

020014097

PROFFER AGREEMENT

THESE PROFFERS are made as of this 21 day of May, 2002, by
TEAMSTERS LOCAL NO 95, (together with its successors and assigns, the "Owner").

RECITALS

- A. Owner is the owner of certain real property (the "Property" in James City County, Virginia more particularly described as parcels (1-10) and (8-1A) on James City County Real Estate Tax Map Page (50-2).
- B. The property is located at 7294 Merrimac Trail and is now zoned B-1, General Business.
- C. Owner has applied for a rezoning of the Property from B-1, General Business, to M-1, Limited Business/Industrial, with proffers.
- D. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned M-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, Owner agrees that it 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.

CONDITIONS

1. LIMITATIONS ON USE. Without the amendment of this agreement the Property shall only be used for one or more of the following generally permitted uses as listed in the M-1, Limited Business/Industrial District contained within the Zoning Ordinance of James City County with additional restrictions noted herein:

- An apartment or living quarters for a guard, caretaker, proprietor, or other person employed on the premises which is clearly secondary to the business or industrial use of the property.
- Automobile service stations; if fuel is sold, then in accordance with section 24-38.
- Banks and other similar financial institutions.
- Barber and beauty shops.
- Business, professional and governmental offices.
- Child day care centers.
- Contractors offices, equipment storage yards, shops and warehouses with storage limited to a fully enclosed building.
- Drugstores.
- Dry cleaners and laundries.
- Farmer's markets.
- Feed, seed and farm supply stores.
- Fire stations.
- Funeral homes.
- Health clubs, exercise clubs, and fitness centers.
- Hotels, motels or convention centers with accessory retail sales, barber shops and beauty shops located within the hotel, motel or convention center for the principal benefit of the resident guest.
- Houses of worship.
- Indoor sport facilities.
- Lumber and building supply (with storage limited to a fully enclosed building or fully screened from view with a structural barrier approved by the development review committee, located within the building setback area with a maximum height of 12 feet).
- Machinery sales and service with major repair limited to a fully enclosed building.
- Marine or waterfront business to include receipt, storage and transshipment of waterborne commerce, or seafood receiving, packing and distribution.
- Medical clinics and offices.
- Off-street parking as required by section 24-53.
- Plumbing and electrical supply stores (with storage limited to a fully enclosed building).
- Post offices.

JUN 19 8 03 73

- Printing, lithographing, engraving, photocopying, blueprinting and publishing establishments.
- Radio and television stations and accessory antenna or towers, self-supported, (not attached to buildings) which are 60 feet or less in height.
- Restaurants, tearooms and taverns.
- Retail and service stores, including the following stores: books, cabinet, candy, carpet, coin, department, dressmaking, florist, furniture, furrier, garden supply, greeting card, gunsmith (excluding shooting ranges), hardware, home appliance sales and service, ice cream, jewelry sales and service, locksmith, music and records, paint, pet, picture framing, plant supply, shoe, sporting goods, stamp, tailor, tobacco and pipes, toys, travel bureau, upholstery, wearing apparel, and yard goods.
- Retail food stores, bakeries and fish markets.
- Telephone exchanges and telephone switching stations.
- Timbering in accordance with section 24-34.
- Veterinary hospitals.
- Warehouse, storage and distribution centers (with storage limited to a fully enclosed building).
- Wireless communication facilities that utilize alternative mounting structures, or are building mounted, or are camouflaged, and comply with division 6, Wireless Communication Facilities.

2. LIMITATIONS ON SPECIALLY PERMITTED USES. Without the amendment of this agreement the Property shall only be used for one or more of the following uses listed in the M-1, Limited Business/Industrial District with additional restrictions noted herein and permitted only with the issuance of a special use permit by the Board of Supervisors:

- Antennas and towers (not attached to buildings) in excess of 60 feet in height.
- Convenience stores; if fuel is sold, then in accordance with section 24-38.
- Electrical generation facilities (public or private), steam generation facilities, electrical substations with a capacity of 5,000 kilovolt amperes or more and electrical transmission lines capable of transmitting 69 kilovolts or more.
- Heliports, helistops (as an accessory use).
- Hospitals.
- Outdoor sports facilities with water and sewer facilities for golf courses as approved by the Board of Supervisors.
- Railroad facilities including tracks, bridged, switching yards and stations. However, spur lines which are to serve and are accessory to existing or proposed development adjacent to existing railroad right-of-ways and track safety improvements in existing railroad right-of-ways are permitted generally and shall not require a special use permit.
- Theme parks of ten acres or more.
- Tower mounted wireless communication facilities in accordance with division 6, Wireless Communications Facilities, in excess of 60 feet in height.
- Transmission pipelines (public or private), including pumping stations and accessory storage, for natural gas, propane gas, petroleum products, chemicals, slurry coal, and any other gases, liquids or solids. However, extensions or private connections to existing pipelines, which are intended to serve an individual customer and which are accessory to existing or proposed development, are permitted generally and shall not require a special use permit.
- Water facilities (public or private), and sewer facilities (public), including, but not limited to, treatment plants, pumping stations, storage facilities and transmission mains, wells and associated equipment, such as pumps to be owned and operated by political jurisdictions. However, the following are permitted generally and shall not require a special use permit:
 - a) Private connections to existing mains that are intended to serve an individual customer and that are accessory to existing or proposed development, with no additional connections to be made to the line: and
 - b) Distribution lines and local facilities within a development, including pump stations
- Water impoundments, new or expansion of, 50 acres or more or with dam heights of 25 feet or more.

JUN 19 2003 0375

3. OPERATIONAL CONDITIONS. Without the amendment of this agreement the farmer's market operation shall be operated as follows:
- As stated in the definition of a farmer's market in the James City County Zoning Ordinance - the farmer's market is an occasional or periodic market held in a structure or open area where farmers sell their produce or farm products – thereby limiting the sale of goods to strictly farm produce or farm products and requiring the vendor to be a farmer. No second or third party vendors shall be permitted. No sales of items not grown or raised on a farm shall be permitted.
 - The farmer's market operation shall be of a small scale, consisting of one farmer selling produce or farm products from his truck (limited in size to 1 ton or less).
 - The farmer's market operations shall occur approximately between the dates of June 15th to September 15th.
 - The farmer's market hours of operation shall be limited to the hours between 9:00am and 5:00pm, Monday through Saturday.
 - The farmer selling his produce or farm products shall have access to sanitary facilities within the Teamsters Local 95 building for his individual use.
4. SIGNAGE. Any exterior signs must receive a permit per Section 24-67 of the James City County Zoning Ordinance.
5. HEADINGS. All section and subsection headings of Conditions herein are for convenience only and are not part of these proffers.
6. SEVERABILITY. 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:

TEAMSTERS LOCAL NO 95

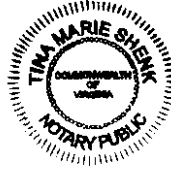
By: Michael H. Brooks
 Title: Secretary - Treasurer / Business Agent

STATE OF VIRGINIA
 COUNTY OF JAMES CITY, to wit:

JUN 19 2003 0376

The foregoing instrument was acknowledged before me this 21 day
of May, 2002 by Mike Braks as Secretary - Treasurer
of Teamster Local No. 95.

Tina Marie Shenk
NOTARY PUBLIC



Tina Marie Shenk
Notary Public
Commonwealth of Virginia
My Commission Expires Dec. 31, 2003

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY
This document was admitted to record on June 19, 2002
at 4:00 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
\$ <u> </u>	\$ <u> </u>	\$ <u> </u>

TESTE: BETSY B. WOOLRIDGE, CLERK
BY: Betsy B. Woolridge Clerk

JUN 19 2003 0377

MEMORANDUM

DATE: May 6, 2002
TO: Marvin Sowers, Director of Planning
FROM: Michael H. Brooks, Teamsters Local 95
RE: Baker Farmer's Market Rezoning
Case No. Z-1-02

This will document the circumstances under which I have submitted proffers for this rezoning application. When I first filed the application, James Baker, on my behalf, had discussions with the County's planning department staff about potential problems with the rezoning from the staff's point of view. Those discussions included talking about conditions that could be placed on the use of the property to reduce or eliminate those potential problems. Planning department staff provided Mr. Baker and me with a proffer form and language that was meant to assist us in documenting the conditions we discussed.

I am submitting the resulting proffers voluntarily, of my own free will, and without any coercion on the part of County staff or officials. Although the language was provided by planning department staff, that was done as a service to me and Mr. Baker, and I have adopted the proffers that I have submitted as my own.

I understand that only the County Board of Supervisors makes the decision to approve or deny this rezoning application. I also understand that the Planning Commission will recommend either approval or denial of the application to the Board of Supervisors, but that the Board is not bound by the Planning Commission's recommendation. I further understand that planning department staff is present at each hearing on this application before the Planning Commission and Board of Supervisors, and that the staff may make a recommendation to approve or deny the application but the staff does not have the authority to make the final decision.

TEAMSTERS LOCAL 95

By: 

Michael H. Brooks,
Secretary-Treasurer

COMMONWEALTH OF VIRGINIA



OFFICIAL RECEIPT
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT
DEED RECEIPT

DATE: 06/19/02 TIME: 16:00:52 ACCOUNT: 830CLR020014097 RECEIPT: 02000021208
CARRIER: CSF REG: W104 TYPE: AB PAYMENT: FULL PAYMENT
INSTRUMENT : 020014097 BOOK: PAGE: RECORDED: 06/19/02 AT 16:00
GRANTOR: TEAMSTERS LOCAL NO 95 EX: N LOC: CO
GRANTEE: COUNTY OF JAMES CITY EX: N PCT: 100%
AND ADDRESS : N/A N/A
RECEIVED OF : JAMES CITY DATE OF DEED: 05/21/02

CHECK : \$19.00
DESCRIPTION 1: PARCELS 1-10.81-A

PAGES: 0
NAMES: 0
MAP:

CONSIDERATION: .00 ASSUME/VAL: .00
CODE DESCRIPTION PAID CODE DESCRIPTION PAID
301 DEEDS 14.50 145 VSLF 1.50
106 TECHNOLOGY FUND FEE 6.00

TENDERED : 19.00
AMOUNT PAID: 19.00
CHANGE AMT : .00

CLERK OF COURT: BETSY WOOLRIDGE

5936-1208-127 ©2001, Moore North America, Inc. All rights reserved. -0221-

(1147-038 12/01)

MEMORANDUM

DATE: May 6, 2002
TO: Marvin Sowers, Director of Planning
FROM: Michael H. Brooks, Teamsters Local 95
RE: Baker Farmer's Market Rezoning
Case No. Z-1-02

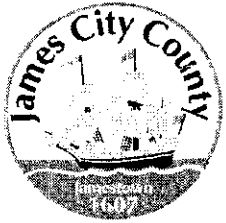
This will document the circumstances under which I have submitted proffers for this rezoning application. When I first filed the application, James Baker, on my behalf, had discussions with the County's planning department staff about potential problems with the rezoning from the staff's point of view. Those discussions included talking about conditions that could be placed on the use of the property to reduce or eliminate those potential problems. Planning department staff provided Mr. Baker and me with a proffer form and language that was meant to assist us in documenting the conditions we discussed.

I am submitting the resulting proffers voluntarily, of my own free will, and without any coercion on the part of County staff or officials. Although the language was provided by planning department staff, that was done as a service to me and Mr. Baker, and I have adopted the proffers that I have submitted as my own.

I understand that only the County Board of Supervisors makes the decision to approve or deny this rezoning application. I also understand that the Planning Commission will recommend either approval or denial of the application to the Board of Supervisors, but that the Board is not bound by the Planning Commission's recommendation. I further understand that planning department staff is present at each hearing on this application before the Planning Commission and Board of Supervisors, and that the staff may make a recommendation to approve or deny the application but the staff does not have the authority to make the final decision.

TEAMSTERS LOCAL 95

By: _____
Michael H. Brooks,
Secretary-Treasurer



JAMES CITY COUNTY
COUNTY ATTORNEY
101-C MOUNTS BAY ROAD
P.O. BOX 8784
WILLIAMSBURG, VIRGINIA 23187-8784
PHONE - (757) 253-6832
FAX - (757) 253-6833

FAX TRANSMISSION

TO: Mr. Michael Brooks,
Teamsters Local 95

FAX #: 229-2868

FROM: Greg H. Dohrman, Esq.

DATE: May 6, 2002 (2:01pm)

RE: *Baker Farmer's Market
Rezoning Application*

PAGES: 2 (including this cover sheet)

Message: The statement that we discussed is attached. Please call me after you have had a chance to review it.

The information contained in this facsimile message is information intended only for the use of the individual or entity named above, and may be attorney-client privileged and/or confidential. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please immediately notify us by telephone and return the original message to us at the above address via the U.S. Postal Service. Thank you.

If any pages are missing, please call our office.