

010012235

PROFFERS

THESE PROFFERS are made this 29th day of June, 2001 by LOULYNN ACRES ASSOCIATES (together with its successors and assigns, the "Owner").

RECITALS

A. Owner is the owner of a tract or parcel of land located in James City County, Virginia containing approximately 9.898 acres and being Tax Parcel (12-1)(3-A). The parcel is now zoned A-1 and is designated Mixed Use on the County Comprehensive Plan Land Use Map.

B. Owner has applied to rezone a portion of the parcel (the "Property") described on Exhibit A hereto attached from A-1 to B-1 General Business District, with proffers.

C. Owner has submitted to the County a master plan entitled "Chesapeake Park" prepared by AES Consulting Engineers and dated May 14, 2001 (the "Master Plan") for the Property.

D. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned A-1.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2297 of the Code of Virginia, 1950, as amended, and the County Zoning Ordinance, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the

requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITIONS

1. **Buffers**. Prior to the issuance of a temporary certificate of occupancy, Owner shall have constructed the berms shown on the Master Plan and installed the landscaping thereon. The landscaping installed shall be Transitional Screening as required by the Zoning Ordinance and shall contain either 133% of the evergreen trees required by the Zoning Ordinance or 125% of the general planting required by the Zoning Ordinance as determined by the Director of Planning. The County shall not be obligated to grant final site plan approval for any buildings on the Property until such berms and landscaping have been installed or their installation commenced and completion guaranteed by surety in a form approved by the County Attorney and posted with the County. All berms on the Property shall have at least a six inch layer of topsoil and any fill material used in the construction of the berms shall be subject to the approval of the Director of Planning or his designee.

2. **Entrance**. There shall be only one entrance into the Property from Route 30 and it shall be located generally as shown on the Master Plan. Owner shall provide an easement for

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vehicular traffic to and from the entrance into the Property to and from the balance of Tax Parcel (12-1)(3-A) as it exist on the date of approval of the rezoning. There shall not be any vehicular connection to Highfield Drive.

3. Turn Lanes. Concurrently with the construction of the entrance into the Property directly across from La Grange Parkway and prior to the issuance of a certificate of occupancy for the building on the Property, a right turn lane and a left turn lane from Route 30 into the entrance to the Property as shown on the Master Plan shall have been constructed or construction commenced and completion bonds or other surety acceptable to the County Attorney posted to assure completion of the turn lanes. All turn lanes shall be constructed in accordance with Virginia Department of Transportation ("VDOT") standards and guidelines and shall be designed to incorporate shoulder bike lanes. Owner shall convey, free of charge, to the County or VDOT the right of way for the cul-de-sac at the end of Highfield Drive as noted and shown on the Master Plan.

4. Archaeology. (a) Prior to any land disturbing activities on the Property, Owner shall submit an archaeological study of the Property in accordance with the Board of Supervisors adopted Archaeological Policy in effect at the time of approval of the rezoning to the Director of Planning for review and approval.

5. **Route 30 Buffer.** Enhanced landscaping (as defined below) shall be provided within the 50' landscape and building setback along Route 30 as shown on the Master Plan. The enhanced landscaping shall be shown on the site plan for development of the Property and shall be subject to the approval of the Development Review Committee. As used herein "enhanced landscaping" means landscaping that (i) exceeds the numerical requirements of the Landscaping Ordinance by at least 25% or (ii) is otherwise approved by the Director of Planning.

6. **Lighting.** Street light poles within 100 feet of the boundary of the Property along Route 30 shall not exceed 20 feet in height. All other street light poles on the Property shall not exceed 15 feet in height. All building mounted external lights along the back of the building on the Property shall be recessed fixtures with no globe, bulb or lens extending below the casing or otherwise unshielded by the case so that the light source is visible from the side of the fixture. These lights shall be shown on a lighting plan to be submitted to and approved by the Director of Planning and shall indicate that no glare is cast off the Property onto adjacent properties.

WITNESS the following signature.

LOULYNN ACRES ASSOCIATES

By: *Charles David Craigher*
General Partner

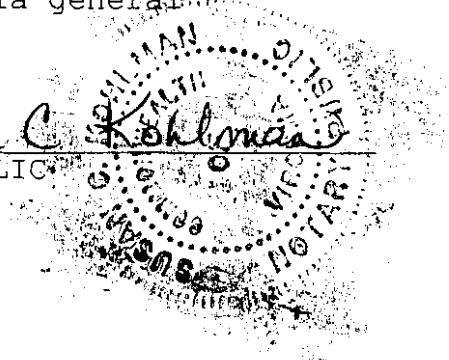
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STATE OF VIRGINIA AT LARGE

CITY/COUNTY OF James City, to-wit:

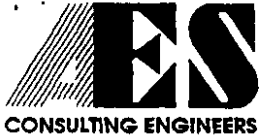
The foregoing instrument was acknowledged this 29
day of June, 2001, by Charles David Crawford As General
Partner of Loulynn Acres Associates, a Virginia general
partnership.

Susan C. Kohlman
NOTARY PUBLIC



My commission expires: 6/30/2004.

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5248 Olde Towne Road • Suite 1 • Williamsburg, Virginia 23188
(757) 253-0040 • Fax (757) 220-8994 • E-mail aes@aesva.com

May 18, 2001

**PROPERTY DESCRIPTION OF
1.903 ACRES
BEING A PORTION OF THE PROPERTY
OWNED BY LOULYNN ACRES ASSOCIATES**

All of that certain parcel of land situated on Highfield Drive of Burnham Woods Subdivision – Section “3” and located within James City County, Virginia containing 1.903 acres more or less and more fully described as: Commencing at a point on the northern right of way of Highfield Drive, being a corner to Lot 44 of Burnham Woods Subdivision – Section “3” and being 27.29’ more or less from the eastern right of way of Overton Trail; thence S86°48’30”E, 567.70’ to a point, being the point of beginning for this parcel and the southeast corner of Lot 41 of Burnham Woods Subdivision Section “3”; thence leaving the right of way of Highfield Drive and along Lot 41 N03°11’30”E, 150.00’ to a point, being a corner to this parcel, Lot 41 and a parcel of land now or formerly standing in the name of Delmarva Properties, Inc.; thence leaving Lot 41 and along the line of Delmarva Properties Inc. S86°48’30”E, 100.79’ to a point; thence N38°48’30”E, 162.85’ to a point on the southerly right of way of Barhamsville Road (Rt. 168 and Rt. 30); thence leaving Delmarva Properties, Inc. and along the right of way of Barhamsville Road on a curve to the right having a radius of 1382.40’, a length of 268.96’ and a chord of S52°53’32”E, 268.54’ to a point, being a corner to this parcel and the remaining lands of Loulynn Acres Associates; thence leaving the right of way of Barhamsville Road along the line of Loulynn Acres Associates S42°40’54”W, 292.90’ to a point; thence N48°05’22”W, 109.51’ to a point on the right of way of a proposed cul-de-sac; thence along a curve to the left having a radius of 50.00’, a length of 114.68’ and a chord of N62°30’47”W, 91.14’ to a point; thence along a curve to the right having a radius of 50.00’, a length of 36.14’ and a chord of S72°29’13”W, 35.36’ to a point; thence N86°48’30”W, 30.62’ to the said point of beginning, said parcel being a portion of the property known as the “La Grange” Tract as shown in Plat Book 45, Page 28 and is subject to a 25’ ingress/egress easement as shown on the above referenced plat.

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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 13 day of July, 2001 this Proffer was presented with the certificate annexed and admitted to record at 11:44 AM o'clock.

Teste:
By: [Signature]
County Clerk

Respectfully submitted,
AES Consulting Engineers

[Signature]
G. T. Wilson, Jr.
License No: 1183

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 07/15/01 TIME: 11:44:59 ACCOUNT: BR001R010012225 RECEIPT: 0100002040E
CASHIER: CHE DEED #104 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT # 010012225 BOOK# PAGE# RECORDED: 07/15/01 AT 11:44
GRANTOR: LOULYNN ACRES ASSOCIATES BY: N LSC: 00
GRANTEE: LOULYNN ACRES ASSOCIATES BY: N PRT: 100%
LAND ADDRESS:
RECEIVED OF: 1000 DATE OF DEED: 06/15/01

CHECK # \$12.00
DESCRIPTION IN PROFFERS FOR LOULYNN ACRES ASSOCIATES PAGES: 6
BY NAMES: 0
CONSIDERATION: .00 ASSUME TAX: .00 MAP:
LAW DESCRIPTION PAID CODE DESCRIPTION PAID
DEEDS 14.00 145 WELF 1.00
TENDERED : 14.00
AMOUNT PAID: 13.00
CHANGE AMT : .00

CLERK OF COURT: BETSY WOODRIDGE