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PROFFER AGREEMENT

THIS PROFFER AGREEMENT made and entered into this 5th day of November, 1999, by and among the Heirs at Law of FRED TAYLOR SR. ("Taylor"), FREDERICK L. TAYLOR ("F. Taylor"), BLISS E. ARMSTEAD ("Armstead"), WARHILL CORPORATION ("WarHill") and ASSOCIATED DEVELOPERS, INC., a Virginia corporation ("Associated"), in favor of JAMES CITY COUNTY, VIRGINIA, a municipal corporation (the "County").

RECITALS:

- A. Taylor and F. Taylor are the owners of certain real property containing 10.62 acres located in James City County, Virginia, more particularly described on Exhibit A attached hereto; Armstead is the owner of certain real property containing approximately 14.24 acres, by current survey and originally described as 16 1/8 acres as set forth on Exhibit B; and Warhill is the owner of certain real property containing approximately 6.66 acres, more particularly described on Exhibit C, of which 3 acres is to be conveyed to Associated with all three parcels containing together approximately 27.86 acres, with all of said property being hereinafter described as the "Property".
- B. Associated has entered into contracts with Taylor, F. Taylor, Armstead and Warhill for the purchase of the Property, which is conditioned upon the re-zoning of the Property.
- C. Armstead, Taylor, F. Taylor, Warhill and Associated have submitted an application for the re-zoning to the County as Case #Z-5-99 and also known as Case #SUP 15-99.

NOW, THEREFORE, for and in consideration of the approval by the County of the re-zoning and pursuant to Section 15.2-2297, et seq. of the Code of Virginia, 1950, as amended, and Section 24-16 of the Zoning Ordinance of James City County, Associated, Taylor, F. Taylor, Armstead and Warhill agree that they shall meet and comply with all of the following conditions in developing and improving the Property. In the event the requested re-zoning is not approved by the County, these proffers shall become null and void and the Property shall maintain its current zoning.

- 1a. Bike Lane Along the Property. Associated, as the developer and owner, shall construct a five (5) foot wide Virginia Department of Transportation ("VDOT") standard shoulder bike lane along the front of the Property adjacent to Centerville Road.
- 1b. Additional Bike Lane Along Centerville Road. If turn lanes are required by VDOT along either side of Centerville Road, then Associated, as the developer and owner, shall construct a five (5) foot wide VDOT standard shoulder bike lane along and adjacent to the turn lanes, as required by the Planning Director. In addition, any road, drainage or utility improvements Required by VDOT along Centerville Road not adjacent to turn lanes constructed by Associated (the "Centerville Road

JUL 24 8 03 50

Improvements"), shall be constructed in such a way that subsequent installation of a bike lane along Centerville Road shall not require the relocation of the Centerville Road Improvements, as required by the Planning Director.

- 1c. Approvals. The construction of the bike lanes required hereunder shall be completed or bonded prior to final subdivision approval.

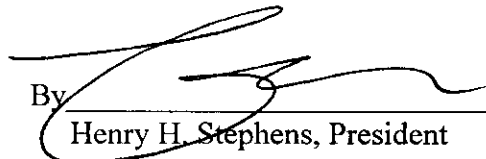
2. Associated, as the developer, agrees to make a voluntary cash contribution in the amount of \$50,000.00 to mitigate capital cost impacts of the proposed development, with \$25,000.00 payable one (1) year from the date of final subdivision approval and \$25,000.00 payable two (2) years from the date of final subdivision approval. The payments due hereunder will be secured by an irrevocable letter of credit issued by a bank and in a form acceptable to the County Attorney issued at the time of the final subdivision approval.

3. Associated, as the developer, agrees that the Declaration of Covenants, Conditions and Restrictions applicable to the lots in the proposed development shall provide for the establishment of an Architectural Review Board ("ARB") and that the ARB shall be responsible for developing standards to be approved by the James City Service Authority and subsequently for enforcing these standards. The standards shall address such water conservation measures as the installation and use of irrigation systems and irrigation wells, the use of landscaping, and the use of water saving fixtures to promote water conservation and minimize the use of public water and public water resources. The standards shall be approved by the James City Service Authority prior to final subdivision approval.

This Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective heirs, successors and assigns. This Agreement may be executed in various counterparts with all such counterparts taken together constituting and being enforceable as one single instrument.

WITNESS the following signatures and seals:

ASSOCIATED DEVELOPERS, INC.

By 
Henry H. Stephens, President

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HEIRS OF FRED TAYLOR SR.

N/A
Beulah Taylor

Frederick L. Taylor

Pearl Taylor
✓ Pearl Taylor

Robert K. Taylor
✓ Robert K. Taylor

Stanley B. Taylor
✓ Stanley B. Taylor

Ann M. Taylor
✓ Ann M. Taylor

Norma T. White
Norma T. White

Louise T. Martin
Louise T. Martin

Avi Taylor
Avi Taylor

N/A
Emma Taylor

JUL 24 8 03 52

HEIRS OF FRED TAYLOR SR.

N/A

Beulah Taylor

Frederick L Taylor
Frederick L. Taylor

Pearl Taylor
✓ Pearl Taylor

Robert K Taylor
✓ Robert K. Taylor

✓ Stanley E. Taylor

Ann M Taylor
✓ Ann M. Taylor

Norma T White
Norma T. White

Louise T. Martin
Louise T. Martin

Avi Taylor
✓ Avi Taylor

N/A

Emma Taylor

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Esther T. Love
Esther T. Love


JUL 24 8 03 54

Bliss E. Armstead

Bliss E. Armstead

JUL 24 8 03 55

WARHILL CORPORATION

By  _____
Its PRESIDENT _____

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STATE OF VIRGINIA

CITY/COUNTY OF Newport News, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 5th
day of November, 1999, by Henry H. Stephens, President
of Associated Developers, Inc.

Carol Lynn Andrew
Notary Public

My commission expires: May 31, 2000

JUL 24 8 03 57

STATE OF VIRGINIA

CITY/COUNTY OF Newport News, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 15th
day of November, 1999, by Frederick L. Taylor

Cecilia Lynn Anderson
Notary Public

My commission expires: May 31, 2000

JUL 24 8 03 58

STATE OF VIRGINIA

CITY/COUNTY OF James City County, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 19th
day of November, 1999, by Pearl Taylor.

Cecel Lynn Andrews
Notary Public

My commission expires: May 31, 2000

JUL 24 8 03 59

STATE OF VIRGINIA

CITY/COUNTY OF James City County, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 19th
day of November, 1999, by Robert K. Saylor.

Carol Lynn Andrews
Notary Public

My commission expires: May 31, 2006

JUL 24 8 03 60

STATE OF VIRGINIA

CITY/COUNTY OF NEWPORT NEWS, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 19TH
day of November, 1999, by STANLEY E. TAYLOR.



Notary Public

My commission expires: 3/31/2000

JUL 24 8 03 61

STATE OF VIRGINIA

CITY/COUNTY OF James City County, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 19
day of November, 1999, by Ann M. Taylor.

Carol Lynn Andrews
Notary Public


My commission expires: May 31, 2000

JUL 24 8 03 62

STATE OF VIRGINIA

CITY/COUNTY OF James City, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 22nd
day of November, 1999, by NORMA T. WHITE & LOUISE T. MARTIN.



Notary Public

My commission expires: 3/31/2000

JUL 24 8 03 63

STATE OF VIRGINIA

CITY/COUNTY OF James City County, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 19~~th~~
day of November, 1999, by Ani L. Taylor.

Carol Lynn Andrews
Notary Public

My commission expires: May 31, 2000

JUL 24 8 03 64

STATE OF VIRGINIA

CITY/COUNTY OF Newport News, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 15
day of November, 1999, by Esther J. Lowe

Carol Lynn Andrew
Notary Public

My commission expires: May 31, 2000

JUL 24 8 03 65

STATE OF VIRGINIA

CITY/COUNTY OF James City County, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 19
day of November, 1999, by Bliss E. Armstrong

Carol Lynn Andrew
Notary Public

My commission expires: May 31, 2000

JUL 24 8 03 66

STATE OF VIRGINIA

CITY/COUNTY OF JAMES CITY COUNTY, To Wit:

Acknowledged and sworn to before the undersigned Notary Public this 22nd
day of November, 1999, by WILLIAM M. LEE, PRESIDENT WARTHILL CORPORATION



Notary Public

My commission expires: 3/31/2001

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EXHIBIT A

All that certain lot, piece or parcel of land, situate, lying and being in James City County, Virginia, containing 10.262 acres, being more particularly described as follows: Commencing at a n iron stob in the southerly right of way of Centerville Road which is the common corner with the property of Frederick L. Taylor, and from said point of beginning thence running along the southerly side of Centerville Road in a northeasterly direction with a curve having a radius of 2112.47' and a length of 117.66' to an iron pin in the common corner of the property of Roosevelt White and thence running the following courses and distances: S. 63° 57' 40" E, 297.66' to a point; thence N. 26° 02' 20" E, 173.64' to a point; thence S. 68° 59' 55" E, 358.71' to a point; thence N. 43° 53' 55" E, 150.00' to a point; thence S. 68° 59' 54" E, 110.51' to a point; thence S. 13° 59' 58" W, 417.63' to a point; thence S. 17° 16' 53" W, 365.78' to a point; thence N. 55° 34' 18" W, 74.72' to a pine stump; thence N. 61° 28' 13" W, 282.54' to a point; thence N. 60° 33' 15" W, 447.70' to a point; thence N. 29° 26' 45" E, 2246.39' to a point; thence N. 6661° 51' 46" W, 210.00' to the point or place of beginning.

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EXHIBIT B

All that certain tract or parcel of land situate in Jamestown District, James City County, Virginia, containing sixteen and one-eighth (16 1/8) acres of land, but sold in gross and not by acre. Bounded on the West by land of the Fred Taylor estate; on the North by land known as the Centerville Tract, now owned by the War Hill Corporation and by property of Burton Woods; on the East by land formerly owned by the Jeremiah Wallace estate, now of the War Hill Corporation; and on the South by land formerly owned by the Bedford Pulp and Paper Co., now of Jeremiah Wallace and William Wallace estates.

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EXHIBIT C

All that piece of land containing 3.0 acres being the rear or southerly portion of a parcel containing 6.66 acres, located in Berkeley District, James City County, Virginia, fronting 210 feet on Route 614 adjacent to some land of Cora Lee Green to the south and by land of William Spencer Minor to the north, shown and designated on the survey plat thereof dated September 27, 1969, made by L. V. Woodsen Associates, engineers and surveyors, entitled, "A SURVEY FOR CONVEYANCE-WILLIAM SPENCER MINOR, et ux TO WILLIAM M. LEE, PART OF THE GEORGE W. MINOR TRACT LYING IN BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA", attached to that certain deed dated February 13, 1979 and recorded in the Clerk's Office of the Circuit Court for the County of James City, Virginia in Deed Book 192, page 125. This is the same land of which Gladys Lucille Marston Minor died intestate, on or about September 20, 1946, seized of a one-half interest.

Being the same property conveyed to War Hill Corporation by deed dated February 13, 1979 and recorded in the aforesaid Clerk's Office in Deed Book 192, page 125.

LESS AND EXCEPT 0.048± acres conveyed to the Commonwealth of Virginia by deed dated May 13, 1993 and recorded in the aforesaid Clerk's Office in Deed Book 619, page 403.

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VIRGINIA: City of Williamsburg and County of James City, to-wit:
This Proffer Agreement was presented with certificate annexed and admitted to record on 24 July, 2000, at 3:20 PM, in the Clerk's Office of the Circuit Court of the City of Williamsburg and County of James City.
TESTE: BETSY B. WOOLRIDGE, CLERK
BY: Betsy B. Woolridge Deputy Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 07/24/00 TIME: 15:20:45 ACCOUNT: 880CLR00013916 RECEIPT: 00000022107
CASHIER: CHB SER: W104 TYPE: AB PAYMENT: FULL PAYMENT
INSTRUMENT : 000013916 BOOK: PAGE: RECORDED: 07/24/00 AT 15:20
GRANTEE: TAYLOR, FRED SR EX: N LOC: 00
AND ADDRESS : JAMES CITY COUNTY EX: N PCT: 100X
RECEIVED OF : JCCD

DATE OF DEED: 11/05/99

\$30.00

DESCRIPTION 1: 10.262 AC CENTERVILLE ROAD, 16 1/8 AC
2: JAMESTOWN DIST 1 & 6.66 AC BERKELEY DIST

PAGES: 21
NAMES: 0
MAP: 0

CONSIDERATION:
CODE DESCRIPTION: .00 ASSUME/VAL
PAID CODE DESCRIPTION: .00

301 DEEDS
29.00 145 VSLF
PAID 1.00

TENDERED : 30.00
AMOUNT PAID: 30.00
CHANGE AMT : .00

CLERK OF COURT: BETSY WOOLRIDGE

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