

100011006

PROFFERS

THESE PROFFERS are made this 30th day of March, 2010 by  
WHITFIELD BACON, LLC, a Virginia limited liability company (together with its successors  
and assigns, the "Owner").

RECITALS

A. Owner is the owner of that certain tract or parcel of land located in James City  
County, Virginia, with an address of 5534 Centerville Road, Williamsburg, Virginia and being  
Tax Parcel 3130100011, being more particularly described on Exhibit A attached hereto (the  
"Property"). The Property is now zoned L-B, Limited Business.

B. Owner has applied to rezone the Property from L-B to B-1, with proffers, and for a  
Special Use Permit to permit a convenience store with sale of fuel.

C. Owner desires to offer to the County certain conditions on the development of the  
Property not generally applicable to land zoned B-1, General Business.

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, 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.

CONDITION

1. **Permitted Uses.** A convenience store with fuel sale shall be permitted on the  
Property. Additional uses permitted on the Property shall be limited to those uses listed on  
Exhibit B attached hereto. No other uses shall be permitted on the Property.

Prepared by:  
Vernon M. Geddy, III  
Geddy, Harris, Franck & Hickman, LLP  
1177 Jamestown Road  
Williamsburg, VA 23185-0379

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Return to: *Geo Boy*  
Adam R. Kishman, Esq.  
Deputy County Attorney  
✓ 101-C Mounts Bay Road  
Williamsburg, VA 23185  
(757) 253-6832

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2. **Archaeology.** Prior to any land disturbing activity taking place on the Property the Owner shall have prepared a Data Recovery Plan (Phase III) for the Property. The Data Recovery Plan shall be submitted to the Virginia Department of Historic Resources (“VDHR”) for review and approval. Once approved, the archaeological excavation and recovery work on the Property recommended by the Data Recovery Plan shall be implemented. No other clearing, grading or construction activities on the Property beyond those recommended by the Data Recovery Plan shall be undertaken. Once all work recommended by the Data Recovery Plan has been completed, VDHR shall be requested to verify that no additional excavation or data recovery work on the Property is required. Once such verification is received from VDHR, Owner may proceed with clearing, grading and construction on the Property provided all other required permits have been received. The Data Recovery Plan shall meet the Virginia Department of Historic Resources' Guidelines for Preparing Archaeological Resource Management Reports and the Secretary of the Interior's Standard and Guidelines for Archaeological Documentation, as applicable, 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.

3. **Safe Drinking Water.** The Owner shall notify the Manager of the James City County Service Authority (“JCSA”) if any of the contaminants included in the Safe Drinking Water Act Amendments Phase II, IIB, or V will be used or stored on the Property. If the storage or use of any of these contaminants on the Property causes Virginia Department of Health (VDH) to rescind or deny the waiver from monitoring for any of these contaminants at any JCSA well facilities, the Owner shall reimburse the JCSA for all expenses associated with the required

monitoring. If leakage or spill involving any of these contaminants on the Property causes the JCSA to remove any well facility from service the Owner shall be responsible for the cost of replacing the well(s) to restore capacity to the JCSA water system.

WITNESS the following signature.

WHITFIELD BACON, LLC

By: *P. White*  
Title: *Member*

STATE OF VIRGINIA AT LARGE  
CITY/COUNTY OF *Williamsburg*, to-wit:

The foregoing instrument was acknowledged this *30<sup>th</sup>* day of *March*, 2010, by *P. Whitfield* as *Member of Whitfield Bacon LLC* of WHITFIELD BACON, LLC.  
*Richardson*

*Susan L. Walter*  
NOTARY PUBLIC

My commission expires: *06/30/2011*.  
Registration No.: *284510*

Exhibit A  
Property Description

Parcel One:

All that certain lot, piece or parcel of land situate, lying and being in James City County, Virginia as shown, designated and set forth as: ANNA LIGURIA, DEED BOOK 382, PG 512, Tax Map (31-3)(1-11), AREA=38,974.832 S.F., 0.895 ACRES ZONED "LB (LIMITED BUSINESS)", on a certain survey entitled "PLAT OF BOUNDARY LINE ADJUSTMENT AND LOT LINE EXTINGUISHMENT BETWEEN THE PROPERTIES OWNED BY: ANNA LIGURIA AND UCP LIMITED PARTNERSHIP, A VIRGINIA LIMITED PARTNERSHIP, POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA", dated September 30, 1998 made by G. T. Wilson, Jr., Certified Land Surveyor, a copy of which is recorded in the Clerk's Office of the Circuit Court of James City County in Plat Book 72, page 26, reference to which is made for a more complete description of the property herein conveyed.

And

Parcel Two:

All that certain lot or parcel of land situate in James City County, Virginia containing 0.253 acres, more or less, which is shown and designated as "AREA 11056.829 S. F. +/-" on a certain plat entitled "PLAT OF BOUNDARY LINE ADJUSTMENT AND LOT LINE EXTINGUISHMENT BETWEEN THE PROPERTIES OWNED BY: ANNA LIGURIA AND UCP LIMITED PARTNERSHIP, A VIRGINIA LIMITED PARTNERSHIP, POWHATAN DISTRICT, JAMES CITY COUNTY, VIRGINIA", dated September 30, 1998 made by AES Consulting Engineers of Williamsburg, Virginia, which plat is recorded in the Clerk's Office of the Circuit Court of James City County in Plat Book 72, at page 26, reference to which is made for a more complete description of the property herein conveyed.

**Exhibit B  
Permitted Uses**

See attached lists

Adult day care centers.

An apartment or living quarters for a guard, caretaker, proprietor or the person employed on the premises, which is clearly secondary to the commercial use of the property.

Bakeries and fish markets.

Banks and other similar financial institutions.

Barber and beauty shops.

Business, governmental and professional offices.

Child day care centers.

Contractor's offices without the storage of construction equipment or building materials.

Drug stores.

Dry cleaners and laundries.

Feed, seed and farm supply stores.

Fire stations.

Funeral homes.

Health clubs, exercise clubs, fitness centers.

Houses of worship.

Libraries.

Lodges, civic clubs, fraternal organizations and service clubs.

Medical clinics or offices.

New and/or rebuilt automotive parts sales (with storage limited to a fully enclosed building).

Off-street parking as required by this section 24-53.

Office supply stores, secretarial and duplicating services.

Photography studios and sales, artist and sculptor studios, art and crafts and handicraft shops, antique shops, reproduction and gift shops.

Post offices.

Public meeting halls.

Retail and service stores, including the following stores: books, 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.

Schools.

Timbering in accordance with section 24-43.

Veterinary hospitals (with all activities limited to a fully enclosed building).

Wireless communications facilities that utilize alternative mounting structures, or are building mounted, or are camouflaged, and comply with division 6, Wireless Communications Facilities.

VIRGINIA: CITY OF WILLIAMSBURG & COUNTY OF JAMES CITY

This document was admitted to record on 7 June 2010

at 9:10 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