

AGREEMENT

Whereas, the Williamsburg Congregation of Jehovah's Witnesses (hereinafter called "the Owner") owns certain real property in James City County, Virginia, (hereinafter called "the Property") and more particularly described as follows:

All that certain tract, piece or parcel of land, together with the improvements thereon and the appurtenances thereunto belonging, lying, situate and being in James City County, Virginia, and being known, designated and described as 54,880 square feet, 1.26 acres, tax parcel (33-1)(1-29) owned by the Williamsburg Congregation of Jehovah's Witnesses, and is bounded and described as follows:

Begin at a found pipe on the west right-of-way line of U.S. Route 60, and being a corner with James E. McCormick, said pipe being 60.94 feet northwest of a found VDOT monument; thence S 78 10'52"W 332.90 feet to a found pipe, corner to McCormick, thence N16 33'02"W 223.26 feet to a found pipe, corner McCormick and Minor Christian, thence S83 32'48"E 352.66 feet to a found pipe, corner Christian and on the right-of-way of U.S. Route 60, thence along U.S. Route on a curve to the right having a length of 113.13 feet and a radius of 5,321.72 feet to the point of beginning.

Whereas, the Owner has applied for rezoning of the Property from the General Business District, B-1 ("the Existing Zoning") to the General Business District, B-1 with additional proffers ("the proposed Zoning") and;

WHEREAS, James City County, Virginia, may be unwilling to rezone the Property because the Proposed Zoning may be deemed inadequate for the orderly development of the Property because competing and incompatible uses may conflict; and

WHEREAS, more flexible and adaptable zoning methods are deemed advisable to permit the use of the Property; and

WHEREAS, the Owner is 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.

NOW, THEREFORE, this Agreement witnesseth that for and in consideration of James City County, Virginia, rezoning the Property from the Existing Zoning to the Proposed Zoning and pursuant to Section 15.1-149.1, et seq. of the Code of Virginia, 1950, as amended, and Section 20-16 of the Zoning Ordinance of James City County, Virginia, the Owner agrees that in addition to the regulations provided for in the Proposed Zoning, it will meet and comply with all of the following conditions for the development of the Property.

CONDITIONS

1. Prior to submittal of a site plan for the development of the Property, the Owner, at its expense, shall cause to be prepared a comprehensive drainage study of the Property for review and approval by the Director of Code Compliance or his duly designated representative.
2. Upon approval of the aforesaid drainage study, the Owner, at its expense, shall be obligated to incorporate the recommendations of that study in the site plan for the development of the Property.
3. Prior to the submittal of a site plan for the development of the Property, the Owner, at its expense, shall cause to be prepared for review and approval by James City County, Virginia, a Phase I archaeological study for the Property. A Phase I study shall include reconnaissance, systematic surface collection and shovel test pits every 90 to 150 feet.
4. No building shall be erected closer than one hundred (100) feet to the edge of the right-of-way of Richmond Road (U.S. Route 60).
5. No parking lot shall be erected closer than fifty (50) feet to the edge of the right-of-way of Richmond Road (U.S. Route 60).

6. Open space regulations shall be in accordance with the LB, Limited Business District requirement outlined in Section 20-86.D.3.C. of the Zoning Ordinance of James City County, Virginia.

7. After the approval of building plans but before the issuance of a building permit for the development of the Property and the adjacent parcel now or formerly owned by James E. McCormick, et ux, the southerly and westerly property lines of the Property shall be extinguished and no further subdivision of the Property shall be permitted except as may be necessary for the widening of Richmond Road (U.S. Route 60). Upon the extinguishment of said property lines, no entrance to and from the Property to Richmond Road (U.S. Route 60) shall be permitted; however, the entrance to and from Richmond Road (U.S. Route 60) on the adjacent parcel now or formerly owned by James E. McCormick may be used in conjunction with the development of the Property.

8. The Owner shall design and construct within the right-of-way of Richmond Road (U.S. Route 60) a deceleration/left-turn lane on both the westbound lane at the existing crossover West of the proposed entrance to the Property, and on the Eastbound lane at the existing crossover East of the proposed entrance to the property. Such lanes shall be designed and constructed in accordance with plans and specifications prepared and based upon the design criteria of VDOT, its reasonable recommendations, and sound engineering practices. Such improvements shall also include construction of the taper and turn lane for eastbound vehicles utilizing the proposed entrance to the Property and the adjacent parcel. The final design specifications for all turn lane improvements specified in this paragraph shall be approved by VDOT and the Development Review Committee of the James City County Planning Commission. All improvements referenced in this paragraph shall be completed, or

an appropriate bond posted, prior to the issuance of a final certificate of occupancy for occupation and use of the improvements constructed on the Property.

9. The Owner shall incorporate in its site plan for the development of the Property, a seventy five (75) foot "Restricted Area" along a portion of the northerly property line adjacent to the property now or formerly owned by Minor Christian, but exclusive of any portion of the Property within one hundred (100) feet of the right-of-way of Richmond Road (U.S. Route 60).

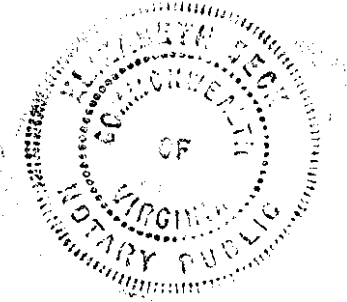
10. Except as herein provided, the Owner shall not construct any structures within the "Restricted Area" but shall provide and maintain, at its expense, within the "Restricted Area", and adjacent to the northerly property line, a permanent evergreen screen twenty five (25) feet in width, utilizing existing, transplanted or new evergreen trees. Such evergreen screen, if new, shall, at a minimum, include a double row of evergreen trees such as leyland cypress, white pine, red cypress, or other screening trees, supplemented as required with flowering shrubs to provide aesthetic variety and interest to the Restricted Area. Such landscaping shall be reviewed and approved by the Development Review Committee of the James City County Planning Commission to insure consistency with the objectives and intent of these proffers; however, notwithstanding anything else to the contrary, the Owner shall be allowed to construct curbs, gutters, paved parking lots and access roads, sidewalks and lighting within the remaining fifty (50) feet of the "Restricted Area".

11. The following uses, generally permitted in the General Business, B-1 District shall not be allowed:

- a) Fish Markets
- b) Lumber and building supply (with storage and repair limited to a fully enclosed building).

- c) Plumbing and electrical supply (with storage limited to a fully enclosed building).
- d) Automobile service stations.
- e) Machinery sales and service (with storage limited to a fully enclosed building).
- f) Lodges, civic clubs, fraternal organizations and service clubs.
- g) Funeral homes.
- h) Cemeteries
- i) Gunsmith (excluding shooting ranges).
- j) Feed, seed and farm supply stores.
- k) Wholesale and warehousing (with storage limited to a fully enclosed building).
- l) Marinas, docks, piers, yachts clubs, boat basins and servicing, repair and sale facilities for the same with sale of fuel in accordance with Section 20-38.
- m) Wholesale and retail marine or waterfront businesses to include the receipt, storage and transshipment of waterborne commerce, or seafood receiving, packing or distribution.
- n) Radio and television stations and accessory antenna or towers.
- o) Telephone exchanges and telephone switching stations.
- p) Convenience stores with sale of fuel.
- q) Veterinary offices
- r) New and/or rebuilt automotive parts sales (with storage limited to a fully enclosed building).
- s) Contractor's offices with storage of materials and equipment limited to a fully enclosed building.

12. Alterations and/or expansions of the existing church use shall have to comply only with Condition 5 of these proffers. Any use other than the existing church use shall comply with the proffers in full.



WILLIAMSBURG CONGREGATION OF
JEHOVAH'S WITNESSES

By: Ralph G. Brown
TRUSTEE/PRESIDING OVERSEER

STATE OF VIRGINIA

COUNTY OF James City, to-wit:

The foregoing instrument was acknowledged before me this 4th day of October, 1995, by Ralph G. Brown on behalf of the Williamsburg Congregation of Jehovah's Witnesses.

Elizabeth Beck
NOTARY PUBLIC

My commission expires: 1-31-98

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 8 day of Dec, 1995. This Agreement was presented with certificate annexed and admitted to record at 1:35 o'clock
Teste: Helene S. Ward, Clerk
by Helene S. Ward
Deputy Clerk

*in proffers
behind Prime
Outlets*

CERTIFICATE OF RELEASE

Place of Record: Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City

Agreements Dated: November 16, 1989 and October 4, 1995

Deed Book: 458 Page 120 et. seq. and Deed Book 766, Page 481 et. seq.

Name of Grantor: **Williamsburg Congregation of Jehovah's Witnesses**

Description of Property: All that certain tract, piece or parcel of land, together with the improvements thereon and the appurtenances thereunto belonging, lying, situate and being in James City County, Virginia, and being known, designated and described as 54,880 square feet, 1.26 acres, tax parcel (33-1) (1-29) owned by the Williamsburg Congregation of Jehovah's Witness, and is bounded and described as follows:

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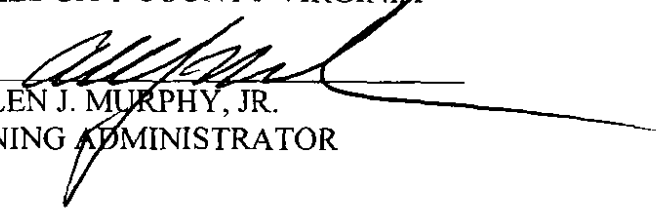
The undersigned does hereby certify that the obligations of the above-mentioned agreements are released insofar as the same are applicable to the above-described property, said obligations having been replaced by Proffers dated October 8, 1999 recorded November 23, 1999 as document number 990024650. The undersigned is the duly appointed Zoning Administrator charged with enforcing and interpreting proffers for James City County, the beneficiary of the obligations created by said agreements.

This Document prepared by:

Kaufman & Canoles, P.C.
1200 Old Colony Lane
Williamsburg, Virginia 23185

Given under my hand this 15th day of December 1999.

JAMES CITY COUNTY VIRGINIA

By: 
ALLEN J. MURPHY, JR.
ZONING ADMINISTRATOR

COMMONWEALTH OF VIRGINIA
COUNTY OF JAMES CITY, to-wit:

Subscribed, sworn to and acknowledged before me this 15th day of December, 1999,
by ALLEN J. MURPHY, JR., Zoning Administrator, James City County, Virginia..


NOTARY PUBLIC

My commission expires: May 31, 2002

Jehovah's Witness.wpd

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Williamsburg, Virginia 23185