

970 016817

SECOND AMENDMENT TO
AMENDED AND RESTATED
GREENSPRINGS PROFFER AGREEMENT

This Second Amendment to Amended and Restated Proffer Agreement is made as of this 23rd day of September, 1997, by Greensprings Plantation, Inc., a Virginia corporation ("Owner").

RECITALS

A. Greensprings Plantation, Inc. is or was 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 to the Original Proffers (defined below).

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. In 1992, Owner applied for an amendment to the approved Master Plan for the Property and, in connection therewith, amended and restated the Original Proffers by Amended and Restated Greensprings Proffer Agreement dated April 30, 1992 and recorded in James City County Deed Book 562 at page 794 (the "Restated Proffers").

OCT 21 5 01 29

D. In 1993, Owner applied for an amendment to the approved Master Plan for the Property and, in connection therewith, amended the Restated Proffers by First Amendment to Amended and Restated Greensprings Proffer Agreement dated September 29, 1993 and recorded in James City County Deed Book 652 at page 765.

E. Owner has now applied for another 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 further amend the Restated Proffers in certain respects.

NOW, THEREFORE, in consideration of the County of James City granting approval of the amendment of the 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 the Restated Proffers are hereby amended as set forth below. If the County fails to grant the requested amendment to the approved Master Plan, this Second Amendment to Amended and Restated Greensprings Proffer Agreement shall thereupon be void and the Restated Proffers, as amended by the First Amendment to Amended and Restated Greensprings Proffer Agreement shall remain in full force and effect.

AMENDMENTS

1. The table in Condition 1 of the Restated Proffers, as amended, is hereby amended to read as follows:

Project Land Bay R-4 Master Plan Designation Maximum Number of Dwelling Units

S- 1	A	209
S- 2	A	141
S- 3	A	175
S- 4	A	15
M- 5	D	218
M- 6	D	282
M- 7	eliminated	
M- 8	D	0
M- 9	D	165
M-10	B	100
M-10	C	56
M-10	D	144
M-10	Nursing Home	120 beds

2. Condition 4 (b) of the Restated Proffers is hereby deleted and replaced with the following:

(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 recreational facilities which comply with requirements of the Zoning Ordinance located within Land Bay M-10 with the type and location of such facilities to be determined by Owner following consultation with the residents of Land Bay M-10. The recreational facilities shall be shown on site plans of Land Bay M-10 and subject to the approval of the Development Review Committee. The MNRCs for all multi-family Land

OCT 21 6 01 31

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, and M-9 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	2 pools, 2 tennis courts
M-6	to be determined by Owner
M-9	1 pool, 1 tennis court

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.

3. Except as specifically amended above, the Restated Proffers, as amended by First Amendment to Amended and Restated Greensprings Proffer Agreement dated September 29, 1993 shall remain unchanged and in full force and effect.

WITNESS the following signatures:

GREENSPRINGS PLANTATION, INC.
By: Marc B. Sharp
Title: PRESIDENT

STATE OF VIRGINIA
CITY/COUNTY OF WILLIAMSBURG, to-wit:

The foregoing instrument was acknowledged before me this 23rd day of September, 1997, by Marc B Sharp as President of Greensprings Plantation, Inc on behalf of the corporation.

OCT 21 5 01 32

Vernon M. Geddy, III
NOTARY PUBLIC

My commission expires:

12/31/99

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
day of Oct, 1997. This Amend Proffer
Agree was presented with documents annexed and
acknowledged at 3:25 o'clock
Tested: Richard S. Ward, Clerk
by [Signature]
Deputy Clerk

OCT 21 5 01 33

Prepared by:
Vernon M. Geddy, III, Esquire
Geddy, Harris & Geddy
516 South Henry Street
Williamsburg, VA 23185

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 10/21/97 TIME: 15:25:18 ACCOUNT: 830CLR970016817 RECEIPT: 97000027726
CASHIER: CHB REG: W804 TYPE: AMEND PAYMENT: FULL PAYMENT
INSTRUMENT ; 970016817 BOOK: PAGE: RECORDED: 10/21/97 AT 15:25
GRANTOR: GREENSPRINGS PLANTATION INC EX: N LGC: CO
GRANTEE: JAMES CITY COUNTY VIRGINIA EX: N PCT: 100%

AND ADDRESS :
RECEIVED OF : JCCO DATE OF DEED: 09/23/97

CHECK : \$14.00
DESCRIPTION 1: SECOND AMENDMENT DB 427 PG 466 & DB 562
2: PAGE 794 & DB 652 PG 765

CONSIDERATION:	.00	ASSUME/VAL:	.00	MAP:	
CODE DESCRIPTION	PAID	CODE DESCRIPTION	PAID		
301 DEEDS	13.00	145 VSLF	1.00		

TENDERED ; 14.00
AMOUNT PAID: 14.00
CHANGE ANT : .00

CLERK OF COURT: HELENE S. WARD