

Prepared by ~~and returned to~~:  
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RETURN TO:  
County Attorney's Office  
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Williamsburg, VA 23185  
(757) 253-6612

Parcel Id Nos. 4620100014A and 4710100115

**AMENDED PROFFERS**  
**GOVERNOR'S GROVE**  
**JOHN TYLER SELF STORAGE FACILITY**

These Amended Proffers are made this 21<sup>st</sup> day of October, 2023 by **FIVE FORKS 2, LLC**, a Virginia limited liability company, and **FIVE FORKS 3, LLC**, a Virginia limited liability company (collectively, "Owner"), and provides as follows:

**RECITALS**

R-1. Owner is the owner of certain real property located in James City County, Virginia ("County") containing approximately 2.97 acres more or less, with a street address of 4399 John Tyler Highway, Williamsburg Virginia and being James City County Tax Parcels 4710100115 and 4620100014A (the "Property").

R-2. The Property is zoned MU and subject to a master plan (the "Master Plan") and proffers dated May 16, 2005 of record in the Office of the Clerk of the Circuit Court for the City of Williamsburg and County of James City as instrument no. 050019045 (the "Proffers") approved as a part of County case nos. Z-0009-2005 and MP-0006-2005.

R-3. The Property is shown on the Master Plan as Section 3 and is more particularly described on **Exhibit A** attached hereto and incorporated by this reference.

R-4. Owner has applied to amend the Master Plan and the Proffers as applicable to the Property and for a Special Use Permit in order to allow establishment of a self-storage facility, which falls within the use category of warehouse and storage use under the County zoning ordinance. The applications have been assigned County case nos. Z-22-0002, SUP-22-0017 and MP-22-0002.

R-5. Owner desires to proffer to the County in this document (the "Amended Proffers") certain conditions on development of the Property and to amend the Master Plan established by the Proffers by that amended master plan (the "Amended Master Plan") entitled "Master Plan and Rezoning Amendment for Governor's Grove (Section 3)", dated 07/14/2023 and prepared by AES Consulting Engineers.

R-6. Terms defined in the Proffers but not specifically defined in these Amended Proffers shall have the same meaning when used in these Amended Proffers.

Now, therefore, for and in consideration of the approval of the Master Plan and Proffers amendment and pursuant to section 15.2-2303 of the Code of Virginia (1950) as amended, Owner agrees that the Property shall be developed in compliance with all of the following

conditions in development and use of the Property. These Amended Proffers and the Amended Master Plan amend and supersede the Proffers and Master Plan as to Section 3 only.

### **PROVISIONS**

1. **Master Plan amended as to the Property (Section 3) Only.** The Property shall be developed generally as shown on the Amended Master Plan. Deviations from the Amended Master Plan may be approved by the County Development Review Committee if that committee determines that the change (i) is minor and (ii) does not change the basic concept or character of the approved development of the Property. The provisions of the Amended Master Plan shall supersede any and all content of the Master Plan relative to the Property and Section 3 depicted on the Master Plan.

2. **Density/Use.** The Property shall be developed as a self storage warehouse, storage and distribution center with storage under cover and screened with landscaping and fencing from adjacent property with accessory and related uses containing not more than 100,000 square feet of interior floor area. No other use of the Property shall be permitted.

3. **Architectural Review.** Prior to the County being obligated to grant final development plan approval for any building shown on any development or site plan for the Property, there shall be prepared and submitted to the Director of Planning for approval architectural and landscaping plans, including architectural elevations. The Director of Planning review shall extend only to consistency with (i) the guidelines from Article III, Section 5 of the Primary Principles for the Five Forks Area of James City County adopted by the County Board of Supervisors on September 28, 2004, (ii) the Five Forks Mixed Use Area standards within the County's 2045 Comprehensive Plan, and (iii) conceptual elevations submitted with the application for this case no. Z-22-0002/MP-22-2002. The Director of Planning shall review and either approve or provide written comments setting forth specific changes necessary to obtain approval within 30 days of the date of submission of any plan, or such plan submission shall be deemed approved. Decisions of the Director of Planning may be appealed by the Owner to the County Development Review Committee, the decision of which shall be final. Completed buildings and landscaping shall be consistent with the plans so approved.

4. **Entrances/Access.**

A. There shall be one (1) full access (left turns and right turns in and out) entrance to the Property from Route 5 (John Tyler Highway) in the location generally shown on the Master Plan.

B. There shall be one (1) emergency only access entrance into the Property from Ironbound Road in the location generally shown on the Master Plan. With prior approval of VDOT, the emergency entrance into Section 3 of the Property on Ironbound Road may be modified/reconstructed into an open right turn in and right out only access. The emergency entrance into the Property on Ironbound Road shall be designed to accommodate construction of a future shoulder bike lane (not an obligation of Owner) along Ironbound Road.

C. The existing center left turn lane of Route 5 shall be extended and the eastbound travel lane widened as shown on the Amended Master Plan so as to provide for full access to the Property from Route 5. The turn lane and lane modifications proffered hereby

shall be constructed in accordance with Virginia Department of Transportation ("VDOT") standards and shall be completed prior to the issuance of a certificate of occupancy.

D. The provisions of this Proffer No. 4 shall supersede provisions of paragraph 6 in the Proffers and content of the Master Plan only as both are relative to the Property and Section 3 as shown on the Master Plan.

5. Turf Management. Turf management shall not be managed by the Association, as is required for other properties subject to the Proffers and existing Master Plan. A turf management plan for the Property (the "Section 3 Turf Management Plan") shall be developed and implemented by the Owner for lawns and landscaped area on the Property. This plan shall include measures necessary to manage yearly nutrient application rates to turf and landscaped areas so that the application of total nitrogen does not exceed 75 pounds per year per acre. The Section 3 Turf Management Plan shall be prepared by a landscape architect licensed to practice in Virginia and submitted for review and approval by the County Stormwater and Resource Protection Division prior to approval of a site plan for conformity with this proffer prior to final site plan approval for the Property. Terms of the plan shall include provisions permitting enforcement by the County.

6. Association. The requirement for Association membership, governance and/or maintenance of property and amenities and the payment of assessments shall be inapplicable to the Property.

7. Incorporation of Recitals. The Recitals set forth above are incorporated into the Provisions of these Amended Proffers.

8. Amended and Restated Proffers. These Amended Proffers and the Amended Master Plan amend and supersede the Proffers and the Master Plan for Section 3 only as the Proffers and Master Plan are applicable to the Property.

9. Building Height. No building on the Property shall exceed sixty (60) feet in height.

*(Remainder of Page Intentionally Left Blank; Signatures on Following Page)*

[Signature Page to  
AMENDED PROFFERS - GOVERNOR'S GROVE - JOHN TYLER SELF STORAGE FACILITY]

WITNESS the following signatures, thereunto duly authorized:

**FIVE FORKS 2, LLC,**  
a Virginia limited liability company

By: [Signature]  
Robert Josephberg, Manager

STATE OF CALIFORNIA  
CITY/COUNTY OF VENTURA, to wit:

The foregoing instrument was acknowledged before me this 21 day of October, 2023 by Robert Josephberg as Manager of FIVE FORKS 2, LLC, a Virginia limited liability company.

[Signature]  
Notary Public [Affix Notarial Stamp]

My Commission Expires: 12-17-2025  
Notary Registration No.: #2387287



**FIVE FORKS 3, LLC,**  
a Virginia limited liability company

By: [Signature]  
Robert Josephberg, Manager

STATE OF CALIFORNIA  
CITY/COUNTY OF VENTURA, to wit:

The foregoing instrument was acknowledged before me this 21 day of October, 2023 by Robert Josephberg as Manager of FIVE FORKS 3, LLC, a Virginia limited liability company.

[Signature]  
Notary Public [Affix Notarial Stamp]

My Commission Expires: 12-17-2025  
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**EXHIBIT A  
LEGAL DESCRIPTION**

All that certain parcel of land lying and being in Berkeley District, James City County, Virginia, more particularly shown as "NEW PARCEL 'A'" and "NEW PARCEL 'B'" on that certain plat entitled, "PLAT SHOWING BOUNDARY LINE ADJUSTMENT & PROPERTY LINE EXTINGUISHMENT ON THE PROPERTIES OWNED BY FIVE FORKS, VIRGINIA, INC. & E.H. SAUNDERS, TRUSTEE E.H. SAUNDERS REVOCABLE TRUST", made by Ronald W. Eads, Land Surveyor, AES Consulting Engineers, Williamsburg, Virginia, dated August 29, 2005, which plat is recorded in the Clerk's Office of the Circuit Court of James City County, Virginia, as Instrument No. 050025743 and to which plat reference is hereby made for a more particular description of the subject property.

INSTRUMENT 202312187  
RECORDED IN THE CLERK'S OFFICE OF  
WMSBG/JAMES CITY CIRCUIT ON  
NOVEMBER 17, 2023 AT 01:54 PM  
ELIZABETH E. O'CONNOR, CLERK  
RECORDED BY: SPA



OFFICIAL RECEIPT  
WILLIAMSBURG/JAMES CITY COUNTY CIRCUIT  
DEED RECEIPT

**DATE :** 11/17/2023                      **TIME :** 13:54:44                      **CASE # :** 830CLR202312187  
**RECEIPT # :** 23000027080    **TRANSACTION # :** 23111700075  
**CASHIER :** SPA                      **REGISTER # :** D590                      **FILING TYPE :** OTHER                      **PAYMENT :** FULL PAYMENT  
**INSTRUMENT :** 202312187                      **BOOK :**                      **PAGE :**                      **RECORDED :** 11/17/2023                      **AT :** 13:54  
**GRANTOR :** FIVE FORKS 2 LLC                      **EX :** N                      **LOC :** CO  
**GRANTEE :** JAMES CITY COUNTY                      **EX :** N                      **PCT :** 100%  
**RECEIVED OF :** JAMES CITY COUNTY  
**ADDRESS :**  
**CASH :** \$0.00  
**DESCRIPTION 1 :** INST 050019045 AMENDED PROFFERS GOV GROVE                      **PAGES :** 005                      **OP :** 0  
**NAMES :** 0  
**CONSIDERATION :** \$0.00                      **AVAL :** \$0.00                      **PIN OR MAP :** 4620100014A

ACCOUNT CODE	DESCRIPTION	PAID
035	VIRGINIA OUTDOOR FOUNDATION	\$0.00

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