

Prepared by:
 Vernon M. Geddy, III, Esquire (VSB #21902)
 Geddy Harris Franck & Hickman, L.L.P.
 1177 Jamestown Road
 Williamsburg, Virginia 23185

Tax Parcels: 4730100002 and 4730100003

This PROFFER AGREEMENT is made this ~~24~~²⁶ day of August, 2021 by ALLMAR LLC, a Virginia limited liability company (together with its successors in title and assigns the "Owner") to be indexed as "Grantor." James City County, Virginia shall be indexed as "Grantee."

RECITALS

A. Owner is the owner of the real property and improvements thereon located at 1826 Jamestown Road and 259 Sandy Bay Road, James City County, Virginia, James City Tax Parcels 4730100003 and 4730100002, which is more particularly described on Exhibit A attached hereto (the "Property").

B. Tax Parcel 4730100003 is zoned B-1, General Business and Tax Parcel 4730100002 is zoned LB, Limited Business. Owner has applied for a rezoning of the Property to B-1, General Business, with proffers, and in connection therewith has submitted a Master Plan prepared by LandTech Resources, Inc. entitled "Master Plan Frothy Moon Brewery" and dated July 13, 2021 (the "Master Plan") and architectural elevations entitled "Conceptual Design for Frothy Moon Brewhouse" prepared by Hopke & Associates dated July 2, 2021 (the "Elevations").

C. Owner desires to offer to the County certain conditions on the development of the Property not generally applicable to land zoned B-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 rezoning of the property as described in the application submitted under County file number Z-21-0013, and pursuant to Section 15.2-2303.4(D) of the Virginia Code, Section 24-16 of the County's Zoning Ordinance and County Ordinance No. 31A-346, Owner agrees to the following conditions and proffers as indicated in developing the Property.

CONDITIONS

1. Master Plan. The Property shall be developed generally in accordance with the Master Plan determined as provided in Section 24-23(a)(2) of the Zoning Ordinance.

Returned To Elizabeth White
 Sands Anderson
 263 McLaws Circle Ste 205, Williamsburg, VA 23185

2. Boundary Line Extinguishment. Prior to final site plan approval, Owner shall record a boundary line extinguishment plat vacating the property line between Tax Parcels 4730100003 and 4730100002.

3. Community Character Corridor Buffer. There shall be a 50-foot average width community character corridor buffer along the Jamestown Road frontage of the Property in the locations shown on the Master Plan, subject to approval of the Virginia Department of Transportation ("VDOT"). All existing impervious surfaces within the buffer except those directly related to the entrances shown on the Master Plan shall be removed and be replaced with a combination of turf and landscaping in accordance with Chapter 24, Division 4 of the Zoning Ordinance. Owner shall be responsible for maintaining the landscaping within the buffer located in the buffer, including in the Jamestown Road right-of-way.

4. Food Truck Location. Food trucks shall be located on the site generally as shown on the Master Plan and in no event shall food trucks be located between any building/structure on the Property and Jamestown Road without the prior approval of the Planning Director.

5. Architecture. Final exterior plans for the brewery/taproom building, including color specifications for the building and color/material specifications and screening plan for the dumpster, shall be submitted to the Planning Director for his review for consistency with the Elevations. The Planning Director shall review and either approve or provide written comments setting forth changes necessary to obtain approval within 30 days of the date of submission of the plans in question. Approval of the final plans by the Planning Director is required prior to final site plan approval. The exterior of the brewery/taproom building shall be constructed in accordance with the approved plans.

6. Project Sign. The sign for the project shall be a monument-style sign with a maximum height of eight feet and with a style consistent with the building elevations. The sign shall be subject to review and approval by the Planning Director.

7. Outdoor Lighting. No light fixture located on the Property shall exceed fifteen feet in height. Any existing non-conforming fixtures shall be brought into compliance with this Condition and Article II, Division 7 of the Zoning Ordinance.

8. Water Conservation. The Owner shall be responsible for developing water conservation standards to be submitted to and approved by the James City Service Authority ("JCSA") and subsequently for enforcing these standards. The standards shall address such water conservation measures as limitations on the installation and use of irrigation systems and irrigation wells, the use of drought resistant native and other adopted low water use landscaping materials and warm season turf on common areas in areas with appropriate growing conditions for such turf and the use of water conserving fixtures and appliances to promote water conservation and minimize the use of public water resources. The standards shall be approved by the JCSA prior to final

subdivision or site plan approval.

9. Updated Turn Lane Warrant Analysis. If Owner desires to increase the size of the tasting room in the brewery building or the number of parking spaces provided over the size and number of spaces shown on the Master Plan, Owner shall submit an updated turn lane warrant analysis based on the increased size and/or number of parking spaces to the Planning Director and VDOT for their review and approval. If the approved analysis shows the need for turn lanes or other entrance improvements, Owner shall either (i) not undertake the expansion or (ii) install the required turn lane(s) or other entrance improvements. If improvements are required and Owner elects to proceed with the expansion, the required improvements shall be shown on the site plan for the new parking spaces and bonded prior to site plan approval in a manner deemed acceptable by the County Attorney's office and Planning Director.

10. Sandy Bay Road. There shall be no vehicular access to or from the Property and Sandy Bay Road.

11. Amplified Music. All outdoor sources of amplified music shall be oriented away from Sandy Bay Road.

12. Prohibited Uses. The following uses, otherwise permitted by right in the B-1 zoning district, shall not be permitted on the Property:

Banks and other financial institutions
Drug stores
Firearms sales and service
Grocery stores
Heliports and helistops, as an accessory use
Hotels and motels
Indoor centers of amusement including billiard halls, arcades, pool rooms, bowling alleys, dance clubs and bingo halls
Indoor sports facilities (excluding fire and shooting ranges)
Indoor theaters
Kennels and animal boarding facilities
Limousine services (with maintenance limited to a fully enclosed building)
Lumber and building supply (with storage limited to a fully enclosed building or screened from view with landscaping and fencing with a maximum height of 12 feet)
Machinery sales and service (with storage and repair limited to a fully enclosed building)
Marinas, docks, piers, yacht clubs, boat basins, boat storage and servicing, repair and sale facilities for the same; if fuel is sold, then in accordance with section 24-38
Marine or waterfront businesses to include the receipt, storage and transshipment of waterborne commerce or seafood receiving, packaging or distribution

New and/or rebuilt automotive parts sales (with storage limited to a fully enclosed building)
Office supply stores
Plumbing and electrical supply and sales (with storage limited to a fully enclosed building)
Printing, mailing, lithographing, engraving, photocopying, blueprinting and publishing establishments
Radio and television stations and accessory antenna or towers which are 60 feet or less in height
Research, development and design facilities or laboratories
Taxi service
Telephone exchanges and telephone switching stations
Vehicle repair and service, including tire, transmission, glass, body and fender, and other automotive product sales, new and/or rebuilt (with major repair limited to a fully enclosed building and storage of parts and vehicles screened from adjacent property by landscaping and fencing)
Vehicle and trailer sales and services (with major repair limited to a fully enclosed building)
Vehicle rentals
Wholesale and warehousing (with storage limited to a fully enclosed building)

WITNESS the following signatures and seals:

ALLMAR LLC

By: [Signature]

Title: _____

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

The foregoing instrument was acknowledged before me this 26th day of August, 2021 by Laura Kinsman, Manager of ALLMAR LLC, a Virginia limited liability company, on behalf of the company.

[Signature: Mary G. Jackson]
NOTARY PUBLIC

My commission expires: 8/31/2024
Registration No.: 150753

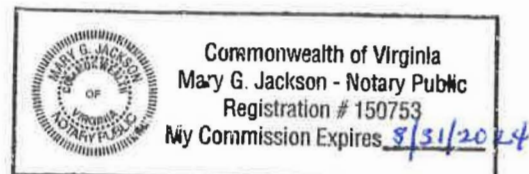


EXHIBIT A
PROPERTY DESCRIPTION

Parcel 1: 1826 Jamestown Road – Tax Parcel 4730100003

All that certain parcel of land situate, lying and being in James City County, Virginia, and shown as "Parcel 1" and "Parcel 2" on that certain plat entitled, "A Survey of Parcels 1 and 2 for Conveyance to Colonial Properties, Inc., Jamestown and Berkeley Districts, James City County, Virginia", dated January 21, 1977, made by B. D. Littlepage, C.L.S., a copy of which is recorded in Plat Book 34, page 31, and upon which the outer perimeter of the two combined parcels is shown as follows:

Beginning at an iron pipe where the South-easterly right-of-way line of State Route 31, Parcel 1, herein and property now or formerly of Frank and Rosa L. Armistead converge; thence South 35° 36' 40" East 267.65 feet to an iron pipe; thence South 44° 22' 05" West 174.40 feet to an iron pipe; thence North 46° 20' 55" West 124.23 feet to an iron pipe; thence North 37° 12' 45" West 79.78 feet to an iron pipe; thence North 56° 06' 51" West 101.50 feet to an iron pipe on the Southeasterly right-of-way line of State Route 31; thence North 54° 08' 25" East 134.58 feet to an iron pipe; thence continuing the same course 97.45 feet to an iron pipe which marks the point of beginning.

Parcel 2: 259 Sandy Bay Road – Tax Parcel 4730100002

All that certain parcel of land situate in James City County, Virginia, containing 2.892 acres ± shown and designated on a certain plat entitled, "Lot Line Extinguishment Between 2 Parcels of Land Owned by C. Lewis Waltrip, II, Jamestown District, James City County, Virginia," dated February 12, 1990 and made by AES, a professional corporation, of Williamsburg, Virginia and recorded in the Office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City, Virginia, in Plat Book 52, page 11, to which plat reference is here made for a more particular description of the property herein.

INSTRUMENT 210021189
RECORDED IN THE CLERK'S OFFICE OF
WMSBG/JAMES CITY CIRCUIT ON
OCTOBER 26, 2021 AT 03:44 PM
MONA A. FOLEY, CLERK
RECORDED BY: EEO