

060 015224

Tax Parcel Nos. (32-1) (1-13) and (32-1) (1-12)

WARHILL PROFFERS

THESE PROFFERS are made as of this 22nd day of February 2006, by the County of James City, a political subdivision of the Commonwealth of Virginia (together with its successors and assigns, the "County").

RECITALS

WHEREAS County 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.

WHEREAS the Property is now zoned PUD-C and M-1, with proffers. The existing proffers are set forth in an Agreement dated October 18, 1996 and are recorded in James City County Deed Book 820 at page 168 (the "Existing Proffers").

WHEREAS County has applied for a rezoning of the Property now zoned R-8 and B-I and M-1, with proffers, to PUD-R, Planned Unit Development - Residential, PUD-C, Planned Unit Development - Commercial, with proffers, and R-8 Rural Residential to obtain the greater flexibility in developing and locating uses within the Property provided under the PUD provisions of the James City County Code (the "County Code") and to terminate the Existing Proffers applicable to the Property and to replace the Existing Proffers as they apply to the Property with new proffers.

WHEREAS, in accordance with Section 24-484 of the County Code, the County submitted a master plan with this rezoning entitled "MASTER PLAN FOR TNCC HISTORIC TRIANGLE CAMPUS & JAMES CITY COUNTY HIGH SCHOOL" dated September 22, 2005 and prepared by the Timmons Group ("Master Plan") which fully incorporates on Land Bay 1, the master plan entitled "Master Plan for TNCC Historic Triangle Campus" approved by the Virginia State Board for Community Colleges on November 18, 2004.

NOW, THEREFORE, for and in consideration of the approval of the requested amendment; Master plan and rezoning, and pursuant to section 15.2-2298 of the Code of Virginia, 1950, as amended, and section 24-16 of the County Code, County 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 Amended and Restated Proffers shall be null and void and the Existing Proffers shall remain in full force and effect.

Prepared by:
Leo P. Rogers, Esq.
James City County
P.O. Box 8784
Williamsburg, VA 23187-8784

PROFFERS

PART A. The following proffers shall apply to Land Bay 1:

1. Master Plan. The Property shall be developed generally as shown on the Master Plan, with only changes thereto that do not change the basic concept or character of the development. The Master Plan depicts the general location and approximate boundaries of features shown. No changes to Land Bay 1 of the Master Plan shall be made without first submitting the proposed change to the County Administrator and providing the County with a reasonable opportunity to submit written comments. In addition, changes to Land Bay 1 of the Master Plan which adversely impact: i. the infrastructure to the site or remaining Property; ii. facilities for the joint educational programs between the community college and the public schools; iii. the safety and security of students or other persons on the Property; or iv. the finances of the County as it relates to the provision of infrastructure or the remainder of the Property shall only be permitted with the advice and consent of the County. Changes to the Master Plan which adversely impact joint education programs between the community college and the County's public schools shall only be permitted after meeting and conferring with the County.

2. Perimeter Buffer. There shall be a one-hundred-foot (100') perimeter buffer ("Buffer") generally as shown on the Master Plan. The Buffer shall be exclusive of any structures and shall be undisturbed, except for the entrances, trails, sidewalks, a fire lane and patio area as shown generally on the Master Plan and a single monument sign located within 15 feet of the Centerville Road right of way in the area already cleared for the old entrance to the Property previously used by Dominion Virginia Power. Dead, diseased and dying trees or shrubbery, invasive or poisonous plants may be removed from the buffer area. To the extent reasonably feasible, utility crossings shall be generally perpendicular through the Buffer and County shall endeavor to design utility systems that do not intrude into the Buffer.

3. Lighting. Any new exterior site lighting in parking areas, sidewalks and trails shall be limited to fixtures which are horizontally mounted on light poles not to exceed 30 feet in height and/or other structures and shall be recessed fixtures with no bulb, lens, or globe extending below the casing. 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, as defined by applicable Virginia law and regulations, shall extend outside the property lines.

4. Height Limitation. No building shall exceed sixty feet (60') in height as measured from grade. For the purposes of this proffer, building height shall be defined as: "the vertical distance measured from the level of the curb or the established curb grade opposite the middle of the front of the structure to the highest point of the roof if a flat roof, to the deck line of a mansard roof, or to the mean height level between the eaves and ridge of a gable, hip or gambrel roof. For Building set back from the street line, the height shall be measured from the average elevation of the ground surface along the front of the building."

5. Signage. All new signage shall conform to the following:

5.1 Freestanding Signs

Freestanding signs shall only be permitted on properties having street frontage and shall be in compliance with the following regulations:

(a) Sign location and setbacks. One freestanding sign shall be permitted on each street frontage. Such signs may only be placed on the property within required yards and setbacks and shall be located at least five feet from any property line.

(b) Sign area. Such signs shall not exceed 32 square feet per face.

(c) Sign height. Such signs shall not exceed an overall height of 15 feet above natural grade.

(d) Sign lighting. Internally illuminated signs shall be prohibited. Signs may be externally illuminated by ground-mounted horizontal light bars/strips or ground-mounted spotlights in such a way that bulbs, lenses, or globes shall not be visible from the right-of-way. The ground-mounted lights shall be concealed by landscaping.

5.2 Building Face Signs

Building face signs shall be in compliance with the following regulations:

(a) Sign location and area. The building face sign(s) shall be placed on the front facade of the building, except in cases outlined below in subsections (d) and (g). The area devoted to such signs shall not exceed one square foot of sign area for each linear foot of the buildings or unit's front facade or 60 square feet, whichever is smaller. The front facade of the building shall be considered the side that has the main public entrance.

(b) Sign mounting. Such signs shall be mounted flat against the building on the side measured above. Signs, including mounting apparatus shall extend no more than 18 inches from the building face.

(c) Sign lighting: Internally illuminated signs shall be prohibited

(d) Additional signs for buildings facing onto public rights-of-way or parking lots. When the same building faces onto a public right-of-way or parking lot on the rear or side of the building, an additional sign may be erected at the public entrance on that side. The area devoted to such sign(s) shall not exceed one square foot of sign area for each linear foot of the buildings side upon which the sign is placed or 60 square feet, whichever is smaller. Such sign must be mounted flat against the building.

(e) An owner may elect to relocate the building face sign, which would typically be placed above the buildings main public entrance, on the side of the building that faces the public road right-of-way or parking lot. This provision would only apply if the side of the building facing the public road right-of-way or parking lot has no public entrance. This provision would not allow for additional building face signs beyond the maximum number permitted; it only provides the applicant an option on which side of the building to place the building face sign. The area devoted to such sign(s) shall not exceed one square foot of sign area for each linear foot of the buildings side upon which the sign is placed or 60 square feet, whichever is smaller. Such sign must be mounted flat against the building.

5.3 Special Regulations for Certain Signs

(a) Logos, trademarks, murals, etc. Any logo, trademark, mural, copyright or recognizable symbol pertaining to the use or business contained within the building painted on any face of the building shall be treated as a building face sign.

(b) Flags as signs. Flags used as signs shall be allowed, provided that the same are installed in a permanent fashion, are maintained in good repair and will not constitute a hazard to vehicular or pedestrian traffic.

(c) Signs on entrance marquees or canopies. Signs on entrance marquees or canopies shall be allowed, provided that the total area of such signs if constructed alone or in combination with other building signs does not exceed the maximum allowable dimensions and square footage as provided in paragraph 5.2 (a) above. ■

(d) Signs on corner lots. Signs on corner lots shall not be closer than 50 feet to the corner of the lot. In cases where the applicant can demonstrate that the location of a sign does not obstruct adequate sight distance and good visibility is maintained for all motorists and pedestrians traveling the intersection, Director of Planning may permit setbacks of less than 50 feet.

(e) Directional signs. Directional signs may be allowed in compliance with the following regulations:

(1) Directional signs shall show only the name and/or logo, mileage and direction; and

(2) Do not exceed ten square feet in size,

5.4 Exemptions

The following signs are exempted from the provisions of these proffers and may be erected or constructed in accordance with the structural and safety requirements of the building code:

(a) Official traffic signs, historical markers, provisional warning signs or sign structures when erected or required to be erected by a governmental agency and temporary signs indicating danger;

(b) Traffic signs authorized by the Virginia Department of Transportation to be placed on a street right-of-way;

(c) Temporary non-illuminated signs, not more than six square feet in area, advertising commercial real estate for sale or lease and located on the premises, provided such signs conform to the following regulations:

(1) One sign is permitted for each street frontage per parcel

(2) The maximum height of the sign shall not exceed eight feet.

(3) The sign shall be erected in such a manner that it does not obstruct views of existing signs and/or create a safety hazard.

(d) Non-illuminated signs warning trespassers or announcing property as posted, not to exceed two square feet per sign in residential, commercial and industrial areas, and four square feet per sign in agricultural areas;

(e) Sign on a truck, bus or other vehicle, while in use in a normal course of business. This section should not be interpreted to permit parking for display purposes of a vehicle (to which signs are attached) in designated customer or employee parking at the place of business;

(f) Signs which are not visible from a public road or abutting property line;

(g) Signs not to exceed six square feet in area, which state the name or number of a building, to be located on the rear or sides of a building on a parcel containing four or more buildings;

(h) Signs placed upon the exterior of a structure indicating the location of restrooms, bathhouses, entrances or exits;

(i) Signs not to exceed six square feet in area indicating the entrance or exit from a parking lot, potable water supply, sewage station for recreational vehicles or other notices related to public health or safety. Such signs shall be adjacent to the facility;

(j) One special notice placard, not to exceed four square feet in size, attached to a building or to a freestanding sign indicating credit cards which are accepted on the premises; group affiliations of which the business is a member or clubs or groups which utilize, recommend, inspect or approve the business for use by its members;

(k) Signs conveying political, ideological, religious, social or governmental messages unrelated to businesses, services or manufacturing activities or the goods connected therewith; provided such signs shall not exceed 32 square feet in size; and provided, that any such signs related to or connected with political campaigns shall not be maintained for longer than 90 days and shall be removed within ten days after the election to which they pertain;

(l) Signs or banners of not more than **32** square feet advertising a special civic or cultural event such as a fair or exposition, play, concert or meeting sponsored by a governmental, charitable or nonprofit organization;

(m) Special decorative displays used for holidays, public demonstrations or promotion for nonpartisan civic purposes; and

(n) Special decorative displays used for purposes of advertising the opening of a new store, business or profession.

5.5 Prohibited Signs

The following signs are specifically prohibited:

(a) Off-premise signs or off-premise billboards;

(b) Flashing, animated and rotating signs or appurtenances to signs which are non-stationary;

(c) Displays of intermittent lights resembling or seeming to resemble the flashing lights customarily associated with danger, such as are customarily used by police, fire or ambulance vehicles or for navigation or traffic-control purposes;

(d) Signs so located and so illuminated as to provide a background of colored lights blending with traffic signal lights that might reasonably confuse a motorist when viewed from a normal approach position of a vehicle at a distance of up to 300 feet;

- (e) Signs which are not an integral part of the building design but fastened to and supported by or on the roof of a building or projecting over or above the roof line or parapet wall of a building;
- (f) Signs placed or located to conflict with the vision clearance or other requirements of applicable VDOT regulations;
- (g) Signs attached to trees, utility poles or other unapproved supporting structure;
- (h) Signs which are portable or otherwise designed to be relocated or are constructed on a chassis or carriage with permanent or removable wheels;
- (i) Signs attached, painted on, or affixed to vehicles used primarily for display and/or advertising purposes parked in designated customer or employee parking at the place of business; and
- (j) Pennants, banners, flags and other displays used for marketing or advertising.

6. Prohibited Uses. The following uses shall be prohibited: automobile service stations, convenience centers for trash and recycling, gunsmiths, tobacco and pipe stores, taverns, retail sale of alcohol for off-premises consumption, liquor stores, retail sale of firearms or ammunition, and landfills.

Part B. The following proffers shall apply to Land Bays 2,3 and 4:

1. Master Plan. The Property shall be developed generally as shown on the Master Plan, with only changes thereto that the Director of Planning determines do not change the basic concept or character of the development. The Master Plan depicts the general location and approximate boundaries of features shown.
2. Perimeter Buffer. There shall be a one-hundred-foot (100') perimeter buffer ("Buffer") generally as shown on the Master Plan. The Buffer shall be exclusive of any structures and shall be undisturbed, except for the entrance as shown generally on the Master Plan, the trails, sidewalks and bike lanes, and patio areas as shown generally on the Master Plan, and with the approval of the Director of Planning, for lighting, entrance features, fencing and signs. Dead, diseased and dying trees or shrubbery, invasive or poisonous plants may be removed from the Buffer area with the approval of the Director of Planning. To the extent reasonably feasible, utility crossings shall be generally perpendicular through the Buffer and Owner shall endeavor to design utility systems that do not intrude into the Buffer. With the prior approval of the Director of Planning, utilities may intrude into or cross the Buffer.
3. Lighting. Any new exterior site lighting shall be limited to fixtures which are horizontally mounted on light poles not to exceed 30 feet in height and/or other structures and shall be recessed fixtures with no bulb, lens, or globe extending below the casing. 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. The height limitation provided in this paragraph shall not apply to field lighting provided that proper permits are issued under the County Zoning Ordinance.

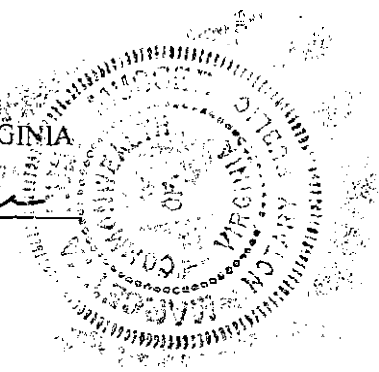
4. Height Limitation. No building shall exceed sixty feet (60') in height as measured from grade.
5. Signage. All new signage shall be in accordance with the Code of James City, County, as amended.
6. Prohibited Uses. The following uses shall be prohibited: automobile service stations, fast food restaurants, bookstores, convenience centers for trash and recycling, gunsmiths, tobacco and pipe stores, taverns, retail sale of alcohol for off premises consumption, liquor stores, retail sale of firearms or ammunition, and landfills.

REMAINDER OF PAGE INTENTIONALLY BLANK

WITNESS the following signatures, thereunto duly authorized:

THE COUNTY OF JAMES CITY, VIRGINIA

By: Sanford B. Wanner
County Administrator



Approved as to form:

[Signature]
County Attorney

COMMONWEALTH OF VIRGINIA,
COUNTY OF JAMES CITY, to-wit:

The foregoing instrument was acknowledged before me this 22 day of February, 2006, by Sanford B. Wanner on behalf of the County of James City, a political subdivision of the Commonwealth of Virginia.

[Signature]
Notary Public

My commission expires: 4/31/2006
~~4/31/2004~~

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 26 June 06
at 3:01 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

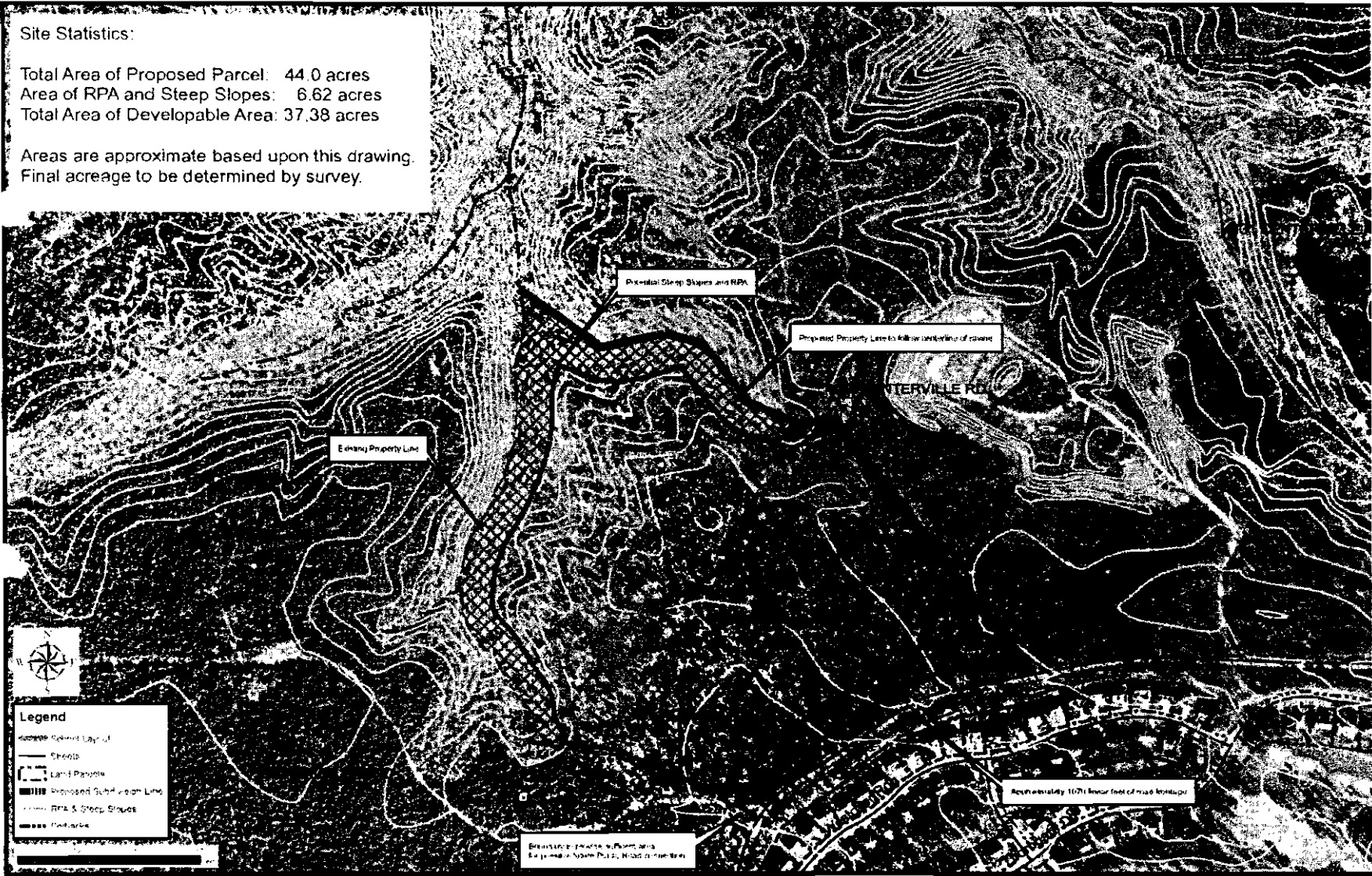
\$ _____ \$ _____ \$ _____
TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk

FLAT ATTACHED

EXHIBIT "A"

School Site 1



That certain piece or parcel of land containing approximately 165.9 acres located at 6450 Centerville Road in James City County, Virginia (the "Property"), in the Powhatan District. The Property is generally situated to the south of Route 614, west of Route 199, and north of the Virginia Power right-of-way,