

150008835

Tax Parcel Numbers 6010100006, 6010100007, and 6010100008

PROFFERS

THE PENINSULA PENTECOSTALS, INC.

April 8, 2015

Prepared by:
Kaufman & Canoles, P.C.
4801 Courthouse Street, Suite 300
Williamsburg, Virginia 23188

THE PENINSULA PENTECOSTALS, INC.

THESE PROFFERS are made this 8th day of April, 2015, by **THE PENINSULA PENTECOSTALS, INC.**, a Virginia non-stock corporation, its successors and/or assigns, the contract purchaser of the "Property" (hereinafter defined) (to be indexed as grantor), and **GREEN MOUNT ASSOCIATES, L.L.C.**, a Virginia limited liability company, the record owner of the "Property" (to be indexed as grantor) (collectively and/or individually hereinafter referred to as "Owner"):

RECITALS:

R-1. The Peninsula Pentecostals, Inc. ("Peninsula Pentecostals") is the contract purchaser of certain real property (the "Property") owned of record by Green Mount Associates, L.L.C. ("Green Mount") located in the County of James City, Virginia, containing 40.3 acres, more or less, more particularly described on **Exhibit A** attached hereto and made a part hereof.

R-2. The Property is now zoned M-2. The Property is designated Mixed Use on the County's Comprehensive Plan Land Use Map.

R-3. The Owner has applied to rezone the Property from M-2 to MU, with proffers.

R-4. Owner has submitted to the County a conceptual plan of development ("Master Plan") entitled "Peninsula Pentecostal Church Conceptual Plan CP-1 Sheet 1 of 1 Project Number 33749.00", dated January 20, 2015, prepared by Vanasse Hangen Brustlin, Inc., for the Property in accordance with the County Zoning Ordinance. The Master Plan is on file in the office of the County Planning Director.

R-5. A traffic impact study (“Traffic Impact Study”) entitled “The Peninsula Pentecostals Traffic Impact Analysis”, dated January 21, 2015, prepared by Chris Lawrence, P.E., has been submitted to the County and the Virginia Department of Transportation (“VDOT”) for review in connection with the Application. The Traffic Study is on file in the office of the County Planning Director.

R-6. An archaeological report (“Archaeological Report”), dated October 2014, prepared by Circa~ Cultural Resource Management, L.L.C., has been submitted to the County and the Virginia Department of Historic Resources (“VDHR”) for review in connection with the Application. The Archaeological Report is on file in the office of the County Planning Director.

R-7. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned MU.

NOW, THEREFORE, for and in consideration of the approval of the requested rezoning, and pursuant to Section 15.2-2303 of the Code of Virginia, 1950, as amended (the “Virginia Code”), and the County Zoning Ordinance, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the requested rezoning is not granted by the County, these Proffers shall be null and void.

CONDITIONS:

1. Master Plan. The Property shall be developed generally in accordance with the Master Plan with only changes thereto that the County or its duly authorized designee determines do not alter the basic concept or character of the development in accordance with Section 24-

516(a) of the Zoning Ordinance in effect on the date hereof; provided, however, such development shall be expressly subject to such changes in configuration, composition and location as required by all other governmental authorities having jurisdiction over such development.

2. Limitation on Uses. The following uses shall be prohibited on the Property:
 - a. Apartments
 - b. Group homes or residential facilities
 - c. Group quarters
 - d. Home care facilities
 - e. Independent living facilities
 - f. Multi-family dwellings
 - g. Single-family dwellings

The above use prohibitions shall not be deemed to prohibit the existence of an accessory apartment on Lot P-1 attached to the proposed house of worship building(s).

3. Lot P-2 & Lot P-3.

- a. Prior to preliminary approval of any site plan for the initial development (“Lot P-2/P-3 Development”) of all or any portion of the parcels of land shown on the Master Plan as Lot P-2 or Lot P-3 (a “Lot P-2/P-3 Site Plan”): (a) traffic impact analysis for such Lot P-2/P-3 Development (“Lot P-2/P-3 Development TIA”) shall be submitted to the County for review and approval, (b) any traffic improvements recommended by such Lot P-2/P-3 Development TIA the need for which is triggered by the Lot P-2/P-3 Development shall be shown on the Lot P-2/P-3 Site Plan and constructed or “Guaranteed” (hereinafter defined) in accordance therewith, and (c) a conceptual development plan and stormwater master plan for the development of Lot P-2 and Lot P-3 shall be submitted to the County.

- b. Prior to preliminary approval of any site plan for the development of an establishment for the selling or dispensing of petroleum based fuels (a “Fueling Facility”) on Lot P-2 or Lot P-3 the stormwater runoff from which ultimately drains to Skiffes Creek Reservoir:

(i) a stormwater management plan for the Fueling Facility shall be submitted to the County Planning Director for review and approval which demonstrates adequate measures to achieve, post development, the same degree of water quality for stormwater runoff from the Fueling Facility as exists prior to the development of the site utilizing the applicable best management practices as outlined in the Virginia Department of Environmental Quality Stormwater BMP Clearinghouse;

(ii) a Spill Prevention, Control and Countermeasure Plan for the Fueling Facility shall be submitted to the County Planning Director for review and approval;

(iii) the fuel dispensing devices of the Fueling Facility shall be located on the Property no closer than 300 feet to Skiffes Creek Reservoir as determined by the mean water level of the reservoir.

4. Archaeology.

a. A Limited Phase I Archaeological Site Assessment (based on shovel testing at 25 foot intervals) of the area shown on the Master Plan as Additional Archaeological Study Area (the "Potential Site") shall be submitted to and approved by the County for review and approval prior to issuance of a land disturbance permit for land disturbance activities within the Potential Site or in the immediate vicinity thereof. If a Limited Phase I study is undertaken and recommends Phase II evaluation of the Potential Site, then a Phase II Archaeological Site Assessment of the Potential Site, or such portions of it proposed for disturbance, shall be submitted to and approved by the County for review and approval prior to issuance of a land disturbance permit for land disturbance activities within the Potential Site or in the immediate vicinity thereof. If a Phase II study is undertaken and recommends Phase III evaluation of the Potential Site, then a Phase III Archaeological Site Assessment of the Potential Site, or such

portions of it proposed for disturbance, shall be submitted to and approved by the County for review and approval prior to issuance of a land disturbance permit for land disturbance activities within the Potential Site or in the immediate vicinity thereof.

b. Prior to preliminary approval of any site plan for the Lot P-2/P-3 Development, a Phase II Archaeological Boundary Determination for Site 44JC1024 (the "Archaeological Site") shall be submitted to the County for review and approval, and the boundaries of the Archaeological Site shall be shown on the Lot P-2/P-3 Site Plan. If the Archaeological Site is proposed to be disturbed by the Lot P-2/P-3 Development, then a Phase II Archaeological Site Assessment of the Archaeological Site, or such portions of it proposed for disturbance, shall be submitted to and approved by the County for review and approval prior to issuance of a land disturbance permit for land disturbance activities within the boundary of the Archaeological Site. If a Phase II study is undertaken and recommends Phase III evaluation of the Archaeological Site, then a Phase III Archaeological Site Assessment of the Archaeological Site, or such portions of it proposed for disturbance, shall be submitted to and approved by the County for review and approval prior to issuance of a land disturbance permit for land disturbance activities within the boundary of the Archaeological Site.

c. All Phase II and Phase III studies shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Identification and Evaluation Reports for Submission Pursuant to Sections 106 and 110, National Historic Preservation Act, Environmental Impact Reports of State Agencies, Virginia Appropriations Act, 1998 Session Amendments and Guidelines for Archeological Investigations in Virginia June 1996 and shall be conducted under the supervision of a qualified archaeologist who meets the qualifications set forth in the Secretary of the Interior's Professional Qualification Standards. Upon approval by the

County, all treatment plans shall be incorporated into the plan of development for the Property and the clearing, grading or construction activities thereon.

5. Traffic Improvements.

a. The following traffic improvements (the "Phase 1 Traffic Improvements") on U.S. Route 60 at the primary entrance to Lot P-1 from U.S. Route 60 into the Property shall be guaranteed ("Guaranteed") in accordance with Section 15.2-2299 of the Virginia Code prior to final site plan approval for development of Lot P-1 in accordance with the Master Plan and shall be completed prior to issuance of a certificate of occupancy for a place of public assembly located on Lot P-1:

i. a westbound 200 foot right turn lane and a 200 foot right turn taper as generally depicted on the Master Plan; and

ii. an eastbound 200 foot left turn lane and a 200 foot left turn taper as generally depicted on the Master Plan.

b. Prior to final site plan approval for expansion of the place of public assembly located on Lot P-1 for seating capacity in excess of 1,800 persons, the following traffic improvement (the "Phase 2 Traffic Improvement") shall be Guaranteed and shall be completed prior to issuance of a certificate of occupancy for expansion of the place of public assembly located on Lot P-1 for seating capacity in excess of 1,800 persons:

i. the eastbound left turn lane along U.S. Route 60 at the primary entrance to Lot P-1 from U.S. Route 60 into the Property shall be extended to a total length of 250 feet with a 200 foot left turn taper as generally depicted on the Master Plan.

c. Within 180 days after issuance of a certificate of occupancy for a place of public assembly located on Lot P-1, a traffic management plan (the "TMP") addressing the

circulation and queing of vehicles on Lot P-1 associated with peak occupancy periods for the place of public assembly so as to limit the impact on traffic flows along U.S. Route 60 shall be submitted to the County Planning Director for review and approval for consistency with the terms of this proffer. The approved TMP shall be implemented on Lot P-1 for peak occupancy periods for the place of public assembly. The TMP shall be evaluated for its effectiveness within 180 days after initial implementation and, based on such evaluation, be revised as necessary to maintain consistency with this proffer. Thereafter, the TMP shall be reevaluated and resubmitted to the County Planning Director for review and approval for consistency with this proffer within 60 days after issuance of a certificate of occupancy for any expansion of the place of public assembly located on Lot P-1

6. Design.

a. The improvements on the Lot P-1 shall be constructed generally in accordance with the architectural elevations entitled "THE PENINSULA PENTECOSTAL CHURCH NEWPORT NEWS, VIRGINIA" prepared by Zion Church Builders, Inc. and "THE PENINSULA PENTECOSTAL CHURCH" prepared by Daniel G. White, Architect, LLC, dated October 16, 2009, last revised June 6, 2013 (collectively, the "Elevations"), a copy of which are on file in the office of the County Planning Director. The Elevations may be modified from time to time provided that such modifications do not alter the basic character and intent of the Elevations and provided that such amendments are approved by the County Planning Director for consistency with the terms of this proffer.

b. Signage on Lot P-1 located along U.S. Route 60 shall (i) be limited to externally illuminated monument style signs, (ii) be limited to a maximum of 8 feet in height, (iii) have an architectural character consistent with the Elevations, and (iv) have a base

constructed of materials consistent with the materials used in the place of public assembly located on Lot P-1. Prior to final site plan approval for development of Lot P-1, renderings of such signage shall be submitted to the County Planning Director for review and approval for consistency with the terms of this proffer. Nothing in this proffer shall be construed to apply to the use of exterior signage internal to the site such as informational signage, traffic signage, parking signage, directories, building face signage, and the like.

c. The Lot P-2/P-3 Development shall be constructed so as to have a common architectural character and design which is complimentary to the architectural character and design of the improvements then located on Lot P-1. Prior to preliminary approval of any site plan for the Lot P-2/P-3 Development, design review standards for the Lot P-2/P-3 Development shall be submitted to the County Planning Director for review and approval for consistency with the terms of this proffer. Prior to final approval of any site plan for the Lot P-2/P-3 Development, architectural elevations for the Lot P-2/P-3 Development shall be submitted to the County Planning Director for review and approval for consistency with the terms of this proffer.

7. Day Care. The number of children in attendance at the child day care located on Lot P-1 shall not exceed 150 children.

8. Lighting. Exterior lighting on Lot P-1 shall be designed so as to minimize glare onto adjacent properties and rights-of-way to the extent practicable and still achieve the reasonable illumination for the use, safety, and function of the improvements on Lot P-1. The exterior lighting plan shall be subject to the review and approval of the County Planning Director for consistency with this proffer prior to issuance of a building permit for any improvements on Lot P-1.

9. Headings. All section and subheadings of these Proffers are for convenience only and shall not be read as a part of these Proffers or utilized in interpretation thereof.

10. Delegation of Subsequent Approvals. The County Board of Supervisors by accepting these Proffers is exercising its legislative function. While these Proffers provide for subsequent approvals by the County or by its duly authorized designees appointed by the County, such subsequent approvals by any duly authorized designee of the County shall not include the exercise of any legislative function.

11. Severability. In the event that any clause, sentence, paragraph, section or subsection of these Proffers shall be adjudged by any court of competent jurisdiction to be invalid or unenforceable for any reason, including a declaration that it is contrary to the Constitution of the Commonwealth of Virginia or of the United States, or if the application thereof to any owner of any portion of the Property or to any government agency is held invalid, such judgment or holding shall be confined in its operation to the clause, sentence, paragraph, section or subsection hereof, or the specific application thereof directly involved in the controversy in which the judgment or holding shall have been rendered or made, and shall not in any way affect the validity of any other clause, sentence, paragraph, section or provision hereof.

12. Conflicts. In the event that there is any conflict between these Proffers and the Zoning Ordinance, the conflict shall be resolved by the County's Zoning Administrator subject to the appeal process to the Board of Supervisors and the Courts as otherwise provided by law.

13. Successors and Assigns. This Proffer Agreement shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns.

14. Void if Application not Approved. In the event that the Application is not approved by the County, these Proffers shall be null and void.

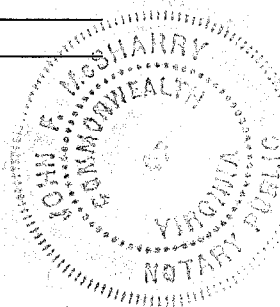
WITNESS the following signature, thereunto duly authorized:

[SIGNATURES LOCATED ON FOLLOWING PAGES]

[SIGNATURE PAGE TO PROFFERS]

THE PENINSULA PENTECOSTALS, INC., a
Virginia corporation

By: [Signature]
Name: JARED R. ARANGO
Title: LEAD PASTOR



COMMONWEALTH OF VIRGINIA / CITY OF NEWPORT NEWS
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 7TH day of APRIL,
2015, by JARED R. ARANGO, LEAD PASTOR of The Peninsula Pentecostals, Inc., a
Virginia corporation, in its behalf.

[Signature]
Notary Public

My commission expires: AUGUST 31, 2015
My registration number is: 7038333

[SIGNATURE PAGE TO PROFFERS]

Green Mount Associates, L.L.C., a Virginia limited liability company, joins herein as the owner of the Property for the purpose of approving of and consenting to these Proffers.

GREEN MOUNT ASSOCIATES, L.L.C., a
Virginia limited liability company

By: *Donald N. Patten*
Donald N. Patten, Authorized Agent

COMMONWEALTH OF VIRGINIA
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 15th day of
April, 2015, Donald N. Patten, Authorized Agent of Green Mount Associates,
L.L.C. a Virginia limited liability company, in its behalf.

Karen Walden Stephens
Notary Public

My commission expires: December 31, 2018
My registration number is: 7622735

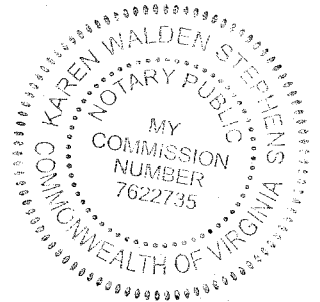


EXHIBIT A

All those certain lots or parcels of land with appurtenances thereto pertaining, lying, situate and being in James City County, Virginia and designated as Lots 1, 2, and 3 as shown on plat entitled Kirby's, James City County, Virginia", dated March 8, 1990, drawn by Coenen & Associates, Inc., Engineers - Planners - Surveyors, which plat was recorded in the Office of the Clerk of the Circuit Court for the City of Williamsburg and the County of James City on June 28, 1990, at Plat Book 52, page 47.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on 5-12-2015
at 11:42 (AM)PM. The taxes imposed by Virginia Code
Section 58.1-801, 58.1-802 & 58.1-814 have been paid.

STATE TAX	LOCAL TAX	ADDITIONAL TAX
\$ _____	\$ _____	\$ _____

TESTE: BETSY B. WOOLRIDGE, CLERK

BY: Betsy B. Woolridge Clerk



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 05/12/15 TIME: 11:42:34 ACCOUNT: 830CLR150008835 RECEIPT: 15000015146
CASHIER: EEO REG: WD33 TYPE: OTHER PAYMENT: FULL PAYMENT
INSTRUMENT : 150008835 BOOK: PAGE: RECORDED: 05/12/15 AT 11:42
GRANTOR: PENINSULA PENTECOSTALS INC THE EX: N LOC: CO
GRANTEE: GREEN MOUNT ASSOCIATES L L C EX: N PCT: 100%
AND ADDRESS : N/A N/A, XX. 00000
RECEIVED OF : JAMES CITY COUNTY DATE OF DEED: 04/08/15
: \$.00
DESCRIPTION 1: PROFFERS LOTS 1-3 KIRBYS PAGES: 14 OP: 0
2: NAMES: 0
CONSIDERATION: .00 A/VAL: .00 MAP:
PIN:
000 ** ZERO PAYMENT ** .00
TENDERED : .00
AMOUNT PAID: .00
CHANGE AMT : .00

CLERK OF COURT: BETSY B. WOOLRIDGE

PAYOR'S COPY
RECEIPT COPY 1 OF 1