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AMENDED AND RESTATED

HIDEN PROPERTY PROFFERS

THESE AMENDED AND RESTATED PROFFERS are made as of this 8th day of July, 2003, by POWHATAN CROSSING, INC., a Virginia corporation, (together with its successors and assigns, the "Owner").

RECITALS

A. Owner is the present or former owner of certain real property (the "Property") in James City County, Virginia consisting of approximately 403.7 acres more particularly described on Exhibit A attached hereto and made a part hereof.

B. In 1997 the Owner applied for and James City County (the "County") granted a rezoning of the Property from R-8, Rural Residential District, to PUD-R, Planned Unit Development-Residential District, with proffered conditions as set forth in Hidden Property Proffers dated October 29, 1997 and recorded in the Clerk's Office for the Circuit Court for the City of Williamsburg and County of James City as Instrument No. 97019406 (the "Original Proffers"). In connection with the rezoning, Owner submitted and the County approved a Master Plan in accordance with the County Zoning Ordinance entitled "Master Plan Hidden Property" and dated September 10, 1997 and revised October

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15, 1997 (the "Original Master Plan").

C. Owner has now applied for an amendment to the approved Original Master Plan for the Property pursuant to the County Zoning Ordinance and, in connection therewith, desires to amend and restate the Original Proffers.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of James City County of the applied for amendment to the Original Master Plan and the Original Proffers and pursuant to Section 15.2-2297, et seq. of the Code of Virginia, 1950, as amended, and Section 24-16, et seq. of Chapter 20 of the Code of James City County, Virginia in accordance with Section 24-497(d) of the Code of James City County, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the applied for amendments are not granted by the County, these Amended and Restated Proffers shall thereupon be null and void and the Original Proffers and Original Master Plan shall remain in full force and effect.

CONDITIONS

1. Owners Association. All owners of lots or units within the Property by virtue of ownership of their lot or unit shall be

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members of a property owners association with the power to levy mandatory assessments. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing the association(s) shall be submitted to and reviewed by the County Attorney. The Governing Documents shall require that the association adopt an annual maintenance budget, which shall include a reserve for maintenance of stormwater management BMPs, private roads and parking areas, if applicable, and shall require that the association (i) assess all members for the maintenance of all properties owned or maintained by the association and (ii) file liens on members' properties for non-payment of such assessments and for the cost of remedying violations of, or otherwise enforcing, the Governing Documents.

2. Density. (a) There shall be no more than 150 single family lots permitted in Area 1 on the Property.

(b) There shall be no more than 400 dwelling units permitted in Area 2 on the Property. All dwelling units developed in Area 2 shall be age restricted to persons fifty-five (55) years of age or older ("Restricted Units") in accordance with the following parameters:

(i) It is the intent of the parties that Restricted Units shall be occupied by persons fifty-five (55) years of age

or older and that no Restricted Units shall be occupied by a person under the age of eighteen (18). In some instances, persons under the age of fifty-five (55) but over the age of eighteen (18) shall be entitled to occupy Restricted Units, subject, at all times, to the laws and regulations governing age fifty-five (55) and over restricted housing as more particularly set forth and described in subparagraph (ii) below.

(ii) Each Restricted Unit within the Property shall be developed and operated in compliance with applicable federal and state laws and regulations regarding housing intended for occupancy by persons fifty five (55) years of age or older, including but not limited to: the Fair Housing Act, 42 U.S.C. §3601 et seq. and the exemption therefrom provided by 42 U.S.C. §3607(b)(2)(C) regarding discrimination based on familial status; the Housing for Older Persons Act of 1995, 46 U.S.C. §3601 et seq.; the Virginia Fair Housing Law Va. Code §36-96.1 et seq.; any regulations adopted pursuant to the foregoing; any judicial decisions arising thereunder; any exemptions and/or qualifications thereunder; and any amendments to the foregoing as now or may hereafter exist. Specific provisions of the age restriction described above and provisions for enforcement of same shall be set forth in a declaration of restrictive covenants

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and property owners' association documents applicable to the Restricted Units and each deed to a Restricted Unit shall make reference to such provisions.

(c) Any accessory commercial uses located in Area 2, such as bank offices, beauty salons and barbershops, shall be located and designed to serve residents of Area 2. Commercial uses shall not be advertised from any public right-of-way.

3. Road Improvements. (a) Monticello Avenue. (i) Owner shall make a contribution of \$2,800.00 to the County for each of the first 250 lots or units shown on subdivision plats or site plans of the Property. Such contributions shall be made available by the County for use by the District for the construction of Monticello Avenue or used by the County for any other project included in the County's capital improvement program, the need for which is generated in whole or in part by the development of the Property. Such contributions shall be made at the time of final subdivision plat or site plan approval for such lots or units.

(ii) There shall be no more than two entrances into the Property from Monticello Avenue, one into the portion of the property south of Monticello Avenue and one into the portion of the property north of Monticello Avenue. The two entrances shall

be aligned. Owner shall construct right and left turn lanes on both approaches at the entrances to the Property from Monticello Avenue at the time such entrances are constructed.

(iii) At the request of the County, Owner shall install a traffic signal at the intersection of Monticello Avenue and the entrances to the Property at the earlier of (i) when Virginia Department of Transportation ("VDOT") signal warrants are met or (ii) when development has commenced on either side of Monticello Avenue and the County has issued certificates of occupancy for more than 55 lots or dwelling units utilizing the entrances onto Monticello Avenue; provided that VDOT and the County approves the installation of the traffic signal at that time. When certificates of occupancy for 412 dwelling units on the Property have been issued and if the traffic signal has not been installed at that time, Owner shall cause an updated traffic signal warrant analysis using actual traffic counts shall be submitted to VDOT and the County.

(b) All road improvements proffered hereby shall be constructed in accordance with VDOT standards.

(c) Unless otherwise approved by the Director of Planning, Owner shall reserve a public right-of-way to provide a pedestrian connection from the Powhatan Secondary development to the

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Property and shall dedicate such right-of-way to the County upon the written request of the County Administrator.

4. Monticello Avenue Greenbelt. At the time of the conveyance of the Monticello Avenue right-of-way to the County or the District, the Owner shall designate 150-foot greenbelt buffers along the Property's Monticello Avenue frontage measured from a right-of-way line assuming a 120 foot right-of-way for Monticello Avenue (measured 60 feet on either side of the centerline of the right-of-way). The greenbelt buffers shall be exclusive of any lots or units and shall be undisturbed, except for, with the approval of the Development Review Committee, utilities, drainage improvements, community entrance roads as shown generally on the Master Plan, pedestrian/bicycle trails, lighting, entrance features and signs.

5. Archaeology. A Phase I Archaeological Study for Master Plan area shall be submitted to the Director of Planning for his review and approval prior to land disturbance. A treatment plan shall be submitted to, and approved by, the Director of Planning for all sites in the Phase I study that are recommended for a Phase II evaluation, and/or identified as being eligible for inclusion on the National Register of Historic Places. If a Phase II study is undertaken, such a study shall be approved by the

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Director of Planning and a treatment plan for said sites shall be submitted to, and approved by, the Director of Planning for sites that are determined to be eligible for inclusion on the National Register of Historic Places and/or those sites that require a Phase III study. If in the Phase II study, a site is determined eligible for nomination to the National Register of Historic Places and said site is to be preserved in place, the treatment plan shall include nomination of the site to the National Register of Historic Places. If a Phase III study is undertaken for said sites, such studies shall be approved by the Director of Planning prior to land disturbance within the study area. All Phase I, Phase II and Phase III studies shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines for Archaeological Documentation, as applicable, and shall be conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. All approved treatment plans shall be incorporated into the plan of development for the site and shall be adhered to during the clearing, grading and construction activities thereon.

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6. Environmental Protections. (a) The Owner and/or the owners association shall grant, free of charge, to the Williamsburg Land Conservancy, another County approved land conservation entity and/or the County a conservation easement with terms consistent with these Proffers over the area designated on the Master Plan as Conservation Area generally in the locations shown on the Master Plan. The exact boundaries of the Conservation Area shall be shown on subdivision plats and/or site plans of the Property based on the buffer line and Conservation Area shown and set out on the map entitled "Master Plan Amendment for Hiden Property for Jamestown, LLC" made by AES Consulting Engineers, Project No. 9254, dated 2/24/03, revised 4/25/03. The conservation easement over the Conservation Area shown on each individual subdivision plat or site plan shall be granted at the time of final approval thereof by the County. The Conservation Area shall remain undisturbed and in its natural state, preserving indigenous vegetation except as set forth below. With the prior approval of the County Engineer or his designee on a case by case basis, (i) dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Conservation Area; (ii) select hand clearing and pruning of trees shall be permitted in the Conservation Area to

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permit sight lines or vistas, and (iii) utilities, roads, pedestrian paths, trails and bridges may intrude into or cross the Conservation Area. No stormwater best management practices ("BMPs") shall be permitted in the 100 foot Resource Protection Area ("RPA") imposed by County ordinance along the main stem of Powhatan Creek. With the prior approval of the County Environmental Division on a case by case basis, BMPs may be located in other RPAs and elsewhere in the Conservation Area, including RPA extensions shown on the Master Plan, but shall not be located in nor impact the channel flow unless specifically approved by the Environmental Division. The greenway proffered in Proffer 7 below and County trails and passive recreational facilities and structures located therein shall be permitted within the Conservation Area. If vegetation is removed from the Conservation Area it shall be replaced by indigenous vegetation that is equally or more effective in retarding runoff, preventing erosion and filtering nonpoint source pollution. Owner, at the request of the County, shall retain an environmental consultant acceptable to the County to prepare a three tiered restoration plan for the areas indicated on the "Revised Environmental Constraints Map Hiden Property" made by Williamsburg Environmental Group, Inc. and dated 8/1/97 and revised 9/16/97

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where timbering operations resulted in the removal of trees from or land disturbance within the Conservation Area to provide for the restoration of ground cover, shrubs and trees for that portion of the Conservation Area as determined to be necessary by the consultant. If temporary stormwater BMP's are located in the Conservation Area, the restoration plan shall include a replanting plan for such BMP areas. The restoration plan shall include a phasing plan to ensure areas of the Conservation Area being restored have been stabilized prior to the commencement of development on adjacent developable areas. The restoration plan shall be submitted to the Environmental Division for review and approval. Owner shall implement the recommendations of the approved restoration plan. Road and utility crossings shall be generally perpendicular through the Conservation Area and Owner shall endeavor to design utility systems that do not intrude into the Conservation Area. The Conservation Area shall be maintained by Owner unless the Williamsburg Land Conservancy, the other County approved land conservation entity or the County assumes responsibility therefor under its easement or the Conservation Area is conveyed to an owners association, at which time the association shall assume responsibility for its maintenance. The Conservation Area shall be exclusive of Lots.

(b) All stormwater runoff from paved parking areas or roads and from all building structures over 150 square feet in Area 2 of the Property shall be directed into BMPs unless otherwise approved by the Environmental Division

7. Greenway. Owner shall grant the County an easement within the Conservation Area for a greenway through the Property in the general location shown on the Master Plan as "James City County Greenway Trail" as subdivision plats or site plans for adjacent Property are approved and/or recorded. The County shall be entitled to construct a trail with a minimum 10' wide travel path (which will be open to the general public during daylight hours only), including necessary bridges, if any, through the James City County Greenway Trail and to install passive amenities such as benches, tables, gazebos, educational or descriptive markers or individual fitness stations. The location of the "James City County Greenway Trail" shall be varied within the Conservation Area by the Environmental Division to ensure the ability to construct a viable trail network. Owner shall grant the County suitable parking opportunities (through shared use of parking facilities required by site improvements) to the general public using the trail.

8. Recreation. (a) Owner shall provide the recreational

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facilities listed below in Area 1 shown on the Master Plan and make the cash contributions to the County described below before the County is obligated to approve final subdivision plats for more than 100 lots in Area 1:

- Parkland, including one playground of at least 1.9 acres.
- Cash contribution of \$9,900 in lieu of multi-purpose courts.
- Cash contribution of \$4,300 in lieu of playing fields.

(b) Owner shall provide the recreational facilities listed below in Area 2 shown on the Master Plan and make the cash contributions described below to the County before the County is obligated to approve final subdivision plats or site plans for more than 235 dwelling units in Area 2:

- Recreation areas of at total of least 2.5 acres.
- Cash contribution of \$13,650 in lieu of multi-purpose court.
- Cash contribution of \$5,950 in lieu of playing fields.

The recreational facilities in Area 2 may be open only to owners in Area 2.

(c) All cash contributions proffered by this Proffer 8 shall be used by the County for recreation capital improvements, which may include trails within the greenway proffered in Proffer 7. The exact locations of the facilities proffered hereby and the equipment to be provided at such facilities shall be subject

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to the approval of the Development Review Committee. All recreational facilities proffered hereby shall be conveyed to and maintained by the owners association and shall be open to all members of the association in good standing.

(d) Owner shall construct a shoulder lane bikeway in accordance with VDOT standards along both sides of the main public collector roads within the Property north of Monticello Avenue.

9. Entrance Signs. The entrance signs, lighting, landscaping and entrance features at the entrances to the Property from Monticello Avenue shall be subject to the review and approval of the Director of Planning before a sign permit for such signs is issued. The entrance signs shall be monument type signs.

10. Powhatan Crossing Buffer. The Owner shall maintain a buffer along the Property's common boundary line with the Powhatan Crossing subdivision with the width and in the locations shown on the Master Plan. This buffer shall be exclusive of any lots and shall be undisturbed, except for, with the approval of the Development Review Committee, berms, landscape features, walls or fences or utility easements.

11. Cash Contributions for Community Impacts. (a) A

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contribution of \$750.00 for each of the first 50 dwelling units developed on Area 2 of the Property shall be made to the James City Service Authority ("JCSA") in order to mitigate impacts on the County from the physical development and operation of Area 2 of the Property. The JCSA may use these funds for development of alternative water sources or any project related to improvements to the JCSA water system, the need for which is generated by the physical development and operation of Area 2 of the Property.

(b) A contribution of \$700.00 for each of the first 50 dwelling units developed on Area 2 of the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of Area 2 of the Property. The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of Area 2 of the Property, including, without limitation, for emergency services equipment replacement and supply, traffic signal preemption equipment, library uses, and public use sites.

(c) A contribution of \$500.00 for each of the first 50 dwelling units developed on Area 2 of the Property shall be made to the County in order to mitigate impacts on the County from the physical development and operation of Area 2 of the Property.

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The County may use these funds for any project in the County's capital improvement plan, the need for which is generated by the physical development and operation of Area 2 of the Property, including, without limitation, stream stabilization or other stormwater management projects in the Powhatan Creek watershed.

(d) The contributions described above, unless otherwise specified, shall be payable for each of the dwelling units developed within Area 2 of the Property at the time of final subdivision plat or final site plan approval by the County for the particular phase or section of dwelling units.

(e) The per unit contribution(s) paid in each year pursuant to this Section shall be adjusted annually beginning January 1, 2004 to reflect any increase or decrease for the preceding year in the Consumer Price Index, U.S. City Average, All Urban Consumers (CPI-U) All Items (1982-84 = 100) (the "CPI") prepared and reported monthly by the U.S. Bureau of Labor Statistics of the United States Department of Labor. In no event shall the per unit contribution be adjusted to a sum less than the amounts set forth in paragraphs (a) and (b) of this Section. The adjustment shall be made by multiplying the per unit contribution for the preceding year by a fraction, the numerator of which shall be the CPI as of December 1 in the year preceding the calendar year most

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currently expired, and the denominator of which shall be the CPI as of December 1 in the preceding year, In the event a substantial change is made in the method of establishing the CPI, then the per unit contribution shall be adjusted based upon the figure that would have resulted had no change occurred in the manner of computing CPI. In the event that the CPI is not available, a reliable government or other independent publication evaluating information heretofore used in determining the CPI (approved in advance by the County Manager of Financial Management Services) shall be relied upon in establishing an inflationary factor for purposes of increasing the per unit contribution to approximate the rate of annual inflation in the County.

12. No Access to Powhatan Crossing. Prior to final approval of the first subdivision plat or site plan for development on the Property, Owner shall (i) convey to the Powhatan Crossing Homeowners Association by quitclaim deed all its right, title and interest in and to the access easement from Powhatan Crossing Drive to the Property adjacent to the recreational lot in Powhatan Crossing, (ii) install a permanent cul de sac at the end of Powhatan Crossing Drive, and (iii) convey to the Powhatan Crossing Homeowners Association by

quitclaim deed a strip of land between the permanent cul de sac and the Property such that the public road and the Property are no longer adjacent.

13. Water Conservation. The Owner and/or the owners association shall be responsible for developing water conservation standards to be submitted to and approved by the JCSA and subsequently for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of approved landscaping materials and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources, including groundwater. The standards shall be approved by the JCSA prior to final subdivision or site plan approval.

14. Height Limitation. There shall be no building greater than two and one-half stories in height located within 300 feet of the Powhatan Crossing subdivision.

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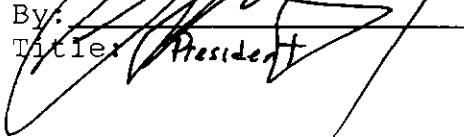
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15. Headings. All section and subsection headings of Conditions herein are for convenience only and are not a part of these Proffers.

16. Severability. If any condition or part thereof set forth herein shall be held invalid or unenforceable for any reason by a court of competent jurisdiction, the invalidity or unenforceability of such condition or part thereof shall not invalidate any other remaining condition contained in these Proffers.

WITNESS the following signatures and seals:

POWHATAN CROSSING, INC.

By: 
Title: President

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

The foregoing instrument was acknowledged before me this 8th day of July, 2003 by C. Lewis Waltrip, II as President of Powhatan Crossing, Inc.


NOTARY PUBLIC

My commission expires:
12/31/04

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris, Franck & Hickman, LLP
1177 Jamestown Road
Williamsburg, VA 23185
(757) 220-6500

Legal Description

The following is a description of a portion of the property known as the Hiden Tract, located in James City County, Virginia, and conveyed to Powhatan Crossing, Inc. by deeds recorded in the Circuit Court of James City County as follows; Martha Hiden Estate et al by deed dated December 11, 1996, Deed Book 819 Page 564; Mayo W. Waltrip by deed dated November 22, 1994, Deed Book 715 Page 804; Martha W. Hussey, et al by deed dated January 6, 1997, Document No. 97000170. Said property is a portion of that shown on a survey prepared by Langley & McDonald, Inc. entitled "Plat of Subdivision, HIDDEN TRACT, Powhatan District, James City County" dated December 16, 1999.

Beginning at a point on the southerly right-of-way line of Monticello Avenue at the intersection of the Resource Protection Area (Also known as the RPA) and said right-of-way line, thence along the right-of-way line in a westerly direction S73 08'34"W, 441.70' to a point in the centerline of Powhatan Swamp; thence along the centerline of Powhatan Swamp in a southerly direction S26 16'53"E, 126.41' to a point; thence S11 12'01"W, 405.63' to a point; thence S13 23'33"W, 242.98' to a point; thence S02 14'45"E, 287.24' to a point; thence S16 56'57"E, 308.88' to a point; thence S33 17'37"E, 676.67' to a point; thence S22 52'37"E, 723.84' to a point; thence S25 52'09"E, 163.94' to a point; thence S27 07'04"E, 216.16' to a point; thence S51 08'48"E, 359.77' to a point; thence S74 27'52"E, 472.78' to a point; thence S39 32'10"E, 459.73' to a point; thence S32 35'22"E, 731.42' to a point; thence S31 21'48"E, 346.02' to a point; thence S50 31'44"E, 493.01' to a point, said point being in the centerline of Powhatan Swamp; thence along a branch of Powhatan Swamp in an easterly direction N56 03'42"E, 367.90' to a point; thence N32 39'36"E, 185.00' to a point; thence leaving the branch of Powhatan Swamp in a northerly direction N30 35'12"W, 146.08' to a point; thence N03 31'40"W, 23.68' to a point; thence N29 15'50"W, 38.99' to a point; thence N45 17'30"W, 22.82' to a point; thence N23 14'56"W, 26.07' to a point; thence N34 14'43"W, 29.56' to a point; thence N40 53'16"E, 48.52' to a point; thence N23 21'49"W, 20.94' to a point; thence N29 34'31"W, 26.12' to a point; thence N13 31'38"W, 28.99' to a point; thence N05

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02°04"W, 24.00' to a point; thence N03 45°55"W, 50.42' to a point; thence N15 07°58"E, 81.31' to a point; thence N34 06°20"E, 32.87' to a point; thence N40 21°07"E, 21.50' to a point; thence N11 29°56"W, 17.43' to a point; thence N13 39°32"E, 27.94' to a point; thence N71 39°19"W, 28.35' to a point; thence N53 09°04"E, 52.67' to a point; ; thence N47 33°56"E, 34.83' to a point; thence N18 58°38"W, 21.62' to a point at the intersection of said RPA line with the property of Paul R. Griesenauer, et al; thence along the line of Griesenauer in a northeasterly direction N53 40°48"E, 20.81' to a point; thence N51 07°29"E, 9.73' to a point; thence N67 01°13"E, 42.24' to a point; thence N42 47°00"E, 39.49' to a point; thence N13 03°22"E, 26.69' to a point; thence N19 31°49"E, 21.09' to a point; thence N01 51°17"E, 27.38' to a point; thence N30 55°00"E, 10.82' to a point; thence N08 03°43"E, 34.71' to a point; thence N45 06°27"E, 32.63' to a point; thence N57 10°32"E, 12.50'; thence N38 12°43"E, 24.55' to a point; thence N34 58°08"E, 45.82' to a point; thence N20 46°03"E, 26.88' to a point; thence N51 59°19"E, 33.99' to a point; thence N05 36°32"W, 29.35' to a point; thence N31 28°28"E, 45.70' to a point; thence N18 40°47"E, 33.06' to a point; thence N45 51°13"E, 30.39' to a point; thence N74 32°33"E, 27.38' to a point; thence S86 02°45"E, 20.80' to a point; thence N80 52°02"E, 42.91' to a point; thence S27 23°41"E, 17.01' to a point; thence S88 47°23"E, 30.04' to a point; thence N34 55°57"E, 14.54' to a point; thence N70 03°30"E, 20.16' to a point; thence N43 08°15"E, 19.26' to a point; thence N55 57°08"E, 46.75' to a point; thence N34 54°32"E, 6.85' to a point; thence S50 01°24"E, 174.50' to a point on the right of way of Powhatan Springs Road; thence along said right of way N56 17°06"E, 49.47' to a point; thence along the arc of a curve to the right having a radius of 50', a distance of 115.93' to a point; thence N54 11°11"E, 10.31' to a point; thence N34 41°24"W, 234.30' to a point; thence N44 10°37"E, 18.51' to a point; thence N43 18°02"E, 58.01' to a point; thence N36 09°03"E, 30.88' to a point; thence N48 42°36"E, 37.57' to a point; thence N45 12°43"E, 22.74' to a point; thence N52 18°14"E, 43.00' to a point; thence S64 49°25"E, 18.84' to a point; thence N67 00°21"E, 25.94' to a point; thence N63 24°17"E, 31.59' to a point; thence N24 01°08"E, 149.69' to a point on the southerly line of Powhatan Crossing Subdivision; thence along said line N85 50°34"W, 995.41' to a point; thence N04 09°26"E, 204.75' to a point; thence S87 15°25"W, 275.55' to a point; thence S86 37°00"W, 338.81' to a point; thence N08 47°40"E, 57.45' to a point; thence N12 29°19"E, 115.68' to

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a point; thence N17 40'06"W, 134.93' to a point; thence N42 38'10"E, 100.00' to a point; thence N12 47'00"E, 90.00' to a point; thence N26 19'58"W, 45.59' to a point; thence N30 05'24"E, 99.28' to a point; thence N29 19'39"E, 151.62' to a point; thence N27 18'17"E, 96.13' to a point; thence N22 12'01"E, 106.76' to a point; thence N33 04'45"E, 195.25' to a point; thence N35 32'07"E, 112.18' to a point at the corner of Powhatan Crossing Subdivision and the property of Powhatan Associates; thence along the line of Powhatan Associates N46 07'03"W, 195.50' to a point; thence N45 06'03"W, 108.50' to a point; thence N41 52'03"W, 170.50' to a point; thence N46 28'03"W, 475.30' to a point; thence N46 08'03"W, 126.40' to a point; thence N06 43'57"E, 112.50' to a point; thence N22 46'03"W, 162.00' to a point; thence N36 59'03"W, 255.90' to a point; thence N30 37'03"W, 194.80' to a point; thence N51 04'03"W, 183.00' to a point, thence N22 52'03"W, 143.50' to a point; thence N12 08'03"W, 149.10' to a point; thence N06 25'48"W, 125.82' to a point on the southerly right-of-way of Proposed Alternate Route 5 (Monticello Avenue) thence along said right-of-way in westerly direction S73 08'34"W, 873.10 to a point; thence S16 51'26"E, 150.00' to a point, being a point of said right-of-way line and corner of the HRSD Utility Lot; thence S16 51'26"E, 150.00' along the line of the HRSD Utility Lot; thence S73 08'34"W, 150.00' to a point; thence N16 51'26"W, 150.00' to a point, being a point of said HRSD Utility Lot and the Monticello Avenue right-of-way; thence S73 08'34"W, 132.15' along said Monticello Avenue right-of-way to a point; thence N16 51'26"W, 150.00' to a point; thence S73 08'34"W, 35.98' to the point of beginning.

Said parcel of land containing 218.2 acres, more or less.

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VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 18 July 03
at 9:00 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

PROFFERS



THESE PROFFERS made this 28 day of OCT,

FREDERICK D. HIRSH and MARY A. HIRSH, husband and wife, together with their successors, heirs and assigns, the "OWNERS".

RECITALS

A. Owners are the owners of certain property located in James City County, Virginia, containing approximately 3 acres, more or less, commonly known as 8618 Richmond Road (hereinafter referred to as the "Property") and more particularly described as Parcel Number (1-6F) on James City County Real Estate Tax Map Number (12-1).

B. All of the property is currently zoned A-1, Agricultural in Stonehouse District. Owners have applied to re-zone all of the Property from (A-1) to (B-1), with proffers.

C. James City County (the "County") may be unwilling to re-zone because of possible impact on the surrounding areas.

D. Owners for themselves and their successors and assigns desire to offer to the County certain conditions on the development of the Property for the protection of the community that are intended to mitigate possible impacts from the development on the surrounding area.

Now, therefore, for and in consideration of the approval by the Board of Supervisors of the County of the requested re-zoning, and pursuant to Division 12, Section 20-328 and Section 20-329, Owners agree that they will meet and comply with all of the following conditions for the development of the Property.

I. There shall be only one commercial building containing no more than 6,000 square feet of gross floor area.

The building shall be used only for the making, sales and teaching of ceramics, and a shop for construction work and storage of building materials with no exterior storage.

II. The northern portion of the property shall contain a single residence for a caretaker(s).

III. An undisturbed buffer shall be provided adjacent to Route 60. Such buffer shall be a minimum width of 160 feet, measured from the northern edge of right-of-way of Route 60. The commercial structure shall be located a minimum of 170 feet from the northern edge of the right-of-way of Route 60.

IV. The commercial building shall not have more than ten (10) spaces. The parking area (on the east side) shall be graveled and not be illuminated.

V. The building shall be wood stained natural.

VI. The sign shall be ground mounted no larger than fourteen (14) square feet and shall not be illuminated.

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, Virginia, of James City the
9th day of DEC, 1991 This 12:57

was admitted to the records with certificate annexed and
Test: Addressed
Ward, Clerk

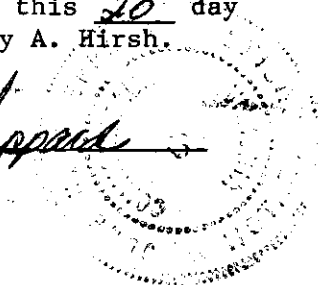
Frederick D. Hirsh
FREDERICK D. HIRSH

Mary A. Hirsh
MARY A. HIRSH

Deputy Clerk
STATE OF VIRGINIA
COUNTY OF JAMES CITY

The foregoing instrument was acknowledged before me this 20 day
of DEC, 1991, by Frederick D. Hirsh and Mary A. Hirsh.

My Commission Expires April 30, 1994
James D. Sheppard
Notary Public



COMMONWEALTH OF VIRGINIA



(14-D-025 7/91)

OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 02/11/92 TIME: 12:59:11 ACCOUNT: 095CLR920001815 RECEIPT: 92000002968
CASHIER: CHB REG: WB04 TYPE: PROFRS PAYMENT: FULL PAYMENT
INSTRUMENT : 920001815 BOOK: 0 PAGE: 0 RECORDED: 02/11/92 AT 12:59
GRANTOR NAME : HIRSH, FREDERICK D ETUX EX: N LOCALITY: CO
GRANTEE NAME : JAMES CITY CO EX: N PERCENT: 100%
AND ADDRESS :
RECEIVED OF : JAMES CITY CO DATE OF DEED: 00/00/00
CHECK : \$13.00

DESCRIPTION 1: PROFFERS 3 AC 8618 RICHMOND RD
2:

CONSIDERATION:	.00	ASSUMPTION:	.00	MAP:	
CODE DESCRIPTION	PAID	CODE	DESCRIPTION		PAID
301 DEEDS	12.00	145	VSLF		1.00

TOTAL TENDERED : 13.00
TOTAL AMOUNT PAID: 13.00
TOTAL CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

DC-18 (5/86)

RECEIVED BY:
COUNTY ATTORNEY
JCC - BLDG. C

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COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 07/18/03 TIME: 09:00:55 ACCOUNT: 880CLR000021212 RECEIPT: 03000029755
CASHIER: CMB RES: W104 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 030021212 BOOK: PAGE: RECORDED: 07/18/03 AT 09:00
GRANTOR: POWHATAN CROSSING INC EX: N LDC: 00
GRANTEE: POWHATAN CROSSING INC EX: N PCT: 100%
AND ADDRESS :
RECEIVED OF : JCCD DATE OF DEED: 07/08/03

CHECK : \$30.00
DESCRIPTION 1: PROFFERS HIDDEN PROPERTY PAGES: 22
E: NAMES: 0
CONSIDERATION: .00 ASSUME/VAL: .00 MAP:
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 29.50 145 WSLF 1.50
TENDERED : 30.00
AMOUNT PAID: 30.00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

PLEASE RETURN TO:
COUNTY ATTORNEY
JCC - BLDG. C