



5978

AMENDED AND RESTATED  
GREENSPRINGS PROFFER AGREEMENT

This Amended and Restated Proffer Agreement is made as of this 30th day of April, 1992, by Greensprings Plantation, Inc., a Virginia corporation ("Owner").

RECITALS

A. Greensprings Plantation, Inc. is the owner of certain real property consisting of approximately 1402 acres, located in James City County, Virginia (the "Property") along Route 5 and being more particularly described in Exhibit A attached hereto.

B. In 1989 the Owner applied for and James City County (the "County") granted a rezoning of the Property from the Limited and General Agricultural Districts, A-2/A-1, to the Residential Planned Community District, R-4, with proffered conditions as set forth in a Greensprings Proffer Agreement dated February 6, 1989 and recorded in James City County Deed Book 427, page 466 (the "Original Proffers").

C. Owner has now applied for an amendment to the approved Master Plan for the Property pursuant to Sections 20-215 (b) and 20-15 of the County Zoning Ordinance and, in connection therewith, desires to amend and restate the Original Proffers.

NOW, THEREFORE, in consideration of the County of James City granting approval of the amendment of the original Master Plan and pursuant to Section 15.1-491.2:1, et seq. of the Code of Virginia, 1950, as amended, and Section 20-15, et seq. of Chapter 20 of the Code of James City County, Virginia, the Owner agrees

that in addition to the regulations provided for in the Residential Planned Community District, R-4, it will meet and comply with all of the following conditions to the development of the Property. If the County fails to grant the requested amendment to the approved Master Plan, this Amended and Restated Greensprings Proffer Agreement shall thereupon be void and the Original Proffers shall remain in full force and effect.

1. Number of Dwelling Units. The number of residential units shall be limited in relation to the areas as designated on the Amended Master Plan submitted herewith dated January 8, 1992 and made by Langley & McDonald, P.C. (the "Amended Master Plan") as follows:

<u>Project Land Bay</u>	<u>R-4 Master Plan Designation</u>	<u>Maximum Number of Dwelling Units</u>
S- 1	A	209
S- 2	A	141
S- 3	A	175
S- 4	A	15
M- 5	D	172
M- 6	D	130
M- 7	D	66
M- 8	D	132
M- 9	D	165
M-10	D	248

The foregoing limits are subject to the possible addition of twenty-five additional units pursuant to Condition 10 hereof, with the distribution of such units among the Land Bays subject to the approval of the Development Review Committee.

2. Route 5 Greenbelt. The Owner shall designate 220-foot greenbelt buffers along the Property's Route 5 frontage measured from the existing Route 5 right-of-way. If and when a final

determination is made by the County and the Virginia Department of Transportation ("VDOT") to widen Route 5 to a four lane road across the Property's Route 5 frontage and the new right-of-way is determined, the greenbelt buffer may be reduced to 150 feet measured from the new right-of-way line. If and when a final determination is made by the County and VDOT to construct the new road from Route 5 to Route 199 across the Property in the area shown on the Amended Master Plan as "Future Right-of-Way", the Route 5 greenbelt buffer may be reduced to 150 feet from the existing Route 5 right-of-way. The greenbelt buffers shall be exclusive of any lots and shall be undisturbed, except for approved utilities, drainage improvements, community entrance roads as shown generally on the Amended Master Plan (limited to one entrance for relocated Route 614, one entrance to Land Bay M-10, and one entrance to each of the public use sites shown on the Amended Master Plan), pedestrian/bicycle trails and signs as approved by the Development Review Committee.

3. Golf Facilities. The areas on the Amended Master Plan designated as golf courses, clubhouse, practice range and golf maintenance facilities shall be used only for those purposes or such areas shall be left as Major Open Space and subject to Condition 14 hereof. If golf facilities are constructed on the Property, all owners of lots in areas with a Master Plan Area designation "A" and owners of units in Land Bays M-5 through M-7 shall have the right to use the aforementioned golf facilities upon payment of any applicable fees and subject to the other

rules and regulations governing use of such facilities as in effect from time to time. Development of golf courses on the Property shall be subject to the following conditions:

(a) All disturbed slopes steeper than 25% shall be sodded immediately after clearing and grubbing associated with cut and fill operations. The sod shall be staked into place, as necessary, and temporary fill diversions shall be constructed to minimize water flow over slopes, until sod has become fixed to the slope by establishment of root structure. Owner acknowledges that disturbance of slopes steeper than 25% requires an exception under the County's Chesapeake Bay Preservation Ordinance, Chapter 19B of the County Code.

(b) All disturbed slopes exceeding 10% shall be stabilized immediately upon reaching final grade with sod or excelsior blanket and seed, or other approved erosion control matting at vertical increments not exceeding 10 feet, or at the end of the work day, should a fill greater than 10 feet occur during that period.

(c) A construction phasing plan shall be provided as part of the site plan to be approved by the Director of Code Compliance. That plan will divide the construction into four or five phases. Land disturbance beyond the first phase shall be permitted based upon the demonstrated adequacy of erosion and sedimentation control measures installed in prior phases.

(d) Grass depressions and catchment areas shall be used

throughout the construction area as a means of runoff detention and Best Management Practices.

(e) An operation and maintenance plan, including an integrated pest management plan, shall be submitted as part of the site plan submittal for approval by the Director of Code Compliance before final site plan approval. The integrated pest management plan shall require the recordation of the application of all fertilizers, herbicides, pesticides, insecticides and/or other chemicals applied to the golf courses. A copy of the application records shall be kept on site and shall be made available, upon request, for review by the Code Compliance Department. Additionally, a copy of the records shall be submitted to the Director of Code Compliance annually from the date of approval of the golf course site plan, for review and approval. The Director of Code Compliance may require the submittal of a new integrated pest management plan if the review of these records show the plan to be inadequate.

(f) The golf course and driving range will not be illuminated for use after dark.

(g) Water for irrigation of the golf courses shall be provided from surface water collection or withdrawn from Powhatan Creek.

If either of the golf courses shown on the Amended Master Plan have not then been constructed, the County shall not be obligated to grant final approval of a subdivision plat or site plan for more than 100 single-family lots or multi-family units

until Owner shall have constructed a regulation size, combined soccer/softball field in the location designated on the Alternate Recreation Plan sheet of the Amended Master Plan or other location approved by the Development Review Committee and a pedestrian/bicycle trail in the general location shown on the Alternate Recreation Plan sheet of the Amended Master Plan. Owner shall retain the right to construct the golf course in the designated area at any time and in the event the course is built, the soccer/softball field and trail may be removed.

4. Neighborhood Recreational Facilities.

(a) Single-Family Neighborhood Recreation Center. The Single-Family Neighborhood Recreation Center ("SNRC") shown on the Amended Master Plan in Land Bay S-3 and labeled "SNRC" shall be located generally as shown on the Amended Master Plan. The SNRC shall contain at least one 25 meter swimming pool and one wading pool with a total water surface area of at least 4,000 square feet, one community center/bath house of at least 2,000 square feet, two hard surface, regulation size tennis courts and one tot lot with playground equipment. The tennis courts and tot lot with playground equipment shall be completed before the County is obligated to grant final approval of subdivision plats for more than 50 single-family lots and the remaining facilities proffered above shall be completed before the County is obligated to grant final approval of subdivision plats for more than 250 single family lots. An additional play area with playground equipment for younger and older children, an open play area of a minimum of

one-half acre and an outdoor basketball or multi-use court shall be provided in a Land Bay with a Master Plan area designation "A" at a location approved by the Development Review Committee. These facilities shall be completed before the County is obligated to grant final approval for more than 100 lots in Land Bays with a Master Plan area designation "A". The SNRC and the additional recreational areas and facilities proffered above shall be available for use by all residents of lots in areas with a Master Plan Area designation "A", subject to the provisions of any applicable restrictive covenants and rules and regulations adopted thereunder. Owner shall maintain the SNRC and the additional recreational areas and facilities preferred above until such time as it is conveyed to an owners association, at which time such association shall assume responsibility for its maintenance.

(b) Multi-Family Neighborhood Recreation Centers. (i) Unless Owner elects to construct a single central multi-family neighborhood recreational center pursuant to subparagraph (ii) below, before the County shall be obligated to issue Certificates of Occupancy for more than 50 units in Land Bays M-5 through M-9 shown on the Amended Master Plan, residents of each of those Land Bays shall have access to at least one Multi-Family Neighborhood Recreation Center ("MNRC") serving (but not necessarily located in) that Land Bay. There shall be a MNRC within Land Bay M-10 containing at least one swimming pool and at least two regulation size, hard surface tennis courts which shall be available for use

before the County is obligated to issue Certificates of Occupancy for more than 50 units in Land Bay M-10. The MNRCs for all multi-family Land Bays in the aggregate shall be provided with swimming pools with a total minimum water surface area of 5,000 square feet with no single pool having a minimum water surface area of less than 750 square feet and a total of at least six regulation size, hard surface tennis courts. The MNRCs in Land Bay M-5, M-6, M-8, M-9 and M-10 shall have an open play area of at least one-fourth an acre and a tot lot with playground equipment. The pools and tennis courts shall be distributed as follows:

<u>Land Bay</u>	<u>Minimum Facilities</u>
M-5	1 pools, 1 tennis court
M-6	1 pool, 1 tennis court
M-7 and M-8	1 pool, 1 tennis court
M-9	1 pool, 1 tennis court
M-10	1 pools, 2 tennis courts

Each MNRC shall be open for use by owners of units within the Land Bay(s) which it serves subject to the provisions of any applicable restrictive covenants and rules and regulations adopted thereunder.

(ii) In the alternative to providing facilities in the individual Land Bays as set forth in subparagraph (i) above, Owner may construct a single central multi-family neighborhood recreational center containing at a minimum pools with a total water surface area of at least 5,000 square feet, six regulation hard surface tennis courts, an open play area of at least one-half acre and an outdoor basketball or multi-use court, with



pedestrian access to the center from all multi-family Land Bays. Owner shall maintain each MNRC until such time as it is conveyed to an owners association, at which time the association shall assume responsibility for its maintenance.

(c) Trail System. Owner shall provide a central pedestrian/bicycle trail system along one side of realigned Route 614, and along one side of the new road which may be constructed in the area shown on the Amended Master Plan as "Future Right-of-Way" when and if such road is constructed. Owner shall provide a soft surface pedestrian trail along its Route 5 frontage. Such trail system shall be located in or adjacent to the road right-of-way of the roads listed above and shall be constructed when the adjacent road is constructed or, in the case of the trail adjacent to Route 5, prior to completion of development of the Land Bay adjoining the segment of the trail in question. The portions of the central pedestrian/bicycle trail system located outside the VDOT right-of-way shall be maintained by Owner until the area containing the trail is conveyed to an owners association, at which time the association shall assume responsibility for its maintenance. Internal trails shall be provided in each Land Bay in accordance with the County's Sidewalk Policy or as shown on the Amended Master Plan. The internal trails shall be connected with the central trail system. Before the County is obligated to grant final approval of a site plan for Land Bay M-9, Owner shall submit to the County a

feasibility study of providing pedestrian access from Land Bay M-9 to the Neighborhood Commercial Center.

4. Public Use Sites. Within 60 days of the request of the County Administrator, the Owner shall convey to the County, free of charge a public use site of at least 6 acres and a public use site of at least 10 acres in the locations shown on the Amended Master Plan, accessible from a public road.

5. Neighborhood Commercial Center. (a) The Neighborhood Commercial Center shall be located generally as shown on the Amended Master Plan and shall contain no more than 50,000 square feet of Gross Floor Area (as defined in the County Zoning Ordinance). Within the Neighborhood Commercial Center no more than one establishment shall have a Gross Floor Area of more than 8,500 square feet. The one establishment which may exceed 8,500 square feet shall have a Gross Floor Area of no more than 20,000 square feet and shall be used only for a grocery store. No building within the Neighborhood Commercial Center shall have a height in excess of 35 feet from grade unless otherwise approved by the Planning Commission.

(b) Within the Neighborhood Commercial Center the following uses, otherwise permitted within the R-4 zoning district, shall not be permitted: any office use with outdoor equipment storage; and hotel/motel/tourist homes/convention centers.

6. Archaeological Sites. A Phase I Archaeological Study of the Property meeting the guidelines set forth in the Virginia Department of Historic Resource's Guidelines for Preparing

Archaeological Resource Management Reports and conducted under the supervision of a qualified archaeologist who meets, at a minimum the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards shall be prepared and submitted for approval to the Director of Planning. Owner shall undertake a Phase II and/or, subject to the following sentence, a Phase III study of archaeological sites identified in the Phase I study, if identified by the Phase I study heretofore submitted as warranting Phase II or Phase III study, and shall submit such studies to the County for review and approval prior to any land disturbing on or adjacent to such sites. Owner may at its option leave undisturbed an archaeological site planned for development in lieu of performing a Phase III study thereon. The recommendations of such studies shall be incorporated into the plan of development for the site and the clearing, grading or construction activities thereon. If as a result of a Phase II study of a site, the County determines the site is eligible for inclusion in the National Register of Historic Places based on the criteria established by the Department of the Interior , Owner shall develop and implement a plan for inclusion of the site on the National Register of Historic Places and for the mitigation of potential adverse impacts on the site. All sites to be left undisturbed or upon which a Phase III study is to be conducted shall be protected from development activities by temporary fencing until development activities adjacent to the site or the Phase III study, as the case may be, is complete.

7. Nature/Conservation Park. At the request of the County Administrator, the Owner and/or the owners association shall grant, free of charge, an easement to the County or its assignee over the area designated on the Amended Master Plan as Nature/Conservation Park generally in the locations shown on the Amended Master Plan. The Nature/Conservation Park shall remain undisturbed and in its natural state except as set forth below, preserving indigenous vegetation to the maximum extent possible. With the prior approval of the County Engineer or his designee on a case by case basis, (i) dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from the Nature/Conservation Park; (ii) select hand clearing and pruning of trees shall be permitted in the Nature/Conservation Park to permit sight lines or vistas and (iii) utilities (including the irrigation intake shown on the Amended Master Plan), stormwater best management practices, roads, pedestrian and golf cart paths, trails and bridges may intrude into or cross the Nature/Conservation Park. If vegetation is removed from the Nature/Conservation Park it shall be replaced by vegetation that is equally or more effective in retarding runoff, preventing erosion and filtering nonpoint source pollution. Utility crossings shall be generally perpendicular through the Nature/Conservation Park and Owner shall endeavor to design utility systems that do not intrude into the Nature/Conservation Park. The Nature/Conservation Park shall be maintained by Owner unless the County assumes responsibility therefor under its

easement or the Park is conveyed to an owners association, at which time the association shall assume responsibility for its maintenance.

8. Historic Site Buffer. There shall be a 50-foot buffer (undisturbed and exclusive of any lots) along the eastern and western boundaries of the Greensprings National Historic Site subject only to appropriate stormwater management and utility improvements/easements as approved by the Development Review Committee.

9. Water Lines. In addition to any other conditions to subdivision or site plan approval, before the County is obligated to grant final approval of any subdivision plat or site plan for single family lots, multi-family units or the Neighborhood Commercial Center (but not for site plans for roads or the golf facilities), the Owner shall contract to complete the James City Service Authority water line system loop from the Ford's Colony area to Route 5, connecting to the existing JCSA water line adjacent to St. George's Hundred.

10. Future Road Right-of-Way. There shall be preserved a 120' road right-of-way for future road construction in the locations shown on the Amended Master Plan as "Future Right-of-Way". Where construction limits may require additional right-of-way beyond 120' feet, such additional right-of-way shall also be dedicated upon the request of the County Administrator, Owner shall convey the "Future Right-of-Way", free of charge, to the County for dedication to VDOT. Upon the final determination by

the County and VDOT not to construct a road connecting Route 5 and Route 199 through the area shown on the Amended Master Plan as "Future Right-of-Way", the area shown as "Future Right-of-Way" shall revert to Owner and the total number of lots and/or units that may be constructed on the Property shall be increased by 25.

11. Realigned Route 614 and Future Right-of-Way Greenbelt.  
The Owner shall designate a greenbelt buffer along realigned Route 614 and along the right-of-way shown on the Amended Master Plan as "Future Right-of-Way" measured from the edge of the proffered 120-foot right-of-way. No structure except the road and related improvements in Land Bay S-3 shown on the Amended Master Plan shall be located within 150 feet of the road right-of-way. Where the road in Land Bay S-3 parallels realigned Route 614, the greenbelt buffer shall be no less than 115 feet from the 120 foot right-of-way of realigned Route 614. Where golf course fairways abut relocated Route 614 or the "Future Right-of-Way", the greenbelt buffer shall have a minimum width of 75 feet. Where tee boxes or the putting surface of greens are located within 100 feet of the road right-of-way, enhanced landscaping approved by the Development Review Committee in the golf course site plan review process shall be provided between the tee or green and the 75 foot greenbelt buffer. In all other areas, a minimum 150 foot buffer shall be maintained. Where golf course fairways abut realigned Route 614 or the "Future Right-of-Way", selective hand thinning of trees (but no removal of stumps) shall be permitted

as a part of a landscaping plan approved by the Development Review Committee. Within this greenbelt the land shall be exclusive of any lots and undisturbed except for approved utilities, stormwater management improvements, entrance roads to Land Bays as shown generally on the Amended Master Plan, pedestrian/bicycle trails, golf cart path crossings and tunnels and project signs as approved by the Development Review Committee. No signs other than project signs and those requested by VDOT and/or the County shall be allowed.

12. Entrances. The number of entrances and driveways to the project off of Route 5, realigned Route 614 and, if constructed, the new road which may be built in the "Future Right-of-Way" shall be limited to those shown on Master Plan.

13. Owners Association. All property owners of Greensprings by virtue of ownership of their lot or unit shall become members of an incorporated owners association although there may be different associations for different Land Bays. Each owners association shall adopt an annual budget for maintenance of all common open space, recreation areas, sidewalks, parking, private streets, if any, and other privately owned but common facilities serving the portion of the Property in question and owned or maintained by the association in question.

14. Major Open Space. Areas shown on the Amended Master Plan as "Major Open Space" and areas within subdivisions or sites

shown on the subdivision plat or site plan as greenspace areas shall be exclusive of any lots and undisturbed, except as provided below. With the prior approval of the County Engineer or his designee on a case by case basis, (i) dead, diseased and dying trees or shrubbery and invasive or poisonous plants may be removed from such areas; (ii) select hand clearing and pruning of trees shall be permitted in such areas to permit sight lines or vistas; and (iii) utilities, stormwater best management practices, roads, pedestrian and golf cart paths, trails and bridges may intrude into or cross such areas. If vegetation is removed from such areas it shall be replaced by vegetation that is equally or more effective in retarding runoff, preventing erosion and filtering nonpoint source pollution. Utility crossings shall be generally perpendicular through the such areas and Owner shall endeavor to design utility systems that do not intrude into such areas. All such Major Open Space and greenspace areas and other common areas shall be maintained by Owner until conveyed by Owner to an owners association, at which time the association shall assume responsibility for such maintenance.

15. Road and Intersection Improvements. (a) Owner shall make a contribution into an interest-bearing escrow account with NationsBank, N.A. or another institutional lender approved by the County Attorney of \$2,000 per lot or unit payable upon the sale by Owner of each of the first 475 lots or units on the Property. All interest earned shall be retained in the escrow account until



the account is disbursed as provided below. The escrow agreement creating and governing the account shall be consistent with the terms of this Condition 15 and shall be subject to the approval of the County Attorney.

(b) The County shall not be obligated to grant final approval of subdivision plats or site plans for a total of more than 766 lots and/or units until:

(i) The County and VDOT approve a plan, including a funding plan, for the improvement of Route 5 to a four-lane divided highway (or such equivalent or lower design standard approved by the County and VDOT) from John Rolfe Lane to Route 199; or

(ii) The County and VDOT approve a plan, including a funding plan, for the construction of a new road from Route 5 to Route 199 through the area shown as "Future Right-of-Way" on the Amended Master Plan.

This limitation shall not apply to the Neighborhood Commercial Center or the golf courses, clubhouse, golf maintenance and related facilities shown on the Amended Master Plan.

(c) If Owner desires to receive final subdivision or site plan approval for more than 766 lots and/or units and the plan, including the funding plan, for the improvement of Route 5 or the construction of the new road as described in Condition 15 (b) above has been approved by the County and VDOT, Owner shall:

(i) Cause all funds held in the escrow account described in Condition 15 (a) above, including accrued interest, to be paid to the County, to be used by the County for the construction of the new road, the improvement of Route 5 or for any other project included in the County's capital improvement program, the need for which (in whole or in part) is generated by the development of the Property;

(ii) Remain liable for and make the \$2,000 per lot or unit contributions directly to the County up to the 475 lot or unit maximum if contributions for less than the full 475 lots and/or units have then been made into the escrow account; and

(iii) (y) If the County and VDOT have selected the alternative of construction of the new road described in Condition 15 (b) (ii) above, when requested to do so by the County and VDOT, contract to construct (and thereafter diligently pursue construction to completion) a two lane road, with grading and drainage improvements for a two-lane road, meeting the standards described on Exhibit B hereto in the areas of the "Future Right-of-Way" shown as "Future Road A" on the Amended Master Plan

or (z) if the County and VDOT have selected the alternative of improving Route 5 as described in Condition 15 (b) (i) above, when requested to do so by the County and VDOT, convey to the County for dedication to VDOT, free of charge, the required right-of-way for such improvements and contract to construct (and thereafter diligently pursue construction to completion) such improvements where the Property abuts Route 5. In no event shall Owner be required to comply with both (y) and (z) above.

Upon compliance with this Condition 15 (c), Owner shall be relieved of the limitation proffered in Condition 15 (b) above and shall be free to obtain final subdivision plat and/or site plan approval for the balance of the lots and/or units allowed under the Amended Master Plan.

(d) If the County and VDOT approve a plan, including a funding plan, for either of the road improvement alternatives described in Condition 15 (b) (i) and (ii) above prior to the time Owner desires to exceed the limitation proffered in Condition 15 (b) above and the County, by all necessary action, removes the 766 lot and/or unit limitation proffered in Condition 15 (b) above, Owner shall promptly take all the actions and be subject to all the obligations proffered in Condition 15 (c).

(e) Owner shall join with other owners in the corridor of Route 5 and/or of the new road described in Condition 15 (b) (ii) above in a petition to create a transportation improvement district including the Property other than the golf courses to be constructed thereon pursuant to Va. Code §15.1-791 et seq., as amended to be effective July 1, 1992, to fund road construction costs shortfalls, if and only if the petition and resolution creating the district contain the following provisions:

(i) The tax rate for the district from its formation through the tax year 1998 shall be \$0.01 per \$100.00 of assessed value and thereafter for the life of the district shall not exceed the rate of \$0.10 per \$100.00 of assessed value.

(ii) Revenues from the special tax shall be used by the district solely to pay the costs of construction, or repay the Commonwealth for advances for costs of construction, over and above the costs paid from funds, including interest thereon, contributed by Owner or the owner of Governor's Land at Two Rivers development, of a two-lane alternate road to Route 5.

(iii) Creation of the district shall constitute approval by the County and VDOT of a plan, including a funding plan, for the construction of the new road as described in this Condition 15 and accordingly Owner shall no longer be subject to the 766 lot and/or unit limitation proffered herein.

(iv) Creation of the district shall constitute approval of a plan, including a funding plan, for the construction of the new road as described in this Condition 15 thereby relieving the

Owner of any obligation under this Condition 15 to construct improvements to existing Route 5 other than required turnlanes at entrances to the Property.

(v) The portion of the new road that Owner has proffered to contract to construct shall be constructed by Owner or one of its qualified shareholders.

(vi) Owner shall not be obligated to pay increases in the costs of construction of the portion of the new road to be constructed by Owner pursuant to this Condition 15 caused by design changes or additions over and above the design standards set forth in Exhibit B attached hereto.

Owner shall sign the petition for the creation of a taxing district meeting the criteria set forth above within 14 days of receipt of the petition by Owner.

(f) The Owner shall provide roadway and intersection improvements in accordance with the schedule set forth below. Each of such improvements shall be commenced and bonds approved by the County Attorney for completion of the improvements shall be posted as provided in the schedule set forth below, including, in addition any other road improvements that may be necessary for these proffered improvements to function at a minimum level of service of "C".

Proffered Improvement

Timing

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| 1. Commence construction of realigned Route 614 from existing Route 5 to northern boundary. A 120 right-of-way shall be dedicated to allow for future improvements. As | Before approval of any subdivision plat or site plan, other than golf course |
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part of this construction the following intersection improvements shall be made:

- a. Realigned Route 614 shall be four lanes from existing Route 5 through the intersection with Land Bay M-9 and the Neighborhood Commercial Center. The remainder of realigned Route 614 shall be built as two lanes, offset within the right-of-way to allow for future widening. Realigned Route 614 shall be constructed in accordance with the standards set forth on Exhibit B hereto.
- b. At Brick Bat Road: The intersection of Brick Bat Road and Route 614 shall be relocated and part of Brick Bat Road reconstructed so that Brick Bat intersects Route 614 at approximately 90 degrees. Relocated Brick Bat Road shall have a separate left turn lane. North and southbound left turn lanes and a southbound right turn lane shall be built on Route 614.
- c. At Old Route 614 at North Boundary of Historical Site: A "T" intersection with a northbound right turn lane, a southbound left turn lane and westbound right and left turn lanes shall be constructed.
- d. At Entrance to Land Bay M-5: A "T" intersection with a northbound left turn lane, an eastbound right turn lane and an eastbound left turn lane. The first 50 feet of the entrance to Land Bay M-5 shall be constructed with adequate width for southbound right and through lanes.
- e. At existing Route 5: An eastbound left turn lane and a westbound right turn lane

on existing Route 5.  
Southbound right and left turn  
lanes and one through lane shall  
be constructed as part of realigned  
Route 614.

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| 2. | Construct northbound and southbound left turn lanes into Land Bay M-9 and Neighborhood Commercial Center.  | Prior to issuance of Certificate of Occupancy in Area M-9 or the Neighborhood Commercial Center. |
| 3. | Construct northbound right turn lane, westbound left and right turn lanes and one west bound through lane at Neighborhood Commercial Center.               | Prior to issuance of Certificate of Occupancy in Neighborhood Commercial Center.                 |
| 4. | Construct southbound right turn lane and eastbound left and right turn lanes, and one eastbound through lane at Land Bay M-9.                              | Prior to issuance of Certificate of Occupancy in Land Bay M-9.                                   |
| 5. | Construct southbound left turn lane, northbound right turn lane, westbound combined left and through lanes, and westbound right turn lane at Land Bay M-8. | Prior to issuance of Certificate of Occupancy in Land Bay M-8.                                   |
| 6. | Construct southbound right turn lane, eastbound combined left turn lane and through lane, and eastbound right turn lane at Land Bay M-7.                   | Prior to issuance of Certificate of Occupancy in Land Bay M-7.                                   |
| 7. | Construct eastbound right turn lane, westbound left turn lane, and separate northbound left and right turn lanes at Land Bay M-6.                          | Prior to issuance of Certificate of Occupancy in Land Bay M-6.                                   |
| 8. | Construct northbound and southbound left turn lanes, northbound right turn lane, westbound left turn lane, and right turn lane at clubhouse.               | Prior to issuance of Certificate of Occupancy for Clubhouse.                                     |

9. Construct southbound right turn lane, eastbound and combined eastbound left turn and through lane and eastbound right turn lane at Land Bay S-2. Prior to recordation of subdivision plat for Land Bay S-2.
10. Construct northbound left turn, southbound right turn lane, eastbound right turn lane and combined eastbound through and left turn lanes at Land Bay S-1. Prior to recordation of subdivision plat for Land Bay S-1.
11. Construct northbound right turn lane into western portion of Land Bay S-3. Prior to recordation of subdivision plat for western portion of Land Bay S-3.
12. Construct northbound right turn lane, westbound right turn lane and combined westbound left turn and through lane at Land Bay S-3. Prior to recordation of subdivision plat for the eastern portion of Land Bay S-3.
13. Construction or payment for construction of a traffic signal at the intersection of Realigned Route 614 and existing Route 5. When warranted by MUTCD and requested by VDOT
16. Restrictions on Timeshares. Owner shall not create or operate a "time-share project" as defined in the Virginia Real Estate Time-Share Act, Va. Code, §§55-360 et. seq. in Land Bays S-1, S-2, S-3, S-4, M-9 or M-10.
17. Height Limitations. In land bays M-9 and M-10 any structure within 600 feet from the centerline of Route 5 (John Tyler Highway) shall not exceed 35 feet in height. In land bays M-9 and M-10 any structure located in that area in between 600 feet from the centerline of Route 5 (John Tyler Highway) and 900 feet



from the centerline of Route 5 (John Tyler Highway) shall not exceed a maximum height of 45 feet.

18. Severability. Each condition hereof, or portion thereof, is severable. The invalidity of any particular condition, or portion thereof, shall not affect the validity of the remaining conditions, or portion thereof.

19. Definitions. All terms used herein and defined in the County Zoning Ordinance shall have the meaning set forth therein unless otherwise specifically defined herein.

WITNESS the following signature and seal.

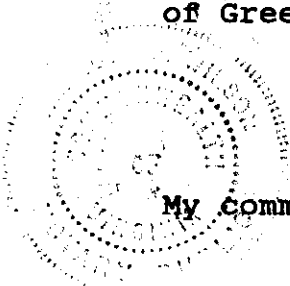
GREENSPRINGS PLANTATION, INC.

By: Marc B. Sharp  
Title: PRESIDENT

STATE OF VIRGINIA  
CITY OF WILLIAMSBURG to-wit:

The foregoing instrument was acknowledged before me this 13th day of May, 1992, by Marc B. Sharp, President of Greensprings Plantation, Inc., on behalf of the corporation.

Rebecca Wilson  
Notary Public



My commission expires: ~~February 28, 1995~~

May 31, 1996

## PARCEL I

All those certain tracts, pieces, or parcels of land situate, lying and being in James City County, Virginia, and shown as Parcel "B", containing 916.77 acres, and Parcel "D", containing 572.50 acres, all as shown on that certain plat entitled, "Plat Showing a Portion of Green Springs," dated July 24, 1965, made by S. U. Camp, III, & Associates, Certified Land Surveyor, Courtland, Virginia, a copy of which said plat is recorded in the Clerk's Office of the City of Williamsburg and County of James City in Plat Book 24, pages 28A and 28B.

LESS AND EXCEPT property conveyed by deed recorded June 3, 1986 in James City County Deed Book 304, Page 31, to Jorge Luna and Leticia Luna, husband and wife;

LESS AND EXCEPT property conveyed by deed recorded June 3, 1986 in James City County Deed Book 304, Page 37, to Herman Zamora and Josefina Zamora, husband and wife;

LESS AND EXCEPT property subject to a certain Option On Real Estate recorded July 24, 1986 in James City County Deed Book 309, Page 646, to Jorge Luna and Leticia Luna, and Herman Zamora and Josefina Zamora, or their assigns;

LESS AND EXCEPT property conveyed by deed recorded April 14, 1986 in James City County Deed Book 299, Page 534, to the Commonwealth of Virginia;

LESS AND EXCEPT property conveyed by deed recorded January 11, 1978 in James City County Deed Book 181, Page 533, to the United States of America;

LESS AND EXCEPT certain property under contract to be conveyed to John H. Smith and Sonda J. Smith, husband and wife, which property is more particularly described as being "Parcel 4", 20.35 Ac., on a certain plat entitled, "A SUBDIVISION OF PART OF THE GREEN SPRINGS TRACT", James City County, Virginia," dated November, 1986, and made by Lynn D. Evans, Certified Land Surveyor, a copy of which plat is to be recorded in the Clerk's Office of the City of Williamsburg and County of James City;

LESS AND EXCEPT any and all property in the said "Parcel B" east of Powhatan Creek;

Exhibit B

The two-lane roadway to be constructed in the right-of-way shown on the Amended Master Plan as Future Road "A" and realigned Route 614 shall be constructed in accordance with VDOT, Road and Bridge Standards, that are in effect at the time construction is to commence, standard GS-6, Geometric Design Standards for Urban Minor Arterial Street System. Under this standard, the design will be in accordance with "Streets With Shoulder Design", rolling terrain.

These standards are stated as follows:

Design Speed - M.P.H.	50
Maximum Degree of Curvature	6°
Maximum Percent of Grade	7%
Stopping Sight Distance	Des. 475'; Min. 400'
Width of Lane	12' - two lanes to be constructed
Width of Shoulder	Fill 13'(*); Cut 10'
Ditch Width	6' (ditch slopes to be 4:1)
Slopes	2:1 (grading for two lanes)
Right-of-Way Width	120'
Operating Speed	50 M.P.H.
Clear Zone Width	Fill: 25' Cut: 19'

(\* ) Shoulder width may be reduced by 3' when guardrail is not required and recoverable areas are not being provided.

Pavement thickness shall be designed in accordance with the table entitled "Thickness Equivalency Values for Material for Primary, Interstate and Arterial Roads" from "Recommended Design Method for Flexible Pavements in Virginia" by N. K. Vaswani, revised 1974.

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, County of James City, this 19<sup>th</sup> day of May, 1952. This Proffer was presented and the certificate annexed and admitted to record at 12:15 o'clock

Teste: Helene S. Ward, Clerk

by [Signature]  
Deputy Clerk

COMMONWEALTH OF VIRGINIA



(14-0-025 10/91)

OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

DATE: 05/19/92 TIME: 12:15:47 ACCOUNT: 095CLR920005978 RECEIPT: 92000010335  
CASHIER: CHR REG: W804 TYPE: PROFFER PAYMENT: FULL PAYMENT  
INSTRUMENT : 920005978 BOOK: 0 PAGE: 0 RECORDED: 05/19/92 AT 12:15  
GRANTOR NAME : GREENSPRINGS PLANTATION INC EX: N LOCALITY: CO  
GRANTEE NAME : JAMES CITY COUNTY EX: N PERCENT: 100%  
AND ADDRESS :

RECEIVED OF : JCCO CHECK : \$36.00 DATE OF DEED: 04/30/92

DESCRIPTION 1: PROFFERS GREENSPRINGS  
2:

CONSIDERATION: .00 ASSUMPTION: .00 MAP: PAID 1.00  
CODE DESCRIPTION 35.00 145 VSLF  
301 DEEDS

TENDERED : 36.00  
AMOUNT PAID: 36.00  
CHANGE AMT : .00

CLERK OF COURT: HELENE S. WARD

PLEASE RETURN TO:  
COUNTY ATTORNEY  
JCC - BLDG. C