

**070005135**

**SUPPLEMENTAL PROFFERS  
NEW TOWN - SECTIONS 3 and 6**

THESE SUPPLEMENTAL PROFFERS are made as of this 21st day of December, 2006, by **NEW TOWN ASSOCIATES, LLC**, a Virginia limited liability company (together with its successors and assigns, "Associates") (index as a "grantor"); and the **COUNTY OF JAMES CITY, VIRGINIA** (the "County") (index as the "grantee").

RECITALS

R-1. Associates is the owner of certain real property located in James City County, Virginia, being more particularly described on EXHIBIT A attached hereto and made a part hereof (the "Property").

R-2. The Property is subject to the New Town – Sections 3 & 6 – Proffers (the "Sections 3 & 6 Proffers") dated October 25, 2004 of record in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City, Virginia as Instrument No. 040027471.

R-3. Section 4(c) of the Sections 3 and 6 Proffers ("Proffer 4(c)") provides that Associates shall construct/install the following entrance and road improvements to Virginia Department of Transportation ("VDOT") standards and specifications for the Watford Lane (as designated in the traffic study entitled "TRAFFIC STUDY FOR SECTIONS 3 & 6 OF NEW TOWN, JAMES CITY COUNTY, VIRGINIA," dated June 2004, prepared by DRW Consultants, Inc., Midlothian, Virginia (the "Traffic Study"), which is on file with the County Planning Director) intersection with Ironbound Road:

A minimum of two lanes approaching Ironbound Road and two lanes departing

Ironbound Road on Watford Lane in New Town Section 3.

R-4. Associates has determined that only one (1) lane departing Ironbound Road on Watford Lane in New Town Section 3 is required to appropriately accommodate the traffic generated by the development of Property.

R-5. Associates has submitted a rezoning application (the "Application") with the County requesting the amendment of Proffer 4(c) to require only one (1) lane departing Ironbound Road on Watford Lane in New Town Section 3. The Application has been designated by the County as Case Number Z-07-06. The amendment of Proffer 4(c) is consistent both with the land use designation for the Property on the County Comprehensive Plan and the statement of intent for the MU zoning district set forth in Section 24-514 of the County Zoning Ordinance, Section 24-1 *et seq.* of the County Code of Ordinances, in effect on the date hereof (the "Zoning Ordinance").

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the proffer amendment set forth above and pursuant to Section 15.2-2296, *et seq.*, of the Virginia Code, Section 24-16 of the County Zoning Ordinance and these Supplemental Proffers, Associates agrees that all of the following conditions shall be met and satisfied in developing the Property.

PROFFERS:

1. Amendment. Proffer 4(c) is hereby amended and restated to read as follows:

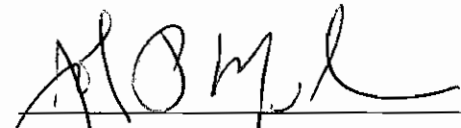
**“A minimum of two lanes approaching Ironbound Road and one lane departing Ironbound Road on Watford Lane in New Town Section 3; and”**

2. Supplemental Proffers. These Supplemental Proffers amend the Sections 3 and 6 Proffers only as stated herein. No other amendment to the Sections 3 & 6 Proffers is intended or accomplished hereby. The Section 3 & 6 Proffers remain in full force and effect, subject to this amendment.

4. Recitals. The Recitals set forth above shall be included and read as a part of these Supplemental Proffers and are incorporated by reference.

WITNESS the following signatures, thereunto duly authorized:

NEW TOWN ASSOCIATES, LLC

By:   
Title: EXECUTIVE DIRECTOR

STATE OF VIRGINIA  
COUNTY OF JAMES CITY, to wit:

The foregoing instrument was acknowledged before me this 21<sup>ST</sup> day of DECEMBER, 2006 by JOHN P. McCANN, EXECUTIVE DIRECTOR of New Town Associates, LLC, a Virginia limited liability company, on its behalf.

  
NOTARY PUBLIC

My commission expires: 08/30/08

DOCSWMB-#6130317

**EXHIBIT A**

All those certain pieces, parcels, or tracts of land owned by New Town Associates, LLC as of the date of recordation hereof and shown as "Section 3" and "Section 6" on that certain plan entitled "NEW TOWN SECTIONS 3 & 6 MASTER PLAN BERKELEY DISTRICT JAMES CITY COUNTY, VIRGINIA", dated April 26, 2004, prepared by AES Consulting Engineers, a copy of which is on file with the County Planning Director.

**VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY**  
This document was admitted to record on 22 Feb 07  
at 11:37 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