

170014288

SKIFFES CREEK SWITCHING STATION

Returned to Kinsman
JCC Attorney
101 M+5 Bld Bld
Wmng VA 23185

PROFFERS

THESE PROFFERS are made this 15th day of June, 2017, by VIRGINIA ELECTRIC AND POWER COMPANY D/B/A/ Dominion Energy Virginia (together with its successors in title and assigns, the "Owner").

RECITALS

A. The Owner is the fee simple owner of three tracts or parcels of land located in James City County, Virginia (the "County"), with addresses of 8968, 8964 and 8960 Pocahontas Trail, and being further identified as James City County Real Estate Tax Parcel Nos. 5920100002, 5920100044A, and 5920100013, respectively, and together, containing approximately 67.42 acres (collectively, the "Property").

B. The Property is now zoned R-8, Rural Residential, and M-2, General Industrial. The Property is designated Low Density Residential on the County's Comprehensive Plan Land Use Map.

C. The Owner has applied to rezone the Property from R-8 and M-2 to M-2 with proffers.

D. The Owner has submitted to the County a master plan entitled "Skiffes Creek Switching Station" dated 9.26.2016, with latest revision 2 dated 11.30.2016, and prepared by Dewberry (the "Master Plan") for the Property in accordance with the James City County Code (the "County Code"). All nine (9) sheets contained within the Master Plan are incorporated herein.

E. The Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned M-2.

F. The Owner has defined "Station" as the electrical transmission switching station (identified in the County Code as an electrical substation) that is to be developed on the Property pursuant to the Master Plan.

PROFFERS

1. Use. The use of the Property shall be limited to the Station; uses accessory to the Station; and the Owner's electrical transmission network, which is comprised of any State Corporation Commission-approved transmission facilities or any County-approved electrical facilities. In addition, telecommunication facilities may be co-located on any of the Owner's transmission facilities, provided the telecommunication facility is approved by the County. No other uses listed as permitted or specially permitted within in the M-2, General Industrial zoning district, shall be permitted on the Property.
2. Bus Shelter and Related Improvements; Sidewalks.

- A. Prior to submission of the site plan for the Station, the Owner shall coordinate with the County, the Williamsburg Area Transit Authority ("WATA") and the Virginia Department of Transportation ("VDOT") to seek approval from WATA to relocate the existing bus stop identified as the "Windy Hill Market" bus stop to the Property. If WATA approves such relocation prior to approval of the site plan, the Owner shall be responsible for the construction of such bus shelter and, if approved by VDOT, a bus turnout, as provided herein.
- B. As part of its site plan submittal for the Station, the Owner shall submit to the County, VDOT and WATA, as applicable, designs for construction of the following improvements to be built on the Property frontage on Route 60:
- i. A sidewalk designed pursuant to applicable laws and regulations, including, as applicable, the Americans with Disabilities Act and VDOT design criteria for sidewalks in VDOT rights of ways, that provides connectivity between the existing sidewalk segments on the eastern and western boundaries of the Property.
 - ii. A bus shelter designed pursuant to applicable laws and regulations, including, as applicable, the Americans with Disabilities Act, provided that such bus shelter relocation has been previously approved pursuant to subsection A above.
 - iii. A bus turnout to be located in front of the bus shelter, provided that the bus shelter relocation has been previously approved pursuant to subsection A above.
- C. The Owner shall be responsible for the construction of each of the improvements above as approved by the County, VDOT and/or WATA, as applicable, it being understood that the Owner shall not be responsible for (i) construction of a bus shelter or the bus turnout if WATA does not approve the relocation of the Windy Hill Market bus shelter to the Property and (ii) construction of the bus turnout if VDOT does not approve the bus turnout design, or some other, modified design, due to safety or other design reasons. Nothing herein shall obligate the Owner to acquire any off-site right-of-way for any such improvements, it being understood that such improvements shall be constructed within existing VDOT rights-of-way and on portions of the Property dedicated to the VDOT pursuant to subsection D below. The improvements to be constructed by the Owner shall be shown on the final site plan for the Station and shall be constructed within one year after the date that the equipment in the Station is energized and put into operation (the "Operations Date"). The Owner shall provide the County with notice of the Operations Date within thirty (30) days after such date.

- D. Upon approval of the site plan for the Station, the Owner shall dedicate to VDOT all right-of-way necessary for the sidewalk, bus shelter and bus turnout, if and as applicable.
- E. If VDOT and/or WATA, as the case may be, does not approve the relocation of the bus shelter and/or construction of the bus turnout, the Owner shall pay to the County the cash equivalent of the cost to construct the improvements not constructed on the Property so that the County can provide equivalent improvements for transit services in other locations on the portion of Route 60 east of its intersection with Busch Gardens Boulevard. Such cash equivalent shall be based on an engineer's estimate submitted by the Owner to the County for approval with the site plan. If applicable, the amount of such cash contribution shall be determined at the time of site plan approval, and the payment of such cash contribution shall be made within sixty (60) days after the date that Owner commences installation of the improvements for the Station identified on the approved site plan (the "Installation Commencement Date"). The Owner shall provide the County with notice of the Installation Commencement Date within thirty (30) days after such date.

3. Permitting.

- A. The Owner shall not commence installation of the improvements for the Station identified on the approved site plan prior to permit issuance by the Army Corps of Engineers for the crossing of the James River for the transmission line that will connect with the Station ("Army Corps Permit"); however, tree removal and preliminary site preparation may commence following early grading approval and a Phase III archeological survey may begin as soon as allowed as provided for within the 4/24/2017 signed Memorandum of Agreement.
- B. If the Army Corps Permit is not issued, the areas of the Property that have been cleared shall be replanted no later than six (6) months following the expiration of the associated special use permit.

4. Rail Spur Easement; Transportation Impacts.

- A. The Owner shall provide an easement at no cost to the James City County Economic Development Authority ("EDA") generally in the area identified on the Master Plan as the "Former CSX Rail Spur" subject to the following:
 - i. The EDA must request that the Owner grant the easement within ten (10) years of the date of approval of this rezoning and its associated special use permit.
 - ii. If the EDA does not request that the Owner grant the easement within that ten-year period, the obligation to grant the easement shall terminate.

- B. The easement granted to the EDA shall allow for the construction of a rail spur to serve parcels located to the east and/or south of the Property, provided:
- i. Except as provided in subsection 4.C. below, the cost of such rail construction is borne by others.
 - ii. Vehicular access to the Property remains unrestricted or the access to the Property is relocated, and, except as provided in subsection 4.C. below, the cost of such relocation is borne by others.
- C. Owner recognizes that construction of the rail spur will provide some benefits to the Property but also will require unique construction techniques and improvements to ensure that Owner will continue to have access to the Station. Within sixty (60) days after the Installation Commencement Date, the Owner shall make a cash contribution to the County in the amount of ONE MILLION FIVE HUNDRED THOUSAND and 00/100 dollars (\$1,500,000.00) (the "Cash Contribution") to be used by the County or the EDA to help defray some of the costs of constructing the rail spur and the access improvements as necessary to satisfy the requirements of Section 4.B. above. If the EDA does not request grant of the easement within the ten-year period or if the Cash Contribution has not been re-designated for transportation improvements as described in Section 4.D. below, the Cash Contribution shall be returned to Owner.
- D. To address impacts to capital facilities, the County shall have the option, at any time after the Cash Contribution has been made but prior the date that the Cash Contribution would otherwise be required to be returned to Owner pursuant Section 4.C. above, to elect to re-designate the Cash Contribution to be used for transportation projects in the County that are within two miles of the point where the Property fronts on Route 60. Re-designation of the Cash Contribution for transportation purposes shall not affect the EDA's obligations contained in Section 4.B. above.
5. Prior Proffers Superseded. Any proffers submitted by the Owner prior to the date first written above are hereby replaced and superseded by the proffered conditions contained herein.

SIGNATURES FOLLOW ON NEXT PAGE

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 Code, 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.

WITNESS the following signatures and seals.

VIRGINIA ELECTRIC AND POWER COMPANY

BY: [Signature]
NAME: Bobby E. McGuire
TITLE: Authorized Representative

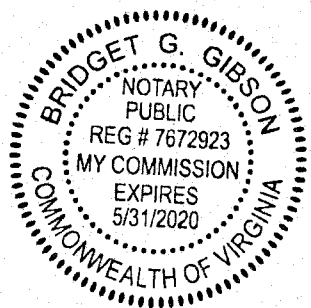
STATE OF: Virginia :
CITY/COUNTY OF Richmond :

The foregoing instrument was acknowledged before me this 15th day of June, 2017, by Bobby E. McGuire, as Director - Electric Transmission Project Development and Execution of Virginia Electric and Power Company, a Virginia corporation, on behalf of the corporation.

My commission expires: 5/31/2020

Registration number: 767 2923

[Signature]
Notary Public



INSTRUMENT 170014288
RECORDED IN THE CLERK'S OFFICE OF
WILLIAMSBURG/JAMES CITY COUNTY ON
July 19, 2017 AT 12:41 PM
MONA A. FOLEY, CLERK
RECORDED BY: EEO