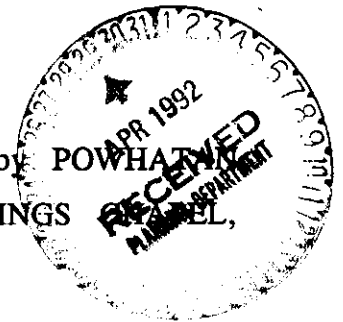


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THESE PROFFERS were made this 28th day of April, 1992 by POWHATAN ASSOCIATES (a Joint Venture) "POWHATAN" AND GREENSPRINGS "CHAPEL" (collectively APPLICANTS)

WITNESSETH:

WHEREAS, Powhatan is fee simple owner of a tract of land situated in James City County, Virginia, being a portion of the Powhatan Plantation containing 250 acres, more or less and lying adjacent to and west of Route 615, Ironbound Road, as shown on the plan entitled "Master Lane Use Plan for Powhatan Plantation Resort" revision date 3/26/92, prepared by Rickmond Engineering, Inc.

WHEREAS, Powhatan has applied to COUNTY to change the zoning classification of 0.57 acre tract from PUD-R to R-8, and in order to transfer it to the Chapel.

WHEREAS, Applicants voluntarily tender these proffers in order to induce the COUNTY to grant the requested rezoning. These proffers shall become effective upon the grant of the requested rezoning.

NOW THEREFORE, in consideration of the approval of the above rezoning, and pursuant to Virginia Code Section 15.1-491.1, et. seq., and Section 20-18 of the James City County and other good and valuable consideration, Applicants agree and proffer that it will comply and/or meet the following conditions:

1. A greenbelt buffer will be maintained 40' off the front property line for the 0.57 acre parcel. From the existing southeastern property corner of the Greensprings Chapel the 40' greenbelt for the 0.57 acre parcel will go approximately 44' in a westerly direction along the Greensprings Chapel property line; thence approximately 67' in a southerly direction; thence approximately 40' in an easterly direction; and thence approximately 68' in a northerly direction along the future Ironbound Road R-O-W to the southeastern property corner of the Greensprings Chapel as shown on "Plat of Church Known as Greensprings Chapel" dated 11/26/90 and revised 3/26/92 prepared by Rickmond Engineering, Inc.

2. Powhatan and/or Chapel shall plant 30 trees and 90 shrubs on the 0.57 acre parcel or in the alternative plant all perimeter landscaped areas of Greensprings Chapel, which is located on James City County Real Estate Tax Map No. (38-3), Parcel (1-19A), in accordance with the requirements of the James City County Zoning Ordinance Section 20-14(C)(2)(a). Existing planted trees in these areas will be counted as a planted tree.

This agreement shall bind and inure to the benefit of COUNTY and APPLICANT and their respective successors and assigns.

SEVERABILITY

Each condition or part thereof, is severable. The invalidity of a condition or part shall not affect the validity of the remainder.

WITNESS the following signatures:

POWHATAN ASSOCIATES (a Joint Venture)

By: BUSH CONSTRUCTION CORP. PARTNER

William B. Whitley, Jr. V.P.

COMMONWEALTH OF VIRGINIA,

James City County to wit:

The foregoing instrument was acknowledged before me this 29th day of April, 1992 by Elizabeth Beck.

Elizabeth Beck
Notary

My Commission expires: Jan. 31, 1995

GREENSPRINGS CHAPEL

By: GREENSPRINGS CHAPEL

A. L. Atkins

COMMONWEALTH OF VIRGINIA,

James City County to wit:

The foregoing instrument was acknowledged before me this 29th day of April, 1992 by Elizabeth Beck.

VIRGINIA: City of Williamsburg and County of James City, to Wit:

Elizabeth Beck
Notary
21 day of May, 1992. This Proffer

My Commission expires: Jan. 31, 1995

was presented with certificate annexed and admitted to record at 1:50 o'clock

Teste: Helene S. Ward, Clerk

by Elizabeth Beck
Deputy Clerk

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 05/21/92 TIME: 13:50:33 ACCOUNT: 095CLR920006136 RECEIPT: 92000010578
CASHIER: CHB REG: W804 TYPE: PROFFER PAYMENT: FULL PAYMENT
INSTRUMENT : 920006136 BOOK: 0 PAGE: 0 RECORDED: 05/21/92 AT 13:50
GRANTOR NAME : POWHATAN ASSOCIATES ETAL EX: N LOCALITY: CO
GRANTEE NAME : JAMES CITY COUNTY EX: N PERCENT: 100%
AND ADDRESS :
RECEIVED OF : JCOO DATE OF DEED: 04/28/92

CHECK : \$13.00
DESCRIPTION 1: PROFFERS POWHATAN PLANTATION & GREENSPRINGS
2: CHAPEL

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

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

**TO:
KEY**

CLERK OF COURT: HELENE S. WARD

DC-18 (2/92)

Handwritten notes and stamps at the bottom of the page, including a date stamp "MAY 21 1992" and various illegible markings.