

Holly Ridge
Proffers'

012310



PROFFER AGREEMENT

These Proffers are made as of the 31st day of May, 1995 by Beatrice F. Marcus and Emily F. Candig ("the Owners"), together with their successors and assigns, who own certain real property described on the James City County Tax Map as parcels (47-3) (12-27 and 28) herein after referred to as "the Property".

RECITALS

Owners have:

- A. The contracted to sell the Property such contract being conditioned upon rezoning that portion of the property zoned Limited Business to General Residential.
- B. The Owners have applied to James City County ("the County") for rezoning of the Property from L.B., Limited Business District ("the Existing Zoning") to R-2, General Residential District ("the Proposed Zoning").
- C. The County's Comprehensive Land Use Map specifically designates the Property as "Low Density Residential" expressly providing for conventional residential development patterns at densities of two dwelling units per acre or less.
- D. The Owners desire to offer to the County certain proffers on the development of the Property not generally applicable to land similarly zoned to provide additional protection and enhancement of the community and to provide for the high quality and orderly development of the Property.

NOW, THEREFORE, and in consideration of the approval by the County of proffers hereinafter set forth and pursuant to Section 15.1-491.1, et. seq., of the Code of Virginia, 1950, as amended, and Section 20-16, et. seq., of the County Code, the Owners agree the following proffers will be additional requirements upon the Property. In the event the zoning of the Property is not changed from the Existing Zoning to the Proposed Zoning, these proffers shall be withdrawn and shall become null and void.

PROFFERS

1. Access to the Property from Jamestown Road shall be limited to one new street intersection which shall be constructed in general alignment with the commercial entrance serving the office building across Jamestown Road from the Property. The existing driveway from Jamestown Road serving the existing house on the Property shall be abandoned and access shall be provided from the new street within one year of acceptance of the street into the Virginia Secondary Road System.
2. A Greenbelt Buffer at least fifty feet in depth shall be maintained along the Jamestown Road frontage of the Property beginning on the east side of the new street intersection and running eastward to the property line of the Property. The area within the Greenbelt Buffer shall be owned by the home association of the development, the Commonwealth of Virginia or a non-profit organization approved by James City County. The purpose of the Greenbelt Buffer is to provide a greenbelt as defined in the James City County Comprehensive Plan and its use shall be limited accordingly to subdivision entrance sign and landscaping, decorative fencing, natural vegetation and public utilities approved by the Director of Planning.
3. A Landscape Protection Easement of variable width up to twenty-five (25) feet in width shall be placed on the rear of lots contiguous to the Greenbelt Buffer at any location the Greenbelt Buffer is less than seventy-five (75) feet in depth. The width of the Landscape Protection Easement shall be the difference between seventy-five (75) feet and the actual depth of the Greenbelt Buffer. The intent is for the Landscape Protection Easement to provide additional greenbelt along Jamestown Road up to a full depth of seventy-five (75) feet and accordingly the use of the portion of any lot within the Landscape Protection Easement shall be limited by covenant running with the deed. The limitations shall include a prohibition to the removal of any living tree ten (10) inches or greater in diameter and a prohibition of structures within the Landscape Protection Easement except for fences and public utilities approved by the Director of Planning.
4. Any residence constructed on any created lot on the east side of the new street intersection shall be set back a minimum of one hundred (100) feet from the present right-of-way of Jamestown Road. This set back shall be shown on any subdivision plat of the Property and shall be included within the deed of any lot affected by this setback requirement.
5. At least fifty (50) wax myrtles or similar evergreen bushes shall be planted along the Jamestown Road frontage of the Property east of the new street intersection to supplement the understory of the wooded greenbelt buffer. The location of these plants shall be approved by the Director of Planning and the plants shall be in place prior to any certificate of occupancy issued for any house on a lot with a landscape protection easement.
6. Prior to final approval of the final subdivision plan an archeological phase one study shall be made of the property.

GENERAL PROFFERS

1. HEADINGS:

All section and subsection headings of the Agreement are for convenience only and are not part of these proffers.

2. SEVERABILITY OF PROVISIONS:

If any clause, sentence, paragraph, section or subsection of these Proffers shall be adjudged by any Court of competent jurisdiction to be invalid for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth or of the United States, or if the application thereof to the Owner or to any government agency or circumstance is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof or the specific application thereof, directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, section or subsection hereof, or affect the validity of the application thereof to the Owner or to any other government agency, person or circumstance.

WITNESS the following signature and seal:

Beatrice F. Marcus and Emily F. Candig

By: Ronald K. Silverstein

Ronald K. Silverstein, Esquire
Attorney in Fact

Anne The foregoing instrument was acknowledged before me this 27th day of June 1995 by Ronald K. Silverstein, attorney in fact, for Beatrice K. Marcus and Emily F. Candig.

Judith S. Kurzeja

JUDITH S. KURZEJA NOTARY PUBLIC

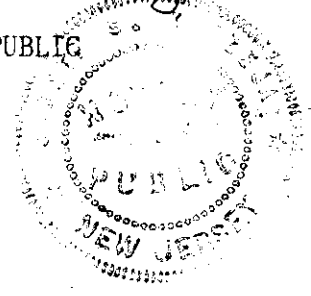
Notary Public of New Jersey
My Commission Expires Nov. 12, 1997

WITNESSED at the City of Williamsburg and County of York
My Commission expires: _____

In _____ Clerk's Office _____ of the
City of Williamsburg and County of York
on the 8 day of Sept, 1995. This Proffer

was presented with certificate annexed and
admitted to record at 3:35 o'clock

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



COMMONWEALTH OF VIRGINIA



JCC - BLDG. C

OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 09/08/95 TIME: 15:35:00 ACCOUNT: 095CLR950012310 RECEIPT: 95000020992
CASHIER: CHB REG: WB04 TYPE: AG PAYMENT: FULL PAYMENT
INSTRUMENT : 950012310 BOOK: 0 PAGE: 0 RECORDED: 09/08/95 AT 15:35
GRANTOR NAME : MARCUS. BEATRICE F EX: N LOCALITY: CO
GRANTEE NAME : JAMES CITY COUNTY EX: N PERCENT: 100%

AND ADDRESS :
RECEIVED OF : JCCD DATE OF DEED: 05/31/95

CHECK : \$13.00
DESCRIPTION 1: PROFFER AGREEMENT PARCELS 47-3 & 12-27 AND 28
2:

CONSIDERATION:	.00	ASSUME/VAL:	.00	MAP:	
CODE DESCRIPTION		PAID CODE DESCRIPTION			PAID
301 DEEDS		12.00 145 VSLF			1.00

TENDERED : 13.00
AMOUNT PAID: 13.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD



Power of Attorney BOOK 0753 PAGE 0812

012311

Notice: This is an important document. Before signing this document, you should know these important facts. The purpose of this power of attorney is to give the person whom you designate (your "Agent") broad power to handle your property, which may include powers to pledge, sell, or otherwise dispose of any real or personal property without advance notice to you or approval by you. You may specify that these powers will exist even after you become disabled, incapacitated, or incompetent. The powers that you give your Agent are explained more fully in New York General Obligations Law, Article 5, Title 15, Sections 5-1502A through 5-1503, which expressly permits the use of any other or different form of power of attorney desired by the parties concerned. This document does not authorize anyone to make medical or other health care decisions for you. If there is anything about this form that you do not understand, you should ask a lawyer to explain it to you.

Know Everyone by These Presents, which are intended to constitute a GENERAL POWER OF ATTORNEY pursuant to Article 5, Title 15 of the New York General Obligations Law:

I, Beatrice Marcus, 180 Marlborough Rd., Brooklyn, NY do hereby appoint
(insert name and address of the principal)

Ronald K. Silversten, 5 Meadow Drive, Warren, NJ 07059

(If 1 person is to be appointed agent, insert the name and address of the agent above)

(If 2 or more persons are to be appointed agents with each agent to be able to act ALONE without requiring the consent of any other agent appointed in order to act, insert the name and address above of each agent SEPARATELY appointed and BE SURE TO insert the word "OR" between EACH designation of an agent to show that EACH agent has COMPLETE power to act alone)

(If 2 or more persons are to be appointed agents to act TOGETHER and requiring the JOINT consent of ALL appointed agents to act with no one agent to be able to act alone, insert the names and addresses above of all agents JOINTLY appointed and BE SURE TO insert the word "AND" between EVERY designation of each agent to indicate that ALL agents listed are required to act together and NONE can act alone)

MY ATTORNEY(S)-IN-FACT TO ACT

(If more than one agent is designated and the principal wants each agent alone to be able to exercise the power conferred, insert in this blank the word "SEPARATELY")

(If more than one agent is designated and the principal wants all of the designated agents together to exercise the power conferred, insert in this blank the word "JOINTLY")

(The failure to make any insertion in this blank will require the agents to act either separately or jointly, in accordance with the principal's use of the word "OR" or the other word "AND" between every respective designation of such agents above. If the principal's wishes cannot be determined because he or she fails to insert the word "OR", "AND", "SEPARATELY", or "JOINTLY" as he or she is asked to do above, the principal will be deemed to require the agents designated above to act jointly.)

IN MY NAME, PLACE AND STEAD in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in Title 15 of Article 5 of the New York General Obligations Law to the extent that I am permitted by law to act through an agent:

Initial in the opposite box any one or more of the subdivisions as to which the principal WANTS to give the agent authority.

(NOTICE: The principal must write his or her initials in the corresponding blank space of a box below with respect to each of the subdivisions (A) through (N) below for which the principal WANTS to give the agent(s) authority. If the blank space within a box for any particular subdivision is NOT initialed, NO AUTHORITY WILL BE GRANTED for matters that are included in that subdivision)

- (A) real estate transactions; [BM]
- (B) chattel and goods transactions; [BM]
- (C) bond, share and commodity transactions; [BM]
- (D) banking transactions; [BM]
- (E) business operating transactions; [BM]
- (F) insurance transactions; [BM]
- (G) estate transactions; [BM]
- (H) claims and litigation; [BM]
- (I) personal relationships and affairs; [BM]
- (J) benefits from military service; [BM]
- (K) records, reports and statements; [BM]
- (L) full and unqualified authority to my attorney(s)-in-fact to delegate any or all of the foregoing powers to any person or persons whom my attorney(s)-in-fact shall select; [BM]
- (M) all other matters; [BM]
- (N) if the blank space in the box to the right is initialed by the principal, this power of attorney shall not be affected by the subsequent disability or incompetence of the principal; [BM]

To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this instrument may act hereunder, and that revocation or termination shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relied on the provisions of this instrument.

In Witness Whereof, I have hereunto signed my name and affixed my seal on February 6 1995
Beatrice Marano (Seal)
(Signature of Principal)

STATE OF NEW YORK, COUNTY OF FLORIDA ss.:
On _____ before me personally came
to me known to be the individual described in, and who executed the foregoing instrument, and acknowledged that he executed the same.

STATE OF NEW YORK, COUNTY OF PALM BEACH ss.:
On February 6, 1995 before me personally came
BEATRICE MARANO
to me known to be the individual described in, and who executed the foregoing instrument, and acknowledged that she executed the same.



AFFIDAVIT THAT POWER OF ATTORNEY IS IN FULL FORCE

STATE OF _____ COUNTY OF _____ ss.:

being duly sworn, deposes and says:

- 1. The Principal within did, in writing, appoint me as the Principal's true and lawful attorney(s)-in-fact in the within Power of Attorney.
- 2. As Attorney for the Principal and pursuant to the Power of Attorney, I have executed the following Instrument(s):

- 3. At the time I executed the Instrument(s) I had no actual knowledge or actual notice of revocation or termination of the Power of Attorney by death or otherwise, or knowledge of any facts indicating the same. I further represent that the Principal is alive, has not revoked or repudiated the Power of Attorney and the Power of Attorney still is in full force and effect.
- 4. I make this affidavit for the purpose of inducing

to accept delivery of the Instrument(s), as executed by me in my capacity as the Attorney(s)-in-fact, with full knowledge that this affidavit will be relied upon in accepting the execution and delivery of the Instrument(s) and in paying good and valuable consideration therefor.

Sworn to before me on _____ 19 _____

Editors note: If the principal wishes to allow the attorney to make gifts or to continue a pattern of gifts the principal has begun for estate planning, the IRS may require additional language.

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TO _____

Power of Attorney
Statutory Short Form

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 _____ City of _____, this 8th day of Sept, 1995. This P/A was presented with certificate annexed and admitted to record at 3:37 o'clock
Teste: Helene S. Ward, Clerk
by [Signature]
Deputy Clerk

ated, _____ 2-2



BOOK 753 PAGE 0814

Power of Attorney

12312

Notice: This is an important document. Before signing this document, you should know these important facts. The purpose of this power of attorney is to give the person whom you designate (your "Agent") broad power to handle your property, which may include powers to pledge, sell, or otherwise dispose of any real or personal property without advance notice to you or approval by you. You may specify that these powers will exist even after you become disabled, incapacitated, or incompetent. The powers that you give your Agent are explained more fully in New York General Obligations Law, Article 5, Title 15, Sections 5-1502A through 5-1503, which expressly permits the use of any other or different form of power of attorney desired by the parties concerned. This document does not authorize anyone to make medical or other health care decisions for you. If there is anything about this form that you do not understand, you should ask a lawyer to explain it to you.

Know Everyone by These Presents, which are intended to constitute a GENERAL POWER OF ATTORNEY pursuant to Article 5, Title 15 of the New York General Obligations Law:

That I Emily Candig, 201 E. 17th St., New York, NY 10003 do hereby appoint
(insert name and address of the principal)
Ronald K. Silversten, 5 Meadow Drive, Warren, NJ 07059

(If 1 person is to be appointed agent, insert the name and address of the agent above)

(If 2 or more persons are to be appointed agents with each agent to be able to act ALONE without requiring the consent of any other agent appointed in order to act, insert the name and address above of each agent SEPARATELY appointed and BE SURE TO insert the word "OR" between EACH designation of an agent to show that EACH agent has COMPLETE power to act alone)

(If 2 or more persons are to be appointed agents to act TOGETHER and requiring the JOINT consent of ALL appointed agents to act with no one agent to be able to act alone, insert the names and addresses above of all agents JOINTLY appointed and BE SURE TO insert the word "AND" between EVERY designation of each agent to indicate that ALL agents listed are required to act together and NONE can act alone)

MY ATTORNEY(S)-IN-FACT TO ACT

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(If more than one agent is designated and the principal wants all of the designated agents together to exercise the power conferred, insert in this blank the word "JOINTLY")

(The failure to make any insertion in this blank will require the agents to act either separately or jointly, in accordance with the principal's use of the word "OR" or the other word "AND" between every respective designation of such agents above. If the principal's wishes cannot be determined because he or she fails to insert the word "OR", "AND", "SEPARATELY", or "JOINTLY" as he or she is asked to do above, the principal will be deemed to require the agents designated above to act jointly.)

IN MY NAME, PLACE AND STEAD in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in Title 15 of Article 5 of the New York General Obligations Law to the extent that I am permitted by law to act through an agent:

Initial in the opposite box any one or more of the subdivisions as to which the principal WANTS to give the agent authority.

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- | | | | |
|--|----|--|----|
| (A) real estate transactions;..... | EC | (L) full and unqualified authority to my attorney(s)-in-fact to delegate any or all of the foregoing powers to any person or persons whom my attorney(s)-in-fact shall select;..... | EC |
| (B) chattel and goods transactions;..... | EC | (M) all other matters;..... | EC |
| (C) bond, share and commodity transactions;..... | EC | (N) if the blank space in the box to the right is initialed by the principal, this power of attorney shall not be affected by the subsequent disability or incompetence of the principal;..... | EC |
| (D) banking transactions;..... | EC | | |
| (E) business operating transactions;..... | EC | | |
| (F) insurance transactions;..... | EC | | |
| (G) estate transactions;..... | EC | | |
| (H) claims and litigation;..... | EC | | |
| (I) personal relationships and affairs;..... | EC | | |
| (J) benefits from military service;..... | EC | | |
| (K) records, reports and statements;..... | EC | | |

(Special provisions and limitations may be included in the statutory short form power of attorney only if they

To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this instrument may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relied on the provisions of this instrument.

In Witness Whereof, I have hereunto signed my name and affixed my seal on

19

Emily Candia (Seal)
(Signature of Principal)

New Jersey Somerset
STATE OF NEW JERSEY, COUNTY OF Somerset ss.:
On February 10, 1995 before me personally came
Emily Candia
to me known to be the individual described in, and who executed the foregoing instrument, and acknowledged that she executed the same.

STATE OF NEW YORK, COUNTY OF ss.:
On before me personally came
to me known to be the individual described in, and who executed the foregoing instrument, and acknowledged that he executed the same



AFFIDAVIT THAT POWER OF ATTORNEY IS IN FULL FORCE

STATE OF COUNTY OF ss.:

being duly sworn, deposes and says:

- 1. The Principal within did, in writing, appoint me as the Principal's true and lawful attorney(s)-in-fact in the within Power of Attorney.
- 2. As Attorney for the Principal and pursuant to the Power of Attorney, I have executed the following Instrument(s):

- 3. At the time I executed the Instrument(s) I had no actual knowledge or actual notice of revocation or termination of the Power of Attorney by death or otherwise, or knowledge of any facts indicating the same. I further represent that the Principal is alive, has not revoked or repudiated the Power of Attorney and the Power of Attorney still is in full force and effect.
- 4. I make this affidavit for the purpose of inducing

to accept delivery of the Instrument(s), as executed by me in my capacity as the Attorney(s)-in-fact, with full knowledge that this affidavit will be relied upon in accepting the execution and delivery of the Instrument(s) and in paying good and valuable consideration therefor.

Sworn to before me on 19

Editors note: If the principal wishes to allow the attorney to make gifts or to continue a pattern of gifts the principal has begun for estate planning, the IRS may require additional language.

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TO
Power of Attorney
Statutory Short Form

VIRGINIA: City of Williamsburg and County of
City, to Wit:
of the Circuit Court of the
County of James City the
Sept. 1995. This P/A
with certificate annexed and
3:39 o'clock
S. Ward, Clerk
Deputy Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 09/08/95 TIME: 15:39:38 ACCOUNT: 095CLR950012312 RECEIPT: 95000020994
CASHIER: CH8 REG: W804 TYPE: PA PAYMENT: FULL PAYMENT
INSTRUMENT : 950012312 BOOK: 0 PAGE: 0 RECORDED: 09/08/95 AT 15:39
GRANTOR NAME : CANDIG, EMILY EX: W LOCALITY: CD
GRANTEE NAME : SILVERSTEIN, RONALD K EI: N PERCENT: 100%

AND ADDRESS :
RECEIVED OF : JCCO
CHECK : \$13.00

DESCRIPTION 1:

CONSIDERATION:
CODE DESCRIPTION
301 DEEDS

.00 ASSUME/VAL: .00 MAP:
PAID CODE DESCRIPTION
12.00 1A5 VSLF

PAID
1.00

TENDERED : 13.00
AMOUNT PAID: 13.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

PLEASE RETURN TO:
COUNTY ATTORNEY
JCC - BLDG. C

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 09/08/95 TIME: 15:37:11 ACCOUNT: 095CLR950012311 RECEIPT: 95000020993
CASHIER: CHB REG: W804 TYPE: PA PAYMENT: FULL PAYMENT
INSTRUMENT : 950012311 BOOK: 0 PAGE: 0 RECORDED: 09/08/95 AT 15:37
GRANTOR NAME : MARCUS, BEATRICE EX: N LOCALITY: CO
GRANTEE NAME : SILVERSTEN, RONALD K EX: N PERCENT: 100X
AND ADDRESS :

RECEIVED OF : JCCO
CHECK : \$13.00

DESCRIPTION 1:
2:
CONSIDERATION: .00 ASSUME/VAL: .00 MAP: PAID
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 12.00 145 VSLF 1.00

TENDERED : 13.00
AMOUNT PAID: 13.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

PLEASE RETURN TO:
COUNTY ATTORNEY
JCC - BLDG. C