

PROFFERS

THESE PROFFERS are made as of this 23rd day of January, 2002, by G - SQUARE, INC., a Virginia corporation (together with its successors and assigns, the "Owner"), and BUSH CONSTRUCTION CORPORATION, a Virginia corporation, and lessee from Owner under a long-term land lease ("Bush").

RECITALS

A. Owner is the owner of certain real property (the "Property") in James City County, Virginia more particularly described on Exhibit A attached hereto and made a part hereof.

B. A portion of the Property is now zoned M-1 and a portion is now zoned R-8.

C. Owner has applied for a rezoning of the Property to B-1, with proffers, and in connection therewith has submitted a Master Plan prepared by AES Consulting Engineers entitled "Conceptual Master Plan, Office at Monticello and New Town, Water Booster - Storage Facility" and dated July 24, 2001 and revised through November 21, 2001 (the "Master Plan").

D. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned B-1 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 the Board of Supervisors of James City County of the applied for rezoning, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the applied for rezoning is not granted by the County, the Proffers shall thereupon be null and void.

CONDITIONS

1. Master Plan. The Property shall be developed generally in accordance with the Master Plan determined as provided in Section 24-23(a)(2) of the Zoning Ordinance.

2. Easements. Owner shall grant reciprocal access and parking easements over and across the Property to the James City Service Authority ("JCSA") for access and parking for the JCSA's Water Booster - Storage Facility in accordance with the Memorandum of Agreement between the Owner and JCSA dated July 23, 2001.

3. Uses. Uses on the Property shall be limited to those uses permitted by right in the LB - Limited Business zoning district except as further limited herein. Any retail use on the Property shall be limited to the first floor of the building. Any health club use shall be limited to no more than one floor of the building. The following uses shall not be permitted on the Property: bakeries; fish markets; dry cleaners; laundries; lodges; civic clubs; fraternal organizations; service clubs and public meeting halls. Any drug store on the Property shall not

exceed 4,000 gross square feet in size and there shall be no free-standing drug store on the Property.

4. Stormwater Management. Development on the Property shall utilize a underground storage/infiltration BMP approved by the County Environmental Division.

5. On-Street Parking. Development on the Property shall utilize on-street parking as shown on the Master Plan unless waivers have been granted so that the on-street parking is not necessary to meet County requirements. The on-street parking shown on the Master Plan shall be shown on the site development plan which shall be approved by the Virginia Department of Transportation ("VDOT") prior to the issuance of a land disturbing permit. Prior to issuance of a certificate of occupancy for the building, the on-street parking shown on the Master Plan shall either (i) be installed or installation started and a completion bond in form and amount acceptable to the County Attorney posted or (ii) an installation bond in form and amount acceptable to the County Attorney posted with the County.

6. Exterior Lights. All exterior building lights shall either be recessed fixtures or shall be specifically approved by the Director of Planning. For lights with recessed fixtures, no bulb, lens or globe shall extend below the casing and the casing shall be opaque and shall completely surround the entire light fixture and light source in such a manner that all light will be

directed downward and the light source is not visible from the side. No glare defined as 0.1 footcandle or higher shall extend outside the property lines unless otherwise approved by the Director of Planning.

7. Monticello Avenue Fence. Owner desires, and the County supports, the removal of a portion of the existing fence in the VDOT right-of-way along Monticello Avenue in front of the Property. Removal of the fence is subject to the prior approval of VDOT. If all or a portion of the existing fence is removed, it shall be replaced within six months with a fence/wall feature approved by the New Town Design Review Board ("DRB") and the Owner shall reimburse the County for the costs of the fence and vines planted along the fence that are removed at the rate of \$12.00 per linear foot of fence removed.

8. Final Plans. Final building plans and site plan shall be consistent as determined by the DRB with the conceptual plans approved by the DRB at its November 15, 2001 meeting.

9. Enhanced Landscaping. "Enhanced landscaping" (defined below) shall be installed along the side of the Property adjacent to the cul-de-sac on Ironbound Circle and adjacent to the one-way, right in only entrance into the Property from relocated Ironbound Road to help screen the parking lot on the Property and the adjacent JCSA water tanks. Enhanced landscaping shall mean landscaping consisting of shrubs and evergreen trees that exceed

the numerical requirements of the Landscape Ordinance by at least 15% or which have been approved by the Director of Planning.

10. Water Conservation. The Owner shall be responsible for developing and enforcing water conservation standards to be submitted to and approved by the James City Service Authority. The standards shall address such water conservation measures as limitations and use of irrigation systems and irrigation wells, drought management plans, the use of approved landscaping materials, including drought tolerant grasses and plantings, and the use of water conserving fixtures to promote water conservation and minimize the use of public water resources, including groudwater. The standards shall be approved by the James City Service Authority prior to approval of the site plan for development of the Property.

WITNESS the following signatures and seals:

G - SQUARE, INC.

By: Gilbert L. Granger
Title: PRESIDENT

BUSH CONSTRUCTION CORPORATION

By: [Signature]
Title: Pres.

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

The foregoing instrument was acknowledged before me this 23rd day of January, 2002, by Gilbert L. Granger, as President of G - SQUARE, INC.

Vernon M Sedby III
NOTARY PUBLIC

My commission expires:

12/31/04.

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

The foregoing instrument was acknowledged before me this
23rd day of January, 2002, by John J. Digges, as
President of BUSH CONSTRUCTION CORPORATION.

Vernon M Sedby III
NOTARY PUBLIC

My commission expires:

12/31/04.

Exhibit A

Property Description

That certain piece or parcel of land shown and set out as "New Parcel 1, 1.174 AC., 51,142 SF" on the plat attached hereto entitled "Plat Showing Boundary Line Adjustment and Property Line Extinguishment Between the Parcels of James City Service Authority and G-Square, Inc." made by AES Consulting Engineers and dated 12/21/01.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 27 Jan 04
at 3:59 AM/PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
\$ _____	\$ _____	\$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk



5248 Old Towne Road, Suite 1
 Williamsburg, Virginia 23188
 (757) 253-0040
 Fax (757) 220-8994

**FLAT SHOWING BOUNDARY LINE ADJUSTMENT
 AND PROPERTY LINE ESTABLISHMENT
 BETWEEN THE PARCELS OF
 JAMES CITY SERVICE AUTHORITY AND G-SQUARE, INC.**

RECDELETY A DISTRICT JAMES CITY COUNTY VIRGINIA



No.	DATE	REVISION / COMMENT / NOTE	BY

Drawn	Down
ACS	ACS
Scale 1"=40'	Date 12/21/01
Project No. 8651-20	Drawing No. 1 OF 1

OWNER'S CERTIFICATE
 THIS BOUNDARY LINE ADJUSTMENT AND PROPERTY LINE ESTABLISHMENT IS AS SHOWN ON THIS PLAT WITH THE FREE CONSENT AND IN ACCORDANCE WITH THE DESIRES OF THE UNDERSIGNED OWNERS, PROPRIETORS AND TRUSTEES.

JAMES CITY SERVICE AUTHORITY

BY: _____ DATE: _____
 PRINTED NAME: _____ TITLE: _____

CERTIFICATE OF NOTARIZATION
 STATE OF VIRGINIA
 COUNTY OF JAMES CITY

I, A NOTARY PUBLIC IN AND FOR THE CITY/COUNTY AND STATE AFORESAID, DO HEREBY CERTIFY THE PERSON WHOSE NAME IS SHOWN TO THE FOREGOING WRITING HAS ACKNOWLEDGED THE SAME BEFORE ME IN THE CITY/COUNTY AFORESAID, GIVEN UNDER MY HAND THIS ____ DAY OF _____

OWNER'S CERTIFICATE
 THIS BOUNDARY LINE ADJUSTMENT AND PROPERTY LINE ESTABLISHMENT IS AS SHOWN ON THIS PLAT WITH THE FREE CONSENT AND IN ACCORDANCE WITH THE DESIRES OF THE UNDERSIGNED OWNERS, PROPRIETORS AND TRUSTEES.

G-SQUARE, INC.

BY: _____ DATE: _____
 PRINTED NAME: _____ TITLE: _____

CERTIFICATE OF NOTARIZATION
 STATE OF VIRGINIA
 COUNTY OF JAMES CITY

I, A NOTARY PUBLIC IN AND FOR THE CITY/COUNTY AND STATE AFORESAID, DO HEREBY CERTIFY THE PERSON WHOSE NAME IS SHOWN TO THE FOREGOING WRITING HAS ACKNOWLEDGED THE SAME BEFORE ME IN THE CITY/COUNTY AFORESAID, GIVEN UNDER MY HAND THIS ____ DAY OF _____

BY COMMISSION EXPRES _____

CERTIFICATE OF SOURCE OF TITLE
 THE PROPERTY SHOWN ON THIS PLAT WAS CONVEYED AS FOLLOWS:
 TO JAMES CITY SERVICE AUTHORITY FROM COMMONWEALTH OF VIRGINIA BY DEED DATED APR. 28, 2001, AND RECORDED JULY 12, 2001 IN THE OFFICE OF THE CLERK OF THE CLERK OF THE COUNTY OF JAMES CITY IN DOCUMENT NUMBER 00007212.
 TO G-SQUARE, INC. FROM RELATIVES COMPANY BY DEED DATED APRIL 3, 1978, AND RECORDED APRIL 20, 1978 IN THE OFFICE OF THE CLERK OF THE COUNTY OF JAMES CITY IN DEED BOOK 841, AT PAGE 628.

CERTIFICATE OF APPROVAL
 THIS BOUNDARY LINE ADJUSTMENT AND PROPERTY LINE ESTABLISHMENT IS APPROVED BY THE UNDERSIGNED IN ACCORDANCE WITH EXISTING SUBDIVISION REGULATIONS AND MAY BE ADMITTED TO RECORD.

SUBDIVISION AGENT OF THE COUNTY OF JAMES CITY _____ DATE _____

G. T. WILSON, JR., C.E.S.

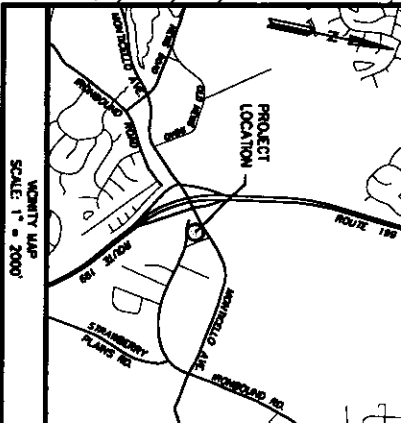
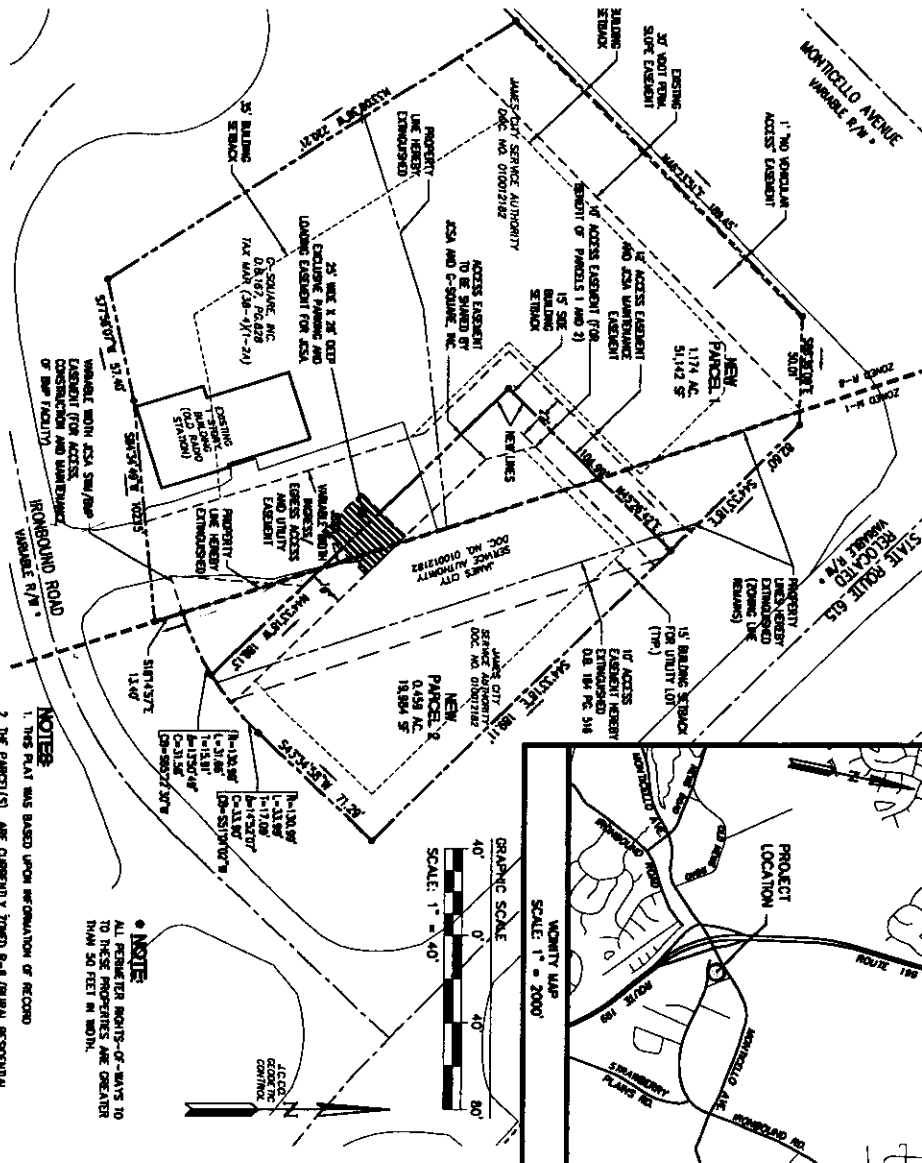
NOTICE
 THIS PLAT WAS BASED UPON INFORMATION OF RECORD

- THE PARCEL(S) ARE CURRENTLY ZONED R-4 (RESIDENTIAL DISTRICT) AND R-1 (LIMITED BUSINESS / INDUSTRIAL DISTRICT).
- ALL LOTS TO BE SERVED BY PUBLIC WATER AND SEWER SERVICES.
- ALL UTILITIES ARE TO BE PLACED UNDERGROUND.
- UNLESS OTHERWISE NOTED, ALL DRAINAGE EASEMENTS DERIVED ON THIS PLAT SHALL REMAIN PRIVATE.
- THE PARCEL NUMBERS: G-SQUARE INC. (28-1)(1)-24X, CSA (28-1)(1)-33 AND PORTION OF (28-1)(1)-50 AND REMAINDER OF PROPERTY FORMERLY REICHARDSON (TAX MAP NO. (28-1)(1)-32).
- ALL FUTURE WIDENING LOT LINE ARE HEREBY ESTABLISHED.
- ALL FUTURE RIGHTS-OF-WAYS TO THESE PROPERTIES ARE GREATER THAN 50 FEET IN WIDTH.

AREA TABULATION

PARCEL 1
 G-SQUARE INC. 0.549 AC
 FORMER AREA 1.174 AC
 NEW AREA _____ AC

PARCEL 2
 CSA
 FORMER AREA 1.084 AC
 NEW AREA 0.459 AC



8-8

COMMONWEALTH OF VIRGINIA



DEPARTMENT OF HEALTH, BEHAVIORAL SCIENCES AND HUMAN SERVICES
DIVISION OF PUBLIC HEALTH
OFFICE OF THE ASSISTANT ATTORNEY GENERAL
1000 COMMONWEALTH AVENUE, SUITE 1000
ALEXANDRIA, VIRGINIA 22304-4100
TEL: 703/280-6000
FAX: 703/280-6001
WWW.VIRGINIA.GOV

DEPT. OF HEALTH, BEHAVIORAL SCIENCES AND HUMAN SERVICES