

990024650

PROFFERS

These Proffers are made as of the 8th day of October, 1999, by THE PRIME OUTLETS AT WILLIAMSBURG, L.L.C., a Delaware limited liability company, ("Prime"), and the TRUSTEE(S) OF THE KINGDOM HALL OF JEHOVAH'S WITNESSES, (the "Trustees") the owner or optionee of separate parcels of property hereinafter described, together with their respective successors and assigns, which real property is generally shown on the James City County Tax Map 33-1 as part of Parcel 1-33A, and all of 1-33C, 1-33E, 1-33D, 1-28 and 1-29 also known as part of 5611 Richmond Road, 5699 Richmond Road, 5715 Richmond Road and 5721 Richmond Road and all of 5731 Richmond Road, Williamsburg, Virginia 23188.

RECITALS

A. PRIME is the owner of record of certain real property in James City County, Virginia, described on a drawing entitled "PRIME RETAIL OUTLET EXPANSION, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated 7/19/99 prepared by Langley and McDonald, Inc. and attached as Exhibit "A" on a drawing the property owned by Prime is described as "Phase I, Phase II, Phase III Phase IV" more particularly described as follows:

Phase I:

That certain piece of land situate in James City County, Virginia containing 3.7098 Acres, more or less, shown and designated as "Parcel B 3.7098 Ac" on a certain plat entitled "PARCEL 'B' BEING A SUBDIVISION OF PROPERTY OF WILLIAMSBURG MEMORIAL PARK JAMES CITY COUNTY, VIRGINIA", dated 05/03/89 and made by Langley & McDonald, Engineers - Planners - Surveyors of

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Post-it® Fax Note	7671	Date	12/13/99	# of pages	2
To	William Lindstrom Esq.	From	Leo Regier		
Co./Dept.	K+C	Co.	JCC		
Phone #	259-3815	Phone #	253-6614		
Fax #	230-1231	Fax #	253-6833		

Williamsburg, Virginia ("Plat"). Said Plat is recorded in Plat Book 51, page 86, and is incorporated herein by reference for a more complete description of the property conveyed.

AND

All those certain lots, pieces or parcels of land, with all improvements thereon, appurtenances thereunto, belonging in the James City County, Virginia, and more particularly described as Parcel 1 containing 0.2438 acres, Parcel 2 containing 0.1837 acres, Parcel 3 containing 0.2264 acres, and Parcel 4 containing 0.1515 acres, as shown on a plat entitled "PLAT OF PARCELS 1, 2, 3, AND 4, OF SUBDIVISION OF PROPERTY ALMAC LIMITED PARTNERSHIP AND ALMAC II LIMITED PARTNERSHIP, JAMES CITY COUNTY, VIRGINIA" dated January 22, 1990, and prepared by Langley and McDonald, a professional corporation, Engineers - Planners - Surveyors, Virginia Beach, and Williamsburg, Virginia, a copy of which is recorded in Plat Book 52, pages 5, 6 and 7.

BEING a part of the same real estate conveyed to Almac V Limited Partnership, a Virginia limited partnership, by the following three deeds: (1) from Williamsburg Memorial Park, Inc., a Virginia corporation, dated November 16, 1989, recorded February 9, 1989, in the Clerk's office, Circuit Court, James City County, Virginia, in Deed Book 465, page 117; (2) from Almac II Limited Partnership, a Virginia limited partnership, dated March 22, 1990, recorded March 26, 1990, in the Clerk's office, Circuit Court, James City County, Virginia, in Deed Book 468, page 808; and (3) from Almac Limited Partnership, a Virginia limited partnership, dated March 22, 1990, recorded March 26, 1990, in the Clerk's office, Circuit Court, James City County, Virginia, in Deed Book 468, page 808. Almac V Limited Partnership merged into McG Outlet Centers Limited Partnership, a Delaware limited partnership by Certificate of Merger filed with the Virginia State Corporation Commission on October 21, 1993, with a copy of said merger being recorded November 5, 1993 in the aforesaid Clerk's office, in Deed Book 651, page 424.

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Phase II:

All that certain land situate in James City County, Virginia, and more particularly described as follows:

PARCEL ONE: That certain piece or parcel of land situate in Berkeley District, James City County, on the westerly side of U. S. Route 60 and set out and shown on a plat entitled, "A Plat of a Survey of 3.952 Acres, for Conveyance from: D. C. Renick Estate, Et Al to: The Bartley Collection, Ltd.," dated November 13, 1984 and made by Paul C. Small, Certified Land Surveyor, copy of which plat is recorded in Deed Book 261, page 486.

AND

PARCEL TWO: That certain lot, or piece or parcel of land situate in Berkeley District, James City County, Virginia on the westerly side of U. S. Route 60 and set out and shown on a plat entitled, "Survey of a 3.0006 Acres of Land for Conveyance to Frederick (sic) L. & Phyllis W. Belden, James City County, Va" dated November 14, 1983 and made by Evans Surveying Co., P.S., which plat is recorded in the Clerk's office of the Circuit Court for the City of Williamsburg and County of James City in Plat Book 39, page 7.

LESS AND EXCEPT Parcels 3 containing 0.2264 acres, and Parcel 4 containing 0.1515 acres, as shown on a plat entitled "PLAT OF PARCELS 1, 2, 3, AND 4, OF SUBDIVISION OF PROPERTY ALMAC LIMITED PARTNERSHIP AND ALMAC II LIMITED PARTNERSHIP, JAMES CITY COUNTY, VIRGINIA" dated January 22, 1990, and prepared by Langley and McDonald, a professional corporation, Engineers - Planners - Surveyors, Virginia Beach, and Williamsburg, Virginia, a copy of which is recorded in Plat Book 52, pages 5, 6 and 7, conveyed by Almac II Limited Partnership, a Virginia limited Partnership to Almac V Limited Partnership, a Virginia limited partnership by deed recorded in Deed Book 468, page 808.

BEING a part of the same real estate conveyed to Almac II Limited Partnership, a Virginia limited partnership, by deed from The Bartley Collection, Ltd., a Delaware corporation,

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dated August 31, 1987, recorded September 8, 1987, in the Clerk's office, Circuit Court, James City County, Virginia, in Deed Book 361, page 284. Almac II Limited Partnership merged into McG Outlet Centers Limited Partnership, a Delaware limited partnership by Certificate of Merger filed with the Virginia State Corporation Commission on October 21, 1993, with a copy of said merger being recorded November 5, 1993 in the aforesaid Clerk's office, in Deed Book 651, page 420.

Phase III:

That certain piece or parcel of land situate in Berkeley District, James City County, Virginia on the westerly side of U. S. Route 60 and set out and shown on a plat entitled, "PLAT OF PROPERTY OF ROBERT A. DUNCAN, ET ALS., BEING A PORTION OF BENJAMIN S. SCOTT ESTATE," dated June 11, 1984, made by Langley & McDonald, a copy of which plat is recorded in plat Book 39, page 63. As shown on said plat such parcel contains 8.28 acres \pm .

LESS AND EXCEPT Parcel 1 containing 0.2438 acres, and Parcel 2 containing 0.1837 acres, as shown on a plat entitled "PLAT OF PARCELS 1, 2, 3, AND 4, OF SUBDIVISION OF PROPERTY ALMAC LIMITED PARTNERSHIP AND ALMAC II LIMITED PARTNERSHIP, JAMES CITY COUNTY, VIRGINIA" dated January 22, 1990, and prepared by Langley and McDonald, a professional corporation, Engineers - Planners - Surveyors, Virginia Beach, and Williamsburg, Virginia, a copy of which is recorded in Plat Book 52, pages 5, 6 and 7, conveyed by Almac Limited Partnership, a Virginia limited partnership to Almac V Limited Partnership, a Virginia limited partnership by deed recorded in Deed Book 468, page 811.

BEING a part of the same real estate conveyed to Almac Limited Partnership, a Virginia limited partnership, by deed from Jerome B. Taylor and Barbara H. Taylor, dated June 24, 1987, recorded July 30, 1987, in the Clerk's office, Circuit Court, James City County, Virginia, in Deed Book 355, page 94. Almac Limited Partnership merged into McG Outlet Centers Limited Partnership, a Delaware limited partnership by Certificate of Merger filed with the Virginia State

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Corporation Commission on October 21, 1993, with a copy of said merger being recorded November 5, 1993 in the aforesaid Clerk's office, in Deed Book 651, page 416.

Phase IV:

All of that property situated in James City County, Virginia containing 15.5763 acres and more particularly described as follows:

Beginning at an iron pipe found on the west right-of-way line of Richmond Road (U. S. Route 60), said point being approximately 1,933 feet north of the intersection of Richmond Road and Old Town Road thence along the property line common to land now or formerly owned by ALMAC II, Ltd. Partnership S87° 51'06" W, 836.78 feet to an iron pipe found; thence along the property line common to land now or formerly owned by Williamsburg Memorial Park, Inc. S88° 25'46" W, 532.80 feet to an iron pipe found; thence along the property line common to land now or formerly owned by Grace R. Scott Paluzsay.

N13° 35'52" W, 674.77 feet to an iron pipe found; thence along the property line common to land now or formerly owned by Mangrum and Galanos S84° 45'42" E, 464.96 feet to an iron pipe set on the property line common to land now or formerly owned by Christian (D. B. 278, Pg. 105); thence along the property line common to land now or formerly owned by Christian S05° 15'17" W, 39.76 feet to an iron pipe found; thence continuing along the property line common to land now or formerly owned by Christian S84° 42'43" E, 249.22 feet to an iron pipe found; thence continuing along the property line common to land now or formerly owned by Christian S83° 51'20" E, 159.80 feet to an iron pipe found; thence continuing along the property line common to land now or formerly owned by Christian S83° 35'49" E, 159.50 feet to an iron pipe found; thence along the property line common to land now or formerly owned by Williamsburg Congregation of Jehovah's Witnesses S16° 35'34" E, 223.27 feet to an iron pipe found; thence continuing along the property line common to land now or formerly owned by Williamsburg Congregation of Jehovah's Witnesses N78° 04'54" E, 332.75 feet to an iron pipe found on the west right-of-way line of Richmond Road (U. S. Route 60); thence

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along the west right-of-way line of Richmond Road (U. S. Route 60) on a curvelinear line whose arc length = 32.10 feet, central angle = $00^{\circ} 20'44''$, radius = 5,321.74 feet, chord bearing $S19^{\circ} 22'21''$ E, and chord = 32.10 feet to an iron pipe set; thence continuing along the west right-of-way line of Richmond Road (U. S. Route 60) $S19^{\circ} 12'00''$ E, 311.77 feet and returning to the point of beginning.

BEING the same real estate conveyed to McG Outlet Centers Limited Partnership, a Delaware limited partnership, by deed from ZWB Enterprises, a North Carolina corporation, dated January 28, 1995, recorded February 22, 1995, in the Clerk's office, Circuit Court, County of James City, Virginia, in Deed Book 727, page 375.

McG Outlet Centers Limited Partnership merged into Horizon/Glen Outlet Centers Limited Partnership, a Delaware limited partnership on July 14, 1995, as evidenced by Certificate of Merger from the State of Delaware Secretary of State Division of Corporations, a copy of which was recorded August 2, 1995, in the Clerk's office, Circuit Court, County of James City, Virginia, in Deed Book 748, page 266.

All of said property is described herein as "The Prime Property."

B. Prime has previously constructed on the Prime Property improvements, including but not limited to, buildings currently containing by estimation 292,450 square feet of floor area ("the Existing Facility").

C. The Trustees are the owners of record of certain real property in James City County, Virginia, more particularly described on a drawing entitled "PRIME RETAIL OUTLET EXPANSION, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated 7/19/99 prepared by Langley and McDonald, Inc. and attached as Exhibit "A" on which drawing the property owned by the Trustees is described as "Parcel "B". Said property is described herein as "the Trustees' Property." Prime is a contract purchaser of the Trustees' Property.

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D. Travco Hotel Group, Inc. is the owner of record of certain real property in James City County, Virginia, more particularly described on a drawing entitled "PRIME RETAIL OUTLET EXPANSION, BERKELEY DISTRICT, JAMES CITY COUNTY, VIRGINIA" dated 7/19/99 prepared by Langley and McDonald, Inc. and attached as Exhibit "A" on which drawing the property owned by Travco is described as "Parcel A". Said property is described herein as "the Travco Property." Prime is a contract purchaser of the Travco Property.

E. The Prime Property, the Trustees' Property and the Travco Property when consolidated constitute "the Property."

F. Prime, with the written consent of the Trustees and Travco, has applied for a special use permit for the Property pursuant to the provisions of Section 24-11 of the James City County Zoning Ordinance ("the Special Use Permit") and a proffer amendment on a portion of the Property ("the Proffer Amendment"). The Special Use Permit would replace in its entirety Sup No. 8-94 while the Proffer Amendment requested is the substitution of the proffers hereinafter specified in lieu of all of the proffers set forth in agreements of record in the Clerk's office of the Circuit Court for the City of Williamsburg and County of James City in Deed Book 390, page 139 et. seq. and Deed Book 766, page 481 et. seq. ("the Existing Proffers").

G. The provisions of the James City County Zoning Ordinance may be deemed inadequate for the orderly development of the Property.

H. Prime and the Trustees 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 Special Use Permit and the Proffer Amendment, 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, Prime agrees that it will meet and comply with all of the following proffers in developing the Property in lieu of the Existing Proffers. In the event both of the Special Use Permit and the Proffer Amendment are not granted by the County, these proffers shall thereupon become null and void.

GENERAL PROFFERS

1. Headings:

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

2. Phasing of Improvements:

All improvements may be installed in phases in accordance with separate approved site plans.

3. Off Site Traffic Improvements:

To accommodate the additional traffic volumes forecasted from the additional development proposed, Prime shall install/make or bond the following improvements prior to the issuance of certificates of occupancy for any buildings which increase the square feet of floor area beyond that currently contained in the Existing Facility.

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- A. Relocate the existing median crossover at the middle driveway to the west driveway, with the existing median crossover being closed. Install a traffic signal at the west driveway intersection with Route 60.
- B. Install a 200 feet long left turn lane with a minimum taper length of 200 feet in the median on the westbound Route 60 approach to the west driveway intersection.
- C. Maintain the existing right turn lane at the west driveway access.
- D. Install a 200 feet long left turn lane with a minimum taper length of 200 feet in the median of the eastbound Route 60 approach to the west driveway intersection.
- E. Pay to the Virginia Department of Transportation the sum of Four Thousand and No/100 Dollars for traffic signal coordination amongst the traffic signals along U. S. Route 60 at Airport Road, Olde Towne Road and adjacent to the Property.

4. Trustees and Travco Obligations:

The Trustees join in these Proffers only to evidence their consent thereto; however, the Trustees shall not be obligated to expend any sum of money to meet and satisfy the obligations of Prime hereby created.

5. 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:

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THE PRIME OUTLETS AT WILLIAMSBURG, L.L.C.

By: Glenn D. Reschke (SEAL)
Glenn D. Reschke,
Executive Vice President
Prime Retail, Inc., General Partner of
Prime Retail, L. P., managing member

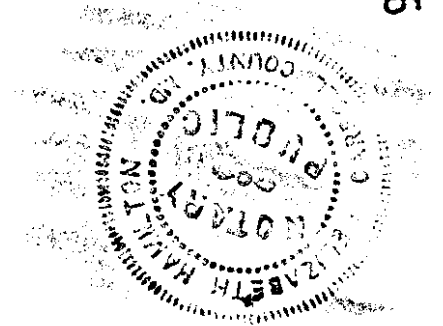
STATE OF MARYLAND

County OF Carroll, to-wit:

The foregoing instrument was acknowledged before this 11 day of
October, 1999 by Glenn D. Reschke, Executive Vice President - Development of Prime
Retail, Inc., General Partner of Prime Retail, L. P., managing member of THE PRIME
OUTLETS AT WILLIAMSBURG, L.L.C., its officer and on its behalf.

Elizabeth Hamis Hon
NOTARY PUBLIC

My commission expires: 2004



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TRUSTEE(S) OF THE KINGDOM HALL OF
JEHOVAH'S WITNESSES

Ralph G. Brown (SEAL)
Ralph G. Brown, Trustee

Allen Fraley, Trustee

S. Vaughan (SEAL)
Stephen Vaughan, Trustee

COMMONWEALTH OF VIRGINIA

COUNTY OF JAMES CITY, to-wit:

The foregoing instrument was acknowledged before this 18th day of
October, 1999 by Ralph G. Brown, ~~Allen Fraley~~, and Stephen Vaughan, TRUSTEES OF
THE KINGDOM HALL OF JEHOVAH'S WITNESSES.

Van M. Sedgwick III
NOTARY PUBLIC

My commission expires: 12/31/99

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TRUSTEE(S) OF THE KINGDOM HALL OF
JEHOVAH'S WITNESSES

Allen Fraley (SEAL)
Allen Fraley, Trustee

COMMONWEALTH OF VIRGINIA

COUNTY OF JAMES CITY, to-wit:

The foregoing instrument was acknowledged before this 2nd day of
~~October~~ November, 1999 by Allen Fraley, TRUSTEE OF THE KINGDOM HALL OF JEHOVAH'S
WITNESSES.

Walter M. Heddy III
NOTARY PUBLIC

My commission expires: 12/31/99

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VIRGINIA: City of Williamsburg and County of James City, to Wit:
In the Clerk's Office at the Circuit Court for the City of
Williamsburg and County of James City the 23
day of Nov, 19 99 this instrument
was presented with the certificate annexed and admitted
to record at 12:38 o'clock.
Teste: Helene S. Ward, Clerk
By: Allen Fraley
Deputy Clerk

Prepared by:
Alvin P. Anderson, Esquire
Kaufman & Canoles, P.C.
P. O. Drawer Q
Williamsburg, VA 23187
(757) 259-3815

File



DEVELOPMENT MANAGEMENT

101-E MOUNTS BAY ROAD, P.O. BOX 8784, WILLIAMSBURG, VIRGINIA 23187-8784
(757) 253-6671 Fax: (757) 253-6850 E-MAIL: dcvtman@james-city.va.us

CODE COMPLIANCE
(757) 253-6626
codecomp@james-city.va.us

ENVIRONMENTAL DIVISION
(757) 253-6670
environ@james-city.va.us

PLANNING
(757) 253-6685
planning@james-city.va.us

COUNTY ENGINEER
(757) 253-6678
INTEGRATED PEST MANAGEMENT
(757) 253-2620

December 1, 1999

Leo Rogers
F41
Cg

The Prime Outlets at Williamsburg, L.L.C.
Prudential Capital Corporation
c/o Mr. Alvin P. Anderson
Kaufman & Canoles
1200 Old Colony Lane
P.O. Drawer Q
Williamsburg, VA 23187

RE: Prime Outlets Shopping Center
James City County Tax Map No. (33-1) parcels (1-33C), (1-33E), (1-33D), (1-28),
(1-29), portion of parcel (1-33A).

To whom it may concern:

The above referenced property is currently zoned B-1, General Business with proffers (Z-9-99) and with a special use permit (SUP-23-99). To the best of my knowledge, the lots and improvements thereon to date comply with all requirements of the applicable James City County Ordinances. The improvements on Phase 2 and 3 of the Center, Tax Map No. (33-1) Parcel Nos. (1-33E and 1-33D), are not subject to the aforesaid special use permit; however, those improvements are legally exempt from the Ordinance requirement for a special use permit. All permits and approvals, including without limitation, Certificates of Occupancy required for the legal use, occupancy and operation of all existing uses to date on this property are in full force and effect.

If there are further questions, please contact me.

Sincerely,

Allen J. Murphy, Jr.
Zoning Administrator

You have thirty days from this date in which to appeal this decision to the Board of Zoning Appeals, in accordance with §15.2-2311 of the Code of Virginia, or this decision shall be final and unappealable

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 11/23/99 TIME: 12:38:28 ACCOUNT: 830CLR990024650 RECEIPT: 99000037675
CASHIER: CHR REG: WB04 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 990024650 BOOK: PAGE: RECORDED: 11/23/99 AT 12:38
GRANTOR: PRIME OUTLETS AT WILLIAMSBURG L L C THE EX: N LOC: CO
GRANTEE: TRUSTEES OF THE KINGDOM HALL OF JEHOVAHS WITNESSE EX: N PCT: 100%
AND ADDRESS :

RECEIVED BY : JCCD DATE OF DEED: 10/02/99

CHECK # 422.00

DESCRIPTION 1: PROFFERS PRIME RETAIL OUTLET EXPANSION

CONSIDERATION: .00 ASSUME/VAL: .00 MAP:

CODE DESCRIPTION	PAID	CODE DESCRIPTION	PAID
3/1 DEEDS	21.00	145 VSLF	1.00

TENDERED : 22.00
AMOUNT PAID: 22.00
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

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