

Tax Parcel Nos. 0440100015, 0440100014, 0440100013, and a portion of 0430100017

**PROFFERS**

**HAZELWOOD FARMS, LLC**

**December 10, 2021**

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

Return to:  
James City County Attorney  
101-D Mounts Bay Road  
Williamsburg, VA 23185

## HAZELWOOD FARMS, LLC PROFFERS

THESE PROFFERS ("Proffers") are made this 10th day of December, 2021, by and between HAZELWOOD FARMS, LLC, a Virginia limited liability company, HHD, L.C., a Virginia limited liability company and LARRY. L. HAZELWOOD, TRUSTEE OF THE LARRY L. HAZELWOOD TRUST SHARE EST. UNDER THE SAM AND NETTIE HAZELWOOD FAMILY TRUST AGREEMENT DATED NOVEMBER 5, 2017, DEBORAH H. DRUDGE, TRUSTEE OF THE DEBORAH H. DRUDGE TRUST SHARE EST. UNDER THE SAM AND NETTIE HAZELWOOD FAMILY TRUST AGREEMENT DATED NOVEMBER 5, 2017, AND R.M. HAZELWOOD, III, TRUSTEE OF THE R.M. HAZELWOOD TRUST SHARE EST. UNDER THE SAM AND NETTIE HAZELWOOD FAMILY TRUST AGREEMENT DATED NOVEMBER 5, 2017 (collectively, "Owner") (to be indexed as grantor), and THE COUNTY OF JAMES CITY, VIRGINIA, a political subdivision of the Commonwealth of Virginia ("County") (to be indexed as grantee), provides as follows:

### RECITALS

R-1. Owner is the owner of certain real property located in James City County, Virginia, being more particularly described on EXHIBIT A attached hereto and made a part hereof (the "Property").

R-2. The Property is now zoned B1-General Business and A1-General Agricultural. The Property is designated EO – Economic Opportunity on the County's Comprehensive Plan Future Land Use Map.

R-3. Owner has applied to rezone the Property from B1 – General Business and A1-General Agricultural to EO – Economic Opportunity, with proffers. The rezoning of the Property to EO, with proffers, is consistent both with the land use designation for the Property in the County Comprehensive Plan and the statement of intent for the economic opportunity zoning district set

forth in Section 24-536 of the County Zoning Ordinance, Section 24-1 *et seq.* of the County Code of Ordinances, in effect on the date hereof (the "Zoning Ordinance").

R-4. A community impact study ("Community Impact Study") entitled "Community Impact Statement Rezoning of The Enterprise Center at Hazelwood Farms" prepared by AES Consulting Engineers, dated February 6, 2019 and revised December 2021, has been submitted to the County Planning Director for review by the County in connection with this proposed rezoning. The Community Impact Study is on file in the office of the County Planning Director.

R-5. Developer has submitted to the County a traffic impact study memorandum with enclosed exhibits and technical appendix ("Traffic Impact Study") entitled "Ch. 527 Traffic Impact Statement for Village Center and Enterprise Center at Hazelwood Farms, James City County, Virginia" prepared by DRW Consultants LLC, dated January 2019, which has been prepared to address traffic associated with the Property. The Traffic Study is on file in the office of the County Planning Director.

R-6. Developer has submitted to the County a conceptual plan of development ("Master Plan") entitled "Master Plan for Rezoning of Enterprise Center at Hazelwood Farms, Stonehouse District, James City County, Virginia", dated February 7, 2019 and last updated December 7, 2021, prepared by AES Consulting Engineers, 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-7. Developer has submitted to the County design guidelines for the proposed improvements to the Property ("Design Guidelines") entitled "Design Guidelines for Enterprise Centre", dated December 8, 2021, prepared by Hopke & Associates, Inc. The Design Guidelines are on file in the office of the County Planning Director.

R-8. The County constitutes a high-growth locality as defined by Section 15.2-2298 of the Virginia Code.

R-9. The provisions of the Zoning Ordinance, Section 24-1, *et seq.*, may be deemed inadequate for protecting and enhancing orderly development of the Property. Accordingly, Owner, in furtherance of the above-described application for rezoning, desires to proffer certain conditions which are limited solely to those set forth herein in addition to the regulations provided for by the Zoning Ordinance for the protection and enhancement of the development of the Property, in accordance with the provisions of Sections 15.2-2303 and 15.2-2303.4(D)(1) of the Code of Virginia, as amended (the "Virginia Code"), Ordinance N0.31A-346 adopted by the James City County Board of Supervisors on October 8, 2019 and Sec 24-16 of the Zoning Ordinance.

NOW, THEREFORE, for and in consideration of the approval by the Board of Supervisors of the County of the rezoning set forth above and the Master Plan, and pursuant to Sections 15.2-2303 and 15.2-2303.4(D)(1) of the Virginia Code, and Section 24-16 of the Zoning Ordinance, it is agreed that all of the following conditions shall be met and satisfied in developing the Property.

PROFFERS:

1. **Design.** The Property shall be developed generally in accordance with the Master Plan and Design Guidelines (to include, without limitation, the design submittal, review, and approval process contained therein) and 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 24-23(a)(2)(f) 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. The following uses on the Property shall be limited in number as indicated below:

<u>Use</u>	<u>Maximum Number</u>
Fast Food Restaurant with drive-through	1
Convenience Store with fuel sales	1
Bank with drive-through	1

2. **Water Conservation.** Water conservation standards for the Property shall be developed and submitted to and approved by the James City Service Authority (“JCSA”) for general consistency with the terms of this Proffer prior to final site plan approval for development of the Property. The standards shall address such customary and reasonable water conservation measures as limitations on use of irrigation systems and irrigation wells, the use of approved landscaping materials and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources. Design features, including the use of drought tolerant grasses and plantings, a water conservation plan, and drought management plan shall be implemented to accomplish the limitation on use of public water and groundwater.

3. **Nutrient Management Plan.** The owner of any portion of the Property proposed for development shall be responsible for coordinating with an agent of the Colonial Soil and Water Conservation District (“CSWCD”) or, if a CSWCD agent is unavailable, a soil scientist licensed in the Commonwealth of Virginia, or other qualified professional approved by the County’s Director of Planning, to conduct soil tests and to develop, based upon the results of the soil tests, customized nutrient management plans (the “Nutrient Plans”) for all turf areas within the portions of the Property proposed for development. A Nutrient Plan for each portion of the Property proposed for development shall be submitted to the County Stormwater & Resource Protection Director for review and approval prior to the issuance of a Certificate of Occupancy for each portion of the Property developed. Upon approval, the owner of such portion of the Property shall be responsible for ensuring that any nutrients applied to the turf areas on such portion of the

Property be applied in accordance with the applicable Nutrient Plan or any updates or amendments thereto as may be approved by the County Stormwater & Resource Protection Director.

4. **Transportation.**

a. **SJR & Phasing Plan Required.** Prior to the submittal of a site plan for development within the Property, a Signal Justification Report (the "SJR") shall be prepared pursuant to VDOT IIM-TE-387.0 (or such successor standard as may then be in effect) for the Rt. 30 / Rt. 746 Old Stage Road intersection and a phasing plan ("Phasing Plan") for the following intersections shall submitted to VDOT for review and approval:

- i. Traffic signal at Rt. 30 / I-64 westbound ramp junctions; and
- ii. SJR Improvements at Rt. 30 / Rt. 746 Old Stage Road

b. **SJR & Phasing Plan Meeting.** Prior to submittal of the SJR and Phasing Plan, a scoping meeting shall be conducted with VDOT and the County to:

- i. Determine any traffic study requirements; and
- ii. Review any updated road improvements that have occurred, been proffered by others, or are publically funded.

c. **SJR Completion, Phasing Plan Completion & Road Improvement Plans.** Prior to final approval of the first site plan for development within the Property:

- i. The SJR must be approved by VDOT;
- ii. A Phasing Plan for the improvements recommended in the approved SJR and, except to the extent superseded by the recommendation of the approved SJR, the improvements listed in subsection 4(f) (collectively, the "Traffic Improvements") below must be approved by VDOT;

- iii. Road improvement plans containing the portion of the Traffic Improvements recommended by the Phasing Plan based on the then proposed development of

the Property shall be submitted to and approved by VDOT; and

iv. The improvements reflected in the road improvement plans described in subsection 4(c)(iii) shall be completed or guaranteed ("Guaranteed") in accordance with Section 15.2-2299 of the Virginia Code (or such successor provision) and the applicable provisions of the County Code of Ordinances (such performance assurance to be herein referred to as a "Guarantee" or "Guarantees").

d. Subsequent Approvals. Prior to approval of any site plan for development within the Property subsequent to the first site plan:

i. Road improvement plans containing the portion of the Traffic Improvements recommended by the Phasing Plan based on the then proposed development of the Property shall be submitted to and approved by VDOT; and

ii. The improvements reflected in the road improvement plans described in subsection 4(d)(i) shall be completed or Guaranteed.

e. Subsequent SJR Approval. Any subsequent SJR approved by VDOT for the two locations in subsection 4(a) above shall be deemed substituted for the SJR approval specified in subsection 4(c).

f. Intersection Improvements. The following traffic improvements shall be constructed in accordance with the Phasing Plan described above:

i. Rt. 30/Rt. 746 Old Stage Road:

A. Signalization of the intersection, either as a new signal installation or as an addition to a signal installed by others, or other intersection control improvements as determined by VDOT;

B. Addition of a second left turn lane on northbound Rt. 30 at Rt. 746 Old Stage Road;

C. Extension of the right turn lane on southbound Rt. 30 at Rt.

746 Old Stage Road to make a continuous lane with merging lane from I-64 off ramp onto Rt. 30.

D. Third northbound through lane on Rt. 30 at approach to Rt.

746 Old Stage Road and continuing to drop off lane at ramp to I-64 east;

E. Improve Rt. 746 Old Stage Road as shown on the Master

Plan; and

F. Add second westbound approach lane and taper on VDOT

frontage road.

ii. Rt. 30/westbound I-64 ramps:

A. Signalization of the intersection, either as a new signal installation or as an addition to a signal installed by others, or other intersection traffic control improvements as determined by VDOT; and

B. Any adjustment of pavement required for signal installation or other intersection traffic control improvements as determined by VDOT.

g. Alternative Intersection Design. If VDOT, through SJR review, requires alternative intersection design at any location in subsections 4(f)(i) and 4(f)(ii), then the improvements recommended by the approved SJR shall be substituted for the corresponding improvements listed in subsection 4(f).

h. Multi-Use Path. A VDOT shared use path in the following locations shall be included with all road improvement plans:

i. On southbound Rt. 30 from north of Ramp A (eastbound I-64 exit ramp to Rt. 30) at approximately Station 348+10 to Old Stage Road; provided, however, construction of the VDOT shared use path shall be contingent upon applicable federal and state approvals;

ii. On westbound Rt. 746 Old Stage Road from Rt. 30 to Leisure Road;

iii. On South Entrance #1 (as shown on the Master Plan) from Rt. 746



Old Stage Road to Barnes Road; and

iv. On northbound Leisure Road from Rt. 746 Old Stage Road to limits of the Property.

The foregoing shared use paths shall be located in public right of way or within an easement dedicated to public use and VDOT maintenance.

j. Barnes Road. There shall be no vehicular access to Barnes Road except in the event of emergencies.

k. Bus Stops. A public bus stop shall be included in the first site plan submitted for development within Area 3 of the Master Plan. If placed on a public road, the bus stop may include a bumpout and will have connections to the shared use path system. If placed within the private property parking lot, the bus stop will include landings for bus patrons and pedestrian connections to shared used paths on public right of way. The bus stop shall be completed or Guaranteed prior to issuance of a certificate of occupancy for the development shown on such site plan. Bus stop design shall be coordinated with the Williamsburg Area Transit Authority (WATA) prior to site plan approval to meet their design standards for shelters and pull-offs and ensure ADA accessibility. Prior to final site plan approval the bus stop location, design, and bus circulation shall be approved by WATA and the Director of Planning.

i. Trip Generation. Development of the Property shall not exceed 944 PM peak hour trips as determined by the most recent edition of the Institute of Transportation Engineers Trip Generation Manual (the "ITE Manual") at the time of each site plan approval for the development of the Property. Accordingly, each site plan for the development of the Property shall, when submitted to the County for review, contain an accounting of the PM peak hour trip generation, as determined by the ITE Manual, associated with the development proposed by such site plan, all development shown on previously approved site plans for development of the Property (except to the extent the proposed site plan is in lieu of a previously approved site plan

for development of the Property), and all development shown on site plans then under review by the County for development of the Property. No site plan for development of the Property shall be approved by the County which includes an amount of development that, together with all other development shown on previously approved site plans for development of the Property (except to the extent the proposed site plan is in lieu of a previously approved site plan for development of the Property), would generate more than 944 PM peak hour trips as determined by the ITE Manual. In determining and accounting for the foregoing PM peak hour trips: (i) internal and pass-by capture shall be determined in accordance with VDOT standards, and (ii) traffic counts for completed and occupied development on the Property may, with the approval of the County's Director of Planning, be substituted for ITE Manual estimated trips.

5. **Water and Sewer Master Plans.** Owner shall submit to the JCSA for its review and approval an overall master water and sanitary sewer plan for the Property prior to the submission of any development or subdivision plans for the Property. The overall water master plan will be submitted as a skeletized layout reflecting the major pressure lines of the system with calculations justifying the line sizes. The purpose of the overall water master plan is to be sure the "system backbone" is appropriately sized for total build-out and not handled on a section-by-section submittal basis.

6. **Headings.** All section headings 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.

7. **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.

8. **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.

9. **Successors and Assigns.** These Proffers shall be binding upon and shall inure to the benefit of the parties hereto, and their respective heirs, successors and/or assigns; provided, however once a party ceases to own any portion of the Property, such party shall have no continuing liability hereunder.

10. **Void if Rezoning Not Approved.** In the event that any of the proposed rezoning sought by this application is not approved by the County as submitted or is overturned by subsequent judicial determination, these Proffers shall be null and void.

11. **Reasonable Proffers.** The Owner, as evidenced by its signature below, deems these proffers to be reasonable and appropriate.

**[SIGNATURES APPEAR ON THE FOLLOWING PAGES]**

[COUNTERPART SIGNATURE PAGE TO PROFFERS]

WITNESS the following signatures, thereunto duly authorized:

HAZELWOOD FARMS, LLC, a Virginia limited liability company

By: Deborah H. Drudge

Name: Deborah H. Drudge

Title: Manager

COMMONWEALTH OF VIRGINIA  
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 12 day of January, 2022, by Deborah H. Drudge of Hazelwood Farms, LLC, a Virginia limited liability, in its behalf.

Stephanie G. Stowell  
Notary Public

My commission expires: 10-31-25  
My registration number is: 368288

STEPHANIE G. STOWELL  
NOTARY PUBLIC  
Commonwealth of Virginia  
Reg. #368288  
My Commission Expires 10-31-25

[COUNTERPART SIGNATURE PAGE TO PROFFERS]

HHD, L.C., a Virginia limited liability company

By: Deborah H. Drudge

Name: Deborah H. Drudge

Title: Manager

COMMONWEALTH OF VIRGINIA  
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 12 day of January, 2022, by Deborah H. Drudge of HHD, L.C., a Virginia limited liability, in its behalf.

Stephanie G. Stowell

Notary Public

My commission expires: 10-31-25

My registration number is: 368288

STEPHANIE G. STOWELL  
NOTARY PUBLIC  
Commonwealth of Virginia  
Reg. #368288  
My Commission Expires 10-31-25

[COUNTERPART SIGNATURE PAGE TO PROFFERS]

Larry L. Hazelwood

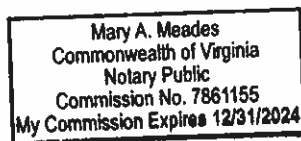
Larry. L. Hazelwood, Trustee of the Larry L. Hazelwood Trust Share est. under The Sam and Nettie Hazelwood Family Trust Agreement Dated November 5, 2017

COMMONWEALTH OF VIRGINIA  
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of January, 2022, by Larry. L. Hazelwood, Trustee of the Larry L. Hazelwood Trust Share est. under The Sam and Nettie Hazelwood Family Trust Agreement Dated November 5, 2017.

Mary A. Meades  
Notary Public

My commission expires: 12/31/2024  
My registration number is: 7861155



[COUNTERPART SIGNATURE PAGE TO PROFFERS]

Deborah H. Drudge

Deborah H. Drudge, Trustee of the Deborah H. Drudge Trust Share est. under The Sam and Nettie Hazelwood Family Trust Agreement Dated November 5, 2017

COMMONWEALTH OF VIRGINIA

AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 12 day of January, 2022, by Deborah H. Drudge, Trustee of the Deborah H. Drudge Trust Share est. under The Sam and Nettie Hazelwood Family Trust Agreement Dated November 5, 2017.

Stephanie G. Stowell

Notary Public

My commission expires: 10-31-25  
My registration number is: 368288

STEPHANIE G. STOWELL  
NOTARY PUBLIC  
Commonwealth of Virginia  
Reg. #368288  
My Commission Expires 10-31-25

[COUNTERPART SIGNATURE PAGE TO PROFFERS]

R.M. Hazelwood Trustee

R.M. Hazelwood, III, Trustee of the R.M. Hazelwood Trust Share est. under The Sam and Nettie Hazelwood Family Trust Agreement Dated November 5, 2017

STATE OF Florida  
AT LARGE, to-wit:

The foregoing instrument was acknowledged before me this 12 day of January, 2022, by R.M. Hazelwood, III, Trustee of the R.M. Hazelwood Trust Share est. under The Sam and Nettie Hazelwood Family Trust Agreement Dated November 5, 2017.

Leeanna Parsons  
Notary Public

My commission expires: June 30, 2025  
My registration number is: HH 108347





**EXHIBIT A**

All those certain pieces or parcels of land situate lying and being in James City County, Virginia, shown and designated as "HAZELWOOD FARMS, L.L.C., 9400 BARNES ROAD, TAX MAP#: 0430100017 (PART 2) INST. NO. 980023823 P.B. 29 PG. 42, AREA= 5,689,039 S.F.+/- OR 130.602 AC+/- (TO SURVEY TIE LINES), HAZELWOOD FARMS, L.L.C., 275 OLD STAGE ROAD, TAX MAP#: 0430100012 AND 0440100013, INST. NO. 980023823, AREA= 8,439,593 S.F. +/- OR 193.746 AC+/- (TO SURVEY TIE LINES), HAZELWOOD FARMS, L.L.C., TAX MAP#: 0440100014, INST. NO. 980023823, AREA= 66,686 S.F. +/- OR 1.531 AC+/-, and TRUSTEES OF THE R.M. HAZELWOOD, JR. REVOCABLE TRUST AND TRUSTEES OF THE NETTIE A. HAZELWOOD RESIDUARY TRUST, 301 OLD STAGE ROAD, TAX MAP#: 0440100015, INST. NO. 14008204W, AREA= 100,223 S.F. +/- OR 2.301 AC +/-" on that certain plat entitled "PLAT OF SURVEY EIGHT PARCELS OF LAND CONTAINING A TOTAL AREA OF 407.236 ACRES+ PREPARED FOR HAZELWOOD FARMS, L.L.C. A VIRGINIA CORPORATION STONEHOUSE DISTRICT JAMES CITY COUNTY VIRGINIA" made by AES Consulting Engineers, dated January 14, 2016 and recorded on January 27, 2016 in the Clerk's Office of the Circuit Court of the City of Williamsburg and James City County, Virginia as Instrument No. 160001266.

INSTRUMENT 202202413  
RECORDED IN THE CLERK'S OFFICE OF  
WMSBG/JAMES CITY CIRCUIT ON  
FEBRUARY 15, 2022 AT 01:54 PM  
MONA A. FOLEY, CLERK  
RECORDED BY: EXO



OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

**DATE :** 02/15/2022                      **TIME :** 13:54:19                      **CASE # :** 830CLR202202413  
**RECEIPT # :** 22000004465    **TRANSACTION # :** 22021500117  
**CASHIER :** EXO                      **REGISTER # :** D593                      **FILING TYPE :** OTHER                      **PAYMENT :** FULL PAYMENT  
**INSTRUMENT :** 202202413                      **BOOK :**                      **PAGE :**                      **RECORDED :** 02/15/2022                      **AT :** 13:54  
**GRANTOR :** HAZELWOOD FARMS LLC                      **EX :** N                      **LOC :** CO  
**GRANTEE :** COUNTY OF JAMES CITY VIRGINIA                      **EX :** N                      **PCT :** 100%  
**RECEIVED OF :** JAMES CITY COUNTY  
**ADDRESS :**  
**CASH :** \$0.00  
**DESCRIPTION 1 :** PROFFERS HAZELWOOD FARMS LLC                      **PAGES :** 017                      **OP :** 0  
**NAMES :** 0  
**CONSIDERATION :** \$0.00                      **A/VAL :** \$0.00                      **PIN OR MAP :** 0440100015

ACCOUNT CODE	DESCRIPTION	PAID
035	VIRGINIA OUTDOOR FOUNDATION	\$0.00
106	TECHNOLOGY TRST FND	\$0.00

ACCOUNT CODE	DESCRIPTION	PAID
145	VSLF	\$0.00
301	CLERK RECORDING/INDEXING FEE	\$0.00

**TENDERED : \$**                      0.00  
**AMOUNT PAID : \$**                      0.00