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PROFFERS

These Proffers are made as of the 15th day of January, 1998, by CEL DEVELOPMENT, the owner of record of the Property (as hereinafter defined) and IRONBOUND ROAD ASSOCIATES, L.L.C., the contract purchaser of the Property (as hereinafter defined) (collectively "the Owner" or "the Owners"), together with their respective successors and assigns, which Owners collectively own and/or have a contract interest in certain real property shown on the James City County Tax Map 38-4 as Parcels 1-25A and 1-20, also known as 3970 Ironbound Road and 4010 Ironbound Road, Williamsburg, Virginia 23188.

RECITALS

A. CEL DEVELOPMENT is the owner of record of certain real property in James City County, Virginia, more particularly described as follows:

All that certain lot, piece or parcel of land situate in Berkeley District (formerly Jamestown District), James City County, Virginia, containing 5.42 acres and designated as Parcel "A" on a plat entitled "A SUBDIVISION OF RONALD T. CURTIS CUSTOM BUILDER, INC., JAMES CITY COUNTY, VIRGINIA" dated January 24, 1990 and made by The DeYoung-Johnson Group, Inc. Engineers-Architects-Surveyors, Williamsburg, Virginia, which plat is duly recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia, in Plat Book 51, page 99, to which reference is hereby made.

Being the same property conveyed to CEL DEVELOPMENT by Deed dated March 12, 1990 from RONALD T. CURTIS CUSTOM BUILDER, INC. recorded in James City County Deed Book 470, page 369.

All that certain lot, piece or parcel of land situate, lying and being in the Jamestown Magisterial District, James City County, Virginia, shown and designated as lot numbered ten (10) on that certain plat entitled "ESTATE OF WILLIAM ALLEN JONES, DECEASED,

SITUATE IN JAMESTOWN DISTRICT, JAMES CITY COUNTY, VIRGINIA” dated October, 1931, prepared by Cedric M. Bozarth, C.L.S. and recorded in the Clerk’s Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia, in Plat Book 5, at page 37, to which reference is here made. Being the same property conveyed to CEL DEVELOPMENT by Deed dated July 11, 1989 from SOCIETY R. WARREN et als recorded in James City County Deed Book 440, page 230.

All of the above described properties are herein collectively referred to as “the Property.”

B. The Property is more particularly shown on a conceptual plan entitled “IRONBOUND ROAD SELF STORAGE, JAMES CITY COUNTY, VIRGINIA” dated 12/22/97 prepared by J. Calvin Holcombe, which conceptual plan is hereinafter referred to as “the Conceptual Plan.”

C. The Owners have applied for a rezoning of the Property. The rezoning requested is from the General Residential District, R-2 to the General Business District, B-1 with Proffers.

D. A portion of the Property is immediately adjacent to the proposed right-of-way of State Route 199 and directly across the street from properties zoned Limited Business/Industrial District, M-1.

E. The proposed development will not be a burden on the public school system, the systems providing transportation, water and sewer, or fire, police or recreation facilities and because the proposed development will not adversely affect traffic, light or aesthetics and will be most appropriate for the existing neighborhood.

F. The James City County Land Use Plan Map of the James City County 1997 Comprehensive Plan designates the Property as “Low Density Residential” which

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designation specifically envisions “very limited commercial establishments ... located on collector roads at intersections where adequate buffering and screening can be provided to protect nearby residential uses and the character of the surrounding area”; however, the provisions of the James City County Zoning Ordinance may be deemed inadequate for the orderly development of the Property.

G. The Owners desire to offer to the County certain Proffers on the development on the Property not generally applicable to land similarly zoned for the protection and enhancement of the community and to provide for the high quality and orderly development of the Property.

NOW, THEREFORE, for and in consideration of the approval by James City County (“the County”) of the rezoning set forth above, and pursuant to Section 15.2-2296 *et seq* of the Code of Virginia, 1950, as amended, and Section 24-16 of the County Code, the Owners agree that they will meet and comply with all of the following proffers in developing the Property. In the event all of the requested rezoning is not granted by the County, these proffers shall thereupon become null and void.

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PROFFERS

1. Uses:

The uses of the Property shall be limited to the following:

- Apartment or living quarters for a guard, caretaker, proprietor or the person employed on the premises which is clearly secondary to the commercial use of the Property.
- Off street parking as required by Section 24-53.
- Warehousing with all storage limited to a fully enclosed building(s).

- Accessory buildings or structures as defined by Section 24-2 of the County Zoning Ordinance.
- Accessory uses as defined by Section 24-2 of the County Zoning Ordinance.

2. Architectural Design:

The architectural design of the manager's office building shall be substantially in accordance with the rendering on file with the County entitled "View from Ironbound Road."

The architectural design of the storage units shall be substantially in accordance with the rendering on file with the County entitled "Huguenot - Robious Mini Storage."

The design and materials of the entrance gate and the entrance sign shall be subject to the review and approval of the County's Director of Planning.

3. Building Materials:

Subject to the approval of the County's Director of Planning, the buildings on the Property shall be constructed utilizing the following materials and such colors as may be approved by the County's Director of Planning:

- Oversized "Colonial" #1-109 red bricks made by Lawrenceville shall be used on all exterior above grade perimeter walls and walls of buildings that face public roads or that face Mt. Pleasant Baptist Church. In all other above grade areas, concrete block shall be used and painted a color approved by the County's Director of Planning.
- All brick masonry cement shall be "Flamingo type S" # C-81.
- Roof shingles shall be a color approved by the County's Director of Planning (Class "A," self sealing three tab type).

- All exterior doors shall be painted a color approved by the County's Director of Planning.
- All wood trim shall be painted a color approved by the County's Director of Planning.
- All chain-link fencing used on the Property shall be black in color.

4. Lighting of Parking Area and Drive Isles:

All parking area and drive isle lighting shall be limited to ten (10) feet in height above finished floor elevation and shall be approved by the County's Director of Planning provided that all such exterior light fixtures on the Property shall be horizontally mounted recessed fixtures with no lens, bulb or globe extending below the casing or otherwise unshielded by the case so that the light source is visible from the side of the fixture.

5. Access:

There shall be but one means of ingress and egress from Ironbound Road to the Property and from the Property to Ironbound Road and such ingress and egress point shall be located along the cul-de-sac road off of Ironbound Road.

6. HVAC Screening:

All heating, ventilation and air conditioning equipment shall be screened from public view at the ground level of each perimeter line of the Property in a manner approved by the County's Director of Planning.

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7. Central Trash Receptacles:

Central trash receptacles shall be screened from public view at ground level of each perimeter line of the Property in a manner approved by the County's Director of Planning.

8. Outside Speakers:

No outside audio speakers shall be permitted on the Property.

9. Refuse And Trash Pick-Up:

Refuse and trash pick-up from the Property shall be limited to the hours of 8:00 a.m. through 5:00 p.m., Monday through Friday and no refuse or trash pick-up shall be permitted at any other time or at any time on either Saturday or Sunday.

10. Office Operating Hours:

Office operating hours shall not commence before 8:00 a.m. or extend after 6:00 p.m. on any day.

11. Storage Unit Access Hours:

Access to the storage units on the Property shall not commence before 7:00 a.m. or extend beyond 9:00 p.m. except in cases of bona fide emergencies.

12. Security:

The facility shall have a full-time on-site manager, twenty-four (24) hours per day.

13. Set Backs and Landscaping:

No building on the Property shall be located closer than fifty (50) feet to any perimeter line of the Property. In said set back area, the Owner shall provide a

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natural buffer, a minimum of thirty (30) feet in width, which area shall remain undisturbed except for selective clearing, landscaping, entrances/exits, utilities, stormwater management facilities, grassed drainage ways, signs and easements for parking and/or drive aisles for the benefit of Mount Pleasant Baptist Church all of which must be approved by the County's Director of Planning.

The set back area of fifty (50) feet including the natural buffer thereon of thirty (30) feet shall be supplemented with landscaping and/or reforestation so that, when counted with all landscaping that remains, the required number of plants equals one hundred thirty-three percent (133%) of the County's Landscaping Ordinance requirements ("Enhanced Landscaping"). The plan for the Enhanced Landscaping shall be subject to the review and approval of the County's Director of Planning.

Along that portion of the lines of the Property adjacent to the property now or formerly owned by the Trustees of the Mount Pleasant Baptist Church (Tax Map 38-4 Parcel 1-21), said landscaping may be reduced, but only with the consent of the County's Director of Planning and only to accommodate an area for an easement on a portion of the Property to provide parking and/or drive aisles for the benefit of the Mount Pleasant Baptist Church.

Enhanced Landscaping, as defined above, subject to the County's Director of Planning approval, shall also be provided between the BMP and the Property's easterly property line.

Notwithstanding the aforesaid, along that portion of the Property adjacent to "Ramp B" of State Route 199, the location of the building set back and the natural buffer

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and Enhanced Landscaping therein, shall be measured not from the perimeter line of the Property but from a line parallel to "Ramp B" which line is twenty (20) feet east of "Ramp B" and which line runs for a distance of four hundred sixty (460) feet in length from the property of Mount Pleasant Church in a southerly direction parallel to "Ramp B" to exclude from said set back area the existing easement granted to Virginia Power.

14. Building Arrangement:

In order to mitigate possible noise, light and dust impacts to adjacent property, the Owner of the Property shall construct all storage buildings, so that the doors of storage units adjacent to perimeter lines of the Property will face away from such lines of the Property unless appropriate screening is provided and approved by the County's Director of Planning.

15. Environmental Protection:

In order to mitigate possible adverse environmental effects on the Property and on the Mount Pleasant Natural Area, the Owner shall:

- retain at its expense a qualified environmental consultant to determine the existence of any Virginia least trillium (Trillium pusillum var. virginianum) and New Jersey rush (Juncus caesariensis) on the Property and, if found, accomplish a transplanting of the same to another suitable habitat, the location of which shall be approved by the County's Director of Planning;
- prior to the construction of any improvements on the Property, install an extended detention stormwater management wet pond, the design of which shall be approved by the County's Environmental Director;

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- after the construction of the improvements on the Property, install within the fifty (50) foot set back area, grassed drainage ways to reduce pollutant loading, the design of which shall be approved by the County's Environmental Director.
- prior to the issuance of a building permit on the Property, the Owner shall pay to the County the sum of \$6,000.00 to fund a monitoring program of five (5) years in duration conducted by a qualified environmental consultant to assess the environmental condition of any wetlands and any plant life previously identified in the northwest headwaters of the Mount Pleasant arm of Mill Creek above Indigo Dam as well as the sites to which any Virginia least trillium (Trillium pusillum var. virginianum) and New Jersey rush (Juncus caesariensis) are transplanted.
- no fertilizer or pesticides shall be used on any open space on the Property without the prior approval of the County's Environmental Director.

GENERAL PROFFERS

1. Headings:

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

2. Conceptual Plan:

The Property will be developed generally in accordance with the Conceptual Plan. The amount of impervious surface area on the Property after full development shall not exceed 46.75% of the total area of the Property. The Owner may, from time to time, in final plats or site plans submitted to the County relocate the specific uses shown on the Conceptual Plan (provided that such uses are permitted by the County Zoning Ordinance and these Proffers) provided that the County's Director of Planning

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determines that said relocations do not alter the basic concept or character of the development.

3. Phasing of Improvements and Landscaping:

The improvements and landscaping required pursuant to these proffers may be installed in phases in accordance with approved site plans.

4. 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 signatures and seals:

CEL DEVELOPMENT

By: *Charles E. Lewis* (SEAL)
President

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IRONBOUND ROAD ASSOCIATES, L.L.C.

By: Bernard J. Levey (SEAL)
Managing Partner

COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF James City County, to-wit:

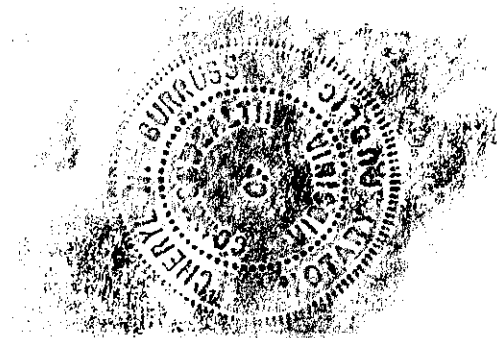
The foregoing instrument was acknowledged before this 20th day of January, 1998 by Charles E. Lewis, _____ of CEL DEVELOPMENT, its officer and on its behalf.

[Signature]
NOTARY PUBLIC

My Commission Expires March 31, 1998

My commission expires: _____

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COMMONWEALTH OF VIRGINIA

CITY/COUNTY OF Henrico, to-wit:

The foregoing instrument was acknowledged before this 16th day of January, 1998 by Bernard J. Levey, Managing Partner of IRONBOUND ROAD ASSOCIATES, L.L.C., its officer and on its behalf.

Carolyn L. Winkler

NOTARY PUBLIC

Embossed Hereon is My
Commonwealth of Virginia Notary Public Seal
My Commission Expires March 31, 1999
CAROLYN L. WINKLER

My commission expires:

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NOTARY PUBLIC
CAROLYN L. WINKLER
1615 N. ...



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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 15 day of June 1998. This Proffers was presented to the Court at 8:52 o'clock PM and acknowledged and tested by Walter ... Deputy Clerk

Prepared by:
Alvin P. Anderson, Esquire
Anderson, Franck & Davis, P.C.
P.O. Drawer Q
Williamsburg, VA 23187
(757) 229-7322

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 06/15/98 TIME: 08:52:24 ACCOUNT: 890CLR980010989 RECEIPT: 98000017367
CASHIER: CHB REG: W804 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 980010989 BOOK: PAGE: RECORDED: 06/15/98 AT 08:56
GRANTOR: CEL DEVELOPMENT EX: N LDC: 00
GRANTEE: IRONBOUND ROAD ASSOCIATES L L C EX: N PCT: 100%

AND ADDRESS :
RECEIVED OF : JCDD DATE OF DEED: 06/15/98

CHECK : \$21.00
DESCRIPTION 1: 5.42 AC PARCEL A RONALD T CURTIS & LOT 10
2: ESTATE OF WILLIAM ALLEN JONES

CONSIDERATION: .00 ASSUME/VAL: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 20.00 145 VSLF 1.00

TENDERED : 21.00
AMOUNT PAID: 21.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

DC-18 (2/98)

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