

AT A REGULAR MEETING OF THE BOARD OF SUPERVISORS OF THE COUNTY OF JAMES CITY, VIRGINIA, HELD ON THE ~~9TH DAY OF SEPTEMBER~~ NINETEEN HUNDRED NINETY-SEVEN, AT 5:10 P.M. IN THE COUNTY GOVERNMENT CENTER BOARD ROOM, 101 MOUNTS BAY ROAD, JAMES CITY COUNTY, VIRGINIA.

A. ROLL CALL

Robert A. Magoon, Jr., Chairman, Jamestown District (Absent)
Jack D. Edwards, Vice Chairman, Berkeley District

David L. Sisk, Roberts District
Perry M. DePue, Powhatan District
Stewart U. Taylor, Stonehouse District (Absent)
Sanford B. Wanner, County Administrator
Frank M. Morton, III, County Attorney

B. EXECUTIVE SESSION WORK SESSION

Mr. Edwards called the meeting to order.

Mr. Sanford B. Wanner, County Administrator, recommended an executive session pursuant to Section 2.1-344(A)(7) of the Code of Virginia to consult with legal and staff members on a legal matter; Section 2.1-344(A)(1) of the Code of Virginia to consider a personnel matter including appointment of individuals to County boards and/or commission; and Section 2.1-344(A)(3) of the Code of Virginia to consider acquisition of a parcel of property.

Mr. DePue made a motion to go into executive session as recommended by the County Administrator.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards (3). NAY: (0).

Mr. Edwards reconvened the Board at 5:57 p.m.

Mr. Sisk made a motion to approve the executive session resolution.

On a roll call, the vote was: AYE:Sisk, DePue, Edwards (3). NAY: (0).

RESOLUTION

CERTIFICATION OF EXECUTIVE MEETING

WHEREAS, the Board of Supervisors of James City County, Virginia, (Board) has convened an executive meeting on this date pursuant to an affirmative recorded vote and in accordance with the provisions of the Virginia Freedom of Information Act; and

WHEREAS, Section 2.1-344.1 of the Code of Virginia requires a certification by the Board that such executive meeting was conducted in conformity with Virginia law.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby certifies that, to the best of each member's knowledge: i) only public business matters lawfully exempted from open meeting requirements by Virginia law were discussed in the executive meeting to which this certification resolution applies; and, ii) only such public business matters as were identified in the motion convening the executive meeting were heard, discussed or considered by the Board.

Mr. Edwards declared a break for dinner at 5:58 p.m.

Mr. Edwards called the meeting to order at 7:10 p.m.

C. **MINUTES** - August 19, 1997, Regular Meeting
August 28, 1997, Executive Session

Mr. Edwards asked if there were additions or corrections to the minutes.

Mr. Sisk made a motion to approve the two sets of minutes.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards(3). NAY: (0).

D. **CONSENT CALENDAR**

Mr. Edwards asked if a Board member wished to discuss the Consent Calendar.

Mr. Edwards made a motion to approve the Consent Calendar.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards (3). NAY: (0).

1. Appointment of Alternate to Virginia Peninsulas Public Service Authority

RESOLUTION

APPOINTMENT OF ALTERNATE TO VIRGINIA PENINSULA

PUBLIC SERVICE AUTHORITY BOARD

WHEREAS, the County Administrator is appointed as the County's representative on the Virginia Peninsula Public Service Authority (VPPSA) Board of Directors; and

WHEREAS, there are occasions that the representative is unable to attend VPPSA meeting.

NOW, THEREFORE, BE IT RESOLVED by the Board of Supervisors of James City County, Virginia, that William C. Porter, Jr., Assistant County Administrator, is appointed as the County's alternate to the VPPSA Board.

E. **PUBLIC HEARINGS**

1. Case Nos. Z-8-97 and SUP-20-97. Williamsburg Dodge

2. Case Nos. Z-9-97 and SUP-21-97. Williamsburg Dodge

Mr. Paul D. Holt, III, Planner, stated that Mr. John Dodson, on behalf of J and J Associates, had applied to rezone approximately 4.4 acres from A-1, General Agricultural, to B-1, General Business, with proffers, and had applied for a special use permit to allow sale of automobiles, located at 7067 Richmond Road, further identified as Parcel Nos. (1-8) and (1-9) on James City County Real Estate Tax Map No. (24-1).

Mr. Holt further stated that Mr. John Dodson, on behalf of J and J Associates, had applied to rezone approximately two acres from A-1, General Agricultural, to B-1, General Business, with proffers, and had applied for a special use permit to allow for sale of automobiles, located at 7145 Richmond Road, further identified as a portion of Parcel No. (1 -50) on James City County Real Estate Tax Map No. (23-2).

Staff concurred with the Virginia Department of Transportation traffic study and determined that the proffers complement the objectives of the Comprehensive Plan; the development was inside the Primary Service Area and the application was generally consistent with surrounding uses and zoning.

In concurrence with staff, the Planning Commission, by a vote of 4-0 with one abstention, recommended approval of the rezonings and special use permits with conditions listed in the resolutions.

Mr. Edwards opened the public hearings.

1. Mr. John Dodson, applicant, briefly described the history of the automobile dealership and expressed pride in supporting the tax base of the community and maintenance of aesthetics of the facility. He complimented staff on its negotiations and asked that the Board approve the applications.

Mr. Edwards closed the public hearings.

Mr. DePue made a motion to approve the resolutions.

The Board commented that Mr. Dodson was a good citizen and the automobile dealership was an asset to the community.

On a roll call, the vote was: Sisk, DePue, Edwards (3). NAY: (0).

RESOLUTION

CASE NO. Z-8-97. WILLIAMSBURG DODGE

WHEREAS, in accordance with Section 15.1-431 of the Code of Virginia, and Section 20-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified and a hearing scheduled on Case No. Z-8-97 for rezoning approximately 4.4 acres from A-1, General Agricultural, to B-1, General Business, with proffers on property further identified as Parcel Nos. (1-8) and (1-9) on the James City County Real Estate Tax Map No. (24-1); and

WHEREAS, the Planning Commission of James City County recommended approval of Case No. Z-8-97 by a vote of 4 to 0 with one abstention.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Case No. Z-8-97 and accepts the voluntary proffers.

RESOLUTION**CASE NO. SUP-20-97. WILLIAMSBURG DODGE**

WHEREAS, the Board of Supervisors of James City County has adopted by ordinance specific land uses that shall be subjected to a special use permit process; and

WHEREAS, the applicant has requested a special use permit to allow for the sale of automobiles on property identified as Parcel Nos. (1-8) and (1-9) on the James City County Real Estate Tax Map No. (24-1); and

WHEREAS, the Planning Commission, following its public hearing on August 4, 1997, voted 4-0 with one abstention to recommend approval of this application.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-20-97 as described herein with the following conditions:

1. No exterior loud speaker system shall be installed.
2. Lights not needed for security purposes shall be turned off after 9:00 p.m. Lights left on during non-business hours shall be identified on the lighting plan.
3. A lighting plan shall be submitted to, and approved by, the Planning Director which indicates no glare outside the property lines. "Glare" shall be defined as more than 0.1 footcandle or any direct view of the lighting source from the street or adjoining residentially designated property. All lights shall have recessed fixtures with no bulb, lens or globe extending below the metal casing.
4. An enhanced landscaping plan shall be submitted to, and approved by, the Planning Director. For purposes of this section, "enhanced landscaping" shall mean landscaping which includes specimen trees along Richmond Road placed in such a way as to establish a streetscape effect.
5. Landscape areas along Richmond Road shall remain free of all signage, (with the exception of one monument style sign that conforms with the sign ordinance), vehicles, and display structures. For purposes of this section, a "monument" style sign shall be defined as a free standing sign with a completely enclosed base not to exceed thirty-two square feet in size and not to exceed eight feet in height from grade.
6. A six-foot wide sidewalk shall be constructed along Richmond Road.
7. With the exception of one American flag and one State of Virginia Flag, not to exceed 12 square feet each, no flags shall be permitted.
8. Vehicles for sale shall remain at grade (i.e., no elevated display structures shall be allowed).
9. No service bays shall face Richmond Road.
10. The height of all structures shall be limited to 35 feet.

- 11. The on-site car wash shall be used exclusively by the dealership during regular business hours. The car wash shall be of a type that uses recycled water. The car wash shall not be open to the general public.
- 12. *Additional right-of-way shall be reserved along Richmond Road to accommodate a Class II bike lane.*
- 13. The site shall be developed substantially in accordance with the plan drawn by AES Consulting engineers, entitled "Williamsburg Dodge," and dated July 30, 1997. The parking area in front of the main building shall be lower than the grade of the front landscaped area by at least 1 1/2 feet. The Planning Director may permit modifications to this requirement in order to comply with the architectural review proffer and the enhanced landscaping condition listed above.
- 14. Construction shall start on this project within 24 months or the special use permit shall become void.

RESOLUTION

CASE NO. Z-9-97. WILLIAMSBURG DODGE

WHEREAS, in accordance with Section 15.1-431 of the Code of Virginia, and Section 20-15 of the James City County Zoning Ordinance, a public hearing was advertised, adjoining property owners notified and a hearing scheduled on Case No. Z-9-97 for rezoning approximately two acres from A-1, General Agricultural, to B-1, General Business, with proffers on property further identified as a portion of Parcel No. (1-50) on the James City County Real Estate Tax Map No. (23-2); and

WHEREAS, the Planning Commission of James City County recommended approval of Case No. Z-9-97 by a vote of 4 to 0 with one abstention.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve Case No. Z-9-97 and accepts the voluntary proffers.

RESOLUTION

CASE NO. SUP-21-97. WILLIAMSBURG DODGE

WHEREAS, the Board of Supervisors of James City County has adopted by ordinance specific land uses that shall be subjected to a special use permit process; and

WHEREAS, the applicant has requested a special use permit to allow for the sale of automobiles on property identified as a portion of Parcel No. (1-50) on the James City County Real Estate Tax Map No. (23-2); and

WHEREAS, the Planning Commission, following its public hearing on August 4, 1997, voted 4-0 with one abstention to recommend approval of this application.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, does hereby approve the issuance of Special Use Permit No. SUP-21-97 as described herein with the following conditions:

15. No exterior loud speaker system shall be installed.
16. Lights not needed for security purposes shall be turned off after 9:00 p.m. Lights left on during nonbusiness hours shall be identified on the lighting plan.
17. A lighting plan shall be submitted to, and approved by, the Planning Director which indicates no glare outside the property lines. "Glare" shall be defined as more than 0.1 foot candle or any direct view of the lighting source from the street or adjoining residentially designated property. All lights shall have recessed fixtures with no bulb, lens or globe extending below the metal casing.
18. An enhanced landscaping plan shall be submitted to, and approved by, the Planning Director. For purposes of this section, "enhanced landscaping" shall mean landscaping which includes specimen trees along Richmond Road placed in such a way as to establish a streetscape effect.
19. Landscape areas along Richmond Road shall remain free of all signage, (with the exception of one monument style sign that conforms with the sign ordinance), vehicles, and display structures. For purposes of this section, a "monument" style sign shall be defined as a free standing sign with a completely enclosed base not to exceed thirty-two square feet in size and not to exceed eight feet in height from grade.
20. A six-foot wide sidewalk shall be constructed along Richmond Road.
21. With the exception of one American flag and one State of Virginia Flag, not to exceed 12 square feet each, no flags shall be permitted.
22. Vehicles for sale shall remain at grade (i.e., no elevated display structures shall be allowed).
23. No service bays shall face Richmond Road.
24. The height of all structures shall be limited to 35 feet.
25. The on-site car wash shall be used exclusively by the dealership during regular business hours. The car wash shall be of a type that uses recycled water. The car wash shall not be open to the general public.
26. Additional right-of-way shall be reserved along Richmond Road to accommodate a Class II bike lane.
27. The site shall be developed substantially in accordance with the plan drawn by AES Consulting engineers, entitled "Williamsburg Dodge," and dated July 30, 1997. The parking area in front of the main building shall be lower than the grade of the front landscaped area by at least 1½ feet. The Planning Director may permit modifications to this requirement in order to comply with the architectural review proffer and the enhanced landscaping condition listed above.
28. Construction shall start on this project within 24 months or the special use permit shall become void.

F. BOARD CONSIDERATIONS

1. Little Creek Reservoir Park Phase II Award of Contract

Mr. Needham S. Cheely, III, stated that the project consisted of renovation and expansion of existing boat and fishing facilities and development of new facilities on a second County-owned peninsula. He further stated that the project was bid in 1996 and Henderson, Inc., was the low bidder.

Mr. Cheely explained that after negotiations, Henderson, Inc., agreed to construct a new boat rental dock, new rental concession facility, parking expansion, improvements to an existing fishing pier and walkways to comply with American Disabilities Act, modifications to the existing facility to become a picnic shelter, and initial development of the second peninsula to include a new entry road, gravel parking area, open meadows, and a nature trail.

Mr. Cheely stated that the contract price had changed from the original amount of \$470,900 to \$457,399 in an amended resolution. He detailed the current total of \$483,868 in FY 98 Capital Improvements Budget to include the \$200,000 Virginia Outdoor Fund grant and \$120,000 Recreational Access grant from Virginia Department of Transportation.

Staff recommended approval of the resolution with award of the contract to Henderson, Inc., in the amount of \$457,399.

Mr. Sisk made a motion to approve the amended resolution.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards (3). NAY: (0).

RESOLUTION

LITTLE CREEK RESERVOIR PARK

PHASE II AWARD OF CONTRACT

WHEREAS, James City County owns and operates Little Creek Reservoir Park; and

WHEREAS, the County has appropriated funds in the Capital Improvement Program for the development of new facilities at Little Creek Reservoir Park; and

WHEREAS, a contract has been negotiated with Henderson, Inc. in the amount of \$457,399.

NOW, THEREFORE BE IT RESOLVED that the Board of Supervisors of James City County, Virginia hereby authorizes the award of contract for construction services for improvements to Little Creek Reservoir Park in the amount of \$457,399 to Henderson, Inc.

2. Clarification to Zoning Ordinance Transition

Mr. Edwards made a motion to approve the resolution.

Mr. Edwards read Condition 5 of the resolution and explained that this resolution clarified the Board's intention when first approved at the March 25, 1997, Board of Supervisors meeting. He stated that whatever development occurred in any subdivision that fell under this provision would have to comply with all County ordinances including environmental regulations that are included in those regulations.

Mr. Edwards further clarified that the Board of Supervisors was responsible for clarification of the transition resolution, but was not involved in implementation of subdivision and zoning ordinances or environmental regulations that a project had to follow.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards (3). NAY: (0).

RESOLUTION

TO CLARIFY THE ZONING ORDINANCE TRANSITION

WHEREAS, the Board of Supervisors adopted comprehensive revisions and amendments to sections of Chapter 20, Zoning, of the Code of the County of James City, Virginia, as described in case No. ZO-1-97; and

WHEREAS, the orderly transition from the existing zoning regulations to revised regulations requires a transition period to affect changes in law; and

WHEREAS, the Board of Supervisors desires to clarify the language of its March 25, 1997, resolution to express its intent to grandfather proposed developments which have actively pursued development plans approved by the County.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, grandfathers proposed developments which meet the criteria identified below under the regulations in effect prior to the March 25, 1997, adoption of the comprehensive revisions to the James City County Zoning Ordinance as described in Case No. ZO-1-97, if one or more of the following are met:

1. A proposed development with proffered conditions that:
 - a. define the permitted densities or number of lots or dwelling units; or
 - b. were accepted by the County after July 1, 1990, which included a requirement for the dedication of real property of substantial value, or substantial cash payments for or construction of substantial public improvements, the need for which was generated solely by the rezoning itself; or
2. A proposed development with a cluster master plan approved on or before March 25, 1997; or
3. A subdivision which has received preliminary subdivision approval on or before March 25, 1997; or
4. A proposed development that has been rezoned to R-1 or R-2 on or after July 1, 1990; or
5. A proposed development in which at least one section has received preliminary subdivision approval for a major subdivision after July 1, 1990, and has maintained preliminary approval or received final subdivision approval.

BE IT FURTHER RESOLVED by the Board of Supervisors of James City County, Virginia, that for the purposes of this resolution, "proposed development" shall mean one parcel or several

contiguous parcels of land, zoned the same which were part of a single rezoning application or shown on a conceptual or master plan as being a single development.

Mr. Edwards stated that interested citizens had signed a petition on related matters and asked that the petition be presented to the Board.

Ms. Mary Lavin, 108 Anthony Wayne Road; presented a signed petition to the Board of Supervisors.

Mr. Edwards declared a brief break to allow citizens to clear the room, at 7:32 p.m.

Mr. Edwards reconvened the Board at 7:38 p.m.

3. Mill Creek/Lake Powell Watershed Regional Stormwater Management Basin No. 3

Mr. Wayland N. Bass, County Engineer, stated that the 1988 Mill Creek/Lake Powell Watershed Study by GKY/SDN recommended construction of four regional stormwater management basins to regulate stormwater flows from existing and future development in the watershed to reduce development induced channel erosion in Lake Powell tributaries with resulting sediment reaching Lake Powell.

Mr. Bass further stated that bids were received for Basin No. 3 and C. Lewis Waltrip, II, Inc., was the low bidder in the amount of \$225,877.50. He mentioned Woodbury Development proffers provided by the developer would pay \$60,000 to the County as share of the cost of providing this regional BMP, and the County would maintain the basin.

Staff recommended approval of the resolution and the restrictive covenants required by the Department of Environmental Quality.

Mr. John T. P. Horne advised that Basin No. 3 was designed to handle existing older development which had no stormwater management. He stated that new development was required to install basins.

Mr. Edwards made a motion to approve the resolution.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards (3). NAY: (0).

RESOLUTION

MILL CREEK/LAKE POWELL WATERSHED

REGIONAL STORMWATER MANAGEMENT BASIN NO. 3

AWARD OF CONSTRUCTION CONTRACT

WHEREAS, regional stormwater basins are needed to reduce environmental damage from existing and future development; and

WHEREAS, funds are available in the FY 98 Capital Improvement Project (CIP) budget.

NOW, THEREFORE, BE IT RESOLVED that the Board of Supervisors of James City County, Virginia, hereby authorizes and directs the County Administrator to execute a construction contract for Mill Creek/Lake Powell Watershed Regional Stormwater Management Basin No. 3 with the firm of C. Lewis Waltrip, II, Inc., in the amount of \$225,877.50.

BE IT FURTHER RESOLVED that the Board of Supervisors hereby adopts the protective covenants contained in the staff report for the Basin No. 3 property.

G. PUBLIC COMMENT

1. Mr. R. M. Hazelwood, Jr., Toano, urged the County to allow the signage requested by "big-box" type stores so that our County would benefit from sales taxes.

H. REPORTS OF THE COUNTY ADMINISTRATOR

Mr. Wanner announced the architects for the Courthouse would make a presentation on design, Thursday, September 18, 1997, 7:00 p.m., in the Board Room, Building C, at the Government Center.

He recommended the Board recess until 5:00 p.m., Tuesday, September 23, 1997, for a work session.

I. BOARD REQUESTS AND DIRECTIVES

Mr. Edwards made a motion to reappoint Edythe Stewart to the Peninsula Agency on Agency for a three-year term, term expiring September 30, 2000, and to reappoint Adelaide Grattan to the Williamsburg Arts Commission for a three-year term, term expiring June 30, 2000.

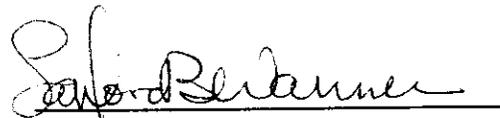
On a roll call, the vote was: Sisk, DePue, Edwards (3). NAY: (0).

Mr. DePue, Vice Chairman of the James City Service Authority Board of Directors, announced that rainfall during the summer months was far below average except for the month of July. He expressed appreciation to citizens for their support of voluntary conservation.

Mr. Edwards made a motion to recess until 5:00 p.m., Tuesday, September 23, 1997, for a work session.

On a roll call, the vote was: AYE: Sisk, DePue, Edwards (3). NAY: (0).

The Board recessed at 7:48 p.m.



Sanford B. Wanner
Clerk to the Board

910015423
PROFFERS

THESE PROFFERS are made this 18th day of August, 1997, by OLDE GREENWICH CREDIT CORP., a Virginia corporation, and EVELYN ANDERSON, Owners; and JOHN E. DODSON, Contract Purchaser;

A. Owners are the owners of certain real properties in James City County, Virginia, and Contract Purchaser has valid contracts for the purchase of same, the Property is more particularly described as parcels 1-8 and 1-9 on James City County Real Estate Tax Map, Page 24-1.

B. The Property is located at 7067 and 7101 Richmond Road and is now zoned A-1.

C. Owners and purchaser have applied for a rezoning of the properties from A-1 to B-1 with proffers.

D. Owners and purchaser desire to offer to the County certain conditions on the development of the Property not generally applicable to land zoned B-1 for the protection and enhancement of the community and to provide for the high-quality and orderly development of the Property.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of James City County of the applied for rezoning, Owners and purchaser agree that they shall meet and comply with all of the following conditions in developing the Property. If the applied for rezoning is not granted by the County, the proffers shall thereupon be null and void.

SEP 19 5 01 67

CONDITIONS

1. The traffic study and the improvements recommended therein shall be reviewed and approved by the County and VDOT prior to final site plan approval. After said approval, the Owners and purchaser shall construct said improvements in

the Traffic Study or guarantee the construction of same with corporate surety or cash bond in accordance with the applicable standards of the County and VDOT all prior to the issuance of certificates of occupancy for the prescribed improvements.

2. The main building and site shall have an exterior appearance that has an architecture, scale, materials, color and design that are similar to, and complement, the unique historic character of the Norge area and is generally consistent with the policies and standards for the Norge area in the Comprehensive Plan, with the final design subject to Planning Director approval. Building elevations and color and material samples shall be submitted prior to preliminary site plan approval.

3. The storm water management pond as shown on plans drawn by AES Consulting Engineers dated July 30, 1997 and titled "Williamsburg Dodge", shall be landscaped prior to the development of the immediately adjacent property. This landscaping shall be installed within two months of final site plan approval or final subdivision approval for the development of the adjacent property. The landscaping plan shall be submitted with the site plan to be approved by the Planning Director and shall meet the Landscape Ordinance requirements for screening objectionable features. With approval from the Planning Director, this requirement may be modified.

4. If approved by the Virginia Department of Transportation, at such time a public road is constructed parallel to and adjacent to the northern property line of the Property, Owners shall construct an entrance to the Property in the location shown as "future access" on plans drawn by AES Consulting Engineers, titled "Williamsburg Dodge" and dated July 30, 1997.

5. This Property shall be used for vehicle and trailer sales and service as defined in the James City County Zoning Ordinance.

SEP 19 1997 0168

6. 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 the proffers.

WITNESS the following signatures and seals:

OLDE GREENWICH CREDIT CORP.

By: William J. Billingsby
Title: Pres.

John E. Dodson
Attorney in Fact for Olde Greenwich
Credit Corp.

Evelyn Anderson
EVELYN ANDERSON

John E. Dodson
Attorney in Fact for Evelyn Anderson

John E. Dodson
JOHN E. DODSON

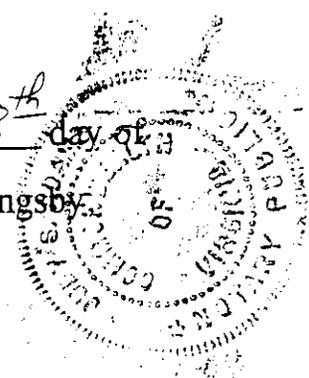
SEP 19 01 69

STATE OF VIRGINIA

CITY/COUNTY OF Chesterfield, to-wit:

The foregoing instrument was acknowledged before me on this 18th day of August, 1997, by John E. Dodson, Attorney-in-Fact for William J. Billingsby, President of Olde Greenwich Credit Corp.

My commission expires: April 30, 1999
Judy S. Adams
Notary Public

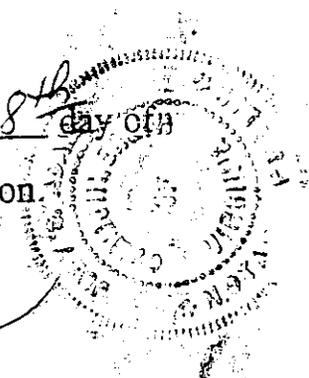


STATE OF VIRGINIA

CITY/COUNTY OF Chesterfield, to-wit:

The foregoing instrument was acknowledged before me on this 18th day of August, 1997, by John E. Dodson, Attorney-in-Fact for Evelyn Anderson.

My commission expires: April 30, 1999
Judy S. Adams
Notary Public



STATE OF VIRGINIA

CITY/COUNTY OF Chesterfield, to-wit:

The foregoing instrument was acknowledged before me on this 18th day of August, 1997, by John E. Dodson.

My commission expires: April 30, 1999
Judy S. Adams
Notary Public



SEP 19 5 01 70

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 and County of James City the 19 day of September, 1997. This Proffers

_____ was presented with certificate annexed and admitted to record at 2:48 o'clock

Teste: Helen S. Ward, Clerk
by Helen S. Ward
Deputy Clerk

910015424

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, **William C. Billingsley**, President of Olde Greenwich ^{PacP} ~~Credit~~ Corporation, have made, constituted and appointed, and by these presents do make, constitute and appoint **John E. Dodson**, of Chesterfield County, Virginia, as my true and lawful attorney-in fact (hereinafter "my attorney"), who is hereby authorized for me and in my name:

- 1) To act for and in behalf with respect to all matters relating to the rezoning and special use permit on certain real property (the "Property") located in James City County, Virginia containing approximately 4.49 acres and designated as Parcels A & B on the attached plat.
- 2) To execute, acknowledge and deliver any application for such rezoning and special use to the appropriate governmental authority and to represent the interest of the Corporation as it relates to the subject property in such rezoning and special use requests.
- 3) To execute and perform any other act or thing which is necessary to be done to have the property presented to the proper governmental authority for such rezoning and special use request.
- 4) This Power of Attorney shall not terminate upon my disability.
- 5) I hereby confirm all lawful acts done by my attorney pursuant to this Power of Attorney. An affidavit executed by my attorney, setting forth that he has not, or had not, at the time doing any act pursuant to this Power of Attorney, received actual knowledge or actual notice of the revocation or termination of this Power of Attorney or notice of any facts indicating the same, shall, in the absence of fraud participated in by the person or persons acting in reliance upon this

SEP 19 5 01 71

Power of Attorney, be conclusive proof of the nonrevocation or nontermination of this Power of Attorney at such time, except as specifically set forth below. I further declare that as against me or persons claiming under me, everything which my attorney shall do pursuant to this Power of Attorney shall be valid and binding in favor of any person or entity claiming the benefit hereof who has not received actual notice of my death and who has not received actual written notice that this Power of Attorney has been revoked.

- 6) This instrument may be executed in more than one counterpart, any one of which shall, for all purposes, be deemed an original.
- 7) This Power of Attorney shall terminate six (6) months from the date of its execution.

WITNESS the following signature and seal this 20th day of May, 1997.

^{PROP.}
OLDE GREENWICH CREDIT CORPORATION

By: William C. Billingsley, President
William C. Billingsley, President

STATE OF VIRGINIA:

CITY/COUNTY OF CHESTERFIELD; at large

The foregoing instrument was acknowledged before me this 20 day of May, 1997, by William C. Billingsley, President of Olde Greenwich Credit Corporation.

My commission expires: My Commission Expires May 31, 1999



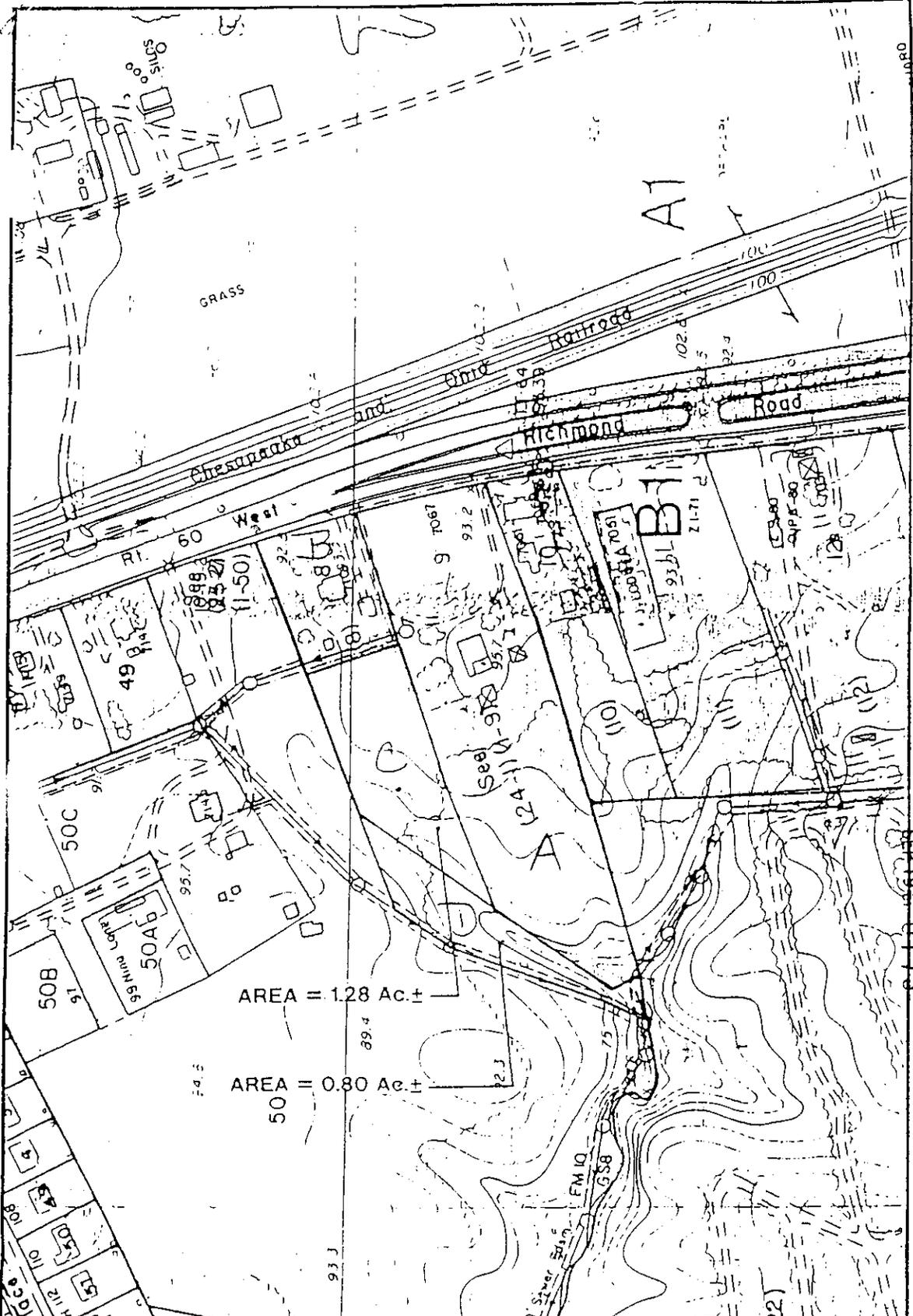
Nancy Fanning
Notary Public

VIRGINIA: City of Williamsburg and County of James City, to WIT:
In the Clerk's Office of the Circuit Court for the City of Williamsburg and County of James City the 13 day of September 19 97 this power of atty was presented with the certificate annexed and admitted to record at 2:19 p'clock.
Teste: Helene S. Wood, Clerk
By: Helene S. Wood
Deputy Clerk

FLAT ATTACHED

2 of 3

SEP 19 5 01 72



Consulting Engineers
Engineers, Surveyors, Planners

5248 Old Towne Road, Suite 1
Williamsburg, Virginia 23188
Ph. (804)-253-0040, Fax (804)-220-8994

WILLIAMSBURG HONDA JEEP EAGLE
PROPOSED PROPERTY AQUISITION

POWHATAN DISTRICT	JAMES CITY COUNTY	VIRGINIA
Scale: 1" = 200'	Ref:	Date: 4/1/96 Job No.: 8132

SPECIAL POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS:

I, **Evelyn Anderson**, have made, constituted and appointed, and by these presents do make, constitute and appoint **John E. Dodson**, of Chesterfield County, Virginia, as my true and lawful attorney-in fact (hereinafter "my attorney"), who is hereby authorized for me and in my name:

- 1) To act for and in behalf with respect to all matters relating to the rezoning and special use permit on certain real property (the "Property") located in James City County, Virginia containing approximately 2.08 acres and designated as Parcels C & D on the attached plat.
- 2) To execute, acknowledge and deliver any application for such rezoning and special use to the appropriate governmental authority and to represent my interest as it relates to the subject property in such rezoning and special use requests.
- 3) To execute and perform any other act or thing which is necessary to be done to have the property presented to the proper governmental authority for such rezoning and special use request.
- 4) This Power of Attorney shall not terminate upon my disability.
- 5) I hereby confirm all lawful acts done by my attorney pursuant to this Power of Attorney. An affidavit executed by my attorney, setting forth that he has not, or had not, at the time doing any act pursuant to this Power of Attorney, received actual knowledge or actual notice of the revocation or termination of this Power of Attorney or notice of any facts indicating the same, shall, in the absence of fraud participated in by the person or persons acting in reliance upon this Power of Attorney, be conclusive proof of the nonrevocation or

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nontermination of this Power of Attorney at such time, except as specifically set forth below. I further declare that as against me or persons claiming under me, everything which my attorney shall do pursuant to this Power of Attorney shall be valid and binding in favor of any person or entity claiming the benefit hereof who has not received actual notice of my death and who has not received actual written notice that this Power of Attorney has been revoked.

- 6) This instrument may be executed in more than one counterpart, any one of which shall, for all purposes, be deemed an original.
- 7) This Power of Attorney shall terminate six (6) months from the date of its execution.

WITNESS the following signature and seal this 20 day of May, 1997.

X Evelyn Anderson (SEAL)
EVELYN ANDERSON
Executrix of the Estate

STATE OF VIRGINIA:

CITY/COUNTY OF James City County; at large

The foregoing instrument was acknowledged before me this 20 day of May, 1997, by Evelyn Anderson.

My commission expires: August 31, 2000

Judith G. Morrison
 Notary Public

PLAT ATTACHED

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 and County of James City the 19 day of September, 1997. This Power of Attorney was presented with certificate annexed and acknowledged to record at 2:50 o'clock

Tested and declared before me by S. Ward, Clerk by [Signature] Deputy Clerk

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EXHIBIT 2

EXEMPT FROM RECORDATION TAX UNDER VIRGINIA CODE
SECTION 58.1-811(A)(3), AS AMENDED

RESTRICTIVE COVENANTS

THESE RESTRICTIVE COVENANTS, made this _____ day of _____
19____, by James City County and its/his/her/their heirs, successors and assigns ("County").

WHEREAS, the County is the owner of certain property more particularly described herein
("Property");

WHEREAS, County has adopted The Chesapeake Bay Preservation Ordinance, Chapter 19B
of the James City Code, as required by Chapter 21 of Title 10.1 of the Code of Virginia, to protect
the Chesapeake Bay and its tributaries from nonpoint source pollution within the Chesapeake Bay
drainage area; and,

WHEREAS, County wishes to preserve land as natural open space to improve the quality of
stormwater runoff from the property and to protect wetlands and wetland buffers on the Property.

NOW, THEREFORE, upon completion of the Stormwater Detention Basin on the Property,
the County does hereby in perpetuity restrict the use of the Property as described below, to wit:

Parcel Number 1

All that certain lot, piece or parcel of land situate, lying and being in James
City County, Virginia, set forth and shown as "LOT 3A, AREA = 19,414.431

S.F. OR 0.446 ACRES ±" being a portion of Tax Map Parcel (47-1)(13-3) on a certain plat entitled "PLAT OF SUBDIVISION AND SANITARY SEWER EASEMENT OF PROPERTY STANDING IN THE NAME OF HENRY S. AND LAVELLE S. BRANSCOME TO BE CONVEYED TO JAMES CITY COUNTY BEING A PORTION OF LOT 3, JOHN TYLER COMMERCIAL CENTER AND OFFICE PARK" dated December 16, 1996, made by Mitchell-Wilson Associates, P.C. Civil Engineers and Land Surveyors, which plat is recorded in the office of the Clerk of the Circuit Court for the County of James City County, Virginia, in plat book 66 at page 75.

Together with all rights and privileges, tenements, hereditaments, easements, and appurtenances unto the said land belonging or in anywise appertaining.

Being the same property as that conveyed to the Grantors by Deed of record in the aforesaid Clerk's Office in Document Number 970009279.

Parcel No. 2

All that certain lot, piece, or parcel of land situate, lying and being in James City County, Virginia, set forth and shown as "Greenway Area, Area = 24760 SF OR 0.568 AC" TAX MAP (47-1)(1-13A), DEED BOOK 394, PAGE 792 on a certain plat entitled "PLAT OF PROPERTY TO BE CONVEYED TO JAMES CITY COUNTY, BEING GREENWAY AREA, JOHN TYLER COMMERCIAL CENTER AND OFFICE PARK" dated August 29, 1996, made by Mitchell-Wilson Associates, P.C. Civil Engineers and Land Surveyors, which plat is recorded in the Office of the Clerk of the Circuit Court for the County of James City, Virginia, in plat book 66, at page 75.

Together with all rights and privileges, tenements, hereditaments, easements, and appurtenances unto the said land belonging or in anywise appertaining.

Being same property as that conveyed to the Grantors by Deed of record in the aforesaid Clerk's office in Document Number 970009279.

Parcel Number 3

All that certain lot, piece or parcel of land situate, lying and being in James City County, Virginia, set forth and shown as "New Parcel 1 area = 3.462 acres ±" on a certain plat entitled "PLAT OF SUBDIVISION OR PROPERTY STANDING IN THE NAME OF WOODBURY ASSOCIATES, L.L.C., TO BE CONVEYED TO JAMES CITY COUNTY BEING A PORTION OF SECTION NO. 3, JAMES B. VAIDEN ESTATE" dated May 1, 1997, made by Mitchell-Wilson Associates, P.C. Civil Engineer and Land Surveyors, which plat is recorded in the Office of the Clerk of the Circuit Court for the County of James City, Virginia, in Plat Book 66, on Page 74.

Being the same property as that conveyed to the Grantor by deed of record in the aforesaid Clerk's Office in Document Number 970009278.

The restrictions hereby imposed on the use of the Property, the acts which the County covenants to do or not to do shall be as follows:

1. No building or structure shall be built or maintained on the Property other than a Stormwater Detention Basin;
2. The Property shall be kept free and clear of any junk, trash, rubbish, or other unsightly or offensive material;
3. No utility lines shall be placed on the Property without the expressed written consent of County;
4. The Property shall remain in its natural condition with respect to natural leaf litter or other ground covering vegetation, under story vegetation and shrub layer, and tree canopy. The activities of County within the Property shall be limited to those which do not remove or damage any vegetation or disturb any soil. Such activities include selective trimming and pruning which will not alter the natural character of the Property. County may install walking trails or remove dead, diseased, poisonous, or invasive vegetation.

Witness the following signatures and seals on the date first above-written.

J. Edwards (SEAL)
Vice-Chairman, Board of Supervisors

_____ (SEAL)

Commonwealth of Virginia

City/County of James City, to wit:

I, Mary Frances Riezer, a Notary Public for the Commonwealth of Virginia, do hereby certify that Jack W. Edwards, whose name is signed to the foregoing Deed, has acknowledged the same before me in the jurisdiction aforesaid.

Given under my hand this 10th day of September, 1997.

Mary Frances Riezer
Notary Public

My Commission expires: October 31, 2001.