoria Gussman, Vice President, of and acting on behalf of Williamsburg Developments, Inc.

Iris P. Dennis
NOTARY PUBLIC

My commission expires: September 30, 1994

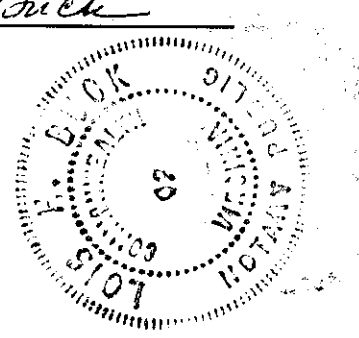
STATE OF VIRGINIA

CITY/COUNTY of WILLIAMSBURG, to-wit:

The foregoing document was acknowledged before me this 28th day of December, 1992 by Jon A. Nystrom, Chairman of and acting on behalf of the Industrial Development Authority of James City County.

Leis W. Buck
NOTARY PUBLIC

My commission expires: Oct. 31, 1993



**EXHIBIT A
PROPERTY OF
WILLIAMSBURG DEVELOPMENTS, INC.**

All of that certain piece of land situated in the Roberts District of James City County of Virginia, containing 154.8946 acres and more particularly described as follows:

Beginning at the intersection of Ron Springs Road and Pocohontas Trail; thence along the south right-of-way line of Pocohontas Trail approximately 3,690 feet to an iron pipe said point being the true point of beginning; thence along the south right-of-way of Pocohontas Trail S59°09'40"E, 876.45 feet to a point; thence S01°17'09"W, 1236.28 feet to a point; thence S88°42'51"E, 748.19 feet to a point; thence S03°19'41"W, 302.96 feet to a point; thence S03°06'57"W, 469.76 feet to a point; thence S70°40'14"W, 525.23 feet to a point; thence S11°00'00"E, 267.47 feet to a point; thence S05°00'05"W, 358.67 feet to a point; thence S87°45'58"W, 1163.93 feet to a point; thence S00°00'00"E, 250.00 feet to a point; thence S05°20'05"W, 208.07 feet to a concrete monument found; thence N68°38'33"W, 136.25 feet to an iron pipe found; thence S52°32'27"W, 304.50 feet to a point; thence S73°25'27"W, 145.50 feet to a point; thence N62°12'33"W, 359.10 feet to a point; thence N40°56'33"W, 164.50 feet to a point; thence N63°51'33"W, 570.64 feet to a point; thence N06°37'44"W, 265.84 feet to a point; thence N17°07'44"W, 194.04 feet to a point; thence N72°40'44"E, 341.00 feet to a point; thence N72°22'48"E, 190.06 feet to a point; thence N86°55'28"E, 72.32 feet to a point; thence S79°52'55"E, 70.94 feet to a point; thence N68°30'57"E, 172.56 feet to a point; thence S46°48'20"E, 155.50 feet to a point; thence N54°31'00"E, 156.50 feet to a point; thence N21°55'30"W, 282.43 feet to a point; thence N66°32'00"W, 160.81 feet to a point; thence S75°10'45"W, 111.11 feet to a point; thence N77°18'36"W, 226.91 feet to a point; thence N78°42'46"W, 171.01 feet to a point; thence N61°25'45"W, 168.17 feet to a point; thence N46°14'16"E, 433.15 feet to an iron pipe found; thence N16°10'16"E, 22.05 feet to an iron pipe found; thence N11°30'02"E, 228.32 feet to an iron pipe found; thence N25°05'55"E, 134.12 feet to an iron pipe found; thence N25°05'55"E, 134.12 feet to an iron pipe found; thence N30°06'55"E, 205.42 feet to a point; thence N33°49'30"E, 124.71 feet to a point; thence N05°26'45"E, 106.99 feet to a point; thence S66°10'25"E, 75.40 feet to a point;

CC: Planning Dept.
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6-1-88
Code Compliance
6-1-88

thence S01°35'40"W, 227.11 feet to a point; thence N88°24'20"W, 50.00 feet to a point; thence S01°35'40"W, 113.00 feet to a point; thence N70°00'43"E, 218.90 feet to a point; thence N81°26'00"E, 231.92 feet to a point; thence N10°56'40"W, 61.80 feet to a point; thence N04°14'00"W, 43.75 feet to a point; thence N35°53'10"E, 60.00 feet to a point; thence N49°26'00"E, 92.50 feet to a point; thence N06°04'45"E, 178.50 feet to a point; thence N25°20'30"E, 781.50 feet and returning to the true point of beginning.

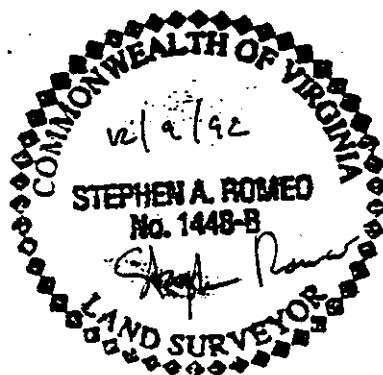


EXHIBIT B
AREA REQUIRED FOR SUBDIVISION APPROVAL

All of that piece of property containing 3.1387 acres, being an area required for subdivision approval situated in the Roberts District of James City County, Virginia and more particularly described as follows; beginning at a concrete monument found on the south right-of-way line of U.S. Route 60, said point also being the northwest property corner of property now or formerly of the Ball Corporation thence; S01°17'09" W, 1,157.93 feet to a concrete monument found; thence S88°42'51" E, 750.00 feet to a point; thence S03°19'41" W, 354.68 feet to an iron pin found; thence S03°06'57" W, 449.01 feet to a point; thence S70°40'14" W, 54.10 feet to a point; thence N03°06'57" E, 469.76 feet to a point; thence N03°19'41" E, 302.96 feet to a point; thence N88°42'51" W, 748.19 feet to a point; thence N01°17'09" E, 1,236.28 feet to a point on the south right-of-way of U.S. Route 60; thence S59°09'40" E, 57.48 feet and returning to the point of beginning.



EXHIBIT C
PROPERTY OF
INDUSTRIAL DEVELOPMENT AUTHORITY OF JAMES CITY COUNTY

All of that property containing 61.2113 acres situated in the Roberts District of James City County, Virginia and more particularly described as follows: Beginning at a concrete monument found on the south right-of-way line of U.S. Route 60, said point also being the northwest property corner of property now or formerly of the Ball Corporation; thence S01°17'09" W, 1,157.93 feet to a concrete monument found; thence S88°42'51" E, 750.00 feet to a point; thence S03°19'41" W, 354.68 feet to an iron pin found; thence S03°06'57" W, 449.01 feet to the true point of beginning; thence S03°06'57" W, 353.00 feet to a concrete monument found; thence S04°51'44" W, 215.31 feet to a concrete monument found; thence S05°19'46" W, 483.67 feet to a concrete monument found; thence S07°12'37" W, 199.19 feet to a concrete monument found; thence S35°05'45" W, 215.75 feet to a concrete monument found; thence S21°53'51" W, 271.10 feet to a concrete monument found; thence S08°07'39" W, 346.48 feet to a point; thence S16°55'39" W, 295.40 feet to a point; thence S09°53.21" E, 127.55 feet to a point; thence S24°56'21" E, 250.50 feet to a point; thence S06°58'39" W, 367.80 feet to a point; thence N73°47'21" W, 411.00 feet to a point; thence N51°17'21" W, 291.50 feet to a point; thence N37°01'51" W, 487.75 feet to a point; thence N39°21'21" W, 243.60 feet to a point; thence N14°17'08" W, 131.87 feet to a concrete monument found; thence N07°27'52" W, 196.44 feet to a concrete monument found; thence N23°12'47" E, 150.43 feet to an iron pin found; thence N30°46'47" E, 215.90 feet to a point; thence N48°21'00" W, 241.00 feet to a concrete monument found; thence N83°09'00" W, 187.27 feet to a concrete monument found; thence N05°20'05" E, 208.07 feet to a point; thence due north 250.00 feet to a point; thence N87°45'58" E, 1,163.93 feet to a point; thence N05°00'05" E, 358.67 feet to a point; thence N11°00'00" W, 267.47 feet to a point; thence N70°40'14" E, 525.23 feet to a point; thence N70°40'14" E, 54.10 feet and returning to the true point of beginning.

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 12 day of Jan, 1993 This Agreement was presented with certificate annexed and admitted to record at 10:40 o'clock

Teste: Helene S. Ward, Clerk

by *Helene S. Ward*
Deputy Clerk



COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 01/12/93 TIME: 10:40:02 ACCOUNT: 095CLR930000481 RECEIPT: 9300000747
CASHIER: CHB REG: WB04 TYPE: AG PAYMENT: FULL PAYMENT
INSTRUMENT : 930000481 BOOK: 0 PAGE: 0 RECORDED: 01/12/93 AT 10:40
GRANTOR NAME : WILLIAMSBURG DEVELOPMENTS INC EX: N LOCALITY: CD
GRANTEE NAME : COUNTY OF JAMES CITY EX: N PERCENT: 100%
AND ADDRESS :
RECEIVED OF : JCCO DATE OF DEED: 12/28/92

CHECK : \$24.00
DESCRIPTION 1: JAMES RIVER COMMERCE CENTER PROFFER
2: AGREEMENT

CONSIDERATION: .00 ASSUMPTION: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 23.00 145 VSLF 1.00

TENDERED : 24.00
AMOUNT PAID: 24.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

DC-18 (4/92)

to the Clerk of the Court
for the County of James City
for the purpose of recording
the same in the public records
of the County of James City
for the purpose of recording
the same in the public records
of the County of James City

✓
PLEASE RETURN TO:
COUNTY ATTORNEY
JCC - BLDG. C

\$ 24.00