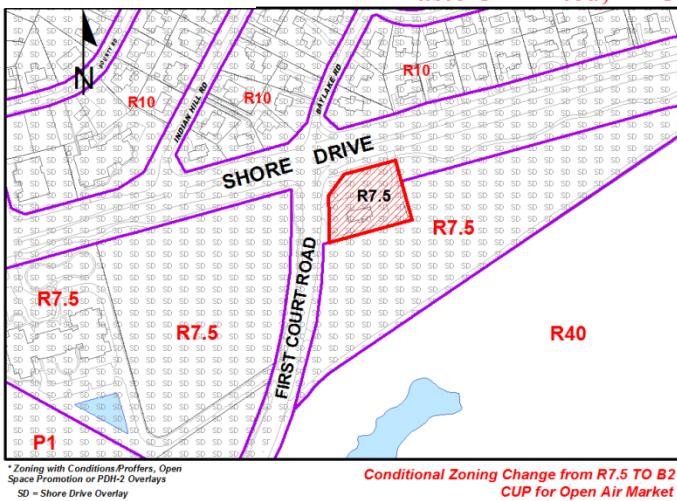


BAYSIDE DISTRICT
MAP (not to scale)



Taste Unlimited, LLC

June 12, 2013 Public Hearing

**APPLICANT:
TASTE
UNLIMITED,
L.L.C.
PROPERTY OWNER:
BAYVILLE
FARMS
ASSOC., L.C.**

STAFF PLANNER: Kristine Gay

REQUEST:

Conditional Change of Zoning (R7.5 to Conditional B-2)
Conditional Use Permit (Open Air Market)

ADDRESS / DESCRIPTION: 4097 Shore Drive

GPIN:
1479 98 8039

ELECTION DISTRICT:
BAYSIDE

SITE SIZE:
1.09 acres

AICUZ:
Less than 65 dB DNL



BACKGROUND / DETAILS OF PROPOSAL

The applicant requests a rezoning of the site, currently zoned R-7.5 Residential (SD Shore Drive Overlay District), to B-2 Business District (SD Shore Drive Overlay District) for the purpose of expanding the existing non-conforming use of a restaurant. The applicant also requests a Conditional Use Permit for an open air market. The applicant has operated its specialty food business as a tenant of the subject property since 1983, and now plans to purchase the property from the existing landowner, Bayville Farm Associates, L.L.C.

Due to the amount of ongoing maintenance the existing building requires and the high cost that would be required to renovate the building, the applicant proposes to demolish the existing 2,320 square foot building and construct a new 4,657 square foot building. The existing building is sited at the southwest portion of the lot, with the main axis of the building parallel with the southern lot line. The proposed building is centrally located with the main axis rotated 45 degrees from that of the existing building. Outdoor dining will be on the northwest and southwest side of the new building. The produce stand, which requires the open air market Conditional Use Permit, will also be located on the southwest side of the building, just south of the outdoor dining.

TASTE UNLIMITED, LLC
 Agenda Item 1
 Page 1



The intent of the applicant is to reference the historic and vernacular character and use of the surrounding area by designing a farm-like structure and developing a site plan that, when combined with the adjacent landscape, provides the most 'rural' environment as possible juxtaposed with a contemporary glass entrance, materials, and colors. As shown on the Exterior Elevations, "Exhibit C," the proposed building stands 37 feet above grade, has a white façade of cypress board and batten; yellow 'barn doors' as accents, made of corrugated metal and wood; and a light-gray standing-seam metal roof.

Along the southern lot line, a three-foot tall hedge is proposed with breaks to allow sight-lines through to the white split-rail fence and open green space on the adjacent property. In addition to the proposed landscaping, the applicant will also preserve an existing mature live oak tree which is located near the proposed produce stand, and three mature pine trees located between the proposed building and Shore Drive. The existing vehicular entrance and exits, as well as the existing sign, are also to remain.

Proposed parking consists of 33 parking spaces, two of which are reserved for handicapped individuals, and 17 are permeably paved. This application entails 1,575 square feet of dining area and 3,082 of retail area plus an additional 330 square feet used by the produce stand. The Zoning Ordinance requires 1 space per 250 square feet of retail, including open air markets; and 1 space per 100 square feet of dining space for eating establishments. Accordingly, 32 parking spaces are required. There is, therefore, one space in excess of the number required.

Permeable pavers are proposed for 17 of the 30 parking spaces as well as around the produce stand. The applicant has submitted a preliminary stormwater management plan, incorporating infiltration trenches, underground piping, and a valley gutter, in addition to the aforementioned permeable pavers.

The existing general operation and use of this site is proposed to remain as it has for 30 years with the exception of a produce stand, which the Conditional Use Permit addresses. Prepared foods and specialty food products, many of which are sourced from local farmers and artisan producers will continue to be sold. The employee base will remain at 15-25 employees, and the daily hours of service will remain as 10:00 a.m. to 7:00 p.m.

In addition to these services and goods, as part of the existing non-conforming use, the applicant has also sold pumpkins and Christmas trees in a seasonal fashion. These sales of season-specific goods will now be included with the Conditional Use Permit for an Open Air Market. Most recently, the sale of Christmas trees has been operated by a separate vendor under a peddler permit. In a similar fashion, the produce stand will be subleased and operated by a separate vendor. Said vendors will be responsible for obtaining a peddler permit from the City of Virginia Beach.

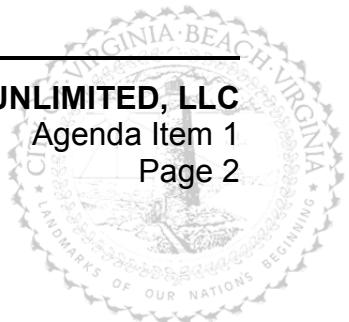
The exterior of the produce stand will be comprised of the same materials used for the principal building, including cypress board and batten and a standing-seam metal roof. There will be four safari-hinged openings in the stand where walk-up customers may pay for produce. Wooden farm-style crates will be located within the adjacent grassy area under the preserved live oak for the display of produce. The produce stand will follow the principal daily hours of operation, opening no earlier than 10:00 a.m. and closing no later than 7:00 p.m.



LAND USE AND COMPREHENSIVE PLAN

EXISTING LAND USE: Existing non-conforming use of a retail and eating establishment, as well as a seasonal open air market.

TASTE UNLIMITED, LLC
Agenda Item 1
Page 2



SURROUNDING LAND USE AND ZONING:

North: • Shore Drive
• Single-family homes / R-10 Residential District

South: • Golf Course, Maintenance / R-7.5 Residential District

East: • Golf Course, Open Space / R-7.5 Residential District

West: • First Court Road
• Vacant Land Residential / R-7.5 Residential District
• Nursing Home / R-7.5 Residential District

NATURAL RESOURCE AND CULTURAL FEATURES:

There is a one-story building that has operated as a retail and dining staple of the Shore Drive area for 30 years. Existing natural features include three mature pine trees, one of which has lightning damage, and one mature live oak tree. The remainder of the property is relatively flat and grassy.

COMPREHENSIVE PLAN: The subject location is in the Shore Drive Corridor, a Suburban Focus Area as defined by the Comprehensive Plan. This area is considered a resort neighborhood and is the most densely populated residential area of the City. The inclusion of commercial uses and passive recreational and tourism amenities in an appropriate and complementary fashion to residential areas is preferred for this area.

IMPACT ON CITY SERVICES

MASTER TRANSPORTATION PLAN (MTP) / CAPITAL IMPROVEMENT PROGRAM (CIP): Shore Drive in the vicinity of this application is considered a four-lane divided major urban arterial. The Master Transportation Plan proposes a six-lane facility within a 150-foot right-of-way. Currently, this segment of roadway is functioning over-capacity at a LOS F.

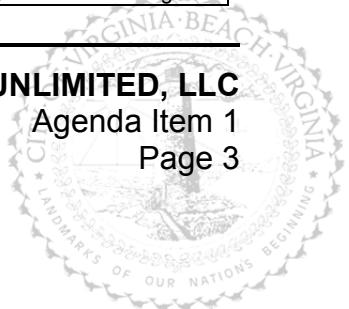
First Court Road in the vicinity of this application is considered a two-lane undivided collector. It is not included on the Master Transportation Plan. Currently, this segment of roadway is functioning under capacity at a LOS D.

No roadway Capital Improvement Program projects are slated for this section of Shore Drive or First Court road.

TRAFFIC:	Street Name	Present Volume	Present Capacity	Generated Traffic
	Shore Drive	36,118 ADT ¹	17,300 ADT ¹ (Level of Service "C") – 31,700 ADT ¹ (Level of Service "E")	Existing Land Use ² – 877 ADT
	First Court Road	8,798 ADT ¹	6,200 ADT ¹ (Level of Service "C") – 11,100 ADT ¹ (Level of Service "E")	Proposed Land Use ³ – 1,196 ADT

¹ Average Daily Trips
² as defined by 2,320 SF of existing use

TASTE UNLIMITED, LLC
Agenda Item 1
Page 3



WATER: This site is currently connected to the City water system. The existing 5/8" water meter (City ID #95075574) can be used or upgraded to accommodate the proposed development.

SEWER: The site is currently connected to the City sewer system. Sewer and pump station analysis for Pump Station #304 is required to determine if future flows can be accommodated.

EVALUATION AND RECOMMENDATION

The applicant, TASTE Unlimited, L.L.C., proposes to demolish their existing building and replace it with a new building that is twice the size of the original for the purpose of enhancing and growing their current business operations. The business is currently a nonconforming use, as it consists of retail and dining uses within the R-7.5 Residential District, where such uses are not permitted. In addition to the seasonal sales of pumpkins and Christmas trees, TASTE proposes to also include in its operation a produce stand that will be open daily. To allow the applicant to construct a new building, allow the retail and dining uses to occur in the proposed building, and introduce a produce stand, a Rezoning to a Business District and a Conditional Use Permit for an Open Air Market are necessary.

The subject location is in the Shore Drive Corridor, a Suburban Focus Area as defined by the Comprehensive Plan. The Conditional Rezoning of this site as well as the Conditional Use of an Open Air Market supports the goals of this corridor by revitalizing an existing commercial property; providing a quality design which follows the Design Guidelines for the corridor; and providing a service that supports the surrounding residential area as well as acts as a quiet, relaxing diversion for visiting tourists.

Typically, when a B-2 parcel abuts an R-7.5 parcel, a 15-foot Category IV Landscape Buffer is required to protect the adjacent residential uses from the potential impacts from the higher intensity commercial uses. In 1992, City Council approved a Conditional Use Permit for the operation of a Golf Course just south of the subject site. The plans approved by the City Council show use of the adjacent parcel as an open grassy area, as well as a maintenance facility screened with Category I landscaping. Although this site is zoned Residential, Staff finds the proposed five feet of intermittent perimeter landscaping consisting of a three foot tall Ligustrum hedge in conjunction with the seven willow oak trees as shown on the site plan, to be sufficient for this site due to the low probability of the adjacent property being residentially developed.

The applicant has submitted conceptual building elevations, which show a building height of 37 feet above grade at the rear of the building. While this proposed height exceeds the maximum height of 35 feet allowed by-right in B-2 zoning, Staff finds this to be acceptable due to the overall design of the building, its conformity to the Shore Drive Design Guidelines, and its compatibility with the surrounding area.

Staff recommends approval of this request with the submitted proffers, provided below, as well as the conditions below.



PROFFERS

The following are proffers submitted by the applicant as part of a Conditional Zoning Agreement (CZA). The applicant, consistent with Section 107(h) of the City Zoning Ordinance, has voluntarily submitted these proffers in an attempt to “offset identified problems to the extent that the proposed rezoning is acceptable,” (§107(h)(1)). Should this application be approved, the proffers will be recorded at the Circuit Court and serve as conditions restricting the use of the property as proposed with this change of zoning.

PROFFER 1. In order to provide for the coordinated development of the Property, the Property shall be developed in substantial conformity with that certain plan designated as “Exhibit B”, entitled “CONCEPTUAL SITE PLAN OF TASTE AT BAYVILLE FARMS, Virginia Beach, Virginia,” dated May 22, 2013, prepared by Robyn Thomas Architecture, PC (the “Concept Plan”) has been exhibited to the Virginia Beach City Council and a copy of which is on file with the City of Virginia Beach, Department of Planning, with regard to layout, ingress and egress, and landscaping. Grantor shall comply with all terms and conditions of all City Ordinances and Guidelines pertaining to landscape design. The landscaping shall substantially conform as depicted in the Concept Plan. Vehicular ingress and egress shall be situated as depicted on the Concept Plan.

PROFFER 2. The architectural design, exterior material, and color of the New Building will be substantially as depicted on the two (2) elevations designated as “Exhibit C,” dated May 22, 2013, prepared by Robyn Thomas Architecture, PC have been exhibited to the Virginia Beach City Council and are on file with the Virginia Beach Department of Planning (“Elevations”). The exterior building materials shall be a combination of wood board and batten, with a standing seam metal roof.

PROFFER 3. The areas depicted on the Concept Plan which will not be occupied by the New Building, patios (fenced or unfenced), drive aisles, sidewalks, and parking areas are open spaces (the “Open Spaces”) which shall be utilized as such.

PROFFER 4. The Property shall be used as an eating and drinking establishment without a drive-through window, retail sales, and a seasonal produce stand.

PROFFER 5. The signage on the Property is currently designated as “existing free standing sign” and will remain after the development of the site. In the event the “existing free standing sign is removed or replaced, the signage shall come into compliance with the applicable signage requirements of the B-2 zoning ordinance.

PROFFER 6. As provided by Section 107(i) of the City Zoning Ordinance, and upon a finding by the City Council that there will be no significant detrimental effects on surrounding properties, the structure depicted on the building elevations titled “Exhibit C” and dated May 22, 2013 may deviate from the maximum structure height established for this site by Section 904 of the City Zoning Ordinance. Section 904 restricts the maximum height of any use or structure located within one hundred (100) feet of an adjoining lot zoned Residential or Apartment district to 35 feet. Since the adjacent lot, zoned R-7.5 Residential, is not developed and is restricted from future development by a conservation easement, a deviation to the maximum height restriction will have no significant detrimental effect on that lot. The deviation to the maximum height shall be no greater than four (4) feet for a total maximum structure height of 39 feet.

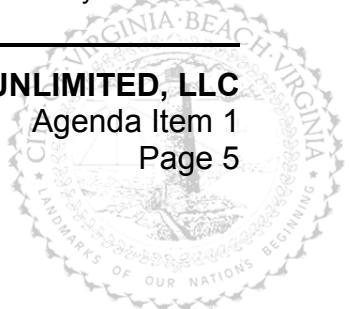
PROFFER 7. Further conditions may be required by the Grantee during detailed Site Plan review and administration of applicable City Codes by all cognizant City Agencies and departments to meet all applicable City Code requirements.

PROFFER 8. Further lawful conditions or restrictions against the Property may be required by Grantee

TASTE UNLIMITED, LLC

Agenda Item 1

Page 5



during the detailed Site Plan review and administration of applicable codes and regulations of Grantee by all appropriate agencies and departments of Grantee, which shall be observed or performed by Grantor. Grantor acknowledges that additional further lawful conditions or restrictions may be imposed by Grantee as a condition of approvals, including but not limited to final Site Plan approval.

PROFFER 9. All references hereinabove to zoning districts and to regulations applicable thereto, refer to the City Zoning Ordinance of the City of Virginia Beach, in force as of the date the conditional rezoning amendment is approved by the Grantee.

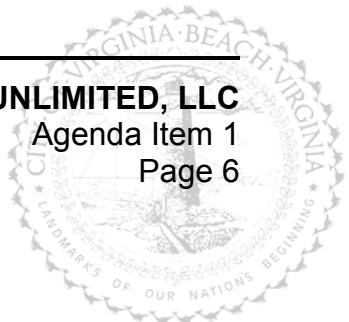
STAFF COMMENTS: *The proffers listed above are acceptable as they dictate the level of quality of the project and the desired use(s) for this site.*

The City Attorney's Office has reviewed the proffer agreement dated August 30, 2004, and found it to be legally sufficient and in acceptable legal form.



CONDITIONS

1. The hours of operation for the produce stand shall be the same as the hours of operation of the retail and eating establishment, which is no earlier than 7:00 a.m. and no later than 10:00 p.m.
2. All goods sold under the "Open Air Market" Conditional Use Permit shall be limited to produce and/or canned or jarred goods prepared from locally grown produce or aquaculture.
3. The seasonal sale of pumpkins shall be limited to the month of October.
4. The seasonal sale of Christmas trees shall be limited to the months of November and December.
5. With the exception of goods displayed and sold within the produce stand and the seasonal sale items of pumpkins and Christmas trees, all goods sold under the "Open Air Market" Conditional Use Permit shall be located and displayed on grass no further than twenty-five feet from the produce stand.
6. The seasonal goods of pumpkins and Christmas trees shall be displayed on the front lawn no closer than fifteen feet to the property line or the "existing exit aisle to remain."
7. No additional signage than that shown on "Exhibit C," dated May 22, 2023, shall be allowed without the review of the Zoning Administrator.
8. The dumpster shall be completely screened by evergreen vegetation with the exception of the north facing side for means of access.



NOTE: Further conditions may be required during the administration of applicable City Ordinances and Standards. Any site plan submitted with this application may require revision during detailed site plan review to meet all applicable City Codes and Standards. All applicable permits required by the City Code, including those administered by the Department of Planning / Development Services Center and Department of Planning / Permits and Inspections Division, and the issuance of a Certificate of Occupancy, are required before any uses allowed by this Use Permit or Change of Zoning are valid.

The applicant is encouraged to contact and work with the Crime Prevention Office within the Police Department for crime prevention techniques and Crime Prevention Through Environmental Design (CPTED) concepts and strategies as they pertain to this site.





AERIAL OF SITE LOCATION

TASTE UNLIMITED, LLC
Agenda Item 1
Page 8





CONCEPTUAL SITE PLAN - EXHIBIT 'B'

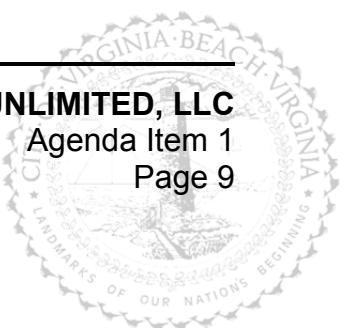
TASTE AT BAYVILLE FARMS

TASTE UNLIMITED Virginia Beach, Virginia

10 0 20 40 FT

PROPOSED SITE PLAN

TASTE UNLIMITED, LLC





ROBIN THOMAS
ARCHITECTURE

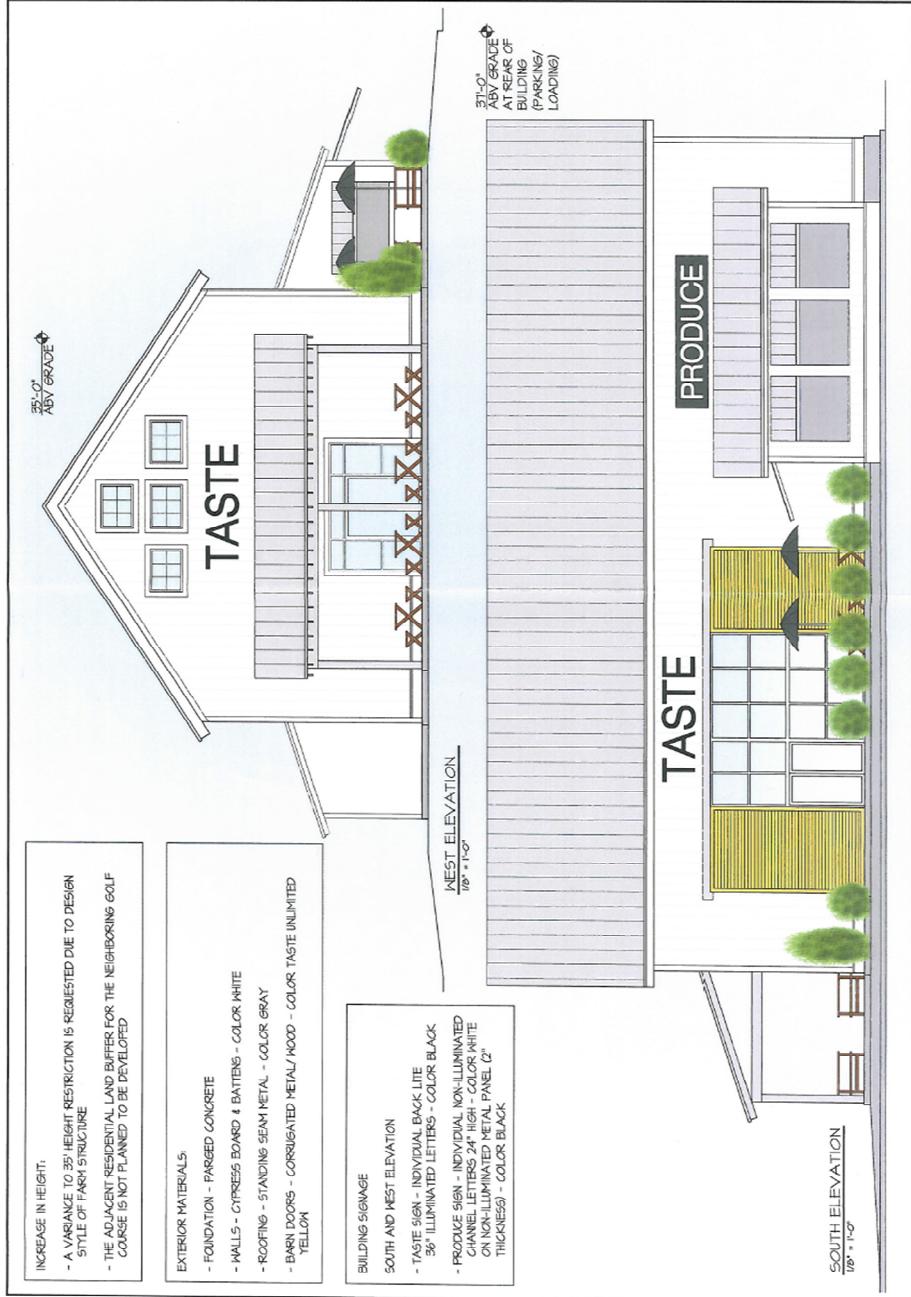
513 W. 21st Street, Suite C
Norfolk, VA 23510
Off: 757.627.1910
Fax: 757.620.8114

VIRGINIA BEACH, VIRGINIA
4097 SHORE DRIVE
TASTE AT BAYVILLE FARMS

EXTERIOR
ELEVATIONS

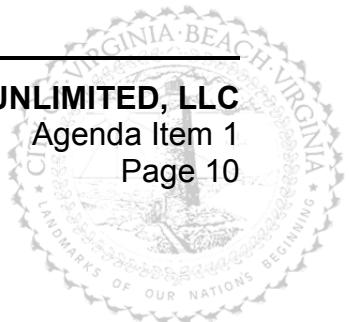
EXHIBIT
C

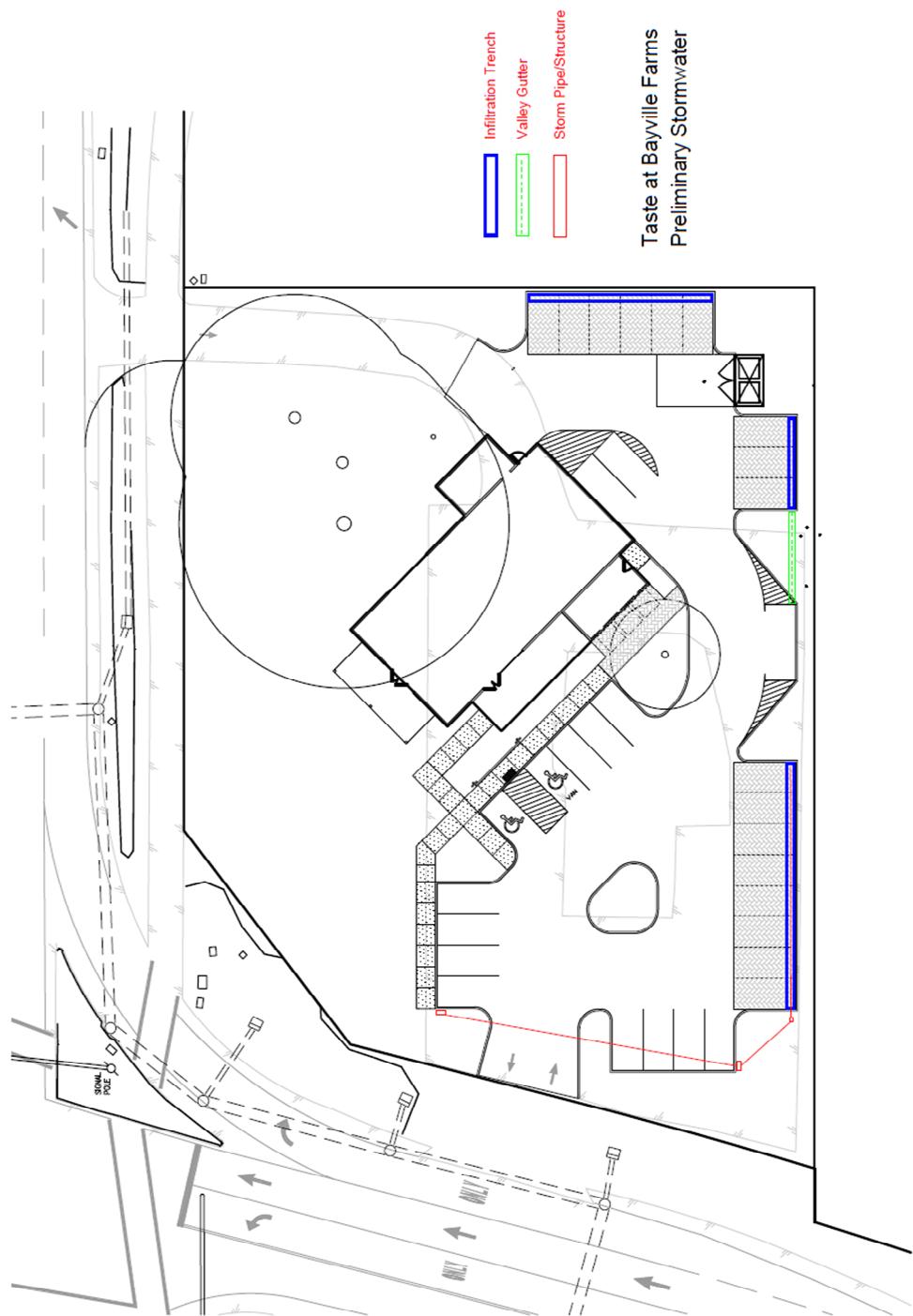
MAY 22, 2013



PROPOSED ELEVATION

TASTE UNLIMITED, LLC
Agenda Item 1
Page 10





Taste at Bayville Farms
Preliminary Stormwater

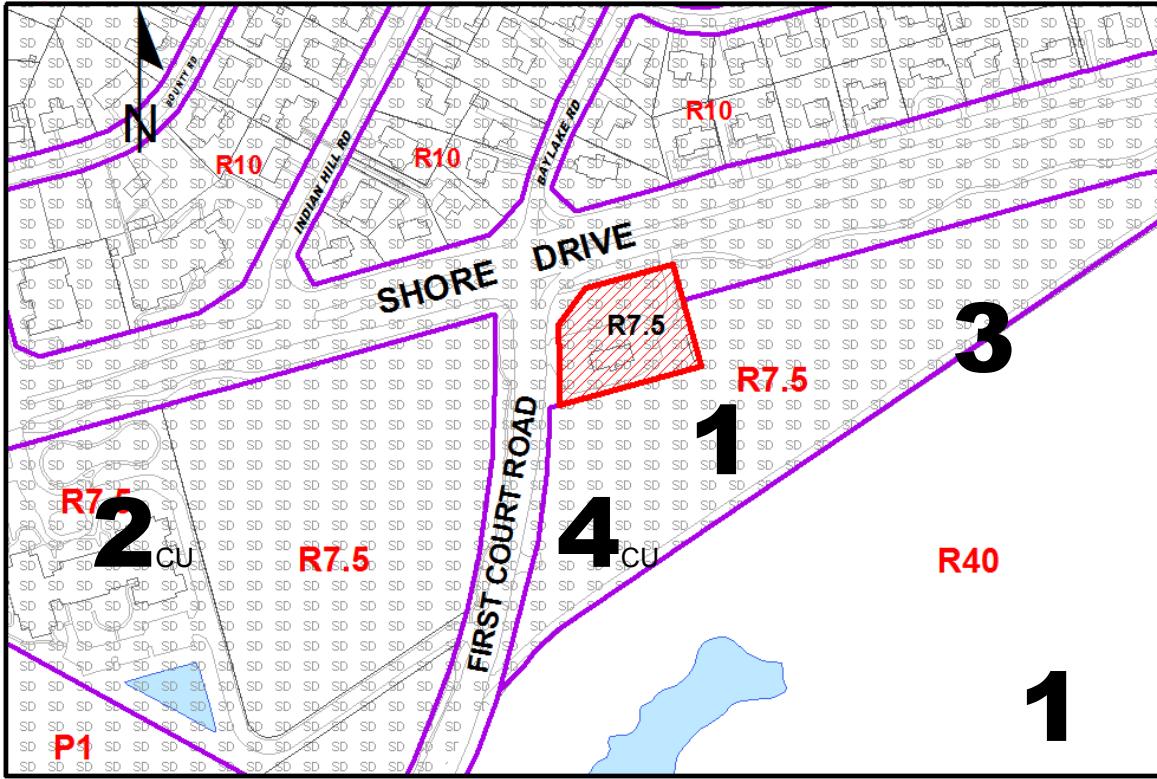
PRELIMINARY STORMWATER

TASTE UNLIMITED, LLC
Agenda Item 1
Page 11



BAYSIDE DISTRICT
MAP (not to scale)

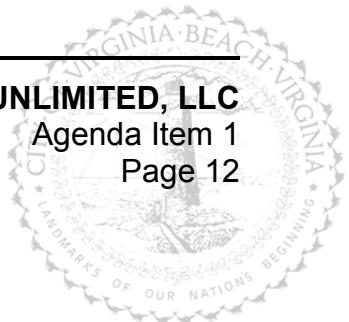
Taste Unlimited, LLC



ZONING HISTORY

#	DATE	REQUEST	ACTION
1	09/12/1992	Conditional Use Permit (Golf Course)	Approved
2	07/09/1996	Conditional Use Permit (Home for the Aged)	Approved
3	05/26/1998	Street Closure	Approved
4	06/22/1999	Conditional Use Permit (Satellite Parking (R))	Approved

TASTE UNLIMITED, LLC
Agenda Item 1
Page 12



CONDITIONAL REZONING APPLICATION

DISCLOSURE STATEMENT

APPLICANT DISCLOSURE

If the applicant is a corporation, partnership, firm, business, or other unincorporated organization, complete the following:

1. List the applicant name followed by the names of all officers, members, trustees, partners, etc. below: *(Attach list if necessary)*

Jon Pruden is President/Manager and Peter Pruden is Vice President.

The LLC members/ownership interests are attached.

2. List all businesses that have a parent-subsidiary¹ or affiliated business entity² relationship with the applicant: *(Attach list if necessary)*

Taste Unlimited LLC is the 100% owner of Sand Itch LLC, which is a real estate holding entity for TASTE's store at 3603 Pacific Avenue. Taste Unlimited LLC is the 100% owner of Grazemore LLC, which is the real estate holding entity for TASTE's Norfolk store.

Check here if the applicant is **NOT** a corporation, partnership, firm, business, or other unincorporated organization.

PROPERTY OWNER DISCLOSURE

Complete this section only if property owner is different from applicant.

If the property owner is a corporation, partnership, firm, business, or other unincorporated organization, complete the following:

1. List the property owner name followed by the names of all officers, members, trustees, partners, etc. below: *(Attach list if necessary)*

The members/ownership interests of Bayville Farms Associates is attached. Richard Burroughs is the managing member.

2. List all businesses that have a parent-subsidiary¹ or affiliated business entity² relationship with the applicant: *(Attach list if necessary)*

Check here if the property owner is **NOT** a corporation, partnership, firm, business, or other unincorporated organization.

¹ & ² See next page for footnotes

Does an official or employee of the City of Virginia Beach have an interest in the subject land? Yes No

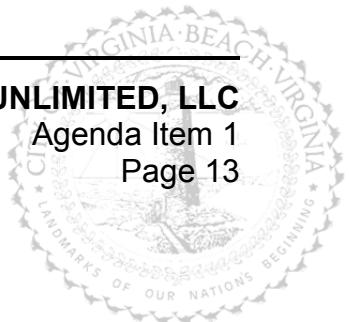
If yes, what is the name of the official or employee and the nature of their interest?

Jennifer Huelsberg is a minority co-owner of TASTE and Special Counsel in the City Atty's Office.

Conditional Rezoning Application
Page 11 of 12

DISCLOSURE STATEMENT

TASTE UNLIMITED, LLC
Agenda Item 1
Page 13



CONDITIONAL REZONING APPLICATION

DISCLOSURE STATEMENT

ADDITIONAL DISCLOSURES

List all known contractors or businesses that have or will provide services with respect to the requested property use, including but not limited to the providers of architectural services, real estate services, financial services, accounting services, and legal services: (Attach list if necessary)

Spacemakers, Inc., general contractor
Robyn Thomas Architects
WPL Civil Engineering - survey, site plan and landscape architecture
Kaufman & Canoles, P.C. law firm
McPhillips, Roberts & Deans, P.C. accounting firm
Farmers Bank/Tidewater Business Financing Corp. (SBA), lenders

¹ "Parent-subsidiary relationship" means "a relationship that exists when one corporation directly or indirectly owns shares possessing more than 50 percent of the voting power of another corporation." See State and Local Government Conflict of Interests Act, Va. Code § 2.2-3101.

² "Affiliated business entity relationship" means "a relationship, other than parent-subsidiary relationship, that exists when (i) one business entity has a controlling ownership interest in the other business entity, (ii) a controlling owner in one entity is also a controlling owner in the other entity, or (iii) there is shared management or control between the business entities. Factors that should be considered in determining the existence of an affiliated business entity relationship include that the same person or substantially the same person own or manage the two entities; there are common or commingled funds or assets; the business entities share the use of the same offices or employees or otherwise share activities, resources or personnel on a regular basis; or there is otherwise a close working relationship between the entities." See State and Local Government Conflict of Interests Act, Va. Code § 2.2-3101.

CERTIFICATION:

I certify that the information contained herein is true and accurate.

I understand that, upon receipt of notification (postcard) that the application has been scheduled for public hearing, I am responsible for obtaining and posting the required sign on the subject property at least 30 days prior to the scheduled public hearing according to the instructions in this package. The undersigned also consents to entry upon the subject property by employees of the Department of Planning to photograph and view the site for purposes of processing and evaluating this application.



Applicant's Signature

Jon Pruden, President

Print Name

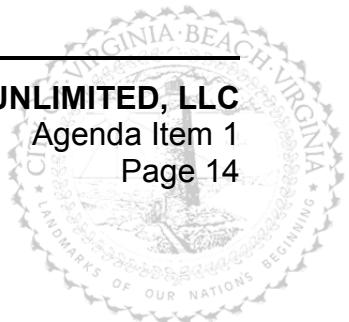
Property Owner's Signature (if different than applicant)

Print Name

Conditional Rezoning Application

DISCLOSURE STATEMENT

TASTE UNLIMITED, LLC
Agenda Item 1
Page 14



CONDITIONAL REZONING APPLICATION

DISCLOSURE STATEMENT

ADDITIONAL DISCLOSURES

List all known contractors or businesses that have or will provide services with respect to the requested property use, including but not limited to the providers of architectural services, real estate services, financial services, accounting services, and legal services: (Attach list if necessary)

Spacemakers, Inc., general contractor
Robyn Thomas Architects
Kaufman & Canoles, P.C. law firm
McPhillips, Roberts & Deans, P.C. accounting firm
Farmers Bank/Tidewater Business Financing Corp. (SBA), lenders

¹ "Parent-subsidiary relationship" means "a relationship that exists when one corporation directly or indirectly owns shares possessing more than 50 percent of the voting power of another corporation." See State and Local Government Conflict of Interests Act, Va. Code § 2.2-3101.

² "Affiliated business entity relationship" means "a relationship, other than parent-subsidiary relationship, that exists when (i) one business entity has a controlling ownership interest in the other business entity, (ii) a controlling owner in one entity is also a controlling owner in the other entity, or (iii) there is shared management or control between the business entities. Factors that should be considered in determining the existence of an affiliated business entity relationship include that the same person or substantially the same person own or manage the two entities; there are common or commingled funds or assets; the business entities share the use of the same offices or employees or otherwise share activities, resources or personnel on a regular basis; or there is otherwise a close working relationship between the entities." See State and Local Government Conflict of Interests Act, Va. Code § 2.2-3101.

CERTIFICATION:

I certify that the information contained herein is true and accurate. I understand that, upon receipt of notification (postcard) that the application has been scheduled for public hearing, I am responsible for obtaining and posting the required sign on the subject property at least 30 days prior to the scheduled public hearing according to the instructions in this package. The undersigned also consents to entry upon the subject property by employees of the Department of Planning to photograph and view the site for purposes of processing and evaluating this application.

Applicant's Signature



Property Owner's Signature (if different than applicant)
BAYVILLE FARMS ASSOCIATES LLC

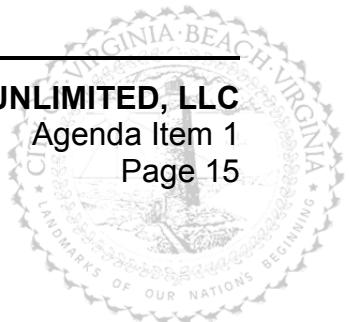
Print Name

RICHARD C. BURROUGHS
Print Name
MANAGER

Conditional Rezoning Application
Page 12 of 12
Revised 7/3/2007

DISCLOSURE STATEMENT

TASTE UNLIMITED, LLC
Agenda Item 1
Page 15

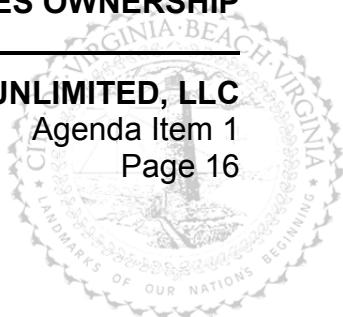


LIST OF MEMBERS AND INTERESTS
FOR
BAYVILLE FARMS ASSOCIATES
As of 10-31-11

<u>MEMBER</u>	<u>INTEREST</u>
Calvert T. Lester P. O. Box 5969 Virginia Beach, VA 23471	24.9115
Eleanor T. Stanton 4141 First Court Road Bayville Farms Virginia Beach, VA 23455	17.24220
Charles F. Burroughs, III 5506 Atlantic Avenue Virginia Beach, VA 23451	4.922
Anne B. Babcock 2210 Brookfield Drive Winston-Salem, NC 27106	6.1415
Richard C. Burroughs Harvey Lindsay 999 Waterside Dr., Suite 1400 Norfolk, VA 23510	4.922
Luke M. Babcock 7 Spring St PO Box 4 Sag Harbor, NY 11963	5.308600

BAYVILLE FARMS ASSOCIATES OWNERSHIP

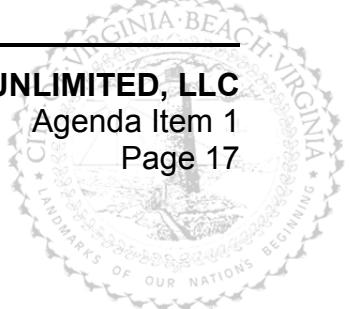
TASTE UNLIMITED, LLC
Agenda Item 1
Page 16



Thomas Burroughs Babcock 955 Lexington Av New York, NY 10021	4.569600
Bruce M. Babcock 2210 Brookfield Drive Winston-Salem, NC 27106	5.3165
Sandra Burroughs c/o NAI Harvey Lindsay 999 Waterside Dr., Suite 1400 Norfolk, VA 23510	4.097
Richard C. Burroughs, Jr. 1324 N Bayshore Dr Va Beach, VA 23451	4.966600
Mary B. Yuill 1016 Ditchley Rd Va beach, Va 23451	4.966600
Charles Edward Burroughs 219 68 th St Va Beach, Va 23451	4.966600
James T. Vail 4041 Sherwood Lane Virginia Beach, VA 23455	1.45690
James T. Vail, Custodian for Daniel H. Vail, under the Virginia Uniform Transfers to Minors Act (21) 4041 Sherwood Lane Virginia Beach, VA 23455	1.45690
Charles A. Vail, Jr. 5659 East Virginia Beach Blvd. Norfolk, VA 23502	1.45690
Mary C. Lewis 4141 First Court Road Bayville Farms Virginia Beach, VA 23455	1.45690

BAYVILLE FARMS ASSOCIATES OWNERSHIP

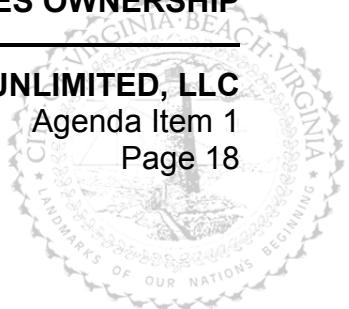
TASTE UNLIMITED, LLC
Agenda Item 1
Page 17



Mary C. Lewis, Custodian for Jack Lewis, under the Virginia Uniform Transfers to Minors Act (21) 4141 First Court Road Bayville Farms Virginia Beach, VA 23455	1.45690
Mary C. Lewis Custodian for Eleanor T. Vail under the Virginia Uniform Gifts to Minors Act (21)	0.38480
Total	100.000%

BAYVILLE FARMS ASSOCIATES OWNERSHIP

TASTE UNLIMITED, LLC
 Agenda Item 1
 Page 18



TASTE UNLIMITED LLC CAPITALIZATION*

	<u>Current</u> <u>%</u> <u>Interest</u>
Jon Pruden	58.81%
Tucker Pruden	4.13%
Meade Pruden	4.13%
Peter Pruden III	19.61%
Henry J. & Jennifer Huelsberg	2.77%
Bluefin I, LLC (Dennis & Jason Deans)	2.50%
Robert Loomis	2.22%
Jeff & Mary Creekmore	1.39%
Kim Hardy	1.39%
Dr. David Rowe	1.39%
T. Vaden Warren	0.83%
Brian Staub	0.83%
TOTAL	100.00%

'TASTE' OWNERSHIP

TASTE UNLIMITED, LLC
Agenda Item 1
Page 19

