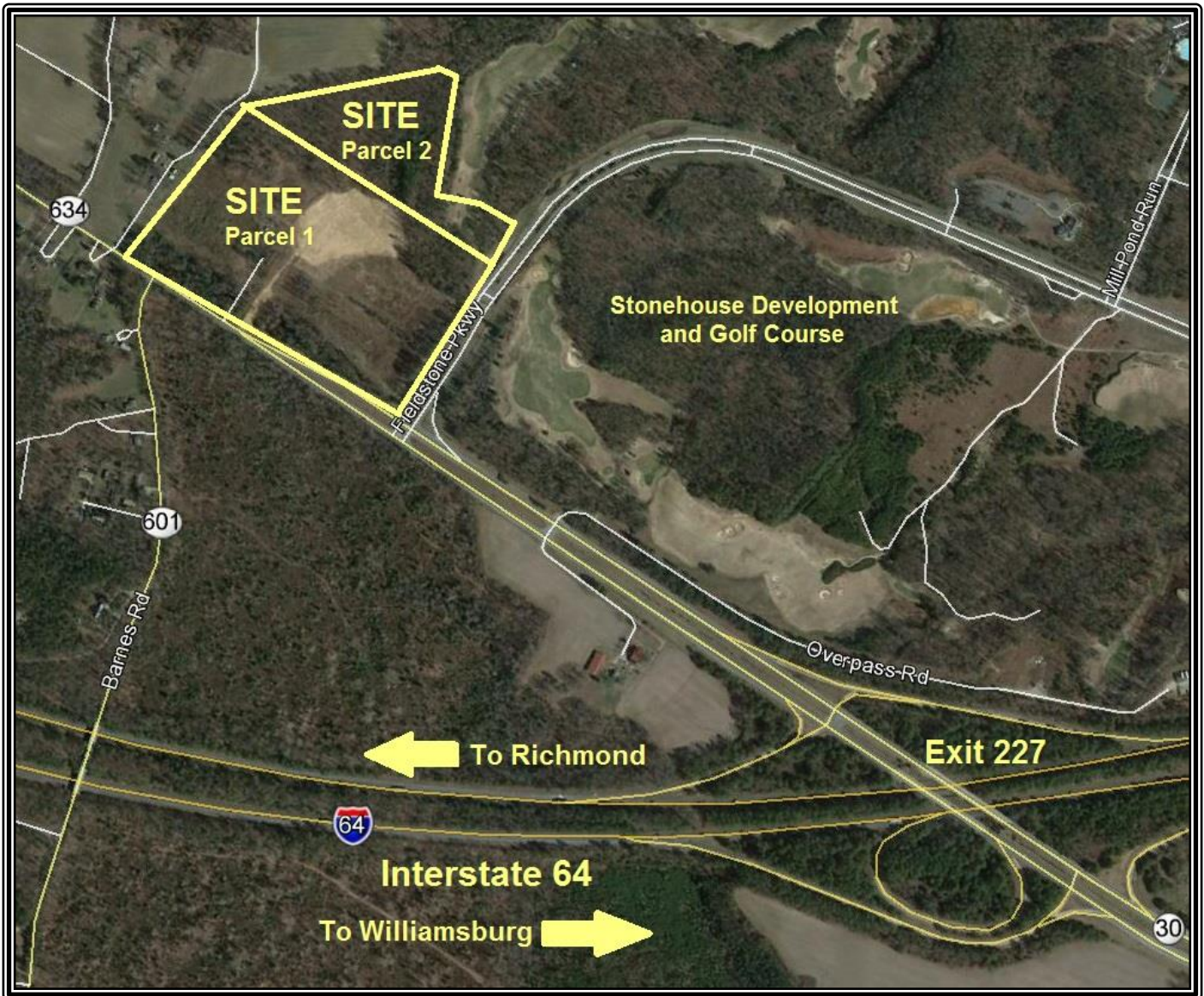


Mixed Use Development Site For Sale

James City County / Williamsburg, Virginia



FOR ADDITIONAL INFORMATION, PLEASE CONTACT:

Campana Waltz Commercial Real Estate, LLC
Tom Waltz

11832 Fishing Point Drive, Suite 400
Newport News, Virginia 23606
757.327.0333

Tom@CampanaWaltz.com
www.CampanaWaltz.com

Campana Waltz
Commercial Real Estate, LLC

*This information was obtained from sources deemed to be reliable, but is not warranted.
This offer subject to errors and omissions, or withdrawal, without notice.*

**MIXED USE DEVELOPMENT SITE
FOR SALE
James City County / Williamsburg, Virginia**

- Location:** Just off Interstate 64 at Exit 227. Property abuts the Stonehouse Planned Unit Residential Development and Golf Course.
- Description:** **Parcel 1:** 21.23 acres – Mixed Use Zoning
Parcel 2: 13.11 acres – designated for offsite drainage / BMP area
- Land Area:** 34.34 acres
- Sales Price:** \$1,799,000.00
- Zoning:** **Parcel 1:** Mixed Use – Multiple allowable uses by right are attached in this marketing package.
Parcel 2: PUD-R: Planned Unit Development Residential – 8 developable townhouse lots by right

General Information:

- Easy access to Interstate 64 – the main corridor between Richmond and Norfolk.
- Ideal site for multiple retail/commercial uses
- Solid residential neighborhoods abound
- No required offsite easements
- Archaeological site Phase 3 completed

Also included:

- Aerial Maps
- Location Map
- Current traffic study available upon request from Agent

For Additional Information, Please Contact:

Tom Waltz

Campana Waltz Commercial Real Estate, LLC
11832 Fishing Point Drive, Suite 400
Newport News, Virginia, 23606
757.327.0333

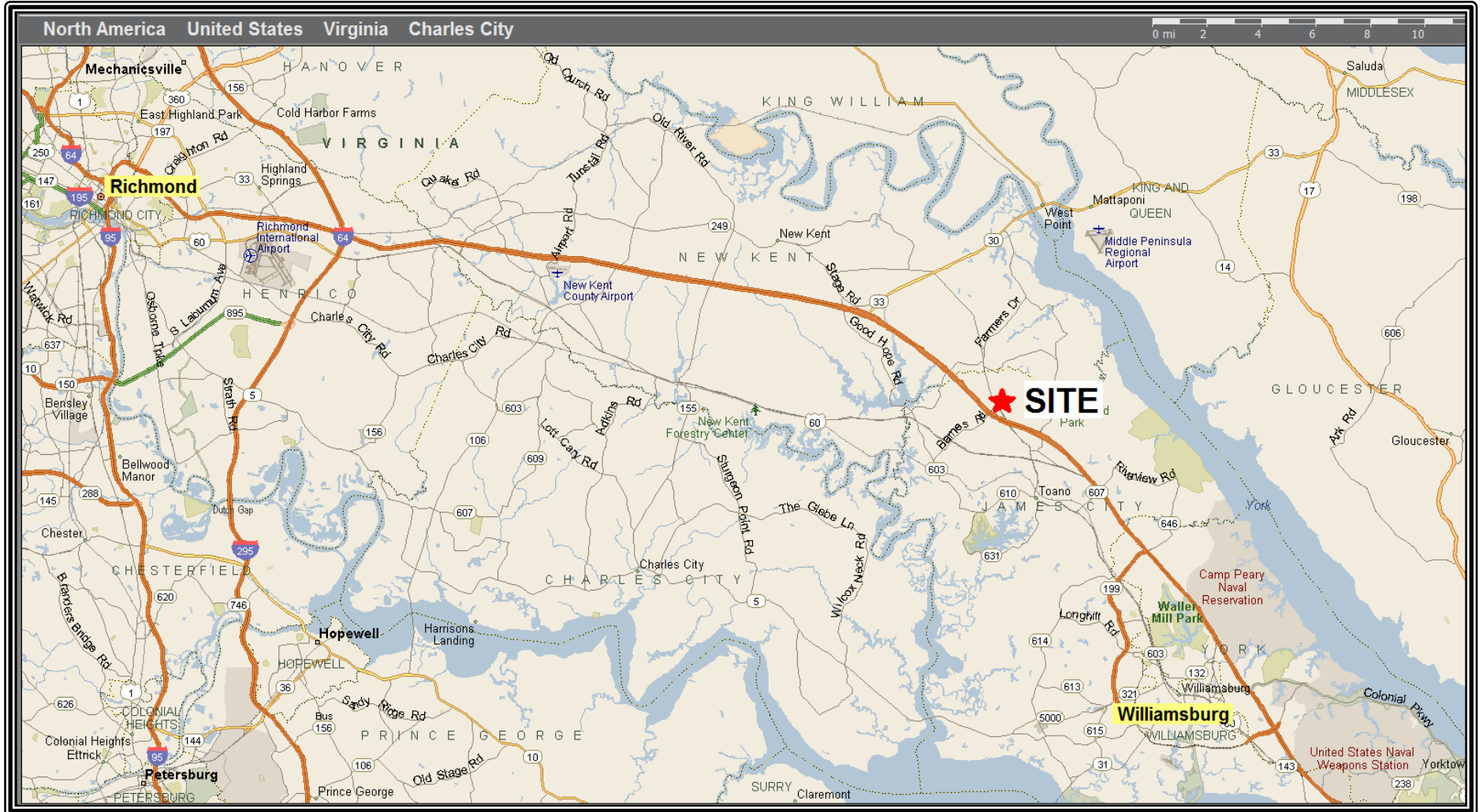
Tom@CampanaWaltz.com

www.CampanaWaltz.com



*This information was obtained from sources deemed to be reliable, but is not warranted.
This offer subject to errors and omissions or withdrawal without notice.*

Mixed Use Development Site For Sale James City County / Williamsburg, Virginia

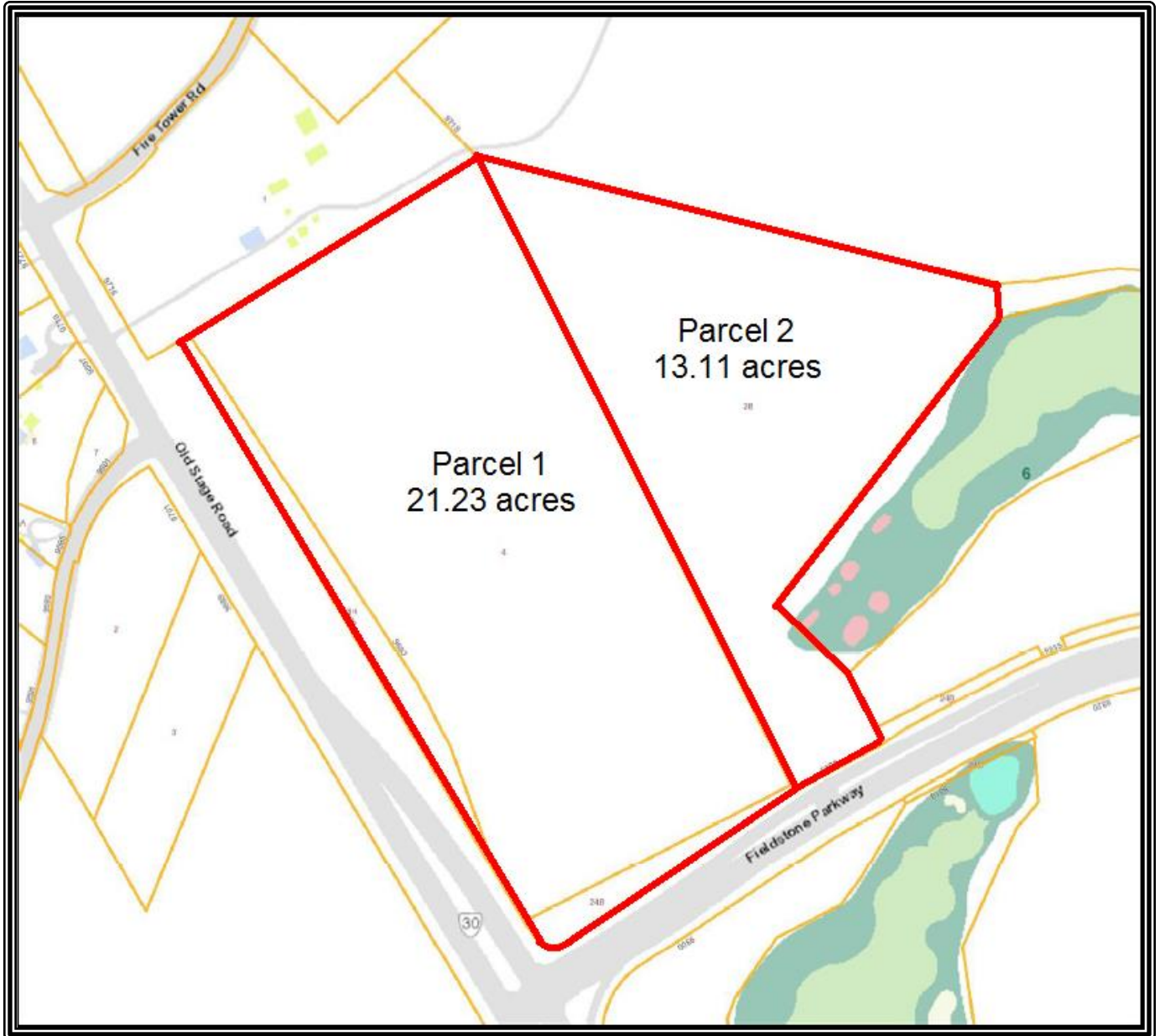


*This information was obtained from sources deemed to be reliable, but is not warranted.
This offer subject to errors and omissions, or withdrawal, without notice.*

Campana Waltz
Commercial Real Estate, LLC

Mixed Use Development Site For Sale

James City County / Williamsburg, Virginia



*This information was obtained from sources deemed to be reliable, but is not warranted.
This offer subject to errors and omissions, or withdrawal, without notice.*

Campana Waltz
Commercial Real Estate, LLC

Sec. 24-514. - Statement of intent.

- (a) The purpose of the **mixed use district** is to promote a broad spectrum of land uses in more intensive developments on lands designated mixed use by the Comprehensive Plan. The Mixed Use District, MU, is designed to:
- (1) Promote a multiuse master-planned community which may include residential, commercial, industrial (with a focus on light industrial), office and other nonresidential uses;
 - (2) Provide flexibility, unity and diversity in land planning and development resulting in convenient and harmonious groupings of uses, structures and common facilities; varied type, design and layout of residential, employment and social centers; and appropriate relationships of open spaces to intended uses and structures which include attractive and usable open space linked by pedestrian walkways and/or bicycle paths;
 - (3) Reduce commuter driving demands on highways and roads by concentrating employment, housing and recreation opportunities in locations served by, or convenient to, public transportation; and
 - (4) Permit densities and intensities of development in excess of those normally permitted in customary residential and commercial zoning districts.
- (b) This shall be accomplished by providing for the development and/or redevelopment of a variety of land uses and structures within the Mixed Use District, MU, in accordance with the uses generally described in the Comprehensive Plan for areas designated mixed use. The Mixed Use District, MU, is the preferred zoning district for development within those areas designated mixed use in the Comprehensive Plan.
- (Ord. No. 31A-141, 5-4-92; Ord. No. 31A-184, 12-8-98; Ord. No 31A-276, 9-11-12)

Sec. 24-518. - Use list.

In the **mixed use districts**, all structures to be erected or land to be used shall be for one or more of the following uses:

Use Category	Use List	Permitted Uses	Specially Permitted Uses
Residential Uses	Accessory apartments, attached, in accordance with <u>section 24-32</u>	P	
	Accessory structures, as defined in <u>section 24-2</u>	P	
	Apartments	P	
	Group homes or residential facilities, for eight or fewer adults	P	
	Group homes or residential facilities, for nine or more adults		SUP
	Group quarters	P	
	Home care facilities	P	
	Home occupations, as defined	P	
	Independent living facilities	P	
	Multi-family dwellings up to and including four dwelling units	P	
	Multi-family dwellings more than four dwelling units	P	

	Single-family dwellings	P	
Commercial Uses	Accessory structures, as defined in <u>section 24-2</u>	P	
	Adult day care centers	P	
	Antique shops	P	
	Arts and crafts shops	P	
	Assisted living facilities	P	
	Automobile rental	P	
	Automobile repair and service including tire, transmission, glass, body and fender, and other automotive products sales (new and/or rebuilt) and service with major repair under cover and storage of parts and vehicle storage screened from adjacent property by landscaping and fencing	P	
	Automobile service stations; if fuel is sold, then in accordance with <u>section 24-38</u>	P	
	Banks and other similar financial institutions	P	
	Barber and beauty shops	P	
	Business, professional and governmental offices	P	
	Campgrounds		SUP
	Child day care centers	P	

	Community recreation facilities, public or private, including parks, playgrounds, clubhouses, boating facilities, swimming pools, ball fields, tennis courts and other similar recreation facilities	P	
	Continuing care retirement facilities	P	
	Contractor offices, equipment storage yards, shops and warehouses with storage under cover or screened with landscaping and fencing from adjacent property	P	
	Convenience stores; if fuel is sold, then in accordance with <u>section 24-38</u>	P	
	Data processing centers	P	
	Drug stores	P	
	Dry cleaners and laundries	P	
	Employment services or agencies	P	
	Farmer's markets	P	
	Fast food restaurants		SUP
	Feed, seed and farm supply stores	P	
	Fish farming	P	
	Flea markets		SUP

	Funeral homes, cemeteries and memorial gardens	P	
	Gift stores	P	
	Golf courses		SUP
	Greenhouses and nurseries	P	
	Handicrafts stores	P	
	Health clubs, exercise clubs and fitness centers	P	
	Home occupations as defined	P	
	Hotels, motels, tourist homes and convention centers	P	
	Indoor sport facilities	P	
	Indoor theaters	P	
	Janitorial service establishments	P	
	Limousine service	P	
	Lumber and building supply with storage limited to a fully enclosed building or screened with landscaping and fencing from adjacent property	P	
	Marinas, docks, piers, yacht clubs, boat basins, boat storage and servicing, repair and sale facilities for the same; if fuel is sold, then in accordance with <u>section 24-38</u>		SUP

	Marine or waterfront businesses to include the receipt, storage and transshipment of waterborne commerce, or seafood receiving, packing or distribution under cover or screened with landscaping and fencing from adjacent property		SUP
	Medical offices	P	
	Museums		SUP
	Off-street parking as required by article II, division 2 of this chapter	P	
	Office supply stores, secretarial and duplicating services	P	
	Parking lots and garages	P	
	Photographer, picture, artist and sculptor stores and studios	P	
	Plumbing and electrical supply with storage limited to a fully enclosed building or screened with landscaping and fencing from adjacent property	P	
	Printing and publishing establishments	P	
	Property maintenance facilities, sheds or garages	P	

	Public billiard parlors, arcades, pool rooms, bowling alleys, dance halls and other indoor centers of amusement	P	
	Rental of more than three rooms in a single-family dwelling unit		SUP
	Rental of rooms to a maximum of three rooms	P	
	Restaurants, tea rooms and taverns	P	
	Retail and service stores, including the following stores: books, cabinet, candy, carpet, coin, department, dressmaking, florist, furniture, furrier, garden supply, greeting card, gunsmith (excluding shooting ranges), hardware, home appliance sales and service, ice cream, jewelry sales and service, locksmith, music and records, paint, pet, picture framing, plant supply, shoe, sporting goods, stamp, tailor, tobacco and pipes, toys, travel bureau, upholstery, wearing apparel, and yard goods	P	
	Retail food stores, bakeries and fish markets	P	
	Security service offices	P	
	Shooting ranges, indoor		SUP
	Skilled nursing facilities (nursing homes)	P	
	Taxi services	P	
	Theme parks		SUP

	Truck stops; if fuel is sold, then in accordance with <u>section 24-38</u>		SUP
	Truck terminals; if fuel is sold, then in accordance with <u>section 24-38</u>		SUP
	Vehicle and trailer sales and service (with major repair limited to a fully enclosed building)	P	
	Veterinary hospitals	P	
Agricultural Uses	Wineries		SUP
Civic Uses	Fire stations	P	
	Libraries	P	
	Nonemergency medical transport	P	
	Places of public assembly	P	
	Post offices	P	
	Schools	P	
Utility Uses	Camouflaged wireless communications facilities that comply with division 6, Wireless Communication Facilities	P	
	Electrical generation facilities, public or private, electrical substations with a capacity of 5,000 kilovolt amperes or more and electrical transmission lines capable of transmitting 69 kilovolts or more		SUP

	Radio stations, television stations, transmission relay stations and communication towers		SUP
	Telephone exchanges and telephone switching stations	P	
	Tower mounted wireless communication facilities in accordance with division 6, Wireless Communications Facilities		SUP
	Transmission pipelines (public or private), including pumping stations and accessory storage, for natural gas, propane gas, petroleum products, chemicals, slurry coal and any other gases, liquids or solids. However, extensions for private connections to existing pipelines, which are intended to serve an individual residential or commercial customer and which are accessory to existing or proposed development, are permitted generally and shall not require a special use permit		SUP
	Water facilities (public or private), and sewer facilities (public), including, but not limited to, treatment plants, pumping stations, storage facilities and transmission mains, wells and associated equipment such as pumps to be owned and operated by political jurisdictions. However, the following are permitted generally and shall not require a special use permit:		SUP

	(a) Private connections to existing mains that are intended to serve an individual customer and that are accessory to existing or proposed development, with no additional connections to be made to the line; and		
	(b) Distribution lines and local facilities within a development, including pump stations		
	Water impoundments, new or expansion of	P	
	Wireless communications facilities that utilize alternative mounting structures and comply with division 6, Wireless Communications Facilities	P	
Open Uses	Timbering in accordance with <u>section 24-43</u>	P	
Industrial Uses	Food processing and storage, but not the slaughter of animals	P	
	Heavy equipment sales and service, with major repair under cover or screened with landscaping and fencing from adjacent property	P	
	Heliports, helistops and accessory uses		SUP
	Hospitals and mental health facilities	P	
	Industrial and technical training schools	P	
	Machinery sales and service with major repair under cover	P	

	Manufacture and assembly of musical instruments, toys, novelties and rubber and metal stamps	P	
	Manufacture and bottling of soft drinks and wine	P	
	Manufacture and processing of textiles and textile products in structures of not more than 5,000 square feet	P	
	Manufacture, compounding, assembly or treatment of products made from previously prepared paper, plastic, metal, textiles, tobacco, wood, paint, fiber glass, glass, rubber, leather, cellophane, canvas, felt, fur, horn, wax, hair and yarn in structures of not more than 5,000 square feet	P	
	Manufacture, compounding, assembly or treatment of products made from previously prepared paper, plastic, metal, textiles, tobacco, wood, paint, fiber glass, glass, rubber, leather, cellophane, canvas, felt, fur, horn, wax, hair and yarn in structures of 5,000 square feet and greater		SUP
	Manufacture, compounding, processing or packaging of cosmetic, toiletry and pharmaceutical products	P	
	Manufacture of carpets and carpet yarns in structures of not more than 5,000 square feet	P	

	Manufacture of pottery and ceramic products, using kilns fired only by gas or electricity	P	
	Manufacture or assembly of appliances, tools, firearms, hardware products and heating, cooling or ventilating equipment	P	
	Manufacture or assembly of electronic instruments, electronic devices or electronic components	P	
	Manufacture or assembly of medical, drafting, metering, marine, photographic and mechanical instruments	P	
	Petroleum storage		SUP
	Private streets within "qualifying industrial parks" in accordance with <u>section 24-55</u>	P	
	Processing, assembly and manufacture of light industrial products or components, with all storage, processing, assembly and manufacture conducted indoors and under cover, with no dust, noise, odor or other objectionable effect	P	
	Publicly owned solid waste container sites		SUP

	Railroad facilities including tracks, bridges and stations. However, spur lines which are to serve and are accessory to existing or proposed development adjacent to existing railroad rights-of-way and track and safety improvements in existing railroad rights-of-way are permitted generally and shall not require a special use permit		SUP
	Research, development and design facilities or laboratories	P	
	Resource recovery facilities		SUP
	Solid waste transfer stations		SUP
	Warehouse, storage and distribution centers with storage under cover or screened with landscaping and fencing from adjacent property	P	
	Water well drilling establishments		SUP
	Welding and machine shops with storage limited to a fully enclosed building or screened with landscaping and fencing from adjacent property	P	

(Ord. No. 31A-141, 5-4-92; Ord. No. 31A-145, 7-6-92; Ord. No. 31A-150, 4-5-93; Ord. No. 31A-152, 8-16-93; Ord. No. 31A-167, 3-26-96; Ord. No. 31A-176, 5-26-98; Ord. No. 31A-184, 12-8-98; Ord. No. 31A-242, 7-14-09; Ord. No. 31A-276, 9-11-12; Ord. No. 31A-291, 8-13-13; Ord. No. 31A-293, 8-12-14)



DEVELOPMENT MANAGEMENT

101-A MOUNTS BAY ROAD, P.O. Box 8784, WILLIAMSBURG, VIRGINIA 23187-8784
(757) 253-6671 Fax: (757) 253-6822 E-MAIL: devtman@james-city.va.us

ENVIRONMENTAL DIVISION
(757) 253-6670
enviro@james-city.va.us

PLANNING
(757) 253-6685
planning@james-city.va.us

COUNTY ENGINEER
(757) 253-6678

INTEGRATED PEST MANAGEMENT
(757) 259-4116

May 18, 2006

Mr. Vernon Geddy, III
Geddy, Harris, Franck and Hickman
1177 Jamestown Road
Williamsburg VA 23185

RE: Case No. Z-12-05 Moss Creek Commerce Center (Toano Business Center)

Dear Mr. Geddy:

This is to confirm that on May 9, 2006, the James City County Board of Supervisors approved your request for the above referenced application. The approval was issued as specified on the attached Resolution.

If you have any questions, please contact me.

Sincerely,

O. Marvin Sowers, Jr.
Director of Planning

OMS/tr

RESOLUTION

CASE NO. Z-12-05. MOSS CREEK COMMERCE CENTER

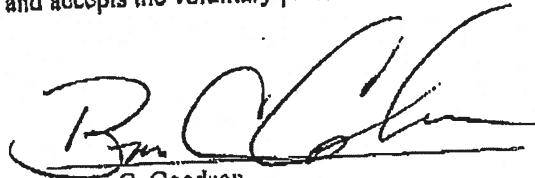
(TOANO BUSINESS CENTER)

WHEREAS, in accordance with § 15.2-2204 of the Code of Virginia, and Section 24-13 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified, and a hearing scheduled on Zoning Case No. Z-12-05, with Master Plan, for rezoning 21.23 acres from A-1, General Agricultural District, to MU, Mixed Use, with proffers; and

WHEREAS, the Planning Commission of James City County, following its public hearing on April 3, 2006, recommended approval of Case No. Z-12-05, by a vote of 4 to 2, with one abstention; and

WHEREAS, the property is located at 9686 and 9690 Old Stage Road and further identified as Parcel Nos. (1-34) and (1-4) on James City County Real Estate Tax Map No. (4-4).

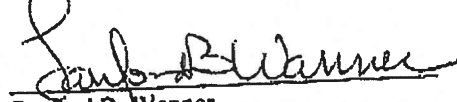
NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Case No. Z-12-05 and accepts the voluntary proffers.



Bruce C. Goodson
Chairman, Board of Supervisors

<u>SUPERVISOR</u>	<u>VOTE</u>
HARRISON	AYE
ICENHOUR	AYE
MCGLENNON	AYE
BRADSHAW	AYE
GOODSON	AYE

ATTEST:



Sanford B. Wanner
Clerk to the Board

Adopted by the Board of Supervisors of James City County, Virginia, this 9th day of May,

2006.

z-12-05.res

PROFFERS

THESE PROFFERS are made this 28th day of April, 2006 by TOANO BUSINESS CENTER, LLC, a Virginia limited liability company (together with its successors in title and assigns, the "Owner").

RECITALS

A. Owner is the owner of those certain parcels or pieces of land located in James City County, Virginia, with addresses of 9686 and 9690 Old Stage Road and being Tax Parcels 0440100034 and 040100004 and being more particularly described on Exhibit A hereto (the "Property").

B. The Property is now zoned A-1. The Owner has applied to rezone the Property from A-1 to MU, with proffers.

C. Owner has submitted to the County a master plan entitled "Proposed Master Plan, Moss Creek Commerce Centre" prepared by LandMark Design Group and dated September 22, 2004 and revised December 28, 2005 (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 MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2298 of the

Code of Virginia, 1950, as amended, and the County Zoning Ordinance, Owners agree that they 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. Water Conservation. The Owner shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority 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. Irrigation wells shall only draw water from the Upper Potomac or Aquia Aquifers. The standards shall be approved by the James City Service Authority prior to final site plan approval.

2. Design Guidelines and Review. (a) Owner shall prepare and submit design review guidelines (the "Guidelines") to the County for the approval of the Development Review Committee prior to the County being obligated to grant final approval to

any development plans for the Property setting forth design and architectural standards for the Property incorporating but not limiting the following as guidelines:

(i) The buildings on the Property shall be harmonious and of uniform architectural design (as noted in (v) below) and color scheme (e.g., muted earth tones);

(ii) The design of the buildings on the Property shall have varied roof lines, wall articulations, window placements and other features to reduce the mass and unbroken building lines that may occur in certain standard commercial designs;

(iii) All buildings immediately adjacent to Fieldstone Parkway or Old Stage Road shall present a front façade to the road;

(iv) No building on the property shall exceed thirty-five (35) in height;

(v) The buildings shall be consistent with the architectural styles embodied in elevations made by James Pociluyko, AIA, dated February 9, 2006 submitted to the County herewith.

Once approved, the Guidelines may not be amended without the approval of the Development Review Committee.

(b) Owner shall establish in the Governing Documents a Design Review Board to (i) adopt more specific procedures for the design review process, (ii) review all building plans, building elevations and landscape plans for conformity with the Guidelines and (iii) approve or deny such plans. The Design Review Board shall establish an Advisory Committee consisting of three property owners in the Mill Pond at Stonehouse development elected by the property owners. The Advisory Committee shall review all plan submissions and render an advisory opinion to the Design Review Board. The Governing Documents shall set forth more specific procedures for the design review process. All building plans, building elevations and landscape plans shall receive the approval of the Design Review Board prior to the Director of Planning being required to grant approval of the plans.

(c) Owner shall submit to the Director of Planning with each site plan for development within the Property conceptual architectural plans, including architectural elevations, for the buildings and associated structures shown on the site plan for the Director of Planning to review and approve for consistency with the Guidelines. Decisions of the Director of Planning may be appealed to the Development Review Committee, whose decision

shall be final. Final architectural plans shall be consistent with the approved conceptual plans. Completed buildings shall be consistent with the approved plans. No building on the Property shall exceed thirty-five (35) feet in height.

3. Owners Association. There shall be organized an owner's association or associations (the "Association") in accordance with Virginia law in which all property owners in the development, by virtue of their property ownership, shall be members. The articles of incorporation, bylaws and restrictive covenants (together, the "Governing Documents") creating and governing each Association shall be submitted to and reviewed by the County Attorney for consistency with this Proffer. The Governing Documents shall require that each Association adopt an annual maintenance budget, which shall include a reserve for maintenance of stormwater management BMPs, open space areas, private streets, sidewalks, and all other common areas under the jurisdiction of each Association, 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. The Governing Documents shall grant each Association the power to file liens on members' properties for

the cost of remedying violations of, or otherwise enforcing, the Governing Documents. The Governing Documents shall also provide for a Design Review Committee with the power to adopt more specific procedures for the design review process; review all building plans, building elevations and landscape plans for conformity with the Guidelines and the Governing Documents and approve or deny such plans.

4. Entrances/Turn Lanes. (a) The main entrance to the Property shall be from Old Stage Road in the approximate location shown on the Master Plan. A right turn lane with 150 feet of storage and a 150 foot taper and a left turn lane with 200 feet of storage and a 200 foot taper shall be constructed at the main entrance.

(b) Owner may install a second entrance to the Property from Fieldstone Parkway in the approximate location shown on the Master Plan. If and when this second entrance is installed, a left turn lane from Fieldstone Parkway into the second entrance shall be constructed.

(c) Owner shall install a traffic signal at the main entrance when and if Virginia Department of Transportation ("VDOT") traffic signal warrants are met. Owner shall conduct a traffic signal warrant study within six months of the issuance

of certificates of occupancy for the bank and convenience store shown on the Master Plan and submit the study to the Director of Planning and VDOT for review and approval. Owner shall perform a second traffic signal warrant study at such time as certificates of occupancy have been issued for 80% of the development permitted under the Master Plan if the traffic signal has not previously been installed and submit the study to the County and VDOT for their review and approval. If either approved study determines such a signal is warranted, the County shall not be obligated to issue any further building permits for further development on the Property until such traffic signal at the main entrance has been installed or its installation commenced and surety for its completion in form acceptable to the County Attorney has been posted with the County.

(d) The turn lanes at the main entrance into the Property proffered hereby and the bike lanes along Route 30 shown on the Master Plan shall be constructed in accordance with VDOT standards and shall be completed or their completion bonded in form satisfactory to the County Attorney prior to the issuance of any building permit for buildings on the Property. The left turn lane from Fieldstone Parkway into the second entrance into the Property proffered hereby shall be constructed in accordance

with VDOT standards and shall be completed or its completion bonded in form satisfactory to the County Attorney at the time of construction of the second entrance.

5. Lighting. All street light poles on the Property shall not exceed 20 feet in height. All building or canopy mounted external lights 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. No glare defined as 0.1 footcandle or higher shall extend outside the property lines of the Property unless otherwise approved by the Director of Planning. Owner shall submit a lighting plan to the Director of Planning for review and approval for consistency with this Proffer prior to final site plan approval.

6. Archaeology. A Phase I Archaeological Study for the entire Property and any portion of the adjacent VDOT right of way to be disturbed for the entrance into the Property shall be submitted to the Director of Planning for review and approval prior to land disturbance. A treatment plan shall be submitted 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 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 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 III 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 areas. 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 *Standards 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

Property and the clearing, grading or construction activities thereon.

7. Perimeter Buffer. A combination of preservation of existing trees, enhanced landscaping (defined as 125% of ordinance requirements as to quantity, with at least 50% of the trees and shrubs being evergreen, including Leyland cypress, pine and ligustrum, with the plants being of a size at planting that exceeds ordinance requirements, for example, black pine with a diameter of at least four inches, Leyland cypress with a height of at least eight feet and ligustrum with a height of at least two feet) and low berms shall be provided in the perimeter buffer between the Property and Fieldstone Parkway, Tax Parcel 0440100001 and Tax Parcel 0440100028 to create an effective buffer between the properties in accordance with a landscaping plan approved by the Director of Planning. The balance of the perimeter buffers shall contain enhanced landscaping in accordance with a landscaping plan approved by the Director of Planning. A landscape plan for the entire perimeter buffer shall be submitted to the Director of Planning with the initial site plan for development on the Property for his review and approval for consistency with this proffer. The buffers shall be planted or the planting bonded prior to the County being

obligated to issue certificates of occupancy for buildings located on the Property.

8. Environmental Protections. Owner shall submit to the County a master stormwater management plan as a part of the site plan submittal for the Property, including the stormwater management facility generally as shown on the Master Plan and low impact design measures where feasible and appropriate, for review and approval by the Environmental Division. A minimum of 25% of the site shall be captured and treated by Low Impact Design (LID) measures. LID measures shall not be used to comply with the County's 10-point BMP system for water quality. The master stormwater management plan may be revised and/or updated during the development of the Property with the prior approval of the Environmental Division. The County shall not be obligated to approve any final development plans for development on the Property until the master stormwater management plan has been approved. The approved master stormwater management plan, as revised and/or updated, shall be implemented in all development plans for the Property.

9. Reserved Right of Way. Owner shall reserve the areas shown on the Master Plan as "Reserved Right of Way" for a possible future road connections to the adjacent parcel shown on

the Master Plan as Stonehouse at Williamsburg, LLC, Stonehouse Land Bay 1. If the owner of the adjacent parcel and Owner reach an agreement permitting Owner access from the Property to a road on the adjacent property and ultimately to Fieldstone Parkway, Owner shall install road connections in the "Reserved Right of Way".

10. Paths. If approved by the Development Review Committee as an alternative to construction of sidewalks in accordance with Section 24 - 35(c) of the Zoning Ordinance, Owner shall install a hard surface path along the Fieldstone Parkway frontage of the Property generally in the location shown on the Master Plan and along the Route 30 frontage of the Property in the location of the Stage Road Trace shown on the Master Plan. The path shall be shown on the landscape plan for the perimeter buffer described in Proffer 7. The path shall be installed or its installation bonded prior to the County being obligated to issue certificates of occupancy for buildings located on the Property.

11. Entrance Feature. Any entrance feature and/or signage at the entrance(s) into the Property shall be of similar design and materials as the entrance into the Stonehouse development at Fieldstone Parkway and Route 30.

12. Convenience Store with Fueling. (a) No more than two signs shall be allowed on the canopy over the gasoline pumps except as provided herein. Gas pricing signs shall be allowed on a monument type sign in the parking area or on the columns of the canopy.

(b) No outside display, sale or storage of merchandise other than ice machines shall be permitted at the convenience store. No outside vending machines shall be permitted.

WITNESS the following signature.

TOANO BUSINESS CENTER, LLC

By: Vernon M. Cuddy III
Title: Authorized Representative

STATE OF VIRGINIA

CITY/COUNTY OF Williamsburg

The foregoing instrument was acknowledged before me this 28th day of April, 2006, by Vernon M. Cuddy III as Authorized Representative of Toano Business Center, LLC on behalf of the company.

Jani M. Thompson
Notary Public

My commission expires: 2-28-07

EXHIBIT A

Parcel One

ALL that certain tract or parcel of land, situate in Stonehouse District, James City County, Virginia, containing by survey 23.77 acres, and contained within the following bounds, commencing at a point in the center of the main stage road leading from Toano to Richmond opposite a ditch bank separating this land from Joe Johnson's tract, thence down the said ditch bank to a stob near a white oak tree N. 64 E. 2.47 chains, thence down the said ditch bank N. 65 E. 3.25 chains to a stob on the said bank, thence down said ditch bank N. 67 E 4.85 chains to a stob on said bank, thence S. 20 1/4 E. 25.85 chains to a cedar stob, edge of woods, thence S. 67 1/4 W.9.68 chains to a point in the center of said Main Stage Road opposite a marked white oak tree; thence up the center of the said main road N. 14 1/4 W. 11.19 chains to a point in the center of the said road, thence up the said road N. 25 1/4 W. 3.32 chains to a stob in the center of the said main road; thence up the said road N. 29.14E. 10.91 chains to the point of beginning. For a further and better description reference is made to deed dated October 13, 1913, from C.C. Branch and wife to J.E. Williams, as record in the Clerk's Office of the City of Williamsburg and County of James City, in Deed Book 14, pages 287-288.

TOGETHER WITH the right-of-way retained for the 23.77 acre parcel described in Deed Book 23, page 369 and in Deed Book 77, page 277, recorded in the Clerks' Office, Circuit Court, City of Williamsburg and County of James City, Virginia.

LESS AND EXCEPT the 3 3/5 acre parcel described in Deed Book 23, at page 369.

Parcel Two

All that certain parcel of land in the Stonehouse District of James City County, Virginia, being part of the tract of land known as "Parkers", lying on the northwest side of State Highway Rt. 168, as shown and designated as 1.156 ACRES on a plat of survey of "PARKERS", made by Reynolds & Miller, C.L.S., dated December 23, 1970, a copy of which is recorded in the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City in Plat Book 29, at page 42.

Being part of the property conveyed unto Hazelwood Farms, L.L.C., by deed dated December 7, 1998, from R.M. Hazelwood, Jr., recorded as James City County Instrument No. 980023833.

AGENCY DISCLOSURE

In a real estate transaction, when the Agent represents the:

Seller/Landlord:

then an Agent under a listing agreement with a seller acts as the agent for the seller. The listing company and all of its broker/agents, and the selling company and all of its agents as subagents of the seller, would owe their fiduciary duties to the seller. The broker and broker's agents may still provide buyer/tenants, as customers, with information about properties and available financing, may show them properties, and may assist them in preparing an offer to purchase, option or lease a particular property.

Buyer/Tenant:

then an Agent under a contract with a buyer acts as the agent for that buyer only, as a "Buyer/Broker/Agent," and the Agent is not the seller's agent, even if the Purchase Contract provides that the Seller or the Listing Broker will pay the Agent for the services rendered to the buyer/tenant. An Agent acting as the buyer's/tenant's agent must disclaim sub agency if offered and must disclose the Buyer/Tenant Broker/Agent relationship when dealing with the seller's/landlord's Agent or the Seller/Landlord. The Buyer/Tenant Broker/Agent owes its fiduciary duties to the buyer/tenant.

Buyer and Seller (Acting as a Dual Agent):

then an Agent, either acting directly or through one or more of the brokerage firm's other Agents, may be the Agent of both the buyer and the seller, but only if the scope of the agency is limited by a written agreement and only with the express knowledge and written consent of both the buyer and the seller. An Agent representing both the buyer and the seller must disclose all information regarding the agency relationship, including the limitation on the Agent's ability to represent either party fully and exclusively. The Agent must not disclose to either party, without the prior consent of the party adversely affected by the disclosure, any information obtained within the confidentiality and trust of the fiduciary relationship. As an example, the Agent must not tell the buyer that the seller will accept a price lower than the listing price, nor tell the seller that the buyer will pay a price offered, without the prior consent of the party adversely affected by the disclosure.

Campana Waltz Commercial Real Estate, LLC is the _____ Listing Broker, _____ Buyer Broker, _____ Dual Agent for the property submitted in this information package.

Acknowledged by:

Campana Waltz Commercial Real Estate, LLC