

98001284

NEW TOWN PROFFERS

THESE PROFFERS are made as of this 9th day of December, 1997, by C. C. CASEY LIMITED COMPANY, a Virginia limited liability company (together with its successors and assigns, the "Owner").

RECITALS

A. Owner is the owner of certain real property (the "Property") in James City County, Virginia (the "County"), more particularly described on Exhibit A attached hereto and made a part hereof. The Property is designated for Mixed Use development on the County's Comprehensive Plan Land Use Map and is within the Primary Service Area designated thereon.

B. Owner has sold a portion of the Property to the County for a new James City County/Williamsburg Courthouse. In a unique public/private partnership, Owner and the County have conducted an international design competition to create high quality plans for the Courthouse and the surrounding development on the Property and the adjacent property. The competition was structured following numerous public meetings and discussions among interested parties, including the Owner, other land owners, residents, business people, elected officials and agency representatives. The goal of the competition was to create a high quality, enduring model for growing American communities. Entrants in the competition were challenged to achieve not only design excellence - aesthetically and functionally - but to also

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demonstrate economic effectiveness, environmental responsiveness, engineering practicality, and market flexibility over the coming decades. The town plan was expected to encompass a more urban and humanistic approach to the design of buildings and public spaces that avoids the conventional suburban patterns and to be responsive to, and compatible with, the natural environmental features of the Property, local traditions, history, culture and neighboring land uses. Submissions were judged by a jury of international design experts. The jury selected as the winning plan the New Town Plan submitted by Michel Dionne, Paul Milana and Christopher Stienon of Cooper, Robertson & Partners of New York City (the "Competition Plan").

C. To begin implementing the vision embodied in the Competition Plan, Owner has applied for a rezoning of the Property and, pursuant to an agreement among Owner, the County, adjoining land owners and the Virginia Department of Transportation, has expended hundreds of thousands of dollars for improvements and upgrades to Monticello Avenue extended. Owner has requested that a portion of the Property more particularly described on Exhibit B hereto (the "MU Property") be rezoned from M-1, Limited Business/Industrial, to MU, Mixed Use, with proffers and a portion of the Property more particularly described on Exhibit C hereto (the "R-8 Property") be rezoned from M-1, Limited Business/Industrial, and R-8, Rural Residential, to R-8, Rural Residential, with proffers. The rezoning of the Property to MU is in fact consistent both with the land use designation

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for the Property on the Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 20-514 of the County's Zoning Ordinance (the "Zoning Ordinance").

D. Owner has submitted to the County a master plan entitled "Southern Civic District MU Plan" prepared by Cooper, Robertson & Partners and AES Consulting Engineers dated July 23, 1997 (the "MU Plan") for the MU Property in accordance with Section 20-515 of the County Zoning Ordinance. Owner has submitted to the County a conceptual Master Land Use Plan entitled "New Town Plan" prepared by Cooper, Robertson & Partners and AES Consulting Engineers dated July 23, 1997 and revised December 8, 1997 (the "R-8 Plan") for the R-8 Property which sets forth the general location of the major collector road system, proposed master plan areas, proposed major open space areas, proposed use designations utilizing the area designations set forth in Section 20-515 of the Zoning Ordinance and proposed densities, all of which are consistent with and embody the vision of the Competition Plan. The parties acknowledge and agree that the R-8 Property will be rezoned and developed in phases over a number of years in a manner generally consistent with the R-8 Plan and that development of the entire Property in such a manner is necessary to realize the vision of the Competition Plan as expressed in the MU and R-8 Master Plans, design guidelines and these proffers. Prior to development of each successive phase, Owner shall apply to rezone that phase of the Property from R-8, with proffers, to MU, with proffers and in accordance therewith submit a master

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plan in accordance with Section 20-515 of the Zoning Ordinance. It is the expectation of the Owner and the Board of Supervisors that so long as the future rezonings and accompanying Master Plans comply with applicable ordinance requirements and these Proffers, as amended, the master plans submitted therewith are generally consistent with the R-8 Plan and the design guidelines provided for herein, including the provisions of such design guidelines suggesting a mix of housing types and densities accommodating a diverse economic range, and there exist at the time of the requested rezoning or Owner addresses in the rezoning the capacity and/or availability of public facilities, including schools, utilities and services the need for which is generated by the requested rezoning, such rezonings will be approved.

E. The Williamsburg-James City County Public School Division (the "School Division") has indicated its desire to locate an elementary school on a portion of the Property. While approval of this initial rezoning does not permit Owner to construct any residential lots or units, full development of the Property pursuant to the R-8 Master Plan could result in up to 2,300 residential lots or units ultimately being developed. Actual development of any residential lots or units is subject to approval of future rezonings for such units or lots by the Board of Supervisors. Residential development on the Property may, depending on the number and type of units developed, generate, in whole or in part, the need for a new public elementary school. The Owner and the County acknowledge that it is the expectation

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of the County that at the time of the approval of rezoning for residential development that significantly contributes to the need for a new public elementary school, Owner, at its option, will either (i) contribute to the County a school site in a mutually agreed location on a portion of the Property of a mutually agreed size and configuration to meet the programmatic needs of the School Division for construction of an elementary school of a design that is consistent with the vision of the R-8 Plan, the design guidelines provided for herein and these proffers or (ii) make cash contributions to the County in an amount and upon terms to be agreed upon. In either event, Owner shall receive credit for the contribution of land or money in the application of any Adequate Public Schools Facilities Test policy or similar policy adopted by the County.

F. The R-8 and MU provisions of the County Zoning Ordinance may be deemed inadequate for the development of the Property in a manner consistent with the vision of the Competition Plan as expressed in the master plans, design guidelines and these proffers.

G. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned R-8 and MU for the protection and enhancement of the community and to provide for the high-quality and orderly development of the Property in a manner that is consistent with the vision of the Competition Plan as expressed in the master plans, design guidelines and these proffers.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the MU Plan and the R-8 Plan and related documents, submitted herewith, and the rezoning set forth above, and pursuant to Section 15.2-2296 et seq. of the Code of Virginia, 1950, as amended, and the County Zoning Ordinance and, with respect to the MU Property, the granting of modifications to the setback requirements of Section 20-527 (a) and (b) of the Zoning Ordinance to those set forth in the Guidelines (hereinafter defined) pursuant to Section 20-527 (c) of the Zoning Ordinance and a waiver of the minimum off-street parking requirements of Section 20-53 of the Zoning Ordinance to those set forth in the Guidelines (hereinafter defined) pursuant to Section 20-53 (5)(b), Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. In the event the requested rezoning is not granted by the County, these Proffers shall thereupon be null and void.

CONDITIONS

PROFFERS APPLICABLE TO ALL PROPERTY

1. **New Town Owner's Association.** Owner shall organize an owner's association or associations (the "Association") in accordance with Virginia law in which all property owners in the development, by virtue of their property ownership, shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the Association shall be submitted to and reviewed by

the County Attorney for consistency with this Proffer. The Governing Documents shall (i) require that the Association adopt an annual maintenance budget and assess all members for the maintenance of all properties owned or maintained by the Association, including community greenspaces and private roads, if any, and (ii) shall grant the Association the power to, and require that the Association file liens on members' properties for non-payment of such assessments and for the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Governing Documents shall also provide for a Design Review Board as provided in proffer 2 below with the power to review and approve all site development and construction plans within the development. Owner may organize separate owner's associations for individual sections of the development and impose supplemental restrictive covenants on individual sections of the development.

2. Design Review. (a) Design Guidelines. Owner has submitted herewith and the County has approved a set of Design Guidelines prepared by Cooper, Robertson & Partners dated September 3, 1997 and revised December 8, 1997, (as the same may be amended or supplemented from time to time as herein provided, the "Guidelines"), a portion of which applies to the MU Property (as the same may be amended or supplemented from time to time as herein provided, the "MU Guidelines") and the balance of which applies to the R-8 Property (as the same may be amended or supplemented from time to time as herein provided, the "R-8

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Guidelines"). With each successive rezoning from R-8 to MU, Owner shall submit supplemental MU Guidelines applicable to the portion of the Property then being rezoned to MU. The MU Guidelines provide standards and guidelines to be used in the design review process by the Design Review Board and the County in reviewing approving or disapproving site development and construction plans for development on the MU Property. The MU Guidelines may vary among different MU areas depending on location, intended use and unique characteristics.

The R-8 Guidelines provide general standards and general guidelines only to be used by the Design Review Board and the County in future rezonings to determine if submitted MU Master Plans and MU Guidelines are generally consistent with the vision now embodied in the MU and R-8 Master Plans, the Guidelines and these Proffers. The Property shall be developed generally in accordance with the R-8 Guidelines, including the land use and design objectives set forth therein, and the County shall not be obligated to approve development that is not generally consistent with the objectives of the Guidelines. The Owner or the Association may apply to the Board of Supervisors to amend the Guidelines from time to time. No amendment of the Guidelines shall be effective unless approved by the Board of Supervisors. In considering applications for amendments the Board of Supervisors shall consider appropriate factors, including but not limited to, whether the proposed amendment is generally consistent with the vision for the development of the Property

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set forth in the introduction to the Guidelines and changes in circumstances that may have occurred. Any amendment shall apply after its effective date and shall not require removal or modification of previously approved construction or plans. The MU Guidelines shall be made available to all persons who seek to engage in development or construction activities within the property and all such persons shall comply with the Guidelines.

(b) Design Review Board. (i) Composition. There shall be constituted a Design Review Board (the "DRB") for the development of the Property consisting of five persons. Owner shall have the right to appoint two of the members of the DRB until such time as 75% of the Property has been sold to others at which time Owner shall have the right to appoint one member and the Association shall succeed to the right to appoint one member. When Owner has sold 100% of the Property, the Association shall succeed to the right to appoint two members to the DRB. The County shall have the right to appoint two of the members of the DRB. Of the two members of the DRB appointed by each of the Owner and the County, one such member must be a professional in one of the following fields: architecture; engineering; land planning; environmental consulting or landscape architecture. The four members of the DRB appointed by the Owner and the County shall agree upon the fifth member of the DRB, who shall be appointed annually and who must be an independent professional in one of the following fields: architecture; engineering; land planning; environmental consulting or landscape architecture.

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Members of the DRB serve at the pleasure of the person or entity that appointed them. The DRB may establish, with the approval of Owner and County, compensation for members of the DRB and may establish and charge reasonable fees for review of applications and plans. The DRB may also function as the design review board pursuant to the Governing Documents applicable to the Property and shall have such additional duties and powers as may be set forth in the Governing Documents.

(ii) Authority, Duties and Powers. The DRB shall review all subdivision plats, site plans, landscaping plans, architectural plans and elevations and other development plans for the MU Property for consistency with the applicable MU Master Plan and MU Guidelines and shall render an approval of such plans prior to their submission to the County Planning Department. The County shall not be required to review any development plans not receiving the approval of the DRB. In reviewing applications, development plans and specifications the DRB shall consider the factors set forth in the Guidelines. The DRB may approve development plans that do not strictly comply with the Guidelines if circumstances, including but not limited to topography, natural obstructions, hardship, economic conditions or aesthetic or environmental considerations warrant a variance. All structures and improvements shall be constructed in accordance with the approved plans and specifications.

In addition, the DRB shall review the MU Master Plans and proposed MU Guidelines in future rezonings of the Property from

R-8, with proffers, to MU, with proffers, and in future Special Use Permit applications for general consistency with the R-8 Guidelines and R-8 Master Plan and shall render a written advisory recommendation to the Planning Commission and the Board of Supervisors as to such consistency at the time the rezoning or SUP applications are submitted to the County. The DRB shall also review proposed amendments to the Guidelines for general consistency with the general vision embodied in the R-8 Master Plan, the Guidelines and these Proffers and make written advisory recommendations to the Planning Commission and the Board of Supervisors at the time the proposed amendments are submitted to the County. The DRB shall submit an annual report to Owner and the County summarizing its actions for the prior year.

(c) **Procedures.** The procedures for the design review process, including submission requirements and time frames shall be set forth in rules to be adopted by the DRB with the approval of the Director of Planning and the Owner. All applicants will be advised by the DRB of either (i) the DRB's recommendation of approval of their submission or (ii) the areas or features of the submission which were deemed by the DRB to be inconsistent with the applicable Guidelines and master plan, the reasons for such finding and suggestions for curing the inconsistencies.

(d) **Limitation of Liability.** Review of and recommendations with respect to any application and plans by the DRB is made on the basis of aesthetic and design considerations only and the DRB shall not bear any responsibility for ensuring

the structural integrity or soundness of approved construction or modifications, nor for ensuring compliance with building codes or other governmental requirements, or ordinances or regulations. Neither the Owner, the County, the DRB nor any member of the DRB shall be liable for any injury, damages or losses arising out of the manner or quality of any construction on the Property.

3. Open Space. The Property shall comply with applicable County open space requirements, including Section 20-524 of the Zoning Ordinance and the County's Chesapeake Bay Preservation Ordinance, as amended. As development plans for portions of the MU Property are submitted for approval to the County, Owner shall demonstrate its ability to meet all applicable open space requirements but in developing the MU Property, Owner may utilize open space on the R-8 Property. At the request of the County, Owner shall subject open space on the R-8 Property to an open space (for Section 20-524 compliance) or natural open space easement (for Chesapeake Bay Preservation Ordinance compliance), as appropriate, to ensure compliance with open space requirements.

4. Traffic Study. (a) Owner has submitted to the County and the Virginia Department of Transportation ("VDOT") and the VDOT has approved a Traffic Impact Study dated April 15, 1997 prepared by Dexter R. Williams, as supplemented by Memorandum and Technical Appendix dated July 2, 1997 (the "Traffic Study") as required by Section 20-515(a) (2) of the Zoning Ordinance. The Traffic Study sets forth the current master plan for necessary

road and intersection improvements on and adjacent to the Property based on current projections of the full build out of the Property over a twenty year period based on the current MU and R-8 Master Plans. For each subsequent rezoning of any portion of the Property from R-8, with proffers, to MU, with proffers, Owner shall submit proffers limiting development on the MU Property until the road and intersection improvements, if any, that the Traffic Study, as the same may be updated from time to time, indicates are necessary to serve the approved development on the MU 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.

(b) For each subsequent rezoning of the Property from R-8, with proffers, to MU, with proffers, Owner shall submit an updated Traffic Study showing road improvements necessary to achieve overall signalized intersection level of service C for each intersection, and to achieve signalized intersection level of service C for each lane group as an isolated intersection or signalized intersection level of service D for each lane group as part of a coordinated traffic signal system. The updated Traffic Study for each MU rezoning shall include a traffic forecast consisting of three components based on the Traffic Study and subsequent updated Traffic Studies: then existing background traffic, including Beamer property development (Powhatan planned community), all Property previously rezoned to MU, with proffers,

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as of the time of the requested rezoning, and any portion of the Property subject to the requested rezonings to MU, with proffers. Any modification in the updated Traffic Study from the traffic forecast assumptions in the original Traffic Study and subsequent updated Traffic Studies shall be documented and approved by VDOT and the County. The background traffic component in the updated Traffic Study may be for a forecast year for five years from the time of the requested rezoning or for 2015, whichever is later, as presented in the original Traffic Study as subsequently modified and shall be approved by VDOT and the County. The updated Traffic Study shall include the following intersections for signalized intersection level of service analysis in the AM and PM peak hours and related road improvements including traffic signal installation or modifications:

1. Monticello Avenue Extended at Casey West Sections 12, 13 and 14.
2. Monticello Avenue Extended at Rt. 199.
3. Monticello Avenue Extended at Casey East Section 9/Ironbound.
4. Monticello Avenue Extended at New Quarter Drive.
5. Monticello Avenue Extended at Center Street.
6. Monticello Avenue Extended at Court Street.
7. Monticello Avenue Extended at Ironbound Road/existing Monticello Avenue.
8. Ironbound Road at Tawning Road.
9. Ironbound Road at Center Street/Watford Lane.

10. Ironbound Road at North Boulevard.
11. Ironbound Road at Casey East Section 2.
12. Ironbound Road at Strawberry Plains Road/Casey East Section 1.

If any of the above intersections are determined by VDOT to have insufficient development and traffic to warrant signalization to the forecast year specified above, then: a) the requirement for traffic signalization at that intersection will be eliminated, b) the intersection will be eliminated from any further signalized intersection analysis, and c) improvements required of the Owner for that intersection will be based on VDOT criteria for turn lanes and optimum operation of an unsignalized intersection.

(c) Road improvements proffered by the Owner in order to achieve the level of service criteria set forth above may include the following as indicated to be necessary by the Updated Traffic Study approved by VDOT and the County:

1. Monticello Avenue Extended from Casey West access (west of Rt. 199) to Casey Section 1 access (east of Rt. 199 and west of Ironbound Road)
 - Third through lane in each direction (eastbound and westbound)
 - Second left turn lane eastbound at all Casey property access points
 - Second southbound left turn lane at Casey West access
2. Intersection of Monticello Avenue Extended/Ironbound

Road/Monticello Avenue

- Second left turn lanes on eastbound Monticello Avenue Extended and southbound Ironbound Road
 - Second through lane on eastbound Monticello Avenue Extended and westbound Monticello Avenue
3. Ironbound Road from Monticello Avenue to Tawning Road
- Second through lane in each direction (northbound and southbound)
 - Left and right turn lanes for Casey access
 - Second eastbound left turn on Center Street approach

Traffic signals shall be provided when warranted at all Property accesses to Monticello Avenue Extended and Ironbound Road and traffic signal modifications shall be provided at intersections of Monticello Avenue Extended/Ironbound Road/Monticello Avenue and Monticello Avenue Extended/Rt. 199 as may be required to accommodate road widening by the Property.

5. Fiscal Impact Study. The Owner and the County have developed and agreed upon a baseline fiscal impact study entitled "Fiscal Benchmarks-New Town" prepared by John McDonald and dated October 28, 1997 based upon the full build out of the Property over a 20 year period based on the current MU and R-8 Master Plans (the "Baseline Study") that projects the fiscal impact on the County of the development of the Property. For each subsequent rezoning of the Property, Owner shall submit to the County an updated fiscal impact study using the same methodology as the Baseline Study, unless otherwise agreed by the Owner and

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the County, and based on the then existing development on the Property, the development that is the subject of the then pending rezoning, and the projected build out of the Property under the MU and R-8 Master Plans then in effect (the "Updated Studies"). The goal of the Owner and the County is for the fiscal impact of the development of the Property as projected by the Updated Studies to approximate the fiscal impact projected by the Baseline Study. The Owner acknowledges that the County will compare the projected fiscal impact from each Updated Study with the projected fiscal impact of the Baseline Study and the results of this comparison will be a factor considered by the Board of Supervisors in requested rezonings of the Property.

6. Ironbound Road Right-of-Way. At such time as VDOT purchases or condemns from Owner the right-of-way for the expansion of Ironbound Road to a standard divided four lane road with standard median and bikeways, Owner shall convey, free of charge, to the County or VDOT up to an additional 50 feet of right-of-way if necessary for the upgrade of Ironbound Road to a four lane road with expanded medians and bikeways generally as shown on the MU Master Plan and the R-8 Master Plan.

PROFFERS APPLICABLE TO THE R-8 PROPERTY

7. Limitations on R-8 Uses. Owner has submitted herewith and the County has approved the R-8 Plan which sets forth the proposed general locations of major collector roads, proposed master plan areas, certain proposed major open space areas, proposed use designations utilizing the Area Designations set

forth in Section 20-515 of the Zoning Ordinance, as amended, and proposed maximum densities. The R-8 Property will be developed in phases over a number of years. The R-8 Property may not be developed nor put to any use otherwise permitted by right in the R-8 zoning district other than the construction of approved utilities, roads or intersection improvements and stormwater management facilities to serve approved development on the MU Property unless and until such portion of the Property is rezoned to MU, with proffers, or as otherwise approved by the Board of Supervisors. The R-8 Plan sets forth maximum densities for each type of use listed on the R-8 Plan. The actual mix of uses and densities for each area shall be set forth on the approved MU Plan for that area and will depend on a variety of factors, including market conditions, topography, utility capacity, traffic generation and similar matters.

PROFFERS APPLICABLE TO THE MU PROPERTY

8. **Archaeology.** (a) Owner has submitted a Phase I archaeological study of the Property to the Director of Planning for review and approval.

(b) (1) For all sites within the MU Property or to be disturbed within the R-8 Property that the approved Phase I study recommends for Phase II evaluation or identifies as potentially being eligible for inclusion on the National Register of Historic Places (the "National Register"), Owner shall submit to the Director of Planning for review and approval a treatment plan. An acceptable treatment plan can consist of (i) performing a

limited Phase II study to establish the boundaries of the site and thereafter leaving the site completely undisturbed or preserving it in some other manner acceptable to the Director of Planning or (ii) performing a complete Phase II study of the site. If a complete Phase II study of a site is undertaken, such Phase II study shall be submitted to and approved by the Director of Planning.

(2) If the approved Phase II study concludes that a site is not eligible for inclusion on the National Register, Owner shall not be obligated to perform any further archaeological studies thereon.

(3) For all sites within the MU Property or to be disturbed within the R-8 Property which the approved Phase II study indicates are eligible for inclusion on the National Register and/or those sites upon which a Phase III study is warranted, Owner shall submit to the Director of Planning for review and approval a treatment plan. An acceptable treatment plan can consist of (i) leaving the site completely undisturbed or preserving the site in some other manner acceptable to the Director of Planning and submitting an application to include the site on the National Register or (ii) performing a complete Phase III study of the site. If a complete Phase III study is undertaken on a site, the Phase III study shall be submitted to and approved by the Director of Planning.

(4) If the Phase II or Phase III study of a site determines the site is eligible for inclusion on the National

Register of Historic Places and such site is to be preserved in place, the treatment plan shall include nomination to the National Register of Historic Places.

(5) All approved treatment plans shall be incorporated into the plan of development for the site and the clearing, grading or construction activities thereon as deemed appropriate by the Director of Planning.

(c) All archaeological studies proffered hereby shall meet the Virginia Department of Historic Resources Guidelines and the Secretary of the Interior's Standards and Guidelines for Archaeological Documentation and shall be conducted under the supervision of a qualified archaeologist who meets, at a minimum, the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards as in effect at the time of the submission of the study.

9. Road Improvements. (a) Before the County shall be obligated to approve a site plan for development on the MU Property which includes installation of an entrance opposite the signalized intersection of Ironbound Road and Strawberry Plains Road, internal turn lanes exiting onto Ironbound Road and the traffic signal at that intersection shall have been constructed and/or modified in accordance with VDOT requirements or its construction and/or modification shall have been bonded in a manner acceptable to the County Attorney and VDOT.

(b) Before the County shall be obligated to approve a site plan for development on the MU Property which includes direct

access to public roads other than the intersections of (i) Monticello Avenue extended and Court Street and (ii) old Ironbound Road and Strawberry Plains Road, turn lanes if required by VDOT standards and guidelines shall have been (i) constructed or (ii) their construction shall have 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.

(c) At such time as VDOT determines that a traffic signal is warranted at the intersection of Monticello Avenue and Court Street, the County shall not be obligated to grant final approval of site plans in the MU Property until the signal is installed in accordance with VDOT specifications or its installation is bonded in a manner acceptable to the County Attorney and VDOT.

(d) All proffered improvements shall be designed and constructed in accordance with VDOT standards and guidelines and, when completed, shall be dedicated to VDOT or the County, as appropriate.

10. Streetscapes. All site development and subdivision plans for development within the MU Property shall include streetscape plans for adjacent streets within the MU Property consistent with the MU Guidelines applicable to that property. The approved streetscape plan shall be implemented when the adjacent MU Property is developed.

GENERAL PROFFERS

11. Headings. All section and subsection headings of

Conditions herein are for convenience only and are not a part of these Proffers.

12. **Severability.** If any condition or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such condition or part thereof shall not invalidate any other remaining condition contained in these Proffers.

13. **Conflicts.** In the event there is a conflict between these Proffers and the Guidelines, these Proffers shall govern.

WITNESS the following signature and seal:

C. C. CASEY LIMITED COMPANY
By: Robert T. Casey
Title: _____

STATE OF VIRGINIA
CITY/COUNTY OF WILLIAMSBURG, to-wit:

The foregoing instrument was acknowledged before me this 9th day of December, 1997 by Robert T. Casey as _____ of C. C. Casey Limited Company.

Vernon M. Geddy III
NOTARY PUBLIC

My commission expires:
12/31/99

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris & Geddy
516 South Henry Street
Williamsburg, VA 23185
(757) 220-6500

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EXHIBIT A

Those certain pieces or parcels of land shown and set out as Sections 1 through 4 and 6 through 13 and that portion of Section 5 now zoned R-8 on the Master Land Use Plan entitled "New Town Plan" prepared by Cooper, Robertson & Partners and AES Consulting Engineers dated July 23, 1997 and revised December 8, 1997, LESS AND EXCEPT those certain parcels of land owned by Williamsburg Merchants, Inc. and P.O. Richardson, William L. Person, Jr. and Edwina Smith, Trustee of the A.B. Smith Residual Trust and that portion of Section 5 now zoned M-1, with proffers.

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EXHIBIT B

That certain piece or parcel of land shown and set out as Section 1, Southern Civic District, on the Master Land Use Plan entitled "New Town Plan" prepared by Cooper, Robertson & Partners and AES Consulting Engineers dated July 23, 1997.

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EXHIBIT C

Those certain pieces or parcels of land shown and set out as Sections 2 through 4 and 6 through 13 and that portion of Section 5 now zoned R-8 on the Master Land Use Plan entitled "New Town Plan" prepared by Cooper, Robertson & Partners and AES Consulting Engineers dated July 23, 1997 and revised December 8, 1997, LESS AND EXCEPT those certain parcels of land owned by Williamsburg Merchants, Inc. and P.O. Richardson, William L. Person, Jr. and Edwina Smith, Trustee of the A.B. Smith Residual Trust and that portion of Section 5 now zoned M-1, with proffers.

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
29 day of Jan, 1998 *Proffers*
was presented and annexed and
admitted to record at *11:36 a.m.*
Teste: Helene S. Ward, Clerk
by *[Signature]*
Deputy Clerk

JAN 27 1998 0078

COMMONWEALTH OF VIRGINIA



PLEASE REPLY TO
JAMES CITY COUNTY ATTORNEY
JCC - BLDG. C

24.

OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 01/27/98 TIME: 11:36:55 ACCOUNT: 830CLR980001284 RECEIPT: 98000002203
CASHIER: CMB REG: WR04 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 980001284 BOOK: PAGE: RECORDED: 01/27/98 AT 11:36
GRANTOR: C C CASEY LIMITED COMPANY EX: N LOC: CO
GRANTEE: JAMES CITY COUNTY EX: N PCT: 100%

AND ADDRESS :
RECEIVED OF : JCCO DATE OF DEED: 12/09/97
CHECK : \$34.00

DESCRIPTION 1: PROFFERS SEC 1-4 AND 6-13 NEW TOWN PLAN
2:

CONSIDERATION:	.00	ASSUME/VAL:	.00	NAP:	
CODE DESCRIPTION		PAID CODE DESCRIPTION		PAID	
301 DEEDS		33.00 145 VSLF		1.00	

TENDERED : 34.00
AMOUNT PAID: 34.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD