

Prepared By: Vernon M. Geddy, III, Esquire (VSB#21902)
(Attorney licensed to practice law in Virginia)
Geddy, Harris, Franck & Hickman
1177 Jamestown Road
Williamsburg, VA 23185

Tax Parcel: 3840100002A

Return To: County Attorney
101-D Mounts Bay Road
Williamsburg, Virginia 23185

PROFFERS

THESE PROFFERS are made as of this 25 day of JANU, 2019, by G-SQUARE, INC., a Virginia corporation (together with its successors and assigns, the "Owner"), COMMONWEALTH OF VIRGINIA, DEPARTMENT OF TRANSPORTATION ("VDOT") and BUSH CONSTRUCTION CORPORATION, a Virginia corporation, and lessee from Owner under a long-term land lease ("Bush").

RECITALS

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

B. VDOT is the owner of certain real property (the "VDOT Property") in James City County, Virginia adjacent to the G-Square Property and being more particularly described on Exhibit B attached hereto and made a part hereof.

C. Owner is the contract purchaser of the VDOT Property.

D. The G-Square Property is now zoned B-1, with Proffers dated January 23, 2002 recorded in the Clerk's Office of the City of Williamsburg and County of James City as Instrument No. 040002694 (the "Existing Proffers"). The VDOT Property is zoned R-8.

E. Owner has applied for a rezoning of the G-Square Property to B-1, with new proffers,

and, with the consent of VDOT, of the VDOT Property to B-1, with proffers and in connection therewith has submitted a Master Plan prepared by AES Consulting Engineers entitled "Master Plan Ironbound Crossing for Rezoning" and dated November 14, 2018 (the "Master Plan") and design guidelines entitled "Design Guidelines for Ironbound Crossing in James City County" prepared by Hopke & Associates dated November 14, 2018 (the "Design Guidelines"). The Design Guidelines have been submitted to and approved by the New Town Design Review Board ("DRB"). The G-Square Property and the VDOT Property are hereinafter called the "Property."

F. Owner desires to amend the Existing Proffers with respect to the G-Square Property and to offer to the County certain conditions on the development of the VDOT 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 applied for rezoning, Owner agrees that it shall meet and comply with all of the following conditions in developing the Property. If the applied for rezoning is not granted by the County, these Proffers shall thereupon be null and void and the Existing Proffers shall remain in effect. Upon the approval of the applied for rezoning, the Existing Proffers shall be null and void.

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

Contractor offices
Hotels and motels
Limousine services
Lodges, civic clubs, fraternal organizations and service clubs
Lumber and building supply
Machinery sales and service
Boat storage and servicing, repair and sale facilities
Marine businesses to include the receipt, storage and transshipment of waterborne commerce or seafood receiving, packaging or distribution
Radio and television stations and accessory antenna or towers
Taxi service
Vehicle repair and service
Vehicle and trailer sales and services
Vehicle rentals
Wholesale and warehousing
Communications facilities
Telephone exchanges and telephone switching stations

3. Design Guidelines. Development on the Property shall be generally in accordance with the Design Guidelines. All architectural elevations, building materials, colors, signage, and other project elements shall be submitted to the Planning Director and the DRB, for the Planning Director's and the DRB's review and approval for consistency with the Design Guidelines.

4. Water Conservation. The Owner shall be responsible for developing and enforcing water conservation standards to be submitted to and approved by the James City Service Authority. The standards shall address such water conservation measures as limitations and use of irrigation systems and irrigation wells, drought management plans, the use of approved landscaping materials, including drought tolerant grasses and plantings, and the use of water conserving fixtures to promote water conservation and minimize the use of public water resources, including groundwater. The standards shall be approved by the James City Service Authority prior to approval of the site plan for development of the Property.

5. Monticello Avenue Limited Access. There shall be no vehicular access from or to the Property directly from or to Monticello Avenue.

6. Turn Lanes at the Old Ironbound Road Intersection. Prior to site plan approval for any use on the Property (other than the branch turn around), the Owner will provide estimated peak hour trip generation figures and perform turn lane warrants analysis for Ironbound Road (Route 615) at its intersection with Old Ironbound Road (Route 784). For any site plan submitted within two years of the date of approval of the requested rezoning, such trip generation and assignment figures shall be those used in the Traffic Impact Analysis for Former Radio Station Property dated December 17, 2018 made by DRW Consultants, LLC, which Analysis is on file in the Planning Department. If warrants are met, the Owner shall install turn lane improvements at the intersection as required by the Virginia Department of Transportation (“VDOT”) or post a bond for the improvements in a form approved by the County Attorney, prior to the issuance of a certificate of occupancy for the use.

7. Traffic Impact Analysis and Associated Improvements. If any proposed use would cause cumulative verified peak hour trips from the Property to equal or exceed 100 peak hour trips, a traffic impact analysis shall be submitted to the County and VDOT for review and approval. Any traffic improvements identified in the approved analysis as being triggered by the proposed use and required by VDOT, shall be installed or bonded in form approved by the County Attorney by Owner prior to the issuance of a certificate of occupancy for the use.

[signatures appear on following pages]

WITNESS the following signatures and seals:

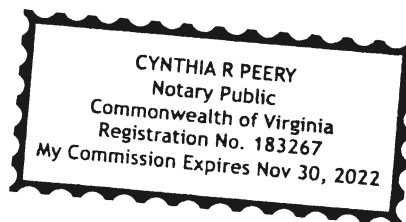
G-SQUARE, INC.

By: Robert R. Aranger
Title: President

STATE OF Virginia
CITY/COUNTY OF WilliamSBury to-wit:

25th The foregoing instrument was acknowledged before me this
day of January, 2019, by Robert R. Aranger as President of G-SQUARE, INC.
Cynthia R. Peery
NOTARY PUBLIC

My commission expires: 11/30/22.



COMMONWEALTH OF VIRGINIA,
DEPARTMENT OF TRANSPORTATION

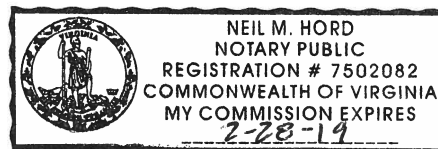
By: Lori A. Snider
Title: STATE RIGHT OF WAY & UTILITIES DIRECTOR

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

The foregoing instrument was acknowledged before me this
21st day of FEBRUARY, 2019, by LORI A. SNIDER, as R/W DIRECTOR
COMMONWEALTH OF VIRGINIA, DEPARTMENT OF TRANSPORTATION

[Signature]
NOTARY PUBLIC

My commission expires: 2-28-19.



BUSH CONSTRUCTION
CORPORATION

By: M. Higgins

Title: President

STATE OF Virginia
CITY/COUNTY OF Jones City / Williamsburg, to-wit:

The foregoing instrument was acknowledged before me this
14th day of February, 2019, by Mary L Diggs, as President of BUSH
CONSTRUCTION CORPORATION.

Barbara A. Hossett
NOTARY PUBLIC

My commission expires:

Dec. 31, 2022

Exhibit A

G-Square Property Description

That certain piece or parcel of land shown and set out as "New Parcel 1, 1.174 AC., 51,142 SF" on the plat attached hereto entitled "Plat Showing Boundary Line Adjustment and Property Line Extinguishment Between the Parcels of James City Service Authority and G-Square, Inc." made by AES Consulting Engineers and dated 12/21/01.

Exhibit B

VDOT Property Description

Being as shown in RED on Sheet 8D of the plans for Route 199, State Highway Project 0199-047-F03, RW-205 on file with the Virginia Department of Transportation Richmond Central Office, and lying south of and adjacent to the proposed right of way and limited access line of Route 199 from a point 95 feet opposite Station 139+21.42 (Monticello Ave. Ext. construction baseline) to a point 98 feet opposite Station 140+09.15 (Monticello Ave. Ext. construction baseline), containing 0.318 hectare or 0.7704 acre, more or less, land; and being part of the same lands acquired from Robert T. Casey, et. al. by amended Instrument dated January 3, 2001, recorded as Instrument Number L010005794, and concluded by Final Order dated April 3, 2001, recorded as Instrument Number 010268; and from G-Square, Inc. acquired by Instrument dated January 5, 1996, recorded in Deed Book 775, at Page 600, and concluded by Final Order dated June 5, 1997, recorded as Instrument Number L970465 in the Office of the Clerk of the Circuit Court of James City County, Virginia.